Texas Municipal Power Agency
Financial Statements

For the Years Ended September 30, 2014 and 2013

Table of Contents

FINANCIAL SECTION

INDEPENDENT AUDITOR'S REPORT

Members of the Board of Directors
Texas Municipal Power Agency

Report on the Financial Statements

We have audited the accompanying statements of net position of Texas Municipal Power Agency (the Agency) as of September 30, 2014 and 2013, and the related statements of revenues, expenses and changes in net position, and cash flows for the years then ended, and the related notes to the financial statements, which collectively comprise the Agency'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.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Agency, as of September 30, 2014 and 2013, and the respective changes in financial position and respective cash flows, thereof, for the years then ended in conformity 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 and the schedule of funding progress for the Agency's other post-employment benefits on pages 3 through 10 and page 45 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.

Weaver and Tidwell LLP

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
November 26, 2014

Texas Municipal Power Agency
Management's Discussion and Analysis ("MD&A")
For the Years Ended September 30, 2014 and 2013
(Unaudited)

The objective of this discussion and analysis is to provide the reader with information relevant to an assessment of the financial condition and the results of operations of the Texas Municipal Power Agency ("Agency" or "TMPA"). This report contains supplemental information, which is essential to financial reporting and required by the Governmental Accounting Standards Board, in addition to the basic financial statements of the enterprise operation. TMPA's management encourages readers to refer to the accompanying basic financial statements and their related notes for more detailed information concerning the financial condition of the Agency. The basic financial statements are comprised of the Statements of Net Position, Statements of Revenues, Expenses and Changes in Net Position, Statements of Cash Flows, and the related notes.

Financial and Operational Highlights for Fiscal Year Ended September 30, 2014

The Texas energy market has taken several considerable turns over the last few years. Fiscal Year (FY) 2012 was impacted by low natural gas prices combined with the new, efficient Texas Nodal Market that resulted in exceptionally low electric power prices. In the Electric Reliability Council of Texas (ERCOT) and across the nation, normally base-loaded coal plants were displaced by natural gas generation. Then in FY 2013, natural gas prices rose as did ERCOT wholesale power prices. Higher wholesale prices led to Gibbons Creek being utilized more and generation increasing 39% compared to FY 2012.

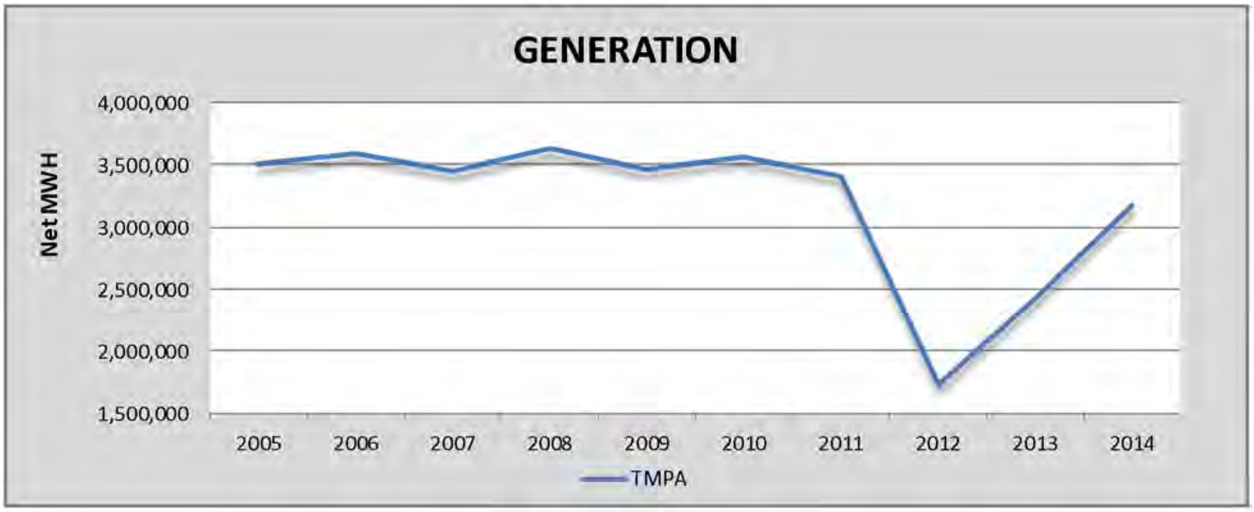
In FY 2014, natural gas prices continued to rise as did Gibbons Creek's utilization, with generation increasing 30% compared to FY 2013. This increase was also attributed to Gibbons Creek's high availability and having no scheduled outage in FY 2014, as Gibbons Creek has now moved to an 18-month outage schedule. Gibbons Creek continues to operate in a load-following mode, increasing and decreasing generation to follow electrical demand's daily peaks and valleys.

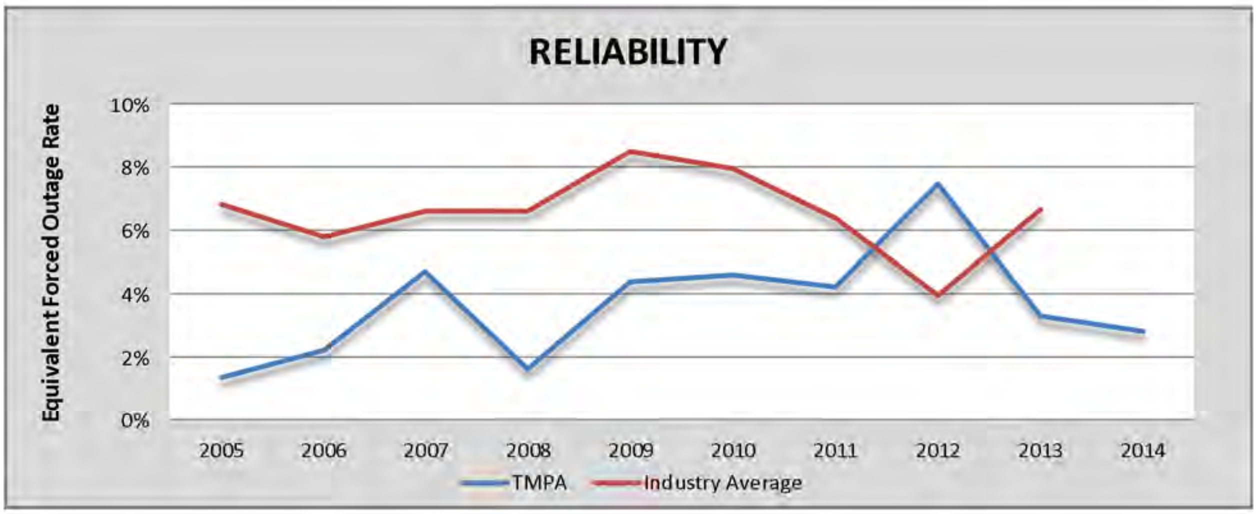
In July 2014, TMPA successfully executed the sale of the Que Pasa tract of land (712.8 acres). This land was originally purchased through the issuance of debt and therefore the sale proceeds were applied to debt service in FY 2014 as required by Federal tax law.

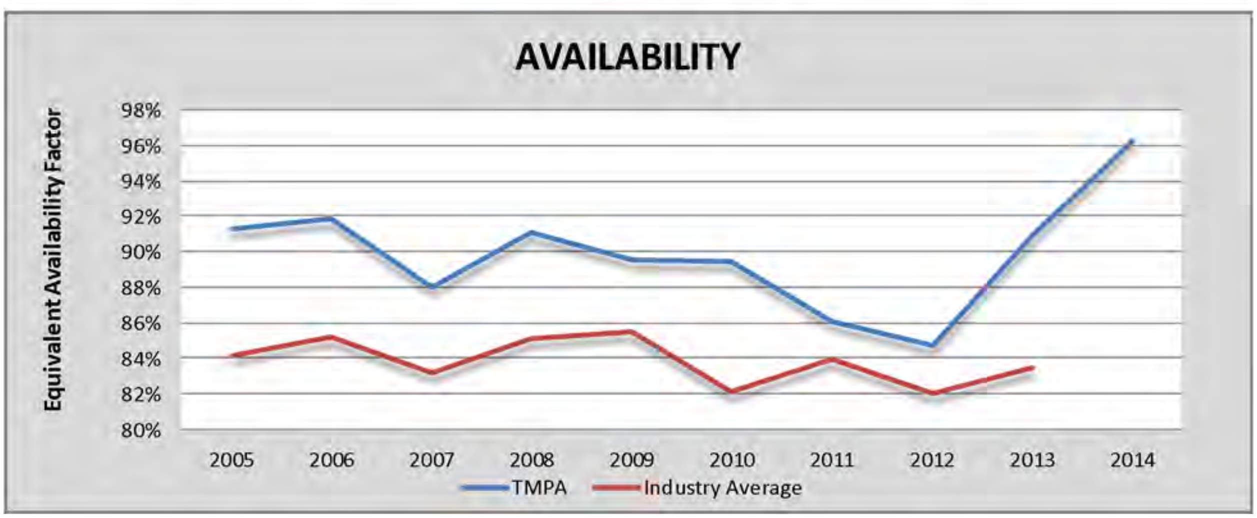
Also in July 2014, TMPA increased the capacity of its variable rate Tax-Exempt Commercial Paper (TECP) program from $100 million to $125 million. This increase was in response to more transmission capital projects being needed than originally projected when the capacity was lowered to $100 million in FY 2013.

Under the current debt structure, all generation debt will be paid off by September 1, 2018. Thereafter, all remaining debt will be transmission debt, payable solely from transmission system revenues. Between now and September 1, 2018, TMPA and the Member Cities will be evaluating and developing a plan in relation to the ownership, operational, and contractual issues associated with Gibbons Creek following September 1, 2018. In addition, TMPA will continue to evaluate its operational costs in order to minimize those costs while still meeting the level of reliability expected by the Member Cities.

The graphs on the following page show key statistics on generation, outage rates, and availability for the 10-year period ending FY 2014.





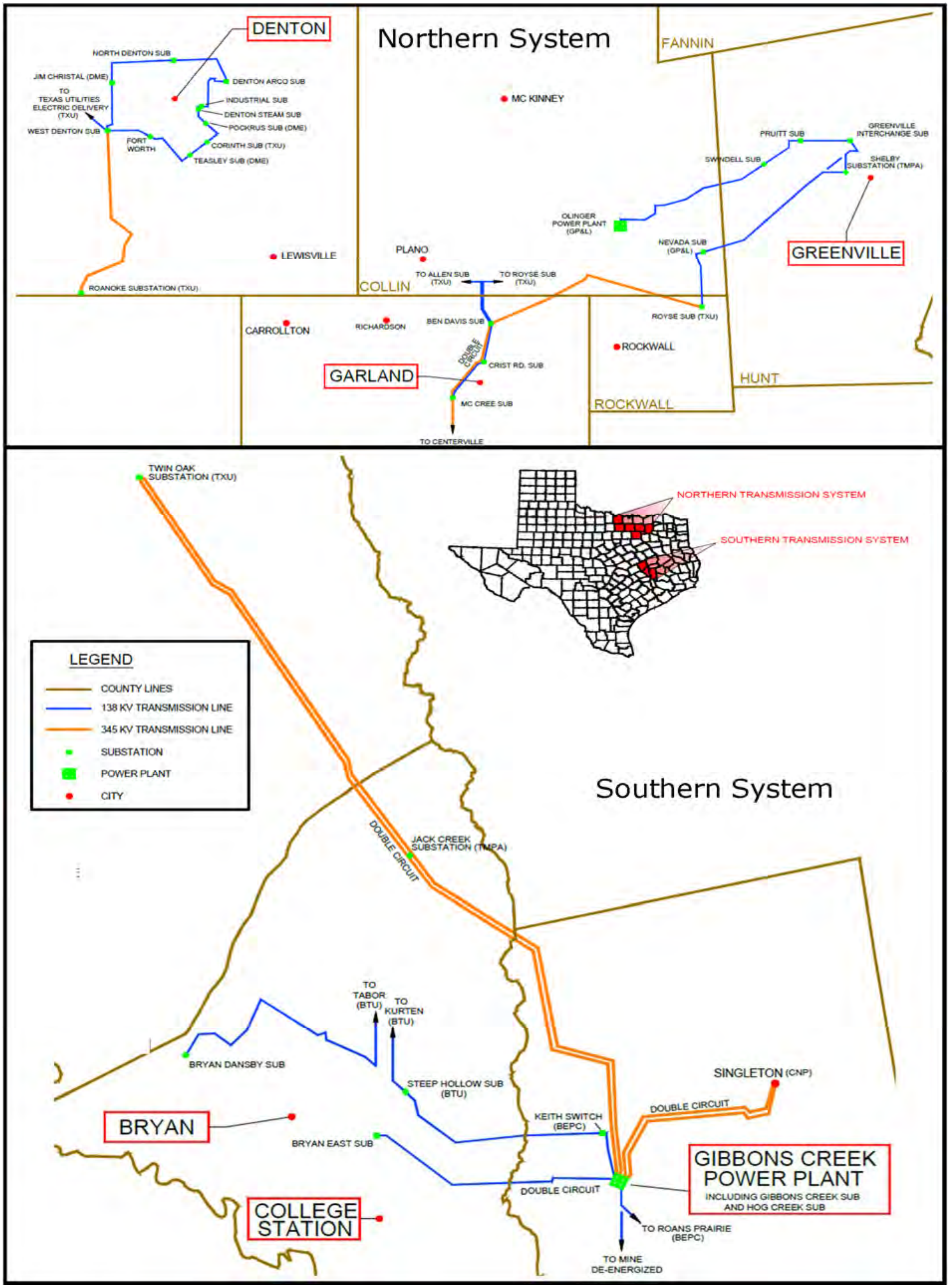


Industry averages are based on NERC GADS data for coal-fired units from 400 to 599 MW that are 22 to 38 years old, in order to capture a similar group of plants to which to compare Gibbons Creek's performance. GADS data is based on calendar years 2005-2013. Industry data is not available for 2014. TMPA data is based on fiscal years 2005-2014.

