



U.S. Department of Energy
Office of Inspector General
Office of Audits and Inspections

AUDIT REPORT

Southwestern Federal Power System's Fiscal
Year 2014 Financial Statement Audit

OAS-FS-15-11

June 2015



Department of Energy
Washington, DC 20585

June 12, 2015

MEMORANDUM FOR THE ADMINISTRATOR, SOUTHWESTERN POWER
ADMINISTRATION

FROM: *Daniel M. Weeber*
Daniel M. Weeber
Assistant Inspector General
for Audits and Administration

SUBJECT: INFORMATION: Audit Report: "Southwestern Federal Power
System's Fiscal Year 2014 Financial Statement Audit"

The attached report presents the results of the independent certified public accountants' audit of the Southwestern Federal Power System's (SWFPS) combined balance sheets, as of September 30, 2014 and 2013, and the related combined statements of changes in capitalization, revenues and expenses, and cash flows for the years then ended.

To fulfill the Office of Inspector General's (OIG) audit responsibilities, we contracted with the independent public accounting firm of KPMG, LLP, (KPMG) to conduct the audit, subject to our review. KPMG is responsible for expressing an opinion on SWFPS' financial statements and reporting on applicable internal controls and compliance with laws and regulations. The OIG monitored audit progress and reviewed the audit report and related documentation. This review disclosed no instances where KPMG did not comply, in all material respects, with generally accepted Government auditing standards. The OIG did not express an independent opinion on SWFPS' financial statements.

KPMG concluded that the combined financial statements present fairly, in all material respects, the respective financial position of SWFPS as of September 30, 2014 and 2013, and the results of its operations and its cash flow for the years then ended, in accordance with U.S. generally accepted accounting principles.

As part of this review, the auditors also considered SWFPS' internal control over financial reporting and tested for compliance with certain provisions of laws, regulations, contracts, and grant agreements that could have a direct and material effect on the determination of financial statement amounts. The audit identified the following significant deficiencies in internal control over financial reporting:

- An internal control deficiency over utility plant was identified where project balances were not transferred from construction work in progress to completed plant in service.

- Internal control deficiencies over accrued expenses were identified where goods and services received prior to September 30, 2014, were not properly accrued.

Southwestern Power Administration management agreed with the findings and recommendations and indicated that corrective actions would be taken.

The audit disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*. We appreciated the cooperation of Department elements during the review.

Attachment

cc: Chief Financial Officer, CF-1
Director, Office of Finance & Accounting, CF-10
Acting Director, Office of Financial Risk, Policy & Controls, CF-50
Assistant Director, Office of Financial Risk, Policy & Controls, CF-50
Chief Financial Officer, Southwestern Power Administration
Audit Resolution Specialist, Office of Financial Risk, Policy & Controls, CF-50
Team Leader, Office of Financial Risk, Policy & Controls, CF-50
Audit Liaison, Southwestern Power Administration

Report Number: OAS-FS-15-11

INDEPENDENT AUDITORS REPORT



SOUTHWESTERN FEDERAL POWER SYSTEM

Combined Financial Statements

September 30, 2014 and 2013

(With Independent Auditors' Report Thereon)



SOUTHWESTERN FEDERAL POWER SYSTEM

Combined Financial Statements

September 30, 2014 and 2013

(With Independent Auditors' Report Thereon)



KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

Independent Auditors' Report

Administrator, Southwestern Power Administration and the
Inspector General, U.S. Department of Energy:

Report on the Financial Statements

We have audited the accompanying combined financial statements of the Southwestern Federal Power System (SWFPS), which comprise the combined balance sheets as of September 30, 2014 and 2013, and the related combined statements of changes in capitalization, revenues and expenses, and cash flows for the years then ended, and the related notes to the combined financial statements. As described in note 1(a), the combined financial statements include the hydroelectric generating and power operations of the U.S. Army Corps of Engineers (the generating agency) and the transmission and disposition of the related power by the Southwestern Power Administration (Southwestern), a component of the U.S. Department of Energy.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined 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 combined 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 combined financial statements.

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



Opinion

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the respective financial position of the Southwestern Federal Power System as of September 30, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

Other Matters

Supplementary and Other Information

Our audits were conducted for the purpose of forming an opinion on the SWFPS basic combined financial statements taken as a whole. The supplementary information in schedules 1 through 4 is presented for purposes of additional analysis and is not a required part of the basic combined financial statements.

The supplementary information in schedules 1 through 4 is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic combined financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic combined 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 combined financial statements or to the basic combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information in schedules 1 through 4 is fairly stated, in all material respects, in relation to the basic combined 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 May 8, 2015 on our consideration of SWFPS's internal control over financial reporting and our report dated May 8, 2015 on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of those reports is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. Those reports are an integral part of an audit performed in accordance with *Government Auditing Standards* in considering SWFPS's internal control over financial reporting and compliance.

KPMG LLP

Denver, Colorado
May 8, 2015



KPMG LLP
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1225 17th Street
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Independent Auditors' Report on Internal Control over Financial Reporting Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

Administrator, Southwestern Power Administration and the
Inspector General, U.S. Department of Energy:

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 combined financial statements of the Southwestern Federal Power System (SWFPS), which comprise the combined balance sheets as of September 30, 2014 and 2013, and the related combined statements of changes in capitalization, revenues and expenses, and cash flows for the years then ended, and the related notes to the combined financial statements, and have issued our report thereon dated May 8, 2015. The combined financial statements include the hydroelectric generating and power operations of the U.S. Army Corps of Engineers (the generating agency) and the transmission and disposition of the related power by the Southwestern Power Administration (Southwestern), a component of the U.S. Department of Energy.

Internal Control over Financial Reporting

In planning and performing our audit of the combined financial statements as of and for the year ended September 30, 2014, we considered SWFPS's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the combined financial statements, but not for the purpose of expressing an opinion on the effectiveness of SWFPS's internal control. Accordingly, we do not express an opinion on the effectiveness of SWFPS's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the combined 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 and therefore, material weaknesses or significant deficiencies may exist that were not identified. 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. We did identify certain deficiencies in internal control, described below, that we consider to be significant deficiencies. Exhibit I presents the status of prior year significant deficiencies.



A. Significant Deficiency in Internal Control over Utility Plant

The combined financial statements include the hydroelectric power generating functions of the generating agency, for which Southwestern markets and transmits power. Southwestern maintains the responsibility of preparing the combined financial statements and related footnotes in accordance with the U.S. Department of Energy Order RA 6120.2, dated September 20, 1979.

SWFPS owns and operates nearly 1,400 miles of high-voltage transmission lines, substations, and communication sites, with more than \$800 million of net plant in service and more than \$200 million of construction work in progress (CWIP). Southwestern and the generating agency are responsible for properly accounting for utility plant, including assigning appropriate useful lives and classifying acquisitions into appropriate asset categories.

During our testwork over utility plant, we identified the following condition:

- Certain project balances in Southwestern's CWIP balance were completed as of September 30, 2014 and should have been transferred to completed plant in service. Of the 46 projects selected for testing, 19 projects totaling \$16.4 million should have been transferred to completed plant in service. Southwestern management has recorded a reclassification adjustment to the SWFPS combined financial statements, as well as adjustments to interest on investment; the related impact on depreciation expense for fiscal year 2014 was deemed immaterial.

Failure to timely record transfers from CWIP to plant in service impacts depreciation expense, interest during construction, interest on investment, and potentially the repayment status of the related costs.

Recommendation

We recommend Southwestern enhance existing procedures and related controls to ensure the status of outstanding construction projects is appropriately articulated, in a timely fashion, to the accounting and finance function and to ensure all completed projects are transferred to plant in service in the same fiscal year within which the construction was deemed substantially complete.

Management's Response

Southwestern management concurs with the findings and will take corrective action. In order to adjust Southwestern's subsidiary records to be consistent with the reclassification adjustment to the SWFPS combined financial statements, Southwestern indicated that the 19 projects would be closed and costs transferred from CWIP to plant in service by September 30, 2015.

