MCDUFFIE COUNTY/CITY OF THOMSON, GEORGIA
WATER AND SEWER COMMISSION

ANNUAL FINANCIAL REPORT

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

MCDUFFIE COUNTY/CITY OF THOMSON, GEORGIA
WATER AND SEWER COMMISSION
ANNUAL FINANCIAL REPORT
DECEMBER 31, 2011

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INDEPENDENT AUDITOR'S REPORT

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INDEPENDENT AUDITOR'S REPORT

McDuffie County/City of Thomson, Georgia
Water and Sewer Commission
Thomson, Georgia

We have audited the accompanying statements of net assets of the McDuffie County/City of Thomson, Georgia Water and Sewer Commission as of December 31, 2011 and 2010, and the related statements of revenues, expenses, and changes in fund net assets and cash flows for the years ended December 31, 2011 and 2010, which collectively comprise the Commission's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the Commission'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 *Governmental 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 McDuffie County/City of Thomson, Georgia Water and Sewer Commission as of December 31, 2011 and 2010, and the changes in financial position and 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 25, 2012 on our consideration of Commission'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. This 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.

Accounting principles generally accepted in the United States of America require that the accompanying management's discussion and analysis and schedule of funding progress - other post employment benefit plan as listed in the table of contents be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Elliott Davis, LLC

Greenwood, South Carolina
June 25, 2012

MANAGEMENT’S DISCUSSION AND ANALYSIS

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2011

Within this section of the McDuffie County/City of Thomson, Georgia Water and Sewer Commission's (the "Commission") annual financial report, the Commission's management is pleased to provide this narrative discussion and analysis of the financial activities of the Commission for the year ended December 31, 2011.

Financial Highlights

- The assets of the Commission exceeded its liabilities at the close of the most recent fiscal year by $ 28,768,795 (net assets). Of this amount, $ 1,821,475 (unrestricted net assets) may be used to meet the Commission's ongoing obligations to citizens and creditors.

- The Commission's total net assets decreased by $ 445,991 during 2011.

- For the year ended December 31, 2011, the Commission experienced a net loss from operations of $ 330,031. This loss includes non-cash operating expenses such as depreciation, amortization, and allowances for bad debts totaling $ 1,029,707 and expenses related to other post employment benefits (OPEB) totaling $ 38,408. Non-operating revenues decreased by $ 143,218, primarily due to a decrease in funding from special purpose local option sales tax. Non-operating expenses decreased by $ 1,144.

- The Commission reduced its total debt by $ 572,337 during the year.

Overview of the Financial Statements

This Management Discussion and Analysis document introduces the Commission's financial statements. The financial statements include: (1) fund financial statements and (2) notes to the financial statements. Comparative data is presented when available.

Financial Statements

A fund is an accountability unit used to maintain control over resources segregated for specific activities or objectives. The Commission is comprised of a single proprietary fund which is accounted for as an enterprise fund. Enterprise funds use a perspective similar to that found in the private sector, whereby, the financial statements are prepared on the accrual basis of accounting.

The Commission's annual report includes three financial statements. These statements provide both long-term and short-term information about the Commission's overall financial status.

The first of these financial statements is the *Statement of Net Assets-Proprietary Funds.* This is a statement of financial position, which presents all of the Commission's assets and liabilities, with the difference between the two reported as *net assets.* Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the Commission as a whole is improving or deteriorating.

The second financial statement is the *Statement of Revenues, Expenses, and Changes in Fund Net Assets-Proprietary Funds*, which reports how the Commission's net assets changed during the current year.

The third financial statement is the *Statement of Cash Flows-Proprietary Funds*. This statement reports the cash provided and used by operating activities, noncapital and capital financing activities, and investing activities with the difference reported as an increase or decrease in cash and cash equivalents for the year. Transactions not requiring the use of cash are reported as noncash investing, capital, and financing activities.

The financial statements are presented on pages 10 – 15 of this report.

Notes to the Basic Financial Statements

The accompanying notes to the financial statements provide information essential to a full understanding of the Commission's financial statements. The notes to the financial statements begin on page 18 of this report.

Financial Analysis of the Commission as a Whole

As noted earlier, net assets may serve over time, as a useful indicator of whether the financial position of the Commission is improving or deteriorating. As of December 31, 2011, assets exceeded liabilities by $ 28,768,795 (net assets).

The following table presents a summary of the Commission's net assets.

NET ASSETS

	2011		2010	2009
		Percentage of Total		
Assets:				
Current assets	$ 2,207,583	6%	$ 2,254,010	$ 1,996,216
Restricted assets	607,591	2	602,210	614,081
Deferred charges	246,081	1	265,867	285,653
Capital assets, net of accumulated depreciation	32,203,576	91	33,104,172	33,223,973
Total assets	35,264,831	100	36,226,259	36,119,923
Liabilities:				
Other liabilities	1,098,636	17	1,062,864	1,024,381
Long-term liabilities	5,397,400	83	5,948,609	6,381,061
Total liabilities	6,496,036	100	7,011,473	7,405,442
Net Assets				
Invested in capital assets, net of related debt	26,339,729	92	26,667,987	26,380,565
Restricted for debt service	607,591	2	602,210	614,081
Unrestricted	1,821,475	6	1,944,589	1,719,835
	$ 28,768,795	100%	$ 29,214,786	$ 28,714,481

Total net assets decreased by $ 445,991 during 2011. By far the largest portion of the Commission's net assets (92 percent) reflects its investment in capital assets (e.g. land, buildings, plant and facilities, equipment, etc.), less any related debt used to acquire those assets still outstanding. The Commission uses these capital assets to provide services to its customers; consequently, these assets are not available for future spending. Although the Commission's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

An additional portion of the Commission's net assets totaling $ 607,591 (2 percent) represents resources that are restricted for debt service. The remaining balance of unrestricted net assets totaling $ 1,821,475 (6 percent) is available to meet the Commission's ongoing obligations to its customers and creditors.

Current assets represent amounts that are available to pay current liabilities. For the year ended December 31, 2011, unrestricted current assets totaled $ 2,207,583, a decrease of $ 46,427 from 2010. The decrease is attributable to a decrease in unrestricted cash of $ 31,050, accounts receivable of $ 19,511, and interest receivable and inventories totaling $ 5,323 which were offset by increases in intergovernmental receivables and prepaid items totaling $ 9,457.

Other liabilities, amounts due and payable within the next year including current maturities of long-term debt, totaled $ 1,098,636 as of December 31, 2011, which represents an increase of $ 35,772 from 2010. The increase consists of increases in the current portion of long-term debt and accrued interest thereon of $ 10,014, and customer deposits and intergovernmental payables totaling $ 36,608 which were offset by decreases in accounts payable and accrued expenses totaling $ 10,850.

The following table provides a summary of the Commission's changes in net assets:

CHANGES IN NET ASSETS

	2011	2010	2009
Revenues			
Operating revenues			
Charges for services	$ 4,063,782	$ 4,089,315	$ 3,945,035
Non-operating revenues			
Capital grants	38,824	600,000	28,461
Special local option sales tax	39,921	200,584	526,797
Other	37,459	20,014	32,419
Total revenues	4,179,986	4,909,913	4,532,712
Expenses			
Operating expenses	4,393,813	4,176,300	4,205,774
Non-operating expenses			
Interest and amortization of bond costs	232,164	233,308	193,088
Total expenses	4,625,977	4,409,608	4,398,862
Increase (decrease) in net assets	(445,991)	500,305	133,850
Net assets, beginning of year	29,214,786	28,714,481	28,580,631
Net assets, end of year	$ 28,768,795	$ 29,214,786	$ 28,714,481

Revenues for charges and services decreased in 2011 by $ 25,533, which represents a decrease of less than 1 percent.