TMPA has approximately 300 miles of transmission lines (both 345kV and 138kV), 14 substations, and maintains additional transmission assets within jointly-owned transmission stations. TMPA is a registered Transmission Owner in ERCOT and participates in various technical working groups which support the ongoing operation of the ERCOT grid. A map of the TMPA transmission system can be found on the following page.

A group of capital projects have been approved that will span the next several years with the goal of refurbishing, upgrading, and replacing aging transmission assets. These projects are needed to ensure system reliability as electricity usage increases and changing generation patterns drive expansion of the ERCOT transmission system.

TMPA Transmission System



Texas Municipal Power Agency
Statements of Net Position
(Dollars in Thousands)

	September 30,		
	2014	**2013**	**2012**
Assets and Deferred Outflows of Resources			
Assets			
Current Assets			
Current Unrestricted Assets	$ 63,658	$ 55,004	$ 46,026
Current Restricted Assets	10,784	11,260	9,952
Total Current Assets	74,442	66,264	55,978
Noncurrent Assets			
Electric Plant	444,747	454,447	448,500
Other Assets	432,882	545,021	636,371
Total Noncurrent Assets	877,629	999,468	1,084,871
Total Assets	952,071	1,065,732	1,140,849
Deferred Outflows of Resources			
Unamortized Excess Cost on Advance Refunding of Debt	7,995	12,354	16,723
Total Deferred Outflows of Resources	7,995	12,354	16,723
Total Assets and Deferred Outflows of Resources	$ 960,066	$1,078,086	$ 1,157,572
Liabilities and Net Position			
Liabilities			
Current Liabilities			
Current Liabilities	$ 143,036	$ 132,834	$ 124,013
Total Current Liabilities	143,036	132,834	124,013
Noncurrent Liabilities			
Long Term Debt	618,536	699,778	758,809
Noncurrent Liabilities Other Than Debt	157,551	190,361	222,892
Total Noncurrent Liabilities	776,087	890,139	981,701
Total Liabilities	919,123	1,022,973	1,105,714
Net Position			
Net Investment in Capital Assets	(20,060)	1,206	2,924
Restricted for Insurance Claims	7,635	9,529	10,366
Unrestricted	53,368	44,378	38,568
Total Net Position	40,943	55,113	51,858
Total Liabilities and Net Position	$ 960,066	$1,078,086	$ 1,157,572

Three years presented as required by GASB 34

Statements of Net Position in FY 2013 and FY 2012 were modified to correspond with the current year presentation

Statements of Net Position Information
Explanations of Significant Variances

Current Unrestricted Assets increased $8.7 million (16%). Current unrestricted assets consist of cash and investments, fuel and material inventories, accounts receivable and interest receivable. The increase is due primarily to an increase in cash resulting from an overall favorable budget variance in FY 2014, which will be distributed back to the Member Cities through an annual refund.

Electric Plant decreased $9.7 million (2%). The decrease is primarily due to depreciation on Electric Plant offset by capital additions. See note 2 of the accompanying notes to the financial statements for further information related to Electric Plant.

Other Assets decreased by $112.1 million (21%) in FY 2014 due primarily to regulatory assets decreasing parallel to payments of debt principal and zero coupon bond interest, which are the basis for their recovery. Management anticipates regulatory assets to continue to decrease as the generation debt is paid off each year to FY 2018.

Current Liabilities increased $10.2 million (8%) primarily due to the funding of an escrow account by the City of Denton to prepay a portion of the Agency's FY 2015 debt service, which is recorded as unearned revenue on the Statements of Net Position. See note 6 of the accompanying notes to the financial statements for further information on the City of Denton escrow funding. Additionally, as mentioned above, the Agency had an overall positive budget variance in FY 2014 and as a result, will be refunding $7.5 million back to the Member Cities. This refund is recorded as part of accrued distribution to Member Cities, which is a current liability.

Long-Term Debt decreased by $81.2 million (12%) primarily due to scheduled payments on the Series 1993 Bonds.

Noncurrent liabilities Other Than Debt consists of unearned revenues, other post-employment benefits, long-term mine reclamation costs, risk management accruals, contributions in aid of construction, and retainage payables. Noncurrent liabilities other than debt decreased by $32.8 million (17%) due primarily to the regular amortization of unearned revenues, which are the result of the Member Cities providing prepayments of their contractual obligation to the Agency to pay debt in advance of its scheduled maturity. Note 2 of the accompanying notes to the Financial Statements contains additional information related to unearned revenues.

Net Position decreased by $14.2 million (26%). Net position is comprised of three components: net investment in capital assets, restricted for insurance claims, and unrestricted. The decrease in net position is primarily related to a decrease in net investment in capital assets. Net investments in capital assets decreased due several factors. Firstly, the Agency consumed $14.5 million of excess cash in the Bond Fund to pay a portion of FY 2014 debt service. Additionally, Electric Plant decreased due to normal depreciation and regulatory assets decreased due the recovery of those assets in alignment with debt principal payments. These items, which are components in the net investment in capital assets calculation, were offset by a decrease in debt principal outstanding and a reduction in unearned revenues, which was due to regular amortization. While currently negative, it's anticipated that net investment in capital assets will grow positively in future years as the generation debt is paid.

Texas Municipal Power Agency
Operating Information
(Dollars in Thousands)

	For the Years-Ended September 30, 2014	2013	2012
Operating Revenues			
Power Sales	$ 225,769	$ 219,311	$ 112,265
Transmission Revenues	43,101	43,321	47,166
Other Operating Revenues	2,411	8,488	3,060
Total Operating Revenues	271,281	271,120	162,491
Operating Expenses			
Fuel	75,392	62,027	48,338
Power Production - Operation and Maintenance	13,815	19,946	16,274
Transmission - Operation and Maintenance	1,768	2,545	2,071
Administrative and General	11,728	11,224	14,444
Transmission System Access Fee	19,644	14,907	13,532
Depreciation Expense	20,892	20,157	18,979
Renewals and Replacements	309	3,599	2,730
Total Operating Expenses	143,548	134,405	116,368
Income from Operations	127,733	136,715	46,123
Other Income (Expenses)			
Investment Revenue	599	420	812
Miscellaneous Other Income (Expenses)	(267)	(60)	2,500
Total Other Income	332	360	3,312
Interest Charges			
Interest Expense on Debt	36,038	39,373	38,454
Amortization of Debt Issuance Cost and Excess Cost on Advance Refunding of Debt	7,239	4,240	7,088
Total Interest Charges	43,277	43,613	45,542
Regulatory Assets Recovered in the Current Year	(94,431)	(89,363)	(19,187)
Unearned Revenue Recognized in the Current Year	34,949	34,949	34,949
Net Revenues before Refunds	25,306	39,048	19,655
Refunds to Member Cities	(39,476)	(35,793)	(19,276)
Change in Net Position	(14,170)	3,255	379
Net Position			
Beginning Balance	55,113	51,858	51,479
Ending Balance	$ 40,943	$ 55,113	$ 51,858

Three years presented as required by GASB 34

In accordance with GASB 65, as discussed in Note 2, certain items were renamed on the Operating Information above.

Operating Information
Explanations of Significant Variances

Power Sales revenue increased $6.5 million (3%) in FY 2014. Power Sales are based upon two components, demand and energy. The demand component is designed to cover the Agency's fixed costs, including debt service, and is billed ratably throughout the year. The energy component is based on the cost of fuel and billed per-unit of generation. Demand sales were down $9.2 million (6%) due to lower rates primarily caused by lower budgeted general and administrative operating costs, the use of $14.5 million of excess cash in the Bond Fund to pay a portion of debt service, and the discontinuation of renewals and replacements funding in FY 2014. Energy sales were up $15.7 million (25%) due to higher generation resulting from higher ERCOT wholesale power prices which followed rising natural gas prices and high Gibbons Creek availability.

Other Operating Revenues decreased $6.1 million (72%) due to special payments by the Member Cities in FY 2013. TMPA Staff negotiated changes to the long-term contracts for coal supply and rail transportation to lower the commitments under the contracts in order to have more flexibility in the uncertain ERCOT wholesale market. Other operating revenues was higher in FY 2013 due to Member City payments to fund the settlements on these contracts.

Fuel Expense increased $13.4 million (22%) resulting from higher generation as discussed above.

Power Production Operation and Maintenance decreased $6.1 million (31%) due to no scheduled outage in FY 2014 versus a 21-day scheduled outage in FY 2013.

Transmission Operation and Maintenance decreased $0.8 million (31%) due to a scheduled vegetation management maintenance project being delayed until FY 2015.

Transmission System Access Fee represents the transmission charges associated with delivering power to the Member Cities, as promulgated by the Public Utility Commission of Texas (PUCT). The fee increased $4.7 million (32%) in FY 2014, due to higher transmission rates approved by the PUCT from the energizing of additional transmission assets within Texas. These additional assets are mostly related to Competitive Renewable Energy Zone (CREZ) projects, which are primarily designed to move electricity generated by renewable energy sources from West Texas to the more heavily populated areas.

Renewals and Replacements decreased $3.3 million (91%). Beginning in FY 2014, the Agency discontinued the funding of renewals and replacements projects, which are considered large dollar maintenance projects, as part of its Capital Plan in an effort to restrict Capital Plan projects to only those that are capital in nature. As a result, beginning in FY 2014, funding for these types of maintenance projects were moved into the operation and maintenance budget. Renewals and Replacements expense incurred in the current year is related to renewals and replacements projects approved and funded in a prior fiscal year but not complete. At the conclusion of FY 2015, most renewals and replacements projects are expected to be complete.

Regulatory Assets Recovered in the Current Year increased $5.1 million (6%) due to higher debt service which is the basis for recovering most regulatory assets.

Refunds to Member Cities increased $3.7 million (10%) due to a higher annual refund of excess revenues at year-end in accordance with the Power Sales Contract. The larger annual refund was partially offset by lower debt service coverage refunds resulting from a budgeted reduction in coverage in FY 2014.

TEXAS MUNICIPAL POWER AGENCY

BASIC FINANCIAL STATEMENTS

Texas Municipal Power Agency
Statements of Net Position
(Dollars in Thousands)

Assets and Deferred Outflows of Resources

	September 30, 2014	September 30, 2013
Assets		
Current Assets		
Current Unrestricted Assets		
Cash and Cash Equivalents	$ 40,712	$ 31,977
Inventories		
Fuel Stock	4,161	4,776
Materials and Supplies	6,696	6,446
Accounts Receivable and Other	11,922	11,653
Accrued Interest Receivable	167	152
Total Current Unrestricted Assets	63,658	55,004
Current Restricted Assets		
Cash and Cash Equivalents	10,045	10,465
Accounts Receivable and Other	739	795
Total Current Restricted Assets	10,784	11,260
Total Current Assets	74,442	66,264
Noncurrent Assets		
Electric Plant		
In Service	1,124,214	1,121,660
Less Accumulated Depreciation	(691,682)	(671,968)
Total Net Plant	432,532	449,692
Construction Work in Progress	12,215	4,755
Total Electric Plant	444,747	454,447
Other Assets		
Restricted Cash and Investments (Cash and Cash Equivalents $28,025 and $32,948 for 2014 and 2013, respectively)	129,538	143,836
Regulatory Assets	303,344	401,185
Total Other Assets	432,882	545,021
Total Noncurrent Assets	877,629	999,468
Total Assets	952,071	1,065,732
Deferred Outflows of Resources		
Unamortized Excess Cost on Advance Refunding of Debt	7,995	12,354
Total Deferred Outflows of Resources	7,995	12,354
Total Assets and Deferred Outflows of Resources	$ 960,066	$ 1,078,086

The accompanying notes are an intregral part of the financial statements.

