

Kentucky 522
Foothills Rural Telephone Cooperative
and Subsidiary
Staffordsville, Kentucky
Audited Financial Statements
December 31, 2018 and 2017

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Independent Auditor's Report

To the Board of Directors
Foothills Rural Telephone Cooperative
Staffordsville, Kentucky

I have audited the accompanying consolidated financial statements of Foothills Rural Telephone Cooperative Corporation and Subsidiary ("Cooperative"), which comprise the consolidated balance sheets as of December 31, 2018 and 2017, and the related consolidated statements of revenue and comprehensive income, changes in members' equities, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these consolidated financial statements based on my audits. I did not audit the financial statements of East Kentucky Network, LLC. As discussed in Note 3, these consolidated financial statements account for an investment in East Kentucky Network, LLC under the equity method. The investment was \$30,501,044 and \$31,269,279 at December 31, 2018 and 2017 respectively, and the equity in its net margins was \$1,069,317 and \$9,572,018 for the years then ended. The financial statements of East Kentucky Network, LLC were audited by other auditors, whose report has been furnished to me, and my opinion, insofar as it relates to amounts for East Kentucky Network, LLC is based solely on the report of the other auditors. I conducted my audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, I express no such opinion.

To the Board of Directors
Foothills Rural Telephone Cooperative

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

I believe the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Cooperative as of December 31, 2018 and 2017, and the results of their operations and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

My audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information on pages 15 - 16 are presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations, and cash flows of the individual companies, and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The consolidating information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In my opinion, the consolidating information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, I have also issued a report dated March 3, 2019, on my consideration of the Cooperative's internal control over financial reporting and my tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of my testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering internal control over financial reporting and compliance.

Alan Zumstein

Alan M. Zumstein, CPA
March 14, 2019

Foothills Rural Telephone Cooperative and Subsidiary
Consolidated Balance Sheets, December 31, 2018 and 2017

<u>Assets</u>	<u>2018</u>	<u>2017</u>
Current Assets:		
Cash and cash equivalents	\$ 13,418,853	\$ 10,743,204
Accounts receivable, less allowance for 2018 of \$112,871 and 2017 of \$105,098	687,428	725,521
Other accounts receivable	1,260,711	2,900,298
Materials and supplies, at average cost	1,428,069	1,506,772
Prepayments	585,975	650,428
	<u>17,381,036</u>	<u>16,526,223</u>
Other Assets:		
Investment securities available for sale	2,702,712	2,793,598
Investment in limited liability company	30,501,044	31,269,279
Pension plan prefunding	1,917,304	2,281,203
Nonregulated investments	1,789,577	1,091,299
	<u>36,910,637</u>	<u>37,435,379</u>
Utility Plant, at original cost:		
In service	135,398,598	137,267,612
Under construction	376,666	4,953,601
	<u>135,775,264</u>	<u>142,221,213</u>
Less accumulated depreciation	79,464,035	81,757,371
	<u>56,311,229</u>	<u>60,463,842</u>
Total	<u>\$ 110,602,902</u>	<u>\$ 114,425,444</u>
<u>Liabilities and Member's Equities</u>		
Current Liabilities:		
Accounts payable	\$ 1,018,042	\$ 2,701,339
Current portion of long term debt	11,715	799,500
Customer deposits	193,706	184,006
Other current and accrued expenses	1,767,966	2,289,035
	<u>2,991,429</u>	<u>5,973,880</u>
Long Term Debt	<u>196,906</u>	<u>1,617,719</u>
Accrued Postretirement Benefits	<u>4,346,655</u>	<u>4,262,885</u>
Members' Equities:		
Memberships and capital investment	638,101	629,592
Patronage capital and retained earnings	104,188,795	103,850,520
Donated capital	124,537	124,537
Accumulated comprehensive income (losses)	(1,883,521)	(2,033,689)
	<u>103,067,912</u>	<u>102,570,960</u>
Total	<u>\$ 110,602,902</u>	<u>\$ 114,425,444</u>

