



City of Hamilton, Ohio – Electric System

Financial Statements

Years Ended December 31, 2011 and 2010

With Independent Auditors' Report



CLARK SCHAEFER HACKETT
STRENGTH IN NUMBERS

TABLE OF CONTENTS

Independent Auditors' Report 1

Management's Discussion and Analysis 2 - 8

Financial Statements:

 Statements of Net Assets 9

 Statements of Revenues, Expenses and Changes in Net Assets..... 10

 Statements of Cash Flows 11

 Notes to Financial Statements..... 12 - 22

INDEPENDENT AUDITORS' REPORT

Honorable City Council
City of Hamilton, Ohio

We have audited the accompanying financial statements of the City of Hamilton, Ohio - Electric System, an enterprise fund of the City of Hamilton, Ohio as of and for the years ended December 31, 2011 and 2010, as listed in the table of contents. These financial statements are the responsibility of the City of Hamilton's 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 audit 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 1, the financial statements present only the Electric System and do not purport to, and do not, present fairly the financial position of the City of Hamilton, Ohio as of December 31, 2011 and 2010, and the changes in its financial position and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the City of Hamilton, Ohio - Electric System as of December 31, 2011 and 2010 and the changes in financial position and cash flows thereof for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 2-8 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
June 7, 2012

one east fourth street, ste. 1200
cincinnati, oh 45202

www.cshco.com
p. 513.241.3111
f. 513.241.1212

City of Hamilton, Ohio

Electric System

Management's Discussion and Analysis
For the Years Ended December 31, 2011 and 2010
Unaudited

The discussion and analysis of the City of Hamilton, Ohio's Electric System's financial performance provide an overall review of that system's financial activities for the year ended December 31, 2011 and 2010. While the intent of this discussion and analysis is to look at the system's financial performance, readers should also review the Statements of Net Assets; Revenues, Expenses and Changes in Net Assets; and Cash Flows to enhance their understanding of the system's fiscal performance.

Financial Highlights

Key highlights for 2011 and 2010 are as follows:

- ❑ The assets of the Hamilton Electric System exceeded its liabilities at the close of 2011 by \$13,644,941 and \$11,646,094 at the close of 2010 (net assets). At December 31, 2011 and 2010, \$27,045,624 and \$22,911,705, respectively (unrestricted assets) may be used to meet the system's ongoing obligations to customers and creditors.
- ❑ The system's total net assets increased \$1,998,847 between 2011 and 2010, representing a 17% increase.
- ❑ In 2011, the Electric System's long-term debt, net of discounts and unamortized loss on debt refunded, decreased \$6,403,281.

Electric System Summary and Using this Annual Report

The City of Hamilton, Ohio has owned and operated an electric utility system since 1893. Currently, the system is the second largest municipally owned electric system in Ohio. The electric system is a fully integrated electric generation, transmission and distribution system. The system owns both thermal and hydroelectric generation facilities and maintains a diverse 29,050 customers. Customer rates are established by the City and are not subject to the regulatory jurisdiction of the Public Utilities Commission of Ohio (PUCO) or any other regulatory body.

This annual report consists only of the Statement of Net Assets, the Statement of Revenues, Expenses and Changes in Net Assets, and the Statement of Cash Flows as well as Notes to the Financial Statements for the City of Hamilton, Ohio's Electric System for the year ended December 31, 2011 and 2010.

Reporting Hamilton's Electric System (Whole and Significant Fund)

The financial statements contained within this report include the City of Hamilton, Ohio's Electric System *only*. Readers desiring to view city-wide financial statements, as well as the impact that the Electric System has on the City's overall financial position and operating results, should refer to the City's Basic Financial Statements appearing in the Comprehensive Annual Financial Report for 2011 and 2010. The City of Hamilton's Electric System is reported as a business-type, enterprise fund and is considered a major fund for purposes of individual fund reporting. Payments made from the Electric Fund are restricted to Electric System purposes by municipal ordinance, Ohio Revised Code and indentures issued pursuant to long-term financing.

City of Hamilton, Ohio

Electric System

Management's Discussion and Analysis
For the Years Ended December 31, 2011 and 2010
Unaudited

In the Statement of Net Assets and the Statement of Revenues, Expenses and Changes in Net Assets, the view of the System looks at all financial transactions of the Electric Fund and asks the question, "How did we do financially during 2011 and 2010?" These statements provide answers to that question. The statements include all assets and liabilities of the System using the accrual basis of accounting similar to the accounting used by private sector companies. This basis of accounting considers all of the current year's revenues and expenses regardless of when the cash is received or paid. These two statements report the System's net assets and the changes in those net assets. The change in net assets is important because it tells the reader whether, for the system, the financial position of the City has improved or diminished. However, in evaluating this position, non-financial information including the condition of capital assets will also need to be evaluated. The Notes to the Electric System's Financial Statements provide additional information that is essential to a full understanding of the data provided.

The System provides services that have a charge based upon the amount of usage. The City's Electric System charges fees to recoup the cost of the entire operation of the Electric System as well as all capital expenses associated with these facilities.

Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of financial position. In the case of the Electric Fund, assets exceeded liabilities by \$13,644,941 and \$11,646,094 as of December 31, 2011 and 2010, respectively. Unrestricted net assets of \$27,045,624, \$22,911,705 and \$19,650,420 for 2011, 2010 and 2009, respectively encompass the largest portion of the net assets of the System.

Table 1 provides a summary of the Electric System's Statement of Net Assets for the Years Ended December 31, 2011, 2010 and 2009.

| | 2011 | 2010 | 2009 |
|--|---------------------|---------------------|--------------------|
| Current and Other Assets | \$46,961,921 | \$53,206,096 | \$53,276,402 |
| Capital Assets | 131,483,201 | 130,839,995 | 135,112,497 |
| Total Assets | <u>178,445,122</u> | <u>184,046,091</u> | <u>188,388,899</u> |
| Long-term Liabilities | 150,404,302 | 157,323,299 | 163,682,396 |
| Other Liabilities | 14,395,879 | 15,076,698 | 16,192,322 |
| Total Liabilities | <u>164,800,181</u> | <u>172,399,997</u> | <u>179,874,718</u> |
| Invested in capital assets, net of related debt | (23,739,636) | (21,555,608) | (21,334,956) |
| Restricted | 10,338,953 | 10,289,997 | 10,198,717 |
| Unrestricted | 27,045,624 | 22,911,705 | 19,650,420 |
| Total Net Assets | <u>\$13,644,941</u> | <u>\$11,646,094</u> | <u>\$8,514,181</u> |

City of Hamilton, Ohio

Electric System

Management's Discussion and Analysis
For the Years Ended December 31, 2011 and 2010
Unaudited

A vast majority of the System's assets lie within the physical property, plant and equipment of the system having a historical cost less accumulated depreciation of \$131,483,201, \$130,839,995 and \$135,112,497, respectively at December 31, 2011, 2010 and 2009. The System employs these assets in the generation, transmission, and distribution of electricity to customers; consequently, these assets are not readily available for future spending. The System's investment in its capital assets is reported net of related debt in the Net Assets section of the Statement of Net Assets and it should be noted that the resources needed to repay these debts must be provided from other sources, primarily the revenues of the system, since the capital assets themselves cannot be used to liquidate the liabilities.