Texas Municipal Power Agency
Statements of Net Position
(Dollars in Thousands)

Liabilities and Net Position

	September 30, 2014	September 30, 2013
Liabilities		
Current Liabilities		
Current Maturities of Revenue Bonds	$ 30,343	$ 33,722
Zero Coupon Bond Interest Payable	72,773	74,844
Accrued Interest Payable	913	917
Accounts Payable	9,304	8,889
Unearned Revenue	15,930	5,290
Accrued Distribution to Member Cities	10,203	4,993
Accrued Compensation and Pension Benefits	1,649	2,273
Accrued Mine Reclamation Cost	1,921	1,906
Total Current Liabilities	143,036	132,834
Noncurrent Liabilities		
Long-Term Debt		
Revenue Bonds	387,372	421,221
Unamortized Discount/Premium	3,378	4,001
Zero Coupon Bond Interest Payable	151,101	214,821
Tax Exempt Commercial Paper	76,685	59,735
Total Long-Term Debt	618,536	699,778
Other Employee Retirement Benefits	16,715	13,804
Accounts Payable	48	15
Unearned Revenue	136,884	171,833
Contribution in Aid of Construction	175	-
Accrued Mine Reclamation Cost	3,729	4,709
Total Other Long-Term Obligations	157,551	190,361
Total Noncurrent Liabilities	776,087	890,139
Total Liabilities	919,123	1,022,973
Net Position		
Net Investment in Capital Assets	(20,060)	1,206
Restricted for Insurance Claims	7,635	9,529
Unrestricted	53,368	44,378
Total Net Position	40,943	55,113
Total Liabilities and Net Position	$ 960,066	$ 1,078,086

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

Texas Municipal Power Agency
Statements of Revenues, Expenses and Changes in Net Position
(Dollars in Thousands)

	For the Years Ended September 30, 2014	2013
Operating Revenues		
Power Sales	$ 225,769	$ 219,311
Transmission Revenues	43,101	43,321
Other Operating Revenues	2,411	8,488
Total Operating Revenues	271,281	271,120
Operating Expenses		
Fuel	75,392	62,027
Power Production - Operation and Maintenance	13,815	19,946
Transmission - Operation and Maintenance	1,768	2,545
Administrative and General	11,728	11,224
Transmission System Access Fee	19,644	14,907
Depreciation Expense	20,892	20,157
Renewals and Replacements	309	3,599
Total Operating Expenses	143,548	134,405
Income from Operations	127,733	136,715
Other Income		
Investment Revenue	599	420
Miscellaneous Other Income (Expenses), Net	(267)	(60)
Total Other Income	332	360
Interest Charges		
Interest Expense on Debt	36,038	39,373
Amortization of Debt Issuance Cost and Excess Cost on Advance Refunding of Debt	7,239	4,240
Total Interest Charges	43,277	43,613
Regulatory Assets Recovered in the Current Year	(94,431)	(89,363)
Unearned Revenue Recognized in the Current Year	34,949	34,949
Net Revenues before Refunds	25,306	39,048
Refunds to Member Cities	(39,476)	(35,793)
Change in Net Position	(14,170)	3,255
Net Position		
Beginning Balance	55,113	51,858
Ending Balance	$ 40,943	$ 55,113

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

Texas Municipal Power Agency
Statements of Cash Flows
(Dollars in Thousands)

	For Years Ended September 30, 2014	2013
Cash Flows from Operating Activities		
Cash Received from Power Sales	$ 217,158	$ 212,320
Cash Received from Transmission Revenues	31,670	32,706
Cash Received from Other Revenues	2,830	10,325
Cash Paid to Suppliers	(100,247)	(87,511)
Cash Paid to Employees	(9,831)	(11,754)
Net Cash Provided by Operating Activities	141,580	156,086
Cash Flows from Capital and Related Financing Activities		
Proceeds from Sale of Assets	2,737	252
Proceeds from Tax Exempt Commercial Paper	16,950	25,300
Proceeds from Bonds	-	179,415
Proceeds from Member Cities	2,500	5,290
Proceeds from Contributions in Aid of Construction	175	-
Payment of Debt and Commercial Paper from Refinancing	-	(178,565)
Cost of Refinancing	-	(827)
Construction Work in Progress	(12,795)	(25,769)
Payment of Principal on Debt	(33,722)	(32,300)
Interest Paid on Debt	(91,921)	(80,867)
Refunds to Member Cities	(32,073)	(31,993)
Net Cash Used for Capital and Related Financing Activities	(148,149)	(140,064)
Cash Flows from Investing Activities		
Proceeds from Sale of Investments	98,204	70,628
Interest and Dividends on Investments	682	764
Purchase of Investments	(88,925)	(74,471)
Net Cash Provided by (Used for) Investing Activities	9,961	(3,079)
Net Increase in Cash	3,392	12,943
Beginning Cash Balance	75,390	62,447
Ending Cash Balance	$ 78,782	$ 75,390

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

Texas Municipal Power Agency
Statements of Cash Flows
(Dollars in Thousands)

Reconciliation of Income from Operations to Net Cash Provided by Operating Activities

	For Years Ended September 30, 2014	For Years Ended September 30, 2013
Income from Operations	$ 127,733	$ 136,715
Adjustments to Reconcile Income from Operations to Net Cash Provided by Operations:		
Depreciation Expense	20,892	20,157
Fuel Settlement Expense	-	(6,645)
Credits Applied to Power Sales	(7,483)	-
Change in Accounts Receivables and Other	(269)	(236)
Change in Inventories	365	8,910
Change in Accrued Mine Reclamation Cost	(965)	1,648
Change in Accounts Payable	(743)	(4,898)
Change in Accrued Compensation and Pension Benefits	(625)	(1,342)
Change in Other Employee Retrirement Benefits	2,911	2,050
Miscellaneous Activities	(236)	(273)
Total	13,847	19,371
Net Cash Provided by Operating Activities	$ 141,580	$ 156,086

Noncash Investing and Financing Activities

The Agency recorded increases in fair market value of its investments of $113 as of September 30, 2014 and decreases in fair market value of its investments of $301 as of September 30, 2013.

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

TEXAS MUNICIPAL POWER AGENCY

NOTES TO FINANCIAL STATEMENTS

Texas Municipal Power Agency
Notes to Financial Statements

Index

1. General

The Texas Municipal Power Agency ("TMPA" or the "Agency") was created on July 18, 1975 through the adoption of concurrent ordinances by the Texas Cities of Bryan, Denton, Garland, and Greenville ("Cities" or "Member Cities"), pursuant to TMPA's enabling legislation, Acts 1975, 64th Leg., Ch. 143, Sec. 1, now codified in Subchapter C, Chapter 163, Utilities Code (the "Act"). Under the provisions of the Act, TMPA is a separate municipal corporation and political subdivision. TMPA is exempt from payment of federal income taxes under Section 115 of the Internal Revenue Code.

The Agency is governed by a Board of Directors made up of two representatives from each Member City and is empowered to plan, finance, acquire, construct, own, operate, and maintain facilities to be used in the business of generation, transmission, and sale of electric energy to the Member Cities.

In September 1976, TMPA entered into identical Power Sales Contracts (the "Contract") with each of the Cities for the purpose of obtaining for the Cities the economic advantages of jointly financing, constructing, and operating large electric generating units and related facilities to supply the Cities' future energy needs. Under the Contract, the Cities are required to pay, for the benefits received or to be received by them from such activities, an amount sufficient to pay TMPA's operating and maintenance expenses and the Bond Fund, Reserve Fund, and Contingency Fund requirements of the Revenue Bond Resolutions (the "Resolutions"). In addition, the Cities are obligated to guarantee the payment of TMPA's Prior Lien Bonds (the "Debt Service Guarantee").

As originally written in September 1976, the Contract was a requirements contract, which obligated the Cities, with certain exceptions, to purchase their wholesale electricity requirements from TMPA. On November 5, 1997, the Contract was amended. Under the amendment, the Contract was converted from a requirements contract to a take-or-pay contract, under which each City is obligated to take or pay for a specified percentage of electricity from TMPA's generating facility. Currently, those percentages are Bryan 21.7%, Denton 21.3%, Garland 47%, and Greenville 10%. The amendment confirmed the Cities' obligations, explained above, to pay all costs of TMPA. The Debt Service Guarantee, contained in the Contract since September 1976, was not changed by the amendment. Concurrently with the execution of the amendment on November 5, 1997, a Travis County District Court validated the Contract as amended and confirmed the authority of TMPA to enter into the amendment.

Effective June 24, 2010, the Contract was amended to enable TMPA to issue debt secured by transmission revenues ("Transmission Debt"). Transmission Debt issued prior to September 1, 2018, is to be secured by Net Revenues until September 1, 2018, and solely by transmission revenues thereafter. Transmission Debt issued after September 1, 2018, must be secured solely by transmission revenues. On August 30, 2010, pursuant to the amendment to the Contract, TMPA issued its first series of Transmission Debt. The final maturity date of such series of Transmission Debt is September 1, 2040.

The Contract requires TMPA to make periodic refunds to the Member Cities of funds collected to satisfy debt service coverage bond covenants and net position (adjusted for net position reserves) in excess of 3.5% of the subsequent year's budget, which is retained for working capital purposes. The term of the Contract is for a period of 35 years from September 1, 1976 or until all bonds and certain other indebtedness of the Agency are paid, whichever occurs later. At present, the final maturity of the Agency's indebtedness, other than Transmission Debt which has no effect on the term of the Contract, is September 1, 2018, at which time the Contract will terminate, although it is possible that the Agency could restructure such debt to shorten or extend the schedule of its debt retirement.

TMPA operates the Gibbons Creek Steam Electric Station ("GCSES"), a coal-fired generating plant located in Grimes County, Texas with a net generating capability of 470 megawatts. The plant began commercial operation on October 1, 1983. TMPA also owns and operates electric transmission assets in the State of Texas. These transmission facilities provide ties to the Member Cities and to other transmission providers at a number of points in the Electric Reliability Council of Texas ("ERCOT") system.

Regulation

The Agency's Board of Directors regulates TMPA's generation activities. Transmission activities are regulated by ERCOT and the PUCT. Each transmission service provider in ERCOT is required to provide non-discriminatory access to the electric grid in ERCOT. As compensation for this service, each transmission service provider annually receives its Transmission Cost of Service ("TCOS"), which is set by the PUCT.

2. Summary of Significant Accounting Policies

System of Accounts

The accounting records of TMPA are maintained substantially in accordance with the Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission ("FERC") for Class A and Class B Public Utilities and Licensees.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Measurement Focus, Basis of Accounting, and Basis of Presentation

The accounts of TMPA are organized and operated based on account groups in a fund. A fund is an independent fiscal and accounting entity with a self-balancing set of accounts. Fund accounting segregates funds according to their intended purpose and is used to aid management in accounting for resources.

TMPA maintains an Enterprise Fund to account for its operations. An Enterprise Fund, which is a Proprietary Fund type, is accounted for on the flow of economic resources measurement focus and uses the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recorded when incurred. Enterprise funds are used to account for operations that are financed and operated in a manner similar to a private business enterprise, where the intent of management is to finance the costs of providing services to the public primarily through user charges.

Accounting and Financial Reporting

The Agency's financial statements are prepared in conformity with accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board ("GASB").

The Agency presents its financial statements in accordance with GASB Statement No. 34 ("GASB 34"), *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments* as amended.

The Agency follows the provisions of GASB Statement No. 62 ("GASB 62"), *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. In general, GASB 62 permits an entity with cost-based rates to defer certain costs or income, which would otherwise be recognized when incurred. Costs are deferred to the extent that the rate-regulated entity is recovering or expects to recover such amounts through rates charged to customers while receipts are deferred to the extent that they are expected to cover costs to be incurred in the future.

