

MINUTES

REGULAR MEETING OF THE BOARD OF WATER SUPPLY

November 28, 2011

At 2:04 PM on November 28, 2011 in the Board Room of the Public Service Building at 630 South Beretania Street, Honolulu, Hawaii, Board Chairman Chung called to order the Regular Meeting of the Board.

Present: Randall Y. S. Chung, Board Chair
Denise M. C. De Costa, Vice Chair
Theresia C. McMurdo
Duane R. Miyashiro
Adam C. Wong
Westley K. C. Chun
Glenn M. Okimoto

Also Present: Dean Nakano, Acting Manager
Glenn Ah Yat
Darwin Ching
Marc Chun
Daryl Hiromoto
Erwin Kawata
Paul Kikuchi
Jan Kemp
Tracy Kitaoka
Michael Matsuo
Henderson Nuuhiwa
Jonathan Suzuki
Jason Takaki
Kurt Tsue
Barry Usagawa
Susan Uyesugi
Wayne Yoshimura

Others Present: Krishna Jayaram, Deputy Corporation Counsel
Ryan Iwane, N&K CPAs, Inc.
Ron Shiigi, N&K CPAs, Inc.

APPROVAL
OF MINUTES

Approval of the Minutes of the Regular Meeting held on
October 24, 2011.

DISCUSSION

Board Member Westley Chun requested the discussion on page 7 of the
October 24, 2011 board minutes be revised to reflect, 'Board Member
Westley Chun asked staff to provide statistics on loss of service due to
main breaks and unaccounted water or non-revenue water.'

MOTION
TO APPROVE

Theresia McMurdo and Westley Chun motioned and seconded,
respectively, to approve the Minutes of the Regular Session Meeting of
October 24, 2011, as amended. The motion was unanimously carried.

ADOPTION
OF RESOLUTION
814, 2011

Chairman and Members
Board of Water Supply
City and County of Honolulu
Honolulu, Hawaii 96843

Chairman and Members:

Subject: Adoption of Resolution No. 814, 2011, Revisions to the
Schedule of Rates and Charges for the Furnishing of Water
and Water Service For Fiscal Years (FY) 2012–2016
(effective January 1, 2012 through June 30, 2016)

We recommend adoption of Resolution No. 814, 2011, relating to the
Schedule of Rates and Charges for the Furnishing of Water and Water
Service (the "Schedule") for Fiscal Years (FY) 2012-2016 (effective
January 1, 2012 through June 30, 2016).

In summary, the proposed Schedule increases the Billing and Quantity
Charges by 9.65 percent effective January 1, 2012, with subsequent
increases of 9.65 percent effective on July 1, 2012, July 1, 2013, July 1,
2014 and July 1, 2015.

All other portions of the Schedule, such as standby charge, on-site
distribution tariff, power cost adjustment and environmental regulations
compliance fee cost adjustment and Water System Facilities Charges will
remain unchanged.

A public hearing to consider the revisions was held on August 22, 2011.
The affidavit attesting to the publication of the public hearing notice is
attached.

We recommend the adoption of Resolution No. 814, 2011, relating to the
Schedule of Rates and Charges for the Furnishing of Water and Water
Service.

Respectfully submitted,

/s/ Dean A. Nakano
DEAN A. NAKANO
Acting Manager

Attachments"

DISCUSSION: Board Chair asked Acting Manager, Dean Nakano, to explain why a 9.65% per year rate increase over the next five fiscal years was proposed; the potential consequences if rates are not increased; can the Board request a new rate study at any time; and if the Department is looking into a lifeline rate for the elderly and underprivileged.

Acting Manager Nakano reiterated the sequence of events; the reason why a water rate increase was requested and outlined the possible negative factors if an increase is deferred. Mr. Nakano also confirmed that a subsequent rate study can be undertaken at any time and can incorporate a lifeline rate study and that the Department will also continue to work with the City's Department of Environmental Services (ENV) and the Community Service Department on this particular subject.

In response to Mr. Chun's question, Mr. Nakano explained that if the proposed water rate increase was modified, a new rate study would have to be initiated and the current proposal would be null and void.

Vice Chair De Costa asked for justification for the previous water rate increase. Board Chairman Chung explained that the prior Board deferred all rate increase requests for ten years and when he became Board Chairman in 2005, he requested a rate study be implemented and the results was a rate increase was recommended to maintain the infrastructure.

Board Member Duane Miyashiro asked if the Department received any further communication from the public with respect to a rate increase. Mr. Nakano stated no negative responses were received, only comments at the neighborhood boards with respect to when would it be adopted so they could plan their budgets.

Mr. Nakano also informed the Board that the Department is projected to start a monthly billing cycle in mid-2012.

MOTION TO ADOPT Theresia McMurdo motioned to adopt Resolution No. 814, 2011, Revisions to the Schedule of Rates and Charges for the Furnishing of Water and Water Service for Fiscal years 2012-2016 (effective January 1, 2012 through June 30, 2016). The motion was second by Duane Miyashiro.

FURTHER DISCUSSION Vice Chair voiced her concern on the size of the water rate increase; felt the Department was attempting to accomplish more than they could manage; the prior administration of the department should have undertaken incremental increases over the last 15 years instead of deferring, and feels the experimental modernization project is a waste of ratepayers money. She, however, commends the Department for pursuing lifeline rates for customers on fix or low income.

Board Member Westley Chun expressed his concern whether the proposed rate increase is the correct amount; understands that the Board is allowed to either eliminate or modify the increased amount and the Board should provide information to the public on what the board is doing with the funds that is being raised.

Chairman Chung asked Vice Chair De Costa and Mr. Chun if they wanted to modify the presented proposal. Both responded they had no modifications to the presented proposal, but will be voting aye, with reservations.

Being there were no further discussions, the board members voted unanimously in favor of adopting Resolution No. 814, 2011, Revisions to the Schedule of Rates and Charges for the Furnishing of Water and Water Service for Fiscal years 2012-2016 (effective January 1, 2012 through June 30, 2016).

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

RESOLUTION NO. 814, 2011

RESOLUTION ADOPTING REVISIONS TO THE
SCHEDULE OF RATES AND CHARGES
FOR THE FURNISHING OF WATER AND WATER SERVICE
FOR FISCAL YEARS (FY) 2012-2016
(EFFECTIVE JANUARY 1, 2012 THROUGH JUNE 30, 2016)

WHEREAS, after notice of publication, a public hearing was held by the Board of Water Supply on August 22, 2011, for the purpose of considering proposed revisions to the Schedule of Rates and Charges for the Furnishing of Water and Water Service; and

WHEREAS, the proposed Schedule of Rates and Charges will increase the Billing and Quantity Charges by 9.65 percent effective January 1, 2012, with subsequent increases of 9.65 percent effective on July 1, 2012, July 1, 2013, July 1, 2014 and July 1, 2015; and

WHEREAS, testimonies presented at said hearing and received in writing through August 22, 2011 on the proposed revisions were given due consideration;

NOW, THEREFORE, BE IT RESOLVED by the Board of Water Supply, City and County of Honolulu, that the Schedule of Rates and Charges be revised as attached hereto and that said rates and charges shall be effective from January 1, 2012 through June 30, 2016.

ADOPTED:

/s/ Randall Y. S. Chung
RANDALL Y. S. CHUNG
Chairman

Honolulu, Hawaii
November 28, 2011

RESOLUTION NO. 814, 2011, ADOPTED ON NOVEMBER 28, 2011			
	AYE	NO	COMMENT
RANDALL Y. S. CHUNG	X		
DENISE M. C. DE COSTA	X		w/Reservations
DUANE R. MIYASHIRO	X		
THERESIA C. MCMURDO	X		
ADAM C. WONG	X		
WESTLEY K. C. CHUN	X		w/Reservations
GLENN M. OKIMOTO	X		

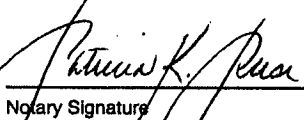
AFFIDAVIT OF PUBLICATION

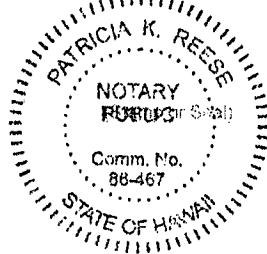
IN THE MATTER OF NOTICE OF PUBLIC HEARING

STATE OF HAWAII

}
} SS.
}

City and County of Honolulu

Doc. Date: AUG 11 2011 # Pages: 1
Notary Name: Patricia K. Reese First Judicial Circuit
Doc. Description: Affidavit of
Publication
 AUG 1
Notary Signature Date



Rose Rosales being duly sworn, deposes and says that she is a clerk, duly authorized to execute this affidavit of Oahu Publications, Inc. publisher of The Honolulu Star-Advertiser and MidWeek, that said newspapers are newspapers of general circulation in the State of Hawaii, and that the attached notice is true notice as was published in the aforementioned newspapers as follows:

Honolulu Star-Advertiser 1 times on:

08/11/2011

Midweek Wed. 0 times on:

 times on:

And that affiant is not a party to or in any way interested in the above entitled matter


Rose Rosales

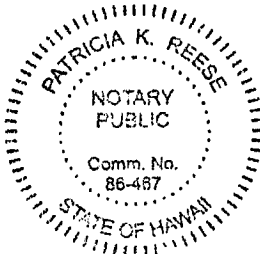
Subscribed to and sworn before me this 11th day

of Aug A.D. 20 11

Patricia K. Reese, Notary Public of the First Judicial Circuit, State of Hawaii

My commission expires: Oct 07-2014

Ad # 0000336568



NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that the BOARD OF WATER SUPPLY, CITY AND COUNTY OF HONOLULU, will hold a PUBLIC HEARING in the Board Room, Public Service Building, 630 South Beretania Street, on MONDAY, AUGUST 22, 2011, at 2:00 p.m. or soon thereafter, where all interested persons shall be afforded the opportunity of being heard on the adoption of the Proposed Schedule of Rates and Charges of the Board of Water Supply for the Fiscal Years (FY) 2012 through 2016.

Information to be discussed at this public hearing is available at Room 201 of the Public Service Building, Board of Water Supply, 630 South Beretania Street. All comments on or suggested changes to the proposed FY 2012 - 2016 Schedule of Rates and Charges should be filed in writing before the date of the public hearing or presented in person at the time of the hearing. Persons wishing to speak are requested to register by 1:00 p.m. with Allison Kawata or Donna Lee at 748-5100, by providing your name, phone number, and subject matter of testimony. Testimony is limited to three minutes and shall be presented by the registered speaker only. Any questions, please call 748-5100.

Any disabled person requiring special assistance who plans to attend the public hearing, may contact Allison Kawata or Donna Lee at 748-5100, no later than August 16, 2011, so that appropriate accommodations can be provided.

BOARD OF WATER SUPPLY CITY AND COUNTY OF HONOLULU

PROPOSED REVISION TO THE SCHEDULE OF RATES AND CHARGES FOR THE FURNISHING OF WATER AND WATER SERVICE

Billing Charge

There is a billing charge each time a bill is rendered effective as follows:

January 1, 2012	July 1, 2012	July 1, 2013	July 1, 2014	July 1, 2015
\$6.40	\$7.02	\$7.70	\$8.44	\$9.26

Quantity Charge

In addition to the billing charge, there is a charge for all water drawn for each 1,000 gallons effective as follows:

Single Family Residential (Monthly Per Unit)	January 1, 2012	July 1, 2012	July 1, 2013	July 1, 2014	July 1, 2015
Block 1 (Gallons) First 13,000 or any part thereof	\$3.06	\$3.35	\$3.68	\$4.03	\$4.42
Block 2 (Gallons) 13,001 - 30,000 or any part thereof	\$3.68	\$4.04	\$4.43	\$4.86	\$5.33
Block 3 (Gallons) Over 30,000	\$5.49	\$6.02	\$6.61	\$7.24	\$7.94
Multi-Family Residential (Monthly Per Unit)	January 1, 2012	July 1, 2012	July 1, 2013	July 1, 2014	July 1, 2015
Block 1 (Gallons) First 9,000 or any part thereof	\$3.06	\$3.35	\$3.68	\$4.03	\$4.42
Block 2 (Gallons) 9,001 - 22,000 or any part thereof	\$3.68	\$4.04	\$4.43	\$4.86	\$5.33
Block 3 (Gallons) Over 22,000	\$5.49	\$6.02	\$6.61	\$7.24	\$7.94
Non-Residential (Monthly Per Unit)	January 1, 2012	July 1, 2012	July 1, 2013	July 1, 2014	July 1, 2015
All Usage	\$3.43	\$3.76	\$4.13	\$4.53	\$4.96
Agricultural * (Monthly Per Account)	January 1, 2012	July 1, 2012	July 1, 2013	July 1, 2014	July 1, 2015
Block 1 (Gallons) First 13,000 or any part thereof	\$3.06	\$3.35	\$3.68	\$4.03	\$4.42
Block 2 (Gallons) Over 13,000	\$1.31	\$1.43	\$1.57	\$1.72	\$1.89
Non-Potable **	January 1, 2012	July 1, 2012	July 1, 2013	July 1, 2014	July 1, 2015
All Usage	\$1.71	\$1.88	\$2.06	\$2.26	\$2.47

* To obtain Agricultural Quantity Charges, a service holder must submit a written application each fiscal year to the Board of Water Supply and furnish satisfactory proof that they are engaged in crop production, stock raising or dairy farming on a commercial basis. Each approved application shall continue in effect entitling the service holder to these charges for the remainder of the fiscal year, until they cease the activities entitling them to these charges, or until new charges are established.
** The Non-Potable Quantity Charge effective from July 1, 1993 shall not supersede existing or individually negotiated non-potable quantity charge agreements.

STANDBY CHARGE: A Standby Charge of \$2,970.00 per month for each million gallon per day (mgd) demand requirement shall apply to private water systems contracting for inter-connection service. Such service shall be provided only for emergency or unscheduled service outages or supply reductions with the intent to protect against interrupted water service supporting normal private system requirements. Water drawn shall be charged at the applicable quantity rate for each thousand gallons or portion thereof. The Manager and Chief Engineer may negotiate alternate charges when appropriate.

ON-SITE DISTRIBUTION TARIFF: Consumers may be assessed an On-Site Distribution Tariff for Department maintenance of property piping if they elect to have the Board provide such service. Maintenance shall be limited to repair and renewal of "after the meter" service appurtenances eligible for coverage.

POWER COST ADJUSTMENT: When total electricity costs to the Board of Water Supply exceeds the amount used in calculating the annual Schedule of Rates and Charges, then the Quantity Charge may be increased \$0.01 per 1,000 gallons for every \$800,000 incremental overage, or any fraction thereof, in the following fiscal year rate.

ENVIRONMENTAL REGULATIONS COMPLIANCE FEE COST ADJUSTMENT: The Quantity Charge may be increased \$0.01 per 1,000 gallons for each \$600,000 or fraction thereof of additional costs that the Board of Water Supply is required to incur in order to comply with any Federal or State environmental law or regulation.

**PROPOSED REVISION TO THE SCHEDULE OF RATES AND CHARGES
FOR THE FURNISHING OF WATER AND WATER SERVICE**

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** The Nonpotable Quantity Charge effective from July 1, 1993 shall not supersede existing or individually negotiated nonpotable quantity charge agreements.

STANDBY CHARGE: A Standby Charge will be negotiated by the Manager and Chief Engineer with private water systems contracting for inter-connection service. Such service shall be provided only for emergency or unscheduled service outages or supply reductions with the intent to protect against interrupted water service supporting normal private system requirements. Water drawn shall be charged at the applicable quantity rate for each thousand gallons or portion thereof.

ON-SITE DISTRIBUTION TARIFF: Consumers may be assessed an On-Site Distribution Tariff for Department maintenance of property piping if they elect to have the Board provide such service. Maintenance shall be limited to repair and renewal of "after the meter" service appurtenances eligible for coverage

POWER COST ADJUSTMENT: When total electricity costs to the Board of Water Supply exceeds the amount used in calculating the annual Schedule of Rates and Charges, then the Quantity Charge may be increased \$0.01 per 1,000 gallons for every \$600,000 incremental overage, or any fraction thereof, in the following fiscal year rate.

ENVIRONMENTAL REGULATIONS COMPLIANCE FEE COST ADJUSTMENT: The Quantity Charge may be increased \$0.01 per 1,000 gallons for each \$600,000 or fraction thereof of additional costs that the Board of Water Supply is required to incur in order to comply with any Federal or State environmental law or regulation.

FINANCIAL
UPDATE

Chairman and Members
Board of Water Supply
City and County of Honolulu
Honolulu, Hawaii 96843

Chairman and Members:

Subject: Financial Update for the Period Ended October 31, 2011

The following Board of Water Supply's financial reports are attached:

- Budget vs Actual Revenue and Expense Totals
- Statement of Revenues, Expenses and Change in Net Assets
- Balance Sheet
- Budget vs Actual Appropriate Budget – Total BWS Summary

Respectfully submitted,

/s/ Dean A. Nakano
DEAN A. NAKANO
Acting Manager

Attachments"

The foregoing was for information only.

DISCUSSION:

In response to Board Member Westley Chun's question, Chief Financial Officer, Paul Kikuchi, clarified the differences between the four financial reports submitted at each board meeting.

