

**BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY
SUMTER, SOUTH CAROLINA**

**CONSOLIDATED FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2022 AND 2021 AND
INDEPENDENT AUDITOR'S REPORT**

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY

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March 15, 2023

INDEPENDENT AUDITOR'S REPORT

The Board of Trustees
Black River Electric Cooperative, Inc.

Opinion

We have audited the consolidated financial statements of **Black River Electric Cooperative, Inc. and Subsidiary**, which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the related consolidated statements of operations, changes in members' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Black River Electric Cooperative, Inc. and Subsidiary as of December 31, 2022 and 2021, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Black River Electric Cooperative, Inc. and Subsidiary and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Black River Electric Cooperative, Inc. and Subsidiary's ability to continue as a going concern for one year after the date that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Black River Electric Cooperative, Inc. and Subsidiary's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Black River Electric Cooperative, Inc. and Subsidiary's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

McNair, McLeMore, Middlebrooks & Co., LLC
McNAIR, McLEMORE, MIDDLEBROOKS & CO., LLC

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
DECEMBER 31

ASSETS

| | <u>2022</u> | <u>2021</u> |
|--|------------------------------|------------------------------|
| Utility Plant | | |
| Electric Plant in Service - At Cost | \$ 150,448,349 | \$ 144,028,661 |
| Construction Work in Progress | <u>1,447,900</u> | <u>722,522</u> |
| | 151,896,249 | 144,751,183 |
| Accumulated Depreciation | <u>(67,631,135)</u> | <u>(63,714,476)</u> |
| | <u>84,265,114</u> | <u>81,036,707</u> |
| Other Property and Investments | | |
| Investments in Associated Organizations | 6,995,374 | 6,266,541 |
| Nonutility Property | 839,542 | 839,542 |
| Notes Receivable | 746,086 | 1,270,051 |
| Other Investments | <u>1,411,084</u> | <u>1,482,563</u> |
| | <u>9,992,086</u> | <u>9,858,697</u> |
| Current Assets | | |
| Cash and Cash Equivalents | 7,018,730 | 8,414,191 |
| Accounts Receivable (Net of Accumulated Provision for Uncollectible Accounts of \$559,696 in 2022 and \$504,319 in 2021) | 3,551,328 | 3,731,722 |
| Accrued Utility Revenue | 5,987,497 | 4,272,851 |
| Notes Receivable - Current Portion | 419,515 | 419,119 |
| Materials and Supplies | 1,042,249 | 1,071,476 |
| Other | <u>5,153,088</u> | <u>5,069,718</u> |
| | <u>23,172,407</u> | <u>22,979,077</u> |
| Total Assets | <u><u>\$ 117,429,607</u></u> | <u><u>\$ 113,874,481</u></u> |

See accompanying notes which are an integral part of these financial statements.

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
DECEMBER 31

MEMBERS' EQUITY AND LIABILITIES

| | <u>2022</u> | <u>2021</u> |
|---|----------------------------------|----------------------------------|
| Members' Equity | | |
| Membership Fees | \$ 140,410 | \$ 138,675 |
| Patronage Capital | 80,301,706 | 81,842,654 |
| Other Equities | <u>11,745,925</u> | <u>10,713,759</u> |
| | <u>92,188,041</u> | <u>92,695,088</u> |
| Long-Term Debt | <u>10,462,301</u> | <u>8,017,388</u> |
| Other Long-Term Liabilities - Deferred Compensation | <u>1,086,643</u> | <u>1,157,276</u> |
| Current Liabilities | | |
| Long-Term Debt - Current Portion | 1,776,000 | 2,175,423 |
| Other Long-Term Liabilities - Deferred Compensation - Current Portion | 7,566 | 8,412 |
| Accounts Payable | 7,234,039 | 4,577,434 |
| Consumer Deposits | 3,257,880 | 3,172,909 |
| Accrued and Withheld Taxes | 712,174 | 680,968 |
| Other | <u>422,381</u> | <u>406,408</u> |
| | <u>13,410,040</u> | <u>11,021,554</u> |
| Deferred Credits | <u>282,582</u> | <u>983,175</u> |
| Total Members' Equity and Liabilities | <u><u>\$ 117,429,607</u></u> | <u><u>\$ 113,874,481</u></u> |

See accompanying notes which are an integral part of these financial statements.

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31

| | <u>2022</u> | <u>2021</u> |
|--|----------------------------|----------------------------|
| Operating Revenues | \$ 80,657,569 | \$ 78,470,486 |
| Operating Expenses | | |
| Cost of Power | 56,960,092 | 52,972,472 |
| Distribution Operations | 4,119,204 | 3,907,190 |
| Distribution Maintenance | 3,646,358 | 3,358,115 |
| Consumer Accounts | 1,690,256 | 1,677,002 |
| Consumer Service and Information | 194,218 | 186,111 |
| Administrative and General | 4,938,737 | 4,606,965 |
| Depreciation | 5,221,834 | 5,020,386 |
| Taxes | 555,599 | 537,135 |
| | <u>77,326,298</u> | <u>72,265,376</u> |
| Operating Margins Before Interest Expense | 3,331,271 | 6,205,110 |
| Interest Expense | <u>403,630</u> | <u>338,977</u> |
| Operating Margins After Interest Expense | 2,927,641 | 5,866,133 |
| Nonoperating Margins | 234,936 | 206,352 |
| Generation and Transmission Cooperative Capital Credits | 456,014 | 164,991 |
| Other Capital Credits and Patronage Capital Allocations | <u>160,982</u> | <u>125,848</u> |
| Net Margins | <u><u>\$ 3,779,573</u></u> | <u><u>\$ 6,363,324</u></u> |

See accompanying notes which are an integral part of these financial statements.

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

| | Total Members' Equity | Membership Fees | Patronage Capital | Other Equities |
|-----------------------------------|--------------------------------------|----------------------------|------------------------------|---------------------------|
| Balance, December 31, 2020 | \$ 90,228,405 | \$ 137,560 | \$ 79,989,353 | \$ 10,101,492 |
| Net Margins | 6,363,324 | - | 6,193,562 | 169,762 |
| Retirement of Patronage Capital | (4,243,141) | - | (4,243,141) | - |
| Membership Fees | 1,115 | 1,115 | - | - |
| Other Equities | 345,385 | - | (97,120) | 442,505 |
| Balance, December 31, 2021 | 92,695,088 | 138,675 | 81,842,654 | 10,713,759 |
| Net Margins | 3,779,573 | - | 3,334,008 | 445,565 |
| Retirement of Patronage Capital | (4,790,548) | - | (4,790,548) | - |
| Membership Fees | 1,735 | 1,735 | - | - |
| Other Equities | 502,193 | - | (84,408) | 586,601 |
| Balance, December 31, 2022 | \$ 92,188,041 | \$ 140,410 | \$ 80,301,706 | \$ 11,745,925 |

See accompanying notes which are an integral part of these financial statements.

