UTILITIES DISTRICT OF WESTERN INDIANA REMC AND SUBSIDIARY

REPORT OF AUDIT

* * * * * * *

December 31, 2022 and 2021

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bhm cpa group, inc.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Utilities District of Western Indiana REMC and Subsidiary

Opinion

We have audited the accompanying financial statements of Utilities District of Western Indiana REMC and Subsidiary, which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the related consolidated statements of revenues and expenses, comprehensive income, changes in members' and patrons' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Utilities District of Western Indiana REMC and Subsidiary, as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Utilities District of Western Indiana REMC and Subsidiary and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Utilities District of Western Indiana REMC and Subsidiary's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

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Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Utilities District of Western Indiana REMC and Subsidiary's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Utilities District of Western Indiana REMC and Subsidiary's ability to continue as a going concern for a reasonable period of time.

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

Columbus, Ohio
March 16, 2023

BHM CPA Group, Inc.

UTILITIES DISTRICT OF WESTERN INDIANA REMC AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

December 31, 2022 and 2021

	2022	2021
ASSETS		
UTILITY PLANT AND OTHER PROPERTY		
Electric plant in service	$ 114,213,214	$ 110,856,017
Non-utility property	2,427,609	2,427,609
Construction work in progress	818,763	1,062,279
	117,459,586	114,345,905
Less: Accumulated provision for depreciation and amortization	(35,221,626)	(33,754,277)
NET UTILITY PLANT AND OTHER PROPERTY	82,237,960	80,591,628
INVESTMENTS AND OTHER ASSETS		
Investments in associated organizations	19,204,351	19,406,900
Other investments	58,829	43,890
Deferred charges - less current portion	-	59,997
Note receivable - less current portion	2,000	10,000
TOTAL INVESTMENTS AND OTHER ASSETS	19,265,180	19,520,787
CURRENT ASSETS		
Cash and cash equivalents	2,203,055	3,150,806
Accounts receivable, net of allowance for uncollectible accounts of $3,280 for 2022 ($10,741 in 2021)	5,472,826	4,624,376
Current portion of note receivable	8,000	37,794
Current portion of deferred charges	59,997	143,993
Materials and supplies	997,016	559,415
Prepaid power costs	1,186,546	2,498,340
Prepaid expenses and other receivables	494,989	480,458
TOTAL CURRENT ASSETS	10,422,429	11,495,182
TOTAL ASSETS	$ 111,925,569	$ 111,607,597

	2022	2021
LIABILITIES AND EQUITIES		
EQUITIES		
Patronage capital	$ 82,509,021	$ 80,786,909
Memberships	407,398	410,932
Donated capital	305,813	305,813
Accumulated other comprehensive loss	(224,000)	(241,000)
TOTAL EQUITIES	82,998,232	81,262,654
LONG-TERM LIABILITIES		
Notes payable, less current maturities	24,240,538	25,844,122
Accrued postretirement benefits	454,000	573,000
Deferred compensation liability	58,829	43,890
TOTAL LONG-TERM LIABILITIES	24,753,367	26,461,012
CURRENT LIABILITIES		
Current maturities of notes payable	1,888,329	1,828,481
Accrued interest	202,614	215,500
Accounts payable	682,757	431,640
Consumer deposits	676,326	787,866
Accrued taxes	602,244	518,790
Other current liabilities	121,700	101,654
TOTAL CURRENT LIABILITIES	4,173,970	3,883,931
TOTAL LIABILITIES AND EQUITIES	$ 111,925,569	$ 111,607,597

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

UTILITIES DISTRICT OF WESTERN INDIANA REMC AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF REVENUES AND EXPENSES

For the Years Ended December 31, 2022 and 2021

	2022	2021
OPERATING REVENUES	$ 46,629,879	$ 43,625,965
OPERATING EXPENSES		
Cost of power	29,069,718	25,294,926
Distribution expense - operations	3,675,087	3,697,233
Distribution expense - maintenance	2,860,396	2,812,398
Consumer accounts	1,293,606	1,201,298
Administrative and general	3,081,007	2,869,510
Depreciation	3,771,272	3,697,781
Taxes	350,151	626,771
TOTAL OPERATING EXPENSES	44,101,237	40,199,917
OPERATING MARGINS BEFORE FIXED CHARGES	2,528,642	3,426,048
Interest on long-term debt	1,385,169	1,469,236
OPERATING MARGINS AFTER FIXED CHARGES	1,143,473	1,956,812
Capital credits from associated organizations	1,009,488	1,139,649
OPERATING MARGINS	2,152,961	3,096,461
NON-OPERATING MARGINS		
Interest and dividend income	182,277	117,070
Loss on disposition of assets	(6,321)	(88,384)
SBA grant income	-	1,242,709
Other income, net	163,005	109,470
TOTAL NON-OPERATING MARGINS	338,961	1,380,865
NET MARGINS FOR YEAR	$ 2,491,922	$ 4,477,326