GASB Pronouncements Effective in FY2014

GASB Statement No. 65 ("GASB 65"), *Items Previously Reported as Assets and Liabilities*, established accounting and financial reporting standards that reclassify and recognize, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities. Implementation of GASB 65 resulted in reclassifying losses on refunding of debt, which were previously reported as assets on the Agency's Statements of Net Position, as deferred outflows of resources. Also, because GASB 65 restricted the use of the term "deferred" only to those items designated as deferred outflows or inflows of resources, Deferred Expense to be Recovered in Future Years was renamed Regulatory Assets and Deferred Revenue was renamed Unearned Revenue on the Statements of Net Position. Additionally, GASB 65 resulted in the expensing of debt issuance costs, which were previously reported as assets. However, because the Agency follows the provisions of GASB 62, the expensing of the debt issuance costs were deferred and therefore had no financial statement impact other than the reclassification to a regulatory asset on the Statements of Net Position.

GASB Statement No. 66 ("GASB 66"), *Technical Corrections – 2012 – An Amendment to GASB Statement No. 10 and No. 62*, resolved conflicting guidance that resulted from the issuance of two pronouncements, Statements No. 54, Fund Balance Reporting and Governmental Fund Type Definitions, and No. 62, Codification of Accounting and Financial Reporting Guidance Contained in the Pre-November 30, 1989 FASB and AICPA Pronouncements. Implementation of GASB 66 had no impact on the financial statements.

GASB Statement No. 67 ("GASB 67"), *Financial Reporting for Pension Plans – An Amendment of GASB Statement No. 25*, improved financial reporting by state and local government pension plans resulting from a comprehensive review of the effectiveness of existing standards of accounting and financial reporting for pensions. GASB 67 primarily focused on improving the financial reporting of defined benefit pension plans and had very little impact on the financial reporting of defined contribution pension plans. Because GASB 67 focused on the financial reporting of the plan itself and not reporting by employers, implementation had no impact on the Agency.

GASB Statement No. 70 ("GASB 70"), *Accounting and Financial Reporting for Nonexchange Financial Guarantees*, improved accounting and financial reporting by state and local governments that extend and receive nonexchange financial guarantees. The Agency does not extend nor receive nonexchange financial guarantees so implementation had no impact on the Agency.

GASB Pronouncements Effective in FY2013

GASB Statement No. 60 ("GASB 60"), *Accounting and Financial Reporting for Service Concession Arrangements,* addressed issues related to service concession arrangements (SCAs), which are a type of public-private or public-public partnership. Since the Agency is not engaged in these types of arrangements, implementation had no impact on the Agency.

GASB Statement No. 61 ("GASB 61"), *The Financial Reporting Entity: Omnibus—an amendment of GASB Statements No. 14 and No. 34,* addressed reporting entity issues that have arisen since the issuance of those Statements. Particularly, this Statement modified certain requirements for inclusion of component units in the financial reporting entity. No component units exist for the Agency so implementation had no impact on the financial statements.

GASB Statement No. 62 ("GASB 62"), *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements,* incorporated into GASB's authoritative literature certain accounting and financial reporting guidance included in FASB and AICPA pronouncements which were issued on or before November 30, 1989 and which do not conflict with or contradict GASB Pronouncements. This incorporation included adding FASB Accounting Standards Codification Section 980 ("ASC 980"), *Regulated Operations,* into GASB's authoritative literature. Prior to GASB 62, the Agency followed the provisions of ASC 980 and since it was incorporated into GASB authoritative literature, implementation of GASB 62 had no impact on the financial statements of the Agency.

GASB Statement No. 63 ("GASB 63"), *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position,* provided guidance for deferred outflows of resources and deferred inflows of resources. This Statement amended the net asset reporting requirements in Statement No. 34, *Basic Financial Statements—and Management's Discussion and Analysis—for State and Local Governments,* and other pronouncements by incorporating deferred outflows of resources and deferred inflows of resources into the definitions of the required components of the residual measure and by renaming that measure as net position, rather than net assets. Implementation of GASB 63 resulted in changes in the appearance of the Basic Financial Statements, including changing the name of the balance sheets to statements of net position, changing the name of the statements of revenue, expenses, and changes in net assets to statements of revenues, expenses, and changes in net position, and the name change of net assets to net position.

GASB Pronouncements Issued but Not Yet Effective

In June 2012, GASB issued Statement No. 68 ("GASB 68"), *Accounting and Financial Reporting for Pensions – An Amendment of GASB Statement No. 27*, providing guidance on how governments measure and report the long-term obligations and annual costs associated with the pension benefits they provide to their employees. While GASB 68 mainly focused on defined benefit pension plans, it reiterated that, as under prior standards, governments with defined contribution plans should record a liability when pension expense exceeds the contributions to the pension plan for any year. Since GASB 68 changed little with regard to defined contribution pension plans, it's anticipated that implementation will result in only additional footnote disclosures. GASB 68 is effective for the fiscal period ending September 30, 2015.

In January 2013, GASB issued Statement No. 69 ("GASB 69"), *Government Combinations and Disposals of Government Operations,* establishing accounting and financial reporting standards related to government combinations and disposals of government operations. As used in this Statement, government combinations include a variety of transactions referred to as mergers, acquisitions, and transfers of operations. GASB 69 is effective for the fiscal period ending September 30, 2015 but implementation will have no impact on the Agency.

In November 2013, GASB issued Statement No. 71 ("GASB 71"), *Pension Transition for Contributions Made Subsequent to the Measurement Date – An Amendment to GASB Statement No. 68*, addressing an issue regarding application of the transition provisions of GASB 68. Specifically, the issue relates to amounts associated with contributions, if any, made by a state or local government employer or nonemployer contributing entity to a defined benefit pension plan after the measurement date of the government's beginning net pension liability. Since the Agency's pension plan is a defined contribution plan, implementation will have no impact on the Agency. GASB 71 is effective for the fiscal period ending September 30, 2015.

Electric Plant

Electric plant, with the exception of mine-related assets, is stated at historical cost. During construction, such costs include payroll and payroll-related amounts such as taxes and employee benefits, general and administrative costs, and an allowance for funds used in projects. Subsequent to the closing of the mining operation and recognition of the related impairment in 1996, mine-related assets are reported at net realizable value. Costs incurred for repairs and minor replacements are reported as operating expenses as appropriate. Upon retirement of the electric plant, the original cost thereof and the cost of removal, less salvage, are charged to accumulated depreciation. The Agency's capitalization policy requires expenditures exceeding $50,000 that are capital in nature to be capitalized.

Electric plant components, net of accumulated depreciation as of September 30, 2014 and 2013 are as follows (in thousands):

Summary of Additions, Less Transfers and Retirements to Plant

	Oct. 1, 2013	Additions	Transfers	Retirements	Sept. 30, 2014
Electric Plant					
Generation	$ 687,905	$ 1,190	$ 20	$ (3,482)	$ 685,633
Transmission	265,252	-	6,030	(1,201)	270,081
Mine-Related	52,632	-	-	-	52,632
General Plant	104,178	-	-	(3)	104,175
Other	10,775	-	-	-	10,775
Intangible Assets	918	-	-	-	918
Total Electric Plant	1,121,660	1,190	6,050	(4,686)	1,124,214
Accumulated Depreciation					
Generation	(459,651)	(13,875)	-	-	(473,526)
Transmission	(112,165)	(5,623)	-	927	(116,861)
Mine-Related	(37,355)	-	-	-	(37,355)
General Plant	(61,402)	(1,128)	-	-	(62,530)
Other	(1,348)	-	-	-	(1,348)
Intangible Assets	(47)	(15)	-	-	(62)
Total Accumulated Depreciation	(671,968)	(20,641)	-	927	(691,682)
Construction Work in Progress	4,755	13,510	(6,050)	-	12,215
Total Electric Plant, Net of Accumulated Depreciation	$ 454,447	$ (5,941)	$ -	$ (3,759)	$ 444,747

	Oct. 1, 2012	Additions	Transfers	Retirements	Sept. 30, 2013
Electric Plant					
Generation	$ 684,629	$ 2,436	$ 840	$ -	$ 687,905
Transmission	243,942	68	23,060	(1,818)	265,252
Mine-Related	52,632	-	-	-	52,632
General Plant	104,666	47	-	(535)	104,178
Other	10,775	-	-	-	10,775
Intangible Assets	918	-	-	-	918
Total Electric Plant	1,097,562	2,551	23,900	(2,353)	1,121,660
Accumulated Depreciation					
Generation	(443,548)	(16,103)	-	-	(459,651)
Transmission	(108,113)	(5,427)	-	1,375	(112,165)
Mine-Related	(37,355)	-	-	-	(37,355)
General Plant	(60,614)	(1,178)	-	390	(61,402)
Other	(1,348)	-	-	-	(1,348)
Intangible Assets	(32)	(15)	-	-	(47)
Total Accumulated Depreciation	(651,010)	(22,723)	-	1,765	(671,968)
Construction Work in Progress	1,948	26,707	(23,900)	-	4,755
Total Electric Plant, Net of Accumulated Depreciation	$ 448,500	$ 6,535	$ -	$ (588)	$ 454,447

Allowance for Funds Used in Projects

Since inception, TMPA capitalized to electric plant approximately $135,616,028 of the interest cost funded through bond proceeds and commercial paper. The amount of interest capitalized will be recovered in future years by setting rates sufficient to provide funds for the related debt service requirements. TMPA capitalized interest costs of $12,804 and $10,496 during 2014 and 2013, respectively.

Depreciation

Depreciation is calculated using the straight-line method over the estimated useful lives of the various classes of plant, which are as follows:

Generation Assets	Life of the Generating Facility (currently to 2030)
Transmission Assets	40 Years
Other Utility Plant	5 to 20 Years

Annual depreciation provisions expressed as a percentage of average depreciable plant were approximately 2.2% and 2.1% in 2014 and 2013, respectively. During 2014 and 2013, depreciation expense was $20,892,101 and $20,157,105, respectively.

Renewals and Replacements

Renewals and replacements projects are large dollar maintenance projects that, prior to 2014, were funded through the Agency's capital plan. The original cost of the projects is capitalized in electric plant in service and an offsetting contra account is established to reflect the expensing of those projects as renewals and replacements expense.

Beginning in 2014, the Agency modified its capital plan to include only those projects that are capital in nature. As a result, funding for these maintenance projects were moved to the operation and maintenance budget.

Renewals and replacements funding not utilized in prior years have been carried forward for completion of projects previously approved. During 2014 and 2013, renewals and replacements expense was $308,754 and $3,599,257, respectively. At September 30, 2014 and 2013, $5,045,474 and $5,204,680 were carried forward, respectively.

It is anticipated that by the conclusion of fiscal year 2015, most renewals and replacement projects approved prior to 2014 will be complete.

Summary of Additions, Less Transfers and Retirements to Plant

As of September 30, 2014, accumulated depreciation activity of $19.7 million includes depreciation expense of $20.4 million, renewals and replacements of $0.2 million, less retirements of $0.9 million. As of September 30, 2013, accumulated depreciation activity of $20.9 million includes depreciation expense of $20.2 million, renewals and replacements of $2.5 million, less retirements of $1.8 million.

Investments

Investments are stated at fair value and consist primarily of United States ("U.S.") Government and Agency obligations, as well as, investments in the Texas Local Government Investment Pool ("TexPool"). TMPA's investment manager, First Southwest Asset Management, Inc., obtains market prices used in the fair value calculation of U.S. Government and Agency instruments from SVC Securities Data Services.

Funds invested in TexPool represent ownership of a pro-rata share of the underlying assets of the pool. The pool invests primarily in obligations of the U.S. Government, the State of Texas, or its agencies and instrumentalities, repurchase agreements, and other highly rated instruments as authorized by state law. TexPool is controlled by the State Comptroller of Public Accounts of Texas and only invests in assets that are authorized under both the Public Funds Investment Act and the TexPool Investment Policy. TexPool is operated in a manner consistent with the Security and Exchange Commission's Rule 2a7 of the Investment Company Act of 1940. TexPool's investments are carried at amortized cost, which approximates fair value. Therefore, TMPA's investment in TexPool approximates fair value.

