



## **IRS FORM 990 (2017)**

The IRS Form 990 is Rappahannock Electric Cooperative's tax return and all tax-exempt organizations are required to file using the Form 990. The Form 990 includes, among other things, a summary of the organization (mission, number of employees, etc.), its revenue, its expenses and its assets; a statement of the Cooperative's accomplishments; and information about the Cooperative's management team and governing body.

# Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- ▶ **Do not enter social security numbers on this form as it may be made public.**
- ▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

## 2017

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

**A For the 2017 calendar year, or tax year beginning** , 2017, and ending ,

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> RAPPAHANNOCK ELECTRIC COOPERATIVE 247 INDUSTRIAL COURT FREDERICKSBURG, VA 22408  <b>F</b> Name and address of principal officer: <b>KENT D. FARMER</b> SAME AS C ABOVE	<b>D</b> Employer identification number 54-1135340  <b>E</b> Telephone number 540-898-8500  <b>G</b> Gross receipts \$ <b>385,089,467.</b>	<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list. (see instructions)
<b>I</b> Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) ( <b>12</b> ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>J</b> Website: ▶ <b>WWW.MYREC.COOP</b>	
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1980</b> <b>M</b> State of legal domicile: <b>VA</b>	

**Part I Summary**

<b>Activities &amp; Governance</b>	1	Briefly describe the organization's mission or most significant activities: <u>SAFE AND EFFECTIVE DISTRIBUTION OF ELECTRICITY TO THE MEMBERS OF RAPPAHANNOCK ELECTRIC COOPERATIVE</u>		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a) .....	<b>3</b>	8
	4	Number of independent voting members of the governing body (Part VI, line 1b) .....	<b>4</b>	8
	5	Total number of individuals employed in calendar year 2017 (Part V, line 2a) .....	<b>5</b>	425
	6	Total number of volunteers (estimate if necessary) .....	<b>6</b>	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 .....	<b>7a</b>	102,351.
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 .....	<b>7b</b>	39,792.	
<b>Revenue</b>	8	Contributions and grants (Part VIII, line 1h) .....	<b>Prior Year</b>	<b>Current Year</b>
	9	Program service revenue (Part VIII, line 2g) .....	632,412.	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....	428,106,971.	383,427,523.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....	878,010.	405,444.
	12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....	985,945.	1,045,703.
			430,603,338.	384,878,670.
	<b>Expenses</b>	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....	60,750.
14		Benefits paid to or for members (Part IX, column (A), line 4) .....	15,081,082.	17,762,745.
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....	40,320,522.	56,558,971.
16a		Professional fundraising fees (Part IX, column (A), line 11e) .....		
		<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ .....		
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....	373,261,965.	311,372,988.
18		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....	428,724,319.	385,748,204.
	19 Revenue less expenses. Subtract line 18 from line 12 .....	1,879,019.	-869,534.	
<b>Net Assets or Fund Balances</b>	20	Total assets (Part X, line 16) .....	<b>Beginning of Current Year</b>	<b>End of Year</b>
	21	Total liabilities (Part X, line 26) .....	891,756,582.	897,920,253.
	22	Net assets or fund balances. Subtract line 21 from line 20 .....	512,146,574.	506,231,736.
		379,610,008.	391,688,517.	

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer ▶ <b>KENT D. FARMER</b>	Date _____			
	Type or print name and title _____	PRESIDENT & CEO			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name G. STEVEN GILLIAM, CPA	Preparer's signature _____	Date _____	Check <input type="checkbox"/> if self-employed	PTIN P00348264
	Firm's name ▶ <b>ADAMS JENKINS CHEATHAM PC</b>	Firm's EIN ▶ <b>54-1320089</b>			
	Firm's address ▶ <b>231 WYLDEROSE DR MIDLOTHIAN, VA 23113-6845</b>	Phone no. <b>804-323-1313</b>			

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

SAFE AND EFFECTIVE DISTRIBUTION OF ELECTRICITY TO THE MEMBERS OF RAPPAHANNOCK ELECTRIC COOPERATIVE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If 'Yes,' describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

SAFE AND EFFECTIVE DELIVERY OF ELECTRICITY TO THE MEMBERS OF RAPPAHANNOCK ELECTRIC COOPERATIVE. THE THREE LARGEST PROGRAM SERVICES, AS MEASURED BY EXPENSES ARE AS FOLLOWS:

COST OF POWER \$243,983,452
DEPRECIATION \$32,803,485
OTHER SALARIES AND WAGES \$39,742,732

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If 'Yes,' complete Schedule A.</i> .....		X
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?.....		X
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If 'Yes,' complete Schedule C, Part I.</i> .....		X
<b>4</b> <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If 'Yes,' complete Schedule C, Part II.</i> .....		
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If 'Yes,' complete Schedule C, Part III.</i> .....		X
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If 'Yes,' complete Schedule D, Part I.</i> .....		X
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If 'Yes,' complete Schedule D, Part II.</i> .....		X
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i> .....		X
<b>9</b> Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV.</i> .....		X
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V.</i> .....		X
<b>11</b> If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If 'Yes,' complete Schedule D, Part VI.</i> .....	X	
<b>b</b> Did the organization report an amount for investments — other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VII.</i> .....		X
<b>c</b> Did the organization report an amount for investments — program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VIII.</i> .....	X	
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part IX.</i> .....		X
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If 'Yes,' complete Schedule D, Part X.</i> .....		X
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If 'Yes,' complete Schedule D, Part X.</i> ...	X	
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If 'Yes,' complete Schedule D, Parts XI and XII.</i> .....	X	
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional.</i> .....		X
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E.</i> .....		X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?.....		X
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If 'Yes,' complete Schedule F, Parts I and IV.</i> .....		X
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If 'Yes,' complete Schedule F, Parts II and IV.</i> .....		X
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If 'Yes,' complete Schedule F, Parts III and IV.</i> .....		X
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If 'Yes,' complete Schedule G, Part I</i> (see instructions). ....		X
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II.</i> .....		X
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i> .....		X

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If 'Yes,' complete Schedule H.</i> .....		X
<b>b</b> If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i> .....	X	
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III.</i> .....		X
<b>23</b> Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J.</i> .....	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a.</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year? .....		
<b>25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i> .....		
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I.</i> .....		
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If 'Yes,' complete Schedule L, Part II.</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i> .....		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV.</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i> .....		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i> .....		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i> .....		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i> .....		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I.</i> .....		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Part II, III, or IV, and Part V, line 1.</i> .....	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....	X	
<b>b</b> If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i> .....	X	
<b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i> .....		
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI.</i> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O. .....	X	

BAA

Form **990** (2017)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response or note to any line in this Part V.

