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# CHAMBLISS

CHAMBLISS, BAHNER & STOPHEL, P.C.

RECEIVED  
FREDERICK L. HITCHCOCK  
DIRECT DIAL (423) 756-0222  
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rhitchcock@chamblisslaw.com  
T.R.A. DOCKET ROOM

February 10, 2015

**Via Email and FedEx**

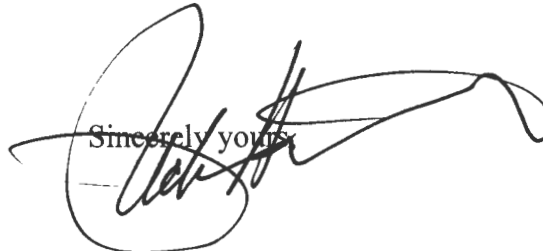
Hon. Herbert H. Hilliard, Chairman  
c/o Ms. Sharla Dillon  
Tennessee Regulatory Authority  
502 Deaderick Street, 4<sup>th</sup> Floor  
Nashville, TN 37243

Re: TRA Docket No. 14-00121

Dear Chairman Hilliard:

Enclosed please find an original and five (5) copies of the City of Chattanooga's Petition to Intervene. I would appreciate you filing this document electronically and stamping the extra hard copy of the document as "filed," and returning it to me in the enclosed, self-addressed and stamped envelope.

With best regards, I am

Sincerely yours,  


Frederick L. Hitchcock

FLH:pgh  
Enclosure

cc: Ms. Kelly Cashman-Grams (w/ encl.)  
Mr. Wade Hinton (w/ encl.)  
Mr. Vance Broemel (w/ encl.)  
Mr. Wayne Irvin (w/ encl.)  
Mr. Melvin Malone (w/ encl.)  
Ms. Valeria Gomez (w/ encl.)

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

RECEIVED

FEB 11 AM 10:33

T.R.A. DOCKET ROOM

**IN RE:**

**PETITION OF TENNESSEE-AMERICAN  
WATER COMPANY REGARDING THE  
2015 INVESTMENT AND RELATED  
EXPENSES UNDER QUALIFIED  
INFRASTRUCTURE INVESTMENT  
PROGRAM RIDER, THE ECONOMIC  
DEVELOPMENT INVESTMENT RIDER,  
AND THE SAFETY AND  
ENVIRONMENTAL COMPLIANCE RIDER**

**Docket No. 14-00121**

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**PETITION TO INTERVENE**

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The City of Chattanooga, Tennessee, a municipal corporation, by and through counsel, pursuant to Tenn. Code Ann. § 65-2-107 and Rule 1220-1-2-.08 of the *Rules of the Tennessee Regulatory Authority, Division of Practice and Procedure*, petitions to intervene in this docket because the legal rights, duties, privileges, immunities, or other legal interests of the City of Chattanooga and its citizens may be adversely affected by the proposed revised tariffs submitted by Petitioner Tennessee American Water Company ("TAWC").

For its cause, the City of Chattanooga would show as follows:

1. This is a contested case within the meaning of Tenn. Code Ann. § 65-2-101(2), as it will involve the determination of the legal rights, duties, or privileges of specific parties and will result in the fixing of rates.

2. TAWC is a Tennessee corporation regulated by the Tennessee Regulatory Authority ("TRA"). TAWC is a public utility and is engaged in providing residential, commercial, industrial, and municipal water service, including public and private fire protection service to the City of Chattanooga and surrounding areas.

3. The present docket, Docket No. 14-00121, involves a Petition by TAWC seeking approval of revised tariffs incorporating rate increases to recover expenses under the alternative regulatory methods authorized pursuant to Tenn. Code Ann. § 65-5-103, *et seq.*

4. The City of Chattanooga is a proper party to intervene in this case, as the City of Chattanooga is a customer of TAWC. Moreover, the City seeks to protect the legal rights, duties, privileges, immunities, or other legal interests of the City of Chattanooga and its citizens as may be determined in these proceedings.