As of December 31, 2011 and 2010, the City was able to report positive balances in net assets of \$13,644,941 and \$11,646,094, respectively. Operating income of \$10,170,116 for 2011, \$7,997,011 for 2010 and \$11,390,688 for 2009 were positive, even with depreciation and amortization expense exceeding \$10.5 million in all three years. Net operating income of \$10,170,116, which is an increase from 2010 of \$2,173,105, was primarily due to reduction in operating expenditures in 2011 compared to 2010. Although the system sales were down by 2% in 2011 compared to 2010 due to a warmer summer in 2010, the operating expenditures were considerably reduced in 2011. In 2010, EPA-mandated repairs and cleanup at the horse shoe dam, the renovation garage project etc. contributed to higher expenditures. Net non-operating expenses of \$8.2 million decreased by \$582,000, primarily due to disposing of less assets in 2011 (the City sold a portion of Meldahl license in 2010) and paying less interest as the City continued to make its scheduled annual debt service payments.

City of Hamilton, Ohio

Electric System

Management's Discussion and Analysis
For the Years Ended December 31, 2011 and 2010
Unaudited

Statement of Revenues, Expenses and Changes in Net Assets

| | 2011 | 2010 | 2009 |
|---|--------------|--------------|--------------|
| Operating Revenues | \$63,327,834 | \$64,552,173 | \$65,658,869 |
| Operating Expenses: | | | |
| Purchased power and fuel | 21,810,942 | 21,607,711 | 20,035,660 |
| Depreciation | 10,751,205 | 10,578,195 | 10,496,652 |
| Other Operating Expenses | 20,595,571 | 24,369,256 | 23,735,869 |
| Total Operating Expenses | 53,157,718 | 56,555,162 | 54,268,181 |
| Operating income | 10,170,116 | 7,997,011 | 11,390,688 |
| Non-Operating revenues (expenses) | | | |
| Interest and fiscal charges | (8,244,749) | (8,599,496) | (8,129,704) |
| Other non-operating revenues (expenses) | 73,480 | (153,646) | 51,106 |
| Total non-operating revenues (expenses) | (8,171,269) | (8,753,142) | (8,078,598) |
| Special Item-Meldahl license sharing | - | 3,888,044 | - |
| Transfers out | - | - | (182,500) |
| Change in Net Assets | 1,998,847 | 3,131,913 | 3,129,590 |
| Beginning Net Assets | 11,646,094 | 8,514,181 | 5,384,591 |
| Ending Net Assets | \$13,644,941 | \$11,646,094 | \$8,514,181 |

Capital Assets and Debt Administration

Capital Assets: The City's investment in capital assets of the Electric System as of December 31, 2011, 2010 and 2009 amounted to (\$23.74 Million), (\$21.56 Million) and (\$21.33 Million), respectively, (net of accumulated depreciation and related debt). The negative balances are a direct result of continued depreciation expense coupled with long-term debt balances. This investment in capital assets includes land, buildings, improvements, construction in progress, and machinery and equipment including the City's hydro-electric and thermal generation facilities. The plant and equipment of the Electric System are rigorously tested and maintenance schedules are adhered to in a strenuous fashion to insure safe, long-term, efficient operation.

The City implemented Governmental Accounting Standard Board Statement No. 51, *Accounting and Financial Reporting for Intangible Assets*, during 2010. Consequently, the financial statements were restated to report the capitalization of a hydroelectric dam operating license obtained in 2008. In September 2010, 48.6% ownership in this license was sold to AMP, Inc., resulting in a gain of \$3,888,044 reported as a special item; see Note 1.

Note 5 (Capital Assets) provides Electric System asset activity during 2011 and 2010.

City of Hamilton, Ohio

Electric System

Management's Discussion and Analysis
For the Years Ended December 31, 2011 and 2010
Unaudited

Debt Administration: At the end of 2011, the City had two outstanding long-term revenue bond issues, the 2005 Electric System Revenue Refunding Bonds totaling \$128,610,000 and 2009 Electric System Revenue Bonds totaling \$33,140,000.

A portion of the 2009 Revenue Bonds was used to retire the outstanding bond anticipation notes.

See Note 6 for a discussion of outstanding Electric System bonds and related activity.

Economic Factors and Future Trends

The City's Electric System is continually monitoring the cost of purchased power, coal and natural gas. Purchased power, coal and natural gas prices have been highly volatile over the last several years and the City is required by both ordinance and indentures to pass along these cost increases, or decreases, to its customers. Debt service coverage has been maintained well above the indenture required minimums. The City has a significant portion of its purchased power and coal requirements purchased through 2014. These fixed cost purchases should help stabilize City electric rates through 2013.

The City has a rate ordinance, which sets forth rates and charges for residential service and non-residential service. All rates include:

- A power cost adjustment (PCA) charge that allows for increases or decreases in the fuel and purchased power costs to be passed directly through to the Electric System's customers in comparison with the level of power costs embedded in the base rates (Rider A). This charge was \$0.016890/kWh throughout 2011.
- An electric rate stabilization adjustment (Rider B) that allows for a percentage adder to be applied to all charges under each rate schedule to replenish revenues previously withdrawn from the Electric Rate Stabilization Fund. Rider B remained at 0% for 2011.
- A suburban surcharge (Rider C) of 5% and collection of the kWh tax from all Electric System customers outside the corporate limits of the City.
- An unfunded environmental mandates adjustment rider (UEMA-Rider D) that allows for expenditures associated with the Electric System's compliance with environmental mandates not included in the base rates or PCA. In 2011, Rider D was assessed at 1.0% of the base rate and PCA revenues.
- An unfunded governmental and regulatory, excluding environmental Rider D, mandates adjustment rider (UGRMA – Rider E) that allows for expenditures associated with the Electric System's compliance with governmental and regulatory mandates not included in the base rates, PCA or Rider D. In 2011, Rider E was 0.5% of the base rate and PCA revenues.
- The Economic Development Cost Adjustment (Rider F) for Electric was \$0.00 in 2011.

The annual budget of the City Electric System is adopted in accordance with ten-year projections developed by a rate consultant, and these projections are reviewed and updated in the spring and fall of each year, or more often as deemed necessary by City Management.