Budget vs. Actual
Revenue and Expense Totals
As of October 31, 2011

	YTD Actuals	YTD Budget	Favorable/ (Unfavorable) Variance
Revenues	52,793,000	53,045,000	(252,000)
Operating Expenses	(38,050,000)	(52,425,000)	14,375,000
Net Revenues (expenditures)	<u>14,743,000</u>	<u>620,000</u>	<u>14,123,000</u>

Board Of Water Supply
Statement of Revenues, Expenses And Change In Net Assets
For the Four Months Ending October 31, 2011

Current Month Actual	% Revenue	Last Year Actual	% Revenue	Description	Year to Date Actual	% Revenue	Last Year to Date Actual	% Revenue	% Change
				REVENUE					
12,196,224.98	100.00	10,674,306.80	100.00	OPERATING REVENUE	51,976,433.90	100.00	55,525,948.17	100.00	6.39-
12,196,224.98	100.00	10,674,306.80	100.00	REVENUE	51,976,433.90	100.00	55,525,948.17	100.00	6.39-
				OPERATING EXPENSES					
2,263,359.16-	18.56	2,357,081.84-	22.08	LABOR COSTS	9,369,250.24-	18.03	9,628,428.38-	17.34	2.69-
813,814.92-	6.67	1,022,101.96-	9.58	SERVICES	2,050,863.90-	3.95	3,146,911.55-	5.67	34.83-
251,273.42-	2.06	197,379.04-	1.85	SUPPLIES	691,415.70-	1.33	691,123.23-	1.24	.04
27,076.99-	.22	2,481.45-	.02	EDUCATION & TRAINING	70,623.99-	.14	23,604.73-	.04	199.19
2,698,658.68-	22.13	1,959,613.84-	18.36	UTILITIES	8,617,860.15-	16.58	5,895,003.64-	10.62	46.19
193,320.16-	1.59	188,808.41-	1.77	REPAIR AND MAINTENANCE	637,616.16-	1.23	815,950.30-	1.47	21.86-
1,705,318.66-	13.98	850,913.99-	7.97	MISC	5,541,211.60-	10.66	4,488,879.53-	8.08	23.44
565,914.97-	4.64	1,188,735.08-	11.14	RETIREMENT SYSTEM CONTRIBUTIO	3,742,544.35-	7.20	3,685,037.53-	6.64	1.56
50,453.79	.41	93,700.80-	.88	MISC EMPLOYEES' BENEFITS	446,471.51	.86	154,213.27-	.28	389.52-
8,468,283.17-	69.43	7,860,816.41-	73.64	OPERATING EXPENSES	30,274,914.58-	58.25	28,529,152.16-	51.38	6.12
682,232.40-	5.59	843.58-	.01	NON OPERATING REVENUE AND EXPE	1,936,837.31-	3.73	516,904.10-	.93	274.70
397,752.52	3.26	564,169.48	5.29	CONTRIBUTION IN AID	3,995,268.98	7.69	3,538,686.82	6.37	12.90
4,086,888.56-	33.51	3,685,524.44-	34.53	OTHER EXPENSES	17,165,474.84-	33.03	14,243,951.65-	25.65	20.51
643,426.63-	5.28	308,708.15-	2.89	Change In Net Assets	6,594,476.15	12.69	15,774,627.08	28.41	58.20-

Board Of Water Supply
Balance Sheet
As of October 31, 2011

*****		Amounts		*****		***** Change *****	
Description	Current	Last Month End	Last Year End	This Month	This Year		
ASSETS							
CURRENT ASSETS	29,589,414.02	30,708,564.14	26,721,776.49	-1,119,150.12	2,867,637.53		
RESTRICTED ASSETS	1,783,039.84	1,709,095.97	16,977,096.61	73,943.87	-15,194,056.77		
INVESTMENTS	178,818,431.85	177,027,769.83	170,566,345.23	1,790,662.02	8,252,086.62		
OTHER ASSETS	3,300,746.91	3,548,740.96	4,069,356.13	-247,994.05	-768,609.22		
PROPERTY / PLANT	1,152,903,049.22	1,154,367,936.17	1,157,677,224.29	-1,464,886.95	-4,774,175.07		
TOTAL ASSETS	<u>1,366,394,681.84</u>	<u>1,367,362,107.07</u>	<u>1,376,011,798.75</u>	<u>-967,425.23</u>	<u>-9,617,116.91</u>		
LIABILITIES							
CURRENT LIABILITIES	13,267,749.48	12,479,510.75	25,051,498.39	788,238.73	-11,783,748.91		
OTHER LIABILITIES	20,572,172.90	20,686,184.22	21,725,332.64	-114,011.32	-1,153,159.74		
BONDS PAYABLE, NONCURRENT	316,840,412.19	317,424,162.19	319,700,620.59	-583,750.00	-2,860,208.40		
LIABILITIES	<u>350,680,334.57</u>	<u>350,589,857.16</u>	<u>366,477,451.62</u>	<u>90,477.41</u>	<u>-15,797,117.05</u>		
NET ASSETS							
RETAINED EARNINGS	342,653,312.50	341,613,355.76	332,340,706.53	1,039,956.74	10,312,605.97		
FUND BALANCE	594,633,831.66	594,633,831.66	594,633,831.66				
RESERVE FOR ENCUMBRANCES	72,247,202.97	73,287,159.71	82,559,808.94	-1,039,956.74	-10,312,605.97		
CURRENT YEAR CHANGES TO FU	6,180,000.14	7,237,902.78		-1,057,902.64	6,180,000.14		
NET ASSETS	<u>1,015,714,347.27</u>	<u>1,016,772,249.91</u>	<u>1,009,534,347.13</u>	<u>-1,057,902.64</u>	<u>6,180,000.14</u>		
TOTAL LIABILITIES AND NET ASSETS	<u>1,366,394,681.84</u>	<u>1,367,362,107.07</u>	<u>1,376,011,798.75</u>	<u>-967,425.23</u>	<u>-9,617,116.91</u>		

Budget vs Actual Appropriation Budget - Total BWS Summary

(\$000's)

CIFIS 12820-3021

AS OF 10/31/2011

OPER UNIT ALL

BUSINESS UNIT ALL

YTD-TO-DATE				Object Description	FOR THE FISCAL YEAR				
YTD Actuals	YTD Budget	Avail/ (Over)	%		Revenues/ Expend	Open Encumb	Annual Budget	Avail/ (Over)	%
<u>52,793</u>	<u>53,045</u>	<u>252</u>	<u>.48</u>	<u>REVENUE</u>	<u>52,793</u>		<u>159,411</u>	<u>106,618</u>	<u>66.88</u>
				OPERATING EXPENSES:					
10,160	14,422	4,262	29.55	Personnel Services	10,160		43,732	33,572	76.77
				MATERIALS AND SUPPLIES					
2,258	4,888	2,630	53.81	Services	1,056	1,202	13,297	11,039	83.02
1,619	2,303	684	29.70	Supplies	691	928	7,269	5,650	77.73
17	142	125	88.03	Education & Training	14	3	463	446	96.33
	3	3	100.00	Utilities			10	10	100.00
696	2,208	1,512	68.48	Repairs & Maint	390	306	6,854	6,158	89.85
3,052	3,053	1	.03	Misc	2,947	105	10,028	6,976	69.57
11	650	639	98.31	Equipment	11		2,920	2,909	99.62
6,980	7,525	545	7.24	Debt Service	6,980		22,577	15,597	69.08
				FIXED CHARGES:					
7,203	9,348	2,145	22.95	Utilities	7,203		28,043	20,840	74.31
1,100	1,100			Case Fees	1,100		3,300	2,200	66.67
2,206	2,352	146	6.21	Retirement System Contribution	2,206		7,055	4,849	68.73
2,748	4,431	1,683	37.98	Misc Employees' Benefits	2,483	265	13,293	10,545	79.33
<u>38,050</u>	<u>52,425</u>	<u>14,375</u>	<u>27.42</u>	<u>TOTAL OPERATING EXPENDITURES</u>	<u>35,241</u>	<u>2,809</u>	<u>158,841</u>	<u>120,791</u>	<u>76.05</u>
<u>14,743</u>	<u>620</u>	<u>(14,123)</u>		<u>NET REVENUES (EXPENDITURES)</u>	<u>17,552</u>	<u>(2,809)</u>	<u>570</u>	<u>(14,173)</u>	

AUDIT
REPORT

Chairman and Members
Board of Water Supply
City and County of Honolulu
Honolulu, Hawaii 96843

Chairman and Members:

Subject: Financial Statements and Supplementary Information
with Independent Auditors' Report, Fiscal Years Ended
June 30, 2011 and 2010

Our auditors, N&K CPAs, Inc., have completed the audit of the financial statements and internal controls of major programs of the Board of Water Supply and issued an unqualified opinion indicating they have not identified any material weaknesses, significant deficiencies or material noncompliance to the financial statements or audit findings regarding Federal awards.

Attached is a copy of the financial statements of the Board of Water Supply and the report thereon by N&K CPAs, Inc., covering the results of their examination of the accounts and financial status of the Board of Water Supply for the years ended June 30, 2011 and 2010, as required under Article VII, Section 7-108 of the Revised Charter.

Ron Shiigi and Ryan Iwane from N&K CPAs, Inc., are present to address any questions you may have at this time.

Respectfully submitted,

/s/ Dean A. Nakano
DEAN A. NAKANO
Acting Manager

Attachments"

The foregoing was for information only.

DISCUSSION:

In response to Board Member Chun's previous request for an audit of the Board's operations by the City Auditor, Mr. Nakano reported the Office of the City Auditor is in the process of auditing all of the City Departments, including Board of Water Supply. The proposed scope and objectives of the forthcoming audit should satisfy Mr. Chun's request.

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

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

Fiscal Years Ended June 30, 2011 and 2010



N&K CPAs, Inc.

ACCOUNTANTS|CONSULTANTS

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

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

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**Board of Water Supply
City and County of Honolulu
INTRODUCTION
Fiscal Year Ended June 30, 2011**

The Board of Water Supply of the City and County of Honolulu (the BWS) is pleased to present its Annual Financial Report for the fiscal year 2011. This introduction provides an overview of the mission, organization, and operations of the BWS. The following management discussion and analysis is intended to provide the reader with an easily understandable analysis of the BWS's financial performance and all aspects of its financial position. Financial statements presenting the financial position and results of operations of the BWS is in conformity with accounting principles generally accepted in the United States of America, accompanied by the independent auditors' report, follows the management's discussion and analysis.

Organization and Business

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

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

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

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

The BWS receives no revenues from taxation and depends solely upon revenues derived from its rates and charges to pay for its operations and debt service. The BWS may also receive funds from the federal, state, or county governments for capital improvement and other projects.

The BWS services 166,844 accounts and a residential population of 953,207. The service area covers the island of Oahu and is 596.7 square miles. The customer base includes the residential population, businesses and industries, and agriculture. Of the total accounts, 154,810 are residential (92.8%), representing 59.9% of the total amount received from water sales in fiscal year 2011; 11,149 are commercial and industrial (6.7%), representing 39.1% of the total amount received from water sales in fiscal year 2011; and 885 are agricultural (0.5%), representing 1.0% of the total amount received from water sales in fiscal year 2011.

**Board of Water Supply
City and County of Honolulu
INTRODUCTION (Continued)
Fiscal Year Ended June 30, 2011**

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

Mission

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

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

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

Looking Ahead

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

1. Resource Sustainability

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

- The BWS continues its successful leak detection and repair program, proactively identifying and repairing leaks before they become an emergency main break. By proactively reducing distribution system water loss to 10%, pumping costs are reduced and water resources are conserved.

**Board of Water Supply
City and County of Honolulu
INTRODUCTION (Continued)
Fiscal Year Ended June 30, 2011**

- Recycled water is an important component of a host of conservation and drought mitigation strategies to reduce potable water consumption. The BWS continues to support the use of recycled water in the Ewa area as an appropriate and more efficient source of water for irrigation and industrial purposes. Recycled water use from the Honouliuli Water Recycling Facility continues to provide alternative water supply in Ewa for irrigation and industrial purposes. Recycled water production averaged 7.5 million gallons per day (mgd) in fiscal year 2011, which was on average 1.0 mgd less than 2010 due to the above average rainfall experienced during the winter and spring from a strong Pacific La Nina event.
- The Waianae and Koolauloa Watershed Management Plans (WMP) were adopted by the Honolulu City Council in August 2010 as Bills 9 and 10; respectively, revising Chapter 30, Revised Ordinances of Hawaii. The State Commission on Water Resource Management subsequently adopted the plans in March 2011. The Koolaupoko WMP is expected to be adopted in 2012 by the Honolulu City Council. The North Shore WMP was also initiated in 2011. These plans are the regional component of long-range strategic water plans for the City and County of Honolulu. Watershed management plans provide the strategic planning framework for watershed protection projects and water use and development for the BWS's long-range capital program, ensuring that adequate water supplies and water system infrastructure will meet Oahu's future water demands.
- The BWS and City Department of Environmental Services concluded the rebate program for low flow toilets in December 2010. The successful program facilitated replacement of residential high flow toilets and conserved millions of gallons of freshwater and reduced wastewater flows.
- The BWS implemented and expanded upon a wide array of public information and education programs that support and reinforce efforts to educate customers about the importance of conserving water throughout the year and about other BWS programs.
- The BWS continues to ensure that the community's potable water supply complies with all Federal and State safe drinking water regulations by monitoring changes in safe drinking water regulations and installing new and replacement water treatment facilities as necessary.

2. Economic Sustainability

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

- The BWS implemented a five (5) percent water rate increase on July 1, 2010. The additional revenue was necessary to fund infrastructure repair and replacement programs and to keep up with the rising cost of delivering water to customers. The BWS has developed a five (5) year rate proposal that is now being considered by its Board of Directors.

**Board of Water Supply
City and County of Honolulu
INTRODUCTION (Continued)
Fiscal Year Ended June 30, 2011**

- The BWS charges a power cost adjustment to recover unexpected electrical cost surcharges incurred during the prior fiscal year (FY 2010). On July 1, 2010, the power cost adjustment charge was 2.8 cents for every 1,000 gallons of water used. The power cost adjustment is reviewed annually so that the adjustment only recovers unanticipated energy cost surcharges from the prior fiscal year.
- A total of \$26.1 million in capital program contracts, of which \$4.3 million are professional services contracts, were awarded as of June 30, 2011. The repair, replacement and improvement projects proactively address the needs of our aging infrastructure to ensure continuity of core services. In addition, \$6.9 million of operating budget contracts were awarded that provide the necessary waterworks materials, services and supplies, automotive and construction equipment and information technology systems to support our core operations.
- According to the American Water Works Association, water utilities nationwide should strive for roughly 25-30 breaks per 100 miles of pipeline. The BWS ratio was better than the national benchmark. In fiscal year 2011, the BWS employees responded to a total of 331 main breaks or about 16 breaks per 100 miles of pipeline.
- The BWS is replacing its 14-year-old customer information and billing system with a state-of-the-art Customer Information System (CIS). The CIS system will provide BWS customer service representatives and other users with a system that is more reliable, faster, easier to use, and will allow the staff to provide better service to customers.
- The BWS's web-based Geographic Information System (GIS) has been upgraded and gives department users access to updated imagery, enhanced functionality, and faster performance. In addition, the ongoing Global Positioning System (GPS) asset collection and verification project that started in Halawa has progressed clockwise around the island to Sand Island and Kalihi. To date, 221,032 BWS assets have been located and mapped and more than 32,322 asset locations (e.g. meters, valves, hydrants, and manholes) have been added. Many of these assets had been asphalted over, buried or overgrown with brush.
- The BWS consolidated its computer servers and has reduced the number of systems from 64 to 4. This consolidation has significantly reduced electrical power, air conditioning, physical space and maintenance and support requirements.
- The BWS replaced aging security camera systems at key pump stations and reservoirs with more efficient digital systems. These new systems are networked based and provide higher quality video images, wider coverage, enhanced functionality, significantly improved detection capability, and greater reliability. The new camera system greatly increases the BWS's ability to detect and respond to intruders.
- The BWS wireless network project continues with the completion of a high speed wireless backbone on the leeward side of the island from Koko Head to Makakilo. The wireless backbone connects relay sites, the main office at Beretania, BWS corporation yards, and the BWS disaster recovery center near the Airport at speeds similar to fiber optic connections. The wireless links are more cost effective and provide faster speeds than wired connections.

**Board of Water Supply
City and County of Honolulu
INTRODUCTION (Continued)
Fiscal Year Ended June 30, 2011**

3. Organizational Sustainability

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

- The BWS successfully processed more than 222,450 customer calls and inquiries regarding bill payments, delinquent bills, set-up and closing of water service, or new water services during the fiscal year. Additionally, the BWS processed 32,399 water service investigations, 6,270 building permit reviews, and 516 cross connection permit reviews. The BWS employees were consistently commended for their efforts to resolve customer needs in a timely and efficient manner.
- The BWS worked continually with the City Department of Emergency Management and Hawaii State Civil Defense to insure the effectiveness of its plans and procedures in place to respond effectively to emergency situations such as a tropical cyclone, an island wide power outage, pandemic flu, tsunami, or other events.
- Employee development continues to be a top priority for the BWS. Opportunities for employees to learn more about their field and to enhance their leadership and team building skills are readily available.
- In order to provide effective emergency response as a major utility, the BWS committed to having all of its employees complete basic certification under the Federal National Incident Management System (NIMS). As of this juncture, the BWS achieved a 99.8 percent completion compliance rate.
- Open communication with public employee union shop stewards of the Hawaii Government Employees Association (HGEA) and United Public Workers (UPW) continues to foster improved labor-management relationships. The meetings are a forum where stewards are able to obtain clarification and guidance on personnel-related questions and concerns. These sessions also encourage open dialogue to clarify issues before they become problematic.
- Employee recognition programs are a key element to foster employee morale and encourage continuing excellence. These programs continue to be an important priority for BWS management.



N&K CPAs, Inc.
ACCOUNTANTS | CONSULTANTS

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

INDEPENDENT AUDITORS' REPORT

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

We have audited the statements of net assets of the Board of Water Supply (the BWS), a component unit of the City and County of Honolulu, as of June 30, 2011 and 2010, and the related statements of revenues, expenses, and changes in net assets and cash flows for the fiscal years then ended. These financial statements are the responsibility of the BWS's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the BWS as of June 30, 2011 and 2010, and the results of its operations and its cash flows for the fiscal years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated October 14, 2011, on our consideration of the BWS's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The Management's Discussion and Analysis information on pages 10-15 are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

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

N&K CPAs, Inc.

Honolulu, Hawaii
October 14, 2011

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS
Fiscal Year Ended June 30, 2011**

This section presents the management's discussion and analysis of the BWS's financial condition and activities for the fiscal year ended June 30, 2011. This information should be read in conjunction with the financial statements.

Financial Highlights

The BWS implemented the last of five (5) scheduled annual rate increases in July 2010 to meet rising costs of delivering water to customers and to continue its infrastructure repair and replacement programs. Water rates increased by five (5) percent, approximately \$1.69 more on monthly water charges for an average single-family residential customer, effective July 1, 2010.

The BWS still maintains a relatively strong financial performance with a manageable capital program. Meanwhile, management continues to carefully evaluate the BWS's finances to ensure optimum performance. In addition to meeting all debt covenants, outstanding debt and cash reserves were kept at levels appropriate for maintaining favorable bond ratings. Key financial highlights are listed below:

- Net assets increased by \$12.4 million in fiscal year 2011 compared to \$17.4 million in fiscal year 2010.
- Total assets at year-end were \$1.4 billion, which exceeded liabilities by \$1.0 billion.
- The BWS's unrestricted current assets at June 30, 2011 were 5.1 times its related current liabilities compared to 4.5 times at June 30, 2010.
- The BWS's debt to equity ratio was 32.9% at June 30, 2011, indicating the continuance of capacity to issue additional debt.
- Management periodically reviews and recommends changes to its schedule of rates and charges. Accordingly, the Executive Leadership Team has analyzed and identified its capital requirements, operational needs, workforce requirements and vital support functions and developed a five year rate proposal that is currently being considered by the BWS Board of Directors.

