

In the opinion of Adams and Reese LLP, Bond Counsel, under existing law and assuming compliance with certain tax covenants described herein, interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. However, such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations. Bond Counsel is also of the opinion, under existing law, that the Bonds and interest on the Bonds are exempt from all state, county, and municipal taxation in the State of Tennessee, except for inheritance, transfer, and estate taxes and except to the extent that interest on the Bonds is included within the measure of certain privilege and excise taxes imposed under Tennessee law. See "LEGAL MATTERS—Tax Matters" herein.



\$27,510,000
CITY OF KINGSPORT, TENNESSEE

GENERAL OBLIGATION PUBLIC IMPROVEMENT BONDS, SERIES 2013B

Dated: Delivery Date

Due: March 1st (as shown below)

The \$27,510,000 General Obligation Public Improvement Bonds, Series 2013B (the "Bonds") of the City of Kingsport, Tennessee (the "Municipality") shall be issued as fully registered in denominations of \$5,000 and authorized integral multiples thereof. The Bonds will be issued in book-entry-only form and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository of the Bonds. So long as Cede & Co. is the registered owner of the Bonds, as the nominee for DTC, principal and interest with respect to the Bonds shall be payable to Cede & Co., as nominee for DTC, which will, in turn, remit such principal and interest to the DTC participants for subsequent disbursements to the beneficial owners of the Bonds. Individual purchases of the Bonds will be made in book-entry-only form, in denominations of \$5,000 or integral multiples thereof and will bear interest at the annual rates as shown below. Interest on the Bonds is payable semiannually from the date thereof commencing on March 1, 2014 and thereafter on each March 1st and September 1st to the owners thereof as shown on the books and records at the principal corporate trust office of Regions Bank, Nashville, Tennessee, the registration and paying agent (the "Registration Agent"). In the event of discontinuation of the book-entry system, principal of and interest on the Bonds are payable by check or draft at the principal corporate office of the Registration Agent.

The Bonds are payable from funds of the Municipality legally available therefor and to the extent necessary from ad valorem taxes to be levied on all taxable property within the corporate limits of the Municipality without limitation as to time, rate, or amount. For the prompt payment of the Bonds, both principal and interest, as the same shall become due, the full faith, and credit of the Municipality is irrevocably pledged.

The Bonds are subject to optional redemption as described herein.

<u>March 1st</u>	<u>Amounts</u>	<u>Rate</u>	<u>Yield</u>		<u>March 1st</u>	<u>Amounts</u>	<u>Rate</u>	<u>Yield</u>	
2015	\$990,000	3.000%	0.300%		2025	\$1,310,000	4.125%	3.050%	c
2016	1,025,000	4.000%	0.550%		2026	1,365,000	4.250%	3.200%	c
2017	1,055,000	5.000%	0.850%		2027	1,420,000	4.250%	3.400%	c
2018	1,115,000	2.000%	1.250%		2028	1,485,000	4.000%	3.550%	c
2019	1,130,000	3.000%	1.600%		2029	1,545,000	4.250%	3.700%	c
2020	1,165,000	5.000%	1.900%		2030	1,610,000	4.250%	3.830%	c
2021	1,225,000	3.000%	2.230%		2031	1,675,000	4.000%	4.000%	
2022	1,265,000	4.000%	2.480%		2032	1,745,000	4.000%	4.100%	
2023	1,315,000	5.000%	2.680%		2033	1,810,000	4.000%	4.150%	
2024	1,380,000	5.000%	2.880%		2034	1,880,000	4.100%	4.180%	

c = Priced to the first optional redemption date of March 1, 2024

This cover page and the inside cover page contain certain information for quick reference only. They are not a summary of this issue. Investors must read the entire *Official Statement* to obtain information essential to make an informed investment decision.

The Bonds are offered when, as and if issued, subject to the approval of the legality thereof by Adams and Reese LLP, Nashville, Tennessee, Bond Counsel. Certain matters will be passed upon for the Municipality by J. Michael Billingsley, Esq., City Attorney. The Bonds are expected to be available for delivery through the facilities of The Depository Trust Company, New York, New York on or about October 21, 2013.

This *Official Statement* speaks only as of its date, and the information contained herein is subject to change.

This *Official Statement* may contain forecasts, projections, and estimates that are based on current expectations but are not intended as representations of fact or guarantees of results. If and when included in this *Preliminary Official Statement*, the words "expects," "forecasts," "projects," "intends," "anticipates," "estimates," and analogous expressions are intended to identify forward-looking statements as defined in the Securities Act of 1933, as amended, and any such statements inherently are subject to a variety of risks and uncertainties, which could cause actual results to differ materially from those contemplated in such forward-looking statements. These forward-looking statements speak only as of the date of this *Official Statement*. The Municipality disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in the Municipality's expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

This *Official Statement* and the Appendices hereto contain brief descriptions of, among other matters, the Municipality, the Bonds, the Resolution (as defined herein), the Disclosure Certificate, and the security and sources of payment for the Bonds. Such descriptions and information do not purport to be comprehensive or definitive. The summaries of various constitutional provisions and statutes, the Resolution, the Disclosure Certificate, and other documents are intended as summaries only and are qualified in their entirety by reference to such documents and laws, and references herein to the Bonds are qualified in their entirety to the forms thereof included in the Resolution.

The Bonds have not been registered under the Securities Act of 1933 and the Resolution has not been qualified under the Trust Indenture Act of 1939, in reliance on exemptions contained in such Acts. This *Official Statement* does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation, or sale.

No dealer, broker, salesman, or other person has been authorized by the Municipality or the Financial Advisor to give any information or to make any representations other than those contained in this *Official Statement*, and, if given or made, such other information or representations should not be relied upon as having been authorized by the Municipality or Financial Advisor. Except where otherwise indicated, all information contained in this *Official Statement* has been provided by the Municipality. The information set forth herein has been obtained by the Municipality from sources which are believed to be reliable but is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation of, the Financial Advisor. The information contained herein is subject to change without notice, and neither the delivery of this *Official Statement* nor any sale made hereunder shall under any circumstances create an implication that there has been no change in the affairs of the Municipality, or the other matters described herein since the date hereof or the earlier dates set forth herein as of which certain information contained herein is given.

In connection with this offering, the Underwriter may over-allot or effect transactions which stabilize or maintain the market prices of the Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

<u>March 1st</u>	<u>Amounts</u>	<u>CUSIPS⁽¹⁾</u>	<u>March 1st</u>	<u>Amounts</u>	<u>CUSIPS⁽¹⁾</u>
2015	\$990,000	496443 LP5	2025	\$1,310,000	496443 LZ3
2016	1,025,000	496443 LQ3	2026	1,365,000	496443 MA7
2017	1,055,000	496443 LR1	2027	1,420,000	496443 MB5
2018	1,115,000	496443 LS9	2028	1,485,000	496443 MC3
2019	1,130,000	496443 LT7	2029	1,545,000	496443 MD1
2020	1,165,000	496443 LU4	2030	1,610,000	496443 ME9
2021	1,225,000	496443 LV2	2031	1,675,000	496443 MF6
2022	1,265,000	496443 LW0	2032	1,745,000	496443 MG4
2023	1,315,000	496443 LX8	2033	1,810,000	496443 MH2
2024	1,380,000	496443 LY6	2034	1,880,000	496443 MJ8

⁽¹⁾ CUSIP numbers have been assigned by Standard & Poor's CUSIP Service Bureau, a Division of The McGraw-Hill Companies, Inc., and are included solely for convenience of the Bondholders. The Municipality is not responsible for the selection or use of these CUSIP numbers, nor is any representation made as to their correctness on the Bonds or as indicated herein.

CITY OF KINGSPORT, TENNESSEE

BOARD OF MAYOR AND ALDERMEN

Dennis R. Phillips	<i>Mayor</i>
Mike McIntire	<i>Vice Mayor and Alderman</i>
John Clark	<i>Alderman</i>
Colette George	<i>Alderman</i>
Tom Parham	<i>Alderman</i>
Tom Segelhorst	<i>Alderman</i>
Jantry Shupe	<i>Alderman</i>

OFFICIALS

John G. Campbell	<i>City Manager</i>
Tilden J. Fleming	<i>Assistant City Manager</i>
James H. Demming, CPA	<i>City Recorder/CFO</i>
J. Michael Billingsley, Esq.	<i>City Attorney</i>

REGISTRATION AND PAYING AGENT

Regions Bank
Nashville, Tennessee

BOND COUNSEL

Adams and Reese LLP
Nashville, Tennessee

UNDERWRITER

Hutchinson, Shockey, Erley & Co.
Chicago, Illinois

FINANCIAL ADVISOR

Raymond James & Associates, Inc.
Nashville, Tennessee

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SUMMARY STATEMENT

The information set forth below is provided for convenient reference and does not purport to be complete and is qualified in its entirety by the information and financial statements appearing elsewhere in this *Official Statement*. This Summary Statement shall not be reproduced, distributed or otherwise used except in conjunction with the remainder of this *Official Statement*.

The IssuerCity of Kingsport, Tennessee (the "Municipality" or the "Issuer")

See the section entitled "Supplemental Information Statement" (APPENDIX B) for more information.

Securities Offered.....The \$27,510,000 General Obligation Public Improvement Bonds, Series 2013B (the "Bonds") of the City of Kingsport, Tennessee (the "Municipality") are dated the date of issuance. The Bonds will mature each March 1st beginning March 1, 2015 through March 1, 2034, inclusive.

See the section entitled "SECURITIES OFFERED – Authority and Purpose".

PurposeThe Bonds are being issued to finance: (i) certain public works projects, consisting of the acquisition of public art; (ii) acquisition, construction, improvement and renovation of public school facilities; (iii) road, parking, and sidewalk construction, improvement and expansion; (iv) acquisition, construction and improvement of a fire training ground and fire protection upgrades; (v) acquisition, construction, and improvement of public recreational facilities, including development and construction of a softball and baseball complex, the demolition of Legion pool and improvements to J. Fred Johnson stadium; (vi) the acquisition, construction, renovation, improvement and equipping of public buildings within the Municipality, including library improvements; (vii) acquisition of public works equipment, including ladder trucks, dump trucks, garbage trucks, generators, and street lighting improvements; (viii) construction, expansion and improvement of the Municipality's water system; (ix) construction, expansion and improvement of the Municipality's sewer system; (x) the acquisition of all property real and personal, appurtenant thereto or connected with such work; (xi) to pay legal, fiscal, administrative, and engineering costs; (xii) to reimburse the Municipality for the costs of any of the above projects; (xiii) to pay capitalized interest; and (xiv) to pay costs incident to the issuance and sale of the Improvement Bonds.

See the section entitled "SECURITIES OFFERED – Authority and Purpose" for additional information.

SecurityThe Bonds are payable from funds of the Municipality legally available therefor and to the extent necessary from ad valorem taxes to be levied on all taxable property within the corporate limits of the Municipality without limitation as to time, rate, or amount. For the prompt payment of the Bonds, both principal and interest, as the same shall become due, the full faith, and credit of the Municipality is irrevocably pledged.

See the section entitled "SECURITIES OFFERED – Security" for additional information.

Optional Redemption.....Bonds maturing March 1, 2015 through March 1, 2024, are not subject to redemption prior to maturity. Bonds maturing on and after March 1, 2025, are subject to redemption prior to maturity on March 1, 2024, and at any time

thereafter, at the option of the Municipality, as a whole or in part, in integral multiples of \$5,000 (less than Bonds of a single maturity to be selected by lot by the Registration Agent), at the price of par, plus accrued interest to the date fixed for redemption.

See the section entitled “SECURITIES OFFERED – Redemption – *Optional*” for additional information.

Ratings..... Moody’s – “Aa2/Negative Outlook” and Standard & Poor’s – “AA/Stable”

See the section entitled “MISCELLANEOUS – Ratings” for more information.

Book-Entry OnlyThe Bonds will be issued under the Book-Entry-Only System.

For additional information, see the section entitled “BASIC DOCUMENTATION – Book-Entry-Only System.”

Underwriter.....Hutchinson, Shockey, Erley & Co., Chicago, Illinois (the “Underwriter”)

See the section entitled “MISCELLANEOUS – Competitive Public Sale” for additional information.

Financial AdvisorRaymond James & Associates, Inc., Nashville, Tennessee (“Raymond James” or the “Financial Advisor”)

See the section entitled “MISCELLANEOUS - Financial Professionals”

Registration and Paying Agent.....

Regions Bank, Nashville, Tennessee (the “Registration Agent”)

See the section entitled “MISCELLANEOUS - Financial Professionals”

General The Bonds are being issued in full compliance with Title 9, Chapter 21, Parts 1 and 2 *Tennessee Code Annotated*, as supplemented and revised and resolution approved by the Board of Mayor and Aldermen of the Municipality. The Bonds will be issued with CUSIP numbers through the facilities of The Depository Trust Company, New York, New York.

See the section entitled “SECURITIES OFFERED – Authority and Purpose” for more information.

Tax Matters.....In the opinion of Bond Counsel, under existing law and assuming compliance with certain tax covenants described herein, interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. However, such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations. Bond Counsel is also of the opinion, under existing law, that the Bonds and interest on the Bonds are exempt from all state, county, and municipal taxation in the State of Tennessee, except for inheritance, transfer, and estate taxes and except to the extent that interest on the Bonds is included within the measure of certain privilege and excise taxes imposed under Tennessee law. See “LEGAL MATTERS—Tax Matters” herein. See also “APPENDIX A: Form of Legal Opinion” included herein.

Disclosure In accordance with Rule 15c2-12 of the Securities and Exchange Commission as amended, the Municipality will provide the Municipal Securities Rulemaking Board (“MSRB”) through the operation of the Electronic Municipal Market Access system (“EMMA”) and the State information depository (“SID”), if any, annual financial statements and other pertinent credit or event information, including Comprehensive Annual Financial Reports.

See the section entitled “MISCELLANEOUS - Continuing Disclosure.”

Other Information The information in the *Preliminary Official Statement* is deemed "final" within the meaning of Rule 15c2-12(b)(5) of the SEC (the “Rule”). For more information concerning the Municipality or the *Preliminary Official Statement*, contact Mr. James H. Demming, CPA, City Recorder and Chief Financial Officer, City of Kingsport, City Hall, 225 West Center Street, Kingsport, Tennessee 37660. Telephone: 423.229.9400 or the Financial Advisor, Raymond James & Associates, Inc., One Burton Hills Blvd. - Suite 225, Nashville, Tennessee 37215-6299, Telephone: 615.665.6920 or 800.764.1002.

GENERAL FUND
Summary of Changes In Fund Balances

	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
Beginning Fund Balance:	\$13,584,394	\$14,729,151	\$15,311,831	\$18,239,746	\$20,918,736
Revenues:	63,281,435	61,801,910	59,502,903	59,757,455	60,373,732
Expenditures:	(43,597,397)	(43,177,567)	(41,698,583)	(40,920,755)	(39,168,535)
Other Financing Sources:					
Transfers In:	2,882,006	3,513,680	3,759,855	2,587,824	2,524,363
Transfers Out:	(23,577,499)	(23,368,942)	(22,146,855)	(24,352,439)	(27,208,550)
Sale of Building	0	0	0	0	800,000
Prior Period Adjustment:	<u>0</u>	<u>86,162</u>	<u>0</u>	<u>0</u>	<u>0</u>
Ending Fund Balance:	\$12,572,939	\$13,584,395	\$14,729,151	\$15,311,831	\$18,239,746
 Unassigned	 \$11,809,520	 \$12,099,373	 \$13,155,138	 \$12,927,260	 \$14,848,415

Source: Comprehensive Annual Financial Reports of City of Kingsport, Tennessee

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\$27,510,000
CITY OF KINGSPORT, TENNESSEE
GENERAL OBLIGATION PUBLIC IMPROVEMENT
BONDS, SERIES 2013B

SECURITIES OFFERED

AUTHORITY AND PURPOSE

This *Official Statement* (including the Summary Statement and appendices) is furnished in connection with the offering by the City of Kingsport, Tennessee (the "Municipality" or the "Issuer") of \$27,510,000 General Obligation Public Improvement Bonds, Series 2013B (the "Bonds").

The Bonds are authorized to be issued pursuant to the provisions of Title 9, Chapter 21, Parts 1 and 2, *Tennessee Code Annotated*, as supplemented and amended, and other applicable provisions of law and pursuant to a Bond resolution (the "Resolution") duly adopted by the Board of Mayor and Aldermen of the Municipality (the "Governing Body") on September 17, 2013.

The Bonds are being issued to finance: (i) certain public works projects, consisting of the acquisition of public art; (ii) acquisition, construction, improvement and renovation of public school facilities; (iii) road, parking, and sidewalk construction, improvement and expansion; (iv) acquisition, construction and improvement of a fire training ground and fire protection upgrades; (v) acquisition, construction, and improvement of public recreational facilities, including development and construction of a softball and baseball complex, the demolition of Legion pool and improvements to J. Fred Johnson stadium; (vi) the acquisition, construction, renovation, improvement and equipping of public buildings within the Municipality, including library improvements; (vii) acquisition of public works equipment, including ladder trucks, dump trucks, garbage trucks, generators, and street lighting improvements; (viii) construction, expansion and improvement of the Municipality's water system; (ix) construction, expansion and improvement of the Municipality's sewer system; (x) the acquisition of all property real and personal, appurtenant thereto or connected with such work; (xi) to pay legal, fiscal, administrative, and engineering costs; (xii) to reimburse the Municipality for the costs of any of the above projects; (xiii) to pay capitalized interest; and (xiv) to pay costs incident to the issuance and sale of the Bonds.

DESCRIPTION OF THE BONDS

The Bonds initially will be dated the date of their issuance estimated to be October 21, 2013. Interest on the Bonds will be payable semiannually on March 1st and September 1st, commencing March 1, 2014. The Bonds will be initially registered only in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds.

In the event that any amount payable on any Bond as interest shall at any time exceed the rate of interest lawfully chargeable thereon under applicable law, then any such excess shall, to

the extent of such excess, be applied against the principal of such Bond as a prepayment thereof without penalty, and such excess shall not be considered to be interest. All rates of interest specified herein shall be computed on the basis of a three hundred sixty (360) day year composed of twelve (12) months of thirty (30) days each.

The principal of and all installments of interest on any Bond shall bear interest from and after their respective due dates at a rate of interest equal to the rate of interest payable on the principal of such Bond.

Interest on the Bonds shall be payable by check or other form of draft of the Registration Agent deposited by the Registration Agent in the United States mail, first class postage prepaid, in sealed envelopes, addressed to the Owners of the Bonds, as of the applicable Interest Payment Date, at their respective addresses as shown on the registration books of the Municipality maintained by the Registration Agent as of the close of business on the fifteenth (15th) calendar day of the month next preceding the applicable Interest Payment Date (the "Regular Record Date"). The principal or redemption price, if any, of all Bonds shall be payable upon presentation and surrender of the Bonds at the principal corporate trust office of the Registration Agent. All payments of the principal of and interest on the Bonds shall be made in any coin or currency of the United States of America which, on the date of payment thereof, shall be legal tender for the payment of public and private debts.

See the section entitled "BASIC DOCUMENTATION - Book-Entry-Only System", "Special Record Date" and the "Registration Agent" for additional information.

SECURITY AND OTHER SOURCES OF PAYMENT

Security. The Bonds are payable from funds of the Municipality legally available therefor and to the extent necessary from ad valorem taxes to be levied on all taxable property within the corporate limits of the Municipality without limitation as to time, rate, or amount. For the prompt payment of the Bonds, both principal and interest, as the same shall become due, the full faith, and credit of the Municipality is irrevocably pledged.

For the purpose of providing for the payment of the principal of and interest on, the Bonds, to the extent necessary, there shall be levied in each year in which such Bonds shall be outstanding a direct tax on all taxable property in the Municipality, fully sufficient, to pay all such principal and interest falling due prior to the time of collection of the next succeeding tax levy. Said tax shall be assessed, collected, and paid at the time, and in the same manner, as the other taxes of said Municipality, shall be in addition to all other taxes, and shall be without limitation as to time, rate, or amount. The Governing Body of the Municipality is required by law and shall and does pledge to levy such tax. Principal and interest, or any of the foregoing, falling due at any time when there shall be insufficient funds on hand from such tax levy for the payment thereof shall be paid from the General Fund or other available funds of the Municipality, but reimbursement therefor may be made from the taxes herein provided when the same shall have been collected. Such taxes levied and collected therefor shall be deposited in the General Fund of the Municipality, and used solely for the payment of principal and interest on the Bonds as the same shall become due.

Other Sources of Payment. Although not secured by the net revenues of the Municipality's water or sewer systems, approximately \$14,711,777.15 or 50.23 percent of the proceeds of the Bonds are attributable to the water and sewer system of the Municipality. Of that amount, approximately \$4,537,184.60 or 30.84 percent of that sum is related to the water system and approximately \$10,174,592.55 or 69.16 percent of that sum is related to the sewer system. Consistent with State law, debt service on those portions of the Bonds will be paid in their entirety, subject to sufficiency of funds, from the net revenues of the Municipality's water and sewer systems, respectively.

REDEMPTION

Optional Redemption. Bonds maturing March 1, 2015 through March 1, 2024, are not subject to redemption prior to maturity. The Bonds maturing on and after March 1, 2025, are subject to redemption prior to maturity on March 1, 2024, and at any time thereafter, at the option of the Municipality, as a whole or in part, in integral multiples of \$5,000 (less than all Bonds of a single maturity to be selected by lot by the Registration Agent), at the price of par, plus accrued interest to the date fixed for redemption.

