

**MINUTES of the AUDIT COMMITTEE MEETING of the ERIE COUNTY
WATER AUTHORITY held in the office, 295 Main Street, Rm. 350, Buffalo, New York, on
the 26th day of March, 2013.**

PRESENT: Francis G. Warthling, Chairman
Earl L. Jann, Jr., Vice Chairman
John F. O'Donnell, Treasurer (via teleconference)
Robert A. Mendez, Executive Director
Matthew J. Baudo, Secretary to the Authority/Personnel Director
Robert J. Lichtenthal, Jr., Deputy Director
Wesley C. Dust, Executive Engineer
Edward A. Betz, Associate Attorney
Ronald P. Bennett, Associate Attorney
Karen A. Prendergast, Comptroller
Susan Rinaldo, Cash Manager
Steven D'Amico, Budget/Financial Analyst
Joyce Tomaka, Assistant Manager of Accounting Services
Daniel NeMoyer, Director of Human Resources

ATTENDEES: Sara M. Dayton, Lumsden & McCormick, LLP
Christa Kopacz, Lumsden & McCormick, LLP
Brian Gould, E-3 Communications
Lou Raguse, WIVB TV
Mike Mombrea, WIVB TV
Robert Klavoon, Wendel
Keith Dash, Town of Evans
Denise Gee, The Buffalo News
Scott Brown, WGRZ TV
Bill Boyd, WGRZ TV

CALL TO ORDER

PLEDGE TO THE FLAG

I. - ROLL CALL

II. - READING OF MINUTES

Motion by Mr. Jann seconded by Mr. O'Donnell and carried to waive the reading of the Minutes of the Audit Committee Meeting held on October 4, 2012.

III. - APPROVAL OF MINUTES

Motion by Mr. Jann seconded by Mr. O'Donnell and carried to approve the Minutes of the Audit Committee Meeting held on October 4, 2012.

IV. - REPORTS

A) 2012 AUDIT BY LUMSDEN & MCCORMICK

Lumsden & McCormick distributed a summary of the 2012 audit. Sara Dayton and Christa Kopacz proceeded to give a presentation to the Committee of the 2012 audit.

V. - COMMUNICATIONS AND BILLS

VI. - UNFINISHED BUSINESS

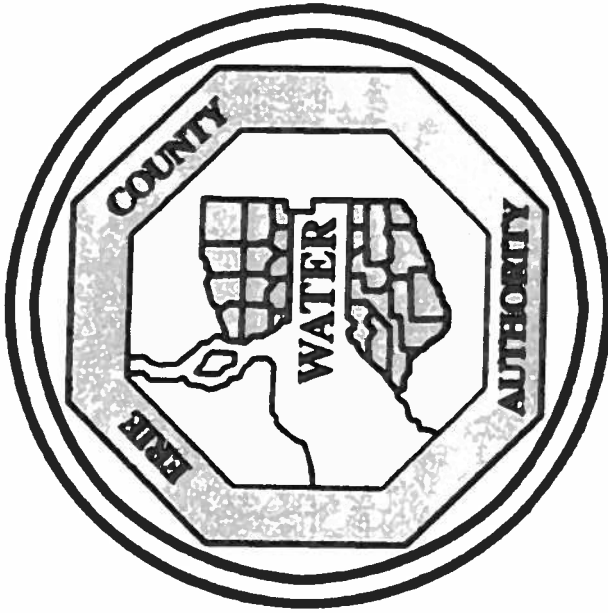
VII. - NEW BUSINESS

VIII. - ADJOURNMENT

Motion by Mr. Warthling, second by Mr. Jann and carried that the meeting adjourn.


Matthew J. Baudo
Secretary to the Authority/Personnel Director

SLZ



Presentation to the Audit Committee

March 26, 2013

Lumsden
McCormick
CERTIFIED PUBLIC ACCOUNTANTS

3/26/13

Lumsden & McCormick Audit Scope and Results

♦ Deliverables

- Independent Auditors' Opinion on Financial Statements (unmodified)
- Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards* (no matters)
- Schedule of Overhead Percentage
- Statement of Investments and Statement of Income from Investments
- Comprehensive Annual Financial Report – due June 30