B. Significant Deficiency in Internal Control over Accrued Expenses

During our testwork over the combined financial statements, we identified instances where SWFPS did not properly accrue for goods and services received prior to September 30, 2014. Specifically, we identified the following conditions:

- We identified approximately \$555,000 of goods and services received prior to September 30, 2014 at Southwestern that should have been accrued but were not. Two of 12 items selected were not properly accrued, with a projected impact of approximately \$946,000. Of the \$946,000, approximately \$477,000 related to CWIP.



- We identified approximately \$3.9 million of goods and services received prior to September 30, 2014 at the generating agency's Little Rock, Arkansas, and Tulsa, Oklahoma, districts that should have been accrued but were not. Nine of the 17 items selected were not properly accrued, with a projected impact of approximately \$4.9 million all related to CWIP. A large portion of the errors identified at the generating agency is specific to one particular vendor, Andritz Hydro.

The known error of \$4.5 million for both Southwestern and the generating agency were recorded by management. While the approximate \$5.9 million in transactions identified only represents a small portion of the combined CWIP and operations and maintenance expenses balances, insufficient controls over ensuring accruals are complete may result in a misstatement that, when aggregated, is more than inconsequential to the combined financial statements.

Recommendations

1. We recommend Southwestern enhance existing procedures and related controls to ensure all material procurement of goods and services received prior to period end are timely and accurately accrued.
2. We recommend the generating agency enhance existing procedures and related controls to ensure all material procurement of goods and services received prior to period end are timely and accurately accrued. We further recommend the generating agency specifically address the accrual methodology relating to Andritz Hydro, ensuring that goods or services received from this vendor are separately evaluated to ensure a complete and accurate accrual.

Management's Response

Southwestern and generating agency management concur with the findings and will take corrective action.

SWFPS Response to Findings

SWFPS's responses to the significant deficiencies identified in our audit are described previously. SWFPS's responses were not subjected to the auditing procedures applied in the audit of the combined financial statements and, accordingly, we express no opinion on the responses.



Purpose of this Report

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

KPMG LLP

Denver, Colorado
May 8, 2015

SOUTHWESTERN FEDERAL POWER SYSTEM

Status of Prior Year Findings

September 30, 2014

Reference	Condition	Status
A.	Significant Deficiency in Internal Control over Utility Plant	This condition has been partially corrected. Refer to significant deficiency A.
B.	Significant Deficiency in Internal Control over Accrued Expenses	This condition has not been corrected. Refer to significant deficiency B.



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Independent Auditors' Report on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With *Government Auditing Standards*

Administrator, Southwestern Power Administration and the
Inspector General, U.S. Department of Energy:

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the combined financial statements of the Southwestern Federal Power System (SWFPS), which comprise the combined balance sheets as of September 30, 2014 and 2013, and the related combined statements of changes in capitalization, revenues and expenses, and cash flows for the years then ended, and the related notes to the combined financial statements, and have issued our report thereon dated May 8, 2015. The combined financial statements include the hydroelectric generating and power operations of the U.S. Army Corps of Engineers (the generating agency) and the transmission and disposition of the related power by the Southwestern Power Administration (Southwestern), a component of the U.S. Department of Energy.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether SWFPS's combined 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 combined 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 of compliance disclosed no instances of noncompliance or other matters that are required to be reported herein under *Government Auditing Standards*.

Purpose of this Report

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

KPMG LLP

Denver, Colorado
May 8, 2015

SOUTHWESTERN FEDERAL POWER SYSTEM

Combined Balance Sheets

September 30, 2014 and 2013

Assets	2014	2013
Plant in service	\$ 1,558,994,761	1,497,494,432
Accumulated depreciation	(728,158,545)	(701,560,020)
Construction work in progress	217,240,756	212,684,411
Net utility plant	1,048,076,972	1,008,618,823
Cash	311,956,525	262,678,431
Funds held in escrow	47,382,663	73,829,227
Accounts receivable	14,022,518	22,965,656
Materials and supplies, at average cost	3,193,265	2,988,073
Banking exchange receivables	4,115,837	4,151,402
Deferred workers' compensation	12,611,197	13,332,550
Other assets	61,914,088	55,418,827
Total assets	<u>\$ 1,503,273,065</u>	<u>1,443,982,989</u>
Liabilities and Capitalization		
Liabilities:		
Accounts payable and accrued liabilities	\$ 25,294,410	19,495,625
Advances for construction	45,375,236	47,150,029
Accrued workers' compensation	13,511,858	14,584,118
Purchased power and banking exchange deferral	42,290,768	28,519,474
Hydropower water storage reallocation deferral	60,739,837	60,568,075
Total liabilities	<u>187,212,109</u>	<u>170,317,321</u>
Capitalization:		
Payable to U.S. Treasury	947,794,824	936,990,871
Accumulated net revenues	368,266,132	336,674,797
Total capitalization	1,316,060,956	1,273,665,668
Commitments and contingencies (notes 5 and 6)		
Total liabilities and capitalization	<u>\$ 1,503,273,065</u>	<u>1,443,982,989</u>

See accompanying notes to combined financial statements.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combined Statements of Changes in Capitalization

Years ended September 30, 2014 and 2013

	<u>Payable to U.S. Treasury</u>	<u>Accumulated net revenues</u>	<u>Total capitalization</u>
Total capitalization as of September 30, 2012	\$ 896,961,854	308,915,861	1,205,877,715
Additions:			
Congressional appropriations	44,124,896	—	44,124,896
Interest on payable to U.S. Treasury and other	19,643,474	—	19,643,474
Transfers of property and services, net	<u>16,385,064</u>	<u>—</u>	<u>16,385,064</u>
Total additions to capitalization	<u>80,153,434</u>	<u>—</u>	<u>80,153,434</u>
Deductions:			
Payments to U.S. Treasury	(40,124,417)	—	(40,124,417)
Net revenues for the year ended September 30, 2013	<u>—</u>	<u>27,758,936</u>	<u>27,758,936</u>
Total capitalization as of September 30, 2013	\$ <u>936,990,871</u>	<u>336,674,797</u>	<u>1,273,665,668</u>
Additions:			
Congressional appropriations	80,255,832	—	80,255,832
Interest on payable to U.S. Treasury and other	19,395,180	—	19,395,180
Transfers of property and services, net	<u>2,826,667</u>	<u>—</u>	<u>2,826,667</u>
Total additions to capitalization	<u>102,477,679</u>	<u>—</u>	<u>102,477,679</u>
Deductions:			
Payments to U.S. Treasury	(91,673,726)	—	(91,673,726)
Net revenues for the year ended September 30, 2014	<u>—</u>	<u>31,591,335</u>	<u>31,591,335</u>
Total capitalization as of September 30, 2014	\$ <u>947,794,824</u>	<u>368,266,132</u>	<u>1,316,060,956</u>

See accompanying notes to combined financial statements.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combined Statements of Revenues and Expenses

Years ended September 30, 2014 and 2013

	2014	2013
Operating revenues:		
Sales of electric power	\$ 166,027,042	163,239,834
Transmission and other operating revenues	21,808,271	20,616,698
Total operating revenues before deferrals	187,835,313	183,856,532
Net purchased power and banking exchange deferral	(12,658,367)	12,112,439
Total operating revenues	175,176,946	195,968,971
Non reimbursable revenues	258,625	1,985,002
Total revenues	175,435,571	197,953,973
Operating expenses:		
Operation and maintenance	75,259,236	70,949,266
Purchased power and banking exchange	6,686,827	29,447,690
Depreciation and amortization	29,391,678	28,884,463
Transmission service charges by others	3,052,720	3,160,203
Retirement and other employee benefit expense	6,434,236	6,596,930
Non reimbursable expenses	11,020,256	17,781,446
Total operating expenses	131,844,953	156,819,998
Net operating revenues	43,590,618	41,133,975
Interest expense:		
Interest on payable to U.S. Treasury and other	22,109,059	22,096,789
Allowance for funds used during construction	(10,109,776)	(8,721,750)
Net interest expense	11,999,283	13,375,039
Net revenues	\$ 31,591,335	27,758,936

See accompanying notes to combined financial statements.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combined Statements of Cash Flows

