

Seven Global Goals

2013

**ANNUAL
REPORT**

**Southwestern Power
Administration**



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Southwestern Administrator Chris Turner initiated his “Seven Global Goals” videos in FY 2013 to track the progress of shared initiatives within the Agency. Here, he gives an update to Agency employees on a transformer replacement at Southwestern’s Table Rock Substation that supports the Transmission Infrastructure goal.



Department of Energy
Southwestern Power Administration
One West Third Street
Tulsa, Oklahoma 74103-3502

The Honorable Dr. Ernest Moniz
Secretary of Energy
Washington, D.C. 20585

Dear Secretary Moniz:

There's a well-known adage that says: "What gets measured, gets managed." This is especially true at Southwestern, where I've introduced seven global goals to be achieved annually across all functional areas of the agency.

These seven global goals – Safety, Cost Management, Reliability, Repayment Obligations, Repayment Studies, Generation Infrastructure, and Transmission Infrastructure – are easy to understand and easy to measure. What's more, employees know their roles in achieving these goals. Progress reports are given quarterly in the form of "Southwestern Spotlight" videos so that everyone knows how we are performing.

I'm happy to report that we achieved our seven global goals in FY 2013, while marketing over 4.2 billion kilowatt-hours of energy to customers in Arkansas, Kansas, Louisiana, Missouri, Oklahoma, and Texas and generating \$196 million in revenue.

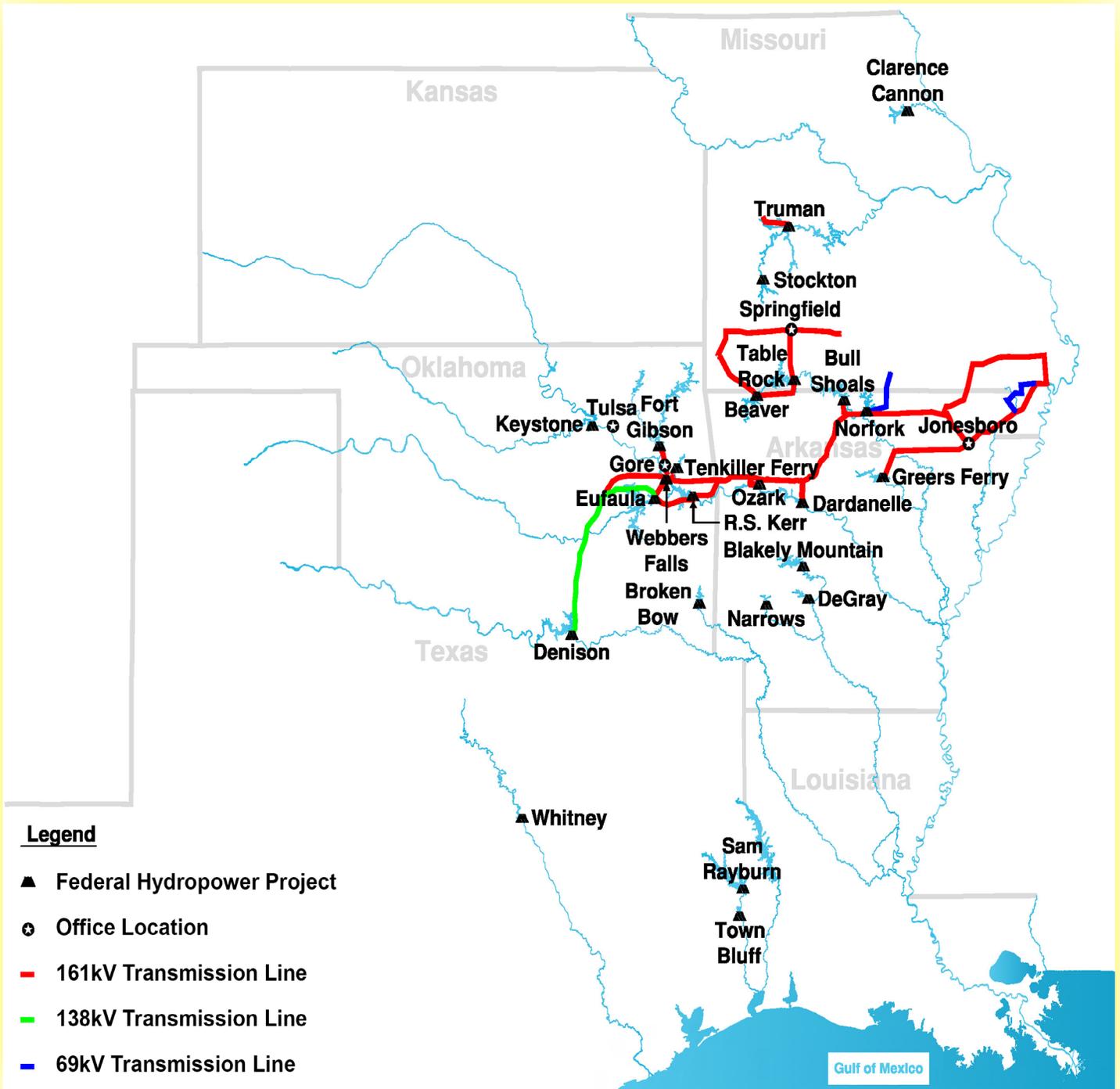
True achievement is something to be proud of, and I'm very proud of the hard work of my staff and the relationship with our stakeholders that allowed us to accomplish what we set out to do in FY 2013.

Sincerely,

A handwritten signature in black ink, appearing to read "C. M. Turner", is written over a light blue horizontal line.

Christopher M. Turner
Administrator

Southwestern System Map



About Southwestern

Southwestern was established in 1943 by the Secretary of the Interior as a Federal Agency that today operates within the Department of Energy as authorized by Section 5 of the Flood Control Act of 1944.

As one of four Power Marketing Administrations in the United States, Southwestern markets hydroelectric power in Arkansas, Kansas, Louisiana, Missouri, Oklahoma, and Texas from 24 U.S. Army Corps of Engineers multipurpose dams with a generating capacity of approximately 2,174 MW.

By law, Southwestern's power is marketed and delivered to not-for-profit municipal utilities and rural electric cooperatives. Southwestern has over one hundred such "preference" customers, and these entities ultimately serve over eight million end-use customers.

Southwestern operates and maintains 1,380 miles (2,220 km) of high-voltage transmission lines, substations, and a communications system that includes microwave, VHF radio, and fiber optics. Staff members work from offices located in Gore, Oklahoma; Jonesboro, Arkansas; Springfield, Missouri; and Tulsa, Oklahoma. Power scheduling and plant dispatching are conducted on a 24-hour basis by staff in the Springfield Operations Center.

Annual revenue for Southwestern averaged approximately \$181 million from 2009 to 2013. This revenue is used to pay the cost of operating and maintaining the generation and transmission facilities and to repay the principal and interest on the Federal investment.

Mission

Southwestern Power Administration's mission is to market and reliably deliver Federal hydroelectric power with preference to public bodies and cooperatives.

This is accomplished by maximizing the use of Federal assets to repay the Federal investment and participating with other water resource users in an effort to balance their diverse interests with power needs within broad parameters set by the U.S. Army Corps of Engineers, and implementing public policy.

Vision

Southwestern has an open and trusting partnership with its customers in meeting those customers' business expectations for operation of the Federal hydropower system, and with the American public in meeting Southwestern's financial obligations while providing good stewardship of regional water resources. The Southwestern work force is cost-conscious, team-based, and empowered to meet customer expectations.

Authorization

The Flood Control Act of 1944 (58 Stat. 887, 890; 16 U.S.C.A. 825s) is Southwestern's main authorizing legislation. Through Section 5 of this Act and a series of Executive Orders, Southwestern's Administrator is authorized to "transmit and dispose of ... power and energy in such manner as to encourage the most widespread use thereof at the lowest possible rates to consumers consistent with sound business principles." Southwestern is also authorized to draw up rate schedules for such power and energy, with the goal of recovering, with interest, the investment of the American people.

For over 70 years, Southwestern has marketed and delivered reliable, renewable, and affordable hydropower, partnering with Federal power stakeholders and others in the industry to make sure the lights stay on. This kind of effective, efficient, and cost-conscious operation is made possible only by hard work and dedication. Southwestern employees work individually and as a team to meet seven comprehensive agency goals that touch on all aspects of the agency's operations. Dubbed the "Seven Global Goals" by Administrator Chris Turner, these objectives identify specific, measurable targets that support Southwestern's mission and reinforce its responsibilities toward its customers and the Nation.



Safety

Safety is the number one goal at Southwestern. The agency practices a culture of safety to ensure that employees go home in the same condition in which they came to work.



Field crews attend training every year to keep switching skills and safety practices up to date.

In support of the safety goal, all employees participate in regular training to keep safety foremost in mind as they perform their daily tasks. Field personnel who work directly with the electric transmission equipment are required to renew their certifications annually. Training is the first line of defense in preventing injuries and fatalities.

In FY 2013, Southwestern met or exceeded its safety goals, staying at or below industry targets with only two preventable motor vehicle accidents, 0.66 incidents reportable to the Occupational Safety and Health Administration, and zero fatalities.

Cost Management

Cost management involves determining the spending levels required to accomplish the agency's mission, developing a budget, and managing the spending so as not to exceed that budget. Unnecessary and unplanned expenses put upward pressure on Southwestern's rates, whether these costs occur in the office or out in the field. All of Southwestern's employees are involved in controlling costs through effective planning, timely implementation of projects, and proper allocation of resources to the correct capital projects.

Southwestern exceeded its goal of fiscal responsibility in FY 2013 by staying significantly under the spending limits of its budget. Remaining focused on containing costs and expenses helps Southwestern keep its rates affordable and makes hydropower more valuable to Southwestern's customers.



Southwestern's Office of Corporate Services gathers to celebrate its involvement in supporting and promoting the Agency's goals.

Repayment Obligations and Repayment Studies

Because Southwestern recovers 100 percent of its reimbursable costs through the rates charged to its customers, the agency conducts annual rate studies to ensure that these rates will produce sufficient revenue to meet repayment obligations to the U.S. Treasury. Even as Southwestern focuses on ensuring its costs are repaid in full and on time, the agency also seeks to minimize rate increases to its customers.

Annual rate studies are conducted under the guidance of Department of Energy Order No. RA 6120.2, which provides that rates are adequate if and only if expected revenues are sufficient to recover expenses and capital investment costs. Capital investment costs include investment in the generators and other equipment at the U.S. Army Corps of Engineers (Corps) hydroelectric power plants; investment in Southwestern's transmission and communications systems; and investment in a portion of the non-hydropower related areas of Corps dams, such as access roads and security equipment. Expenses include purchased power costs; salaries and benefits for Southwestern employees; and salaries and benefits for Corps employees who work in the hydropower area. Because expenses have a greater impact on Southwestern's rates than capital items, it is a daily responsibility of

Southwestern's staff to keep expenses to a minimum.

In FY 2013, Southwestern accurately captured Southwestern and Corps costs in its annual rate studies, produced sufficient revenue to recover such costs, followed the timely filing and approval process for rate implementation, and met all repayment obligations to the U.S. Treasury.

