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Board of Water Supply City and County of Honolulu

Financial Statements and Supplemental Information as of and for the Years Ended June 30, 2005 and 2004, and Independent Auditors' Reports

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

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BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

INTRODUCTION

The Board of Water Supply, City and County of Honolulu ("Board") is pleased to present its Annual Financial Report for the fiscal year 2005. This introduction provides an overview of the mission, organization, and operations of the Board. The following management's discussion and analysis is intended to provide the reader with an easily understandable analysis of the Board's financial performance and to enable the reader to assess all aspects of its financial position. Financial statements presenting the financial position, results of operations, and cash flows of the Board in conformity with accounting principles generally accepted in the United States of America, accompanied by the independent auditors' report thereon, follow the management's discussion and analysis.

Mission

The mission of the Board is to improve the quality of life in our community by providing world-class water services. The Board's mission statement, "Water for Life -- Ka Wai Ola," addresses the need to protect our most precious natural resource-—water.

Three main strategic objectives emanate from this mission: resource, economic, and organizational sustainability. Resource sustainability ensures our natural groundwater supplies are protected and managed efficiently. 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 our customers, our community, and our watersheds.

Organization and Business

The Board is a semi-autonomous municipal agency created pursuant to the Revised Charter of the City and County of Honolulu ("City"). The Board 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 Board was established in 1929.

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

The Board consists of 11 operating units: Chief of Staff, Capital Projects, Communications, Customer Care, Finance, Human Resources, Information Technology, Legal Counsel, Operations, Security, and Strategic Development. All are under the direction of the Manager and Chief Engineer, who is appointed by the Board of Directors, and the Deputy Manager and Chief Engineer.

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 approval by the Board of Directors. Such rates are not subject to regulation by any governmental body or authority; however, public hearings are held to provide an open forum for public discussion.

The Board receives no revenues from taxation and depends solely upon revenues derived from its activities to pay for its operations and liquidation of indebtedness. The Board may receive funds from the federal, state, or county governments for capital improvement projects.

The Board services 162,886 accounts and a residential population of 902,700. 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, 151,074 are residential (92.8%), representing 60.9% of the total amount received from water sales in fiscal year 2005; 10,980 are commercial and industrial (6.7%), representing 38.2% of the total amount received from water sales in fiscal year 2005; and 832 are agricultural (0.5%), representing 0.9% of the total amount received from water sales in fiscal year 2005.

The Board provides high quality water at reasonable rates, while protecting the long-term viability of Oahu's water resources and enhancing the environment. In addition to providing potable water of 148 million gallons per day ("mgd"), the Board delivers approximately 8.5 mgd of recycled water to various golf courses, as well as Ewa and Campbell industrial park users in West Oahu.

Looking Ahead

In support of the Board's mission, "Water for Life—Ka Wai Ola," the operations of the Board were focused upon the three supporting strategic objectives:

1. Resource sustainability, which ensures our natural groundwater supplies are protected and managed efficiently, guided the following programs that the Board undertook in fiscal year 2005 and which will continue for years to come:

    - In August 2004, the Board launched a year-round water conservation program, which was aimed at reducing water consumption by 10%. An aggressive media campaign was designed to reach out to our island-wide community to make conservation part of their everyday lives.

    - The Board also developed an Internal Conservation program that focused on our internal water conservation efforts. As part of this program, the Board developed a leak detection program with the goals of proactively preventing main breaks, ensuring optimum customer service and system reliability, improving the plans for the repair and replacement of aging infrastructure, and internally preventing water loss. Leak detection efforts in the Windward district have resulted in an estimated savings of a little over one million gallons of water per day. In calendar year 2004, our survey teams and field crews identified and repaired a total of 40 leaks, which saved an estimated 400 million gallons over the course of a year.

    - The Board understands the importance of working with communities to preserve and protect not just water, but our watersheds, and is engaged in an ambitious program working collaboratively with numerous communities on developing Watershed Management Plans.

2. The second strategic objective, economic sustainability, calls for a diversity of financial resources to be employed to support system operating and capital needs, while keeping water rates affordable. In support of this objective, the Board continued to pursue opportunities to expand its core business and revenue-generating opportunities through a number of new initiatives:

    - The Board continued to pursue opportunities to own and/or operate military water systems.

    - The Board initiated a comprehensive facilities master planning process to assess all of its real estate assets in an effort to maximize its potential value. Although in the early planning stages, the potential redevelopment of our headquarters at Beretania Street into a mixed-use, commercial office, retail, and residential project will allow us to expand the value of an under-performing asset and contribute to the long-term economic viability of the Board. Other sites, including our base yards, are also being evaluated.

3. The third objective, organizational sustainability, calls for a sound, well-structured, efficient organization with the tools and skills necessary to provide exceptional value to our customers, our community, and our watersheds. In support of this objective, the Board plans to implement a number of initiatives in the upcoming fiscal year:

   - The Board plans to implement a number of technology programs, one of them being the enhancement of our Customer Information System that will allow the Board to realize continued efficiencies and effectiveness in its business and core operations.

   - The Board continues to work with both the United Public Workers and Hawaii Government Employee Association unions on a potential roll out of its successful multi-skilled worker pilot program that was launched in March 2004 to the rest of the field operations. The goals of the multi-skilled worker program, as already demonstrated through its pilot efforts, are to encourage change in work practices, flexibility in work assignments, reduction in hierarchical layers, better communication, and team work. The benefits of the program are: better and more efficient service for our customers; expanded skill sets with concomitant compensation for our employees; and effective work practices resulting in a more efficient organization.

The Board's Capital Program is budgeted at a little over $55 million for the upcoming fiscal year, with approximately 44% of the budget to cover the repair and replacement of pipelines to ensure reliability of service and the adequacy of water supply for future generations, and 54% of the budget to cover storage, pumping, water treatment, source projects, and other facilities related projects. The remaining 2% of the Capital Program budget will cover anticipated improvements to any military water facilities, should the Board be successful in negotiating the ownership and/or operations of one or more military water systems.

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INDEPENDENT AUDITORS' REPORT

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 "Board"), a component unit of the City and County of Honolulu, as of June 30, 2005 and 2004, and the related statements of revenues, expenses, and changes in net assets and of cash flows for the years then ended. These financial statements are the responsibility of the Board'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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Board's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 Board at June 30, 2005 and 2004, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis information on pages 7 to 13 is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. This information is the responsibility of the management of the 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 financial statements taken as a whole. The supplemental schedules as of and for the years ended June 30, 2005 and 2004 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 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the financial statements taken as a whole.

In accordance with Government Auditing Standards, we have also issued our report, dated November 21, 2005, on our consideration of the Board's internal control over financial reporting and our tests of its compliance and other matters. The purpose of that report is to describe the scope of our testing, and not to provide an opinion on the 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 read in conjunction with this report in considering the results of our audit.

Deloitte - Touche LLP

November 21, 2005

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

MANAGEMENT'S DISCUSSION AND ANALYSIS
AS OF AND FOR THE YEAR ENDED JUNE 30, 2005

This section presents management's discussion and analysis of the Board's financial condition and activities for the year ended June 30, 2005. This information should be read in conjunction with the financial statements.

