

**WINCHESTER MUNICIPAL UTILITIES
WINCHESTER, KENTUCKY**

AUDITED FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2016 and 2015

**WINCHESTER MUNICIPAL UTILITIES
WINCHESTER, KENTUCKY
JUNE 30, 2016 and 2015**

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SUMMERS, MCCRARY & SPARKS, P.S.C.

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INDEPENDENT AUDITOR'S REPORT

To the Commissioners
Winchester Municipal Utilities
Winchester, KY

We have audited the accompanying financial statements of the business-type activities of Winchester Municipal Utilities, component unit of the City of Winchester, Kentucky, as of and for the years ended June 30, 2016 and 2015, and the related notes to the financial statements, which collectively comprise the Utilities' 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 of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinions

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 Winchester Municipal Utilities, component unit of the City of Winchester, Kentucky, as of June 30, 2016 and 2015, and the respective changes in financial position and, where applicable cash flows thereof for the years then ended in conformity with accounting principles generally accepted in the United States of America.

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 4 through 21 and the Schedule of Proportionate Share of Net Pension Liability and Schedule of Contributions on pages 48 through 49 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 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 opinions on the financial statements that collectively comprise the Winchester Municipal Utilities', component unit of the City of Winchester, Kentucky, basic financial statements. The Department Expenses, Revenue Bond Debt Schedules are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The Department Expenses, and the Revenue Bond Debt are the responsibility of management and were derived from and relate 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 Department Expenses, and Revenue Bond Debt Schedules are 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 18, 2016, on our consideration of Winchester Municipal Utilities', component unit of the City of Winchester, Kentucky, internal control over financial reporting and 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 Winchester Municipal Utilities', component unit of the City of Winchester, Kentucky, internal control over financial reporting and compliance.

Summers, McCrary & Sparks, PSC

Summers, McCrary & Sparks, PSC
Winchester, Kentucky
November 18, 2016

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

UTILITY PROFILE

Winchester Municipal Utilities (WMU), an enterprise fund of the City of Winchester, Kentucky (City), was established in 1958 by ordinance of the City to provide water, sanitary sewer (wastewater) and solid waste services for the City and portions of Clark County. WMU is governed by a Board of Commissioners appointed by the Mayor with approval of the Board of Commissioners of the City. The Winchester Municipal Utilities Commission (WMUC) provides direction and oversight of the utility and its operations, adopts the budget, sets the operating policies, hires the General Manager and Counsel of the utility, and recommends to the City utility rates necessary to support the operations of the utility, repair and replacement of the utility's assets, and payment of the utility's debt service.

WMU has 11,720 water customers, 11,452 wastewater customers, and 8,611 solid waste customers.

Fiscal Year 2016/2017 budget reflects annual revenue of \$17,552,400 and annual debt service of \$5,217,222.

WMU is a special purpose governmental entity that only presents enterprise funds, the basic financial statements only include fund financial statements. However, those statements present the long-term, economic resources measurement focus which is normally presented in governmentwide financial statements of general purpose governments. These fund financial statements have been prepared using the full accrual basis of accounting.

WMU's financial statements are also included in the City of Winchester's basic financial statements as the City's business-type activities. Business-type activities include services for which fees are charged to customers to help cover all or most of the cost of certain services.

Using the accrual basis of accounting these fund financial statements also present capital assets on the *Statement of Net Position*, including infrastructure assets. These assets include the utility plants as well as the collection and distribution infrastructure systems.

The *Statement of Net Position* provides information on all the WMU's assets, deferred outflows of resources, liabilities and deferred inflows of resources, including long-term debt and capital assets. The difference between assets and liabilities is reported as net position. Increases or decreases in net position will be analyzed to determine whether the financial position of WMU is improving or deteriorating.

The *Statement of Activities* provides information on how the WMU's net position changed during the most recent year. Amounts reported on this statement include depreciation of capital assets, Depreciation provides a measure of how much of our capital assets have been used in the operation. Comparing depreciation expense to our capital purchases can give us an indicator of whether our capital investments are keeping pace with the use of these assets.

Following the fund financial statements are *Notes to the Financial Statements*. The note disclosures explain some of the information in the financial statements and provide more detailed data. Notes are an integral component of the basic financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016

Following the notes is the required supplementary information about the cost-sharing defined benefit pension plan administered by the Commonwealth of Kentucky.

The final part of the basic financial statements includes other supplementary information that includes departmental expenses and revenue bond debt service schedules.

- **Water System**

WMU currently has two sources of raw water – Pool No. 10 of the Kentucky River and the Carroll Ecton Reservoir (Reservoir). WMU's primary source of water is Pool No. 10, a 25-mile pool of the river. WMU is the only water utility withdrawing water from this source. WMU is permitted to withdraw up to 15 million gallons per day (MGD) from Pool No. 10 under normal river flow conditions, with restrictions being imposed during times of below normal river flow. The Reservoir impounds approximately 500,000,000 gallons of water on an unnamed tributary of Lower Howards Creek. WMU is permitted to withdraw up to 5.3 MGD from the Reservoir.

The water treatment plant under special provision is rated to produce 6.0 million gallons per day (MGD). Clearwell storage is 1,000,000 gallons; elevated storage totals 3,500,000 gallons. WMU maintains approximately 180.27 miles of water line in the distribution system.

Average day water production for FY 2015/2016 was 4.51 MGD. Peak day water production for FY 2015/2016 was 5.56 MGD. In addition to the provision of service to its retail customers, WMU provides water for resale to the East Clark County Water District (ECCWD) and the Kentucky American Water Company (KAWC).

- **Wastewater System**

WMU maintains approximately 175.85 miles of gravity and force main sanitary sewers, ten (10) sewage-pumping stations (excluding the landfill pump stations), and two (2) wastewater treatment plants (WWTP). The Strodes Creek WWTP is rated at 7.2 MGD and the Lower Howards Creek WWTP is rated at 2.0 MGD. The Strodes Creek WWTP is designed to handle a biological load approximately four times greater than typical domestic sewage. The Lower Howards Creek WWTP is designed to handle typical domestic sewage. In addition, WMU operates solids processing facilities at both locations with the Strodes Creek WWTP producing and distributing for beneficial reuse Class A biosolids in compliance with 40 Code of Federal Regulations (CFR) §503.

Average day wastewater treatment for FY 2015/2016 at Strodes Creek was 4.11 MGD with a peak day wastewater treatment for FY 2015/2016 at 12.80 MGD. Average day wastewater treatment for FY 2015/2016 at Lower Howards Creek was 0.93 MGD with a peak day wastewater treatment for FY 2015/2016 at 4.44 MGD. For FY 2015/2016 2,226.70 tons of Class A biosolids were produced at the Strodes Creek WWTP. Due to equipment maintenance and other factors Class B biosolids were produced at Strodes Creek for a portion of FY 2015/2016, totaling 919.60 tons. Total Class B biosolids produced at Lower Howards Creek was 84.50 dry tons.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

- **Solid Waste System**

WMU is responsible for the daily collection of solid waste and recycling material (residential) generated within the City and transportation for ultimate disposal in a privately owned and permitted solid waste landfill and/or material recovery facility. In addition, WMU collects and grinds yard waste for beneficial reuse, operates and maintains a voluntary recycling operation for newspaper, white and mixed paper, cardboard, glass, plastics, tin, and aluminum, and maintains a 20-acre, non-operating landfill that is classified as *in post-closure care*.

Average day solid waste collection and disposal for FY 2015/2016 was 52.00 tons and average monthly yard waste collection for FY 2015/2016 was 107.00 tons. Average monthly recycling collection for FY 2015/2016 was 93.59 tons.

SIGNIFICANT ISSUES

- **Water Supply, Treatment and Distribution**

Addressing the water supply, treatment, and distribution needs of the community continues to be at the forefront of priorities for the Utility. Normal growth pattern projections and water usage data have indicated the need for additional potable water capacity. The timeframe of those needs could potentially be accelerated based upon the needs of the industrial community. While plans to increase water demands at several local industries remain very much a reality, other industries have initiated production activities and will continue to play a significant role in water needs along with other large water users who plan on expanding their existing facilities. Recently, several lots within the Industrial Park, Phase VI development have been constructed, housing Amazon and the Rocky Mountain ATV facilities. Determination of the water requirements for the remaining lots will factor into defining the ultimate water needs.

As previously stated WMU's current permitted capacity is 6.0 million gallons per day (MGD) with current average day demand of 4.51 MGD and peak day demand of 5.56 MGD. WMU's average day production is up nearly 150,000 GPD from the previous fiscal year. Projections of WMU's 20-year demand as outlined in previous studies are 12.0 MGD based upon normal growth patterns which can be skewed with the addition or loss of any significant industry or other large user. Normal and peak day average water production continues to rise. The most likely contributing factors for recent fiscal years would be the extreme cold weather experienced during the winter months and an increased industrial use. Careful consideration has been given to all these factors when sizing a new water treatment plant (WTP) and associated infrastructure.

Discussions in 2008 between the WMU and City Commissions led to a decision to construct a new WTP. Construction was proposed to be phased with the initial capacity being 6.0 MGD to operate in concert with the existing WTP yielding an effective capacity of 8.0 – 9.0 MGD. It was determined during preliminary design that operation of a single WTP at 9.0 MGD would be the most cost effective and logical choice. Several significant questions were answered during preliminary design which included decommissioning of the existing WTP upon completion of the new WTP facilities and continued use of the Carroll Ecton Reservoir for a back-up raw water supply. With completion of the final design of a new WTP scheduled for the first quarter of 2017, construction is expected to begin as early as the second quarter of 2017. The final effective capacity of the new WTP will be determined by the Division of Water (DOW).

MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016

The total estimated cost (preliminary engineering costs) of the initial phase of improvements ranges from \$24 - \$28 million dollars based on current information. The timetable for construction of the improvements ranges from 2017 through 2019. Preliminary grade work and siting of the new WTP facilities was constructed as part of the Lower Howards Creek Wastewater Treatment Plant project at a cost of \$2,189,500. In addition, raw water pump upgrades and raw and finished water transmission improvements were completed during calendar year 2016 which will insure the delivery of the additional capacity.

The finished water main improvements began at WMU's Kentucky River Pump Station (1001 Ford Road) extended to the future site of the proposed WTP located at 7055 Boonesboro Road, interconnected with the existing WTP facilities at 365 Water Works Road, and ended with connection to the existing 12-inch water main near 550 Bypass Road.

The Kentucky River Pump Station improvements called for the addition of one (1) raw water vertical turbine pump, pump control valves, HVAC upgrades, electrical upgrades and other associated piping and valve improvements. Construction of the improvements is substantially complete with final completion expected by the end of calendar year 2016.

Construction of the aforementioned water improvements and proposed improvements necessitated rate adjustments to facilitate construction. In March of 2010 it was necessary for WMU and the City of Winchester to enact phased rate increases to provide the revenue and funds to construct the capital improvements to meet the water needs of the community currently and in the future. These adjustments have equated to a total adjustment of \$15.97/month (77.1%) for city customers and \$12.89/month (47.5%) for county customers for the average 6,000 gallon/month user on the monthly utility bill for water.

- **Consent Decree**

Compliance with requirements of the Consent Decree remains a top priority for the Utility. Much progress has been made since April of 2007 to comply with the requirements of this enforcement action. The Consent Decree is the settlement agreement between the United States Environmental Agency (EPA), the Kentucky Energy and Environment Cabinet (EEC, formerly known as the Environmental and Public Protection Cabinet), City and WMU detailing actions to be taken by City and WMU for violations of the Clean Water Act , 33 U.S.C. § 1319. The basic tenants of the Consent Decree call for the City and WMU to:

- Eliminate existing and recurring sanitary sewer overflows (SSOs)
- Reduce the potential for future SSOs

Such has been achieved through a defined capital program and structured operation and maintenance (O&M) programs.