Overview of Financial Report

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

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

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2011**

The basic financial statements include a statement of net assets, a statement of revenues, expenses and changes in net assets, a statement of cash flows, and notes to the financial statements. The statement of net assets presents the resources and obligations of the BWS at June 30, 2011. The statement of revenues, expenses and changes in net assets presents the results of operations for the fiscal year then ended, and the resultant ending net asset balance.

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

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

Financial Analysis

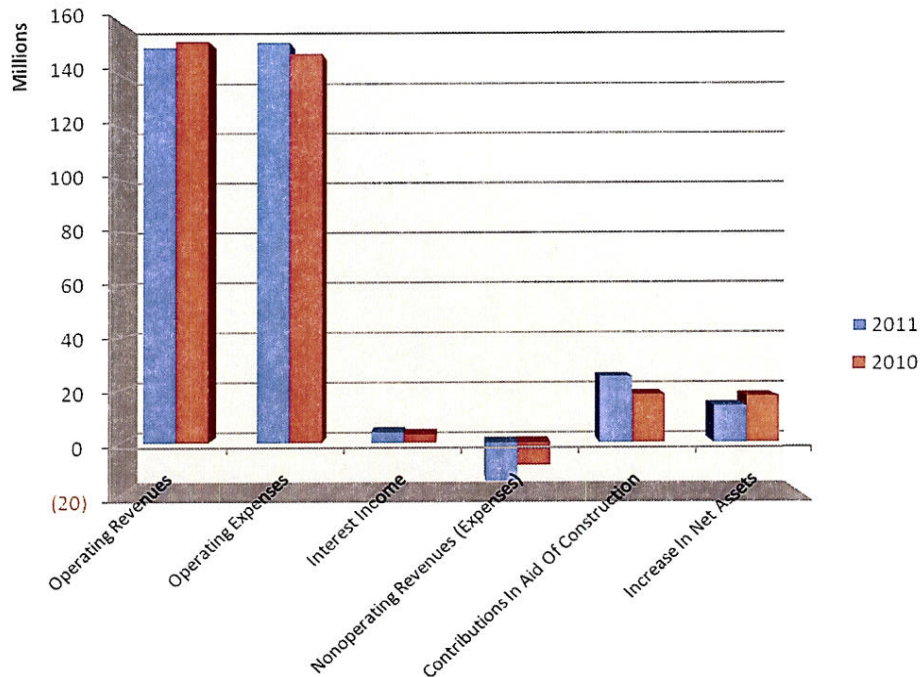
Results of Operations

CONDENSED STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS

	June 30,		%
	2011	2010	Change
	(in thousands)		
Operating revenues	\$ 149,894	\$ 152,248	-1.5%
Operating expenses:			
Depreciation	41,247	40,101	2.9%
Administrative and general	42,137	40,363	4.4%
Power and pumping	28,631	27,967	2.4%
Other operating expenses	39,818	39,079	1.9%
Total operating expenses	151,833	147,510	2.9%
Earnings (loss) from operations	(1,939)	4,738	
Nonoperating revenues(expenses):			
Interest income	3,929	3,108	26.4%
Others	(14,434)	(8,540)	69.0%
Total nonoperating revenues (expenses)	(10,505)	(5,432)	93.4%
Contributions in aid of construction	24,838	18,130	37.0%
Increase in net assets	\$ 12,394	\$ 17,436	

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2011**

Statement of Revenues, Expenses and Changes in Net Assets



The increase in net assets for the fiscal year ended June 30, 2011 was \$12.4 million, compared to an increase of \$17.4 million for fiscal year ended June 30, 2010.

Operating revenues for fiscal year 2011 were \$149.9 million, a decrease of \$2.4 million from fiscal year 2010 revenues of \$152.2 million.

Total operating expenses increased to \$151.8 million in fiscal year 2011, an increase of \$4.3 million from fiscal year 2010. Factors contributing to this change are explained below.

Administrative and general expenses increased \$1.8 million mainly due to an increase in other post-employment benefits paid offset by a decrease in expenditures for Information Technology (IT) contractual services.

Power and Pumping expenses increased \$0.7 million from fiscal year 2010. This was primarily due to an increase in electricity costs of \$2.4 million offset by a decrease in the purchase of granular activated carbon (GAC) in the amount of \$1.4 million.

In the other operating expense categories, expenses increased \$0.7 million. This was mainly comprised of an increase in transmission maintenance.

Non-operating expenses increased by \$5.1 million due primarily to an increase in the loss from disposition of property and an increase in the unrealized loss on investments.

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2011**

Contributions in aid of construction result from water system facilities charges that are levied against all new developments and residential properties requiring water from the BWS's systems, except those developments that have paid for and installed a complete water system, including sources, transmission, and daily storage facilities. In addition, contributions of capital assets from governmental agencies, developers, and customers are recorded as contributions in aid of construction at their cost. The BWS realized contributions in aid of construction of \$24.8 million in fiscal year 2011 compared to \$18.1 million in fiscal year 2010. The increase in contributions in aid of \$6.7 million was due to an increase in projects completed by governmental funds of \$11.3 million. In fiscal year 2011, the major developments completed were Fort Weaver Road widening and East Kapolei reservoir, access road and transmission mains.

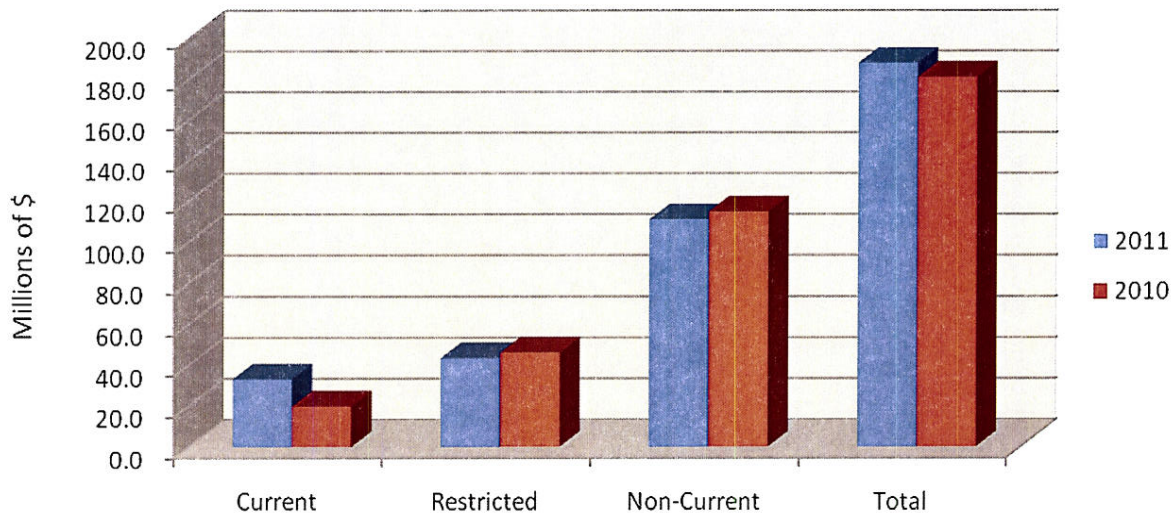
Financial Condition

CONDENSED STATEMENTS OF NET ASSETS

	June 30,		% Change
	2011	2010	
	(in thousands)		
Current Assets			
Cash and equivalents	\$ 7,159	\$ 3,487	105.3%
Investments	26,034	16,483	57.9%
Other current assets	26,658	26,862	-0.8%
Restricted Assets			
Cash and equivalents	14,975	14,376	4.2%
Investments	28,532	31,696	-10.0%
Investments	110,862	114,659	-3.3%
Other Assets	2,805	2,944	-4.7%
Property, plant and equipment, net of accumulated depreciation	<u>1,157,677</u>	<u>1,158,273</u>	<u>-0.1%</u>
Total assets	\$ <u>1,374,702</u>	\$ <u>1,368,780</u>	<u>0.4%</u>
Current liabilities	\$ 11,750	\$ 10,301	14.1%
Other liabilities	61,786	62,678	-1.4%
Bonds payable, noncurrent	<u>291,632</u>	<u>298,661</u>	<u>-2.4%</u>
Total liabilities	<u>365,168</u>	<u>371,640</u>	<u>-1.7%</u>
Net Assets:			
Invested in capital assets, net of related debt	834,243	833,275	0.1%
Restricted for capital activity and debt service	25,609	23,779	7.7%
Unrestricted	<u>149,682</u>	<u>140,086</u>	<u>6.9%</u>
Total net assets	<u>1,009,534</u>	<u>997,140</u>	<u>1.2%</u>
Total liabilities and net assets	\$ <u>1,374,702</u>	\$ <u>1,368,780</u>	<u>0.4%</u>

**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2011**

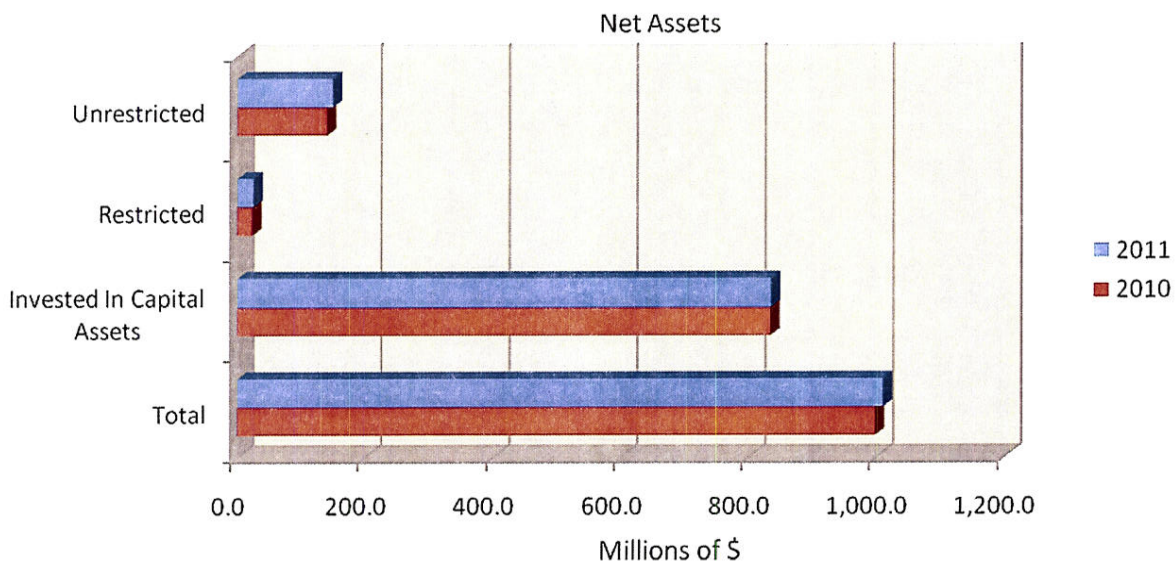
Cash and Investments



Effective July 1, 2010, the BWS increased its water rates by five (5) percent. A water rate increase for fiscal year 2012 is under consideration.

The BWS's unrestricted current assets at June 30, 2011 were 5.1 times its related current liabilities compared to 4.5 times at June 30, 2010. The ratio increase was due to an increase in cash and investments.

Net assets increased by \$12.4 million or 1.2%; from \$997.1 million in fiscal year 2010 to \$1.0 billion at the end of fiscal year 2011. This reflects consistent operating revenue and increases in contributions in aid offset by increases in other non-operating expenses.



**Board of Water Supply
City and County of Honolulu
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
Fiscal Year Ended June 30, 2011**

Capital Assets and Long-Term Debt

During the fiscal year, the BWS capitalized \$69.0 million to its utility plant in service. Major assets added were Farrington Highway: 30 inch and 24 inch mains, \$16.7 million; East Kapolei 215' 4 MG Reservoir, access road and transmission mains, \$10.4 million; Kalihi water system improvements, \$8.0 million; Kapahulu water system improvements, \$4.2 million; and Wilhelmina Rise water system improvements, \$4.1 million.

The BWS issues long-term bonds to finance part of its capital improvement program. The BWS's debt to equity ratio has remained fairly constant at 32.9% for fiscal year 2011 and 33.7% for fiscal year 2010.

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

Rate Covenant

The BWS is required under its bond indenture, among other things, to fix, charge, and collect such rates and other charges in each fiscal year to meet the net revenue requirement for such fiscal year. The net revenue requirement is the greater of 1) the sum of the aggregate debt service and all deposits required by bond resolution to be made, or 2) 1.20 times the aggregate debt service. The BWS met the net revenue requirement for the fiscal year ended June 30, 2011.

Request for Information

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

**Board of Water Supply
City and County of Honolulu
STATEMENTS OF NET ASSETS
June 30, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 7,159,813	\$ 3,487,079
Investments	26,034,201	16,482,685
Interest receivable	894,933	752,966
Customer receivables		
Billed, less allowances for uncollectible accounts of \$1,232,871 in 2011 and \$266,000 in 2010	8,653,986	8,453,666
Unbilled	8,486,868	10,542,540
Other receivables, less allowances for uncollectible accounts of \$510,868 in 2011 and 2010	3,694,772	2,828,835
Materials and supplies	4,508,600	3,975,581
Prepaid expenses	<u>417,974</u>	<u>309,735</u>
Total current assets	<u>59,851,147</u>	<u>46,833,087</u>
RESTRICTED ASSETS		
Cash and cash equivalents	14,974,855	14,375,577
Investments	<u>28,532,116</u>	<u>31,695,804</u>
Total restricted assets	<u>43,506,971</u>	<u>46,071,381</u>
INVESTMENTS	<u>110,862,238</u>	<u>114,658,716</u>
BOND ISSUE COSTS		
Net of accumulated amortization of \$1,023,727 in 2011 and \$884,588 in 2010	<u>2,804,798</u>	<u>2,943,937</u>
CAPITAL ASSETS		
Land	32,373,064	32,373,064
Infrastructure	1,303,009,505	1,244,973,961
Building and improvements	148,085,176	147,577,951
Equipment and machinery	237,113,104	231,508,650
Construction work in progress	<u>162,737,147</u>	<u>187,997,848</u>
	1,883,317,996	1,844,431,474
Less accumulated depreciation	<u>725,640,773</u>	<u>686,158,609</u>
Capital assets - net	<u>1,157,677,223</u>	<u>1,158,272,865</u>
TOTAL	<u>\$ 1,374,702,377</u>	<u>\$ 1,368,779,986</u>

See accompanying notes to financial statements.

**Board of Water Supply
City and County of Honolulu
STATEMENTS OF NET ASSETS (Continued)
June 30, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Payable from current assets		
Accounts payable	\$ 5,436,825	\$ 4,968,748
Contracts payable, including retainages	3,550,195	2,899,628
Accrued vacation, current portion	1,875,947	2,159,016
Other	886,797	273,463
	<u>11,749,764</u>	<u>10,300,855</u>
Payable from restricted assets		
Contracts payable, including retainages	2,057,177	3,359,718
Accrued interest payable	7,297,300	7,444,334
Bonds payable, current portion	6,710,000	6,435,000
Notes payable, current portion	1,533,389	1,516,446
Other	300,160	458,142
	<u>17,898,026</u>	<u>19,213,640</u>
Total current liabilities	<u>29,647,790</u>	<u>29,514,495</u>
OTHER LIABILITIES		
Customer advances	2,210,966	1,872,552
Accrued vacation, noncurrent portion	3,973,247	4,554,344
Accrued workers' compensation	2,235,157	1,910,131
Other postemployment benefits	1,008,000	2,921,377
Notes payable, noncurrent portion	31,802,717	29,415,864
Accrued arbitrage rebate and yield restriction	954,413	1,137,568
Other	1,704,062	1,652,698
Total other liabilities	<u>43,888,562</u>	<u>43,464,534</u>
BONDS PAYABLE - NONCURRENT	<u>291,631,677</u>	<u>298,660,605</u>
Total liabilities	<u>365,168,029</u>	<u>371,639,634</u>
NET ASSETS		
Invested in capital assets - net of related debt	834,242,829	833,274,750
Restricted for capital activity and debt service	25,608,944	23,779,387
Unrestricted	149,682,575	140,086,215
Total net assets	<u>1,009,534,348</u>	<u>997,140,352</u>
TOTAL	<u>\$ 1,374,702,377</u>	<u>\$ 1,368,779,986</u>

See accompanying notes to financial statements.

**Board of Water Supply
City and County of Honolulu
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS
Fiscal Years Ended June 30, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
OPERATING REVENUES		
Water sales	\$ 146,287,716	\$ 148,444,285
Other, principally contract and service fees	<u>3,606,760</u>	<u>3,803,346</u>
Total operating revenues	<u>149,894,476</u>	<u>152,247,631</u>
OPERATING EXPENSES		
Depreciation	41,246,765	40,100,917
Administrative and general	42,137,019	40,363,049
Power and pumping	28,631,436	27,967,429
Transmission and distribution	14,977,311	14,987,474
Maintenance	13,832,056	13,266,809
Water reclamation	4,794,146	4,685,011
Customers' accounting and collection	2,877,189	3,052,034
Central administrative services expense fees	3,300,000	3,000,000
Source of supply	37,368	44,541
Water treatment	<u>--</u>	<u>43,013</u>
Total operating expenses	<u>151,833,290</u>	<u>147,510,277</u>
EARNINGS (LOSS) FROM OPERATIONS	<u>(1,938,814)</u>	<u>4,737,354</u>
NONOPERATING REVENUES (EXPENSES)		
Interest income	3,929,911	3,107,953
Interest expense, net of interest capitalized of \$2,112,248 in 2011 and \$4,488,384 in 2010	(12,045,462)	(9,857,566)
Loss from disposal of capital assets	(1,483,091)	(533,808)
Realized and unrealized gain (loss) on investments	(1,608,476)	330
Other	<u>702,150</u>	<u>1,851,145</u>
Total nonoperating expenses	<u>(10,504,968)</u>	<u>(5,431,946)</u>
CONTRIBUTIONS IN AID OF CONSTRUCTION	<u>24,837,778</u>	<u>18,130,080</u>
INCREASE IN NET ASSETS	12,393,996	17,435,488
NET ASSETS AT BEGINNING OF FISCAL YEAR	<u>997,140,352</u>	<u>979,704,864</u>
NET ASSETS AT END OF FISCAL YEAR	\$ <u>1,009,534,348</u>	\$ <u>997,140,352</u>

See accompanying notes to financial statements.