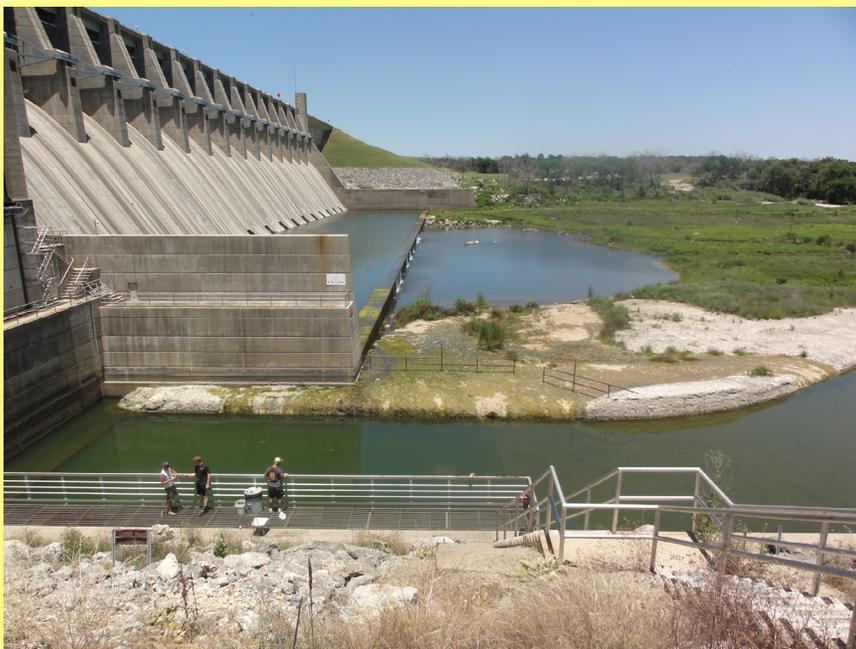


Reliability Compliance

In support of electric grid reliability, Southwestern fosters a culture of compliance to ensure that every employee is aware of his or her responsibilities regarding the agency's ability to meet the reliability standards of the North American Electric Reliability Corporation (NERC). These standards are key to keeping the lights on, and Southwestern's continued adherence helps protect the regional and national grid from deliberate damage, as well as damage caused by faulty equipment, interference from vegetation, storms and other acts of nature.

In FY 2013, Southwestern's reliability function was strengthened when Administrator Chris Turner reorganized the agency so that the Director of the Division of Reliability Compliance & Transmission Policy began reporting directly to the Administrator's office. This not only allows for direct oversight of important compliance functions, it also provides separation between the compliance organization and the line organizations where such compliance is monitored.

Southwestern met both of its reliability goals in FY 2013, with 100 percent of known violations being self-reported prior to any NERC audit, and 100 percent of required mitigation plans being initiated with the regional reliability entity.



Nearly \$30 million has been spent to replace aging and obsolete equipment at Whitney Dam in north-central Texas. Southwestern's customers bear the cost of this type of investment, plus interest, as well as the cost of operating and maintaining the project.

Generation Infrastructure



Without the generators and related equipment at the Corps power plants, there would be no power and energy for Southwestern to market.

Maintaining the availability and reliability of this infrastructure is critical to Southwestern's mission. To this end, Southwestern and its customers, through a cooperative and innovative funding initiative, have thus far funded \$338.9 million to replace or refurbish failing and obsolete equipment at the Corps power plants. Southwestern's customers have also committed to funding an additional \$1.3 billion over the next 30 years. This 30-year program,

known as the Southwestern Customer Funding Initiative – or SCFI – will maintain generation asset reliability and keep the power flowing. And since it continues the close partnership between Southwestern, its customers, and the Corps, appropriate oversight will be in place to ensure its effectiveness and success.

In FY 2013, Southwestern met its goal of executing the necessary funding agreements and work agreements to allow the Corps to proceed with approved projects.

A new turbine is assembled on site at Stockton power plant in southeast Missouri. The turbine and other major equipment were replaced in FY 2013 using a combination of funds from Southwestern's customers and from the American Recovery and Reinvestment Act (ARRA).



Transmission Infrastructure

Proper planning for the current and future needs of the agency's transmission infrastructure is integral to maintaining system availability and keeping compliant with standards and best industry practices.

In FY 2013, the agency continued its work with the regional planning initiatives of the Southwest Power Pool (SPP) Regional Transmission Organization, as well as work on its own comprehensive program, to replace transformers and other transmission equipment to increase operational reliability, minimize outages, and reduce long-term maintenance and repair costs of the facilities. In doing this, Southwestern spent 100 percent of its budgeted investment for transmission system maintenance and improvements, and met all of the in-service dates for upgrades required by SPP.



Phase-raisers are installed to increase the clearance from the conductor to the right-of-way in response to a NERC facility ratings alert.



Southwestern Federal Power System Energy Production

Project	Fiscal Year On-Line Date	Installed Capacity (kW)	Estimated Annual Energy ¹ (Millions kWh)	2013 Actual Net Energy (Millions kWh)	Cost Assigned to Power ²	Total Project Cost ²	% Cost Assigned to Power
Beaver	1965	112,000	172	66	63,484,308	95,326,022	66.6%
Blakely Mountain	1956	75,000	169	165	44,824,635	60,686,228	73.9%
Broken Bow	1970	100,000	129	102	29,119,803	50,880,628	57.2%
Bull Shoals	1953	340,000	785	424	79,359,620	122,558,640	64.8%
Clarence Cannon	1985	58,000	90	132	88,910,923	395,157,684	22.5%
Dardanelle	1965	140,000	613	526	87,607,446	128,609,183	68.1%
DeGray	1972	68,000	97	57	31,617,683	85,023,177	37.2%
Denison	1945	70,000	219	34	34,492,547	91,080,139	37.9%
Eufaula	1965	90,000	260	159	41,788,866	145,868,293	28.6%
Ft Gibson	1953	45,000	191	196	25,863,131	70,596,234	36.6%
Greers Ferry	1964	96,000	189	115	39,076,530	64,524,871	60.6%
Harry S Truman	1982	³ 160,000	244	296	133,928,078	628,223,879	21.3%
Keystone	1968	70,000	228	146	31,667,236	140,296,095	22.6%
Narrows	1950	25,500	30	24	13,982,907	27,044,514	51.7%
Norfolk	1944	80,550	184	143	28,357,621	83,878,008	33.8%
Ozark	1973	100,000	429	89	151,924,370	211,974,123	71.7%
Robert D Willis ⁴	1989	7,350	37	27	203,616	7,202,777	2.8%
Robert S Kerr	1971	110,000	459	402	54,504,746	117,601,014	46.3%
Sam Rayburn	1966	52,000	114	48	36,121,682	126,965,332	28.5%
Stockton	1973	45,200	55	3	47,018,875	109,773,945	42.8%
Table Rock	1959	200,000	495	313	117,360,857	196,757,271	59.6%
Tenkiller	1954	39,100	95	74	27,740,877	83,606,488	33.2%
Webbers Falls	1974	60,000	213	107	96,197,502	159,654,480	60.3%
Whitney	1955	30,000	73	3	39,888,184	90,914,967	43.9%
Total		2,173,700	5,570	3,651	1,345,042,043	3,294,203,992	40.8%

1 For each of the 24 projects in Southwestern's marketing area, a planning study was conducted by the U.S. Army Corps of Engineers prior to construction to forecast the quantity of energy that could be produced under average hydrological conditions. The term "Estimated Annual Energy" used in the table above represents the quantity of this forecasted energy on an annual basis.

2 Includes construction work in progress with plant in service less contributions in aid of construction.

3 Only 53,300 kW of installed capacity have been declared in commercial operation.

4 The initial project construction costs for power were non-federally financed.

Source and Distribution of Energy

Energy Source	2013 Millions kWh	2013 % of Total
Generated by Corps Plants	3,651.0	86.0%
Direct Purchases	589.3	13.9%
Contract Exchange	3.7	0.1%
Interchange	1.7	0.0%
Total	4,245.7	100.0%

Energy Distribution	2013 Millions kWh	2013 % of Total
Cooperatives	2,765.8	65.2%
Municipalities and Joint Action Agencies	1,309.4	30.8%
Government Agencies	101.8	2.4%
Losses	60.8	1.4%
Interchange	6.8	0.2%
Utility Companies / Other	1.1	0.0%
Total	4,245.7	100.0%

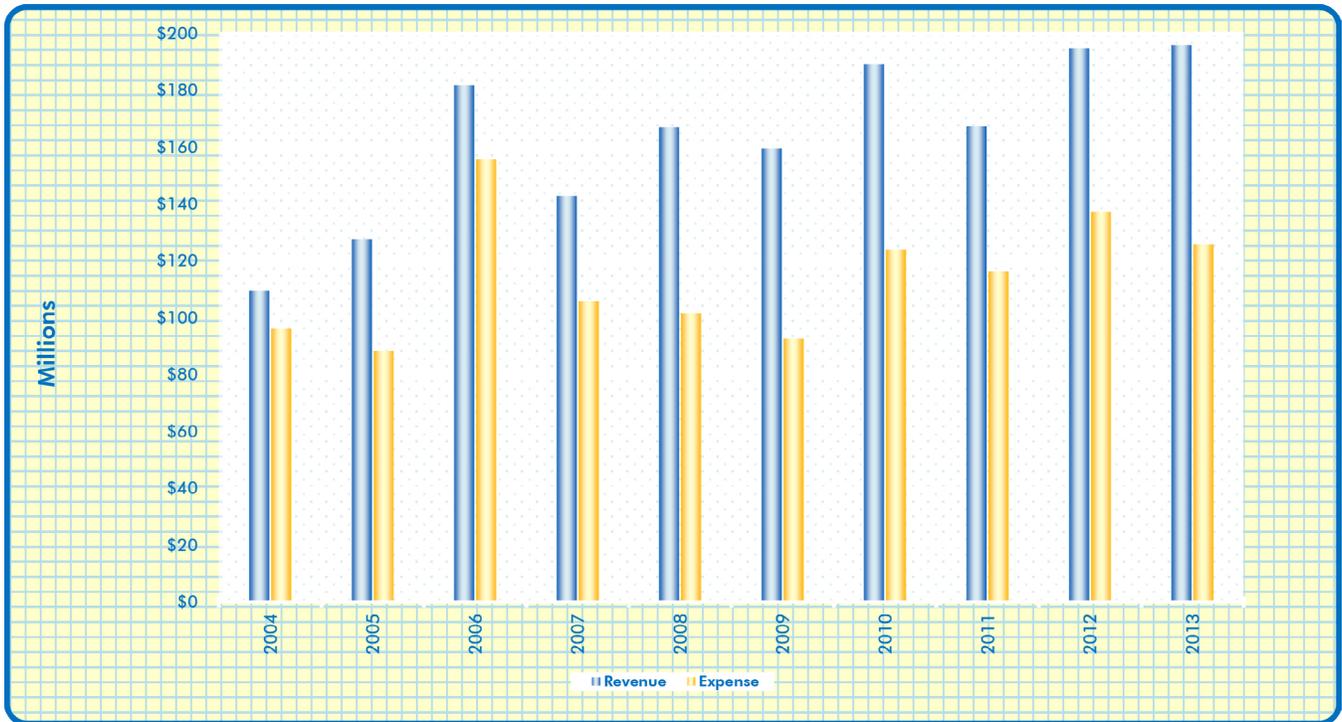
Source and Distribution of Revenue

Revenue Source	2013 Thousands \$	2013 % of Total
Cooperatives	108,847	55.6%
Municipalities and Joint Action Agencies	50,915	26.0%
Miscellaneous	20,617	10.5%
Deferred	12,112	6.2%
Government Agencies	3,196	1.6%
Banking Exchange	233	0.1%
Utility Companies / Others	49	0.0%
Total	195,969	100.0%

