



Bristol Tennessee Essential Services

Electric • Internet • Telephone • Cable

P.O. Box 549 • 2470 Volunteer Parkway • Bristol, TN 37621-0549
423/968-1526 • Fax 423/793-5545

December 31, 2009

Ms. Sara Kyle, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: Bristol Tennessee Essential Services, Docket 05-00251

Dear Chairman Kyle,

Please find enclosed the Comprehensive Annual Financial Report for Bristol Tennessee Essential Services for the period ending June 30, 2009.

If you have any questions or need additional information related to this audit, please call me at 423-793-5517.

Sincerely,

Lola McVey
Supervisor of Accounting

Cc: Sharla Dillon, Docket Room Manager

Comprehensive Annual Financial Report

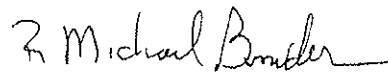
Bristol Tennessee Essential Services
(A Self-Supported Enterprise Fund of the
City of Bristol, Tennessee)

Year ended June 30, 2009

Prepared by:
Accounting and Finance Department and CEO



Lola McVey
Supervisor of Accounting and Finance



R. Michael Browder
Chief Executive Officer

Bristol Tennessee Essential Services
Comprehensive Annual Financial Report
Year ended June 30, 2009

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Bristol Tennessee Essential Services

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November 2, 2009

To the Chairman and Members of
the Board of Directors of Bristol Tennessee
Essential Services

Letter of Transmittal

The Comprehensive Annual Financial Report (“CAFR”) of Bristol Tennessee Essential Services (“BTES”), a self-supporting governmental enterprise fund of the City of Bristol, Tennessee operated under the general supervision and control of a five-member Board of Directors as per Chapter 32 Public Acts of Tennessee 1935, for the fiscal year ended June 30, 2009, is submitted herewith.

The CAFR was compiled by the staff of the Accounting and Finance Department with the close cooperation of our independent auditor. It represents the official report of BTES' financial operations and conditions to the citizens, the Board of Directors, BTES management, rating agencies and other interested parties.

Responsibility for the accuracy of the presented data and the completeness and fairness of the presentation, including all disclosures, rests with BTES. We believe the data, as presented, are accurate in all material respects and are presented in a manner designed to fairly set forth the financial position and results of operations and cash flows of BTES.

All disclosures necessary for the reader to gain a thorough understanding of BTES' financial condition have been included.

In order to meet the needs of a broad spectrum of financial statement readers, the CAFR is presented in four sections:

- Introductory Section
- Financial Section
- Statistical Section
- Internal Control and Compliance Section

The **Introductory Section** includes the table of contents, this transmittal letter, an organizational chart of BTES, BTES' general philosophy, background of BTES and a brief recap of fiscal year 2009.

The **Financial Section** is composed of the report of independent auditors; Management Discussion and Analysis (“MD&A”), including a narrative introduction, financial overview and financial analysis; and the financial statements. This letter of transmittal is designed to complement the MD&A and should be read in conjunction with it. The notes to the financial statements are considered an integral and essential part of adequate disclosure and fair presentation of the financial statements.

Letter of Transmittal (continued)

The **Statistical Section** includes selected financial and demographic trend information. The tables within this section differ from certain information in the financial section in that they represent some non-accounting data covering ten fiscal years. These data were accumulated through BTES statistical collection.

The **Internal Control and Compliance Section** includes the Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*.

The accompanying financial statements present the financial position, results of operations and cash flows of BTES, in accordance with the requirements of the Governmental Accounting Standards Board ("GASB").

This report does not include the financial activities of the City of Bristol, Tennessee. Financial reports are available directly from the City of Bristol, Tennessee.

Bristol, Tennessee is located in the northeastern portion of the state. It is one of three cities in Sullivan County, with the other two being Kingsport and Bluff City. The population of Sullivan County is 153,900. Its industrial base is primarily manufacturing, followed by the service sector and agriculture.

Because of its central location in the eastern United States, Bristol is within 600 miles of approximately 53% of the population of the United States. Interstate 81 passes through the city. Bristol is part of the consolidated metropolitan statistical area (CSA) of Bristol, Johnson City and Kingsport, commonly called the Tri-Cities CSA. With a population of 500,538 people, the Tri-Cities CSA is the 68th largest in the United States.

Bristol benefits from the state's high ranking in Alexander Grant and Company's GENERAL MANUFACTURING CLIMATES, which ranks Tennessee near the top in the nation as a place for manufacturing.

Bristol is a good place to work and live, with the following amenities:

- Excellent health care facilities
- Seven Tennessee Valley Authority lakes with 2,200 miles of shoreline
- Five national parks
- Bristol Motor Speedway (Two NASCAR dates per year with over 160,000 seats)
- Low crime rate
- Four distinct seasons
- Excellent schools
- Nine colleges and universities (Degrees ranging from Art to Medicine)
- Seven beautiful golf courses

Bristol and the surrounding areas continue to grow and prosper. Eastman Chemical Company is headquartered in Sullivan County. Exide's Super Battery Plant is in Bristol TN. Several smaller industries continue to make capital investments, such as Master Model Craft, a precision machine shop. United Central Industrial Supply, a mining distribution company, recently relocated their corporate headquarters to Bristol, TN.

Letter of Transmittal (continued)

FINANCIAL INFORMATION

BTES AS AN ENTERPRISE FUND

BTES operates under an independent Board of Directors as an enterprise fund of the City of Bristol, Tennessee. This being the case, BTES funds its expenditures through its rates and charges and receives no income from City taxes. BTES reviews rates annually to ensure there is adequate cash for operating expenses and capital improvement requirements.

ACCOUNTING SYSTEM AND BUDGETARY CONTROL

BTES' financial accounting system is based on accounting principles generally accepted in the United States of America. Internal accounting controls are an integral part of BTES' accounting process and are designed to provide reasonable, but not absolute, assurance that assets are safeguarded from unauthorized use or disposition and that records used for preparing financial statements and maintaining asset accountability are reliable.

BTES applies Financial Accounting Standards Board ("FASB") pronouncements issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements, in which case, GASB prevails. Consistent with other public utility enterprise funds, BTES has elected not to adopt the FASB Statements and Interpretations issued after November 30, 1989, in accordance with GASB Statement No. 20, "Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting."

BTES' Board of Directors approves BTES' annual budget for its recommended rate, expenses and capital outlays. An analysis of revenue and operating expenses for the year ended June 30, 2009, is provided in the Financial Section of this report.

PLANT

Plant is stated at cost, which includes cost of contract work, labor, materials and allocated indirect charges. Major renewals and betterments are capitalized, while minor replacements and repairs are expensed as incurred. Property, plant and equipment are depreciated using the straight-line method at rates which will amortize costs over the estimated useful lives of the assets. The provision for depreciation does not include depreciation on transportation equipment per Federal Energy Regulatory Commission Guidelines. Those amounts are reported as operation expenses in the Statements of Revenues, Expenses and Changes in Net Assets. The cost of plant retired, together with removal costs less salvage, is charged to accumulated depreciation when property is removed from service.

CASH MANAGEMENT

BTES' moneys are deposited in banks insured by the FDIC. Investments permitted include obligations of the U.S. Treasury and U.S. agencies and certificates of deposit. Temporary investments, consisting entirely of certificates of deposit, are stated at cost which approximates fair value. The cash management performance for the year ended June 30, 2009, produced interest earnings of \$816,209.

Letter of Transmittal (continued)

LONG-TERM FINANCIAL PLANNING

BTES has established a projected Five Year Plant Addition plan that includes major engineering and construction projects as well as the addition of two substations. BTES will also continue to provide a financially viable fiber optic path to each home or business served, resulting in instant power outage reporting, improved time to restore power and reduction in customer minutes of power outages. BTES will also continue to evaluate other uses for the fiber optic system, including load management, in an effort to enhance cost, reliability and economic development.

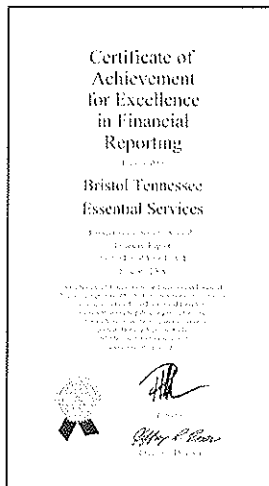
RISK MANAGEMENT

BTES' assets are protected through a third party insurance provider. Through this provider, coverage is provided for workers' compensation, comprehensive, general and automobile liability, auto physical damage, crime and fiduciary, errors and omissions, property, boiler and machinery and pollution. BTES has not experienced a loss in excess of insurance coverage in any of the past three fiscal years.

INDEPENDENT AUDIT

BTES has an annual audit performed by independent certified public accountants. The firm of Coulter & Justus, P. C., was selected by the Board of Directors. The auditor's report on the financial statements is included in the Financial Section of this report.

AWARDS



For the first time, the Government Finance Officers Association ("GFOA") awarded a Certificate of Achievement for Excellence in Financial Reporting to BTES for its CAFR for the fiscal year ended June 30, 1997. BTES was also awarded the certificate for its CAFR for the fiscal years ended June 30, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007 and 2008. To qualify for this prestigious award, BTES issued an easily readable and efficiently organized CAFR. In addition, this report satisfied both accounting principles generally accepted in the United States of America and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe that our present report continues to meet the program's requirements, and we are submitting it to the GFOA to determine eligibility for another certificate.

ACKNOWLEDGMENTS

The preparation of this report could not have been accomplished without the staff of BTES. We express our sincere appreciation to those who assisted and contributed to its preparation.

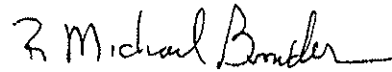
Sincere appreciation is also expressed to Sam Coulter, CPA, Adam Allen, CPA and the staff at Coulter & Justus, P.C., for assistance throughout the year pertaining to various financial matters and for their assistance in the preparation of this report.

In closing, we would like to thank the members of the Board of Directors of Bristol Tennessee Essential Services for their interest and support in planning and conducting the operations of BTES in a responsible and progressive manner.

Respectfully submitted,



Lola McVey
Supervisor of Accounting and Finance



R. Michael Browder
Chief Executive Officer

BACKGROUND INFORMATION

On June 30, 1945, the Tennessee Valley Authority (TVA) purchased the properties of East Tennessee Light and Power Company. Bristol Tennessee Electric System, now called Bristol Tennessee Essential Services (BTES), was started July 1, 1945 as a result of a referendum in which the citizens of Bristol, Tennessee voted to purchase from TVA a portion of these properties. A \$1.3 million issue of Electric Light and Power bonds was required to finance the transaction. BTES immediately agreed to terms of a 20-year power contract for TVA to supply power which BTES distributed to the public at substantially lower rates.

As per Chapter 32 Public Acts of Tennessee 1935 and the contract with TVA, a five-member board of directors was established by the city to have general supervision and control of the municipally-owned electric system with one member serving from City Council. Current board members include Chairman Patrick W. Hickie, Jr., CPA, Vice-Chairman Bryan K. Boyd, Kelly Graham, J. Scott MacMorran and City Council Representative David K. Shumaker.

The International Brotherhood of Electrical Workers (IBEW) has represented the trades and crafts employees since prior to TVA purchasing the system from East Tennessee Light and Power.

Seventy-three BTES employees serve over 33,000 customers in Bristol and Sullivan County in Tennessee and a portion of Washington County, Virginia - approximately 280 square miles of service area.

BTES purchases electric power from TVA, the nation's largest public power generator of electricity. Our customers pay approximately 8.81 cents per kilowatt hour, while the national average is 11.03 cents per kilowatt hour. BTES has had seven rate reductions since June 1982 with the most recent in October 1997. This does not include changes in wholesale power costs from TVA. In October 2003, TVA added an environmental charge to their rate to cover the cost of certain air pollution equipment. Since April 2006, cost of purchased power, fuel and capital for plant improvement and debt reduction has caused TVA to raise rates. Additionally, TVA implemented a Fuel Cost Adjustment in October 2006, which is reviewed quarterly. The Fuel Cost Adjustment was 0.867 cents per kilowatt hour in April 2009.

The electricity we purchase from TVA is delivered at 161,000 volts to our two delivery points- Bluff City Primary and Blountville Primary Substations. We step it down to 69,000 volts for subtransmission to other substations and to 13,200/7620 volts for distribution. In some cases, small distribution substations provide additional voltage reduction to large general power loads. The voltage entering a customer's home is 120/240 volts which is utilized for lighting, heating and operating household appliances. Businesses and industries may be served at 208/120, 480/277, 4160/2400 and 13200/7620 volts or other standard voltages.

BTES provides high-speed Internet, telephone and cable television services over a fiber optic network. This same network provides numerous enhancements to BTES' electric system, including automatic meter reading, power outage detection and power outage reporting. In the future, this system will be used for pre-payment of electricity to offset the need for at risk customers to pay a deposit and for load management.

BACKGROUND INFORMATION (continued)

In 1994, BTES received the American Public Power Association's prestigious E. F. Scattergood System Achievement Award for outstanding achievement by a utility.

Also in 1994, BTES was one of three organizations to receive the Tennessee Quality Governor's Award, now called the Tennessee Center for Performance Excellence *Award of Excellence*, presented by Governor Ned McWherter. The other two recipients were Nissan and FedEx. Other organizations that have received this prestigious award include: Eastman Chemical Company, Philips Consumer Electronics Company, Bridgestone/Firestone Company, Eaton Corporation, Methodist Medical Center of Oak Ridge, Baptist Health Systems of Knoxville, Fleetguard, Caterpillar Financial Services, Memphis Light, Gas and Water, Eaton Aeroquip, Pal's Sudden Service, Tennessee Valley Authority Nuclear, John Deere Power Products and Mountain States Health Alliance.

In June 1996, BTES received the American Public Power Association's Golden Tree Award in recognition of BTES planting over one tree per customer.

In June 1997, BTES received the American Public Power Association's Community Service Award for outstanding civic and community involvement by our employees.

In October 1997, CEO R. Michael Browder received the 1997 Jim Spradley Award for individual accomplishments in the field of industrial and economic development in Tennessee that go above and beyond the requirements of the vocation for which they are compensated. The award was presented by Governor Don Sundquist at the Governor's Economic Summit in Nashville.

In May 2000, CEO R. Michael Browder received the Tennessee Valley Public Power Association's Distinguished Service Award for his exceptional performance and contributions toward the accomplishment of the organization's goals.

From July 2001 until June 2002, CEO R. Michael Browder served as Chairman of the Board of the American Public Power Association.

In October 2004, BTES received approval to offer cable television and Internet service.

On December 15, 2004, the BTES Board of Directors changed the name of the organization from *Bristol Tennessee Electric System* to *Bristol Tennessee Essential Services* to reflect the new services being offered.

In fall 2005, BTES began providing cable television and Internet service.

In March 2006, BTES received approval from the Tennessee Regulatory Authority to provide telephone service. In November 2006, BTES began providing telephone service.

For fiscal year 2008, BTES received the Government Finance Officers Association *Certificate of Achievement for Excellence in Financial Reporting* for the 11th year in a row.

In June 2008, BTES received the Energy Innovator Award from the American Public Power Association for encouraging innovative thinking, providing better service to electric customers and participating in projects that increase the efficiency of utility operations.

BACKGROUND INFORMATION (continued)

In February 2009, BTES received the National Arbor Day Foundation Tree Line USA Award for the ninth year in recognition of quality tree care, annual worker training, tree planting and public education.

In March 2009, BTES received the American Public Power Association's Reliable Public Power Provider (RP3) Award in recognition for providing consumers with the highest degree of reliable and safe electric service.

In June 2009, BTES received the American Public Power Association's prestigious E. F. Scattergood System Achievement Award for outstanding achievement by a utility.

RECAP OF FISCAL YEAR 2009

During the past year major engineering and construction projects included completing 2.8 miles of fiberglass crossarm replacement on Highway 126, single phase relocation on Keenbuck Road and removal of open wire secondary on Henry Street, 6th Street and Pennsylvania Avenue. We replaced two 13.2kV gang operated switches in Bluff City, installed street lighting for the city of Bluff City in Riverbluff Subdivision, upgraded twelve City of Bristol traffic signals to LED fixtures and removed seven traffic signal flashers. We also added fault indicators at five locations on the 13.2kV distribution to improve reliability.

We installed over 20,000 feet of underground primary conductors to serve more than 171 lots in the following subdivisions and developments: Harbor View, The Meadows by the Lake, Hamilton Place, The Reserve, Timber Ridge Road, Heath Road, Country Club Condominiums, Sage Meadow Apartments and Cedar Valley Condominiums.

We installed over 6,125 kVA of three-phase padmount transformers to serve the following general power customers: Country Club of Bristol, Food Country, New Grace Baptist Church, Tri-Cities Christian School, State of Franklin Bank, Tri-City Extrusion, First Presbyterian Church, Walgreens, Macado's, Kyser Needham, Graceway Pharmaceuticals and King Pharmaceuticals.

We installed 9.96 miles of 216 count backbone fiber from Piney Flats to the proposed Rockhold Substation site to complete a backbone loop in the Chinquapin area.

Our outage time per customer was 55 minutes for calendar year 2008 which gives us a reliability index of 99.990%.

During the last five years, we have been able to maintain our goal of a five-year tree clearance cycle. We continue to monitor frequency of tree-caused outages by areas and make more frequent visits to these areas. In 2008-2009, we cleared trees along feeder lines at Airport Substation circuit 224, 234 and 214; Adam's Chapel Substation circuits 214, 224 and 254; Steele Creek Substation circuits 214 and 224; and Shelby Street Substation circuit 374, 394, 384, 354, 3014 and 284.

RECAP OF FISCAL YEAR 2009 (continued)

Our goal is to maintain the distribution transformer capacity ratio to 200 percent of peak demand or less. We continue to work to improve this number. We will continue our transformer loading program to help us predict customer demand needs. The transformer loading program assists us in identifying transformers that we will investigate for being heavily loaded and change if necessary.

During our routine substation preventative maintenance program, we discovered potential problems and made repairs to regulators at Blountville and Bluff City District Substations, control switch relay on 15 kV breaker at Medical Center, other relay issues at King College and Shelby Street Substations, replaced two nitrogen regulators on two 161/69 kV power transformers at Bluff City Primary Substation and replaced a 69kV gang operated switch at the Bluff City Primary Substation.

We did routine investigations on 98 three-phase general power meter installations, finding all to be okay.

We built a private virtual local area network (VLAN) to connect the Bristol Tennessee City Schools with 100 megabits per second (Mbps) to each connected school. This will provide each school with transparent LAN connectivity to the rest of the school system network. We activated cable television at eight schools and at nine other municipal buildings.

We added 100 Mbps of Internet capacity. This gives us a total of 300 Mbps of capacity. We are load balancing between two carriers for redundancy.

We installed and deployed Caller ID over TV. This feature allows caller identification information to be displayed on the television screen and provides a list of missed and received calls from the on screen interface.

We made several upgrades to update our fiber optic system including: installing a DS3 Card into Metaswitch so that we can install 28 more T1 lines to the Metaswitch, a new TPM card into the G6 to allow more telephone capacity (2,048 more customers), a PRI circuit to Thompson and Litton and five new OLT shelves to serve up to 11,520 more customers.

Due to a TVA rate increase in October, BTES customers experienced approximately a 3.2% increase in electric rates. In October 2006, TVA implemented a Fuel Cost Adjustment, which is reviewed quarterly. The Fuel Cost Adjustment was increased by 2.02% in July 2008 and 16.1% in October 2008. It was decreased by 5.81% in January 2009 and decreased by 6.73% in April 2009.

As the city's largest taxpayer, we paid the maximum in-lieu-of-tax payments as provided by Tennessee State Law and the TVA Contract to the City of Bristol in the amount of \$1,444,412 for fiscal year 2009. Combined with taxes paid to Sullivan County and Bluff City, Tennessee and Washington County, Virginia, a grand total of \$1,875,102 was paid by BTES.

We planted 170 dogwoods during fiscal year 2009 through our Trade-A-Tree program. We also planted a Red Maple at Avoca School in celebration of Arbor Day and a Serviceberry Tree at Steele Creek Park for the Tree Keeper Seminar.

RECAP OF FISCAL YEAR 2009 (continued)

Currently, BTES has mapped all pole locations in the BTES service territory. We continue to update the mapping system as changes are made in the field.