**MANAGEMENT’S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

Deadlines outlined in the Consent Decree for completion of capital projects to eliminate SSO’s are shown in the chart below:

Project	Project Area	Proposed Completion Date
Lower Howards Creek Sanitary Sewer Improvements	Snowfall Stoneybrook	January 31, 2013
Bel-Air Sanitary Sewer Improvements	Bel-Air Westside	July 31, 2013
Hampton Manor Sanitary Sewer Improvements	(Bonnie Brook and Mockingbird Valley)	July 31, 2019
Madison, Flanagan, & East Washington Street	Madison, Flanagan, & East Washington Street	January 20, 2021
Other locations identified in Exhibit A of the Consent Decree	WMU Collection System	January 20, 2024

The Lower Howards Creek Project involved a facilities plan update, construction of sanitary sewer interceptors, force main and construction of a new wastewater treatment plant. The Lower Howards Creek Project is complete and received final acceptance January 2, 2014. The Bel-Air Sanitary Sewer Improvements project involved construction of an interstate road bore and new interceptor sewer that eliminated two (2) sewage pumping stations. Construction of BelAir is complete and was formally accepted on June 20, 2013. The Hampton Manor Sanitary Sewer Improvements project is proposed to eliminate two (2) recurring SSOs in the Bonnie Brook and Mockingbird Valley area (MH’s 14-76A and 14-51). Final design of the Hampton Manor project has been completed with the easement acquisition process fully underway. The Kentucky Infrastructure Authority (KIA) loan process has been completed with KIA Board approval remaining. Construction of the Hampton Manor Sewer Improvements is expected to begin in the first or second quarter of 2017. Construction of the Madison, Flanagan, and East Washington Street project includes the rehabilitation of the East Interceptor Sewer coupled with construction of larger diameter sewers in the downtown area of Winchester to replace aging infrastructure. This project along with any other locations identified in Exhibit A of the Consent Decree will be designed upon completion of the necessary flow monitoring and updates to the Sewer Hydraulic Model as required. It will be necessary to acquire design engineering services for these projects in the near term due to the construction timeframe required for these larger projects.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
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Structured O&M programs have been developed, submitted, and reviewed/approved by the EPA. These programs are known as the Capacity, Management, Operation and Maintenance (CMOM) programs. WMU developed fourteen (14) required CMOM programs seven (7) of which were submitted, reviewed, and approved by EPA. A list of the CMOM Programs developed and submitted to EPA are as follows:

- Sewer Overflow Response Plan (SORP)
- Inter Jurisdictional Agreement Program
- Public Education Program
- Spill Impact Water Quality Monitoring Program
- Corrosion Control Program
- Routine Hydraulic Cleaning Program
- Root Control Program
- Capacity Assurance Program (CAP)
- Acquisition Consideration Program
- Infrastructure Rehabilitation Program (IRP)
- Sewer System Assessment Program (CSSAP)
- Sewer System Inventory Program
- Fats, Oils, and Grease Control Program (FOG)
- Financial and Cost Analysis Program

Additional requirements of the Consent Decree included a Supplemental Environmental Project (SEP). As a result, it was determined to be environmentally beneficial to the public to implement a SEP which would commission a study of the streams in the Lower Howards Creek Watershed (LHCW) and develop a Lower Howards Creek Watershed Management Plan (LHCWMP). The SEP Completion Report was submitted to the EPA and KDOW on November 20, 2012. On January 8, 2013 WMU received written confirmation that the SEP Completion Report in accordance with General Provision 4 of Exhibit D of the Consent Decree was approved by the EPA.

As would be expected the requirements of the Consent Decree have had a substantial fiscal effect on WMU ratepayers. In March of 2010 it was necessary for WMU and the City of Winchester to enact phased rate increases to provide the revenue and funds to comply with the requirements of the Consent Decree that included capital construction projects and CMOM activities. These adjustments have equated to a total adjustment of \$38.24/month (132.41%) for city customers and \$50.64/month (132.43%) for county customers for the average 6,000 gallon/month user on the monthly utility bill for sewer.

Current and proposed expenditures for all Consent Decree work as noted above will amount to approximately \$95,356,883. This equates to approximately \$8,326.65 for each of WMU's 11,452 customers. This number will vary with the addition or loss of customers as well as any changes to the current capital construction plans. While the economy has shown signs of recovery growth still remains at minimal levels. This limits the opportunity to bring down the individual costs to each customer.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
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- **Kentucky River Lock and Dam No. 10**

Construction of the Kentucky River Lock and Dam No. 10 were completed in 1905. The lock and dam were owned and operated by the United States Army Corps of Engineers (COE) until 1996 at which time ownership and the responsibility for maintenance and replacement of the lock and dam were transferred to the Commonwealth of Kentucky. The General Assembly created by statute the Kentucky River Authority (KRA) to oversee the operation, maintenance and replacement of the 14 locks and dams on the Kentucky River. Implicit in that charge of authority is the maintenance of the 14 pools of water for water supply. The Kentucky River supplies water to approximately 22% of Kentucky's population. WMU, like all other water utilities that withdraw water from the Kentucky River, pays a withdrawal fee for each gallon of water withdrawn from the Kentucky River and the Carroll Ecton Reservoir and passes that cost to its customers. The withdrawal fees are used by KRA for repair and replacement of the 14 locks and dams. The withdrawal fees were recently increased (July 2013) to help facilitate the repair and replacement of the aging infrastructure along the River.

Dam No. 10 was built as a timber crib dam with a plain concrete face, i.e., the dam is a series of timber boxes, stacked and filled with large rock and covered with a concrete skin that has no reinforcement. The dam is well over 100 years old and has had no substantial rehabilitation during its service life. The dam impounds Pool No. 10 which creates the water supply for Winchester and most of Clark County.

Pool No. 10 is the longest pool on the Kentucky River stretching nearly 25 miles along the 260 miles of the Kentucky River. The East Kentucky Power (EKP) Dale Generating Plant did withdraw cooling water for the power generating plant from this pool. EKP has since decommissioned the facility located at this location and is in the process of removing coal ash from the sedimentation ponds. With this decommissioning the WMU withdrawal is the only permitted withdrawal from Pool No. 10. One of the City of Richmond Utilities Wastewater Treatment Plants (WWTP) discharges to Otter Creek in Madison County upstream from WMU's water intake in Pool No. 10. The permitted WWTP discharge meets the Kentucky, five-mile separation rule between a WWTP discharge and a WTP intake.

The Kentucky River is subject to wide variations in flow from 0 flows to 1 billion gallons per day. The wide variations in flow and resulting stress on the dam and scour below the dam make Dam No. 10 vulnerable to overturning. KRA has ranked replacement of Dam No. 10 as a top priority and has allocated funding in its budget to design and construct replacement facilities. The Board of the Kentucky River Authority approved a six-year capital plan that included approximately \$2.5 million in the 2012-14 bienniums for design and \$46 million in the 2014-16 bienniums for construction of a new dam. KRA's capital plan which included this funding was approved by the Kentucky Legislature during the most recent sessions of the General Assembly. The KRA Board authorized KRA staff to move forward with design of improvements for Dam No. 10 in August of 2014. Design of the improvements is underway and is expected to be completed no later than the first quarter of calendar year 2017. Construction is expected to begin in calendar year 2017 and last for approximately 3 to 4 years.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
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In order to finance the proposed improvements the Kentucky Department of Finance will provide the KRA Board with a rate structure necessary to support construction of the improvements at Dam No. 10. Upon receipt of this information it will be incumbent upon the KRA Board to enact the necessary rate adjustments required to finance the improvements. A failed dam would leave Winchester without its primary water supply and KRA has indicated their emergency action plan to repair a failed dam would place the burden on the water withdrawer for a minimum of 7-14 days until equipment could be mobilized. WMU's Carroll Ecton Reservoir would yield, without mandatory conservation measures, approximately a 30-45 day supply of water under normal weather patterns.

The Kentucky River is a non-protected watershed. It is subject to contamination from straight pipes (unauthorized sewer discharges), agricultural runoff (chemical contamination), chemical spills, and drought. Yet approximately one quarter of the state's population relies upon the river for water supply.

- **Carroll Ecton Reservoir**

The Carroll Ecton Reservoir (CER) currently serves as a secondary source of water supply for the City of Winchester and Clark County. As previously mentioned the CER impounds approximately 500,000,000 gallons of water on an unnamed tributary in Lower Howards Creek. Excess raw water flow from the Kentucky River can be pumped to the CER during normal operation. Over the years significant leakage has developed out of the hillside (rock face) just below the dam and an unknown amount of silt has accumulated within the body of water both of which effect storage volumes. The WMU Commission has determined that the CER should remain a secondary raw water source and has authorized design and construction of improvements in conjunction with the new WTP facilities. This will ensure a reliable secondary raw water source for the community in the event problems are experienced along the Kentucky River.

- **Solid Waste Enhancements**

The WMU Commission authorized a comprehensive solid waste study of the solid waste operations for WMU on May 31, 2012. The scope of services was comprised of four (4) phases of work that included 1) Compilation and review of existing information, 2) Cost and rate analysis, 3) Review of alternatives (optional), and 4) Reporting. The final report delivered in March of 2013 provided a comprehensive review of the operational and financial performance of WMU's solid waste services, including collection, recycling, and operation of the transfer station. The final report also included state and national benchmarking of municipal and solid waste management systems to gauge the "state of the industry" and to identify best practices for consideration by WMU. Key findings from the study included elimination of the mandatory commercial customer charge, establishment of a multi-family customer class, validation and implementation of several operational alternatives including integration of elderly/disabled collection into regular refuse routes; conversion of the second weekly refuse collection service to curbside recycling collection; consideration of a Pay As You Throw (PAYT) structure; and establishment of commercial collection for corrugated cardboard recycling. The final report developed rate structures for "full cost" and "revenue sufficiency".

Since completion of the final report WMU has implemented several of the recommendations and findings or variations thereof that include Residential Single Stream Curbside Recycling, Phases I (March 7, 2014) and II (October 2, 2014) and established a multi-family customer class with container rates.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
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The WMU Commission authorized an additional solid waste study of the solid waste operations in December of 2015 to evaluate 1) Conversion to weight-based tipping fees, 2) Commercial sector recycling, and 3) Commercial haulers use of the WMU Transfer Station. A final report was delivered in May of 2016 which provided recommendations to convert to a weight-based tip fee versus volumetric tipping fees for refuse disposal. The report also acknowledged that WMU should seek feedback from the commercial sector customers prior to making any decisions related to commercial curbit customer recycling and WMU should investigate the opportunities to expand the throughput of the WMU Transfer Station to help offset the cost per ton for refuse disposal.

Installation of Transfer Station truck scales in September 2015 via Kentucky Pride Grant Funds provided the opportunity for conversion to weight-based tipping fees. Consequently, revisions to Sections 14-81-7 and 14-81-8 of the Winchester Code of Ordinances No. 8-2016 received final approval by the Winchester City Commission in August of 2016. The revisions included conversions to weight-based tipping fees and clarification on WMU Transfer Station disposal fees. WMU continues to review recommendations from the 2013 and 2016 reports that can be implemented and enhance the overall operation of the Solid Waste Department.

As mentioned in previous sections in March of 2010 it was necessary for WMU and the City of Winchester to enact phased rate increases to provide the revenue and funds to meet the solid waste needs of the community currently and in the future. These adjustments have equated to a total adjustment of \$16.72/month (108.4%) for customers on their monthly utility bill for solid waste.

- **Affordability**

Affordability of services is a major concern for the City Commission, the Utility Commission and to Management. The WMU service area population is approximately 27,000 – 30,000 of which 51% fall in the low to moderate income (LMI) level. While the economy continues to slowly recover and show signs of improvement a continued depressed world-wide economy and limited local development further impact the affordability of WMU's services.

The primary costs in WMU's budget are capital costs including renewals and replacements. The cost of compliance with the Consent Decree and elimination of I/I (approximately \$73.3 million to-date), cost for upgrading and expanding WMU's water system capacity, and additional capital needs are expected to exceed \$100 million. Renewals and replacements exceed \$2,000,000 each year. The driving factors in WMU's operations and maintenance budget are power, fuel, chemical, and personnel costs.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

The City and WMU Commissions, in concert with Management, have continuously worked to reduce the financial burden of rate increases. Cost-effective decisions must be considered and made with respect to capital needs. Management is focused on cost-effective operations while taking into consideration the high level of service demanded by WMU's customers. One of the cost effective measures included in the budgeting process for the five-year capital plan includes setting aside monies in the Depreciation budget to fund new water system improvements. Total accumulated funds are expected to be nearly \$5.3 million within five (5) years.

The City and WMU Commissions passed rate increases that became effective in February 2010. Rates have been adjusted annually with the last increase implemented in January 2015. These rate increases were necessary despite a depressed economy, high unemployment, and a declining stock market. Implementation of the rate increases will allow WMU to upgrade and improve WMU's water system, comply with the Consent Decree, and contribute to replacement of WMU's aging water and wastewater infrastructure to ensure service to existing customers and to position the community to be able to attract and retain residential, commercial, and industrial development while balancing the affordability of providing a prescribed level of service.

Previously, the City and WMU Commissions passed an annual adjustment to the rate structure tied to the Consumer Price Index (CPI). This adjustment allows WMU to maintain its operating and maintenance budget current with the cost of living through annual adjustments to the rate versus the historical flat line approach with infrequent but significant adjustments. This approach was favored in a community survey by 73.5 % of the respondents.

The City and WMU Commissions, in concert with the Fiscal Court, have adopted legislation (Privilege Fee) that will ensure that the costs of growth for WMU's sanitary sewer system are apportioned to all benefitted properties versus being solely supported by the existing customer base. The privilege fee approach is favored for its equity and for the benefit to the community by insuring that sanitary sewers are sized on a watershed basis versus the historical "first in, one size fits all approach". The Privilege Fee Ordinance and Policies have been approved by the respective legislative bodies and WMU's first Privilege Fee Agreement (PFA), located in the Strodes Creek, Basin B received final approval on September 21, 2014.

