

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Ni Florida, LLC's Application for increase
Water and wastewater rates in Pasco and Lee
Counties.

Docket No. 160030-WU

RECEIVED-FPSC
2016 SEP 14 PM 2:30
COMMISSION
CLERK

NI FLORIDA, LLC
REQUEST FOR CONFIDENTIAL CLASSIFICATION

Ni Florida, LLC, ("the Utility"), by and through its undersigned counsel, files this Request for Confidential Classification in relation to certain documents submitted in connection with the Staff's Audit, Audit Control No. 16-130-4-2 in connection with the above-referenced docket.

1. Pursuant to 367.156, Florida Statutes, this Commission has the authority to classify certain material as proprietary confidential business information. This classification exempts the material from public disclosure under Section 119.07(1), Florida Statutes.

2. The Utility requests that certain information provided to staff auditors in connection with Audit Control No. 16-130-4-2 be classified as proprietary confidential business information pursuant to Section 367.156(2), Florida Statutes, and Rule 25-22.006, Florida Administrative Code (the "Confidential Information"). If this request is granted, then the subject portions of said documents provided to staff in connection with Audit Control No. 16-130-4-2 will be exempt from Section 119.07(1), Florida Statutes. Attached hereto as Exhibit "A" is a Justification Matrix providing a justification for the Utility's request. The information is attached hereto both in highlighted and redacted format, although only the redacted copy is provided with Certificate of Service.

3. The Consolidated Financial Statement, Salary and Minutes of Directors Meetings information, produced in response to staff's audit, is intended to be and is treated by the Utility and

its affiliates as private and confidential and has not been disclosed externally and has been strictly controlled internally.

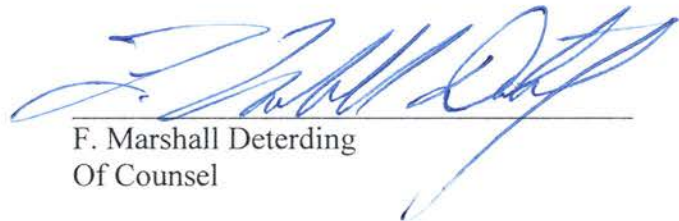
4. A portion of the information consists of Parent Company employee names and titles, base salary, benefits, overtime, taxes, pension information and total compensation. This information should be classified as proprietary confidential business information because its disclosure would impair the Utility's competitive interests, provide other utility companies information to lure employees away (thereby driving up salaries and rates), and create circumstances under which infighting and employee morale could be negatively affected. See, Florida Power & Light Company, et al. v. Public Service Commission, 31 So.3d 860 (Fla. 1st DCA 2010).

5. Requiring the disclosure of each employee's compensation information violates each employee's right to privacy under Article 1, Section 23 of the Florida Constitution.

WHEREFORE, Ni Florida, LLC requests this Commission enter an Order treating the information identified in this Request as confidential and exempt from disclosure.

Respectfully submitted this 14th day of
September, 2016, by:

SUNDSTROM & MINDLIN, LLP
2548 Blairstone Pines Drive
Tallahassee, Florida 32301
(850) 877-6555/(850) 656-4029 FAX



F. Marshall Deterding
Of Counsel

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Request for Confidential Classification and redacted copy of the document have been furnished by US Mail to the following parties this 14th day of September, 2016.

Office of Public Counsel
111 W. Madison Street, Room 812
Tallahassee, FL 32399-1400

Kyesha Mapp
Office of General Counsel
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850



F. Marshall Deterding
Of Counsel

JUSTIFICATION MATRIX

Location (Document name and location of information)	Justification
<p><u>Consolidated Financial Statement:</u></p> <p><u>Location:</u> Pages 9, 9.1, 9.2, 9.3, 9.4, 9.5, 9.6, 9.7, 9.8. The amounts under all columns.</p> <p><u>Summary of Board of Directors Minutes:</u></p> <p><u>Location:</u> Pages 8 and 8.1</p>	<p>§367.156(3)(a),(b),(d) & (e): Disclosure of the financial statements of Ni Pacolet Milliken Utilities, LLC and subsidiaries, which is not a public company and is not subject to public disclosure of its financial statements and minutes of Board of Directors' meetings would impair the consolidated entities' competitive interests, could be used to discern trade secrets, or harm its ability to contract for goods and services on a favorable basis. The consolidated entity keeps this information strictly confidential also to prevent competitors and prospective counterparties from information which could be used in future negotiations to the disadvantage of Pacolet Milliken Utilities, LLC and its affiliates.</p>
<p><u>Salaries:</u></p> <p><u>Location:</u> Overhead Expenses Analysis Pages 44.1 & 44.23 Allocated Salaries and Wages Pages 44.1, 44-1.1, 44-1.2, 44-2 44-2.1 and 44-2.2 Parent Allocated Salaries & Benefits Pages 44.2, 44.5, 44.6, 44.7 and 44.8 Auditor created calculations of Payroll Deductions Pages 44.3 and 44.4</p>	<p>§367.156(3)(d) Disclosure of compensation data, tax data, benefits data, overtime data and salary increase data would impair the ability of the Utility to contract for employees on favorable terms.</p> <p>§367.156(3)(e) Disclosure of the compensation data would impair the Utility's competitive interests as described in <i>Florida Power & Light Company et al. v. Public Service Commission</i>, 31 So. 3d 860 (Fla. 1st DCA 2010). The Utility keeps this information strictly confidential to prevent other utilities from stealing their employees and to prevent lowered morale and infighting among employees who have the same position but varying wages.</p> <p>Article I, Section 23 of the Florida Constitution. Disclosure of the information would invade the privacy rights of the employee.</p>

Ni Pacolet Milliken Utilities, LLC and Subsidiaries
Consolidated Balance Sheet
December 31, 2015

