

Alabama Municipal Electric Authority

Financial Statements as of and for the
Years Ended September 30, 2013 and 2012,
Additional Information for the Years Ended
September 30, 2013 and 2012, and
Independent Auditors' Report

ALABAMA MUNICIPAL ELECTRIC AUTHORITY

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ALABAMA MUNICIPAL ELECTRIC AUTHORITY

MANAGEMENT'S DISCUSSION AND ANALYSIS

Corporate Structure — The Alabama Municipal Electric Authority (AMEA or the “Authority”) is a nonprofit joint action agency created on August 17, 1981, under Act No. 81-681 (the “Act”), General Laws of Alabama. The Authority is a public corporation whose primary purpose is to provide reliable and economical electric power to its 11 members.

Joint Action — The Authority is composed of 11 members consisting of municipalities, utilities boards, and an electric board, all located in the state of Alabama (the “Participating Members”), each of which owns and operates an electrical distribution system. Each Participating Member has signed a purchase power contract with the Authority that expires on December 31, 2035.

Legal Authority — The Act provides that the Authority will establish rates and charges to produce revenues sufficient to cover its costs, including debt service. The Authority is specifically authorized by the Act to undertake projects for its members and to issue tax-exempt bonds and other obligations to finance the costs of such projects.

Overview of the Financial Statements — This discussion and analysis is intended to serve as an introduction to the Authority’s basic financial statements. These financial statements are designed to provide readers with an overview of the Authority’s finances, in a manner similar to private sector businesses.

The statements of net position present information on all of the Authority’s assets and liabilities, with the difference between the two being reported as net position. The Authority limits the amount of net position to amounts necessary to fund any capital assets that need to be purchased that are not funded by bond issues. All other excess funds are transferred to the Rate Stabilization account. The Rate Stabilization account funds will be used to help reduce future rate increases to the Participating Members.

The statements of revenues and expenses and changes in net position present information relative to how the Authority’s net position changed during the fiscal years presented. All changes in net position are reported on the accrual basis as soon as the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Therefore, revenues and expenses are reported in these statements for some items that will result in cash flow in future fiscal years.

Proprietary Funds — The Authority operates only one type of proprietary fund — the enterprise fund-type. Enterprise funds are used to report business-type activities (as contrasted with tax-supported governmental activities).

Notes to Financial Statements — The notes provide additional information that is essential to a full understanding of the data provided in the financial statements.

Financial Analysis — 2013 Compared to 2012

Condensed statements of net position as of September 30, 2013 and 2012, are as follows:

	2013	2012
Total assets	<u>\$ 98,777,603</u>	<u>\$ 104,530,570</u>
Long-term debt, net	35,217,732	36,298,580
Other liabilities	<u>43,613,863</u>	<u>49,285,982</u>
Total liabilities	<u>78,831,595</u>	<u>85,584,562</u>
Net position	<u>\$ 19,946,008</u>	<u>\$ 18,946,008</u>

Total Assets — The decrease in total assets of \$5,752,967 is driven by several factors. Annual amortization and depreciation decreased total assets in the amount of \$2,161,691. Total current assets decreased by \$4,059,668, which was primarily due to a \$1,216,212 decrease in cash and a \$4,216,887 decrease in working capital, both caused by reduced power sales to the participating members. This was offset by a \$1,347,924 increase in participants receivable. Regulatory assets, net, decreased by \$127,234, primarily the result of ordinary amortization countered by an \$82,203 increase associated with negotiating an amendment to the Power Supply Agreement (PSA) with Alabama Power.

Total Liabilities — The decrease in total liabilities of \$6,752,967 was primarily a result of the following items. Amounts payable under power supply contracts decreased by \$816,379 as a result of less energy usage in August and September, which were in payables as of September 30, 2013 compared to September 30, 2012. Long-term debt was reduced by \$1,080,848 primarily as a result of normal debt payments. Net costs to be refunded to Participating Members decreased by \$4,949,963, a result of a \$4,216,887 transfer from the Working Capital account, in addition to deferred depreciation and other items normally charged to this account.

A summary of operations for the years ended September 30, 2013 and 2012, is as follows:

	2013	2012
Operating revenues	<u>\$ 201,173,746</u>	<u>\$ 208,393,394</u>
Operating expenses:		
Purchased power expenses	196,200,827	200,282,704
Plant operating expenses	297,318	610,714
Administrative, general, and operating expenses	<u>6,847,087</u>	<u>6,964,916</u>
Total operating expenses	<u>203,345,232</u>	<u>207,858,334</u>
Net operating (loss) income	(2,171,486)	535,060
Other expense — net	(1,778,477)	(1,770,301)
Changes in net costs to be refunded to Participating Members	<u>4,949,963</u>	<u>2,252,158</u>
Excess of revenues over expenses	1,000,000	1,016,917
Net position — beginning of year	<u>18,946,008</u>	<u>17,929,091</u>
Net position — end of year	<u>\$ 19,946,008</u>	<u>\$ 18,946,008</u>

Operating Revenues — Total operating revenues decreased by \$7,219,648. Decreases in capacity sales and energy sales resulted in a decrease in sales of electricity to Participating Members in the amount of \$7,291,711. Sales of electricity to others increased by \$72,063 from the inception of sale margin credits in the energy settlement provisions of the PSA, as amended.

Operating Expenses — Total operating expenses decreased by \$4,513,102. Purchased power expenses decreased by \$4,081,877 due to a decrease in purchased energy but countered by increases in Power Supply Agreement capacity factors. Included in purchased power expenses, capacity costs under the PSA increased by \$324,957 based on contractual rate increases. The net energy costs under the PSA decreased by \$4,789,264, transmission costs increased by \$414,620, and cost of electricity for resale decreased by \$32,189. Plant operating expenses decreased by \$313,396 as a result of the Authority's AMEA-Sylacauga Plant operating less than in the previous year.

Other Expense — Net — Other expense — net increased by \$8,176. Interest expense decreased by \$40,621 due to a lower outstanding debt balance. Interest income decreased by \$74,030 as a result of lower interest rates and a change in investment strategies. Investment income increased by \$12,683 as a result of an increase in the Authority's share of Hometown Connections profit and an increase in the market value of the Authority's investment account. Other income increased by \$10,499, and amortization of bond discounts, issuance costs and excess costs of bond refundings decreased by \$2,051.

Changes in Net Costs to Be Refunded to Participating Members — The change of \$2,697,805 in this account is due to a small increase in the amount of the regular annual charges to this account and a transfer in FY2013 of \$4,216,887 from working capital. In FY2012, \$1,450,000 was transferred from working capital (see Note 6).