**Board of Water Supply
City and County of Honolulu
STATEMENTS OF CASH FLOWS
Fiscal Years Ended June 30, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from customers	\$ 150,883,891	\$ 149,505,660
Payments to suppliers for goods and services	(64,274,574)	(59,396,629)
Payments to employees for services	(48,147,484)	(47,333,969)
Other operating receipts - net	<u>1,157,502</u>	<u>1,653,887</u>
Net cash provided by operating activities	<u>39,619,335</u>	<u>44,428,949</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of investments	(329,999,834)	(316,570,550)
Proceeds from maturity of investments	325,800,008	292,682,700
Interest on investments	<u>3,604,789</u>	<u>4,617,179</u>
Net cash used in investing activities	<u>(595,037)</u>	<u>(19,270,671)</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Acquisition and construction of capital assets - net of contributions in aid of construction of \$19,603,732 in 2011 and \$9,554,346 in 2010	(22,226,745)	(28,567,663)
Proceeds from sale of capital assets	324,172	54,016
Customer payments for capital projects	5,666,024	6,530,006
Principal paid on bonds	(6,435,000)	(6,165,000)
Interest paid on bonds	(14,348,737)	(14,616,599)
Proceeds from notes payable	3,931,784	7,057,649
Interest paid on notes payable	(135,796)	(138,316)
Principal paid on notes payable	<u>(1,527,988)</u>	<u>(1,501,040)</u>
Net cash used in capital and related financing activities	<u>(34,752,286)</u>	<u>(37,346,947)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	4,272,012	(12,188,669)
CASH AND CASH EQUIVALENTS AT BEGINNING OF FISCAL YEAR	<u>17,862,656</u>	<u>30,051,325</u>
CASH AND CASH EQUIVALENTS AT END OF FISCAL YEAR (including \$14,974,855 in 2011 and \$14,375,577 in 2010 in restricted accounts)	\$ <u>22,134,668</u>	\$ <u>17,862,656</u>

**Board of Water Supply
City and County of Honolulu
STATEMENTS OF CASH FLOWS (Continued)
Fiscal Years Ended June 30, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
RECONCILIATION OF EARNINGS (LOSS) FROM OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES		
Earnings (loss) from operations	\$ (1,938,814)	\$ 4,737,354
Adjustments to reconcile earnings (loss) from operations to net cash provided by operating activities:		
Depreciation	42,532,577	41,642,446
Provision for doubtful accounts	(1,265,346)	32,813
Provision for workers' compensation	325,026	53,521
Other revenues	702,150	1,851,139
Change in operating assets and liabilities:		
Customer receivables	3,120,698	(1,301,481)
Materials and supplies	(533,019)	449,583
Other receivables	(865,937)	(1,473,303)
Prepaid expenses and other	(108,239)	(257,838)
Accounts and contracts payable	14,630	181,394
Accrued vacation	(864,166)	(336,112)
Other postemployment benefits	(1,913,377)	(911,121)
Other liabilities	<u>413,152</u>	<u>(239,446)</u>
Net cash provided by operating activities	\$ <u>39,619,335</u>	\$ <u>44,428,949</u>
SUPPLEMENTAL DISCLOSURE OF NONCASH CAPITAL AND RELATED FINANCING ACTIVITIES		
Contributions of capital assets from government agencies, developers and customers that are recorded as contributions in aid of construction at their cost or estimated cost	\$ 19,603,732	\$ 9,554,346
Amortization of bond issue costs	\$ 139,139	\$ 139,139
Amortization of bond premium/discount	\$ (483,195)	\$ (508,371)
Amortization of deferred loss on refunding	\$ 164,267	\$ 101,986

See accompanying notes to financial statements.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

- (4) **Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.
- (5) **Regulation and Water Rates** - Article VII of the Revised Charter of the City and County of Honolulu (City Charter) states that the BWS's seven-member board of directors has the authority to establish and adjust water rates and charges so that the revenues derived shall be sufficient to make the BWS self-supporting. The BWS is required to follow certain procedures that include holding public hearings before implementing changes in the water rate schedules.
- (6) **Cash and Cash Equivalents** - The BWS considers all cash on hand, demand deposits, and short-term investments (including restricted assets) with original maturities of three months or less from the date of acquisition to be cash and cash equivalents.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

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

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

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

- (14) ***Net Assets*** - Net assets comprise the various net earnings from operating and nonoperating revenues, expenses, and contributions in aid of construction. Net assets are classified in the following three components: invested in capital assets, net of related debt; restricted for capital activity and debt service; and unrestricted net assets. Invested in capital assets, net of related debt, consists of capital assets, net of accumulated depreciation and reduced by outstanding debt that is attributable to the acquisition, construction, or improvement of those assets. Debt related to unspent proceeds or other restricted cash and investments at year-end is not included in the calculation of invested in capital assets, net of related debt. Restricted for capital activity and debt service consists of net assets for which constraints are placed thereon by external parties, such as lenders, grantors, contributors, laws, regulations, and enabling legislation. Unrestricted consists of all other net assets not included in the above categories.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

- (18) **Risk Management** - The BWS is exposed to various risks of loss from: (1) torts, (2) theft of, damage to, and destruction of assets, (3) employee injuries and illnesses, (4) natural disasters, and (5) employee health, dental, and accident benefits. Commercial insurance coverage is purchased for claims arising from such matters.

The ranges of insurance limits and deductibles are as follows:

Policy	Limits (Millions)	Deductibles
Property	\$ 60	\$ 50,000
Public Entity Liability	\$ 15	\$ 500,000
Excess Workers' Compensation	\$ 25	\$ 600,000
Employment Practices	\$ 5	\$ 75,000
Storage Tank Liability	\$ 2	\$ 10,000
Pollution Legal Liability	\$ 5	\$ 250,000
Crime	\$ 5	\$ 25,000

There have been no significant reductions in insurance coverage's from the prior fiscal year.

- (19) **Reclassification** - Certain amounts in the prior year financial statements have been reclassified for comparative purposes to conform with the presentation in the current year financial statements.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE B - CASH AND INVESTMENTS

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

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

The BWS's portfolio is managed by various investment managers. These investments consist mainly of U.S. government securities. Investments and securities issued by U.S. government-sponsored enterprises are recorded at fair value based on quoted market prices.

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

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

Credit Risk - 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. U.S. government securities or obligations explicitly guaranteed by the U.S. government are not considered to have credit risk exposure. Because the BWS invests primarily in obligations of the U.S. government or U.S. government-sponsored enterprises, it is not exposed to significant credit risk.

Custodial Credit Risk - Custodial credit risk for investments is the risk that, in the event of a failure of the counterparty to a transaction, the BWS will not be able to recover the value of investments or collateral securities that are in the possession of an outside party. All investments are registered in the name of the BWS and are held in the possession of a broker/dealer firm. At June 30, 2011, approximately \$5,137,800 in cash and cash equivalents and all investments were held by a broker/dealer firm. Cash, cash equivalents and investments held by the broker/dealer firm are insured up to \$500,000, of which up to \$250,000 may be uninvested cash, by the Securities Investor Protection Corporation (SIPC). Excess coverage purchased from a private insurer by the broker/dealer firm is designed to provide additional protection up to the full net equity value of each account.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE B - CASH AND INVESTMENTS (Continued)

Concentration of Credit Risk - Concentration of credit risk is the risk of a loss attributed to the magnitude of a government's investment in a single issuer. Financial instruments, which potentially expose the BWS to concentrations of credit risk, consist primarily of investments in debt securities. Concentration of credit risk related to investments in debt securities has been mitigated by limiting such investments to primarily debt obligations of the U.S. government and U.S. government-sponsored enterprises.

At June 30, 2011 and 2010, investments consisted of the following:

	2011		2010	
	Cost	Fair Value	Cost	Fair Value
U. S. government treasury obligations - short-term	\$ 20,792,968	\$ 20,624,509	\$ 12,899,760	\$ 12,822,286
U.S. government agencies short-term	19,026,959	18,575,920	8,392,588	8,302,438
Corporate bonds - short-term	--	--	1,816,391	1,813,770
U. S. government treasury obligations	41,515,477	41,659,732	64,139,280	64,754,957
U.S. government agencies	84,097,035	83,472,081	36,913,245	36,963,778
Corporate bonds	1,095,610	1,096,313	37,808,984	38,179,976
	<u>\$ 166,528,049</u>	<u>\$ 165,428,555</u>	<u>\$ 161,970,248</u>	<u>\$ 162,837,205</u>

At June 30, 2011, credit quality distribution for investments, with credit exposure as a percentage of total investments were as follows:

	Percent of Total	Fair Value	Credit Quality Rating as of June 30, 2011			
			Aaa	Aa	A	Not Rated
U. S. government treasury obligations	38 %	\$ 62,284,241	\$ 62,284,241	\$ --	\$ --	\$ --
U.S. government agencies						
Federal National Mortgage Association	34 %	56,335,154	55,523,966	631,188	--	180,000
Federal Home Loan Mortgage Corporation	17 %	28,775,329	28,775,329	--	--	--
Federal Home Loan Bank	8 %	12,707,746	10,507,744	--	--	2,200,002
Federal Farm Credit Bank	2 %	4,229,772	4,229,772	--	--	--
Corporate bonds	1 %	1,096,313	1,096,313	--	--	--
	<u>100 %</u>	<u>\$ 165,428,555</u>	<u>\$ 162,417,365</u>	<u>\$ 631,188</u>	<u>\$ --</u>	<u>\$ 2,380,002</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE B - CASH AND INVESTMENTS (Continued)

At June 30, 2011, the maturities of the investments were as follows:

	Fair Value	Investment Maturities (In Years)			
		Less Than 1	1 - 5	6 - 10	Than 10
U. S. government treasury obligations - short-term	\$ 20,624,509	\$ 20,624,509	\$ --	\$ --	\$ --
U.S. government agencies short-term	18,575,920	18,575,920	--	--	--
U. S. government treasury obligations	41,659,732	--	41,659,732	--	--
U.S. government agencies	83,472,081	--	83,472,081	--	--
Corporate bonds	1,096,313	--	1,096,313	--	--
	<u>\$ 165,428,555</u>	<u>\$ 39,200,429</u>	<u>\$ 126,228,126</u>	<u>\$ --</u>	<u>\$ --</u>

The investments are reflected in the statements of net assets as of June 30, 2011 and 2010 are as follows:

	2011	2010
Investments		
Unrestricted - current	\$ 26,034,201	\$ 16,482,685
Unrestricted - noncurrent	110,862,238	114,658,716
Restricted	<u>28,532,116</u>	<u>31,695,804</u>
Total	<u>\$ 165,428,555</u>	<u>\$ 162,837,205</u>

NOTE C - RESTRICTED ASSETS

At June 30, 2011 and 2010, restricted assets were held for the following purposes:

	2011	2010
Construction, renewals, and replacements	\$ 2,922,776	\$ 6,010,768
Debt service	<u>40,584,195</u>	<u>40,060,613</u>
	<u>\$ 43,506,971</u>	<u>\$ 46,071,381</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE D - CAPITAL ASSETS

Capital assets activity during 2011 and 2010, were as follows:

	Balance July 1, 2010	Additions	Transfers	Retirements	Balance June 30, 2011
Depreciable assets					
Infrastructure	\$ 1,244,973,961	\$ 18,917,108	\$ 42,334,951	\$ (3,216,515)	\$ 1,303,009,505
Buildings and improvements	147,577,951	452,800	78,668	(24,243)	148,085,176
Equipment and machinery	<u>231,508,650</u>	<u>4,345,826</u>	<u>2,875,541</u>	<u>(1,616,913)</u>	<u>237,113,104</u>
Total depreciable assets	1,624,060,562	23,715,734	45,289,160	(4,857,671)	1,688,207,785
Less accumulated depreciation	<u>(686,158,609)</u>	<u>(42,532,578)</u>	<u>--</u>	<u>3,050,414</u>	<u>(725,640,773)</u>
Total depreciable assets - net	937,901,953	(18,816,844)	45,289,160	(1,807,257)	962,567,012
Land	32,373,064	--	--	--	32,373,064
Construction work in progress	<u>187,997,848</u>	<u>32,210,834</u>	<u>(57,471,535)</u>	<u>--</u>	<u>162,737,147</u>
Capital assets - net	\$ <u>1,158,272,865</u>	\$ <u>13,393,990</u>	\$ <u>(12,182,375)</u>	\$ <u>(1,807,257)</u>	\$ <u>1,157,677,223</u>

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

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE D - CAPITAL ASSETS (Continued)

Depreciation of \$1,285,813 and \$1,541,529 was allocated to various functions and not to depreciation expense in fiscal year 2011 and 2010, respectively.

The BWS received \$63,890 and \$51,561 in proceeds from the sale of capital assets in fiscal year 2011 and 2010, respectively.

NOTE E - BONDS PAYABLE

At June 30, 2011 and 2010, bonds payable consisted of the following:

	<u>2011</u>	<u>2010</u>
Water System Revenue Bonds, Series 2001, annual principal due ranging from \$810,000 to \$1,535,000 through July 1, 2021, with interest ranging from 4.5% to 5.5%.	\$ 11,780,000	\$ 13,250,000
Water System Revenue Bonds, Series 2004, annual principal due ranging from \$2,205,000 to \$6,245,000 through July 1, 2033, with interest ranging from 3% to 5%.	79,875,000	82,015,000
Water System Revenue Bonds, Series 2006A, annual principal due commencing July 1, 2012, ranging from \$975,000 to \$11,965,000 through July 1, 2036, with interest ranging from 4% to 5%.	165,195,000	165,195,000
Water System Revenue Bonds, Series 2006B, annual principal due ranging from \$2,335,000 to \$4,455,000 through July 1, 2021, with interest ranging from 5% to 5.25%.	<u>38,110,000</u>	<u>40,935,000</u>
	294,960,000	301,395,000
Add unamortized premium	5,390,505	5,879,553
Less unamortized discount	(117,027)	(122,879)
Less deferred loss on refunding	(1,891,801)	(2,056,069)
Less current portion	<u>(6,710,000)</u>	<u>(6,435,000)</u>
Noncurrent portion	\$ <u>291,631,677</u>	\$ <u>298,660,605</u>

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

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE E - BONDS PAYABLE (Continued)

Bonds payable activity during 2011 and 2010, were as follows:

	Balance July 1, 2010	Additions	Reductions	Balance June 30, 2011	Current Portion
Water System Revenue Bonds:					
Series 2001	\$ 13,250,000	\$ --	\$ (1,470,000)	\$ 11,780,000	\$ 1,535,000
Series 2004	82,015,000	--	(2,140,000)	79,875,000	2,205,000
Series 2006A	165,195,000	--	--	165,195,000	--
Series 2006B	<u>40,935,000</u>	<u>--</u>	<u>(2,825,000)</u>	<u>38,110,000</u>	<u>2,970,000</u>
	<u>\$ 301,395,000</u>	<u>\$ --</u>	<u>\$ (6,435,000)</u>	<u>\$ 294,960,000</u>	<u>\$ 6,710,000</u>

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

Future bond principal and interest payments are as follows:

<u>Fiscal Year Ending June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	6,710,000	14,071,000	20,781,000
2013	7,005,000	13,776,000	20,781,000
2014	7,320,000	13,460,000	20,780,000
2015	7,660,000	13,119,000	20,779,000
2016	8,030,000	12,753,000	20,783,000
2017 - 2021	46,435,000	57,475,000	103,910,000
2022 - 2026	59,995,000	44,636,000	104,631,000
2027 - 2031	76,475,000	28,244,000	104,719,000
2032 - 2036	65,290,000	9,596,000	74,886,000
2037	<u>10,040,000</u>	<u>251,000</u>	<u>10,291,000</u>
Total	<u>\$ 294,960,000</u>	<u>\$ 207,381,000</u>	<u>\$ 502,341,000</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE E - BONDS PAYABLE (Continued)

In February 2001, the BWS created an irrevocable trust with an escrow agent to retire \$32,460,000 of the BWS's outstanding 1992 general obligation water bonds. The escrow agent will pay all future debt service payments on the 1992 Series bonds out of the irrevocable trust. Consequently, the 1992 Series bonds were considered to be defeased and the liability for the bonds was removed from the BWS's financial statements in 2001. At June 30, 2011 and 2010, the outstanding 1992 Series defeased bonds amounted to \$14,005,000 and \$16,350,000, respectively.

In July 2006, the BWS issued \$213,805,000 in water system revenue bonds which consisted of \$165,195,000 of Series 2006A and \$48,610,000 of Series 2006B bonds. A portion of the proceeds of the issuance were used to refund, on a current basis, all of the BWS's outstanding Series 2002 bonds and to advance refund a portion of the outstanding 2001 Series and 2004 Series bonds. Consequently, a portion of the 2001 Series and 2004 Series bonds were considered to be defeased and were removed from the BWS's financial statements in 2007. At June 30, 2011 and 2010, the outstanding 2001 Series and 2004 Series defeased bonds amounted to \$43,895,000 and \$8,105,000, respectively.