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

UTILITIES DISTRICT OF WESTERN INDIANA REMC AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the Years Ended December 31, 2022 and 2021

	2022	2021
NET MARGINS FOR YEAR	$ 2,491,922	$ 4,477,326
OTHER COMPREHENSIVE INCOME		
Amortization of actuarial loss included in net periodic postretirement benefit cost	17,000	17,000
TOTAL COMPREHENSIVE INCOME	$ 2,508,922	$ 4,494,326

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

UTILITIES DISTRICT OF WESTERN INDIANA REMC AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' AND PATRONS' EQUITY

For the Years Ended December 31, 2022 and 2021

	Patronage Capital	Memberships	Donated Capital	Accumulated Other Comprehensive Income (Loss)
Balance, January 1, 2021	$ 76,629,524	$ 407,325	$ 305,813	$ (258,000)
Net margins for year	4,477,326	-	-	-
Unrecognized gains and losses related to nonpension postretirement benefit plan	-	-	-	17,000
Memberships issued, net	-	3,607	-	-
Retirement and reassignment of patronage capital	(319,941)	-	-	-
Balance, December 31, 2021	80,786,909	410,932	305,813	(241,000)
Net margins for year	2,491,922	-	-	-
Unrecognized gains and losses related to nonpension postretirement benefit plan	-	-	-	17,000
Memberships redeemed, net	-	(3,534)	-	-
Retirement and reassignment of patronage capital	(769,810)	-	-	-
Balance, December 31, 2022	$ 82,509,021	$ 407,398	$ 305,813	$ (224,000)

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

UTILITIES DISTRICT OF WESTERN INDIANA REMC AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2022 and 2021

	2022	2021
CASH FLOW FROM OPERATING ACTIVITIES		
Net margins	$ 2,491,922	$ 4,477,326
Adjustments to reconcile net margins to net cash provided by operating activities:		
Depreciation of utility plant	3,771,272	3,697,781
Amortization in postretirement net periodic benefit cost	17,000	17,000
SBA forgiveness income	-	(1,000,000)
Amortization of debt expense	284,749	301,447
Amortization of deferred charges	143,993	143,993
Patronage allocation from associated organizations	(1,009,488)	(1,139,649)
Loss on disposition of property	6,321	88,384
Changes in assets and liabilities:		
Accounts receivable (net)	(810,656)	820,206
Materials and supplies	(437,601)	3,336
Prepayments	1,297,263	(330,518)
Accounts payable	251,117	(253,828)
Accrued liabilities	(13,447)	(28,738)
Consumer deposits	(111,540)	66,104
Net cash provided by operating activities	5,880,905	6,862,844
CASH FLOW FROM INVESTING ACTIVITIES		
Extension and replacement of plant and non-utility property, net of salvage and removal costs	(5,448,925)	(5,614,327)
Proceeds from disposal of property assets	25,000	35,360
Purchase of investments	(14,939)	(17,250)
Patronage redemption and cash patronage proceeds	1,212,037	884,111
Net cash used by investing activities	(4,226,827)	(4,712,106)
CASH FLOW FROM FINANCING ACTIVITIES		
Payments on long-term debt	(1,828,485)	(1,809,018)
Memberships (redeemed) issued, net	(3,534)	3,608
Patronage capital credits retired	(769,810)	(319,941)
Net cash used by financing activities	(2,601,829)	(2,125,351)
Net change in cash and cash equivalents	(947,751)	25,387
Cash and cash equivalents at beginning of year	3,150,806	3,125,419
Cash and cash equivalents at end of year	$ 2,203,055	$ 3,150,806

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

NATURE OF ORGANIZATION

Utilities District of Western Indiana REMC (the REMC) is a tax-exempt organization engaged principally in the distribution and sale of electricity in Greene and parts of Clay, Daviess, Lawrence, Martin, Monroe, Owen, Putnam, Knox, Sullivan and Vigo counties in Indiana. Hoosier Heritage Management, LLC (the Subsidiary), a for-profit entity, and wholly owned subsidiary of the REMC, was created to provide tree trimming services for the REMC.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Cooperative maintains its records in accordance with accounting policies prescribed by Rural Utilities Services, U.S. Department of Agriculture, which conform with accounting principles generally accepted in the United States of America in all material respects. Following are the more significant of those policies:

Principles of Consolidation
The consolidated financial statements include the accounts of the REMC and the Subsidiary (collectively the Cooperative); which is 100% owned by the REMC. All significant intercompany transactions have been eliminated in the consolidated financial statements of the Cooperative.