Financial Highlights

With water rates and charges unchanged for the tenth year in a row, the increased costs of operations—primarily the escalation in electricity and labor—continued to place downward pressure on the Board's financial results. While the Board still maintains a relatively strong financial performance and a manageable capital improvements program, the rising costs of maintaining the Board's operations with flat revenues is being carefully evaluated by management. Outstanding debt continues to be relatively low, cash reserves are healthy, and all debt covenants were exceeded. Key financial highlights are listed below:

- Total cash and investments are $146.9 million at June 30, 2005. This represents a decrease of $52.2 million from June 30, 2004, when a January 2004 $100 million bond issue infused cash into fiscal year 2004. Proceeds from this 2004 bond issue were utilized to fund the Board's capital outlays for the replacement of its water system infrastructure.

- Total assets at year-end are $1.25 billion and exceed liabilities by $994 million.

- The Board's unrestricted current assets at June 30, 2005 are 3.3 times its related current liabilities. This ratio is up from the 1.7 reported a year ago, due to a restructuring of the investment portfolio to shorter term maturities.

- The Board's debt to equity ratio is 22.0% at June 30, 2005, indicating additional capacity to issue debt, and is comparable to the 22.1% reported at June 30, 2004.

- Operating revenues for fiscal year 2005 are $101.0 million, flat with the $101.2 million reported for fiscal year 2004, reflecting the fact that our customer base and rates have remained relatively unchanged.

- Net assets decreased $6.6 million in fiscal year 2005, from $1 billion at the end of fiscal year 2004 to $994 million at the end of fiscal year 2005. This was primarily due to the fact that revenues remained flat, while operating expenses increased by $7.1 million from the previous fiscal year.

Management is currently undertaking a comprehensive cost of service study that will review and recommend changes to water usage rates and its water systems facilities charges (which are levied against all new developments and residential properties requiring water from the Board's systems). Given the increasing costs of construction required to support improvements and replacement of the Board's infrastructure, along with the increasing energy and operational costs, the Board is carefully evaluating the possibility of moderate rate increases for the first time in over a decade.

Overview of Financial Report

The Board is a semi-autonomous unit of the City and County of Honolulu. 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 Board's financial condition and performance. Summary financial data, key financial and operational indicators used in the Board's strategic plan, annual report, budget, bond resolutions, and other management tools were used for this analysis.

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 Board at June 30, 2005. The statement of revenues, expenses and changes in net assets presents the results of operations for the year then ended, and the resultant ending net assets 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 noncapital 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 Board's significant accounting policies, significant account balances, related party transactions, employee benefit plans, commitments, contingencies, and other significant events. Supplementary information on outstanding bonds and net revenue requirements are also included.

Financial Analysis

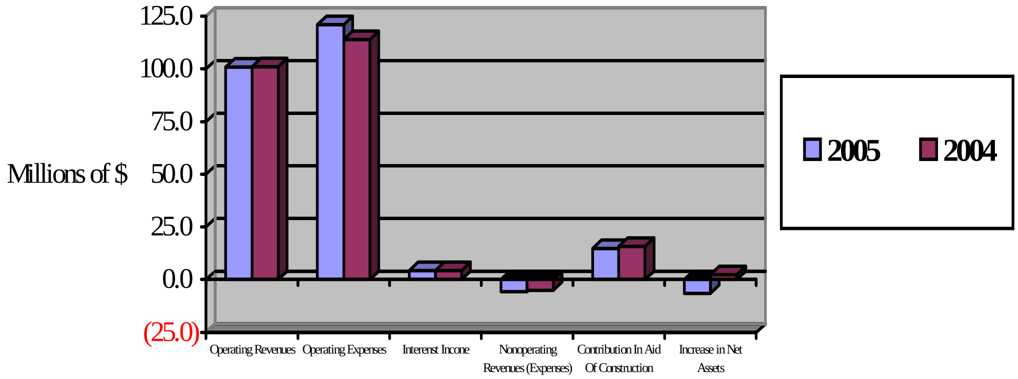
Results of Operations

CONDENSED STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS

	June 30, 2005	June 30, 2004	% Variance
	(in thousands)		
Operating revenues	$ 101,000	$ 101,165	(0.2)%
Operating expenses:			
Depreciation	34,208	34,913	(2.0)%
Administrative and general	32,845	29,363	11.9 %
Water reclamation	3,892	4,210	(7.6)%
Other operating expenses	50,084	45,412	10.3 %
Total operating expenses	121,029	113,898	6.3 %
Operating loss	(20,029)	(12,733)	57.3 %
Nonoperating revenues (expenses):			
Interest income	4,418	4,429	(0.2)%
Others—net	(5,669)	(5,128)	10.5 %
Total nonoperating revenues (expenses)	(1,251)	(699)	79.0 %
Contributions in aid of construction	14,655	15,819	(7.4)%
Increase (decrease) in net assets	$ (6,625)	$ 2,387	(377.5)%

The decrease in net assets for the fiscal year ended June 30, 2005 was $6.6 million, which is $9 million lower than last year's increase of $2.4 million. The changes in revenues and expenses are explained below.

Statement of Revenues, Expenses and Changes in Net Assets



Operating revenues for fiscal year 2005 were $101.0 million, relatively flat from fiscal year 2004 revenues of $101.2 million. For the tenth year in a row, water rates and charges remained unchanged.

Total operating expenses increased to $121.0 million in fiscal year 2005, an increase of $7.1 million from fiscal year 2004. Factors contributing to this increase are explained below.

Administrative and general expenses increased $3.4 million, primarily due to a $1.5 million increase in salaries and a $0.8 million increase in retirement contributions.

In the Other Operating Expense category, power and pumping expenses increased to $18.0 million in fiscal year 2005, an increase of $1.7 million from fiscal year 2004 due to higher electricity costs.

Other non-operating revenues decreased by $551,000 due primarily to a $1.7 million increase in interest expenses relating to the 2004 bond issue, and an increased loss on disposal of capital assets of $1.4 million. Somewhat offsetting these negative trends was a reduction in realized and unrealized losses from investments of $2.3 million.

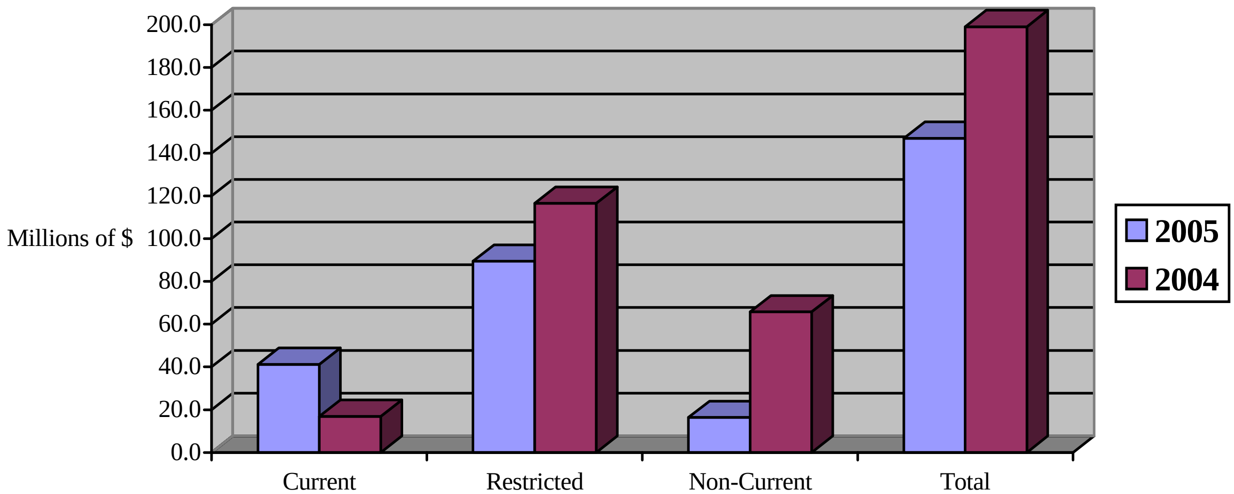
Contributions in aid of construction result from water system facilities charges that are levied against all new developments and residential properties requiring water from the Board's systems, except those developments that have paid for and installed a complete water system, including sources, transmission, 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. While there was significant construction activity on the island of Oahu in 2005, it was not at the level of 2004. As a result, contributions in aid of construction decreased by $1.2 million to $14.7 million.