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31

| | <u>2022</u> | <u>2021</u> |
|--|----------------------------|----------------------------|
| Cash Flows from Operating Activities | | |
| Net Margins | \$ 3,779,573 | \$ 6,363,324 |
| Adjustments to Reconcile Net Margins to Net Cash Provided from Operating Activities | | |
| Depreciation | 5,693,492 | 5,503,409 |
| Patronage Capital from Associated Organizations | (889,344) | (470,639) |
| Gain from Sale of Nonutility Property | - | (21,081) |
| Change In | | |
| Accounts Receivable | 180,394 | 278,770 |
| Accrued Utility Revenue | (1,714,646) | 589,427 |
| Other Current Assets | (83,370) | 4,859 |
| Other Long-Term Liabilities - Deferred Compensation | (71,479) | 228,677 |
| Accounts Payable | 2,656,605 | (1,553,758) |
| Consumer Deposits | 84,971 | 71,555 |
| Other Current Liabilities | 47,179 | 33,097 |
| Deferred Credits | (700,593) | 654,843 |
| | <u>8,982,782</u> | <u>11,682,483</u> |
| Cash Flows from Investing Activities | | |
| Extension and Replacement of Plant | (8,921,899) | (8,179,623) |
| Return of Equity from Associated Organizations | 160,511 | 105,117 |
| Nonutility Property | - | 385,190 |
| Materials and Supplies | 29,227 | (535,690) |
| Notes Receivable | 595,048 | (1,378,035) |
| | <u>(8,137,113)</u> | <u>(9,603,041)</u> |
| Cash Flows from Financing Activities | | |
| Advances from Long-Term Debt | 4,571,900 | 1,000,000 |
| Principal Repayment of Long-Term Debt | (2,526,410) | (2,099,239) |
| Membership Fees | 1,735 | 1,115 |
| Retirement of Patronage Capital | (4,790,548) | (4,243,141) |
| Other Equities | 502,193 | 345,385 |
| | <u>(2,241,130)</u> | <u>(4,995,880)</u> |
| Net Decrease in Cash and Cash Equivalents | <u>(1,395,461)</u> | <u>(2,916,438)</u> |
| Cash and Cash Equivalents - Beginning | <u>8,414,191</u> | <u>11,330,629</u> |
| Cash and Cash Equivalents - Ending | <u><u>\$ 7,018,730</u></u> | <u><u>\$ 8,414,191</u></u> |

See accompanying notes which are an integral part of these financial statements.

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Nature of Operations

Black River Electric Cooperative, Inc. (BRECI) is a member-owned, not-for-profit cooperative whose purpose is to provide electric service to its members. As a cooperative, all monies in excess of cost of providing electric service are capital, at the moment of receipt, and are credited to each member's capital account. BRECI's wholly-owned subsidiary, Black River Economic Development Corporation (BREDC), is a for-profit corporation whose purpose is to foster economic development in the service territory of BRECI.

(2) Summary of Significant Accounting Policies

Accounting policies of BRECI and BREDC reflect practices appropriate to the electric utility industry and generally accepted accounting principles of the United States of America (U.S. GAAP). The records of BRECI are maintained in accordance with the Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission. The following describes the more significant of those policies.

Consolidation

The consolidated financial statements include the accounts and results of operations of BRECI and its wholly-owned subsidiary, BREDC. Intercompany transactions have been eliminated in consolidation. BRECI and BREDC are collectively known as the Cooperative.

Regulated Operations

Due to regulation of its rates by the board of trustees, the Cooperative accounts for certain revenue and expense deferrals in accordance with *Accounting Standards Codification (ASC) 980*. Accordingly, certain costs and income may be capitalized as a regulatory asset or liability that would otherwise be charged to expense or revenue. Regulatory assets and liabilities are recorded when it is probable that future rates will permit recovery.

Use of Estimates

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

(2) Summary of Significant Accounting Policies (Continued)

Long-Lived Assets

The Cooperative evaluates long-lived assets for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. The determination of whether an impairment has occurred is based on either a specific regulatory disallowance or an estimate of undiscounted future cash flows attributable to the assets, as compared with the carrying value of the assets. If an impairment has occurred, the amount of the impairment recognized is determined by estimating the fair value of the assets and recording a provision for loss if the carrying value is greater than the fair value. For assets identified as held for sale, the carrying value is compared to the estimated fair value less the cost to sell in order to determine if an impairment provision is required. Until the assets are disposed of, their estimated fair value is reevaluated when circumstances or events change.

U.S. GAAP requires the present value of the ultimate cost for an asset's future retirement be recorded in the period in which the liability is incurred. The cost should be capitalized as part of the related long-lived asset and depreciated over the asset's useful life. The Cooperative has no legal retirement obligations related to its distribution facilities; therefore, a liability for the removal of these assets will not be recorded. Management believes the actual cost of removal, even though not a legal obligation, will be recovered through rates over the life of the distribution assets.

Utility Plant

Utility plant is capitalized at cost less related contributions in aid of construction. In general, utility plant is capitalized at the time it becomes part of an operating unit and has been energized. However, certain items of plant referred to as special equipment items (meters, transformers, oil circuit reclosers, etc.) are capitalized at the time of purchase along with related estimated cost of installation.

Nonutility Property

Nonutility property consists of land and improvements for the development of industrial sites to attract new industry into the Cooperative's service area. Nonutility property is accounted for on the cost basis.

Depreciation and Maintenance

Depreciation of the capitalized cost is provided using composite straight-line rates. When property subject to depreciation is retired or otherwise disposed of in the normal course of business, its capitalized cost and its cost of removal less salvage are charged to accumulated depreciation.

Provision has been made for depreciation of distribution plant at a straight-line composite rate of 3.4 percent per annum with the exception of automated meters. Automated meters are depreciated based on the manufacturer's useful life which equates to 6.67 percent per annum.

Depreciation of general plant is provided on a straight-line basis over the estimated useful lives of the various assets. The rates range from 2.5 percent to 20.0 percent per annum.

The costs of maintenance, repairs, and replacements of minor items of property are charged to maintenance expense accounts.

