

★ **Roll Call Number**

Agenda Item Number

31

Date November 4, 2013

Receipt of Des Moines Water Works Audit Report for the year ending December 31, 2012 and 2011.

Moved by _____ to

COUNCIL ACTION	YEAS	NAYS	PASS	ABSENT
COWNIE				
COLEMAN				
GRIESS				
HENSLEY				
MAHAFFEY				
MOORE				
TOTAL				

CERTIFICATE

I, DIANE RAUH, City Clerk of said City hereby certify that at a meeting of the City Council of said City of Des Moines, held on the above date, among other proceedings the above was adopted.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first above written.

MOTION CARRIED

APPROVED

Mayor

City Clerk

Des Moines Water Works

Financial Report
December 31, 2012 and 2011

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Independent Auditor's Report

Board of Water Works Trustees
Des Moines Water Works
Des Moines, Iowa

Report on the Financial Statements

We have audited the accompanying financial statements of the Des Moines Water Works (Water Works) as of and for the years ended December 31, 2012 and 2011, and the related notes to the financial statements, which collectively comprise the Water Works' basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. The financial statements of the Pension Trust Fund were not audited in accordance with *Government Auditing Standards*.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Des Moines Water Works as of December 31, 2012 and 2011, and the respective changes in financial position and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 3 through 9, other postemployment benefit plan schedules on page 36 and pension plan schedules on pages 37 through 38, 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 response 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.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our reports for the years ended December 31, 2012 and 2011 dated June 12, 2013 and June 21, 2012, respectively, on our consideration of the Water Works' 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 those reports are to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on internal control over financial reporting or on compliance. Those reports are an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Water Works' internal control over financial reporting and compliance.

McGladrey LLP

Des Moines, Iowa
June 12, 2013

Des Moines Water Works

Management's Discussion and Analysis Year Ended December 31, 2012

Our Management's Discussion and Analysis (MD&A) of Des Moines Water Works' (Water Works) financial performance provides an overview of the utility's financial activities for the years ended December 31, 2012 and 2011. Please consider this information in conjunction with the financial statements and the accompanying notes to basic financial statements that follow this section.

Overview of Business

The service area of the Water Works has expanded significantly since its emergence as a public water utility in 1919. In addition to serving customers within the City of Des Moines, Water Works provides wholesale water service based on long-term water contracts to surrounding municipalities and rural water districts, accounting for roughly 30 percent of total water revenues. This service area spans approximately 400 square miles, including most of Polk County and communities in eastern Dallas County and northern Warren County. The utility also provides billing and collection services on a contractual basis to wholesale customers and billing and collection services to the City of Des Moines for wastewater treatment, solid waste collection and the storm water utility.

As the utility's service area has expanded, so too has the need for water storage facilities, booster stations and additional treatment capacity to meet peak demand requirements. The most economical approach for the Water Works has involved utilizing these facilities to supply multiple customers. Contractual service users share in the cost of these joint-use facilities, which allows for meeting peak use demands and also allows some users to participate in lower off-peak or purchased capacity water rates. Financial participation in the construction of these facilities includes initial cash contributions or payments of debt service for the improvements and annual payments of operating and maintenance costs. Ownership of these facilities is maintained by the Water Works.

The water sources for the system are the Raccoon River, the Des Moines River, an underground infiltration gallery, wells along the Des Moines River and wells along the Raccoon River near Maffitt Reservoir. These sources are used to provide adequate supply in the most cost-effective combination. The utility operates three treatment plants, with two of these plants being operated remotely.

Governance of the Water Works is vested in a five-member Board appointed by the Mayor of the City of Des Moines with the approval of the City Council. Trustees serve for six-year staggered terms. The Board has complete control of Water Works' management and employs approximately 203 full-time and 17 part-time or seasonal employees.

The utility has adopted an annual activity-based budgeting methodology and performs an annual cost of service study to assist the Board in rate-setting policy.

Financial Highlights

- In 2012, operating revenues of \$54,214,262 increased 8.67 percent over 2011, while operating expenses in 2012 increased 9.4 percent to \$41,751,334. Operating revenues of \$49,890,743 in 2011 increased 12.54 percent from 2010, while operating expenses decreased 0.53 percent to \$38,162,428.
- During the year, Water Works had operating income of \$12,462,928 and change in net position of \$9,378,404. This compares to operating income of \$11,728,315 and change in net position of \$10,087,801 reported in 2011.
- Water Works' net position increased as a result of operations. As of December 31, 2012 and 2011, total assets were \$310,041,945 and \$303,981,038, respectively; total liabilities were \$82,007,899 and \$82,076,553, respectively; resulting in net position of \$231,282,889 and \$221,904,485, respectively.

Des Moines Water Works

Management's Discussion and Analysis Year Ended December 31, 2012

Overview of the Financial Statements

Management's Discussion and Analysis (MD&A) serves as an introduction to the financial statements and the MD&A represents management's examination and analysis of the Water Works' financial condition and performance. The financial statements report information about the utility using full accrual accounting methods as utilized by similar entities in the private sector.

The statements of net position provides information about the Water Works' assets, deferred outflows, liabilities, deferred inflows and net position; thereby measuring the Water Works' liquidity and solvency. Liquidity is a measure of the utility's ability to meet current obligations (those due within one year). Solvency is a similar concept, but measures the ongoing ability to meet obligations over a longer term.

The statement of revenues, expenses and changes in net position presents the results of the Water Works' revenues and expenses over the course of the fiscal year and provides information about the utility's recovery of costs. Water rates are established by the Board of Trustees and are based on the utility's annual Cost of Service Study. The Cost of Service Study estimates annual revenue requirements through an analysis of operational and maintenance expenses, debt service requirements, anticipated capital needs and return on capital. The Study provides a core of information not only for the trustees and staff at Des Moines Water Works, but also for the customers ultimately affected by our decisions.

The statement of cash flows presents cash receipts, cash disbursements and net changes in cash resulting from operations, noncapital financing activities, capital and related financing and investing activities. This statement details where cash resources come from and how they are used.

The notes to basic financial statements provide required disclosures and other information that are essential to a full understanding of data provided in the statements. The notes supplement the basic financial statements by presenting information about the Water Works' accounting policies, significant account balances and activities, material risks, obligations, commitments and contingencies.

Condensed Financial Information

The following condensed financial information serves as key financial data and indicators for management, monitoring and planning.

Condensed Statement of Net Position Information

	2012	2011	2010	% Change 2011 to 2012	% Change 2010 to 2011
Current assets	\$ 10,744,768	\$ 11,803,149	\$ 11,433,463	(8.97)%	3.23%
Capital assets, net	271,847,334	268,341,029	263,496,657	1.31	1.84
Other noncurrent assets	27,449,843	23,836,860	23,959,872	15.16	(0.51)
Total assets	310,041,945	303,981,038	298,889,992	2.00	1.70
Deferred outflow of resources	3,248,843	-	-	100.00	-
Current liabilities	15,877,150	14,107,983	13,737,825	12.54	2.69
Other noncurrent liabilities	14,820,876	14,791,900	15,183,446	0.20	(2.58)
Long-term debt, net	51,309,873	53,176,670	58,152,037	(3.51)	(8.56)
Total liabilities	82,007,899	82,076,553	87,073,308	(0.08)	(5.74)
Net investment in capital assets	218,934,233	210,861,210	201,720,168	3.83	4.53
Restricted	18,550,392	17,605,399	19,426,970	5.37	(9.38)
Unrestricted	(6,201,736)	(6,562,124)	(9,330,454)	(5.49)	(29.67)
Total net position	\$ 231,282,889	\$ 221,904,485	\$ 211,816,684	4.23	4.76

Des Moines Water Works

Management's Discussion and Analysis Year Ended December 31, 2012

Condensed Revenues, Expenses and Changes in Net Position

	2012	2011	2010	% Change 2011 to 2012	% Change 2010 to 2011
Water sales	\$ 48,388,978	\$ 44,146,447	\$ 38,614,215	9.61%	14.33%
Billing and collection services	1,253,389	1,250,618	1,250,614	0.22	0.00
Connection fees	417,057	333,021	267,034	25.23	24.71
Purchased capacity	1,276,293	1,276,293	1,276,293	-	-
Other sales and services	2,878,545	2,884,364	2,922,290	(0.20)	(1.30)
Total operating revenues	54,214,262	49,890,743	44,330,446	8.67	12.54
Investment income	106,025	233,205	297,062	(54.54)	(21.50)
Other	203,266	191,203	186,457	6.31	2.55
Capital contributions	274,304	193,954	2,841,825	41.43	(93.18)
Total revenues	54,797,857	50,509,105	47,655,790	8.49	5.99
Labor and benefits	18,677,810	17,471,163	16,730,625	6.91	4.43
Chemicals and power	6,643,849	6,255,976	5,703,687	6.20	9.68
Corporate Insurance	867,749	851,245	881,853	1.94	(3.47)
Purchased services	4,222,301	3,115,285	5,328,241	35.53	(41.53)
Materials, supplies and equipment	3,075,024	2,857,640	2,988,356	7.61	(4.37)
Depreciation	8,037,059	7,311,994	6,390,991	9.92	14.41
Other	227,542	299,125	342,508	(23.93)	(12.67)
Total operating expenses	41,751,334	38,162,428	38,366,261	9.40	(0.53)
Interest expense	2,717,967	2,271,809	608,768	19.64	273.18
(Gain) loss on sale of fixed assets	950,152	(12,933)	(63,657)	(7,446.73)	(79.68)
Total expenses	45,419,453	40,421,304	38,911,372	12.37	3.88
Change in net position	9,378,404	10,087,801	8,744,418	(7.03)	15.36
Net position, beginning of year	221,904,485	211,816,684	203,072,266	4.76	4.31
Net position, end of year	\$ 231,282,889	\$ 221,904,485	\$ 211,816,684	4.23	4.76

Financial Analysis

Year ended December 31, 2012: Current assets decreased 8.97 percent. This is primarily due to timing of cash in general account as well as investments being invested rather than in cash at December 31, 2012. Other noncurrent assets increased 15.16 percent. Additional revenue due to the dry summer resulted in money being invested in operating reserves. Deferred outflows of resources totaling approximately \$3,250,000 relates to the 2012 advanced refunding of the 2006 bonds. This is the difference between the reacquisition price and the net carrying amount of the old debt. Capital assets increased by 1.31 percent. Overall, total assets as of December 31, 2012 are approximately \$9,300,000 more than December 31, 2011.

Current liabilities increased 12.54 percent. This is primarily due to the current portion of the long-term debt being higher in 2012 than in 2011. The amount to be paid in 2013 (which is shown as a current payable as of December 31, 2012) for bond payments are nearly \$615,000 higher than what was paid in 2012. The amount in accounts payable is also higher as of December 31, 2012 which is merely due to timing of invoice receipts and issuing payable checks. The balance in this account can vary widely based on the timing of payments at the end of the year.

Des Moines Water Works

Management's Discussion and Analysis Year Ended December 31, 2012

Noncurrent liabilities include unearned revenue being amortized over a period of 10 to 20 years, the pension liability which will be paid through future pension contributions and the liability for other postretirement benefits. This shows the actuarial liability for providing health care benefits to retirees of Des Moines Water Works.

Long-term debt decreased 3.51 percent in 2012 due to the scheduled payment of the principal and the reclassification of \$4,860,000 of the scheduled 2013 debt service payments to short-term liabilities.

Water sales increased 9.61 percent. There was a very minimal rate increase in 2012 for most service areas. However, due to the very dry summer, consumption was up 11% compared to the prior year.

Revenue for billing and collection services remained flat as compared to 2011. The rates for billing and collecting services did not change in 2012 as well as the number of bills, which determines the fee.

Connection fees increased nearly 25 percent or \$84,000. These fees can fluctuate widely from year to year depending on the level of development experienced within the utility's service areas.

Purchased capacity revenues were flat compared to 2011. This represents the continued amortization of unearned revenue. This unearned revenue represents cash contributions to fund the water treatment plant located in the north part of the service area and previous years' cash contributions from wholesale customers to fund the L.D. McMullen Water Treatment Facility. Financial participation in the construction of the plants allows users to participate in lower purchased capacity water rates. Unearned revenue balances are amortized to purchase capacity revenue over the length of the contract, generally 10 to 20 years.

Revenue from other sales and services remained relatively flat in 2012. Included in this line are numerous revenue items in the utility including reconnect fees, stop box repairs, distribution system repairs, lab testing, Botanical Center revenue, etc.

Effective January 5, 2004, per 28E agreement with the City of Des Moines, Des Moines Water Works assumed management of operations of the Des Moines Botanical Center. Operations include room rentals, catering and café, gift shop and special events. Botanical Center revenues of \$635,457 and \$736,990 for 2012 and 2011, respectively, are included in Water Works' financial results.

Operating labor and benefits increased 6.91 percent which is primarily due to wage rate increases and an increase in the pension funding expense.

Chemicals and power increased 6.20 percent. Most of this increase was due to higher consumption in 2012 resulting in more usage of chemicals and utilities in the treatment process.

Corporate insurance increased by less than 2 percent due to normal increase in property values.

Purchased services increased 35.53 percent or approximately \$1.1 million compared to 2011. Nearly \$1.3 million of prior years' operating expenses were reclassified to capital expenses in 2011 thus reducing the expense on this line. This reclass was for riverbank projects at McMullen and Saylorville resulting from the 2008 floods.

Materials, supplies and equipment increased by 7.61 percent. This includes items such as postage, inventory items and repair parts for the maintenance of the treatment facilities, distribution system and fleet vehicles. The number of main breaks was higher in 2012 than in 2011 requiring the use of more materials and inventory to repair.

Des Moines Water Works

Management's Discussion and Analysis Year Ended December 31, 2012

Other expenses decreased nearly 24 percent. This includes bad debt expense which is approximately \$70,000 lower than 2011 and casualty losses which are approximately \$14,000 lower than 2011. Both these items can fluctuate from year to year.

Investment income decreased 54.54 percent due to lower investment balances. The lower investment balances are a result of spending the bond proceeds on the large capital projects in recent years.

Interest expense increased 19.64 percent in 2012. While the interest expense on the outstanding bonds was relatively flat, there was approximately \$415,000 of expenses relating to writing off bond issue costs to interest expense. This is as a result of GASB Statement No. 65 implementation.

Capital contributions increased 41.43 percent or \$80,000. These contributions can fluctuate widely from year to year, depending on the status of construction and the timing of inspections performed by Water Works' staff.

The aforementioned fluctuations result in an overall increase in net position of 4.23 percent, the result of a 8.67 percent increase in operating revenues, an increase in operating expenses of 9.4 percent and a 8.49 percent increase in nonoperating revenues.