1/16
DB

Assets

Noncurrent assets

- Property, plant and equipment
 - Utility plant in service, net of accumulated depreciation
 - Nonutility property, net of accumulated depreciation
- Total property, plant and equipment, net

- Goodwill
- Noncurrent deferred costs
- Total noncurrent assets

Current assets

- Cash
- Accounts receivable
 - Trade, net
 - Accrued revenue
 - Other
- Prepaid expenses and other current assets
- Total current assets
- Total assets

Member's Equity and Liabilities

Member's equity

- Contributed capital, net of costs
- Accumulated income
- Accumulated other comprehensive loss
- Total member's equity

Commitments and contingencies

Current liabilities

- Accounts payable
- Accrued liabilities
- Deferred revenue - current
- Notes payable - current
- Total current liabilities

Noncurrent liabilities

- Contributions in aid of construction, net
- Deferred revenue, net of current portion
- Deferred income taxes
- Fair value of derivative instrument
- Notes payable, net of current portion
- Total noncurrent liabilities
- Total member's equity and liabilities

[REDACTED]

Ni Florida, LLC
 Audit of Affiliates' Financial Statements
 Dkt. 160020-VS-1
 Description: WP 9 - Electrical/General Audits
 ACT 16-130-471
 12/14/15
 12/15/15

CONFIDENTIAL

The accompanying notes are an integral part of these consolidated financial statements.



Ni Pacolet Milliken Utilities, LLC and Subsidiaries
Consolidated Statement of Cash Flows
For the period from March 21, 2015 (commencement of operations) through
December 31, 2015

7/16/15
 DB

Cash flows from operating activities

Net income
 Adjustments to reconcile net income to net cash provided by operating activities
 Depreciation and amortization
 Provision for bad debt
 Amortization of deferred financing fees
 Provision for deferred income taxes
 Changes in assets and liabilities
 Accounts receivable
 Prepaid expenses and other current assets
 Deferred costs
 Accounts payable
 Accrued liabilities
 Deferred revenue
 Net cash provided by operating activities

Cash flows from investing activities

Cash paid for acquisitions
 Purchase of property, plant and equipment
 Net cash used in investing activities

Cash flows from financing activities

Capital contributions
 Distributions to owner
 Contributions in aid of construction
 Proceeds from notes payable
 Repayments of notes payable
 Deferred financing fees
 Net cash provided by financing activities
 Net increase in cash

Cash

Beginning of period
 End of period

Supplemental disclosure of cash flow information

Cash paid for interest
 Cash paid for income taxes

Supplemental disclosure of noncash flow information

Transfer of property, plant and equipment to/from inventory
 Transfer of property, plant and equipment to/from deferred costs
 Non-cash contribution in aid of construction
 Property, plant and equipment year-end accrual
 Owner financed severance accrual
 Change in fair value of derivative instrument

[REDACTED]

Ni Florida, LLC
 Audit of Affiliate Transactions
 Dkt. 160030-WS; ACN 16-1304-2; 12/11/15
 Description: WPq - External/Internal Audits

CONFIDENTIAL

The accompanying notes are an integral part of these consolidated financial statements.



Ni Pacolet Milliken Utilities, LLC and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2015

7/16
Dr

1. Nature of the Business

Nature of Operations

Ni Pacolet Milliken Utilities, LLC ("Ni" or the "Company"), is a holding company created to aggregate public water and wastewater systems throughout South Carolina and eventually surrounding states. The Company commenced operations on March 21, 2015 through an equity purchase of the Ni South Carolina Utilities Inc., Ni South Carolina LLC, and Ni America Operating, LLC for a purchase price of approximately [REDACTED]. On August 8, 2015, the Company purchased all the issued and outstanding equity interests of Ni Florida, LLC for approximately [REDACTED]. On October 22, 2015, the Company purchased all the issued and outstanding equity interests of Ni America Texas, LLC for approximately [REDACTED].

The Company operates by providing water and wastewater utilities to commercial and residential customers. The Company is headquartered in Columbia, South Carolina and has two water utilities located in Texas, one water utility located in Florida, one wastewater utility located in Florida and three wastewater utilities located in South Carolina.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying consolidated financial statements include the accounts of Ni Pacolet Milliken Utilities, LLC and its subsidiaries. All significant intercompany transactions and balances have been eliminated in the consolidated financial statements. These consolidated financial statements are prepared in accordance with United States generally accepted accounting principles (GAAP).

Financial Statement Preparation

Ni's financial statements are presented in a format consistent with other water and wastewater utilities in the United States. Utilities are normally capital intensive entities. Consequently, the balance sheet will show these assets as the first classification on the statement.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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 reported period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The carrying amount of the Company's financial instruments, which includes cash, accounts receivable, accounts payable and other accrued expenses approximate their fair values due to their short-term maturities. In addition, the Company has a derivative instrument which is carried at fair value (Note 5) and notes payable which are carried at the amortized cost for which the fair value is disclosed in Note 5.

Regulation

All of the operating companies that are regulated public utilities are subject to regulation by the regulatory bodies of the county or state in which they reside. These regulatory bodies have jurisdiction with respect to tariffs, service standards, accounting, procedures, issuance of securities, acquisitions and other matters. Accounting Standards Codification 980 (ASC 980) provides accounting guidance for regulated entities meeting certain criteria.

Ni Florida, LLC
Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-42; 12 M E 12/31/15
Description: WPQ - External Intermodal Audits

CONFIDENTIAL



Ni Pacolet Milliken Utilities, LLC and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2015

7/16
DB

The measurement period ends as soon as the company receives the information they were seeking about facts and circumstances that existed as of the acquisition date or learns that more information is not obtainable; however, measurement period cannot exceed a year from the acquisition date. Goodwill is not amortized, but reviewed annually for impairment. The Company reviews the carrying value of goodwill annually to determine whether an impairment has occurred from the date of relevant acquisition. The Company has elected to make December 31 the annual impairment assessment date and will perform additional impairment tests if a change in circumstances occurs that would more likely than not reduce the fair value of goodwill below its carrying amount. The Company did not record any impairment to goodwill for the period from March 21, 2015 (commencement of operations) through December 31, 2015.