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BASIC DOCUMENTATION

REGISTRATION AGENT

Regions Bank (the “Registration Agent”) or the Municipality will make all interest payments with respect to the Bonds on each interest payment date directly to Cede & Co., as nominee of DTC, the registered owner as shown on the Bond registration records maintained by the Registration Agent as of the close of business on the fifteenth day of the month next preceding the interest payment date (the “Regular Record Date”) by check or draft mailed to such owner at its address shown on said registration records, without, except for final payment, the presentation or surrender of such registered Bonds, and all such payments shall discharge the obligations of the Municipality in respect of such Bonds to the extent of the payments so made. Payment of principal of the Bonds shall be made upon presentation and surrender of such Bonds to the Registration Agent as the same shall become due and payable.

So long as Cede & Co. is the Registered Owner of the Bonds, as nominee of DTC, references herein to the Bondholders, Holders or Registered Owners of the Bonds shall mean Cede & Co. and shall not mean the Beneficial Owners of the Bonds. For additional information, see the following section.

BOOK-ENTRY-ONLY SYSTEM

The Bonds, when issued, will be registered in the name of Cede & Co., DTC’s partnership nominee, except as described above. When the Bonds are issued, ownership interests will be available to purchasers only through a book-entry system maintained by DTC (the “Book-Entry-Only System”). One or more fully-registered bond certificates will be issued for each maturity, in the entire aggregate principal amount of the Bonds and will be deposited with DTC.

DTC and its Participants. DTC is a limited-purpose trust company organized under the New York Bank Law, a “**banking organization**” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “**clearing corporation**” within the meaning of the New York Uniform Commercial Code, and a “**clearing agency**” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for securities that its participants (the “**Direct Participants**”) deposit with DTC. DTC also facilitates the settlement among Direct Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry-only changes in DTC Participants’ accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC, in turn, is owned by a number of its Direct Participants and Members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation, and Emerging Markets Clearing Corporation, (the “NSCC”, “GSCC”, “MBSCC”, and “EMCC”, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc. (the “NYSE”), the American Stock Exchange LLC and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others, such as both U.S. and non-U.S. securities brokers and dealers, banks and trust companies that clear through or maintain

a custodial relationship with a Direct DTC Participant, either directly or indirectly (the “**Indirect Participants**” and, together with the Direct Participants, the “**Participants**”). DTC has S&P’s highest Ratings: “**AAA.**” The rules applicable to DTC and its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchase of Ownership Interests. Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (a “**beneficial owner**”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial owners will not receive written confirmation from DTC of their purchase, but beneficial owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through whom such beneficial owners entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of beneficial owners. Beneficial owners will not receive certificates representing their ownership interests in the Bonds, except as specifically provided in the Bonds in the event that use of the book-entry-only system is discontinued.

Payments of Principal and Interest. Principal and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts, upon DTC’s receipt of funds and corresponding detail information from the Registration Agent on the payable date in accordance with their respective holdings shown on DTC’s records, unless DTC has reason to believe it will not receive payment on such date. Payments by Direct and Indirect Participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with municipal securities held for the accounts of customers in bearer form or registered in “**street name**”, and will be the responsibility of such Participant and not of DTC, the Municipality or the Registration Agent subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, principal, tender price and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Registration Agent, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the beneficial owners shall be the responsibility of Direct and Indirect Participants.

Notices. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial owners of Bonds may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the bond documents. Beneficial owners of the Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to beneficial owners, or in the alternative, beneficial owners may wish to provide their names and addresses to the Registration Agent and request that copies of the notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Municipality as soon as practicable after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

NONE OF THE MUNICIPALITY, THE UNDERWRITER, THE BOND COUNSEL, THE FINANCIAL ADVISOR OR THE REGISTRATION AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO SUCH PARTICIPANTS OR THE PERSONS FOR WHOM THEY ACT AS NOMINEES WITH RESPECT TO THE PAYMENT TO, OR THE PROVIDING OF NOTICE FOR, SUCH PARTICIPANTS OR THE PERSONS FOR WHOM THEY ACT AS NOMINEES.

Transfers of Bonds. To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of the Bonds with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual beneficial owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the beneficial owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Discontinuance of Book-Entry-Only System. In the event that (i) DTC determines not to continue to act as securities depository for the Bonds or (ii) to the extent permitted by the rules of DTC, the Municipality determines to discontinue the Book-Entry System, the Book-Entry System shall be discontinued. Upon the occurrence of the event described above, the Municipality will attempt to locate another qualified securities depository, and if no qualified securities depository is available, Bond certificates will be printed and delivered to beneficial owners.

No Assurance Regarding DTC Practices. The foregoing information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Municipality believes to be reliable, but the Municipality, the Bond Counsel, the Registration Agent, the Financial Advisor and the Underwriter do not take any responsibility for the accuracy thereof. So long as Cede & Co. is the registered owner of the Bonds as nominee of DTC, references herein to the holders or registered owners of the Bonds will mean Cede & Co. and will not mean the beneficial owners of the Bonds. None of the Municipality, the Bond Counsel, the Registration Agent, the Financial Advisor or the Underwriter will have any responsibility or obligation to the Participants, DTC or the persons for whom they act with respect to (i) the accuracy of any records maintained by DTC or by any Direct or Indirect Participant of DTC,

(ii) payments or the providing of notice to Direct Participants, the Indirect Participants or the beneficial owners or (iii) any other action taken by DTC or its partnership nominee as owner of the Bonds.

For more information on the duties of the Registration Agent, please refer to the Resolution. Also, please see the section entitled "SECURITIES OFFERED – Redemption."

SPECIAL RECORD DATE

Any interest on any of the Bonds which is payable but is not punctually paid or duly provided for on any Interest Payment Date on which interest is due (hereinafter "Defaulted Interest") shall forthwith cease to be payable to the Owner on the relevant Regular Record Date; and, in lieu thereof, such Defaulted Interest shall be paid by check or other form of draft of the Registration Agent to the persons in whose names the Bonds are registered at the close of business on a date (the "Special Record Date") for the payment of such Defaulted Interest, which shall be fixed in the following manner: the Municipality shall notify the Registration Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond and the date of the proposed payment, and at the same time the Municipality shall deposit with the Registration Agent an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangement satisfactory to the Registration Agent for such deposit prior to the date of the proposed payment, such money when deposited to be held in trust for the benefit of the persons entitled to such Defaulted Interest as in this Section provided. Thereupon, not less than ten (10) calendar days after the receipt by the Registration Agent of the notice of the proposed payment, the Registration Agent shall fix a Special Record Date for the payment of such Defaulted Interest which date shall be not more than fifteen (15) nor less than ten (10) calendar days prior to the date of the proposed payment to the Owners. The Registration Agent shall promptly notify the Municipality of such Special Record Date and, in the name and at the expense of the Municipality, not less than ten (10) calendar days prior to such Special Record Date, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each Owner at the address thereof as it appears in the registration books of the Municipality maintained by the Registration Agent as of the date of such notice. Nothing contained in the Resolution or in the Bonds shall impair any statutory or other rights in law or in equity of any Owner arising as a result of the failure of the Municipality to punctually pay or duly provide for the payment of principal of and interest on, the Bonds when due.

TRANSFER AND EXCHANGE

The Bonds are transferable only by presentation at the office of the Registration Agent, by the registered owner or their legal representative duly authorized in writing, of the registered Bond(s) to be transferred with the form of assignment completed in full and signed with the name of the registered owner as it appears upon the face of the Bond(s) accompanied by appropriate documentation necessary to prove the legal capacity of any legal representative of the registered owner. Upon receipt of the Bond(s) in such form and with such documentation, if any, the Registration Agent shall issue a new Bonds to the assignee(s) in \$5,000 denominations, or integral multiples thereof, as requested by the registered owner requesting transfer. No charge shall be made to any registered owner for the privilege of transferring any Bond, provided that any transfer tax

relating to such transaction shall be paid by the owner requesting transfer. The Registration Agent shall not be required to transfer or exchange any Bond during the fifteen calendar days next preceding an Interest Payment Date or the first mailing of any notice of redemption or with respect to any Bond, after such Bond has been called for redemption. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and neither the Municipality nor the Registration Agent shall be affected by any notice to the contrary whether or not any payments due on the Bonds shall be overdue. Bonds, upon surrender to the Registration Agent, may, at the option of the registered owner, be exchanged for an equal aggregate principal amount of Bonds of the same maturity in any authorized denomination or denominations.

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SOURCES AND USES OF FUNDS

The following table sets forth the estimated sources and uses of funds relating to the proceeds from the Bonds:

<u>Sources of Funds:</u>	
Par Amount	\$27,510,000.00
Plus: Net Premium	<u>1,777,777.00</u>
TOTAL SOURCES:	<u>\$29,287,777.00</u>
<u>Uses of Funds:</u>	
Deposit to Project Fund	\$28,306,855.45
Deposit to Capitalized Interest (CIF) Fund	640,455.98
Underwriter's Discount	227,561.49
Costs of Issuance	<u>112,904.08</u>
TOTAL USES:	<u>\$29,287,777.00</u>

DISPOSITION OF BOND PROCEEDS

The proceeds of the sale of the Bonds and certain other funds shall be used and applied as follows:

(a) Proceeds from the sale of the Bonds (including premium, if any, received) shall be paid separately to the official of the Municipality designated by law as the custodian of the funds thereof to be deposited in special funds to be known as the "General Obligation Public Improvement Bonds, Series 2013B Project Fund", or such other series designations as shall be determined by the Mayor (the "Project Fund"), to be kept separate and apart from all other funds of the Municipality. The funds in the Project Fund shall be disbursed solely to pay the costs of the Project, to reimburse the Municipality, to pay capitalized interest, and to pay costs incurred in connection with the issuance of the Bonds, including necessary legal, accounting, engineering, and fiscal expenses, printing, advertising, and similar expenses, administrative and clerical costs, Registration Agent fees, bond insurance premiums, if any, and other necessary miscellaneous expenses incurred in connection with the issuance and sale of the Bonds, and the financing of the Project. Monies in the Project Fund shall be secured in the manner prescribed by applicable statutes relative to the securing of public or trust funds, if any. Monies in the Project Fund shall be expended only for the purposes authorized by the Resolution. Monies, if any, remaining in the Project Fund upon completion of the purposes authorized by the Resolution shall be transferred to the Bond Fund and used to pay principal of and interest on the Bonds. Monies in the Project Fund may be invested as directed by an Authorized Representative of the Municipality in any investment authorized for municipal funds under the applicable laws of the State of Tennessee. All income derived from such investments shall be deposited in the Bond Fund and used to pay principal and interest on the Bonds, unless, by resolution(s), the Municipality directs retention of such earning in the Bond Fund to pay the costs of the Project.

(b) Any amounts remaining from the principal proceeds of the sale of the Bonds shall be used for the purpose of paying the costs incurred in connection with the issuance of the Bonds.

DISCHARGE AND SATISFACTION OF BONDS

The Municipality may pay and discharge the entire indebtedness evidenced by any of the Bonds in any one or more of the following ways:

(a) By paying or causing to be paid, by deposit of sufficient funds as and when required with the Registration Agent, the principal of and interest on, the Bonds, as and when the same become due and payable;

(b) By depositing or causing to be deposited with any trust company or bank whose deposits are insured by the Federal Deposit Insurance Corporation and which has trust powers (“a Trustee”; which Trustee may be the Registration Agent), in trust, at or before the date of maturity or redemption, sufficient monies or Government Obligations, the principal of and interest on which, when due and payable, will provide sufficient monies to pay or redeem the Bonds Outstanding and to pay interest thereon when due until the maturity or redemption date; provided, if such Bonds are to be redeemed prior to the maturity thereof, proper notice of such redemption shall have been given or adequate provision shall have been made for the giving of such notice; or,

(c) By delivering the Bonds to the Registration Agent, for cancellation by such Registration Agent.

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LEGAL MATTERS

LITIGATION

There are no suits threatened or pending challenging the legality or validity of the Bonds or the right of the Municipality to sell or issue the Bonds or levy and collect ad valorem taxes. Additionally, there are no suits threatened or pending challenging the legality or the validity of its water or sewer user fees and charges used to pay principal of and interest on a portion of the Bonds. See the subsection in this section entitled Closing Certificates for additional information.

The Municipality, like other similar bodies, is subject to a variety of suits and proceedings arising in the ordinary conduct of its affairs. After reviewing the current status of all pending and threatened litigation, the Municipality believes that, while the outcome of any litigation cannot be predicted, the final settlement of all lawsuits that have been filed and of any actions or claims presently pending or threatened against the Municipality or its officials in such capacity are adequately covered by insurance or by sovereign immunity or will not have an adverse effect upon the Municipality's financial condition.

TAX MATTERS

In the opinion of Adams and Reese LLP, as Bond Counsel, under existing law, interest on the Bonds is excluded from gross income for federal income purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporation. However, such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations.

In rendering its opinion, Bond Counsel has relied on certain representations, certifications of facts and statements of reasonable expectations made by the Municipality in connection with the Bonds, and Bond Counsel has assumed compliance by the Municipality with certain ongoing covenants to comply with applicable requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. These requirements include, but are not limited to, requirements relating to use and expenditure of gross proceeds of the Bonds, yield and other restrictions on investments of gross proceeds, and the arbitrage rebate requirement that certain excess earnings on gross proceeds be rebated to the federal government. The Municipality has covenanted to comply with all such requirements. Failure to comply with certain of such requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. Bond Counsel has not undertaken to advise in the future whether any events after the date of execution and delivery of the Bonds may affect the federal tax status of the interest on the Bonds.

Prospective purchasers of the Bonds should be aware that ownership of the Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, certain S corporations with "excess net passive income," foreign corporations subject to the branch profits tax, and taxpayers who may be deemed

to have incurred or continued indebtedness to purchase or carry the Bonds. Prospective purchasers of the Bonds should consult their tax advisers as to collateral federal income tax consequences.

From time to time, there are legislative proposals in the Congress or in the various states that, if enacted, could alter or amend the federal and state tax matters referred to herein or adversely affect the market value of the Bonds. Prospective purchasers of the Bonds are encouraged to consult their own tax advisers regarding any pending or proposed federal legislation.

It cannot be predicted with certainty whether or in what form any proposed legislation might be enacted or whether if enacted, it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Bonds or the market value thereof, would be impacted thereby. Purchasers of the Bonds should consult their tax advisers regarding any pending or proposed legislation, regulatory initiatives or litigation.

Original issue discount (“OID”) is the excess of the sum of all amounts payable at the stated maturity of a Bond (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates) over the issue price of that maturity. In general, the “issue price” of a maturity means the first price at which a substantial amount of the Bonds of that maturity was sold (excluding sales to bond houses, brokers or similar persons acting in the capacity as underwriters, placement agents or wholesalers). In general, the issue price of each maturity of the Bonds is expected to be the initial public offering price set forth on the cover page of this Official Statement.

In general, under Section 1288 of the Code, OID on any of the Bonds having OID accrues under a constant yield method, based on periodic compounding of interest over prescribed accrual periods using a compound rate determined by reference to the yield on such Bonds. The OID that has accrued and is properly allocable to the owners of Bonds having OID will be excluded from gross income for federal income tax purposes, and will increase the owner’s tax basis in such Bond. Purchasers of any Bond having OID should consult their tax advisers regarding the determination and treatment of OID for federal income tax purposes, and with respect to state and local tax consequences of owning such Bonds.

In general, if an owner of a Bond acquires such Bond for a purchase price (excluding accrued interest) or otherwise at a tax basis that reflects a premium over the sum of all amounts payable on the Bond after the acquisition date (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates), that premium must be amortized over the remaining term of the Bond, based on the owner’s yield over the remaining term of the Bond, determined based on constant yield principles (in certain cases involving a premium Bond callable prior to its stated maturity date, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on such Bond). An owner of a premium Bond must amortize the premium by offsetting the qualified stated interest

allocable to each interest accrual period under the owner's regular method of accounting against the premium allocable to that period. In the case of a tax-exempt premium bond, if the premium allocable to an accrual period exceeds the qualified stated interest allocable to that accrual period, the excess is a nondeductible loss. Under certain circumstances, the owner of a premium Bond may realize a taxable gain upon disposition of the premium Bond even though it is sold or redeemed for an amount less than or equal to the owner's original acquisition cost. Owners of any premium Bond should consult their own tax advisors regarding the treatment of premium for federal income tax purposes, including various special rules relating thereto, and state and local tax consequences, in connection with the acquisition, ownership, amortization of premium on, sale, exchange or other disposition of premium Bonds.

In the opinion of Bond Counsel, under existing law, the Bonds and interest on the Bonds are exempt from all state, county, and municipal taxation in the State of Tennessee, except for inheritance, transfer, and estate taxes, and except to the extent that interest on the Bonds is included within the measure of certain privilege and excise taxes imposed under Tennessee law. Bond Counsel expresses no opinion regarding taxation of the Bonds or interest on the Bonds in any state other than Tennessee. Prospective purchasers of the Bonds should consult their tax advisors as to whether the Bonds or interest on the Bonds is or is not exempt from taxation in any other state.

The form of the opinion of Bond Counsel are attached as "APPENDIX A - Form of the Opinion". Copies of the opinion will be available at the time of the initial delivery of the Bonds.

CLOSING CERTIFICATES

Upon delivery of the Bonds, the Municipality will execute in a form satisfactory to Bond Counsel, certain closing certificates including the following: (i) A certificate as to the *Official Statement*, in final form (as defined herein), signed by the Mayor and other officials acting in their official capacities to the effect that to the best of their knowledge and belief, and after reasonable investigation, (a) neither the *Official Statement*, in final form, nor any amendment or supplement thereto, contains any untrue statements of material fact or omits to state any material fact necessary to make statements therein, in light of the circumstances in which they are made, misleading, (b) since the date of the *Official Statement*, in final form, no event has occurred which should have been set forth in such a memo or supplement, and (c) there is no litigation of any nature pending or threatened seeking to restrain the issuance, sale, execution and delivery of the Bonds, or contesting the validity of the Bonds or any proceeding taken pursuant to which the Bonds were authorized; (ii) a non-arbitrage certificate which supports the conclusions that based upon facts, estimates and circumstances in effect, upon delivery of the Bonds, the proceeds of the Bonds will not be used in a manner which would cause the Bonds to be arbitrage bonds; (iii) certificates as to the delivery and payment, signed by the officials acting in their official capacities evidencing delivery of and payment for the Bonds; (iv) a signature identification and incumbency certificate, signed by the Mayor, City Recorder and/or other officials of the Municipality acting in their official capacities certifying as to the due execution of the Bonds; and (v) a Continuing Disclosure Certificate regarding certain covenants of the Municipality concerning the preparation and distribution of certain annual financial information and notification of certain material events, if any.

For additional information, see the section entitled “MISCELLANEOUS – Competitive Public Sale”, “MISCELLANEOUS - Additional Information”, “MISCELLANEOUS - Continuing Disclosure” and “APPENDIX A: Form of Legal Opinion”.

APPROVAL OF LEGAL PROCEEDINGS

Certain legal matters relating to the authorization and the validity of the Bonds are subject to the approval of Adams and Reese LLP, Nashville, Tennessee, Bond Counsel. Bond Counsel did not prepare the *Preliminary Official Statement* or the *Official Statement*, in final form, or verify their accuracy, completeness or fairness. Accordingly, Bond Counsel expresses no opinion of any kind concerning the *Preliminary Official Statement* or *Official Statement*, in final form, except for the information under the section entitled “LEGAL MATTERS – Tax Matters”. The opinion of Bond Counsel will be limited to matters relating to authorization and validity of the Bonds. Reference is hereby made to the *Official Statement* and the form of the opinion contained in APPENDIX A.

Certain other matters will be passed upon for the Municipality by J. Michael Billingsley, Esq., City Attorney.

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MISCELLANEOUS

RATINGS

Moody's Investors Service, Inc., a division of Moody's Corp. ("Moody's") and Standard & Poor's Corporation Ratings Group, a division of McGraw-Hill, Inc. ("S&P") have assigned the Bonds the ratings of "Aa2/Negative Outlook" and "AA/Stable", respectively.

The Municipality furnished Moody's and S&P certain information and materials concerning the Bonds and the Municipality. Generally, Moody's and S&P base their ratings on such information and materials and also on such investigations, studies and assumptions that it may undertake independently. There is no assurance that any rating will be maintained for any given period of time or that it will not be revised downward or withdrawn entirely by Moody's or S&P, if, in their judgment, circumstances so warrant. The Municipality undertakes no responsibility to oppose any such revision or withdrawal. Any such downward revision or withdrawal of a rating or ratings or other actions by a rating agency may have an adverse effect on the market price of the Bonds.

Due to the ongoing uncertainty regarding the economy of the United States of America, including, without limitation, matters such as the future political uncertainty regarding the United States debt limit, obligations issued by state and local governments, such as the Bonds, could be subject to a rating downgrade. Additionally, if a significant default or other financial crisis should occur in the affairs of the United States or of any of its agencies or political subdivisions, then such event could also adversely affect the market for and ratings, liquidity, and market value of outstanding debt obligations, including the Bonds.