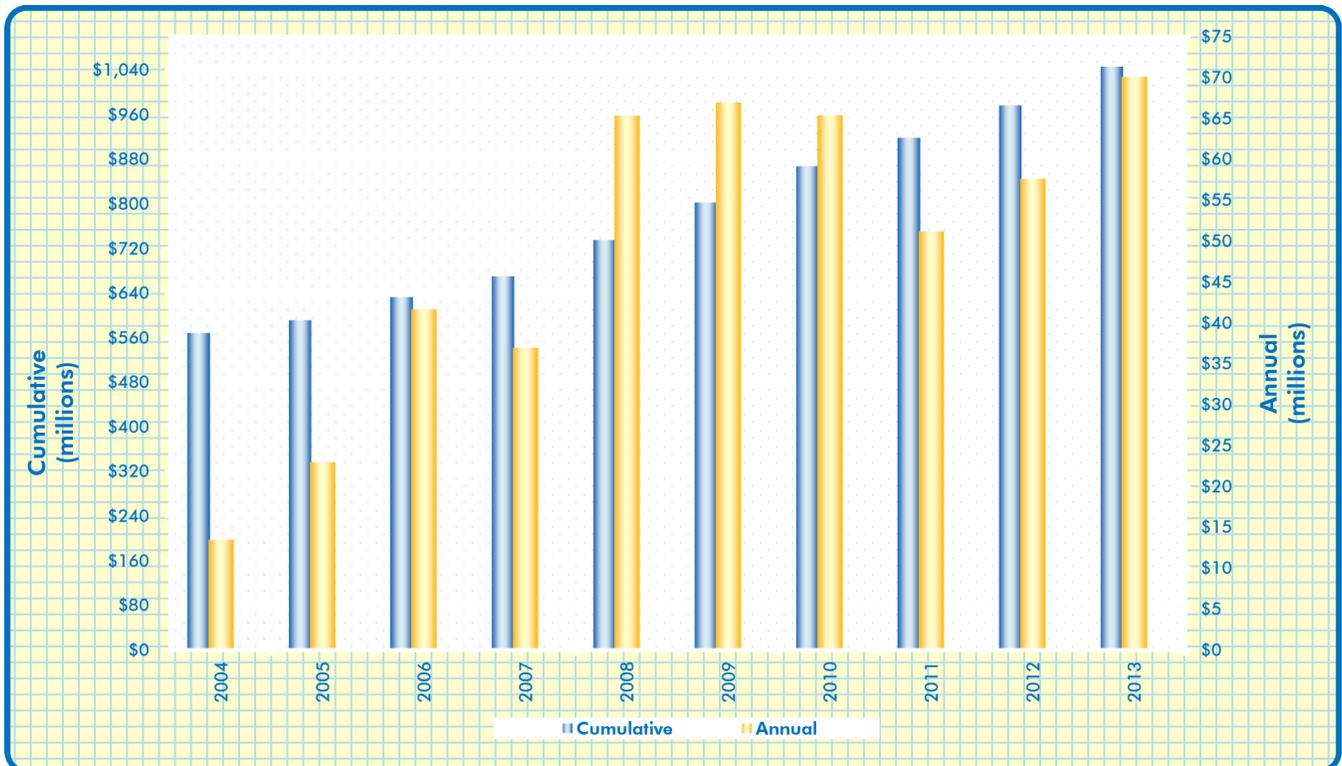
Revenue Distribution	2013 Thousands \$	2013 % of Total
Operations, Maintenance, & Other ¹	79,917	40.8%
Available for Repayment	70,069	35.8%
Purchased Power & Banking Exchange	29,448	15.0%
Interest Expense	13,375	6.8%
Transmission Service Charge	3,160	1.6%
Total	195,969	100.0%

1 Includes losses on repayment of assets booked through depreciation reserve.

Annual Revenue and Expense (Excluding Depreciation)



Annual and Cumulative Repayment of Capital Investment



Southwestern Federal Power System - Five-Year Statistical Summary

Revenue	2013	2012	2011	2010	2009
Annual Gross Revenue	\$195,968,971	\$194,953,241	\$167,463,063	\$189,241,023	\$159,588,111
Annual Expense (Excluding Depreciation)	(123,529,128)	(133,148,118)	(112,440,982)	(110,457,858)	(89,780,407)
Net (Deficiency) Revenue	\$72,439,843	\$61,805,123	\$55,022,801	\$69,807,704	\$69,807,704
Retirement Losses	(\$2,370,634)	(\$4,195,896)	(\$3,826,479)	(\$13,408,697)	(\$2,873,837)
Total Funds Available for Repayment	\$70,069,209	\$57,609,227	\$51,195,602	\$65,374,468	\$66,933,867

Repayable Investment

Generation	\$1,080,808,023	\$1,066,347,536	\$1,023,716,958	\$1,007,691,769	\$991,267,937
Transmission	343,607,996	322,079,152	309,634,000	298,976,824	280,587,206
Total Repayable Investment	\$1,424,416,019	\$1,388,426,688	\$1,333,350,958	\$1,306,668,593	\$1,271,855,143

Federal Investment in Generation and Transmission Facilities in Service

	2013	2012
Generation Facilities	\$1,153,886,436	\$1,139,425,949
Transmission Facilities	343,607,996	322,079,152
Total Investment	\$1,497,494,432	\$1,461,505,101
Adjustments:		
Prior Year	-	-
Retirement work-in-progress	-	-
Dam Safety ¹	(73,078,413)	(73,078,413)
Total Repayable Investment	\$1,424,416,019	\$1,388,426,688

1 Dam Safety work is not repayable per Public Law 99-662.

FY 2013 Cumulative Repayment Status

	Robert D. Willis	Sam Rayburn	Integrated System	Total System
Revenue	\$12,364,116	\$90,647,553	\$4,664,120,774	\$4,767,132,443
Expense				
Operations and Maintenance	10,767,757	43,607,984	1,959,410,917	2,013,786,658
Purchased Power and Transmission Service			851,092,357	851,092,357
Interest	(306,206)	18,400,510	837,656,954	855,751,258
Total Expense	\$10,461,551	\$62,008,494	\$3,648,160,228	\$3,720,630,273

Revenue Applied to Repayment

(Cumulative Amortization)	\$1,902,565	\$28,639,059	\$1,015,960,546	\$1,046,502,170
Total Unpaid Investment	\$(1,698,949)	\$7,330,258	\$372,282,540	\$377,913,849

FY 2013 - Detail of Power Billings to Customers

	Capacity (kW)	Energy Delivered (kWh)	Billings for Power Sales (Dollars)
Distribution Cooperatives			
Beauregard Electric Cooperative, Inc	8,800	16,558,577	679,365
Claiborne Electric Cooperative, Inc	5,500	10,349,111	424,603
Concordia Electric Cooperative, Inc	4,800	9,031,952	370,561
Dixie Electric Membership Corporation	18,200	34,246,145	1,405,050
Jefferson Davis Electric Cooperative, Inc ¹	4,000	7,104,399	289,170
Kaw Valley Electric Cooperative, Inc	1,000	2,224,000	81,175
Nemaha-Marshall Electric Cooperative Association	1,000	2,224,000	81,203
Northeast Louisiana Power Cooperative, Inc	4,500	8,467,453	347,402
Pointe Coupee Electric Membership Corporation	3,000	5,644,970	231,602
South Louisiana Electric Cooperative Association	8,900	16,746,742	687,085
Southwest Louisiana Electric Membership Corporation	25,000	47,041,411	1,930,013
Washington-St Tammany Electric Cooperative, Inc	8,700	16,370,412	671,645
Total	93,400	176,009,172	7,198,874
Generation and Transmission Cooperatives			
Arkansas Electric Cooperative Corporation	189,000	421,932,000	15,336,771
Associated Electric Cooperative, Inc	478,000	996,235,000	36,812,665
Brazos Electric Power Cooperative, Inc	35,200	14,525,000	1,990,594
Kansas Electric Power Cooperative, Inc	100,000	223,309,000	8,103,792
Northeast Texas Electric Cooperative, Inc	127,500	251,535,000	9,777,532
Rayburn Country Electric Cooperative, Inc	44,125	24,649,709	2,511,233
Sam Rayburn Dam Electric Cooperative, Inc	52,000	47,471,000	3,949,872
Tex-La Electric Cooperative of Texas, Inc	28,175	15,148,291	1,594,922
Western Farmers Electric Cooperative	260,000	594,968,000	21,277,133
Total	1,314,000	2,589,773,000	101,354,514
Joint Action Agencies			
Kansas Municipal Energy Agency ²	9,000	20,100,000	729,100
Louisiana Energy and Power Authority ³	12,900	28,664,000	1,042,065
Sam Rayburn Municipal Power Agency ⁴	7,350	27,340,010	1,000,860
Total	29,250	76,104,010	2,772,025
Government Agencies			
Fort Sill Military Reservation, Ft Sill, Oklahoma	36,700	82,480,261	2,977,639
McAlester Army Ammunition Plant, McAlester, Oklahoma	2,688	6,041,059	218,090
Vance Air Force Base, Enid, Oklahoma	5,900	13,314,000	479,228
Total	45,288	101,835,320	3,674,957
SPP Reserve Sharing Companies			
Total	0	1,083,000	52,763

1 Jefferson Davis began taking the increment of capacity available from the Valley Electric dissolution effective June 1, 2013.

2 Served 22 Municipals with Federal Allocations in FY 2013.

3 Served 6 Municipals with Federal Allocations in FY 2013.

4 Has Federal Allocation.

5 Includes a significant quantity of off-peak, non-firm energy. Southwestern's composite cost for 1,200 hours of firm capacity and firm peaking energy was \$0.05949/kWh in FY 2013.