The City and WMU Commissions have secured grants and sought the best possible financing for WMU's capital needs. The City and WMU received a \$36,600,000 low interest (2.2%; 20 years) loan for the Lower Howards Creek Wastewater System Improvements. The City and WMU received a \$750,000 Community Development Block Grant and \$750,000 Economic Development Grant to construct the Forest Park Sanitary Sewer Improvements project. Management applied for but did not receive grant funds to construct the Bel-Air Sanitary Sewer Improvements project. Funding for the Bel-Air project was secured via a low interest loan from the Kentucky Infrastructure Authority (2.2%; 20 years). Financing of the Hampton Manor Sewer Improvements is expected to be via low interest funds from the Kentucky Infrastructure Authority. Financing of the Water System Improvements is expected to be a combination of accumulated funds that include Depreciation funds as previously mentioned, System Development Charge funds, and the sale of revenue bonds in the range of 4-5% for 30 years.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

BUSINESS FACTORS

• **Facilities Planning**

WMU is required by federal and state regulation to maintain a Facilities Plan that outlines the long-term plan for growth of the sanitary sewer system and treatment works. A Facilities Plan Update was completed and approved by the Energy and Environmental Cabinet (EEC) for the upgrade of the Strodes Creek Wastewater Treatment Plant. The last Facilities Plan with respect to the collection system was completed in 1973. The plan should be updated on a minimum 20-year cycle. The WMU Commission authorized a Facilities Plan Update for the sanitary sewer collection system in August 2008. The Facilities Plan Update was necessary to determine the recommended end-of-pipe sewage management plan for the Lower Howards Creek Sanitary Sewer Improvements which was a requirement of the Consent Decree. The Facilities Plan Update was completed at a cost of \$189,000, approved by the Kentucky Division of Water on August 11, 2010 and identifies and addresses sanitary sewer collection recommendations for WMU's 14 sub-watersheds listed below:

- Strodes Creek Basins A, B, C, and D
- Lower Howards Creek Basins A, B, and C
- Hancock Creek Basins A, B, and C
- Hoods Creek
- Four Mile Creek Basins A, B, and C

Conversely, there is no such mandate for the drinking water system with respect to planning. However, in November 2009 Hazen & Sawyer prepared a Water System Planning Study outlining recommendations for significant improvements needed to meet current and future needs for the Utility. Recommendations included conceptual cost estimates for a new WTP, raw water pump station upgrades, raw water transmission main upgrades, finished water transmission upgrades, and reservoir improvements. The conceptual cost summary totaled \$58,700,000 of improvements excluding any reservoir improvements.

Since that time, WMU retained Bell Engineering (September 2013) to provide a third party review of existing studies and alternatives relative to the water supply, treatment, and transmission main infrastructure. Technical Memorandum No. 1 (TM 1) was completed and presented to the WMU Commission on March 6, 2014. TM 1 included evaluation and recommendations for raw water supply, raw water intake and pump station improvements, raw and finished water transmission main improvements, and an updated opinion of probable construction cost and schedule for the proposed new WTP. The conceptual cost summary from TM 1 which included improvements to maintain the Carroll Ecton Reservoir as a back-up water supply totaled \$42,370,000. The conceptual cost estimate has been further developed and as previously mentioned the initial phase of improvements ranges from \$24 - \$28 million dollars based on current information.

As mentioned in a previous section, construction contracts for raw water pump station upgrades and raw and finished water transmission improvements have been completed. An engineering contract for design of the new WTP has been awarded and design of the new facilities is underway.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

In response to initiatives identified in the Clark County Community (CCC) Action Plan, the Winchester Recycling Task Force (RTF) was established in 2009. In the same year, the RTF developed and coordinated a county-wide Recycling Survey mailed to approximately 12,000 customers of WMU, Rumpke, and S&G Sanitation within the December 2009 and January 2010 billing cycle. A total of 2,167 survey responses were received representing a response rate of 22 percent. Of the 2,167 respondents, 1,447 (67%) were WMU customers. Based on the survey results and research efforts of the RTF, the Winchester City Commission and WMU Commission implemented a Pilot Program for the Holiday Hills subdivision the week of August 1, 2011. Based upon positive results of the Pilot Program and recommendations from the Solid Waste Study it was proposed to implement Residential Single Stream Curbside Recycling for WMU customers in two phases. Phase I was implemented March 7, 2014 and Phase II October 2, 2014. Preliminary analysis of the recycling rates indicates that participation and volume are less than 15% of the total volume of material collected. This is below industry thresholds which indicate that 20-25% is an acceptable range for volume and participation. As previously discussed WMU continues to review recommendations as outlined in studies conducted for the solid waste activities, inclusion of commercial customers in the recycling program.

- **Rate Studies**

The WMU Commission previously authorized rate studies of WMU's three utility functions. The rate studies proposed revenue sufficient rates to support WMU's operations, including the expanded operations as required by CMOM, the operations of the Strodes Creek WWTP and the planned WTP, the capital needs as required by the Consent Decree and the planned water system improvements. Results of the rate study are reflective of the rates recommended, approved, and implemented February 2010. Staff maintains an in-house Financial Model and updates as necessary to ensure the financial stability of the Utility.

The WMU Commission authorized a wholesale cost of service study to support WMU's wholesale cost of service rate to its only wholesale customer, East Clark County Water District. The rate study has been completed and received Public Service Commission (PSC) approval on October 5, 2010 to increase the cost from \$1.62 to \$1.72 per hundred cubic feet of water sold. With completion of the large Water System Improvements projects the wholesale rate will be reviewed to determine the need for adjustment of this rate.

As part of the Solid Waste Study initiated in May 2012 a cost and rate analysis was conducted of WMU's current rates as well as expanded service rates. As previously mentioned a multi-family customer class was established with corresponding container rates as a result of the study. Implementation of any other recommendations will most likely result in impacts to future budgets.

Due to the significant amount of debt incurred for capital construction projects since the last rate study it would be beneficial for the Utility to review the rate structures for all three utility functions in the near future. Based upon the current capital construction schedule the optimal time would be upon completion of the new WTP and Hampton Manor Sewer Improvements. This would allow the rate study to precede construction costs associated with large sanitary sewer improvements required by the Consent Decree which are proposed for the 2021 and 2024 timeframe. In addition, the study would provide for an independent review of the rates in a 10 – 12 year timeframe.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

- **Work Force**

Key issues that continue to face WMU with respect to workforce include retirements, loss of institutional and industry knowledge, finding and attracting qualified replacement employees, paying competitive wages based on industry standards, and training of employees to meet the increasingly sophisticated needs of water, wastewater, and solid waste utility operations including customer service, finance, information systems, administrative services and engineering.

WMU has 84 budgeted staff positions of which 73 are filled and 5 part-time employees. The average age for WMU employees is 40 years. The number of eligible retirements at WMU over the next five years, due to age, years of service, or both, is five or 6% of the workforce. Since 2002, there have been 48 retirements which equates to a loss of 57% of the WMU workforce. Large scale retirement numbers often enable entities to renew and refresh operations, systems, and business philosophies. Transition planning has been successful for most key positions, however, such changeover carries the burden of losing institutional and industry knowledge, and challenges Management to find, attract, train, and retain replacements particularly for supervisory positions. As WMU moves forward with construction of additional facilities for both water and wastewater, staffing of those facilities will be of concern. In an effort to screen and find quality employees WMU has acquired the help of a local temporary staffing service agency.

WMU's attractiveness as an employer continues to be its benefits package. Salaries are average or below the private sector and other government utilities range. Training for utility operations is typically on-the-job. Certification in operations and driver's licensing (commercial) is a job requirement for all three utility functions. Support functions, customer service and vehicle maintenance, as well as engineering and finance, will require on-the-job training specific to WMU's business operations. Workforce development is critical in maintaining the quality of service delivered by WMU and for compliance with enforcement and regulatory activities. Management continues to look for opportunities to improve salaries for competent and skilled employees.

- **Infrastructure Renewal**

A structured approach for infrastructure renewal spreads costs over the long-term and can increase the service life of assets. WMU continues to be a leader in Kentucky in the area of asset management and infrastructure renewal. WMU's infrastructure renewal program includes a prioritization methodology to maximize capital investment, and annual allocations for defined asset categories. WMU annually allocates an average of \$2,000,000 of its capital investment for this effort. Program elements include:

- Main Replacement Program – Water
- Fire hydrant Replacement
- Gate Valve Box Adjustment – Pavement Overlay
- Elevated Storage Tank Rehabilitation
- Meter Change Out
- Main Replacement Program – Sewer
- Private Sewer Replacement
- Inflow and Inflow (I/I) Rehabilitation
- Curbit Replacement
- Container Replacement

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

- Vehicles
- Plant & Equipment Improvements

While WMU's program of infrastructure renewal is a model for other utilities and public works agencies in Kentucky, the program is limited in its scope by funding, especially with large water system improvements planned for the immediate future. Infrastructure renewal funding should be based upon a mathematical model that addresses asset category inventory and asset category service life. WMU's program is based upon funds available. As an example and simply stated, for the waterline asset category, funding for waterline replacement should be based upon the cost for replacing the number of miles of waterline divided by the service life of the pipe. In this example, if WMU owns and maintains 180 miles of waterline with the waterlines having a service life of 60 years, the allocation for waterline replacement should be the average cost of replacing 3 miles of waterline per year. At \$60 per foot for replacement of a waterline this calculates to an annual allocation of \$950,400. WMU typically allocates \$200,000 but only allocated \$100,000 for FY 2016/2017. Likewise, if WMU owns and maintains 175 miles of sanitary sewer lines having a service life of 60 years, the allocation for sewer line replacement should be the average cost of replacing 2.92 miles of sewer line per year. At \$70 per foot for replacement of a sewer line, the annual allocation calculates to be \$1,079,232. WMU typically allocates \$200,000 but only allocated \$100,000 for FY 2016/2017. Without adequate funding for infrastructure renewal WMU is susceptible to interruption of service to its customers and a reduced level of service provided to its customers.

- **Regulations**

WMU and its utility functions are highly regulated. Regulation is a necessary part of the utility business to ensure a service delivery level and to protect the public's safety, health, and welfare. Regulations serve to protect the environment for future generations. Regulations ensure conservation and protection of our natural resources.

Regulations are regularly considered and promulgated by state and federal governments. WMU staff is active in monitoring proposed regulations and the impacts such regulations have on a local basis. Comment and impact on the promulgation of regulations on a federal level is limited, however, WMU staff communicate with state and national industry organizations and through direct contact with federal officials elected from Kentucky. On a state level, WMU staff participates on numerous committees and task forces to provide a voice for city-owned water, wastewater, and solid waste utilities.

State regulations typically result as mandates on state regulatory agencies from federal legislation. Kentucky is a primacy state meaning that the state is responsible for implementing and enforcing federal regulation. Staff works to ensure that state regulations, when promulgated, are reasonable and practicable.

The most recent two (2) regulations that were enacted at the State level having a financial impact on WMU are the Kentucky wastewater laboratory certification program for wastewater treatment plants (401KAR 5:320) which required fees in the amount of \$1,900 and implementation of additional quality control standards and the other being HB 1 which requires a special purpose governmental entity (SPGE) to register, pay fees in the amount of \$500, and submit financial disclosure statements each fiscal year to the Kentucky State Auditor. WMU has complied with each of the above-mentioned regulations and continues to monitor other regulations as they are promulgated.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

- **Vulnerability**

The impacts of 9/11 and the resulting passage of the Bioterrorism Act in 2002 required utilities to consider their vulnerabilities as a primary consideration versus a secondary consideration. For mid-size and smaller utilities such as WMU the probability of an act of international violence or terrorism is extremely low.

However, WMU's vulnerabilities are real and must be considered. Planning must be in place to address catastrophic events, violence, or contamination. Potential threats to WMU include severe weather (tornado, lightning, ice or snow), earthquake, prolonged power outage, contamination of the raw or potable water supply, workplace or customer violence, hazardous chemical spills, contamination or contact, and regular job safety hazards including confined space, vehicular accidents, and personal injury accidents. Management continues to explore opportunities to reduce vulnerabilities of the Utility through upgrades to its systems, allocating budget dollars to make its facilities as safe and secure as possible, securing grant funds to install redundancy in critical equipment and provision of employee safety training on an annual basis. Security upgrades at the WMU Administration building and WTP were completed in FY 2013/2014. Upgrades included customer service area security enhancements for the Administration building as well as keyless entry access for both locations.

- **Growth**

It has been the policy of the WMU Commission to be neither pro nor con with respect to growth. Rather the Commission has placed as a part of its mission to accommodate growth as approved by the Planning Commission, the City Commission and the Fiscal Court with specified required levels of service. WMU and the City continue to examine and develop policies such as the Privilege Fee Ordinance that provide for growth and that protect the existing customer base from the costs of serving growth. Growth continues to be relatively nonexistent in the current economy with the exception of some recent industrial growth.

The Consent Decree requirements impact future extensions to the sanitary sewer system, as a detailed, engineering-capacity analysis per the Capacity Assurance Program (CAP) is required for each extension. The capacity analysis thus has become a defacto growth management tool.

WMU avails itself of every opportunity during the development process to add to and to strengthen the water transmission system and backbone sanitary sewer system taking into consideration long range growth needs.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

UTILITY HIGHLIGHTS

• **Renewals and Replacements**

WMU began its program of infrastructure renewals in 1996 with emphasis on improving service delivery and ensuring that all customers are afforded a comparable level of service delivery. Historically, WMU never attempted these types of improvements without incurring new debt. The infrastructure renewal program has been implemented and managed without additional funding allocations or rate increases. Funding for the program was achieved through management of WMU's depreciation funds. To date, this program has resulted in the following replacement totals:

• Waterline Replacements	107,977 feet (20.45 miles)
• Sanitary Sewer Replacements	99,541 feet (18.85 miles)
• Fire Hydrant Replacements	116
• Gate Valve Replacements	304
• Manhole Replacements	388
• Elevated Storage Tank Rehabilitations	5

UTILITY HIGHLIGHTS: FINANCIAL

Total Assets plus deferred outflows of resources increased from \$145,266,650 June 30, 2015, to \$146,381,920 June 30, 2016, a net increase of \$1,115,270 or 0.77%. The elevated storage tank rehab, Hughes Avenue Sewer Rehabilitation, construction of a concrete pad for the recycling area, installation of a scale for Solid Waste and installation of a new roof on the Transfer Station are the main contributing factors to the increase of total assets. The donated capital of ownership and perpetual maintenance of system water and sewer lines and related appurtenances by developers also increased.