Year ended December 31, 2011: Current assets increased 3.23 percent while other noncurrent assets decreased approximately 0.51 percent. These offsetting changes are a result of investments being held in cash at 12/31/2010, while they were invested at December 31, 2011. This is a timing difference of when investments mature and when the proceeds are used to purchase additional investments. Capital assets increased by 1.84 percent. Overall, total assets as of December 31, 2011 are approximately \$5,091,000 more than December 31, 2010.

Current liabilities increased 2.71 percent. Fees collected for other entities increased by nearly \$350,000. As the billing and collecting agent for city services, primarily the City of Des Moines, Water Works collects this money and remits it back to the City. The balance in this account can vary widely based on the timing of payments at the end of the year.

Noncurrent liabilities include unearned revenue being amortized over a period of 10 to 20 years, the pension liability which will be paid through future pension contributions and the liability for other postretirement benefits. This shows the actuarial liability for providing health care benefits to retirees of Des Moines Water Works.

Long-term debt decreased 8.56 percent in 2011 due to the scheduled payment of the principal and the reclassification of \$4,246,000 of the scheduled 2012 debt service payments to short-term liabilities.

Water sales increased 14.33 percent. The increase is attributed to a rate increase and an increase to availability charges effective May 1 for most service areas. Pumpage was also up slightly compared to the prior year.

Revenue for billing and collection services remained flat to 2010. The rates for billing and collecting services did not change in 2011 as well as the number of bills did not change much.

Connection fees increased 24.71 percent or \$66,000. These fees can fluctuate widely from year to year depending on the level of development experienced within the utility's service areas.

Des Moines Water Works

Management's Discussion and Analysis Year Ended December 31, 2012

Purchased capacity revenues were flat compared to 2010. This represents the continued amortization of unearned revenue. This unearned revenue represents cash contributions to fund the new water treatment plant under construction and previous years' cash contributions from wholesale customers to fund the L.D. McMullen Water Treatment Facility. Financial participation in the construction of the plants allows users to participate in lower purchased capacity water rates. Unearned revenue balances are amortized to purchase capacity revenue over the length of the contract, generally 10 to 20 years.

Revenue from other sales and services remained relatively flat in 2011. Included in this line are numerous revenue items in the utility including reconnect fees, stop box repairs, distribution system repairs, lab testing, Botanical Center revenue, etc.

Effective January 5, 2004, per 28E agreement with the City of Des Moines, Des Moines Water Works assumed management of operations of the Des Moines Botanical Center. Operations include room rentals, catering and café, gift shop and special events. Botanical Center revenues of \$736,990 and \$762,179 for 2011 and 2010, respectively, are included in Water Works' financial results.

Operating labor and benefits increased 4.43 percent which is primarily due to wage rate increases and an increase in the pension funding expense. Offsetting this increase is that more labor was charged to capital projects in 2011 than 2010.

Chemicals and power increased 9.68 percent. Some of this increase was due to higher consumption in 2011 resulting in more usage of chemicals and utilities in the treatment process. Chemical prices also increased approximately \$318,000 over 2010.

Corporate insurance decreased by 3.47 percent due to lower premiums and broker fees.

Purchased services decreased 41.53 percent or approximately \$2.2 million compared to 2010. In 2011, \$1.3 million of prior year operating expenses were reclassified to capital expenses. This reclass was for riverbank projects at McMullen and Saylorville resulting from the 2008 floods.

Materials, supplies and equipment decreased by 4.37 percent. This includes items such as postage, inventory items and repair parts for the maintenance of the treatment facilities, distribution system and fleet vehicles.

Other expenses decreased 12.67 percent. This includes bad debt expense which is approximately \$40,000 higher than 2010 and casualty losses which is approximately \$56,000 lower than 2010. Both these items can fluctuate from year to year.

Investment income decreased 21.50 percent due to lower investment balances. The lower investment balances are a result of spending of the bond proceeds on the large capital projects in recent years.

Interest expense increased by nearly \$1.7 million in 2011. While the interest expense on the outstanding bonds was relatively flat, the amount of interest expense that could be capitalized with the capital projects being built was considerably lower. While an asset is being constructed with bond proceeds, a part of the interest expense can be capitalized with the cost of the asset. This reduces the amount of expense on the income statement. This capitalization of interest stops when the assets become operational. The eastside project was put into operation in late 2010 and the new treatment plant went on-line in mid-2011.

Des Moines Water Works

Management's Discussion and Analysis Year Ended December 31, 2012

Capital contributions decreased 93.18 percent or \$2.6 million dollars. There were only a few capital contributions in 2011. These included reimbursement from FEMA on 2008 flood expenses and a contribution from the City of Alleman for improvements in their service area. In 2010, there were a few large entries including contracts payable was written down approximately \$600,000 for the I-235 project. Income from FEMA reimbursable projects was recognized in the amount of \$1.7 million. There were no contributions of water mains from subdividers. These contributions can fluctuate widely from year to year, depending on the status of construction and the timing of inspections performed by Water Works' staff.

The aforementioned fluctuations result in an overall increase in net position of 4.76 percent, the result of a 12.54 percent increase in operating revenues, a decrease in operating expenses of less than one percent and a 81.40 percent decrease in nonoperating revenues.

Capital Assets and Debt Administration

During 2012, net capital assets increased \$3,506,305 or 1.31 percent. In addition to replacing deteriorating water mains, the utility continues to reinvest in water treatment, production, storage and capacity. There were no significant changes to the condition of infrastructure assets, nor were there any changes made to standard service lives of those assets.

Water Works' long-term debt was \$51,309,873 and \$53,176,670 as of December 31, 2012 and 2011, respectively. The decrease is due to scheduled principal payments and refinancing of the 2004B and 2006 bonds.

During 2011, net capital assets increased \$4,844,372 or 1.84 percent. In addition to replacing deteriorating water mains, the utility placed in service a water treatment plant in the northern part of the service area. This new treatment plant has been a multi-year project. There were no significant changes to the condition of infrastructure assets, nor were there any changes made to standard service lives of those assets.

Water Works' long-term debt was \$53,176,670 and \$58,152,037 as of December 31, 2011 and 2010, respectively. The decrease is due to scheduled principal payments and refinancing of the 2004A bonds.

Economic Factors

Due to the Water Works' large concentration of residential customers, weather impacts revenue to a greater degree than do economic cycles. Water Works budgets revenues and expenses based on anticipated consumption for a "normal" weather year. Most service areas did not receive a water rate increase in 2013.

Requests for Information

If the reader has questions or would like additional information, please direct the request to: Peggy Freese, Treasurer, 2201 George Flagg Parkway, Des Moines, Iowa 50321-1190.

Des Moines Water Works

**Statements of Net Position
December 31, 2012 and 2011**

	2012	2011
Assets		
Current assets:		
Cash	\$ 1,057,628	\$ 2,675,178
Restricted assets, cash	547,615	411,037
Accounts receivable:		
Billed	4,281,468	3,534,073
Unbilled	1,513,992	1,430,444
Due from other governments	417,570	373,512
Other receivables	232,195	771,018
Inventory, materials and supplies	2,038,165	1,775,147
Prepaid expenses	656,135	832,740
Total current assets	10,744,768	11,803,149
Restricted assets, cash and investments:		
Cash	7,569,908	1,573,673
Water revenue bond reserve fund	9,840,798	15,028,625
Water revenue bond improvement fund	600,000	600,000
	18,010,706	17,202,298
Long-term investments:		
Investment in land	624,562	624,562
Board designated funds, investments	8,532,266	5,522,500
	9,156,828	6,147,062
Capital assets:		
Land	6,405,175	6,405,175
Construction-in-progress	11,695,445	9,924,084
Buildings, equipment and machinery	158,154,796	155,081,618
Supply system	50,860,897	50,370,785
Distribution system	183,969,349	178,069,390
	411,085,662	399,851,052
Accumulated depreciation	(139,238,328)	(131,510,023)
Capital assets, net	271,847,334	268,341,029
Other assets	282,309	487,500
Total assets	\$ 310,041,945	\$ 303,981,038
Deferred outflow of resources, deferred charge on refunding	\$ 3,248,843	\$ -

See Notes to Basic Financial Statements.

	2012	2011
Liabilities and Net Position		
Current liabilities:		
Accounts payable	\$ 2,281,798	\$ 1,475,569
Accrued wages and benefits	546,078	559,357
Compensated absences	1,969,212	1,979,865
Unearned revenue	1,515,207	1,386,521
Special deposits	655,567	523,291
Construction payables	3,271,107	3,273,677
Water revenue bonds interest payable	230,566	187,581
Current portion of long-term debt, net	4,860,000	4,311,085
Fees collected for other entities	547,615	411,037
Total current liabilities	15,877,150	14,107,983
Noncurrent liabilities:		
Long-term debt, net, less current installments	51,309,873	53,176,670
Compensated absences, less current portion	819,235	755,065
Unearned revenue	9,754,926	10,603,169
Pension liability	94,349	100,093
Other postemployment benefits liability	4,152,366	3,333,573
Total noncurrent liabilities	66,130,749	67,968,570
Total liabilities	82,007,899	82,076,553
Net position:		
Net investment in capital assets	218,934,233	210,861,210
Restricted (bond indentures)	18,550,392	17,605,399
Unrestricted (deficit)	(6,201,736)	(6,562,124)
Total net position	231,282,889	221,904,485
Total liabilities and net position	\$ 313,290,788	\$ 303,981,038

Des Moines Water Works

**Statements of Revenues, Expenses and Changes in Net Position
Years Ended December 31, 2012 and 2011**

	2012	2011
Operating revenues:		
Water sales	\$ 49,665,271	\$ 45,422,740
Other sales and services	4,131,934	4,134,982
Connection fees	417,057	333,021
Total operating revenues	54,214,262	49,890,743
Operating expenses:		
Labor	12,041,547	11,541,994
Group insurance	1,888,181	1,872,670
Retirement benefits (including social security)	4,748,082	4,056,499
Purchased services	4,222,301	3,115,285
Corporate insurance	867,749	851,245
Materials, supplies and equipment	3,075,024	2,857,640
Chemicals	4,052,550	3,863,260
Utilities	2,591,299	2,392,716
Depreciation	8,037,059	7,311,994
Other	227,542	299,125
Total operating expenses	41,751,334	38,162,428
Operating income	12,462,928	11,728,315
Nonoperating revenue (expense):		
Investment income	106,025	233,205
Interest and amortization expense	(2,717,967)	(2,271,809)
Land use income	200,779	188,660
Gain (loss) on sale of capital assets	(950,152)	12,933
Other	2,487	2,543
Nonoperating revenue (expense), net	(3,358,828)	(1,834,468)
Income before capital contributions	9,104,100	9,893,847
Capital contributions	274,304	193,954
Change in net position	9,378,404	10,087,801
Net position, beginning of year	221,904,485	211,816,684
Net position, end of year	\$ 231,282,889	\$ 221,904,485

See Notes to Basic Financial Statements.

Des Moines Water Works

Statements of Cash Flows

Years Ended December 31, 2012 and 2011

	2012	2011
Cash flows from operating activities:		
Cash received from customers	\$ 53,449,223	\$ 48,103,718
Cash paid to suppliers	(14,316,648)	(13,384,798)
Cash paid to employees and for payroll taxes	(17,824,524)	(16,598,704)
Net cash provided by operating activities	21,308,051	18,120,216
Cash flows from capital and related financing activities:		
Principal payments on long-term debt	(48,751,000)	(15,398,000)
Proceeds from long-term debt	44,005,000	10,250,000
Acquisition, construction and removal cost of capital assets	(12,496,087)	(12,148,892)
Proceeds from sale of capital assets	-	125,000
Contributions received	230,246	1,488,997
Interest paid	(2,313,866)	(2,150,831)
Net cash (used in) capital and related financing activities	(19,325,707)	(17,833,726)
Cash flows from investing activities:		
Proceeds from maturities of investments	18,331,997	22,339,389
Purchase of investments	(16,153,936)	(28,070,082)
Interest received	151,592	200,358
Land use income and other	203,266	191,203
Net cash provided by (used in) investing activities	2,532,919	(5,339,132)
Net increase (decrease) in cash	4,515,263	(5,052,642)
Cash, beginning of year	4,659,888	9,712,530
Cash, end of year	\$ 9,175,151	\$ 4,659,888
Reconciliation of cash to the statement of net position:		
Cash	\$ 1,057,628	\$ 2,675,178
Restricted assets, cash current	547,615	411,037
Restricted assets, cash long term	7,569,908	1,573,673
Total cash at end of year	\$ 9,175,151	\$ 4,659,888

(Continued)

Des Moines Water Works

Statements of Cash Flows (Continued)
Years Ended December 31, 2012 and 2011

	2012	2011
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$ 12,462,928	\$ 11,728,315
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	8,037,059	7,311,994
Change in:		
Accounts receivable, billed	(747,395)	(123,513)
Accounts receivable, unbilled	(83,548)	(145,517)
Other receivables	493,257	(619,345)
Inventory, materials and supplies	(263,018)	(75,514)
Prepaid expenses	176,605	5,842
Other assets	23,350	15,688
Accounts payable	806,229	64,145
Accrued wages and benefits and compensated absences	40,238	136,671
Pension liability	(5,744)	(5,744)
Other postemployment benefit liability	818,793	741,533
Unearned revenue	(719,557)	(1,346,718)
Special deposits	132,276	81,797
Fees collected for other entities	136,578	350,582
Net cash provided by operating activities	\$ 21,308,051	\$ 18,120,216
Schedule of noncash capital and related financing activities:		
Acquisition of capital assets through construction payables	\$ 2,570	\$ 34,605
Capitalized interest	-	29,146
Decrease in other receivables for sale of capital assets	-	(125,000)
Trade-in value towards assets purchased	-	17,260
Schedule of noncash investing activities, net depreciation of the fair value of investments	\$ 87,696	\$ 18,549

See Notes to Basic Financial Statements.

**Des Moines Water Works
Pension Plan**

**Statements of Plan Net Position
December 31, 2012 and 2011**

	<u>2012</u>	<u>2011</u>
Assets		
Investments, contracts with insurance companies, pooled separate accounts	\$ 43,020,117	\$ 37,739,872
Liabilities	<u>-</u>	<u>-</u>
Net position held in trust for pension benefits	<u>\$ 43,020,117</u>	<u>\$ 37,739,872</u>

See Notes to Basic Financial Statements.

