Texas Municipal Power Agency
Financial Statements

For the Years Ended September 30, 2019 and 2018

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FINANCIAL SECTION

BKD
CPAs & Advisors

14241 Dallas Parkway, Suite 1100 | Dallas, TX 75254-2961
972.702.8262 | Fax 972.702.0673 | bkd.com

Independent Auditor's Report

Members of the Board of Directors
Texas Municipal Power Agency
Dallas, TX

We have audited the accompanying financial statements of Texas Municipal Power Agency, as of and for the years ended September 30, 2019 and 2018, and the related notes to the financial statements, which collectively comprise Texas Municipal Power 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 audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Texas Municipal Power Agency as of September 30, 2019 and 2018, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and other post-employment benefit information as listed in the table of contents be presented to supplement the basic financial statements. Such information, although not 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 audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Texas Municipal Power Agency's basic financial statements. The combining statement as listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements.

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

BKD, LLP

Dallas, Texas
December 3, 2019

Texas Municipal Power Agency
Management's Discussion and Analysis ("MD&A")
For the Years Ended September 30, 2019 and 2018
(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.

Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to Texas Municipal Power Agency, Finance Department, P.O. Box 7000, Bryan, Texas 77805 or visit our website at www.texasmpa.org.

Financial and Operational Highlights for Fiscal Year Ended September 30, 2019

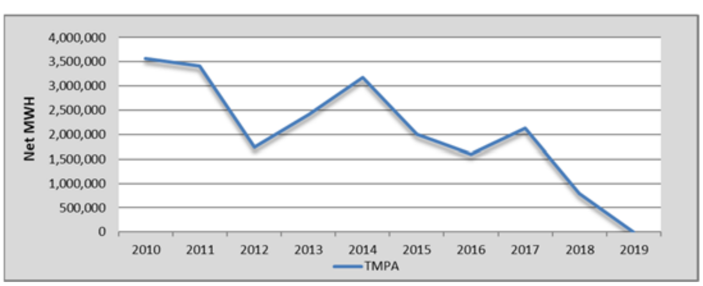
Over the past decade, the Texas energy market has taken several considerable turns. Until the end of FY 2017, Gibbons Creek operated in a load-following mode, increasing and decreasing generation to follow electrical demand's daily peaks and valleys. More recently, Gibbons Creek's operational status with ERCOT transitioned to: Seasonal Operations, effective September 26, 2017 (operated from May 21, 2018 through September 18, 2018); Reserve Shutdown, effective October 1, 2018; and Indefinite Mothball, effective June 1, 2019. On June 28, 2019, a notification to ERCOT was made to remove Gibbons Creek from the ERCOT system, effective October 23, 2019. The unit was actually removed from the ERCOT system on October 30, 2019.

Effective September 1, 2016, TMPA and the Member Cities entered into a Joint Operating Agreement ("JOA") addressing ownership, operational, and contractual issues associated with TMPA following the expiration of the Power Sales Contract ("PSC"). The PSC expired as to the City of Greenville on September 1, 2018, and expired as to the remaining Cities on September 30, 2018. Unless terminated earlier through the mutual consent of all parties, the JOA remains in effect until the dissolution of TMPA.

Effective September 1, 2018, the "Debt Discharge Date" occurred, i.e. the date on which all TMPA Generation Debt was paid off. The only debt remaining after September 1, 2018 is Transmission Debt.

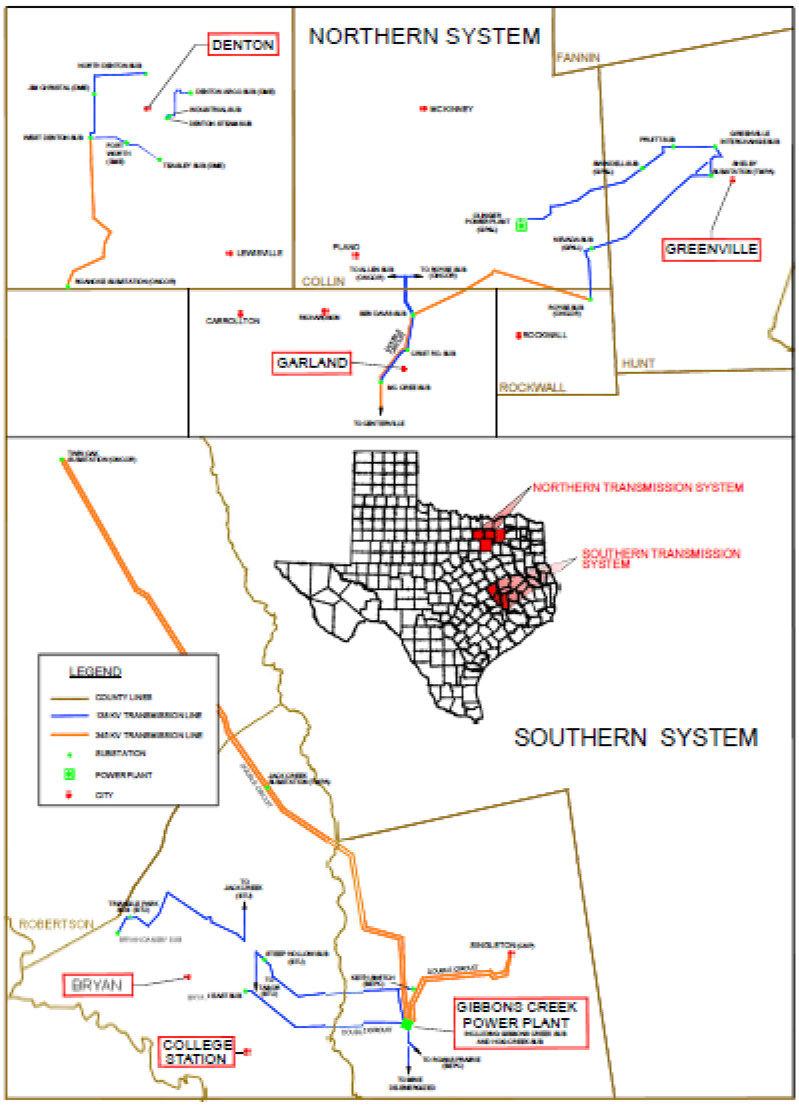
In 2016 and 2017, the Agency issued requests for proposals ("RFPs") regarding the proposed sale of the Agency's generation assets and a portion of the Agency's transmission assets. Certain proposals received in connection with the 2016 and 2017 RFPs were pursued, but negotiations were ultimately discontinued. In 2019, the Agency issued an RFP involving only the sale of generation assets. Proposals were received in August 2019 and are undergoing evaluation by TMPA.

The graph below illustrates generation for the 10-year period ending FY 2019.



TMPA has approximately 350 circuit miles of transmission lines (both 345 kV and 138 kV), 1 mile of 69 kV transmission line, 13 substations, and maintains additional transmission assets within jointly-owned transmission stations. TMPA is a registered Transmission Owner in ERCOT and is represented in various technical working groups which support the ongoing operation of the ERCOT grid. A map of the TMPA transmission system can be found below.

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.



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

	September 30,		
	2019	**2018**	**2017**
Assets and Deferred Outflows of Resources			
Assets			
Current Assets			
Current Unrestricted Assets	$ 47,559	$ 54,506	$ 52,658
Current Restricted Assets	9,661	1,973	1,181
Total Current Assets	57,220	56,479	53,839
Noncurrent Assets, Net			
Electric Plant	192,771	195,785	208,355
Other Assets	116,212	17,159	144,498
Total Noncurrent Assets	308,983	212,944	352,853
Total Assets	366,203	269,423	406,692
Deferred Outflows of Resources			
Unamortized Excess Cost on Advance Refunding of Debt	-	-	403
Total Deferred Outflows of Resources	-	-	403
Total Assets and Deferred Outflows of Resources	$ 366,203	$ 269,423	$ 407,095
Liabilities and Net Position			
Liabilities			
Current Liabilities			
Current Liabilities	$ 48,006	$ 37,991	$ 140,414
Total Current Liabilities	48,006	37,991	140,414
Noncurrent Liabilities			
Long Term Debt	213,298	214,487	207,824
Noncurrent Liabilities Other Than Debt	120,372	2,730	13,970
Total Noncurrent Liabilities	333,670	217,217	221,794
Total Liabilities	381,676	255,208	362,208
Net Position (Deficit)			
Net Investment in Capital Assets	(11,271)	(9,716)	1,740
Restricted for Insurance Claims	-	-	2,093
Unrestricted	(4,202)	23,931	41,054
Total Net Position (Deficit)	(15,473)	14,215	44,887
Total Liabilities and Net Position (Deficit)	$ 366,203	$ 269,423	$ 407,095

Statements of Net Position Information
Explanations of Significant Variances Between FY 2018 and FY 2019

Current Unrestricted Assets decreased $6.9 million (13%) due primarily to a lower cash balance in the operating account at TexPool at year-end.