Liquidity and Capital Resources — The Authority had cash and cash equivalents of \$32,502,248 at September 30, 2013, a decrease of \$2,324,681 from the prior year. The cash receipts during the year for operating activities were \$2,214,981 less than cash paid for operating expenses. Also, \$3,012,644 was paid out for capital and related financing activities. During the year, \$2,435,618 was transferred from the Investment account to the Working Capital account. Cash and cash equivalents balances are composed of the Working Capital account, including the Operating and Maintenance fund, and the Rate Stabilization account, which is included in the Revenue fund.

The Authority's debt classified as long term as of September 30, 2013, is \$35,217,732. This debt was issued in 2003 to finance the construction of the AMEA-Sylacauga Plant. Future revenues from the sale of electricity to members are expected to be sufficient to fully retire this debt at scheduled maturity dates through 2033. (See Note 7.)

Financial Analysis — 2012 Compared to 2011

Condensed statements of net position as of September 30, 2012 and 2011, are as follows:

	2012	2011
Total assets	<u>\$ 104,530,570</u>	<u>\$ 88,958,603</u>
Long-term debt, net	36,298,580	37,339,180
Other liabilities	<u>49,285,982</u>	<u>33,690,332</u>
Total liabilities	<u>85,584,562</u>	<u>71,029,512</u>
Net position	<u>\$ 18,946,008</u>	<u>\$ 17,929,091</u>

Total Assets — The increase in total assets of \$15,571,967 is driven by several factors. Annual amortization and depreciation decreased total assets in the amount of \$2,167,893. Other long-term assets increased by \$438,360, primarily a result of the issuance of two economic development loans. Total current assets increased by a total of \$16,709,114, which was primarily due to a \$4,054,130 increase in receivables from Participating Members and a \$12,866,874 increase in the operation and maintenance fund due to the timing of accounts payable due after year-end. Regulatory assets, net increased by \$463,103, primarily the result of the costs of the new Santee Cooper purchased power contract and the negotiation costs of the Amended and Restated Power Supply Agreement with Alabama Power Company.

Total Liabilities — The increase in total liabilities of \$14,555,050 was primarily a result of the following items. Amounts payable under power supply contracts increased by \$17,873,908 a result of the timing of invoices from Alabama Power Company making more payable at September 30, 2012. Long-term debt was reduced by \$1,040,600 primarily as a result of normal debt payments. Net costs to be refunded to Participating Members decreased by \$2,252,158, a result of a \$1,450,000 transfer from the Working Capital account, in addition to deferred depreciation and other items normally charged to this account.

A summary of operations for the years ended September 30, 2012 and 2011, is as follows:

	2012	2011
Operating revenues	<u>\$ 208,393,394</u>	<u>\$ 215,159,393</u>
Operating expenses:		
Purchased power expenses	200,282,704	205,725,080
Plant operating expenses	610,714	808,541
Administrative, general, and operating expenses	<u>6,964,916</u>	<u>7,147,385</u>
Total operating expenses	<u>207,858,334</u>	<u>213,681,006</u>
Net operating income	535,060	1,478,387
Other expense — net	(1,770,302)	(1,786,206)
Changes in net costs to be refunded to Participating Members	<u>2,252,159</u>	<u>656,054</u>
Excess of revenues over expenses	1,016,917	348,235
Net position — beginning of year	<u>17,929,091</u>	<u>17,580,856</u>
Net position — end of year	<u>\$ 18,946,008</u>	<u>\$ 17,929,091</u>

Operating Revenues — Total operating revenues decreased by \$6,765,999. Decreases in capacity sales and energy sales offset by a January 1, 2012, increase in the demand and energy rates charged to the Authority's Participating Members resulted in a net decrease in sales of electricity to Participating Members in the amount of \$5,263,647. Sales of electricity to others decreased by \$1,502,352 from a decline in sales to Tenaska Power Services Co.

Operating Expenses — Total operating expenses decreased by \$5,822,672. Purchased power expenses decreased by \$5,442,376 due to increases in Power Supply Agreement (PSA) but countered by a decrease in purchased energy. Capacity costs under the PSA increased by \$6,698,579 based on contracted rate increases. The net energy costs under the PSA decreased by \$8,683,306. Transmission costs decreased by \$2,112,634. Plant operating expenses decreased by \$197,827 as a result of the Authority's AMEA-Sylacauga Plant operating less than in the previous year.

Other Expense — Net — Other expense — net decreased by \$15,904. Interest expense decreased by \$36,710 due to a lower outstanding debt balance. Interest income decreased by \$23,413 as a result of lower interest rates. Investment income increased by \$49,548 as a result of an increase in the Authority's share of Hometown Connections profit and an increase in the market value of the Authority's investment account. Other income decreased by \$48,910.

Changes in Net Costs to Be Refunded to Participating Members — The change of \$1,596,105 in this account is due to a small increase in the amount of the regular annual charges to this account and a transfer in FY2012 of \$1,450,000 from working capital. In FY2011, \$200,000 was transferred to the Rate Stabilization account (see Note 6).

Liquidity and Capital Resources — The Authority had cash and cash equivalents of \$34,826,929 at September 30, 2012, an increase of \$16,170,506 from the prior year. The cash receipts during the year for operating activities were \$15,681,354, more than cash paid for operating expenses. Also, \$2,980,005 was paid out for capital and related financing activities. During the year, \$3,162,179 was transferred from the Investment account to the Working Capital account. Cash and cash equivalents balances are composed of the Working Capital account, including the Operating and Maintenance fund and the Rate Stabilization account included in the Revenue fund.

The Authority's debt classified as long term as of September 30, 2012, is \$36,298,580. This debt was issued in 2003 to finance the construction of the AMEA-Sylacauga Plant. Future revenues from the sale of electricity to members are expected to be sufficient to fully retire this debt at scheduled maturity dates through 2033.

