



GDS Associates, Inc.  
Engineers and Consultants

**ANNUAL ENGINEERING REPORT**  
**FISCAL YEAR ENDED SEPTEMBER 30, 2018**

*Prepared for:*  
**SAM RAYBURN MUNICIPAL POWER AGENCY**



**April 2019**

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This report was prepared by GDS Associates expressly for the purposes set forth herein. In preparing this report, GDS Associates has relied upon certain information furnished by Sam Rayburn Municipal Power Agency ("SRMPA"), and derived from data reported to regulatory authorities and reports of SRMPA's Independent Auditors and other independent consultants, all of which are believed to be reliable, accurate, and reasonable for purposes of this report. Given that this report contains observations, evaluations, analyses, projections, summary statements, opinions and/or conclusions that are based on what GDS Associates believes are reliable information and reasonable assumptions and conditions, GDS Associates makes no assurances with respect thereto. Accordingly, GDS Associates in no way warrants or represents that any such observations, evaluations, analyses, projections, summary statements, opinions and/or conclusions will not vary as a result of changes in such assumptions or conditions.

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## ACRONYMS

|  |               |
|--|---------------|
| Cubic Feet Per Second .....                            | cfs           |
| United States Department of Energy .....               | DOE           |
| Economic Development Rate Plan .....                   | EDRP          |
| Energy Independence and Security Act.....              | EISA          |
| Entergy Asset Management .....                         | EAM           |
| Entergy – Koch Trading L.P. ....                       | EKT           |
| Entergy Gulf States, Inc. ....                         | EGSI          |
| Entergy Gulf States Louisiana, LLC.....                | EGSL          |
| Entergy Power, Inc. ....                               | EPI           |
| Entergy Power Marketing Corporation .....              | EPMC          |
| Electric Reliability Council of Texas .....            | ERCOT         |
| Energy Texas, Inc.....                                 | ETI           |
| Entergy Wholesale Operations Marketing L.P. ....       | EWOM          |
| Federal Energy Regulatory Commission .....             | FERC          |
| Gulf States Utilities .....                            | GSU           |
| Jasper-Newton Electric Cooperative Inc.....            | JNEC          |
| Jasper Economic Development Corporation .....          | JEDCO         |
| Kilowatt.....  | kW            |
| Kilowatt Hour.....                                     | kWh           |
| Kilovolt .....   | kV            |
| Megawatt.....  | MW            |
| Midcontinent Independent System Operator, Inc. ....    | MISO          |
| Potential Transformer.....                             | PT            |
| Public Utility Regulatory Policies Act of 1978.....    | PURPA         |
| Purchase Money Security Interest.....                  | PMSI          |
| Power Purchase and Sale Agreement .....                | PPSA          |
| Public Utility Commission of Texas.....                | PUCT          |
| Remote Terminal Unit.....                              | RTU           |
| Renewable Energy Credits .....                         | RECs          |
| Requirements Power Supply Agreement .....              | RPSA          |
| Regional Transmission Organization .....               | RTO           |
| Senate Bill 7 .....                                    | SB-7          |
| System Capacity Sales Agreement.....                   | SCSA          |
| Southeastern Electric Reliability Council.....         | SERC          |
| Sam Houston Electric Cooperative .....                 | SHECO         |
| Southwest Power Pool.....                              | SPP           |
| Sam Rayburn Dam Electric Cooperative, Inc.....         | SRDEC         |
| Sam Rayburn G&T Electric Cooperative, Inc.....         | SRG&T         |
| Sam Rayburn Municipal Power Agency.....                | SRMPA         |
| Supplemental Requirements Power Supply Agreement ..... | SRPSA         |
| Southwestern Power Administration.....                 | SWPA          |
| Unit Power Sales Agreement .....                       | UPS Agreement |
| United States Army Corps of Engineers.....             | USACE         |
| Vinton Public Power Authority .....                    | VPPA          |



## EXECUTIVE SUMMARY

Pursuant to its duties as Consulting Engineer to Sam Rayburn Municipal Power Agency (“SRMPA”), GDS Associates, Inc. (“GDS Associates”) has prepared an annual engineering report for the Fiscal Year ended September 30, 2018 (“Fiscal Year 2018”) in accordance with SRMPA’s Bond Indenture and Power Sales Contracts. Such report includes, to the extent applicable: (i) a report on the operations of the System (as defined herein); (ii) a report on the sufficiency of rates and charges to pay for System costs; (iii) requirements for future power and energy; and (iv) recommendations concerning changes in operation and the making of repairs, renewals, replacements, extensions, betterments and improvements to all or part of the System required pursuant to the applicable Project Agreements; the estimated effect of such changes on the cost of power and energy, if any; and as to the appropriate amounts of reserves for the foregoing.

The following are summaries of various subjects of the report:

**Operations of the System.** In October 2018, SRMPA made the scheduled principal payment of approximately \$12,830,000 on its outstanding debt. SRMPA did not issue any additional debt during Fiscal Year 2018. As of September 30, 2018, SRMPA had only one series of bonds outstanding, the Series 2012 Bonds, in an aggregate principal amount of \$55,290,000 million. The Series 2012 Bonds have been assigned ratings of BBB+ by Fitch Ratings and BBB+ by Standard & Poors Rating Services, and such ratings were not withdrawn or revised by the rating agencies during the Fiscal Year 2018.

During Fiscal Year 2018, SRMPA collected \$29,297,425 in operating revenues from the Members, exclusive of \$5,515,440 from Boomerang, and \$656,400 from sales to SRG&T, \$1,594,084 from hydroelectric sales to MISO and earned \$369,456 in interest income, resulting in a total collection of \$31,917,365 to meet operating expenses and debt service requirements, exclusive of \$4,907,277 power supply costs for Boomerang. The debt service coverage ratio for the period during Fiscal Year 2018 was 1.29, which satisfied the debt service coverage requirement under the Indenture.

**Sufficiency of Rates and Charges.** For Fiscal Year 2018, a new energy rate of \$80.00 per MWh went into effect to provide revenues to meet SRMPA’s required coverage target of 1.20 or more by the end of the Fiscal Year. SRMPA has met the budgeted revenue amounts and it is sufficiently above the expected cumulative revenue collections requirement level as of the end of the Fiscal Year 2018. The wholesale cost of power, net of a larger than normal excess coverage refunded to the Members, is conservatively projected, based on a 1.20 debt service coverage ratio, to be approximately 83.7 mills per kWh for Fiscal Year 2019 and is expected to continue in the 89-90 mills per kWh range through Fiscal Year 2021.

**Requirements for Future Power Supply.** SRMPA’s Fiscal Year 2018 annual peak demand was 94.21 MW with energy sales of 380,105 MWh, inclusive of the City of Liberty’s Boomerang load. SRMPA’s actual energy requirement in Fiscal Year 2018 was slightly lower due to the decreased production at Boomerang. Besides that increase, the total Members’ demand and energy requirements were slightly higher due to the combination of a hotter summer and a milder winter weather. The Sam Rayburn Hydro Project and the R. D. Willis Hydro Project provided approximately 12 percent of SRMPA’s total energy requirements, while the Entergy (RPSA) purchases provided for the remaining 88 percent. SRMPA’s RPSA related energy

consumption is projected to increase at an average annual rate of about 0.3 percent. The projected annual actual growth rates in energy sales for the individual Members' ranges from a low of approximately (0.4) percent for the City of Jasper, Texas, to 0.6 percent for the Cities of Liberty and Livingston, Texas. While actual purchases will fall above or below the trend line in some years, overall long-term energy purchases should trend with the projections.

**Findings as to Changes in Operation and Capital Improvements.** Based on our review of the information provided by SRMPA and others as described in this Report, we find that:

1. There are significant renewals, extraordinary repairs, replacements, modifications, capital additions and betterments that are currently planned for the Sam Rayburn Dam Project and the Robert Douglas Willis Hydro Project the cost of which, if any, would be chargeable to SRMPA. The U. S. Army Corps of Engineers has initiated studies to rehabilitate the turbines and generators at Sam Rayburn beginning as early as 2021. The rehabilitation project at both Sam Rayburn Units Nos. 1 and 2 is expected to increase the generation capacity by 30 – 50 percent. The U. S. Army Corps of Engineers, at the request of SRMPA, has initiated a study of the disposition of the R.D. Willis hydropower units had a forced outage beginning November 19, 2015 due to a transformer bushing failure and subsequent failure of the station service transformer. The U.S. Army Corps of Engineers replaced the transformer bushing and station transformer and R.D. Willis Unit No. 2 was returned to service on September 29, 2017. Repairs remain to be completed by the U.S. Army Corps of Engineers on Unit No. 1.
2. There are significant renewals, extraordinary repairs, replacements, modifications, capital additions and betterments that are currently planned and installed for Sam Rayburn Municipal substations. SRMPA has order six new 50 MVA substation from Delta Star at a total cost of approximately \$4,000,000 for installation over a two year period in SRMPA Member Cities' distribution substations. The first transformer was installed and energized on November 4, 2016 and the final transformer was installed July 20, 2018. SRMPA has chosen to invest current excess funds from the Cambridge Project into this proactive reliability project prior to experiencing issues with the substation transformers as they approach the end of their useful life over the coming years.
3. SRMPA and its management, consisting of SRMPA's Board of Directors and other supervisory personnel, to our knowledge (i) have conformed to the requirements and covenants of the Bond Indenture and Power Sales Contracts, and (ii) as of September 30, 2018, were not in default with respect to any of the covenants, agreements, or conditions on their part contained in the Bond Indenture and Power Sales Contract.

## 1 PURPOSE AND BACKGROUND

### 1.1 PURPOSE AND SCOPE

This Annual Engineering Report (“Report”) for the Fiscal Year Ended September 30, 2018 (“Fiscal Year 2018”) has been prepared by GDS Associates, Inc. (“Consulting Engineer”) in accordance with the requirements set forth in the Bond Indenture and the Power Sales Contracts of the Sam Rayburn Municipal Power Agency (“SRMPA”). The September 1, 2012 Indenture (“2012 Indenture” or “Indenture”) became effective in conjunction with the September 19, 2012 issuance of \$108,940,000 of Power Supply System Revenue Refunding Bonds, Series 2012 Bonds (“Series 2012 Bonds”). The Series 2012 Bonds were issued under a refunding plan to refinance under a new indenture all of SRMPA’s outstanding debt at the time of the issuance. SRMPA’s outstanding debt prior to this refunding consisted of \$136,225,000 of Power Supply System Revenue Refunding Bonds, Series 2002A, and Series 2002B (collectively, the “Series 2002 Bonds”). Prior to the 2012 Indenture, the 2002 Indenture was in effect, having become effective in conjunction with the July 25, 2002 issuance of the Power Supply System Revenue Refunding Bonds, Series 2002 Bonds. The Series 2002 Bonds were issued under a refunding plan to refinance under a new indenture all of SRMPA’s debt that was outstanding at the time of the issuance of the Series 2002 Bonds.

The 2012 Indenture, in pertinent part, requires that:

The Issuer (SRMPA) shall cause the Consulting Engineer to prepare and file with it and the Trustee no later than 150 days following the end of each Fiscal Year, a report or survey with respect to the management of each Project, the operation and maintenance of the properties constituting such Project, the making of necessary and proper renewals and replacements thereof and the status of the Annual System Budget and the construction budget applicable to any part of any Project which is under construction. Such report or survey must contain information as is necessary to comply with the applicable Power Sales Contracts and must be in sufficient detail to show whether the Issuer (SRMPA) has performed and complied with the covenants contained in this Indenture relating to such matters and must state whether, to the knowledge of the signer, after an investigation undertaken in good faith and with due diligence, the Issuer (SRMPA) is in default with respect to any of the covenants, agreements, or conditions on its part contained herein, and, if so, the nature of such default.

In addition to the requirements under the 2012 Indenture, the Consulting Engineer is required to prepare a comprehensive annual report pursuant to the Power Sales Contracts between SRMPA and the Cities of Jasper, Liberty, and Livingston, Texas (collectively, the “Members”) with respect to the System. The 2012 Indenture defines the System as follows:

“System” means the Project, as now or hereafter existing and used for or pertaining to the generation, transmission, or transformation (or any combination of the foregoing) of power and energy and including general plant and administrative facilities of the Issuer (SRMPA) and all the interest of the Issuer (SRMPA) in the electric generation, transmission, or transformation facilities, general plant and administrative facilities of the Issuer (SRMPA), together with all additions, betterments, extensions, and improvements to the Issuer’s (SRMPA) power and energy system or any part thereof hereafter made and together with all lands, easements, and rights-of-way of the Issuer

(SRMPA) and all other works, property, or structures of the Issuer (SRMPA) and contract rights and other tangible and intangible assets of the Issuer (SRMPA) in connection with or related to the Issuer's (SRMPA) power and energy system, and power supply contracts between the Issuer (SRMPA) and any supplier of power and energy to the Issuer (SRMPA). Notwithstanding the prior sentence, the term "System" does not include any project, properties or facilities of the Issuer (SRMPA), or any interest therein, which the Issuer (SRMPA) determines does not constitute a part of the System for the purposes of the Power Sales Contracts.

Section 21 of the Power Sales Contracts requires the Consulting Engineer to prepare a report with respect to the System (tangible and intangible assets of SRMPA) which shall include a report in reasonable detail, for the preceding contract year (Fiscal Year), reviewing the following:

1. the operations of the System;
2. the sufficiency of rates and charges to pay current System costs;
3. requirements for future power and energy; and
4. recommendations concerning changes in operation and the making of repairs, and renewals, replacements, extensions, betterments, and improvements.

Section 21 of the Power Sales Contract further states that:

If, in the performance of its duties, the Consulting Engineer becomes aware of the fact that the Agency (SRMPA) in any material way shall have failed to perform or comply with the covenants and agreements contained in this Contract or the Indenture, or the Agency (SRMPA) or any other party in any material way shall have failed to perform or comply with such party's covenants and agreements contained in this Contract or the Indenture, the Project Agreements or any other contractual commitment thereof pertaining, directly or indirectly, to the System, such report shall specify the details of such failure. In the wording of such report, the Consulting Engineer may rely, unless the Consulting Engineer has reason to believe that any of the reports or findings are not accurate, upon the audit report of the independent certified public accountants to the Agency (SRMPA), reports of Gulf States Utilities Company ("GSU") with respect to other Projects, and the reports and findings of qualified independent consultants to the Agency (SRMPA) having special skill, knowledge and experience with respect to the matters relied upon.

Any capitalized term used in this Report, to the extent not defined herein, indicates that such term is defined in the particular agreement or document being discussed. Any summary descriptions of agreements or other documents in this Report are (i) based on our understanding of such agreements, (ii) are not to be regarded as full statements, and consequently do not purport to be complete in every respect, and (iii) are qualified by reference to such agreement or document.

## **1.2 HISTORY OF SRMPA**

SRMPA is a municipal corporation and political subdivision and body politic and corporate of the State of Texas organized under the laws of the State of Texas. It was created in 1979 by concurrent ordinances adopted by the governing bodies of its Members, the Cities of Jasper, Liberty, and Livingston, Texas. SRMPA was formed to undertake the planning, financing,

development, acquisition, and operation of projects for the generation and transmission of electric power and energy to supply the present and future needs of its participants, including the Members and the Town of Vinton, Louisiana, through the Vinton Public Power Authority (“VPPA”).

Prior to November 1980, the Members and VPPA obtained all of their power requirements from the SRDEC. SRDEC supplied such power from its entitlement to the output of 52 megawatts (“MW”) of hydroelectric power from the federally-owned Sam Rayburn Dam Hydro Project (“Sam Rayburn Dam Project”), marketed by the Southwestern Power Administration (“SWPA”), United States Department of Energy (“DOE”), and from wholesale power purchased from GSU, now known as Entergy Louisiana, L.L.C. (“ELL”) and Entergy Texas, Inc. (“ETI”). Beginning in 1980, the Members and VPPA purchased all of their power and energy requirements from SRMPA. SRDEC now delivers Sam Rayburn Dam Project federal hydropower to SRMPA for delivery to the Members, while VPPA receives Sam Rayburn Dam Project hydropower directly from SRDEC effective in 2002. VPPA also began in 2002 to purchase its power and energy requirements directly from Entergy Corporation (“Entergy”) and SWPA.

On June 6, 1980, SRMPA entered into the Joint Ownership Participation and Operating Agreement (“Joint Ownership Agreement”) with GSU and Sam Rayburn G&T Electric Cooperative, Inc. (“SRG&T”), which allowed SRMPA to acquire a 20 percent undivided interest in the Nelson Coal Power Station Unit No. 6 (“Nelson 6”). At that time, SRMPA also entered into agreements with GSU, which provided for: (i) the transmission by Entergy of the output of Nelson 6 and the Sam Rayburn Dam Project to SRMPA’s delivery points; (ii) the sale by GSU of the supplemental power and energy required to satisfy SRMPA’s current load and normal load growth in excess of SRMPA’s resources; and (iii) the supply by GSU of reserve capacity, backup energy, and replacement energy.

In 1985, SRMPA issued bonds to finance the acquisition of Nelson 6 Excepted Facilities and the construction of the Town Bluff Hydropower Project, later renamed the Robert D. Willis Hydro Project (“R. D. Willis Project”). The acquisition of Nelson 6 Excepted Facilities was consummated on June 18, 1992.

On December 1, 1989, SRMPA began selling 24.89 percent of the power received from the R. D. Willis Project to SRG&T under the Town Bluff Hydro Project Power Assignment Agreement (“SRG&T Agreement”). This agreement is in place for a 32-year period ending December 1, 2021. The R. D. Willis Project is detailed in Section 3.5 of this Report.

On December 18, 1992, SRMPA transferred the title to its 20 percent undivided interest in Nelson 6 and the associated Excepted Facilities to VPPA. Concurrently, SRMPA and VPPA entered into the Unit Power Sales Agreement (“UPS Agreement”). Under the UPS Agreement, SRMPA secured rights from VPPA to the net electrical output of Nelson 6, and, in return, paid all charges billed by GSU related to Nelson 6. In 1994, Entergy merged with GSU and reformed the operating entity as Entergy Gulf States, Inc. (“EGSI”). EGSI became responsible for all outstanding contracts between GSU, SRDEC and SRMPA. In 2007, EGSI was split into two entities, ETI and Entergy Gulf States LLC (“EGSL”), splitting the assets and operations along state lines. EGSL became the Entergy entity responsible for the UPS Agreement. In 2015, EGSL merged with ELL and ELL became the Entergy entity responsible for the UPS Agreement.

During Fiscal Year 1998, SRMPA exited the generation business and signed the Requirements Power Supply Agreement (“RPSA”) with Entergy Power Marketing Corporation (“EPMC”), now assigned without novation to Entergy Wholesale Operations Marketing, L.P. (“EWOM”). EPMC merged into Entergy-Koch Trading L.P. (“EKT”) before the assignment to EWOM. EKT remained responsible for the underlying obligation to serve SRMPA in accordance with the RPSA. In November 2004, EKT became part of Merrill Lynch Global Commodities. The RPSA remains in effect as before and SRMPA continues to be served by Entergy through these same entities, and administered by EWOM. The Report will hereafter reference EWOM as the Entergy entity responsible for the RPSA.

The RPSA became effective on November 1, 1998. Under the RPSA, SRMPA purchases capacity from EPMC, now EKT, administered by Entergy Asset Management (“EAM”), for a lump sum payment in 1998 and continues purchases of delivered power and energy sufficient to meet Member requirements under a set price schedule. This price schedule escalates at an average of approximately 1.6 percent per annum from the effective date through September 30, 2021. Under the RPSA, EWOM is required to meet SRMPA’s load and normal load growth requirements as measured from SRMPA’s benchmark load, contractually set under the RPSA at 70.676 MW.<sup>1</sup> SRMPA’s allowable load growth that EWOM is required to serve under the RPSA increases by an average of three percent per year in excess of the stipulated SRMPA benchmark load, with the maximum load service obligation based on a five-year forward rolling average of the escalating load service obligation value,<sup>2</sup> normalized for weather. EWOM’s maximum load service obligation is available to serve SRMPA’s new load through its Member’s retail customers and cannot be marketed externally as excess capacity. EWOM is required to supply energy needed to meet all load served by SRMPA under the RPSA, with purchases under the RPSA offset by SRMPA’s entitlement to its hydropower resources.

In Fiscal Year 1998, SRMPA also negotiated the System Capacity Sales Agreement (“SCSA”) with EPMC, then merged into EKT, which resulted in SRMPA selling all 110 MW of excess system capacity provided by the RPSA to EKT in return for a lump sum payment. All costs associated with Nelson 6 were recovered under the SCSA through charges to EKT for the cost of all energy associated with this capacity on an ongoing basis. The charges billed to EKT were equal in amount to charges billed by EGSI to VPPA and SRMPA under the UPS Agreement. The SCSA eliminated all risks to SRMPA associated with Nelson 6 and effectively released SRMPA from its responsibility for its share of Nelson 6, except for administrative responsibility for the charges and billings discussed above. The SCSA and the UPS Agreement ended as of October 1, 2003 when the title to Nelson 6 transferred out of escrow to a third party nominee of Entergy Power, Inc. (“EPI”).

On November 1, 1998, SRMPA began obtaining its required power and energy from SRDEC, SWPA, and EKT, under the RPSA. The RPSA allowed SRMPA to reduce electricity rates to its Members from an annual average of 76 mills per kilowatt hour (“kWh”) to 70 mills per kWh in Fiscal Year 1998. SRMPA further decreased its rates to the Members during Fiscal Year 2001. Implementation of the RPSA eliminated income variability caused by Nelson 6

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<sup>1</sup> Under the RPSA, the total benchmark load is designated as 78 MW, with SRMPA entitled to 70.676 MW of benchmark load, and VPPA entitled to 7.324 MW of benchmark load.

<sup>2</sup> Inclusive of the five-year forward rolling average, EWOM’s maximum load service obligation to SRMPA was 127.760 MW in Fiscal Year 2017, and EWOM’s maximum load service obligation to VPPA was 13.240 MW in Fiscal Year 2017, with both values escalating at three percent per fiscal year through the term of the RPSA.



operations and maintenance risk. It allowed SRMPA to stabilize wholesale power costs at 70 mills per kWh and further reduced it to as low as 65 mills per kWh at the beginning of Fiscal Year 2001 due to the expenses, operating fund levels and the power supply rates outlined in the RPSA.

In 1998, EPMC entered into a Power Purchase and Sale Agreement (“PPSA”) with EPI, to purchase generation sufficient to meet EPMC’s obligations to SRMPA under the RPSA. SRMPA holds a perfected purchase money security interest (“PMSI”) in the PPSA equal to SRMPA’s \$59,605,565 capacity prepayment made under the RPSA. Entergy supplied SRMPA with a Support Agreement pledging not to allow EPI, its wholly owned subsidiary, to divest itself of generating assets sufficient to serve SRMPA load under the PPSA. In addition, SRMPA received a Guaranty from Entergy of up to \$35,000,000 supporting the contract performance of both EPMC and EPI, subject to the prior application of benefits due to SRMPA under the terms of the PMSI. The payable amount of the Guaranty is subject to a net present value adjustment which factors the remaining term of the RPSA and the market price of power over the then remaining term and contract fixed price of the RPSA. Under the RPSA, EPMC is obligated to serve SRMPA from all contracted sources, which is broader than the PPSA. The PPSA was designed to give a point of security to SRMPA for EPMC’s contract performance. The Guaranty confirms that security by supporting EPI’s performance under the PPSA and PMSI.

On June 1, 2001, SRMPA filed with the Public Utility Commission of Texas (“PUCT”) an application to certify the Sam Rayburn Dam Project and the R. D. Willis Project as existing renewable resources and nominate them for Renewable Energy Credits (“REC”). The Public Utility Regulatory Act established a renewable energy credits trading program requiring that 2,000 MW of new renewable energy capacity be built in Texas by 2009. Although SRMPA is not obligated to purchase RECs if not participating in retail competition, generation of renewable resources and RECs may be sold by such a resource to competitive retailers. SRMPA’s REC application was approved in August 2001. SRMPA is entitled to earn the 44,711 MWh and 26,374 MWh of annual RECs for the Sam Rayburn Dam Project and the R. D. Willis Project, respectively, as nominated. The PUCT’s Senate Bill 20, enacted in August 2005, expanded the goal from 2,000 MW to 5,000 MW of new renewable energy capacity to be built by 2015 and includes a target of 500 MW of renewable capacity from non-wind renewable resources.

In July 2007, the PUCT amended Senate Bill 20’s §25.173 rules regarding renewable energy resources and enhanced the goal set out in Senate Bill 20 by raising the ceiling for qualification of hydropower as a small producer from 2 MW to 10 MW. For a renewable energy facility to be eligible to produce RECs, it must be either a new facility or a small power producer. Under this definition, existing small hydropower units under 10 MW are eligible to produce RECs. The R. D. Willis Project qualifies as a small hydroelectric facility. RECs can be generated, transferred, and retired by renewable energy power generators. In January 2011, an additional proposal for rulemaking by the PUCT addressing the removal of RECs at both hydropower facilities and re-registration and treatment as RECs was commented on by SRMPA in support of this proposal to the PUCT. As of July 2011 (six months after the order), no action was taken, causing the proposal to become automatically considered closed. There has been no indication by the PUCT that the program will be revived in the near future. Therefore, SRMPA continues to hold RECs for each hydro as before until further notice.

As of July 2010, EWOM and SRMPA entered into the SRMPA Full Requirements Power Supply Agreement to serve the City of Liberty's Boomerang Tube, L.L.C. ("Boomerang") customer load. Boomerang is a large industrial customer with a steel pipe and tube production facility in the City of Liberty. Boomerang currently has an electrical load of approximately 25 MW during full operation. SRMPA entered into this agreement, in parallel to the RPSA, to supply Liberty with the electric energy that Liberty needs to satisfy its obligation to serve Boomerang. The agreement to serve Liberty's Boomerang facility will be in effect until September 30, 2021. Power sale revenues under this agreement approximated \$4,870,493 and \$4,201,292 for the years ended September 30, 2017 and 2016, respectively; while power purchases approximated \$4,379,546 and \$3,686,964, respectively. The power sale revenues and power purchases related to the Boomerang Retail Contract, as discussed in Section 3 of this Report, are not includable as "revenues" or "cost of revenues" under the 2012 Indenture and are not pledged as "net revenues" securing the Series 2012 Bonds.

### **1.3 POWER SALES CONTRACTS**

Under virtually identical Power Sales Contracts, as amended and restated as of July 1, 2002, with the Members, SRMPA has agreed to sell, and each Member has agreed to buy on a "take or pay" basis, all the power and energy required by the Member for the operation of its electric system. Under each of these contracts, a Member agrees to take or pay for all power and energy required by its retail electric system. Such contracts have been in effect since 1981, and by their terms will remain in force at least until all of the Bonds have been paid or discharged. The maximum amount of power and energy required to be sold and delivered by SRMPA and purchased and taken by the Members under the Power Sales Contract shall not exceed the owned or contracted power supply resources available to SRMPA and shall not include off-system sales by the Members. None of the Members have defaulted under their contracts.

For each Member, the obligation under its take-or-pay Power Sales Contract with SRMPA requires payment of its proportional share, based on energy demand, of (i) SRMPA's debt service on outstanding Bonds and (ii) all other SRMPA costs of operating the System.

The Power Sales Contracts require SRMPA to adopt rates and charges for electric power and energy and other services to be paid by the Members adequate to pay all System costs of SRMPA, including all payments of principal and interest on SRMPA Bonds, all costs of operating and maintaining the System, and all amounts necessary to meet the requirements of any rate covenants of SRMPA.

Each Member agrees in its Power Sales Contract to maintain and collect rates and charges for the electric service provided to its customers which will produce revenues sufficient, together with other revenues and receipts available to its electric system and available electric system financial reserves, to enable it to pay to SRMPA all amounts payable by such Member under its Power Sales Contract and to pay all other amounts payable from, or which might constitute a lien on, the revenues and receipts from its electric system.

### **1.4 INDUSTRY HISTORY OF DEREGULATION AND RETAIL COMPETITION**

The electric industry in Texas has been in a period of transition since the beginning of retail competition in January 2002. The PUCT established requirements for wholesale and retail utility systems operating within the Electric Reliability Council of Texas ("ERCOT"). The ERCOT system encompasses much of Texas except for portions of East Texas and the Texas

Panhandle. SRMPA is located outside of ERCOT and within Entergy's transmission system in East Texas. These areas outside of ERCOT were once included within the Southwest Power Pool ("SPP"). However, in 1998, Entergy abandoned the SPP in favor of joining the SERC Reliability Corporation ("SERC"). The ERCOT system is electrically isolated within the borders of Texas and does not interconnect across state lines with synchronous transmission to import or export power with neighboring states. Therefore, ERCOT does not fall under the Federal Energy Regulatory Commission's ("FERC") jurisdiction. ERCOT is the only Independent System Operator under the jurisdiction of its state commission. Since the Members are not physically a part of ERCOT, they are not impacted by the PUCT transmission regulations directed at the ERCOT system. In the East Texas portion of SERC, the PUCT regulates only retail utility operations other than those of municipal utilities and certain electric cooperatives.

Deregulation of the electric industry in Texas was initiated by the State Legislature. In June 1999, then Governor George W. Bush signed into law Senate Bill 7 ("SB-7"), the electric industry-restructuring bill that reorganized the electric industry in Texas. A principal focus of SB-7 was customer choice and the implementation of retail competition. With the exception of transmission and distribution services, all aspects of the electric industry are deregulated within ERCOT. Outside ERCOT, where the FERC regulates transmission and wholesale power sales, SB-7 deregulation applies only to retail sales and distribution services. Since SRMPA's Members have not elected to deregulate, SB-7 does not apply.

Under SB-7, the PUCT could delay competition within a region if the region is unable to offer fair and reliable service to all customers. The PUCT can also delay competition if a region does not meet three requirements: (i) transmission reliability overseen by an independent organization; (ii) openly accessible transmission and distribution systems; and (iii) generation ownership and control by any one entity limited to 20 percent. In 2001, the PUCT staff determined that retail competition was not economically feasible in East Texas within SERC and decided not to begin retail competition for customers in East Texas served by Entergy. EGSI also went through the generation divestiture process only to find it did not produce asset market values at levels that would encourage other power producers to invest in the market. New power providers have been reluctant to come into the East Texas region due to existing transmission constraints and limited markets resulting in a low value on generation assets.

SB-7 has had limited or no effect on SRMPA's operations because: (i) it is a wholesale power supplier not engaged in retail sales; and (ii) SRMPA's municipal members engaged in retail sales have not elected to participate in retail competition. In addition, within the respective annexed dual certified areas of each municipal member, competition has been ongoing for years with the surrounding cooperatives in Jasper and Livingston, and with ETI in Liberty. These dual certified areas are not open to other competition. Further, each of the Members is party to a requirements power supply contract with SRMPA. Under this contract, the power is priced to include all the costs of SRMPA including debt service and administrative expenses. The Members remain liable for SRMPA's obligations regardless whether they elect to engage in retail competition within their municipal boundaries, including dual certified areas. Jasper and Livingston are surrounded by the service areas of cooperatives, which currently sell power and energy at lower rates and are not required to participate in retail competition under SB-7. Similarly, ETI surrounds Liberty and, has not been competitive with Liberty in Liberty's dual certified area. As a result, the Members have (i) already engaged in retail competition with the dual certified annexed portions of their municipal service areas, (ii) experienced and withstood retail competition at their retail service area boundaries, and (iii) retained loads in their

respective single certified portions of their respective service areas sufficient to meet their obligations.

In 2002, retail competition was further delayed by the FERC when it decided that an adequate competitive wholesale market in Southeast Texas could only exist when a Regional Transmission Organization (“RTO”) was formed. In 2003, lacking an RTO, the FERC was working with Entergy to develop interim solution with new market protocols and appropriate market rules and governance needed to encourage competition in East Texas. The completion of the market rules and procedures and the creation of a regional RTO were anticipated to occur in late 2004. In late 2003, the sponsors of SeTrans RTO, which include Entergy, suspended their effort to develop the RTO due to their lack of confidence in securing consensus support and approvals from the state and Federal agencies involved. Early in 2004, Entergy also began seeking a third party overseer for its portion of transmission system that serves southeast Texas focused on ensuring a fair and independent operation as a means to help facilitate competition in that region. In mid-2004, the PUCT rejected Entergy’s plans to implement an RTO. The PUCT believed that a FERC approved RTO needed to be in place and that the Entergy RTO plan would not encourage retail competition on the system. Entergy was compelled to suspend its pilot RTO plan for southeast Texas.

Competition within ERCOT began on January 1, 2002, at which time customers of most investor-owned utilities in Texas had a choice of retail electric service providers. The affiliated retail electric service provider of the utility that served the retail customer on December 31, 2001, continued to serve customers who did not select another electric service provider. Effective January 1, 2002, municipally owned utilities and electric cooperatives had the option to elect “opt-in” to retail competition. Municipally owned utilities and electric cooperatives could elect to participate in retail competition in the future by action of their governing body or board.

Outside ERCOT, in Southeast Texas, where the SERC governs electric reliability, the view of potential success of deregulation going forward remains mixed. Some experts believe that states still considering deregulation, such as Texas, could face the same problems as those experienced by California and the states in the Northeast. Many states, Louisiana for example, have taken a deliberately cautious approach to deregulation and have delayed their plans while waiting to see how successfully Texas performs and whether other neighboring states now considering deregulation effectively move forward. Possible deregulation flaws, similar to those that helped cause problems with the California plan, and that could still occur in Texas, include possible shortage of supply, unforeseen increases in demand, and low margins in cost of power, price signaling and market structure issues, as well as political and regulatory risks.

## **1.5 INDUSTRY HISTORY OF REGULATION**

The FERC issued a series of orders since 1995 addressing wholesale competition issues in terms of transmission and generation. FERC Order Nos. 888, 889, and 890 were issued to enhance access to the wholesale market. Requirements included in the FERC Order Nos. 888, 889 and 890 were: (i) development of open access, non-discriminatory transmission tariffs; (ii) separation of transmission and wholesale power market functions from regulated generation activity; (iii) creation of Open Access Same Time Information Systems; (iv) greater consistency and transparency in available transmission capacity calculators; and (v) open, coordinated and transparent planning. The introduction of these new requirements to existing transmission

system providers is projected to enhance the opportunity for development of a dynamic and competitive wholesale power marketplace.

In January 2000, the FERC issued Order No. 2000, which encouraged public utilities to form RTOs. An RTO acts as an independent operator and controller of the electric transmission grid over which electric generation is transmitted. Opening the wholesale power market is expected to contribute to market-based pricing in future years that is likely to be below previous cost-of-service tariff-based levels. Increased access to the wholesale market resulting from the changes in the transmission system access and pricing is also expected to increase access by any entity interested in potential opportunities of buying and selling capacity and energy. The RTO would operate and control interstate transmission systems.

In December 2007, the President signed the Energy Independence and Security Act (“EISA”) of 2007, requiring utilities to consider, for adoption, rejection, or modification by December 19, 2009, the implementation of (i) integrated resource planning; (ii) rate design modifications to promote energy efficiency investments; (iii) smart grid investments; and (iv) smart grid information. SRMPA studied technologies that would allow implementation of standards, as modified to fit its needs and has completed the regulatory assessment as required under the EISA. Municipal utilities, such as SRMPA, are designated as “non-regulated” under EISA, as well as the Energy Policy Act of 2005 (“2005 Energy Policy Act”), because those utilities are not regulated by state utility commissions.

On August 8, 2005, the 2005 Energy Policy Act was signed into law. Provisions in the 2005 Policy Act included: (i) repeal of existing Public Utility Holding Company Act requirements; (ii) conditional termination of the mandatory federal purchase and sale requirements for co-generation and small power production; (iii) expansion of the FERC’s merger review authority; (iv) re-authorization of renewable energy production incentives for solar, wind, geothermal, and biomass and authorization of new incentives for landfill gas; (v) incentives for development of new commercial nuclear power plants and other non- or low-carbon emitting technologies; (vi) establishment of a 7.5 percent goal for increased renewable energy use by the federal government by 2013, and of a 20 percent required reduction in energy use by federal buildings by 2015; and (vii) increased funding for weatherization of low-income homes and for state energy efficiency programs. The 2005 Energy Policy Act also amended the Public Utility Regulatory Policies Act of 1978 (“PURPA”) by adding five new standards that municipal utilities must consider and determine whether to implement. These new standards address net metering, diversity of fuel sources, efficiency of fossil-fuel-fired generation, time-based or “smart” metering, and the interconnection of distributed generation. Furthermore, Sections 221 and 222 of the 2005 Energy Policy Act preclude entities (including entities not generally subject to the FERC’s rate jurisdiction) from reporting false information relating to the price of electricity sold at wholesale or the availability of transmission capacity or engaging in market manipulation in connection with the purchase or sale of electric energy or transmission services.