(2) Summary of Significant Accounting Policies (Continued)

Investments in Associated Organizations

Investments in associated organizations include investments in other cooperative organizations. Investments in other cooperative organizations represent capital investments made primarily to obtain an economical source of supply, financing, product, or service. Investments in other cooperative organizations are carried at cost plus allocated equities in accordance with guidance issued in ASC 905-325-30. Capital credit allocations from associated organizations are included on the consolidated statements of operations as generation and transmission cooperative capital credits and other capital credits and patronage capital allocations.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, cash equivalents typically include time deposits, certificates of deposit, commercial paper, U.S. Treasury Bills, and all highly liquid investments with original maturities of three months or less.

Accounts Receivable and Credit Policies

Accounts receivable are stated at the amount billed to the consumer. Once an electric consumer's service is shut off and the account is approximately 60 days past due, the Cooperative writes off the associated accounts receivable. An allowance is made for doubtful accounts based on experience and other circumstances which may affect the ability of consumers to meet their obligations. Accounts considered uncollectible are charged against the allowance. Recoveries of accounts receivable previously written off are recorded against the allowance when received. Accounts receivables are reported on the consolidated balance sheets net of accumulated provision for uncollectible accounts.

Credit evaluations are performed on most potential members before accepting them for service. Depending upon the results of the credit evaluation, a deposit may be required. If a member does not pay its bill based on the terms of the Cooperative's service agreement, the Cooperative may require an additional deposit as a condition of continued service.

Materials and Supplies

Materials and supplies are generally used for construction and for operation and maintenance work and are not for resale. Cost is determined by the moving average method of inventory valuation. Materials and supplies are charged to construction or operations at moving average cost when used.

Patronage Capital

The Cooperative is organized and operates under the cooperative form of organization. As provided in the bylaws, any excess revenues over expenses from operations are treated as advances of capital by the patrons and credited to each of them on an individual basis. Distributions to members are made at the discretion of the board of trustees in accordance with the bylaws, subject to the restrictions contained in the long-term debt agreements. Patronage capital returned to members prior to the established rotation cycle is adjusted for present value. The present value adjustment is included in patronage capital and will remain assigned to members until dissolution or liquidation of BRECI. In the event of dissolution or liquidation, the amounts will be returned on a pro rata basis along with any remaining patronage capital. The present value adjustment included in assigned patronage capital totaled \$28,399,347 and \$26,008,256 for the years ended December 31, 2022 and 2021, respectively.

(2) Summary of Significant Accounting Policies (Continued)

Revenue Recognition

Electric revenue is generated from contracts (service agreements) with retail electric customers. This revenue, generated from the integrated service to deliver electricity when and if called upon by the customer, is recognized as a single performance obligation satisfied over time and as electricity is delivered to the customer during the month. Unbilled revenue related to retail sales is accrued at the end of each fiscal period and reported on the consolidated balance sheets as accrued utility revenue.

Electric Revenue includes patronage capital and is billed monthly to consumers on a cycle basis. Electric rates for the Cooperative include provisions to permit the board of trustees to adjust billings for fluctuations in fuel costs, purchased power costs, and certain other costs.

Revenue generated from the sale of economic development property is recognized when the customer obtains control of the specified property under the terms of the contract (purchase agreement) with the customer. Revenue is recognized at the time the performance obligation is met, when control is transferred to the customer.

Presentation of Sales Tax

Certain portions of the Cooperative's sales are subject to sales tax imposed by jurisdictions. When required, the Cooperative collects sales tax from customers and remits it to the applicable jurisdiction. The Cooperative's accounting policy is to exclude the tax collected and remitted from revenues and cost of sales.

Cost of Purchased Power

Cost of power is expensed as consumed.

Generation and Transmission Cooperative Capital Credits

Generation and transmission cooperative capital credits represent the annual capital furnished to Central Electric Power Cooperative, Inc. through the payment of power bills. The capital is recorded in the year provided, even though notification of the capital allocation is not received until later.

Income Taxes

BRECI is exempt from federal and state income taxes under Section 501(c)(12) of the Internal Revenue Code which provides, in part, that the Cooperative derive at least 85 percent of its annual gross income from members to retain the exemption. The Cooperative expects to meet the requirement for the tax year ended December 31, 2022. Accordingly, no provision for income taxes has been made in the financial statements.

BREDC, is a taxable entity, and any taxes resulting from operations are not considered to be significant. Net operating losses (NOL) that may be used in future years are subject to adjustment by taxing authorities. The calculation of tax assets involves various management estimates and assumptions as to the future taxable earnings. A valuation allowance is provided against deferred tax assets to the extent that is more likely than not, based on management's estimate, that they will not be realized. Management does not believe it is more likely than not that the NOL carryforward will be utilized; as a result, a valuation allowance has been recorded.

(2) Summary of Significant Accounting Policies (Continued)

Subsequent Events

In preparing these consolidated financial statements, the Cooperative has evaluated events and transactions for potential recognition or disclosure through March 15, 2023, the date the consolidated financial statements were available to be issued.

(3) Utility Plant

Listed below are the major classes of the electric plant as of December 31:

| | <u>2022</u> | <u>2021</u> |
|----------------------------------|------------------------------|------------------------------|
| Electric Plant | | |
| Intangible | \$ 360 | \$ 360 |
| Distribution | 135,882,579 | 129,862,839 |
| General | <u>14,565,410</u> | <u>14,165,462</u> |
| Electric Plant in Service | 150,448,349 | 144,028,661 |
| Construction Work in Progress | <u>1,447,900</u> | <u>722,522</u> |
| | <u>\$ 151,896,249</u> | <u>\$ 144,751,183</u> |

(4) Investments in Associated Organizations

Investments in associated organizations consist of the following as of December 31:

| | <u>2022</u> | <u>2021</u> |
|--|----------------------------|----------------------------|
| National Rural Utilities Cooperative Finance Corporation | \$ 1,103,615 | \$ 1,110,645 |
| Central Electric Power Cooperative, Inc. | 3,539,869 | 3,083,855 |
| Cooperative Electric Energy Utility Supply, Inc. | 1,651,804 | 1,447,995 |
| Federated Rural Electric Insurance Exchange | 401,343 | 366,878 |
| CoBank | 251,791 | 232,228 |
| National Cooperative Services Corporation | 100 | 100 |
| Cooperative Response Center, Inc. | 25,426 | 24,113 |
| Meridian Cooperative, Inc. | <u>21,426</u> | <u>727</u> |
| | <u>\$ 6,995,374</u> | <u>\$ 6,266,541</u> |

(5) Notes Receivable

Notes receivable consist of the following as of December 31:

| | 2022 | 2021 |
|--|-------------------|--------------|
| Shaw Air Force Base Electrical Resiliency Loan | \$ 849,686 | \$ 1,184,287 |
| Energy Efficiency Loans | 315,915 | 304,883 |
| Economic Development Loan | - | 200,000 |
| | 1,165,601 | 1,689,170 |
| Current Portion | (419,515) | (419,119) |
| | \$ 746,086 | \$ 1,270,051 |

BRECI made an electrical resiliency loan to Shaw Air Force Base. The loan is payable over a five-year period. The loan carries a 4 percent interest rate and is payable in a combination of monthly installments and capital credit retirements.

