

Town of Stowe Electric Department

FINANCIAL STATEMENTS

June 30, 2019

Town of Stowe Electric Department
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Kittell Branagan & Sargent

Certified Public Accountants

Vermont License # 167

INDEPENDENT AUDITOR'S REPORT

To the Board of Commissioners,
Town of Stowe Electric Department
Stowe, Vermont

We have audited the accompanying financial statements of Town of Stowe Electric Department of Stowe, Vermont, as of and for the year ended June 30, 2019, and the related notes to the financial statements, as listed in the table of contents.

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 an opinion on these financial statements based on our audit. We conducted our audit 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity'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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Town of Stowe Electric Department of Stowe, Vermont, as of June 30, 2019, and the changes in financial position and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only SED and do not purport to, and do not present fairly the financial position of the Town of Stowe, Vermont, as of June 30, 2019 and 2018, the changes in its financial position and cash flows, where applicable, for the years then ended in the conformity with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matters

Management has omitted the management discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing 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 the financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Kittell Brangan + Snyunt

St. Albans, Vermont
January 18, 2020

Town of Stowe Electric Department
STATEMENTS OF NET POSITION
June 30,

ASSETS

	<u>2019</u>	<u>2018</u>
CURRENT ASSETS		
Cash	\$ 1,635,805	\$ 2,286,603
Accounts receivable	891,875	1,168,172
Unbilled revenue	969,232	951,930
Accrued interest receivable	202,171	156,591
Inventories	233,901	195,607
Prepaid expenses	<u>24,123</u>	<u>16,122</u>
TOTAL CURRENT ASSETS	3,957,107	4,775,025
 CASH - Restricted	 2,041,479	 472,696
 UTILITY PLANT, net	 12,555,328	 11,135,541
 INVESTMENTS	 5,735,542	 24,036,042
 DEFERRED CHARGES, net of amortization	 <u>16,477</u>	 <u>17,131</u>
 TOTAL ASSETS	 <u>\$ 24,305,933</u>	 <u>\$ 40,436,435</u>

LIABILITIES, DEFERRED INFLOWS AND NET POSITION

CURRENT LIABILITIES		
Accounts payable	\$ 1,251,466	\$ 1,802,134
Other accrued expenses	372,117	429,596
Due to Town	152,977	145,312
Accrued interest payable	54,441	49,841
Current portion of notes payable	929,236	161,050
Current portion of general obligation bonds	<u>262,080</u>	<u>262,080</u>
TOTAL CURRENT LIABILITIES	<u>3,022,317</u>	<u>2,850,013</u>
 LONG-TERM LIABILITIES		
Notes payable (net of current portion)	3,059,716	22,394,327
General obligation bonds (net of current portion)	<u>5,318,680</u>	<u>5,580,760</u>
TOTAL LONG-TERM LIABILITIES	<u>8,378,396</u>	<u>27,975,087</u>
 TOTAL LIABILITIES	 <u>11,400,713</u>	 <u>30,825,100</u>
 DEFERRED INFLOWS OF RESOURCES		
Deferred contribution for fixed assets	70,000	145,000
Deferred gain on hedge sale	-	14,950
TOTAL DEFERRED INFLOWS OF RESOURCES	<u>70,000</u>	<u>159,950</u>
 NET POSITION		
Net investment in Capital Assets	7,552,854	5,898,604
Restricted	1,341,726	-
Unrestricted	<u>3,940,640</u>	<u>3,552,781</u>
TOTAL NET POSITION	<u>12,835,220</u>	<u>9,451,385</u>
 TOTAL LIABILITIES, DEFERRED INFLOWS AND NET POSITION	 <u>\$ 24,305,933</u>	 <u>\$ 40,436,435</u>

See Notes to Financial Statements.

Town of Stowe Electric Department
 STATEMENTS OF REVENUES, EXPENDITURES
 AND CHANGES IN NET POSITION
 For the Years Ended June 30,

	<u>2019</u>	<u>2018</u>
OPERATING REVENUE	\$ 12,149,283	\$ 11,690,610
OPERATING EXPENSES		
Purchased power	8,096,397	8,816,859
Distribution and transmission	1,107,723	1,255,266
Customer accounts	301,902	281,926
Administrative and general	1,444,405	1,635,688
Depreciation	571,571	554,881
Amortization	654	760
Taxes	<u>118,585</u>	<u>116,313</u>
TOTAL OPERATING EXPENSES	<u>11,641,237</u>	<u>12,661,693</u>
GAIN/(LOSS) FROM OPERATIONS	<u>508,046</u>	<u>(971,083)</u>
OTHER INCOME/(EXPENSES)		
Interest and dividend income	738,669	624,521
Other non-operating income	1,424,312	1,571,710
Gain on sale of asset	1,735,346	-
Interest expense	<u>(1,022,538)</u>	<u>(1,389,777)</u>
TOTAL OTHER INCOME/(EXPENSES)	<u>2,875,789</u>	<u>806,454</u>
CHANGES IN NET POSITION	3,383,835	(164,629)
NET POSITION, Beginning of Year	<u>9,451,385</u>	<u>9,616,014</u>
NET POSITION, End of Year	<u>\$ 12,835,220</u>	<u>\$ 9,451,385</u>

See Notes to Financial Statements.