Utility Plant
Utility plant is stated at original cost, net of contributions, which is the cost when first dedicated to public service. Such cost includes the cost of contracted services, direct labor, materials, and applicable overhead cost. Utility plant assets that have not been placed in service are shown on the balance sheet as construction work in progress and are not depreciated. The Cooperative does not capitalize interest during construction.

The cost of maintenance and repairs, including renewals of minor items of property, is charged to operating expense. The cost of replacement of depreciable property units, as distinguished from minor items, is charged to utility plant. The cost of units of property replaced or retired, including cost of removal, net of salvage value, is charged to accumulated depreciation.

In accordance with procedures prescribed by Rural Utilities Services, the Cooperative records contributions in aid of construction as reductions in the cost of construction.

Accounts Receivable
Accounts receivable are stated at the amount management expects to collect from outstanding balances. Management provides a valuation allowance for potentially uncollectible accounts through a charge to earnings. In establishing the valuation allowance, management considers their knowledge of customers, historical losses and current economic conditions in their market area. Balances that are still outstanding after reasonable collection efforts have been exhausted are written-off through a charge to the valuation allowance. Changes in the valuation allowance historically have not been significant. The Cooperative performs ongoing credit evaluations of its consumers and requires a security deposit for consumers meeting specified criteria.

Materials and Supplies
The cost of inventory not allocated to construction work in progress is determined using the average cost method.

Investments
Investments are primarily in the form of patronage and equity capital of other cooperatives. They are included on the balance sheets as long-term assets. These investments are considered equity investments without readily determinable fair values and are accounted for at cost, minus impairments, if any, plus or minus changes resulting from observable price changes in orderly transactions for an identical or similar investment. No impairment or observable price changes were recorded during 2022 and 2021.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial Instruments

The Cooperative believes that the carrying amount of its financial instruments, which include cash and cash equivalents, and various other current assets and liabilities, approximates fair value based on their short-term duration. The Cooperative has determined that it is not practical to determine the fair value of its long-term debt and investments in associated organizations due to the excessive cost involved.

Deferred Charges

Deferred charges represent costs incurred which are chargeable to future periods and are amortized using the straight-line method over the estimated period to be benefited.

Income Taxes

The Cooperative has been recognized by the Internal Revenue Service as an organization exempt from federal income taxes under Internal Revenue Code Section 501(c)(12). Accordingly, no provision for federal income taxes has been recorded.

The Cooperative complies with Accounting Standards Codification (ASC) 740-10 related to uncertain tax positions. ASC 740-10 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken on a tax return. Management is not aware of any tax positions taken by the Cooperative on its tax returns that they consider to be uncertain or that would jeopardize its tax-exempt status. Tax returns for the years ended 2019, 2020 and 2021 are still open and subject to examination by the Internal Revenue Service.

Revenues and Cost of Purchased Power

The Cooperative complies with ASC 606, *Revenue from Contracts with Customers,* in accounting for revenues. Revenues primarily represent amounts billed monthly to members using established rates applied to energy consumption. Revenues and the related cost of purchased power are recognized during the month in which energy is consumed. Revenues from all other sources, primarily services and late charges, are recognized as the service is provided and the customer is charged. The Cooperative generally meets its performance obligations related to services within a month and bills the customer upon completion. Payment for the services are due upon delivery of the service and when the invoice is prepared. The sales price for the services are based on established rates per unit, fixed at the amounts in the contract or agreed to at the time of sale. There are generally no rights of return or warranties related to the sale of power and services.

Some of the Cooperative’s operations provide for deposits or prepayments for power. The revenue and gross profit related to these transactions is not recognized until the power is consumed by the customer and the decision to apply the prepayment to the unpaid balance is made. Until that time, these customer deposits are classified as current liabilities on the balance sheet.