BRECI provides up to \$10,000 in energy efficiency loans to its consumers. The loans carry a 5 percent interest rate, are payable monthly in monthly installments not to exceed 120 months.

BREDC made a zero percent economic development loan to a local nonprofit for the construction of an industrial speculative building. The loan was repaid during the year ended December 31, 2022.

(6) Accounts Receivable and Contract Balances

Accounts receivable, contract assets, and contract liabilities related to revenue from contracts with customers consist of the following as of December 31:

| | 2022 | 2021 | 2020 |
|----------------------------|--------------|--------------|--------------|
| Accounts Receivable | \$ 3,551,328 | \$ 3,731,722 | \$ 4,010,492 |
| Contract Assets | | | |
| Accrued Utility Revenue | 5,987,497 | 4,272,851 | 4,862,278 |

(7) Other Investments

Other investments consist of the following as of December 31:

| | 2022 | 2021 |
|---|---------------------|--------------|
| Investment in Industrial Park | \$ 316,875 | \$ 316,875 |
| Deferred Compensation Investments (See Note 11) | 1,094,209 | 1,165,688 |
| | \$ 1,411,084 | \$ 1,482,563 |

The investment in industrial park is BREDC's investment in a joint venture with a government entity to develop an industrial park to foster economic development in the area. The investment is accounted for on the cost basis.

(8) Other Current Assets

Other current assets are primarily composed of a prepayment to Central Electric Power Cooperative, Inc. for electric energy in the amount of \$4,745,608 and \$4,731,566 as of December 31, 2022 and 2021, respectively. The remaining balance of other current assets consists of other prepaid expenses.

(9) Other Equities

Other equities are comprised of the following as of December 31:

| | 2022 | 2021 |
|---|----------------------|---------------|
| Operating Margins | \$ 11,967 | \$ 11,967 |
| Nonoperating Margins | 70,695 | 70,695 |
| Accrued Utility Revenue Prior to 2018 | 3,611,000 | 3,611,000 |
| Undistributed Loss in Subsidiary | (1,275,197) | (1,264,748) |
| Capital Credits Earned - Central Electric Power Cooperative, Inc. | 3,702,479 | 3,246,466 |
| Retired Capital Credits - Gain | 2,778,369 | 2,276,174 |
| Donated Capital | 2,846,612 | 2,762,205 |
| | \$ 11,745,925 | \$ 10,713,759 |

(10) Debt

Long-Term Debt

Long-term debt consists primarily of mortgage notes payable to the National Rural Utilities Finance Corporation (NRUCFC), CoBank, and the Federal Agricultural Mortgage Corporation (Farmer Mac). Substantially all the assets of the Cooperative are pledged as security for long-term debt of the BRECI. The loans have 10-year maturity periods and are payable on an installment basis. The loans contain certain affirmative and negative covenants, including maintenance of certain financial ratios as defined in the agreement. At December 31, 2022 and 2021, the Cooperative was in compliance with the covenants.

BRECI has received loan funds from the Rural Energy Savings Program (RESP) for the purpose of relending to qualified consumers for up to 10 years.

Long-term debts consist of the following as of December 31:

| Holder of Note | Blended Interest Rate at December 31, 2022 | 2022 | 2021 |
|--------------------------------|---|----------------------|--------------|
| CoBank | 4.51% | \$ 3,616,501 | \$ 5,276,366 |
| NRUCFC | 1.90% | 4,400,888 | 4,916,445 |
| Farmer Mac | 3.62% | 4,153,846 | - |
| RESP | 5.00% | 67,066 | - |
| | | 12,238,301 | 10,192,811 |
| Maturities Due Within One Year | | (1,776,000) | (2,175,423) |
| | | \$ 10,462,301 | \$ 8,017,388 |

BRECI has \$123,000 in unadvanced loan funds on commitment from NRUCFC. The availability of the funds is contingent on the Cooperative's compliance with one or more preconditions set forth in the mortgage agreement.

Cash payments of interest totaled \$409,369 and \$343,300 for the years ended December 31, 2022 and 2021, respectively.

Approximate principal maturities of long-term debt are as follows:

| Year | Amount |
|-------------|----------------------|
| 2023 | \$ 1,776,000 |
| 2024 | 1,502,000 |
| 2025 | 1,537,000 |
| 2026 | 1,573,000 |
| 2027 | 1,610,000 |
| Thereafter | 4,240,301 |
| | \$ 12,238,301 |

(10) Debt (Continued)

Line-of-Credit

BRECI has a \$3,000,000 line-of-credit with NRUCFC. The line-of-credit has a maturity date of December 31, 2049 and carries a variable interest rate of 5.75 percent as of December 31, 2022. There was no outstanding balance on the line-of-credit as of December 31, 2022 and 2021.

(11) Retiree Benefits

Pension Plan (Defined Benefit)

Pension benefits for substantially all employees of the Cooperative are provided through participation in the NRECA Retirement Security Plan (RS Plan), a defined benefit plan qualified under Section 401 and tax-exempt under 501(a) of the IRC. It is considered a multi-employer plan under the accounting standards. The plan sponsor's employer identification number is 53-0116145 and the plan number is 333.

A unique characteristic of a multi-employer plan compared to a single employer plan is that all plan assets are available to pay benefits of any plan participant. Separate asset accounts are not maintained for participating employers. This means that assets contributed by one employer may be used to provide benefits to employees of other participating employers.

The Cooperative's annual contributions to the program represented less than 5 percent of total contributions made to the plan by all participating employers and are equal to the amounts recorded for pension cost. Contributions were \$1,579,438 and \$1,522,208 for the years ended December 31, 2022 and 2021, respectively.

