

Narragansett Bay Commission

A Component Unit of the State of Rhode Island

Comprehensive Annual Financial Report Fiscal Year Ended June 30, 2011

Prepared by: The Division of Administration and Finance of the Narragansett Bay Commission



Photo: View of boats on Narragansett Bay

Narragansett Bay Commission's Mission Statement

"The mission of the Narragansett Bay Commission is to maintain a leadership role in the protection and enhancement of water quality in Narragansett Bay and its tributaries by providing safe and reliable wastewater collection and treatment services to its customers at a reasonable cost."



Photo: Sunset on Narragansett Bay

NARRAGANSETT BAY COMMISSION COMPREHENSIVE ANNUAL FINANCIAL REPORT For the Fiscal Year Ended 2011

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Comprehensive Annual Financial Report

Introductory Section

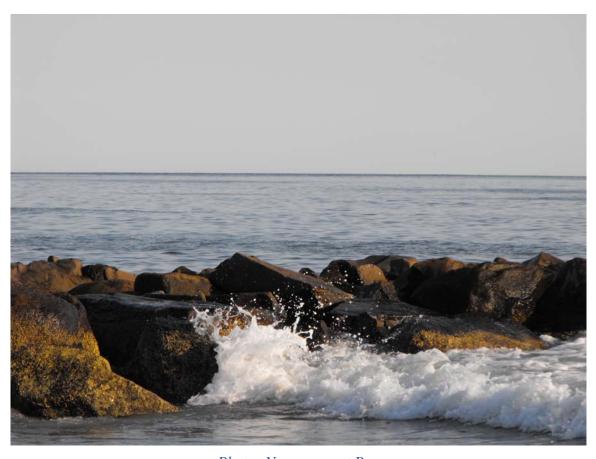


Photo: Narragansett Bay

The Narragansett Bay Commission One Service Road Providence, Rhode Island 02905

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http://www.narrabay.com



Vincent J. Mesolella Chairman

Raymond J. Marshall, P.E. Executive Director

September 20, 2011

To the Chairman and the Commissioners of the Narragansett Bay Commission:

We are pleased to submit the Comprehensive Annual Financial Report (CAFR) for the Narragansett Bay Commission (NBC) for the fiscal year ended June 30, 2011. The purpose of the report is to provide a broad financial picture of the NBC to the Board of Commissioners, NBC's customers, the public, and other interested parties.

State law requires that every component unit of the State of Rhode Island publish a complete set of audited financial statements within three months of the close of each fiscal year. This report is published to fulfill that requirement for the fiscal year ended June 30, 2011.

This Comprehensive Annual Financial Report (CAFR) was prepared by the NBC's staff following guidelines set forth by the Governmental Accounting Standards Board (GASB). Management assumes full responsibility for the completeness and reliability of the information contained in this report, based upon a comprehensive framework of internal control that it has established for this purpose. Because the cost of internal control should not exceed anticipated benefits, the objective is to provide reasonable, rather than absolute, assurance that the financial statements are free of any material misstatements.

Bacon & Company CPA's LLC have issued an unqualified ("clean") opinion on the NBC's financial statements for the year ended June 30, 2011. The independent auditor's report is located in the front of the financial section of this report.

Management's discussion and analysis (MD&A) immediately follows the independent auditor's report and in a narrative form provides an introduction, overview, and analysis of the financial statements. The MD&A complements and should be read in conjunction with this letter of transmittal.

PROFILE OF NARRAGANSETT BAY COMMISSION

The NBC is a non-profit public corporation established in 1980 by an act of the Rhode Island Legislature. The NBC was created for purposes of acquiring, operating and upgrading the metropolitan Providence wastewater collection and treatment facilities. On June 27, 1991, the Governor of the State of Rhode Island signed into law legislation mandating the merger of the NBC and the former Blackstone Valley District Commission (BVDC). The merger became effective on January 1, 1992.

The NBC is a component unit of the State of Rhode Island for financial reporting purposes. Accordingly, the financial statements of the NBC will be included in the State of Rhode Island's annual financial report.

A 19-member Board of Commissioners (Board) governs the NBC. The Board represents the municipalities in the service area, and also includes ten gubernatorial appointments. Empowered with responsibilities that range from ensuring that the NBC operates a balanced budget to approving contracts for improving and sustaining the treatment facilities and wastewater collection system, the Board meets monthly to guide the direction of the NBC.

In addition, the NBC's Citizen Advisory Committee (CAC) is a diverse group of dedicated individuals, representing municipalities throughout the NBC's service area, industrial and residential users, environmental organizations and the general public. The CAC also advises the Board on matters pertaining to sewer usage fees, sewer construction, pretreatment, public awareness and education.

The NBC prepares its operating budget on a modified cash basis. Accordingly, certain non-cash expenses such as depreciation and amortization are not provided for in the operating budget. The budget includes the debt service principal payments on all debt, including debt issued to finance capital projects included in NBC's Capital Improvement Program (CIP).

A line item budget is maintained for each individual section or program. Finance staff reviews the budget versus actual status on a monthly basis. All budget transfers must be approved by the Division Director and the Director of Administration and Finance. The Executive Director notifies the NBC's Finance Committee of these adjustments on a monthly basis. In addition, the Finance Committee reviews and approves the monthly financial statements and the budget versus actual expenses before they are presented at the monthly Board Meeting.

LOCAL ECONOMY

The NBC provides wastewater treatment and collection services to more than 360,000 residents and approximately 7,800 businesses in ten Rhode Island communities in the metropolitan Providence and Blackstone Valley areas. Of the ten member communities that make up the NBC service area, Providence, Pawtucket and North Providence represent more than 72% of the NBC's accounts.

According to the Rhode Island Department of Economic Development, the Rhode Island economy has been shifting from manufacturing and goods producing to services over the last decade. NBC's ten largest customers are in the health, education and governmental services. It should also be mentioned that one of the primary service industries in Rhode Island is tourism, which is largely focused on recreational activities on and around Narragansett Bay.

The State of Rhode Island's Report from the May 2011 Rhode Island Revenue Estimating Conference indicates that, the Rhode Island labor market has pivoted from the cyclical bottom into recovery and "the March 2010 flood events cost the state slightly over 3,000 jobs within the retail and leisure/hospitality employment." The report further states that, "overall, job growth in Rhode Island is expected to lag in both the New England region and the U.S. as a whole in CY 2011. However, the state is projected to return to peak employment levels in late 2014, more than one year after the nation and region."

LONG-TERM FINANCIAL PLANNING

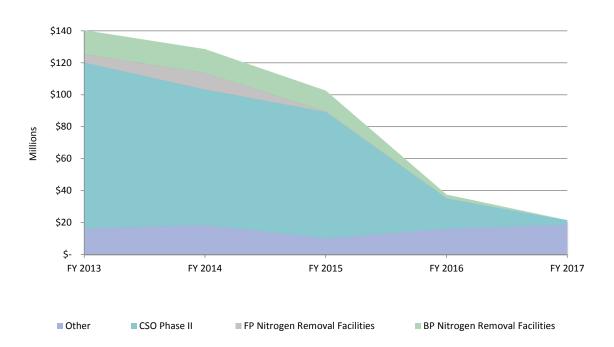
The NBC maintains and updates a long-term financial model in order to project current and future operating and capital requirements. The model is used to develop and support financing strategies that will provide stability and continuity as well as minimize rate increases.

MAJOR INITIATIVES

The NBC's fiscal year 2013 - 2017 Capital Improvement Program (CIP) identifies 51 projects totaling approximately \$430 million either in progress, to be initiated, or to be completed during the fiscal years of 2013 -2017 in addition to \$100 million in expenditures in fiscal year 2012, for a total of approximately \$530 million over the six-year period. Expenditures on these projects are necessary in order to comply with current and future regulatory requirements, take advantage of technological changes, and ensure the integrity of the NBC's infrastructure.

The three major projects included in the CIP are the construction of the Combined Sewer Overflow (CSO) Phase II Facilities, Nitrogen Removal Facilities at the Field's Point Wastewater Treatment Facility (WWTF), and Nitrogen Removal Facilities at the Bucklin Point WWTF. Costs for these three initiatives during the five-year period total \$351 million or more than 82% of this year's CIP. The construction of the Nitrogen Removal Facilities at Field's Point began in FY 2010 at a projected cost of \$72 million. Construction of the CSO Phase II Facilities began in FY 2011 and construction of the Nitrogen Removal Facilities at Bucklin Point is scheduled to begin in FY 2012. NBC's investment in its other infrastructure initiatives is anticipated to remain fairly level in the near future as part of NBC's commitment to maintain its infrastructure. The following graph shows the projected cash flows for NBC's major initiatives and other smaller projects included in the CIP over the next five years.

Expenditures by Major Initiative

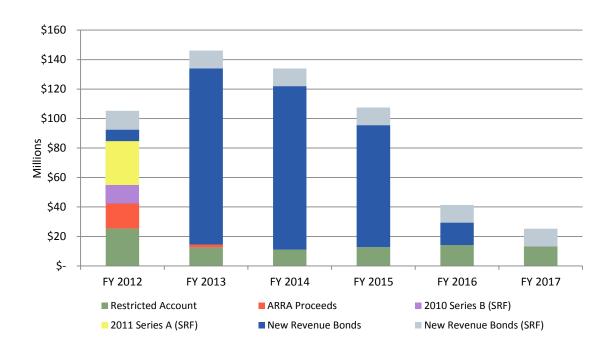


FUNDING OF THE CIP

In FY 2012, NBC plans to fund the CIP with approximately \$42.1 million in unexpended State Revolving Funds (SRF) proceeds borrowed through the Rhode Island Clean Water Finance Agency (RICWFA), \$17.3 million unexpended SRF proceeds that have an American Recovery and Reinvestment Act principal forgiveness component, \$25.3 million in Restricted Funds, and \$0.1 million in Capital Funds. The NBC also plans on borrowing \$12.75 million from the RICWFA and issuing \$7.8 million in revenue bonds.

During the five year period of FY 2013 – 2017 CIP, the NBC plans on issuing \$328.5 million in revenue bonds, making it NBC's largest source of capital. Current borrowing plans also include \$60 million in loans from the RICWFA over the same period. The actual timing and type of debt issuance will be determined based upon cash flows, market conditions, SRF availability and other factors. The graph below illustrates the projected sources of funds for FY 2012 through FY 2017. NBC will rely heavily on revenue bonds to finance to the CIP, with the revenue bond issuance peaking in FY 2013 at more than \$118 million.

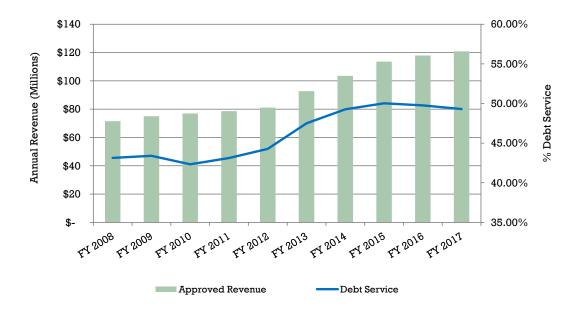
Sources of Funds



IMPACT OF CIP ON DEBT SERVICE

Since the CIP is financed primarily through the issuance of long-term debt, the capital program's primary impact on the operating budget is the payment of the associated principal and interest. Overall, debt service is anticipated to increase from approximately \$34.8 million in FY 2012 to approximately \$59.6 million in FY 2017. The chart on the next page shows debt service as a percentage of projected revenues through FY 2017. Annual debt service as a percentage of total revenue is projected to increase from 44.3% in FY 2012 to 50.0% in FY 2015 and then decline to 49.3% in FY 2017. All debt service projections are based on a number of assumptions including the cash flow estimates outlined in the CIP.

Debt Service vs. Total Revenue



AWARDS AND ACKNOWLEDGEMENTS

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Finance Reporting to the NBC for its CAFR for the fiscal year ended June 30, 2010. This was the ninth consecutive year that the NBC has received this prestigious award. In order to be awarded a Certificate of Achievement, the NBC issued an easily readable and efficiently organized CAFR which satisfies both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe that our current CAFR meets the high standards of the Certificate of Achievement Program's requirement and we are submitting it to the GFOA to determine its eligibility for another certificate.

In addition, the NBC also received the GFOA's Distinguished Budget Presentation Award for its annual budget document for the fiscal year beginning July 1, 2011. The GFOA also awarded NBC Special Capital Recognition. In order to qualify for the Distinguished Budget Presentation award, the budget document had to be judged proficient as a policy document, a financial plan, an operations guide, and a communications device.

The preparation of this report would not have been possible without the efficient and dedicated services of the entire staff of the NBC's Division of Administration and Finance. Credit also must be given to the Chairman and the Board of Commissioners for their unfailing support for maintaining the highest standards of professionalism in the management of the NBC's finances.

Respectfully Submitted,

Raymond Marshall, PE Executive Director

Karen L. Giebink

Director of Administration and Finance

Leah E. Foster, CPA

Controller

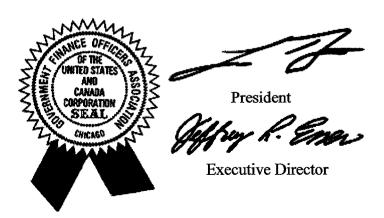
Certificate of Achievement for Excellence in Financial Reporting

Presented to

Narragansett Bay Commission Rhode Island

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended
June 30, 2010

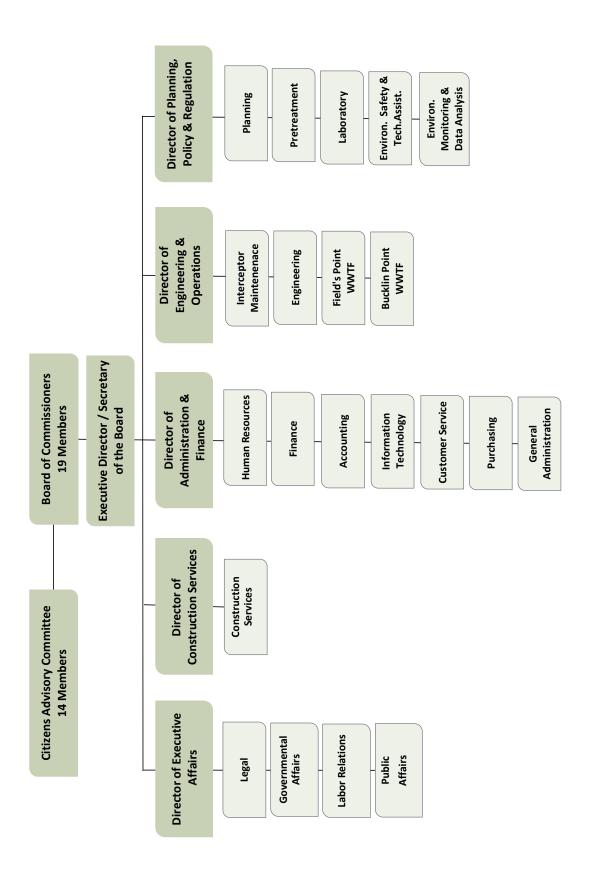
A Certificate of Achievement for Excellence in Financial Reporting is presented by the Government Finance Officers Association of the United States and Canada to government units and public employee retirement systems whose comprehensive annual financial reports (CAFRs) achieve the highest standards in government accounting and financial reporting.

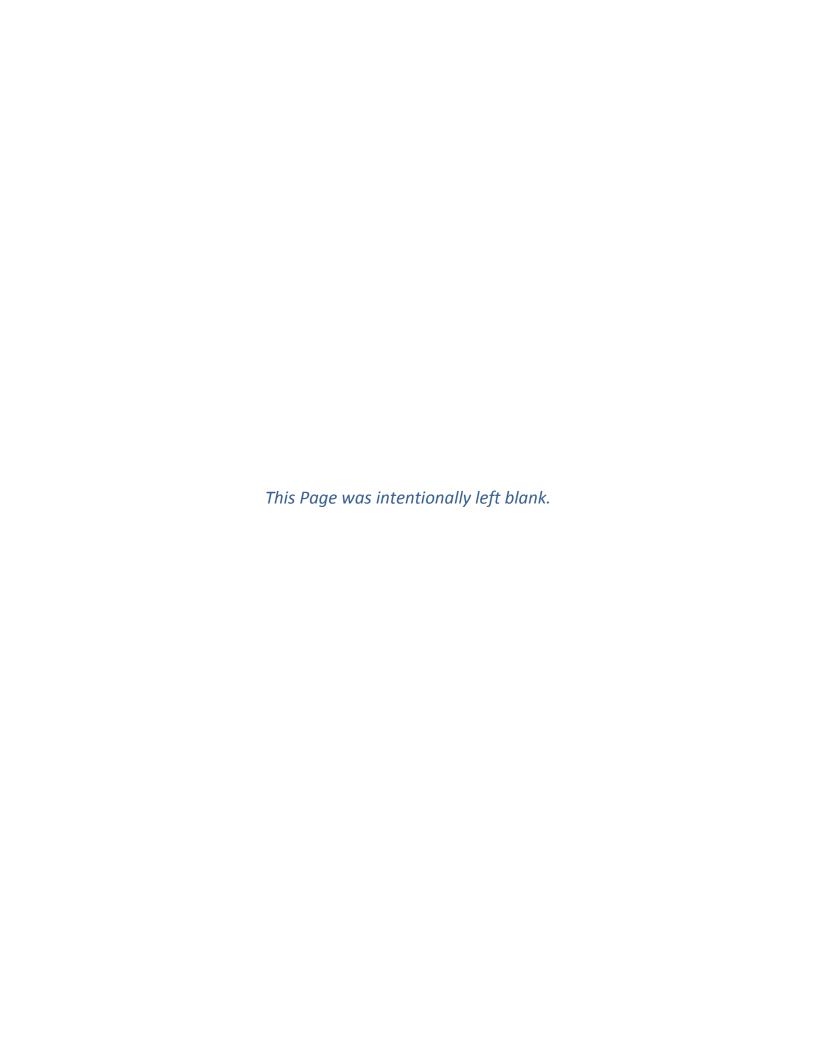


NARRAGANSETT BAY COMMISSION BOARD OF COMMISSIONERS

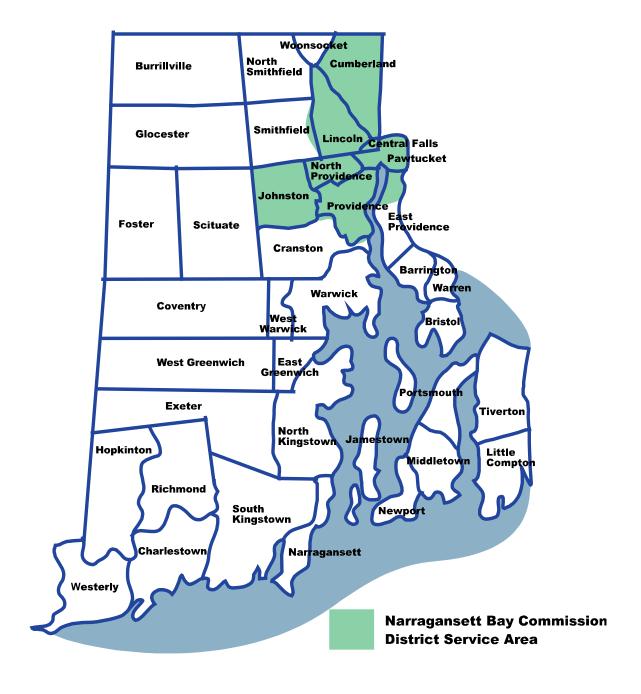
Vincent J. Mesolella, Jr. Chairman
Raymond Marshall, Executive Director and Secretary of the Board
Angelo S. Rotella, Vice Chairman
Robert P. Andrade, Treasurer