**Des Moines Water Works
Pension Plan**

**Statements of Changes in Plan Net Position
Years Ended December 31, 2012 and 2011**

	2012	2011
Additions:		
Investment income:		
Net appreciation (depreciation) in the fair value of pooled separate accounts, interest and dividends	\$ 4,825,703	\$ (4,425)
Employer contributions	2,782,486	2,204,886
Total additions	7,608,189	2,200,461
Deductions:		
Benefit payments	2,282,100	2,095,099
Administrative expenses	45,844	63,770
Total deductions	2,327,944	2,158,869
Net increase	5,280,245	41,592
Net position held in trust for pension benefits:		
Beginning of year	37,739,872	37,698,280
End of year	\$ 43,020,117	\$ 37,739,872

See Notes to Basic Financial Statements.

Des Moines Water Works

Notes to Basic Financial Statements

Note 1. Nature of Business, Reporting Entity and Significant Accounting Policies

Nature of business:

Des Moines Water Works (Water Works) is managed and controlled by the Board of Water Works Trustees of the City of Des Moines, Iowa (the Board), which exists under the provisions of Chapter 388 and other relevant statutes of the Code of Iowa. The five-member Board is appointed by the Mayor of Des Moines with the approval of the City Council. Trustees serve for six-year staggered terms.

Water Works is exempt from federal income tax pursuant to Internal Revenue Code Section 115 which provides for exemption of divisions of state and local governments.

Water Works provides water and other services to retail and wholesale customers in the City of Des Moines (the City) and surrounding communities.

Reporting entity:

Accounting principles generally accepted in the United States of America require the reporting entity include (1) the primary government, (2) organizations for which the primary government is financially accountable and (3) other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete. The Water Works has authority to issue bonded debt without the approval of another government. It has the right to sue and be sued, and has the right to buy, sell, lease or mortgage property in its own name. Based on these criteria, the Water Works is considered a primary government and there are no other organizations or agencies whose financial statements should be combined and presented with these financial statements.

Significant accounting policies:

Basis of accounting and measurement focus: The economic measurement focus and the accrual basis of accounting are used by the Water Works. Under the accrual basis of accounting, revenue is recognized when earned and expenses are recognized when the liability has been incurred. Under this basis of accounting, all assets and deferred outflows and all liabilities and deferred inflows associated with the operation of the Water Works are included in the statement of net position.

The financial statements of the Water Works are prepared in accordance with generally accepted accounting principles (GAAP) as applied to governmental units. The Government Accounting Standards Board (GASB) is the standard-setting body for governmental accounting and financial reporting. The GASB periodically updates its codification of the existing Governmental Accounting and Financial Reporting Standards, which, along with subsequent GASB pronouncements (Statements and Interpretations), constitutes GAAP for governmental units.

The Water Works adopted GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources and Net Position*, in the current year. The adoption of this Statement changed the presentation of the basic financial statements to a statement of net position format.

Des Moines Water Works

Notes to Basic Financial Statements

Note 1. Nature of Business, Reporting Entity and Significant Accounting Policies (Continued)

Accounting 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.

Cash and investments: For the purpose of the statement of cash flows, Water Works considers cash balances maintained in demand deposit accounts at financial institutions to be cash. Excess cash invested temporarily in financial institutions is considered an investing activity and is not considered to be cash.

Investments as of December 31, 2012 were in U.S. government or agency obligations and are stated at fair value, based on quoted market prices.

Revenue recognition: Customers served by Water Works are billed on a monthly cyclical basis based on usage. Water Works accrues estimated unbilled water revenues for services rendered from the last billing date through year-end.

Operating revenues and expenses: Operating revenues include revenues resulting from the sale of water and related services. Revenues from the sale of water are based on billing rates, which are applied to customer's consumption of water. Operating expenses include expenses for water treatment, distribution, depreciation, customer service and sales, administrative and general. Nonoperating revenues and expenses include those derived from capital and related financing activities, noncapital financing activities and investing activities.

Transactions with the City of Des Moines: Water Works provides water service to the City without charge except for the Sewage Treatment Works, Des Moines International Airport and City golf courses. The value (computed at the commercial rate) of the service provided without charge was approximately \$987,025 and \$821,233 in 2012 and 2011, respectively.

Water Works has an agreement to pay the City a Payment in Lieu of Taxes (PILOT). This amount was calculated in 2009 by applying the City millage rate for police and fire to the value of buildings and land operated and controlled by Water Works located within the City at that time. The total PILOT payment was \$675,381 and \$647,645 in 2012 and 2011, respectively.

Water Works has also agreed to match annual contributions of the City (up to \$50,000) toward the Greater Des Moines Partnership to help generate economic development within the City. Payments of \$50,000 were made in 2012 and 2011.

Billings and collection agent services: Water Works serves as the billing and collection agent for fees related to sewage treatment, solid waste and storm water collection for certain political subdivisions (including the City). Separate accounting records are maintained by Water Works for these collection services. Fees collected not yet remitted by Water Works to the applicable entity totaled \$547,615 and \$411,037 as of December 31, 2012 and 2011, respectively. These fees have been reflected in Water Works' statement of net position and were remitted to the City and other political subdivisions subsequent to year-end. Processing fees billed to the City and other political subdivisions for billing and collection services provided by Water Works totaled approximately \$1,253,000 and \$1,251,000 in 2012 and 2011, respectively. The City's fees reflect only the incremental expenses incurred by Water Works to bill and collect the City's charges, rather than an equal sharing of the costs. Water Works bears the total cost of meter reading, cash processing and statement preparation and mailing.

Des Moines Water Works

Notes to Basic Financial Statements

Note 1. Nature of Business, Reporting Entity and Significant Accounting Policies (Continued)

Inventories: Inventories are stated at the lower of average cost or market. The costs of these materials and supplies are recorded as an expense at the time they are relieved from inventory for use.

Board designated funds: These assets are reserves held for any contingencies.

Restricted assets, cash and investments: Water Works is required, under the water revenue bond resolutions, to reserve certain assets to provide for payment of the bonds and interest for protection of the bondholders, and for the improvement and extension of facilities. Disbursement of these assets is restricted by the purpose of the respective funds.

Capital assets: Capital assets are recorded at cost and depreciated utilizing the straight-line method over estimated useful lives as follows:

Buildings, equipment and machinery	3-85 years
Supply system	20-85 years
Distribution system	10-85 years

Expenditures for maintenance, repairs and minor replacements are charged to operations. Expenditures for major repairs and betterments are capitalized. Water Works' capitalization threshold is \$1,000. When capital assets are retired or otherwise disposed, the cost and related accumulated depreciation are removed from the accounts and any resulting gains or losses are included in the statement of revenues, expenses and changes in net assets. Included in capital assets are the interest capitalized during construction in accordance with accounting principles generally accepted in the United States of America. No capitalized interest was recorded in 2012. Capitalized interest was \$29,146 in 2011.

Net position: Net position represent the difference between assets and liabilities in the financial statements. Net investment in capital assets, consists of capital assets, net of accumulated depreciation, reduced by the outstanding balance of any long-term debt used for acquisition, construction, or improvement of those assets and increased by deferred outflows of resources for deferred charges on refundings. Net position is reported as restricted when there are limitations imposed on its use through external restrictions imposed by creditors, grantors, or laws or regulations of other governments. As of December 31, 2012 and 2011, Water Works had unspent bond proceeds of \$7,929 and \$7,936, respectively.

The Water Works' policy is to first apply restricted resources when an expense is incurred for purposes for which both restricted and unrestricted net assets are available.

Rates: The Board has full authority to establish rates. As part of the rate-setting process, Water Works performs an annual Cost of Service Study to determine the cost of operations. This Study is based on a standard water industry model. Based upon the Study, rates are set to fund future operations. Costs related to operations and maintenance, depreciation based on estimated replacement cost of capital assets (which differs from depreciation expense recorded for financial reporting purposes), debt service and return on capital are factored into the rate design as well as demand factors from various customer classes.

Des Moines Water Works

Notes to Basic Financial Statements

Note 1. Nature of Business, Reporting Entity and Significant Accounting Policies (Continued)

Unearned revenue: During 1996 and years subsequent, Water Works entered into contractual agreements with other political subdivisions to sell treatment capacity to these entities. In exchange for purchasing these amounts of capacity, the political subdivisions will be able to purchase water at a lower wholesale water rate. Purchasers were offered the option of cash payment or participating in issues of water revenue bonds. For entities choosing to pay cash in advance, Water Works records these amounts as unearned revenue and amortizes the amounts into income over periods of 10 to 20 years. For entities participating in the bond issues, Water Works recognizes this revenue on a monthly basis as the entities are billed and as the principal and interest payments become due on the bonds. As of December 31, 2012, Water Works had \$11,184,784 of unearned revenue relating to contractual agreements and has recognized \$1,419,017 of revenue during 2012. As of December 31, 2011, Water Works had \$11,879,462 of unearned revenue relating to contractual agreements and has recognized \$1,276,293 of revenue during 2011.

Water Works received funds from FEMA for reimbursement for flooding damages that occurred in 2008. Water Works recognizes this revenue once it has been earned; that is, when expenses have been incurred. As of December 31, 2012 and 2011, Water Works has unearned revenue relating to unearned FEMA funds of \$85,349 and \$110,228, respectively.

Compensated absences: Vacation and personal leave are accrued as a liability as it is earned. Sick leave benefits do not vest; however, upon retirement, an employee may receive pay for 90 percent of his or her accumulated sick leave up to a maximum of 810 hours. The maximum payable to employees who are eligible for retirement has been recorded as a liability as well as an estimate for employees who are probable of becoming eligible in the future.

Bond premiums and discounts: Bond premiums and discounts are deferred and amortized over the terms of the bonds utilizing a method which approximates the effective interest method.

Deferred outflow of resources: In addition to assets, the statement of net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element represents a consumption of net position that applies to future periods(s) and so will not be recognized as an outflow of resources (expense) until then. The deferred charge on refunding reported in the statement of net position qualifies for reporting in this category. A deferred charge on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

Fiduciary fund type: The Water Works also includes a pension trust fund, fiduciary fund type. Pension trust funds are accounted for in essentially the same manner as the enterprise fund, using the same measurement focus and basis of accounting. Plan member contributions are recognized in the period in which contributions are due. Employer contributions to the plan are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of the plan. The Pension Trust Fund accounts for the assets of the Des Moines Water Works Pension Plan. This plan is included in the reporting entity due to the Water Works' significant administrative involvement and due to the Board of the Plan consisting of the Water Works' Board members.

Reclassifications: Certain amounts in the 2011 financial statements have been reclassified with no effect on net position or change in net position to conform with current year presentations.

Des Moines Water Works

Notes to Basic Financial Statements

Note 2. Cash and Investments

The Governmental Accounting Standards Board (GASB) Statement No. 40, *Deposit and Investment Risk Disclosures*, requires state and local governments to disclose certain risks. The disclosures required by GASB Statement No. 40 provide readers with information concerning the credit and interest risks associated with the Water Works' deposits and investments.

Authorized investments: Water Works is authorized to invest in obligations of the US government, its agencies and instrumentalities; certificates of deposit at federally insured Iowa depository institutions approved by the Code of Iowa, Chapter 12C; and repurchase agreements if the underlying collateral consists of obligations of the US government, its agencies and instrumentalities. The Water Works' investment policy prohibits investments in reverse repurchase agreements and futures and options contracts. In addition, investing pursuant to the following investment practices is prohibited: trading of securities for speculation of the realization of short-term trading gains; a contract providing for the compensation of an agent or fiduciary based upon the performance of the invested assets; or if a fiduciary or third party has failed to produce requested records within a reasonable time.

Interest rate risk: Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. In an effort to limit exposure to fair value losses arising from interest rate risk, the Water Works' investment policy places maturity limitations on both operating funds and nonoperating funds. Operating funds are defined as those that are reasonably expected to be expended during the current budget year or within 15 months. Operating funds may only be invested in authorized instruments that mature within 397 days. Funds not identified as operating may be invested in investments with maturities longer than 397 days, but less than 1,726 days. All investments, however, shall have maturities that are consistent with the needs and uses of the Water Works.

Information about the sensitivity of the fair value of the Water Works' investments to market interest rate fluctuations is provided by the tables below for December 31, 2012 and 2011:

Type	Fair Value					
	December 31, 2012	Within 3 Months	Within 6 Months	Within 9 Months	Within 12 Months	Over 12 Months
Federal Home Loan Bank	\$ 10,220,932	\$ 2,004,275	\$ 7,271,733	\$ -	\$ 693,209	\$ 251,715
Federal Home Loan Mortgage Corp.	1,498,896	-	500,875	-	-	998,021
Federal National Mortgage Assoc.	6,146,375	501,935	1,512,420	-	2,011,520	2,120,500
Private Export Funding Corp Series Y	504,905	-	504,905	-	-	-
Tennessee Valley Authority	601,956	601,956	-	-	-	-
	\$ 18,973,064	\$ 3,108,166	\$ 9,789,933	\$ -	\$ 2,704,729	\$ 3,370,236

Des Moines Water Works

Notes to Basic Financial Statements

Note 2. Cash and Investments (Continued)

Type	Fair Value					
	December 31, 2011	Within 3 Months	Within 6 Months	Within 9 Months	Within 12 Months	Over 12 Months
Federal Home Loan Bank	\$ 2,920,492	\$ -	\$ -	\$ 750,090	\$ 499,925	\$ 1,670,477
Federal Home Loan Mortgage Corp.	3,381,214	-	-	-	-	3,381,214
Federal National Mortgage Assoc.	12,678,773	-	-	-	-	12,678,773
Federal Farm Credit Bank	516,735	-	-	-	516,735	-
Federal Agricultural Mortgage Corp.	653,381	-	-	151,776	-	501,605
Internatl Bank for Reconstruction & Develop Step Up Coupon	1,000,530	-	-	-	-	1,000,530
	<u>\$ 21,151,125</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 901,866</u>	<u>\$ 1,016,660</u>	<u>\$ 19,232,599</u>

The Water Works also has an investment in land purchased with the intent to sell; however, no commitment for sale existed as of December 31, 2012. The land is recorded at the lower of cost or fair value at \$624,562 as of December 31, 2012 and 2011.

Credit risk: Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization.

As of December 31, 2012 and 2011, the Water Works' investments were rated as follows:

2012			
Type	S&P Rating	Moody's Rating	
Federal Home Loan Bank	AA+	Aaa	
Federal Home Loan Mortgage Corp.	AA+	Aaa	
Federal National Mortgage Assoc.	AA+	Aaa	
Private Export Funding Corp Series Y	AA+	Aaa	
Tennessee Valley Authority	AA+	Aaa	

2011			
Type	S&P Rating	Moody's Rating	
Federal Home Loan Bank	AA+	Aaa	
Federal Home Loan Mortgage Corp.	AA+	Aaa	
Federal National Mortgage Assoc.	AA+	Aaa	
Federal Farm Credit Bank	AA+	Aaa	
Federal Agricultural Mortgage Corp	NR	NR	
International Bank for Reconstruction and Dev	AAA	Aaa	

Des Moines Water Works

Notes to Basic Financial Statements

Note 2. Cash and Investments (Continued)

Concentration of credit risk: The policy defines diversification requirements for the Water Works' investments. Invested assets shall be diversified to eliminate the risk of loss resulting from over concentration of assets in a specific maturity, a specific issuer or a specific class of security. Portfolio maturities shall be staggered in a way that avoids undue concentration of assets in a specific maturity sector. Liquidity practices shall be followed to ensure that funds required for the next disbursement date and next payroll date are covered through maturity investments, marketable US Treasury bills or cash on hand. Risks of market price volatility shall be controlled through maturity diversification so that aggregate price losses on investments with maturities approaching one year shall not be greater than coupon interest and investment income received from the balance of the portfolio.