FY 2013 - Detail of Power Billings to Customers

Municipalities	Capacity (kW)	Energy Delivered (kWh)	Billings for Power Sales (Dollars)
Alexandria, Louisiana	10,700	23,732,000	864,123
Anthony, Kansas	300	668,000	24,259
Augusta, Arkansas	3,700	8,235,000	299,641
Bentonville, Arkansas	18,000	40,126,000	1,457,937
Carthage, Missouri	7,000	15,576,000	699,971
Clarksville, Arkansas	19,100	43,792,000	1,567,487
Clay Center, Kansas	600	1,315,365	48,282
Coffeyville, Kansas	1,900	4,251,000	154,029
Comanche, Oklahoma	4,200	9,279,756	338,626
Copan, Oklahoma	2,500	5,523,664	201,563
Duncan, Oklahoma	32,500	71,807,648	2,620,324
Eldorado, Oklahoma	1,300	2,872,306	104,813
Fulton, Missouri	3,000	6,671,000	242,857
Goltry, Oklahoma	900	1,988,520	72,563
Granite, Oklahoma	2,300	5,081,771	185,438
Hermann, Missouri	5,800	12,988,000	470,321
Higginsville, Missouri	3,000	6,541,000	240,269
Hominy, Oklahoma	10,000	22,094,661	806,254
Jonesboro, Arkansas	80,000	167,637,578	6,812,022
Jonesville, Louisiana	500	940,828	38,600
Kansas City, Kansas	38,600	83,477,000	3,125,726
Kennett, Missouri	11,000	24,322,000	1,010,606
Lafayette, Louisiana	18,600	32,040,000	1,419,921
Lamar, Missouri	12,000	26,187,000	961,872
Lexington, Oklahoma	4,100	9,058,811	330,564
Malden, Missouri	5,000	10,477,349	443,519
Manitou, Oklahoma	600	1,325,681	48,375
Minden, Louisiana	2,400	5,287,000	193,380
Natchitoches, Louisiana	2,600	5,762,000	209,885
New Madrid, Missouri	4,500	9,733,000	381,540
Nixa, Missouri	5,300	12,257,000	464,107
Olustee, Oklahoma	700	1,546,627	56,438
Paragould, Arkansas	50,500	105,821,218	4,454,387
Paris, Arkansas	10,800	23,862,231	870,754
Piggott, Arkansas	4,900	10,267,799	432,119
Poplar Bluff, Missouri	39,500	82,771,056	3,469,910
Purcell, Oklahoma	14,500	32,037,255	1,169,068
Ruston, Louisiana	4,900	11,071,000	397,339
Ryan, Oklahoma	1,900	4,197,985	153,188
Sikeston, Missouri	33,800	70,266,000	3,150,132
Skiatook, Oklahoma	11,000	24,596,000	890,303
Spiro, Oklahoma	4,000	8,837,865	322,501
Springfield, Missouri	50,000	115,606,000	4,242,004
Thayer, Missouri	2,800	6,194,000	226,100
Walters, Oklahoma	6,400	14,140,583	516,002
West Plains, Missouri	15,000	33,610,000	1,292,976
Wetumka, Oklahoma	2,600	5,744,612	209,626
Winfield, Kansas	1,600	3,507,635	128,752
Yale, Oklahoma	3,700	8,175,024	298,314
Total	570,600	1,233,301,828	48,118,787
		Total Capacity (kW)	2,052,538
		Total Energy (kWh)	4,178,106,330⁵
		Total Billings (\$)	163,171,920



SOUTHWESTERN FEDERAL POWER SYSTEM
Combined Financial Statements
September 30, 2013 and 2012
(With Independent Auditors' Report Thereon)

Independent Auditors' Report

Administrator, Southwestern Power Administration and the
Inspector General, U. S. Department of Energy:

Report on the Combined Financial Statements

We have audited the accompanying combined financial statements of the Southwestern Federal Power System (SWFPS), which comprise the combined balance sheets as of September 30, 2013 and 2012, and the related combined statements of changes in capitalization, revenues and expenses, and cash flows for the years then ended, and the related notes to the combined financial statements. As described in note 1(a), the combined financial statements include all of the hydroelectric generating and power operations of the U.S. Army Corps of Engineers (the generating agency), and the transmission and disposition of the related power by the Southwestern Power Administration (Southwestern), a component of the U.S. Department of Energy.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these combined financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the combined financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined 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 combined 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 combined 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 combined financial statements referred to above present fairly, in all material respects, the respective financial position of the Southwestern Federal Power System as of September 30, 2013 and 2012, and the results of its operations and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

Other Matters

Supplementary and Other Information

Our audits were conducted for the purpose of forming an opinion on the SWFPS's basic combined financial statements taken as a whole. The supplementary information in schedules 1 through 4 is presented for purposes of additional analysis and is not a required part of the basic combined financial statements.

The supplementary information in schedules 1 through 4 is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic combined financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic combined financial statements or to the basic combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information in schedules 1 through 4 is fairly stated, in all material respects, in relation to the basic combined financial statements as a whole.

KPMG LLP

Denver, Colorado
June 18, 2014

KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-598

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combined Balance Sheets

September 30, 2013 and 2012

Assets	2013	2012
Plant in service	\$ 1,497,494,432	1,461,505,101
Accumulated depreciation	(701,560,020)	(675,046,190)
Construction work in progress	212,684,411	187,705,708
Net utility plant	1,008,618,823	974,164,619
Cash	262,678,431	225,915,198
Funds held in escrow	73,829,227	86,596,550
Accounts receivable	22,965,656	17,641,927
Material and supplies, at average cost	2,988,073	2,912,428
Banking exchange receivables	4,151,402	4,152,093
Deferred workers' compensation	13,332,550	14,372,940
Other assets	55,418,827	33,291,690
Total assets	\$ 1,443,982,989	1,359,047,445
Liabilities and Capitalization		
Liabilities:		
Accounts payable and accrued liabilities	\$ 19,495,625	14,949,158
Advances for construction	47,150,029	22,632,486
Accrued workers' compensation	14,584,118	15,638,595
Purchased power and banking exchange deferral	28,519,474	39,436,080
Hydropower water storage reallocation deferral	60,568,075	60,513,411
Total liabilities	170,317,321	153,169,730
Capitalization:		
Payable to U.S. Treasury	936,990,871	896,961,854
Accumulated net revenues	336,674,797	308,915,861
Total capitalization	1,273,665,668	1,205,877,715
Commitments and contingencies (notes 5 and 6)		
Total liabilities and capitalization	\$ 1,443,982,989	1,359,047,445

See accompanying notes to combined financial statements.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combined Statements of Changes in Capitalization

Years ended September 30, 2013 and 2012

	<u>Payable to U.S. Treasury</u>	<u>Accumulated net revenues</u>	<u>Total capitalization</u>
Total capitalization as of September 30, 2011	\$ 858,413,041	265,129,137	1,123,542,178
Additions:			
Congressional appropriations	51,829,037	17,000,000	68,829,037
Interest on payable to U.S. Treasury and other	15,831,486	—	15,831,486
Transfers of property and services, net	4,967,592	—	4,967,592
Total additions to capitalization	<u>72,628,115</u>	<u>17,000,000</u>	<u>89,628,115</u>
Deductions:			
Payments to U.S. Treasury	(34,079,302)	—	(34,079,302)
Net revenues for the year ended September 30, 2012	—	26,786,724	26,786,724
Total capitalization as of September 30, 2012	896,961,854	308,915,861	1,205,877,715
Additions:			
Congressional appropriations	44,124,896	—	44,124,896
Interest on payable to U.S. Treasury and other	19,643,474	—	19,643,474
Transfers of property and services, net	16,385,064	—	16,385,064
Total additions to capitalization	<u>80,153,434</u>	<u>—</u>	<u>80,153,434</u>
Deductions:			
Payments to U.S. Treasury	(40,124,417)	—	(40,124,417)
Net revenues for the year ended September 30, 2013	—	27,758,936	27,758,936
Total capitalization as of September 30, 2013	\$ <u>936,990,871</u>	<u>336,674,797</u>	<u>1,273,665,668</u>

See accompanying notes to combined financial statements.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combined Statements of Revenues and Expenses

Years ended September 30, 2013 and 2012

	2013	2012
Operating revenues:		
Sales of electric power	\$ 163,239,834	156,918,798
Transmission and other operating revenues	20,616,698	21,374,645
Total operating revenues before deferrals	183,856,532	178,293,443
Net purchased power and banking exchange deferral	12,112,439	16,659,798
Total operating revenues	195,968,971	194,953,241
Non reimbursable revenues	1,985,002	458,141
Total revenues	197,953,973	195,411,382
Operating expenses:		
Operation and maintenance	70,949,266	77,748,200
Purchased power and banking exchange	29,447,690	31,776,926
Depreciation and amortization	28,884,463	28,410,947
Transmission service charges by others	3,160,203	3,083,784
Retirement and other employee benefit expense	6,596,930	7,133,136
Non reimbursable expenses	17,781,446	6,740,628
Total operating expenses	156,819,998	154,893,621
Net operating revenues	41,133,975	40,517,761
Interest expense:		
Interest on payable to U.S. Treasury and other	22,096,789	19,905,550
Allowance for funds used during construction	(8,721,750)	(6,174,513)
Net interest expense	13,375,039	13,731,037
Net revenues	\$ 27,758,936	26,786,724

See accompanying notes to combined financial statements.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combined Statements of Cash Flows

Years ended September 30, 2013 and 2012

	2013	2012
Cash flows from operating activities:		
Net revenues	\$ 27,758,936	26,786,724
Adjustments to reconcile net revenues to net cash provided by operating activities:		
Depreciation and amortization	28,884,463	28,410,947
Benefit expense paid by other Federal agencies	3,363,767	3,536,950
Interest on payable to U.S. Treasury and other	22,096,789	19,862,967
Allowance for funds used during construction	(8,721,750)	(6,174,513)
(Increase) decrease in assets:		
Accounts receivable	(5,323,729)	(2,367,353)
Materials and supplies	(75,645)	(223,619)
Banking exchange receivables	691	(187,076)
Deferred workers' compensation	1,040,390	(1,608,275)
Other assets	(22,127,137)	(2,067,269)
Increase (decrease) in liabilities:		
Accounts payable and accrued liabilities	4,546,467	77,707
Accrued workers' compensation	(1,054,477)	1,683,972
Purchased power and banking exchange deferral	(11,727,631)	(16,460,039)
Advances for construction	24,517,543	(110,236)
Net cash provided by operating activities	63,178,677	51,160,887
Cash flows used in investing activities:		
Additions to utility plant	(54,616,917)	(52,305,387)
Cash flows from financing activities:		
Congressional appropriations	44,124,896	68,829,037
Payments to U.S. Treasury	(40,124,417)	(34,079,302)
Transfers of property and services, net	13,021,297	1,430,642
Hydropower water storage reallocation deferral	(1,587,626)	(1,554,971)
Funds received in escrow	(38,277,208)	(98,863,373)
Funds disbursed from escrow	51,044,531	66,470,839
Net cash provided by financing activities	28,201,473	2,232,872
Net increase in cash	36,763,233	1,088,372
Cash, beginning of year	225,915,198	224,826,826
Cash, end of year	\$ 262,678,431	225,915,198
Supplemental cash flow information:		
Interest deferred on regulatory liabilities	\$ 2,453,315	4,031,481

See accompanying notes to combined financial statements.

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

(1) Summary of Significant Accounting Policies

(a) *General Information and Basis of Preparation of Financial Statements*

The Southwestern Federal Power System (SWFPS) financial statements combine all of the activities associated with the production, transmission, and disposition of all Federal power marketed under Section 5 of the Flood Control Act of 1944 (the Flood Control Act) by the Southwestern Power Administration (Southwestern), an agency of the U.S. Department of Energy (DOE). The accompanying combined financial statements include the accounts of Southwestern and the related hydroelectric generating facilities and power operations of the U.S. Army Corps of Engineers (Corps), an agency of the U.S. Department of Defense (DOD). Southwestern and the Corps are separately managed and financed and each maintains their own accounting records. For purposes of financial and operational reporting, the facilities and related operations of Southwestern and the Corps (power purpose) are combined as SWFPS.