Operating Revenues increased from \$16,914,013 June 30, 2015, to \$17,631,509 June 30, 2016, a net increase of \$717,496 or 4.24%. The increase in revenues was attributable to a rate increase effective in January. This was the final increase of a phased process that had an adjustment every January until 2015. Growth in the residential and industrial customer areas also resulted in an increase in operating revenues.

Operating Expenses increased from \$14,066,358, June 30, 2015, to \$14,315,461, June 30, 2016, a net increase of \$249,103 or 1.77%. The increase is due to salaries and related benefit costs. Many open positions from prior year were filled in this fiscal year. The Utility also experienced an increase in depreciation costs related to the completion of the elevated storage tank rehabilitation (Ecton Road), transfer station rehab and recycling upgrades.

Changes in Net Position changed from \$1,546,753, June 30, 2015, to \$1,977,492, June 30, 2016, a net change of \$430,739 or 27.85%. This increase in the change in Net Position is due to the cost of service wastewater rate increase that was effective in January. This was the last of the phased rate increases that were implemented to pay for the increased debt that is expected with the long term capital needs. The growth with residential and industrial customers was also a contributing factor to the increase in revenues.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

- **Statement of Net Position**

Condensed Statement of Net Position – Assets and Deferred Outflows

	2016	2015	Difference	Percent
Current Assets	\$14,764,981	\$13,411,296	\$1,353,685	10.09
Non-Current Assets	\$13,233,899	\$16,151,755	(\$2,917,856)	(18.07)
Property, Plant & Equip	\$117,123,342	\$115,202,201	\$1,921,141	1.67
Total Assets	\$145,122,222	\$144,765,956	\$356,266	0.24
Deferred Outflows	\$1,259,698	\$501,398	\$758,300	151.24

Condensed Statement of Net Position – Liabilities, Deferred Inflows and Net Position

	2016	2015	Difference	Percent
Current Liabilities	\$4,642,571	\$4,400,197	\$242,374	5.51
Noncurrent Liabilities including LTD	\$71,568,109	\$73,649,260	(\$2,081,151)	(2.83)
Deferred Inflows	\$0	\$416,200	(\$416,200)	
Net Position:				
Net Investment in Capital Assets	\$47,663,476	\$42,267,073	\$5,396,403	12.77
Restricted Net Position	\$13,383,357	\$16,357,217	(\$2,973,860)	(18.18)
Unrestricted Net Position	\$9,124,407	\$8,176,703	\$947,704	11.59
Total Liabilities & Net Position	\$146,381,920	\$145,266,650	\$1,115,270	0.77

- **Statement of Revenues, Expenses and Changes in Net Position**

Condensed Statement of Revenues, Expenses and Changes in Net Assets

	2016	2015	Difference	Percent
Operating Revenues				
Water	\$5,481,117	\$5,354,127	\$126,990	2.37
Wastewater	\$8,621,044	\$8,088,236	\$532,808	6.59
Solid waste	\$3,529,348	\$3,471,650	\$57,698	1.66
Total Operating Revenues	\$17,631,509	\$16,914,013	\$717,496	4.24
Operating Expenses including Depreciation	\$14,315,461	\$14,066,358	\$249,103	1.77
Operating Income	\$3,316,048	\$2,847,655	\$468,393	16.44
Non-Operating Income	\$392,953	\$396,896	(\$3,943)	(0.99)
Interest Expense	(\$1,731,509)	(\$1,697,798)	(\$33,711)	1.99
Net Income to Net Position	\$1,977,492	\$1,546,753	\$430,739	27.85
Capital Grants and Contributions	\$1,392,288	\$204,955	\$1,187,333	579.31
Changes in Net Position	\$3,369,780	\$1,751,708	\$1,618,072	92.37
Net Position, Beginning of Year	\$66,800,993	\$68,268,809	(\$1,467,816)	(2.15)
Cumulative Effect of change in acct. prin		(\$3,219,524)		
Net Position, Beginning of Year, Restated	\$66,800,993	\$65,049,285	\$1,751,708	2.69
Net Position, End of Year	\$70,170,773	\$66,800,993	\$3,369,780	5.04

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

- **Five-Year Capital Plan**

The WMU Commission maintains and annually updates a five-year capital plan that identifies and prioritizes the capital requirements of WMU necessary for customer service, regulatory compliance, and to accommodate growth. The five-year investment totals in excess of \$9,955,000 that will be invested in infrastructure renewal and administrative support. Additionally \$275,000 is reserved for emergency and / or unexpected expenditures.

- **Debt Administration**

As of July 1, 2016, WMU maintained the following debt:

• Series 2011 Bonds	\$ 7,312,917
• Series 2012 Bonds	\$ 6,225,000
• Series 2014 Bonds	\$ 9,715,000
• KIA Strodes Creek	\$ 13,614,487
• KIA Vaught	\$ 212,840
• KIA Tank	\$ 259,802
• KIA LHC	\$ 31,994,225
• KIA BelAir	\$ 469,627

The Debt Service coverage factor for Bonds of 4.88 in FY 2015/2016 is favorable to the required 1.2 coverage limit. The Debt Service coverage factor for KIA debt of 1.64 in FY 2015/2016 is favorable to the required 1.0 coverage limit. Debt Service coverage is based upon the revenue of the combined utility functions – Water, Sewer, and Solid Waste.

- **FY 2016/2017 Budget Assumptions**

Total combined revenues for FY 2016/2017 are projected to increase from FY 2015/2016 revenues by 2.18%. No annual adjustment to rates based upon the CPI index is expected this year due to the minimal CPI changes over the last twelve months. In addition, the last wastewater rate increase was enacted in January 2015 based upon the approved rate ordinance passed by the City in 2010. Customers are conserving water, however, growth is expected with the residential and industrial customers resulting in a budgeted increase. Operating expenses excluding depreciation for FY 2016/2017 are projected to increase over budgeted FY 2015/2016 operating expenses by approximately 6.11%. Operating expenses will be impacted by increased employee salaries and related benefits including insurance and pension costs, purchased labor, electricity, postage, chemical treatment supplies and maintenance/repair of fixed assets.

The debt service coverage ratio is required to be 1.20 for bonds and 1.00 for KIA. Both formulas calculate by adding depreciation, a non-cash expense back to income available for debt service. The budgeted debt service coverage ratio is 4.24 for Bond debt and 1.42 for KIA debt.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
WINCHESTER MUNICIPAL UTILITIES
JUNE 30, 2016**

CONTACTING THE COMPANY'S FINANCIAL MANAGEMENT

This report is designed to provide the WMU Commission, the City Commission, the customers of WMU, and WMU's creditors a general overview of WMU's finances and to demonstrate WMU's financial accountability. Questions should be addressed to:

Michael H. Flynn
General Manager

or

Jennifer Sparks
Director of Finance and Accounting

150 North Main Street
P.O. Box 4177
Winchester, KY 40392-4177
859-744-5434

**WINCHESTER MUNICIPAL UTILITIES
STATEMENTS OF NET POSITION
JUNE 30, 2016 AND 2015**

ASSETS	<u>2016</u>	<u>2015</u>
CURRENT ASSETS:		
Cash and Cash Equivalents	\$ 10,897,687	\$ 9,658,812
Cash and Cash Equivalents, Restricted	311,688	362,935
Accrued Interest, Restricted	344	241
Accounts Receivable, Customers (Net of Allowance for Doubtful Accounts, 2016 and 2015, \$50,405 and \$57,012)	1,987,909	1,985,124
SDC Assessments Receivable	482,000	482,000
Other Accounts Receivable	97,533	49,075
Inventory -Materials and Supplies	418,751	357,718
Prepaid Expenses	<u>569,069</u>	<u>515,391</u>
Total Current Assets	<u>14,764,981</u>	<u>13,411,296</u>
NONCURRENT ASSETS:		
Cash and Cash Equivalents, Restricted	13,233,899	16,151,755
Property, Plant & Equipment:		
Utility Systems, Net of Depreciation	104,650,749	106,078,397
Land	1,519,050	1,519,050
Construction in Progress	<u>10,953,543</u>	<u>7,604,754</u>
Total Noncurrent Assets	<u>130,357,241</u>	<u>131,353,956</u>
TOTAL ASSETS	<u>145,122,222</u>	<u>144,765,252</u>
DEFERRED OUTFLOWS OF RESOURCES		
Pension Plan	<u>\$ 1,259,698</u>	<u>\$ 501,398</u>

See Auditor's Report and Accompanying Notes

**WINCHESTER MUNICIPAL UTILITIES
STATEMENTS OF NET POSITION (CONTINUED)
JUNE 30, 2016 AND 2015**

	2016	2015
LIABILITIES AND NET POSITION		
CURRENT LIABILITIES:		
Accounts Payable	\$ 624,632	\$ 491,261
Other Accrued Liabilities	212,630	162,595
Customer Deposits	148,659	147,969
Accrued Interest Payable	94,905	99,336
Current Portion of Long-Term Debt	3,561,745	3,499,036
Total Current Liabilities	4,642,571	4,400,197
NONCURRENT LIABILITIES:		
Compensated Absences	477,509	484,589
Noncurrent Portion of Long-Term Debt	65,898,121	69,436,092
Net Pension Liability	5,192,479	3,728,579
Total Noncurrent Liabilities	71,568,109	73,649,260
TOTAL LIABILITIES	76,210,680	78,049,457
DEFERRED INFLOWS OF RESOURCES		
Pension Plan	-	416,200
NET POSITION:		
Net Investment of Capital Assets	47,663,476	42,267,073
Restricted for:		
Restricted for Capital Projects	11,680,995	14,709,500
Restricted for Debt Service	1,702,362	1,647,717
Unrestricted	9,124,407	8,176,703
TOTAL NET POSITION	70,171,240	66,800,993

See Auditor's Report and Accompanying Notes

WINCHESTER MUNICIPAL UTILITIES
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
OPERATING REVENUES:		
Water	\$ 5,481,117	\$ 5,354,127
Wastewater	8,621,044	8,088,236
Solid Waste	3,482,515	3,413,874
Transfer Station	<u>46,833</u>	<u>57,776</u>
Total Operating Revenues	<u>17,631,509</u>	<u>16,914,013</u>
OPERATING EXPENSES:		
Administrative	2,353,745	2,236,944
Solid Waste	1,916,504	1,856,574
Water	3,343,209	3,330,581
Wastewater	6,572,659	6,480,855
Vehicle Maintenance	<u>129,344</u>	<u>161,404</u>
Total Operating Expenses	<u>14,315,461</u>	<u>14,066,358</u>
OPERATING INCOME (LOSS)	3,316,048	2,847,655
NONOPERATING REVENUES (EXPENSES):		
Interest Income	126,521	109,712
Interest Expense	(1,714,711)	(1,611,815)
Other Income	221,537	210,977
Gain on Sale of Capital Assets	44,895	13,449
Amortization Expense	(16,798)	(13,488)
Bond Acquisition Costs	-	(72,495)
Federal and State Grants	<u>-</u>	<u>62,758</u>
Total Nonoperating Revenues (Expenses)	<u>(1,338,556)</u>	<u>(1,300,902)</u>
NET INCOME (LOSS) BEFORE CONTRIBUTIONS	1,977,492	1,546,753
CAPITAL CONTRIBUTIONS	<u>1,392,288</u>	<u>204,955</u>
CHANGE IN NET POSITION	<u>3,369,780</u>	<u>1,751,708</u>
NET POSITION, BEGINNING OF YEAR	66,800,993	68,268,809
Cummulative Effect of change in accounting principle	-	(3,219,524)
NET POSITION, BEGINNING OF YEAR, Restated	<u>66,800,993</u>	<u>65,049,285</u>
NET POSITION, END OF YEAR	<u>\$ 70,170,773</u>	<u>\$ 66,800,993</u>

See Auditor's Report and Accompanying Notes

**WINCHESTER MUNICIPAL UTILITIES
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from Customers	\$ 17,629,414	\$ 17,312,207
Payments to Suppliers	(6,401,903)	(6,232,595)
Payments to Employees	(2,691,350)	(3,066,529)
Other Operating Receipts (Payments)	(48,458)	98,898
Net Cash Provided (Used) by Operating Activities	8,487,703	8,111,981
CASH PROVIDED (USED) BY CAPITAL AND RELATED FINANCING ACTIVITIES:		
Proceeds from Sale of Equipment	47,301	13,449
Proceeds from Long-Term Debt	-	9,915,000
Principal Payments	(3,492,060)	(3,220,664)
Interest Payments	(1,714,711)	(1,601,201)
Purchase of Property, Plant and Equipment	(5,711,901)	(9,077,704)
Proceeds from Federal and State Grants - Capital items	-	62,758
Contributed Capital Received	305,382	204,955
Cash from Other Income	221,537	210,977
Net Cash Provided (Used) by Capital and Related Financing Activities	(10,344,452)	(3,492,430)
CASH PROVIDED (USED) BY INVESTING ACTIVITIES:		
Proceeds from Sales and Maturities of Investments	-	4,437,759
Cash from Interest in Investments	126,521	109,712
Net Cash Provided (Used) by Investing Activities	126,521	4,547,471
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,730,228)	9,167,022
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	26,173,502	17,006,480
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 24,443,274	\$ 26,173,502
Reconciliation of Cash and Cash Equivalents to the Statement of Net Assets:		
Cash and Cash Equivalents - unrestricted	\$ 10,897,687	\$ 9,658,812
Cash and Cash Equivalents - restricted current	311,688	362,935
Cash and Cash Equivalents - restricted noncurrent	13,233,899	16,151,755
Cash and Cash Equivalents, End of Year	\$ 24,443,274	\$ 26,173,502

See Auditor's Report and Accompanying Notes

**WINCHESTER MUNICIPAL UTILITIES
STATEMENTS OF CASH FLOWS (CONTINUED)
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

	2016	2015
RECONCILIATION OF OPERATING INCOME (LOSS) TO NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES:		
Operating Income (Loss)	\$ 3,316,048	\$ 2,847,655
Adjustments to Reconcile Operating Income (Loss) to Net Cash Provided (Used) by Operating Activities:		
Depreciation/Amortization	4,871,193	4,810,202
(Increase) Decrease in Assets:		
Accounts Receivable, Customers	(2,785)	(53,064)
SDC Receivables	-	451,500
Other Accounts Receivable	(48,458)	98,899
Material and Supplies	(61,033)	(34,168)
Prepaid Expenses	(53,678)	24,435
Deferred Outflows	(758,300)	(501,398)
Increase (Decrease) in Liabilities:		
Accounts Payable	133,371	(305,645)
Accrued Liabilities	50,035	(86,279)
Net Pension Liability	1,463,900	423,857
Compensated Absences	(7,080)	20,768
Customer Deposits	690	(982)
Deferred Inflows	(416,200)	416,200
Net Cash Provided (Used) by Operating Activities	\$ 8,487,703	\$ 8,111,981
 Supplemental Information, Noncash Transactions		
Donated Capital Assets	\$ 1,087,373	\$ 527,046
Depreciation and Amortization Expense	\$ 4,871,196	\$ 4,810,202

See Auditor's Report and Accompanying Notes

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

Winchester Municipal Utilities (WMU) is a component unit of the City of Winchester, Kentucky and is accounted for as a governmental enterprise fund. The purpose of WMU is to operate the City's water, sewer and solid waste utility services. It is financed and operated in a manner similar to a private business enterprise where the intent of the governing body is that costs (expenses, including depreciation) of providing goods or services to the general public on a continuing basis are financed primarily through user charges. The financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. The accounts are maintained on the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when incurred.