More than 5 percent of the Water Works' investments are in the following investments:

Type	2012	2011
Federal Home Loan Bank	53.87%	13.81%
Federal Home Loan Mortgage Corp.	7.90	15.99
Federal National Mortgage Assoc.	32.40	59.94

The Water Works' investments during the year did not vary substantially from those at year-end in amounts or level or risk.

Custodial credit risk: The custodial credit risk for deposits and investments is the risk that, in the event of the failure of a depository financial institution or counterparty (for example, broker-dealer) to a transaction, a government will not be able to recover deposits or will not be able to recover collateral securities or the value of investments that are in the possession of an outside party. Deposits in financial institutions as of December 31, 2012 and throughout the year are covered by federal depository insurance or the State Sinking Fund in accordance with Chapter 12C, Code of Iowa. This Chapter provides additional assessments against the depositories to ensure there is no loss of public funds. Water Works' bank balances and book balances of deposits were \$9,544,062 and \$9,175,151, respectively, as of December 31, 2012. Water Works' bank balances and book balances of deposits were \$4,895,216 and \$4,659,888, respectively, as of December 31, 2011. Water Works' investments were not exposed to custodial credit risk as of December 31, 2012 or 2011.

Pension Plan Deposits and Investments

Deposits: As of December 31, 2012 and 2011, the Plan held no deposits.

Investments: The Plan's investments in pooled separate accounts are stated at fair value based on quoted market prices of the investments held in each account as determined by Principal Life Insurance Company (Principal). Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as, held during the year.

Asset allocation strategy: The Des Moines Water Works Pension Plan's named fiduciary asset allocation strategy shall identify target allocations to eligible asset classes and, where appropriate, suitable ranges within which each asset class can fluctuate as a percent of the total fund. Each asset class is to remain suitably invested at all times in either cash (or cash equivalents) or permitted securities within each class. The assets classes may be rebalanced from time to time to take advantage of tactical misvaluations across major asset classes or investment styles, or to align the current asset mix with strategic targets.

Des Moines Water Works

Notes to Basic Financial Statements

Note 2. Cash and Investments (Continued)

Authorized investments: The Des Moines Water Works Pension Plan's investment policy permits the named fiduciary to consider all asset classes allowed by Employee Retirement Income Security Act of 1974 (ERISA) as acceptable investment options and to select one or more customized investment portfolios and retain an investment manager to manage the assets of each such portfolio. The following assets classes are permitted for Plan investment options: Stable Value, Domestic Fixed Income, International or Foreign Fixed Income, Real Estate, Domestic Stock, International or Foreign Stock and Balanced/Asset allocation.

GASB Statement No. 40 requires plan investments to disclose an indication of the level of credit risk, concentration of credit risk and interest rate risk assumed by the Plan. These risk disclosures only pertain to fixed income investments. As of December 31, 2012 and 2011, the Plan had investments listed in the tables below. Amounts are shown in dollars. Effective duration is shown in years. Investments held by the Plan were not subject to custodial credit risk or foreign currency risk.

	December 31, 2012 Fair Value	Effective Duration
Fixed income investments:		
Principal High Yield I Account	\$ 8,151,146	3.83
Principal Bond and Mortgage Account	9,356,556	5.01
Principal Core Plus Bond I Account	2,159,354	3.83
Total fixed income investments	<u>19,667,056</u>	
Other investments, nonfixed income investments	23,353,061	
Total investments	<u><u>\$ 43,020,117</u></u>	
	December 31, 2011 Fair Value	Effective Duration
Fixed income investments:		
Principal High Yield I Account	\$ 1,829,576	4.07
Principal Bond and Mortgage Account	7,394,538	4.94
Principal Core Plus Bond I Account	7,975,861	6.67
Total fixed income investments	<u>17,199,975</u>	
Other investments, nonfixed income investments	20,539,897	
Total investments	<u><u>\$ 37,739,872</u></u>	

Interest rate risk: Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates.

Credit risk and concentration of credit risk: Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligations to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. The pooled separate accounts held by the Plan are commingled pools, rather than individual securities. As a result, these investments are not rated.

Des Moines Water Works

Notes to Basic Financial Statements

Note 3. Capital Assets

Capital assets activity for the year ended December 31, 2012 is as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	\$ 6,405,175	\$ -	\$ -	\$ 6,405,175
Construction-in-progress	9,924,084	12,431,940	10,660,579	11,695,445
Total capital assets not being depreciated	16,329,259	12,431,940	10,660,579	18,100,620
Capital assets being depreciated:				
Buildings, equipment and machinery	155,081,618	3,252,619	179,441	158,154,796
Supply system	50,370,785	490,112	-	50,860,897
Distribution system	178,069,390	7,340,303	1,440,344	183,969,349
Total capital assets being depreciated	383,521,793	11,083,034	1,619,785	392,985,042
Less accumulated depreciation for:				
Buildings, equipment and machinery	70,114,493	4,338,844	174,322	74,279,015
Supply system	15,118,607	755,844	-	15,874,451
Distribution system	46,276,923	2,942,371	134,432	49,084,862
Total accumulated depreciation	131,510,023	8,037,059	308,754	139,238,328
Total capital assets being depreciated, net	252,011,770	3,045,975	1,311,031	253,746,714
Net capital assets	\$ 268,341,029	\$ 15,477,915	\$ 11,971,610	\$ 271,847,334

Des Moines Water Works

Notes to Basic Financial Statements

Note 3. Capital Assets (Continued)

Capital assets activity for the year ended December 31, 2011 is as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	\$ 4,925,798	\$ 1,479,377	\$ -	\$ 6,405,175
Construction-in-progress	56,928,361	12,143,433	59,147,710	9,924,084
Total capital assets not being depreciated	61,854,159	13,622,810	59,147,710	16,329,259
Capital assets being depreciated:				
Buildings, equipment and machinery	122,748,999	32,581,567	248,948	155,081,618
Supply system	43,591,494	6,779,291	-	50,370,785
Distribution system	159,744,655	18,324,735	-	178,069,390
Total capital assets being depreciated	326,085,148	57,685,593	248,948	383,521,793
Less accumulated depreciation for:				
Buildings, equipment and machinery	66,657,941	3,701,173	244,621	70,114,493
Supply system	14,344,605	774,002	-	15,118,607
Distribution system	43,440,104	2,836,819	-	46,276,923
Total accumulated depreciation	124,442,650	7,311,994	244,621	131,510,023
Total capital assets being depreciated, net	201,642,498	50,373,599	4,327	252,011,770
Net capital assets	\$ 263,496,657	\$ 63,996,409	\$ 59,152,037	\$ 268,341,029

Des Moines Water Works

Notes to Basic Financial Statements

Note 4. Noncurrent Liabilities

As of December 31, 2012, Water Works' debt consists of Water Revenue Refunding Bonds, Series 2011, Series 2012A and Series 2012B; and Water Revenue Capital Loan Note, Series 2003 (through the Drinking Water State Revolving Fund (SRF)). Interest on these bonds and note is payable semiannually on June 1 and December 1, with principal payable on December 1. Series 2011 matures on December 1, 2017, Series 2012A matures on December 1, 2023, and Series 2012B matures on December 1, 2025. The Series 2003 note matures on December 1, 2022. The bonds and note are redeemable at the option of Water Works prior to their maturity in whole or, from time to time, in part, in any order of maturity and within a maturity by lot, at a price of par plus accrued interest to call date.

Changes in long-term obligations for the years ended December 31, 2012 and 2011 are as follows:

	2012			Ending Balance	Amounts Due Within One Year
	Beginning Balance	Additions	Reductions		
Water Revenue Bonds:					
Series 2004 A & B	\$ 5,050,000	\$ -	\$ 5,050,000	\$ -	\$ -
Series 2006	42,110,000	-	42,110,000	-	-
Series 2011	8,750,000	-	1,475,000	7,275,000	1,510,000
Series 2012 A & B	-	44,005,000	-	44,005,000	3,230,000
Water Revenue Capital,					
Series 2003	1,492,000	-	116,000	1,376,000	120,000
Unamortized Bond Premium	310,948	3,296,096	93,171	3,513,873	-
Unamortized Bond Discount	(225,193)	-	(225,193)	-	-
Compensated absences	2,734,930	2,788,447	2,734,930	2,788,447	1,969,212
	<u>\$ 60,222,685</u>	<u>\$ 50,089,543</u>	<u>\$ 51,353,908</u>	<u>\$ 58,958,320</u>	<u>\$ 6,829,212</u>

	2011			Ending Balance	Amounts Due Within One Year
	Beginning Balance	Additions	Reductions		
Water Revenue Bonds:					
Series 2004 A & B	\$ 16,575,000	\$ -	\$ 11,525,000	\$ 5,050,000	\$ 300,000
Series 2006	44,370,000	-	2,260,000	42,110,000	2,355,000
Series 2011	-	10,250,000	1,500,000	8,750,000	1,475,000
Water Revenue Capital,					
Series 2003	1,605,000	-	113,000	1,492,000	116,000
Unamortized Bond Premium	32,400	419,690	141,142	310,948	93,171
Unamortized Bond Discount	(254,934)	-	(29,741)	(225,193)	(28,086)
Compensated absences	2,592,444	2,734,930	2,592,444	2,734,930	1,979,865
	<u>\$ 64,919,910</u>	<u>\$ 13,404,620</u>	<u>\$ 18,101,845</u>	<u>\$ 60,222,685</u>	<u>\$ 6,290,950</u>

Des Moines Water Works

Notes to Basic Financial Statements

Note 4. Noncurrent Liabilities (Continued)

A summary of the aggregate principal and interest requirements outstanding for the Water Revenue Refunding Bonds, Series 2011 is as follows:

Maturing During Year Ending December 31:	Interest Rate	Annual Principal Payment	Annual Interest Payment	Total Annual Payment
2013	3.00%	\$ 1,510,000	\$ 218,250	\$ 1,728,250
2014	3.00	1,560,000	172,950	1,732,950
2015	3.00	1,590,000	126,150	1,716,150
2016	3.00	1,655,000	78,450	1,733,450
2017	3.00	960,000	28,800	988,800
		<u>\$ 7,275,000</u>	<u>\$ 624,600</u>	<u>\$ 7,899,600</u>

A summary of the aggregate principal and interest requirements outstanding for the Water Revenue Refunding Bonds, Series 2012A is as follows:

Maturing During Year Ending December 31:	Interest Rate	Annual Principal Payment	Annual Interest Payment	Total Annual Payment
2013	2.00%	\$ 405,000	\$ 100,167	\$ 505,167
2014	2.00	420,000	84,125	504,125
2015	2.00	430,000	75,725	505,725
2016	2.00	435,000	67,125	502,125
2017	2.00	445,000	58,425	503,425
2018-2022	2.00	2,370,000	155,325	2,525,325
2023	2.13	100,000	2,125	102,125
		<u>\$ 4,605,000</u>	<u>\$ 543,017</u>	<u>\$ 5,148,017</u>

A summary of the aggregate principal and interest requirements outstanding for the Water Revenue Refunding Bonds, Series 2012B is as follows:

Maturing During Year Ending December 31:	Interest Rate	Annual Principal Payment	Annual Interest Payment	Total Annual Payment
2013	2.00%	\$ 2,825,000	\$ 1,253,101	\$ 4,078,101
2014	3.00	2,985,000	1,097,250	4,082,250
2015	3.00	3,085,000	1,007,700	4,092,700
2016	3.00	3,185,000	915,150	4,100,150
2017	3.00	2,805,000	819,600	3,624,600
2018-2022	3.00	15,460,000	2,780,100	18,240,100
2023-2025	3.00	9,055,000	505,050	9,560,050
		<u>\$ 39,400,000</u>	<u>\$ 8,377,951</u>	<u>\$ 47,777,951</u>

Des Moines Water Works

Notes to Basic Financial Statements

Note 4. Noncurrent Liabilities (Continued)

A summary of the aggregate principal and interest requirements outstanding for the Water Revenue Capital Loan Note is as follows:

Maturing During Year Ending December 31:	Interest Rate	Annual Principal Payment	Annual Interest Payment	Total Annual Payment
2013	3.00%	\$ 120,000	\$ 41,280	\$ 161,280
2014	3.00	124,000	37,680	161,680
2015	3.00	127,000	33,960	160,960
2016	3.00	131,000	30,150	161,150
2017	3.00	135,000	26,220	161,220
2018-2022	3.00	739,000	67,860	806,860
		<u>\$ 1,376,000</u>	<u>\$ 237,150</u>	<u>\$ 1,613,150</u>

The water revenue bond and water revenue capital loan note resolutions (Resolutions) provide that future water customer revenues, net of specified operating expenses of Water Works, are pledged for the purpose of paying Series 2011 and Series 2012 bonds. Proceeds from the bonds were used to provide additional infrastructure needs. The bonds are payable solely from customers net revenues. The Resolutions further require that sufficient monies be set aside to meet current expenses of Water Works. All remaining monies are to be segregated and restricted in separate special reserves. These special reserves are reflected as restricted assets on the balance sheet. The Resolutions also require the issuer maintain insurance coverage of a kind and in an amount which usually would be carried by private companies engaged in a similar kind of business. Water Works maintains fire and extended coverage insurance in the amount of \$354,756,994 per occurrence on building and contents; in addition, liability insurance is maintained.

A summary of the outstanding debt, principal and interest requirements are as follows:

	Issue Date	Year Maturing	Principal and Interest Remaining	Principal and Interest Paid in 2012	Annual Payments as a Percentage of Net Revenues
Water Revenue Bonds:					
Series 2011	3/1/2011	2017	\$ 7,899,600	\$ 1,737,500	8.48%
Series 2012 A	10/30/2012	2023	5,148,017	-	-
Series 2012 B	10/30/2012	2025	47,777,951	-	-
Water Revenue Capital, Series 2003	4/16/2003	2022	1,613,150	160,760	0.78
			<u>\$ 62,438,718</u>	<u>\$ 1,898,260</u>	<u>9.26%</u>

Total customer net revenues were \$20,499,987. Annual principal and interest payments on the bonds are approximately 36 percent of net revenues.

