#### CITY OF TAUNTON, MASSACHUSETTS

#### MUNICIPAL LIGHTING PLANT

# Financial Statements and Supplementary Information

Years Ended December 31, 2010 and 2009

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#### REPORT OF INDEPENDENT AUDITORS

To the Municipal Light Commission City of Taunton, Massachusetts, Municipal Lighting Plant

We have audited the accompanying statements of assets, liabilities and net assets of the City of Taunton, Massachusetts, Municipal Lighting Plant (the "Plant") (an enterprise fund of the City of Taunton, Massachusetts) as of December 31, 2010 and 2009, and the related statements of revenues, expenses and changes in net assets and statements of cash flows for the years then ended. These financial statements are the responsibility of the Plant'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.

In our opinion the financial statements referred to above present fairly, in all material respects, the financial position of the City of Taunton, Massachusetts, Municipal Lighting Plant as of December 31, 2010 and 2009, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis on pages 2 through 4 and the required supplementary information on pages 19 and 20 are not a required part of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consist principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and express no opinion on it.

Braver PC

Providence, Rhode Island August 2, 2011

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# CITY OF TAUNTON, MASSACHUSETTS MUNICIPAL LIGHTING PLANT MANAGEMENT'S DISCUSSION AND ANALYSIS

Within this section of the City of Taunton, Massachusetts, Municipal Lighting Plant annual financial report, management provides narrative discussion and analysis of the financial activities of the Municipal Lighting Plant for the year ended December 31, 2010. The Plant's performance is discussed and analyzed within the context of the accompanying financial statements and disclosures following this section.

#### Overview of the Financial Statements:

The basic financial statements include (1) the statements of assets, liabilities and net assets (2) the statements of revenues, expenses and changes in net assets (3) the cash flow statements and (4) notes to the financial statements.

The Statement of Assets, Liabilities and Net Assets is designed to indicate the Plant's financial position as of a specific point in time. At December 31, 2010, it shows our net worth of \$92,341,163 which is comprised of \$66,193,703 invested in capital assets, \$2,308,818 restricted for depreciation and \$23,838,642 available for operations.

The Statement of Revenues, Expenses and Changes in Net Assets summarizes our operating results for the years ended December 31, 2010 and 2009. As discussed in more detail below, the Plant's net income for 2010 and 2009, was \$9,584,053 and \$7,862,694 respectively, before payments in lieu of taxes (PILOT).

The Statement of Cash Flows provides information about the cash receipts and cash payments during the accounting period. It also provides information about the investing and financing activities for the same period. A review of the Plant's Statements of Cash Flows indicates that the cash receipts from operating activities, (that is, electricity and internet access sales and related services) were su fficient to cover the operating expenses and capital projects, as well as contributions to the City.

#### **Summary of Net Assets**

Current Assets	<b>2010</b> \$ 33,617,198	<b>2009</b> \$ 23,967,337	<b>2008</b> \$ 21,909,214
Noncurrent Assets	87,123,537	\$ 23,967,337 83,451,832	\$ 21,909,214 75,925,084
Total Assets	\$ 120,740,735	\$ 107,419,169	\$ 97,834,298
Current Liabilities Noncurrent Liabilities	\$ 8,100,601 20,298,971	\$ 9,274,917 12,487,142	\$ 6,289,293 10,850,589
Total Liabilities	28,399,572	21,762,059	17,139,882
Invested in Capital Assets Restricted for Depreciation Unrestricted Total Net Assets	66,193,703 2,308,818 23,838,642 92,341,163	70,729,989 2,306,051 12,621,070 85,657,110	64,167,702 2,269,741 14,256,973 80,694,416
Total Liabilities and Net Assets	\$ 120,740,735	\$ 107,419,169	\$ 97,834,298

# CITY OF TAUNTON, MASSACHUSETTS MUNICIPAL LIGHTING PLANT MANAGEMENT'S DISCUSSION AND ANALYSIS

#### Summary of Changes in Net Assets

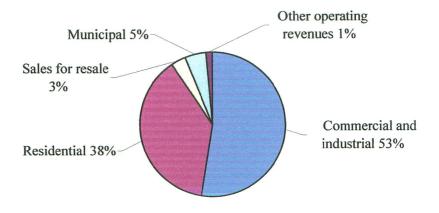
Operating Revenues Operating Expenses	2010 \$ 100,947,722 91,290,434	2009 \$ 104,380,402 96,499,494	<b>2008</b> \$ 109,519,331 105,012,163
Operating Income Nonoperating Revenues Less Nonoperating Expenses	9,657,288 (73,235)	7,880,908 (18,214)	4,507,168 99,818
Increase in Net Assets before Transfers	9,584,053	7,862,694	4,606,986
Transfers Out - Payment in lieu of taxes	(2,900,000)	(2,900,000)	(2,900,000)
Increase in Net Assets	\$ 6,684,053	\$ 4,962,694	\$ 1,706,986

#### **Financial Highlights:**

Operating revenues for 2010 decreased by \$3.4 million or 3.3% from 2009. Although there was a cumulative increase in the billed kWh sales of 5.66%, the revenue reduction was a result of a series of PCA rate reductions implemented during 2010 due to decreased power supply costs.

Operating expenses for 2010 decreased by \$5.2 million or 5.4% from 2009. The decrease is attributable principally to a decrease in power supply costs (fuel, and purchased power expenses).