Our electric bad debts, as a percentage of electric retail revenue, are 0.1 percent for fiscal year 2009, which is below our stated goal of 0.25 percent. The industry target is 0.5 percent. This has been accomplished in a variety of ways. We diligently work to prevent customers from falling too far behind in paying their electric bill and thoroughly screen new applications to determine inclination to pay. In an effort to help those in need find necessary funding, we work with area churches, the Salvation Army, United Way and the Upper East Tennessee Human Development Agency. BTES, our customers, United Way and Salvation Army come together to assist customers through our *Help Your Neighbor* program. Our deposit procedure seems to be working well. Residential customers who demonstrate a history of paying their bills in a timely manner may have their deposit waived. A general power customer with a calculated standard deposit of \$10,000 or less, which has a principal owner who has lived in our service area five or more years with good pay and credit history and is willing to guarantee the account, may have the deposit reduced or waived. To date, no adverse effects have been detected.

We continually update metering and billing functions and processes to provide documentation needed for TVA's compliance with the Sarbanes-Oxley Act.

We have been prepaying our power bill. Under this arrangement, we use an automated clearing house to send our money to TVA before actual payment is due. In return, we receive interest payments from TVA for the amount of their cost of short-term borrowing. This is used when TVA's rate is higher than we are able to receive through other investment vehicles.

We continued working with a local bank to process mail and drop box payments. This increases productivity for our Customer Service Department, while improving our cash management.

In December 2002, we purchased \$8 million of Discounted Energy Units from TVA. Our participation in the program will assure a long-term supply of power at a low price and increase our return on investments. Our power bill is being discounted by the principle and interest earned.

Efforts to increase sales of electricity continued. Efforts are ongoing to increase the use of electric heat pumps and electric water heaters, especially load-managed water heaters that can be switched off during peak-demand periods. During calendar year 2008, we inspected 257 heat pump installations and installed 781 water heaters. BTES has over 14,100 load-managed water heaters. During calendar year 2008, TVA paid us over \$890,830 for the ability to cycle these water heaters off during peak times. Thirty loans were made through the Energy Savings Loan Program at a total of \$119,966. One hundred thirty-four heat pump loans were made totaling \$725,342.

During fiscal year 2009, we installed 54 miles of our fiber optic cable distribution system, bringing our total plant to 878 miles, serving a total of 9,647 homes and businesses with Internet, telephone and/or cable television service. We are reading 8,800 electric meters using the fiber optic system.

BTES continually reviews our channel line-up and looks at each customer request. We have added RFD-TV, Planet Green HD and six channels of ESPN Game Plan to our channel line-up.

RECAP OF FISCAL YEAR 2009 (continued)

We completed the transition of all of our off-air television feeds to digital to meet the original February 2009 deadline set by the Federal Communications Commission that was extended to June 12, 2009.

We continue to make subdivision development agreements available to developers. Instead of initially collecting the total cost for electric facilities installed to serve subdivisions, we offer to waive all or part of these costs for developers who agree to have all-electric homes with inspected heat pumps and load-managed water heaters and fiber optic services built in their developments. Total costs are charged for any lots on which homes are built that are not all-electric. We presently have 878 lots in 33 subdivisions covered under this type agreement.

Our marketing programs are proving to be effective as the data shows on electric usage in new homes where natural gas is available:

	Water Heater		Heating System	
	<i>Gas</i>	<i>Electric</i>	<i>Gas</i>	<i>Electric</i>
2002	15 (20.3%)	59 (79.7%)	20 (25.3%)	59 (74.7%)
2003	3 (5.5%)	52 (94.5%)	5 (9.1%)	50 (90.9%)
2004	1 (1.9%)	53 (98.1%)	2 (3.72%)	52 (96.3%)
2005	0 (0%)	62 (100%)	0 (0%)	62 (100%)
2006	1 (1.6%)	59 (98.3%)	1 (1.6%)	59 (98.3%)
2007	4 (2.6%)	151 (97.4%)	4 (2.6%)	151 (97.4%)
2008	3 (3.3%)	81 (96.7%)	3 (3.3%)	81 (96.7%)

Each customer who purchases a BTES water heater, has an inspected electric heat pump installed or purchased fiber optic services is surveyed by mail. The surveys are used to monitor quality and customer satisfaction of the programs and satisfaction with BTES employees, contractor employees and Quality Contractor Network employees.

We are currently working with TVA, the Electric Power Research Institute and Carina Technologies to implement a new water heater program. A control system was developed that will allow BTES to connect the water heater to the electric meter and its existing fiber optic network. Using this connection and thermocouples, BTES can read the temperature of the top and bottom elements in the water heater. The water heaters can then be cycled off during on-peak hours but a minimum temperature point would be set for the top element. If the water temperature decreased to the minimum temperature while the water heater was cycled off, that individual water heater could be allowed to be cycled back on to reach a load shed temperature point then turn off again. All the other water heaters above the minimum temperature could remain off. An emergency override to turn off all heaters, however, is incorporated into the software. We have completed Phase I of this program. This involved installing and testing 25 switches to ensue that all products would function correctly.

RECAP OF FISCAL YEAR 2009 (continued)

For the 18th consecutive year, in cooperation with the Bristol Chamber of Commerce, the City of Bristol Tennessee and NETWORKS - Sullivan Partnership, we maintained the Governor's Three-Star Community Economic Preparedness Program Award which signifies that Bristol has the organization, attitude, facilities and skills to attract and retain industry. A major component of this certification is having available property for industrial development. The Bristol Industrial Park and the Bristol Business Park purchased by BTES provides this component.

In calendar year 2008, BTES personnel visited 151 existing industries to discuss electrical or fiber optic needs, expansion possibilities and their satisfaction with the service they are receiving. BTES worked with the City of Bristol, Tennessee; State of Tennessee; TVA and NETWORKS - Sullivan Partnership to identify and assist eight businesses with expansions or relocations to the Bristol area, resulting in the potential for 205 new jobs.

Our *Help Your Neighbor* program was conducted successfully for the 15th year to assist residential electric customers in paying their winter electric bills during difficult times. This year \$11,208 was contributed by customers and BTES' match, providing assistance for over 74 families. As in the past, the need of the customer is identified by the Salvation Army and funds are administered by the United Way.

Sixty-two percent of our employees had perfect attendance for calendar year 2008.

For the 26th consecutive year, we had no lost-time accidents for a total of over 3.49 million man-hours since the last lost-time accident in 1982.

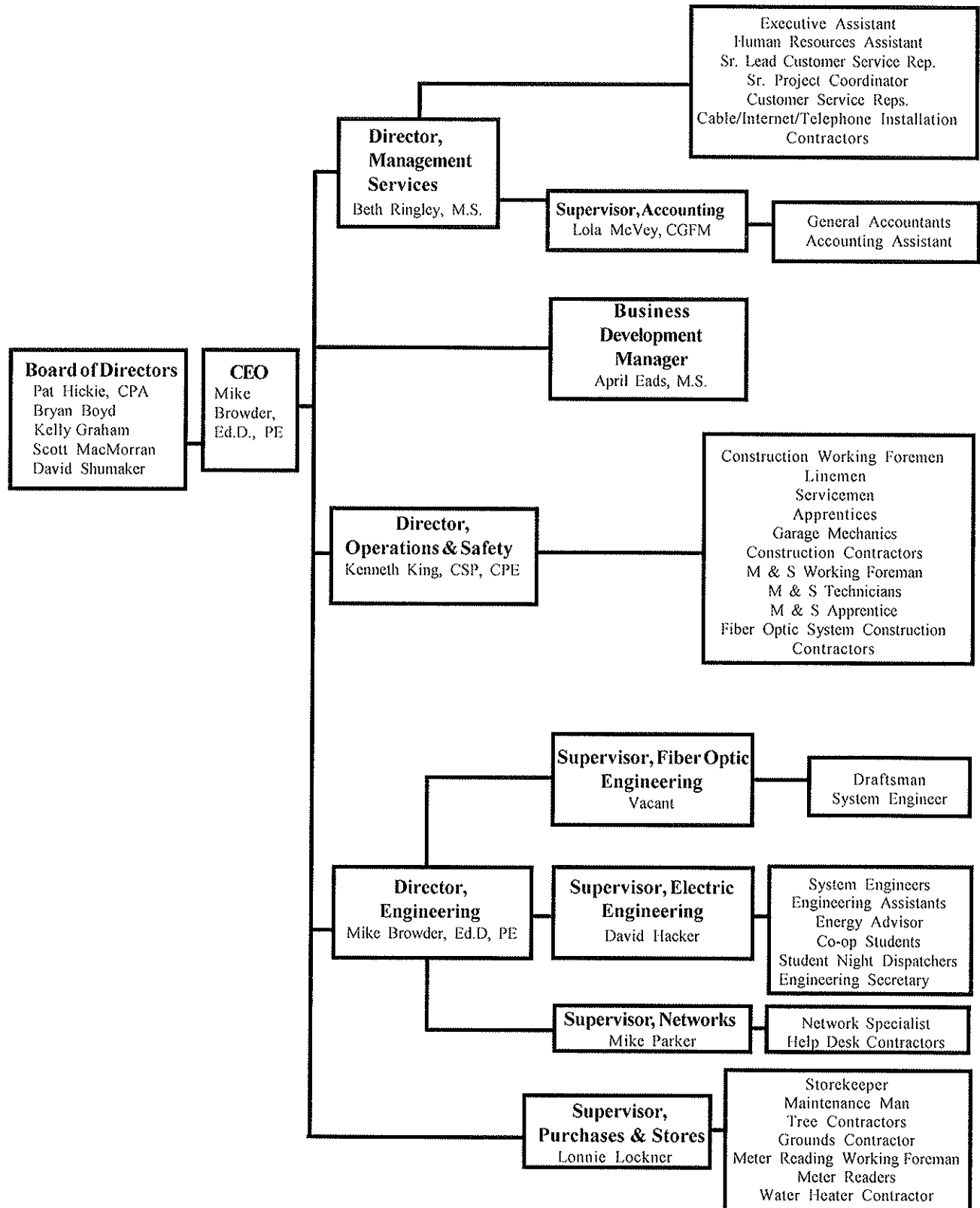
During calendar year 2008, eight full-time employees left BTES. This prompted organizational changes and the hiring of nine new full-time employees. We continued a co-op program for electrical engineering students.

We presented 22 awards at our annual heat pump dinner for Quality Contractor Network members.

At the annual Service Awards Banquet, we presented awards representing 220 years of service including: one employee for 35 years of service, three employees for 30 years of service, two employees for 20 years of service, one employee for 15 years of service, three employees for 10 years of service and two employees for five years of service to BTES and eight recognition awards for new employees.

BTES employees continued a process improvement initiative. Data are gathered on every customer communication that is positive or an opportunity for improvement. The opportunities for improvement are categorized. From these categories, different departments choose their most important process improvement initiative. As a result of this project, several internal systems were automated, an online bill pay option was added and the wording of out disconnect notices was changed. We also implemented a training and testing program called Sysdine that allows every department to add in tutorials, flash cards and exams to help train our employees. Currently, 88 tutorials and 82 flash cards and exams have been added.

Organizational Chart



General Philosophy

■ ***Reliability For Our Customers Is Essential***

The customer is our reason for being and ultimately judges the quality of our service. We must provide safe, reliable, cost-effective service and properly allocate costs for BTES to survive, grow and meet the needs of our present and future customers.

■ ***BTES Employees Are Our Most Important Asset***

They provide the intelligence and determine the reputation of our organization. They are respected as valuable teamworkers striving to meet our goals of quality service. We are committed to providing a safe and healthy workplace for all BTES employees who are the driving force behind all we do.

■ ***Resources Must Be Wisely Allocated And Used***

Our resources (time, money, facilities and equipment) must be wisely allocated, utilized and invested to enable us to provide quality service at reasonable long-term rates.

■ ***Our Vendors And Suppliers Are Our Partners***

They provide goods and services that enable us to meet the needs of our customers. We will treat our vendors and suppliers with respect and create an environment which will ensure mutual success.

■ ***Increasing Sales Helps Keep Rates Down***

We are committed to increasing sales by developing additional load such as residential heat pumps, water heaters and industrial and commercial loads and by providing more customers with Internet, telephone and cable television services. This will help provide us a broader base to divide expenses which helps keep rates down.

■ ***Safety, Conservation And Efficient Use Of Electricity Are Essential***

We must provide a customer communication program through all area news media, school and civic programs, direct mail, in-house seminars and trade shows in order to educate and assist customers in the safety, conservation and efficient use of electricity.

■ ***Effective Use Of Fiber Optic System Enhances Quality of Life***

We must promote the use of the fiber optic system to customers in an effort to increase comfort, convenience, entertainment and productivity. The system will also enhance quality of life in our community as it is used as a tool for economic development.

■ ***Planning Is Vital To Achievement***

To achieve our objectives at BTES, it is necessary that we clearly understand our plans, objectives and strategies as we strive to maintain our excellence in service.

■ ***Continuous Improvement Is The Key To Long-Term Success***

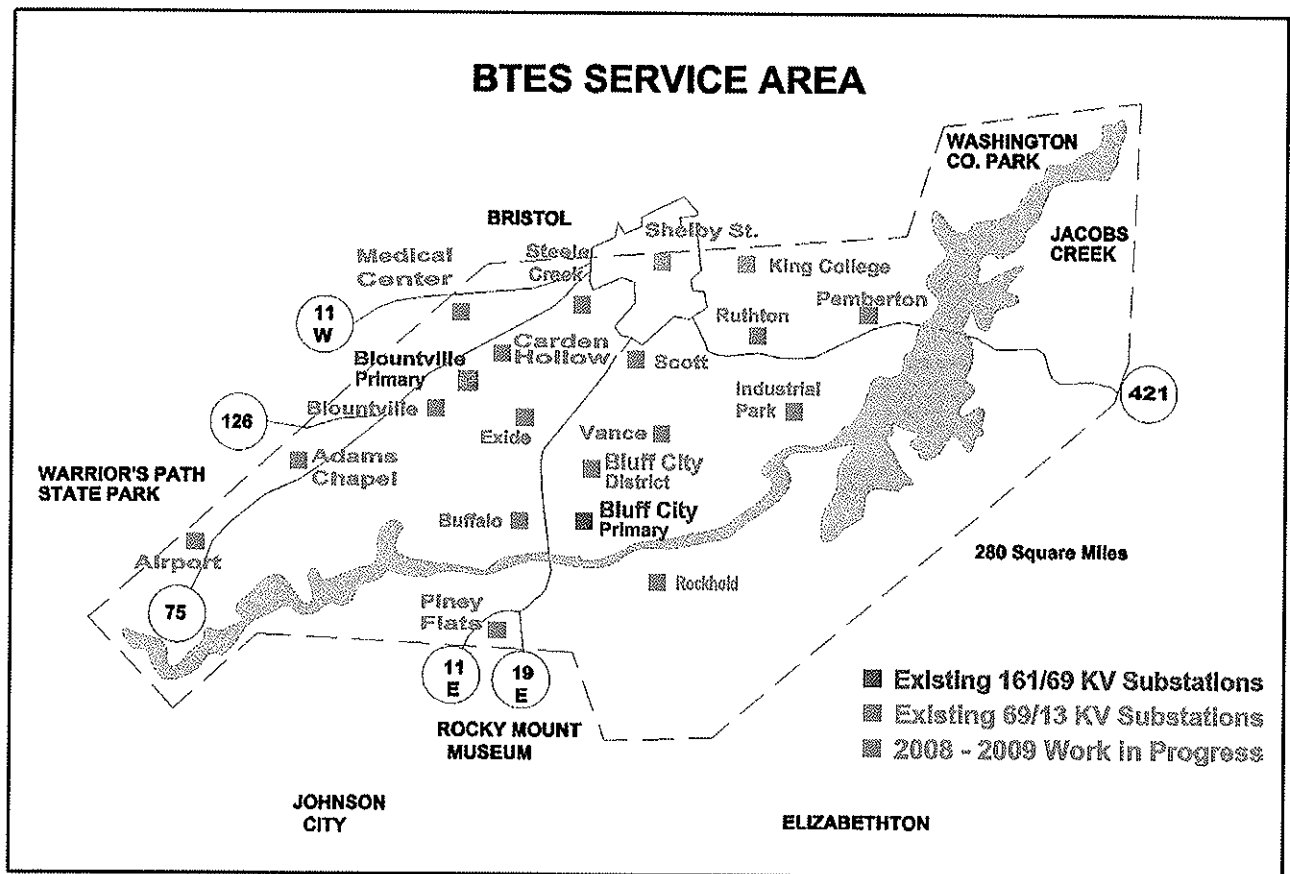
We must continually strive for excellence and quality in everything we do - in our workmanship and services, the appearance and safety of our workplace, human relations and our commitment to our community and ourselves.

■ ***We Want To Earn And Deserve The Trust And Respect Of Our Customers***

The customer entrusts his family's welfare to us to provide his electrical power, cable television, Internet and telephone needs. He must have complete confidence in the quality service we provide and the people who work for us.

■ ***A Positive Image Is A Valuable Asset***

We strongly believe in a professional image, and we will strive to maintain such an image in the eyes of our customers, vendors and business associates to improve the quality of life in our community.



Substations Owned and Operated by BTES

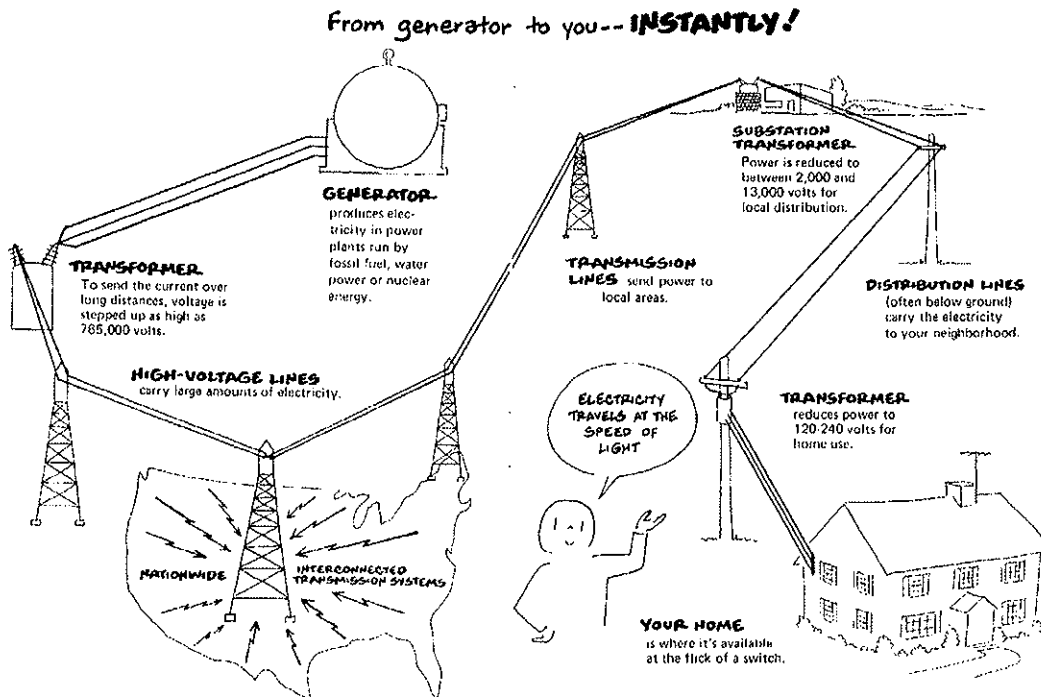
Bluff City Primary	*161/69 KV	200 MVA
Blountville Primary	*161/69 KV	200 MVA
Adams Chapel	69/13 KV	20 MVA
Airport	69/13 KV	20 MVA
Blountville	69/13 KV	25 MVA
Bluff City	69/13 KV	50 MVA
Buffalo	69/13 KV	20 MVA
Carden Hollow	69/13 KV	20 MVA
Exide	69/13 KV	40 MVA
Industrial Park	69/13 KV	20 MVA
King College	69/13 KV	20 MVA
Medical Center	69/13 KV	20 MVA
Pemberton	69/13 KV	20 MVA
Piney Flats	69/13 KV	20 MVA
Scott	69/13 KV	20 MVA
Shelby Street	69/13 KV	80 MVA
Steele Creek	69/13 KV	20 MVA
Ruthton	69/13 KV	10 MVA
Vance	69/13 KV	25 MVA

*Delivery Point from TVA

Substations in the 2008-2009 Work Plan

Rockhold	69/13 KV	20 MVA
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Electric Utility Terms



Air-Source Heat Pump - A system that can supply both space heating and cooling. In the heating cycle, the heat pump removes heat from the outside air and pumps it indoors. When cooling, the heat pump absorbs heat from the indoors and rejects it to the outside.