Des Moines Water Works

Notes to Basic Financial Statements

Note 4. Noncurrent Liabilities (Continued)

In October 2012, Water Works issued \$4,605,000 of Water Revenue Current Refunding Bonds, Series 2012A with an average interest rate of 2 percent to refund \$5,050,000 of outstanding water revenue bonds.

Water Works also issued in October 2012 \$39,400,000 of Water Revenue Advanced Refunding Bonds, Series 2012B with an average interest rate of 3 percent to refund \$39,755,000 of outstanding water revenue bonds. This Advanced Refunding defeased the 2006 series water revenue bonds by placing the proceeds of new bonds in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust account assets and liability for the defeased bonds are not included in the Water Works' financial statements. The refunding resulted in a difference between the reacquisition price and the net carrying amount of the old debt of \$3,248,843. This difference, reported in the accompanying financial statements as a deferred outflow of resources, is being amortized over the life of the bonds.

Water Works will pay approximately \$5,649,000 less to service the new debt. The old debt matured in December 2024 and December 2026 with the new debt maturing in December 2023 and December 2025. The economic gain (difference between present values of the new and old debt payments) resulting from the transaction was approximately \$4,505,000.

In March 2011, Water Works issued \$10,250,000 of Water Revenue Refunding Bonds, Series 2011 with an average interest rate of 3 percent to current refund \$11,235,000 of outstanding water revenue bonds. Water Works will pay approximately \$1,611,000 less to service the new debt. Both the old and new maturity schedules end in 2017. Then economic gain (difference between present values of the new and old debt payments) resulting from the transaction was approximately \$1,492,000.

Note 5. Pension Plan

Water Works has a noncontributory defined benefit single employer pension plan, established by the Board, called the Des Moines Water Works Pension Plan (the Plan). All full-time Water Works employees and employees who work at least 1,040 hours in a calendar year and work during two consecutive calendar quarters are eligible to participate in the Plan. Benefits vest after five years of continuous service and normal retirement is allowed at or after age 65. Early retirement is allowed without a reduction in benefits beginning at age 55 if the employee's combined years of service and age are 85 or greater and is allowed with reduced benefits for vested employees with less than 30 years of service beginning at age 55. The pension benefit formula is based upon a percent of average compensation and the number of years of service with Water Works. A participant's monthly accrued benefit is equal to 1.5 percent of their average monthly compensation times their years of continuous service with Water Works. Average monthly compensation is determined by taking the average monthly pay for the 60 consecutive full calendar months out of the 120 latest calendar months which give the highest average. The Plan also provides death and disability benefits to vested employees. The Plan Administrator is the Board of Trustees of Des Moines Water Works. The Plan issues a publicly available financial report that includes financial statements and required supplementary information. The report may be obtained by writing to or calling the Water Works.

The Plan was frozen effective September 26, 2012 so that no new or former employees or former inactive participants may enter the Plan after such date.

Des Moines Water Works

Notes to Basic Financial Statements

Note 5. Pension Plan (Continued)

Water Works' annual pension cost and net pension liability for fiscal year 2012 and the two preceding fiscal years are as follows:

	2012	2011	2010
Annual required contribution (ARC)	\$ 2,782,486	\$ 2,204,886	\$ 1,541,866
Interest	7,026	7,938	8,393
Adjustment to annual required contribution	(12,770)	(13,682)	(14,468)
Annual pension cost (APC)	2,776,742	2,199,142	1,535,791
Contributions made	2,782,486	2,204,886	1,541,866
Decrease in net pension liability	5,744	5,744	6,075
Net pension (liability), beginning of year	(100,093)	(105,837)	(111,912)
Net pension (liability), end of year	\$ (94,349)	\$ (100,093)	\$ (105,837)
Percentage of APC contributed	100.2%	100.3%	100.4%

The net pension obligation is the pension asset or (liability) that arises from cumulative differences between the ARC and actual employer contributions. The net pension benefit liability above was computed as part of the annual actuarial valuation performed as of January 1, 2013, 2012 and 2011. The January 2013 actuarial valuation used the entry age normal cost method. The actuarial valuations performed as of January 1, 2012 and 2011 used the aggregate actuarial cost method. The aggregate actuarial cost method does not identify or separately amortize unfunded actuarial liabilities. There were no significant differences between December 31, 2012, 2011 and 2010 and January 1, 2013, 2012 and 2011, respectively, which would cause the actuarial valuations not to be representative as of December 31, 2012, 2011 and 2010. The actuarial assumptions used to compute the pension benefit liability included (a) 7.25 percent investment rate of return (net of administrative expenses) and (b) projected salary increases of 5.0 percent. These amounts were computed using the IRS Prescribed-Static Mortality, male and female, with a 3.0 percent cost of living factor increase included.

The Plan's funding policy provides for periodic employer contributions at rates that, expressed as percentages of annual covered payroll, are sufficient to accumulate assets to pay benefits when due. However, as the Plan is exempt from ERISA funding requirements, any amount may be contributed to the Plan. The suggested employer contribution rates are determined using the aggregate cost method.

Amounts contributed to the Plan from Water Works are determined by the Board of Trustees of Des Moines Water Works. The contributions to the Plan in 2012 and 2011 were approximately 22.8 percent and 17.7 percent, respectively, of the total covered payroll in each year.

As of January 1, 2013, the most recent actuarial valuation date, the Plan was 73 percent funded. The actuarial accrued liability for benefits was \$57,855,043 and the actuarial value of assets was \$42,327,088, resulting in an unfunded actuarial accrued liability (UAAL) of \$15,527,955. The covered payroll (annual payroll of active employees covered by the Plan) was \$12,186,884 and the ratio of UAAL to covered payroll was 127 percent.

As of January 1, 2012, the Plan was 74 percent funded. The actuarial accrued liability for benefits was \$51,235,945 and the actuarial value of assets was \$37,986,291, resulting in an unfunded actuarial accrued liability (UAAL) of \$13,249,654. The covered payroll (annual payroll of active employees covered by the Plan) was \$12,436,915 and the ratio of UAAL to covered payroll was 107 percent.

Des Moines Water Works

Notes to Basic Financial Statements

Note 5. Pension Plan (Continued)

The schedule of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, presents multiyear trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits. The actuarial value of assets was determined using techniques that spread the effects of short-term volatility in the market value of investments over a period of several years. The aggregate actuarial cost method does not identify or separately amortize unfunded actuarial accrued liabilities. Information about the Plan's funded status and funding progress has been prepared using the entry age actuarial cost method and is intended to serve as a surrogate for the funded status and funding progress of the plan.

Note 6. Other Postemployment Benefits

Plan description: The Water Works sponsors a single-employer health care plan that provides certain postretirement health care benefits, in accordance with the policy established by the Board, to all employees who retire from Water Works after attaining age 55 with 5 years of service. As of December 31, 2012 and 2011, 69 retirees receive postretirement health care benefits. Water Works provides a Medicare supplement or equivalent amount to all employees who retire after attaining age 55, if the sum of their age and years of service are at least 85 or for those who retire after attaining age 65 regardless of length of service. Employees who retire prior to attaining age 65 with the sum of their age and years of service less than 85 receive a discounted benefit as provided by the plan document. The plan does not issue a stand-alone financial report.

Funding policy: The health insurance plan contributions on behalf of employees are negotiated by management and the union and governed by the Water Works' union contracts.

The required contribution is based on projected pay-as-you-go financing requirements. For fiscal year 2012, the Water Works contributed \$154,314. Retirees receiving benefits contributed \$63,419. The Water Works offered a choice of three health insurance plans in 2012. The required contribution for active members and retirees under the age of 65 varied by the plan selected. Retirees over the age of 65 also contributed varying amounts based on the plan selected.

For fiscal year 2011, the Water Works contributed \$147,479. Retirees receiving benefits contributed \$70,175. The Water Works offered a choice of three health insurance plans in 2011. The required contribution for active members and retirees under the age of 65 varied by the plan selected. Retirees over the age of 65 also contributed varying amounts based on the plan selected.

Des Moines Water Works

Notes to Basic Financial Statements

Note 6. Other Postemployment Benefits (Continued)

Annual OPEB Cost and Net OPEB Obligation: The Water Works' annual other postemployment benefit (OPEB) cost (expense) is calculated based on the annual required contribution (ARC) of the employer, an amount actuarially determined in accordance to the parameters of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover the normal cost each year and amortize any unfunded actuarial liabilities over a period not to exceed 30 years. The following table shows the components of the Water Works' annual OPEB cost for the year, the amount actuarially contributed to the plan and changes in the Water Works' annual OPEB obligation:

	2012	2011
Annual required contribution	\$ 947,599	\$ 889,012
Interest on net OPEB obligation	133,343	103,682
Adjustment to annual required contribution	(107,835)	(103,682)
Annual OPEB cost (expense)	973,107	889,012
Contributions and payments made	154,314	147,479
Increase in net OPEB obligation	818,793	741,533
Net OPEB obligation - beginning of year	3,333,573	2,592,040
Net OPEB obligation - end of year	<u>\$ 4,152,366</u>	<u>\$ 3,333,573</u>

The Water Works' annual OPEB cost, the percentage of annual OPEB cost contributed to the plan and the net OPEB obligations for 2012, 2011 and 2010 follows:

Fiscal Year Ended	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
December 31, 2010	\$ 776,700	19%	\$ 2,592,040
December 31, 2011	889,012	17	3,333,573
December 31, 2012	973,107	16	4,152,366

Funded status and funding progress as of December 31, 2012 and 2011: Postemployment Benefit Obligations under GASB Statement No. 45 calculated as of December 31, 2010, the most recent valuation date, is as follows:

	Total	Members
Actuarial Accrued Liability		
Current retirees, beneficiaries and dependents	\$ (3,253,356)	106
Current active members	(8,203,535)	190
Total Actuarial Accrued Liability (AAL)	(11,456,891)	
OPEB Plan Assets	-	
Unfunded Actuarial Accrued Liability (UAAL)	(11,456,891)	

The covered payroll (annual payroll of active employees covered by the plan) for December 31, 2012 and 2011 was \$14,370,775 and \$14,150,757, respectively. The ratio of the UAAL to the covered payroll for December 31, 2012 and 2011 was 80 percent and 81 percent, respectively.

Des Moines Water Works

Notes to Basic Financial Statements

Note 6. Other Postemployment Benefits (Continued)

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

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

In the December 31, 2010 actuarial valuation, the most recent actuarial valuation, the unit credit method was used. The actuarial assumptions included a 4.0 percent investment rate of return (net of administrative expenses) and an annual health care cost trend rate of 8.0 percent initially, grading down to 4.5 percent in 7 years. The Water Works' unfunded actuarial accrued liability is being amortized over 30 years. The remaining amortization period as of December 31, 2010, was 28 years.

Note 7. Risk Management

Water Works is exposed to various risks of loss related to torts, theft of, damage to and destruction of assets, errors and omissions, injuries to employees, natural disasters and malpractice.

Water Works purchases commercial insurance for property and casualty, workers' compensation, employee health, life and long-term disability insurance. During the last three years, settled claims have not exceeded insurance coverage.

Note 8. Commitments

Approximately \$2,083,138 related to 2012 contracts has been formally committed as of December 31, 2012. In addition, the Board has approved approximately \$19,375,000 of expenditures for capital acquisitions and improvements, all of which are expected to be expended in 2013.

In 1983, Water Works determined additional water resources would be required for future customer needs. As a result, the Board has contracted with the United States of America – Army Corps of Engineers, through the state of Iowa, for water supply storage in the Saylorville Reservoir Project continuing through the life of the project. Under the contract, Water Works is required to pay a portion of future major renovation costs of the project. Water Works also pays a portion of the annual operation and maintenance costs of the project. Water Works portion of the operation and maintenance costs was approximately \$114,000 in 2012 and 2011.

Des Moines Water Works

Notes to Basic Financial Statements

Note 8. Commitments (Continued)

On January 5, 2004, the Water Works and City of Des Moines, Iowa entered into a 28E Agreement for the operation, management and maintenance of the Botanical Center. The Water Works is responsible for the management and operation of the Botanical Center for the City. All revenues generated and expenses incurred for the operation are retained by Water Works. The agreement exists for an initial term of January 5, 2004 through December 31, 2009 and was renewed on January 1, 2010 for not more than three successive three-year terms.

For the years ended December 31, 2012 and 2011, revenues generated by the Botanical Center were approximately \$635,000 and \$737,000 and expenses were approximately \$885,000 and \$953,000, respectively. During 2012, the Water Works board approved termination of their 28E Agreement for the operation, management and maintenance of the Botanical Center effective January 1, 2013.

Note 9. New Governmental Accounting Standards Board (GASB) Statements

As of December 31, 2012, the GASB also had issued several Statements not yet implemented by the Water Works.

- GASB Statement No. 67, Financial Reporting for Pension Plans, issued June 2012, will be effective for the Water Works beginning with its year ending December 31, 2014. This Statement replaces the requirements of GASB Statement No. 25, Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans, and GASB Statement No. 50, Pension Disclosures, as they relate to pension plans that are administered through trusts or similar arrangements meeting certain criteria. This Statement builds upon the existing framework for financial reports of defined benefit pension plans, which includes a statement of fiduciary net position (the amount held in a trust for paying retirement benefits) and a statement of changes in fiduciary net position. This Statement enhances note disclosures and required supplementary information for both defined benefit and defined contribution pension plans. This Statement also requires the presentation of new information about annual money-weighted rates of return in the notes to the financial statements and in 10-year required supplementary information schedules.
- GASB Statement No. 68, Accounting and Financial Reporting for Pensions, issued June 2012, will be effective for the Water Works beginning with its year ending December 31, 2015. This Statement replaces the requirements of GASB Statement No. 27, Accounting for Pensions by State and Local Governmental Employers, and GASB Statement No. 50, Pension Disclosures, as they relate to governments that provide pensions through pension plans administered as trusts or similar arrangements that meet certain criteria. This Statement requires governments providing defined benefit pensions to recognize their long-term obligation for pension benefits as a liability for the first time, and to more comprehensively and comparably measure the annual costs of pension benefits. This Statement also enhances accountability and transparency through revised and new note disclosures and required supplementary information.

The Water Works' management has not yet determined the effect these Statements will have on Water Works' financial statements.