GASB Statement No. 31 ("GASB 31"), *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, requires investments to be reported at fair value rather than at cost. Rates paid by the Member Cities include estimates for anticipated realized investment income. Net unrealized gains on the fair value of investments, excluding investments in the risk management fund, were $114,000 for the year ended 2014 as compared to net unrealized losses of $295,000 for the year ended 2013 and were deferred and recorded as regulatory assets. Total net unrealized losses of $77,000 and $191,000 as of September 30, 2014 and 2013, respectively, are recorded in regulatory assets. Recognition of investment fair value changes in the Statement of Operations and Net Position occurs when the investments mature or are sold.

Inventories

Fuel stock and materials and supplies inventories are valued at cost, using weighted average methods.

Escrow Accounts

In 2012, the Agency provided the Member Cities with an option to use escrow accounts to manage their portion of the Agency's outstanding debt. Each Member City may fund an escrow account and specify a future year of debt service to which the funds will be applied, thereby prepaying their portion of the debt service. The Agency then provides a credit on the City's power bills for the prepayment in the year the funds are used to pay debt service. The escrow accounts give the Member Cities the flexibility to act independently in determining when each Member City will pay for its share of debt service. To date, the City of Greenville and the City of Denton have chosen to use the escrow accounts. The City of Greenville funded escrow accounts in 2012, 2013, and 2014 while the City of Denton funded an escrow account in 2014.

The City of Greenville's escrow accounts are reflected as restricted cash and investments and unearned revenue on the Statements of Net Position. The City of Denton's funding of the escrow account, which was considered a defeasance of debt, is reflected as unearned revenue on the Statements of Net Position. See Note 6 for further explanation on the funding of the escrow by the City of Denton.

Rates for Power Sales

TMPA's rates for power and energy billed to the Cities are designed to cover annual system costs as defined in the Resolutions and the Contract. In general, costs are defined to include TMPA's costs of operations (except for depreciation and amortization). It is the Agency's practice to budget approximately 1.26 times debt service requirements. The rates are set by the Board of Directors annually and are required to be reviewed on an annual basis. TMPA's practice is to periodically refund accumulated excess revenues to the Cities to the extent available funds after debt service coverage and specified required reserves have been met.

Revenues

Revenues from the sale of electricity are based upon two components, demand and energy. The demand component is a fixed amount established for the fiscal year, which is recognized ratably throughout the year. The energy component is based on a per-unit generation amount, and is recognized as generation occurs. As of September 30, 2014 and 2013, the Agency had outstanding receivable balances related to Member Cities' electricity sales of $8.0 million and $6.9 million, respectively. Transmission revenues are determined by the PUCT annually based on regulatory filings and are recognized ratably throughout the year by the Agency.

The Agency distinguishes between operating and non-operating revenues and expenses consistent with the criteria used to identify cash flows from operating activities in the Statement of Cash Flows. Generally, the Agency classifies revenues generated from power sales and transmission usage along with ancillary services as operating revenues. Fuel, production operating and maintenance, transmission operating and maintenance, general and administrative, transmission system access fee, depreciation on the Agency's electric plant assets, and renewals and replacements expense are classified as operating expenses. All other income and expenses, including investment revenues, interest expense, amortization of debt costs, regulatory assets recovered in the current year, unearned revenues, and refunds to Member Cities are considered non-operating activity.

Transmission System Access Fee

The PUCT sets rates for wholesale transmission services within ERCOT. TMPA pays the cost of delivery of its power to the Member Cities based on those rates.

Regulatory Assets

TMPA is subject to the accounting requirements of GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. Accordingly, certain costs may be capitalized as regulatory assets that would otherwise be charged to expense. Such regulatory assets are recorded when it is probable that future revenue in an amount at least equal to the capitalized costs will result from inclusion of those costs in future rates. Types of costs deferred include depreciation, zero coupon bond interest, debt issuance costs, losses resulting from debt restructuring, other postemployment benefits, and write-downs of debt-financed capital assets. Recovery of costs will be through Member City demand components such as debt service principal payments, zero coupon bond interest payments, and commercial paper payoff. Estimated mine reclamation costs will be recovered through fiscal budget components.

As mentioned previously, prior to the implementation of GASB 65 in 2014, regulatory assets were referred to as deferred expense to be recovered in future years on the Agency's Statements of Net Position.

Unearned Revenues to be Recognized in Future Years

As noted above, TMPA is subject to the accounting requirements of GASB 62. Accordingly, current receipts provided for certain costs that are expected to be incurred in the future are required to be recorded as unearned revenues. These revenues are charged to income when the associated expenses are incurred. As of September 30, 2014, unearned revenues consisted of the Member Cities' prepayments of their contractual obligations for power received from the Agency. The recovery period for the unearned revenues will extend to 2018.

Debt-Related Costs

Bond premiums and discounts are amortized over the terms of related bond issues under the interest method.

Prior to the implementation of GASB 65, issuance expenses were amortized using the straight-line method, which approximates the interest method, over the term of the bond issue. However, with the implementation of GASB 65, issuance costs are expensed in the fiscal year in which they are incurred.

Excess cost on advance refunding of debt is amortized using the straight-line method over the term of the bond issue.

Statements of Cash Flows

The Agency considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

Net Position

With the adoption of GASB 63 in 2013, what was formerly referred to as net assets is now referred to as net position. Consistent with GASB 63, net position is displayed in three components – net investment in capital assets, restricted for insurance claims, and unrestricted.

In 2013, the Agency reviewed the components comprising net position to evaluate and determine whether certain items would be more appropriately classified in another component. As a result of the review, certain items were determined to be more appropriately classified in another component including reclassifying a portion of regulatory assets to net investment in capital assets from unrestricted and reclassifying funds collected to pay zero coupon bond interest to unrestricted from net investment in capital assets since the zero coupon bond interest payable is classified as unrestricted.

Components of net investment in capital assets include electric plant and intangible assets net of depreciation, which are reduced by outstanding bond and commercial paper liabilities related to those assets. The outstanding liabilities are calculated net of the investments included in restricted assets.

Net position restricted for insurance claims is comprised of current and noncurrent cash and investments, restricted for Risk Management purposes.

Unrestricted net position is comprised of those assets and liabilities that do not meet the definition of “restricted” or “net investment in capital assets”.

3. Restricted Assets

Restricted assets include those assets comprising the Bond, Reserve, Contingency, Junior Subordinate Construction Bond, Subordinate Lien Bond, Subordinate Lien Reserve, Junior Subordinate Lien Bond and Risk Management Program funds, which are principally established and maintained pursuant to the Resolutions. Substantially all assets in the Bond and Reserve Funds are available only to meet the principal and interest payments on the Revenue Bonds. Assets in the Contingency Fund are for use in paying extraordinary or unusual costs.

Junior Subordinate Construction Bond Fund assets are for use in paying for the design and construction of improvements to the Agency’s electric plant and to pre-fund interest during the construction period. Subordinate Lien Bond Fund and Subordinate Lien Reserve Fund assets are for use in paying the interest and principal of outstanding previously issued Subordinate Lien Bonds and outstanding Series 2010 Bonds. Junior Subordinate Lien Bond Fund assets are for use in paying interest and principal on the outstanding Series 2013 Bonds. Assets in the Risk Management Program Fund are available to pay certain claims and losses and to reimburse the Agency for certain administrative costs of the Risk Management Program.

The Railroad Commission of Texas (“RCT”) Escrow was funded in May 2014 to satisfy regulatory requirements associated with the Gibbons Creek Lignite Mine. The Mine is currently undergoing reclamation operations and this funding was necessary to maintain mine bonding levels established by the RCT.

The aggregate amount in each of these funds as of September 30 is as follows (in thousands):

Fund Type:	2014	2013
Bond Fund	$ 15,070	$ 30,846
Reserve Fund	103,085	103,120
Contingency Fund	2,014	2,020
Junior Subordinate Construction Bond Fund	2,694	1
Subordinate Lien Bond Fund	686	685
Subordinate Lien Reserve Fund	7,762	7,815
Junior Subordinate Lien Bond Fund	288	288
Risk Management Program	8,373	10,321
RCT Escrow	350	-
Total Funds	$ 140,322	$ 155,096

4. Investments

The Agency's portfolio is invested in fixed-income securities as approved in the Resolutions and the Contract. The investment securities include U.S. Treasury obligations, U.S. Government Agency and government-sponsored corporation obligations, municipal bonds, and money market funds. For its short-term liquidity needs, the Agency invests in the Texas Local Government Investment Pool ("TexPool"), a local government investment pool.

TMPA's investments, with the exception of TMPA's holdings in TexPool, are registered or held by TMPA or its Agent in TMPA's name. TexPool is not managed by the Agency and the Agency does not possess securities that exist in either physical or book entry form. Under the Texas Public Funds Investment Act, government investment pools must maintain an AAA or equivalent rating from at least one nationally recognized rating agency. Standard & Poor's currently rates TexPool AAAm.

The Agency's investment portfolio, which is stated at fair value as of September 30, 2014 and 2013, is as follows (in thousands):

Investment Type:	2014 Fair Value	2013 Fair Value
U.S. Treasury Securities	$ -	$ 2,029
Fannie Mae	14,902	38,574
Federal Home Loan Mortgage Corp	28,980	59,302
Federal Home Loan Bank	45,652	8,000
Federal Farm Credit Bank	9,978	1,000
Municipal Bonds	2,001	1,982
Money Market Funds	2,500	5,290
Investment Portfolio Net of TexPool	104,013	116,177
Investment Pools - TexPool	75,378	68,644
Total Investment Portfolio	$ 179,391	$ 184,821

Interest Rate Risk

The Agency minimizes the risk associated with the decline in market value of securities due to rising interest rates (interest rate risk) by maintaining a “buy and hold” strategy, whereby securities are purchased with the intent to hold the securities in the portfolio until maturity. The Agency does not participate in derivatives to hedge interest rate risk or any other risk.

Credit Risk and Concentration of Credit Risk

In accordance with the Agency’s investment policy and the Texas Public Funds Investment Act, the Agency manages credit risk through portfolio diversification. The investment portfolio is diversified in terms of investment instruments, maturity scheduling, and financial institutions to reduce risk of loss resulting from over-concentration of assets in a specific class of investments, specific maturity, or specific issuer. The Agency’s investment policy limits investments to obligations of the United States of America and its agencies, investment quality obligations of states, agencies, counties, cities, and other political subdivisions of any state, fully insured Certificates of Deposit, and commercial paper that has maturity of 270 days or less and a rating of A-1 or P-1.

The Agency’s investments in U.S. agency bonds, municipal bonds, and money market funds are rated as follows:

Investment Type:	Standard & Poor's	Moody's Investor Service	Fitch Ratings
U.S. Agency Bonds	AA+	Aaa	AAA
Municipal Bonds		Aa1	AA+
Money Market Funds	AAAm	Aaa-mf	

Custodial Risk

Custodial risk is the risk that in the event of a bank or counterparty failure, the Agency’s deposits or investments may not be returned. The investment policy states that all bank deposits of Agency funds be secured by pledged collateral with a market value equal to no less than 102 percent of the principal plus accrued interest less an amount insured by the Federal Deposit Insurance Corporation (“FDIC”). Investment securities are delivered-versus-payment to the Agency’s bank for safekeeping as evidenced by safekeeping receipts issued by the bank.

Deposits

The bond resolutions require that deposits be placed in a bank or trust company organized under the laws of the State of Texas or a national banking association located within the State of Texas. Deposits are insured by the FDIC or collateralized by U.S. Government obligations or its Agencies and Instrumentalities; or direct obligations of Texas or its Agencies or Instrumentalities that have a market value of not less than the principal amount on deposit and rated “A” or better by Moody’s or Standard and Poor’s. The pledged collateral was held at the Federal Home Loan Bank of Dallas under a joint safekeeping account with the Agency’s deposit institution in the Agency’s name. At year-end, the Agency’s deposits at Wells Fargo Bank N.A. were entirely covered by federal depository insurance or by collateral held by the Agency’s custodial bank (Federal Home Loan Bank, Dallas, Texas).

As of September 30, 2014 and 2013, TMPA had recorded cash deposits of $0.55 million and $1.45 million, respectively. Bank statement balances as of September 30, 2014 and 2013 were $1.19 million and $1.77 million, respectively, with the differences being comprised of outstanding checks and deposits in transit.

5. Risk Management Program

The Risk Management Program was established in July 1987 and funded through the sale of $20,480,000 Series 1987A Revenue Bonds. These bonds were refunded by the Series 1993A bonds which matured September 1, 1997. The Risk Management Program has been extended through July 1, 2018 by Board Resolution. The initial capitalization requirements were determined on an actuarial basis, and each year prior to 2013, an actuarial study was prepared by a professional actuary to determine, amongst others, funding needed to maintain actuarial soundness.