Capital grants totaled $ 38,824 for the year ended December 31, 2011. This grant is comprised of amounts received from the McDuffie Board of Education for the relocation of a water main on property owned by the Board of Education. Capital grants received in 2010 were comprised of a Community Development Block Grant (CDBG) totaling $ 500,000 and a Georgia Environmental Facilities Authority (GEFA) grant totaling $ 100,000 that was awarded to McDuffie County, Georgia for sewer line expansion. The expansion was completed during 2010 and ownership of the completed project was transferred to the Water Sewer Commission. There were no such projects for 2011.

Proceeds from the Special Local Option Sales Tax (SPLOST) are used to fund the local match on capital projects funded with federal and State capital grants, locally funded capital projects, and purchases of other water sewer capital assets. The use of SPLOST funds is discretionary and is voted on and approved by the Water Sewer Commission. Accordingly, SPLOST proceeds recognized in a given year are dependent on the size and number of capital projects being undertaken by the Commission during the year. As a result of funding arrangements and other factors; SPLOST revenues recognized in 2011 decreased by $ 160,663.

Other non-operating revenues increased by $ 17,445 which is attributable to an increase in insurance claims of $ 23,953 and a decrease in interest income earned on investments of $ 6,508.

Operating expenses increased by $ 217,513 in 2011. This increase includes additional costs for personal services and benefits of $ 16,294, professional and technical services of $ 8,293, repairs and maintenance of $ 35,212, other purchased services of $ 53,415, supplies of $ 28,465, intergovernmental payments of $ 40,650, and other costs, including depreciation, amortization, and bad debts of $ 35,184.

Capital Assets

The Commission's investment in capital assets as of December 31, 2011 totaled $ 32,203,576 (net of accumulated depreciation) which represents a net decrease of $ 900,596. This investment in capital assets includes land, buildings, plant and facilities, equipment, service vehicles, and construction in progress.

Construction in progress as of December 31, 2011 totaled $ 190,662 which represents an increase of only $ 110 over 2010. The Commission incurred $ 39,922 in additional construction costs in 2011 and completed construction projects totaling $ 39,812.

Transfers from construction in progress and other capital asset additions include sewer line upgrade projects totaling $ 23,500, upgrades to various water lines totaling $ 16,312, relocation of a water main totaling $ 60,541, and purchase of a service truck totaling $ 15,812.

These projects were funded with SPLOST proceeds, funding from the McDuffie County Board of Education, and revenues from operations. Funding for the completed projects is comprised of SPLOST proceeds totaling $ 39,812, capital grant from the McDuffie County Board of Education totaling $ 38,824, and water sewer revenues totaling $ 37,529.

Fully depreciated capital assets with an original cost basis of $ 13,876 were disposed of in 2011.

Annual depreciation expense recorded in 2011 totaled $ 1,016,871.

There were no other significant capital asset transactions during the year.

Additional information on capital assets can be found in Note 5 to the financial statements of this report.

Debt Administration

As of December 31, 2011, the Commission had revenue bonds outstanding totaling $1,735,000, four notes payable to GEFA totaling $ 4,092,635, and four capital leases to Branch Banking & Trust Company (BB&T) totaling $ 36,212.

Principal payments on the bonds payable totaled $ 365,000 for the year and interest paid and accrued at year end totaled $ 69,413. Principal payments on the GEFA loans totaled $ 172,329 and interest paid and accrued at year end totaled $ 148,557. Principal payments on the leases totaled $ 35,008 and interest paid and accrued totaled $ 1,939.

Additional information on long-term debt can be found in Note 6 to the financial statements of this report.

Economic Factors Affecting the Water and Sewer Commission

The Water and Sewer Commission is committed to providing its customers with high quality drinking water, reliable sewage delivery systems, and facilities to treat wastewater in a safe and responsible manner. This commitment is demonstrated in the commission's efforts to provide operator training and certification, monitoring of the systems inflows and outflows, evaluation of existing systems, and exploring new technologies to enhance and improve its delivery systems.

While many state and local governments face legal challenges to water rights and struggle with the possibility of shortages in water supply, the Commission has planned for and positioned itself with an ample source of water for generations to come. The Commission's two water treatment plants provide quality drinking water for a large majority of McDuffie County residents. Additional revenues are generated through agreements with other local governments to purchase a limited amount of water from the system. These agreements provide a cost effective means of providing water to households and industries that might not have been available otherwise.

The Commission fully understands that access to adequate, reliable, and well maintained water sewer systems is a key component in attracting new industries and residential developments to the community. Water and sewer services have been extended to a large majority of the local industrial parks and major improvements have been made to many residential neighborhoods throughout the service area. These expansions and improvements have been funded in large part by capital grants that do not have to be repaid, low interest loans with extended repayment terms, and special local option sales tax that is funded in large part by individuals living outside of the community. The Commission, along with its participating local governments, actively pursues available low cost funding sources for future expansion and improvements to the system.

Current economic conditions and the financial sector's efforts to stimulate growth have resulted in conditions favoring lower interest rates. The Commission and participating governments are currently investigating a plan to refinance all long-term debt associated with the water and sewer system. Any refinancing that may occur will include all long-term debts of the Commission, as well as, all long-term debts of the participating governments used to construct "special water/sewer districts" that are not currently owned by the Commission. These assets will be transferred to the Commission if refinancing occurs. Proposals being considered call for the refinancing of all long-term debt instruments through the issuance of City of Thomson and McDuffie County (GA) Water and Sewer Commission Revenue Bonds, Series 2012. The refinancing is expected to reduce final maturities of all long-term debt from 36 years to 20-25 years and result in a significant decrease in future debt service requirements. A final decision regarding refinancing is expected to be made mid-2012 and is contingent upon a favorable outcome and approval by the Commission and participating governments.

Several residential developments have been approved in recent years and are in various stages of construction. Although construction on these projects has slowed dramatically due to the recent down turn in the housing market it is expected that completion of these developments will result in the addition of approximately 140 new customers over the next five to fifteen years.

Recent expansion projects and the creation of special water sewer districts added an additional 72 miles of waterline to the existing system. This expansion increased the system capacity to allow for an additional 800 to 900 water customers.

Request for Information

This financial report is designed to provide a general overview of the McDuffie County/City of Thomson, Georgia Water and Sewer Commission's finances for those with an interest in the Commission's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Don Powers, City Administrator, P.O. Box 1017, Thomson, Georgia 30824.