5. As discussed herein and as will be shown at the hearing, TAWC's proposed tariffs (i) violate Tenn. Code Ann. § 65-5-103(d) in that they are manifestly not in the public interest and (ii) violate Tenn. Code Ann. § 65-5-103(d)(5), §§ 65-5-103(d)(3) and (d)(4), and § 65-5-103(d)(2) in that they seek recovery of expenses and investments not authorized by the alternative regulatory methods described in those subsections.

**TAWC'S ASSURANCES TO THE CITY OF CHATTANOOGA  
FOR PURPOSES OF ENSURING PROTECTION OF THE PUBLIC INTEREST**

6. Shortly after TAWC filed its Petition in Docket No. 13-00130 seeking approval of alternative regulatory methods under Tenn. Code Ann. § 65-5-103(d), TAWC requested that the City of Chattanooga agree not to oppose its requests. The City of Chattanooga agreed to forego opposition to TAWC's petition, if TAWC agreed to procedures that would insure that the proposed alternative rate mechanisms and the costs recovered through the mechanisms are, and remain, in the public interest.

7. In a letter dated November 6, 2013, attached as Exhibit A, The City of Chattanooga requested that TAWC agree to a set of notice and consultation procedures to permit the City to receive timely information – and to have the opportunity for timely input –

concerning TAWC plans for expenditures and investments that would be recovered under the four (4) proposed riders.

8. In a letter dated November 25, 2013, attached as Exhibit B (“TAWC 11/25/2013 Letter”), TAWC agreed to provide regular reports and notices and to afford the City timely opportunity for consultation to address the City’s concerns that the proposed alternative rate mechanisms and the costs recovered through the mechanisms would not be in the public interest. TAWC recognized that “[i]t is beneficial to both the consumers and the Company for the Company to learn of and discuss the City’s feedback, input and observations.” *Id.* at p. 2.

9. In spite of TAWC’s express agreement, TAWC has failed to provide to the City of Chattanooga promised reports and notices and has failed to provide the promised opportunities for consultation.

#### **TAWC’S QIIP RIDER**

10. TAWC has failed to comply with its express agreement to provide reports and notices and the opportunity for timely consultation with the City of Chattanooga concerning TAWC’s proposed Qualified Infrastructure Investment Program, adopted pursuant to Tenn. Code Ann. § 65-5-103(d)(5) (the “QIIP Rider”).

a. TAWC failed to provide to the City of Chattanooga the promised “detailed infrastructure investments/improvement plan for the upcoming year, including the nature and locations of planned infrastructure improvements, and how such investments will benefit customers within the Company’s current service territory.” *See* TAWC 11/25/2013 Letter at pp. 1-2.

b. TAWC failed to provide to the City of Chattanooga the promised opportunity to review and discuss the “detailed infrastructure investments/improvement plans”. See TAWC 11/25/2013 Letter at p. 2.

c. TAWC failed to provide “quarterly reports to the City outlining the progress on the Company’s annual infrastructure investments/improvement plan, *including any changes to the plan.*” *Id.* (emphasis supplied). TAWC communications in July and September, 2014, did not include the promised information. Further, because TAWC had failed to provide its annual plan, the July and September communications provided no basis for determining what, if any, changes had been made to the plan.

d. TAWC failed to notify the City of Chattanooga of decisions to delay completion of various projects scheduled for 2014, as disclosed in the pre-filed testimony of Brent E. O’Neill, P.E., in Docket No. 14-00121. See O’Neill pre-filed testimony at p. 6. Upon information and belief, TAWC has already received funding for all or portions of these delayed projects under approved tariffs, but has diverted those funds to other purposes. Thus, as it has repeatedly done in prior rate cases, TAWC seeks rate increases under the QIIP rider to pay for improvements for which it has already received rate increases, in violation of applicable law, including Tenn. Code Ann. § 65-5-103(d)(5).

e. TAWC’s failure to abide by its agreement with the City of Chattanooga concerning the QIIP Rider, its failure to timely provide promised annual budget information, its failure to provide quarterly updates and to advise the City of Chattanooga of changes in its plans, its failure to undertake discussions with the City of Chattanooga as promised, and its efforts to obtain rate increases under the QIIP Rider for improvements for which rate increases have already been provided demonstrate that the

TAWC's revised tariffs are in violation of applicable law and are fundamentally not in the public interest.