City of Hamilton, Ohio

Electric System

Management's Discussion and Analysis
For the Years Ended December 31, 2011 and 2010
Unaudited

In 2011, both Mohawk Fine Papers and Smart Papers both closed their facilities located in the City. For calendar year 2011, Mohawk Fine Papers/Beckett Mill was the largest customer, by kWh usage and amount billed, for the Electric System. Mohawk used over 36.7 million kWh and was billed over \$2.8 million for electric service to the Beckett Mill. Mohawk accounted for approximately 5.94% of the total electric usage and approximately 4.64% of the revenues of the Electric System. However, Mohawk's average cost per kWh, in 2011, was \$0.077 per kWh, or approximately 25.3% less than the \$0.102 per kWh for all customers of the Electric System. Smart Papers, which has been primarily a Duke Energy Ohio electric customer, accounted for less than 0.1% of the total usage and revenues of the Electric System in 2011; therefore, the direct impact on the Electric System of the Smart Papers closure, sale and/or downsizing is minimal. The direct Total Net Revenue Loss to the City's Electric System from the loss of both Mohawk and Smart Papers is minimal. Any electricity that the City generated and sold to Mohawk can be sold into the wholesale market. Additionally, since Mohawk was being provided with a below-market rate for electricity at their Hamilton mill, any sales of electricity into the market by the City will almost surely bring a higher return than was being received from Mohawk in 2011.

Future City power supply resources are identified in the City's 20-year Power Supply Plan. The Power Supply Plan was designed to diversify the mix of resources to mitigate exposure to generating unit outages, fuel costs, environmental regulations, and market prices.

The Prairie State Energy Campus is a 2-unit, 1,600 MW coal-fired generating project that is located in Central Illinois. Prairie State is projected to be the cleanest coal-fired generating facility in the United States. The first unit is expected to be in service in September 2012 and the second unit in December 2012. The City and AMP have executed a purchase power agreement where the City will purchase 17.5 MW from each unit, resulting in a total of 35 MW of capacity. Prairie State will provide approximately 268,700 MWh, 36% of the City's energy requirement in 2015. The project is financed by AMP. AMP is participating in 368 MW of the Prairie State Energy Campus on behalf of its members.

The Fremont Energy Center (AFEC) is a natural gas combined cycle (NGCC) facility, purchased by AMP, in July 2011, from Akron-based FirstEnergy Corp. AFEC will supply intermediate power to participating AMP member communities. Intermediate power is energy needed Monday-Friday, during the 16 highest demand hours. The City of Hamilton is one of 87 AMP member communities participating in the AFEC project and will receive power from the facility. AFEC is a 707 MW (fired) facility, with a capacity of 544 MW as an intermediate power source. AFEC also includes duct-firing, which allows an additional 163 MW of generation during peak demand periods. AFEC is projected to provide approximately \$500 million savings to participating AMP member communities, over 30 years, as compared to the market. The City is entitled to a 34.5 MW share of the Fremont plant's capacity, which is expected to go on-line in 2012.

On March 1, 2009, the City and AMP completed an agreement, effective March 31, 2009, where the City will purchase approximately 54 MW of the 105 MW Meldahl project. The City will sell approximately 34.1 MW of the 70.2 MW Greenup Project to AMP. The agreement features a sale price of the Greenup power of \$139 million and will be paid by AMP to the City at the commencement of operations of the Meldahl Project in 2014. Pursuant to the agreement, the

City of Hamilton, Ohio

Electric System

Management's Discussion and Analysis
For the Years Ended December 31, 2011 and 2010
Unaudited

City's share of the combined Meldahl/Greenup power generation is expected to be approximately 412,154 MWh thereby diversifying the City's power resources and moving further away from the production of power via fossil fuels. The combination of Meldahl and Greenup generation will provide approximately 56% of the City's energy requirement in 2015. The City anticipates using the sale proceeds to retire outstanding debt and/or to fund necessary capital improvements to the Electric System.

As an electric utility that operates a thermal energy power plant, the City is subject to complying with the Federal Clean Air Act and regulation by the U.S. EPA. The Electric System has made a number of improvements over the years to bring the coal-fired Third Street Power Plant into compliance with the numerous changes in regulations that have taken place. In 2011, the City received a Section 114(a) letter from the U.S. EPA, which requires the City to provide a detailed accounting of its operations over the years, to verify that any changes the Electric System made to its power generating facilities are in compliance with the Clean Air Act. In order to remain in compliance, the City presented several options to the U.S. EPA for continued operations of the power plant.

In 2012, the Electric System will join the PJM RTO (Regional Transmission Organization). This transition means that the Electric System will receive its power from the "grid" through PJM as opposed to through the MISO (Midwest Independent System Operators) RTO, its previous RTO affiliate. Since the City of Hamilton is essentially surrounded by the territory of Duke Energy Ohio and receives its outside power through the Duke Energy Interconnect, the decision to switch to PJM made operational and economic sense. Additionally, most of Ohio is already located in PJM. The Electric System operated, in 2011, with this transition to PJM in mind. The Electric System managed its power supply and generation during the peak periods of Summer 2011, in anticipation of lowering its overall costs for transmission once the transition to PJM is complete in 2012.

The Power Supply Plan spreads the City's needs between multiple resources and thus would not be significantly affected by the price or performance of a single project. The benefits of this plan include reduced exposure to fuel costs, environmental regulations, and market prices as well as solidifying approximately 92% of the City's energy requirement in 2015.

The City maintains an A3 rating with a stable outlook for its Electric System and for both its 2002 Electric System Revenue Refunding Bonds and its 2009 Electric System Revenue Bonds.

Requests for Information

This financial report is designed to provide our citizens, customers, taxpayers, creditors, investors and elected officials with an overview of the City of Hamilton, Ohio's Electric System's finances and to show accountability for the money the system receives. If you have any questions about this report or need additional information, contact Peg Bradner Hancock, City of Hamilton Finance Director, 345 High Street, Hamilton, Ohio 45011, (513) 785-7174, (email at hancockp@ci.hamilton.oh.us) or visit the City website at www.hamilton-city.org.

