

BOARD OF WATER SUPPLY

CITY AND COUNTY OF HONOLULU
630 SOUTH BERETANIA STREET
HONOLULU, HI 96843



January 10, 2011

PETER B. CARLISLE, MAYOR

RANDALL Y. S. CHUNG, Chairman
ANTHONY R. GUERRERO, JR.
WILLIAM K. MAHOE
THERESIA C. McMURDO
ADAM C. WONG

GEORGE "KEOKI" MIYAMOTO, Ex-Officio
JEFFREY CHANG, Ex-Officio

WAYNE M. HASHIRO, P.E.
Manager and Chief Engineer

DEAN A. NAKANO
Deputy Manager

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The Honorable Nestor Garcia, Chair
and Members
Honolulu City Council
530 South King Street, Room 202
Honolulu, Hawaii 96813

Dear Chair Garcia and Councilmembers:

Subject: Financial Statements of the Board of Water Supply, City and County
of Honolulu, for Fiscal Years Ended June 30, 2010 and 2009

Enclosed are thirteen copies of the Financial Statements of the Board of Water
Supply and the report thereon by N&K CPAs, Inc., covering the results of their
examination of the accounts and financial status of the Board of Water Supply for the
years ended June 30, 2010 and 2009, as required under Article VII, Section 7-108 of
the Revised Charter.

Sincerely,

WAYNE M. HASHIRO, P.E.
Manager and Chief Engineer

APPROVED:

Douglas S. Chin
Managing Director

Enclosures (13)

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**BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU**

**FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION
WITH INDEPENDENT AUDITORS' REPORT**

Fiscal Years Ended June 30, 2010 and 2009

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N&K CPAs, Inc.

ACCOUNTANTS|CONSULTANTS

**BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU**

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**Board of Water Supply
City and County of Honolulu
INTRODUCTION
Fiscal Year Ended June 30, 2010**

The Board of Water Supply of the City and County of Honolulu (the BWS) is pleased to present its Annual Financial Report for the fiscal year 2010. This introduction provides an overview of the mission, organization, and operations of the BWS. The following management discussion and analysis is intended to provide the reader with an easily understandable analysis of the BWS's financial performance and all aspects of its financial position. Financial statements presenting the financial position and results of operations of the BWS in conformity with accounting principles generally accepted in the United States of America, accompanied by the independent auditors' report, follow the management's discussion and analysis.

Organization and Business

The BWS is a semi-autonomous agency of the City and County of Honolulu (City). Pursuant to the City Revised Charter, the BWS has full control of all municipal water systems of the City, together with all materials, supplies, and equipment, and all real and personal property used or useful in connection with such water system. The BWS was established in 1929.

The Mayor of the City appoints five of the seven members of the Board of Directors. The other two members, the Director and Chief Engineer of the Department of Facility Maintenance of the City and the Director of the Department of Transportation of the State of Hawai'i, are ex-officio members of the Board of Directors.

The BWS consists of 14 Divisions and Support Offices - Business Development, Capital Projects, Communications, Customer Care, Finance, Human Resources, Information Technology, Legal Counsel, Field Operations, Water System Operations, Water Resources, Land, Security and the Office of the Manager and Chief Engineer. All are under the direction of the Manager and Chief Engineer (Manager), who is appointed by the Board of Directors, and the Deputy Manager.

The Board of Directors has the power to fix and adjust rates and charges for the furnishing of water and water services so that the revenues derived shall be sufficient to make the water system self-supporting. Rates and charges are determined on the basis of a recommendation by the Manager, subject to approval by the Board of Directors. Public hearings are held to provide an open forum for public discussion regarding any proposed rate increase.

The BWS receives no revenues from taxation and depends solely upon revenues derived from its activities to pay for its operations and liquidation of indebtedness. The BWS may receive funds from the federal, state, or county governments for capital improvement and other projects.

The BWS services 166,422 accounts and a residential population of 907,574. The service area covers the island of Oahu and is 596.7 square miles. The customer base includes the residential population, businesses and industries, and agriculture. Of the total accounts, 154,431 are residential (92.8%), representing 59.2% of the total amount received from water sales in fiscal year 2010; 11,109 are commercial and industrial (6.7%), representing 39.7% of the total amount received from water sales in fiscal year 2010; and 882 are agricultural (0.5%), representing 1.1% of the total amount received from water sales in fiscal year 2010.

**Board of Water Supply
City and County of Honolulu
INTRODUCTION (Continued)
Fiscal Year Ended June 30, 2010**

The BWS provides high quality water at reasonable rates, while protecting the long-term viability of Oahu's water resources and enhancing the environment. In addition to providing potable water of 147 million gallons per day (mgd), the BWS is capable of delivering approximately 10 mgd of non potable water for irrigation of various golf courses, landscaped areas in Ewa and for industrial processing in Campbell Industrial Park.

Mission

The mission of the BWS is to provide a safe and dependable water supply now and into the future.

Three main strategic objectives emanate from this mission: resource, economic, and organizational sustainability.

- **Resource sustainability** ensures the protection of natural groundwater supplies and its efficient management.
- **Economic sustainability** calls for a diversity of financial resources to be employed to support system operating and capital needs, while keeping water rates affordable.
- **Organizational sustainability** calls for a sound, well structured, efficient organization with the tools and skills necessary to provide exceptional value to the BWS's customers, the community, and watersheds.

Looking Ahead

The BWS employees continue to concentrate their efforts and attention in support of the BWS's mission with a focus on the following strategic objectives:

Resource Sustainability

This strategic objective ensures that natural groundwater supplies are protected and managed efficiently. The BWS plans for a variety of strategies and projects in conservation, potable groundwater and alternative water supplies, including brackish, recycled and desalinated water to meet future demands. Its efforts also focus on protecting the natural environment, important watersheds and water sources by monitoring Oahu's rainfall and aquifer water levels and salinity, and taking appropriate precautions and actions to ensure the reliability of the island's potable water supplies.

- The BWS investigators responded to numerous customer calls of water seepage on public property, pinpointing underground water leaks for repair and verifying the cause of leaks.

**Board of Water Supply
City and County of Honolulu
INTRODUCTION (Continued)
Fiscal Year Ended June 30, 2010**

- Recycled water is an important component of a host of conservation and drought mitigation strategies to reduce potable water consumption. The BWS continues to support the use of recycled water in the Ewa area as an appropriate and more efficient source of water for irrigation and industrial purposes. Recycled water use from the Honouliuli Water Recycling Facility continues to expand in Ewa for irrigation and industrial purposes. Recycled water production averaged 8.6 million gallons per day in fiscal year 2010. The facility has the capacity of providing 12 million gallons per day of recycled water.
- In April 2010, the BWS signed on as a partner in a public-private partnership to preserve and protect the watershed in Waianae. Watershed management partnerships allow the BWS to join with other organizations with similar goals to strengthen mutual watershed protection efforts and increase rainwater recharge of our island groundwater supply. The BWS is now an active member in both the Waianae and Koolau Mountain Watershed Partnerships, which protect all of the high recharge areas within Oahu's two mountain ranges. Other members of the Waianae Mountains Watershed Partnership (WMWP) are the United States Army Garrison Hawaii, the United States Navy Region Hawaii, the State Department of Land and Natural Resources (DLNR), the Gill-Olson Joint Venture, Kaala Farm and MAO Organic Farms.
- The Waianae and Koolauloa Watershed Management Plans were adopted by the City Council in August 2009 as Bills 9 and 10, respectively, revising Chapter 30, Revised Ordinances of Hawaii (ROH). These plans are two of the eight regional updates of the Oahu Water Management Plan, which integrate directly with the City's land use plans and guide watershed protection and water use and development activities of the City. The watershed management plans provide the strategic planning framework for the BWS's long-range capital program, ensuring the protection of water resources and that adequate water supplies and water system infrastructure will meet Oahu's existing and future water demands.
- The BWS continues to participate in the Mayor's Energy and Sustainability Task Force to conserve water in City facilities.
- The BWS continues to promote the U.S. Environmental Protection Agency's (EPA) Water Sense-labeled products that identify plumbing fixtures and appliances as high quality and water-efficient.
- The BWS implemented and expanded upon a wide array of public information and education programs that support and reinforce efforts to educate customers about the BWS, while continuing to stress the importance of conserving water throughout the year.
- The BWS continues to ensure that the community's potable water supply complies with all Federal and State safe drinking water regulations by monitoring changes in safe drinking water regulations and installing new and replacement water treatment facilities as necessary.

**Board of Water Supply
City and County of Honolulu
INTRODUCTION (Continued)
Fiscal Year Ended June 30, 2010**

Economic Sustainability

The second strategic objective calls for a sound financial strategy to support the BWS's operating and capital needs. While operation and construction costs steadily increase, the BWS continues to focus its efforts on improving its core services by addressing aging infrastructure and ensuring the reliability and quality of water provided to all customers in the City.

- The BWS implemented an 8 percent water rate increase on July 1, 2009. The additional revenue is necessary to fund infrastructure repair and replacement programs and to keep up with the rising cost of delivering water to customers. Meanwhile, the BWS is in the process of reviewing its rate structure to continue to fund further infrastructure repair and replacement programs and to keep up with the rising cost of delivering water to customers.
- On July 1, 2009, the BWS also implemented a power cost adjustment to help pay for unexpected electrical cost surcharges incurred during the prior fiscal year (FY 2009). The Power Cost Adjustment was 5.8 cents for every 1,000 gallons of water used and will be reviewed annually so that the adjustment only recovers unanticipated energy cost surcharges from the prior fiscal year.
- A total of \$16.2 million in Capital Program budget contracts, in addition to Operating budget contracts of \$5.4 million, were awarded as of June 30, 2010. The repair, replacement and improvement projects proactively address the needs of our aging infrastructure to ensure continuity of core services. The BWS's Operating budget contracts also provide the necessary waterworks materials, services and supplies, automotive and construction equipment and information technology systems to support our core operations.
- According to the American Water Works Association, water utilities nationwide should strive for roughly 25-30 breaks per 100 miles of pipeline. The BWS ratio was better than the national benchmark. In calendar year 2009, the BWS employees responded to a total of 395 main breaks or about 19 breaks per 100 miles of pipeline.
- As part of the BWS's objective to optimize work efficiency, the BWS continues to roll out its Computerized Maintenance Management System (CMMS) to supervisors in its Water System Operations Division. The CMMS captures labor, vehicular/equipment, and parts and materials costs that are automatically calculated at job completion, and an integrated electronic map makes data readily available so crews can be more informed in the field.
- The BWS's HONU GIS (Honolulu ONline Utilities Geographic Information System) has been upgraded to use the ArcGIS Server platform with the Microsoft Silverlight framework. It gives the department access to updated imagery, contains exciting new functionality and performs faster. The system continues to identify BWS assets in the field so it can be scheduled for maintenance, located by crews and used in hydraulic modeling.

**Board of Water Supply
City and County of Honolulu
INTRODUCTION (Continued)
Fiscal Year Ended June 30, 2010**

- The BWS completed the initial phase of its wireless initiative, with the target goal of having an island-wide, secure, broadband, disaster-hardened communications network. The initiative completed network links from the BWS's Beretania location to the major corporation yards at Kalihi and Manana, the disaster recovery site, and extended the BWS's wireless backbone from Makakilo to Koko Head, covering the leeward coast. This is the first step of a large-scale project to eventually link all BWS facilities.

Organizational Sustainability

The BWS's third objective calls for a sound, well structured, efficient organization with the tools and skills necessary to provide exceptional value to customers, the community and watersheds.

- The BWS processed more than 195,000 customer calls regarding bill payments, delinquent bills, account inquiries, set-up and closing of water service, water service investigations, building permits, new water services or meter readings during the fiscal year.
- The BWS works with its agency partners such as the City Department of Emergency Management, Honolulu Police Department, Honolulu Fire Department, State Civil Defense, and others in a continuing effort to develop plans and procedures to protect its assets and to respond effectively to emergency situations whether it be a hurricane, electrical system failure, pandemic flu, tsunami, or other event.
- Employee development continues to be a top priority for the BWS.
- Recruitment outreach continues to be important to the viability of our organizational sustainability.
- Management-Labor Relations is a key factor to the success of efficient operations. During the past fiscal year, a number of management employees participated with the BWS union shop stewards in the United Public Workers (UPW) and Hawaii Government Employees Association (HGEA) Joint Labor Management Seminars.
- Employee recognition programs are a key element to foster employee morale and encourage continuing excellence. These programs are an important part of the BWS's human resources development.