On July 21, 2011, the FERC issued Order No. 1000, which among other things required public utility transmission providers to participate in a regional transmission planning process that produces a regional transmission plan and that incorporates a regional and inter-regional cost allocation methodology. Similar to Order No. 890, the FERC stated that it will implement its authority under Section 211A on a case-by-case basis. However, in Order No. 1000, the FERC appeared to expand upon the current reciprocity provisions. Further, the FERC stated that it has the authority to allocate costs to beneficiaries of services provided by specific transmission

facilities even in the absence of a contractual relationship between the owner of the transmission facilities and the identified beneficiary.

Although Order Nos. 888, 889, 890, 2000 and 1000 (collectively, the “FERC Rules”) do not directly regulate municipally owned utilities and other non-FERC regulated utilities, such as SRMPA, the FERC Rules have a significant impact on such utilities’ operations. The RPSA protects SRMPA from changes in wholesale generation and transmission costs due to changes in the FERC Rules. The FERC Rules have significantly changed the competitive climate in which the non-FERC regulated utilities operate, giving their customers much greater access to alternative sources of electric transmission services. The rules require them to provide open access transmission service conforming to the requirements for jurisdictional utilities whenever they are properly requested to do so under the 2005 Energy Policy Act or as a condition of taking transmission service from a FERC regulated utility. In certain circumstances, the non-FERC regulated utilities are required to pay compensation to their present suppliers of wholesale power and energy for stranded costs that may arise when the non-FERC regulated utilities exercise their option to switch to an alternative supplier of electricity.

Historically, electric utilities operating in the ERCOT area of Texas have not had any interstate connections other than in certain emergency situations, and hence electric generation and transmission facilities within the ERCOT area of Texas have not been subject to the FERC regulatory or licensing requirements on the basis of such interstate connections. Over the past several years, various efforts have been made to provide some interstate connections. These efforts have resulted in protracted judicial and administrative proceedings involving ERCOT members. The FERC has issued orders, which, among other things, permit the ERCOT members to avoid federal regulations of rates as the result of the ordered interconnections with another interstate connected utility.

In May 2011, each of Entergy’s operating companies filed a report with their respective state commissions outlining the expected benefits of joining the Midwest Independent Transmission System Operator (“MISO”), a regional transmission organization serving 15 states. In late 2011, the Entergy operating companies formally asked for approval to transfer operational control of their transmission facilities to MISO with a target implementation date of December 2013. ETI filed an application in April 2012 for approval to join the MISO RTO. ETI requested approval from the PUCT to transfer operational control of its system to MISO. ETI projected that there would be significant benefits to joining MISO, including providing centralized commitment and dispatch for electric generating units and operating both day-ahead and real-time markets for energy and operating reserves. In addition, within the MISO region, the RTO ensures grid reliability and performs transmission planning. The PUCT approved ETI’s application with conditions at the end of October 2012. Entergy contended that joining MISO was the best option for its customers and would provide the largest customer benefits. According to Entergy, customers would obtain the benefits of a combined operation of a larger pool of power resources across an even larger footprint, while also maintaining access to low-cost, clean and reliable power resources. On December 19, 2013, Entergy formally integrated its four-state footprint into the MISO control area. With the addition of the Entergy operating companies, the MISO region, renamed the Midcontinent Independent System Operator, now stretches from Canada to the Gulf of Mexico.

With the execution of the RPSA with EPMC, SRMPA acquired a delivered fixed cost power supply. As a result, SRMPA is not faced with market-driven increases in power supply or delivery costs. SRMPA is in a good position to withstand any potential impacts from Texas

retail competition and from the FERC changes in wholesale power markets and transmission services. The FERC regulatory changes pertaining to wholesale power supply and transmission access do not currently affect SRMPA, because the RPSA with Entergy calls for a fixed-price delivered requirements power supply through September 30, 2021, without fuel, transmission, or other cost adjustments. As the term of the RPSA meets its end in 2021 and wholesale power supplies become more significant, the principal on current debt will be repaid in full thereby eliminating the debt service, the largest cost component of SRMPA's total wholesale power cost. SRMPA believes that the above factors will enable it to maintain a competitive position as it continues to meet current and future obligations.

## **1.6 SRMPA HISTORICAL ACTIVITIES**

SRMPA has taken several active steps to reduce and stabilize wholesale power costs to its Members. During Fiscal Year 1998, SRMPA negotiated a long-term RPSA with EPMC, which merged with EKT. At the same time, SRMPA also negotiated the SCSA with EKT. The SCSA eliminated all risks to SRMPA associated with Nelson 6 and effectively released SRMPA from responsibility for Nelson 6, along with all costs associated with Nelson 6, including all risk associated with environmental regulations and issues. Further, all such Nelson 6 costs, as well as fuel and operating costs, were recovered by SRMPA in its price for the sale of excess system capacity to EKT under the SCSA. As of October 1, 2003, Nelson 6 was transferred out of escrow to a third party nominee of EPI thereby terminating the SCSA and is no longer an administrative issue for SRMPA.

SRMPA purchases all requirements to meet load and load growth from Entergy under the RPSA as assigned without novation to EWOM, and administered by EAM, net of SRMPA's share of federal hydroelectric power from the R. D. Willis Project and the Sam Rayburn Dam Project. The RPSA allowed SRMPA to reduce wholesale power costs to its Members from an annual average of approximately 76 mills per kWh in Fiscal Years 1996 through 1998, to approximately 70 mills per kWh in Fiscal Year 1999, due to the savings realized by SRMPA through the transfer of the operations, maintenance, fuel and transmission costs, and risk associated with Nelson 6 to EKT, through the SCSA, and the fixed power supply costs achieved under the RPSA. SRMPA rates under the RPSA became effective on November 1, 1998. On January 1, 2001, SRMPA authorized the utilization of available funds and savings to reduce further its average wholesale power cost to as low as 65 mills per kWh.

As discussed earlier, in September 2012, SRMPA issued the Series 2012 Bonds under a new indenture that were used to defease all of SRMPA's then outstanding Series 2002 Bonds. Issuance of the Series 2012 Bonds allowed SRMPA to: (i) revise certain bond covenants, including reduction of SRMPA's required cash holdings, allowing those funds to be utilized for the repayment of principal coincident with issuance of the Series 2012 Bonds; and (ii) make the repayment period of the Series 2012 Bonds coterminous with SRMPA's RPSA in 2021. In addition, the issuance of the Series 2012 Bonds resulted in reduced debt service requirements.

In October 2002, SRMPA adopted an Economic Development Rate plan that offered incentive for SRMPA to enhance its competitive and financial position. The plan provided each of the Members with the potential to attract new customers and stimulate load growth thereby lowering their overall average cost of service. The rate plan was designed to operate independently from the current rate structure. The rate plan applied to new commercial or industrial loads. SRMPA's associated charge to the Members recovered the cost of power supply under the RPSA, plus 10 mills per kWh for the new load additions. Retail customers

meeting certain criteria were designated this classification for participation on a non-discriminatory basis for a single two year term with an option to renew as assessed by SRMPA. SRMPA does not currently serve any customers under this rate plan.

In January 2005, SRMPA continued its efforts to reduce overall power costs to its Members and strive for increased retail load growth by implementing two additional incentive-based rate plans called the Large Load Economic Development Rate and the Large Load Rate plans. The Large Load Economic Development Rate and the Large Load Rate plans offered incentive for load growth through lower wholesale rates to each of the Members and provided each the potential to attract new and previous retail customers, stimulate load expansion, and retain existing retail customers; thereby lowering SRMPA's overall average wholesale cost of service. The reduction in SRMPA's overall average wholesale cost of service was accomplished by increasing load and increasing SRMPA's net revenues available for debt service.

The Large Load Economic Development Rate and the Large Load Rate plans were two distinct plans adopted concurrently but implemented sequentially. The Large Load Economic Development Rate plan was implemented first, followed by the Large Load Rate plan. The decision regarding whether to implement the Large Load Rate plan was based on its economic benefit foreseen at that time as a function of the additional load acquired under the Large Load Economic Development Rate plan. As more new load was subscribed over the term of the Large Load Economic Development Rate plan, the anticipated benefits under the subsequent Large Load Rate plan became more apparent and made effective accordingly. The Large Load Economic Development Rate plan was similar in structure to the Economic Development Rate. The Large Load Rate plan was a new rate offered as a discount to the Members with qualified large load customer subscribers. The Large Load Economic Development Rate and Large Load Rate plans applied to certain types of large commercial or industrial loads within the Members' service areas. The rate plan targeted large loads of at least 500 kW at an 8 mill adder to further encourage load growth. The initial Large Load Economic Development Rate charge recovered SRMPA's cost of power plus an adder on energy usage over the initial term of five years. At the end of the initial term, the Large Load Rate charge then became a function of the amount of new, expanded, and returned previous customers that were captured over the initial term under the Large Load Economic Development Rate. Potential Large Load Economic Development Rate and Large Load Rate customers meeting certain load level and industry type may have qualified. SRMPA made the Large Load Economic Development Rate and Large Load Rate available under a long-term non-discriminatory agreement for service with the Members regarding nominated qualified customers. In June 2008, both the Large Load Economic Development Rate and Large Load Rate were suspended. The Board approved a new economic development rate in October 2012, which is further discussed in Section 4.4.

The Members continued to review the reliability of the electric systems at each of the Members in response to the emergency created by Hurricane Rita in 2005 and from Hurricanes Ike and Gustav in 2008. In particular, the City of Jasper, identified alternatives that could enhance the level of reliability of their system during similar emergency conditions in the future. Several alternatives to increase Jasper's reliability were identified: (i) additional switching; (ii) black start operation at the Sam Rayburn Dam Hydropower Project; (iii) backup generation at select customer locations or at select substations; and (iv) adding supply lines to certain city substations. Any review included regional planning reports and discussions regarding operations and repairs with the EGSL and ETI. For example, the outage durations for each city were dependent upon both the level of physical damage and Entergy's scheduling and



emergency repair capability and policies. The comprehensive review, which addressed the level of reliability, the estimated costs and the schedule for implementation associated with each alternative, was completed and presented to the SRMPA's Board for consideration. The cost of these alternatives varied between a small or fractional percentage of annual costs to no cost at all. SRMPA funded the capital costs by using cash on hand and excess revenues collected above the coverage requirement. These improvements did not warrant the issuance of additional debt.

In July 2010, EWOM and SRMPA entered into the SRMPA Full Requirements Power Supply Agreement for the City of Liberty's Boomerang load. The City of Liberty and Boomerang are parties to the certain Retail Power Purchase Agreement (the "Boomerang Retail Contract") to which the City of Liberty provides Boomerang with all electrical loads up to 35 MW, or upon request such greater amount not to exceed 40 MW, required by Boomerang to operate its steel pipe and tube production facility. SRMPA entered into this agreement, in parallel to the RPSA, to supply the City of Liberty with the electric energy that it needs to satisfy its obligations under the Boomerang Retail Contract. The rate schedules included both a short-term rate schedule and a long-term rate schedule. The short-term rate schedule allowed the City of Liberty to provide an immediate response to the customer for electric service. Subsequently, the short-term rate schedule was superseded by the long-term rate schedule. The long-term rate schedule is cost-based and will be revised each year. The long-term, cost-based rate agreement to serve Boomerang will be in effect until September 30, 2021.

### **1.7 SRMPA CURRENT ACTIVITIES – CAMBRIDGE PROJECT**

SRMPA and VPPA began conceptual development of a separate wholesale power enterprise called the "Cambridge Project" prior to 2010. The Cambridge Project is distinct and separate from SRMPA's primary wholesale power supply mission of serving its Members, although the project compliments SRMPA's performance. SRMPA's revenues, funds, and accounts established under the Indenture are not comingled with Cambridge Project accounts and are not available to the Cambridge Project enterprise. The Cambridge Project is independent from SRMPA's existing operations that secure SRMPA's payment obligations to holders of the Series 2012 Bonds. Preparation of a report by the Consulting Engineer is not required for the Cambridge Project, and reporting on this project is beyond the scope of this Report. However, due to the potential impact of the Cambridge Project on SRMPA and its Members a limited discussion of the Cambridge Project is provided in this section.

During Fiscal Years 2010 and 2011, SRMPA and VPPA were engaged in discussions with Entergy operating companies regarding additional power supply and purchase arrangements that became effective on December 1, 2011. The new power supply contractual arrangements (i) enable the Cambridge Project to obtain four new wholesale loads, and (ii) provide SRMPA with firm power supply for the next 25 years to serve its Members (under the Supplemental Requirements Power Supply Agreement ("SRPSA")). The four wholesale loads of SRMPA consist of two large oil refineries, a chemical company and ETI. The two oil refineries and chemical company are served through VPPA. The Cambridge Project supplements the existing SRMPA and the VPPA Systems under the RPSA.

Under the SRPSA with EWOM, SRMPA reduced the right to increase purchases for load growth at a maximum 3 percent annual rate to a 2 percent annual growth rate, which is more in line with anticipated growth rates. The SRPSA assures an energy supply to SRMPA beyond the 2021 termination of the RPSA to 2035, and provides that if SRMPA has load growth above

the anticipated rate, EWOM will provide service for such load. Should any of the Cambridge Project contractual arrangements be terminated, all Cambridge contracts will terminate and SRMPA and VPPA Systems will revert to their original condition with wholesale energy provided under the RPSA for SRMPA to serve its participating Members. The four VPPA retail customers that are served by VPPA in the default situation, as well as ETI, which may elect to be served by VPPA in the default situation. The additional power supply resources to the Cambridge Project include generation from third parties and power supply purchases from EGSL and from EWOM. In addition, SRMPA entered into contractual arrangements with EGSL and EWOM for power supply management and delivery.

The Cambridge Project load requirements consist of approximately 325 MWs of high load factor industrial load and a 225 MW block load sale to ETI. The supply portfolio consists of 220 MWs from EWOM, 110 MWs from EGSL, 220 MWs from the Nelson Industrial Steam Company and 5 MWs from City Water & Light, Jonesboro, Arkansas.

The objective of the Cambridge Project is to consistently meet the service obligations of SRMPA and VPPA and to provide for competitively priced long-term wholesale power supply to 2035 under the SRPSA. Any potential income in excess of costs derived from the Cambridge Project may be used to reduce long-term power supply costs to the Members, build reserves and make transfers to SRMPA for potential distribution to the Members and to capture the value of the unused portion of the “headroom” embedded in the original RPSA.

### 1.8 FUNDS ESTABLISHED UNDER THE INDENTURE

The Indenture established special funds to hold proceeds from debt issuances, for purposes of establishing and maintaining certain reserves. The Indenture also established special funds into which revenues from Members are to be deposited and from which operating costs, debt service and other specified payments are to be made. The following table summarizes the funds established pursuant to the Indenture.

**Table 1-1: Funds Established Pursuant to the Indenture**

| Fund                           | Held By                |
|--------------------------------|------------------------|
| Revenue Fund                   | Trustee <sup>[1]</sup> |
| Operating Fund                 | SRMPA                  |
| Bond Fund                      | Trustee <sup>[1]</sup> |
| Debt Service Account           |                        |
| Reserve Account                |                        |
| Rebate Fund                    | Trustee <sup>[1]</sup> |
| Operations Reserve Fund        | SRMPA                  |
| Subordinated Indebtedness Fund | Trustee <sup>[1]</sup> |
| Rate Stabilization Fund        | SRMPA                  |
| Refund Fund                    | Trustee <sup>[1]</sup> |
| General Fund                   | SRMPA                  |

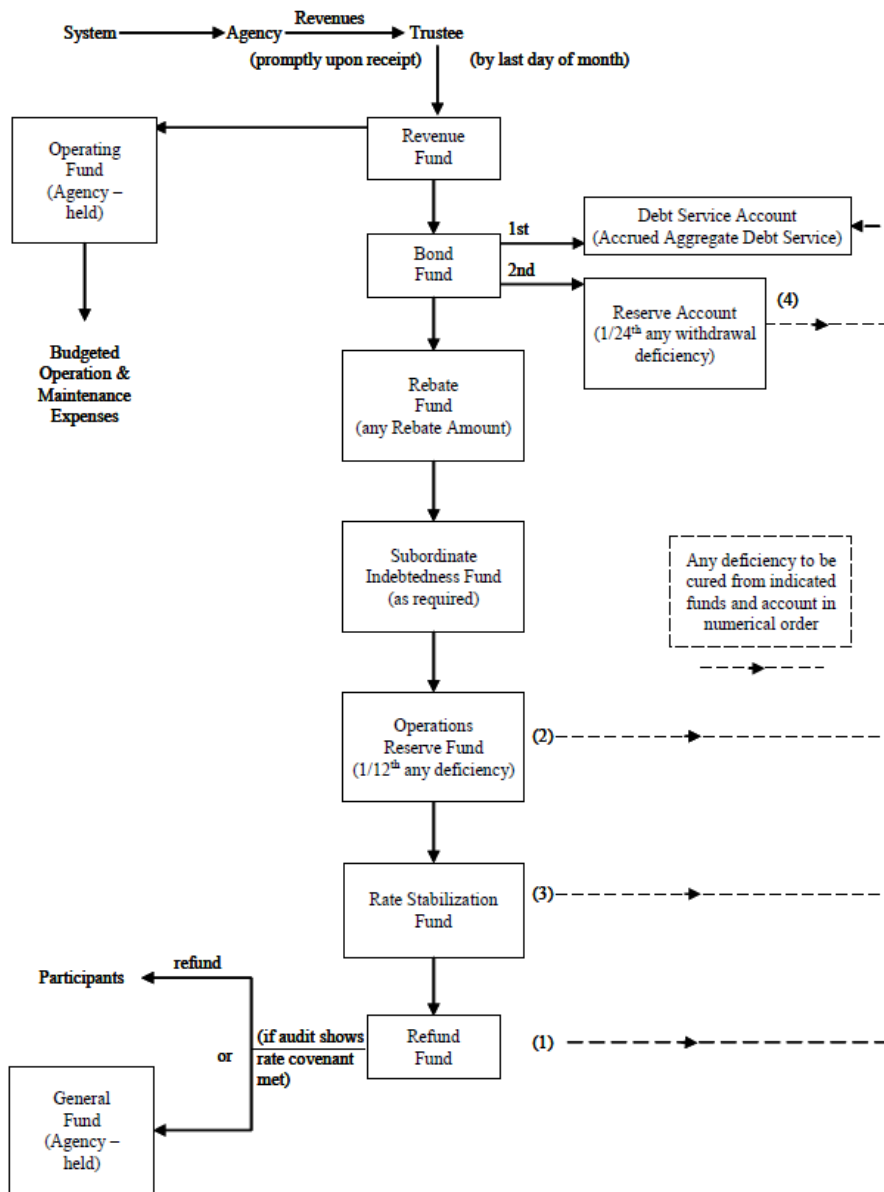
[1] The Trustee at September 30, 2017 was the Bank of New York Mellon Trust Company, N.A.

SRMPA deposits all Revenues upon receipt thereof to the credit of the Revenue Fund. As soon as practicable in each month after the deposit of Revenues into the Revenue Fund, the Trustee makes the following transfers from the Revenue Fund in the following order in the amounts required to be deposited for such intention as provided in the Indenture:

1. to SRMPA for deposit into the Operating Fund (to pay operating expenses);
2. to the Bond Fund (to pay debt service on bonds);
3. to the Rebate Fund (to pay Rebate owed to the Internal Revenue Service);
4. to any Subordinate Indebtedness Fund (to pay debt service on subordinated debt);
5. to the Operations Reserve Fund (for purposes described further in this section);
6. to the Rate Stabilization Fund (for purposes described further in this section);
7. to the Refund Fund (for purposes described further in this section); and
8. thereafter to the General Fund (for purposes described further in this section).

The payments to the Trustee by SRMPA of its Revenues and the monthly application by the Trustee of such Revenues in accordance with the Indenture are reflected in the following figure.

Figure 1-1: Primary Flow of Funds



### **1.8.1 SUBORDINATE INDEBTEDNESS**

Under the Indenture SRMPA may, at any time, issue Subordinated Indebtedness payable out of, and which may be secured by a security interest in and pledge and assignment of, such amounts in any Subordinated Indebtedness Fund or the General Fund as may be available for the purpose of payment thereof. However, any security interest and pledge and assignment must be subordinate in all respects to the security interest in and pledge and assignment of the Trust Estate created by the Indenture as security for the Bonds. Any Subordinated Indebtedness issued under the Indenture may not be accelerated unless all Outstanding Bonds under the Indenture have been accelerated. As of September 30, 2018, SRMPA did not have any outstanding Subordinated Indebtedness.

### **1.8.2 BOND FUND - RESERVE ACCOUNT**

In the event that amounts in the Bond Fund - Debt Service Account are insufficient for the purposes of paying the principal of, premium, if any, and interest on the Bonds when due, the deficiency shall be made up from the Reserve Account after giving effect to the amounts in the Refund Fund and the Operations Reserve Account.

SRMPA is required, pursuant to the Indenture, to fund a Reserve Account in the Bond Fund in an amount equal to the Reserve Requirement, which is defined as the lesser of (i) 10 percent of the par amount of the Bonds, as such amount is permitted to be adjusted by the Internal Revenue Code, (ii) the Maximum Annual Aggregate Debt Service coming due on Outstanding Bonds in the current or any future Fiscal Year, but excluding interest to be paid from deposits in the Debt Service Account in the Bond Fund made from the proceeds of Bonds or Subordinated Indebtedness, or (iii) 125 percent of the average annual Debt Service on the Bonds (the "Reserve Requirement").

If the amount on deposit in the Reserve Account exceeds the Reserve Account Requirement, the excess may be withdrawn to pay or provide for payment of the outstanding Bonds in accordance with the Indenture.

According to SRMPA, the Reserve Account Requirement at September 30, 2018 was \$12,401,008.

### **1.8.3 RATE STABILIZATION FUND**

SRMPA is required, pursuant to the Indenture, to have on deposit an amount equal to 10 percent of the aggregate annual debt service coming due in the Fiscal Year beginning October 1, 2012, and thereafter from time to time SRMPA may deposit in the Rate Stabilization Fund such amounts as SRMPA shall determine necessary to maintain a balance equal to 10 percent of the aggregate annual debt service coming due on the Outstanding Bonds in the current or any future Fiscal Year. No deposit of Revenues to the Rate Stabilization Fund may be made to the extent withdrawals of Revenues for any Fiscal Year to be deposited in the Rate Stabilization Fund would have reduced the debt service ratio computed pursuant to the Indenture for such Fiscal Year below 1.10.

To the extent that amounts in the Operations Reserve Fund (as described further in this section) are insufficient to make any payment from the Operating Fund the amounts from the Rate Stabilization Fund may be applied, as necessary, to make good the deficiency.

Whenever the money on deposit in the Rate Stabilization Fund exceeds the maximum annual debt service coming due on the Outstanding Bonds in the current or any future Fiscal Year, the excess may be withdrawn and deposited in the Refund Fund. All Interest or other earnings on deposit in the Rate Stabilization Fund shall be withdrawn therefrom and accounted for as Revenues.

According to SRMPA, the deposit in the Rate Stabilization Fund balance at September 30, 2018 was \$1,620,414.

#### **1.8.4 OPERATIONS RESERVE FUND**

SRMPA is required, pursuant to the Indenture, to deposit the Operations Reserve Requirement to the Operations Reserve Fund sourced with proceeds from the previously issued Series 2002 Bonds and amounts transferred from SRMPA's General Fund or otherwise lawfully available to SRMPA. The "Operations Reserve Requirement," as defined in the Indenture, means an amount equal to 45 days of Operation and Maintenance Expenses, measured on a straight line basis for the prior Fiscal Year as set forth in the most recent audited financial statements. Within 120 days after SRMPA's audited annual financial statements become available, if the balance of the Operations Reserve Fund is less than the Operations Reserve Requirement, then SRMPA shall deposit to the Operations Reserve Fund amounts which after twelve equal monthly installments will equal such deficiency.

To the extent that amounts in the Refund Fund are insufficient to provide for any such insufficiency, if (i) at any time or from time to time amounts in the Operating Fund are insufficient to make any payment from the Operating Fund required, or (ii) if on the final business day of any month the amount in the Debt Service Account is insufficient to equal the amount required to be in that Account, then in either case the Trustee must apply amounts from the Operations Reserve Fund to the extent necessary to make good the deficiency.

Whenever the money on in the Operations Reserve Fund exceeds the Operations Reserve Requirement, the excess may be withdrawn therefrom by written request of SRMPA and applied pursuant to the Indenture.

According to SRMPA, the balance in the Operations Reserve Fund at September 30, 2018 was \$2,529,787.

#### **1.8.5 REBATE FUND**

SRMPA is required, pursuant to the Indenture, to establish a Rebate Fund. The Rebate Fund shall be applied for payment of any Rebate Amount as defined in the Indenture. If SRMPA directs the Trustee to make payments from the Rebate Fund on any date and the amounts therein are insufficient to make such payments, the Trustee shall request additional deposits from SRMPA in the amount of any deficiency.

According to SRMPA, there was no balance in the Rebate Fund at September 30, 2018.

#### **1.8.6 REFUND FUND**

SRMPA is required pursuant to the Indenture, to establish a Refund Fund. After all deposits from the Revenue Fund are made to the various Funds and Accounts established pursuant to the Indenture, but prior to any deposit to the General Fund, the Trustee applies any remaining amounts in the Revenue Fund to the Refund Fund.

Not later than the last business day of each month, prior to application of any amounts in the Reserve Fund or the Operations Reserve Fund, the Trustee applies amounts then held in the Refund Fund to Funds and Accounts held under the Indenture to the extent of any deficiency in the amount of any scheduled deposits from the Revenue Fund.

According to SRMPA, the balance in the Refund Fund at September 30, 2018 was \$3,406,643.

### 1.8.7 GENERAL FUND

SRMPA is required, pursuant to the Indenture, to establish a General Fund whereby the amounts in the General Fund may be used for: (i) the purchase or redemption of Bonds, and expenses related thereto; (ii) payment of any Rebate Amount; (iii) improvements, extensions, betterments, renewals, and replacements of the System; (iv) payments to the Subordinated Indebtedness Fund or for payments of principal or redemption price of and interest on any Subordinated Indebtedness; or (v) any other lawful purposes of SRMPA.

## 1.9 BONDS OUTSTANDING/SUMMARY OF BOND ISSUANCES

Table 1-2 shows that, as of September 30, 2018, SRMPA had issued eleven separate series of Bonds in aggregate principal amount of \$1.080 billion, of which ten series were no longer outstanding. After giving effect to approximately \$873 million in aggregate principal amount of Bonds that have been refunded and approximately \$152 million in aggregate principal amount of Bonds that have been paid at maturity, the net amount of Bonds outstanding as of September 30, 2018, was an aggregate principal amount of \$55 million.

**Table 1-2: Bonds Issued and Outstanding as of September 30, 2018**

*Amounts Shown in (\$000)*

| Series               | Principal Amount Issued | Refunded/ Deceased        | Paid At Maturity  | Outstanding as of September 30, 2018 |
|----------------------|-------------------------|---------------------------|-------------------|--------------------------------------|
| 1981                 | \$ 157,250              | \$ 152,565 <sup>[1]</sup> | \$ 4,685          | \$ -                                 |
| 1982                 | 162,140                 | 153,140 <sup>[2]</sup>    | 9,000             | -                                    |
| 1985 <sup>[3]</sup>  | 179,696                 | 173,491 <sup>[4]</sup>    | 6,205             | -                                    |
| 1985A                | 43,900                  | 42,400                    | 1,500             | -                                    |
| 1993A                | 153,420                 | 132,220                   | 21,200            | -                                    |
| 1993B                | 89,595                  | 83,320                    | 6,275             | -                                    |
| 2002A                | 117,605                 | 96,225                    | 21,380            | -                                    |
| 2002B                | 52,660                  | 40,000                    | 12,660            | -                                    |
| 2002C <sup>[5]</sup> | 10,705                  | -                         | 10,705            | -                                    |
| 2002D <sup>[5]</sup> | 4,340                   | -                         | 4,340             | -                                    |
| 2012                 | 108,940                 | -                         | 53,650            | 55,290                               |
| <b>Total</b>         | <b>\$ 1,080,251</b>     | <b>\$ 873,361</b>         | <b>\$ 151,600</b> | <b>\$ 55,290</b>                     |

[1] Includes \$3,880,000 of principal amount of bonds defeased with proceeds from the sale of government securities held by SRMPA.

[2] Includes \$5,885,000 of principal amount of bonds defeased with proceeds from the sale of government securities held by SRMPA.

[3] Amounts do not reflect accretion on the portion of these bonds that were issued as Capital Appreciation Bonds.

[4] Includes \$11,715,000 of principal amount of bonds defeased with proceeds from the sale of government securities held by SRMPA.

[5] All or a portion of these Bonds were issued as federally taxable.

All Bonds issued through September 30, 2018, have been issued to finance: (i) the acquisition and construction of Nelson Coal Unit No. 6 and the cost of related transmission facilities; (ii) the Robert Douglas Willis Hydropower Project; (iii) the purchase of SRMPA's share of the Excepted Facilities from GSU; (iv) certain fund deposits required under the Indenture; (v) costs and expenses associated with issuance of such Bonds; or (vi) the refunding of Bonds.

Table 1-3 sets forth the total annual debt service requirements for all outstanding Bonds issued through September 30, 2018 that are expected to be paid from revenues.

**Table 1-3: Total Debt Service Requirement for Bonds Issued Through September 30, 2018**

*Amounts Shown in (\$000)*

| Period Ending October 1, | Principal Installments | Interest Payments | Total Debt Service |
|--------------------------|------------------------|-------------------|--------------------|
| 2018                     | 12,830                 | 2,765             | 15,595             |
| 2019                     | 13,470                 | 2,123             | 15,593             |
| 2020                     | 14,140                 | 1,450             | 15,590             |
| 2021                     | 14,850                 | 743               | 15,593             |
| <b>Total</b>             | <b>\$ 55,290</b>       |                   |                    |

## 1.10 BOND RATINGS

SRMPA has received ratings on its Bonds from two investment services groups comprising of Standard & Poor's, a division of The McGraw-Hill Companies, Inc. ("Standard & Poor's") and Fitch IBCA, Inc. ("Fitch").

Table 1-4 shows the ratings that SRMPA's Bonds have been assigned as of September 30, 2018 by the two investment services groups identified above:

**Table 1-4: Bond Ratings**

|                | Standard & Poor's | Fitch  |
|----------------|-------------------|--------|
| <b>Rating</b>  | BBB+              | BBB+   |
| <b>Outlook</b> | Stable            | Stable |

The ratings by Standard & Poor's and Fitch reflect only the views of such organizations and any desired explanations of the significance of such ratings and any outlooks should be obtained only from the respective organizations. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies, and assumptions of its own. There is no assurance such ratings will continue for any given period of time or that such ratings will not be revised downward or withdrawn entirely by the respective rating agencies, if, in the judgment of such rating agencies, circumstances so warrant. Any downward revision or withdrawal of such ratings may have an adverse effect on the market price of SRMPA's outstanding indebtedness.





## 2 OPERATIONS OF SRMPA

### 2.1 AUTHORIZED ACTIVITIES

SRMPA is a municipal corporation and political subdivision and body politic and corporate of the State of Texas organized under the laws of the State of Texas. SRMPA was created in 1979 by concurrent ordinances adopted by the governing bodies of the Cities of Jasper, Liberty, and Livingston, Texas. The purpose for forming SRMPA was to undertake the planning, financing and operation of resources for supplying electric power and energy needs to the participants, including the three Members and the Town of Vinton, Louisiana, through VPPA. SRMPA is organized pursuant to Texas Utilities Code, Sections 163.051 through 163.102, as amended (the “Enabling Act”). The Enabling Act authorizes SRMPA to, among other things: (i) acquire, own and operate electric facilities and engage in the generation and transmission of electric power and energy in or outside of Texas; (ii) issue revenue bonds and pledge SRMPA’s net revenues for the payment of revenue bonds; (iii) sell, purchase or exchange electric power and energy to, from, or with electric utilities located in or outside of Texas; and (iv) establish and collect rates and charges necessary to produce revenues sufficient to pay all operation and maintenance expenses, debt service requirements on all revenue bonds issued, and other charges necessary to fulfill its contractual commitments.

### 2.2 BOARD OF DIRECTORS

SRMPA is governed by a Board of Directors, consisting of six directors who serve without compensation. The governing body of each of the three Members appoints two individuals to serve on the Board. Under the concurrent ordinances that created SRMPA, the terms of the members of the Board are two years, with the term of one member from each city expiring annually. The majority vote of a quorum is required for the Board to take action. Four directors constitutes a quorum. The Board of Directors sets SRMPA’s policies and administrative procedures. The elected members of the Board, as of September 30, 2018, are listed below:

**Table 2-1: Board of Directors**

| City           | Name          | Office                  | Municipal Title |
|----------------|---------------|-------------------------|-----------------|
| Jasper, TX     | Gary Gatlin   | Director                | Mayor           |
| Jasper, TX     | Denise Kelley | Secretary/Director      | City Manager    |
| Liberty, TX    | Carl Pickett  | President/Director      | Mayor           |
| Liberty, TX    | Tom Warner    | Director                | City Manager    |
| Livingston, TX | Clarke Evans  | Vice President/Director | Mayor           |
| Livingston, TX | Judy Cochran  | Director                | Council Member  |

During Fiscal Year 2018, Gary Gatlin replaced Randy Sayer as Mayor of Jasper and Tom Warner replaced Gary Broz as City Manager of Liberty taking their respective SRMPA director positions. Also, Denise Kelley replaced Mike Lout as director representative from Jasper. Below is a brief description of the background of the Board’s officers:

**Mr. Carl Pickett**, President of SRMPA. Mr. Pickett presently serves as Mayor of the City of Liberty and was elected to office in May 2006. After graduating from Liberty High School, he obtained a Bachelor of Business Administration degree from the University of Texas at Austin

– majoring in accounting - and a Juris Doctor degree from the University of Texas School of Law. Mr. Pickett has professional memberships with the State Bar of Texas and the Texas Society of CPAs. He has practiced law for 44 years in the areas of real estate, probate and business law and has been a CPA for 42 years while working in the areas of fiduciary, partnership, corporate, and individual income taxation, estate and gift taxation, and non-profit entities tax compliance. Since 1971, Mr. Pickett has been a principal in the law firm of Pickett & Pickett, P.C. He is a member of the Liberty Rotary Club and Immaculate Conception Catholic Church. Prior to becoming mayor of the City of Liberty, he served for twenty-one years as a member of the Liberty Independent School District Board of Trustees. Currently he also serves as a member of the Board of the Sam Rayburn Dam Electric Cooperative and as a Trustee on the Lee College Foundation Board of Trustees. Mr. Pickett was elected President of SRMPA in 2017.

**Mr. Clarke Evans**, Vice President of SRMPA. Mr. Evans was elected Mayor of the City of Livingston on May 10, 2008. He was elected as an Alderman in May 2003 and served as Mayor Pro-Tem from June 13, 2006 through June 12, 2007. He attended Livingston High School and graduated with honors from Sam Houston State University with a Bachelor of Science in Education and a Master of Education. He is a lifelong member of First United Methodist Church of Livingston and served on the Administrative Board, Finance Committee, and Board of Trustees and Building Committee. He served for nine years on Livingston ISD Board of Trustees and was Chairman and director of the Polk County Appraisal District. He is a member of Livingston Lion's Club and of the Houston Livestock Show and Rodeo. Mr. Evans is a former member of the Livingston Volunteer Fire Department and of the Polk County Appraisal Review Board. He is a veteran of the United States Army with rank of Captain and is owner of Evans & Associates real estate firm specializing in commercial real estate development. Mr. Evans also participates in a number of local clubs and community activities. Mr. Evans was elected Secretary-Treasurer of SRMPA in 2009 and Vice President in 2018.

**Ms. Denise Kelley**, Secretary of SRMPA. Ms. Kelley was born and raised in the Houston area and graduated from La Porte High School in 1976. She went on to attend Sam Houston State University and graduated in 1980 with a Bachelor of Business Administration with a degree in Finance concentrating in Accounting and Economics. Ms. Kelley was the Comptroller for Deep East Savings Association for eleven years and then went into the Public sector as Chief Financial Officer for Hughes Resources for seven years. She continued her career at C&C Lumber for six years before joining the City of Jasper in January 2004 as the Director of Budget and Finance. Ms. Kelley served as the interim City Manager during two different times before she was appointed Permanent City Manager along with her position as Finance Director in April of 2013. She has been married to her husband, Glenn Kelley, for over thirty eight-years and they have two adult children and one granddaughter.

