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DOCUMENT NO.
09602-03

# CONFIDENTIAL

FPUC - GAS COMPANY: **REVIEW OF EXTERNAL AUDITORS** TITLE: WORKING PAPERS YEAR END 12/31/02 PERIOD: DATE: AUGUST 13, 2003 AUDITOR: RKY 

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**FPSC-COMMISSION CL** 

WP NO.

Included in D&T working papers is the new internal auditor's proposed audit plan. The name of the new internal auditor is Crowe Chizek. Obtain a copy of the plan from FPUC. Reg 17

Included in the working papers is a detailed corporate structure organization chart including all employees of the company as of January 14, 2003. Obtain the corporate structure for the year end 2002 and the latest for 2003 from FPUC. Rei 17 Corporate phenchine medical in electric to rate core workgaped. I hortefor more to electrate case file.

Significant events and/or unusual transactions identified by D&T -

1. Sold The water assets to the City of Fernandina Beach for about \$24,600,000 on or about December 4, 2002. Later Say 18,5 mill - See Selow

2. July 1, 2002, effected a 4:3 stock split as a stock dividend. Date of record was 6/14/02.

3. FPUC acquired Nature Coast Utilities, a propane gas service distribution company for about \$700,000 in a cash for stock transaction.

## Specific risks identified.

- 1. Effect of 4:3 stock split.
- 2. Identify intangible assets in connection with acquisition of Nature Coast Propane.
- 3. Recording of unbilled revenues in the right period.

## Obtain annual report for 20002 and 10-k for 2002.

Obtain copy of Feb 19, 2003 letter from D&T to the Audit Committee, including Appendix A, which shows the summary of uncorrected financial misstatements. Make sure to look at adjustment to deferred assets.

Obtain copy of Feb 19, 2003 letter rom D&T regarding the company's internal control.

# Analytical Review

Increase in utility plant for entire company by 13 million primarily due to normal growth and the Lake Work Generation Project of \$8 million - Lake Worth relates to natural gas.

Increase of receivables in part by the acquisition of new propane and natural gas divisions, new assessment of late fees in NE Fl (electric and cold weather in December increased customer costs.

Natural gas revenues declined mostly due to commercial customers transferring to transportation only. Results in less customers for sales of gas.

Electric revenues increased because of demand and consumption.

Decrease in cost of fuel for natural gas services. Goes along with decrease in natural gas revenues.

Total company operating expenses increased by \$3.4 million, Adm expense 1.3 million. Primarily due to claims for general liability and medical self-insurance. The remaining is due to bad debt expense, increase in cost of line location in the gas segment, and increased in the propane segment.

Increase in depreciation expense goes along with accum depre. In part due to the acquisition in late 2001.

Decrease in interest expense on short term debt because of LTD being taken out to reduce STD.

Gross profit increase primarily due to the pipeline contract with Lake Work generation facility and acquisition of Atlantic Utility and Nature Coast.

Items to take Place in 2003 Dec 2, 2002 FPU entered into an agreement to see it water utility. Closing is to take place on or before March 31, 2003 and currently scheduled for March 27, 2003. Per FAS 144 as of Dec 31, 2002 the water assets are classified as held for sale and presented as a discontinued operation in the financial statement. Depreciation expense is required to be expensed through the sale date. How does the profit effect each division in 2003? From WP 2330. Then offer to electric Reliance - Does not offert 2002

Litigation Issues From Akerman Senterfitt to D&T, Feb 14,2003.

1. West Palm Beach Site - Additional soil investigation is planned of Jan/Feb 03 to assist in prep of feasibility study to evaluate remedial alternatives for the site. Estimate 355,000 to complete additional field work and feasibility study. A revised preliminary estimate for remediation costs for this site is \$4,354,000.

2. Sanford Site - FPUC agreed to pay 13/7% of the cost for a remedial investigation/feasibility study. FPUC is involved with four other prior owners and operators of the site. FPUC anticipates the consent decree with EPA to be signed in Early Spring 2003 to implement remedy of the site. Final cost of remedy will exceed \$6,000,000 originally provided. FPUC 's part is 10.5% of the current cap of \$6,000.000. Doesn't anticipate more because the excess is on sites that FPUC did not own.