In 2013, the decision was made to exhaust the Risk Management Program by decreasing annual funding to the program. As currently planned, the Risk Management Program will be fully exhausted in 2018. As a result of this decision, the need for an actuarial study to determine appropriate funding was no longer needed. Therefore, beginning in 2013, the Agency chose to discontinue actuarial studies on its Risk Management Program.

In addition to the initial funding, TMPA has purchased commercial insurance to cover certain property and liability risks. The Risk Management Program does not include health and dental care coverage described in Note 8. TMPA is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets, errors and omissions, injuries to employees, and natural disasters.

Under the Board Resolution establishing the Risk Management Program, withdrawals for the payment of claims (exclusive of defense costs which are not covered by any maximum on withdrawals from the fund) may not exceed maximum amounts as follows:

Type of Claim	Maximum Amount
Corporate general liability claims arising from one occurrence	$1 million
Assumed general liability claims arising from one occurrence	$1 million
Aggregate of corporate and assumed general liability claims per fiscal year	$3 million
Property losses arising from one occurrence	$5 million
Aggregate of property losses per fiscal year	$5 million

Any claims or damages above self-insured amounts are covered by commercial insurance. There were no substantial changes in the level of commercial insurance from the previous year. Since inception of the program, no settlements have exceeded insurance coverage.

Effective October 1, 1995, the Agency adopted GASB Statement No. 30, *Risk Financing Omnibus* (“GASB 30”) which amends GASB Statement No. 10, *Accounting and Financial Reporting for Risk Financing and Related Insurance Issues* (“GASB 10”). GASB 10 requires that a liability for claims be reported if information prior to issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount can be reasonably estimated. GASB 30 further requires that claims liabilities include specific, incremental claim adjustment expenditures/expenses. In addition, estimated recoveries of settled and unsettled claims should be evaluated and deducted from the liability for unpaid claims. The Agency has included a liability of $48,000 and $12,000 in accounts payable at September 30, 2014 and September 30, 2013, respectively, based on the requirements of GASB 10 and GASB 30.

Changes in the claims liability amount were as follows (in thousands):

Fiscal Year	Beginning Liability	Changes in Claim Estimates	Claim Payments	Ending Liability
2014	$ 12	$ 217	$ (181)	$ 48
2013	700	(259)	(429)	12

6. Long-Term Debt

The Agency's long-term debt consists of the following at September 30, 2014 (in thousands):

	Outstanding October 1, 2013	Issued / Increased	Redeemed / Decreased	Accretion / Amortization Premium / Discount	Outstanding September 30, 2014	Principal Due Within One Year
Revenue Bonds Series						
1993	$ 120,573	$ -	$ (34,983)	$ -	$ 85,590	$ 28,008
2008	37,418	-	-	(161)	37,257	-
2010	121,538	-	(2,245)	(462)	118,831	2,335
2013	179,415	-	-	-	179,415	-
Total Revenue Bonds	458,944	-	(37,228)	(623)	421,093	30,343
Zero Coupon Interest Payable						
1993	289,665	-	(90,782)	24,991	223,874	72,773
Total Zero Coupon Interest Payable	289,665	-	(90,782)	24,991	223,874	72,773
Non-Taxable Commercial Paper	59,735	16,950	-	-	76,685	-
Total Long-term Debt	$ 808,344	$ 16,950	$(128,010)	$ 24,368	$ 721,652	$103,116

Revenue Bonds outstanding, as of September 30, 2014 and September 30, 2013, respectively, are (in thousands):

Series	Current Amount Outstanding 2014	Long-Term Amount Outstanding 2014	Maturity From	Maturity To	Range of Interest Rates From	Range of Interest Rates To	Earliest Redemption Date
1993	$ 28,008	$ 57,582	2013	2017	6.100	6.150	2013
2008	-	36,835	2017	2017	4.881	4.881	2017
2010	2,335	113,540	2012	2040	3.000	5.000	2012
2013	-	179,415	2017	2018	1.898	1.898	2017
Total	$ 30,343	$ 387,372					

Series	Current Amount Outstanding 2013	Long-Term Amount Outstanding 2013	Maturity From	Maturity To	Range of Interest Rates From	Range of Interest Rates To	Earliest Redemption Date
1993	$ 31,477	$ 89,096	2013	2017	6.100	6.150	2013
2008	-	36,835	2017	2017	4.881	4.881	2017
2010	2,245	115,875	2012	2040	3.000	5.000	2012
2013	-	179,415	2017	2018	1.898	1.898	2017
Total	$ 33,722	$ 421,221					

Debt service requirements for the revenue bonds for the next twenty-six years as of September 30, 2014, are as follows (in thousands):

Year	Principal	Interest	Total
2015	$ 30,343	$ 90,193	$ 120,536
2016	32,112	101,862	133,974
2017	147,330	103,477	250,807
2018	102,090	6,347	108,437
2019	2,785	5,206	7,991
2020	2,925	5,067	7,992
2021	3,070	4,921	7,991
2022	3,225	4,767	7,992
2023	3,385	4,606	7,991
2024	3,555	4,437	7,992
2025	3,730	4,259	7,989
2026	3,880	4,110	7,990
2027	4,075	3,916	7,991
2028	4,280	3,712	7,992
2029	4,490	3,498	7,988
2030	4,715	3,274	7,989
2031	4,930	3,062	7,992
2032	5,150	2,840	7,990
2033	5,410	2,582	7,992
2034	5,680	2,312	7,992
2035	5,965	2,028	7,993
2036	6,260	1,730	7,990
2037	6,575	1,417	7,992
2038	6,900	1,088	7,988
2039	7,245	743	7,988
2040	7,610	380	7,990
	$ 417,715	$ 371,834	$ 789,549
Unamortized Discount/Premium	3,378		
Total	$ 421,093		

In 2012, the Member Cities signed a Prepayment Agreement giving each Member City the ability to fund an escrow account to prepay all or a portion of the contractual obligations of the Cities as it relates to debt service. Specifically, this Agreement allows the Member Cities to prepay all or a portion of the Agency's Revenue Refunding Bonds, Series 1993. The Cities may use funds from the issuance of a series of City debt to fund an escrow account and discharge all or a portion of its Series 1993 obligations. On September 23, 2014, Denton utilized the Agreement by prepaying $13,430,000 of its portion of its Series 1993 obligations through the issuance of City debt. This defeasance of debt reduced the Series 2013 debt payment by $13,430,000 in fiscal year 2015.

On February 26, 2013, TMPA issued $179,415,000 of Junior Subordinate Lien Revenue Refunding Bonds, Series 2013. At issuance, $78,665,000 was used to pay principal on TECP that matured on February 26, 2013 and $99,900,000 was placed in an escrow and held until March 12, 2013. On March 12, 2013, the escrowed funds were used to pay principal on TECP that matured on that date. The purpose of this issuance was to refund generation-related debt previously held in the Agency's variable rate tax-exempt commercial paper program, allowing the Agency to lock in low interest rates and reduce the exposure to variable rate generation debt.

Due to the refunding, the Agency increased its debt service payments by $17,471,000, resulting in an economic loss of $90,000. The increase in debt service payments and the economic loss are the result of applying accounting rules to the refunding of short-term debt. Essentially, these calculations assume the TECP refunded, which had maturities of 180 day or less, matured in 2013 and therefore no additional interest would have been incurred while principal and interest on the Series 2013 bonds continue through 2018. However, it was the Agency's intention to continue to roll-forward the TECP refunded through 2018 which means additional interest would have been incurred. Additionally, factoring into the Agency's decision to refund the TECP was the reduction in line of credit fees as a result of reducing the line of credit limit. Based on the full impact of the refunding, the Agency estimated savings of $14,300,000.

Certain Bonds are subject to optional redemption prior to their scheduled maturity date without additional cost and certain bonds can be redeemed subject to stated call premiums.

The Resolutions contain certain restrictions and covenants including TMPA's covenant to establish and maintain rates and other charges to produce revenues sufficient to pay operating and maintenance expenses (exclusive of depreciation and amortization), to produce net revenues sufficient to pay the amounts required to be deposited in the debt service funds, and to produce net revenues equal to at least 1.25 times the annual debt service to be paid for the then outstanding bonds.

Zero coupon interest payable of approximately $223,874,000 through September 30, 2014 has been deferred and is being recovered through the debt service component of rates.

The proceeds from excess TCOS revenues collected in accordance with PUCT Docket 21711 were used to defease the Series 1993 bonds, and were placed in an irrevocable trust to provide for all future debt service for the defeased bonds. The trust account assets and the liability for the defeased bonds are not included in the basic financial statements. As of September 30, 2014, the outstanding balance of these defeased bonds were as follows:

Series 1993 Revenue Refunding Bonds	$7,720,000

7. Tax-Exempt Commercial Paper Program

TMPA is authorized to issue tax-exempt commercial paper in the principal amount not to exceed $125,000,000 (the "Series 2005 Notes"), of which $76,685,000 is outstanding at September 30, 2014.

The Series 2005 Notes are issued in denominations of $100,000 or more with maturities not to exceed 180 days from date of issue. The final maturity date for the Series 2005 Notes cannot extend beyond September 1, 2018. Interest rates during 2014 and 2013 ranged from 0.08% to 0.13% and from 0.09% to 0.24%, respectively.

Under the Series 2005 Resolution, the Series 2005 Notes are special obligations of the Agency payable from and secured by a pledge of available revenues and the Note Payment Fund; provided, however, that such pledge is and shall be subject and subordinated to first and prior lien of TMPA's outstanding previously issued bonds and any additional bonds. TMPA agrees and covenants that at all times it will maintain credit facilities with banks in amounts sufficient to pay principal on the Series 2005 Notes.

The Series 2005 Notes were secured by an Irrevocable Direct-Pay Letter of Credit issued by Barclays Bank PLC, with terms that TMPA may borrow up to $125,000,000 on a revolving basis until April 19, 2016. The Bank extended the credit from $100,000,000 to $125,000,000 effective July 25, 2014. Under this agreement, TMPA pays a commitment fee of 0.475% per annum on the banks' commitment and was obligated to pay interest on any borrowings at the base rate, as defined in the agreement, of 8% at September 30, 2014, with a maximum rate not to exceed that allowed by law.

Principal debt payments on existing tax-exempt commercial paper as of September 30, 2014 are scheduled as follows (in thousands):

Year	Type	Principal
2018	Tax-Exempt Commercial Paper	$ 76,685

8. Employee Benefit Plans

Defined Contribution Plan

TMPA has a single employer defined contribution retirement plan covering all full-time employees which requires TMPA to contribute an amount equal to 10% of gross wages to a third party trustee for the benefit of plan participants ("the Plan"). Chapter 810, Government Code, and other state laws relating to political subdivisions such as the Agency, authorize the establishment and amendment of a pension plan by the Agency's Board of Directors. The Plan is administered by the TMPA Employees Pension Plan Administrative Committee. Employees may contribute, on a voluntary basis, an additional amount up to 50% of earnings. Employees direct both their employer and employee investments based on investment options available to them in the Plan. Vesting, with respect to employer contributions, is based on years of continuous service where participants become vested at 20% per year of credited service up to 100%. Participants are immediately vested in their voluntary contributions plus actual earnings thereon.

Membership in the plan was 161 and 190 participants as of September 30, 2014 and 2013, respectively.

Retirement plan costs for 2014 and 2013 were as follows (in thousands):

	2014	%	2013	%
Agency's total payroll	$9,110	-	$10,739	-
Agency's covered payroll	$8,817	100%	$10,345	100%
Agency's contribution	$878	10%	$1,035	10%
Employees' contribution	$25	.28%	$28	.27%

Loan provisions, which were established in 1999, provide that employee loans from the employee's employer-contribution account ("Account") may not exceed the lesser of $50,000 or 50% of the present value of the employee's vested Account. Loan repayment is generally within a 1-5 year timeframe with specific use qualifications for payback periods up to fifteen years. Loan interest rates are established according to loan provision guidelines.

