

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

TENNESSEE 554
HIGHLAND TELEPHONE COOPERATIVE, INC.
AND SUBSIDIARY
SUNBRIGHT, TENNESSEE

December 31, 2018 and 2017

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Highland Telephone Cooperative, Inc.
Sunbright, Tennessee

We have audited the accompanying consolidated financial statements of Highland Telephone Cooperative, Inc. and Subsidiary which comprise the consolidated balance sheets as of December 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive income, changes in members' equity 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 financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

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

Other Reporting Required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued our report dated March 22, 2019 on our consideration of Highland Telephone Cooperative, Inc. and Subsidiary's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Highland Telephone Cooperative, Inc. and Subsidiary's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards in considering Highland Telephone Cooperative, Inc. and Subsidiary's internal control over financial reporting and compliance.

Jotherow, Spate, & Welch, PLLC

Certified Public Accountants
McMinnville, Tennessee
March 22, 2019

CONSOLIDATED BALANCE SHEETS

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

	2018	2017
<u>ASSETS</u>		
<u>CURRENT ASSETS</u>		
Cash - general	\$ 10,931,007	\$ 8,691,164
Temporary investments	702,009	701,755
Securities available for sale	12,051,758	10,613,102
Telecommunications accounts receivable, less allowances of \$124,044 in 2018 and \$125,153 in 2017	1,136,535	1,189,117
Other accounts receivable	961,697	1,183,419
Materials and supplies	1,686,880	1,785,753
Prepayments	596,316	554,194
Other current assets	129,245	121,468
	<hr/>	<hr/>
TOTAL CURRENT ASSETS	\$ 28,195,447	\$ 24,839,972
 <u>NONCURRENT ASSETS</u>		
Other investments	\$ 1,523,473	\$ 981,130
Nonregulated investments	3,649,039	3,184,622
Deferred tax asset	37,790	19,010
Deposits	4,173	4,173
	<hr/>	<hr/>
TOTAL NONCURRENT ASSETS	\$ 5,214,475	\$ 4,188,935
 <u>PROPERTY, PLANT AND EQUIPMENT</u>		
Telecommunications plant in service	\$ 96,479,052	\$ 94,161,054
Telecommunications plant under construction	126,054	132,391
	<hr/>	<hr/>
	\$ 96,605,106	\$ 94,293,445
Less accumulated depreciation	60,826,801	55,680,809
	<hr/>	<hr/>
TOTAL PROPERTY, PLANT AND EQUIPMENT	\$ 35,778,305	\$ 38,612,636
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	\$ 69,188,227	\$ 67,641,543
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See the accompanying notes and independent auditors' report.

CONSOLIDATED BALANCE SHEETS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

	2018	2017
<u>LIABILITIES AND MEMBERS' EQUITY</u>		
<u>CURRENT LIABILITIES</u>		
Accounts payable	\$ 324,650	\$ 257,001
Advance billings and payments	1,043,778	1,034,549
Customer deposits	2,640	7,386
Current maturities on long-term debt	535,958	520,583
Accrued taxes	349,386	313,496
Accrued rents	1,007,142	964,649
Accrued salaries and wages	340,337	268,275
Accrued compensated absences	1,694,771	1,645,092
Accrued federal and state income taxes	99,610	3,082
Other current liabilities	292,841	283,901
	<hr/>	<hr/>
TOTAL CURRENT LIABILITIES	\$ 5,691,113	\$ 5,298,014
 <u>LONG-TERM DEBT</u>		
Rural Utilities Service mortgage notes	10,652,465	11,297,650
 <u>OTHER LIABILITIES</u>		
Postretirement benefits other than pension	3,053,955	3,513,600
Deferred taxes	198,056	256,426
	<hr/>	<hr/>
TOTAL LIABILITIES	\$ 19,595,589	\$ 20,365,690
 <u>MEMBERS' EQUITY</u>		
Patronage equity	\$ 47,808,169	\$ 45,862,193
Accumulated other comprehensive income	1,784,469	1,413,660
	<hr/>	<hr/>
TOTAL EQUITY	\$ 49,592,638	\$ 47,275,853
	<hr/>	<hr/>
	<u>\$ 69,188,227</u>	<u>\$ 67,641,543</u>

CONSOLIDATED STATEMENTS OF OPERATIONS

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

For the years ended December 31, 2018 and 2017

	2018	2017
Operating revenues:		
Local network services revenue	\$ 6,988,810	\$ 7,202,088
Long distance services revenue	549,020	553,367
Network access services revenue	5,914,600	6,502,777
Miscellaneous revenues	4,358,306	3,410,845
Less uncollectible revenue	<u>(138,775)</u>	<u>(143,700)</u>
TOTAL OPERATING REVENUES	\$ 17,671,961	\$ 17,525,377
Operating expenses:		
Plant specific operations expense	\$ 4,951,071	\$ 4,806,520
Plant nonspecific operations expense	2,257,849	2,219,892
Provision for depreciation	4,578,974	4,808,958
Customer operations expense	1,748,949	1,680,445
Corporate operations expense	2,009,762	1,682,970
Operating taxes	<u>410,476</u>	<u>357,680</u>
TOTAL OPERATING EXPENSES	<u>\$ 15,957,081</u>	<u>\$ 15,556,465</u>
OPERATING INCOME	\$ 1,714,880	\$ 1,968,912
Other income (expense):		
Interest income	\$ 382,804	\$ 161,111
Income (loss) from investments	(43,852)	44,509
Nonregulated income (loss)	<u>361,117</u>	<u>(452,661)</u>
TOTAL OTHER INCOME (EXPENSE)	\$ 700,069	\$ (247,041)

See the accompanying notes and independent auditors' report.