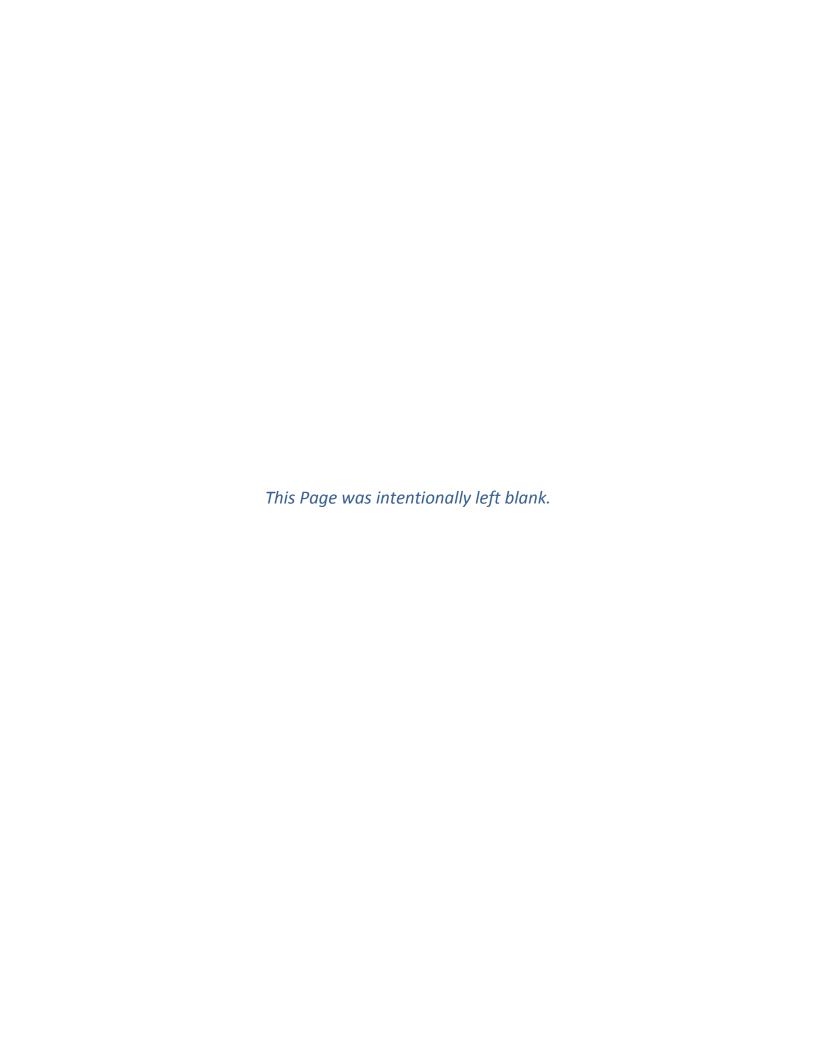
Richard Burroughs Richard Brown Bruce Campbell Mario Carlino Michael DiChiro, Esq Jonathan Farnum Leslie M. Gray, III Ronald Leone Joseph Kimball John MacQueen Joan Milas Alessandro Montanari Alan Nathan Michael A. Salvadore Leo P. Thompson Richard D. Worrell





NARRAGANSETT BAY COMMISSION SERVICE AREA





Comprehensive Annual Financial Report

Financial Section

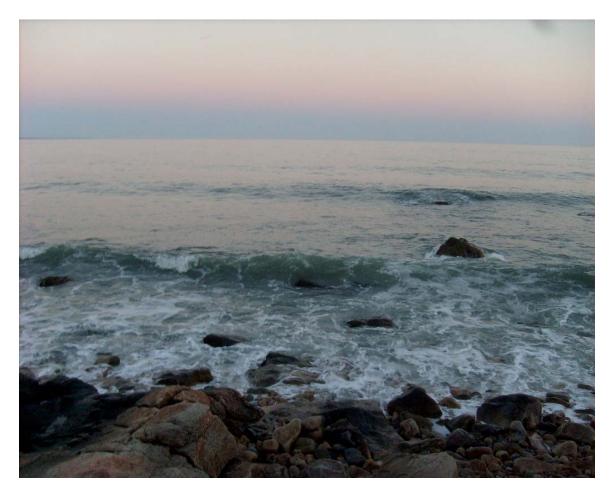


Photo: Narragansett Bay

BACON & COMPANY, LLC CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Board of Commissioners Narragansett Bay Commission Providence, Rhode Island

We have audited the accompanying basic financial statements of the Narragansett Bay Commission (NBC), a component unit of the State of Rhode Island, as of and for the year ended June 30, 2011, as listed in the table of contents. These financial statements are the responsibility of NBC's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to previously present fairly, in all material respects, the financial position of NBC as of June 30, 2011, and the changes in its financial position and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated September 20, 2011 on our consideration of NBC's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, 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.

The Management's Discussion and Analysis and supplementary pension information on pages 13 through 19 and pages 46 through 47 are not a required part of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted primarily 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 audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise NBC's basic financial statements. The Introductory Section, the schedule of expenses – budget to actual, the combining schedule of net assets and the combining schedule of revenues, expenses and changes in net assets, the Statistical Section, the schedule of expenditures of federal awards and the schedule of travel expenses are presented for purposes of additional analysis and are not a required part of the basic financial statements. The schedule of expenses – budget to actual, the combining schedule of net assets, the combining schedule of revenues, expenses and changes in net assets, the schedule of expenditures of federal awards and the schedule of travel expenses have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects, in relation to the basic financial statements as a whole. The Introductory and Statistical Sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on them.

Warwick, Rhode Island September 20, 2011

Bacm & Company, SdC

MANAGEMENT'S DISCUSSION AND ANALYSIS

Our discussion and analysis of Narragansett Bay Commission's financial performance provides an overview of NBC's financial activities for the fiscal year ended June 30, 2011. It should be read in conjunction with the transmittal letter beginning on page 1 and NBC's basic financial statements, which begin on page 20.

FINANCIAL STATEMENTS

Our discussion and analysis is intended to serve as an introduction to the NBC's basic financial statements, which consist of the financial statements and notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements.

The financial statements report information about the NBC based upon an accrual accounting method similar to those used by private sector companies. The financial statements include a Statement of Net Assets; Statement of Revenues, Expenses, and Changes in Net Assets; Statement of Cash Flows; and Notes to the Financial Statements.

The Statement of Net Assets presents the financial position of the NBC on the accrual basis of accounting, with the exception of fine assessments and monitoring fees that are recorded on a cash basis. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the NBC is improving or deteriorating.

All the current year's revenues and expenses are accounted for in the Statement of Revenues, Expenses, and Changes in Net Assets. This statement measures the success of the NBC's operations over the past year and can be used to determine whether the NBC has successfully recovered all its costs through its user fees and other charges.

The final required financial statement is the Statement of Cash Flows. The purpose of this statement is to provide information about the changes in cash and cash equivalents, resulting from operating, capital and related financing, noncapital financing, and investing activities. This statement presents cash receipts and cash disbursement information, without consideration of the earnings event, when an obligation arises, or depreciation of assets.

The notes to the financial statements provide additional information that is essential for a full understanding of the data provided in the statements. The notes to the financial statements can be found on pages 25-45 of this report.

FINANCIAL HIGHLIGHTS

The NBC's financial condition is strong and the NBC's performance for the current year exceeded the budget. The following are the key financial highlights:

 The assets of NBC exceeded its liabilities at the close of the most recent fiscal year by \$353,234,303 (total net assets). Of this amount, \$71,793,204 (unrestricted net assets) may be used to meet NBC's ongoing obligations.

- Operating revenues increased by \$4,138,526 during 2011 compared to 2010.
- Operating expenses increased by \$655,539 during 2011 compared to 2010.
- The total change in net assets was \$25,247,402, an increase of \$2,186,279 over the prior year.
- Debt Service Coverage calculated as gross revenue, less operating expenses exclusive of depreciation and amortization, divided by total debt service was 147% for fiscal year 2011, exceeding the 125% debt service coverage level recommended by credit rating agencies.

FINANCIAL ANALYSIS

Net assets over time may serve as a useful indicator of a government's financial position. In the case of NBC, assets exceeded liabilities by \$353,234,303 as of June 30, 2011. This represents an increase in total net assets of \$25,247,402 or 7.7% from FY 2010 and demonstrates that the financial position of NBC is improving.

The largest portion of the NBC's net assets, 80%, reflects its investment in capital assets (e.g., land, buildings, equipment, and capital projects) less any related debt used to acquire those assets that is still outstanding. The NBC uses these capital assets to provide wastewater treatment and collection services to its customers. Consequently, only the unrestricted net assets are available for future spending. Although the NBC's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

Condensed Statement of Net Assets

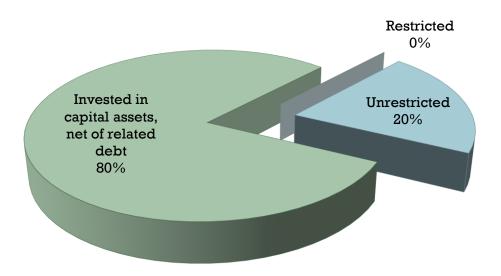
	2011		2010
Current assets	\$ 28,650,164	\$	27,774,421
Restricted assets	51,193,624		43,822,873
Capital assets (net)	705,115,563		673,356,083
Other assets	 5,901,172		5,850,851
Total assets	790,860,523		750,804,228
Current liabilities	35,393,330		30,932,827
Noncurrent liabilities	 402,232,890		391,884,500
Total liabilities	437,626,220		422,817,327
Invested in capital assets, net of related debt	281,322,303		264,347,077
Restricted	118,796		146,170
Unrestricted	 71,793,204		63,493,654
Total net assets	\$ 353,234,303	\$	327,986,901

The table on the previous page reflects an increase in Current assets of \$875,743 from FY 2010 to FY 2011. This increase is driven by the increase of cash and cash equivalents. There is also a significant increase in Capital assets (net) of \$31,759,480 from FY 2010 to FY 2011. This increase is the result of substantial progress that NBC made in FY 2011 on the initiatives identified in the Capital Improvement Program (CIP).

In FY 2011, the NBC shows restricted assets of \$51,193,624. Of this amount \$118,796 is restricted for future environmental enforcement activities in accordance with Rhode Island General Law Section 46-25-38.1. These funds are held in a restricted cash account and are reflected as a restricted net asset. In addition, \$34,890,995 is restricted cash for future debt service and debt service coverage in accordance with the Report and Order of the Rhode Island Public Utilities Commission (PUC) as well as the Trust Indenture. As of June 30, 2011, the NBC's restricted cash account for future acquisition and construction of capital assets had a balance of \$16,183,833 which is an \$8,030,196 increase from FY 2010.

In 2011, the noncurrent liabilities increased by \$10,348,390. This is the net result of the draw down from the proceeds of the long-term borrowings from the Rhode Island Clean Water Finance Agency (RICWFA) and debt service principal payments during FY 2011.

Net Assets
As of June 30, 2011

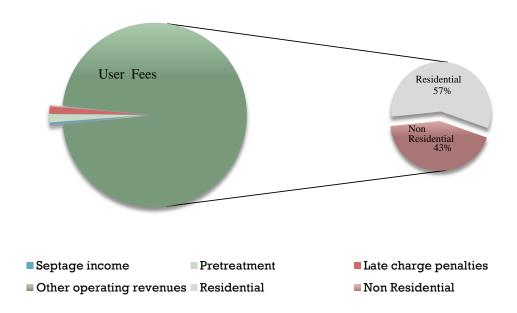


Condensed Statement of Revenues, Expenses and Changes in Net Assets

	2011		2010
Operating Revenues			
User fees	\$ 73,412,706		69,224,415
Pretreatment	1,109,709		1,114,004
Septage income	293,718		380,579
Late charge penalties	951,351		901,619
Other operating revenues	145,091		153,432
Nonoperating revenue	341,698	<u> </u>	608,437
Total revenue	76,254,273		72,382,486
Operating Expenses			
Personnel services	18,751,300		18,767,282
General and administration	957,208		894,291
Operating and maintenance	6,511,840		6,927,346
Depreciation and amortization	10,437,059		9,065,008
Contractual services	6,614,019		7,008,213
Miscellaneous	754,593		708,340
Nonoperating expenses	11,023,690	_	10,856,852
Total expenses	55,049,709	_	54,227,332
Net income (loss) before capital contributions	21,204,564		18,155,154
Capital contributions	4,042,838		4,905,969
Change in net assets	25,247,402		23,061,123
Total net assets - beginning of year	327,986,901	_	304,925,778
Total net assets - end of year	\$ 353,234,303	\$	327,986,901

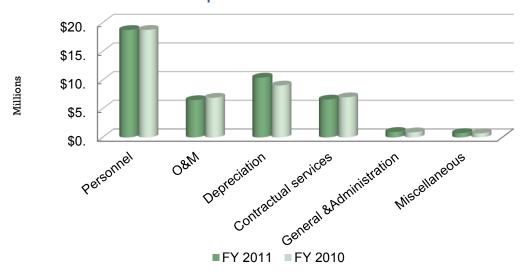
User fees are NBC's primary source of revenue, representing approximately 97% of total operating revenues. Fiscal Year 2011 user fee revenue was \$73,412,706 which is \$4,188,291 more than the prior year. The increase in user fees is primarily the result of a rate increase effective July 1, 2010 and an increase in consumption billed. The rate increase of 2.25% was related to debt service and debt service coverage. The PUC approved that increase to be applied to both the consumption and the flat fees.





Total expenses in FY 2011 increased \$822,377 over the prior year. Operating expenses were \$655,539 higher in FY 2011 than the prior year. Depreciation expense also increased by \$1,372,051 as NBC finished a number of major capital projects. These projects were reclassified to completed projects and NBC began to depreciate them. These increases were offset by savings in operation and maintenance expense and contractual services. The savings were primarily attributable to reduced electricity expense and lower chemical costs at NBC's Wastewater Treatment Facilities. Non-operating expenses increased \$166,838 a result of increased interest expense and bond and note issuance costs.

Total Expenses for FY 2011 and FY 2010



CAPITAL ASSETS AND DEBT ADMINISTRATION

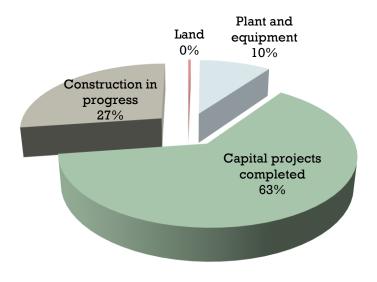
CAPITAL ASSETS

At the end of FY 2011, the NBC had \$705 million invested in net capital assets. This amount represents an increase of more than \$31.7 million, or 4.7% over last year. The following schedule summarizes the NBC's capital assets and changes therein, for the years ended June 30, 2011 and 2010.

Capital Assets for FY 2011 and FY 2010

2011		2010
2,754,407	\$	2,754,407
79,928,018		78,310,057
526,998,864		521,519,722
228,402,550		193,843,866
838,083,839		796,428,052
(132,968,276)		(123,071,969)
705,115,563	\$	673,356,083
	79,928,018 526,998,864 228,402,550 838,083,839 (132,968,276)	2,754,407 79,928,018 526,998,864 228,402,550 838,083,839 (132,968,276)

Capital Assets
As of June 30, 2011



LONG-TERM DEBT

During fiscal year 2011, the NBC borrowed \$30 million from the RI Clean Water Finance Agency (RICWFA). All the funds borrowed from RICWFA will be used to finance projects identified in the CIP. The total debt to net capital asset ratio is 60% and 61% for fiscal years ending June 30, 2011 and 2010, respectively.

For additional information related to capital assets or long-term debt see the notes to the financial statements. The notes to the financial statements can be found on pages 25-45 of this report.