#### **Source of 2010 Operating Revenues**



# CITY OF TAUNTON, MASSACHUSETTS MUNICIPAL LIGHTING PLANT MANAGEMENT'S DISCUSSION AND ANALYSIS

#### Utility Plant and Debt Administration:

#### **Utility Plant**

There was an increase in net utility plant in service of \$4.4 million for 2010. This increase is the difference between the current year additions of \$9.5 million and the annual depreciation (3% of depreciable gross plant) expense of \$5.1 million. Additions to plant consisted principally of approximately \$5 million in production plant, \$3.5 million in distribution plant and \$1 million in general plant. Major items capitalized in 2010 include the West Water Street remediation project, installation of overhead/underground conductors and devices, general plant communications equipment and the purchase of distribution line transformers.

#### **Debt Administration**

The Plant issued \$7,250,000 of long-term serial general obligation bonds on June 15, 2010. The bonds were issued pursuant to an order of the Municipal Council approved by the Mayor on October 19, 2009. \$3,386,694 of the bond proceeds are to be used to upgrade the Plant's computer system. \$3,863,306 of the bond proceeds are to be used for asbestos abatement at the West Water Street facility.

#### Significant Balances and Transactions:

#### Depreciation Fund

The Plant maintains this fund to pay for capital investments and improvements. These capital items are paid from the operating fund, which is then replenished by funds transferred from the depreciation fund. The depreciation fund is required by state statute. The Light Plant must set aside 3% of its gross depreciable plant annually to be used principally for capital expenditures. Interest earned on the account is kept in the fund.

#### Sick Leave Trust Fund

The Plant maintains a fully funded Sick Leave Trust Fund ("Trust") for the financing of future sick leave payments. It is the Plant's intention that the Trust be funded to the extent of the Plant's sick leave liability and that future sick leave expense will be paid by the Trust.

#### Pension Plans

The employees of the Light Plant participate in the City of Taunton Retirement System. In addition to investments made by the System, a separate trust fund has been established by the Plant to provide funding of the Plant's past unfunded service costs. Each year the Light Plant is assessed by the City for its share of such pension costs.

#### **Customer Deposits**

The Plant collects deposits from residential and commercial accounts when they come into the system. Deposits can be refunded when a customer has demonstrated a good credit history or upon leaving the system. Interest is paid for as long as the Plant holds the deposit.

#### **Environmental Remediation**

The Plant completed the cleanup of the retired West Water Street generating facility by removing the hazardous materials at that location. Total cost of the hazardous material and oil leak remediation was \$6,000,281. During 2010, \$1,928,507 of the project costs were capitalized and \$674,306 were expensed.

#### Unit 10

The Plant has placed on hold the further development of the Unit #10 combined cycle generating project. A total of \$2,531,922 has been booked in CIP related to this project. The portion of this total expended during 2010 was \$366,244.

#### Statements of Assets, Liabilities and Net Assets December 31, 2010 and 2009

#### **ASSETS**

#### LIABILITIES AND NET ASSETS

Utility Plant - at cost	<u>2010</u>	<u>2009</u>		<u>2010</u>	2009
Plant in service	£ 100.734.010	£ 100.050.104	Net Assets:		
Less: Accumulated depreciation	\$ 190,724,018	, , , , , , , , , , , , , , , , , , , ,	Invested in capital assets, net of related debt	\$ 66,193,703	\$ 70,729,989
Dess. Recumulated depreciation	122,237,529	118,171,747	Restricted for depreciation	2,308,818	2,306,051
Net Utility Plant in Service	68,486,489	64,098,357	Unappropriated net assets	23,838,642	12,621.070
Investment in Seabrook	1 420 400	1 200 0 42	Total Net Assets	92,341,163	85,657,110
Construction work in progress	1,429,499	1,380,043			
Construction work in progress	3,527,715	5,251,589			
Total Utility Plant	73,443,703	70,729,989	Non-current Liabilities:		
	73,143,703	10,727,767	Bonds payable - excluding current portion	6,525,000	-
Other Assets			Provision for rate stabilization	2,000,000	2,000,000
Depreciation fund	2,308,818	2 206 051	Sick leave	7,806,729	7.581,215
Rate stabilization fund		2,306,051	Other post-employment benefits obligation	3,967,242	2,905,927
Sick leave trust fund	2,000,000	2,000,000	<b></b>		
Investment in Hydro Quebec Project	8,623,732	7,653,350	Total Non-current Liabilities	20,298,971	12,487,142
Investment in Energy New England LLC	99,593	115,468			
Nonutility property	647,691	631,974	Current Liabilities:		
remainity property	-	15,000	Bonds payable - current portion	725,000	-
Total Other Assets	12 (70 024	10 701 040	Accounts payable	4,089,417	5,629,129
Total Other Assets	13,679,834	12,721,843	Customer deposits	1,107,470	860,151
Current Agasta			Accrued liabilities:		
Current Assets Cash			Vacation	1,392,453	1,361.238
	16,243,110	7,852,898	Interest	24,026	23,035
Customer deposits	1,106,846	860,151	Payroll	353,435	302.118
Accounts receivable, less allowance			Environmental remediation obligation	178,000	915.038
for doubtful accounts of \$1,654,727 and			Other	230,800	184,208
\$1,416,993 in 2010 and 2009, respectively	9,760,704	9,625,516			
Accounts receivable - Internet services	101,458	95,300	Total Current Liabilities	8,100,601	9,274,917
Due from plant retirement trust	385,459	339,255			<u> </u>
Materials and supplies inventory	4,776,665	4,268,837	Total Liabilities	28,399,572	21,762.059
Prepaid expenses	1,242,956	925,380	<del></del>		
Total Current Assets	33,617,198	23,967,337			
Total Assets	\$ 120,740,735	\$ 107,419,169	Total Liabilities and Net Assets	\$ 120,740,735	\$ 107,419,169

See accompanying notes and independent auditors' report.