Any explanation of the significance of the ratings may be obtained only from Moody's or S&P.

COMPETITIVE PUBLIC SALE

The Bonds were offered for sale at competitive public bidding on October 9, 2013. Details concerning the public sale were provided to potential bidders and others through the *Preliminary Official Statement* that was dated September 26, 2013.

Through IPREO's BiDCOMP®/Parity® system, 10 of the original 14 firms which indicated an interest in bidding for the Bonds submitted proposals ranging from a high bid of 3.492371 percent on a true interest cost basis ("TIC") to 3.748858 percent.

The successful bidder for the Bonds was an account led by Hutchinson, Shockey, Erley & Co., Chicago, Illinois (the "Underwriter") who contracted with the Municipality, subject to the conditions set forth in the Detailed Notice of Sale to purchase the Bonds at an adjusted purchase price of \$29,060,215.51 (consisting of the par amount of the Bonds of \$27,510,000, plus a premium of \$1,777,777.00, less an underwriter's discount of \$227,561.49) or a bid price of 105.635 percent of par.

FINANCIAL PROFESSIONALS

Financial Advisor. Raymond James & Associates, Inc., Nashville, Tennessee has been employed by the Municipality to serve as its Financial Advisor and will receive compensation for duties performed in that role conditioned upon the sale and issuance of the Bonds.

Official Statement. Certain information relative to the location, economy and finances of the Municipality is found in the *Preliminary Official Statement and the Official Statement*. All such data, as in the case for other information herein contained, was prepared for and with the direct assistance of the Municipality. While not guaranteed as to completeness or accuracy, the *Preliminary Official Statement and the Official Statement* are believed to be correct as of their respective dates. As the Financial Advisor for this transaction, Raymond James has reviewed the information in the *Preliminary Official Statement and the Official Statement* in accordance with and as part of its responsibilities to investors under federal securities laws as applied to the facts and circumstances of this transaction, but Raymond James does not guarantee the accuracy or completeness of such information.

Other. Among other services, Raymond James also assists local jurisdictions in the investment of idle funds and may serve in various other capacities. If the Municipality chooses to use one or more of these other services, then Raymond James may be entitled to separate compensation for such services. On prior occasions, Raymond James has served the Municipality in other capacities and may do so again in the future.

Bond Counsel. From time to time, Adams and Reese LLP has represented Raymond James or Regions Bank on legal matters unrelated to the Municipality and may do so again in the future.

DEBT LIMITATIONS

There is no limit on the amount of debt obligations that may be issued by the Municipality under State law although the Municipality has limited itself by policy to no more than an amount of general obligation bonds that would equal ten percent of its total assessed valuation. Currently, the Municipality is substantially under this limitation. (See “DEBT STRUCTURE - Indebtedness and Debt Ratios” for more information.)

ADDITIONAL DEBT OBLIGATIONS

Simultaneously with the issuance of the Bonds, the Municipality will issue its \$1,310,000 General Obligation Bonds, Series 2013A. At the present time, the Municipality has not authorized the sale or issuance of any additional debt obligations.

CONTINUING DISCLOSURE

At the time the Bonds are delivered, the Municipality will execute a Continuing Disclosure Certificate in which it will covenant for the benefit of holders and beneficial owners of the Bonds to provide certain financial information relating to the Municipality by not later than twelve months after each of the Municipality 's fiscal years, (the “Annual Report”),

commencing with the fiscal year ending June 30, 2013 and to provide notice of the occurrence of certain enumerated events, if determined by the Municipality to be material under applicable federal securities laws. The Annual Report (and audited financial statements, if filed separately) will be filed with the Municipal Securities Rulemaking Board (“MSRB”) through the operation of the Electronic Municipal Market Access system (“EMMA”) and any State Information Depository established in the State of Tennessee (the “SID”). If the Municipality is unable to provide the Annual Report to the MSRB and the SID by the date required, notice of each failure will be sent to the MSRB and the SID on or before such date. The notices of material events will be filed by the Municipality with the MSRB and the SID. The specific nature of the information to be contained in the Annual Report or the notices of material events will be summarized in the Municipality's *Official Statement* to be prepared and distributed in connection with the sale of the Bonds. These covenants have been made in order to assist the Underwriters in complying with SEC Rule 15c2-12 (b) (the "Rule"). The Municipality has not failed to comply in the last five years with any previous undertakings with regard to said Rule to provide Annual Reports or notices of events. See “APPENDIX C: Form of Continuing Disclosure Certificate” for additional information.

ADDITIONAL INFORMATION

References, excerpts and summaries contained herein of certain provisions of the laws of the State and any documents referred to herein do not purport to be complete statements of the provisions for such laws or documents, and reference should be made to the complete provisions thereof for a full and complete statement of all matters of fact relating to the Bonds, the security for the payment of the Bonds and the rights of the holders thereof. The *Preliminary Official Statement* and the *Official Statement* in final forms, and any advertisement of the Bonds are not to be construed as a contract or agreement between the Municipality and the purchasers of any of the Bonds. Any statements or information printed in the *Preliminary Official Statement* and the *Official Statement*, in final forms, involving matters of opinion or of estimates, whether or not expressly so identified, is intended merely as such and not representations of fact.

The Municipality has deemed this *Preliminary Official Statement* as "final" as of its date within the meaning of Rule 15c2-12(b)(5) of the Securities and Exchange Commission (the "SEC") (the “Rule”).

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CERTIFICATION OF THE MUNICIPALITY

At the time of payment for and delivery of the Bonds, the Municipality will furnish the purchaser a certificate, signed by the Mayor and City Recorder/CFO, to the effect that (a) the descriptions and statements of or pertaining to the Municipality contained in its *Official Statement* and any addendum thereto, for its Bonds, on the date of such *Official Statement*, on the date of sale of the Bonds and on the date of the delivery, were and are true and correct in all material respects; (b) insofar as the Municipality and its affairs, including its financial affairs, are concerned, such *Official Statement* did not and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of circumstances under which they were made, not misleading; (c) insofar as the descriptions and statements, including financial data of or pertaining to entities other than the Municipality, and their activities contained in such *Official Statement* are concerned, such statements and data have been obtained from sources which the Municipality believes to be reliable and that the Municipality has no reason to believe that they are untrue in any material respect; and (d) there has been no material adverse change in the financial condition of the Municipality since June 30, 2012, the date of the last audited financial statements of the Municipality, the electronic link to which appears in “APPENDIX D: Comprehensive Annual Financial Report”.

/s/ Dennis R. Phillips
Mayor

ATTEST:

/s/ James H. Demming
City Recorder

APPENDIX A

FORM OF LEGAL OPINION

October 21, 2013

Board of Mayor and Aldermen
City of Kingsport, Tennessee

Re: \$27,510,000 General Obligation Public Improvement Bonds, Series 2013B

Ladies and Gentlemen:

We have acted as bond counsel in connection with, and have examined a certified copy of the record of the proceedings of the Board of Mayor and Aldermen (the "Board") of the City of Kingsport, Tennessee (the "Municipality"), and other proofs submitted to us relating to the authorization, issuance and sale by the Municipality of its \$27,510,000 General Obligation Public Improvement Bonds, Series 2013B, dated the date of original issuance and delivery (the "Bonds"). The Bonds are issued under and pursuant to that certain "Resolution Authorizing the Execution, Terms, Issuance, Sale, and Payment of Not to Exceed \$28,900,000 General Obligation Public Improvement Bonds, in One or More Series, of the City of Kingsport, Tennessee, and Providing the Details Thereof" (the "Resolution"), adopted by the Board on September 17, 2013.

The Bonds are issuable in definitive form as fully registered Bonds, without coupons, are numbered from one upwards, and mature serially on March 1 of the years 2015 through 2034, inclusive. The Bonds will bear interest payable semiannually on March 1 and September 1 of each year, commencing March 1, 2014.

The Bonds are subject to redemption prior to maturity upon the terms and conditions set forth therein and in the Resolution.

Based upon such examination and such other documents, showings, and related matters of law as we deem necessary to render this opinion, we are of the opinion that, under existing law:

(1) Such proceedings and proofs show lawful authority for the issuance and sale of the Bonds pursuant to the Constitution and laws of the State of Tennessee as now in force, including particularly Title 9, Chapter 21, Tennessee Code Annotated, as amended, and the Resolution according to its terms, and that the Resolution is valid and binding on the Municipality, enforceable in accordance with its terms.

(2) The Bonds are valid and legally binding obligations of the Municipality payable from funds of the Municipality legally available therefor and to the extent necessary from ad valorem taxes to be levied on all taxable property within the corporate limits of the Municipality, without limitation as to time, rate, or amount, and for which the punctual payment of the principal of and interest on the Bonds, the full faith and credit of the Municipality are irrevocably pledged.

(3) Interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations. The opinion set forth in the preceding sentence is subject to the condition that the Municipality comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of the Bonds in order that the interest thereon be, or continue to be, excludable from gross income for federal income tax purposes. The Municipality has covenanted to comply with all such requirements. Failure to comply with certain of such requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. We express no opinion regarding tax consequences arising with respect to the Bonds other than as expressly set forth herein. We have not undertaken to advise in the future whether any events after the date of execution and delivery of the Bonds may affect the tax status of the interest on the Bonds.

(4) The Bonds and interest on the Bonds are exempt from all state, county, and municipal taxation within the State of Tennessee, except for inheritance, transfer, and estate taxes and except to the extent that interest on the Bonds is included within the measure of certain privilege and excise taxes imposed under Tennessee law. We express no opinion regarding taxation of the Bonds or interest on the Bonds in any state other than Tennessee.

The rights of owners of the Bonds and the enforceability of the Bonds may be limited by future proceedings under bankruptcy, reorganization, debt arrangements, insolvency, or other laws of general application or principles of equity relating to or affecting the enforcement of creditors' rights.

In rendering the above opinion, we have relied upon the opinion of even date herewith of the Attorney of the Municipality with respect to: (1) the due organization and existence of the Municipality as a valid political subdivision of the State of Tennessee; (2) the right, title, and interest of the present officials of the Municipality to their respective positions; and (3) matters that might be disclosed by an examination of agreements or instruments to which the Municipality is a party or by which it or any of its assets are bound.

We express no opinion as to the accuracy, adequacy or completeness of the Official Statement relating to the Bonds.

This opinion is given as of the date hereof and we assume no obligation to update, revise or supplement this opinion as to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Yours truly,

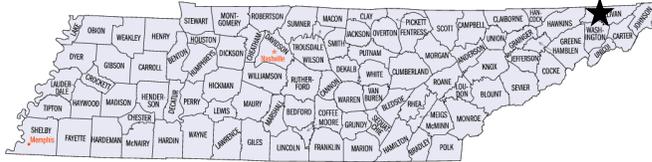
ADAMS AND REESE LLP

SUPPLEMENTAL INFORMATION STATEMENT

GENERAL INFORMATION

LOCATION

Kingsport occupies an area of approximately 53 square miles in the northeastern portion of Tennessee. The Municipality is 25 miles northwest of Johnson City and about 23 miles from Bristol, Tennessee/Virginia. Kingsport is the largest City in the Kingsport – Bristol, TN – Bristol, VA Metropolitan Statistical Area, with a population of 309,544 according to the 2010 U.S. Census. Approximately 173,700 people reside within a five mile radius of the city limits.



Kingsport is located in both Hawkins County (Tennessee) and Sullivan County (Tennessee) with approximately four percent located in Hawkins County and the remainder in Sullivan County. According to the 2010 U.S. Census, the populations of Sullivan County and Hawkins County were 156,823 and 56,833, respectively. Traditionally, the Municipality has been a regional medical center for the area including southwest Virginia and southeast Kentucky. It is a modern industrial community and one of the State’s leading manufacturing centers.

<u>Census Population</u>	<u>Kingsport</u>	<u>% Increase</u>	<u>Sullivan County</u>	<u>% Increase</u>	<u>Hawkins County</u>	<u>% Increase</u>	<u>Tennessee</u>	<u>% Increase</u>
2010	48,205	7.35%	156,855	2.57%	56,671	5.55%	6,346,105	11.5%
2000	44,905	6.02%	152,921	6.49%	53,689	20.47%	5,689,283	16.7%
1990	42,357	32.25%	143,596	(0.26%)	44,565	1.86%	4,877,185	6.2%
1980	32,027	2.79%	143,968	12.83%	43,751	29.72%	4,591,120	16.9%
1970	31,938	21.37%	127,602	11.56%	33,726	10.69%	3,926,018	10.1%

⁽¹⁾ The Municipality has recently completed a special census resulting from recent annexations resulting in a population of 50,561

GENERAL

The Municipality was incorporated in 1917 and has been operated under the Council-Manager form of government since that time. The Board of Mayor and Aldermen (the “Board” or the “Governing Body”) was expanded from five to seven members through a charter amendment effective May 15, 1973. In odd numbered years, three members of the Board are elected by the qualified voters of the Municipality for four-year terms beginning at the first regular meeting of the Board in July following the May election. The Board appoints a City Manager who is responsible for the administration of the Municipality according to the Charter and Ordinances in effect. The City Manager appoints various department heads, officials and employees except those who operate and administer the Municipality’s School System. The Municipality’s School System is governed by a five member Board of Education. In each odd numbered year, two or three members are

elected by the qualified voters of the Municipality. The Board of Education is responsible for the hiring of a Director of Schools and other personnel, formulating policies and operating the school system within the framework of state statutes, the City Charter and City Code.

Pay scales for employees and officials of all departments are approved by the Board and all appropriations of funds are made by the Board.

For Additional information on the Municipality, see the website: <http://www.kingsporttn.gov/>

SCHOOL SYSTEM

In 2000, the Municipality became the first in the State to institute a K-14 educational system. This program known as “Educate and Grow” provides two years of free tuition to Northeast State Technical Community College (NSTCC). Since 2002, graduating high school seniors whose parents have been residents of the Sullivan County portion of the Municipality for one year are eligible for free tuition paid for by Sullivan County. The Municipality offers and pays for the same program benefits for graduating high school seniors whose parents have been residents of the Hawkins County portion of the Municipality for one year. During its first year of implementation, almost one-quarter of graduating high school seniors took advantage of this free tuition program to NSTCC.

Number of Schools:

High Schools	1
Middle Schools	2
Elementary Schools	8

School Enrollment:

FYE 2012	6,698
FYE 2011	6,556
FYE 2010	6,439
FYE 2009	6,392
FYE 2008	6,396
FYE 2007	6,455
FYE 2006	6,451
FYE 2005	6,377
FYE 2004	6,382
FYE 2003	6,412

Source: City of Kingsport

MANUFACTURING AND COMMERCE

The mid-term economic picture in Kingsport has brightened with the announcement that Eastman Chemical Company will be adding 300 direct new employees, as many as 1,000 contractors and several hundred temporary construction jobs under the \$1.7 billion Project Inspire expansion effort set to run through 2020.

During the announcement in May 2013, Eastman CEO Jim Rogers said the "landmark capital investment will modernize and expand our largest manufacturing site and corporate campus here in Kingsport."

A recent Investor's Business Daily article noted that Eastman has dramatically reduced its exposure to cyclical commodity chemical markets and increased its business share in "faster-growing, more stable specialty chemicals businesses." The company has also expanded into Asia Pacific and other emerging markets, particularly with the recent \$4.8 billion acquisition of performance and specialty chemicals producer Solutia, added more than \$2 billion in annual sales.

Eastman products are used in the transportation, construction, and consumables markets, with products such as an additive that reduces tire wear, materials that prevent auto glass from shattering and a fiber used in manufacturing cigarettes and yarn.

At its July 29, 2013 earnings report, Eastman Chemical Company announced a 32 percent jump in sales revenue, and said the company is well positioned for its fourth consecutive year of double-digit earnings growth. For the second quarter of 2013, Eastman generated \$428 million in operating earnings. Looking forward, Rogers said he expects double-digit earnings growth to continue through 2015.

The practical impact on the City revenue environment is positive moving forward. Eastman's previous \$1.3 billion Project Reinvest will inject an estimated \$100,000 additional per year in property tax revenue moving forward for the next 11 years, to a total of \$1.1 million by 2024.

In addition, the new \$1.7 billion Project Inspire should result in at least \$200,000 in new property tax revenue in 2015, growing over 10 years to \$2.4 million annually in new revenue. Further, Eastman CEO Rogers announced a long-term commitment to Kingsport as the location of Eastman's corporate headquarters when taking the wraps off Project Inspire.

Like many industries, Eastman also foresees continuing turnover due to an aging workforce, with as many as 1,400 jobs opening due to retirements during the next six years.

Kingsport and the Tri-Cities Consolidated Statistical Area have defied national job market trends for more than three years. But job growth slowed in the second quarter of 2013, posting a 7.7% unemployment rate for the second quarter of 2013, compared to 7.4% a year earlier. This marks the first increase in unemployment levels and rate in three years, according to the East Tennessee State University Bureau of Business and Economic Research.

Jobless levels were higher in all three cities, pushing the unemployment rates to 7.4% in Bristol, 7.7% in Kingsport, and 7.8% in Johnson City. Despite the slight uptick, the rates remain well below the state average of 8.5%.

Job losses occurred in government, information services, manufacturing, wholesale trade, and finance. Employment was unchanged in retail trade and transport and utilities.

Private sector employment was higher in the second quarter, but large sequester related job losses in government caused overall Consolidated Statistical Area employment to again decline.

No new major business downsizings have been logged, aside from the closure of AGC Glass North America's Blue Ridge manufacturing plant in Kingsport, with a loss of 70 jobs, as noted in the last update. The Blue Ridge plant made solar glass, although a private equity group is examining the potential for restarting the plant.

However, AGC reopened a line at the Greenland float glass plant some 15 minutes away in Hawkins County. This plant makes float glass for the architectural and automotive markets. AGC's Corporate Services Office on Lincoln Street next to the Blue Ridge Plant was not affected by the closure and continues to employ 125 to 150 people, according to the company.

Sales tax collections have risen over the last few years, much as employment has in the region. Sales tax collections grew 5.5 percent from 2008 to 2013, from \$14,640,220 to \$15,439,975. From the trough of the recession in the region, sales taxes have grown 10.2 percent, posting \$14,009,678 in FY10 to \$15,439,975 in FY13.

While growth was slower in the fiscal year ending July 1, 2013, growing by .84 percent overall, the first month of the FY 2014 budget (representing July collections) reported a major sales tax increase of 8.8 percent, resulting in about \$106,000 more for the General Fund than the same month last year.

In addition, 2013 brought about the reappraisal of property in Sullivan County for the first time in four years. The State of Tennessee recommended an equalized tax rate of \$1.88 per \$100 of assessed value, down from the then current \$1.97 rate. The reappraisal process resulted in an approximate 6.5% increase in the property values for tax year 2013.

City staff closely examined the basis behind the state proposed equalized rate, and concluded that the recommended equalized rate over-valued growth in the community over the last four years. The Board of Mayor and Alderman agreed and instead adopted a new tax rate of \$1.94 for the majority of the City inside Sullivan County. This the fourth lowest rate in City history.

Revenue enhancements also remain under consideration by the BMA, including the potential for implementation of a gas franchise fee and a solid waste disposal fee, both at rates that would be below competing cities.

City government also continues to focus on operational efficiencies, with a move from defined benefit to defined contribution retirement for all new hires after 2013 resulting in a savings of as much as nine percent annually moving forward.

In the City's most labor intensive area, Public Works, a move to automated recycling collection has nearly doubled the rate of recycling in the community, while reducing manpower, creating capacity redundancy since the automated truck can quickly be converted to garbage collection if needed and reducing flow and therefore tipping fees to the local landfill.

At the same time, increased landfill competition from a surplus of landfills in the region is saving the Solid Waste Fund as much as \$300,000 annually through a new contract with a different provider.

Meanwhile, the City's new storm water fee is outperforming by as much as 15 percent as fewer than expected large land owners elect best practice offsets, while a new employee health clinic implemented in 2013 holds the potential for savings of \$200,000 to \$300,000.

Also, the Kingsport Board of Education, a component of the City of Kingsport, is examining moving to a self-insured position that could save as much as \$1 million annually in schools operating expenses without materially impacting the level of coverage provided to employees.

In the real estate market, the Northeast Tennessee Association of Realtors Trends Report for June indicated that home sales had slowed a bit in the second quarter, after a strong start to the year in Kingsport.

During the first six months of this year 227 homes have been sold compared to 240 during the same period last year, NETAR reports. The average sales price for those homes is down \$6,146.

Four foreclosure sales are listed in the NETAR Trends Report for June. During the same month last year there were 13.

According to RealtyTrac.com, as of August 2013, foreclosure filings in the City are 12 percent lower than the previous month and 40 percent lower than the same time last year.

According to the FY 13 building report for the City, a total of 79 new single-family dwellings were permitted between June 30, 2012 and July 1, 2013. This was two more homes than the previous fiscal year with a total self-reported construction cost of \$12.6 million, down 6.75 percent in value from the previous year.

In the month of July, a further seven single-family permits were pulled, with a total construction value of \$1.31 million. In August, there were another 13 single-family permits pulled, with an average value of \$201,248.46 per permit

The average cost to build a new home in the city during fiscal year 2013 was \$160,000.

The U.S. Census Bureau reports that 45 percent of all homes in Kingsport have no mortgage whatsoever on them. This is the highest rate in the region.