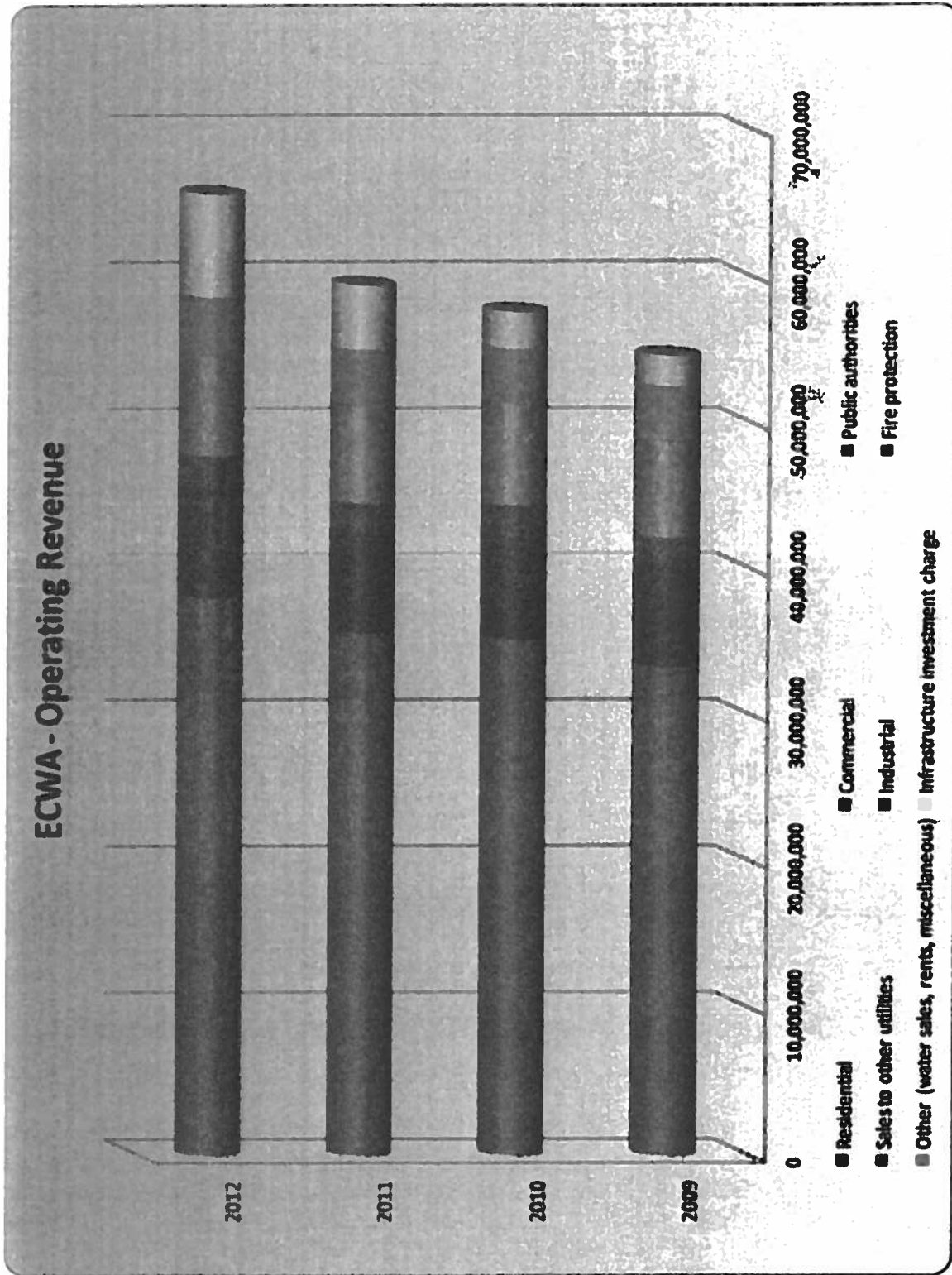
Condensed Financial Information

Condensed Balance Sheet

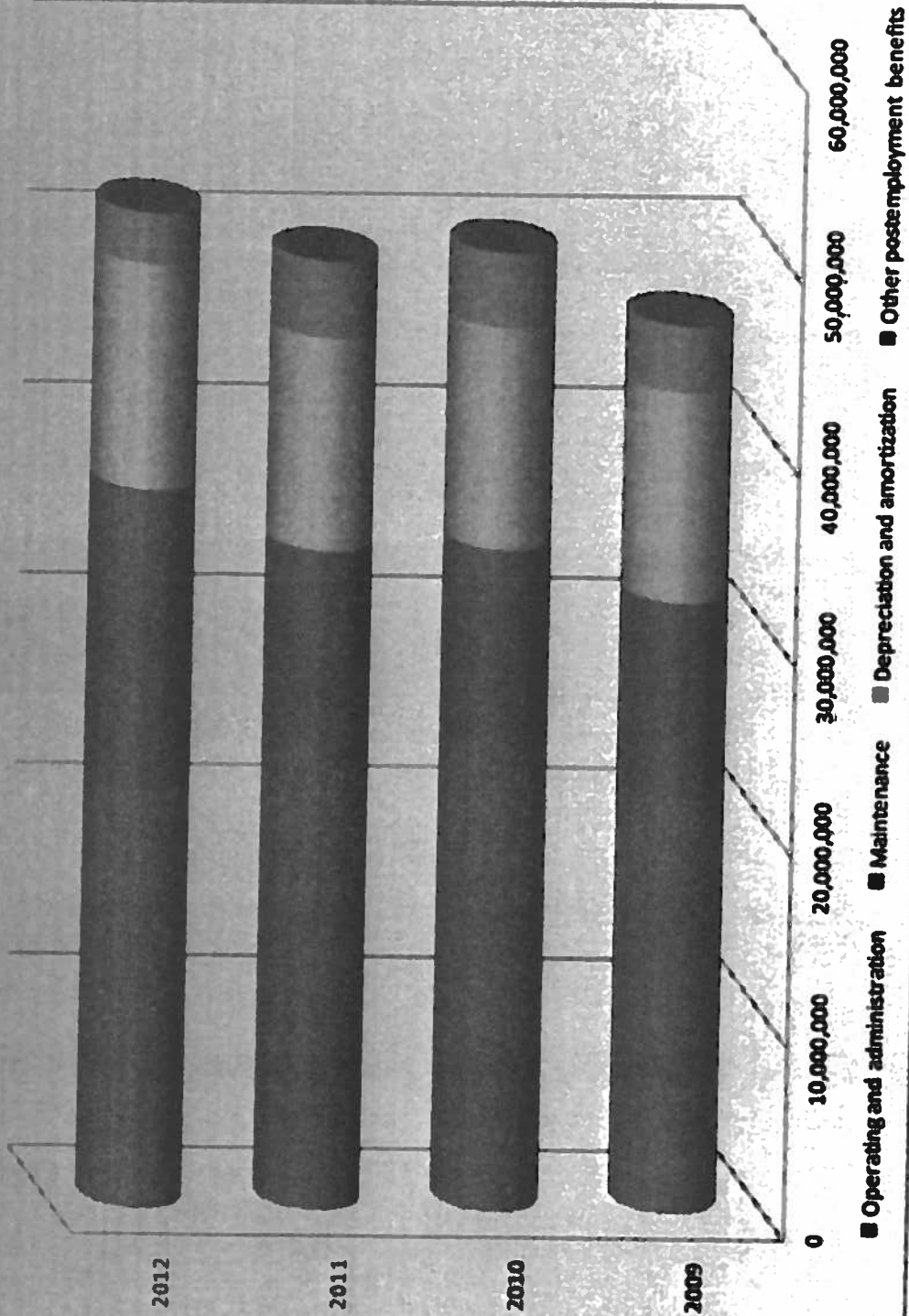
December 31,	2012	2011 (Restated)
Assets:		
Current assets	\$ 37,061,000	\$ 33,731,000
Noncurrent assets	383,976,000	369,666,000
Total assets	\$ 421,037,000	\$ 403,397,000
Liabilities:		
Current liabilities	\$ 18,178,000	\$ 17,041,000
Noncurrent liabilities	108,395,000	100,703,000
Total liabilities	126,573,000	117,744,000
Net Position:		
Net investment in capital assets	255,115,000	259,274,000
Restricted	19,662,000	11,250,000
Unrestricted	19,687,000	15,129,000
Total net position	\$ 294,464,000	\$ 285,653,000

Condensed Statements of Revenue, Expenses, and Change in Net Position

Operating revenue	\$ 65,764,000	\$ 59,529,000
Operating expenses	(52,046,000)	(49,627,000)
Nonoperating expenses and other	(4,907,000)	(2,247,000)
Change in net position	\$ 8,811,000	\$ 7,655,000



ECWA - Operating Expenses



Total operating expenses \$ 46,428,000 \$ 50,132,000 \$ 49,627,000 \$ 52,046,000

Communication with those Charged with Governance

- ◆ Significant Audit Findings
 - New accounting policies: GASB Statements No. 63 and 65
 - Accounting estimates – allowances for doubtful accounts; capitalization and depreciation of capital assets; and accrual of compensated absences, legal settlements, and other postemployment benefits
 - Footnote disclosures – Note 2 – Change in Accounting Principle, Note 5 – Capital Assets, Note 6 – Long-Term Debt, Note 8 – Other Postemployment Benefits, and Note 11 – Commitments and Contingencies
- ◆ Difficulties Encountered in Performing the Audit
- ◆ Corrected and Uncorrected Misstatements
- ◆ Disagreements with Management
- ◆ Management Representations
- ◆ Management Consultations with Other Independent Accountants
- ◆ Other Audit Findings or Issues
- ◆ Other Matters

ERIE COUNTY
WATER AUTHORITY
Statement of Investments and Statement of
Income from Investments
December 31, 2012

INDEPENDENT AUDITORS' REPORT

The Board of Commissioners
Erie County Water Authority

We have audited the accompanying statement of investments of Erie County Water Authority (the Authority), a business-type activity, as of December 31, 2012 and the related statement of income from investments for the year then ended, and the related notes to the statements.

Management's Responsibility for the Statements

Management is responsible for the preparation and fair presentation of the 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 the statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the 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 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 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 statement of investments and statement of income from investments referred to above present fairly, in all material respects, the investments of the Authority as of December 31, 2012 and income from investments for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

3/26/13

March 26, 2013

ERIE COUNTY WATER AUTHORITY

Statement of Cash & Investments

December 31, 2012

	<u>Market Value</u>	<u>Amortized Cost</u>
Working Funds		
Extension and Improvement Accounts:		
NOW Accounts	\$ 866,715	\$ 866,715
Money Market Funds	<u>24,239,623</u>	<u>24,239,623</u>
	<u>25,106,338</u>	<u>25,106,338</u>
Operating and Maintenance Accounts:		
NOW Accounts	7,284,915	7,284,915
Money Market Funds	11,914,045	11,914,045
State and Local Government Series Treasury Bonds	<u>549,983</u>	<u>549,983</u>
Total Operating and Maintenance Accounts	<u>19,748,943</u>	<u>19,748,943</u>
Customer Deposit Accounts:		
NOW Accounts	46,485	46,485
Money Market Funds	<u>748,698</u>	<u>748,698</u>
Total Customer Deposit Accounts	<u>795,183</u>	<u>795,183</u>
Total Working Fund Investments	<u>45,650,464</u>	<u>45,650,464</u>
Fiscal Agent Funds		
Debt Service Reserve Accounts:		
Money Market Funds	52	52
State and Local Government Series Treasury Bonds	<u>9,594,759</u>	<u>9,594,759</u>
Total Debt Service Reserve Accounts	<u>9,594,811</u>	<u>9,594,811</u>
Debt Service Accounts:		
Money Market Funds	1,043,843	1,043,843
US Treasury Securities	<u>1,311,911</u>	<u>1,311,853</u>
Total Debt Service Accounts	<u>2,355,754</u>	<u>2,355,696</u>
Total Fiscal Agent Funds	<u>11,950,565</u>	<u>11,950,507</u>
Total	<u>\$ 57,601,029</u>	<u>\$ 57,600,971</u>

3/26/13

12

ERIE COUNTY WATER AUTHORITY**Statement of Income from Investments****For the Year Ended December 31, 2012****Working Funds:**

Extension and Improvement Accounts	\$ 39,984
Operating and Maintenance Accounts	40,668
Sick Pay Reserve Account	4,439
Customer Deposit Accounts	<u>2,118</u>
Total Working Funds	<u>87,209</u>

Fiscal Agent Funds:

Debt Service Reserve Accounts	322,736
Debt Service Accounts	<u>4,184</u>
Total Fiscal Agent Funds	<u>326,920</u>

Net increase in the fair market value of investments	<u>58</u>
Total Income from Investments	<u><u>\$ 414,187</u></u>

3/26/13

ERIE COUNTY WATER AUTHORITY
Notes to Statements of Investments and of Income from Investments
December 31, 2012

1. ORGANIZATION AND FUNCTION OF THE AUTHORITY

Erie County Water Authority (the Authority) is a public benefit corporation created in 1949 by the State of New York for the purpose of constructing, operating and maintaining a public water supply for certain parts of Erie County.

The Authority operates its business activities on a direct service basis where it owns the assets and is responsible for their operation, maintenance, improvement and replacement; on a leased managed service basis where the Authority is responsible for the operation and maintenance of the assets while the lessor is responsible for the improvement and replacement of assets; and on a bulk sales basis where the Authority contracts with the customer to provide water while the customer owns the assets and is responsible for their operation, maintenance, improvement and replacement as well as billings and customer collections.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments are made by the Authority in accordance with its Bond Resolutions and Investment Guidelines in the Official Statement, relating to the Series 1998D, Series 2003F, Series 2007, Series 2008 and Series 2012 Bonds. At December 31, 2012, the Authority had invested substantially all of its funds in the following:

<u>Security</u>	<u>Interest Rate</u>
US Government obligations	0.015%-4.81%
Cash equivalents (including money market funds)	.00%-.27%

Investments are carried at market value for those investments subject to market forces and at amortized cost for investments not subject to market forces. The amortized cost recorded is either original cost (government obligations and asset-based securities) or face value (money market funds). Any premium or discount resulting from the purchase of government securities is included in cost and amortized into income over the term of the security.

Income from investments is recorded on the accrual basis and includes realized gains and losses from sales of investments.

ERIE COUNTY
WATER AUTHORITY
Schedule of Overhead Percentage for the
Year Ended December 31, 2012

INDEPENDENT AUDITORS' REPORT

The Board of Commissioners
Erie County Water Authority

We have audited the overhead components included in the accompanying schedule of overhead percentage of Erie County Water Authority (the Authority), a business-type activity, for the year ended December 31, 2012.

Management's Responsibility for the Schedule

Management is responsible for the preparation and fair presentation of the schedule 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 the schedule that is free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the overhead components included in the schedule based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the overhead components included in the schedule are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the schedule. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the schedule, 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 schedule 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 schedule.