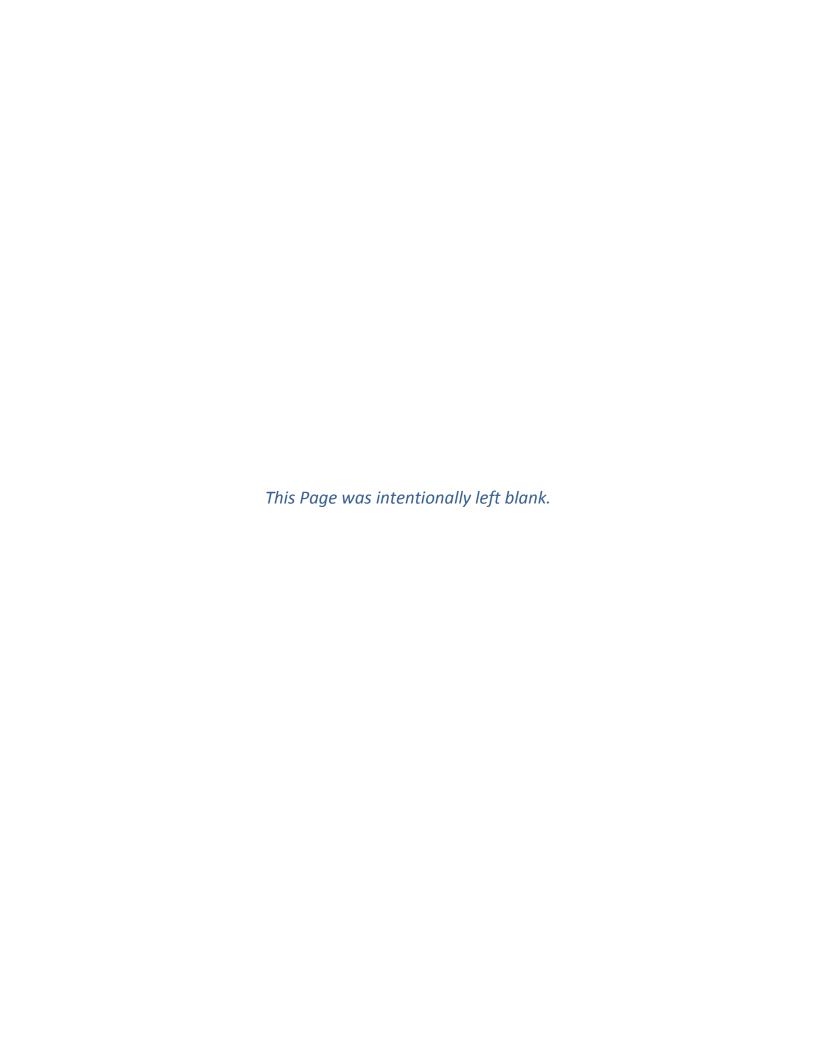
ECONOMIC FACTORS AND NEXT YEAR'S BUDGET AND RATES

NBC is governed by a 19-member Board of Commissioners (Board) and is also regulated by the Rhode Island Public Utilities Commission (PUC). Both NBC's Board and the PUC must authorize all adjustments to user charges.

The NBC filed a Compliance Rate Filing with the PUC on March 2, 2010 related to increase in debt service and debt service coverage. The PUC authorized a 2.25% increase in user fee revenues effective July 1, 2010 to be recovered through flat fees and consumption fees. All these factors were considered during the preparation of the NBC's FY 2011 operating budget.

CONTACTING NBC'S FINANCIAL MANAGEMENT

This financial report is designed to provide the Board, the NBC's ratepayers, bond investors and other interested parties with the general overview of the NBC's finances, and to demonstrate the NBC's accountability for the financial resources it manages. If you have any questions concerning this report or need additional financial information contact the Director of Administration and Finance at One Service Road, Providence, RI, 02905.



NARRAGANSETT BAY COMMISSION

Statement of Net Assets June 30, 2011

Assets	
Current assets	
Cash and cash equivalents	\$ 14,695,751
Accounts receivable	
Sewer use fees (net of allowance)	9,948,162
Sewer use unbilled	3,578,044
Receivables, other	138,924
Prepaid expenses	289,283
Total current assets	28,650,164
Noncurrent assets	
Restricted assets	
Cash, environmental enforcement	118,796
Cash and cash equivalents, restricted	34,890,995
Cash and cash equivalents, restricted for the acquisition and	
construction of capital assets	16,183,833
Total restricted assets	51,193,624
Capital assets	
Land	2,754,407
Plant and equipment	79,928,018
Capital projects completed	526,998,864
Construction in progress	228,402,550
. 0	838,083,839
Less accumulated depreciation	(132,968,276)
Net capital assets	705,115,563
Other assets	
Negative net pension obligation	69,089
Organization costs (net of accumulated amortization)	29,505
Bond and loan issuance costs (net of accumulated amortization)	5,802,578
Total other assets	5,901,172
Total noncurrent assets	762,210,359
Total assets	\$ 790,860,523
	(Continued)

NARRAGANSETT BAY COMMISSION

Statement of Net Assets (Continued) June 30, 2011

Liabilities	
Current liabilities	
Accounts and contracts payable	\$ 8,131,695
Accrued interest payable	3,867,788
Accrued expenses	2,617,008
Unearned revenue	270,216
Current portion of loans payable	18,680,893
Current portion of leases payable	155,730
Current portion of long-term debt	1,670,000_
Total current liabilities	35,393,330
Noncurrent liabilities	
Other accrued expenses	69,892
Long-term loans payable, net	250,755,702
Long-term leases payable, net	126,588
Long-term debt, net	151,280,708
Total noncurrent liabilities	402,232,890
Total liabilities	437,626,220
Net assets	
Invested in capital assets, net of related debt	281,322,303
Restricted, environmental enforcement	118,796
Unrestricted	71,793,204
Total net assets	\$ 353,234,303

Statement of Revenues, Expenses and Changes in Net Assets For the Year Ended June 30, 2011

Operating revenues	
User fees, residential	\$ 41,892,869
User fees, commercial and industrial	31,519,837
Permit and connection fees	82,914
Pretreatment	1,109,709
Environmental enforcement	8,315
Septage income	293,718
Abatement fees	3,096
Late charge penalties	951,351
Miscellaneous revenue	6,062
BOD/TSS surcharge	44,704
Total operating revenues	75,912,575
Operating expenses	
Personnel services	18,751,300
Contractual services	6,614,019
Travel	41,290
Repairs and maintenance	1,315,887
Utilities	3,940,125
Supplies	1,255,828
Depreciation and amortization	10,437,059
Insurance	915,918
Miscellaneous	754,593
Total operating expenses	44,026,019
Operating income	31,886,556
Nonoperating revenues (expenses)	
Grants	66,851
Interest expense	(10,887,026)
Interest income	11,609
Miscellaneous nonoperating income	263,238
Bond and note issuance costs	(136,664)
Total nonoperating revenues (expenses)	(10,681,992)
Income before capital contributions	21,204,564
Capital contributions	4,042,838
Change in net assets	25,247,402
Total net assets - beginning of year	327,986,901
Total net assets - end of year	\$ 353,234,303

Statement of Cash Flows For the Year Ended June 30, 2011

Cash flows from operating activities	
Cash received from customers	\$ 76,035,743
Cash paid to suppliers for goods and services	(14,973,607)
Cash paid to employees for services	(18,856,133)
Other operating revenues	276,875
Net cash provided by operating activities	42,482,878
Cash flows from noncapital financing activities	
Cash receipts from grants	179,711
Net cash provided by noncapital financing activities	179,711
Cash flows from capital and related financing activities	
Acquisition and construction of capital assets	(4,455,077)
Principal paid on debt, net	(18,927,933)
Interest paid on debt	(10,760,803)
Bond and note issuance costs	(136,664)
Net cash used for capital and related financing activities	(34,280,477)
Cash flows from investing activity	
Interest on investments	11,609
Net cash provided by investing activities	11,609
Net increase in cash and cash equivalents	8,393,721
Cash and cash equivalents at beginning of year	57,495,654
Cash and cash equivalents at end of year	\$ 65,889,375
	(Continued)

Statement of Cash Flows (Continued) For the Year Ended June 30, 2011

Reconciliation of operating income to net cash provided by operating activities:

Operating income	\$ 31,886,556
Adjustments to reconcile operating income to net cash provided by operating activities	
Depreciation and amortization	10,437,059
Changes in assets and liabilities:	., ,
Increase in accounts receivable	(382,634)
Decrease in unbilled revenue	523,756
Increase in other receivables	(55,338)
Increase in prepaid expenses	(51,418)
Increase in negative net pension obligation	(43,720)
Decrease in accounts and contracts payable	(29,931)
Decrease in other accrued expenses	(61,112)
Decrease in unearned revenue	(3,578)
Nonoperating income reported as operating revenues received	263,238
Total adjustments	10,596,322
Net cash provided by operating activities	\$ 42,482,878
Noncash capital and related financing activities	
Purchase of equipment financed by a capital lease	\$ 141,664

The NBC participates in the State Revolving Loan Fund as described in Note 6 to the financial statements. Project costs are paid directly by the Rhode Island Clean Water Finance Agency on behalf of the NBC and the related loan payable and debt forgiveness, reported as contribution capital, is reported in the financial statements. The State Revolving Loan Project activity during the year was as follows:

Project invoices paid by Rhode Island Clean Water Finance Agency \$ 34,866,899

NOTE 1 – ORGANIZATION

The Narragansett Bay Commission (NBC) is a public corporation established in 1980 by an Act of the Rhode Island Legislature. NBC was created for purposes of acquiring, planning, constructing, extending, improving, operating and maintaining publicly owned wastewater treatment facilities (Field's Point Facility) in the District. The Field's Point service area includes the City of Providence and the Town of North Providence and portions of the Towns of Johnston and Lincoln and the City of Cranston.

On June 27, 1991, the Governor of the State of Rhode Island signed into law legislation mandating the merger of NBC and the Blackstone Valley District Commission (BVDC). The merger became effective January 1, 1992. The Bucklin Point service area includes the City of Pawtucket, the City of Central Falls, the Rumford area of the City of East Providence and portions of the Towns of Lincoln, Cumberland and Smithfield. NBC also accepts septage generated from within the State of Rhode Island at its Lincoln septage facility. NBC can provide service to other communities as long as it is a mutual agreement between the two parties.

NBC is considered a component unit of the State of Rhode Island for financial reporting purposes. Accordingly, the financial statements of NBC will be included in the State of Rhode Island's Annual Financial Report.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting – The accounting policies of NBC conform to generally accepted accounting principles as applicable to governmental proprietary fund types (enterprise funds). For enterprise funds, the intent of the governing body is that costs of providing goods or services to the general public on a continuing basis be financed or recovered through user charges. The financial statements of NBC are accounted for using the "economic resources" measurement focus and have been prepared on the accrual basis of accounting with the exception of fine assessments and monitoring fees, which are recorded on a cash basis. Under the accrual basis of accounting, all assets and liabilities associated with operations are included on the statement of net assets, and revenues are recorded when earned and expenses recognized at the time of liabilities are incurred. In accordance with Government Accounting Standards Board Statement No. 20, NBC has elected to apply all applicable GASB pronouncements, as well as the following pronouncements issued on or before November 30, 1989: FASB Statements and Interpretations, APB opinions and ARBs unless these pronouncements conflict with or contradict GASB pronouncements.

Cash equivalents – For purposes of the statement of cash flows, cash equivalents are considered to be all highly liquid investments (including restricted assets purchased) with a maturity of three months or less.

Cash and cash equivalents restricted accounts – Based upon a Report and Order issued by the Rhode Island Public Utilities Commission (PUC), along with the Trust Indenture and supplemental indentures, NBC established accounts for operating capital assets, debt service, debt service coverage and an Operating Reserve for Revenue Stability Fund. NBC is required to set aside a certain percentage of its monthly receipts from user charges into the restricted cash accounts. Funds from the accounts may only be used for those expenses outlined above and any other use so ordered by the PUC and in conformance with the Trust Indenture and supplemental indentures.

Cash and cash equivalents are also restricted for acquisition and construction of capital assets as set forth in the Trust Indenture and supplemental indentures.

The restricted cash for environmental enforcement activities is in accordance with Rhode Island General Law 46-25.

Investments – NBC reports investments at fair value.

NBC is authorized to invest excess funds, by provisions of its Act, in obligations of the State and of the United States Government or certain agencies thereof, and in certificates of deposit. NBC is also authorized to enter into repurchase agreements.

Receivables – Permit fees and fixed fees for sewer usage are billed to all customers in advance on a monthly basis. Consumption based fees are billed in arrears on a monthly basis, based on estimated and actual water consumption meter readings.

The allowance for doubtful accounts for June 30, 2011 was \$529,767.

Capital assets – Capital assets are valued at cost. Plant and equipment and capital projects completed are depreciated using the straight-line method over the estimated useful lives of the respective assets. Construction in progress and land are not depreciated. NBC's asset capitalization threshold is \$2,500. Depreciation expense is recognized over the following useful lives:

	<u>Years</u>
Plant and equipment	3-50
Capital projects completed	5-100

Construction in progress – Construction in progress consists of the capital projects' design, planning and construction costs. Upon completing the project and finalizing the financial transaction, the construction in progress is transferred into the completed project capital asset account. Once transferred, NBC will start to depreciate the completed capital project.

Organization costs – Organization costs, which were assumed from BVDC in the merger, are amortized on a straight-line method over a 60-year period ending June 30, 2014.

The total organization costs at June 30, 2011 were \$581,385. The accumulated amortization through June 30, 2011 was \$551,880.

Long-term debt – Long-term debt is reported as a liability in the statement of net assts. Bond premiums are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium. Bond and loan issuance costs are reported as deferred charges and amortized over the term of the related debt. Loans payable are reported net of the loan balance remaining to be draw down from the RI Clean Water Finance Agency (RICWFA).

The total bond premiums as of June 30, 2011 were \$4,348,722.

The total bond and loan issuance costs as of June 30, 2011 were \$8,658,808. The accumulated amortization through June 30, 2011 was \$2,856,230.

Unearned revenue – Unearned revenue represents amounts billed in the current fiscal year for pretreatment fees relating to the subsequent fiscal year.

Capital contributions – Capital contributions represent financial assistance from Federal and State governments for the construction and upgrade of sewer treatment facilities and related capital projects.

Operating revenues and expenses – Operating revenues and expenses for NBC are those that result from providing wastewater treatment and collection services and related activities. It also includes all revenue and expenses not related to capital and related financing, noncapital financing or investing activities. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Income taxes – NBC is exempt from Federal and State income taxes.

Regulatory – NBC is a regulated utility, and its rates are set by the PUC. For rate-making purposes, depreciation expense is excluded while principal payments and capital outlays are included in the total expenses to arrive at a regulatory net income (loss). For this reason, the net income (loss) on a regulatory basis differs from the net income (loss) in the audited financial statements, which are prepared in conformance with generally accepted accounting principles.

Estimates – The preparation of financial statements in conformity with the generally accepted accounting principles 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.

NOTE 3 – CASH DEPOSITS AND INVESTMENTS

Cash deposits: NBC's cash deposits are in one financial institution. The carrying amount of deposits is separately displayed on the statement of net assets as "cash and cash equivalents".

The carrying value of deposits, investments and petty cash funds reported on the statement of net assets as "cash and cash equivalents" are as follows:

Cash deposits	\$ 12,939,164
Cash equivalents	52,949,186
Petty cash	625
Cash with customer service	400
Total cash and cash equivalents	\$ 65,889,375

In accordance with Rhode Island General Laws, Chapter 35-10.1, depository institutions holding deposits of the State, its agencies or governmental subdivisions of the State, shall at a minimum, insure or pledge eligible collateral equal to one hundred percent of time deposits with maturities greater than sixty days. Any of these institutions, which do not meet minimum capital standards prescribed by federal regulators, shall insure or pledge eligible collateral equal to one hundred percent of deposits, regardless of maturity.

The carrying amount of NBC's deposits at June 30, 2011 was \$12,939,164 and the bank balance was \$13,851,796.

Custodial Credit Risk – Custodial credit risk for deposits is the risk that in the event of the failure of a depository financial institution, NBC will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. As of June 30, 2011, \$8,204,894 of NBC's bank balance of \$13,851,796 was exposed to custodial credit risk as follows:

	Bank Balance
Insured (Federal depository insurance funds) Collateralized with securities held by pledging	\$ 5,646,902
financial institution's or its agent, in NBC's name	8,204,894
Total	\$13,851,796
	

Investments – NBC's investments as of June 30, 2011 were as follows:

As of June 30, 2011	Fair Value	Maturity
Wells Fargo Government Money Market Funds	\$ 51,126,334	average 27 days
Fidelity Institutional Money Market Portfolio	1,822,852	average 49 days
	\$ 52,949,186	
These investments are classified as cash equivalents.		

Interest rate risk – Funds held by NBC are invested in accordance with NBC's investment policy. This investment policy does not limit investment maturities as a means of limiting its exposure to fair value losses arising from interest rates. Money held by the Trustee under the Indenture must be invested in accordance with Permitted Investments as defined under the Trust Indenture and all supplemental indentures, which mitigates interest rate exposure by limiting Federal funds or bankers acceptances to a maximum term of one year and requires Bond Insurer approval of Repurchase Agreements which exceed 30 days.

Credit risk – NBC's investment policy objective states that all financial assets held by NBC shall be invested in a manner that will preserve the value and safety of capital. NBC shall invest funds in order to maximize earnings and minimize risk during the period of availability of the funds. NBC's investment policy limits investments to U.S. Treasury securities, securities of the U.S. government agencies and instrumentalities that are backed by the full faith and credit or guarantee of the U.S. government, which have a liquid market with a readily determinable market value, investment-grade obligations of the State of Rhode Island, or any municipality or political subdivision of the State of Rhode Island, repurchase agreements backed by collateral, certificate of deposits, money market mutual funds whose portfolios consist of U.S. Treasury securities, U.S. agency obligations and repurchase agreements fully collateralized by such securities and governmental investment products backed by collateral consisting of U.S. Treasury and U.S. Agency securities. NBC's Money Market Funds were rated Aaa by Moody's Investment Service. Money held by the Trustee under the Indenture is invested at the direction of an Authorized Officer from NBC and must be invested in accordance with Permitted Investments as defined under the Trust Indenture and all supplemental indentures. The monies invested in the Money Market Funds held by the Trustee were rated Aaa by Moody's Investment Service.

Concentration of credit risk – NBC's investment policy is not specific but states that investments shall be diversified to minimize the risk of loss that may occur due to concentration in a specific maturity, a specific issue or a specific class of securities.

NOTE 4 – CAPITAL ASSETS

The following is a summary of capital assets at June 30, 2011:

	June 30, 2010	Additions	Retirements	June 30, 2011
Non-depreciable assets:				
Land	\$ 2,754,407	\$ -	\$ -	\$ 2,754,407
Construction in progress	193,843,866	40,037,826	(5,479,142)	228,402,550
Total non-depreciable assets	196,598,273	40,037,826	(5,479,142)	231,156,957
Depreciable assets:				
Plant and equipment	78,310,057	1,795,322	(177,361)	79,928,018
Capital projects completed	521,519,722	5,479,142	-	526,998,864
Total depreciable assets	599,829,779	7,274,464	(177,361)	606,926,882
Less accumulated depreciation for:				
Plant and equipment	(56,438,345)	(3,172,250)	177,361	(59,433,234)
Capital projects completed	(66,633,624)	(6,901,418)	-	(73,535,042)
Less accumulated depreciation	(123,071,969)	(10,073,668)	177,361	(132,968,276)
Total capital assets, net	\$ 673,356,083	\$ 37,238,622	\$ (5,479,142)	\$ 705,115,563

NOTE 5 – COMPENSATED ABSENCES

NBC's employees are granted vacation and sick leave in varying amounts based on years of service with NBC. At the termination of service, an employee is paid for accumulated unused vacation leave and sick leave. Sick leave payments are based on age and years of service for both union and non-union employees. NBC has determined that the dollar value of accumulated accrued vacation leave and sick leave, valued at the current rate of pay, at June 30, 2011 to be \$2,021,993. The accrued vacation and sick leave is reported on the statements of net assets as other accrued expenses.

