Certified Public Accountants
& Consultants

JACKSON
THORNTON

The Tennessee Energy Acquisition Corporation
March 31, 2019
Financial Statements

The Tennessee Energy Acquisition Corporation

Index

JACKSON THORNTON

Independent Auditor's Report

The Board of Directors
The Tennessee Energy Acquisition Corporation
Clarksville, Tennessee

Report on the Financial Statements
We have audited the accompanying financial statements of The Tennessee Energy Acquisition Corporation (the Corporation) which comprise the balance sheets as of March 31, 2019 and 2018, and the related statements of revenues, expenses, and changes in net position, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
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. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Tennessee Energy Acquisition Corporation as of March 31, 2019 and 2018, and the changes in financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

JACKSON THORNTON

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated July 2, 2019 on our consideration of the Corporation's 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 solely 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 the effectiveness of the Corporation's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control over financial reporting and compliance.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 3 through 14 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Jackson Thornton & Co. PC

Montgomery, Alabama
July 2, 2019

Management's Discussion and Analysis

The following is intended to provide an understanding of various factors related to the operations and financial condition of The Tennessee Energy Acquisition Corporation (the Corporation). This information should be read in conjunction with the financial statements and related notes. This information focuses on significant changes in financial condition during the fiscal year ended March 31, 2019, and highlights certain events that occurred during the year.

Management's Discussion and Analysis (MD&A) serves as an introduction to the basic financial statements and supplementary information. The MD&A represents management's examination and analysis of the Corporation's financial condition and performance. Summary financial statement data, key financial and operational indicators, bond indentures and other management tools were used for this analysis.

The financial statements report information about the Corporation using full accrual accounting methods as utilized by similar business activities in the private sector. The financial statements include balance sheets, statements of revenues, expenses, and changes in net position, statements of cash flows and notes to the financial statements. While the balance sheets provide information about the nature and amount of resources and obligations at year end, the statements of revenues, expenses and changes in net position present results of the Corporation's business activities over the course of the fiscal years presented and information as to how the net position of the entity changed during those periods.

ASSETS AND DEFERRED OUTFLOWS, LIABILITIES AND DEFERRED INFLOWS

The assets of the Corporation consist primarily of cash and investments, accounts receivable, short and long-term prepaid gas supplies, derivative instruments, costs recoverable from future billings under the natural gas supply contracts between the Corporation and its Members and Project Participants and regulatory assets, which represents unamortized debt expense relating to the gas projects. Deferred outflows consist of the accumulated increase in the fair value of the gas price swaps entered into by the Corporation at the request of its Members and Project Participants to hedge cash flows. Total assets and deferred outflows were $3,597,346,966, $3,413,455,979 and $2,926,652,845 as of March 31, 2019, 2018, and 2017 respectively.

The liabilities of the Corporation consist primarily of the current and long-term portions of the bonds issued to finance the Corporation's prepaid gas supplies, accounts payable and accrued interest payable on the long-term debt. Deferred inflows consist of the accumulated increase in the fair value of the gas price swaps related to the Corporation's prepaid gas supply. Principal paid on bonds during 2019, 2018, and 2017 was $183,435,000, $174,330,000 and $132,580,000 respectively. Total liabilities, deferred inflows, and net position were $3,597,346,966, $3,413,455,979 and $2,926,652,845 as of March 31, 2019, 2018, and 2017, respectively.

Fiscal Year 2019. The $184 million increase in total assets and deferred outflows and total liabilities and deferred inflows in fiscal year 2019 was primarily attributable to the issuance of the Series 2018 Bonds in August 2018 to finance the Corporation's 2018 project.

Current unrestricted assets increased $1.2 million. There was a $1 million increase in cash and $.2 million increase in accounts receivable.

Current restricted assets increased $10.2 million. There was a $14.3 million increase in cash due to scheduled debt service requirements for the bond issues. There was a $1.7 million increase in customer accounts receivable due to the deliveries under the 2017 project beginning April 1, 2018. There was a $1.6 million decrease in other accounts receivable, which is the commodity swaps associated with the bond transactions, due to changes in gas prices and volumes at the end of the period. There was $4.2 million decrease in current prepaid gas supplies due to planned fluctuations in the delivery schedules.

Noncurrent restricted assets increased $173 million. There was a $9.7 million increase to investments due to debt service reserve requirements of the Series 2018 Bonds. There was a $349 million increase in prepaid gas supplies. 2018 project prepaid gas supplies were acquired during the period and 2006, 2017 and 2018 project prepaid gas supplies reclassified to current for delivery in fiscal year 2020. There was a decrease in derivative instruments of $172 million. The total notional amount relating to the 2006 and 2017 project commodity swaps which are presented at fair value was reduced as a result of current operations and the value decreased. The 2018 project increased the total notional amount with deliveries beginning April 2019 through September 2049, and the fair value at the end of the period was a liability, which was netted with the 2006 and 2017 project asset positions. The 2006 project delivery period ends in December 2026 and the 2017 project delivery period ends in March 2048. Despite the overall increase in notional amount, the forward curve prices during the period from December 2026 through September 2049 are higher and resulted in lower overall swap fair value at the end of the period. There was a $15.9 million decrease in costs recoverable from future billings. Costs recoverable from future billings of the 2006 project decreased during the period and costs recoverable from future billings of the 2017 and 2018 projects increased during the period. There was a $2.3 million increase in the Corporation's regulatory asset representing unamortized debt expense relating to the 2006, 2017 and 2018 projects due to issuance of the Series 2018 Bonds and current operations.

Deferred outflows decreased $.5 million. There was a $.5 million decrease in the accumulated change in fair value of hedging derivatives due to changes in market prices.

Current unrestricted liabilities increased $.4 million. There was a $.2 million increase in accounts payable and $.2 million increase in other accrued expenses.

Current restricted liabilities decreased $.3 million. There was a $12.3 million decrease in current maturities of long-term debt due to maturity schedules of the bonds. There was a $12 million increase in accrued interest payable due to the issuance of the Series 2018 bonds.

Noncurrent unrestricted liabilities decreased $.5 million There was a $.5 million decrease in derivative instrument commodity swaps due to changes in gas prices.

Noncurrent restricted liabilities increased $356 million. Long-term debt related to the 2018 project increased $546 million as a result of issuance of the Series 2018 Bonds in August 2018. Long-term debt relating to the 2006 and 2017 projects decreased $178 million and $12 million respectively, all of which was due to amortization of bond premiums and reclassification of maturities for the coming year.

Fiscal Year 2018. The $487 million increase in total assets and deferred outflows and total liabilities and deferred inflows in fiscal year 2018 was primarily attributable to the issuance of the Series 2017A Bonds in November 2017 to finance the Corporation's 2017 project.

Current unrestricted assets increased $.8 million. There was a $.6 million increase in cash and $.4 million increase in accounts receivable, offset by a $.2 million decrease in other current assets.

Current restricted assets increased $29.8 million. There was a $19.9 million increase in cash due to scheduled debt service requirements for the bond issues. There was a $.3 million increase in other accounts receivable, which is the commodity swaps associated with the bond transactions, due to changes in gas prices and volumes at the end of the period. There was $9.6 million increase in current prepaid gas supplies due to planned fluctuations in the delivery schedules.

Noncurrent unrestricted assets decreased $.3 million. There was a $.3 million decrease in the accumulated change in fair value of hedging derivatives due to changes in market prices.

Noncurrent restricted assets increased $455 million. There was a $5.7 million increase to investments due to debt service reserve requirements of the Series 2017A Bonds. There was a $543.8 million increase in prepaid gas supplies. 2017 project prepaid gas supplies were acquired during the period and 2006 and 2017 project prepaid gas supplies reclassified to current for delivery in fiscal year 2019. There was a decrease in derivative instruments of $77.7 million. The total notional amount relating to the 2006 project commodity swaps which are presented at fair value was reduced as a result of current operations and the value decreased. The 2017 project increased the total notional amount with deliveries beginning April 2018 through March 2048, and the fair value at the end of the period was an asset position. The 2006 project delivery period ends in December 2026 and the 2017 project delivery period ends in March 2048. Despite the overall increase in notional amount, the forward curve prices during the period from December 2026 through March 2048 are higher and resulted in lower overall swap fair value at the end of the period. There was a $20.9 million decrease in costs recoverable from future billings. Costs recoverable from future billings of the 2006 project decreased during the period and costs recoverable from future billings of the 2017 project increased during the period. There was a $4.3 million increase in the Corporation's regulatory asset representing unamortized debt expense relating to the 2006 and 2017 projects due to issuance of the Series 2017A Bonds and current operations.

Deferred outflows increased $.9 million. There was a $.9 million increase in the accumulated change in fair value of hedging derivatives due to changes in market prices.

Current unrestricted liabilities increased $.5 million. There was a $.5 million increase in accounts payable.

Current restricted liabilities increased $20 million. There was a $9 million increase in current maturities of long-term debt due to maturity schedules of the Series 2006 Bonds. There was an $11 million increase in accrued interest payable due to the issuance of the Series 2017A Bonds.

Noncurrent unrestricted liabilities increased $.9 million. There was a $.9 million increase in derivative instrument commodity swaps due to changes in gas prices.

Noncurrent restricted liabilities increased $542 million. Long-term debt related to the 2017 project increased $734 million as a result of issuance of the Series 2017A Bonds in November 2017. Long-term debt relating to the 2006 project decreased $192 million, all of which was due to amortization of bond premiums and reclassification of maturities for the coming year.

Summary of Balance Sheets

	2019	2018	2017
Assets			
Current Assets-Unrestricted	$ 18,531,495	$ 17,289,890	$ 16,433,877
Current Assets-Restricted	349,589,139	339,413,904	309,572,572
Noncurrent Assets-Unrestricted	21,033	32,410	310,957
Noncurrent Assets-Restricted	3,228,816,927	3,055,814,103	2,600,335,439
Deffered Outflows			
Accumulated increase in fair value of hedging derivatives	388,372	905,672	
Total Assets and Deferred Outflows	3,597,346,966	3,413,455,979	2,926,652,845
Liabilities			
Current Liabilities-Unrestricted	3,676,713	3,214,312	2,679,321
Current Liabilities-Restricted	210,449,480	210,805,007	190,749,433
Noncurrent Liabilities-unrestricted	388,372	905,672	
Noncurrent Liabilities-restricted	2,501,323,745	2,145,691,699	1,602,981,457
Deferred Inflows			
Accumulated increase in fair value of hedging derivatives	866,632,841	1,038,731,301	1,116,445,929
Total liabilities and deferred inflows	3,582,471,151	3,399,347,991	2,912,856,140
Net Position			
Invested in capital assets	21,033	32,410	42,149
Unrestricted	14,854,782	14,075,578	13,754,556
Total net position	14,875,815	14,107,988	13,796,705
Total liabilities, deferred inflows and net position	$ 3,597,346,966	$ 3,413,455,979	$ 2,926,652,845

GAS REVENUES AND EXPENSES

During fiscal years 2019, 2018, and 2017, the Corporation sold gas to Members under long-term gas supply contracts and Natural Gas Supply and Transportation, Storage, and Load Management Agreements (Management Agreements) and to the 2006 and 2017 Project Participants under long-term gas supply contracts. Under the long-term gas supply contracts with the Members and the 2006 and 2017 Project Participants, the Members and Project Participants purchase monthly quantities specified in the contracts at prices based upon the first of the month Index price of gas reported in *Inside FERC's Gas Market Report,* a publication of S&P Global Platts, a division of S&P Global, Inc., for specified delivery points (Index). Under the Management Agreements, the Members purchase the remaining natural gas required for the operation of their local gas distribution utilities at prices based upon Index and other supply and transportation related services.