## 2.3 MANAGEMENT

The Board retains E. Bruce Mintz, C.P.A. and attorney, in Liberty, Texas to serve as the Executive Director of SRMPA. The Executive Director, at the direction of the Board of Directors, corresponds with accountants, attorneys, and engineers representing SRMPA, as needed, prepares and forwards invoices to the Members for their respective share of power purchased, prepares invoices for and monitors other receivables due to SRMPA, prepares accounts payables for approval by the Board of Directors and payment, oversees SRMPA's compliance with the Texas Open Meetings Act, and other day-to-day business affairs of SRMPA.

The following table reflects the firms that provide professional services to SRMPA.

**Table 2-2: Professional Services**

| Company                                     | Service             |
|---|---------------------|
| Fulbright & Jaworski L.L.P., Houston, TX    | General Counsel     |
| Fulbright & Jaworski L.L.P., Houston, TX    | Bond Counsel        |
| GDS Associates Inc., Marietta, GA           | Consulting Engineer |
| Nowlin & Associates, Inc., Natchitoches, LA | Engineer            |
| Axley & Rode, L.L.P., Lufkin, TX            | Independent Auditor |
| Raymond James   Morgan Keegan, New York, NY | Financial Advisor   |

## 2.4 MANAGEMENT CONTROLS

Under the Power Sales Contracts, SRMPA's management is required to submit to the Members the following quarterly reports:

1. A financial and operating statement relating to the System;
2. A status report of the current annual System budget;
3. A report on the status of the construction budget for all projects currently under construction; and
4. A status report on operations of the System.

The Power Sales Contracts require SRMPA to retain a Consulting Engineer to assist, advise and make recommendations to SRMPA on matters relating to electric power generation, transmission, power supply, electric utility operations, rates and billing charges, monitoring of SRMPA performance and annual budgets. Under the Power Sales Contracts, the Consulting Engineer is to prepare, within 150 days following the close of each Fiscal Year, a report reviewing:

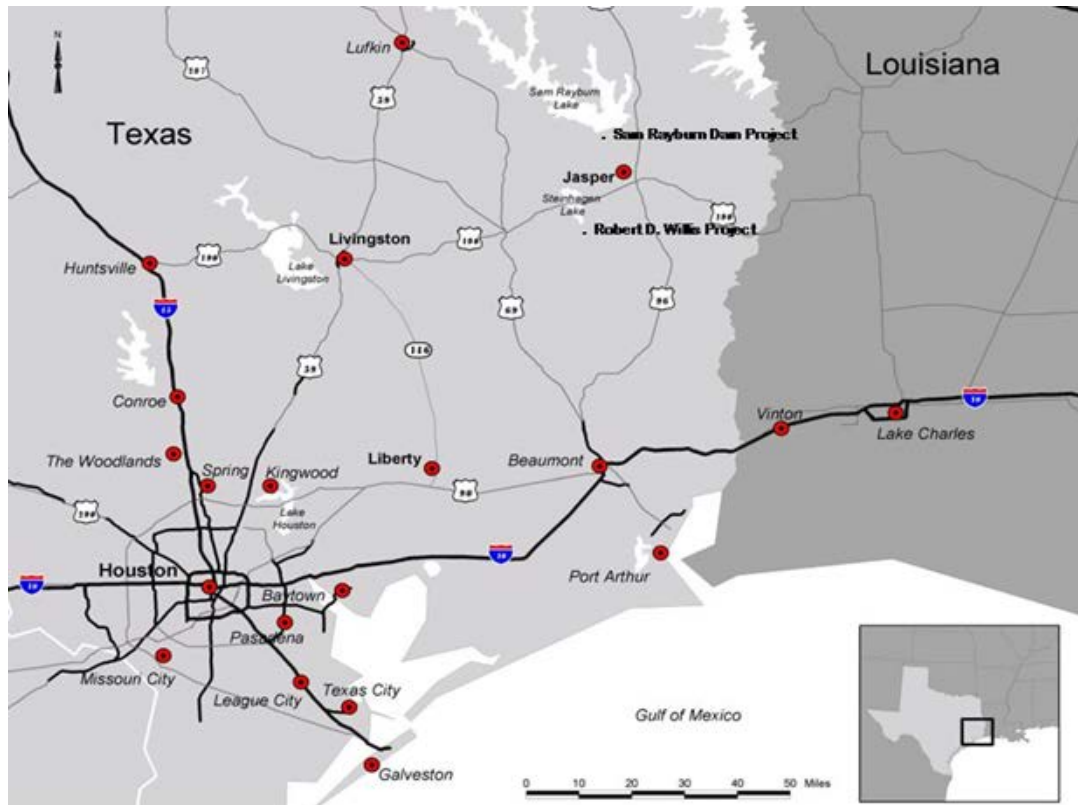
1. The operations of the System;
2. The sufficiency of SRMPA's rates and charges; and
3. The requirements for future power and energy.

In addition, the Consulting Engineer is to submit any recommendations concerning changes in operation and the making of repairs, renewals, replacements, extensions, betterments, and improvements. SRMPA is required to develop, in conjunction with the Consulting Engineer, an annual forecast of its power and energy requirements for the next ten years. Based upon the forecast, SRMPA will prepare a power and energy plan including a schedule of power and energy resource acquisition and operating plans. SRMPA is also required to retain an independent certified public accountant and to submit financial statements audited by such an independent certified public accountant to the Trustee and Members within 90 days after the end of each Fiscal Year. The Fiscal Year 2018 audit was made available to SRMPA. The independent certified public accountant's financial statements for Fiscal Years 2018 and 2017 are included in Appendix A of this Report.

## 2.5 CITY ECONOMIC AND CUSTOMER INFORMATION

The Cities of Jasper, Liberty, and Livingston, Texas are located in Southeast Texas. The following map indicates the location of the Cities, the R. D. Willis Project site, the Sam Rayburn Dam Project site, and the major cities in the general vicinity.

Figure 2-1: Map of Members



The Members independently own and operate their respective electric systems and distribute electric power and energy at retail to residential, commercial, and industrial customers and for municipal and public use within their service areas. The dominant industrial and commercial activities in the region include agriculture, timber and related paper industries, retailing, recreation and oil and gas.

### 2.5.1 CITY OF JASPER

The following description and information was provided by the City of Jasper.

The City of Jasper is located in Southeast Texas, inside Jasper County, and is approximately 135 miles northeast of Houston and 72 miles north of Beaumont. The municipal boundaries of Jasper cover approximately 10.6 square miles. According to the 2010 federal census, the City of Jasper had a population of 7,590. Jasper County is bordered on the north by San Augustine and Sabine counties, on the east by Newton County, on the south by Orange County, and on the west by Hardin and Tyler counties. The construction of Sam Rayburn Reservoir in the mid-1960s near Jasper brought the county a new industry, as water again proved a valuable resource. The Angelina River and its tributaries feed the reservoir, which attracts boaters, fishermen, and tourists. Jasper County is the 87<sup>th</sup> largest in population of the

254 counties in Texas, with a population of 35,561 in 2018. The county consists of 970 square miles. The following table presents the historical population statistics for the City of Jasper.

**Table 2-3: City of Jasper's Historical Population Statistics**

| Year | City Population      | County Population | State Population |
|------|----------------------|-------------------|------------------|
| 1960 | 4,489                | 22,100            | 9,580,000        |
| 1970 | 6,251                | 24,692            | 11,198,655       |
| 1980 | 6,959                | 30,781            | 14,229,191       |
| 1990 | 7,160                | 31,102            | 16,986,510       |
| 2000 | 8,247                | 35,604            | 20,851,820       |
| 2010 | 7,590 <sup>[1]</sup> | 35,710            | 25,145,561       |
| 2011 | 7,590 <sup>[1]</sup> | 36,296            | 25,674,681       |
| 2012 | 7,590 <sup>[1]</sup> | 35,927            | 25,613,722       |
| 2013 | 7,656                | 35,639            | 26,448,193       |
| 2014 | 7,656                | 35,649            | 26,448,193       |
| 2015 | 7,637                | 35,552            | 26,956,958       |
| 2016 | 7,619                | 35,506            | 27,469,114       |
| 2017 | 7,658                | 35,648            | 28,304,596       |
| 2018 | 7,604                | 35,561            | 28,704,330       |

[1] Based on the 2010 federal census.

The City of Jasper's economy is based primarily on forest products. Jasper County consistently ranks among the top five forest products producing counties in Texas, with over 480,000 acres of timberland. The production of feed and fiber products is also a major factor in the City of Jasper's economy. The Sam Rayburn Reservoir, the largest man-made reservoir wholly within the State of Texas, is located approximately ten miles north of the City of Jasper and is a popular recreational area. The construction of retirement and second homes near the reservoir has contributed to the City of Jasper's economy. The City of Jasper, as the largest city within a 60-mile radius, serves as a regional retail shopping and services center for an estimated 15,000 to 20,000 people.

The City of Jasper expects expansion of its local economy and job base during the next few years. The Jasper Economic Development Corporation ("JEDCO") pursues goals of job base generation and job diversification that will be advanced by the completion of two industrial parks. In 2002, JEDCO completed the unique Jasper Airport Industrial Park, which connects to the Jasper County Airport. Offering direct runway access, the Jasper Airport Industrial Park attracted Mobile Specialty Vehicles. In addition, the Jasper Rail Park was further developed with North Star Resources, a wood processor and WATCO Transportation Services, a short-line rail company. In 2018, JEDCO agreed to sell Affinity Hospice the hangar/office building at the airpark to new durable medical equipment leasing business, which ensured fifty new Jasper area jobs.

The following tables set forth certain information provided by the Texas Workforce Commission, with respect to the annual average workforce, employment, and economic data for Jasper County or the City of Jasper for the calendar years indicated.

**Table 2-4: County of Jasper's Workforce and Employment Data***Source: Texas Workforce Commission, City of Jasper*

| Year | Civilian Labor Force | Employment | Unemployment | County Rate | State Rate |
|------|----------------------|------------|--------------|-------------|------------|
| 2009 | 16,246               | 14,316     | 1,930        | 11.9%       | 8.2%       |
| 2010 | 15,907               | 14,010     | 1,897        | 11.9%       | 7.9%       |
| 2011 | 15,672               | 13,990     | 1,682        | 10.7%       | 7.2%       |
| 2012 | 16,019               | 14,498     | 1,521        | 9.5%        | 6.0%       |
| 2013 | 15,730               | 14,212     | 1,518        | 9.7%        | 6.1%       |
| 2014 | 15,479               | 14,326     | 1,153        | 6.9%        | 5.1%       |
| 2015 | 14,293               | 13,299     | 994          | 7.0%        | 4.2%       |
| 2016 | 13,462               | 12,336     | 1,126        | 8.4%        | 4.6%       |
| 2017 | 13,406               | 12,358     | 1,048        | 7.80%       | 3.8%       |
| 2018 | 13,065               | 12,316     | 749          | 5.70%       | 3.7%       |

**Table 2-5: City of Jasper's Economic Statistics**

| Year | Building Permits | Assessed Valuation | Retail Sales  | Sales Tax Receipts |
|------|------------------|--------------------|---------------|--------------------|
| 2009 | \$10,726,130     | \$273,473,461      | \$241,971,773 | \$4,100,308        |
| 2010 | \$10,758,184     | \$276,783,095      | \$241,008,387 | \$3,851,780        |
| 2011 | \$ 3,027,088     | \$283,052,752      | \$253,488,321 | \$3,851,263        |
| 2012 | \$ 8,653,996     | \$286,909,609      | \$250,052,395 | \$3,831,529        |
| 2013 | \$ 9,837,052     | \$293,992,942      | \$255,970,769 | \$4,053,708        |
| 2014 | \$ 6,807,965     | \$305,577,587      | \$259,226,354 | \$4,073,997        |
| 2015 | \$ 9,613,288     | \$309,667,359      | \$260,483,658 | \$4,113,286        |
| 2016 | \$ 6,429,360     | \$307,198,176      | \$275,536,502 | \$3,507,421        |
| 2017 | \$ 1,861,426     | \$313,054,483      | \$284,959,503 | \$4,075,828        |
| 2018 | \$ 2,827,277     | \$382,776,550      | \$291,174,450 | \$4,344,910        |

The City of Jasper's electric system was established in 1938. The system consists of two substations, one mile of 138 kilovolts ("kV") sub-transmission line and approximately 159 miles of 13.8 kV distribution lines. The City of Jasper's electric department maintains approximately 4,423 customers in a service area of approximately 35.5 square miles. In addition to the Jasper electric system retail service within the original single-certified part of the City of Jasper, the Jasper-Newton Electric Cooperative, Inc. also serves customers in the remaining dual certified areas in the City of Jasper. The City of Jasper electric department serves all other customers within the City of Jasper's single certified service area. Currently there are approximately 300 acres of developable property in the City of Jasper's dual certified area. In addition, the City of Jasper electric department serves a number of customers outside of the Jasper city limits.

The City of Jasper offers competitive utility rates to attract new residential, commercial, and industrial developments. The following tables present a summary of operating statistics relating to the electric utility system of the City of Jasper.

**Table 2-6: City of Jasper's Electric System Number of Customers**

| Year | Residential | Commercial | Industrial | City Total |
|------|-------------|------------|------------|------------|
| 2009 | 3,536       | 880        | 5          | 4,421      |
| 2010 | 3,519       | 901        | 3          | 4,423      |
| 2011 | 3,531       | 922        | 3          | 4,456      |
| 2012 | 3,522       | 936        | 5          | 4,463      |
| 2013 | 3,523       | 993        | 5          | 4,521      |
| 2014 | 3,514       | 968        | 5          | 4,487      |
| 2015 | 3,482       | 988        | 5          | 4,475      |
| 2016 | 3,460       | 922        | 6          | 4,388      |
| 2017 | 3,438       | 980        | 5          | 4,423      |
| 2018 | 3,434       | 983        | 4          | 4,421      |

**Table 2-7: City of Jasper's Electric Sales**

| Year | Megawatt Hour Sales |                         |            | Total Revenue | Revenue/MWh |
|------|---------------------|-------------------------|------------|---------------|-------------|
|      | Residential         | Commercial & Industrial | City Total |               |             |
| 2009 | 45,656              | 49,173                  | 94,828     | \$11,221,048  | \$118.30    |
| 2010 | 49,492              | 53,840                  | 103,332    | \$12,154,141  | \$117.60    |
| 2011 | 48,725              | 51,179                  | 99,904     | \$12,198,446  | \$122.10    |
| 2012 | 47,069              | 51,152                  | 98,391     | \$11,273,378  | \$114.60    |
| 2013 | 46,511              | 51,322                  | 97,663     | \$11,609,299  | \$118.90    |
| 2014 | 48,371              | 51,004                  | 99,375     | \$12,292,735  | \$123.70    |
| 2015 | 48,864              | 49,803                  | 98,667     | \$12,605,494  | \$127.76    |
| 2016 | 45,455              | 49,424                  | 94,879     | \$12,466,220  | \$131.39    |
| 2017 | 42,575              | 47,645                  | 90,220     | \$11,921,591  | \$132.14    |
| 2018 | 44,865              | 46,403                  | 91,268     | \$12,576,764  | \$137.80    |

The following table sets forth the five largest electric customers of the City of Jasper for the Fiscal Year ended September 30, 2018.

**Table 2-8: City of Jasper's Five Largest Electric Customers**

| Customer                           | Business          | Annual Energy (MWh) |
|------------------------------------|-------------------|---------------------|
| Christus Jasper Memorial Hospital  | Healthcare        | 3,807               |
| Jasper Independent School District | Education         | 2,994               |
| Terra BioChem                      | Manufacturing     | 2,884               |
| Brookshire Brothers                | Groceries         | 1,854               |
| Jasper County                      | County Government | 1,527               |

## 2.5.2 CITY OF LIBERTY

The following description and information was provided by the City of Liberty.

The City of Liberty, the county seat of Liberty County, is located on U.S. Highway 90 approximately 30 miles east of Houston Intercontinental Airport, 45 miles northeast of

Houston and 45 miles west of Beaumont. The municipal boundaries of the City of Liberty cover over 45 square miles. Easy access to these metropolitan areas, a low cost of living, high quality of life, and a rich heritage make the City of Liberty a great place to be a permanent citizen. The City of Liberty offers residents a small town atmosphere while providing all the modern services one expects from larger cities. According to the 2010 federal census, the City of Liberty has a population of 8,397. The Big Thicket National Preserve, in the northern part of the county, provides recreation with its trails and paths that afford a myriad of bird watching opportunities and a place to enjoy nature. The City of Liberty is home to the Sam Houston Regional Library and Research Center, which opened in 1977, and has seven municipal parks. The City of Liberty annually celebrates the Liberty Jubilee - Family Fun Fest the fourth Friday and Saturday of March, the Celebration of Independence Day held on July 3<sup>rd</sup> in the Liberty Municipal Park, the Trinity Valley Exposition and Fair in October, and the Christmas parade in late November or early December. Liberty County is the 47<sup>th</sup> largest in population of the 254 counties in Texas, with a population of 83,658 in 2018. The county consists of 1,176 square miles. The following table presents the historical population statistics for the City of Liberty.

**Table 2-9: City of Liberty’s Historical Population Statistics**

| Year | City Population | County Population | State Population |
|------|-----------------|-------------------|------------------|
| 1960 | 6,127           | 31,595            | 9,580,000        |
| 1970 | 5,591           | 33,014            | 11,198,655       |
| 1980 | 7,945           | 47,088            | 14,229,191       |
| 1990 | 7,690           | 52,726            | 16,986,510       |
| 2000 | 8,033           | 70,154            | 20,851,820       |
| 2010 | 8,397           | 75,840            | 25,145,561       |
| 2011 | N/A             | 75,945            | 25,674,681       |
| 2012 | N/A             | 76,571            | 25,613,722       |
| 2013 | 8,743           | N/A               | 26,448,193       |
| 2014 | 8,836           | 76,907            | 26,448,193       |
| 2015 | 8,919           | 78,117            | 26,956,958       |
| 2016 | 9,039           | 79,654            | 27,469,114       |
| 2017 | 9,175           | 81,704            | 28,304,596       |
| 2018 | 9,215           | 83,658            | 28,704,330       |

The City of Liberty’s economy is based on manufacturing, retail activities, agriculture, chemical production, and oil and gas extraction. The City of Liberty has seen growth based on its close proximity to the larger metropolitan areas of Southeast Texas. Houston and Beaumont are a short drive in either direction along U.S. 90.

The following tables set forth certain information provided by the Texas Workforce Commission, with respect to the annual average workforce, employment, and economic data for Liberty County or the city of Liberty for the calendar years indicated.



**Table 2-10: County of Liberty's Workforce and Employment Data***Source: Texas Workforce Commission, City of Liberty*

| Year | Civilian Labor Force | Employment | Unemployment | County Rate | State Rate |
|------|----------------------|------------|--------------|-------------|------------|
| 2009 | 32,628               | 29,001     | 3,627        | 11.1%       | 8.2%       |
| 2010 | 32,463               | 29,096     | 3,367        | 10.4%       | 7.9%       |
| 2011 | 33,082               | 30,082     | 3,300        | 10.0%       | 7.2%       |
| 2012 | 33,057               | 30,452     | 2,605        | 7.9%        | 6.0%       |
| 2013 | 33,338               | 30,882     | 2,456        | 7.4%        | 6.1%       |
| 2014 | 31,466               | 29,293     | 2,173        | 6.9%        | 5.1%       |
| 2015 | 31,311               | 29,096     | 2,215        | 7.1%        | 4.5%       |
| 2016 | 31,371               | 29,006     | 2,365        | 7.5%        | 5.0%       |
| 2017 | 31,384               | 29,091     | 2,294        | 6.2%        | 7.3%       |
| 2018 | 32,221               | 30,251     | 1,970        | 6.1%        | 4.0%       |

**Table 2-11: City of Liberty's Economic Statistics**

| Year | Building Permits | Assessed Valuation | Retail Sales  | Sales Tax Receipts |
|------|------------------|--------------------|---------------|--------------------|
| 2009 | \$ 6,425,700     | \$442,043,438      | \$206,939,002 | \$1,987,989        |
| 2010 | \$25,331,740     | \$443,378,162      | \$206,883,494 | \$1,756,434        |
| 2011 | \$ 2,503,500     | \$482,496,738      | \$226,180,588 | \$2,052,692        |
| 2012 | \$ 2,119,500     | \$523,999,255      | \$233,747,528 | \$2,002,343        |
| 2013 | \$ 6,901,013     | \$558,347,602      | \$235,461,921 | \$2,024,017        |
| 2014 | \$ 8,612,869     | \$579,147,941      | \$250,379,596 | \$2,255,012        |
| 2015 | \$ 7,388,507     | \$551,071,528      | \$248,383,937 | \$2,034,082        |
| 2016 | \$22,072,074     | \$587,306,311      | \$249,071,942 | \$1,942,455        |
| 2017 | \$ 7,960,628     | \$621,544,721      | \$249,757,340 | \$1,873,914        |
| 2018 | \$12,317,315     | \$677,187,476      | \$257,306,228 | \$2,010,310        |

The City of Liberty's electric distribution system, established in 1939, consists of approximately 80 miles of 13.8 kV distribution lines, 3 miles of 69 kV distribution lines, two substations owned and operated by SRMPA and one substation owned and operated by the City of Liberty, interconnected to 138 kV transmission lines of EGSI, which supply power and energy to the City of Liberty's system. The City of Liberty has the exclusive right to furnish electric service to its customer solely within its original single certified service area. Customers located in areas annexed by the City of Liberty who were served by other utility systems prior to annexation continue to receive service for such other utility system, consistent with the Texas Public Utilities Regulatory Act. The City of Liberty's two competitors outside the single certified service area are E'TI and Sam Houston Electric Cooperative ("SHECO") in respective dual-certified areas. The City of Liberty's system has a combined total of approximately 3,666 residential, commercial, and industrial customers in 2018.

The City of Liberty offers competitive utility rates to attract new residential, commercial, and industrial developments. The following tables present a summary of operating statistics relating to the electric utility system of the City of Liberty.

**Table 2-12: City of Liberty's Electric System Number of Customers**

| Year | Residential | Commercial | Industrial | City Total |
|------|-------------|------------|------------|------------|
| 2009 | 3,002       | 895        | -          | 3,897      |
| 2010 | 2,770       | 837        | 1          | 3,608      |
| 2011 | 2,817       | 830        | 1          | 3,648      |
| 2012 | 2,727       | 828        | 1          | 3,556      |
| 2013 | 2,816       | 827        | 1          | 3,644      |
| 2014 | 2,814       | 834        | 1          | 3,649      |
| 2015 | 2,861       | 776        | 1          | 3,638      |
| 2016 | 2,863       | 834        | 1          | 3,698      |
| 2017 | 2,844       | 821        | 1          | 3,666      |
| 2018 | 2,836       | 829        | 1          | 3,666      |

**Table 2-13: City of Liberty's Electric Sales**

| Year | Megawatt Hour Sales |                         |            | Total Revenue | Revenue/MWh |
|------|---------------------|-------------------------|------------|---------------|-------------|
|      | Residential         | Commercial & Industrial | City Total |               |             |
| 2009 | 42,555              | 60,322                  | 102,877    | \$10,383,546  | \$100.90    |
| 2010 | 40,775              | 58,080                  | 98,855     | \$10,968,231  | \$111.00    |
| 2011 | 41,909              | 123,684                 | 165,593    | \$16,956,294  | \$102.40    |
| 2012 | 39,576              | 153,847                 | 193,423    | \$17,679,763  | \$ 91.40    |
| 2013 | 40,983              | 157,037                 | 198,020    | \$16,894,645  | \$ 85.30    |
| 2014 | 41,773              | 165,036                 | 206,809    | \$17,363,684  | \$ 83.96    |
| 2015 | 41,684              | 132,377                 | 174,061    | \$17,348,117  | \$ 99.67    |
| 2016 | 39,820              | 98,630                  | 138,450    | \$14,957,108  | \$108.03    |
| 2017 | 38,299              | 133,277                 | 171,576    | \$15,266,819  | \$ 88.98    |
| 2018 | 40,168              | 132,553                 | 172,721    | \$17,362,006  | \$100.52    |

The following table sets forth the five largest electric customers of the City of Liberty for the Fiscal Year ended September 30, 2018.

**Table 2-14: City of Liberty's Five Largest Electric Customers**

| Customer                    | Business      | Annual Energy (MWh) |
|-----------------------------|---------------|---------------------|
| Boomerang Tube, LLC         | Manufacturing | 80,117              |
| Wal-Mart                    | Retail        | 5,555               |
| Liberty Forge               | Manufacturing | 2,564               |
| Brookshire Brothers         | Grocery       | 2,082               |
| Liberty ISD (Middle School) | School        | 1,876               |

### 2.5.3 CITY OF LIVINGSTON

The following description and information was provided by the City of Livingston.

The City of Livingston, the county seat and principal commercial center of Polk County, is located approximately 70 miles north of Houston on U.S. Highway 59. The municipal

boundaries of Livingston cover 8.5 square miles. Tourism, lumbering, ranching and the production of gas and oil continue to be important economically to the City of Livingston. The City of Livingston's 2010 population was 5,335 according to the federal census. Polk County is in the East Texas Timberlands region on the east bank of the Trinity River. The Neches and Trinity rivers border the county. Lake Livingston, a man-made reservoir on the Trinity River, covers 82,600 acres. It is located west of Livingston on U.S. Highway 190. Lake Livingston is an important tourist attraction and an economic asset to the city. A wide range of public and commercial recreational facilities, including full-service marinas, camping and motel accommodations are located along the shoreline. Polk County is the 71<sup>st</sup> largest of the 254 counties in Texas in population, with a population of 46,974 in 2018. The county consists of 1,110 square miles.

The following table presents the historical population statistics for the City of Livingston.

**Table 2-15: City of Livingston's Historical Population Statistics**

| Year | City Population | County Population | State Population |
|------|-----------------|-------------------|------------------|
| 1960 | 3,398           | 13,861            | 9,580,000        |
| 1970 | 3,965           | 14,457            | 11,198,655       |
| 1980 | 4,928           | 24,407            | 14,229,191       |
| 1990 | 5,019           | 30,687            | 16,986,510       |
| 2000 | 5,433           | 41,133            | 20,851,820       |
| 2010 | 5,335           | 45,413            | 25,145,561       |
| 2011 | N/A             | 45,725            | 25,674,681       |
| 2012 | 5,238           | 45,580            | 25,613,722       |
| 2013 | 5,250           | 45,656            | 26,448,193       |
| 2014 | 5,200           | 45,790            | 26,448,193       |
| 2015 | 5,169           | 46,079            | 26,956,958       |
| 2016 | 5,172           | 46,972            | 27,469,114       |
| 2017 | 5,130           | 47,916            | 28,304,596       |
| 2018 | 5,355           | 49,974            | 28,704,330       |

The City of Livingston's sales tax revenue, a major indicator of the economic condition of the area, increased by 7.9 percent or \$296,000 from the previous year.

The City of Livingston issued a total of 62 building permits for commercial and residential construction projects in 2018 with a total construction value of \$3,644,617.

There are various projects and issues which will continue to affect the future economic outlook of the City of Livingston in a very positive manner including:

- The designation of the U.S. Highway 190 East/West corridor through the City of Livingston as a future interstate highway (I-14), which will increase the growth and development of the community.
- In May 2016, the casino on the Alabama-Coushatta reservation opened, which is located 17 miles east of the City of Livingston on U.S. Highway 190. This gaming facility has increased tourism and created 330 new jobs in the local economy.

- The construction of the R.C. “Joe” Thomas hydroelectric generating facility on the Lake Livingston dam, which currently provides construction jobs and will have a generating capacity of 24 MW. The facility will operate on a “run of the river” basis and is estimated to be completed in early 2020.

The following tables set forth certain information provided by the Texas Workforce Commission, with respect to the annual average workforce and employment data for Polk County or the City of Livingston for the calendar years indicated.

**Table 2-16: County of Polk’s Workforce and Employment Data**

*Source: Texas Workforce Commission, City of Livingston*

| Year | Civilian Labor Force | Employment | Unemployment | County Rate | State Rate |
|------|----------------------|------------|--------------|-------------|------------|
| 2009 | 17,748               | 15,919     | 1,829        | 10.3%       | 8.2%       |
| 2010 | 18,392               | 16,611     | 1,781        | 9.7%        | 7.9%       |
| 2011 | 18,233               | 16,590     | 1,643        | 9.0%        | 7.2%       |
| 2012 | 18,275               | 16,889     | 1,386        | 7.6%        | 6.0%       |
| 2013 | 17,939               | 16,628     | 1,311        | 7.3%        | 6.1%       |
| 2014 | 17,955               | 16,846     | 1,109        | 6.2%        | 5.1%       |
| 2015 | 16,925               | 15,906     | 1,019        | 6.0%        | 4.3%       |
| 2016 | 16,884               | 15,867     | 1,017        | 6.0%        | 4.7%       |
| 2017 | 17,285               | 16,267     | 1,025        | 6.3%        | 3.9%       |
| 2018 | 17,528               | 16,719     | 809          | 4.6%        | 3.5%       |

**Table 2-17: City of Livingston’s Economic Statistics**

| Year | Building Permits | Assessed Valuation | Retail Sales  | Sales Tax Receipts |
|------|------------------|--------------------|---------------|--------------------|
| 2009 | \$ 77,806,658    | \$457,462,152      | \$217,767,667 | \$3,266,515        |
| 2010 | \$ 24,685,515    | \$462,301,785      | \$203,450,467 | \$3,051,757        |
| 2011 | \$ 15,722,342    | \$457,989,421      | \$214,335,000 | \$3,215,025        |
| 2012 | \$ 11,348,948    | \$469,807,185      | \$223,147,533 | \$3,347,213        |
| 2013 | \$ 5,694,144     | \$469,968,449      | \$248,714,733 | \$3,730,721        |
| 2014 | \$ 9,473,160     | \$483,038,851      | \$228,759,934 | \$3,431,399        |
| 2015 | \$ 6,762,540     | \$487,364,377      | \$232,565,000 | \$3,488,475        |
| 2016 | \$ 5,067,989     | \$507,304,981      | \$239,833,267 | \$3,597,499        |
| 2017 | \$ 12,414,398    | \$522,194,229      | \$250,644,333 | \$3,759,665        |
| 2018 | \$ 3,644,617     | \$548,646,998      | \$270,400,000 | \$4,056,000        |

The City of Livingston’s electric system, established in 1922, consists of two substations interconnected to two separate 138 kV transmission lines of ETI and approximately 150 miles of 13.8 kV distribution lines. The City of Livingston serves about 3,321 customers in a service area of approximately 8.5 square miles. The City of Livingston is the sole supplier of retail electric service solely within the single certified area of the original city limits. Customers located in areas annexed by the City of Livingston who were served by another utility prior to annexation may continue to receive service from such other utility system, pursuant to the

Texas Public Utilities Regulatory Act. SHECO serves approximately 3 of the 8 residential customers and 5 of the 69 commercial customers within the City of Livingston's dual certified area.

The City of Livingston offers competitive utility rates to attract new residential, commercial, and industrial developments. The following table presents a summary of operating statistics relating to the electric utility system of the City of Livingston.

**Table 2-18: City of Livingston's Electric System Number of Customers**

| Year | Residential | Commercial | Industrial | City Total |
|------|-------------|------------|------------|------------|
| 2009 | 2,351       | 980        | -          | 3,331      |
| 2010 | 2,319       | 977        | -          | 3,296      |
| 2011 | 2,276       | 968        | -          | 3,244      |
| 2012 | 2,328       | 967        | -          | 3,295      |
| 2013 | 2,292       | 989        | -          | 3,281      |
| 2014 | 2,326       | 994        | -          | 3,320      |
| 2015 | 2,316       | 1,000      | -          | 3,316      |
| 2016 | 2,316       | 998        | -          | 3,314      |
| 2017 | 2,299       | 987        | -          | 3,286      |
| 2018 | 2,333       | 988        | -          | 3,321      |

**Table 2-19: City of Livingston's Electric Sales**

| Year | Megawatt Hour Sales |                         |            | Total Revenue | Revenue/MWh |
|------|---------------------|-------------------------|------------|---------------|-------------|
|      | Residential         | Commercial & Industrial | City Total |               |             |
| 2009 | 29,640              | 52,454                  | 82,094     | \$ 8,418,324  | \$102.60    |
| 2010 | 32,131              | 54,899                  | 87,030     | \$ 9,501,366  | \$109.20    |
| 2011 | 31,818              | 57,575                  | 89,393     | \$10,012,821  | \$112.00    |
| 2012 | 28,116              | 54,775                  | 82,891     | \$ 9,279,739  | \$111.90    |
| 2013 | 28,901              | 55,815                  | 84,716     | \$ 9,585,562  | \$113.10    |
| 2014 | 29,358              | 55,428                  | 84,786     | \$ 9,593,788  | \$113.15    |
| 2015 | 29,363              | 56,282                  | 85,645     | \$ 9,729,073  | \$113.59    |
| 2016 | 28,567              | 54,728                  | 83,295     | \$ 9,637,304  | \$115.70    |
| 2017 | 27,095              | 55,534                  | 82,629     | \$ 9,577,919  | \$115.91    |
| 2018 | 29,402              | 54,225                  | 83,627     | \$ 9,516,077  | \$113.79    |

The following table sets forth the five largest electric customers of the City of Livingston for the Fiscal Year ended September 30, 2018.

**Table 2-20: City of Livingston’s Five Largest Electric Customers**

| Customer                      | Business        | Annual Energy (MWh) |
|-------------------------------|-----------------|---------------------|
| Livingston Independent School | Education       | 7,309               |
| County of Polk                | Government      | 3,897               |
| Brookshire Brothers           | Grocery         | 2,234               |
| H.E.B. Pantry Foods           | Grocery         | 1,903               |
| Lowe’s                        | Building Supply | 1,857               |

## 3 RESOURCES AND MAJOR PROJECTS

### 3.1 HISTORICAL RESOURCES

Prior to November 1980, the Members and VPPA obtained all of their power requirements from the SRDEC. The SRDEC supplied such power from its entitlement to the output of 52 MW of hydroelectric power from the federally-owned Sam Rayburn Dam Project, marketed by the SWPA, under the DOE, and from wholesale power purchased from GSU, now ETI. In November 1980, the Members and VPPA began purchasing all of their power and energy requirements from SRMPA. Beginning in 2002, VPPA started purchasing its wholesale power requirements directly from Entergy and SWPA.

On June 6, 1980, SRMPA entered into the Joint Ownership Agreement with GSU and SRG&T, which provided for SRMPA to acquire a 20 percent undivided interest in the Nelson 6 unit. At that time, SRMPA also entered into agreements with GSU which provided for: (i) the transmission by GSU of the output of Nelson 6 and the Sam Rayburn Dam Project to SRMPA's delivery points; (ii) the sale by GSU of the supplemental power and energy required to satisfy SRMPA's load and load growth in excess of SRMPA's resources; and (iii) the supply by GSU of reserve capacity, backup energy and replacement energy. Nelson 6 is a 550 MW coal-fired, steam electric generating facility constructed by EGSI at the Roy S. Nelson Station located on the Houston River near West Lake, Louisiana. The unit was placed into commercial operation on May 31, 1982. EGSI, as Project Manager, operates and maintains the unit as majority owner and agent for the minority co-owners.<sup>3</sup>

In 1985, SRMPA issued bonds to finance the acquisition of Nelson 6 Excepted Facilities and the construction of the Town Bluff Hydropower Project, later renamed the R. D. Willis Project. The acquisition of Nelson 6 Excepted Facilities was consummated on June 18, 1992. On December 1, 1989, SRMPA began selling 24.89 percent of the power received from the R. D. Willis Project to SRG&T under the SRG&T Agreement. This agreement is in place for a 32-year period ending December 1, 2021.

On December 18, 1992, SRMPA transferred title to its 20 percent undivided interest in Nelson 6 and the associated Excepted Facilities to VPPA. Concurrently, SRMPA and VPPA entered into a UPS Agreement. Under the UPS Agreement, SRMPA secured rights from VPPA, which were designed to provide SRMPA with the net electrical output of Nelson 6. The value received by SRMPA from the sale was used to make a prepayment to VPPA for power charged for the output of Nelson 6 over its remaining life, to 2021. SRMPA paid EGSI, on behalf of VPPA, a monthly energy charge on an on-going basis. This charge included fuel costs, operations and maintenance expenses, renewals and replacement costs, station service expenses, transmission, and charges for support facilities. The energy charge was based on actual charges billed to VPPA by Entergy. SRMPA paid VPPA for the energy charge and simultaneously VPPA returned the payment to SRMPA so SRMPA could pay the same amount to Entergy as VPPA's irrevocable agent. The principal purpose of these transactions was to enable SRMPA to charge lower-cost, non-discriminatory and more stable rates to its Members.