Ampere - Unit of measurement of electric current. It's proportional to the quantity of electrons flowing through a conductor past a given point in one second.

Base Load - The minimum load over a given period of time.

Blackout - A temporary loss of electricity in an area because of failure of generation or transmission equipment.

Brownout - A voltage reduction during an electrical shortage that causes conditions such as dim lights.

Bus - An electrical conductor which serves as a common connection for two or more electrical circuits.

Capacity - The load for which a generating unit, generating station or other electrical apparatus is rated by the user or the manufacturer.

Circuit Breaker - A switch that opens an electric circuit when a short occurs.

Conductor - Any substance, usually metallic, that will carry electricity.

Degree Day - A unit measuring the extent to which the average daily temperature varies from a standard reference temperature. Based on a reference temperature of 65 degrees Fahrenheit, if the average temperature (high plus low divided by 2) for a day is 70, then there are five cooling degree days for that day. Likewise, if the average temperature was 60, then there were five heating degree days. This historical information can be used for forecasting system load and planning unit maintenance outages, to name a few.

Electric Utility Terms (continued)

Delivery Point - The point, usually a substation, to which electricity is transmitted from its generating sources.

Demand - The rate at which electric energy is delivered to a system. The primary source of demand is the power consuming equipment of the customers.

Depreciation - Charges made against income to equitably distribute the cost of the decrease in plant value during the period when services are obtained from use of the facilities. The decrease in plant value is caused by wear, deterioration or obsolescence.

Deregulation - Movement of an industry from one of monopolistic entities or environments to one free market enterprise; in the electric industry this involves elimination of service area and rate restrictions and obligation to serve; results in distributor choice of supplier and eventually customer choice of supplier.

Dispatching - The control of an electric system involving switching substations, transmission/distribution lines and other equipment. Monitoring and operating the SCADA system. Dispatching crews for emergencies and maintaining a log of work locations and purpose for outside crews.

Distribution System - A system that enables delivering electric energy at 2.4 kV to 25 kV from convenient points (substations) on the transmission system to the customers.

Earth Coupled Heat Pump - An efficient electrical device that heats or cools by moving heat into or out of a building. It uses an antifreeze solution or refrigerant in a pipe buried in the ground to collect or disperse heat. Also called geothermal system, ground source heat pump or water source heat pump.

Easement - A right obtained from property owners that allows utility companies to construct, operate, maintain, and control facilities such as transmission lines on the property.

Eminent Domain - The right of government to take, or to authorize the taking of, private property for public use, just compensation usually being given to the owner.

Electric Current - The flow of electric charge in a conductor between two points having a difference in potential, generally expressed in amperes.

Electric and Magnetic Fields (EMF) - Radiation surrounding conductors that carry electricity - present wherever electric power is being used.

Fault - A point of defect in an electric circuit that prevents the current from following the intended course.

Insulator - A non conductor, usually of glass or porcelain, for insulating and supporting electric wires.

Kilowatt - The basic unit of electric demand, equal to 1,000 watts - average household demand is 10 to 20 kilowatts.

Kilowatt Hour - A unit of energy or work equal to 1,000 watt-hours. The basic measure of electric energy generation or use. A 100-watt light bulb burning for 10 hours uses one kilowatt hour.

Load - The amount of electric power delivered or required at any specified point on a system. Load originates at the power consuming equipment of the customers.

Electric Utility Terms (continued)

Load Factor - The ratio of the average load in kilowatts supplied during a designated period to the peak load in kilowatts occurring in that period.

Load Management - A program used by an electric utility to control its customers' use of electricity during times when their demand for electricity is high. Can involve reducing voltage or cutting off air conditioners or water heaters for short periods by remote control.

Losses - Power (kilowatts) and energy (kilowatt hours) lost during the operation of an electric system. Losses occur principally when energy is transformed into waste heat in conductors and other electrical apparatus.

Megawatt - 1,000 kilowatts or 1,000,000 watts.

Megawatt Hour - 1,000 kilowatt hours.

Peak Demand - The maximum rate at which electric energy is delivered to or by a system during a specific period of time.

Power Factor - The ratio of real power (kilowatts) to apparent power (kilovolt-amperes) for any given load and time.

Power Theft - Tampering with a meter to lower electric bills which is a dangerous and illegal act.

Ratchet - An electric rate charge based on the exceptional load of a seasonal peak in respect to the other seasons.

SCADA - Supervisory Control Data Acquisition System - Through a master station comprised of the equipment and computer software, SCADA provides instantaneous substation monitoring and control in addition to complete system status such as electric load, voltage levels and interruptions of service. Data also includes system kilowatt hours, amperage on each feeder phase, voltage on each phase, substation kilowatt hours and instantaneous kilowatt demand by substation or transformer bank. It includes data used for system planning, emergency switching and system maintenance.

Substation - An assemblage of equipment that enables switching and/or changing or regulating the voltage of electricity.

Transformer - A device to change the voltage of alternating current electricity.

Transmission System - The system that transports electric energy in bulk form - usually in high voltage - from a source of supply to the distribution systems or other major parts of the electric system.

Volt - The force when steadily applied to a circuit having a resistance of one ohm, will produce a current of one ampere.

Watt - The electrical unit of power or the rate of doing work. The rate of energy transfer equivalent to one ampere flowing under a pressure of one volt at unity power factor. One horsepower is equivalent to approximately 746 watts.

Deregulation Dictionary

The following are terms that you may encounter when reading about deregulation in the electric utilities industry.

Access Charge - a charge levied on a power supplier, or its customer, for access to a utility's transmission or distribution system. It is a charge for the right to send electricity over another's wires.

Aggregator - an entity that combines the needs of several smaller customers into a larger block of power in order to get a better price.

Capacity - the amount of electricity for which a generating plant or transmission system is rated.

Commercial Customer - non-manufacturing business customer.

Customer Choice - allows retail customers to select the power supplier or generator they buy electricity from.

Demand - the amount of power a customer takes at a given moment.

Direct Access - the ability of an electric end-user to connect directly with a power supplier, thus bypassing its local utility.

Distribution System - local delivery system of electricity to the retail customer's home or business through distribution lines. BTES is a distribution system.

Electric Cooperative - a member-owned electric utility company that distributes electricity on a nonprofit basis. Example: Mountain Electric Cooperative.

Federal Energy Regulatory Commission (FERC) - the agency that has jurisdiction over natural gas pricing, hydroelectric licensing, oil pipeline rates and gas pipeline certification.

Generation Company (genco) - an entity that operates electricity-generating plants. The genco may own the generation plants or interact with short-term marketers on behalf of plant owners.

Independent Power Producer (IPP) - a private entity that generates electricity and sells it to other businesses, including utilities.

Independent System Operator (ISO) - the independent operator of a transmission system, responsible for guaranteeing open access, scheduling, system reliability and accounting.

Industrial Customer - business customer engaged in manufacturing.

Investor-owned Utility (IOU) - a stockholder-owned power company that generates and distributes electric energy for profit. Example: American Electric Power.

Municipal - electric distribution system owned by a city to provide service for its residents. Example: BTES.

Non-power Services - includes such services as gas, home security and telecommunications.

Power Marketer - an entity that provides bulk wholesale power for use at a specific place and time. The marketer may or may not generate the power. Example: Cinergy.

Regional Transmission Organization (RTO) - FERC Order 2000 requires all investor-owned utilities to consider joining a RTO.

Deregulation Dictionary (continued)

Retail Wheeling - a system in which individual retail electric customers are allowed to choose their electric supplier. Also known as retail competition.

Service Area - the geographic region that a utility is required to serve, or has the exclusive right to serve, in supplying electricity to the ultimate consumer.

Stranded Costs - costs of a utility that have already been legitimately and prudently incurred that are not economically viable in a competitive market.

Tennessee Valley Authority - generation and transmission company supplying power to 158 electric utilities in a seven-state region including Tennessee.

Transmission System - all the lines, poles and other equipment used to move bulk electricity from a generating plant to a distribution system.

Unbundling - separating the costs of operations of generation, transmission and distribution of electricity. An unbundled electric bill would list all costs associated with providing electricity to the consumer.

Wheeling - transmitting bulk electricity from a generating plant to a distribution system across a third system's lines.

Wheeling Charge - an amount charged to an electric system by another for the transmission of energy to and from another system.

Wholesale Customer - a power purchaser that buys for resale to retail customers. Example: BTES.

Source: Tennessee Magazine

Glossary of Broadband Terms

3G – Third Generation: Intended to be the next great wireless technology, wideband mobile services and applications offering users faster access to the web.

ADSL - Asymmetric Digital Subscriber Line: DSL service with a larger portion of the capacity devoted to downstream communications, less to upstream. Typically thought of as a residential service.

ATM – Asynchronous Transfer Mode: A data service offering by ASI, that can be used for interconnection of customer's LAN. ATM provides service from 1 Mbps to 145 Mbps utilizing Cell Relay Packets.

Bandwidth – The amount of data transmitted in a given amount of time; usually measured in bits per second, kilobits per second, and megabits per second.

Bit – A single unit of data, either a one or a zero. In the world of broadband, bits are used to refer to the amount of transmitted data. A kilobit (Kb) is approximately 1,000 bits. A megabit (Mb) is approximately 1,000,000 bits.

BPL – Broadband Over Powerline: A theoretical technology that would provide broadband service over existing electrical power lines.

BPON – Broadband Passive Optical Network: BPON is a point-to-multipoint fiber-lean architecture network system which uses passive splitters to deliver signals to multiple users. Instead of running a separate strand of fiber from the CO to every customer, BPON uses a single strand of fiber to serve up to 32 subscribers.

Broadband – A descriptive term for evolving digital technologies that provide consumers with integrated access to voice, high-speed data service, video-demand services, and interactive delivery services (e.g. DSL, Cable Internet).

CAP – Competitive Access Provider: (or "Bypass Carrier") A Company that provides network links between the customer and the Inter-Exchange Carrier or even directly to the Internet Service Provider. CAPs operate private networks independent of Local Exchange Carriers.

Cellular – A mobile communications system that uses a combination of radio transmission and conventional telephone switching to permit telephone communications to and from mobile users within a specified area.

CLEC – Competitive Local Exchange Carrier: Wireline service provider that is authorized under state and Federal rules to compete with ILECs to provide local telephone service. CLECs provide telephone services in one of three ways or a combination thereof: a) by building or rebuilding telecommunications facilities of their own, b) by leasing capacity from another local telephone company (typically an ILEC) and reselling it, and c) by leasing discreet parts of the ILEC network referred to as UNEs.

CO – Central Office: A circuit switch where the phone lines in a geographical area come together, usually housed in a small building.

Coaxial Cable – A type of cable that can carry large amounts of bandwidth over long distances. Cable TV and cable modem service both utilize this technology.

Glossary of Broadband Terms (continued)

CWDM – Coarse Wavelength Division Multiplexing (WDM): is generally held to be WDM with less than 8 active wavelengths per fiber.

Dial-Up – A technology that provides customers with access to the Internet over an existing telephone line.

DLEC – Data Local Exchange Carrier: DLECs deliver high-speed access to the Internet, not voice. DLECs include Covad, Northpoint and Rhythms.

Downstream – Data flowing from the Internet to a computer (Surfing the net, getting E-mail, downloading a file).

DSL – Digital Subscriber Line: The use of a copper telephone line to deliver “always on” broadband Internet service.

DSLAM – Digital Subscriber Line Access Multiplier: A piece of technology installed at a telephone company’s CO and connects the carrier to the subscriber loop (and ultimately the customer’s PC).

DWDM – Dense Wavelength Division Multiplexing (WDM): A SONNET term which is the means of increasing the capacity of Sonet fiber-optic transmission systems.

E-Rate – A Federal program that provides subsidy for voice and data lines to qualified schools, hospitals, CBOs, and other qualified institutions. The subsidy is based on a percentage designated by the FCC. CTF benefits are calculated net of the E-rate subsidy.

EON – Ethernet Optical Network: The use of Ethernet LAN packets running over a fiber network.

EvDO – Evolution Data Only: EvDO is a new wireless technology that provides data connections that are 10 times as fast as a regular modem.

FCC – Federal Communications Commission: A Federal regulatory agency that is responsible, among other things, of regulating VoIP.

FTTN – Fiber To The Neighborhood: A hybrid network architecture involving optical fiber from the carrier network, terminating in a neighborhood cabinet with converts the signal from optical to electrical.

FTTP – Fiber To The Premise (Or FTTB – Fiber To The Building): A fiber optic system that connects directly from the carrier network to the user premises.

GPON - Gigabyte-Capable Passive Optical Network: GPON uses a different, faster approach (up to 2.5 Gbit/s in current products) than BPON.

GPS – Global Positioning System: A system using satellite technology that allows an equipped user to know exactly where he is anywhere on earth.

GSM – Global System for Mobile Communications: This is the current radio/telephone standard in Europe and many other countries except Japan and the United States.

HFC – Hybrid Fiber Coaxial Network: An outside plant distribution cabling concept employing both fiber optic and coaxial cable.

IEEE - Institute of Electrical and Electronics Engineers

Glossary of Broadband Terms (continued)

ILEC – Incumbent Local Exchange Carrier: The traditional wireline telephone service providers within defined geographic areas. Prior to 1996, ILECs operated as monopolies having the exclusive right and responsibility for providing local and local toll telephone service within LATAs.

IP-VPN – Internet Protocol -Virtual Private Network: A software-defined network offering the appearance, functionality and usefulness of a dedicated private network

ISDN – Integrated Services Digital Network: An alternative method to simultaneously carry voice, data and other traffic, using the switched telephone network.

ISP – Internet Service Provider: A company providing Internet access to consumers and businesses, acting as a bridge between customer (end-user) and infrastructure owners for dial-up, cable modem and DSL services.

Kbps – Kilobits per second: 1,000 bits per second. A measure of how fast data can be transmitted.

LAN – Local Area Network: A geographically localized network consisting of both hardware and software. The network can link workstations within a building or multiple computers with a single wireless Internet connection.

LATA – Local Access and Transport Areas: A geographic area within which a divested Regional Bell Operating Company is permitted to offer exchange telecommunications and exchange access service. Calls between LATAs are often thought of as long distance service. Calls within a LATA (IntraLATA) typically include local and local toll services.

Local Loop – A generic term for the connection between the customer's premises (home, office, etc.) and the provider's serving central office. Historically, this has been a wire connection; however, wireless options are increasingly available for local loop capacity.

MAN – Metropolitan Area Network: A high-speed data intra-city network that links multiple locations with a campus, city or LATA. A MAN typically extends as far as 50 kilometers.

Mbps – Megabits per second: 1,000,000 bits per second. A measure of how fast data can be transmitted.

Overbuilders – Building excess capacity. In this context, it involves investment in additional infrastructure project to provide competition.

OVS – Open Video Systems: OVS is a new option for those looking to offer cable television service outside the current framework of traditional regulation. It would allow more flexibility in providing service by reducing the build out requirements of new carriers.

PON – Passive Optical Network: A Passive Optical Network consists of an optical line terminator located at the Central Office and a set of associated optical network terminals located at the customer's premise. Between them lies the optical distribution network comprised of fibers and passive splitters or couplers. In a PON network, a single piece of fiber can be run from the serving exchange out to a subdivision or office park, and then individual fiber strands to each building or serving equipment can be split from the main fiber using passive splitters / couplers. This allows for an expensive piece of fiber cable from the exchange to the customer to be shared amongst many customers thereby dramatically lowering the overall costs of deployment for fiber to the business (FTTB) or fiber to the home (FTTH) applications.

Glossary of Broadband Terms (continued)

Right-of-Way – A legal right of passage over land owned by another. Carriers and service providers must obtain right-of-way to dig trenches or plant poles for cable systems, and to place wireless antennae.

RPR – Resilient Packet Ring: RPR uses Ethernet switching and a dual counter-rotating ring topology to provide SONET-like network resiliency and optimized bandwidth usage, while delivering multi-point Ethernet/IP services.

RUS – Rural Utility Service: A division of the United States Department of Agriculture, it promotes universal service in unserved and underserved areas of the country with grants, loans, and financing.

SONNET – Synchronous Optical Network: A family of fiber-optic transmission rates.

Streaming – A Netscape innovation that downloads low bit text data first, then the higher bit graphics. This allows users to read the text of an Internet document first, rather than wait for the entire file to load.

Subscribership – Subscribership is how many customers have subscribed for a particular telecommunications service.

Switched Network – A domestic telecommunications network usually accessed by telephones, key telephone systems, private branch exchange trunks, and data arrangements.

T-1 – Trunk Level 1: A digital transmission link with a total signaling speed of 1.544 Mbps. It is a standard for digital transmission in North America.

T-3 – Trunk Level 3: 28 T1 lines or 44.736 Mbps.

UNE – Unbundled Network Elements: Leased portions of a carrier's (typically an ILEC's) network used by another carrier to provide service to customers.

Universal Service – The idea of providing every home in the United States with basic telephone service.

Upstream – Data flowing from your computer to the Internet (sending E-mail, uploading a file).

VDSL – Very High Data Rate Digital Subscriber Line: A developing technology that employs an asymmetric form of ADSL, with projected speeds of up to 155 Mbps.

Video On Demand – A service that allows users to remotely choose a movie from a digital library and be able to pause, fast-forward, or even rewind their selection.

VLAN – Virtual Local Area Network

VoIP – Voice Over Internet Protocol: A new technology that employs a data network (such as a broadband connection) to transmit voice conversations.

VPN – Virtual Private Network: VPN is a network that is constructed by using public wires to connect nodes. For example, there are a number of systems that enable you to create networks using the Internet as the medium for transporting data. These systems use encryption and other security mechanisms to ensure that only authorized users can access the network and that the data cannot be intercepted.

Glossary of Broadband Terms (continued)

WiMax - WiMax is a wireless technology that provides high-throughput broadband connections over long distances. WiMax can be used for a number of applications, including "last mile" broadband connections, hotspot and cellular backhaul, and highspeed enterprise connectivity for businesses.

Wireless – Telephone service transmitted via cellular, PCS, satellite, or other technologies that do not require the telephone to be connected to a land-based line.

Wireless Internet – 1) Internet applications and access using mobile devices such as cell phones and palm devices. 2) Broadband Internet service provided via wireless connection, such as satellite or tower transmitters.

Wireline – Service based on infrastructure on or near the ground, such as copper telephone wires or coaxial cable underground or on telephone poles.

Source: ConnectKentucky



Report of Independent Auditors

Board of Directors
Bristol Tennessee Essential Services

We have audited the accompanying financial statements of Bristol Tennessee Essential Services ("BTES"), an enterprise fund of the City of Bristol, Tennessee, as of and for the year ended June 30, 2009 and 2008, as listed in the table of contents. These financial statements are the responsibility of the BTES' management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

As discussed in Note 1, the financial statements present only BTES and do not purport to, and do not, present fairly the financial position of the City of Bristol, Tennessee, as of June 30, 2009, and the changes in its financial position, or, where applicable, its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bristol Tennessee Essential Services as of June 30, 2009 and 2008, and the changes in financial position and cash flows thereof for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated November 2, 2009, on our consideration of the BTES' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and important for assessing the results of our audit.



COULTER & JUSTUS, P.C.

Board of Directors
Bristol Tennessee Essential Services

The management's discussion and analysis and schedule of funding progress on pages 3 through 12 and 43 through 44 are not required parts of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audits were conducted for the purpose of forming an opinion on the financial statements that collectively comprise BTES' basic financial statements. The introductory section and statistical section are presented for purposes of additional analysis and not required parts of the basic financial statements and has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on them.

Coulter & Justus, P.C.

Knoxville, Tennessee
November 2, 2009

Bristol Tennessee Essential Services
Management's Discussion and Analysis
June 30, 2009

This discussion and analysis is intended to be an introduction to the financial statements and notes that follow this section and should be read in conjunction with them. This section will provide narrative discussion and analysis of the financial activities of BTES. The financial performance of BTES is discussed and analyzed within the context of the accompanying financial statements and disclosures following this section. The Introductory Section covers management's letter of transmittal and other BTES information.

Financial Statement Overview

The financial statements herein are comprised of the Balance Sheets, the Statements of Revenues, Expenses and Changes in Net Assets, the Statements of Cash Flows and the accompanying Notes to Financial Statements.