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Alabama Municipal Electric Authority
Montgomery, Alabama

We have audited the accompanying financial statements of Alabama Municipal Electric Authority (the "Authority"), which comprise the statements of net position as of September 30, 2013 and 2012, and the related statements of revenues and expenses and changes in net position and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 Authority'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 Authority's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Alabama Municipal Electric Authority as of September 30, 2013 and 2012, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information from pages 25 through 28 is presented for the purpose of additional analysis and is not a required part of the financial statements. This supplementary information is the responsibility of the Authority's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, such information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis from pages 1 through 6 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Deloitte & Touche LLP

February 25, 2014

ALABAMA MUNICIPAL ELECTRIC AUTHORITY

STATEMENTS OF NET POSITION AS OF SEPTEMBER 30, 2013 AND 2012

	2013	2012
ASSETS AND DEFERRED OUTFLOWS		
PROPERTY AND EQUIPMENT — Net	\$ <u>25,971,823</u>	\$ <u>27,818,256</u>
OTHER LONG-TERM ASSETS:		
Investments	497,403	458,165
Capital fund program receivable	<u>800,000</u>	<u>800,000</u>
Total other long-term assets	<u>1,297,403</u>	<u>1,258,165</u>
SPECIAL FUNDS INVESTED:		
Debt service fund (restricted)	2,922,449	2,932,529
Reserve and contingency fund	<u>338,000</u>	<u>50,000</u>
Total special funds invested	<u>3,260,449</u>	<u>2,982,529</u>
CURRENT ASSETS:		
Funds invested:		
Revenue fund	14,703,904	14,705,837
Operation and maintenance fund	20,322,885	25,730,226
Special funds — debt service fund (restricted)	<u>243,781</u>	<u>244,035</u>
Total funds invested	35,270,570	40,680,098
Receivables from participating members	28,621,066	27,273,142
Other receivables	13,191	19,261
Materials and supplies	159,653	157,830
Prepaid expenses	<u>110,284</u>	<u>104,101</u>
Total current assets	<u>64,174,764</u>	<u>68,234,432</u>
DEFERRED COSTS:		
Regulatory assets — net	3,264,025	3,391,259
Unamortized bond issuance costs — net of accumulated amortization of \$746,338 and \$679,839, respectively	<u>809,139</u>	<u>845,929</u>
Total deferred costs	<u>4,073,164</u>	<u>4,237,188</u>
DEFERRED OUTFLOWS OF RESOURCES	<u>-</u>	<u>-</u>
TOTAL	\$ <u>98,777,603</u>	\$ <u>104,530,570</u>

(Continued)

ALABAMA MUNICIPAL ELECTRIC AUTHORITY

STATEMENTS OF NET POSITION AS OF SEPTEMBER 30, 2013 AND 2012

	2013	2012
LIABILITIES AND NET POSITION		
LONG-TERM DEBT — Revenue bonds — net of unamortized discounts	<u>\$ 35,217,732</u>	<u>\$ 36,298,580</u>
REGULATORY LIABILITIES — Net costs to be refunded to participating members	<u>7,202,000</u>	<u>12,151,963</u>
CURRENT LIABILITIES:		
Current maturities of revenue bonds	1,090,000	1,050,000
Amounts payable under power supply contracts	34,539,243	35,355,622
Special funds — accrued interest on revenue bonds	152,948	156,535
Other current liabilities	<u>629,672</u>	<u>571,862</u>
Total current liabilities	<u>36,411,863</u>	<u>37,134,019</u>
Total liabilities	<u>78,831,595</u>	<u>85,584,562</u>
DEFERRED INFLOWS OF RESOURCES	<u>-</u>	<u>-</u>
NET POSITION:		
Invested in capital assets — net of related debt	(10,335,909)	(9,530,324)
Restricted for debt service	3,166,230	3,176,564
Unrestricted	<u>27,115,687</u>	<u>25,299,768</u>
Total net position	<u>19,946,008</u>	<u>18,946,008</u>
TOTAL	<u>\$ 98,777,603</u>	<u>\$ 104,530,570</u>

See notes to financial statements.

(Concluded)

ALABAMA MUNICIPAL ELECTRIC AUTHORITY

STATEMENTS OF REVENUES AND EXPENSES AND CHANGES IN NET POSITION FOR THE YEARS ENDED SEPTEMBER 30, 2013 AND 2012

	2013	2012
OPERATING REVENUES:		
Sales of electricity to Participating Members	\$201,071,868	\$208,363,579
Sales of electricity — other	<u>101,878</u>	<u>29,815</u>
Total operating revenues	<u>201,173,746</u>	<u>208,393,394</u>
OPERATING EXPENSES:		
Partial requirements services:		
Purchased power	183,125,664	187,589,971
Transmission and distribution	13,075,163	12,660,544
Plant operating expenses	297,318	610,714
Cost of other electricity sales		32,189
Other operating and maintenance expenses	461,202	547,190
Administrative and general expenses	4,224,194	4,249,833
Amortization and depreciation	<u>2,161,691</u>	<u>2,167,893</u>
Total operating expenses	<u>203,345,232</u>	<u>207,858,334</u>
NET OPERATING (LOSS) INCOME	<u>(2,171,486)</u>	<u>535,060</u>
OTHER INCOME (EXPENSE):		
Interest expense	(1,874,835)	(1,915,456)
Interest income	63,040	137,070
Investment gain, net	48,697	36,014
Other income	60,272	49,773
Amortization of bond discounts, issuance costs, and excess costs of bond refundings	<u>(75,651)</u>	<u>(77,702)</u>
Total other expense — net	<u>(1,778,477)</u>	<u>(1,770,301)</u>
CHANGES IN NET COSTS TO BE REFUNDED TO PARTICIPATING MEMBERS	<u>4,949,963</u>	<u>2,252,158</u>
EXCESS OF REVENUES OVER EXPENSES	1,000,000	1,016,917
NET POSITION:		
Balance — beginning of year	<u>18,946,008</u>	<u>17,929,091</u>
Balance — end of year	<u>\$ 19,946,008</u>	<u>\$ 18,946,008</u>

See notes to financial statements.

ALABAMA MUNICIPAL ELECTRIC AUTHORITY

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED SEPTEMBER 30, 2013 AND 2012

	2013	2012
OPERATING ACTIVITIES:		
Cash received from sales of electricity	\$ 199,814,296	\$ 204,516,313
Cash paid under power supply contracts	(196,998,848)	(182,422,796)
Cash paid to other suppliers and employees	(5,072,785)	(6,471,870)
Other cash receipts	<u>42,356</u>	<u>59,707</u>
Net cash (used in) provided by operating activities	<u>(2,214,981)</u>	<u>15,681,354</u>
CAPITAL AND RELATED FINANCING ACTIVITIES:		
Payment for acquisition of property and equipment	(84,222)	(51,182)
Principal paid on revenue bond maturities	(1,050,000)	(1,010,000)
Interest paid on revenue bonds	<u>(1,878,422)</u>	<u>(1,918,823)</u>
Net cash used in capital and related financing activities	<u>(3,012,644)</u>	<u>(2,980,005)</u>
INVESTING ACTIVITIES:		
Payments for purchases of funds invested	(3,256,179)	(2,789,591)
Proceeds from sale of funds invested	6,060,553	6,091,068
Interest income received	<u>98,570</u>	<u>167,680</u>
Net cash provided by investing activities	<u>2,902,944</u>	<u>3,469,157</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(2,324,681)	16,170,506
CASH AND CASH EQUIVALENTS — Beginning of year	<u>34,826,929</u>	<u>18,656,423</u>
CASH AND CASH EQUIVALENTS — End of year	<u>\$ 32,502,248</u>	<u>\$ 34,826,929</u>