#### Statements of Revenues, Expenses and Changes in Net Assets For the Years Ended December 31, 2010 and 2009

	<u>2010</u> <u>2009</u>
Operating Revenues:	
Sales of electricity  Commercial and industrial	
Residential	\$ 54,427,238 \$ 57,628,841
Sales for resale	39,614,426 40,869,318
Municipal	3,541,644 3,039,537
Discounts given	4,700,020 4,892,051
Total sales of electricity	(2,884,209) (3,115,901)
Other operating revenues	99,399,119 103,313,846
Other operating revenues	1,548,603 1,066,556
Total Operating Revenues	100,947,722 104,380,402
Operating Expenses:	
Power production and purchases	61,951,058 69,792,894
Transmission and distribution	13,515,801 11,530,442
Customer accounting	4,061,561 3,643,200
Administrative and general	5,527,657 5,106,090
Depreciation and amortization	5,211,118 5,160,705
Environmental remediation obligation	674,306 915,038
Nuclear expense	348,933 351,125
Total Operating Expenses	91,290,434 96,499,494
Earnings from Operations	9,657,288 7,880,908
Other Income (Expense)	
Interest expense	(126,796) -
Interest income	16,573 63,887
Internet income (loss) - net	52,832 (36,608)
Loss on disposal of nonutility property	(15,000) (120,470)
Other income	(844) 74,977
Total Other Income (Expense)	(73,235) (18,214)
Net Income	\$ 9,584,053 \$ 7,862,694
Net Assets, January 1	\$ 85,657,110 \$ 80,694,416
Net Income	9,584,053 7,862,694
Transfers in (out):	
Payment in lieu of taxes	(2,900,000) (2,900,000)
Net Assets, December 31	<u>\$ 92,341,163</u> <u>\$ 85,657,110</u>

See accompanying notes and independent auditors' report.

## Statements of Cash Flows For the Years Ended December 31, 2010 and 2009

Cash Flows From Operating Activities:	2010	<u>2009</u>
Cash received from customers	¢ 102.072.077	£ 106 220 406
Cash payments to suppliers and employees	\$ 102,063,076	
cush payments to suppliers and employees	(89,790,641)	(88,444,612)
Net Cash Provided by Operating Activities	12,272,435	17,884,884
Cash Flows from Non-capital Financing Activities:		
Payment to city in lieu of taxes	(2,900,000)	(2,900,000)
	(2,500,000)	(2,500,000)
Cash Flows from Capital and Related Financing Activities:		
Net additions to utility plant	(7,891,938)	(11,809,945)
Proceeds from long-term debt	7,250,000	-
Interest paid on bonds	(107,396)	
Net Cash Used in Capital and Related Financing Activities	(749,334)	(11,809,945)
Cash Flows from Investing Activities:		
Interest and dividend income	16,573	63,887
Net Cash Provided by Investing Activities	16,573	63,887
Net Increase in Cash	8,639,674	3,238,826
Cash and cash equivalents, Beginning	13,019,100	9,780,274
Cash and cash equivalents, Ending	\$ 21,658,774	\$ 13,019,100
Reconciliation of Operating Income to Net Cash		
Provided by Operating Activities:		
Operating income	\$ 9,657,288	\$ 7,880,908
Adjustments to reconcile operating income to net cash provided by	Ψ 2,037,200	<del>Ψ 7,000,500</del>
operating activities:		
Internet income (loss), net	52,832	(36,608)
Equity in losses (gains) on investments in associated companies	(33,581)	155,100
Depreciation	5,211,118	5,160,705
Changes in assets and liabilities:	0,211,110	3,100,703
Decrease (increase) in accounts receivable	(141,346)	544,215
Increase in Sick Leave Trust Fund	(744,868)	(862,319)
Increase in due from Plant Retirement Trust	(46,204)	(44,217)
Increase in prepaid expenses	(317,576)	(13,244)
Decrease (increase) in materials and supplies	(507,828)	657,639
Increase in other postemployment benefits obligation	1,061,315	1,457,081
Increase (decrease) in accounts payable	(1,539,712)	1,657,019
Increase (decrease) in pollution remediation obligation	(737,038)	915,038
Increase in customer deposits	247,320	333,339
Increase in accrued liabilities	110,715	80,228
Total Adjustments	2,615,147	10,003,976
Net Cash Provided by Operating Activities	\$ 12,272,435	\$ 17,884,884

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Nature of Operations

The Plant is a regulated municipal electric utility located in Taunton, Massachusetts. The Plant operates as an enterprise fund of the City of Taunton, Massachusetts, and produces, purchases and distributes electricity to approximately 35,900 customers in the city of Taunton and the surrounding areas. The Plant also operates an internet access business unit and provides services to approximately 1,700 customers.

Enterprise funds and similar component units apply Financial Accounting Standards Board ("FASB") pronouncements and Accounting Principles Board ("APB") opinions issued on or before November 30, 1989, unless those pronouncements conflict with or contradict Governmental Accounting Standards Board ("GASB") pronouncements, in which case GASB prevails.

The Plant operates within the electric utility industry which has undergone significant restructuring and deregulation. In 1998, the Massachusetts Department of Public Utilities ("DPU") issued an electric industry restructuring plan, and the Massachusetts legislature created a special committee on electric industry restructuring. The ongoing changes in the industry and the resultant financial impact on the Plant are not determinable.

#### 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 of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Estimates relating to the allowance for doubtful accounts, contingencies (see note G), and other postemployment benefits (see note I) represent significant estimates included in the financial statements. Management bases its estimates of these items on historical experience, specific identification and future expectations.