During Fiscal Year 1998, SRMPA exited the generation business and signed the RPSA with EPMC, now assigned without novation to EWOM. EPMC was merged into EKT before the assignment to EWOM. The RPSA became effective on November 1, 1998.

<sup>3</sup> VPPA's 20 percent undivided ownership interest in Nelson 6 was transferred from escrow to a third party nominee of EPI on October 1, 2003.

In November 1998, SRMPA, VPPA, and EPI entered into a sales agreement by the terms of which VPPA agreed to sell, and EPI agreed to buy, VPPA's undivided ownership interest in the Nelson 6 Project. On November 1, 1998, SRMPA entered into a SCSA with EPMC, which merged with EKT. Under the SCSA, SRMPA sold excess system capacity to EKT for a lump sum payment while variable costs continued to be charged to EKT. Effective November 1, 1998, SRMPA purchased its requirements power supply, net of federal hydroelectric power, from EKT, under the RPSA. All Nelson 6 costs, as well as fuel and operating costs, were recovered by SRMPA in its pricing for the sale of excess system capacity to EKT under the SCSA. The SCSA effectively released SRMPA from its responsibility for its share of Nelson 6, except for administrative responsibility for charges and billings, which ended when VPPA's 20 percent undivided ownership interest in Nelson 6 was transferred out of escrow to a third party nominee of EPI on October 1, 2003. Upon which event SRMPA's purchase of VPPA's Nelson 6 output terminated along with the SCSA with EKT.

SRMPA currently neither owns nor assumes any risk associated with Nelson 6 operations. Prior to October 1, 2003, implementation of the RPSA eliminated all Agency risk associated with variability in Nelson 6 operations and maintenance expenses and related costs, and, on that date, the title to SRMPA's and VPPA's 20 percent undivided ownership interest in Nelson 6 transferred from the escrow to EPI's nominee.

### **3.2 REQUIREMENTS POWER SUPPLY AGREEMENT**

Since November 1, 1998, SRMPA has obtained its required power and energy from: (i) SRDEC through the Sam Rayburn Dam Project; (ii) SWPA through the R. D. Willis Project; and (iii) EKT, under the RPSA, which was assigned, with SRMPA consent, without novation to EWOM in early Fiscal Year 2001. During Fiscal Year 1998, SRMPA exited the generation business and signed the RPSA with EPMC, which merged into EKT. The RPSA became effective on November 1, 1998. Under the RPSA, SRMPA purchases capacity from EKT for a lump sum payment and charges for continuing purchases of delivered power and energy sufficient to meet the Member requirements under a set price schedule. The price schedule escalates at an average of approximately 1.6 percent per annum, from the effective date through September 30, 2021. Effective November 1, 1998, SRMPA's demand, and energy requirements for Members, in excess of generation from the Sam Rayburn Dam Project and the R. D. Willis Project, are being met by the RPSA through EKT.

Under the RPSA, SRMPA contracted with EWOM, for a requirements power supply delivered to the Members' delivery points through September 30, 2021. SRMPA prepaid the capacity value of the RPSA in the amount of \$59,605,565. Energy charges, inclusive of all transmission costs and losses, are assessed based on Member usage.

The RPSA obligates EWOM to serve SRMPA's load net of SRMPA's allocation of federal hydropower, and includes the delivery of such federal hydropower to SRMPA's Members within the Entergy transmission system. SRMPA incurs no separate transmission charges within the Entergy transmission system and is not subject to fuel adjustments or other pass-throughs under the RPSA. The RPSA designates a fixed price schedule for delivered power and energy. In addition, the RPSA obligates EWOM to serve SRMPA's base load and normal load growth, as measured from SRMPA's benchmark load, contractually set as 70.676 MW.<sup>4</sup>

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<sup>4</sup> The total benchmark load under the RPSA is 78 MW. Under the Exit Agreement, SRMPA is entitled to 70.676 MW of benchmark load, and VPPA is entitled to 7.324 MW of benchmark load.



Load growth was stipulated to be three percent over a five-year future rolling average compounded annually from the 70.676 MW benchmark, regardless of actual load growth.

Factoring in the five-year forward rolling average allowable load growth, the maximum load service obligation under the RPSA that was available to SRMPA in Fiscal Year 1999 was 75.045 MW,<sup>5</sup> with this value escalating at three percent annually through Fiscal Year 2021. For Fiscal Year 2018, the maximum load service obligation under the RPSA was 131.593 MW. The load available above the Fiscal Year 2018 SRMPA load (64.97 MW without the Boomerang coincident peak load of 16.93 MW) was roughly 67 MW. A breakout of Entergy's service obligations under the RPSA to SRMPA's Members is shown in the following table.

**Table 3-1: EWOM Obligation to SRMPA Members Under the RPSA**

| Fiscal Year | Maximum Load Service Obligation under RPSA (MW) <sup>[1]</sup> | Fiscal Year | Maximum Load Service Obligation under RPSA (MW) <sup>[1]</sup> |
|-------------|--|-------------|--|
| 1999        | 75.045   | 2011        | 106.997  |
| 2000        | 77.297   | 2012        | 110.207  |
| 2001        | 79.616   | 2013        | 113.513  |
| 2002        | 82.004   | 2014        | 116.918  |
| 2003        | 84.464   | 2015        | 120.426  |
| 2004        | 86.998   | 2016        | 124.039  |
| 2005        | 89.608   | 2017        | 127.760  |
| 2006        | 92.296   | 2018        | 131.593  |
| 2007        | 95.065   | 2019        | 135.540  |
| 2008        | 97.917   | 2020        | 139.607  |
| 2009        | 100.855  | 2021        | 143.795  |
| 2010        | 103.881  |             |  |

[1] VPPA's share of the RPSA is excluded.

While SRMPA's load has grown at less than three percent annually, capacity is available to meet potential SRMPA annual load growth in excess of three percent per annum. This available capacity can only be utilized by the Members and cannot be marketed externally as excess capacity. This available capacity benchmark will enable SRMPA to offer incentive rates to the Members sufficient to attract new load from large commercial and industrial consumers. Any additional loads or customers within the Members will increase SRMPA's revenues, lower average rates and improve the economic health of the Members.

Under the terms of the Exit Agreement, VPPA exited SRMPA upon completion of the 2002 refunding, and received entitlement to 9.39 percent of power and energy under the RPSA. VPPA's percentage share is based on the five-year non-coincident peak demand for VPPA versus the five-year non-coincident peak demand for SRMPA as a whole, calculated by determining the peak demand for each Member for each Fiscal Year. This percentage share reflects the actual peak demand of each Member and allocates available capacity based on individual Member demand.

<sup>5</sup> EWOM's maximum load service obligation in Fiscal Year 1999 under the RPSA formulation is 82.823 MW. Under the Exit Agreement, EWOM's maximum load service obligation to SRMPA was 75.045 MW in Fiscal Year 1999, escalating at three percent annually, and EWOM's maximum load service obligation to VPPA was 7.777 MW in Fiscal Year 1999, also escalating at three percent annually.

As previously discussed, through the Cambridge Project, SRMPA and VPPA began additional power supply and purchase arrangements that became effective on December 1, 2011. The power supply contractual arrangements provide SRMPA with firm power supply beyond the term of the bonds (2021) for the next 25 years to serve its Members under the SRPSA. Under the SRPSA with EWOM, SRMPA reduced the right to increase purchases for load growth at a maximum 3 percent annual rate to a 2 percent annual growth rate, which is more in line with anticipated growth rates. The SRPSA assures an energy supply to SRMPA to 2035 (beyond the 2021 termination of the RPSA), and provides that if SRMPA has load growth above the anticipated rate, EWOM will provide service for such load. Should the contractual arrangements be terminated, all related contracts will terminate and SRMPA and VPPA Systems will revert to their original condition with wholesale energy provided under the RPSA for SRMPA to serve its participating Members. The objective of the SRPSA is to consistently meet the service obligations of SRMPA and to provide for competitively priced long-term wholesale power supply until 2035.

### **3.3 REQUIREMENTS POWER SUPPLY AGREEMENT FOR THE CITY OF LIBERTY AND BOOMERANG**

As of July 2010, EWOM and SRMPA entered into the SRMPA Full Requirements Power Supply Agreement for the City of Liberty and Boomerang load. The Boomerang Retail Contract states that the City of Liberty provides Boomerang with all electrical loads up to 35 MW, or upon request such greater amount not to exceed 40 MW, required by Boomerang to operate its steel pipe and tube production facility. SRMPA entered into this agreement, in parallel to the RPSA, to supply the City of Liberty with the electric energy that it needs to satisfy its obligations under the Boomerang Retail Contract. The rate schedules include both a short-term rate schedule and a long-term rate schedule. The short-term rate schedule allows the City of Liberty to provide an immediate response to the customer for electric service. Subsequently, the short-term rate schedule was superseded by the long-term rate schedule. The long-term rate schedule is cost-based and will apply and be revised each year thereafter. The long-term, cost-based rate agreement to serve Boomerang will be in effect until September 30, 2021.

Under this agreement for both short and long-term rates, electric service is available to the City of Liberty at the Liberty Substation at a three phase primary voltage of 138 kV and frequency of 60 cycles per second for electrical loads up to a maximum of 35 MW, or upon request, a greater amount not to exceed 40 MW. The following charges are described in detail in the agreement:

1. A capacity charge, as modified from time to time, multiplied by the peak demand, as adjusted for power factor and applicable losses, equal to the greater of (i) the peak demand for the current month and (ii) the largest peak demand for the immediately preceding eleven month period;
2. A reserve charge, as modified from time to time, multiplied by 15 percent of the peak demand, as adjusted for power factor and applicable losses, equal to the greater of (i) the peak demand for the current month and (ii) the largest peak demand for the immediately preceding eleven month period, a fuel charge for fuel, as modified from time to time, multiplied by the total kWh of energy delivered, as adjusted for applicable losses; and
3. A transmission charge subject to the provisions of the Entergy Open Access Transmission Tariff and based on Entergy's Network Transmission Service Tariff

inclusive of ancillary services, scheduling and operational costs required for such delivery, net of transmission energy imbalance charges.

All transmission system rate increases, and directly assigned transmission and delivery-related costs are passed through to the City of Liberty as incurred, without adders. The delivery point is at the Liberty Substation at a voltage of 138 kV, and an administrative charge of \$0.001 per kWh is added to recover administrative costs incurred by SRMPA. In addition, the City of Liberty is required to maintain a level of service quality for all its customers based on prudent industry standards. The kW peak demand is adjusted by dividing by the actual power factor and multiplying by 0.90. For a leading power factor, a power factor of 1.0 is used for the actual power factor. During any hour that the voltage level at the City of Liberty's meter is less than 138 kV, an adjustment for transformer losses of 1.5 percent on all applicable charges apply. During any hour that the voltage level at the City of Liberty's meter is equal to or greater than 138 kV, no adjustment for transformer losses will apply. The City of Liberty's Boomerang energy usage for Fiscal Year 2018 was 80,809 MWh, and its coincident peak with the SRMPA load was 16.93 MW inclusive of transformer losses.

### **3.4 SAM RAYBURN DAM HYDRO PROJECT**

The Sam Rayburn Dam Project consists of a powerhouse and associated equipment located at the Sam Rayburn Dam on the Angelina River, 10 miles northwest of Jasper, Texas. The project came online in 1966 with two 26,000 kW generating units and operates as a storage facility with a hydraulic capacity of 9,900 cubic feet per second ("cfs"). The project is owned, operated, and maintained by the United States Army Corps of Engineers ("USACE"), Fort Worth District.

In 1963, the SRDEC was organized under the Electric Cooperative Corporation Act, Texas Utilities Code, Chapter 161. The members of SRDEC are the Cities of Jasper, Liberty, and Livingston, Texas, the Town of Vinton, Louisiana, three rural electric cooperatives including the Jasper-Newton Electric Cooperative, Inc., the Sam Houston Electric Cooperative, Inc., and the Houston County Electric Cooperative, Inc., which joined SRDEC effective April 1, 1984. In 1964, SRDEC entered into a contract with the SWPA whereby SRDEC received an allocation of the output of the Sam Rayburn Dam Project. SRDEC also entered into a contract with GSU under which GSU agreed to schedule and dispatch the Sam Rayburn Dam Project power and to provide supplemental wholesale power to satisfy the remaining power requirements of the members of SRDEC. SRDEC's contract for Sam Rayburn Dam Project output was renewed in 2014 and expires on September 30, 2027.

Under the current Sam Rayburn Dam Project Contract, SRMPA receives approximately 15.3 MW<sup>6</sup> on behalf of the Members. The Amended and Restated Tripartite Agreement, dated January 1, 1991, among SRDEC, SRG&T and SRMPA, serves as the arrangement whereby SRDEC holds the Sam Rayburn Dam Project allocation and serves as agent for SRMPA and SRG&T in the receipt and billing for the purchase of the hydropower output of the Sam Rayburn Dam Project from SWPA.

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<sup>6</sup> Prior to implementation of the Exit Agreement, SRMPA was entitled to one-third, or about 17.3 MW, of the hydropower output from the Sam Rayburn Dam Project. VPPA is entitled to 2 MW under the SWPA allocation of federal hydropower to municipal preference customers in Louisiana, and receives its entitlement from SRMPA under the Exit Agreement. In return, VPPA pays for its share of operations and maintenance expenses, plus additions, betterments, improvements, and a share of joint-use costs as billed by the SWPA, calculated as 11.54 percent (2 MW/(1/3 of 52 MW)) of SRMPA's charge for its allocation of Sam Rayburn Dam Project power and energy.

The annual generation at the Sam Rayburn Dam Project for Fiscal Year 2018, net of station service, was 105,498 MWh, as reported by the SWPA, of which SRMPA retained 31,102 MWh, as reported by Entergy, exclusive of VPPA's share. The Entergy figures are used for accounting and billing purposes within SRMPA. SRMPA retained amount from the Sam Rayburn Dam Project offset purchases of generation from EWOM under the RPSA. Generation from the Sam Rayburn Dam Project interconnects directly with the Entergy transmission system.

The USACE is responsible for making adequate renewals and replacements and maintaining the project in accordance with good utility practice. The cost of operating and maintaining the Sam Rayburn Dam Project is charged to SRMPA through rates set by SWPA. In Fiscal Year 2018, SWPA charged SRMPA a fixed cost of \$112,120 per month for operations and maintenance at the Sam Rayburn Dam Project, exclusive of VPPA's share, extending the prior charge for another fiscal year. The step-up transformer on Sam Rayburn Unit No. 2 failed on April 25, 2014. The USACE has accepted a gift from SRDEC to (i) replace the step-up transformers on both Sam Rayburn Units Nos. 1 and 2 and (ii) implement various related ancillary projects at a cost of \$6.25 million in 2016. SRMPA contributed to SRDEC during Fiscal Years 2015, 2016 and 2017 approximately \$1,845,000 over this three year period towards the cost of replacement of the generating facilities being installed by the USACE. The USACE has also initiated studies to rehabilitate both turbines and generators at Sam Rayburn with projects beginning as early as 2021. The rehabilitation project at both Sam Rayburn Units Nos. 1 and 2 is expected to increase the generation capacity by 30 – 50 percent.

The associated dam and impoundment, known as Sam Rayburn Dam and Lake, was completed in 1965, and is owned by the USACE. The impoundment is formed by a 12,400-foot-long and 176-foot-high combined earthen fill and concrete dam. Overtopping of the structure is controlled by a 640-foot-long uncontrolled labyrinth spillway with a stilling basin. The controlled low-flow outlet works consist of two 10 x 20 foot gated control conduits and two 18 x 26 foot power conduits. The project controls a drainage area of 3,449 square-miles and provides 6,336,200 acre-feet of total storage capacity.

### **3.5 ROBERT DOUGLAS WILLIS HYDRO PROJECT**

The R. D. Willis Project consists of a powerhouse and associated equipment located at the Town Bluff Dam on the Neches River, southwest of Jasper, Texas. The project came online in 1989, is equipped with two 4,000 kW generating units, and operates as a run-of-river facility with a hydraulic capacity of 4,500 cfs. Although the total nameplate capacity of the project is 8 MW, hydraulic limitations hold the overall project capacity to 4.5 MW.<sup>7</sup> The R. D. Willis Project was financed by SRMPA and constructed by the USACE, Fort Worth District. The USACE owns, operates, and maintains the project, and its power is marketed through SWPA. In return for financing the construction of the R. D. Willis Project, SRMPA received a 50-year output contract extending to 2037. Under this contract, SRMPA pays for R. D. Willis Project operations and maintenance, required additions, renewals and replacements, and general administrative overhead under rates designed by SWPA.

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<sup>7</sup> After the Exit Agreement became effective, VPPA received 7.05 percent of power and energy, calculated as 75.11 percent of 9.39 percent, from the R. D. Willis Project. This calculation holds while the R. D. Willis Power Assignment Agreement with the SRG&T remains in effect through December 1, 2021. VPPA pays 9.39 percent of R. D. Willis Project operations and maintenance charges billed by the SWPA, and receives 9.39 percent of revenues from sales of power and energy from the R. D. Willis Project to the SRG&T under the SRG&T Agreement while that agreement is in effect. SRMPA's share of net R. D. Willis Project output is now 68.06 percent, calculated as 75.11 percent of 90.61 percent, while the SRG&T Agreement is in effect, and 90.61 percent after termination of the SRG&T Agreement.

SRMPA is responsible for providing transmission facilities to take delivery of the output of the R. D. Willis Project at the dam site and delivery of that output to the Entergy transmission system, where transmission responsibilities are then covered under the RPSA. The USACE is only responsible for those transmission facilities necessary to make the interconnection at the dam. SRMPA meets its transmission responsibility through contractual arrangements with the Jasper-Newton Electric Cooperative, Inc. (“JNEC”) and Entergy. Since the R. D. Willis Project is in JNEC’s service area, SRMPA contracted with JNEC to construct the necessary transmission facilities to receive, transmit, and deliver the power and energy from the R. D. Willis Project to Entergy’s transmission system in return for payment for such service. These facilities were completed in November 1989. Once delivered to the Entergy transmission system, power and energy from the R. D. Willis Project is treated as SRMPA generation under the RPSA.

Pursuant to the SRG&T Agreement, SRMPA agreed to sell SRG&T a 24.89 percent share of the output, net station service, of the R. D. Willis Project for a term of 32 years ending December 1, 2021. Under the SRG&T Agreement, SRG&T pays 24.89 percent of all SRMPA’s cost and expenses in any way incurred in connection with the R. D. Willis Project, including debt service related to project construction, during the term of the agreement. In return, the SRG&T receives 24.89 percent of net power and energy made available to SRMPA from the R. D. Willis Project each month.

The annual generation at the R. D. Willis Project for Fiscal Year 2018, net of station service, was 19,608 MWh as reported by the SWPA, of which SRMPA retained 13,346 MWh, as reported by Entergy, exclusive of VPPA’s share. The amount of power SRMPA retains from the R. D. Willis Project offsets purchases of generation from EWOM under the RPSA. The USACE is responsible for making adequate renewals and replacements and maintaining the project in accordance with good utility practice. The cost of operating and maintaining the project is charged to SRMPA through rates set by SWPA. For Calendar Year 2018, SWPA charged SRMPA a fixed cost of \$102,681 per month, which will continue in Fiscal Year 2019. The U. S. Army Corps of Engineers at the request of SRMPA has initiated a study of the disposition of the R.D. Willis hydropower units tripped out in forced outage on November 19, 2015 due to a transformer bushing failure and subsequent failure of the station service transformer. R.D. Willis Unit No. 2 was returned to service on September 29, 2017 and was gradually raised to approximately 3 MWs of output. During 2018, the USACE procured crane services to clear organic debris from the trash racks to install bulkheads to seal and pump out water and lift the intake gate, which was unsuccessful, to make necessary repairs on R. D. Willis Unit No. 1. The alternative plan is to lower the Steinhagen Lake level in order to lift the intake gate, however, winter 2018 precipitation and associated inflows prevented such an effort. Further, on February 4, 2019, the R.D. Willis 7.9 MW step-up transformer tripped off-line with an A phase fault while providing only station service to the hydropower site. Currently, both Unit No. 1 and 2 are out of service and arrangements are being made to repair the step-up transformer.

The associated dam and impoundment, known as the B.A. Steinhagen Lake and Town Bluff Dam Project, was completed in 1951 and is owned by the USACE. The impoundment is formed by a 6,698-foot-long and 45-foot-high combined concrete and steel dam. Overtopping of the structure is controlled by a 6,100-foot-long uncontrolled spillway. The controlled low-flow outlet works consist of six 40 x 35 foot tainter gates. The project controls a drainage area of 7,573 square-miles and provides 306,400 acre-feet of storage.

### 3.6 SRMPA SUBSTATIONS

In May 1989, SRMPA purchased all the substations serving the Members at that time. The purchase price was \$4,748,019, which was funded using surplus bond proceeds. The substations were leased back to each Member. These leases were later extended from 2005 to 2015, and are subject to another 10-year extension by the respective lessees out to 2025. SRMPA has an agreement with each individual Member for the operation and maintenance of their respective substation facilities.

Since 1995, the substations for each Member have been either replaced or significantly upgraded, with recent substation construction activities providing a higher level of quality of service. Substations have also been added to better serve each Member. Each Member is currently served by two substations, and all substations are owned by SRMPA and leased to the Members. Transmission lines separately serving each substation and/or using two transformers at each substation increasingly provide a favorable level of redundancy that augments reliability and safety.

SRMPA annually budgets for the maintenance and repair of its substation facilities. The budget includes funds for the repair of equipment and systems experiencing minor operating problems. Funds are also included for routine preventive maintenance of power transformers, circuit breakers and other related equipment. The budget also includes a contingency fund for unplanned maintenance and repairs, which must be handled on an emergency basis by each Member.

The engineering firm of Nowlin and Associates, Inc. advises SRMPA with regard to the maintenance and upkeep of these substation projects. Nowlin and Associates, Inc. has advised the Consulting Engineer that these facilities have been maintained in good working order and in accordance with good utility practice.

With the assistance of engineering firm of Nowlin and Associates, Inc., SRMPA has proactively ordered and purchased six replacement substation transformers from the manufacturer Delta Star at a total cost of approximately \$8,000,000 for installation over a two year period in SRMPA Member Cities' distribution substations. The SRMPA Board canceled an order for a seventh 138/69 KV transformer as a result of a recommendation by Nowlin and Associates, Inc. to construct a new 1.5 mile long express feeder on the Liberty distribution system instead. SRMPA is funding the transformer project from the Cambridge Fund. SRMPA has chosen to invest current excess funds into this proactive reliability project prior to experiencing issues with the substation transformers as they approach the end of their useful life over the coming years. As of September 30, 2018, SRMPA has completed the installation of all six replacement substation transformers expending approximately \$5,300,000 on these projects.

The substation transformers have been constructed, shipped to the member cities, and were installed on a staggered basis over the last two years. The deliveries of the new substation transformers are shown in the following table:

**Table 3-2: Substation Transformer Delivery Schedule**

| Substation                | Installation Date | Energized Date |
|---------------------------|-------------------|----------------|
| Liberty Sub – T1          | 11/4/2016         | 12/27/2016     |
| Livingston Sub – T1       | 1/6/2017          | 1/21/2017      |
| Jason Sub– T1, Jasper, TX | 6/9/2017          | 6/30/2017      |
| Liberty Sub – T2          | 9/29/2017         | 10/12/2017     |
| Livingston Sub – T2       | 3/16/2018         | 4/12/2018      |
| Jason Sub– T2, Jasper, TX | 6/28/2018         | 7/20/2018      |

Each Members' electric supply system and substation equipment configuration are currently designed at a capacity level to accommodate the existing load and the expected load growth, even with a single transformer contingency, through Fiscal Year 2021. Each Member could accommodate more than twice its estimated load throughout the term of the RPSA under this contingency. At full substation capacity, a Member could accommodate the entire remaining load allowed under the RPSA above the currently estimated total load projected for all Members through Fiscal Year 2021.

### 3.6.1 JASPER SUBSTATIONS

The City of Jasper, Texas, receives power and energy at the Jason Substation, which is interconnected to the Entergy transmission system at the 138 kV level. The Jason Substation contains: (i) two 25/33/44 MVA, 138 kV - 12.5 kV power transformers; and (ii) associated structures, buses, switches, metering, and relaying systems.

During Fiscal Year 2018, the Jason Substation Transformer T-2 was installed and energized on July 20, 2018. In November 2018, SRMPA approved the purchase of 1.2 acres of land adjacent to the Jason substation in Jasper, Texas, as part of a flood mitigation plan. SRMPA plans to build a new control house for the substation on the acquired land, with the project estimated to cost approximately \$500,000.

In addition to improvements to the Jason Substation, an additional substation, named the Lindsey Substation, was constructed in 1995 to serve the city's load center in the southwest area of the city. The Lindsey Substation consists of: (i) one 15/20/25 MVA 138 kV-12.5 kV power transformer; and (ii) associated structures.

The Lindsey Substation is served by a 138 kV transmission line that extends nearly 3 miles from the Jason Substation.

### 3.6.2 LIBERTY SUBSTATIONS

The City of Liberty, Texas, takes delivery of power and energy at the Liberty Substation, which is interconnected to the Entergy transmission system at the 138 kV level. The Liberty Substation is also interconnected with the Beaumont Avenue Substation by a 69 kV transmission line.

The City of Liberty, Texas, was originally served by the National Substation and the Beaumont Avenue Substation. The SRMPA completed a rebuild of the existing Beaumont Avenue

Substation in January 1998. The replacement substation is located on the same site as the old Beaumont Avenue Substation and connected with National Substation over the existing 69 kV transmission line.

The Beaumont Avenue Substation currently contains: (i) two 15/20/25 MVA, 69 kV - 13.8 kV LTC power transformers; (ii) six 13.8 kV distribution feeder circuits; and (iii) associated structures, buses, switches, metering, and relaying equipment. In June 2001, the SRMPA constructed an additional substation, named the Liberty Substation, in Liberty, Texas, to replace the National Substation. The Liberty Substation is located next to the original National Substation and consists of the following:

1. Two 50 MVA, 138 kV-13.8 kV power transformers;
2. Two 30/40/50 MVA, 138 kV-69 kV power transformers (one from National Substation);
3. Seven 13.8 kV power circuit breakers;
4. Two 69 kV power circuit breakers (two from National Substation); and
5. Substation structures, busses, switches, grounding systems, metering, relaying and control systems; and miscellaneous equipment.

As listed above, some of the equipment used in the Liberty Substation was removed from the National Substation and used at the Liberty Substation. All equipment relocated from the National Substation was tested and reconditioned, if necessary, prior to being energized in the new Liberty Substation. Upon completion of the Liberty Substation in Fiscal Year 2002, the Entergy transmission connections to National Substation were removed. The Liberty Substation is now connected to the Entergy transmission system through dual 138 kV line feeds into Entergy's Dayton and Raywood Substations.

The City of Liberty completed a new 138 kV – 13.8 kV substation (Boomerang Substation) that is fed from the same 138 kV bus on the delivery side at the Liberty Substation. The City of Liberty transferred Boomerang's load from Liberty Substation to the new substation in the fourth quarter of 2013. In Fiscal Year 2018, a satellite clock was installed on the Boomerang meters and connected to the Liberty Substation meter in the Liberty Substation control house to help synchronize the Boomerang and Liberty Substation metering allowing accurate hourly netting of the Liberty municipal loads.

During Fiscal Year 2012, one 30/40/50 MVA 138 kV – 69 kV power transformer purchased from Waukesha for the Liberty substation was reconditioned and de-rated to 28/37.33/46.66 MVA and was placed into service in the second quarter of 2014. Also, the RTU was upgraded in the first quarter of 2014 and the lockout relay was replaced in the fourth quarter of 2014.

During Fiscal Year 2017, the new 50 MVA T-1 transformer at Liberty Substation was placed on the pad on November 8, 2016 to complete assembly, connection and in-service, which was achieved on December 16, 2016. On September 29, 2017, the new 50 MVA T-2 transformer at Liberty Substation was placed on the pad with in-service achieved on October 20, 2017. During Fiscal Year 2018, a contractor, Breaux Electrical, completed a new 1.5 mile long express feeder on the Liberty Substation distribution system. The Express feeder consists of (i) a 13.8kV, (ii) 477 ACAR three-phase circuit that will begin at the Liberty substation and connect to Feeder No. 6, and (iii) a lightly loaded feeder out of the Beaumont Avenue Substation, near US Hwy 90. The Express feeder can be utilized to fully serve the distribution load for the city out of the Liberty Substation. Utilizing the Express feeder will also allow for the 69kV



transmission from Liberty Substation to Beaumont Avenue Substation to be de-energized for maintenance or construction without causing outages for city customers.

### 3.6.3 LIVINGSTON SUBSTATION

The City of Livingston, Texas, receives power and energy at the Livingston Substation, which is interconnected to the Entergy transmission system at 138 kV. The Livingston Substation consists of: (i) two 15/20/25 MVA, 138 kV - 13.8 kV power transformers; and (ii) associated structures, buses, switches, metering, and relaying systems.

The Ogletree Substation, was constructed and completed during Fiscal Year 1995 to serve load growth on the opposite side of the City of Livingston. The Ogletree Substation consists of: (i) one 15/20/25 MVA, 138 kV - 13.8 kV power transformer with three feeder exits; and (ii) associated structures, buses, switches, metering, and relaying systems.

The Ogletree Substation is served at 138 kV by a transmission line extending approximately 4.6 miles from the Livingston Substation.

During Fiscal Year 1997, Entergy extended its 138 kV Line from the Livingston Substation to Entergy's Rich Substation located south of the city. This project converted the transmission service to Livingston Substation from a single radial to a redundant line configuration inside the city. As a result of these transmission improvements, SRMPA implemented certain improvements to the Livingston Substation. These improvements were required to accommodate the dual 138 kV line connections in the substation and were completed in 1999. The completion of the Entergy transmission line extension improved the reliability of transmission service to the City of Livingston, Texas.

During Fiscal Year 2012, SRMPA approved the construction of an express feeder to extend from Livingston Substation to the Ogletree substation to provide an alternative feed to the existing distribution feeders to improve reliability. This project was placed in service in the fourth quarter of 2014. Also, Ogletree feeder breaker repairs were completed in 2015. The Livingston Express Feeder distribution contractor work was completed in Fiscal Year 2015 with necessary Ogletree substation modifications completed in Fiscal Year 2016. The relays in Livingston substation were replaced during Fiscal Year 2016. During Fiscal Year 2017, Entergy pulled fiber optic cable into Livingston Substation to replace phone lines and purchased two new vacuum breakers which was installed in 2018. The Livingston Substation transformer T-1 was installed and energized on January 17, 2017 and the Livingston Substation transformer T-2 was installed and energized on March 12, 2018. The PT on the T-2 transformer was replaced in Fiscal Year 2018.

### 3.7 SUBSTATION MAINTENANCE BUDGET

SRMPA has established an annual budget for the maintenance and repair of its substation facilities. The budget includes funds for the repair of equipment and systems experiencing minor operating problems. Funds are also included for routine preventive maintenance of power transformers, circuit breakers and other related equipment. The budget includes a contingency fund for unplanned maintenance and repairs, which must be handled on an emergency basis by each Member. The budget for scheduled maintenance and renewals for SRMPA substations during Fiscal Year 2018 was approximately \$240,000. This figure includes the annual testing and maintenance program implemented by an electrical contractor and the subsequent repairs that were identified in the maintenance program. It also includes a number of unscheduled maintenance projects that occurred during the Fiscal Year and substation

insurance. It does not include renewal and replacement projects that carried over from the previous Fiscal Year.

## 4 SUFFICIENCY OF RATES AND CHARGES

### 4.1 REQUIREMENTS OF THE BOND INDENTURE

According to Section 7.14 of the 2012 Indenture:

The Issuer (SRMPA) shall, at all times while any of the Bonds are outstanding, establish, fix, prescribe and collect rates and charges for the sale or use of electric power and energy or related services produced, transmitted, distributed, or furnished by the System which are reasonably expected to yield income sufficient to satisfy the greatest of each of the following requirements, irrespective of whether the power or energy to be furnished by the System is suspended, interrupted or reduced: (a) Net Revenues for each Fiscal Year must be equal to at least the product of the Adjusted Aggregate Debt Service for that Fiscal Year times 1.20; (b) Revenues must be at least equal to the amount of all deposits required by the terms of the Indenture to be made into the Funds and Accounts held and not otherwise provided for; and (c) Revenues and other amounts available for such purpose must be sufficient to pay the sum of: (i) all Operation and Maintenance Expenses and all taxes, assessments, or other governmental charges lawfully imposed on the System or the Revenues there from, or payments in lieu thereof, payable by the Issuer (SRMPA); (ii) the principal of, premium, if any, and interest on the Bonds; (iii) the amount, if any, to be paid during such Fiscal Year into the Reserve Account of the Bond Fund and the Operations Reserve Fund; (iv) the amount, if any, to be paid into the Subordinated Indebtedness Fund during such Fiscal Year; (v) the costs to the Issuer (SRMPA) of the prevention or correction of any unusual loss or damage and of major repairs, renewals and replacements and of capital additions, betterments, improvements and extensions less that part, if any, of such costs as is provided for by insurance, by amounts available therefore in the General Fund or by reason of the sale of Bonds issued in accordance with this Indenture; and (vi) all other charges or obligations against the Revenues of whatever nature and whether now or hereafter imposed by this Indenture or by law or contract which the Issuer (SRMPA) expects to pay from Revenues.

Promptly upon any material change in the circumstances which were contemplated at the time the rates and charges were most recently reviewed, but not less frequently than once in each Fiscal Year, the Issuer (SRMPA) shall review the rates and charges for electric power and energy and related services and shall promptly revise the rates and charges as necessary to comply with the foregoing requirement so that the rates and charges produce money sufficient to enable the Issuer (SRMPA) to comply with all its covenants under this Indenture. The Issuer (SRMPA) further covenants that its rates, charges and income shall in any event produce Revenues sufficient to enable the Issuer (SRMPA) to comply with all of its covenants under this Indenture and to pay all obligations of the System, and will segregate and apply such Revenues or cause the same to be segregated and applied as provided in this Indenture.

## 4.2 REVENUES AND EXPENSES

SRMPA issued the Series 2012 Bonds in order to provide funds to refund or defease all of SRMPA's then outstanding Series 2002 Bonds, and to pay the issuance costs of the Series 2012 Bonds. Issuance of the Series 2012 Bonds allowed SRMPA to:

1. Revise certain bond covenants, including reduction of SRMPA's required cash holdings, allowing those funds to be utilized for the repayment of principal coincident with issuance of the Series 2012 Bonds;
2. Make the repayment period of the Series 2012 Bonds coterminous with SRMPA's current RPSA in 2021;
3. Reduce debt service requirements; and

In Fiscal Year 2018, SRMPA collected \$29,297,425 in operating revenues from the Members, exclusive of \$5,515,440 from Boomerang, and \$656,400 from sales to SRG&T, \$1,594,084 from hydroelectric sales to MISO, and earned \$369,456 in interest income, resulting in a total collection of \$31,917,365 to meet operating expenses and debt service requirements, exclusive of \$4,907,277 power supply costs for Boomerang. The debt service coverage ratio with the Rate Stabilization Fund for the period during Fiscal Year 2018 was 1.29, which satisfied the debt service coverage requirement under the Indenture.

The forecasted and actual revenues are monitored quarterly by SRMPA and the Consulting Engineer. Review and analysis on changes in load, revenues, expenses, and other external factors are reported to SRMPA. Rate changes will be recommended by the Consulting Engineer if net revenues do not or anticipated to not meet forecasted expectations. For Fiscal Year 2018, a new energy rate of \$80.00 per MWh went into effect to provide revenues to meet SRMPA's required coverage target of 1.20 or more by the end of the Fiscal Year. SRMPA has met the budgeted revenue amounts and it is sufficiently above the expected cumulative revenue collections requirement level as of the end of the Fiscal Year 2018.

As shown in the following table, the revenues and expenditures are broken into major income and cost items and compare the relative percentage change of each item to SRMPA's totals for Fiscal Year 2018. In Fiscal Year 2018, SRMPA retained 31,102 MWh from the Sam Rayburn Dam Project, for which it paid an estimated \$1,345,441. Hydroelectric generation at the Sam Rayburn Dam Project was higher than forecasted in the Fiscal Year 2018 Operating Budget, as based on historical average generation. In Fiscal Year 2018, SRMPA retained 18,226 MWh of generation from the R. D. Willis Project, for which it actually paid \$1,232,172 inclusive of SRG&T's cost share. The SRG&T was assigned 4,881 MWh from the R. D. Willis Project. Hydroelectric generation at the R. D. Willis Project, as reported by the SWPA, was lower than forecasted in the Fiscal Year 2018 Operating Budget, as based on historical average generation due to combination of the failures of a high-side transformer bushing and the station service transformer.