Cash and Cash Equivalents

For the purposes of the Statement of Cash Flows, WMU considers all short-term highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. WMU invests resources that are restricted by the terms of the bond indentures in premium checking accounts which are interest bearing.

Current Restricted Cash Equivalents are set aside to provide resources for bond and interest payments within the next six months. Noncurrent Restricted Cash Equivalents are set aside to comply with the other provisions of the revenue bond indentures for debt service, depreciation, and capital maintenance as described in Note 3.

Accounts Receivable

Accounts receivable - Customers, are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a provision for bad debt expense. An adjustment to an allowance for doubtful accounts is based on its assessment of the current status of individual accounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. As of June 30, 2016 and 2015, \$127,245 and \$63,780 were written off as uncollectible, respectively.

SDC assessments and other receivables are stated at the amount management expects to collect from outstanding balances and management expects to fully collect all of these receivables.

Materials and Supplies Inventory

Materials and supplies are stated at cost. Cost is determined using the "first-in, first-out" method.

Prepaid Expenses

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid expenses.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Restricted Assets

The use of certain assets of enterprise funds is restricted by specific provisions of bond resolutions and agreements with various parties. Assets so designated are identified as restricted assets on the statement of net position. When both restricted and unrestricted resources are available for use, it is WMU's policy to use restricted resources first, and then unrestricted resources as they are needed. Restricted assets are classified as noncurrent if they are for acquisition or construction of capital assets, for liquidation of long-term debt, or are for other current operations.

Property, Plant and Equipment

Property, plant, and equipment are stated at cost and depreciated over their estimated useful lives using the straight-line method. Donated capital assets are recorded at acquisition value, the price that would be paid to acquire an asset with equivalent service potential, at the date of donation. Contractor's cost is a level 1 input used to determine acquisition value at the date developers donated infrastructure improvements to WMU. WMU's capitalization policy is \$500.

Major outlays are capitalized when constructed assets are completed. Interest incurred during the construction phase of capital assets is included as part of the capitalized value of the assets constructed.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets' lives are not capitalized

Assets under capitalized lease obligations are recorded at the discounted present value of the future minimum lease payments at the inception of the respective leases. The amounts capitalized are being amortized by the straight-line method over the lesser of the term of the lease or the estimated life of the asset. Amortization of these assets is included in depreciation expense.

Accrued Compensated Absences

Accumulated vacation, sick leave and compensatory time are recorded as an expense and liability as these benefits accrue to employees in accordance with the provisions of Statement No. 16 of the Governmental Accounting Standards Board.

Bond Premium and Discount Amortization

Bond premiums and discounts, are amortized over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount. Amortization expense for bond discount as of June 30, 2016 and 2015 was \$16,798 and \$13,488, respectively.

Interest

Interest is charged to expense as incurred except, WMU follows the policy of capitalizing interest as a component of construction in progress. For the years ended June 30, 2016 and 2015, total interest incurred and expensed was \$1,714,711 and \$1,611,815, respectively.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Pensions

For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the County Employees Retirement System Non-Hazardous (“CERS”) and additions to/deductions from fiduciary net position have been determined on the same basis as they are reported by the CERS pension system. 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.

Net Position

Net position represents the difference between assets plus deferred outflows of resources less liabilities plus deferred inflows of resources. Net investment in capital assets 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 and the related balances in deferred outflows or inflows of resources. If there are unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds are 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. Net position is reported as restricted when constraints are placed on net positions use through external constraints imposed by creditors (example: debt covenants), grantors, contributors, or laws or regulations of other governments or constraints imposed by law through constitutional provisions or enabling legislation. Net positions that do not meet the definition of “restricted” or “net investment in capital assets, net of related debt”, are considered unrestricted.

Operating and Nonoperating Revenues and Expenses

Revenues and expenses are distinguished between operating and non-operating items. Operating revenues generally result from providing services and producing, and delivering goods in connection with WMU’s principal ongoing operations. The principal operating revenues of WMU 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.

Nonmonetary Transaction

WMU accepts utility installations built by contractors upon inspection. The utility installations are added to fixed assets and contributed capital at contractor’s cost, which approximates the price that would be paid to acquire an asset with equivalent service potential (acquisition value), as required by GASB Statement No. 72.

Capital and Operating Grants and Subsidies

Operating grants and subsidies that may be used to pay operating expenses are recorded as other income. Grants that are restricted to the purchase of property, plant and equipment are recorded as contributed capital.

Tap Fees

Tap Fees are restricted by ordinance for the use of capital improvements.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

System Development Charges

WMU assesses system development charges to developers as a means to help finance new construction of systems required to facilitate growth. The charges are restricted by policy for capital construction.

Basis of Estimates

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

Joint Venture

A joint venture is a legal entity or other organization that results from a contractual agreement and that is owned, operated or governed by two or more participants as a separate and specific activity subject to joint control in which the participants retain (a) an ongoing financial interest or (b) an ongoing financial responsibility. WMU participates in the following joint venture:

Clark County Geographic Information System Consortium (CCGIS), is a governmental agency created by an inter-local agreement between the Clark County PVA, City of Winchester and WMU. CCGIS was created to provide a geographic system to serve the needs of Winchester and Clark County. The operations are funded by the City, WMU and the Clark County Fiscal Court. WMU provides management services for CCGIS. WMU contributed \$85,747 and \$94,138 for the years ended 2016 and 2015, respectively. CCGIS had accounts payables to WMU of \$87,578 and \$0 for the years ended 2016 and 2015, for reimbursements of payroll and other expenses. CCGIS had accounts receivable from WMU of \$0 and \$0 for the years ended 2016 and 2016, respectively, for excess reimbursements of payroll and other expenses. Complete financial statements for CCGIS can be obtained from WMU's Director of Finance.

New Accounting Pronouncements

GASB Statement No. 72, *Fair Value Measurement and Application*. The objective of this statement is to enhance comparability of financial statements among governments by requiring measurement of certain assets and liabilities at fair value using a consistent and more detailed definition of fair value and accepted valuation techniques. This Statement will also enhance fair value application guidance and related disclosures in order to provide information to financial statement users about the impact of fair value measurements on a government's financial position. The Statement became effective for fiscal year beginning July 1, 2015. The Statement will impact the capital contributions capitalized by WMU.

GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, will revise employer accounting and reporting for other postemployment benefits (OPEB) and implement requirements similar to the provisions of GASBS No. 68 and No. 73 for pension benefits. GASBS No. 75 will be effective for the Utility beginning July 1, 2018, and will require the Utility to report its proportionate share of the net OPEB liability, deferred outflows and inflows of resources, and OPEB expense related to the CERS cost-sharing defined benefit OPEB plan. In addition, the Utility's note disclosures for the CERS cost-sharing defined benefit OPEB plan will be expanded to include a description of the state's proportionate shares of these balances related to the Utility. The Utility has not determined the financial impact of the implementation of GASBS No. 75.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 2 – DEPOSITS AND INVESTMENTS

WMU's investment policy conforms to the restrictions outlined in KFS 66.480. WMU deposits its funds in banks insured by FDIC. Investments include short term cash securities and United States backed securities. Collateral is required for all deposits in excess of FDIC at 100% of the carrying amount at the bank. Collateral consists of obligations of the United States and Kentucky municipal bonds.

Interest rate Risk

This is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. WMU does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates. Information about the exposure of WMU's deposits and investments to this risk, using the segmented time distribution model is as follows:

06/30/16		Maturities (in Years)				
Type	Fair Value	< Than 1	1 - 5	6 - 10	> Than 10	
Cash and Cash Equivalents	\$ 24,443,274	\$ 24,443,274	\$ 0	\$ 0	\$ 0	\$ 0
Total	\$ 24,443,274	\$ 24,443,274	\$ 0	\$ 0	\$ 0	\$ 0

06/30/15		Maturities (in Years)				
Type	Fair Value	< Than 1	1 - 5	6 - 10	> Than 10	
Cash and Cash Equivalents	\$ 26,173,502	\$ 26,173,502	\$ 0	\$ 0	\$ 0	\$ 0
Total	\$ 26,173,502	\$ 26,173,502	\$ 0	\$ 0	\$ 0	\$ 0

Credit Risk

This risk is the risk that an issuer of a debt type investment will not fulfill its obligation to the holder of the investment. This is measured by assignment of a rating by a nationally recognized rating organization. U.S. Government securities or obligations explicitly guaranteed by the U.S. Government are not considered to have credit risk exposure. WMU has no formal policy on managing credit risk; however, Kentucky Revised Statutes authorize municipalities to invest in obligations of the United States and its agencies, obligations of the Commonwealth of Kentucky and its agencies and shares in savings and loan associations insured by federal agencies. Larger amounts can be deposited in savings and loan associations and banks provided such institutions pledge obligations of the United States government or its agencies as security. Presented below is the minimum rating required for each type of deposit and investment:

06/30/16		Ratings				
Type	Fair Value	AAA	AA	A	Unrated	
Cash and Cash Equivalents	\$ 24,443,274	\$ 0	\$ 0	\$ 0	\$ 24,443,274	
Total	\$ 24,443,274	\$ 0	\$ 0	\$ 0	\$ 24,443,274	

06/30/15		Ratings				
Type	Fair Value	AAA	AA	A	Unrated	
Cash and Cash Equivalents	\$ 26,173,502	\$ 0	\$ 0	\$ 0	\$ 26,173,502	
Total	\$ 26,173,502	\$ 0	\$ 0	\$ 0	\$ 26,173,502	

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 2 – DEPOSITS AND INVESTMENTS (CONTINUED)

Custodial Credit Risk

Custodial credit risk is the risk that, in the event of the failure of the counterparty, WMU will not be able to recover the value of its deposits and investments that are in possession of an outside party. WMU has no formal policy for custodial credit risk; however, as of June 30, 2016 and 2015 all deposits and investments were either fully collateralized by federal depository insurance or by the pledging institution in WMU's name or were held in a bank's trust department in the City of Winchester's name, the primary government of the component unit, WMU.

NOTE 3 – CREATION OF ACCOUNTS AND RESTRICTED ASSETS

The Bond Ordinances require the creation of various separate deposit accounts designated for a specific purpose in accordance with the ordinance. A brief description of each required account is as follows:

Revenue Account

All income to WMU is deposited to the Revenue Account and then transferred to the other ordinance accounts as listed below.

Bond Redemption Account

The Bond Redemption Account was established to provide a source of funds for the payment of the bond principal and interest due within the current year. By the 20th day of each month funds equal to the total of one-sixth of the semiannual interest payment plus one-twelfth of the next annual bond principal payment are to be transferred to the account. The account is reflected as currently restricted asset.

Reserve Account

The Reserve Account was established to provide funds for the payment of debt based on the least of three provisions: 1) maximum annual principal and interest, 2) 125% of the average annual principal and interest or 3) 10% of bond proceeds.

Depreciation Account

The Depreciation Account was established to provide funds for extraordinary repairs, improvements and expansion. WMU is required to fund 12% of the annual gross revenues or \$42,000 whichever is greater annually into the account.