FINANCIAL STATEMENTS

McDUFFIE COUNTY/CITY OF THOMSON, GEORGIA
WATER AND SEWER COMMISSION
STATEMENTS OF NET ASSETS-PROPRIETARY FUNDS

	Business-type Activities- Enterprise Fund	
	2011	2010
ASSETS		
Current assets		
Cash	$ 1,704,171	$ 1,735,221
Restricted cash	223,888	218,508
Accounts receivable (net of allowance for uncollectibles of $ 186,144 for 2011 and $ 180,839 for 2010)	422,229	441,740
Interest receivable	2,334	4,769
Intergovernmental receivable	48,865	40,327
Inventories	11,833	14,721
Prepaid items	18,151	17,232
Total current assets	2,431,471	2,472,518
Noncurrent assets		
Restricted cash	383,703	383,702
Total restricted assets	383,703	383,702
Deferred charges	246,081	265,867
Capital assets		
Land	221,034	221,034
Buildings and improvements	18,321	18,321
Plant and facilities	45,654,371	45,554,018
Machinery and equipment	942,836	943,719
Autos and trucks	590,905	588,086
Construction in progress	190,662	190,552
Less accumulated depreciation	(15,414,553)	(14,411,558)
Total capital assets (net of accumulated depreciation)	32,203,576	33,104,172
Total noncurrent assets	32,833,360	33,753,741
Total assets	35,264,831	36,226,259

(Continued)

McDUFFIE COUNTY/CITY OF THOMSON, GEORGIA
WATER AND SEWER COMMISSION
STATEMENTS OF NET ASSETS-PROPRIETARY FUNDS

	Business-type Activities- Enterprise Fund	
	2011	2010
LIABILITIES		
Current liabilities		
Accounts payable	78,656	88,322
Customer deposits	117,802	111,793
Intergovernmental payable	205,671	175,072
Accrued expenses	63,406	64,590
Accrued interest payable	12,226	12,885
Current portion of capital lease payable	36,212	35,008
Current portion of notes payable	178,259	172,184
Current liabilities payable from restricted assets		
Current portion of revenue bonds payable	375,000	365,000
Accrued interest payable	31,404	38,010
Total current liabilities	1,098,636	1,062,864
Noncurrent liabilities		
Revenue bonds payable	1,360,000	1,735,000
Capital lease payable	-	36,212
Notes payable	3,914,376	4,092,781
Net OPEB obligation	123,024	84,616
Total noncurrent liabilities	5,397,400	5,948,609
Total liabilities	6,496,036	7,011,473
NET ASSETS		
Invested in capital assets, net of related debt	26,339,729	26,667,987
Restricted for debt service	607,591	602,210
Unrestricted	1,821,475	1,944,589
Total net assets	$ 28,768,795	$ 29,214,786

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

McDUFFIE COUNTY/CITY OF THOMSON, GEORGIA
WATER AND SEWER COMMISSION
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN FUND NET ASSETS
PROPRIETARY FUNDS

	Business-type Activities- Enterprise Fund	
	2011	2010
OPERATING REVENUES		
Charges for sales and services		
Water and sewer sales	$ 3,439,854	$ 3,483,901
Penalties	85,794	75,346
Other services	538,134	530,068
Total operating revenues	4,063,782	4,089,315
OPERATING EXPENSES		
Personal services and benefits	1,536,584	1,520,290
Professional and technical services	48,715	40,422
Repairs and maintenance	333,219	298,007
Other purchased services	652,300	598,885
Supplies	536,142	507,677
Intergovernmental	205,012	164,362
Other	52,134	27,090
Depreciation and amortization	1,024,402	1,015,672
Bad debts	5,305	3,895
Total operating expenses	4,393,813	4,176,300
Operating loss	(330,031)	(86,985)
NON-OPERATING REVENUES (EXPENSES)		
Special local option sales tax	39,921	200,584
Insurance claims	31,395	7,442
Interest income	6,064	12,572
Interest expense	(219,909)	(221,053)
Amortization of bond and loan issuance costs	(12,255)	(12,255)
Total non-operating revenues (expenses)	(154,784)	(12,710)
Loss before contributions	(484,815)	(99,695)
CAPITAL CONTRIBUTIONS	38,824	600,000
Change in net assets	(445,991)	500,305
NET ASSETS, BEGINNING OF YEAR	29,214,786	28,714,481
NET ASSETS, END OF YEAR	$ 28,768,795	$ 29,214,786

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

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McDUFFIE COUNTY/CITY OF THOMSON, GEORGIA
WATER AND SEWER COMMISSION
STATEMENTS OF CASH FLOWS-PROPRIETARY FUNDS

	Business-type Activities- Enterprise Fund	
	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers and users	$ 4,097,787	$ 4,073,123
Payments to suppliers	(1,829,702)	(1,623,207)
Payments to employees	(1,496,606)	(1,465,020)
Net cash provided by operating activities	771,479	984,896
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Proceeds from insurance claims	7,120	7,442
Net cash provided by noncapital financing activities	7,120	7,442
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Proceeds from long-term debt	-	129,648
Proceeds from special local option sales tax	39,921	200,584
Proceeds from insurance claims	24,275	-
Purchase and construction of assets	(77,451)	(339,532)
Payments on long-term debt	(572,337)	(536,871)
Interest paid	(227,175)	(221,379)
Net cash used in capital and related financing activities	(812,767)	(767,550)
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest received	8,499	14,389
Net cash provided by investing activities	8,499	14,389
Net increase (decrease) in cash	(25,669)	239,177
Cash, beginning of year	2,337,431	2,098,254
Cash, end of year	$ 2,311,762	$ 2,337,431
CASH PER STATEMENT OF NET ASSETS		
Cash	$ 1,704,171	$ 1,735,221
Restricted cash-current	223,888	218,508
Restricted cash-noncurrent	383,703	383,702
	$ 2,311,762	$ 2,337,431

(Continued)

McDUFFIE COUNTY/CITY OF THOMSON, GEORGIA
WATER AND SEWER COMMISSION
STATEMENTS OF CASH FLOWS-PROPRIETARY FUNDS

	Business-type Activities- Enterprise Fund	
	2011	2010
RECONCILIATION OF OPERATING LOSS TO NET CASH PROVIDED BY OPERATING ACTIVITIES		
Operating Loss	$ (330,031)	$ (86,985)
Adjustments to reconcile net operating loss to net cash provided by operating activities:		
Depreciation	1,016,871	1,008,141
Amortization	7,531	7,531
Other post employment benefits (OPEB)	38,408	47,076
(Increase) decrease in current assets		
Accounts receivable	19,511	(25,974)
Intergovernmental receivable	(8,538)	13,894
Inventory	2,888	1,767
Prepaid expenses	(919)	1,750
Increase (decrease) in current liabilities		
Accounts payable	(9,666)	9,719
Intergovernmental payables	30,599	2,374
Customer deposits	6,009	2,555
Accrued expenses	(1,184)	3,048
Total adjustments	1,101,510	1,071,881
Net cash provided by operating activities	$ 771,479	$ 984,896
NONCASH INVESTING, CAPITAL, AND FINANCING ACTIVITIES		
Contribution of capital assets from other government	$ 38,824	$ 600,000

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

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NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Introduction

The financial statements of the McDuffie County/City of Thomson, Georgia Water and Sewer Commission (the "Commission") have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

The accompanying summary of the Commission's more significant accounting policies is presented to assist the reader in interpreting the financial statements and other data in this report.

B. The Financial Reporting Entity

McDuffie County, Georgia and the City of Thomson, Georgia entered into an agreement to establish the McDuffie County/City of Thomson, Georgia Water and Sewer Commission to operate, maintain and extend the water and sewerage system for the residents of the City of Thomson and McDuffie County, Georgia. On April 1, 1988, the Commission assumed ownership and operations of the City of Thomson Water and Sewer Enterprise Fund and began collecting a 1% special purpose local option sales tax to fund expansion of the existing system. The terms of the agreement are binding for a period of 50 years commencing on April 1, 1988. A seven member board administers the Commission and is composed of the McDuffie County commission chairman, one County commissioner, one resident of McDuffie County, the Mayor of Thomson, one City Council member, one City of Thomson resident and one McDuffie County resident appointed by the Water and Sewer Commission.

The County and City equally own and maintain the Water and Sewer System and any future improvements to it. The County administers the special 1% construction fund, as well as, grants and loans obtained in the County's name for expansion of the System. The City is responsible for any construction funds derived from grants and loans obtained in the City's name, as well as, all funds from operating the System. Daily operations of the System are carried out by the City's water and sewer department. All funds generated by the System are to be used for operating, maintaining, improving, or expanding the System.

