



Office of the Governor of Guam

On behalf of the people of Guam, I want to congratulate and thank the men and women of GWA for their tremendous achievements.



A MESSAGE FROM THE GOVERNOR OF GUAM

Hafa Adai!

Welcome to our Guam Waterworks Authority 2005 Annual Report that has been prepared for you to see the progress we continue to make as a community to improve your quality of life! What follows is a report on the accomplishments of hardworking men and women, the employees of GWA, who continue their commitment to the quality of water delivery and wastewater services to our island.

We have come a long way in three short years. Together, we took our water system from an unstable structure that brought boil-water notices to an organization that is well on its way to building the capacity for future growth. We have achieved so much and now we are undergoing the single-largest overhaul of the water and wastewater systems.

These accomplishments speak only to the beginning of our efforts to overhaul the system and increase capacity. We are committed to making a difference, not just for this generation, but for generations to follow.

On behalf of the people of Guam, I want to congratulate and thank the men and women of GWA for their tremendous achievements. We are taking Guam to new heights and building a strong foundation for a future filled with prosperity together.

Thank you and may God bless you always!

FEZIX P. CAMACHO

Sinseru van Magåhet,

I Maga' låhen Guåhan Governor of Guam

Good Water Always Ginen i hanom na ta sodda todu ilina la

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THE CONSOLIDATED COMMISSION ON UTILITIES



Your water is cleaner and safer than ever. GWA is no longer losing ratepayer money and instead secured the largest Capital Improvement Projects (CIP) funding for GWA projects in history.

MESSAGE FROM THE CCU

Your GWA continued to improve in FY 2005. Your water is cleaner and safer than ever. GWA is no longer losing ratepayer money and instead secured the largest Capital Improvement Projects (CIP) funding for GWA projects in history. Your GWA employees are working more effectively and are better trained. GWA continues to emerge from the dark days of the recent past, when GWA became "broken and bankrupt" under the previous administration.

The U.S. Environmental Protection Agency report on GWA's 2005 performance highlighted the following:

"In the past, unreliable drinking water delivery systems in Guam have been frequently contaminated with bacteria from sewage spills. These contamination incidents resulted in "boil water" notices sent to residents. In 2005, however, improvements to the island's drinking water and wastewater treatment systems, along with EPA oversight of the Guam Waterworks Authority (GWA), resulted in the safest drinking water Guam has experienced in decades."

EPA also noted the improved training and certification of GWA employees and the addition of an experienced Chief Engineer. In 2005, GWA also achieved compliance with the Safe Drinking Water Act.

The Office of the Public Auditor report on 2005 financial performance noted:

"GWA increased its net assets for the first time in 14 years. GWA increased its assets by \$1.5 million, a turn around from losses of \$1.8 million (04), \$7.4 million (03), \$14.7 million (02)."

Prior to 2003, GWA lost over \$60 million of your money. When the CCU took over in 2003, there was no money, no plans and no way to get the money needed to rebuild GWA's systems. By 2005, GWA was able to pay its bills by reducing operating costs and better management.

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Simon A. Sanchez II



Tom C. Ada, Vice Chairman Guam Waterworks Authority



Gloria B. Nelson Vice-Chairwoman/Secretary



Benigno M. Palomo Vice-Chairman Guam Power Authority

As a result, just two months after the end of FY2005, GWA sold its first bonds, obtaining \$100 million in CIP funds to begin the long overdue rebuilding and modernization of GWA systems. These funds are the largest funding for CIP's since 1989, reflecting the significant financial turnaround from what was inherited after 2002.

Your new CCU Commissioners, Tom Ada and Gloria Nelson, continued to work with existing Commissioners Benigno Palomo and Simon Sanchez to guide GWA on a path toward becoming a "Best in Class" utility with the monitoring of performance indicators and comparing GWA with other utilities of similar size.

The CCU will continue to work with management and operations to improve water quality and protect the environment from waste water flows. This ongoing improvement program will bring GWA's customer responsiveness level to that of other "Best In Class" utilities in the United States.

GWA is becoming a viable utility that independent reviewers like EPA, the Public Auditor and investors have taken notice. While much improvement has occurred, much more work remains. It will continue to take much time, effort and money to rebuild GWA to the level of performance and confidence that you ratepayers demand.

Your GWA is beginning to take the first important steps down that long road to improvement. We look forward to bringing your vision to reality because

The CCU will continue to work with management and operations to improve water quality and protect the environment from waste water flows.

"You are the "U" in the CCU"

Simon A. Sanchez II Chairman

Tom C. Ada, Vice Chairman Guam Waterworks Authority Benigno M. Palomo Vice-Chairman Guam Power Authority

Gloria B. Nelson
Vice-Chairwoman/Secretary

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MESSAGE FROM THE GENERAL MANAGER

Hafa Adai,

Since the early part of 2005 GWA has been in compliance with the EPA Safe **Drinking Water Act.**

One of our finest accomplishments in 2005 was getting in compliance with the Safe Drinking Water Act. This involved every operational group of GWA and extreme focus on the part of GWA management. The reorganized Production and Treatment, Collection and Distribution, Laboratory and all support groups have contributed greatly to this effort. Since the early part of 2005 GWA has been in compliance with the EPA Safe Drinking Water Act. No small feat. The milestones taken should be remembered as massive steps that Guam Waterworks employees can justifiably be very proud of. I knew it was possible but doing it without outside financing and management makes the feat even more impressive.

This has been done while efforts continued with spinning all or part of GWA off to private management as required by law, which in looking back also contributed to getting GWA to where it needed to be. The collapse of the Barrigada Heights 1 MG tank was a near disaster. EPA also fined GWA for issues raised regarding disinfection and some missed Stipulated Order timelines. There are continuing issues that GWA will need to deal with in the future.

The primary ongoing issue is the specter of GEPA making a declaration that Guam's Ground Water is Under the Direct Influence of Surface water within the next couple of years. This is a result of thirty years of human activity above Guam's sole source aquifer. Other issues are the findings of GWA's vulnerability study. These will be very costly issues to deal with in the future. Even though the challenges continue, financing also took a turn for the benefit of the community this year.

GWA was finally able to dispose of the meter bid challenge and get its financing in order to start the meter replacement project. By the end of next fiscal year consumers should be benefiting from the meter replacement program in the form of lower unaccounted for water.

In addition to meter financing we are within a few months of getting CIP funding from a Revenue Bond issuance. The Bond issuance was delayed to remove meter-financing covenants that required approved rates for additional financing. This requirement resulted in defeasing of the meter financing. Future financing, in order to be investment grade, will most likely require getting rates to a level that can pay off the bonds before asking for more funds from the general public. To help GWA move toward an investment grade bond rating, the practice of having an elected board report to two appointed boards needs to be reevaluated. AWWA performance indicators approved by the CCU will help GWA continue its move toward a worldclass utility providing the best customer service on the island.

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Performance, efficiency increases, better customer service and getting the Stipulated Order and other projects started will be the focus of the next fiscal year.

GWA's Water Resources Master Plan, along with the financing required to implement it, should be near completion next year. GWA will need to continue the effort taken in getting certified personnel to be diligent stewards of the great number of replaced and additional assets in the system. Those assets will nearly double over the next couple of years. The effort to implement the improvements will also take GWA to new levels. I have no doubt GWA will rise to this challenge, as it did with the numerous Safe Drinking and Clean Water violations of the past, without expensive outside management. Possibly the biggest issue facing the community this next year will be the first four-year evaluation of the CCU.

The Board has worked very closely with the staff in realizing the significant achievements made. Now it will be the community's chance to continue those improvements.

I have enjoyed working with the Community, Governor, Legislature, PUC, GEDCA, CCU and Staff in moving GWA to new levels of community service and expectation.

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I trust Guam will hold this thought close when decisions are made that effect Guam's water future.

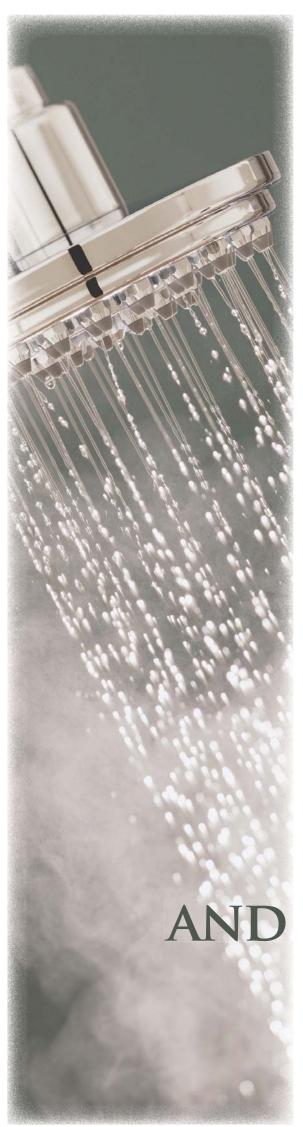
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Wal all.

David R. Craddick

General Manager





COLLECTION AND DISTRIBUTION

Anthony P. Chargulauf
Assistant General Manger of Collection and Distribution



Accomplishments

- 1. Reduced the customer log report from 700 to 100. No report older than 45 days where reports existed in excess of 180 days.
- 2. Relined a section of sewer pipe in the Merizo area which has severe inflow/infiltration especially during rainy season. This relining significantly reduced the use of pumper trucks where historically we spend in excess of \$10,000 for equipment rental during the rainy season.
- 3. Repaired 98% of pump stations to have a redundant or spare pump available for any failures or breakdown.
- 4. Able to deliver water to lower Santa Rita and Agat village from Cross Island (GWA) source when Navy source is reduced or stopped.
- 5. Completion of O/M manuals for all pump stations.
- 6. Completion of installation of phase monitors/line backers (electrical protective devices) at all sewer/water pump stations.
- 7. Upgraded the pumps at Santa Rita Springs to be able to deliver water to Santa Rita storage where the storage was deemed unserviceable.
- 8. Provide crews with safety equipment, tools and equipment to effectively perform their job requirements.
- 9. Built inventory such as pumps, pipe materials and fittings, electrical parts to reduce the number of interrupted services (water outage).
- 10. On going work to change the mind frame of employees to become more productive and concerned about the service we provide.

