FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

OCTOBER 31, 2019

(See Independent Auditors' Report)

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INDEPENDENT AUDITORS' REPORT

To the Board Members of Northampton, Bucks County, Municipal Authority Richboro, Pennsylvania

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of Northampton, Bucks County, Municipal Authority (the Authority), as of and for the year ended October 31, 2019, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities of Northampton, Bucks County, Municipal Authority of Richboro, Pennsylvania, as of October 31, 2019, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 5 through 9 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Northampton, Bucks County, Municipal Authority of Richboro, Pennsylvania's basic financial statements. The Operating Revenues Schedule and the Operating and Administrative Expenses Schedule are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The Operating Revenues Schedule and the Operating and Administrative Expenses Schedule are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic 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 financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Operating Revenues Schedule and the Operating and Administrative Expenses Schedule are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Prior Period Financial Statements

We have previously audited the Authority's 2018 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated January 23, 2019. In our opinion, the summarized comparative information presented herein as of and for the year ended October 31, 2018, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Bee, Bergvall & Company Certified Public Accountants

Bee Bergerall & Co.

Warrington, Pennsylvania January 9, 2020

Our discussion and analysis of Northampton, Bucks County, Municipal Authority's (the Authority) financial performance provides an overview of the Authority's financial activities for the fiscal year ended October 31, 2019.

This discussion should be read in conjunction with the Authority's basic financial statements.

FINANCIAL HIGHLIGHTS

Management believes the Authority's financial condition is strong. The following are key financial highlights and activities:

- The Authority's net position decreased approximately \$1.20 million from \$65.47 million in 2018 to \$64.27 million in 2019, as a result of this year's operations. Most of the reduction in net position is due to the extremely high wet season in Fiscal Year 2019, resulting in high sewer rental bills from Bucks County Water & Sewer Authority. Of the total net assets, \$4.23 million remains unrestricted and available to support current operations, capital outlay and debt service.
- Northampton, Bucks County, Municipal Authority (NBCMA) entered into binding arbitration with Bucks County Water & Sewer Authority (BCWSA) which concluded in the 2018 fiscal year.
- The Arbitrator ordered that a new cost of service study should be conducted by an
 independent third-party expert agreeable to both parties. The cost of service study
 as ordered was intended to set new rates for the wholesale customers of BCWSA
 served by the Neshaminy Interceptor, effective January 2020.
- Results of the Cost of Service Study concluded that sanitary sewer flows from NBCMA are to be reduced by 89.5 cents per 1,000 gallons of flow effective January 2020. In addition to the rate reduction, BCWSA is to credit NBCMA \$323,392 in calendar year 2020 in twelve (12) monthly installments of \$26,949 for overcharges when BCWSA acquired wholesale customers and converted them to retail customers.

OVERVIEW OF THE FINANCIAL STATEMENTS

The Authority's annual report includes the MD&A report, the independent auditors' report and the basic financial statements of the Authority. The financial statements also include schedules and notes that explain in more detail some of the information in the financial statements.

FINANCIAL ANALYSIS OF THE AUTHORITY

The following comparative condensed financial and other selected information serve as the key financial data and indicators for management, monitoring and planning. Comments regarding the year-to-year variances are included in each section by the name of the statement or account.

NET POSITION

A summary of the Authority's Statements of Net Position as of October 31, 2019 and 2018 is presented in Table A-1.

Table A-1 Condensed Statements of Net Position (In thousands of dollars)

	<u>2019</u>	<u>2018</u>		Dollar <u>Change</u>	Total % <u>Change</u>
Current and other assets	\$ 5,359	\$ 12,701	\$	(7,342)	(57.8)
Long term assets	274	264		10	3.8
Capital assets	 71,588	 73,024		(1,436)	(2.0)
Total Assets	 77,221	 85,989		(8,768)	(10.2)
Long-term debt outstanding	11,667	13,607		(1,940)	(14.3)
Other liabilities	,	,		` ' '	` '
· ·	 1,287	6,912		(5,625)	(81.4)
Total Liabilities	 12,954	 20,519	_	(7,565)	(36.9)
Invested in capital assets,					
net of related debt	59,921	59,474		447	0.8
Restricted	120	152		(32)	(21.1)
Unrestricted	 4,227	 5,844		(1,617)	(27.7)
Total Net Position	\$ 64,268	\$ 65,470	\$	(1,202)	(1.8)

Table A-1 above shows that net position decreased by \$1.20 million from fiscal 2018 to fiscal 2019 as a result of a large decrease in long-term debt outstanding, accounts payable and accrued expenses as well as a large decrease in cash and cash equivalents and investments. The large decrease in accounts payable and cash and cash equivalents relates to the payment of disputed escrow in November 2018 and high sewer bills from BCWSA due to the extremely high wet season.

Table A-2 Condensed Statements of Revenues, Expenses, and Changes in Net Position (In thousands of dollars)

	<u>2019</u>	<u>2018</u>	Oollar <u>Change</u>	Total % <u>Change</u>
Operating revenues	\$ 17,221	\$ 16,668	\$ 553	3.3
Nonoperating revenues	 222	 955	 (733)	(76.8)
Total Revenue	 17,443	 17,623	 (180)	(1.0)
Operating and administrative				
expenses	15,895	14,185	1,710	12.1
Depreciation expense	2,161	2,139	22	1.0
Nonoperating expense	 589	 676	 (87)	(12.9)
Total Expenses	 18,645	 17,000	 1,645	9.7
Increase (decrease) in net position	(1,202)	623	(1,825)	(292.9)
Net Position, Beginning of Year	 65,470	 64,847	 623	1.0
Net Position, End of Year	\$ 64,268	\$ 65,470	\$ (1,202)	(1.8)

While the Statements of Net Position shows the change in assets and liabilities, the Statements of Revenues, Expenses, and Changes in Net Position provides answers as to the nature and source of these changes. In Table A-2 above, the net position decreased by \$1.20 million from 2018 to 2019 as a result of a \$.6 million increase in operating revenue reduced by a \$.7 million decrease in nonoperating revenues such as gain on sale of assets and release of escrow offset by a \$1.71 million increase in operating and administrative expenses.