Included as a portion of miscellaneous revenue are revenues from rental agreements, which are recognized under ASC 842, *Leases*. Rents not yet received for the fiscal period are included as other current and accrued assets on the balance sheets while the related revenue is included in the statements of revenue and expense. The table below provides disaggregated revenue by significant type for the years presented:

	2022	2021
Residential electric revenue	$ 37,023,982	$ 34,600,239
Commercial and industrial electric revenue	9,159,703	8,619,843
Miscellaneous revenue	446,194	405,883
Total revenue	$ 46,629,879	$ 43,625,965

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Retirement Related Benefits
ASC 715, *Compensation - Retirement Benefits* requires the recognition of the funded status of the pension and nonpension postretirement benefit plans as an asset or a liability on the balance sheet. ASC 715 also requires the recognition of changes in the funded status in the year they occur through other comprehensive income and the amortization of previously unrecognized gains, losses, prior service costs and credits and transition assets or liabilities as a component of accumulated other comprehensive income.

Accrued Accumulated Sick Leave
The Cooperative allows sick leave to employees without a payroll deduction. Sick leave may accumulate up to, but not exceed 125 working days. Upon retirement, the employee will be paid for unused sick time based on their time with the Cooperative up to 125 working days. No accrual is recorded by the Cooperative and there is no legal obligation to pay the employee their accumulated sick leave balance upon termination or separation.

Statement of Cash Flows
For purposes of the statement of cash flows, the Cooperative considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Net cash flows from operating activities includes cash payments for interest of $1,113,306 and $1,180,113, for the years ended December 31, 2022 and 2021, respectively. There were no payments for federal income taxes.

Concentration of Credit Risk
All of the Cooperative's accounts receivable result from the sale of electricity to its members, located primarily in Greene and parts of Clay, Daviess, Lawrence, Martin, Monroe, Owen, Putnam, Knox, Sullivan and Vigo counties in Indiana.

At various times throughout the year, the Cooperative may have cash balances in financial institutions that exceed the federally insured limit. The Cooperative has not experienced any losses in such accounts and believes it is not exposed to any significant risk related to its cash balances.

Patronage Capital and Margins
Utilities District of Western Indiana REMC and Subsidiary operates under the Cooperative form of organization. As provided in the code of regulations, any excess of revenues over expenses from operations is treated as advances of capital by the patrons and credited to each of them on an individual basis. Generally, it is the Cooperative’s policy to retire capital contributed by patrons periodically as deemed appropriate by management and the Board of Directors. Capital credits due to patrons who become deceased are paid to the estates of such patrons in accordance with the code of regulations.

Comprehensive Income
Accumulated other comprehensive income represents the cumulative net change in equity related to the recording of the funded status of the postretirement benefit plan.

Use of Estimates
The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Although these estimates are based on management's knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Recently Adopted Accounting Standards
In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-02, *Leases*. The FASB issued this ASU to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The guidance is effective for the Cooperative's fiscal year ending December 31, 2022. The Cooperative did not have any significant active or executed significant leasing arrangements, therefore the recently adopted standard did not have a significant impact on the financial statements.

Recent and Pending Accounting Standards
In June 2016, FASB issued ASU 2016-13, *Financial Instruments - Credit Losses*. The ASU revises the measurement of credit losses for financial assets measured at amortized cost from an incurred loss methodology to an expected loss methodology. These expected credit losses for financial assets held at the reporting date are to be based on historical experience, current conditions and reasonable and supportable forecasts. This ASU will also require enhanced disclosures relating to significant estimates and judgments used in estimating credit losses, as well as the credit quality. The ASU is effective for years beginning after December 15, 2022. The Cooperative is currently evaluating the impact the adoption will have on its consolidated financial statements.

DEFERRED CHARGES

Deferred charges consist of costs incurred for future periods related to the NRECA pension plan. The Cooperative, along with many other participating employers, made a prepayment to the NRECA pension plan. Prepayments related to the NRECA pension plan are being amortized over 10 years using the straight-line method. Amortization charged to administrative expense in the consolidated statements of revenues and expenses was $143,993 for the year years ended December 31, 2022 and 2021.

UTILITY PLANT AND DEPRECIATION

The following schedule presents the major classes of the electric plant at December 31:

	2022	2021
Distribution plant	$ 104,288,429	$ 101,058,911
General plant	9,924,785	9,797,106
Non-utility property	2,427,609	2,427,609
Utility plant and other property in service	116,640,823	113,283,626
Construction work in progress	818,763	1,062,279
Total utility plant and other property, at cost	$ 117,459,586	$ 114,345,905

Provision for depreciation has been made on the basis of estimated useful lives of assets, using the straight-line method. Distribution plant depreciation is based on a composite rate of 2.9% per annum. General plant depreciation rates range 2.5% to 20% per annum. Non-utility property is primarily depreciated at rates between 10% and 20% per annum.