In the RS Plan, a "zone status" determination is not required, and therefore not determined, under the Pension Protection Act (PPA) of 2006. In addition, the accumulated benefit obligations and plan assets are not determined or allocated separately by individual employer. In total, the RS Plan was greater than 80 percent funded at January 1, 2022 and 2021 based on the PPA funding target and PPA actuarial value of assets on those dates.

Because the provisions of the PPA do not apply to the RS Plan, funding improvement plans and surcharges are not applicable. Future contribution requirements are determined each year as part of the actuarial valuation of the plan and may change as a result of plan experience.

Pension Plan (Defined Contribution Plan)

The Cooperative also provides additional employee benefits to substantially all employees through the NRECA sponsored defined contribution Savings Plan (401-k). In this defined contribution plan, the Cooperative's contributory portion of costs of this plan totaled \$68,834 and \$64,046 for the years ended December 31, 2022 and 2021, respectively.

(11) Retiree Benefits (Continued)

Deferred Compensation Plan

The Cooperative sponsors a deferred compensation plan. Eligible employees are defined as highly compensated individuals within the definition of IRC Section 414(q). The annual deferral to the deferred compensation plan is calculated in accordance with IRC Section 457, subject to changes under IRC Section 457(b). The obligations, totaling \$1,094,209 and \$1,165,688 as of December 31, 2022 and 2021, respectively, are recorded as other long-term liabilities - deferred compensation and the related assets are reflected as a component of other investments. Plan assets are measured at fair value (See Note 15).

(12) Deferred Credits

Deferred credits consist of the following as of December 31:

| | 2022 | 2021 |
|---|-------------------|------------|
| Unearned Rental Income | \$ 15,552 | \$ 15,552 |
| Unclaimed Capital Credits Settlement | 86,530 | 86,530 |
| SC Stay Plus Program - Energy Assistance Advanced Payment | - | 680,593 |
| Lot Deposits | 180,500 | 194,000 |
| Other | - | 6,500 |
| | \$ 282,582 | \$ 983,175 |

(13) Commitments

The Cooperative is committed to purchase all electric energy requirements from Central Electric Power Cooperative, Inc., in accordance with the wholesale power contract expiring in 2058. Under the contract, rates paid for electric power are subject to periodic review and adjustment.

Under current law, the Cooperative has the ability to recover these costs from its members; however, any change to existing laws could adversely affect the ability to recover these costs.

(14) Contingencies

The Cooperative has been named as a defendant in a class action lawsuit regarding the retirement of capital credits. Although it is not possible to predict with certainty the outcome of these unresolved legal actions or the range of possible losses or recovery, the Cooperative believes these unresolved legal actions will not have a material effect on its financial position or results of operations and intends to vigorously defend its position related to the unresolved issues. However, any resolution that differs from management's position could adversely impact the consolidated financial statements.

(15) Fair Value of Financial Instruments

The Cooperative records certain financial and nonfinancial assets using fair value measurements. The Cooperative uses a hierarchical disclosure framework that prioritizes the level of market price observability to measure investments at fair value.

The guidance establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Cooperative has the ability to access.

Level 2 - Valuations based on quoted market prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.

Level 3 - Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair values of the Cooperative's deferred compensation investments at December 31 by asset category are as follows:

| <u>Description</u> | <u>Level</u> | <u>2022</u> | <u>2021</u> |
|-----------------------------------|--------------|---------------------|---------------------|
| Deferred Compensation Investments | | | |
| Short-Term Bond Funds | (1) | \$ 202,308 | \$ 211,688 |
| Stock Funds | (1) | 891,901 | 954,000 |
| | | <u>\$ 1,094,209</u> | <u>\$ 1,165,688</u> |

(16) Concentrations of Credit Risk

Financial instruments that potentially subject the Cooperative to concentrations of credit risk consist principally of cash and cash equivalents and consumer accounts receivable. The Cooperative maintains its cash balances in several financial institutions; cash balances throughout the year periodically exceed federally insured limits of \$250,000. At December 31, 2022, the carrying amount of the Cooperative's cash and cash equivalents was \$7,018,730. Of this balance, \$6,521,000 was covered under a repurchase agreement, maturing January 3, 2023. The repurchase agreement was collateralized by interests that include Government National Mortgage Association securities. The Cooperative has not experienced any loss in accounts which exceed federally insured limits.

The Cooperative serves consumers in the state of South Carolina. The geographic concentration of the Cooperative's consumers results in a concentration of credit risk with respect to the collection of accounts receivable. Credit evaluations are performed on most potential consumers before accepting them for service. Depending upon the results of the credit evaluation, a deposit may be required. If a consumer does not pay based on the terms of the service agreement, the Cooperative may require a consumer deposit as a condition for continued service.

March 15, 2023

**INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY INFORMATION**

The Board of Trustees
Black River Electric Cooperative, Inc.

We have audited the consolidated financial statements of **Black River Electric Cooperative, Inc. and Subsidiary** as of and for the years ended December 31, 2022 and 2021 and have issued our report thereon dated March 15, 2023, which contained an unmodified opinion on those consolidated financial statements. Our audits were performed for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying information on pages 20 through 23 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

McNair, McLemore, Middlebrooks & Co., LLC
McNAIR, MCLEMORE, MIDDLEBROOKS & CO., LLC

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY
CONSOLIDATING BALANCE SHEET
DECEMBER 31, 2022