#### **TAWC'S ED Rider**

11. TAWC has failed to comply with procedures, to which it expressly agreed, to insure that its "Economic Development Investment Rider" pursuant to Tenn. Code Ann. § 65-5-103(d)(3) and (d)(4) ("ED Rider") was consistent with State law and was in the public interest. TAWC agreed that "[t]o help ensure that any Company expenses related to the promotion of economic development serve the public interest, the Company, as requested by the City, will coordinate with the City, which has central responsibility for planning and promoting the community's economic development." See TAWC 11/25/2013 Letter at p. 2. TAWC agreed to provide "advance notice to the City of all proposed expenditures related to economic development efforts under the Rider." *Id.*

a. TAWC has failed to provide advance notice to the City of Chattanooga of expenditures that TAWC seeks to recover in Docket No. 14-00121 under the ED Rider.

b. TAWC has failed to provide the City of Chattanooga the opportunity to review and discuss proposed economic development expenditures.

c. In spite of TAWC's express agreement that TAWC would ensure that its expenditures under the ED Rider would support the City of Chattanooga's economic development program, TAWC's petition and pre-filed testimony in Docket No. 14-00121 establish that TAWC is seeking to recover expenses and investments under the ED Rider that have no relationship to the economic development needs of the Chattanooga community.

d. TAWC's efforts to seek recovery under the revised tariffs of expenses and investments that do not support economic development violate applicable law, including Tenn. Code Ann. § 65-5-103(d)(3) and (d)(4).

e. TAWC's failure to abide by its agreement to provide notice to the City of Chattanooga of proposed economic development expenditures and to seek the City's concurrence as to the appropriateness of those expenses and investments demonstrate that TAWC's revised tariffs and the increases that TAWC seeks under the revised tariffs are fundamentally not in the public interest.

#### **TAWC'S SAFETY RIDER**

12. TAWC's proposed revised tariff violates Tenn. Code Ann. § 65-5-103(d)(2) by seeking recovery under a Safety Rider, authorized by that subsection, of environmental compliance expenses and investments that are not related to safety requirements imposed by the state or federal government. Tenn. Code Ann. § 65-5-103(d)(2) does not provide for recovery of environmental compliance expenses or investments, instead only providing for recovery through an alternative rate mechanism of:

operational expenses, capital costs or both, if such expenses or costs are found by the authority to be in the public interest, related to any one (1) of the following:

- (i) Safety requirements imposed by the state or federal government;
- (ii) Ensuring the reliability of the public utility plant in service; or
- (iii) Weather-related natural disasters.

a. TAWC recognized that "the statute does not expressly use the language 'environmental compliance' . . ." and agreed that it would not seek recovery of environmental expenses that were not directly related to safety requirements imposed by the state or federal government. *See* TAWC 11/25/2013 Letter at p. 2.

b. TAWC has failed to comply with its agreement to provide quarterly reports to the City “sufficiently demonstrating that any environmental compliance sought by the Company under this Rider, should it be approved by the TRA, are being spent only on recovery of safety requirements consistent with the statute.” *Id.*

c. In spite of its acknowledgment that Tenn. Code Ann. § 65-5-103(d)(2) does not provide for recovery of non-safety environmental expenses, TAWC’s petition and pre-filed testimony in Docket No. 14-00121 establish that TAWC is seeking to recover non-safety related environmental compliance expenses and investments, in violation of Tenn. Code Ann. § 65-5-103(d)(2).

d. TAWC’s failure to abide by its agreement with the City of Chattanooga and its attempt to recover non-safety environmental expenses and investments in the revised tariffs submitted under the alternative rate mechanism provided by Tenn. Code Ann. § 65-5-103(d)(2) demonstrate that TAWC’s revised tariffs and the increases that TAWC seeks under the revised tariffs are fundamentally not in the public interest.