Town of Stowe Electric Department
 STATEMENTS OF CASH FLOWS
 For the Years Ended June 30,

	<u>2019</u>	<u>2018</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	\$ 12,408,278	\$ 11,403,283
Payments for purchased power	(8,096,397)	(8,816,859)
Payments to suppliers	(2,307,716)	(1,005,234)
Payments to employees	<u>(1,311,676)</u>	<u>(1,424,455)</u>
 NET CASH PROVIDED BY OPERATING ACTIVITIES	 <u>692,489</u>	 <u>156,735</u>
 CASH FLOWS FROM NON-OPERATING ACTIVITIES		
Other receipts	<u>1,334,362</u>	<u>1,466,741</u>
 CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Acquisition and construction of capital assets	(2,977,490)	(1,714,001)
Proceeds from sale of capital assets	2,721,478	-
Interest payments on bonds payable	(173,117)	(174,557)
Interest payments on notes payable	(844,820)	(1,219,022)
Principal reduction of long-term debt	(19,228,506)	(443,507)
Proceeds from Issuance of long-term debt	<u>400,000</u>	<u>1,325,000</u>
 NET CASH (USED) BY CAPITAL AND RELATED FINANCING ACTIVITIES	 <u>(20,102,455)</u>	 <u>(2,226,087)</u>
 CASH FLOWS FROM INVESTING ACTIVITIES		
Sale/(Purchase) of capital stock	18,300,500	(864,840)
Receipt of dividend and interest income	<u>693,089</u>	<u>597,982</u>
 NET CASH FLOWS PROVIDED (USED) BY INVESTING ACTIVITIES	 <u>18,993,589</u>	 <u>(266,858)</u>
 NET INCREASE/(DECREASE) IN CASH	 917,985	 (869,469)
 CASH - Beginning of Year	 <u>2,759,299</u>	 <u>3,628,768</u>
 CASH - End of Year	 <u>\$ 3,677,284</u>	 <u>\$ 2,759,299</u>

See Notes to Financial Statements.

Town of Stowe Electric Department
 STATEMENTS OF CASH FLOWS
 For the Years Ended June 30,

	<u>2019</u>	<u>2018</u>
Reconciliation of operating income to net cash provided(used) by operating activities		
Operating Gain/(loss)	\$ 508,046	\$ (971,083)
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	572,225	555,641
(Increase) decrease in:		
Accounts receivable	276,297	(49,412)
Unbilled revenue	(17,302)	(39,159)
Inventories	(38,294)	2,087
Prepaid expenses	(8,001)	(133)
Increase (decrease) in:		
Accounts payable	(550,668)	(6,797)
Due to Town	7,665	36,771
Other accrued expenses	<u>(57,479)</u>	<u>134,531</u>
Net cash provided by operating activities	<u>\$ 692,489</u>	<u>\$ (337,554)</u>

See Notes to Financial Statements.

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Town of Stowe, Vermont - Electric Department (SED) is a municipally owned utility providing retail electric power to the residents of the Town of Stowe. SED is under the jurisdiction of the Federal Energy Regulatory Commission (FERC) and the Vermont Public Utility Commission with respect to their rates and accounting. For financial statement reporting purposes, the SED is presented on the accrual basis in accordance with the accounting requirements and ratemaking practices of the regulatory authority having jurisdiction.

The financial statements of SED have been prepared in conformity with generally accepted accounting principles (GAAP) 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. SED's significant accounting policies are described below.

Reporting Entity

SED is an enterprise fund of the Town of Stowe, Vermont. It is categorized as a separate proprietary fund and these financial statements are not intended to present fairly the financial position and results of its operations and the cash flows of the proprietary fund types of the Town of Stowe, Vermont. The primary criteria used in determining the separate nature of the SED is its special accounting and report practices required by various regulatory and statutory authorities.

Basis of Presentation

Enterprise funds are proprietary funds used to account for business-like activities provided to the general public. These activities are financed primarily by user charges and the measurement of financial activity focuses on net income measurement similar to the private sector.

Measurement Focus and Basis of Accounting

Measurement focus is a term used to describe which transactions are recorded within the various financial statements. Basis of accounting refers to when transactions are recorded regardless of the measurement focus applied.

Proprietary funds utilize an "economic resources" measurement focus. The accounting objectives of this measurement focus are the determination of operating income, changes in net position (or cost recovery), financial position, and cash flow. All assets and liabilities (whether current or non-current) associated with their activities are reported. Proprietary fund equity is classified as net position.

All proprietary funds utilize the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when the liability is incurred or economic asset used.

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the SED's enterprise fund are charges to customers for sales and service. SED also recognizes as operating revenue the portion of fees intended to recover the cost of connecting new customers to the system. Operating expenses for enterprise funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Assets, Liabilities and Net Position

Cash and Cash Equivalents

For purposes of the statement of cash flows, SED considers all highly liquid investments, including restricted assets, with a maturity of three months or less when purchased to be cash equivalents.

Accounts Receivable

SED reads and bills one-half of the meters on the 6th of each month and the remainder of the meters on the 21st of each month. SED does not provide an allowance for doubtful accounts, but accounts are written off as they are determined to be uncollectible. Any recoveries of accounts written off are netted against current write-offs.

Unbilled Revenue

The amount shown as unbilled revenue represents the amounts billed to customers in July for June energy usage.

Inventories

Inventories, composed of various parts used in the electric system, are stated at cost.

Utility Plant

The utility plant of SED is stated at cost. SED follows the policy of charging to operating expenses annual amounts of depreciation, which allocate the cost of these assets over their estimated useful lives on a straight-line basis for periods of 5 - 50 years. Repairs and maintenance are expensed as incurred.

Investments

SED recognizes income from its affiliates in which it has ownership interests. This ownership includes investment in common and preferred stock of Vermont Electric Power Company, Inc. and membership units of VT Transco, LLC. These investments are recorded at cost because they are not publicly traded and market values are not readily determinable.

Compensated Absences

It is SED's policy to permit employees to accumulate earned but unused paid time off pay benefits. Employees may, depending on level and length of service, be paid for various amounts of their total accrued leave upon termination or retirement. SED accrues a liability for leave hours that meet the criteria for payment at the eligible employees' current rates of pay plus retirement benefits and employment taxes. The accrual for compensated absences was \$177,312 and \$175,818 at June 30, 2019 and 2018, respectively.