		Yes	No
<b>1 a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. <span style="float:right">177</span>		
<b>1 b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. <span style="float:right">0</span>		
<b>1 c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? <span style="float:right">X</span>	X	
<b>2 a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. <span style="float:right">425</span>		
<b>2 b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <span style="float:right">X</span>	X	
<b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
<b>3 a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year? <span style="float:right">X</span>	X	
<b>3 b</b>	If 'Yes,' has it filed a Form 990-T for this year? If 'No' to line 3b, provide an explanation in Schedule O. <span style="float:right">X</span>	X	
<b>4 a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? <span style="float:right">X</span>		X
<b>4 b</b>	If 'Yes,' enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
<b>5 a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? <span style="float:right">X</span>		X
<b>5 b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? <span style="float:right">X</span>		X
<b>5 c</b>	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
<b>6 a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? <span style="float:right">X</span>		X
<b>6 b</b>	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7 a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
<b>7 b</b>	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
<b>7 c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
<b>7 d</b>	If 'Yes,' indicate the number of Forms 8282 filed during the year. <span style="float:right"></span>		
<b>7 e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
<b>7 f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
<b>7 g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7 h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9 a</b>	Did the sponsoring organization make any taxable distributions under section 4966?		
<b>9 b</b>	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>10 a</b>	Initiation fees and capital contributions included on Part VIII, line 12. <span style="float:right"></span>		
<b>10 b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. <span style="float:right"></span>		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>11 a</b>	Gross income from members or shareholders. <span style="float:right">374,297,560.</span>		
<b>11 b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.). <span style="float:right">9,848,555.</span>		
<b>12 a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? <span style="float:right"></span>		
<b>12 b</b>	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. <span style="float:right"></span>		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>13 a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
<b>13 b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. <span style="float:right"></span>		
<b>13 c</b>	Enter the amount of reserves on hand. <span style="float:right"></span>		
<b>14 a</b>	Did the organization receive any payments for indoor tanning services during the tax year? <span style="float:right">X</span>		X
<b>14 b</b>	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.		

**Part VI Governance, Management, and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI.  X

**Section A. Governing Body and Management**

		Yes	No
<b>1 a</b>	Enter the number of voting members of the governing body at the end of the tax year. . . . . <b>1 a</b> 8 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
<b>1 b</b>	Enter the number of voting members included in line 1a, above, who are independent. . . . . <b>1 b</b> 8		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . . . .		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .		X
<b>6</b>	Did the organization have members or stockholders? . . . . . <b>SEE SCHEDULE O</b>	X	
<b>7 a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . . <b>SEE SCHEDULE O</b>	X	
<b>7 b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . . <b>SEE SCH O</b>	X	
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8 a</b>	The governing body? . . . . .	X	
<b>8 b</b>	Each committee with authority to act on behalf of the governing body? . . . . .	X	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O. . . . .		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10 a</b>	Did the organization have local chapters, branches, or affiliates? . . . . .		X
<b>10 b</b>	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . .		
<b>11 a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .	X	
<b>11 b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990. <b>SEE SCHEDULE O</b>		
<b>12 a</b>	Did the organization have a written conflict of interest policy? If 'No,' go to line 13. . . . .	X	
<b>12 b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	X	
<b>12 c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this was done. . . . . <b>SEE SCHEDULE O</b>	X	
<b>13</b>	Did the organization have a written whistleblower policy? . . . . .	X	
<b>14</b>	Did the organization have a written document retention and destruction policy? . . . . .	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>15 a</b>	The organization's CEO, Executive Director, or top management official. <b>SEE SCHEDULE O</b>	X	
<b>15 b</b>	Other officers or key employees of the organization. <b>SEE SCHEDULE O</b>	X	
	If 'Yes' to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16 a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .		X
<b>16 b</b>	If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ NONE
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request     Other (explain in Schedule O) **SEE SCH. O**
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. **SEE SCHEDULE O**
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: ▶  
**THE COOPERATIVE 247 INDUSTRIAL COURT FREDERICKSBURG VA 22408 540-898-8500**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII.

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1 a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) CHRISTOPHER G. SHIPE CHAIRMAN	20 0	X		X			36,950.	0.	0.
(2) DARLENE H. CARPENTER VICE CHAIRMAN	20 0	X		X			43,350.	0.	0.
(3) LINDA R. GRAY SECRETARY	15 0	X		X			42,150.	0.	0.
(4) MICHAEL W. LINDSAY TREASURER	20 0	X		X			34,150.	0.	0.
(5) WILLIAM C. FRAZIER DIRECTOR	7 0	X					35,800.	0.	0.
(6) SANFORD REAVES, JR. DIRECTOR	8 0	X					13,600.	0.	0.
(7) JESSE R. THOMAS, JR. DIRECTOR	6 0	X					13,600.	0.	0.
(8) J. MARK WOOD DIRECTOR	8 0	X					41,700.	0.	0.
(9) KENT D. FARMER PRESIDENT & CEO	60 8			X			4,223,213.	0.	159,599.
(10) RONALD W. HARRIS VICE PRESIDENT	50 0			X			259,596.	0.	68,724.
(11) DAVID F. KOOGLER VICE PRESIDENT	60 5			X			302,288.	0.	76,124.
(12) CRAIG B. LEWIS VICE PRESIDENT	50 0			X			136,929.	0.	19,550.
(13) DEANNA C. KURZ ASST. SECRETARY	45 1			X			140,833.	0.	29,450.
(14) LAWRENCE G. ANDREWS ASST. TREASURER	50 0			X			169,824.	0.	50,279.