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

Foothills Rural Telephone Cooperative and Subsidiary
Consolidated Statements of Revenue and Comprehensive Income
for the years ended December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Operating Revenue:		
Basic local network services	\$ 3,687,820	\$ 3,683,948
Network access services	15,138,160	16,259,076
Billing and collection	349,577	354,338
Miscellaneous	1,155,478	1,618,909
Less provision for uncollectibles	<u>(90,000)</u>	<u>(90,000)</u>
	<u>20,241,035</u>	<u>21,826,271</u>
Operating Expenses:		
Plant specific operations	6,448,172	6,025,140
Plant nonspecific operations	1,782,333	1,770,635
Depreciation	6,379,172	6,354,243
Customer operations	2,149,001	2,140,666
Corporate operations	2,091,034	2,014,640
Taxes	<u>982,359</u>	<u>1,156,747</u>
	<u>19,832,071</u>	<u>19,462,071</u>
Operating margins	<u>408,964</u>	<u>2,364,200</u>
Nonoperating Margins		
Other nonoperating income	1,078,191	10,179,493
Less related income taxes	(757,285)	(4,848,481)
Non regulated activities	<u>1,303,977</u>	<u>1,745,698</u>
	<u>1,624,883</u>	<u>7,076,710</u>
Margins before interest charges	<u>2,033,847</u>	<u>9,440,910</u>
Interest Charges:		
Interest on long-term debt	50,590	128,644
Other	<u>875</u>	<u>3,947</u>
	<u>51,465</u>	<u>132,591</u>
Net Margins	1,982,382	9,308,319
Item of Comprehensive Income:		
Postretirement benefits	<u>150,168</u>	<u>150,168</u>
Total Comprehensive Income	<u><u>\$2,132,550</u></u>	<u><u>\$9,458,487</u></u>

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

Foothills Rural Telephone Cooperative and Subsidiary
Statement of Changes in Consolidated Members' Equities
for the years ended December 31, 2017 and 2018

	Patronage Capital						Total	Other Equities	Accumulated Comprehensive Income (Loss)	Total Members' Equities
	Memberships	Assigned	Assignable	Unassigned	Unlocated	Retirements				
Balance-December 31, 2016	\$ 626,566	\$ 90,932,803	\$ 8,818,521	\$ 24,347,064	\$ 1,097,394	\$ (29,267,053)	\$ 95,928,729	\$124,537	\$ (2,183,857)	\$ 94,495,975
Allocate margins		1,965,590	(8,818,521)	3,134,802			(3,718,129)			(3,718,129)
Comprehensive income:										
Net margins			9,308,319				9,308,319			9,308,319
Postretirement benefit obligation										
Amortization								150,168		
Adjustment										150,168
Total comprehensive income										9,458,487
Net change in memberships	3,026									3,026
Refunds of capital credits						(1,388,297)	(1,388,297)			(1,388,297)
Other equities					1,769		1,769	-		1,769
Balance-December 31, 2017	629,592	92,898,393	9,308,319	27,481,866	1,099,163	(30,655,350)	100,132,391	124,537	(2,033,689)	102,570,960
Allocate margins		5,275,598	(9,308,319)	4,032,721			-			-
Comprehensive income:										
Net margins			1,982,382				1,982,382			1,982,382
Postretirement benefit obligation										
Amortization								150,168		
Adjustment										150,168
Total comprehensive income										2,132,550
Net change in memberships	8,509									8,509
Refunds of capital credits						(1,655,920)	(1,655,920)			(1,655,920)
Other equities					11,813		11,813	-		11,813
Balance-December 31, 2018	\$ 638,101	\$ 98,173,991	\$ 1,982,382	\$ 31,514,587	\$ 1,110,976	\$ (32,311,270)	\$ 100,470,666	\$124,537	\$ (1,883,521)	\$ 103,067,912

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

Foothills Rural Telephone Cooperative and Subsidiary

Consolidated Statements of Cash Flows

for the years ended December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Cash Flows from Operating Activities:		
Net margins	\$ 1,982,382	\$ 9,308,319
Adjustments to reconcile to net cash provided by operating activities:		
Depreciation	6,379,172	6,354,243
Accrued postretirement benefits	233,938	239,093
Income from subsidiary	(1,070,215)	(9,572,917)
Net change in current assets and liabilities:		
Receivables	(232,980)	1,401,764
Materials	78,703	(35,365)
Prepayments	64,453	(76,362)
Payables	227,363	(1,726,893)
Customer deposits	9,700	(8,445)
Other current and accrued liabilities	(521,069)	162,447
	<u>7,151,447</u>	<u>6,045,884</u>
Cash Flows from Investing Activities:		
Construction of plant	(2,191,286)	(7,997,350)
Salvage recovered from plant	(23,460)	17,413
Nonregulated investments	(698,278)	138,381
Distribution from associated organizations	1,838,450	5,582,137
Change in investment securities	90,886	(8,203)
	<u>(983,688)</u>	<u>(2,267,622)</u>
Cash Flows from Financing Activities:		
Net increase in memberships and other equities	8,509	3,026
Retirements of capital credits	(1,655,920)	(1,388,297)
Prefund pension plan	363,899	(202,431)
Principal payments on long term debt	(2,208,598)	(2,578,402)
	<u>(3,492,110)</u>	<u>(4,166,104)</u>
Net increase (decrease) in cash balances	2,675,649	(387,842)
Cash and cash equivalents - beginning	<u>107,432,304</u>	<u>11,131,046</u>
Cash and cash equivalents - end	<u>\$ 13,418,853</u>	<u>\$ 10,743,204</u>
Supplemental disclosures of cash flows information:		
Interest on long-term debt	\$ 50,590	\$ 128,644
Income taxes paid	\$ 757,285	\$ 4,848,481

