

PIONEER ELECTRIC COOPERATIVE, INC.

JUNE 30, 2014

FINANCIAL STATEMENTS

PIONEER ELECTRIC COOPERATIVE, INC.
GREENVILLE, ALABAMA

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INDEPENDENT AUDITOR'S REPORT

The Board of Trustees
Pioneer Electric Cooperative, Inc.
Greenville, Alabama

Report on the Financial Statements

We have audited the accompanying financial statements of Pioneer Electric Cooperative, Inc., which comprise the balance sheets as of June 30, 2014 and 2013, and the related statements of revenue and patronage capital, and cash flows for the years then ended, and the related notes to financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express 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 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 Pioneer Electric Cooperative, Inc. as of June 30, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Jackson Thornton & Co. PC

Montgomery, Alabama
September 12, 2014

PIONEER ELECTRIC COOPERATIVE, INC.
GREENVILLE, ALABAMA

BALANCE SHEETS
AT JUNE 30, 2014 AND 2013

ASSETS

	<u>2014</u>	<u>2013</u>
UTILITY PLANT:		
Electric plant in service	\$ 66,130,745	\$ 65,054,436
Construction work in progress	1,695,579	1,125,047
	<u>67,826,324</u>	<u>66,179,483</u>
Less: Accumulated provision for depreciation	22,131,667	21,219,509
Net utility plant	<u>45,694,657</u>	<u>44,959,974</u>
 OTHER ASSETS AND INVESTMENTS:		
Restricted cash	1,155,919	1,041,448
Investments in associated organizations	12,615,336	12,340,538
Investment in land and buildings	1,141,485	1,141,485
Notes receivable	404,341	552,357
Total other assets and investments	<u>15,317,081</u>	<u>15,075,828</u>
 CURRENT ASSETS:		
Cash and cash equivalents	3,292,856	1,257,921
Accounts receivable:		
Customers, less provision for doubtful accounts of \$58,436 and \$92,442 for 2014 and 2013, respectively	1,209,169	1,256,645
Unbilled revenue	1,418,324	1,445,074
Other	222,190	230,546
Inventories	307,306	413,269
Prepays	125,957	86,355
Other current and accrued assets	30,622	42,220
Total current assets	<u>6,606,424</u>	<u>4,732,030</u>
 DEFERRED ASSETS:		
NRUCFC conversion fees	6,619,284	6,903,168
Prepaid pension	1,843,352	2,334,913
Total deferred assets	<u>8,462,636</u>	<u>9,238,081</u>
 Total assets	 <u>\$ 76,080,798</u>	 <u>\$ 74,005,913</u>

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

LIABILITIES AND OTHER CREDITS

	<u>2014</u>	<u>2013</u>
EQUITIES:		
Patronage capital	\$ 38,372,147	\$ 34,396,631
Retained deficit	(21,965,864)	(21,965,864)
Other equities	136,380	142,276
Total equities	<u>16,542,663</u>	<u>12,573,043</u>
LONG-TERM DEBT:		
Notes payable	49,181,865	50,590,236
Less: Current maturities	1,318,293	1,273,775
Total long-term debt	<u>47,863,572</u>	<u>49,316,461</u>
CURRENT LIABILITIES:		
Current maturities on long-term debt	1,318,293	1,273,775
Current portion of NRUCFC conversion fees	274,537	283,884
Current portion of postretirement benefits	37,770	41,681
Accounts payable:		
Purchased power	1,312,577	1,258,225
Trade	118,270	179,845
Customer deposits	1,052,358	1,011,280
Accrued liabilities:		
Taxes	603,994	776,399
Other	437,054	458,924
Total current liabilities	<u>5,154,853</u>	<u>5,284,013</u>
OTHER LONG-TERM LIABILITIES:		
NRUCFC conversion fees, net of current maturities	6,344,747	6,619,284
Postretirement benefits, net of current maturities	174,963	213,112
Total other long-term liabilities	<u>6,519,710</u>	<u>6,832,396</u>
Total liabilities and other credits	<u>\$ 76,080,798</u>	<u>\$ 74,005,913</u>

PIONEER ELECTRIC COOPERATIVE, INC.

