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Form 990



Department of the Treasury
Internal Revenue Service

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
▶ Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2014

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 01-01-2014 , and ending 12-31-2014

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Final return/terminated ☐ Amended return ☐ Application pending	C Name of organization SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION		D Employer identification number 64-0367992	
	Doing business as			
	Number and street (or P O box if mail is not delivered to street address) PO BOX 15849	Room/suite	E Telephone number (601) 268-2083	
	City or town, state or province, country, and ZIP or foreign postal code HATTIESBURG, MS 394045849		G Gross receipts \$ 917,682,218	
	F Name and address of principal officer JAMES COMPTON PO BOX 15849 HATTIESBURG,MS 394045849		H(a) Is this a group return for subordinates? ☐ Yes ☒ No H(b) Are all subordinates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number ▶	
I Tax-exempt status ☐ 501(c)(3) ☒ 501(c) (12) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527				
J Website: ▶ WWW SMEPA COOP				

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶	L Year of formation 1941	M State of legal domicile MS
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Part I

Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities PROVIDE AND TRANSMIT THROUGH GENERATION AND PURCHASE OF ELECTRICITY, WHOLESAL ELECTRICITY TO 11 MEMBER OWNED COOPERATIVES, EACH SERVING RETAIL CONSUMERS		
2 Check this box ☐ 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)	3	22
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	22
	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	474
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year
9 Program service revenue (Part VIII, line 2g)		0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		811,175,098	917,619,079
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		49,052	60,233
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		0	0
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	811,224,150	917,679,312
	14 Benefits paid to or for members (Part IX, column (A), line 4)	87,500	115,000
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	32,292,000	25,058,057
	16a Professional fundraising fees (Part IX, column (A), line 11e)	42,082,114	46,145,197
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0	0	0
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	0	0
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	736,762,536	846,361,058
	19 Revenue less expenses Subtract line 18 from line 12	811,224,150	917,679,312
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	0	0
	21 Total liabilities (Part X, line 26)	1,914,787,418	2,049,952,594
	22 Net assets or fund balances Subtract line 21 from line 20	1,602,257,050	1,712,364,169
		312,530,368	337,588,425

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

Sign Here	***** Signature of officer		2015-06-18 Date		
	RAYMOND HALEY CHIEF FINANCIAL OFFICER Type or print name and title				
Paid Preparer Use Only	Prnt/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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

PROVIDE AND TRANSMIT THROUGH GENERATION AND PURCHASE OF ELECTRICITY, WHOLESALE ELECTRICITY TO 11 MEMBER OWNER COOPERATIVES, EACH SERVING RETAIL CONSUMERS

2

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

YesNo

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?

YesNo

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 \$)

PROVIDE AFFORDABLE AND RELIABLE ELECTRIC ENERGY TO MEMBER COOPERATIVES THE 11 MEMBER COOPERATIVES PROVIDE SERVICE TO APPROXIMATELY 419,000 METERS IN MISSISSIPPI SOUTH MISSISSIPPI ELECTRIC AND THE 11 MEMBER SYSTEMS ARE CONSUMER-OWNED, NON-PROFIT BUSINESSES DURING 2014 SOUTH MISSISSIPPI ELECTRIC PROVIDED MEMBER SYSTEMS WITH 10,257,114 MWH OF ENERGY

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
1 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>	1	No
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2	No
3 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>	3	No
4 Section 501(c)(3) organizations. 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>	4	
5 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>	5	No
6 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> 	6	No
7 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> 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 	8	No
9 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> 	9	No
10 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> 	10	No
11 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		
a 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> 	11a	Yes
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> 	11b	No
c 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> 	11c	Yes
d 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> 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 	11e	Yes
f 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> 	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 	12a	Yes
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> 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
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>	14b	No
15 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>	15	No
16 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>	16	No
17 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)	17	No
18 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>	18	No
19 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>	19	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	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>	21	Yes	
22	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>	22		No
23	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>	23	Yes	
24a	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>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. 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>	25a		
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>	25b		
26	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>	26		No
27	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>	27		No
28	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)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	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>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	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>	32		No
33	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>	33		No
34	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>	34		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
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>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	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>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