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

Foothills Rural Telephone Cooperative and Subsidiary
Notes to Financial Statements

Note 1 Summary of Significant Accounting Policies

Foothills Rural Telephone Cooperative (the Cooperative) maintains its records in accordance with policies prescribed or permitted by the Kentucky Public Service Commission (PSC) and the United States Department of Agriculture, Rural Utilities Service (RUS) Uniform System of Accounts, which conform in all material respects with generally accepted accounting principles in all material respects. The more significant of these policies are as follows:

Principles of Consolidation The consolidated financial statements include the accounts of the Cooperative and its wholly-owned subsidiary, Cellular Services, LLC (Cellular Services). All significant inter-company accounts and transactions have been eliminated.

Cash and Cash Equivalents The Cooperative considers all short-term, highly liquid investments with original maturities of three months or less to be cash equivalents.

Off Balance Sheet Risk The Cooperative has off-balance sheet risk in that they maintain cash deposits in financial institutions in excess of the amounts insured by the Federal Deposit Insurance Corporation (FDIC). At December 31, 2018, the financial institutions reported deposits in excess of the \$250,000 FDIC insured limit on several of the accounts. Deposits and repurchase agreements in excess of the FDIC limits are 100% secured with collateral from each of the respective financial institutions.

Telecommunications Revenue Recognition Revenues are recognized when earned regardless of the period in which they are billed. Bills are sent to customers on credit based on three (3) monthly billing cycles, with local service being billed a month in advance of service. Sales are concentrated in portions of five (5) southeastern Kentucky counties. Payments are due 20 days from the date of billing, at which time a disconnect notice is sent with payment to be within 10 days. The allowance for uncollectible accounts is based on the aging of accounts receivable. Accounts are written off when they are deemed to be uncollectible. There were no customers whose individual account balance exceeded 10% of outstanding accounts receivable at December 31, 2018 or 2017. The number of access lines was 12,093 at 2018 and 12,492 at 2017.

Interstate revenues are recognized on the cost basis recovery method. Compensation for intrastate/interlata service is received through tariffed access charges as filed with the FCC. These access charges are billed to the interlata long distance carrier and retained by the Cooperative.

Video Revenue Recognition Cellular Services' headend equipment will allow the Cooperative with the capabilities to provide expanded video services with over 200 channels, high definition television, and Video on Demand. The monthly charge will be based on the capacity utilized by Foothills Telephone and other unrelated companies.

Fiber to the Home Activities The Cooperative has launched an expanded services network. This network establishes the Cooperative as a full service network (FSN) provider allowing it to provide expanded video services with over 200 channels, high definition television and Video on Demand. It also is able to provide high speed internet, virtual private networks and voice on internet protocol (VoIP). This is accomplished through Fiber to the Home (FTTH) technology. The Cooperative purchases cable transmissions from networks at various amounts based on the number of customers receiving the service.

Utility Taxes Foothills Telephone and Cellular Services' is required to collect, on behalf of taxing authorities, excise taxes, sales, school taxes, and franchise fees. Foothills Telephone and Foothills Telecom's policy is to exclude taxes from revenue when collected and expenses when paid and instead, record collection and payment of taxes through a liability account.

Foothills Rural Telephone Cooperative and Subsidiary
Notes to Financial Statements

Note 1 Summary of Significant Accounting Policies, continued

Fair Value Measurements The Fair Value Measurements and Disclosures Topic of the FASB ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal, or most advantageous, market for the asset or liability in an orderly transaction between market participants at the measurement date. The Fair Values Measurements Topic establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs when possible. The three levels of inputs used to measure fair value are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities

Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3: Prices or valuations that require inputs that are both significant to the fair value measure and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The carrying amounts of the Cooperative's cash and cash equivalents, other receivables, investment securities, accounts payable and other current liabilities approximate fair value due to their short maturity. Investments in associated organizations are not considered a financial instrument because they represent nontransferable interests in associated organizations. Other assets and liabilities are not considered financial instruments because they represent activities specifically related to the Cooperative. Long term debt is specifically for telecommunications companies and, therefore, a value other than its outstanding principal cannot be determined.

The Cooperative may, and also does, invest idle funds in local banks money market accounts and CD's. The inputs used to measure idle funds are Level 1 measurements, as these funds are exchange traded funds in an active market.

Estimates The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates used in the preparation of the financial statements.