CONSOLIDATED STATEMENTS OF OPERATIONS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

For the years ended December 31, 2018 and 2017

	2018	2017
Fixed charges:		
Interest on long-term debt	\$ 333,555	\$ 389,131
Interest charged to construction - credit	(7,968)	(5,307)
Interest on customer deposits	<u>1,297</u>	<u>858</u>
TOTAL FIXED CHARGES	<u>\$ 326,884</u>	<u>\$ 384,682</u>
INCOME BEFORE TAXES ON INCOME	\$ 2,088,065	\$ 1,337,189
Taxes on income	<u>149,069</u>	<u>121,831</u>
NET INCOME	<u>\$ 1,938,996</u>	<u>\$ 1,215,358</u>

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

For the years ended December 31, 2018 and 2017

	2018	2017
Net income	\$ 1,938,996	\$ 1,215,358
Other comprehensive income:		
Unrealized loss from securities available for sale	(144,448)	(50,562)
Postretirement benefits other than pension:		
Unrecognized gain	645,657	940,700
Unrecognized past service liability	<u>(130,400)</u>	<u>(130,400)</u>
COMPREHENSIVE INCOME	<u>\$ 2,309,805</u>	<u>\$ 1,975,096</u>

See the accompanying notes and independent auditors' report.

CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

For the years ended December 31, 2018 and 2017

	Memberships	Patronage Capital	Accumulated Other Comprehensive Income (Loss)	Total Members' Equity
Balance at December 31, 2016	\$ 220,533	\$ 44,424,277	\$ 653,922	\$ 45,298,732
Net income for 2017	0	1,215,358	0	1,215,358
Unrealized loss on investment of securities available for sale	0	0	(50,562)	(50,562)
Memberships collected	2,025	0	0	2,025
Postretirement benefits other than pension:				
Unamortized prior service cost	0	0	(130,400)	(130,400)
Unrecognized gain	0	0	940,700	940,700
Balance at December 31, 2017	\$ 222,558	\$ 45,639,635	\$ 1,413,660	\$ 47,275,853
Net income for 2018	0	1,938,996	0	1,938,996
Unrealized loss on investment of securities available for sale	0	0	(144,448)	(144,448)
Memberships collected	6,980	0	0	6,980
Postretirement benefits other than pension:				
Unamortized prior service cost	0	0	(130,400)	(130,400)
Unrecognized gain	0	0	645,657	645,657
Balance at December 31, 2018	<u>\$ 229,538</u>	<u>\$ 47,578,631</u>	<u>\$ 1,784,469</u>	<u>\$ 49,592,638</u>

See the accompanying notes and independent auditors' report.

CONSOLIDATED STATEMENTS OF CASH FLOWS

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

For the years ended December 31, 2018 and 2017

	2018	2017
Cash flows from operating activities:		
Cash received from customers	\$ 17,955,494	\$ 17,058,641
Cash paid to suppliers and employees	(10,271,807)	(9,798,405)
Interest and dividends received	382,804	161,111
Interest paid	(326,884)	(384,682)
Taxes paid	(504,277)	(870,908)
	<hr/>	<hr/>
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$ 7,235,330	\$ 6,165,757
Cash flows from investing activities:		
Construction and acquisition of plant	\$ (2,268,044)	\$ (2,379,307)
Salvage	18,500	44,329
(Increase) Decrease in nonregulated assets	(464,417)	123,172
(Increase) Decrease in securities available for sale	(1,438,656)	(8,215,142)
(Increase) Decrease in other investments	(586,194)	(3,190)
(Increase) Decrease in temporary investments	(254)	(254)
Increase (Decrease) in reserve for market valuation of securities	(144,448)	(50,562)
(Increase) Decrease in:		
Materials and supplies	98,873	136,035
Nonregulated income	361,117	(452,661)
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NET CASH USED BY INVESTING ACTIVITIES	\$ (4,423,523)	\$ (10,797,580)

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

For the years ended December 31, 2018 and 2017

	2018	2017
Cash flows from financing activities:		
Payments on long-term borrowings	\$ (629,810)	\$ (2,931,313)
Postretirement benefits other than pension	55,612	58,804
Increase (Decrease) in:		
Customer deposits	(4,746)	1,740
Memberships	<u>6,980</u>	<u>2,025</u>
NET CASH USED BY FINANCING ACTIVITIES	<u>\$ (571,964)</u>	<u>\$ (2,868,744)</u>
NET INCREASE (DECREASE) IN CASH	\$ 2,239,843	\$ (7,500,567)
CASH AT BEGINNING OF YEAR	<u>8,691,164</u>	<u>16,191,731</u>
CASH AT END OF YEAR	<u><u>\$ 10,931,007</u></u>	<u><u>\$ 8,691,164</u></u>