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

NOTE F - NOTES PAYABLE

The BWS's notes payable as of June 30, 2011 and 2010 are summarized as follows:

	<u>2011</u>	<u>2010</u>
Notes payable to Department of Health		
Note payable in semi-annual installments of approximately \$56,100, including interest at .10%, secured by net revenues of the BWS, due June 2025.	\$ <u>1,560,194</u>	\$ <u>1,551,166</u>
Balance forward	\$ <u>1,560,194</u>	\$ <u>1,551,166</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE F - NOTES PAYABLE (Continued)

	<u>2011</u>	<u>2010</u>
Balance carried forward	\$ 1,560,194	\$ 1,551,166
Notes payable to Department of Health (Continued)		
Note payable in semi-annual installments of approximately \$104,400, including interest at .31%, secured by net revenues of the BWS, due November 2025.	2,959,439	3,158,668
Note payable in semi-annual installments of approximately \$10,200, including interest at .10%, secured by net revenues of the BWS, due January 2027.	314,564	334,697
Note payable in semi-annual installments of approximately \$302,500 including interest at .10%, secured by net revenues of the BWS, due February 2026.	9,006,109	9,554,407
Non-interest bearing payable in semi-annual installments of approximately \$74,900, secured by net revenues of the BWS, due September 2025.	2,173,640	2,323,546
Note payable in semi-annual installments of approximately \$32,500 including interest at .01%, secured by net revenues of the BWS, due March 2028.	1,104,297	1,169,199
Note payable in semi-annual installments of approximately \$70,200 including interest at .01%, secured by net revenues of the BWS, due August 2027.	2,315,472	2,455,684
Note payable in semi-annual installments of approximately \$49,700 including interest at .01%, secured by net revenues of the BWS, due March 2028.	<u>1,688,563</u>	<u>1,787,801</u>
Balance forward	\$ <u>21,122,278</u>	\$ <u>22,335,168</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE F - NOTES PAYABLE (Continued)

	<u>2011</u>	<u>2010</u>
Balance carried forward	\$ 21,122,278	\$ 22,335,168
Notes payable to Department of Health (Continued)		
Note payable in semi-annual installments of approximately \$36,100 including interest at .36%, secured by net revenues of the BWS, due June 2028.	1,188,078	1,255,800
Non-interest bearing principal forgiveness notes secured by net revenues of the BWS.	9,140,265	5,366,052
Notes payable to other lenders		
Note payable in annual installments of \$188,570, including interest at 5%, due September 2025. Each annual installment is divided into 12 monthly payments of principal and interest of \$15,715.	<u>1,885,485</u>	<u>1,975,290</u>
	33,336,106	30,932,310
Less current maturities	<u>1,533,389</u>	<u>1,516,446</u>
	\$ <u>31,802,717</u>	\$ <u>29,415,864</u>

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

<u>Fiscal Year Ending June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	\$ 1,533,400	\$ 118,600	\$ 1,652,000
2013	1,549,800	112,400	1,662,200
2014	1,556,400	105,800	1,662,200
2015	1,563,200	99,000	1,662,200
2016	1,570,300	91,900	1,662,200
2017 - 2021	7,968,200	342,900	8,311,100
2022 - 2026	7,752,300	117,800	7,870,100
2027 - 2028	<u>9,842,506</u>	<u>700</u>	<u>9,843,206</u>
	\$ <u>33,336,106</u>	\$ <u>989,100</u>	\$ <u>34,325,206</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE G - OTHER LONG-TERM LIABILITIES

The following is a summary of changes in other long-term liabilities during the fiscal years ended June 30, 2011 and 2010:

	Balance July 1, 2010	Additions	Reductions	Balance June 30, 2011	Current Portion
Customer advances	\$ 1,872,552	\$ 5,234,046	\$ (4,895,632)	\$ 2,210,966	\$ --
Accrued vacation	6,713,360	1,011,781	(1,875,947)	5,849,194	1,875,947
Accrued workers' compensation	1,910,131	1,285,551	(960,525)	2,235,157	--
Other postemployment benefits	2,921,377	10,426,000	(12,339,377)	1,008,000	--
Notes payable	30,932,310	3,931,785	(1,527,989)	33,336,106	1,533,389
Accrued arbitrage rebate liability	1,137,568	--	(183,155)	954,413	--
Other	1,652,698	540,465	(489,101)	1,704,062	--
	<u>\$ 47,139,996</u>	<u>\$ 22,429,628</u>	<u>\$ (22,271,726)</u>	<u>\$ 47,297,898</u>	<u>\$ 3,409,336</u>

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

NOTE H - NET ASSETS

At June 30, 2011 and 2010, net assets consisted of the following:

	2011	2010
Invested in capital assets - net of related debt		
Capital assets - net	\$ 1,157,677,223	\$ 1,158,272,865
Less water system revenue bonds payable, noncurrent portion	(291,631,677)	(298,660,605)
Less other loans payable	(31,802,717)	(29,415,864)
Add unspent debt proceeds	--	3,078,354
	<u>\$ 834,242,829</u>	<u>\$ 833,274,750</u>

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE H - NET ASSETS (Continued)

	<u>2011</u>	<u>2010</u>
Restricted for capital activity and debt service		
Restricted cash and cash equivalents	\$ 14,974,855	\$ 14,375,577
Restricted investments	28,532,116	31,695,804
Less unspent debt proceeds	--	(3,078,354)
Less		
Contracts payable, including retainages	(2,057,177)	(3,359,718)
Accrued interest payable	(7,297,300)	(7,444,334)
Bonds payable, current portion	(6,710,000)	(6,435,000)
Notes payable, current portion	(1,533,389)	(1,516,446)
Other payable from restricted assets	(300,160)	(458,142)
	<u>25,608,945</u>	<u>23,779,387</u>
Unrestricted	<u>149,682,574</u>	<u>140,086,215</u>
	<u>\$ 1,009,534,348</u>	<u>\$ 997,140,352</u>

NOTE I - LEASES

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

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

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE I - LEASES (Continued)

The future minimum rental payments and sublease income from these operating leases at June 30, 2011, approximated the following:

<u>Fiscal Year Ending June 30,</u>	<u>Minimum Future Rental Payments</u>	<u>Less Sublease Income</u>	<u>Net Minimum Future Rental (Income) Expense</u>
2012	\$ 158,600	\$ 175,300	\$ (16,700)
2013	158,600	145,600	13,000
2014	158,600	127,900	30,700
2015	158,600	125,500	33,100
2016	158,600	115,500	43,100
2017-2021	792,800	507,400	285,400
2022-2026	667,300	500,000	167,300
2027-2031	--	500,000	(500,000)
2032	--	50,000	(50,000)
	<u>\$ 2,253,100</u>	<u>\$ 2,247,200</u>	<u>\$ 5,900</u>

NOTE J - RELATED PARTY TRANSACTIONS

Billing and Collection Services - The BWS has an agreement with the Department of Environmental Services, City and County of Honolulu to provide certain services relating to the billing and collection of sewer service charges. Fees related to these services were negotiated at approximately \$1,421,400 and \$1,903,200 for the fiscal years ended June 30, 2011 and 2010, respectively. The revenues related to these fees are included in other operating revenues in the accompanying statements of revenues, expenses and changes in net assets.

Central Administrative Services Expense Fee - The BWS has an agreement with the City to pay a Central Administrative Services Expense (CASE) fee for treasury, personnel, purchasing, and other services that the City provides to the BWS on an on-going basis. The BWS's Charter allows for a CASE fee to the extent that it represents a reasonable charge for services necessary for the BWS to perform its duties. As of June 30, 2011 and 2010, CASE fees totaled \$3,300,000 and \$3,000,000, respectively.

Amount from the City - Amounts due from the City approximated \$2,115,798 and \$1,339,788 as of June 30, 2011 and 2010, respectively, and is included in other receivables.

Joint Construction Projects - The BWS has entered into an agreement with the City for a joint water and sewer system upgrade that is administered by the BWS. During the fiscal years ended June 30, 2011 and 2010, the City advanced approximately \$186,579 and \$0- respectively, to the BWS for the City's share of total project expenses. At June 30, 2011 and 2010, approximately \$1,355,136 and \$1,479,686, respectively, of these funds have not been expended. Accordingly, the balances are included in other liabilities in the accompanying statements of net assets.

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE K - EMPLOYEE BENEFIT PLANS

Defined Benefit Pension Plan

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

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

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

Most covered employees under the contributory plan are required to contribute 7.8% of their salary. Prior to July 1, 2005, the funding method used to calculate the total employer contribution requirement was the Entry Age Normal Actuarial Cost Method. Under this method, employer contributions to the ERS were comprised of normal cost plus level annual payments required to liquidate the unfunded actuarial liability over the remaining period of 29 years from July 1, 2000. Effective July 1, 2008, employer contribution rates are a fixed percentage of compensation, generally 15.0% for most covered employees. The BWS's contributions to the ERS as of June 30, 2011, 2010, and 2009, were approximately \$4,540,000, \$4,866,000, and \$4,928,000, respectively, which represented approximately 15% of the BWS's covered payroll for the fiscal years ended June 30, 2011, 2010, and 2009, respectively.

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

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE K - EMPLOYEE BENEFIT PLANS (Continued)

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

Post-Retirement Health Care and Life Insurance Benefits

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

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

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

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

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

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

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE K - EMPLOYEE BENEFIT PLANS (Continued)

For the fiscal years ended June 30, 2011, 2010 and 2009, the components of the BWS's annual OPEB costs, the amounts contributed to the plan and the changes to the BWS's net OPEB obligation are summarized as follows:

	2011	2010	2009
Annual required contribution	\$ 10,387,000	\$ 7,837,000	\$ 7,577,000
Interest on net OPEB obligation	191,000	131,000	101,000
Adjustment to annual required contribution	<u>(152,000)</u>	<u>(106,000)</u>	<u>(78,000)</u>
Annual OPEB cost	10,426,000	7,862,000	7,600,000
Contributions made	<u>(12,339,000)</u>	<u>(8,773,000)</u>	<u>(5,206,000)</u>
Increase (decrease) in net OPEB obligation	(1,913,000)	(911,000)	2,394,000
Net OPEB obligation at beginning of fiscal year	<u>2,921,000</u>	<u>3,832,000</u>	<u>1,438,000</u>
Net OPEB obligation at end of fiscal year	\$ <u>1,008,000</u>	\$ <u>2,921,000</u>	\$ <u>3,832,000</u>
Percentage of annual OPEB cost contributed	118%	112%	69%

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

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

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

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE K - EMPLOYEE BENEFIT PLANS (Continued)

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

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

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

NOTE L - COMMITMENTS

At June 30, 2011 and 2010, accumulated sick leave aggregated approximately \$17,730,000 and \$19,660,000, respectively. Sick leave accumulates at the rate of one and three-quarters working days for each month of service without limit, but can be taken only in the event of illness and is not convertible to pay upon termination of employment. However, an employee who retires or leaves government service in good standing with 60 or more unused sick days is entitled to additional service credit in the ERS.

Other commitments, primarily for utility plant construction, approximated \$66,430,000 and \$63,900,000 at June 30, 2011 and 2010, respectively. Such amounts are to be funded by operating revenues, contributed capital, cash and investments on hand.

NOTE M - CONTINGENCIES

Workers' Compensation Self-Insurance Liability

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

**Board of Water Supply
City and County of Honolulu
NOTES TO FINANCIAL STATEMENTS
June 30, 2011 and 2010**

NOTE M - CONTINGENCIES (Continued)

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

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

Arbitrage

The BWS is required to annually calculate rebates to the U.S. Treasury on revenue bond issues. In accordance with the requirements of Section 148 of the Internal Revenue Code of 1986, as amended, rebates are calculated by bond series based on the amounts by which the cumulative amount of investment income exceeds the amount that would have been earned had funds been invested at the bond yield. At June 30, 2011 and 2010, the arbitrage rebate and yield restriction liability totaled \$954,413 and \$1,137,568, respectively.

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

Safe Drinking Water

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

Other Legal Matters

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

SUPPLEMENTARY SCHEDULES

**Board of Water Supply
City and County of Honolulu
Required Supplementary Information
SCHEDULE OF FUNDING PROGRESS
June 30, 2011**

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

**Board of Water Supply
City and County of Honolulu
SUPPLEMENTARY SCHEDULE FOR BONDS PAYABLE
June 30, 2011**

	<u>Interest Rate</u>	<u>Bond Dated</u>	<u>Maturing Serially From</u>	<u>Call Dates (1)</u>	<u>Outstanding June 30, 2011</u>
Water System Revenue Bonds Series 2001					
	5.000%	5/15/2001	7/1/2011	(2)	\$ 200,000
	4.500%	5/15/2001	7/1/2011	(2)	1,335,000
	5.375%	5/15/2001	7/1/2012	7/1/2011	60,000
	4.600%	5/15/2001	7/1/2012	7/1/2011	750,000
	4.700%	5/15/2001	7/1/2013	7/1/2011	845,000
	5.500%	5/15/2001	7/1/2014	7/1/2011	890,000
	5.500%	5/15/2001	7/1/2015	7/1/2011	940,000
	5.500%	5/15/2001	7/1/2016	7/1/2011	760,000
	5.000%	5/15/2001	7/1/2016	7/1/2011	230,000
	5.000%	5/15/2001	7/1/2017	7/1/2011	1,045,000
	5.125%	5/15/2001	7/1/2018	7/1/2011	1,095,000
	5.125%	5/15/2001	7/1/2019	7/1/2011	1,150,000
	5.125%	5/15/2001	7/1/2020	7/1/2011	1,210,000
	5.125%	5/15/2001	7/1/2021	7/1/2011	1,270,000
					<u>\$ 11,780,000</u>

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

**Board of Water Supply
City and County of Honolulu
SUPPLEMENTARY SCHEDULE FOR BONDS PAYABLE (Continued)
June 30, 2011**

	<u>Interest Rate</u>	<u>Bond Dated</u>	<u>Maturing Serially From</u>	<u>Call Dates (1)</u>	<u>Outstanding June 30, 2011</u>
Water System Revenue Bonds Series 2004					
Insured Serial Bonds:					
	3.000%	1/28/2004	7/1/2011	(2)	\$ 2,205,000
	3.500%	1/28/2004	7/1/2012	(2)	2,280,000
	4.000%	1/28/2004	7/1/2013	(2)	2,365,000
	4.000%	1/28/2004	7/1/2014	(2)	2,465,000
	4.750%	1/28/2004	7/1/2018	7/1/2014	2,970,000
	4.750%	1/28/2004	7/1/2019	7/1/2014	3,115,000
	4.750%	1/28/2004	7/1/2020	7/1/2014	3,265,000
	5.000%	1/28/2004	7/1/2021	7/1/2014	3,430,000
	5.000%	1/28/2004	7/1/2022	7/1/2014	3,605,000
	5.000%	1/28/2004	7/1/2023	7/1/2014	3,790,000
	5.000%	1/28/2004	7/1/2024	7/1/2014	3,985,000
	5.000%	1/28/2004	7/1/2025	7/1/2014	4,185,000
Insured Term Bonds:	5.000%	1/28/2004	7/1/2033	7/1/2014	<u>42,215,000</u>
					<u>\$ 79,875,000</u>

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

**Board of Water Supply
City and County of Honolulu
SUPPLEMENTARY SCHEDULE FOR BONDS PAYABLE (Continued)
June 30, 2011**

	<u>Interest Rate</u>	<u>Bond Dated</u>	<u>Maturing Serially From</u>	<u>Call Dates (1)</u>	<u>Outstanding June 30, 2011</u>
Water System Revenue Bonds					
Series 2006A (Non-AMT)					
Insured Serial Bonds:	4.000%	7/7/2006	7/1/2012	(2)	\$ 975,000
	4.000%	7/7/2006	7/1/2013	(2)	1,015,000
	4.000%	7/7/2006	7/1/2014	(2)	1,050,000
	4.250%	7/7/2006	7/1/2015	(2)	3,660,000
	4.250%	7/7/2006	7/1/2016	(2)	3,820,000
	4.000%	7/7/2006	7/1/2017	(2)	3,000,000
	4.125%	7/7/2006	7/1/2017	(2)	975,000
	4.200%	7/7/2006	7/1/2018	(2)	1,185,000
	5.000%	7/7/2006	7/1/2019	7/1/2016	595,000
	4.125%	7/7/2006	7/1/2019	(2)	645,000
	4.125%	7/7/2006	7/1/2020	(2)	1,290,000
	5.000%	7/7/2006	7/1/2021	7/1/2016	3,315,000
	4.300%	7/7/2006	7/1/2021	(2)	390,000
	4.500%	7/7/2006	7/1/2022	(2)	7,860,000
	4.500%	7/7/2006	7/1/2023	(2)	8,225,000
	4.500%	7/7/2006	7/1/2024	(2)	8,595,000
	5.000%	7/7/2006	7/1/2025	7/1/2016	9,010,000
	5.000%	7/7/2006	7/1/2026	7/1/2016	9,470,000
	4.500%	7/7/2006	7/1/2027	(2)	9,925,000
Insured Term Bonds:	4.750%	7/7/2006	7/1/2028	7/1/2016	10,390,000
	4.750%	7/7/2006	7/1/2029	7/1/2016	10,890,000
	4.750%	7/7/2006	7/1/2030	7/1/2016	11,420,000
	4.750%	7/7/2006	7/1/2031	7/1/2016	11,965,000
	5.000%	7/7/2006	7/1/2032	7/1/2016	8,220,000
	5.000%	7/7/2006	7/1/2033	7/1/2016	8,640,000
	5.000%	7/7/2006	7/1/2034	7/1/2016	9,080,000
	5.000%	7/7/2006	7/1/2035	7/1/2016	9,550,000
	5.000%	7/7/2006	7/1/2036	7/1/2016	10,040,000
					<u>\$ 165,195,000</u>

(1) Call dates indicated are optional.

(2) Noncallable.

**Board of Water Supply
City and County of Honolulu
SUPPLEMENTARY SCHEDULE FOR BONDS PAYABLE (Continued)
June 30, 2011**

	<u>Interest Rate</u>	<u>Bond Dated</u>	<u>Maturing Serially From</u>	<u>Call Dates (1)</u>	<u>Outstanding June 30, 2011</u>
Water System Revenue Bonds					
Series 2006B (AMT)					
Insured Serial Bonds:					
	5.000%	7/7/2006	7/1/2011	(2)	\$ 2,970,000
	5.000%	7/7/2006	7/1/2012	(2)	2,940,000
	5.000%	7/7/2006	7/1/2013	(2)	3,095,000
	5.000%	7/7/2006	7/1/2014	(2)	3,255,000
	5.000%	7/7/2006	7/1/2015	(2)	3,430,000
	5.000%	7/7/2006	7/1/2016	(2)	3,605,000
	5.250%	7/7/2006	7/1/2017	7/1/2016	3,800,000
	5.250%	7/7/2006	7/1/2018	7/1/2016	4,005,000
	5.250%	7/7/2006	7/1/2019	7/1/2016	4,220,000
	5.250%	7/7/2006	7/1/2020	7/1/2016	4,455,000
	5.250%	7/7/2006	7/1/2021	7/1/2016	2,335,000
					<u>38,110,000</u>
					<u>\$ 294,960,000</u>

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

**Board of Water Supply
City and County of Honolulu
SUPPLEMENTAL SCHEDULE OF NET REVENUE REQUIREMENT
Fiscal Years Ended June 30, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
REVENUES		
Water sales	\$ 146,287,716	\$ 148,444,285
Interest	3,929,911	3,107,953
Other	<u>4,308,910</u>	<u>5,654,491</u>
Total revenues	<u>154,526,537</u>	<u>157,206,729</u>
DEDUCTIONS		
Operating expenses	151,833,290	147,510,277
Less depreciation expense	<u>(42,532,578)</u>	<u>(41,642,445)</u>
Total deductions	<u>109,300,712</u>	<u>105,867,832</u>
Net revenues	\$ <u>45,225,825</u>	\$ <u>51,338,897</u>
NET REVENUE REQUIREMENT		
Greater of:		
1) Aggregate debt service	\$ 20,923,074	\$ 20,919,399
Required deposits	<u>--</u>	<u>--</u>
	\$ <u>20,923,074</u>	\$ <u>20,919,399</u>
2) Aggregate debt service	\$ 20,923,074	\$ 20,919,399
	x <u>1.20</u>	x <u>1.20</u>
	\$ <u>25,107,689</u>	\$ <u>25,103,279</u>
Net revenue requirement	\$ <u>25,107,689</u>	\$ <u>25,103,279</u>
Net revenue to aggregate debt service ratio	<u>2.16</u>	<u>2.45</u>

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

REPORTS ON THE AUDIT OF FEDERAL AWARDS

Fiscal Year Ended June 30, 2011



N&K CPAs, Inc.

ACCOUNTANTS|CONSULTANTS

October 31, 2011

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

We have completed our financial audit of the basic financial statements of the Board of Water Supply, City and County of Honolulu (the BWS), as of and for the fiscal year ended June 30, 2011. Our report containing our opinion on those basic financial statements is included with the BWS's basic financial statements. We submit herein our reports on the BWS's internal control over financial reporting and compliance and the BWS's compliance with requirements that could have a direct and material effect on its major federal program.