Years ended September 30, 2014 and 2013

	2014	2013
Cash flows from operating activities:		
Net revenues	\$ 31,591,335	27,758,936
Adjustments to reconcile net revenues to net cash provided by operating activities:		
Depreciation and amortization	29,391,678	28,884,463
Benefit expense paid by other Federal agencies	3,515,651	3,363,767
Interest on payable to U.S. Treasury and other	22,109,059	22,096,789
Allowance for funds used during construction	(10,109,776)	(8,721,750)
(Increase) decrease in assets:		
Accounts receivable	8,943,138	(5,323,729)
Materials and supplies	(205,192)	(75,645)
Banking exchange receivables	35,565	691
Deferred workers' compensation	721,353	1,040,390
Other assets	(6,495,261)	(22,127,137)
Increase (decrease) in liabilities:		
Accounts payable and accrued liabilities	5,798,785	4,546,467
Accrued workers' compensation	(1,072,260)	(1,054,477)
Purchased power and banking exchange deferral	12,850,142	(11,727,631)
Advances for construction	(1,774,793)	24,517,543
Net cash provided by operating activities	95,299,424	63,178,677
Cash flows used in investing activities:		
Additions to utility plant	(58,740,051)	(54,616,917)
Cash flows from financing activities:		
Congressional appropriations	80,255,832	44,124,896
Payments to U.S. Treasury	(91,673,726)	(40,124,417)
Transfers of property and services, net	(688,984)	13,021,297
Hydropower water storage reallocation deferral	(1,620,965)	(1,587,626)
Funds received in escrow	(24,637,593)	(38,277,208)
Funds disbursed from escrow	51,084,157	51,044,531
Net cash provided by financing activities	12,718,721	28,201,473
Net increase in cash	49,278,094	36,763,233
Cash, beginning of year	262,678,431	225,915,198
Cash, end of year	\$ 311,956,525	262,678,431
Supplemental cash flow information:		
Interest deferred on regulatory liabilities (note 1(g))	\$ 2,713,879	2,453,315

See accompanying notes to combined financial statements.

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2014 and 2013

(1) Summary of Significant Accounting Policies

(a) *General Information and Basis of Preparation of Financial Statements*

The Southwestern Federal Power System (SWFPS) financial statements combine all of the activities associated with the production, transmission, and disposition of all Federal power marketed under Section 5 of the Flood Control Act of 1944 (the Flood Control Act) by the Southwestern Power Administration (Southwestern), an agency of the U.S. Department of Energy (DOE). The accompanying combined financial statements include the accounts of Southwestern and the related hydroelectric generating facilities and power operations of the U.S. Army Corps of Engineers (Corps), a component of the U.S. Department of Defense (DOD). Southwestern and the Corps are separately managed and financed, and each maintains their own accounting records. For purposes of financial and operational reporting, the facilities and related operations of Southwestern and the Corps (power purpose) are combined as SWFPS.

The Corps has constructed and operates hydroelectric generating facilities in the states of Arkansas, Missouri, Oklahoma, and Texas. Operating expenses and net assets of multipurpose Corps projects are allocated to power and nonpower purposes (primarily recreation and flood control). Only the portion of such project costs and net assets allocated to power are included in the combined financial statements. Southwestern, as designated by the Secretary of Energy, transmits and markets power generated from these hydroelectric generating facilities.

SWFPS is subject to the accounting regulations of the Federal Energy Regulatory Commission (FERC). Accounts are maintained in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) as established by the Financial Accounting Standards Board (FASB), the uniform system of accounts prescribed for electric utilities by the FERC, the accounting practices and standards established by the DOE and DOD, and the requirements of specific legislation and executive directives issued by government agencies. All material intra-entity balances and transactions have been eliminated. SWFPS's combined financial statements follow the accounting and reporting guidance contained in FASB Accounting Standards Codification (ASC) Topic 980, *Regulated Operations*. Allocation of costs and revenues to accounting periods for rate-making and regulatory purposes may differ from bases generally applied by nonregulated companies. Such allocations to meet regulatory accounting requirements are considered to be U.S. GAAP for regulated utilities, provided that there is a demonstrable ability to recover any deferred costs in future rates and such costs or revenues are accounted for as regulatory assets or liabilities.

(b) *Confirmation and Approval of New Rates*

SWFPS is not a public utility within the jurisdiction of the FERC under the Federal Power Act. Under a Delegation Order issued by the Secretary of Energy, the Administrator of Southwestern has the authority to develop power and transmission rates for the SWFPS. Such rates are approved on an interim basis by the Deputy Secretary of Energy. The FERC has the exclusive authority to confirm, approve, and place into effect on a final basis, to remand or to disapprove, rates developed by the Administrator.

The FERC's review is limited to (1) whether the rates are the lowest possible consistent with sound business principles, (2) whether the revenue levels generated are sufficient to recover the costs of

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2014 and 2013

producing and transmitting electric energy, including repayment within the period permitted by law, and (3) the assumptions and projections used in developing the rates component. The FERC shall reject decisions of the Administrator only if it finds them to be arbitrary, capricious, or in violation of the law.

The rates in effect as of September 30, 2014 are summarized as follows:

The Integrated System rate schedules were placed into effect October 1, 2013 and were confirmed and approved by the FERC on January 9, 2014. These rate schedules incorporated a 4.7% revenue increase and remain in effect through September 30, 2017, or until superseded by new rate schedules.

The Sam Rayburn Dam project rate was placed into effect October 1, 2013 and was confirmed and approved by the FERC on February 6, 2014. This rate increase incorporated a 7.1% revenue increase for the period October 1, 2013 through September 30, 2017, or until superseded by a new rate schedule.

The Robert D. Willis project rate required no rate increase during fiscal year 2014. The Robert D. Willis project rate approved by the FERC on April 29, 2013 remains in effect for the period October 1, 2012 through September 30, 2016, or until superseded by a new rate schedule.

(c) *Utility Plant and Depreciation (Note 2)*

Utility plant includes items such as dams, spillways, generators, turbines, substations and related components (generating facilities), and transmission lines and related components. Utility plant is stated at original cost, net of contributions by external entities. Property transferred from other government agencies is transferred at net book value. Cost includes direct labor and material, payments to contractors, indirect charges for engineering, supervision and similar overhead items, and an allowance for funds used during construction. The costs of additions and betterments are capitalized. Repairs and minor replacements are charged to operation and maintenance expense. Generally, the net cost of utility plant retired, together with removal costs less salvage, is charged to depreciation when the property is removed from service.

The policy of Southwestern and the Corps is to move capitalized costs into completed utility plant at the time a project or feature of a project is deemed to be substantially complete. A project is substantially complete when it is providing benefits and services for the intended purpose and is generating project purpose revenue, where applicable.

Depreciation on utility plant is computed on a straight-line basis over the estimated service lives of the various classes of property. Service lives currently range from 5 to 100 years for transmission plant and generating facility components.

(d) *Cash and Funds Held in Escrow*

Cash represents the unexpended balance of funds authorized by Congress, customer advances, and spectrum relocation funds, held at the U.S. Department of the Treasury (Treasury). Cash received from the sale of power is generally deposited directly with the Treasury and is reflected as "Payments to U.S. Treasury" in the accompanying combined financial statements. Cash held for customer advances is restricted for the purposes agreed to between Southwestern and the customer.

SOUTHWESTERN FEDERAL POWER SYSTEM

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Funds held in escrow represent the unexpended balance of funds held in a bank trust account under alternative financing agreements (note 4b) with certain customers and are restricted specifically to fund operation, maintenance, rehabilitation, and modernization activities at hydroelectric generating facilities of the Corps in SWFPS's marketing region. Under the agreements, funds deposited to the escrow account by customers are credited by Southwestern against accounts receivable for power and energy sold to the customer. The escrowed funds are transferred to the Corps, as needed, to meet contractual obligations as outlined in the agreements. Unused funds held in escrow, if any, will be used to fund additional operation, maintenance, rehabilitation, and modernization activities at hydroelectric generating facilities of the Corps in SWFPS's marketing region.