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Long-term Obligations

Long-term debt and other long-term obligations are reported as liabilities in SED's balance sheets. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as "other non-current assets" and amortized over the term of the related debt.

Equity Classifications

Equity is classified as net position and displayed in three components:

- a. Net investment in Capital Assets – Consists of capital assets including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes or other borrowings that are attributable to the acquisition, construction or improvement of those assets.
- b. Restricted net position – Consists of net position with constraints placed on the use either by (1) external groups such as creditors, grantors, contributors or laws or regulations of other governments: or (2) law through constitutional provisions or enabling legislation.
- c. Unrestricted net position – All other net position that do not meet the definition of "restricted" or "Net investment in Capital Assets".

Deferred Inflows and Deferred Outflows of Resources

SED recognizes provisions of GASB 63, "Financial Reporting and Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position". This statement provides financial reporting guidance for deferred outflows and deferred inflows of resources.

Deferred outflow of resources- the current consumption of the net assets that is applicable to a future period.

Deferred inflows of resources- the current acquisition of net assets that is applicable to a future reporting period.

Net Position- the residual of assets, deferred outflows of resources, liabilities and deferred inflow of resources.

Revenue Recognition

Customer meters are read by SED on a monthly basis. Revenues are recorded in the accounting period during which the meters are read. Accordingly, the revenues related to energy delivered from the meter reading date to the end of the accounting period are not significant and are recorded in the following period.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 to the financial statements and the reported amounts of revenues and expenditures/expenses during the reporting period. Actual results could differ from those estimates.

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 2 CASH

As of June 30, 2019 and 2018, the carrying amount of SED's deposits with financial institutions was \$3,677,284 and \$2,759,298 and the bank balance was \$3,846,216 and \$2,794,375 respectively. The following table summarized the custodial credit risk coverage of the deposits:

	<u>2019</u>	<u>2018</u>
Federal Depository Insured	\$ 250,000	\$ 339,220
Collateralized	3,500,000	2,295,000
Off-set by Debt	<u>96,216</u>	<u>160,155</u>
	<u>\$ 3,846,216</u>	<u>\$ 2,794,375</u>

NOTE 3 CASH – RESTRICTED

During the year ended December 31, 2005 SED received \$750,000 from the Spruce Peak Realty Company in anticipation of the construction of a 115kV line. These funds may only be used for the costs of the new 115kV line. SED may spend the interest earned on these funds as they see fit

In May 2009 SED received a \$4,000,000 bond from Vermont Municipal Bond Bank for the purpose of funding infrastructure and exclusive facilities. Unspent bond proceeds and the interest earned are restricted and may only be used to pay down the bond.

In May 2018, SED received a \$500,000 bond from Union Bank from upgrades of capital projects related to the cross country ski center and circuits #6 & 7.

In December 2018, SED sold their portion of the Highgate converter. The proceeds from the sale are restricted to the fund future capital projects including the construction of the new office building.

Restricted cash balances were as follows at June 30,:

	<u>2019</u>	<u>2018</u>
Spruce Peak Realty Company - 115kV line project	\$ -	\$ 75,000
2009 VMBB Bond Proceeds	398,953	397,696
Proceeds from sale of capital projects	1,341,726	-
2018 capital projects note	<u>300,800</u>	<u>-</u>
Total Restricted Cash	<u>\$ 2,041,479</u>	<u>\$ 472,696</u>

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 3 CASH – RESTRICTED (continued)

In 2009, Stowe Electric Department received dividends and paid interest as required under the Lamoille County settlement. Due to a delay in the facility going online, VELCO retained payments totaling \$658,818 in an interest-bearing escrow account. The escrowed funds are restricted to pay Stowe Electric Department’s specific facility expenses in the final year of the settlement. Total escrow funds, including interest of \$672,908 were used to pay specific facilities expenses during fiscal year 2019.

NOTE 4 INVESTMENTS

Investments which are privately traded are stated at cost and consisted of the following as of June 30,:

	2019		2018	
	Shs/Units	Cost	Shs/Units	Cost
VELCO				
Class C Preferred Stock	981	\$ 1,472	981	\$ 1,472
Class B Common Stock	2,078	207,800	2,078	207,800
Class C Common Stock	1,487	148,700	1,487	148,700
VT Transco, LLC				
Class A Membership Units	236,614	2,366,140	1,041,836	10,418,360
Class B Membership Units	301,143	<u>3,011,430</u>	1,325,971	<u>13,259,710</u>
TOTAL INVESTMENTS		<u>\$ 5,735,542</u>		<u>\$24,036,042</u>

NOTE 5 CAPITAL ASSETS

Capital assets activity for the year ended June 30, 2019 was as follows:

	Balance at 6/30/18	Increases	Decreases	Balance at 6/30/19
Capital assets, not being depreciated:				
Construction in progress	<u>\$ 1,566,364</u>	<u>\$ 293,457</u>	<u>\$ (1,722,426)</u>	<u>\$ 137,395</u>
Capital assets, being depreciated:				
Land	60,634	181,161	-	241,795
Buildings and improvements	273,429	3,779,277	-	4,052,706
Equipment - general plant	2,083,387	173,493	-	2,256,880
Improvements - distribution	700,500	24,616	-	725,116
Infrastructure - distribution	2,775,837	78,131	-	2,853,968
Infrastructure - transmission	<u>11,433,011</u>	<u>169,781</u>	<u>(1,027,686)</u>	<u>10,575,106</u>
Total capital assets, being depreciated	<u>17,326,798</u>	<u>4,406,459</u>	<u>(1,027,686)</u>	<u>20,705,571</u>

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 5 CAPITAL ASSETS (continued)