Based on the standards established by Statement No. 14 of the Governmental Accounting Standards Board (GASB), the Commission is a separate organization classified as a joint venture.

A joint venture is a legal entity or other organization that results from a contractual arrangement and that is owned, operated, or governed by two or more participants as a separate and specific activity subject to joint control in which the participants retain (1) an ongoing financial interest or (2) an ongoing financial responsibility. Joint ventures are established for a number of reasons, ranging from economies of scales to effective risk management while providing a service directly to the individual governments involved or the citizens served by the governments. Joint control means that no one entity can unilaterally control the operational and financial policies of the commonly controlled entity.

An ongoing financial interest in a joint venture is present when the agreement stipulates that participating governments have an explicit, measurable right to the present and future net resources of the venture.

A participating government has an ongoing financial responsibility if it is obligated in some manner for the debts of a joint venture or when the joint venture's existence depends on continued funding by the participating government.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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 the related cash flows.

The Commission has adopted GASB Statement No. 20, *Accounting and Financial Reporting of Proprietary Funds and Other Governmental Entities that use Proprietary Fund Accounting*, and has elected to follow GAAP prescribed by GASB and all Financial Accounting Standard Board (FASB) standards issued prior to November 30, 1989. Subsequent to this date, the Commission accounts for its proprietary fund as presented by GASB.

The Water and Sewer Commission is a proprietary fund operating as an enterprise fund. A fund is an independent fiscal and accounting entity with a self-balancing set of accounts. Fund accounting segregates funds according to their intended purpose and is used to aid management in demonstrating compliance with financial-related legal and contractual provisions.

Enterprise funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the Water and Sewer Commission enterprise fund are charges to customers for sales and services. Management fees received from special water and sewer districts for the daily operations and maintenance of those systems are also recognized as operating revenues by the Commission. Operating expenses for enterprise funds include the costs of sales and services, administrative expenses, and depreciation of capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is the Commission's policy to use restricted resources first, then unrestricted resources as they are needed.

D. Budgetary Accounting and Control

The Commission's annual budget is adopted by the Mayor and City Council of Thomson, Georgia as part of the City's management duties. Prior to September 1, a proposed operating budget is submitted for the fiscal year commencing the following January 1. The operating budget includes proposed expenses and the means of financing them. Public hearings are conducted to obtain public input. Prior to November 1, the budget is legally enacted through passage of a resolution. The City, in its administration of Commission funds, is authorized to amend the adopted budget when unexpected modifications are required in estimated revenues and expenses. Budget appropriations lapse at year end.

The Commission's budget differs in perspective to generally accepted accounting principles whereby the legally adopted budget is on the cash basis, capital expenditures are accounted for as expenses, and in its classifications and the order in which line item expenditures are presented.

The Commission's budget is prepared on a detailed line item basis. Revenues are budgeted by source. Expenses are budgeted by department and character (personal services, maintenance and operations, capital outlay, debt service) which constitutes the legal level of control. Expenses may not exceed appropriations at this level. All budget revisions at this level are subject to final review by the Commission. Within these control levels, management may transfer appropriations without Commission approval. Revisions to the budget were made throughout the year.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

E. Assets, Liabilities, and Fund Equity

Cash

The Commission's cash and cash equivalents are considered to be cash on hand, demand deposits, and short-term investments that mature within three months of the date acquired by the Commission.

Receivables

All receivables are reported at their net realizable value. Unbilled utility service receivables are recorded at year end. As of December 31, 2011 and 2010 unbilled receivables totaled $ 170,935 and $ 194,249, respectively.

Intergovernmental Receivables and Payables

The Water and Sewer Commission manages the daily operations of special water and sewer districts for McDuffie County, Georgia and the Town of Dearing, Georgia. Collections from customers in these districts are remitted to the respective governments. The Commission receives a management fee from the participating governments for its services. The amounts due from and due to the other governments, related to these agreements, are recorded as intergovernmental receivables and payables.

Inventories

Inventories are valued at the lower of cost (first-in, first-out) or market. Inventories consist of various supplies of pipes, meters, and other items that may be needed for repairs, maintenance, or minor construction projects.

Prepaid Items

The Commission uses the allocation method for accounting for prepayments. Under the allocation method, an asset is established at the date of payment and subsequently amortized over the accounting periods that are expected to benefit from the initial payment.

Restricted Assets

The restricted cash reflects amounts set aside for debt service related to the bonds payable. The bond resolution requires a reserve account to be maintained equal to the debt service requirements of the bonds. The resolution also requires a sinking fund to be maintained equal to one-sixth of the next ensuing interest payment, and one-twelfth of the next ensuing principal payment. Both of these accounts are restricted for debt service.

Capital Assets

Capital assets are defined by the Commission as assets with an initial individual cost greater than $ 5,000 (amount not rounded) and an estimated useful life in excess of one year. Individual assets that cost less than $ 5,000, but that operate as part of a network system, are capitalized in the aggregate using the group method if considered material or significant. Capital assets are valued at historical cost or estimated historical cost if historical cost is not available. Donated capital assets are valued at their estimated fair value on the date donated.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during the construction phase of capital assets of business-type activities is included as part of the capitalized value of the assets constructed. No interest was capitalized during the year ended December 31, 2011.

Depreciation of capital assets is charged as an expense against operations and accumulated depreciation is reported on the statement of net assets. Depreciation has been provided using the straight-line method over the assets estimated useful lives as follows:

Buildings and improvements	25-40 years
Plant and facilities	25-50 years
Machinery and equipment	5-7 years
Autos and trucks	5 years

Compensated Absences

Employees may accumulate up to 20 days of unused vacation leave to be received as compensation upon separation from service. Accumulated vacation pay totaled $ 46,814 and $ 51,380 for the years ended December 31, 2011 and 2010, respectively. These amounts are included in accrued expenses on the statement of net assets.

There is no liability for unpaid accumulated sick leave since the Commission does not have a policy to pay any amounts for accumulated sick leave when employees separate from service.

Long-Term Obligations

Long-term debt and other long-term obligations are reported as liabilities in the proprietary fund's statement of net assets. Bond issuance and note costs are being amortized over the life of the bonds and related notes payable using the straight-line method. The unamortized portion of bond issuance and note costs and bond discounts related to the 1993 Series bonds (refunded bonds) and January 2007 notes payable are being amortized over the life of the Series 2005 Bonds and January 2007 notes payable using the straight-line method. Bonds payable are reported net of the applicable bond discount. Bond issuance and note costs and the related unamortized charges are reported as deferred charges on the statement of net assets.

Net Assets

Net assets in proprietary fund financial statements are classified as invested in capital assets, net of related debt; restricted; and unrestricted. Restricted net assets represent constraints on resources that are either externally imposed by creditors, grantors, contributors, or laws or regulations of other governments or imposed by law through State statute.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 vary from the estimates that were recorded.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Comparative Data/Reclassifications

Comparative total data for the prior year have been presented in order to provide an understanding of the changes in the financial position and operations of the Water and Sewer enterprise fund. Also, certain amounts presented in the prior year data have been reclassified in order to be consistent with the current year's presentation.

NOTE 2 - STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY

Compliance With Bonds Payable Covenants

As of December 31, 2011, the Commission was in compliance, in all material respects, with requirements under covenants relating to its bonds payable.

Compliance With Notes Payable Covenants

As of December 31, 2011, the Commission was in compliance with the minimum fixed charges coverage ratio imposed by the Georgia Environmental Facilities Authority note agreement.