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

For the years ended December 31, 2018 and 2017

	2018	2017
Net income (loss)	\$ 1,938,996	\$ 1,215,358
Nonregulated expense (income)	(361,117)	452,661
Loss (income) from investments	43,852	(44,509)
Deferred tax expense (benefit)	<u>(77,150)</u>	<u>(15,882)</u>
Net income from regulated operations	\$ 1,544,581	\$ 1,607,628
Adjustments to reconcile net income from regulated operations to net cash provided by operating activities:		
Depreciation	\$ 5,083,874	\$ 5,356,587
Decrease (Increase) in:		
Customer and other accounts receivable	274,304	(497,968)
Current and accrued assets - other	(7,777)	(12,468)
Prepaid expenses	(42,122)	(55,439)
Increase (Decrease) in:		
Accounts payable	67,649	(168,589)
Advance billings and payments	9,229	31,232
Accrued taxes	35,890	(339,515)
Accrued rents	42,493	39,577
Accrued salaries and compensated absences	121,741	177,683
Accrued federal and state income taxes	96,528	(36,000)
Other current liabilities	<u>8,940</u>	<u>63,029</u>
TOTAL ADJUSTMENTS	<u>\$ 5,690,749</u>	<u>\$ 4,558,129</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 7,235,330</u>	<u>\$ 6,165,757</u>

See the accompanying notes and independent auditors' report.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note A – Highland Telephone Cooperative, Inc. provides telecommunications services to customers in Morgan County and Scott County, Tennessee and McCreary County, Kentucky. The Cooperative has adopted the following accounting policies:

(1) Principles of Consolidation:

Highland Telephone Cooperative, Inc. (Cooperative) owns 100% of the outstanding common stock of Highland Holdings, Inc. and Subsidiary (Subsidiary). The Subsidiary was formed for the purpose of providing long distance services, internet, and video services. Both the Cooperative and Subsidiary provide telecommunication services to a portion of east Tennessee. The consolidated financial statements include the accounts of Highland Holdings, Inc. and Subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Cooperative operates on a fiscal year ending December 31. Highland Holdings, Inc. and Subsidiaries operate on a fiscal year ending September 30. The consolidated financial statements of 2018 reflect the results of operations from January 1 through December 31 for the Cooperative, and October 1, 2017 through September 30, 2018 for Highland Holdings, Inc. and its subsidiaries.

- (2) The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.
- (3) For purposes of financial statement presentation, the Cooperative and Subsidiary consider all highly-liquid investments with a maturity of three months or less to be cash equivalents. Cash equivalents consist primarily of treasury bills and notes and commercial paper with original maturities of 90 days or less. Certificates of deposit and other securities with original maturities over 90 days are classified as temporary investments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note A – (Cont'd):

- (4) Accounts receivable are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to the allowance for doubtful accounts based on its assessment of the current status of individual accounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the allowance for doubtful accounts and a credit to accounts receivable. No interest is charged on accounts receivable balances that are past due. Past due accounts receivable are based upon contractual terms as defined on customer invoices. Accounts receivable past due 90 days or more amounted to \$181,004 and \$120,003 at December 31, 2018 and 2017, respectively.

The allowance for doubtful accounts is based upon a credit review of the accounts receivable, past bad debt experience, current economic conditions and other pertinent factors which form a basis for determining the adequacy of the allowance. The allowance represents an estimate based upon these and other factors and, it is at least reasonably possible that a change in the estimate will occur in the near term.

- (5) Materials and supplies are valued at average cost accumulated in perpetual inventory records, which are periodically adjusted to physical counts.
- (6) Compensated absences are accrued as the benefits are earned by employees according to an established policy.
- (7) Revenue is recorded upon the billing of telecommunications services net of sales tax.
- (8) Expenditures for maintenance and repairs are charged to operations as they are incurred and betterments are capitalized. Original costs of properties retired are eliminated from property accounts and removal costs are charged to the allowance for depreciation. Salvage value of retired property is credited to the allowance for depreciation.
- (9) Advertising costs are expensed as incurred and included in customer operations. Advertising expense amounted to \$129,514 in 2018 and \$131,525 in 2017.
- (10) Various items in the financial statements have been reclassified for comparative purposes.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note B – Concentrations of Credit Risks:

Deposits

The Cooperative and Subsidiary maintains its cash in several commercial banks located within its trade area. Accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 on accounts. \$9,151,717 was uninsured at December 31, 2018.

The Cooperative has entered into an arrangement with one financial institution which will enable it to purchase US Treasury Notes to be held in short term investments to reduce its credit risk. At year end, included in uninsured cash was \$3,350,000 of US Treasury Notes.

Accounts receivable

Telecommunications services are provided to the customers within its trade area on a credit basis in the ordinary course of business. Generally, the accounts receivable generated by the sale of these services are unsecured.