The Corporation's gas supplies during each of the three years consisted of gas delivered under the Corporation's 2006 and 2017 projects with J. Aron & Co., purchases from the Public Energy Authority of Kentucky (PEAK) under the PEAK Gas Sale Contract which expired June 30, 2016, purchases from Black Belt Energy (BBE) under the BBE Natural Gas Supply Agreement which began July 1, 2016, and gas purchased from various suppliers under short-term arrangements.

The following table summarizes the gas supplies and sales for fiscal years 2019, 2018 and 2017.

Summary of Gas Supplies and Sales

	2019	2018	2017
Gas Supplies	(bcf)	(bcf)	(bcf)
2006A&B Supplies	22.1	23.1	22.6
2006C Supplies	14.9	14.9	13.5
2017A Supplies	6.8	0	0
PEAK/BBE Supplies	1.1	1.1	1.4
Short-term Supplies	8.4	7.5	4.9
Total Gas Supplies	53.3	46.6	42.4
Gas Sales	(bcf)	(bcf)	(bcf)
Members	16.5	15.1	12.6
2006 Project Participants	30.6	31.5	29.8
2017 Project Participants	6.2	0	0
Total Gas Sales	53.3	46.6	42.4

Under the 2006 and 2017 projects and the related Index-to-fixed gas price swaps, the Corporation made a fixed price prepayment for specified quantities of gas to be delivered each month through July 2026 with the proceeds from the Series 2006A&B Bonds, a fixed price prepayment for specified quantities of gas to be delivered each month through December 2026 with the proceeds from the Series 2006C Bonds, and a fixed price prepayment for specified quantities of gas to be delivered each month through March 2048 with the proceeds of the 2017A Bonds. In each transaction, the Corporation pays (receives) monthly amounts to (from) the swap counterparties based on the net difference between the Index price of gas and a specified fixed price, which is different for each transaction. The swap payments are recorded as adjustments to operating revenues, effectively converting the sales price under the gas supply contracts to the fixed price relating to the transactions. During the fiscal years ending 2019, 2018, and 2017, the Corporation received payments from the swap counterparties of $163 million, $169 million, and $162 million, respectively.

Under the 2006 PEAK Gas Sale Contract and the BBE Natural Gas Supply Agreement, the Corporation purchases firm gas supplies at prices based on Index, and the gross amount of payments made and receipts from the purchase and sale of this gas are included in gas operations expenses and gas sale revenues. The Corporation's short-term gas purchase arrangements are also based on Index prices, and the gross amounts of payments and receipts from this gas are also included in gas operations expenses and gas sale revenues.

Operating revenues includes revenues from the prepaid gas supply transactions and other operating revenues. As explained earlier, the revenues from the prepaid gas supply transactions are affected mainly by the amount of gas scheduled for delivery during the fiscal year, as determined at the time the transaction is entered into or as amended, and the fixed price relating to the transaction. Revenues from prepaid gas supply transactions increased during fiscal year 2019 as a result of increases to scheduled deliveries, including the first deliveries under the 2017 project. Revenues from prepaid gas supply transactions increased during fiscal year 2018 as a result of increases to scheduled deliveries under the 2006 project. Other operating revenues are affected by changes in Index prices and sales volumes from year to year and costs associated with transportation of the gas to the Members. Other operating revenues for fiscal year 2019 increased 14% due to higher Index prices during the year and increased sales volumes. During fiscal year 2019, the Index price of gas averaged 4% more than in fiscal year 2018. Other operating revenues for fiscal year 2018 increased 25% due to higher Index prices during the year and increased sales volumes. During fiscal year 2018, the Index price of gas averaged 9% more than in fiscal year 2017.

Gas operations expenses are also affected by changes in Index prices and sales volumes from year to year. Gas operations expense in fiscal year 2019 increased 18% due to higher Index prices during the year and increased volumes. Gas operations expense in fiscal year 2018 increased 27% due to higher Index prices during the year and increased volumes.

For further information regarding changes in sales volume, see “WEATHER AND PRICES”.

SUMMARY OF REVENUES, EXPENSES AND NET POSITION

	2019	2018	2017
Operating Revenues			
Revenues-Prepaid Gas Supply Transactions	$ 255,793,513	$ 233,677,446	$ 226,325,930
Other Operating Revenues	47,373,378	41,541,261	33,122,997
Total Operating Revenues	303,166,891	275,218,707	259,448,927
Nonoperating Revenues			
Investment Income	15,468,367	14,190,302	12,683,277
Total nonoperating revenues	15,468,367	14,190,302	12,683,277
Total Revenues	318,635,258	289,409,009	272,132,204
Operating Expenses			
Gas operations	48,136,332	40,757,973	31,994,328
Depletion of prepaid gas supplies	169,933,881	160,355,847	151,272,119
General and administrative	1,938,386	2,270,787	2,028,442
Total operating expenses	220,008,599	203,384,607	185,294,889
Nonoperating Expenses			
Interest and amortization	97,858,832	85,713,119	85,767,914
Total nonoperating expense	97,858,832	85,713,119	85,767,914
Total Expenses	317,867,431	289,097,726	271,062,803
Change in Net Position	$ 767,827	$ 311,283	$ 1,069,401

WEATHER AND PRICES

Differences in the Corporation’s sales volumes to Members from year to year are to be expected as most of the Members’ retail service customers use natural gas for space heating and are very heating degree day-sensitive. The weather in the Members’ Tennessee service areas is variable from heating season to heating season, and from month to month within a heating season. The following table summarizes heating degree day averages and market price information for the last two winter heating seasons in the Corporation’s service area. The 2018-2019 winter heating season as a whole was close to normal in the service area of the Corporation’s Members and very close in total degree days to the 2017-2018 winter heating season. Despite the slight decrease in heating degree days, sales to Members increased from 15.1 billion cubic feet to 16.5 billion cubic feet. Sales to Project Participants represent only a portion of their total requirements and will vary only with the volumes specified in the long-term gas supply contracts, and therefore weather will not affect those sales volumes.

Heating Degree Days and Pricing Comparison

		2018-2019			2017-2018		
	Average Heating Degree Days	2018-2019 Heating Degree Days	Deviation From Average*	Index Pricing	2017-2018 Heating Degree Days	Deviation From Average*	Index Pricing
November	502	640	27.50%	$3.14	481	-4.20%	$2.66
December	782	687	-12.10%	$4.69	855	9.30%	$3.00
January	889	852	-4.20%	$3.57	995	11.90%	$2.66
February	683	549	-19.60%	$2.87	516	-24.50%	$3.57
March	505	607	20.20%	$2.78	538	6.50%	$2.56
Totals	3,361	3,335	-0.80%		3,385	0.70%	
Average				$3.41			$2.89

**(Negative deviation = warmer than normal; Positive deviation = colder than normal)*

OTHER OPERATING INCOME AND EXPENSES

Interest expense on long-term debt, amortization of bond issue costs and investment income during the three periods reflect the amortization schedules of the 2006 Bond issues, and beginning in November 2017, the amortization schedule of the 2017A Bond issue, and beginning in August 2018, the amortization schedule of the 2018 Bond issue. Deliveries under the 2017 project began on April 1, 2018 and deliveries under the 2018 project begin on April 1, 2019.

Under the Management Agreements, the Corporation charges a management fee which is designed to offset the costs of running the Corporation. Based on the proposed budget for the year, which is approved by the Board of Directors, a management fee is established by dividing the dollar amount of the budget by the estimated sales volume to Members. This management fee is assessed to the Members on each monthly invoice and applied to actual purchase volumes. If the total amount assessed is ever insufficient because of warmer than normal weather or budget overages, the Board may address the shortage in establishing the management fee for the next fiscal year. If the total amount assessed is more than anticipated because of cooler than normal weather or budget savings, the Board may likewise adjust the next fiscal year's management fee to reflect that. For the fiscal years 2019, 2018, and 2017, the management fee was two cents per MMBtu. Total management fee revenues for fiscal years 2019, 2018 and 2017 totaled $408,000, $381,000, and $320,000, respectively. At its March 20, 2019 meeting, the Board set the management fee for fiscal year 2020 at two cents per MMBtu.

DERIVATIVE INSTRUMENT-COMMODITY SWAPS

As explained in "GAS REVENUES AND EXPENSES", the settlements of the Index-to-fixed (fixed-receiver) gas price swaps relating to the prepaid gas supply transactions during the current period are reflected in the summary of revenues, expenses, and changes in net position. At the end of each fiscal period, the Corporation is required to mark the remaining notional volumes of all commodity swaps to fair market value and report them as a derivative instrument on the balance sheet. At March 31, 2019, 2018, and 2017, the remaining volumes relating to the 2006 project were 200 million, 235 million and 273 million MMBtu, respectively. At March 31, 2019 and 2018, the remaining volumes relating to the 2017 project were 274 million and 281 million MMBtu respectively. At March 31, 2019, the remaining volumes related to the 2018 project were 228 million MMBtu. At March 31, 2019, 2018, and 2017, the market price of gas was markedly lower than the fixed prices at which the 2006 fixed-receiver gas price swaps were executed and resulted in derivative instrument assets of $853 million, $961 million and $1.1 billion, respectively relating to the commodity swaps as yet unsettled as of those dates. At March 31, 2019 and 2018, the market price of gas was lower than the fixed price at which the 2017 fixed-receiver gas price swap was executed and resulted in derivative instrument assets of $33 million and $77.6 million, respectively. At March 31, 2019, the market price of gas was close to the fixed price at which the 2018 fixed-receiver gas price swap was executed and resulted in derivative instrument liabilities of $19 million.