(e) *Congressional Appropriations*

Southwestern and the Corps receive congressional appropriations through DOE and DOD, respectively, to finance their operations. Certain of Southwestern's appropriations are offset by the use of receipts collected from the sale of Federal hydroelectric power, resulting in a net zero appropriation. The Corps also receives appropriations to finance construction of its hydroelectric projects. In accordance with the Flood Control Act, Southwestern is responsible for repayment to the Federal government, with interest, of its appropriations, and the portion of congressional appropriations allocated to the Corps for construction and operations of the power projects.

Congressional appropriations received by the Corps are authorized and allocated to individual projects. It is the intent of the Corps' project management to distribute congressional appropriations in amounts approximating estimated current year expenses and to adjust the distribution as necessary within the limits of the transfer authority residing at the district level. Project costs that are not specific to a project purpose are distributed between power and nonpower purposes based on project cost allocation.

(f) *Operating Revenues*

Operating revenues are recorded on the basis of service rendered. Rates are established under requirements of the Flood Control Act, related legislation and executive departmental directives, and are to provide sufficient revenues to meet all required repayment of system costs, including operation and maintenance expenses less depreciation, interest, and payment to the U.S. Treasury for the Payable to U.S. Treasury in utility plant. Rates are intended to provide for recovery of the Payable to U.S. Treasury in transmission and generating facilities not to exceed 50 years from the date placed in service, while operation and maintenance costs and interest on Payable to U.S. Treasury are intended to be recovered annually.

As set forth in "Utility Plant and Depreciation" above, assets are being depreciated for financial reporting purposes using the straight-line method over their estimated service lives, which currently range from 5 to 100 years for transmission and generating facility components. Accordingly, annual depreciation charges are not matched with the recovery of the related capital costs and will, in the case of generating facilities, continue beyond the period within which such costs will have been recovered through rates.

While energy and transmission rates are established to recover the costs of operating the power projects, rates are also required to be at the lowest possible level, consistent with sound business principles. Over the life of the power system, accumulated net revenues represent differences between

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the timing of the recognition of expenses and related revenues, resulting primarily from the difference between the recognition of depreciation and the related recovery of the U.S. Treasury's investment in utility plant. SWFPS is a Federal entity, thus at any given time, the accumulated net revenues, to the extent available, are committed to the repayment of the Payable to U.S. Treasury.

The practices followed by Southwestern and the Corps are in conformity with the accounting practices and standards established by DOE and DOD and the requirements of specific legislation and executive directives issued by government agencies. Based upon guidelines established in DOE Order RA 6120.2, revenues distributed to the Corps cover annual operating expenses, including interest, with the remainder applied to the unpaid generation investment.

In addition to providing electric power and energy, Southwestern provides scheduling, billing, and other ancillary services. Southwestern may provide multiple services to any one customer and accounts for these arrangements in accordance with the provisions of ASC Subtopic 605-25, *Revenue Recognition – Multiple-Element Arrangements*. Services qualify as separate units of accounting with distinguishable rates, terms, and delivery schedules. Services are provided to meet customer load requirements and revenues are recognized when services are provided.

(g) ***Regulatory Assets and Liabilities (Note 3)***

Regulatory assets and liabilities result from rate actions of Southwestern's Administrator and other regulatory agencies. These assets and liabilities arise from specific costs and revenues that would have been included in the determination of net revenue in one period, but are deferred until a different period for purposes of developing rates to charge for services, per the requirements of ASC Topic 980. SWFPS defers transactions as regulatory assets and liabilities so that costs will be recovered during the periods when the costs are scheduled to be paid. This ensures the matching of revenues and expenses. The assets and liabilities below are regulatory in nature:

Deferred Workers' Compensation

Workers' compensation consists of two elements: actuarial liability associated with workers' compensation cases incurred for which additional claims may still be made in the future (future claims) and a liability for expenses associated with actual claims incurred and paid by the Department of Labor (DOL), the program administrator, whom SWFPS must reimburse. DOL, DOE, and DOD determined Southwestern and the Corps' actuarial liability associated with workers' compensation cases. The actuarial liability for future claims was determined using historical benefit payment patterns and the Treasury discount rates.

The recovery of these future claims will be deferred for purposes of the rate-making process until such time as the future claims are actually submitted and paid by the DOL. Therefore, the recognition of the expenses associated with this actuarially determined liability has been recorded as deferred workers' compensation in the combined balance sheets in accordance with ASC Topic 980 to reflect the effects of the rate-making process. SWFPS does not earn a rate of return on the deferred workers' compensation regulatory asset.

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Denison Hydropower Water Storage Reallocation

Section 838 of P.L. 99-662 (Section 838) authorized the Corps to reallocate hydropower storage to water supply storage at Lake Texoma, in increments as needed, up to 150,000 acre-feet for users in the State of Texas and up to 150,000 acre-feet for users in the State of Oklahoma. Section 838 directed that the Corps would provide credits to Southwestern equal to the replacement cost of the hydropower lost as a result of the reallocations, and Southwestern would reimburse the preference customers (Denison allottees) for an amount equal to the customers' replacement cost of the hydropower lost as a result of the reallocations.

In fiscal year 2010, the Corps executed water supply contracts for the 150,000 acre-feet of storage authorized for customers in the State of Texas by Section 838. According to a June 2010 agreement between Southwestern and the Corps, the Corps agreed to deposit all cost of storage payments for storage reallocated under Section 838 into the U.S. Treasury and to provide credits in the same amount to the hydropower income account. The total amount received of \$58,786,011 was deferred by Southwestern for the provision of the reimbursement to the Denison allottees and Southwestern for future hydropower storage revenues foregone. The reallocation deferral accrued interest at 3.00% and 2.75% of the outstanding balance for the years ended September 30, 2014 and 2013, respectively, based on law, administrative order, or administrative policy. Interest expense deferred on the outstanding balance totaled \$1,792,727 and \$1,642,290 for the years ended September 30, 2014 and 2013, respectively.

A September 2010 agreement between Southwestern and the Denison allottees provided the initial hydropower replacement cost as determined by Southwestern and the methodology for providing the reimbursement to the Denison allottees as authorized under Section 838. Beginning with the invoice for the October 2010 service month, reimbursement pursuant to Section 838 began as a credit on the Denison allottees' monthly invoices.

Purchased Power and Banking Exchange Deferral

SWFPS utilizes a separate rate component (purchased power adder) to recover the estimated cost of purchased power based upon the average purchased power costs expected to occur in the future. If the actual expenses of purchased power exceed the revenue generated from this adder, the cost is deferred for future recovery through the rates. Likewise, if the expense is less than the adder, the excess revenue is deferred. From time to time, SWFPS may utilize a separate rate component (adder adjustment) to manage additional purchased power expenses or excess revenues, respectively. The net purchased power deferral accrued interest at 3.00% and 2.75% of the outstanding balance for the years ended September 30, 2014 and 2013, respectively, based on law, administrative order, or administrative policy. Interest expense deferred on the outstanding balance totaled \$921,152 and \$811,025 for the years ended September 30, 2014 and 2013, respectively.

SWFPS has arrangements with certain customers in which excess power available on the power system is banked with the customer until needed by the power system and the customer has power available. The power system records a receivable for the power banked at the cost specified in the marketing arrangement, under the provisions of ASC Topic 845, *Nonmonetary Transactions*. The net revenue or expense associated with banking activity is deferred until the power is returned or delivered.

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(h) *Accounts Receivable*

SWFPS's accounts receivable consist generally of receivables for power and energy sold to its customers who are primarily public bodies and cooperatives. SWFPS provides for uncollectible accounts if collection is in doubt. No allowance for uncollectible accounts was considered necessary for any year presented herein.

Billing methods used by Southwestern include net billing and bill crediting. Net billing is an agreement between Southwestern and a customer, whereby the customer's power invoice is credited and the funds received from the sale of power are used to fund transmission and generation activities. Net billing is discussed more fully in note 4(b). Bill crediting involves a billing arrangement among Southwestern, a customer, and a third party, whereby the customer's power invoice is credited and the customer pays a third party for goods or services received by Southwestern. Under Southwestern billing methods, purchase and sale transactions are reported "gross" in the combined financial statements.