The Authority's total revenues decreased by \$.18 million or (1.0)% due to a large increase of .31 million in tapping fees and a \$.32 million favorable arbitration decision netted against a .11 million decrease in usage and rental charges with a .73 million decrease in nonoperating revenues such as gain on sale of assets and release of escrow with smaller increases/decreases in all other operating revenue categories. The decrease in gain on sale of assets reflects the change from gain on the sale of the administrative building in fiscal year 2018 to the gain on the sale of vehicles/equipment in fiscal year 2019.

The Authority's total expenses increased by \$1.65 million or 9.7%, primarily due to the \$1.71 million increase in operating expenses. This increase in operating expenses is due to budgeted increases in maintenance expenses, including a \$.13 million increase in water supplies/repairs from the replacement of water meters and registers reaching the end of their warranty period at no charge to customers, unbudgeted high major sewer repairs and a \$2.3 million increase in sewer rental charges due to extremely high sanitary sewer flows offset by a \$.46 million decrease in administrative expenses such as office supplies, building and ground expenses, engineering and legal fees, a \$.13 million decrease in payroll, payroll taxes and benefits, and a reduction in electric charges of \$.03 million and equipment rental charges of \$.05 million. Sanitary sewer flows are highly dependent upon natural groundwater levels.

CAPITAL ASSETS AND DEBT ADMINISTRATION

The Authority's investment in capital assets, net of accumulated depreciation, decreased \$1.44 million from October 31, 2018 to October 31, 2019.

Table A-3
Property, Plant and Equipment
(In thousands of dollars)

	<u>2019</u>	<u>2018</u>	V	<u>ariance</u>
Land	\$ 6,603	\$ 6,603	\$	-
Vehicles, trucks and accessories	1,595	1,544		51
Water systems	31,468	31,416		52
Sewer systems	46,394	45,864		530
Development lines	 47,137	 47,137		
Total	133,197	132,564		633
Less accumulated depreciation	 (61,609)	 (59,540)		(2,069)
Net Property, Plant and Equipment	\$ 71,588	\$ 73,024	\$	(1,436)

This decrease is due to \$.72 million in water and sewer system improvements less .09 million decrease from the sale of vehicles and equipment offset by 2.16 million in depreciation expense less the .09 million reduction in accumulated depreciation from the sale of vehicles and equipment.

LONG-TERM DEBT

At the end of the current fiscal year, the Authority had total long-term debt of \$11.71 million, of which \$11.67 million is the principal maturity and \$40 thousand is accrued interest. More detailed information about the Authority's debt is presented in the notes to the financial statements.

On February 5, 2019, the Authority obtained a Revolving Line of Credit in the amount of \$3 million, for a term of 13 months maturing on March 5, 2020. The interest rate will be fixed at a tax-exempt rate of 3.55% for the term of the note. The Authority borrowed \$250,000 from the Line of Credit in August 2019. The borrowed amount plus interest was paid off in October 2019.

On November 15, 2006 the Authority adopted a resolution to issue new debt in the sum of \$11 million to finance the Authority's 2007-2011 Capital improvement programs. The Bonds are dated December 15, 2006 and amend and supplement the First Supplemental Trust Indenture, dated September 1, 1990, and have a final maturity date of December 2027. The Bonds are secured solely by a pledge of Revenues from the Authority, including investment interest, and are guaranteed by Financial Security Assurance, Inc., a guaranty bond insurance company.

LONG-TERM DEBT (Continued)

The Water and Sewer Revenue Bonds, Series of 2006 were redeemed on July 10, 2017 with the proceeds from the 2017 loan agreement with The First National Bank and Trust Company of Newtown. The note is a Water and Sewer Revenue Note. The tax-exempt interest rate will be fixed at 2.5% for 10 years. The 2017 note was issued for the purpose of redeeming the Water and Sewer Revenue Bonds, Series of 2006.

On October 9, 2009, the Authority entered into a new credit agreement with The First National Bank and Trust Company of Newtown, PA pursuant to which the Authority can borrow up to \$8 million on a non-revolving line of credit at a fixed rate of 3.8%. In July 2013, the Authority refinanced this loan facility (principal balance of \$5.0 million at date of refinance), reducing the interest rate to 2.65% with no other amendment to any existing terms and conditions. The 2009 note was paid off in September 2019.

On October 5, 2011, the Authority entered into an agreement with Bucks County Water and Sewer Authority, (BCWSA). BCWSA will continue to provide public water to Northampton from the Forest Park Water Treatment Plant. This will require certain infrastructure improvements. The total cost of the capital improvements is estimated at \$69,000,000. Northampton, Bucks County, Municipal Authority's proportionate share shall be \$7,849,380, which shall be paid at a rate of \$.84 per 1,000 gallons based upon a Debt Service Rate of 5½% annual rate. The term of this agreement is 30 years and was effective May 1, 2011 and shall remain in full force and effect until May 1, 2041.

Effective February 13, 2017, BCWSA adjusted Northampton, Bucks County, Municipal Authority's proportionate share to \$7,136,240. BCWSA also adjusted the payment rate to \$.68687 per 1,000 gallons effective January 1, 2017. The adjustment in the payment rate extended the loan payments to May 1, 2053. The Debt Service Interest Rate remained the same.