Deferred Compensation Plan

In November 1997, the Board of Directors adopted an Internal Revenue Code Section 457 deferred compensation plan for Agency employees. This plan is in the form of the ICMA Retirement Corporation Deferred Compensation Plan and Trust and is administered by the ICMA Retirement Corporation. The funds held under this plan are invested in the ICMA Retirement Trust; a trust established by public employers for the collective investment of funds held under their retirement and deferred compensation plans. The Agency serves as trustee for the plan, with the General Manager as the coordinator. Employees may contribute up to 100% of pre-deferral taxable income to a maximum of $17,500 for calendar years 2014 and 2013. A "catch-up" provision, which allows an additional contribution of $5,500 for 2014 and 2013, is available for employees over 50 years of age. Employees direct the investment allocation, contributions and payout option of their individual plans. For the years ended September 30, 2014 and 2013, participants numbered 49 and 54 and participant contributions were $392,535 and $454,945, respectively.

Other Postemployment Benefits

Texas Municipal Power Agency Postemployment Benefits Plan is a single employer plan that covers all full-time, regular employees. The plan is a defined contribution benefit plan and the cost for each employee is paid on a pay-as-you-go basis. Benefits for retirees consist of medical, dental, and life insurance coverage and are referred to as Other Postemployment Benefits (OPEB). Employees are eligible for normal retirement at age 65 or early retirement at age 55 with 20 years of service or age 60 with 10 years of service. The Agency does not issue a publically available actuarial report of its plan.

In 2008, the Agency adopted GASB Statement No. 45 *("GASB 45") Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions.* GASB 45 recognizes the cost of benefits in periods when the related services are received by the employer, requires information about the actuarial accrued liabilities for promised benefits associated with past services, and whether and to what extent those benefits have been funded.

For active and retired employees in 2014, the Agency paid 100% of the cost of life insurance, and 73% and 74% of the cost of employee medical and dental benefits, respectively. For 2013, the Agency paid 100% of the cost of life insurance, and 71% and 77% of the cost of employee medical and dental benefits, respectively. For retirements prior to January 1, 2002, life insurance coverage is reduced to 65% of the covered amount once retiree reaches age 65. Upon retiree reaching age 70, life insurance coverage is reduced to $2,000. For retirements effective after January 1, 2002, life insurance coverage is $5,000 at time of retirement reducing to $2,000 once retiree reaches age 70. At age 65, Medicare becomes the primary medical carrier for the retiree and the Agency's plan becomes secondary.

The Agency's OPEB cost is calculated based on the Annual Required Contribution (ARC) of the employer. The ARC is determined as the actuarially determined funding amount for the year employing an approved cost method and, if applicable, a companion amortization method. The Agency has chosen to use the Aggregate Cost Method which does not require an explicit companion amortization method. Under the Aggregate Cost Method, all of the unfunded projected liability for future OPEB for active and retired employees, whether attributable to past or future service, is recognized pro-rata through each year's normal cost determination, which is calculated to be a level dollar amount per year per active participant.

Because the Aggregate Cost Method does not identify or separately amortize unfunded actuarial accrued liabilities, information about the funded status and funding progress is presented using the Entry Age Actuarial Cost Method and is intended to serve as a surrogate for the funded status and funding progress of the plan.

The following table shows the components of the Agency's annual OPEB cost for the year, the amount actually contributed to the plan, and changes in the Agency's net OPEB obligation:

Annual Required Contribution	$	4,803,063
Interest on net OPEB obligation		484,545
Adjustment to annual required contribution		(2,127,512)
Annual OPEB expense		3,160,096
Contributions made		(248,957)
Increase in net OPEB obligation		2,911,139
Net OPEB obligation - beginning of year		13,804,053
Net unfunded OPEB obligation - end of year	$	16,715,192

The Agency's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for 2014 and the preceding years is as follows:

Fiscal Year Ended	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
9/30/2010	$2,710,842	8.3%	$7,546,612
9/30/2011	$2,321,025	10.3%	$9,628,189
9/30/2012	$2,436,997	12.8%	$11,753,918
9/30/2013	$2,445,889	16.2%	$13,804,053
9/30/2014	$3,160,096	7.9%	$16,715,192

The Agency is required to obtain a complete actuarial evaluation every three years as long as it has less than 200 employees and provided significant changes have not occurred that would affect the result of the last evaluation. In 2014, because of significant changes to benefits that have occurred since the previous last complete evaluation in 2013, the Agency obtained a complete evaluation prepared as of May 1, 2014. The actuarial accrued liability for benefits was $16,715,192 and the actuarial value of assets was zero, resulting in an unfunded actuarial liability (UAAL) of $16,715,192. The covered payroll (annual payroll of active employees covered by the plan) was $8,817,000, and the ratio of the UAAL to the covered payroll was 189.6%. Refer to Required Supplementary Information.

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

Annually, under the Aggregate Cost Method, a series of annual contributions are identified that, along with current assets and future investment earnings, will fund the expected plan benefits. The investment return rate assumed was 3.5%, which was also the discount rate assumed for liabilities. The inflation rate assumed was 2.4%. The preretirement, postretirement, and post-disability rates were obtained from Separate Annuitant/Non-Annuitant Static Tables under Regulation §1.430(h)(3)-1 in effect for 2014 plan years. Medical care cost trend rates assumed were 8.5%, 8%, 7.5%, 7%, 6.5%, 6%, 5.5%, and 5% for fiscal years 2015, 2016, 2017, 2018, 2019, 2020, 2021, and 2022 and beyond, respectively. Dental care cost trend rates assumed were 5% for 2015 and beyond.

In accordance with rate making methodology, the cost of this Program is unfunded until benefits are needed. Thus, unfunded expenses are treated as regulatory assets similar to other long-term obligations.

There were 51 and 54 retired participants as of September 30, 2014 and 2013, respectively.

Medical and Dental Benefits

The Agency's medical and dental plan, which is not a component of the Agency's Risk Management Program, is administered by large insurance companies. Effective October 1, 2008, the Agency began a fully insured program where costs are based on fixed monthly premiums and fluctuate only when participant numbers change. In 2014, $1,315,842 was paid in medical expenses based on an average of 138 participants. Participant medical premiums collected by the Agency in 2014 were $355,904 resulting in a total cost to the Agency of $959,938. Dental expenses paid in 2014 totaled $84,262 based on an average of 140 participants. Participant dental premiums collected were $21,672, resulting in a total cost to the Agency of $62,590.

Vision Benefit

Beginning in 2014, the Agency offered a vision plan to its employees and retirees, which the costs of the premiums are 100% paid by employees and retirees electing such coverage.

Retirement Health Savings Account

Retirement Health Savings Account ("RHSA") is a health savings vehicle that allows employees to accumulate assets to pay for postretirement medical expenses on a tax-free basis. All employees whose accrued sick leave balance at calendar year-end combined with the 80 hours to be accrued over the upcoming calendar year, would have 50% of the value of the excess hours greater than 520 deposited into their RHSA account. TMPA adopted the Plan effective January 1, 2004.

On December 31, 2013, in conjunction with the change from sick leave to paid time off ("PTO"), as mentioned in "Compensated Absences" below, this plan was discontinued.

Compensated Absences

TMPA accumulates PTO and vacation time for all full-time employees, of which only earned vacation leave is recorded as a liability and reported as part of accrued compensation and pension benefits along with certain salary-related expenses. Beginning 2014, sick leave was discontinued and replaced by PTO.

TMPA pays accumulated vacation upon termination, but since TMPA does not pay employees for unused accumulated PTO upon termination, no related liability is recorded. A summary of changes in accrued vacation for the years ended September 30, 2014 and 2013 is as follows (in thousands):

Fiscal Year	Beginning Liability	Vacation Accrued	Vacation Taken	Ending Liability
2014	$ 601	$ 868	$ (1,041)	$ 428
2013	$ 560	$ 1,107	$ (1,066)	$ 601

Incentive Plan

In 2000, TMPA adopted an incentive-based compensation plan for which participants may receive additional income based upon the achievement of certain performance goals. Recorded costs were $613,760 and $1,117,675 for the years ended September 30, 2014 and 2013, respectively.

9. Commitments and Contingencies

A. In connection with a court settlement entered into on July 19, 1978, TMPA is obligated to make certain payments to Grimes County and three school districts as long as the Gibbons Creek Steam Electric Station is in operation. The aggregate amount of these payments was $748,880 in 2014 and $424,558 in 2013.

B. During 1995, TMPA authorized the conversion of its fuel source from locally-mined lignite to sub-bituminous coal from the Powder River Basin ("PRB"). TMPA commenced construction of the necessary rail loop and receiving operation in 1995 and converted to PRB coal in 1996. In connection with this conversion, some of TMPA's plant and mine-related assets were impaired. Impaired assets have been written-down to their net realizable value. In addition, TMPA recorded an accrual for reclamation costs related to the lignite mine operations and updates this accrual for changes in estimates of the expected ultimate liability.

C. TMPA receives PRB coal pursuant to a coal supply agreement with Arch Coal Sales Company. The agreement with Arch Coal Sales Company covers the period commencing on January 1, 2013, and ending on August 31, 2018, and provides for a supply of coal from the Coal Creek and Black Thunder mines in Wyoming.

D. TMPA receives coal transportation services pursuant to an agreement, dated March 1, 2013, with BNSF Railway. The agreement will remain in effect until August 31, 2018.

E. The Contract requires the Board to approve, by a super-majority vote, a decision to retain, and not refund to the Member Cities, an amount of excess funds greater than 3.5% of the Annual System Budget. A super-majority vote is also required to use excess funds for debt retirement. A super-majority vote requires at least six affirmative votes plus the affirmative vote of at least one Board Member from each Member City. Through super-majority votes taken at Board Meetings held on March 11, 2010, and May 13, 2010, the Board authorized the retention of $19.1 million of excess funds. Pursuant to the Board authorization, $6,051,750 of these funds were used in August 2010 to pay off all of TMPA's outstanding Taxable Commercial Paper Notes, and the remainder of these funds, together with other revenues, were used in 2014 to pay debt service on Prior Lien Bonds.

F. In connection with the Gibbons Creek Lignite Mine, TMPA is required to submit to the Texas Railroad Commission reclamation bonds to ensure that TMPA will reclaim all lands disturbed by mining operations in accordance with all applicable Federal and State laws. For this purpose, TMPA has on file with the Railroad Commission a self-bond in the amount of $13,500,000, irrevocable letters of credit in the aggregate amount of $18,400,000 outstanding, and an escrow account in the amount of $350,000.

G. During 1999, the Texas Legislature enacted legislation, SB 7, implementing retail competition in the electric utility industry commencing on January 1, 2002. Although participation by investor owned utilities in retail competition is required, participation by municipally owned utilities ("MOUS") is on a voluntary basis. Utilities which participate in retail competition, including MOUS which decide to participate in retail competition, are authorized to recover stranded costs, and may utilize securitization provisions contained in the legislation. Unlike investor-owned utilities, MOUS and electric cooperatives are not required to unbundle their generation functions from transmission and distribution functions into separate companies. However, same as investor-owned utilities, rates for wholesale transmission services provided by MOUS and electric cooperatives are determined by the PUCT. Rates for the use of the distribution systems of MOUS and electric cooperatives are determined by such entities. As of September 30, 2014, none of the Member Cities have elected to open their service territory to retail competition, but the respective Member Cities could determine to make such election in the future.

SB 7 also contains provisions which provide assurance that the legislation will not "interfere with or abrogate the rights or obligation of parties...to a contract with a municipally owned utility". In light of such assurance in the legislation, relevant provisions of TMPA's enabling legislation, the judicial validation of the Power Sales Contract in 1997, and other pertinent considerations, TMPA is of the view that SB 7 will have no adverse impact on the Member Cities' obligations to TMPA under the Contract and therefore is not expected to have a material impact on TMPA's financial position, results of operations, or cash flows.

H. Effective October 13, 2003, the PUCT adopted Substantive Rule 25.501, which contemplated the development of a wholesale market design by ERCOT. Pursuant to that Rule, ERCOT developed, through a stakeholder process under the auspices of the Texas Nodal Team, a set of detailed protocols to govern the design and operation of a Nodal market (the "Nodal Protocols"). In August 2005, the PUCT established Docket 31540 (the "Nodal Docket") to consider approval of the Nodal Protocols. Because the Nodal Protocols raise concerns relating to, among others, the ability of TMPA to ensure that its Member Cities do not pay rates for wholesale power in excess of those set under the terms of its power sales contracts, TMPA intervened in the Nodal Docket.

On April 5, 2006, the PUCT adopted an order approving the Nodal Protocols. Because the order approving the Nodal Protocols did not, in TMPA's view, adequately address the concerns that TMPA had raised in the proceeding, TMPA, on June 15, 2006, appealed the PUCT order to State District Court. To date, no hearings have been conducted or decisions rendered in this proceeding.