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 schedule of overhead percentage referred to above presents fairly, in all material respects, the overhead percentage of the Authority as of December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

ERIE COUNTY WATER AUTHORITY**Overhead Percentage****For the Year Ended December 31, 2012****2012 Expenditures**

Operating & Maintenance expenses	\$ 37,512,913
Construction costs	<u>12,642,520</u>
Total	\$ 50,155,433

Construction Percentage (1) 25.21%

Composition of Overhead:

Water Quality Assurance	\$ 1,216,028
Construction Engineering	2,835,632
Administrative expenses	3,083,874
Comptrollers Unit	3,366,456
Legal Services	678,883
Secretary to the Authority	2,862,928
Members of the Authority	78,637
General Expenses	<u>95,426</u>
Total Overhead	\$ 14,217,864

Construction Percentage multiplied by total overhead \$ 3,583,852

Overhead Percentage (2) 28.35%

(1) Construction costs divided by total expenditures.

(2) Construction percentage multiplied by total overhead divided by construction costs.

MANAGEMENT LETTER

March 26, 2013

The Board of Commissioners and Management
Erie County Water Authority

In planning and performing our audit of the financial statements of Erie County Water Authority (the Authority), a business-type activity, as of and for the year ended December 31, 2012, in accordance with auditing standards generally accepted in the United States of America, we considered the Authority's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses. Given these limitations during our audit, we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

This communication is intended solely for the information and use of management, the Board of Commissioners, and others within the Authority. It is not intended to be and should not be used by anyone other than these specified parties.

3/26/13

COMMUNICATION WITH THOSE CHARGED WITH GOVERNANCE

March 26, 2013

The Board of Commissioners
Erie County Water Authority

We have audited the financial statements of Erie County Water Authority (the Authority), a business-type activity, for the year ended December 31, 2012. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards and *Government Auditing Standards*, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter to you dated August 28, 2012. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Authority are described in Note 1 to the financial statements. As discussed in Note 2 to the financial statements, the Authority adopted Governmental Accounting Standards Board (GASB) Statements No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, and No. 65, *Items Previously Reported as Assets and Liabilities*, in 2012. Other than the adoption of GASB No. 63 and 65, no new accounting policies were adopted and the application of existing policies was not changed during 2012. We noted no transactions entered into by the Authority during the year for which there is a lack of authoritative guidance or consensus.

Estimates

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly important because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements were:

- Estimates of allowances for doubtful accounts
- Useful lives assigned to capital assets and related depreciation methods
- Accrual of compensated absences (vacation and sick pay liabilities)
- Accrual for legal settlements or judgments
- Other postemployment benefits obligation and related disclosures

Management's estimates are based on firm concepts and reasonable assumptions of future events. We evaluated the key factors and assumptions used to develop these estimates in determining that they are reasonable in relation to the financial statements taken as a whole.

Footnote Disclosures

Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most important disclosures affecting the financial statements are reflected in Note 2 – Change in Accounting Principle, Note 5 – Capital Assets, Note 6 – Long-Term Debt, Note 8 – Other Postemployment Benefits, and Note 11 – Commitments and Contingencies. These notes provide information on the restatement of net position in accordance with GASB Statement No. 65, capital assets of the Authority, current obligations and future funding needs of the Authority, the actuarial accrued liabilities and net obligation for the Authority's other postemployment healthcare benefits, and certain commitments of the Authority.

The financial statement disclosures are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. We discovered no such misstatements during our audit.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated March 26, 2013.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Authority's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

3/26/13

20

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Authority's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with accounting principles generally accepted in the United States of America, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the Authority's financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

This information is intended solely for the use of the Board of Commissioners and management of the Authority. It is not intended to be and should not be used by anyone other than these specified parties.

3/26/13

ERIE COUNTY
WATER AUTHORITY
*Basic Financial Statements and Required
Supplementary Information for the
Years Ended December 31, 2012 and 2011*

ERIE COUNTY WATER AUTHORITY
Basic Financial Statements
Table of Contents

Members of the Board of Commissioners	
Organizational Chart	
Independent Auditors' Report.....	
Management's Discussion and Analysis (MD&A).....	
Financial Statements	
Statements of Net Position	
Statements of Revenue, Expenses and Changes in Net Position.....	
Statements of Cash Flows	
Notes to the Financial Statements	
Required Supplementary Information	
Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing</i> <i>Standards</i>	

ERIE COUNTY WATER AUTHORITY
Members of the Board of Commissioners

Members of the Board of the Erie County Water Authority are appointed by the Chairman of the Erie County Legislature upon receiving nominations from the majority of the Majority Caucus or the Minority Caucus, subject to confirmation by a majority of the Legislature. Each Member is appointed to a three year term; and, not more than two members of the Authority's Board of Commissioners, at any time, shall belong to the same political party.

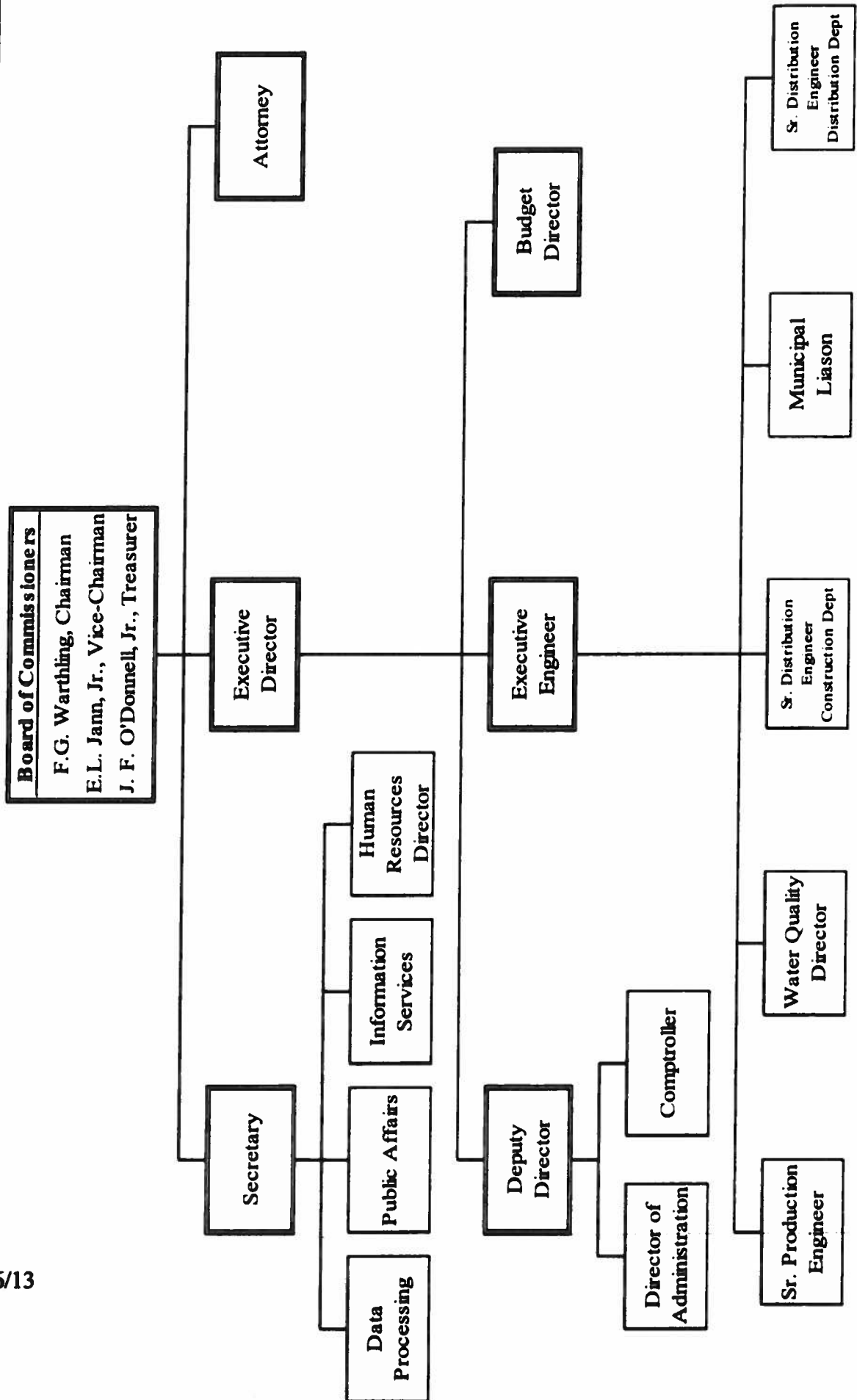
Board Members on 12/31/2012	Most Recent Appointment Date
Francis G. Warthling, Chairman	2012
Earl L. Jann, Jr., Vice Chairman	2011
John F. O'Donnell, Jr., Treasurer	2010

3/26/13

ERIE COUNTY WATER AUTHORITY Organizational Chart

3/26/13

24



INDEPENDENT AUDITORS' REPORT

The Board of Commissioners
Erie County Water Authority

We have audited the accompanying financial statements of Erie County Water Authority (the Authority), a business-type activity, which comprise the statements of net position as of December 31, 2012 and 2011, and the related statements of revenue, expenses and changes in net position and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express 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 and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of December 31, 2012 and 2011, 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.