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
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a0		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a	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.	2a474		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		No
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	3b		
4a	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)?	4a		No
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).			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	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?	6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	Organizations that may receive deductible contributions under section 170(c).			
a	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?	7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9a	Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10	Section 501(c)(7) organizations. Enter			
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11	Section 501(c)(12) organizations. Enter			
a	Gross income from members or shareholders.	11a809,956,027		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b107,663,052		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.			
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
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.	13b		
c	Enter the amount of reserves on hand.	13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	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	Enter the number of voting members included in line 1a, above, who are independent		
2	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?	2	Yes
3	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?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	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?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	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	9	No

Section B. Policies

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
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?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	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?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	Yes
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
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?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	MS
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (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)	
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	
20	State the name, address, and telephone number of the person who possesses the organization's books and records	
	RAYMOND HALEY	
	7037 HWY 49 N HATTIESBURG, MS 39401 (601) 268-2083	

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

1a 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, or 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	Former			

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	Former			

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	3,392,892	0	672,392

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▶39

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
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 Yes	
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	No

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
SIEMENS ENERGY 4400 ALAFAYA TRAIL ORLANDO, FL 32826	POWER PLANT MAINTT & REPAIR	12,626,152
MIDWEST UNDERGROUND TECHNOLOGY 2626 MIDWEST COURT CHAMPAIGN, IL 61822	MICROWAVE COMM NETWORK	5,736,669
SIEMENS DEMAG DELAVAL TURBOMACHINERY 840 NOTTINGHAM WAY HAMILTON, NJ 08650	TURBINE PARTS	5,177,679
UTILICOR 1645 N PARKWAY JACKSON, TN 38301	SUBSTATION TRANSFORMERS	3,009,210
BURNS AND MCDONNELL ENGINEERING 9400 WARD PARKWAY KANSAS CITY, MO 64114	ENGINEERING & CAP PROJECT	2,935,896

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 ▶85

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	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f					
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f					
Program Service Revenue	2a	REVENUE FROM MEMBERS	221000	809,956,027	809,956,027		
	b	REVENUE FROM NON-MEMBERS	221000	93,416,287	93,416,287		
	c	PROGRAM RELATED INVESTMENTS	221000	14,246,765	14,246,765		
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		917,619,079			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)				
4		Income from investment of tax-exempt bond proceeds					
5		Royalties					
6a		Gross rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss)				
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss)		60,233	60,233	
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events					
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities					
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold	b				
c		Net income or (loss) from sales of inventory					
	Miscellaneous Revenue	Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See Instructions		917,679,312	917,679,312	0	0	