Table 4-1: Fiscal Year 2018 Revenue and Expense Breakdown

| Description <sup>[1]</sup>                          | Member Cities        |                      | Percentage Change (%) | Boomerang Actual    |
|---|----------------------|----------------------|-----------------------|---------------------|
|   | Budgeted             | Actual               |                       |                     |
| <b>Operating Revenues:</b>                          |                      |                      |                       |                     |
| Sales to Members                                    |                      |                      |                       |                     |
| City of Jasper                                      | \$ 10,150,466        | \$ 10,284,672        | 1.3                   |                     |
| <i>City of Liberty:</i>                             |                      |                      |                       |                     |
| RPSA  | 10,237,062           | 10,321,676           | 0.8                   |                     |
| Boomerang   |                      |                      |                       | \$ 5,515,440        |
| City of Livingston                                  | 8,565,982            | 8,691,077            | 1.5                   |                     |
| Sales to SRG&T – R. D. Willis                       | -                    | 656,400              | N/A                   |                     |
| MISO Revenues – R. D. Willis                        | -                    | 432,051              | N/A                   |                     |
| MISO Revenues – Sam Rayburn                         | 949,800              | 1,162,033            | 22.3                  |                     |
| <b>Total Operating Revenues</b>                     | <b>\$ 29,903,310</b> | <b>\$ 31,547,909</b> | <b>5.5</b>            | <b>\$ 5,515,440</b> |
| <b>Purchased Power &amp; Operating Costs:</b>       |                      |                      |                       |                     |
| EWOM – Hydro and Other                              | \$ 11,567,063        | \$ 12,500,381        | 8.1                   | \$ -                |
| JNEC Transmission                                   | 38,000               | 31,213               | (17.9)                |                     |
| EWOM – Boomerang Load                               | -                    | -                    | -                     | 4,907,277           |
| <b>Total Production Expenses</b>                    | <b>\$ 11,605,063</b> | <b>\$ 12,531,593</b> | <b>8.0</b>            | <b>\$ 4,907,277</b> |
| <b>Other Expenses:</b>                              |                      |                      |                       |                     |
| Substation Maintenance and Insurance                | \$ 240,000           | \$ 163,841           | (31.7)                | \$ -                |
| General and Administrative                          | 305,481              | 422,788              | 38.4                  |                     |
| Outside Consultants                                 | 223,000              | 303,659              | 36.2                  |                     |
| Other Studies and Fees                              | -                    | -                    | -                     |                     |
| Subtotal Other Expenses                             | \$ 768,481           | \$ 890,288           | 15.9                  |                     |
| <b>Total Operating Deductions</b>                   | <b>\$ 12,373,544</b> | <b>\$ 13,421,882</b> | <b>8.5</b>            | <b>\$ 4,907,277</b> |
| <b>Net Operating Revenues</b>                       | <b>\$ 17,529,766</b> | <b>\$ 18,126,027</b> | <b>3.4</b>            | <b>\$ 608,163</b>   |
| Plus: Interest Income                               | 180,000              | 369,456              | 105.3                 |                     |
| Minus: Substation Renewal Funds                     | 60,000               | -                    | (100.0)               |                     |
| Net Available for Debt Service                      | 17,649,766           | 18,495,483           | 4.8                   |                     |
| Plus: Rate Stabilization Fund                       | 1,559,450            | 1,620,414            | 3.9                   |                     |
| <b>Total Available for Debt Service</b>             | <b>\$ 19,209,216</b> | <b>\$ 20,115,897</b> | <b>4.7</b>            |                     |
| <b>Debt Service</b>                                 | <b>\$ 15,594,500</b> | <b>\$ 15,594,500</b> |                       |                     |
| <b>Actual Net Coverage</b>                          | <b>1.13</b>          | <b>1.19</b>          |                       |                     |
| <b>Actual Coverage with Rate Stabilization Fund</b> | <b>1.23</b>          | <b>1.29</b>          |                       |                     |
| <b>Balance of Revenues</b>                          | <b>\$ 3,614,716</b>  | <b>\$ 4,521,397</b>  | <b>25.1</b>           |                     |

[1] The SRG&T continues to pay SRMPA for their entire share of generation from the R. D. Willis Project. Correspondingly, the DOE and SWPA and JNEC continue to invoice SRMPA for all expenses associated with the Sam Rayburn Dam and R. D. Willis Projects. The payments from SRG&T to SRMPA and charges paid to the SWPA by SRMPA are inclusive of VPPA's respective share over the entire fiscal period and included in the Fiscal Year 2018 financials. Separately, SRMPA invoices VPPA for their respective charges net of revenues received from SRG&T.

### 4.3 SRMPA RATES

Each Fiscal Year, SRMPA sets rates for sales to Members under the Power Sales Contracts. For Fiscal Year 2018, the rates were set at \$10.76 per kW of monthly-billed demand and 80.0 mills per kWh for energy usage. Voltage discounts of \$2.42 per kW of monthly billed demand and 1.39 mills per kWh for energy delivered at 138 kV are applied to power delivered at 138 kV, which includes the vast majority of energy delivered to the Members. For Fiscal Year 2018, the net wholesale power cost was approximately 91.4 mills per kWh. Rates are set based on reasonable assumptions but changes in weather and load conditions can affect the actual rate. Rates are adjusted if such a change adversely affects SRMPA revenues.

On the retail side, due to the spikes and fluctuations in fuel prices in Texas in recent years, the Members have been more competitive with respect to other local utilities since they no longer have the added costs of a fuel charge or fuel adjustment to consider as is the case with other utilities. The recent decrease in natural gas prices have provided some increased competitiveness to the other local utilities. For the past ten years, SRMPA's Members rates have remained relatively stable and competitive with most other utilities in the area.

The following table summarizes the retail cost of power charged by the Members to their customers, not including Boomerang, along with other municipal utilities, investor-owned utilities, and cooperatives in Texas for 2018 and shows that the Members' power costs are comparable to other entities in the region.

**Table 4-2: Comparison of Average Monthly Electric Rates – 2018**  
*Amounts Shown in (\$) <sup>[1]</sup>*

| Utility                             | Residential Service |           | Commercial Service |                     | Industrial Service    |
|-------------------------------------|---------------------|-----------|--------------------|---------------------|-----------------------|
|                                     | 500 kWh             | 1,000 kWh | 7,500 kWh at 35 kW | 15,000 kWh at 35 kW | 145,000 kWh at 500 kW |
| <b><u>Texas Municipalities:</u></b> |                     |           |                    |                     |                       |
| Jasper                              | \$ 61.07            | \$ 122.03 | \$ 968.25          | \$ 1,936.50         | \$ 15,238.05          |
| Liberty                             | 59.91               | 115.67    | 992.00             | 1,668.41            | N/A                   |
| Livingston                          | 68.75               | 127.50    | 901.25             | 1,636.25            | 16,585.00             |
| <b><u>Investor Owned:</u></b>       |                     |           |                    |                     |                       |
| El Paso Electric                    | \$ 64.29            | \$ 121.81 | \$ 903.79          | \$ 1,312.32         | \$ 14,671.76          |
| Entergy Texas                       | 61.39               | 113.57    | 729.54             | 1,134.65            | 11,389.15             |
| Southwest Public Service            | 61.01               | 111.91    | 782.09             | 1,059.51            | 10,869.73             |
| Southwestern Electric Power         | 58.34               | 106.15    | 728.80             | 1,093.42            | 11,777.01             |
| <b><u>Cooperatives:</u></b>         |                     |           |                    |                     |                       |
| Magic Valley EC                     | \$ 58.02            | \$ 96.03  | \$ 617.62          | \$ 1,197.03         | \$ 12,337.11          |
| Upshur- Rural EC                    | 65.63               | 111.92    | 802.99             | 1,461.08            | 13,685.59             |
| Victoria EC                         | 68.14               | 113.27    | 699.95             | 1,373.07            | 13,704.48             |

[1] All data is from the Public Utility Commission of Texas, except for SRMPA Member data. Commercial and Industrial power costs are based on kVA, assuming an 85 percent power factor. The City of Liberty rate for Boomerang is under a separate contract.

#### 4.4 ECONOMIC DEVELOPMENT RATES

On October 23, 2012, SRMPA adopted the Economic Development Rate (“EDRP”) plan that offers incentive for SRMPA to enhance its competitive position and financial worthiness. The EDRP provides each of the Members with the potential to attract new customers and stimulate load additions which, thereby, results in the lowering of their overall average cost of service. The EDRP is designed to operate independently from the standard rate structure currently implemented. The EDRP applies to new commercial or industrial loads or current customers with an existing facility where the facility is expanded by at least 10 percent over the peak load (kW) of the prior twelve months at that facility, for only the additional load as served exclusively by a separate demand meter and any vacant existing facility has not been vacant for less than six months. SRMPA’s associated charge to the Members recovers the cost of power, plus 40 mills per kWh for load additions. Customers meeting certain criteria will be designated this classification for participation on a non-discriminatory basis for a single two year term. A Member will charge the customer a marginal rate over the current year’s RPSA energy wholesale cost rate, and in turn will be able to sell such energy to large commercial or industrial customers at rates lower than the current retail rate. This rate plan offers additional incentive for SRMPA’s Members to enhance their competitive position by providing a rate with the potential to attract additional load, which, thereby, results in the lowering of SRMPA’s average wholesale cost of power.

For Fiscal Year 2018, the Members did not have any participating customers in the EDRP.

SRMPA’s load forecast, the maximum load service obligation under the RPSA, and the resulting capacity anticipated to be available for these incentive rates are shown in the following table.

**Table 4-3: Capacity Available Under the RPSA**

| Fiscal Year | Maximum Load Service Obligation Under RPSA (MW) | Forecasted Agency Load (MW) | Load Service Available Above Forecasted Agency Load (MW) | Cost of Power Under RPSA (Mills/kWh) |
|-------------|---|-----------------------------|--|--------------------------------------|
| 2019        | 135.540   | 69.471                      | 66.069   | 32.76                                |
| 2020        | 139.607   | 69.644                      | 69.963   | 33.19                                |
| 2021        | 143.795   | 69.819                      | 73.976   | 33.62                                |

#### 4.5 PROJECTED OPERATING RESULTS

Projections of SRMPA’s operating results have been prepared on a Fiscal Year basis for the period 2018 through 2021, inclusive. The following table shows annual revenues and expenses of SRMPA. These revenues and expense estimates are based on the energy forecast discussed herein, along with historical estimates of other SRMPA expenses, and interest earnings based on current-day rates of return while other assumptions utilized for development of these projected wholesale power costs are noted. Debt service on Series 2012 Bonds, funds available for debt service, and coverage ratios are also shown. Under the terms of the 2012 Indenture, SRMPA may refund to its Members, debt service coverage in excess of SRMPA requirements after the calculation of annual debt service coverage is completed by SRMPA’s Independent CPA, and such calculation shows coverage of at least 1.20 times debt service. Wholesale power costs presented show both gross wholesale power costs and wholesale power costs net of that anticipated refund of prior year’s coverage. The following Figures 4-1 and 4-2 show the sources and uses of revenues for SRMPA during Fiscal Year 2018.

Figure 4-1: Sources of Revenue

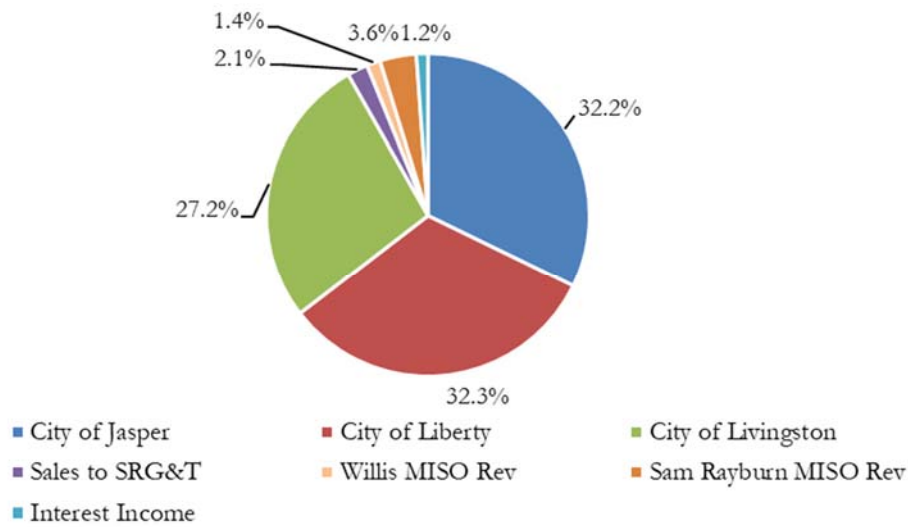
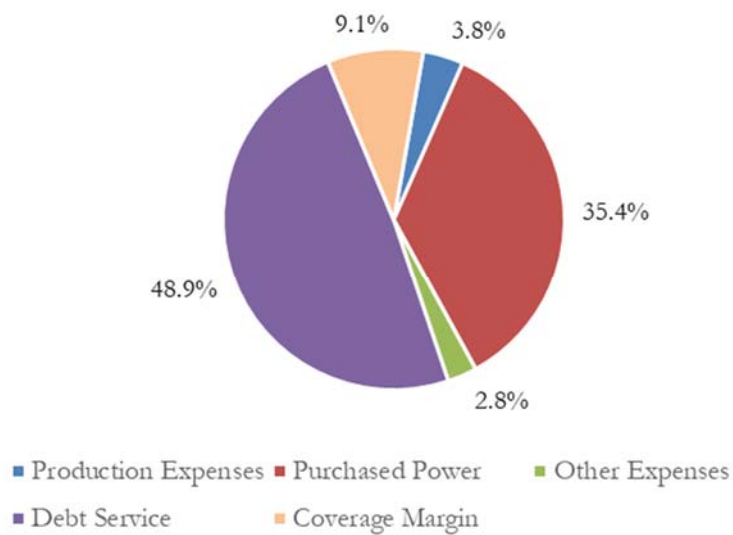


Figure 4-2: Uses of Revenue



The following table shows SRMPA’s projected operating results for the period 2019 – 2021.



**Table 4-4: Projected Operating Results**  
*Amounts Shown in (\$000)*

| Line   | Description   | 2019 <sup>[1]</sup> | 2020 <sup>[1]</sup> | 2021 <sup>[1]</sup> |
|--|---|---------------------|---------------------|---------------------|
| <b>Operating Revenues</b>                      |   |                     |                     |                     |
| 1  | Total Sales to Members <sup>[2]</sup>                   | \$33,070            | \$33,192            | \$33,421            |
| 2  | Sales to Members (RPSA) <sup>[3]</sup>                  | 28,027              | 28,238              | 28,450              |
| 3  | City of Jasper  | 9,835               | 9,845               | 9,855               |
| 4  | City of Liberty   | 9,684               | 9,786               | 9,889               |
| 5  | Large Industrial (Boomerang) <sup>[4][5]</sup>          | 5,043               | 4,954               | 4,971               |
| 6  | City of Livingston                                      | 8,508               | 8,606               | 8,706               |
| 7  | R.D. Willis MISO Revenue <sup>[6]</sup>                 | 411                 | 383                 | 384                 |
| 8  | Sam Rayburn Dam MISO Revenue                            | 1,174               | 1,095               | 1,096               |
| 9  | Sales to SRG&T <sup>[7]</sup>                           | 673                 | 690                 | 707                 |
| 10   | Total Operating Revenues <sup>[8]</sup>                 | \$35,328            | \$35,359            | \$35,607            |
| 11   | Total Oper. Revenues (excl. Boomerang) <sup>[5]</sup>   | 30,285              | 30,405              | 30,637              |
| <b>Operating Expenses:</b>                     |   |                     |                     |                     |
| 12   | RPSA Purchased Power Rate (\$/MWh) <sup>[9]</sup>       | 32.76               | 33.19               | 33.62               |
| <i>Energy Requirement (GWh):</i>               |   |                     |                     |                     |
| 13   | City of Jasper, TX <sup>[10]</sup>                      | 105                 | 105                 | 104                 |
| 14   | City of Liberty, TX <sup>[10]</sup>                     | 104                 | 104                 | 105                 |
| 15   | City of Livingston, TX <sup>[10]</sup>                  | 91                  | 92                  | 92                  |
| 16   | Total SRMPA/RPSA Energy Req. <sup>[10]</sup>            | 300                 | 301                 | 302                 |
| <i>Less: (GWh)</i>                             |   |                     |                     |                     |
| 17   | Energy from Sam Rayburn Dam Hydro <sup>[11]</sup>       | 27                  | 27                  | 27                  |
| 18   | Energy from R. D. Willis Hydro <sup>[11]</sup>          | 15                  | 15                  | 15                  |
| 19   | Net Entergy/RPSA Power Purchases (GWh) <sup>[10]</sup>  | 259                 | 260                 | 260                 |
| 20   | Energy Req., Boomerang (GWh) <sup>[10]</sup>            | 77                  | 77                  | 77                  |
| 21   | Total SRMPA Energy Req. (GWh) <sup>[10]</sup>           | 336                 | 336                 | 337                 |
| <b>Power Supply &amp; Production Expenses:</b> |   |                     |                     |                     |
| 22   | Cost of Power from Entergy RPSA <sup>[10]</sup>         | \$10,019            | \$10,057            | \$10,196            |
| 23   | Cost of Power from Entergy Boomerang <sup>[5][10]</sup> | 4,967               | 4,877               | 4,894               |
| 24   | O&M at Sam Rayburn Dam Hydro <sup>[11]</sup>            | 1,345               | 1,379               | 1,414               |
| 25   | O&M at R. D. Willis Hydro <sup>[11]</sup>               | 1,192               | 1,222               | 1,253               |
| 26   | JNEC Transmission <sup>[12]</sup>                       | 32                  | 33                  | 34                  |
| 27   | Total Cost of Power                                     | \$17,556            | \$17,568            | \$17,789            |
| 28   | Total Cost of Power (excl. Boomerang) <sup>[5]</sup>    | \$12,589            | \$12,691            | \$12,896            |
| <b>Other Expenses:</b>                         |   |                     |                     |                     |
| 29   | Substation Maintenance <sup>[12]</sup>                  | \$168               | \$172               | \$176               |
| 30   | G&A and Outside Consultants <sup>[12]</sup>             | 745                 | 763                 | 782                 |
| 31   | Total Operating Expenses <sup>[12]</sup>                | \$18,469            | \$18,504            | \$18,748            |
| 32   | <b>Net Operating Revenue</b>                            | \$16,859            | \$16,856            | \$16,859            |
| 33   | Plus: Interest Income <sup>[13]</sup>                   | 369                 | 369                 | 369                 |
| 34   | Minus: Substation Renewal Fund <sup>[14]</sup>          | -                   | -                   | -                   |
| 35   | Net Income <sup>[15]</sup>                              | \$17,229            | \$17,225            | \$17,228            |
| 36   | Less: Net Income from Boomerang                         | 77                  | 77                  | 77                  |
| 37   | Net Available for Debt Service <sup>[15]</sup>          | \$17,152            | \$17,148            | \$17,152            |
| 38   | Rate Stabilization Fund Balance <sup>[15]</sup>         | 1,559               | 1,559               | 1,559               |
| 39   | Total Available for Debt Service <sup>[15]</sup>        | \$18,712            | \$18,707            | \$18,711            |
| 40   | Debt Service <sup>[15]</sup>                            | \$15,593            | \$15,590            | \$15,593            |
| 41   | Required Coverage Ratio <sup>[15]</sup>                 | 1.20                | 1.20                | 1.20                |
| 42   | Debt Service and Coverage <sup>[15]</sup>               | \$18,712            | \$18,707            | \$18,711            |
| 43   | Actual Net Coverage (Overall) <sup>[15]</sup>           | 1.10                | 1.10                | 1.10                |
| 44   | Actual Coverage (Overall) <sup>[15]</sup>               | 1.20                | 1.20                | 1.20                |
| 45   | Billed Wholesale Power Cost (\$/MWh) <sup>[16]</sup>    | \$93.41             | \$93.89             | \$94.36             |
| 46   | Prev. Yr.'s Coverage Refunded to Cities <sup>[17]</sup> | \$2,901             | \$1,559             | \$1,559             |
| 47   | Cost of Power, Net of Refund                            | \$25,125            | \$26,679            | \$26,891            |
| 48   | Whsle Pwr Cost, Net of Refund (\$/MWh) <sup>[18]</sup>  | \$83.74             | \$88.70             | \$89.19             |

- [1] Fiscal Year Ending September 30<sup>th</sup> and assumes inflation used general expenses of 2.5%
- [2] Reflects total SRMPA sales for all billed at wholesale.
- [3] Reflects total SRMPA / RPSA sales at the billed wholesale power cost.
- [4] Reflects the sales to the City of Liberty customer (Boomerang) at the billed wholesale power cost under a separate agreement.
- [5] Boomerang revenues and expenses are illustrated separately.
- [6] Reflects SRMPA's 68.06 percent of R. D. Willis Hydro generation sold to MISO at the ETEC load zone.
- [7] Reflects the sale of 24.89 percent of R. D. Willis Hydro generation to SRG&T, net of VPPA's revenues from this sale.
- [8] Reflects total SRMPA sales for all billed wholesale power including sales to MISO and SRG&T.
- [9] Per SRMPA's RPSA contract with Entergy.
- [10] Per the Fiscal Year 2018 Engineering Report.
- [11] Supplied by SWPA, and reflect SRMPA's share of hydro generation from these projects.
- [12] Per SRMPA's Fiscal Year 2019 Annual System Budget.
- [13] Reflects interest income from debt service reserves and other holdings.
- [14] Reflects estimated capital expenditures for substation renewal.
- [15] Reflects debt service and coverage on SRMPA's Series 2012 Bonds.
- [16] Reflects the average billing rate requirement.
- [17] Reflects the refund amount from excess collections from the prior Fiscal Year.
- [18] Reflects the average billing rate requirement, net of the refund from the prior year's collections.

The wholesale cost of power, net of the larger than normal excess coverage refunded to the Members, is projected, based on a 1.20 debt service coverage ratio, to be approximately 83.7 mills per kWh for Fiscal Year 2019 and is expected to continue in the 89-90 mills per kWh range through Fiscal Year 2021. The wholesale cost of power under the RPSA is the delivered cost of power to the city substations, includes transmission and transmission losses, and is not subject to any fuel adjustments or capital costs associated with the supplier.

The projected operating results illustrate the projected sales to Boomerang at the billed wholesale power cost under a separate wholesale power supply requirements agreement. The load for Boomerang is projected to remain stable at an average of approximately 25 MW annually and have a capacity factor of 35 percent representing 76.7 GWh annually. Boomerang's pipe production has declined by approximately one-third from the prior fiscal year due to the dramatic decrease in oil prices and reductions in Exploration and Production activities in the United States. An administrative charge of \$0.001 per kWh is included in SRMPA charges to the City of Liberty and reflected in SRMPA's revenues.

The Consulting Engineer develops actual energy and demand rates and the corresponding wholesale power cost on an annual basis as part of SRMPA's budgeting process. The Consulting Engineer will also monitor energy and demand, gross revenues, and net revenues, and will report the results of this monitoring to SRMPA on a quarterly basis. If warranted by reduced energy purchases, reduced hydropower generation, or other draws on net income that may cause SRMPA to fall below coverage requirements, the Consulting Engineer will develop within the year Operating Budget revisions, including new forecasts for usage, revenues, and expenses, and will develop revised energy and demand charges for immediate SRMPA adoption.

## 5 POWER SUPPLY

### 5.1 CURRENT RESOURCES

SRMPA's demand, and energy requirements, not served by the R. D. Willis Project and Sam Rayburn Dam Project, are served through the RPSA. The following table shows SRMPA's balance of capacity and energy requirements compared to actual operations and generation resources in Fiscal Year 2018.

**Table 5-1: Fiscal Year 2018 Resources and Requirements**

| Description <sup>[1]</sup>           | Capacity (MW) | Energy (MWh) |
|--------------------------------------|---------------|--------------|
| <b>Generation Requirements:</b>      |               |              |
| <i>System Demand and Energy:</i>     |               |              |
| Excluding Boomerang                  | 70.18         | 299,296      |
| Boomerang                            | 24.04         | 80,809       |
| Total                                | 94.21         | 380,105      |
| <b>Generation Resources:</b>         |               |              |
| RPSA                                 | 48.28         | 255,282      |
| Entergy Contract (Liberty/Boomerang) | 24.04         | 80,809       |
| Sam Rayburn Hydro Project            | 15.33         | 31,102       |
| R. D. Willis Hydro Project           | 4.08          | 13,346       |
| Total Resources                      | 91.72         | 380,539      |
| <b>Net Purchase (Net Transfer)</b>   | 2.49          | (434)        |
| <b>Surplus</b>                       | -             | -            |

[1] The generation resources provide sufficient energy and capacity for SRMPA to meet its needs; therefore, no transferable surplus capacity or energy exists. In addition, SRMPA's transfer of energy to SRG&T from R. D. Willis is 4,881 (19,608 x (1-0.7511)) based on the DOE and SWPA figures.

### 5.2 DEMAND AND ENERGY REQUIREMENTS

SRMPA's Fiscal Year 2018 annual peak demand was 81.90 MW with energy sales of 380,105 MWh, inclusive of the Boomerang load. SRMPA's actual peak demand and energy requirement in Fiscal Year 2018 was slightly higher due to the increased load at Boomerang and the total Members demand and energy requirements were higher due to a very harsh winter weather.

The following table presents the projected and actual demand and energy requirements for each of the Members and SRMPA for Fiscal Year 2018.

**Table 5-2: Fiscal Year 2018 Projected and Actual Load**

| Description <sup>[1]</sup>          | Projected Budget | Actual         | Percentage Change Actual to Projected (%) |
|-------------------------------------|------------------|----------------|---|
| <b>Energy Requirements (kWh):</b>   |                  |                |   |
| Jasper                              | 104,318          | 105,709        | 1.33                                      |
| <i>Liberty:</i>                     |                  |                |   |
| Main                                | 104,384          | 102,994        | (1.33)                                    |
| South                               | 36               | 104            | 189.65                                    |
| Liberty Total                       | 104,420          | 103,098        | (1.27)                                    |
| Livingston                          | 90,804           | 90,489         | (0.35)                                    |
| <b>Total</b>                        | <b>299,542</b>   | <b>299,296</b> | <b>(0.08)</b>                             |
| <b>Capacity Requirements (kW):</b>  |                  |                |   |
| Jasper                              | 19,006           | 26,518         | 39.52                                     |
| <i>Liberty:</i>                     |                  |                |   |
| Main                                | 19,941           | 23,872         | 19.71                                     |
| South                               | 150              | 81             | (46.00)                                   |
| Liberty Total                       | 20,091           | 23,953         | 19.22                                     |
| Livingston                          | 20,609           | 19,742         | (4.21)                                    |
| <b>Total</b>                        | <b>59,706</b>    | <b>70,213</b>  | <b>17.60</b>                              |
| <b>Generation Resources:</b>        |                  |                |   |
| Sam Rayburn Hydro Project           | 10,416           | 31,102         | 198.59                                    |
| Robert Douglas Willis Hydro Project | 14,508           | 13,346         | (8.01)                                    |
| Energy Purchases                    | 274,664          | 254,849        | (7.21)                                    |
| <b>Total</b>                        | <b>299,588</b>   | <b>299,296</b> | <b>(0.10)</b>                             |

[1] The capacity and energy requirements above do not include the City of Liberty Boomerang load.

The historical and forecasted demand and energy requirements for the Members and SRMPA are presented in the following table. The table projects SRMPA's RPSA-related energy consumption increasing at an average annual rate of about 0.3 percent. The projected energy growth rates remain low based upon historical growth characteristics experienced in prior fiscal years. The projected annual actual growth rates in energy sales for the individual Members ranges from a low of approximately (0.4) percent for the City of Jasper, Texas, to 0.6 percent for the Cities of Liberty and Livingston, Texas. While actual purchases will fall above or below the trend line in some years, overall long-term energy purchases should trend with these projections. In addition to the projected loads discussed above, Boomerang is projected to be an average of 25 MW annually and have a capacity factor of 35 percent or 76.7 GWh annually. The following table shows the actual peak demand (coincident with the City of Liberty peak) and energy usage for Boomerang in Fiscal Year 2018.

**Table 5-3: Boomerang Load – Fiscal Year 2018**

| Coincident<br>Peak Demand<br>(MW) | Peak Demand<br>(MW) | Energy Usage<br>(kWh) |
|-----------------------------------|---------------------|-----------------------|
| 16.93                             | 24.04               | 80,809                |

The long-term projected growth is based on a historical analysis of energy usage, accounting for annual heating and cooling degree-days and average annual load factors. This analysis also accounts for certain annual gains and losses, weighting the effect of individual years where energy for any period was significantly changed. The primary reason for this weighting is to account for sudden, extraordinary load gains or losses that are unlikely to reoccur. These were one-time events; and therefore, the effects of these single events were reduced to develop a general trend line.

Since the majority of SRMPA's load is residential, weather or temperature has a strong impact on demand and energy. Heating and cooling degree days are important factors in the calculation of SRMPA's expected load, in that residential demand and energy use is a function of the heating or cooling required. Load Factor is also important in that the relationship between peak demand and energy usage is also a function of weather; a steadily warm or cold period will yield a higher load factor versus a period where temperatures fluctuates, with sudden temperature extremes captured by peak demand while average degree days and energy usage remain steady. Fiscal Year 2018 exhibited slightly higher than normal cooling degree-days and twice the normal heating degree-days. Normal averages are determined by the National Weather Service based on long-term averages. Looking at recent data, weather comparisons indicate that the heating degree-days have clearly increased over the past year. Thus, the winter temperatures in effect have shifted lower with respect to the recent historical amounts. The Energy Information Administration's most recent projections of residential load in the SERC Reliability Corporation / Delta region assumes that energy usage will grow at an average of about 0.4 percent per annum over the period 2018 through 2050. By comparison, SRMPA's load growth has typically been about half of the projected load growth for the United States. The current expected growth rate for SRMPA is roughly 0.3 percent per year.

Table 5-4: Historical and Forecasted Loads (Fiscal Years 1999 – 2029)

| Fiscal Year <sup>[1]</sup>                          | Jasper |         | Liberty |         | Livingston |        | SRMPA  |         |
|---|--------|---------|---------|---------|------------|--------|--------|---------|
|   | kW     | MWh     | kW      | MWh     | kW         | MWh    | kW     | MWh     |
| 1999  | 28,278 | 120,924 | 24,255  | 100,556 | 19,404     | 89,383 | 71,937 | 310,863 |
| 2000  | 27,900 | 118,888 | 24,809  | 101,629 | 20,496     | 82,391 | 73,205 | 302,908 |
| 2001  | 26,910 | 112,316 | 25,302  | 95,908  | 19,224     | 83,711 | 71,436 | 291,935 |
| 2002  | 25,110 | 107,195 | 23,666  | 105,200 | 18,780     | 83,363 | 67,556 | 295,758 |
| 2003  | 25,434 | 106,847 | 24,824  | 104,978 | 19,764     | 84,561 | 70,022 | 296,386 |
| 2004  | 24,678 | 105,283 | 25,017  | 105,531 | 19,440     | 86,171 | 69,135 | 296,985 |
| 2005  | 24,966 | 106,672 | 24,958  | 106,655 | 20,376     | 88,826 | 70,300 | 302,153 |
| 2006  | 26,082 | 108,483 | 25,330  | 111,167 | 21,108     | 89,696 | 72,520 | 309,346 |
| 2007  | 25,794 | 107,463 | 25,430  | 110,059 | 19,992     | 89,205 | 71,216 | 306,727 |
| 2008  | 23,976 | 106,036 | 25,247  | 107,443 | 20,316     | 89,614 | 69,539 | 303,093 |
| 2009  | 25,056 | 106,816 | 25,336  | 108,648 | 20,724     | 91,085 | 71,116 | 306,549 |
| 2010  | 25,164 | 111,560 | 25,897  | 112,209 | 21,372     | 94,367 | 72,433 | 318,136 |
| 2011  | 26,190 | 112,492 | 26,888  | 112,259 | 21,504     | 95,645 | 74,582 | 320,396 |
| 2012  | 23,799 | 106,335 | 25,247  | 107,443 | 20,316     | 89,614 | 69,362 | 303,392 |
| 2013  | 23,891 | 105,990 | 25,197  | 104,393 | 20,698     | 90,792 | 69,786 | 301,175 |
| 2014  | 25,417 | 106,933 | 25,460  | 107,111 | 19,668     | 92,188 | 70,545 | 306,231 |
| 2015  | 25,446 | 107,211 | 26,699  | 104,802 | 20,636     | 93,865 | 72,781 | 305,878 |
| 2016  | 23,885 | 104,190 | 25,951  | 103,226 | 20,558     | 91,300 | 70,394 | 298,716 |
| 2017  | 22,383 | 99,962  | 23,222  | 101,001 | 19,204     | 89,236 | 64,809 | 290,199 |
| <b>2018</b>   | 26,518 | 105,709 | 23,916  | 103,879 | 19,742     | 90,489 | 70,176 | 299,296 |
| <b>FY 2019 Budget</b>                               | 24,204 | 104,001 | 24,630  | 103,879 | 19,500     | 90,618 | 68,334 | 298,498 |
| 2019  | 24,218 | 105,286 | 24,482  | 103,665 | 20,772     | 91,077 | 69,471 | 300,028 |
| 2020  | 24,121 | 104,865 | 24,617  | 104,235 | 20,907     | 91,669 | 69,644 | 300,769 |
| 2021  | 24,024 | 104,446 | 24,752  | 104,808 | 21,043     | 92,265 | 69,819 | 301,519 |
| 2022  | 23,928 | 104,028 | 24,888  | 105,385 | 21,179     | 92,865 | 69,996 | 302,277 |
| 2023  | 23,832 | 103,612 | 25,025  | 105,964 | 21,317     | 93,468 | 70,174 | 303,044 |
| 2024  | 23,737 | 103,198 | 25,163  | 106,547 | 21,456     | 94,076 | 70,355 | 303,820 |
| 2025  | 23,642 | 102,785 | 25,301  | 107,133 | 21,595     | 94,687 | 70,538 | 304,605 |
| 2026  | 23,548 | 102,374 | 25,440  | 107,722 | 21,735     | 95,303 | 70,723 | 305,399 |
| 2027  | 23,453 | 101,964 | 25,580  | 108,315 | 21,877     | 95,922 | 70,910 | 306,201 |
| 2028  | 23,360 | 101,556 | 25,721  | 108,911 | 22,019     | 96,546 | 71,099 | 307,012 |
| 2029  | 23,266 | 101,150 | 25,862  | 109,510 | 22,162     | 97,173 | 71,290 | 307,833 |
| <b>Average Annual Compound Growth (2019 – 2029)</b> |        |         |         |         |            |        |        |         |
| Percentage/Year Normalized                          | (0.4)% | (0.4)%  | 0.6%    | 0.6%    | 0.6%       | 0.6%   | 0.3%   | 0.3%    |

[1] The capacity and energy projections above do not include Boomerang's load. The projections remain conservative for wholesale rate calculating. The statistical trending and weather normalization characteristics used in the projections above cause a difference in the reported projections between this Report and the Budget for Fiscal Year 2019.

### 5.3 PROJECTED CAPACITY REQUIREMENTS AND RESOURCES

SRMPA has pre-purchased capacity and purchases energy through the RPSA. As discussed previously, SRMPA has entered into a separate power purchase agreement with EWOM to serve Boomerang's load. A projection of SRMPA's capacity requirements and resources through Fiscal Year 2021 are shown in the following table. This load projection illustrates the annual demand purchases associated with the power supply resources. Resources available exactly meet the projected capacity requirements leaving no excess capacity through 2021.

**Table 5-5: Projected Capacity Requirements and Resources**

| Fiscal Year                                 | 2019   | 2020   | 2021   |
|---|--------|--------|--------|
| <b><u>Capacity Requirements (MW):</u></b>   |        |        |        |
| <i>Projected Peak Demand:</i>               |        |        |        |
| RPSA  | 69.47  | 69.64  | 69.82  |
| Liberty/Boomerang                           | 25.00  | 25.00  | 25.00  |
| <b><u>Capacity Transfers (MW):</u></b>      |        |        |        |
| Sam Rayburn Dam Project Capacity to Entergy | 15.33  | 15.33  | 15.33  |
| R. D. Willis Projected Capacity to SRG&T    | 1.01   | 1.01   | 1.01   |
| Total Capacity Transferred                  | 16.34  | 16.34  | 16.34  |
| <b>Total Requirements and Transfers</b>     | 110.81 | 110.98 | 111.16 |
| <b><u>Resources (MW):</u></b>               |        |        |        |
| Entergy – RPSA                              | 66.40  | 66.57  | 66.75  |
| Entergy – Liberty/Boomerang                 | 25.00  | 25.00  | 25.00  |
| Sam Rayburn Dam Project                     | 15.33  | 15.33  | 15.33  |
| R.D Willis Hydro Project                    | 4.08   | 4.08   | 4.08   |
| <b>Total Resources</b>                      | 110.81 | 110.98 | 111.16 |
| <b>Excess Capacity</b>                      | -      | -      | -      |





**SAM RAYBURN MUNICIPAL POWER AGENCY**  
Financial Statements and Schedules  
September, 2018 and 2017  
(With Report of Independent Auditor Thereon)



## C O N T E N T S

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INDEPENDENT AUDITORS' REPORT

Board of Directors  
Sam Rayburn Municipal Power Agency

We have audited the accompanying financial statements of each major proprietary fund of Sam Rayburn Municipal Power Agency (the "Agency") which comprise the statements of net position as of September 30, 2018 and 2017, and the related statements of revenues, expenses, and changes in net position and cash flows for the fiscal 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.