**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) JOHN D. HEWA VICE PRESIDENT	50 0			X			169,506.	0.	37,954.
(16) JOHN C. LEVASSEUR DIRECTOR	14 0			X			28,700.	0.	0.
(17) RICHARD C. OLIVER DIRECTOR	8 0			X			19,700.	0.	0.
(18) STERLING F. SCHOONOVER JR. MGR. MEMBER SERV.	40 2					X	198,689.	0.	48,567.
(19) JOHN S. CRAWFORD MGR. TECH. SERV.	50 0					X	194,820.	0.	40,841.
(20) MATTHEW FAULCONER MGR. EXTERNAL AFF.	50 10					X	183,233.	0.	54,560.
(21) ROBERT W. BEARD MGR WESTERN REGION	40 0					X	181,375.	0.	54,559.
(22) JOSEPH K. GILKERSON MGR HUMAN RESOURCE	40 0					X	296,400.	0.	36,506.
(23)									
(24)									
(25)									
<b>1 b Sub-total</b>							6,766,406.	0.	676,713.
<b>c Total from continuation sheets to Part VII, Section A</b>							0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>							6,766,406.	0.	676,713.
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 188									

	Yes	No
3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes,' complete Schedule J for such individual.</i>	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person.</i>	5	X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CW WRIGHT CONSTRUCTION 11500 IRON BRIDGE ROAD CHESTER, VA 23831	CONSTRUCTION	4,423,894.
LOCKHEED MARTIN GOVERNMENT, INC. PO BOX 13522 NEWARK, NJ 07188	IT SERVICES	4,326,535.
WOLF TREE EXPERTS, INC. PO BOX 415000 NASHVILLE, TN 37241	RIGHT OF WAY MAINT.	3,825,371.
LEWIS TREE SERVICE, INC. PO BOX 731897 DALLAS, TX 75373	RIGHT OF WAY MAINT.	2,792,432.
NATIONAL INFORMATION SOLUTIONS COOPERATIVE PO BOX 1147 MANDAN, ND 58	IT SERVICES	1,834,678.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 33		

**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns . . . . .	<b>1 a</b>				
	<b>b</b> Membership dues . . . . .	<b>1 b</b>				
	<b>c</b> Fundraising events . . . . .	<b>1 c</b>				
	<b>d</b> Related organizations . . . . .	<b>1 d</b>				
	<b>e</b> Government grants (contributions) . . . . .	<b>1 e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .	<b>1 f</b>				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$					
<b>h Total.</b> Add lines 1a-1f . . . . . ▶						
<b>Program Service Revenue</b>	<b>Business Code</b>					
	<b>2 a</b> SALES OF ELECTRIC ENERGY	221000	372894321.	372894321.		
	<b>b</b> PATRONAGE ALLOCATIONS REC	221000	4,948,213.	4,948,213.		
	<b>c</b> CONTRIB IN AID OF CONSTR	221000	4,181,750.	4,181,750.		
	<b>d</b> OTHER ELECTRIC REVENUE	221000	1,403,239.	1,403,239.		
	<b>e</b>					
	<b>f</b> All other program service revenue . . . . .					
<b>g Total.</b> Add lines 2a-2f . . . . . ▶		383427523.				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts) . . . . . ▶		592,383.		592,383.	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . ▶					
	<b>5</b> Royalties . . . . . ▶					
	<b>6 a</b> Gross rents . . . . .	(i) Real	(ii) Personal			
			995,707.			
		<b>b</b> Less: rental expenses		11,133.		
		<b>c</b> Rental income or (loss) . . . . .		984,574.		
	<b>d</b> Net rental income or (loss) . . . . . ▶		984,574.		41,462.	943,112.
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		<b>b</b> Less: cost or other basis and sales expenses . . . . .		186,939.		
		<b>c</b> Gain or (loss) . . . . .		-186,939.		
	<b>d</b> Net gain or (loss) . . . . . ▶		-186,939.			-186,939.
	<b>8 a</b> Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 . . . . . <b>a</b>					
	<b>b</b> Less: direct expenses . . . . . <b>b</b>					
<b>c</b> Net income or (loss) from fundraising events . . . . . ▶						
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 . . . . . <b>a</b>						
	<b>b</b> Less: direct expenses . . . . . <b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities . . . . . ▶					
<b>10 a</b> Gross sales of inventory, less returns and allowances . . . . . <b>a</b>						
	<b>b</b> Less: cost of goods sold . . . . . <b>b</b>		16,283.			
	<b>c</b> Net income or (loss) from sales of inventory . . . . . ▶		12,725.			
		3,558.		3,558.		
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b> ELECTRICAL SERVICES	221000	57,331.		57,331.		
<b>b</b> GAIN (LOSS) ON EQUITY INV	221000	240.	240.			
<b>c</b>						
<b>d</b> All other revenue . . . . .						
<b>e Total.</b> Add lines 11a-11d . . . . . ▶		57,571.				
<b>12 Total revenue.</b> See instructions . . . . . ▶		384878670.	383427763.	102,351.	1,348,556.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX.  X