#### Rates

The Plant is under the charge and control of the Municipal Light Plant Commissioners in accordance with Chapter 164, Section 55, of the General Laws of the Commonwealth of Massachusetts. Electric power is both produced and purchased and is distributed to customers within their service area. The rates charged by the Plant to its customers are filed with the DPU and are subject to Chapter 164, Section 58, of the General Laws, which provides that prices shall be fixed to yield not more than 8% per annum on the cost of the plant after repayment of operating expenses, interest on outstanding debt, the requirements of any serial debt and depreciation.

The Plant's rates include a Purchased Power Cost Adjustment ("PPCA") which allows an adjustment of rates charged to customers in order to recover all changes in power costs from stipulated base costs. The PPCA provides for a quarterly reconciliation of total power costs billed with the actual cost of power incurred.

#### Utility Plant

The provision for depreciation of utility plant was computed in 2010 and 2009 at 3% of the cost of plant in service at the beginning of the year, exclusive of land and land rights. No depreciation is taken in the year of plant additions and a full year's depreciation is taken in the year of disposal. Massachusetts law stipulates that the Plant may change its depreciation rate from the statutory 3% only with the approval of the DPU.

Depreciation Fund cash is used in accordance with state laws for replacements, enlargements and additions to the utility plant in service.

The Plant capitalizes individual purchases of \$3,000 or more and groups of purchases of similar items of \$5,000 or more. Office furniture purchased for more than \$1,000 or office equipment, meters, transformers and vehicles purchased for more than \$500 are capitalized.

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investment in Seabrook

The Plant's Investment in Seabrook represents a 0.10034% joint ownership share. The Plant records annually depreciation computed at 4% of the initial investment in Seabrook. The Plant's percentage share of new plant additions are capitalized and their share of operating and maintenance expenses, and decommissioning expenses (see Note C) are charged against earnings.

#### Sick Leave Trust Fund

The Plant maintains a fully funded Sick Leave Trust Fund ("Trust") for the financing of future sick leave payments. It is the Plant's intention that the Trust be funded to the extent of the Plant's sick leave liability and that future sick leave expense will be paid by the Trust. The assets of the Trust are shown in the financial statements to provide a more meaningful presentation, as the assets of the Trust are for the sole purpose of satisfying a liability of the Plant.

The invested funds are reported at fair value in the statements of assets, liabilities and net assets. Realized gains and losses, as well as changes in value of the invested funds, are included in the statements of revenues, expenses and changes in net assets.

Net investment income for the Trust was approximately \$242,000 and \$270,000 in 2010 and 2009, respectively. The net income for sick leave was approximately \$192,000 and \$442,000 for years ended December 31, 2010 and 2009, respectively. The net income for sick leave is the change in the accrued sick leave liability net of the gains or losses on the assets held in the Trust and, therefore, may fluctuate significantly from year to year.

#### Nonutility Property

Nonutility property consists of the cost of property owned by the Plant that is neither used nor held for future use in the utility service. The property was purchased for the fiber-to-the-premises project. The Plant subsequently decided not to pursue the project. The Plant is currently examining options for disposing of the property. The carrying value of the property has been adjusted to the expected resale value, which was \$0 and \$15,000 as of December 31, 2010 and 2009, respectively. The estimated loss in value of the property of \$15,000 and \$120,470 for the years ended December 31, 2010 and 2009, respectively, is reflected on the statement of revenue, expenses and changes in net assets.

#### Cash Equivalents

For purposes of the Statement of Cash Flows, the Plant considers all deposits with original maturities of three months or less to be cash equivalents.

#### Accounts Receivable

The Plant carries its accounts receivable at fair market value by way of an allowance for doubtful accounts. Collectability of receivables is determined based on historical write offs and collections, on knowledge of specific large accounts, and on current economic conditions.

#### Inventory

Materials and supplies inventory is carried at cost, principally on the average cost method.

#### Pension Plan

Substantially all employees of the Plant are covered by a contributory pension plan administered by the City of Taunton in conformity with State Retirement Board requirements (see Note H).

#### Taxes

The Plant is exempt from federal and state income taxes as well as local property taxes. The Plant pays an amount to the City of Taunton in lieu of taxes. That amount is voted annually by the Municipal Light Commission.

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Subsequent Events

Subsequent events have been evaluated through August 2, 2011, the date the financial statements were available to be issued.

#### NOTE B. PLANT IN SERVICE

Plant in service activity for the year ended December 31, 2010 was as follows:

	Beginning			Retirements			Ending	
		<b>Balance</b>		<b>Additions</b>	<u>&amp;</u>	<u>Adjustments</u>		Balance
Production	\$	70,725,983	\$	4,904,975	\$	(10,347)	\$	75,620,611
Transmission		7,283,794		-		_		7,283,794
Distribution		75,201,296		3,462,912		(795,822)		77,868,386
General		29,059,031		1,215,640		(323,444)		29,951,227
Total plant in service		182,270,104		9,583,527		(1,129,613)		190,724,018
Less accumulated depreciation for:								
Production		59,709,700		1,095,821		(764,478)		60,041,043
Transmission		6,588,443		131,376		(68,217)		6,651,602
Distribution		42,784,317		2,110,518		(184,732)		44,710,103
General		9,089,287		1,710,014		35,480		10,834,781
Total accumulated depreciation		118,171,747		5,047,729		(981,947)		122,237,529
Net utility plant in service	\$	64,098,357	\$	4,535,798	\$	(147,666)	\$	68,486,489

Depreciation expense for utility plant in service of \$5,047,729 and for the investment in Seabrook of \$163,389 was charged to operating expenses for the year ended December 31, 2010.