**Auditor's Responsibility**

Our responsibility is to express opinions 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain 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 Agency'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 Agency's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinions, the financial statements referred to above present fairly, in all material respects, the net position of Sam Rayburn Municipal Power Agency as of September 30, 2018 and 2017, and the changes in its net position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.



## Other Matters

### *Required Supplementary Information*

Generally accepted accounting principles in the United States of America require the Management's Discussion and Analysis on pages 5 through 12 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 audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

### *Other Information*

Our audits were conducted for the purpose of forming opinions on the financial statements that collectively comprise the basic financial statements. The supplementary information in the accompanying Schedules of Debt Service Coverage is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Lufkin, Texas  
February 19, 2019

  
CERTIFIED PUBLIC ACCOUNTANTS

SAM RAYBURN MUNICIPAL POWER AGENCY  
Management's Discussion and Analysis (Unaudited)

**Financial Statements Overview**

This discussion and analysis of Sam Rayburn Municipal Power Agency's (the Agency) financial performance provides an overview of the Agency's activities for the fiscal years ended September 30, 2018 and 2017. The information presented should be read in conjunction with the financial statements and the accompanying notes to the financial statements.

The Agency follows the Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission. The basic financial statements are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. The Agency's basic financial statements include the statements of net position for each major fund (RPSA and Cambridge) and the related statements of revenues, expenses and changes in net position, the statements of cash flows, and notes to the financial statements.

The statements of net position provide information about the nature and amount of assets and obligations (liabilities) of the Agency as of the end of each year being reported. The statements of revenues, expenses, and changes in net position report revenues and expenses for each year being reported. The statements of cash flows report cash receipts, cash payments, and net changes in cash resulting from operating, capital and related financing activities, and investing activities.

**Financial Highlights**

There are none of significance for 2018 or 2017.

**Comparison of 2018 to 2017**

The following table summarizes the net position of each of the Agency's major funds as of September 30:

**Condensed Statements of Net Position**

|  | RPSA                 |                      | DOLLAR<br>CHANGE      | PERCENTAGE<br>CHANGE |
|--|----------------------|----------------------|-----------------------|----------------------|
|  | 2018                 | 2017                 |                       |                      |
| Capital assets, net                                      | \$ 13 129 010        | \$ 12 188 963        | \$ 940 047            | 7.7%                 |
| Current assets   | 4 869 709            | 4 895 930            | (26 221)              | (0.5)%               |
| Other noncurrent assets                                  | 43 314 089           | 43 777 247           | (463 158)             | (1.1)%               |
| TOTAL ASSETS   | <u>61 312 808</u>    | <u>60 862 140</u>    | <u>450 668</u>        | 0.7%                 |
| Deferred outflows  | 24 031 983           | 30 556 705           | (6 524 722)           | (21.4)%              |
| TOTAL ASSETS AND DEFERRED OUTFLOWS                       | <u>\$ 85 344 791</u> | <u>\$ 91 418 845</u> | <u>\$ (6 074 054)</u> | (6.6)%               |
| Current liabilities                                      | \$ 15 809 157        | \$ 15 327 399        | \$ 481 758            | (3.1)%               |
| Long-term liabilities                                    | 42 460 000           | 55 290 000           | (12 830 000)          | (23.2)%              |
| TOTAL LIABILITIES  | <u>58 269 157</u>    | <u>70 617 399</u>    | <u>(12 348 242)</u>   | (17.5)%              |
| Deferred inflows   | 2 964 899            | 4 406 180            | (1 441 281)           | (32.7)%              |
| TOTAL LIABILITIES AND DEFERRED INFLOWS                   | <u>61 234 056</u>    | <u>75 023 579</u>    | <u>(13 789 523)</u>   | (18.4)%              |
| Net Position:  |                      |                      |                       |                      |
| Net investment in capital assets                         | (13 382 530)         | (18 853 544)         | 5 471 014             | (29.0)%              |
| Restricted   | 32 926 698           | 30 584 181           | 2 342 517             | 7.7%                 |
| Unrestricted   | 4 566 567            | 4 664 629            | (98 062)              | (2.1)%               |
| TOTAL NET POSITION                                       | <u>24 110 735</u>    | <u>16 395 266</u>    | <u>7 715 469</u>      | 47.1%                |
| TOTAL LIABILITIES, DEFERRED INFLOWS,<br>AND NET POSITION | <u>\$ 85 344 791</u> | <u>\$ 91 418 845</u> | <u>\$ (6 074 054)</u> | (6.6)%               |



**SAM RAYBURN MUNICIPAL POWER AGENCY**  
**Management's Discussion and Analysis (Unaudited) - Continued**

|  | CAMBRIDGE             |                       | DOLLAR<br>CHANGE      | PERCENTAGE<br>CHANGE |
|--|-----------------------|-----------------------|-----------------------|----------------------|
|  | 2018                  | 2017                  |                       |                      |
| Capital assets, net                                      | \$ -                  | \$ -                  | \$ -                  | - %                  |
| Current assets   | 38 191 937            | 34 775 758            | 3 416 179             | 9.8%                 |
| Other noncurrent assets                                  | -                     | -                     | -                     | - %                  |
| TOTAL ASSETS   | <u>38 191 937</u>     | <u>34 775 758</u>     | <u>3 416 179</u>      | 9.8%                 |
| Deferred outflows  | 4 689 513             | 4 950 042             | (260 529)             | (5.3)%               |
| TOTAL ASSETS AND DEFERRED OUTFLOWS                       | <u>\$ 42 881 450</u>  | <u>\$ 39 725 800</u>  | <u>\$ 3 155 650</u>   | 7.9%                 |
| Current liabilities                                      | \$ 17 114 230         | \$ 14 769 451         | \$ 2 344 779          | 15.9%                |
| Long-term liabilities                                    | -                     | -                     | -                     | - %                  |
| TOTAL LIABILITIES  | <u>17 114 230</u>     | <u>14 769 451</u>     | <u>2 344 779</u>      | 15.9%                |
| Deferred inflows   | -                     | -                     | -                     | - %                  |
| TOTAL LIABILITIES AND DEFERRED INFLOWS                   | <u>17 114 230</u>     | <u>14 769 451</u>     | <u>2 344 779</u>      | 15.9%                |
| Net Position:  |                       |                       |                       |                      |
| Net investment in capital assets                         | 4 689 513             | 4 950 042             | (260 529)             | (5.3)%               |
| Restricted   | -                     | -                     | -                     | - %                  |
| Unrestricted   | 21 077 707            | 20 006 307            | 1 071 400             | 5.4%                 |
| TOTAL NET POSITION                                       | <u>25 767 220</u>     | <u>24 956 349</u>     | <u>810 871</u>        | 3.2%                 |
| TOTAL LIABILITIES, DEFERRED INFLOWS,<br>AND NET POSITION | <u>\$ 42 881 450</u>  | <u>\$ 39 725 800</u>  | <u>\$ 3 155 650</u>   | 7.9%                 |
|  |                       |                       |                       |                      |
|  | TOTALS                |                       | DOLLAR<br>CHANGE      | PERCENTAGE<br>CHANGE |
|  | 2018                  | 2017                  |                       |                      |
| Capital assets, net                                      | \$ 13 129 010         | \$ 12 188 963         | \$ 940 047            | 7.7%                 |
| Current assets   | 43 061 646            | 39 671 688            | 3 389 958             | 8.5%                 |
| Other noncurrent assets                                  | 43 314 089            | 43 777 247            | (463 158)             | (1.1)%               |
| TOTAL ASSETS   | <u>99 504 745</u>     | <u>95 637 898</u>     | <u>3 866 847</u>      | 4.0%                 |
| Deferred outflows  | 28 721 496            | 35 506 747            | (6 785 251)           | (19.1)%              |
| TOTAL ASSETS AND DEFERRED OUTFLOWS                       | <u>\$ 128 226 241</u> | <u>\$ 131 144 645</u> | <u>\$ (2 918 404)</u> | (2.2)%               |
| Current liabilities                                      | \$ 32 923 387         | \$ 30 096 850         | \$ 2 826 537          | 9.4%                 |
| Long-term liabilities                                    | 42 460 000            | 55 290 000            | (12 830 000)          | (23.2)%              |
| TOTAL LIABILITIES  | <u>75 383 387</u>     | <u>85 386 850</u>     | <u>(10 003 463)</u>   | (11.7)%              |
| Deferred inflows   | 2 964 899             | 4 406 180             | (1 441 281)           | (32.7)%              |
| TOTAL LIABILITIES AND DEFERRED INFLOWS                   | <u>78 348 286</u>     | <u>89 793 030</u>     | <u>(11 444 744)</u>   | (12.7)%              |
| Net Position:  |                       |                       |                       |                      |
| Net investment in capital assets                         | (8 693 017)           | (13 903 502)          | 5 210 485             | (37.5)%              |
| Restricted   | 32 926 698            | 30 584 181            | 2 342 517             | 7.7%                 |
| Unrestricted   | 25 644 274            | 24 670 936            | 973 338               | 3.9%                 |
| TOTAL NET POSITION                                       | <u>49 877 955</u>     | <u>41 351 615</u>     | <u>8 526 340</u>      | 20.6%                |
| TOTAL LIABILITIES, DEFERRED INFLOWS,<br>AND NET POSITION | <u>\$ 128 226 241</u> | <u>\$ 131 144 645</u> | <u>\$ (2 918 404)</u> | (2.2)%               |

Condensed statement of net position highlights are as follows:

- Capital Assets, net increased by approximately \$940 thousand during 2018 due primarily to ongoing capital improvement projects.
- Current assets increased by approximately \$3.4 million from 2017 to 2018. Current assets include cash and cash equivalents, prepaid expenses, power sales receivables, and marketable securities. The Cambridge Project had a combined increase in cash, receivables, and marketable securities of approximately \$3.4 million, which was the result of lower distributions to the Members in 2018 than in 2017.
- Other noncurrent assets decreased by approximately \$463 thousand from 2017 to 2018. This was due to several factors: 1) amortization of the Requirements Power Supply Agreement of approximating \$2.6 million and 2) increase in restricted cash of approximately \$2.1 million. Other noncurrent assets primarily include the Restricted Power Supply Agreement, restricted cash and cash equivalents being used for operating, maintenance, working capital, debt, and construction needs of the Agency.

SAM RAYBURN MUNICIPAL POWER AGENCY  
Management's Discussion and Analysis (Unaudited) - Continued

- Deferred outflows decreased by approximately \$6.8 million from 2017 to 2018. Deferred outflows includes deferred charges and the cost of debt issued in excess of debt refunded, net of related amortization. The decrease was primarily the result of amortization.
- Current liabilities increased by approximately \$2.8 million from 2017 to 2018, which was due to a combination of factors: 1) increase in accounts payable of approximately \$2.5 million, 2) increase of approximately \$615 thousand in current bonds payable, and 3) decrease of approximately \$305 thousand in accrued interest on bonds. Current liabilities include payables for purchased power, other vendor payables, accrued interest payable, and the current portion of bonds payable.
- Long-term liabilities decreased by approximately \$12.8 million from 2017 to 2018, which was due entirely to debt payments made during the year. Long-term liabilities represent bonds issued by the Agency.
- Deferred inflows decreased by approximately \$1.4 million from 2017 to 2018, which was due primarily to amortization on the \$15.0 million bond premium incurred as result of the 2012 refunding. Deferred inflows represent deferred credits and the premium on bonds issued by the Agency, net of related amortization.
- The assets of the Agency exceeded its liabilities at the close of 2018 by approximately \$49.9 million as compared to \$41.3 million at the end of 2017. This was the result of a combined net change in position of approximately \$8.5 million, consisting of an approximate \$7.7 million increase in the RPSA Fund and an approximate \$800 thousand increase in the Cambridge Fund.

**Comparison of 2017 to 2016**

The following table summarizes the net position of each major fund of the Agency as of September 30:

**Condensed Statements of Net Position**

|  | RPSA          |               | DOLLAR<br>CHANGE | PERCENTAGE<br>CHANGE |
|--|---------------|---------------|------------------|----------------------|
|  | 2017          | 2016          |                  |                      |
| Capital assets, net                    | \$ 12 188 963 | \$ 11 627 760 | \$ 561 203       | 4.6%                 |
| Current assets                         | 4 895 930     | 5 064 365     | (168 435)        | (3.4)%               |
| Other noncurrent assets                | 43 777 247    | 46 434 597    | (2 657 350)      | (6.1)%               |
| TOTAL ASSETS                           | 60 862 140    | 63 126 722    | (2 264 582)      | (3.7)%               |
| Deferred outflows                      | 30 556 705    | 35 967 374    | (5 410 669)      | (17.7)%              |
| TOTAL ASSETS AND DEFERRED OUTFLOWS     | \$ 91 418 845 | \$ 99 094 096 | \$ (7 675 251)   | (8.4)%               |
| Current liabilities                    | \$ 15 327 399 | \$ 15 766 385 | \$ (438 986)     | (2.9)%               |
| Long-term liabilities                  | 55 290 000    | 67 505 000    | (12 215 000)     | (22.1)%              |
| TOTAL LIABILITIES                      | 70 617 399    | 83 271 385    | (12 653 986)     | (17.9)%              |
| Deferred inflows                       | 4 406 180     | 5 458 109     | (1 051 929)      | (23.9)%              |
| TOTAL LIABILITIES AND DEFERRED INFLOWS | 75 023 579    | 88 729 494    | (13 705 915)     | (18.3)%              |
| Net Position:                          |               |               |                  |                      |
| Net investment in capital assets       | (18 853 544)  | (24 020 415)  | 5 166 871        | (27.4)%              |
| Restricted                             | 30 584 181    | 29 776 740    | 807 441          | 2.6%                 |
| Unrestricted                           | 4 664 629     | 4 608 277     | 56 352           | 1.2%                 |
| TOTAL NET POSITION                     | 16 395 266    | 10 364 602    | 6 030 664        | 36.8%                |
| TOTAL LIABILITIES AND NET POSITION     | \$ 91 418 845 | \$ 99 094 096 | \$ (7 675 251)   | (8.4)%               |

SAM RAYBURN MUNICIPAL POWER AGENCY  
Management's Discussion and Analysis (Unaudited) - Continued

|  | CAMBRIDGE             |                       | DOLLAR<br>CHANGE       | PERCENTAGE<br>CHANGE |
|--|-----------------------|-----------------------|------------------------|----------------------|
|  | 2017                  | 2016                  |                        |                      |
| Capital assets, net                    | \$ -                  | \$ -                  | \$ -                   | - %                  |
| Current assets                         | 34 775 758            | 41 314 271            | (6 538 513)            | (18.8)%              |
| Other noncurrent assets                | -                     | 137 026               | (137 026)              | (100.0)%             |
| TOTAL ASSETS                           | <u>34 775 758</u>     | <u>41 451 297</u>     | <u>(6 675 539)</u>     | <u>(19.2)%</u>       |
| Deferred outflows                      | 4 950 042             | 5 210 571             | (260 529)              | (5.3)%               |
| TOTAL ASSETS AND DEFERRED OUTFLOWS     | <u>\$ 39 725 800</u>  | <u>\$ 46 661 868</u>  | <u>\$ (6 936 068)</u>  | <u>(17.5)%</u>       |
| Current liabilities                    | \$ 14 769 451         | \$ 16 029 395         | \$ (1 259 944)         | (8.5)%               |
| Long-term liabilities                  | -                     | -                     | -                      | - %                  |
| TOTAL LIABILITIES                      | <u>14 769 451</u>     | <u>16 029 395</u>     | <u>(1 259 944)</u>     | <u>(8.5)%</u>        |
| Deferred inflows                       | -                     | -                     | -                      | - %                  |
| TOTAL LIABILITIES AND DEFERRED INFLOWS | <u>14 769 451</u>     | <u>16 029 395</u>     | <u>(1 259 944)</u>     | <u>(8.5)%</u>        |
| Net Position:                          |                       |                       |                        |                      |
| Net investment in capital assets       | 4 950 042             | 5 210 571             | (260 529)              | (5.3)%               |
| Restricted                             | -                     | -                     | -                      | - %                  |
| Unrestricted                           | <u>20 006 307</u>     | <u>25 421 902</u>     | <u>(5 415 595)</u>     | <u>(27.1)%</u>       |
| TOTAL NET POSITION                     | <u>24 956 349</u>     | <u>30 632 473</u>     | <u>(5 676 124)</u>     | <u>(22.7)%</u>       |
| TOTAL LIABILITIES AND NET POSITION     | <u>\$ 39 725 800</u>  | <u>\$ 46 661 868</u>  | <u>\$ (6 936 068)</u>  | <u>(17.5)%</u>       |
|  |                       |                       |                        |                      |
|  | TOTAL                 |                       | DOLLAR<br>CHANGE       | PERCENTAGE<br>CHANGE |
|  | 2017                  | 2016                  |                        |                      |
| Capital assets, net                    | \$ 12 188 963         | \$ 11 627 760         | \$ 561 203             | 4.6%                 |
| Current assets                         | 39 671 688            | 46 378 636            | (6 706 948)            | (16.9)%              |
| Other noncurrent assets                | 43 777 247            | 46 571 623            | (2 794 376)            | (6.4)%               |
| TOTAL ASSETS                           | <u>95 637 898</u>     | <u>104 578 019</u>    | <u>(8 940 121)</u>     | <u>(9.3)%</u>        |
| Deferred outflows                      | 35 506 747            | 41 177 945            | (5 671 198)            | (16.0)%              |
| TOTAL ASSETS AND DEFERRED OUTFLOWS     | <u>\$ 131 144 645</u> | <u>\$ 145 755 964</u> | <u>\$ (14 611 319)</u> | <u>(11.1)%</u>       |
| Current liabilities                    | \$ 30 096 850         | \$ 31 795 780         | \$ (1 698 930)         | (5.6)%               |
| Long-term liabilities                  | 55 290 000            | 67 505 000            | (12 215 000)           | (22.1)%              |
| TOTAL LIABILITIES                      | <u>85 386 850</u>     | <u>99 300 780</u>     | <u>(13 913 930)</u>    | <u>(16.3)%</u>       |
| Deferred inflows                       | 4 406 180             | 5 458 109             | (1 051 929)            | (23.9)%              |
| TOTAL LIABILITIES AND DEFERRED INFLOWS | <u>89 793 030</u>     | <u>104 758 889</u>    | <u>(14 965 859)</u>    | <u>(16.7)%</u>       |
| Net Position:                          |                       |                       |                        |                      |
| Net investment in capital assets       | (13 903 502)          | (18 809 844)          | 4 906 342              | (35.3)%              |
| Restricted                             | 30 584 181            | 29 776 740            | 807 441                | 2.6%                 |
| Unrestricted                           | <u>24 670 936</u>     | <u>30 030 179</u>     | <u>(5 359 243)</u>     | <u>(21.7)%</u>       |
| TOTAL NET POSITION                     | <u>41 351 615</u>     | <u>40 997 075</u>     | <u>354 540</u>         | <u>0.9%</u>          |
| TOTAL LIABILITIES AND NET POSITION     | <u>\$ 131 144 645</u> | <u>\$ 145 755 964</u> | <u>\$ (14 611 319)</u> | <u>11.1%</u>         |

Condensed statement of net position highlights are as follows:

- The assets of the Agency exceeded its liabilities at the close of 2017 by approximately \$41.3 million as compared to \$41.0 million at the end of 2016. This was the result of a combined net change in position of approximately \$355 thousand, consisting of an approximate \$6.0 million increase in the RPSA Fund and an approximate \$5.7 million decrease in the Cambridge Fund.
- Current assets decreased by approximately \$6.7 million from 2016 to 2017. Current assets include cash and cash equivalents, prepaid expenses, power sales receivables, and marketable securities. The Cambridge Project had a combined decrease in cash, receivables, and marketable securities of approximately \$6.5 million, which was the result of an increase in distributions to the Members.

SAM RAYBURN MUNICIPAL POWER AGENCY  
Management's Discussion and Analysis (Unaudited) - Continued

- Other noncurrent assets decreased by approximately \$2.8 million from 2016 to 2017. This was due to several factors: 1) amortization of the Requirements Power Supply Agreement of approximately \$2.6 million and 2) decrease in restricted cash of approximately \$200 thousand. Other noncurrent assets primarily include restricted cash and cash equivalents being used for operating, maintenance, working capital, debt, and construction needs of the Agency. Additionally, other noncurrent assets include the Requirements Power Supply Agreement.
- Capital assets, net increased by approximately \$560 thousand during 2017 due primarily to ongoing capital improvement projects.
- Deferred outflows decreased by approximately \$5.7 million from 2016 to 2017. Deferred outflows includes deferred charges and the cost of debt issued in excess of debt refunded, net of related amortization. The decrease was primarily the result of amortization.
- Current liabilities decreased by approximately \$1.7 million from 2016 to 2017, which was primarily due to decrease in accounts payable of approximately \$1.3 million, and a decrease of approximately \$290 thousand in accrued interest on bonds. Current liabilities include payables for purchased power, other vendor payables, accrued interest payable, and the current portion of bonds payable.
- Long-term liabilities decreased by approximately \$12.2 million from 2016 to 2017, which was due entirely to debt payments made during the year. Long-term liabilities represent bonds issued by the Agency.
- Deferred inflows decreased by approximately \$1.1 million from 2016 to 2017, which was due primarily to amortization on the \$15.0 million bond premium incurred as result of the 2012 refunding. Deferred inflows represent deferred credits and the premium on bonds issued by the Agency, net of related amortization.

The following table summarizes the changes in net position of each major fund of the Agency for the years ended September 30, 2018 and 2017:

**Condensed Statements of Revenues, Expenses, and Changes in Net Position**

|                                 | RPSA                 |                      | DOLLAR<br>CHANGE    | PERCENTAGE<br>CHANGE |
|---------------------------------|----------------------|----------------------|---------------------|----------------------|
|                                 | 2018                 | 2017                 |                     |                      |
| Operating revenues, power sales | \$ 37 063 349        | \$ 34 545 810        | \$ 2 517 539        | 7.3%                 |
| Other nonoperating revenues     | 369 456              | 228 074              | 141 382             | 62.0%                |
| TOTAL REVENUES                  | <u>37 432 805</u>    | <u>34 773 884</u>    | <u>2 658 921</u>    | 7.6%                 |
| Operating expenses              | 22 139 396           | 20 577 821           | 1 561 575           | 7.6%                 |
| Other nonoperating expenses     | 9 446 889            | 10 016 386           | (569 497)           | (5.7)%               |
| TOTAL EXPENSES                  | <u>31 586 285</u>    | <u>30 594 207</u>    | <u>992 078</u>      | 3.2%                 |
| Transfers                       | <u>1 868 949</u>     | <u>1 850 987</u>     | <u>17 962</u>       | 1.0%                 |
| CHANGE IN NET POSITION          | 7 715 469            | 6 030 664            | 1 684 805           | 27.9%                |
| Beginning net position          | <u>16 395 266</u>    | <u>10 364 602</u>    | <u>6 030 664</u>    | 58.2%                |
| ENDING NET POSITION             | <u>\$ 24 110 735</u> | <u>\$ 16 395 266</u> | <u>\$ 7 715 469</u> | 47.1%                |

SAM RAYBURN MUNICIPAL POWER AGENCY  
Management's Discussion and Analysis (Unaudited) - Continued

|                                 | CAMBRIDGE            |                      | DOLLAR<br>CHANGE    | PERCENTAGE<br>CHANGE |
|---------------------------------|----------------------|----------------------|---------------------|----------------------|
|                                 | 2018                 | 2017                 |                     |                      |
| Operating revenues, power sales | \$ 211 394 373       | \$ 217 071 641       | \$ (5 677 268)      | (2.6)%               |
| Other nonoperating revenues     | 270 738              | 118 005              | 152 733             | 129.4%               |
| TOTAL REVENUES                  | <u>211 665 111</u>   | <u>217 189 646</u>   | <u>(5 524 535)</u>  | (2.5)%               |
| Operating expenses              | 200 724 762          | 207 054 254          | (6 329 492)         | (3.1)%               |
| Other nonoperating expenses     | 8 260 529            | 13 960 529           | (5 700 000)         | (40.8)%              |
| TOTAL EXPENSES                  | <u>208 985 291</u>   | <u>221 014 783</u>   | <u>(12 029 492)</u> | (5.4)%               |
| Transfers                       | (1 868 949)          | (1 850 987)          | (17 962)            | 1.0%                 |
| CHANGE IN NET POSITION          | 810 871              | (5 676 124)          | 6 486 995           | (114.3)%             |
| Beginning net position          | <u>24 956 349</u>    | <u>30 632 473</u>    | <u>(5 676 124)</u>  | (18.5)%              |
| ENDING NET POSITION             | <u>\$ 25 767 220</u> | <u>\$ 24 956 349</u> | <u>\$ 810 871</u>   | 3.2%                 |
|                                 | TOTALS               |                      |                     |                      |
|                                 | 2018                 | 2017                 | DOLLAR<br>CHANGE    | PERCENTAGE<br>CHANGE |
| Operating revenues, power sales | \$ 248 457 722       | \$ 251 617 451       | \$ (3 159 729)      | (1.3)%               |
| Other nonoperating revenues     | 640 194              | 346 079              | 294 115             | 85.0%                |
| TOTAL REVENUES                  | <u>249 097 916</u>   | <u>251 963 530</u>   | <u>(2 865 614)</u>  | (1.1)%               |
| Operating expenses              | 222 864 158          | 227 632 075          | (4 767 917)         | (2.1)%               |
| Other nonoperating expenses     | 17 707 418           | 23 976 915           | (6 269 497)         | (26.1)%              |
| TOTAL EXPENSES                  | <u>240 571 576</u>   | <u>251 608 990</u>   | <u>(11 037 414)</u> | (4.4)%               |
| Transfers                       | -                    | -                    | -                   | - %                  |
| CHANGE IN NET POSITION          | 8 526 340            | 354 540              | 8 171 800           | 2304.9%              |
| Beginning net position          | <u>41 351 615</u>    | <u>40 997 075</u>    | <u>354 540</u>      | 0.9%                 |
| ENDING NET POSITION             | <u>\$ 49 877 955</u> | <u>\$ 41 351 615</u> | <u>\$ 8 526 340</u> | 20.6%                |

Condensed statements of revenues, expenses, and changes in net position highlights are as follows:

- Operating revenues decreased by approximately \$3.2 million from 2017 to 2018, as a result of an approximate \$5.7 million decrease in power sales from the Cambridge Project and an approximate \$2.5 million increase in power sales from the RPSA Fund. Accordingly, the operating expense decrease of approximately \$4.8 million from 2017 to 2018 resulted primarily from a decrease in purchased power costs of approximately \$5.1 million and an increase in operations and maintenance of approximately \$300 thousand.
- Other nonoperating revenues increased due to the Agency holding additional types of investments, resulting in additional interest and investment income.
- Other nonoperating expenses decreased approximately \$6.3 million, due entirely to a decrease in refunds paid to member cities.

SAM RAYBURN MUNICIPAL POWER AGENCY  
Management's Discussion and Analysis (Unaudited) - Continued

The following table summarizes the changes in net position of each major fund of the Agency for the years ended September 30, 2017 and 2016:

**Condensed Statements of Revenues, Expenses, and Changes in Net Position**

|                                  | RPSA                 |                      | DOLLAR<br>CHANGE      | PERCENTAGE<br>CHANGE |
|----------------------------------|----------------------|----------------------|-----------------------|----------------------|
|                                  | 2017                 | 2016                 |                       |                      |
| Operating revenues, power sales  | \$ 34 545 810        | \$ 33 684 094        | \$ 861 716            | 2.6%                 |
| Other nonoperating revenues      | 228 074              | 130 543              | 97 531                | 74.7%                |
| TOTAL REVENUES                   | <u>34 773 884</u>    | <u>33 814 637</u>    | <u>959 247</u>        | 8.8%                 |
| Operating expenses               | 20 577 821           | 19 133 803           | 1 444 018             | 7.5%                 |
| Other nonoperating expenses      | 10 016 386           | 11 840 532           | (1 824 146)           | (15.4)%              |
| TOTAL EXPENSES                   | <u>30 594 207</u>    | <u>30 974 335</u>    | <u>(380 128)</u>      | (1.2)%               |
| Transfers                        | 1 850 987            | 2 725 236            | (874 249)             | (32.1)%              |
| CHANGE IN NET POSITION           | <u>6 030 664</u>     | <u>5 565 538</u>     | <u>465 126</u>        | 8.4%                 |
| Beginning net position           | 10 364 602           | 7 559 938            | 2 804 664             | 37.1%                |
| Prior period adjustment          | -                    | (2 760 874)          | 2 760 874             | (100.0)%             |
| Beginning net position, restated | <u>10 364 602</u>    | <u>4 799 064</u>     | <u>5 565 538</u>      | 116.0%               |
| ENDING NET POSITION              | <u>\$ 16 395 266</u> | <u>\$ 10 364 602</u> | <u>\$ 6 030 664</u>   | 58.2%                |
|                                  |                      |                      |                       |                      |
|                                  | CAMBRIDGE            |                      | DOLLAR<br>CHANGE      | PERCENTAGE<br>CHANGE |
|                                  | 2017                 | 2016                 |                       |                      |
| Operating revenues, power sales  | \$ 217 071 641       | \$ 208 467 290       | \$ 8 604 351          | 4.1%                 |
| Other nonoperating revenues      | 118 005              | 104 458              | 13 547                | 13.0%                |
| TOTAL REVENUES                   | <u>217 189 646</u>   | <u>208 571 748</u>   | <u>8 617 898</u>      | 4.1%                 |
| Operating expenses               | 207 054 254          | 194 589 541          | 12 464 713            | 6.4%                 |
| Other nonoperating expenses      | 13 960 529           | 7 500 000            | 6 460 529             | 86.1%                |
| TOTAL EXPENSES                   | <u>221 014 783</u>   | <u>202 089 541</u>   | <u>18 925 242</u>     | 9.4%                 |
| Transfers                        | (1 850 987)          | (2 725 236)          | 874 249               | (32.1)%              |
| CHANGE IN NET POSITION           | <u>(5 676 124)</u>   | <u>3 756 971</u>     | <u>(9 433 095)</u>    | (251.1)%             |
| Beginning net position           | 30 632 473           | 26 875 502           | 3 756 971             | 14.0%                |
| Prior period adjustment          | -                    | -                    | -                     | -%                   |
| Beginning net position, restated | <u>30 632 473</u>    | <u>26 875 502</u>    | <u>3 756 971</u>      | 14.0%                |
| ENDING NET POSITION              | <u>\$ 24 956 349</u> | <u>\$ 30 632 473</u> | <u>\$ (5 676 124)</u> | (18.5)%              |
|                                  |                      |                      |                       |                      |
|                                  | TOTALS               |                      | DOLLAR<br>CHANGE      | PERCENTAGE<br>CHANGE |
|                                  | 2017                 | 2016                 |                       |                      |
| Operating revenues, power sales  | \$ 251 617 451       | \$ 242 151 384       | \$ 9 466 067          | 3.9%                 |
| Other nonoperating revenues      | 346 079              | 235 001              | 111 078               | 47.3%                |
| TOTAL REVENUES                   | <u>251 963 530</u>   | <u>242 386 385</u>   | <u>9 577 145</u>      | 4.0%                 |
| Operating expenses               | 227 632 075          | 213 723 344          | 13 908 731            | 6.5%                 |
| Other nonoperating expenses      | 23 976 915           | 19 340 532           | 4 636 383             | 24.0%                |
| TOTAL EXPENSES                   | <u>251 608 990</u>   | <u>233 063 876</u>   | <u>18 545 114</u>     | 8.0%                 |
| Transfers                        | -                    | -                    | -                     | -%                   |
| CHANGE IN NET POSITION           | <u>354 540</u>       | <u>9 322 509</u>     | <u>(8 967 969)</u>    | (96.2)%              |
| Beginning net position           | 40 997 075           | 34 435 440           | 6 561 635             | 19.1%                |
| Prior period adjustment          | -                    | (2 760 874)          | 2 760 874             | (100.0)%             |
| Beginning net position, restated | <u>40 997 075</u>    | <u>31 674 566</u>    | <u>9 322 509</u>      | 29.4%                |
| ENDING NET POSITION              | <u>\$ 41 351 615</u> | <u>\$ 40 997 075</u> | <u>\$ 354 540</u>     | 0.9%                 |

SAM RAYBURN MUNICIPAL POWER AGENCY  
Management's Discussion and Analysis (Unaudited) - Continued

Condensed statements of revenues, expenses, and changes in net position highlights are as follows:

- Operating revenues increased by approximately \$9.5 million from 2016 to 2017 primarily as a result of an approximate \$8.6 million increase in power sales from the Cambridge Project. The RPSA funds power sales increased by approximately \$862 thousand. Accordingly, the operating expense increase of approximately \$13.9 million from 2016 to 2017 resulted primarily from an increase in purchased power costs of approximately \$15.8 million and a decrease in outside services of approximately \$1.5 million.
- Other nonoperating revenues increased due to the Agency holding additional types of investments, resulting in additional interest and investment income.
- Other nonoperating expenses increased approximately \$4.6 million, primarily as a result of an increase in refunds paid to member cities of approximately \$4.3 million.

**Capital Asset and Debt Administration**

As of September 30, 2018, the Agency had net capital assets of approximately \$13.2 million, which consisted primarily of hydro-electric plant, substations, and lines. Refer to Note 2 for detail of activity.

As of September 30, 2018, the Agency had total debt outstanding of approximately \$55.3 million. Refer to Note 5 for detail of activity.

**Requests for Information**

This financial report is provided as an overview of the Agency's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be directed to the office of the Executive Director, Sam Rayburn Municipal Power Agency, P. O. Box 10047, 340 Main Street, Liberty, Texas 77575.