Utility Plant Telecommunications and video plant are stated at original cost, which is the cost when first dedicated to public service. Such amount includes applicable supervisory and overhead cost including any construction period interest and taxes. Interest capitalized during the year was \$39,046 for 2018 and \$159,349 for 2017.

The cost of maintenance and repairs, including renewals of minor items of property, is charged to operating expenses. The cost of replacement of depreciable property units, as distinguished from minor items, is charged to plant. The units of property replaced or retired, including cost of removal, net of any salvage value, is charged to accumulated depreciation.

Foothills Rural Telephone Cooperative and Subsidiary
Notes to Financial Statements

Note 1 Summary of Significant Accounting Policies, continued

The major classification of plant in service is:

	<u>2018</u>	<u>2017</u>
General support	\$17,215,142	\$16,947,174
Central office switching	1,181,725	1,353,217
Central office transmission	17,569,772	24,404,996
Cable and wire facilities	88,373,348	86,885,831
General plant	3,453	3,453
Subtotal telecommunications plant	<u>124,343,440</u>	<u>129,594,671</u>
Headend equipment	6,329,308	5,992,913
Cable and other video plant	4,725,850	1,680,028
Subtotal video plant	<u>11,055,158</u>	<u>7,672,941</u>
	<u>\$135,398,598</u>	<u>\$137,267,612</u>

Depreciation Provision has been made for depreciation on the basis of estimated lives of assets, using the straight-line method. Rates are as follows:

	<u>Foothills</u>	<u>Cellular</u>
General support	2.7% - 15.8%	
Central office switching and headend	7.5%	5.0%
Central office transmission	11.9%	
Cable and wire facilities	5.1% - 9.4%	5.1% - 6.6%

Advertising Advertising costs are expensed as incurred.

Income Taxes The Cooperative is exempt from federal and state income taxes under IRS Code Section 501(c)(12). Certain unrelated business activities are subject to federal income taxes. Cellular Services is a "C" corporation for federal and state income tax purposes.

The Cooperative's accounting policy provides that a tax expense/benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. Management believes the Cooperative has no uncertain tax positions resulting in an accrual of tax expense or benefit. The Cooperative recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. The Cooperative did not recognize any interest or penalties during the years ended December 31, 2018 and 2017. The Cooperative's income tax return is subject to possible examination by taxing authorities until the expiration of related statutes of limitations on the return, which is generally three years.

Comprehensive Income Comprehensive income includes both net margin and other comprehensive income. Other comprehensive income represents the change in funded status of the accumulated postretirement benefit obligation.

Subsequent Events Management has evaluated subsequent events through March 14, 2019, the date the financial statements were available to be issued. There were no significant subsequent events to report.

Foothills Rural Telephone Cooperative and Subsidiary
Notes to Financial Statements

Note 2. Investment Securities

The Cooperative classifies its investment in securities as held to maturity, available for sale, or trading categories in accordance with provisions of the *Financial Instruments Topic* of the Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”). Investment securities are classified as held to maturity when the Cooperative has the positive intent and ability to hold the securities until maturity. Held to maturity securities are stated at amortized cost. Investment securities not classified as held to maturity are classified as available for sale and are carried at fair market value, with unrealized gains and losses, net of tax, reported as a separate component in stockholders’ equity.

Investments securities are all considered available for sale and consist of Certificates of Deposits in local banks.

Note 3 Investment in Limited Liability Company

Cellular Services is a partner in East Kentucky Network, LLC (EKN). EKN provides cellular service, fiber connections, paging, and other services in eastern Kentucky. EKN is comprised of Cellular Services and four (4) other independent telephone companies. The investment is accounted for using the equity method of accounting and includes capital investments.

Note 4 Non Regulated Activities

Deregulated customer premises equipment is stated at cost; material held for lease or resale is stated at average cost. CPE also includes inside wire revenues and expenses. Depreciation is provided on a straight-line basis at 11.9% per year. The Cooperative provides long distance telephone service under the name of Foothills Long Distance (FLD). FLD revenues are billed and collected through Foothills Telephone. A monthly fee is recorded based on telephone usage. FLD purchases minutes of long distance to resell to its customers from an unrelated party. Non regulated investments also include amounts that the Cooperative has invested to provide internet services to its customers. The Cooperative pays an unrelated party for the help desk and access to the internet system.