Financial Condition

CONDENSED STATEMENTS OF NET ASSETS

	June 30, 2005	June 30, 2004	% Variance
	(in thousands)		
Current assets:			
Cash and cash equivalents	$ 5,835	$ 16,944	(65.6)%
Investments	35,411	4	> 100.0 %
Other current assets	20,509	19,373	5.9 %
Restricted assets:			
Cash and cash equivalents	17,047	65,384	(73.9)%
Investments	72,391	51,036	41.8 %
Other restricted assets	1,715	2,099	(18.3)%
Investments	16,251	65,697	(75.3)%
Other assets	2,491	2,583	(3.6)%
Capital assets—net of accumulated depreciation	1,078,437	1,039,267	3.8 %
Total assets	$ 1,250,087	$ 1,262,387	(1.0)%
Current liabilities	$ 27,723	$ 29,771	(6.9)%
Other liabilities	13,043	12,633	3.2 %
Bonds payable, noncurrent	215,764	219,801	(1.8)%
Total liabilities	256,530	262,205	(2.2)%
Net assets:			
Invested in capital assets—net of related debt	885,081	876,242	1.0 %
Restricted for capital activity and debt service	55,304	48,925	13.0 %
Unrestricted	53,172	75,015	(29.1)%
Total net assets	993,557	1,000,182	(0.7)%
Total liabilities and net assets	$ 1,250,087	$ 1,262,387	(1.0)%

Cash and Investments



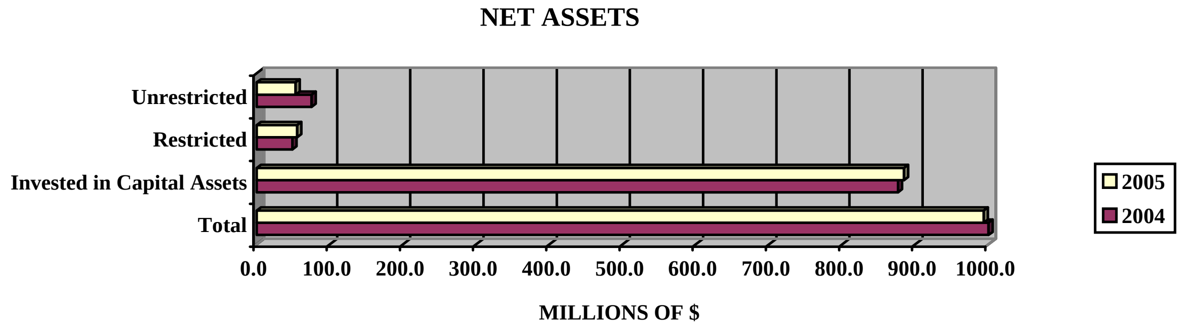
The Board's total cash and investments decreased by $52.2 million in 2005, from $199.1 million in 2004 to $146.9 million in 2005. This is the result of issuing $100.0 million in water system revenue bonds in January 2004, which was reduced in fiscal year 2005 by expenditures to fund operations and capital projects.

At June 30, 2005, the Board's cash and investments balance of $146.9 million exceeded the total annual operating budget for fiscal year 2006 of $110.0 million. This is before taking into account operating fund revenues for fiscal year 2006, which are projected to be $110.4 million. The unrestricted portion of cash and investments at June 30, 2005 of $57.5 million represents 66% of the Board's total operating expenses for fiscal year 2005, excluding depreciation.

The Board's current ratio (current assets divided by current liabilities) is 2.9 and 3.5 for June 30, 2005 and 2004, respectively. The decrease is the result of funds obtained via the $100.0 million bond issue in January 2004 that has been partly spent towards capital improvements in the fiscal year 2005. The Board's unrestricted current assets at June 30, 2005 are 3.3 times its related current liabilities. This compared favorably to the 1.7 times reported at June 20, 2004, as the Board restructured its investment portfolio in fiscal year 2005 by shortening maturities.

The Board issues long term bonds to finance part of its capital improvement program, and during January 2004, the Board issued $100.0 million in water system revenue bonds. Even with this issue, the Board's debt to equity ratio is low at 22.0% at June 30, 2005 (the ratio was 22.1% at June 30, 2004), indicating additional borrowing capacity. The Board is reviewing its future financing plans, which is a large component of the cost of service study that is currently underway. The study is planned to be completed with preliminary findings presented to management in the next several months.

Net assets were relatively unchanged—decreasing by only $6.6 million, or 0.7%, from $1 billion in fiscal year 2004 to $994 million at the end of fiscal year 2005.



Capital Assets and Long Term Debt

During the year, the Board capitalized $33.6 million to its utility plant in service. Major assets added were the purchase of land for the Kalaeloa Desalination Facility, $1.8 million; Farrington Highway transmission and distribution mains, $6.1 million; various transmission and distribution mains, $11.5 million; and various distribution systems, $10.4 million.

All outstanding debt has been assigned ratings of Aa3 from Moody's Investors Service, AA from Standard and Poor's, and AA from Fitch.

Rate Covenant

The Board is required by its bond resolution, 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, which is reflected in the Supplemental Schedule of Net Revenue Requirement, is the greater of the sum of the aggregate debt service and required deposits for the year or 1.20 times the aggregate debt service for the year and 1.00 times the support facility reimbursement obligations outstanding as of the end of the fiscal year, of which the Board has none.

Request for Information

This financial report is designed to provide a general overview of the Board of Water Supply'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
AS OF JUNE 30, 2005 AND 2004

	2005	2004
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 5,834,933	$ 16,943,776
Investments	35,410,615	3,862
Interest receivable	425,691	710,052
Customer receivables:		
Billed, less allowances for uncollectible accounts of $1,203,922 and $1,775,135	6,645,134	5,732,459
Unbilled	7,845,530	6,929,343
Other receivables	1,254,091	1,292,077
Materials and supplies	4,156,942	4,251,433
Prepaid expenses	181,197	457,684
Total current assets	61,754,133	36,320,686
RESTRICTED ASSETS:		
Cash and cash equivalents	17,047,466	65,383,839
Investments	72,390,781	51,035,733
Other receivables, less allowances for uncollectible accounts of $679,310 and $2,458,563	1,239,103	1,619,785
Interest receivable	475,916	479,465
Total restricted assets	91,153,266	118,518,822
INVESTMENTS	16,251,197	65,697,068
BOND ISSUE COSTS, Net of accumulated amortization of $245,224 and $152,727	2,490,860	2,583,357
CAPITAL ASSETS:		
Land	32,300,079	30,090,079
Infrastructure	1,045,626,963	1,020,003,814
Buildings and improvements	121,950,772	121,880,839
Equipment and machinery	179,957,606	178,417,457
Construction work in progress	198,747,011	155,756,645
	1,578,582,431	1,506,148,834
Accumulated depreciation	(500,145,221)	(466,881,609)
Capital assets—net	1,078,437,210	1,039,267,225
TOTAL	$1,250,086,666	$1,262,387,158