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Board of Water Supply
City and County of Honolulu

We have audited the statements of net assets of the Board of Water Supply (the BWS), a component unit of the City and County of Honolulu, as of June 30, 2010 and 2009, and the related statements of revenues, expenses, and changes in net assets and cash flows for the fiscal years then ended. These financial statements are the responsibility of the BWS's management. 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 of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the BWS as of June 30, 2010 and 2009, and the results of its operations and its cash flows for the fiscal years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 2, 2010, on our consideration of the BWS's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and 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* and should be considered in assessing the results of our audit.

The Management's Discussion and Analysis information on pages 10-16 are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the basic financial statements. Such supplemental schedules have been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

N&K CPAs, Inc.

Honolulu, Hawaii
December 2, 2010

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS
Fiscal Year Ended June 30, 2010**

This section presents the management's discussion and analysis of the BWS's financial condition and activities for the fiscal year ended June 30, 2010. This information should be read in conjunction with the financial statements.

Financial Highlights

The BWS implemented the fourth of five scheduled annual rate increases in July 2009 to meet rising costs of delivering water to customers and to continue its infrastructure repair and replacement programs. Water rates increased by 8 percent, approximately \$2.60 more on monthly water charges for an average single-family residential customer, effective July 1, 2009.

The BWS still maintains a relatively strong financial performance with a manageable capital program. Meanwhile, management continues to carefully evaluate the BWS's finances to ensure optimum performance. Outstanding debt continues to be reasonable, cash reserves are at healthy levels, and all debt covenants were met. Key financial highlights are listed below:

- Net assets increased by \$17.4 million in fiscal year 2010, from \$979.7 million at the end of fiscal year 2009 to \$997.1 million at the end of fiscal year 2010. This was primarily due to an increase in operating revenues of \$12.7 million, offset by a decrease in interest income of \$2.5 million and a \$6.7 million increase in contributions in aid.
- Total assets at year-end were \$1.4 billion, which exceeded liabilities by \$997 million.
- Total cash and investments were \$180.7 million at June 30, 2010. This represents an increase of \$11.7 million from June 30, 2009. This increase was primarily attributable to an increase in net operating income.
- The BWS's unrestricted current assets at June 30, 2010 were 4.5 times its related current liabilities compared to 5.8 times at June 30, 2009.
- Operating revenues for fiscal year 2010 were \$152.2 million, an increase over the \$139.6 million reported for the fiscal year 2009. This increase is primarily attributable to water rate increases.
- The BWS 's debt to equity ratio was 33.7% at June 30, 2010, indicating additional capacity to issue debt.
- Management continuously reviews and recommends changes to water usage rates and its water system facilities charges. The Executive Leadership Team is currently analyzing and identifying its capital requirements, operational needs, workforce requirements and vital support functions that should be implemented and incorporated in a rate study that is currently under way.

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2010**

Overview of Financial Report

The BWS is a semi-autonomous agency of the City. The financial statements are presented using the economic resources measurement focus and the accrual basis of accounting, whereby revenues and expenses are recognized in the period earned or incurred.

Management's discussion and analysis (MD&A) represents management's analysis and comments on the BWS's financial condition and performance. Summary financial data, key financial and operational indicators used in the BWS's annual report, budget, bond resolutions, and other management tools were used for this analysis.

The basic financial statements include a statement of net assets, a statement of revenues, expenses and changes in net assets, a statement of cash flows, and notes to the financial statements. The statement of net assets presents the resources and obligations of the BWS at June 30, 2010. The statement of revenues, expenses and changes in net assets presents the results of operations for the fiscal year then ended, and the resultant ending net asset balance.

The statement of cash flows presents changes in cash and cash equivalents (short-term investments with original maturities of three months or less from the date of acquisition), resulting from operating, investing, capital and related financing activities, and non-capital financing activities.

The notes to the financial statements provide required disclosures and other information necessary for the fair presentation of the financial statements. The notes detail information about the BWS's significant accounting policies, significant account balances, related party transactions, employee benefit plans, commitments, contingencies, and other significant events. Supplementary information on post employment benefits other than pensions, outstanding bonds and net revenue requirements are also included.

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2010**

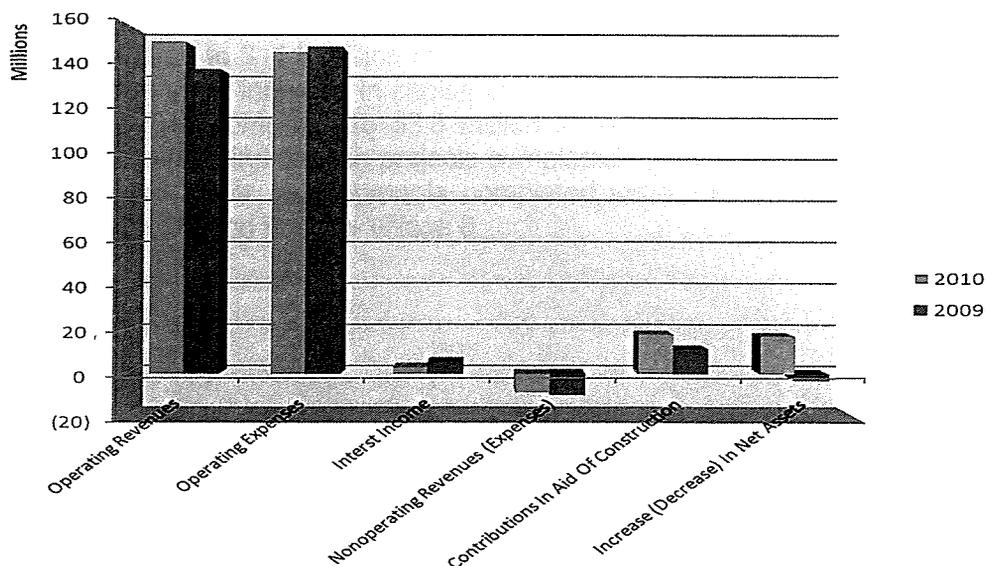
Financial Analysis

Results of Operations

CONDENSED STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS

	June 30,		% Change
	2010	2009	
	(in thousands)		
Operating revenues	\$ 152,248	\$ 139,596	9.1%
Operating expenses:			
Depreciation	40,101	39,436	1.7%
Administrative and general	40,363	39,420	2.4%
Power and pumping	27,967	29,383	-4.8%
Other operating expenses	<u>39,079</u>	<u>41,642</u>	-6.2%
Total operating expenses	<u>147,510</u>	<u>149,881</u>	-1.6%
Earnings (loss) from operations	<u>4,738</u>	<u>(10,285)</u>	
Nonoperating revenues(expenses):			
Interest income	3,108	5,678	-45.3%
Others	<u>(8,540)</u>	<u>(9,794)</u>	-12.8%
Total nonoperating revenues (expenses)	<u>(5,432)</u>	<u>(4,116)</u>	32.0%
Contributions in aid of construction	<u>18,130</u>	<u>11,464</u>	58.1%
Increase (decrease) in net assets	\$ <u>17,436</u>	\$ <u>(2,937)</u>	

Statement of Revenues, Expenses and Changes in Net Assets



**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2010**

The increase in net assets for the fiscal year ended June 30, 2010 was \$17.4 million, compared to a decrease of \$2.9 million for fiscal year ended June 30, 2009. The changes in revenues and expenses are explained below.

Operating revenues for fiscal year 2010 were \$152.2 million, an increase of \$12.7 million from fiscal year 2009 revenues of \$139.6 million. This is primarily attributable to a water rate increase of 8%, implemented effective July 1, 2009.

Total operating expenses decreased to \$147.5 million in fiscal year 2010, a decrease of \$2.4 million from fiscal year 2009. Factors contributing to this change are explained below.

Administrative and general expenses increased \$.9 million and depreciation increased \$.7 million in fiscal year 2010.

Power and Pumping expenses decreased \$1.4 million from fiscal year 2009. This is primarily due to a decrease in electricity costs of \$1.1 million.

In the other operating expense categories, expenses decreased \$2.6 million. This was comprised of a decrease in expensed project costs and a decrease in non potable water treatment expenses.

Non-operating expenses increased by \$1.3 million due primarily to a decrease in interest income of \$2.6 million, a decrease in realized and unrealized gain on investments offset by a decrease in the loss from disposition of property and an increase in other revenue from the receipt of \$1.4 million for a legal settlement relating to AMR components.

Contributions in aid of construction result from water system facilities charges that are levied against all new developments and residential properties requiring water from the BWS's systems, except those developments that have paid for and installed a complete water system, including sources, transmission, and daily storage facilities. In addition, contributions of capital assets from governmental agencies, developers, and customers are recorded as contributions in aid of construction at their cost. The BWS realized contributions in aid of construction of \$18.1 million in fiscal year 2010 compared to \$11.5 million in fiscal year 2009. The increase in contributions in aid of \$6.6 million was due to an increase in capital projects completed by private developers of \$7.6 million in fiscal year 2010 compared to \$3.8 million in fiscal year 2009, an increase in WSFC billings of \$1.2 million and an increase in projects completed by governmental funds of \$1.7 million. In fiscal year 2010, the major developments completed were Ewa by Gentry-Kolowaka Drive, Kapolei Parkway extension and Kapolei Village 8.

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2010**

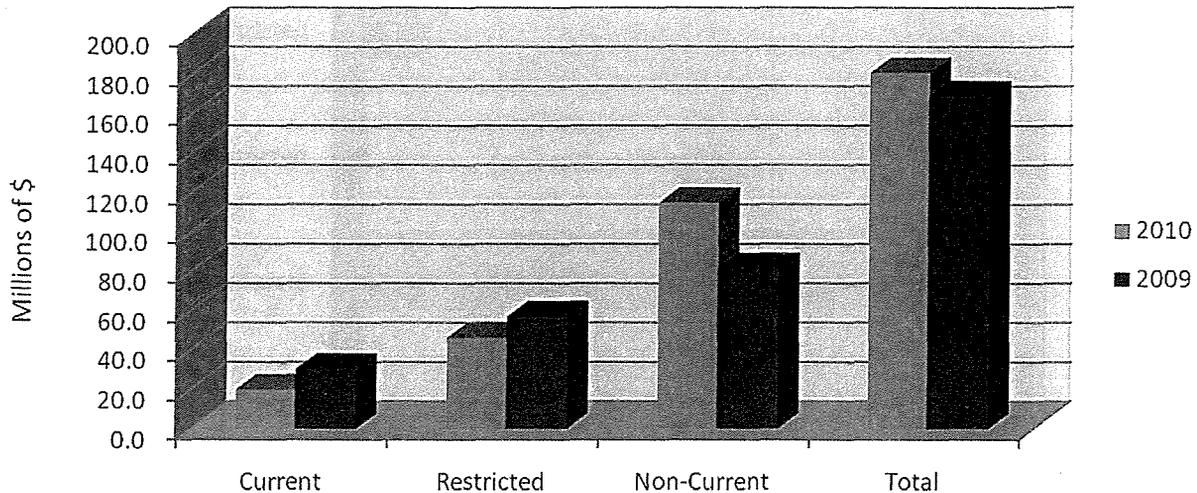
Financial Condition

CONDENSED STATEMENTS OF NET ASSETS

	June 30,		% Change
	2010	2009	
	(in thousands)		
Current Assets			
Cash and equivalents	\$ 3,487	\$ 14,595	-76.1%
Investments	16,483	15,884	3.8%
Other current assets	26,862	24,685	8.8%
Restricted Assets			
Cash and equivalents	14,376	15,456	-7.0%
Investments	31,696	41,617	-23.8%
Investments	114,659	81,448	40.8%
Other Assets	2,944	3,083	-4.5%
Property, plant and equipment-net of accumulated depreciation	<u>1,158,273</u>	<u>1,160,243</u>	<u>-0.2%</u>
Total assets	<u>\$ 1,368,780</u>	<u>\$ 1,357,011</u>	<u>0.9%</u>
Current liabilities	\$ 10,301	\$ 9,499	8.4%
Other liabilities	62,678	62,305	0.6%
Bonds payable, noncurrent	<u>298,661</u>	<u>305,502</u>	<u>-2.2%</u>
Total liabilities	<u>371,640</u>	<u>377,306</u>	<u>-1.5%</u>
Net Assets:			
Invested in capital assets, net of related debt	833,275	845,314	-1.4%
Restricted for capital activity and debt service	23,779	20,456	16.2%
Unrestricted	<u>140,086</u>	<u>113,935</u>	<u>23.0%</u>
Total net assets	<u>997,140</u>	<u>979,705</u>	<u>1.8%</u>
Total liabilities and net assets	<u>\$ 1,368,780</u>	<u>\$ 1,357,011</u>	<u>0.9%</u>