The Corps has constructed and operates hydroelectric generating facilities in the states of Arkansas, Missouri, Oklahoma, and Texas. Operating expenses and net assets of multipurpose Corps projects are allocated to power and nonpower purposes (primarily recreation and flood control). Only the portion of such project costs and net assets allocated to power are included in the combined financial statements. Southwestern, as designated by the Secretary of Energy, transmits and markets power generated from these hydroelectric generating facilities.

SWFPS is subject to the accounting regulations of the Federal Energy Regulatory Commission (FERC). Accounts are maintained in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) as established by the Financial Accounting Standards Board (FASB), the uniform system of accounts prescribed for electric utilities by the FERC, the accounting practices and standards established by the DOE and DOD, and the requirements of specific legislation and executive directives issued by government agencies. All material intra-entity balances and transactions have been eliminated. SWFPS's combined financial statements follow the accounting and reporting guidance contained in FASB Accounting Standards Codification (ASC) Topic 980, *Regulated Operations*. Allocation of costs and revenues to accounting periods for rate-making and regulatory purposes may differ from bases generally applied by nonregulated companies. Such allocations to meet regulatory accounting requirements are considered to be U.S. GAAP for regulated utilities, provided that there is a demonstrable ability to recover any deferred costs in future rates and such costs or revenues are accounted for as regulatory assets or liabilities.

(b) *Confirmation and Approval of New Rates*

SWFPS is not a public utility within the jurisdiction of the FERC under the Federal Power Act. Under a Delegation Order issued by the Secretary of Energy, the Administrator of Southwestern has the authority to develop power and transmission rates for the SWFPS. Such rates are approved on an interim basis by the Deputy Secretary of Energy. The FERC has the exclusive authority to confirm, approve, and place into effect on a final basis, to remand, or to disapprove, rates developed by the Administrator.

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

The FERC's review is limited to (1) whether the rates are the lowest possible consistent with sound business principles, (2) whether the revenue levels generated are sufficient to recover the costs of producing and transmitting electric energy, including repayment within the period permitted by law, and (3) the assumptions and projections used in developing the rates component. The FERC shall reject decisions of the Administrator only if it finds them to be arbitrary, capricious, or in violation of the law.

The rates in effect as of September 30, 2013 are summarized as follows:

The Integrated System rate schedules were placed into effect January 1, 2012 and were confirmed and approved by the FERC on March 5, 2012. These rate schedules incorporated a 5.4% revenue increase and remain in effect through September 30, 2015, or until superseded by new rate schedules.

The Robert D. Willis project rate was placed into effect October 1, 2012 and was confirmed and approved by the FERC on April 29, 2013. This rate increase incorporated a 15.4% revenue increase for the period October 1, 2012 through September 30, 2016.

The Sam Rayburn Dam project rate required no rate increase during fiscal year 2013. The approved Sam Rayburn Dam project rate in effect from January 1, 2009 through September 30, 2012 was extended for a one-year period through September 30, 2013. This extension was approved by the Deputy Secretary on November 7, 2012.

(c) *Utility Plant and Depreciation (Note 2)*

Utility plant includes items such as dams, spillways, generators, turbines, substations and related components (generating facilities), and transmission lines and related components. Utility plant is stated at original cost, net of contributions by external entities. Property transferred from other government agencies is transferred at net book value. Cost includes direct labor and material, payments to contractors, indirect charges for engineering, supervision and similar overhead items, and an allowance for funds used during construction. The costs of additions and betterments are capitalized. Repairs and minor replacements are charged to operation and maintenance expense. Generally, the net cost of utility plant retired, together with removal costs less salvage, is charged to depreciation when the property is removed from service.

The policy of Southwestern and the Corps is to move capitalized costs into completed utility plant at the time a project or feature of a project is deemed to be substantially complete. A project is substantially complete when it is providing benefits and services for the intended purpose and is generating project purpose revenue, where applicable.

Depreciation on utility plant is computed on a straight-line basis over the estimated service lives of the various classes of property. Service lives currently range from 5 to 100 years for transmission plant and generating facility components.

(d) *Cash and Funds Held in Escrow*

Cash represents the unexpended balance of funds authorized by Congress, customer advances, and spectrum relocation funds, held at the U.S. Department of the Treasury (Treasury). Cash received

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

from the sale of power is generally deposited directly with the Treasury and is reflected as “Payments to U.S. Treasury” in the accompanying combined financial statements. Cash held for customer advances is restricted for the purposes agreed to between Southwestern and the customer.

Funds held in escrow represent the unexpended balance of funds held in a bank trust account under alternative financing agreements (note 4b) with certain customers and are restricted specifically to fund operation, maintenance, rehabilitation, and modernization activities at hydroelectric generating facilities of the Corps in SWFPS’s marketing region. Under the agreements, funds deposited to the escrow account by customers are credited by Southwestern against accounts receivable for power and energy sold to the customer. The escrowed funds are transferred to the Corps, as needed, to meet contractual obligations as outlined in the agreements. Unused funds held in escrow, if any, will be returned to Southwestern and then to the Treasury upon termination of the agreements.

(e) Congressional Appropriations

Southwestern and the Corps receive congressional appropriations through DOE and DOD, respectively, to finance their operations. Certain of Southwestern’s appropriations are offset by the use of receipts collected from the sale of Federal hydroelectric power, resulting in a net zero appropriation. The Corps also receives appropriations to finance construction of its hydroelectric projects. In accordance with the Flood Control Act, Southwestern is responsible for repayment to the Federal government, with interest, of its appropriations, and the portion of congressional appropriations allocated to the Corps for construction and operations of the power projects.

Congressional appropriations received by the Corps are authorized and allocated to individual projects. It is the intent of the Corps’ project management to distribute congressional appropriations in amounts approximating estimated current year expenses and to adjust the distribution as necessary within the limits of the transfer authority residing at the district level. Project costs that are not specific to a project purpose are distributed between power and nonpower purposes based on project cost allocation.

(f) Operating Revenues

Operating revenues are recorded on the basis of service rendered. Rates are established under requirements of the Flood Control Act, related legislation and executive departmental directives, and are to provide sufficient revenues to meet all required repayment of system costs, including operation and maintenance expenses less depreciation, interest, and payment to the U.S. Treasury for the Payable to U.S. Treasury in utility plant. Rates are intended to provide for recovery of the Payable to U.S. Treasury in transmission and generating facilities not to exceed 50 years from the date placed in service, while operation and maintenance costs and interest on Payable to U.S. Treasury are intended to be recovered annually.

As set forth in “Utility Plant and Depreciation” above, assets are being depreciated for financial reporting purposes using the straight-line method over their estimated service lives, which currently range from 5 to 100 years for transmission and generating facility components. Accordingly, annual depreciation charges are not matched with the recovery of the related capital costs and will, in the case of generating facilities, continue beyond the period within which such costs will have been recovered through rates.

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

While energy and transmission rates are established to recover the costs of operating the power projects, rates are also required to be at the lowest possible level, consistent with sound business principles. Over the life of the power system, accumulated net revenues represent differences between the timing of the recognition of expenses and related revenues, resulting primarily from the difference between the recognition of depreciation and the related recovery of the U.S. Treasury's investment in utility plant. SWFPS is a Federal entity, thus at any given time, the accumulated net revenues, to the extent available, are committed to the repayment of the Payable to U.S. Treasury.

The practices followed by Southwestern and the Corps are in conformity with the accounting practices and standards established by DOE and DOD and the requirements of specific legislation and executive directives issued by government agencies. Based upon guidelines established in DOE Order RA 6120.2, revenues distributed to the Corps cover annual operating expenses, including interest, with the remainder applied to the unpaid generation investment.

In addition to providing electric power and energy, Southwestern provides scheduling, billing, and other ancillary services. Southwestern may provide multiple services to any one customer and accounts for these arrangements in accordance with the provisions of ASC Subtopic 605-25, *Revenue Recognition – Multiple-Element Arrangements*. Services qualify as separate units of accounting with distinguishable rates, terms, and delivery schedules. Services are provided to meet customer load requirements and revenues are recognized when services are provided.

(g) *Regulatory Assets and Liabilities (Note 3)*

Regulatory assets and liabilities result from rate actions of Southwestern's Administrator and other regulatory agencies. These assets and liabilities arise from specific costs and revenues that would have been included in the determination of net revenue in one period, but are deferred until a different period for purposes of developing rates to charge for services, per the requirements of ASC Topic 980. SWFPS defers transactions as regulatory assets and liabilities so that costs will be recovered during the periods when the costs are scheduled to be paid. This ensures the matching of revenues and expenses. The assets and liabilities below are regulatory in nature:

Deferred Workers' Compensation

Workers' compensation consists of two elements: actuarial liability associated with workers' compensation cases incurred for which additional claims may still be made in the future (future claims) and a liability for expenses associated with actual claims incurred and paid by the Department of Labor (DOL), the program administrator, whom SWFPS must reimburse. DOL, DOE, and DOD determined Southwestern and the Corps' actuarial liability associated with workers' compensation cases. The actuarial liability for future claims was determined using historical benefit payment patterns and the Treasury discount rates.

The recovery of these future claims will be deferred for purposes of the rate-making process until such time as the future claims are actually submitted and paid by the DOL. Therefore, the recognition of the expenses associated with this actuarially determined liability has been recorded as deferred workers' compensation in the combined balance sheets in accordance with ASC Topic 980 to reflect the effects of the rate-making process. SWFPS does not earn a rate of return on the deferred workers' compensation regulatory asset.

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

Denison Hydropower Water Storage Reallocation

Section 838 of P.L. 99-662 (Section 838) authorized the Corps to reallocate hydropower storage to water supply storage at Lake Texoma, in increments as needed, up to 150,000 acre-feet for users in the State of Texas and up to 150,000 acre-feet for users in the State of Oklahoma. Section 838 directed that the Corps would provide credits to Southwestern equal to the replacement cost of the hydropower lost as a result of the reallocations, and Southwestern would reimburse the preference customers (Denison allottees) for an amount equal to the customers' replacement cost of the hydropower lost as a result of the reallocations.

In fiscal year 2010, the Corps executed water supply contracts for the 150,000 acre-feet of storage authorized for customers in the State of Texas by Section 838. According to a June 2010 agreement between Southwestern and the Corps, the Corps agreed to deposit all cost of storage payments for storage reallocated under Section 838 into the U.S. Treasury and to provide credits in the same amount to the hydropower income account. The total amount received of \$58,786,011 was deferred by Southwestern for the provision of the reimbursement to the Denison allottees and Southwestern for future hydropower storage revenues foregone. The reallocation deferral accrued interest at 2.75% and 4.00% of the outstanding balance for the years ended September 30, 2013 and 2012, respectively, based on law, administrative order, or administrative policy. Interest earned on the outstanding balance totaled \$1,642,289 and \$2,357,342 for the years ended September 30, 2013 and 2012, respectively.

A September 2010 agreement between Southwestern and the Denison allottees provided the initial hydropower replacement cost as determined by Southwestern and the methodology for providing the reimbursement to the Denison allottees as authorized under Section 838. Beginning with the invoice for the October 2010 service month, reimbursement pursuant to Section 838 began as a credit on the Denison allottees' monthly invoices.