Current Restricted Assets increased $7.7 million (390%) due primarily to the Agency booking a receivable from the Member Cities which corresponds to the decommissioning liability discussed below (see Note 11 for further detail).

Electric Plant decreased by $3.0 million (2%) as depreciation exceeded additions.

Other Assets increased by $99.1 million (577%) due primarily to the Agency booking a receivable from the Member Cities which corresponds to the decommissioning liability discussed below (see Note 11 for further detail).

Current Liabilities increased $10.0 million (26%) due primarily to the decommissioning/environmental remediation liability booked (see Note 11 for further detail).

Long-Term Debt decreased by $1.2 million (1%) due to the FY 2019 debt service payments on the Series 2010 and Series 2017 Transmission Bonds offset by 3.9 million in draws on new debt.

Non-Current Liabilities Other Than Debt increased by $117.6 million (4,309%) due primarily to the decommissioning/environmental remediation liability booked (see Note 11 for further detail).

Net Position (Deficit) decreased by $29.7 million (209%). Net position (deficit) is comprised of two components: net investment in capital assets and unrestricted. The decrease in net position was impacted primarily by the decommissioning/environmental remediation liability booked (see Note 11 for further detail) and member refunds.

Statements of Net Position Information
Explanations of Significant Variances Between FY 2017 and FY 2018

Current Unrestricted Assets increased $1.8 million (4%) primarily due to increased cash as the Agency was under budget, which was somewhat offset by decrease in inventory. Current unrestricted assets at the end of fiscal year end 2018 consist of cash and investments, accounts receivable, and interest receivable.

Current Restricted Assets increased $0.8 million (67%). Current restricted assets consist primarily of cash to pay for the ensuing debt service payments.

Electric Plant decreased by $12.6 million (6%) due to the final impairment of generation assets. See Note 8 for further detail on the impairment.

Other Assets decreased by $127.3 million (88%). Other assets consist of regulatory assets and non-current restricted cash and investments. The decrease is primarily due to the complete recovery of debt principal for the Series 2013 Generation bonds, which were paid off as of September 1, 2018 and significantly reduced the recorded regulatory asset.

Current Liabilities decreased $102.4 million (73%). The decrease is primarily due to the Series 2013 Generation bonds being paid off as of September 1, 2018.

Long-Term Debt increased by $6.7 million (3%) due to the issuance of the Series 2017 Transmission bonds.

Non-Current Liabilities Other Than Debt decreased by $11.2 million (80%) primarily due to the reduction in the liability for Other Post-Employment Benefits, discussed in further detail in Note 8.

Net Position decreased by $30.7 million (68%). Net position is comprised of three components: net investment in capital assets, restricted for insurance claims, and unrestricted. The decrease in net position was impacted by the annual refund to the Member Cities of unrestricted excess revenues and the final impairment of the generation assets.

Texas Municipal Power Agency
Operating Information
(Dollars in Thousands)

	For the Years-Ended September 30, 2019	2018	2017
Operating Revenues			
Power Sales	$ 7,246	$ 130,072	$ 230,755
Transmission Revenues	45,587	44,384	44,314
Other Operating Revenues	473	1,015	2,086
Total Operating Revenues	53,306	175,471	277,155
Operating Expenses			
Fuel	-	19,437	49,177
Power Production - Operation and Maintenance	5,106	9,610	19,423
Transmission - Operation and Maintenance	3,379	3,661	3,656
Administrative and General	3,602	4,582	3,565
Transmission System Access Fee	5,972	24,011	24,171
Decommissioning Cost	126,444	-	-
Depreciation Expense	7,559	7,468	21,223
Renewals and Replacements	-	-	30
Total Operating Expenses	152,062	68,769	121,245
Income (Loss) from Operations	(98,756)	106,702	155,910
Other Income (Expense)			
Investment Revenue	1,116	666	715
Member Contributions	106,377	5,507	-
Miscellaneous Other Income (Expense)	(55)	612	2,207
Total Other Income	107,438	6,785	2,922
Interest Charges			
Interest Expense on Debt	9,868	9,935	11,058
Bond Issuance Cost	-	961	-
Amortization of Debt Premium and Excess Cost on Advance Refunding of Debt	(729)	(262)	130
Total Interest Charges	9,139	10,634	11,188
Impact of Regulatory Assets on Change in Net Position	176	(117,713)	74,603
Unearned Revenue Recognized	-	32,037	34,949
Net Revenues before Refunds	(281)	17,177	257,196
Refunds to Member Cities	(29,407)	(28,983)	(36,291)
Change in Net Position before Impairment of Electric Plant	(29,688)	(11,806)	220,905
Impairment of Electric Plant	-	(18,866)	(208,412)
Change in Net Position	(29,688)	(30,672)	12,493
Net Position (Deficit)			
Beginning Balance	14,215	44,887	32,394
Ending Balance	$ (15,473)	$ 14,215	$ 44,887

Operating Information
Explanations of Significant Variances Between FY 2018 and FY 2019

Power Sales revenue decreased $122.8 million (94%) due to the plant transitioning to Reserve Shutdown, effective October 1, 2018 and then Indefinite Mothball, effective June 1, 2019. 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. Energy charges were zero in FY 2019 as a result of no generation.

Other Operating Income decreased $0.5 million (53%) due primarily to lower fly ash sales in FY 2019 compared to FY 2018 resulting from no generation in FY 2019. A small amount of fly ash sales was recognized in FY 2019 when the fly ash silos were emptied in preparation for Reserve Shutdown.

Fuel Expense decreased $19.4 million (100%) due to no generation in FY 2019.

Power Production O&M Expense decreased $4.5 million (47%) due to the plant entering into Reserve Shutdown.

Administrative & General O&M Expense decreased $1.0 million (21%) due to several cost reductions related to the plant entering into Reserve Shutdown. These reductions include lower insurance requirements, as well as lower support costs with reduced staff.

Transmission System Access Fee decreased $18.0 million (75%) due to the expense being directly billed to the Member Cities effective January 1, 2019.

Decommissioning Cost increased $126.4 million (100%) due to the decommissioning/environmental remediation liability booked (see Note 11 for further detail).

Investment Revenue increased $0.5 million (68%) due primarily to a higher average balance in the Agency's operating fund. The FY 2018 annual refund to the Member Cities was not disbursed until January 2019.

Member Contributions increased $100.9 million (1,832%) due to the Agency booking a receivable from the Member Cities which corresponds to the decommissioning liability discussed above (see Note 11 for further detail).

Miscellaneous Other Income (Expense) decreased $0.7 million (109%) due to the receipt of funds from Magellan for a pipeline easement in FY 2018.

Bond Issuance Cost decreased $1.0 million (100%) due to the issuance of the Series 2017 Transmission Bonds in FY 2018.

Amortization of Debt Premium and Excess Cost on Advance Refunding of Debt increased $0.5 million (178%). The loss on advance refunding for the Series 2010 Transmission Bonds was fully amortized as of the end of FY 2018.

Impact of Regulatory Assets on Change in Net Position decreased $117.9 million (100%) due primarily to the pay-off of all generation debt as of September 1, 2018.

Unearned Revenue Recognized decreased $32.0 million (100%). The Member Cities had provided cash to refund the generation portion of the Series 2003, 2004, and 2004A Bonds. That prepayment was amortized over the life of the Power Sales Contract, which expired in September 2018.

Operating Information
Explanations of Significant Variances Between FY 2017 and FY 2018

Power Sales revenue decreased $100.7 million (44%) due to the plant entering a seasonal operations mode, only operating during the summer months. 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.

Other Operating Income decreased $1.1 million (51%) primarily due to lower fly ash sales in FY 2018 compared to FY 2017 resulting from decreased generation.

Fuel Expense decreased $29.7 million (60%) due to lower generation in FY 2018 compared to FY 2017.

Power Production O&M Expense decreased $9.8 million (51%) due to the plant entering a seasonal operations mode, only operating during the summer months.

Depreciation Expense decreased $13.8 million (65%) due to 96.8% impairment of the generation assets that was effective September 30, 2017. The final impairment was effective September 30, 2018.

Contributed Capital increased $5.5 million (100%) due to the receipt of assets from third parties that paid for the construction of and/or improvements to the Agency's Transmission system.

Miscellaneous Other Income (Expense) decreased $1.6 million (72%) primarily due to two transactions in FY 2017: i) the receipt of funds from CenterPoint Energy for a transmission line easement in connection with the Houston Import Project; and ii) the receipt of funds from Cross Texas Transmission for a transmission line easement.

Bond Issuance Cost increased $1.0 million (100%) due to the issuance of the Series 2017 Transmission Bonds. See Note 6 for further detail.

Impact of Regulatory Assets on Change in Net Position increased $192.3 million (258%) due primarily to the payoff of all generation debt as of September 1, 2018, which significantly reduced the regulatory asset recorded on the Statement of Net Position.