(Continued)

ALABAMA MUNICIPAL ELECTRIC AUTHORITY

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED SEPTEMBER 30, 2013 AND 2012

	2013	2012
RECONCILIATION OF NET OPERATING (LOSS) INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Net operating income	<u>\$ (2,171,486)</u>	<u>\$ 535,060</u>
Adjustments to reconcile net operating (loss) income to net cash (used in) provided by operating activities:		
Amortization and depreciation	2,161,691	2,167,893
Other cash receipts	35,243	47,767
Changes in assets and liabilities:		
Receivables	(1,340,343)	(4,252,239)
Prepaid expenses	(6,183)	(6,782)
Materials and supplies	(1,823)	(3,520)
Regulatory assets	(82,203)	(656,747)
Amounts payable under power supply contracts	(816,379)	17,852,116
Other liabilities	<u>6,502</u>	<u>(2,194)</u>
Total adjustments	<u>(43,495)</u>	<u>15,146,294</u>
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES	<u>\$ (2,214,981)</u>	<u>\$ 15,681,354</u>

See notes to financial statements.

(Concluded)

ALABAMA MUNICIPAL ELECTRIC AUTHORITY

NOTES TO FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED SEPTEMBER 30, 2013 AND 2012

1. ORGANIZATION AND OPERATIONS

Alabama Municipal Electric Authority (AMEA or the “Authority”) is a public corporation in the state of Alabama. The Authority was created on August 17, 1981, pursuant to the provisions of Act No. 81-681 of the State of Alabama Legislature for the purpose of securing an adequate, dependable, and economical power supply for its participating members. The Authority’s power supply is provided under the terms of contractual arrangements, generation at the AMEA-Sylacauga Plant, or purchased on the open market (see Note 4). The Authority sells power pursuant to Power Sales Contracts (see Note 3) to each of its 11 participating members (the “Participating Members”), which consist of municipalities, utility boards, and an electric board. Each Participating Member owns and operates its own electric distribution system.

The activities of the Authority are formally promulgated by and financed under The Power Supply System Revenue Bond Resolution (the “Resolution”), as supplemented and amended, adopted by the Board of Directors (the “Board”). The Resolution established special funds to hold proceeds from debt issuances; such proceeds are restricted and are to be used for development and acquisition costs and to maintain certain reserves. The Resolution also established additional special funds in which revenues from Participating Members are to be deposited and from which operating costs, debt service, and other specified payments are to be made.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accounting records of the Authority are maintained on an accrual basis in accordance with accounting principles generally accepted in the United States of America (GAAP) issued by the Governmental Accounting Standards Board (GASB) applicable to governmental entities that use proprietary fund accounting and the Financial Accounting Standards Board (FASB) that does not conflict with accounting standards issued by the GASB. The Authority also complies with policies and practices prescribed by its Board and to practices common in the utility industry. Also, the accounts of the Authority are maintained in accordance with the Uniform System of Accounts of the Federal Energy Regulatory Commission (FERC).

New Accounting Standards — In December 2010, the GASB issued GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. This statement establishes accounting and financial reporting standards for the financial statements of state and local governments and other governmental activities. This statement became effective for the Authority for fiscal year 2013 and had no impact on the Authority’s financial statements.

In June 2011, the GASB issued GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. This statement standardizes the presentation of deferred outflows of resources and their effects on an entity’s net position. This statement became effective for the Authority for fiscal year 2013. Management has revised its presentation of the financial statements in accordance with the provisions of the new guidance with no impact to amounts recorded in the financial statements.

In March 2012, the GASB issued GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. This statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. This statement will become effective for the Authority for fiscal year 2014. Management has not yet determined the impact it will have on the Authority's financial statements.

In March 2012, the GASB issued GASB Statement No. 66, *Technical Corrections — 2012 (an amendment of GASB Statements No. 10 and No. 62)*. This objective of this statement is to improve accounting and financial reporting by resolving conflicting guidance that resulted from the issuance of two pronouncements — GASB Statements No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, and No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. This statement will become effective for the Authority for fiscal year 2014. Management has not yet determined the impact it will have on the Authority's financial statements.

In June 2012, the GASB issued GASB Statement No. 67, *Financial Reporting for Pension Plans (an amendment of GASB Statement No. 25)* and GASB Statement No. 68, *Accounting and Financial Reporting for Pensions (an amendment of GASB Statement No. 27)*. These statements address accounting and financial reporting for pensions. These statements will become effective for the Authority for fiscal year 2014 and 2015, respectively. Management has not yet determined the impact they will have on the Authority's financial statements.

In November 2013, the GASB issued GASB Statement No. 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date*. This statement will become effective for the Authority for fiscal year 2015. Management has not yet determined the impact it will have on the Authority's financial statements.

Regulatory Assets and Liabilities — As the Board has the authority to set rates, the Authority follows FASB Accounting Standards Codification 980 — *Regulated Operations*, which provides for the reporting of assets and liabilities consistent with the economic effect of the rate structure. Regulatory assets represent probable future revenues associated with certain costs that are expected to be recovered from customers through the rate-making process. Regulatory liabilities represent probable future reductions in revenues associated with amounts that are expected to be credited to customers through the rate-making process.

Regulatory assets reflected in the Authority's balance sheets as of September 30, 2013 and 2012, relate to the following:

	2013	2012	Note
Power supply agreements implementation costs	\$ 1,379,943	\$ 1,422,499	(a)
Delivery point development costs	<u>1,884,082</u>	<u>1,968,760</u>	(b)
	<u>\$ 3,264,025</u>	<u>\$ 3,391,259</u>	

- (a) Power supply agreements implementation costs were incurred by the Authority for the current agreement with the Alabama Power Company, the contract with Santee Cooper and the costs of negotiating the Amended and Restated Power Supply Agreement with Alabama Power Company. The Authority Board of Directors directed the Authority to defer and amortize these costs over the terms of the agreements. The recorded amounts are presented net of accumulated amortization of \$579,200 for 2013 and \$454,441 for 2012.
- (b) Delivery point development costs were incurred by the Authority in the construction of transmission substations required in order for Participating Members to efficiently receive power. The Authority Board of Directors directed the Authority to defer and amortize these costs over the life of the contract with the Participating Member or the life of the asset, whichever is shorter. The recorded amounts are presented net of accumulated amortization of \$476,706 for 2013 and \$392,028 for 2012.