Plant in service activity for the year ended December 31, 2009 was as follows:

•		,				
		Beginning			Retirements	Ending
		<b>Balance</b>	<b>Additions</b>	<u>&amp;</u>	Adjustments	<b>Balance</b>
Production	\$	70,850,177	\$ (31,854)	\$	(92,340)	\$ 70,725,983
Transmission		7,254,094	29,700		-	7,283,794
Distribution		71,062,822	4,138,474		-	75,201,296
General		24,567,553	5,256,454		(764,976)	29,059,031
Total plant in service		173,734,646	 9,392,774		(857,316)	182,270,104
Less accumulated depreciation for:						
Production		57,919,878	1,882,162		(92,340)	59,709,700
Transmission		6,458,570	129,873		-	6,588,443
Distribution		40,811,856	1,972,461		-	42,784,317
General		8,769,414	 1,084,849		(764,976)	 9,089,287
Total accumulated depreciation		113,959,718	5,069,345		(857,316)	118,171,747
Net utility plant in service	<u>\$</u>	59,774,928	\$ 4,323,429	\$	-	\$ 64,098,357

Depreciation expense for utility plant in service of \$5,069,345 and for the investment in Seabrook of \$163,389 was charged to operating expenses for the year ended December 31, 2009.

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE C. INVESTMENTS

#### Seabrook

The Plant is a 0.10034% joint owner of the Seabrook New Hampshire Unit 1.

The joint owners of Seabrook have established a Decommissioning Fund that is currently held by a Trustee. The Plant's share of the estimated decommissioning liability is approximately \$1,003,000 as of December 31, 2010 (the most current valuation date). The Plant is currently contributing, based on a present value formula, \$1,005 per month over 25 years. The cost is included in nuclear expense on the statement of revenues, expenses and changes in net assets as it is paid.

#### **Energy New England**

Energy New England, LLC ("ENE") is an energy services company established to assist publicly owned entities to ensure their continued viability in the deregulated wholesale electric utility markets and to strengthen their competitive position in the retail energy market for the benefit of the municipal entities. ENE functions as an autonomous, entrepreneurial business unit that is free from many of the constraints imposed on traditional municipal utility operations. The Plant owns a 28.33% interest in ENE. Each of the six members has one seat on the Board of Directors along with three outside Directors. The Plant's initial investment in the company in 1998 was \$500,000. The Plant records this investment under the equity method.

Included in other income is approximately \$16,000 and \$23,000 of gains for the years December 31, 2010 and 2009, respectively, representing the Plant's share of ENE's results of operations.

#### Hydro Quebec Electric Company

In 1988, the Plant entered into an agreement with the Massachusetts Municipal Wholesale Electric Company and other New England Utilities and Hydro-Quebec Electric Corporation ("Hydro Quebec"). In connection with the agreement, the Plant advanced approximately \$800,000 toward development of the project of which approximately \$450,000 was returned after the project obtained financing. In 1991, the Hydro Quebec project was completed. Upon completion of this project, each participant received stock in the New England Hydro Transmission Electric Company and the New England Hydro Transmission Corporation proportional to their advances. The investment is being accounted for on the cost basis. The stock received is not readily marketable, but gives the holder rights to purchase power at a percentage of the fossil fuel rate. During the years ended December 31, 2010 and 2009, the Plant received dividends from the two companies of approximately \$13,000 and \$26,000, respectively.

#### NOTE D. CASH AND CERTIFICATES OF DEPOSIT

The Plant's cash is primarily deposited with the City of Taunton treasurer who commingles it with other City funds. Accordingly, it is not practical to disclose the related bank balance and credit risk of such cash deposits for the Plant. Funds on deposit with financial institutions are subject to the insurance coverage limits imposed by the Federal Deposit Insurance Corporation (FDIC). The amount of insurance coverage for the Plant's deposits is not determinable because the limits of insurance are computed on a City-wide basis.

The City invests the cash and credits the Plant each year with interest earned on the cash deposits.

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE D. CASH AND CERTIFICATES OF DEPOSIT (Continued)

		<u>2010</u>	<u>2009</u>
Cash - operating	\$	14,784,219	\$ 5,970,975
Customer deposits		1,106,846	860,151
Depreciation fund		2,308,818	2,306,051
Rate stabilization fund	-	2,000,000	 2,000,000
Cash deposited with City of Taunton		20,199,883	11,137,177
Cash deposited with Energy New England LLC		1,458,891	 1,881,923
	\$	21,658,774	\$ 13,019,100

Cash, certificates of deposit and short term investments at December 31 are reflected on the balance sheet as follows:

	<u>2010</u>	<u>2009</u>
Cash	\$ 16,243,110	\$ 7,852,898
Customer deposits	1,106,846	860,151
Depreciation fund	2,308,818	2,306,051
Rate stabilization fund	 2,000,000	 2,000,000
	\$ 21,658,774	\$ 13,019,100

#### NOTE E. LONG-TERM DEBT

Long-term debt consists of the following:

\$7,250,000 general obilgation bonds, issued June 15, 2010, with interest rates ranging from 2.5% to 4% and annual principal and semi-annual interest payments	<u>2010</u>
through June 1, 2020.	\$ 7,250,000
Less: current installments of long-term debt	 (725,000)
Long-term debt, excluding current installments	\$ 6,525,000

Long-term debt activity for the year ended December 31, 2010 was as follows:

Balance of long-term debt at January 1, 2010 Bonds issued	\$	7,250,000
Principal payments Balance of long-term debt at December 31, 2010	-	7,250,000

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE E. LONG-TERM DEBT (Continued)

The future payments on the long-term debt are as follows:

<u>Year</u>	Ē	<u>Principal</u>		<u>Interest</u>		<u>Total</u>
2011	\$	725,000	\$	222,031	\$	947,031
2012		725,000		200,281		925,281
2013		725,000		178,531		903,531
2014		725,000		153,156		878,156
2015		725,000		124,156		849,156
2016-2020		3,625,000		285,922		3,910,922
Total	\$	7,250,000	\$	1,164,078	\$	8,414,078

#### NOTE F. OPERATING LEASES

The plant leases various equipment with terms ending between 2010 and 2013.