Refunds to Member Cities decreased $7.3 million (20%) due to a combination of two factors. Debt service coverage refunds were lower in FY 2018 compared to FY 2017. Debt service coverage is budgeted annually equal to 1.26 times debt service (except on Series 2013 bonds which only require 1.00 coverage) and then refunded back to the Member Cities after required coverage is satisfied. Since debt service requirements (less Series 2013) were lower in FY 2018 than in FY 2017, budgeted debt service coverage was lower. In addition, an annual refund of eligible excess funds was made available to the Member Cities in FY 2018. There was no annual refund in FY 2017.

TEXAS MUNICIPAL POWER AGENCY

BASIC FINANCIAL STATEMENTS

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

Assets

	September 30,	
Assets	**2019**	**2018**
Current Assets		
Current Unrestricted Assets		
Cash and Cash Equivalents	$ 40,441	$ 45,879
Accounts Receivable and Other	7,118	8,627
Total Current Unrestricted Assets	47,559	54,506
Current Restricted Assets		
Cash and Cash Equivalents	1,135	1,135
Member Receivable - Decommission Obligation	7,901	-
Prepaids	625	838
Total Current Restricted Assets	9,661	1,973
Total Current Assets	57,220	56,479
Noncurrent Assets		
Electric Plant		
In Service	364,026	373,911
Less Accumulated Depreciation	(178,391)	(182,096)
Total Net Plant	185,635	191,815
Construction Work in Progress	7,136	3,970
Total Electric Plant	192,771	195,785
Other Assets		
Restricted Cash and Cash Equivalents	12,404	12,028
Restricted Member Receivable - Decommission Obligation	98,501	-
Regulatory Assets	5,307	5,131
Total Other Assets	116,212	17,159
Total Noncurrent Assets	308,983	212,944
Total Assets	$ 366,203	$ 269,423

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

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

Liabilities and Net Position

	September 30, 2019	September 30, 2018
Liabilities		
Current Liabilities		
Current Maturities of Revenue Bonds	$ 4,360	$ 4,150
Accrued Interest Payable	772	789
Accounts Payable	1,721	3,885
Accrued Distribution to Member Cities	29,407	26,335
Accrued Compensation and Pension Benefits	444	457
Accrued Mine Reclamation Cost	2,524	2,375
Decommissioning Cost	8,778	-
Total Current Liabilities	48,006	37,991
Noncurrent Liabilities		
Long-Term Debt		
Revenue Bonds	182,565	186,925
Unamortized Premium	7,333	8,062
Tax Exempt Commercial Paper	23,400	19,500
Total Long-Term Debt	213,298	214,487
Other Employee Retirement Benefits	1,966	2,005
Accrued Mine Reclamation Cost	741	725
Decommissioning Cost	117,665	-
Total Other Long-Term Obligations	120,372	2,730
Total Noncurrent Liabilities	333,670	217,217
Total Liabilities	381,676	255,208
Net Position (Deficit)		
Net Investment in Capital Assets	(11,271)	(9,716)
Unrestricted	(4,202)	23,931
Total Net Position (Deficit)	(15,473)	14,215
Total Liabilities and Net Position (Deficit)	$ 366,203	$ 269,423

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, 2019	2018
Operating Revenues		
Power Sales	$ 7,246	$ 130,072
Transmission Revenues	45,587	44,384
Other Operating Revenues	473	1,015
Total Operating Revenues	53,306	175,471
Operating Expenses		
Fuel	-	19,437
Power Production - Operation and Maintenance	5,106	9,610
Transmission - Operation and Maintenance	3,379	3,661
Administrative and General	3,602	4,582
Transmission System Access Fee	5,972	24,011
Decommissioning Cost	126,444	-
Depreciation Expense	7,559	7,468
Total Operating Expenses	152,062	68,769
Income (Loss) from Operations	(98,756)	106,702
Other Income (Expense)		
Investment Revenue	1,116	666
Member Contributions	106,377	5,507
Miscellaneous Other Income (Expense), Net	(55)	612
Total Other Income	107,438	6,785
Interest and Finance Charges		
Interest Expense on Debt	9,868	9,935
Bond Issuance Cost	-	961
Amortization of Debt Premium and Excess Cost on Advance Refunding of Debt	(729)	(262)
Total Interest and Finance Charges	9,139	10,634
Impact of Regulatory Assets on Change in Net Position	176	(117,713)
Unearned Revenue Recognized	-	32,037
Net Revenues before Refunds	(281)	17,177
Refunds to Member Cities	(29,407)	(28,983)
Change in Net Position before Impairment of Electric Plant	(29,688)	(11,806)
Impairment of Electric Plant	-	(18,866)
Change in Net Position	(29,688)	(30,672)
Net Position (Deficit)		
Beginning Balance	14,215	44,887
Ending Balance	$ (15,473)	$ 14,215

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, 2019	2018
Cash Flows from Operating Activities		
Cash Received from Power Sales	$ 10,279	$ 129,404
Cash Received from Transmission Revenues	39,750	29,356
Cash Received from Other Revenues	871	1,787
Cash Received from TxDOT	722	-
Cash Paid to Suppliers	(14,235)	(42,089)
Cash Paid to Employees	(2,191)	(7,557)
Net Cash Provided by Operating Activities	35,196	110,901
Cash Flows from Capital and Related Financing Activities		
Proceeds from Issuance of Debt	3,900	23,400
Construction Work in Progress	(4,783)	(4,994)
Payment of Principal on Debt	(4,150)	(105,910)
Debt issuance costs	-	(961)
Interest Paid on Debt	(10,006)	(9,836)
Refunds to Member Cities	(26,335)	(5,672)
Net Cash Used for Capital and Related Financing Activities	(41,374)	(103,973)
Cash Flows from Investing Activities		
Interest and Dividends on Investments	1,116	666
Net Cash Provided by Investing Activities	1,116	666
Net Increase (Decrease) in Cash and Cash Equivalents	(5,062)	7,594
Beginning Cash and Cash Equivalents Balance	59,042	51,448
Ending Cash and Cash Equivalents Balance	$ 53,980	$ 59,042

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

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

	2019	2018
Income (Loss) From Operations	$ (98,756)	$ 106,702
Adjustments to Reconcile Income from Operations to Net Cash Provided by Operating Activities:		
Depreciation Expense	7,559	7,468
Change in Accounts Receivables and Other	1,718	(373)
Change in Inventories	-	127
Change in Accrued Mine Reclamation Cost	165	39
Change in Accounts Payable	(2,164)	138
Change in Decommissioning Liability	126,444	-
Change in Accrued Compensation and Fringe Benefits	(7)	(3,200)
Miscellaneous Non-Operating Activities	237	-
Total	133,952	4,199
	$ 35,196	$ 110,901

Supplemental Cash Flows Information

Capital invoices totaling $1,065,528 and $1,128,925 are included in accounts payable at September 30, 2019 and 2018, respectively. In FY 2018, the Agency was contributed $5.5 million of transmission related capital assets.

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

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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. In 2015, the Legislature enacted Subchapter C-1, Chapter 163, Utilities Code (the "Act"). The Act permits the Member Cities of TMPA to adopt concurrent ordinances electing for TMPA to be governed by the Act. In 2016, the Member Cities adopted the concurrent ordinances electing for TMPA to be governed by 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. In comparison to Subchapter C which previously governed TMPA, the Act, among other things, expands TMPA's authority in relation to the sale of electric facilities, authorizes the Member Cities to modify the governance structure of TMPA, and provides a procedure under which TMPA may be dissolved.

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 were 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 TMPA's debts.

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 was obligated to take or pay for a specified percentage of electricity from TMPA's generating facility. Those percentages were 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.

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, was 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. Two additional series of Transmission Debt, one of which is a revolving note program, were issued on December 1, 2017.

The term of the Contract was for a period of 35 years from September 1, 1976 or until all bonds and certain other indebtedness of the Agency were paid, whichever occurred later. On September 1, 2018, the "Debt Discharge Date" occurred, i.e. the date on which all Generation Debt of TMPA was paid off. On this date, the Contract expired as to the City of Greenville, but was extended by, and only as to, the cities of Bryan, Denton, and Garland pursuant to the Joint Operating Agreement, discussed below, to September 30, 2018. As of September 30, 2018, the Contract had expired as to all four Cities.

Effective on September 1, 2018, budgets and charges to recover TMPA's costs began to be made pursuant to a Joint Operating Agreement between TMPA and the Member Cities, which became effective on September 1, 2016. See note 8 for a description of the Joint Operating Agreement.

Until September 18, 2018, TMPA operated 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. On June 6, 2019, the TMPA Board of Directors voted to permanently retire GCSES. TMPA is now engaged in the decommissioning of GCSES (see Note 11).

TMPA also owns and operates electric transmission assets in the State of Texas. These assets provide wholesale transmission services to distribution service providers in the Electric Reliability Council of Texas ("ERCOT") system.

Regulation

The Agency's Board of Directors regulates TMPA's generation and decommissioning activities. Transmission activities are regulated by ERCOT, the PUCT, and the Texas Reliability Entity Inc. 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. The reclamation of the mine is regulated by the Railroad Commission of Texas.