**CITY OF HAMILTON, OHIO – ELECTRIC SYSTEM
STATEMENTS OF NET ASSETS
DECEMBER 31, 2011 AND 2010**

| | <u>2011</u> | <u>2010</u> |
|---|-----------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and investments | \$ 22,079,658 | 28,886,539 |
| Accounts receivable (less allowance for uncollectible accounts of \$4,378,384 and \$4,364,282, respectively) | 6,647,105 | 6,635,919 |
| Interest receivable | 7,637 | 16,207 |
| Interfund receivable | 425,000 | - |
| Inventory of supplies at cost | 3,937,543 | 2,826,992 |
| Prepaid expenses | 666,034 | 1,365,765 |
| Total current assets | <u>33,762,977</u> | <u>39,731,422</u> |
| Restricted cash and investments | 10,338,953 | 10,289,997 |
| Bond issuance costs | 2,859,991 | 3,184,677 |
| Capital assets: | | |
| Property, plant and equipment | 380,088,647 | 366,266,711 |
| Construction in progress | 24,167,902 | 26,749,720 |
| Accumulated depreciation | <u>(272,773,348)</u> | <u>(262,176,436)</u> |
| Total capital assets | <u>131,483,201</u> | <u>130,839,995</u> |
| Total assets | \$ <u>178,445,122</u> | <u>184,046,091</u> |
| LIABILITIES | | |
| Current liabilities: | | |
| Accounts payable | \$ 3,338,518 | 4,285,971 |
| Accrued wages and benefits | 336,653 | 351,401 |
| Accrued liabilities | 605 | 355 |
| Intergovernmental payable | 137,300 | 265,925 |
| Accrued interest payable | 1,658,453 | 1,714,799 |
| Customer deposits payable | 789,806 | 779,109 |
| Compensated absences payable-current | 684,544 | 654,138 |
| Revenue bonds payable-current portion | 7,450,000 | 7,025,000 |
| Total current liabilities | <u>14,395,879</u> | <u>15,076,698</u> |
| Noncurrent Liabilities: | | |
| Compensated absences payable | 1,019,296 | 1,110,012 |
| Revenue bonds payable | 149,385,006 | 156,213,287 |
| Total noncurrent liabilities | <u>150,404,302</u> | <u>157,323,299</u> |
| Total liabilities | <u>164,800,181</u> | <u>172,399,997</u> |
| NET ASSETS | | |
| Invested in capital assets, net of related debt | (23,739,636) | (21,555,608) |
| Restricted for debt service | 6,338,953 | 6,289,997 |
| Restricted for rate stabilization | 4,000,000 | 4,000,000 |
| Unrestricted | <u>27,045,624</u> | <u>22,911,705</u> |
| Total net assets | \$ <u>13,644,941</u> | <u>11,646,094</u> |

See notes to financial statements.

CITY OF HAMILTON, OHIO - ELECTRIC SYSTEM
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
YEARS ENDED DECEMBER 31, 2011 AND 2010

| | <u>2011</u> | <u>2010</u> |
|--|----------------------|--------------------|
| Operating revenues: | | |
| Charges for services | \$ 62,749,229 | 64,240,568 |
| Other operating revenues | <u>578,605</u> | <u>311,605</u> |
| Total operating revenues | <u>63,327,834</u> | <u>64,552,173</u> |
| Operating expenses: | | |
| Personal services | 10,018,108 | 9,981,544 |
| Materials and supplies | 1,181,048 | 4,496,622 |
| Contractual services | 6,306,254 | 6,482,456 |
| Purchased power and fuel | 21,810,942 | 21,607,711 |
| Depreciation | 10,751,205 | 10,578,195 |
| Other operating expenses | <u>3,090,161</u> | <u>3,408,634</u> |
| Total operating expenses | <u>53,157,718</u> | <u>56,555,162</u> |
| Operating income | 10,170,116 | 7,997,011 |
| Non-operating revenues (expenses): | | |
| Investment earnings | 112,025 | 135,318 |
| Loss on disposal of capital assets | (40,631) | (289,327) |
| Interest and fiscal charges | (8,244,749) | (8,599,496) |
| Other local taxes (kWh taxes) | 2,086 | 25,222 |
| Other nonoperating expense (kWh paid to State) | <u>-</u> | <u>(24,859)</u> |
| Total non-operating revenues (expenses) | <u>(8,171,269)</u> | <u>(8,753,142)</u> |
| Income (loss) before special items | 1,998,847 | (756,131) |
| Special item - Meldahl license sharing agreement | <u>-</u> | <u>3,888,044</u> |
| Change in net assets | 1,998,847 | 3,131,913 |
| Net assets - beginning of year | <u>11,646,094</u> | <u>8,514,181</u> |
| Net assets - end of year | \$ <u>13,644,941</u> | <u>11,646,094</u> |

See notes to financial statements.

**CITY OF HAMILTON, OHIO - ELECTRIC SYSTEM
STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2011 AND 2010**

| | <u>2011</u> | <u>2010</u> |
|--|-----------------------------|--------------------------|
| Cash flows from operating activities: | | |
| Cash received from customers | \$ 63,327,595 | 65,847,324 |
| Cash paid for employee services and benefits | (10,566,699) | (10,537,067) |
| Cash paid to suppliers for goods and services | <u>(32,758,568)</u> | <u>(32,157,233)</u> |
| Net cash provided by operating activities | <u>20,002,328</u> | <u>23,153,024</u> |
| Cash flows from noncapital financing activities: | | |
| Kilowatt hour taxes received | 2,086 | 25,222 |
| Kilowatt hour taxes paid to the State | - | (24,859) |
| Advances out to other funds | <u>(425,000)</u> | <u>-</u> |
| Net cash provided (used) by noncapital financing activities | <u>(422,914)</u> | <u>363</u> |
| Cash flows from capital and related financing activities: | | |
| Payments for capital acquisition | (12,078,244) | (7,392,283) |
| Debt principal payments | (7,025,000) | (6,800,000) |
| Debt interest payments | <u>(7,354,690)</u> | <u>(7,682,376)</u> |
| Net cash used by capital and related financing activities | <u>(26,457,934)</u> | <u>(21,874,659)</u> |
| Cash flows from investing activities: | | |
| Interest from investments | <u>120,595</u> | <u>177,448</u> |
| Net change in cash and investments | (6,757,925) | 1,456,176 |
| Cash and investments at beginning of year | <u>39,176,536</u> | <u>37,720,360</u> |
| Cash and investments at end of year | \$ <u><u>32,418,611</u></u> | <u><u>39,176,536</u></u> |
| Reconciliation of operating income to net cash providing by operating activities: | | |
| Operating income | \$ 10,170,116 | 7,997,011 |
| Adjustments to reconcile operating income to net cash provided by operating activities: | | |
| Depreciation | 10,751,205 | 10,578,195 |
| Non-operating revenue | - | 2,430,000 |
| Change in Assets and Liabilities: | | |
| (Increase) decrease in receivables | (11,186) | (75,001) |
| (Increase) decrease in inventory | (1,110,551) | 1,329,095 |
| (Increase) decrease in prepaid items | 699,731 | (111,656) |
| Increase (decrease) in customer deposits payable | 10,697 | 29,004 |
| Increase (decrease) in payables | (304,251) | 997,441 |
| Increase (decrease) in accrued liabilities | (74,808) | (9,944) |
| Increase (decrease) in intergovernmental payables | <u>(128,625)</u> | <u>(11,121)</u> |
| Net cash provided by operating activities | \$ <u><u>20,002,328</u></u> | <u><u>23,153,024</u></u> |
| Schedule of noncash activities: | | |
| Outstanding liabilities for purchase of certain capital assets | \$ 812,772 | 1,455,974 |
| Change in fair value of investments | 8,171 | 11,818 |

See notes to financial statements.

