

West Memphis Utility Department

FINANCIAL REPORT

December 31, 2010

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INDEPENDENT AUDITORS' REPORT

To the West Memphis Utility Commission
West Memphis, Arkansas

We have audited the accompanying statements of net assets of the West Memphis Utility Department, of the City of West Memphis, Arkansas, as of December 31, 2010 and 2009 and the related statements of revenue, expenses and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the West Memphis Utility Department management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note A, the financial statements present only the West Memphis Utility Department and are not intended to represent fairly the financial position of the City of West Memphis, Arkansas, and the results of its operations and the cash flows of its proprietary and nonexpendable trust funds, in conformity with accounting principles generally accepted in the United States of America. Also, as discussed in Note A to the financial statements, the Department's investments in property, plant and equipment and the related reserves cannot presently be determined due to the insufficient historical records. The Department's records do not permit the application of adequate alternative procedures to verify the cost of property, plant and equipment. Further, the Department has not presented a management's discussion and analysis that accounting principles generally accepted in the United States has determined is necessary to supplement, although not required to be part of, the basic financial statements.

In our opinion, except for the effect of such adjustments, if any, with respect to the investment in property, plant and equipment, and related allowances, had the records been auditable, and the omission of the management's discussion and analysis, the financial statements referred to above present fairly, in all material respects, the financial position of the West Memphis Utility Department as of December 31, 2010 and 2009, and the results of its operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits of the financial statements of the West Memphis Utility Department, an entity of the City of West Memphis (an Arkansas Municipal Corporation) for the years ended December 31, 2010 and 2009 were intended primarily for the purpose of formulating an opinion on the basic financial statements taken as a whole. The additional information presented on pages 16 and 17 is presented for the purposes of additional analysis and is not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the examination of the basic financial statements and, accordingly, we express no opinion on it.

West Memphis, Arkansas
June 30, 2011

Jackson, Howell & Associates, PLLC

**West Memphis Utility Department
STATEMENTS OF NET ASSETS
December 31**

ASSETS

	<u>2010</u>	<u>2009</u>
CURRENT ASSETS		
Cash and cash equivalents	\$ 3,966,007	\$ 5,604,730
Investments	14,891,010	14,576,586
Accounts receivable, net	4,948,466	4,181,859
Inventories	1,891,437	1,512,269
Interest receivable	130,360	183,507
Intergovernmental receivables	<u>2,923,809</u>	<u>2,853,023</u>
TOTAL CURRENT ASSETS	28,751,089	28,911,974
RESTRICTED ASSETS		
Cash and cash equivalents	11,321,899	10,824,669
Investments	1,117,391	1,105,358
Interest receivable	<u>13,036</u>	<u>16,877</u>
TOTAL RESTRICTED ASSETS	12,452,326	11,946,904
NON-CURRENT ASSETS		
Capital assets		
Land and improvements	1,723,059	1,543,640
Buildings and equipment	9,338,817	8,910,752
Electric plant	45,836,472	44,815,142
Water plant	17,797,578	17,311,863
Sewer plant	<u>27,116,874</u>	<u>26,399,579</u>
	101,812,800	98,980,976
Less accumulated depreciation	<u>72,888,935</u>	<u>70,772,589</u>
Net capital assets	28,923,865	28,208,387
Deferred debt expense, net	<u>82,675</u>	<u>87,065</u>
TOTAL NON-CURRENT ASSETS	<u>29,006,540</u>	<u>28,295,452</u>
	<u>\$70,209,955</u>	<u>\$69,154,330</u>

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

LIABILITIES AND NET ASSETS

	<u>2010</u>	<u>2009</u>
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 1,760,212	\$ 1,436,052
Intergovernmental payable	<u>54,809</u>	<u>126,530</u>
TOTAL CURRENT LIABILITIES	1,815,021	1,562,582
LIABILITIES, PAYABLE FROM RESTRICTED ASSETS		
Bond interest payable	64,848	66,148
Bond payable, current	395,000	390,000
Accounts payable	<u>245,967</u>	<u>22,064</u>
TOTAL LIABILITIES, PAYABLE FROM RESTRICTED ASSETS	705,815	478,212
NON-CURRENT LIABILITIES		
Customer deposits	1,170,014	1,188,321
Bond payable, non-current	9,835,000	10,230,000
Unamortized bond discount, net	<u>(100,005)</u>	<u>(105,315)</u>
TOTAL NON-CURRENT LIABILITIES	<u>10,905,009</u>	<u>11,313,006</u>
TOTAL LIABILITIES	13,425,845	13,353,800
NET ASSETS		
Invested in capital assets, net of related debt	28,923,865	28,208,387
Restricted for capital projects	11,321,899	10,824,669
Unrestricted	<u>16,538,346</u>	<u>16,767,474</u>
TOTAL NET ASSETS	<u>56,784,110</u>	<u>55,800,530</u>
	<u>\$70,209,955</u>	<u>\$69,154,330</u>