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, deferred outflows of resources, 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 FY 2019

GASB Statement No. 83 ("GASB 83"), Certain Asset Retirement Obligations, establishing uniform criteria for governments to recognize and measure certain asset retirement obligations (AROs). An ARO is defined as a legally enforceable liability associated with the retirement of a tangible capital asset. An ARO is recognized when the liability is incurred, which is manifested by the occurrence of both an external obligating event (such as a legally binding contract or a court judgment) and an internal obligating event (such as placing a tangible capital asset into service). A government also recognizes a deferred outflow of resources when it recognizes an ARO liability. The ARO is measured at the best estimate of the current value of outlays expected to be incurred. Additional note disclosures are required. GASB 83 required the Agency to record a liability on its financial statements for the decommissioning of the Gibbons Creek unit as of September 30, 2019. Since the Member Cities are obligated to pay the full cost of decommissioning, the Agency has also recorded a receivable. See Note 11 for further detail.

GASB Statement No. 88 ("GASB 88"), Certain Disclosures Related to Debt, Including Direct Borrowings and Direct Placements, improving the information that is disclosed in the notes to the financial statements related to debt, including direct borrowings and direct placements. It also clarifies which liabilities the Agency should include when disclosing information related to debt. GASB's goal for this statement is to improve financial reporting by providing users of the financial statements with essential information that currently is not consistently provided across the industry. Implementation of GASB 88 had no impact on the financial statements.

GASB Pronouncements Effective in FY 2018

GASB Statement No. 75 ("GASB 75"), Accounting and Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans, requiring governmental entities to report a liability related to "other post-employment benefit plans" on the face of the financial statements and requiring extensive note disclosures and required supplementary information. Implementation of this statement did not result in a restatement since the liability under GASB 45 had been previously offset by a regulatory asset (was to be captured by future rates charged to members). Liability under GASB 75 will continue to be offset by regulatory asset. Restatement of the 2017 financial statements was not practical because prior year information calculated under the provisions of GASB is not available. See Note 7 for further detail.

GASB Statement No. 85 ("GASB 85"), "Omnibus 2017", addressing practice issues that have arisen during implementation of other GASB standards. Implementation of GASB 85 had no impact on the financial statements.

GASB Statement No. 86 ("GASB 86"), "Certain Debt Extinguishment Issues", eliminating an inconsistency in the literature related to in-substance defeasance of debt. Under previous guidance, debt could only be considered defeased if there was a refunding. GASB 86 now allows defeasance treatment even if the government uses existing assets and does not issue new debt. Implementation of GASB 86 had no impact on the financial statements.

GASB Pronouncements Issued but Not Yet Effective

In January 2017, GASB issued Statement No. 84 ("GASB 84"), Fiduciary Activities. GASB 84 establishes criteria for identifying fiduciary activities. It presents separate criteria for evaluating component units, pension and other postemployment benefit arrangements, and other fiduciary activities. GASB 84 is effective for the fiscal period ending September 30, 2020 and may require inclusion of the employment benefit plan financial information in the annual financial statements. Additional analysis will be performed.

In June 2017, GASB issued Statement No. 87 ("GASB 87"), Leases. GASB 87 requires recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. GASB 86 is effective for the fiscal period ending September 30, 2021, however implementation will have no impact on the Agency.

In June 2018, GASB issued Statement No. 89, Accounting for Interest Cost Incurred before the End of a Construction Period ("GASB 89"). GASB 89 requires that interest costs incurred before the end of a construction period be recognized as expenses in the period in which the costs are incurred. As a result, the interest cost incurred before the end of a construction period will not be included in the historical cost of a capital asset reported in a business-type activity or enterprise fund. Although GASB 89 is not effective until periods after December 2019, the Agency will begin application of GASB No. 89 at the beginning of FY 2020. GASB 89 will be applied prospectively to interest incurred after the date of adoption.

In August 2018, GASB issued Statement No. 90 ("GASB 90"), Majority Equity Interests. GASB 90 improves the consistency and comparability of reporting of a government's majority interest in a legally separate organization and improves the relevance of financial statement information for certain component units. GASB 90 is effective for the fiscal year ending September 30, 2020, however implementation will have no impact on the Agency.

In May 2019, GASB issued Statement No. 91 ("GASB"), Conduit Debt Obligations. The primary objectives of this Statement are to provide a single method of reporting conduit debt obligations by issuers and eliminate diversity in practice associated with (1) commitments extended by issuers, (2) arrangements associated with conduit debt obligations, and (3) related note disclosures. GASB 91 is effective for the fiscal year ending September 30, 2021, however implementation will have no impact on the Agency.

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. As of September 30, 2018, the generation assets were fully impaired and have no remaining book value. 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 and that have a useful life greater than one year to be capitalized.

Electric plant components, net of accumulated depreciation as of September 30, 2019 and 2018 are as follows (in thousands):

Summary of Additions, Less Transfers and Retirements to Plant

Electric Plant	Oct. 1, 2018	Additions	Transfers	Retirements / Disposals	Sept. 30, 2019
Transmission	$ 304,944	$ -	$ 1,673	$ (2,158)	$ 304,459
Mine-Related	52,632	-	-	-	52,632
Other	15,417	-	-	(9,400)	6,017
Intangible Assets	918	-	-	-	918
Total Electric Plant	373,911	-	1,673	(11,558)	364,026
Accumulated Depreciation					
Generation	-	-	-	-	-
Transmission	(143,174)	(7,014)	-	2,276	(147,912)
Mine-Related	(29,858)	-	-	-	(29,858)
Other	(8,988)	(545)	-	8,988	(545)
Intangible Assets	(76)	-	-	-	(76)
Total Accumulated Depreciation	(182,096)	(7,559)	-	11,264	(178,391)
Construction Work in Progress	3,970	4,839	(1,673)	-	7,136
Total Electric Plant, Net of Accumulated Depreciation	$ 195,785	$ (2,720)	$ -	$ (294)	$ 192,771

Electric Plant	Oct. 1, 2017	Additions	Transfers	Retirements / Disposals	Sept. 30, 2018
Generation	$ 22,124	$ -	$ -	$ (22,124)	$ -
Transmission	290,245	6,078	10,595	(1,974)	304,944
Mine-Related	52,632	-	-	-	52,632
Other	19,373	429	(717)	(3,668)	15,417
Intangible Assets	918	-	-	-	918
Total Electric Plant	385,292	6,507	9,878	(27,766)	373,911
Accumulated Depreciation					
Generation	(9,349)	(605)	-	9,954	-
Transmission	(138,002)	(6,863)	-	1,691	(143,174)
Mine-Related	(29,858)	-	-	-	(29,858)
Other	(9,453)	-	-	465	(8,988)
Intangible Assets	(76)	-	-	-	(76)
Total Accumulated Depreciation	(186,738)	(7,468)	-	12,110	(182,096)
Construction Work in Progress	9,801	4,047	(9,878)	-	3,970
Total Electric Plant, Net of Accumulated Depreciation	$ 208,355	$ 3,086	$ -	$ (15,656)	$ 195,785

Capitalized Interest

TMPA capitalized interest costs of $121,067 and $176,571 during 2019 and 2018, respectively. The Agency will adopt GASB 89 effective the beginning of FY 2020 (discussed in further detail above).

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 Fully impaired as of September 30, 2018
Transmission Assets 40 Years
Other Utility Plant 5 to 20 Years

Annual depreciation provisions expressed as a percentage of average depreciable plant were approximately 2.4% and 2.0% in 2019 and 2018, respectively. During 2019 and 2018, depreciation expense was $7,559,005 and $7,468,114, respectively. See Note 9 for additional information regarding generation plant impairment.

Summary of Additions, Less Transfers and Retirements

As of September 30, 2019, accumulated depreciation activity of $3.7 million includes depreciation expense of $7.5 million, and retirements of $11.2 million. As of September 30, 2018, accumulated depreciation activity of $4.6 million includes depreciation expense of $7.5 million, an impairment charge of $10.0 million, and retirements of $2.1 million.

Investments

Investments are stated at amortized cost and consist of investments in the Texas Local Government Investment Pool ("TexPool").

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 measured at amortized cost as the pool meets requirements of GASB No. 79. Investment objective and strategies are to seek preservation of principal, liquidity and current income. The pool offers same day access to investment funds.

Charges

TMPA's charges billed to the Cities are designed to cover annual costs as defined in the Resolutions, the Contract, and the Joint Operating Agreement. 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 charges 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 excess funds to the Cities after ensuring that debt service coverage requirements are met, and certain reserves are maintained.

Revenues

Revenues 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. Beginning September 1, 2018, in accordance with the Joint Operating Agreement, these fixed costs are charged separately by business unit: Generation, Transmission, and Mine. The energy component was based on a per unit generation amount and was recognized as generation occurred. As of October 2018, the Agency no longer produces electricity and therefore, there is no longer an energy component. As of September 30, 2019 and 2018, the Agency had outstanding receivable balances related to Member Cities' revenues of $0 and $3.0 million, respectively. See Note 10 for further information. 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. Although GCSES is no longer operated, the Generation division continues to incur expenses related to maintaining plant equipment in preparation for either the sale or decommissioning of the assets. These expenses are recovered as part of the Generation charge to the Member Cities.