#### **TAWC’S PASS-THROUGH RIDER**

13. TAWC has failed to follow agreed procedures to insure that its “Pass-Through Rider” pursuant to Tenn. Code Ann. § 65-5-103(d)(5)(B) was consistent with State law and was in the public interest.

a. In spite of TAWC’s express agreement, TAWC has failed to “provide detailed information to the City of Chattanooga on a quarterly basis of any increase or decrease with respect to each type of non-discretionary expense, consistent with the proposed Rider as approved by the TRA.” *See* TAWC 11/25/2013 Letter at p. 3. The reports provided by TAWC in July and September did not include such information.

b. In spite of TAWC's express agreement, TAWC has failed to "provide the opportunity for the City and Company to discuss the application of the [Pass-Through Rider] on a continuing, going-forward basis. *Id.*

14. Only by intervening and participating in this proceeding can the City of Chattanooga properly protect its interests and the interests of its citizens.

WHEREFORE, the City of Chattanooga respectfully requests that the Authority grant the Petition to Intervene.

Respectfully Submitted,

CITY OF CHATTANOOGA

By: Wade Hinton by F.H. W. permission  
Wade Hinton (BPR No. 20473)

City Attorney

300 City Hall Annex

East 11<sup>th</sup> Street

Chattanooga, TN 37403

(423) 643-8225

Email: [hinton\\_wade@chattanooga.gov](mailto:hinton_wade@chattanooga.gov)

CHAMBLISS, BAHNER & STOPHEL, P.C.

By: [Signature]  
Frederick L. Hitchcock (BPR No. 005960)

Willa B. Kalaidjian (BPR No. 029606)

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(423) 757-0222 – Telephone

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Email: [rhitchcock@cbslawfirm.com](mailto:rhitchcock@cbslawfirm.com)

**CERTIFICATE OF SERVICE**

I do hereby certify that a true and correct copy of the foregoing pleading was emailed and was served upon the following person(s) via ☐ hand delivery or ☒ United States first class mail with proper postage applied thereon to ensure prompt delivery:

Vance Broemel  
Wayne Irvin  
Assistant Attorney General  
Office of the Tennessee Attorney General  
Consumer Advocate and protection Division  
P.O. Box 20207  
Nashville, TN 37202-0207

Melvin Malone  
Valeria Gomez  
Butler Snow LLP  
150 3<sup>rd</sup> Avenue South, Suite 1600  
Nashville, TN 37201

This 10<sup>th</sup> day of February, 2015.

By  \_\_\_\_\_

EXHIBIT A



Wade A. Hinton  
City Attorney

Phillip A. Noblett  
Deputy City Attorney

## City of Chattanooga

Office of the City Attorney

Kenneth O. Fritz  
Valerie L. Malueg  
Keith J. Reisman  
Melinda Foster  
Assistants

November 6, 2013

**BY HAND DELIVERY**

Mr. Deron Allen  
Tennessee American Water Company  
1101 Broad Street  
Chattanooga, TN 37402

Dear Mr. Allen:

This letter is in response to Tennessee American Water Company's recently filed petition referenced hereinabove and a follow-up to our discussions regarding this petition. As you mentioned in our discussions and as reflected in the petition, Tennessee American Water Company (the "Company") is requesting a rate increase pursuant to Tenn. Code Ann. § 65-5-103, as amended by Chapter 245 of the Tennessee Public Acts of 2013 (the "Statute").

To qualify for the new, alternative rate recovery mechanisms, the Company's request must meet certain conditions outlined in the Statute. Those conditions apply to all mechanisms related to the recovery of (1) operational expenses, capital costs or both related to safety requirements, facility reliability, or weather-related natural disasters; (2) operational expenses, capital costs or both related to the expansion of infrastructure for the purpose of economic development; (3) expenses associated with efforts to promote economic development in the utility's service area; and (4) operational expenses, capital costs or both related to non-discretionary expenses and other approved programs.

Among the most important of the conditions set forth in the Statute is the requirement that the Tennessee Regulatory Authority ("TRA") find that proposed alternative rate recovery mechanisms and/or the costs recovered through the mechanisms are in the public interest.

Because the large majority of the Company's customers and sales are located within the City of Chattanooga ("City"), the City has an important perspective on the potential impact of the Company's proposals on the public interest. The goal of this letter is to outline a process that would allow the City to help ensure that the Company's expenses and costs recovered in alternative rate mechanisms, as outlined in the petition, meet the intent of the Statute and protect the public interest. With this in mind, it is the position of the City that it would be to the benefit of both the City and the Company if the parties could adopt a platform for sharing and review of information regarding the Company's expenses and costs sought to be recovered in the

alternative mechanisms and a methodology for accountability. Let me make it clear that the City has no desire to dictate how the Company operates; however, it does have a vested interest to make sure the citizens of Chattanooga have a fundamental understanding of how the rate increases sought will benefit the City and its residents. Further, it is an essential component of the Statute that any such rate increase be in the best interest of the public. We believe a platform of shared information would ensure transparency and avoid a need for the City to intervene in the Company's present rate case.