The future minimum lease payments under these agreements at December 31, 2010, are as follows:

December 31,	2011	\$ 45,217
	2012	\$ 45,217
	2013	\$ 45,217

Rent expense under these leases, which is included in administrative and general expenses, was approximately \$217,000 and \$275,000 in 2010 and 2009, respectively.

#### NOTE G. COMMITMENTS AND CONTINGENCIES

#### Litigation and Other Matters

The Plant is involved in various legal matters incident to its business, none of which is believed by management to be significant to the financial condition or the results of operations of the Plant.

The Plant is also involved in proceedings relating to environmental matters. Although it is not possible to estimate the liability, if any, of the Plant related to these environmental matters, the Plant believes that these matters will not have a material adverse effect upon its financial condition or the results of operations.

The Plant has a program for insurance coverage provided by the Massachusetts Municipal Utility Self-Insurance Trust Fund ("Trust"). The insurance coverage provided by the Trust is in excess of a \$50,000 self retention up to a maximum of \$500,000 per occurrence. Additionally, coverage for certain environmental claims is provided by the Trust through a separate policy for which the plant is responsible for a \$50,000 self-retention and the Trust covers the next \$50,000. Above this combined \$100,000 self-retention, the separate pollution liability policy provides coverage for certain claims up to \$1 million per occurrence and \$10 million aggregate.

#### Option Contracts

The Plant manages risk associated with power supply commitments and excess capacity by entering into forward contracts for the purchase and sale of electricity and fuel in the normal course of business. It also uses put and call option contracts to reduce the price risk associated with its power supply portfolio.

Put and call options are reflected at fair value as determined by actively quoted prices and are recorded on the balance sheet with changes in fair value included in purchased power and transmission expense. No option contracts were open as of December 31, 2010 and 2009.

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE G. COMMITMENTS AND CONTINGENCIES (Continued)

#### Option Contracts (Continued)

Forward contracts to purchase electricity and fuel at set prices and other contracts to sell electricity at fixed prices qualify for the normal purchases and sales exception of SFAS No. 133 and are not accounted for as derivatives.

The objectives of TMLP's risk management procedures for option contract and power and fuel purchase and sale forward contract activities are to optimize power supply resources, control costs, and manage price volatility to customers while avoiding speculative positions in the commodities markets.

#### **Power Contracts**

The Plant has commitments under contracts for the purchase of electricity from various suppliers. These wholesale contracts are generally for fixed periods and require payment of demand and energy charges. The total costs under these contracts are included in purchased power in the statements of revenues, expenses and changes in net assets and are normally recoverable in revenues under cost recovery mechanisms mandated by the Commonwealth of Massachusetts. The status of these contracts is as follows:

Counter Party	<u>Fuel</u>	2010 KW Entitlements	Contract End Date	Estimated Annual Minimum Payments	
NextEra Energy Power Marketing, LLC	Unspecified	5,000-13,000	2011	\$ 16,506,000	
Constellation Energy Commodities Group, Inc.	Unspecified	5,000	2011	\$ 7,172,000	
TransCanada Power Marketing Ltd.	Unspecified	5,000-10,000	2012	\$ 9,643,000	
PPL EnergyPlus	Unspecified	5,000	2013	\$ 11,295,000	
Sempra Energy Trading	Unspecified	2,000-5,000	2013	\$ 6,650,000	
Miller Hydro Group, Inc.	Unspecified	4,350	2013	\$ 934,000	
Morgan Stanley Capital Group	Unspecified	5,000	2013	\$ 1,608,000	
Industrial Power Services Corporation	Unspecified	430	2013	\$ 200,000	
Fortistar Methane Group-GRS Fall River	Methane	5,000	2014	\$ 2,154,000	
Fortistar Methane Group-GRS East Bridgewater	Methane	2,850	2014	\$ 1,228,000	*
Dominion Energy Marketing, Inc	Unspecified	16,200	2015	\$ 892,000	
MM Taunton Energy, LLC	Methane	1,630	2019	\$ 1,888,000	
Seabrook Nuclear Power Plant	Nuclear	1,170	2020	\$ 355,000	
New York Power Authority	Hydro	4,845	2025	\$ 1,104,000	
Braintree Electric Light Department	Methane	10,000	2029	\$ 2,135,000	

<sup>\*</sup> The liability for this contract is currently on hold. Fortistar Methane Group, Gas Recovery Systems, LLC, has started a forced outage due to an interruption in the quality of methane generation within the landfill, outside of Gas Recovery System's control. The forced outage began December 31, 2010, and the expected return date is currently unknown.

#### NOTE H. PENSION PLANS

The Plant contributes to the City of Taunton Retirement System (the "System"), a public employee retirement system that acts as the investment and administrative agent for the City. The System is a contributory cost-sharing multiple employer defined benefit plan. All full-time employees participate in the System.

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE H. PENSION PLANS (Continued)

Instituted in 1937, the System is a member of the Massachusetts Contributory System and is governed by Massachusetts General Laws Chapter 32. Membership in the System is mandatory upon the commencement of employment for all permanent, full-time employees.