Contributions in Aid of Construction

The Company receives payments from developers and customers to fund certain utility capital expenditures to provide water and wastewater services. Developers also transfer certain properties to the Company. The total of these payments, contributions and transfers are recorded as assets included in property, plant and equipment. Such nonrefundable items, which are provided at no cost to the Company, are utilized to provide water and wastewater services to its customers. The Company has an obligation related to such assets which is recorded as a liability, contributions in aid of construction. Amortization of contributions in aid of construction is provided at rates equal to the estimated service lives of the related assets. This results in no net effect on income from the depreciation of the contributed plant.

Recognition of Revenues

Revenues are recognized when services are rendered to customers. Operating revenues (water and wastewater fees) include amounts billed to customers on a cycle basis and unbilled amounts based on estimated usage from the latest billing to the end of the accounting period. Operating revenue also includes sewer tap and plant expansion fees received from developers to which there is no future obligation to the developer or customer.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Ni uses the allowance method to account for doubtful accounts receivable. The allowance is established by charges to bad debt expense based on the percentage of uncollectible amounts. The allowance for uncollectible accounts at December 31, 2015 was [REDACTED] where allowed by tariffs, the Company collects a security deposit from new customers and those customers whose payment history justifies such. Deposits may be used to satisfy outstanding receivables.

Deferred Financing Fees

Deferred Financing Fees are amortized over the lives of the related debt using a method that approximates the interest rate method. At December 31, 2015, deferred financing fees are stated at a gross cost [REDACTED] net of accumulated amortization [REDACTED] and are included in noncurrent deferred costs on the consolidated balance sheet. Amortization expense related to debt issuance costs for the period from March 21, 2015 (commencement of operations) through December 31, 2015 was [REDACTED]. Amortization expense is estimated to be [REDACTED] during 2016, [REDACTED] during 2017, [REDACTED] during 2018, [REDACTED] during 2019, and [REDACTED] during 2020.

Ni Florida, LLC

Audit of Affiliate Transactions

Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WP9 - External/Internal Audits

CONFIDENTIAL



Ni Pacolet Milliken Utilities, LLC and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2015

7/16
DB

3. Acquisitions

On March 21, 2015, Ni Pacolet Milliken Utilities, LLC acquired the outstanding equity of Ni South Carolina Utilities Inc., Ni South Carolina LLC, and Ni America Operating, LLC for a purchase price of approximately [REDACTED] ("South Carolina" in the table below). On August 8, 2015, the Company purchased all the issued and outstanding equity interests of Ni Florida, LLC for approximately [REDACTED] ("Florida" in the table below). On October 22, 2015, the Company purchased all the issued and outstanding equity interests of Ni America Texas, LLC for approximately [REDACTED] ("Texas" in the table below). 100% of the proceeds to fund the acquisitions were obtained through capital contributed from the Company's owner. Debt financing was obtained subsequent to the closing of the acquisitions (Note 5). Transaction costs related to the acquisitions were paid by the owner of Ni Pacolet Milliken Utilities, LLC and were not allocated to Ni Pacolet Milliken Utilities, LLC.

The Company completed an assessment of the allocation of the purchase price in accordance with generally accepted accounting principles. Based on the assessment, the allocation of the purchase price at the acquisition date is as follows:

	South Carolina	Florida	Texas	Consolidated
Purchase price	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Assets acquired:				
Property, plant, and equipment, net	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Goodwill	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Noncurrent deferred costs	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Cash	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Accounts receivable	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Prepaid expense and other current assets	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total assets acquired	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Liabilities assumed:				
Accounts payable	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Accrued liabilities	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Deferred revenue	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Notes payable	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Contributions in aid of construction, net	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Deferred income taxes	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total liabilities assumed	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Total net assets acquired	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

Ni Florida, LLC
 Audit of Affiliate Transactions
 Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
 Description: WP 9- External/Internal Audits

CONFIDENTIAL



Ni Pacolet Milliken Utilities, LLC and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2015

7/16
 FB

5. Debt

Long-term debt consisted of the following at December 31, 2015:

Term loans to a bank group, for advances up to [REDACTED] maturing June 19, 2020. These notes require quarterly payments of principal of 314.5 [REDACTED] until March, 2017, then quarterly principal payments of [REDACTED] until March 2020, with a final principal payment of [REDACTED] due June 2020 plus interest at a rate of one month LIBOR plus the applicable margin [REDACTED]. \$ [REDACTED]

Note payable to a bank, in the maximum amount of [REDACTED] accrues interest at a rate of [REDACTED] and maturing on April 19, 2027. The loan is non-recourse in that the principal and interest will be repaid only through receipt by Palmetto Utilities, Inc. and payment to the bank of Plant Impact Fees per new billable Equivalent Residential Connection (currently \$800) per customer as customers hook up to the sewer system. [REDACTED]

Less: Current portion

Long-term debt, net of current portion

On June 19, 2015 the Company entered into a new term loan agreement with a bank group. Three additional junior banks were added to form the banking group. The senior bank will act as the administrative agent and letter of credit issuer for the banking group. As part of the transaction, the Company has investments totaling [REDACTED] one of the banks as it is a cooperative and requires all borrowers to be owners. This amount has been recorded to noncurrent deferred costs on the consolidated balance sheet at December 31, 2015.