3. Insurance Claims. In 1997 settled on 4.3 million for certain environmental costs. In 1999 settled for an additional \$7,630. Also recovering thru the PSC \$2.4 million over a ten year period.

4. Sale of Water assets - The purchase price is the sum of \$18,950,000, payable in cash at closing, plus \$7,500,000 in annual installments through Feb 15, 2010. Closing date one or before March 31, 2003. Set for March 27.

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<u>Uncollectibles</u> Debtor to the gas division, Lakeworth Generation defaulted on its Dec 02 payment, therefore outstanding balance was provided for in full. The balance owed by LWG on 12/3102 was \$109,423. Payment plan shows FPUC received \$30,000 on 11603. Therefore provision should be \$79,423 (109,423-30000).

Analysis of FPU Utility Ucollectibles											
Beginning Bal	(90,211)										
Current Yr Provision	(355,355)										
write Offs	273,034										
Recoveries	(105,642)										
Ending Balance	(278,174)										

Information in D&T working papers indicates that delinquent accounts receivable that are unpaid after 90 days are written-off/fully allowed for. D&T testes the write offs and found that the accounts written of were at least 90 days old and unpaid.

## Unbilled Revenue

In a narrative, the method of computing unbilled revenues for FPU is as follows: FPU computes the unbilled units multiplied by the base revenue factor. Unbilled units are computed as units available for sale (purchases less company usage and units unaccounted or) less units sold. The Base revenue factor is computed as based revenues (total revenues less: Fuel and conservation, GRT and Franchise tax, GSLD, Inter-Energy, Transp, OSS and Customer Charge Revenues) divided by unit sales. Customer charges are fixed fees that do not fluctuate based on usage. The client then includes  $\frac{1}{2}$  of these charges in unbilled revenues ((e.,g. $\frac{1}{2}$  customer charges plus (unbilled units\*base revenue factor) = total unbilled revenues).

D&T performed a reasonable test for unbilled revenues at 12/31/02 for divisions 115,121 and 123 combined. D&T's reasonable test had an expectation of 1,408,036 unbilled revenues receivable and the recorded unbilled revenue was 1,372,298; a difference of (35,688).

Prepayment and Deferred charges analytical review

All the following are for the entire utility without Flo-Gas. Prepaid General Liability increase 62.3% from 297,090 to 482,104. (100.1650.2) Prepayment Pensions increased from 2,271,164 to 2,430,124 (100.1650.3) Prepaid Other from 58,956 to 69,696 (100.1650.4) Prepaid Ins - workers comp from 130,497 to 153,356 (100.1650.5)

Account 121.1900.111 Accum Def Tax-def gain from 0 to 121,220 Account 121.1900.112 Accum Def Tax-Self Insur Fed from 30,217 to 277,758 Account 123 same from 9,643 to 85,028 General Liability went down Account 121.131- Accum Def Tax - uncollectible from 6,786 to 66,325 Account 121.129 - Accum Def Tax - Environmental from 2,052,999 to 2,129,618

#### Misc Deferred Debits

Account 121.1860.4 Misc Def Debit -AEP from 560,817 to 1,538,018. Includes costs or area expansion projects increased by 975,000 (306,000 for costs for existing projects and 608,000 for 10 new projects. The other 60,000 is related to interest and collection related to ending balance. Account 123,1860.32 Misc Def Debit - Conversion Costs from 60,950 to 99,514

For the Area Expansion deferred debit, D&T includes a schedule as of Dec 02 for Central and South Fl. "AEP Reconciliation Summary" This schedule was prepared by the company. Obtain a copy. Bucheded in 40-7

<u>Capitalization Policy</u> Cost of individual items of tools and equipment under \$500 is charged to expense. Items \$500 and over for Gas are capitalized and \$1,000 and over for electric. What about individual items of tools and equipment for electric? Follow up in Clutture Role Cose

<u>Testing of Accumulated Depreciation and Depreciation expense</u>. PSC said OK to amortize 240,000 per year for 10 years ending Feb 28,2001 for contamination assessment costs and remediation cost incurred and expected. It was determined by FPUC attorneys that more would be needed and a monthly accrual of 20,000 was required beginning aug 1,2002. 100,000 was raised by year end 2002. **PSC Note:** The company back<sup>2</sup> this amortization out of the surveillance report ending 12/31/02 saying that it was not approved and recommended to them not to include it by Commission staff.