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A)</b> Total expenses	<b>(B)</b> Program service expenses	<b>(C)</b> Management and general expenses	<b>(D)</b> Fundraising expenses
<b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.....	53,500.			
<b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22.....				
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members.....	17,762,745.			
<b>5</b> Compensation of current officers, directors, trustees, and key employees.....	6,153,569.			
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).....	0.			
<b>7</b> Other salaries and wages.....	39,742,732.			
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).....	7,032,161.			
<b>9</b> Other employee benefits.....	18,915.			
<b>10</b> Payroll taxes.....	3,611,594.			
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management.....				
<b>b</b> Legal.....	149,042.			
<b>c</b> Accounting.....	85,008.			
<b>d</b> Lobbying.....				
<b>e</b> Professional fundraising services. See Part IV, line 17...				
<b>f</b> Investment management fees.....				
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)....				
<b>12</b> Advertising and promotion.....	952,935.			
<b>13</b> Office expenses.....				
<b>14</b> Information technology.....	5,143,720.			
<b>15</b> Royalties.....				
<b>16</b> Occupancy.....				
<b>17</b> Travel.....	561,986.			
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials.....				
<b>19</b> Conferences, conventions, and meetings....	319,748.			
<b>20</b> Interest.....	17,571,607.			
<b>21</b> Payments to affiliates.....				
<b>22</b> Depreciation, depletion, and amortization ...	32,803,485.			
<b>23</b> Insurance.....	572,569.			
<b>24</b> Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.).....				
<b>a</b> <u>COST OF POWER</u> .....	243,983,452.			
<b>b</b> <u>DISTRIBUTION - MAINTENANCE</u> .....	15,401,293.			
<b>c</b> <u>DISTRIBUTION - OPERATION</u> .....	7,746,886.			
<b>d</b> <u>CONSUMER ACCOUNTS</u> .....	5,852,337.			
<b>e</b> All other expenses.....	-19,771,080.			
<b>25</b> Total functional expenses. Add lines 1 through 24e. ...	385,748,204.			
<b>26</b> Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).....				

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X.

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash — non-interest-bearing.....	4,545,663.	<b>1</b>	2,702,875.
	<b>2</b> Savings and temporary cash investments.....	22,500,662.	<b>2</b>	78,228.
	<b>3</b> Pledges and grants receivable, net.....		<b>3</b>	
	<b>4</b> Accounts receivable, net.....	53,294,042.	<b>4</b>	62,803,437.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L.....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net.....		<b>7</b>	
	<b>8</b> Inventories for sale or use.....	5,467,613.	<b>8</b>	5,434,985.
	<b>9</b> Prepaid expenses and deferred charges.....	18,890,679.	<b>9</b>	20,278,682.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.....	<b>10a</b> 1066148274.		
	<b>b</b> Less: accumulated depreciation.....	<b>10b</b> 394,383,256.	657,206,834.	<b>10c</b> 671,765,018.
	<b>11</b> Investments — publicly traded securities.....	2,169,802.	<b>11</b>	2,167,247.
	<b>12</b> Investments — other securities. See Part IV, line 11.....		<b>12</b>	933,887.
	<b>13</b> Investments — program-related. See Part IV, line 11.....	126,706,453.	<b>13</b>	130,777,455.
	<b>14</b> Intangible assets.....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11.....	974,834.	<b>15</b>	978,439.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34).....	891,756,582.	<b>16</b>	897,920,253.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses.....	77,608,593.	<b>17</b>	67,943,009.
	<b>18</b> Grants payable.....		<b>18</b>	
	<b>19</b> Deferred revenue.....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities.....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D.....		<b>21</b>	
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties.....	434,537,981.	<b>23</b>	438,288,727.
	<b>24</b> Unsecured notes and loans payable to unrelated third parties.....		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.....		<b>25</b>	
	<b>26 Total liabilities.</b> Add lines 17 through 25.....	512,146,574.	<b>26</b>	506,231,736.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets.....		<b>27</b>	
	<b>28</b> Temporarily restricted net assets.....		<b>28</b>	
	<b>29</b> Permanently restricted net assets.....		<b>29</b>	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds.....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund.....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds.....	379,610,008.	<b>32</b>	391,688,517.
	<b>33</b> Total net assets or fund balances.....	379,610,008.	<b>33</b>	391,688,517.
	<b>34</b> Total liabilities and net assets/fund balances.....	891,756,582.	<b>34</b>	897,920,253.

BAA

Form 990 (2017)

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI.

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	384,878,670.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	385,748,204.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	-869,534.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	379,610,008.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O) <b>SEE SCHEDULE O</b>	<b>9</b>	12,948,043.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	391,688,517.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII.

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.		
<b>2 a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? ..... If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>2 b</b>	Were the organization's financial statements audited by an independent accountant? ..... If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
<b>2 c</b>	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? ..... If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
<b>3 a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....		X
<b>3 b</b>	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.....		

**BAA**

Form **990** (2017)

**SCHEDULE D  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ **Complete if the organization answered 'Yes' on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**  
▶ **Attach to Form 990.**

▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

**2017**

**Open to Public Inspection**

Name of the organization

Employer identification number

RAPPAHANNOCK ELECTRIC COOPERATIVE

54-1135340

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year . . . . .		
2 Aggregate value of contributions to (during year) . . . . .		
3 Aggregate value of grants from (during year) . . . . .		
4 Aggregate value at end of year . . . . .		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**Part II Conservation Easements.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education)       Preservation of a historically important land area

Protection of natural habitat       Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements . . . . .	2 a
b Total acreage restricted by conservation easements . . . . .	2 b
c Number of conservation easements on a certified historic structure included in (a) . . . . .	2 c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register . . . . .	2 d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? . . . . .  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? . . . . .  Yes  No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1 a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If 'Yes,' explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1 c
d Additions during the year	1 d
e Distributions during the year	1 e
f Ending balance	1 f

2 a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII.

**Part V Endowment Funds.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment  \_\_\_\_\_ %
  - b Permanent endowment  \_\_\_\_\_ %
  - c Temporarily restricted endowment  \_\_\_\_\_ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.

3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If 'Yes' on line 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		1,066,148,274.	394,383,256.	671,765,018.