(i) *Concentration of Credit Risk*

Financial instruments, which potentially subject SWFPS to credit risk, include accounts receivable for customer purchases of power, transmission, or other products and services. These receivables are primarily with a group of diverse customers that are generally stable, and established organizations, which do not represent a significant credit risk. Although SWFPS is affected by the business environment of the utility industry, management does not believe a significant risk of loss from a concentration of credit exists.

(j) *Interest on Payable to U.S. Treasury*

Interest on Payable to U.S. Treasury is a cost mandated by the Secretary of Energy and by the FERC. SWFPS computes interest in accordance with DOE Order RA 6120.2, which provides that interest be computed on the remaining investment after revenues have been applied to recovery of costs during the year, any prior year unpaid costs, and also to unpaid Federal investment at the applicable interest rate.

(k) *Allowance for Funds Used During Construction*

The FERC Uniform System of Accounts defines Allowance for Funds Used During Construction as the net costs for the period of borrowed funds used for construction purposes and a reasonable rate on other funds when so used. While cash is not realized currently from this allowance, it is realized under the rate-making process over the repayment life of the related property through increased revenues resulting from a higher recoverable investment. The interest rates used were 3.00% and 2.75% for the years ended September 30, 2014 and 2013, respectively, based on law, administrative order, or administrative policy.

(l) *Retirement Benefits*

SWFPS employees participate in one of the following contributory defined benefit plans: the Civil Service Retirement System (CSRS) or Federal Employees Retirement System (FERS). Agency contributions are based on eligible employee compensation and are submitted to benefit program trust funds administered by the Office of Personnel Management (OPM). Based on statutory contribution

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rates, the fiscal years 2014 and 2013 cost factors under CSRS were 32.8% and 32.3%, respectively, of basic pay. The cost factors under FERS for fiscal years 2014 and 2013 were 15.1% and 14.2%, respectively, of basic pay. The contribution levels, however, are legislatively mandated and do not reflect the current full cost requirements to fund the plans. Costs incurred by OPM on behalf of SWFPS are included as transfers of property and services, net, within the Payable to U.S. Treasury on the combined balance sheets.

Other retirement benefits administered by the OPM include the Federal Employees Health Benefits Program (FEHB) and the Federal Employees Group Life Insurance Program (FEGLI). FEHB is calculated at \$5,169 and \$5,190, per enrolled employee, for fiscal years 2014 and 2013, respectively, and FEGLI is based on 0.02% of basic pay for each employee enrolled in these programs.

In addition to the amounts contributed to the CSRS and FERS as stated above, SWFPS recorded an expense and related liability for the pension and other postretirement benefits in the combined financial statements of \$3,515,651 and \$3,363,767 for the years ended September 30, 2014 and 2013, respectively. These amounts reflect the contributions made on behalf of SWFPS by OPM to the benefit program trust funds.

As a Federal agency, all post-retirement activity is managed by OPM, therefore, neither the assets of the plans nor the actuarial data with respect to the accumulated plan benefits relative to Southwestern and the Corps employees are included in this report.

(m) *Transfers of Property and Services, Net*

Transfers of property and services, net, is a component of total capitalization that represents the cumulative receipt of transfers of assets or costs offset by the cumulative disbursement of transfers of revenues. Transfers are recognized upon physical delivery of the asset or performance of the service. Transfers occur between projects, project types, and other Federal entities. Transfers between Southwestern and the Corps eliminate upon combination.

(n) *Income Taxes*

As agencies of the U.S. Government, Southwestern and the Corps are exempt from all income taxes imposed by any governing body, whether it is a Federal, state, or commonwealth of the United States.

(o) *Use of Estimates*

The preparation of the combined financial statements in conformity with U.S. GAAP requires management of SWFPS to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant items subject to such estimates and assumptions include the useful lives of completed utility plant, allowances for doubtful accounts, employee benefit obligations, and other contingencies. Actual results could differ from those estimates.

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(p) ***Non Reimbursable Activities***

Non reimbursable activity for the years ended September 30, 2014 and 2013 consists of the following:

	<u>2014</u>	<u>2013</u>
Non reimbursable revenues:		
Non-Federal project revenue	\$ 212,220	387,468
Federal project revenue	4,813	1,502,524
Interest revenue	41,592	95,010
Total non reimbursable revenues	<u>\$ 258,625</u>	<u>1,985,002</u>
Non reimbursable expenses:		
Non-Federal project expense	\$ 212,220	387,468
Federal project expense	4,813	1,502,524
White River Minimum Flows expense	1,048,209	3,469,469
Spectrum Relocation Fund expense	9,657,391	11,746,365
Other project expense	97,623	675,620
Total non reimbursable expenses	<u>\$ 11,020,256</u>	<u>17,781,446</u>

Federal and Non Federal Projects

Southwestern has agreements with Federal and non-Federal entities to provide services on a cost basis. Non-Federal entities are required to provide advance payment for Southwestern's services. The operating revenues and expenses related to these services are excluded from the rate-making process. A portion of cash and advances for construction in the accompanying combined financial statements relate to these activities.

Escrow Interest Revenue

Interest revenue represents the interest earned on funds held in escrow. These funds are authorized specifically to fund operation, maintenance, rehabilitation, and modernization activities at hydroelectric generating facilities of the Corps in SWFPS's marketing region. This activity is non reimbursable through the rate-making process.

White River Minimum Flows Project

In accordance with Section 132 of P.L. 109-103, Southwestern implemented the offset to the minimum flows project in fiscal year 2010. Section 132 provided that losses to Federal hydropower shall be offset by a reduction in the costs allocated to the Federal hydropower purpose. Southwestern determined the Federal hydropower impacts to include lost on-peak energy and capacity, lost off-peak energy, increased costs due to dissolved oxygen impacts, and increased maintenance costs at Bull Shoals. This activity is non reimbursable through the rate-making process.

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Spectrum Relocation Fund

In December 2004, the U.S. Congress passed and the President signed the Commercial Spectrum Enhancement Act (CSEA, Title II of P.L. 108-494), creating the Spectrum Relocation Fund (SRF) to streamline the relocation of Federal systems from existing spectrum bands to accommodate commercial use by facilitating reimbursement to affected agencies of relocation costs. In fiscal years 2012, 2009, and 2007, Southwestern received \$17,000,000, \$17,730,000, and \$8,091,360, respectively, in spectrum relocation funds, as approved by the Office of Management and Budget, and as reported to the Congress. In fiscal years 2014 and 2013, Southwestern expensed \$9,657,391 and \$11,746,365, respectively. Expenses incurred represent labor, service contracts, travel, and other administrative costs. This activity is non reimbursable through the rate-making process.

(q) *Derivative and Hedging Activities*

Southwestern analyzes derivative financial instruments under ASC Topic 815, *Derivatives and Hedging*. This standard requires that all derivative instruments, as defined by ASC Topic 815, be recorded on the combined balance sheets at fair value, unless exempted. Changes in a derivative instrument's fair value must be recognized currently in the combined statement of revenues and expenses, unless the derivative has been designated in a qualifying hedging relationship. The application of hedge accounting allows a derivative instrument's gains and losses to offset related results of the hedged item in the combined statements of revenues and expenses to the extent effective. ASC Topic 815 requires that the hedging relationship be highly effective and that an organization formally designate a hedging relationship at the inception of the contract to apply hedge accounting.

Southwestern enters into contracts for the sale of electricity for use in its business operations. ASC Topic 815 requires Southwestern to evaluate these contracts to determine whether the contracts are derivatives. Certain contracts that literally meet the definition of a derivative may be exempted from ASC Topic 815 as normal purchases or normal sales. Normal purchases and sales are contracts that provide for the purchase or sale of something other than a financial instrument or derivative instrument that will be delivered in quantities expected to be used or sold over a reasonable period of time in the normal course of business. Contracts that meet the requirements of normal purchases or sales are documented and exempted from the accounting and reporting requirements of ASC Topic 815.