Operation and Maintenance Account

The Operation and Maintenance Account was established to pay the reasonable necessary costs of operating, maintaining and repairing of the systems.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 3 – CREATION OF ACCOUNTS AND RESTRICTED ASSETS (CONTINUED)

The restricted assets in the accompanying financial statements are restricted as to use by bond ordinance or by external parties at June 30, 2016 and 2015 follows:

	<u>6/30/16</u>	<u>6/30/15</u>
Restricted by Ordinance:		
Bond Redemption Account	\$ 311,688	\$ 362,935
Reserve Accounts	1,083,885	1,077,385
Depreciation Account	1,394,345	1,936,553
Subtotal	<u>2,789,918</u>	<u>3,376,873</u>
Other Restricted Accounts:		
SDC Water Fund	2,672,189	2,703,365
SDC Wastewater Fund	157,489	127,524
Customer Deposits	162,230	157,473
KIA Reserve	306,789	207,396
Water Improvements	2,358,215	1,775,711
2014 Bond Funds	4,292,381	7,528,285
Capital Accum-Water	510,631	415,752
Capital Accum-Wastewater	295,745	222,311
Total	<u>\$ 13,545,587</u>	<u>\$ 16,514,690</u>

NOTE 4 – PROPERTY, PLANT AND EQUIPMENT

WMU's property, plant and equipment as of June 30, 2016 and 2015 are as follows:

<u>06/30/16</u>	<u>Beginning</u>	<u>Additions</u>	<u>Disposals</u>	<u>Ending</u>
Non-depreciable Assets:				
Land	\$ 1,519,050	\$ 0	\$ 0	\$ 1,519,050
Construction in Progress	7,604,754	3,348,789	0	10,953,543
Total Non-depreciable Assets	<u>\$ 9,123,804</u>	<u>\$ 3,348,789</u>	<u>\$ 0</u>	<u>\$ 12,472,593</u>
Depreciable Assets:				
Administrative	\$ 3,344,838	\$ 96,294	\$ (99,238)	\$ 3,341,894
Water System	45,398,702	3,038,564	(1,209,009)	47,228,257
Wastewater System	110,728,744	2,297,278	(1,305,590)	111,720,432
Solid Waste	7,124,154	1,142,540	(728,640)	7,538,054
Vehicle Maintenance	463,116	2,524	(15,722)	449,918
Equipment Capital Lease	81,279	0	0	81,279
Subtotal	<u>167,140,833</u>	<u>6,577,200</u>	<u>(3,358,199)</u>	<u>170,359,834</u>
Accumulated Depreciation:				
Administrative	(1,812,688)	(184,526)	28,155	(1,969,059)
Water System	(13,375,462)	(1,118,067)	31,604	(14,461,925)
Wastewater System	(24,426,456)	(3,133,181)	5,069	(27,554,568)
Solid Waste	(1,877,050)	(427,336)	146,519	(2,157,867)
Vehicle Maintenance	(340,027)	(8,083)	13,197	(334,913)
Prior Years Accumulated	(19,230,756)	0	0	(19,230,756)
Subtotal	<u>(61,062,438)</u>	<u>(4,871,193)</u>	<u>224,544</u>	<u>(65,709,088)</u>
Total Net Property, Plant and Equipment	<u>\$ 106,078,397</u>	<u>\$ 1,706,007</u>	<u>\$ (3,133,655)</u>	<u>\$ 104,650,749</u>

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 4 – PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

06/30/15	Beginning	Additions	Disposals	Ending
Non-depreciable Assets:				
Land	\$ 1,519,050	\$ 0	\$ 0	\$ 1,519,050
Construction in Progress	1,808,523	5,796,231	0	7,604,754
Total Non-depreciable Assets	<u>\$ 3,327,573</u>	<u>\$ 5,796,231</u>	<u>\$ 0</u>	<u>\$ 9,123,804</u>
Depreciable Assets:				
Administrative	\$ 3,322,861	\$ 133,777	\$ (111,800)	\$ 3,344,838
Water System	44,257,340	4,965,853	(3,824,491)	45,398,702
Wastewater System	109,432,345	42,196,414	(40,900,015)	110,728,744
Solid Waste	6,718,910	1,231,581	(826,337)	7,124,154
Vehicle Maintenance	460,592	19,849	(17,325)	463,116
Equipment Capital Lease	81,279	0	0	81,279
Subtotal	<u>164,273,327</u>	<u>48,547,475</u>	<u>(45,679,969)</u>	<u>167,140,833</u>
Accumulated Depreciation:				
Administrative	(1,677,011)	(184,783)	49,106	(1,812,688)
Water System	(12,320,924)	(1,076,520)	21,982	(13,375,462)
Wastewater System	(21,281,586)	(3,144,870)	0	(24,426,456)
Solid Waste	(1,630,818)	(395,798)	149,566	(1,877,050)
Vehicle Maintenance	(331,796)	(8,231)	0	(340,027)
Prior Years Accumulated	(19,230,756)	0	0	(19,230,756)
Subtotal	<u>(56,472,891)</u>	<u>(4,810,202)</u>	<u>220,654</u>	<u>(61,062,438)</u>
Total Net Property, Plant and Equipment	<u>\$ 107,800,436</u>	<u>\$ 43,737,273</u>	<u>\$ (45,459,315)</u>	<u>\$ 106,078,397</u>

Depreciation is recorded on a straight-line basis over the useful lives of the assets as follows:

Buildings and Concrete	40-50 years
Main Replacement Program	40 years
Equipment	2-7 years
Vehicles	5-10 years

Depreciation expense in total and by function follows:

Function	2016	2015
Administrative	\$ 184,526	\$ 184,783
Water System	1,118,067	1,076,520
Wastewater System	3,133,181	3,144,870
Solid Waste	427,336	395,798
Vehicle Maintenance	8,083	8,231
Total Depreciation Expense	<u>\$ 4,871,193</u>	<u>\$ 4,810,202</u>

The net investment in capital assets at June 30, 2016 and 2015 is composed of the following elements:

Capital Assets	\$ 117,123,342	\$ 115,202,201
Total Debt, Net of Unamortized Bond Discount	<u>(69,459,866)</u>	<u>(72,935,128)</u>
Net Investment in Capital Assets	<u>\$ 47,663,476</u>	<u>\$ 42,267,073</u>

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 5 – LONG-TERM DEBT

WMU issues revenue bonds to finance improvements and extensions to the water and sewer systems. The Winchester Municipal Utilities bonded indebtedness and other long-term notes at June 30, 2016 and 2015, are summarized as follows:

Description	Rate	Maturity	Original Issue	2016 Total	2015 Total
2011 Issue	5.27%	01/01/31	\$ 9,010,000	\$ 7,312,917	\$ 7,672,083
2012 Issue	2.00-3.75%	07/01/32	7,495,000	6,225,000	6,530,000
2014 Issue			9,915,000	9,715,000	9,915,000
Less: Unamortized Discount				(344,031)	(367,804)
Total Bonds				<u>22,908,886</u>	<u>23,749,279</u>
KIA Loan	1.00%	12/01/28 Estimate	21,000,000	13,614,487	14,632,071
KIA-Lower Howards Creek	2.00%	01/01/31 Estimate	36,600,000	31,994,224	33,560,075
KIA-Bel-Air	2.00%	01/01/31	1,000,000	469,627	492,612
KIA-Industrial Storage Tanks	2.00%	12/01/30	340,326	259,802	275,106
KIA-Vaught Court	2.00%	06/01/31	\$ 287,400	212,840	225,893
Total KIA Loans				<u>46,550,980</u>	<u>49,185,758</u>
Less: Current Maturities				(3,561,745)	(3,499,036)
Total Long Term				<u>\$ 65,898,121</u>	<u>\$ 69,436,001</u>

The annual bond and long-term debt service requirements, as of June 30, 2016, are as follows:

Fiscal Year	Principal	Interest	Total
2017	\$ 3,561,540	\$ 1,655,478	\$ 5,217,018
2018	3,637,083	1,588,593	5,225,676
2019	3,706,313	1,518,451	5,224,764
2020	3,776,544	1,441,237	5,217,781
2021	3,864,446	1,279,777	5,144,223
2022-2026	20,624,768	5,556,256	26,181,024
2027-2031	19,931,719	3,113,413	23,045,132
2032-2036	6,606,691	1,114,091	7,720,782
2037-2041	2,100,000	631,425	2,731,425
2042-2046	1,995,000	202,225	2,197,225
	<u>\$ 69,804,104</u>	<u>\$ 18,100,946</u>	<u>\$ 87,905,050</u>

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 5 – LONG-TERM DEBT (CONTINUED)

Series 2011 Bonds

On April 14, 2011, the City issued \$9,010,000 of utilities revenue bonds for WMU secured by a first and prior security interest in any and all right, title and interest of WMU in the portions of the Project (extensions and improvements of the System) that constitute personal property and in all additions, attachments, accessions, and substitutions thereto, and any proceeds therefrom. The 2011 bond issues financed the extensions and improvements to the combined and consolidated municipal waterworks, sanitary sewer and solid waste disposal system. The bonds carry an interest rate of 5.2656174% and mature on January 1, 2031. The interest and principal payments are to be made monthly.

Refunding, Series 2012 Bonds

On April 19, 2012, the City issued \$7,495,000 of utilities refunding revenue bonds for WMU to pay off the Series 2002 Bonds. The bonds were secured by a first pledge of a fixed portion of the gross revenues to be derived from the operation of the system, which fixed portion shall be sufficient to pay the principal and interest of the bonds. The 2002 bond issue financed the acquisition, construction and installation of major new municipal sanitary sewer (wastewater) facilities and paying and discharging the outstanding Utilities Revenue Bond Anticipation Note, Series 1997. The bonds carry interest rates of 2.0% to 3.75% and mature on July 1, 2021. The interest payments are to be made on July 1 and January 1 and the principal payments are to be made on July 1.

Series 2014 Bonds

On December 23, 2014, the City issued \$9,915,000 of utilities revenue bonds for WMU secured by a first and prior security interest in any and all right, title and interest of WMU in the portions of the Project (extensions and improvements of the System) that constitute personal property and in all additions, attachments, accessions, and substitutions thereto, and any proceeds therefrom. The 2014 bond issues financed the extensions and improvements to the combined and consolidated municipal waterworks, sanitary sewer and solid waste disposal system. The bonds carry an interest rate of 2% to 4% and mature on July 1, 2045. The interest and principal payments are to be made monthly.

KIA Loan

On July 1, 2005, Winchester Municipal Utilities entered into an "Assistance Agreement" with the Kentucky Infrastructure Authority (KIA), to provide funds for the construction of a new wastewater treatment plant, \$21,000,000. This agreement calls for interest to be paid every six months starting December 1, 2005 at the rate of 1% of the outstanding balance. The amount of interest due will vary from due date to due date based upon the amount of funds drawn down to fund construction of the wastewater treatment plant. Principal payments are due to be paid every December 1 and June 1 starting after the wastewater treatment plant goes online. The online date for the plant was July, 2008, with principal payments due to begin on June 1, 2009, and be due every December 1 and June 1 thereafter until maturity on December 1, 2028.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 5 – LONG-TERM DEBT (CONTINUED)

KIA – Vaught Court Loan

On December 1, 2009, Winchester Municipal Utilities entered into an “Assistance Agreement” with the Kentucky Infrastructure Authority (KIA), to provide funds for construction of the Vaught Court Outfall Sewer Project, \$600,000 with a principal forgiveness of \$312,600 and a loan amount of \$287,400. This agreement calls for interest payments to commence within six months from the first draw of funds estimated to be June 1, 2010 with full principal and interest payments to commence within one year of initiation of operation estimated to be June 1, 2011. During the year ended June 30, 2010, \$312,600 of principal was forgiven and \$69,320 of the loan amount was drawn down. During the year ended June 30, 2011, \$218,080 was drawn down, and the project was completed. The loan carries a 2.00% interest rate, with principal and interest payments due on December 1 and June 1 every year until maturity on June 1, 2030. The loan is required to establish a replacement reserve account where \$1,500 is to be added to the account each December 1 until the balance reaches \$15,000 and is to be maintained for the life of the loan.

KIA – Industrial Elevated Storage Tank

On December 1, 2009, Winchester Municipal Utilities entered into an “Assistance Agreement” with the Kentucky Infrastructure Authority (KIA), to provide funds for construction of an Elevated Storage Tank Rehabilitation, \$741,450 with a principal forgiveness of \$401,124 and a loan amount of \$340,326. This agreement calls for interest payments to commence within six months from the first draw of funds estimated to be June 1, 2010 with full principal and interest payments to commence within one year of initiation of operation estimated to be June 1, 2011. During the year ended June 30, 2010, \$401,124 of principal was forgiven. During the year ended June 30, 2011, \$340,326 was drawn down, and the project was completed. The loan carries a 2.00% interest rate, with principal and interest payments due on December 1 and June 1 every year until maturity on December 1, 2030. The loan is required to establish a replacement reserve account where \$2,000 is to be added to the account each December 1 until the balance reaches \$20,000 and is to be maintained for the life of the loan.

KIA – Lower Howards Creek

On February 5, 2010, Winchester Municipal Utilities entered into an “Assistance Agreement” with the Kentucky Infrastructure Authority (KIA), to provide funds for the Lower Howards Creek Wastewater project, \$36,600,000. This agreement calls for interest payments to commence within six months from the first draw of funds with full principal and interest payments to commence within one year of initiation of operation, which was on February 12, 2013. During the year ended June 30, 2014, the final draw of \$999,996 of the loan was drawn down. The loan carries a 2.00% interest rate and matures in twenty years. The loan is required to establish a replacement reserve account where \$91,500 is to be added to the account each December 1 until the balance reaches \$915,000 and is to be maintained for the life of the loan.