COLLECTION AND DISTRIBUTION

Goals

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Goals

- 1. The completion of the two (2) Talofofo pump station currently being done in house at a substantially lower costs when compared to contractor's quote.
- 2. Reduce leaks by replacing old deteriorated lines and by aggressively pursuing a leak detection study and repair.
- 3. Build a construction team to have strong emphasis on meter installation, replacement of existing under size water lines, change out of main valves...etc.
- 4. Reduce the use of rental equipment costs with the expected 2 new back hoes and 2 new pump trucks.
- 5. Perform an overall comprehensive sewer line Inflow/ Infiltration study to eliminate additional pumping costs associated with additional flow in the line.
- 6. Purchase sewer pipe liner materials and equipment.
- 7. Have installed at each water booster station a pressure switch at each suction and discharge side to protect the pumps.
- 8. Have all employees engage in a comprehensive customer training program to help build company image and customer perception of the service we provide.



left to right: Standing: Richard Lizama, Ron San Nicolas, Henry Cruz, William Salas, Richard Ferajan, Marcelino Saturnio, Rick Blas, Mike Quintanilla, Mike Techaira, Joe Benevente. Seated: Patrck Crisostomo, John Quidachay, Vince Cruz, Larry Chargualaf, Christopher Presnell



left to right: Henry Topasna, Joe Lujan, Dan Taitague, Ignacio Mesngon, Ken Tajalle, Frank Sanchez, Tony



left to right: Peter Arceo, Benny Manasapit, Leroy Leon Guerrero, Jesse Lujan



Fixing pump at SR Springs





WATER PRODUCTION REPORT

Mark G. Miller
Assistant Manager Water Production and Treatment



Accomplishments

- 1. Electrical protection and refurbish motor controls (MCC).
- 2. Repair generator automatic transfer switches (ATS).
- 3. Repair or replace defective production meters.
- 4. Repair all emergency generators.
- 5. Provide all source water with dedicated disinfection.
- 6. Begin pilot testing of membrane filtering units.
- 7. Motor protection and monitoring devices installed and operating flawlessly. Motor failures went from 5/mo average to 0.5/mo. Unclean electrical power remains a systemic issue that requires a long range solution that the CCU may need to take up.
- 8. All MCC upgrades completed except for GPA circuit separation at Deep wells Y-1 and Y-2. VFD testing begun at two deep wells: A-31 and Y-15.
- 9. All ATSs repaired and operating at all well sites with functional emergency generators.
- 10. Year ended 4 generators out of a total of 21 not operational with minor parts on order.

WATER PRODUCTION AND TREATMENT



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Goals

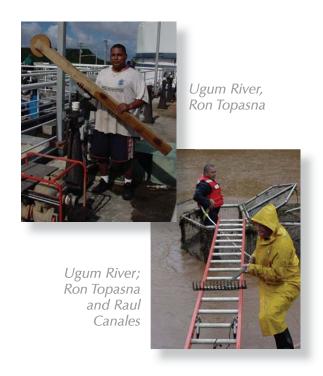
- 1. Repair/replace and make operational deep well blow-off controls.
- 2. Bid out and begin installation of VFD controls.
- 3. Rehabilitate wells Y-4A, Y-14, D-24, A-7 and Y-7 that have been out of service for so many years they are referred to as the "Hard Broke" wells.
- 4. Operational production meters at all functional and operating wells
- 5. Aesthetic improvements to deep well facilities in standardized paint scheme.
- 6. Complete chlorine bottle transfer and alarm system.
- 7. Begin planning for Ground Water Under the Direct Influence of Surface water (GWUDI) declaration by Guam EPA.
- 8. Get Supervisory Control and Data (SCADA) system working at test site of Brigade booster and Talafofo tank.
- 9. Start Ugum and Agana Treatment facility rehabilitation projects started.



left to right: Pete Borja, Jude Calvo, Kathy San Nicholas, Doris Guerrero, Prudencio Augon, Pete Salas, Joe Garrido, Mark Miller.



left to right: Ron Topasna, John Paulino, Alvin Maguadog, Mark Miller, Ray Quintalla, Joe San Nicholas, Ray Naputi





left to right: Klye Taimanglo, Derek Kaneshiro, Roque Calvo, David Torres, Clint Hunington, Frank Chargualaf, Bernie Sadler, Rick Flores, Inas Mesgnon, Sunny Tallada, Wilfred Apiag, Paul Untalan, Frankie Sanchez, center: Mark Miller, Jessie Leon Guerrero, Peter Castro.



COMPLIANCE AND SAFETY

Paul J. KempAssistant General Manager for Compliance and Safety

Accomplishments

- 1. Negotiating extended deadlines for items in the stipulated order with EPA.
- 2. Resumed position as SO Compliance Monitor.
- 3. Approximately twenty GWA personnel became certified in water treatment, water collection, water distribution, and wastewater treatment. This means that nearly all the positions calling for Certification under the SO have been filled by properly trained and experienced personnel.
- 4. Santa Rita Spring Refurbishment and Transmission line Project was Bid and awarded. This will provide more reliability of water supply for people at higher elevations, especially in Santa Rita.
- 5. All additional stand-by generators required under stipulated order and are ready to use. This prevents water loss and sewage spills when the power goes out.
- 6. Water meter project is well under way, already showing the value of replacing the old inaccurate ones with new accurate ones. This means that GWA will receive at least 10% more revenue.

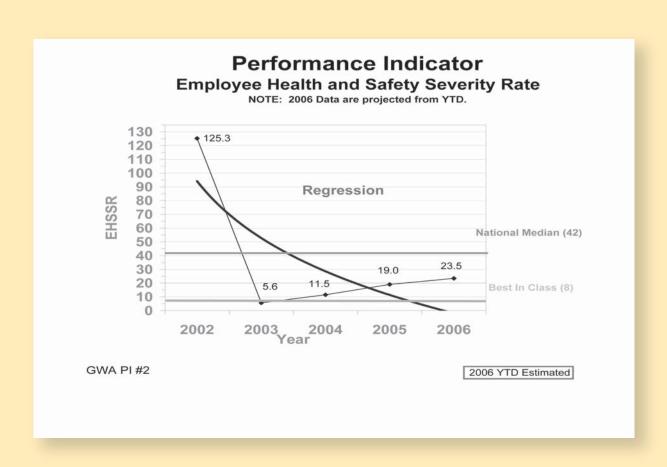
Goals:

- 1. Complete Spill Prevention, Control and Countermeasures program and exexute refurbishments needed.
- 2. Completer write-up of GWA safety programs and produce GWA Safety Manual.
- 3. Complete Emergency Planning and Community Right-to Know Act (EPCRA) program and reporting.
- 4. Arrange for sufficient disinfectant to be on island at all times.





Standing left to right: Lani Mendiola, Bea Yanto, Geigy Salayon, Evelyn Cruz, Louvina Quenga.





Aguon, Anthony L. Aguon, Benny T. Aguon, Edward A Aguon, Peter F. Aguon, Prudencio F. Aguon, Steven T. Alano, Efren M. Apiag, Wilfred P. Aquiningoc, Kenneth J. Arceo Bryan I Arceo, Peter J. Arceo, Raymond J. Asperas, Jaime B. Asuncion, Pedro M. Atoigue, Carlos N. Balajadia, Isabel C Ballendorf, Heidi M. Bell, Henry J. Benavente, Joseph M. Bensan, Gloria P. Bituin, Bertha D. Blas, John K.T. Blas, Kenneth Q. Blas, Ricardo T. Bolton, Eugene J. Borja, Ann D. Borja, Jeffrey M. Borja, Peter J. Brown, Larry C. Cabrera, Edward Q. Calvo, Iude G. Calvo, Roque S Canales, Raul A. Capacia Jr., Antonio V. Castro, Eddie P. Castro, Peter B. Castro, Wilfred D. Chargualaf JR, Anthony P. Chargualaf, Benny E. Chargualaf, Frankie E. Chargualaf, Lawrence P. Cheguina, Benny G. Crisostomo, Diane T. Crisostomo, Patrick C. Crisostomo, Shelby P. Cruz, Alfred B. Cruz, Andrew M. Cruz, Anthony F. Cruz, Bernie Antonitte Velasco

Cruz, Evelyn G. Cruz, Frank T. Cruz, Franklin F. Cruz, Grace R Cruz, Henry A. Cruz, Jesse Joseph Wusstig Cruz, Jose B. Cruz, Leebert JT Cruz, Lola-Elaine W. Cruz, Loretta B.L. Cruz, Michelangelo Paul A. Cruz, Peter T. Cruz, Rose B. Cruz, Thomas Franklin A. Cruz, Vincent B. Cruz, Yvonne M. Dalisay, Teresita S. Damian, Julian M. DesMarais, John P. DeSmith, Eireen C. Diaz, Frank R. Dimaranan, Elenita T. Dizon, Eliseo O. Duenas Jr., Agustin B. Duenas, James B. Duenas, Joseph A. Duenas, Ronald M. Esguerra, Danilo I. Estrada, Bruce A. Jr. Fejeran, Gregory D. Fejerang, Richard S. Finona, Teresita D. Flores, George V. Flores, Ricky H. Franquez, Michael J. Garrido, Joseph B. Gombar, Angelo N. Guerrero, Doris A. Guerrero, Timothy C. Guerrero, Ursula A.C. Guerrero, Vincent Ed Gumataotao, Anthony F. Gumataotao, Elias S. Gutierrez, N'tasha L. Guzman, Peter A. Huntington II, Clinton W. Jardel, Victor A. Kaneshiro, Derek H. Kemp, Paul J

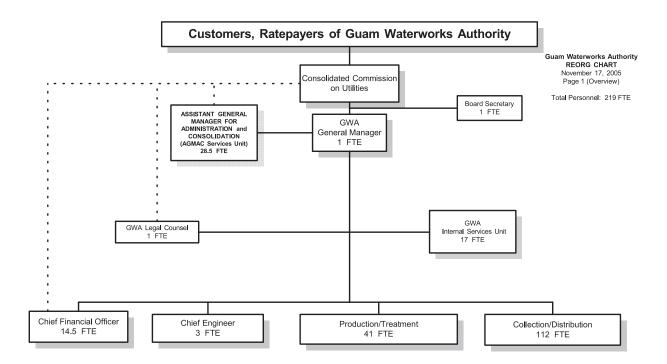
Lastimoza, David B.