Contributed Capital

Capital assets received from third parties who constructed and/or made improvements to the Agency's Transmission system are classified as contributed capital. These funds are recognized in the year in which they are received, as the assets have been fully conveyed to the Agency.

Transmission System Access Fee

The PUCT sets rates for wholesale transmission services within ERCOT. Until January 2019, TMPA paid these fees. They are now billed directly to the Member Cities.

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, 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. Estimated mine reclamation costs will be recovered through fiscal budget components.

Debt-Related Costs

Bond premiums and discounts are amortized over the terms of related bond issues under the effective interest method. 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. At September 30, 2019 and 2018, cash equivalents include amounts held at TexPool.

Net Position

Net position is displayed in two components – net investment in capital assets, and 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.

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

When both restricted and unrestricted resources are available for use, it is the Agency's policy to use restricted resources first, then unrestricted resources as needed.

3. Restricted Assets

Restricted assets include those assets comprising the Subordinate Lien Bond (Series 2010 Bonds), Subordinate Lien Reserve (Series 2010 Bonds), Subordinate Lien Bond (Series 2017 Bonds), Subordinate Lien Reserve (Series 2017 Bonds), and Project Construction 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.

Subordinate Lien Bond Fund (Series 2010 Bonds) and Subordinate Lien Reserve Fund (Series 2010 Bonds) assets are for use in paying the interest and principal of outstanding Series 2010 Bonds. Subordinate Lien Bond Fund (Series 2017 Bonds) and Subordinate Lien Reserve Fund (Series 2017 Bonds) assets are for use in paying the interest and principal of outstanding Series 2017 Bonds. Project Construction Fund assets are available to pay costs associated with the Series "A" Notes.

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

Fund Type:	2019	2018
Subordinate Lien Bond Fund (Series 2010 Bonds)	$ 813	$ 753
Subordinate Lien Reserve Fund (Series 2010 Bonds)	8,151	7,965
Subordinate Lien Bond Fund (Series 2017 Bonds)	531	493
Subordinate Lien Reserve Fund (Series 2017 Bonds)	3,974	3,883
Project Construction Funds (Series "A" Notes)	70	69
Total Funds	$ 13,539	$ 13,163

4. Investments

As of September 30, 2019 and 2018, the Agency's portfolio is invested entirely in the Texas Local Government Investment Pool ("TexPool"), a local government investment pool, and is stated at amortized cost per share. Balances maintained at TexPool as of September 30, 2019 and 2018 were $53,068 and $58,322, respectively. 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.

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

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.

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.

As of September 30, 2019 and 2018, TMPA had recorded cash deposits of $0.91 million and $0.72 million, respectively. Bank statement balances as of September 30, 2019 and 2018 were $1.06 million and $1.07 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 was 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. It was planned for the Risk Management Program to 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 7. 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 had no liabilities included in accounts payable at September 30, 2019 or 2018, based on the requirements of GASB 10 and GASB 30.

The Risk Management Program terminated, as scheduled, on July 1, 2018. At that time, the remaining funds were transferred to the Agency's operating account, as all future insurance costs will be funded through charges to the Member Cities.

6. Long-Term Debt

The Agency's long-term debt consists of the following at September 30, 2019 and 2018 (in thousands):

	Outstanding October 1, 2018	Issued / Increased	Redeemed / Decreased	Accretion / Amortization Premium / Discount	Outstanding September 30, 2019	Principal Due Within One Year
Revenue Bonds Series						
2010	$ 107,421	$ -	$ (2,785)	$ (268)	$ 104,368	$ 2,925
2017	91,716	-	(1,365)	(461)	89,890	1,435
Total Revenue Bonds	199,137	-	(4,150)	(729)	194,258	4,360
Series "A" Revolving Notes	19,500	3,900	-	-	23,400	-
Total Long-term Debt	$ 218,637	$ 3,900	$ (4,150)	$ (729)	$ 217,658	$ 4,360

	Outstanding October 1, 2017	Issued / Increased	Redeemed / Decreased	Accretion / Amortization Premium / Discount	Outstanding September 30, 2018	Principal Due Within One Year
Revenue Bonds Series						
2010	$ 110,384	$ -	$ (2,675)	$ (288)	$ 107,421	$ 2,785
2013	91,130	-	(91,130)	-	-	-
2017	-	92,093	-	(377)	91,716	1,365
Total Revenue Bonds	201,514	92,093	(93,805)	(665)	199,137	4,150
Non-Taxable Commercial Paper	100,115	-	(100,115)	-	-	-
Series "A" Revolving Notes	-	19,500	-	-	19,500	-
Total Long-term Debt	$ 301,629	$ 111,593	$ (193,920)	$ (665)	$ 218,637	$ 4,150

Revenue Bonds outstanding, as of September 30, 2019 and 2018, respectively, are (in thousands):

Series	Current Amount Outstanding 2019		Long-Term Amount Outstanding 2019		Maturity From	Maturity To	Range of Interest Rates From	Range of Interest Rates To	Earliest Redemption Date
2010	$	2,925	$	100,130	2012	2040	3.000	5.000	2012
2017		1,435		82,435	2019	2047	5.000	5.000	2019
Total	$	4,360	$	182,565					

Series	Current Amount Outstanding 2018		Long-Term Amount Outstanding 2018		Maturity From	Maturity To	Range of Interest Rates From	Range of Interest Rates To	Earliest Redemption Date
2010	$	2,785	$	103,055	2012	2040	3.000	5.000	2012
2017		1,365		83,870	2019	2047	5.000	5.000	2019
Total	$	4,150	$	186,925					

Debt service requirements for the revenue bonds for the next twenty-eight years as of September 30, 2019, are as follows (in thousands):

Year	Principal		Interest		Total	
2020	$	4,360	$	9,261	$	13,621
2021		4,580		9,043		13,623
2022		4,810		8,814		13,624
2023		5,045		8,573		13,618
2024		5,300		8,321		13,621
2025 - 2029		30,585		37,516		68,101
2030 - 2034		38,815		29,291		68,106
2035 - 2039		49,440		18,654		68,094
2040 - 2044		28,660		7,473		36,133
2045 - 2047		15,330		1,558		16,888
		186,925	$	138,504	$	325,429
Unamortized Premium		7,333				
Total	$	194,258				

On December 1, 2017, TMPA issued $85,235,000 of System Net Revenue/Transmission Revenue Converting Security Refunding Bonds, Series 2017. These bonds were issued at a premium of $6,858,130. Proceeds from this issuance were used to pay off the Series 2005 Tax-Exempt Commercial Paper Notes. These obligations are allocable to the outstanding debt of the Agency issued to finance or refinance its transmission facilities. Prior to the debt discharge date (the date of final payment or discharge of all old system debt), the bonds were secured by a pledge of the net revenues of the Agency's system. Effective on and after the discharge date, the bonds became secured by a pledge of net revenues of the Agency's transmission system and by amounts on deposit in the Series 2017 Reserve Fund.

On December 1, 2017, TMPA issued an initial installment of $10,100,000 of Subordinated System Net Revenue/Transmission Revenue Converting Security Direct Purchase Revolving Notes, Series A Notes. Proceeds from this issuance were used to pay for ongoing Transmission projects that had not yet been placed in service. On August 1, 2018 and August 1, 2019, TMPA issued additional installments of $9,400,000 $3,900,000, respectively, of the Series A Notes to fund new Transmission projects. With capacity of $60,000,000, TMPA will continue to issue the Series A Notes as funds are necessary for future Transmission projects.

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 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.

7. 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%. Beginning October 1, 2017, the Plan was amended to vest participants at 100% when they voluntarily severe service. Participants are immediately vested in their voluntary contributions plus actual earnings thereon.

Membership in the plan was 58 and 72 participants as of September 30, 2019 and 2018, respectively.

Retirement plan costs for 2019 and 2018 were as follows (in thousands):

	2019	%	2018	%
Agency's total payroll	$1,948	-	$7,378	-
Agency's covered payroll	$1,657	100%	$6,043	100%
Agency's contribution	$166	10%	$604	10%
Employees' contribution	$15	.90%	$36	.60%

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. Employees may contribute up to 100% of pre-deferral taxable income to a maximum of $19,000 and $18,500 for calendar years 2019 and 2018, respectively. A "catch-up" provision, which allows an additional contribution of $6,000 and $6,000 for 2019 and 2018, respectively, 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, 2019 and 2018, participants numbered 10 and 52 and participant contributions were $228,918 and $872,468, 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 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). For retiree medical, the Agency contributes a set monthly allowance to the employee and dependent, if elected, through a Retiree Health Reimbursement Account (HRA). 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 publicly available actuarial report of its plan. There are no assets accumulated in a trust that meets the criteria of paragraph 4 of GASB 75.