Purchased Power and Banking Exchange Deferral

SWFPS utilizes a separate rate component (purchased power adder) to recover the estimated cost of purchased power based upon the average purchased power costs expected to occur in the future. If the actual expenses of purchased power exceed the revenue generated from this adder, the cost is deferred for future recovery through the rates. Likewise, if the expense is less than the adder, the excess revenue is deferred. From time to time, SWFPS may utilize a separate rate component (adder adjustment) to manage additional purchased power expenses or excess revenues, respectively. The net purchased power deferral accrued interest at 2.75% and 4.00% of the outstanding balance for the years ended September 30, 2013 and 2012, respectively, based on law, administrative order, or administrative policy.

SWFPS has arrangements with certain customers in which excess power available on the power system is banked with the customer until needed by the power system and the customer has power available. The power system records a receivable for the power banked at the cost specified in the marketing arrangement, under the provisions of ASC Topic 845, *Nonmonetary Transactions*. The net revenue or expense associated with banking activity is deferred until the power is returned or delivered.

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

(h) *Accounts Receivable*

SWFPS's accounts receivable consist generally of receivables for power and energy sold to its customers who are primarily public bodies and cooperatives. SWFPS provides for uncollectible accounts if collection is in doubt. No allowance for uncollectible accounts was considered necessary for any year presented herein.

Billing methods used by Southwestern include net billing and bill crediting. Net billing is an agreement between Southwestern and a customer, whereby the customer's power invoice is credited and the funds received from the sale of power are used to fund transmission and generation activities. Net billing is discussed more fully in note 4(b). Bill crediting involves a billing arrangement among Southwestern, a customer, and a third party, whereby the customer's power invoice is credited and the customer pays a third party for goods or services received by Southwestern. Under Southwestern billing methods, purchase and sale transactions are reported "gross" in the combined financial statements.

(i) *Concentration of Credit Risk*

Financial instruments, which potentially subject SWFPS to credit risk, include accounts receivable for customer purchases of power, transmission, or other products and services. These receivables are primarily with a group of diverse customers that are generally stable, and established organizations, which do not represent a significant credit risk. Although SWFPS is affected by the business environment of the utility industry, management does not believe a significant risk of loss from a concentration of credit exists.

(j) *Interest on Payable to U.S. Treasury*

Interest on Payable to U.S. Treasury is a cost mandated by the Secretary of Energy and by the FERC. SWFPS computes interest in accordance with DOE Order RA 6120.2, which provides that interest be computed on the remaining investment after revenues have been applied to recovery of costs during the year, any prior year unpaid costs, and also to unpaid Federal investment at the applicable interest rate.

(k) *Allowance for Funds Used During Construction*

The FERC Uniform System of Accounts defines Allowance for Funds Used During Construction as the net costs for the period of borrowed funds used for construction purposes and a reasonable rate on other funds when so used. While cash is not realized currently from this allowance, it is realized under the rate-making process over the repayment life of the related property through increased revenues resulting from a higher recoverable investment. The interest rates used were 2.75% and 4.00% for the years ended September 30, 2013 and 2012, respectively, based on law, administrative order, or administrative policy.

(l) *Retirement Benefits*

SWFPS employees participate in one of the following contributory defined benefit plans: the Civil Service Retirement System (CSRS) or Federal Employees Retirement System (FERS). Agency contributions are based on eligible employee compensation and are submitted to benefit program

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

trust funds administered by the Office of Personnel Management (OPM). Based on statutory contribution rates, the fiscal years 2013 and 2012 cost factors under CSRS were 32.3% and 29.8%, respectively, of basic pay. The cost factors under FERS for fiscal years 2013 and 2012 were 14.2% and 13.7%, respectively, of basic pay. The contribution levels, however, are legislatively mandated and do not reflect the current full cost requirements to fund the plans. Costs incurred by OPM on behalf of SWFPS are included as transfers of property and services, net within the Payable to U.S. Treasury on the combined balance sheets.

Other retirement benefits administered by the OPM include the Federal Employees Health Benefits Program (FEHB) and the Federal Employees Group Life Insurance Program (FEGLI). FEHB is calculated at \$5,190 and \$5,817, per enrolled employee, for fiscal years 2013 and 2012, respectively, and FEGLI is based on 0.02% of basic pay for each employee enrolled in these programs.

In addition to the amounts contributed to the CSRS and FERS as stated above, SWFPS recorded an expense and related liability for the pension and other postretirement benefits in the combined financial statements of \$3,363,767 and \$3,536,950 for the years ended September 30, 2013 and 2012, respectively. These amounts reflect the contributions made on behalf of SWFPS by OPM to the benefit program trust funds.

As a Federal agency, all post-retirement activity is managed by OPM, therefore, neither the assets of the plans nor the actuarial data with respect to the accumulated plan benefits relative to Southwestern and the Corps employees are included in this report.

(m) *Transfers of Property and Services, Net*

Transfers of property and services, net is a component of total capitalization that represents the cumulative receipt of transfers of assets or costs offset by the cumulative disbursement of transfers of revenues. Transfers are recognized upon physical delivery of the asset or performance of the service. Transfers occur between projects, project types, and other Federal entities. Transfers between Southwestern and the Corps eliminate upon combination.

(n) *Income Taxes*

As agencies of the U.S. Government, Southwestern and the Corps are exempt from all income taxes imposed by any governing body, whether it is a Federal, state, or commonwealth of the United States.

(o) *Use of Estimates*

The preparation of the combined financial statements in conformity with U.S. GAAP requires management of SWFPS to make estimates and assumptions that affect the reported amounts of assets and liabilities, the 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. Significant items subject to such estimates and assumptions include the useful lives of completed utility plant, allowances for doubtful accounts, employee benefit obligations, and other contingencies. Actual results could differ from those estimates.

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

(p) Non Reimbursable Activities

Non reimbursable activity for the years ended September 30, 2013 and 2012 consists of the following:

	<u>2013</u>	<u>2012</u>
Non reimbursable revenues:		
Non-Federal project revenue	\$ 387,468	378,392
Federal project revenue	1,502,524	(943)
Interest revenue	95,010	80,692
Total non reimbursable revenues	\$ <u>1,985,002</u>	<u>458,141</u>
Non reimbursable expenses:		
Non-Federal project expense	\$ 387,468	378,392
Federal project expense	1,502,524	(943)
White River Minimum Flows expense	3,469,469	3,532,827
Spectrum Relocation Fund expense	11,746,365	2,803,865
Other project expense	675,620	26,487
Total non reimbursable expenses	\$ <u>17,781,446</u>	<u>6,740,628</u>

Federal and Non Federal Projects

Southwestern has agreements with Federal and non-Federal entities to provide services on a cost basis. Non-Federal entities are required to provide advance payment for Southwestern's services. The operating revenues and expenses related to these services are excluded from the rate-making process. A portion of cash and advances for construction in the accompanying combined financial statements relate to these activities.

Escrow Interest Revenue

Interest revenue represents the interest earned on funds held in escrow. These funds are authorized specifically to fund operation, maintenance, rehabilitation, and modernization activities at hydroelectric generating facilities of the Corps in SWFPS's marketing region. This activity is non reimbursable through the rate-making process.

White River Minimum Flows Project

In accordance with Section 132 of P.L. 109-103, Southwestern implemented the offset to the minimum flows project in fiscal year 2010. Section 132 provided that losses to Federal hydropower shall be offset by a reduction in the costs allocated to the Federal hydropower purpose. Southwestern determined the Federal hydropower impacts to include lost on-peak energy and capacity, lost off-peak energy, increased costs due to dissolved oxygen impacts, and increased maintenance costs at Bull Shoals. This activity is non reimbursable through the rate-making process.

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

Spectrum Relocation Fund

In December 2004, the U.S. Congress passed and the President signed the Commercial Spectrum Enhancement Act (CSEA, Title II of P.L. 108-494), creating the Spectrum Relocation Fund (SRF) to streamline the relocation of Federal systems from existing spectrum bands to accommodate commercial use by facilitating reimbursement to affected agencies of relocation costs. In fiscal years 2012, 2009, and 2007, Southwestern received \$17,000,000, \$17,730,000, and \$8,091,360, respectively, in spectrum relocation funds, as approved by the Office of Management and Budget, and as reported to the Congress. In fiscal years 2013 and 2012, Southwestern expensed \$11,746,365 and \$2,803,865, respectively. Expenses incurred represent labor, service contracts, travel, and other administrative costs. This activity is non reimbursable through the rate-making process.

(q) *Derivative and Hedging Activities*

Southwestern analyzes derivative financial instruments under ASC Topic 815, *Derivatives and Hedging*. This standard requires that all derivative instruments, as defined by ASC Topic 815, be recorded on the combined balance sheets at fair value, unless exempted. Changes in a derivative instrument's fair value must be recognized currently in the combined statement of revenues and expenses, unless the derivative has been designated in a qualifying hedging relationship. The application of hedge accounting allows a derivative instrument's gains and losses to offset related results of the hedged item in the combined statements of revenues and expenses to the extent effective. ASC Topic 815 requires that the hedging relationship be highly effective and that an organization formally designate a hedging relationship at the inception of the contract to apply hedge accounting.

Southwestern enters into contracts for the sale of electricity for use in its business operations. ASC Topic 815 requires Southwestern to evaluate these contracts to determine whether the contracts are derivatives. Certain contracts that literally meet the definition of a derivative may be exempted from ASC Topic 815 as normal purchases or normal sales. Normal purchases and sales are contracts that provide for the purchase or sale of something other than a financial instrument or derivative instrument that will be delivered in quantities expected to be used or sold over a reasonable period of time in the normal course of business. Contracts that meet the requirements of normal purchases or sales are documented and exempted from the accounting and reporting requirements of ASC Topic 815.

Southwestern's policy is to fulfill all derivative and hedging contracts by providing power to a third party as provided for in each contract. Southwestern's policy does not authorize the use of derivative or hedging instruments for speculative purposes such as hedging electricity pricing fluctuations beyond Southwestern's estimated capacity to deliver power. Accordingly, Southwestern evaluates all of its contracts to determine if they are derivatives and, if applicable, to ensure that they qualify and meet the normal purchases and normal sales designation requirements under ASC Topic 815. Normal sales contracts are accounted for as executory contracts as required under U.S. GAAP. As of September 30, 2013 and 2012, Southwestern has no contracts accounted for as derivatives.

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

(r) Fair Value of Financial Instruments

ASC Topic 825, *Financial Instruments*, requires disclosure of the fair value of financial instruments. The carrying (recorded) value of short-term financial instruments, including cash, funds held in escrow, accounts receivable, accounts payable and accrued liabilities, and advances for construction, approximates the fair value of these instruments because of the short maturity of these instruments. The fair value of certain unfunded and actuarially based liabilities cannot be determined as the future payout dates have yet to be determined.

(2) Utility Plant

Utility plant as of September 30, 2013 and 2012 consists of the following:

	2013	2012
Plant in service:		
Generating facilities	\$ 1,153,886,436	1,139,425,949
Transmission facilities	343,607,996	322,079,152
	1,497,494,432	1,461,505,101
Less accumulated depreciation	(701,560,020)	(675,046,190)
Construction work in progress:		
Generating facilities	191,215,272	160,473,825
Transmission facilities	21,469,139	27,231,883
	212,684,411	187,705,708
Net utility plant	\$ 1,008,618,823	974,164,619

In accordance with FERC guidelines, SWFPS excludes contributed plant within the combined balance sheets to eliminate the impact on power rates. As of September 30, 2013 and 2012, contributed plant, net used in SWFPS's operations totaled \$16,946,019.