NOTE 3 - CASH

Statutes authorize the Commission to make direct investment in obligations of Georgia or the U. S. Government, obligations fully insured or guaranteed by the U. S. Government, repurchase agreements and certificates of deposit that are secured by direct obligations of Georgia or the U. S. Government.

Custodial credit risk is the risk that in the event of a bank failure, the Commission's deposits may not be returned to it. The Commission does not have a deposit policy for custodial credit risk.

The Commission maintains its cash on deposit with local financial institutions which are insured by the Federal Deposit Insurance Corporation (FDIC). As of December 31, 2011, the carrying amount of the Commission's deposits was $ 2,311,762 and the bank balance totaled $ 2,196,583. Deposits of the Commission were fully collateralized as of year end.

Amount insured by FDIC	$ 750,000
Amount collateralized with securities held by the pledging financial institution's trust department or agent in the Commission's name	1,446,583
Total bank balance	$ 2,196,583

NOTE 4 - ACCOUNTS RECEIVABLE

As of December 31, 2011, accounts receivable totaled $ 422,229 net of an allowance for uncollectible accounts of $ 186,144 whereas, accounts receivable totaled $ 441,740 net of an allowance for uncollectible accounts of $ 180,839 as of December 31, 2010.

NOTE 5 – CAPITAL ASSETS

Business-type capital assets activity for the year ended December 31, 2011, was as follows:

	Balance 1-1-11	Additions	Deletions	Balance 12-31-11
Capital assets not being depreciated				
Land	$ 221,034	$ -	$ -	$ 221,034
Construction in progress	190,552	39,922	(39,812)	190,662
Total capital assets not being depreciated	411,586	39,922	(39,812)	411,696
Capital assets being depreciated				
Buildings and improvements	18,321	-	-	18,321
Plant and facilities	45,554,018	100,353	-	45,654,371
Machinery and equipment	943,719	-	(883)	942,836
Autos and trucks	588,086	15,812	(12,993)	590,905
Total capital assets being depreciated	47,104,144	116,165	(13,876)	47,206,433
Less accumulated depreciation				
Buildings and improvements	(3,893)	(458)	-	(4,351)
Plant and facilities	(13,243,230)	(914,716)	-	(14,157,946)
Machinery and equipment	(630,601)	(72,376)	883	(702,094)
Autos and trucks	(533,834)	(29,321)	12,993	(550,162)
Less accumulated depreciation	(14,411,558)	(1,016,871)	13,876	(15,414,553)
Net capital assets being depreciated	32,692,586	(900,706)	-	31,791,880
Business-type capital assets-net	$ 33,104,172	$ (860,784)	$ (39,812)	$ 32,203,576

Depreciation expense totaled $ 1,016,871 for the year ended December 31, 2011 and $ 1,008,141 for the year ended December 31, 2010.

Generally accepted accounting principles require that interest expenditures incurred during construction of assets be capitalized and that constructed assets financed with the proceeds of tax exempt debt (if those funds are externally restricted to finance the acquisitions of the asset or used to service the related debt) should include capitalized interest only to the extent that interest cost exceeds interest earned on related interest-bearing investments acquired with proceeds of the related tax-exempt borrowing. No interest was capitalized during the year ended December 31, 2011. Interest capitalized during the year ended December 31, 2010, totaled $ 78,456.

NOTE 6 - LONG-TERM DEBT

Capital Leases

The Commission entered into a lease agreement as lessee for financing the acquisition of various capital assets. The following table summarizes capital lease activity for the year ended December 31, 2011.

Capital Lease Payable	Original Principal	Interest Rate	Final Maturity	Outstanding Balance	Amount Due Within One Year
BB&T, 20 quarterly payments $ 2,110	$ 38,797	3.39%	2012	$ 8,266	$ 8,266
BB&T, 20 quarterly payments $ 2,692	49,485	3.39%	2012	10,544	10,544
BB&T, 20 quarterly payments $ 2,220	40,802	3.39%	2012	8,694	8,694
BB&T, 20 quarterly payments $ 2,223	40,866	3.39%	2012	8,708	8,708
Totals	$ 169,950			$ 36,212	$ 36,212

NOTE 6 - LONG-TERM DEBT (Continued)

The assets acquired through capital leases are as follows:

Asset	Business-type Activities
Autos and trucks	$ 38,797
Machinery and equipment	131,153
Less accumulated depreciation	(92,735)
Total	$ 77,215

The future minimum lease obligations and the net present value of these minimum lease payments as of December 31, 2011, are as follows:

Year Ending December 31,	Business-type Activities
2012	$ 36,980
Total minimum lease payments	36,980
Less amount representing interest	(768)
Present value of minimum lease payments	$ 36,212

2005 Revenue Bonds Payable

On August 17, 2005, the City of Thomson and McDuffie County, Georgia issued $ 3,825,000 in City of Thomson, Georgia and McDuffie County, Georgia Water and Sewerage Revenue Refunding Bond Series 2005 (the “Series 2005 Bonds). The Series 2005 Bonds were issued for the purpose of providing funds to refund all of the outstanding Series 1993 Bonds maturing on and after July 1, 2006, to prepay notes payable to the Georgia Environmental Facilities Authority (GEFA), to provide for required debt service reserves, and to pay expenses related to the issuance of the Series 2005 Bonds.

The foregoing was achieved with available proceeds totaling $ 4,269,168 (including bond proceeds and additional funds). Of this amount, $ 2,945,486 was used to refund the Series 1993 Bonds, $ 853,288 was used to prepay notes payable to GEFA, $ 382,500 was used to fund the Debt Service Reserve account for the Series 2005 Bonds, $ 78,331 was used to pay issuance costs of the Series 2005 Bonds, and $ 9,563 was transferred to the Debt Service account.

The bond resolution requires several funds and accounts to facilitate the operation of the system and provide for servicing the bond obligation. The Revenue Fund is used as the depository for all revenues derived from the ownership and operation of the system. Costs of operating, maintaining and repairing the system are paid from the Revenue Fund. A Sinking Fund is maintained to provide for payment of the principal and interest of the bonds. A monthly deposit is made to the Debt Service Account in amounts sufficient to fully fund the next ensuing payment of principal and interest. The Debt Service Account deposit requirement was $ 218,903 at December 31, 2011. Deposits in the Debt Service Account at December 31, 2011 totaled $ 223,888. The resolution also requires a Debt Service Reserve account to be maintained equal to the debt service requirements of the bonds. The debt service requirements of the bonds totaled $ 382,500. At December 31, 2011, deposits in the Debt Service Reserve Account totaled $ 383,703.

NOTE 6 - LONG-TERM DEBT (Continued)

Deposits held in the Revenue Fund exceeding sixty days working capital are to be paid to the Renewal and Extension Fund on an annual basis. These funds are to be used for (1) debt service in the event the Sinking Fund does not have sufficient money; (2) an emergency having a major affect on the system; (3) making replacements, additions, extensions, improvements, and acquiring equipment deemed to be reasonable and in the best interest of the City and County; (4) payment of amounts drawn under a surety bond; or (5) payment of the charges of any depository for investment services.

In addition, the bond resolution requires the Commission to maintain charges for services sufficient to operate and maintain the system, maintain required reserves, and provide net revenues of at least 115% of the debt service requirements of the Series 2005 Bonds and 100% of the debt service requirements on the Bonds plus any and all other obligations of the Commission payable from the revenues of the System.

All requirements of the bond resolution were met for the year ended December 31, 2011.

The bonds are revenue bonds and are not considered debts of either the City of Thomson or McDuffie County, Georgia. The bonds are secured by the net revenues of the system, the Sinking Fund Account and the Revenue Fund.