STATEMENTS OF REVENUE AND PATRONAGE CAPITAL
FOR THE YEARS ENDED JUNE 30, 2014 AND 2013

	2014		2013	
OPERATING REVENUES:	\$ 29,208,751	100.00%	\$ 28,130,911	100.00%
OPERATING EXPENSES:				
Cost of power	14,868,815	50.91%	13,942,623	49.56%
Distribution - operations	1,358,170	4.65%	1,303,525	4.63%
Distribution - maintenance	2,025,381	6.93%	2,230,922	7.93%
Consumer accounts	1,319,685	4.52%	1,121,108	3.99%
Energy marketing and communications	127,723	0.44%	206,115	0.73%
Administrative and general	1,871,438	6.41%	1,890,525	6.72%
Depreciation	2,549,422	8.73%	2,516,318	8.95%
Taxes	173,144	0.59%	438,803	1.56%
Total operating expenses	<u>24,293,778</u>	<u>83.18%</u>	<u>23,649,939</u>	<u>84.07%</u>
OPERATING MARGINS	4,914,973	16.85%	4,480,972	15.95%
G & T AND OTHER CAPITAL CREDITS	<u>837,702</u>	<u>2.86%</u>	<u>996,975</u>	<u>3.53%</u>
NET OPERATING MARGINS	<u>5,752,675</u>	<u>19.71%</u>	<u>5,477,947</u>	<u>19.48%</u>
INTEREST EXPENSE	<u>2,098,084</u>	<u>7.18%</u>	<u>2,132,293</u>	<u>7.58%</u>
NON-OPERATING MARGINS:				
Interest income	75,751	0.26%	78,067	0.28%
Other income	<u>76,085</u>	<u>0.26%</u>	<u>4,721</u>	<u>0.02%</u>
Total non-operating margins	<u>151,836</u>	<u>0.52%</u>	<u>82,788</u>	<u>0.30%</u>
NET MARGINS FOR THE YEAR	<u>3,806,427</u>	<u>13.06%</u>	<u>3,428,442</u>	<u>12.22%</u>
PATRONAGE CAPITAL AT BEGINNING OF YEAR	34,396,631		30,783,669	
UTILITY TAX REFUND	<u>169,089</u>		<u>184,520</u>	
PATRONAGE CAPITAL AT END OF YEAR	<u>\$ 38,372,147</u>		<u>\$ 34,396,631</u>	

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

PIONEER ELECTRIC COOPERATIVE, INC.

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2014 AND 2013
Increase (Decrease) in Cash and Cash Equivalents

	<u>2014</u>	<u>2013</u>
CASH FLOWS FROM (USED FOR) OPERATING ACTIVITIES:		
Net margins	\$ 3,806,427	\$ 3,428,442
Adjustments to reconcile net margins to net cash provided by operating activities:		
Depreciation and amortization	2,549,422	2,516,318
Amortization of deferred charges	491,561	122,890
Bad debt expense	27,650	58,876
G & T and other capital credits	(837,702)	(996,975)
Decrease (increase) in operating assets and increase (decrease) in operating liabilities:		
Accounts receivable	28,182	(301,266)
Unbilled revenue	26,750	627,767
Materials and supplies	105,963	158,696
Prepays	(39,602)	26,125
Deferred assets		(2,457,803)
Other current and accrued assets	11,598	(27,258)
Accounts payable	(7,223)	(123,365)
Consumer deposits	41,078	48,900
Accrued liabilities	(236,335)	125,043
Net cash from operating activities	<u>5,967,769</u>	<u>3,206,390</u>
CASH FLOWS FROM (USED FOR) INVESTING ACTIVITIES:		
Purchase of property and equipment, net of salvage and cost of removal	(3,284,105)	(4,083,484)
Principal payments received on other notes receivable	148,016	274,004
Proceeds from investments	562,904	249,826
Net cash used for investing activities	<u>(2,573,185)</u>	<u>(3,559,654)</u>
CASH FLOWS FROM (USED FOR) FINANCING ACTIVITIES:		
Principal payments on notes payable	(1,408,371)	(900,601)
Proceeds from long-term debt		1,500,000
Increase in membership fees and other equity	163,193	175,853
Net cash from (used for) financing activities	<u>(1,245,178)</u>	<u>775,252</u>
INCREASE IN CASH AND CASH EQUIVALENTS	2,149,406	421,988
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	<u>2,299,369</u>	<u>1,877,381</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 4,448,775</u>	<u>\$ 2,299,369</u>
SUPPLEMENTAL CASH FLOWS INFORMATION:		
Restricted cash	\$ 1,155,919	\$ 1,041,448
Unrestricted cash	<u>3,292,856</u>	<u>1,257,921</u>
Totals	<u>\$ 4,448,775</u>	<u>\$ 2,299,369</u>
Cash paid for interest	<u>\$ 2,105,073</u>	<u>\$ 2,135,646</u>