The changes in compensated absences for the year ended June 30, 2011 were as follows:

					Amounts Due Within
	June 30, 2010	Additions	Payments	June 30, 2011	One Year
Compensated absences	\$ 1,852,245	\$ 300,447	\$ 130,699	\$ 2,021,993	\$ 1,952,101

NOTE 6 – LOANS PAYABLE

NBC has eighteen loans outstanding with the Rhode Island Clean Water Finance Agency (RICWFA) at June 30, 2011 as follows:

	June 30, 2010	Additions	Payments	June 30, 2011
The Butler Hospital Project – 1992 – The total loan authorized is \$1,662,055 with an interest rate of 3.2644%.	\$ 333,834	-	\$ 107,192	\$ 226,642
The North Providence Interceptor Project – 1992 – The total loan authorized is \$2,647,977 with an interest rate of 3.225%.	360,017	-	176,717	183,300
The Washington Park Project – 1993 The total loan authorized is \$3,694,678 with an interest rate of 1.9773%.	890,957	-	214,591	676,366
Pooled Loan #1 – 1993 – The total loan authorized is \$14,781,000 with an interest rate of 3.16917%.	5,601,500	-	851,250	4,750,250
Pooled Loan #2 – 1994 The total loan authorized is \$17,279,000 with an interest rate of 2.9938%.	6,453,237	-	984,923	5,468,314
Pooled Loan #3 – 1997 Series – The total loan authorized is \$8,150,000 with an interest rate of 3.14473%.	4,800,196	-	406,102	4,394,094
Pooled Loan #4 – 1999 Series – The total loan authorized is \$23,955,000 with an interest rate of 3.032%.	17,375,000	-	2,125,000	15,250,000
Pooled Loan #5 – 2001 Series –The total loan authorized is \$57,000,000 with an interest rate of 2.671%.	37,295,000	-	4,200,000	33,095,000
Pooled Loan #6 – 2002 Series –The total loan authorized is \$57,000,000 with an interest rate of 1.0785%. interest rate of 1.349%.	40,344,384	-	2,638,881	37,705,503
Pooled Loan #7 – 2003 Series – The total loan authorized is \$40,000,000 with an interest rate of 1.349%.	31,261,000	-	1,820,000	29,441,000

Notes to Financial Statements June 30, 2011

	June 30, 2010	Additions	Payments	June 30, 2011
Pooled Loan #8 – 2004 Series B – The total loan authorized is \$40,000,000 with an interest rate of 1.404%.	34,336,000	-	484,000	33,852,000
Pooled Loan #9 – 2005 Series B – The total loan authorized is \$30,000,000 with an interest rate of 1.397%.	24,840,000	-	1,345,000	23,495,000
Pooled Loan #10 2006 Series A – The total loan authorized is \$30,000,000 with an interest rate of 1.27%	26,131,000	-	1,334,000	24,797,000
Pooled Loan #11 – 2007 Series B – The total loan authorized is \$25,000,000 with an interest rate of 1.475%	24,775,000	-	325,000	24,450,000
Pooled Loan #12 – 2009 Series A – The total loan authorized is \$55,000,000 with principal forgiveness of \$8,302,114 and an interest rate of 2.301%.	46,697,886	-	-	46,697,886
Pooled Loan #12 Takeover – 2010 Series A – The total loan authorized is \$2,000,000 with principal forgiveness of \$301,895 and an interest rate of 1.861%.	1,698,105	_	67,075	1,631,030
Pooled Loan #13 – 2010 Series B – The total loan authorized is \$20,000,000 with an interest rate of 2.143%.	20,000,000	-	3,000	19,997,000
Pooled Loan #14 – 2011 Series A – The total loan authorized is \$30,000,000, with principal forgiveness of \$1,845,345 and an interest rate of 2.547%	_	28,154,655	<u>-</u>	28,154,655
Total loans payable Less funds not yet drawn from pool Less current portion Net long-term loans payable	\$323,193,116 (67,497,850) (17,082,732) \$238,612,534	\$28,154,655	\$17,082,731	\$334,265,040 (64,828,445) (18,680,893) \$250,755,702

The RICWFA pays all invoices related to the projects funded by these RICWFA loans. Amounts paid on NBC's behalf are shown as loans payable on the statements of net assets. The total loan authorized must be drawn down within three years. NBC is obligated for the total loan amount once the underlying bonds are issued on NBC's behalf by RICWFA.

Maturities of loans payable as of June 30, 2011 are due in future years as follows:

Years ending June 30,	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	\$ 18,680,893	\$ 6,604,145	\$ 25,285,038
2013	20,191,973	7,259,721	27,451,694
2014	20,469,901	6,982,526	27,452,427
2015	20,907,024	6,526,110	27,433,134
2016	21,288,331	6,039,737	27,328,068
2017-2021	112,173,772	22,553,154	134,726,926
2022-2026	80,214,522	10,744,528	90,959,050
2027-2031	38,444,754	3,333,660	41,778,414
2032	1,893,870	37,025	1,930,895
	\$ 334,265,040	\$ 70,080,606	\$ 404,345,646

NOTE 7 – CAPITAL LEASES

NBC entered into capital leases for computers and a copier. The assets are included in NBC's Statement of Net Assets at June 30, 2011 are as follows:

Plant and equipment \$141,664

Amortization of assets acquired under capital leases is included in depreciation expense for the year ended June 30, 2011.

As of June 30, 2011, future minimum rental commitments under capital leases are as follows:

Years ending June 30	
2012	\$ 164,397
2013	95,674
2014	34,532
Total future minimum rental payments	294,603
Less interest portion of payments	(12,285)
Present value of minimum lease payments	282,318
Less current maturities of capital lease	(155,730)
Long-term capital lease obligations	\$ 126,588

The changes in capital leases for the year ended June 30, 2011 was as follows:

	June 30, 2010	Additions	Payments	June 30, 2011
Capital Leases	\$365,855	\$141,664	\$225,201	\$282,318

NOTE 8 – LONG TERM DEBT

Long-term debt at June 30, 2011 consists of the following:

-	June 30, 2010	Additions	Payments	June 30, 2011
Revenue Bonds 2005 Series A, 5% average coupon rate, dated August 4, 2005, maturing August 1, 2035 (net of premium amortized at June 30, 2011 of \$2,429,506)	\$47,429,506	\$ -	\$ -	\$47,429,506
Revenue Bonds 2007 Series A, 4.84825% average coupon rate, dated February 8, 2007, maturing February 1, 2037 (net of premium amortized at June 30, 2011 of \$1,919,216)	44,419,216	-	-	44,419,216
Revenue Bonds (variable rate) 2008 Series A, dated July 17, 2008, maturing September 1, 2034 (net of refunding loss amortized at June 30, 2011 of \$558,015)	62,698,735		1,596,749	61,101,986
Total long-term debt Less current portion Net long-term debt	\$154,547,457 (1,620,000) \$152,927,457	\$ -	\$1,596,749	\$152,950,708 (1,670,000) \$151,280,708

Maturities of long-term debt for the years ending June 30, 2012 through 2037 are as follows:

Years ending June 30,	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	\$ 1,670,000	\$ 6,538,258	\$ 8,208,258
2013	1,735,000	6,474,311	8,209,311
2014	1,790,000	6,408,656	8,198,656
2015	1,855,000	6,340,604	8,195,604
2016	1,915,000	6,270,406	8,185,406
2017-2021	10,745,000	30,198,211	40,943,211
2022-2026	12,760,000	28,005,056	40,765,056
2027-2031	49,485,000	21,984,650	71,469,650
2032-2036	62,000,000	8,737,065	70,737,065
2037	5,205,000	247,238	5,452,238
	\$ 149,160,000	\$ 121,204,455	\$ 270,364,455

The above bonds are subject to federal arbitrage regulations. Based on current calculations, NBC has no arbitrage liability.

On July 17, 2008, NBC issued \$66,360,000 in Wastewater System Revenue Refunding Bonds to refund on a current basis, \$65,765,000 of the outstanding Wastewater System Revenue Bonds, 2004 Series A and to pay the costs of issuance associated therewith. The reacquisition price exceeded the net carrying amount of the old debt by \$627,767. This amount is being netted against the new debt and amortized over the new debt's life.

The Bonds were issued under a Trust Indenture dated as of April 15, 2004 between NBC and Wells Fargo Bank, N.A., as Trustee and a fourteenth Supplemental Indenture dated as of March 29, 2011 between NBC and the Trustee.

These bonds have been issued in weekly rate mode but can be changed by NBC to a daily, commercial paper or term rate mode. The interest rate is determined weekly or daily based on the mode and interest is paid monthly. The interest rate for the bonds outstanding during fiscal year 2011 ranged from .09% to .50%. The Bonds shall be repaid from Revenues, as defined in the Indenture of the Commission pledged under the Indenture and funds drawn under an irrevocable direct pay letter of credit issued by US Bank. Under the Letter of Credit, the Bank is obligated to pay to the Trustee, upon presentation of required documentation, the amount necessary to pay the principal and purchase price of and interest on the Bonds of up to 60 days at the maximum rate of 10% on the Bonds. The Letter of Credit provides that it will expire on July 13, 2013.

NOTE 9 – RISK MANAGEMENT

NBC is exposed to various risk of loss relating to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; health of employees and natural disasters. NBC purchases commercial insurance for property damage, general liability, errors and omissions and employee health coverage.

NBC has been commercially insured for workers' compensation benefits since March 1, 2000. Prior to that date, NBC was self-insured and the workers' compensation benefits were administered by the State of Rhode Island.

NOTE 10 – NET ASSETS

Investment in capital assets, net of related debt is intended to reflect the portion of net assets that are associated with nonliquid capital assets less outstanding capital asset related debt.

Chapter 46-25 of the general laws enacted by the General Assembly established a restricted environmental enforcement fund. The fund consists of sums recovered by administrative or civil enforcement action and may be used as outlined in chapter 46-25. NBC has restricted net assets equal to the balance of funds in the environmental enforcement restricted cash and cash equivalent account.

NOTE 11 – PENSION PLANS

EMPLOYEES' RETIREMENT SYSTEM OF THE STATE OF RHODE ISLAND

All NBC eligible full-time union employees participate in the Employees' Retirement System of the State of Rhode Island ("ERS"), a cost-sharing multiple-employer defined benefit pension plan administered by the State of Rhode Island Retirement Board. The payroll for NBC employees covered by the ERS for the year ended June 30, 2011 was \$5,266,717. NBC's total payroll was \$13,777,780.

Plan Description

The plan provides retirement, disability, and death benefits to plan members and beneficiaries under the provisions of chapters 8 to 10, inclusive of Title 36 of the Rhode Island General Laws, and as amended by the General Assembly. The plan changes resulting from the amendments are reflected below. The benefits are subject to additional amendment by the General Assembly. The plan provides a two-tier benefit structure referred to as Schedule A and B.

Schedule A Provisions (for members vested as of July 1, 2005)

Pension benefits vest after 10 years of service. Participants are eligible to retire after 10 years of service if they have attained age 60, or after 28 years of service regardless of age and are entitled to retirement benefits payable monthly for life.

The retirement benefit is a percentage of final average earnings per year of credited service with a maximum benefit of 80% of final average earnings. The percentage for each year of credited service is as follows:

Years of Credited Service	<u>Percent/Year</u>
1-10	1.7%
11-20	1.9%
21-34	3.0%
35	2.0%

Final average earnings are computed using the three highest consecutive years of earnings excluding overtime, bonuses or severance pay. Retirees' benefits are subject to a 3% compounded annual cost of living increase commencing on the January 1st following the third anniversary of an employee's retirement.

The plan also provides pre-retirement benefits at a minimum of 17% of earnings for non-occupational disabilities after 5 years of service and at 67% of earnings for occupational disabilities regardless of years of service. Surviving spouses are also eligible for both pre- and post-retirement benefits with minimum amounts established under varying circumstances.

Schedule B Provisions (for members vested after July 1, 2005)

Pension benefits vest after 10 years of service. Participants are eligible to retire after 10 years of service if they have attained age 65 with a minimum of 10 contributing years of retirement service credit, or at age 59 with 29 years of retirement service credit.

The retirement benefit is a percentage of final average earnings for each year of service, as follows:

Years of Credited Service	<u>Percent/Year</u>
1-10	1.6%
11-20	1.8%
21-25	2.0%
26-30	2.25%
31-37	2.5%
38	2.25% (Max. 75% of salary)

Final average earnings are computed using the three highest consecutive years of earnings excluding overtime, bonuses or severance pay. Beginning the month after the 3rd anniversary of the date of retirement, the cost of living adjustment is the lesser of 3% or the CPI-U (Consumer Price Index for all Urban Consumers) as of September 30th of the prior calendar year compounded annually.

The plan also provides for ordinary disability benefits after 5 years of service, including a minimum of 3 years of consecutive service based upon 16% of the three highest consecutive years of earnings.

Plan Changes Enacted into Law by General Assembly in 2009

The plan changes became effective October 1, 2009. Plan members who were eligible to retire as of September 30, 2009, were not affected by the changes, even if the plan members did not retire. The plan changes are as follows:

Retirement Eligibility and Benefit

The law establishes a minimum retirement age of 62 for all members, except those Schedule B members who retire with less than 29 years of service; their retirement eligibility still remains 65 years old with a minimum of 10 years of service credit. The law provides a proportional downward adjustment of the minimum retirement age based on the years of service credited to the plan member's account for Schedule A members not eligible to retire as of September 30, 2009. For Schedule A members who were not eligible to retire as of September 30, 2009, the retirement benefit is calculated as described under Schedule A Provisions for service through September 30, 2009 and as described under Schedule B Provisions for service after September 30, 2009, up to a maximum of 80% of final average earnings.

Service Credit Accrual Rates

The law freezes service credit earned for members under Schedule A as of September 30, 2009. Future accrual of service credits will be earned under Schedule B.

Final Average Salary

For members not eligible to retire as of September 30, 2009, the final average salary will be based on the 5 consecutive highest years of earnings.

Cost of Living Adjustments (COLA)

The law changes the COLA to that provided under Schedule B which is the lower of the Consumer Price Index for all Urban Consumers (CPI-U) or 3%, and requires a full 3 year anniversary for receipt.

Service Credit Purchases

Effective for all service credit purchase requests received after June 16, 2009, the cost will be determined at full actuarial value, except purchases of military service and contribution refund paybacks.

Disability Provisions

Effective for applications filed after September 30, 2009, accidental disability will be available at 66 2/3% for members who are permanently and totally disabled as determined by the Retirement Board. If the disability is determined to be partial and the member is able to work in other jobs, the benefit will be limited to 50%.

Plan Changes Enacted into Law by General Assembly in 2010

The following plan changes became effective June 13, 2010. Plan members who were eligible to retire on or before June 12, 2010 were not affected by the changes, even if the plan member remained active beyond June 12, 2010. The plan changes are as follows:

Cost of Living Adjustments (COLA)

The law changes the COLA for Schedule B members not eligible to retire on or before June 12, 2010. For these members, the COLA will apply only to the first \$35,000 of retirement allowance, indexed annually, and will commence upon the retiree's 3rd anniversary of the date of retirement or age 65, whichever is later. The \$35,000 limit will increase annually by the percentage increase in the Consumer Price Index for all Urban Consumers (CPI-U) as published by the US Department of Labor Statistics, determined as of September 30 of the prior calendar year or 3%, whichever is less.

Contributions Required and Contributions Made

Rhode Island General Laws set the contribution rates for participating State employees at 8.75% of the member's earnings. Annual contributions by the State on behalf of those employees are determined by actuaries and assessed as a percentage of the member's earnings. NBC was required to contribute 20.78% for all full-time employees for fiscal year 2011. The required contributions include (a) normal costs and (b) payments to amortize the unfunded actuarial accrued liability as of June 30, 1999 over 30 years. Normal cost is determined using the entry age normal cost method

The amounts contributed to the Plan are as follows:

	Employee	NBC Required
Years ended June 30	Contributions	Contributions
2011	\$460,838	\$1,094,426
2010	445,285	1,099,571
2009	418,231	1,034,345

NBC contributed 100% of the required contribution.

Trend information showing the ERS's progress in accumulating sufficient assets to pay benefits when due is presented in the State of Rhode Island's Employee Retirement System's June 30, 2009 annual financial report, which may be obtained from the administrative offices of the State of Rhode Island Retirement Board, 40 Fountain Street, Providence, Rhode Island.

NON-UNION PROFIT-SHARING PLAN

NBC's Board of Commissioners approved a resolution, at the regular business meeting on May 15, 2002, adopting the Narragansett Bay Commission Non-union Defined Contribution Plan, which is a profit-sharing plan for its non-union employees pursuant to 401(a) of the Internal Revenue Code. The profit-sharing plan is a defined contribution, single employer pension plan. As of June 30, 2011, there were 112 active participants.

Contributions are discretionary and established annually and may be amended by the Board of Commissioners. NBC's contribution to the profit-sharing plan for the year ended June 30, 2011 amounted to \$375,430 representing a contribution rate of 5% of eligible employee compensation for the year ended June 30, 2011. Employees are allowed to make voluntary contributions to the profit-sharing plan on an after-tax basis. The employees' contribution to the plan for the year ended June 30, 2011 amounted to \$0.

Non-union employees are eligible to participate in the profit-sharing plan if they have performed one year of service and are at least twenty-one years of age. These provisions were adopted and may be amended by the Board of Commissioners.

NBC funds the annual profit-sharing plan contribution biweekly based on each eligible employee's biweekly compensation. The plan is administered by a third-party administrator and Capital Bank and Trust is the Plan's trustee.