For active and retired employees in 2019 and 2018, the Agency paid 100% of the cost of life insurance. Retiree life insurance coverage is $5,000 at time of retirement reducing to $3,350 once retiree reaches age 70 and $2,500 at age 75. For active employees in 2019, the Agency paid 84% and 76% of the cost of employee medical and dental benefits, respectively. For active employees in 2018, the Agency paid 81% and 76% of the cost of employee medical and dental benefits, respectively. For retired employees in 2019 and 2018, respectively, the Agency paid 73% and 72% of the cost of dental benefits. As discussed above, for retiree medical, the Agency contributes a set monthly allowance to the employee and dependent, if elected, through a Retiree HRA.

A measurement date of May 1, 2019 was used for the September 30, 2019 liability and expense. The information that follows was determined as of a valuation date of May 1, 2018.

Membership in the OPEB by membership class at May 1, 2018 are as follows:

	2018
Active employees	6
Inactive employees or beneficiaries currently receiving benefits	97
Total	103

Contributions: For the years ended September 30, 2019 and 2018, the Agency contributed $127,500 and $154,570, respectively, to retirees' HRA accounts. Contributions are made on a pay as you go basis.

Actuarial Assumptions: The total OPEB liability in the May 1, 2018 actuarial valuation was determined using the following actuarial assumptions, applied to all period included in the measurement:

Inflation	2.40%
Projected salary increase	3.40%
Discount Rate	The discount rate used to measure the Total OPEB Liability as of May 1, 2019 was 3.79%. The discount rate used to determine the Total OPEB Liability as of May 1, 2018 was 3.97%.
Actuarial cost method	The actuarial funding method has been changed from Aggregate to Entry Age Normal in order to comport with the requirements of GASB No. 75.
Eligibility	a. Full-time regular employees who were hired prior to October 1, 1993 and are age 55 or older with at least 20 years of service at retirement. b. Full-time regular employees who are both age 60 or older and have at least 10 years of service as of October 1, 2016. c. Employees not meeting a. or b. are not eligible for retiree benefits (medical, dental, or life insurance).
Mortality	Pre-Retirement Mortality: RP-2014 Total Employee Table (adjusted from the 2006 base year using Scale MP-2017) and projected beyond 2014 using the Scale MP-2017 mortality improvement rates Post-Retirement Mortality: RP-2014 Total Healthy Annuitant Table (adjusted from the 2006 base year using Scale MP-2017) and projected beyond 2014 using the Scale MP-2017 mortality improvement rates

Discount Rate: The discount rate was based on the municipal bond rate in the Bond Buyer Index of general obligation bonds with 20 years to maturity and mixed credit quality.

Changes in the Total OPEB Liability: Changes in the total OBEP liability through the year ended September 30, 2019 were as follows:

	Increase (Decrease) Total OPEB Liability
Balances as of 9/30/18 (Based on 5/1/18 Measurement Date)	$ 2,005,254
Changes for the year:	
Service cost	2,492
Interest on total OPEB liability	76,714
Difference between expected and actual experience	-
Changes in assumptions	32,760
Benefit payments	(150,807)
Net changes	(38,841)
Balances as of 9/30/19 (Based on 5/1/19 Measurement Date)	$ 1,966,413

Changes in the Total OPEB Liability: Changes in the total OBEP liability through the year ended September 30, 2018 were as follows:

	Increase (Decrease) Total OPEB Liability
Balances as of 9/30/17 (Based on 5/1/17 Measurement Date)	$ 2,115,990
Changes for the year:	
Service cost	2,527
Interest on total OPEB liability	77,956
Difference between expected and actual experience	(6,724)
Changes in assumptions	(28,900)
Benefit payments	(155,595)
Net changes	(110,736)
Balances as of 9/30/18 (Based on 5/1/18 Measurement Date)	$ 2,005,254

Sensitivity of the Total OPEB Liability to Changes in the Discount Rate and Health Care Cost Trend Rates: The total OPEB liability of the Agency has been calculated using a discount rate of 3.79%. The following presents the total OPEB liability using a discount rate 1% higher and 1% lower than the current discount rate.

	1% Decrease	Current Discount	1% Increase
Total OPEB liability	$ 2,189,720	$ 1,996,413	$ 1,778,218

The total OPEB liability of the Agency has been calculated using health care cost trend rates of 5%. The following presents the total OPEB liability using health care cost trend rates 1% higher and 1% lower than the current health care cost trend rates.

	1% Decrease	Trend Rate	1% Increase
Total OPEB liability	$ 1,917,211	$ 1,996,413	$ 2,025,234

OPEB Expense: For the years ended September 30, 2019 and 2018, the Agency recognized OPEB expense, as measured in accordance with GASB Statement No. 75, of $111,966 and $44,859, respectively.

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.

Medical and Dental Benefits

The Agency's medical and dental plan is administered by large insurance companies. For active employees in 2019 and 2018, $222,768 and $419,982 was paid in medical expenses based on an average of 11 and 22 participants, respectively. Active participant medical premiums collected by the Agency in 2019 and 2018 were $36,033 and $78,828 resulting in a total cost to the Agency of $186,735 and $341,154, respectively. For retired employees in 2019 and 2018, $127,500 and $131,400, respectively, was contributed by the Agency to the retired employees and dependents, if elected, through a Retiree HRA. For active employees in 2019 and 2018, $10,394 and $20,603 was paid in dental expenses based on an average of 11 and 22 participants, respectively. Active participant dental premiums collected by the Agency in 2019 and 2018 were $2,487 and $4,919 resulting in a total cost to the Agency of $7,907 and $15,684, respectively. For retired employees in 2019 and 2018, $25,968 and $27,438 was paid in dental expenses based on an average of 36 and 46 participants, respectively. Active participant dental premiums collected by the Agency in 2019 and 2018 were $7,087 and $7,770 resulting in a total cost to the Agency of $18,881 and $19,668, respectively.

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.

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.

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, 2019 and 2018 is as follows (in thousands):

Fiscal Year	Beginning Liability	Vacation Accrued	Vacation Taken	Ending Liability
2019	$154	$216	($259)	$111
2018	$567	$291	($704)	$154

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. The recorded cost was $113,407 for the year ended September 30, 2018. This plan was discontinued in 2019.

8. 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 in Grimes County as long as the Gibbons Creek Steam Electric Station is in operation. The aggregate amount of these payments was $175,976 in 2019 and $456,170 in 2018.

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 received PRB coal pursuant to a coal supply agreement with Arch Coal Sales Company. The agreement with Arch Coal Sales Company covered the period commencing on January 1, 2013, and ended on August 31, 2018, and provided for a supply of coal from the Coal Creek and Black Thunder mines in Wyoming.

D. TMPA received coal transportation services pursuant to an agreement, dated March 1, 2013, with BNSF Railway. The agreement expired on August 31, 2019.

E. 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 $3,300,000 and irrevocable letters of credit in the aggregate amount of $23,300,000 outstanding.

F. 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, 2019, 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.

G. 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.

H. 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.

Following construction of the SP 50 embankment, some construction waste piles were placed 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 in the pond, or otherwise remediated.

In 2016, TMPA, in consultation with the Railroad Commission Staff, determined that it could comply with the applicable regulatory requirements by separating the waste piles from the banks of SP 50 and by vegetating the remaining islands. In 2017, TMPA obtained approval of this alternative plan and commenced the construction activities necessary for implementation of the alternative plan. The construction activities were completed in 2018. TMPA expects to submit an application for bond release relating to SP 50 in 2020.

I. The Houston Import Project is a transmission project designed to enhance the capacity of the ERCOT electric grid to transport electric power into the Houston area. The Project involves the construction of a double circuit 345 kV transmission line by Cross Texas Transmission, LLC from the Limestone Substation to TMPA's Gibbons Creek Substation, and the construction of a double circuit 345 kV line by CenterPoint Energy Houston Electric, LLC from the Zenith Substation to the Gibbons Creek Substation. Since both lines traverse portions of the Gibbons Creek Steam Electric Station before terminating in the Gibbons Creek Substation, each transmission provider, which has the power of eminent domain, sought a transmission line easement from TMPA. Following a period of negotiation with each transmission provider, TMPA conveyed the necessary transmission easements in 2016 and 2018, avoiding the filing of any proceedings in eminent domain. The Project was completed in 2018.

J. In 2016 and 2017, the Agency issued requests for proposals ("RFPs") regarding the proposed sale of the Agency's generation assets and a portion of the Agency's transmission assets. Certain proposals received in connection with the 2016 and 2017 RFPs were pursued, but negotiations were ultimately discontinued. In 2019, the Agency issued an RFP involving only the sale of generation assets. Proposals were received in August 2019 and are undergoing evaluation by TMPA.

K. In 2016, TMPA applied to the Texas Commission on Environmental Quality ("TCEQ") for renewal of its federal operating permit under the Clean Air Act. On August 17, 2016, during the public comment period, comments were jointly filed in the TCEQ by the Environmental Integrity Project and Sierra Club (the "Sierra Club and EIP Comments"). The Sierra Club and EIP Comments argue for more stringent opacity and particulate matter emission requirements in TMPA's draft permit, to be applied during planned maintenance, startup, and shutdown events. The TCEQ is expected to file a response to the Sierra Club and EIP Comments.