(Continued)

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

STATEMENTS OF NET ASSETS
AS OF JUNE 30, 2005 AND 2004

	2005	2004
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES:		
Payable from current assets:		
Contracts payable, including retainages	$ 1,348,181	$ 5,014,689
Accounts payable	11,728,153	10,572,374
Accrued vacation, current portion	1,990,930	2,086,958
Accrued interest payable	3,925,742	3,635,734
	18,993,006	21,309,755
Payable from restricted assets:		
Contracts payable, including retainages	5,071,891	7,145,636
Bonds payable, current portion	3,070,000	1,135,000
Other	587,947	180,469
	8,729,838	8,461,105
Total current liabilities	27,722,844	29,770,860
OTHER LIABILITIES:		
Restricted—customer advances	4,712,273	4,531,656
Accrued vacation—noncurrent portion	4,552,989	4,573,960
Accrued workers’ compensation	2,704,580	2,704,580
Other	1,073,391	823,289
Total other liabilities	13,043,233	12,633,485
BONDS PAYABLE—Less current portion	215,763,926	219,800,728
Total liabilities	256,530,003	262,205,073
COMMITMENTS AND CONTINGENCIES		
NET ASSETS:		
Invested in capital assets—net of related debt	885,080,876	876,242,031
Restricted for capital activity and debt service	55,303,563	48,924,964
Unrestricted	53,172,224	75,015,090
Total net assets	993,556,663	1,000,182,085
TOTAL	$1,250,086,666	$1,262,387,158

See notes to financial statements. (Concluded)

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

	2005	2004
OPERATING REVENUES:		
Water sales	$ 99,672,932	$ 99,877,649
Other, principally contract and service fees	1,327,298	1,287,634
Total operating revenues	101,000,230	101,165,283
OPERATING EXPENSES:		
Depreciation	34,208,371	34,913,406
Administrative and general	32,845,341	29,362,939
Power and pumping	17,984,352	16,279,150
Maintenance	13,396,645	11,750,048
Transmission and distribution	11,027,472	9,879,748
Water reclamation	3,891,596	4,210,302
Customers' accounting and collection	3,777,884	3,937,177
Central administrative services expense fees	3,300,000	3,300,000
Source of supply	433,525	113,278
Water treatment	163,978	151,984
Total operating expenses	121,029,164	113,898,032
LOSS FROM OPERATIONS	(20,028,934)	(12,732,749)
NONOPERATING REVENUES (EXPENSES):		
Interest income	4,418,378	4,429,022
Interest expense, net of interest capitalized of $5,805,377 and $4,590,586	(3,025,574)	(1,296,963)
Realized and unrealized loss on investments	(1,504,688)	(3,845,250)
Federal operating grants	444,775	405,991
Loss from disposal of capital assets	(2,091,075)	(726,383)
Other	506,459	333,713
Total nonoperating revenues (expenses)	(1,251,725)	(699,870)
CONTRIBUTIONS IN AID OF CONSTRUCTION	14,655,237	15,819,311
INCREASE (DECREASE) IN NET ASSETS	(6,625,422)	2,386,692
NET ASSETS—Beginning of year:		
As previously reported	1,000,182,085	991,651,949
Change in accounting principle		6,143,444
As restated	1,000,182,085	997,795,393
NET ASSETS—End of year	$ 993,556,663	$ 1,000,182,085

See notes to financial statements.

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

	2005	2004
OPERATING ACTIVITIES:		
Cash received from customers	$ 99,595,884	$ 102,016,742
Payments to suppliers for goods and services	(51,731,657)	(65,020,536)
Payments to employees for services	(29,571,680)	(26,247,762)
Other revenues—net	698,009	481,930
Net cash provided by operating activities	18,990,556	11,230,374
INVESTING ACTIVITIES:		
Purchases of investments	(136,976,650)	(200,737,633)
Proceeds from maturity of investments	128,156,032	208,950,470
Interest on investments	4,706,288	4,232,133
Net cash provided by (used in) investing activities	(4,114,330)	12,444,970
CAPITAL AND RELATED FINANCING ACTIVITIES:		
Acquisition and construction of capital assets—net of contributions in aid of construction of $7,417,351 and $8,401,869	(64,298,241)	(53,582,328)
Interest paid on bonds	(8,507,745)	(3,808,048)
Customer advances for capital projects	180,617	200,000
Principal paid on bonds	(2,135,000)	(2,090,000)
Proceeds from issuance of bonds		104,968,184
Cost for issuance of bonds		(1,263,969)
Net cash provided by (used in) capital and related financing activities	(74,760,369)	44,423,839
NONCAPITAL FINANCING ACTIVITIES—Federal grants received	438,927	230,000
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(59,445,216)	68,329,183
CASH AND CASH EQUIVALENTS—Beginning of year (including $65,383,839 and $6,073,944 in restricted accounts)	82,327,615	13,998,432
CASH AND CASH EQUIVALENTS—End of year (including $17,047,466 and $65,383,839 in restricted accounts)	$ 22,882,399	$ 82,327,615

(Continued)

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

	2005	2004
RECONCILIATION OF LOSS FROM OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Loss from operations	$ (20,028,934)	$ (12,732,749)
Adjustments to reconcile loss from operations to net cash provided by operating activities:		
Depreciation	35,208,862	35,790,308
Provision for doubtful accounts	64,223	142,816
Provision for workers' compensation		433,745
Other revenues	698,009	481,930
Change in operating assets and liabilities:		
Customer receivables	(1,893,085)	2,024,815
Materials and supplies	94,491	(401,515)
Other receivables	424,516	(1,316,172)
Prepaid expenses and other	276,487	(336,936)
Accounts and contracts payable	3,605,406	(13,036,970)
Accrued vacation	(116,999)	125,107
Other liabilities	657,580	55,995
Net cash provided by operating activities	$ 18,990,556	$ 11,230,374
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	$ 7,237,886	$ 7,530,785
• Capital assets included in accounts and contracts payable	7,667,286	15,857,166
• Interest capitalized in capital assets	5,805,377	4,590,586
• Amortization of bond issue costs	92,497	67,433
• Amortization of bond premium/discount	(221,891)	(122,256)
• Amortization of deferred loss on refunding	255,089	255,089

See notes to financial statements. (Concluded)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Operations—The Charter of the City and County of Honolulu provides for the operation of the Board of Water Supply ("Board") as a semi-autonomous body of the City and County of Honolulu government ("City"). The Board has full and complete authority to manage, control and operate the City's water system and related properties.

Financial Statement Presentation—The Board is a component unit of the City (the primary government).

The Board 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 Board 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 Board does not apply FASB statements and interpretations issued after November 30, 1989.

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 Board distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with the Board'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.

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.

Regulation and Water Rates—Article VII of the Revised Charter of the City and County of Honolulu ("City Charter") states that the Board's seven-member board has the authority to establish and adjust water rates and charges so that the revenues derived shall be sufficient to make the Board self-supporting. The Board is required to follow certain procedures that include holding public hearings before implementing changes in the water rate schedules.

Cash and Cash Equivalents—The Board 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.

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.

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 costs of materials and supplies are recorded as expenses when consumed rather than when purchased.

Restricted Assets—Restricted assets are comprised of cash and cash equivalents, investments and receivables maintained in accordance with bond resolutions, agreements and formal actions of the Board for the purpose of funding certain debt service payments, construction, improvements, and renewal and replacements of the water system. 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.

- 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 certificate. These proceeds are only applied to costs specified in the applicable series resolution or series certificate.