On June 19, 2015, the Company obtained a line of credit with the same bank group as the term loan with availability up to [REDACTED] 314.5. The interest rate on the line of credit is the same as the term loan. The line of credit will expire in June 2020. The line of credit was unused for the period from March 21, 2015 (commencement of operations) through December 31, 2015.

The Company has four letters of credit outstanding totaling [REDACTED]. Three letters of credit totaling [REDACTED] expire in May 2016, but are required by regulation and will be renewed in 2016. The remaining letter of credit for [REDACTED] automatically renews annually in April 2016 until it is cancelled.

31-4.7 Concurrently with the above term loan, an interest rate swap was added with a nominal amount of [REDACTED] that expires on June 19, 2020. The term of this swap is five years and it has a fixed rate of [REDACTED] and is settled on a monthly basis.

As of December 31, 2015, the estimated fair value of long-term debt payable approximates its book value because the significant portion of the debt has a variable interest rate.

The Company reports financial performance to the bank on a quarterly (unaudited) and annual (audited) basis. In addition, the Company is bound by covenants as required in the lending agreement. These covenants include a Fixed Charge Coverage covenant and a Leverage covenant among other requirements.

Note (1): The support on WP 31-4.5

Ni Florida, LLC
 Audit of Affiliate Transactions
 Dkt. 160030-WS; ACN 16-130-4-2; 12 ME 12/31/15
 Description: WP 9 - External/Internal Audits

CONFIDENTIAL

15 THIS DOCUMENT IS COVERED BY A CONFIDENTIALITY AGREEMENT ENTERED INTO WITH PACOLET MILLIKEN ENTERPRISES, INC. IT MAY NOT BE COPIED OR DISCLOSED TO ANYONE WHO HAS NOT SIGNED A CONFIDENTIALITY AGREEMENT WITH THE COMPANY.



SOURCE

9.5

Ni Pacolet Milliken Utilities, LLC and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2015

The future maturities of long-term debt as of December 31, 2015 are as follows:

Years Ending December 31,
 2016
 2017
 2018
 2019
 2020
 Thereafter

[REDACTED]

1/16
 DB
 NI Florida, LLC
 Audit of Affiliate Transactions
 Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
 Description: WP 9 - External/Internal Audits

6. Related Party Transactions

The owner of the Company has agreed to pay severance to key employees who were or are expected to be terminated in connection with the 2015 acquisitions. The owner has recorded the [REDACTED] of severance as a transaction expense and owes the corresponding liability to the Company as of December 31, 2015. The Company recorded a receivable due from the owner for this amount within other accounts receivable and an offsetting liability in accrued liabilities on the consolidated balance sheet as of December 31, 2015 for approximately [REDACTED]. The Company anticipates paying these severance expenses by the end of 2016.

7. Income Taxes

The provision for income taxes is comprised of the following for the period from March 21, 2015 (commencement of operations) through December 31, 2015:

Current

Federal income tax expense
 State income tax expense

\$ [REDACTED]

Deferred

Federal income tax expense
 State income tax expense

\$ [REDACTED]

Deferred income tax assets and (liabilities) consisted of the following at December 31, 2015:

Deferred tax assets

Allowance for doubtful accounts
 Federal net operating losses

\$ [REDACTED]

Deferred tax liabilities

Basis difference of property, plant and equipment
 Basis difference of goodwill

\$ [REDACTED]

CONFIDENTIAL



7/19/15

Ni Florida, LLC

Audit of Affiliate Transactions

Dkt. 160030-WS; ACN 16-130-4-2; 12 ME 12/31/15
Description: WP 9 - External / Internal Audits

Schedule 1

CONFIDENTIAL

9.7

Ni Pacolet Milliken Utilities, Inc. and Subsidiaries
Consolidating Balance Sheet
As of December 31, 2015

	Ni Pacolet Milliken Utilities, LLC	Ni America Operating, LLC	Ni South Carolina Utilities Inc. & Ni South Carolina LLC	Ni Florida, LLC	Ni America Texas, LLC	Consolidating Entries	Consolidated
Assets							
Noncurrent assets							
Property, plant and equipment							
Utility plant in service, net of accumulated depreciation	\$	\$	\$	\$	\$	\$	\$
Nonutility property, net of accumulated depreciation							
Total property, plant and equipment, net							
Goodwill							
Investment in affiliates							
Noncurrent deferred costs							
Total noncurrent assets							
Current assets							
Cash							
Accounts receivable							
Trade, net							
Accrued revenue							
Other							
Affiliates							
Prepaid expenses and other current assets							
Total current assets							
Total assets	\$	\$	\$	\$	\$	\$	\$
Member's Equity and Liabilities							
Member's equity							
Contributed capital, net of costs	\$	\$	\$	\$	\$	\$	\$
Other paid-in capital							
Accumulated income (loss)							
Accumulated other comprehensive loss							
Total member's equity							
Commitments and contingencies							
Current liabilities							
Accounts payable							
Accounts payable to affiliates							
Accrued liabilities							
Deferred revenue - current							
Notes payable - current							
Total current liabilities							
Noncurrent liabilities							
Contributions in aid of construction, net							
Deferred revenue, net of current portion							
Deferred income taxes							
Fair value of derivative instrument							
Notes payable, net of current portion							
Total noncurrent liabilities							
Total member's equity and liabilities	\$	\$	\$	\$	\$	\$	\$

PBC

THIS DOCUMENT IS COVERED BY A CONFIDENTIALITY AGREEMENT ENTERED INTO WITH PACOLET MILLIKEN ENTERPRISES, INC. IT MAY NOT BE COPIED OR DISCLOSED TO ANYONE WHO HAS NOT SIGNED A CONFIDENTIALITY AGREEMENT WITH THE COMPANY.