ECONOMIC FACTORS AND NEXT YEAR'S RATES

Northampton Township has seen stabilization in population growth and building construction therefore, income realized through developer contributions and tapping fees is limited. Revenue to cover future operating expenses and debt service will then be derived, primarily, from the water and sewer usage and rental charges. Management remains cautious with the forecast of consumption demand for the 2020 fiscal year, subject to unknown weather impacts and the economy.

Statements of Net Position

October 31, 2019 and 2018

ASSETS

	<u>2019</u>	<u>2018</u>
Current Assets		
Unrestricted:		
Cash and cash equivalents	\$ 1,034,763	\$ 6,203,529
Investments	310,445	2,818,220
Accounts receivable, billed	735,481	639,273
Accounts receivable, unbilled	2,153,930	2,097,358
Current tapping and assessment fees receivable	180,320	252,219
Developer and other receivables	552,158	278,862
Grant receivable	3,906	-
Inventories	79,905	32,820
Prepaid expenses	188,103	226,747
Total Unrestricted Assets	5,239,011	12,549,028
Restricted:		
Cash escrow	120,183	151,710
Total Restricted Assets	120,183	151,710
Total Current Assets	5,359,194	12,700,738
Long-Term Assets		
Notes receivable - related party	273,677	263,989
Property, Plant and Equipment		
Land	6,602,535	6,602,535
Other Capital Assets, net of Accumulated Depreciation	64,985,739	66,421,779
Total Property, Plant and Equipment, net	71,588,274	73,024,314
TOTAL ASSETS	\$ 77,221,145	\$ 85,989,041

LIABILITIES

<u>Enternes</u>		
	<u>2019</u>	<u>2018</u>
Current Liabilities		
Accounts payable and accrued expenses	\$ 1,125,974	\$ 6,759,862
Current maturities of long-term debt	666,856	1,883,492
Accrued interest	39,687	57,723
Total from Unrestricted Assets	1,832,517	8,701,077
Payable from restricted assets:		
Funds in escrow	120,183	151,710
Total from Restricted Assets	120,183	151,710
Total Current Liabilities	1,952,700	8,852,787
Long-term Liabilities		
Long-term debt	11,000,622	11,666,218
TOTAL LIABILITIES	\$ 12,953,322	\$ 20,519,005
NET POSITION		
Net investment in capital assets, net of related debt	\$ 59,920,796	\$ 59,474,604
Restricted	120,183	151,710
Unrestricted	4,226,844	5,843,722
TOTAL NET POSITION	\$ 64,267,823	\$ 65,470,036

Statements of Revenues, Expenses and Changes in Net Position

For The Years Ended October 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Operating revenues	\$ 17,220,806	\$ 16,667,534
Operating and administrative expenses	15,894,849	14,185,312
Depreciation and amortization	2,160,928	2,139,054
Income (loss) before nonoperating revenues		
(expenses) and capital contributions	(834,971)	343,168
Nonoperating revenues (expenses)		
Interest income	36,365	54,628
Interest expense	(500,938)	(613,071)
Gain/(loss) on sale of assets	55,366	249,121
Grant income	27,770	-
Release of escrow	-	577,615
Developer income	103,394	73,821
Developer expense	(89,199)	(62,608)
Total nonoperating revenues (expenses)	(367,242)	279,506
Increase (decrease) in net position	(1,202,213)	622,674
Net Position, Beginning of Year	65,470,036	64,847,362
Net Position, End of Year	\$ 64,267,823	\$ 65,470,036

Statements of Cash Flows

For The Years Ended October 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Cash Flows from Operating Activities:		
Cash received from customers	\$ 16,862,723	\$ 16,868,779
Cash paid to employees	(1,657,083)	(1,713,440)
Cash paid for sewer rental charges	(9,785,174)	(7,494,873)
Cash paid for water purchases	(1,611,340)	(1,606,939)
Cash paid to other suppliers	(3,326,873)	(3,310,276)
Other-(payment) release of amounts	(5,156,709)	5,156,709
Net Cash (Used in) Provided by Operating Activities	(4,674,456)	7,899,960
Cash Flows from Non-Capital Financing Activities:		
Other expense	(89,199)	(62,608)
Other income	103,394	651,436
Net Cash Provided by Non-Capital Financing Activities	14,195	588,828
Cash Flows from Capital and Related Financing Activities:		
Capital grants	23,863	_
Principal paid on long-term debt	(1,882,232)	(1,423,904)
Interest paid on long-term debt	(518,974)	(625,102)
Acquisition of property, plant and equipment	(724,888)	(3,144,275)
Net Cash Used in Capital and Financing Activities	(3,102,231)	(5,193,281)
Cash Flows from Investing Activities:		
Proceeds from sales and maturities		
of investment securities	21,858,243	20,064,618
Purchase of investment securities	(19,291,194)	(18,222,471)
Interest and other income received	26,677	54,628
Net Cash Provided by Investing Activities	2,593,726	1,896,775
Net (Decrease) Increase in Cash and Cash Equivalents	(5,168,766)	5,192,282
Cash and Cash Equivalents, Beginning of Year	6,203,529	1,011,247
Cash and Cash Equivalents, End of Year	\$ 1,034,763	\$ 6,203,529