- The special expendable account collects customer deposits from the assessment of water system facilities charges and negotiated agreements. Disbursements from the account are restricted to the construction of water source, storage, and transmission facilities, including the related land, engineering, and design work.

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 Board 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 their estimated useful lives using the straight-line method. Depreciation on both purchased and contributed assets is charged against operations. In fiscal year 2004, the Board changed the method of calculating depreciation expense from an asset group basis to an individual asset basis. See Note 13.

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	8 to 50 years

***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 amortized using the effective interest method over the terms of the respective issues and are added to or offset against the bonds payable in the statement of net assets.

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

***Water System Facilities Charge*—**A water system facilities charge is levied against all new developments and residential properties requiring water from the Board'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 restricted to the construction of water facilities.

***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, including self-imposed legal mandates. Unrestricted consists of all other net assets not included in the above categories.

***Revenue Recognition*—**The Board'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.

***Pension Expense*—**The Board'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 Board's policy is to fund pension costs accrued.

***Risk Management*—**The Board 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 Board is partially self-insured for workers' compensation claims and judgments as discussed in Note 12.

***Recent Accounting Pronouncements*—**In March 2003, the GASB issued Statement No. 40, *Deposit and Investment Risk Disclosures—an amendment of GASB Statement No. 3*. This Statement requires certain disclosures of investments that have fair values that are highly sensitive to changes in interest rates. Deposit and investment policies related to the risks identified in this Statement are also to be disclosed. The provisions of this Statement have been implemented for the year ended June 30, 2005.

In November 2003, the GASB issued Statement No. 42, *Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries*. This Statement establishes accounting and financial reporting standards for impairment of capital assets and also clarifies and establishes accounting requirements for insurance recoveries. The provisions of this Statement are effective for financial statements for periods beginning after December 15, 2004. Management has not completed its determination of the impact on the financial statements once the provisions of this Statement are implemented.

In December 2004, the GASB issued Statement No. 46, *Net Assets Restricted by Legislation, an amendment of GASB Statement No. 34*. This Statement established and modifies requirements related to restrictions of net assets resulting from enabling legislation. The provisions of this Statement are effective for financial statements for periods beginning after June 15, 2005. Management has not completed its determination of the impact on the financial statements once the provisions of this Statement are implemented.

2. 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 HRS authorize the Board 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 Board's portfolio is managed by various investment managers. These investments consist mainly of mutual funds and U.S. government securities, which are recorded at fair value based on quoted market prices.

At June 30, 2005 and 2004, investments consisted of the following:

	2005		2004	
	Cost	Fair Value	Cost	Fair Value
Mutual funds	$ -	$ -	$ 16,541	$ 16,558
U.S. government treasury obligations—short-term	40,349,391	39,402,126	5,217,776	5,190,443
U.S. government agencies—short-term	31,773,124	31,341,797		
U.S. government treasury obligations	36,234,788	35,810,544	68,155,315	66,945,191
U.S. government agencies	17,598,129	17,498,126	44,822,125	44,584,471
Total	$125,955,432	$124,052,593	$118,211,757	$116,736,663

At June 30, 2005 the maturities of the investments were as follows:

Investment Type	Fair Value	Investment maturities (in Years) Less Than 1	1-5	6-10	More than 10
U.S. government treasury obligations—short-term	$ 39,402,126	$ 39,402,126	$ -	$ -	$ -
U.S. government agencies—short-term	31,341,797	31,341,797			
U.S. government treasury obligations	35,810,544		35,810,544		
U.S. government agencies	17,498,126		17,498,126		
	$ 124,052,593	$ 70,743,923	$ 53,308,670	$ -	$ -

Interest Rate Risk—As a means of limiting its exposure to fair value losses arising from rising interest rates, the Board'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 Rate Risk and Foreign Currency Risk—Because the Board invests in obligations of the U.S. government, it is not exposed to any credit rate risk or foreign currency risk.

The investments are reflected in the statements of net assets as follows:

	2005	2004
Investments:		
Unrestricted—current	$ 35,410,615	$ 3,862
Unrestricted—noncurrent	16,251,197	65,697,068
Restricted	72,390,781	51,035,733
Total	$ 124,052,593	$ 116,736,663

3. RESTRICTED ASSETS

At June 30, 2005 and 2004, restricted assets were held for the following purposes:

	2005	2004
Construction	$ 80,097,770	$ 111,193,387
Renewals and replacements	2,042,235	2,004,111
Bond interest and redemption	9,013,261	5,321,324
Total	$ 91,153,266	$ 118,518,822

4. CAPITAL ASSETS

Capital assets activity during 2005 and 2004 was as follows:

	Balance— July 1, 2004	Additions	Transfers	Retirements	Balance— June 30, 2005
Depreciable assets:					
Infrastructure	$ 1,020,003,814	$ 7,310,225	$ 21,210,406	$ (2,897,482)	$ 1,045,626,963
Buildings and improvements	121,880,839		69,933		121,950,772
Equipment and machinery	178,417,457	2,266,958	511,087	(1,237,896)	179,957,606
Total depreciable assets	1,320,302,110	9,577,183	21,791,426	(4,135,378)	1,347,535,341
Less accumulated depreciation	(466,881,609)	(35,208,862)		1,945,250	(500,145,221)
Total depreciable assets—net	853,420,501	(25,631,679)	21,791,426	(2,190,128)	847,390,120
Land	30,090,079	2,210,000			32,300,079
Construction work in progress	155,756,645	64,781,792	(21,791,426)		198,747,011
Capital assets—net	$ 1,039,267,225	$ 41,360,113	$ -	$ (2,190,128)	$ 1,078,437,210

	Balance— July 1, 2003	Additions	Transfers	Retirements	Balance— June 30, 2004
Depreciable assets:					
Infrastructure	$ 979,913,704	$ 6,397	$ 41,008,470	$ (924,757)	$ 1,020,003,814
Buildings and improvements	117,750,636		4,130,629	(426)	121,880,839
Equipment and machinery	169,197,374	1,958,286	8,680,746	(1,418,949)	178,417,457
Total depreciable assets	1,266,861,714	1,964,683	53,819,845	(2,344,132)	1,320,302,110
Less accumulated depreciation	(432,628,257)	(35,790,308)		1,536,956	(466,881,609)
Total depreciable assets—net	834,233,457	(33,825,625)	53,819,845	(807,176)	853,420,501
Land	30,090,079				30,090,079
Construction work in progress	121,578,439	87,998,051	(53,819,845)		155,756,645
Capital assets—net	$ 985,901,975	$ 54,172,426	$ -	$ (807,176)	$ 1,039,267,225

Depreciation of $1,000,491 and $876,902 was allocated to various functions and not to depreciation expense in fiscal years 2005 and 2004, respectively.

The Board received $99,053 and $80,793 in proceeds from the sale of capital assets in fiscal years 2005 and 2004, respectively.