The Corporation also enters into fixed-payer commodity swaps from time to time at the request of its Members and Project Participants to hedge against variability of cash flows related to gas supply and provide rate stability. The requesting Member or Project Participant enters into a corresponding agreement to pay the costs and receive the benefits of these fixed-payer commodity swaps. At March 31, 2019, 2018 and 2017, the remaining volumes relating to fixed-payer swaps entered into on behalf of the Corporation's Members and Project Participants was 8.5 million, 7.4 million and 4.4 million MMBtu, respectively. At March 31, 2019 and 2018, the market price of gas was lower than the fixed prices at which most of these swaps were executed and resulted in derivative instrument liabilities of $.4 million and $.9 million respectively. At March 31, 2017, the market price of gas was higher than the fixed prices at which these swaps were executed and resulted in derivative instrument assets of $.3 million.

With regard only to the amounts relating to the 2006, 2017 and 2018 projects, none of the amounts would have been owed to the Corporation by the Corporation's commodity swap counterparties had the swaps terminated as of that date, as the swaps are "tear up" swaps under which neither party makes any mark-to-market payment to the other in the event of early termination of the swap.

MOODY'S ISSUER CREDIT RATING

As of December 20, 2016, Moody's Investors Service assigned the issuer rating of "A2" to the Corporation, with a stable outlook. The issuer rating is intended to be used as an assessment of the Corporation's financial and operational strength and the credit strength of the Corporation's Members with Management Agreements.

According to Moody's, the "A2" rating incorporates the "A2" weighted average credit quality assessment of the Corporation's Members; the sound provisions of the Management Agreements between the Corporation and its Members; the Corporation's ability to pass all gas costs through to the Members which have unregulated rate setting capabilities; sound record of payments by the Members to the Corporation without default; the generally diversified customer base of the Corporation's Members; and the Corporation's good record as a joint-action agency in the acquisition, management and financing of natural gas supplies, including natural gas prepayment projects on behalf of its Members.

2006, 2017, and 2018 BOND ISSUES

In order to be able to provide economical, reliable service to its Members, the Corporation entered into two 20-year Prepaid Gas Purchase Agreements and financed the lump-sum prepayments to the supplier as required in the agreements through the issuance of its revenue bonds with maturities matching the term of the agreements. The Series 2006A Bonds were issued in the amount of $1,994,475,000, the Series 2006B Bonds were issued in the amount of $132,545,000, and both Series were issued in July 2006. The Series 2006C Bonds were issued in the amount of $1,060,220,000 and were issued in December 2006. All of the Series 2006 Bonds are fixed–interest rate revenue bonds and will be repaid from the revenues derived from the sale of the gas to certain of the Corporation's Members and Project Participants, all of which are located in the Southeastern United States.

Since the 2006 projects were entered into, the Corporation has continued to add Members, and its Members' requirements for natural gas supply have grown. The 2006 project deliveries end in 2026, so to continue to provide economical, reliable service to its Members beyond the expiration of the 2006 project, the Corporation entered into a 30-year Prepaid Gas Purchase Agreement and financed the lump-sum prepayment to the supplier as required in the agreement through the issuance of its revenue bonds with maturities matching the term of the agreement. The Series 2017A Bonds were issued in the amount of $678,250,000 in November 2017 and bear interest at fixed rates through May 1, 2023, including term bonds in the amount of $673,255,000 with a maturity date of May 1, 2048. The Series 2017A Bonds are subject to optional redemption and extraordinary mandatory redemption through May 1, 2023 and the term bonds are required to be tendered for purchase on May 1, 2023. Under the bond indenture, the Corporation will enter into a bond purchase agreement, firm remarketing agreement, or similar agreement with respect to the remarketing or refunding of the bonds by the last day of the second calendar month preceding May 1, 2023. If the Corporation is unable to do so, there may be an early termination of the gas purchase agreement and the extraordinary redemption of the bonds at that time. The 2017A Bonds will be repaid from the revenues derived from the sale of the gas to certain of the Corporation's Members and Project Participants, which are located in the Central and Southeastern United States. Deliveries from the 2017 project began on April 1, 2018.

The Series 2018 Bonds were issued in the amount of $516,785,000 in August 2018 and bear interest at fixed rates through November 1, 2025, including term bonds in the amount of $499,060,000 with a maturity date of November 1, 2049. The Series 2018 Bonds are subject to optional redemption and extraordinary mandatory redemption through November 1, 2025 and the term bonds are required to be tendered for purchase on November 1, 2025. Under the bond indenture, the Corporation will enter into a bond purchase agreement, firm remarketing agreement, or similar agreement with respect to the remarketing or refunding of the bonds by the last day of the second calendar month preceding November 1, 2025. If the Corporation is unable to do so, there may be an early termination of the gas purchase agreement and the extraordinary redemption of the bonds at that time. The 2018 Bonds will be repaid from the revenues derived from the sale of the gas to certain of the Corporation's Members and Project Participants, which are located in the Southeastern United States. Deliveries from the 2018 project begin on April 1, 2019.

The following Project Participants table shows the average daily quantity (ADQ) delivered to each Project Participant during the fiscal years ending 2019, 2018, and 2017. There were no deliveries scheduled to the 2018 Project Participants until April 1, 2019.

Project Participants	Project	ADQ FYE 2019	ADQ FYE 2018	ADQ FYE 2017
Bedford County Utility District	2006	14	14	14
City of Bolivar	2006, 2017	763	763	763
Bridgeport Utilities	2006	360	373	371
City of Cartersville	2006	3,660	3,660	3,660
Town of Centerville	2006	389	389	389
Clarke-Mobile Counties Gas District	2017	900	0	0
City of Clarksville	2018	0	0	0
City of Clifton	2017	20	0	0
Elk River Public Utility District	2018	0	0	0
Greater Dickson Gas Authority	2006, 2017	4,528	4,161	4,029
Harriman Utility Board	2006, 2018	400	400	249
Natural Gas Utility Dist of Hawkins County	2006, 2018	790	790	790
City of Henderson	2017	200	0	0
City of Hohenwald	2006, 2017	230	214	207
Humphreys County Utility District	2018	0	0	0
Huntsville Utility Board	2006, 2018	4,308	4,308	3,164
Public Ut Dist of Jefferson and Cocke Cnties	2018	0	0	0
City of LaGrange	2018	0	0	0
City of Lexington	2006, 2017	1,272	1,272	1,272
Town of Linden	2006, 2017	129	116	113
The Lower Alabama Gas District	2006	12,147	12,929	13,248
Marion Natural Gas System	2006, 2018	324	324	324
Memphis Light, Gas & Water	2006	30,017	30,017	27,523
Metropolitan Utilities District of Omaha	2017	2,913	0	0
City of Munford	2017	250	0	0
Municipal Gas Authority of Georgia	2006, 2017	11,882	7,217	7,006
Oak Ridge Utility District	2006, 2018	2,462	2,462	2,462
Patriots Energy Group	2006, 2017	8,554	8,150	8,134
Poplar Grove Utility District	2017	0	0	0
Powell-Clinch Utility District	2018	0	0	0
Public Energy Authority of Kentucky, Inc.	2006	11,511	12,250	11,118
City of Ridgetop	2006	42	42	42
Rockwood Water and Gas System	2006, 2018	324	324	324
City of Savannah	2006, 2017	523	523	523
Scottsboro Water Works, Sewer & Gas Bd	2006	500	500	500
Town of Selmer	2006, 2017	257	233	225
Sevier County Utility District	2018	0	0	0
The Southeast Alabama Gas District	2006, 2017	5,772	3,500	3,500
Springfield Gas System	2006, 2017	1,767	1,767	1,767
Stevenson Utilities	2006	28	28	28
City of Tallahassee	2006, 2017, 2018	8,253	3,458	3,315
City of Waynesboro	2006	90	94	94
West Tennessee Public Utility District	2006, 2017	4,374	4,038	3,911

COUNTERPARTY DOWNGRADES AND SERIES 2006 BONDS RATING CHANGES

Upon the issuance of each of the Series 2006 Bonds, the Corporation entered into guaranteed investment contracts with various counterparties for the investment of debt service deposits and certain reserves required under the bond indentures. The Corporation is exposed to the risk of nonperformance by the counterparties. The contracts provided that if certain financial credit ratings of the counterparties were not maintained the counterparty would provide credit support to secure its continued performance. Since the Series 2006 Bonds were issued, several of the counterparties were downgraded by Moody's, Standard & Poor's (S&P), and Fitch, such that the counterparties were required to provide credit support to the Corporation. Each of the affected counterparties has posted collateral or entered into replacement repurchase agreements with the Corporation.

The ratings on the Series 2006 Bonds are dependent on a variety of factors, including the credit ratings of the prepaid gas supplier, J. Aron & Company, LLC (J. Aron) and its guarantor The Goldman Sachs Group, Inc. (GSG), the commodity swap counterparties, the counterparties under the guaranteed investment contracts, and with respect to the Series 2006C Bonds, the surety bond provider (MBIA Insurance Corporation reinsured by National Public Finance Guarantee Corporation). Since their issuance, the ratings assigned to the Series 2006 Bonds have changed from time to time due to a variety of factors, including changes in the ratings of GSG and other transaction counterparties. The Series 2006A and 2006C Bonds are currently rated "A3", "BBB+" and "A" by Moody's, Standard & Poor's and Fitch, respectively.

The Corporation's Series 2006B Bonds are subordinate to the Series 2006A Bonds, and were originally issued without a rating. In January 2009, Fitch Ratings assigned the 2006B Bonds a rating of BBB, and no other rating agency has rated the Series 2006B Bonds. The Series 2006B Bonds are currently rated BBB by Fitch.

The ratings changes on the Corporation's Series 2006 Bonds have been reported as material events under its continuing disclosure undertakings to the Municipal Securities Rulemaking Board's Electronic Municipal Market Access (EMMA) website at www.emma.msrb.org. Notwithstanding the ratings changes, the 2006 project has been operating as anticipated. All Members and Project Participants have made all required payments under their Gas Supply Contracts, J. Aron has made timely performance of its gas delivery obligations under the Gas Purchase Agreements, and all of the Corporation's counterparties in the projects have made timely payment of all required amounts. The Corporation has made all required deposits to the debt service funds and all required debt service payments as and when required by the bond indentures.

SERIES 2017A BONDS RATINGS

The ratings on the Series 2017A Bonds are dependent on a variety of factors, including the credit ratings of the prepaid gas supplier, J. Aron & Company, LLC. (J. Aron) and its guarantor The Goldman Sachs Group, Inc. (GSG). Since their issuance, the ratings assigned to the Series 2017A Bonds have not changed and are currently rated "A3" and "A" by Moody's and Fitch, respectively.