Depreciation for 2022 and 2021 was $3,771,272 and $3,697,781, respectively.

INVESTMENTS IN ASSOCIATED ORGANIZATIONS

Investments in associated organizations consisted of the following on December 31:

	2022	2021
Equity Capital:		
Capital term certificates of the National Rural Utilities Cooperative Finance Corporation (NRUCFC)	$ 609,252	$ 609,252
Patronage Capital Credits and Memberships:		
Hoosier Energy Rural Cooperative, Inc.	17,509,159	17,802,165
NRUCFC	533,433	496,790
United Utility Supply	194,504	174,014
SEDC	79,983	60,996
IEC	123,274	125,464
Federated Rural Electric Insurance Exchange	127,972	112,263
Other associated organizations	26,774	25,956
Other Investments:	58,829	43,890
Total investments	$ 19,263,180	$ 19,450,790

Capital Term Certificates of the National Rural Utilities Cooperative Finance Corporation are recorded at cost and earn interest at 3% and 5% annually.

Included in all other investments is a CEO deferred compensation agreement. The benefit is based upon the contributions made by the Cooperative adjusted for market value. Deferred compensation at December 31, 2022 and 2021 totaled $58,829 and $43,890, respectively.

COMMITMENTS AND RELATED PARTY TRANSACTIONS

Under its wholesale power agreement, the Cooperative is committed to purchase its electric power and energy requirements from Hoosier Energy REC under a wholesale power supply contract until January 1, 2055. The rates paid for such purchases are subject to review annually.

The Cooperative borrows funds from the NRUCFC of which it is a member and owner.

Materials and supplies are purchased from the United Utility Supply Cooperative, Inc. of which Utilities District of Western Indiana REMC and Subsidiary is an owner and member. These purchases totaled $1,040,512 and $1,001,449, including amounts in accounts payable of $177,489 and $14,864 as of and for the years ended December 31, 2022 and 2021, respectively.

Federated Rural Electric Insurance Exchange provides property and liability insurance to the Cooperative. The investment balance represents the Cooperative's contributions and share of patronage capital. The amounts paid for insurance to Federated Rural Electric Insurance Exchange were $224,681 and $223,029, for the years ended December 31, 2022 and 2021, respectively. There were no amounts due to Federated Rural Electric Insurance Exchange at December 31, 2022, or 2021.

NOTES PAYABLE

Notes payable is comprised of the following as of December 31:

	2022	2021
0% notes payable to the Rural Economic Development Loan Program in month installments approximating $6,000, with final maturity in 2022. Secured by all assets.	$ -	$ 18,461
3.74% - 4.90% notes payable to NRUCFC in quarterly and semi-annual installments appoximating $662,000 and $130,000, respectively, including interest. Maturities range from 2022 to 2038. Secured by all assets.	28,008,737	29,818,761
Total notes payable	28,008,737	29,837,222
Less: unamortized issuance costs	1,879,870	2,164,619
Total notes payable less issuance costs	26,128,867	27,672,603
Less: current maturities	1,888,329	1,828,481
Long - term notes payable, less current portion	$ 24,240,538	$ 25,844,122

The Cooperative has a perpetual line of credit through the NRUCFC in the amount of $3,600,000. There was no outstanding balance on the line of credit as of December 31, 2022 and 2021. The interest rate on the line of credit was 5.75% and 2.45% at December 31, 2022 and 2021, respectively.

At December 31, 2022, there are no unadvanced loan funds available to the Cooperative on commitments.

Substantially all of the assets of the Cooperative are pledged as security against these loans. As of December 31, 2022, annual maturities of long-term debt outstanding for the next five years are as follows:

2023	$ 1,888,330
2024	1,957,032
2025	1,987,861
2026	2,030,946
2027	2,118,027

PENSION PLAN AND OTHER POSTRETIREMENT BENEFITS

The Cooperative sponsors three retirement related benefit plans, a defined benefit pension plan, a defined contribution retirement plan and a postretirement plan. Following is a brief description of each of the plans including financial data recognized in the accompanying consolidated financial statements related to each plan.