Leon Guerrero Jr., Alejo B. Leon Guerrero, Jesse L. Leon Guerrero, LeRoy G. Lizama, Francis A. Lizama, Richard A. Lujan, David F. Lujan, Francis A. Lujan, Jesse C Lujan, Joseph E. Mafnas, Donnie A. Mafnas, Fred B. Mafnas, Gilda M. Maguadog, Alvin Q. Manglona, Jesse C. Manglona, Myko J. Manibusan, Peter M Mansapit, Benny T. Mantanona, William T. Matanane, Anita M. Mendiola, Leilani Mendiola, Melvin P. Mendiola, Pedro A. Mendiola, Rose D. Meno, Frankie R. Meno, Michael J. Mercado, Sylvia Y. Mesngon, Ignacio C. Miller, Mark G. Mondina, Stephen P. Mundo, Raymond A. Nangauta, James C. Naputi, Raymond F. Natuel, Orlando O. Nauta, Franklin I. Nauta, Peter J.D. Onedera, Pauline J.S. Orbong Jr., Candido A. Pacheco, Dalisay D. Padrones, Peter I. Pangelinan, Jackie RF Pangelinan, John U. Pangelinan, Richard W. Pangelinan, Vincent EC Parrish, James T. Pascua, Jocelyn L. Paulino Jr., Luis L.G. Paulino, Edward L. Paulino, Gerald M. Paulino, Joseph M. Paulino, Juan S.

Paulino, Manuel T. Jr Paulino, Patrick L. Pecson, Erdulfo S. Perez, Raymond M. Perez, Tina L. Presnell, Christopher C. Punzalan, Joseph A. Quenga, Bill A. Quenga, Louvina M. Quichocho, Edward M. Quidachay, Jon U. Ouinata, Anthony A. Quinata, Frankie T. Ouinata, Pedro A. Quintanilla, George S Quintanilla, Michael P.M. Quintanilla, Raymond C. Quintanilla, Sandra L. Quitlong, Delfyn S. Ramos, Charles M. Raphael, Jane S. Reyes, Kathy MT. Rios, Albert J. Rivera, David F. Roldan, Martin T. Sablan, Francisco T. Sablan, Frank J. Sablan, Ledean L. Sablan, Michael M. Sablan, Patrick L. Sablan, Patrick R. Sadler, Willie (Berney) Jr. Salas, Frank G. Salas, Peter G. Salas, William R. Salayon, Ma. Teogenesa Q. San Agustin, Elizabeth M. San Miguel, John D. San Nicolas, Jesus A. San Nicolas, Joaquin M. San Nicolas, Joseph C. San Nicolas, Katherine L. San Nicolas, Kin M. San Nicolas, Melvin D. San Nicolas, Ronald D. Sanchez, Francisco C. Sanchez, Frank A. Sanchez, John A. Sanchez, Lourdes S. Sanchez, Patricia C.

Sanchez, Zachery T. Santos, Jr., Joseph M. Santos, Jr., Joaquin Siguenza Santos, Glenn G. Santos, Jose M. Saturnio, Marcelino F. Scroggs, Richard Daniel Seballos, Rudy B. Sian-Denton, Carmen M. Siguenza, Patrick A.F. Sourgose, Peter L. Taimanglo, Eddie T Taimanglo, Frankie C. Taimanglo, Kyle M. Tainatongo, Carmelita M. Taitague, Anthony Earl L.G. Taitague, Danny L.G. Taitague, Frankie Q. Taitague, Garrick L.G. Taitano, Diana S. Tajalle, Kenneth C. Tallada, Zambales R. Tavama, Diane M. Taylor, Samuel J. Techaira, Michael F. Tobey, Vernon E. Topasna, Henry S. Topasna, Ron S. Torres Jr., Ely T. Torres, Brian K. Torres, David A. Torres, Victor A. Trevino, Patrick R. Tuitu'u, David U. Unchangco, Peter F. Untalan, Paul C. Uv. Melissa Marie T. Vibar, Raymond C. Vicente, Marietta P. Villagomez, Benny C. Villagomez, Rodney J. Wall, Jerald Lee Wilson Jr., Carl Yanto, Berlin E. Young, Claire N. Young, Doris J.

Organizational Chart

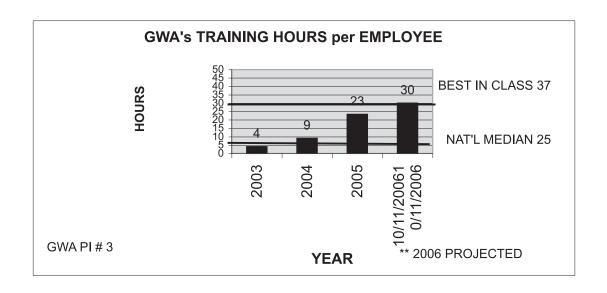


Guam
Waterworks
Authority

	Authority
Performance Indicators	
Organizational Development	
Strategic Planning	4
Long-term Financial Planning	4
Risk Management Planning	3
Optimized Asset Management	3
Performance Measurement	4
Customer Involvement Continuous Improvement	3
Organizational Best Practice Index:	25
Employee Health & Safety Severity Rate	19.0
Training Hours per Employee	23.3
Customer Accounts per Employee (Water)	365.7
Customer Accounts per Employee (Wastewater)	167.5
MGD Water Delivered per Employee	0.33
MGD Wastewater Processed per Employee	0.12
Customer Relations	
Customer Service Complaints per 1000 Customers	1.01
Technical Quality Complaints per 1000 Customers	0.32
Disruption of Water Service Rate per 1000 Customers Planned (less than 4 hours)	1.80
Planned (less than 4 nours) Planned (between 4 and 12 hours)	1.80
Planned (greater than 12 hours)	0.05
Unplanned (less than 4 hours)	50.05
Unplanned (between 4 and 12 hours)	17.13
Unplanned (greater than 12 hours)	15.44
Residential Cost of Water/Sewer Service:	
Monthly residential water using 7500 gallons per month	\$30.57
Average residential water bill amount for one month of service	\$30.00
Monthly residential sewer using 7500 gallons per month	\$22.00
Average residential sewer bill amount for one month of service	\$22.00
Multi-service, monthly bill - combined service using 7500 gallons per month	n/a
Multi-service, average residential combined bill for one month as service	n/a
Customer Service Cost per Account	\$34.11
Billing Accuracy Rate	101
Business Operations	
Debt Ratio	7.3%
System Renewal / Replacement Rate:	, 10 ,
Water pipeline	0.0%
Water treatment facility and pumping	0.1%
Wastewater pipelines and collections	0.8%
Wastewater treatment facility and pumping	1.2%
Return on Assets	-1.2%
Water Operations	00.00/
Drinking Water Compliance Rate	98.9%
Distribution System Water Loss Water Distribution System Integrity	37.5% 624.8
Operations & Maintenance Cost Ratios:	024.0
O&M cost per account	\$540.89
O&M cost per MG processed	\$1,650.17
Direct cost of treatment per MG	\$774.82
Planned Maintenance Ratios:	
Planned maintenance ratio (hours)	43.9%
Planned maintenance ratio (cost)	40.0%
Wastewater Operations	
Sewer Overflow Rate	16.8
Collection System Integrity	48.2
Wastewater Treatment Effectiveness Rate	70.1%
Operations & Maintenance Cost Ratios:	#CCE 0C
O&M cost per account	\$665.96
O&M cost per MG processed Direct cost of treatment per MG	\$2,459.67 \$841.29
Planned Maintenance Ratios:	φο41.29
Planned maintenance ratio (hours)	77.6%
Planned maintenance ratio (rost)	73.9%
Planned maintenance ratio (cost)	73 9%

GWA'S TRAINING HOURS PER EMPLOYEE

4 9 23 30 2003 2004 2005 10/11/200610/11/2006



Guam Waterworks Authority FINANCIAL SECTION

FINANCIAL STATEMENTS AND ADDITIONAL INFORMATION AND INDEPENDENT AUDITORS' REPORT

YEARS ENDED SEPTEMBER 30, 2005 AND 2004

Deloitte.