7/16/15

CONFIDENTIAL

Ni Florida, LLC
Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-4-2; 12 M E, 12/31/15
Description: WP 9- External/Internal Audits

Schedule 2

9.8

Ni Pacolet Milliken Utilities, Inc. and Subsidiaries

Consolidating Statement of Comprehensive Income

For the period from March 21, 2015 (commencement of operations) through December 31, 2015

	Ni Pacolet Milliken Utilities, LLC	Ni America Operating, LLC	Ni South Carolina Utilities Inc. & Ni South Carolina LLC	Ni Florida, LLC	Ni America Texas, LLC	Consolidating Entries	Consolidated
Operating revenues	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Operating expenses							
Operations and maintenance	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Depreciation and amortization	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total operating expenses	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Operating income (loss)	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Other income (expense)							
Interest expense	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Interest income and other	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Income (loss) before income taxes	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Income tax expense	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net income (loss)	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Other comprehensive income:							
Change in fair value of derivative instrument	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total comprehensive income (loss)	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]



Ni Pacolet Milliken Utilities, LLC
Ni America Capital Management BOD Minutes
For the Year Ended Dec. 31, 2014
Joan Hudson
Work Paper 8

6/16
JH
6/16/2016
JH

11/8/2012

• [REDACTED]
• [REDACTED]
• [REDACTED]
• [REDACTED]
• [REDACTED]

12/19/2012

• [REDACTED]

1/30/2013

• [REDACTED]
• [REDACTED]
• [REDACTED]
• [REDACTED]

3/15/2013

• [REDACTED]

3/21/2013

• [REDACTED]

3/28/2013

• [REDACTED]

3/9/2013

• [REDACTED]

3/21/2013

• [REDACTED]

3/14/2013

• [REDACTED]
• [REDACTED]
• [REDACTED]
• [REDACTED]
• [REDACTED]

8/8/2013

• [REDACTED]
• [REDACTED]

CONFIDENTIAL

Ni Florida, LLC

Audit of Affiliate Transactions

Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15

Description: WP 8 - BoD Meeting Minutes

Ni Pacolet Milliken Utilities, LLC
Ni America Capital Management BOD Minutes
For the Year Ended Dec. 31, 2014
Joan Hudson
Work Paper 8

6/16
6/20/2016
JH

11/6/2013

• [Redacted]
• [Redacted]
• [Redacted]

3/7/2014

• [Redacted]
• [Redacted]
• [Redacted]
• [Redacted]
• [Redacted]
• [Redacted]
• [Redacted]
• [Redacted]

4/4/2014

• [Redacted]
• [Redacted]

5/22/2014

• [Redacted]
• [Redacted]
• [Redacted]
• [Redacted]
• [Redacted]

9/10/2014

• [Redacted]
• [Redacted]

Per Document Request # 2, there were no such meetings in 2015 or 2016 to date.

CONFIDENTIAL

CONFIDENTIAL

Ni Florida, LLC
 Audit of Affiliate Transactions
 Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
 Description: WP 44 - Payroll

44.1

Pacolet Milliken Management Overhead Allocation

Name	Title	Ni Pacolet Utilities Allocation	(Excludes Bonus) Salary	Social Sec. Tax	Medicare Tax	Supp. Medicare Tax	Federal SUI	State SUI	(Match) 401k Retirement	Medical Benefits per Employee	Employee Total	Total Ni Pacolet Weighted Amount
<u>Employees being allocated but not direct billed to Ni America.</u>												
Rick Webel	CEO	5%										
Ralph Walker	Head of Energy	40%										
William Crawford	General Counsel	30%										
Rick Thompson	Corporate CFO	10%										
Jack Altman	Corporate Controller	20%										
Bill Falls	Group CFO	10%										
Chuck Blackman	Mgr. IT	10%										
Katie Burnette	Payroll	10%										
Bryan Stone	COO	50%										
Total												

Employees being direct billed to Ni America.

Andrena Powell-Baker	Regulatory Rel & PR	40%										
Van Clark	HR Manager	30%										

PME Allocated Payroll



SOURCE

7/20/15
DB

CONFIDENTIAL

44.8

Pacolet Milliken Management Overhead Allocation

#5
mm 12.11.

Name	Title	Ni Pacolet Utilities Allocation	(Excludes Bonus) Salary	Social Sec. Tax	Medicare Tax	Supp. Medicare Tax	Federal SUI	State SUI	(Match) 401k Retirement	(2% of comp) Medical Benefits per Employee	Employee Total	Total Ni Pacolet Weighted Amount
<u>Amount being incurred but not billed to Ni America.</u>												
Rick Webel	CEO	5%	\$									
Ralph Walker	Head of Energy	40%	\$									
William Crawford	General Counsel	30%	\$									
Rick Thompson	Corporate CFO	10%	\$									
Jack Altman	Corporate Controller	20%	\$									
Bill Falls	Group CFO	10%	\$									
Chuck Blackman	Mgr. IT	10%	\$									
Katie Burnette	Payroll	10%	\$									
Bryan Stone	COO	50%	\$									
Total			\$									
<u>Excluded because already being direct billed to Ni America.</u>												
Andrena Powell-Bak	Regulatory Rel & PR	40%	\$									
Van Clark	HR Manager	30%	\$									

NOTE: Salaries listed are rates as of 12.31.15. Year to date totals by person may vary slightly due to mid year salary adjustments. Please see the attached reconciliation.

Note (1): The Summation difference is \$4; Pass DB.
Note (2): Difference of \$1.
Note (3): Difference of \$2.