All Members and Project Participants have made all required payments under their Gas Supply Contracts, J. Aron has made timely performance of its gas delivery obligations under the Gas Purchase Agreement, and all of the Corporation's counterparties in the prepaid gas supply transactions have made timely payment of all required amounts. The Corporation has made all required deposits to the debt service funds and all required debt service payments as and when required by the bond indenture.

SERIES 2018 BONDS RATINGS

The ratings on the Series 2018 Bonds are dependent on a variety of factors, including the credit ratings of the prepaid gas supplier, J. Aron & Company, LLC. (J. Aron) and its guarantor The Goldman Sachs Group, Inc. (GSG). Since their issuance, the ratings assigned to the Series 2018 Bonds have not changed and are currently rated “A3” and “A” by Moody’s and Fitch.

NOVATION AGREEMENT

Effective August 1, 2016, Royal Bank of Scotland plc, novated its half of the commodity swaps relating to the 2006C Revenue Bonds to Royal Bank of Canada, Europe Limited, which was the other commodity swap provider for the transaction. Royal Bank of Scotland plc was exiting the commodity swap business and requested the Corporation to allow the novation, which did not result in any rating change to the Bonds. Information regarding this change has been posted as a voluntary filing to the EMMA website.

BLACK BELT ENERGY

On May 24, 2016, the Corporation entered into the BBE Natural Gas Supply Agreement with the Black Belt Energy Gas District (BBE Supply Agreement). Under the BBE Supply Agreement, BBE has agreed to sell and the Corporation has agreed to purchase natural gas with scheduled daily nominations ranging between 3,100 and 5,300 MMBtu and scheduled monthly nominations ranging between 86,800 and 164,300 MMBtu. Delivery of gas under the BBE Supply Agreement began July 1, 2016 and extends through May 31, 2046. This gas replaced the 2006 PEAK Gas Sale Contract quantities which expired June 30, 2016.

SUBSEQUENT EVENTS

The Corporation expects to issue bonds with par value of not to exceed $1,045,000,000 in 2019 for the forward purchase of energy commodities for its Members and Project Participants. The terms of these bonds have not been finalized at the time of issuance of these financial statements.

The Tennessee Energy Acquisition Corporation
Balance Sheets
March 31, 2019 and 2018

Assets and Deferred Outflows

	2019	2018
Current Assets		
Current assets, unrestricted		
Cash and cash equivalents	$ 15,655,881	$ 14,636,551
Accounts receivable	2,863,984	2,633,291
Other current assets	11,630	20,048
Total current assets, unrestricted	18,531,495	17,289,890
Current assets, restricted		
Cash and cash equivalents	157,615,969	143,300,835
Accounts receivable		
Customers	9,476,009	7,757,842
Other	16,801,262	18,421,346
Prepaid gas supplies	165,695,899	169,933,881
Total current assets, restricted	349,589,139	339,413,904
Total current assets	368,120,634	356,703,794
Noncurrent Assets		
Noncurrent assets, unrestricted		
Capital assets, net	21,033	32,410
Total noncurrent assets, unrestricted	21,033	32,410
Noncurrent assets, restricted		
Investments	172,255,000	162,545,000
Prepaid gas supplies	1,895,949,200	1,546,956,724
Derivative instrument - commodity swaps	866,632,841	1,038,731,301
Costs recoverable from future billings	276,097,503	291,977,718
Regulatory asset	17,882,383	15,603,360
Total noncurrent assets, restricted	3,228,816,927	3,055,814,103
Total noncurrent assets	3,228,837,960	3,055,846,513
Deferred Outflows		
Accumulated change in fair value of hedging derivatives	388,372	905,672
Total assets and deferred outflows	$ 3,597,346,966	$ 3,413,455,979

The accompanying notes are an integral part of these financial statements.

Liabilities, Deferred Inflows, and Net Position

	2019	2018
Current Liabilities		
Current liabilities, unrestricted		
Accounts payable	$ 2,864,905	$ 2,583,153
Other accrued expenses	811,808	631,159
Total current liabilities, unrestricted	3,676,713	3,214,312
Current liabilities, restricted		
Accounts payable	7,442,003	7,429,701
Current maturities on long-term debt	171,125,000	183,435,000
Accrued interest payable	31,882,477	19,940,306
Total current liabilities, restricted	210,449,480	210,805,007
Total current liabilities	214,126,193	214,019,319
Noncurrent Liabilities		
Noncurrent liabilities, unrestricted		
Derivative instrument - commodity swaps	388,372	905,672
Total noncurrent liabilities, unrestricted	388,372	905,672
Noncurrent liabilities, restricted		
Long-term debt	2,567,265,000	2,233,915,000
Less current maturities on long-term debt	(171,125,000)	(183,435,000)
Bond premium	105,183,745	95,211,699
Total noncurrent liabilities, restricted	2,501,323,745	2,145,691,699
Total noncurrent liabilities	2,501,712,117	2,146,597,371
Deferred Inflows		
Accumulated change in fair value of hedging derivatives	866,632,841	1,038,731,301
Total liabilities and deferred inflows	3,582,471,151	3,399,347,991
Net Position		
Invested in capital assets	21,033	32,410
Unrestricted	14,854,782	14,075,578
Total net position	14,875,815	14,107,988
Total liabilities, deferred inflows, and net position	$ 3,597,346,966	$ 3,413,455,979

The Tennessee Energy Acquisition Corporation
Statements of Revenues, Expenses, and Changes in Net Position
For the Years Ended March 31, 2019 and 2018

	2019		2018	
Operating Revenues	$ 303,166,891	100.00%	$ 275,218,707	100.00%
Operating Expenses				
Gas operations	48,136,332	15.88%	40,757,973	14.81%
Depletion of prepaid gas supplies	169,933,881	56.05%	160,355,847	58.26%
General and administrative	1,938,386	0.64%	2,270,787	0.83%
Total operating expenses	220,008,599	72.57%	203,384,607	73.90%
Operating Income	83,158,292	27.43%	71,834,100	26.10%
Nonoperating Revenues and Expenses				
Interest expense	(95,118,574)	(31.37%)	(84,069,507)	(30.55%)
Amortization expense	(2,740,258)	(0.90%)	(1,643,612)	(0.60%)
Investment income	15,468,367	5.10%	14,190,302	5.16%
Total nonoperating expense, net	(82,390,465)	(27.17%)	(71,522,817)	(25.99%)
Change in Net Position	767,827	0.26%	311,283	0.11%
Net Position at Beginning of Year	14,107,988		13,796,705	
Net Position at End of Year	$ 14,875,815		$ 14,107,988	

The accompanying notes are an integral part of these financial statements.

The Tennessee Energy Acquisition Corporation
Statements of Cash Flows
For the Years Ended March 31, 2019 and 2018
Increase (Decrease) in Cash and Cash Equivalents

	2019	2018
Cash Flows From (Used For) Operating Activities		
Receipts from customers	$ 154,318,168	$ 126,785,651
Receipts from derivatives counterparties, net	164,399,773	168,469,925
Payments to suppliers	(563,285,279)	(753,935,443)
Payments to employees	(981,655)	(952,906)
Net cash used for operating activities	(245,548,993)	(459,632,773)
Cash Flows From (Used For) Noncapital Related Financing Activities		
Principal paid on bonds	(183,435,000)	(174,330,000)
Proceeds from issuance of bonds	516,785,000	678,250,000
Premium on gas revenue bonds	31,151,058	60,469,867
Bond issuance costs	(5,019,281)	(5,988,119)
Interest paid	(104,355,415)	(86,816,174)
Net cash from noncapital related financing activities	255,126,362	471,585,574
Cash Flows From (Used For) Capital Activities		
Purchases of fixed assets	(1,662)	(3,119)
Net cash used for capital activities	(1,662)	(3,119)
Cash Flows From (Used For) Investing Activities		
Interest received	15,468,757	14,177,817
Purchases of investments	(9,710,000)	(12,189,443)
Net cash from (used for) investing activities	5,758,757	1,988,374
Net Increase in Cash and Cash Equivalents	15,334,464	13,938,056
Cash and Cash Equivalents at Beginning of Year	157,937,386	143,999,330
Cash and Cash Equivalents at End of Year	$ 173,271,850	$ 157,937,386

The accompanying notes are an integral part of these financial statements.

The Tennessee Energy Acquisition Corporation
Statements of Cash Flows
For the Years Ended March 31, 2019 and 2018
Increase (Decrease) in Cash and Cash Equivalents

	2019	2018
Cash Flows From (Used For) Operating Activities		
Reconciliation of operating income to net cash provided by operating activities		
Operating income	$ 83,158,292	$ 71,834,100
Adjustments to reconcile operating income to net cash provided by operating activities		
Depreciation	13,039	12,858
Depletion of prepaid gas supplies	169,933,881	160,355,847
Deferred member billings	15,880,215	20,867,891
Changes in assets and liabilities		
Accounts receivable - customers	(1,948,860)	(512,155)
Accounts receivable - other	1,619,694	(318,867)
Prepaid gas purchase	(514,688,375)	(713,731,748)
Other assets	8,418	201,694
Accounts payable	294,054	1,614,682
Other accrued expenses	180,649	42,925
Net cash used for operating activities	$ (245,548,993)	$ (459,632,773)
Reconciliation of Cash and Cash Equivalents		
Unrestricted	$ 15,655,881	$ 14,636,551
Restricted	157,615,969	143,300,835
	$ 173,271,850	$ 157,937,386

The accompanying notes are an integral part of these financial statements.

Note 1 - Summary of Significant Accounting Policies

The Tennessee Energy Acquisition Corporation (the Corporation) is a nonprofit public corporation and an instrumentality of the State of Tennessee and certain municipalities created in March 1996 by actions of the Cities of Clarksville, Tennessee and Springfield, Tennessee pursuant to an act of the Tennessee State Legislature for the purpose of obtaining dependable and economical supplies of natural gas for the benefit of its Members. As of March 31, 2019, 26 cities, towns, utility districts, and authorities in the State of Tennessee (the Members) have contracted with the Corporation for gas supplies for resale to their customers. All Members are located in the State of Tennessee. The Corporation also sells natural gas under long-term contracts to various nonmembers and other entities (the Project Participants). The Project Participants are located in the central and southeastern United States.

The financial statements of the Corporation have been prepared using the economic resources measurement focus and the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. As provided for in the Codification of Governmental Accounting and Financial Reporting Standards, the Corporation applies all GASB statements.

<u>Use of estimates</u> - 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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The fair value of gas price swap agreements is a significant estimate.

<u>Reclassification</u> - Certain reclassifications have been made to the 2018 financial statements in order to conform to the 2019 presentation.

<u>Cash and cash equivalents</u> - The Corporation considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents. Restricted cash held by the trustee is considered cash and cash equivalents for the purposes of the statements of cash flows.