	Balance at 6/30/18	Increases	Decreases	Balance at 6/30/19
Less accumulated depreciation for:				
Land and land rights	(41,255)	(888)	-	(42,143)
Buildings and improvements	(190,592)	(28,849)	-	(219,441)
Equipment - general plant	(1,622,997)	(150,932)	-	(1,773,929)
Improvements - distribution	(306,215)	(58,148)	-	(364,363)
Infrastructure - distribution	(1,710,167)	(62,978)	-	(1,773,145)
Infrastructure - transmission	<u>(3,886,395)</u>	<u>(269,379)</u>	<u>41,553</u>	<u>(4,114,221)</u>
 Accumulated depreciation for capital assets	 <u>(7,757,621)</u>	 <u>(571,174)</u>	 <u>41,553</u>	 <u>(8,287,242)</u>
 CAPITAL ASSETS, net	 <u>\$ 11,135,541</u>	 <u>\$ 4,128,742</u>	 <u>\$ (2,708,559)</u>	 <u>\$ 12,555,724</u>

NOTE 6 DEFERRED CHARGES

Loan origination fees are amortized by the straight-line method over the life of the loan.

The balances in deferred charges consisted of the following at June 30,:

	<u>2019</u>	<u>2018</u>
Deferred Bond Issuance Costs	\$ 19,795	\$ 19,795
Accumulated amortization	<u>(3,318)</u>	<u>(2,664)</u>
 Net Bond Issuance Costs	 <u>16,477</u>	 <u>17,131</u>
 Total Deferred Charges	 <u>\$ 16,477</u>	 <u>\$ 17,131</u>

SED had amortization expense of \$654 and \$760 for the years ended June 30, 2019 and 2018, respectively. In accordance with ASU 2015-03, the amortization is reflected in interest expense.

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 7 DEBT

General obligation bonds consist of the following at June 30, 2019:

	<u>Amount Outstanding 6/30/18</u>	<u>Additions</u>	<u>Deletions</u>	<u>Amount Outstanding 6/30/19</u>	<u>Current</u>
Municipal bond issued by Vermont Municipal Bond Bank, due November 2039, interest is variable and due semi-annually, principal payments due annually.	\$ 2,920,000	\$ -	\$ (135,000)	\$ 2,785,000	\$ 135,000
4.2% bond payable to VT Economic Development Authority Bond, Issued by Union Bank, with 3.3% subsidy to off set interest. Annual principal payments of \$127,080 plus interest, due February 2041.	<u>2,922,840</u>	<u>-</u>	<u>(127,080)</u>	<u>2,795,760</u>	<u>127,080</u>
TOTAL BONDS PAYABLE	<u>\$ 5,842,840</u>	<u>\$ -</u>	<u>\$ (262,080)</u>	<u>\$ 5,580,760</u>	<u>\$ 262,080</u>

The annual requirements to amortize all general obligation bonds outstanding at June 30, 2019 are as follows:

<u>Obligation Bonds</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2020	262,080	156,680	\$ 418,760
2021	262,080	150,164	412,244
2022	262,080	143,272	405,352
2023	262,080	136,253	398,333
2024	262,080	129,060	391,140
2025-2029	1,310,400	532,862	1,843,262
2030-2034	1,310,400	343,505	1,653,905
2035-2039	1,310,400	145,100	1,455,500
2040-2043	<u>339,160</u>	<u>6,015</u>	<u>345,175</u>
	<u>\$ 5,580,760</u>	<u>\$ 1,742,911</u>	<u>\$ 7,323,671</u>

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 7 DEBT (continued)

Notes payable consist of the following at June 30, 2019:

	<u>Amount Outstanding 6/30/18</u>	<u>Additions</u>	<u>Deletions</u>	<u>Amount Outstanding 6/30/19</u>	<u>Current</u>
5.70% note payable to KeyBank, quarterly interest only payments until 2018, note due December 2018	\$18,700,000	\$ -	\$(18,700,000)	\$ -	\$ -
4.2% note payable to Union Bank, quarterly principal and interest payments of \$17,970, due December 2020.	703,138	-	(43,010)	660,128	39,617
4.2% note payable to Union Bank, quarterly principal and interest payments of \$20,773, due February 2020.	762,285	-	(51,876)	710,409	710,409
4.1% note payable to Union Bank, quarterly principal and interest payments of \$7,439, due November 2024.	355,472	-	(15,413)	340,059	16,058
2.99% note payable to Union Bank, quarterly principal and interest payments of \$23,215, due May 2027.	729,792	-	(71,831)	657,961	73,934
4.2% note payable to Union Bank, principal and interest payments of \$15,928, due December 2027.	804,691	-	(30,381)	774,310	31,619

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 7 DEBT (continued)

	Amount Outstanding 6/30/18	Additions	Deletions	Amount Outstanding 6/30/19	Current
2.75% note payable to Union Bank, principal and interest payments of \$57,870, due May 2028.	500,000	-	(44,911)	455,089	45,354
4.95% note payable to Union Bank, principal and interest payments of \$7,845, due November 2028.	<u>-</u>	<u>400,000</u>	<u>(9,004)</u>	<u>390,996</u>	<u>12,245</u>
TOTAL NOTES PAYABLE	<u>\$22,555,378</u>	<u>\$ 400,000</u>	<u>\$(18,966,426)</u>	<u>\$ 3,988,952</u>	<u>\$ 929,236</u>

The annual requirements to amortize all notes payable outstanding at June 30, 2019 are as follows:

Notes Payable	Principal	Interest	Total
2020	\$ 929,236	\$ 173,564	\$ 1,102,800
2021	805,960	120,376	926,336
2022	191,738	83,839	275,577
2023	199,785	77,267	277,052
2023	206,759	68,816	275,575
2025-2029	<u>1,655,474</u>	<u>149,325</u>	<u>1,804,799</u>
	<u>\$ 3,988,952</u>	<u>\$ 673,187</u>	<u>\$ 4,662,139</u>

NOTE 9 PENSION PLAN

SED created a retirement plan called "Town of Stowe Electric Department 457 (b) Retirement Plan", an eligible deferred compensation plan for employee contributions under Section 457 (b) of the IRC for its employees and beneficiaries. SED also created the Stowe Electric Retirement Plan, a profit sharing plan, which allows the department to contribute a percentage of its revenues to each employees plan account.