OBJECTIVES OF THE AUDIT

The primary purpose of our audit was to form an opinion on the fairness of the presentation of the BWS's basic financial statements as of and for the fiscal year ended June 30, 2011, and to comply with the requirements of the Office of Management and Budget (OMB) Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, which establishes audit requirements for state and local governments that receive federal financial assistance. More specifically, the objectives of the audit were as follows:

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

SCOPE OF THE AUDIT

Our audit was performed in accordance with auditing standards generally accepted in the United States of America as prescribed by the American Institute of Certified Public Accountants; *Government Auditing Standards*, issued by the Comptroller General of the United States; and the provisions of OMB Circular A-133. The scope of our audit included an examination of the transactions and accounting records of the BWS for the fiscal year ended June 30, 2011.

ORGANIZATION OF THE REPORT

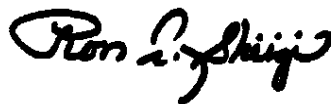
This report is presented in four parts as follows:

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

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

Sincerely,

N&K, CPAs, INC.



Ron T. Shiigi
Principal

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

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PART I

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

**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS**

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

We have audited the financial statements of the Board of Water Supply, City and County of Honolulu, (the BWS), as of and for the fiscal year ended June 30, 2011, and have issued our report thereon dated October 14, 2011. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

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

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the BWS's financial statements will not be prevented, or detected and corrected on a timely basis.

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

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the BWS's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

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

N&K CPAs, Inc.

Honolulu, Hawaii
October 14, 2011

PART II

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

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

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

Compliance

We have audited the compliance of the Board of Water Supply, City and County of Honolulu, (the BWS), with the types of compliance requirements described in the U.S. Office of Management and Budget (OMB) *Circular A-133 Compliance Supplement* that could have a direct and material effect on the BWS's major federal program for the fiscal year ended June 30, 2011. The BWS's major federal program is identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs. Compliance with the requirements of laws, regulations, contracts and grants applicable to its major federal program is the responsibility of the BWS's management. Our responsibility is to express an opinion on the BWS's compliance based on our audit.

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

In our opinion, the BWS complied, in all material respects, with the requirements referred to above that could have a direct and material effect on its major federal program for the fiscal year ended June 30, 2011.

Internal Control Over Compliance

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

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

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

Schedule of Expenditures of Federal Awards

We have audited the financial statements of the BWS as of and for the fiscal year ended June 30, 2011, and have issued our report thereon dated October 14, 2011. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by OMB Circular A-133, *Audits of States, Local Governments, and Non-profit Organizations*, and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

N&K CPAs, Inc.

ACCOUNTANTS | CONSULTANTS

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

N&K CPAs, Inc.

Honolulu, Hawaii
October 14, 2011

**Board of Water Supply
City and County of Honolulu
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Fiscal Year Ended June 30, 2011**

<u>Federal Grantor/Pass-through Grantor/Program Title</u>	<u>Federal CFDA Number</u>	<u>Pass-through Entity Identifying Number</u>	<u>Federal Expenditures</u>
ENVIRONMENTAL PROTECTION AGENCY			
Pass-through State of Hawaii, Department of Health			
Capitalization Grants for Drinking Water State Revolving Funds	66.468	ASO Log #05-102	\$ 111,711
		ASO Log #06-170	<u>19,804</u>
			<u>131,515</u>
ARRA - Capitalization Grants for Drinking Water State Revolving Funds	66.468	ASO Log #10-157-ARRA	441,090
		ASO Log #10-158-ARRA	716,009
		ASO Log #10-156-ARRA	<u>2,617,113</u>
			<u>3,774,212</u>
Total Environmental Protection Agency			<u>3,905,727</u>
TOTAL FEDERAL EXPENDITURES			<u>\$ 3,905,727</u>

NOTE - BASIS OF PRESENTATION

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

PART III
SCHEDULE OF FINDINGS AND QUESTIONED COSTS

**Board of Water Supply
City and County of Honolulu
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Fiscal Year Ended June 30, 2011**

SECTION I - SUMMARY OF AUDITORS' RESULTS

Financial Statements

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

Federal Awards

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

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

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

Identification of major programs:

CFDA Number

66.468

Name of Federal Program or Cluster

Capitalization Grants for Drinking Water State Revolving Funds

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

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

SECTION II - FINANCIAL STATEMENT FINDINGS

None

SECTION III - FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

None

PART IV
SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS

**Board of Water Supply
City and County of Honolulu
STATUS REPORT
Fiscal Year Ended June 30, 2011**

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

ITEM FOR INFORMATION NO. 3

BOARD OF WATER SUPPLY

City and County of Honolulu

RECRUITMENT AND SEPARATION STATUS

As of November 14, 2011

Total Filled Positions	520
Total Vacant Positions	154
Total Positions Under Recruitment (Phase 1)	27
Total Positions Under Recruitment (Phase 2)	16

Status of Positions Under Recruitment

	Phase I as of		Phase II as of	
	10/14/2011	11/18/2011	10/14/2011	11/18/2011
Pending DHR Classification Action	2	2	2	1
Pending DHR Open List	6	7	3	2
Pending Updated PD	2	2	0	0
Pending IDCE	0	1	0	4
Pending Interview Questions	8	6	6	9
Pending Interviews	11	8	1	0
Anticipated Starts	12	1	0	0

		Phase I		Phase II	
Month	Separated	Month	Filled	Month	Filled
Oct-11	3	Oct-11	6	Oct-11	0
Nov-11	2	Nov-11	14	Nov-11	0

Legend:

DHR = Department of Human Resources City and County of Honolulu

IDCE = Intra-Departmental Competitive Examination

PD = Position Description

DISCUSSION: Vice Chair De Costa asked if the Department is prioritizing the positions being recruited.

Acting Manager, Dean Nakano, explained the divisions prioritized their recruitment requests by reviewing their goals and objectives and are then filled judiciously.

Board Chair asked that the Board be updated on the hiring/recruitment progress.

ITEM FOR INFORMATION NO. 4

“November 28, 2011

GROUNDWATER
LEVELS

Chairman and Members
Board of Water Supply
City and County of Honolulu
Honolulu, Hawaii 96843

Chairman and Members:

Subject: Status Update of Groundwater Levels at Index Stations

Two aquifer index wells are within a low groundwater status level for the production week that ended on November 5, 2011. Kaimuki and Punaluu are both under a caution condition. The weekly production average for the period was 129.97 million gallons per day.

The Board of Water Supply rainfall index for the month of October was 74 percent of normal with a 5-month moving average of 95 percent. As of November 8, 2011, the U.S. Drought Monitor indicated D1 (drought - moderate) conditions on the eastern and leeward sides of the island of Oahu with D0 (abnormally dry) fringes around those areas. The National Weather Service outlook through the end of this year projects normal rainfall through December, with subsequent above average rainfall trends to May of 2012. Aquifer head levels are on their winter recovery trend.

Respectfully submitted,

/s/ Dean A. Nakano
DEAN A. NAKANO
Acting Manager

Attachments”

The foregoing was for information only.

PUMPAGE, HEAD, AND RAINFALL REPORT

Week of 10/30/11 to 11/05/11

STATION	MGD	HEAD	STATION	MGD	HEAD	STATION	MGD	HEAD	STATION	MGD	HEAD
METRO			WINDWARD			EWA-WAIAANAE (CONT)			PH (CONT)		
KULIOUOU	0.00		WAIMANALO I	0.00		MAKAHA IV	0.00		PEARL CITY II	1.08	
WAILUPE	0.00		WAIMANALO II	0.12		MAKAHA V	0.13		PEARL CITY III	0.35	
WAIALAE-IKI	0.00		KUOU I	0.36		MAKAHA VI	0.00		WAIAU	1.34	
AINA KOA	0.06		KUOU II	0.08		MAKAHA SHAFT	0.07	13.71	NEWTOWN	1.07	
AINA KOA II	0.50		KUOU III	0.25		KAMAILE	0.00		KAONOHII	1.07	
WAIALAE SHAFT	0.00		LULUKU I	1.10		WAIAANAE I	0.20		WAIMALU I	0.00	
MANOA II	0.00		HAIKU	0.30		WAIAANAE II	0.65		AIEA	0.86	
PALOLO	0.80		IOLEKAA	0.01		WAIAANAE III	0.00		AIEA GULCH 497	0.01	
KAIMUKI HIGH	3.28	22.97	KAHALUU	0.63		MAKAKILO	0.18		AIEA GULCH 550	0.22	
KAIMUKI LOW	0.35		WAIHEE	0.00		HONOULIULI I	1.25		HALAWA 277	1.62	
WILDER	7.57		KAHANA	0.68		HONOULIULI II	7.09		HALAWA 550	0.00	
BERETANIA HIGH	4.43	23.78	PUNALUU I	0.00	16.47	SUBTOTAL:	10.00		KAAHUMANU MTR (-)	0.00	
BERETANIA LOW	0.34		PUNALUU II	2.95		IMPORT FROM PH			KAAMILO FLO MTR (-)	0.00	
KALIHI HIGH	1.99	22.77	PUNALUU III	1.10		KAPOLEI LINE BSTR	2.27		KUNIA I	4.67	19.32
KALIHI LOW	0.72		KALUANUI	0.00		HONOULIULI LB FLOW	11.59		KUNIA II	1.91	
KAPALAMA	0.69		MAAKUA	0.00		EWA BEACH FLOW	3.01		KUNIA III	2.72	
KALIHI SHAFT	8.23		HAUULA	0.17		HONOULIULI I (-)	-1.25		HOAEAE	4.62	
MOANALUA	0.69	19.33				HONOULIULI II (-)	-7.09		EWA SHAFT	0.00	
SUBTOTAL:	29.64		KAHUKU	0.32		SUBTOTAL:	8.54		WAIPAHU INTCON. (-)	-0.94	
			OPANA						EWA-WAIAANAE (-)	-8.54	
IMPORT FROM PH			WAIALEE I	0.00		PEARL HARBOR			PH LOCAL USE:	27.55	
HALAWA SHAFT	10.85	16.98	WAIALEE II	0.02		WAHIAWA	0.93		TOTAL SUBURBAN:	56.64	
KAAMILO	1.22		SUNSET BEACH	0.00		WAHIAWA II	2.12				
KALAUAO	8.90	17.40	SUBTOTAL:	8.08		MILILANI I	2.71		KALAUAO SPRINGS	0.59	
PUNANANI	10.18					MILILANI II	0.00		BARBERS POINT (NP)	1.01	
KAONOHII	0.00		WIND. EXPORT	0.50		MILILANI III	0.69		GLOVER TUNNEL (NP)	0.42	
WAIMALU II	0.00	15.78				MILILANI IV	1.27				
KAAHUMANU	1.03		HALEIWA-WAIALUA			WAIPIO HTS.	0.78		HEAD CONDITION		
HECO WAIAU	0.72		HALEIWA	0.02		WAIPIO HTS. I	0.29		CAUTION	ALERT	CRITICAL
MANANA	0.92		WAIALUA	2.95		WAIPIO HTS. II	0.32		Kaimuki		
KAAHUMANU FLOW MT	0.00		SUBTOTAL:	2.97		WAIPIO HTS. III	0.00		Punaluu		
KAAMILO FLOW MTR	0.00					WAIPAHU	0.94	19.31			
TOTAL IMP/EXP WAIP. INT:	0.94		EWA-WAIAANAE			WAIPAHU II	0.33				
IMPORT FRM WIND:	0.50		MAKAHA I	0.09		WAIPAHU III	1.76				
SUBTOTAL:	35.26		MAKAHA II	0.08		WAIPAHU IV	2.03				
			MAKAHA III	0.26		PEARL CITY SHAFT	0.94	15.29			
TOTAL METRO:	64.90					PEARL CITY I	0.40				

CWRM PERMITTED USE FOR BWS POTABLE SOURCES						PUMPAGE	2011	2010	GRAVITY	2011	2010
	A	B	C	D	E	SUBURB.	56.64	61.23	SUBURB.	8.05	9.62
						METRO	64.90	68.32	METRO	0.37	0.37
						TOTAL:	121.55	129.55	TOTAL:	8.42	9.99
WATER DISTRICTS	PERMITTED USE	2011	DIFF. B-A	YEAR/ DATE	DIFF. D-A						
HONOLULU	45.27	30.01	-15.26						Manoa	0.17	
WINDWARD	25.21	14.07	-11.14			NUUANU #5			Palojo	0.20	
NORTH SHORE	4.08	3.31	-0.77			(rainfall)	5.66"	2.31"	Waim. I&II	0.21	
WAHIAWA	4.27	3.05	-1.22						Waim. III&IV	0.19	
WAIAANAE	4.34	3.21	-1.13						Waihee incl.	1.00	
EWA-KUNIA	15.88	8.52	-7.36						Waihee tun.	3.08	
PEARL HARBOR	92.66	67.81	-24.86						Luluku	0.08	
TOTAL:	191.71	129.97	-61.74						Haiku	0.00	
									Kahaluu	1.76	
									Waia. C&C	1.40	
									Waia plant.	0.33	

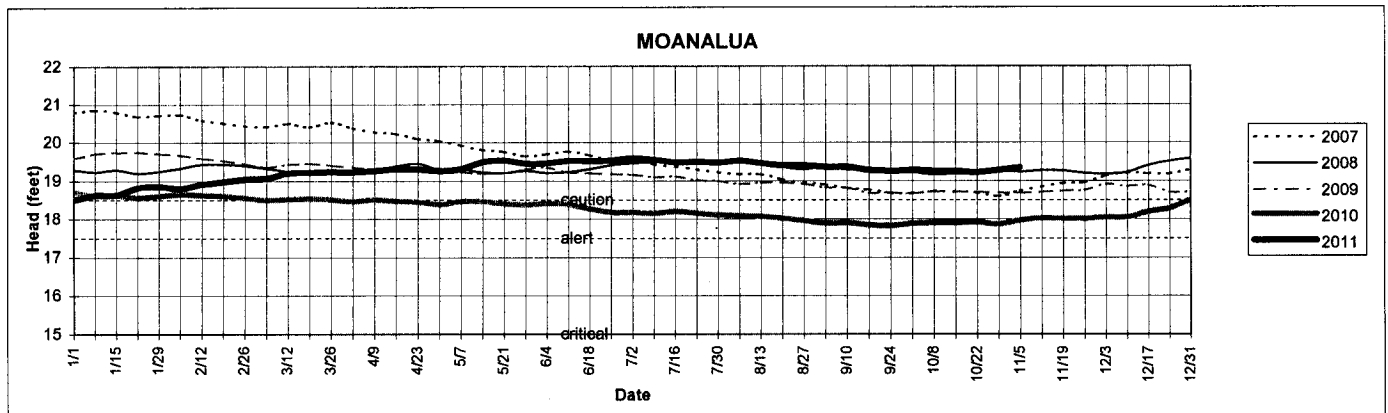
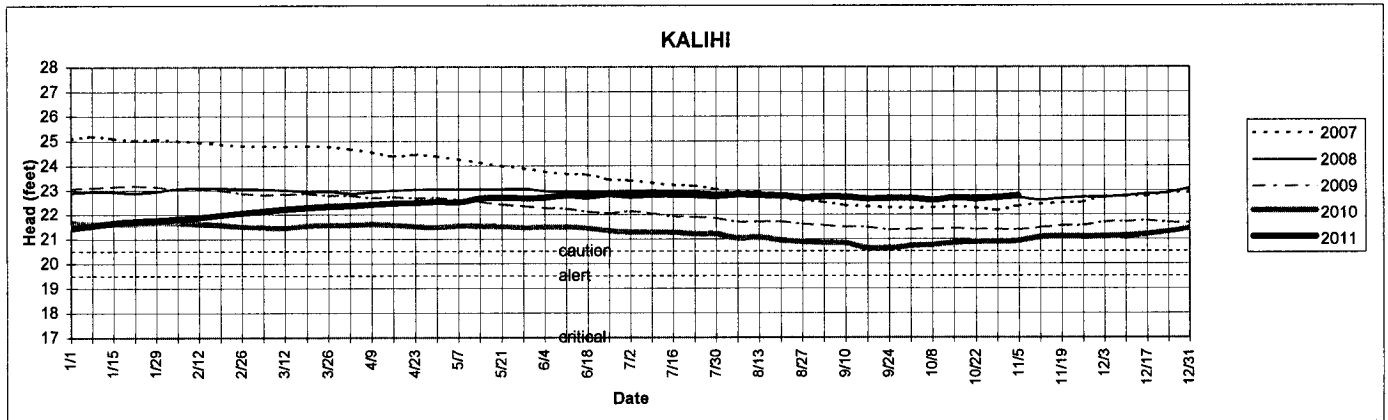
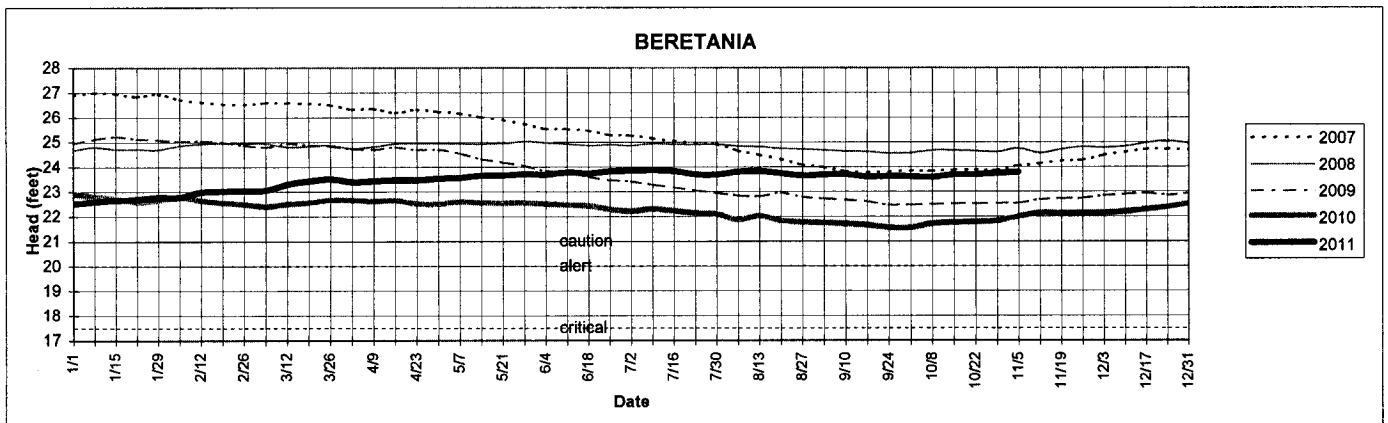
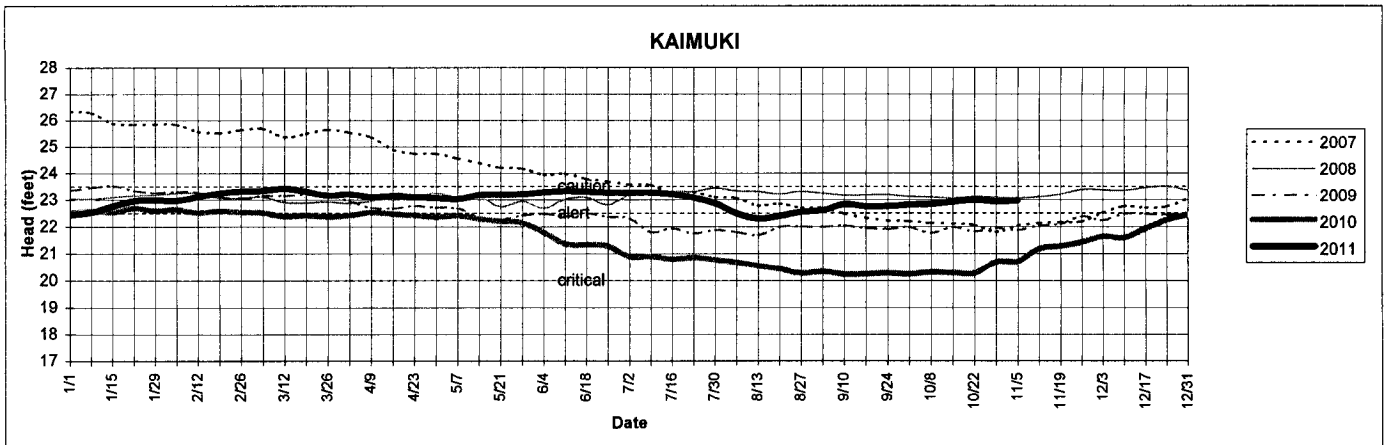
DROUGHT STATUS REPORT
DRAFT IN MGD