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	115,000			
2	Grants and other assistance to domestic individuals See Part IV, line 22				
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16				
4	Benefits paid to or for members	25,058,057			
5	Compensation of current officers, directors, trustees, and key employees	2,717,037			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	29,991,905			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,383,798			
9	Other employee benefits	7,346,954			
10	Payroll taxes	2,705,503			
11	Fees for services (non-employees)				
a	Management				
b	Legal	873,571			
c	Accounting	271,979			
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees	214,382			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	561,355			
12	Advertising and promotion	203,985			
13	Office expenses	3,434,182			
14	Information technology	614,043			
15	Royalties				
16	Occupancy				
17	Travel	622,352			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	52,744,802			
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	72,946,382			
23	Insurance	4,019,444			
24	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)				
a	PURCH POWER FOR RESALE	438,451,390			
b	COAL, NAT GAS, NUCLEAR	178,837,899			
c	GENERATION PLANT OPERAT	52,330,757			
d	TRANSMISSION SYS OPERA	33,737,592			
e	All other expenses	6,496,943			
25	Total functional expenses. Add lines 1 through 24e	917,679,312			
26	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 ☐ 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)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		18,155,166	1	23,795,228
	2	Savings and temporary cash investments		1,428,748	2	274,613
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		72,204,389	4	62,234,098
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	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			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		94,391,835	8	69,662,154
	9	Prepaid expenses and deferred charges		60,740,092	9	74,056,925
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	2,293,775,516		
	b	Less accumulated depreciation	10b	878,579,065	10c	1,415,196,451
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11		250,514,051	13	404,649,984
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		109,958	15	83,141
	16	Total assets. Add lines 1 through 15 (must equal line 34)		1,914,787,418	16	2,049,952,594
Liabilities	17	Accounts payable and accrued expenses		69,780,101	17	136,145,795
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		46,215,000	20	40,865,000
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	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			22	
	23	Secured mortgages and notes payable to unrelated third parties		928,911,607	23	1,058,266,778
	24	Unsecured notes and loans payable to unrelated third parties		350,523,897	24	280,428,876
	25	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		206,826,445	25	196,657,720
	26	Total liabilities. Add lines 17 through 25		1,602,257,050	26	1,712,364,169
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☐ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets			27	
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☒ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds		0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund		0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds		312,530,368	32	337,588,425
	33	Total net assets or fund balances		312,530,368	33	337,588,425
	34	Total liabilities and net assets/fund balances		1,914,787,418	34	2,049,952,594

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	917,679,312
2	Total expenses (must equal Part IX, column (A), line 25)	2	917,679,312
3	Revenue less expenses Subtract line 2 from line 1	3	0
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	312,530,368
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	25,058,057
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	337,588,425

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	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 ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
2b	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 ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	Yes	
2c	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	Yes	
3a	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?	Yes	
3b	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	Yes	

Additional Data

Software ID:

Software Version:

EIN: 64-0367992

Name: SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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	Former			
(1) BILLY BERRY DIRECTOR	5 40	X						16,800	0	0
(1) KEVIN BONDS DIRECTOR	3 90	X						12,000	0	0
(2) ROY GRAFE DIRECTOR	3 70	X						19,200	0	0
(3) WILLIAM HARDIN DIRECTOR	10 10			X				20,800	0	0
(4) LEE HEDEGAARD DIRECTOR	3 60	X						3,200	0	0
(5) KEITH HURT DIRECTOR	9 80	X						19,200	0	0
(6) DON JORDAN DIRECTOR	10 90			X				25,600	0	0
(7) WA KENDRICK DIRECTOR	2 40	X						17,600	0	0
(8) GREG KITCHENS DIRECTOR	3 00	X						8,800	0	0
(9) MACK MAULDIN DIRECTOR	4 20			X				22,800	0	0
(10) PERCY MCCAA DIRECTOR	3 00	X						9,600	0	0
(11) ODELL MCKENZIE DIRECTOR	6 80	X						12,000	0	0
(12) JOHN MOSLEY DIRECTOR	4 40	X						15,200	0	0
(13) ROBERT OCCHI DIRECTOR	3 00	X						22,400	0	0
(14) GORDON REDD JR DIRECTOR	2 90	X						18,400	0	0
(15) JOHN B REED DIRECTOR	4 20	X						15,200	0	0
(16) RW ROBERTSON DIRECTOR	2 20	X						12,000	0	0
(17) JERRY LAMAR SISCO DIRECTOR	1 80	X						8,000	0	0
(18) MICHAEL SMITH DIRECTOR	4 40	X						16,800	0	0
(19) RANDY SMITH DIRECTOR	4 30	X						24,800	0	0
(20) WILLIAM D SMITH DIRECTOR	8 60	X						22,400	0	0
(21) WILLIAM K SMITH DIRECTOR	4 30	X						6,400	0	0
(22) LOUIS S THOMPSON DIRECTOR	2 90	X						19,200	0	0
(23) RANDY WALLACE DIRECTOR	6 40	X						23,200	0	0
(24) HENRY C WATERER JR DIRECTOR	13 40			X				34,400	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(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	Former			
(26) RONALD V WHITE DIRECTOR	4 50	X						18,400	0	0
(1) JAMES COMPTON GENERAL MANAGER/CEO	52 00			X				692,641	0	98,888
(2) RAYMOND HALEY CHIEF FINANCIAL OFFICER	48 00			X				343,947	0	106,788
(3) TERRY LEE CHIEF ENG OFF/ASST GEN MGR	44 70				X			256,500	0	75,799
(4) NATHAN BROWN CHIEF OPERATING OFFICER	50 00				X			370,681	0	88,498
(5) BRAD WOLFE CHIEF POWER DELIVERY OFFIC	43 00				X			234,255	0	71,353
(6) JEFF BOWMAN CHIEF LEGAL & COMMUNICATIO	45 00					X		326,800	0	50,869
(7) BRAD EDWARDS DIRECTOR, GENERATION RESOU	54 00					X		242,746	0	77,125
(8) STEVE MCELHANEY CHIEF OF COMPLIANCE	48 00					X		169,750	0	53,042
(9) SCOTT SPENCE DIRECTOR POWER MARKETING	45 00					X		156,588	0	14,907
(10) GARY HUTSON DIRECTOR OF OPERATIONS & PLANNING	50 00					X		154,584	0	35,123