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2010**

Cash and Investments



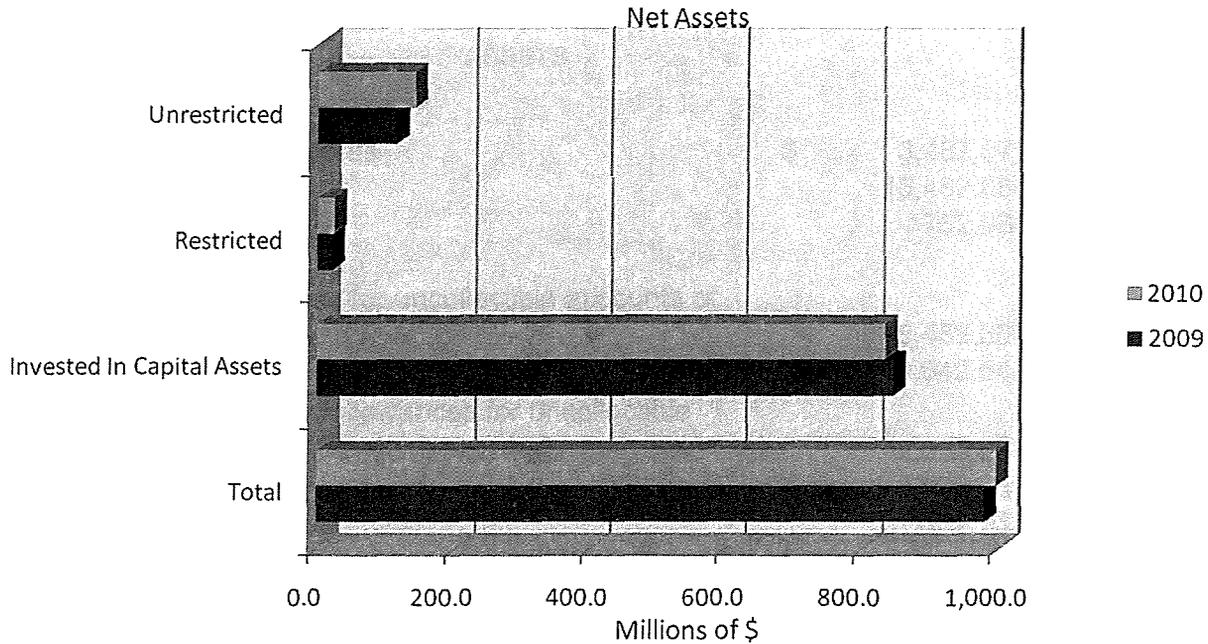
The BWS's total cash and investments increased by \$11.7 million in 2010; from \$169 million in 2009 to \$180.7 million in 2010. This was the result of positive operational results.

Effective July 1, 2009, the BWS increased its water rates by 8%. There will be a subsequent annual increase of 5% on July 1, 2010.

The BWS's unrestricted current assets at June 30, 2010 were 4.5 times its related current liabilities compared to 5.8 times at June 30, 2009. The ratio decrease was due to a decrease in cash and cash equivalents.

Net assets increased by \$17.4 million or 1.8%; from \$979.7 in fiscal year 2009 to \$997.1 million at the end of fiscal year 2010. This reflects increases in operating revenues and contributions in aid, offset by a decrease in operating expenses.

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2010**



Capital Assets and Long-Term Debt

During the fiscal year, the BWS capitalized \$39.8 million to its utility plant in service. Major assets added were Kalihi water system improvements, \$10 million; Geiger Road recycled water system improvements, \$3.9 million; Makakilo Booster No. 3 and No. 4 renovations, \$2.6 million; Wahiawa-Whitmore Village Interconnection 16" main, \$2.3 million; Kapolei Village 8 water system, \$2.1 million; and various transmission and distribution mains, \$8.8 million.

The BWS issues long-term bonds to finance part of its capital improvement program. The BWS's debt to equity ratio has remained fairly constant at 33.7% for fiscal year 2010 and 34.4% for fiscal year 2009.

All outstanding debt has been assigned ratings of AA2 from Moody's Investors Service, AA from Standard and Poor's, and AA+ from Fitch.

Rate Covenant

The BWS is required under its bond indenture, among other things, to fix, charge, and collect such rates and other charges in each fiscal year to meet the net revenue requirement for such fiscal year. The net revenue requirement is the greater of 1) the sum of the aggregate debt service and all deposits required by bond resolution to be made, or 2) 1.20 times the aggregate debt service. The BWS met the net revenue requirement for the fiscal year ended June 30, 2010.

Request for Information

This financial report is designed to provide a general overview of the BWS's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Board of Water Supply, City and County of Honolulu.

**Board of Water Supply
City and County of Honolulu
STATEMENTS OF NET ASSETS
June 30, 2010 and 2009**

	2010	2009
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 3,487,079	\$ 14,595,293
Investments	16,482,685	15,883,657
Interest receivable	752,966	1,124,624
Customer receivables		
Billed, less allowances for uncollectible accounts of \$266,000 in 2010 and \$583,000 in 2009	8,453,666	7,518,875
Unbilled	10,542,540	10,208,663
Other receivables, less allowances for uncollectible accounts of \$510,868 in 2010 and 2009	2,828,835	1,355,532
Materials and supplies	3,975,581	4,425,164
Prepaid expenses	309,735	51,897
	<u>46,833,087</u>	<u>55,163,705</u>
RESTRICTED ASSETS		
Cash and cash equivalents	14,375,577	15,456,032
Investments	31,695,804	41,617,456
	<u>46,071,381</u>	<u>57,073,488</u>
INVESTMENTS		
	<u>114,658,716</u>	<u>81,447,912</u>
BOND ISSUE COSTS		
Net of accumulated amortization of \$884,588 in 2010 and \$745,449 in 2009	2,943,937	3,083,076
	<u>2,943,937</u>	<u>3,083,076</u>
CAPITAL ASSETS		
Land	32,373,064	32,373,064
Infrastructure	1,244,973,961	1,217,427,723
Building and improvements	147,577,951	146,070,343
Equipment and machinery	231,508,650	223,487,928
Construction work in progress	187,997,848	187,570,801
	<u>1,844,431,474</u>	<u>1,806,929,859</u>
Less accumulated depreciation	686,158,609	646,687,315
Capital assets - net	<u>1,158,272,865</u>	<u>1,160,242,544</u>
TOTAL	<u>\$ 1,368,779,986</u>	<u>\$ 1,357,010,725</u>

**Board of Water Supply
City and County of Honolulu
STATEMENTS OF NET ASSETS (Continued)
June 30, 2010 and 2009**

	2010	2009
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Payable from current assets		
Accounts payable	\$ 4,968,748	\$ 4,335,311
Contracts payable, including retainages	2,899,628	2,731,600
Accrued vacation, current portion	2,159,016	2,090,933
Other	273,463	340,910
	10,300,855	9,498,754
Payable from restricted assets		
Contracts payable, including retainages	3,359,718	6,329,591
Accrued interest payable	7,444,334	7,586,053
Bonds payable, current portion	6,435,000	6,165,000
Notes payable, current portion	1,516,446	1,421,104
Other	458,142	587,947
	19,213,640	22,089,695
Total current liabilities	29,514,495	31,588,449
OTHER LIABILITIES		
Customer advances	1,872,552	3,529,760
Accrued vacation, noncurrent portion	4,554,344	4,958,539
Accrued workers' compensation	1,910,131	1,856,610
Other postemployment benefits	2,921,377	3,832,498
Notes payable, noncurrent portion	29,415,864	23,954,597
Accrued arbitrage rebate and yield restriction	1,137,568	--
Other	1,652,698	2,083,418
Total other liabilities	43,464,534	40,215,422
BONDS PAYABLE - NONCURRENT	298,660,605	305,501,990
Total liabilities	371,639,634	377,305,861
NET ASSETS		
Invested in capital assets - net of related debt	833,274,750	845,313,864
Restricted for capital activity and debt service	23,779,387	20,455,886
Unrestricted	140,086,215	113,935,114
Total net assets	997,140,352	979,704,864
TOTAL	\$ 1,368,779,986	\$ 1,357,010,725

See accompanying notes to financial statements.

**Board of Water Supply
City and County of Honolulu
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS
Fiscal Years Ended June 30, 2010 and 2009**

	<u>2010</u>	<u>2009</u>
OPERATING REVENUES		
Water sales	\$ 148,444,285	\$ 135,243,214
Other, principally contract and service fees	<u>3,803,346</u>	<u>4,352,669</u>
Total operating revenues	<u>152,247,631</u>	<u>139,595,883</u>
OPERATING EXPENSES		
Depreciation	40,100,917	39,436,169
Administrative and general	40,363,049	39,419,836
Power and pumping	27,967,429	29,383,411
Transmission and distribution	14,987,474	15,692,853
Maintenance	13,266,809	15,750,430
Water reclamation	4,685,011	4,497,978
Customers' accounting and collection	3,052,034	3,131,356
Central administrative services expense fees	3,000,000	2,500,000
Source of supply	44,541	48,171
Water treatment	<u>43,013</u>	<u>21,094</u>
Total operating expenses	<u>147,510,277</u>	<u>149,881,298</u>
EARNINGS (LOSS) FROM OPERATIONS	<u>4,737,354</u>	<u>(10,285,415)</u>
NONOPERATING REVENUES (EXPENSES)		
Interest income	3,107,953	5,677,856
Interest expense, net of interest capitalized of \$4,488,384 in 2010 and \$4,085,835 in 2009	(9,857,566)	(10,501,696)
Loss from disposal of capital assets	(533,808)	(2,141,403)
Realized and unrealized gain on investments	330	2,884,609
Other	<u>1,851,145</u>	<u>(35,026)</u>
Total nonoperating expenses	<u>(5,431,946)</u>	<u>(4,115,660)</u>
CONTRIBUTIONS IN AID OF CONSTRUCTION	<u>18,130,080</u>	<u>11,464,059</u>
INCREASE (DECREASE) IN NET ASSETS	17,435,488	(2,937,016)
NET ASSETS AT BEGINNING OF FISCAL YEAR	<u>979,704,864</u>	<u>982,641,880</u>
NET ASSETS AT END OF FISCAL YEAR	\$ <u>997,140,352</u>	\$ <u>979,704,864</u>

See accompanying notes to financial statements.