Note C – Securities available for sale consist of United States government agency bonds, corporate bonds and mutual funds.

The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Companies believe their valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad based levels. A description of the three levels follows:

Level 1 – Uses prices and other relevant information generated by active market transactions involving identical or comparable assets that the Cooperative has the ability to access at the measurement date;

Level 2 – Uses inputs other than quoted market prices included within Level 1 that are observable for valuing the asset, either directly or indirectly. This level of the hierarchy may use quoted prices for similar assets in an active or non-active market and may also include insignificant adjustments to market observable inputs;

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note C – (Cont'd):

Level 3 – Uses unobservable inputs used for valuing assets. Unobservable inputs are those that use valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts.

The Cooperative's investments are grouped and measured at fair value and use the aforementioned fair value hierarchy in the following manner:

	<u>Fair Value</u>	Quoted Prices In Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2018</u>				
Available for sale	<u>\$7,786,435</u>	<u>\$7,786,435</u>	<u>\$ 0</u>	<u>\$ 0</u>
Total	<u>\$7,786,435</u>	<u>\$7,786,435</u>	<u>\$ 0</u>	<u>\$ 0</u>
<u>December 31, 2017</u>				
Available for sale	<u>\$6,276,800</u>	<u>\$6,276,800</u>	<u>\$ 0</u>	<u>\$ 0</u>
Total	<u>\$6,276,800</u>	<u>\$6,276,800</u>	<u>\$ 0</u>	<u>\$ 0</u>

Financial instruments are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. Level 3 financial instruments also include those for which the determination of fair value requires significant management judgment or estimation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note C – (Cont'd):

Investments in debt and equity securities consist of the following:

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains (Losses)</u>	<u>Estimated Market Value</u>
December 31, 2018			
Available for sale:			
U.S. Treasury Notes	\$3,677,745	\$(19,523)	\$3,658,222
Corporate Bonds	3,068,795	(39,505)	3,029,290
Mutual Funds	<u>1,117,459</u>	<u>(18,536)</u>	<u>1,098,923</u>
Available for sale	<u>\$7,863,999</u>	<u>\$(77,564)</u>	<u>\$7,786,435</u>
December 31, 2017			
Available for sale:			
U.S. Treasury Notes	\$2,623,152	\$(25,538)	\$2,597,614
Corporate Bonds	2,861,413	(15,737)	2,845,676
Mutual Funds	<u>838,758</u>	<u>(5,248)</u>	<u>833,510</u>
Available for sale	<u>\$6,323,323</u>	<u>\$(46,523)</u>	<u>\$6,276,800</u>

The following is a summary of maturities of securities available for sale as of December 31, 2018:

	<u>Amortized Cost</u>	<u>Fair Value</u>
Amounts maturing in:		
Due in one year or less	\$ 343,403	\$ 342,009
Due from one to five years	4,876,416	4,853,802
Due from six to ten years	866,064	849,024
Due beyond ten years	660,657	642,676
Mutual funds	<u>1,117,459</u>	<u>1,098,924</u>
Total	<u>\$7,863,999</u>	<u>\$7,786,435</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note C – (Cont'd):

Management evaluates securities for other-than-temporary impairment at least on an annual basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, and (3) the intent and ability of the Cooperative to retain the investment in the issuer for a period of time sufficient to allow for any anticipated recovery. At December 31, 2018, management believes there are no other-than-temporary impairments in the debt and equity securities.

The amortized cost and estimated market value of debt securities at December 31, 2018, by contractual maturities, are shown above. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Proceeds from the sale of investments in debt securities were as follows:

	<u>2018</u>	<u>2017</u>
Proceeds from sales and redemptions	<u>\$3,705,644</u>	<u>\$3,274,856</u>

The Highland Holdings, Inc.'s available for sale securities are grouped and measured at fair value and use the aforementioned fair value hierarchy in the following manner at September 30, 2018:

	<u>Fair Value</u>	Quoted Prices In Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Securities available for sale	<u>\$4,265,323</u>	<u>\$4,265,323</u>	\$ 0	\$ 0
Total	<u>\$4,265,323</u>	<u>\$4,265,323</u>	<u>\$ 0</u>	<u>\$ 0</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note C – (Cont'd):

The amortized cost of securities and their fair market values are as follows:

	<u>Amortized Cost</u>	<u>Gross Unrealized Gain (Loss)</u>	<u>Estimated Market Value</u>
September 30, 2018:			
U.S. Government agencies	\$1,956,589	\$ (50,494)	\$1,906,095
Corporate bonds	1,671,277	(32,768)	1,638,509
Mutual funds	<u>738,119</u>	<u>(17,401)</u>	<u>720,718</u>
Available for Sale	<u>\$4,365,985</u>	<u>\$(100,663)</u>	<u>\$4,265,322</u>

The following is a summary of maturities of securities available for sale as of September 30, 2018:

	<u>Amortized cost</u>	<u>Fair value</u>
Amounts maturing in:		
Due in one year or less	\$ 209,432	\$ 208,288
Due from one to five years	2,303,435	2,266,487
Due from six to ten years	604,363	582,062
Due beyond ten years	510,636	487,767
Mutual funds	<u>738,119</u>	<u>720,719</u>
Total	<u>\$4,365,985</u>	<u>\$4,265,323</u>

Management evaluates securities for other-than-temporary impairment at least on an annual basis, and more frequently when economic or market concerns warrant such evaluation.

Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, and (3) the intent and ability of the Cooperative to retain the investment in the issuer for a period of time sufficient to allow for any anticipated recovery. At September 30, 2018, management believes there are no other-than-temporary impairments in the debt and equity securities.

The amortized cost and estimated market value of debt securities at September 30, 2018, by contractual maturities, are shown above. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note C – (Cont'd):

Proceeds from the sale of investments in debt securities were as follows:

	<u>2018</u>	<u>2017</u>
Proceeds from sales and redemptions	\$1,937,230	\$244,684

Note D – Other Investments:

	<u>2018</u>	<u>2017</u>
Tennessee Independent Telecom Group (IRIS Networks) (10.556%)	\$1,483,292	\$940,949
National Rural Telecommunications Cooperative (NRTC)	<u>40,181</u>	<u>40,181</u>
	<u>\$1,523,473</u>	<u>\$981,130</u>

Ownership percentages are in parentheses for investments in which Highland Telephone Cooperative, Inc. owns a significant portion of the investment. All other investments are carried at cost.

Investments carried at cost are not normally evaluated for impairment because it is not practical to estimate fair value due to insufficient information being available. An evaluation is performed, however, if economic or market concerns warrant such an evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent or ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery of fair value.

Management has not identified any events or circumstances that may have a significant adverse effect on the fair value of any cost method investment.

Note E – Nonregulated Investments:

	<u>2018</u>	<u>2017</u>
Nonregulated customer premises equipment, paystations, and key systems	\$5,096,220	\$4,375,631
Less accumulated depreciation	<u>(1,704,285)</u>	<u>(1,455,287)</u>
Net nonregulated customer premises equipment, paystations, and key systems	\$3,391,935	\$2,920,344
Nonregulated materials and supplies	<u>257,104</u>	<u>264,278</u>
TOTAL	<u>\$3,649,039</u>	<u>\$3,184,622</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note F – Investment in Telecommunications Plant in Service:

Telecommunications plant in service and under construction is stated at cost. Listed below are the major classes of the telecommunications plant in the accounts of the Cooperative as of December 31:

	<u>2018</u>	<u>2017</u>
Land	\$ 364,473	\$ 354,473
Buildings	4,075,081	3,879,087
Central office equipment	18,053,418	17,655,914
Poles, cables, and wire	58,627,241	57,843,237
Furniture and office equipment	2,723,835	2,239,570
Vehicles and other work equipment	3,617,239	3,397,914
Intangibles	<u>2,422</u>	<u>2,422</u>
Telecommunications plant in service as contained on the Cooperative's records	<u>\$87,463,709</u>	<u>\$85,372,617</u>

Investment in property and equipment included in the accounts of Highland Holdings, Inc and Subsidiaries:

	<u>2018</u>	<u>2017</u>
Plant under construction	\$ 2,409	\$ 2,409
Land	248,539	248,539
Buildings and improvements	1,562,713	1,557,331
Furniture	280,476	280,476
Vehicles	77,063	77,063
Tools and work equipment	7,085	7,085
Central office transmission equipment	<u>6,837,058</u>	<u>6,615,534</u>
Telecommunications plant in service as contained on Highland Holdings, Inc. records	<u>\$9,015,343</u>	<u>\$8,788,437</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note F – (Cont'd):

The Cooperative provides for depreciation on a straight-line basis at annual rates, which will amortize the depreciable property over its estimated useful life. Such provision, as a percentage of the average balance of telecommunications plant in service, was 5.25% in 2018 and 4.52% in 2017. Individual depreciation rates are as follows:

Buildings	3.2%
Central office	8.6 – 13.9%
Poles, cables and wire	5.6% – 7.32%
Furniture and office equipment	7.92 – 19%
Vehicles and other work equipment	15%

Highland Holdings, Inc. and Subsidiaries provide for depreciation on a straight-line basis at annual rates, which will amortize the depreciable property over its useful life. Depreciation charged to expense on Highland Holdings, Inc.'s records amounted to \$546,726 in 2018 and \$586,440 in 2017.

Note G – Mortgage Notes:

Long-term debt is represented by mortgage notes payable to the United States of America. Substantially all assets are pledged as security for the long-term debt. Following is a summary of the outstanding long-term debt:

	<u>2018</u>	<u>2017</u>
2.268% - 3.444% Rural Development Utilities Programs notes	\$11,188,423	\$11,818,233
Less current maturities	<u>535,958</u>	<u>520,583</u>
TOTAL	<u>\$10,652,465</u>	<u>\$11,297,650</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note G – (Cont'd):

Principal and interest installments on the above notes are due periodically. The maturities of long-term debt for each of the five years succeeding the balance sheet date are as follows:

<u>Year</u>	<u>Amount</u>
2019	\$ 535,958
2020	551,794
2021	568,106
2022	584,906
2023	602,211
Beyond 5 years	<u>8,345,448</u>
TOTAL	<u>\$11,188,423</u>

Note H – The Cooperative accrues all postretirement benefits other than pensions. Under the prescribed accrual method, the Cooperative's obligation for these postretirement benefits is to be fully accrued by the date employees attain full eligibility for such benefits. The cost of medical benefits for current and future associate retirees was recognized as determined under the projected united credit cost method.