FINANCIAL STATEMENTS

SAM RAYBURN MUNICIPAL POWER AGENCY  
STATEMENTS OF NET POSITION  
September 30, 2018

|   | RPSA<br>FUND<br>2018 | CAMBRIDGE<br>FUND<br>2018 | TOTAL<br>2018         |
|---|----------------------|---------------------------|-----------------------|
| <b>Noncurrent Assets:</b>   |                      |                           |                       |
| Requirements power supply agreement, net - Value of contract with Entergy | \$ 7 711 376         | \$ -                      | \$ 7 711 376          |
| <b>Capital Assets:</b>  |                      |                           |                       |
| Electric plant  | 21 956 269           | -                         | 21 956 269            |
| Substations and lines   | 25 269 387           | -                         | 25 269 387            |
| Furniture and fixtures  | 2 195                | -                         | 2 195                 |
| Less accumulated depreciation   | (34 098 841)         | -                         | (34 098 841)          |
| <b>TOTAL CAPITAL ASSETS, NET</b>  | <b>13 129 010</b>    | <b>-</b>                  | <b>13 129 010</b>     |
| <b>Restricted Assets:</b>   |                      |                           |                       |
| Cash and cash equivalents   | 29 093 086           | -                         | 29 093 086            |
| Marketable securities, at fair value                                      | 6 509 627            | -                         | 6 509 627             |
| <b>TOTAL RESTRICTED ASSETS</b>  | <b>35 602 713</b>    | <b>-</b>                  | <b>35 602 713</b>     |
| <b>TOTAL NONCURRENT ASSETS</b>  | <b>56 443 099</b>    | <b>-</b>                  | <b>56 443 099</b>     |
| <b>Current Unrestricted Assets:</b>                                       |                      |                           |                       |
| Cash and cash equivalents   | 1 034 723            | 6 887 841                 | 7 922 564             |
| Cash and cash equivalents - Reserved                                      | -                    | 7 126 585                 | 7 126 585             |
| Marketable securities, at fair value                                      | -                    | 6 684 755                 | 6 684 755             |
| Accounts receivable   | 3 589 125            | 17 492 756                | 21 081 881            |
| Due from other fund   | 185 615              | -                         | 185 615               |
| Prepaid expenses  | 60 246               | -                         | 60 246                |
| <b>TOTAL CURRENT UNRESTRICTED ASSETS</b>                                  | <b>4 869 709</b>     | <b>38 191 937</b>         | <b>43 061 646</b>     |
| <b>TOTAL ASSETS</b>   | <b>61 312 808</b>    | <b>38 191 937</b>         | <b>99 504 745</b>     |
| <b>Deferred Outflows:</b>   |                      |                           |                       |
| Cost of debt issued in excess of debt refunded                            | 18 219 430           | -                         | 18 219 430            |
| Costs to be recovered from future revenues                                | 5 125 358            | 4 689 513                 | 9 814 871             |
| Other deferred outflows   | 687 195              | -                         | 687 195               |
| <b>TOTAL DEFERRED OUTFLOWS</b>  | <b>24 031 983</b>    | <b>4 689 513</b>          | <b>28 721 496</b>     |
| <b>TOTAL ASSETS AND DEFERRED OUTFLOWS</b>                                 | <b>\$ 85 344 791</b> | <b>\$ 42 881 450</b>      | <b>\$ 128 226 241</b> |
| <b>Liabilities:</b>   |                      |                           |                       |
| Long-term debt, net of current portion                                    | \$ 42 460 000        | \$ -                      | \$ 42 460 000         |
| <b>Current Liabilities:</b>   |                      |                           |                       |
| Accounts payable from unrestricted assets                                 | 303 142              | 16 928 615                | 17 231 757            |
| Due to other fund   | -                    | 185 615                   | 185 615               |
| <b>Current Liabilities from Restricted Assets:</b>                        |                      |                           |                       |
| Accounts payable  | 1 293 757            | -                         | 1 293 757             |
| Accrued interest payable  | 1 382 258            | -                         | 1 382 258             |
| Current portion of long-term debt   | 12 830 000           | -                         | 12 830 000            |
| <b>TOTAL CURRENT LIABILITIES FROM RESTRICTED ASSETS</b>                   | <b>15 506 015</b>    | <b>-</b>                  | <b>15 506 015</b>     |
| <b>TOTAL CURRENT LIABILITIES</b>  | <b>15 809 157</b>    | <b>17 114 230</b>         | <b>32 923 387</b>     |
| <b>Deferred Inflows:</b>  |                      |                           |                       |
| Bond premium  | 2 277 704            | -                         | 2 277 704             |
| Other deferred inflows  | 687 195              | -                         | 687 195               |
| <b>TOTAL DEFERRED INFLOWS</b>   | <b>2 964 899</b>     | <b>-</b>                  | <b>2 964 899</b>      |
| <b>TOTAL CURRENT LIABILITIES AND DEFERRED INFLOWS</b>                     | <b>18 774 056</b>    | <b>17 114 230</b>         | <b>35 888 286</b>     |
| <b>Net Position:</b>  |                      |                           |                       |
| Net investment in capital assets  | (13 382 530)         | 4 689 513                 | (8 693 017)           |
| Restricted assets net of related liabilities                              | 32 926 698           | -                         | 32 926 698            |
| Unrestricted assets net of related liabilities                            | 4 566 567            | 21 077 707                | 25 644 274            |
| <b>TOTAL NET POSITION</b>   | <b>24 110 735</b>    | <b>25 767 220</b>         | <b>49 877 955</b>     |
| <b>TOTAL LIABILITIES AND NET POSITION</b>                                 | <b>\$ 85 344 791</b> | <b>\$ 42 881 450</b>      | <b>\$ 128 226 241</b> |

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY  
STATEMENTS OF NET POSITION  
September 30, 2017

|   | <u>RPSA<br/>FUND<br/>2017</u> | <u>CAMBRIDGE<br/>FUND<br/>2017</u> | <u>TOTAL<br/>2017</u> |
|---|-------------------------------|------------------------------------|-----------------------|
| <b>Noncurrent Assets:</b>   |                               |                                    |                       |
| Requirements power supply agreement, net - Value of contract with Entergy | \$ 10 311 968                 | \$ -                               | \$ 10 311 968         |
| <b>Capital Assets:</b>  |                               |                                    |                       |
| Electric plant  | 21 956 269                    | -                                  | 21 956 269            |
| Substations and lines   | 23 119 695                    | -                                  | 23 119 695            |
| Furniture and fixtures  | 2 195                         | -                                  | 2 195                 |
| Less accumulated depreciation   | <u>(32 889 196)</u>           | <u>-</u>                           | <u>(32 889 196)</u>   |
| TOTAL CAPITAL ASSETS, NET   | <u>12 188 963</u>             | <u>-</u>                           | <u>12 188 963</u>     |
| <b>Restricted Assets:</b>   |                               |                                    |                       |
| Cash and cash equivalents   | 21 150 802                    | -                                  | 21 150 802            |
| Marketable securities, at fair value                                      | <u>12 314 477</u>             | <u>-</u>                           | <u>12 314 477</u>     |
| TOTAL RESTRICTED ASSETS   | <u>33 465 279</u>             | <u>-</u>                           | <u>33 465 279</u>     |
| TOTAL NONCURRENT ASSETS   | <u>55 966 210</u>             | <u>-</u>                           | <u>55 966 210</u>     |
| <b>Current Unrestricted Assets:</b>                                       |                               |                                    |                       |
| Cash and cash equivalents   | 698 459                       | 4 531 786                          | 5 230 245             |
| Cash and cash equivalents - Reserved                                      | -                             | 6 931 665                          | 6 931 665             |
| Marketable securities, at fair value                                      | -                             | 6 743 760                          | 6 743 760             |
| Accounts receivable   | 4 146 102                     | 16 525 650                         | 20 671 752            |
| Due from other fund   | -                             | 42 897                             | 42 897                |
| Prepaid expenses  | <u>51 369</u>                 | <u>-</u>                           | <u>51 369</u>         |
| TOTAL CURRENT UNRESTRICTED ASSETS   | <u>4 895 930</u>              | <u>34 775 758</u>                  | <u>39 671 688</u>     |
| TOTAL ASSETS  | <u>60 862 140</u>             | <u>34 775 758</u>                  | <u>95 637 898</u>     |
| <b>Deferred Outflows:</b>   |                               |                                    |                       |
| Cost of debt issued in excess of debt refunded                            | 23 679 922                    | -                                  | 23 679 922            |
| Costs to be recovered from future revenues                                | 6 189 588                     | 4 950 042                          | 11 139 630            |
| Other deferred outflows   | <u>687 195</u>                | <u>-</u>                           | <u>687 195</u>        |
| TOTAL DEFERRED OUTFLOWS   | <u>30 556 705</u>             | <u>4 950 042</u>                   | <u>35 506 747</u>     |
| TOTAL ASSETS AND DEFERRED OUTFLOWS  | <u>\$ 91 418 845</u>          | <u>\$ 39 725 800</u>               | <u>\$ 131 144 645</u> |
| <b>Liabilities:</b>   |                               |                                    |                       |
| Long-term debt, net of current portion                                    | \$ 55 290 000                 | \$ -                               | \$ 55 290 000         |
| <b>Current Liabilities:</b>   |                               |                                    |                       |
| Accounts payable from unrestricted assets                                 | 188 404                       | 14 769 451                         | 14 957 855            |
| Due to other fund   | 42 897                        | -                                  | 42 897                |
| <b>Current Liabilities from Restricted Assets:</b>                        |                               |                                    |                       |
| Accounts payable  | 1 193 465                     | -                                  | 1 193 465             |
| Accrued interest payable  | 1 687 633                     | -                                  | 1 687 633             |
| Current portion of long-term debt   | <u>12 215 000</u>             | <u>-</u>                           | <u>12 215 000</u>     |
| TOTAL CURRENT LIABILITIES FROM RESTRICTED ASSETS                          | <u>15 096 098</u>             | <u>-</u>                           | <u>15 096 098</u>     |
| TOTAL CURRENT LIABILITIES   | <u>15 327 399</u>             | <u>14 769 451</u>                  | <u>30 096 850</u>     |
| <b>Deferred Inflows:</b>  |                               |                                    |                       |
| Bond premium  | 3 718 985                     | -                                  | 3 718 985             |
| Other deferred inflows  | <u>687 195</u>                | <u>-</u>                           | <u>687 195</u>        |
| TOTAL DEFERRED INFLOWS  | <u>4 406 180</u>              | <u>-</u>                           | <u>4 406 180</u>      |
| TOTAL CURRENT LIABILITIES AND DEFERRED INFLOWS                            | <u>19 733 579</u>             | <u>14 769 451</u>                  | <u>34 503 030</u>     |
| <b>Net Position:</b>  |                               |                                    |                       |
| Net investment in capital assets  | (18 853 544)                  | 4 950 042                          | (13 903 502)          |
| Restricted assets net of related liabilities                              | 30 584 181                    | -                                  | 30 584 181            |
| Unrestricted assets net of related liabilities                            | <u>4 664 629</u>              | <u>20 006 307</u>                  | <u>24 670 936</u>     |
| TOTAL NET POSITION  | <u>16 395 266</u>             | <u>24 956 349</u>                  | <u>41 351 615</u>     |
| TOTAL LIABILITIES AND NET POSITION  | <u>\$ 91 418 845</u>          | <u>\$ 39 725 800</u>               | <u>\$ 131 144 645</u> |

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY  
 STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION  
 For the Year Ended September 30, 2018

|   | RPSA<br>FUND<br>2018 | CAMBRIDGE<br>FUND<br>2018 | TOTAL<br>2018         |
|---|----------------------|---------------------------|-----------------------|
| Operating revenues  | \$ <u>37 063 349</u> | \$ <u>211 394 373</u>     | \$ <u>248 457 722</u> |
| Operating Expenses:   |                      |                           |                       |
| Purchased power   | 16 253 738           | 196 095 883               | 212 349 621           |
| Operations and maintenance  | 1 348 973            | -                         | 1 348 973             |
| General and administrative  | 406 122              | 259                       | 406 381               |
| Outside services  | 320 326              | 4 628 620                 | 4 948 946             |
| Depreciation and amortization   | 3 810 237            | -                         | 3 810 237             |
| TOTAL OPERATING EXPENSES  | <u>22 139 396</u>    | <u>200 724 762</u>        | <u>222 864 158</u>    |
| OPERATING INCOME  | <u>14 923 953</u>    | <u>10 669 611</u>         | <u>25 593 564</u>     |
| Nonoperating Revenues (Expenses):                                     |                      |                           |                       |
| Interest and investment income  | 369 456              | 270 738                   | 640 194               |
| Interest expense  | (2 764 500)          | -                         | (2 764 500)           |
| Amortization of bond premium  | 1 441 281            | -                         | 1 441 281             |
| Refunds and distributions to Members                                  | (1 598 948)          | (8 000 000)               | (9 598 948)           |
| Amortization of the cost of debt issued<br>in excess of debt refunded | (4 421 803)          | -                         | (4 421 803)           |
| Costs to be recovered from future revenues                            | <u>(2 102 919)</u>   | <u>(260 529)</u>          | <u>(2 363 448)</u>    |
| TOTAL NONOPERATING<br>REVENUES (EXPENSES)                             | <u>(9 077 433)</u>   | <u>(7 989 791)</u>        | <u>(17 067 224)</u>   |
| TRANSFERS   | <u>1 868 949</u>     | <u>(1 868 949)</u>        | <u>-</u>              |
| CHANGE IN NET POSITION  | 7 715 469            | 810 871                   | 8 526 340             |
| Total net position, beginning of year                                 | <u>16 395 266</u>    | <u>24 956 349</u>         | <u>41 351 615</u>     |
| TOTAL NET POSITION,<br>END OF YEAR                                    | <u>\$ 24 110 735</u> | <u>\$ 25 767 220</u>      | <u>\$ 49 877 955</u>  |

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY  
 STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION  
 For the Year Ended September 30, 2017

|   | RPSA<br>FUND<br>2017     | CAMBRIDGE<br>FUND<br>2017 | TOTAL<br>2017            |
|---|--------------------------|---------------------------|--------------------------|
| Operating revenues  | \$ <u>34 545 810</u>     | \$ <u>217 071 641</u>     | \$ <u>251 617 451</u>    |
| Operating Expenses:   |                          |                           |                          |
| Purchased power   | 15 193 644               | 202 337 765               | 217 531 409              |
| Operations and maintenance  | 1 011 361                | -                         | 1 011 361                |
| General and administrative  | 302 438                  | 804                       | 303 242                  |
| Outside services  | 229 351                  | 4 715 685                 | 4 945 036                |
| Depreciation and amortization   | 3 841 027                | -                         | 3 841 027                |
| TOTAL OPERATING EXPENSES  | <u>20 577 821</u>        | <u>207 054 254</u>        | <u>227 632 075</u>       |
| <br>OPERATING INCOME  | <br><u>13 967 989</u>    | <br><u>10 017 387</u>     | <br><u>23 985 376</u>    |
| Nonoperating Revenues (Expenses):                                     |                          |                           |                          |
| Interest and investment income  | 228 074                  | 118 005                   | 346 079                  |
| Interest expense  | (3 375 250)              | -                         | (3 375 250)              |
| Amortization of bond premium  | 1 739 124                | -                         | 1 739 124                |
| Refunds and distributions to Members                                  | (2 208 694)              | (13 700 000)              | (15 908 694)             |
| Amortization of the cost of debt issued<br>in excess of debt refunded | (5 278 112)              | -                         | (5 278 112)              |
| Costs to be recovered from future revenues                            | (893 454)                | (260 529)                 | (1 153 983)              |
| TOTAL NONOPERATING<br>REVENUES (EXPENSES)                             | <u>(9 788 312)</u>       | <u>(13 842 524)</u>       | <u>(23 630 836)</u>      |
| <br>TRANSFERS   | <br><u>1 850 987</u>     | <br><u>(1 850 987)</u>    | <br><u>-</u>             |
| <br>CHANGE IN NET POSITION  | <br>6 030 664            | <br>(5 676 124)           | <br>354 540              |
| Total net position, beginning of year                                 | <u>10 364 602</u>        | <u>30 632 473</u>         | <u>40 997 075</u>        |
| <br>TOTAL NET POSITION,<br>END OF YEAR                                | <br><u>\$ 16 395 266</u> | <br><u>\$ 24 956 349</u>  | <br><u>\$ 41 351 615</u> |

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY  
STATEMENTS OF CASH FLOWS  
For the Year Ended September 30, 2018

|  | RPSA<br>FUND<br>2018 | CAMBRIDGE<br>FUND<br>2018 | TOTAL<br>2018  |
|--|----------------------|---------------------------|----------------|
| Cash Flows from Operating Activities:  |                      |                           |                |
| Received from Members and participants   | \$ 37 620 326        | \$ 210 427 267            | \$ 248 047 593 |
| Payments to employees  | (214 703)            | -                         | (214 703)      |
| Payments to suppliers  | (17 908 303)         | (198 565 598)             | (216 473 901)  |
| NET CASH PROVIDED BY OPERATING ACTIVITIES  | 19 497 320           | 11 861 669                | 31 358 989     |
| Cash Flows from Noncapital Financing Activities:   |                      |                           |                |
| Increase (decrease) in due to other fund   | (228 512)            | 228 512                   | -              |
| Operating transfers in (out)   | 1 868 949            | (1 868 949)               | -              |
| Refunds and distributions to Members   | (1 598 948)          | (8 000 000)               | (9 598 948)    |
| NET CASH PROVIDED (USED) BY NONCAPITAL<br>FINANCING ACTIVITIES                             | 41 489               | (9 640 437)               | (9 598 948)    |
| Cash Flows from Capital and Related Financing Activities:                                  |                      |                           |                |
| Principal paid on bonds  | (12 215 000)         | -                         | (12 215 000)   |
| Payment of interest  | (3 069 875)          | -                         | (3 069 875)    |
| NET CASH USED BY CAPITAL AND RELATED<br>FINANCING ACTIVITIES                               | (15 284 875)         | -                         | (15 284 875)   |
| Cash Flows from Investing Activities:  |                      |                           |                |
| Purchases of substations and lines   | (2 149 692)          | -                         | (2 149 692)    |
| Net proceeds (purchases) from marketable<br>securities transactions                        | 5 804 850            | 59 005                    | 5 863 855      |
| Payment for charges deferred to be recovered   | -                    | -                         | -              |
| Interest and investment income   | 369 456              | 270 738                   | 640 194        |
| NET CASH PROVIDED BY INVESTING ACTIVITIES  | 4 024 614            | 329 743                   | 4 354 357      |
| NET CHANGE IN CASH AND CASH EQUIVALENTS  | 8 278 548            | 2 550 975                 | 10 829 523     |
| Cash and cash equivalents at beginning of year   | 21 849 261           | 11 463 451                | 33 312 712     |
| CASH AND CASH EQUIVALENTS AT END OF YEAR   | \$ 30 127 809        | \$ 14 014 426             | \$ 44 142 235  |
| Cash Components:   |                      |                           |                |
| Cash and cash equivalents  | \$ 1 034 723         | \$ 6 887 841              | \$ 7 922 564   |
| Cash and cash equivalents - reserved   | -                    | 7 126 585                 | 7 126 585      |
| Restricted cash and cash equivalents   | 29 093 086           | -                         | 29 093 086     |
| CASH AND CASH EQUIVALENTS AT END OF YEAR   | \$ 30 127 809        | \$ 14 014 426             | \$ 44 142 235  |
| Cash Flows from Operating Activities:  |                      |                           |                |
| Operating income   | \$ 14 923 953        | \$ 10 669 611             | \$ 25 593 564  |
| Adjustments to Reconcile Operating Income to<br>Net Cash Provided by Operating Activities: |                      |                           |                |
| Depreciation and amortization  | 3 810 237            | -                         | 3 810 237      |
| Changes in Assets and Liabilities:   |                      |                           |                |
| Accounts receivable  | 556 977              | (967 106)                 | (410 129)      |
| Prepaid expenses - Unrestricted assets   | (8 877)              | -                         | (8 877)        |
| Accounts payable - Restricted assets   | 100 292              | -                         | 100 292        |
| Accounts payable - Unrestricted assets   | 114 738              | 2 159 164                 | 2 273 902      |
| TOTAL ADJUSTMENTS  | 4 573 367            | 1 192 058                 | 5 765 425      |
| NET CASH PROVIDED BY OPERATING ACTIVITIES  | \$ 19 497 320        | \$ 11 861 669             | \$ 31 358 989  |

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY  
STATEMENTS OF CASH FLOWS  
For the Year Ended September 30, 2017

|   | <u>RPSA<br/>FUND<br/>2017</u> | <u>CAMBRIDGE<br/>FUND<br/>2017</u> | <u>TOTAL<br/>2017</u> |
|---|-------------------------------|------------------------------------|-----------------------|
| <b>Cash Flows from Operating Activities:</b>  |                               |                                    |                       |
| Received from Members and participants  | \$ 34 543 832                 | \$ 218 866 898                     | \$ 253 410 730        |
| Payments to employees   | (233 482)                     | -                                  | (233 482)             |
| Payments to suppliers   | <u>(17 367 880)</u>           | <u>(208 120 744)</u>               | <u>(225 488 624)</u>  |
| NET CASH PROVIDED BY OPERATING ACTIVITIES   | <u>16 942 470</u>             | <u>10 746 154</u>                  | <u>27 688 624</u>     |
| <b>Cash Flows from Noncapital Financing Activities:</b>                                 |                               |                                    |                       |
| Increase (decrease) in due to other fund  | 236 351                       | (236 351)                          | -                     |
| Operating transfers in (out)  | 1 850 987                     | (1 850 987)                        | -                     |
| Refunds and distributions to Members  | <u>(2 208 694)</u>            | <u>(13 700 000)</u>                | <u>(15 908 694)</u>   |
| NET CASH USED BY NONCAPITAL FINANCING ACTIVITIES  | <u>(121 356)</u>              | <u>(15 787 338)</u>                | <u>(15 908 694)</u>   |
| <b>Cash Flows from Capital and Related Financing Activities:</b>                        |                               |                                    |                       |
| Principal paid on bonds   | (11 565 000)                  | -                                  | (11 565 000)          |
| Payment of interest   | <u>(3 664 372)</u>            | <u>-</u>                           | <u>(3 664 372)</u>    |
| NET CASH USED BY CAPITAL AND RELATED FINANCING ACTIVITIES                               | <u>(15 229 372)</u>           | <u>-</u>                           | <u>(15 229 372)</u>   |
| <b>Cash Flows from Investing Activities:</b>  |                               |                                    |                       |
| Purchases of substations and lines  | (1 801 638)                   | -                                  | (1 801 638)           |
| Net proceeds (purchases) from marketable securities transactions                        | 2 714 086                     | 6 036 842                          | 8 750 928             |
| Payment for charges deferred to be recovered  | (73 702)                      | -                                  | (73 702)              |
| Interest and investment income  | <u>228 074</u>                | <u>118 005</u>                     | <u>346 079</u>        |
| NET CASH PROVIDED BY INVESTING ACTIVITIES   | <u>1 066 820</u>              | <u>6 154 847</u>                   | <u>7 221 667</u>      |
| NET CHANGE IN CASH AND CASH EQUIVALENTS   | 2 658 562                     | 1 113 663                          | 3 772 225             |
| Cash and cash equivalents at beginning of year  | 19 190 699                    | 10 349 788                         | 29 540 487            |
| CASH AND CASH EQUIVALENTS AT END OF YEAR  | <u>\$ 21 849 261</u>          | <u>\$ 11 463 451</u>               | <u>\$ 33 312 712</u>  |
| <b>Cash Components:</b>   |                               |                                    |                       |
| Cash and cash equivalents   | \$ 698 459                    | \$ 4 531 786                       | \$ 5 230 245          |
| Cash and cash equivalents - reserved  | -                             | 6 931 665                          | 6 931 665             |
| Restricted cash and cash equivalents  | <u>21 150 802</u>             | <u>-</u>                           | <u>21 150 802</u>     |
| CASH AND CASH EQUIVALENTS AT END OF YEAR  | <u>\$ 21 849 261</u>          | <u>\$ 11 463 451</u>               | <u>\$ 33 312 712</u>  |
| <b>Cash Flows from Operating Activities:</b>  |                               |                                    |                       |
| Operating income  | \$ 13 967 989                 | \$ 10 017 387                      | \$ 23 985 376         |
| Adjustments to Reconcile Operating Income to Net Cash Provided by Operating Activities: |                               |                                    |                       |
| Depreciation and amortization   | 3 841 027                     | -                                  | 3 841 027             |
| Changes in Assets and Liabilities:  |                               |                                    |                       |
| Accounts receivable   | (1 978)                       | 1 795 257                          | 1 793 279             |
| Prepaid expenses - Unrestricted assets  | (21 807)                      | -                                  | (21 807)              |
| Accounts payable - Restricted assets  | (575 077)                     | (137 026)                          | (712 103)             |
| Accounts payable - Unrestricted assets  | <u>(267 684)</u>              | <u>(929 464)</u>                   | <u>(1 197 148)</u>    |
| TOTAL ADJUSTMENTS   | <u>2 974 481</u>              | <u>728 767</u>                     | <u>3 703 248</u>      |
| NET CASH PROVIDED BY OPERATING ACTIVITIES   | <u>\$ 16 942 470</u>          | <u>\$ 10 746 154</u>               | <u>\$ 27 688 624</u>  |

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Operation

Sam Rayburn Municipal Power Agency (the "Agency") was created in October 1979 by concurrent ordinances of the Texas cities of Jasper, Liberty and Livingston (the "Members") pursuant to Chapter 166, Acts of the 63<sup>rd</sup> Legislature of Texas, Regular Session, 1973 as amended by Chapter 143, Acts of the 64<sup>th</sup> Legislature, Regular Session, 1975, now codified at Utilities Code Section 163.001, *et seq.* (Vernon) (the "Act"). Under the provisions of the Act, the Agency is a separate municipal corporation, a political subdivision of the state, and body politic and corporate.

The Agency was created to act on behalf of the Members for the purpose of supplying the energy needs of its Members and participants including the Vinton Public Power Authority ("VPPA"), a Louisiana political subdivision created by the Town of Vinton, Louisiana.

In 1980, the Agency executed a Joint Ownership Participation and Operating Agreement to acquire a 20% undivided ownership interest in Nelson Coal Unit No. 6, a 550 megawatt coal-fired steam electric generating unit located near the Houston River near Westlake, Louisiana constructed by Gulf States Utilities Company ("Gulf States"), which became a wholly-owned subsidiary of Entergy Corporation in 1994. In November 1998, the Agency sold its 20% interest in the Nelson Coal Unit No. 6 and exited the generation business. On November 1, 1998, the Agency entered into a Requirements Power Supply Agreement (the "RPSA") with Entergy Power Marketing Corp. (EPMC), which is now EWO Marketing, L.P. ("EWOM"). The RPSA allows the Agency to purchase its power requirements at a fixed price sufficient to service the retail loads and normal load growth of the Members it currently serves under the terms of its existing contracts until September 30, 2021 (Notes 6 and 7). There are additional contractual arrangements for power supply as further discussed in Note 7.

During 2002, VPPA and the Agency entered into a participation exit agreement in conjunction with the Agency's refunding of outstanding bonds (Note 5). In consideration of the payment of \$15,778,548 by VPPA, along with the assignment of certain power supply resources, the power sales agreement between the VPPA and the Agency was terminated. The payment of \$15,778,548 was placed into an escrow account and used to defease the 1993 bonds (Note 5).

In June 1985, the Agency entered into an agreement with the United States of America whereby the U.S. Army Corps of Engineers constructed a facility consisting of two hydroelectric generating units totaling eight nameplate megawatts at Town Bluff Dam on the Neches River (the Robert Douglas Willis Hydro Project). In return, the Agency entered into a fifty-year purchasing agreement with the Southwestern Power Administration of the U.S. Department of Energy effective December 1, 1989, to purchase the power generated by the Robert Douglas Willis Hydro Project at rates that will cover the cost of operating and maintaining the generating system. In addition, the Agency as a member of the Sam Rayburn Dam Electric Cooperative ("SRDEC") receives approximately 30% of the hydro-electric power output from the Corps of Engineers fifty-two megawatt Sam Rayburn Dam located on the Angelina River near Jasper, Texas under contract with Southwestern Power Administration.

In December, 2011, the Agency finalized the "Cambridge Project", which allowed it to enter into contractual power supply and purchase arrangements with Entergy operating companies and Entergy affiliates. It also resulted in the Agency obtaining a supplemental arrangement to the afore-mentioned RPSA. This resulted in the Agency being able to obtain new wholesale loads and provide firm power supply for its Member cities. The Cambridge Project is further explained in Note 7.

Basis of Accounting

The Agency follows the Federal Energy Regulatory Commission's Uniform System of Accounts and maintains accounting records on an accrual basis in accordance with U.S. generally accepted accounting principles, including the application of Financial Accounting Standards Board Codification Section 980 (formerly SFAS No. 71), *Accounting for the Effect of Certain Types of Regulation*, as it relates to the deferral of revenues and expenses to future periods in which the revenues are earned or the expenses are recovered through the rate-making process.



SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

The Agency complies with all applicable pronouncements of the Governmental Accounting Standards Board (GASB). In accordance with GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 1989 FASB and AICPA Pronouncements*, the Agency has adopted the option to apply Financial Accounting Standards Board (FASB) statements and interpretations that do not conflict with or contradict GASB pronouncements.

Funds

In years prior to fiscal year 2012, the Agency utilized only one proprietary fund, which is designated in the financial statements as the "RPSA" fund. This fund has been and will continue to be utilized for all financial transactions associated with operations of the Agency under the *Required Power Supply Agreement* with EWOM and the hydro-electric power agreements discussed in Notes 1 and 6. The Agency's long-term debt is required to be recorded in and serviced from this fund. This fund is reported as a major fund.

During the year ended September 30, 2012, the Board of Directors approved the "Cambridge" fund. This proprietary fund is used to account for the operations of the Cambridge Project, which was implemented in fiscal year 2012 and is further explained in Note 7. This fund is reported as a major fund.

Capital Assets

Capital assets are recorded at cost, including capitalized interest on borrowed funds during construction. The cost of property and equipment is depreciated using the straight-line method over the estimated useful lives of the related assets. The cost of electrical plants and related equipment are depreciated over 30 to 34 years. Depreciation expense for the years ended September 30, 2018 and 2017 was approximately \$1,210,000 and \$1,240,000, respectively.

Capitalized Interest

The Agency capitalizes interest in connection with debt to finance major construction projects. The capitalized interest is recorded as part of the asset to which it relates and is amortized over the asset's estimated useful life. The Agency did not have any capitalized interest for the years ended September 30, 2018 and 2017.

Restricted and/or Reserved Cash and Cash Equivalents

The Agency's bond resolution requires the segregation of bond proceeds and prescribes the application of the Agency's revenues. Amounts classified as restricted cash and cash equivalents on the Statements of Net Position for the RPSA Fund represent cash and cash equivalents whose use is restricted by the bond resolution. Reserved cash in the Cambridge Fund represents amounts internally-reserved by action of the Board of Directors pursuant to an agreement with VPPA (Note 7).

Accounts Receivable and Revenue Recognition

Accounts receivable consist primarily of billings for power supplied to Members and Customers. No allowance for doubtful accounts has been provided because management considers all amounts to be fully collectible. The Agency recognizes revenue on sales when the electricity is provided to and used by the Members and Customers.

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Cost of Debt Issued in Excess of Debt Refunded and Costs to be Recovered from Future Revenues

The Agency meets the criteria and, accordingly, follows the reporting and accounting requirements of Financial Accounting Standards Board Codification Section 980 (ASC 980). Pursuant to ASC 980, certain costs, primarily depreciation of property and equipment and the amortization of the cost of debt issued in excess of debt refunded, do not require current funding and are not included as costs in the determination of current rates. To the extent that these costs will be recovered through future rates, the Agency defers these costs. Cost of debt in excess of debt refunded is amortized under the provisions of ASC 980 utilizing a regulatory method based on the bonds outstanding method over the life of the related bond issue. Other costs to be recovered from future revenues are either amortized by this same method or they are amortized based on the straight-line method. The Agency's management makes an annual assessment of the continued application of ASC 980 and the ability of the Agency to recover these deferred costs in future rates.

Bond Premium

The premium on the 2012 bonds is amortized using the effective interest method over the life of the bond issue. Premium amortization is required by generally accepted accounting principles to be recognized as a component of interest expense. Amortization approximated \$1,441,000 and \$1,739,000 in fiscal years 2018 and 2017, respectively.

Cash Flows

For purposes of the statements of cash flows, cash and cash equivalents include cash on hand, certificates of deposit, and money market accounts for both restricted/reserved and unrestricted/unreserved assets.

Rates

Rates and charges for providing wholesale power supply are reviewed and adopted by the Agency's board of directors. Power supply services by the Agency are not subject to state or federal regulation.

Operating and Non-Operating Expenses

The Agency distinguishes between operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with the Agency's principal operations. The principal operating revenues of the Agency are charges to Members and participants for sales and services. Operating expenses for the Agency include costs of sales and services, general and administrative services, and depreciation of capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Income Taxes

As a political subdivision of the State of Texas, any income of the Agency is exempt from federal and state income tax under the controlling laws and regulations.

Marketable Securities

GASB Statement No. 72 (GASB No. 72), *Fair Value Measurement and Application*, requires investments to be reported at fair value based upon an established hierarchy of inputs. The Agency therefore reports marketable securities held at year-end at fair value. GASB Statement No. 31 (GASB No. 31), *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, requires any changes in fair value during the period to be reported as income. The Agency therefore reports any changes in fair value of marketable securities held during the year in interest and investment income. See Note 3 for additional information.

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Use of Estimates

Management uses estimates and assumptions in preparing these financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from those estimates.

Refunds and Distributions to Member Cities

In accordance with the 2012 bond indenture of trust, if the Agency meets its covenant of net revenues being greater than 1.2 times the aggregate debt service requirements, Member cities are eligible to receive a refund from the RPSA fund of certain amounts contained in the refund account held by the Bank of New York. Refunds during the years ended September 30, 2018 and 2017 amounted to approximately \$1,599,000 and \$2,209,000, respectively.

As further explained in Note 7, the Cambridge fund provides additional resources to the Member cities. The Agency has made distributions from the Cambridge fund to the Member cities amounting to \$8,000,000 and \$13,700,000 during the years ended September 30, 2018 and 2017, respectively. The Agency accounts for the distributions as non-operating expenses on the accompanying statement of revenue and expenses.

Deferred Inflows and Outflows

In addition to assets, the statement of financial position reports a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position or fund balance that applies to a future period(s) and thus, will not be recognized as an outflow of resources (expense/expenditure) until then.

In addition to liabilities, the statement of financial position reports a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position or fund balance that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time.

Subsequent Events

Management has evaluated subsequent events through February 19, 2019, the date the financial statements were available to be issued. See Note 11.

NOTE 2 - CAPITAL ASSETS

Capital assets activity was as follows:

| 2018   | BALANCE<br>10/01/2017 | ADDITIONS   | DELETIONS | BALANCE<br>09/30/2018 |
|--|-----------------------|-------------|-----------|-----------------------|
| Capital Assets Being Depreciated:                      |                       |             |           |                       |
| Hydroelectric plant                                    | \$ 21 956 269         | \$ -        | \$ -      | \$ 21 956 269         |
| Substations and transmission                           | 23 119 695            | 2 149 692   | -         | 25 269 387            |
| Furniture and fixtures                                 | 2 195                 | -           | -         | 2 195                 |
| TOTAL CAPITAL ASSETS<br>BEING DEPRECIATED              | 45 078 159            | 2 149 692   | -         | 47 227 851            |
| Less accumulated depreciation for<br>assets in service | (32 889 196)          | (1 209 645) | -         | (34 098 841)          |
| TOTAL CAPITAL ASSETS, NET                              | \$ 12 188 963         | \$ 940 047  | \$ -      | \$ 13 129 010         |

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 2 - CAPITAL ASSETS - CONTINUED

Included in substations and transmission capital assets is equipment totaling \$1,466,421, which was declared as surplus property during fiscal year 2017. This equipment is fully depreciated, and is expected to be sold in the future.

| 2017   | BALANCE<br>10/31/2016 | ADDITIONS         | DELETIONS   | BALANCE<br>09/30/2017 |
|--|-----------------------|-------------------|-------------|-----------------------|
| Capital Assets Being Depreciated:                      |                       |                   |             |                       |
| Hydroelectric plant                                    | \$ 21 956 269         | \$ -              | \$ -        | \$ 21 956 269         |
| Substations and transmission                           | 21 318 057            | 1 801 638         | -           | 23 119 695            |
| Furniture and fixtures                                 | 2 195                 | -                 | -           | 2 195                 |
| TOTAL CAPITAL ASSETS<br>BEING DEPRECIATED              | 43 276 521            | 1 801 638         | -           | 45 078 159            |
| Less accumulated depreciation for<br>assets in service | (31 648 761)          | (1 240 435)       | -           | (32 889 196)          |
| TOTAL CAPITAL ASSETS, NET                              | \$ <u>11 627 760</u>  | \$ <u>561 203</u> | \$ <u>-</u> | \$ <u>12 188 963</u>  |

In 1989, the Agency purchased substations, which included the related equipment belonging to each Member. The associated substation of each Member was leased back to the Member for an initial lease term of 10 years at a nominal rate of \$10 per year. At any time, the Members may repurchase the substations from the Agency at the original amount paid plus capital improvements made by the Agency, less the accumulated depreciation on such assets.