	<u>2019</u>	<u>2018</u>
Reconciliation of Net Income (Loss) to Net Cash (Used in)		
Provided by Operating Activities:		
Net income (loss) before nonoperating expenses	\$ (834,971)	\$ 343,168
Adjustments to reconcile net income (loss) before non-		
operating revenues and expenses and capital contributions		
to net cash (used in) provided by operating activities:		
Depreciation and amortization	2,160,928	2,139,054
Changes in assets and liabilities:		
(Increase) decrease in:		
Accounts receivable and other receivables	(358,084)	201,244
Inventories	(47,085)	(9,387)
Prepaid expenses	38,644	(182,550)
Increase (decrease) in:		
Accounts payable and accrued expenses	 (5,633,888)	 5,408,431
Net Cash (Used in) Provided by Operating Activities	\$ (4,674,456)	\$ 7,899,960
Supplemental disclosure of noncash capital and		
related financing activities:		
Issuance of note receivable - related party	\$ -	\$ 263,989
Amortization of note receivable - related party	\$ 9,688	\$ -

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 1. The Organization

The Northampton, Bucks County, Municipal Authority (the Authority), incorporated in 1964 under the Pennsylvania Municipality Authorities Act of 1945, owns and operates a Water System and a Sewer System (collectively, the System). The two systems are combined for financial reporting purposes, but internally accounted for separately.

The Authority is empowered by law to, among other things, collect reasonable and uniform rates and other charges in the area served by the System, provide for payment of its expenses and debt service requirements, construct, improve, repair, maintain and operate the System, and fulfill the terms of agreements into which the Authority has entered.

Financial Reporting Entity

As defined by accounting principles generally accepted in the United States of America, the financial reporting entity consists of a primary government, as well as its component units, which are legally separate organizations for which the elected officials of the primary government are financially accountable. Financial accountability is present if the Authority appoints a voting majority of a component unit's governing body and has the ability to impose its will on the organization or if there is a potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the Authority. Based on the aforementioned criteria, there were no entities which were considered for inclusion in the reporting entity.

NOTE 2. Summary of Significant Accounting Policies

<u>Basis of Accounting</u>: The Authority maintains its books and records on the accrual basis of accounting. All activities of the Authority are accounted for within a single proprietary (enterprise) fund. Proprietary funds are used to account for operations that are financed and operated in a manner similar to private business enterprises.

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 2. Summary of Significant Accounting Policies (Continued)

<u>Cash and Cash Equivalents</u>: All highly liquid investments with original maturities of three months or less are considered to be cash equivalents.

Investments: Investments are reported at fair value based on quoted market prices.

<u>Receivables</u>: Accounts receivable are stated at their net realizable value. The Authority recognizes uncollectible accounts as a direct charge to bad debt expense at the time the Board deems the accounts to be uncollectible. At October 31, 2019, all amounts were considered collectible and no allowance for uncollectible accounts has been calculated.

The Authority has constructed sanitary sewer facilities which provide a benefit to the Property by enabling the Property Owners to connect the Property into the Authority's public sanitary sewer facilities. Some Authority Property Owners have signed agreements to set up a payment plan to pay Tapping Fees and/or Assessments Fees over a term of 60 months ending April 2016 for Phase I and June 2016 for Phase II of the Western End Infrastructure Project. The annual interest rate is 5.0% per annum on the unpaid portion. The accrued interest on the unpaid portion for the years ending October 31, 2019 and 2018 is \$7,850 and \$8,256, respectively.

<u>Inventories</u>: Inventories of water meters and fire hydrants are recorded at cost and accounted for on the first-in, first-out basis.

Note Receivable: The note receivable is recorded at its present value at inception date. The discount is recognized in interest income over the life of the loan.

<u>Property, Plant and Equipment</u>: Property, plant and equipment are recorded at historical cost. Donated capital assets are recorded at estimated fair market value at the date of donation. Maintenance and repairs that do not significantly extend the value or life of property, plant and equipment, are expensed as incurred. Effective December 7, 2016, the Authority implemented a capitalization policy whereby items with a cost of \$5,000 or more and a useful life of 5 years or greater are capitalized. Depreciation is calculated using the straight-line method over the following estimated useful lives:

	<u>Years</u>
Water systems, wells, mains, lines	
structures and meters	20 - 75
Sewer system mains and lines	75
General office building	50
Equipment	5 - 30

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 2. Summary of Significant Accounting Policies (Continued)

<u>Long-term Obligations</u>: In the financial statements, long-term debt and other long-term obligations are reported as liabilities. Bond premiums and discounts are deferred and amortized over the life of the bond using the straight-line method, when applicable. Bonds payable are reported net of the applicable bond premium or discount. There was no amortization expense for the years ended October 31, 2019 and October 31, 2018.

<u>Net Position</u>: Net position includes the various net earnings from operating and nonoperating revenues, expenses and contributions of capital. Net position is classified in the following three components: invested in capital assets, net of related liabilities; restricted for capital activity and debt services; and unrestricted net position. Invested in capital assets, net of related debt, consists of all capital assets, net of accumulated depreciation and reduced by outstanding debt that is attributable to the acquisition, construction and improvement of those assets; debt related to unspent proceeds or other restricted cash and investments is excluded from the determination. Restricted for capital activity and debt service consists of net position for which constraints are placed thereon by external parties, such a lenders, grantors, contributors, laws, regulations and enabling legislation, including self-imposed legal mandates less any related liabilities. Unrestricted consists of all other net position not appropriated for expenditures or legally segregated for a specific future use.

Net Investment in Capital Assets:

	<u>2019</u>	<u>2018</u>
Total Property, Plant & Equipment	\$ 71,588,274	\$ 73,024,314
Less: Long-term debt outstanding	 (11,667,478)	 (13,549,710)
	\$ 59,920,796	\$ 59,474,604

<u>Reclassifications</u>: Certain reclassifications have been made to the prior year financial statements in order for them to be in conformity with the current year presentation.