3/26/13

26

Other Matters

As described in Note 2 to the financial statements, the Authority adopted GASB Statements No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position* and No. 65, *Items Previously Reported as Assets and Liabilities* in 2012.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that management's discussion and analysis on pages 4 through 18 and the schedule of funding progress for other postemployment benefits on page 40 be presented to supplement the financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the 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 financial statements, and other knowledge we obtained during our audit of the 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 Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 26, 2013 on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance

March 26, 2013

3/26/13

BASIC FINANCIAL STATEMENTS

ERIE COUNTY WATER AUTHORITY
Statements of Net Position

	December 31,	
	2012	2011 (Restated)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 19,198,960	\$ 17,141,131
Restricted cash and cash equivalents	3,150,937	2,741,054
Customer accounts receivable, net of allowance for doubtful accounts	4,595,227	4,285,295
Materials and supplies	2,159,253	2,255,430
Accrued revenue	5,959,134	5,416,717
Prepaid expenses and other assets	1,997,306	1,891,862
Total current assets	<u>37,060,817</u>	<u>33,731,489</u>
Noncurrent assets:		
Investments	549,983	549,983
Restricted cash and cash equivalents	25,106,390	12,348,953
Restricted investments	9,594,759	9,594,759
Capital assets, not being depreciated	7,327,315	6,067,555
Capital assets, being depreciated, net of accumulated depreciation	341,397,953	341,104,167
Total noncurrent assets	<u>383,976,400</u>	<u>369,665,417</u>
Total assets	<u>421,037,217</u>	<u>403,396,906</u>
LIABILITIES		
Current liabilities:		
Accounts payable	4,810,812	4,704,738
Advances for construction	273,418	426,957
Construction retention	677,269	359,169
Accrued interest on water revenue bonds	500,797	503,884
Accrued liabilities	2,214,289	3,141,601
Compensated absences	1,549,557	1,117,077
Water revenue bonds - current portion	8,152,236	6,787,236
Total current liabilities	<u>18,178,378</u>	<u>17,040,662</u>
Noncurrent liabilities:		
Compensated absences	2,445,417	1,761,708
Other postemployment benefits	20,491,564	17,830,816
Water revenue bonds - long term	85,458,168	81,110,404
Total noncurrent liabilities	<u>108,395,149</u>	<u>100,702,928</u>
Total liabilities	<u>126,573,527</u>	<u>117,743,590</u>
NET POSITION		
Net investment in capital assets	255,114,864	259,274,082
Restricted		
Debt service reserve account	9,594,811	9,594,858
Debt service account	2,355,754	1,655,310
Construction	7,711,464	-
Unrestricted	19,686,797	15,129,066
Total net position	<u>\$ 294,463,690</u>	<u>\$ 285,653,316</u>

3/26/13

The notes to the financial statements are an integral part of these statements.

ERIE COUNTY WATER AUTHORITY
Statements of Revenue, Expenses and Changes in Net Position

	Year Ended December 31,	
	2012	2011 (Restated)
Operating revenue	\$ 65,763,547	\$ 59,529,303
Operating expenses:		
Operation and administration	21,831,010	23,412,515
Maintenance	15,681,903	10,985,943
Depreciation and amortization, net	11,872,392	11,207,095
Other postemployment benefits	2,660,748	4,021,089
Total operating expenses	<u>52,046,053</u>	<u>49,626,642</u>
Operating income	13,717,494	9,902,661
Nonoperating revenues (expenses):		
Interest income	414,187	458,260
Interest capitalization during construction	76,541	174,315
Interest expense	(3,788,113)	(3,865,205)
Total nonoperating revenues (expenses)	<u>(3,297,385)</u>	<u>(3,232,630)</u>
Net income before contributions in aid of construction and special item	10,420,109	6,670,031
Contributions in aid of construction	1,884,809	985,232
Special item resulting from a change in estimated useful life of capital assets	<u>(3,494,544)</u>	<u>-</u>
Change in net position	8,810,374	7,655,263
Net position - beginning of year (as restated - Note 2)	285,653,316	277,998,053
Net position - end of year	<u>\$ 294,463,690</u>	<u>\$ 285,653,316</u>

The notes to the financial statements are an integral part of these statements.

3/26/13

ERIE COUNTY WATER AUTHORITY
Statements of Cash Flows

	Year Ended December 31,	
	2012	2011 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	\$ 64,834,923	\$ 54,979,845
Payments to contractors	(14,354,408)	(12,566,274)
Payments to employees including fringe benefits	(22,799,823)	(22,582,816)
Net cash provided by operating activities	<u>27,680,692</u>	<u>19,830,755</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Acquisition and construction of capital assets	(16,904,618)	(19,873,281)
Proceeds from issuance of bonds	12,500,000	-
Bond principal repayments	(6,485,000)	(6,215,000)
Interest paid on revenue bonds, net of amount capitalized	(3,714,659)	(3,720,553)
Advances for construction	(153,539)	(39,570)
Contributions in aid of construction	1,884,809	985,232
Net cash used by capital and related financing activities	<u>(12,873,007)</u>	<u>(28,863,172)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale or maturity of investments	-	3,029,670
Interest received	417,464	460,250
Net cash provided by investing activities	<u>417,464</u>	<u>3,489,920</u>
Net increase (decrease) in cash and cash equivalents	15,225,149	(5,542,497)
Cash and cash equivalents - beginning of year (including amounts restricted for future construction, debt service reserve, and debt service, reserve for compensated absences, and customer deposits)	<u>32,231,138</u>	<u>37,773,635</u>
Cash and cash equivalents - end of year (including amounts restricted for future construction, debt service reserve, and debt service, reserve for compensated absences, and customer deposits)	<u>\$ 47,456,287</u>	<u>\$ 32,231,138</u>

(continued)

3/26/13
The notes to the financial statements are an integral part of these statements.

ERIE COUNTY WATER AUTHORITY

Statements of Cash Flows

(concluded)

	Year Ended December 31,	
	2012	2011 (Restated)
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$ 13,717,494	\$ 9,902,661
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation expense	12,174,628	11,509,331
Bond premium amortization	(302,236)	(302,236)
Other postemployment benefits	2,660,748	4,021,089
Changes in assets and liabilities:		
(Increase) decrease in accounts receivable	(309,932)	35,270
(Increase) decrease in material and supplies	96,177	(138,216)
(Increase) decrease in other assets	(651,138)	(2,694,151)
Increase (decrease) in accounts payable	106,074	(694,432)
Increase (decrease) in accrued liabilities	(927,312)	(1,821,547)
Increase (decrease) in compensated absences	1,116,189	12,986
	<u>13,963,198</u>	<u>9,928,094</u>
Net cash provided by operating activities	<u>\$ 27,680,692</u>	<u>\$ 19,830,755</u>

The notes to the financial statements are an integral part of these statements.

3/26/13

ERIE COUNTY WATER AUTHORITY
Notes to the Financial Statements
Years Ended December 31, 2012 and 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting entity—The Erie County Water Authority (the “Authority”) is a public benefit corporation created in 1949 by the State of New York. The accounts of the Authority are maintained generally in accordance with the Uniform System of Accounts prescribed by the New York State Public Service Commission (“PSC”), although the Authority is not subject to PSC rules and regulations. The rates established by the Authority do not require PSC approval.

The Authority operates its business activities on a direct service basis where the Authority owns the assets and is responsible for their operation, maintenance, improvement and replacement; on a leased managed service basis where the Authority is responsible for the operation and maintenance of the assets while the lessor is responsible for the improvement and replacement of assets; and on a bulk sales basis where the Authority contracts with the customer to provide water while the customer owns the assets and is responsible for their operation, maintenance, improvement and replacement as well as billings and customer collections.

Basis of accounting—The financial statements of the Authority have been prepared in conformity with generally accepted accounting principles (“GAAP”) as applied to governmental units. The Governmental Accounting Standards Board (“GASB”) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The Authority applies all GASB pronouncements as well as applicable accounting and financial reporting guidance of GASB No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*.

The activities of the Authority are accounted for similar to those often found in the private sector using the flow of economic resources measurement focus and the accrual basis of accounting. All assets, deferred outflows, liabilities, deferred inflows, net position, revenues and expenses are accounted for through a single enterprise fund with revenues recorded when earned and expenses recorded at the time liabilities are incurred.

Revenues from providing water services are reported as operating revenues. Operating revenues are recorded as water service is supplied. Water supplied, but not billed, as of the calendar year end is estimated based upon historical usage and has been accounted for as accrued revenue.

Transactions which are capital, financing or investing related are reported as nonoperating revenues. All expenses related to operating the system are reported as operating expenses. Interest expense and financing costs are reported as nonoperating expenses.

Budgets—The Authority is not required to have a legally adopted budget.

Vacation accruals and compensated absences—Authority employees are granted vacation and sick leave in varying amounts. In the event of termination or upon retirement, union employees are entitled to payment for accrued vacation and sick time limited to amounts defined under their respective collectively bargained agreements. All non-union employees are entitled to benefits as defined by Authority policy.

3/26/13

Retirement plan—The Authority provides retirement benefits for all of its employees through contributions to the New York State and Local Employees' Retirement System. The system provides various plans and options, some of which require employee contributions.

Cash and cash equivalents—For purposes of the statement of cash flows, the Authority considers cash and cash equivalents to be all unrestricted and restricted cash accounts and short-term investments purchased with an original maturity of three months or less.

Investments—The Authority considers investments that mature in more than three months but less than a year as investments. Investments that mature in more than one year are considered noncurrent. Investments are carried at market value based on quoted market prices. The cost of investments sold is determined using the specific identification method and then adjusted to market value changes to reflect the combined net change in these elements in the statements of revenue, expenses and changes in net position.

Customer accounts receivable—All receivables are reported at their gross values and, where appropriate, are reduced by the estimated portion that is expected to be uncollectible. The Authority recognizes water revenues in the period in which the service is provided. Billings to customers generally consist of revenues earned from the prior three months for quarterly billed customers and revenues earned from the prior month for monthly-billed customers.

Materials and supplies—Materials and supplies are stated at the lower of cost or market, cost being determined on the basis of moving-average cost.

Accrued revenue—This account represents earned water revenues as of the end of the year that have not yet been billed to customers.

Prepaid expenses and other assets—These consist primarily of certain payments reflecting costs applicable to future accounting periods and interest earned from securities and investments but not yet received.

Capital assets—Capital assets are defined by the Authority as assets with an initial, individual cost of more than \$10,000 and an estimated useful life in excess of two years. The cost of additions to capital assets, including purchased property or property contributed in aid of construction, and replacements of retired units of property, is capitalized. Cost includes direct material, labor, overhead and an allowance for funds used during construction equivalent to the average cost of borrowed funds advanced for construction purposes. Overhead is added proportionately to the cost of a project on a monthly basis. The cost of retirements of capital assets is charged against accumulated depreciation. Maintenance and repairs are charged to expenses as incurred, and major betterments are capitalized.