The Kentucky Infrastructure Authority has made these loans inferior and subordinate to the security interest and source of payment for the Debt Obligations of Winchester Municipal Utilities payable from the revenues of the System outstanding at the time of the execution of the “Assistance Agreement”. The Agreement also further states that the Kentucky Infrastructure Authority must be notified no less than thirty days (30), in writing, prior to the issuance of any further debt obligations on parity with the current debt obligations.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 5 – LONG-TERM DEBT (CONTINUED)

KIA – Bel-Air Sanitary

On October 1, 2012, Winchester Municipal Utilities entered into an “Assistance Agreement” with the Kentucky Infrastructure Authority (KIA), to provide funds for the Bel-Air and Westside pump station projects, \$1,000,000. This agreement calls for interest payments to commence within six months from the first draw of funds with full principal and interest payments to commence within one year of initiation of operation estimated to be December 1, 2013. During the year ended June 30, 2014, the final draw of \$59,095 was drawn on the loan. The loan carries a 2.00% interest rate and matures in twenty years. The loan is required to establish a replacement reserve account where \$2,500 is to be added to the account each December 1 until the balance reaches \$25,000 and is to be maintained for the life of the loan.

Long-Term Debt consists of bonds and other indebtedness for which the changes in the years ended June 30, 2016 and 2015 are as follows:

<u>06/30/16 Description</u>	<u>Beginning</u>	<u>Borrowings Additions</u>	<u>Repayments Reductions</u>	<u>2016 Ending</u>	<u>Current</u>
Compensated Absences	\$ 484,589	\$ 0	\$ 7,080	\$ 477,509	\$ 0
Bonds	23,749,279	0	840,393	22,908,886	884,167
KIA Loan	14,632,071	0	1,017,584	13,614,487	1,027,785
KIA-Lower Howards	33,560,076	0	1,565,852	31,994,224	1,597,419
KIA-Bel-Air	492,613	0	22,986	469,627	23,448
KIA-Storage Tank	275,106	0	15,304	259,802	15,611
KIA-Vaught Court	225,893	0	13,053	212,840	13,315
Total Long-Term Debt	<u>\$ 73,419,627</u>	<u>\$ 0</u>	<u>\$ 3,482,252</u>	<u>\$ 69,937,375</u>	<u>\$ 3,561,745</u>

<u>06/30/15 Description</u>	<u>Beginning</u>	<u>Borrowings Additions</u>	<u>Repayments Reductions</u>	<u>2015 Ending</u>	<u>Current</u>
Compensated Absences	\$ 463,821	\$ 0	\$ 0	\$ 484,589	\$ 0
Bonds	14,673,945	9,716,584	641,250	23,749,279	864,167
KIA Loan	15,639,554	0	1,007,483	14,632,071	1,017,583
KIA-Lower Howards	35,095,163	0	1,535,088	33,560,076	1,565,943
KIA-Bel-Air	515,146	0	22,532	492,613	22,986
KIA-Storage Tank	290,108	0	15,002	275,106	15,304
KIA-Vaught Court	238,689	0	12,544	225,893	13,053
Total Long-Term Debt	<u>\$ 66,916,426</u>	<u>\$ 9,915,000</u>	<u>\$ 3,177,801</u>	<u>\$ 73,419,627</u>	<u>\$ 3,499,036</u>

NOTE 6 – COMPLIANCE WITH COVENANTS

The bonds and KIA loan requires WMU to establish and maintain certain reserves and restricted assets as follows:

Bond Debt Service - Bonds

Monthly deposits equal to one-sixth of the next interest payment and one-twelfth of the next principal payment shall be set aside monthly so as to accumulate in the Bond Fund in order to pay interest and principal on the bonds. In addition, the Bond Ordinance requires that a specific amount be maintained in the Debt Service Reserve Account defined as the “Reserve Amount.” The account is to be reviewed each year and funded based on the least of three factors: 1) maximum annual principal and interest requirement, 2) 125% of the average annual principal and interest requirement or 3) 10% of the outstanding loan proceeds. The first factor was applicable for June 30, 2016 and 2015, and required a balance of \$1,048,375.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 6 – COMPLIANCE WITH COVENANTS (CONTINUED)

Depreciation Reserve – Bonds and KIA Loan

The Winchester Municipal Utilities is required to transfer 12% of annual gross revenues or \$42,000, whichever is greater, in equal monthly installments to the Depreciation Fund. These funds are to be used for renewals, replacements and/or additions to property, plant and equipment.

Interest Coverage Ratio – Bonds and KIA Loan

On April 3, 2012, a new general bond ordinance was adopted that requires Winchester Municipal Utilities to maintain an interest coverage ratio of 1.2 times - annual debt service requirements for bonds and 1.0 times - annual debt service requirements for bonds and KIA loans. Other changes in coverage ratio are noted below in calculation of ratios as shown. The City of Winchester is required by bond ordinance to adjust rates as necessary to maintain such minimum coverage. Computed as follows:

Bonds:	<u>2016</u>	<u>2015</u>
Income Available for Debt Service	\$ 3,709,001	\$ 3,181,791
Add: Depreciation	4,871,193	4,810,202
Cash Available for Bond Debt Service	<u>\$ 8,580,194</u>	<u>\$ 7,991,993</u>
Annual Debt Service on Bonds	<u>1,759,194</u>	<u>1,196,844</u>
Coverage Ratio	<u>4.88</u>	<u>6.68</u>
KIA:	<u>2016</u>	<u>2015</u>
Income Available for Debt Service	\$ 3,709,001	\$ 3,181,791
Add: Depreciation	4,871,193	4,810,202
Cash Available for Debt Service	<u>\$ 8,580,194</u>	<u>\$ 7,991,993</u>
Annual Debt Service on all Debt	<u>5,221,129</u>	<u>4,658,525</u>
Coverage Ratio	<u>1.64</u>	<u>1.72</u>

Winchester Municipal Utilities is in compliance with all of the covenants of the bond ordinance and KIA loan agreement as of June 30, 2016 and 2015.

NOTE 7 – COUNTY EMPLOYEE RETIREMENT SYSTEM (CERS)

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

Plan Description

Employees whose positions do not require a degree beyond a high school diploma are covered by the CERS, 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/>.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 7 – COUNTY EMPLOYEE RETIREMENT SYSTEM (CERS) – (CONTINUED)

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

Health insurance benefits are also subject to various participation dates to determine eligibility and health insurance contribution rates. For employees who initiated participation in the CERS system prior to July 1, 2003, KRS pays a percentage of the monthly contribution rate for insurance covered based on the retired member's years of service and type of service. Non-hazardous members receive a contribution subsidy for only the member's health insurance premium. Hazardous members receive a contribution subsidy for both the member and dependent coverage. Percentage of contribution ranges from 0% for less than 4 years of service to 100% for 20 years or more of service. For members who initiated participation in the CERS system after July 1, 2003 until August 31, 2008, members must have 120 months of service in a state-administered retirement system to qualify for participation in the KRS health plans. Members who began participating with KRS on or after September 1, 2008, must have 180 months of service upon retirement to participate in the KRS health plans. Non-hazardous retirees receive \$10 toward the monthly premium for each full year of service. Hazardous retirees receive \$15 toward the monthly premium and the hazardous retiree's spouse may also receive this contribution upon the retiree's death. The monthly insurance benefit has been increased annually by a Cost of Living Adjustment (COLA) since July 2004.

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.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 7 – COUNTY EMPLOYEE RETIREMENT SYSTEM (CERS) – (CONTINUED)

Contributions

Required contributions by the employee are based on the tier:

	<u>Required contribution</u>
Tier 1	5%
Tier 2	5% + 1% for insurance
Tier 3	5% + 1% for insurance

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

At June 30, 2016, WMU reported a liability for its proportionate share of the net pension liability for CERS. The amount recognized by WMU as its proportionate share of the net pension liability, the related Commonwealth support, and the total portion of the net pension liability that was associated with WMU were as follows:

WMU 's proportionate share of the net pension liability \$ 5,192,479

The net pension liability for each plan was measured as of June 30, 2015, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of that date.

The WMU'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, 2015, the WMU's proportion was 0.12077% percent.

For the year ended June 30, 2016, the WMU recognized pension expense of \$289,400 related to CERS. At June 30, 2016, WMU reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	<u>Deferred Outflows of Resources</u>	<u>Deferred Inflows of Resources</u>
Differences between expected and actual experience	\$ 43,151	\$ -
Changes of assumptions	536,606	-
Net difference between projected and actual earnings on pension plan investments	46,546	-
Changes in proportion and differences between WMU's contributions and proportionate share of contributions	150,725	-
Contributions subsequent to the measurement date	<u>495,670</u>	<u>-</u>
Total	<u>\$ 1,259,698</u>	<u>\$ -</u>

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 7 – COUNTY EMPLOYEE RETIREMENT SYSTEM (CERS) – (CONTINUED)

\$495,670 reported as deferred outflows of resources related to pensions resulting from WMU contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2017. Other amounts reported as deferred outflows of resources and deferred inflows related to pensions will be recognized in pension expense as follows:

<u>Year ended June 30:</u>	
2017	\$ 270,143
2018	\$ 270,147
2019	\$ 130,078
2020	\$ 93,644

Actuarial assumptions

The total pension liability in the June 30, 2015 actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement:

	<u>CERS</u>
Inflation	3.25%
Projected salary increases	4.00%
Investment rate of return, net of investment expense & inflation	7.50%

For CERS, 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.

For CERS, 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 target allocation and best estimates of arithmetic real rates of return for each major asset class, as provided by CERS' investment consultant, are summarized in the following table:

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 7 – COUNTY EMPLOYEE RETIREMENT SYSTEM (CERS) – (CONTINUED)

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
Combined Equity	44.0%	5.4%
Combined Fixed income	19.0%	1.5%
Real Return (Diversified Inflation Strategies)	10.0%	3.5%
Real Estate	5.0%	4.5%
Absolute Return (Diversified Hedge Funds)	10.0%	4.25%
Private Equity	10.0%	8.5%
Cash Equivalents	2.0%	-0.25%
Total	<u>100.0%</u>	

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 assumption is intended to be a long-term assumption and is not expected to change absent a significant change in the asset allocation, a change in the inflation assumption, or a fundamental change in the market that alters expected returns in future years.

Discount rate

For CERS, the discount rate used to measure the total pension liability was 7.50%. The projection of cash flows used to determine the discount rate assumed that contributions from plan employees and employers will be made at statutory contribution rates. Projected inflows from investment earnings were calculated using the long-term assumed investment return of 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 net pension liability of WMU, calculated using the discount rates selected by each pension system, as well as what WMU 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 :

	<u>1% Decrease</u>	<u>Current Discount Rate</u>	<u>1% Increase</u>
CERS	6.50%	7.50%	8.50%
WMU s proportionate share of net pension liability:			
Non-Hazardous	\$ 6,628,918	\$ 5,192,479	\$ 3,962,403

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 7 – COUNTY EMPLOYEE RETIREMENT SYSTEM (CERS) – (CONTINUED)

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.

Other Pension Plans

WMU offers employees the option to participate in a defined contribution plan under Section 403(B) and 401(K) of the Internal Revenue Code. All regular full time and part time employees are eligible to participate and may contribute up to the maximum amount allowable by law.

Also, WMU offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The plan, available to all employees, permits them to defer a portion of their salary until future years. This deferred compensation is not available to employees until their termination, retirement, death or unforeseeable emergency.

GASB Statement No. 32, Accounting and Financial Reporting for Internal Revenue Code Section 457 Deferred Compensation Plans, allows entities with little or no administrative involvement and who do not perform the investing function for these plans to omit plan assets and related liabilities from their financial statements. WMU, therefore, does not report these assets and liabilities on its financial statements.

Employee contributions made to the 401k and 457 plans as of June 30, 2016 and 2015 were \$39,323 and \$62,811, respectively. WMU does not contribute to these plans.

NOTE 8 – ECONOMIC DEPENDENCY

WMU is economically dependent on the following four entities which account for 20% and 20%, respectively, of water and wastewater revenues for the following years:

<u>Name</u>	<u>2016</u>	<u>2015</u>
Sekisui	\$ 829,231	\$ 846,392
Alltech	941,335	834,194
The Kroger Company	811,110	734,030
East Clark County WD	293,379	285,793
	<u>\$ 2,875,055</u>	<u>\$ 2,700,409</u>

NOTE 9 – RISK OF LOSS

WMU is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; injuries to employees and natural disasters. WMU carries commercial insurance for the risks of loss, including worker’s compensation, and property and casualty loss insurance.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 10 – LANDFILL POST-CLOSURE COSTS

In 1992, WMU discontinued its landfill operations and ceased accepting solid waste. Under 401 KAR 47:080, WMU presented a closure plan. The final cap, leachate collection systems, surface water drainage systems, gas vent systems and groundwater monitoring systems have been constructed. On June 4, 1998, the Clark County Fiscal Court entered into a lease agreement with WMU for the rental of county property upon which the County and WMU formerly operated landfills, the term of the lease was for 20 years at \$1 per year. The lease provides provision for the post-closure monitoring requirements of state and federal law to be provided by WMU. The post-closure costs are allocated 30% WMU and 70% Clark County Fiscal Court. The state and federal monitoring and maintenance regulations must be performed at the site for 30 years after closure. A liability was not recorded on WMU's general ledger in the year of closure; instead the actual post-closure expenses have been recorded in operations each year.

On October 16, 2008, WMU received notice from the Kentucky Division of Waste Management that the site had been released from groundwater monitoring. In applying GASB 18, WMU believes these costs were the most significant of the post-closure expenses. The effect of any remaining projected costs will be offset by the lease agreement with Clark County.