The Statements of Net Assets include the assets and liabilities of BTES that represent the available resources and required obligations, with the difference reported as net assets. The change in net assets is a potential indicator of the improving or deteriorating financial position of BTES. The change in net assets is a function of the revenues and expenses, which are recorded in the Statements of Revenues, Expenses, and Changes in Net Assets. Revenues are recorded as they are earned and expenses are recorded when incurred (regardless of cash requirements). Cash activity for the period is presented in the Statements of Cash Flows and the activity is segmented between operating, investing, and financing activities. In addition, the Notes to the Financial Statements provides additional information to provide a full understanding of the financial activity and position of BTES.

BTES is a self-supporting enterprise of the City of Bristol, Tennessee operated under the general supervision and control of a five-member Board of Directors as per Chapter 32 Public Acts of Tennessee 1935. BTES issues a comprehensive annual financial report which is incorporated in the City's comprehensive annual financial report.

Operating Highlights

Net Assets and Capital Assets

As indicated in Table 1, net assets continue to increase as a result of positive operations sufficient to support transfers and interest expense.

Management's Discussion and Analysis (continued)

Table 1

Bristol Tennessee Essential Services Condensed Balance Sheet			
	2009	June 30, 2008 (Restated)	2007 (Restated)
Current and other assets	\$ 33,071,947	\$ 35,949,909	\$ 41,422,638
Capital assets net of accumulated depreciation	74,900,953	70,146,673	59,576,205
Total assets	<u>107,972,900</u>	<u>106,096,582</u>	<u>100,998,843</u>
Current liabilities	13,705,687	13,006,647	9,771,369
Other Accrued Liabilities	-	1,683,110	1,216,161
Bonds Payable	22,938,551	23,423,128	23,892,703
Total liabilities	<u>36,644,238</u>	<u>38,112,885</u>	<u>34,880,233</u>
Net assets:			
Invested in capital assets	51,492,401	46,268,545	35,243,502
Unrestricted	19,836,261	21,715,152	30,875,108
Total net assets	<u>\$ 71,328,662</u>	<u>\$ 67,983,697</u>	<u>\$ 66,118,610</u>

During the year, gross capital assets increased by \$7,497,388 or 6%. The change in capital additions over the past two years is a result of build out of the fiber backbone and fiber to the home system. Refer to the Note 1 on Page 19 and Note 7 on Page 27 for more information regarding capital assets.

Management's Discussion and Analysis (continued)

Table 2

Bristol Tennessee Electric System Capital Assets Years ended June 30,				
	2009	Net of Accumulated Depreciation	2008	Net of Accumulated Depreciation
Transmission Plant				
Land and land rights	\$ 94,696	\$ 94,696	\$ 94,696	\$ 94,696
Station equipment	2,823,268	1,112,379	2,823,269	1,221,807
Total Transmission Plant	<u>2,917,964</u>	<u>1,207,075</u>	<u>2,917,965</u>	<u>1,316,503</u>
Distribution Plant				
Land & land rights	855,111	855,111	855,111	855,111
Structures & improvements	862,742	109,813	862,742	137,588
Station equipment	11,930,652	2,887,963	11,930,652	3,127,053
Poles, towers, and fixtures	13,926,322	5,706,026	13,417,178	5,594,189
Overhead conductors and devices	7,112,114	2,275,925	6,778,564	1,994,624
Underground conduit	1,141,308	334,647	1,113,383	340,500
Underground conductors and devices	3,986,126	908,784	3,475,749	564,158
Line transformers	12,507,808	5,869,339	12,107,589	5,852,739
Services	3,242,127	1,069,413	3,002,004	898,692
Meters	4,036,300	2,475,719	3,747,850	2,095,681
Installation on customers' premises	1,063,967	(123,819)	1,043,141	(114,888)
Street lighting and signal systems	3,097,908	292,165	2,933,262	46,543
Total Distribution Plant	<u>63,762,485</u>	<u>22,661,086</u>	<u>61,267,225</u>	<u>21,391,990</u>
General Plant				
Land and land rights	101,831	101,831	101,831	101,831
Structures and Improvements	1,158,943	579,685	1,158,943	582,366
Office Furniture and Equipment	789,157	513,293	469,351	214,093
Transportation Equipment	1,856,046	283,729	1,793,011	285,026
Stores Equipment	24,143	1,823	24,143	3,059
Tools, shop, and garage equipments	131,389	10,133	131,389	10,133
Laboratory equipment	104,035	5,964	104,035	5,965
Power operated equipment	104,946	10,203	104,946	10,203
Communication equipment	50,045,749	46,444,739	38,446,956	37,258,583
Miscellaneous equipment	43,407	3,652	43,407	3,653
Total General Plant	<u>54,359,646</u>	<u>47,955,052</u>	<u>42,378,012</u>	<u>38,474,912</u>
Total Utility Plant in Service	121,040,095	71,823,213	106,563,202	61,183,405
Construction work in progress	1,733,283	2,827,260	8,187,788	8,187,788
Non-utility property	250,480	250,480	775,480	775,480
Total Capital Assets All Sources	<u>123,023,858</u>	<u>74,900,953</u>	<u>115,526,470</u>	<u>70,146,673</u>

Management's Discussion and Analysis (continued)

Table 3

Bristol Tennessee Essential Services
Additions and Retirements to Utility Plant in Service
Years ended June 30,

	2009	2008
Plant in service beginning	\$ 106,563,202	\$ 75,892,376
Increases	13,952,574	31,856,870
Decreases	569,658	1,186,044
Plant in service ending	<u>\$ 119,946,118</u>	<u>\$ 106,563,202</u>

Note: Plant in service does not include land, non-utility property or construction work in progress

Results of Operations

As indicated in Table 4, net assets of BTES increased by \$3,344,965 from fiscal year 2008 to 2009 and increased by \$1,865,087 from fiscal year 2007 to 2008. Operating revenues were principally derived from retail sales of electricity. Temperature throughout the year has historically been a main driver of electric sales. In addition, TVA has had rate increases and the Fuel Cost Adjustment has also increased. In 2006 cable and Internet revenue was added as a form of operating revenue, and in 2007 telephone was added as a form of operating revenue. Revenues from these sources continue to grow as our subscriber base grows. See Figures 1, 2 and 3. As shown in Table 4, the internal tax equivalent payments made to the City of Bristol, Tennessee are reported as transfers.

Management's Discussion and Analysis (continued)

Table 4

Bristol Tennessee Essential Services Condensed Statement of Revenues, Expenses and Changes in Net Assets Years ended June 30,

	2009	2008 (Restated)	2007 (Restated)
Revenues:			
Power revenues:			
Residential	\$ 42,051,413	\$ 34,809,490	\$ 32,770,537
Commercial (general power - under 50 kw)	5,567,336	4,821,536	4,585,336
Industrial (general power - 50 kw and over)	33,840,683	30,608,435	28,786,415
Street and outdoor lighting	1,269,807	1,089,238	1,033,334
Total power revenues	82,729,239	71,328,699	67,175,622
Cable revenues	4,405,446	2,765,137	1,604,935
Internet revenues	2,321,562	1,372,587	686,620
Telephone revenues	2,458,309	1,412,239	384,169
Other revenues	3,387,662	2,776,348	2,708,734
Interest income	816,209	1,402,686	1,679,906
Total Revenues	96,118,427	81,057,696	74,239,986
Expenses:			
Purchased power	74,785,352	64,517,681	60,304,541
Cable programing	2,619,886	1,547,482	801,066
Internet cost of sales	158,416	79,228	67,340
Telephone cost of sales	442,856	207,175	69,466
Operation expenses	4,042,459	3,646,164	3,362,770
Maintenance	4,129,790	3,562,521	3,029,132
Depreciation	3,387,977	2,756,433	2,376,640
Tax equivalents	407,073	377,029	317,737
Social security taxes	275,326	258,155	243,346
Interest expense on customer deposits	11,047	15,186	14,351
Interest expense on bonds payable	1,013,180	962,789	13,361
Amortization of bond issue costs	11,583	11,583	11,582
Total expenses	91,284,945	77,941,426	70,611,332
Income before transfers and taxes	4,833,482	3,116,270	3,628,654
Transfers out - tax equivalents to City of Bristol	1,444,412	1,199,684	1,068,958
State income tax	44,105	51,500	-
Changes in net assets	3,344,965	1,865,087	2,559,696
Beginning net assets	67,983,697	66,118,610	63,558,914
Ending net assets	\$ 71,328,662	\$ 67,983,697	\$ 66,118,610

Management's Discussion and Analysis (continued)

Figure 1

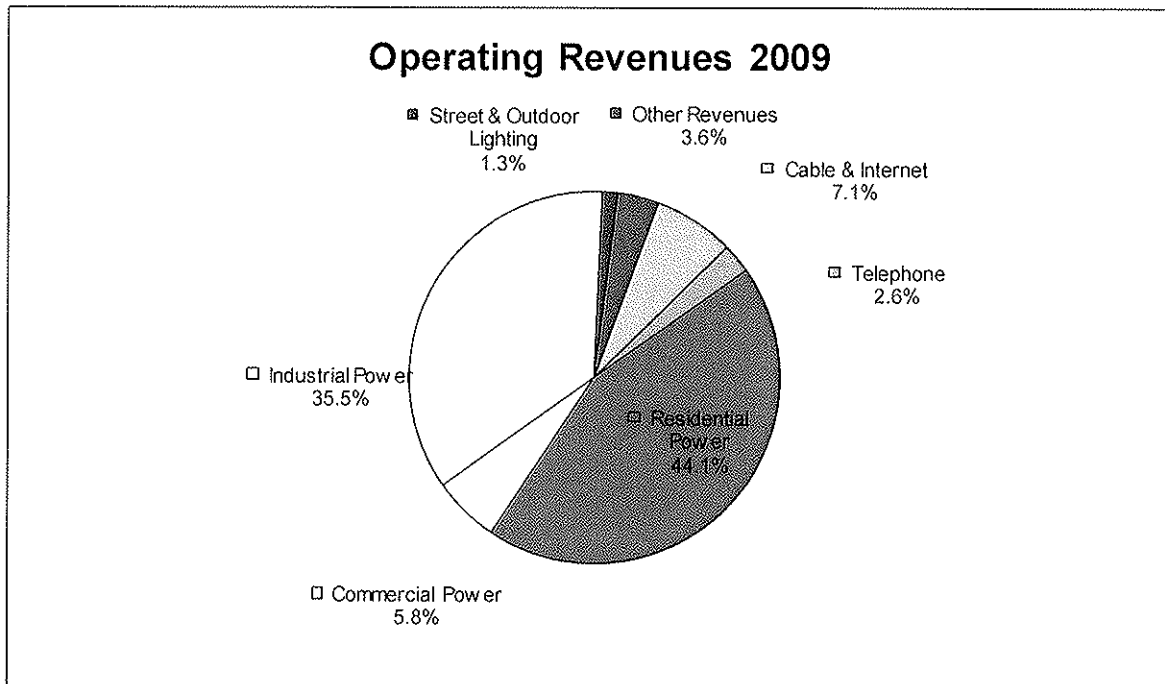
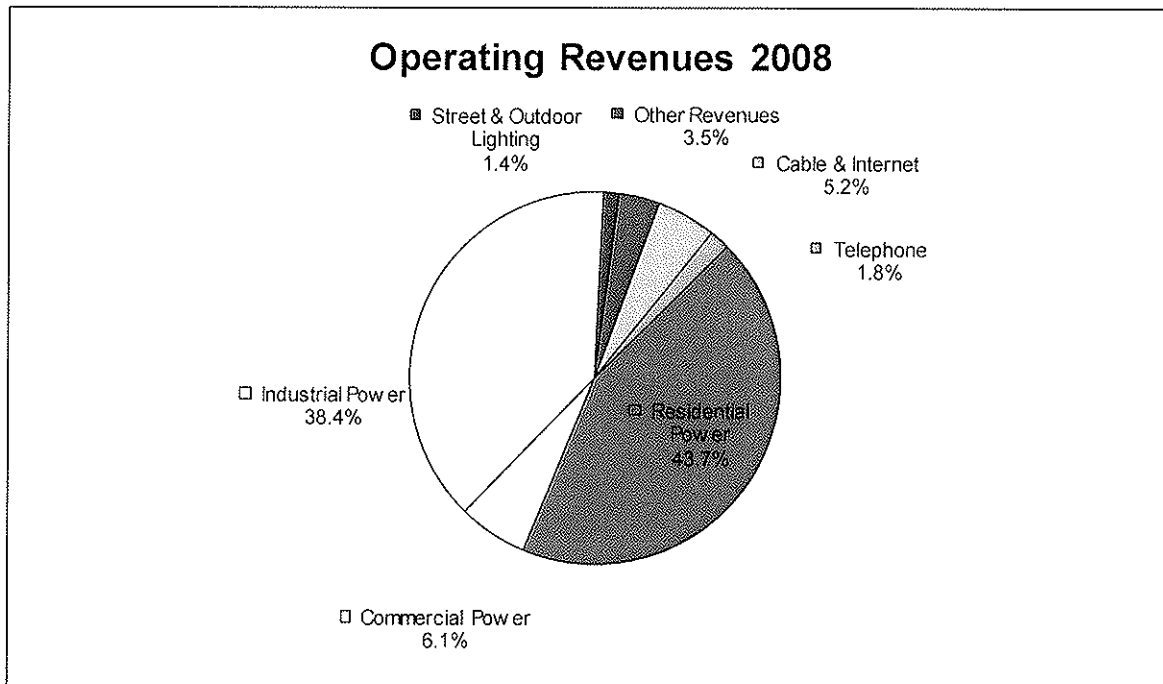
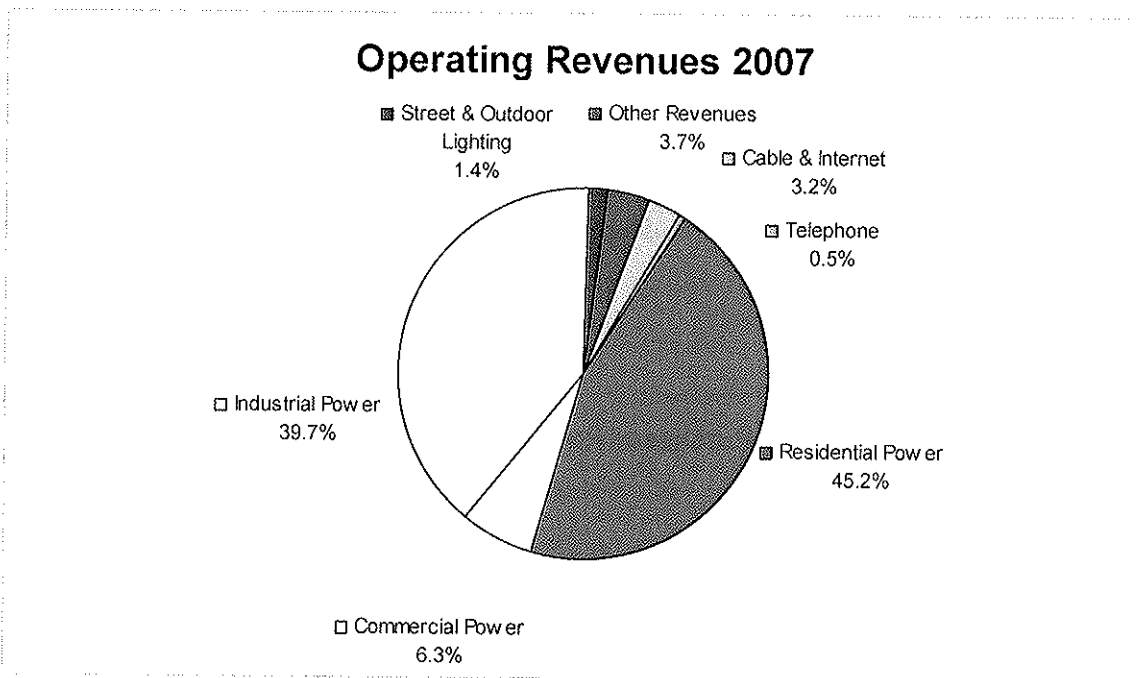


Figure 2



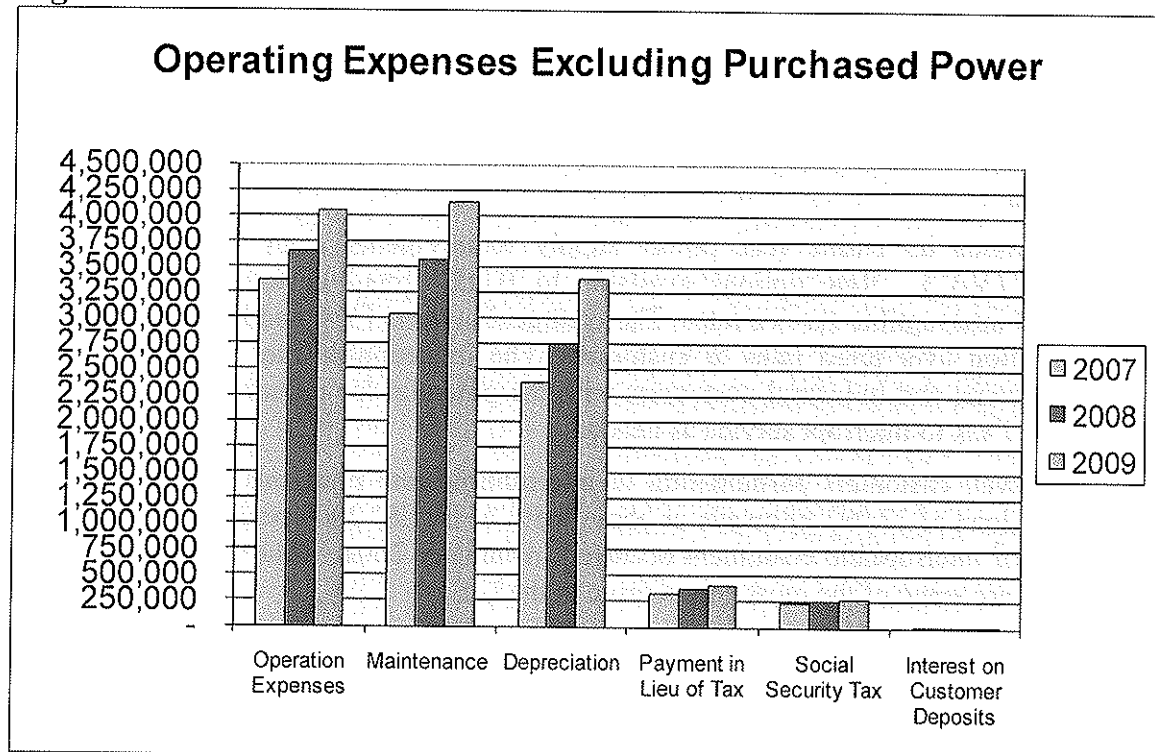
Management's Discussion and Analysis (continued)

Figure 3



Operating expenses, not including purchased power and cost of sales for cable, Internet and telephone continues to increase, as indicated in Figure 4 as a result of additional services being provided to an increased number of customers.