Defined Contribution Retirement Plan

The Cooperative offers a voluntary pre-tax salary reduction plan in which regular full-time and regular part time employees, who are 21 years of age or older, may elect to participate beginning with the first payroll period administratively feasible after employment. Employees are also offered a Roth option to contribute money on an after-tax basis. There are no employer contributions associated with this plan for December 31, 2022 and 2021.

PENSION PLAN AND OTHER POSTRETIREMENT BENEFITS - Continued

Defined Benefit Pension Plan

Substantially all of the employees of the Cooperative are covered by the National Rural Electric Cooperative Association (NRECA) Retirement Security Plan (RS Plan) which is a defined benefit pension plan qualified under Section 401 and tax-exempt under Section 501(a) of the Internal Revenue Code. It is a multiemployer plan under the accounting standards. The Plan Sponsor's Employer Identification Number is 53-0116145 and the Plan Number is 333. A unique characteristic of a multiemployer plan compared to a single employer plan is that all plan assets are available to pay benefits of any plan participant. Separate asset accounts are not maintained for participating employers. This means that assets contributed by one employer may be used to provide benefits to employees of other participating employers. In the RS Plan, a "zone status" determination is not required, and therefore not determined, under the Pension Protection Act (PPA) of 2006. In addition, the accumulated benefit obligations and plan assets are not determined or allocated separately by individual employer. In total, the RS Plan was over 80% funded on January 1, 2022 and 2021 based on the PPA funding target and PPA actuarial value of assets on those dates. Because the provisions of the PPA do not apply to the RS Plan, funding improvement plans and surcharges are not applicable. Future contribution requirements are determined each year as part of the actuarial valuation of the Plan and may change as a result of plan experience.

Utilities District of Western Indiana REMC and Subsidiary's contributions of $574,952 and $517,329 to the RS Plan in December 31, 2022 and 2021, respectively, represented less than 5% of the total contributions made to the Plan by all participating employers. There have been no significant changes that affect the comparability of 2022 and 2021 contributions.

Nonpension Postretirement Benefit Plan

The Cooperative sponsors a defined benefit postretirement plan covering substantially all employees. The estimated cost for benefits that will be paid after retirement was being accrued by charges to expense over the employees' service period to the date they are eligible for benefits. Balance of liability is for accrued vacation and sick time at retirement. Eligible retirees will receive full cost of unused vacation and sick time at retirement date. The Plan is funded by the Cooperative on a "pay as you go" basis. As noted earlier ASC 715 requires the recognition of the funded status of pension plans and nonpension postretirement benefit plans as an asset or liability on the balance sheet, the recognition of changes in that funded status in the year in which they occur through other comprehensive income and the recognition of previously unrecognized gains, losses, prior service costs and credits and transition assets or liabilities as a component of accumulated other comprehensive income.

The accrued postretirement benefits recorded in the consolidated balance sheets are $454,000 and $573,000 at December 31, 2022 and 2021.

The estimated funded status is measured as the difference between the fair value of plan assets and the benefit obligation at the Cooperative's year end. For nonpension postretirement benefit plans the benefit obligation is the accumulated postretirement benefit obligation (APBO). The APBO represents the actuarial present value of postretirement benefits attributed to employee services already rendered. Underfunded plans, with the benefit obligation exceeding the fair value of plan assets, are recorded as a benefit obligation (liability) equal to this excess. Since there are no plan assets, the entire APBO is recorded as a liability.

Net periodic benefit cost is capitalized and included in the cost of workorders and includes service cost, interest cost, amortization of prior service costs or credits, and gains and losses previously recognized as a component of other comprehensive income. Service cost represents the actuarial present value of participant benefits earned in the current year. Interest cost represents the value of money associated with the passage of time. Certain events, such as changes in employee base, plan amendments and changes in actuarial assumptions, result in a change in the benefit obligation and a corresponding change in other comprehensive income. The result of these events is amortized as a component of net periodic benefit cost over the service lives of the participants, provided such amounts exceed thresholds which are based upon the benefit obligation.

PENSION PLAN AND OTHER POSTRETIREMENT BENEFITS - Continued

Nonpension Postretirement Benefit Plan - Continued
Net periodic benefit costs included in the capitalized costs of workorders for the years ended December 31 is as follows:

	2022	2021
Service and interest cost	$ 53,000	$ 53,000
Amortization of prior losses	17,000	17,000
Net periodic postretirement cost	$ 70,000	$ 70,000

The measurement of the accumulated postretirement benefit obligation and net periodic benefit cost is based on actuarial valuations provided by third-party actuaries. These valuations reflect terms of the plans and use participant-specific information such as age and years of service, as well as certain assumptions, including estimates of discount rates, retirement dates and mortality rates.