Des Moines Water Works

**Required Supplementary Information
Other Postemployment Benefit Plan**

SCHEDULE OF FUNDING PROGRESS

Fiscal Year Ended	Actuarial Valuation Date	Actuarial Value of Net Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded (Over funded) AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a)/c]
2010	12/31/08	\$ -	\$ 8,136,566	\$ (8,136,566)	- %	\$ 13,694,936	59.4%
2011	12/31/10	-	11,456,891	(11,456,891)	-	14,150,757	81.0
2012	12/31/10	-	11,456,891	(11,456,891)	-	14,370,775	79.7

The information presented in the required supplementary schedule was determined as part of the actuarial valuation as of December 31, 2010.

Additional information follows:

- a. The actuarial method used to determine the ARC is the unit credit method.
- b. There are no plan assets.
- c. The actuarial assumptions included: (1) 4 percent investment rate of return and (b) a health care cost trend rate of 8 percent initially, grading down to 4.5 percent in 7 years.
- d. The unfunded actuarial accrued liability is being amortized over 30 years.

**Des Moines Water Works
Pension Plan**

**Required Supplementary Information
Schedule of Funding Progress**

Actuarial Valuation Date	(1) Actuarial Value of Assets	(2) Actuarial Accrued Liability (AAL)	(3) Unfunded AAL (UAAL) (2) - (1)	(4) Funded Ratio (1) / (2)	(5) Annual Covered Payroll	(6) UAAL as a Percentage of Payroll [(2) - (1)] / (5)
01/01/2008	\$ 43,038,338	\$ 40,236,733	\$ (2,801,605)	107%	\$ 11,058,383	(25)%
01/01/2009	41,513,612	42,450,678	937,066	98	10,947,799	9
01/01/2010	39,789,839	44,385,344	4,595,505	90	11,694,902	39
01/01/2011	38,740,806	47,774,843	9,034,037	81	12,318,720	73
01/01/2012	37,986,291	51,235,945	13,249,654	74	12,436,915	107
01/01/2013	42,327,088	57,855,043	15,527,955	73	12,186,884	127

The Actuarial Required Contribution (ARC) is calculated using the entry age normal actuarial cost method beginning January 1, 2013. For years prior to January 1, 2013, the ARC was calculated using the aggregate actuarial cost.

See Note to Required Supplementary Information.

**Des Moines Water Works
Pension Plan**

**Required Supplementary Information
Schedule of Contributions from the Employer**

Year Ended December 31:	Annual Required Contribution	Actual Contribution	Percentage Contribution
2007	\$ 679,631	\$ 825,000	121.39%
2008	545,782	800,000	146.58
2009	1,023,319	1,023,319	100.00
2010	1,541,866	1,541,866	100.00
2011	2,204,886	2,204,886	100.00
2012	2,782,486	2,782,486	100.00

See Note to Required Supplementary Information.

**Des Moines Water Works
Pension Plan**

Note to Required Supplementary Information

The information presented in the required supplementary schedule was determined as part of the actuarial valuations at the dates indicated. Additional information as of the latest actuarial valuation follows:

Actuarial valuation:

Frequency	Annual
Latest date	January 1, 2013
Cost method	Entry Age Normal

Amortization The amortization method used is Level Dollar over a Closed Period.
The weighted average remaining period is 15 years.

Asset valuation method Fair value is adjusted by spreading the expected value minus the actual
value over four years. The total actuarial value of assets falls within the
applicable corridor limits.

Assumptions:

Investment rate of return	6.5%
Salary increases	5.0% annual increases until retirement
Retirement age	The later of meeting the rule of 85 or age 58, but not later than age 65.

Mortality IRS Prescribed Static Mortality table, male and female

Rate of withdrawal V Table from August 1992 Pension Forum published by the Society of
Actuaries, multiplied by 0.40

Cost of living 2.25% to project benefits and compensation limitations

In addition to the above assumptions, a dollar estimate of the Plan's expenses is included in normal cost.

Des Moines Water Works

Report to the Board of Water Works Trustees

June 12, 2013



Assurance • Tax • Consulting



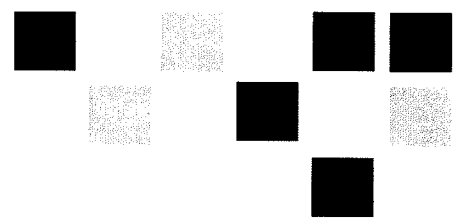
June 12, 2013

Board of Water Works Trustees
Des Moines Water Works
2201 George Flagg Parkway
Des Moines, Iowa 50321

We are pleased to present this report related to our audit of the basic financial statements of Des Moines Water Works for the years ended December 31, 2012 and 2011. This report summarizes certain matters required by professional standards to be communicated to you in your oversight responsibility for Des Moines Water Works' financial reporting process.

This report is intended solely for the information and use of the Board of Water Works Trustees and management and is not intended to be and should not be used by anyone other than these specified parties. It will be our pleasure to respond to any questions you have about this report. We appreciate the opportunity to continue to be of service to Des Moines Water Works.

McGladrey LLP



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Exhibit A – Significant Written Communications between Management and Our Firm

- Arrangement Letter
- Representation Letter of the Des Moines Water Works
- Representation Letter of the Board of Water Works Trustees, Billing and Collection Agent for the Sewer Service, Solid Waste Collection and Storm Water Management Charges for the City of Des Moines, Iowa

Exhibit B – Independent Auditor’s Reprint 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*

Required Communications

Generally accepted auditing standards (AU-C 260, *The Auditor's Communication with Those Charged with Governance*) require the auditor to promote effective two-way communication between the auditor and those charged with governance. Consistent with this requirement, the following summarizes our responsibilities regarding the financial statement audit as well as observations arising from our audit that are significant and relevant to your responsibility to oversee the financial reporting process.

Area	Comments
Our Responsibilities with regard to the Financial Statement Audit	Our responsibilities under auditing standards generally accepted in the United States of America and <i>Government Auditing Standards</i> , issued by the Comptroller General of the United States, have been described to you in our arrangement letter dated January 18, 2013, a copy of which is included in Exhibit A.
Overview of the Planned Scope and Timing of the Financial Statement Audit	We have issued a separate communication regarding the planned scope and timing of our audit and have discussed with you our identification of and planned audit response to significant risks of material misstatement in our letter dated January 30, 2013.
Accounting Policies and Practices	<p>Preferability of Accounting Policies and Practices</p> <p>Under generally accepted accounting principles, in certain circumstances, management may select among alternative accounting practices. In our view, in such circumstances, management has selected the preferable accounting practice.</p> <p>Adoption of, or Change in, Accounting Policies</p> <p>Management has the ultimate responsibility for the appropriateness of the accounting policies used by the Organization. In the current year, Des Moines Water Works adopted the following Governmental Accounting Standards Board (GASB) Statements:</p> <ul style="list-style-type: none">• GASB Statement No. 63, <i>Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position</i>. This Statement is intended to improve financial reporting by providing citizens and other users of state and local government financial reports with information about how past transactions will continue to impact a government's financial statements in the future. This Statement provides a new statement of net position format to report all assets, deferred outflows of resources, liabilities deferred inflows of resources, and net position (which is the net residual amount of the other elements). The Statement requires that deferred outflows of resources and deferred inflows of resources be reported separately from assets and liabilities. The adoption of this Statement changed the presentation of the basic financial statements to a statement of net position format.

Area	Comments
	<ul style="list-style-type: none"> • GASB Statement No. 65, <i>Items Previously Reported as Assets and Liabilities</i>. This Statement clarifies the appropriate reporting of deferred outflows of resources and deferred inflows of resources to ensure consistency in financial reporting. In addition, the Statement recognizes certain items currently being reported as assets and liabilities as outflows of resources and inflows of resources. The adoption of this Statement changed the presentation of the basic financial statements and removed bond issue costs previously reported as assets.
	<p>Significant or Unusual Transactions</p> <p>We did not identify any significant or unusual transactions or significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus.</p>
	<p>Management's Judgments and Accounting Estimates</p> <p>Summary information about the process used by management in formulating particularly sensitive accounting estimates and about our conclusions regarding the reasonableness of those estimates is in the attached "Summary of Significant Accounting Estimates."</p>
Audit Adjustments	<p>Audit adjustments proposed by us and recorded by Des Moines Water Works are attached with the representation letter included with Exhibit A.</p>
Uncorrected Misstatements	<p>Uncorrected misstatements are summarized in the attached "Summary of Uncorrected Misstatements."</p>
Disagreements with Management	<p>We encountered no disagreements with management over the application of significant accounting principles, the basis for management's judgments on any significant matters, the scope of the audit, or significant disclosures to be included in the financial statements</p>
Consultations with Other Accountants	<p>We are not aware of any consultations management had with other accountants about accounting or auditing matters.</p>
Significant Issues Discussed with Management	<p>No significant issues arising from the audit were discussed with or the subject of correspondence with management.</p>
Significant Difficulties Encountered in Performing the Audit	<p>We did not encounter any significant difficulties in dealing with management during the audit.</p>
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	<p>We have separately issued a 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>. This communication is attached as Exhibit B.</p>

Area	Comments
Significant Written Communications between Management and Our Firm	<p>Copies of significant written communications between our firm and the management of the Des Moines Water Works, including the representation letter provided to us by management, are attached as Exhibit A.</p> <p>We have also separately issued reports on statements of cash receipts and disbursements of Board of Water Works Trustees, Billing and Collecting Agent for the Sewer Service, Solid Waste Collection and Storm Water Management Charges for the City of Des Moines, Iowa.</p>

Des Moines Water Works

Summary of Significant Accounting Estimates

Year Ended December 31, 2012

Accounting estimates are an integral part of the preparation of financial statements and are based upon management's current judgment. The process used by management encompasses their knowledge and experience about past and current events and certain assumptions about future events. You may wish to monitor throughout the year the process used to determine and record these accounting estimates. The following describes the significant accounting estimates reflected in the Des Moines Water Works' December 31, 2012 basic financial statements:

Estimate	Accounting Policy	Management's Estimation Process	Basis for Our Conclusions on Reasonableness of Estimate
Pension Plan and Other Postemployment Benefit Plan Assumptions	Pension plan and other postemployment benefit plan accounting and disclosures are based upon calculations performed by actuaries and include numerous assumptions and estimates.	The assumptions and employee-related factors include turnover, participation, retirement age and mortality. These factors and the estimated discount rate and rate of return are based upon historical and general market data. The amounts were calculated by actuaries hired by the Water Works and the results are reviewed by management.	We tested the information provided to the actuary and obtained the actuarial reports. We believe the estimates and process used by management of the Water Works are reasonable.
Depreciable Useful Life and Salvage Value of Capital Assets	The depreciable useful life of capital assets is set at the estimated useful life of the related asset. Salvage value is based upon an estimate of what the value of the property will be when the Water Works is through using the related asset.	The determination is made at the time the asset is placed into service and involves various judgments and assumptions, including resale value of used equipment, estimated useful life and prior experience.	We believe the estimates and process used by management of the Water Works are reasonable.
Fair Value of Investments	The Water Works records the estimated fair value of its investments.	Investment securities are based on quoted market prices.	We tested the proprietary of information underlying management's estimates. Based on our procedures, we conclude that management's estimate is reasonable.

Estimate	Accounting Policy	Management's Estimation Process	Basis for Our Conclusions on Reasonableness of Estimate
Unbilled Revenue	The Water Works records a receivable for the estimated amount of revenue related to unbilled water at the end of the year.	The estimated receivable is based on past history and cycles billed after the end of the year.	We tested the information used to calculate the estimated receivable and concluded that management's estimate is reasonable.
Accrued Sick Leave	Ninety percent of any unused sick leave is paid at the time of retirement for eligible employees. The estimated amount to be paid to employees at the time of retirement is recorded as a compensated absence liability.	Des Moines Water Works uses past experience to determine the estimated amount of accrued sick leave.	We analyzed management's methodology and concluded the estimates are reasonable.

Des Moines Water Works

Summary of Uncorrected Misstatements

Year Ended December 31, 2012

During the course of our audit, we accumulated uncorrected misstatements that were determined by management to be immaterial, both individually and in the aggregate, to the statements of financial position, results of operations, and cash flows and to the related basic financial statement disclosures. Following is a summary of those differences.

Description:	Debit (Credit) to Correct the Misstatements				
	Assets	Liabilities	Net Position	Revenue	Expenses
Carryover Impact from Previous Years	\$ -	\$ -	\$ -	\$ -	\$ -
Current Year Misstatements:					
Factual, write-off of bond issuance costs	-	-	182,000	-	(182,000)
Subtotal	<u>\$ -</u>	<u>\$ -</u>	<u>182,000</u>	<u>\$ -</u>	<u>\$ (182,000)</u>
Effect of current year passed adjustments on net position			(182,000)		
Total			<u>\$ -</u>		

Exhibit A – Significant Written Communications between Management and Our Firm



McGladrey LLP

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Kansas City, MO 64112-2543
O 816.753.3000 F 816.751.1890
www.mcgladrey.com

January 18, 2013

Board of Trustees
Des Moines Water Works
2201 George Flagg Parkway
Des Moines, Iowa 50321-1190

Attention: Sue Huppert, Finance and Audit Committee Chair
Peggy Freese, Director of Finance

The Objective and Scope of the Audit of the Financial Statements

You have requested that we audit the basic financial statements of Des Moines Water Works as of and for the year-ended December 31, 2012. We are pleased to confirm our acceptance and our understanding of this audit engagement by means of this letter.

Our audit will be conducted with the objective of our expressing an opinion on the financial statements.

The Responsibilities of the Auditor

We will conduct our audit in accordance with auditing standards generally accepted in the United States of America (GAAS); "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 from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

Because of the inherent limitations of an audit, together with the inherent limitations of internal control, an unavoidable risk that some material misstatements may not be detected exists, even though the audit is properly planned and performed in accordance with GAAS. Also, an audit is not designed to detect errors or fraud that are immaterial to the financial statements. The determination of abuse is subjective; therefore, *Government Auditing Standards* do not expect us to provide reasonable assurance of detecting abuse.

In making our risk assessments, we consider internal control relevant to the Des Moines Water Works' preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of

Peggy Freese, Director of Finance
Des Moines Water Works
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the entity's internal control. However, we will communicate to you in writing concerning any significant deficiencies or material weaknesses in internal control relevant to the audit of the financial statements that we have identified during the audit.

We will also communicate to the Board of Trustees (a) any fraud involving senior management and fraud (whether caused by senior management or other employees) that causes a material misstatement of the financial statements that becomes known to us during the audit, and (b) any instances of noncompliance with laws and regulations that we become aware of during the audit (unless they are clearly inconsequential).

There are no component units whose financial statements you have told us will be omitted from the basic financial statements.

You have informed us that Des Moines Water Works has made expenditures less than \$500,000 of monies received from any federal award programs. This consideration included the use of all federal funds whether received directly from a federal department or agency or as a secondary recipient from any other source, received either directly or indirectly as commodities or other tangible or intangible property from a federal award program. Therefore, a single audit will not be required in the current year.