Southwestern's policy is to fulfill all derivative and hedging contracts by providing power to a third party as provided for in each contract. Southwestern's policy does not authorize the use of derivative or hedging instruments for speculative purposes such as hedging electricity pricing fluctuations beyond Southwestern's estimated capacity to deliver power. Accordingly, Southwestern evaluates all of its contracts to determine if they are derivatives and, if applicable, to ensure that they qualify and meet the normal purchases and normal sales designation requirements under ASC Topic 815. Normal sales contracts are accounted for as executory contracts as required under U.S. GAAP. As of September 30, 2014 and 2013, Southwestern has no contracts accounted for as derivatives.

(r) *Fair Value of Financial Instruments*

ASC Topic 825, *Financial Instruments*, requires disclosure of the fair value of financial instruments. The carrying (recorded) value of short-term financial instruments, including cash, funds held in escrow, accounts receivable, accounts payable and accrued liabilities, and advances for construction,

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approximates the fair value of these instruments because of the short maturity of these instruments. The fair value of certain unfunded and actuarially based liabilities cannot be determined as the future payout dates have yet to be determined.

(2) Utility Plant

Utility plant as of September 30, 2014 and 2013 consists of the following:

	2014	2013
Plant in service:		
Generating facilities	\$ 1,193,065,231	1,153,886,436
Transmission facilities	365,929,530	343,607,996
	<u>1,558,994,761</u>	<u>1,497,494,432</u>
Less accumulated depreciation	<u>(728,158,545)</u>	<u>(701,560,020)</u>
Construction work in progress:		
Generating facilities	199,653,864	191,215,272
Transmission facilities	17,586,892	21,469,139
	<u>217,240,756</u>	<u>212,684,411</u>
Net utility plant	<u>\$ 1,048,076,972</u>	<u>1,008,618,823</u>

In accordance with FERC guidelines, SWFPS excludes contributed plant within the combined balance sheets to eliminate the impact on power rates. As of September 30, 2014 and 2013, contributed plant, net, used in SWFPS's operations totaled \$16,946,019.

(3) Regulatory Assets and Liabilities

Regulatory assets and liabilities as of September 30, 2014 and 2013 consist of the following:

	2014	2013
Regulatory assets:		
Deferred workers' compensation	\$ 12,611,197	13,332,550
Regulatory liabilities:		
Hydropower water storage reallocation deferral	\$ 60,739,837	60,568,075
Purchased power and banking exchange deferral	42,290,768	28,519,474
Total	<u>\$ 103,030,605</u>	<u>89,087,549</u>

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Southwestern's purchased power and banking exchange deferral account represents the deferral of net revenue or expenses associated with net purchased power and banking exchange activities as follows:

	Purchased power and banking exchange deferral
September 30, 2012	\$ (39,436,080)
Purchased power adder revenue	(15,782,791)
Purchased power expense	27,950,908
Net banking exchange	(55,678)
Net purchased power and banking exchange deferral	12,112,439
Interest on deferred activities and other	(1,195,833)
September 30, 2013	(28,519,474)
Purchased power adder revenue	(18,182,778)
Purchased power expense	5,592,353
Net banking exchange	(67,942)
Net purchased power and banking exchange deferral	(12,658,367)
Interest on deferred activities and other (note 1(g))	(1,112,927)
September 30, 2014	\$ (42,290,768)

(4) **Financing Sources**

SWFPS's financing sources include annual appropriations, Federal power receipts (Use of Receipts), and alternative financing arrangements to fund its operations.

(a) *Payable to U.S. Treasury*

Construction and operation of Southwestern's transmission system and the Corps' generating facilities and operations are financed through congressional appropriations. The exceptions are capital assets and maintenance activities funded through the alternative financing arrangements and the funding by non-Federal parties of the construction of the Robert Douglas Willis project. The U.S. Government's investment in each generating project and each year's investment in the transmission system are to be repaid to the Treasury over a period not to exceed 50 years from the time the facility is placed in service. There is no requirement for repayment of a specific amount on an annual basis.

Revenues received from the sale of Federal power and purchased power are generally deposited with the Treasury. Annual revenues are first applied to the current year operating expenses (less depreciation) and interest expense. All annual amounts for such expenses have been paid through fiscal year 2014. Remaining revenues are to be first applied to repayment of operating deficits (which include all expenses except depreciation), if any, and then to repayment of the Payable to U.S. Treasury. To

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the extent possible, while still complying with the repayment period established for each increment of investment and unless otherwise required by legislation, repayment of the investment is to be accomplished by a repayment of the highest interest-bearing investment first. Interest rates applied to the unamortized initial investment of the U.S. Government in the Corps' hydroelectric generating facilities range from 2.50% to 5.75% for unpaid facilities in service prior to fiscal year 2014 and 3.00% for facilities placed in service during fiscal year 2014. The rates have been set by law, by administrative order pursuant to law, or by administrative policies using the U.S. Senate Document No. 97 formula for the fiscal year during which the appropriations were requested.

(b) *Alternative Financing*

Due to fluctuations in the amount of annual appropriations received to fund operations, maintenance, rehabilitation, and modernization of the SWFPS facilities, SWFPS has established an alternative financing program under reimbursable authority regulations. Under agreements with customers to finance projects, which benefit the SWFPS, funds received from the sale of power are net billed, allowing a portion of the funds to be utilized to finance agreed-upon projects rather than returned to the Treasury. Under the agreements with certain customers, alternative financing restricted specifically to fund operation, maintenance, rehabilitation, and modernization activities at the hydroelectric generating facilities are held in escrow. All other alternative financing arrangements are collected by Southwestern and deposited as cash held by the Treasury, and are reflected as other assets with an offsetting liability included in advances for construction, until completion of the project at which time the asset and liability are eliminated.

(5) *Commitments and Contingencies*

(a) *General*

Based on the 2014 Integrated System Power Repayment Study prepared as of September 30, 2014, the projected increase in capital investment in 2014 is \$135,268,658, which includes \$20,103,527 for transmission facilities and \$115,165,131 for generating facilities. The five-year investment increase projected in the 2014 Integrated System Power Repayment Study for fiscal years 2014 through 2018 is estimated to cost \$719,432,890. It is reasonably possible that a change in estimate will occur.

Southwestern sells the majority of its marketable power to customers under long-term power sales contracts of 15 years, which require Southwestern to provide 1,200 kilowatt hours per kilowatt of peaking contract demand per year, subject to scheduling constraints outlined in each customer's contract. If sufficient power is unavailable to Southwestern from Corps' hydroelectric facilities to meet these commitments, Southwestern may be required to purchase power from other sources to meet these commitments. The cost to purchase such power is recovered through the purchased power adder discussed more fully in note 1(g).

(b) *Legal*

SWFPS has exposure to certain claims and legal actions arising in the ordinary course of business. In management's opinion, any resulting actions will not have a material adverse effect on the financial condition or results of operations of SWFPS as of September 30, 2014 and 2013.

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(6) Leases

SWFPS is obligated under a 20-year operating lease for office space, which commenced January 1, 2014 and is scheduled to terminate December 31, 2033. This lease consists of a 10-year firm term for the first 10 years and the option to terminate during the second 10-year term. Future minimum lease payments as of September 30, 2014 are as follows:

Year ending September 30:		
2015	\$	742,000
2016		751,000
2017		761,000
2018		770,000
2019		814,000
Thereafter		<u>13,357,000</u>
Total future minimum lease payments	\$	<u><u>17,195,000</u></u>

Rent expense for operating leases during the years ended September 30, 2014 and 2013 was \$770,000 and \$743,000, respectively.

(7) Related Parties

As components of DOE and DOD, these departments are considered related parties to Southwestern and the Corps. Southwestern has certain agreements with DOE and DOD components to provide electric power, transmission services, and other services. As of September 30, 2014 and 2013, amounts outstanding in accounts receivable relating to DOE and DOD components totaled \$283,606 and \$268,783, respectively; for the years ended September 30, 2014 and 2013, total operating revenues earned from DOE and DOD sources totaled \$3,668,739 and \$3,646,463, respectively.

(8) Subsequent Events

On December 4, 2014, the Deputy Secretary of Energy approved a 10.2% increase for the Robert D. Willis project on an interim basis for the period January 1, 2015 through September 30, 2018.