SOURCE

7/29/2016
34

7/21/16
DB

Social Security Tax				
Name	Title	Rate	Salary	Social Security Tax
Rick Webel	CEO	6.20%	\$ [REDACTED]	\$ [REDACTED]
Ralph Walker	Head of Energy	6.20%	\$ [REDACTED]	\$ [REDACTED]
William Crawford	General Counsel	6.20%	\$ [REDACTED]	\$ [REDACTED]
Rick Thompson	Corporate CFO	6.20%	\$ [REDACTED]	\$ [REDACTED]
Jack Altman	Corporate Controller	6.20%	\$ [REDACTED]	\$ [REDACTED]
Bill Falls	Group CFO	6.20%	\$ [REDACTED]	\$ [REDACTED]
Chuck Blackman	Mgr. IT	6.20%	\$ [REDACTED]	\$ [REDACTED]
Katie Burnette	Payroll	6.20%	\$ [REDACTED]	\$ [REDACTED]
Bryan Stone	COO	6.20%	\$ [REDACTED]	\$ [REDACTED]
Total			\$ [REDACTED]	\$ [REDACTED]

Note (1): Maximum Taxable - \$118,500; Rate = 6.2 %

Medicare Tax					
Name	Title	Rate	Salary	Social Security Tax	Social Security Tax
Rick Webel	CEO	1.45%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Ralph Walker	Head of Energy	1.45%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
William Crawford	General Counsel	1.45%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Rick Thompson	Corporate CFO	1.45%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Jack Altman	Corporate Controller	1.45%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Bill Falls	Group CFO	1.45%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Chuck Blackman	Mgr. IT	1.45%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Katie Burnette	Payroll	1.45%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Bryan Stone	COO	1.45%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Total			\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

Note (1): Maximum Taxable - No Limit; Rate = 1.45 %

Supp. Medicare Tax						
Name	Title	Rate	Salary	> \$200,000	Difference	Medicare Tax
Rick Webel	CEO	0.90%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Ralph Walker	Head of Energy	0.90%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
William Crawford	General Counsel	0.90%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Rick Thompson	Corporate CFO	0.90%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Jack Altman	Corporate Controller	0.90%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Bill Falls	Group CFO	0.90%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Chuck Blackman	Mgr. IT	0.90%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Katie Burnette	Payroll	0.90%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Bryan Stone	COO	0.90%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Total			\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

Note (1): > \$200,000; Additional Medicare Tax; Rate = 0.09 %

Ni Florida, LLC
 Audit of Affiliate Transactions
 Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
 Description: WP 44 - Payroll

CONFIDENTIAL

SOURCE As referenced

7/29/2016
3H

7/21/16
-13

FUTA				
Name	Title	Rate	Maximum Taxable	FUTA
Rick Webel	CEO	6.00%	\$ [REDACTED]	[REDACTED]
Ralph Walker	Head of Energy	6.00%	\$ [REDACTED]	[REDACTED]
William Crawford	General Counsel	6.00%	\$ [REDACTED]	[REDACTED]
Rick Thompson	Corporate CFO	6.00%	\$ [REDACTED]	[REDACTED]
Jack Altman	Corporate Controller	6.00%	\$ [REDACTED]	[REDACTED]
Bill Falls	Group CFO	6.00%	\$ [REDACTED]	[REDACTED]
Chuck Blackman	Mgr. IT	6.00%	\$ [REDACTED]	[REDACTED]
Katie Burnette	Payroll	6.00%	\$ [REDACTED]	[REDACTED]
Bryan Stone	COO	6.00%	\$ [REDACTED]	[REDACTED]
Total			\$ [REDACTED]	[REDACTED]

Note (1): Maximum Taxable - \$7,000; Rate = 6.00 %

SUTA				
Name	Title	Rate	Maximum Taxable	FUTA
Rick Webel	CEO	1.39%	\$ [REDACTED]	[REDACTED]
Ralph Walker	Head of Energy	1.39%	\$ [REDACTED]	[REDACTED]
William Crawford	General Counsel	1.39%	\$ [REDACTED]	[REDACTED]
Rick Thompson	Corporate CFO	1.39%	\$ [REDACTED]	[REDACTED]
Jack Altman	Corporate Controller	1.39%	\$ [REDACTED]	[REDACTED]
Bill Falls	Group CFO	1.39%	\$ [REDACTED]	[REDACTED]
Chuck Blackman	Mgr. IT	1.39%	\$ [REDACTED]	[REDACTED]
Katie Burnette	Payroll	1.39%	\$ [REDACTED]	[REDACTED]
Bryan Stone	COO	1.39%	\$ [REDACTED]	[REDACTED]
Total			\$ [REDACTED]	[REDACTED]

Note (1): Maximum Taxable - \$14,000; Rates varies from 0.06% - 6.03%; Every employer has different Rates.

Medical Benefits per Employee				
Name	Title	Rate	Salary	Medical Benefits per Employee
Rick Webel	CEO	2.00%	\$ [REDACTED]	[REDACTED]
Ralph Walker	Head of Energy	2.00%	\$ [REDACTED]	[REDACTED]
William Crawford	General Counsel	2.00%	\$ [REDACTED]	[REDACTED]
Rick Thompson	Corporate CFO	2.00%	\$ [REDACTED]	[REDACTED]
Jack Altman	Corporate Controller	2.00%	\$ [REDACTED]	[REDACTED]
Bill Falls	Group CFO	2.00%	\$ [REDACTED]	[REDACTED]
Chuck Blackman	Mgr. IT	2.00%	\$ [REDACTED]	[REDACTED]
Katie Burnette	Payroll	2.00%	\$ [REDACTED]	[REDACTED]
Bryan Stone	COO	2.00%	\$ [REDACTED]	[REDACTED]
Total			\$ [REDACTED]	[REDACTED]

Note (1): Pacolet is self funded and therefore pays claims as incurred. 2% of base comp was used to assign medical costs for Pacolet employees.