With this in mind, the City would submit the following as both an initial proposal and request for more information related to the cost recovery programs outlined in the Company's petition:

➤ OPERATIONAL EXPENSES, CAPITAL COSTS OR BOTH RELATED TO OTHER PROGRAMS THAT ARE FOUND TO BE IN THE PUBLIC INTEREST

The Company has requested the TRA to approve a "Qualified Infrastructure Investment Program" pursuant to Tenn. Code Ann. § 65-5-103(d)(5), as an "other program" that is in the public interest. In the Company's previous rate cases and at other times, the City has requested details on the Company's capital expenditures and infrastructure improvement plans, but has not been provided meaningful access to this information. The Company's last Comprehensive Planning Study was completed in 2000 and, therefore, the City and its residents do have a current understanding of the Company's infrastructure needs. In each of the recent rate cases, the Company has requested and the TRA has approved higher rates to fund capital programs that the Company has not implemented. Furthermore, the City believes that many of the capital expenditures that have been made in recent years have financed improvements that have been intended to support expansion of the Company's service area, with minimal benefits to City residents.

The City proposes that the Company provide an annual plan by an agreed date prior to the start of each year detailing the Company's infrastructure investments planned for the current year, the nature and locations of planned infrastructure improvements, and how such investments will directly benefit customers within the Company's current service territory. The City also proposes that the Company provide quarterly reports to the City describing progress on the Company's annual infrastructure improvement plan and any changes to the annual plan. The City should have an opportunity to review and comment to the Company and the TRA on the annual plan and quarterly reports, and the Company should express a willingness to consider and report back to the City and the TRA on changes it has made to the plan to give effect to any concerns voiced by the City or the reasons it has declined to do so.

➤ EXPENSES ASSOCIATED WITH THE EXPANSION OF INFRASTRUCTURE FOR THE PURPOSE OF ECONOMIC DEVELOPMENT AND EFFORTS TO PROMOTE ECONOMIC DEVELOPMENT

The Company has requested the TRA to approve an "Economic Development Investment Rider" pursuant to Tenn. Code Ann. §§ 65-5-103(d)(3) and (d)(4). To help ensure that any Company expenses related to the promotion of economic development serve the public interest, the City believes that any expenditure of funds recovered under the Company's proposed rider should be coordinated with the City which has central responsibility for planning and promoting the community's economic development. To this end, the City believes that it would be appropriate for the Company to provide advance notice to the City's mayor of all proposed expenditures related to economic development efforts for review and approval. The City believes such information sharing is consistent with the public interest requirements under the Statute and will help ensure that the Company's investments have a direct economic benefit within the Company's current service area.

➤ INVESTMENTS RELATED TO SAFETY REQUIREMENTS, FACILITY RELIABILITY, OR WEATHER DISASTERS

The Company has requested a "Safety and Environmental Compliance Rider" pursuant to Tenn. Code Ann. § 65-5-103(d)(2), which provides that the TRA may authorize a mechanism to recover operational expenses, capital costs or both related to safety requirements imposed by the state or federal government. We note, first, that the Statute does not authorize recovery of environmental compliance requirements. The City is concerned that the broad request by the Company to recover safety and environmental expenses could lead to the improper classification of environmental compliance expenses as "safety requirements". To ensure that the statutory requirements are met and that the public interest is served, the City proposes that the Company should not recover costs and expenses relating to environmental compliance under this Rider and should demonstrate in reports submitted to the City and the TRA each quarter that funds raised by this Rider are being spent only on recovery of safety requirements.