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 2. Summary of Significant Accounting Policies (Continued)

<u>Comparative Information</u>: The financial statements include certain prior year summarized comparative information in total. Such information does not include sufficient detail to constitute a presentation in conformity with accounting policies generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Authority's financial statements for the year ended October 31, 2018, from which the summarized information was derived.

<u>Revenue Recognition</u>: The Authority distinguishes between operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with the Authority's ongoing operations. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

For expenses that could be paid by either restricted or unrestricted resources, it is the Authority's policy to use restricted resources for restricted items and then unrestricted resources as they are needed.

<u>Revenues and Rate Structure</u>: Revenues from water and sewer services are recognized on the accrual basis as earned. Services are supplied to customers under a rate structure designed to produce revenues sufficient to provide for operating and maintenance costs, capital outlay, debt service, reserves and debt coverage.

<u>Use of Estimates</u>: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect 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.

<u>Budgets and Budgetary Accounting</u>: The Authority follows these procedures in establishing the budgetary data reflected in the financial statements:

- 1. During October, the budget is discussed and approved in a public meeting.
- 2. All budget revisions require the approval of the Authority.
- 3. Budgetary control is maintained at the account level.
- 4. The budget is adopted on the accrual basis of accounting. All appropriations lapse at year-end.

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 2. Summary of Significant Accounting Policies (Continued)

<u>Deferred Outflows/Inflows of Resources</u>: In addition to assets, the Statement of Financial Position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will *not* be recognized as an outflow of resources (expense/expenditure) until then.

In addition to liabilities, the Statement of Financial Position will sometimes report a separate section of deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to future period(s) and so will not be recognized as an inflow of resources (revenues) until that time.

NOTE 3. Deposits and Investments

The Board of Directors (the Board) of the Authority, in accordance with the Commonwealth of Pennsylvania (the Commonwealth) statute, may appoint one or more depositories for Authority funds and approve security to be furnished by such depository. This security may be in the form of collateral consisting of obligations of the United States of America or the Commonwealth, or any political subdivision thereof, deposited with the financial institution.

The Pennsylvania Act 72 of 1971 (Act 72), as amended, allows depositories to satisfy the collateralization requirement by pooling eligible investments to cover total public funds on deposits in excess of federal insurance. Such pooled collateral is pledged with the financial institution's trust department.

The Board also has the power to invest Authority sinking funds in the manner provided for by the Local Government Unit Debt Act, to invest monies of the Authority other than sinking funds as authorized below, and to liquidate any such investments, in whole or in part, by disposing of securities or withdrawing funds on deposit. Any action taken to make or to liquidate any investment shall be made by the officers designated by action of the Board.

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 3. Deposits and Investments (Continued)

The Board shall invest Authority funds consistent with business practice. The Municipality Authorities Act of 1945 allows the Authority to invest in the following instruments:

- a) United States Treasury bills.
- b) Short-term obligations of United States Government, of its agencies or instrumentalities.
- c) Deposits in savings accounts, time deposits or share accounts of institutions insured by the Federal Deposit Insurance Corporation (FDIC) to the extent that such accounts are so insured, and for any amounts above the insured maximum, provided that approved collateral as provided by law therefore shall be pledged by the financial institution.
- d) Obligations of the United States of America or any of its agencies or instrumentalities backed by the full faith and credit of the United States of America, the Commonwealth of Pennsylvania or any of its agencies or instrumentalities backed by the full faith and credit of the Commonwealth of Pennsylvania or any of its agencies or instrumentalities backed by the full faith and credit of the political subdivision.
- e) Shares of an investment company registered under the Investment Company Act of 1940 (mutual funds), whose shares are registered under the Securities Act of 1933, provided that the only investments are in the authorized investments for Authority funds listed in (a) through (d) above.

<u>Concentration of Credit Risk</u>: The Authority places no limit on the amount the Authority may invest in any one issuer. All of the Authority's investments as of October 31, 2019 and 2018 consist of investments in an external investment pool money market, the Pennsylvania Local Government Investment Trust. At October 31, 2019 and 2018, there were no investments other than Government Money Market funds.

<u>Credit Risk</u>: As of October 31, 2019, the Authority's investments were in an external investment pool money market investing in obligations backed by the full faith and credit of the United States Government, and short-term obligations of the United States Government.

<u>Interest Rate Risk</u>: As a means of limiting its exposure to fair value losses arising from rising interest rates, the Authority's investment policy states that the average portfolio maturity shall be at a target range of three to seven years. No individual investment shall exceed ten years.

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 3. Deposits and Investments (Continued)

Custodial Credit Risk - Deposits: Custodial credit risk is the risk that, in the event of a bank failure, the Authority's deposits may not be returned to it. The Authority's investment policy gives the members of the Board the authority to permit assets pledged as collateral under subsection (d)(3), to be pooled in accordance with the act of August 6, 1971 (P.L. 281, No. 72), entitled "An act standardizing the procedures for pledges of assets to secure deposits of public funds with banking institutions pursuant to other laws; establishing a standard rule for the types, amounts and valuations of assets eligible to be used as collateral for deposits of public funds; permitting assets to be pledged against deposits on a pooled basis; and authorizing the appointment of custodians to act as pledges of assets." At October 31, 2019, \$1,641,135 of the Authority's bank balance of \$1,891,135 was exposed to custodial credit risk as follows:

Amount insured by FDIC or collateralized with	\$ 250,000
securities held by the Authority in its name	
Uncollateralized but covered under the	
provisions of Act 72 described above	 1,641,135
Total Bank Balance	\$ 1,891,135