Issuance Costs and Discounts

Cost incurred to issue the Series 2005 bonds totaled $ 78,331. Issuance costs are being amortized over the life of the bonds using the straight-line method. Unamortized issuance costs and discounts related to the Series 1993 Bonds totaled $ 39,606 and are being amortized over the life of the new bonds. Amortization of bond related costs and discounts totaled $ 9,435 for the years ended December 31, 2011 and 2010.

Annual requirements to amortize the Series 2005 Bonds outstanding as of December 31, 2011 are as follows:

Year Ending	Principal	Interest	Total
2012	$ 375,000	$ 62,807	$ 437,807
2013	390,000	49,232	439,232
2014	405,000	35,114	440,114
2015	420,000	20,453	440,453
2016	45,000	5,249	50,249
2017 thru 2020	100,000	5,430	105,430
Total	$ 1,735,000	$ 178,285	$ 1,913,285

The Series 2005 Bonds can be redeemed at the option of the City and the County in whole or in part on any date from any moneys which may be available and deposited with the Paying Agent on or before the date fixed for redemption. The optional redemption will include payment of the principal amount of the Series 2005 Bonds to be redeemed and accrued interest to date of redemption, plus a premium. The premium will be the sum of fees calculated separately for each prepaid principal based on a formula set forth in the bond resolution.

NOTE 6 - LONG-TERM DEBT (Continued)

Notes Payable

The following notes payable were incurred by the City of Thomson, Georgia and McDuffie County, Georgia as part of constructing new filtration systems at both water treatment facilities and expansion of the sewer system. Upon completion of the projects, the assets and the related liabilities were contributed to the Water/Sewer Commission. The Commission is responsible for servicing the debt with revenues from the water sewer system.

In January 2007, the City of Thomson and McDuffie County each borrowed $ 1,410,210 from the Georgia Environmental Facilities Authority (GEFA). Proceeds of the loans were used to fund the filtration project and include construction period interest totaling $ 58,872. Repayment of the outstanding principal is to be made in 240 monthly payments of $ 15,764, including principal and interest computed at 3.00%. The final payment will be due February 1, 2028.

The City of Thomson and McDuffie County, Georgia have entered into a loan agreement with the Georgia Environmental Facilities Authority to each borrow $ 879,061 to expand the water treatment capacity of the Big Creek treatment facility and extend existing sewer lines. Proceeds of the loans were used to fund the expansion of the water treatment facility and extension of existing sewer line and includes construction period interest totaling $ 78,456. Repayment of the outstanding principal is to be made in 240 monthly payments of $ 11,028, including principal and interest computed at 4.40%. The final payment will be due May 1, 2030.

Annual debt service requirements to maturity for the notes payable are as follows:

Year Ending	Principal	Interest	Total
2012	$ 178,259	$ 143,245	$ 321,504
2013	184,558	136,946	321,504
2014	191,084	130,420	321,504
2015	197,850	123,654	321,504
2016	204,866	116,638	321,504
2017 thru 2021	1,138,942	468,582	1,607,524
2022 thru 2026	1,357,540	249,984	1,607,524
2027 thru 2030	639,536	36,002	675,538
Total	$ 4,092,635	$ 1,405,471	$ 5,498,106

Loan Closing Fees

The loan agreements required that the City and County each pay a two-percent loan closing fee. Total loan closing fees paid by the City and County was $ 56,408 and are being amortized over the life of the loans (240 months) using the straight-line method. Amortization of the loan closing cost totaled $ 2,820 for the years ended December 31, 2011 and 2010.

NOTE 6 - LONG-TERM DEBT (Continued)

Changes in Long-Term Liabilities

Long-term liability activity for the year ended December 31, 2011, was as follows:

Business-type activities	Balance 1-1-11	Additions	Reductions	Balance 12-31-11	Due Within One Year
Capital leases	$ 71,220	$ -	$ (35,008)	$ 36,212	$ 36,212
Revenue bonds payable	2,100,000	-	(365,000)	1,735,000	375,000
Notes payable	4,264,964	-	(172,329)	4,092,635	178,259
Business-type activities Long-term liabilities	$ 6,436,184	$ -	$ (572,337)	$ 5,863,847	$ 589,471

NOTE 7 - DEFERRED CONTRACT COSTS

The Commission entered into a contract with the U. S. Department of the Army Corps of Engineers in 1990 to use 1,056 acre-feet of storage space in J. Strom Thurmond Dam and Reservoir. As a result of this contract, it is anticipated that the Commission will be able to utilize an additional four million gallons of water per day.

As part of the contract, the Commission made a lump-sum payment of $ 301,243. Amortization of this payment will be provided over the remaining life of the project. For the years ended December 31, 2011 and 2010, amortization expense related to this project totaled $ 7,531 per year. In addition to the above cost, the Commission is required to pay .074 percent of the annual experienced joint-use operation and maintenance expense of the project. The Commission will also be required to pay .074 percent of the joint-use cost associated with major replacement and rehabilitation program costs. The additional costs associated with the contract totaled $ 2,935 and $ 2,227 for the years ended December 31, 2011 and 2010, respectively.

NOTE 8 - RETIREMENT PLAN

The Commission participates in the Georgia Municipal Employees Benefit System, (GMEBS) an agent multiple-employer retirement system that acts as a common investment and administrative agent for cities in the State of Georgia. The Commission's participation is conducted as part of the City of Thomson, Georgia's participation; the Commission does not maintain its own account status with the Georgia Municipal Employees Benefit System.

Actuarial valuations are done as of July 1 of each year and are based on a twelve month period. Payment of the recommended contribution to the Plan, as determined in the July 1 valuation, will begin January 1 of the following year.

Plan Description

The City's defined benefit pension plan, (the Plan) provides retirement benefits to plan members and beneficiaries. Employees covered under the Plan include employees of the City and the McDuffie County/City of Thomson Water-Sewer Commission. The Plan is affiliated with the Georgia Municipal Employees Benefit System (GMEBS), a multiple-employer pension plan administered by the Board of Trustees of the GMEBS. The GMEBS issues a publicly available financial report that includes financial statements and required supplementary information of the Plan. The address of the GMEBS is 201 Pryor Street, SW, Atlanta, GA 30303, and their telephone number is 404-688-0472.

NOTE 8 - RETIREMENT PLAN (Continued)

The City of Thomson established the Plan January 1, 1972 through an agreement adopting the GMEBS Master Plan and Joint Trust Agreement. The Adoption Agreement establishes the types of benefits available under the Plan and the City's obligations to contribute to the Plan. The City of Thomson has the right to amend any or all elections in the Adoption Agreement. The amendment must be approved by GMEBS, cannot reduce any previously accrued benefits of the participants or beneficiaries, cannot authorize or permit any part of the Trust Fund to be diverted to any purpose other than for the exclusive benefit of participants and their beneficiaries, and cannot deprive any participant or beneficiary of any rights or benefits irrevocably vested under the Plan.

GMEBS can amend the Master Plan or the elective provisions of the Adoption Agreement in its sole discretion as Trustee of the Plan. Any amendment by GMEBS must be approved by the City of Thomson as the adopting employer. The City cannot amend the Master Plan or the Joint Trust Agreement.

All full-time employees, excluding officials, working at least 20 hours per week are eligible, and become fully vested after 10 years of service. Normal retirement age is 65 with a minimum of 5 years of service, and early retirement is age 55 with a minimum of 10 years total credited service. Monthly benefits are based on (a) the average annual earnings paid to a participant during any consecutive 5 year period preceding actual date of retirement in which the earnings were highest and (b) total years of service. The system also provides death and disability benefits.