Depreciation of capital assets is computed using the composite and straight-line methods based upon annual rates established in accordance with PSC guidelines: buildings and structures, 15 to 76 years; mains and hydrants, 64 to 100 years; equipment, 5 to 43 years; and other, 4 to 50 years. Depreciation expense approximated 2.19% and 2.10% of the original cost of average depreciable property for the years ended December 31, 2012 and 2011 respectively.

Long-term obligations—Long term debt is reported as a liability in the statements of net position. Bond premiums and bond discounts are deferred and amortized over the life of the bonds using the straight-line method. Bonds payable are reported net of the applicable bond premium or discount.

3/26/13

Debt issuance costs—Prior to 2012, bond issuance costs were reported as deferred charges and were amortized over the term of the related debt using the straight-line method. In 2012 the Authority implemented GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, which requires bond issuance costs to be expensed as incurred. As required by Statement No. 65, the 2011 financial statements have been restated to reflect the change (Note 2).

Advances for construction—Advances for construction primarily represent amounts received from contractors for water system expansions. Upon completion of the expansion, the cost of the construction is transferred to contributions in aid of construction, with any remaining advance being refunded.

Accrued liabilities—Included are provisions for estimated losses and surcharges collected from customers on behalf of various municipalities and unpaid at year end.

Contributions in aid of construction—Contributions in aid of construction represent amounts received from individuals, governmental agencies, and others to reimburse the Authority for construction costs incurred on capital projects or the original cost of certain water plant systems conveyed to the Authority by municipalities and others. Only those water plant systems resulting in increased revenue generation are assigned any value and, therefore, recorded as a contribution in aid of construction.

Risk management—The Authority limits its risk exposure to risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters through various insurance policies. Insurance coverage and deductibles have remained relatively stable from the previous year. Insurance expense for the years ended December 31, 2012 and 2011 totaled \$1,382,046 and \$1,173,974, respectively. There were no settlements that significantly exceeded insurance coverage or reserved amounts for each of the last three years. Any unpaid claims outstanding as of December 31, 2012 and 2011 have been adequately reserved for.

Use of estimates—The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and related notes. Actual results could differ from those estimates.

Adoption of New Accounting Pronouncements—During the year ended December 31, 2012, the Authority implemented GASB Statements No. 57, *OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans*; No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*; No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*; No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, and No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions an amendment of GASB Statements No. 53* effective for the year ending December 31, 2012 which had no impact on the Authority's financial position or results of operations. The Authority also chose to early implement GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. As required, the cumulative effect of applying Statement No. 65 is reported as a restatement of beginning net position on the 2011 financial statements (Note 2).

Future impacts of accounting pronouncements—The Authority has not completed the process of evaluating the impact that will result from adopting GASB Statements No. 61, *The Financial Reporting Entity: Omnibus – an amendment of GASB Statements No. 14 and No. 34* and No. 66, *Technical Corrections - 2012 - an amendment of GASB Statements No. 10 and No. 62*, effective for the year ending December 31, 2013; No. 67, *Financial Reporting for Pension Plans - an amendment of GASB Statement No. 25* and No. 69, *Government Combinations and Disposals of Government Operations* effective for the year ending December 31, 2014; and No. 68, *Accounting and Financial Reporting for Pensions - an amendment of GASB Statement No. 27*, effective for the year ending December 31, 2015. The Authority is therefore unable to disclose the impact that adopting these Statements will have on its financial position and results of operations when such statements are adopted.

2. CHANGE IN ACCOUNTING PRINCIPLE

Effective January 1, 2012, the Authority adopted GASB Statements No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position* and No. 65, *Items Previously Reported as Assets and Liabilities* (GASB 65). These statements require reporting of deferred outflows and inflows of resources separately from assets and liabilities and replace net assets with net position. In addition, certain items previously reported as assets and liabilities are now recognized as outflows or inflows of resources. Other than renaming net assets with net position, GASB No. 63 had no impact on the Authority's financial position or results of operation. However, GASB No. 65 results in expensing unamortized bond issuance costs and is applied retroactively by restating the prior period financial statements.

The following summarizes the effect of GASB 65 on the net position of the Authority as of January 1, 2011, the earliest period presented:

Net assets previously reported	\$ 282,797,051
Bond issuance costs	<u>(4,798,998)</u>
Restated net assets	<u>\$ 277,998,053</u>

In addition, the statements of revenue, expenses, and changes in net position have been retroactively restated for such change, which resulted in an increase in operation and administration expenses of \$18,229; a decrease in depreciation and amortization, net, of \$734,757; and an increase to the change in net position of \$716,528. These differences reflect the removal of amortization of bond issuance costs and the recognition of additional insurance expense for prepaid insurance amounts that were previously included within bond issuance costs.

3. CASH AND INVESTMENTS

Deposits—All uninsured bank deposits are fully collateralized.

Investments—The Authority's bond resolutions and investment guidelines allow for monies to be invested in the following instruments:

- Obligations of the United States Government;
- Obligations of Federal Agencies which represent full faith and credit of the United States Government;

3/26/13

36

- Bonds issued by the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation with remaining maturities not exceeding three years;
- Time deposits and money market accounts;
- Commercial paper which matures not more than 270 days after the date of purchase; and
- Municipal obligations of any state, instrumentality, or local governmental unit of such state.

Restricted cash, cash equivalents, and investments—Cash has been deposited into various trust accounts with a fiscal agent to satisfy certain legal covenants, or restricted internally through Board resolution. Further, the amounts are invested in compliance with the Authority's investment guidelines. The following is a brief synopsis of restricted cash:

Restricted for future construction—Cash restricted for future construction was established to maintain a construction account, which has been committed for future capital expenditures.

Restricted for debt service reserve—The Authority restricts investments in the debt service reserve account as required by various bond resolutions to maintain a specified amount to meet future debt service requirements.

Restricted for debt service—Cash restricted for debt service was established to fulfill the debt service requirements on the outstanding water revenue bonds as they become due and payable.

Restricted for sick pay reserve—Cash restricted for sick pay was established to set funds aside to pay employee sick pay benefits as eligible employees retire or otherwise terminate their employment. In 2012 the Authority's Board passed a resolution to eliminate the funding of the sick pay reserve and the balance is now included as unrestricted cash.

Restricted for customer deposits—Cash restricted for customer deposits was established to keep customer deposits for future work to be performed and deposits taken from customers to secure payment of their water bills segregated from the Authority's operating cash.

3/26/13

As of December 31, 2012 and 2011, the Authority had the following restricted cash, cash equivalents, and investments:

	December 31, 2012		December 31, 2011	
	Amortized Cost	Market Value	Amortized Cost	Market Value
Restricted for debt service:				
Cash	\$ 1,043,843	\$ 1,043,843	\$ 1,655,310	\$ 1,655,310
Cash equivalents - U.S. Treasury bills	947,970	947,977	-	-
Investments - U.S. Treasury bills	363,883	363,934	-	-
Total restricted for debt service	<u>2,355,696</u>	<u>2,355,754</u>	<u>1,655,310</u>	<u>1,655,310</u>
Restricted for sick pay reserve, current:				
Cash	-	-	92,722	92,722
Restricted for customer deposits:				
Cash	<u>795,183</u>	<u>795,183</u>	<u>993,022</u>	<u>993,022</u>
Current restricted cash, cash equivalents, and investments	<u>\$ 3,150,879</u>	<u>\$ 3,150,937</u>	<u>\$ 2,741,054</u>	<u>\$ 2,741,054</u>
Restricted for future construction:				
Cash and cash equivalents	\$ 25,106,338	\$ 25,106,338	\$ 10,587,147	\$ 10,587,147
Restricted for debt service reserve:				
Cash	52	52	99	99
State and Local Government Series Treasury bonds	<u>9,594,759</u>	<u>9,594,759</u>	<u>9,594,759</u>	<u>9,594,759</u>
Total restricted for debt service reserve	<u>9,594,811</u>	<u>9,594,811</u>	<u>9,594,858</u>	<u>9,594,858</u>
Restricted for sick pay reserve, long term:				
Cash	-	-	1,761,707	1,761,707
Noncurrent restricted cash, cash equivalents, and investments	<u>\$ 34,701,149</u>	<u>\$ 34,701,149</u>	<u>\$ 21,943,712</u>	<u>\$ 21,943,712</u>
Total restricted cash, cash equivalents and investments	<u>\$ 37,852,028</u>	<u>\$ 37,852,086</u>	<u>\$ 24,684,766</u>	<u>\$ 24,684,766</u>

Custodial credit risk—For deposits, this is the risk that in the event of a bank failure, the Authority's deposits may not be returned. For cash equivalents and investments, this is the risk that in the event of the failure of the counterparty, the Authority will not be able to recover the value of its investments that are in the possession of an outside party. By State statute all deposits in excess of FDIC insurance coverage must be collateralized. As of December 31, 2012 and 2011, all uninsured bank deposits were fully collateralized with securities held by the pledging financial institutions' trust departments or agents in the Authority's name and all of the Authority's cash equivalents and investments were registered in the Authority's name.

Interest rate risk—For investments, this is the risk that potential purchasers of debt securities will not agree to pay face value for those securities if interest rates subsequently increase. There is the prospect of a loss should those securities be sold prior to maturity. The Authority follows a policy to specifically identify the maturity for each individual investment and evaluate risk accordingly.

4. ACCOUNTS RECEIVABLE

Accounts receivable primarily represent amounts due from customers for current and past due water services provided, including penalties, unpaid bill charges, collection fees and shut-off charges.