NOTE 4. Note Receivable

Northampton, Bucks County, Municipal Authority sold the former administrative office building on July 11, 2018 for \$650,000 to Northampton Township (Township). The Township entered into a Purchase Money Promissory Note with the Authority in the sum of \$650,000, without interest, and shall be payable in full within 25 years from the date above. The Authority recorded a discount on the note based on the Township's long-term borrowing rate of 3.67%. Annual interest reduces the discount on the note receivable. The Note Receivable balance for the years ended October 31, 2019 and October 31, 2018 are shown below:

	<u>2019</u>	<u>2018</u>
Note Receivable per agreement	\$ 650,000	\$ 650,000
Discount	(376,323)	(386,011)
	\$ 273,677	\$ 263,989

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 5. Property, Plant and Equipment

Property, plant and equipment consist of the following as of October 31:

	Balance November 1 2018	Additions	Deletions	Balance October 31 2019
Capital assets, not being depreciated:				
Land	\$ 6,602,535	\$ -	\$ -	\$ 6,602,535
Total capital assets, not being depreciated	6,602,535			6,602,535
Capital assets, being depreciated:				
Water system, wells, mains,				
lines, structures & meters	54,393,251	26,910	-	54,420,161
Sewer system mains & meters	67,094,227	499,558	-	67,593,785
General office building	2,233,914	61,760	-	2,295,674
Equipment	2,239,985	136,660	(91,882)	2,284,763
Total	125,961,377	724,888	(91,882)	126,594,383
Accumulated depreciation	(59,539,598)	(2,160,928)	91,882	(61,608,644)
Total capital assets, being depreciated, net	66,421,779	(1,436,040)		64,985,739
All Capital Assets, Net	\$ 73,024,314	\$ (1,436,040)	\$ -	\$ 71,588,274

Depreciation expense was \$2,160,928 and \$2,139,054 for the years ended October 31, 2019 and 2018, respectively.

<u>Operating Leases</u>: The Authority leases office equipment under noncancellable operating leases. Total liabilities under these leases are considered immaterial to the financial statements.

NOTE 6. Line of Credit

On February 5, 2019, the Authority obtained a Revolving Line of Credit in the amount of \$3 million, for a term of 13 months maturing on March 5, 2020. The interest rate will be fixed at a tax-exempt rate of 3.55% for the term of the note. The Authority borrowed \$250,000 from the Line of Credit in August 2019. The borrowed amount plus interest was paid off in October 2019.

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 7. Long-Term Debt

On December 15, 2006, the Authority issued \$11,000,000 Water and Sewer Revenue Bonds, Series of 2006. Proceeds of the Bonds together with other available funds of the Authority were used to (1) provide funds for the Authority's capital improvement program, (2) fund the Bond Reserve Fund in an amount equal to maximum annual debt service on the Bonds, and (3) pay costs of issuance of the Bonds. Proceeds of the Bonds were used to improve, expand, modernize and rehabilitate the Authority's aging water and wastewater collection systems with the purpose of meeting regulatory, environmental, and contractual requirements, while simultaneously integrating technology to aid in operational efficiency. The primary goal of the capital improvement program is to reduce the wastewater inflow and infiltration that the Authority currently experiences in periods of wet weather.

The Water and Sewer Revenue Bonds, Series of 2006 were redeemed on July 10, 2017 with proceeds from the 2017 loan agreement with The First National Bank and Trust Company of Newtown. The note is a Water and Sewer Revenue Note. The tax-exempt interest rate will be fixed at 2.5% for 10 years. The 2017 note was issued for the purpose of redeeming the Water and Sewer Revenue Bonds, Series of 2006.

On October 9, 2009, the Authority entered into a loan agreement with The First National Bank and Trust Company of Newtown. The note was a Water and Sewer Revenue Note, Series of 2009, in the maximum principal amount of \$8,000,000, which matured October 9, 2019. The bank note was a non-revolving, "draw-down," line of credit. The note interest was fixed at a rate of 3.8%. The 2009 note was paid off in September 2019.

The note was issued for the purpose of providing funds for and toward a capital project which consists of alterations, additions and improvements to or for the benefit of the water and sewer system facilities of the Authority. The Note permitted multiple advances for a draw period of 18 months from the date of issuance of the bank note during which all draws for the project were completed.

The Authority and the Bank agreed to modify, amend and supplement the 2009 Note to reduce the fixed rate of interest from 3.8% to 2.65% effective July 3, 2013.

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 7. Long-Term Debt (Continued)

On October 5, 2011, the Authority entered into an agreement with Bucks County Water and Sewer Authority, (BCWSA). BCWSA will continue to provide public water to the Authority from the Forest Park Water Treatment Plant. This will require certain infrastructure improvements. The total cost of the capital improvements is estimated at \$69,000,000. Northampton, Bucks County, Municipal Authority's proportionate share shall be \$7,849,380, which shall be paid at a rate of \$.84 per 1,000 gallons based upon a Debt Service Rate of 5½% annual rate. The term of this agreement is 30 years and was effective May 1, 2011 and shall remain in full force and effect until May 1, 2041.

Effective February 13, 2017, BCWSA adjusted Northampton, Bucks County, Municipal Authority's proportionate share to \$7,136,240. BCWSA also adjusted the payment rate to \$.68687 per 1,000 gallons effective January 1, 2017. The Debt Service Interest Rate remained the same. The adjustment in the payment rate extended the loan payments to May 1, 2053.