NOTE 3 - CASH, CASH EQUIVALENTS, AND INVESTMENTS

The bond resolution, under which the 2012 Revenue Bonds were issued, provides for the creation and maintenance of certain funds and accounts. The funds and accounts consist principally of deposits and investments in accordance with the bond resolution and applicable state law including the Public Funds Investment Act, Texas Government Code 2256. The aggregate amount of assets in each of the Agency's funds and accounts is as follows:

| UNRESTRICTED FUNDS                   | SEPTEMBER 30, 2018   |                      |                      |
|--------------------------------------|----------------------|----------------------|----------------------|
|                                      | RPSA<br>FUND         | CAMBRIDGE<br>FUND    | TOTAL                |
| Held by Agency:                      |                      |                      |                      |
| Demand Deposit Accounts              | \$ 734 723           | \$ -                 | \$ 734 723           |
| Certificates of Deposit              | 300 000              | -                    | 300 000              |
| Cash management fund                 | -                    | 14 014 426           | 14 014 426           |
| Marketable securities                | -                    | 6 684 755            | 6 684 755            |
|                                      | \$ <u>1 034 723</u>  | \$ <u>20 699 181</u> | \$ <u>21 733 904</u> |
| <b>RESTRICTED FUNDS</b>              |                      |                      |                      |
| Held by the Agency:                  |                      |                      |                      |
| Cash management fund                 | \$ -                 | \$ -                 | \$ -                 |
| Demand Deposit Account               | -                    | -                    | -                    |
|                                      | \$ <u>-</u>          | \$ <u>-</u>          | \$ <u>-</u>          |
| Held by the Trustee:                 |                      |                      |                      |
| Revenue Fund Account                 | \$ 52 454            | \$ -                 | \$ 52 454            |
| Operating Reserve Fund Account       | 2 529 787            | -                    | 2 529 787            |
| Bond Fund Debt Service Account       | 14 344 702           | -                    | 14 344 702           |
| Bond Fund Reserve Account            | 12 586 916           | -                    | 12 586 916           |
| Rate Stabilization Account           | 1 620 414            | -                    | 1 620 414            |
| Operating Fund Account               | 1 061 797            | -                    | 1 061 797            |
| Bond Escrow Fund Account             | -                    | -                    | -                    |
| Rebate Fund                          | -                    | -                    | -                    |
| Refund Fund Account                  | 3 406 643            | -                    | 3 406 643            |
| TOTAL                                | \$ <u>35 602 713</u> | \$ <u>-</u>          | \$ <u>35 602 713</u> |
| Restricted Funds are Comprised of:   |                      |                      |                      |
| Cash and cash equivalents            | \$ 29 093 086        | \$ -                 | \$ 29 093 086        |
| Marketable securities, at fair value | 6 509 627            | -                    | 6 509 627            |
|                                      | \$ <u>35 602 713</u> | \$ <u>-</u>          | \$ <u>35 602 713</u> |

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 3 - CASH, CASH EQUIVALENTS AND INVESTMENTS - CONTINUED

| UNRESTRICTED FUNDS                   | SEPTEMBER 30, 2017   |                      |                      |
|--------------------------------------|----------------------|----------------------|----------------------|
|                                      | RPSA<br>FUND         | CAMBRIDGE<br>FUND    | TOTAL                |
| Held by Agency:                      |                      |                      |                      |
| Demand Deposit Accounts              | \$ 398 459           | \$ -                 | \$ 398 459           |
| Certificates of Deposit              | 300 000              | -                    | 300 000              |
| Cash management fund                 | -                    | 11 463 451           | 11 463 451           |
| Marketable securities                | -                    | 6 743 760            | 6 743 760            |
|                                      | <u>\$ 698 459</u>    | <u>\$ 18 207 211</u> | <u>\$ 18 905 670</u> |
|                                      |                      |                      |                      |
| RESTRICTED FUNDS                     |                      |                      |                      |
| Held by the Agency:                  |                      |                      |                      |
| Cash management fund                 | \$ -                 | \$ -                 | \$ -                 |
| Demand Deposit Account               | 131 752              | -                    | 131 752              |
|                                      | <u>\$ 131 752</u>    | <u>\$ -</u>          | <u>\$ 131 752</u>    |
|                                      |                      |                      |                      |
| Held by the Trustee:                 |                      |                      |                      |
| Revenue Fund Account                 | \$ -                 | \$ -                 | \$ -                 |
| Operating Reserve Fund Account       | 2 448 411            | -                    | 2 448 411            |
| Bond Fund Debt Service Account       | 13 939 850           | -                    | 13 939 850           |
| Bond Fund Reserve Account            | 12 723 543           | -                    | 12 723 543           |
| Rate Stabilization Account           | 1 613 788            | -                    | 1 613 788            |
| Operating Fund Account               | 1 008 987            | -                    | 1 008 987            |
| Bond Escrow Fund Account             | -                    | -                    | -                    |
| Rebate Fund                          | -                    | -                    | -                    |
| Refund Fund Account                  | 1 598 948            | -                    | 1 598 948            |
| TOTAL                                | <u>\$ 33 333 527</u> | <u>\$ -</u>          | <u>\$ 33 333 527</u> |
| Restricted Funds are Comprised of:   |                      |                      |                      |
| Cash and cash equivalents            | \$ 21 150 802        | \$ -                 | \$ 21 150 802        |
| Marketable securities, at fair value | 12 314 477           | -                    | 12 314 477           |
|                                      | <u>\$ 33 465 279</u> | <u>\$ -</u>          | <u>\$ 33 465 279</u> |

Interest rate risk is the risk that the fair value of investments will be adversely affected by a change in interest rates. The Agency's investment policy requires that funds are generally invested to match the anticipated cash flow and all accounts have a specified maximum maturity for investments. The majority of the Agency's funds are required to be invested for less than five years.

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Credit risk is measured using credit quality ratings of investments in debt securities as described by nationally recognized rating agencies such as Standard & Poor's and Moody's. The Agency's cash and cash equivalents held by the Trustee are comprised of cash management funds that are invested primarily in U.S. Treasury securities. The cash management funds held by the Agency are also invested primarily in U.S. Treasury securities. The Agency's marketable securities consist of U.S. Government-sponsored Agency obligations with original maturities of less than five years. As of September 30, 2018, these securities held credit ratings of Aaa from Moody's and AA+ from Standard & Poor's. The Agency's marketable securities also include corporate debt obligations with original maturities of five years or less.

Custodial credit risk is the risk that, in the event of the failure of the counterparty, the Agency will not be able to recover the value of the investments, collateral securities, or deposits that are in the possession of the counterparty. All demand deposits accounts and certificates of deposit accounts held by the Agency are in financial institutions insured by the Federal Deposit Insurance Corporation (FDIC). At September 30, 2018 and 2017, the Agency had approximately \$128,000 and \$127,000, respectively, of demand deposits that were not within the insurable limits established by the FDIC nor were they covered by pledged collateral.

Restricted assets held by the Trustee in the Bond Fund Debt Service Account and the Bond Fund Reserve Account are only available to meet the principal and interest payments on revenue bonds. Other assets held by the Trustee are available to meet the operating, operating reserve, and reserve and contingency requirements of its bond indenture agreements.

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 3 - CASH, CASH EQUIVALENTS AND INVESTMENTS - CONTINUED

*Fair Value Measurements*

The Agency's investments are reported at fair value in the accompanying statements of net position. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Agency believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities, Level 1 measurements, and the lowest priority to measurements involving significant unobservable inputs, Level 3 measurements. The Agency uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Agency measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value; Level 3 inputs are only used when Level 1 or Level 2 inputs were not available.

The fair values for the Agency's investments for the years ended 2018 and 2017 are based on valuations from third party pricing services for identical or comparable assets which use observable inputs other than Level 1 inputs. Fair values of assets presented on the balance sheet measured on a recurring basis are as follows:

|   | <u>FAIR VALUE MEASUREMENTS AT REPORTING DATE USING</u> |                      |                      |                     |
|---|--|----------------------|----------------------|---------------------|
|   | <u>APPROXIMATE</u>                                     | <u>QUOTED PRICES</u> | <u>IN ACTIVE</u>     | <u>MARKETS FOR</u>  |
|   | <u>FAIR</u>  | <u>ASSETS/</u>       | <u>OTHER</u>         | <u>SIGNIFICANT</u>  |
|   | <u>VALUE</u>   | <u>LIABILITIES</u>   | <u>OBSERVABLE</u>    | <u>UNOBSERVABLE</u> |
|   |  | <u>(LEVEL 1)</u>     | <u>INPUTS</u>        | <u>INPUTS</u>       |
|   |  |                      | <u>(LEVEL 2)</u>     | <u>(LEVEL 3)</u>    |
| <u>September 30, 2018</u>                                       |  |                      |                      |                     |
| U.S. Government Agencies and U.S. Government Sponsored Agencies | \$ 9 091 857   | \$ -                 | \$ 9 091 857         | \$ -                |
| Corporate Debt Securities                                       | 4 102 525  | -                    | 4 102 525            | -                   |
| TOTAL   | <u>\$ 13 194 382</u>                                   | <u>\$ -</u>          | <u>\$ 13 194 382</u> | <u>\$ -</u>         |
| <u>September 30, 2017</u>                                       |  |                      |                      |                     |
| U.S. Government Agencies and U.S. Government Sponsored Agencies | \$ 9 172 110   | \$ -                 | \$ 9 172 110         | \$ -                |
| Corporate Debt Securities                                       | 9 886 127  | -                    | 9 886 127            | -                   |
| TOTAL   | <u>\$ 19 058 237</u>                                   | <u>\$ -</u>          | <u>\$ 19 058 237</u> | <u>\$ -</u>         |

Approximate maturities for investments held at year-end are as follows:

|  | <u>2018</u>          | <u>2017</u>          |
|--|----------------------|----------------------|
| Due in one year or less                      | \$ 4 102 525         | \$ 9 886 127         |
| Due after one year but less than five years  | 9 091 857            | 9 172 110            |
| Due after five years but less than ten years | -                    | -                    |
| Due after ten years                          | -                    | -                    |
|  | <u>\$ 13 194 382</u> | <u>\$ 19 058 237</u> |

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 4 - COST OF DEBT ISSUED IN EXCESS OF DEBT REFUNDED, COSTS TO BE RECOVERED FROM FUTURE REVENUES, AND OTHER DEFERRED OUTFLOWS AND INFLOWS

|   | SEPTEMBER 30, |               |
|---|---------------|---------------|
|   | 2018          | 2017          |
| Cost of debt issued in excess of debt refunded (Note 5) | \$ 46 365 237 | \$ 46 365 237 |
| Less accumulated amortization                           | (28 145 807)  | (22 685 315)  |
|   | \$ 18 219 430 | \$ 23 679 922 |

Costs to be recovered from future revenues are comprised of the following:

|   | SEPTEMBER 30, |               |
|---|---------------|---------------|
|   | 2018          | 2017          |
| Beaumont Avenue transformer major repair                                    | \$ 148 186    | \$ 202 072    |
| Deferred depreciation on R.D. Willis hydroelectric plant                    | 3 200 111     | 4 169 465     |
| Advances to SRDEC for generating facilities at Sam Rayburn Dam (Note 8)     | 1 777 061     | 1 818 051     |
| Transmission facilities upgrade by Entergy for MISO system - Cambridge Fund | 4 689 513     | 4 950 042     |
|   | \$ 9 814 871  | \$ 11 139 630 |

The Beaumont Avenue transformer major repair was incurred in fiscal year ended September 30, 2011 and is being amortized straight-line over a period of 10 years. Amortization was \$53,886 in fiscal years 2018 and 2017, respectively.

Depreciation on the R.D. Willis hydroelectric plant is being deferred based on regulatory accounting methods pursuant to FASB ASC 980 (formerly FAS 71). Deferrals will cease in 2021 when the 2012 bond issue is fully matured. Amortized deferrals were \$969,354 and \$888,192 in fiscal years 2018 and 2017, respectively.

Advances to SRDEC (Sam Rayburn Dam Electric Cooperative)(refer to Note 1) for generating facilities at Sam Rayburn Dam represent contributions by the Agency to fund replacement generating facilities at Sam Rayburn Dam by the U.S. Army Corps of Engineers. SRDEC entered into an agreement with the Corps to fund the cost of these facilities in exchange for the Corps not passing the costs thru to SRDEC via a rate increase. The Agency receives approximately 30% of the electrical output from the Dam thru SRDEC and SRG&T receives the remainder. This project was completed in 2017, and is being amortized straight-line over a period of 45 years. Amortization was \$40,990 and \$30,742 in fiscal years 2018 and 2017, respectively.

Transmission facilities upgrade by Entergy for the MISO system (Note 8) represent costs incurred by the Agency in 2015, 2016, and 2017 for upgrades to facilities owned by Entergy, but used by the Agency for transmission of energy to its industrial customers in the Cambridge Project (Note 7). This project was completed at the end of fiscal year 2016, and is being amortized straight-line over a period of 20 years. Amortization was \$260,529 in fiscal years 2018 and 2017, respectively.

As of September 30, 2018 and 2017, deferred charges of \$687,195 were included in deferred outflows and related deferred credits of \$687,195 were included in deferred inflows in the statement of net position. These balances are related to the operation of the R.D. Willis hydroelectric plant. Payments related to plant operation were suspended for several months during 2017 due to the plant being inactive. Payments resumed in September 2017. The Agency is currently exploring the options available, which include possibly withdrawing from or decommissioning the plant. The Agency cannot predict with certainty the timing or effect of resolution of this issue.

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 5 - LONG-TERM DEBT

Bonds outstanding are as follows:

|   | SEPTEMBER 30,    |                  |
|---|------------------|------------------|
|   | 2018             | 2017             |
| 2012 Bonds:   |                  |                  |
| Serial Bonds, 5.00%, due October 1,<br>2013 to 2021 | \$ 55 290 000    | \$ 67 505 000    |
| TOTAL BONDS   | 55 290 000       | 67 505 000       |
| Less: Current maturities                            | (12 830 000)     | (12 215 000)     |
|   | \$ 42 460 000    | \$ 55 290 000    |
| <br>Unamortized Premium                             | <br>\$ 2 277 704 | <br>\$ 3 718 985 |

Principal and interest on bonds are payable from and secured by a pledge of the revenues of the Agency and assignment of a security interest in certain restricted funds.

On January 1, 1993, the Agency issued \$153,420,000 of Power Supply System Revenue Refunding Bonds, Series 1993A (the 1993A Bonds). The net proceeds, after issuance costs, from the 1993A Bonds were used to purchase government obligations that were held in an escrow account and have matured and been used to pay the principal, redemption premium, and interest on \$5,225,000 in 1982 Bonds and \$123,400,765 in 1985 Bonds previously issued by the Agency.

Subsequently, on February 15, 1993, the Agency issued \$89,595,000 of Power Supply System Revenue Refunding Bonds, Series 1993N (the 1993B Bonds). The net proceeds, after issuance costs, from the 1993B Bonds were used to purchase government obligations that were held in an escrow account and have matured and been used to pay the principal, redemption premium, and interest of \$38,375,000 in 1985 Bonds and \$42,400,000 in 1985A Bonds.

On July 25, 2002, the Agency issued \$185,310,000 of Power Supply System Revenue Refunding Bonds, Series 2002A through 2002D (the 2002 Bonds). The net proceeds, after issuance costs, from the 2002 Bonds were used to purchase government obligations that were held in an escrow account and have matured and been used to pay the principal, redemption premium, and interest on \$132,220,000 in Series 1993A Bonds and \$83,320,000 in Series 1993B Bonds previously issued by the Agency. The Series 2002A Bonds and the Series 2002B Bonds were subject to optional redemption on October 1, 2013.

On September 19, 2012, the Agency issued \$124,010,077 of Power Supply System Revenue Refunding Bonds, Series 2012 (the 2012 Bonds). The net proceeds, after issuance costs, from the 2012 Bonds were used to purchase government obligations that were held in an escrow account and have matured and been used to pay the principal, redemption premium, and interest on \$104,580,000 in Series 2002A Bonds and \$40,000,000 in Series 2002B Bonds previously issued by the Agency. The Agency estimates the 2012 refunding will result in approximately \$28,122,000 of net savings in debt service over the life of the issue and an economic gain of approximately \$21,222,000.

As a result of the above mentioned transactions, the Agency defeased all of its remaining previously issued bonds. The difference between the carrying amounts of the respective bonds defeased and the net cost of defeasance as well as the unamortized costs of the prior refundings was deferred for recovery in future periods. The unamortized portion of this deferral is reflected on the statement of net position under Deferred Outflows as "Cost of Debt Issued in Excess of Debt Refunded".



SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 5 - LONG-TERM DEBT - CONTINUED

Debt service requirements on the outstanding bonds are as follows:

| FISCAL YEAR END | PRINCIPAL     | INTEREST     | TOTAL         |
|-----------------|---------------|--------------|---------------|
| 2019            | \$ 12 830 000 | \$ 2 764 500 | \$ 15 594 500 |
| 2020            | 13 470 000    | 2 123 000    | 15 593 000    |
| 2021            | 14 140 000    | 1 449 500    | 15 589 500    |
| 2022            | 14 850 000    | 742 500      | 15 592 500    |
| TOTAL           | \$ 55 290 000 | \$ 7 079 500 | \$ 62 369 500 |

Long-term liability activity for the years ended September 30, 2018 and 2017 was as follows:

| LONG-TERM LIABILITIES AS<br>OF SEPTEMBER 30, 2018 | BEGINNING<br>BALANCE | ADDITIONS | REDUCTIONS      | ENDING<br>BALANCE |
|---|----------------------|-----------|-----------------|-------------------|
| Bonds Payable:                                    |                      |           |                 |                   |
| 2012 Bonds  | \$ 67 505 000        | -         | \$ (12 215 000) | \$ 55 290 000     |
| LONG-TERM LIABILITIES                             | \$ 67 505 000        | -         | \$ (12 215 000) | \$ 55 290 000     |
|   |                      |           |                 |                   |
| LONG-TERM LIABILITIES AS<br>OF SEPTEMBER 30, 2017 | BEGINNING<br>BALANCE | ADDITIONS | REDUCTIONS      | ENDING<br>BALANCE |
| Bonds Payable:                                    |                      |           |                 |                   |
| 2012 Bonds  | \$ 79 070 000        | -         | \$ (11 565 000) | \$ 67 505 000     |
| LONG-TERM LIABILITIES                             | \$ 79 070 000        | -         | \$ (11 565 000) | \$ 67 505 000     |

Management asserts that the Agency has satisfied all covenants related to debt outstanding for the periods presented. See supplementary information on page 36 for calculation of related ratios.

NOTE 6 - POWER SALES CONTRACTS

Power sales contracts exist with each of the Agency's Members for the sale of electric power that the Members require for the operation of their respective systems. The contracts will remain in effect until all outstanding bonds of the Agency have been retired (Note 5). Thereafter, the contracts will extend until either the Agency or a Member has given three years notice of the intent to cancel. In no event will the contracts expire before October 1, 2021. The power sales by the Agency to the Members were \$34,812,865 and \$33,012,981 for the years ended September 30, 2018 and 2017, respectively.

As further explained in Note 7, in 2011, the Agency entered into contracts for the sale of power acquired under the terms of the Cambridge Project.

NOTE 7 - REQUIREMENTS POWER SUPPLY AGREEMENTS (RPSA, Supplemental RPSA and Cambridge)

RPSA

In November 1998, the Agency entered into a *Requirements Power Supply Agreement* (the "RPSA") with Entergy Power Marketing Corp. (EPMC), which later became a part of Entergy Koch Trading, L.P. (EKT). The RPSA allows the Agency to purchase its power requirements at a fixed price sufficient to service the retail loads and normal load growth of the Members it currently serves under the terms of its existing power sales contracts (Note 6) until September 30, 2021. The Agency currently purchases all power not supplied by the Robert Douglas Willis Hydro Project and Sam Rayburn Dam Project from EKT through EKT's assignee without novation, EWO Marketing, L.P. (EWOM), under the RPSA. Power supplies delivered under the RPSA are now administered by Entergy Asset Management (EAM). The value assigned to the RPSA of \$59,605,565 is being amortized on a straight-line basis over the life of the agreement. Amortization expense for each of the years ended September 30, 2018 and 2017 totaled \$2,600,592.

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 7 - REQUIREMENTS POWER SUPPLY AGREEMENTS (RPSA, Supplemental RPSA and Cambridge) - CONTINUED

In July 2010, the Agency and EWOM entered into the SRMPA Full Requirements Power Supply Agreement for the City of Liberty/Boomerang Load. Liberty and Boomerang Tube, L.L.C. ("Boomerang"), a large industrial customer of Liberty, are parties to the certain Retail Power Purchase Agreement (the "Boomerang Retail Contract") to which Liberty will provide Boomerang with all electrical loads up to 35 MW, or upon request such greater amount not to exceed 40 MW, required by Boomerang to operate its steel pipe and tube production facility. The Agency entered into this agreement, in parallel to the RPSA, to supply Liberty with the electric energy that Liberty needs to satisfy its obligations under the Boomerang Retail Contract. The cost-based agreement will be in effect until September 30, 2021. Power sales under this agreement approximated \$5,515,000 and \$4,894,000 for the years ended September 30, 2018 and 2017, respectively; power purchases approximated \$4,907,000 and \$4,380,000, respectively. The power sale revenues and power purchases related to the Boomerang Retail Contract are not includable as "revenues" or "cost of revenues" under the Series 2012 bonds indenture (Note 5) and are not pledged as "net revenues" securing the 2012 Bonds.

*Supplemental RPSA and Cambridge Project*

The terms of the RPSA obligate EPMC to serve the Agency's load, net of the above-mentioned hydro-electric power arrangements, and normal load growth measured from a benchmark of 78 MW of which the Agency is entitled to 70.676 MW and VPPA, as part of the exit agreement mentioned in Note 1, is entitled to 7.324 MW. Load growth was stipulated to be 3% over a 5-year future rolling average compounded annually from the 70.676 MW benchmark, regardless of actual load growth. Since the Agency's load growth has grown at a rate of less than 3% annually since fiscal year 1999, capacity equal to the difference between the Agency's actual growth and growth at 3% per annum became available to meet future Agency annual load growth in excess of 3%.

During fiscal years 2010 and 2011, the Agency and VPPA engaged in negotiations with Entergy operating companies and Entergy affiliates regarding additional power supply arrangements, which could utilize the above-mentioned RPSA excess capacity. These negotiations were known as the "Cambridge Project", and from the project, new contractual power supply and purchase arrangements were entered into and became effective in December, 2011. The negotiations also resulted in the Agency being able to obtain a supplemental arrangement to its existing RPSA (*Supplemental RPSA or SRPSA*) with EWOM. The new contracts enabled the Agency to obtain new wholesale loads and provide the Agency firm power supply for the next 25 years to serve its three Member cities (under the SRPSA). The wholesale loads are with VPPA and Entergy Texas, Inc. ("ETI"). The additional power supply resources to the Agency include unit generation from third parties and power supply purchases from Entergy Gulf States Louisiana, LLC ("EGSL") and from EWOM. In addition, the Agency entered into contractual arrangements with EGSL and EWOM for power supply management and delivery.

The Cambridge Project supplements the existing Agency systems and the VPPA systems. VPPA will serve the three industrial loads with power provided by the Agency and purchased from an Entergy company. Under the Cambridge Project, the wholesale power supply to VPPA for the industrial load was reconfigured in part. Under the SRPSA with EWOM, the Agency replaced the right to increase purchases for load growth under the RPSA at a maximum 3% annual rate to a 2% annual growth rate, which is more in line with anticipated load growth rate. The 2% annual growth rate is applied to the 2010 reference year's peak load as the basis for determining the maximum load service obligation. The SRPSA assures an energy supply to the Agency beyond the 2021 termination of the RPSA to 2035, and provides that if the Agency has load growth above the anticipated rate, EWOM will provide service for such load. Should any of the Cambridge Project contractual arrangements be terminated, all Cambridge contracts will terminate and the Agency and VPPA systems will revert to their original condition with wholesale energy provided under the RPSA for the Agency to serve its participating Member cities.

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 7 - REQUIREMENTS POWER SUPPLY AGREEMENTS (RPSA, Supplemental RPSA and Cambridge) - CONTINUED

The Cambridge Project is independent from the Agency's existing operations that secure the Agency's debt service obligations to holders of the 2012 Bonds (Note 5). The Agency's Net Revenues and funds and accounts established under the 2012 Bond Indenture are not commingled with Cambridge Project accounts and are not available to the Cambridge Project. Cambridge funds do not secure the 2012 Bonds.

In accordance with the afore-mentioned load arrangements, the Agency is obligated to VPPA for 9.39% of the Cambridge Project's net revenues, computed without regard to VPPA's portion. The Agency accounts for 100% of the revenues and expenses of the Cambridge Project and records as a power supply expense the 9.39% of net revenues allocable to VPPA.

In accordance with a protocol agreement between the Agency and VPPA, 90.61% of \$1.5 million of net revenues from the Cambridge Project were placed in operating reserves for the first 5 years of the contracts; however, this agreement is subject to change by mutual consent of the two parties. Beginning in fiscal year 2017, pursuant to the agreement, the Agency is required to annually contribute 90.61% of \$150,000 of net revenues from the Cambridge Project into operating reserves. As of September 30, 2018 and 2017, the Agency had \$7,126,585 and \$6,931,665, respectively, cash reserved under this agreement.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

Environmental

Electric utilities are subject to continuing environmental regulation. Federal, state, and local standards and procedures that regulate the environmental impact of electric utilities are subject to change. These changes may arise from legislative, regulatory, and continuous judicial action regarding such standards and procedures. The Agency does not own nor lease any generation and is not aware of any noncompliance with current environmental regulations with respect to any of the units constituting its contract power supply.

Regulation

*Electric Utility Restructuring*

In 1999, the Texas Legislature approved Senate Bill 7, *Electric Utility Restructuring* (SB7), which provided for the restructuring of the Texas electric industry for the purpose of creating a competitive electric power market. The legislation provided that the pricing and supply of the generation of electricity would be unregulated beginning in January 2002. Under special provisions for cooperatives and municipally-owned utilities, the Agency's rates for the sale of wholesale power are no longer regulated by the Public Utility Commission of Texas ("PUCT"). Similarly, the rates of the Members for the sale of electricity are no longer regulated by the PUCT. The law permits the respective boards of directors to set rates.

Investor-owned utilities in the Electric Reliability Council of Texas ("ERCOT") were required to allow their retail customers to select generation suppliers of electricity as of January 2002. The law gives municipally-owned utilities boards of directors sole authority to allow, or not allow, generating suppliers to attempt to sell electricity to retail customers of a municipally-owned utility. Allowing retail customer choice is called "opting in". Even if a municipally-owned utilities board decides to opt in, retail customers will continue to use the transmission and distribution facilities of the utility. The Agency will closely monitor whether any of its Members will decide to opt in and thus evaluate the potential effects of a change in generation sales. The law allows the Agency to recover stranded costs if it experiences a loss of load which would impair payment of debt service and payment of purchased power fixed charges. As of September 30, 2018, none of the Members who are served by the Agency have elected to opt in.

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 8 - COMMITMENTS AND CONTINGENCIES - CONTINUED

In consideration of the aforementioned, it should be noted that Jasper and Livingston are surrounded by the service areas of electric cooperatives, which, as noted above, are not required to participate in retail competition under SB7, but which also have competed for years with these Members by proximity of their service areas. Similarly, EGS surrounds Liberty and, although having already made its SB7 rate reduction, EGS continues to be noncompetitive with Liberty in Liberty's *dual certified* area. As a result, the Members have 1) already engaged in retail competition with the *dual certified* annexed portions of their municipal service areas, 2) experienced and withstood retail competition at their retail service area boundaries, and 3) retained loads in their respective single certified portions of their respective service areas sufficient to meet their obligations.

*Renewable Energy Credits*

On June 1, 2001, the Agency filed with the PUCT an application to certify the Sam Rayburn Dam Project and the R. D. Willis Project as existing renewable resources and nominate the Renewable Energy Credit (REC) offsets. The Public Utility Regulatory Act established a renewable energy credits trading program that will ensure that 2,000MW of new renewable energy capacity is built in Texas as of 2009. Although the Agency is not obligated to purchase REC offsets if not participating in retail competition, generation of renewable resources and REC offsets may be sold by such a resource to competitive retailers. The application was approved in August 2001. The Agency is entitled to earn the 44,711 MWh and 26,374 MWh annual REC offsets for the Sam Rayburn Dam Project and the R.D. Willis Project respectively, as nominated. Senate Bill 20, enacted in August 2005, expanded the goal from 2,000 MW to 5,000 MW of new renewable energy capacity to be built by 2015 and includes a target of 500 MW of renewable capacity from non-wind renewable resources. The PUCT had requested comments be filed for the purpose of conducting rulemaking to implement Senate Bill 20. The Agency had filed comments in response to this request.

PUCT legal comments have since amended §25.173 rules regarding renewable energy resources and enhanced the goal set out in Senate Bill 20 by raising the ceiling for qualification of hydropower as a small producer from 2 MW to 10 MW. For a renewable energy facility to be eligible to produce RECs for use in the renewable energy credits trading program, it must be either a new facility or a small power producer. Under the new definition, existing small hydropower units under 10 MW will be eligible to produce RECs and are no longer limited to election as REC Offsets. The R.D. Willis Project qualifies as a small hydroelectric facility and is eligible for participation in the renewable energy credits trading program. Renewable energy credits may be generated, transferred, and retired by renewable energy power generators. The Agency was in the process of considering an application to the PUCT for the R.D. Willis Project to participate in the renewable energy credits trading program. In January 2011, an additional proposal for rulemaking by the PUCT addressing the removal of REC Offsets at both hydropower facilities and re-registration and treatment as REC's was commented on by the Agency in support of this proposal to the PUCT. As of July 2011 (six months after the order), no action had been taken, causing the project to become automatically considered closed. The PUCT believes it will not be revived in the near future; therefore, the Agency will continue to hold the REC Offsets for each hydro as before until any further future updates occur.

NOTE 8 - COMMITMENTS AND CONTINGENCIES - CONTINUED

*Transmission*

The regulated energy industry continues to experience significant changes. The Midcontinent Independent System Operators (MISO) is the FERC-approved Regional Transmission Organization (RTO) responsible for coordinating transmission service, maintaining reliability, and administering wholesale power markets. FERC continues to support the establishment of large RTOs, which affect the structure of the wholesale market. To this end, on December 19, 2013, a four-state region of the electric grid across the South integrated into MISO's existing footprint in the Midwest adding over 18,000 miles of transmission and 50,000 megawatts of generation capacity. The integration added 10 new transmission owning companies, six local balancing authorities, and 33 new market participants from Mississippi, Louisiana, Arkansas, Texas, and Missouri to MISO. This new region - referred to as MISO South - includes the following transmission owners and local balancing authorities: Entergy (Arkansas, Mississippi, Louisiana, Texas, Gulf States, and New Orleans), CLECO Corp., Lafayette Utilities System, Louisiana Energy and Power Authority, Louisiana Generating, South Mississippi Electric Power Association, and East Texas Electric Cooperative. Also on December 19, 2013, among other market participants, the Agency entered MISO South as a load serving entity member on behalf of the cities of Jasper, Liberty and Livingston, Texas, plus Vinton, Louisiana. MISO membership will provide the Agency and its customers with a reliable, cost-effective option for its operations. Customers will obtain the benefits of a combined operation of a larger pool of power resources across a larger footprint, while also maintaining access to low-cost, clean and reliable power resources.

Among other functions, MISO administers a market-based platform for valuing transmission congestion premised upon a Locational Marginal Price (LMP) system. The LMP system includes the ability to mitigate or eliminate congestion costs through Auction Revenue Rights (ARRs) and Financial Transmission Rights (FTRs). ARRs are allocated to market participants by MISO and FTRs are purchased through auctions. The resulting ARR valuation and the secured FTRs are expected to mitigate transmission congestion risk for the period covered by the ARR/FTR. The Agency endeavors to secure sufficient ARRs to mitigate transmission congestion risk associated with scheduled deliveries from the Agency's generation resources to its load. The Agency does not otherwise engage in FTR-related transactions. Although the Agency has reserved firm transmission from its generation resources to serve its load and believes it is fully hedged against congestion costs, given the way in which ARRs are allocated under current MISO rules there is an inherent, unavoidable risk that the Agency potentially could be exposed at a given time to an ARR shortfall. The Agency believes the completion of certain transmission upgrades on the Entergy system (for which it has already paid) will further mitigate the Agency's exposure to congestion costs.

Power Supply

The RPSA and Supplemental RPSA, further explained in Note 7, provide the Agency with a delivered fixed cost power supply. As a result, the Agency is not faced with market driven increases in power supply, fuel, or delivery costs. In addition, that power supply backs up the Agency's hydropower supply. Management believes that the above factors will enable it to meet current and future obligations.

Power Costs

The Agency was able to reduce its annual debt service requirements through the refundings of its debt in 2002 and again in 2012. The Agency adjusts its coverage requirements to collect true coverage on debt service in order to demonstrate financial responsibility. The Agency also retains the right to refund all collections above those needed to meet operating requirements and debt service to its Members on an annual basis. The Agency's wholesale power cost is therefore a function of monthly energy and demand charges as well as this refund.

SAM RAYBURN MUNICIPAL POWER AGENCY  
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 8 - COMMITMENTS AND CONTINGENCIES - CONTINUED

Other Commitments

During the fiscal year ended September 30, 2015, the Agency's Board of Directors approved a 3-year plan to replace 7 of the Agency's transformers. During the fiscal year ended September 30, 2016, the Agency's Board of Directors modified this plan to instead include the replacement of 6 transformers and the construction of an express feeder. The cost is expected to approximate \$8,000,000. As of September 30, 2018 and 2017, the Agency had expended approximately \$5.3 million and \$3.6 million on these projects, respectively. The Agency anticipates that the costs will be funded from the Cambridge Fund.

In fiscal year 2017, the Agency signed a lease agreement to lease office space in Liberty, Texas, at a rate of \$800 per month for a period of five years, with an option to renew for an additional five year period at an agreed upon rate. The initial agreement ends on February 28, 2022. Lease payments for the fiscal years 2018 and 2017 totaled \$9,600 and \$7,720, respectively, and are included in general and administrative expenses in the statements of revenues, expenses, and changes in net position. The lessor is also currently retained as outside legal counsel for the Agency. Lease payments are expected to approximate \$9,600 annually under this agreement.

Other Contingencies

In December, 2016, the Agency was notified that the Louisiana Public Service Commission will be conducting a review (Docket No. S-34332) of Special Order 01-2001 to determine if it remains in the best interest of Louisiana ratepayers. The review of this order will encompass the provisions of the Cambridge Project (Note 7). While the Agency cannot predict with certainty when the review will be completed or the outcome, there is a possibility that it could adversely impact the continuation of the Cambridge Project.

NOTE 9 - RISK MANAGEMENT

The Agency is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. Management believes these risks are adequately covered by commercial insurance purchased from independent third parties.

NOTE 10 - TRANSFERS AND INTERFUND BALANCES

During the fiscal years ended September 30, 2018 and 2017, funds net of \$1,868,949 and \$1,850,987, respectively, were transferred from the Cambridge Fund to the RPSA Fund to be used for ongoing capital projects. The Agency also reported \$185,615 as due from the Cambridge Fund to the RPSA Fund as of September 30, 2018, and \$42,897 as due from the RPSA Fund to the Cambridge Fund as of September 30, 2017. These interfund balances are related to expenses of the Cambridge Fund which were paid by the RPSA Fund, and are expected to be repaid within one year.

NOTE 11 - SUBSEQUENT EVENTS

In November 2018, the Agency approved the purchase of 1.2 acres of land adjacent to the Jason substation in Jasper, Texas, as part of a flood mitigation plan. The Agency plans to build a new control house for the substation on the acquired land, with the project estimated to cost approximately \$500,000.

SUPPLEMENTARY INFORMATION

SAM RAYBURN MUNICIPAL POWER AGENCY  
SCHEDULES OF DEBT SERVICE COVERAGE  
For the Years Ended September 30, 2018 and 2017

|   | <u>2018</u>             | <u>2017</u>             |
|---|-------------------------|-------------------------|
| Revenues  | \$ 31 547 909           | \$ 29 651 852           |
| Interest income   | 369 456                 | 228 074                 |
| TOTAL INCOME  | <u>31 917 365</u>       | <u>29 879 926</u>       |
| <br>Cost of revenues less depreciation and amortization   | <br><u>13 421 882</u>   | <br><u>12 357 248</u>   |
| NET REVENUES  | <u>\$ 18 495 483</u>    | <u>\$ 17 522 678</u>    |
| <br>Rate Stabilization Fund   | <br><u>\$ 1 620 414</u> | <br><u>\$ 1 613 785</u> |
| Aggregate Debt Service Requirements:  |                         |                         |
| Interest on long-term debt  | \$ 2 764 500            | \$ 3 375 250            |
| Principal on long-term debt   | <u>12 830 000</u>       | <u>12 215 000</u>       |
| TOTAL AGGREGATE DEBT SERVICE REQUIREMENTS   | <u>\$ 15 594 500</u>    | <u>\$ 15 590 250</u>    |
| <br>Ratio of Net Revenues to Aggregate Debt<br>Service Requirements                             | <br><u>1.19</u>         | <br><u>1.12</u>         |
| <br>Ratio of Net Revenues and Rate Stabilization Fund<br>to Aggregate Debt Service Requirements | <br><u>1.29</u>         | <br><u>1.23</u>         |

The terms of the 2012 Bond Indenture require net revenues to be at least equal to the sum of the aggregate debt service times 1.20 beginning with the 2013 fiscal year. Also, pursuant to the terms of the 2012 Bond Indenture, the Agency is allowed to utilize the amount held in its Rate Stabilization Fund in the above calculation if the ratio of net revenues is at least 1.10, but less than 1.20. The Agency is required by the 2012 Bond Indenture to service the debt from the operations of the RPSA Fund. The above covenant is a requirement of the RPSA Fund. As explained in Note 5, the net revenues from the Boomerang contract are not included in the above calculation.

See independent auditors' report.