See Note 6 for discussion of the regulatory liabilities reflected in the Authority's balance sheets at September 30, 2013 and 2012.

Amortization — Unamortized bond issuance costs and bond discounts are being amortized using a method that approximates the effective interest method over the life of the bonds.

Cash and Cash Equivalents — The Authority considers cash and cash equivalents to be all unrestricted, highly liquid instruments with original maturities of three months or less, the amounts of which are included in certain funds as of September 30, 2013 and 2012, as follows:

	2013	2012
Revenue fund — rate stabilization	\$ 14,700,000	\$ 14,700,000
Operation and maintenance fund	<u>17,802,248</u>	<u>20,126,929</u>
	<u>\$ 32,502,248</u>	<u>\$ 34,826,929</u>

As of September 30, 2013, the Authority maintained all of its cash deposits in one Alabama financial institution. The carrying amount of the Authority's deposits as of September 30, 2013 and 2012, was \$32,502,248 and \$34,826,929, respectively. Of this amount, \$250,000 and \$250,000, respectively, was insured by the Federal Deposit Insurance Corporation (FDIC) and \$32,252,248 and \$34,576,929, respectively, was otherwise insured. In 2012, the funds were insured under the State of Alabama Security for Alabama Funds Enhancement Act (SAFE) program for public funds. The SAFE program became effective on January 1, 2001, and in case of a failure of a financial institution in the state of Alabama, the SAFE program provides loss coverage for all public funds deposited in excess of amounts covered by the FDIC. In 2013, the balances in the checking account were covered under the SAFE Program and, in the case of amounts swept into an overnight repurchase agreement collateralized by U.S. Government and U.S. Agency securities.

Investments — The Authority accounts for investments in accordance with GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*. Under this statement, investments are recorded at fair value for purposes of reporting under GAAP. Investments are stated at amortized cost or cost for purposes of reporting in accordance with the terms of the Resolution. At September 30, 2013 and 2012, the market value of this account was \$5,443,086 and \$8,743,856, respectively. These amounts were insured under the State of Alabama SAFE program.

Receivables from Participating Members — Receivables derived from sales of electricity to Participating Members represent a substantial portion of the total receivables balance.

Capital Fund Program — In 2000, the Authority established the capital fund program. The objective of this program is to assist its member communities in the development or improvement of sites and facilities available for economic development. If a member meets the criteria of the program, it would be eligible for a loan in \$200,000 increments. All loans are non-interest-bearing. The maximum total amount of loans that can be made from this program is \$3,000,000 as of September 30, 2013, and was approved by the Budget/Audit/Rate (BAR) Committee of the Board. The Authority’s BAR Committee administers this program. The loans are payable based on terms established by this committee.

Materials and Supplies — Materials and supplies include the historical costs of the AMEA-Sylacauga Plant materials. Materials are charged to inventory when purchased and then expensed or capitalized to plant, as appropriate, when installed.

Property and Equipment — All property and equipment is recorded at cost and depreciation is computed using the straight-line method over the estimated useful lives of 3 to 35 years. Depreciation expense was \$1,952,254 and \$2,015,891 for the years ended September 30, 2013 and 2012, respectively. Property and equipment consist of the following items at September 30, 2013 and 2012:

	2013	2012
Electric plant	\$41,395,201	\$41,387,490
Building	1,406,527	1,406,527
Equipment	666,110	579,573
Transportation equipment	163,173	163,173
Load management and SCADA system	<u>4,373,008</u>	<u>4,368,296</u>
	48,004,019	47,905,059
Accumulated depreciation	<u>22,032,196</u>	<u>20,086,803</u>
Property and equipment — net	<u>\$25,971,823</u>	<u>\$27,818,256</u>

Taxes — As an agency of the State of Alabama, the Authority’s income is exempt from federal and state income taxes. The Authority is exempted from property and franchise or other privilege taxes; however, the Authority is subject to a statutory requirement to make a payment in lieu of property, sales, and certain other taxes.

Revenue Recognition — Operating revenues are recognized in the period that electricity is supplied to Participating Members and others. All other revenues are reflected in other income.

Accounting Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

3. POWER SALES CONTRACTS

Each Participating Member has entered into an Amended and Restated Power Sales Contract (the “Sales Contracts”) with the Authority, which extends through December 31, 2035. The Sales Contracts require that the Authority furnish, and each Participating Member take and pay for, all power and energy requirements of the Participating Member (“full requirements services”) in excess of that supplied by the Southeastern Power Administration (SEPA) and any excluded power supply resources, as defined. Initially, the Participating Members were required to purchase all of their full requirements services from the Authority. Beginning January 1, 2001, the power supply requirements may be limited by either the Participating Member or the Authority to equal the Participating Members’ “Contract Rate of Delivery,” which is defined as the highest billing demand of the Participating Member during the 24 billing periods preceding the effective date of the limitation, adjusted up or down by not more than 10%, to provide for optimal utilization of the Authority’s resources.

Under the terms of the Sales Contracts, each Participating Member may acquire excluded power supply resources under certain conditions that include a provision that the total power obtained from such resources, excluding its SEPA allocation, cannot exceed 10% of the Participating Member’s adjusted maximum demand (as defined) in any preceding calendar year.

Retail electric rates charged by Participating Members to their local consumers are not subject to the regulatory control of the Alabama Public Service Commission (PSC) (the “Commission”). The Sales Contracts stipulate that each Participating Member maintain retail rates sufficient to enable it to pay all amounts due to the Authority.

4. POWER SUPPLY AGREEMENTS

The Authority’s power supply is provided under the terms of contractual arrangements, generation at the AMEA-Sylacauga Plant, or purchased on the open market.

Currently and in the past, the Authority has entered into power supply agreements with Alabama Power Company (the “Company”), a subsidiary of Southern Company. On December 20, 2001, the Authority entered into its most recent PSA with the Company. The PSA began on January 1, 2006. Under the PSA, the Company will deliver the capacity and energy sold to the Authority at the high voltage side of the transformers at the various generating units of the Company that provide capacity and energy under the PSA. The Company will provide 100% of the Authority’s capacity and energy needs, as determined by the Authority, during the contract period unless the Authority provides the Company notice to supply up to 20% of its 2006 forecasted capacity needs during years 2007–2015. The Company will provide all of the Authority’s load growth during the contract period.