SWFPS has evaluated subsequent events from the balance sheet date through May 8, 2015, the date at which the combined financial statements were available to be issued, and such events are disclosed in these accompanying notes.

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Combining Schedule of Balance Sheet Data

September 30, 2014

Assets	Southwestern	Corps	Total
Plant in service	\$ 365,929,530	1,193,065,231	1,558,994,761
Accumulated depreciation	(181,171,359)	(546,987,186)	(728,158,545)
Construction work in progress	17,586,892	199,653,864	217,240,756
Net utility plant	202,345,063	845,731,909	1,048,076,972
Cash	152,795,136	159,161,389	311,956,525
Funds held in escrow	16,881,829	30,500,834	47,382,663
Accounts receivable	13,981,597	40,921	14,022,518
Materials and supplies, at average cost	3,138,875	54,390	3,193,265
Banking exchange receivables	4,115,837	—	4,115,837
Deferred workers' compensation	5,193,300	7,417,897	12,611,197
Other assets	61,914,088	—	61,914,088
Total assets	<u>\$ 460,365,725</u>	<u>1,042,907,340</u>	<u>1,503,273,065</u>
Liabilities and Capitalization			
Liabilities:			
Accounts payable and accrued liabilities	\$ 8,724,714	16,569,696	25,294,410
Advances for construction	45,375,236	—	45,375,236
Accrued workers' compensation	5,947,452	7,564,406	13,511,858
Purchased power and banking exchange deferral	42,290,768	—	42,290,768
Hydropower water storage reallocation deferral	60,739,837	—	60,739,837
Total liabilities	<u>163,078,007</u>	<u>24,134,102</u>	<u>187,212,109</u>
Capitalization:			
Payable to U.S. Treasury	224,358,897	723,435,927	947,794,824
Accumulated net revenues	72,928,821	295,337,311	368,266,132
Total capitalization	<u>297,287,718</u>	<u>1,018,773,238</u>	<u>1,316,060,956</u>
Total liabilities and capitalization	<u>\$ 460,365,725</u>	<u>1,042,907,340</u>	<u>1,503,273,065</u>

See accompanying independent auditors' report.

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Combining Schedule of Balance Sheet Data

September 30, 2013

Assets	Southwestern	Corps	Total
Plant in service	\$ 343,607,996	1,153,886,436	1,497,494,432
Accumulated depreciation	(169,911,186)	(531,648,834)	(701,560,020)
Construction work in progress	21,469,139	191,215,272	212,684,411
Net utility plant	195,165,949	813,452,874	1,008,618,823
Cash	127,741,038	134,937,393	262,678,431
Funds held in escrow	13,550,027	60,279,200	73,829,227
Accounts receivable	22,709,919	255,737	22,965,656
Materials and supplies, at average cost	2,963,442	24,631	2,988,073
Banking exchange receivables	4,151,402	—	4,151,402
Deferred workers' compensation	3,963,184	9,369,366	13,332,550
Other assets	55,418,827	—	55,418,827
Total assets	\$ 425,663,788	1,018,319,201	1,443,982,989
Liabilities and Capitalization			
Liabilities:			
Accounts payable and accrued liabilities	\$ 8,731,416	10,764,209	19,495,625
Advances for construction	47,150,029	—	47,150,029
Accrued workers' compensation	4,992,410	9,591,708	14,584,118
Purchased power and banking exchange deferral	28,519,474	—	28,519,474
Hydropower water storage reallocation deferral	60,568,075	—	60,568,075
Total liabilities	149,961,404	20,355,917	170,317,321
Capitalization:			
Payable to U.S. Treasury	196,730,124	740,260,747	936,990,871
Accumulated net revenues	78,972,260	257,702,537	336,674,797
Total capitalization	275,702,384	997,963,284	1,273,665,668
Total liabilities and capitalization	\$ 425,663,788	1,018,319,201	1,443,982,989

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Changes in Capitalization Data

Years ended September 30, 2014 and 2013

	<u>Southwestern payable to U.S. Treasury</u>	<u>Southwestern accumulated net revenues (deficit)</u>	<u>Southwestern total capitalization</u>	<u>Corps payable to U.S. Treasury</u>	<u>Corps accumulated net revenues (deficit)</u>	<u>Corps total capitalization</u>	<u>Total capitalization</u>
Total capitalization as of September 30, 2012	\$ 138,839,114	93,612,203	232,451,317	758,122,740	215,303,658	973,426,398	1,205,877,715
Additions:							
Congressional appropriations	11,243,216	—	11,243,216	32,881,680	—	32,881,680	44,124,896
Interest on payable to U.S. Treasury and other	2,174,291	—	2,174,291	17,469,183	—	17,469,183	19,643,474
Transfers of property and services, net	<u>(32,782,408)</u>	<u>—</u>	<u>(32,782,408)</u>	<u>49,167,472</u>	<u>—</u>	<u>49,167,472</u>	<u>16,385,064</u>
Total additions to capitalization	<u>(19,364,901)</u>	<u>—</u>	<u>(19,364,901)</u>	<u>99,518,335</u>	<u>—</u>	<u>99,518,335</u>	<u>80,153,434</u>
Deductions:							
Payments to U.S. Treasury	77,255,911	—	77,255,911	(117,380,328)	—	(117,380,328)	(40,124,417)
Net revenues for the year ended September 30, 2013	<u>—</u>	<u>(14,639,943)</u>	<u>(14,639,943)</u>	<u>—</u>	<u>42,398,879</u>	<u>42,398,879</u>	<u>27,758,936</u>
Total capitalization as of September 30, 2013	196,730,124	78,972,260	275,702,384	740,260,747	257,702,537	997,963,284	1,273,665,668
Additions:							
Congressional appropriations	11,892,000	—	11,892,000	68,363,832	—	68,363,832	80,255,832
Interest on payable to U.S. Treasury and other	1,878,990	—	1,878,990	17,516,190	—	17,516,190	19,395,180
Transfers of property and services, net	<u>(11,807,998)</u>	<u>—</u>	<u>(11,807,998)</u>	<u>14,634,665</u>	<u>—</u>	<u>14,634,665</u>	<u>2,826,667</u>
Total additions to capitalization	<u>1,962,992</u>	<u>—</u>	<u>1,962,992</u>	<u>100,514,687</u>	<u>—</u>	<u>100,514,687</u>	<u>102,477,679</u>
Deductions:							
Payments to U.S. Treasury	25,665,781	—	25,665,781	(117,339,507)	—	(117,339,507)	(91,673,726)
Net revenues for the year ended September 30, 2014	<u>—</u>	<u>(6,043,439)</u>	<u>(6,043,439)</u>	<u>—</u>	<u>37,634,774</u>	<u>37,634,774</u>	<u>31,591,335</u>
Total capitalization as of September 30, 2014	\$ <u>224,358,897</u>	<u>72,928,821</u>	<u>297,287,718</u>	<u>723,435,927</u>	<u>295,337,311</u>	<u>1,018,773,238</u>	<u>1,316,060,956</u>

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Revenues and Expenses Data

Year ended September 30, 2014

	<u>Southwestern</u>	<u>Corps</u>	<u>Total</u>
Operating revenues:			
Sales of electric power	\$ 166,027,042	—	166,027,042
Transmission and other operating revenues	20,454,049	1,354,222	21,808,271
Total operating revenues before deferrals	186,481,091	1,354,222	187,835,313
Net purchased power and banking exchange deferral	(12,658,367)	—	(12,658,367)
Revenue distributed to Corps	(113,008,502)	113,008,502	—
Total operating revenues	60,814,222	114,362,724	175,176,946
Non reimbursable revenues	236,991	21,634	258,625
Total revenues	<u>61,051,213</u>	<u>114,384,358</u>	<u>175,435,571</u>
Operating expenses:			
Operation and maintenance	26,244,034	49,015,202	75,259,236
Purchased power and banking exchange	6,686,827	—	6,686,827
Depreciation and amortization	12,541,919	16,849,759	29,391,678
Transmission service charges by others	3,052,720	—	3,052,720
Retirement and other employee benefit expense	4,232,210	2,202,026	6,434,236
Non reimbursable expenses	11,020,256	—	11,020,256
Total operating expenses	<u>63,777,966</u>	<u>68,066,987</u>	<u>131,844,953</u>
Net operating revenues (deficit)	<u>(2,726,753)</u>	<u>46,317,371</u>	<u>43,590,618</u>
Interest expense:			
Interest on payable to U.S. Treasury and other	4,592,869	17,516,190	22,109,059
Allowance for funds used during construction	(1,276,183)	(8,833,593)	(10,109,776)
Net interest expense	<u>3,316,686</u>	<u>8,682,597</u>	<u>11,999,283</u>
Net revenues (deficit)	<u>\$ (6,043,439)</u>	<u>37,634,774</u>	<u>31,591,335</u>