**Board of Water Supply
City and County of Honolulu
STATEMENTS OF CASH FLOWS
Fiscal Years Ended June 30, 2010 and 2009**

	<u>2010</u>	<u>2009</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from customers	\$ 149,505,660	\$ 140,340,861
Payments to suppliers for goods and services	(59,396,629)	(70,577,344)
Payments to employees for services	(47,333,969)	(43,430,844)
Other operating receipts (payments) - net	<u>1,653,887</u>	<u>(140,150)</u>
Net cash provided by operating activities	<u>44,428,949</u>	<u>26,192,523</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of investments	(316,570,550)	(278,024,413)
Proceeds from maturity of investments	292,682,700	295,311,633
Interest on investments	<u>4,617,179</u>	<u>6,402,840</u>
Net cash provided by (used in) investing activities	<u>(19,270,671)</u>	<u>23,690,060</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Acquisition and construction of capital assets - net of contributions in aid of construction of \$9,554,346 in 2010 and \$4,400,155 in 2009	(28,567,663)	(33,460,181)
Proceeds from sale of capital assets	54,016	19,557
Customer payments for capital projects	6,530,006	3,891,643
Principal paid on bonds	(6,165,000)	(5,910,000)
Interest paid on bonds	(14,616,599)	(14,869,246)
Proceeds from notes payable	7,057,649	6,056,375
Interest paid on notes payable	(138,316)	(79,117)
Principal paid on notes payable	<u>(1,501,040)</u>	<u>(1,264,539)</u>
Net cash used in capital and related financing activities	<u>(37,346,947)</u>	<u>(45,615,508)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(12,188,669)	4,267,075
CASH AND CASH EQUIVALENTS AT BEGINNING OF FISCAL YEAR	<u>30,051,325</u>	<u>25,784,250</u>
CASH AND CASH EQUIVALENTS AT END OF FISCAL YEAR (including \$14,375,577 in 2010 and \$15,456,032 in 2009 in restricted accounts)	\$ <u>17,862,656</u>	\$ <u>30,051,325</u>

**Board of Water Supply
City and County of Honolulu
STATEMENTS OF CASH FLOWS (Continued)
Fiscal Years Ended June 30, 2010 and 2009**

	2010	2009
RECONCILIATION OF EARNINGS (LOSS) FROM OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES		
Earnings (loss) from operations	\$ 4,737,354	\$ (10,285,415)
Adjustments to reconcile earnings (loss) from operations to net cash provided by operating activities:		
Depreciation	41,642,446	40,933,515
Provision for doubtful accounts	32,813	110,497
Provision for workers' compensation	53,521	176,107
Other revenues	1,851,139	(35,026)
Change in operating assets and liabilities:		
Customer receivables	(1,301,481)	102,216
Materials and supplies	449,583	300,031
Other receivables	(1,473,303)	532,265
Prepaid expenses and other	(257,838)	(40,941)
Accounts and contracts payable	181,394	(1,984,614)
Accrued vacation	(336,112)	279,164
Other postemployment benefits	(911,121)	2,394,498
Other liabilities	(239,446)	(6,289,774)
Net cash provided by operating activities	\$ 44,428,949	\$ 26,192,523
SUPPLEMENTAL DISCLOSURE OF NONCASH CAPITAL AND RELATED FINANCING ACTIVITIES		
Contributions of capital assets from government agencies, developers and customers that are recorded as contributions in aid of construction at their cost or estimated cost	\$ 9,554,346	\$ 4,400,155
Amortization of bond issue costs	\$ 139,139	\$ 139,139
Amortization of bond premium/discount	\$ (508,371)	\$ (532,521)
Amortization of deferred loss on refunding	\$ 101,986	\$ 101,986

See accompanying notes to financial statements.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(1) **Operations** - The Charter of the City and County of Honolulu provides for the operation of the Board of Water Supply (the BWS) as a semi-autonomous body of the City and County of Honolulu government (City). The BWS has full and complete authority to manage, control and operate the City's water system and related properties.

(2) **Financial Statement Presentation** - The BWS is a component unit of the City (the primary government).

The BWS follows Governmental Accounting Standards Board (GASB) Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that Use Proprietary Fund Accounting*. Under GASB No. 20, the BWS applies all applicable Financial Accounting Standards Board (FASB) pronouncements and Accounting Principles Board opinions issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements. The BWS does not apply FASB statements and interpretations issued after November 30, 1989.

(3) **Basis of Accounting** - The accompanying financial statements are presented using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

The BWS distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with the BWS's principal ongoing water operations. The principal operating revenues are from charges for water usage, while operating expenses include cost of services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

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

(5) **Regulation and Water Rates** - Article VII of the Revised Charter of the City and County of Honolulu (City Charter) states that the BWS's seven-member board of directors has the authority to establish and adjust water rates and charges so that the revenues derived shall be sufficient to make the BWS self-supporting. The BWS is required to follow certain procedures that include holding public hearings before implementing changes in the water rate schedules.

(6) **Cash and Cash Equivalents** - The BWS considers all cash on hand, demand deposits, and short-term investments (including restricted assets) with original maturities of three months or less from the date of acquisition to be cash and cash equivalents.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

- (7) **Investments** - Investments are stated at fair value. Fair value has been determined based on quoted market prices. The cost of securities sold is generally determined by the weighted average method.
- (8) **Materials and Supplies** - Materials and supplies are stated at the lower of weighted average cost (which approximates the first-in, first-out method) or market. The cost of materials and supplies are recorded as expenses when consumed rather than when purchased.
- (9) **Restricted Assets** - Restricted assets are comprised of cash and cash equivalents and investments maintained in accordance with bond resolutions and other agreements for the purpose of funding certain debt service payments, construction, improvements, and renewal and replacements of the water system. When both restricted and unrestricted assets are available for use, it is the BWS's policy to use restricted assets first, then unrestricted assets as they are needed. Restricted assets comprise the following:
- The debt service account accumulates transfers from the operating account throughout the fiscal year to make principal and interest payments on the outstanding water revenue bonds and other notes payable.
 - The renewal and replacement account provides funding for improvements, reconstruction, emergency or extraordinary repairs, and renewals or replacements of the water system.
 - The improvement account holds the proceeds of the series bond issuance pursuant to the series resolution or series certificates. These proceeds are only applied to costs specified in the applicable series resolution or series certificates.
 - The extramural account holds reimbursements received from any governmental agency or private entity, pursuant to negotiated agreements, contracts and/or grants.
- (10) **Capital Assets** - Capital assets include those assets in excess of \$5,000 for buildings, structures, infrastructure, and equipment and machinery with a useful life of more than one year. Capital assets are stated at cost and include contributions by governmental agencies, private subdividers, and customers at their cost or estimated cost of new construction.

Major replacements, renewals, and betterments are capitalized. Interest costs are capitalized during the construction period of major capital projects. The BWS also capitalizes certain indirect costs to construction work based upon actual construction direct labor. Maintenance, repairs, and replacements that do not improve or extend the lives of the assets are charged to expense.

Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Assets are depreciated over the individual asset's estimated useful life using the straight-line method. Depreciation on both purchased and contributed assets is charged against operations.

The ranges of estimated economic useful lives of capital assets are as follows:

Source of Supply Plant	20 to 100 years
Pumping Plant	20 to 50 years
Water Treatment Plant	20 to 30 years
Transmission and Distribution Plant	13-1/3 to 50 years
General Plant	5 to 50 years

- (11) ***Bond Issue Costs, Original Issue Discount or Premium and Deferred Loss on Refundings*** - Bond issue costs are deferred and are amortized over the life of the respective issue on a straight-line basis. Original issue discount or premium and deferred loss on refundings are also amortized using the straight-line method over the terms of the respective issues and are added to or offset against the bonds payable in the statements of net assets.

- (12) ***Accrued Vacation and Compensatory Pay*** - Vacation is earned at the rate of one and three-quarters working days for each month of service. Vacation days may be accumulated to a maximum of ninety days as of the end of the calendar year and are convertible to pay upon termination.

The BWS accrues a liability for compensated absences and additional amounts for certain salary-related payments including payroll taxes and fringe benefits.

- (13) ***Water System Facilities Charge*** - A water system facilities charge is levied against all new developments and residential properties requiring water from the BWS's systems, except those developments that have paid for and installed a complete water system, including source, transmission, and daily storage facilities. The amounts collected are initially recorded as customer advances and are recognized as contributions in aid of construction when water service is made available to the customer. The use of these funds is designated for the construction of water facilities.

- (14) ***Net Assets*** - Net assets comprise the various net earnings from operating and nonoperating revenues, expenses, and contributions in aid of construction. Net assets are classified in the following three components: invested in capital assets, net of related debt; restricted for capital activity and debt service; and unrestricted net assets. Invested in capital assets, net of related debt, consists of capital assets, net of accumulated depreciation and reduced by outstanding debt that is attributable to the

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

acquisition, construction, or improvement of those assets. Debt related to unspent proceeds or other restricted cash and investments at year-end is not included in the calculation of invested in capital assets, net of related debt. Restricted for capital activity and debt service consists of net assets for which constraints are placed thereon by external parties, such as lenders, grantors, contributors, laws, regulations, and enabling legislation. Unrestricted consists of all other net assets not included in the above categories.

- (15) **Revenue Recognition** - The BWS's policy is to bill customers on a cyclical monthly or bi-monthly basis for water usage. The accrual for unbilled water revenues and related receivables reflected in the accompanying financial statements is based on estimated usage from the latest meter reading date to the end of the fiscal period.
- (16) **Pension Expense** - The BWS's contributions to the Employees' Retirement System of the State of Hawaii are based upon actuarial computations and include current service costs and amortization of prior service costs. The BWS's policy is to fund pension costs accrued.
- (17) **Deferred Compensation Plan** - All full-time employees are eligible to participate in the City and County of Honolulu's Public Employees' Deferred Compensation Plan (Plan), adopted pursuant to Internal Revenue Code Section 457. The Plan permits eligible employees to defer a portion of their salary until future years. The deferred compensation amounts are not available to employees until termination retirement, death, or unforeseeable emergency.

A trust fund (annuity contract) was established to protect plan assets from claims of general creditors and from diversion to any uses other than paying benefits to participants and beneficiaries. Accordingly, the BWS has excluded the Plan's assets and liabilities from the financial statements because the BWS and the City do not have significant administrative involvement in the Plan or perform the investment function for the Plan.

- (18) **Risk Management** - The BWS is exposed to various risks of loss from: (1) torts, (2) theft of, damage to, and destruction of assets, (3) employee injuries and illnesses, (4) natural disasters, and (5) employee health, dental, and accident benefits. Commercial insurance coverage is purchased for claims arising from such matters. The BWS is partially self-insured for workers' compensation claims and judgments.
- (19) **Reclassification** - Certain amounts in the prior year financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year financial statements.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE B - CASH AND INVESTMENTS

Cash deposited with the City is maintained in separate accounts by the Department of Budget and Fiscal Services of the City. The Hawaii Revised Statutes (HRS) provide for the City's Director of Finance to deposit the cash with any national or state bank or federally insured financial institution authorized to do business in the State of Hawaii, provided that all deposits are fully insured or collateralized. The City's demand deposits are fully insured or collateralized with securities held by the City or its agents in the City's name.

The HRS authorizes the BWS to invest, with certain restrictions, in obligations of the State of Hawaii or the United States, in federally insured savings accounts, time certificates of deposit, and bank repurchase agreements with federally insured financial institutions authorized to do business in the State of Hawaii.

The BWS's portfolio is managed by various investment managers. These investments consist mainly of U.S. government securities, which are recorded at fair value based on quoted market prices.

Interest Rate Risk - As a means of limiting its exposure to fair value losses arising from rising interest rates, the BWS's investment policy includes:

- Structuring the investment portfolio so that securities mature to meet cash requirements for ongoing operations, thereby avoiding the need to sell securities on the open market prior to maturity.
- Investing operating funds primarily in shorter-term securities, money market mutual funds, or similar investment pools.

Credit Risk - Because the BWS invests primarily in obligations of the U.S. government, or corporate bonds guaranteed under the Federal Deposit Insurance Corporation's Temporary Liquidity Guarantee Program, it is not exposed to significant credit risk.

Custodial Credit Risk - Custodial credit risk for investments is the risk that, in the event of a failure of the counterparty to a transaction, the BWS will not be able to recover the value of investments or collateral securities that are in the possession of an outside party. All investments are registered in the name of the BWS and are held in the possession of a broker/dealer firm. At June 30, 2010, approximately \$1,728,000 in cash and cash equivalents and all investments were held by a broker/dealer firm. Cash, cash equivalents and investments held by the broker/dealer firm are insured up to \$500,000, of which up to \$250,000 may be uninvested cash, by the Securities Investor Protection Corporation (SIPC). Excess coverage purchased from a private insurer by the broker/dealer firm is designed to provide additional protection up to the full net equity value of each account.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE B - CASH AND INVESTMENTS (Continued)

At June 30, 2010 and 2009, investments consisted of the following:

	2010		2009	
	Cost	Fair Value	Cost	Fair Value
U. S. government treasury obligations - short-term	\$ 12,899,760	\$ 12,822,286	\$ 5,753,023	\$ 5,786,656
U.S. government agencies short-term	8,392,588	8,302,438	21,985,654	22,095,401
Corporate bonds - short-term	1,816,391	1,813,770	--	--
U. S. government treasury obligations	64,139,280	64,754,957	22,155,427	22,564,788
U.S. government agencies	36,913,245	36,963,778	62,093,007	62,853,018
Corporate bonds	37,808,984	38,179,976	25,401,198	25,649,162
	<u>\$ 161,970,248</u>	<u>\$ 162,837,205</u>	<u>\$ 137,388,309</u>	<u>\$ 138,949,025</u>

At June 30, 2010, the maturities of the investments were as follows:

	Fair Value	Investment Maturities (In Years)			
		Less Than 1	1 - 5	6 - 10	Than 10
U. S. government treasury obligations - short-term	\$ 12,822,286	\$ 12,822,286	\$ --	\$ --	\$ --
U.S. government agencies short-term	8,302,438	8,302,438	--	--	--
Corporate bonds - short-term	1,813,770	1,813,770	--	--	--
U. S. government treasury obligations	64,754,957	--	64,754,957	--	--
U.S. government agencies	36,963,778	--	36,963,778	--	--
Corporate bonds	38,179,976	--	38,179,976	--	--
	<u>\$ 162,837,205</u>	<u>\$ 22,938,494</u>	<u>\$ 139,898,711</u>	<u>\$ --</u>	<u>\$ --</u>