Pursuant to the provisions of Section 11-50A-25, Code of Alabama 1975, as amended, the Authority was required to file the PSA with the PSC. On May 7, 2002, the PSC ordered that “the Agreement and the rates to be charged by the Authority pursuant to the provisions of the Agreement are not disapproved by the Commission.” The PSA, pursuant to the FERC regulations, does not require PSC approval.

On June 7, 2012, the Authority further amended and restated the PSA (the “Amended and Restated PSA”) with the Company. The Amended and Restated PSA is a modification of the PSA entered into on December 20, 2001, with the Company. The Amended and Restated PSA began on January 1, 2013, and continues each calendar year unless and until terminated by either the Authority or the Company providing a three year notice. The supply term cannot be terminated prior to December 31, 2025. Under the Amended and Restated PSA, the Company will continue to deliver the capacity and energy sold to the Authority at the high voltage side of the transformers at the various generating units of the Company that provide capacity and energy under the Amended and Restated PSA. The Company will provide 100% of the Authority’s capacity and energy needs, based on a formulary approach accounting for actual usage, as determined by the Company, during the contract period unless the Authority provides the Company notice to supply up to 220 MW of its capacity needs during the years 2016–2020, and up to 320 MW of its capacity needs during the years 2021–2025.

Pursuant to the provisions of Section 11-50A-25, Code of Alabama 1975, as amended, the Authority was required to file the Amended and Restated PSA with the PSC. On July 10, 2012, the PSC ordered that “the Amended and Restated Power Supply Agreement and the rates to be charged by the Authority pursuant thereto are not disapproved by the Commission.” The Amended and Restated PSA, pursuant to the FERC regulations, does not require PSC approval.

In order for the Authority to obtain transmission service to deliver the capacity and energy to the Authority’s metering points with its Participating Members, the Authority entered into the Agreement for Network Integration Transmission Service and the Network Operating Agreement, both dated December 29, 2005, with Southern Company Services, an affiliate of the Company. These agreements provide the transmission services required by the Authority to allow it to deliver the output of the resources defined in the PSA, the output of the AMEA-Sylacauga Plant (see further discussion below), and to deliver certain nonfirm energy transactions.

The AMEA-Sylacauga Plant is a 95 MW gas-fired peaking generation facility located within the city limits of the city of Sylacauga, Alabama. The AMEA-Sylacauga Plant was financed with the \$45,550,000 Power Supply System Revenue Bonds, 2003 Series A. The interconnection of the AMEA-Sylacauga Plant to the 115 kV transmission systems was agreed to by the Company. Gas and water supply are provided by the Utilities Board of the City of Sylacauga.

On September 30, 2009, the Authority entered into a power purchase and sales agreement with Tenaska Power Services Co. This agreement provides the Authority the opportunity to buy and sell replacement energy on an hour-to-hour, daily, weekly, and monthly basis. This contract was terminated on December 31, 2012.

On May 29, 2013, the Authority entered into a letter agreement with Tenaska Power Services Co. This agreement provides the Authority the opportunity to buy replacement energy on an hour-to-hour, daily, weekly, and monthly basis under the provisions of the Amended and Restated PSA.

On December 15, 2010, the Authority entered into an agreement for 50 MW of base load capacity and energy through a 10-year contract with the South Carolina Public Service Authority (Santee Cooper). This agreement begins on January 1, 2014, and terminates on December 31, 2023. Under the agreement, Santee Cooper will deliver 50 MW of capacity and energy to the Southern Company Transmission System-Santee Cooper interface. The transmission at the interface to Southern Company was approved per the Southern Company Open Access Transmission Tariff procedures.

5. FUNDS INVESTED

The Authority's cash and other funds invested as of September 30, 2013 and 2012, are summarized as follows:

2013	Fair Value	Cost
U.S. government Treasury bonds and agency certificates — held by trustee in the Authority's name (uninsured and unregistered)	\$ 2,922,449	\$ 2,929,000
Money market instruments — mutual funds composed of U.S. Treasury obligations	<u>581,781</u>	<u>581,781</u>
	3,504,230	3,510,781
Interest-bearing cash and cash equivalent accounts	32,502,248	32,502,248
U.S. government bonds and agency certificates	2,520,637	2,524,522
Accrued interest and other	<u>3,904</u>	<u>3,904</u>
Total funds invested	<u>\$38,531,019</u>	<u>\$38,541,455</u>
Consisting of:		
Special funds invested	\$ 3,504,230	
Current assets — funds invested	<u>35,026,789</u>	
	<u>\$38,531,019</u>	
2012	Fair Value	Cost
U.S. government Treasury bonds and agency certificates — held by trustee in the Authority's name (uninsured and unregistered)	\$ 2,932,529	\$ 2,929,000
Money market instruments — mutual funds composed of U.S. Treasury obligations	<u>294,035</u>	<u>294,035</u>
	3,226,564	3,223,035
Interest-bearing cash and cash equivalent accounts	34,826,929	34,826,929
U.S. government bonds and agency certificates	5,603,297	5,616,641
Accrued interest and other	<u>5,837</u>	<u>5,837</u>
Total funds invested	<u>\$43,662,627</u>	<u>\$43,672,442</u>
Consisting of:		
Special funds invested	\$ 3,226,564	
Current assets — funds invested	<u>40,436,063</u>	
	<u>\$43,662,627</u>	

Investments included in the funds invested categories are stated at fair value, plus any accrued interest.

Credit Risk — The Authority’s policy regarding credit risk on investments is governed by the Resolution, which authorizes the Authority to invest in (1) direct obligations of, or obligations, which the principal and interest are unconditionally guaranteed by the United States of America; (2) direct and general obligations of any state in the United States of America, or of any agency or local government unit thereof whose obligations are fully secured as to principal and interest by cash or obligations of the character described in (1) above; (3) obligations of or guaranteed by any agency or corporation of the United States of America; (4) new housing authority bonds or project notes issued by the public agencies and fully secured as to principal and interest by certain agreements with the United States of America; (5) obligations of any state, territory, or possession of the United States of America or of any political subdivision thereof whose securities are rated by a nationally recognized bond-rating agency in either of its two highest rating categories; (6) certificates of deposit issued by a bank, trust company, or similar institution (the Authority’s deposits in any such institution cannot exceed 5% of the institution’s capital stock, surplus, and undivided profits, unless fully insured by the FDIC or secured to the extent not insured by certain obligations acceptable under the Resolution); (7) obligations issued or guaranteed by any corporation which are rated similarly to that described in (5) above; (8) repurchase agreements with a member of the Federal Reserve System which are collateralized by the types of obligations described above; and (9) interest in a portfolio of money market instruments containing specified types of obligations.