NBC's payroll for employees covered by the profit-sharing plan was \$7,508,604 for the year ended June 30, 2011. The total payroll for the year ended June 30, 2011 amounted to \$13,777,780.

NON-UNION DEFINED BENEFIT PLAN

Plan Description

NBC's Board of Commissioners approved a resolution, at the regular business meeting on December 20, 2004 adopting a defined benefit plan for its non-union employees effective February 1, 2005, pursuant to 401(a) of the Internal Revenue Code. The plan is a single-employer, defined benefit pension plan. The plan year begins January 1 and ends December 31, with the initial plan year ending December 31, 2005.

The Pension Plan is being administered by third party administrator.

NBC's payroll for employees covered by the Plan for the year ended June 30, 2011 was \$6,818,449 and NBC's total payroll was \$13,777,780.

At December 31, 2010, employee membership related to the plan was as follows:

Active – vested benefits	79
Active – not vested	20
Terminated – deferred vested benefit	17
Retired	8
Total	124

Benefit Provisions

All non-union employees are eligible to participate in the plan after the completion of one year of service and attaining age 21. The monthly retirement benefit is based on 1% of average monthly compensation multiplied by total years of service limited to 30 years. Participants are eligible to retire at age 65 after 5 years of service. A participant is eligible for early actuarially adjusted retirement after 20 years of service and if they have attained age 62. The Plan has cliff vesting after 7 years. There were no retirement benefit payment distributions for the first five years of the plan or year 2010. The Board is authorized to establish and amend all plan provisions.

Effective as of January 1, 2007 the Plan was amended such that 1,000 hours of service was added to the definitions of both "Period of Service" and "Period of Participation."

Funding Policy

The contribution requirements of the plan participants and NBC are established and may be amended by the Board. Eligible plan participants must contribute 5% of covered earnings. NBC is required to contribute an actuarially determined amount. The annual required contribution for the plan year January 1, 2010 through December 31, 2010 was \$759,694. This includes both the employee and employer contributions for the plan year ending December 31, 2010.

The contributions made to the plan for the plan year ended December 31, 2010 were \$803,414, which consists of employer contributions of \$458,462 and employee contributions of \$344,952.

Annual Pension Cost

NBC's annual pension cost and net pension obligation for the plan year ended December 31, 2010 were as follows:

Annual required contribution (ARC)	\$759,694
Interest on net pension obligation	= '
Adjustment to ARC	
Annual pension cost (APC)	759,694
Contributions made	803,414
Increase in net pension obligation	(43,720)
Negative net pension obligation, beginning of year	(25,369)
Negative net pension obligation, end of year	\$ (69,089)

Three-Year Trend Information

Plan Year	Annual Pension	Percentage of APC	Negative Net Pension
Ending	Cost (APC)	<u>Contributed</u>	Obligation
12/31/2008	\$800,139	93%	\$(31,812)
12/31/2009	785,638	99%	(25,369)
12/31/2010	759,694	106%	(69,089)

Actuarial Methods and Assumptions

The annual required contribution was determined by an actuarial valuation as of December 31, 2010 using the entry age normal cost with frozen initial liability actuarial cost method. The actuarial assumptions included (a) 6% investment rate of return and (b) projected salary increases of 3.5% per year due to inflation and merit raises. NBC's unfunded actuarial accrued liability is being amortized over 30 years on a closed basis using the level dollar method. The remaining amortization period at December 31, 2010 is 25 years. The actuarial value of the investments was based on market value.

Funding Status and Funding Progress

The funded status of the plan as of December 31, 2010 the most recent actuarial valuation is as follows:

						UAAL as a % of
Actuarial	Actuarial	Actuarial Accrued	Unfunded (AAL)	Funded	Covered	Covered
Valuation Date	Value of Assets	Liability (AAL)	(UAAL)	<u>Ratio</u>	Payroll	Payroll
12/31/2010	\$4,862,359	\$9,871,087	\$5,008,728	49.3%	\$6,667,172	75.13%

The schedules of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, present multiyear trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the AALs for benefits.

A separate audited pension plan financial statement is not available for the plan year ended December 31, 2010.

NOTE 12 – SALARY DEFERRAL

Under a salary reduction plan adopted by NBC, the gross pay of non-union employees of the Field's Point service area was reduced by 12 ½% from March 10, 1991 through June 29, 1991; the gross pay of union employees of the Bucklin Point service area was reduced 14% from April 21, 1991 through June 29, 1991; and the gross pay of all non-union employees of the Field's Point service area was reduced 10% from June 30, 1991 through March 21, 1992. The equivalent number of pay hours was accrued as deferred vacation days. Field's Point service area employees may discharge this additional deferred leave during any payroll period following the payroll period(s) in which it was earned commencing July 1, 1991.

Bucklin Point service area employees may discharge this additional deferred leave during any payroll period following the payroll period(s) in which it was earned. Cash payment may be elected for one additional day of paid leave per calendar month commencing July 1, 1992.

Employees at either facility may retain this additional deferred leave to be paid upon termination and at such time, receive payment at their then-current rate of pay.

Salary deferred under the salary reduction plan is included in compensated absences as of June 30, 2011 and is reported as a long-term liability within other accrued expenses.

NOTE 13 – USER BILLING

At its 1983 session, the Rhode Island General Assembly enacted Public Law 1983 Chapter 235, which amended NBC's enabling legislation (Title 46, Chapter 25 of the General Laws). The amendment required that NBC institute a retail billing system with rates and fees subject to review and approval by the PUC. A PUC approved retail billing system went into effect July 1, 1985, for the Field's Point service area, and January 1, 1992, for the Bucklin Point service area.

NOTE 14 – COMMITMENTS AND CONTINGENCIES

NBC has entered into various engineering and construction contracts for the design and improvement of its facilities as part of its capital improvement program. Commitments under these contracts aggregated approximately \$61,406,906 at June 30 2011.

NBC, during the ordinary course of its operations, is a party to various claims, legal actions and complaints. In the opinion of NBC's management and legal counsel, the potential liability to NBC, if any, or an evaluation of the outcome to these matters cannot be made at the present time.

NOTE 15 – POST-EMPLOYMENT UNION HEALTHCARE PLAN

Plan Description

The Narragansett Bay Commission contributes (for union employees) to the State Employees' defined benefit post-employment health care plan, a cost sharing multiple employer plan administered through the Rhode Island State Employees' and Electing Teachers Other Post Employment Benefit System (OPEB). The State of Rhode Island OPEB Board (Board) was authorized, created and established under Chapter 36-12.1 of the RI General Laws. The Board was established to independently hold and administer, in trust, the funds of the OPEB system. The plan provides medical benefits to certain retired employees of participating employers including Narragansett Bay Commission.

Pursuant to legislation enacted by the General Assembly, a trust was established in fiscal year 2011 to accumulate assets and pay benefits and other costs associated with the system.

Beginning with the fiscal year ended June 30, 2011, the OPEB system will issue a stand-alone financial report. A copy will be available at the web site of the Office of Accounts & Control-http://controller.admin.ri.gov/Financial%20Reports/index.php.

Funding Policy

RIGL Sections 36-12.1, 36-12-2.2, and 36-12-4 govern the provisions of the OPEB System. The contribution requirements of plan members, the State, and other participating employers are established and may be amended by the General Assembly. Active employees make no contribution to the OPEB plan. Employees who retired after October 1, 2008 must contribute 20% of the annual estimated benefit cost (working rate) or annual premium for Medicare supplemental coverage. Employees retiring before October 1, 2008 have varying co-pay percentages ranging from 0% to 50% based on age and years of service at retirement. Further information about the contributions of plan members can be found in the financial report of the OPEB System.

Effective in fiscal year 2011, all participating employers are required by law to fund the actuarially determined annual required contribution (ARC), which for fiscal year 2011 was 6.74% of covered payroll. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The Narragansett Bay Commission's contribution to the plan for the year ended June 30, 2011 was \$354,976. Prior to the creation of the OPEB trust in fiscal year 2011, the contributions to the plan were made on a pay as you go basis.

In prior years, the Narragansett Bay Commission contributed to the State Employees' OPEB plan, which consistent with GASB 45 provisions, was administered as an agent multiple employer plan because no separate legal trust had been created. The transition by the State of its OPEB plan in fiscal 2011 to an OPEB Trust resulted in the State Employees' Plan being redefined as a cost sharing multiple employer plan. In accordance with the requirements of GASB 45, the component unit's net OPEB obligation recorded in previous years has been reduced to zero.

NARRAGANSETT BAY COMMISSION
Required Supplementary Information
Schedule of Funding Progress (1)
"Unaudited"

Actuarial Value of Assets	Actuarial Accrued Liability (AAL) -Entry Age	Unfunded Liability/ (Funding) (Excess)	Funded Ratio	Covered Payroll	Liability/ (Funding Excess) as a Percentage of Covered Payroll
\$ 749,690	\$ 5,841,205	\$5,091,515	12.83%	\$5,673,797	89.74%
1,550,915	6,549,837	4,998,922	23.68%	5,769,487	86.64%
2,351,065	7,296,345	4,945,280	32.22%	5,843,128	84.63%
2,331,076	8,229,436	5,898,360	28.33%	6,279,494	93.93%
12/31/2009 3,641,180	9,084,433	5,443,253	40.08%	6,596,574	82.52%
	9,871,087	5,008,728	49.26%	6,667,172	75.13%

(1) The information included in the schedule of funding progress was obtained from the annual actuarial valuation at the date indicated.

Required Supplementary Information - Non-Union Defined Benefit Pension Plan Schedule of Employer Contributions Unaudited

Plan Year Ending December 31	Annual Required Contribution	Actual Contribution	Percent Funded
2005	\$ 681,441	\$ 726,896	107%
2006	677,295	691,281	102%
2007	687,937	717,033	104%
2008	800,139	743,593	93%
2009	785,638	779,195	99%
2010	759,694	803,414	106%

Schedule of Expenses - Budget and Actual (Budgetary Basis) For the Year Ended June 30, 2011

Operating Expenses	Budget	<u>Actual</u>	Variance Favorable (Unfavorable)
operating Expenses			
Personnel services			
Union regular	\$ 5,397,825	\$ 5,384,389	\$ 13,436
Union overtime	455,090	415,783	39,307
Non-union regular	7,913,107	7,808,173	104,934
Non-union overtime	71,400	59,947	11,453
Non-union limited	46,600	21,088	25,512
Fringe benefits	6,945,004	6,616,997	328,007
Workers' compensation old claims	60,000	59,540	460
Project salaries and fringe benefits capitalized	(1,786,110)	(1,555,077)	(231,033)
Total personnel services	19,102,916	18,810,840	292,076
Contract services			
Medical services	11,900	7,938	3,962
Biosolids disposal	4,227,395	3,948,169	279,226
Screening and grit disposal	162,896	145,168	17,728
Security services	52,251	36,583	15,668
Regulatory expenses	261,837	269,913	(8,076)
Legal services	216,100	177,612	38,488
Management/audit services	2,389,360	1,901,664	487,696
Special clerical services	37,500	19,585	17,915
Other special services	127,600	88,180	39,420
Total contract services	7,486,839	6,594,812	892,027
Travel			
Local travel	5,200	2,112	3,088
Long distance travel	51,900	39,178	12,722
Total travel	57,100	41,290	15,810
Total travel	37,100	41,290	13,610
Repairs and maintenance			
Building and ground maintenance	105,332	85,441	19,891
Vehicle fuel and maintenance	189,450	193,448	(3,998)
Repairs, building and structures	491,182	399,961	91,221
Repairs, highway and walls	11,500	9,093	2,407
Maintenance/service agreements	707,574	597,968	109,606
Highway and landscape	18,923	16,286	2,637
Total repairs and maintenance	1,523,961	1,302,197	221,764

(Continued)

Schedule of Expenses - Budget and Actual (Budgetary Basis)-(Continued) For the Year Ended June 30, 2011

	Budget	Actual	Variance Favorable (Unfavorable)
Utilities			
Telephone	\$ 163,450	\$ 141,034	\$ 22,416
Central telephone services	4,800	5,611	(811)
Diesel for equipment	16,418	13,689	2,729
Fuel, gas	492,306	424,814	67,492
Electricity	4,250,277	3,321,247	929,030
Water	62,626	47,419	15,207
Total utilities			1,036,063
Total utilities	4,989,877	3,953,814	1,030,003
Supplies			
Clothing and clothing materials	28,100	25,980	2,120
Household, laundry and chemical supplies	33,239	33,100	139
Building and machinery supplies and expenses	190,715	149,785	40,930
Educational expenses	76,350	63,948	12,402
Lab supplies	249,180	238,991	10,189
Computer supplies	78,250	57,542	20,708
Other operating supplies and expenses	10,200	6,850	3,350
Chemicals	714,997	678,746	36,251
Total supplies	1,381,031	1,254,942	126,089
Miscellaneous			
Office expense	79,690	69,914	9,776
Postage	363,246	333,531	29,715
Dues and subscriptions	58,165	49,470	8,695
Freight	40,500	36,173	4,327
Insurance	445,256	438,165	7,091
Workers' compensation insurance	435,000	418,213	16,787
Printing and binding	140,100	121,832	18,268
Advertising	16,950	7,121	9,829
Rental of outside property	5,700	5,626	74
Rental of equipment	36,600	24,218	12,382
Rental of clothing	38,425	35,821	2,604
Safety equipment	25,400	18,804	6,596
Miscellaneous expense	700	´ -	700
Public outreach education	16,000	16,143	(143)
Total miscellaneous	1,701,732	1,575,031	126,701
Total operating expenses	36,243,456	33,532,926	2,710,530

(Continued)

Schedule of Expenses - Budget and Actual (Budgetary Basis)-(Continued) For the Year Ended June 30, 2011

	Budget	Actual	Variance Favorable (Unfavorable)
Nonoperating expenses			
Interest expense- 2007 Series A	\$ 2,065,562	\$ 2,065,562	\$ -
Interest expense- 2008 Series A	2,156,913	580,990	1,575,923
Interest expense- SRF	5,953,167	5,952,231	936
Interest expense- Leases	48,000	14,992	33,008
Interest expense- 2005 Series A	2,250,000	2,250,000	-
Programmed debt	1,583,000	-	1,583,000
Bond and note issue fees	105,000		105,000
Total nonoperating expenses	14,161,642	10,863,775	3,297,867
Capital outlays			
Building and plant equipment	483,803	307,810	175,993
Medical surg and laboratory equipment	93,600	93,515	85
Office furniture and equipment	20,400	14,666	5,734
Computer software	328,500	73,782	254,718
Computer hardware	533,500	496,217	37,283
Buildings and other structures	35,800	23,880	11,920
Replacement reserve	1,052,175	785,452	266,723
Total capital outlays	2,547,778	1,795,322	752,456
Debt service principal	18,702,732	18,702,732	
Total budgeted expenses	\$ 71,655,608	\$ 64,894,755	\$ 6,760,853

The NBC prepares its operating budget on a modified cash basis. Accordingly certain noncash expenditures such as depreciation and amortization expense are not provided for in the operating budget.

Reconciliation of Budgetary Basis Expenses to GAAP Expenses:

Total expenses on budgetary basis	\$ 64,894,755
Add:	
Depreciation	10,073,667
Amortization	386,643
Grant expenses	56,034
Bond and note fees	136,664
Less:	
Capital outlay	(1,795,322)
Debt service principal	(18,702,732)
Total expenses on a GAAP basis	\$55,049,709

NARRAGANSETT BAY COMMISSION Combining Schedule of Net Assets June 30, 2011

Total	\$ 14,695,751	9,948,162 3,578,044 138,924 289,283	28,650,164	118,796 34,890,995	16,183,833	2,754,407	526,998,864 228,402,550	838,083,839 (132,968,276) 705,115,563	69,089 29,505 5,802,578 5,901,172 762,210,359	\$ 790,860,523
Operating Reserve for Revenue Stability Fund	ı ∽		ı	4,501,066	4,501,066		1 1		4,501,066	\$ 4,501,066
Debt Service Fund	↔		1	30,228,339	30,228,339				30,228,339	\$30,228,339
Project Fund	\$ 51,506		51,506	- 161,590	16,183,833	2,754,407	526,998,864 228,402,550	838,083,839 (132,968,276) 705,115,563	5,802,578 5,802,578 727,263,564	\$ 727,315,070
O&M Fund	\$ 7,291,673	- 131,048 289,283	7,712,004	1 1	1 1		1 1		69,089 29,505 - 98,594 98,594	\$ 7,810,598
Revenue Fund	\$ 7,352,572	9,948,162 3,578,044 7,876	20,886,654	118,796	118,796		1 1		- 118,796	\$ 21,005,450
Assets	Cash and cash equivalents	Accounts receivable Sewer use (net of allowance) Sewer use unbilled Receivables, other Prepaid expenses	Total current assets	Noncurrent assets Restricted assets Cash and cash equivalents, environmental enforcement Cash and cash equivalents	Cash and can equivalents, resultated for the acquisition and construction of plant assets Total restricted assets	Capital assets Land Plant and equipment	Capital projects completed Construction in progress	Less accumulated depreciation Net capital assets	Other assets Negative net pension obligation Organization costs (net of accumulated amortization) Bond and loan issuance costs (net of accumulated amortization) Total other assets Total noncurrent assets	Total assets

(Continued)

NARRAGANSETT BAY COMMISSION Combining Schedule of Net Assets (Continued) June 30, 2011

Liabilities	Revenue Fund	O & M Fund	Project Fund	Debt Service Fund	Operating Reserve for Revenue Stability Fund	Total
Current liabilities Accounts and contracts payable	\$ 27,539	\$ 1,177,938	\$ 6,926,218	·	∽	\$ 8,131,695
Accrued interest payable Accrued expenses		2,617,008	1 1	3,867,788	1 1	3,867,788 2,617,008
Unearned revenue	270,216	1	ı	ı	ı	270,216
Current portion of loans payable	•	1	18,680,893	ı	ı	18,680,893
Current portion of leases payable Current portion of long-term debt			155,730			155,730
Total current liabilities	297,755	3,794,946	27,432,841	3,867,788	1	35,393,330
Noncurrent liabilities						
Other accrued expenses	•	69,892	•	1	•	69,892
Long-term loans payable, net	•	1	250,755,702	1	,	250,755,702
Long-term leases payable, net		•	126,588	•	1	126,588
Long-term debt, net		1	151,280,708	'	1	151,280,708
Total noncurrent liabilities	•	69,892	402,162,998	•	1	402,232,890
Total liabilities	297,755	3,864,838	429,595,839	3,867,788	•	437,626,220
Net assets						
Investment in capital assets, net of related debt	1	•	281,322,303	1	1	281,322,303
Restricted, environmental enforcement	118,796	1 (1 (0	1 ,	1 (118,796
Unrestricted	20,588,899	3,945,760	16,396,928	26,360,551	4,501,066	71,793,204
Total net assets	\$ 20,707,695	\$ 3,945,760	\$ 297,719,231	\$26,360,551	\$ 4,501,066	\$ 353,234,303

