

**RESALE POWER GROUP OF IOWA
DES MOINES, IOWA**

**FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITORS' REPORT
FOR THE YEARS ENDED
FEBRUARY 29, 2012 AND FEBRUARY 28, 2011**

RESALE POWER GROUP OF IOWA

TABLE OF CONTENTS

	Page
OFFICIALS	1
INDEPENDENT AUDITORS' REPORT	2
FINANCIAL STATEMENTS	
Statements of Net Assets	4
Statements of Revenues, Expenses, and Changes in Net Assets	5
Statements of Cash Flows	6
Notes to Financial Statements	7
REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH <i>GOVERNMENT AUDITING STANDARDS</i>	11
Schedule of Findings	13

RESALE POWER GROUP OF IOWA

OFFICIALS

Administrative Board -

Terry Hershberger	President	Amana Society Service Company
Pat Stief	Vice-President	Traer Municipal Utilities
Warren McKenna	Secretary/Treasurer	Farmers Electric Cooperative
Dan Wilson	Member	Ogden Municipal Utilities
Randy Neff	Member	Mount Pleasant Municipal Utilities
Gary Obbink	Member	Sibley Municipal Utilities
Jeff Ishmael	Member	Story City Municipal Utility

Others -

Kris Stubbs	Chief Administrative Officer	Resale Power Group of Iowa
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O'Donnell, Ficenec, Wills & Ferdig, LLP

Certified Public Accountants

4815 South 107th Avenue

Omaha, Nebraska 68127-1904

Gerald A. Wills, C.P.A.
Ronald W. Ferdig, C.P.A.
Lawrence A. Wolfe, C.P.A.
Steven M. Povich, C.P.A.
John Keblesh, C.P.A.

402-592-3800
Fax: 402-592-7747
www.ofwf.com

Gregory A. Harr, C.P.A.
Dwain E. Wulf, C.P.A.
Daniel R. Holt, C.P.A.
Daniel A. Dudley, C.P.A.
Geoffrey F. Schnathorst, C.P.A.
Catherine T. Kellogg, C.P.A.

INDEPENDENT AUDITORS' REPORT

Resale Power Group of Iowa
Des Moines, Iowa

We have audited the accompanying financial statements of the business-type activities of Resale Power Group of Iowa as of and for the years ended February 29, 2012 and February 28, 2011, which collectively comprise its basic financial statements as listed in the table of contents. These financial statements are the responsibility of Resale Power Group of Iowa's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with U.S. generally accepted auditing standards 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 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 Resale Power Group of Iowa as of February 29, 2012 and February 28, 2011, and the changes in its financial position and its cash flows for the 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 June 1, 2012, on our consideration of Resale Power Group of Iowa's internal control over financial reporting and 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 the 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.

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

June 1, 2012

RESALE POWER GROUP OF IOWA
STATEMENTS OF NET ASSETS
FEBRUARY 29, 2012 AND FEBRUARY 28, 2011

ASSETS	2012	2011
Cash and Invested Funds -		
Operations	\$ 4,208,314	\$ 2,705,728
MISO Collateral Reserve	634	634
Total Cash and Invested Funds	4,208,948	2,706,362
Accounts Receivable	1,947,144	2,484,683
Collateral Deposit - MISO	1,891,850	1,641,850
Prepaid Expenses	782	-
Property and Equipment, Net	5,886	9,321
	<u> </u>	<u> </u>
Total Assets	<u>\$ 8,054,610</u>	<u>\$ 6,842,216</u>
 LIABILITIES AND NET ASSETS 		
Accounts Payable - Trade	\$ 1,958,618	\$ 2,314,781
Payroll Liabilities	8,631	8,541
Total Liabilities	1,967,249	2,323,322
Net Assets -		
Invested in Capital Assets, Net of Related Debt	5,886	9,321
Unrestricted	6,081,475	4,509,573
Total Net Assets	6,087,361	4,518,894
	<u> </u>	<u> </u>
Total Liabilities and Net Assets	<u>\$ 8,054,610</u>	<u>\$ 6,842,216</u>

See Notes to Financial Statements.

RESALE POWER GROUP OF IOWA

**STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED FEBRUARY 29, 2012 AND FEBRUARY 28, 2011**

	2012	2011
OPERATING REVENUES:		
Wholesale Energy Revenue	\$ 35,914,732	\$ 37,990,948
Total Operating Revenues	<u>35,914,732</u>	<u>37,990,948</u>
OPERATING EXPENSES:		
Wholesale Energy Expense	33,782,428	38,127,750
Consultant Expense	300,938	196,767
Legal Expense	4,524	-
Other Operating Expenses	<u>266,219</u>	<u>239,504</u>
Total Operating Expenses	<u>34,354,109</u>	<u>38,564,021</u>
Operating Income (Loss)	1,560,623	(573,073)
NON-OPERATING REVENUE:		
Miscellaneous Income	3,003	419
Interest Income	<u>4,841</u>	<u>6,713</u>
Total Non-Operating Revenue	<u>7,844</u>	<u>7,132</u>
Change in Net Assets	1,568,467	(565,941)
Net Assets, Beginning of Year	4,518,894	5,084,835
Net Assets, End of Year	<u>\$ 6,087,361</u>	<u>\$ 4,518,894</u>

See Notes to Financial Statements.