CITY OF HAMILTON, OHIO – ELECTRIC SYSTEM

Notes to Financial Statements Years Ended December 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Reporting Entity – The City of Hamilton, Ohio – Electric System (Electric System) is a utility operating as a separate enterprise fund of the City of Hamilton, Ohio (City). The Electric System is controlled by and is dependent on the City’s executive and legislative branches. Control by or dependence on the City is determined on the basis of outstanding debt secured by revenues or general obligations of the City, obligation of the City to finance any deficits that may occur, or receipt of subsidies from the City.

Measurement Focus, Basis of Accounting and Basis of Presentation – The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America as applied to government units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The financial statements are reported using the economic resources measurement 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 cash flows. The Electric System has elected only to apply Financial Accounting Standards Board (FASB) guidance issued on or before November 30, 1989 that do not conflict with or contradict GASB pronouncements.

Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with the Electric System’s principal ongoing operations. The principal operating revenues are charges to customers for sales and services. Operating expenses include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting these definitions are reported as non-operating revenues and expenses.

Income Taxes – The Electric System, which is owned and operated by the City, is exempt from income taxes since it is a division of a municipality.

Cash and Investments – Certain Electric System cash and investments are held in the City Treasury and pooled for investment management purposes. The portion of these pooled funds owned by the Electric System is reported as cash and investments. The Electric System’s investments are stated at fair value. Interest earned on funds invested is distributed on the basis of the relationship of the average monthly balance of all funds, including the Electric System.

Inventories – Inventories are stated at the lower of cost or market based on a moving-average cost method.

Capital Assets – Expenditures that increase values or extend the useful life of the respective assets are capitalized while the costs of maintenance and repairs are charged to operating expenses. Interest costs related to the construction of property, plant and equipment are capitalized. Depreciation is calculated on a straight-line basis over the estimated useful life of the various classes of assets. The range of useful lives for computing depreciation is 3 to 75 years.

Bond Discounts and Issuance Costs – Unamortized bond discounts and issuance costs are amortized on the interest method over the term of the related bonds. Amortization of bond discounts was \$59,644 and \$63,700 in 2011 and 2010, respectively. Amortization of issuance costs in 2011 and 2010 amounted to \$324,686 and \$341,915, respectively.

Compensated Absences - The Electric System follows the provisions of GASB Statement No. 16, “Accounting for Compensated Absences”. Vacation and compensatory time benefits are accrued as a liability as the benefits are earned if the employees' rights to receive compensation are attributable to services already rendered and it is probable that the Electric System will compensate the employees for the benefits through paid time off or some other means. Sick leave termination benefits are accrued using the vesting method. The liability includes the employees who are currently eligible to receive termination benefits and those employees for whom it is probable that they will become eligible to receive payment in the future. The amount is based on accumulated sick leave and employees' wage rates at year-end.

Special Item – Special items are transactions or events that are within the control of the Electric System and that are either unusual in nature or infrequent in occurrence. In 2010, the Federal Energy Regulatory Commission approved American Municipal Power, Inc. (AMP) as a licensee with the City to construct, operate, and maintain the 105-megawatt Meldahl Hydroelectric Project. The license was previously approved for the City only. As compensation, AMP paid \$4,860,000 to the City in 2010. \$971,956 of capital assets related to the acquisition of the license is attributable to AMP's share of the license, resulting in a net amount of \$3,888,044, which is reported as a special item.

Use of Estimates – The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. CASH AND INVESTMENTS

The Electric System follows the practice of pooling cash and investments with the City Treasurer except for the cash and investments of certain accounts maintained by trustees. Pooled cash and investments of the Electric System totaled \$26,079,658 and \$32,886,539 at December 31, 2011 and 2010, respectively, and consisted of demand deposits, money market funds, U.S. government securities and STAR Ohio. Cash and investments held by trustees were \$6,338,953 and \$6,289,997 as of December 31, 2011 and 2010, respectively.

Star Ohio is an investment pool managed by the State Treasurer's Office, which allows governments within the State to pool their funds for investment purposes. STAR Ohio is not registered with the SEC as an investment company, but does operate in a manner consistent with Rule 2a7 of the Investment Company Act of 1940. Investments in STAR Ohio are valued at STAR Ohio's share price, which is the price the investment could be sold for on December 31, 2011.

Deposits – Custodial credit risk is the risk that in the event of a bank failure, the City’s deposits may not be returned to it. The City does not have a custodial risk policy. As of December 31, 2011, nearly 98% of the City’s deposits with financial institutions, including the amount of pooled deposits related to the Electric System, were exposed to custodial credit risk because they are considered uninsured and uncollateralized. However, the State of Ohio has established by statute a collateral pooling system for financial institutions acting as public depositories. Public depositories must pledge qualified securities with fair values greater than the total amount of all public deposits to be secured by the collateral pool. This pooled collateral covers the Electric System’s uninsured and uncollateralized deposits.

Investments – The State of Ohio statutes, Electric Revenue Bond indentures, and the City Charter authorize the City to invest in obligations of the U.S. Treasury, agencies, instrumentalities, and repurchase agreements. Custodial credit risk in regards to investments is the risk that, in the event of a failure of a counter party, the City will not be able to recover the value of its investments or collateral securities that are in possession of an outside party. The City employs the use of “safekeeping” accounts to hold and maintain custody of its investments as identified within this policy and as means of mitigating this risk.

Interest rate risk is the risk that the City will incur fair value losses arising from rising interest rates. Such risk is mitigated by the investment policy by limiting investments to certain maximum maturities. As a rule, unless specified otherwise within the policy, investments are to have a maximum maturity of five years unless the investment is matched to a specific expenditure. The context of a specific investment purchase must be weighed in proportion to the remainder of the existing investment portfolio and the “prudent investor” rule to attempt to limit such risk.

The City’s pooled investments, as well as the investments held by trustees specifically for the Electric System, are invested primarily in U.S. governmental agency securities with a credit rating of AA+ and an average maximum maturity of 4.69 years and STAR Ohio which has a credit rating of AAAM.

3. ACCOUNTS RECEIVABLE

Receivables at December 31, 2011 and 2010 consist of the following:

| | <u>2011</u> | <u>2010</u> |
|---|---------------------|--------------------|
| Earned and unbilled consumer accounts | \$ 3,972,593 | 4,120,902 |
| Earned and billed consumer accounts | 6,918,921 | 6,797,871 |
| Other | 133,975 | 81,428 |
| Less allowance for uncollectible accounts | <u>(4,378,384)</u> | <u>(4,364,282)</u> |
| Total | \$ <u>6,647,105</u> | <u>6,635,919</u> |

4. RESTRICTED ASSETS

Restricted assets consist of assets whose use has been restricted by bond indenture for debt service and rate stabilization. Restricted assets were \$10,338,953 and \$10,289,997 at December 31, 2011 and 2010, respectively.