The System provides for retirement allowance benefits up to a maximum of 80% of a member's highest three-year average annual rate of regular compensation. Benefit payments are based upon a member's age, length of creditable service, level of compensation and group classification.

Members of the System become vested after 10 years of creditable service. A retirement allowance may be received upon reaching age 65 or upon attaining twenty years of service. The System also provides for early retirement at age 55 if the participant (1) has a record of 10 years of creditable service, (2) was on the City's payroll on January 1, 1978, (3) voluntarily left City employment on or after that date, and (4) left accumulated annuity deductions in the fund. Active members contribute either 5%, 7%, 8% or 9% of their regular compensation depending on the date upon which their membership began. The System also provides death and disability benefits.

The System assesses the City each fiscal year an amount determined in accordance with its current funding schedule. The City allocates a portion of its obligation to the Plant based on the relative number of participants and the amount of payroll. The Plant's contributions to the System for 2010, 2009 and 2008 were \$2,891,107, \$2,842,514 and \$2,796,600, respectively, and were equivalent to the required payments.

The current funding schedule includes the amount required to pay the employer normal cost (in addition to member contributions) plus the amortization of the prior unfunded actuarial accrued liability. The current funding schedule projects that the plan will be fully funded in 2028. The funding schedule has been approved by the Public Employees Retirement Association.

Copies of the System's audited financial statements can be obtained by writing to The City of Taunton Retirement System, 40 Dean Street, Taunton, MA 02780.

The Plant has established a separate Employees Retirement Trust Fund ("Trust Fund") for the financing of future pension payments. The market value of the net assets at December 31, 2010 and 2009, was approximately \$9,193,000 and \$8,682,000, respectively. These funds are invested in money market funds, fixed income securities including government and corporate bonds and other equity securities. The Plant made no contributions to the Trust Fund in 2010 and 2009.

The Plant pays the normal costs plus expenses and a levelized amount of the amortization. The Plant receives from the Trust Fund, over the next fifteen years, the balance of the annual amortization of the unfunded pension liability. Prior to 2007, the Plant received 100% of the annual amortization of the unfunded pension liability from the Trust Fund.

The following represents the components of the Plant's recorded pension expense.

	December 31,			
	<u>2010</u>			2009
Contributions assessed by and paid to the System	\$	2,891,107	\$	2,842,514
Contributions from the Trust Fund		(724,714)		(634,296)
Recorded pension expense	\$	2,166,393	\$	2,208,218

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE I. OTHER POST-EMPLOYMENT BENEFITS

December 31, 2008, was the initial year that the Plant implemented GASB 45, Accounting and Financial Reporting by Employers for Post-employment Benefits Other Than Pensions. As allowed by GASB 45, the Plant established the net Other Post-employment Benefit ("OPEB") obligation to zero at the beginning of the transition year and applied the measurement and recognition requirements of GASB 45 on a prospective basis.

#### Plan Description

The Plant participates in The Post Retirement Benefits Plan of The City of Taunton, an agent multi-employer defined benefit healthcare plan administered by the City of Taunton. The Plant provides post-employment health care benefits to retirees that meet certain requirements. Retirees of the Plant under age 65 are eligible for the same health benefits as active employees, while retirees over the age of 65 are eligible for MEDEX. Chapter 32B of the MGL assigns authority to establish and amend benefit provisions of the plan. The plan does not issue a publicly available financial report.

At June 30, 2010, the most recent actuarial valuation date, the Plant's membership consisted of the following:

Current retirees and beneficiaries	163
Current active members	158
Total	321

#### **Funding Policy**

The contribution requirements of the plan members and the Plant are established and may be amended through collective bargaining. The cost of the benefits provided to retirees are borne 75% by the Plant, and 25% by the retiree. For plan year ended June 30, 2009, the Plant contributed approximately \$901,000 to the plan, and total member contributions were approximately \$300,000.

#### Annual OPEB Costs and Net OPEB Obligation

The Plant's annual OPEB cost (expense) is calculated based on the annual required contribution of the employer ("ARC"), an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The components of the Plant's annual OPEB costs for the year, the amount actually contributed to the plan, and changes in the Plant's net OPEB obligation are summarized in the following table:

	<u>20</u>	<u>10</u>	<u>2009</u>
Normal cost	\$ 1,	093,381	\$ 1,165,719
Amortization of unfunded actuarial accrued liability	1,	168,844	1,447,130
Annual OPEB cost/expense	2,	262,225	2,612,849
Contributions made	(1,2	200,910)	(1,155,768)
Increase in net OPEB obligation	1,0	061,315	1,457,081
Net OPEB obligation - beginning of year	2,9	905,927	 1,448,846
Net OPEB obligation - end of year	\$ 3,9	967,242	\$ 2,905,927

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE I. OTHER POST-EMPLOYMENT BENEFITS (Continued)

The Plant's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for the year is as follows:

Year Ended	Ar	nnual OPEB Cost	Annual OPEB Cost Contributed	Percentage of Annual OPEB		Net OPEB
12/31/2008	<u> </u>	2,612,849	1,164,003	Cost Contributed 45%	<u> </u>	Obligation 1,448,846
12/31/2009	\$	2,612,849	1,155,768	44%	\$	1,457,081
12/31/2010	\$	2,262,225	1,200,910	53%	\$	1,061,315

#### Funding Status and Funding Progress

As of June 30, 2010, the most recent actuarial valuation date, the actuarial accrued liability for benefits was \$37,623,107, all of which was unfunded. The covered payroll (annual payroll of the Department's active employees covered by the plan) was \$15,955,539, and the ratio of the Unfunded Actuarial Accrued Liability ("UAAL") to the covered payroll was 236%

Actual valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the basic financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

#### Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effect of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the June 30, 2010, actuarial valuation, actuarial liabilities were determined using the projected unit cost method. The actuarial methods and assumptions included a 4% investment rate of return and an annual health care cost rate trend of 8% decreasing to 5% in 2016. The UAAL is being amortized as a level percentage of pay assuming a 4.5% increasing, open basis. The remaining amortization period at June 30, 2010, was 30 years.