All instruments held by the Authority are in compliance with the Resolution.

Interest Rate Risk — The Resolution states that funds will be reinvested to the fullest extent practicable in investment securities, which mature no later than at such time when funds are required for payments to be made from each account. The Resolution also states that all funds held by depositories must be held in accounts that are available for use at the time when needed.

6. NET COSTS TO BE REFUNDED TO PARTICIPATING MEMBERS

Power rates charged to Participating Members are designed to cover the Authority’s “costs” as defined by the Resolution and the Sales Contracts. The Authority’s rates are structured to systematically provide for debt service requirements, operating funds, and reserves specified by the Resolution. Recognition of “expenses” (defined according to GAAP), which are not included as “costs,” is deferred to such period as it is intended that such “expenses” will be covered by rates. Recognition of the “revenues,” which under the Resolution and the Sales Contracts are collected to cover “costs” that are not “expenses,” is deferred to such period as it is intended that such “revenues” cover “expenses.”

The Authority is required by the Resolution to review and, if necessary, revise its rate structure upon the occurrence of a material change in circumstances, but in any event, at least once every year. The Resolution also permits the Authority to implement rate stabilization practices whereby revenues collected currently may be deposited in a special account to provide for reductions in possible future rate increases that will be required in future years to cover the Authority’s costs and other funds requirements mentioned above. Rates charged by the Authority are not subject to the regulatory control of the PSC or FERC.

Net costs to be refunded to Participating Members include the following:

	Year Ended September 30		From Inception to September 30	
	2013	2012	2013	2012
GAAP items not included in billings to participants:				
Amortization of prepaid purchase power contracts	\$ -	\$ -	\$ 152,900,000	\$ 152,900,000
Amortization of development costs			3,200,000	3,200,000
Amortization of bond discounts and issuance costs	75,650	77,701	11,270,692	11,195,042
Amortization of excess costs of bond refundings			15,026,369	15,026,369
Interest on revenue bonds			17,063,216	17,063,216
Expenses paid with bond proceeds			3,449,602	3,449,602
Decrease (increase) in fair value of funds invested	10,080	8,493	6,551	(3,529)
Deferred depreciation on plant	1,700,679	1,729,297	16,022,220	14,321,541
Other			2,695,345	2,695,345
	<u>1,786,409</u>	<u>1,815,491</u>	<u>221,633,995</u>	<u>219,847,586</u>
Bond resolution requirements included in billings to participants:				
Debt service	1,053,333	1,013,333	218,700,083	217,646,750
(Decrease) increase in special funds deposits	(4,216,887)	(1,450,000)	9,033,113	13,250,000
Investment income not available for operating purposes			1,102,799	1,102,799
	<u>(3,163,554)</u>	<u>(436,667)</u>	<u>228,835,995</u>	<u>231,999,549</u>
	<u>\$ 4,949,963</u>	<u>\$ 2,252,158</u>	<u>\$ (7,202,000)</u>	<u>\$ (12,151,963)</u>

7. LONG-TERM DEBT

Long-term debt as of September 30, 2013, consists of the following serial bonds:

Maturity	2003 Bonds Effective Interest Rate	Amount
2014	4.13 %	\$ 1,090,000
2015	5.50	1,135,000
2016	5.50	1,200,000
2017	5.50	1,265,000
2018	5.50	1,335,000
2019	5.50	1,410,000
2020	4.70	1,485,000
2021	4.80	1,555,000
2022	5.00	1,630,000
2023	5.00	1,710,000
2024	5.00	1,795,000
2025	5.00	1,885,000
2026	5.00	1,980,000
2027	5.00	2,080,000
2028	5.00	2,185,000
2029	5.00	2,295,000
2030	5.00	2,410,000
2031	5.00	2,530,000
2032	5.00	2,655,000
2033	5.00	2,785,000
		<u>36,415,000</u>
Less current maturities		1,090,000
Less unamortized bond discount		<u>107,268</u>
		<u>\$35,217,732</u>

Interest on all of the bond issues is payable semiannually.

The Authority's bonds are secured by a pledge of all revenues of the Authority and all special funds established by the Resolution subject to certain terms and conditions set forth therein. The Resolution requires that reserve deposits be maintained in the debt service fund equal to 10% of the principal amount of a bond series outstanding or the highest annual debt service payment required under a series, calculated with respect to each series as of the date of issuance. The Resolution contains certain restrictive financial and operational covenants. At September 30, 2013, the Authority was in compliance with its debt covenants. The carrying value and fair values of the 2003 Bonds are summarized in the table below. Fair value of the bonds is estimated based on quoted market prices.

	<u>September 30, 2013</u>		<u>September 30, 2012</u>	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Series 2003 Bonds	<u>\$36,415,000</u>	<u>\$36,779,150</u>	<u>\$37,465,000</u>	<u>\$38,854,750</u>

On October 17, 2013 the Authority's Board of Directors authorized the issuance of the 2013 A Bonds. This bond issue was made for the purpose of refunding and retiring the 2003 Bonds. On November 6, 2013, the 2003 Bonds were called with a premium equal to 1% of the principal, and the 2013 Bonds were issued in the aggregate principal amount of \$37,590,000 and have a final maturity date of September 1, 2033.

On August 29, 2013, the Authority entered into a line of credit agreement with Regions Bank. This agreement provides a maximum borrowing capacity of \$5,000,000 through June 30, 2014. Interest is payable monthly at a rate equal to the 30-day London InterBank Offered Rate (LIBOR) plus 2.570 basis points. Outstanding loans are secured by a pledge of the Authority's revenues, which is subordinate to the security interest for bonds issued pursuant to the Resolution.

During the year ended September 30, 2013, no amounts were outstanding under this agreement.

8. RETIREMENT PLAN

The Authority's employees participate in the Employees' Retirement System of Alabama's defined benefit pension plan. Employees are classified as either Tier I, those processed in the RSA before January 1, 2013, or Tier II, those processed on or after January 1, 2013. Tier I employees currently contribute 5% of their gross pay to the plan, and the Authority contributed approximately 9.73% (2013) and 7.80% (2012). Tier II employees currently contribute 6% of their gross pay to the plan, and the Authority contributed 7.43% in 2013, which was the first year the multi-tier system was used. The Authority's retirement expense for the years ended September 30, 2013 and 2012, was \$153,655 and \$117,816, respectively, in administrative and general expenses.