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

PIONEER ELECTRIC COOPERATIVE, INC.
GREENVILLE, ALABAMA

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Nature of business - Pioneer Electric Cooperative, Inc. (the Cooperative) distributes electric power to consumers in rural central Alabama.

Basis of accounting - The accounting records of the Cooperative are maintained in accordance with the Uniform System of Accounts prescribed by the Rural Utilities Service, RUS. As a result, the application of accounting principles generally accepted in the United States of America by the Cooperative differs in certain respects from the application of those principles by nonregulated enterprises. Such differences primarily concern the recognition of gains and losses on the retirement of assets.

Recognition revenue - Electric revenue and the related cost of power purchased are recognized when electricity is used by the ultimate consumer.

Cash equivalents - The Cooperative considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents.

Taxes - The Cooperative collects gross receipts taxes from its members on behalf of the State of Alabama. Revenue is presented net of taxes collected in the statement of income and patronage capital.

Accounts receivable - The Cooperative extends credit to its customers who are primarily located in central Alabama. Trade receivables are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a monthly basis. Management determines the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Trade receivables do not accrue interest. Trade receivables are written-off when deemed uncollectible. Recoveries of trade receivables previously written-off are recorded when received.

Inventories - Electric materials and supplies are priced at average historical cost. Cost is determined by the cumulative average of all costs on a first-in, first-out (FIFO) basis.

Electric plant - The Cooperative's costs associated with electric plant additions and improvements are capitalized based upon the RUS guidelines established in Bulletin 1767B-2. This results in the capitalization of direct costs such as labor and materials expense and also includes capitalization of indirect costs including labor, material charges, taxes, insurance, transportation, depreciation, pensions, and other related expenses. These costs are accumulated in work-in-process accounts and are capitalized to the proper plant accounts at the completion of the construction activity. Certain special equipment additions, as defined by RUS, are capitalized when purchased along with an estimated installation charge. The cost of depreciable property, when retired, is computed at the average unit cost along with removal costs less salvage. The net retirement cost is charged to accumulated depreciation. Maintenance and repairs, including minor items of property, are charged to maintenance expense as incurred.

PIONEER ELECTRIC COOPERATIVE, INC.
GREENVILLE, ALABAMA

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013

Income tax status - The Cooperative is exempt from income taxes under Internal Revenue Code Section 501(c)(12).

Management evaluated the Cooperative's tax positions and concluded that the Cooperative had taken no uncertain tax positions that require adjustment to the financial statements. With few exceptions, the Cooperative is no longer subject to income tax examinations by the federal, state, or local tax authorities for years before 2010.

Investments - Investments in associated organizations represent cooperative capital credits from the Cooperative's suppliers and lenders. Investments in associated organizations are recorded at cost plus allocated equities. Investments in land and buildings are carried at historical cost.

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

Reclassification - Certain prior year amounts have been reclassified to conform to the current year presentation.

NOTE 2 - CASH AND CASH EQUIVALENTS:

The Cooperative maintains cash and cash equivalents in various banks located in Alabama, which at time may exceed federally insured limits. The Cooperative has approximately \$1,070,000 and -0- in uninsured cash at multiple financial institutions at June 30, 2014 and 2013. The Cooperative has not experienced any losses in such accounts. The Cooperative believes it is not exposed to any significant credit risk on cash and cash equivalents.