5. ACCRUED VACATION

At June 30, 2005 and 2004, accrued vacation consisted of the following:

	Beginning of Year	Additions	Reductions	End of Year	Current Portion	Noncurrent Portion
2005						
Accrued vacation	$ 6,660,918	$ 1,873,931	$ (1,990,930)	$ 6,543,919	$ 1,990,930	$ 4,552,989
2004						
Accrued vacation	$ 6,535,811	$ 2,212,065	$ (2,086,958)	$ 6,660,918	$ 2,086,958	$ 4,573,960

6. BONDS PAYABLE

At June 30, 2005 and 2004, bonds payable consisted of the following:

	2005	2004
Water System Revenue Bonds, Series 2001, annual principal due ranging from $1,090,000 to $4,210,000 through July 1, 2032, with interest ranging from 3.5% to 5.5%	$ 63,595,000	$ 64,730,000
Water System Revenue Bonds, Series 2002, annual principal due commencing July 1, 2003, ranging from $1,000,000 to $3,300,000 through July 1, 2031, with interest at the monthly auction rates (1.20% to 2.65% per annum at June 30, 2005)	51,450,000	52,450,000
Water System Revenue Bonds, Series 2004, annual principal due commencing July 1, 2005, ranging from $1,890,000 to $6,245,000 through June 30, 2034, with interest ranging from 2% to 5%	100,000,000	100,000,000
Total	215,045,000	217,180,000
Add unamortized premium	4,582,607	4,825,213
Less unamortized discount	(538,592)	(559,307)
Less deferred loss on refunding	(255,089)	(510,178)
Less current portion	(3,070,000)	(1,135,000)
Noncurrent portion	$215,763,926	$219,800,728

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

Bonds payable activity during 2005 and 2004 was as follows:

	Balance, July 1, 2004	Additions	Reductions	Balance, June 30, 2005	Current Portion
Water System Revenue Bonds:					
Series 2001	$ 64,730,000	$ -	$(1,135,000)	$ 63,595,000	$ 1,180,000
Series 2002	52,450,000		(1,000,000)	51,450,000	
Series 2004	100,000,000			100,000,000	1,890,000
Total	$ 217,180,000	$ -	$(2,135,000)	$ 215,045,000	$ 3,070,000

The principal payment due on July 1, 2005 for the Series 2002 bonds was prepaid prior to June 30, 2005; accordingly, no amount is considered currently due.

	Balance, July 1, 2003	Additions	Reductions	Balance, June 30, 2004	Current Portion
Water System Revenue Bonds:					
Series 2001	$ 65,820,000	$ -	$(1,090,000)	$ 64,730,000	$ 1,135,000
Series 2002	53,450,000		(1,000,000)	52,450,000	
Series 2004		100,000,000		100,000,000	
Total	$ 119,270,000	$ 100,000,000	$(2,090,000)	$ 217,180,000	$ 1,135,000

Future bond principal and interest payments are as follows:

Years Ending June 30	Principal	Interest	Total
2006	$ 3,070,000	$ 9,041,000	$ 12,111,000
2007	4,220,000	8,925,000	13,145,000
2008	4,350,000	8,810,000	13,160,000
2009	4,505,000	8,674,000	13,179,000
2010	4,685,000	8,517,000	13,202,000
2011-2015	26,570,000	39,958,000	66,528,000
2016-2020	33,295,000	33,906,000	67,201,000
2021-2025	42,395,000	25,785,000	68,180,000
2026-2030	54,085,000	15,181,000	69,266,000
2031-2033	37,870,000	3,073,000	40,943,000
Total	$215,045,000	$161,870,000	$376,915,000

In February 2001, the Board created an irrevocable trust with an escrow agent to retire $32,460,000 of the Board’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 Board’s financial statements in 2001. At June 30, 2005, the outstanding 1992 Series defeased bonds amounted to $26,250,000.

In May 2001, the Board issued $66,600,000 in water system revenue bonds to retire $16,395,000 of the Board’s outstanding 1996 Series bonds with the remainder to fund the Board’s capital improvement projects. An irrevocable trust with an escrow agent was funded to provide for all future debt service payments on the 1996 Series bonds. Consequently, the 1996 Series bonds were considered to be defeased and the liability for those bonds was removed from the Board’s financial statements in 2001. At June 30, 2005, the outstanding 1996 Series defeased bonds amounted to $14,485,000.

In March 2002, the Board issued $54,400,000 in water system revenue bonds, which consisted of $30,000,000 of Series 2002A and $24,400,000 of Series 2002B bonds. Proceeds of the issuance were primarily used to fund the acquisition of a water reclamation facility.

In January 2004, the Board issued $100,000,000 in water system revenue bonds. Proceeds of the issuance will be used to fund capital improvement projects.

7. NET ASSETS

At June 30, 2005 and 2004, net assets consisted of the following:

	2005	2004
Invested in Capital Assets—net of related debt:		
Capital assets—net	$1,078,437,210	$1,039,267,225
Less water system revenue bonds payable	(218,833,926)	(220,935,728)
Add unspent debt proceeds	25,477,592	57,910,534
	885,080,876	876,242,031
Restricted for Capital Activity and Debt Service:		
Restricted cash and cash equivalents	17,047,466	65,383,839
Restricted investments	72,390,781	51,035,733
Restricted other receivables	1,239,103	1,619,785
Restricted interest receivable	475,916	479,465
Less:		
Unspent debt proceeds	(25,477,592)	(57,910,534)
Contracts payable, including retainages	(5,071,891)	(7,145,636)
Customer advances	(4,712,273)	(4,531,656)
Other payable from restricted assets	(587,947)	(6,032)
	55,303,563	48,924,964
Unrestricted	53,172,224	75,015,090
Total net assets	$ 993,556,663	$1,000,182,085

8. LEASES

The Board 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 Statement of Financial Accounting Standards No. 13, *Accounting for Leases,* 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 by which and the long period of time over which the properties were acquired.

The future minimum rentals from these operating leases at June 30, 2005 approximated the following:

Years Ending June 30	Total
2006	$ 169,500
2007	143,700
2008	117,000
2009	115,800
2010	115,800
2011-2015	534,400
2016-2020	500,000
2021-2025	500,000
2026-2030	500,000
2031-2032	200,000
Total	$2,896,200

9. RELATED PARTY TRANSACTIONS

Billing and Collection Services—The Board has an agreement with the Department of Environmental Services, City and County of Honolulu to provide certain services through June 30, 2005, relating to the billing and collection of sewer service charges. Fees related to these services were negotiated at approximately $100,000 per year through fiscal 2005. In October 2005, the agreement was extended through fiscal 2006. The revenues related to these fees are included in other operating revenues in the accompanying statement of revenues, expenses and changes in net assets.

Central Administrative Services Expense Fee—During fiscal year 2000, the Board entered into 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 Board on an on-going basis. The Board's Charter allows for a CASE fee to the extent that it represents a reasonable charge for services necessary for the Board to perform its duties. Although CASE fees for fiscal years subsequent to 2001 are currently being negotiated between the Board and the City, the Board has paid or accrued its best estimate of approximately $3,300,000 for the years ended June 30, 2005 and 2004.

Ewa Villages Water System Facilities Charge—Based upon negotiations with the City, the Board agreed to deviate from its standard policies regarding a developer's responsibility to construct the related water system infrastructure for the City's low-income housing development known as Ewa Villages. The size of the development required the City to build a specified water system and convey it to the Board. The City began construction of the water system infrastructure; however, the Board subsequently agreed to complete the unfinished phases of the work.

The Board agreed to negotiate a water system facility charge with the City to consider only the portion of the total infrastructure costs that directly benefited the Ewa Villages project. The Board's initial estimation of the total cost of the existing and proposed infrastructure was approximately $28.9 million, of which the City's share was approximately $7.6 million. Although the Board and the City agreed with these amounts, the City still had not finalized its determination of the extent of its obligation through costs it incurred during the initial phase of construction as well as costs relating to actual water useage. At June 30, 2004, the Board had a recorded receivable and related allowance for uncollectible accounts of approximately $1.9 million related to this water system facility charge to the City.