Under the profit sharing plan, employees are eligible to participate in the plan after completion of 1 year of service based upon the date the employee was hired and requires approval of the Chief Executive Officer of the plan sponsor. SED has elected to include one Town of Stowe, VT employee who was a participant in the predecessor plan as part of the plan.

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 9 PENSION PLAN (continued)

SED contracts with a third party administrator to administer the Profit Sharing and Deferred Compensation plans. SED Commissioners are also Plan Trustees. Under the agreement the third party administrator is responsible for employee eligibility determination, record keeping, reporting, and compliance with the plan requirements.

Once eligibility and participation requirements are met, the employee is eligible to receive an allocation of employer contributions based upon each employee's compensation up to a maximum of \$225,000 annual compensation.

Under the plan, employer contributions may be made to union employees at 10.6%, management at 11.6%, and General Manager at 15%, of annual compensation. All contributions are immediately vested at 100%. The plan allows all participants who had retirement account balances in another qualified plan to roll over those balances to the new plan.

Total payroll covered for the pension contributions for the fiscal year ended June 30, 2019 and 2018 was \$1,311,676 and \$1,424,455, respectively. SED's pension contributions for the fiscal years ended June 30, 2019 and 2018 totaled \$128,763 and \$150,095 respectively and the total fees relating to the pension plan for the years ended June 30, 2019 and 2018 were \$800 and \$500, respectively.

NOTE 10 RELATED PARTY TRANSACTIONS

SED contributed to the general fund in lieu of taxes a total of \$42,000 for the years ended June 30, 2019 and 2018.

SED provides administration and billing services for the Water and Sewer Funds of the Town of Stowe, VT. Annual compensation to SED by the Town of Stowe, VT for these services totaled \$16,000 for each fiscal year.

The Town of Stowe, VT maintains insurance policies on the property of the municipal utility and also worker's compensation coverage for the department's employees. The department reimburses the Town of Stowe, VT for its portion of allocated costs related to insurance coverage. Total amounts paid to the Town of Stowe, VT for insurance purposes totaled \$70,680 and \$70,656 for the fiscal year ended June 30, 2019 and 2018, respectively.

On March 2, 2016 SED entered into a lease agreement with the Town of Stowe, VT. SED is leasing land for use of the Solar Project. Total lease expense at June 30, 2019 and 2018 was \$13,709 and 13,414, respectively.

SED owed the Town of Stowe, VT \$152,977 and \$145,312 at June 30, 2019 and 2018, respectively.

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 11 MAJOR CUSTOMER

The SED's largest customer represents approximately 11.56% and 23.3% of 2019 and 2018 operating revenue and, 7.48% and 14.5% of accounts receivable as of June 30, 2019 and 2018, respectively.

NOTE 12 DEFERRED CONTRIBUTIONS FOR FIXED ASSETS

On September 23, 2005, SED entered into an agreement with Spruce Peak Reality, LLC, in which Spruce Peak Reality, LLC committed to pay SED for a contribution of the transmission facility construction and update costs to ensure SED has the capacity available to reliably serve its Spruce Peak development project. The contribution term includes an initial payment of \$750,000 and 10 annual payments of \$135,000. The initial payment of \$750,000 is amortized over the 10 year term of the agreement. At June 30, 2019 there was \$70,000 of deferred contributions for fixed assets remaining.

NOTE 13 REGULATORY PROCEEDINGS

On August 22, 2008 the Federal Energy Regulatory Commission issued an order resolving issues associated with the cost allocation between participating utilities related to construction of the 115kV Lamoille County Project. The order provides SED with a fixed cap on its share of the specific facility project cost, requires the department to purchase and hold for ten years \$18,700,500 of VT Transco, LLC equity, and eliminates the department from any risk on the dividends to be paid on the equity which are to be applied to pay the debt service on the loan incurred to purchase the equity. Dividends in excess of the debt service requirements on the equity loan will be contributed to the project cost. The order requires the equity to be repurchased from the department, at par, in ten years. The loan to purchase the equity will be a non-amortizing loan due in full in ten years and will be paid with the proceeds from the equity sale at that time. The fixed annual charge to the department for the specific facility cost will be \$1,100,000 for the ten year period. On December 30, 2008, both the loan and the equity purchase took place and on December 28, 2018 the equity was purchased and the loan was paid in full.

NOTE 14 PURCHASE POWER CONTRACTS AND SERVICES

SED's energy and capacity requirements are provided through a variety of contract obligations.

In 2008, SED became a direct member of the ISO – New England power market. SED has also entered into a service contract with Energy New England, LLC to administer and execute power contracts with the ISO – New England power market as SED's agent.

A brief summary of the major power supply contracts as of June 30, 2019 held by SED is as follows:

Town of Stowe Electric Department
 NOTES TO FINANCIAL STATEMENTS
 June 30, 2019

NOTE 14 PURCHASE POWER CONTRACTS AND SERVICES (continued)

Hydro Quebec Contract:

This contract began on November 1, 2012, for energy and renewable credits. The contract began with 218 MWs; Stowe's portions vary during different periods, as shown below in Table 1. The contract pricing will be flexible and competitive to the market price because it will follow the defined Energy Market index and the cost of power on the forward market. The pricing is based partly on market prices, partly on inflation, and carries limits on year-to-year price fluctuations. Given the greater degree of market price volatility exhibited since the original Hydro Quebec contract was agreed, this pricing approach should be beneficial to Stowe as the contract will be limited to how "out of market" it might become for both Hydro Quebec and Stowe. This is an important contract quality in the current market environment, and it reduces potential rate pressure to Stowe. In addition to the price flexibility, this will continue to provide very low carbon energy to Stowe, helping it maintain a market price based green energy procurement strategy.