Restricted funds relate to industrial development revolving loan programs. Restricted balances were as follows:

	<u>2014</u>	<u>2013</u>
Intermediary Relending Program	\$ 515,995	\$ 518,368
RUS revolving loan fund	310,770	271,018
REDLG	262,422	207,433
RBEG revolving loan fund	<u>66,732</u>	<u>44,629</u>
Total restricted funds	<u>\$ 1,155,919</u>	<u>\$ 1,041,448</u>

PIONEER ELECTRIC COOPERATIVE, INC.
GREENVILLE, ALABAMA

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013

NOTE 3 - UTILITY PLANT AND DEPRECIATION:

Listed below are the major classes of electric plant as of June 30, 2014 and 2013:

	2014 PLANT BALANCES	2013 PLANT BALANCES	ANNUAL DEPRECIATION RATE
Distribution plant	\$ 54,081,655	\$ 52,937,797	3.20 - 4.00%
General plant:			
Land and rights	243,797	243,797	
Structures and improvements	4,820,611	4,600,482	2.05%
Office furniture and equipment	2,454,813	2,401,846	7.00 - 14.28%
Transportation equipment	1,022,218	1,011,935	17.00%
Power-operated equipment	2,509,063	2,839,743	6.72 - 17.00%
Communication equipment	559,857	559,857	8.00%
Other miscellaneous equipment	438,731	458,979	6.00 - 12.00%
	<u>\$ 66,130,745</u>	<u>\$ 65,054,436</u>	

Electric plant is depreciated on a straight-line basis.

NOTE 4 - INVESTMENTS IN ASSOCIATED ORGANIZATIONS:

Investments in associated organizations consisted of the following at June 30, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
PowerSouth patronage capital	\$ 8,157,753	\$ 7,596,333
NRUCFC patronage capital	1,630,833	1,605,530
Investment in NRUCFC capital term certificates	2,215,516	2,215,516
NRUCFC member capital securities		400,000
Other investments in associated organizations	611,234	523,159
	<u>\$ 12,615,336</u>	<u>\$ 12,340,538</u>

PIONEER ELECTRIC COOPERATIVE, INC.
GREENVILLE, ALABAMA

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013

NOTE 5 - EQUITIES:

At June 30, 2014 and 2013 equities consisted of:

	<u>2014</u>	<u>2013</u>
Equities at beginning of year	\$ 12,430,767	\$ 8,817,805
Utility tax refund	169,089	184,520
Net margins	<u>3,806,427</u>	<u>3,428,442</u>
Equities at end of year	<u>\$ 16,406,283</u>	<u>\$ 12,430,767</u>
Patronage capital	\$ 38,372,147	\$ 34,396,631
Retained earnings (deficit)	<u>(21,965,864)</u>	<u>(21,965,864)</u>
Equities at end of year	<u>\$ 16,406,283</u>	<u>\$ 12,430,767</u>
Memberships and other equities:		
Donated capital	\$ 21,471	\$ 21,471
Retired capital credits - gain	109,755	117,236
Other	<u>5,154</u>	<u>3,569</u>
Total other equities	<u>\$ 136,380</u>	<u>\$ 142,276</u>

In 2005, the Cooperative was a lender to a company under common control. The company under common control could not satisfy its debt and was liquidated. Upon dissolution of the company under common control, the Cooperative recognized losses on its investment in that company. The deficit retained earnings are reflective of this loss.

PIONEER ELECTRIC COOPERATIVE, INC.
GREENVILLE, ALABAMA

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013

NOTE 6 - NOTES PAYABLE AND LINES OF CREDIT:

<u>DESCRIPTION</u>	<u>2014</u>	<u>2013</u>
Mortgage notes payable - NRUCFC; fixed interest rates of 4.60%; notes due June 2041; secured by all assets.	\$ 38,463,283	\$ 39,191,816
Mortgage notes payable - CoBank; fixed interest rates from 2.44% to 4.50%; notes due at December 2040; secured by all assets.	10,150,468	10,793,902
Notes payable - RUS; 1% interest; Intermediary Relending Program; principal and interest due in installments until August 2030; secured by related Economic Development Loans.	<u>568,114</u>	<u>604,518</u>
Total long-term notes payable	<u>\$ 49,181,865</u>	<u>\$ 50,590,236</u>

The Cooperative has covenants with its lenders relating to certain financial ratios.

Estimated maturities on long-term liabilities for the next five years are as follows:

June 30, 2015	\$ 1,602,177
June 30, 2016	1,622,058
June 30, 2017	1,661,943
June 30, 2018	1,625,498
June 30, 2019	1,419,444

Lines of credit - The Cooperative has two lines of credit with NRUCFC on which it may borrow up to \$12,500,000. One line of credit totals \$5,000,000 and may be used only for electric capital or operating needs. The other line of credit totals \$7,500,000 and may be used only for expenditures reimbursable by FEMA. As of June 30, 2014 and 2013, there were no outstanding balances outstanding on these lines of credit.