Gains, losses and prior service costs and credits not recognized as a component of net periodic benefit cost as they arise are recognized as a component of other comprehensive income. Those gains, losses and prior service costs and credits are subsequently recognized as a component of net periodic benefit cost pursuant to the recognition and amortization provisions of applicable accounting standards. Gains and losses arise as a result of differences between actual experience and assumptions or as a result of changes in actuarial assumptions. Prior service cost represents the cost of benefit changes attributable to prior service granted in plan amendments. Amounts recognized in accumulated other comprehensive income at December 31, 2022 and 2021 consists of unrecognized actuarial gains of $224,000 and $241,000, respectively.

The weighted average discount rate used in determining the accumulated postretirement benefit obligation was 2.50% for the years ended December 31, 2022 and 2021.

Based on the actuarial report received, the following are estimated amounts of the benefits to be paid by the Plan for the retirees for the years subsequent to 2022:

2023	$ 19,000
2024	87,000
2025	42,000
2026	54,000
2027	31,000
2028-2032	129,000

SBA GRANT INCOME AND PAYCHECK PROTECTION PROGRAM

The Cooperative entered into multiple promissory notes through the Paycheck Protection Program (PPP) administered by the United States government, Small Business Administration (SBA) enabled by the Coronavirus Aid Relief and Economic Security Act of 2020 (CARES Act). Under the terms of the CARES Act, all or a portion of the principal of the PPP proceeds may be forgiven. Such forgiveness is determined subject to limitations, based on the use of the PPP proceeds for payroll costs, mortgage interest payments, utility payments, and other allowable expenses.

SBA GRANT INCOME AND PAYCHECK PROTECTION PROGRAM - Continued

The REMC received $1,000,000 in proceeds during the 2020 fiscal year. During 2021, the REMC received notice of their full forgiveness for using the proceeds within program provisions. The $1,000,000 of forgiven proceeds was included in SBA grant income in the consolidated statements of revenues and expenses for the year ended December 31, 2021.

The Subsidiary received $242,709 in proceeds during the year ended December 31, 2021. The Subsidiary received notice of their full forgiveness in the year the proceeds were received. As such, $242,709 was recorded as SBA grant income in the consolidated statements of revenues and expenses for the year ended December 31, 2021.

CONTINGENCIES, RISKS AND UNCERTAINTIES

The Cooperative is from time to time subjected to litigation through the ordinary course of business. As of December 31, 2022, management is not aware of any litigation pending or pertaining to the Cooperative.

SUBSEQUENT EVENTS

Subsequent events were evaluated through March 16, 2023, which is the date the financial statements were available to be issued.

UTILITIES DISTRICT OF WESTERN INDIANA REMC AND SUBSIDIARY

SUPPLEMENTAL INFORMATION

* * * * * * *

December 31, 2022

bhm cpa group, inc.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY INFORMATION

To the Board of Directors
Utilities District of Western Indiana REMC and Subsidiary

We have audited the consolidated financial statements of Utilities District of Western Indiana REMC and Subsidiary as of and for the years ended December 31, 2022 and 2021, and our report thereon dated March 16, 2023, which expressed an unmodified opinion on those consolidated financial statements appears on page 2. Our audit was conducted for the purpose of forming an opinion on the consolidated statements as a whole. The supplementary information on pages 21-23 is presented for the purpose of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, such information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Columbus, Ohio
March 16, 2023

BHM CPA Group, Inc.