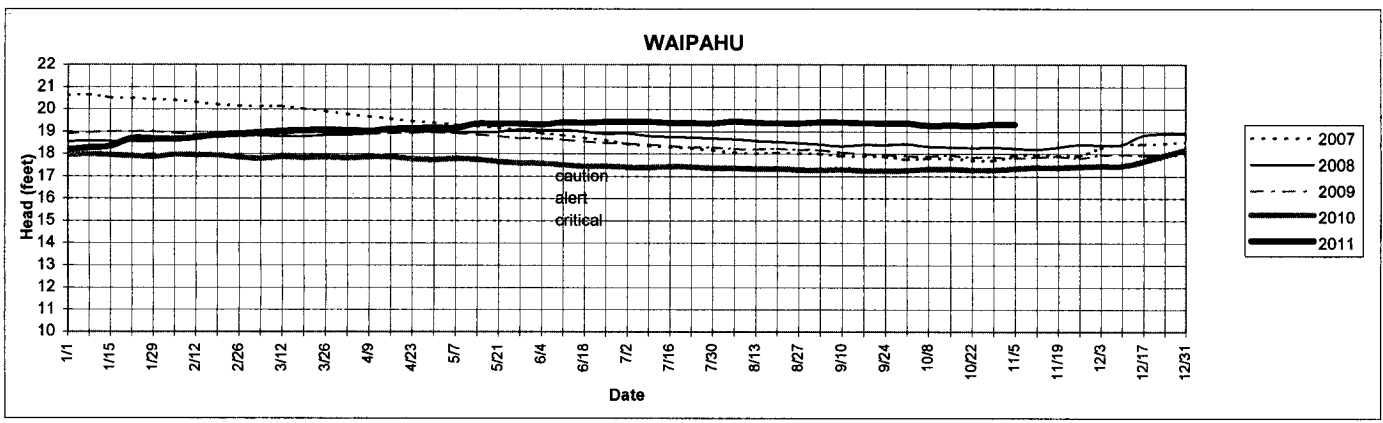
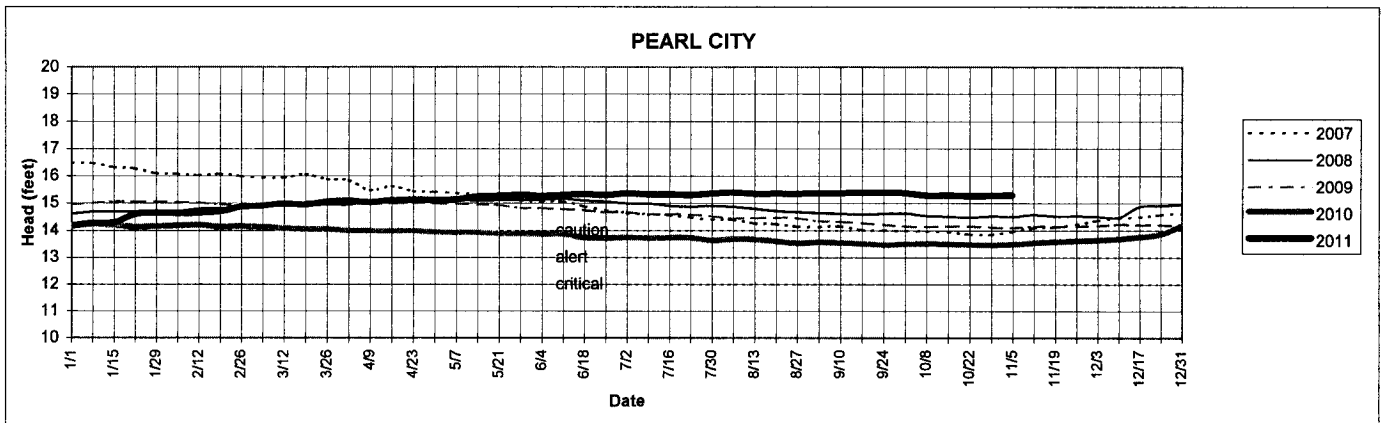
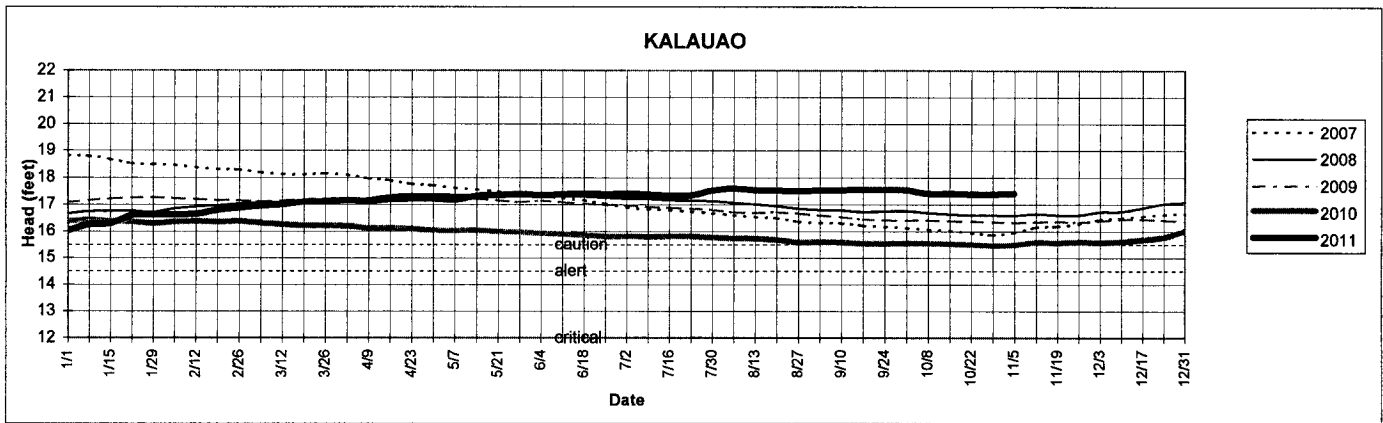
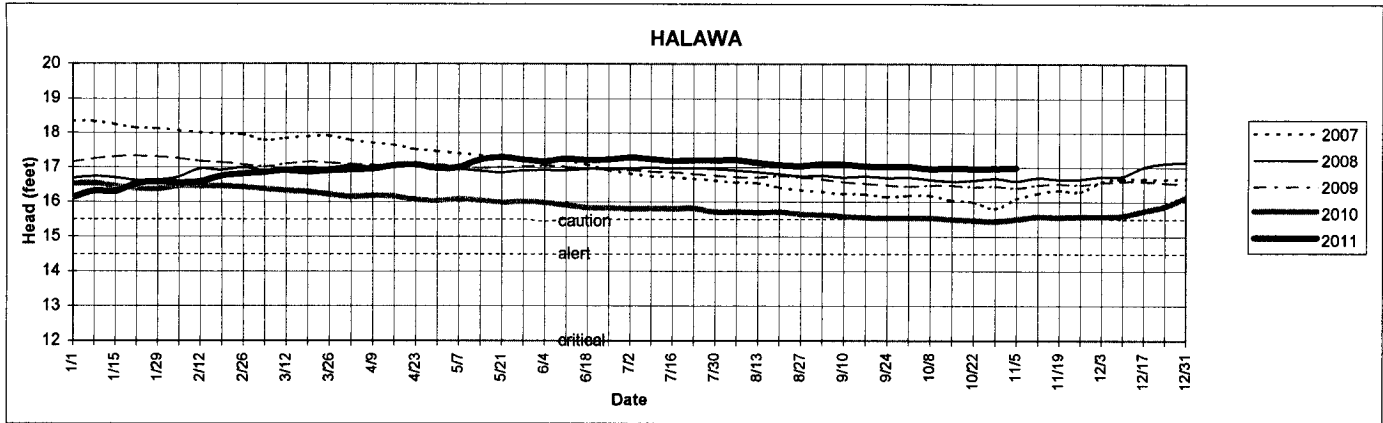
WATER USE DISTRICT	AUTHORIZED USE	2010	10/09-10/15 2011	2010	10/16-10/22 2011	2010	10/23-10/29 2011	2010	10/30-11/05 2011
HONOLULU	45.27	38.05	33.59	38.78	33.73	36.43	33.16	34.78	30.51
WINDWARD	25.21	18.06	15.25	17.37	15.09	17.30	14.35	15.18	13.57
NORTH SHORE	4.08	4.47	3.82	4.45	3.94	4.20	3.66	3.58	3.31
WAHIAWA	4.27	3.24	3.27	3.37	3.35	3.09	3.30	3.00	3.05
EWA-WAIAANAE	20.22	22.00	22.87	22.89	22.33	22.61	21.18	21.93	20.26
PEARL HARBOR	92.66	64.61	61.87	63.56	60.89	61.21	61.11	58.95	59.27
TOTAL	191.71	150.43	140.65	150.41	139.34	144.84	136.76	137.43	129.97

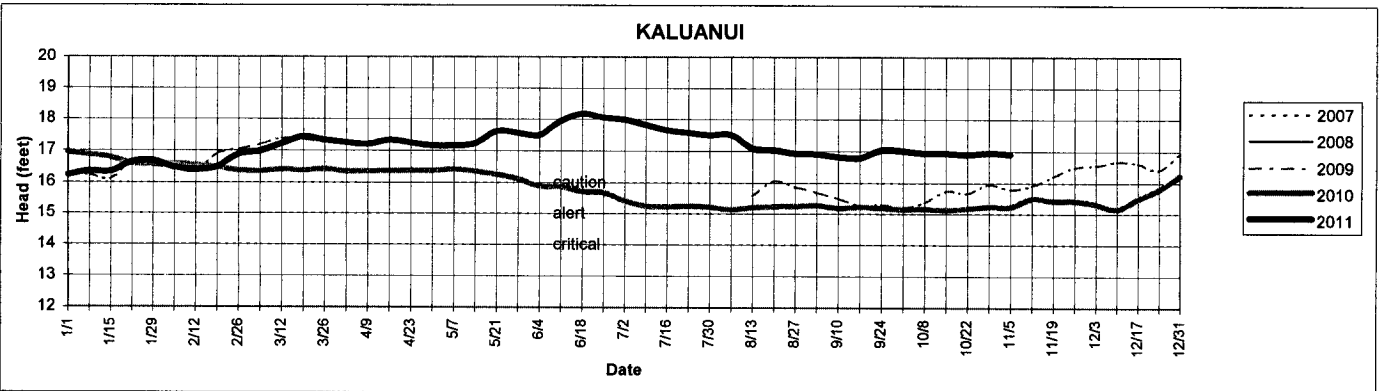
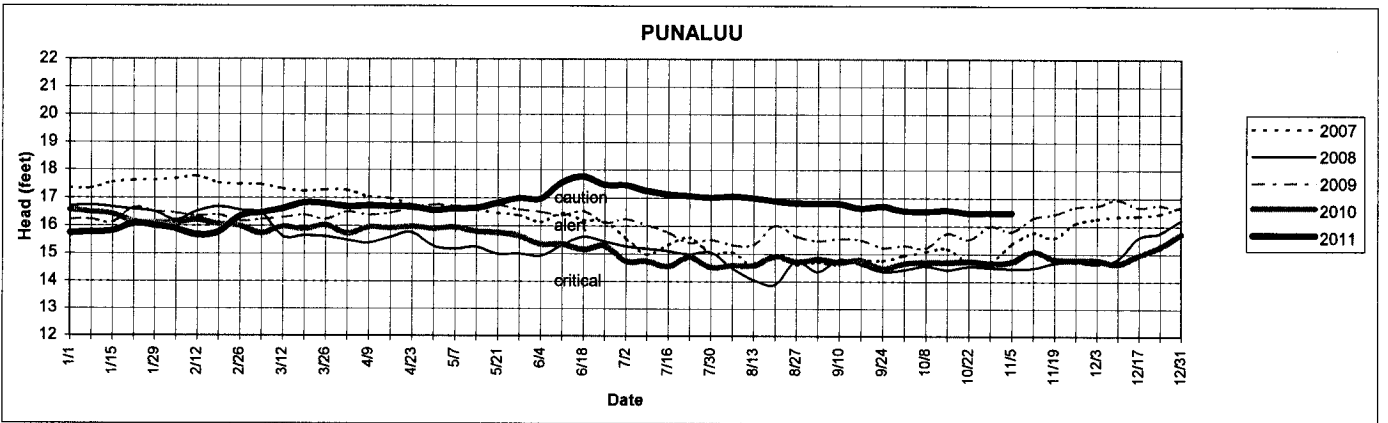
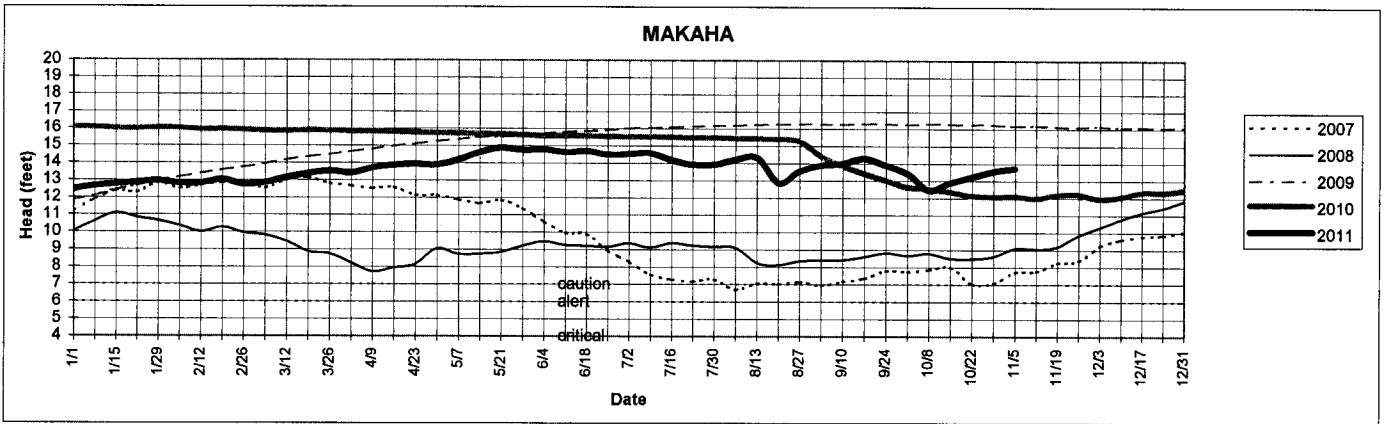
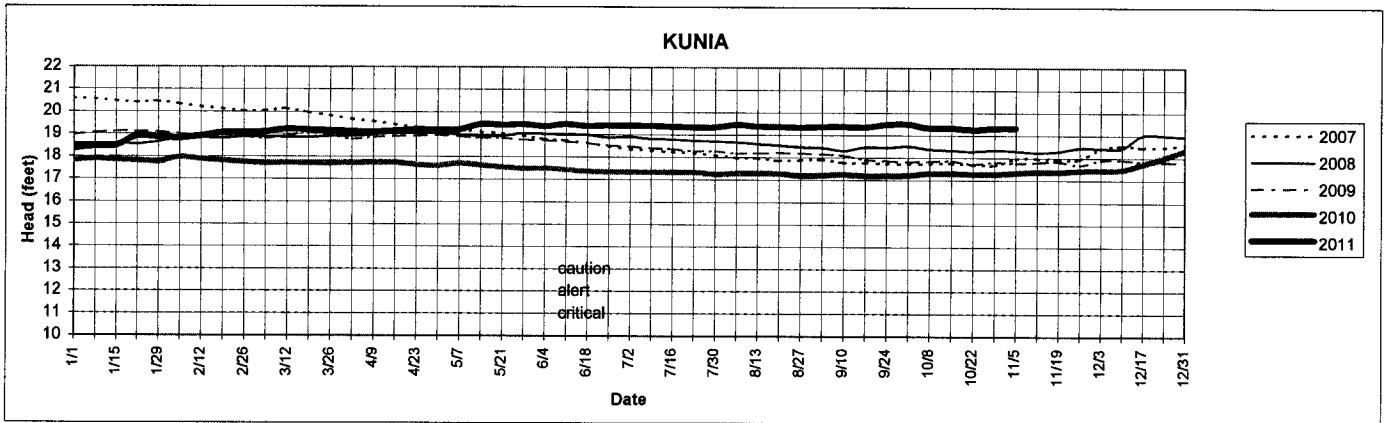
Accounts for in-district pumpage and transfers