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION	Employer identification number 64-0367992
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Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to 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? ☐ Yes ☐ 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? ☐ Yes ☐ No	

Part II

Conservation Easements. Complete if the organization answered "Yes" to 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 an 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 Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

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, and enforcing conservation easements during the year ► _____

7

Amount of expenses incurred in monitoring, inspecting, 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" to Form 990, Part IV, line 8.

1a

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 in 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 in 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" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a

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
- c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	
- 2a

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 in Part XIII

☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a 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 in lines 2a, 2b, and 2c should equal 100%
- 3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

Yes

No

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' to 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
1a Land		36,241,845		36,241,845
b Buildings		323,427,676	171,421,304	152,006,372
c Leasehold improvements		1,398,711	939,036	459,675
d Equipment		1,715,945,845	618,686,588	1,097,259,257
e Other		216,761,439	87,532,137	129,229,302
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,415,196,451

Schedule D (Form 990) 2014

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

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

1	Total revenue, gains, and other support per audited financial statements	1	903,372,314
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	903,372,314
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	14,306,998
c	Add lines 4a and 4b	4c	14,306,998
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	917,679,312

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

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

1	Total expenses and losses per audited financial statements	1	892,621,255
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	892,621,255
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	25,058,057
c	Add lines 4a and 4b	4c	25,058,057
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	917,679,312

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.

Return Reference	Explanation
PART XI, LINE 4B - OTHER ADJUSTMENTS	INCLUDED ON SUPPLEMENTAL INFORMATION
PART XII, LINE 4B - OTHER ADJUSTMENTS	INCLUDED ON SUPPLEMENTAL INFORMATION
SCHEDULE D, PAGE 4, PART XI, LINE 4B	\$60,233 NET GAIN ON DISPOSITION OF ASSETS INCLUDED AS REVENUE ON FORM 990. THIS GAIN IS REFLECTED AS A "CONTRA EXPENSE" IN AUDITED FINANCIALS. INTEREST INCOME & PATRONAGE CAPITAL OF \$14,246,765 IS INCLUDED AS REVENUE ON FORM 990. THE AMOUNT IS SHOWN AS A SEPARATE LINE ITEM IN THE AUDITED FINANCIALS BELOW THE OPERATING MARGIN SECTION.
SCHEDULE D, PAGE 4, PART XII, LINE 4B	2014 NET MARGIN OF \$25,058,057 IS REFLECTED AS EXPENSE ON THE FORM 990 SINCE THE MARGIN IS ALLOCATED TO THE 11 MEMBERS AS PATRONAGE CAPITAL, THOUGH NO PAYMENT WAS MADE TO THE MEMBERS IN 2014 FOR THIS ALLOCATED PATRONAGE CAPITAL.