➤ CHANGES IN ESSENTIAL, NON-DISCRETIONARY EXPENSES, SUCH AS FUEL AND POWER AND CHEMICAL EXPENSES

Finally, the Company has requested "Pass-Throughs for Purchased Power, Chemicals, Purchased Water, Wheeling Water Costs, Waste Disposal, and TRA Inspection Fee" pursuant to Tenn. Code Ann. § 65-5-103(d)(5)(B), which allows a public utility to request a mechanism to permit a more timely adjustment of rates resulting from changes in essential, non-discretionary expenses. The City would like to discuss further the specific elements sought to be included in this Rider, including "wheeling water costs". This Rider should, of course, take into account both

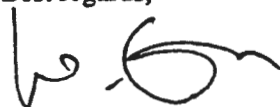
Mr. Deron Allen  
Page 4  
November 6, 2013

increases and decreases and provide an opportunity for adjustment upward and downward. The City requests that the Company provide detailed information to the City on a quarterly basis of any increase or decrease to each type of non-discretionary expense that the TRA may approve for inclusion in this Rider.

We respectfully request that the Company respond to these requests not later than Friday, November 8, 2013, and ask for a follow up meeting to discuss process on Friday, November 15, 2013, with the time to be determined at a later date. Certainly, it is our hope that we can build on the momentum of goodwill extended by the Company and partner to ensure that we work together in a way that avoids any hardship for our citizens. We also believe that the mechanisms described in this letter can be beneficial to the Company to better understand the City's needs – specifically, in the areas of economic development and infrastructure.

If you need clarification on the proposal or request, please feel free to contact me or Rick Hitchcock at your first convenience.

Best regards,

A handwritten signature in black ink, appearing to read 'W. Hinton', with a stylized flourish at the end.

WADE A. HINTON  
*City Attorney*

WAH/mms



## EXHIBIT B

Tennessee American Water  
1101 Broad Street  
Chattanooga, TN 37402  
amwater.com

November 25, 2013

### **BY HAND DELIVERY**

Wade A. Hinton, City Attorney  
100 E. 11<sup>th</sup> Street, Suite 200  
Chattanooga, TN 37402

Dear Mr. Hinton:

I am writing in response to your November 6, 2013, letter (the "Letter"). I appreciate the Letter and the discussions that we have had both before and after November 6<sup>th</sup> with respect to Tennessee-American Water Company's ("TAWC" or "Company") recent petition with the Tennessee Regulatory Authority ("TRA" or "Authority") pursuant to Tenn. Code Ann. § 65-5-103 (the "Petition") and its potential impact on consumers. I understand and value the concerns of the City of Chattanooga (the "City").

As we have discussed, the TRA will carefully review and analyze the Petition and conduct a public hearing on the same before determining whether to approve it. Moreover, the Attorney General's Office will participate in the hearing to represent the interests of Tennessee consumers. Nonetheless, I respect the City's proactive diligence in evaluating the Petition and its potential impact.

Understanding the City's concerns, and fully persuaded of the many substantive benefits of both the alternative regulatory methods recently established by the Tennessee General Assembly and the proposed mechanisms set forth in TAWC's Petition, TAWC, as set forth below, is pleased to adopt the four-pronged approach outlined in the Letter to address the City's concerns.

\* \* \* \* \*

### **➤ OPERATIONAL EXPENSES, CAPITAL COSTS OR BOTH RELATED TO OTHER PROGRAMS THAT ARE FOUND TO BE IN THE PUBLIC INTEREST**

The Company has requested the TRA to approve a "Qualified Infrastructure Investment Program" pursuant to Tenn. Code Ann. § 65-5-103(d)(5). As requested by the City, and prior to January 1 each year (unless a different date is more reasonable and practicable depending upon the actual effective date of any such alternative regulatory method)

TAWC will provide, on an annual basis, a detailed infrastructure investments/improvement plan for the upcoming year, including the nature and locations of planned infrastructure improvements, and how such investments will benefit customers within the Company's current service territory. The Company will provide the City with this annual plan on a reasonable timeframe, so that the City and the Company will have an opportunity to review and discuss the same. As further requested by the City, the Company will provide quarterly reports to the City outlining the progress on the Company's annual infrastructure investments/improvement plan, including any changes to the plan. As previously discussed, this information will lay the groundwork for the Company and the City to jointly review and discuss both the annual plan and the quarterly reports. It is beneficial to both the consumers and the Company for the Company to learn of and discuss the City's feedback, input and observations.