Customers are billed either on a monthly or quarterly basis depending on the type of customer and the level of water usage. Customers are provided a fifteen day (15) payment period from the billing date to pay their current water charges. A late penalty of 10% is assessed on any unpaid balance 10 days after the due date. An account will receive a collection letter if the account is active, has a receivable balance greater than \$75, has a receivable that is 90 days or greater in arrears and has no current collections activity. The collection letter indicates that the customer could be subject to the discontinuance of their water service and additional delinquent charges.

Following fifteen (15) days from the collection letter date, an unpaid account is sent to a collector who schedules a visit to the customer with an unpaid bill notice. At the visit, the account is “posted,” and the customer has three (3) working days to either pay the bill in full, or submit a partial payment (25%-33%) with a signed promissory agreement for the remaining balance. The agreement is normally kept to a term of 90 days, with some exceptions to 180 days. A final bill that remains unpaid in a direct service area is referred to an outside collection agency. The collection agency keeps a predetermined portion of any collected monies. In agreements with lease managed water districts, unpaid water bills are referred to municipalities for payment per the terms of a lease management agreement. The outstanding balances of an unpaid final bill in a lease managed area are not referred to an outside agency, instead they are sent to the proper municipality for payment. Allowances for doubtful accounts at December 31, 2012 and 2011 total \$315,551 and \$693,532, respectively.

5. CAPITAL ASSETS

Capital asset activity for the years ended December 31, 2012 and December 31, 2011 was as follows:

	Balance 1/1/2012	Additions	Deletions	Balance 12/31/2012
Non-depreciable capital assets:				
Land	\$ 2,218,274	\$ -	\$ -	\$ 2,218,274
Construction work in progress	3,849,281	6,335,474	(5,075,714)	5,109,041
Total non-depreciable capital assets	6,067,555	6,335,474	(5,075,714)	7,327,315
Depreciable capital assets:				
Buildings and structures	248,273,892	5,533,442	(8,562,000)	245,245,334
Mains and hydrants	203,761,489	4,650,587	(49,459)	208,362,617
Equipment	49,357,555	5,071,556	(1,642,240)	52,786,871
Other	51,041,459	1,173,348	(3,465)	52,211,342
Total depreciable capital assets	552,434,395	16,428,933	(10,257,164)	558,606,164
Less accumulated depreciation:				
Buildings and structures	113,221,693	6,597,908	(5,209,745)	114,609,856
Mains and hydrants	42,239,665	2,042,888	(55,531)	44,227,022
Equipment	26,902,648	2,388,406	(1,025,660)	28,265,394
Other	28,966,222	1,145,426	(5,709)	30,105,939
Total accumulated depreciation	211,330,228	12,174,628	(6,296,645)	217,208,211
Total depreciable capital assets, net	341,104,167	4,254,305	(3,960,519)	341,397,953
Total capital assets, net	\$ 347,171,722	\$ 10,589,779	\$ (9,036,233)	\$ 348,725,268
	Balance 1/1/2011	Additions	Deletions	Balance 12/31/2011
Non-depreciable capital assets:				
Land	\$ 2,218,274	\$ -	\$ -	\$ 2,218,274
Construction work in progress	4,826,542	18,204,238	(19,181,499)	3,849,281
Total non-depreciable capital assets	7,044,816	18,204,238	(19,181,499)	6,067,555
Depreciable capital assets:				
Buildings and structures	241,896,893	6,932,999	(556,000)	248,273,892
Mains and hydrants	196,353,818	7,506,254	(98,583)	203,761,489
Equipment	45,900,451	4,031,302	(574,198)	49,357,555
Other	49,429,575	1,611,884	-	51,041,459
Total depreciable capital assets	533,580,737	20,082,439	(1,228,781)	552,434,395
Less accumulated depreciation:				
Buildings and structures	107,694,084	6,140,063	(612,454)	113,221,693
Mains and hydrants	40,369,501	1,961,989	(91,825)	42,239,665
Equipment	25,088,949	2,291,274	(477,575)	26,902,648
Other	27,850,217	1,116,005	-	28,966,222
Total accumulated depreciation	201,002,751	11,509,331	(1,181,854)	211,330,228
Total depreciable capital assets, net	332,577,986	8,573,108	(46,927)	341,104,167
Total capital assets, net	\$ 339,622,802	\$ 26,777,346	\$ (19,228,426)	\$ 347,171,722

3/26/13

During 2012, management determined that water tanks were being refurbished more quickly than in the past and therefore not meeting the definition of "betterment" in the Authority's capitalization policy. As such, management determined that expenses related to tank refurbishments were better defined as repairs and maintenance. Effective January 1, 2012, such costs are expensed as incurred and items previously capitalized and having a remaining net book value of \$3,494,544 have been written down to zero. This amount is recognized as a special item on the accompanying statements of revenue, expenses and changes in net position.

6. LONG-TERM DEBT

Summary of long-term debt—the following is a summary of the Authority's water revenue bonds at December 31, 2012:

Series	Final Annual Installment Payment Due	Year of Earliest Principal Payment	Interest Rate	Original Issue	Principal Outstanding 12/31/2012
Series 1998D	10/15/2019	2000	.845-3.35% (*)	\$ 16,859,700	\$ 7,300,000
Series 2003F	7/15/2023	2004	.79-4.50% (*)	15,544,443	9,990,000
Series 2007	12/1/2037	2008	4.50-5.00%	35,000,000	32,015,000
Series 2008	12/1/2018	2009	4.00-5.00%	45,770,000	29,895,000
Series 2012	6/1/2022	2013	2.41%	12,500,000	12,500,000
					91,700,000
Less portion due within one year					(7,850,000)
					<u>\$ 83,850,000</u>

(*) Gross rates subject to subsidy from the New York State Environmental Facilities Corporation (EFC)

All outstanding bonds have been issued under the Authority's Fourth Resolution and, therefore, all of the current bondholders have equal claims against the Authority's revenues.

The Current Interest Series 1998D Bonds were issued to the EFC under their aggregate pool financing identified as New York State Environmental Facilities Corporation State Clean Water and Drinking Water Revolving Funds Revenue Bond Series 1998D in 1998. The 1998D bonds in the amount of \$16,859,700, representing the Authority's portion of the financing, were issued to cover the costs of the construction of two new clearwell water tanks and a new pumping station at the Authority's Sturgeon Point plant.

Interest on the 1998D bonds ranges from .845% to 3.355% and is payable semi-annually on April 15 and October 15. Principal is payable on October 15. The final maturity of the bonds is October 15, 2019.

On July 24, 2003 the 2003F Series Bonds were issued to the EFC under their aggregate pool financings identified as New York State Environmental Facilities Corporation State Clean Water and Drinking Water Revolving Funds Revenue Bonds Series 2003F. The 2003F bonds in the amount of \$15,544,443 representing the Authority's portion of this financing were issued to cover the following:

Description	Amount
Town of Lancaster pump station	\$ 2,005,360
Harris Hill pump station & main construction	4,826,239
City of Tonawanda - meters, transmission main, pump station & tank	7,158,404
Debt service reserve account	1,554,440
	<u>\$ 15,544,443</u>

Interest on the 2003F bonds ranges from .79% to 4.50% and is payable semi-annually on January 15 and July 15. Principal is payable on July 15. The final maturity of the bonds is July 15, 2023.

The terms of the EFC borrowings provide for an interest subsidy of approximately one-third of the stated interest rates shown above. The subsidy is generated from a United States Environmental Protection Agency grant to the EFC which the EFC invests and credits the borrower with the earnings on the invested funds as an offset to the interest payable on the bonds.

On September 13, 2007, the 2007 Series Bonds were issued for \$35,194,288, which includes a premium of \$194,288 that is amortized over the life of the bonds. The purpose of these bonds is to provide funds for the costs of acquisition and construction of various projects undertaken by the Authority as part of its capital improvement program. This includes the replacement of various water mains and valves in the distribution system, construction of new pump stations, upgrades to the coagulation basins, the replacement of electrical equipment, and installation of standby emergency generators at the Authority's Sturgeon Point and Van de Water Treatment Plants.

Interest on the 2007 Series Bonds ranges from 4.50% to 5.00% and is payable semi-annually on June 1 and December 1. The principal is payable on December 1. The final maturity of the bonds is December 1, 2037.

On June 25, 2008 the Authority issued \$45,770,000 of Water Revenue Refunding Bonds, Series 2008 ("Series 2008 Bonds"). The Series 2008 Bonds carry an interest rate of 4.0% to 5.0% and mature December 1 of each year through December 1, 2018. The proceeds of the issue, including a \$3,081,304 premium which is amortized over the life of the Series 2008 Bonds, were used to refund the principal of the Series 1993A and Series 1993B Bonds, \$27,500,000 and \$15,000,000, respectively. A portion of the proceeds covered the costs of issuance including a fee in connection with the termination of the swap agreement related to the Series 1993A and Series 1993B Bonds. The remaining portion of the proceeds, after the total \$5,894,523 cost of refunding the bonds, including the final interest payment on the swap agreement of \$81,679, were deposited into the Series 2008 Debt Service Reserve Account. The Series 1993A and Series 1993B Bonds were redeemed on July 25, 2008. The issuance of the Series 2008 refunding bonds reduced the debt service by \$7,481,572 and has a net present value cash flow savings of \$8,393,467.

3/26/13

42

On June 8, 2012, the Authority issued \$12,500,000 of Bonds under a Bond Direct Purchase Agreement. The bonds were issued under the Authority's Fourth Bond Resolution. The purpose of these bonds is to provide funds for the acquisition and construction of Sturgeon Point clarifier/thickener improvements, pump station improvements, raw water pumps, Van De Water coagulation basins, and the Texas/Lang interconnection with the City of Buffalo.

Interest on the 2012 Series bonds is at 2.41% and is payable semi-annually on June 1 and December 1. The principal is payable on June 1. The final maturity of the bonds is June 1, 2022.