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INDEPENDENT AUDITORS' REPORT

Consolidated Commission on Utilities:

We have audited the accompanying statements of net assets of Guam Waterworks Authority (GWA), a component unit of the Government of Guam, as of September 30, 2005 and 2004, and the related statements of revenues, expenses and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of GWA'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 GWA'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 accompanying financial statements present fairly, in all material respects, the financial position of Guam Waterworks Authority as of September 30, 2005 and 2004, and the changes in its net assets 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 on pages 1-4 is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. This supplementary information is the responsibility of GWA's management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurements and presentation of the supplementary information. However, we did not audit the information and express no opinion on it.

Our audits of the financial statements for the years ended September 30, 2005 and 2004, were made for the purpose of expressing our opinion on the basic financial statements taken as a whole. The accompanying schedules on pages 22-25 are presented for purposes of additional analysis. These schedules are the responsibility of Guam Waterworks Authority's management. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and in our opinion, except for the information presented in Schedule 1 (page 22) upon which we express no assurance, is fairly stated in all material respects, in relation to the basic financial statements taken as a whole.

In accordance with Government Auditing Standards, we have also issued our report dated April 13, 2006, on our consideration of the Guam Waterworks Authority's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on 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 considered in assessing the results of our audit.

April 13, 2006

Jebritte + VaudalLP

Management's Discussion and Analysis September 30, 2005

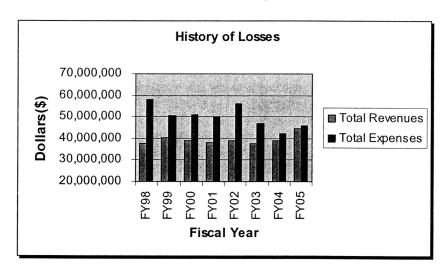
The following Management Discussion and Analysis (MD&A) is designed to provide an overview of the financial performance of Guam Waterworks Authority (GWA) for the fiscal year ended September 30, 2005. The information presented in this MD&A should be considered in conjunction with the financial statements and the notes thereto, that follow this section.

The Guam Waterworks Authority is a public corporation of the Government of Guam under the direction of an elected five-member Consolidated Commission on Utilities (CCU) that replaced the appointed Board of Directors on January 2, 2003. Under the new governance structure, GWA is directly accountable to the ratepayers of Guam. The CCU also has oversight over the Guam Power Authority. GWA is the primary supplier of water and primary provider of sewer services to the Guam community consisting of approximately 39,000 water customers and approximately 21,000 sewer customers.

Fiscal Year 2005 was a year of continued improvement for the Guam Waterworks Authority (GWA). During the year, GWA hired 4 Direct Responsible Charge Operators and had 16 employees become certified as Direct Responsible Charge Operators. While GWA was able to come into compliance with the Safe Drinking Water Act prior to these manpower additions, the hiring of these certified operators will ensure that GWA remains in compliance in the future. Also, during the year GWA hired a full time Chief Engineer. These personnel additions have been a significant factor in advancing the turn around taking place at GWA. GWA is also continuing to meet most of its milestones under the Stipulated Court Order which is being administered by the United States Environmental Protection Agency.

There were no boil water notices during the year at GWA. This was the first time this has happened in many years. The island's drinking water had been declared unsafe for consumption nearly 50% of the time during certain periods as recently as four years ago.

The following chart shows GWA's continued financial improvement:



The major accomplishment for GWA was the receipt of a Ba2 bond rating from Moody's Investors Service, Inc. and BB rating from Fitch, Inc. Although not investment grade ratings, they represent the acknowledgement from credit agencies of the substantial improvements that have been made at the utility in the last few years. This also marked the first time that GWA received a bond rating from a nationally recognized credit rating agency. These ratings enabled GWA to be in a position to issue bonds. In December 2005, GWA completed an issuance of \$101,175,000 in bonds.

Management's Discussion and Analysis September 30, 2005

GWA is continuing with the creation of a Master Plan which is expected to be completed in the summer of 2006. This master plan will lay the foundation for future capital improvements and will identify additional areas where GWA needs to improve in order to be an effective and efficient organization. A significant piece of the master plan is a final financial plan that will help layout some alternatives for financing the capital improvements that are required.

Other Highlights

In the middle of the year, GWA entered into a financing arrangement to enable the Utility to move forward with an automated meter reading program. The meters are on target to be installed by December 31, 2006. This date is well ahead of the deadline for completion of the project under GWA's Stipulated Order. At the time of GWA's bond financing, it was determined that the financing arrangement should be defeased through the issuance of bonds.

In December 2005, GWA filed for the third of a three phase rate increase. The petition resulted in the award of a 3% rate increase in January 2006.

Receivables

Accounts Receivable has continued to be a significant challenge for GWA. When the Consolidated Commission on Utilities took over the governance of GWA in January 2003, there were 6,648 accounts that had balances past due in excess of 90 days and were actively consuming water. There was virtually no disconnection policy in place at that time. GWA has been addressing this problem but the progress has been slower than we would like. Contributing to the problem is that many meters have been buried or are overcome by vegetation. Historically, there has been no common standard for meter placement which adds to the difficulty of locating meters. Also, GWA has been finding that many of the customers who get disconnected for non-payment are unable to comply with GWA's reconnection policy requiring a 50% payment of past due amounts. This has led to a consistent decrease in the number of active customer accounts even though the overall economic environment has been positive.

During 2005, GWA increased its bad debt reserve by \$3.5 million for these accounts. This is believed to be a one time charge that should not be repeated in future years. Currently, there are approximately 2,200 accounts that are past due in excess of 90 days that are actively consuming water.

In August 2005, GWA entered into a short term contract with a private contractor to assist in the reading of meters. GWA opted not to fill a few vacant meter reading positions in light of the fact that the employees would not be required after the implementation of the automated meter reading project. The transition to the new meter readers caused some delays in GWA's ability to get billings out in a timely manner. As a result of these delays, GWA's accounts receivable at year end was unusually high. GWA has taken measures to resolve the transitional issues and is confident the receivable balances will return to normal in the first few months of Fiscal Year 2006.

Management's Discussion and Analysis September 30, 2005

Summary of Financial Condition-Comparative Analysis

Agasta	<u>FY2005</u>	<u>FY2004</u>	Percent Increase (Decrease)
Assets: Cash	\$ 5,712,13	34 \$ 4,231,807	34.98
Receivables, net	9,869,94	. , ,	17.44
Other assets	3,306,62		50.60
Noncurrent restricted cash	15,532,65		100.00
Plant in service, net	220,166,03		(0.68)
	254,587,38	38 236,500,313	
Liabilities:			
Current liabilities	15,745,41	12,291,754	28.10
Long-term liabilities	38,098,93		52.42
	53,844,35	37,287,470	
Net assets	200,743,03	<u>199,212,843</u>	0.77
	\$ <u>254,587,38</u>	<u>38</u> \$ <u>236,500,313</u>	
Operating revenues	\$ 44,405,99	96 \$ 38,840,590	14.33
Operating expenses	45,962,62	22 42,248,398	8.79
Non-operating revenues, net	3,086,82	<u>1,598,576</u>	93.10
Increase (decrease) in net assets	\$ <u>1,530,19</u>	<u>(1,809,232</u>))

The growth in the cash balances is due to the Acquisition fund for the automated meter reading project.

The growth in receivables is mainly due to transitional problems in switching to contracted meter reading.

The net increase in plant in service remained fairly level. The additions to plant in service approximated the amount of assets depreciated during the year. GWA is still ramping up the physical improvements to the system which will take place over the next few years.

The increase in current liabilities is due to some timing issues related to the receipt of some vendor billings and the additional accrual of amounts representing supplemental annuities and cost of living allowances for some of GWA's retirees. During the year, the CCU reversed its position on the annuities and instructed GWA to petition the Public Utilities Commission for a rate to pay ongoing supplemental annuities and cost of living allowances as well as making up for amounts past due.

The increase in long term liabilities are the certificates of participation issued for the automated meter reading program.

Revenues increased as a result of the recent rate increases as well as gains from the ability to meet daily water demand through most of the island on a 24/7 basis.

Management's Discussion and Analysis September 30, 2005

Operating Expense increases were mainly driven by a large bad debt charge of approximately \$3.5 million. We believe this is a one time event associated with GWA's efforts to bring its accounts receivable amounts under control.

Statements of Net Assets September 30, 2005 and 2004

<u>ASSETS</u>	2005	_	2004
Property, plant and equipment:			
Utility plant in service:			
Water system \$	200,595,049	\$	194,823,853
Wastewater system	173,861,945		174,628,020
Non utility property	14,588,842		16,999,915
Construction work in progress	8,773,879	_	3,444,858
	397,819,715		389,896,646
Less accumulated depreciation	(177,653,684)	_	(168,228,177)
Property, plant and equipment, net	220,166,031		221,668,469
Noncurrent restricted cash	15,532,656	_	-
Current assets:			
Cash:			
Unrestricted	1,566,433		4,066,678
Restricted	4,145,701		165,129
Accounts receivable, net	9,869,946		8,404,461
Materials and supplies inventory, net of allowance for			
obsolescence of \$380,425 at September 30, 2005 and 2004	1,883,465		2,141,846
Other assets	1,423,156	_	53,730
Total current assets	18,888,701	_	14,831,844
\$_	254,587,388	\$_	236,500,313

See accompanying notes to financial statements.