UTILITIES DISTRICT OF WESTERN INDIANA REMC AND SUBSIDIARY

CONSOLIDATING BALANCE SHEETS

December 31, 2022

	Utilities District of Western Indiana REMC	Hoosier Heritage Management	Eliminations	Consolidated
ASSETS				
UTILITY PLANT AND OTHER PROPERTY				
Electric plant in service	$ 114,213,214	$ -	$ -	$ 114,213,214
Non-utility property	-	2,427,609	-	2,427,609
Construction work in progress	818,763	-	-	818,763
	115,031,977	2,427,609	-	117,459,586
Less: Accumulated provision for depreciation and amortization	(33,143,343)	(2,078,283)	-	(35,221,626)
NET UTILITY PLANT AND OTHER PROPERTY	81,888,634	349,326	-	82,237,960
INVESTMENTS AND OTHER ASSETS				
Investments in associated organizations	20,063,889	-	(859,538)	19,204,351
Other investments	58,829	-	-	58,829
Deferred charges - less current portion	0	-	-	0
Note receivable - less current portion	2,000	-	-	2,000
TOTAL INVESTMENTS AND OTHER ASSETS	20,124,718	-	(859,538)	19,265,180
CURRENT ASSETS				
Cash and cash equivalents	2,042,236	160,819	-	2,203,055
Accounts receivable, net of allowance for uncollectible accounts of $3,280 for 2022 ($10,741 in 2021)	5,472,826	-	-	5,472,826
Current portion of note receivable	8,000	-	-	8,000
Current portion of deferred charges	59,997	-	-	59,997
Materials and supplies	997,016	-	-	997,016
Prepaid power costs	1,186,546	-	-	1,186,546
Prepaid expenses and other receivables	319,494	175,495	-	494,989
TOTAL CURRENT ASSETS	10,086,115	336,314	-	10,422,429
TOTAL ASSETS	$ 112,099,467	$ 685,640	$ (859,538)	$ 111,925,569

	Utilities District of Western Indiana REMC	Hoosier Heritage Management	Eliminations	Consolidated
LIABILITIES AND EQUITIES				
EQUITIES				
Patronage capital	$ 82,754,727	$ 613,832	$ (859,538)	$ 82,509,021
Memberships	407,398	-	-	407,398
Donated capital	305,813	-	-	305,813
Accumulated other comprehensive loss	(224,000)	-	-	(224,000)
TOTAL EQUITIES	83,243,938	613,832	(859,538)	82,998,232
LONG-TERM LIABILITIES				
Notes payable, less current maturities	24,240,538	-	-	24,240,538
Accrued postretirement benefits	454,000	-	-	454,000
Deferred compensation liability	58,829	-	-	58,829
TOTAL LONG-TERM LIABILITIES	24,753,367	-	-	24,753,367
CURRENT LIABILITIES				
Current maturities of notes payable	1,888,329	-	-	1,888,329
Accrued interest	202,614	-	-	202,614
Accounts payable	651,471	31,286	-	682,757
Consumer deposits	676,326	-	-	676,326
Accrued taxes	602,244	-	-	602,244
Other current liabilities	81,178	40,522	-	121,700
TOTAL CURRENT LIABILITIES	4,102,162	71,808	-	4,173,970
TOTAL LIABILITIES AND EQUITIES	$ 112,099,467	$ 685,640	$ (859,538)	$ 111,925,569

See independent auditor's report on supplemental information.

UTILITIES DISTRICT OF WESTERN INDIANA REMC AND SUBSIDIARY

CONSOLIDATING STATEMENTS OF REVENUES AND EXPENSES

For the Year Ended December 31, 2022

	Utilities District of Western Indiana REMC	Hoosier Heritage Management	Eliminations	Consolidated
OPERATING REVENUES	$ 46,629,879	$ 1,390,517	$ (1,390,517)	$ 46,629,879
OPERATING EXPENSES				
Cost of power	29,069,718	-	-	29,069,718
Distribution expense - operations	2,253,334	1,421,753	-	3,675,087
Distribution expense - maintenance	4,250,913	-	(1,390,517)	2,860,396
Consumer accounts	1,293,606	-	-	1,293,606
Administrative and general	2,912,581	168,426	-	3,081,007
Depreciation	3,549,333	221,939	-	3,771,272
Taxes	338,689	11,462	-	350,151
TOTAL OPERATING EXPENSES	43,668,174	1,823,580	(1,390,517)	44,101,237
OPERATING MARGINS BEFORE FIXED CHARGES	2,961,705	(433,063)	-	2,528,642
Interest on long-term debt	1,385,169	-	-	1,385,169
OPERATING MARGINS AFTER FIXED CHARGES	1,576,536	(433,063)	-	1,143,473
Capital credits from associated organizations	1,009,488	-	-	1,009,488
OPERATING MARGINS	2,586,024	(433,063)	-	2,152,961
NON-OPERATING MARGINS				
Interest and dividend income	182,277	-	-	182,277
Loss on disposition of assets	(6,321)	-	-	(6,321)
Other income, net	(24,352)	187,357	-	163,005
TOTAL NON-OPERATING MARGINS	151,604	187,357	-	338,961
NET MARGINS FOR YEAR	$ 2,737,628	$ (245,706)	$ -	$ 2,491,922

See independent audtior's report on supplemental information.