Table 1: Contract based on 218 MW:

Schedule	Start Date	Final Delivery Date	Stowe Entitlement (MW)
Period 1	11/1/2012	10/31/2015	1.032
Period 2	11/1/2015	10/31/2016	2.884
Period 3	11/1/2016	10/31/2020	2.984
Period 4	11/1/2020	10/31/2030	2.984
Period 5	11/1/2030	10/31/2035	2.251
Period 6	11/1/2035	10/31/2038	0.399

Highgate has finished the increase of transfer capability. The scheduled was approved by the ISO-NE; the MW's increased to 255 MW, with this adjustment the contract shifted to the second option of bilateral amounts on November 2016. Below Table 2 is the new portion for Stowe.

Table 2: Contract Based on 255 MW

Schedule	Start Date	Final Delivery Date	Stowe Entitlement (MW)
Period 1	11/1/2012	10/31/2015	1.238
Period 2	11/1/2015	10/31/2016	2.890
Period 3	11/1/2016	10/31/2020	2.990
Period 4	11/1/2020	10/31/2030	2.990
Period 5	11/1/2030	10/31/2035	2.135
Period 6	11/1/2035	10/31/2038	0.483

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 14 PURCHASE POWER CONTRACTS AND SERVICES (continued)

New York Power Authority:

The New York Power Authority (“NYPA”) provides power to the utilities in Vermont under two contracts. SED’s share of the first contract is a 9 kW entitlement to the Robert Moses Project (a.k.a St. Lawrence). Effective December 23, 2017 this contract was renewed to extend through April 30, 2032. This renewal did not negotiate for the Environmental Attributes, and therefor SED cannot claim St. Lawrence towards RES beginning on December 23, 2017. SED's share of the second contract, the Niagara Project, has been an average of 480 kW. Effective September 1, 2007, the Niagara contract was renewed through September 1, 2025 with an entitlement of 481kW. SED is able to use Niagara Environmental Attributes towards RES compliance.

VEPPI (Vermont Electric Power Producers, Inc.):

4.100 of the Vermont PUC. The power is generated by a number of small hydroelectric facilities. There were 19 VEPPI units, as of June 30, 2019, 17 have expired, leaving 2 remaining. VEPPI assigns the energy generated by these facilities using a load ratio basis that compares Stowe’s electric sales to other utilities in Vermont on an annual basis. The VEPPI contracts have varying maturities, with the last VEPPI contract scheduled to end in 2020. Stowe’s current pro rata share of the VEPPI production is 1.4072%, which started November 1, 2018 and will run through October 31, 2019. The prior percent which ran from November 1, 2017 through October 31, 2018 was 1.4554%. The VEPPI contracts are priced with relatively high energy rates and modest fixed costs.

Note, the wood-fired Ryegate unit that was once within the VEPPI production expired on October 31, 2012. The utilities negotiated a 10-year contract for power. The contract now will terminate on November 1, 2022.

SPEED (Sustainable Prices Energy Enterprise Development):

SPEED Standard Offer is a program established under Vermont Public Service Board Rule 4.300. The program’s goal is to achieve renewable energy and long-term stably priced contracts. Vermont utilities will purchase power from the SPEED projects. These projects are behind the meter and each utility will have their percent share, (Stowe’s share for November 1, 2017 through October 31, 2018 was 1.5895% and decreased to 1.5359 for November 1, 2018 through December 31, 2018 than reduced further to 1.5197% for January 1, 2019 through October 31, 2019) of load reduced by the output of the generation. Stowe receives a modest capacity credit, and renewable energy credits for these resources. The cost paid to the SPEED projects are set based on the generation type. The SPEED began in the fourth quarter of 2010.

In May of 2009, as the SPEED Program progressed and implemented modifications, it changed into the Standard Offer program. This change began a feed-in-tariff to encourage the development of SPEED resources by making contracts long term and at fixed prices to qualified renewable energy projects. By May of 2012, the Vermont Energy Act of 2012 expanded the program to 127.5 MW over a 10-year span with a new pricing mechanism for qualified projects. The 2017 RFP for the Standard Offer Program within the Public Utility Commission Docket No. 8817 contained avoided cost price caps.

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 14 PURCHASE POWER CONTRACTS AND SERVICES (continued)

Stony Brook:

SED has entered into a Power Sales Agreement with the Massachusetts Municipal Wholesale Electric Company (MMWEC) for 1.66% (approximately 5,832 kW) of MMWEC's Stony Brook Project, an operating fossil fuel plant, for life of the units' operation. MMWEC, a public corporation of Massachusetts, is a co-ordination and planning agency for the development of the bulk power supply requirements of its members and project participants. The Power Sales Agreement for the project requires each participant to pay its share of MMWEC's costs related to the project, which includes operation and maintenance, property taxes, administration, expenses and capital. Lastly, MMWEC collects an operating reserve to finance the project. This is to be paid into a reserve and contingency fund.

Stated in MMWEC's 2009 audited financials, the Stony Brook Intermediate Series A Bonds, where were paid in full as of July 1, 2008. This has helped reduce Stowe's fixed cost obligation for its entitlement.

McNeil Project:

The McNeil wood-fired generating facility is located in Burlington, Vermont. The facility has a normal generating capability of 50,000 kW and a maximum generating capability of 53,000 kW. SED's entitlement to McNeil is provided through an agreement with the Vermont Public Power Supply Authority (VPPSA), and is expected to be available through the life of the unit. SED expects the generation to be mostly composed of wood, but gas and oil can be used to fuel the unit if available and if pricing is appropriately set.