[illegible]

Additional Data

Software ID:

Software Version:

EIN: 64-0367992

Name: SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Form 990, Schedule D, Part X, - Other Liabilities

1	(a) Description of Liability	(b) Book Value
	DEFINED MEDICAL PLAN FOR RETIREES	8,953,300
	NUCLEAR DECOMMISS OBLIGATION (ARO)	84,213,089
	DEFERRED CREDITS - GAS HEDGES	14,399,870
	DEFERRED CREDITS - POWER COST ADJUSTMENT	12,821,260
	DEFERRED CREDIT - CAPITAL LEASE DISSOLVED	1,190,552
	DEFERRED CREDIT - ECONOMIC DEVELOPMENT GRANTS	3,645,978
	DEFERRED CREDIT - CLEAN AIR ALLOWANCES UTILIZED	265,198
	POWER SUPPLY DEVELOPMENT FUND	25,000,000
	MEDICAL INSURANCE CONTRIBUTION ACCOUNT	2,856,706
	DEFERRED INTEREST INCOME-MISSISSIPPI POWER COMPANY KEMPER PROJECT DEPOSIT	35,647,264
	UNREALIZED GAIN NUCLEAR DECOMMISSIONING TRUST	7,256,552
	UNREALIZED LOSS FINANCIAL TRANSMISSION RIGHTS	407,951

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As Filed Data -

DLN: 93493169009235

Schedule I
(Form 990)

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States
Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
Attach to Form 990.
Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2014
Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Employer identification number
64-0367992

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

Part II

Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" to 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.

(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) COMPETITIVE EDGE PARTNERSHIP 1 CONVENTION CENTER PLAZA HATTIESBURG, MS 39401	20-5162135	501(C)(3)	10,000				ECONOMIC DEVELOPMENT
(2) UNIV OF AL HUNTSVILLE FOUNDATION 301 SPARKMAN DR HUNTSVILLE, AL 35899	63-6001138	501(C)(3)	50,000				RESEARCH & STUDENT AIDE
(3) TOUGALOO COLLEGE 500 W COUNTY LINE RD TOUGALOO, MS 39174	64-0303093	501(C)(3)	5,000				INSTITUTIONAL ADVANCEMENT
(4) SIMPSON COU HEALTHCARE GRANT PO BOX 60 TAYLORSVILLE, MS 39168	64-0243969	501(C)(12)	15,000				IMP AREA HEALTHCARE
(5) MENDENHALL AREA CHAMBER OF COMMERCE PO BOX 60 TAYLORSVILLE, MS 39168	64-0243969	501(C)(12)	15,000				ECONOMIC DEVELOPMENT
(6) CITY OF MENDENHALL PO BOX 60 TAYLORSVILLE, MS 39168	64-0243969	501(C)(12)	15,000				ECONOMIC DEVELOPMENT
(7) CHAMBER & ECONOMIC DEV CENTER PO BOX 158 HOLLANDALE, MS 38748	64-0256623	501(C)(12)	5,000				ECONOMIC DEVELOPMENT

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

4

Part III

Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" to 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 non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV

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

Return Reference	Explanation
PART I, LINE 2	THE SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION BOARD OF DIRECTORS EVALUATES REQUESTS, SUBSEQUENT TO SCREENING BY MEMBER SYSTEM BOARD OF DIRECTORS, FOR PROJECTS THAT WILL ENHANCE OR STIMULATE ECONOMIC GROWTH IN MEMBER SYSTEM AREAS THE SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION BOARD APPROVES THESE REQUESTS PRIOR TO DISBURSEMENT
PART II - ITEM 4-6	SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION ISSUED PAYMENT TO SOUTHERN PINE ELECTRIC POWER ASSOCIATION, A MEMBER DISTRIBUTION COOPERATIVE SOUTHERN PINE ELECTRIC POWER ASSOCIATION IN TURN ISSUED PAYMENT TO THE ENTITIES DENOTED IN COLUMN 1(A) EIN, ADDRESS, AND IRC SECTION REPORTED IN PART II ARE THOSE FOR SOUTHERN PINE ELECTRIC POWER ASSOCIATION
PART II - ITEM 7	SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION ISSUED PAYMENT TO TWIN COUNTY ELECTRIC POWER ASSOCIATION, A MEMBER DISTRIBUTION COOPERATIVE TWIN COUNTY ELECTRIC POWER ASSOCIATION IN TURN ISSUED PAYMENT TO THE ENTITIES DENOTED IN COLUMN 1(A) EIN, ADDRESS, AND IRC SECTION REPORTED IN PART II ARE THOSE FOR TWIN COUNTY ELECTRIC POWER ASSOCIATION