Substantially all of the Cooperative's employees are covered under postretirement medical plans. The determination of postretirement benefit cost for postretirement medical benefit plan is based on comprehensive hospital, medical and surgical benefit provisions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note H – (Cont'd):

The following table sets forth the plan's funded status and the amounts recognized in the Cooperative's Consolidated Balance Sheet as of December 31:

	<u>2018</u>	<u>2017</u>
Accumulated postretirement obligation attributable to:		
Retirees	\$ 218,454	\$ 282,200
Other active plan participants	<u>2,835,501</u>	<u>3,231,400</u>
Total accumulated postretirement benefit obligation	\$3,053,955	\$3,513,600
Fair value of plan assets	<u>0</u>	<u>0</u>
Net unfunded status	<u>\$3,053,955</u>	<u>\$3,513,600</u>
Amounts recognized in other comprehensive income:		
Unrecognized net (gains) loss	\$ 944,240	\$ 343,300
Unrecognized prior service cost	<u>989,400</u>	<u>1,119,800</u>
Total included in other comprehensive income	<u>\$1,933,640</u>	<u>\$1,463,100</u>

Postretirement benefit cost is composed of the following for the year ended December 31:

	<u>2018</u>	<u>2017</u>
Benefits earned during the year	\$116,123	\$110,900
Interest on accumulated postretirement benefit obligation	<u>154,606</u>	<u>155,200</u>
Postretirement benefit cost	<u>\$270,729</u>	<u>\$266,100</u>

The Medicare and Prescription Drug, Improvement and Modernization Act of 2003 provides for a federal subsidy to sponsors of retiree health care benefit plans that provide a benefit that is at least actuarially equivalent to the benefit established by the law. Currently, for the plan, the Medicare Part D Subsidy is a reduction to premiums paid for by participants that are at least 65 years old. For 2018, premiums for this group of participants were approximately \$50 less than it would have been without the adjustment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note H – (Cont'd):

Weighted average assumptions to determine benefit obligations and net periodic cost for the years ended December 31:

	<u>2018</u>	<u>2017</u>
Discount rate	4.50%	4.75%
Expected return on plan assets	0.00%	0.00%

The Company's expected rate of return on plan assets is determined by the plan's historical long-term investment performance, current asset allocation, and estimates of future long-term return by asset class. To date the Company has chosen not to fund the liability.

The medical cost trend rate in 2018 was approximately 8.5% grading down to an ultimate rate in 2025 of 5.0%. A one percentage point increase in the assumed medical cost trend rates for each future year would have increased the aggregate of the service and the interest components of the 2018 net periodic postretirement benefit cost by \$41,273 and would have increased the postretirement benefit obligation as of December 31, 2018 by \$378,937. A one percentage point decrease in the assumed medical cost trend rates for each future year would have decreased the aggregate of the service and the interest components of the 2018 net periodic postretirement benefit cost by \$34,588 and would have decreased the postretirement benefit obligation as of December 31, 2018 by \$325,489.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid from the plan:

<u>Year</u>	<u>Amount</u>
2019	\$ 125,089
2020	160,992
2021	147,580
2022	144,451
2023	189,249
Years 2024 – 2028	<u>1,204,246</u>
TOTAL	<u>\$1,971,607</u>

The Company generally does not make an annual contribution to the plan and a contribution is not anticipated in 2018.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note I – Pension Plan:

The Cooperative sponsors a 401(k) savings plan in which both union and non-union employees can participate. The company matches employees' contributions based on a percentage of salary contributed by participants. Employer matches amounted to \$379,099 in 2018 and \$363,468 in 2017.

Highland Communications, LLC established a 401(k) plan effective May 19, 1997. The plan covers all full time employees. Employees have the option to contribute up to 15% of their pay up to a maximum of \$18,000. The Company matches the amount that each employee contributes to the plan up to 10%. Retirement expense related to this plan amounted to \$35,424 in 2018 and \$34,171 in 2017.

Note J – Income Taxes:

The Company recognizes deferred tax assets and liabilities for future tax consequences of events that have been previously recognized in the Company's financial statements and tax returns. The measurement of deferred tax assets and liabilities is based on provisions of the enacted tax law; the effects of future changes in tax laws or rates are not anticipated. Measurement is computed using applicable current tax rates.