As of July 1, 2011, the most recent valuation date, there were ninety-five active participants, forty-six retirees and beneficiaries receiving benefits, and twenty-nine terminated participants with deferred vested benefits. There were no employer or related party securities or loans included in plan assets.

Summary of Significant Accounting Policies and Plan Asset Matters

The Pension Plan's financial statements are prepared on the accrual basis of accounting. Contributions are recognized as revenue in the period in which employees provide services. Investment income is recognized as earned by the pension plan. The net appreciation/depreciation in the fair value of investments held by the Plan is recorded as an increase/decrease to investment income based on valuation of investments as of the balance sheet date. Investment valuations are based on quoted market prices at the balance sheet date.

Funding Policy

The City is required to contribute at an actuarially determined rate; the rate for 2010 was 10.52% of annual covered payroll, and the rate for 2011 will be 10.69% of covered payroll. Total covered payroll was $ 2,992,897 and $ 3,128,809 for 2011 and 2010. Total payroll was $ 3,485,767 for 2011 and $ 3,408,173 for 2010. Employees do not contribute to the plan.

Annual Pension Cost

For 2011, the annual pension cost of $ 335,009 for the Plan was equal to the recommended annual contribution. The annual required contribution for the current year was determined as part of the July 1, 2010 actuarial valuation using the projected unit credit method. The actuarial assumptions included (a) 7.75% investment rate of return, (b) projected salary increases of 3.5% attributable to merit and seniority, (c) no cost of living adjustments, and (d) no post retirement increases.

Contributions are determined under the projected unit credit actuarial cost method and the asset valuation method for developing the actuarial value of assets. The period, and related method, for amortizing the initial unfunded actuarial accrued liability is 30 years from 1982 and current changes in the unfunded actuarial accrued liability over 15 years for actuarial gains and losses, 20 years for plan provisions and 30 years for actuarial assumptions and cost methods as a level dollar amount. These amortization periods are closed for this plan year.

NOTE 8 - RETIREMENT PLAN (Continued)

There is no pension liability at the date of transition as determined in accordance with Statement No. 27 of the Governmental Accounting Standards Board. Accordingly, there is no difference in the pension liability currently reported and amounts previously reported for this plan.

The following schedule of employer contributions and schedule of funding progress for the Plan include employees of the City of Thomson, Georgia and the McDuffie County/City of Thomson, Georgia Water and Sewer Commission.

Schedule of Employer Contributions

Year Ended	Annual Pension Cost (APC)	% APC Funded	Net Pension Obligation
December 31, 1993	$ 104,699	100%	None
December 31, 1994	$ 99,482	100%	None
December 31, 1995	$ 90,727	100%	None
December 31, 1996	$ 117,354	100%	None
December 31, 1997	$ 123,448	100%	None
December 31, 1998	$ 117,558	100%	None
December 31, 1999	$ 94,361	100%	None
December 31, 2000	$ 90,703	100%	None
December 31, 2001	$ 102,568	100%	None
December 31, 2002	$ 131,666	100%	None
December 31, 2003	$ 186,692	100%	None
December 31, 2004	$ 208,736	100%	None
December 31, 2005	$ 229,890	100%	None
December 31, 2006	$ 240,900	100%	None
December 31, 2007	$ 238,696	100%	None
December 31, 2008	$ 250,372	100%	None
December 31, 2009	$ 301,733	100%	None
December 31, 2010	$ 318,390	100%	None
December 31, 2011	$ 335,009	100%	None

Schedule of Funding Progress for the Plan

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability(AAL) Entry Age (b)	Unfunded (Funding Excess) AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL (Funding Excess) as a % of Covered Payroll ((b-a)/c)
01/01/94	$ 1,605,055	$ 1,779,674	$ 174,619	90.20%	$ 1,155,935	15.10%
01/01/95	$ 1,642,249	$ 1,741,836	$ 99,587	94.30%	$ 1,318,064	7.50%
01/01/96	$ 1,864,536	$ 2,017,348	$ 152,812	92.40%	$ 1,595,948	9.60%
01/01/97	$ 1,933,299	$ 2,124,547	$ 191,248	91.00%	$ 1,697,220	11.30%
01/01/98	$ 2,176,425	$ 2,239,217	$ 62,792	97.20%	$ 1,818,812	3.50%
01/01/99	$ 2,719,434	$ 2,393,700	$ (325,734)	113.60%	$ 1,784,577	(18.30%)
01/01/00	$ 2,931,878	$ 2,651,347	$ (280,531)	110.60%	$ 1,814,450	(15.50%)
01/01/01	$ 3,148,907	$ 2,940,816	$ (208,091)	107.10%	$ 1,988,052	(10.50%)
01/01/02	$ 3,317,375	$ 3,291,305	$ (26,070)	100.80%	$ 2,246,049	(1.10%)
01/01/03	$ 3,291,482	$ 3,611,180	$ 319,698	91.10%	$ 2,594,302	12.30%
01/01/04	$ 3,533,233	$ 3,905,186	$ 371,953	90.50%	$ 2,638,147	14.10%
01/01/05	$ 3,794,735	$ 4,305,729	$ 510,994	88.10%	$ 2,610,741	19.60%
01/01/06	$ 4,058,371	$ 4,615,680	$ 557,309	87.93%	$ 2,577,074	21.63%
01/01/07	$ 4,406,496	$ 4,799,189	$ 392,693	91.82%	$ 2,841,294	13.82%
01/01/08	$ 4,775,585	$ 5,276,374	$ 500,789	90.51%	$ 2,755,740	18.17%
01/01/09	$ 4,029,890	$ 5,787,798	$ 1,757,908	69.63%	$ 2,858,076	61.51%
07/01/10	$ 5,384,062	$ 6,137,390	$ 753,328	87.73%	$ 3,128,809	24.08%
07/01/11	$ 5,660,066	$ 6,439,099	$ 779,033	87.90%	$ 2,992,897	26.03%

NOTE 9 – OTHER POST EMPLOYMENT BENEFITS (OPEB)

Plan Description, Contribution Information and Funding Policies

In addition to providing pension benefits, the Commission participates in a single-employer defined benefit healthcare plan ("the Retiree Health Plan") administered by the City of Thomson. The Retiree Health Plan provides certain health and dental care benefits for certain retired employees as per a personnel policy adopted December 7, 1992. Substantially all of the City's employees may become eligible for those benefits if they reach normal retirement age while working for the Commission. Benefit provisions are established and amended solely at the discretion of the elected City Council. The Retiree Health Plan does not issue a publicly available report.

Benefits are available to all employees who have attained the age sixty-two (62) while working for the City, and have a minimum of twenty-five (25) years of full time service upon retirement. Benefits continue in effect until the retirees reach the age of 65 at which time the retiree can convert to Medicare or any other plan as desired. The City funds 100% of the retirees' premium and the benefits are underwritten by the City's regular health care provider. Retirees may not convert the benefit into an in-lieu payment to secure coverage under independent plans.

The cost of these benefits is recognized as an expenditure on a pay-as-you-go basis. As of year-end there were two retired employees receiving benefits.

Annual OPEB costs and Net OPEB Obligation

The Commission first had an actuarial valuation performed for the plan as of December 31, 2008 to determine the funded status of the plan as of that date. The transition liability was set at zero as of that date.

The Commission's annual OPEB costs and the net OPEB obligation for December 31, 2011 was as follows (information prior to 2009 is not available since the actuarial valuation was first performed as of December 31, 2008):

	2011	2010
Employer normal costs	$ 30,652	$ 34,826
Amortization of UAAL*	11,654	13,241
Annual required contribution (ARC)	42,306	48,607
Interest on net obligation	1,151	1,307
Annual OPEB costs	43,457	49,374
Contributions made	(5,049)	(2,298)
	38,408	47,076
Net OPEB obligation-beginning of year	84,616	37,540
Net OPEB obligation - end of year	$ 123,024	$ 84,616

* Unfunded actuarial accrued liabilities (UAAL) were amortized over 30 years.