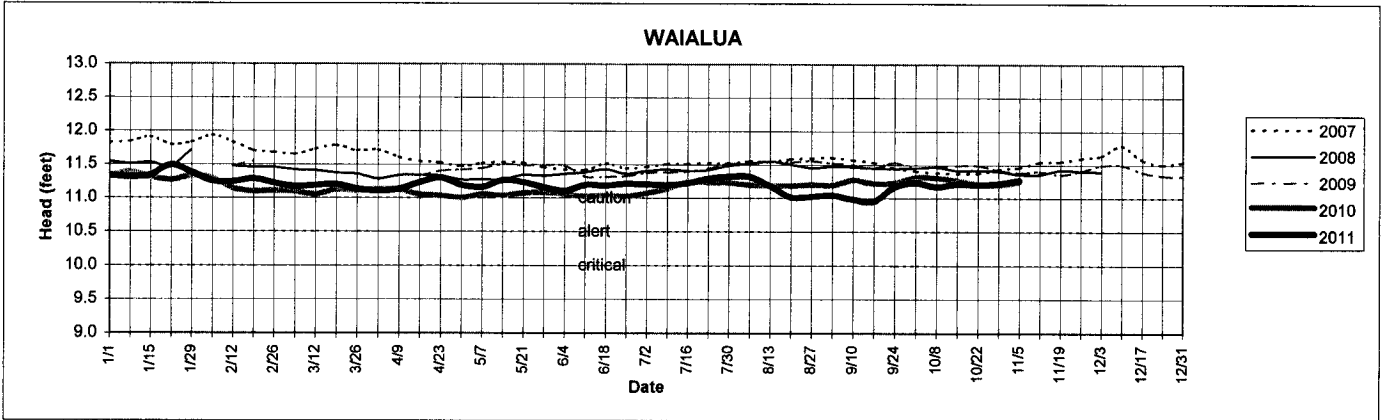
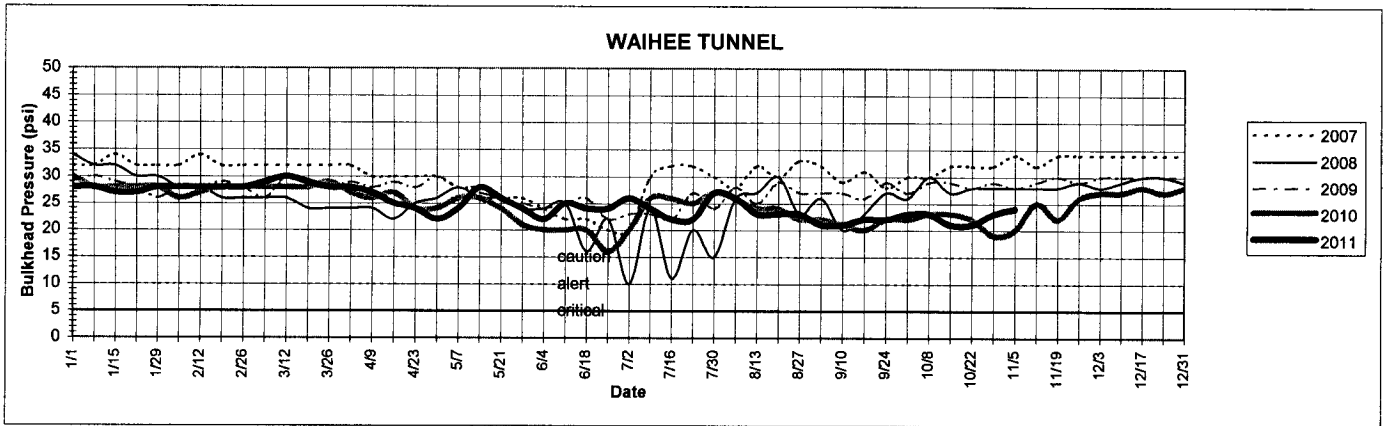
HEAD IN FEET

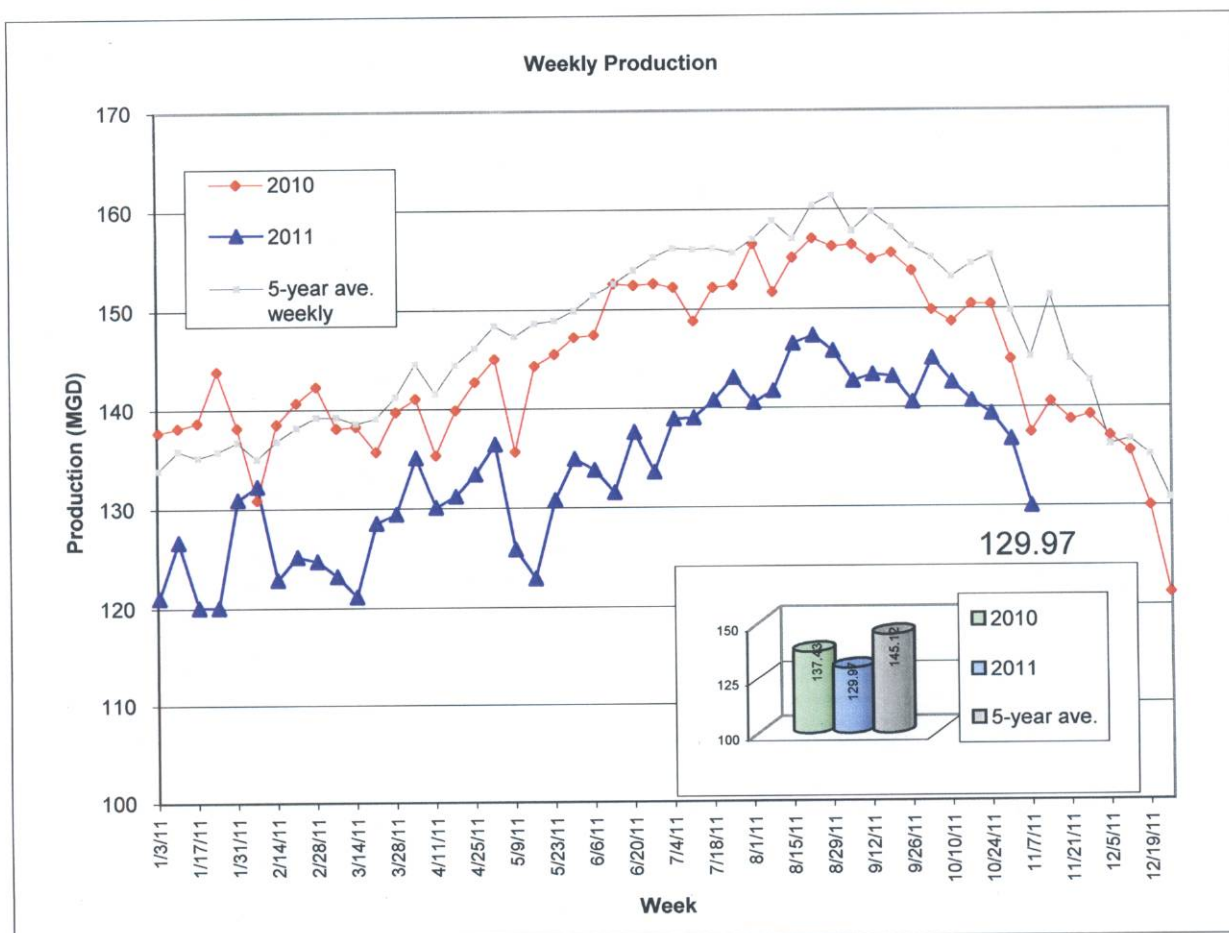
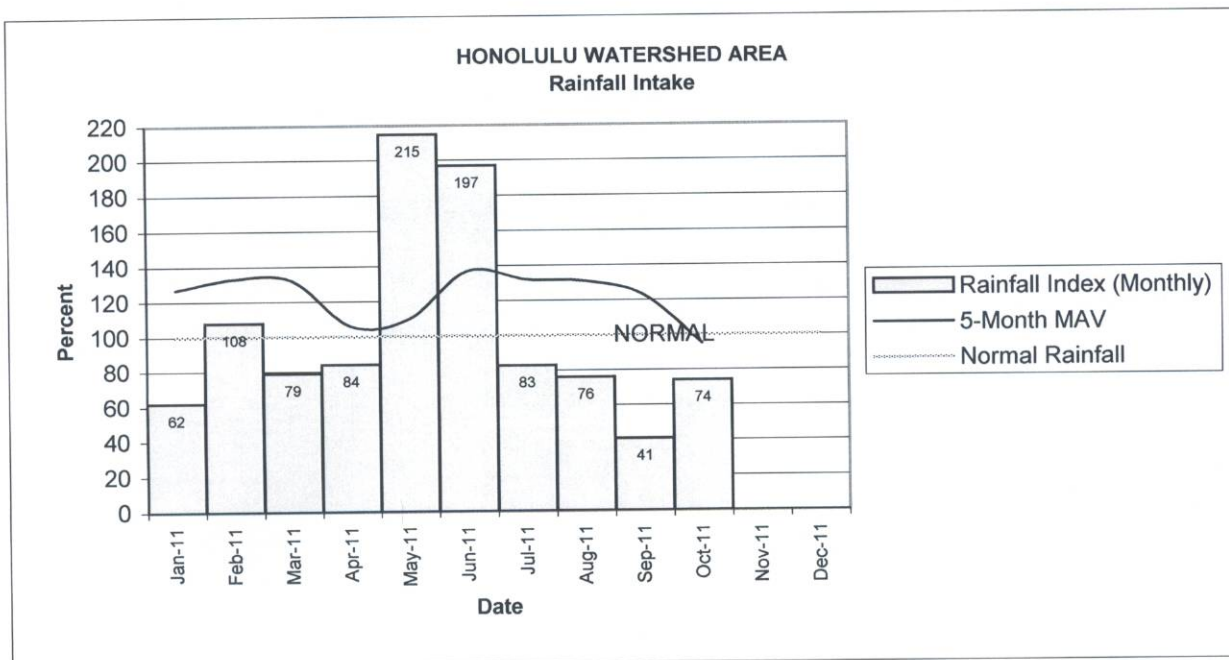
		2010	10/09-10/15 2011	2010	10/16-10/22 2011	2010	10/23-10/29 2011	2010	10/30-11/05 2011
HONOLULU									
KAIMUKI		20.28	22.92	20.27	22.99	20.67	22.93	20.70	22.97
BERETANIA		21.75	23.67	21.78	23.68	21.81	23.72	21.99	23.78
KALIHI		20.84	22.67	20.87	22.66	20.88	22.69	20.91	22.77
MOANALUA		17.90	19.23	17.91	19.21	17.86	19.27	17.96	19.33
PEARL HARBOR									
HALAWA		15.49	16.97	15.46	16.95	15.44	16.96	15.50	16.98
KALAUAO		15.52	17.41	15.50	17.38	15.47	17.38	15.49	17.40
PEARL CITY		13.49	15.29	13.47	15.27	13.45	15.28	13.48	15.29
WAIPAHAU		17.31	19.27	17.27	19.24	17.27	19.31	17.34	19.31
KUNIA		17.29	19.31	17.26	19.25	17.25	19.30	17.31	19.32
EWA-WAIAANAE									
MAKAHA		12.34	12.89	12.12	13.23	12.12	13.55	12.08	13.71
WINDWARD									
PUNALUU		14.69	16.56	14.72	16.46	14.66	16.47	14.71	16.47
KALUANUI		15.13	16.93	15.17	16.89	15.23	16.94	15.22	16.90
NORTH SHORE									
WAIALUA		11.29	11.21	11.24	11.20	11.20	11.22	11.20	11.27









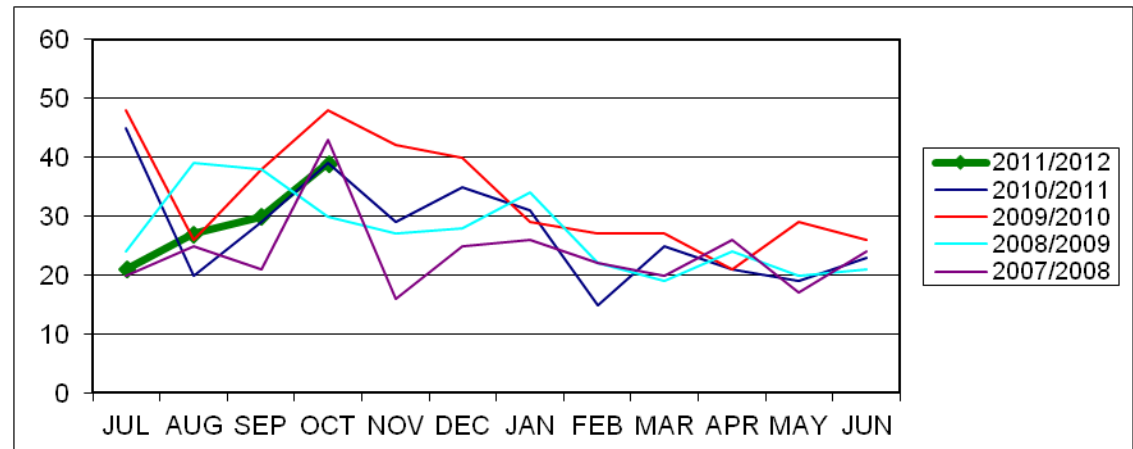


ITEM FOR INFORMATION NO. 5

MAIN REPAIR REPORT
October 2011

	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN	Total
2011/2012	21	27	30	39									117
2010/2011	45	20	29	39	29	35	31	15	25	21	19	23	331
2009/2010	48	26	38	48	42	40	29	27	27	21	29	26	401
2008/2009	24	39	38	30	27	28	34	22	19	24	20	21	326
2007/2008	20	25	21	43	16	25	26	22	20	26	17	24	285

<u>Date</u>	<u>Address</u>	<u>Size</u>
10/1	Kulina St. near Ulune St.	8" C.I.
10/2	3513 Pakui St.	16" C.I.
10/2	1440 Queen Emma St.	6" C.I.
10/2	1327 Akamai St.	8" C.I.
10/3	1712 Kealia Dr.	6" C.I.
10/3	1128 Gulick Ave.	6" C.I.
10/3	California Ave. & Nanea Ave.	8" A.C.
10/3	3648 Campbell Ave.	12" C.I.
10/4	3348 Ala Ilima St.	12" C.I.
10/4	85-396 Kaulawaha Rd.	12" A.C.
10/5	3341 Ala Ilima St.	12" C.I.
10/5	1916 Keonaona St.	4" C.I.
10/5	604 Ala Moana Blvd.	12" C.I.
10/7	5901 Haleola St.	12" D.I.
10/9	Paleka Rd. & Kamehameha Hwy.	16" C.I.
10/11	45-147 Waikalua Rd.	6" C.I.
10/11	2913 Kahawai St.	8" P.V.C.
10/13	45-512 Keahala Rd.	6" C.I.
10/14	1240 Sand Island Parkway	6" A.C.



<u>Date</u>	<u>Address</u>	<u>Size</u>
10/20	2255 N. School St.	16" C.I.
10/20	94-1169 Kahuaina St.	8" C.I.
10/20	2142 Kalihi St.	4" D.I.
10/20	2464 Kanealii Ave.	8" C.I.
10/21	708 Panui St.	6" C.I.
10/22	94-810 Moloalo St.	8" C.I.
10/24	98-1070 Komo Mai Dr.	12" C.I.
10/24	668 Kauai St.	6" C.I.

<u>Date</u>	<u>Address</u>	<u>Size</u>	<u>Date</u>	<u>Address</u>	<u>Size</u>	
10/14	313 California Av.	4" C.I.	10/25	727 Kealahou St.	12" D.I.	
10/14	624 Hooiki St.	8" C.I.	10/25	1333 10th Av.	6" D.I.	Bold * - Pro-active Leak Repair
10/16	2722 Kilihau St.	12" C.I.	10/26	534 Holokahana Ln.	6" C.I.	*There were no leak detection main
10/17	94-1224 Henokea St.	8" C.I.	10/26	534 Holokahana Ln.	6" C.I.	repairs for the month of October
10/19	98-1460 Kulawai St.	8" P.V.C.	10/26	1909 Lanakila Av.	6" C.I.	
10/20	3429 Kilauea Ave.	8" C.I.	10/31	3140 Pali Hwy.	6" C.I.	

DISCUSSION: Early next year, the Department will provide a presentation on their leak detection program and the water loss audit findings in terms of the accumulative water loss relative to main breaks.

2012 BOARD
MEETING
CALENDAR

Chairman and Members
Board of Water Supply
City and County of Honolulu
Honolulu, Hawaii 96843

Chairman and Members:

Subject: Schedule of Monthly Board Meeting for Calendar Year 2012

Attached for your information is the schedule of Board Meetings for the calendar year 2012.

Respectfully submitted,

/s/ Dean A. Nakano
DEAN A. NAKANO
Acting Manager

Attachment"

The foregoing was for information only.

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

2012 BOARD MEETING SCHEDULE

Board Meetings are scheduled for the fourth Monday of each month at 2:00 PM, in the Public Service Building (PSB) Board Room, unless otherwise noted.

January 23

February 27

*March 27 (Tuesday)
*(Monday-Holiday)

April 23

*May 29 (Tuesday)
*(Monday-Holiday)

June 25

July 23

August 27

September 24

October 22

November 26

**December 17
** (third Monday in December)

ITEM FOR INFORMATION NO. 7

Asian-Pacific Economic Cooperation (APEC) Event Recap

DISCUSSION

Business Development Program Administrator, Erwin Kawata, provided a recap of the BWS activities before, during and after APEC.

In response to Board Member McMurdo's questions, the Department has an emergency response plan for natural disasters and other events; the security office provides security measures for a number of facilities; the Information Technology (IT) division continually upgrades the system to protect against cyber-attacks.

Mr. Nakano will provide an overview of the emergency response plan to the Board at a later scheduled meeting.

Board Member Miyashiro commended the Department for an outstanding job during the APEC event.

MOTION TO RECESS INTO EXECUTIVE SESSION

Upon unanimously approved motion, the Board Recessed into Executive Session Pursuant to HRS § 92-5 at 2:51 PM to Consult with the Board's Attorney on Questions and Issues Pertaining to the Matters Posted for Discussion at an Executive Session.

OPEN SESSION

The Board reconvened in open session at 4:00 PM.

Board Chairman Chung announced that negotiations with the potential candidate are continuing.

MOTION TO ADJOURN

There being no further business, Chairman Chung at 4:01 PM called for a motion to adjourn the Open Session. Theresia McMurdo so moved; seconded by Denise De Costa and unanimously carried.

THE MINUTES OF THE NOVEMBER 28, 2011 REGULAR SESSION MEETING WERE APPROVED ON 12/19/2011			
	AYE	NO	COMMENT
RANDALL Y. S. CHUNG	X		
DENISE M. C. DE COSTA	X		
THERESIA C. MCMURDO	X		
DUANE R. MIYASHIRO	X		
ADAM C. WONG			ABSENT
WESTLEY K. C. CHUN	X		
GLENN M. OKIMOTO	X		

Respectfully submitted,


NANCY TANO

APPROVED:


RANDALL Y. S. CHUNG
Chairman of the Board

DEC 19 2011

Date