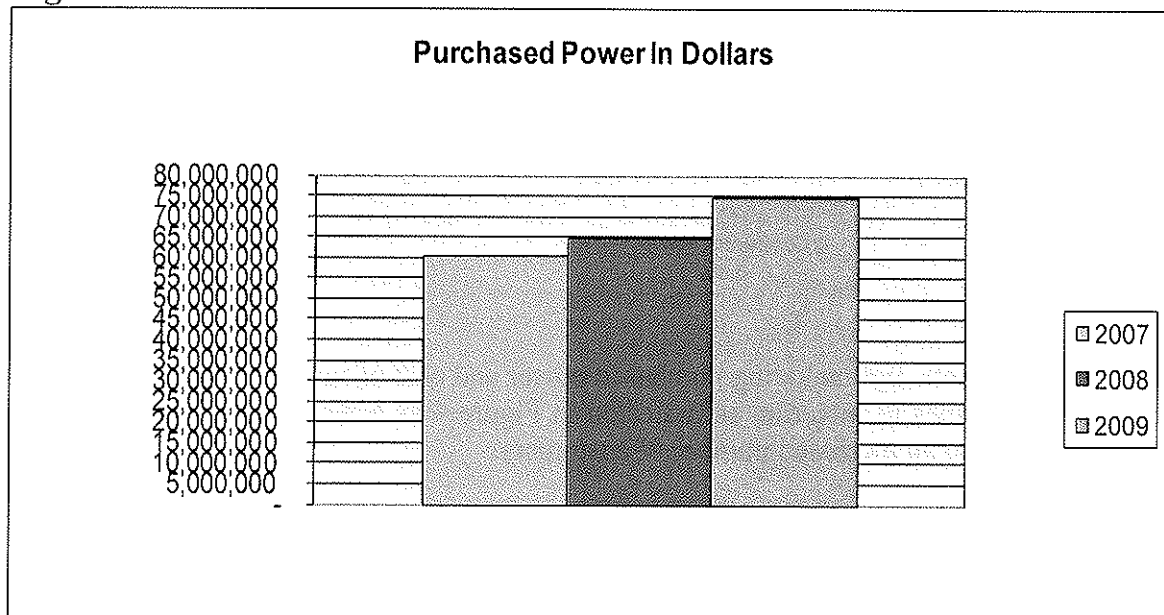
Figure 4



Management's Discussion and Analysis (continued)

As indicated in Figure 5, purchased power costs were \$74,785,352 in 2009 as compared to \$64,517,681 in 2008, resulting in an 15.9% increase. Temperature is a main driver; however recent rate increases passed by TVA have had a large affect on purchased power costs. TVA's rate increase in October 2008 increased purchase power rates by 3%. Additionally, TVA implemented a Fuel Cost Adjustment which is reviewed quarterly. The Fuel Cost Adjustment was decreased by 2.7% in January 2008 and increased by 5.5% in April 2008. In July 2008, the Fuel Cost Adjustment increased 2.02%, in October 2008 it increased 16.28%, in January 2009 it decreased by 5.81% and in April 2009 it decreased 6.73%.

Figure 5



Power Rates

BTES purchases its entire year power supply requirements from Tennessee Valley Authority ("TVA"). Rate options available to BTES' retail customers include firm, seasonal and interruptible service rates. The contract between TVA and BTES provides for TVA regulation over retail rates to customers. The interruptible rate programs provide large commercial and industrial customers with the potential for reduced rates along with the right for TVA to interrupt service as needed.

There are seven customers participating in interruptible rate programs with a combined interruptible load of 22,092 kilowatts or about 8.5% of BTES' 2009 peak load. TVA's last curtailment of interruptible customers occurred in January 2004. Rate surveys show that BTES' rates are some of the most competitive in the U.S.

Management's Discussion and Analysis (continued)

Deregulation

Over the last few years, Congress has been debating legislation to restructure the electric utility industry. Because of TVA's unique situation, deregulation and competition at both national and state levels are moving more slowly to the Tennessee Valley. Under the existing law, TVA is the exclusive supplier of power within its statutorily defined service territory, an 80,000 square-mile area that includes virtually the entire state of Tennessee and parts of Kentucky, Mississippi, Alabama, Georgia, North Carolina and Virginia. BTES is shielded from competition until federal restructuring addresses the current law. BTES continues to be involved in the restructuring effort individually and also as a member of the Tennessee Valley Public Power Association, the American Public Power Association, Tennessee Municipal Electric Power Association and the State of Tennessee Legislature.

Debt

On July 27, 2005, BTES issued \$23,910,000 in Electric Revenue Bonds, Series 2005 for the purpose of financing improvements to BTES' system and pre-purchasing electrical power from TVA. The bonds are limited obligations of BTES payable solely from the net revenues of BTES.

The activity in the bond liability for 2008 and 2009 represents the scheduled principal payments.

Payment In Lieu of Taxes

BTES makes an in-lieu-of-tax payment to the municipalities and counties in which it sells power and has utility plant. For the City of Bristol, Tennessee, City of Bluff City, Tennessee and Sullivan County, Tennessee, the in-lieu-of-tax payment is based on the formula provided by the State of Tennessee Municipal Electric System Tax Equivalent Law of 1987. The formula includes a property tax equivalency calculation plus 4% of operating revenue less power costs (three-year average). For Washington County, Virginia the in-lieu-of-tax payment is based on the real property tax rate of the utility plant.

For fiscal year 2009, BTES made in-lieu-of-tax payments to the City of Bristol, Tennessee (treated as transfers) in the amount of \$1,444,412. For Sullivan County, Tennessee, Bluff City, Tennessee and Washington County, Virginia BTES made in-lieu-of-tax payments for fiscal year 2009 in the amount of \$430,690

Non-Operating Revenue

Interest from investments decreased from \$1,402,687 in 2008 to \$816,209 in 2009, resulting in an approximate 42% decrease due to lower interest rates and reduction of cash through capital asset acquisitions. As shown in Table 4, interest from investments is categorized as non-operating revenue. BTES continues to look for ways to maximize their earnings, such as the TVA's Discounted Energy Units Program discussed below.

Management's Discussion and Analysis (continued)

Discounted Energy Units (DEU) Program

BTES invested \$8,000,000 in TVA's Discounted Energy Units ("DEU") Program in December 2003. The goal of the DEU Program is to create a financial partnership between TVA and its distributors, such as BTES, to help finance the re-start of the Browns Ferry Unit One power generator. This facility uses nuclear fuel to generate electricity. The potential benefits for BTES are to ensure a reliable, low-cost power supply and provide a vehicle to better use operating cash and improve working capital liquidity. This program provides BTES discounted monthly electric purchases that are equal to the monthly principle and interest payments. The discount rate is 5.5% and has a term of 10 years.

BTES may borrow against part of the DEU investment in emergency situations, if needed. During 2009 and 2008, BTES recognized \$207,524 and \$252,180, respectively, in interest income from the amortization of the DEUs which is included in non-operating revenues discussed above.

Bristol Tennessee Essential Services

Balance Sheets

June 30, 2009 and 2008

	June 30	
	2009	2008
		(Restated)
Assets		
Current assets:		
Cash and cash equivalents	\$ 7,913,095	\$ 10,230,263
Accounts receivable:		
Trade	5,260,648	4,572,632
Other	964,359	448,615
Allowance for bad debt	(533,130)	(324,171)
Net accounts receivable	5,691,877	4,697,076
Accrual for unbilled revenues	3,498,868	3,943,224
Interest receivable	28,249	99,660
Materials and supplies inventories	1,084,714	1,330,974
Current portion of customer notes receivable	385,000	440,000
Current portion of discounted energy units	883,650	836,476
Franchise fee overpayment due from City of Bristol, TN	15,173	-
Prepaid expenses and other current assets	112,455	143,484
Total current assets	19,613,081	21,721,157
Unrestricted noncurrent assets:		
Capital assets:		
Capital assets in service	121,040,095	107,694,846
Less accumulated depreciation	(48,122,905)	(45,379,797)
	72,917,190	62,315,049
Construction in progress	1,733,283	7,056,144
Non-utility property	250,480	775,480
Net capital assets	74,900,953	70,146,673
Other assets:		
Customer notes receivable, less current portion	2,191,622	1,929,802
Long-term investments	8,000,000	8,000,000
Prepaid pension cost	508,737	564,195
Discounted energy units, less current portion	2,433,352	3,316,996
Unamortized bond issue costs	312,756	324,339
Other	12,399	93,420
Total other assets	13,458,866	14,228,752
Total noncurrent assets	88,359,819	84,375,425
Total assets	\$ 107,972,900	\$ 106,096,582

Bristol Tennessee Essential Services

Balance Sheets (continued)

June 30, 2009 and 2008

	June 30	
	2009	2008
		(Restated)
Liabilities and net assets		
Current liabilities:		
Trade accounts payable	\$ 6,409,137	\$ 4,661,448
Accrual for unbilled power expense	3,054,352	3,611,228
Customer deposits and prepayments	1,675,823	1,578,311
Economic development funds passed through from Tennessee Valley Authority to City of Bristol, Tennessee	213,744	212,427
Franchise fee due to City of Bristol, Tennessee	-	48,561
Tax equivalents due to City of Bristol, Tennessee	-	577,224
Interest payable	342,585	346,067
Deferred revenue	416,265	270,838
Other accrued liabilities	1,123,781	1,245,543
Current portion of bonds payable	470,000	455,000
Total current liabilities	13,705,687	13,006,647
Other accrued liabilities	-	1,683,110
Bonds payable, less current portion	22,938,551	23,423,128
Total liabilities	36,644,238	38,112,885
Net assets:		
Invested in capital assets, net of related debt	51,492,401	46,268,545
Unrestricted	19,836,261	21,715,152
Total net assets	71,328,662	67,983,697

Total liabilities and net assets

\$ 107,972,900 \$ 106,096,582

See accompanying Notes to Financial Statements.

Bristol Tennessee Essential Services

Statements of Revenues, Expenses and Changes in Net Assets

Years ended June 30, 2009 and 2008

	Year ended June 30	
	2009	2008
	(Restated)	
Operating revenues:		
Power revenues:		
Residential	\$ 42,051,413	\$ 34,809,490
Commercial (general power - under 50 kw)	5,567,336	4,821,536
Industrial (general power - 50 kw and over)	33,840,683	30,608,435
Street and outdoor lighting	1,269,807	1,089,238
Total power revenues	82,729,239	71,328,699
Cable revenues	4,405,446	2,765,137
Internet revenues	2,321,562	1,372,587
Telephone revenues	2,458,309	1,412,239
Other revenues	3,387,662	2,776,348
Total operating revenues	95,302,218	79,655,010
Cost of sales:		
Power purchased from Tennessee Valley Authority	74,785,352	64,517,681
Cable programming expense	2,619,886	1,547,482
Internet cost of sales	158,416	79,228
Telephone cost of sales	442,856	207,175
Total cost of sales	78,006,510	66,351,566
Gross profit	17,295,708	13,303,444
Operating expenses:		
Operations	4,042,459	3,646,164
Maintenance	4,129,790	3,562,521
Depreciation	3,387,977	2,756,433
Tax equivalents	407,073	377,029
Social security taxes	275,326	258,155
Interest expense on customer deposits	11,047	15,186
Total operating expenses	12,253,672	10,615,488
Operating income	5,042,036	2,687,956

Bristol Tennessee Essential Services

Statements of Revenues, Expenses and Changes in Net Assets (continued)

Years ended June 30, 2009 and 2008

	Year ended June 30	
	2009	2008
	(Restated)	
Nonoperating revenue (expense):		
Interest income (including \$207,524 in 2009 and \$252,180 in 2008 related to amortization of discounted energy units)	\$ 816,209	\$ 1,402,687
Interest expense	(1,013,180)	(962,789)
Amortization of bond issue costs	(11,583)	(11,583)
Income before transfers and income taxes	4,833,482	3,116,271
State income tax expense	(44,105)	(51,500)
Transfers out--tax equivalents to the City of Bristol, Tennessee	(1,444,412)	(1,199,684)
Change in net assets	3,344,965	1,865,087
Net assets at beginning of year	67,983,697	66,118,610
Net assets at end of year	<u>\$ 71,328,662</u>	<u>\$ 67,983,697</u>

See accompanying Notes to Financial Statements.

Bristol Tennessee Essential Services

Statements of Cash Flows

Years ended June 30, 2009 and 2008

	Year ended June 30	
	2009	2008
		(Restated)
Cash flows from operating activities		
Cash received from customers	\$ 92,865,399	\$ 76,043,633
Cash received from City of Bristol, Tennessee	1,886,844	1,565,097
Cash paid to suppliers and vendors	(82,895,164)	(64,916,773)
Cash paid to employees for services	(3,725,741)	(3,534,195)
Net cash provided by operating activities	8,131,338	9,157,762
Cash flows from noncapital financing activities		
Transfers to City of Bristol, Tennessee	(1,444,412)	(1,068,958)
State income tax	(44,105)	(51,500)
Net cash used in noncapital financing activities	(1,488,517)	(1,120,458)
Cash flows from investing activities		
Interest received on investments	680,096	1,169,332
Cash flows from capital and related financing activities		
Principal payments on bonds payable	(455,000)	(440,000)
Interest payments on bonds payable	(1,031,238)	(1,047,900)
Net additions to capital assets	(8,153,847)	(13,337,057)
Net cash used in capital and related financing activities	(9,640,085)	(14,824,957)
Decrease in cash and cash equivalents	(2,317,168)	(5,618,321)
Cash and cash equivalents at beginning of year	10,230,263	15,848,584
Cash and cash equivalents at end of year	<u>\$ 7,913,095</u>	<u>\$ 10,230,263</u>

Bristol Tennessee Essential Services
Statements of Cash Flows (continued)
Years ended June 30, 2009 and 2008

	Year ended June 30	
	2009	2008
	(Restated)	
Reconciliation of operating income to net cash provided by operating activities		
Operating income	\$ 5,042,036	\$ 2,687,956
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	3,387,977	2,756,433
Provision for losses on accounts receivable	143,087	140,325
Redemption of discounted energy units	1,044,000	1,044,000
Changes in operating assets and liabilities:		
Accounts receivable	(1,137,887)	(938,561)
Accrual for unbilled revenues	444,356	(722,478)
Materials and supplies inventories	246,260	403,851
Customer notes receivable	(206,820)	24,487
Prepaid pension cost	55,458	55,458
Other assets	108,460	80,682
Trade accounts payable	64,579	2,911,048
Due to City of Bristol, Tennessee	1,317	3,510
Unbilled power expense	(556,876)	791,704
Customer deposits and prepayments	97,512	(634,245)
Other accrued liabilities	(602,121)	553,592
Net cash provided by operating activities	<u>\$ 8,131,338</u>	<u>\$ 9,157,762</u>

Supplemental disclosure of noncash activities

Accounts payable at June 30, 2009 and 2008 included \$43,331 and \$120,785 for construction in progress.

See accompanying Notes to Financial Statements.

Bristol Tennessee Essential Services

Notes to Financial Statements

June 30, 2009 and 2008

1. Significant Accounting Policies

General

Bristol Tennessee Essential Services ("BTES") is a self-supporting enterprise fund of the City of Bristol, Tennessee (the "City"). The City is the primary reporting entity. An enterprise fund is used to account for the financing of services to the general public on a continuing basis with costs recovered primarily through user charges. The Board of Directors of BTES is the level of responsibility that has oversight and control of BTES. The Board of Directors sets all policies, local rates and appoints the Chief Executive Officer. The Board of Directors is composed of five members, one of whom is also a member of the City Council, who are appointed by the mayor and confirmed by the City Council. They serve four-year staggered terms. BTES manages, operates and maintains the electric, cable, Internet, and telephone utilities servicing the citizens of the City and surrounding areas. BTES issues a comprehensive annual financial report which is combined in the City's comprehensive annual financial report.

BTES has three business units within the enterprise fund, BTES accounts for the electric utility operations in the Electric Business Unit ("EBU"), the cable and Internet operations in the Cable and Internet Business Unit ("CBU"), and telephone operations in the Telephone Business Unit ("TBU").

BTES provides telecommunication services pursuant to Section 7-52-401 of the Tennessee Code Annotated ("TCA"). As required by Section 7-52-603 of the TCA, the EBU may not subsidize the operations of the CBU or the TBU with revenue from its power operations. In addition, the CBU and the TBU must maintain its own accounting records and any funds that are lent from the EBU must have a rate of interest, not less than the highest rate earned by the EBU on investment funds. See Note 17 for further discussion of these units.

The industries that CBU and TBU operate in are regulated by the Federal Communications Commission.

BTES applies Financial Accounting Standards Board ("FASB") pronouncements issued on or before November 30, 1989, unless those pronouncements conflict with or contradict Governmental Accounting Standards Board ("GASB") pronouncements, in which case, GASB prevails. BTES has elected not to adopt the FASB Statements and Interpretations issued after November 30, 1989, in accordance with GASB Statement No. 20, "Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting."

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

1. Significant Accounting Policies (continued)

General (continued)

BTES classifies net assets into three components – invested in capital assets, net of related debt; restricted; and unrestricted. These classifications are defined as follows:

- Invested in capital assets, net of related debt – This component of net assets consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction or improvement of those assets. If there are significant unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds is not included in the calculation of invested in capital assets, net of related debt. Rather, that portion of the debt is included in the same net assets component as the unspent proceeds.
- Restricted – This component of net assets consists of constraints placed on net asset use through external constraints imposed by creditors (such as through debt covenants), grantors, contributors or laws or regulations of other governments or constraints imposed by law through constitutional provisions or enabling legislation.
- Unrestricted – This component of net assets consists of net assets that do not meet the definition of “restricted or “invested in capital assets, net of related debt.”

The unrestricted category includes a renewal and replacement fund of \$8,000,000 which was established by the Board of Directors to set aside funds for future construction, improvements and extensions of BTES.

Fiscal Year-End

BTES operates on a fiscal year ending June 30. All references in these notes refer to the fiscal year-end unless otherwise specified.

Prior Period Correction

Due to billing errors, purchased power costs have been understated and net assets have been overstated. This error resulted in a \$1,216,161 reduction of June 30, 2007 net assets and an additional expense of \$466,949 for 2008. Accordingly, the financial statements reflect these adjustments. The additional costs resulted in a \$1,683,110 liability recorded at June 30, 2008. The liability is recorded as long-term at June 30, 2008 and as current at June 30, 2009. The liability is to be repaid during fiscal year 2010.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

1. Significant Accounting Policies (continued)

Measurement Focus

BTES operations are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and all liabilities associated with the operation of the enterprise fund are included on the balance sheet. Operating statements present increases (e.g. revenues) and decreases (e.g. expenses) in net total assets.

BTES utilizes the accrual basis of accounting whereby revenues are recorded in the period the related services are provided, and expenses are recorded in the period incurred. Accordingly, BTES has recorded an estimate of unbilled revenue and unbilled power expense. BTES considers all revenues and expenses to be operating, except for interest income and amortization of bond issue costs, which are classified as nonoperating.

Cash and Cash Equivalents and Investments

Cash and cash equivalents include cash on hand and in demand deposits, and those investments which are generally a part of BTES short-term cash management activities. State statutes authorize BTES to invest in certificates of deposit, U.S. Treasury obligations, U.S. Agency issues and the State Local Government Investment Pool.

Temporary investments, consisting entirely of certificates of deposit, are stated at cost which approximates fair value.

Materials and Supplies Inventories

Materials and supplies are valued at the lower of cost or market, utilizing the moving average method of determining cost.

Capital Assets

Capital assets are carried at historical cost, including applicable general and administrative costs and payroll related costs such as pensions, taxes and other employee benefits. Substantially all renewals and betterments are capitalized in accordance with BTES' capitalization policy.

When property is retired or otherwise disposed of, its average cost, together with its cost of removal less salvage, is charged to accumulated depreciation; no gain or loss is recognized.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

1. Significant Accounting Policies (continued)

Capital Assets (continued)

Capital assets other than land, construction in progress and non-utility property, are depreciated using the straight-line method at rates which will amortize costs over the estimated useful lives of the assets. The estimated useful lives of depreciable capital assets are as follows:

Transmission equipment, fixtures and devices	30 to 40 years
Fiber Optic system cable, equipment, fixtures and devices	40 years
Distribution transformers, meters, fixtures and devices	15 to 50 years
Buildings and improvements	50 years
Electronic communication equipment	15 to 20 years
Furniture, fixtures and equipment	5 to 25 years

The provision for depreciation does not include depreciation on transportation equipment. Those amounts are reported as operating expenses in the Statements of Revenues, Expenses and Changes in Net Assets and totaled \$125,153 in 2009 and \$136,136 in 2008. The cost of maintenance and repairs is charged to expense as incurred.

Compensated Absences

BTES recognizes the cost of vacation pay as earned. In the event of termination or retirement, an employee is reimbursed for accumulated vacation days. In general, accumulated vacation days are limited to thirty days.

Reclassifications

Certain amounts in the prior year have been reclassified to conform with 2009 classifications.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

2. Power Contract

BTES has a power contract with the Tennessee Valley Authority ("TVA") whereby BTES purchases all its electric power from TVA and is subject to certain restrictions and conditions as provided in the contract. Either party may terminate this contract at any time upon not less than five years prior written notice.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

3. Residential Energy Efficiency Program Loans

BTES provides loans to customers for heat pump and insulation costs under BTES Residential Energy Efficiency Program. The majority of these loans bears interest at rates ranging from 8% to 10.25% and has maturities of up to 10 years. Satisfactory credit reports are required prior to loan approval. Additionally, these loans are secured by a deed of trust on the property. BTES recorded interest income of approximately \$219,000 in 2009 and \$202,000 in 2008 related to these loans. These amounts offset operating expenses in the Statements of Revenues, Expenses and Changes in Net Assets, since management believes this is an operating activity and the income should offset the additional expenses associated with maintaining this loan program.