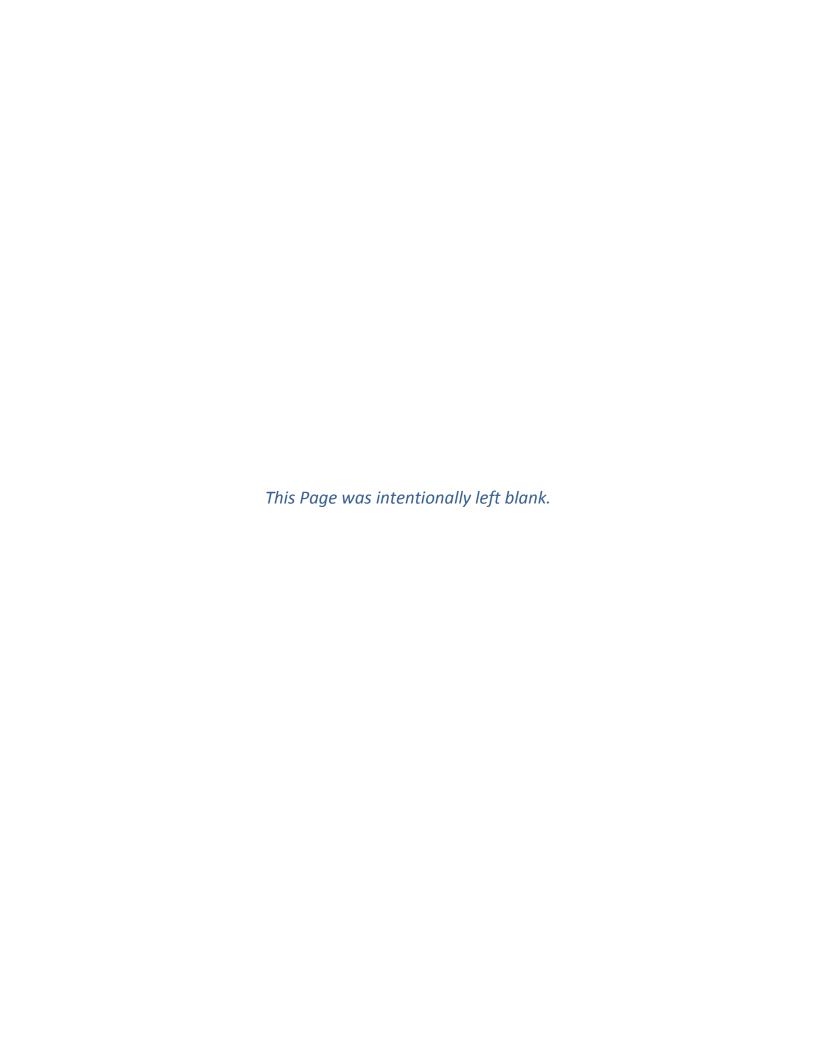
NARRAGANSETT BAY COMMISSION
Combining Schedule of Revenues, Expenses and Changes in Net Assets
For the year ended June 30, 2011

	Revenue Fund	O&M Fund	Project Fund	Debt Service Fund	Operating Reserve for Revenue Stability Fund	Total
Operating revenues User fees, residential User fees, commercial and industrial Permit and connection fees Pretreatment Environmental enforcement Septage income Abatement fees Late charge penalties	\$41,892,869 31,519,837 82,914 1,109,709 8,315 293,718 3,096 951,351			€		\$ 41,892,869 31,519,837 82,914 1,109,709 8,315 293,718 3,096 951,351
Miscellaneous revenue BOD/TSS surcharge Total operating revenues	6,062 44,704 75,912,575		1 1 1	1 1 1	1 1 1	6,062 44,704 75,912,575
Operating expenses Personnel services Contractual services Travel	1 1 1	18,751,300 6,614,019 41,290	1 1 1	1 1 1	1 1 1	18,751,300 6,614,019 41,290
Repairs and maintenance Utilities Supplies Depreciation Insurance Miscellaneous		1,315,887 3,940,125 1,255,828 - 915,918 754,593	10,437,059			1,315,887 3,940,125 1,255,828 10,437,059 915,918 754,593
Total operating expenses Operating income (loss)	75,912,575	33,588,960	(10,437,059)			44,026,019 31,886,556

(Continued)

NARRAGANSETT BAY COMMISSION
Combining Schedule of Revenues, Expenses and Changes in Net Assets (Continued)
For the year ended June 30, 2011

	Revenue Fund	O& M Fund	Project Fund	Debt Service Fund	Operating Reserve for Revenue Stability Fund	Total
Nonoperating revenues (expenses) Grant Interest expense Interest income Miscellaneous income Bond and note issuance costs Total nonoperating revenues (expenses)	\$ 66,851 1,022 263,238 331,111	\$ (14,992) 6,688	\$ - 1,552 - - 1,552	\$ (10,872,034) 1,931 (136,664) (11,006,767)	\$ - 416 416 416	\$ 66,851 (10,887,026) 11,609 263,238 (136,664) (10,681,992)
Net income(loss) before capital contributions and transfers	76,243,686	(33,597,264)	(10,435,507)	(11,006,767)	416	21,204,564
Capital contributions	•	ı	4,042,838		1	4,042,838
Transfers in (out)	(77,162,794)	35,443,389	31,448,113	8,771,292	1,500,000	1
Change in net assets	(919,108)	1,846,125	25,055,444	(2,235,475)	1,500,416	25,247,402
Total net assets, beginning of year	21,626,803	2,099,635	272,663,787	28,596,026	3,000,650	327,986,901
Total net assets ending end of year	\$ 20,707,695	\$ 3,945,760	\$ 297,719,231	\$26,360,551	\$ 4,501,066	\$ 353,234,303



Comprehensive Annual Financial Report

Statistical Section

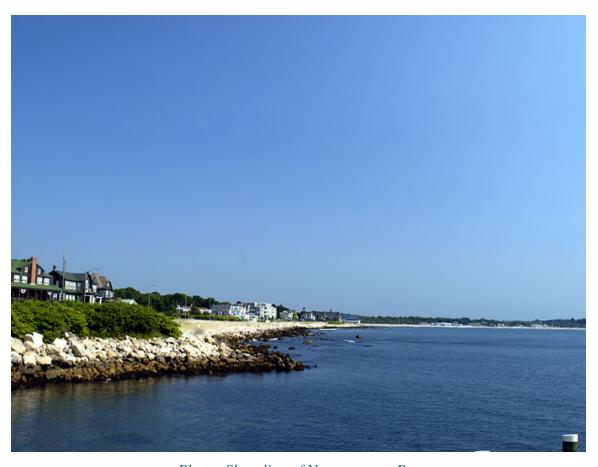


Photo: Shoreline of Narragansett Bay

STATISTICAL SECTION

This part of the NBC's comprehensive annual financial report presents detailed information as a context for understanding what the information in the financial statement, note disclosure, and required supplementary information says about the NBC's overall financial health.

Financial Trends

These schedules contain trend information to help the reader understand how the NBC's financial performance and well-being have changed over time.

- Net Assets by Component
- Changes in Net Assets
- Revenue by Source
- Expenses by Function

Revenue Capacity

These schedules contain information to help the reader assess the NBC's most significant revenue sources.

- User Fee Revenue by Customer Type
- Residential Sewer Rates
- Non-residential Sewer Rates
- ▶ Comparative Sewer Rates RI Municipalities
- Principal Commercial Users

Debt Capacity

These schedules present information to help the reader assess the affordability of the NBC's current levels of outstanding debt and the NBC's ability to issue additional debt in the future.

- Ratios of Outstanding Debt
- Debt Service Coverage

Demographic and Economic Information

These schedules offer demographic and economic indicators to help the reader understand the environment within which the NBC's financial activities take place.

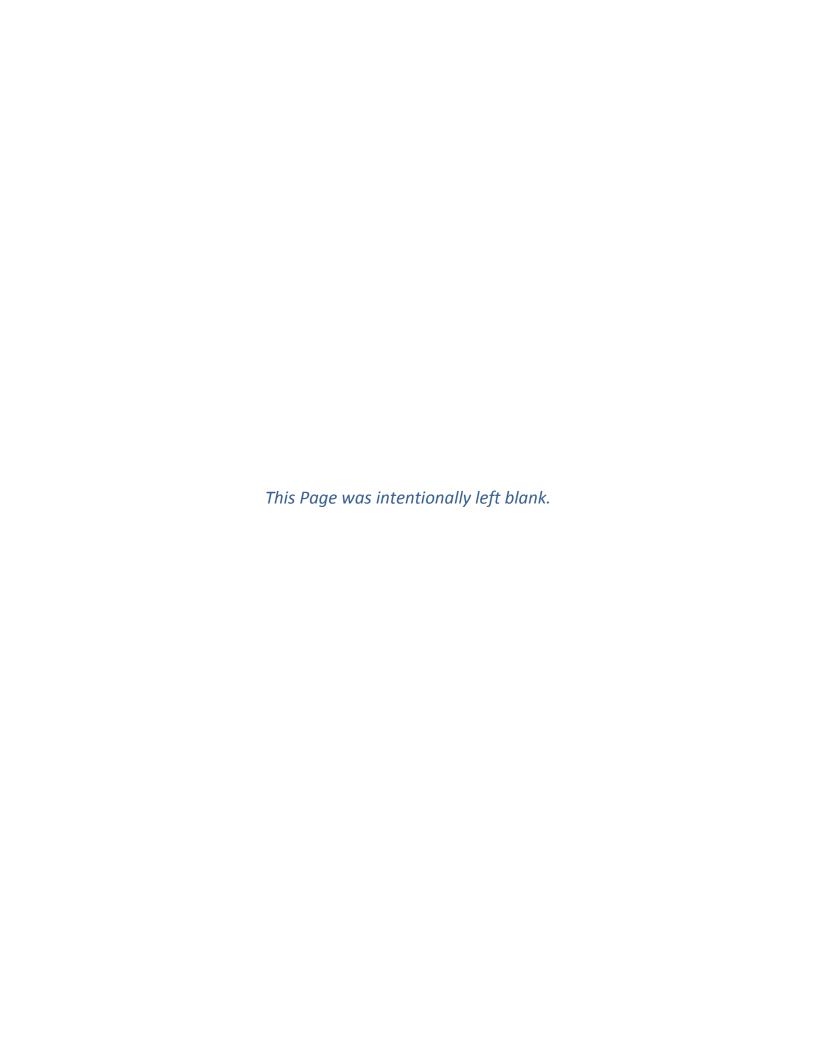
- Demographic & Economic Statistics
- Principal Employers

Operating Information

These schedules contain service and infrastructure data to help the reader understand how the information in the NBC's financial report relates to the Services the NBC provides and the activities it performs.

- Operating Indicators by Division
- Budgeted Employees by Activity

Sources: Unless otherwise noted, the information in these schedules was derived from the comprehensive annual financial report for the relevant year.



Net Assets By Component - (Unaudited) Last Ten Fiscal Years

Years Ending June 30,	Investment in Capital Assets, net of related debt	Restricted Environmental Enforcement	Unrestricted	Total Net Assets
2002	\$ 173,360,798	\$ 45,288	\$ 20,891,265	\$ 194,297,351
2003	180,119,178	70,699	26,584,786	206,774,663
2004	176,130,955	34,340	46,295,161	222,460,456
2005	195,783,867	49,193	43,092,952	238,926,012
2006	205,752,364	84,735	50,790,866	256,627,965
2007	214,974,154	127,370	54,514,025	269,615,549
2008	228,385,908	189,545	58,174,511	286,749,964
2009	240,723,854	157,021	64,044,903	304,925,778
2010	264,347,077	146,170	63,493,654	327,986,901
2011	281,322,303	118,796	71,793,204	353,234,303

NARRAGANSETT BAY COMMISSION Change in Net Assets (Unaudited) Last Ten Fiscal Years

	2011	2010	2009	2008	2007	2006	2002	2004	2003	2002
Operating Revenues										
User fees	\$ 73,412,706	\$ 69,224,415	\$ 67,958,753	\$ 64,462,984	\$ 56,094,973	\$ 56,395,730	\$ 51,186,822	\$ 47,873,355	\$ 41,993,962	\$ 33,249,538
Pretreatment fees	1,109,709	1,114,004	1,126,654	1,115,529	1,163,397	1,165,749	1,209,418	1,234,447	1,083,886	861,821
Other operating revenue	1,390,160	1,435,630	1,458,274	1,499,218	1,399,037	1,464,685	1,381,662	1,305,690	1,510,275	1,325,622
Total Operating Revenues	75,912,575	71,774,049	70,543,681	67,077,731	58,657,407	59,026,164	53,777,902	50,413,492	44,588,123	35,436,981
Non Operating Revenues										
Interest income	11,609	47,803	420,017	2,195,657	2,849,252	2,483,388	914,079	515,567	260,466	244,713
Grants	66,851	279,978	34,300	27,653	49,037	20,695	35,530	74,983	391,631	1,132,839
Other nonoperating revenue	263,238	280,656	185,832	95,316	111,703	30,465	-	-	-	260,632
Total Nonoperating Revenues	341,698	608,437	640,149	2,318,626	3,009,992	2,534,548	649,606	590,550	652,097	1,638,184
2 Operating Expenses										
Personnel Services	18,751,300	18,767,282	17,832,832	17,052,860	16,043,809	15,681,061	15,367,770	14,984,343	13,893,990	13,373,277
Contractual Services	6,614,019	7,008,213	7,221,939	7,214,382	6,474,726	5,299,762	3,226,479	3,470,114	1,577,752	4,083,886
General and Administrative	8,223,641	8,529,977	8,622,100	7,384,874	7,413,415	7,319,290	7,821,574	7,050,880	8,650,093	6,495,336
Depreciation and amortization	10,437,059	9,065,008	7,301,816	7,463,646	6,803,213	6,129,019	6,397,410	6,265,860	5,981,286	5,849,189
Total Operating Expenses	44,026,019	43,370,480	40,978,687	39,115,762	36,735,163	34,429,132	32,813,233	31,771,197	30,103,121	29,801,688
Nonoperating Expenses										
Interest Expense	10,887,026	10,820,471	12,013,384	13,121,460	11,913,538	9,836,182	8,381,979	5,720,685	4,296,363	2,877,973
Other Expenses		36,381	15,945	24,720	36,740	1,016,836	8,436	49,740	27,973	119,986
Total Nonoperating Expenses	11,023,690	10,856,852	12,029,329	13,146,180	11,950,278	10,595,585	8,390,415	5,770,425	4,324,336	2,997,959
Net Income before capital contributions	21,204,564	18,155,154	18,175,814	17,134,415	12,981,958	16,535,995	13,523,863	13,462,420	10,812,762	4,275,518
Capital contribution	4,042,838	4,905,969	1	1	5,626	1,165,958	2,941,693	2,223,373	1,664,550	9,064,450
Change in Net Assets	25,247,402	23,061,123	18,175,814	17,134,415	12,987,584	17,701,953	16,465,556	15,685,793	12,477,312	13,339,968
Net Assets- beginning Net Assets- ending	327,986,901 \$ 353,234,303	304,925,778	286,749,964 \$304,925,778	\$ 286,749,964	\$ 269,615,549	238,926,012	\$ 238,926,012	\$ 222,460,456	194,297,351 \$ 206,774,663	180,957,383

NARRAGANSETT BAY COMMISSION Revenue by Source (Unaudited) Last Ten Fiscal Years

				Opt	Operating Revenue	ē					Nonoperating Revenue	ing Revenue		
		Permit and							Total					
Years Ending	User	Connection		Environmental	Septage	Late Charge	BOD/TSS	Other	Operating		Interest	Arbitrage		Total
June 30,	Fees	Fees	Pretreatment	Enforcement	Income	Penalties	Surcharge	Revenue	Revenue	Grants	Income	Rebate	Miscellaneous	Revenue
2002	\$ 33 249 538	\$ 51450	\$ 861 821	090 \$	969 265 \$	\$ 470 674	\$ 116.088	\$ 84 654	\$ 35 436 981	\$ 1 132 839	\$ 244 713	\$ 260 632	€	\$ 37 075 165
2002	41 993 962	106 164	1 083 886	42.260	610 582	434 500	187.438	126 322	44 588 123	391 631	260.466	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	÷	45 240 220
2002	41,773,702	115 241	1,065,660	42,200	532,760	434,007	137,436	44.708	50.413.402	74 983	515 567	ı	1	51 004 042
1007	4,,0,7,7,7	147,011	1,++,+67,1	++,+	232,103	190,+6+	17+,+0	1,700	764,614,06	74,703	100,010	•	•	21,004,047
2005	51,186,822	197,595	1,209,418	69,536	435,145	458,176	194,215	26,995	53,777,902	35,530	914,079	•	•	54,727,511
2006	56,395,730	357,496	1,165,749	81,398	387,068	447,672	152,123	38,928	59,026,164	20,695	2,483,388	•	30,465	61,560,712
2007	56,094,973	205,589	1,163,397	52,525	357,206	631,183	139,815	12,719	58,657,407	49,037	2,849,252	•	111,703	61,667,399
2008	64,462,984	181,290	1,115,529	75,500	372,711	741,834	116,096	11,787	67,077,731	27,653	2,195,657	•	95,316	69,396,357
2009	67,958,753	140,822	1,126,654	3,700	382,955	849,127	66,439	15,231	70,543,681	34,300	420,017	•	185,832	71,183,830
2010	69,224,415	86,009	1,114,004	13,650	380,579	901,619	29,419	24,354	71,774,049	279,978	47,803	•	280,656	72,382,486
2011	73.412.706	82.914	1.109.709	8.315	293.718	951.351	44.704	9.158	75.912.575	66.851	11.609		263.238	76.254.273