| | Black River Electric Cooperative, Inc. | Black River Economic Development Corporation | Totals | Elimination Entries | Consolidated Balances |
|---|---|---|-----------------------|--------------------------------|----------------------------------|
| ASSETS | | | | | |
| Utility Plant | | | | | |
| Electric Plant in Service - At Cost | \$ 150,448,349 | \$ - | \$ 150,448,349 | \$ - | \$ 150,448,349 |
| Construction Work in Progress | 1,447,900 | - | 1,447,900 | - | 1,447,900 |
| | 151,896,249 | - | 151,896,249 | - | 151,896,249 |
| Accumulated Depreciation | (67,631,135) | - | (67,631,135) | - | (67,631,135) |
| | 84,265,114 | - | 84,265,114 | - | 84,265,114 |
| Other Property and Investments | | | | | |
| Investments in Associated Organizations | 6,995,374 | - | 6,995,374 | - | 6,995,374 |
| Investment in Subsidiary | (1,275,197) | - | (1,275,197) | 1,275,197 | - |
| Nonutility Property | 2,950 | 836,592 | 839,542 | - | 839,542 |
| Notes Receivable | 2,011,855 | - | 2,011,855 | (1,265,769) | 746,086 |
| Other Investments | 1,094,209 | 316,875 | 1,411,084 | - | 1,411,084 |
| | 8,829,191 | 1,153,467 | 9,982,658 | 9,428 | 9,992,086 |
| Current Assets | | | | | |
| Cash and Cash Equivalents | 7,018,730 | - | 7,018,730 | - | 7,018,730 |
| Accounts Receivable (Net) | 3,551,328 | - | 3,551,328 | - | 3,551,328 |
| Accrued Utility Revenue | 5,988,019 | - | 5,988,019 | (522) | 5,987,497 |
| Accounts Receivable - Intercompany | 1,146,821 | - | 1,146,821 | (1,146,821) | - |
| Notes Receivable - Current Portion | 419,515 | - | 419,515 | - | 419,515 |
| Materials and Supplies | 1,042,249 | - | 1,042,249 | - | 1,042,249 |
| Other | 5,153,088 | - | 5,153,088 | - | 5,153,088 |
| | 24,319,750 | - | 24,319,750 | (1,147,343) | 23,172,407 |
| Total Assets | \$ 117,414,055 | \$ 1,153,467 | \$ 118,567,522 | \$ (1,137,915) | \$ 117,429,607 |
| MEMBERS' EQUITY AND LIABILITIES | | | | | |
| Members' Equity | | | | | |
| Membership Fees | \$ 140,410 | \$ - | \$ 140,410 | \$ - | \$ 140,410 |
| Patronage Capital | 80,301,706 | - | 80,301,706 | - | 80,301,706 |
| Other Equities | 11,745,925 | (1,275,197) | 10,470,728 | 1,275,197 | 11,745,925 |
| | 92,188,041 | (1,275,197) | 90,912,844 | 1,275,197 | 92,188,041 |
| Long-Term Debt | 10,462,301 | - | 10,462,301 | - | 10,462,301 |
| Other Long-Term Liabilities - Deferred Compensation | 1,086,643 | - | 1,086,643 | - | 1,086,643 |
| Current Liabilities | | | | | |
| Long-Term Debt - Current Portion | 1,776,000 | - | 1,776,000 | - | 1,776,000 |
| Other Long-Term Liabilities - Deferred Compensation - Current Portion | 7,566 | - | 7,566 | - | 7,566 |
| Accounts Payable | 7,234,039 | - | 7,234,039 | - | 7,234,039 |
| Accounts Payable - Intercompany | - | 1,147,343 | 1,147,343 | (1,147,343) | - |
| Demand Note Payable to Parent Company | - | 1,265,769 | 1,265,769 | (1,265,769) | - |
| Consumer Deposits | 3,257,880 | - | 3,257,880 | - | 3,257,880 |
| Accrued and Withheld Taxes | 712,174 | - | 712,174 | - | 712,174 |
| Other | 422,381 | - | 422,381 | - | 422,381 |
| | 13,410,040 | 2,413,112 | 15,823,152 | (2,413,112) | 13,410,040 |
| Deferred Credits | 267,030 | 15,552 | 282,582 | - | 282,582 |
| Total Members' Equity and Liabilities | \$ 117,414,055 | \$ 1,153,467 | \$ 118,567,522 | \$ (1,137,915) | \$ 117,429,607 |

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY
CONSOLIDATING STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2022

| | Black River Electric Cooperative, Inc. | Black River Economic Development Corporation | Totals | Elimination Entries | Consolidated Balances |
|--|---|---|----------------------|--------------------------------|----------------------------------|
| Operating Revenues | <u>\$ 80,657,569</u> | <u>\$ 27,641</u> | <u>\$ 80,685,210</u> | <u>\$ (27,641)</u> | <u>\$ 80,657,569</u> |
| Operating Expenses | | | | | |
| Cost of Power | 56,960,092 | - | 56,960,092 | - | 56,960,092 |
| Distribution Operations | 4,119,204 | - | 4,119,204 | - | 4,119,204 |
| Distribution Maintenance | 3,646,358 | 12,980 | 3,659,338 | (12,980) | 3,646,358 |
| Consumer Accounts | 1,690,256 | - | 1,690,256 | - | 1,690,256 |
| Consumer Service and Information | 194,218 | - | 194,218 | - | 194,218 |
| Administrative and General | 4,938,737 | 23,723 | 4,962,460 | (23,723) | 4,938,737 |
| Depreciation | 5,221,834 | - | 5,221,834 | - | 5,221,834 |
| Taxes | 555,599 | 1,387 | 556,986 | (1,387) | 555,599 |
| | <u>77,326,298</u> | <u>38,090</u> | <u>77,364,388</u> | <u>(38,090)</u> | <u>77,326,298</u> |
| Operating Margins Before Interest Expense | 3,331,271 | (10,449) | 3,320,822 | 10,449 | 3,331,271 |
| Interest Expense | <u>403,630</u> | <u>-</u> | <u>403,630</u> | <u>-</u> | <u>403,630</u> |
| Operating Margins After Interest Expense | 2,927,641 | (10,449) | 2,917,192 | 10,449 | 2,927,641 |
| Nonoperating Margins | 234,936 | - | 234,936 | - | 234,936 |
| Generation and Transmission Cooperative Capital Credits | 456,014 | - | 456,014 | - | 456,014 |
| Other Capital Credits and Patronage Capital Allocations | <u>160,982</u> | <u>-</u> | <u>160,982</u> | <u>-</u> | <u>160,982</u> |
| Net Margins | <u>\$ 3,779,573</u> | <u>\$ (10,449)</u> | <u>\$ 3,769,124</u> | <u>\$ 10,449</u> | <u>\$ 3,779,573</u> |