	<u>2018</u>	<u>2017</u>
Current income tax expense:		
Federal	\$152,377	\$115,468
State	48,308	22,314
Deferred income tax expense (benefit):		
Federal	(57,687)	(13,251)
State	<u>6,071</u>	<u>(2,700)</u>
Income tax	<u>\$149,069</u>	<u>\$121,831</u>

The Company's total deferred tax assets and liabilities at December 31 are as follows:

	<u>2018</u>	<u>2017</u>
Deferred tax asset	\$ 37,790	\$ 19,010
Deferred tax liability	<u>(198,056)</u>	<u>(256,426)</u>
	<u>\$(160,266)</u>	<u>\$(237,416)</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018 and 2017

Note J – (Cont'd):

The deferred tax asset is the result of amortizing organizational costs for tax purposes. The deferred tax liability is the result of timing differences in depreciation.

The individual companies included in the consolidation are responsible for their own tax liabilities. All companies are no longer subject to Internal Revenue or state taxing authority examinations beyond the statute of limitations of the respective tax authorities.

The Companies are no longer subject to federal or state income tax examinations for years beyond the statute of limitations of the respective taxing authorities. Penalties and interest, if any, that are assessed by income tax authorities are included in operating expenses. No interest or penalties were recognized during the years ending December 31, 2018 and 2017.

Note K – Labor Force:

Approximately 80% of the Cooperative's labor force is subject to a collective bargaining agreement. A five year agreement was negotiated and approved for the period October 1, 2018 to September 30, 2022 between the Cooperative and the Communications Workers of America.

Note L - Contingencies:

During 2018, the Cooperative became aware that some of its commercial contractors were undergoing a sales and use tax audit performed by the Tennessee Department of Revenue. The state has questioned whether certain types of contract labor should be subject to sales and use tax. If the Tennessee Department of Revenue takes the position that the labor is subject to the tax, there is a possibility that the contractors could invoice the Cooperative for reimbursement. The outcome of this cannot be determined as of the balance sheet date.

Note M – Subsequent Events:

Subsequent events are transactions or events that occur subsequent to the date of the financial statements and before the issuance of those financial statements. Management has evaluated transactions and events that occurred subsequent to December 31, 2018 and before the date these financial statements were available to be issued, March 22, 2019, and determined that no additional disclosures are necessary.

CONSOLIDATING INFORMATION

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATING INFORMATION

Board of Directors
Highland Telephone Cooperative, Inc.
Sunbright, Tennessee

We have audited the consolidated financial statements of Highland Telephone Cooperative, Inc. and Subsidiary as of and for the years ended December 31, 2018 and 2017, and our report thereon dated March 22, 2019, which expresses an unmodified opinion on those financial statements, appears on page 5. Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The consolidating information on pages 40 through 45 is 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 it 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 our opinion, the consolidating information is fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

Totherow, Haile, & Welch, PLLC

Certified Public Accountants
McMinnville, Tennessee
March 22, 2019

CONSOLIDATING BALANCE SHEETS

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018

	Highland Telephone Cooperative, Inc.	Highland Holdings, Inc.	Eliminations/ Reclassifications	Total
<u>ASSETS</u>				
<u>CURRENT ASSETS</u>				
Cash - general	\$ 6,700,505	\$ 4,230,502	\$ 0	\$ 10,931,007
Temporary investments	600,000	102,009	0	702,009
Securities available for sale	7,786,435	4,265,323	0	12,051,758
Telecommunications accounts receivable	1,136,535	682,459	(682,459)	1,136,535
Other accounts receivable	920,357	0	41,340	961,697
Materials and supplies	1,686,880	0	0	1,686,880
Prepayments	537,408	58,908	0	596,316
Due from affiliate	1,780,664	0	(1,780,664)	0
Other current assets	107,982	21,263	0	129,245
TOTAL CURRENT ASSETS	\$ 21,256,766	\$ 9,360,464	\$ (2,421,783)	\$ 28,195,447
<u>NONCURRENT ASSETS</u>				
Investment in subsidiaries	\$ 10,161,758	\$ 0	\$ (10,161,758)	\$ 0
Other investments	1,486,560	36,913	0	1,523,473
Nonregulated investments	3,649,039	0	0	3,649,039
Deferred tax asset	0	37,790	0	37,790
Deposits	2,573	1,600	0	4,173
TOTAL NONCURRENT ASSETS	\$ 15,299,930	\$ 76,303	\$ (10,161,758)	\$ 5,214,475
<u>PROPERTY, PLANT AND EQUIPMENT</u>				
Telecommunications plant in service	\$ 87,463,709	\$ 9,015,343	\$ 0	\$ 96,479,052
Telecommunications plant under construction	126,054	0	0	126,054
	\$ 87,589,763	\$ 9,015,343	\$ 0	\$ 96,605,106
Less accumulated depreciation	54,760,926	6,065,875	0	60,826,801
TOTAL PROPERTY, PLANT AND EQUIPMENT	\$ 32,828,837	\$ 2,949,468	\$ 0	\$ 35,778,305
	<u>\$ 69,385,533</u>	<u>\$ 12,386,235</u>	<u>\$ (12,583,541)</u>	<u>\$ 69,188,227</u>

CONSOLIDATING BALANCE SHEETS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