RESALE POWER GROUP OF IOWA
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. ***Organization -***

Resale Power Group of Iowa (RPGI) was organized in 1986 pursuant to the provisions of Chapter 28E of the Code of Iowa. The purpose of RPGI is to obtain wholesale electric energy and transmission thereof and other related services, and otherwise act on behalf of, its members. Management is comprised of an administrative board selected from RPGI members.

RPGI members are either public or private agencies who are bound by the terms of the 28E agreement filed with the Iowa Secretary of State. RPGI's financial statements are prepared in conformity with U.S. generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board.

B. ***Reporting Entity -***

RPGI is a special-purpose governmental entity that meets all of the criteria to be reported as a primary government. The criteria include having a separate elected governing body, being legally separate, and being fiscally independent of other state and local governments.

C. ***Basis of Presentation -***

As a 28E organization, the accounts of RPGI are organized as a governmental entity with its activities reported as an enterprise fund. Enterprise funds are used to account for operations: (a) financed and operated in a manner similar to private business enterprises, where the intent of the governing body is that the costs of providing goods or services on a continuing basis be financed or recovered primarily through user charges or, (b) where the governing body has decided periodic determination of revenues earned, expenses incurred, and/or net income is appropriate for capital maintenance, public policy, management control, accountability or other purposes.

D. ***Measurement Focus and Basis of Accounting -***

The financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

RPGI applies all applicable GASB pronouncements, as well as following pronouncements issued by the Financial Accounting Standards Board (FASB) on or before November 30, 1989, unless such pronouncements conflict with or contradict GASB pronouncements.

E. ***Revenue Recognition -***

RPGI distinguishes operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with its principal ongoing operations. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

F. ***Budget -***

RPGI is not required to adopt and does not publish or approve a public budget. RPGI does, however, prepare an internal-use-only budget as required by Chapter 28E of the Code of Iowa.

G. ***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.

H. ***Cash and Invested Funds -***

Cash and invested funds (cash equivalents) for the purpose of reporting cash flows, consists of cash and funds in operating bank accounts, including Iowa Public Agency Investment Trust (IPAIT).

I. ***Property and Equipment -***

Property and equipment are recorded at cost, and depreciation is provided using the straight-line method over the estimated useful lives of the assets. Major acquisitions and improvements are capitalized. Expenditures for maintenance, repairs and acquisitions of minor items are charged to earnings as incurred. Upon disposition, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reported in operations for the period.

J. ***Income Taxes -***

RPGI is exempt from federal income taxes pursuant to Revenue Ruling 77-261, 1977-2 C B 45.

NOTE 2 - CASH AND INVESTMENTS

RPGI is authorized by statute to invest public funds in obligations of the United States government, its agencies and instrumentalities; certificates of deposit or other evidences of deposit at federally insured depository institutions approved by RPGI; prime eligible bankers acceptances; certain high rated commercial paper; perfected repurchase agreements; certain registered open-end management investment companies; certain joint investment trusts; and warrants or improvement certificates of a drainage district.

All monies deposited with Iowa Public Agency Investment Trust (IPAIT) are held in the IPAIT Diversified Portfolio. The balances, totaling \$4,208,948 and \$2,706,362 for 2012 and 2011, respectively, are not FDIC insured as IPAIT is not considered a financial institution. Instead, IPAIT is a common law trust established under Iowa law which authorizes Iowa public agencies to jointly invest monies pursuant to a joint investment agreement. IPAIT is registered under the Investment Company Act of 1940. Investments in IPAIT are not classified as to custodial credit risk.

NOTE 3 - COLLATERAL DEPOSIT

RPGL, as authorized agent for and on behalf of its participant members, entered into an unsecured pro rata guaranty with the Midwest Independent System Operator (MISO) for the provision of transmission, ancillary and related services. The maximum financial obligation of this instrument is limited to \$1,000,000. In the event that RPGL's maximum financial obligation exceeds \$1,000,000, RPGL is required to place additional financial assurances with MISO in an amount equal to or greater than this additional credit exposure. Additional financial assurances may take the form of cash deposits or irrevocable standby letter of credit. As of February 29, 2012 and February 28, 2011, RPGL's cash deposit with MISO was \$1,891,850 and \$1,641,850, respectively.