The investments are reflected in the statements of net assets as of June 30, 2010 and 2009 are as follows:

	2010	2009
Investments		
Unrestricted - current	\$ 16,482,685	\$ 15,883,657
Unrestricted - noncurrent	114,658,716	81,447,912
Restricted	<u>31,695,804</u>	<u>41,617,456</u>
Total	<u>\$ 162,837,205</u>	<u>\$ 138,949,025</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE C - RESTRICTED ASSETS

At June 30, 2010 and 2009, restricted assets were held for the following purposes:

	2010	2009
Construction, renewals, and replacements	\$ 6,010,768	\$ 17,893,042
Debt service	<u>40,060,613</u>	<u>39,180,446</u>
	<u>\$ 46,071,381</u>	<u>\$ 57,073,488</u>

NOTE D - CAPITAL ASSETS

Capital assets activity during 2010 and 2009, were as follows:

	Balance July 1, 2009	Additions	Transfers	Retirements	Balance June 30, 2010
Depreciable assets					
Infrastructure	\$ 1,217,427,723	\$ 9,498,396	\$ 19,069,500	\$ (1,021,658)	\$ 1,244,973,961
Buildings and improvements	146,070,343	--	1,671,721	(164,113)	147,577,951
Equipment and machinery	<u>223,487,928</u>	<u>3,118,105</u>	<u>6,475,821</u>	<u>(1,573,204)</u>	<u>231,508,650</u>
Total depreciable assets	1,586,985,994	12,616,501	27,217,042	(2,758,975)	1,624,060,562
Less accumulated depreciation	<u>(646,687,315)</u>	<u>(41,642,445)</u>	<u>--</u>	<u>2,171,151</u>	<u>(686,158,609)</u>
Total depreciable assets - net	940,298,679	(29,025,944)	27,217,042	(587,824)	937,901,953
Land	32,373,064	--	--	--	32,373,064
Construction work in progress	<u>187,570,801</u>	<u>36,317,525</u>	<u>(35,890,478)</u>	<u>--</u>	<u>187,997,848</u>
Capital assets - net	<u>\$ 1,160,242,544</u>	<u>\$ 7,291,581</u>	<u>\$ (8,673,436)</u>	<u>\$ (587,824)</u>	<u>\$ 1,158,272,865</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE D - CAPITAL ASSETS (Continued)

	Balance July 1, 2008	Additions	Transfers	Retirements	Balance June 30, 2009
Depreciable assets					
Infrastructure	\$ 1,174,351,038	\$ 3,914,563	\$ 42,121,382	\$ (2,959,260)	\$ 1,217,427,723
Buildings and improvements	145,181,714	--	917,666	(29,037)	146,070,343
Equipment and machinery	<u>216,883,021</u>	<u>2,086,974</u>	<u>6,339,859</u>	<u>(1,821,926)</u>	<u>223,487,928</u>
Total depreciable assets	1,536,415,773	6,001,537	49,378,907	(4,810,223)	1,586,985,994
Less accumulated depreciation	<u>(608,403,065)</u>	<u>(40,933,515)</u>	<u>--</u>	<u>2,649,265</u>	<u>(646,687,315)</u>
Total depreciable assets - net	928,012,708	(34,931,978)	49,378,907	(2,160,958)	940,298,679
Land	32,373,064	--	--	--	32,373,064
Construction work in progress	<u>200,954,039</u>	<u>46,026,489</u>	<u>(59,409,727)</u>	<u>--</u>	<u>187,570,801</u>
Capital assets - net	\$ <u>1,161,339,811</u>	\$ <u>11,094,511</u>	\$ <u>(10,030,820)</u>	\$ <u>(2,160,958)</u>	\$ <u>1,160,242,544</u>

Depreciation of \$1,541,529 and \$1,497,346 was allocated to various functions and not to depreciation expense in fiscal year 2010 and 2009, respectively.

The BWS received \$51,561 and \$17,331 in proceeds from the sale of capital assets in fiscal year 2010 and 2009, respectively.

NOTE E - BONDS PAYABLE

At June 30, 2010 and 2009, bonds payable consisted of the following:

	<u>2010</u>	<u>2009</u>
Water System Revenue Bonds, Series 2001, annual principal due ranging from \$810,000 to \$1,535,000 through July 1, 2021, with interest ranging from 4.375% to 5.5%.	\$ <u>13,250,000</u>	\$ <u>14,655,000</u>
Balance forward	\$ <u>13,250,000</u>	\$ <u>14,655,000</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE E - BONDS PAYABLE (Continued)

	<u>2010</u>	<u>2009</u>
Balance carried forward	\$ 13,250,000	\$ 14,655,000
Water System Revenue Bonds, Series 2004, annual principal due commencing July 1, 2005, ranging from \$2,140,000 to \$6,245,000 through July 1, 2033, with interest ranging from 3% to 5%.	82,015,000	84,095,000
Water System Revenue Bonds, Series 2006A, annual principal due commencing July 1, 2012, ranging from \$975,000 to \$11,965,000 through July 1, 2036, with interest ranging from 4% to 5%.	165,195,000	165,195,000
Water System Revenue Bonds, Series 2006B, annual principal due commencing July 1, 2007, ranging from \$2,335,000 to \$4,455,000 through July 1, 2021, with interest ranging from 5% to 5.25%.	<u>40,935,000</u>	<u>43,615,000</u>
	301,395,000	307,560,000
Add unamortized premium	5,879,553	6,393,774
Less unamortized discount	(122,879)	(128,730)
Less deferred loss on refunding	(2,056,069)	(2,158,054)
Less current portion	<u>(6,435,000)</u>	<u>(6,165,000)</u>
Noncurrent portion	\$ <u>298,660,605</u>	\$ <u>305,501,990</u>

Principal and interest payments on water system revenue bonds are to be paid from the BWS's revenue. Water system revenue bonds are subject to redemption on and after specific dates prior to maturity at the option of the BWS at 100 percent of the principal amount plus accrued interest without premium.

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NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE E - BONDS PAYABLE (Continued)

Bonds payable activity during 2010 and 2009, were as follows:

	<u>Balance July 1, 2009</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance June 30, 2010</u>	<u>Current Portion</u>
Water System Revenue Bonds:					
Series 2001	\$ 14,655,000	\$ --	\$ (1,405,000)	\$ 13,250,000	\$ 1,470,000
Series 2004	84,095,000	--	(2,080,000)	82,015,000	2,140,000
Series 2006A	165,195,000	--	--	165,195,000	--
Series 2006B	<u>43,615,000</u>	<u>--</u>	<u>(2,680,000)</u>	<u>40,935,000</u>	<u>2,825,000</u>
	<u>\$ 307,560,000</u>	<u>\$ --</u>	<u>\$ (6,165,000)</u>	<u>\$ 301,395,000</u>	<u>\$ 6,435,000</u>
	<u>Balance July 1, 2008</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance June 30, 2009</u>	<u>Current Portion</u>
Water System Revenue Bonds:					
Series 2001	\$ 15,995,000	\$ --	\$ (1,340,000)	\$ 14,655,000	\$ 1,405,000
Series 2004	86,110,000	--	(2,015,000)	84,095,000	2,080,000
Series 2006A	165,195,000	--	--	165,195,000	--
Series 2006B	<u>46,170,000</u>	<u>--</u>	<u>(2,555,000)</u>	<u>43,615,000</u>	<u>2,680,000</u>
	<u>\$ 313,470,000</u>	<u>\$ --</u>	<u>\$ (5,910,000)</u>	<u>\$ 307,560,000</u>	<u>\$ 6,165,000</u>

Future bond principal and interest payments are as follows:

<u>Fiscal Year Ending June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2011	6,435,000	14,349,000	20,784,000
2012	6,710,000	14,071,000	20,781,000
2013	7,005,000	13,777,000	20,782,000
2014	7,320,000	13,460,000	20,780,000
2015	7,660,000	13,119,000	20,779,000
2016 - 2020	44,245,000	59,666,000	103,911,000
2021 - 2025	57,020,000	47,438,000	104,458,000
2026 - 2030	72,875,000	31,861,000	104,736,000
2031 - 2035	72,535,000	12,997,000	85,532,000
2036 - 2037	<u>19,590,000</u>	<u>992,000</u>	<u>20,582,000</u>
Total	<u>\$ 301,395,000</u>	<u>\$ 221,730,000</u>	<u>\$ 523,125,000</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE E - BONDS PAYABLE (Continued)

In February 2001, the BWS created an irrevocable trust with an escrow agent to retire \$32,460,000 of the BWS's outstanding 1992 general obligation water bonds. The escrow agent will pay all future debt service payments on the 1992 Series bonds out of the irrevocable trust. Consequently, the 1992 Series bonds were considered to be defeased and the liability for the bonds was removed from the BWS's financial statements in 2001. At June 30, 2010 and 2009, the outstanding 1992 Series defeased bonds amounted to \$16,350,000 and \$18,560,000, respectively.

In July 2006, the BWS issued \$213,805,000 in water system revenue bonds which consisted of \$165,195,000 of Series 2006A and \$48,610,000 of series 2006B bonds. A portion of the proceeds of the issuance were used to refund, on a current basis, all of the BWS's outstanding Series 2002 bonds and to advance refund a portion of the outstanding 2001 Series and 2004 Series bonds. Consequently, a portion of the 2001 Series and 2004 Series bonds were considered to be defeased and were removed from the BWS's financial statements in 2007. At June 30, 2010 and 2009, the outstanding 2001 Series and 2004 Series defeased bonds amounted to \$43,895,000 and \$8,105,000, respectively.

The debt refunding that occurred during 2007 resulted in a difference between the reacquisition price and the net carrying amount of the old debt of approximately \$2,464,000. This difference, reported in the accompanying financial statements as a deduction from bonds payable, is being charged to operations through the year 2036 using the straight-line method.

During the fiscal years ended June 30, 2009 and 2008, the rating of surety bonds for the Series 2001, Series 2004 and Series 2006B bonds fell below levels required by the Water System Revenue Bonds Bond Resolution No. 717, 2001. As such, the BWS was required to set aside approximately \$13,957,000 in order to utilize the alternative method of meeting the requirement. These funds are restricted and are not available for operating purposes.

NOTE F - NOTES PAYABLE

The BWS's notes payable as of June 30, 2010 and 2009 are summarized as follows:

	2010	2009
Notes payable to Department of Health		
Note payable in semi-annual installments of approximately \$52,100, including interest at .10%, secured by net revenues of the BWS, due June 2025.	\$ <u>1,551,166</u>	\$ <u>1,537,790</u>
Balance forward	\$ <u>1,551,166</u>	\$ <u>1,537,790</u>

**Board of Water Supply
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NOTES TO FINANCIAL STATEMENTS
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NOTE F - NOTES PAYABLE (Continued)

	<u>2010</u>	<u>2009</u>
Balance carried forward	\$ 1,551,166	\$ 1,537,790
Notes payable to Department of Health (Continued)		
Note payable in semi-annual installments of approximately \$104,400, including interest at .31%, secured by net revenues of the BWS, due November 2025.	3,158,668	3,273,714
Note payable in semi-annual installments of approximately \$10,200, including interest at .10%, secured by net revenues of the BWS, due January 2027.	334,697	354,809
Note payable in semi-annual installments of approximately \$301,000 including interest at .10%, secured by net revenues of the BWS, due February 2026.	9,554,407	10,146,515
Non-interest bearing payable in semi-annual installments of approximately \$74,900, secured by net revenues of the BWS, due September 2025.	2,323,546	2,473,453
Note payable in semi-annual installments of approximately \$32,500 including interest at .01%, secured by net revenues of the BWS, due March 2028.	1,169,199	1,093,233
Note payable in semi-annual installments of approximately \$70,200 including interest at .01%, secured by net revenues of the BWS, due August 2027.	2,455,684	2,595,882
Note payable in semi-annual installments of approximately \$49,700 including interest at .01%, secured by net revenues of the BWS, due March 2028.	<u>1,787,801</u>	<u>1,839,485</u>
Balance forward	\$ <u>22,335,168</u>	\$ <u>23,314,881</u>