The positions advanced by the EIP Comments are not unique to TMPA's permit renewal proceeding. The Sierra Club and Environmental Integrity Project have advanced similar arguments in proceedings involving other coal-fired electric generating units.

Because TMPA had operating scrubber and electrostatic precipitator systems, it is not expected that any permit changes that could result from the Sierra Club and EIP Comments will have a material impact on TMPA's financial position, results of operations, or cash flows. Also, the decision of the TMPA Board of Directors on June 6, 2019, to permanently retire GCSES will likely render moot the issues associated with the federal operating permit.

L. Effective September 1, 2016, TMPA and the Member Cities entered into a Joint Operating Agreement ("JOA"). In general, the purposes of the JOA include: (i) funding TMPA operations such as mine reclamation, transmission service, and plant decommissioning following expiration of the Power Sales Contract ("PSC") (ii) subject to certain exceptions, requiring Member City approval for the issuance of new debt, the execution of certain significant contracts, and the sale of property exceeding $10 million in value (iii) specifying provisions for determining how costs of TMPA and proceeds from the sale of assets are to be allocated among the Member Cities (iv) providing for the establishment by TMPA of reserve funds for the decommissioning of the plant and the indemnification of TMPA Board Members and Member City officials, employees, contractors, and agents and (v) dividing the operations of TMPA into three business functions-mine, generation, and transmission-and requiring separate budgets and books for each business function.

The PSC provided that upon dissolution of TMPA, the assets of TMPA will automatically be transferred to the Member Cities, with each Member City receiving an undivided interest in the assets of TMPA in proportion to the amount paid by the Member City to TMPA. The JOA, for purposes of implementing the automatic transfer of assets upon dissolution of TMPA, requires TMPA to periodically make this calculation for each business unit, and sets out formulas for making these calculations. Under the JOA, these ownership calculations are relevant not only to the allocation of assets upon dissolution of TMPA, but also to the allocation of certain proceeds from the sale of assets, and in some cases, the allocation of TMPA costs.

At the request of a majority of the Member Cities, TMPA is required by the JOA to transfer a divided interest in the transmission system to each Member City. Under this partition process, the objective is for each City to receive ownership of transmission facilities in the vicinity of the Member City, and in proportion to the Member City's ownership interest in the transmission business. Any such transfer of transmission assets must be in compliance with relevant bond covenants, including those requiring defeasance of all or a portion of transmission debt.

The JOA includes a reclamation plan for the mine, requires the development of a decommissioning plan, and sets out standards for environmental remediation. TMPA is required to comply with these plans and standards.

Under the JOA, in discharging its contractual obligations, including mine reclamation, decommissioning, transmission service, environmental remediation, indemnification, and other obligations, TMPA is rendering services to the Member Cities. The JOA obligates each Member City to pay the cost of these services, and to collect rates and charges for electric service sufficient to enable it to pay to TMPA all amounts due under the JOA for these services. A Member City's payment obligations under the JOA are payable exclusively from such electric utility revenues and constitute an operating expense of its electric system.

Unless terminated earlier through the mutual consent of all parties, the JOA remains in effect until the dissolution of TMPA.

Effective September 1, 2016, the JOA was amended ("Amendment No. 1"). The primary purposes of the amendment were to authorize the sale of Gibbons Creek and the sale of the Southern 345 kV Transmission System, as described in Note 9.I, and to authorize the issuance of refunding bonds in connection with such sales. Since the sale contemplated by Amendment No. 1 did not occur, Amendment No. 1, by its own terms, ceased to have any force or effect. Effective September 22, 2017, the JOA was amended a second time ("Amendment No. 2"). The purposes of Amendment No. 2 were to: continue TMPA's authority to issue Mine Reclamation Bonds as had been contemplated in Amendment No. 1; revise the dates on which the separate budgets of the JOA became effective; authorize the Agency to sell certain mining and transmission assets, provided the sales do not exceed in value certain financial thresholds, and provided the sales comply with bond covenants; and allow for an extension to the term of the PSC, applicable only to the Cities notifying TMPA of the extension, in order to complete a period of seasonal operation in 2018, or such other period of time as desired by the notifying Cities. Pursuant to the immediately foregoing provision, the cities of Bryan, Denton, and Garland extended the PSC from September 1, 2018, to September 30, 2018, in order to complete the period of 2018 seasonal operation. The PSC expired as to the City of Greenville on September 1, 2018, and expired as to the remaining Cities on September 30, 2018. Effective September 17, 2019, the JOA was amended a third time ("Amendment No. 3"). The purposes of Amendment No. 3 were to: clarify that all Board Members may vote on matters involving the decommissioning and/or sale of GCSES; delete a requirement that TMPA obtain Member City approval of certain budget increases attributable to mine reclamation bonding; and authorize the sale of mine tracts that are under mine bonding provided a lease, easement, or other property right is reserved that would enable TMPA to complete reclamation and obtain bond release.

M. Gibbons Creek's operational status with ERCOT transitioned to: Seasonal Operations, effective September 26, 2017 (operated from May 21, 2018 through September 18, 2018); Reserve Shutdown, effective October 1, 2018; and Indefinite Mothball, effective June 1, 2019. On June 28, 2019, a notification to ERCOT was made to remove Gibbons Creek from the ERCOT system, effective October 23, 2019. The unit was actually removed from the ERCOT system on October 30, 2019. Due to the significant decline in the service utility of the generation assets, such assets were largely impaired as of September 30, 2017, with a final impairment on September 30, 2018. See Note 11 for discussion on related decommissioning liability.

N. Effective September 1, 2018, the "Debt Discharge Date" occurred, i.e. the date on which all TMPA Generation Debt was paid off. The only debt remaining after September 1, 2018, is Transmission Debt.

9. Environmental Regulation

General

Electric utilities, in general, 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. However, the decision on June 6, 2019 to permanently close the Gibbons Creek Steam Electric Station ("Gibbons Creek") may change how these rules are applied to Gibbons Creek – some rules may remain in effect, some may no longer be applicable, and some may come into play for the closure of the operation. These potential changes are discussed below.

Clean Power Plan (“CPP”)

The intent of these rules is to regulate emissions of carbon dioxide (“CO_2”) and their potential to affect climate change. On June 19, 2019 the U.S. Environmental Protection Agency (“EPA”) issued the Affordable Clean Energy Rule, which replaces the Clean Power Plan issued in 2015.

Since Gibbons Creek is no longer operating, it is not subject to this new rule.

Steam Electric Effluent Limitations Guidelines (“ELG”)

The intent of this rule is to regulate the composition of wastewaters (liquid component) associated with “wet scrubbing” of flue gases while the CCR rule (discussed below) regulates the solid components (coal ash and gypsum).

EPA published the ELG rule on November 3, 2015. On September 13, 2017, EPA postponed compliance dates for scrubber wastewater and bottom ash transport water from November 2018 to November 2020 pending reconsideration of the rule. A final rule has not been issued to date.

TMPA is monitoring progress of the proposed rule to determine what its potential impacts might be once it is finalized.

Coal Combustion Residuals (“CCR”)

This rule regulates the solid component associated with coal ash, as opposed to the ELG rule (discussed above) which regulates the liquid component.

On April 17, 2015, EPA published the CCR rule to regulate the combustion solids generated at coal-fired power plants, including the various types of coal ash and gypsum (a product from the wet scrubber). The rule went into effect on October 19, 2015. TMPA performed work to comply with this rule, including installation and monitoring of additional groundwater wells. The deadline for completion of the first phase of groundwater monitoring was October 17, 2017 and the deadline for completion of engineering analyses and certifications on CCR-related facilities was October 17, 2018.

On November 4, 2019, EPA proposed revisions to the CCR rule which establishes August 2020 as the date for utilities to cease receipt of waste in affected impoundments. These provisions will also set the outline for any state CCR program. On November 1, 2019, TCEQ proposed rulemaking to create Chapter 352 to implement a new CCR management program for owners and operators of landfills and surface impoundments used to manage or dispose of CCR generated from the combustion of coal by electric utilities and independent power producers. The proposed new Chapter 352 State CCR Program would establish a registration requirement as well as design and operating criteria including compliance monitoring and reporting for regulated facilities.

TMPA is currently in compliance with all requirements of the CCR rule.

It should be noted that the federal CCR rule may be replaced in Texas by a state CCR program. Such programs became authorized by the Water Infrastructure for the Nation (“WIIN”) Act signed into law on December 16, 2016. On April 6, 2017, the Texas legislature allocated funding to the Texas Commission on Environmental Quality (“TCEQ”) for the development of a state CCR program. As of October 2019, the TCEQ is in the process of drafting a proposed rule for Texas.

National Ambient Air Quality Standards (“NAAQS”)

The primary intent of this rule is to regulate the concentration of ozone in the atmosphere. Ozone is formed through the interaction of nitrogen oxides (NOx) and other compounds in the atmosphere under strong sunlight. It is therefore more prevalent in the summer season.