➤ **EXPENSES ASSOCIATED WITH THE EXPANSION OF INFRASTRUCTURE FOR THE PURPOSE OF ECONOMIC DEVELOPMENT AND EFFORTS TO PROMOTE ECONOMIC DEVELOPMENT**

The Company has requested the TRA to approve an "Economic Development Investment Rider" pursuant to Tenn. Code Ann. §§ 65-5-103(d)(3) and (d)(4). To help ensure that any Company expenses related to the promotion of economic development serve the public interest, the Company, as requested by the City, will coordinate with the City, which has central responsibility for planning and promoting the community's economic development. In doing so, and as requested by the City, the Company will provide advance notice to the City of all proposed expenditures related to economic development efforts under the Rider. The Company will provide the City with such advance notice on a reasonable timeframe, so that the City and the Company will have an opportunity to review and discuss the same. This coordination will support the City's efforts to ensure that the Company's investments under this proposed mechanism have the intended economic benefit within the Company's current service area.

➤ **INVESTMENTS RELATED TO SAFETY REQUIREMENTS, FACILITY RELIABILITY, OR WEATHER DISASTERS**

The Company has requested a "Safety and Environmental Compliance Rider" pursuant to Tenn. Code Ann. § 65-5-103(d)(2), which provides, in part, that the TRA may authorize a mechanism to recover operational expenses, capital costs or both related to safety requirements imposed by the state or federal government, efforts to ensure the reliability of the public utility plant in service and weather-related natural disasters. As the statute does not expressly use the language "environmental compliance," the City is concerned that the use of this term under this proposed alternative regulatory method to recover safety and environmental expenses could lead to the improper classification of some "non-safety" environmental compliance expenses as "safety requirements." Recognizing this concern, the Company will provide quarterly reports to the City sufficiently demonstrating that any environmental compliance sought by the Company under this Rider, should it be approved by the TRA, are being spent only on recovery of safety requirements consistent with the statute.

➤ **CHANGES IN ESSENTIAL, NON-DISCRETIONARY EXPENSES, SUCH AS FUEL AND POWER AND CHEMICAL EXPENSES**

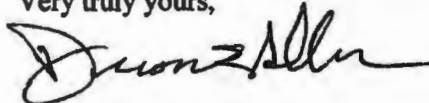
The Company has requested "Pass-Throughs for Purchased Power, Chemicals, Purchased Water, Wheeling Water Costs, Waste Disposal, and TRA Inspection Fee" pursuant to Tenn. Code Ann. § 65-5-103(d)(5)(B), which, in general, allows a public utility to request a mechanism to permit a more timely adjustment of rates resulting from changes in essential, non-discretionary expenses. As we have previously discussed, the Purchased Water and Wheeling Water Costs are, for the most part, not applicable to the City. Moreover, as proposed in the Petition, this Rider contemplates pass-throughs for both increases and decreases of such expenses. Finally, as requested by the City, the Company will provide detailed information to the City on a quarterly basis of any increase or decrease with respect to each type of non-discretionary expense, consistent with the proposed Rider as approved by the TRA. This will provide the opportunity for the City and Company to discuss the application of this Rider on a continuing, going forward basis.

\* \* \* \* \*

The above-outlined, good faith approach will aid and support the City's efforts to monitor and evaluate any TRA-approved alternative regulatory methods, as proposed in TAWC's Petition, on an ongoing basis and properly position the City to act in the best interests of consumers. Moreover, it will provide the City with relevant information to support its efforts to ensure that the Company remains within the framework of any TRA-approved alternative regulatory methods and that the consumer and community benefits contemplated under such methods are realized.

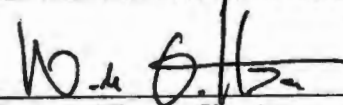
I appreciate the City's engagement on these important issues and very much look forward to continuing our efforts to work together for the good of the Greater Chattanooga community.

Very truly yours,



Deron Allen, President  
Tennessee-American Water Company

**RECEIVED AND ACKNOWLEDGED:**

By:   
Wade A. Hinton, City Attorney  
Chattanooga, Tennessee

Date: 11/25/2013