Statements of Net Assets, Continued September 30, 2005 and 2004

LIABILITIES AND NET ASSETS		2005	2004
Current liabilities:			
Current maturities of long-term debt	\$	2,651,519 \$	2,463,578
Accounts payable:			
United States Navy		446,389	130,987
Guam Power Authority		2,633,062	1,588,829
Trade		4,825,413	3,841,760
Accrued payroll and employee benefits		432,869	331,842
Current portion of employee annual leave		327,889	384,690
Accrued supplemental/COLA annuities		1,976,175	1,236,418
Deferred revenue		457,850	376,722
Payable to contractors		249,790	426,182
Customer deposits		1,744,457	1,510,746
Total current liabilities		15,745,413	12,291,754
Long-term debt, less current maturities:			
Long-term debt		15,292,641	-
Guam Power Authority		9,640,101	11,295,826
United States Navy		7,561,820	8,181,048
Employee annual leave, less current portion		612,047	660,969
Retirement fund deferred contributions		4,193,719	4,376,883
DCRS sick leave liability		331,916	317,068
Advances for construction		164,542	163,922
Other liabilities	_	302,152	
Total liabilities	_	53,844,351	37,287,470
Commitments and contingencies			
Net assets:			
Invested in capital assets, net of related debt		218,981,314	221,668,469
Restricted		4,145,701	165,129
Unrestricted		(22,383,978)	(22,620,755)
Total net assets	_	200,743,037	199,212,843
	\$	254,587,388 \$	236,500,313
	• =	\$\display \\ \display \\ \din \display \\ \display \\ \display \\ \display \\ \display \\ \display \\ \disp	230,300,313

See accompanying notes to financial statements.

Statements of Revenues, Expenses and Changes in Net Assets Years Ended September 30, 2005 and 2004

	2005	2004
Operating revenues:		
Water:	20.412.600 Ф	22 220 725
Private \$, ,	23,320,725
Government	1,833,874	2,064,725
Wastewater:	30,247,474	25,385,450
Private	10,729,420	10,513,474
Government	3,155,729	2,718,565
	13,885,149	13,232,039
Other	273,373	223,101
Total operating revenues	44,405,996	38,840,590
Operating and maintenance expenses:		
Water purchases	6,368,221	5,127,204
Power purchases	8,976,229	8,688,115
	15,344,450	13,815,319
Salaries and wages	11,590,367	12,918,917
Depreciation	9,425,507	9,425,878
Administrative and general	7,274,693	3,553,020
Contractual	2,327,605	2,535,264
Total operating and maintenance expenses	45,962,622	42,248,398
Operating loss	(1,556,626)	(3,407,808)
Other income (expense):		
Recoveries of bad debts	1,145,511	1,700,104
Interest income	29,668	72,526
Interest expense, net of related interest income of \$222,250		
in 2005 and \$0 in 2004	(131,363)	(828,499)
Other expense	(1,549,307)	(146,505)
Other income	68,195	-
Loss on missing deposits	-	(7,000)
Loss on asset disposal	-	(3,664)
Write-off of discontinued projects	-	(117,382)
Supplemental/COLA annuities	(503,822)	(246,856)
Total other (expense) income, net	(941,118)	422,724
Loss before capital contributions	(2,497,744)	(2,985,084)
Capital contributions:		
Grants from U.S. Government	2,917,377	597,098
Other contributions	1,110,561	578,754
Total capital contributions	4,027,938	1,175,852
Increase (decrease) in net assets	1,530,194	(1,809,232)
Net assets at beginning of year	199,212,843	201,022,075
Net assets at end of year \$	200,743,037 \$	199,212,843
See accompanying notes to financial statements.		

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Statements of Cash Flows Years Ended September 30, 2005 and 2004

	_	2005		2004
Increase in cash				
Cash flows from operating activities: Cash received from customers Cash payments to suppliers for goods and services Cash payments to employees for services	\$	39,926,345 (21,099,168) (11,023,621)	\$ _	37,076,421 (19,393,144) (11,230,926)
Net cash provided by operating activities	_	7,803,556	_	6,452,351
Cash flows from capital and related financing activities: Contributed capital received Acquisition of utility plant Proceeds from loan Repayments of long-term debt Interest paid	_	4,027,938 (7,922,444) 15,385,845 (2,180,217) (353,613)	_	1,175,852 (3,370,716) - (2,733,988) (828,499)
Net cash provided by (used in) capital and related financing activities	_	8,957,509	_	(5,757,351)
Cash flows from investing activities: Transfers to restricted fund Interest income received	_	(19,513,228) 251,918	_	(731) 72,526
Net cash (used in) provided by investing activities	_	(19,261,310)		71,795
Net (decrease) increase in unrestricted cash		(2,500,245)		766,795
Unrestricted cash at beginning of year	_	4,066,678		3,299,883
Unrestricted cash at end of year	\$ _	1,566,433	\$ _	4,066,678

See accompanying notes to financial statements.

Statements of Cash Flows, Continued Years Ended September 30, 2005 and 2004

	 2005	2004
Reconciliation of operating loss to net cash provided by		
operating activities:		
Operating loss	\$ (1,556,626) \$	(3,407,808)
Adjustments to reconcile operating loss to net cash provided		
by operating activities:		
Depreciation and amortization	9,425,507	9,425,878
Bad debt expense	3,282,341	1,018,936
Recovered revenue	1,145,511	1,700,104
Other expense	(1,984,934)	(521,407)
(Increase) decrease in assets:		
Accounts receivable	(4,747,827)	(2,004,084)
Materials and supplies inventory	258,381	(740,335)
Long-term receivable	-	(752,594)
Other assets	(1,369,426)	(53,730)
Increase (decrease) in liabilities:		
Accounts payable	2,248,021	108,837
Accrued payroll	840,784	(131,575)
Employees' annual leave	(609,545)	(358,438)
Accrued supplemental/COLA annuities	503,822	246,856
Customer deposits	233,711	86,472
Other liabilities	302,152	(95,908)
Retirement fund deferred contributions	(183,164)	1,900,563
DCRS sick leave liability	 14,848	30,584
Net cash provided by operating activities	\$ 7,803,556 \$	6,452,351

See accompanying notes to financial statements.

Notes to Financial Statements September 30, 2005 and 2004

(1) Organization Summary of Significant Accounting Policies

Organization

The Guam Waterworks Authority (GWA) is a component unit of the Government of Guam (GovGuam). GWA is subject to the regulations of the Public Utility Commission of Guam (PUC). GWA became an autonomous agency in 1996 under Public Law 23-119 and derives its revenues mainly from its water and wastewater system. The water system is engaged in the production, treatment, and distribution of water to villages and communities of Guam. The wastewater system is engaged in the collection and treatment of wastewater from residences and industries in the villages of Guam. GWA is governed by a five-member Consolidated Commission on Utilities (CCU). PUC determines such matters as rates and charges for services.

The financial statements of GWA have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to government units. Government Accounting Standards Board (GASB) Statement No. 20, "Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that Use Proprietary Fund Accounting", requires that proprietary activities apply all applicable GASB pronouncements as well as Statements and Interpretations issued by the Financial Accounting Standards Board (FASB), Accounting Principles Board Opinions, and Accounting Research Bulletins of the Committee on Accounting Procedures issued on or before November 30, 1989. The Government of Guam has implemented GASB 20 and elected not to apply FASB Statements and Interpretations issued after November 30, 1989.

Basis of Accounting

GWA is accounted for on a "flow of economic resources management focus," using the accrual basis of accounting. Under this method, all assets and liabilities associated with operations are included on the statements of net assets, and revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

Net Assets

Net assets represent the residual interest in GWA's assets after liabilities are deducted and consist of four sections: invested in capital assets, net of related debt; restricted expendable and nonexpendable, and unrestricted. Net assets invested in capital assets, net of debt include capital assets, restricted and unrestricted, net of accumulated depreciation, reduced by outstanding debt net of debt service reserve. Net assets are reported as restricted when constraints are imposed by third parties or enabling legislation. All of GWA's restricted net assets are expendable. All other net assets are unrestricted.

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 disclosures 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.

Notes to Financial Statements September 30, 2005 and 2004

(1) Organization Summary of Significant Accounting Policies, Continued

Trade Accounts Receivable

The allowance for doubtful accounts is stated at an amount which management believes will be adequate to absorb possible losses on accounts receivable that may become uncollectible based on evaluations of the collectibility of these accounts and prior collection experience. The allowance is established through a provision for bad debts charged to expense.

Materials and Supplies Inventories

Materials and supplies inventory are stated at the lower of cost or market with cost determined under the first-in, first-out method.

Other Assets

Other assets consist of the loan fees associated with the note payable to Municipal Services Group, Inc. Loan fees are amortized throughout the life of the loan using the straight-line method.

Property, Plant and Equipment

Plant in service amounting to \$324,988,118 is stated at estimated historical cost as determined by an independent engineering consultant at September 30, 1998. Plant in service acquired subsequent to that date is stated at cost. Non-utility property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets (5 - 50 years for plant assets). Current policy is to capitalize items over \$700.

Noncurrent Restricted Cash

Noncurrent assets consist of restricted cash. The purpose of the restricted cash is for long-term capital improvements and bond related activities.

Accrued Annual Leave

Compensated absences are accrued and reported as a liability in the period earned. Annual leave expected to be paid out within the next fiscal year is accrued and is included in current liabilities. Employees are credited with vacation leave at rates of 104, 156 or 208 hours per fiscal year, depending upon their service time with GWA. Accumulation of such vacation credits is normally limited to 480 hours at fiscal year end; however, management has exercised its authority in certain conditions to allow accumulation of up to 720 hours. All such vacation credit is convertible to pay upon termination of employment.

During the year ended September 30, 2003, Public Law 27-05 was implemented, reducing the amount of leave employees can earn in a fiscal year (either 104 or 156 hours) and the maximum accumulation amount of annual leave to 320 hours. Any annual leave earned in excess of 320 hours, but not to exceed 100 hours as of February 28, 2003 shall be credited to the employees sick leave. The remaining excess hours must be used by September 30, 2004 or will be lost. Public Law 27-106 does not allow lump sump compensation or retirement credit for annual leave in excess of three hundred twenty (320) hours.