(3) Regulatory Assets and Liabilities

Regulatory assets and liabilities as of September 30, 2013 and 2012 consist of the following:

	2013	2012
Regulatory assets:		
Deferred workers' compensation	\$ 13,332,550	14,372,940
Regulatory liabilities:		
Hydropower water storage reallocation deferral	\$ 60,568,075	60,513,411
Purchased power and banking exchange deferral	28,519,474	39,436,080
Total	\$ 89,087,549	99,949,491

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

Southwestern's purchased power and banking exchange deferral account represents the deferral of net revenue or expenses associated with net purchased power and banking exchange activities as follows:

	Purchased power and banking exchange deferral
September 30, 2011	\$ <u>(54,221,980)</u>
Purchased power adder revenue	(11,961,869)
Purchased power expense	28,635,408
Net banking exchange	<u>(13,742)</u>
Net purchased power and banking exchange deferral	<u>16,659,797</u>
Interest on deferred activities and other	<u>(1,873,897)</u>
September 30, 2012	<u>(39,436,080)</u>
Purchased power adder revenue	(15,782,791)
Purchased power expense	27,950,908
Net banking exchange	<u>(55,678)</u>
Net purchased power and banking exchange deferral	<u>12,112,439</u>
Interest on deferred activities and other	<u>(1,195,833)</u>
September 30, 2013	\$ <u><u>(28,519,474)</u></u>

(4) Financing Sources

SWFPS's financing sources include annual appropriations, Federal power receipts (Use of Receipts), and alternative financing arrangements to fund its operations.

(a) Payable to U.S. Treasury

Construction and operation of Southwestern's transmission system and the Corps' generating facilities and operations are financed through congressional appropriations. The exceptions are capital assets and maintenance activities funded through the alternative financing arrangements and the funding by non-Federal parties of the construction of the Robert Douglas Willis project. The U.S. Government's investment in each generating project and each year's investment in the transmission system is to be repaid to the Treasury over a period not to exceed 50 years from the time the facility is placed in service. There is no requirement for repayment of a specific amount on an annual basis.

Revenues received from the sale of Federal power and purchased power are generally deposited with the Treasury. Annual revenues are first applied to the current year operating expenses (less depreciation) and interest expense. All annual amounts for such expenses have been paid through fiscal year 2013. Remaining revenues are to be first applied to repayment of operating deficits

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

(which include all expenses except depreciation), if any, and then to repayment of the Payable to U.S. Treasury. To the extent possible, while still complying with the repayment period established for each increment of investment and unless otherwise required by legislation, repayment of the investment is to be accomplished by a repayment of the highest interest-bearing investment first. Interest rates applied to the unamortized initial investment of the U.S. Government in the Corps' hydroelectric generating facilities range from 2.50% to 5.75% for unpaid facilities in service prior to fiscal year 2013 and 2.75% for facilities placed in service during fiscal year 2013. The rates have been set by law, by administrative order pursuant to law, or by administrative policies using the U.S. Senate Document No. 97 formula for the fiscal year during which the appropriations were requested.

(b) *Alternative Financing*

Due to fluctuations in the amount of annual appropriations received to fund operations, maintenance, rehabilitation, and modernization of the SWFPS facilities, SWFPS has established an alternative financing program under reimbursable authority regulations. Under agreements with customers to finance projects, which benefit the SWFPS, funds received from the sale of power are net billed, allowing a portion of the funds to be utilized to finance agreed-upon projects rather than returned to the Treasury. Under the agreements with certain customers, alternative financing restricted specifically to fund operation, maintenance, rehabilitation, and modernization activities at the hydroelectric generating facilities are held in escrow. All other alternative financing arrangements are collected by Southwestern and deposited as cash held by the Treasury, and are reflected as other assets with an offsetting liability included in advances for construction, until completion of the project at which time the asset and liability are eliminated.

(5) Commitments and Contingencies

(a) *General*

Based on the 2013 Integrated System Power Repayment Study prepared as of September 30, 2013, the projected increase in capital investment in 2013 is \$90,467,922, which includes \$19,927,276 for transmission facilities and \$70,540,646 for generating facilities. The five-year investment increase projected in the 2013 Integrated System Power Repayment Study for fiscal years 2013 through 2017 is estimated to cost \$698,006,666. It is reasonably possible that a change in estimate will occur.

Southwestern sells the majority of its marketable power to customers under long-term power sales contracts of 15 years, which require Southwestern to provide 1,200 kilowatt hours per kilowatt of peaking contract demand per year, subject to scheduling constraints outlined in each customer's contract. If sufficient power is unavailable to Southwestern from Corps hydroelectric facilities to meet these commitments, Southwestern may be required to purchase power from other sources to meet these commitments. The cost to purchase such power is recovered through the purchased power adder discussed more fully in note 1(g).

(b) *Legal*

SWFPS has exposure to certain claims and legal actions arising in the ordinary course of business. In management's opinion, any resulting actions will not have a material adverse effect on the financial condition or results of operations of SWFPS as of September 30, 2013 and 2012.

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

(6) Leases

SWFPS is obligated under a 10-year operating lease for office space. This lease consists of a five-year firm term for the first five years and the option to terminate during the second five-year term. This lease commenced January 1, 2004 and is scheduled to terminate December 31, 2013. Future minimum lease payments as of September 30, 2013 are as follows:

Year ending September 30:	
2014	\$ <u>178,000</u>
Total future minimum lease payments	\$ <u><u>178,000</u></u>

Rent expense for operating leases during the years ended September 30, 2013 and 2012 was \$743,000 and \$713,000, respectively.

SWFPS extended the lease for office space on January 1, 2014. The lease is a 20-year operating lease for office space, which commenced January 1, 2014 and is scheduled to terminate December 31, 2033. This lease consists of a 10-year firm term for the first 10 years and the option to terminate during the second 10-year term. Future minimum lease payments as of September 30, 2013 are as follows:

Year ending September 30:	
2014	\$ 552,000
2015	742,000
2016	751,000
2017	761,000
2018	770,000
Thereafter	<u>14,171,000</u>
Total future minimum lease payments	\$ <u><u>17,747,000</u></u>

SOUTHWESTERN FEDERAL POWER SYSTEM

Notes to Combined Financial Statements

September 30, 2013 and 2012

(7) Related Parties

As components of DOE and DOD, these departments are considered related parties to Southwestern and the Corps. Southwestern has certain agreements with DOE and DOD components to provide electric power, transmission services, and other services. As of September 30, 2013 and 2012, amounts outstanding in accounts receivable relating to DOE and DOD components totaled \$268,783 and \$248,434, respectively; for the years ended September 30, 2013 and 2012, total operating revenues earned from DOE and DOD sources totaled \$3,646,463 and \$3,468,290, respectively.

(8) Subsequent Events

On September 30, 2013, the Deputy Secretary of Energy approved on an interim basis a change to the Integrated System rate schedules and the new rate schedules incorporated a 4.7% increase. The rate schedules were placed into effect October 1, 2013 and will remain in effect through September 30, 2017.

On September 30, 2013, the Deputy Secretary of Energy approved a 7.1% increase for the Sam Rayburn Dam project on an interim basis for the period October 1, 2013 through September 30, 2017.

SWFPS has evaluated subsequent events from the balance sheet date through June 18, 2014, the date at which the combined financial statements were available to be issued, and such events are disclosed in these accompanying notes.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Balance Sheet Data

September 30, 2013

Assets	Southwestern	Corps	Total
Plant in service	\$ 343,607,996	1,153,886,436	1,497,494,432
Accumulated depreciation	(169,911,186)	(531,648,834)	(701,560,020)
Construction work in progress	21,469,139	191,215,272	212,684,411
Net utility plant	195,165,949	813,452,874	1,008,618,823
Cash	127,741,038	134,937,393	262,678,431
Funds held in escrow	13,550,027	60,279,200	73,829,227
Accounts receivable	22,709,919	255,737	22,965,656
Material and supplies, at average cost	2,963,442	24,631	2,988,073
Banking exchange receivables	4,151,402	—	4,151,402
Deferred workers' compensation	3,963,184	9,369,366	13,332,550
Other assets	55,418,827	—	55,418,827
Total assets	<u>\$ 425,663,788</u>	<u>1,018,319,201</u>	<u>1,443,982,989</u>
Liabilities and Capitalization			
Liabilities:			
Accounts payable and accrued liabilities	\$ 8,731,416	10,764,209	19,495,625
Advances for construction	47,150,029	—	47,150,029
Accrued workers' compensation	4,992,410	9,591,708	14,584,118
Purchased power and banking exchange deferral	28,519,474	—	28,519,474
Hydropower water storage reallocation deferral	60,568,075	—	60,568,075
Total liabilities	<u>149,961,404</u>	<u>20,355,917</u>	<u>170,317,321</u>
Capitalization:			
Payable to U.S. Treasury	196,730,124	740,260,747	936,990,871
Accumulated net revenues	78,972,260	257,702,537	336,674,797
Total capitalization	<u>275,702,384</u>	<u>997,963,284</u>	<u>1,273,665,668</u>
Total liabilities and capitalization	<u>\$ 425,663,788</u>	<u>1,018,319,201</u>	<u>1,443,982,989</u>

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Balance Sheet Data

September 30, 2012

Assets	<u>Southwestern</u>	<u>Corps</u>	<u>Total</u>
Plant in service	\$ 322,079,152	1,139,425,949	1,461,505,101
Accumulated depreciation	(159,120,296)	(515,925,894)	(675,046,190)
Construction work in progress	27,231,883	160,473,825	187,705,708
Net utility plant	190,190,739	783,973,880	974,164,619
Cash	98,740,474	127,174,724	225,915,198
Funds held in escrow	18,559,960	68,036,590	86,596,550
Accounts receivable	17,530,560	111,367	17,641,927
Material and supplies, at average cost	2,887,797	24,631	2,912,428
Banking exchange receivables	4,152,093	—	4,152,093
Deferred workers' compensation	3,806,422	10,566,518	14,372,940
Other assets	33,291,690	—	33,291,690
Total assets	<u>\$ 369,159,735</u>	<u>989,887,710</u>	<u>1,359,047,445</u>
Liabilities and Capitalization			
Liabilities:			
Accounts payable and accrued liabilities	\$ 9,332,612	5,616,546	14,949,158
Advances for construction	22,632,486	—	22,632,486
Accrued workers' compensation	4,793,829	10,844,766	15,638,595
Purchased power and banking exchange deferral	39,436,080	—	39,436,080
Hydropower water storage reallocation deferral	60,513,411	—	60,513,411
Total liabilities	<u>136,708,418</u>	<u>16,461,312</u>	<u>153,169,730</u>
Capitalization:			
Payable to U.S. Treasury	138,839,114	758,122,740	896,961,854
Accumulated net revenues	93,612,203	215,303,658	308,915,861
Total capitalization	<u>232,451,317</u>	<u>973,426,398</u>	<u>1,205,877,715</u>
Total liabilities and capitalization	<u>\$ 369,159,735</u>	<u>989,887,710</u>	<u>1,359,047,445</u>

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Changes in Capitalization Data