NARRAGANSETT BAY COMMISSION Expenses by Function (Unaudited) Last Ten Fiscal Years

		۶		Operating Expenses	es			;	Nonoperating Expenses	ng Expenses	Ē
<u>ى</u>		Repairs and				Depreciation		Operating	Interest	Other	Total
Services Maintenance Utilities	Maintenance	<u> </u>	Utilitie	Si	Supplies	Amortization	Miscellaneous	Expenses	Expenses	Expenses	Expenses
\$4,083,886 \$1,237,214	\$1,237,214		\$ 2,388,	772	\$ 1,370,809	\$ 5,849,189	\$ 1,498,541	\$ 29,801,688	\$ 2,877,973	\$ 119,986	\$32,799,64
3,577,752 1,187,923	1,187,923		2,800,8	988	1,299,002	5,981,286	1,362,282	30,103,121	4,296,363	27,973	34,427,45
3,470,114 1,321,740	1,321,740		2,922,8	65	1,173,647	6,265,860	1,632,628	31,771,197	5,720,685	49,740	37,541,622
3,226,479 1,378,543	1,378,543		3,809,9	72	1,132,783	6,397,410	1,500,276	32,813,233	8,381,979	8,436	41,203,648
15,681,061 5,299,762 1,259,874 3,470,52	1,259,874		3,470,52		1,044,137	6,386,452	1,287,325	34,429,132	9,836,182	759,403	45,024,717
6,474,726 1,349,609	1,349,609		3,345,58	5	1,067,524	6,803,213	1,650,697	36,735,163	11,913,538	36,740	48,685,44
7,214,382 1,258,783	1,258,783		3,435,79	0	1,183,308	7,463,646	1,506,993	39,115,762	13,121,460	24,720	52,261,942
7,221,939 1,304,720	1,304,720		4,156,17	7	1,479,232	7,301,816	1,681,976	40,978,687	12,013,384	15,945	53,008,016
7,008,213	1,265,659		4,187,385		1,474,302	9,065,008	1,602,631	43,370,480	10,820,471	36,381	54,227,33
6,614,019 1,315,887	1,315,887		3,940,12	2	1,255,828	10,437,059	1,711,801	44,026,019	10,887,026	136,664	55,049,70

NARRAGANSETT BAY COMMISSION User Fee Revenue by Customer Type - (Unaudited) Last Ten Fiscal Years

2002	\$ 18,096,097 13,040,443 2,112,998	\$ 33,249,538
2003	\$ 23,706,243 \$ 16,418,380 1,869,339	\$ 41,993,962
2004	\$ 26,103,320 19,744,104 2,025,931	\$ 47,873,355
2005	\$ 27,436,514 21,715,154 2,035,154	\$ 51,186,822
2006	\$ 30,875,896 23,454,508 2,065,326	\$ 56,395,730
2007	\$ 30,990,979 23,412,834 1,691,160	\$ 56,094,973
2008	\$ 36,113,007 26,584,703 1,765,274	\$ 64,462,984
2009	\$ 38,727,419 27,647,095 1,584,239	\$ 67,958,753
2010	\$ 39,392,798 \$ 38,727,419 28,295,493 27,647,095 1,536,124 1,584,239	\$ 69,224,415
2011	\$ 41,892,869 29,713,682 1,806,155	\$ 73,412,706
	Residential Commercial Industrial	Total

Schedule of Residential Sewer Rates - (Unaudited) Last Ten Fiscal Years

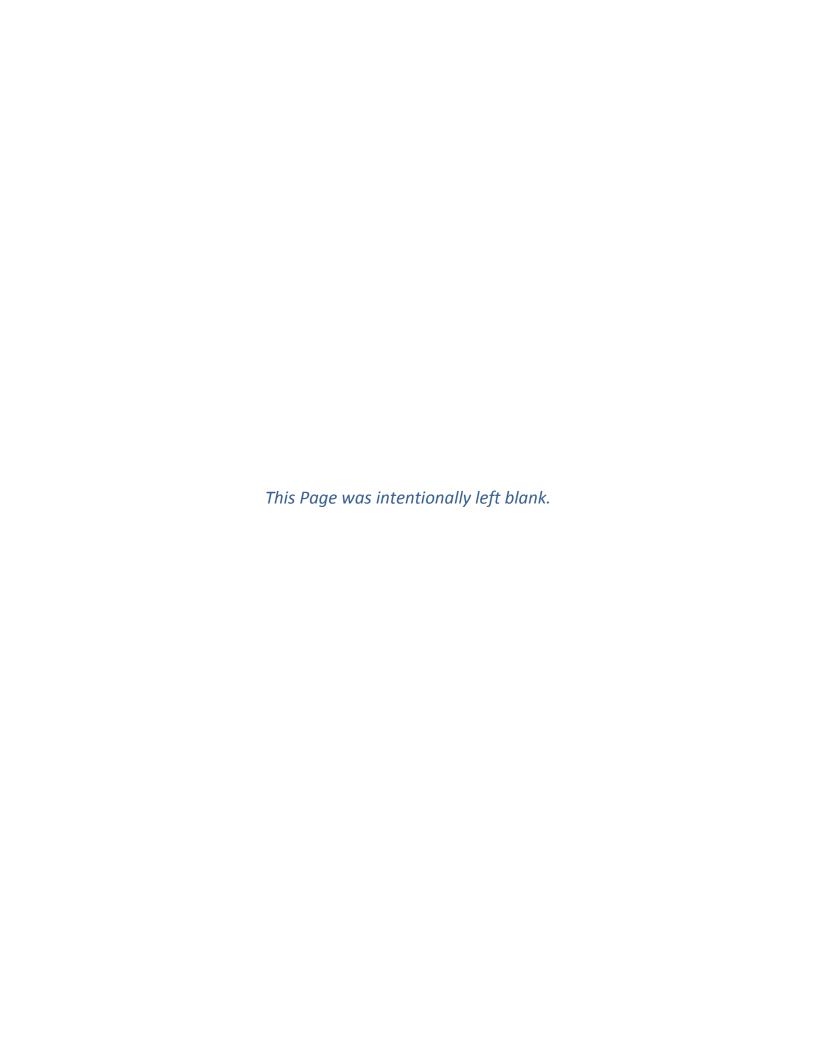
Fiscal Year	Fixed Rate (per Dwelling Unit)	Consumption Rate (HCF)
2002	\$ 54.68	\$ 1.120
2003	68.25	1.400
2004	79.00	1.625
2005	83.70	1.722
2006	94.38	1.942
2007	98.21	2.021
2008	112.35	2.309
2009	124.98	2.569
2010	159.21	2.569
2011	162.79	2.627

^{*} HCF - per hundred cubic feet

Schedule of Non-residential Sewer Rates - (Unaudited) Last Ten Fiscal Years

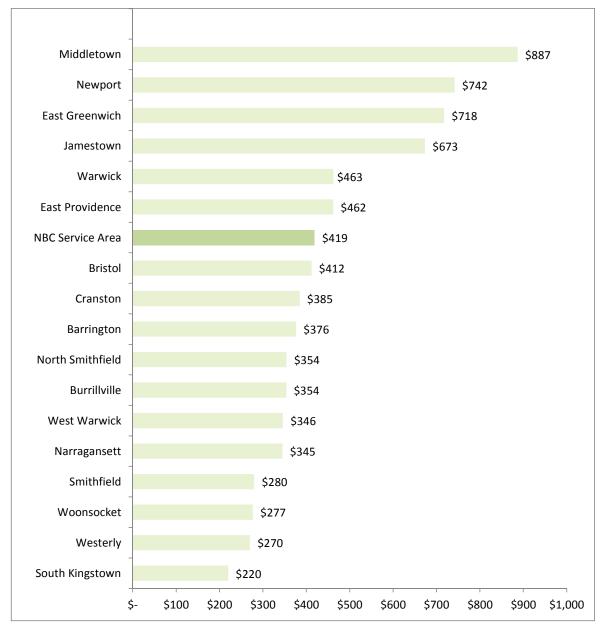
Fiscal Year	Non-residential Fixed Rate (Based on 5/8'' meter)	Industrial Consumption Rate (HCF)	Commercial Consumption Rate (HCF)
2002	\$122.01	\$ 1.050	\$ 1.630
2003	152.27	1.310	2.030
2004	177.00	1.515	2.355
2005	188.00	1.605	2.495
2006	212.00	1.810	2.813
2007	221.00	1.884	2.927
2008	253.00	2.153	3.349
2009	281.00	2.395	3.725
2010	380.00	2.395	3.725
2011	389.00	2.449	3.809

^{*} HCF - per hundred cubic feet



Annual Residential Sewer Charges Rhode Island Cities & Towns

The survey shown below, conducted by the Narragansett Bay Commission (NBC) in 2010, compares the annual residential sewer charges for participating Rhode Island Cities & Towns. The survey shows NBC, with its current fee structure, ranks 12th lowest among participants.



Source: 2010 Narragansett Bay Commission Residential Sewer User Survey

Notes:

In this survey, all Annual Residential Sewer Charges are based on 97.6 HCF. The average 2010 Annual Residential Sewer User Fee for Rhode Island Cities & Towns is \$444.

Warren's sewer costs are built into municipal taxes and therefore do not appear on this chart.

NARRAGANSETT BAY COMMISSION
Principal Commercial Users - (Unaudited)
2011 and 2002

				2011			2002	
Company		Annı	Annual billing	Rank	Percentage of total billing	Annual billing	Rank	Percentage of total billing
RI Hosnital		\(\sigma \)	1.344.693	-	1.65%	\$ 627.992		1.89%
Brown University		+	1,311,639	2	1.61%	517,493	2	1.56%
Providence Housing Authority			1,269,187	8	1.55%	447,063	8	1.34%
City of Providence			706,540	4	0.86%			
City of Pawtucket			620,007	5	0.76%			
Providence School Department			520,011	9	0.64%			
Providence College			357,819	7	0.44%	131,110	6	0.39%
Fairfield Residential			357,794	8	0.44%			
Johnson & Wales			327,983	6	0.40%	131,768	8	0.40%
State of RI			308,128	10	0.38%			
Rhode Island School of Design								
Roger Williams Hospital						246,130	4	0.74%
Slater						62,068	10	0.20%
St. Joseph Hospital						153,182	7	0.46%
RI College						185,658	5	0.56%
Pawtucket Memorial Hospital						153,983	9	0.46%
	Total	\$	7,123,801		8.73%	\$ 2,661,447		8.00%

Schedule of Debt Service Coverage - (Unaudited) Last Ten Fiscal Years

			Net Revenue	Del	ot Service Require	ment	
Fiscal Year	Gross Revenues (1)	Operating Expenses (2)	Available for Debt Service	Principal	Interest	Total	Coverage
2002	\$ 37,075,165	\$ 24,101,905	\$12,973,260	\$ 4,326,500	\$ 2,864,094	\$ 7,190,594	1.80
2003	45,240,220	24,322,698	20,917,522	5,623,294	4,276,165	9,899,459	2.11
2004	51,004,042	25,738,005	25,266,037	8,934,425	5,694,831	14,629,256	1.73
2005	54,727,511	26,601,612	28,125,899	9,035,349	7,295,728	16,331,077	1.72
2006	61,560,712	28,300,113	33,260,599	10,922,981	9,840,948	20,763,929	1.60
2007	61,667,399	29,931,950	31,735,449	12,502,822	10,742,156	23,244,978	1.37
2008	69,396,357	31,652,116	37,744,241	16,800,972	12,879,158	29,680,130	1.27
2009	71,183,830	33,676,871	37,506,959	17,457,042	11,982,197	29,439,239	1.27
2010	72,382,486	34,305,472	38,077,014	18,148,897	10,620,806	28,769,703	1.32
2011	76,254,273	33,588,960	42,665,313	18,702,732	10,349,378	29,052,110	1.47

⁽¹⁾ Total revenues including interest income

⁽²⁾ Total operating expenses exclusive of depreciation and amortization

NARRAGANSETT BAY COMMISSION Ratios of Outstanding Debt - (Unaudited) Last Ten Years

Percentage Personal Income to Outstanding Debt (1)	0.037% 0.023% 0.013% 0.013% 0.011% 0.010% 0.010% 0.011% N/A
Ratio of Outstanding Debt per Population (1)	85.45 140.79 267.31 275.47 344.03 407.68 406.58 406.29 390.10 N/A
Ratio of Outstanding Debt to Capital Assets	0.35 0.46 0.71 0.61 0.67 0.67 0.65 0.61
Total Capital Assets	263,912,685 329,594,772 405,306,426 483,426,101 550,904,148 603,976,101 638,868,755 656,568,035 673,356,083
Construction in Process	76,255,003 134,283,423 201,485,348 271,817,109 330,122,836 378,547,610 412,852,916 431,243,898 193,843,866 228,402,550
Capitalized Assets*	187,657,682 195,311,349 203,821,078 211,608,992 220,781,312 225,428,491 226,015,839 225,324,137 479,512,217
Total Outstanding Debt	91,080,084 150,830,102 286,310,347 293,216,629 364,328,444 429,347,070 427,226,378 427,911,684 410,608,578
Lease Payable	297,181 435,114 453,757 481,393 495,453 587,356 585,756 441,456 365,855 282,318
Bonds Payable	15,972,043 13,775,319 81,628,122 70,000,000 116,064,506 159,068,722 157,613,722 156,089,206 154,547,457 152,950,708
Loans Payable	74,810,860 136,619,669 204,228,468 222,735,236 247,768,485 269,690,992 269,026,900 271,381,022 255,695,266 269,436,595
Fiscal Year Ended June 30,	2002 2003 2004 2005 2006 2007 2008 2010 2010

* Capitalized assets net of accumulated depreciation

(1) See the Demographics and Economic Statistics schedule for the personal income and population data.

Demographic Statistics - (Unaudited)
State of Rhode Island
Last Ten Fiscal Years

Fiscal		Personal Income	Per Capita	Labor	School	Unemployment
Year	Population (1)	(Millions of dollars)(4)	Income (4)	Force (2)	Enrollment (3)	<i>Rate</i> (2)
2002	1,065,937	\$ 33,503	\$ 31,319	556,428	157,599	5.10%
2003	1,071,302	34,347	31,916	572,956	159,205	5.30%
2004	1,071,095	36,453	33,733	562,289	158,592	5.20%
2005	1,064,439	38,907	36,153	569,451	153,560	5.00%
2006	1,058,991	39,054	36,289	578,243	153,417	5.10%
2007	1,053,136	41,745	39,463	576,987	151,619	5.00%
2008	1,050,788	43,091	41,008	567,597	145,342	7.80%
2009	1,053,209	43,185	41,003	567,093	145,231	11.20%
2010	1,052,567	44,801	42,579	566,166	145,118	10.30%
2011	N/A	N/A	N/A	N/A	N/A	N/A

- (1) Source United States Census Bureau
- (2) Source Rhode Island Department of Labor
- (3) Source Rhode Island Department of Education
- (4) Source Rhode Island Department of Commerce

NARRAGANSETT BAY COMMISSION
Principal Employers - (Unaudited)
2011 and 2002

Company	Number of employees	2011 Rank	Percentage of total State employment	Number of employees	2002 Rank	Percentage of total State employment
Lifespan	11,869	1	2.74%	10,082	1	1.95%
Diocese of Providence	6,200	7	1.43%	5,630	2	1.09%
Care New England	5,953	3	1.37%	2,608	4	1.08%
CVS Corp	5,800	4	1.34%	5,622	8	1.09%
Citizens Bank	4,991	S	1.15%	4,100	7	0.79%
Brown University	4,800	9	1.11%	4,450	9	%98.0
Stop & Shop	3,632	7	0.84%	4,555	S	0.88%
Bank of America	3,500	8	0.81%	3,967	∞	0.77%
Fidelity Investments	2,934	6	0.68%			
RI ARC	2,851	10	99.0	2,383	10	0.46%
Jan Companies				3,365	6	0.65%
Total	52,530		12.12%	49,762		9.61%

Source: RI Economic Development Corporation

NARRAGANSETT BAY COMMISSION
Operating Indicators by Division - (Unaudited)
Last Ten Years

	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002
Number of treatment plants	7	2	2	2	2	2	2	2	2	2
Number of Employees	246	246	244	237	241	245	247	247	255	243
Field's Point Plant (Largest WWTF in RI) Daily average treatment in gallons (mgd)	43.06	43.06	43.06	43.06	49.39	53.07	45.69	45.69	41.00	41.00
Maximum daily capacity of treatment (mgd)	200	200	200	200	200	200	200	200	200	200
Number of pump stations	4	4	4	4	4	4	4	5	5	9
Number of active combined sewer overflows (CSOs)	38	38	38	38	38	39	39	39	39	39
Miles of interceptor	80	80	80	80	80	80	80	80	80	80
Number of tide gates	32	32	32	32	32	32	32	32	32	32
Bucklin Point Plant (Second largest WWTF in RI)										
Daily average treatment in gallons (mgd)	19.6	19.6	19.6	19.6	24.83	24.83	24.61	24.61	24.48	24.48
Maximum daily capacity of treatment (mgd)	116	116	116	116	116	116	46	46	46	46
Number of pump stations	3	æ	3	33	8	33	∞	33	3	3
Number of active combined sewer overflows (CSOs)	26	26	26	26	26	27	27	27	27	27
Miles of interceptor	30	30	30	30	30	30	30	30	30	30