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Employer identification number
64-0367992

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☒ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in 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	1b Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2 Yes	
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. ☐ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☐ Form 990 of other organizations ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in 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? b Participate in, or receive payment from, a supplemental nonqualified retirement plan? c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4a 4b 4c	No No No
	Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization? b Any related organization? If "Yes," to line 5a or 5b, describe in Part III.	5a 5b	
6	For persons listed in 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? b Any related organization? If "Yes," to line 6a or 6b, describe in Part III.	6a 6b	
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7	
8	Were any amounts reported in 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" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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 in 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 are not 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 in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

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

Return Reference	Explanation
PART I, LINE 1A	HOUSING ALLOWANCE - AS PART OF AN INITIAL EMPLOYMENT AGREEMENT, SCOTT SPENCE WAS PAID A TEMPORARY HOUSING ALLOWANCE OF \$1,200 PER MONTH, FOR A PERIOD NOT TO EXCEED 6 MONTHS THE ALLOWANCE WAS SUBJECT TO TAX AND ACCORDINGLY REPORTED ON THE W2 EARNINGS STATEMENT

Additional Data

Software ID:

Software Version:

EIN: 64-0367992

Name: SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(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 in prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JAMES COMPTON, GENERAL MANAGER/CEO	(i) (ii)	628,826 0	58,950 0	4,865 0	82,174 0	16,714 0	791,529 0	0 0
1 RAYMOND HALEY, CHIEF FINANCIAL OFFICER	(i) (ii)	326,873 0	11,632 0	5,442 0	90,207 0	16,581 0	450,735 0	0 0
2 TERRY LEE, CHIEF ENG OFF/ASST GEN MGR	(i) (ii)	243,601 0	8,801 0	4,098 0	60,248 0	15,551 0	332,299 0	0 0
3 NATHAN BROWN, CHIEF OPERATING OFFICER	(i) (ii)	353,231 0	12,460 0	4,990 0	71,878 0	16,620 0	459,179 0	0 0
4 BRAD WOLFE, CHIEF POWER DELIVERY OFFIC	(i) (ii)	222,497 0	8,264 0	3,494 0	56,076 0	15,277 0	305,608 0	0 0
5 JEFF BOWMAN, CHIEF LEGAL & COMMUNICATIO	(i) (ii)	308,882 0	11,411 0	6,507 0	34,528 0	16,341 0	377,669 0	0 0
6 BRAD EDWARDS, DIRECTOR, GENERATION RESOU	(i) (ii)	230,759 0	7,154 0	4,833 0	61,826 0	15,299 0	319,871 0	0 0
7 STEVE MCELHANEY, CHIEF OF COMPLIANCE	(i) (ii)	157,709 0	5,855 0	6,186 0	38,953 0	14,089 0	222,792 0	0 0
8 SCOTT SPENCE, DIRECTOR POWER MARKETING	(i) (ii)	147,108 0	4,680 0	4,800 0	847 0	14,060 0	171,495 0	0 0
9 GARY HUTSON, DIRECTOR OF OPERATIONS & PLANNING	(i) (ii)	149,791 0	4,793 0	0 0	21,538 0	13,585 0	189,707 0	0 0