The Division of Waste Management has finished construction of a new wetlands treatment system for treating the landfill leachate at the WMU and Clark County Landfills. With construction of this treatment facility a new Kentucky Pollution Discharge Elimination System (KPDES) Permit was required. Laboratory testing/Monitoring required as part of the conditions of this permit were unexpectedly more stringent than the previous permit resulting in a higher monthly cost for operation.

NOTE 11 – UTILITY REVENUES PLEDGED

WMU has pledged future revenues from water, wastewater and solid waste to repay the 2011, 2012 and 2014 bonds and KIA outstanding debt referenced in Note 5. Proceeds from these debt obligations provided financing of the water and wastewater infrastructure, including a new wastewater treatment plant. The debt obligations will be repaid from the previously mentioned utility revenues through the year 2045.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 12 – FIVE YEAR CAPITAL CONSTRUCTION PLAN

Winchester Municipal Utilities' five year capital plan includes major capital construction of new wastewater treatment plant, pump station and force mains which are projected to be funded as follows:

Water Utility Improvements	\$	19,765,601
Wastewater Utility Improvements		21,984,980
Total projected financing requirement	\$	<u>41,750,581</u>

Winchester Municipal Utilities' five year capital plan of depreciation funded projects consists of the following annual allocations in addition to other specifically identified projects:

Finance and Administration:		
Copiers	\$	5,000
Upgrade/Renew Network Virus Protection		0
Upgrade Local Area Network		7,000
Replace Microcomputers		6,000
Engineering Software Upgrades		0
Field Operation Vehicles		465,000
Solid Waste Collection:		
Cubit Replacement		25,000
Container Replacement		50,000
Replace Compactor Ejector Box		10,000
Solid Waste Recycling		1,000
Water Treatment Plant Equipment Improvements		50,000
Water System Improvements		570,000
Water Distribution:		
Main Replacement		100,000
Fire Hydrant Replacement		12,000
Gate Value Box Adjustment – New Paving		0
Gate Value Replacement		10,000
Elevated Storage Tank Rehabilitation		100,000
Meter Change-Out/AMR Equipment		165,000
New Meter Services		30,000
Wastewater Collection:		
Main Replacement Program		100,000
Manhole Grade Adjustment – New Paving		0
I&I Rehabilitation		20,000
Rehabilitation of Private Sewers		20,000
Flow Meters		10,000
Infrastructure Rehabilitation Program		0
System Capacity Assurance Program		18,000
Routine Hydraulic Cleaning		60,000
Wastewater Treatment Plant (SC):		
Replacement of Laboratory Equipment		2,000
WWTP Equipment Improvements		60,000
Solids Processing Improvements		65,000
Wastewater Treatment Plant (LHC)		15,000
Wastewater Solids Processing (LHC)		15,000
Total Annual Allocations for Infrastructure Investment	\$	<u>1,991,000</u>

All annual allocation programs are funded in each year of the five year capital plan.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

NOTE 13 - CHANGE IN ACCOUNTING PRINCIPLE AND RELATED CHANGES TO CERTAIN BEGINNING BALANCES

In fiscal year ending June 30, 2015, WMU was required to adopt Governmental Accounting Standards Board (GASB) Statement no. 68, "Accounting and Financial Reporting for Pensions" (GASB 68), effective July 1, 2014. GASB 68 replaced the requirements of GASB 27, "Accounting for Pensions by State and Local Governmental Employers" and GASB 50, "Pension Disclosures", as they relate to governments that provide pensions through pension plans administered as trusts or similar arrangements that meet certain criteria. GASB 68 requires governments providing defined benefit pensions to recognize their long-term obligation for pension benefits as a liability to more comprehensively and comparably measure the annual costs of pension benefits. Cost-sharing governmental employers, such as WMU, are required to report a net pension liability, pension expense and pension-related assets and liabilities based on their proportionate share of the collective amounts for all governments in the plan.

GASB 68 required retrospective application. The beginning net pension was adjusted to reflect the retrospective application. The adjustment to the fiscal year 2015 financial statements resulted in a \$3,219,524 reduction in beginning net position on the Statement of Activities and an increase of \$416,200 of deferred inflows of resources – WMU contributions subsequent to the measurement date.

NOTE 14 – SUBSEQUENT EVENTS

WMU has evaluated all subsequent events through November 18, 2016, the date the financial statements were available to be issued.

WINCHESTER MUNICIPAL UTILITY
REQUIRED SUPPLEMENTAL SCHEDULES

**WINCHESTER MUNICIPAL UTILITIES
REQUIRED SUPPLEMENTARY INFORMATION
SCHEDULE OF PROPORTIONATE SHARE OF THE NET PENSION LIABILITY
FOR THE YEAR ENDED JUNE 30, 2016**

	<u>Reporting Fiscal Year (Measurement Date)</u>	<u>Reporting Fiscal Year (Measurement Date)</u>
	2016 (2015)	2015 (2014)
COUNTY EMPLOYEES RETIREMENT SYSTEM:		
Non-Hazardous		
WMU's proportion of the net pension liability	0.120770%	0.114924%
WMU's proportionate share of the net pension liability	\$ 5,192,479	\$ 3,728,580
WMU's covered-employee payroll	\$ 2,905,451	\$ 2,837,568
WMU's proportionate share of the net pension liability as a percentage of its covered-employee payroll	178.715%	131.401%
Plan fiduciary net position as a percentage of the total pension liability	66.80%	66.80%

Note: Schedule is intended to show information for the last 10 fiscal years. Additional years will be displayed as they become available.

**WINCHESTER MUNICIPAL UTILITIES
REQUIRED SUPPLEMENTARY INFORMATION
SCHEDULE OF CONTRIBUTIONS
FOR THE YEAR ENDED JUNE 30, 2016**

	2015	2014
COUNTY EMPLOYEES RETIREMENT SYSTEM:		
Non-Hazardous		
Contractually required contribution	\$ 360,574	\$ 498,044
Contributions in relation to the contractually required contribution	360,574	498,044
Contribution deficiency (excess)	-	-
WMU's covered-employee payroll	\$ 2,905,451	\$2,837,568
WMU's proportionate share of the net pension liability as a percentage of its covered-employee payroll	12.41%	17.55%

Note: Schedule is intended to show information for the last 10 fiscal years. Additional years will be displayed as they become available.

**WINCHESTER MUNICIPAL UTILITIES
NOTES TO REQUIRED SUPPLEMENTARY INFORMATION
FOR THE YEAR ENDED JUNE 30, 2016**

COUNTY EMPLOYEES RETIREMENT SYSTEM:

Actuarial Methods and Assumptions:

The actuarially determined contribution rates are determined on a biennial basis beginning with the fiscal years ended 2016 and 2017, determined as of June 30, 2015. The amortization period of the unfunded liability has been reset as of July 1, 2013 to a closed 30 year period. The following actuarial methods and assumptions were used to determine contribution rates reported for all Systems:

Actuarial Cost Method	Entry Age
Amortization Method	Level of Percentage of Payroll, closed
Remaining Amortization Period	28 Years
Asset Valuation Method	5 year Smoothed Market
Inflation	3.25%
Salary Increase	4%, average, including Inflation
Investment Rate of Return	7.5%, Net of Pension Plan Investment Expense, including Inflation

Changes of Benefit Terms -

2009: A new benefit tier for members who first participate on or after September 1, 2008 was introduced which included the following changes:

1. Tiered Structure for benefit accrual rates
2. New retirement eligibility requirements
3. Different rules for the computation of final average compensation

2014: A cash balance plan was introduced for member whose participation date is on or after January 1, 2014

Changes of Assumptions:

The assumed investment rate was decreased from 7.75% to 7.5%.

The assumed rate of inflation was reduced from 3.5% to 3.25%.

The assumed rate of wage inflation was reduced from 1% to .75%.

Payroll growth assumption was reduced from 4.5% to 4%.

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 assumed rates of retirement, withdrawal, and disability were updated to more accurately reflect experience.

WINCHESTER MUNICIPAL UTILITY
SUPPLEMENTAL SCHEDULES

**WINCHESTER MUNICIPAL UTILITIES
SCHEDULE I - DEPARTMENT EXPENSES
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

	<u>2016</u>	<u>2015</u>
ADMINISTRATIVE		
Salaries	\$ 938,018	\$ 881,292
Employee Benefits	517,913	551,767
Repairs and Maintenance	118,069	142,876
Supplies	33,784	35,554
Small Tools	14,973	1,723
Utilities and Telephone	40,077	38,301
Property Insurance	45,863	51,960
Other	131,632	76,404
Postage and Freight	86,292	74,354
Bad Debts	115,905	61,200
Professional Fees	126,693	136,730
Depreciation/Amortization	<u>184,526</u>	<u>184,783</u>
	<u>2,353,745</u>	<u>2,236,944</u>
SOLID WASTE		
Salaries	543,066	507,240
Employee Benefits	372,627	350,775
Repairs and Maintenance	226,390	275,864
Supplies	24,819	34,224
Small Tools	4,504	4,838
Utilities and Telephone	17,922	20,477
Property Insurance	44,640	36,588
Other	29,561	9,622
Depreciation	427,336	395,798
Landfill Charges	<u>225,639</u>	<u>221,149</u>
	<u>1,916,504</u>	<u>1,856,575</u>
WATER		
Salaries	689,626	656,550
Employee Benefits	381,695	388,925
Repairs and Maintenance	247,572	195,447
Supplies	331,128	430,180
Small Tools	6,056	14,144
Utilities and Telephone	434,945	451,104
Property Insurance	86,364	73,774
Other	39,839	41,045
Postage	-	-
Depreciation/Amortization	1,118,067	1,076,520
New Services	<u>7,917</u>	<u>2,891</u>
	<u>\$ 3,343,209</u>	<u>\$ 3,330,580</u>

**WINCHESTER MUNICIPAL UTILITIES
SCHEDULE I - DEPARTMENT EXPENSES (CONTINUED)
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

	<u>2016</u>	<u>2015</u>
WASTEWATER		
Salaries	\$ 798,333	\$ 949,478
Employee Benefits	475,526	494,640
Repairs and Maintenance	344,799	416,022
Supplies	442,455	265,115
Small Tools	11,526	17,168
Utilities and Telephone	929,535	789,268
Property Insurance	131,726	106,777
Other	58,885	43,159
Postage	1,232	154
Professional Fees	244,973	253,699
Depreciation/Amortization	3,133,181	3,144,870
New Services	488	505
	<u>6,572,659</u>	<u>6,480,855</u>
 VEHICLE MAINTENANCE		
Salaries	26,561	29,267
Employee Benefits	50,641	80,250
Repairs and Maintenance	6,643	4,755
Supplies	3,841	5,930
Small Tools	2,283	2,688
Utilities and Telephone	19,520	21,396
Property Insurance	9,504	7,584
Other	2,268	1,303
Depreciation/Amortization	8,083	8,231
	<u>129,344</u>	<u>161,404</u>
 TOTAL OPERATING EXPENSES	 <u>\$ 14,315,461</u>	 <u>\$ 14,066,358</u>

**WINCHESTER MUNICIPAL UTILITIES
SCHEDULE II - REVENUE BOND DEBT SERVICES
FOR THE YEAR ENDED JUNE 30, 2016**

Maturity Date	2012 Issue		2011 Issue		Total	
	Principal	Interest	Principal	Interest	Principal	Interest
2016-2017	\$ 310,000	\$ 197,344	\$ 369,167	\$ 339,506	\$ 679,167	\$ 536,850
2017-2018	320,000	191,144	381,250	328,431	701,250	519,575
2018-2019	325,000	184,744	396,250	315,369	721,250	500,113
2019-2020	330,000	174,994	411,250	299,519	741,250	474,513
2020-2021	345,000	165,094	428,333	283,069	773,333	448,163
2021-2022	355,000	154,744	448,333	265,706	803,333	420,450
2022-2023	365,000	144,094	468,333	246,733	833,333	390,827
2023-2024	375,000	133,144	490,417	226,994	865,417	360,138
2024-2025	390,000	121,894	515,417	203,399	905,417	325,293
2025-2026	400,000	109,705	540,417	178,365	940,417	288,070
2026-2027	415,000	96,705	567,500	151,344	982,500	248,049
2027-2028	430,000	82,700	597,500	122,664	1,027,500	205,364
2028-2029	445,000	67,650	629,583	91,722	1,074,583	159,372
2029-2030	460,000	52,074	666,667	58,330	1,126,667	110,404
2030-2031	480,000	35,400	402,500	22,138	882,500	57,538
2031-2032	480,000	18,000	-	-	480,000	18,000
	<u>\$ 6,225,000</u>	<u>\$ 1,929,430</u>	<u>\$ 7,312,917</u>	<u>\$ 3,133,289</u>	<u>\$ 13,537,917</u>	<u>\$ 5,062,719</u>

SUMMERS, MCCRARY & SPARKS, P.S.C.
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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 Commissioners
Winchester Municipal Utilities
Winchester, 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 business-type activities of Winchester Municipal Utilities', component unit of the City of Winchester, Kentucky, as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Utilities' basic financial statements, and have issued our report thereon dated November 18, 2016.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered Winchester Municipal Utilities', component unit of the City of Winchester, Kentucky 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 Winchester Municipal Utilities', component unit of the City of Winchester, Kentucky internal control. Accordingly, we do not express an opinion on the effectiveness of Winchester Municipal Utilities', component unit of the City of Winchester, 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 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 Winchester Municipal Utilities', component unit of the City of Winchester, Kentucky 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.

Summers, McCrary & Sparks, PSC

Winchester, Kentucky
November 18, 2016