**Board of Water Supply
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NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE F - NOTES PAYABLE (Continued)

	2010	2009
Balance carried forward	\$ 22,335,168	\$ 23,314,881
Notes payable to Department of Health (Continued)		
Note payable in semi-annual installments of approximately \$36,100 including interest at .36%, secured by net revenues of the BWS, due June 2028.	1,255,800	--
Non-interest bearing principal forgiveness notes secured by net revenues of the BWS.	5,366,052	--
Notes payable to other lenders		
Note payable in annual installments of \$188,570, including interest at 5%, due September 2025. Each annual installment is divided into 12 monthly payments of principal and interest of \$15,715.	<u>1,975,290</u> 30,932,310	<u>2,060,820</u> 25,375,701
Less current maturities	<u>1,516,446</u>	<u>1,421,104</u>
	\$ <u>29,415,864</u>	\$ <u>23,954,597</u>

The aggregate future maturities of notes payable and interest payments are as follows:

Fiscal Year Ending June 30,	Principal	Interest	Total
2011	\$ 1,516,400	\$ 124,500	\$ 1,640,900
2012	1,532,600	118,600	1,651,200
2013	1,539,000	112,200	1,651,200
2014	1,545,500	105,700	1,651,200
2015	1,552,300	98,900	1,651,200
2016 - 2020	7,873,600	382,400	8,256,000
2021 - 2025	8,089,600	166,400	8,256,000
2026 - 2028	<u>7,283,310</u>	<u>4,000</u>	<u>7,287,310</u>
	\$ <u>30,932,310</u>	\$ <u>1,112,700</u>	\$ <u>32,045,010</u>

**Board of Water Supply
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NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE G - OTHER LONG-TERM LIABILITIES

The following is a summary of changes in other long-term liabilities during the fiscal years ended June 30, 2010 and 2009:

	Balance July 1, 2009	Additions	Reductions	Balance June 30, 2010	Current Portion
Customer advances	\$ 3,529,760	\$ 6,521,811	\$ (8,179,019)	\$ 1,872,552	\$ --
Accrued vacation	7,049,472	1,822,904	(2,159,016)	6,713,360	2,159,016
Accrued workers' compensation	1,856,610	629,916	(576,395)	1,910,131	--
Other postemployment benefits	3,832,498	7,862,000	(8,773,121)	2,921,377	--
Notes payable	25,375,701	7,057,648	(1,501,039)	30,932,310	1,516,446
Accrued arbitrage rebate liability	--	1,137,568	--	1,137,568	--
Other	2,083,418	303,546	(734,266)	1,652,698	--
	<u>\$ 43,727,459</u>	<u>\$ 25,335,393</u>	<u>\$ (21,922,856)</u>	<u>\$ 47,139,996</u>	<u>\$ 3,675,462</u>

	Balance July 1, 2008	Additions	Retirements	Balance June 30, 2009	Current Portion
Customer advances	\$ 6,702,021	\$ 3,843,919	\$ (7,016,180)	\$ 3,529,760	\$ --
Accrued vacation	6,770,308	2,370,097	(2,090,933)	7,049,472	2,090,933
Accrued workers' compensation	1,680,503	1,034,520	(858,413)	1,856,610	--
Notes payable	20,583,865	6,056,375	(1,264,539)	25,375,701	1,421,104
Other postemployment benefits	1,438,000	7,600,000	(5,205,502)	3,832,498	--
Other	8,704,529	7,367,177	(13,988,288)	2,083,418	--
	<u>\$ 45,879,226</u>	<u>\$ 28,272,088</u>	<u>\$ (30,423,855)</u>	<u>\$ 43,727,459</u>	<u>\$ 3,512,037</u>

NOTE H - NET ASSETS

At June 30, 2010 and 2009, net assets consisted of the following:

	2010	2009
Invested in capital assets - net of related debt		
Capital assets - net	\$ 1,158,272,865	\$ 1,160,242,544
Less water system revenue bonds payable, noncurrent portion	(298,660,605)	(305,501,990)
Less other loans payable	(29,415,864)	(23,954,597)
Add unspent debt proceeds	3,078,354	14,527,907
	<u>\$ 833,274,750</u>	<u>\$ 845,313,864</u>

**Board of Water Supply
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NOTES TO FINANCIAL STATEMENTS
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NOTE H - NET ASSETS (Continued)

	2010	2009
Restricted for capital activity and debt service		
Restricted cash and cash equivalents	\$ 14,375,577	\$ 15,456,032
Restricted investments	31,695,804	41,617,456
Less unspent debt proceeds	(3,078,354)	(14,527,907)
Less		
Contracts payable, including retainages	(3,359,718)	(6,329,591)
Accrued interest payable	(7,444,334)	(7,586,053)
Bonds payable, current portion	(6,435,000)	(6,165,000)
Notes payable, current portion	(1,516,446)	(1,421,104)
Other payable from restricted assets	(458,142)	(587,947)
	<u>23,779,387</u>	<u>20,455,886</u>
Unrestricted	<u>140,086,215</u>	<u>113,935,114</u>
	<u>\$ 997,140,352</u>	<u>\$ 979,704,864</u>

NOTE I - LEASES

The BWS leases certain properties to other users, primarily utility and telecommunications companies, under multi-year license agreements. The terms of these agreements range from 5 to 30 years. The agreements are generally based on fixed annual amounts, with provisions for increases. Information regarding the cost and related accumulated depreciation of these facilities, which is required to be disclosed by professional standards, is not provided because the accumulation of such data was not considered practical and because the information, when compared to the future minimum rentals to be received, would not be an accurate indication of the productivity of the property on lease or held for lease, due to the methods and the long period of time over which the properties were acquired.

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NOTE I - LEASES (Continued)

The BWS also leases space for its deep seawater cooling project on Oahu under a noncancelable operating lease that extends through September 2025.

The future minimum rental payments and sublease income from these operating leases at June 30, 2010, approximated the following:

<u>Fiscal Year Ending June 30,</u>	<u>Minimum Future Rental Payments</u>	<u>Less Sublease Income</u>	<u>Net Minimum Future Rental (Income) Expense</u>
2011	\$ 158,600	\$ 203,800	\$ (45,200)
2012	158,600	181,700	(23,100)
2013	158,600	130,500	28,100
2014	158,600	125,900	32,700
2015	158,600	123,300	35,300
2016-2020	792,800	522,400	270,400
2021-2025	792,800	500,000	292,800
2026-2030	33,000	500,000	(467,000)
2031-2032	<u>--</u>	<u>150,000</u>	<u>(150,000)</u>
	<u>\$ 2,411,600</u>	<u>\$ 2,437,600</u>	<u>\$ (26,000)</u>

NOTE J - RELATED PARTY TRANSACTIONS

Billing and Collection Services - The BWS has an agreement with the Department of Environmental Services, City and County of Honolulu to provide certain services relating to the billing and collection of sewer service charges. Fees related to these services were negotiated at approximately \$1,903,200 and \$1,830,000 for the fiscal years ended June 30, 2010 and 2009, respectively. The revenues related to these fees are included in other operating revenues in the accompanying statements of revenues, expenses and changes in net assets.

Central Administrative Services Expense Fee - The BWS has an agreement with the City to pay a Central Administrative Services Expense (CASE) fee for treasury, personnel, purchasing, and other services that the City provides to the BWS on an on-going basis. The BWS's Charter allows for a CASE fee to the extent that it represents a reasonable charge for services necessary for the BWS to perform its duties. As of June 30, 2010 and 2009, CASE fees totaled \$3,000,000 and \$2,500,000, respectively.

Amount from the City - Amounts due from the City approximated \$411,463 and \$1,263,219 as of June 30, 2010 and 2009, respectively, and is included in other receivables.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE J - RELATED PARTY TRANSACTIONS (Continued)

Joint Construction Projects - The BWS has entered into an agreement with the City for a joint water and sewer system upgrade that is administered by the BWS. During the fiscal years ended June 30, 2010 and 2009, the City advanced approximately \$0- and \$4,061,561, respectively, to the BWS for the City's share of total project expenses. At June 30, 2010 and 2009, approximately \$1,021,544 and \$1,504,708, respectively, of these funds have not been expended. Accordingly, the balances are included in other liabilities in the accompanying statements of net assets.

NOTE K - EMPLOYEE BENEFIT PLANS

Defined Benefit Pension Plan

Substantially all eligible employees of the BWS are members of the Employees' Retirement System of the State of Hawaii (ERS), a cost-sharing multiple-employer defined benefit public employee retirement plan. The ERS provides retirement benefits as well as death and disability benefits and is governed by a Board of Trustees. All contributions, benefits, and eligibility requirements are established by HRS Chapter 88 and can be amended by legislative action.

The ERS is composed of a contributory, noncontributory and hybrid contributory retirement plan. Prior to June 30, 1984, the plan consisted of only a contributory option. Effective July 1, 1984, legislation was enacted to create a noncontributory plan for members of the ERS who are also covered under social security. Persons employed in positions not covered by social security are precluded from the noncontributory plan. The noncontributory plan provides for reduced benefits and covers most eligible employees hired after June 30, 1984. Employees hired before that date were allowed to continue under the contributory plan or to elect the noncontributory plan and receive a refund of employee contributions.

All benefits vest after five and ten years of credited service under the contributory and noncontributory plans, respectively. Both plans provide a monthly retirement allowance based on the employee's age, years of credited service, and average final compensation (AFC). The AFC is the average salary earned during the five highest paid years of service, including the vacation payment, if the employee became a member prior to January 1, 1971. The AFC for members hired on or after that date and prior to January 1, 2003 is based on the three highest paid years of service, excluding the vacation payment. Effective January 1, 2003, the AFC is the highest three calendar years or highest five calendar year plus lump sum vacation payment, or last 36 credited months or last 60 credited months plus lump sum vacation payment.

**Board of Water Supply
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NOTE K - EMPLOYEE BENEFIT PLANS (Continued)

Most covered employees under the contributory plan are required to contribute 7.8% of their salary. Prior to July 1, 2005, the funding method used to calculate the total employer contribution requirement was the Entry Age Normal Actuarial Cost Method. Under this method, employer contributions to the ERS were comprised of normal cost plus level annual payments required to liquidate the unfunded actuarial liability over the remaining period of 29 years from July 1, 2000. Effective July 1, 2008, employer contribution rates are a fixed percentage of compensation, generally 15.0% for most covered employees. The BWS's contributions to the ERS as of June 30, 2010, 2009, and 2008, were approximately \$4,866,000, \$4,928,000 and \$4,242,000, respectively, which represented approximately 15%, 15% and 13.8% of the BWS's covered payroll for the fiscal years ended June 30, 2010, 2009, and 2008, respectively.

The 2004 State of Hawaii legislative sessions approved a hybrid retirement plan, which took effect on July 1, 2006. Employees who chose to be under this plan are required to contribute 6.0% of their salary and will receive pensions based on a 2.0% benefit formula instead of a 1.25% benefit formula under the current noncontributory plan. The hybrid plan does not affect the BWS's contributions to the ERS.

ERS issues a Comprehensive Annual Financial Report (CAFR) that includes financial statements and required supplementary information, which may be obtained at the following address: Employees' Retirement System of the State of Hawaii, 201 Merchant Street, Suite 1400, Honolulu, Hawaii 96813.

Post-Retirement Health Care and Life Insurance Benefits

In addition to providing pension benefits, the State of Hawaii Employer-Union Health Benefits Trust Fund (EUTF), an agent multiple-employer plan provides certain health care (medical, prescription, vision and dental) and life insurance benefits for retired BWS employees. Act 88 established the EUTF during the 2001 legislative session and is codified in HRS 87A. Contributions are based on negotiated collective bargaining agreements and are limited by State statute to the actual cost of benefit coverage.

For employees hired before July 1, 1996, the BWS pays 100% of the monthly health care premium for employees retiring with 10 or more years of credited service, and 50% of the monthly premium for employees retiring with fewer than ten years of credited service.

For employees hired after June 30, 1996 and retiring with 25 years or more of service, the BWS pays the entire health care premium. For employees retiring with at least 15 years but fewer than 25 years of service, the BWS pays 75% of the monthly Medicare or non-Medicare premium. For those retiring with at least 10 years but fewer than 15 years of service, the BWS pays 50% of the retired employees' monthly Medicare or non-Medicare premium. For those retiring with fewer than 10 years of service, the BWS makes no contributions.