Notes to Financial Statements September 30, 2005 and 2004

(1) Organization Summary of Significant Accounting Policies, Continued

Revenue

Customer water meters are read on a cyclical basis throughout a monthly period depending on the route schedules of the Guam Power Authority (GPA) pursuant to a combined billing system arrangement between GWA and GPA. Revenue is recognized in the period that meters are read. Wastewater treatment is billed at a flat rate of \$22 per month for residential accounts and 80% of current water consumption for commercial and government accounts.

Pursuant to local law, GWA provides water to fire hydrants in Guam and classifies such service as government water revenue. Historically, however, no GovGuam agency has been tasked with paying for such service. Consequently, GWA provides an allowance for the full amount of the billings, on a monthly basis. GWA is currently pursuing the matter of billing such service with the PUC. Fire hydrant revenue was \$755,245 and \$561,210 for the years ended September 30, 2005 and 2004, respectively. Fire hydrant receivables were \$6,634,434 and \$5,010,485 as of September 30, 2005 and 2004, respectively.

Capitalization of Interest

GWA capitalizes interest on construction in progress based on the weighted average interest rate. During the years ended September 30, 2005 and 2004, \$308,476 and \$0 was capitalized.

Operating and Non-Operating Revenue and Expenses

Operating revenues and expenses generally result directly from the operation and maintenance of GWA. Non-operating revenues and expenses result from capital and financing activities, costs and related recoveries from natural disasters, surcharge and certain other non-recurring income and costs.

Grants and Contributions

Grants and contributions consist of government mandated and voluntary nonexchange transactions as defined by GASB Statement No. 33. Approved capital grants not yet received amounted to approximately \$1,951,738 and \$973,280 at September 30, 2005 and 2004, respectively.

(2) Property, Plant and Equipment

	Beginning			Ending
	Balance	Transfers	Transfers	Balance
	October 1,	and	and	September 30,
	<u>2004</u>	<u>Additions</u>	<u>Deletions</u>	2005
Utility Plant in Service - Water	\$ 194,823,853	\$ 5,771,196	\$ -	\$ 200,595,049
Utility Plant in Service - Wastewater	174,628,020	363,631	(1,129,706)	173,861,945
General Fixed Assets	16,999,915	829,317	(3,240,390)	14,588,842
Accumulated Depreciation	(168, 228, 177)	(9,425,507)	-	(177,653,684)
Construction Work in Progress	3,444,858	7,095,858	(1,766,837)	8,773,879
	\$ <u>221,668,469</u>	\$ <u>4,634,495</u>	\$ (6,136,933)	\$ <u>220,166,031</u>

Notes to Financial Statements September 30, 2005 and 2004

(2) Property, Plant and Equipment, Continued

	Beginning			Ending
	Balance	Transfers	Transfers	Balance
	October 1,	and	and	September 30,
	2003	<u>Additions</u>	<u>Deletions</u>	2004
Utility Plant in Service – Water	\$ 192,962,490	\$ 2,275,506	\$ (414,143)	\$ 194,823,853
Utility Plant in Service - Wastewater	173,819,906	808,114	-	174,628,020
General Fixed Assets	16,622,625	377,290	-	16,999,915
Accumulated Depreciation	(157,491,400)	(9,425,878)	(1,310,899)	(168, 228, 177)
Construction Work in Progress	1,864,754	1,956,767	(376,663)	3,444,858
	\$ 227,778,375	\$ (4,008,201)	\$ (2,101,705)	\$ 221,668,469

(3) Accounts Receivable

Accounts receivable at September 30, 2005 and 2004, are as follows:

Constantin	<u>2005</u>	<u>2004</u>
Customers: Private Government	\$ 12,654,327 <u>8,309,060</u>	\$ 17,320,628 8,202,912
Federal agencies GPA	$20,963,387 \\ 451,888 \\ \underline{260,700}$	25,523,540 723,279 286,547
	21,675,975	26,533,366
Less allowance for doubtful receivables: Private Government	(5,171,595) (6,634,434)	(12,273,090) (5,855,815)
	(11,806,029)	(18,128,905)
	\$ <u>9,869,946</u>	\$ <u>8,404,461</u>
Allowance breakdown: Beginning balance	\$ (18,128,905)	\$ (19,594,362)
Less: Accounts written off during the year Recoveries of bad debts Bad debt expense	8,459,706 1,145,511 (3,282,341)	784,289 1,700,104 (1,018,936)
Ending balance	\$ (<u>11,806,029</u>)	\$ (<u>18,128,905</u>)

Substantially all customer accounts receivable are from individuals, companies and government agencies based in Guam.

Notes to Financial Statements September 30, 2005 and 2004

(4) Long-Term Debt

Long-term debt at September 30, 2005 and 2004 is as follows:

	<u>2005</u>	<u>2004</u>
Note payable to Municipal Services Group, Inc., interest at 5.18%, due in semi-annual installments of principal and interest of \$444,499 through July 15, 2007, \$1,172,054 through July 15, 2015 (see note 17).	\$ 15,385,845	\$ -
Note payable to the U.S. Navy, interest at 1.25%, due in monthly installments of principal and interest of \$45,833 through March 2009, \$132,545 through March 2011, and \$264,853 through June 2012, collateralized by real property. (see note 15).	8,012,964	8,626,591
Payable to the Guam Power Authority in settlement of previously unpaid balances, interest at 4.33%, payable in monthly principal and interest installments of \$212,899 through 2010.	11,747,272	13,313,861
Total long-term debt Less current portion	35,146,081 (2,651,519)	21,940,452 (2,463,578)
	\$ <u>32,494,562</u>	\$ <u>19,476,874</u>

As of September 30, 2005, future maturities of long-term debt are as follows:

Year ending September 30,	Principal	Interest	Total <u>Debt Service</u>
2006	\$ 2,651,519	\$ 1,342,264	\$ 3,993,783
2007	2,755,154	1,238,629	3,993,783
2008	4,337,181	1,111,711	5,448,892
2009	4,947,382	920,305	5,867,687
2010	6,119,397	698,746	6,818,143
2011 –2014	12,079,361	$\begin{array}{r} 1,472,067 \\ \underline{88,023} \end{array}$	13,551,428
2015	_2,256,087		2,344,110
	\$ <u>35,146,081</u>	\$ <u>6,871,745</u>	\$ <u>42,017,826</u>

Long-term debt includes invoices financed by IBM Credit Corporation (ICC) under a \$3.5 million line of credit. The purpose of the credit line is for the preapproved purchase, installation and upgrades of GWA's accounting and operating software and hardware systems, technical training and support of such systems, and related expenses. On June 4, 2001, ICC restructured 100% of the outstanding balance of credit line due to nonpayment under existing terms. GWA adhered to the restructured plan until January 2002. On June 21, 2002, GWA was officially in default on its line of credit agreement. Beginning March 2003 to May 2003, GWA made payments to ICC based on the June 2001 restructured terms. In May 2003, ICC restructured 100% of the remaining balance. The credit line has been fully paid as of September 30, 2004.

Notes to Financial Statements September 30, 2005 and 2004

(4) Long-Term Debt, Continued

The following summarizes movements in GWA's non-current liabilities for the years ended September 30, 2005 and 2004:

	Outstanding September 30, 2004	<u>Increases</u>	<u>Decreases</u>	Outstanding September 30, 2005	<u>Current</u>	Noncurrent
Long-term debt	\$ -	\$ 15,385,845	\$ -	\$ 15,385,845	\$ 93,204	\$ 15,292,641
Guam Power	*					
Authority	13,313,861	-	1,566,589	11,747,272	2,107,171	9,640,101
U.S. Navy	8,626,591	-	613,627	8,012,964	451,144	7,561,820
Employee annual leave	1,045,659	_	105,723	939,936	327,889	612,047
Retirement fund	, ,		ŕ			
deferred						
contributions	4,376,883	-	183,164	4,193,719	-	4,193,719
DCRS sick leave	217.069	14 040		331,916		331,916
liability Other liabilities	317,068	14,848 302,772	-	466,694	-	466,694
Other habilities	163,922			400,024		400,021
	\$ <u>27,843,984</u>	\$ <u>15,703,465</u>	\$ <u>2,469,103</u>	\$ <u>41,078,346</u>	\$ 2,979,408	\$ <u>38,098,938</u>
	Outstanding September 30,			Outstanding September 30,		
	2003	Increases	Decreases	2004	Current	Noncurrent
Guam Power	2005	mercuses				
Authority	\$ 15,190,311	\$ -	\$ 1,876,450	\$ 13,313,861	\$ 2,018,035	\$ 11,295,826
U.S. Navy	9,000,000	-	373,409	8,626,591	445,543	8,181,048
IBM	484,129	-	484,129	-	-	, -
Employee annual						
leave	1,404,097	-	358,438	1,045,659	384,690	660,969
Retirement fund						
deferred	2.476.220	1 000 562		4,376,883		4,376,883
contributions DCRS sick leave	2,476,320	1,900,563	-	4,370,883	-	4,570,005
liability	286,484	30,584	_	317,068	_	317,068
Other liabilities	314,574	-	150,652	163,922	-	163,922
Smor macininos						
	\$ <u>29,155,915</u>	\$ <u>1,931,147</u>	\$ <u>3,243,078</u>	\$ 27,843,984	\$ <u>2,848,268</u>	\$ <u>24,995,716</u>

(5) Employees' Retirement Plan

Employees of GWA hired before September 30, 1995 are under the Government of Guam Employees' Retirement System (a defined benefit, contributory pension plan). Employees hired after September 30, 1995, are members of the Defined Contribution Retirement System (DCRS). Until December 31, 1999, those employees who are members of the defined benefit plan with less than 20 years of service at September 30, 1995, had the option to switch to the Defined Contribution Retirement System.