The following is a summary of non-regulated activities:

	<u>Income</u>	<u>Expenses</u>	<u>Net</u>
Customer premises equipment	\$206,627	\$349,890	(\$143,263)
VoIP	228,917	84,885	144,032
Internet activities	5,551,336	3,628,604	1,922,732
Long distance services	565,072	559,128	5,944
Fiber to the home video	5,012,677	5,638,145	(625,468)
Total - 2018	\$11,564,629	\$10,260,652	\$1,303,977

	<u>Income</u>	<u>Expenses</u>	<u>Net</u>
Customer premises equipment	\$219,114	\$272,955	(\$53,841)
VoIP	49,051	38,792	10,259
Internet activities	5,151,080	2,929,700	2,221,380
Long distance services	651,689	672,155	(20,466)
Fiber to the home video	4,865,019	5,276,653	(411,634)
Total - 2017	\$10,935,953	\$9,190,255	\$1,745,698

Foothills Rural Telephone Cooperative and Subsidiary
Notes to Financial Statements

Note 5 Long Term Debt

All telecommunications assets, except motor vehicles, are pledged as collateral on the long term debt due RUS and National Bank for Cooperatives (“CoBank”). During 2012 the long term debt payable to RUS was refinanced with proceeds from CoBank and are included with the debt due from CoBank.

Long term debt is as follows:

	<u>2018</u>	<u>2017</u>
RUS, Broadband, 2.132% - 3.426%	\$208,621	\$1,779,719
CoBank, 2.47% and 6.25%	-	637,500
	208,621	2,417,219
Less current portion	11,715	799,500
Long term portion	\$196,906	\$1,617,719

Principal payments for the next five years are as follows: 2019 - \$11,715; 2020 - \$11,900; 2021 - \$12,200; 2022 - \$12,400; 2023 - \$12,700.

Note 6 Patronage Capital

The long term debt agreement contains restrictions on the return to patrons of capital contributed by them. The restrictions relate in general to the Cooperative’s net worth and assets, as defined. The net worth of the Cooperative at December 31, 2018, was 93%.

Note 7 Pension Plan

All eligible employees of the Cooperative participate in the NTCA Retirement and Security Plan (“R&S Plan”), a defined benefit pension plan qualified under section 401 and tax exempt under section 501(a) of the Internal Revenue Code. It is a multiemployer plan under the accounting standards. The Plan sponsor’s identification number is 52-0741336 and the Plan Number is 333. A unique characteristic of a multiemployer plan compared to a single employer plan is that all plan assets are available to pay benefits of any plan participant. Separate asset accounts are not maintained for participating employers. This means that assets contributed by one employer may be used to provide benefits to employees of other participating employers.

The Cooperative’s contributions to the R&S Plan in 2018 and 2017 represent less than 5 percent of the total contributions made to the plan by all participating employers. The Cooperative made contributions to the plan of \$662,780 in 2018 and \$644,852 in 2017. There have been no significant changes that affect the comparability of 2018 and 2017.

In the R&S Plan, a “zone status” determination is not required, and therefore not determined, under the Pension Protection Act (“PPA”) of 2006. In addition, the accumulated benefit obligations and plan assets are not determined or allocated separately by individual employer. In total, the R&S Plan was between 88 percent and 80 percent funded at January 1, 2018 and 2017 based on the PPA funding target and PPA actuarial value of assets on those dates. Because the provisions of the PPA do not apply to the R&S Plan, funding improvement plans and surcharges are not applicable. Future contribution requirements are determined each year as part of the actuarial valuation of the plan and may change as a result of plan experience.

Foothills Rural Telephone Cooperative and Subsidiary
Notes to Financial Statements

Note 7 Pension Plan, continued

The NTCA Board of Directors amended the 2019 R&S Program specifications at the recommendation of the Plan Trust Committee to include the following changes:

- Basic contribution rates will increase by 19%.
- The program's current surcharge will expire at the end of 2017, and a new surcharge contribution of 50% of the member's elected contribution rate will begin in 2019. This surcharge is expected to continue for approximately 12 years.
- A prefunding option was added to allow members the option to prefund their future surcharge contributions in a single payment prior to the start of the new surcharge effective in 2019.
- Beginning January 1, 2017, for members that have adopted the Rule-of-85 ("ROE") provision, the ROE charge will apply to both the member's elected employer contribution rate and any required employee contribution rate.

Over the past several years, various actions have been taken to sustain the reserve of funds available to help meet the program's legally required minimum contribution amount. However, adverse economic conditions and regulatory changes have negatively affected all pension plans, including the R&S Program. Despite prudent decision-making by the program's trust committee, the R&S Program's minimum contribution amount is projected to exceed the current reserve and member contributions alone will not meet the minimum requirement. This expectation has led the program's actuary to recommend the new surcharge contribution beginning in 2018. The R&S Program is offering prefunding to give members flexibility in addressing this situation at their company.

The prefunding contribution is expected to fund the member's surcharge contribution for approximately 12 years.