**Total.** Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) 671,765,018.

**Part VII Investments – Other Securities.**

N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives.....		
(2) Closely-held equity interests.....		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 12.) . . . ▶		

**Part VIII Investments – Program Related.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) INV. IN ASSOC. ORG. - CAPITAL TER	3,820,334.	COST
(2) INV. IN ASSOC. ORG. - PATRONAGE C	126,853,691.	COST
(3) OTHER	103,430.	COST
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 13.) . . . ▶	130,777,455.	

**Part IX Other Assets.**

N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 15.) . . . . . ▶	

**Part X Other Liabilities.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 25.) . . . . . ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. . . . . **SEE PART XIII.**



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements .....	<b>1</b>	385,523,745.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	<b>a</b> Net unrealized gains (losses) on investments .....	<b>2 a</b>	
	<b>b</b> Donated services and use of facilities .....	<b>2 b</b>	
	<b>c</b> Recoveries of prior year grants .....	<b>2 c</b>	
	<b>d</b> Other (Describe in Part XIII.) .....	<b>2 d</b>	
	<b>e</b> Add lines <b>2 a</b> through <b>2 d</b> .....	<b>2 e</b>	
<b>3</b>	Subtract line <b>2 e</b> from line <b>1</b> .....	<b>3</b>	385,523,745.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	<b>a</b> Investment expenses not included on Form 990, Part VIII, line 7b .....	<b>4 a</b>	
	<b>b</b> Other (Describe in Part XIII.) <b>SEE PART XIII</b> .....	<b>4 b</b>	-645,075.
	<b>c</b> Add lines <b>4 a</b> and <b>4 b</b> .....	<b>4 c</b>	-645,075.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4 c</b> . (This must equal Form 990, Part I, line 12.) .....	<b>5</b>	384,878,670.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements .....	<b>1</b>	367,761,000.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
	<b>a</b> Donated services and use of facilities .....	<b>2 a</b>	
	<b>b</b> Prior year adjustments .....	<b>2 b</b>	
	<b>c</b> Other losses .....	<b>2 c</b>	
	<b>d</b> Other (Describe in Part XIII.) .....	<b>2 d</b>	
	<b>e</b> Add lines <b>2 a</b> through <b>2 d</b> .....	<b>2 e</b>	
<b>3</b>	Subtract line <b>2 e</b> from line <b>1</b> .....	<b>3</b>	367,761,000.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
	<b>a</b> Investment expenses not included on Form 990, Part VIII, line 7b .....	<b>4 a</b>	
	<b>b</b> Other (Describe in Part XIII.) <b>SEE PART XIII</b> .....	<b>4 b</b>	17,987,204.
	<b>c</b> Add lines <b>4 a</b> and <b>4 b</b> .....	<b>4 c</b>	17,987,204.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4 c</b> . (This must equal Form 990, Part I, line 18.) .....	<b>5</b>	385,748,204.

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART X - FIN 48 FOOTNOTE**

THE COOPERATIVE FOLLOWS THE GUIDANCE FOR "UNCERTAIN TAX POSITIONS" IN ACCORDANCE WITH ASC 740. THE COOPERATIVE HAS DETERMINED THAT IT IS MORE LIKELY THAN NOT THAT THEIR TAX POSITIONS WILL BE SUSTAINED UPON EXAMINATION BY THE INTERNAL REVENUE SERVICE.

**Part XIII Supplemental Information** (continued)**SCHEDULE D, PART XI, LINE 4B  
OTHER REVENUE INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S**

CONTRIBUTIONS IN AID TO CONSTRUCTION.....	\$	4,181,750.
EXP NETTED AGAINST REV ON TAX RETURN.....		23,858.
INC (EXP) RECLASSES ON TAX RETURN.....		200,601.
PATRONAGE CAP CASH TO ACCRUAL ADJUSTMENT.....		-5,051,284.
	TOTAL	\$ <u>-645,075.</u>

**SCHEDULE D, PART XII, LINE 4B  
OTHER EXPENSES INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S**

EXP NETTED AGAINST REV ON TAX RETURN.....	\$	23,858.
INC (EXP) RECLASSES ON TAX RETURN.....		200,601.
NON-CASH PATRONAGE ALLOC. ADJUSTMENT.....		17,762,745.
	TOTAL	\$ <u>17,987,204.</u>

**SCHEDULE I**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information

OMB No. 1545-0047

**2017**

**Open to Public  
Inspection**

Name of the organization

RAPPAHANNOCK ELECTRIC COOPERATIVE

Employer identification number

54-1135340

**Part I General Information on Grants and Assistance**

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. SEE PART IV

**Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) THE VA FOUNDATION FOR COM CO 300 ARBORETUM PLACE SUITE 200 RICHMOND, VA 23236	23-7004354		10,000.	0.			PROVIDE ACCESS TO EDUCATION
(2) PROJECT BIG HEART PO BOX 7388 FREDERICKSBURG, VA 22404	54-1681276		8,000.	0.			CHARITABLE GIVING WITHIN COMMUNITY
(3) COMM AWARENESS OF RAPP ELEC PO BOX 7388 FREDERICKSBURG, VA 22404	20-3160667		6,000.	0.			CHARITABLE GIVING WITHIN COMMUNITY
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table. 3
- 3 Enter total number of other organizations listed in the line 1 table. 0

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

TEEA3901L 08/10/17

**Schedule I (Form 990) (2017)**

**Part III Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1						
2						
3						
4						
5						
6						
7						

**Part IV Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

**PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S.**

THERE IS AN ADOPTED BOARD POLICY FOR DONATIONS. IN GENERAL, THE CEO IS ONLY AUTHORIZED TO APPROVE REQUESTS OF \$2,500 OR LESS. THOSE REQUESTS FOR GREATER THAN \$2,500 ARE SUBMITTED TO THE BOARD. DONATIONS WILL BE GRANTED IN GENERAL PROPORTION TO NUMBER OF MEMBERS IN EACH COUNTY IN REC'S TERRITORY ONLY 501 (C) 3 ORGANIZATIONS ARE ELIGIBLE (NO INDIVIDUALS). THESE ORGANIZATIONS HAVE TO BE LOCATED IN AND AROUND REC'S SERVICE TERRITORY AND PROVIDE SERVICES TO OUR MEMBERS OR EMPLOYEES. FINALLY, THE ORGANIZATION AND CAUSE MUST HAVE BROAD COMMUNITY SUPPORT, ADDRESS SPECIFIC COMMUNITY NEEDS, AND DEMONSTRATE FISCAL AND ADMINISTRATIVE STABILITY.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**2017**

- ▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 23.
- ▶ Attach to Form 990.