In July, numbers released for May 2013 by the Bureau of Labor Statistics indicated there were 103,800 private sector workers in the Metropolitan Statistical Area, with average hours down compared to May 2012 by .6 hours. However, wages were up by \$5 for the week.

May's average work week was 36.3 hours for Kingsport-Bristol private sector workers. It was 36.5 hours in May last year. Both were an improvement over May 2008 – the year before the recession hit the local economy – when it was 34.5 hours.

Source: City of Kingsport

OTHER CURRENT HIGHLIGHTS

- Kingsport successfully opened its new \$16 million regional Aquatic Center on May 17, 2013. Demand rapidly outstripped available parking, requiring the construction of 78 additional spaces above the 322 the center opened with. Through August 1, the Aquatic Center had hosted 82,000 visits, and averaged 1,200 visitors a day in June.
- Well more than 1,600 members have joined the Aquatic Center. Full 12 month projections indicated the center should welcome 150,000 guests to the facility, featuring three indoor pools and an outdoor waterpark.
- The region's largest YMCA fitness center also is co-located with the Aquatic Center, with the City guaranteed 10 percent of YMCA membership revenues in exchange for pool access.
- Finally, in the retail world, a six month closure of the City's major movie theater complex at the Kingsport Town Center Mall ended in August with the opening of 10 remodeled theaters by Frank Theatres. Renovations included new high-back seats, curtains, screens, state-of-the-art digital projectors and a new concession stand. Four of the new theaters are 3-D.
- An 11th screen was not reopened as that will be converted to a kitchen as Frank moves forward with a new 40,000-square-foot, two-story addition. The addition will house a Red Brick Grille restaurant, 50-game arcade, 18 lanes of bowling and an 85-foot-tall IMAX theater seating up to 400 customers.
- In all, Mall owner Somera Capital Management and Frank Entertainment plan to invest \$12 million to expand and renovate the existing theaters and build the family entertainment center. When completed, this facility will represent the premiere theater complex in at least a 100-mile radius.
- Meanwhile, Belk's department store has invested \$1.2 million in improvements to its Mall store over the last two years.
- In other retail developments in the last 12 months, Kingsport has seen several new establishments open, including Barberitos Southwest Grill, Sicily's Pizzeria, Chava's Mexican Grill and Cantina, Dollar General Market, Crazy 8 (a Gymboree Company), Lamplight (Christian) Theatre. Also, Popeye's Louisiana Chicken and a new Wendy's are under construction, and Italian Village is adding a second location downtown as well.

- Industrially, Leclerc announced a major expansion of its Kingsport operations in March, adding 40 jobs, while Portola Packaging announced a \$12 million investment in its Kingsport plant that should create another 30 jobs.
- Major future projects include additional investments in Kingsport’s 950 acre Border Region Retail Tourism District, created under a state law that will allow the City to recapture up to 59 percent of all state sales taxes generated in the District to support economic development inside of the zone.
- The District is located at the intersection of Interstate 81 and Interstate 26, one of the last major undeveloped intersections.
- One major district developer pulled a \$15.5 million grading permit earlier this year, with grading well under way on 100 acres that will be ready for future retail and big box building pads. A second developer is considering action in two other quadrants.
- The City also continues its efforts to improve the educational attainment of its residents through the Downtown Kingsport Academic Village and the Higher Education Center. In the last few months, three more schools have joined the line-up, including East Tennessee State University, Tusculum College and Milligan College.

Source: City of Kingsport

EMPLOYMENT - GENERAL

The chart below depicts the average annual employment trends (on a seasonally adjusted basis) for the most recent 10 year period:

<u>Location</u>	<u>AVERAGE ANNUAL EMPLOYMENT TRENDS</u>									
	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
United States	6.0%	5.5%	5.1%	4.6%	4.6%	5.8%	9.3%	9.6%	8.9%	8.1%
Tennessee	5.5%	5.4%	5.6%	5.1%	4.7%	6.6%	10.5%	9.8%	9.3%	8.0%
Sullivan County	5.6%	5.6%	5.2%	4.5%	4.1%	5.2%	8.7%	8.4%	7.7%	7.0%
✓ County Workforce	74,020	72,290	72,320	73,620	73,530	74,360	74,970	74,840	76,010	75,060
✓ County Employment	69,900	68,920	68,550	70,320	70,550	70,520	68,420	68,520	70,130	69,840
✓ Co. Unemployment	4,120	4,050	3,770	3,300	2,980	3,840	6,550	6,320	5,880	5,220
Kingsport	5.9%	7.1%	8.7%	6.4%	5.6%	7.1%	8.6%	9.4%	8.4%	7.6%
✓ City Workforce	n/a	19,260	18,920	19,030	19,000	19,380	19,150	19,320	20,840	20,970
✓ City Employment	n/a	17,890	17,280	17,810	17,940	18,000	17,500	17,500	19,100	19,370
✓ City Unemployment	n/a	1,370	1,640	1,220	1,070	1,380	1,660	1,820	1,740	1,600

Tennessee’s unemployment rate for July 2013 was 8.5 percent (seasonally adjusted), the same as for June. The July rate a year ago was 8.2 percent. The national unemployment rate for July was 7.4 percent (seasonally adjusted), 0.2 percentage less than the preceding month.

In Kingsport, the July 2013 unemployment rate was estimated to be 8.1 percent (unadjusted), up from the July 2012 rate of 7.8 percent.

Source: Tennessee Department of Employment Security, Annual Labor Force Estimates Summary

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PRINCIPAL EMPLOYERS

The following chart depicts the top employers in the Municipality during fiscal year 2013 compared to fiscal year 2004:

Employer	2013			2004		
	Employees	Rank	Percentage of Total County Employment	Employees	Rank	Percentage of Total County Employment
Eastman Chemical Company	6,742	1	9.0%	8,000	1	10.9%
Wellmont Health Systems	2,730	2	3.7%	2,400	2	3.3%
Brock	1,500	3	2.0%	N/A	-	-
Kingsport City Schools	1,041	4	1.4%	974	5	1.3%
Wal-Mart	753	5	1.0%	980	4	-
City of Kingsport	734	6	1.0%	689	7	0.9%
Jacobs	706	7	0.9%	N/A	-	-
Holston Medical Group	646	8	0.9%	N/A	-	-
Mountain States Health	630	9	0.8%	700	6	0.9%
BAE SYSTEMS Ordnance Systems, Inc.	609	10	0.8%	379	9	0.5%
AFG Industries	n/a	-	-	1,160	3	1.6%
Quebecor World	n/a	-	-	500	8	0.7%
Weyerhaeuser Company	n/a	-	-	360	10	0.5%
	<u>16,091</u>		<u>21.5%</u>	<u>16,142</u>		<u>20.6%</u>

Total Sullivan County Employment:
 FYE 2013 74,670
 FYE 2004 73,720

Source - NETWORKS/Sullivan Partnership & Employers

ECONOMIC DATA

The following chart shows estimated per capita personal income trends for the most recent 10 year period for the nation, State and the Municipality.

PER CAPITA PERSONAL INCOME										
Location	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
National	\$31,481	\$32,295	\$33,909	\$35,452	\$37,725	\$39,506	\$40,947	\$38,637	\$39,791	\$41,560
Tennessee	\$28,162	\$29,041	\$30,285	\$31,327	\$32,885	\$34,221	\$35,112	\$33,711	\$35,103	\$36,537
City	\$26,306	\$25,299	\$24,983	\$26,316	\$27,163	\$28,549	\$28,222	\$29,730	\$29,730	\$31,697
City vs. Nat'l	83.56%	78.34%	73.68%	74.23%	72.00%	72.27%	68.92%	76.95%	74.72%	76.27%
City vs. TN	93.41%	87.11%	82.49%	84.00%	82.60%	83.43%	80.38%	88.19%	84.69%	86.75%

Source: U.S. Department of Commerce, Bureau of Economic Analysis and the City of Kingsport.

The following chart depicts building permit activity in the Municipality from 2006 through 2012.

<u>FYE</u>	<u>Permits Issued</u>	<u>Estimated Value</u>
2013	632	\$61,991,466
2012	741	75,196,403
2011	531	65,620,983
2010	581	56,285,000
2009	631	123,745,000
2008	884	180,938,000
2007	885	123,352,000
2006	829	79,250,000

Source: City of Kingsport, Tennessee

ANNEXATION

Over the last several years, the Municipality has undertaken a series of annexations by ordinance (referendum is also permitted) that were carried out under the requirements of state law (1998 Urban Growth Planning Act) and in a manner consistent with the adopted 20 year urban growth plans for Sullivan and Hawkins Counties. Many services are in place and others are in the process of being implemented within the specified timeframes of the formal adopted plans required as part of each annexation. There are about 45.7 square miles left in the urban growth area for Sullivan County and about 1.7 square miles in the growth area for Hawkins County that could be subject to future annexation as development activities occur in the area. Decisions to annex areas in the Municipality are determined based on the Municipality's ability to cost effectively deliver essential services. A cost benefit analysis is prepared in advance to determine if the cost of extending services to the area will be covered from the additional property tax collections and per capita state-shared taxes that will be generated from the area. Most of the areas considered for annexation are already served by the Municipality's water system. And there are a number of existing sewer trunk lines in place to provide service for these areas.

Currently, the State of Tennessee has imposed a state-wide moratorium on annexations of residential and agricultural properties by Tennessee cities other than those done at the request of existing land owners and residents. The City of Kingsport has several requested annexations currently in process. Commercial and industrial properties are not included in the moratorium. This moratorium will remain in place pending a review and possible revision by the State of the processes used by local jurisdictions to annex land within their urban growth areas or perhaps other nearby property. It is expected that the results of the study will be taken up in the next session (2014) of the Tennessee General Assembly and a final resolution will result allowing the moratorium to be lifted and some form of annexation to continue.

CITY OF KINGSPORT, TENNESSEE
DEBT STRUCTURE - SUMMARY OF BONDED INDEBTEDNESS (As of June 30, 2013)

The following section outlines various important factors related to the outstanding debt of the City.

Amount Issued - (1)	Purpose	Due Date	Interest Rates	Debt Outstanding
<i>General Obligation Debt</i>				
\$ 2,850,000	General Obligation School Bonds, Series 2004	May 2014	3.000 - 4.000%	200,000
3,230,000	General Obligation Bonds, Series 2005	February 2017	3.000 - 5.000%	910,000
13,320,000	General Obligation School and Public Improvement Bonds, Series 2006	February 2016	3.625 - 4.100%	1,895,000
1,600,000	General Obligation Capital Outlay Notes, Series 2007	May 2019	4.125%	956,000
19,360,000	General Obligation School and Public Improvement Bonds, Series 2007	February 2027	4.000 - 5.000%	16,190,000
7,480,000	General Obligation Public Improvement and Refunding Bonds, Series 2008A	March 2028	3.500 - 4.375%	6,320,000
11,265,000	General Obligation Bonds, Series 2008B	March 2028	3.500 - 4.375%	9,435,000
12,160,000	General Obligation Public Improvement Bonds, Series 2009A	March 2029	2.000 - 5.000%	10,710,000
7,100,000	General Obligation Bonds, Series 2009B	March 2029	2.000 - 5.000%	6,255,000
12,406,436	General Obligation Public Improvement Bonds, Series 2009D (Federally Taxable Build America Bonds)	March 2030	2.250 - 5.625%	11,861,436
2,021,437	General Obligation Public Improvement Bonds, Series 2009D (Federally Taxable Build America Bonds)	March 2030	2.250 - 5.625%	1,931,437
303,404	General Obligation Public Improvement Bonds, Series 2009D (Federally Taxable Build America Bonds)	March 2030	2.250 - 5.625%	288,404
11,300,000	General Obligation Public Improvement Bonds, Series 2011	March 2032	2.000 - 3.750%	11,300,000
4,340,000	General Obligation Refunding Bonds, Series 2012B	April 2019	3.000%	4,310,000
1,495,000	General Obligation Public Improvement Bonds, Series 2012C	April 2032	2.000 - 4.000%	1,495,000
750,000	General Obligation Public Improvement Bonds, Series 2012C	April 2032	2.000 - 4.000%	750,000
1,560,000	General Obligation Public Improvement Bonds, Series 2012C	April 2032	2.000 - 4.000%	1,560,000
2,380,000	General Obligation Public Improvement Bonds, Series 2012C	April 2032	2.000 - 4.000%	2,380,000
12,310,000	General Obligation Refunding Bonds, Series 2013	May 2027	2.500 - 4.000%	12,310,000
856,000	HUD - 108 Loan	August 2030	0.560 - 4.480%	770,000
475,000	Energy Efficiency (ECD) Capital Outlay Notes, Series 2007 (Loan L102)	July 2014	0.000%	135,714
5,045,078	Energy Efficiency School Initiative Loan 822-001 - (2)	November 2024	0.750%	4,810,188
1,762,342	Qualified Zone Academy Bonds, Series 2004	2021	0.000%	1,762,342
826,131	Qualified Zone Academy Bonds, Series 2005	2021	0.000%	826,131
1,240,000	Qualified School Construction Bonds, Series 2009 - (2)	July 2026	1.515%	1,020,796
15,180,000	Local Option Sales Tax Revenue and Tax Bonds, Series 2009C	March 2029	2.000 - 5.000%	13,380,000
1,016,085	General Obligation Public Improvement Bonds, Series 2009D (Federally Taxable Build America Bonds)	March 2030	2.250 - 5.625%	971,085
554,170	General Obligation Public Improvement Bonds, Series 2009D (Federally Taxable Build America Bonds)	March 2030	2.250 - 5.625%	529,170
14,225,000	General Obligation Bonds, Series 2009E	March 2030	2.500 - 5.000%	13,640,000
3,110,000	General Obligation Bonds, Series 2012A	April 2032	2.000 - 5.000%	3,110,000
1,450,000	Meadow View Golf Course TMBF Loan, Series 1998	September 2017	Variable	507,000
<i>Water Revenue Supported Debt</i>				
7,900,000	Water and Sewer System Revenue and Tax Bonds, Series 2004	May 2019	3.000 - 4.125%	120,000
4,970,000	Water and Sewer System Revenue and Tax Bonds, Series 2005	February 2021	3.750 - 3.875%	240,000
1,680,000	Water and Sewer System Revenue and Tax Bonds, Series 2006	February 2027	3.750 - 5.000%	42,384
1,200,000	Water Revenue and Tax Bonds, Series 2008	March 2023	3.500 - 4.250%	920,000
4,045,387	General Obligation Public Improvement Bonds, Series 2009D (Federally Taxable Build America Bonds)	March 2030	2.250 - 5.625%	3,845,387
9,800,000	TMBF Loan, Series 2008 (Water)	May 2026	Variable	8,085,000
1,515,000	General Obligation Refunding Bonds, Series 2010 (Water Portion)	June 2017	2.000 - 3.000%	885,000
805,000	General Obligation Public Improvement Bonds, Series 2011	March 2032	2.000 - 3.750%	805,000
1,198,295	General Obligation Refunding Bonds, Series 2012B	April 2019	3.000%	1,189,781
1,291,037	General Obligation Public Improvement Bonds, Series 2012C	April 2032	2.000 - 4.000%	1,291,037
3,025,000	General Obligation Refunding Bonds, Series 2013	May 2027	2.5000 - 4.000%	2,950,000
<i>Sewer Revenue Supported Debt</i>				
6,275,000	Water and Sewer System Revenue and Tax Bonds, Series 2004	May 2019	3.000 - 4.125%	460,000
4,970,000	Water and Sewer System Revenue and Tax Bonds, Series 2005	February 2021	3.750 - 3.875%	1,155,000
1,680,000	Water and Sewer System Revenue and Tax Bonds, Series 2006	February 2027	3.750 - 5.000%	182,616
6,068,081	General Obligation Public Improvement Bonds, Series 2009D (Federally Taxable Build America Bonds)	March 2030	2.250 - 5.625%	5,773,081
2,940,000	\$2,940,000 General Obligation Refunding Bonds, Series 2010 (Sewer Portion)	June 2017	2.000 - 3.000%	1,720,000
4,035,000	General Obligation Public Improvement Bonds, Series 2011	March 2032	2.000 - 3.750%	4,035,000
4,431,705	General Obligation Refunding Bonds, Series 2012B	April 2019	3.000%	4,400,219
1,828,963	General Obligation Public Improvement Bonds, Series 2012C	April 2032	2.000 - 4.000%	1,828,963
27,760,000	General Obligation Refunding Bonds, Series 2013	May 2032	2.500 - 4.000%	27,185,000
\$ 270,389,551	Total Existing Debt			\$ 209,633,171
1,310,000	General Obligation Bonds, Series 2013A	March 2034	Fixed (3)	1,310,000
27,510,000	General Obligation Public Improvement Bonds, Series 2013B	March 2034	Fixed (4)	27,510,000
\$ 299,209,551	Total Existing / Proposed Debt			\$ 238,453,171
(148,108,723)	Revenue Supported Bonds - (5)			(114,405,723)
<u>\$ 151,100,828</u>	Net Direct Debt			<u>\$ 124,047,448</u>

(1) Does not include capitalized leases or compensated absences, if any. Interfund loans are not included. QSCBs are also not included. As of June 30, 2012, a total of \$7,770,000 of principal debt was outstanding for the Sullivan County Economic Development Partnership, with \$2,408,700 representing the City's 31% contingent share. For more information, see the Summary of Bonded Indebtedness and the Notes to the Financial Statements referenced in Appendix D.

(2) Both the Energy Efficiency School Initiative Loan 822-001 and the Qualified School Construction Bonds, Series 2009 (QSCBs) were fully originated after 6/30/12. While the QSCBs have maturities due on the first of the month the City's payment to the State is due at the end of the prior month.

(3) TIC - 3.76%.

(4) TIC - 3.51%.

(5) Revenue Supported Debt includes the debt that is supported by the Regional Sales Tax Revenue.

**CITY OF KINGSPORT, TENNESSEE
INDEBTEDNESS AND DEBT RATIOS**

INTRODUCTION

The information set forth in the following table is based upon information derived from the General Purpose Financial Statements, including those for the most recent reporting period which are included as Appendix C. This table should be read in conjunction with those statements. The table does not include future funding plans, if any.

INDEBTEDNESS	2004	2005	2006	2007	2008	2009	2010	2011	2012	After Issuance
TAX SUPPORTED										
General Obligation Bonds - (1)	\$ 61,935,657	\$ 54,677,731	\$ 51,679,240	\$ 75,037,207	\$ 83,414,174	\$ 107,301,284	\$ 102,991,394	\$ 109,060,780	\$ 116,753,130	\$ 124,047,448
TOTAL TAX SUPPORTED	<u>\$ 61,935,657</u>	<u>\$ 54,677,731</u>	<u>\$ 51,679,240</u>	<u>\$ 75,037,207</u>	<u>\$ 83,414,174</u>	<u>\$ 107,301,284</u>	<u>\$ 102,991,394</u>	<u>\$ 109,060,780</u>	<u>\$ 116,753,130</u>	<u>\$ 124,047,448</u>
REVENUE SUPPORTED										
Water & Sewer Bonds, Loans & Leases and Sales Tax Supported Debt	\$ 60,534,273	\$ 62,661,281	\$ 58,655,000	\$ 54,028,000	\$ 49,977,000	\$ 97,743,000	\$ 91,559,000	\$ 113,553,142	\$ 109,222,397	\$ 114,405,723
TOTAL REVENUE SUPPORTED	<u>\$ 60,534,273</u>	<u>\$ 62,661,281</u>	<u>\$ 58,655,000</u>	<u>\$ 54,028,000</u>	<u>\$ 49,977,000</u>	<u>\$ 97,743,000</u>	<u>\$ 91,559,000</u>	<u>\$ 113,553,142</u>	<u>\$ 109,222,397</u>	<u>\$ 114,405,723</u>
TOTAL DEBT	\$ 122,469,930	\$ 117,339,012	\$ 110,334,240	\$ 129,065,207	\$ 133,391,174	\$ 205,044,284	\$ 194,550,394	\$ 222,613,922	\$ 225,975,527	\$ 238,453,171
Less: Revenue Supported Debt	(60,534,273)	(62,661,281)	(58,655,000)	(54,028,000)	(49,977,000)	(97,743,000)	(91,559,000)	(113,553,142)	(109,222,397)	(114,405,723)
Less: Debt Service Fund Balance - (2)	<u>(71,000)</u>	<u>(33,000)</u>	<u>(59,000)</u>	<u>(1,045,000)</u>	<u>(1,172,778)</u>	<u>(676,082)</u>	<u>(495,077)</u>	<u>(169,280)</u>	<u>(21,333)</u>	<u>(21,333)</u>
NET DIRECT DEBT	\$ 61,864,657	\$ 54,644,731	\$ 51,620,240	\$ 73,992,207	\$ 82,241,396	\$ 106,625,202	\$ 102,496,317	\$ 108,891,500	\$ 116,731,797	\$ 124,026,115
OVERLAPPING DEBT - (3)	\$ 10,273,505	\$ 12,616,000	\$ 11,000,979	\$ 14,602,000	\$ 18,431,987	\$ 24,614,843	\$ 33,183,233	\$ 34,258,402	\$ 40,011,367	\$ 40,011,367
NET DIRECT & OVERLAPPING DEBT	\$ 72,138,162	\$ 67,260,731	\$ 62,621,219	\$ 88,594,207	\$ 100,673,383	\$ 131,240,045	\$ 135,679,550	\$ 143,149,902	\$ 156,743,164	\$ 164,037,482
PROPERTY TAX BASE - (4)										
Estimated Actual Value	\$ 3,963,988,784	\$ 3,943,851,119	\$ 4,100,277,574	\$ 4,191,243,619	\$ 5,129,398,172	\$ 5,026,784,103	\$ 5,136,863,657	\$ 5,305,111,318	\$ 5,604,513,479	\$ 5,604,513,479
Appraised Value	3,756,874,247	3,737,754,979	4,082,275,721	4,191,243,619	4,380,660,219	4,270,247,541	5,136,863,657	5,305,111,318	5,288,268,400	5,288,268,400
Assessed Value	1,157,957,281	1,155,042,394	1,169,011,610	1,297,375,372	1,352,126,208	1,322,721,235	1,606,980,905	1,641,584,382	1,643,256,206	1,643,256,206
Source: Tennessee Tax Aggregate Reports.										