NI Florida, LLC
 Audit of Affiliate Transactions
 Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
 Description: WP 44 - Payroll

CONFIDENTIAL

SOURCE As referenced

7/20/16
100
7/29/2016
JA

NI Florida, LLC
Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WVP #14 - Payroll

CONFIDENTIAL

44.5

2015

YTD payroll totals
January February March April May June July August September October November December YTD TOTAL

Altman III, John Eugene
Blackmon, Charles Olin
Burnette, Katie Brock
Crawford, William
Falls, William Dean
Ingram, Greg
Stone, Bryan
Thompson, Ricky Samuel
Walker, Ralph Henry
Webel, Richard Crawford

✓ = Reconciled to payroll reports.



SOURCE

7/20/16
DB

CONFIDENTIAL

Ni Florida, LLC
Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WP 44 - Payroll

44.6

Pacolet Milliken Management Overhead Allocation

Name	Title	NI Pacolet Utilities Allocation	(Excludes Bonus) Salary	Social Sec. Tax	Medicare Tax	Supp. Medicare Tax	Federal SUI	State SUI	(Match) 401k Retirement	(2% of comp)	Employee Total	Total NI Pacolet Weighted Amount
										Medical Benefits per Employee		
Andrena Powell-Bak	Regulatory Rel & PR	40%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Van Clark	HR Manager	30%	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
												\$ [REDACTED]

Note (1): Difference of \$1.

✓ Reconciled to payroll reports.

Note (A): Audit staff visited payroll register stated Shelly Van Clarks pay to be \$ [REDACTED]. The difference is \$ [REDACTED]. The difference is due to Van Clark moved from working 3 days per week to 4 days per week causing the difference in the salary shown. This change was effective January 1, 2016. In the near future Van Clark is expected to work five days a week. DB

PBC

SOURCE

Pacolet Milliken Employees Included in Corporate Overhead Allocation

Pacolet Milliken (PME) purchased Ni America in 2015. PME provides all the equity funding required to run the utilities, including Ni Florida. As Ni Florida has no direct employees, PME personnel who are engaged in actively managing the company are included in corporate overhead and allocated to the utilities.

The PME employees who are involved in the management of Ni America and their job duties are as follows:

Rick Webel – CEO – Involved in setting strategic direction of Ni Florida and dealing directly with the PME Board of Directors regarding decisions and results. (5% allocation)

Ralph Walker – Head of Energy and sole Board of Director member for Ni Florida – He manages two entities, Ni Florida and Lockhart Power Company, splitting his daily time between the two. The senior officer of the company, Ralph is responsible for all decisions made. Also deals directly with the PME Board of Directors regarding decisions and results. Replaces the functions previously performed by Edward Wallace. (40% allocation)

William Crawford – General Counsel – Only in-house attorney involved with Ni Florida. Responsible for senior level management of Ni Florida. Responsibilities include regulatory, governmental and general law issues. Also deals directly with the PME Board of Directors. (30% allocation)

Rick Thompson – Corporate CFO – Involved in ensuring GAAP accounting policy is applied and consistent with PME's policies and financial statements. Also deals directly with the PME Board of Directors regarding the financial returns. (10% allocation)

Jack Altman – Corporate Controller – Involved in resolving day to day accounting issues working with Ni Controller. Researches GAAP issues and deals directly with external auditors. (20% allocation)

Bill Falls – Group CFO – Responsible for integrating Ni Florida forecasts and budgets with corporate budgets as well as ensuring cash is available for Ni Florida's needs. (10% allocation)

Chuck Blackman – Manager, Information Technology – Responsible for managing all IT issues including software, network issues, data security and back-up and day to day help desk. Replaces some of the functions previously performed by Carey Thomas. (10% allocated)

Katie Burnette – Payroll – Manages payroll issues for all allocated employees. Replaces some of the functions previously performed by Carey Thomas. (10% allocated).

Bryan Stone – Chief Operating Officer – Has overall responsibility for managing all operations including all capital expenditure projects. Manages labor sub-contractors and deals with local regulatory and governmental entities. Replaces the function previously performed by Andy Thomas. (50% allocated)

Van Clark – Director HR – Responsible for managing all HR duties for allocated employees including benefit issues and new hire onboarding. Replaces some of the functions previously performed by Carey Thomas. (30% allocated)

CONFIDENTIAL



SOURCE

Ni Florida, LLC
Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WP 44 - Payroll

Adrena Powell-Baker – Director of Community Relations and Development - Performs the public and regulatory affairs functions. Replaces some of the functions previously performed by Fred Melcher.
(40% allocated)

CONFIDENTIAL

Ni Florida, LLC
Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WP 44 - Payroll

PBC

SOURCE _____

44.8

7/20/16 DB
7/19/26 SK

CONFIDENTIAL

Ni Florida, LLC
Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WP 44-Payroll

44-1

Ni America Operating, LLC Salaries For 2015

Employee	Close Bonus										
	15-Jan	31-Jan	15-Feb	28-Feb	15-Mar	20-Mar	31-Mar	15-Apr	30-Apr	15-May	31-May
Mike Ashfield	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Ella Bell	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Kevin Blinder	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
April Braswell Merrick	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Lauren A. Burgess	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Derek Chance	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Treaseman	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Ma Jaday	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
George Delk	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Eric Griffin	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Renee Jaffee	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Stan Jones	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Conrad Lozano	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Clady Martinez	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Fred Melcher	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Cory Pendleton	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Gabi Pierce	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Nicla Rotermund	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Craig Sherwood	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Carey Thomas	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Andy Thomas	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Christopher T. Thornton	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Martha Tuttle	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Ed J Wallace	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Benny Wilkinson	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Input Total Payroll	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Difference	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]