<u>Prepaid gas supplies</u> - Prepaid gas supplies represent the Corporation's prepayments for gas to be received by the Corporation at specified quantities per month through September 30, 2049. Capitalized acquisition costs are depleted using the units of production method.

<u>Investments</u> **-** The Codification of Governmental Accounting and Financial Reporting Standards Section I50, requires certain investments to be reported at fair value in the balance sheets, with the change in fair value reported as a component of investment income in the statements of revenues, expenses, and changes in net position. All investments are restricted and held by the trustee under the terms of the Gas Revenue Bond indentures.

Note 1 - Summary of Significant Accounting Policies (continued)

Property and equipment - Property and equipment are recorded at cost. Expenditures for repairs and maintenance are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated useful lives of assets as follows:

Vehicles	5 years
Office equipment	5 - 10 years

Capitalization - The Corporation's policy is to capitalize all purchases greater than $500.

Regulatory assets - As a rate regulated entity, the Corporation has ratemaking authority to allow recovery of its costs of operations. The regulatory assets reflect the expected future recovery through rates of bond issuance costs. Regulatory assets are amortized over the life of the associated bonds for the 2006A, 2006B, and 2006C issues. Regulatory assets created by the 2017A bonds are amortized over the 5 year period from issuance to the mandatory redemption date. Regulatory assets created by the 2018 bonds are amortized over the 7 year period from issuance to the mandatory redemption date.

Costs recoverable from future billings - The long-term Gas Supply Contracts establish a pricing mechanism outlining the methods for billing Members and Project Participants for gas supply services provided under the contract. Expenses in excess of amounts currently billable to the Members and Project Participants will be recovered from future billings and are classified as noncurrent assets.

Amortization - Bond premiums are amortized using the interest method over the term of the related debt for the 2006A, 2006B, and 2006C issues. Bond premiums of the 2017A bonds are amortized using the interest method over the 5 year period from issuance to the mandatory redemption date. Bond premiums of the 2018 bonds are amortized using the interest method over the 7 year period from issuance to the mandatory redemption date.

Recognition of revenue - Revenue is recognized when gas is received by the customer at the delivery point. The Corporation considers all revenues and expenses associated with energy sales to be operating activities. Any revenues or expenses that do not meet the definition of operating activities are considered to be nonoperating activities.

Income tax status - As a public corporation, the Corporation is exempt from federal and state income taxes. Consequently, no provision for income taxes is reflected in the accompanying financial statements.

Derivatives - The Corporation bills its Members and Project Participants based on index prices and, therefore, has entered into various commodity swap agreements to effectively adjust its gas revenues from a market price to the fixed price related to the prepaid gas transactions. The financial results of the gas price swap agreements are recorded as adjustments to revenues from gas operations.

Natural gas over the counter swap contracts are entered into primarily to fix short-term gas costs for the Members and Project Participants.

Note 2 - Cash and Cash Investments

Restricted cash - Restricted cash of $16,547,193, $105,382,775, and $35,686,001 at March 31, 2019 and $16,501,120, $90,764,291, and $36,035,424 at March 31, 2018, is held by a local government investment pool managed by the State of Tennessee, several restricted guaranteed investment contracts and repurchase agreements, and money market funds, respectively.

Custodial credit risk - For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Corporation will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. Certain deposits in financial institutions are required by the laws of the State of Tennessee to be secured and collateralized by the institutions. The collateral must meet certain requirements and must have a total minimum market value of 105% of the value of the deposits placed in the institutions, less the amount protected by federal depository insurance.

Upon approval, financial institutions may collateralize public fund accounts by participating in the State of Tennessee's collateral pool. Participating banks determine the aggregate balance of their public fund accounts. Securities required to be pledged by the participating banks to protect their public fund accounts are pledged to the State Treasurer on behalf of the bank collateral pool. The securities pledged to protect these accounts are pledged in the aggregate rather than against each individual account.

The Members of the pool may be required by agreement to pay an assessment to cover any deficiency. Under this additional assessment agreement, public fund accounts covered by the pool are considered to be insured for purposes of credit risk disclosure. As of March 31, 2019 and 2018, all of the Corporation's deposits, except funds held by out of state institutions in a trustee capacity, were held by financial institutions that participate in the bank collateral pool administered by the Treasurer of the State of Tennessee.

Credit risk - The Board of Directors has authorized management to invest in securities which are allowable under the terms of the bond indentures and in accordance with the State of Tennessee's statutes governing investment of the Corporation's funds.

As of March 31, 2019 and 2018, the Corporation had the following investments and maturities:

Investment Type	Fair Value	Less Than 1	1 - 5	6 - 10
March 31, 2019				
Guaranteed investment contracts and repurchase agreements	$ 172,255,000	$ 172,255,000	$ -	$ -
March 31, 2018				
Guaranteed investment contracts and repurchase agreements	$ 162,545,000	$ 162,545,000	$ -	$ -

Note 3 - Capital Assets
Capital assets in service at March 31, 2019 are summarized as follows:

	Beginning Balances	Increases	Decreases	Ending Balances
Vehicles	$ 40,758			$ 40,758
Office equipment	74,841	$ 1,662	$ (668)	75,835
Totals	115,599	1,662	(668)	116,593
Less accumulated depreciation	(83,189)	(13,039)	668	(95,560)
Total capital assets, net	$ 32,410	$ (11,377)	$ -	$ 21,033

Capital assets in service at March 31, 2018 are summarized as follows:

	Beginning Balances	Increases	Decreases	Ending Balances
Vehicles	$ 40,758			$ 40,758
Office equipment	72,927	$ 3,119	$ (1,205)	74,841
Totals	113,685	3,119	(1,205)	115,599
Less accumulated depreciation	(71,536)	(12,858)	1,205	(83,189)
Total capital assets, net	$ 42,149	$ (9,739)	$ -	$ 32,410

Note 4 - Long-Term Debt
Long-term debt at March 31, 2019 and 2018 consists of the following:

	2019	2018
Gas project revenue bonds, Series 2006A	$ 777,637,696	$ 895,529,850
Gas project revenue bonds, Series 2006B	111,705,000	111,705,000
Gas project revenue bonds, Series 2006C	514,553,080	587,592,381
Gas project revenue bonds, Series 2017A	723,248,470	734,299,468
Gas project revenue bonds, Series 2018	545,304,499	
	2,672,448,745	2,329,126,699
Less unamortized premium	105,183,745	95,211,699
Totals	$ 2,567,265,000	$ 2,233,915,000

The bonds are payable solely from the revenues of the Corporation and certain amounts held under the bond indentures. The bonds are secured by the pledge of the trust estate under the bond indentures. The bond indentures require deposits into debt service accounts held by a corporate trustee to cover future principal and interest payments. As of March 31, 2019, all required deposits to the debt service accounts had been made.

Note 4 - Long-Term Debt (continued)

Changes in long-term obligations for the years ended March 31, 2019 and 2018, respectively, are as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
March 31, 2019				
Gas Project				
Revenue Bonds				
Series 2006A	$ 876,205,000		$ 114,070,000	$ 762,135,000
Series 2006B	111,705,000			111,705,000
Series 2006C	567,755,000		69,365,000	498,390,000
Series 2017A	678,250,000			678,250,000
Series 2018		$ 516,785,000		516,785,000
Totals	$ 2,233,915,000	$ 516,785,000	$ 183,435,000	$ 2,567,265,000

	Beginning Balance	Increases	Decreases	Ending Balance
March 31, 2018				
Gas Project				
Revenue Bonds				
Series 2006A	$ 984,510,000		$ 108,305,000	$ 876,205,000
Series 2006B	111,705,000			111,705,000
Series 2006C	633,780,000		66,025,000	567,755,000
Series 2017A		$ 678,250,000		678,250,000
Totals	$ 1,729,995,000	$ 678,250,000	$ 174,330,000	$ 2,233,915,000

Under the terms of the bond indentures, the debt service requirements are as follows:

	Series 2006A Principal	Series 2006B Principal	Series 2006C Principal	Series 2017A Principal	Series 2018 Principal	Interest	Total Debt Service
2020	$ 110,135,000		$ 60,365,000	$ 625,000		$ 120,170,265	$ 291,295,265
2021	99,155,000		51,120,000	780,000		107,749,887	258,804,887
2022	102,950,000		37,145,000	730,000		99,858,431	240,683,431
2023	75,285,000		63,220,000	1,460,000	$ 6,405,000	93,278,712	239,648,712
2024	98,545,000		70,900,000	674,655,000	740,000	71,712,125	916,552,125
2025 - 2029	276,065,000	$ 111,705,000	215,640,000		509,640,000	98,670,824	1,211,720,824
Totals	$ 762,135,000	$ 111,705,000	$ 498,390,000	$ 678,250,000	$ 516,785,000	$ 591,440,244	$ 3,158,705,244

The bonds bear interest at rates ranging from 4.000% to 5.625%.

The Series 2017A Bonds are subject to optional redemption and extraordinary mandatory redemption through May 1, 2023 and the term bonds are required to be tendered for purchase on May 1, 2023. Under the bond indenture, the Corporation will enter into a bond purchase agreement, firm remarketing agreement, or similar agreement with respect to the remarketing or refunding of the bonds by the last day of the second calendar month preceding May 1, 2023. If the Corporation is unable to do so, there may be an early termination of the gas purchase agreement and the extraordinary redemption of the bonds at that time.

The Series 2018 Bonds are subject to optional redemption and extraordinary mandatory redemption through November 1, 2025 and the term bonds are required to be tendered for purchase on November 1, 2025. Under the bond indenture, the Corporation will enter into a bond purchase agreement, firm remarketing agreement, or similar agreement with respect to the remarketing or refunding of the bonds by the last day of the second calendar month preceding November 1, 2025. If the Corporation is unable to do so, there may be an early termination of the gas purchase agreement and the extraordinary redemption of the bonds at that time.

Note 5 - Gas Supply
The Corporation and its Members have entered into long-term or annually renewable gas supply and management contracts (the Gas Supply Contracts), which require the Members to take substantially all of their gas supply from the Corporation, and the Corporation is required to provide that supply.

BBE gas - In May, 2016, the Corporation entered into the BBE Natural Gas Supply Agreement with the Black Belt Energy Gas District (BBE Supply Agreement). Under the BBE Supply Agreement, BBE has agreed to sell and the Corporation has agreed to purchase natural gas with scheduled daily nominations ranging between 3,100 and 5,300 MMBtu and scheduled monthly nominations ranging between 86,800 and 164,300 MMBtu. Delivery of gas under the BBE Supply Agreement began July 1, 2016 and extends through May 31, 2046. This price of gas purchased by the Corporation under the BBE Supply Agreement is based on the first of the month index of natural gas prices for the applicable delivery point at which the gas is delivered.