NOTE 4 - PROPERTY AND EQUIPMENT, NET

Cost and accumulated depreciation of property and equipment are as follows:

	2012	2011
Office Furniture and Equipment Cost	\$ 17,173	\$ 17,173
Less Accumulated Depreciation	11,287	7,852
Property and Equipment, Net	<u>\$ 5,886</u>	<u>\$ 9,321</u>

NOTE 5 - SERVICE AGREEMENT

RPGL has a service agreement with Ameren Energy Marketing Company (Ameren), whereby Ameren provides delivery of wholesale electric energy on a levelized basis to RPGL. The agreement runs through December 31, 2012. RPGL has agreed to purchase certain minimum megawatt-hours of energy from Ameren. In turn, RPGL has electric services agreements with its participating members to utilize the energy provided by Ameren pursuant to the service agreement.

Due to the disparity of the rates between the 2010 and 2011 contract periods and regional economic concerns, management decided to blend rates to members for this two-year period. This resulted in an intentional under collection of energy costs in 2010. The under collection as expected, was recovered through the use of higher blended rates in 2011.

NOTE 6 - OTHER CONTINGENCIES

There are legal proceedings against RPGL relating to the integrated transmission system between a predecessor in interest Interstate Power and Light Company (IPL) and Central Iowa Power Cooperative (CIPCO). While it is not presently possible to predict or determine the outcome of these proceedings, it is the opinion of management that the outcome will have no material adverse effect on the financial position of RPGL. Currently, no accrual has been established as any potential loss is not certain and not likely to be material to the financial statements based on the status of current proceedings.

A draft settlement agreement has been agreed to by all parties involved but is awaiting administrative judicial approval. Specific members of RPGL are named in this lawsuit and will be billed for any settlement amounts. No liability or reserve has been recognized in these financial statements as the affected RPGL members will be charged for the settlement amount.

NOTE 7 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through June 1, 2012, the date the financial statements were available to be issued, and believes that no events have occurred that require adjustment of, or disclosure in, the financial statements.

O'Donnell, Ficenec, Wills & Ferdig, LLP

Certified Public Accountants

4815 South 107th Avenue

Omaha, Nebraska 68127-1904

Gerald A. Wills, C.P.A.
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REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCES WITH GOVERNMENT AUDITING STANDARDS

Resale Power Group of Iowa
Des Moines, Iowa

We have audited the financial statements of the business-type activities of Resale Power Group of Iowa (RPGI) as of and for the years ended February 29, 2012 and February 28, 2011, which collectively comprise RPGI's basis financial statements, and have issued our report thereon dated June 1, 2012. 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.

Internal Control Over Financial Reporting

Management of RPGI is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audits, we considered RPGI'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 our opinion on the effectiveness of RPGI's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of RPGI's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of the control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect 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 entity'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 RPGI's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, non-compliance 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 non-compliance or other matters that are required to be reported under *Government Auditing Standards*.

Comments involving statutory and other legal matters about RPGI's operations for the years ended February 29, 2012 and February 28, 2011, are based exclusively on knowledge obtained from procedures performed during our audits of the financial statements of RPGI. Since our audits were based on tests and samples, not all transactions that might have had an impact on the comments were necessarily audited. The comments involving statutory and other legal matters are not intended to constitute legal interpretations of those statutes.

This report is intended solely for the information and use of management, the members and customers of RPGI, and other parties to whom it may report and is not intended to be and should not be used by anyone other than these specified parties.

June 1, 2012

RESALE POWER GROUP OF IOWA
SCHEDULE OF FINDINGS
FOR THE YEAR ENDED FEBRUARY 29, 2012

PART I: SUMMARY OF THE INDEPENDENT AUDITORS' RESULTS

- (a) An unqualified opinion was issued on the financial statements.
- (b) The audit did not disclose any noncompliance which could have a material effect on the financial statement amounts.
- (c) No material weaknesses in internal control were noted.

PART II: FINDINGS RELATED TO THE FINANCIAL STATEMENTS

Instances of Non-Compliance:

No matters were noted.

Reportable Conditions:

No matters were noted.

PART III: OTHER FINDINGS RELATED TO REQUIRED STATUTORY REPORTING

- (1) Questionable Expenses - No expenses that we believe may not meet the requirements of public purpose as defined in an Attorney General's opinion dated April 25, 1979, were noted.
- (2) Travel Expense - No expenditures of money for travel expenses of spouses of Resale Power Group of Iowa officials or employees were noted.
- (3) Business Transactions – No business transactions between Resale Power Group of Iowa and the its officials, as described in the Code of Iowa, were noted.
- (4) Board Minutes - No transactions were found that we believe should have been approved in the Administrative Board minutes but were not.
- (5) Deposits and Investments - No instances of non-compliance with the deposit and investment provisions of Chapter 12B and Chapter 12C of the Code of Iowa were noted.