Changes in long-term debt and accrued interest during the fiscal year 2019 were as follows:

	2009 <u>Note</u>	2017 <u>Note</u>	BCWSA Loan NCMA Share of Capital <u>Improvement</u>		<u>Total</u>
Balance, October 31, 2018	\$ 1,233,540	\$ 5,523,673	\$	6,792,497	\$ 13,549,710
Principal Payments	(1,233,540)	(578,105)		(70,587)	(1,882,232)
Balance, October 31, 2019	-	4,945,568		6,721,910	11,667,478
Current Portion		(592,694)		(74,162)	(666,856)
Long-Term Portion	\$ -	\$ 4,352,874	\$	6,647,748	\$ 11,000,622

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 7. <u>Long-Term Debt</u> (Continued)

Debt service maturities of the outstanding debt obligations are as follows:

October 31,	2017 <u>Note</u>		BCWSA Share of Capital Improvement Anticipated		<u>Total</u>		
2020	\$ 592,694	\$	74,161	\$	666,855		
2021	607,662		78,150		685,812		
2022	623,029		82,353		705,382		
2023	638,784		86,782		725,566		
2024	654,938		91,450		746,388		
2025-2029	1,828,461		536,531		2,364,992		
2030-2034	-		697,186		697,186		
2035-2039	-		905,946		905,946		
2040-2044	-	1	,177,215		1,177,215		
2045-2049	-	1	,529,712		1,529,712		
2050-2053	 	1	,462,424		1,462,424		
Total	\$ 4,945,568	\$ 6	5,721,910	\$	11,667,478		

Future principal and interest payments on the notes are as follows:

October 31,	<u>Principal</u>		<u>Interest</u>
2020	\$	666,855	\$ 467,991
2021		685,812	449,034
2022		705,382	429,465
2023		725,566	409,280
2024		746,388	388,458
2025-2029		2,364,992	1,653,464
2030-2034		697,186	1,429,285
2035-2039		905,946	1,220,525
2040-2044		1,177,215	949,255
2045-2049		1,529,712	596,759
2050-2053		1,462,424	 153,951
	\$	11,667,478	\$ 8,147,467

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 8. <u>Capital Contributions</u>

Funds are received from developers to reimburse the Authority for costs incurred, such as design fees, engineering inspections and legal expenses relating to Authority constructed and developer constructed property, plant and equipment. Developer constructed property, plant and equipment are subsequently dedicated to the Authority. These contributions are reported as nonoperating revenues in the statements of revenues, expenses and changes in net position.

The Authority received no dedicated property, plant and equipment during the years ended October 31, 2019 and 2018.

NOTE 9. Pension Plan

The Authority maintains two separate defined contribution pension plans. The Target Money Purchase Plan and Trust (the Plan) covers all non-union, administrative individuals employed as of November 1, 2008, who are between the ages of 20½ and 61 at their initial plan entry date (November 1). The Plan has no length of service requirement prior to entry and provides benefits targeted at approximately 30% of a defined "Average Pay at Retirement" under a straight-life annuity with an assumed interest rate of 5.5%, and vesting over a six-year period, starting March 2009. Authority contributions are made each pay.

The Valic Governmental Volume Submitter Plan covers all Union employees and any non-union employees that start employment after November 1, 2008. The Authority contributes to each eligible employee's account a base percentage of gross earnings and a matching contribution up to a maximum of three to five percent per year based on years of service. Authority contributions are made each pay with vesting over a six-year period.

The Authority's pension expense for the years ended October 31, 2019 and 2018 was \$175,110 and \$194,055, respectively. This amount is included in operating and administrative expenses.

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 10. Commitments

The Authority has agreements with neighboring municipal authorities to purchase water from other water supply systems and connect to sewer lines and utilize capacity at other treatment plants through rental arrangements.

In February of 2019, the Authority entered into a 3-year collective bargaining agreement with Teamsters Local No. 107 covering all full-time and part-time blue collar, non-professional employees. The contract period is from January 1, 2019 to December 31, 2021.

NOTE 11. Contingent Liabilities

Pending or Threatened Litigation

In the normal course of business, there are various claims and suits pending against the Authority, none of which materially affect the financial position of the Authority.

<u>UPPER SOUTHAMPTON MUNICIPAL AUTHORITY</u>

Northampton, Bucks County, Municipal Authority (NBCMA) was notified that on March 25, 2019, by Resolution No. 2019-03; Upper Southampton Municipal Authority (USMA) approved at a regular meeting of the Board of USMA the termination of the agreement dated October 27, 1961 between NBCMA and USMA.

The 1961 Agreement will continue until NBCMA disconnects from USMA system but no later than March 25, 2024.

BUCK COUNTY WATER AND SEWER AUTHORITY (ARBITRATION RESOLUTION)

NBCMA entered into binding arbitration with Bucks County Water & Sewer Authority (BCWSA) which was concluded in the 2018 fiscal year.

In 2015, NBCMA engaged Herbert Rowland & Grubic, Inc. of Harrisburg, Pennsylvania to investigate the wholesale sanitary sewer rates being charged by BCWSA.

Notes to Financial Statements

For The Year Ended October 31, 2019

NOTE 11. Contingent Liabilities (Continued)

In 2017, believing that the rates charged by BCWSA violated the terms of the 1965 agreements representing the wholesale customers of the Neshaminy Interceptor and BCWSA, NBCMA entered into a mutual agreement with BCWSA to arbitrate the rate dispute for the specific years 2012 through 2016.

Mr. James H. Laskey, Esquire of the firm Norris McLaughlin, P.A. of Bridgewater NJ (Arbitrator) was the mutually selected arbitrator to hear the rate dispute. The arbitration was held on May 2, 2018 and the Order and Decision of the Arbitrator was issued on August 7, 2018.

The Arbitrator ordered that a new cost of service study should be conducted by an independent third-party expert agreeable to both parties. The cost of service study as ordered was intended to set new rates for the wholesale customers of BCWSA served by the Neshaminy Interceptor, effective January 2020.