**Open to Public Inspection**

▶ Go to [www.irs.gov/form990](http://www.irs.gov/form990) for instructions and the latest information

Department of the Treasury  
Internal Revenue Service

Name of the organization **RAPPAHANNOCK ELECTRIC COOPERATIVE**

Employer identification number  
**54-1135340**

**Part I Questions Regarding Compensation**

**1 a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use    |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence    |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees      |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain. ....

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a? .....

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? ..... **4 a** X
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? ..... **4 b** X
- c** Participate in, or receive payment from, an equity-based compensation arrangement? ..... **4 c** X
- If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. **PART III**

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? ..... **5 a**
- b** Any related organization? ..... **5 b**
- If 'Yes' on line 5a or 5b, describe in Part III.

**6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? ..... **6 a**
- b** Any related organization? ..... **6 b**
- If 'Yes' on line 6a or 6b, describe in Part III.

**7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If 'Yes,' describe in Part III. .... **7**

**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III. .... **8**

**9** If 'Yes' on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? ..... **9**

	Yes	No
<b>1 a</b>		
<b>1 b</b>		
<b>2</b>		
<b>3</b>		
<b>4 a</b>	X	
<b>4 b</b>	X	
<b>4 c</b>		X
<b>5 a</b>		
<b>5 b</b>		
<b>6 a</b>		
<b>6 b</b>		
<b>7</b>		
<b>8</b>		
<b>9</b>		

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

**Schedule J (Form 990) 2017**

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

**Note:** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 KENT D. FARMER PRESIDENT & CEO	(i) 646,872.	58,271.	3,518,070.	143,894.	15,705.	4,382,812.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
2 RONALD W. HARRIS VICE PRESIDENT	(i) 249,565.	5,000.	5,031.	53,019.	15,705.	328,320.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
3 DAVID F. KOOGLER VICE PRESIDENT	(i) 287,257.	10,000.	5,031.	60,419.	15,705.	378,412.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
4 CRAIG B. LEWIS VICE PRESIDENT	(i) 121,355.	10,000.	5,574.	18,572.	978.	156,479.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
5 DEANNA C. KURZ ASST. SECRETARY	(i) 121,061.	5,000.	14,772.	26,221.	3,229.	170,283.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
6 LAWRENCE G. ANDREWS ASST. TREASURER	(i) 166,695.	2,000.	1,129.	34,574.	15,705.	220,103.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
7 JOHN D. HEWA VICE PRESIDENT	(i) 168,011.	0.	1,495.	32,518.	5,436.	207,460.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
8 STERLING F. SCHOONOVER JR. MGR. MEMBER SERV.	(i) 180,719.	8,500.	9,470.	38,855.	9,712.	247,256.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
9 JOHN S. CRAWFORD MGR. TECH. SERV.	(i) 175,581.	4,500.	14,739.	38,672.	2,169.	235,661.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
10 MATTHEW FAULCONER MGR. EXTERNAL AFF.	(i) 176,603.	4,000.	2,630.	38,855.	15,705.	237,793.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
11 ROBERT W. BEARD MGR WESTERN REGION	(i) 174,140.	4,000.	3,235.	38,854.	15,705.	235,934.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
12 JOSEPH K. GILKERSON MGR HUMAN RESOURCE	(i) 125,078.	2,500.	168,822.	26,237.	10,269.	332,906.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
13							
14							
15							
16							

**Part III Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

**PART I, LINE 4 - RECEIVED SEVERANCE, SUPPLEMENTAL NQ RETIREMENT, EQUITY-BASED COMPENSATION**

DURING 2004, RAPPAHANNOCK ELECTRIC COOPERATIVE ADOPTED THE QUALIFIED PENSION PLAN AS FURTHER DESCRIBED BELOW IN PART III OF ADDITIONAL INFORMATION. UNDER THE VESTING PROVISIONS PROVIDED IN THE PLAN, KENT FARMER VESTED IN THE PLAN DURING 2017 UPON REACHING AGE 60 WITH 38 YEARS OF SERVICE. THIS BENEFIT HAS BEEN ACCRUED AND EXPENSED ACCORDINGLY OVER THE LIFE OF THE PLAN. NO ADDITIONAL EXPENSE WAS RECOGNIZED BY THE COOPERATIVE AS A RESULT OF THE PAYMENT OF THE VESTED AMOUNT. KENT FARMER PENSION RESTORATION PLAN VESTED AMOUNT \$3,502,079 WHICH HAS BEEN INCLUDED AS PART OF OTHER COMPENSATION ON SCHEDULE J PART II B (III) OTHER REPORTABLE COMPENSATION. THIS AMOUNT IS ALSO REFLECTED ON THE FORM 990 PART VII COLUMN D REPORTABLE COMPENSATION.

JOSEPH K. GILKERSON RECEIVED A ONE-TIME PAYMENT DURING 2017 TOTALING \$166,675 THAT HAS BEEN INCLUDED ON SCHEDULE J, PART II B (III) OTHER REPORTABLE COMPENSATION.