**West Memphis Utility Department
STATEMENTS OF REVENUE, EXPENSES
AND CHANGES IN NET ASSETS
For the Years Ended December 31**

	<u>2010</u>	<u>2009</u>
OPERATING REVENUE		
Charges for services		
Electric	\$27,450,488	\$24,968,181
Water	1,498,483	1,407,490
Sewer	1,515,067	1,447,288
Other	<u>625,554</u>	<u>564,285</u>
	31,089,592	28,387,244
OPERATING EXPENSES		
Purchase power for resale	15,909,172	13,961,333
Transmission charges	1,465,933	1,554,329
General and administrative	6,011,298	6,194,777
Maintenance, operations, and contracted services	3,034,491	3,123,144
Payment in lieu of taxes	1,500,459	1,375,728
Depreciation	<u>2,116,345</u>	<u>2,017,136</u>
	<u>30,037,698</u>	<u>28,226,447</u>
OPERATING INCOME (LOSS)	1,051,894	160,797
NON-OPERATING REVENUE (EXPENSES)		
Investment income	371,974	578,153
Interest on bonds	(395,588)	(66,148)
Amortization	(9,700)	(1,617)
Transfer to police department	<u>(35,000)</u>	<u>-</u>
	<u>(68,314)</u>	<u>510,388</u>
NET INCOME	983,580	671,185
NET ASSETS AT BEGINNING OF YEAR	<u>55,800,530</u>	<u>55,129,345</u>
NET ASSETS AT END OF YEAR	<u>\$56,784,110</u>	<u>\$55,800,530</u>

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

**West Memphis Utility Department
STATEMENTS OF CASH FLOWS
For the Years Ended December 31**

	<u>2010</u>	<u>2009</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from customers	\$30,304,678	\$28,666,079
Payments to suppliers for goods and services	(24,338,247)	(22,838,492)
Payments to employees	<u>(3,414,211)</u>	<u>(3,379,821)</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	2,552,220	2,447,766
CASH FLOWS FROM NON-CAPITAL FINANCING ACTIVITIES:		
Transfers (to) from other funds	<u>(177,507)</u>	<u>(1,094,578)</u>
NET CASH (USED IN) PROVIDED BY NON-CAPITAL FINANCING ACTIVITIES	(177,507)	(1,094,578)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Acquisition of capital assets	(2,831,824)	(2,501,380)
Proceeds from issuance of bond	-	10,620,000
Payments of bond fees	-	(193,997)
Principal paid on bonds	(390,000)	-
Interest paid on bonds	<u>(396,887)</u>	<u>(66,148)</u>
NET CASH (USED IN) PROVIDED BY CAPITAL AND RELATED FINANCING ACTIVITIES	(3,618,711)	7,858,475
CASH FLOWS FROM INVESTING ACTIVITIES:		
Interest received on investments	428,962	649,706
Sales (purchases) of investments	<u>(326,457)</u>	<u>(132,532)</u>
NET CASH PROVIDED BY INVESTING ACTIVITIES	<u>102,505</u>	<u>517,174</u>
NET INCREASE (DECREASE) IN CASH	(1,141,493)	9,728,837
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	<u>16,429,399</u>	<u>6,700,562</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$15,287,906</u>	<u>\$16,429,399</u>

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

West Memphis Utility Department
STATEMENTS OF CASH FLOWS - CONTINUED
For the Years Ended December 31

	<u>2010</u>	<u>2009</u>
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Operating income (loss)	\$ 1,051,894	\$ 160,797
Adjustments to reconcile operating income to net cash provided by operating activities		
Depreciation	2,116,345	2,017,136
Changes in assets and liabilities		
(Increase) decrease in accounts receivable	(766,607)	252,584
(Increase) decrease in inventories	(379,168)	67,705
Increase (decrease) in accounts payable	548,063	(142,855)
Increase (decrease) in customer deposits	(18,307)	26,251
Increase (decrease) in bond interest payable	-	66,148
Total adjustments	<u>1,500,326</u>	<u>2,286,969</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 2,552,220</u>	<u>\$ 2,447,766</u>

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

West Memphis Utility Department
NOTES TO FINANCIAL STATEMENTS

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of the Operations

The West Memphis Utility Department (the "Department") of the City of West Memphis, Arkansas provides electric, water and sewer services for the City. The current West Memphis Utility Commission has the authority to recommend electric, water and sewer rates to the City Council which has final authority for approving utility rates. The Department purchases 37% of its energy from Constellation Energy. The balance is from generating and replacement power from Entergy.