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Revenues and Expenses Data

Year ended September 30, 2013

	<u>Southwestern</u>	<u>Corps</u>	<u>Total</u>
Operating revenues:			
Sales of electric power	\$ 163,239,834	—	163,239,834
Transmission and other operating revenues	19,216,812	1,399,886	20,616,698
Total operating revenues before deferrals	182,456,646	1,399,886	183,856,532
Net purchased power and banking exchange deferral	12,112,439	—	12,112,439
Revenue distributed to Corps	(113,185,966)	113,185,966	—
Total operating revenues	81,383,119	114,585,852	195,968,971
Non reimbursable revenues	1,932,392	52,610	1,985,002
Total revenues	83,315,511	114,638,462	197,953,973
Operating expenses:			
Operation and maintenance	27,128,906	43,820,360	70,949,266
Purchased power and banking exchange	29,447,690	—	29,447,690
Depreciation and amortization	12,746,019	16,138,444	28,884,463
Transmission service charges by others	3,160,203	—	3,160,203
Retirement and other employee benefit expense	4,349,207	2,247,723	6,596,930
Non reimbursable expenses	17,781,446	—	17,781,446
Total operating expenses	94,613,471	62,206,527	156,819,998
Net operating revenues (deficit)	(11,297,960)	52,431,935	41,133,975
Interest expense:			
Interest on payable to U.S. Treasury and other	4,627,606	17,469,183	22,096,789
Allowance for funds used during construction	(1,285,623)	(7,436,127)	(8,721,750)
Net interest expense	3,341,983	10,033,056	13,375,039
Net revenues (deficit)	\$ (14,639,943)	42,398,879	27,758,936

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Cash Flows Data

Year ended September 30, 2014

	<u>Southwestern</u>	<u>Corps</u>	<u>Total</u>
Cash flows from operating activities:			
Net revenues (deficit)	\$ (6,043,439)	37,634,774	31,591,335
Adjustments to reconcile net revenues (deficit) to net cash provided by (used in) operating activities:			
Revenue distributed to Corps	113,008,502	(113,008,502)	—
Depreciation and amortization	12,541,919	16,849,759	29,391,678
Benefit expense paid by other Federal agencies	1,457,001	2,058,650	3,515,651
Interest on payable to U.S. Treasury and other	4,592,869	17,516,190	22,109,059
Allowance for funds used during construction	(1,276,183)	(8,833,593)	(10,109,776)
(Increase) decrease in assets:			
Accounts receivable	8,728,322	214,816	8,943,138
Materials and supplies	(175,433)	(29,759)	(205,192)
Banking exchange receivables	35,565	—	35,565
Deferred workers' compensation	(1,230,116)	1,951,469	721,353
Other assets	(6,495,261)	—	(6,495,261)
Increase (decrease) in liabilities:			
Accounts payable and accrued liabilities	(6,702)	5,805,487	5,798,785
Accrued workers' compensation	955,042	(2,027,302)	(1,072,260)
Purchased power and banking exchange deferral	12,850,142	—	12,850,142
Advances for construction	(1,774,793)	—	(1,774,793)
Net cash provided by (used in) operating activities	<u>137,167,435</u>	<u>(41,868,011)</u>	<u>95,299,424</u>
Cash flows used in investing activities:			
Additions to utility plant	<u>(18,444,849)</u>	<u>(40,295,202)</u>	<u>(58,740,051)</u>
Cash flows from financing activities:			
Congressional appropriations	11,892,000	68,363,832	80,255,832
Payments to U.S. Treasury	25,665,781	(117,339,507)	(91,673,726)
Revenue distributed to Corps	(113,008,502)	113,008,502	—
Transfers of property and services, net	(13,265,000)	12,576,016	(688,984)
Hydropower water storage reallocation deferral	(1,620,965)	—	(1,620,965)
Funds received in escrow	(16,615,959)	(8,021,634)	(24,637,593)
Funds disbursed from escrow	<u>13,284,157</u>	<u>37,800,000</u>	<u>51,084,157</u>
Net cash (used in) provided by financing activities	<u>(93,668,488)</u>	<u>106,387,209</u>	<u>12,718,721</u>
Net increase in cash	25,054,098	24,223,996	49,278,094
Cash, beginning of year	<u>127,741,038</u>	<u>134,937,393</u>	<u>262,678,431</u>
Cash, end of year	<u>\$ 152,795,136</u>	<u>159,161,389</u>	<u>311,956,525</u>
Supplemental cash flow information:			
Interest deferred on regulatory liabilities	\$ 2,713,879	—	2,713,879

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Cash Flows Data

Year ended September 30, 2013

	<u>Southwestern</u>	<u>Corps</u>	<u>Total</u>
Cash flows from operating activities:			
Net revenues	\$ (14,639,943)	42,398,879	27,758,936
Adjustments to reconcile net revenues to net cash provided by (used in) operating activities:			
Revenue distributed to Corps	113,185,966	(113,185,966)	—
Depreciation and amortization	12,746,019	16,138,444	28,884,463
Benefit expense paid by other Federal agencies	1,338,386	2,025,381	3,363,767
Interest on payable to U.S. Treasury and other	4,627,606	17,469,183	22,096,789
Allowance for funds used during construction	(1,285,623)	(7,436,127)	(8,721,750)
(Increase) decrease in assets:			
Accounts receivable	(5,179,359)	(144,370)	(5,323,729)
Materials and supplies	(75,645)	—	(75,645)
Banking exchange receivables	691	—	691
Deferred workers' compensation	(156,762)	1,197,152	1,040,390
Other assets	(22,127,137)	—	(22,127,137)
Increase (decrease) in liabilities:			
Accounts payable and accrued liabilities	(601,196)	5,147,663	4,546,467
Accrued workers' compensation	198,581	(1,253,058)	(1,054,477)
Purchased power and banking exchange deferral	(11,727,631)	—	(11,727,631)
Advances for construction	24,517,543	—	24,517,543
Net cash provided by (used in) operating activities	<u>100,821,496</u>	<u>(37,642,819)</u>	<u>63,178,677</u>
Cash flows used in investing activities:			
Additions to utility plant	<u>(16,435,606)</u>	<u>(38,181,311)</u>	<u>(54,616,917)</u>
Cash flows from financing activities:			
Congressional appropriations	11,243,216	32,881,680	44,124,896
Payments to U.S. Treasury	77,255,911	(117,380,328)	(40,124,417)
Revenue distributed to Corps	(113,185,966)	113,185,966	—
Transfers of property and services, net	(34,120,794)	47,142,091	13,021,297
Hydropower water storage reallocation deferral	(1,587,626)	—	(1,587,626)
Funds received in escrow	(32,724,598)	(5,552,610)	(38,277,208)
Funds disbursed from escrow	<u>37,734,531</u>	<u>13,310,000</u>	<u>51,044,531</u>
Net cash (used in) provided by financing activities	<u>(55,385,326)</u>	<u>83,586,799</u>	<u>28,201,473</u>
Net increase in cash	29,000,564	7,762,669	36,763,233
Cash, beginning of year	98,740,474	127,174,724	225,915,198
Cash, end of year	<u>\$ 127,741,038</u>	<u>134,937,393</u>	<u>262,678,431</u>
Supplemental cash flow information:			
Interest deferred on regulatory liabilities	\$ 2,453,315	—	2,453,315

See accompanying independent auditors' report.

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