Our report on internal control will include any significant deficiencies and material weaknesses in controls of which we become aware as a result of obtaining an understanding of internal control and performing tests of internal control consistent with requirements of the standards identified above. Our report on compliance matters will address material errors, fraud, abuse, violations of compliance obligations, and other responsibilities imposed by state and federal statutes and regulations or assumed by contracts, and any state or federal grant, entitlement, or loan program questioned costs of which we become aware, consistent with requirements of the standards identified above.

The Responsibilities of Management and Identification of the Applicable Financial Reporting Framework

Our audit will be conducted on the basis that management, and when appropriate, those charged with governance, acknowledge and understand that they have responsibility:

- a. For the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America;
- b. For the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error;
- c. For establishing and maintaining effective internal control over financial reporting and for informing us of all significant deficiencies and material weaknesses in the design or operation of such controls of which it has knowledge;
- d. For identifying and ensuring that the entity complies with the laws and regulations applicable to its activities, and for informing us about all known material violations of such laws or regulations. In addition, management is responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the entity involving management, employees who have significant roles in internal control, and others where the fraud could have a material effect on the financial statements. Management is also responsible for informing us of its knowledge of any allegations of fraud or suspected fraud affecting the entity received in communications from employees, former employees, analysts, regulators, or others;

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- e. For (a) making us aware of significant vendor relationships where the vendor is responsible for program compliance, (b) following up and taking corrective action on audit findings, including the preparation of a summary schedule of prior audit findings, and a corrective action plan, and (c) report distribution including submitting the reporting package(s); and
- f. To provide us with:
 - (1) Access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters;
 - (2) Additional information that we may request from management for the purpose of the audit;
 - (3) Unrestricted access to persons within the entity from whom we determine it necessary to obtain audit evidence;
 - (4) When applicable, a summary schedule of prior audit findings for inclusion in the single audit reporting package; and
 - (5) If applicable, responses to any findings reported in the Independent Auditor's 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*.

As part of our audit process, we will request from management and when appropriate, those charged with governance, written confirmation concerning representations made to us in connection with the audit including among other items:

- a. That management has fulfilled its responsibilities as set out in the terms of this letter; and
- b. That it believes the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

Management is responsible for identifying and ensuring that Des Moines Water Works complies with the laws and regulations applicable to its activities, and for informing us about all known material violations of such laws or regulations. In addition, management is responsible for the design and implementation of programs and controls to prevent and detect fraud or abuse, and for informing us about all known or suspected fraud or abuse affecting the entity involving management, employees who have significant roles in internal control, and others where the fraud or abuse could have a material effect on the financial statements or compliance. Management is also responsible for informing us of its knowledge of any allegations of fraud or abuse or suspected fraud or abuse affecting the entity received in communications from employees, former employees, analysts, regulators, short sellers, or others.

Management is responsible for the preparation of the required supplementary information (RSI) presented, in accordance with accounting principles generally accepted in the United States of America and the Governmental Accounting Standards Board. Management agrees to include the auditor's report on the RSI in any document that contains the RSI and that indicates that the auditor has reported on such RSI. Management also agrees to present the RSI with the audited financial statements or, if the RSI will not be presented with audited financial statements, to make the audited financial statements readily available to the intended users of the RSI no later than the date of issuance of the RSI and the auditor's report thereon.

The Board of Trustees is responsible for informing us of its views about the risks of fraud or abuse within the entity, and its knowledge of any fraud or abuse or suspected fraud or abuse affecting the entity.

Peggy Freese, Director of Finance
Des Moines Water Works
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You have informed us that you may issue public debt in the future and that you may include our report on your financial statements in the offering statement. You have further informed us that you do not intend that we be associated with the proposed offering.

We agree that our association with any proposed offering is not necessary, providing Des Moines Water Works agrees to clearly indicate that we are not associated with the contents of any such official statement or memorandum. Des Moines Water Works agrees that the following disclosure will be prominently displayed in any such official statement or memorandum:

McGladrey LLP, our independent auditor, has not been engaged to perform, and has not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. McGladrey LLP, also has not performed any procedures relating to this official statement or memorandum.

Because McGladrey LLP will rely on Des Moines Water Works and its management and Board of Trustees to discharge the foregoing responsibilities, Des Moines Water Works holds harmless and releases McGladrey LLP, its partners, and employees from all claims, liabilities, losses, and costs arising in circumstances where there has been a knowing misrepresentation by a member of Des Moines Water Works' management which has caused, in any respect, McGladrey LLP's breach of contract or negligence. This provision shall survive the termination of this arrangement for services.

Des Moines Water Works' Records and Assistance

If circumstances arise relating to the condition of the Des Moines Water Works' records, the availability of appropriate audit evidence, or indications of a significant risk of material misstatement of the financial statements because of error, fraudulent financial reporting, or misappropriation of assets, which in our professional judgment, prevent us from completing the audit or forming an opinion, we retain the unilateral right to take any course of action permitted by professional standards, including declining to express an opinion, issue a report, or withdraw from the engagement.

During the course of our engagement, we may accumulate records containing data that should be reflected in the Des Moines Water Works' books and records. The Des Moines Water Works' will determine that all such data, if necessary, will be so reflected. Accordingly, the Des Moines Water Works' will not expect us to maintain copies of such records in our possession.

The assistance to be supplied by Des Moines Water Works personnel, including the preparation of schedules and analyses of accounts, has been discussed and coordinated with Peggy Freese, Director of Finance and Michelle Holland, Controller. The timely and accurate completion of this work is an essential condition to our completion of the audit and issuance of our audit report.

In connection with our audit, you have requested us to perform certain non-audit services necessary for the preparation of the financial statements, including the proposal of audit adjusting entries, if any. The independence standards of the "Government Auditing Standards" issued by the Comptroller General of the United States GAS require that the auditor maintain independence so that opinions, findings, conclusions, judgments, and recommendations will be impartial and viewed as impartial by reasonable and informed third parties. Before we agree to provide a non-audit service to Des Moines Water Works, we determine whether providing such a service would create a significant threat to our independence for GAS audit purposes, either by itself or in aggregate with other non-audit services provided. A critical component of our determination is consideration of management's ability to effectively oversee the non-audit service to be performed. Des Moines Water Works has agreed that Peggy Freese, Director of

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Finance, possesses suitable skill, knowledge, or experience and that the individual understands the above services to be performed sufficiently to oversee them. Accordingly, the management of Des Moines Water Works agrees to the following:

1. Des Moines Water Works has designated Peggy Freese, Director of Finance, a senior member of management, who possesses suitable skill, knowledge, and experience to oversee the services.
2. Peggy Freese, Director of Finance, will assume all management responsibilities for subject matter and scope of the proposal of audit adjustments, if any.
3. Des Moines Water Works will evaluate the adequacy and results of the services performed.
4. Des Moines Water Works accepts responsibility for the results and ultimate use of the services.

GAS further requires we establish an understanding with the management (and those charged with governance) of Des Moines Water Works of the objectives of the non-audit service, the services to be performed, the entity's acceptance of its responsibilities, the auditor's responsibilities, and any limitations of the non-audit service. We believe this letter documents that understanding.

Other Relevant Information

From time to time and depending upon the circumstances, we may use third-party service providers to assist us in providing professional services to you. In such circumstances, it may be necessary for us to disclose confidential client information to them. We enter into confidentiality agreements with all third-party service providers and we are satisfied that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others.

In accordance with *Government Auditing Standards*, a copy of our most recent peer review report is enclosed, for your information.

Fees, Costs, and Access to Workpapers

Our fees for the audit and accounting services described above are based upon the value of the services performed and the time required by the individuals assigned to the engagement, plus direct expenses. Our estimated fee and completion of our work is based upon the following criteria:

- a. Anticipated cooperation from Des Moines Water Works personnel
- b. Timely responses to our inquiries
- c. Timely completion and delivery of client assistance requests
- d. Timely communication of all significant accounting and financial reporting matters
- e. The assumption that unexpected circumstances will not be encountered during the engagement

If any of the aforementioned criteria are not met, then fees may increase. Interim billings will be submitted as work progresses and as expenses are incurred. Billings are due upon submission. Our fee for the services described in the letter will not exceed \$50,500 for the financial statement audit (excluding the Pension Audit), unless the scope of the engagement is changed.

Our professional standards require that we perform certain additional procedures, on current and previous years' engagements, whenever a partner or professional employee leaves the firm and is subsequently employed by or associated with a client in a key position. Accordingly, Des Moines Water Works agrees it will compensate McGladrey LLP for any additional costs incurred as a result of Des Moines Water Works' employment of a partner or professional employee of McGladrey LLP.

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In the event we are requested or authorized by Des Moines Water Works or are required by government regulation, subpoena, or other legal process to produce our documents or our personnel as witnesses with respect to our engagement for Des Moines Water Works, Des Moines Water Works will, so long as we are not a party to the proceeding in which the information is sought, reimburse us for our professional time and expenses, as well as the fees and expenses of our counsel, incurred in responding to such requests.

The documentation for this engagement is the property of McGladrey LLP. However, you acknowledge and grant your assent that representatives of the cognizant or oversight agency or their designee, other government audit staffs, and the U.S. Government Accountability Office shall have access to the audit documentation upon their request and that we shall maintain the audit documentation for a period of at least three years after the date of the report, or for a longer period if we are requested to do so by the cognizant or oversight agency. Access to requested documentation will be provided under the supervision of McGladrey LLP audit personnel and at a location designated by our Firm.

Claim Resolution

Des Moines Water Works and McGladrey LLP agree that no claim arising out of services rendered pursuant to this agreement shall be filed more than two years after the date of the audit report issued by McGladrey LLP or the date of this arrangement letter if no report has been issued. Des Moines Water Works waives any claim for punitive damages. McGladrey LLP's liability for all claims, damages and costs of Des Moines Water Works arising from this engagement is limited to the amount of fees paid by Des Moines Water Works to McGladrey LLP for the services rendered under this arrangement letter.

Reporting

We will issue a written report upon completion of our audit of Des Moines Water Works' financial statements. Our report will be addressed to the Board of Trustees of Des Moines Water Works. We cannot provide assurance that an unmodified opinion will be expressed. Circumstances may arise in which it is necessary for us to modify our opinion, add an emphasis-of-matter or other-matter paragraph(s), or withdraw from the engagement.

In addition to our report on Des Moines Water Works' financial statements, we will also issue the following types of reports:

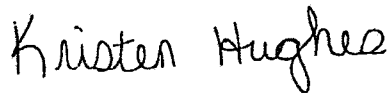
- Report on internal control related to the financial statements. This report will describe the scope of testing of internal control and the results of our tests of internal controls.
- Report on compliance with laws, regulations, and the provisions of contracts. We will report on any noncompliance which could have a material effect on the financial statements.
- Report to the Board of Water Works Trustees, Billing and Collection Agent for the Storm Water management charges for the City of Des Moines, Iowa, statements of cash receipts and disbursements.
- Report to the Board of Water Works Trustees, Billing and Collection Agent for the Sewer Service charges for the City of Des Moines, Iowa, statements of cash receipts and disbursements.
- Report to the Board of Water Works Trustees, Billing and Collection Agent for the Solid Waste collection charges for the City of Des Moines, Iowa, statements of cash receipts and disbursements.

Peggy Freese, Director of Finance
Des Moines Water Works
January 18, 2013
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This letter constitutes the complete and exclusive statement of agreement between McGladrey LLP and Des Moines Water Works, superseding all proposals, oral or written, and all other communications, with respect to the terms of the engagement between the parties.

Please sign and return the attached copy of this letter to indicate your acknowledgment of, and agreement with, the arrangements for our audit of the financial statements including our respective responsibilities.

McGladrey LLP



Kristen Hughes, Director

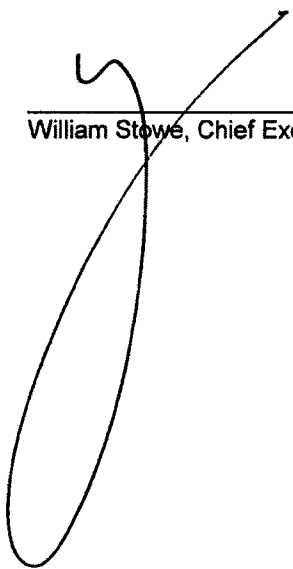
Confirmed on behalf of Des Moines Water Works:



Peggy Freese, Director of Finance

2/19/2013

Date



William Stowe, Chief Executive Officer

2.19.13

Date

June 12, 2013

McGladrey LLP
400 Locust Street
Suite 640
Des Moines, Iowa 50309

This representation letter is provided in connection with your audits of the basic financial statements of Des Moines Water Works, Iowa as of and for the years ended December 31, 2012 and 2011 for the purpose of expressing an opinion on whether the financial statements are presented fairly, in all material respects in accordance with accounting principles generally accepted in the United States (U.S. GAAP).

We confirm, to the best of our knowledge and belief, as of June 12, 2013, the following representations made to you during your audits:

Financial Statements

1. We have fulfilled our responsibilities, as set out in the terms of the audit arrangement letter dated January 18, 2013, for the preparation and fair presentation of the financial statements referred to above in accordance with U.S. GAAP.
2. We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
3. We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
4. Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable.
5. Related-party transactions, including those with other organizations for which the nature and significance of their relationship with Des Moines Water Works are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete and interfund transactions, including interfund accounts and advances receivable and payable, sale and purchase transactions, interfund transfers, long-term loans, leasing arrangements, and guarantees, have been recorded in accordance with the economic substance of the transaction and appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.
6. The effects of uncorrected misstatements are immaterial, both individually and in the aggregate, to the financial statements as a whole. A list of the uncorrected misstatements is attached to the representation letter.
7. The effects of all known actual or possible litigation and claims have been accounted for and disclosed in accordance with U.S. GAAP.