4. Concentration of Credit Risk

BTES provides electric, cable, Internet and voice services primarily to customers in northeastern Tennessee. Electric customers include residential, commercial and industrial service. Residential and commercial customers are required to have satisfactory credit reports or place deposits with BTES that approximate two months' highest expected bill. Industrial customers are generally required to either place deposits with BTES that approximate two months' highest expected bill or obtain a letter of credit or surety bond as security. Interest accrues on any deposits at the passbook interest rate of the bank where the funds are deposited and totaled \$11,047 in 2009 and \$15,186 in 2008. Cable, Internet and telephone customers are billed in advance of their service. Deferred revenue in the amount of \$416,265 is recorded, of which \$337,726 relates to cable and Internet services and \$78,539 relates to telephone services. BTES also makes and services loans to customers for heat pump and insulation costs. A subordinate deed of trust is obtained on the related property for these loans. Loss experience on accounts and notes receivable has historically not been significant to BTES operations.

5. Pension Plan

Plan Description

Employees of BTES are members of the Political Subdivision Pension Plan ("PSPP"), an agent multiple-employer defined benefit pension plan administered by the Tennessee Consolidated Retirement System ("TCRS"). TCRS provides retirement benefits as well as death and disability benefits. Benefits are determined by a formula using the member's high five-year average salary and years of service. Members become eligible to retire at the age of 60 with five years of service or at any age with 30 years of service. A reduced retirement benefit is available to vested members at the age of 55. Disability benefits are available to active members with five years of service who became disabled and cannot engage in gainful employment. There is no service requirement for disability that is the result of an accident or injury occurring while the member was in the performance of duty.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)

June 30, 2009 and 2008

5. Pension Plan (continued)

Members joining BTES after July 1, 1979, become vested after five years of service and members joining prior to July 1, 1979, were vested after four years of service. Benefit provisions are established in state statute found in Title 8, Chapter 34-37 of the *Tennessee Code Annotated* ("TCA"). State statutes are amended by the Tennessee General Assembly. Political subdivisions such as BTES participate in the TCRS as individual entities and are liable for all costs associated with the operation and administration of their plan. Benefit improvements are not applicable to a political subdivision unless approved by the chief governing body.

The TCRS issues a publicly available financial report that includes financial statements and required supplementary information for the PSPP. That report may be obtained by writing to Tennessee Treasury Department, Consolidated Retirement System, 10th Floor Andrew Jackson Building, Nashville, TN 37243-0230 or can be accessed at www.treasury.state.tn.us/tcrs/PS/.

Funding Policy

BTES requires employees to contribute 5% of earnable compensation.

BTES is required to contribute at an actuarially determined rate using the frozen entry age actuarial cost method; the rate for 2009 and 2008 was 13.27% and 14.43%, respectively, of annual covered payroll. The contribution requirement of plan members is set by statute. The contribution requirement for BTES is established and may be amended by the TCRS Board of Trustees.

Annual Pension Cost

For the year ending June 30, 2009, BTES's annual pension cost of \$471,232 to TCRS was equal to BTES's required and actual contributions. The required contribution was determined as part of the July 1, 2007 actuarial valuation using the frozen entry age actuarial cost method. Significant actuarial assumptions used in the valuation include (a) rate of return on investment of present and future assets of 7.5% a year compounded annually, (b) projected salary increases of 4.75% (graded) annual rate (no explicit assumption is made regarding the portion attributable to the effects of inflation on salaries), (c) projected 3.5% annual increase in the Social Security wage base, and (d) projected post retirement increases of 3.0% annually. The actuarial value of assets was determined using techniques that smooth the effect of short-term volatility in the market value of total investments over a five-year period. BTES's unfunded actuarial accrued liability is being amortized as a level dollar amount on a closed basis. The remaining amortization period at July 1, 2007 was 8 years. An actuarial valuation was performed July 1, 2007, which established contribution rates effective July 1, 2008.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

5. Pension Plan (continued)

Trend Information

<u>Year ending</u>	<u>Annual Pension Cost (APC)</u>	<u>Percentage of APC Contributed</u>	<u>Net Pension Obligation</u>
June 30, 2009	\$471,232	100.00%	\$0.00
June 30, 2008	\$491,517	100.00%	\$0.00
June 30, 2007	\$478,187	100.00%	\$0.00

Funded Status and Funding Progress

As of July 1, 2007, the most recent actuarial valuation date, the plan was 83.75% funded. The actuarial accrued liability for benefits was \$16.4 million, and the actuarial value of assets was \$13.7 million, resulting in an unfunded actuarial accrued liability of \$2.7 million. The covered payroll (annual payroll of active employees covered by the plan) was \$3.0 million, and the ratio of the UAAL to the covered payroll was 82.53%.

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

The annual required contribution (ARC) was calculated using the aggregate actuarial cost method. Since the aggregate actuarial cost method does not identify or separately amortize unfunded actuarial liabilities, information about funded status and funding progress has been prepared using the entry age actuarial cost method for that purpose, and this information is intended to serve as a surrogate for the funded status and funding progress of the plan.

Prepaid Pension Cost

BTES has previously contributed amounts in excess of the annual pension cost to the PSPP and recorded these amounts as a prepaid pension cost.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

5. Pension Plan (continued)

Prepaid Pension Cost (continued)

Activity in the prepaid pension cost is as follows for the years ended June 30:

	<u>2009</u>	<u>2008</u>
Balance at beginning of year	\$564,195	\$619,653
Annual pension cost:		
Annual required contribution	471,232	491,517
Interest on prepaid pension cost	(39,532)	(44,608)
Adjustment to the annual required contribution	94,990	100,066
Total annual pension cost	526,690	546,975
Contributions made	471,232	491,517
Decrease in prepaid pension cost	(55,458)	(55,458)
Balance at end of year	<u>\$508,737</u>	<u>\$564,195</u>

6. 401(k) Retirement Plan

BTES administers a defined contribution plan in the form of a 401(k) plan (Bristol Tennessee Electric System 401(k) Retirement Plan) available to all employees who have completed six months of employment. During 2009, the amount of payroll covered by the plan was \$3,191,620 of total payroll of \$3,712,706. During 2008, the amount of payroll covered by the plan was \$3,188,654 of total payroll of \$3,539,577. Under the plan terms, BTES will match participant contributions up to 6% of the participant's salary. Participants are not required but may contribute up to a total of 15% of their pre-tax earnings, subject to IRS limitations.

Additionally, participants may contribute up to 10% of their after-tax earnings. Participants are 100% vested in the employer contributions when they are made. During 2009 and 2008, BTES contributed \$169,329 and \$165,488, respectively, to the plan which represents 5.3% and 5.2%, respectively, of the covered payroll and 100% of the required contribution for each year. During 2009 and 2008, the participants contributed \$243,422 and \$235,821, respectively, which represents 7.6% and 7.4%, respectively, of the covered payroll.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

7. Capital Assets

The following is a summary of capital assets for the year ended June 30, 2009:

	Balance July 1, 2008	Increases	Decreases	Balance June 30, 2009
Capital assets not being depreciated:				
Land	\$ 1,051,638	\$ -	\$ -	\$1,051,638
Non-utility property	775,480		525,000	250,480
Construction in progress	7,056,144	5,395,712	10,718,573	1,733,283
Total capital assets not being depreciated	8,883,262	5,395,712	11,243,573	3,035,401
Capital assets being depreciated:				
Transmission equipment, fixtures and devices	2,823,268	-	-	2,823,268
Distribution transformers, meters, fixtures and devices	59,549,372	3,051,220	555,960	62,044,632
Buildings and improvements	2,021,685	-	-	2,021,685
Furniture, fixtures and equipment	2,670,282	382,842	-	3,053,124
Fiber optic communications	39,578,601	10,477,845	10,697	50,045,749
Total capital assets being depreciated	106,643,207	13,911,907	566,657	119,988,457
Less accumulated depreciation:				
Transmission equipment, fixtures and devices				
Distribution transformers, meters, fixtures and devices	(1,601,462)	(114,433)	5,279	(1,710,616)
Buildings and improvements	(39,634,267)	(1,765,769)	1,051,566	(40,348,470)
Furniture, fixtures and equipment	(817,544)	(30,918)	(484,000)	(1,332,461)
Fiber Optic Communication	(2,138,149)	(21,843)	(64,332)	(2,224,324)
Total accumulated depreciation	(45,379,797)	(3,262,824)	519,716	(48,122,905)
Net capital assets being depreciated	61,263,410	10,649,083	(46,941)	71,865,552
Total net capital assets	\$70,146,673	\$16,044,795	\$11,290,514	\$74,900,954

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

7. Capital Assets (continued)

The following is a summary of capital assets for the year ended June 30, 2008:

	Balance July 1, 2007	Increases	Decreases	Balance June 30, 2008
Capital assets not being depreciated:				
Land	\$ 1,051,638	\$ -	\$ -	\$1,051,638
Non-utility property	975,480		200,000	775,480
Construction in progress	24,856,097	13,621,176	31,421,129	7,056,144
Total capital assets not being depreciated	26,883,215	13,621,176	31,621,129	8,883,262
Capital assets being depreciated:				
Transmission equipment, fixtures and devices	2,823,268	-	-	2,823,268
Distribution transformers, meters, fixtures and devices	57,100,080	2,809,577	360,285	59,549,372
Buildings and improvements	2,021,685	-	-	2,021,685
Furniture, fixtures and equipment	2,920,455	138,700	388,873	2,670,282
Fiber optic communications	11,106,895	28,471,706	-	39,578,601
Total capital assets being depreciated	75,972,383	31,419,983	749,158	106,643,207
Less accumulated depreciation:				
Transmission equipment, fixtures and devices				
Distribution transformers, meters, fixtures and devices	(1,487,695)	(113,767)	-	(1,601,462)
Buildings and improvements	(38,052,502)	(1,849,028)	267,263	(39,634,267)
Furniture, fixtures and equipment	(959,239)	(32,083)	173,778	(817,544)
Fiber Optic Communication	(2,238,594)	(173,114)	273,559	(2,138,149)
Total accumulated depreciation	(43,279,392)	(2,815,005)	714,600	(45,379,797)
Net capital assets being depreciated	32,692,991	28,604,978	34,558	61,263,410
Total net capital assets	\$59,576,205	\$42,226,154	\$31,655,687	\$70,146,673

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

8. Cash and Investments

Cash and investments consist of the following as of June 30, 2009:

	Amount	Interest Rate	Purchase Date	Maturity Date
Renewal and replacement fund:				
Certificate of deposit	\$ 267,838	1.73%	5/29/09	9/3/09
Certificate of deposit	2,226,257	1.78%	5/13/09	8/13/09
Certificate of deposit	2,400,000	1.73%	5/29/09	9/03/09
Certificate of deposit	3,105,905	1.73%	6/5/09	9/10/09
Total renewal and replacement fund	<u>8,000,000</u>			
Other funds:				
Certificate of deposit	1,200,000	1.98%	3/31/09	7/2/09
Certificate of deposit	1,500,000	1.78%	4/22/09	7/23/09
Certificate of deposit	1,000,000	1.88%	4/8/09	7/09/09
Business money market account	21,846	.10%	—	—
Business money market account	556,766	.29%	—	—
Cash on deposit	3,634,483	Various	—	—
Total other funds	<u>7,913,095</u>			
Total cash and investments	<u>\$15,913,095</u>			

Cash and investments consist of the following as of June 30, 2008:

	Amount	Interest Rate	Purchase Date	Maturity Date
Renewal and replacement fund:				
Certificate of deposit	\$ 267,838	3.30%	5/7/08	8/7/08
Certificate of deposit	2,226,257	3.35%	4/17/08	7/17/08
Certificate of deposit	2,177,477	3.10%	5/21/08	8/21/08
Certificate of deposit	3,328,428	3.40%	6/9/08	7/10/08
Total renewal and replacement fund	<u>8,000,000</u>			
Other funds:				
Certificate of deposit	1,722,694	3.30%	5/7/08	8/7/08
Certificate of deposit	2,599,789	3.40%	4/9/08	7/10/08
Certificate of deposit	2,744,145	3.30%	5/7/08	8/7/08
Certificate of deposit	1,000,000	3.29%	6/18/08	9/18/08
Business money market account	21,711	2.10%	—	—
Business money market account	553,552	1.89%	—	—
Cash on deposit	1,588,372	Various	—	—
Total other funds	<u>10,230,263</u>			
Total cash and investments	<u>\$18,230,263</u>			

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

8. Cash and Investments (continued)

Custodial Credit Risk

Custodial credit risk is the risk that in the event of a financial institution failure, BTES deposits may not be returned to it. BTES has no formal policy regarding custodial credit risk but requires that all funds not insured by the FDIC be part of the state collateral pool. As of June 30, 2009, BTES deposits in financial institutions (including certificates of deposit) of \$17,496,110 were entirely insured or collateralized with securities held by BTES agent in BTES' name. Carrying amounts differ from financial institution balances primarily due to outstanding checks and deposits in transit.

Interest Rate Risk

BTES has no formal policy regarding interest rate risk. Our investments are structured in a manner that ensures sufficient cash is available to meet anticipated liquidity needs. Selection of investment maturities must be consistent with the cash requirements of BTES in order to avoid the forced redemption of investments prior to maturity. All investments as of June 30, 2009 met these requirements.

Purchases of certificates of deposit in the renewal and replacement fund totaled \$35,328,428 in 2009 and \$28,671,572 in 2008. Sales of certificates of deposit in the renewal and replacement fund totaled \$35,328,428 in 2009 and \$28,671,572 in 2008.

9. Discounted Energy Units

During 2003, BTES purchased \$8,000,000 in discounted energy units from TVA which are redeemable on a straight-line basis over the next ten years. The units carry a discount of 5.5% and amounted to \$3,317,002 and \$4,153,472 as of June 30, 2009 and 2008, respectively.

10. Bonds Payable

Changes in bonds payable are summarized as follows:

	Balance July 1, 2008	Decreases	Balance June 30, 2009
Electric System Revenue Bonds, Series 2005	\$23,470,000	(455,000)	23,015,000
Plus unamortized premium	408,128	(14,577)	393,551
Total bonds payable	\$23,878,128	(469,577)	23,408,551

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)

June 30, 2009 and 2008

10. Bonds Payable (continued)

	Balance July 1, 2007	Decreases	Balance June 30, 2008
Electric System Revenue Bonds, Series 2005	\$23,910,000	\$(440,000)	\$23,470,000
Plus unamortized premium	422,703	(14,575)	408,128
Total bonds payable	<u>\$24,332,703</u>	<u>\$(454,575)</u>	<u>\$23,878,128</u>

During 2006, the City issued \$23,910,000 in 2005 Electric System Revenue Bonds (the "Bonds") on behalf of BTES. The Bonds were issued for the purposes of providing funds to construct improvements and extensions of BTES' transmission and distribution system and to pre-purchase electric power from TVA. The Bonds are payable in annual installments ranging from \$470,000 in 2010 to \$1,450,000 in 2036. Bonds maturing on or after September 1, 2016 (\$19,365,000) are callable by the City at par at any time in any amount on or after September 1, 2015.

The interest rates on the Bonds are fixed and for each series, however, the interest rates for each series vary between 3.25% to 5% depending on the maturity. For 2009 and 2008, the effective annual interest rate on the Bonds was 4.448% and 4.639% respectively.

The Bonds are secured by the net power revenues of BTES. In addition, BTES has obtained a surety bond in lieu of funding a debt service reserve fund as required by the bond agreement.

Maturities of the Bonds as of June 30, 2009, are as follows:

Fiscal Year	Principal	Interest	Total
2010	470,000	1,015,550	1,485,550
2011	485,000	998,838	1,483,838
2012	505,000	981,513	1,486,513
2013	520,000	964,225	1,484,225
2014	540,000	947,000	1,487,000
2015-2019	3,010,000	4,418,772	7,428,772
2020-2024	3,810,000	3,618,887	7,428,887
2025-2029	4,810,000	2,628,581	7,438,581
2030-2034	6,035,000	1,394,422	7,429,422
2035-2036	2,830,000	143,250	2,973,250
	<u>23,015,000</u>	<u>17,111,039</u>	<u>40,126,039</u>

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

11. Self-Insurance Plan

BTES is self-insured for employee group health benefits. A liability is recorded, if necessary, for those claims incurred but not paid prior to year-end, both reported and unreported, based on prior experience and claims reported subsequent to year-end. Changes in estimates for claims incurred but not reported are recorded in the year the estimates are revised. BTES' risk is \$50,000 per covered employee up to an annual maximum of \$488,108. An insurance company has insured all claims exceeding \$488,108.

Activity in the estimated liability for claims incurred but not paid is as follows for the years ended June 30:

	2009	2008
Balance at beginning of year	\$ 165,307	\$130,038
Expense recorded related to:		
Current year	488,108	456,550
Prior year	117,662	150,365
Net expense recorded	605,770	606,915
Payments related to:		
Current year	475,999	421,281
Prior year	117,662	150,365
Total payments	593,661	571,646
Balance at end of year	\$ 177,416	\$165,307

12. Risk Management

BTES is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; natural disasters; and injuries of employees for which BTES carries commercial insurance purchased from independent third parties. BTES has not experienced a settlement in excess of insurance coverage in any of the past three fiscal years. BTES bears the risk of loss up to the deductible amounts which are disclosed in the accompanying Statistical Section.

13. Related Party Transactions

As described in Note 1, BTES is a self-supporting fund of the City. BTES provides electrical service to the City at standard electric rates which generated revenues of \$1,872,075 in 2009 and \$1,546,586 in 2008. As of June 30, 2009 and 2008, \$134,915 and \$137,624, respectively, was recorded as a receivable from the City for these revenues. Payment is due within approximately 30 days of the billing.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

13. Related Party Transactions (continued)

During 1997, BTES received \$2,000,000 in purchased power credits from TVA for investments related to economic development of the City. At the City's request, BTES remits these funds to the City. Remaining activity related to these funds is as follows for the years ended June 30:

	<u>2009</u>	<u>2008</u>
Balance at beginning of year	\$212,427	\$208,917
Interest accruals	1,317	3,510
Balance at end of year	<u>\$213,744</u>	<u>\$212,427</u>

BTES made tax equivalent payments to the City of \$1,444,412 for fiscal year 2009 and \$1,199,684 for fiscal year 2008. An additional \$577,224 was paid to the City in fiscal year 2009 for prior periods. These payments are based on BTES capital assets, along with average operating revenues less power costs.

14. Postemployment Benefits Other Than Pensions (OPEB)

Plan Description

Bristol Tennessee Essential Services (BTES) administers the Bristol Tennessee Essential Services Retiree Benefit Plan as a single-employer defined benefit Other Post Employment Benefit plan (OPEB). As discussed in Note 11, BTES is self-insured for employee group health benefits, with the medical plan administered by FiServ Health and the prescription drug program administered by MEDCO. BTES also provides these benefits to certain retired employees, although not required to do so by any statutory, contractual or other authority. As of June 30, 2009, there were 21 retirees eligible to receive these benefits. Employees with 30 years of service or age 60 with 20 years of service are eligible for these benefits. BTES pays full coverage for all retirees who meet these eligibility requirements.

Additionally, BTES is self-insured for certain life insurance benefits for retirees. Employees who retire with 30 years of service or age 60 with a minimum of 20 years of service receive \$5,000 in life insurance for annual salaries less than \$10,000 plus \$1,000 in life insurance for each additional \$5,000 of annual salary or fraction thereof. As of June 30, 2009, there were 17 retirees eligible to receive these benefits and, accordingly, a liability for \$185,250 has been recorded for these benefits. BTES made no payments in 2009 and 2008 related to these benefits.