Mgd = million gallons per day Source: Management of NBC

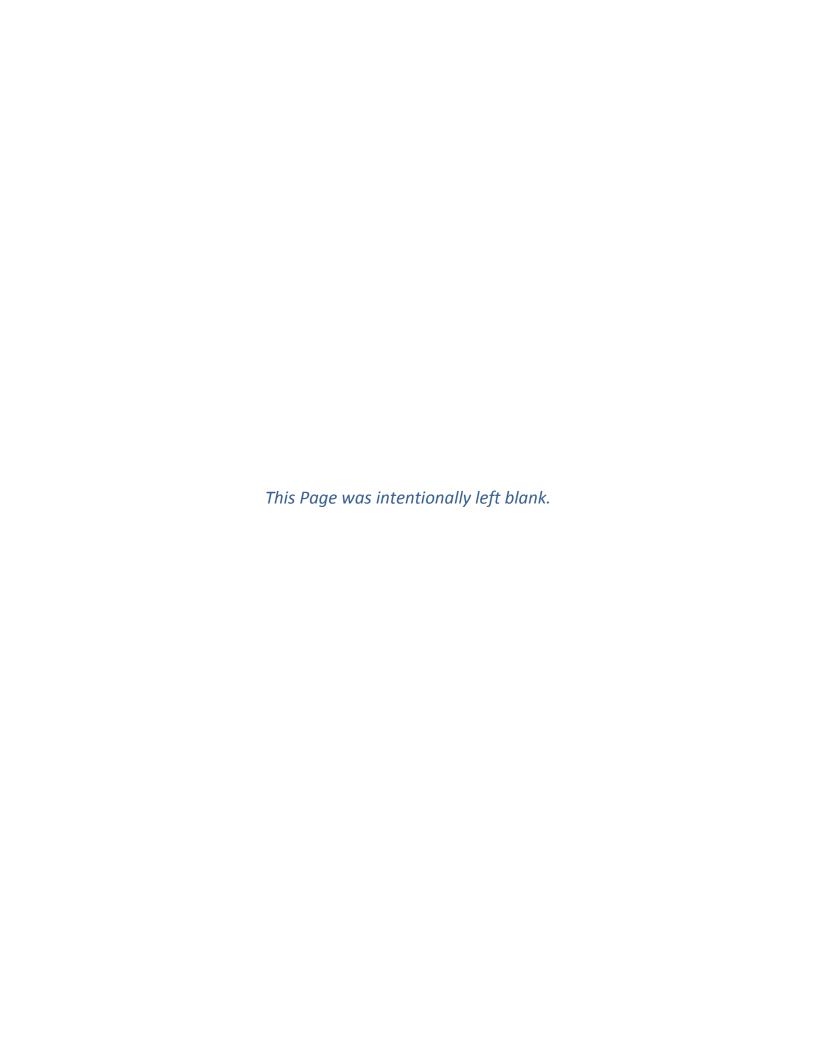
NARRAGANSETT BAY COMMISSION Budgeted Employees by Activity - (Unaudited) Last Ten Fiscal Years

Departments	FY 2011	FY 2010	FY 2009	FY~2008	FY 2007	FY2006	FY 2005	FY 2004	FY 2003	FY 2002
Executive	8.0	8.0	8.0	8.0	8.0	8.0	8.0	7.0	7.0	6.0
Construction Services	12.0	10.0	10.0	0.6	10.0	10.0	6.6	11.0	10.0	5.0
Human Resources	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Legal	5.0	5.0	5.0	5.0	5.0	5.0	5.5	5.3	5.8	5.0
Finance	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	8.0	0.9
Accounting	10.0	10.0	10.0	10.0	10.0	11.0	11.0	12.0	13.0	12.0
Information Technology	11.0	11.0	11.0	11.0	11.0	11.0	11.0	11.0	10.0	10.0
Customer Service	24.0	24.0	22.0	22.0	22.0	21.0	21.0	20.0	19.0	19.0
Purchasing	4.0	4.0	4.0	4.0	4.0	4.0	4.0	0.9	4.0	4.0
Planning	5.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
90 Pretreatment	15.0	15.0	15.0	15.0	15.0	15.0	16.0	16.0	16.0	16.0
Laboratory	16.0	17.0	15.0	15.0	15.0	15.0	15.0	15.0	14.0	13.0
Environmental Safety & Technical										
Assistance	4.0	4.0	4.0	4.0	4.0	4.0	4.0	3.0	3.0	3.0
Environmental Monitoring & Data										
Analysis	17.0	17.0	17.0	17.0	17.0	17.0	17.0	18.0	15.0	15.0
Interceptor Maintenance	22.0	22.0	22.0	22.0	22.0	21.0	23.0	23.0	23.0	23.0
Engineering	10.0	10.0	11.0	11.0	10.0	10.0	10.0	10.0	10.0	10.0
Field's Point WWTF	56.0	56.0	56.0	56.0	56.0	56.0	61.0	62.0	61.0	61.0
Bucklin Point WWTF	32.0	32.0	32.0	32.0	32.0	32.0	32.0	32.0	31.0	31.0
Total	260.0	258.0	254.0	254.0	254.0	253.0	261.4	264.3	257.8	247.0

253.

261.4

264.3



Compliance Section



Photo: Sunset on Narragansett Bay

BACON & COMPANY, LLC CERTIFIED PUBLIC ACCOUNTANTS

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

To the Board of Commissioners Narragansett Bay Commission Providence, Rhode Island

We have audited the financial statements of the Narragansett Bay Commission (NBC), a component unit of the State of Rhode Island, as of and for the year ended June 30, 2011 and have issued our report thereon dated September 20, 2011. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control over Financial Reporting

Management of the Narragansett Bay Commission is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered NBC's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of NBC's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of NBC's internal control over financial reporting.

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

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

Compliance and Other Matters

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

This report is intended solely for the information and use of management, the Board of Commissioners, the State of Rhode Island Auditor General and the Public Utilities Commission and is not intended to be and should not be used by anyone other than these specified parties.

Warwick, Rhode Island September 20, 2011

Bacm & Company, Sd C

Schedule of Expenditures of Federal Awards Year Ended June 30, 2011

Federal Grantor/ Program Title	Federal CFDA Number	Project Number	<u>Expenditures</u>
U.S. Environmental Protection Agency			
Direct Program:			
Environmental Policy and State Innovations Grant	66.940	EI-97187901-0	\$ 44,736
Passed through RI Clean Water Finance Agency:			
Capitalization Grants for Clean Water State			
Revolving Funds - ARRA	66.458	N/A	4,042,838
Total U.S. Environmental Protection Agency			4,087,574
Total expenditures of federal awards			\$ 4,087,574

NARRAGANSETT BAY COMMISSION Notes to Schedule of Expenditures of Federal Awards June 30, 2011

GENERAL

The accompanying Schedule of Expenditures of Federal Awards presents the activity of all federal financial assistance programs of the NBC.

BASIS OF ACCOUNTING

The accompanying Schedule of Expenditures of Federal Awards is presented using the accrual basis of accounting.

DETERMINATION OF TYPE A AND TYPE B PROGRAMS

The determination of Type A and Type B federal programs was based upon the overall level of expenditures for all federal programs for the State of Rhode Island. As such, the threshold for determining Type A and Type B programs is determined at the State level. For the year ended June 30, 2011, grants with expenditures exceeding \$17,000,000 were determined to constitute a Type A program. The NBC had no Type A programs for the year ended June 30, 2011.

Narragansett Bay Commission Long Distance Travel Detail Fiscal Year 2011

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aRusso Dennis aRusso A 11/29/10-12/1/10 72624 10/5/10 aRusso Dennis aRusso A 11/29/10-12/1/10 72856 10/26/10 aRusso Dennis aRusso S 11/29/10-11/18/10 73855 10/26/10 G Moniz Joseph G Moniz S 11/29/10-11/18/10 73459 12/14/10 y M Dalmazzi Anthony M Dalmazzi S 11/29/10-12/1/10 73454 12/14/10 aRusso Dennis aRusso S 11/29/10-12/1/10 73454 12/14/10 G Moniz NBC CP 11/29/10-12/1/10 73454 12/14/10 A M Dalmazzi NBC CP CP Reim G Moniz NBC CP Reim G Moniz NBC CP CP Reim A mifer J Galego Jemifer J Galego A 11/16/10-11/19/10 72707 10/13/10 Logal (24) Jemifer J Galego A 11/16/10-11/19/10 73277 12/1/10 A Logalego Jemifer J Galego </td <td>al Projects</td> <td></td> <td>(200.00)</td> <td>(658.30)</td> <td>(226.44)</td> <td>(233.24)</td>	al Projects		(200.00)	(658.30)	(226.44)	(233.24)
aRusso Dennis aRusso A 11/29/10-12/1/10 72856 10/26/10 G Moniz Joseph G Moniz S 11/17/10-11/18/10 73493 12/7/10 G Moniz Joseph G Moniz S 11/17/10-11/18/10 73459 12/14/10 a Musso Dennis aRusso S 11/29/10-12/1/10 73450 12/14/10 a Russo Dennis aRusso S 11/29/10-12/1/10 73450 12/14/10 A Moniz NBC CP 11/29/10-12/1/10 7359 12/14/10 A Moniz NBC CP Reim A Moni	Training Certification	Ownings Mills, MD		591.67	1,085.28	
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G Monizz Joseph G Moniz S 11/29/10-121/10 73453 12/14/10 g Monizz Joseph G Moniz S 11/29/10-121/10 73450 12/14/10 aRusso Dennia aRusso S 11/29/10-121/10 73450 12/14/10 aRusso Dennia aRusso S 11/29/10-121/10 73559 12/14/10 G Moniz NBC CP CP Reim g Moniz NBC CP Reim G Moniz NBC CP Reim G Moniz NBC CP Reim Legal (24) Legal (24) 10/13/10 F G Galego Jennifer J Galego A 11/16/10-11/19/10 73207 10/13/10 F Galego Jack Intern'l Law R 11/16/10-11/19/10 73207 12/1/10 F Galego Chr Amer & Intern'l Law R 5/10/11 5/10/11	erial for Contract 109 01C	Knoxville TN	100 00	611.70	129.50	126.75
Amoniza John State Amonization John State John Stat	Jartification contrast 304 540	Beltimore MD	00 00			21.00
azzi Antony M Dannazzi S 11/29/10-12/1/10 73450 12/14/10 Dennis aRusso S 11/29/10-12/1/10 73559 12/14/10 NBC CP 11/29/10-12/1/10 73559 12/1/10 Reim NBC CP CP Reim NBC CP Reim Reim NBC CP Reim Reim NBC CP Reim Reim NBC CP Reim Reim Reim Reim Reim Reim Reim Reim	Ciuncauon-contract 304:340	Date of the control o	90:00			21.00
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Dennis aRusso S 11/29/10-12/1/10 73559 12/21/10 Reim NBC CP	ertification-contract 304.54C	Baltimore, MD	90.00			32.00
NBC CP Reim Reim NBC CP Reim Reim S	CIPP Training and Certification-contract 304.54C	Baltimore, MD				84.79
Asia NBC CP Reim NBC CP Reim NBC CP Reim NBC CP Reim Reim Reim Reim Reim Reim Reim Reim	al Projects		(00.00)			(51.00)
NBC CP Reim	l Projects		(60.00)			(00.09)
NBC CP Reim	d Projects		(00.06)	(1.115.67)	(1.085.28)	(116.79)
Jean Jeanifer J Galego A 11/16/10-11/19/10 72707 10/13/10	l Projects		(100 00)	(611.70)	(129.50)	(126.75)
Jennifer J Galego	ii riojecus		(100,001)		(17:70)	(27.071)
Jennifer J Galego			Total Construction Cost Center (22)	22)		
Jennifer J Galego A 11/16/10-11/19/10 72707 10/13/10 Jennifer J Galego S 11/16/10-11/19/10 73327 12/1/10 NACWA R 11/16/10-11/9/10 74200 2/15/11 Ctr for Amer & Intern'l Law R 5/12/11-5/13/11 75204 5/10/11				000	000	
Jennifer J Galego S 11/16/10-11/19/10 73327 12/1/10 NACWA R 11/16/10-11/19/10 74200 2/15/11 Ctr for Amer & Intern'l Law R 5/12/11-5/13/11 75204 5/10/11	Clean Water Law Seminar	Sante Fe, NM		423.30	532.89	
NACWA R 11/16/10-11/19/10 74200 2/15/11 Ctr for Amer & Intern'l Law R 5/12/11-5/13/11 75204 5/10/11	Clean Water Law Seminar	Sante Fe, NM	155.00			169.00
: J Galego Ctr for Amer & Intern'l Law R 5/12/11-5/13/11 75204 5/10/11		Sante Fe, NM	850.00			
	4th Annual Power & Alternative Energy Law Conf	Houston, TX	395.00			
Jennifer J Galego A 5/12/11-5/13/11 75233 5/10/11	4th Annual Power & Alternative Energy Law Conf	Houston, TX		512.88	372.06	
Jennifer J Galego S 5/12/11-5/13/11 75599 6/1/11	4th Annual Power & Alternative Energy Law Conf	Houston, TX	105.00			179.00
	3					

Narragansett Bay Commission Long Distance Travel Detail Fiscal Year 2011

TRAVELER	PAYEE		TRAVEL DATES	CHECK	DATE PAID BY NBC	PURPOSE OF TRAVEL	DESTINATION	MILEAGE	MEALS REGISTRY	FRY AIRFARE	RE HOTEL		MISC./ OTHER TC	TOTALS
A&F (31)	Voron Giohink		2/1/11 2/4/11	73659	01/96/01		Dr. I andardala El				۶			155
Karen Giebink	NACWA	₹ 24	2/1/11-2/4/11	73803	1/11/11	2011 NACWA Winter Conference	Ft. Lauderdale, FL			850.00	00.00			850
Karen Giebink	Karen Giebink	S	2/1/11-2/4/11	74290	2/22/11	2011 NACWA Winter Conference	Ft. Lauderdale, FL		165.00		34.40	662.67	55.00	917
NACWA	NBC	ບເ				Refund Refund				(75.00)				(75)
	On.	י				NOTHING TO THE PROPERTY OF THE			Total A&F Cost Center (31)	(7.5.00) ter (31)				1,772
IT (33)														
Kathleen J Smith	Oracle America Inc	≃ <	9/19/10-9/23/10	71709	7/20/10	Oracle World Conference	San Francisco, CA		1,5	1,595.00	1 400 25			1,595
Kathleen J Smith	Kathleen J Smith	4 ∢	9/18/10-9/24/10	72238	9/1/10	Oracle World Conference	San Francisco, CA			40		874.97		1,281
Kathleen J Smith	Kathleen J Smith	S C	9/18/10-9/24/10	72644	10/5/10	Oracle World Conference	San Francisco, CA		230.00				161.25	391
Keith A Zuidema	Neith A Zuidema	Δ	11///10-11/17/10	/3331	12/1/10	HP Biade Class	Montreal, Canada		Z85.00 Total IT Cost Center (33)	er (33)			324.14	5,286
IM (43)														
Michael Caruolo	Michael Caruolo	S	11/29/10-12/1/10	73494	12/14/10	CIPP Training and Certification-contract 304.54C	Baltimore, MD		50.41				51.00	101
									Total IM Cost Center (43)	er (43)				101
Engineering (44)	; ;											9		
Kathryn Kelly Kathryn Kally	Kathryn Kelly Kathryn Kally	4 0	5/3/11-5/4/11	74468	3/8/11	NEWEA Stormwater & CSO Specialty Seminar NEWEA Stormwater & CSO Specialty Seminar	Portsmouth, NH	112 71	100 00			186.39	00 71	186
Kathryn Kelly	NE Water Environmental	n x	5/3/11-5/4/11	75416	5/25/11	NEWEA Stormwater & CSO Specialty Seminar NEWEA Stormwater & CSO Specialty Seminar	Portsmouth, NH	112./1		200.00		10.00	14:00	200
								To	Total Engineering Cost Center (44)	Center (44)				623
PP&R (51)		,								6				1
Nora Lough Nora Lough	NHWPCA Nora Lough	× v	6/21/11-6/22/11	2254 76128	6/20/11	NHWPCA-Microbiology Conterence 2-day Seminar ID & Control of Filamentous Bacteria	Concord, NH	133.71	70.00	50.00		281.22	2.00	50 487
76	0								Total PP&R Cost Center (51)	nter (51)				537
Pretreatment (52)														
Kerry Britt	Kerry Britt	¥	5/17/11-5/20/11	74719	3/29/11	2011 NACWA Pretreatment & Pollution Prevention	St Louis, MO			25	250.00			250
Kerry Britt	Kerry Britt	S (5/17/11-5/20/11	75672	6/7/11	2011 NACWA Pretreatment & Pollution Prevention	St Louis, MO		140.00		65.80	298.62	52.08	557
Kerry Britt	NACWA	×	5/18/11-5/20/11	75927	6/21/11	2011 NACWA Pretreatment & Pollution Prevention	St Louis, MO	Tot	575.00 Total Pretreatment Cost Center (52)	575.00 it Center (52)				575
Dlenning (54)										Î				
Barry Wenskowicz	Barry Wenskowicz	S	7/22/10	71855	8/3/10	NEIWPCC Training Seminar	Haverhill, MA	104.00						104
John Bissonette	John Bissonette	S	6/7/10-6/8/10	71978	8/10/10	NEWEA	Orqunquit, ME	140.00	65.00				10.00	215
Barry Wenskowicz	Green Thinking LTD	~ :	12/6/10-12/8/10	72865	10/26/10	Green Power Conference	London, ENGLAND			299.00			0	299
Barry Wenskowicz	Barry Wenskowicz	o o	11/9/10-11/10/10	73544	12/21/10	Annual NEBRA Conference	Wochington DC	164.00	00.05	12	130.40	100 50	12.00	1/6
Barry Wenskowicz	Barry Wenskowicz	o v	2/9/11	74856	4/12/11	Smail riyuorowei Participate in Barriers to Biogas Focus Group	New York NY	235 00	00.00	Ċ		00.00	64.67	235
James McCaughey	James McCaughey	S	5/17/11-5/20/11	75598	6/1/11	2011 NACWA Pretreatment & Pollution Prevention	St Louis, MO		200.00	31:	315.80	447.93	41.44	1,005
James McCaughey	NACWA	~	5/18/11-5/20/11	75927	6/21/11	2011 NACWA Pretreatment & Pollution Prevention	St Louis, MO			525.00				525
James McCaughey	Water Environment Fed	~	7/31/11-8/3/11	75969	6/21/11	Energy & Water 2011	Chicago, IL			00:009				009
								I	Total Planning Cost Center (54)	enter (54)				3,686
EMDA (55) Christine Comeau	Christine Comeau	•	5/3/11-5/4/11	74520	3/15/11	NEWEA Stormwater & CSO Specialty Seminar	Portsmouth, NH	118.32				186.39		305
Christine Comeau	NE Water Environmental	~	5/3/11-5/4/11	75415	5/24/11	NEWEA Stormwater & CSO Specialty Seminar	Portsmouth, NH		(4	220.00				220
Christine Comeau	Christine Comeau	S	5/3/11-5/4/11	75577	6/1/11	NEWEA Stormwater & CSO Specialty Seminar	Portsmouth, NH		9.45				10.00	19
														544

\$ 39,178.11

GRAND TOTAL TRAVEL