NOTE 9 – OTHER POST EMPLOYMENT BENEFITS (OPEB) (Continued)

The Commission's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation are as follows:

Fiscal Year	Annual OPEB Cost	Percentage Contributed	Net OPEB Obligation
2009	$ 37,540	0.00%	$ 37,540
2010	$ 49,374	4.65%	$ 84,616
2011	$ 43,457	11.62%	$ 123,024

Schedule of Funding Progress for the Plan

Fiscal Year	Actuarial Accrued Liability (a)	Actuarial Value of Plan Assets (b)	Unfunded Actuarial Accrued Liability (c)	Funded Ratio (b/a)	Covered Payroll (d)	Unfunded Actuarial Accrued Liability as a % of Covered Payroll (c/d)
2009	$ 351,833	$ -	$ 351,833	0.00%	$ 861,892	40.82%
2010	$ 351,833	$ -	$ 351,833	0.00%	$ 907,105	38.79%
2011	$ 351,833	$ -	$ 351,833	0.00%	$ 866,368	40.61%

Actuarial Methods and Assumptions

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events well into the future. Examples would include assumptions about future employment, rates of retirement, mortality, and health care cost trends. Actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. Projections of benefits for financial reporting purposes are based on the substantive plan (the plan understood by the employer and plan members) 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.

In the actuarial valuation, the projected unit credit cost method was used. The UAAL amortization payment is the level percent of payroll required to fully amortize the UAAL over a 30 year closed period. The actuarial assumptions included 2.72% rate of investment return. The valuation assumes a 7.5% health and dental care trend inflation rate for 2011 and decreases 0.5% each year until 2014, and thereafter 5.0% was assumed.

NOTE 10 - RISK MANAGEMENT

The Commission is exposed to various risks of losses related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. In order to minimize the total cost of workman's compensation and property and liability insurance, the Commission is a member of Georgia Interlocal Risk Management Agency Fund (GIRMA), and the Georgia Municipal Association (GMA) Self-insured Workman's Compensation Fund. The Commission pays an annual premium to these Funds through GIRMA and GMA. The Commission retains the first $ 1,000 of each risk of loss in the form of a deductible. All claims are filed with GIRMA and GMA who bills the Commission for any risk of loss up to the deductible amount.

As part of their agreement, the Commission must assist and cooperate in the defense and settlement of claims against the Commission. The Commission must furnish full cooperation with GIRMA's and GMA's attorneys, claims adjusters, and any agent or independent contractor of GIRMA and GMA. In addition, the

NOTE 10 - RISK MANAGEMENT (Continued)

Commission must report as promptly as possible, and in accordance with any coverage descriptions issued, all incidents which could result in GIRMA and GMA or any Fund established by GIRMA and GMA being required to pay a claim for loss or injuries to municipal property or injuries to persons or property when such loss or injury is within the scope of the protection of a Fund or Funds in which the Commission participates. The Commission is required to use due diligence to avoid or diminish any loss covered under the agreement.

As a condition of coverage, GIRMA and GMA can request that the Commission assist in effecting settlements, securing and giving evidence, obtaining witnesses in the conduct of suits, and providing of written statements for the purposes of investigation, defense, and mitigation of claims. GIRMA and GMA are responsible for payment of all claims covered under the agreement. The maximum liability for any one occurrence or claim is the maximum limit of liability as specified in the policies less the amount of stated deductibles.

For those risks covered by insurance, claims did not exceed coverage during the past three years.

NOTE 11 - CONTINGENT LIABILITIES

Federal and State Grants

The Commission receives federal and state financial assistance through various grant programs that are passed through the City of Thomson, McDuffie County, and the Town of Dearing, Georgia. The grant programs are subject to audit by the granting agency to ensure compliance with conditions precedent to the granting of funds. Any liability for reimbursement which may arise as a result of these audits is not believed to be material.

Litigation

As of December 31, 2011, the McDuffie County/City of Thomson, Georgia Water and Sewer Commission was not involved in any pending or threatened litigation.

NOTE 12 - COMMITMENTS/SUBSEQUENT EVENTS

The Commission has committed to various improvements to the water sewer system that are expected to be completed within the next one to two years. Among them are upgrades to the water filtration system at the Augusta Road water treatment plant and upgrades to the waste water treatment plant. The cost of the filtration system is expected to be $ 250,000 and cost associated with the waste water treatment improvements is estimated to be $ 1,000,000. Both projects will be funded with proceeds from SPLOST. Evaluation and assessment of these systems is currently being conducted.

Current economic conditions and the financial sector's efforts to stimulate growth have resulted in conditions favoring lower interest rates. The Commission and participating governments are currently investigating a plan to refinance all long-term debt associated with the water and sewer system. Any refinancing that may occur will include all long-term debts of the Commission, as well as, all long-term debts of the participating governments used to construct "special water/sewer districts" that are not currently owned by the Commission. These assets will be transferred to the Commission if refinancing occurs. Proposals being considered call for the refinancing of all long-term debt instruments through the issuance of City of Thomson and McDuffie County (GA) Water and Sewer Commission Revenue Bonds, Series 2012. The refinancing is expected to reduce final maturities of all long-term debt from 36 years to 20-25 years and result in a significant decrease in future debt service requirements. A final decision regarding refinancing is expected to be made mid-2012 and is contingent upon a favorable outcome and approval by the Commission and participating governments.

REQUIRED SUPPLEMENTARY INFORMATION

MCDUFFIE COUNTY/CITY OF THOMSON, GEORGIA
WATER AND SEWER COMMISSION
SCHEDULE OF FUNDING PROGRESS
OTHER POST EMPLOYMENT BENEFITS PLAN

The Commission's annual required contribution (ARC), the percent funded, and the actual contribution are as follows:

Fiscal Year Ended	Annual Required Contribution	Percent Funded	Actual Contribution
2009	$ 37,540	0.00%	$ -
2010	$ 48,607	4.73%	$ 2,298
2011	$ 42,306	11.93%	$ 5,049

Funded Status and Funding Progress

The funded status of the plan is as follows:

	2011	2010	2009
Actuarial accrued liability	$ 351,833	$ 351,833	$ 351,833
Actuarial value of plan assets	-	-	-
Unfunded actuarial accrued liability	$ 351,833	$ 351,833	$ 351,833
Funded ratio	0.00%	0.00%	0.00%
Covered payroll	$ 866,368	$ 907,105	$ 861,892
Unfunded actuarial accrued liability as a percentage of covered payroll	40.61%	38.79%	40.82%

OTHER AUDITOR'S REPORTS REQUIRED BY GOVERNMENT AUDITING STANDARDS

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*

McDuffie County/City of Thomson, Georgia
Water and Sewer Commission
Thomson, Georgia

We have audited the financial statements of the McDuffie County/City of Thomson, Georgia Water and Sewer Commission as of and for the year ended December 31, 2011, which collectively comprise the Commission's basic financial statements and have issued our report thereon dated June 25, 2012. 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
Management of the Commission is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the Commission'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 Commission's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Commission'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 reasonable possibility that a material misstatement of the Commission'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 previously.

Compliance and other Matters
As part of obtaining reasonable assurance about whether the Commission'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 management, others within the organization, Commissioners, 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.

Elliott Davis, LLC

Greenwood, South Carolina
June 25, 2012

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