5. CAPITAL ASSETS

Capital asset activity for the years ended December 31, 2011 and 2010 was as follows:

| | Balance <u>1/1/11</u> | <u>Increases</u> | <u>Decreases</u> | Balance <u>12/31/11</u> |
|---|--------------------------|-------------------|---------------------|----------------------------|
| <i>Nondepreciable capital assets:</i> | | | | |
| Land | \$ 1,974,917 | - | - | 1,974,917 |
| Construction in progress | <u>26,749,720</u> | <u>7,476,875</u> | <u>(10,058,693)</u> | <u>24,167,902</u> |
| Subtotal | <u>28,724,637</u> | <u>7,476,875</u> | <u>(10,058,693)</u> | <u>26,142,819</u> |
| <i>Capital assets being depreciated:</i> | | | | |
| Intangibles | 1,070,786 | - | - | 1,070,786 |
| Buildings and improvements | 16,373,310 | 115,212 | - | 16,488,522 |
| Machinery and equipment | <u>346,847,698</u> | <u>13,901,648</u> | <u>(194,924)</u> | <u>360,554,422</u> |
| Subtotal | <u>364,291,794</u> | <u>14,016,860</u> | <u>(194,924)</u> | <u>378,113,730</u> |
| Totals at historical cost | <u>393,016,431</u> | <u>21,493,735</u> | <u>(10,253,617)</u> | <u>404,256,549</u> |
| Less accumulated depreciation: | | | | |
| Intangibles | 64,248 | 21,416 | - | 85,664 |
| Buildings and improvements | 6,974,180 | 217,869 | - | 7,192,049 |
| Machinery and equipment | <u>255,138,008</u> | <u>10,511,920</u> | <u>(154,293)</u> | <u>265,495,635</u> |
| Total accumulated depreciation | <u>262,176,436</u> | <u>10,751,205</u> | <u>(154,293)</u> | <u>272,773,348</u> |
| Capital assets, net | \$ <u>130,839,995</u> | <u>10,742,530</u> | <u>(10,099,324)</u> | <u>131,483,201</u> |

| | Balance 1/1/10 | Increases | Decreases | Balance 12/31/10 |
|---|------------------------------|---------------------------|---------------------------|---------------------------|
| <i>Nondepreciable capital assets:</i> | | | | |
| Land | \$ 1,929,435 | 45,482 | - | 1,974,917 |
| Construction in progress | <u>22,970,893</u> | <u>5,199,382</u> | <u>(1,420,555)</u> | <u>26,749,720</u> |
| Subtotal | <u>24,900,328</u> | <u>5,244,864</u> | <u>(1,420,555)</u> | <u>28,724,637</u> |
| <i>Capital assets being depreciated:</i> | | | | |
| Intangibles | 2,083,240 | - | (1,012,454) | 1,070,786 |
| Buildings and improvements | 16,240,369 | 132,941 | - | 16,373,310 |
| Machinery and equipment | <u>343,815,693</u> | <u>4,059,396</u> | <u>(1,027,391)</u> | <u>346,847,698</u> |
| Subtotal | <u>362,139,302</u> | <u>4,192,337</u> | <u>(2,039,845)</u> | <u>364,291,794</u> |
| Totals at historical cost | <u>387,039,630</u> | <u>9,437,201</u> | <u>(3,460,400)</u> | <u>393,016,431</u> |
| Less accumulated depreciation: | | | | |
| Intangibles | 83,330 | 21,416 | (40,498) | 64,248 |
| Buildings and improvements | 6,738,110 | 236,070 | - | 6,974,180 |
| Machinery and equipment | <u>245,105,693</u> | <u>10,320,709</u> | <u>(288,394)</u> | <u>255,138,008</u> |
| Total accumulated depreciation | <u>251,927,133</u> | <u>10,578,195</u> | <u>(328,892)</u> | <u>262,176,436</u> |
| Capital assets, net | \$ <u><u>135,112,497</u></u> | <u><u>(1,140,994)</u></u> | <u><u>(3,131,508)</u></u> | <u><u>130,839,995</u></u> |

6. LONG-TERM DEBT

In May 2005, the City converted its 2002 Series A and B Variable Rate Revenue Refunding Bonds from a seven-day floating variable interest rate to a term fixed rate for the remaining term of the bonds. The revenue bonds fully mature in 2025.

On September 9, 2009, the City issued \$18,620,000 in Series 2009A Electric System Revenue Bonds and \$14,520,000 in Series 2009B Taxable Electric System Build America Revenue Bonds to currently refund bond anticipation notes and provide funding for Electric System transmission and distribution improvements. With the issuance of the Build America Bonds, the City will be entitled to receive an interest subsidy payment of 35% from the U.S. Treasury on any interest payment date. The Series 2009A revenue bonds fully mature in 2030 with interest from 2.0% to 5.0% per annum. The Series 2009B Build America Bonds fully mature in 2039 with interest from 6.5% to 6.6% per annum.

Debt activity for the year ended December 31, 2011 was as follows:

| | Balance | | | Balance | Due |
|----------------------------|-----------------------|-----------|--------------------|--------------------|------------------|
| | 1/1/11 | Additions | Reductions | 12/31/11 | Within |
| | | | | | One Year |
| Series 2005 Refunding | \$ 135,635,000 | - | (7,025,000) | 128,610,000 | 7,255,000 |
| Series 2009A Revenue Bonds | 18,620,000 | - | - | 18,620,000 | 195,000 |
| Series 2009B Revenue BABs | 14,520,000 | - | - | 14,520,000 | - |
| Less deferred amount: | | | | | |
| on refunding | (4,893,600) | - | 562,075 | (4,331,525) | - |
| for issuance discounts | (643,113) | - | 59,644 | (583,469) | - |
| | \$ <u>163,238,287</u> | <u>-</u> | <u>(6,403,281)</u> | <u>156,835,006</u> | <u>7,450,000</u> |

Debt activity for the year ended December 31, 2010 was as follows:

| | Balance | | | Balance | Due |
|----------------------------|-----------------------|-----------|--------------------|--------------------|------------------|
| | 1/1/10 | Additions | Reductions | 12/31/10 | Within |
| | | | | | One Year |
| Series 2005 Refunding | \$ 142,435,000 | - | (6,800,000) | 135,635,000 | 7,025,000 |
| Series 2009A Revenue Bonds | 18,620,000 | - | - | 18,620,000 | - |
| Series 2009B Revenue BABs | 14,520,000 | - | - | 14,520,000 | - |
| Less deferred amount: | | | | | |
| on refunding | (5,483,854) | - | 590,254 | (4,893,600) | - |
| for issuance discounts | (706,813) | - | 63,700 | (643,113) | - |
| | \$ <u>169,384,333</u> | <u>-</u> | <u>(6,146,046)</u> | <u>163,238,287</u> | <u>7,025,000</u> |

Under the terms of the revenue bond indenture, the City has agreed to certain covenants including, among other things, maintaining revenue levels and providing for operating expenses and debt service. The revenue bonds are insured under municipal bond insurance policies. Under the terms of the policies, the payments of principal and interest are guaranteed by the insurer.