Results of the Cost of Service Study concluded that sanitary sewer flows from NBCMA are to be reduced by 89.5 cents per 1,000 gallons of flow effective January 2020. In addition to the rate reduction, BCWSA is to credit NBCMA \$323,392 in calendar year 2020 in twelve (12) monthly installments of \$26,949 for overcharges when BCWSA acquired wholesale customers and converted them to retail customers.

NOTE 12. Risk Management

The Authority is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters for which the Authority carries commercial insurance.

NOTE 13. Subsequent Events

Subsequent events were evaluated through the date of this report, which is the date the financial statements were available to be issued.

Notes to Financial Statements

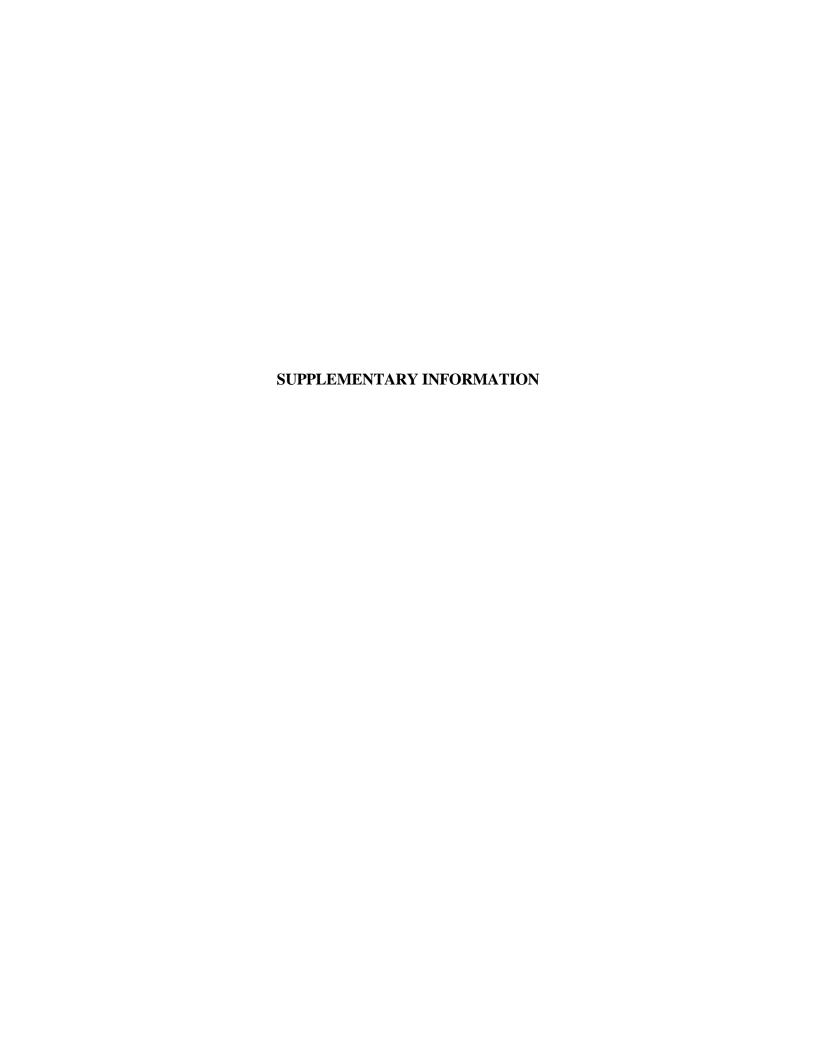
For The Year Ended October 31, 2019

NOTE 13. <u>Subsequent Events</u> (Continued)

BUCKS COUNTY WATER AND SEWER AUTHORITY

On November 20, 2019, Resolution No. 2019-1229; a Resolution of NBCMA authorized the Executive Director and Solicitor to advise BCWSA that NBCMA is seeking reimbursement with imputed interest of overcharges for sanitary sewer service for calendar years 2017, 2018 and 2019.

It is noted that the arbitration Order only covered specific calendar years 2012 through 2016; NBCMA is now seeking reimbursement of monetary overcharges for calendar years 2017, 2018 and 2019, which periods are outside the time scope affected by the arbitration as agreed to by both parties.



Supplementary Information Operating Revenues

For The Years Ended October 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Operating Revenues:		
Usage and rental charges	\$ 15,878,953	\$ 15,988,435
Penalties	306,037	292,351
Certification fees	38,825	20,895
Connection charges	-	5,120
Tapping fees	510,967	204,691
Water/Sewer development	-	380
Fire hydrant	39,014	40,624
Assessment fees	-	23,748
Cell tower rental	29,605	28,917
Office rent	8,400	1,167
Water meter sales, net	3,666	6,120
Other services and miscellaneous	405,339	55,086
Total Operating Revenues	\$ 17,220,806	\$ 16,667,534

Supplementary Information Operating and Administrative Expenses

For The Years Ended October 31, 2019 and 2018

		<u>2019</u>	<u>2018</u>	
Operating and Administrative Expenses:				
Administrative salaries	\$	833,931	\$	845,077
Board salaries		16,500		16,500
Maintenance salaries		803,944		879,365
Taxes and benefits		765,131		810,795
Administrative expenses		952,917		1,414,765
Maintenance expenses		713,899		641,584
Water purchases		1,611,340		1,606,939
Water analysis		100,655		100,121
Sewer wastewater analysis		4,029		4,884
Water and sewer system electric		163,723		203,161
Sewer rental		9,786,546		7,484,523
Equipment rental		117,140		168,315
Chemicals		25,094		9,283
Total Operating and Administrative Expenses	\$ 1	5,894,849	\$	14,185,312