(1) Does not include compensated absences or capitalized leases. See the Notes to the Financial Statements accessible as indicated in APPENDIX D for additional details.

(2) The columns for 2011 and After Issuance contain estimates based on the best available information.

(3) OVERLAPPING DEBT Includes the City's estimated portion of Sullivan County's debt and Hawkins County's debt - best available information includes estimates.

(4) The most recent reappraisal of property was effective January 1, 2009 for Sullivan County and January 1, 2011 for Hawkins County. The next reappraisal of property will be in 2013 and 2016, respectively.

DEBT RATIOS	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>After Issuance</u>
TOTAL DEBT to Estimated Actual Value	3.09%	2.98%	2.69%	3.08%	2.60%	4.08%	3.79%	4.20%	4.03%	4.25%
TOTAL DEBT to Appraised Value	3.26%	3.14%	2.70%	3.08%	3.05%	4.80%	3.79%	4.20%	4.27%	4.51%
TOTAL DEBT to Assessed Value	10.58%	10.16%	9.44%	9.95%	9.87%	15.50%	12.11%	13.56%	13.75%	14.51%
NET DIRECT DEBT to Estimated Actual Value	1.56%	1.39%	1.26%	1.77%	1.60%	2.12%	2.00%	2.05%	2.08%	2.21%
NET DIRECT DEBT to Appraised Value	1.65%	1.46%	1.26%	1.77%	1.88%	2.50%	2.00%	2.05%	2.21%	2.35%
NET DIRECT DEBT to Assessed Value	5.34%	4.73%	4.42%	5.70%	6.08%	8.06%	6.38%	6.63%	7.10%	7.55%
OVERLAPPING DEBT to Estimated Actual Value	0.26%	0.32%	0.27%	0.35%	0.36%	0.49%	0.65%	0.65%	0.71%	0.71%
OVERLAPPING DEBT to Appraised value	0.27%	0.34%	0.27%	0.35%	0.42%	0.58%	0.65%	0.65%	0.76%	0.76%
OVERLAPPING DEBT to Assessed Value	0.89%	1.09%	0.94%	1.13%	1.36%	1.86%	2.06%	2.09%	2.43%	2.43%
NET DIRECT & OVERLAPPING DEBT to Assessed Value	6.23%	5.82%	5.36%	6.83%	7.45%	9.92%	8.44%	8.72%	9.54%	9.98%
POPULATION (1)	48,205	48,205	48,205	48,205	48,205	48,205	48,205	48,205	48,205	48,205
PER CAPITA PERSONAL INCOME (2)	\$25,046	\$25,046	\$25,046	\$25,046	\$25,046	\$25,046	\$25,046	\$25,046	\$25,046	\$25,046
Estimated Actual Value to POPULATION	\$82,232	\$81,814	\$85,059	\$86,946	\$106,408	\$104,279	\$106,563	\$110,053	\$116,264	\$116,264
Assessed Value to POPULATION	\$24,022	\$23,961	\$24,251	\$26,914	\$28,050	\$27,440	\$33,336	\$34,054	\$34,089	\$34,089
Total Debt to POPULATION	\$2,541	\$2,434	\$2,289	\$2,677	\$2,767	\$4,254	\$4,036	\$4,618	\$4,688	\$4,947
Net Direct Debt to POPULATION	\$1,283	\$1,134	\$1,071	\$1,535	\$1,706	\$2,212	\$2,126	\$2,259	\$2,422	\$2,573
Overlapping Debt to POPULATION	\$213	\$262	\$228	\$303	\$382	\$511	\$688	\$711	\$830	\$830
Net Direct & Overlapping Debt to POPULATION	\$1,496	\$1,395	\$1,299	\$1,838	\$2,088	\$2,723	\$2,815	\$2,970	\$3,252	\$3,403
Total Debt Per Capita as a percent of PER CAPITA PERSONAL INCOME	10.14%	9.72%	9.14%	10.69%	11.05%	16.98%	16.11%	18.44%	18.72%	19.75%
Net Direct Debt Per Capita as a percent of PER CAPITA PERSONAL INCOME	5.12%	4.53%	4.28%	6.13%	6.81%	8.83%	8.49%	9.02%	9.67%	10.27%
Overlapping Debt Per Capita as a % of PER CAPITA PERSONAL INCOME	0.85%	1.04%	0.91%	1.21%	1.53%	2.04%	2.75%	2.84%	3.31%	3.31%
Net Direct & Overlapping Debt Per Capita as a % of PER CAPITA PERSONAL INCOME	5.97%	5.57%	5.19%	7.34%	8.34%	10.87%	11.24%	11.86%	12.98%	13.59%

(1) POPULATION data according to: the U.S. Census data and population estimates.

(2) PER CAPITA PERSONAL INCOME is based upon the most current data available from the Bureau of Economic Analysis for Kingsport, Bristol, TN, and Bristol, VA area.

CITY OF KINGSPORT, TENNESSEE
DEBT SERVICE REQUIREMENTS - Tax Backed
As of June 30, 2013

Year Ending June 30	Principal - General Obligation Bonds			Percent Total Debt Retired	Interest - General Obligation Bonds			Total Interest Net of BABS Subsidy - (2)	Total Debt Service Requirements
	Outstanding Debt - (1)	Current Issue	Total Principal		Outstanding Debt	Current Issue - (3)	Capitalized Interest		
2014	6,925,859	-	6,925,859		3,767,843	199,275	(181,008)	3,786,110	10,711,968
2015	7,514,907	520,000	8,034,907		3,550,169	551,839	(379,846)	3,722,162	11,757,069
2016	7,301,121	540,000	7,841,121		3,327,903	536,239	(79,602)	3,784,540	11,625,661
2017	7,285,216	555,000	7,840,216		3,102,251	514,639	-	3,616,890	11,457,106
2018	7,520,334	585,000	8,105,334	31.24%	2,879,183	486,889	-	3,366,072	11,471,406
2019	7,004,475	595,000	7,599,475		2,642,763	475,189	-	3,117,951	10,717,427
2020	6,817,640	610,000	7,427,640		2,427,240	457,339	-	2,884,579	10,312,219
2021	7,025,830	645,000	7,670,830		2,215,885	426,839	-	2,642,723	10,313,553
2022	6,650,482	665,000	7,315,482		1,985,519	407,489	-	2,393,008	9,708,490
2023	6,538,719	690,000	7,228,719	61.26%	1,751,905	380,889	-	2,132,794	9,361,513
2024	6,776,981	725,000	7,501,981		1,522,116	346,389	-	1,868,504	9,370,485
2025	6,758,323	625,000	7,383,323		1,279,615	310,139	-	1,589,754	8,973,077
2026	6,807,990	650,000	7,457,990		1,033,572	284,358	-	1,317,929	8,775,919
2027	7,010,294	675,000	7,685,294		774,970	256,733	-	1,031,703	8,716,997
2028	4,703,000	705,000	5,408,000	89.83%	495,927	228,045	-	723,972	6,131,972
2029	3,473,000	735,000	4,208,000		298,245	199,845	-	498,090	4,706,090
2030	2,104,277	765,000	2,869,277		154,418	168,608	-	323,025	3,192,302
2031	1,079,000	795,000	1,874,000		77,936	136,095	-	214,031	2,088,031
2032	1,085,000	830,000	1,915,000		39,338	104,295	-	143,633	2,058,633
2033	-	860,000	860,000	99.28%	-	71,095	-	71,095	931,095
2034	-	895,000	895,000	100.00%	-	36,695	-	36,695	931,695
	<u>\$ 110,382,448</u>	<u>\$ 13,665,000</u>	<u>\$ 124,047,448</u>		<u>\$ 33,326,796</u>	<u>\$ 6,578,919</u>	<u>\$ (640,456)</u>	<u>\$ 39,265,259</u>	<u>\$ 163,312,706</u>

(1) Does not include capitalized leases or compensated absences, if any. Interfund loans are not included. QSCBs are also not included. As of June 30, 2012, a total of \$7,770,000 of principal debt was outstanding for the Sullivan County Economic Development Partnership, with \$2,408,700 representing the City's 31% contingent share. For more information, see the Summary of Bonded Indebtedness and the Notes to the Financial Statements referenced in Appendix D.

(2) Interest shown is net of Build America Bonds subsidy for applicable bond issue(s).

(3) TIC - 3.51%.

CITY OF KINGSPORT, TENNESSEE
DEBT SERVICE REQUIREMENTS - Sales Tax Backed
As of June 30, 2013

Year Ending June 30	Principal - General Obligation Bonds			Percent Total Debt Retired	Interest - General Obligation Bonds			Total Debt Service Requirements
	Outstanding Debt - (1)	Current Issue	Total Principal		Outstanding Debt	Current Issue - (3)	Total Interest Net of BABS Subsidy - (2)	
2014	1,417,000	-	1,417,000		1,247,312	17,157	1,264,470	2,681,470
2015	1,583,000	45,000	1,628,000		1,204,672	47,513	1,252,185	2,880,185
2016	1,635,000	50,000	1,685,000		1,152,758	46,163	1,198,920	2,883,920
2017	1,692,000	50,000	1,742,000		1,098,772	44,663	1,143,435	2,885,435
2018	1,605,000	50,000	1,655,000	24.30%	1,041,692	43,163	1,084,854	2,739,854
2019	1,665,000	55,000	1,720,000		981,910	41,663	1,023,573	2,743,573
2020	1,725,000	55,000	1,780,000		922,745	40,013	962,758	2,742,758
2021	1,805,000	55,000	1,860,000		850,540	37,813	888,353	2,748,353
2022	1,870,000	60,000	1,930,000		781,916	35,613	817,528	2,747,528
2023	1,935,000	60,000	1,995,000	52.06%	714,660	33,213	747,872	2,742,872
2024	2,015,000	65,000	2,080,000		641,279	31,413	672,691	2,752,691
2025	2,085,000	65,000	2,150,000		560,204	29,463	589,666	2,739,666
2026	2,180,000	65,000	2,245,000		474,489	27,431	501,920	2,746,920
2027	2,265,000	70,000	2,335,000		383,602	25,400	409,002	2,744,002
2028	2,360,000	70,000	2,430,000	85.66%	289,002	22,600	311,602	2,741,602
2029	2,470,000	75,000	2,545,000		183,700	19,800	203,500	2,748,500
2030	1,400,255	80,000	1,480,255		73,153	16,800	89,953	1,570,208
2031	210,000	80,000	290,000		13,975	13,600	27,575	317,575
2032	220,000	85,000	305,000		7,150	10,400	17,550	322,550
2033	-	85,000	85,000	99.73%	-	7,000	7,000	92,000
2034	-	90,000	90,000	100.00%	-	3,600	3,600	93,600
	<u>\$ 32,137,255</u>	<u>\$ 1,310,000</u>	<u>\$ 33,447,255</u>		<u>\$ 12,623,531</u>	<u>\$ 594,476</u>	<u>\$ 13,218,007</u>	<u>\$ 46,665,262</u>

(1) Does not include capitalized leases or compensated absences. For more information, see the Summary of Bonded Indebtedness and the Notes to the Financial Statements accessible as indicated in Appendix D.

(2) Interest shown is net of Build America Bonds subsidy for applicable bond issue(s).

(3) TIC - 3.76%

CITY OF KINGSPORT, TENNESSEE
DEBT SERVICE REQUIREMENTS - Revenue/Tax-Backed
As of June 30, 2013

PRINCIPAL REQUIREMENTS WATER AND SEWER SYSTEM				INTEREST REQUIREMENTS WATER AND SEWER SYSTEM				
Year Ending June 30	Outstanding Debt - (1)	Current Issue	Total Principal	Percent Total Debt Retired	Outstanding Debt	Current Issue - (2)	Total Interest Net of BABS Subsidy - (3)	Total Debt Service Requirements
2014	7,295,000	-	7,295,000		2,345,339	202,341	2,547,680	9,842,680
2015	7,360,000	470,000	7,830,000		2,075,174	560,329	2,635,502	10,465,502
2016	6,000,000	485,000	6,485,000		1,806,663	546,229	2,352,892	8,837,892
2017	5,210,000	500,000	5,710,000		1,592,003	526,829	2,118,832	7,828,832
2018	4,505,000	530,000	5,035,000	39.96%	1,413,503	501,829	1,915,332	6,950,332
2019	3,685,000	535,000	4,220,000		1,249,654	491,229	1,740,883	5,960,883
2020	3,100,000	555,000	3,655,000		1,128,636	475,179	1,603,815	5,258,815
2021	3,195,000	580,000	3,775,000		1,023,111	447,429	1,470,540	5,245,540
2022	2,830,000	600,000	3,430,000		910,184	430,029	1,340,213	4,770,213
2023	2,965,000	625,000	3,590,000	63.03%	798,879	406,029	1,204,908	4,794,908
2024	2,940,000	655,000	3,595,000		692,800	374,779	1,067,578	4,662,578
2025	2,955,000	685,000	3,640,000		588,412	342,029	930,441	4,570,441
2026	3,035,000	715,000	3,750,000		488,770	313,773	802,542	4,552,542
2027	2,340,000	745,000	3,085,000		387,167	283,385	670,552	3,755,552
2028	2,320,000	780,000	3,100,000	84.23%	312,874	251,723	564,596	3,664,596
2029	2,390,000	810,000	3,200,000		240,635	220,523	461,157	3,661,157
2030	2,473,468	845,000	3,318,468		163,119	186,098	349,217	3,667,685
2031	1,780,000	880,000	2,660,000		81,675	150,185	231,860	2,891,860
2032	735,000	915,000	1,650,000		25,225	114,985	140,210	1,790,210
2033	-	950,000	950,000	98.78%	-	78,385	78,385	1,028,385
2034	-	985,000	985,000	100.00%	-	40,385	40,385	1,025,385
	<u>\$ 67,113,468</u>	<u>\$ 13,845,000</u>	<u>\$ 80,958,468</u>		<u>\$ 17,323,823</u>	<u>\$ 6,943,697</u>	<u>\$ 24,267,520</u>	<u>\$ 105,225,988</u>

(1) Does not include capitalized leases or compensated absences, if any. Interfund loans are not included. For more information, see the Summary of Bonded Indebtedness and the Notes to the Financial Statements accessible as indicated in Appendix D.

(2) TIC - 3.51%.

(3) Interest shown is net of Build America Bonds subsidy for applicable bond issue(s).

(4) For more information on Outstanding Obligations to be refinanced, see the section entitled SECURITIES OFFERED - Refunding Plan.

CITY OF KINGSPORT, TENNESSEE
Five Year Summary of Revenues, Expenditures and
Changes In Fund Balances - General Fund

	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Revenues										
Taxes	\$ 28,147,000	\$ 29,261,000	\$ 30,010,000	\$ 32,560,000	\$ 33,415,000	\$ 34,196,929	\$ 34,956,317	\$ 35,687,142	\$ 36,735,841	\$ 37,664,973
Licenses and Permits	264,000	324,000	350,000	350,000	526,000	778,788	544,797	354,400	339,843	390,916
Intergovernmental	18,010,000	18,035,000	18,183,000	19,223,000	20,511,000	20,799,950	20,387,165	19,642,492	20,241,878	21,829,490
Charges for Services	839,000	879,000	877,000	1,100,000	1,312,000	1,270,450	1,412,505	2,201,664	2,345,903	2,082,809
Fines and Forfeitures	312,000	246,000	321,000	448,000	679,000	2,034,486	1,840,622	1,205,281	1,243,032	736,228
Investment Earnings	357,000	301,000	513,000	900,000	1,278,000	939,112	388,048	105,839	68,235	82,616
Contributions and Donations	12,000	10,000	20,000	13,000	15,000	7,350	2,074	2,154	32,407	4,043
Miscellaneous	84,000	83,000	131,000	70,000	209,000	346,667	225,927	303,931	794,771	490,360
Total Revenues	\$ 48,025,000	\$ 49,139,000	\$ 50,405,000	\$ 54,664,000	\$ 57,945,000	\$ 60,373,732	\$ 59,757,455	\$ 59,502,903	\$ 61,801,910	\$ 63,281,435
Expenditures										
General government	\$ 5,357,000	\$ 5,569,000	\$ 5,724,000	\$ 5,861,000	\$ 6,672,000	\$ 7,005,005	\$ 8,056,430	\$ 8,159,252	\$ 8,182,493	\$ 8,889,159
Public Safety:	12,590,000	13,027,000	13,807,000	14,487,000	15,414,000	16,860,706	17,763,626	17,935,335	18,350,902	18,851,933
Public Works	4,299,000	5,207,000	4,814,000	5,018,000	5,178,000	5,639,582	6,162,895	6,297,624	6,292,395	6,104,746
Economic and Physical Dev.	2,282,000	2,132,000	2,444,000	2,455,000	2,749,000	3,282,588	3,333,384	3,419,325	3,577,098	3,670,958
Culture and Recreation	3,253,000	2,994,000	3,629,000	3,937,000	3,889,000	4,462,490	4,693,900	4,680,818	4,884,922	4,809,798
Miscellaneous Gov. Services	309,000	348,000	516,000	722,000	878,000	1,019,288	860,350	1,164,299	1,179,584	1,108,609
Capital Outlay	125,000	436,000	376,000	195,000	199,000	898,876	50,170	41,930	710,173	162,194
Total Expenditures	\$ 28,215,000	\$ 29,713,000	\$ 31,310,000	\$ 32,675,000	\$ 34,979,000	\$ 39,168,535	\$ 40,920,755	\$ 41,698,583	\$ 43,177,567	\$ 43,597,397
Excess of Revenues										
Over (Under) Expenditures	\$ 19,810,000	\$ 19,426,000	\$ 19,095,000	\$ 21,989,000	\$ 22,966,000	\$ 21,205,197	\$ 18,836,700	\$ 17,804,320	\$ 18,624,343	\$ 19,684,038
Other Financing Sources										
(Uses)										
Transfers In	\$ 3,340,000	\$ 1,912,000	\$ 2,086,000	\$ 2,232,000	\$ 3,449,000	\$ 2,524,363	\$ 2,587,824	\$ 3,759,855	\$ 3,513,680	\$ 2,882,006
Transfers Out	(22,389,000)	(22,966,000)	(22,166,000)	(23,348,000)	(24,337,000)	(27,208,550)	(24,352,439)	(22,146,855)	(23,368,942)	(23,577,499)
Sale of Building	-	-	-	-	-	800,000	-	-	-	-
Debt Proceeds	-	-	-	-	-	-	-	-	-	-
Total	\$(19,049,000)	\$(21,054,000)	\$(20,080,000)	\$(21,116,000)	\$(20,888,000)	\$(23,884,187)	\$(21,764,615)	\$(18,387,000)	\$(19,855,262)	\$(20,695,493)
Excess of Revenues										
Over (Under) Expenditures	\$ 761,000	\$ (1,628,000)	\$ (985,000)	\$ 873,000	\$ 2,078,000	\$ (2,678,990)	\$ (2,927,915)	\$ (582,680)	\$ (1,230,919)	\$ (1,011,455)
& Other Uses										
Fund Balance July 1	17,537,000	18,298,000	16,670,000	15,685,000	18,652,000	20,918,736	18,239,746	15,311,831	14,729,151	13,584,394
Restatement	-	-	-	-	-	-	-	-	86,162	-
Prior Period Adjustment	-	-	-	2,095,000	189,000	-	-	-	-	-
Net Encumbrances	-	-	-	-	-	-	-	-	-	-
Fund Balance June 30	\$ 18,298,000	\$ 16,670,000	\$ 15,685,000	\$ 18,653,000	\$ 20,919,000	\$ 18,239,746	\$ 15,311,831	\$ 14,729,151	\$ 13,584,394	\$ 12,572,939

Source: Comprehensive Annual Financial Reports of the City of Kingsport, Tennessee.

Note: From Fiscal Year ending 2004 - 2008, the figures reported in the CAFR were rounded to the nearest thousand.