Notes to Financial Statements September 30, 2005 and 2004

(5) Employees' Retirement Plan, Continued

The Defined Benefit Plan and the DCRS are administered by the Government of Guam Retirement Fund, to which GWA contributes based upon a fixed percentage of the payroll for those employees who are members of the Plan.

As a result of actuarial valuations performed as of September 30, 2003, 2002 and 2001 (applicable to fiscal year 2005, 2004 and 2003, respectively), contribution rates for the years ended September 30, 2005, 2004 and 2003, respectively, have been determined as follows:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Normal costs (% of DB Plan payroll) Unfunded liability costs (% of total payroll)	18.30% 19.93%	17.66% 16.23%	16.42% 22.94%
	38.23%	33.89%	39.36%
Employee contributions (DB Plan employees)	9.50%	9.50%	<u>9.50</u> %
	28.73%	24.39%	29.86%
Agency specific adjustments	%	%	<u>2.68</u> %
Government contribution as a % of DB Plan payroll	<u>28.73</u> %	<u>24.39</u> %	<u>32.54</u> %
Government contribution as a % of total payroll	<u>24.89</u> %	<u>20.81</u> %	<u>29.25</u> %

Statutory contribution rates for employer and employee contributions were 20.81% and 9.5%, respectively, of qualifying payroll for both of the years ended September 30, 2005 and 2004.

The plan utilized the actuarial cost method termed "entry age normal". Significant actuarial assumptions are as follows:

	2003	2002
	Actuarial Valuation	Actuarial Valuation
Interest rate and rate of return	7.0%	7.5%
Payroll increases	3.5%	4.5%
Salary increases	4.0% - 8.5%	4.0% - 8.5%

The actuarial valuation performed as of September 30, 2003, did not provide a breakdown of actuarial present value of vested and non-vested accumulated plan benefits by sponsor or net assets available for benefits by sponsor. If the actuarial valuation were performed for GWA as a separate sponsor, the accrued unfunded liability at September 30, 2005 and 2004 may be materially different than that recorded in the accompanying financial statements.

Contributions into the DCRS by members are based on an automatic deduction of 5% of the member's regular base pay. The contribution is periodically deposited into an individual annuity account within the DCRS. Employees are afforded the opportunity to select from different annuity accounts available under the DCRS.

Notes to Financial Statements September 30, 2005 and 2004

(5) Employees' Retirement Plan, Continued

Statutory employer contributions into the DCRS for the years ended September 30, 2005 and 2004 are determined using the same rate as the DB plan. Of the amount contributed by the employer, only 5% of the member's regular base pay is deposited into the member's individual annuity account. The remaining amount is contributed towards the unfunded liability of the defined benefit plan.

Members of the DCRS who have completed five years of government service, have a vested balance of 100% of both member and employer contributions plus any earnings thereon.

Public Law 26-86 allows members of the Defined Contribution Retirement System to receive a lump sum payment of one-half of their accumulated sick leave upon retirement. Management recorded an estimated liability of \$331,916 and \$317,068 at September 30, 2005 and 2004, respectively, for benefits to be payable under Public Law 26-86.

Retirement expense for the years ended September 30, 2005, 2004 and 2003 is as follows:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Cash contributions and accruals	\$ 4,696,784	\$ 2,835,588	\$ 2,963,017
(Decrease) increase in accrued unfunded liability to the retirement fund	_(183,164)	1,900,563	1,263,158
	\$ <u>4,513,620</u>	\$ <u>4,736,151</u>	\$ <u>4,226,175</u>

(6) Real Estate Properties Transferred by Government of Guam

The Government of Guam, pursuant to Public Law 23-119, assigned to GWA various real estate properties under GWA's administration. As of September 30, 2005 and 2004, the properties have not been recognized in the financial statements pending completion of formal transfer proceedings.

(7) Agreements with the United States Navy

Pursuant to a Memorandum of Agreement, the United States Navy supplies water through its water system to GWA for distribution and resale to non-military customers. Total purchases from the U.S. Navy for the years ended September 30, 2005 and 2004 are \$4,531,722 and \$3,280,492, respectively.

(8) Commitments and Contingencies

Claims

Due to the nature of its operations, GWA is subject to various claims by private and governmental customers and vendors for various alleged losses. Because an estimate of the amount or range of potential loss cannot be determined at this time, no provision for any liability that may result from such claims has been made in the financial statements.

Notes to Financial Statements September 30, 2005 and 2004

(8) Commitments and Contingencies, Continued

Self Insurance

GWA has adopted a policy of self-insuring potential risks relative to its property, plant and equipment. GWA has not purchased insurance relative to its property, plant and equipment, and no other risks are insured. GWA is of the opinion that it has suffered no material losses in the past three years related to damages to its utility plant-in-service.

Contract Commitments

Contract commitments in connection with projects currently in construction amount to approximately \$1,951,738 at September 30, 2005.

Medicare

The Government of Guam and its component units, including GWA, began withholding and remitting funds to the U.S. Social Security System for the health insurance component of its salaries and wages effective October 1998. Prior to that date, the Government of Guam did not withhold or remit Medicare payments to the U.S. Social Security System. If the Government is found to be liable for Medicare payments on salaries and wages prior to October 1998, an indeterminate liability could result. It has been the practice of GWA and all other component units of the Government of Guam that payment of this health insurance component is optional prior to October 1998. Therefore, no liability for any amount which may ultimate arise from this matter has been recorded in the accompanying financial statements.

Single Audit Ouestioned Costs

GWA undergoes annual compliance audits to satisfy federal grantor requirements. Cumulative questioned costs of \$115,000 exist from these audits as of September 30, 2005. The questioned costs will be resolved by the applicable grantor and due to GWA's inability to predict the ultimate outcome of this matter, no provision for any liability, if any, that may result from this matter has been made in the accompanying financial statements.

Stipulated Order

In or about December 2002, the United States Government filed a complaint against the Guam Waterworks Authority and the Government of Guam for alleged violations under the Federal Clean Water Act (CWA) and the Safe Drinking Water Act (SDWA). Because of GWA's non-compliance with the National Primary Drinking Water Regulations, the U.S. Government is seeking both civil penalties and injunctive relief to address such non-compliance. Both GWA and the U.S. Government of Justice, Environmental and Natural Resources Division mutually agreed in the form of Stipulated Order to resolve the violation issues.

On June 5, 2003, Stipulated Order for Preliminary Relief was filed before the District Court of Guam. The Stipulation requires implementation of short-term projects and initial planning measures by GWA. GWA is required to submit a final financial plan in the Master Plan that generates sufficient revenue to cover the cost of all compliance activities and deliverables required by the Stipulated Order for Preliminary Relief, as well as any other anticipated expenses, including any measures necessary to ensure compliance with the CWA and the SDWA and costs related to the infrastructure improvements identified in the Master Plan.

Notes to Financial Statements September 30, 2005 and 2004

(8) Commitments and Contingencies, Continued

Stipulated Order, Continued

GWA has entered into a long-term agreement to purchase a minimum of 3 to 4 million gallons per day of potable water at \$1.57 per 1,000 gallons for a period of 20 years. If GWA decides to terminate the agreement, GWA must pay a fixed termination fee.

Typhoon Pongsona

In 2003, GWA incurred additional expenses related to Typhoon Pongsona amounting to approximately \$1.67 million. GWA may be able to receive reimbursement for this amount from the federal government. While management is currently in negotiations to obtain reimbursements, these costs have been expensed as incurred.

(9) Cash and Cash Equivalents

For purposes of the statements of net assets and the statements of cash flows, cash is defined as cash deposits in banks and time certificates of deposit with initial maturities of three months or less.

Bank balances of demand and time deposit accounts held in the name of GWA totaled \$21,010,527 and \$4,066,678 as of September 30, 2005 and 2004, respectively, of which \$452,570 and \$405,812 were insured by the Federal Deposit Insurance Corporation and the remaining balances were uninsured and uncollateralized. In addition, \$4,000 was held on hand for the exchange fund and petty cash as of September 30, 2005 and 2004. Restricted cash on hand consists of cash received for specific capital projects and for bond indenture related accounts. At September 30, 2005, total restricted cash amounted to \$19,678,357.

The current restricted cash amounted to \$4,145,701 and \$165,129 as of September 30, 2005 and 2004, respectively. The noncurrent restricted cash amounted to \$15,532,656 and \$0 as of September 30, 2005 and 2004, respectively.

The composition of current and noncurrent restricted cash is as follows:

		<u>2005</u>	<u>2004</u>
Current restricted:	\$	166,067	\$ 165,129
Capital projects Operation and maintenance	Ψ	1,240,985	ψ 103,12 <i>3</i>
PUC surcharge		2,025,482	_
Navy surcharge		404,089	-
Earth Tech		252,012	-
Meter reserve		6,832	-
Escrow account		50,234	
		4,145,701	165,129
Noncurrent restricted:			
Debt service related		1,342,087	-
Capital acquisition related		13,246,501	-
CIP reserve fund		944,068	
		15,532,656	
Total restricted cash	\$	19,678,357	\$ <u>165,129</u>

Notes to Financial Statements September 30, 2005 and 2004

(10) Other Matters

On December 31, 1989, the Government of Guam issued general obligation Water System Revenue Bonds, Series 1989, in the amount of \$49,190,000. The bonds have been issued for the purpose of expanding and improving the existing water system of the Government operated by GWA. The bond obligation is recognized on the books of the Government of Guam and is not reflected as a liability of GWA.