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NOTE K - EMPLOYEE BENEFIT PLANS (Continued)

For employees hired after June 30, 2001 and retiring with over 25 years of service, the BWS pays 100% of the monthly premium based on the self plan. For those who retire with at least 15 years but fewer than 25 years of service, the BWS pays 75% of the retired employees' monthly Medicare or non-Medicare premium based on the self plan. For those retiring with at least ten years but fewer than 15 years of service, the BWS pays 50% of the retired employees' monthly Medicare or non-Medicare premium based on the self plan. For those retiring with fewer than 10 years of service, the BWS makes no contributions.

The BWS also reimburses 100% of Medicare premium costs for retirees and qualified dependents (through the State), who are at least 65 years of age and have at least 10 years of service.

The BWS is required to contribute the annual required contribution (ARC) of the employer, an amount actuarially determined for the other postemployment benefits (OPEB). The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years.

For the fiscal years ended June 30, 2010 and 2009, the components of the BWS's annual OPEB costs, the amounts contributed to the plan and the changes to the BWS's net OPEB obligation are summarized as follows:

	2010	2009
Annual required contribution	\$ 7,837,000	\$ 7,577,000
Interest on net OPEB obligation	131,000	101,000
Adjustment to annual required contribution	(106,000)	(78,000)
Annual OPEB cost	7,862,000	7,600,000
Contributions made	(8,773,000)	(5,206,000)
Increase (decrease) in net OPEB obligation	(911,000)	2,394,000
Net OPEB obligation at beginning of fiscal year	3,832,000	1,438,000
Net OPEB obligation at end of fiscal year	\$ 2,921,000	\$ 3,832,000
Percentage of annual OPEB cost contributed	112%	69%

**Board of Water Supply
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NOTE K - EMPLOYEE BENEFIT PLANS (Continued)

The funded status of the plan as of the most recent valuation date is as follows:

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
July 1, 2007	\$ --	\$ 94,188,000	\$ 94,188,000	0%	\$ 29,115,000	323%
July 1, 2009	\$ 5,244,000	\$ 143,333,000	\$ 138,089,000	4%	\$ 33,104,000	417%

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

Projections of benefits for financial reporting purposes are based on the substantive plan and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the July 1, 2009, actuarial valuation, the entry age normal actuarial cost method was used. The actuarial assumptions included a discount rate of 7%, projected salary increases of 3.5%, and an annual health cost trend rate of 10.5%, reduced by decrements to an ultimate rate of 5% after 8 years. The unfunded actuarial accrued liability is being amortized as a level percentage of projected payroll amounts over a thirty-year closed period ending June 30, 2037.

The EUTF issues a stand-alone financial report that includes financial statements and required supplementary information, which may be obtained at the following address: State of Hawaii Employer-Union Health Benefits Trust Fund, 201 Merchant Street, Suite 1520, Honolulu, Hawaii 96813.

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NOTE L - COMMITMENTS

At June 30, 2010 and 2009, accumulated sick leave aggregated approximately \$19,660,000 and \$20,788,000, respectively. Sick leave accumulates at the rate of one and three-quarters working days for each month of service without limit, but can be taken only in the event of illness and is not convertible to pay upon termination of employment. However, an employee who retires or leaves government service in good standing with 60 or more unused sick days is entitled to additional service credit in the ERS.

Other commitments, primarily for utility plant construction, approximated \$63,900,000 and \$82,719,000 at June 30, 2010 and 2009, respectively. Such amounts are to be funded by operating revenues, contributed capital, cash and investments on hand.

NOTE M - CONTINGENCIES

Workers' Compensation Self-Insurance Liability

The BWS is self-insured for workers' compensation and disability claims below \$600,000 and in excess of \$25,000,000. The BWS has obtained excess insurance coverage for claims that are not self-insured. All claims are reported to and managed by the City's Workers' Compensation Division (the Division). The BWS provides reserves for claims not covered by insurance that in the opinion of the Division will result in probable judgment against the BWS.

The liability for losses and loss adjustment expenses is comprised of two components: Case reserves and incurred but not reported loss reserves (IBNR). Case or outstanding loss reserves represent estimates of ultimate costs to settle reported claims. The estimated liability is presented at its net present value using a discount rate of 3%.

Determination of a reserve account for workers' compensation is a significant estimate. It is reasonably possible that one or more future events could result in a material change in the estimated claims loss in the near term.

Arbitrage

The BWS is required to annually calculate rebates to the U.S. Treasury on revenue bond issues. In accordance with the requirements of Section 148 of the Internal Revenue Code of 1986, as amended, rebates are calculated by bond series based on the amounts by which the cumulative amount of investment income exceeds the amount that would have been earned had funds been invested at the bond yield. At June 30, 2010, the arbitrage rebate and yield restriction liability totaled \$1,137,568.

Determination of the arbitrage liability is a significant estimate. It is reasonably possible that one or more future events could result in a material change in the liability in the near term.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2010 and 2009**

NOTE M - CONTINGENCIES (Continued)

Safe Drinking Water

The BWS is subject to the requirements of the Safe Drinking Water Act (the Act), which is administered by the State of Hawaii Department of Health on behalf of the United States Environmental Protection Agency. Management believes that the BWS is in full compliance with the requirements of the Act and is not aware of any matters under the Act that may materially affect the BWS's customer service area.

Other Legal Matters

The BWS is party to various legal proceedings arising in the normal course of business. The outcome of individual matters is not predictable. However, management believes that the ultimate resolution of all such matters, after considering insurance coverage, will not have a material adverse effect on the BWS's financial position, results of operations, or liquidity.

Credit Risk

Financial instruments, which potentially expose the BWS to concentrations of credit risk, consist primarily of investments in debt securities and accounts receivable from customers. Credit risk related to investments in debt securities has been mitigated by limiting such investments to primarily debt obligations of the U.S. government and agencies. The BWS's customer base is concentrated among commercial, industrial, residential, and governmental customers located within the City. Although the BWS is directly affected by the City's economy, management does not believe significant credit risk exists at June 30, 2010 and 2009, except as provided in the allowance for uncollectible accounts. The BWS manages its credit exposure through procedures designed to identify and monitor credit risk.

SUPPLEMENTARY SCHEDULES

**Board of Water Supply
City and County of Honolulu
Required Supplementary Information
SCHEDULE OF FUNDING PROGRESS
June 30, 2010**

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
July 1, 2007	\$ --	\$ 94,188,000	\$ 94,188,000	0%	\$ 29,115,000	323%
July 1, 2009	\$ 5,244,000	\$ 143,333,000	\$ 138,089,000	4%	\$ 33,104,000	417%

**Board of Water Supply
City and County of Honolulu
SUPPLEMENTARY SCHEDULE FOR BONDS PAYABLE
June 30, 2010**

	<u>Interest Rate</u>	<u>Bond Dated</u>	<u>Maturing Serially From</u>	<u>Call Dates (1)</u>	<u>Outstanding June 30, 2010</u>
Water System Revenue Bonds Series 2001					
	5.000%	5/15/2001	7/1/2010	(2)	\$ 250,000
	4.375%	5/15/2001	7/1/2010	(2)	1,220,000
	5.000%	5/15/2001	7/1/2011	(2)	200,000
	4.500%	5/15/2001	7/1/2011	(2)	1,335,000
	5.375%	5/15/2001	7/1/2012	7/1/2011	60,000
	4.600%	5/15/2001	7/1/2012	7/1/2011	750,000
	4.700%	5/15/2001	7/1/2013	7/1/2011	845,000
	5.500%	5/15/2001	7/1/2014	7/1/2011	890,000
	5.500%	5/15/2001	7/1/2015	7/1/2011	940,000
	5.500%	5/15/2001	7/1/2016	7/1/2011	760,000
	5.000%	5/15/2001	7/1/2016	7/1/2011	230,000
	5.000%	5/15/2001	7/1/2017	7/1/2011	1,045,000
	5.125%	5/15/2001	7/1/2018	7/1/2011	1,095,000
	5.125%	5/15/2001	7/1/2019	7/1/2011	1,150,000
	5.125%	5/15/2001	7/1/2020	7/1/2011	1,210,000
	5.125%	5/15/2001	7/1/2021	7/1/2011	1,270,000
					<u>\$ 13,250,000</u>

(1) Call dates indicated are optional.

(2) Noncallable.

**Board of Water Supply
City and County of Honolulu
SUPPLEMENTARY SCHEDULE FOR BONDS PAYABLE (Continued)
June 30, 2010**

	<u>Interest Rate</u>	<u>Bond Dated</u>	<u>Maturing Serially From</u>	<u>Call Dates (1)</u>	<u>Outstanding June 30, 2010</u>
Water System Revenue Bonds Series 2004					
Insured Serial Bonds:	3.000%	1/28/2004	7/1/2010	(2)	\$ 2,140,000
	3.000%	1/28/2004	7/1/2011	(2)	2,205,000
	3.500%	1/28/2004	7/1/2012	(2)	2,280,000
	4.000%	1/28/2004	7/1/2013	(2)	2,365,000
	4.000%	1/28/2004	7/1/2014	(2)	2,465,000
	4.750%	1/28/2004	7/1/2018	7/1/2014	2,970,000
	4.750%	1/28/2004	7/1/2019	7/1/2014	3,115,000
	4.750%	1/28/2004	7/1/2020	7/1/2014	3,265,000
	5.000%	1/28/2004	7/1/2021	7/1/2014	3,430,000
	5.000%	1/28/2004	7/1/2022	7/1/2014	3,605,000
	5.000%	1/28/2004	7/1/2023	7/1/2014	3,790,000
	5.000%	1/28/2004	7/1/2024	7/1/2014	3,985,000
	5.000%	1/28/2004	7/1/2025	7/1/2014	4,185,000
Insured Term Bonds:	5.000%	1/28/2004	7/1/2033	7/1/2014	42,215,000
					<u>\$ 82,015,000</u>

- (1) Call dates indicated are optional.
(2) Noncallable.

**Board of Water Supply
City and County of Honolulu
SUPPLEMENTARY SCHEDULE FOR BONDS PAYABLE (Continued)
June 30, 2010**

	<u>Interest Rate</u>	<u>Bond Dated</u>	<u>Maturing Serially From</u>	<u>Call Dates (1)</u>	<u>Outstanding June 30, 2010</u>
Water System Revenue Bonds					
Series 2006A (Non-AMT)					
Insured Serial Bonds:	4.000%	7/7/2006	7/1/2012	(2)	\$ 975,000
	4.000%	7/7/2006	7/1/2013	(2)	1,015,000
	4.000%	7/7/2006	7/1/2014	(2)	1,050,000
	4.250%	7/7/2006	7/1/2015	(2)	3,660,000
	4.250%	7/7/2006	7/1/2016	(2)	3,820,000
	4.000%	7/7/2006	7/1/2017	(2)	3,000,000
	4.125%	7/7/2006	7/1/2017	(2)	975,000
	4.200%	7/7/2006	7/1/2018	(2)	1,185,000
	5.000%	7/7/2006	7/1/2019	7/1/2016	595,000
	4.125%	7/7/2006	7/1/2019	(2)	645,000
	4.125%	7/7/2006	7/1/2020	(2)	1,290,000
	5.000%	7/7/2006	7/1/2021	7/1/2016	3,315,000
	4.300%	7/7/2006	7/1/2021	(2)	390,000
	4.500%	7/7/2006	7/1/2022	(2)	7,860,000
	4.500%	7/7/2006	7/1/2023	(2)	8,225,000
	4.500%	7/7/2006	7/1/2024	(2)	8,595,000
	5.000%	7/7/2006	7/1/2025	7/1/2016	9,010,000
	5.000%	7/7/2006	7/1/2026	7/1/2016	9,470,000
	4.500%	7/7/2006	7/1/2027	(2)	9,925,000
Insured Term Bonds:	4.750%	7/7/2006	7/1/2028	7/1/2016	10,390,000
	4.750%	7/7/2006	7/1/2029	7/1/2016	10,890,000
	4.750%	7/7/2006	7/1/2030	7/1/2016	11,420,000
	4.750%	7/7/2006	7/1/2031	7/1/2016	11,965,000
	5.000%	7/7/2006	7/1/2032	7/1/2016	8,220,000
	5.000%	7/7/2006	7/1/2033	7/1/2016	8,640,000
	5.000%	7/7/2006	7/1/2034	7/1/2016	9,080,000
	5.000%	7/7/2006	7/1/2035	7/1/2016	9,550,000
	5.000%	7/7/2006	7/1/2036	7/1/2016	<u>10,040,000</u>
					<u>\$ 165,195,000</u>

(1) Call dates indicated are optional.