- Each member's prefunding contribution will be maintained in a notional account within the R&S Program and used to pay that member's surcharge contributions.
- Each member's prefunding account is maintained separately from other member's prefunding accounts.
- Account funds will be invested with other R&S Program assets and grow at the same rate as the program's overall investment returns.
- An annual statement will be provided to each member showing their specific prefunding account activity.

During 2016, the Cooperative prefunded the surcharge in an amount of \$2,078,772. This amount will be amortized over the 12 year period the surcharge is expected to continue.

Note 8 Accumulated Postretirement Benefits

The Cooperative sponsors a noncontributory defined benefit plan that provides medical insurance coverage to retirees and their dependents until they reach age 65. Participating retirees and dependents do not contribute to the projected cost of coverage. Employees qualify with a minimum age of 55 and meeting the Rule of 85. There have been no significant changes that affect the comparability of 2018 and 2017.

Foothills Rural Telephone Cooperative and Subsidiary
Notes to Financial Statements

Note 8 Accumulated Postretirement Benefits, continued

The funded status of the plan was as follows:

	<u>2018</u>	<u>2017</u>
Projected benefit obligation	(\$7,834,179)	(\$7,916,245)
Plan assets at fair value	<u>3,487,524</u>	<u>3,653,360</u>
Total	<u><u>(\$4,346,655)</u></u>	<u><u>(\$4,262,885)</u></u>

The components of net periodic postretirement benefit costs are as follows:

	<u>2018</u>	<u>2017</u>
Benefit obligation at beginning of year	<u>\$4,262,885</u>	<u>\$4,173,960</u>
Components of net periodic benefit cost:		
Service cost	519,376	518,073
Interest cost	354,385	342,649
Expected return on assets	<u>(393,761)</u>	<u>(380,722)</u>
Net periodic benefit cost	480,000	480,000
Contributions to plan	-	-
Benefits paid from general funds	(396,230)	(391,075)
Adjust comprehensive income	-	-
Benefit obligation at end of year	<u><u>\$4,346,655</u></u>	<u><u>\$4,262,885</u></u>
Change in plan assets:		
Fair value of plan assets-beginning of year	\$3,653,360	\$3,138,657
Employer contributions	-	-
Change in fair value of plan assets	(165,836)	514,703
Benefits paid from plan	-	-
Fair value of plan assets-end of year	<u><u>\$3,487,524</u></u>	<u><u>\$3,653,360</u></u>
Amounts recognized in the balance sheet consists of:		
Noncurrent assets (liabilities)	<u><u>(\$4,346,655)</u></u>	<u><u>(\$4,262,885)</u></u>
Amounts included in other comprehensive income:		
Unrecognized actuarial gain (loss)	<u><u>(\$1,883,521)</u></u>	<u><u>(\$2,033,689)</u></u>
Effect of 1% increase in the health care trend:		
Projected benefit obligation	\$8,343,000	
Net periodic benefit cost	511,200	

Foothills Rural Telephone Cooperative and Subsidiary
Notes to Financial Statements

Note 8 Accumulated Postretirement Benefits, continued

For measurement purposes, an 8.5% annual rate of increase, decreasing by 0.5% per year until 5.5% per year, in the per capita cost of covered health care benefits was assumed. The discount rate used in determining the accumulated benefit obligation was 4.5% for 2018 and 2017. The projected retiree benefit payments are expected to be as follows: 2019 - \$381,000; 2020 - \$372,000; 2021 - \$368,000; 2022 - \$377,000; 2023 - \$370,000.

Note 9 Risk Management

The Cooperative is exposed to various forms of losses of assets associated with, but not limited to, fire, personal liability, theft, vehicular accidents, errors and omissions, fiduciary responsibility, workers compensation, etc. Each of these areas is covered through the purchase of commercial insurance.

Note 10 Commitments

The Cooperative has various agreements outstanding with local contractors. Under these agreements, the contractors will perform certain construction, maintenance, and other work at specified hourly rates or unit cost, or on an as needed basis. The duration of these contracts are one to three years.

Note 11. Contingencies

The Cooperative, occasionally, is involved in litigation arising in the normal course of business. While the results of such litigation cannot be predicted with certainty, management, based upon advice of counsel, believes that the final outcome will not have a material adverse effect on the financial statements.