Governmental Accounting Standards

The financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America. The Governmental Accounting Standards Board ("GASB") is the established and recognized standard-setting body for governmental accounting and financial reporting. The GASB periodically issues new or revised standards that are implemented by the Department.

Private-sector accounting standards are established by the Financial Accounting Standards Board ("FASB"). FASB standards issued on or before November 30, 1989, are generally followed for the financial statements to the extent those standards do not conflict with or contradict GASB pronouncements. In accordance with GASB Statement No. 20, paragraph 7, governments have the option to apply all FASB Statements and Interpretations issued after November 30, 1989, except those that conflict with or contradict GASB pronouncements. The Department has elected to apply subsequent FASB standards.

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The Department's financial statements are reported using the economic resource management focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Interfund items and transactions between the electric, water and sewer funds have been eliminated.

Accounts Receivable

Account receivable is recorded at the amount the Department expects to collect on balances outstanding at year-end. An allowance for uncollectible accounts is estimated and recorded based on the Department's historical bad debt experience and on management's judgment. The allowance for uncollectible accounts was \$300,000 and \$225,000 on December 31, 2010 and December 31, 2009, respectively.

West Memphis Utility Department
NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Inventory

Inventory consists of materials and supplies for the following:

Electric Department	\$ 653,747
Water Department	41,161
Sewer Department	5,463
Gas and Oil	48,284
Independence - Coal Stockpile	315,012
Independence - Materials and supplies	134,642
White Bluff - Coal Stockpile	510,469
White Bluff - Materials and supplies	<u>182,659</u>
 Total	 <u>\$1,891,437</u>

Inventories are stated at the lower of cost or market. Cost is determined using the average cost method.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Expenditures for maintenance and repairs are expensed when incurred. Additions, major improvements and replacements of units are capitalized and depreciated on a straight-line basis over the estimated useful lives of the various classes as follows:

	<u>Years</u>
Buildings	40
Furniture, fixtures and equipment	8 - 10
Plant in service	20 - 40
Investment in electric generating plant	27 - 28

Costs and related allowances for depreciation of assets sold or otherwise retired are eliminated from the asset and accumulated depreciation accounts where detail property records are available.

The Department's detailed property, plant and equipment records do not provide sufficient historical detail to determine the cost of individual assets. Due to this inadequacy, it is not always possible to determine the historical cost of property, plant and equipment to be retired. Therefore, certain assets have not been removed from the books when retired.

Short-term Investments

Short-term investments are stated at cost unless there is an indication of permanent impairment of value, in which case the adjustment to market value is included in results of operations. Interest income is accrued as earned.

West Memphis Utility Department
NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Revenues

Revenues are included in income as services are delivered. The Utility Department reads customers meter that will normally span a month; i.e., January 15, 2010 would include services delivered but not billed for 15 days in December. Included in the accounts receivable at December 31, 2010 and 2009 was an estimate for these unbilled services totaling \$1,483,468 and \$1,453,058, respectively.

Deferred Debt Expense

Cost associated with issuing the Series 2009 revenue bond has been deferred and is being amortized using the straight-line method over the life of the bond.

Statements of Cash Flows - Cash Equivalents

For purposes of the statements of cash flows, the Department considers all liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Use of Estimates

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

Compensated Absences

Employees of the Department are entitled to pay for compensated absences depending on job classification, length of service, and other factors. It is the Department's policy to recognize the cost of compensated absences when actually paid to the employees.

Events Occurring After Reporting Date

The Company has evaluated events and transactions that occurred between December 31, 2010 and June 30, 2011 which is the date that financial statements were available to be issued, for possible recognition or disclosure in the financial statements

NOTE B - INVESTMENT IN GENERATING PLANTS

In 1980, the Department entered into an Ownership Agreement with Entergy whereby it purchased a 1% interest in two fossil fuel electric generating plants in Arkansas, one at White Bluff and one in Independence County. Both generating plants include two fully operational generating power units. The Department financed these purchases through the issuance of revenue bonds (See Note E).