A summary of the System's annual debt service requirements as of December 31, 2011 follows:

| | Principal | Interest | Total |
|-----------|-----------------------|-------------------|--------------------|
| 2012 | \$ 7,450,000 | 7,424,641 | 14,874,641 |
| 2013 | 7,700,000 | 7,137,796 | 14,837,796 |
| 2014 | 8,540,000 | 6,833,471 | 15,373,471 |
| 2015 | 8,805,000 | 6,496,211 | 15,301,211 |
| 2016 | 9,080,000 | 6,144,251 | 15,224,251 |
| 2017-2021 | 50,130,000 | 24,587,485 | 74,717,485 |
| 2022-2026 | 50,045,000 | 12,121,272 | 62,166,272 |
| 2027-2031 | 6,835,000 | 5,398,400 | 12,233,400 |
| 2032-2036 | 7,700,000 | 3,361,320 | 11,061,320 |
| 2037-2039 | 5,465,000 | 731,610 | 6,196,610 |
| Total | \$ <u>161,750,000</u> | <u>80,236,457</u> | <u>241,986,457</u> |

7. **DEFINED BENEFIT PENSION PLANS AND OTHER POSTEMPLOYMENT BENEFITS**

The Electric System contributes to the Ohio Public Employees Retirement System, the City of Hamilton Metropolitan Pension Plan, and post-employment life insurance.

Ohio Public Employees Retirement System (OPERS)

The OPERS administers three separate pension plans:

- The Traditional Pension Plan – a cost-sharing multiple-employer defined benefit pension plan.
- The Member-Directed Plan – a defined contribution plan in which the member invests both member and employer contributions (employer contributions vest over five years at 20% per year). Under the Member-Directed Plan, members accumulate retirement assets equal to the value of member and vested employer contributions plus any investment earnings thereon.
- The Combined Plan – a cost sharing multiple-employer defined benefit pension plan. Under the Combined Plan, employer contributions are invested by the retirement system to provide a formula retirement benefit similar in nature to the Traditional Plan benefit. Member contributions, the investment of which is self-directed by the members, accumulate retirement assets in a manner similar to the Member-Directed Plan.

OPERS provides retirement, disability, survivor and death benefits, and annual cost of living adjustments to members and of the Traditional Plan and Combined Plan. Members of the Member-Directed Plan do not qualify for ancillary benefits. The authority to establish and amend benefits is provided by state statute per Chapter 145 of the Ohio Revised Code. OPERS issues a stand-alone financial report that may be obtained by writing to the OPERS, 277 East Town Street, Columbus, Ohio 43215-4642.

Plan members are required to contribute 10.0% of their annual covered salary. The City was required to contribute 14.0% of covered payroll for employees. The Electric System's required contributions to OPERS for the years ended December 31, 2011, 2010, and 2009 were approximately \$1,097,000, \$1,055,000, and \$1,131,000, respectively, equal to the required contributions for each year.

OPERS maintains a cost-sharing multiple employer defined benefit post-employment healthcare plan, which includes a medical plan, prescription drug program and Medicare Part B premium reimbursement, to qualifying members of both the Traditional Pension and the Combined Plans. Members of the Member-Directed Plan do not qualify for ancillary benefits, including post-employment health care coverage.

In order to qualify for post-employment health care coverage, age-and-service retirees under the Traditional Pension and Combined Plans must have 10 or more years of qualifying Ohio service credit. Health care coverage for disability benefit recipients and qualified survivor benefit recipients is available. The health care coverage provided by OPERS meets the definition of an Other Post Employment Benefit (OPEB) as described in GASB Statement 45.

The Ohio Revised Code permits, but does not mandate, OPERS to provide OPEB benefits to its eligible members and beneficiaries. Authority to establish and amend benefits is provided in Chapter 145 of the Ohio Revised Code.

The Ohio Revised Code provides the statutory authority requiring public employers to fund post retirement health care coverage through their contributions to OPERS. A portion of each employer's contribution to OPERS is set aside for the funding of post retirement health care benefits. Employer contribution rates are expressed as a percentage of the covered payroll of active members. In 2011, the City contributed 14.0% of covered payroll. The Ohio Revised Code currently limits the employer contribution to a rate not to exceed 14.0% of covered payroll. Active members do not make contributions to the OPEB Plan.

The OPERS' Post Employment Health Care plan was established under, and is administrated in accordance with, Internal Revenue Code 401(h). Each year, the OPERS Board of Trustees determines the portion of the employer contribution rate that will be set aside for funding of postemployment health care benefits. The portion of employer contributions allocated to health care for members in the Traditional Plan was 4.0% during calendar year 2011. The portion of employer contributions allocated for health care for members in the Combined Plan was 6.05% during calendar year 2011. The portion of employer contributions allocated to health care for the calendar year beginning January 1, 2012 remained the same, but they are subject to change based on Board action. Employers will be notified if the portion allocated to health care changes during calendar year 2012. The OPERS Board of Trustees is also authorized to establish rules for the retiree, or their surviving beneficiaries, to pay a portion of the health care benefits provided. Payments amounts vary depending on the number of covered dependents and the coverage selected. The portion of the Electric System's contributions that were used to fund post employment benefits was approximately \$313,000, \$383,000, and \$475,000 for 2011, 2010, and 2009, respectively.

The Health Care Preservation Plan adopted by the OPERS Board of Trustees on September 9, 2004, was effective January 1, 2007. Members and employer contribution rates increased on January 1 of each year from 2006 to 2008. These increases allowed additional funds to be allocated to the health care plan.

Metropolitan Pension Plan

Employees of the City who were not included under the Ohio Public Employees Retirement System (OPERS) prior to May 15, 1962 and who were included under a Group Annuity Contract of the Metropolitan Life Insurance Company participate in the City of Hamilton Metropolitan Pension Plan, a single-employer defined benefit pension plan.

Upon retirement, plan participants are entitled to a supplemental retirement benefit paid by the City, equal to the difference between OPERS benefits that would have been payable to such employee had the employee been covered by OPERS during the full period of employment and actual OPERS benefits received. Benefit provisions of the plan are established and may be amended by the City Council through ordinance. All current participants in the Metropolitan Pension Plan are retired from service with the City.