CITY OF KINGSPORT, TENNESSEE
Five Year Summary of Revenues, Expenses and
Changes in Net Assets - Water and Sewer Funds

	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Operating Revenues										
Charges and Fees	\$ 20,716,000	\$ 21,233,000	\$ 23,088,000	\$ 24,223,000	\$ 24,610,000	\$ 25,183,269	\$ 25,403,240	\$ 24,545,159	\$ 23,873,075	\$ 24,463,225
Penalties and Fines	418,000	456,000	470,000	462,000	530,000	599,559	637,750	556,118	547,732	550,757
Miscellaneous	3,000	629,000	1,055,000	703,000	1,662,000	31,684	22,491	29,740	239,140	24,566
Total Operating Revenues	<u>\$ 21,137,000</u>	<u>\$ 22,318,000</u>	<u>\$ 24,613,000</u>	<u>\$ 25,388,000</u>	<u>\$ 26,802,000</u>	<u>\$ 25,814,512</u>	<u>\$ 26,063,481</u>	<u>\$ 25,131,017</u>	<u>\$ 24,659,947</u>	<u>\$ 25,038,548</u>
Operating Expenses										
Operating Costs	\$ 8,770,000	\$ 9,321,000	\$ 9,143,000	\$ 9,601,000	\$ 9,341,000	\$ 10,578,186	\$ 11,109,643	\$ 10,772,806	\$ 11,054,147	\$ 11,818,993
Depreciation	3,872,000	3,938,000	4,201,000	4,288,000	4,465,000	4,637,732	5,261,711	5,312,280	5,877,230	5,981,448
Total Operating Expenses	<u>\$ 12,642,000</u>	<u>\$ 13,259,000</u>	<u>\$ 13,344,000</u>	<u>\$ 13,889,000</u>	<u>\$ 13,806,000</u>	<u>\$ 15,215,918</u>	<u>\$ 16,371,354</u>	<u>\$ 16,085,086</u>	<u>\$ 16,931,377</u>	<u>\$ 17,800,441</u>
Operating Income	<u>\$ 8,495,000</u>	<u>\$ 9,059,000</u>	<u>\$ 11,269,000</u>	<u>\$ 11,499,000</u>	<u>\$ 12,996,000</u>	<u>\$ 10,598,594</u>	<u>\$ 9,692,127</u>	<u>\$ 9,045,931</u>	<u>\$ 7,728,570</u>	<u>\$ 7,238,107</u>
Non-Operating Revenues (Expenses)										
Investment Earnings	\$ 277,000	\$ 228,000	\$ 339,000	\$ 846,000	\$ 1,245,000	\$ 970,530	\$ 486,747	\$ 223,541	\$ 121,499	\$ 152,258
Federal Interest Subsidy	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 165,297
Interest Expense	(1,609,000)	(1,775,000)	(1,732,000)	(1,734,000)	(1,608,000)	(1,606,431)	(1,308,336)	(1,007,724)	203,407	(730,976)
Gain on Disposal of Capital Assets	-	(25,000)	(8,000)	-	2,000	50	(11,266)	400	(843,459)	5,012
Amortization Expense	(70,000)	(78,000)	(86,000)	(77,000)	(75,000)	(63,400)	(56,477)	(58,378)	(22,029)	(64,045)
Arbitrage Expense	-	-	-	(51,000)	-	(27,121)	-	-	-	-
Payment in Lieu of Taxes	-	-	-	-	-	-	-	-	-	-
Other	(6,000)	4,000	5,000	22,000	(3,000)	-	-	-	-	-
Total Non-Operating Rev. (Exp.)	<u>\$ (1,408,000)</u>	<u>\$ (1,646,000)</u>	<u>\$ (1,482,000)</u>	<u>\$ (994,000)</u>	<u>\$ (439,000)</u>	<u>\$ (726,372)</u>	<u>\$ (889,332)</u>	<u>\$ (842,161)</u>	<u>\$ (540,582)</u>	<u>\$ (472,454)</u>
Operating Income Before Other	<u>\$ 7,087,000</u>	<u>\$ 7,413,000</u>	<u>\$ 9,787,000</u>	<u>\$ 10,505,000</u>	<u>\$ 12,557,000</u>	<u>\$ 9,872,222</u>	<u>\$ 8,802,795</u>	<u>\$ 8,203,770</u>	<u>\$ 7,187,988</u>	<u>\$ 6,765,653</u>
Other										
Capital Contributions	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,660,735	\$ 2,123,441	\$ 1,296,823	\$ 655,174	\$ 65,871
Transfers In	-	20,000	40,000	-	100,000	87,163	122,826	125,786	105,304	115,834
Transfers Out	(1,997,000)	(1,900,000)	(2,027,000)	(2,104,000)	(2,106,000)	(2,253,434)	(2,342,344)	(2,455,001)	(2,583,080)	(2,555,883)
Total Other	<u>\$ (1,997,000)</u>	<u>\$ (1,880,000)</u>	<u>\$ (1,987,000)</u>	<u>\$ (2,104,000)</u>	<u>\$ (2,006,000)</u>	<u>\$ 494,464</u>	<u>\$ (96,077)</u>	<u>\$ (1,032,392)</u>	<u>\$ (1,822,602)</u>	<u>\$ (2,374,178)</u>
Net Income (Loss)	<u>\$ 5,090,000</u>	<u>\$ 5,533,000</u>	<u>\$ 7,800,000</u>	<u>\$ 8,401,000</u>	<u>\$ 10,551,000</u>	<u>\$ 10,366,686</u>	<u>\$ 8,706,718</u>	<u>\$ 7,171,378</u>	<u>\$ 5,365,386</u>	<u>\$ 4,391,475</u>
Net Assets (Equity) - PY	88,946,000	94,075,000	99,608,000	107,408,000	115,809,000	126,360,600	136,727,286	145,434,004	152,605,382	157,909,620
Change in Contributed Capital	-	-	-	-	-	-	-	-	-	-
Net Assets (Equity)	<u>\$ 94,075,000</u>	<u>\$ 99,608,000</u>	<u>\$ 107,408,000</u>	<u>\$ 115,809,000</u>	<u>\$ 126,360,600</u>	<u>\$ 136,727,286</u>	<u>\$ 145,434,004</u>	<u>\$ 152,605,382</u>	<u>\$ 157,970,768</u>	<u>\$ 162,301,095</u>

Source: Comprehensive Annual Financial Reports of the City.
Note: From Fiscal Year ending 2005 - 2007, the figures reported in the CAFR were rounded to the nearest thousand.

Water Rates				
	Inside City Limits		Outside City Limits	
First 2,000 gallons	\$	3.50	First 2,000 gallons	\$ 11.33
Next 13,000 gallons		2.82	Next 13,000 gallons	6.86
Next 55,000 gallons		2.17	Next 35,000 gallons	6.20
Over 70,000 gallons		1.56	Next 70,000 gallons	5.76
			Next 70,000 gallons	4.71
			Over 190,000 gallons	4.43
Sewer Rates				
	Inside City Limits		Outside City Limits	
First 2,000 gallons (minimum charge)	\$	7.02	\$	10.54
Per Additional 1,000 gallons		3.51		5.27

Source: City Finance Department.
Note: The rate structure above is effective for fiscal year 2013

FINANCIAL INFORMATION

FUND BALANCES AND NET ASSETS

The following table depicts fund balances and net assets for the five fiscal years beginning in 2006 and ending June 30, 2012.

	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
General Fund	\$18,652,000	\$20,919,000	\$18,239,746	\$15,311,831	\$14,729,151	\$13,584,394	\$12,572,939
All Other Governmental Funds							
Debt Service	69,000	1,022,000	1,140,765	626,839	411,923	169,280	21,333
Special Revenue	5,050,000	7,556,000	6,915,485	7,460,947	6,631,548	8,418,598	8,232,822
Other	<u>8,504,000</u>	<u>39,129,000</u>	<u>45,034,403</u>	<u>38,232,047</u>	<u>47,266,673</u>	<u>32,145,006</u>	<u>33,714,480</u>
Total Other Governmental Funds	<u>\$13,623,000</u>	<u>\$47,707,000</u>	<u>\$53,090,653</u>	<u>\$46,319,833</u>	<u>\$54,310,144</u>	<u>\$40,732,884</u>	<u>\$41,968,635</u>
Total All Governmental Funds	<u>\$32,275,000</u>	<u>\$68,626,000</u>	<u>\$71,330,399</u>	<u>\$61,631,664</u>	<u>\$69,039,295</u>	<u>\$54,317,278</u>	<u>\$54,541,574</u>

Source: Annual Financial Reports of the City of Kingsport.

Note: FY 2011 Implementation of GASB Statement No. 54 Fund Balance Classification.

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GOVERNMENTAL ACTIVITIES TAX REVENUES BY SOURCE

The following table depicts major revenue sources for all governmental activities for the most recent 10 fiscal years:

<u>Fiscal Year</u>	<u>Property Tax</u>	<u>Sales Tax</u>	<u>Hall Income Tax</u>	<u>Business Tax</u>	<u>Alcoholic Beverage Tax</u>	<u>Hotel/Motel Tax</u>	<u>Total</u>
2012	\$48,236,082	\$29,469,816	\$609,312	\$1,746,264	\$1,778,471	\$1,499,600	\$83,339,545
2011	47,144,856	27,514,740	555,283	1,681,523	1,617,478	1,380,588	79,894,468
2010	45,938,645	26,304,997	577,363	1,589,591	1,549,521	1,300,766	77,260,883
2009	45,003,403	27,003,900	957,062	1,673,312	1,575,636	1,241,227	77,454,540
2008	43,181,138	27,531,437	1,324,987	1,951,834	1,459,593	1,381,161	76,830,150
2007	42,857,000	27,570,000	1,026,000	1,707,000	1,398,000	938,000	75,496,000
2006	41,609,000	26,154,000	750,000	1,551,000	1,368,000	791,000	72,223,000
2005	39,122,000	25,174,000	468,000	1,219,000	1,313,000	743,000	68,039,000
2004	38,532,000	24,394,000	379,000	1,419,000	1,296,000	735,000	66,752,000
2003	36,399,000	24,133,000	659,000	1,272,000	1,318,000	764,000	64,545,000

Source: Comprehensive Annual Financial Report of the City of Kingsport.

GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The government-wide financial statements (i.e., the statement of net assets and the statement of activities) report information on all of the non-fiduciary activities of the primary government and its component units. As a general rule the effect of inter-fund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are various charges between the City's water and sewer functions and various other functions of the government. Elimination of these charges would distort the direct costs and program revenues reported for the various functions concerned. *Governmental activities*, which normally are supported by taxes and intergovernmental revenues, are reported separately from *business-type activities*, which rely to a significant extent on fees and charges for support. Likewise, the *primary government* is reported separately from certain legally separate *component units* for which the primary government is financially accountable.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment is offset by program revenues. *Direct expenses* are those that are clearly identifiable with a specific function or segment. *Program revenues* include (1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and (2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as *general revenues*.

Separate financial statements are provided for governmental funds and proprietary funds. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

Source: Comprehensive Annual Financial Report of the City of Kingsport, TN for fiscal year 2012

MEASUREMENT FOCUS, BASIS OF ACCOUNTING AND FINANCIAL STATEMENT PRESENTATION

The government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*, as are the proprietary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period for local revenues, 120 days for state-shared revenues, and 365 days for grant revenues. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due.

In general, taxes, licenses, federal and state grants and interest associated with the current fiscal period are all considered to be susceptible to accrual and have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the government.

The City reports the following major governmental funds:

The *general fund* is the government's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for and reported in another fund. The primary financial resources reported in the general fund are, local property taxes, local option sales taxes, and state shared revenues.

The *general purpose school fund* is used to account for and report transactions of the City School System. The major sources of funding are state-shared revenues, local property taxes, and local option sales taxes.

The *capital projects fund* is used to account for and report financial resources that are restricted, committed, or assigned to expenditure for capital outlays, including the acquisition or construction of capital facilities and other capital

assets related to the general operation of the City (excluding types of capital-related outflows financed by proprietary funds or for assets that will be held in trust for individuals, private organizations, or other governments).

The *debt service fund* is used to account for and report financial resources that are restricted, committed, or assigned to expenditure for principal and interest on long-term general obligation debt other than that payable from enterprise funds.

The City reports the following non-major governmental funds:

The *school nutrition services fund* is a special revenue fund used to account for and report federal and state financial resources, as well as user fees for the specific activities associated with the operation of the City School System cafeterias.

The *special school projects fund* is a special revenue fund used to account for and report financial resources derived from federal and state grants related to school projects.

The *public law 93-380 fund* is a special revenue fund used to account for and report restricted federal financial resources, specific to academic programs associated with federal grant entitlements.

The *Palmer Center fund* is a special revenue fund used to account for and report a contribution from the heirs of the late Mary L. Robinson estate, for the support of educational and other services provided to physically challenged children, by the Palmer Center.

The *special revenue general projects fund* is a special revenue fund used to account for and report federal and state grants matched with local revenues to fund general government programs or non-capital improvement projects.

The *community development fund* is a special revenue fund used to account for and report activities funded by community block grant entitlements from the United States Department of Housing and Urban Development.

The *federal transit administration fund* is a special revenue fund used to account for and report activities funded by federal and state grants for support of local government transportation programs.

The *state street aid fund* is a special revenue fund used to account for and report activities funded by state gasoline taxes.

The *drug fund* is a special revenue fund used to account for and report financial resources primarily derived from fines and forfeitures and used to support the City's police department drug investigations and enforcement programs.

The *criminal forfeiture fund* is a special revenue fund used to account for and report activities related to seized property and money with the exception of those related to drug activities. In addition, this fund accounts for funds received from the United States Department of Justice under the Equitable Sharing of Federally Forfeited Property program.

The *regional sales tax revenue fund* is a special revenue fund used to account for and report the proceeds from a \$.0025 (1/4 ¢) local option sales tax previously approved by local referendum. These funds are used for the retirement of debt issued to fund construction of the MeadowView Conference Resort and Convention Center and to support the operations of the complex including the Cattails Golf Course and future Aquatics Center.

The *public library commission fund* is a special revenue fund used to account for and report contributions from patrons, civic organizations, private corporations, and other supporters of the Kingsport Public Library.

The *Bays Mountain Park fund* is a special revenue fund used to account for and report contributions from individuals, civic organizations and private corporations for the support and continued development of the Bays Mountain Park.

The *Steadman cemetery fund* is a special revenue fund used to account for and report a contribution from the heirs of Bonnie M. Steadman to provide for the maintenance of the Steadman family cemetery.

The *senior citizens advisory board fund* is a special revenue fund used to account for and report financial resources derived from various programs and events conducted by participating senior citizens and contributions from individuals, civic organizations and private corporations.

The *metropolitan planning office fund* is a special revenue fund used to account for and report grant funds received from the federal highway administration, federal transit administration, and State of Tennessee for support of local MPO programs.

The *justice assistance grant fund* is a special revenue fund used to account for and report direct federal grant funds received from the Edward Byrne Memorial Justice Assistance Grant Program. These funds are restricted for certain law enforcement programs.

The *visitor's enhancement fund* is a special revenue fund used to account for and report 25% of the hotel and motel taxes collected in Kingsport from hotel and motel room rentals. This revenue is used to fund special visitor enhancement projects.

The City reports the following major proprietary funds:

The *water fund* accounts for the activities of the City's production, storage and transportation of potable water.

The *sewer fund* accounts for the activities of the City's collection, transportation, treatment and disposal of wastewater.

The *solid waste management fund* accounts for the activities of the City's collection of residential garbage, refuse collection, recycling, and demolition landfill activities.

The *storm water management fund* accounts for the activities of the City's management of storm water run-off, efforts to improve the water quality of rivers and streams and to reduce incidences of flooding.

The *MeadowView Conference Resort and Convention Center fund* accounts for the activities of the City's outsourced operation (through Marriott) of the convention center.

The *Cattails at MeadowView Golf Course fund* accounts for the activities of the City's outsourced operation (through Marriott Golf) of the 18-hole championship golf course.

Additionally, the City reports the following fund types:

Internal service funds account for risk management, self-insured health insurance, retiree's health insurance and fleet maintenance services provided to other departments or agencies of the government on a cost reimbursement basis.

The *Allandale Trust fund* is a permanent fund used to account for and report restricted, non-expendable assets left to the City by the late Harvey Brooks, consisting of his home (Allandale Mansion) and other tangible and intangible assets.

Proprietary funds distinguish *operating* revenues and expenses from *non-operating* items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of all of the City's enterprise funds and of the City's internal service funds are charges to customers for sales and services. The water and sewer funds also recognize as operating revenue the portion of tap fees intended to recover the cost of connecting new customers to the systems. Operating expenses for enterprise funds and internal service funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is the government's policy to use restricted resources first, then unrestricted resources as they are needed.

Internal service funds of a government (which traditionally provide services primarily to other funds of the government) are presented, in summary form, as part of the proprietary fund financial statements. Since the principal users of the internal services are the City's governmental activities, financial statements of internal service funds are consolidated into the governmental column when presented at the government-wide level. The costs of these services are allocated to the appropriate functional activity (police, fire, public works, etc.).

Source: Comprehensive Annual Financial Report of the City of Kingsport, TN for fiscal year 2012

BUDGETARY PROCESS

Annual budgets are adopted on a basis consistent with GAAP for all governmental funds except the capital projects fund and certain special revenue funds associated with grant awards, which are adopted on a project-by-project basis and normally span a multi-year period.

The City Manager is required by charter to present to the Board of Mayor and Aldermen a preliminary budget for the upcoming fiscal year, by May 15th. The preliminary budget is compiled from revenue and expense projections as well as requests submitted by each department. The Board of Mayor and Aldermen must pass the preliminary budget on two readings before it is adopted and becomes the approved spending plan for the Municipality.

The City Manager has the authority to transfer the unused portion of any items or appropriation within the same department, between departments in any given fund, and across departments and/or funds for fleet, risk management and health insurance. The City Manager also has the authority to transfer funds from the vehicle repair and maintenance account of one department to the vehicle repair and maintenance account of another department. Any revisions that alter the total expenditures of any fund must be approved by the Board of Mayor and Aldermen. Expenditures may not exceed appropriations at the fund level. Supplemental appropriations may be authorized by the Board of Mayor and Aldermen through the adoption of appropriate ordinances during the year.

Formal budgetary accounting is employed as a management control for all funds of the Municipality. Annual operating budgets are adopted each fiscal year through passage of an annual budget ordinance and amended as required for the general fund, certain special revenue funds (criminal forfeiture, drug, state street aid, regional sales tax, Eastman annex tax, Steadman cemetery, public library commission, Bays Mountain, senior citizen advisory board, school nutrition services, and Palmer Center), debt service fund, proprietary funds and the permanent fund. Budgets for the remaining special revenue funds and capital projects funds are made on a project basis, spanning more than one fiscal year. Budgetary control is exercised at the departmental level or by project.

Encumbrances (e.g., purchase orders, contracts) outstanding at year end are reported as reservations of fund balances and do not constitute expenditures or liabilities because the commitments will be re-appropriated and honored during the subsequent year. Encumbrance reservations are presented in the general, general purpose school, debt service, capital projects, community development, special revenue general projects, criminal forfeiture, justice assistance

grant, federal transit administration, metropolitan planning office, special school projects, and public law 93-380 funds.

Source: Comprehensive Annual Financial Report of the City of Kingsport, TN for fiscal year 2012

INVESTMENT AND CASH MANAGEMENT PRACTICES

The City's cash and cash equivalents are considered to be cash on hand, demand deposits, and short-term investments with original maturities of three months or less from the date of acquisition.

State statutes impose various restrictions on deposits and investments, including repurchase agreements. These restrictions are summarized as follows:

DEPOSITS - All deposits with financial institutions must be collateralized in an amount equal to 105% of the market value of uninsured deposits.

INVESTMENTS - The City's investment policy is to ensure the preservation of capital in the overall investment portfolio. The City will emphasize the safety of capital first, maintain sufficient liquidity to meet obligations second, and gain the highest possible yield third.

The City's investments generally include long term certificates of deposit placed at local banks or money market deposits with the State of Tennessee Local Government Investment Pool (LGIP).

Specifically, the LGIP was established under Tennessee Code Annotated Title 9, Chapter 4, Part 7. This investment pool is established for the use of idle funds of local governments located within the State of Tennessee. These funds are placed by the participating entity into accounts that are held and invested by the State Treasurer. The LGIP invest in time deposits, such as certificates of deposit, commercial paper, United States of America agency securities, repurchase agreements, and United States of America treasuries. By law, the LGIP is required to maintain a 90-day or less weighted-average-maturity. The fair value of shares held in the LGIP is the same as the value of the LGIP shares. The TN LGIP has not been rated by a nationally recognized statistical rating organization.

Source: Comprehensive Annual Financial Report of the City of Kingsport, TN for fiscal year 2012

PROPERTY TAX

Introduction. The Municipality is authorized to levy a tax on all property within the Municipality without limitation as to rate or amount.

In accordance with the State constitutional and statutory provisions, all property (real and personal) is assessed by the County Property Tax Assessor. Most utility property is assessed directly by the State. All Municipality property taxes are due on November 1st of each year based upon appraisals as of January 1st of the same calendar year. All property taxes levied in the Municipality are delinquent on December 1st of the same calendar year. Delinquent taxes begin accumulating penalties after November 1st at a rate of two percent for November and December and

at a rate of one percent for each month thereafter that taxes remain unpaid. In order to collect delinquent taxes, suit must be filed in Chancery Court within a ten-year period of the delinquency date. After the Chancery Court suit is filed by the Municipality, additional costs are incurred and attached to delinquent property.

Reappraisal Program. Title 67, Chapter 5, Part 16, *Tennessee Code Annotated*, as supplemented and amended mandates that all property in the State be reappraised on a continuous cycle composed of an on-sight review of each parcel. Periodic valuations and indices are established for the jurisdiction by the State Board of Equalization in order to maintain real property values at full value as defined in Title 67, Chapter 5, Part 6, *Tennessee Code Annotated*. The State Board of Equalization is also required to consider a plan submitted by a local assessor that may be used in lieu of indexing which would have the effect of maintaining real property values at full value.