The depreciation expense account included amortization of gain on sale of property. Sale of \$158, 194 over five years beginning April 1, 2002. Total for 2002 is 23,729. (15819/60\*9). **PSC Note:** Check this out and see what division it relates to. Relatisto Gas - Survey 24

<u>CIAC</u> Net effect, if contribution is permanent, is to reduce utility plant and related depreciation expense. Amounts subject to refund are carried as Customer Advances, in a deferred credit account, until refunded. If anticipated revenues are not met over a 4-5 yr period than refund expires and may be retained by FPU and becomes CIAC. D&T tested the water division. <u>PSC</u> <u>Note:</u> Determine if there are any in the gas or electric division and test. Customer education are included w/ accumulated deprece WP 2-2

Accounts Payable Test of A/P for expenses related to 2002 showed no discrepancies. Last check written in 2002 was No. 180292 and first check in Jan 03 was 180293.

Review of invoices showed an adjusting journal entry needed to be made because an accrual for AON consulting services were not made for services received in FY 2002. Dr. Exp 19,482 and Cr Accrued liability 19,483. <u>PSC Note: Determine how this affects Gas and/or Electric.</u> See WP 43-3

Interest on Customer Deposits Authorized Rate as of April 25, 1994. 6% on general deposits and 7% on non residential deposits which the company elected not to refund.

<u>Customer Advances for Construction</u> Total customer advances received in 2002 was \$568,842, of that the amounts that pertained to gas were Costco \$76,000 on 2/1/502 and UF Fluid \$81,000 on 5/28/02. All the rest refers to water.

<u>Accrued Insurance</u> When auditing the electric divisions, check order 00-1883-PAA-EI, Docket 001147-EI which details the storm damage annual accrual for Fernandina. And PSC 00-1685-PAA-EI, Docket No. 001146.EI which details the storm reserve accrual for Marianna.

D&T workpapers include schedules prepared by FPUC which are Compilations of medial insurance detail for employees and retirees, and general liability claims report for 2002. If do not obtain for this overearnings audit, obtain for rate cases.

Insurance Policies If do not obtain for overearnings, make sure to obtain for rate cases:

- 1. Directors and officers Liability
- 2. Fiduciary Liability
- 3. Crime
- 4. Property
- 5. Excess Liability
  - a. First Layer -AEGIS
  - b. Second Layer EIM
- 6. Workers Comp.

<u>Pension and Other Postretirement benefits.</u> Letter dated January 20, 2003 from AON to George Bachman enclosing Disclosure of Pension and Other Postretirement Benefits. This will be an issue in the gas and electric rate cases. Need to obtain for both. Follow up in sleet rate Case

<u>Revenue</u> D&T tested base revenue by determining the 12/31/01 Average unit price (base revenue divided by units sols = Avg. Unit price, and determining the units sold in 12/31/02 and applying the Avg. Unit price from 12/31/01. The expected revenue for 12/3/02 was compared to the recorded revenue. The difference was below D&T threshold for materiality. Of \$31.5 million, the difference was \$28,453.

<u>Operating Expenses</u> D&T found that the A&G expenses for 2002 were over its materiality threshold of expected expenses and had to investigate. The primary reasons were increased claims for general liability, medical self-insurance, works comp (as a result of increased payroll and slightly higher rates and increased pension expense (as a result of economic condition and market decline.) Also Misc general expense increase 137,886.