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY
CONSOLIDATING BALANCE SHEET
DECEMBER 31, 2021

| | Black River Electric Cooperative, Inc. | Black River Economic Development Corporation | Totals | Elimination Entries | Consolidated Balances |
|---|---|---|-----------------------|--------------------------------|----------------------------------|
| ASSETS | | | | | |
| Utility Plant | | | | | |
| Electric Plant in Service - At Cost | \$ 144,028,661 | \$ - | \$ 144,028,661 | \$ - | \$ 144,028,661 |
| Construction Work in Progress | 722,522 | - | 722,522 | - | 722,522 |
| | 144,751,183 | - | 144,751,183 | - | 144,751,183 |
| Accumulated Depreciation | (63,714,476) | - | (63,714,476) | - | (63,714,476) |
| | 81,036,707 | - | 81,036,707 | - | 81,036,707 |
| Other Property and Investments | | | | | |
| Investments in Associated Organizations | 6,266,541 | - | 6,266,541 | - | 6,266,541 |
| Investment in Subsidiary | (1,264,748) | - | (1,264,748) | 1,264,748 | - |
| Nonutility Property | 2,950 | 836,592 | 839,542 | - | 839,542 |
| Notes Receivable | 2,335,820 | 200,000 | 2,535,820 | (1,265,769) | 1,270,051 |
| Other Investments | 1,165,688 | 316,875 | 1,482,563 | - | 1,482,563 |
| | 8,506,251 | 1,353,467 | 9,859,718 | (1,021) | 9,858,697 |
| Current Assets | | | | | |
| Cash and Cash Equivalents | 8,414,191 | - | 8,414,191 | - | 8,414,191 |
| Accounts Receivable (Net) | 3,731,722 | - | 3,731,722 | - | 3,731,722 |
| Accrued Utility Revenue | 4,272,851 | - | 4,272,851 | - | 4,272,851 |
| Accounts Receivable - Intercompany | 1,336,894 | - | 1,336,894 | (1,336,894) | - |
| Notes Receivable - Current Portion | 419,119 | - | 419,119 | - | 419,119 |
| Materials and Supplies | 1,071,476 | - | 1,071,476 | - | 1,071,476 |
| Other | 5,069,718 | - | 5,069,718 | - | 5,069,718 |
| | 24,315,971 | - | 24,315,971 | (1,336,894) | 22,979,077 |
| Total Assets | \$ 113,858,929 | \$ 1,353,467 | \$ 115,212,396 | \$ (1,337,915) | \$ 113,874,481 |
| MEMBERS' EQUITY AND LIABILITIES | | | | | |
| Members' Equity | | | | | |
| Membership Fees | \$ 138,675 | \$ - | \$ 138,675 | \$ - | \$ 138,675 |
| Patronage Capital | 81,842,654 | - | 81,842,654 | - | 81,842,654 |
| Other Equities | 10,713,759 | (1,264,748) | 9,449,011 | 1,264,748 | 10,713,759 |
| | 92,695,088 | (1,264,748) | 91,430,340 | 1,264,748 | 92,695,088 |
| Long-Term Debt | 8,017,388 | - | 8,017,388 | - | 8,017,388 |
| Other Long-Term Liabilities - Deferred Compensation | 1,157,276 | - | 1,157,276 | - | 1,157,276 |
| Current Liabilities | | | | | |
| Long-Term Debt - Current Portion | 2,175,423 | - | 2,175,423 | - | 2,175,423 |
| Other Long-Term Liabilities - Deferred Compensation - Current Portion | 8,412 | - | 8,412 | - | 8,412 |
| Accounts Payable | 4,577,434 | - | 4,577,434 | - | 4,577,434 |
| Accounts Payable - Intercompany | - | 1,336,894 | 1,336,894 | (1,336,894) | - |
| Demand Note Payable to Parent Company | - | 1,265,769 | 1,265,769 | (1,265,769) | - |
| Consumer Deposits | 3,172,909 | - | 3,172,909 | - | 3,172,909 |
| Accrued and Withheld Taxes | 680,968 | - | 680,968 | - | 680,968 |
| Other | 406,408 | - | 406,408 | - | 406,408 |
| | 11,021,554 | 2,602,663 | 13,624,217 | (2,602,663) | 11,021,554 |
| Deferred Credits | 967,623 | 15,552 | 983,175 | - | 983,175 |
| Total Members' Equity and Liabilities | \$ 113,858,929 | \$ 1,353,467 | \$ 115,212,396 | \$ (1,337,915) | \$ 113,874,481 |

BLACK RIVER ELECTRIC COOPERATIVE, INC. AND SUBSIDIARY
CONSOLIDATING STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2021

| | Black River Electric Cooperative, Inc. | Black River Economic Development Corporation | Totals | Elimination Entries | Consolidated Balances |
|--|---|---|----------------------|--------------------------------|----------------------------------|
| Operating Revenues | <u>\$ 78,470,486</u> | <u>\$ 414,736</u> | <u>\$ 78,885,222</u> | <u>\$ (414,736)</u> | <u>\$ 78,470,486</u> |
| Operating Expenses | | | | | |
| Cost of Power | 52,972,472 | - | 52,972,472 | - | 52,972,472 |
| Cost of Revenues | - | 364,109 | 364,109 | (364,109) | - |
| Distribution Operations | 3,907,190 | - | 3,907,190 | - | 3,907,190 |
| Distribution Maintenance | 3,358,115 | 15,325 | 3,373,440 | (15,325) | 3,358,115 |
| Consumer Accounts | 1,677,002 | - | 1,677,002 | - | 1,677,002 |
| Consumer Service and Information | 186,111 | - | 186,111 | - | 186,111 |
| Administrative and General | 4,606,965 | 28,108 | 4,635,073 | (28,108) | 4,606,965 |
| Depreciation | 5,020,386 | - | 5,020,386 | - | 5,020,386 |
| Taxes | 537,135 | 2,423 | 539,558 | (2,423) | 537,135 |
| | <u>72,265,376</u> | <u>409,965</u> | <u>72,675,341</u> | <u>(409,965)</u> | <u>72,265,376</u> |
| Operating Margins Before Interest Expense | 6,205,110 | 4,771 | 6,209,881 | (4,771) | 6,205,110 |
| Interest Expense | <u>338,977</u> | <u>-</u> | <u>338,977</u> | <u>-</u> | <u>338,977</u> |
| Operating Margins After Interest Expense | 5,866,133 | 4,771 | 5,870,904 | (4,771) | 5,866,133 |
| Nonoperating Margins | 206,352 | - | 206,352 | - | 206,352 |
| Generation and Transmission Cooperative Capital Credits | 164,991 | - | 164,991 | - | 164,991 |
| Other Capital Credits and Patronage Capital Allocations | <u>125,848</u> | <u>-</u> | <u>125,848</u> | <u>-</u> | <u>125,848</u> |
| Net Margins | <u>\$ 6,363,324</u> | <u>\$ 4,771</u> | <u>\$ 6,368,095</u> | <u>\$ (4,771)</u> | <u>\$ 6,363,324</u> |

March 15, 2023

**INDEPENDENT AUDITOR'S REPORT
ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Board of Trustees
Black River Electric Cooperative, Inc.