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION	Employer identification number 64-0367992
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990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	
FORM 990, PART VI, SECTION A, LINE 6	SEE RESPONSE TO PART VI SECTION A QUESTION 2 ABOVE
FORM 990, PART VI, SECTION A, LINE 7A	SEE RESPONSE TO PART VI SECTION A QUESTION 2 ABOVE
FORM 990, PART VI, SECTION B, LINE 11	A COPY OF THE 2014 FORM 990 WAS REVIEWED WITH THE AUDIT COMMITTEE AND REPORTED TO THE BOARD OF DIRECTORS. ON THE AUDIT COMMITTEE'S RECOMMENDATION, THE BOARD AUTHORIZED THE EXECUTION AND FILING OF THE RETURN.
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST POLICY ENFORCEMENT - DIRECTORS, OFFICERS, AND KEY EMPLOYEES ANNUALLY COMPLETE, AND SIGN, A QUESTIONNAIRE RELATIVE TO INDEPENDENCE, BUSINESS RELATIONSHIPS, ETC.
FORM 990, PART VI, SECTION B, LINE 15	DURING 2014, AN EXECUTIVE COMPENSATION SURVEY WAS PERFORMED BY A CONSULTANT FOR OLD DOMINION ELECTRIC COOPERATIVE. THE SURVEY INCLUDED 19 ELECTRIC COOPERATIVES (INCLUDING SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION) FOR THE FOLLOWING POSITIONS-CEO, CFO, AND SR. VP, POWER SUPPLY. AS A PARTICIPANT IN THE SURVEY, SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION RECEIVED RESULTS OF THE SURVEY. THE GENERAL MANAGER/CEO UTILIZED THIS SURVEY FOR DETERMINING SALARIES FOR THE EXECUTIVE TEAM. THE CONSULTANT ISSUED A LETTER TO THE SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION BOARD PRESIDENT ADDRESSING CEO SALARIES USING THE AFOREMENTIONED SURVEY. THE SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION BOARD DETERMINES THE SALARY FOR THE GENERAL MANAGER/CEO. ADDITIONALLY, THE GENERAL MANAGER/CEO ADVISES THE BOARD OF AVERAGE ANNUAL SALARY INCREASES AS PART OF THE ANNUAL BUDGET APPROVAL PROCESS. APPROVAL OF THE ANNUAL BUDGET IS DOCUMENTED IN THE BOARD MINUTES.
FORM 990, PART VI, SECTION C, LINE 19	RECEPTIONISTS HAVE BEEN INFORMED THAT THE FORM 990 WILL BE MADE AVAILABLE. A FORM IS UTILIZED FOR PARTIES REQUESTING A COPY OF THE FORM 990. THIS FORM ADVISES REQUESTING PARTIES THAT AT PHOTOCOPIES WILL BE MADE AVAILABLE UPON RECEIPT OF COPYING FEES (ALSO SPECIFIED IN THE REQUEST FORM). FINANCIAL STATEMENTS ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE.
FORM 990, PART XI, LINE 9	OTHER CHANGES IN NET ASSETS 25,058,057
FORM 990, PART XII, LINE 2C	THERE WERE NO CHANGES IN THE PROCESS FOR THE 2014 TAX YEAR.
FORM 990, PART XI, LINE 9 - OTHER CHANGE IN ASSET OR FUND BALANCE	EXCESS OF REVENUES OVER EXPENSES, OR NET MARGIN, IS ALLOCATED TO THE 11 MEMBER COOPERATIVE S BASED ON SALES. THIS IS ONLY AN ALLOCATION OF PATRONAGE CAPITAL. NO ACTUAL PAYMENT IS MADE TO THE MEMBERS. THIS ALLOCATION OF PATRONAGE CAPITAL IS SHOWN AS A FUNCTIONAL EXPENSE IN PART IX, NUMBER 4, PER FORM 990 INSTRUCTIONS EFFECTIVE FOR 2012 REPORTING. SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION DOES NOT INCLUDE THIS ALLOCATION OF PATRONAGE CAPITAL AS A N EXPENSE FOR FINANCIAL REPORTING.