Note 5 - Gas Supply (continued)

PGP gas - The Corporation is one of six gas and electric joint action agencies and large distribution systems that are Members of Public Gas Partners, Inc. (PGP), a Georgia nonprofit corporation. PGP acts as the instrumentality of its Members for the primary purpose of acquiring interests in gas producing properties to diversify and enhance each Member's gas supply portfolio. Each of PGP's gas supply acquisition programs is designated as a Supply Pool, and each Member may elect, but is not obligated, to participate under a separate Production Sharing Agreement (PSA) for each Supply Pool. To date, PGP has established Gas Supply Pool No. 1, Gas Supply Pool No. 2, Gas Supply Pool No. 3, and Gas Supply Pool No. 4 (collectively, the Supply Pools).

The Corporation has elected to participate in Supply Pools No. 1 and No. 2. Under the PSA, the Corporation has a participation share of 2.02% in Gas Supply Pool No. 1 and 1.00% in Gas Supply Pool No. 2. The Production Sharing Agreements include a step up provision that could obligate the Corporation to increase its participation share in the pool by up to 125.00% in the event of default of another member. The Corporation is not a participant in Pool No. 3 or Pool No. 4. Participation in these pools is for the life of the underlying projects, estimated to be at least 20 years from inception. Pool No. 1 began in 2004 and Pool No. 2 began in 2005.

The Corporation's percentage participation levels represent daily production of approximately 500 MMBtu. Under each Production Sharing Agreement, the Corporation has agreed to pay its percentage share of all of PGP's costs of that Supply Pool on a take or pay basis. Certain of the Corporation's Members have elected to enter into gas supply agreements with the Corporation under which they have agreed to pay, on a take or pay basis, all of the costs, and receive all of the benefits, of the Corporation's participation in each of the Supply Pools until all related PGP or participant debt has been paid and the last volumes have been delivered. No associated municipality has elected to participate at a level in excess of approximately 10.00% of its annual requirements for gas supplies. Under the Production Sharing Agreements, PGP may deliver the benefits of each Supply Pool to its Members in gas or cash. Cash payments are being made by the Corporation and the other PGP Members. Separate audited financial statements of PGP as of June 30, 2018 are available from the Corporation.

J. Aron I - In July 2006, the Corporation issued bonds to finance the cost of acquiring a fixed quantity of natural gas to be delivered over a 20 year period by J. Aron under the J. Aron I Purchase Agreement. Under the J. Aron I Purchase Agreement, J. Aron was to deliver approximately 486 billion cubic feet of natural gas in specified daily quantities each month over the 20 year period, which began on August 1, 2006, and ends on July 31, 2026. Scheduled daily quantities ranged from 26,000 to 94,000 MMBtu; scheduled monthly quantities ranged from 806,000 to 2,914,000 MMBtu. On February 8, 2013, an amendment to the J. Aron I Purchase Agreement was entered into by the Corporation reducing obligations of J. Aron to deliver approximately 395 billion cubic feet of natural gas in specified daily quantities each month over the 20 year period. Scheduled daily quantities now range from 14,000 to 88,500 MMBtu; scheduled monthly quantities now range from 420,000 to 2,743,500 MMBtu. J. Aron's obligations under the J. Aron I Purchase Agreement are unconditionally guaranteed by The Goldman Sachs Group (GSG). The Corporation has entered into Natural Gas Supply Agreements with certain of its Members and other public gas systems and joint action agencies (Project Participants) that provide for the sale of all of the natural gas to be delivered to the Corporation over the term of the J. Aron I Purchase Agreement.

Note 5 - Gas Supply (continued)

In connection with the gas supply acquired by the Corporation under the J. Aron I Purchase Agreement, the Corporation entered into a commodity swap agreement covering the quantities of gas purchased under such agreement. Under that swap agreement, the Corporation will pay market price for natural gas over a 20 year period and receive a fixed natural gas price for notional quantities of natural gas at various pricing points that correspond to the quantities and related delivery points under the J. Aron I Purchase Agreement, as amended.

J. Aron II - In December 2006, the Corporation issued bonds to finance the cost of acquiring a fixed quantity of natural gas to be delivered over a 20 year period by J. Aron under the J. Aron II Purchase Agreement. Under the J. Aron II Purchase Agreement, J. Aron was to deliver approximately 262 billion cubic feet of natural gas in specified daily quantities each month over the 20 year period, which began on January 1, 2007, and ends on December 31, 2026. Scheduled daily quantities ranged from 21,500 to 62,700 MMBtu; scheduled monthly quantities ranged from 645,000 to 1,943,700 MMBtu. On August 29, 2013, an amendment to the J. Aron II Purchase Agreement was entered into by the Corporation reducing obligations of J. Aron to deliver approximately 210 billion cubic feet of natural gas in specified daily quantities each month over the 20 year period. Scheduled daily quantities now range from 13,500 to 57,200 MMBtu; scheduled monthly quantities now range from 405,000 to 1,773,200 MMBtu. Additionally, the amendment provides for J. Aron to sell to the Corporation on a pay as you go basis specified quantities of gas at the discount in the corresponding gas sales agreements with the project participants. Scheduled daily quantities of pay as you go gas range from 500 to 23,700 MMBtu; scheduled monthly quantities range from 15,000 to 735,000 MMBtu. J. Aron's obligations under the J. Aron II Purchase Agreement are unconditionally guaranteed by The Goldman Sachs Group (GSG). The Corporation has entered into Natural Gas Supply Agreements with certain of its Members and Project Participants that provide for the sale of all of the natural gas to be delivered to the Corporation over the term of the J. Aron II Purchase Agreement.

In connection with the gas supply acquired by the Corporation under the J. Aron II Purchase Agreement, the Corporation entered into two commodity swap agreements covering the quantities of gas purchased under such agreement. Effective August 1, 2016, one of the commodity swap providers novated its half of the commodity swaps to the other commodity swap provider, as a result of their decision to exit the commodity swap business. Under the swap agreement, the Corporation will pay market price for natural gas over a 20 year period and receive a fixed natural gas price for notional quantities of natural gas at various pricing points that correspond to the quantities and related delivery points under the J. Aron II Purchase Agreement, as amended.

The amendment to the J. Aron II Purchase Agreement included converting prepaid gas deliveries to pay as you go deliveries, which began in November 2013 and ends in December 2026. The price of gas purchased by the Corporation is based on the first of the month index of natural gas prices for the applicable delivery point. In 2019, the Corporation purchased 1,155,848 MMBtu of gas under the contract.

Note 5 - Gas Supply (continued)

The Corporation has contracted to purchase the following volumes of gas from J. Aron through December 2026 at a discount to spot market pricing on a pay as you go basis:

For the Year Ended March 31:	Volumes (MMBtu)
2020	2,836,944
2021	5,408,652
2022	5,515,562
2023	2,555,998
2024	3,820,120
Thereafter	13,120,260
Total	33,257,536

J. Aron III - In November 2017, the Corporation issued bonds to finance the cost of acquiring a fixed quantity of natural gas to be delivered over a 30 year period by J. Aron under the J. Aron 2017 Purchase Agreement. Under the 2017 Purchase Agreement, J. Aron is to deliver approximately 281 billion cubic feet of natural gas in specified daily quantities each month over the 30 year period, which begins on April 1, 2018, and ends on March 31, 2048. Scheduled daily quantities range from 17,500 to 37,600 MMBtu; scheduled monthly quantities range from 525,000 to 1,165,600 MMBtu.

In connection with the gas supply acquired by the Corporation under the 2017 Purchase Agreement, the Corporation entered into a commodity swap agreement covering the quantities of gas purchased under such agreement. Under that swap agreement, the Corporation will pay market price for natural gas over a 30 year period and receive a fixed natural gas price for notional quantities of natural gas at various pricing points that correspond to the quantities and related delivery points.

J. Aron IV - In August 2018, the Corporation issued bonds to finance the cost of acquiring a fixed quantity of natural gas to be delivered over a 30.5 year period by J. Aron under the J. Aron 2018 Purchase Agreement. Under the 2018 Purchase Agreement, J. Aron is to deliver approximately 228 billion cubic feet of natural gas in specified daily quantities each month over the 30.5 year period, which begins on April 1, 2019, and ends on September 30, 2049. Scheduled Daily Quantities range from 11,170 to 35,995 MMBtu; scheduled monthly quantities rage from 335,100 to 1,115,845 MMBtu.

In connection with the gas supply acquired by the Corporation under the 2018 Purchase Agreement, the Corporation entered into a commodity swap agreement covering the quantities of gas purchased under such agreement. Under that swap agreement, the Corporation will pay market price for natural gas over a 30.5 year period and receive a fixed natural gas price for notional quantities of natural gas at various pricing points that correspond to the quantities and related delivery points under the 2018 Purchase Agreement.

Spot market supply - The Corporation uses its prepaid gas supply and spot market purchases to meet the gas requirements of its Members. The Management Agreements between the Corporation and the Members that are parties thereto provide that the Corporation will use its best efforts to acquire additional long-term gas supplies to serve its Members. Because a significant portion of the customers served by its Members are residential users whose daily gas requirements increase on cold days, the Corporation regularly purchases supplies of gas in the spot markets to meet the actual supply requirements of the Members. During the years ended March 31, 2019 and 2018, short-term purchases of gas accounted for 14.8% and 16.0% of the Corporation's total gas deliveries, respectively.

Price of gas supply - The gas sold by the Corporation to its Members under the Management Agreements and to Project Participants is based upon monthly market Index. A Member that is a party to a Management Agreement with the Corporation has the option to fix the price of all or a portion of the Index priced gas supply it purchases from the Corporation in a future month or months under the terms of the Management Agreements. Revenues received by the Corporation under the Management Agreements are not pledged to the payment of the bonds.

Note 6 - Gas Price Swap Agreements

The Corporation employs hedging techniques utilizing over the counter derivative instruments to manage the gas commodity price exposure inherent in the purchase, storage, and sale of natural gas in its everyday service to Members and Project Participants. During the reporting period, the Corporation was party to two categories of hedging instruments:

1) Fixed payer natural gas commodity swaps, to hedge the variability of cash flows related to fixed price agreements with Members or Project Participants in which the Corporation is obligated to pay the NYMEX-Henry Hub monthly settlement price in exchange for a fixed price paid by the member utility, for an agreed upon term and based on predetermined monthly settlement volumes. The fixed payer swaps are with various counterparties who are obligated to pay the NYMEX-Henry Hub monthly settlement prices in exchange for fixed prices paid by the Corporation, based on identical terms in the fixed price agreements.