(11) New Accounting Principles

GWA implemented GASB Statement No. 40, Deposit and Investment Risk Disclosures (an amendment of GASB Statement No. 3) and GASB Statement No. 42, Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries for the year ended September 30, 2005. Implementation of these Statements did not have a material effect on GWA's financial statements.

GWA will be implementing GASB Statement No. 47, Accounting for Termination Benefits for the year ended September 30, 2006. GWA has not evaluated the financial statement impact of GASB No. 47.

(12) System Development Fund

Public Law 19-47 created the Water and Sewer Development Fund that authorized GWA to establish and implement a water and sewer system development charge schedule, which assesses a charge on each user who connects for the first time from any property onto the island's water or wastewater system, or to each builder if the density of development connected to the system is increased. Thus, such charge schedule takes into account any existing infrastructure on the property, present and future user demands, requirements for water and/or sewer services and installation of infrastructure to be done by the builder.

The Fund shall be expended only for expanding, upgrading or repairing water and wastewater facilities on Guam. Such restricted cash is placed in various savings and time certificate of deposit accounts. In 2005 and 2004, the net change in Water and Sewer Development Fund equaled \$938 and \$731, respectively. The changes represent transfers from and transfers to the unrestricted fund, respectively, for the purposes previously mentioned in this note.

(13) Contributions Received

Contributions received by GWA during the years ended September 30, 2005 and 2004, are as follows:

Grants from U.S. Government:	<u>2005</u>	<u>2004</u>
Received from the Environmental Protection Agency	\$ 2,836,249	\$ 328,078
Received from the Federal Emergency Management Agency	81,128	<u>269,020</u>
Other contributions:	\$ <u>2,917,377</u>	\$ <u>597,098</u>
Proceeds received through refinancing of Water Bond	\$ <u>1,110,561</u>	\$ <u>578,754</u>

Notes to Financial Statements September 30, 2005 and 2004

(14) Accrued Supplemental/COLA Annuities

As required by Public Law 26-35, as amended by Public Law 26-49 and 27-29 thereafter, GWA must pay to the Government of Guam Retirement Fund certain supplemental benefits paid to retirees. The supplemental benefits derive from an annual appropriation by the Guam Legislature and do not relate to covered Plan benefits. GWA's regulator has determined that payment of this liability will not be a recoverable cost. GWA has not been able to initiate litigation to resolve this matter. Therefore, GWA is currently unable to predict when the accrued balance will be paid.

(15) PUC Surcharge

The Public Utilities Commission ordered an 11.5% regulatory surcharge effective for meters read after October 1, 2001, to enable GWA to retire its obligations to both Guam Power Authority (GPA) and the Guam Telephone Authority (GTA). The order stipulated that monthly payments be made to both GPA and GTA. Payments to GPA should be no less than \$75,000 per month, after the required \$50,000 payment to GTA, payment of the PUC's annual administrative assessments and payment of PUC invoices in excess of 60 days.

On May 9, 2002, the Guam Legislature passed Public Law 26-81. The Law established a one-year moratorium of the 11.5% surcharge, wherein GWA was prohibited for the moratorium period from any further billings of the surcharge. Additionally, in order for GWA to pay its debt to GPA, the law appropriated \$2.75 million to GWA from a bond re-financing. In May 2003, the one year moratorium expired and proceeds from the renewed surcharge have gone toward GWA's obligation to GPA and effective October 2003, also to the obligation to the U.S. Navy.

(16) Related Party Transactions

GWA receives electrical and administrative services from Guam Power Authority (GPA), a component unit of the Government of Guam also governed by the CCU. Electricity purchases from GPA for the years ended September 30, 2005 and 2004 were \$8,820,481 and \$8,688,115, respectively, and GWA was also charged \$116,871 and \$341,189, respectively, for administrative services provided by GPA. In addition, GWA has a long-term debt of \$11,747,272 and \$13,313,861 due to GPA at September 30, 2005 and 2004, respectively (see note 4).

(17) Subsequent Events

In January 2006, GWA issued a bond in the amount of \$101,175,000 for the purpose of funding capital improvements to GWA's water and wastewater systems, refinancing certain outstanding obligations of GWA, and financing new water meters. Interest on the bond is payable on January 1 and July of each year, commencing January 1, 2006. Interest accrues on a 360 day year twelve 30-day months. The bond matures on July 1, 2035.

GWA fully paid the debt to Municipal Services Group, Inc. (MSG) through the above debt issuance. As a result, MSG has indicated that it may make a claim against GWA in connection with the investment earnings on the Acquisition Fund for the Certificates of Participation 2005 Services relative to financing the purchase and installation of GWA's water meters. No provision has been recorded in the accompanying financial statements for any liability, if any, that may result from the matter as it is management's position that no claim will ultimately be asserted.

In March 2006, GWA terminated the long-term agreement set forth in note 8, Stipulated Order.

Schedule 1 Schedule of Equalization of Net (Income) Loss Years Ended September 30, 1990 through 2005

Equalization of net (income) loss	Effect of unfunded pension liability	Less other operating revenues recognized in 1999 attributable to prior years	Less transfers from GovGuam	Net (income) loss	
\$ (236,469)	183,164		1,110,561	\$ (1,530,194) \$	2005
\$ 487,423	(1,900,563)		578,754	\$ 1,809,232 \$	2004
\$ (236,469) \$ 487,423 \$ 6,887,174 \$ 17,649,900 \$ 3,386,481 \$ 9,774,610 \$ 14,967,359 \$ 21,026,777	(1,263,158)		748,109		2003 (As Restated)
\$ 17,649,900 \$	77,489	•	2,859,524	7,402,223 \$ 14,712,887 \$	2002
3,386,481 \$	(52,940)		2,800,388	639,033 \$	2001
9,774,610 \$	(155,899)			639,033 \$ 9,930,509 \$ 9,756,403 \$ 20,589,668 \$	2000
14,967,359 \$	927,990	4,282,966	•	9,756,403 \$	1999
21,026,777 \$	437,109				1998 (1)
8,485,831 \$	(3,516,573)			12,002,404 \$	1997 (1)
24,951,703 \$	3,926,422		18,538,800	12,002,404 \$ 2,486,481 \$	1996 (1)
8,485,831 \$ 24,951,703 \$ 30,041,530 \$ 26,777,565 \$ 27,244,933 \$ 30,363,217 \$ 22,419,358 \$ 21,730,882	5,053		22,743,010	7,293,467	1995 (1)
26,777,565 \$	(278,750)		16,136,274	10,920,041 \$	1994 (1)
27,244,933 \$	(784,801)		24,959,972	3,069,762 \$	1993 (1) 1992 (1)
30,363,217 \$	(1,478,412)		27,447,270	4,394,359 \$	1992 (1)
22,419,358 \$	(1,389,512)		22,064,351	1,744,519 \$	1991 (1)
21,730,882	(2,346,147)		24,009,417	67,612	1990 (1)

⁽¹⁾ This information is extracted from prior Government of Guam general-purpose financial statements.

Schedule 2 Schedule of Certain Operating and Maintenance Expenses Years Ended September 30, 2005 and 2004

	_	2005	. <u>-</u>	2004
Salaries and wages:				
Regular, differential and hazardous pay	\$	6,583,666	\$	7,813,121
Pension costs	•	4,513,620	*	4,736,151
Overtime pay		478,233		339,061
Sick leave		14,848		30,584
Total salaries and wages	\$_	11,590,367	\$_	12,918,917
Employees at end of year		235		242
Administrative and general:				
Materials and supplies	\$	2,033,352	\$	1,047,976
Bad debts		3,282,341		1,018,936
Chemicals		542,074		446,517
Public Utility Commission		350,403		339,345
Transportation		459,021		267,375
Communications		85,449		110,804
Liability claims		296,820		85,732
Advertising		46,735		53,776
Regulatory expense		-		33,260
Miscellaneous	_	178,498	_	149,299
Total administrative and general	\$_	7,274,693	\$_	3,553,020
Contractual:				
Equipment rental	\$	994,720	\$	1,007,267
Labor, materials and others		941,426		952,489
Testing		282,257		218,204
Accounting		121,137		205,979
Legal		(11,935)		94,657
Engineering		_	-	56,668
Total contractual	\$ _	2,327,605	\$_	2,535,264
Other expense:				
Privatization	\$	1,212,984	\$	125,675
Other		336,323		20,830
	\$ _	1,549,307	\$_	146,505

Schedule 3 Schedule of Cash Flows Indicating Financing Method Year Ended September 30, 2005

Cash flows provided by operating activities Less nonpayment to GPA for 2005 expenses	\$ 7,803,556
Cash flows if all GPA expenses for 2005 were paid	7,803,556
Cash flows used for acquisition of utility plant, net of contributed capital received	 (3,894,506)
Cash flows if GPA were fully paid and if utility plant were built, net of contributed capital received	\$ 3,909,050

Schedule 4 Schedule of Construction Work in Progress Year Ended September 30, 2005

Project Title	Туре	Ending Balance 2004	Additions and Transfers	Close out to FA FY2005	Ending Balance 2005
Talofofo/Windward Hills Water System Agat/Santa Rita Sewer System Leyang South Barrigada Ordot/Chalan Pago 2B Watershed Master Plan All Others	Water Wastewater Wastewater Wastewater Water Water Water/Wastewater	373,172 \$ 302,212 628,963 600,461 467,215 1,072,835	116,244 1,650,408 21,881 2,472,078 2,835,247	(373,172) \$ (1,393,665) (1,766,837) \$	418,456 2,279,371 622,342 2,939,293 2,514,417

REVENUE AND EXPENSE COMPARISON