Prior to 1993, the Authority completed a plan of restructuring a significant portion of its debt through a series of bond issuances. The net proceeds from these issuances and certain existing funds were deposited with an escrow agent pursuant to refunding agreements, and invested in U.S. Government securities. The maturities of these invested funds and related earnings thereon are expected to provide sufficient cash flow to meet the debt service requirements of the defeased bonds as they mature. These advance refunding transactions effectively released the Authority from its obligation to repay these bonds and constituted in-substance defeasances. The principal outstanding on the bonds defeased prior to 1993 is \$2,900,000 at December 31, 2012 with maturities in 2013 and 2014.

Long-term debt requirements—Long-term debt requirements are summarized as follows:

Year ending December 31,	Bond Principal	Interest on Bonded Debt
2013	\$ 7,850,000	\$ 3,881,272
2014	8,185,000	3,564,600
2015	8,525,000	3,228,923
2016	8,895,000	2,873,751
2017	9,255,000	2,497,290
2018-2022	23,470,000	8,059,746
2023-2027	8,520,000	5,077,730
2028-2032	7,565,000	3,423,422
2033-2037	9,435,000	1,444,450
	<u>91,700,000</u>	<u>34,051,184</u>
Less portion due within one year	<u>7,850,000</u>	<u>3,881,272</u>
	<u>\$ 83,850,000</u>	<u>\$ 30,169,912</u>

3/26/13

Summary of changes in long-term debt—the following is a summary of changes in water revenue bonds and other long-term debt for the years ended December 31, 2012 and December 31, 2011:

	Balance 1/1/2012	Additions and Appreciation	Deletions	Balance 12/31/2012	Due Within One Year
Series 1998D	\$ 8,190,000	\$ -	\$ (890,000)	\$ 7,300,000	\$ 925,000
Series 2003F	10,650,000	-	(660,000)	9,990,000	670,000
Series 2007	32,725,000	-	(710,000)	32,015,000	740,000
Series 2008	34,120,000	-	(4,225,000)	29,895,000	4,395,000
Series 2012	-	12,500,000	-	12,500,000	1,120,000
Bonds payable	\$ 85,685,000	\$ 12,500,000	\$ (6,485,000)	\$ 91,700,000	\$ 7,850,000
Bond premiums	2,212,640	-	(302,236)	1,910,404	302,236
Total bonds payable	<u>\$ 87,897,640</u>	<u>\$ 12,500,000</u>	<u>\$ (6,787,236)</u>	<u>\$ 93,610,404</u>	<u>\$ 8,152,236</u>
Compensated absences	<u>\$ 2,878,785</u>	<u>\$ 1,424,049</u>	<u>\$ (307,860)</u>	<u>\$ 3,994,974</u>	<u>\$ 1,549,557</u>

	Balance 1/1/2011	Additions and Appreciation	Deletions	Balance 12/31/2011	Due Within One Year
Series 1998D	\$ 9,050,000	\$ -	\$ (860,000)	\$ 8,190,000	\$ 890,000
Series 2003F	11,295,000	-	(645,000)	10,650,000	660,000
Series 2007	33,410,000	-	(685,000)	32,725,000	710,000
Series 2008	38,145,000	-	(4,025,000)	34,120,000	4,225,000
Bonds payable	\$ 91,900,000	\$ -	\$ (6,215,000)	\$ 85,685,000	\$ 6,485,000
Bond premiums	2,514,876	-	(302,236)	2,212,640	302,236
Total bonds payable	<u>\$ 94,414,876</u>	<u>\$ -</u>	<u>\$ (6,517,236)</u>	<u>\$ 87,897,640</u>	<u>\$ 6,787,236</u>
Compensated absences	<u>\$ 2,865,799</u>	<u>\$ 210,175</u>	<u>\$ (197,189)</u>	<u>\$ 2,878,785</u>	<u>\$ 1,117,077</u>

7. PENSION PLAN

Plan Description—The Authority participates in the New York State and Local Employees' Retirement System ("State Plan"), which is a cost-sharing, multiple-employer, public employee retirement system. The State Plan provides retirement, disability, and death benefits to members as authorized by the New York State Retirement and Social Security Law. Obligations of employers and employees to contribute and benefits to employees are governed by the New York State Retirement and Social Security Law ("NYSRSSL"). As set forth in the NYSRSSL, the Comptroller of the State of New York ("Comptroller") serves as the sole trustee and administrative head of the State Plan. The Comptroller shall adopt and may amend rules and regulations for the administration and transaction of the business of the State Plan and for the custody and control of their funds. The State Plan issues financial reports containing financial statements and required supplementary information. These reports are available to the public and may be obtained by writing to the New York State and Local Retirement Systems – Employees' Retirement System, 110 State Street, Albany, New York 12244 or on the Internet at www.osc.state.ny.us.

3/26/13

Funding Policy—Plan members who joined the State Plan before July 27, 1976 are not required to make contributions. Those joining on or after July 27, 1976 are required to contribute 3% of their annual salary for the first ten years of their membership, or credited service. For members hired after January 1, 2010 and before April 1, 2012, a 3% contribution for the duration of their membership is required. Contribution rates for members hired after April 1, 2012 are based on annual wages. Additionally, members who meet certain eligibility requirements will receive one month additional service credit for each completed year of service, subject to certain limitations. Under the authority of the NYSRSSL, the Comptroller shall certify annually the rates expressed as proportions of payroll of members, which shall be used in computing the contributions required to be made by employers to the pension accumulation fund.

The Authority's required contributions and rates over the past three years were:

<u>Year</u>	<u>Amount</u>	<u>Rate</u>
2012	\$ 2,563,599	10.1% - 25.4%
2011	\$ 2,207,764	12.7% - 21.5%
2010	\$ 1,657,556	11.3% - 15.3%

Chapter 49 of the Laws of 2003 of the State of New York was enacted which made the following changes to the State Plan: requires minimum contributions by employers of 4.5% of payroll every year, including years in which the investment performance would make a lower contribution possible, and changes the cycle of annual billing such that the contribution for a given fiscal year will be based on the value of the pension fund on the prior April 1st (e.g., billings due February 2012 would be based on the pension value as of March 31, 2011).

The Authority has contributed 100% of the required contributions each year.

8. POSTEMPLOYMENT BENEFITS

Plan Description—The Authority provides retiree health plans through Labor Management Healthcare Fund ("LMHF"). Retirees must meet age and years of service requirements to qualify for health benefits under this multiple-employer defined benefit healthcare plan ("the Plan"). Retiree benefits continue for the lifetime of the retiree and spousal benefits continue for their lifetime unless they remarry. There were 150 and 137 retirees receiving health care benefits at December 31, 2012 and December 31, 2011 respectively.

Funding Policy—Authorization for the Authority to pay a portion, or all, of retiree health insurance premiums was enacted by resolution of the Authority's Board of Commissioners or through union contracts, which are ratified by the Board of Commissioners. Retired employees that met the age and years of service requirements and were enrolled in any healthcare plan prior to June 1, 2004 are required to make no contribution. Retirees enrolling in the Traditional Blue PPO 812 plan after June 1, 2004 are required to pay contributions equal to the difference between the Traditional Blue PPO 812 plan premium and the highest premium of any other plan offered to that retiree.

On November 23, 2011 the Board of Commissioners adopted a resolution accepting a new nine-year collective bargaining agreement with employees represented by the American Federation of State, County and Municipal Employees, AFL-CIO ("AFSCME"). Under the terms of the agreement, represented employees hired after November 23, 2011 who meet the eligibility requirements will pay 15% of the total premium of the Core Plan for the duration of their retirement. Eligibility criteria for all employees represented by AFSCME were increased from 55 to 58 years of age and, for employees hired after January 1, 2006, from 15 to 20 years of service.

The Board of Commissioners adopted an amendment to the Retiree Medical Insurance policy relative to non-represented employees on December 13, 2011. Effective April 1, 2012 retirees not represented by a collective bargaining agreement shall pay 15% of the full premium for single, double or family point of service ("POS") contract. Retirees who elect to enroll in the Traditional Blue PPO 812 plan will pay the difference between the Authority's share of the POS premium and the PPO premium.

On October 16, 2012 the Board of Commissioners entered into a new nine-year collective bargaining agreement with employees represented by the Civil Service Employees Association, Inc., Local 1000, AFSCME AFL-CIO ("CSEA"). Under the terms of the agreement, represented employees hired after July 26, 2012 who meet the eligibility requirements will pay 15% of the total premium of the Core Plan for the duration of their retirement. Eligibility criteria for all employees hired prior to January 1, 2008 was changed to age 55 with a minimum of ten years of service, while employees hired on or after January 1, 2008 must be 58 with a minimum of fifteen years of service with the Authority.

The Authority's annual postemployment benefit ("OPEB") cost is calculated based on the annual required contributions ("ARC") of the employer, an amount actuarially determined in accordance with the parameters of GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*. The ARC represents a level funding that, if paid on an ongoing basis, is projected to cover the normal cost each year and amortize any unfunded actuarial liability over a period not to exceed thirty years. The following table shows the components of the Authority's annual OPEB cost, the amount actually contributed to the plan, and the changes in the Authority's net OPEB obligation for 2012 and 2011.

	2012	2011
Annual required contribution	\$4,214,135	\$5,572,881
Interest on net OPEB obligation	891,541	690,486
Adjustment to annual required contribution	(1,159,920)	(898,343)
Annual OPEB costs (expense)	3,945,756	5,365,024
Contributions made	(1,285,008)	(1,343,935)
Increase in net OPEB obligation	2,660,748	4,021,089
Net OPEB obligation - beginning of year	17,830,816	13,809,727
Net OPEB obligation - end of year	\$20,491,564	\$17,830,816

Funding Status and Funding Progress—As of January 1, 2012, the most recent actuarial valuation date, the plan was not funded. Since there were no assets, the unfunded actuarial liability for benefits was \$41,810,183.