In planning and performing our audit of the consolidated financial statements of **Black River Electric Cooperative, Inc. and Subsidiary** (the Corporation) as of and for the year ended December 31, 2022, in accordance with auditing standards generally accepted in the United States of America, we considered the Corporation'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 entity's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation'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 over financial reporting, 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 reasonable possibility exists when the likelihood of an event occurring is either reasonably possible or probable as defined as follows:

- *Reasonably possible.* The chance of the future event or events occurring is more than remote but less than likely.
- *Probable.* The future event or events are likely to occur.

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 and the board of trustees and is not intended to be, and should not be, used by anyone other than these specified parties.

McNair, McLemore, Middlebrooks & Co., LLC
MCNAIR, MCLEMORE, MIDDLEBROOKS & CO., LLC

March 15, 2023

**COMMUNICATION WITH THOSE
CHARGED WITH GOVERNANCE**

The Board of Trustees
Black River Electric Cooperative, Inc.

We have audited the consolidated financial statements of **Black River Electric Cooperative, Inc. and Subsidiary** (the Cooperative) for the year ended December 31, 2022 and have issued our report thereon dated March 15, 2023. Professional standards require that we provide you with the information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We communicated such information in our engagement letter. Professional standards also require that we communicate to you the following information related to our audit.

Our Responsibility in Relation to the Financial Statement Audit

As communicated in our engagement letter dated November 14, 2022, our responsibility, as described by professional standards, is to form and express an opinion about whether the consolidated financial statements that have been prepared by management with your oversight are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America. Our audit of the consolidated financial statements does not relieve you or management of its respective responsibilities.

Our responsibility, as prescribed by professional standards, is to plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the consolidated financial statements are free of material misstatement. An audit of financial statements includes consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, as part of our audit, we considered the internal control of the Cooperative solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

We are also responsible for communicating significant matters related to the audit that are, in our professional judgment, relevant to your responsibilities in overseeing the financial reporting process. However, we are not required to design procedures for the purpose of identifying other matters to communicate to you.

Planned Scope and Timing of the Audit

We conducted our audit consistent with the planned scope and timing previously communicated to you.

Compliance with All Ethics Requirements Regarding Independence

The engagement team, others in our firm, as appropriate, and our firm have complied with all relevant ethical requirements regarding independence.

As described in our engagement letter, we perform certain non-attest services for the Cooperative. To eliminate the threat to independence, management has accepted responsibility for these services as documented in the management representation letter. Additionally, an individual from our quality control department, not involved in the audit, performs a secondary review of the consolidated financial statements.

Significant Risks Identified

We have identified the following significant risks:

- Management Override of Controls

Management may override controls to intentionally misstate the nature and timing of revenue or other transactions by (1) recording fictitious business events or transactions or changing the timing of recognition of legitimate transactions, particularly those recorded close to the end of an accounting period; (2) establishing or reversing reserves to manipulate results, including intentionally biasing assumptions and judgments used to estimate account balances; and (3) altering records and terms related to significant or unusual transactions. Management override of controls is a presumed fraud risk in all audits performed under auditing standards generally accepted in the United States of America (U.S. GAAS).

- Loan Compliance

The Cooperative's mortgage and credit agreements contain certain financial covenants and compliance requirements for which specific audit procedures are required.

Qualitative Aspects of the Entity's Significant Accounting Practices

Significant Accounting Policies

Management has the responsibility to select and use appropriate accounting policies. A summary of the significant accounting policies adopted by the Cooperative are outlined in Note 2 to the consolidated financial statements. There have been no initial selection of accounting policies and no changes in significant accounting policies or their application during the year ended December 31, 2022.

No matters have come to our attention that would require us, under professional standards, to inform you about (1) the methods used to account for significant unusual transactions and (2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus.

Significant Accounting Estimates

Accounting estimates are an integral part of the consolidated financial statements prepared by management and are based on management's current judgments. Those judgments are normally based on knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the consolidated financial statements and because of the possibility that future events affecting them may differ markedly from management's current judgments. We evaluated the key factors and assumptions used to develop management's estimates in determining that they are reasonable in relation to the financial statements as a whole.

The most sensitive estimates affecting the consolidated financial statements are:

- *Construction Work-in-Progress Overhead Allocations*

Management utilizes estimates to determine the allocation of costs to construction work-in-progress. The estimates utilize direct labor and material cost as the primary basis for allocation. The allocations utilized are similar to the allocation processes utilized by other electric utilities.

- *Useful Lives of Property, Plant, and Equipment*

Management's estimates of the useful lives assigned to property, plant, and equipment are based on U.S. GAAP, industry standards and management's best estimate of the lives of the assets.

- *Allowance for Doubtful Accounts*

Management's estimate for the allowance for doubtful accounts is based on historical revenues, historical collection rates, and an analysis of the collectability of individual accounts receivable.

Financial Statement Disclosures

Certain consolidated financial statement disclosures involve significant judgment and are particularly sensitive because of their significance to financial statement users. The most sensitive disclosures affecting the Cooperative's consolidated financial statements relate to:

- *Note 10 - Debt*
- *Note 11 - Retiree Benefits*
- *Note 15 - Fair Value of Financial Instruments*

Significant Difficulties Encountered During the Audit

We encountered no significant difficulties in dealing with management related to the performance of the audit.

Uncorrected and Corrected Misstatements

For purposes of this communication, professional standards also 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. Further, professional standards require us to also communicate the effect of uncorrected misstatements related to prior periods on the relevant classes of transactions, account balances or disclosures, and the consolidated financial statements as a whole. There were no significant uncorrected misstatements, material, or immaterial.

In addition, professional standards require us to communicate to you all material, corrected misstatements that were brought to the attention of management as a result of audit procedures. We did not identify any misstatements as a result of our procedures that were material, either individually or in the aggregate, to the consolidated financial statements as a whole.

Disagreements with Management

For purposes of this communication, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter, which could be significant to the Cooperative's consolidated financial statements or the auditor's report. No such disagreements arose during the course of our audit.

Representations Requested from Management

We have requested certain representations from management, which are included in the management representation letter dated March 15, 2023.

Management's Consultation with Other Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters. Management informed us that, and to our knowledge, there were no consultations with other accountants regarding auditing and accounting matters.

Other Significant Matters, Findings, or Issues

In the normal course of our professional association with the Cooperative, we generally discuss a variety of matters, including the application of accounting principles and auditing standards, business conditions affecting the entity, and business plans and strategies that may affect the risks of material misstatement. None of the matters discussed resulted in a condition to our retention as the Cooperative auditors.

This report is intended solely for the information and use of the board of trustees and management of the Cooperative and is not intended to be and should not be used by anyone other than these specified parties.