Title 67, Chapter 5, Part 17, *Tennessee Code Annotated*, provides that at such time as such reappraisal and reassessment processes are completed in a particular county, the respective governing bodies of the county and the municipalities located therein shall determine and certify a tax rate which will provide the same *ad valorem* tax revenue for the respective jurisdiction as was levied prior to reappraisal and reassessment. In computing the new tax rate, the estimated assessed value of all new construction and improvements placed on the tax rolls since the previous year, and the assessed value of all deletions from the previous tax roll are excluded. The new tax rate therefore, is derived from a comparison of tax revenues, tax rates and assessed values of property on the tax roll in both the year before and the year after the reappraisal. The effect of the reappraisal and reassessment statutes is to adjust the property tax rate downward to prevent a taxing unit from collecting additional property tax revenues as a result of reappraisal. Once a municipality or county complies with State law and certifies a tax rate which provides the same property tax revenue as was collected for reappraisal, its governing body may vote to approve a tax rate change which would produce more or less tax revenue.

Assessed Valuations. As of May 9, 2012 according to the Tennessee State Board of Equalization, property in Sullivan County reflected a ratio of appraised value to true market value of 0.9412 resulting from a County-wide reappraisal certified in 2009 (fiscal year 2010). Sullivan County is on a four year appraisal cycle. The next county-wide reappraisal will be dated January 1, 2013 (fiscal year 2014).

Approximately four percent of the Municipality is located in Hawkins County. Property in Hawkins County reflected a ratio of appraised value to true market value of 1.000 according to the State resulting from a county-wide reappraisal certified in 2011 (fiscal year 2012). Hawkins County is on a five year appraisal cycle. The next county-wide appraisal in Hawkins County will occur in 2016. Public utility assessments have been equalized and certified by the State after adjustment resulting from reappraisals or from sales studies.

Assessed Values and Estimated Actual Values for the Municipality. The following table depicts total historical data tax years 2003(fiscal year 2004) through 2012 (fiscal year 2013):

Real Property

FY	Tax Year	Commercial/ Industrial	Residential/ Farm	Tangible Personal Property	Public Utility Property	Total Assessed Value⁽²⁾	Estimated Actual Value	Direct Tax Rate
2013	2012	\$637,745,231	\$638,723,737	\$352,511,056	\$47,486,322	\$1,678,554,710	\$5,763,618,186	\$1.94
2012	2011	636,935,120	594,457,500	359,875,528	51,988,058	1,643,256,206	5,604,513,479	1.94
2011	2010	625,090,560	575,564,300	386,518,022	54,411,500	1,641,584,382	5,305,111,318	1.94
2010	2009	608,769,000	542,286,325	407,493,801	48,431,779	1,606,980,905	5,136,863,657	1.94
2009	2008 ⁽¹⁾	479,385,760	456,688,100	345,092,059	40,551,109	1,321,717,028	5,026,787,103	2.30
2008	2007	459,666,840	444,210,025	401,179,200	47,070,183	1,352,126,208	5,129,398,172	2.30
2007	2006	447,971,040	432,502,400	370,955,810	44,945,105	1,297,375,372	4,191,243,619	2.26
2006	2005	448,656,200	416,869,700	354,208,836	49,276,874	1,169,011,610	4,100,277,574	2.26
2005	2004	388,316,240	391,880,100	327,251,076	46,710,193	1,154,157,609	3,943,851,119	2.29
2004	2003	377,317,520	386,690,400	349,893,057	43,163,340	1,157,064,317	3,963,988,784	2.29
	Rate	40%	25%	30%	55%			

⁽¹⁾ In tax year 2008, Quebecor Printing which closed in October 2006 reduced assessments as did the new Eastman PILOT.

⁽²⁾ A material portion of the City's property tax revenue is derived from one taxpayer, the loss of which would have a material effect on the Municipality. During the tax years ended December 31, 2011 and 2010, the taxes assessed on the above mentioned taxpayer accounted for approximately 25% of total property taxes assessed for each year.

Source: Tax Aggregate Reports of Tennessee published by the State Board of Equalization.

Property Tax Levies and Collections. The following table depicts property tax levies and collections for fiscal years ending June 30th 2004 through 2013:

FY	Tax Year	Assessed Valuation	Adjusted Taxes Levied	Fiscal Year Collections⁽¹⁾	
				Amount	Pct. Adj. Levy
2013	2012	\$1,678,554,710	\$33,610,542	\$32,509,564	96.72%
2012	2011	1,643,256,206	32,696,105	31,684,065	96.45%
2011	2010	1,641,584,382	32,297,608	31,071,305	96.20%
2010	2009	1,606,980,905	31,198,267	30,151,757	96.65%
2009	2008	1,321,717,028	30,535,512	29,616,908	96.99%
2008	2007	1,352,126,208	29,757,507	28,616,818	96.17%
2007	2006	1,297,375,372	29,566,014	28,769,796	97.31%
2006	2005	1,169,011,610	28,734,891	27,985,510	97.39%
2005	2004	1,155,042,394	26,599,513	25,793,768	96.97%
2004	2003	1,157,064,317	26,331,516	25,315,529	96.14%

⁽¹⁾ A material portion of the City's property tax revenue is derived from one taxpayer, the loss of which would have a material effect on the Municipality. During the tax years ended December 31, 2011 and 2010, the taxes assessed on the above mentioned taxpayer accounted for approximately 25% of total property taxes assessed for each year.

Source: Tax Aggregate Reports of the Tennessee published by the State Board of Equalization and the City of Kingsport. See the paragraph at the top of the preceding page for additional information.

Ten Largest Taxpayers. For the fiscal year ending June 30, 2013 (tax year 2012), the ten largest taxpayers in Kingsport are as follows:

Taxpayer	2013			2004		
	Taxable Assessed Value	Rank	Percentage of Total Taxable Assessed Value	Taxable Assessed Value	Rank	Percentage of Total Taxable Assessed Value
Eastman Chemical Company	\$ 368,556,062	1	22.0%	\$ 330,747,000	1	28.8%
Domtar, Inc (Weyerhaeuser Co / Willamette Industries)	34,209,411	2	2.0%	20,590,000	2	1.8%
Kingsport Power Company	19,588,933	3	1.2%	14,660,000	4	1.3%
Holston Family Practice	17,574,295	4	1.0%			
Wellmont Health System / Holston Valley Health Care	15,667,099	5	0.9%	11,850,000	6	1.0%
Cross Creek / Allandale Falls / Brandy Mill Apartments	15,612,012	6	0.9%			
Kingsport Town Center (Fort Henry Mall - Baltry, LLC)	15,577,020	7	0.9%	11,449,000	7	1.0%
Inland Western Kpt East Stone LLC - Clara F Jackson	15,285,960	8	0.9%			
Mountain States Health	15,110,872	9	0.9%	8,183,000	9	0.7%
Eastman Credit Union	12,141,208	10	0.7%			
Quebecor				15,715,000	3	1.4%
Sprint / United Inter-Mountain Telephone Southeast				14,376,000	5	1.3%
Wal Mart Properties / Real Estate				9,618,000	8	0.8%
AFG/ AGC Industries				7,938,000	10	0.7%
Totals	\$ 529,322,872		31.4%	\$ 445,126,000		38.8%

Total Taxable Assessed Value:

FYE 2013 (Tax Year 2012) \$ 1,676,379,066

FYE 2004 (Tax Year 2003) 1,149,697,165

Source: City of Kingsport Finance Department

LOCAL OPTION SALES TAX

Pursuant to applicable provisions of Title 67, Chapter 6, Part 7 of *Tennessee Code Annotated* as amended (the "Sales Tax Act"), Sullivan County and Hawkins County levy a county-wide local option sales and use tax. Under the Sales Tax Act, counties and incorporated cities may levy sales and use tax on the same privileges on which the State levies its sales and use tax. The rate of any sales and use tax levied by a county or city is limited under State law to two and three-fourths percent (2.75%).

Pursuant to the Sales Tax Act, the levy of a sales and use tax by a county precludes any city from within the county from levying a sales and use tax, but a city may levy a sales tax in addition to the county's sales tax at a rate not exceeding the difference between the county sales tax rate and the maximum local option sales tax rate of two and three-fourths percent (2.75%). If a city is

located in more than one county, each portion of the city that is located in a separate county is treated as a separate city for purposes of determining the maximum sales tax rate.

Currently, Sullivan County levies a two and one-quarter percent (2.25%) sales tax, but the Municipality has elected to add an additional one-quarter percent (0.25%) to all sales within that portion of the corporate limits of the Municipality located in Sullivan County bringing the total to two and one-half percent (2.50%) in the Sullivan County portion of the Municipality. These funds go directly to the Regional Fund which is used to support capital improvements associated with the Municipality’s MeadowView Convention Center and Resort. The local option sales tax levied by Hawkins County equals the maximum rate allowed by the Sales Tax Act of two and three-fourths percent (2.75%).

The revenues from the county-wide sales and use taxes in Sullivan and Hawkins Counties are distributed pursuant to the provisions of the Sales Tax Act and other provisions of the *Tennessee Code Annotated*. Fifty percent (50.0%) of the revenues raised through the county-wide sales taxes are directed to educational purposes and are distributed to all organized public school systems in the county (including the Kingsport City School System) in which the taxes are collected based upon the average daily attendance of each school system. The balance of the sales tax collections are divided between the general fund of the county in which the taxes are collected and all incorporated cities in such county based upon the situs of collection unless a separate agreement has been ratified concerning the distribution of these funds. As noted, the Regional Fund receives all the proceeds from the special one-quarter percent (0.25%) increment.

The distribution of the sales tax for the most recent fiscal years was as follows:

Fiscal Year	City-Wide			
	Total Sales Tax ⁽¹⁾	FY Percentage Change	General Fund	Regional Fund ⁽²⁾
2013	\$18,816,178	1.42%	\$15,439,975	\$3,376,203
2012	18,789,437	5.68%	15,432,814	3,356,623
2011	17,778,766	4.17%	14,594,959	3,183,807
2010	17,067,113	(3.22%)	14,009,678	3,057,435
2009	17,634,903	(1.23%)	14,478,441	3,156,462
2008	17,854,873	0.18%	14,640,220	3,214,653
2007	17,834,000	4.27%	14,619,000	3,215,000
2006	17,103,000	2.60%	14,019,000	3,084,000
2005	16,669,868	1.91%	13,685,614	2,984,254
2004	16,357,600	2.43%	13,433,000	2,924,600

⁽¹⁾ For 2013, the figures shown are preliminary and subject to final audit.

⁽²⁾ One quarter (0.25%) percent is levied by the Municipality only in that portion of the Municipality located in Sullivan County (the “Regional Fund”) and has been and will be used to offset the costs related to the Municipality’s MeadowView Conference Center and Resort and related facilities and the Aquatics Center and Water park which will serve the Municipality and the region. All totals are depicted on an accrued basis as of the end of the appropriate fiscal year.

Source: Comprehensive Annual Financial Report and the Municipality.

As allowed by the Sales Tax Act, the Municipality formally has pledged revenues to be derived from the one-quarter percent (0.25%) local option sales tax levied by the Municipality within the corporate limits of the Municipality within Sullivan County to the payment of both principal and interest on its \$15,180,000 Local Option Sales Tax Revenue and Tax Bonds, Series 2009C Bonds, dated February 3, 2009 (the “Series 2009C Bonds”). The Series 2009C Bonds mature on March 1, 2011 through March 1, 2022, inclusive, on March 1, 2024, on March 1, 2025 through March 1, 2027, inclusive, and on March 1, 2029. In the event of a deficiency of such revenues, the Municipality has pledged such payments from ad valorem taxes to be levied on all taxable property within the corporate limits of the Municipality without limitation as to time, rate, or amount. For the prompt payment of the Series 2009 C Bonds, both principal and interest, as the same shall become due, the full faith, and credit of the Municipality has been irrevocably pledged.

The Municipality’s \$26,415,000 General Obligation Public Improvement Bonds, Series 2009D (Federally Taxable Build America Bonds), dated December 8, 2009 and maturing on March 1, 2013 through March 1, 2027, on March 1, 2029 and on March 1, 2020 (the “Series 2009D Bonds”) are also payable from funds of the Municipality legally available therefor and to the extent necessary from ad valorem taxes to be levied on all taxable property within the corporate limits of the Municipality without limitation as to time, rate, or amount. For the prompt payment of the Series 2009D Bonds, both principal and interest, as the same shall become due, the full faith, and credit of the Municipality has been irrevocably pledged. The Municipality’s \$14,225,000 General Obligation Bonds, Series 2009E, dated December 8, 2009 and maturing on March 1, 2013 through March 1, 2023, inclusive and on March 1, 2025, on March 1, 2027 and on March 1, 2028 through March 1, 2030, inclusive (the “Series 2009E Bonds”) are also payable from revenues derived from the one-quarter percent (0.25%) local option sales tax levied by the Municipality within the corporate limits of the Municipality within Sullivan County, Tennessee.

Approximately, 5.9 percent of the proceeds of the Series 2009D Bonds were used to fund the acquisition, development and construction of additional improvements to Municipality’s MeadowView Convention Center and area roads. One hundred percent of the proceeds of the Series 2009E Bonds were used to fund the acquisition, development and construction of the Municipality’s new aquatics center and Water Park and related facilities. Debt service related to these projects is paid from revenues derived from the one-quarter percent (0.25%) local option sales tax levied by the Municipality within the corporate limits of the Municipality within Sullivan County, Tennessee.

The Municipality’s General Obligation Bonds, Series 2012A dated June 22, 2012 (the “Series 2012A Bonds”) and its \$1,310,000 General Obligation Bonds, Series 2013A dated October 21, 2013 are also payable from revenues derived from the one-quarter percent (0.25%) local option sales tax levied by the Municipality within the corporate limits of the Municipality within Sullivan County, Tennessee.

TOP TEN WATER CUSTOMERS

The Municipality's Water Treatment facility has a capacity of 28 MGD (WTP capacity). Water is distributed through nearly 826 miles of waterlines. There are currently 34,491 total customers (12,490 outside the City).

The Top Ten Customers of the Water System as of June 30, 2013 are depicted on the following chart:

<u>Customer Name</u>	<u>Consumption (Gallons)</u>	<u>Revenue</u>	<u>Revenue as % of FY13 Water Sales</u>
Eastman Chemical Company	796,178,500	\$ 1,532,341	13.03%
Domtar Paper Company, LLC	70,153,100	125,802	1.07%
BAE Systems	61,925,200	97,895	0.83%
Warriors Path State Park	16,640,800	77,990	0.66%
Wellmont Health System	42,653,000	68,373	0.58%
Kingsport Housing Authority	32,290,800	61,481	0.52%
AGC	31,695,400	60,677	0.52%
Indian Path Hospital	20,423,000	32,578	0.28%
Tuscany Villas	12,065,400	20,113	0.17%
Allandale Falls Apt, LLC	11,966,800	19,314	0.16%
	<u>1,095,992,000</u>	<u>\$ 2,096,564</u>	<u>17.83%</u>

Source: City of Kingsport Finance Department

TOP TEN WASTEWATER CUSTOMERS

The Municipality's Wastewater Treatment facility has a current capacity of 12.4 MGD. Wastewater is collected through nearly 540 miles of sewer lines. There are currently about 20,994 total connections (955 outside the City). The Top Ten Customers of the Wastewater System as of June 30, 2013 are depicted on chart on the following page:

[Balance of Page Left Intentionally Blank]

<u>Customer Name</u>	<u>Consumption (Gallons)</u>	<u>Revenue</u>	<u>Revenue as % of FY13 Sewer User Fees</u>
Eastman Chemical Company	189,143,200	\$ 1,331,871	11.00%
Wellmont Health System	35,545,600	249,630	2.06%
Kingsport Housing Authority	32,209,900	227,597	1.88%
Domtar Paper Company, LLC	16,746,300	117,647	0.97%
Warriors Path State Park	15,625,300	164,691	1.36%
Indian Path Hospital	12,760,000	89,659	0.74%
Tuscany Villas	12,065,400	84,699	0.70%
Allandale Falls Apt, LLC	11,966,800	84,007	0.69%
Model City II, L.P.	11,921,100	83,686	0.69%
Rental Uniform	10,817,800	75,941	0.63%
	<u>348,801,400</u>	<u>\$ 2,509,428</u>	<u>20.72%</u>

Source: City of Kingsport Finance Department

PENSION PLANS

City of Kingsport General Government Plan

Plan Description

Employees of the City are members of the Political Subdivision Pension Plan (PSPP), an agent multiple employer defined benefit pension plan administered by the Tennessee Consolidated Retirement System (TCRS). TCRS provides retirement benefits as well as death and disability benefits. Benefits are determined by a formula using the member's high five-year average salary and years of service.

Members become eligible to retire at the age of 60 with five years of service or at any age with 30 years of service. A reduced retirement benefit is available to vested members at the age of 55. Disability benefits are available to active members with five years of service who become disabled and cannot engage in gainful employment. There is no service requirement for disability that is the result of an accident or injury occurring while the member was in the performance of duty. Members joining the system after July 1, 1979 become vested after five years of service and members joining prior to July 1, 1979 were vested after four years of service. Benefit provisions are established in state statute found in Title 8, Chapters 34-37 of the Tennessee Code Annotated (TCA). State statutes are amended by the Tennessee General Assembly. Political subdivisions such as the City participate in the TCRS as individual entities and are liable for all costs associated with the operation and administration of the plan.

Benefit improvements are not applicable to a political subdivision unless approved by the chief governing body.

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

<http://www.treasury.tn.gov/TCRS-AnnualReport-2011.pdf>

Source: Comprehensive Annual Financial Report for Fiscal Year 2012

Funding Policy

The City previously adopted a non-contributory provision for the defined benefit plan, assuming employee contributions up to 5.0 percent of annual covered payroll. The City elected to discontinue the non-contributory provision for new hires between October 1, 2010 and June 30, 2012. Employees hired during this time frame are required to contribute 5.0 percent of compensation into the defined benefit plan. Employees hired prior to October 1, 2010 continue as non-contributory plan members. Employees hired after June 30, 2012 will participate in a defined contribution, matching 401(a) / 457(b) retirement plan.

The City is required to contribute to the defined benefit plan at an actuarially determined rate; the rate for the fiscal year ending June 30, 2012 was 16.09% of annual covered payroll. The contribution requirement of plan members is set by state statute. The contribution requirement for the City is established and may be amended by the TCRS Board of Trustees.

Annual Pension Cost

For the fiscal year ending June 30, 2012, the City's annual pension cost of \$6,099,950 to TCRS was equal to the City's required and actual contributions. The required contribution was determined as part of the July 1, 2009 actuarial valuation using the frozen entry age actuarial cost method. Significant actuarial assumptions used in the valuation include (a) rate of return on investment of present and future assets of 7.50% a year compounded annually, (b) projected 3.00% annual rate of inflation, (c) projected salary increases of 4.75% (graded) annual rate (no explicit assumption is made regarding the portion attributable to the effects of inflation on salaries), (d) projected 3.50% annual increase in the Social Security wage base, and (e) projected post retirement increases of 2.5% annually. The actuarial value of assets was determined using techniques that smooth the effect of short-term volatility in the market value of total investments over a ten-year period. The City's unfunded actuarial accrued liability is being amortized as a level dollar amount on a closed basis. The remaining amortization period at July 1, 2009 was 20 years. An actuarial valuation was performed as of July 1, 2011, which established contribution rates effective July 1, 2012.

<u>Trend Information</u>			
Fiscal Year	Annual Pension Cost	Percentage of APC Contributed	Net Pension Obligation
<u>Ending</u>	<u>(APC)</u>	<u>Contributed</u>	<u>Obligation</u>
June 30, 2012	\$ 6,099,950	100.00%	\$0
June 30, 2011	\$ 5,839,797	100.00%	\$0
June 30, 2010	\$ 5,881,042	100.00%	\$0

Funded Status and Funding Progress

As of July 1, 2011, the most recent actuarial valuation date, the plan was 84.33% funded. The actuarial accrued liability for benefits was \$168.06 million, and the actuarial value of assets was \$141.72 million, resulting in an unfunded actuarial accrued liability (UAAL) of \$26.34 million. The covered payroll (annual payroll of active employees covered by the plan) was \$35.36 million, and the ratio of UAAL to covered payroll was 74.49%.

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

The Governmental Accounting Standards Board (GASB) requires the plan to prepare the Schedule of Funding Progress using the Entry Age actuarial cost method. The requirement to present the Schedule of Funding Progress using the Entry Age actuarial cost method went into effect during the year of the 2007 actuarial valuation, therefore only the three most recent valuations are presented.

Schedule of Funding Progress

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b) - (a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
July 1, 2011	\$ 141,716,000	\$ 168,059,000	\$ 26,343,000	84.33%	\$ 35,364,000	74.49%
July 1, 2009	\$ 121,255,000	\$ 153,266,000	\$ 32,011,000	79.11%	\$ 34,897,000	91.73%
July 1, 2007	\$ 117,466,000	\$ 140,590,000	\$ 23,124,000	83.55%	\$ 31,672,000	73.01%

Source: Comprehensive Annual Financial Report for 2012

Withdrawal from TCRS Effective June 30, 2012 Affecting New Employees

The City has explored other retirement plan benefit options for its employees due to the City's rising contribution rates over the last decade to the TCRS defined benefit plan. Under the TCRS plan, the City's contribution rate has nearly doubled over the past decade to slightly more than 16% of payroll.