The schedule of the Authority's annual OPEB cost, amount and percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation were as follows:

	Annual OPEB Cost	Contributions Made	Percentage Contributed	Net OPEB Obligation
January 1, 2012	\$ 3,945,756	\$ 1,285,008	32.6%	\$ 20,491,564
January 1, 2011	5,365,024	1,343,935	25.0%	17,830,816
January 1, 2010	5,110,760	1,229,697	24.1%	13,809,727 3/26/13

Actuarial Methods and Assumptions—Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future, and are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The required schedule of funding progress for the past two actuarial valuations immediately follows the notes to the financial statements and presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Calculations are based on the types of benefits provided under the terms of the substantive plan, the plan as understood by the employer and the plan members at the time of the valuation, and on the pattern of cost sharing between the employer and plan members. The projection of benefits does not incorporate the potential effect of a change in the pattern of cost sharing between the employer and plan members in the future. Calculations reflect a long-term perspective, so methods and assumptions used include techniques that are designed to reduce short-term volatility.

In the January 1, 2012 actuarial valuation, the following actuarial methods and assumption were used:

Actuarial cost method – Projected Unit Credit

Investment rate of return and discount rate – 5%

Change in consumer price index for medical care (inflation rate) – 3.7%

Healthcare cost trend rate – Health insurance – 9.0% initially, reduced to a rate of 5.0% in 2020 and beyond for pre-65 retirees; 8.0% initially, reduced to 5.0% in 2020 and beyond for post-65 retirees. Prescription drug coverage has an assumed increase of 8.0% initially, declining to 5.0% for 2020 and beyond.

Amortization of actuarial accrued liability – Actuarial accrued liability is being amortized over thirty years using the level dollar method, on an open basis.

Mortality – The RP-2000 Mortality Table for annuitants and non-annuitants with projected mortality improvements; specifically as outlined in IRC Regulation 1.430(h)(3)-1 for 2012 valuations.

Turnover – Rates of turnover are based on experience under the New York State Employees' Retirement System (State Plan).

Retirement incidence – Rates of retirement are based on the experience under the State Plan.

Election percentage – It was assumed 100% of future retirees eligible for coverage will elect postretirement healthcare coverage.

Spousal coverage – 80% of future retirees are assumed to elect spousal coverage upon retirement.

Per capita costs – All retiree health plans are offered through LMHF. Actual claims experience from LMHF was used to develop retiree claim costs.

9. LABOR RELATIONS

Certain Authority employees are represented by two bargaining units, American Federation of State, County and Municipal Employees ("AFSCME") and Civil Service Employees Association, Inc. ("CSEA"). The CSEA and the Authority entered into a new nine-year collective bargaining agreement dated October 16, 2012. A new nine-year collective bargaining agreement was ratified by the AFSCME union and adopted by the Board on November 23, 2011. Both contracts are effective from April 1, 2008 through March 31, 2017.

10. NET POSITION AND RESERVES

The Authority financial statements utilize a net position presentation. Net position is categorized into net investment in capital assets, restricted and unrestricted.

Net investment in capital assets—This category groups all capital assets into one component of net position. Accumulated depreciation and the outstanding balances of debt that are attributable to the acquisition, construction or improvement of these assets reduce the balance in this category.

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Capital assets, net of accumulated depreciation	\$348,725,268	\$347,171,722
Related debt:		
Water revenue bonds issued for capital assets	(91,700,000)	(85,685,000)
Bond premium	<u>(1,910,404)</u>	<u>(2,212,640)</u>
Net investment in capital assets	<u>\$255,114,864</u>	<u>\$259,274,082</u>

Restricted net position—This category presents external restrictions imposed by creditors, grantors, contributors, or laws and regulations of other governments and restrictions imposed by law through constitutional provisions or enabling legislation.

For the years ended December 31, 2012 and 2011, net position was restricted for the following purposes:

- **Debt Service Reserve Account** — During 1998, the Authority established a Debt Service Reserve Account as required by the Series 1998D bond resolution. During 2003, per the 2003F bond resolution the Authority established a Debt Service Reserve Account from a portion of the 2003F bond proceeds. For the Series 1998D bonds, the Authority established the debt service reserve as the average of the annual installments of debt service per the bond resolution. For the Series 2003F bonds, the Authority established the debt service reserve based on ten percent of the total principal of the loan. The required amount was determined by EFC and must remain on deposit until the bonds mature.

During 2007, the Authority established a Debt Service Reserve Account as required by the Series 2007 bond resolution to maintain a specified amount of funds to meet future debt service requirements. The Authority established the Debt Service Reserve Account based on the maximum amount of principal and interest coming due in any succeeding calendar year on the outstanding Series 2007 bonds.

During 2008, the Authority established a Debt Service Reserve Account as required by the Series 2008 bond resolution to maintain a specified amount of funds to meet future debt service requirements. The Authority established the Debt Service Reserve Account based on ten percent of the total principal of the loan.

- **Debt Service Account** — The 1992 Fourth Resolution, 1998D, 2003F, 2007, 2008 and 2012 Supplemental Fourth Resolution bond resolutions require that a specified amount of funds be maintained in the Debt Service Account. The requirements of the Debt Service Account state that the Authority must deposit funds to provide for monthly interest and principal payments to start not later than six months prior to the payment of interest and twelve months prior to the payment of principal.

- **Construction Account** - On June 8, 2012 the Authority issued the Series 2012 Bonds. As required by the 2012 Supplemental Fourth Resolution bond resolution the proceeds are restricted for capital projects. As of December 31, 2012 the balance in the construction account is \$7,711,464.

Unrestricted net position—This category represents the amount of net position the Authority has not restricted for any project or other purpose. Management intends to utilize a portion of unrestricted net position to finance the Authority's projected five-year capital spending, which will require future financing in excess of \$83,000,000.

When an expense is incurred for purposes for which both restricted and unrestricted amounts are available, the Authority's policy concerning which to apply first varies with the intended use and associated legal requirements. Management typically makes this decision on a transactional basis.

11. COMMITMENTS AND CONTINGENCIES

The Authority maintains and operates certain facilities employed in the sale and distribution of water which it leases from various local municipal water districts pursuant to lease management agreements. No financial consideration is afforded the municipalities in conjunction with these lease agreements. Such agreements generally are for at least ten-year terms and automatically renew for additional ten-year terms unless terminated by either party one year prior to expiration of the term. The agreements provide that the municipalities obtain water exclusively from the Authority. Future maintenance and operating costs to be incurred by the Authority under such arrangements presently in effect are not determinable.

The Authority is also committed under various operating leases for the use of certain equipment and office space. Rental expense for 2012 and 2011 aggregated \$286,290 and \$324,307. Future minimum annual rentals to be paid under such leases are not significant.

The Authority is subject to various laws and regulations, which primarily establish uniform minimum national water quality standards. The Authority has established procedures for the on-going evaluation of its operations to identify potential exposures and assure continued compliance with these regulatory standards.

The Authority is involved in litigation and other matters arising in its normal operating, financing, and investing activities. While the resolution of such litigation or other matters could have a material effect on earnings and cash flows in the year of resolution, the Authority has obtained various liability, property, and workers' compensation insurance policies which would reduce exposure to loss on the part of the Authority. Management has made provisions for anticipated losses in the accompanying financial statements as advised by legal counsel. None of this litigation and none of these other matters are expected to have a material effect on the financial condition of the Authority at this time.

ERIE COUNTY WATER AUTHORITY
Required Supplementary Information (Unaudited)
Schedule of Funding Progress
Other Postemployment Benefit Plan
For the Year Ended December 31, 2012

<u>Actuarial Valuation Date</u>	<u>Actuarial Value of Assets</u>	<u>Actuarial Accrued Liability (AAL)</u>	<u>Unfunded AAL (UAAL)</u>	<u>Funded Ratio</u>	<u>Budgeted Covered Payroll</u>	<u>Ratio of UAAL To Budgeted Covered Payroll</u>
January 1, 2008	\$ -	\$ 44,227,440	\$ 44,227,440	-	\$ 15,340,957	2.88
January 1, 2010	-	49,748,261	49,748,261	-	15,102,780	3.29
January 1, 2012	-	41,810,183	41,810,183	-	14,873,087	2.81

3/26/13

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON
COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL
STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING
STANDARDS

INDEPENDENT AUDITORS' REPORT

The Board of Commissioners
Erie County Water Authority

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Erie County Water Authority (the Authority), which comprise the statement of net position as of December 31, 2012, and the related statements of revenue, expenses and changes in net position, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated March 26, 2013.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

3/26/13

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result of that testing, and not provide an opinion on the effectiveness of the Authority's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

March 26, 2013

3/26/13

INDEPENDENT AUDITORS' REPORT ON COMPLIANCE WITH SECTION 2925(3)(f) OF
THE NEW YORK STATE PUBLIC AUTHORITIES LAW

The Board of Commissioners
Erie County Water Authority

We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of Erie County Water Authority (the Authority), a business-type activity, which comprise the statement of net position as of December 31, 2012, and the related statements of revenue, expenses and changes in net position and cash flows for the year then ended, and the related notes to the financial statements, and we have issued our report thereon dated March 26, 2013.

In connection with our audit, nothing came to our attention that caused us to believe that the Authority failed to comply with §2925(3)(f) of the New York State Public Authorities Law regarding investment guidelines during the year ended December 31, 2012. However, our audits were not directed primarily toward obtaining knowledge of such noncompliance. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding the Authority's noncompliance with the above rules and regulations.

The purpose of this report is solely to describe the scope and results of our testing. This communication is not suitable for any other purpose.

March 26, 2013

3/26/13