As of June 30, 2009, the Plan did not issue a stand alone financial report. In addition, a trust exists to fund the OPEB. Since the Trust was established for a public plan, no stand alone financial statement will be issued.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

14. Postemployment Benefits Other Than Pensions (OPEB) (continued)

Termination Rates

It was assumed that employees would terminate employment in accordance with the rates in the following table:

Male		<u>Year of Employment</u>	
<u>Age</u>	<u>1st</u>	<u>2nd</u>	<u>Ultimate</u>
30	24.3%	20.0%	9.1%
40	20.4%	15.1%	2.5%
50	16.5%	12.7%	1.9%

Female		<u>Year of Employment</u>	
<u>Age</u>	<u>1st</u>	<u>2nd</u>	<u>Ultimate</u>
30	24.3%	20.0%	11.1%
40	20.4%	15.1%	3.5%
50	16.5%	12.7%	2.4%

Trend Rates

It was assumed that health care costs would increase in accordance with the trend rates in the following table:

<u>Year</u>	<u>Medical</u>	<u>Drug</u>
2007	10.0%	11.0%
2008	9.0%	10.0%
2009	8.0%	9.0%
2010	7.0%	8.0%
2011	6.0%	7.0%
2012+	6.0%	6.0%

Participation Rate

It was assumed that 100% of the current active employees covered under the active plan on the day before retirement would enroll in the retiree medical plan upon retirement.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)

June 30, 2009 and 2008

14. Postemployment Benefits Other Than Pensions (OPEB) (continued)

Percent Married

It was assumed that 75% of the male and 40% of the female employees who elect retiree health care coverage for themselves would also elect coverage for their spouse upon retirement. It was assumed that male spouses are three years older than their wives and female spouses are three years younger than the retiree. For current retirees, actual census information was used.

Per Capita Claims Costs

Paid claims for the medical plan for the period beginning on January 1, 2004 and ending December 31, 2006, formed the basis for the per capita claim rates. These claims were adjusted to an annual basis and trended forward to the valuation date. Aging factors were then applied to allow for the calculation of age-related per-capita claim rates.

Change in Assumptions

None

Change in Plan Provisions

None

Use of Assumptions

The preparation of the actuarial liabilities calculated above requires management to make assumptions that are disclosed above. Due to the use of these assumptions, actual results could differ from those estimates.

15. Net Assets

Net assets consist of the following as of June 30:

	<u>2009</u>	<u>2008</u>
Invested in capital assets, net of related debt		
consists of the following:		
Capital assets	\$74,900,953	\$70,146,673
Less bond payable	23,408,552	23,878,128
Invested in capital assets, net of related debt	<u>\$51,492,401</u>	<u>\$46,268,545</u>

Unrestricted net assets consist of all other items in the balance sheet not reflected above.

Bristol Tennessee Essential Services
Notes to Financial Statements (continued)
June 30, 2009 and 2008

16. Pledged Revenue

As discussed in Note 10, Bonds are secured by the net power revenues of BTES. Annual principal and interest payments in 2009 of \$1,486,737 were 34% of the net revenue available for debt service of \$4,388,000. Maturities of the Bonds as of June 30, 2009, are detailed in Note 10.

Schedule of Power System Revenue Bond Coverage (Dollar amounts in thousands)

	Power Operating Revenues	Power Operating Expenses	Net Revenue for Debt Service	Debt Service Requirements			
				Principal	Interest	Total	Coverage
2009	85,761	81,373	4,388	455	1,032	1,487	2.95
2008	74,007	70,699	3,308	440	1,047	1,487	2.22
2007	69,850	64,934	4,916	-	1,055	1,055	4.66
2006	66,376	62,283	4,093	-	627	627	6.53

17. Business Unit Information

As discussed in Note 1, BTES operates three different business units. BTES allocates direct costs to the specific business unit, common costs (costs that cannot be directly assigned to a business unit) are allocated based on a direct analysis of the origin of the costs, an indirect, cost-causative linkage to another category for which direct assignment or allocation is available, or based on a general allocator. For inter-unit loans, the business unit charges the highest rate of interest earned on invested funds. Depreciation, pole attachment fees, interest expense, and taxes are allocated based on a per service usage model.

Bristol Tennessee Essential Services

Notes to Financial Statements (continued)

June 30, 2009 and 2008

17. Business Unit Information (continued)

Summary financial statement information for each of the business units are as follows (does not include inter-unit eliminations):

Condensed Statement of Net Assets by Business Unit

	June 30, 2009		
	EBU	CBU	TBU
Assets:			
Current assets	\$ 18,583,906	\$ 501,277	\$ 527,898
Due from other business units	2,865,158	-	-
Net capital assets	69,224,982	4,787,323	888,648
Other noncurrent assets	13,458,866	-	-
Total assets	<u>\$ 104,132,912</u>	<u>\$ 5,288,600</u>	<u>\$ 1,416,546</u>
Liabilities and net assets:			
Current liabilities	\$ 13,110,758	\$ 411,954	\$ 182,975
Due to other business units	-	2,865,158	-
Bonds payable, long-term portion	22,938,552	-	-
Total liabilities	<u>36,049,310</u>	<u>3,277,112</u>	<u>182,975</u>
Invested in capital assets, net of related debt	48,681,588	1,922,165	888,648
Unrestricted	19,402,014	89,323	344,923
Total net assets	<u>68,083,602</u>	<u>2,011,488</u>	<u>1,233,571</u>
Total liabilities and net assets	<u>\$ 104,132,912</u>	<u>\$ 5,288,600</u>	<u>\$ 1,416,546</u>

Bristol Tennessee Essential Services

Notes to Financial Statements (continued)

June 30, 2009 and 2008

17. Business Unit Information (continued)

Condensed Statement of Revenues, Expenses and Changes in Net Assets

	Year ended June 30, 2009		
	EBU	CBU	TBU
Operating revenues	\$ 85,761,510	\$ 6,822,957	\$ 2,717,751
Cost of sales	74,785,352	2,778,302	442,856
Gross profit	10,976,158	4,044,655	2,274,895
Operating expenses	7,593,599	3,119,705	1,540,368
Operating income	3,382,559	924,950	734,527
Nonoperating revenue (expense)	(115,249)	(88,277)	(5,029)
Income before transfers and income taxes	3,267,310	836,673	729,498
Transfers out	(1,388,699)	(22,143)	(33,570)
State income tax expense	-	-	(44,105)
Change in net assets	1,878,611	814,530	651,823
Net assets at beginning of year	66,749,726	725,643	508,329
Net assets at end of year	\$ 68,628,337	\$ 1,540,173	\$ 1,160,152

Condensed Statement of Cash Flows by Business Unit

	Year ended June 30, 2009		
	EBU	CBU	TBU
Net cash provided by (used in):			
Operating activities	\$ 7,677,231	\$ -	\$ 454,107
Noncapital financing activities	(1,401,096)	-	(87,421)
Investing activities	680,096	-	-
Capital and related financing activities	(9,591,309)	-	(48,776)
Decrease in cash and cash equivalents	(2,635,078)	-	317,910
Cash and cash equivalents at beginning of year	10,230,263	-	-
Cash and cash equivalents at end of year	\$ 7,595,185	\$ -	\$ 317,910

Bristol Tennessee Essential Services

Notes to Financial Statements (continued)

June 30, 2009 and 2008

17. Business Unit Information (continued)

Summary financial statement information for each of the business units are as follows (does not include inter-unit eliminations):

Condensed Statement of Net Assets by Business Unit

	Year Ended June 30, 2008 (restated)		
	EBU	CBU	TBU
Assets:			
Current assets	\$ 21,302,486	\$ 301,689	\$ 116,982
Due from other business units	3,353,360	-	-
Net capital assets	65,482,667	3,712,770	951,235
Other noncurrent assets	14,141,037	-	87,716
Total assets	<u>\$ 104,279,550</u>	<u>\$ 4,014,459</u>	<u>\$ 1,155,933</u>
Liabilities and net assets:			
Current liabilities	\$ 14,106,697	\$ 483,263	\$ 99,797
Due to other business units	-	2,805,553	547,807
Other Accrued Liabilities	1,683,110	-	-
Bonds payable, long-term portion	23,423,128	-	-
Total liabilities	<u>39,212,935</u>	<u>3,288,816</u>	<u>647,604</u>
Invested in capital assets, net of related debt	44,957,899	907,218	403,428
Unrestricted	21,791,826	(181,575)	104,901
Total net assets	<u>66,749,725</u>	<u>725,643</u>	<u>508,329</u>
Total liabilities and net assets	<u>\$ 105,962,660</u>	<u>\$ 4,014,459</u>	<u>\$ 1,155,933</u>

Bristol Tennessee Essential Services

Notes to Financial Statements (continued)

June 30, 2009 and 2008

17. Business Unit Information (continued)

Condensed Statement of Revenues, Expenses and Changes in Net Assets

	Year ended June 30, 2008 (Restated)		
	EBU	CBU	TBU
Operating revenues	\$ 74,007,325	\$ 4,185,341	\$ 1,462,344
Cost of sales	64,517,681	1,626,710	207,175
Gross profit	9,489,644	2,558,631	1,255,169
Operating expenses	7,903,283	1,930,070	782,135
Operating income	1,586,361	628,561	473,034
Nonoperating revenue (expense)	557,742	(84,830)	(44,597)
Income before transfers and income taxes	2,144,103	543,731	428,437
Transfers out	(1,199,684)	-	-
State income tax expense	(51,500)	-	-
Change in net assets	892,919	543,731	428,437
Net assets at beginning of year	65,856,806	181,912	79,892
Net assets at end of year	\$ 66,749,725	\$ 725,643	\$ 508,329

Condensed Statement of Cash Flows by Business Unit

	Year ended June 30, 2008 (Restated)		
	EBU	CBU	TBU
Net cash provided by (used in):			
Operating activities	\$ 9,288,488	\$ -	\$ -
Noncapital financing activities	(1,251,184)	-	-
Investing activities	1,169,332	-	-
Capital and related financing activities	(14,824,957)	-	-
Decrease in cash and cash equivalents	(5,618,321)	-	-
Cash and cash equivalents at beginning of year	15,848,584	-	-
Cash and cash equivalents at end of year	\$ 10,230,263	\$ -	\$ -

Bristol Tennessee Essential Services
Required Supplemental Information

June 30, 2009

Schedule of Funding Progress for Political Subdivision Pension Plan (*in thousands*)

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
07/01/07	\$13,703	\$16,363	\$2,659	83.75%	\$3,222	82.53%
07/01/05	12,335	13,290	955	92.81	2,890	33.06
07/01/03	11,831	12,907	1,076	91.66	2,584	41.64

Schedule of Employer Contributions for Political Subdivision Pension Plan

Fiscal Year	Annual Required Contribution	Contribution Made	Percentage Contributed
2009	\$471,232	\$471,232	100%
2008	491,517	491,517	100%
2007	478,187	478,187	100%
2006	338,163	338,163	100%
2005	332,686	332,686	100%

Note: The historical trend information about the Political Subdivision Pension Plan is presented as required supplementary information. The information is intended to help users assess the funding status on a going-concern basis and to assess progress made in accumulating assets to pay benefits when due.

Bristol Tennessee Essential Services
Required Supplemental Information (*continued*)

June 30, 2009

**Schedule of Funding Progress for
Bristol Tennessee Essential Services Retiree Benefit Plan**

<u>Schedule of Funding Progress</u>	<u>Actuarial Valuation Date July 1, 2007</u>
Active Employees	\$ 1,063,907
Inactive Employees	1,786,630
Actuarial Accrued Liability	<u>2,850,537</u>
Actuarial Value of Assets	<u>-</u>
Unfunded Actuarial Accrued Liability	2,850,537
Funded Ratio	0.0%
Annual Covered Payroll	
Ratio of Unfunded Actuarial Accrued Liability to Covered Payroll	

<u>Fiscal Year</u>	<u>Annual Required Contribution</u>	<u>Contribution Made</u>	<u>Percentage Contributed</u>
2009	\$247,432	\$ 47,432	19%
2008	241,607	241,607	100%

Note: The historical trend information about the Bristol Tennessee Essential Services Retiree Benefit Plan is presented as required supplementary information. The information is intended to help users assess the funding status on a going-concern basis and to assess progress made in accumulating assets to pay benefits when due.

Statistical Section

This part of Bristol Tennessee Essential Services' Comprehensive Annual Financial Report presents detailed information as a context for understanding what the information in the financial statements, note disclosures, and required supplementary information says about the company's overall financial health.

Contents	Page
Financial Trends	46
<i>These schedules contain trend information to help the reader understand how the company's financial performance and well-being have changed over time.</i>	
Revenue Capacity	50
<i>These schedules contain information to help the reader assess the company's revenue source and, sales of electricity and fiber optic products.</i>	
Debt Capacity	54
<i>These schedules present information to help the reader assess the affordability of the company's current levels of outstanding debt and the company's ability to issue additional debt in the future.</i>	
Demographic and Economic Information	55
<i>These schedules offer demographic and economic indicators to help the reader understand the environment within which the company's financial activities take place.</i>	
Operating Information	58
<i>These schedules contain service and infrastructure data to help the reader understand how the information in the company's financial report relates to the services the company provides and the activities it performs.</i>	

Bristol Tennessee Essential Services

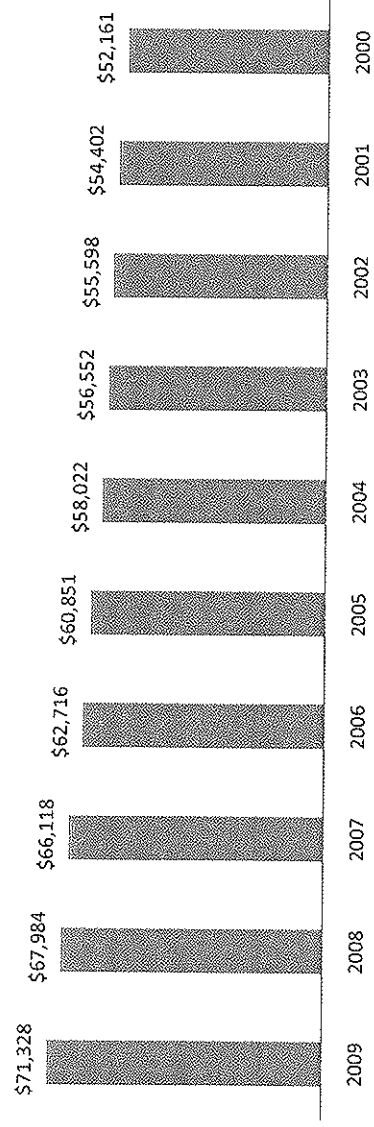
Schedule of Net Assets (Last Ten Years)

Fiscal Years 2009 - 2000 (in thousands)

	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000
Invested in capital assets, net of related debt	\$ 51,492	\$ 46,269	\$ 35,243	\$ 33,531	\$ 34,026	\$ 31,895	\$ 31,568	\$ 29,297	\$ 27,744	\$ 27,753
Unrestricted	19,836	21,715	30,875	29,185	26,825	26,127	24,984	26,301	26,658	24,408
Total net assets	\$ 71,328	\$ 67,984	\$ 66,118	\$ 62,716	\$ 60,851	\$ 58,022	\$ 56,552	\$ 55,598	\$ 54,402	\$ 52,161

Note 1: Information is summarized from audited financial statements for the year indicated.

Schedule of Net Assets (In Thousands)



Bristol Tennessee Essential Services

Statement of Revenues and Expenses (Last Ten Years)

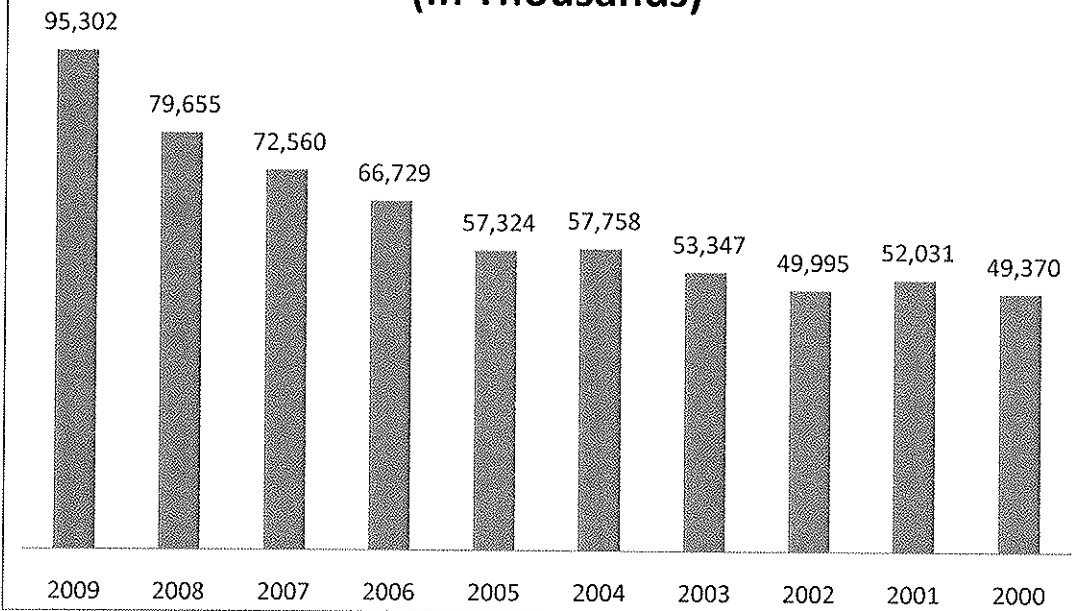
Fiscal Years 2009-2000 (in thousands)

	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000
Operating revenues:										
Residential	\$ 42,051	\$ 34,810	\$ 32,770	\$ 30,666	\$ 27,475	\$ 28,368	\$ 26,699	\$ 24,746	\$ 25,877	\$ 24,212
Commercial	5,567	4,822	4,585	4,363	3,936	3,888	3,621	3,373	3,562	3,442
Industrial	33,841	30,608	28,786	27,845	22,524	22,143	20,072	19,006	19,650	18,953
Street and outdoor lighting	1,270	1,089	1,033	984	965	911	855	852	919	844
Cable	4,405	2,765	1,605	248	-	-	-	-	-	-
Internet	2,322	1,373	687	105	-	-	-	-	-	-
Telephone	2,458	1,412	385	-	-	-	-	-	-	-
Other revenues	3,388	2,776	2,709	2,518	2,424	2,448	2,100	2,018	2,023	1,919
Total operating revenues	95,302	79,655	72,560	66,729	57,324	57,758	53,347	49,995	52,031	49,370
Cost of sales:										
Power purchased from TVA	74,785	64,518	59,438	56,598	47,253	48,516	44,857	41,676	43,630	41,265
Cable programming expense	2,620	1,548	801	71	-	-	-	-	-	-
Internet cost of sales	158	79	67	5	-	-	-	-	-	-
Telephone cost of sales	443	207	70	-	-	-	-	-	-	-
Total cost of sales	78,006	66,352	60,376	56,674	47,253	48,516	44,857	41,676	43,630	41,265
Gross profit	17,296	13,303	12,184	10,055	10,071	9,242	8,490	8,319	8,401	8,105
Operating expenses:										
Operations	4,043	3,646	3,363	2,826	2,829	2,743	2,599	2,412	2,339	2,213
Maintenance	4,130	3,563	3,029	2,750	2,560	2,635	2,533	2,319	2,275	2,212
Depreciation	3,388	2,756	2,377	2,024	1,938	1,898	1,960	1,918	1,863	1,814
Tax equivalents	407	377	318	238	214	212	206	195	857	868
Social security taxes	275	258	243	228	224	206	213	193	162	158
Interest on customer deposits	11	15	14	17	8	6	6	11	19	19
Total operating expenses	12,254	10,615	9,344	8,083	7,773	7,700	7,517	7,048	7,515	7,284
Operating income	5,042	2,688	2,840	1,972	2,298	1,542	973	1,271	886	821
Net non-operating revenue	(209)	429	1,655	986	892	628	587	591	1,355	1,071
Income before transfers	4,833	3,117	4,495	2,958	3,190	2,170	1,560	1,862	2,241	1,892
State Income Tax Expense	(44)	(52)	-	-	-	-	-	-	-	-
Transfers out--tax equivalents to the City of Bristol, Tennessee	(1,444)	(1,200)	(1,069)	(1,093)	(361)	(700)	(606)	(666)	-	-
Change in net assets	\$ 3,345	\$ 1,865	\$ 3,426	\$ 1,865	\$ 2,829	\$ 1,470	\$ 954	\$ 1,196	\$ 2,241	\$ 1,892

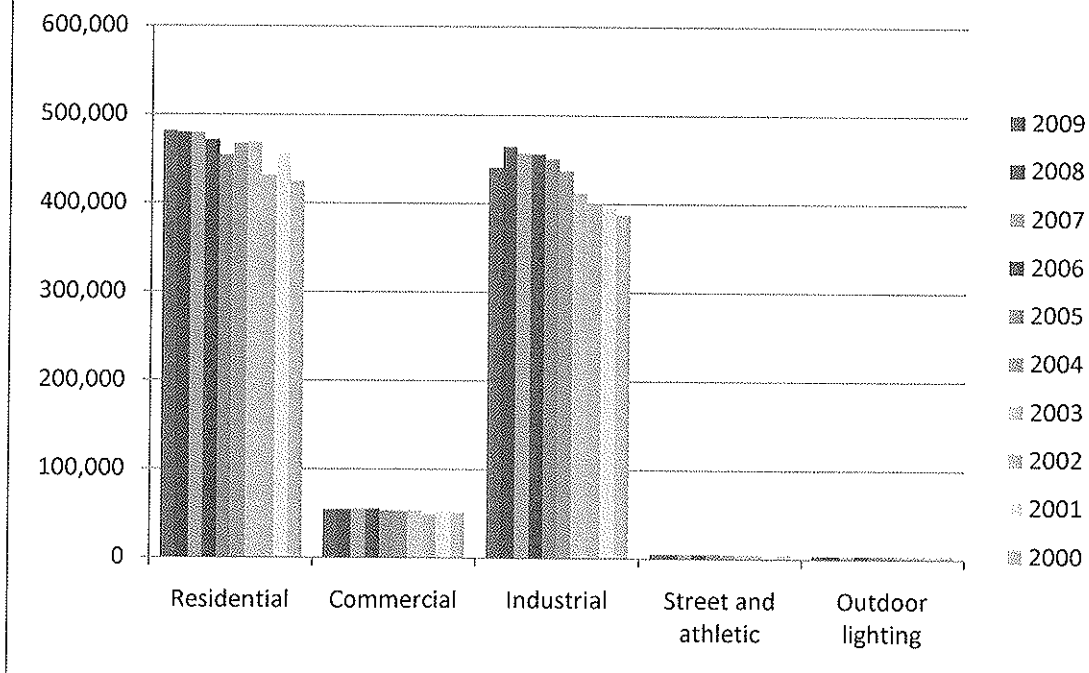
Note 1: Cable and internet services commenced in 2006.