For fiscal year 2011, the portion of the Electric System's annual pension cost was \$55,782. The Electric System contributed 89.8%, or \$50,117, resulting in a net pension obligation of \$5,665. For the preceding two years, the City determined the net pension obligation to be immaterial, as annual pension cost approximated City contributions. The Electric System's portion of the total unfunded accrued liability at year end was \$383,001.

The actuarial valuation date was December 31, 2011 and the accrued liability was calculated using the entry age normal cost method. The Metropolitan Pension Plan currently has no assets. The amortization method used was level dollar and the amortization period was 8 years.

Retiree Life Insurance

The City provides post-employment life insurance coverage through the Hartford Insurance Company. The insurance coverage provided is considered an other post-employment benefit (OPEB) as described in GASB Statement No. 45.

Eligible employees are grouped into two classes. Employees who retired prior to March 1, 1977 are eligible to receive \$2,000 in life insurance benefits. Employees who retired after March 1, 1977 are eligible to receive \$4,000 in life insurance benefits. Benefit provisions of the plan are established and may be amended by City Council through ordinance.

For fiscal year 2011, the portion of the Electric System's annual OPEB cost was \$11,346. The Electric System contributed 85.8%, or \$9,729, resulting in a net OPEB obligation of \$1,617. For the preceding two years, the City determined the net OPEB obligation to be immaterial, as the annual OPEB cost approximated City contributions. The Electric System's portion of the total unfunded accrued liability at year end was \$163,186.

The actuarial valuation date was December 31, 2011 and the accrued liability was calculated using the entry age normal cost method. The City's post-employment life-insurance plan currently has no assets.

8. RELATED PARTY TRANSACTIONS

Under an arrangement with the City, the Electric System provides street lighting and traffic light services to the City, without charge. Street and traffic light facilities used approximately 5,717,396 kilowatt-hours and 5,506,147 kilowatt-hours of electrical energy in both 2011 and 2010, respectively, and the estimated operating cost of supplying these free services was \$343,000 and \$280,000 in 2011 and 2010, respectively.

The City's Gas System provides gas to the Electric System for use in the generation of electricity. Gas costs of \$676,000 and \$262,000 in 2011 and 2010, respectively, paid to the Gas System are included in operating expenses.

The Electric System sells electricity to the City's Water and Wastewater Systems. Included in revenues are sales to the Water System and Wastewater System in 2011 and 2010 of \$1,464,232 (\$856,636 and \$607,596) and \$1,560,160 (\$900,337 and \$659,823), respectively.

The Electric System is allocated from the City a portion of the City's administrative cost. In addition, it was charged expenses by the City's internal service funds, which provide services to various City departments. Total expenses for these items were approximately \$2,741,000 and \$2,861,000 in 2011 and 2010, respectively, and are included in other operating expenses.

9. CONTINGENT LIABILITIES

Various claims and lawsuits are pending against the City involving the Electric System. The City believes that the ultimate disposition of such claims and lawsuits will not have a material adverse effect on the financial position of the Electric System.

10. RISK MANAGEMENT

The City is exposed to various risks of loss related to torts and liability, damage to and theft of or destruction of assets; errors and omissions; injuries to employees; and natural disasters. The City maintains comprehensive insurance coverage, for all City departments including the Electric System, with private carriers for real property, building contents, vehicle, property and general liability insurance, police professional liability, and public officials errors and omissions insurance. Vehicle policies include liability coverage for bodily injury and property damage. Claim payments have not exceeded coverage in the past three years. There was no decline in the level of coverage from the prior year.

11. JOINT VENTURES/JOINTLY GOVERNED ORGANIZATIONS

The City of Hamilton is a member of a number of Governmental Joint Ventures and Jointly Governed Organizations as described in GASB Statement No. 14, The Financial Reporting Entity. The following is a list of organizations and a brief description of the Joint Venture and the Jointly Governed Organizations pertaining specifically to the Electric System of the City.

(a) AMP, Inc. – The City is a member of American Municipal Power Ohio, Inc. (AMP). AMP is a non-profit corporation organized under Ohio law and Internal Revenue Code Section 501 and is a jointly governed organization. The organization operates on a non-profit basis for the mutual benefit of its member municipalities, all of whom own or operate a municipal electric system. The non-profit corporation is dedicated to providing member assistance and low-cost power supplies.

The controlling board of AMP, Inc. is based upon a representative from several of the member communities. The degree of control exercised by any participating government is limited to its representation on the board. The continued existence of the corporation is not dependent upon the City. Complete financial statements may be obtained from AMP, Inc., 1111 Schrock Road, Columbus, Ohio 43219.

(b) American Municipal Power (AMP) – OMEGA JV2 Project – In December 2000, the City became a part of the OMEGA (Ohio Municipal Energy Generation Association) JV2 Project. The OMEGA JV2 project is a joint venture among the City of Hamilton and 35 other participating municipalities created under the auspices of the Ohio Constitution section XVIII, Sections 3 and 4 and Ohio Revised Code Section 715.02. All of the participating communities are members of AMP, Inc. and the joint venture has appointed that non-profit corporation to perform certain management functions. The purpose of the joint venture is to create distributive generation among the participating members allowing for increased electric production capacity during peak demand. The degree of control exercised by any participating member is weighted in proportion to each participant's project share, which is 23.87% for the City (a non-majority voting position). Project share is equal to the amount of the distributive generation capacity for each of the members. Membership in the joint venture is defined as financing or non-financing participant, as well as owner or purchasing participant, for which the City qualified as a financing, purchasing participant. As a financing participant, the City makes payments to OMEGA JV2.

The following amounts were expended by the Electric Fund and recorded within the Purchase of Electric expense account to the OMEGA JV2 in 2011 and 2010:

| | <u>2011</u> | <u>2010</u> |
|----------------------|-------------|-------------|
| Payments - OMEGA JV2 | \$ 507,748 | 466,262 |

The continued existence of OMEGA JV2 is dependent upon the City's continued participation but the City, as a financing purchasing participant, does not have an equity interest in OMEGA JV2. Complete financial statements may be obtained from AMP, Inc., 1111 Schrock Road, Columbus, Ohio 43219.

12. CONTRACTUAL COMMITMENTS

At December 31, 2011, the Electric System had contractual commitments of approximately \$1,106,000 related to property, plant and equipment improvements and additions, as well as various other contract and agreements to provide or receive services related to the Electric System operations.

13. CLOSURE OF THE ELECTRIC SYSTEM TO COMPETITION

In March 2002, the Hamilton City Council adopted an ordinance effectively closing the municipal borders of the City to electric deregulation. With the adoption of the ordinance, electric customers within these corporate boundaries must purchase their electricity from the Hamilton Electric System.