8. The following have been properly recorded and/or disclosed in the financial statements:
 - a. Net position classifications.
 - b. Security agreements in effect under the Uniform Commercial Code.
 - c. Liens or encumbrances on assets or revenues or any assets or revenues which were pledged as collateral for any liability or which were subordinated in any way.
 - d. The fair value of investments.
 - e. Amounts of contractual obligations for construction and purchase of real property or equipment not included in the liabilities or encumbrances recorded on the books.
 - f. Debt issue repurchase options or agreements, or sinking fund debt repurchase ordinance requirements.
 - g. Debt issue provisions.
 - h. All significant estimates and material concentrations known to management which are required to be disclosed.
 - i. The effect on the financial statements of GASB Statement Nos. 67 and 68 which have been issued, but which we have not yet adopted. GASB Statement Nos. 61, 66, 69 and 70 are not expected to have an impact on the financial statements and, therefore, have not been disclosed.
 - j. Deposits and investment securities categories of risk.
 - k. Restrictions of cash and investments.
 - l. Risk financing activities.
9. We have no plans or intentions that may materially affect the carrying value or classification of assets. In that regard:
 - a. The Des Moines Water Works has no significant amounts of idle property and equipment or property or equipment.
 - b. The Des Moines Water Works has no plans or intentions to discontinue the operations of any activities or programs or to discontinue any significant operations.
10. We are responsible for making the accounting estimates included in the financial statements. Those estimates reflect our judgment based on our knowledge and experience about past and current events and our assumptions about conditions we expect to exist and courses of action we expect to take. In that regard, adequate provisions have been made:
 - a. To reduce receivables to their estimated net collectable amounts.
 - b. To reduce obsolete, damaged, or excess inventories to their estimated net realizable values.
 - c. For risk retention, including uninsured losses or loss retentions (deductibles) attributable to events occurring through December 31, 2012 and/or for expected retroactive insurance premium adjustments applicable to periods through December 31, 2012.
 - d. For pension obligations, post-retirement benefits other than pensions, and deferred compensation agreements attributable to employee services rendered through December 31, 2012.

11. There are no:
 - a. Material transactions that have not been properly recorded in the accounting records underlying the financial statements.
 - b. Violations or possible violations of laws or regulations whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency. In that regard, we specifically represent that we have not been designated as, or alleged to be, a "potentially responsible party" by the Environmental Protection Agency in connection with any environmental contamination.
 - c. Other material liabilities or gain or loss contingencies that are required to be accrued or disclosed by the Contingencies Topic of the GASB Accounting Standards Codification.
 - d. Events subsequent to the date of the financial statements for which U.S. GAAP requires adjustment or disclosure.
 - e. Guarantees, whether written or oral, under which Des Moines Water Works is contingently liable.
 - f. Arrangements with financial institutions involving compensating balances.
 - g. Lines of credit or similar arrangements.
 - h. Agreements to repurchase assets previously sold.
 - i. Liabilities which are subordinated in any way to any other actual or possible liabilities.
 - j. Leases or material amounts of rental obligations under long-term leases.
 - k. Authorized but unissued bonds or notes.
 - l. Derivative financial instruments.
 - m. Special or extraordinary items.
 - n. Arbitrage rebate liabilities.
 - o. Impairment of capital assets.
 - p. Investments, intangibles, or other assets which have permanently declined in value.
 - q. Material losses to be sustained in the fulfillment of, or from the inability to fulfill, any service commitments.
 - r. Material losses to be sustained as a result of purchase commitments.
 - s. Environmental cleanup obligations.
12. There are no unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with the Contingencies Topic of the GASB Accounting Standards Codification.
13. We have no direct or indirect, legal or moral obligation for any debt of any organization, public or private, that is not disclosed in the financial statement.
14. The Des Moines Water Works has satisfactory title to all owned assets.

15. We have complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance. In connection therewith, we specifically represent that we are responsible for determining that we are not subject to the requirements of the Single Audit Act and OMB Circular No. A-133, because we have not received, expended, or otherwise been the beneficiary of the required amount of federal awards during the period of this audit.
16. Net positions (net investment in capital assets; restricted; and unrestricted) are properly classified and, when applicable, approved.
17. Expenses have been appropriately classified.
18. Revenues are appropriately classified.
19. Capital assets, including infrastructure assets, are properly capitalized, reported, and depreciated.
20. We agree with the findings of specialists in evaluating the other post-employment benefit and pension plan liabilities and have adequately considered the qualifications of the specialists in determining the amounts and disclosures used in the financial statements and underlying accounting records. We did not give or cause any instructions to be given to specialists with respect to the values or amounts derived in an attempt to bias their work, and we are not otherwise aware of any matters that have had an impact on the independence or objectivity of the specialists.

Information Provided

21. We have provided you with:
 - a. Access to all information, of which we are aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters.
 - b. Additional information that you have requested from us for the purpose of the audit.
 - c. Unrestricted access to persons within the entity from whom you determined it necessary to obtain audit evidence.
 - d. Minutes of the meetings of the governing board and committees, or summaries of actions of recent meetings for which minutes have not yet been prepared.
22. All transactions have been recorded in the accounting records and are reflected in the financial statements.
23. We have disclosed to you the results of our assessment of risk that the financial statements may be materially misstated as a result of fraud.
24. We have no knowledge of allegations of fraud or suspected fraud, affecting the Des Moines Water Works' financial statements involving:
 - a. Management.
 - b. Employees who have significant roles in the internal control.
 - c. Others where the fraud could have a material effect on the financial statements.
25. We have no knowledge of any allegations of fraud or suspected fraud affecting the Entity's financial statements received in communications from employees, former employees, analysts, regulators or others.

26. We have no knowledge of noncompliance or suspected noncompliance with laws and regulations whose effects were considered when preparing financial statements.
27. We are not aware of any pending or threatened litigation and claims whose effects should be considered when preparing the financial statements.
28. We have disclosed to you the identity of the Des Moines Water Works' related parties and all the related-party relationships and transactions of which we are aware.
29. We are aware of no significant deficiencies, including material weaknesses, in the design or operation of internal controls that could adversely affect the Des Moines Water Works' ability to record, process, summarize, and report financial data.
30. We are aware of no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.

Supplementary Information

31. With respect to management's discussion and analysis, schedules of funding progress and employer's contributions presented as required by the Governmental Accounting Standards Board to supplement the basic financial statements:
 - a. We acknowledge our responsibility for the presentation of such required supplementary information.
 - b. We believe such required supplementary information is measured and presented in accordance with guidelines prescribed by accounting principles generally accepted in the United States of America.
 - c. The methods of measurement or presentation have not changed from those used in the prior period.
32. In connection with your audit, conducted in accordance with *Government Auditing Standards*, we confirm:
 - a. We are responsible for:
 - i. Compliance with the laws, regulations, and provisions of contracts and other agreements applicable to Des Moines Water Works.
 - ii. Establishing and maintaining effective internal control over financial reporting.
33. We have identified and disclosed to you all laws, regulations, and provisions of contracts and other agreements that have a direct and material effect on the determinations of financial statement amounts or other financial data significant to audit objectives.
34. We are aware of no violations (and possible violations) of laws, regulations, or provisions of contracts and other agreements whose effects should be considered for disclosure in the auditor's report on noncompliance.
35. We are not aware of any fraud, illegal acts, violations of provisions of contracts or other agreements, or abuse that has been reported.
36. We have a process to track the status of audit findings and recommendations.
37. We have identified for you previous financial audits, attestation engagements, performance audits, or other studies related to the objectives of the audit being undertaken and the corrective action taken to address significant findings and recommendations, if any.

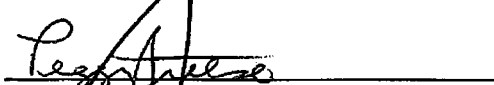
38. We have reviewed, approved and take full responsibility for all audit adjustments and an acknowledgement of the auditor's role in the preparation of this information. These adjustments are attached as Appendix A.
39. During the course of your audits, you may have accumulated records containing data that should be reflected in our books and records. All such data have been so reflected. Accordingly, copies of such records in your possession are no longer needed by us.

As of and for the year ended December 31, 2012, we believe that the effects of the uncorrected misstatements aggregated by you and summarized below are immaterial, both individually and in the aggregate to the financial statements taken as a whole. For purposes of this representation, we consider items to be material, regardless of their size, if they involve the misstatement or omission of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

Description:	Debit (Credit) to Correct the Misstatements				
	Assets	Liabilities	Net Position	Revenue	Expenses
Carryover Impact from Previous Years	\$ -	\$ -	\$ -	\$ -	\$ -
Current Year Misstatements:					
Factual, write-off of bond issuance costs	-	-	182,000	-	(182,000)
Subtotal	\$ -	\$ -	182,000	\$ -	\$ (182,000)
Effect of current year passed adjustments on net position			(182,000)		
Total			\$ -		

Des Moines Water Works


 6.16.13
 William Stowe, Chief Executive Officer


 Peggy Freese, Director of Finance


 Michelle Holland, Controller

Des Moines Water Works

Appendix A

Number	Date	Name	Account No	Reference	Debit	Credit	Net Income (Loss)	Amount Chg	R
Net Income (Loss) Before Adjustments							10,481,127.48		
AJE #1	12/31/2012	Deferred Revenue Bond Expenses	105700 GA	PBC		262,158.68			
AJE #1	12/31/2012	Deferred Rev Bond Disc/(Prem)	105800 GA	PBC		31,683.32			
AJE #1	12/31/2012	Revenue Bonds Interest Payable	202500 GA	PBC		85,879.05			
AJE #1	12/31/2012	Purchased Services	701100 GA	PBC	262,158.68				
AJE #1	12/31/2012	Interest Expense	902100 GA	PBC	95,879.05				
AJE #1	12/31/2012	Interest Expense	902100 GA	PBC	31,683.32				
Client given entry after receipt of TB (true up interest expense, write off issuance costs)					389,721.05	389,721.05	10,081,406.43	(389,721.05)	
AJE #2	12/31/2012	Deferred Revenue Bond Expenses	105700 GA	5010	275,523.77				
AJE #2	12/31/2012	Deferred Rev Bond Disc/(Prem)	105800 GA	5010		169,733.13			
AJE #2	12/31/2012	Purchased Services	701100 GA	5010		86,835.68			
AJE #2	12/31/2012	Purchased Services	701100 GA	5010	169,733.13				
AJE #2	12/31/2012	Interest Expense	902100 GA	5010		188,688.09			
To adjust debt related items due to refinancing					445,256.90	445,256.90	10,197,197.07	105,790.64	
AJE #3	12/31/2012	Construction in Progress	108100 GA	2020	61,575.53				
AJE #3	12/31/2012	Contracts Payable	201200 GA	2020		61,575.53			
To record retainage payable on service contract through Dec 31					61,575.53	61,575.53	10,197,197.07	0.00	
AJE #4	12/31/2012	OPEB Liability	204650 GA	8005		818,793.00			
AJE #4	12/31/2012	OPEB Expense	504250 GA	8005	818,793.00				
Client entry - to record change in OPEB liability					818,793.00	818,793.00	9,378,404.07	(818,793.00)	
RJE #3	12/31/2012	Purchased Services	701100 GA	5010		475,724.28			
RJE #3	12/31/2012	Interest Expense	902100 GA	5010	475,724.28				
To reclass issuance cost amortization to interest expense					475,724.28	475,724.28	9,378,404.07	0.00	
					2,191,070.76	2,191,070.76	9,378,404.07	(1,102,723.41)	

June 12, 2013

McGladrey LLP
400 Locust Street
Suite 640
Des Moines, Iowa

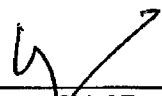
In connection with your audit of the statements of cash receipts and disbursements of the Board of Water Works Trustees, Billing and Collection Agent for the Sewer Service, Solid Waste Collection and Storm Water Management Charges for the City of Des Moines, Iowa (the Agent) for the years ended December 31, 2012 and 2011, we confirm that we are responsible for the fair presentation of the financial statements in accordance with the Agent's accounting policies consistently applied.

We confirm, to the best of our knowledge and belief, as of June 12, 2013, the following representations made to you during your audits:

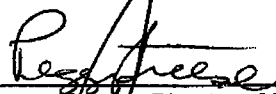
1. The financial statements referred to above are presented in conformity with the cash basis of accounting as described in Note 2 to the financial statements.
2. We are responsible for compliance with the contractual agreement with the City of Des Moines, Iowa.
3. We have made available to you all financial records and related data of the Agent in existence at any time during the period covered by your audits.
4. We have no knowledge of fraud or suspected fraud affecting the Agent involving:
 - a. Management.
 - b. Employees who have significant roles in the internal control.
 - c. Others where the fraud could have a material effect on the financial statements.
5. We acknowledge our responsibility for the design and implementation of programs and controls to provide reasonable assurance that fraud is prevented and detected.
6. We have no knowledge of any allegations of fraud or suspected fraud affecting the Agent received in communications from employees, former employees, analysts, regulators or others.
7. We are aware of no significant deficiencies, including material weaknesses, in the design or operation of internal controls that could adversely affect the Agent's ability to record, process, summarize and report financial data.
8. There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices that could have a material effect on the financial statements.

9. We are not aware of any pending or threatened litigation, claims or assessments, or unasserted claims or assessments that are required to be disclosed in the financial statements and we have not consulted a lawyer concerning litigation claims or assessments.
10. There are no:
 - a. Material transactions that have not been properly recorded in the accounting records underlying the financial statements.
 - b. Violations or possible violations of laws or regulations whose effects should be considered for disclosure in the financial statements. In that regard, we specifically confirm that we have not been designated as, or alleged to be, a "potentially responsible party" by the Environmental Protection Agency in connection with any known or alleged environmental contamination.
 - c. Other material liabilities or gain or loss contingencies that are required to be disclosed.
 - d. Minutes of the meetings of directors or committees of directors or summaries of actions of recent meetings for which minutes have not yet been prepared.
11. We are responsible for determining that significant events or transactions that have occurred since the date of the statements of cash receipts and disbursements and through June 12, 2013 have been disclosed in the financial statements. No events or transactions have occurred subsequent to the date of the statements of cash receipts and disbursements and through June 12, 2013 that would require disclosure in the financial statements. We further represent that as of June 12, 2013, the financial statements were complete in a form and format that complied with the cash basis of accounting, and all approvals necessary for issuance of the financial statements have been obtained.
12. During the course of your audits, you may have accumulated records containing data which should be reflected in our books and records. All such data have been so reflected. Accordingly, copies of such records in your possession are no longer needed by us.

Des Moines Water Works


6-16-13

William Stowe, Chief Executive Officer



Peggy Freese, Director of Finance



Michelle Holland, Controller

**Exhibit B – Independent Auditor’s
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***



Independent Auditor's 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

Board of Water Works Trustees
Des Moines Water Works
Des Moines, Iowa

We have audited, in accordance with the 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, the financial statements of Des Moines Water Works as of and for the year ended December 31, 2012, and the related notes to the financial statements, which collectively comprise Des Moines Water Works' basic financial statements, and have issued our report thereon dated June 12, 2013. The financial statements of the pension trust fund were not audited in accordance with *Government Auditing Standards*, and accordingly, this report does not include reporting on internal control over financial reporting or instances of reportable noncompliance associated with the pension trust fund.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered Des Moines Water Works' internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Des Moines Water Works' internal control. Accordingly, we do not express an opinion on the effectiveness of Des Moines Water Works' internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Des Moines Water Works' financial statements are free from 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*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

McGladrey LLP

Des Moines, Iowa
June 12, 2013