**PART III - ADDITIONAL INFORMATION**

RAPPAHANNOCK ELECTRIC COOPERATIVE IS A PARTICIPATING EMPLOYER IN THE RETIREMENT SECURITY PLAN SPONSORED BY THE NATIONAL RURAL ELECTRIC COOPERATIVE ASSOCIATION (NRECA) (THE "QUALIFIED PENSION PLAN"). THE COOPERATIVE ALSO MAINTAINS THE SEVERANCE

PAY PENSION RESTORATION PLAN ("SEVERANCE PRP") AND THE DEFERRED COMPENSATION PENSION

**Part III Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

**PART III - ADDITIONAL INFORMATION (CONTINUED)**

RESTORATION PLAN (THE "DEFERRED COMPENSATION PRP") FOR THOSE OF ITS KEY MANAGEMENT AND HIGHLY COMPENSATED EMPLOYEES WHOSE BENEFITS UNDER THE QUALIFIED PENSION PLAN ARE RESTRICTED BECAUSE OF MAXIMUM LIMITS ON BENEFITS OR COMPENSATION THAT MAY BE PROVIDED BY THE QUALIFIED PENSION PLAN.



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2017**

**Open to Public  
Inspection**

RAPPAHANNOCK ELECTRIC COOPERATIVE

Employer identification number

54-1135340

**990 PART VII SECTION A COLUMN F**

THE COOPERATIVE PARTICIPATES IN THE NRECA GROUP DEFINED PENSION PLAN. AS PART OF THIS PLAN, PARTICIPANTS ARE REQUIRED TO RECOGNIZE THE ACTUARIAL INCREASE IN THE VALUE OF THEIR ACCOUNT ON THE FORM 990. THE CONTRIBUTION RATE FOR PARTICIPANTS IN THE PLAN ARE THE SAME FOR ALL INDIVIDUALS IN THE PLAN. THE CHANGE IN ACTUARIAL VALUE FOR EACH PARTICIPANT, HOWEVER, VARIES WITH AGE. IN OTHER WORDS, THE OLDER A PARTICIPANT IS, THE GREATER THE INCREASE IN THAT INDIVIDUAL'S CHANGE IN ACTUARIAL VALUE WITH ALL OTHER THINGS BEING EQUAL.

**FORM 990, PART IX, LINE 4 BENEFITS PAID TO OR FOR MEMBERS**

PATRONAGE DIVIDENDS ARE PAID TO MEMBERS' ACCOUNTS IN ACCORDANCE WITH THE PRE-EXISTING OBLIGATION IN THE COOPERATIVE'S BY-LAWS. THE COOPERATIVE IS OBLIGATED TO PAY BY CREDITS TO A CAPITAL ACCOUNT FOR EACH PATRON ALL SUCH AMOUNTS IN EXCESS OF OPERATING COSTS AND EXPENSES.

IRS INSTRUCTIONS FOR LINE 4 CHANGED IN 2011 TO INCLUDE PATRONAGE DIVIDENDS PAID BY SECTION 501(C) (12) ORGANIZATIONS TO THEIR MEMBERS. ACCORDINGLY, THESE AMOUNTS ARE NOW REPORTED ON LINE 4.

**FORM 990, PART VI, LINE 6 - EXPLANATION OF CLASSES OF MEMBERS OR SHAREHOLDER**

ANY PERSON OR OTHER LEGAL ENTITY WHO IS ABLE TO ENTER A LEGALLY BINDING CONTRACT WILL BECOME A MEMBER OF THE COOPERATIVE UPON RECEIPT OF ELECTRIC SERVICE FROM THE COOPERATIVE.

**FORM 990, PART VI, LINE 7A - HOW MEMBERS OR SHAREHOLDERS ELECT GOVERNING BODY**

IN ANY ELECTION FOR BOARD OF DIRECTORS, EACH MEMBER SHALL HAVE THE RIGHT TO VOTE FOR THE DULY NOMINATED CANDIDATE OF THEIR CHOICE IN PERSON AT THE ANNUAL MEETING OR UPON A PROXY FORM.

Name of the organization

RAPPAHANNOCK ELECTRIC COOPERATIVE

Employer identification number

54-1135340

**FORM 990, PART VI, LINE 7B - DECISIONS OF GOVERNING BODY APPROVAL BY MEMBERS OR SHAREHOLDERS**

CERTAIN DECISIONS OF THE GOVERNING BODY ARE SUBJECT TO APPROVAL BY THE MEMBERS OF THE COOPERATIVE AS PROVIDED FOR IN THE BY-LAWS.

**FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS**

APPROXIMATELY ONE MONTH BEFORE THE FORM 990 IS SUBMITTED TO THE IRS, THE BOARD OF DIRECTORS RECEIVES A COPY OF THE FORM. THE COOPERATIVE'S MANAGEMENT REVIEWS THE FORM 990 WITH THE BOARD AND ANSWERS ANY QUESTIONS BROUGHT TO THEIR ATTENTION.

**FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS**

THE GOVERNING BOARD OF DIRECTORS ALONG WITH MEMBERS OF MANAGEMENT COMPLETE ANNUAL CONFLICT OF INTEREST STATEMENTS.

**FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO & TOP MANAGEMENT**

THE COOPERATIVE UTILIZES AN INDEPENDENT COMPENSATION CONSULTANT TO REVIEW MARKET TRENDS AND CONDUCT AN ANALYSIS OF COMPENSATION. THIS INFORMATION IS UTILIZED BY THE COOPERATIVE'S BOARD AS PART OF THE CEO'S ANNUAL REVIEW FOR MERIT EVALUATION.

**FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS - OFFICERS & KEY EMPLOYEES**

OTHER OFFICERS AND KEY EMPLOYEES ARE REVIEWED BY DIRECT SUPERVISORS FOR MERIT EVALUATION. MARKET ADJUSTMENTS ARE DETERMINED THROUGH HUMAN RESOURCES USING AN INDEPENDENT COMPENSATION CONSULTANT REVIEW OF CURRENT MARKET TRENDS AND COMPARABLE COMPENSATION DATA.