#### NOTE J. INTERNET ACCESS BUSINESS UNIT

Revenue and expense for this business unit are combined and presented as a single line item in other income (expense) in the statement of revenues, expenses and changes in net assets. Internet services generated revenues of approximately \$1,037,000 and \$1,011,000 for the years ended December 31, 2010 and 2009, respectively. Expenses were approximately \$984,000 and \$1,048,000 for the same periods.

The business unit leases certain assets from the Plant. For the years ended December 31, 2010 and 2009, other operating revenue for the Plant and internet expense includes approximately \$162,000 and \$160,000, respectively, relating to this lease.

#### Notes to The Financial Statements Years Ended December 31, 2010 and 2009

#### NOTE K. SALE OF EMISSION ALLOWANCES

The Plant receives emission allowances in connection with the operation of its generation facilities. The Plant may from time to time purchase or sell excess emission allowances on the open market. The income from the sale or the expense from the expiration of allowances are recorded as other income or expense on the statement of revenues, expenses and changes in net assets.

#### NOTE L. ENVIRONMENTAL REMEDIATION

The Plant follows GASB 49, Accounting and Financial Reporting for Pollution Remediation Obligations.

The West Water Street generating facility closed in 1978. During 2007, The Plant hired a consulting firm to assess, characterize, and quantify the special and hazardous materials at the West Water Street facility including the preparation of the technical specifications for their removal.

A contract was awarded in 2008 to remove and dispose of these materials from the facility.

The hazardous material remediation of the facility began in 2009. The total cost of the project was \$4,410,936, with \$1,928,507 and \$2,482,429 incurred during the years ended December 31, 2010 and 2009, respectively. The project was completed in 2010.

The costs of the hazardous material remediation project have been capitalized as they were incurred.

During the abatement and clean-up process, the Plant discovered a No. 6 fuel oil Underground Storage Tank ("UST") with oil product leaking out of the UST, and several oil piping troughs (or covered raceways) and vaults filled with oil which were not included in the original scope of work. The Massachusetts Department of Environmental Protection ("MADEP") was contacted by the Plant.

The oil leak remediation of the facility began in 2009. The total cost of the oil leak remediation project per the contract was \$1,589,345 of which \$674,306 and \$915,039 was expensed for the years ended December 31, 2010 and 2009, respectively.

The Plant discovered an additional No. 6 fuel oil UST with product leaking out, the leak has been contained and clean-up will be completed on this portion in 2011, with an estimated cost of approximately \$178,000. This project is out-of-scope of the initial oil remediation project and the costs will be in addition to the completed project stated above. The additional estimated cost of \$178,000 has been recorded as a liability and expense as of December 31, 2010.

The costs of the oil remediation projects are accrued and expensed when the expected outlays are reasonably estimable.

#### Other Post-Employment Benefit Plan Required Supplementary Information Years Ended December 31, 2010 and 2009

Actuarial	Actuarial		Actuarial	Unfunded			UAAL as a
Valuation	Value of		Accrued	AAL	Funded	Covered	Percentage
<u>Date</u>	Assets	<u>Lia</u>	ability (AAL)	(UAAL)	<u>Ratio</u>	<u>Payroll</u>	of Payroll
June 30, 2010	\$ -	\$	37,623,107	\$ 37,623,107	0.00% \$	15,955,539	236%
June 30, 2008	\$ -	\$	50,082,169	\$ 50,082,169	0.00% \$	13.794.910	363%

Actuarial methods:

Valuation date 6/30/2010

Actuarial cost method Projected unit credit
Amortization method Level dollar amount

Remaining amortization period 30 years as of June 30, 2010

Actuarial assumptions:

Investment rate of return 4.00% Projected salary increases 4.50%

Medical/drug cost trend rate 8% decreasing to 5% in 2016

Plan membership:

Current retirees and beneficiaries 163
Current active members 158

Total 321

# Other Post-Employment Benefit Plan Notes to Required Supplementary Information Years Ended December 31, 2010 and 2009

NOTE A. The Plant participates in an agent multi-employer defined benefit healthcare plan, administered by the City of Taunton, which provides lifetime health care and life insurance benefits for eligible retirees and their spouses through the city's health and life insurance plans, which covers both active and retired members.

The Plant currently finances its other post-employment benefits ("OPEB") on a pay-as-you-go basis. As a result, the funded ratio (actuarial value of assets expressed as a percentage of the actuarial accrued liability) is 0%. In accordance with Governmental Accounting Standards, the Plant has recorded its OPEB cost equal to the actuarially determined annual required contribution ("ARC") which includes the normal cost of providing benefits for the year and a component for the amortization of the total unfunded actuarial accrued liability of the plan.

The Schedule of Funding Progress presents multi-year trend information which compares, over time, the actuarially accrued liability for benefits with the actuarial value of accumulated plan assets.

Projections of benefits for financial reporting purposes are based on the substantive plan and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarially accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

The Schedule of Actuarial Methods and Assumptions presents factors that significantly affect the identification of trends in the amounts reported.