Since Gibbons Creek is no longer operating, it is not subject to this rule.

Rules for the Regulation of Sulfur Dioxide (“SO_2”) and Nitrogen Oxide (“NOx”) Emissions

SO_2 and NOx emissions were identified in the 1960s as the main cause of acid rain and, over the years, a variety of rules have been introduced to regulate them.

On September 21, 2017 EPA issued a final Cross-State Air Pollution Rule (“CSAPR”) that consists of a summer season (May through September) NOx program for Texas which became effective in the summer season of 2017.

Since Gibbons Creek is no longer operating, it is not subject to this rule.

Mercury Emissions

EPA issued new standards for the regulation of mercury emissions in February 2012 under the Mercury and Air Toxics Standards ("MATS") rule 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 15, 2016 in order to obtain sufficient time to adequately investigate and test mercury control technologies under different operating scenarios.

Since Gibbons Creek is no longer operating, it is not subject to this rule.

Cooling Water Intakes

On August 15, 2014, EPA published a final rule on power plant cooling water intakes (known as the 316[b] Rule). This rule is being implemented by the state through the wastewater (Texas Pollutant Discharge Elimination System – “TPDES”) permitting process. Permit-specific provisions will be applied at the time of permit renewal. The current TPDES permit for Gibbons Creek is due for renewal on May 1, 2020, and TMPA has filed its application.

Preliminary indications are that Gibbons Creek will not be subject to this rule since it is no longer operating.

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.

TMPA originally had approximately 8,810 acres under mine reclamation bond. As of the end of fiscal year 2019, TMPA has obtained full bond release on approximately 3,010 acres (34%) and has submitted applications for final bond release on another 4,300 acres (49%).

TMPA will continue to aggressively pursue bond release. It is projected that by the end of fiscal year 2020, 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.

10. Related Party Transactions

Through the take-or-pay amendment to the Power Sales Contract as described in Note 1, each of the Member Cities was obligated to take or pay for a specified percentage of electricity from TMPA's generating facility. The PSC expired as to the City of Greenville on September 1, 2018 and expired as to the remaining Cities on September 30, 2018. Effective September 1, 2016, TMPA and the Member Cities entered into a Joint Operating Agreement (see Note 8 for further detail). For the years ended September 30, 2019 and 2018, 14% and 74% of total operating revenue, respectively, was attributable to the Member Cities. For the years ended September 30, 2019 and 2018, $0 and $3,032,530 of accounts receivable, respectively, was due from the Member Cities.

The construction and maintenance of certain electric plant transmission assets are outsourced to the Cities of Garland and Denton. For the years ended September 30, 2019 and 2018, $2,139,450 and $3,736,873 of electric plant transmission assets and construction work in progress were constructed by the City of Garland. For the years ended September 30, 2019 and 2018, $571,161 and $1,921,819 of accounts payable, respectively, was due to the City of Garland. For the years ended September 30, 2019 and 2018, $2,578,671 and $0 of electric plant transmission assets and construction work in progress were constructed by the City of Denton. For the years ended September 30, 2019 and 2018, $875,568 and $0 of accounts payable, respectively, was due to the City of Denton. For the years ended September 30, 2019 and 2018, 83% and 71% of Transmission – Operation and Maintenance expense, respectively, was attributable to the City of Garland. The City of Denton does not incur Operation and Maintenance expenses on TMPA's behalf.

11. Decommissioning/Environmental Remediation Liability

GASB Statement No. 83 ("GASB 83"), Certain Asset Retirement Obligations, establishes uniform criteria for governments to recognize and measure certain asset retirement obligations (AROs). An ARO is defined as a legally enforceable liability associated with the retirement of a tangible capital asset. An ARO is recognized when the liability is incurred, which is manifested by the occurrence of both an external obligating event and an internal obligating event.

On June 6, 2019, the Board of Directors approved the cessation of the production of power and energy from the Gibbons Creek Steam Electric Station ("GCSES"). On June 28, 2019, a notification to ERCOT was made to remove GCSES from the ERCOT system, effective October 23, 2019. The unit was actually removed from the ERCOT system on October 30, 2019. These actions triggered the Agency to record a decommissioning/environmental remediation liability and a corresponding discounted receivable from the Member Cities, as they are obligated to pay all associated costs. The receivable has a balance of $106,402,428 as of September 30, 2019, with a discounted amount of $20,041,488. The receivable is discounted using rates that range from 1.80% to 2.57% in 2019.

Due within one year	$ 8,778,280
Due in one to five years	79,965,636
Due in more than five years	37,700,000
	126,443,916
Less unamortized discount	(20,041,488)
	$ 106,402,428

A Decommissioning Assessment Study ("Study") was performed by Amec Foster Wheeler in 2018. The Agency's Plant Manager reviewed this Study in early 2019 and updated a few assumptions as part of the FY 2020 budget process. The major assumption updates were:

- The final cover option for Site A Landfill was changed from a soils cover to the enhanced cover, as this option will minimize leachate production and future treatment/disposal costs.
- Utility separation was reduced as Agency staff plans to move offsite prior to decommissioning of the plant.
- A small amount of labor was added for subject matter experts and legal support.
- Ongoing monitoring and maintenance costs were increased to account for additional consultants/legal support and additional monitoring and maintenance of coal combustion residual enclosures, leachate treatment plant, Gibbons Creek reservoir, and the natural gas pipeline.

This Study, with the Plant Manager's updated assumptions, has been used to calculate the decommissioning/environmental remediation liability of $126,443,000 as of September 30, 2019. Decommissioning is estimated to take 5 years and related maintenance will be required for at least 30 years after the decommissioning is complete.

TEXAS MUNICIPAL POWER AGENCY

REQUIRED SUPPLEMENTARY INFORMATION

Texas Municipal Power Agency
Supplementary Information
Postretirement Benefits Plan
30-Sep-19

Schedule of Changes in the Net OPEB Liability and Related Ratios
Last 10 Fiscal Years

	Measurement year 2019	Measurement year 2018
Total OPEB Liability		
Service Cost	$ 2,492	$ 2,527
Interest Cost	76,714	77,956
Changes of Benefit Terms	-	-
Difference Between Expected and Actual Experience of the Total OPEB Liability	-	(6,724)
Changes of Assumptions	32,760	(28,900)
Benefit Payments	(150,807)	(155,595)
Net Change in Total OPEB Liability	(38,841)	(110,736)
Total OPEB Liability (Beginning)	2,005,254	2,115,990
Total OPEB Liability (Ending)	$ 1,966,413	$ 2,005,254
Covered Payroll	414,530	6,042,601
Net OPEB Liability as a Percentage of Covered Payroll	474.37%	33.19%

Note to schedule: The information in this schedule has been determined as of the measurement date (December 31) of the Town's total OPEB liability and is intended to show information for 10 years. However, until a full 10-year trend is compiled in accordance with the provisions of GASB 75, only periods for which such information is available are presented.

TEXAS MUNICIPAL POWER AGENCY

SUPPLEMENTAL SCHEDULE

Texas Municipal Power Agency
Combining Statement of Revenues, Expenses and Changes in Net Position
September 30, 2019

	Generation	Transmission	Mine	Combined
Operating Revenues				
Power Sales	$ 4,042	$ -	$ 3,204	$ 7,246
Transmission Revenues	-	45,587	-	45,587
Other Operating Revenues	425	-	48	473
Total operating revenues	4,467	45,587	3,252	53,306
Operating Expenses				
Fuel	-	-	-	-
Power Production - Operation and Maintenance	2,702	-	2,404	5,106
Transmission - Operation and Maintenance	-	3,379	-	3,379
Administrative and General	1,210	1,422	970	3,602
Transmission System Access Fee	-	5,972	-	5,972
Decommissioning Cost	126,444			126,444
Depreciation Expense	-	7,559	-	7,559
Total operating expenses	130,356	18,332	3,374	152,062
Income (Loss) from Operations	(125,889)	27,255	(122)	(98,756)
Other Income				
Investment Revenue	244	677	195	1,116
Member Contributions	106,377	-	-	106,377
Miscellaneous Other Income (Expense)	27	(168)	86	(55)
Total Other Income	106,648	509	281	107,438
Interest Charges				
Interest Expense on Debt	-	9,868	-	9,868
Bond Issuance Cost	-	-	-	-
Amortization of Debt Premium and Excess Cost of Advance Refunding of Debt	-	(729)	-	(729)
Total Interest Charges	-	9,139	-	9,139
Impact of Regulatory Assets in Change in Net Position	-	-	176	176
Unearned Revenue Recognized	-	-	-	-
Net Revenues Before Refunds	(19,241)	18,625	335	(281)
Refunds to Member Cities	(9,764)	(19,643)	-	(29,407)
Change in Net Position before Impairment of Electric Plant	(29,005)	(1,018)	335	(29,688)
Impairment of Electric Plant	-	-	-	-
Change in Net Position	$ (29,005)	$ (1,018)	$ 335	$ (29,688)