(2) Noncallable.

**Board of Water Supply
City and County of Honolulu
SUPPLEMENTARY SCHEDULE FOR BONDS PAYABLE (Continued)
June 30, 2010**

	<u>Interest Rate</u>	<u>Bond Dated</u>	<u>Maturing Serially From</u>	<u>Call Dates (1)</u>	<u>Outstanding June 30, 2010</u>
Water System Revenue Bonds					
Series 2006B (AMT)					
Insured Serial Bonds:	5.000%	7/7/2006	7/1/2010	(2)	\$ 2,825,000
	5.000%	7/7/2006	7/1/2011	(2)	2,970,000
	5.000%	7/7/2006	7/1/2012	(2)	2,940,000
	5.000%	7/7/2006	7/1/2013	(2)	3,095,000
	5.000%	7/7/2006	7/1/2014	(2)	3,255,000
	5.000%	7/7/2006	7/1/2015	(2)	3,430,000
	5.000%	7/7/2006	7/1/2016	(2)	3,605,000
	5.250%	7/7/2006	7/1/2017	7/1/2016	3,800,000
	5.250%	7/7/2006	7/1/2018	7/1/2016	4,005,000
	5.250%	7/7/2006	7/1/2019	7/1/2016	4,220,000
	5.250%	7/7/2006	7/1/2020	7/1/2016	4,455,000
	5.250%	7/7/2006	7/1/2021	7/1/2016	2,335,000
					<u>40,935,000</u>
					<u>\$ 301,395,000</u>

- (1) Call dates indicated are optional.
(2) Noncallable.

**Board of Water Supply
City and County of Honolulu
SUPPLEMENTAL SCHEDULE OF NET REVENUE REQUIREMENT
Fiscal Years Ended June 30, 2010 and 2009**

	2010	2009
REVENUES		
Water sales	\$ 148,444,285	\$ 135,243,214
Interest	3,107,953	5,677,856
Other	<u>5,654,491</u>	<u>4,317,643</u>
Total revenues	<u>157,206,729</u>	<u>145,238,713</u>
DEDUCTIONS		
Operating expenses	147,510,277	149,881,298
Less depreciation expense	<u>(41,642,446)</u>	<u>(40,933,515)</u>
Total deductions	<u>105,867,831</u>	<u>108,947,783</u>
Net revenues	\$ <u>51,338,898</u>	\$ <u>36,290,930</u>
NET REVENUE REQUIREMENT		
Greater of:		
1) Aggregate debt service	\$ 20,919,399	\$ 20,913,800
Required deposits	<u>--</u>	<u>4,580,154</u>
	\$ <u>20,919,399</u>	\$ <u>25,493,954</u>
2) Aggregate debt service	\$ 20,919,399	\$ 20,913,800
	x <u>1.20</u>	x <u>1.20</u>
	\$ <u>25,103,279</u>	\$ <u>25,096,560</u>
Net revenue requirement	\$ <u>25,103,279</u>	\$ <u>25,493,954</u>
Net revenue to aggregate debt service ratio	<u>2.45</u>	<u>1.74</u>

**BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU**

REPORTS ON THE AUDIT OF FEDERAL AWARDS

Fiscal Year Ended June 30, 2010

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N&K CPAs, Inc.

ACCOUNTANTS|CONSULTANTS

December 3, 2010

To the Board of Directors
Board of Water Supply
City and County of Honolulu
Honolulu, Hawaii

We have completed our financial audit of the basic financial statements of the Board of Water Supply, City and County of Honolulu (the BWS), as of and for the fiscal year ended June 30, 2010. Our report containing our opinion on those basic financial statements is included with the BWS's basic financial statements. We submit herein our reports on the BWS's internal control over financial reporting and compliance and the BWS's compliance with requirements that could have a direct and material effect on its major federal program.

OBJECTIVES OF THE AUDIT

The primary purpose of our audit was to form an opinion on the fairness of the presentation of the BWS's basic financial statements as of and for the fiscal year ended June 30, 2010, and to comply with the requirements of the Office of Management and Budget (OMB) Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, which establishes audit requirements for state and local governments that receive federal financial assistance. More specifically, the objectives of the audit were as follows:

1. To provide a basis for an opinion on the fairness of the presentation of the BWS's financial statements.
2. To determine whether expenditures and other disbursements have been made and all revenues and other receipts to which the BWS is entitled have been collected and accounted for in accordance with the laws, rules and regulations, administrative directives, policies and procedures of the BWS, City and County of Honolulu, the State of Hawaii and the federal government (where applicable).
3. To determine whether the BWS has established sufficient internal controls to properly manage federal financial assistance programs and to comply with the applicable laws, regulations, contracts, and grants.
4. To determine whether the BWS has complied with the laws, regulations, contracts, and grants that may have a direct and material effect on the financial statements and on each major federal financial assistance program.

SCOPE OF THE AUDIT

Our audit was performed in accordance with auditing standards generally accepted in the United States of America as prescribed by the American Institute of Certified Public Accountants; *Government Auditing Standards*, issued by the Comptroller General of the United States; and the provisions of OMB Circular A-133. The scope of our audit included an examination of the transactions and accounting records of the BWS for the fiscal year ended June 30, 2010.

ORGANIZATION OF THE REPORT

This report is presented in four parts as follows:

- Part I - Our report on internal control over financial reporting and on compliance and other matters.
- Part II - Our report on compliance with requirements that could have a direct and material effect on each major program and on internal control over compliance.
- Part III - The schedule of findings and questioned costs.
- Part IV - The summary schedule of prior audit findings.

We wish to express our sincere appreciation for the excellent cooperation and assistance extended by the staff of the BWS.

Sincerely,

N&K, CPAs, INC.



Ron T. Shiigi
Principal

**BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU**

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PART I

**AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL
REPORTING AND ON COMPLIANCE AND OTHER MATTERS**



N&K CPAs, Inc.
ACCOUNTANTS | CONSULTANTS

AMERICAN SAVINGS BANK TOWER
1001 BISHOP STREET, SUITE 1700
HONOLULU, HAWAII 96813-3696
T (808) 524-2255 F (808) 523-2090

**INDEPENDENT AUDITORS' 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**

To the Board of Directors
Board of Water Supply
City and County of Honolulu
Honolulu, Hawaii

We have audited the financial statements of the Board of Water Supply, City and County of Honolulu, (the BWS), as of and for the fiscal year ended June 30, 2010, and have issued our report thereon dated December 2, 2010. 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.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the BWS's internal control over financial reporting as a basis for designing our auditing procedures 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 BWS's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the BWS's internal control over financial reporting.

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 combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the BWS's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the BWS's financial statements are free of 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*.

This report is intended solely for the information and use of the board of directors, management, the City and County of Honolulu, federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

N&K CPAs, Inc.

Honolulu, Hawaii
December 2, 2010

PART II

**AUDITORS' REPORT ON COMPLIANCE WITH REQUIREMENTS
THAT COULD HAVE A DIRECT AND MATERIAL EFFECT ON EACH
MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE**



AMERICAN SAVINGS BANK TOWER
1001 BISHOP STREET, SUITE 1700
HONOLULU, HAWAII 96813-3696
T (808) 524-2255 F (808) 523-2090

**INDEPENDENT AUDITORS' REPORT ON COMPLIANCE WITH
REQUIREMENTS THAT COULD HAVE A DIRECT AND MATERIAL
EFFECT ON EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER
COMPLIANCE IN ACCORDANCE WITH OMB CIRCULAR A-133**

To the Board of Directors
Board of Water Supply
City and County of Honolulu
Honolulu, Hawaii

Compliance

We have audited the compliance of the Board of Water Supply, City and County of Honolulu, (the BWS), with the types of compliance requirements described in the U.S. Office of Management and Budget (OMB) *Circular A-133 Compliance Supplement* that could have a direct and material effect on the BWS's major federal program for the fiscal year ended June 30, 2010. The BWS's major federal program is identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs. Compliance with the requirements of laws, regulations, contracts and grants applicable to its major federal program is the responsibility of the BWS's management. Our responsibility is to express an opinion on the BWS's compliance based on our audit.

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the BWS's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination of the BWS's compliance with those requirements.

In our opinion, the BWS complied, in all material respects, with the requirements referred to above that could have a direct and material effect on its major federal program for the fiscal year ended June 30, 2010.

Internal Control Over Compliance

Management of the BWS is responsible for establishing and maintaining effective internal control over compliance with the requirements of laws, regulations, contracts, and grants applicable to federal programs. In planning and performing our audit, we considered the BWS's internal control over compliance with the requirements that could have a direct and material effect on a major federal program to determine the auditing procedures for the purpose of expressing our opinion on compliance and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the BWS's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above.

Schedule of Expenditures of Federal Awards

We have audited the financial statements of the BWS as of and for the fiscal year ended June 30, 2010, and have issued our report thereon dated December 2, 2010. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by OMB Circular A-133, *Audits of States, Local Governments, and Non-profit Organizations*, and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

N&K CPAs, Inc.
ACCOUNTANTS | CONSULTANTS

This report is intended solely for the information and use of the board of directors, management, the City and County of Honolulu, federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

N&K CPAs, Inc.

Honolulu, Hawaii
December 2, 2010

**Board of Water Supply
City and County of Honolulu
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Fiscal Year Ended June 30, 2010**

<u>Federal Grantor/Pass-through Grantor/Program Title</u>	<u>Federal CFDA Number</u>	<u>Pass-through Entity Identifying Number</u>	<u>Federal Expenditures</u>
ENVIRONMENTAL PROTECTION AGENCY			
Pass-through State of Hawaii, Department of Health			
Capitalization Grants for Drinking Water State			
Revolving Funds	66.468	ASO Log #05-102	\$ 94,539
		ASO Log #06-171	31,880
		ASO Log #08-222	133,454
		ASO Log #08-224	29,370
		ASO Log #09-186	<u>1,148,123</u>
			<u>1,437,366</u>
ARRA - Capitalization Grants for Drinking Water			
State Revolving Funds	66.468	ASO Log #10-157-ARRA	2,230,526
		ASO Log #10-158-ARRA	490,865
		ASO Log #10-156-ARRA	371,697
		ASO Log #10-155-ARRA	<u>2,272,965</u>
			<u>5,366,053</u>
Total Environmental Protection Agency			<u>6,803,419</u>
TOTAL FEDERAL EXPENDITURES			\$ <u>6,803,419</u>

NOTE - BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards includes the federal grant activities of the Board of Water Supply, City and County of Honolulu and is presented on the cash basis of accounting. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of, the basic financial statements.

PART III
SCHEDULE OF FINDINGS AND QUESTIONED COSTS

**Board of Water Supply
City and County of Honolulu
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Fiscal Year Ended June 30, 2010**

SECTION I - SUMMARY OF AUDITORS' RESULTS

Financial Statements

Type of auditors' report issued:	Unqualified		
Internal control over financial reporting:			
Material weakness(es) identified?	<input type="checkbox"/> yes	<input checked="" type="checkbox"/> no	
Significant deficiency(ies) identified?	<input type="checkbox"/> yes	<input checked="" type="checkbox"/> none reported	
Noncompliance material to financial statements noted?	<input type="checkbox"/> yes	<input checked="" type="checkbox"/> no	

Federal Awards

Internal control over major programs:			
Material weakness(es) identified?	<input type="checkbox"/> yes	<input checked="" type="checkbox"/> no	
Significant deficiency(ies) identified?	<input type="checkbox"/> yes	<input checked="" type="checkbox"/> none reported	

Type of auditors' report issued on compliance for major programs:	Unqualified
---	-------------

Any audit findings disclosed that are required to be reported in accordance with Section 510(a) of OMB Circular A-133?	<input type="checkbox"/> yes	<input checked="" type="checkbox"/> no
--	------------------------------	--

Identification of major programs:

CFDA Number

66.468

Name of Federal Program or Cluster

Capitalization Grants for Drinking Water State Revolving Funds

Dollar threshold used to distinguish between Type A and Type B programs:	\$300,000
--	-----------

Auditee qualified as a low-risk auditee?	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
--	---	-----------------------------

SECTION II - FINANCIAL STATEMENT FINDINGS

None

SECTION III - FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

None

PART IV
SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS

**Board of Water Supply
City and County of Honolulu
STATUS REPORT
Fiscal Year Ended June 30, 2010**

No prior audit findings which apply under the current criteria of OMB Circular A-133 were noted.