The Cooperative has an available unsecured line of credit with CoBank on which it may borrow up to a total of \$5,000,000. The balance outstanding was \$-0- at June 30, 2014 and 2013.

The Cooperative has an approved unadvanced loan with NRUCFC in the amount of \$3,000,000 at June 30, 2014. The term of the unadvanced loan is up to 35 years. The Cooperative may draw down proceeds for eligible property additions. As of June 30, 2014 there was no outstanding balance.

PIONEER ELECTRIC COOPERATIVE, INC.
GREENVILLE, ALABAMA

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013

The NRUCFC loan conversion fees are payable in quarterly payments, over a period of 30 years. These conversion fees have no carrying cost. The related deferred asset is being amortized over a period of 30 years. Amortization expense related to this deferred asset was \$274,537 and \$355,633 for 2014 and 2013, respectively.

NOTE 7 - ACCOUNTING FOR PENSIONS:

The Cooperative is a participating employer in the National Rural Electric Cooperative Association (NRECA) Retirement Security Plan (RS Plan), which is a defined benefit pension plan qualified under Section 401 and tax exempt under Section 501(a) of the Internal Revenue Code. It is a multi-employer plan under the accounting standards. The plan sponsor's Employer Identification Number is 53-0116145 and the Plan Number is 333.

A unique characteristic of a multi-employer plan compared to a single employer plan is that all plan assets are available to pay benefits of any plan participant. Separate asset accounts are not maintained for participating employers. This means that assets contributed by one employer may be used to provide benefits to employees of other participating employers.

At the December 2012 meeting of the I&FS Committee of the NRECA Board of Directors, the I&FS Committee approved an option to allow participants in the RS Plan to make a prepayment and reduce future required contributions. In 2013, the Cooperative made a prepayment of \$2,457,803 to the RS Plan. The Cooperative is amortizing this amount over five years. Amortization expense was \$491,561 and \$122,890 in 2014 and 2013, respectively.

The prepayment amount was calculated by NRECA as the Cooperative's share, as of January 1, 2013, of future contributions required to fund the RS Plan's unfunded value of benefits earned to date using RS Plan actuarial valuation assumptions. The Cooperative estimates that the prepayment will reduce RS Plan billings by 25% for 15 years from the date of the prepayment. However changes in interest rates, asset returns, other RS Plan experience differences from expectations, plan assumption changes, and other factors may have an impact on the differential in billings and the 15-year period.

The Cooperative's contributions to the RS Plan in 2014 and in 2013 represented less than 5% of the total contributions made to the plan by all participating employers. The Cooperative made contributions to the plan of \$665,536 in 2014 and \$3,197,375 in 2013.

In the RS Plan, a zone status determination is not required, and therefore not determined, under the Pension Protection Act (PPA) of 2006. In addition, the accumulated benefit obligations and plan assets are not determined or allocated separately by individual employer. In total, the Retirement Security Plan was between 65 percent and 80 percent funded at January 1, 2012 and January 1, 2011 based on the PPA funding target and PPA actuarial value of assets on those dates.

PIONEER ELECTRIC COOPERATIVE, INC.
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Because the provisions of the PPA do not apply to the RS Plan, funding improvement plans and surcharges are not applicable. Future contribution requirements are determined each year as part of the actuarial valuation of the plan and may change as a result of plan experience.

The Cooperative has a 401(k) plan for its employees. The total expense related to the 401(k) plan for the Cooperative was \$55,935 and \$52,656 for 2014 and 2013, respectively.

NOTE 8 - COMMITMENTS:

Under its wholesale power agreement, the Cooperative is committed to purchase its electric power and energy requirements from PowerSouth until December 31, 2050. The rates paid for such purchases are subject to periodic review.

The Cooperative has a contract to purchase land for industrial development adjacent to the South Dallas Industrial Park at a minimum amount of \$74,000 per year from 2016 to 2020. The total remaining commitment is \$370,000.

NOTE 9 - SUBSEQUENT EVENTS:

The Cooperative has evaluated subsequent events through September 12, 2014, which is the date these financial statements were available to be issued. All subsequent events requiring recognition as of June 30, 2014, have been incorporated into these financial statements.