2) Fixed receiver natural gas commodity swaps, to hedge the fair value of Prepaid Natural Gas Purchase Agreements, entered into in conjunction with the Series 2006 A, B, & C Gas Project Revenue Bonds, the Series 2017 A Gas Project Revenue Bonds, and the Series 2018 Gas Project Revenue Bonds, in which the Corporation has prepaid for certain volumes of natural gas at certain delivery points based on a fixed price. The fixed receiver swaps are with a single counterparty who is obligated to pay fixed prices in exchange for payment by the Corporation of the first of the month Index prices for gas at the various delivery points, based on identical terms in the J. Aron I, J. Aron II, and the 2017 and 2018 Purchase Agreements.

Under GASB Statement No. 53*, Accounting and Financial Reporting for Derivative Instruments*, the Corporation must adhere to guidelines addressing the recognition, measurement, and disclosure of information regarding derivative instruments. The Statement defines derivative instruments and items that may be hedged, provides criteria for "hedging derivative instruments" and "investment derivative instruments," prescribes methods for determining "effectiveness" as a hedging derivative instrument, and outlines accounting and financial statement reporting and disclosure requirements.

By applying the consistent critical terms methodology, the Corporation has determined that each of its hedge positions is "effective," and is thus a hedging derivative instrument under GASB 53. As such, the fair market value of derivative positions is recorded as a deferred inflow or deferred outflow on the balance sheet, depending on whether the value is positive or negative from the Corporation's perspective. The Corporation will continue to assess the effectiveness of each hedge, on an annual basis, applying one of the methodologies prescribed under GASB 53.

Note 6 - Gas Price Swap Agreements (continued)
The fixed payer commodity swap agreements contain a provision requiring the Corporation to post cash collateral or a letter of credit in the event the fair value of all hedging derivative instruments with that counterparty is in a liability position, exceeding a predetermined threshold. As of fiscal year end 2019, some of the fixed payer commodity swap agreements were in a liability position but did not exceed the collateral threshold; therefore, no collateral has been posted.

The Corporation bills its Members and Project Participants based on Index prices and entered into fixed receiver commodity swap agreements to ensure that the Corporation's total net revenues from the sale of the Project gas, including commodity swap revenues and commodity swap expenses, at all times will be sufficient to service the debt associated with the Projects. These agreements require periodic payments to be paid or received based on the difference between the Index price and the fixed contract price on the notional monthly quantity. The notional quantities match the delivery quantities in the prepaid agreements.

The agreements settle monthly as the related gas supplies are delivered with the final maturity in 2049. The Corporation intends to hold these agreements to maturity. The Corporation is exposed to market gas price risk for gas already delivered to its Members and Project Participants in the event of nonperformance by the counterparty to the gas price swap agreements. However, the Corporation does not anticipate nonperformance by the counterparty. The amounts due from the counterparty were $16,789,166 and $18,408,861 March 31, 2019 and 2018, respectively.

At March 31, 2019 and 2018, the fair value of the fixed receiver commodity swap agreements was an asset and a deferred inflow of $866,632,841 and $1,038,731,301, respectively. The fair value of the fixed payer commodity swap agreements was a liability and a deferred outflow of $388,372 and $905,672 at March 31, 2019 and 2018, respectively. The fair values of the natural gas commodity swaps are estimated by an independent pricing service using observable market based inputs, unobservable inputs corroborated by market data, and unobservable inputs not corroborated by market data. The values are based on the present value of each swap's future cash flows based on the contractual fixed price and both market based, forward price curves for the next 72 months going forward and on the estimated forward price curve for periods thereafter for the underlying delivery points, as of the reporting date, and discounted using the LIBOR yield curve.

Note 6 - Gas Price Swap Agreements (continued)

Instrument Type	Objective	Total Notional Volume	Effective Date	Maturity Date	Terms	Counterparty Credit Rating	Fair Value as of March 31, 2019
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utility	170,000 MMBtu	1/1/2019	10/31/2019	TEAC pays $2.905/MMBtu; receives NYMEX-HH	Baa2/A-/A-	$ (17,424)
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utility	210,000 MMBtu	1/1/2019	12/31/2019	TEAC pays $2.75/MMBtu; receives NYMEX-HH	Baa2/A-/A-	9,305
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utility	340,000 MMBtu	1/1/2019	12/31/2019	TEAC pays $2.785/MMBtu; receives NYMEX-HH	Baa2/A-/A-	731
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utilitiy	420,000 MMBtu	1/1/2019	12/31/2019	TEAC pays $2.730/MMBtu; receives NYMEX-HH	Baa2/A-/A-	22,237
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utility	360,000 MMBtu	1/1/2020	12/31/2020	TEAC pays $2.725/MMBtu; receives NYMEX-HH	Baa2/A-/A-	2,070
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utility	360,000 MMBtu	1/1/2020	12/31/2020	TEAC pays $2.650/MMBtu; receives NYMEX-HH	Baa2/A-/A-	28,179
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utility	10,000 MMBtu	4/1/2019	4/30/2019	TEAC pays $2.585/MMBtu; receives NYMEX-HH	Baa2/A-/A-	1,275
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with a project participant	1,480,000 MMBtu	10/1/2019	8/31/2020	TEAC pays $2.7625/MMBtu; receives NYMEX-HH	Baa2/A-/A-	241,727
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with a project participant	40,000 MMBtu	9/1/2020	9/30/2020	TEAC pays $2.60/MMBtu; receives NYMEX-HH	Baa2/A-/A-	423
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with a member utility	710,000 MMBtu	1/1/2020	12/31/2020	TEAC pays $2.695/MMBtu; receives NYMEX-HH	Baa2/A-/A-	32,900
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with a member utility	200,000 MMBtu	2/1/2019	6/30/2019	TEAC pays $2.845/MMBtu; receives NYMEX-HH	Baa2/A-/A-	(17,771)
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with a project participant	1,470,000 MMBtu	10/1/2018	8/31/2019	TEAC pays $3.065/MMBtu; receives NYMEX-HH	A1/AA-/AA	(76,632)
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with a project participant	40,000 MMBtu	9/1/2019	9/30/2019	TEAC pays $2.75/MMBtu; receives NYMEX-HH	A1/AA-/AA	1,734
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utility	2,500,000 MMBtu	11/1/2017	3/31/2022	TEAC pays $3.137/MMBtu; receives NYMEX-HH	A3/BBB+/A	(375,854)
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utility	1,300,000 MMBtu	11/1/2017	3/31/2022	TEAC pays $3.212/MMBtu; receives NYMEX-HH	A3/BBB+/A	(236,967)

Note 6 - Gas Price Swap Agreements (continued)

Instrument Type	Objective	Total Notional Volume	Effective Date	Maturity Date	Terms	Counterparty Credit Rating	Fair Value as of March 31, 2019
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utility	300,000 MMBtu	1/1/2019	12/31/2019	TEAC pays $2.903/MMBtu; receives NYMEX-HH	A3/BBB+/A	(25,474)
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with a project participant	290,000 MMBtu	4/1/2019	9/30/2020	TEAC pays $2.809/MMBtu; receives NYMEX-HH	A3/BBB+/A	14,691
Fixed Payer Nat Gas Swap	Hedge variability of cash flows in Fixed Price Agreement with member utility	1,480,000 MMBtu	1/1/2021	12/31/2021	TEAC pays $2.645/MMBtu; receives NYMEX-HH	A3/BBB+/A	6,478
Fixed Receiver Nat Gas Swap	Hedge fair value of Prepaid Natural Gas Contract - Series 2006 A&B Gas Project Revenue Bonds	395,135,179 MMBtu	8/1/2006	7/31/2026	TEAC receives $7.451/MMBtu; pays basket of indices	A1/AA-/AA	517,161,194
Fixed Receiver Nat Gas Swap	Hedge fair value of Prepaid Natural Gas Contract - Series 2006 C Gas Project Revenue Bonds	209,502,902 MMBtu	1/1/2007	12/31/2026	TEAC receives $7.22/MMBtu; pays basket of indices	A1/AA-/AA	335,393,625
Fixed Receiver Nat Gas Swap	Hedge fair value of Prepaid Natural Gas Contract - Series 2017A Gas Project Revenue Bonds	281,058,400 MMBtu	4/1/2018	3/31/2048	TEAC receives $4.325/MMBtu; pays basket of indices	A1/AA-/AA	32,905,934
Fixed Receiver Nat Gas Swap	Hedge fair value of Prepaid Natural Gas Contract - Series 2018 Gas Project Revenue Bonds	228,281,050 MMBtu	4/1/2019	9/30/2049	TEAC receives $4.169/MMBtu; pays basket of indices	A1/AA-/AA	(18,827,912)
Total							$ 866,244,469

The effect of marking the commodity swap agreements to market during fiscal years 2019 and 2018 had no impact on net revenues or expenses in the accompanying statements of revenues and expenses and changes in net position.

Due to the long tenor of the fixed receiver swaps considerable judgment is necessarily required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that the Corporation could realize upon liquidation. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

During fiscal year 2019, the Corporation made payments of $232,390 and received payments of $1,475,500 from swap counterparties in association with the cash flow hedges. During fiscal year 2018, the Corporation made payments of $1,066,160 and received payments of $334,160 from swap counterparties in association with the cash flow hedges. Payments are recorded as adjustments to operating revenues and expenses and are reflected in the statements of revenues, expenses, and changes in net position.

During fiscal year 2019, the Corporation made payments of $230,082 and received payments of $162,970,990 from swap counterparties in association with the fair value hedges. During fiscal year 2018, the Corporation received payments of $168,767,152 from swap counterparties in association with the fair value hedges. Payments are recorded as adjustments to operating revenues and expenses and are reflected in the statements of revenues, expenses, and changes in net position.

Note 6 - Gas Price Swap Agreements (continued)

The aggregate fair value for hedging derivative instruments is classified in the Corporation's balance sheets as follows for the years ended March 31, 2019 and 2018:

	2019	2018
Fair value of gas price swap agreements	$ 866,244,469	$ 1,037,825,629
Change in fair value from prior year	(171,581,160)	(78,620,300)
Statements of Net Position		
Derivative instrument - commodity swaps	866,244,469	1,037,825,629
Deferred outflow - accumulated change in fair value of hedging derivatives	388,372	905,672
Deferred inflow - accumulated change in fair value of hedging derivatives	866,632,841	1,038,731,301

The Corporation is exposed to counterparty credit risk on derivative instruments that are in asset positions. To minimize the risk of loss due to counterparty credit risk the Corporation's hedge policy states that derivative instruments with a duration of less than one year must be transacted with a counterparty that has a credit rating of Baa3/BBB- or better. Derivative instruments with a duration longer than one year must be transacted with a counterparty that has a credit rating of A3/A- or better. The Corporation currently has contracts with counterparties (and guarantors) bearing credit ratings of Baa2/A-/A-, A3/BBB+/A, and A1/AA-/AA.