**FORM 990, PART VI, LINE 18 - EXPLANATION OF OTHER MEANS FORMS AVAILABLE FOR PUBLIC INSPECTION**

GOVERNING DOCUMENTS AND POLICIES, AUDITED FINANCIAL STATEMENTS ALONG WITH THE FORM 990 ARE AVAILABLE UPON REQUEST. BY-LAWS AND OTHER GOVERNING DOCUMENTS ARE ALSO AVAILABLE ON THE COOPERATIVES WEB SITE.

**FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE**

GOVERNING DOCUMENTS AND POLICIES, AUDITED FINANCIAL STATEMENTS ALONG WITH THE FORM 990 ARE AVAILABLE UPON REQUEST. BY-LAWS AND OTHER GOVERNING DOCUMENTS ARE ALSO AVAILABLE ON THE COOPERATIVES WEB SITE.

Name of the organization

RAPPAHANNOCK ELECTRIC COOPERATIVE

Employer identification number

54-1135340

**FORM 990, PART XI, LINE 9  
OTHER CHANGES IN NET ASSETS OR FUND BALANCES**

CONTRIBUTIONS IN AID OF CONSTRUCTION NOT REVENUE PER GAAP.....	\$ -4,181,750.
NET CHANGE IN OCI.....	175,321.
NET RETIREMENT OF CAPITAL CREDITS.....	-5,859,557.
NON-CASH PATRONAGE ALLOCATIONS NOT REVENUE PER IRS.....	5,051,284.
PATRONAGE DIV. PAID TO MEMBERS' ACCTS. NOT EXPENSE PER GAAP.....	17,762,745.
TOTAL	<u>\$ 12,948,043.</u>

**SCHEDULE R**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2017**

**Open to Public Inspection**

Name of the organization

RAPPAHANNOCK ELECTRIC COOPERATIVE

Employer identification number

54-11135340

**Part I Identification of Disregarded Entities.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) ----- ----- ----- -----					
(2) ----- ----- ----- -----					
(3) ----- ----- ----- -----					

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) PROJECT BIG HEART PO BOX 7388 FREDERICKSBURG, VA 22404 54-1681276	CHARITABLE GIVING WITHIN THE COMMUNITY	VA	3	7	RAPPAHANNOCK ELECTRIC COOPERATIVE		X
(2) COMM AWARENESS OF RAP ELEC CHARITY PO BOX 7388 FREDERICKSBURG, VA 22404 20-3160667	CHARITABLE GIVING WITHIN THE COMMUNITY	VA	3	7	RAPPAHANNOCK ELECTRIC COOPERATIVE		X
(3) ----- ----- ----- -----							
(4) ----- ----- ----- -----							

**Part III Identification of Related Organizations Taxable as a Partnership** Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
-----												
-----												
(2) -----												
-----												
-----												
(3) -----												
-----												
-----												

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity?	
								Yes	No
(1) RAPPANNOCK ELECTRIC COMMUNIC PO BOX 8059 FREDERICKSBURG, VA 22404	MARKETS AND SELLS PRODUCTS AND SERVICIES	VA	REC	C CORP	240.	434,413.	100.00		X
(2) 54-1509322 -----									
-----									
-----									
(3) -----									
-----									
-----									

**Part V Transactions With Related Organizations.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, 35b, or 36.

		Yes	No
<b>1</b>	<b>Note:</b> Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule. During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? <b>a</b> Receipt of <b>(i)</b> interest, <b>(ii)</b> annuities, <b>(iii)</b> royalties, or <b>(iv)</b> rent from a controlled entity..... <b>b</b> Gift, grant, or capital contribution to related organization(s)..... <b>c</b> Gift, grant, or capital contribution from related organization(s)..... <b>d</b> Loans or loan guarantees to or for related organization(s)..... <b>e</b> Loans or loan guarantees by related organization(s)..... <b>f</b> Dividends from related organization(s)..... <b>g</b> Sale of assets to related organization(s)..... <b>h</b> Purchase of assets from related organization(s)..... <b>i</b> Exchange of assets with related organization(s)..... <b>j</b> Lease of facilities, equipment, or other assets to related organization(s)..... <b>k</b> Lease of facilities, equipment, or other assets from related organization(s)..... <b>l</b> Performance of services or membership or fundraising solicitations for related organization(s)..... <b>m</b> Performance of services or membership or fundraising solicitations by related organization(s)..... <b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)..... <b>o</b> Sharing of paid employees with related organization(s)..... <b>p</b> Reimbursement paid to related organization(s) for expenses..... <b>q</b> Reimbursement paid by related organization(s) for expenses..... <b>r</b> Other transfer of cash or property to related organization(s)..... <b>s</b> Other transfer of cash or property from related organization(s).....		
	<b>1 a</b>		X
	<b>1 b</b>	X	
	<b>1 c</b>		X
	<b>1 d</b>		X
	<b>1 e</b>		X
	<b>1 f</b>		X
	<b>1 g</b>		X
	<b>1 h</b>		X
	<b>1 i</b>		X
	<b>1 j</b>		X
	<b>1 k</b>		X
	<b>1 l</b>	X	
	<b>1 m</b>		X
	<b>1 n</b>	X	
	<b>1 o</b>		X
	<b>1 p</b>		X
	<b>1 q</b>		X
	<b>1 r</b>		X
	<b>1 s</b>		X

	<b>(a)</b> Name of related organization	<b>(b)</b> Transaction type (a-s)	<b>(c)</b> Amount involved	<b>(d)</b>
				Method of determining amount involved
<b>(1)</b>				
<b>(2)</b>				
<b>(3)</b>				
<b>(4)</b>				
<b>(5)</b>				
<b>(6)</b>				

**Part VI Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) ----- ----- ----- -----													
(2) ----- ----- ----- -----													
(3) ----- ----- ----- -----													
(4) ----- ----- ----- -----													
(5) ----- ----- ----- -----													
(6) ----- ----- ----- -----													
(7) ----- ----- ----- -----													
(8) ----- ----- ----- -----													

**Part VII** Supplemental Information.

Provide additional information for responses to questions on Schedule R. See instructions.

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