During fiscal year 2005, the Board and the City finalized the total infrastructure costs that were estimated to be approximately $16.2 million, of which the City's share was approximately $6.3 million. The City made a final payment of approximately $300,000 and the Board wrote off the remaining receivable and related allowance for uncollectible accounts of approximately $1.6 million.

Amounts Due to/from the City—Amounts due from the City approximated $1,248,000 and $563,000 as of June 30, 2005 and 2004, respectively, and are included in other receivables. Amounts due to the City approximated $7,083,000 and $3,325,000 as of June 30, 2005 and 2004, respectively, and are included in accounts payable.

10. EMPLOYEE BENEFIT PLANS

Defined Benefit Pension Plan

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

Prior to June 30, 1984, the plan consisted of only a contributory option. Effective July 1, 1984, legislation was enacted to create a new noncontributory option for members of the ERS. Eligible employees hired for the first time or those returning to service after June 30, 1984 without vested benefit status automatically become participants of the noncontributory retirement option. Members of the ERS who were in service on June 30, 1984 had the option to elect the new noncontributory retirement option. Benefits vest after five and ten years of credited service under the contributory and noncontributory options, respectively.

Both options 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 is based on the three highest paid years of service, excluding the vacation payment.

Most covered employees under the contributory option are required to contribute 7.8% of their salary. The funding method used to calculate the total employer contribution requirement is the Entry Age Normal Actuarial Cost Method. Under this method, employer contributions to the ERS are comprised of normal cost plus level annual payments required to liquidate the unfunded actuarial liability over the remaining period of 18 years from July 1, 1998.

The Board's policy is to fund its required contribution annually. The payroll for employees of the Board covered by the ERS for the years ended June 30, 2005 and 2004 was approximately $28,666,000 and $26,423,000, respectively; the Board's total payroll was approximately $29,527,000 and $27,020,900, respectively. The contribution requirement for the years ended June 30, 2005 and 2004 was approximately $3,380,000 and $2,595,000, respectively, which represented approximately 11.8% and 9.8% of the Board's covered payroll for fiscal years 2005 and 2004, respectively. The Board's contribution requirement for fiscal years 2005 and 2004 represented approximately 1.0% and 1.1%, respectively, of the total contribution requirement for all employers.

ERS issues a Comprehensive Annual Financial Report ("CAFR") that includes financial statements and required supplementary information, which may be obtained from the following address: Employees' Retirement System of the State of Hawaii, 201 Merchant Street, Suite 400, Honolulu, Hawaii 96813.

Early Retirement Incentive

Act 212 of the 1994 regular session of the State Legislature authorized an early retirement incentive to state and county employees with at least 25 years of service as of December 31, 1994. Qualifying employees received two additional years of service credits for purposes of calculating their retirement benefits.

Act 216 of the 2000 State Legislative Session lowered the employer contributions to the System by extending the payment schedule for the actuarial present value cost of the early retirement incentive bonus from 5 to 19 years beginning with System payments for the years ended June 30, 2001. The retirement contribution liability related to this program as of June 30, 2005 was approximately $548,400.

Post-Retirement Health Care and Life Insurance Benefits

In addition to providing pension benefits, the State of Hawaii Public Employees Health Fund provides certain health care and life insurance benefits, in accordance with State statutes, to all employees who retire from the Board on or after attaining age 62 with at least 10 years of service or age 55 with at least 30 years of service under the noncontributory plan, and age 55 with at least 5 years of service under the contributory plan. Currently, 538 Board retirees and surviving dependents are eligible to receive health care benefits and 416 Board retirees are eligible to receive life insurance benefits. Retirees credited with at least 10 years of service excluding sick leave credit qualify for free medical insurance premiums. However, retirees with less than 10 years must assume a portion of the monthly premiums. All disabled retirees who retire after June 30, 1984, with less than 10 years of service, also qualify for free medical insurance premiums. Free life insurance coverage and dental coverage for dependents under age 19 are also available. Retirees covered by the medical portion of Medicare are eligible to receive a reimbursement of the basic medical coverage premiums. Contributions are based upon negotiated collective bargaining agreements and are funded by the Board as accrued. The amounts allocated to the Board for the years ended June 30, 2005 and 2004 aggregated approximately $3,628,000 and $3,007,000, respectively, and are included as expenses in the accompanying financial statements.

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 Board has excluded the Plan's assets and liabilities from the financial statements because the Board and City do not have significant administrative involvement in the Plan or perform the investment function for the Plan.

11. COMMITMENTS

At June 30, 2005, accumulated sick leave aggregated approximately $20,139,000. 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 $170,776,000 at June 30, 2005. Such amounts are to be funded by operating revenues, contributed capital, and cash and investments on hand.

12. CONTINGENCIES

Workers' Compensation Self-Insurance Liability

The Board is self-insured for workers' compensation and disability claims below $500,000 and in excess of $1,000,000. Such claims are reported to and managed by the City's Workers' Compensation Division (the "Division"). The Board provides reserves for claims not covered by insurance that in the opinion of the Division will result in probable judgment against the Board.

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. These estimates are determined on a case-by-case basis by the Division. The total reserves recorded by the Board were approximately $2,700,000 at June 30, 2005.

Safe Drinking Water

The Board 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 Board 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 Board's customer service area.

Other Legal Matters

The Board 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 affect on the Board's financial position, results of operations, or liquidity.

Credit Risk

Financial instruments, which potentially expose the Board to concentrations of credit risk, consist primarily of investments in debt securities and accounts receivable from retail customers. Credit risk related to investments in debt securities has been mitigated by limiting such investments to debt obligations of the U.S. government and agencies. The Board's customer base is concentrated among commercial, industrial, residential, and governmental customers located within the City. Although the Board is directly affected by the City's economy, management does not believe significant credit risk exists at June 30, 2005, except as provided in the allowance for uncollectible accounts. The Board manages its credit exposure through procedures designed to identify and monitor credit risk.

13. CHANGE IN ACCOUNTING PRINCIPLE

In fiscal year 2004, the Board changed the method used to calculate depreciation expense. Prior to fiscal year 2004, depreciation was calculated based on asset groups, but commencing in fiscal year 2004, depreciation is being calculated based on individual assets. The Board believes that this change in accounting principle is preferable, as it results in a more accurate calculation of depreciation of the individual capital assets held by the Board.

As required by GASB Statement No. 34, *Basic Financial Statements—and Management*'s *Discussion and Analysis—-for State and Local Governments,* the impact of the accounting change on the accumulated depreciation of the capital assets on hand at July 1, 2003 has been accounted for by restating net assets and capital assets. Such restatement had the effect of increasing net assets and capital assets by $6,143,444 at July 1, 2003.

14. SETTLEMENT AGREEMENT

In October 2001, a general contractor filed a lawsuit against the Board seeking additional compensation for work done on a construction project that was undertaken in 1999 and still in progress at June 30, 2005 and 2004. In August 2004, the parties to the litigation submitted this matter to mediation. As a result of the mediation, the parties executed a settlement agreement dated August 25, 2004. Under the terms of the settlement, the parties agreed to resolve all of the plaintiff's claims, and the Board agreed to issue a change order whereby the Board would pay to the plaintiff $2,500,000 plus one half of the applicable Hawaii general excise tax, or $52,000.

Because the lawsuit was filed prior to June 30, 2004, the effects of the settlement agreement have been reflected in the fiscal year 2004 financial statements by increasing capital assets—construction work in progress and contracts payable by $2,552,000. Such amount was paid during fiscal year 2004.