* * * * *

Foothills Rural Telephone Cooperative Corporation and Subsidiary

Consolidating Balance Sheet, December 31, 2018

<u>Assets</u>	<u>Foothills Telephone</u>	<u>Cellular Services</u>	<u>Eliminations</u>	<u>Consolidated</u>
Current Assets:				
Cash and cash equivalents	\$9,276,752	\$4,142,101		\$13,418,853
Accounts receivable, less allowance for 2018 of \$112,871	687,428			687,428
Other accounts receivable	1,482,195		(221,484)	1,260,711
Materials and supplies, at average cost	1,428,069			1,428,069
Prepayments	585,975			585,975
	<u>13,460,419</u>	<u>4,142,101</u>	<u>(221,484)</u>	<u>17,381,036</u>
Other Assets:				
Investment securities available for sale	2,602,712	100,000		2,702,712
Investment in limited liability company	40,655,434	30,501,044	(40,655,434)	30,501,044
Pension plan prefunding	1,917,304			1,917,304
Nonregulated investments	1,789,577			1,789,577
	<u>46,965,027</u>	<u>30,601,044</u>	<u>(40,655,434)</u>	<u>36,910,637</u>
Telecommunications Plant, at original cost:				
In service	124,343,440	11,055,158		135,398,598
Under construction	344,754	31,912		376,666
	<u>124,688,194</u>	<u>11,087,070</u>		<u>135,775,264</u>
Less accumulated depreciation	74,510,963	4,953,072		79,464,035
	<u>50,177,231</u>	<u>6,133,998</u>		<u>56,311,229</u>
Total	<u><u>\$110,602,677</u></u>	<u><u>\$40,877,143</u></u>	<u><u>(\$40,876,918)</u></u>	<u><u>\$110,602,902</u></u>
<u>Liabilities and Member's Equities</u>				
Current Liabilities:				
Accounts payable	\$1,017,817	\$221,709	(\$221,484)	\$1,018,042
Current portion of long term debt	11,715			11,715
Customer deposits	193,706			193,706
Other current and accrued expenses	1,767,966			1,767,966
	<u>2,991,204</u>	<u>221,709</u>	<u>(221,484)</u>	<u>2,991,429</u>
Long Term Debt	<u>196,906</u>			<u>196,906</u>
Accrued Postretirement Benefits	<u>4,346,655</u>			<u>4,346,655</u>
Members' Equities:				
Memberships and capital investment	638,101	8,257,826	(8,257,826)	638,101
Patronage capital and retained earnings	104,188,795	32,397,608	(32,397,608)	104,188,795
Donated capital	124,537			124,537
Accum comprehensive income (loss)	(1,883,521)			(1,883,521)
	<u>103,067,912</u>	<u>40,655,434</u>	<u>(40,655,434)</u>	<u>103,067,912</u>
Total	<u><u>\$110,602,677</u></u>	<u><u>\$40,877,143</u></u>	<u><u>(\$40,876,918)</u></u>	<u><u>\$110,602,902</u></u>

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

Foothills Rural Telephone Cooperative Corporation and Subsidiary
Consolidating Statement of Revenue and Comprehensive Income
for the year ended December 31, 2018

	<u>Foothills Telephone</u>	<u>Cellular Services</u>	<u>Eliminations</u>	<u>Consolidated</u>
Operating Revenue:				
Basic local network services	\$3,313,385	\$443,444	(\$69,009)	\$3,687,820
Network access services	14,993,834	144,326		15,138,160
Billing and collection	349,577			349,577
Miscellaneous	1,058,255	97,223		1,155,478
Less provision for uncollectibles	(90,000)			(90,000)
	<u>19,625,051</u>	<u>684,993</u>	<u>(69,009)</u>	<u>20,241,035</u>
Operating Expenses:				
Plant specific operations	5,355,068	1,162,113	(69,009)	6,448,172
Plant nonspecific operations	1,760,424	21,909		1,782,333
Depreciation	5,827,845	551,327		6,379,172
Customer operations	2,145,860	3,141		2,149,001
Corporate operations	1,950,322	140,712		2,091,034
Taxes, other than income	920,651	61,708		982,359
	<u>17,960,170</u>	<u>1,940,910</u>	<u>(69,009)</u>	<u>19,832,071</u>
Operating margins	<u>1,664,881</u>	<u>(1,255,917)</u>		<u>408,964</u>
Nonoperating Margins				
Other nonoperating income	(935,011)	1,070,215	942,987	1,078,191
Less related income taxes		(757,285)		(757,285)
Non regulated activities	1,303,977			1,303,977
	<u>368,966</u>	<u>312,930</u>	<u>942,987</u>	<u>1,624,883</u>
Margins before interest charges	<u>2,033,847</u>	<u>(942,987)</u>	<u>942,987</u>	<u>2,033,847</u>
Interest Charges:				
Interest on long-term debt	50,590			50,590
Other	875			875
	<u>51,465</u>			<u>51,465</u>
Net Margins	1,982,382	(942,987)	942,987	1,982,382
Other Comprehensive Income:				
Accumulated postretirement benefits	150,168			150,168
Net Comprehensive Income	<u>\$2,132,550</u>	<u>(\$942,987)</u>	<u>\$942,987</u>	<u>\$2,132,550</u>