Note 2: Telephone services commenced in 2007.

Operating Revenues Fiscal Years 2009-2000 (In Thousands)



Electric Consumption Fiscal Years 2009 - 2000 (In Thousands)



Bristol Tennessee Essential Services

Purchased Power, Consumption and Active Service Statistics (Last Ten Years)

Fiscal Years 2009-2000

	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000
Purchased power from Tennessee Valley Authority (megawatt hours)	1,031,991	1,054,810	1,047,479	1,039,435	1,003,918	1,014,411	997,525	935,485	961,853	918,151
Consumption (megawatt hours):										
Residential	481,865	480,237	479,605	472,002	454,880	468,611	469,302	432,282	456,277	425,639
Commercial	54,714	55,235	55,411	55,620	53,642	53,344	54,335	49,880	52,200	51,351
Industrial	441,209	464,356	457,434	456,250	451,031	437,853	412,832	398,728	396,534	388,268
Street and athletic	5,681	5,535	5,719	5,638	6,455	5,164	5,255	5,209	5,086	4,973
Outdoor lighting	4,031	4,030	3,625	4,150	4,105	4,139	4,211	4,221	4,297	4,359
Internal use	-	-	-	-	-	-	-	-	-	-
Total consumption	987,500	1,009,393	1,001,794	993,660	970,113	969,111	945,935	890,320	914,394	874,590
Line losses and megawatt hours accounted for	44,491	45,417	45,685	45,775	33,805	45,300	51,590	45,165	47,459	43,561
Percentage of line losses and megawatt hours unaccounted for to purchased power	4.31%	4.31%	4.36%	4.40%	3.37%	4.47%	5.17%	4.83%	4.93%	4.74%
Active service (number of power customers):										
Residential	28,572	28,600	28,166	28,070	27,760	27,650	27,458	27,360	27,234	26,951
Commercial	3561	3537	3500	3,500	3,425	3,332	3,291	3,304	3,229	3,241
Industrial	647	649	636	622	609	614	591	588	584	551
Street and athletic	39	40	40	40	41	41	41	38	38	38
Outdoor lighting	153	157	161	159	160	161	160	158	161	161
	32,972	32,983	32,503	32,391	31,995	31,798	31,541	31,448	31,246	30,942

Note: Information is compiled from internally generated statistical reports.

Bristol Tennessee Essential Services

Schedule of Electric Rates (Last Ten Years) (Unaudited)

Fiscal Years 2009 - 2000

	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000
Residential										
Monthly customer charge	\$ 6.42	\$ 6.42	\$ 6.29	\$ 6.29	\$ 6.29	\$ 6.29	\$ 5.52	\$ 5.52	\$ 5.52	\$ 5.52
Energy charge:										
First 1,000 kWh per month	0.07407	0.07212	0.06157	0.06352	0.05374	0.05374	0.05018	0.05018	0.05018	0.05018
Additional kWh per month	0.07962	0.07767	0.06701	0.06896	0.05918	0.05918	0.05615	0.05615	0.05615	0.05615
Commercial, Industrial, Governmental and Institutional										
Plan A-1 (demand up to 50 kW and usage up to 15,000 kWh):										
Customer charge per month	14.29	14.29	14.00	14.00	14.00	14.00	10.00	10.00	10.00	10.00
Energy charge	0.08461	0.08236	0.07112	0.07346	0.06240	0.06240	0.05820	0.05820	0.05820	0.05820
Plan A-2 (demand of 50 kW to 1,000 kW or demand less than 50 kW but usage in excess of 15,000 kWh):										
Customer charge per month	25.51	25.51	25.00	25.00	25.00	25.00	10.00	10.00	10.00	10.00
Demand charge:										
First 50 kW	-	-	-	-	-	-	-	-	-	-
Excess of 50 kW	10.83	10.49	9.63	10.06	8.56	8.56	7.86	7.86	7.86	7.86
Energy charge:										
First 15,000 kWh per month	0.08414	0.08189	0.07066	0.07300	0.06194	0.06194	0.05774	0.05774	0.05774	0.05774
Additional kWh per month	0.04900	0.04785	0.03947	0.04042	0.03420	0.03420	0.03184	0.03184	0.03184	0.03184
Plan A-3 (demand of 1,001 kW to 5,000 kW):										
Customer charge per month	25.51	25.51	25.00	25.00	25.00	25.00	10.00	10.00	10.00	10.00
Demand charge:										
First 1,000 kW	10.94	10.58	9.67	10.14	8.56	8.56	7.89	7.89	7.89	7.89
Excess of 1,000 kW	12.88	12.45	11.39	11.94	10.06	10.06	9.09	9.09	9.09	9.09
Energy charge	0.04900	0.04785	0.03947	0.04042	0.03420	0.03420	0.03184	0.03184	0.03184	0.03184

Bristol Tennessee Essential Services

Schedule of Electric Rates (Last Ten Years) (Unaudited) (continued)

Fiscal Years 2009 - 2000

	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000
Commercial, Industrial, Governmental and Institutional (continued)										
Plan B (demand of 5,001 kW to 15,000 kW)										
Customer charge per month	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00
Demand charge	13.59	13.16	12.33	12.89	10.96	10.96	10.23	10.23	10.23	10.23
Energy charge:										
First 620 kWh per month	0.04333	0.04234	0.03514	0.03588	0.03050	0.03050	0.02825	0.02825	0.02825	0.02825
Additional kWh per month	0.03636	0.03559	0.02883	0.02928	0.02477	0.02477	0.02306	0.02306	0.02306	0.02306
Plan C (demand of 15,001 kW to 25,000 kW)										
Customer charge per month	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00
Demand charge	13.70	13.27	12.44	13.00	11.07	11.07	10.34	10.34	10.34	10.34
Energy charge:										
First 620 kWh per month	0.04333	0.04234	0.03514	0.03588	0.03035	0.03035	0.02825	0.02825	0.02825	0.02825
Additional kWh per month	0.03636	0.03559	0.02883	0.02928	0.02477	0.02477	0.02306	0.02306	0.02306	0.02306
Plan D (demand in excess of 25,000 kW)										
Customer charge per month	-	-	-	-	-	-	1,500.00	1,500.00	1,500.00	1,500.00
Demand charge	-	-	-	-	-	-	12.60	12.60	12.60	12.60
Energy charge	-	-	-	-	-	-	0.02265	0.02265	0.02265	0.02265

Note 1: Summarized from internal records.

Bristol Tennessee Essential Services

Schedule of Telephone, Cable and Internet Rates (Unaudited)

Fiscal Years 2009 - 2006 (Last Four Years)

Telephone	2009	2008	2007	2006
Basic Telephone Service	22.90	22.90	22.90	-
<i>Includes: Caller ID w/ Name and Number, Call Waiting/Cancel Call Waiting, Unconditional Call Forwarding, Remote Access to Call Forwarding, Three-Way Calling, Speed Calling (One Digit), Caller ID for Call Waiting</i>				
Enhanced Telephone Service	28.90	28.90	28.90	-
<i>Includes: Above list of features plus Voicemail, *67 Caller ID Blocking, *66 Repeat Dialing, *69 Call Return, Anonymous Call Rejection</i>				
100 Minutes Long Distance	6.95	6.95	6.95	-
200 Minutes Long Distance	12.95	12.95	12.95	-
500 Minutes Long Distance	24.95	24.95	24.95	-
Unlimited Minutes Long Distance	29.95	29.95	29.95	-
Cable Television				
Expanded Basic	39.95	39.95	39.95	39.95
Digital:				
Basic	50.95	50.95	49.95	49.95
Bronze	59.95	59.95	59.95	59.95
Silver	67.95	67.95	67.95	67.95
Gold	72.95	72.95	72.95	72.95
Spanish Tier	4.95	4.95	4.95	-
High Definition Tier	9.95	9.95	9.95	6.95
Sports Tier	4.00	4.00	4.00	4.00
Pay-Per-View Movies:				
New release	3.95	3.95	3.95	3.95
Premium Packages:				
Cinemax	9.95	9.95	9.95	9.95
HBO	11.95	11.95	11.95	11.95
Showtime	11.95	11.95	11.95	11.95
STARZ	9.95	9.95	9.95	9.95
Internet				
64K Tier	16.95	16.95	16.95	16.95
2 Mbps Tier (1.5 Mbps in 2007)	29.95	29.95	29.95	29.95
4 Mbps Tier (3 Mbps in 2007)	39.95	39.95	39.95	39.95
6 Mbps Tier (5Mbps in 2007)	49.95	49.95	49.95	49.95
12 Mbps Tier	59.95	-	-	-

Note 1: Summarized from internal records.

Note 2: Cable and Internet services commenced in 2006.

Note 3: Telephone service commenced in 2007.

Bristol Tennessee Essential Services

Schedule of Principal Customers Ranked by Kwh Usage (Unaudited)

Current Year and Nine Years Ago

<u>Name</u>	<u>2009 Rank</u>	<u>2000 Rank</u>
Exide Corporation	1	1
City of Bristol, Tennessee	2	4
Modern Forge of Tennessee	3	3
Wellmont BRMC	4	2
GlaxoSmithKline Laboratories	5	5
King Pharmaceuticals	6	—
Royal Mouldings	7	—
Daramic, LLC	8	7
Bristol Metals, Inc.	9	6
Seaman Corporation	10	11
HSN Fulfillment LLC	11	—
King College	12	10
Fingerhut	—	8
Sprint	—	9

Note 1: Summarized from internal records.

Bristol Tennessee Essential Services

Schedule of Bonds Payable by Type

Fiscal Years 2009-2006 (Last Four Years)

	2009	2008	2007	2006
Revenue bonds (in thousands)	\$ 22,899	\$ 23,499	\$ 24,333	\$ 24,347
Number of customers	32,972	32,983	32,503	32,391
Outstanding debt per customer	\$ 694	\$ 712	\$ 749	\$ 752

Note: No outstanding debt existed prior to fiscal year 2006.

Bristol Tennessee Essential Services

Schedule of Power System Revenue Bond Coverage (in thousands)

Fiscal Years 2009-2006 (Last Four Years)

	Power Operating Revenues	Power Operating Expenses	Net Revenue for Debt Service	Debt Service Requirements			
				Principal	Interest	Total	Coverage
2009	85,761	81,373	4,388	455	1,032	1,487	2.95
2008	74,007	70,699	3,308	440	1,047	1,487	2.22
2007	69,850	64,934	4,916	-	1,055	1,055	4.66
2006	66,376	62,283	4,093	-	627	627	6.53

Note 1: Power operating expenses do not include depreciation.

Note 2: No outstanding debt existed prior to fiscal year 2006.

Bristol Tennessee Essential Services

Ten Largest Employers

Current Year and Last Year

<u>Name</u>	<u>2008</u> <u>Number of</u> <u>Employees</u>	<u>2007</u> <u>Number of</u> <u>Employees</u>
Wellmont	1,639	1,615
City of Bristol TN	824	824
Touchstone Wireless	528	528
King Pharmaceuticals	473	472
HSN	450	350
Bristol Metals	315	324
The Robinette Company	294	294
NESCC	285	-
Exide	260	960
Modern Forge	225	225

Note 1: Summarized from internal records.

Note 2: Service area information not available.

**BRISTOL TENNESSEE ESSENTIAL SERVICES
CLIMATOLOGICAL DATA
FISCAL YEARS 2009-2000**

Fiscal Year	Heating Degree Days *	Cooling Degree Days *
2009	4315	1013
2008	4002	1031
2007	4140	1120
2006	4038	1163
2005	4222	1068
2004	4141	1027
2003	4064	1132
2002	3921	1189
2001	4539	933
2000	4019	1082

SOURCE: U.S. Department of Commerce, National Oceanic and Atmospheric Administration

* Degree Day is a unit measuring the extent to which the average of the daily high and daily low temperature varies from a standard reference temperature. Based on a reference temperature of 65 degrees Fahrenheit, if the average of the daily high and daily low temperature (high plus low divided by 2) for a day is 70, then there are five cooling degree days for that day. Likewise, if the average of the daily high and daily low temperature was 60, then there were five heating degree days. This historical information can be used for forecasting system load and planning unit maintenance outages, to name a few.

**BRISTOL TENNESSEE ESSENTIAL SERVICES
DEMOGRAPHIC AND ECONOMIC STATISTICS
TRI-CITIES, TENNESSEE-VIRGINIA MSA
CALENDAR YEARS 2008-1999**

Calendar Year	Population	Per Capita Income	Personal Income	Median Age	Unemployment Rate
2008	500,538	\$29,184	N/A	40.8	5.6%
2007	497,240	\$27,644	\$14,492,799	40.6	5.3%
2006	493,796	\$26,671	\$8,987,850	40.7	4.3%
2005	490,238	\$27,163	\$9,360,578	42.0	4.6%
2004	479,830	\$25,299	\$9,751,870	39.6	4.8%
2003	485,884	\$23,878	\$10,128,666	39.2	5.9%
2002	485,300	\$22,302	\$10,726,989	40.2	5.3%
2001	484,900	\$22,302	\$11,166,649	39.7	5.0%
2000	480,091	\$22,119	\$11,495,389	39.7	4.5%
1999	465,700	\$21,201	\$11,843,457	39.4	4.4%

Information obtained from First Tennessee Development District.

Information for 2009 is not available.

Information regarding Personal Income for 2008 is not available.

Bristol Tennessee Essential Services
Schedule of Property, Casualty and Other Insurance (Unaudited)

June 30, 2009

Type of Coverage	Limits	Deductible	Period of Coverage	Company
Theft, disappearance and destruction	\$ 250,000	\$ -	12/04/08 to 12/04/11	Cincinnati Ins. Co.
Workers' compensation	500,000	-	12/04/08 to 12/04/09	Cincinnati Ins. Co.
General liability:		0 to 1,000	12/04/08 to 12/04/11	Cincinnati Ins. Co.
Products-completed operations aggregate	2,000,000			
Personal and advertising injury	1,000,000			
Each occurrence	1,000,000			
Fire damage (any one fire)	100,000			
Medical expense (any one person)	10,000			
Employee benefits:				
Each claim	1,000,000			
Aggregate	3,000,000			
Automobile policy:		100 to 1,000	12/04/08 to 12/04/09	Cincinnati Ins. Co.
Liability	1,000,000			
Comprehensive	Actual Cash Value			
Uninsured motorist	1,000,000			
Collision	Actual Cash Value			
Medical payments	5,000 per person			
Commercial umbrella liability	20,000,000	-	12/04/08 to 12/04/11	Cincinnati Ins. Co.
Fire, extended coverage & vandalism and malicious mischief:		10,000	12/04/08 to 12/04/11	Cincinnati Ins. Co.
On premise property	23,281,918			
Off premise property	250,000			

Bristol Tennessee Essential Services

Schedule of Property, Casualty and Other Insurance (Unaudited) (continued)

June 30, 2009

Type of Coverage	Limits	Deductible	Period of Coverage	Company
Scheduled property floater:				
Flood	\$ 2,000,000	\$ 25,000	12/05/08 to	Cincinnati Ins. Co.
Earthquake	10,000,000	500,000	12/04/11	
Directors & officers liability	10,000,000	0 to 10,000	04/28/08 to 04/28/11	Cincinnati Ins. Co.
Boiler & machinery policy	500,000	5,000 to 12/04/08 to 50,000 12/04/09		Cincinnati Ins. Co.
Employee dishonesty	500,000	1,000	12/04/08 to 12/04/11	Cincinnati Ins. Co.
Electronic data processing equipment and media	4,118,134	1,000	12/04/08 to 12/04/11	Cincinnati Ins. Co.
Mobile property - machinery	1,027,228	250	12/04/08 to 12/04/11	Cincinnati Ins. Co.
Employment related practices liability:		2,500	12/04/08 to 12/04/11	Cincinnati Ins. Co.
Each insured event limit	1,000,000			
Total limit	1,000,000			

Note 1: Information is compiled from internal records.

Bristol Tennessee Essential Services

Schedule of Employees (Last Ten Years) (Unaudited)

Fiscal Years 2009 - 2000

<u>Fiscal Year</u>	<u>Full Time</u>	<u>Part Time</u>	<u>Total</u>
2009	60	5	65
2008	60	5	65
2007	60	2	62
2006	60	1	61
2005	60	1	61
2004	60	1	61
2003	60	5	65
2002	60	3	63
2001	60	2	62
2000	60	1	61

Note 1: Summarized from internal records.

BRISTOL TENNESSEE ESSENTIAL SERVICES**STATISTICS - JUNE 2009**

2470 Volunteer Parkway, Bristol, TN 37620

P. O. Box 549, Bristol, TN 37621

Telephone: 423-968-1526

FAX Number: 423-793-5545

Power Outage Number: 423-968-BTES (968-2837)

Internet, Telephone and Cable TV Help Desk: 423-793-5555

Miles of Line1,276

NUMBER OF CUSTOMERS

Large General Power (>50 kW).....	647
Small General Power (<50 kW).....	3,561
Residential	28,572
Street and Outdoor Lighting	192
Total	32,972
Employees/1000 Customers	1.96

NUMBER OF FIBER OPTIC CUSTOMERS

Residential Cable Television Customers	8,485
Commercial Cable Television Customers	235
Residential Internet Customers	6,507
Commercial Internet Customers	315
Residential Telephone Customers.....	5,454
Commercial Telephone Customers.....	271
Total Services	21,267
Total Homes and Businesses Served	9,860



Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

Board of Directors
Bristol Tennessee Essential Services

We have audited the financial statements of Bristol Tennessee Essential Services ("BTES"), an enterprise fund of the City of Bristol, Tennessee, as of and for the year ended June 30, 2009, and have issued our report thereon dated November 2, 2009. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States of America.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered BTES' internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of BTES' internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of BTES' internal control over financial reporting.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects BTES' ability to initiate, authorize, record, process, or report financial data reliably in accordance with accounting principles generally accepted in the United States of America such that there is more than a remote likelihood that a misstatement of BTES' financial statements that is more than inconsequential will not be prevented or detected by BTES' internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by BTES' internal control.

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



Board of Directors
Bristol Tennessee Essential Services

Compliance and Other Matters

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

This report is intended solely for the information of BTES, management, others within BTES and the State of Tennessee Comptroller of the Treasury and is not intended to be and should not be used by any one other than these specified parties.

Coulter & Justus, P.C.

Knoxville, Tennessee
November 2, 2009