Implementation of the Nodal Protocols commenced on December 1, 2010.

Because of provisions in the Public Utility Regulatory Act ("PURA") which protect MOUS contracts against interference by the PUCT, which protect MOUS against actions by the PUCT which would adversely affect the tax-exempt status of a MOUS debt, and similar protections afforded TMPA under State laws, this proceeding is not expected to have an adverse impact on the Member Cities' obligations to TMPA under the Power Sales Contract and therefore is not expected to have a material impact on TMPA's financial position, results of operations or cash flows.

I. The Energy Policy Act of 2005 authorized the North American Reliability Corporation ("NERC") to promulgate transmission reliability standards which, once approved by the Federal Energy Regulatory Commission ("FERC"), are enforceable by FERC, NERC, and, in Texas, by the Texas Reliability Entity, Inc. ("TRE"). NERC has promulgated reliability standards pursuant to this law and new standards are anticipated. NERC and TRE have enforcement powers to ensure compliance with these standards, including powers to impose administrative penalties. TMPA has implemented measures to comply with the existing standards and expects to remain in compliance as standards are promulgated in the future.

J. In the mid 1990's, TMPA anticipated moving its mining operations to an area east of FM 244 in Grimes County, Texas. In preparing for this "East Move", the Agency constructed an embankment for Sedimentation Pond 50 ("SP 50"). After the SP 50 embankment was constructed, TMPA decided to switch fuels from locally mined lignite to Powder River Basin coal. As a result of this fuel switch, the East Move did not occur, and SP 50 was never filled with water up to its design capacity.

The construction of the SP 50 embankment resulted in some construction waste piles being left in the footprint of SP 50. Because the construction waste piles include coal and pyrites, the Texas Railroad Commission requires that the waste piles be removed and disposed of, submerged by filling the pond to a higher elevation, or otherwise remediated.

Filling SP 50 and submerging the waste piles will require that TMPA obtain inundation and flood easements from the adjacent property owner, Kirk Johnston. In January 2012, TMPA began negotiating with Mr. Johnston to acquire the necessary easements. Negotiations were not successful. On May 2, 2012, Mr. Johnston filed a lawsuit against TMPA for damages and to enjoin TMPA from exercising the power of eminent domain to acquire the necessary easements.

TMPA responded by filing an answer and a plea to the jurisdiction. In the plea to the jurisdiction, TMPA argued that the Court lacks jurisdiction to hear this lawsuit because the dispute is not ripe for adjudication and on grounds of governmental immunity. On August 27, 2012, the District Court denied TMPA's plea to the jurisdiction. On September 5, 2012, TMPA filed an accelerated appeal to the Texas Court of Appeals, Houston, Texas. On February 28, 2013, the Court of Appeals reversed the District Court and dismissed Mr. Johnston's lawsuit. Following the ruling of the Court of Appeals, the parties resumed negotiations over the acquisition of inundation and flood easements, but without reaching agreement.

In 2014, TMPA determined that it could comply with the applicable regulatory requirements by redistributing and submerging the waste piles within SP 50 without increasing the elevation of

SP 50. If this alternative plan is successful, it will not be necessary to acquire any easements from Mr. Johnston.

K. By letter dated May 29, 2013, Atmos Energy notified the Agency that it was planning to construct a gas pipeline across the Agency's mine property, that it had the power of eminent domain, and that it desired to purchase an easement for the pipeline encumbering a total of 27.098 acres. Because the planned route of the pipeline easement traversed an area that is undergoing reclamation operations and is subject to reclamation bonding with the Railroad Commission of Texas, TMPA expressed to Atmos reservations regarding the location of the easement. The concern was that the pipeline construction, maintenance, and operation would delay and increase the costs of reclamation.

   In 2014, Atmos Energy re-routed the pipeline to avoid all but a small portion of the bonded area and the parties executed a right of entry agreement under which Atmos Energy could commence construction. Under the right of entry agreement, the only remaining issue to be resolved by the parties is the consideration to be paid for the easement. If the parties are unable to reach agreement through negotiations, the consideration to be paid to TMPA will be determined in a condemnation proceeding.

L. In the late 1990's, TMPA began exploring the idea of obtaining more competitive coal transportation rates by constructing a new rail spur, between Gibbons Creek and a rail line of the Union Pacific Railroad (the "Spur").

   In 2004, TMPA commenced design work on the proposed Spur. Subsequently, TMPA completed design of the Spur and completed acquisition of all right of way.

   A portion of the Spur route runs through the Mine property. TMPA's plan has been to construct the Spur on the existing Mine North-South haul road (the "Haul Road"). In 2006, at TMPA's request, and in order to accommodate the Spur, the Railroad Commission of Texas granted TMPA a post-mine land use classification of Industrial/Commercial with respect to the Haul Road.

   For a variety of reasons, following completion of right of way acquisition in 2012, the Spur project has been put on hold, with no construction of the Spur currently underway. However, the Spur project has not been cancelled. Construction is still an option in the future that TMPA wants to maintain.

   The Railroad Commission staff has, from time to time, indicated that the staff considers it a condition to reclamation bond release that TMPA either commence construction of the Spur on the Haul Road, or reclaim the Haul Road, by narrowing its width. TMPA disagrees with the position of the Railroad Commission staff on this issue, and considers it contrary to the action of the Railroad Commission in 2006, under which the Haul Road was given an Industrial/Commercial post-mine land use classification.

   There is currently pending at the Railroad Commission a bond release application submitted by TMPA on 55.4 acres. If the Railroad Commission staff recommends denial of the application in whole or in part on the basis that the Haul Road has not been reclaimed, or that the Spur has not been constructed, then TMPA may request an administrative hearing at the Railroad Commission on this issue.

10. Environmental Regulation

Electric utilities are subject to numerous environmental statutes, regulations, and other rules administered at the federal, state, and local level. These environmental rules are subject to change and tend to increase and become more stringent over time. These changes may arise from continuing legislative, regulatory and judicial action regarding the promulgation and implementation of such standards and procedures. Consequently, there is no assurance that Gibbons Creek will remain subject to the regulations currently in effect, will always be in compliance with present or future regulations, or will always be able to obtain all required operating permits. In addition, more stringent environmental regulations may require significant upgrades in environmental controls, reduced operating levels, or where the necessary upgrades are not economical, the complete shutdown of individual electric generating units.

The Clean Air Act ("CAA"), originating in 1967 with the Air Quality Act, has imposed increasingly stringent controls on air emissions from industrial facilities, including electric power generation facilities like Gibbons Creek. Significant changes to the CAA were made with the 1990 Amendments. The Gibbons Creek facility became subject to the sulfur dioxide ("SO_2") emission requirements but, based on the switch from lignite to Powder River Basin coal as a fuel, was able to reduce its SO_2 emissions and currently the Agency has sufficient SO_2 allowances for continued operation of the facility. Moreover, in keeping with its proactive strategy, TMPA completed the refurbishment of the scrubber at Gibbons Creek in April 2011 to further reduce its SO_2 emissions.

The 1990 CAA Amendments also implemented more stringent rules designed to achieve compliance with the national ambient air quality standard for ozone. The Texas Commission on Environmental Quality ("TCEQ") concluded that emissions from electric utilities located in central and east Texas were contributing to ozone formation in three ozone non-attainment areas located in Texas: the Dallas-Fort Worth area, the Houston-Galveston-Brazoria area, and the Beaumont-Port Arthur area. As a result, on April 19, 2000, the TCEQ issued rules that required the reduction of nitrogen oxides ("NOx") emissions at large electric utilities located in 31 east and central Texas counties, including Grimes County. For coal-fired electric utilities, including Gibbons Creek, the combustion unit was required to achieve an emission rate of 0.165 pounds of NOx per million Btu of heat generated. Compliance with this standard was mandatory by May 1, 2005. To achieve this standard, Gibbons Creek used a phased approach. The initial two phases involved changes to the fuel and air supply systems to control the combustion process and to limit the formation of NOx in the boiler. These phases were completed following the spring 2002 outage. Completion of the third phase, the fine-tuning of the system, occurred in early 2003. No additional post-combustion controls have been necessary. The final cost of meeting the NOx standards was approximately $12 million.

In March 2005, the U.S. Environmental Protection Agency ("EPA") issued new air emission regulations. These were to provide more stringent standards for SO_2 and NOx under the Clean Air Interstate Rule ("CAIR") and for mercury ("Hg") under the Clean Air Mercury Rule ("CAMR"). But CAIR was vacated by the U.S. Court of Appeals for the Washington D.C. Circuit on July 11, 2008. It was reinstated as an interim measure by the same court on December 28, 2008 while the EPA worked on a replacement rule. In August 2011, the EPA released the replacement rule, known as the Cross-State Air Pollution Rule ("CSAPR") which also included cap-and-trade programs for annual SO_2 and annual NOx emissions. These programs came into effect on January 1, 2012. However, on August 21, 2012 the Washington D.C. Circuit Court of Appeals vacated CSAPR and remanded rule-making to EPA. In the meantime, CAIR was reinstated until October 23, 2014 when the D.C. Circuit Court of Appeals lifted the stay on CSAPR. Whatever rule is finally promulgated, TMPA expects to be able to comply with new emissions caps using its refurbished scrubber for control of SO_2 and its combustion processes for control of NOx.

On February 2, 2008, the U.S. Court of Appeals for the Washington D.C. Circuit also vacated CAMR. The court charged EPA with writing a replacement rule that will require the use of a fixed Maximum Achievable Control Technology ("MACT") standard instead of the more flexible cap-and-trade credit program previously envisioned under CAMR. The MACT standard is defined as the average emission limit attained by the best-performing 12% of electrical generating units. In order to determine this limit, EPA required nationwide stack emissions testing in summer 2010. The new standards were issued under the new name of Mercury and Air Toxics Standards ("MATS") in February 2012 with a compliance deadline of April 16, 2015. Provision was made under the rule for a one-year extension, if warranted. TMPA requested and obtained the extension to April 2016 in order to obtain sufficient time to adequately investigate and test mercury control technologies under different operating scenarios, which it is currently doing.

In addition to these revisions of previous rules, the federal government is developing new standards for Greenhouse Gas emissions, and especially emissions of carbon dioxide ("CO_2"). On June 19, 2014, EPA published a proposed Greenhouse Gas rule for existing power plants.

Comments are due on December 1, 2014 and the projected date for publication of the final rule is June 1, 2015. TMPA is preparing its comments and monitoring developments in the rule-making.

On August 15, 2014, EPA published a final rule on power plant cooling water intakes (known as the 316[b] Rule). TMPA is participating with other stakeholders, including the TCEQ, on how this rule will be implemented.

In addition to these regulations, EPA is also developing new regulations for national ambient air quality standards, coal combustion residuals, and effluent limitations guidelines. All of these have the potential to affect the operations of Gibbons Creek. TMPA is monitoring developments in these areas.

Other Environmental Matters

The Gibbons Creek Lignite Mine, which was the original source of fuel for the Gibbons Creek Steam Electric Station, was closed in 1996. The reclamation of the mine site and the release of reclamation obligations has been an ongoing activity since that time. Currently, field reclamation activities are essentially complete and TMPA is in the process of applying for bond release with the Railroad Commission of Texas, the main regulatory authority.

As of the end of fiscal year 2014, TMPA has obtained full bond release on 1,070 acres (13%). TMPA will continue to aggressively pursue bond release. It is projected that by 2018, much of the area will have been released from all reclamation obligations. In the meantime, land maintenance and mandatory long-term monitoring programs will continue to meet all permitting and regulatory requirements.

REQUIRED SUPPLEMENTARY INFORMATION

Texas Municipal Power Agency
Required Supplementary Information
Postretirement Benefits Plan
September 30, 2014

Schedule of Funding Progress - Employer Contributing

Fiscal Year Ended	Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liabilities (AAL) (b)	Unfunded Actuarial Accrued Liablilities (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a) /c]
2014	May 1, 2014	$ -	$16,715,192	$16,715,192	0.00%	$ 8,817,000	189.58%
2013	May 1, 2013	$ -	$13,804,053	$13,804,053	0.00%	$10,345,000	133.44%
2012	October 1, 2010	$ -	$11,753,918	$11,753,918	0.00%	$11,368,000	103.39%
2011	October 1, 2010	$ -	$ 9,628,189	$ 9,628,189	0.00%	$14,272,000	67.46%