SED has agreements with VPPSA to purchase a portion of the power produced by the facility. SED is committed to an ownership share of 15.8%.

McNeil was retrofitted in 2008 to make it eligible to generate Connecticut Class I Renewable Energy Certificates (RECs).

McNeil's bonds were paid off in June 2015, fixed costs for the plant have decreased.

Brown Bear II Hydro (Old Miller Hydro Contract)

Stowe had signed a purchase power agreement for 2.613% of the Worumbo (Miller Hydro) Project. The contract states that Stowe will receive their percent of the Miller hydro output per month. The contract price is for energy to be delivered to the Maine Zone, and capacity to be settled at the Maine location. The PPA terminated on May 1, 2016.

The Miller Hydro was purchased by Brown Bear Hydro and a PPA was renegotiated beginning on June 1, 2016. It is the same 2.613% of unit, but it is only for energy and renewable energy credits going forward. This will terminate on May 31, 2021.

Brown Bear Hydro is a run of river unit that has an average annual production of 90,000 MWH per year, over the past 3 to 5 years. This resource should equate to roughly 3% of Stowe's energy. Stowe receives both energy and RECs.

Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 14 PURCHASE POWER CONTRACTS AND SERVICES (continued)

Saddleback Ridge Wind Project

Stowe purchased 2.172% of the Saddleback Wind Project, a 33 MW project with a 20-year PPA. The project is located in Carthage, ME. This generation is roughly 3% of Stowe's load. The project will allow Stowe to buy energy, capacity, and RECs. The project went full Commercial on September 2015.

NextEra – Seabrook offtake

Beginning January 1, 2015 and going through December 31, 2034 Stowe will receive .16% (or a max of 2 MW), of around the clock, of the NextEra Seabrook Resource. This contract also provides Stowe with the same PPA percentage of capacity as well. The pricing of the product varies with the Gross Domestic Product-Implicit Price Deflator (GDP-IPD). This takes natural gas price volatility away from the contract price. Escalation is limited to between 1.6-4.9 % per year. The PPA will provide carbon-free generation that will help insulate Stowe from the potential for higher carbon prices in the future.

Stowe also receives the Emissions Free Energy Certificates ("EFECs").

Phase 1 Hydro – Quebec Interconnection:

SED has entered into contracts with Vermont Electric Power Company (VELCO) to participate in .09578% of Phase I portion of the Hydro-Quebec interconnection, a 450 KVHVD transmission line directly connecting the Hydro-Quebec electric system with the ISO-NE system at the Comerford Generating Station. Under these agreements, SED provided capital for the cost of construction through purchase of VELCO Class C preferred stock and will provide support for the operation of the line. SED is entitled to a portion of the benefits and has an obligation for a corresponding portion of the costs associated with Phase I.

On November 14, 2014 Stowe contracted with Green Mountain Power (GMP) for a transfer of use rights agreement. GMP is now the interconnection rights holder and pays SED for that right.

Beech Hill Solar – Nebraska Valley

Stowe has built a 1 MW AC ground mounted solar electric generation project. Estimated output is approximately 1,568 MWh per year. This is about 1-2% of Stowe's annual energy requirement. This project's large benefit is the ability to use the renewable energy credits towards Tier 2 of the Renewable Energy Standard. Other benefits are energy, capacity, and transmission due to the fact the generation is considered distributed generation, or behind the Stowe's meter. The project began operation in September 2016.

Highgate Project:

Under the Highgate Project Transmission Services Agreement as re-allocated in 1997, SED has agreed to purchase a 12.59% share of the capacity in VPPSA's share of Highgate Converter Facilities, located in Highgate, Vermont.

In 2017, SED purchased additional ownership of the Converter. SED purchased the portion from VPPSA's share and become a joint owner with VELCO and Burlington Electric Department. In 2018 SED sold their ownership amount of the Highgate Project.

Town of Stowe Electric Department
 NOTES TO FINANCIAL STATEMENTS
 June 30, 2019

NOTE 14 PURCHASE POWER CONTRACTS AND SERVICES (continued)

Market Contracts:

Stowe Electric's portfolio contains a market contract for the Mount Mansfield ski resort. Stowe has obtained a product which will follow the snow making load and will provide optimal supply flexibility for this load type.

Sources of Energy:

The percentages of energy (kWh) acquired for the year ended June 30, 2019, was as follows:

FY July 1, 2018 - June 30, 2019- Total KWh's by Resource

Resource	Description	MWH	kWh's	% of Total	Fuel	Location	Termination Date
NYPA- Niagara	Block	3,516	3,516,303	4.6%	Hydro	1011	2025
NYPA- St. Lawrence	Block	83	82,770	0.1%	Hydro	4011	7/24/1905
VEPPI	PURPA	416	416,539	0.5%	Wood/Hydro	VT Nodes	Exp. Varies
Ryegate	PURPA	2,508	2,508,006	3.3%	Vary	2433	11/1/2022
VEPPI- Standard Offer ISO Settlement	PUC	127	127,331	0.2%	Hydro	VT Nodes	Exp. Varies
HQ PPA Contract	ISO Bilateral	17,462	17,461,600	22.6%	Hydro	4013	2038
McNeil	Wood Unit	6,389	6,389,193	8.3%	Wood	Essex	Life of Unit
Stony 1A/1B/1C	Dispatchable	886	886,481	1.1%	Natural Gas	1185/1186/1187	Life of Unit
NextEra Seabrook	ISO Bilateral	16,105	16,104,883	20.9%	Nuclear	555	2035
Miller Hydro Purchase	Run of River	2,498	2,497,690	3.2%	Hydro	487	2021
Saddleback Purchase	Wind	2,109	2,108,849	2.7%	Wind	38173	2035
Bilateral Purchase-Mtn	ISO Bilateral	6,118	6,117,775	7.9%			4/30/2019
ISO Energy Net Interchange		<u>18,894</u>	<u>18,894,386</u>	<u>24.5%</u>			
TOTALS		<u>77,111</u>	<u>77,111,806</u>	<u>100%</u>			
Nebraska Valley (BTM)	Solar	1,204	1,204,340	1.5%	Solar	Behind the Meter Generation	Life of Unit
VEPPI Standard Offer BTM	PUC	1,530	1,529,812	1.9%	Vary	Behind the Meter Generation	

Future projects and State Renewable Energy Standard:

Solar Projects

Stowe is analyzing additional Solar projects built within either in Stowe, or a PPA for a solar projects generation. Stowe is addressing their Renewable Energy Standard Requirement (RES) by adding additional renewable energy and credits within their portfolio.