* * * * * *

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

SUPPLEMENTAL SCHEDULE FOR BONDS PAYABLE
AS OF JUNE 30, 2005

	Interest Rate	Bond Dated	Maturing Serially From	Call Dates (1)	Outstanding June 30, 2005
Water System Revenue Bonds:					
Series 2001:	5.000	5/15/2001	7/1/2005	(2)	$ 1,130,000
	3.700	5/15/2001	7/1/2005	(2)	50,000
	3.875	5/15/2001	7/1/2006	(2)	1,240,000
	4.000	5/15/2001	7/1/2007	(2)	1,285,000
	5.000	5/15/2001	7/1/2008	(2)	1,165,000
	4.125	5/15/2001	7/1/2008	(2)	175,000
	5.000	5/15/2001	7/1/2009	(2)	1,105,000
	4.250	5/15/2001	7/1/2009	(2)	300,000
	5.000	5/15/2001	7/1/2010	(2)	250,000
	4.375	5/15/2001	7/1/2010	(2)	1,220,000
	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	535,000
	4.600	5/15/2001	7/1/2012	7/1/2011	1,075,000
	4.700	5/15/2001	7/1/2013	7/1/2011	1,685,000
	5.500	5/15/2001	7/1/2014	7/1/2011	1,765,000
	5.500	5/15/2001	7/1/2015	7/1/2011	1,860,000
	5.500	5/15/2001	7/1/2016	7/1/2011	1,735,000
	5.000	5/15/2001	7/1/2016	7/1/2011	230,000
	5.000	5/15/2001	7/1/2017	7/1/2011	2,070,000
	5.125	5/15/2001	7/1/2018	7/1/2011	2,175,000
	5.125	5/15/2001	7/1/2019	7/1/2011	2,285,000
	5.125	5/15/2001	7/1/2020	7/1/2011	2,405,000
	5.125	5/15/2001	7/1/2021	7/1/2011	2,525,000
	5.250	5/15/2001	7/1/2022	7/1/2011	2,655,000
	5.250	5/15/2001	7/1/2023	7/1/2011	2,795,000
	5.250	5/15/2001	7/1/2024	7/1/2011	2,940,000
	5.250	5/15/2001	7/1/2025	7/1/2011	3,095,000
	5.250	5/15/2001	7/1/2026	7/1/2011	3,260,000
	5.250	5/15/2001	7/1/2027	7/1/2011	3,430,000
	5.250	5/15/2001	7/1/2028	7/1/2011	3,610,000
	5.250	5/15/2001	7/1/2029	7/1/2011	3,800,000
	5.250	5/15/2001	7/1/2030	7/1/2011	4,000,000
	5.250	5/15/2001	7/1/2031	7/1/2011	4,210,000
					63,595,000

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

(Continued)

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

SUPPLEMENTAL SCHEDULE FOR BONDS PAYABLE
AS OF JUNE 30, 2005

	Interest Rate	Bond Dated	Maturing Serially From	Outstanding June 30, 2005
Water System Revenue Bonds:				
Series 2002:	(1)	3/5/2002	7/1/2006	$ 1,050,000
	(1)	3/5/2002	7/1/2007	1,100,000
	(1)	3/5/2002	7/1/2008	1,150,000
	(1)	3/5/2002	7/1/2009	1,200,000
	(1)	3/5/2002	7/1/2010	1,300,000
	(1)	3/5/2002	7/1/2011	1,350,000
	(1)	3/5/2002	7/1/2012	1,400,000
	(1)	3/5/2002	7/1/2013	1,450,000
	(1)	3/5/2002	7/1/2014	1,550,000
	(1)	3/5/2002	7/1/2015	1,600,000
	(1)	3/5/2002	7/1/2016	1,650,000
	(1)	3/5/2002	7/1/2017	1,750,000
	(1)	3/5/2002	7/1/2018	1,850,000
	(1)	3/5/2002	7/1/2019	1,900,000
	(1)	3/5/2002	7/1/2020	2,000,000
	(1)	3/5/2002	7/1/2021	2,100,000
	(1)	3/5/2002	7/1/2022	2,200,000
	(1)	3/5/2002	7/1/2023	2,300,000
	(1)	3/5/2002	7/1/2024	2,400,000
	(1)	3/5/2002	7/1/2025	2,500,000
	(1)	3/5/2002	7/1/2026	2,600,000
	(1)	3/5/2002	7/1/2027	2,750,000
	(1)	3/5/2002	7/1/2028	2,850,000
	(1)	3/5/2002	7/1/2029	3,000,000
	(1)	3/5/2002	7/1/2030	3,150,000
	(1)	3/5/2002	7/1/2031	3,300,000
				51,450,000

(1) Interest rates are at the auctioned rate.

(Continued)

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

SUPPLEMENTAL SCHEDULE FOR BONDS PAYABLE
AS OF JUNE 30, 2005

	Interest Rate	Bond Dated	Maturing Serially From	Call Dates (1)	Outstanding June 30, 2005
Water System Revenue Bonds:					
Series 2004:					
Uninsured serial bonds:	2.000	1/28/2004	7/1/2005	(2)	$ 1,890,000
	2.000	1/28/2004	7/1/2006	(2)	1,930,000
	2.000	1/28/2004	7/1/2007	(2)	1,965,000
	3.000	1/28/2004	7/1/2008	(2)	2,015,000
Insured serial bonds:	3.000	1/28/2004	7/1/2009	(2)	2,080,000
	3.000	1/28/2004	7/1/2010	(2)	2,140,000
	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	7/1/2015	7/1/2014	2,575,000
	4.750	1/28/2004	7/1/2016	7/1/2014	2,700,000
	4.750	1/28/2004	7/1/2017	7/1/2014	2,830,000
	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	42,215,000
					100,000,000
					$ 215,045,000

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

(Concluded)

BOARD OF WATER SUPPLY
CITY AND COUNTY OF HONOLULU

SUPPLEMENTAL SCHEDULE OF NET REVENUE REQUIREMENT
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

		2005	2004
REVENUES:			
Water sales		$ 99,672,932	$ 99,877,649
Interest		4,418,378	4,429,022
Other		1,772,073	1,693,625
Total revenues		105,863,383	106,000,296
DEDUCTIONS:			
Operating expenses		121,029,164	113,898,032
Less depreciation expense		(35,208,862)	(35,790,308)
Total deductions		85,820,302	78,107,724
Net revenues		$ 20,043,081	$ 27,892,572
NET REVENUE REQUIREMENT:			
Greater of:			
1) Aggregate debt service		$ 12,331,488	$ 8,414,221
Required deposits—reimbursable obligation fund		-	-
		12,331,488	8,414,221
2) Aggregate debt service		12,331,488	8,414,221
	x	1.20	1.20
		14,797,786	10,097,065
Net revenue requirement		$ 14,797,786	$ 10,097,065

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INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND COMPLIANCE AND OTHER MATTERS BASED UPON THE AUDIT PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

The Board of Directors
Board of Water Supply
City and County of Honolulu:

We have audited the financial statements of the Board of Water Supply, City and County of Honolulu (the "Board") as of and for the years ended June 30, 2005 and 2004, and have issued our report thereon dated November 21, 2005. 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.

Internal Control over Financial Reporting

In planning and performing our audits, we considered the Board's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control over financial reporting. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control over financial reporting that might be material weaknesses. A material weakness is a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Board's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grants, 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 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, and the City and County of Honolulu and is not intended to be and should not be used by anyone other than these specified parties.

Deloitte & Touche LLP

November 21, 2005