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

ALAN M. ZUMSTEIN
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MEMBER
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• AICPA DIVISION FOR FIRMS

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

To the Board of Directors
Foothills Rural Telephone Cooperative Corporation
Staffordsville, Kentucky

I have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Foothills Rural Telephone Cooperative Corporation (the "Cooperative"), which comprise the balance sheets as of December 31, 2018 and 2017, and the related statements of revenue and comprehensive income, changes in members' equities and cash flows for the years then ended, and related notes to the financial statements, and have issued my report thereon dated March 14, 2019. My report includes a reference to other auditors who audited the financial statements of East Kentucky Network, LLC, as described in my report on Cooperative's financial statements. This report does not include the results of the other auditor's testing of internal control over financial reporting or compliance and other matters that are reported on separately by those auditors.

Internal Control Over Financial Reporting

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

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

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

To the Board of Directors
Foothills Rural Telephone Cooperative Corporation

Compliance and Other Matters

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

Purpose of this Report

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

Alan Zumstein

Alan M. Zumstein, CPA
March 14, 2019

ALAN M. ZUMSTEIN
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Independent Auditor's Report on Compliance with Aspects of Contractual
Agreements and Regulatory Requirements for Telephone Borrowers

Board of Directors
Foothills Rural Telephone Cooperative Corporation
Staffordsville, Kentucky

I have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Foothills Rural Telephone Cooperative Corporation ("the Cooperative"), which comprise the balance sheet as of December 31, 2018, and the related statements of revenue and comprehensive income, changes in members' equities, and changes in cash flows for the year then ended, and the related notes to the financial statements, and have issued my report thereon dated March 14, 2019. In accordance with *Government Auditing Standards*, we have also issued my report dated March 14, 2019, on my consideration of the Cooperative's internal control over financial reporting and on my tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. No reports other than the reports referred to above related to my audit have been furnished to management.

In connection with my audit, nothing came to my attention that caused me to believe that the Cooperative failed to comply with the terms, covenants, provisions, or conditions of their loan, grant, and security instruments as set forth in 7 CFR Part 1773, *Policy on Audits of Rural Utilities Service Borrowers*, §1773.33 and clarified in the RUS policy memorandum dated February 7, 2013, insofar as they relate to accounting matters as enumerated below. However, my audit was not directed primarily toward obtaining knowledge of noncompliance. Accordingly, had I performed additional procedures, other matters may have come to my attention regarding the Cooperative's noncompliance with the above-referenced terms, covenants, provisions, or conditions of the contractual agreements and regulatory requirements, insofar as they relate to accounting matters. In connection with my audit, I noted no matters regarding the Cooperative's accounting and records to indicate that the Cooperative did not:

- Maintain adequate and effective accounting procedures;
- Utilize adequate and fair methods for accumulating and recording labor, material, and overhead costs, and the distribution of these costs to construction, retirement, and maintenance or other expense accounts;
- Reconcile continuing property records to the controlling general ledger plant accounts;
- Clear construction accounts and accrue depreciation on completed construction;
- Record and properly price the retirement of plant;
- Seek approval of the sale, lease, or transfer of capital assets and disposition of proceeds for the sale or lease of plant, material, or scrap;
- Maintain adequate control over material and supplies;

Board of Directors
Foothills Rural Telephone Cooperative Corporation

- Prepare accurate and timely Financial and Operating Reports;
- Obtain written approval of the RUS to enter into any contract, agreement, or lease with an affiliate as defined in Part 1773 (e)(2)(i);
- Disclose material related party transactions in the financial statements, in accordance with requirements for related parties in generally accepted accounting principles, and;
- Comply with the requirements for the detailed schedule of investments, which are listed below.

Foothills Telephone formed a wholly-owned subsidiary, Cellular Services, LLC, which communications and video service and also is a one-fifth (1/5) owner of a limited liability company that provides cellular and other communications services. The initial investment was \$820,000. The investment is comprised of the following:

	<u>Investment</u>	<u>Profits (less Dividends)</u>
Balance, beginning of year	\$8,257,826	\$29,840,595
Activity for 2018	<u>3,500,000</u>	<u>(942,987)</u>
Balance, end of year	<u>\$11,757,826</u>	<u>\$28,897,608</u>

The purpose of this report is solely to communicate, in connection with the audit of the financial statements, on compliance with aspects of contractual agreements and the regulatory requirements for electric borrowers based on the requirements of 7 CFR Part 1773, Policy on Audits of Rural Utilities Service Borrowers and Grantees. Accordingly, this report is not suitable for any other purpose.

Alan Zumstein

Alan M. Zumstein, CPA
March 14, 2019