Hydro Project

Stowe is also reviewing the option of refurbishing the old Moscow Mill Hydro Unit. This project was destroyed in the flood of 2011. This project would allow SED to reduce their load, because it would be behind the meter, and would qualify for the RES requirement.

Battery Project

Stowe is also reviewing the technology of energy storage.

Town of Stowe Electric Department
 NOTES TO FINANCIAL STATEMENTS
 June 30, 2019

NOTE 14 PURCHASE POWER CONTRACTS AND SERVICES (continued)

Renewable Portfolio and upcoming Renewable Energy Standard (RES):

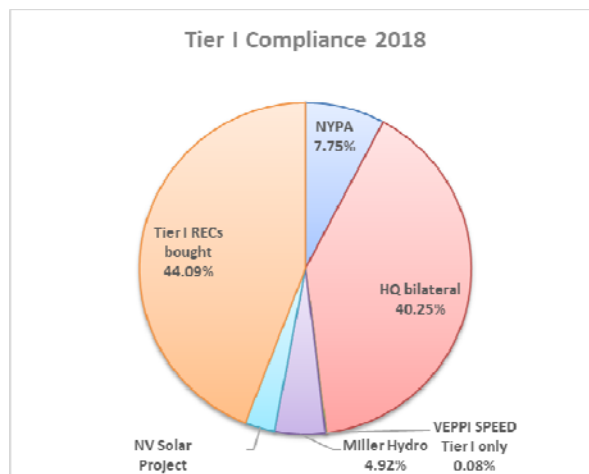
In July 2015, Act 56 (H. 40) was established using the 2011 Vermont Comprehensive Energy Plan in order to detail the states goals and place direction on how utilities will reach these goals. The RES requires utilities to buy or retain renewable energy credits and energy transformation projects. Each year has a percentage of retail sales that must be covered. In lieu of renewable credits or transformation project a utility can meet their obligation by paying an alternative compliance payment, at rates set by the State. The compliance rates will be adjusted annually for inflation using CPI.

There are three tiers to the RES program:

- Tier I: Meet a 75% by 2032 total renewable energy requirement (55% in 2017)
 - Any class of tradeable renewable attributes that are delivered in New England qualify
 - Approved Unit generations that will qualify towards compliance are McNeil, Hydro Quebec bilateral, and NYPA.
 - 2017 the compliance for SED was 41,915, SED retired 41,914* RECs

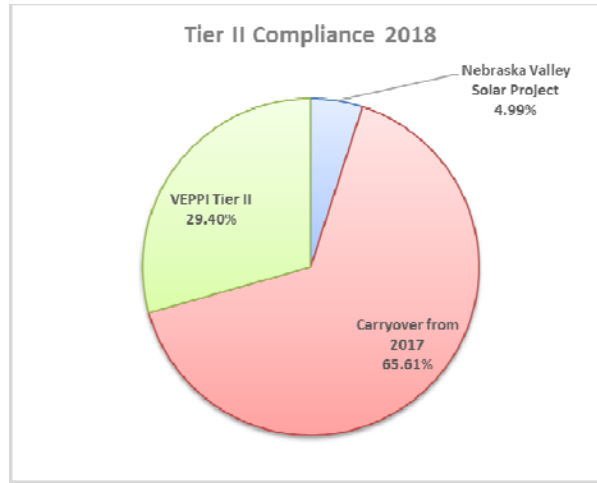
*The one less REC was due to the St. Lawrence renewal that did not include Renewable Attributes.

- Tier II: Meet 10% of sales with distributed generation in 2032 (1% in 2017)
 - New Vermont based unit that is 5 MWs or less or renewable generation
 - 2017 the compliance for SED was 762 RECs, SED retired 762 RECs
- Tier III: Meet 10.66% of sales with "energy transformation projects" in 2032 with 2% in 2019 (Stowe does not have to comply with Tier III until 2019).
 - Generation or project that reduces fossil fuel consumed by their customers and emission of greenhouse gases qualifies for compliance (MW conversion will be determined by the Board)
- SED's 2018 100% Compliance is shown below.



Town of Stowe Electric Department
NOTES TO FINANCIAL STATEMENTS
June 30, 2019

NOTE 14 PURCHASE POWER CONTRACTS AND SERVICES (continued)



NOTE 15 DEFERRED GAIN ON HEDGE SALE

On March 1, 2011, SED refinanced their capital improvement note with KeyBank National Association. At the time of the refinance, the interest rate swap was terminated. As a result, SED received proceeds of \$239,136 which will be amortized over the remaining life of the note. Amortization at June 30, 2019 and 2018 was \$14,950 and \$29,969, respectively.

NOTE 16 SUBSEQUENT EVENTS

In accordance with professional accounting standards, the Electric Department, has evaluated subsequent events through January 18, 2020, which is the date the financial statements were available to be issued. All subsequent events requiring recognition as of June 30, 2019, have been included in the financial statements herein.

On October 31, 2019, SED obtained a \$1,500,000 line of credit with Union Bank with an interest rate of 1.45%, due October 31, 2020.