<u>Other Expenses</u> Increase in bad debt expense because of Lake Worth generation plant 79,423. <u>Ad Valorem taxes</u> D&T tested to the payment noting the check amount and date of payment. Concluded that amounts were reasonably expensed in 2002.

# Property Sold in 2002 Reg 19

<u>Deland</u> Office Property Sales Price was 325,000, cost of sales 37,595. Net Proceeds was 287,404.89. Calculated net gain of \$186,110.43. <u>Obtain company's calculation of gain and back up.</u> Where is this booked? 24/2

<u>Delray Beach Property</u> Net Proceeds \$590,392. Net Gain 529,230.58. Allocated to Natural Gas at 84% or 444,553.69. Obtain company' calculation of gain and back up. Where is this booked?  $24\rho^2$ 

Both of these appear to be related to gas. Check on this. 24p2

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Questions brought up from Board of Directors Minutes Follow up in Electru Case

What is the cash incentive compensation program? Explain. Who is eligible to receive this incentive. Provide the calculations used for the compensation received in 2002. Indicate which accounts this total was allocated to? When was the cash incentive plan started?

Provide an explanation of the long-term, non-cash incentive compensation plan. When was this plan started? Which employees are eligible? Explain the reasons why started. How much was allocated to what accounts in 2002, so far in 2003? How much do you plan to allocate and in what accounts for all of 2003?

Discussion at meeting in 8/02 to have an equity offering to provide financing up to \$15,000,000. Nothing further in the BOD minutes referring to this. Was this offering made? When? For how much?

Obtain capital budget of 2003 for each division. In total BOD approved \$8,032,600.

Follow up on internal auditor reports prepared in 2002 and 2003.

9-3p1

COMPANY:	FPUC - GAS
TITLE:	NOTES FROM BOARD OF
	DIRECTORS MINUTES
PERIOD:	YEAR END 12/31/02
DATE:	AUGUST 15, 2003
AUDITOR:	RKY

WP NO.

## Compensation Committee Meeting 3/4/02

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Compensation Committee : Rudy Schupp, Richard Hitchins, Paul L. Maddock, Jr. Also present was Jack English. The discussions revolved around the computations of cash incentive computations for 2001 for each of the four senior executives. Also, shoed the actual incentives vs. the maximum potential. Also discussed the strategic plan goals behind several of the incentive compensation goals. The document was approved. The document was not included in the BOD minutes.

#### Special Directors Meeting 3/5/02

All board members were present: John T. English, Ellen Benoit, Richard Hitching, Paul Maddock Jr., Rudy Schupp. Also, Jack Brown, Secretary. Resolution for Preferred and Common stock dividends payable April 1, 2002 to holders at March 15, 2002. \$1.1875 per preferred share and \$.185 per common share.

Discussion and resolutions for Annual meeting to be held May 14, 2002 and designate Paul Maddock Jr. as candidate for office of director and resolved that Paul L Maddock be appointed to service on Audit Committee.

Received report of the compensation committee.

Resolved to authorize changes to the Pension Plan in order to conform to IRS Regs.

#### Board Compensation Meeting 4/16/02

Compensation Committee present along with Jack English. Discussion revolved around the subject of long-term, non-cash incentive compensation. Committee discovered that FPU is not competitive with peer group in this area because it lacks such programs. A plan was presented for review and determine the appropriate next steps. Plan not included in the BOD minutes. No action taken.

#### Annual Stockholders Meeting, 5/14/02

The 2001 annual report prepared by D&T was presented. Elected Paul L Maddock as director expiring 2005 annual meeting of the stockholders.

#### Special Directors Meeting 6/4/02

All members of the board were present along with Jack Brown Secretary. The officers of the company were elected. J.T English Pres and CEO, Charles L. Stein, Sr.VP and COO, Jack R. Brown, VP and Secretary and George M. Bachman CFO and Treasurer.

P9-3p2

Resolved the authorize a 4 for 3 stock split, in the form of stock dividend for common stock for stockholders of record on June 14, 2002. Also Resolution for Preferred and Common stock dividends payable July 1, 2002 to holders at June 14, 2002. \$1.1875 per preferred share and \$.1425 per common share.