7/20/16 DB
7/19/2015

CONFIDENTIAL

Ni Florida, LLC

Audit of Affiliate Transactions

Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WP 44- Payroll

44-1-1

Ni America Operating, LLC Salaries For 2015

Employee	Stay-on Bonus										
	15-Jun	30-Jun	15-Jul	31-Jul	15-Aug	31-Aug	15-Sep	30-Sep	30-Sep	15-Oct	31-Oct
Mike Ashfield											
Ella Bell											
Kevin Binder											
April Braswell Merrick											
Lauren A. Burgess											
Derek Chance											
Creaseman											
Michael Daday											
George Delk											
Eric Griffin											
Renee Jaffee											
Stan Jones											
Conrad Lozano											
Clady Martinez											
Fred Melcher											
Cory Pendleton											
Gabi Pierce											
Nicia Rotermund											
Craig Sherwood											
Carey Thomas											
Andy Thomas											
topher T. Thornton											
Masha Tuttle											
Edward Wallace											
Benny Wilkinson											
TOTAL											
Input Total Payroll											
Difference											



SOURCE _____

CONFIDENTIAL

Ni Florida, LLC
Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WP 44 - Payroll

44-1-2

Ni America Operating, LLC
Salaries
For 2015

7/20/16
DB
7/24/16
ST

Employee	Holiday Bonus					Total	Note (1): W2
	15-Nov	30-Nov	15-Dec	18-Dec	31-Dec		
Mike Ashfield	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Ella Bell	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Kevin Binder	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
April Braswell Merrick	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Lauren A. Burgess	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Derek Chance	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Tom Creaseman	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	Note (2): # [REDACTED]
Mark Daday	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
George Delk	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Eric Griffin	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Renee Jaffee	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Stan Jones	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Conrad Lozano	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Clady Martinez	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Fred Melcher	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Cory Pendleton	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Gabi Pierce	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Nicia Rotermund	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Craig Sherwood	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Carey Thomas	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Andy Thomas	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Christopher T. Thornton	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Martha Tuttle	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Edward Wallace	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Benny Wilkinson	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Input Total Payroll	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Difference	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

= 0.02%
Pisc DE.

✓ = traced to W-2. DB



7/20/15
7/20/15

CONFIDENTIAL

Ni Florida, LLC

Audit of Affiliate Transactions

Dlt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WP 44 - Payroll

44-2

NI America Operating, LLC
Benefits
For 2015

Employee	31-Jan	28-Feb	31-Mar	30-Apr	31-May	30-Jun	31-Jul	31-Aug	30-Sep	31-Oct	30-Nov	31-Dec	Total
Mike Ashfield BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Ella Bell BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Kevin Binder BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
April Braswell Merrick BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Lauren A. Burgess BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Derek Chance BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Mark Daday BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
George Delk BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Eric Griffin BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

PBC

SOURCE

7/20/16 JB

7/29/2014 JJK

CONFIDENTIAL

Ni Florida, LLC
Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WP 44 - Payroll

44-2.1

Ni America Operating, LLC
Benefits
For 2015

Employee	31-Jan	28-Feb	31-Mar	30-Apr	31-May	30-Jun	31-Jul	31-Aug	30-Sep	31-Oct	30-Nov	31-Dec	Total
Ranee Jaffee BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Stan Jones BCBS Lincoln Financial Transamerica Life Insurance Co. Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Conrad Lozano BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Clady Martinez BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Fred Melcher BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Cory Pendleton BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Gabi Pierce BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Nicla Rotermund BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Craig Sherwood BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

PBC

SOURCE

7/20/16
DB

CONFIDENTIAL

Ni America Operating, LLC
Benefits
For 2015

Ni Florida, LLC
Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: YIP 44 - Payroll

44-2.2

HZ
1/20/17

Employee	31-Jan	28-Feb	31-Mar	30-Apr	31-May	30-Jun	31-Jul	31-Aug	30-Sep	31-Oct	30-Nov	31-Dec	Total
Carey Thomas BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Andy Thomas BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Christopher T. Thornton BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Edward Wallace BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Benny Wilkinson BCBS Lincoln Financial Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL BCBS Lincoln Financial Transamerica Life Insurance Co. Retirement Plan Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Note (1):
per GL



material
Pass DB

PBC

SOURCE

11/16 DB

NI America Operating, LLC
Payroll & Benefits Adjustments

CONFIDENTIAL

Audit of Affiliate Transactions
Dkt. 160030-WS; ACN 16-130-4-2; 12 M E 12/31/15
Description: WP 44- Payroll

44-2.3

44-2.3

Employee	31-Jan	28-Feb	31-Mar	30-Apr	31-May	30-Jun	31-Jul	31-Aug	30-Sep	31-Oct	30-Nov	31-Dec	Total
Carey Thomas BCBS Lincoln Financial 401k Employer Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Andy and Carley Thomas BCBS Lincoln Financial 401k Employer Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Ed and Kelly Wallace BCBS Lincoln Financial 401k Employer Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Nicia Rotermund BCBS Lincoln Financial 401k Employer Match	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total Benefits Excluded	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Edward Wallace Carey Thomas Andy Thomas Less: Andy Thomas Payroll Capitalized Nicia Rotermund Total Payroll Excluded	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total Payroll & Benefits Adjustments	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
								Payroll Taxes					
									Social Security				
									Medicare				
									FUTA (57k x 6% x 4 empl)				
									SUTA (59k x 2.7% x 4 empl)				
Total Payroll, Taxes & Benefits Adjs									Overhead to be removed				[REDACTED]
New Employee Overhead													[REDACTED]
Nikia Morris-Customer Service Mgr Payroll Social Security Medicare FUTA (57k x 6%) SUTA (51k x 2.39%) BCBS Lincoln Financial Total New Employee Overhead													[REDACTED]
									Overhead to be added				[REDACTED]

* Thomas Crossman is a new employee, but his payroll, taxes, and benefits are capitalized.

① [REDACTED]
② [REDACTED]

PBC

SOURCE