To further mitigate counterparty credit risk, the terms of the fixed receiver swap agreements include a ratings based termination right of the Corporation in the event the counterparty is downgraded below A2/A. The terms of the fixed payer swap agreements provide for the posting of liquid collateral by the counterparty based on credit rating and market value thresholds or other metrics. Under the fixed payer swap agreements, the Corporation may also set off any settlement amounts owed to the Corporation against collateral posted by the counterparty or settlement amounts owed by the Corporation to the counterparty.

The Corporation or its swap counterparties may terminate a derivative instrument if the other party fails to perform under the terms of the contract or breaches certain contractual provisions. In addition, the fixed receiver swap agreements which hedge the Purchase Agreements will automatically terminate if the associated Prepaid Natural Gas Purchase Agreement is terminated.

For 2006 transactions, the only amounts due upon termination would generally be previously accrued but unpaid amounts. However, if the fixed receiver commodity swap is terminated as a result of the Corporation's default or as a result of the termination of the Prepaid Natural Gas Purchase Agreement, the Corporation would be obligated to pay a termination payment to the swap counterparty based on the net present value of the remaining notional quantities of gas during the remaining term multiplied by a fixed amount. The termination amounts are not based upon the marked to market value of the commodity swaps, and are payable solely out of the termination proceeds and reserve amounts available to the Corporation at the time of any early termination of the commodity swaps.

The Corporation does not currently have any hedging or investment derivative instruments to manage interest rate risk. However, the fair value of commodity swaps that are in an asset position may be reduced as interest rates rise.

The Corporation does not bear basis risk on any of its commodity swaps. Hedged items are matched with hedging derivative instruments that are indexed to the same price index/delivery point.

The Corporation is not exposed to rollover risk due to the fact that the maturities of the hedging derivative instruments and the underlying hedged item are matched.

All hedging derivative instruments and underlying hedged items are denominated in United States Dollars; thus, the Corporation is not exposed to foreign currency risk.

The table below presents the values of the commodity swaps in asset positions and those in liability positions at March 31, 2019 and 2018, respectively.

	2019	2018
FV of asset position swaps	$ 885,822,503	$ 1,038,787,527
FV of liability position swaps	(19,578,034)	(961,898)
Net commodity swap agreements	$ 866,244,469	$ 1,037,825,629

Note 7 - Employee Benefit Plans

The Corporation has a defined contribution profit sharing plan, The Tennessee Energy Acquisition Corporation Excess Revenue 401(a) Plan (the Plan), for eligible employees who have reached age 21 and completed one year of service prior to the semiannual sign up date. The Plan is noncontributory in that employees make no contribution to the Plan.

The Corporation's contributions to the Plan are made at the discretion of the Board of Directors. Plan provisions and contribution requirements are established and may be amended by the Board of Directors. As of March 31, 2019 and 2018, there were five plan members. The vesting terms of the Plan are: 6 Year Graded: 0 - 1 year - 0%; 2 years - 20%; 3 years - 40%; 4 years - 60%; 5 years - 80%; 6 years - 100%. Regardless of the vesting schedule, a participant will become fully vested upon death or total and permanent disability. Forfeitures will be allocated to all participants eligible to share in the allocations of employer contributions in the same proportion that each participant's compensation for the plan year bears to the compensation of all participants for such year.

Beginning in September 2018, the Corporation will contribute for all employees terminating service with the Corporation during the Plan Year and reach age 59 ½, an amount equal to an employee's current hourly rate of pay multiplied by the employee's number of unused accumulated sick leave hours. In no event will the Corporation's contribution for the Plan Year exceed the maximum contribution permitted under Code 415(c). The Corporation's outstanding liability for unused accumulated sick leave amounted to $137,917 and $0 for the years ending March 31, 2019 and 2018, respectively.

The Corporation's contributions to the Plan are included in general and administrative expense in the accompanying statements of revenues, expenses, and changes in net position and also in other accrued expense as an outstanding liability in the accompanying balance sheets and amounted to $214,078 and $72,535 during the years ending March 31, 2019 and 2018, respectively. There were no forfeitures for the years ending March 31, 2019 and 2018.

The Corporation also has a deferred compensation plan created in accordance with Section 457 of the Internal Revenue Code (Section 457) which allows plan participants to defer and contribute to the plan, through the Corporation, a specified portion of their salary until future years. Plan participants' contributions are subject to limitations outlined within Section 457. Under the terms of the plan, the Corporation may contribute to the plan on behalf of the participants; however, no contributions were made by the Corporation during the years ended March 31, 2019 and 2018. The assets of the plan, including all deferred amounts, property, and rights purchased with deferred amounts and all income attributable to such deferred amounts, property, or rights are held in trust for the exclusive benefit of the plan participants, thus, the assets and liabilities of the plan are not reflected in the Corporation's balance sheets.

Note 8 - Fair Value of Financial Instruments

The estimated fair value amounts of instruments carried at fair value in the balance sheets have been determined by the Corporation using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that the Corporation could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair market value.

The Corporation measures and reports certain assets and liabilities at fair value. Assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

In determining the appropriate levels, the Corporation performs a detailed analysis of the assets and liabilities that are subject to fair value measurement.

The fair value of investments restricted for debt service is based on quoted market prices. The fair value of the gas price swap agreements is estimated by an independent pricing service using both Level 2 and Level 3 inputs as defined above.

The fair value estimates presented herein are based on pertinent information available to management as of March 31, 2019 and 2018, respectively. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date, and current estimates of fair value may differ significantly from the amounts presented herein.

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis by level at March 31, 2019.

	Total	Level 1	Level 2	Level 3
Investment restricted bond funds	$ 172,255,000	$ 172,255,000		
Gas price swap agreements	$ 866,244,469		$ 853,721,253	$ 12,523,216

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis by level at March 31, 2018.

	Total	Level 1	Level 2	Level 3
Investment restricted bond funds	$ 162,545,000	$ 162,545,000		
Gas price swap agreements	$ 1,037,825,629		$ 831,573,994	$ 206,251,635

Note 9 - Risk Management and Insurance Arrangements
The Corporation is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; illnesses or injuries to employees; and natural disasters. The Corporation carries commercial insurance for these risks of loss. Settled claims resulting from these risks have not exceeded commercial insurance coverage in any of the past three years. No significant reduction in insurance coverage has occurred since the prior year.

Note 10 - Subsequent Events
The Corporation has evaluated subsequent events through July 2, 2019 which is the date these financial statements were available to be issued. All subsequent events requiring recognition as of March 31, 2019 have been incorporated into these financial statements.

JACKSON THORNTON

Independent Auditor's Report on Supplementary Information

The Board of Directors
The Tennessee Energy Acquisition Corporation
Clarksville, Tennessee

We have audited the financial statements of The Tennessee Energy Acquisition Corporation as of and for the years ended March 31, 2019 and 2018, and have issued our report thereon dated July 2, 2019, which expressed an unmodified opinion on those financial statements. Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole.

The schedules appearing on pages 38 and 39 are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management.

The information on page 38 was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. This information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

The information on page 39 was obtained from company records. This nonaccounting information is the responsibility of management and is not a required part of the financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the financial statements. Accordingly, we do not express an opinion or provide any assurance on it.

Jackson Thornton & Co. PC

Montgomery, Alabama
July 2, 2019

The Tennessee Energy Acquisition Corporation
Schedules of Debt Service Requirements
As of March 31, 2019

Fiscal Year Ending	2006 Series A Bonds Principal	2006 Series A Bonds Interest	2006 Series B Bonds Principal	2006 Series B Bonds Interest	2006 Series C Bonds Principal	2006 Series C Bonds Interest	2017 Series A Bonds Principal	2017 Series A Bonds Interest	2018 Series Bonds Principal	2018 Series Bonds Interest	Total Debt Service
2020	$ 110,135,000	$ 37,121,044		$ 6,283,406	$ 60,365,000	$ 24,919,500	$ 625,000	$ 27,117,500		$ 24,728,815	$ 291,295,265
2021	99,155,000	31,627,181		6,283,406	51,120,000	21,901,250	780,000	27,089,400		20,848,650	258,804,887
2022	102,950,000	26,321,925		6,283,406	37,145,000	19,345,250	730,000	27,059,200		20,848,650	240,683,431
2023	75,285,000	21,643,256		6,283,406	63,220,000	17,488,000	1,460,000	27,015,400	$ 6,405,000	20,848,650	239,648,712
2024	98,545,000	17,080,219		6,283,406	70,900,000	14,327,000	674,655,000	13,493,100	740,000	20,528,400	916,552,125
2025	144,580,000	10,698,187		6,283,406	51,445,000	10,782,000			460,000	20,491,400	244,739,993
2026	59,050,000	5,352,900		6,283,406	63,030,000	8,209,750			509,180,000	20,468,400	671,574,456
2027	72,435,000	1,901,419	$ 111,705,000	3,141,706	101,165,000	5,058,250					295,406,375
	$ 762,135,000	$ 151,746,131	$ 111,705,000	$ 47,125,548	$ 498,390,000	$ 122,031,000	$ 678,250,000	$ 121,774,600	$ 516,785,000	$ 148,762,965	$ 3,158,705,244

See Independent Auditor's report on Supplementary Information.

The Tennessee Energy Acquisition Corporation
Directory of Officials
As of March 31, 2019

Board of Directors

Name	Position
Greg Riddle	Chairman
Brent Dillahunty	Vice Chairman
Mark O'Neal	Secretary
Michael Harper	Member
Kyle Hamm	Member
Mike French	Member
Cliff Henson	Member
John Smith	Member
Jim Garland	Member

Management

Name	Position
Mark McCutchen	President/General Manager
Rhonda Wall	Treasurer/Controller/Asst Secretary
Carrie Rudolph	Asst Treasurer/Accountant

JACKSON THORNTON

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

The Board of Directors
The Tennessee Energy Acquisition Corporation
Clarksville, Tennessee

We have audited, in accordance with the 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, the financial statements of The Tennessee Energy Acquisition Corporation (the Corporation), which comprise the balance sheet as of March 31, 2019, and the related statements of revenue, expenses, and changes in net position and cash flows for the year then ended, and related notes to the financial statements, and have issued our report thereon dated July 2, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Corporation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control.

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

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

JACKSON
THORNTON

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

Purpose of this Report
The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Jackson Thornton & Co. PC

Montgomery, Alabama
July 2, 2019

The Tennessee Energy Acquisition Corporation
Summary Schedule of Prior Year Findings
For the Year Ended March 31, 2019

There were no prior year findings reported.