Resolved to appoint D&T as outsider auditors. Discussion of the results of the Compensation Committee's research regarding LT, Non-cash incentive program. Discussion of the various attributes and plan design alternatives. The compensation will meet and formulate a plan to present to the board prior to the 8.27.02 board meeting.

# Special Directors Meeting 8/27/02

All directors present along with J. English and Jack Brown. Resolved to declare dividend for Preferred and Common stock dividends payable October 1, 2002 to holders at Sept 13, 2002. \$1.1875 per preferred share and \$.1425 per common share.

George Bachman appointed adm secretary of the audit committee replacing Jack Brown. A report presented by the audit committee re second quarter financials.

Discussion and resolution regarding the equity offering to provide financing up to \$15,000,000 net proceeds. Also report from the Compensation committee re LT, non cash incentive program. No action on program.

## Special Directors Meeting 9/27/02

All directors present plus Jack Brown and John English. Discussion re modifying 401k to permit in-service withdrawals after 59-1/2, resolved to adopt Attachment B to the plan effective upon execution. NO attachment B in the BOD minutes.

Resolved to purchase Nature Coast Gas for \$490,000 cash and assume the mortgage of approx \$210,000.

#### Executive Committee of BOD, 11/2/02

Purpose of meeting to consider preliminary investigation of potential sale of water division to City of Fernandina beach.

## Special Directors Meeting, 11/22/02 and 11/25/02

All members present along with Charles Stein, Jack Brown and George Bachman. Discussion regarding the sale of the water division took place. Resolved to sell of \$18,950,000 cash and \$7,500,000 to be paid during the ensuing seven years. Resolved to enter into an agreement.

#### Special Directors Meeting, 12/3/2002

Resolved to declare dividend for Preferred and Common stock dividends payable January 2, 2003 to holders at Dec 13, 2002. \$1.1875 per preferred share and \$.1425 per common share.

Discussion for 2003 estimates of revenues, expenses, earnings and amounts budgeted for capital

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expenditure. Resolved that capital budget for 2003 was \$8,032,600.

Discussed the D&T report of the third quarter.

## Audit Committee Meeting 2/24/03

Discussion of the internal audit report regarding information technology. **PSC Note:Obtain the** internal audit report. Discussion re the external auditors. D&T vs. BDO Seidman. Decision delayed until March meeting.

## Compensation Committee Meeting 2/24/02

All members present. Distributed info which described in detail the computations of the cash incentive for fiscal year 2002 for each of the four officers. The total ash incentive awards was \$64,870 for 2002. The committee recommenced the following contingent upon the sale of the water division.

1. All employees except the fourteen of the senior management team and increase of an additional 1-1/2 percent to the previously approved 1-1/2%.

2. All fourteen members of the senior management team a 3% increase except for George Bachman who is to be awarded an increase to \$130,000 per year.

#### All effective Jan 1, 2003.

3. Suggested amending directors fee to \$700 for any meeting.

#### Special Directors Meeting 3/4/03

All directors present along with Jack Brown. Resolved to declare dividend for Preferred and Common stock dividends payable April 1, 2003 to holders at March 14, 03. \$1.1875 per preferred share and \$.1425 per common share.

Discussion and resolution to move the banking and line of credit relationship to Bank of America from Sun Trust. Checks for 2500 or under have to be signed by one person over t2500 signed by two people. J.English, C. Stein, Jack Brown, George Bachman, Cheryl Martin. Resolved that payroll account be signed by one of the above.

Resolutions re the sale of the water assets to City of Fernandina Beach that each appropriate person is authorized to perform necessary transactions to effect the sale.

Resolved to increase the directors fee to \$700 for each meeting. Resolved to award cash incentives to four senior members a total of \$64,870. Resolved that executive officer agreement be extended for three years.

# Audit committee meeting 3/14/03

Present from the committee Hitchins, Maddock, Schupp. Also Bachman, J English and Bonnie Erdek to keep the record.