Years ended September 30, 2013 and 2012

	Southwestern payable to U.S. Treasury	Southwestern accumulated net revenues (deficit)	Southwestern total capitalization	Corps payable to U.S. Treasury	Corps accumulated net revenues (deficit)	Corps total capitalization	Total capitalization
Total capitalization as of September 30, 2011	\$ 107,130,923	81,451,119	188,582,042	751,282,118	183,678,018	934,960,136	1,123,542,178
Additions:							
Congressional appropriations	11,892,000	17,000,000	28,892,000	39,937,037	—	39,937,037	68,829,037
Interest on payable to U.S. Treasury and other	816,696	—	816,696	15,014,790	—	15,014,790	15,831,486
Transfers of property and services, net	(57,501,800)	—	(57,501,800)	62,469,392	—	62,469,392	4,967,592
Total additions to capitalization	(44,793,104)	17,000,000	(27,793,104)	117,421,219	—	117,421,219	89,628,115
Deductions:							
Payments to U.S. Treasury	76,501,295	—	76,501,295	(110,580,597)	—	(110,580,597)	(34,079,302)
Net revenues for the year ended September 30, 2012	—	(4,838,916)	(4,838,916)	—	31,625,640	31,625,640	26,786,724
Total capitalization as of September 30, 2012	138,839,114	93,612,203	232,451,317	758,122,740	215,303,658	973,426,398	1,205,877,715
Additions:							
Congressional appropriations	11,243,216	—	11,243,216	32,881,680	—	32,881,680	44,124,896
Interest on payable to U.S. Treasury and other	2,174,291	—	2,174,291	17,469,183	—	17,469,183	19,643,474
Transfers of property and services, net	(32,782,408)	—	(32,782,408)	49,167,472	—	49,167,472	16,385,064
Total additions to capitalization	(19,364,901)	—	(19,364,901)	99,518,335	—	99,518,335	80,153,434
Deductions:							
Payments to U.S. Treasury	77,255,911	—	77,255,911	(117,380,328)	—	(117,380,328)	(40,124,417)
Net revenues for the year ended September 30, 2013	—	(14,639,943)	(14,639,943)	—	42,398,879	42,398,879	27,758,936
Total capitalization as of September 30, 2013	\$ 196,730,124	78,972,260	275,702,384	740,260,747	257,702,537	997,963,284	1,273,665,668

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Revenues and Expenses Data

Year ended September 30, 2013

	<u>Southwestern</u>	<u>Corps</u>	<u>Total</u>
Operating revenues:			
Sales of electric power	\$ 163,239,834	—	163,239,834
Transmission and other operating revenues	19,216,812	1,399,886	20,616,698
Total operating revenues before deferrals	182,456,646	1,399,886	183,856,532
Net purchased power and banking exchange deferral	12,112,439	—	12,112,439
Revenue distributed to Corps	(113,185,966)	113,185,966	—
Total operating revenues	81,383,119	114,585,852	195,968,971
Non reimbursable revenues	1,932,392	52,610	1,985,002
Total revenues	83,315,511	114,638,462	197,953,973
Operating expenses:			
Operation and maintenance	27,128,906	43,820,360	70,949,266
Purchased power and banking exchange	29,447,690	—	29,447,690
Depreciation and amortization	12,746,019	16,138,444	28,884,463
Transmission service charges by others	3,160,203	—	3,160,203
Retirement and other employee benefit expense	4,349,207	2,247,723	6,596,930
Non reimbursable expenses	17,781,446	—	17,781,446
Total operating expenses	94,613,471	62,206,527	156,819,998
Net operating revenues (deficit)	(11,297,960)	52,431,935	41,133,975
Interest expense:			
Interest on payable to U.S. Treasury and other	4,627,606	17,469,183	22,096,789
Allowance for funds used during construction	(1,285,623)	(7,436,127)	(8,721,750)
Net interest expense	3,341,983	10,033,056	13,375,039
Net revenues (deficit)	\$ (14,639,943)	42,398,879	27,758,936

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Revenues and Expenses Data

Year ended September 30, 2012

	<u>Southwestern</u>	<u>Corps</u>	<u>Total</u>
Operating revenues:			
Sales of electric power	\$ 156,918,798	—	156,918,798
Transmission and other operating revenues	19,595,140	1,779,505	21,374,645
Total operating revenues before deferrals	176,513,938	1,779,505	178,293,443
Net purchased power and banking exchange deferral	16,659,798	—	16,659,798
Revenue distributed to Corps	(109,160,897)	109,160,897	—
Total operating revenues	84,012,839	110,940,402	194,953,241
Non reimbursable revenues	437,641	20,500	458,141
Total revenues	84,450,480	110,960,902	195,411,382
Operating expenses:			
Operation and maintenance	27,108,182	50,640,018	77,748,200
Purchased power and banking exchange	31,776,926	—	31,776,926
Depreciation and amortization	12,654,139	15,756,808	28,410,947
Transmission service charges by others	3,083,784	—	3,083,784
Retirement and other employee benefit expense	4,733,706	2,399,430	7,133,136
Non reimbursable expenses	6,740,628	—	6,740,628
Total operating expenses	86,097,365	68,796,256	154,893,621
Net operating revenues (deficit)	(1,646,885)	42,164,646	40,517,761
Interest expense:			
Interest on payable to U.S. Treasury and other	4,901,811	15,003,739	19,905,550
Allowance for funds used during construction	(1,709,780)	(4,464,733)	(6,174,513)
Net interest expense	3,192,031	10,539,006	13,731,037
Net revenues (deficit)	\$ (4,838,916)	31,625,640	26,786,724

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Cash Flows Data

Year ended September 30, 2013

	<u>Southwestern</u>	<u>Corps</u>	<u>Total</u>
Cash flows from operating activities:			
Net revenues (deficit)	\$ (14,639,943)	42,398,879	27,758,936
Adjustments to reconcile net revenues (deficit) to net cash provided by (used in) operating activities:			
Revenue distributed to Corps	113,185,966	(113,185,966)	—
Depreciation and amortization	12,746,019	16,138,444	28,884,463
Benefit expense paid by other Federal agencies	1,338,386	2,025,381	3,363,767
Interest on payable to U.S. Treasury and other	4,627,606	17,469,183	22,096,789
Allowance for funds used during construction	(1,285,623)	(7,436,127)	(8,721,750)
(Increase) decrease in assets:			
Accounts receivable	(5,179,359)	(144,370)	(5,323,729)
Materials and supplies	(75,645)	—	(75,645)
Banking exchange receivables	691	—	691
Deferred workers' compensation	(156,762)	1,197,152	1,040,390
Other assets	(22,127,137)	—	(22,127,137)
Increase (decrease) in liabilities:			
Accounts payable and accrued liabilities	(601,196)	5,147,663	4,546,467
Accrued workers' compensation	198,581	(1,253,058)	(1,054,477)
Purchased power and banking exchange deferral	(11,727,631)	—	(11,727,631)
Advances for construction	24,517,543	—	24,517,543
Net cash provided by (used in) operating activities	<u>100,821,496</u>	<u>(37,642,819)</u>	<u>63,178,677</u>
Cash flows used in investing activities:			
Additions to utility plant	<u>(16,435,606)</u>	<u>(38,181,311)</u>	<u>(54,616,917)</u>
Cash flows from financing activities:			
Congressional appropriations	11,243,216	32,881,680	44,124,896
Payments to U.S. Treasury	77,255,911	(117,380,328)	(40,124,417)
Revenue distributed to Corps	(113,185,966)	113,185,966	—
Transfers of property and services, net	(34,120,794)	47,142,091	13,021,297
Hydropower water storage reallocation deferral	(1,587,626)	—	(1,587,626)
Funds received in escrow	(32,724,598)	(5,552,610)	(38,277,208)
Funds disbursed from escrow	37,734,531	13,310,000	51,044,531
Net cash (used in) provided by financing activities	<u>(55,385,326)</u>	<u>83,586,799</u>	<u>28,201,473</u>
Net increase in cash	29,000,564	7,762,669	36,763,233
Cash, beginning of year	<u>98,740,474</u>	<u>127,174,724</u>	<u>225,915,198</u>
Cash, end of year	<u>\$ 127,741,038</u>	<u>134,937,393</u>	<u>262,678,431</u>
Supplemental cash flow information:			
Interest deferred on regulatory liabilities	\$ 2,453,315	—	2,453,315

See accompanying independent auditors' report.

SOUTHWESTERN FEDERAL POWER SYSTEM

Combining Schedule of Cash Flows Data

Year ended September 30, 2012

	<u>Southwestern</u>	<u>Corps</u>	<u>Total</u>
Cash flows from operating activities:			
Net revenues	\$ (4,838,917)	31,625,641	26,786,724
Adjustments to reconcile net revenues to net cash provided by (used in) operating activities:			
Revenue distributed to Corps	109,160,897	(109,160,897)	—
Depreciation and amortization	12,654,139	15,756,808	28,410,947
Benefit expense paid by other Federal agencies	1,415,767	2,121,183	3,536,950
Interest on payable to U.S. Treasury and other	4,848,177	15,014,790	19,862,967
Allowance for funds used during construction	(1,709,780)	(4,464,733)	(6,174,513)
(Increase) decrease in assets:			
Accounts receivable	(2,460,881)	93,528	(2,367,353)
Materials and supplies	(223,619)	—	(223,619)
Banking exchange receivables	(187,076)	—	(187,076)
Deferred workers' compensation	906,245	(2,514,520)	(1,608,275)
Other assets	(2,067,269)	—	(2,067,269)
Increase (decrease) in liabilities:			
Accounts payable and accrued liabilities	2,612,307	(2,534,600)	77,707
Accrued workers' compensation	(896,357)	2,580,329	1,683,972
Purchased power and banking exchange deferral	(16,460,039)	—	(16,460,039)
Advances for construction	(110,236)	—	(110,236)
Net cash provided by (used in) operating activities	<u>102,643,358</u>	<u>(51,482,471)</u>	<u>51,160,887</u>
Cash flows used in investing activities:			
Additions to utility plant	<u>(21,514,409)</u>	<u>(30,790,978)</u>	<u>(52,305,387)</u>
Cash flows from financing activities:			
Congressional appropriations	28,892,000	39,937,037	68,829,037
Payments to U.S. Treasury	76,501,295	(110,580,597)	(34,079,302)
Revenue distributed to Corps	(109,160,897)	109,160,897	—
Transfers of property and services, net	(58,917,568)	60,348,210	1,430,642
Hydropower water storage reallocation deferral	(1,554,971)	—	(1,554,971)
Funds received in escrow	(50,547,873)	(48,315,500)	(98,863,373)
Funds disbursed from escrow	59,675,839	6,795,000	66,470,839
Net cash (used in) provided by financing activities	<u>(55,112,175)</u>	<u>57,345,047</u>	<u>2,232,872</u>
Net increase (decrease) in cash	26,016,774	(24,928,402)	1,088,372
Cash, beginning of year	<u>72,723,700</u>	<u>152,103,126</u>	<u>224,826,826</u>
Cash, end of year	<u>\$ 98,740,474</u>	<u>127,174,724</u>	<u>225,915,198</u>
Supplemental cash flow information:			
Interest deferred on regulatory liabilities	\$ 4,031,481	—	4,031,481

See accompanying independent auditors' report.

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U.S. DEPARTMENT OF
ENERGY