Beginning July 1, 2012, all newly hired employees of the City will be required to participate in the City's new 401(a) defined contribution plan, with a 457(b) supplemental plan to accommodate employee contributions. The new plan only affects full-time City employees and non-teachers hired after June 30, 2012. New hires will be eligible for the new plan on the first day of their employment and will be fully vested after 6 years. New employees will have a mandatory contribution requirement of 5% of their salary to the plan, which the City will equally

match. Additionally, employee voluntary contributions to the 457(b) component will be matched by the City up to 3%. No loans will be allowed from the corpus of the plan although employees facing severe financial conditions attributable to illness or accident can withdraw funds subject to any prevailing tax consequences.

Source: Comprehensive Annual Financial Report for 2012

Kingsport City Schools Plan

Plan Description

The Kingsport City Schools contribute to the State Employees, Teachers, and Higher Education Employee Pension Plan (SETHEPP), a cost-sharing, multiple employers, defined benefit pension plan administered by the TCRS. TCRS provides retirement benefits as well as death and disability benefits to plan members and their beneficiaries. Benefits are determined by a formula using the member's high five-year average salary and years of service. Members become eligible to retire at the age of 60 with five years of service or at any age with 30 years of service. A reduced retirement benefit is available to vested members who are at least 55 years of age or have 25 years of service. Disability benefits are available to active members with five years of service who become disabled and cannot engage in gainful employment. There is no service requirement for disability that is the result of an accident or injury occurring while the member was in the performance of duty. Members joining the plan on or after July 1, 1979 are vested after five years of service. Members joining prior to July 1, 1979 are vested after four years of service. Benefit provisions are established in state statute found in Title 8, Chapters 34-37 of the Tennessee Code Annotated (TCA). State statutes are amended by the Tennessee General Assembly. Cost of living adjustments (COLA) are provided to retirees each July based on the percentage change in the Consumer Price Index (CPI) during the previous calendar year. No COLA is granted if the CPI increases less than one-half percent. The annual COLA is capped at three percent.

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

Funding Policy

Most teachers are required by state statute to contribute 5.00% of salary to the plan. The employer contribution rate for Kingsport City Schools is established at an actuarially determined rate. The employer rate for the fiscal year ending June 30, 2012 was 9.05% of annual covered payroll. The employer contribution requirement for Kingsport City Schools is established and may be amended by the TCRS Board of Trustees. The employer's contributions to TCRS for the years ending June 30, 2012, 2011, and 2010 were \$2,795,181, \$2,681,961, and \$1,895,871 respectively, equal to the required contributions for each year.

For additional information, please refer to the appropriate Note to Financial Statements located in the Comprehensive Annual Financial Report of the Municipality for Fiscal Year 2012 which may be accessed as described in APPENDIX D.

OTHER POST EMPLOYMENT BENEFITS

From an accrual accounting perspective, the cost of postemployment healthcare benefits, like the cost of pension benefits, generally should be associated with the periods in which the cost occurs, rather than in the future year when it will be paid. In adopting the requirements of GASB Statement No. 45 during the year ended June 30, 2008, the City recognizes the cost of postemployment healthcare in the year when the employee services are received, reports the accumulated liability from prior years, and provides information useful in assessing potential demands on the City's future cash flows. Recognition of the liability accumulated for prior years will be phased in over 30 years, commencing with the 2008 liability.

Kingsport Plan Description

The City of Kingsport provides continuation of medical insurance coverage to eligible employees that retire under the Tennessee Consolidated Retirement System at the same time they end their services to the City. Employees hired prior to June 1, 2007 are eligible to continue coverage if they had been enrolled in the City's offered health insurance plan as an active full time employee at the date of retirement. Employees hired after June 1, 2007, must have a minimum of 25 years of service with the City, be at least 55 years old, and must have been enrolled in the health insurance provided by the City for three full consecutive years immediately prior to retirement or have 30 years of service with the City and have been enrolled in the health insurance provided by the City for one full year immediately prior to retirement. Employees who retired before June 30, 2010 and continued on the City's health insurance as listed above are eligible for the City funded Medicare supplement plan when they reach 65 years of age. Employees retiring after June 30, 2010 are no longer eligible for the City funded Medicare supplement plan.

The number of participants as of July 1, 2011, the effective date of the OPEB valuation, follows. There have been no significant changes in the number covered or the type of coverage since that date.

Active employees - medical & death benefits	548
Active employees - death benefit only	1,061
Retired employees - medical & death benefits	167
Retired employees spouse - medical benefit only	45
Retired employees - death benefit only	<u>613</u>
Total	<u>2,434</u>

Funding Policy

The premium requirements of plan members are established and may be amended by the BMA. The plan is self-insured and financed on a pay-as-you-go basis with the risk shared equally among the participants. Claim liabilities of the plan are periodically computed using actuarial and statistical techniques to establish premium rates.

Annual OPEB Cost and Net OPEB Obligation

City of Kingsport Retire Plan

Annual Required Contribution (ARC)	\$2,480,870
Interest on Net Pension Obligation (NPO)	410,174
Adjustment to the Annual Required Contribution (ARC)	<u>(328,730)</u>
Annual OPEB Cost	\$2,562,314
Amount of Contribution	<u>(828,855)</u>
Increase/Decrease in Net Pension Obligation (NPO)	\$1,733,459
Net OPEB Obligation - Beginning of Year	<u>8,203,478</u>
Net OPEB Obligation - Ending of Year	\$9,936,937

<u>Year End*</u>	<u>Plan</u>	<u>Annual OPEB Cost</u>	<u>Percentage Annual OPEB Cost Contributed</u>	<u>Net OPEB Obligation at Year End</u>
06/30/12	City Retiree	\$ 2,562,314	32%	\$ 9,936,937
06/30/11	City Retiree	\$ 2,422,409	20%	\$ 8,203,478
06/30/10	City Retiree	\$ 2,581,342	47%	\$ 6,272,246
06/30/09	City Retiree	\$ 3,292,208	27%	\$ 4,906,010
06/30/08	City Retiree	\$ 3,166,263	20%	\$ 2,518,897

*Data not available for the 2007

Funded Status and Funding Progress

The funded status of the plan as of July 1, 2012, the date of the latest actuarial interim year valuation, was as follows:

City of Kingsport Retiree Plan

Actuarial valuation date	07/01/12
Actuarial accrued liability (AAL) Actuarial value of plan assets	\$31,010,598
Unfunded actuarial accrued liability (UAAL)	0%
Actuarial Value of Assets as a % of the AAL	0%
Covered payroll (active plan members)	\$27,872,345
UAAL as a percentage of covered payroll	111%

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future, and actuarially determined amounts are

subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The schedule of funding progress, presented as Required Supplementary Information (RSI) following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Calculations are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and on the pattern of sharing of costs between the employer and plan members to that point. Actuarial calculations reflect a long-term perspective. Consistent with that perspective, actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

In the July 1, 2012 actuarial interim year valuation, the Projected Unit Credit actuarial cost method was used with linear proration to decrement. The actuarial assumptions included a 5 percent investment rate of return and an annual healthcare cost trend rate of 10 percent initially, reduced by decrements to an ultimate rate of 5 percent after ten years. Total payroll growth is estimated at 4 percent per year. The unfunded actuarial accrued liability is being amortized as a level percentage of payrolls over a 30 year period beginning with July 1, 2010.

Post-employment Healthcare Plan – Kingsport City Schools

Plan Description

The Kingsport City Schools participate in the state-administered Teacher Group Insurance Plan and Medicare Supplement Plan for healthcare benefits. For accounting purposes, the plans are agent multiple-employer defined benefit OPEB plans. Benefits are established and amended by an insurance committee created by Tennessee Code Annotated (TCA) 8-27-302 (teachers) and TCA 8-27-701 (Medicare Supplement). Prior to reaching the age of 65, all members have the option of choosing between the standard or partnership preferred provider organization (PPO) plan for healthcare benefits. Subsequent to age 65, members who are also in the state's retirement system may participate in a state-administered Medicare supplement plan that does not include pharmacy. The plans are reported in the State of Tennessee Comprehensive Annual Financial Report (CAFR). The CAFR is available on the state's website at <http://tennessee.gov/finance/act/cafr.html>.

Funding Policy

The premium requirements of plan members are established and may be amended by the insurance committee. The plans are self-insured and financed on a pay-as-you-go basis with the risk shared equally among the participants. Claims liabilities of the plan are periodically computed using actuarial and statistical techniques to establish premium rates. The employers in each plan develop their own contribution policy in terms of subsidizing active employees or retired employees' premiums since the committee is not prescriptive on that issue. The state does not provide a subsidy for local government participants, however, the state does provide a partial subsidy to Local Education Agency pre-65 teachers and a full subsidy based on years of service

for post-65 teachers in the Medicare Supplement Plan. The required contribution rate for retired teachers is based on their years of service. For the year ended June 30, 2012, retired teachers contributed \$462,752. During the year ended June 30, 2012, Kingsport City Schools contributed \$392,535 for the teacher group plan and \$243,697 for the Medicare supplement plan. For the year ended June 30, 2012, the State of Tennessee contributed \$350,211 on behalf of retirees for the teacher group plan and \$1,805 for the Medicare supplement plan.

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Annual OPEB Cost and Net OPEB Obligation

	Teacher Group Plan	Medicare Supplement Plan
Annual Required Contribution (ARC)	\$1,913,000	\$2,085,000
Interest on Net Pension Obligation (NPO)	326,377	365,594
Adjustment to the Annual Required Contribution (ARC)	<u>(217,584)</u>	<u>(243,729)</u>
Annual OPEB Cost	2,021,793	2,206,865
Amount of Contribution	<u>(392,535)</u>	<u>(243,697)</u>
Increase/Decrease in Net Pension Obligation (NPO)	1,629,258	1,963,168
Net OPEB Obligation - Beginning of Year	<u>6,527,534</u>	<u>7,311,881</u>
Net OPEB Obligation - Ending of Year	<u>\$8,156,792</u>	<u>\$9,275,009</u>

<u>Year End*</u>	<u>Plan</u>	<u>Annual OPEB Cost</u>	<u>Percentage of Annual OPEB Cost Contributed</u>	<u>Net OPEB Obligation FY End</u>
06/30/12	Teacher Group	\$2,021,793	19%	\$8,156,792
06/30/11	Teacher Group	\$1,992,215	20%	\$6,527,534
06/30/10	Teacher Group	\$2,055,663	17%	\$4,932,899
06/30/09	Teacher Group	\$1,992,895	17%	\$3,233,246
06/30/08	Teacher Group	\$1,900,000	17%	\$1,575,446
06/30/12	Medicare Supplement	\$2,206,865	11%	\$9,275,049
06/30/11	Medicare Supplement	\$2,013,969	11%	\$7,311,881
06/30/10	Medicare Supplement	\$2,079,538	10%	\$5,518,188
06/30/09	Medicare Supplement	\$2,033,125	10%	\$3,650,763
06/30/08	Medicare Supplement	\$1,928,000	6%	\$1,815,000

*Data not available for the 2007

The funded status of the plan as of July 1, 2011, the date of the latest valuation, was as follows:

	Teacher Group Plan	Medicare Supplement Plan
Actuarial valuation date	07/01/11	07/01/11
Actuarial accrued liability (AAL)	\$ 16,816,000	19,371,000
Actuarial value of plan assets	\$ 0	0
Unfunded actuarial accrued liability (UAAL)	\$ 16,816,000	19,371,000
Actuarial Value of Assets as a % of the AAL	0%	0%
Covered payroll (active plan members)	\$ 23,226,238	23,226,238
UAAL as a percentage of covered payroll	72%	83%

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future, and actuarially determined amounts are

subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The schedule of funding progress, presented as Required Supplementary Information (RSI) following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Actuarial Methods and Assumptions

Calculations are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and on the pattern of sharing of costs between the employer and plan members to that point. Actuarial calculations reflect a long-term perspective. Consistent with that perspective, actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

In the July 1, 2011 actuarial valuation for the Local Education plan, the Projected Unit Credit actuarial cost method was used and the actuarial assumptions included a 4.0 percent investment rate of return (net of administrative expenses) and an annual healthcare cost trend rate of 9.25 percent for fiscal year 2012. The trend will decrease to 8.75 percent in fiscal year 2013 and then will be reduced by decrements to an ultimate rate of 5.0 percent by fiscal year 2021. The annual healthcare premium trend rate for the Medicare Supplement plan was 6.50 percent for fiscal year 2012. The trend will decrease to 6.25 percent in fiscal year 2013 and then will be reduced by decrements to an ultimate rate of 5.0 percent by fiscal year 2018. Both rates include a 2.5 percent inflation assumption. The unfunded actuarial accrued liability is being amortized as a level percentage of payrolls on a closed basis over a 30 year period beginning with June 30, 2008.

Source: Comprehensive Annual Financial Report of the Municipality of Fiscal Year 2012

For additional information, please refer to the appropriate Note to Financial Statements found in the Comprehensive Annual Financial Report of the Municipality for Fiscal Year 2012 which may be accessed as described in APPENDIX D.

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APPENDIX C

FORM OF CONTINUING DISCLOSURE CERTIFICATE

CITY OF KINGSPORT, TENNESSEE

\$27,510,000 GENERAL OBLIGATION PUBLIC IMPROVEMENT BONDS, SERIES 2013B

CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the “Disclosure Certificate”) is executed and delivered by the City of Kingsport, Tennessee (the “Municipality”) in connection with the issuance of \$27,510,000 General Obligation Public Improvement Bonds, Series 2013B (the “Bonds”), dated the date of original issuance and delivery. The Bonds are being issued pursuant to Resolution adopted by the Board of Mayor and Aldermen of the Municipality on September 17, 2013 (the “Resolution”). The Municipality covenants and agrees as follows:

SECTION 1(a). Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Municipality for the benefit of the holders and Beneficial Owners of the Bonds and in order to assist the Participating Underwriters in complying with S.E.C. Rule 15c2-12(b)(5).

SECTION 1(b). Filing Requirements. Any filing under this Disclosure Certificate must be made solely by transmitting such filing to the MSRB (defined herein) through the Electronic Municipal Market Access (“EMMA”) System at www.emma.msrb.org in the format prescribed by the MSRB. All documents provided to the MSRB shall be accompanied by the identifying information prescribed by the MSRB.

SECTION 2. Definitions. In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Annual Report” shall mean any Annual Report provided by the Municipality pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“Beneficial Owner” shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

“Dissemination Agent” shall mean the Municipality, or any successor Dissemination Agent designated in writing by the Municipality and which has filed with the Municipality a written acceptance of such designation.

“Material Event” shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

“MSRB” shall mean the Municipal Securities Rulemaking Board located at 1900 Duke Street, Suite 600, Alexandria, Virginia 22314.

“Participating Underwriter” shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“Rule” shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

“State” shall mean the State of Tennessee.

SECTION 3. Provision of Annual Reports.

(a) The Municipality shall, or shall cause the Dissemination Agent to, not later than twelve months after the end of the Municipality’s fiscal year, commencing with the report for the fiscal year ending June 30, 2013, provide to the MSRB an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided that the audited financial statements of the Municipality may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date. If the Municipality’s fiscal year changes, it shall give notice of such change in the same manner as for a Material Event under Section 5(c) hereof.

(b) Not later than fifteen (15) Business Days prior to said date, the Municipality shall provide the Annual Report to the Dissemination Agent (if other than the Municipality). If the Municipality is unable to provide to the MSRB an Annual Report by the date required in subsection (a), the Municipality shall send a notice to the MSRB in substantially the form of Exhibit A attached hereto.

(c) The Dissemination Agent shall (if the Dissemination Agent is other than the Municipality), file a report with the Municipality certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided to the MSRB.

SECTION 4. Content of Annual Reports. The Municipality’s Annual Report shall contain or include by reference the audited financial statements of the Municipality for the prior fiscal year, prepared in accordance with generally accepted accounting principles; provided, however, if the Municipality’s audited financial statements are not available by the time the Annual Report is required to be filed, the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.

The Annual Report shall also include the following information in a format similar to that included in the Official Statement, dated September 26, 2013 relating to the Bonds (the “Official Statement”):

1. Summary of long-term indebtedness as of the end of such fiscal year;
2. The indebtedness and debt ratios as of the end of such fiscal year, together with information regarding the property tax base;
3. Information regarding general obligation debt service requirements;
4. Information about the revenue and tax backed debt service requirements as of the end of such fiscal year;
5. The fund balances and retained earnings for the fiscal year;
6. Summary of revenues, expenditures, and changes in fund earnings – general fund for the fiscal year;
7. Summary of revenues, expenditures, and changes in retained balances – water fund and the sewer fund;
8. The estimated assessed value of property in the Municipality for the tax year ending in such fiscal year and the total estimated actual value of all taxable property for such year;
9. Property tax rates and tax collections of the Municipality for the tax year ending in such fiscal year as well as the uncollected balance for such fiscal year;
10. The ten largest taxpayers; and
11. Information regarding the Municipality’s share of the Local Option Sales Tax.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the Municipality or related public entities, which have been submitted to the MSRB or the Securities and Exchange Commission. If the document included by reference is a final official statement, it must be available from the MSRB. The Municipality shall clearly identify each such other document so included by reference.

SECTION 5. Reporting of Material Events.

(a) Pursuant to the provisions of this Section 5, the Municipality shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds, if material:

1. Principal and interest payment delinquencies.
2. Non-payment related defaults, if material.
3. Modifications to rights of Bondholders, if material.
4. Bond calls, if material, and tender offers.
5. Defeasances.
6. Rating changes.
7. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds.

8. Unscheduled draws on the debt service reserves reflecting financial difficulties.
9. Unscheduled draws on the credit enhancements reflecting financial difficulties.
10. Substitution of the credit or liquidity providers or their failure to perform.
11. Release, substitution or sale of property securing repayment of the Bonds, if material.
12. Bankruptcy, insolvency, receivership or similar event of the Municipality.
13. The consummation of a merger, consolidation, or acquisition involving the Municipality or the sale of all or substantially all of the assets of the Municipality, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material.
14. Appointment of a successor or additional trustee or the change of the name of a trustee, if material.

For purposes of the event identified in subsection (a)12. above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Municipality in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Municipality, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Municipality.

(b) When a Material Event occurs, the Municipality shall, in a timely manner not in excess of ten business days after the occurrence of the Material Event, file a notice of such occurrence with the MSRB. Notwithstanding the foregoing, notice of Material Events described in subsections (a)(4) and (5) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to holders of affected Bonds pursuant to the Resolution.

(c) Unless otherwise required by law, the Municipality shall submit the information in the format prescribed by the MSRB, as described in Section 1(b) of this Disclosure Certificate.

SECTION 6. Termination of Reporting Obligation. The Municipality's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption, or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the Municipality shall give notice of such termination in the same manner as for a Material Event under Section 5(c).

SECTION 7. Dissemination Agent. The Municipality may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the Municipality pursuant to this Disclosure Certificate. The initial Dissemination Agent shall be the Municipality.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the Municipality may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

- (a) If the amendment or waiver relates to the provisions of Sections 3(a), 4, or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Bonds, or the type of business conducted;
- (b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and,
- (c) The amendment or waiver either (i) is approved by the holders of the Bonds in the same manner as provided in the Resolution for amendments to the Resolution with the consent of holders, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the holders or Beneficial Owners of the Bonds.

In the event of any amendment or waiver of a provision of this Disclosure Certificate, the Municipality shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the Municipality. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a Material Event under Section 5(c), and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 9. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the Municipality from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Material Event, in addition to that which is required by this Disclosure Certificate. If the Municipality chooses to include any information in any Annual Report or notice of occurrence of a Material Event in addition to that which is specifically required by this Disclosure Certificate, the Municipality shall have no obligation under this Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Material Event.

SECTION 10. Default. In the event of a failure of the Municipality to comply with any provision of this Disclosure Certificate, any holder or Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific

performance by court order, to cause the Municipality to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Resolution, and the sole remedy under this Disclosure Certificate in the event of any failure of the Municipality to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 11. Duties, Immunities, and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the Municipality agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorney's fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the Municipality under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

SECTION 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Municipality, the Dissemination Agent, the Participating Underwriters, and holders and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Dated: October 21, 2013

CITY OF KINGSPORT, TENNESSEE

By: _____
Mayor

Attest:

By: _____
Recorder

APPROVED AS TO FORM:

City Attorney

**COMPREHENSIVE ANNUAL FINANCIAL REPORT
CITY OF KINGSPORT, TENNESSEE**

FOR THE FISCAL YEAR ENDED

June 30, 2012

This document and similar documents for at least the past 5 fiscal years may be found in electronic, searchable format on the City of Kingsport's official web site:

www.kingsporttn.gov/financial-reports

The Comprehensive Annual Financial Reports are hereby incorporated by reference as APPENDIX D. To the extent there are any differences between the electronically posted financial statements of the Municipality, the printed version shall control.

The Municipality's independent auditors have not been engaged to perform and have not performed any procedures on the financial statements addressed in that report since the date of its report included herein. Additionally, no procedures have been performed relating to this *Official Statement*.