D&T discussed the year end audit. The over earning issue in the gas company and the sale of the

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water assets was discussed.

D&T pointed out the following items:

1. Inventory Reconciliation - Right now inventory every two years because very labor intensive and do not have the manpower. D&T recommended annually. It was decided that the expensive bins could be counted which would represent 80% of the total inventory. This will be looked into and reported back to the board.

2. Company should evaluate the adequacy of senior personnel to comply with Sarbanes-Oxley. Mr. Bachman said that the plan includes getting an Assistant Controller.

3. D&T said the Sarbanes-Oxley requires significant management attention. Head of audit committee says working with internal auditor on this and are awaiting cost structure for phase I.

Management was excused and the audit committee met with D&T only. D&T was asked if there was anything the committee should know. D&T responded that there was no indication of any anything unusual, and that Bachman and Martin do a tremendous job.

D&T left and management returned to meeting

Discussion ensued regarding the hiring of D&T vs. BDO Seidman. The audit committee selected BDO Seidman and it was determined that the audit committee was empowered to make this decision.

## Audit Committee Meeting 5/12/03

All members were present along with Bachman and English. Also present were Bob Watts and Dale Buschman of BDO Seidman for part of the meeting.

The new external auditors stressed the importance of standardizing an agenda that the audit committee could follow quarterly so that no issues are overlooked, and stated that BDO would furnish guidance concerning setting up and running the audit committee. Management left and the audit committee met with BDO. The audit committee stressed that they wanted to hear of any irregularities or problems encountered. The internal auditors were brought in for discussion without company management. Audit Committee asked internal auditors to work in tandem to produce the most efficient audit. The audit committee asked the internal auditors for guidance concerning whistle blowing procedures. Internal audit suggested that the committee contact a labor attorney.

Auditors left and management came back.

Update by Internal Auditor concerning audits of the It and Customer Information Systems. In all cases Internal Audit reported that management either implemented or is in the process of implementing internal audits recommendation. The next focus is the Sarbanes Oxley internal control. The first phase is assessment and second the preparation of documentation. It was moved to proceed with the first stage of Sarbanes-Oxley. It was also determined that internal audit would proceed with focus on the procurement process after phase two cost of the S-O is

9-305

determined. Also, it was reported by Bachman that by using division personnel, partial inventories on a yearly basis could be completed.

# Annual Stockholders Meeting 5/13/03

Presented the annual report by D&T. Nominated English and Benoit to board through 2006 annual meeting of the stockholders.

# Special Directors Meeting 6/3/03

Four present, Schupp absent. Reviewed the first Q financial results. Resolved to elect officers effective 6/3/03. English Pres and CEO, Stein, SVP and COO, Jack Brown, VP and Sect. George Bachman, CFO and Treasurer.

Resolved to declare dividend for Preferred and Common stock dividends payable July 1, 2003 to holders at June 13, 03. \$1.1875 per preferred share and \$.1425 per common share.

9-396

Resolved to appoint BDO Seidman for auditor for year ending 12/31/03.

Resolved that Code of Ethics be adopted as company policy statement.

FPUC - Gas 2002 Over Earnings Review Audit #03-086-4-1 Undocketed TYE: 12/31/02

COMPANY: TITLE: PERIOD: AUDITOR: DATE: AUDITOR: WP NO. FPUC - GAS A&G SALARIES YEAR END 12/31/02 RKY SEPT 4, 2003 RKY

Title:

In reading the board of directors minutes it was discovered that there is a "Cash Incentive Copensation Program" for four of the officers. As explained by George Bachman, the board of directors took a survey of officers salaries for comparable companies. The board reduced these salaried by 15% and said that if the officers met its goals, they they would receive up to 15% more salary.

43-2

The year 2001 results would be paid in 2002. This showed up in March 03. The incentive paid to the four officers in 2002 was \$72,056. This was allocated to the different divisions.

Time limits precluded researching this further during this audit. Research this for the electric and gas rate cases.

actual Journal antig was for \$ 119,034.00. This includes 2 payrolles + 72,056 in Cash incentine.

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