Retirement payments under the plan are future obligations of the Employees' Retirement System of Alabama. The Authority's obligations under the plan are limited to the funding described above. Valuation of the plan assets and accumulated benefits for the Authority is not available, as the Employees' Retirement System of Alabama does not segregate this information.

9. RELATED-PARTY TRANSACTIONS

In addition to sales of electricity to Participating Members as discussed in Note 3, the Authority has entered into a Natural Gas Purchase Agreement with the Utilities Board of the City of Sylacauga (“Sylacauga”), one of the Participating Members. The purpose of this agreement is to provide the natural gas requirements for the AMEA-Sylacauga Plant. The Authority also purchases water and sewer services and internet services for the plant from Sylacauga. During the years ended September 30, 2013 and 2012, the Authority’s costs to Sylacauga were \$42,018 and \$316,815, respectively, under the provisions of this agreement.

10. SUBSEQUENT EVENTS

The Authority has evaluated all events or transactions that occurred after September 30, 2013, through the date the accompanying financial statements were available to be issued, February 25, 2014. All subsequent events have been disclosed within previous notes.

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ADDITIONAL INFORMATION

ALABAMA MUNICIPAL ELECTRIC AUTHORITY

STATEMENT OF CHANGES IN ASSETS OF FUNDS INVESTED FOR THE YEAR ENDED SEPTEMBER 30, 2013

	Funds Invested September 30, 2012	Power Billing Receipts	Income from Other Electricity Sales	Other Income	Investment Income (Loss)	Disbursements	Transfers	Funds Invested September 30, 2013
DEBT SERVICE FUND:								
Debt service account	\$ 244,035	\$ -	\$ -	\$ -	\$ 216	\$ (2,928,422)	\$ 2,927,952	\$ 243,781
Debt service reserve account	<u>2,932,529</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>3,941</u>	<u>-</u>	<u>(14,021)</u>	<u>2,922,449</u>
	<u>3,176,564</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,157</u>	<u>(2,928,422)</u>	<u>2,913,931</u>	<u>3,166,230</u>
GENERAL RESERVE FUND								
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
RESERVE AND CONTINGENCY FUND								
	<u>50,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>17</u>	<u>-</u>	<u>287,983</u>	<u>338,000</u>
REVENUE FUND:								
Revenue account	5,837	199,727,336	86,960	81,241	7,525	-	(199,904,995)	3,904
Rate stabilization account	<u>14,700,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>14,700,000</u>
	<u>14,705,837</u>	<u>199,727,336</u>	<u>86,960</u>	<u>81,241</u>	<u>7,525</u>	<u>-</u>	<u>(199,904,995)</u>	<u>14,703,904</u>
OPERATION AND MAINTENANCE FUND:								
Operation and maintenance account						(202,181,173)	202,181,173	
Working capital account	<u>25,730,226</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>70,751</u>	<u>-</u>	<u>(5,478,092)</u>	<u>20,322,885</u>
	<u>25,730,226</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>70,751</u>	<u>(202,181,173)</u>	<u>196,703,081</u>	<u>20,322,885</u>
	<u>\$ 43,662,627</u>	<u>\$ 199,727,336</u>	<u>\$ 86,960</u>	<u>\$ 81,241</u>	<u>\$ 82,450</u>	<u>\$ (205,109,595)</u>	<u>\$ -</u>	<u>\$ 38,531,019</u>

ALABAMA MUNICIPAL ELECTRIC AUTHORITY

STATEMENT OF CHANGES IN ASSETS OF FUNDS INVESTED FOR THE YEAR ENDED SEPTEMBER 30, 2012

	Funds Invested September 30, 2011	Power Billing Receipts	Income from Other Electricity Sales	Other Income	Investment Income (Loss)	Disbursements	Transfers	Funds Invested September 30, 2012
DEBT SERVICE FUND:								
Debt service account	\$ 244,068	\$ -	\$ -	\$ -	\$ 46	\$ (2,928,822)	\$ 2,928,743	\$ 244,035
Debt service reserve account	2,941,023				13,663		(22,157)	2,932,529
	<u>3,185,091</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>13,709</u>	<u>(2,928,822)</u>	<u>2,906,586</u>	<u>3,176,564</u>
GENERAL RESERVE FUND								
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
RESERVE AND CONTINGENCY FUND								
	<u>50,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5</u>	<u>-</u>	<u>(5)</u>	<u>50,000</u>
REVENUE FUND:								
Revenue account	7,313	204,487,065	29,815	119,395	(7,393)	-	(204,630,358)	5,837
Rate stabilization account	14,700,000							14,700,000
	<u>14,707,313</u>	<u>204,487,065</u>	<u>29,815</u>	<u>119,395</u>	<u>(7,393)</u>	<u>-</u>	<u>(204,630,358)</u>	<u>14,705,837</u>
OPERATION AND MAINTENANCE FUND:								
Operation and maintenance account						(188,961,517)	188,961,517	
Working capital account	12,863,352				104,614		12,762,260	25,730,226
	<u>12,863,352</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>104,614</u>	<u>(188,961,517)</u>	<u>201,723,777</u>	<u>25,730,226</u>
	<u>\$ 30,805,756</u>	<u>\$ 204,487,065</u>	<u>\$ 29,815</u>	<u>\$ 119,395</u>	<u>\$ 110,935</u>	<u>\$ (191,890,339)</u>	<u>\$ -</u>	<u>\$ 43,662,627</u>

ALABAMA MUNICIPAL ELECTRIC AUTHORITY

SCHEDULES OF REVENUES AND EXPENSES PER BOND RESOLUTION FOR THE YEARS ENDED SEPTEMBER 30, 2013 AND 2012

	2013	2012
REVENUES:		
Sales of electricity to participating members	\$ 201,071,868	\$ 208,363,579
Sales of electricity — other	101,878	29,815
Investment revenues available for operations	121,816	181,577
Withdrawal from working capital	4,216,887	1,450,000
Other income	<u>60,272</u>	<u>49,772</u>
 Total revenues	 <u>205,572,721</u>	 <u>210,074,743</u>
EXPENSES:		
Partial requirements services:		
Purchased power	183,125,664	187,589,971
Transmission and distribution	13,075,163	12,660,544
Cost of other electricity sales		32,189
Other operating and maintenance expenses	922,214	985,786
Administrative and general expenses	4,521,512	4,860,547
Debt service	<u>2,928,168</u>	<u>2,928,789</u>
 Total expenses	 <u>204,572,721</u>	 <u>209,057,826</u>
 EXCESS OF REVENUES OVER EXPENSES	 <u>\$ 1,000,000</u>	 <u>\$ 1,016,917</u>