West Memphis Utility Department
NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE B - INVESTMENT IN GENERATING PLANTS - CONTINUED

As a party to the Ownership Agreement, the Department was required to pay its 1% share of the construction costs of the plants, as incurred by Entergy and as defined in the Agreement. After commercial operation of the plants began, the Department was also responsible for its 1% share of additions or replacements at each plant. The amounts recorded (including capitalized interest), of \$11,187,755 and \$10,529,089 for White Bluff and Independence, respectively, represent the Department's 1% share of plant construction cost.

The Department is also a party to an Operating Agreement with Entergy whereby it has agreed to pay 1% of the operating costs (mainly operations and maintenance expenses, not including fuel) of the plants. Furthermore, the Department also pays for 1% of the coal purchased by the plants and this amount is included in inventory on the accompanying balance sheets.

These agreements entitle the Department to 1% of the net generating capacity and energy of the plants, which is delivered to West Memphis in accordance with a transmission agreement.

NOTE C - CASH AND SHORT-TERM INVESTMENTS

The Treasurer of West Memphis Utility Commission is authorized by the State of Arkansas Statutes to invest excess cash balances in short-term investments. At December 31, 2010, cash and short-term investments are listed below:

	<u>Restricted</u>	<u>Unrestricted</u>
CASH	\$11,321,899	\$ 3,966,007
INVESTMENTS:		
Certificates of Deposit	<u>1,117,391</u>	<u>14,891,010</u>
	<u>1,117,391</u>	<u>14,891,010</u>
	<u>\$12,439,290</u>	<u>\$18,857,017</u>

Custodial credit risk is the risk that in the event of a bank failure, a government's deposits may not be returned to it. The Department's deposit policy for custodial credit risk requires compliance with the provisions of state law.

State law requires collateralization of all deposits with federal depository insurance; a surety bond; U.S. Treasury and U.S. agencies and instrumentalities bonds or other obligations; bonds of the State of Arkansas or by bonds of a political subdivision thereof which has never defaulted on any of its obligations.

At December 31, 2010, none of the Department's bank balances of \$21,056,899 were exposed to custodial credit risk.

West Memphis Utility Department
NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE D - RESTRICTED ASSETS

Restricted cash and investments represent amounts required to be maintained by agreements related to the bond issue and deposits received from customers.

NOTE E - REVENUE BONDS PAYABLE

On November 1, 2009, the Department issued \$10,620,000 of the Public Utility System Revenue Bond, Series 2009.

Principal payments are due annually in increasing amounts over 18 years beginning in 2010. Interest is payable semi-annually. The bond has various interest rates ranging from 2.0 - 4.5% dependent upon the maturity date. The bond discount of \$106,200 is being amortized over the life of the bond. The amortization of the bond discount for 2010 is \$6,195.

Current principal maturities of long-term debt as of December 31, 2010 are as follows:

2011	\$ 395,000
2012	405,000
2013	410,000
2014	425,000
2015	435,000
Thereafter	<u>8,160,000</u>
	<u>\$10,230,000</u>

NOTE F - RELATIONSHIPS WITH THE CITY

The Department is one of a number of departments and/or funds of the City of West Memphis established for a specific purpose. General services, such as personnel, data processing, financial administration and legal services are provided to the Department by the City. The costs associated with providing these services are charged to the Department by the City. The City also charges the Department an amount in lieu of franchise taxes.

The Department, as a convenience to customers, includes the fees for city-provided garbage collection in its monthly customer billings. These fees are remitted to the Sanitation Department monthly and are not reflected in the accompanying financial statements.

NOTE G - RELATED PARTY TRANSACTIONS

The Department purchases office supplies from Delta Office Supply, a company owned by the City Treasurer. The Department purchased \$5,692 and \$5,954 for the years ended December 31, 2010 and 2009, respectively.

West Memphis Utility Department
NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE H - CONTINGENCY

The City of West Memphis is involved in a number of lawsuits arising in the ordinary course of business. None of the lawsuits are directly related to the West Memphis Utility Department

NOTE I - PENSION PLAN

On January 1, 1977, the City established a defined contribution pension plan for all non-uniformed employees. The City contributes 6% of each participant's annual salary, and employees can also contribute an amount between 2% and 10% of their salaries. Participants vest in employer's contribution at a rate of 20% per year. Eligibility commences one year from date of employment.

Employees have the option to invest the funds in their account. Employees are entitled only to the funds deposited by them and on their behalf; therefore, there is no unfunded liability.

The amount contributed to the pension plan and expensed by the Department was \$190,317 and \$190,338 for the years ended December 31, 2010 and 2009, respectively.

NOTE J - MAJOR VENDORS

Purchases for the year ended December 31, 2010 include purchases from two major vendors.

	<u>Amount</u>	<u>Percent</u>
Purchases from:		
Vendor A	\$9,987,183	57.48%
Vendor B	5,921,989	34.08%
Accounts Payable:		
Vendor A	746,203	37.20%
Vendor B	529,214	26.38%

SUPPLEMENTARY INFORMATION

**West Memphis Utility Department
PROPERTY, PLANT AND EQUIPMENT
December 31, 2010**

	COST			
	Balance January 1, 2010	Additions and Transfers	Disposals and Transfers	Balance December 31, 2010
UTILITY, PLANT IN SERVICE				
Electric	\$23,353,767	\$ 765,861	\$ -	\$ 24,119,628
Generating plants				
White Bluff	11,000,663	187,091	-	11,187,754
Independence	<u>10,460,712</u>	<u>68,377</u>	-	<u>10,529,089</u>
	44,815,142	1,021,329	-	45,836,471
Water	17,311,863	485,715	-	17,797,578
Sewer	<u>26,399,579</u>	<u>717,296</u>	-	<u>27,116,875</u>
	88,526,584	2,224,340	-	90,750,924
OTHER PROPERTY, PLANT AND EQUIPMENT				
Land	418,341	-	-	418,341
Buildings	785,176	8,999	-	794,175
Building improvements	1,125,299	179,419	-	1,304,718
Furniture and fixtures	443,389	53,492	-	496,881
Transportation equipment	4,426,419	262,019	-	4,688,438
Miscellaneous equipment	<u>3,255,768</u>	<u>103,555</u>	-	<u>3,359,323</u>
	10,454,392	607,484	-	11,061,876
CONTRIBUTION IN AID OF CONSTRUCTION				
	-	-	-	-
	<u>\$98,980,976</u>	<u>\$2,831,824</u>	<u>\$ -</u>	<u>\$101,812,800</u>

ACCUMULATED DEPRECIATION

Balance January 1, 2010	Current Provision	Other Additions	Balance December 31, 2010
\$12,363,287	\$ 496,274	\$ -	\$12,859,561
9,664,800	65,738	-	9,730,538
<u>8,606,405</u>	<u>373,687</u>	-	<u>8,980,092</u>
30,634,492	935,699	-	31,570,191
9,790,427	263,029	-	10,053,456
<u>18,366,384</u>	<u>463,604</u>	-	<u>18,829,988</u>
58,791,303	1,662,332	-	60,453,635
-	-	-	-
314,047	16,212	-	330,259
559,135	30,749	-	589,884
252,912	31,525	-	284,437
3,297,134	227,558	-	3,524,692
<u>2,590,972</u>	<u>147,970</u>	-	<u>2,738,942</u>
7,014,200	454,014	-	7,468,214
<u>4,967,086</u>	-	-	<u>4,967,086</u>
<u>\$70,772,589</u>	<u>\$2,116,346</u>	<u>\$ -</u>	<u>\$72,888,935</u>

**West Memphis Utility Department
UTILITY SALES AND CUSTOMER DATA
For the Years Ended December 31**

	Electric Sales (KWH)		Number of Metered	
	<u>In Thousands</u>		<u>Customers</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
Residential	167,120	147,886	10,568	10,632
Commercial & industrial	212,256	202,982	1,555	1,511
Public authority	<u>12,936</u>	<u>12,563</u>	<u>124</u>	<u>123</u>
	<u>392,312</u>	<u>363,431</u>	<u>12,247</u>	<u>12,266</u>

	Water Sale		Number of Metered	
	<u>(Thousand of Gallons)</u>		<u>Customers</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
Residential	785,942	707,454	8,664	8,711
Commercial & industrial	763,709	652,043	1,064	1,062
Public authority	<u>27,879</u>	<u>23,232</u>	<u>31</u>	<u>31</u>
	<u>1,577,530</u>	<u>1,382,729</u>	<u>9,759</u>	<u>9,804</u>