December 31, 2018

	Highland Telephone Cooperative, Inc.	Highland Holdings, Inc.	Eliminations/ Reclassifications	Total
<u>LIABILITIES AND MEMBERS' EQUITY</u>				
<u>CURRENT LIABILITIES</u>				
Accounts payable	\$ 895,827	\$ 111,282	\$ (682,459)	\$ 324,650
Advance billings and payments	976,641	67,137	0	1,043,778
Customer deposits	2,640	0	0	2,640
Current maturities on long-term debt	535,958	0	0	535,958
Accrued taxes	314,315	35,071	0	349,386
Accrued rent	1,007,142	0	0	1,007,142
Accrued salaries and wages	340,337	0	0	340,337
Accrued compensated absences	1,694,771	0	0	1,694,771
Accrued federal and state income taxes	0	99,610	0	99,610
Advance from related company	0	1,739,324	(1,739,324)	0
Other current liabilities	247,238	45,603	0	292,841
TOTAL CURRENT LIABILITIES	\$ 6,014,869	\$ 2,098,027	\$ (2,421,783)	\$ 5,691,113
<u>LONG-TERM DEBT</u>				
Rural Utilities Service	10,652,465	0	0	10,652,465
<u>OTHER LIABILITIES</u>				
Postretirement benefits other than pension	3,053,955	0	0	3,053,955
Deferred taxes	0	198,056	0	198,056
TOTAL LIABILITIES	\$ 19,721,289	\$ 2,296,083	\$ (2,421,783)	\$ 19,595,589
<u>MEMBERS' EQUITY</u>				
Memberships	\$ 229,538	\$ 0	\$ 0	\$ 229,538
Patronage capital	47,578,631	0	0	47,578,631
Accumulated other comprehensive income	1,856,075	(71,606)	0	1,784,469
Capital stock	0	200,000	(200,000)	0
Paid-in capital	0	8,553,643	(8,553,643)	0
Retained earnings	0	1,408,115	(1,408,115)	0
TOTAL MEMBERS' EQUITY	\$ 49,664,244	\$ 10,090,152	\$ (10,161,758)	\$ 49,592,638
	<u>\$ 69,385,533</u>	<u>\$ 12,386,235</u>	<u>\$ (12,583,541)</u>	<u>\$ 69,188,227</u>

CONSOLIDATING STATEMENTS OF OPERATIONS

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

For the year ended December 31, 2018

	Highland Telephone Cooperative, Inc.	Highland Holdings, Inc.	Eliminations/ Reclassifications	Total
Operating revenues:				
Local network services revenue	\$ 6,988,810	\$ 0	\$ 0	\$ 6,988,810
Long distance services revenue	8,549	540,471	0	549,020
Network access services revenue	5,914,600	0	0	5,914,600
Broadband revenue	0	7,384,550	(7,384,550)	0
Video revenue	0	2,998,990	(2,998,990)	0
Miscellaneous revenues	5,475,141	257,618	(1,374,453)	4,358,306
Less uncollectible revenue	<u>(61,744)</u>	<u>(77,031)</u>	<u>0</u>	<u>(138,775)</u>
TOTAL OPERATING REVENUES	\$ 18,325,356	\$11,104,598	\$ (11,757,993)	\$ 17,671,961
Operating expenses:				
Plant specific operations expense	\$ 4,951,071	\$ 1,579,736	\$ (1,579,736)	\$ 4,951,071
Plant nonspecific operations expense	2,257,849	113,561	(113,561)	2,257,849
Provision for depreciation	4,537,148	546,726	(504,900)	4,578,974
Customer operations expense	1,748,949	3,630,572	(3,630,572)	1,748,949
Corporate operations expense	3,426,597	2,060,218	(3,477,053)	2,009,762
Operating taxes	<u>410,476</u>	<u>129,181</u>	<u>(129,181)</u>	<u>410,476</u>
TOTAL OPERATING EXPENSES	\$ 17,332,090	\$ 8,059,994	\$ (9,435,003)	\$ 15,957,081
OPERATING INCOME	\$ 993,266	\$ 3,044,604	\$ (2,322,990)	\$ 1,714,880
Other income (expense):				
Interest income	\$ 268,576	\$ 114,228	\$ 0	\$ 382,804
Nonregulated income (loss)	185,998	(2,147,871)	2,322,990	361,117
Income from subsidiaries	863,211	0	(863,211)	0
Income (loss) from investment	<u>(43,852)</u>	<u>0</u>	<u>0</u>	<u>(43,852)</u>
TOTAL OTHER INCOME (EXPENSE)	\$ 1,273,933	\$ (2,033,643)	\$ 1,459,779	\$ 700,069

CONSOLIDATING STATEMENTS OF OPERATIONS (CONT'D)

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

For the year ended December 31, 2018

	Highland Telephone Cooperative, Inc.	Highland Holdings, Inc.	Eliminations/ Reclassifications	Total
Fixed charges:				
Interest on long-term debt	\$ 333,555	\$ 0	\$ 0	\$ 333,555
Interest charged to construction - credit	(7,968)	0	0	(7,968)
Interest on customer deposits	<u>1,297</u>	<u>0</u>	<u>0</u>	<u>1,297</u>
TOTAL FIXED CHARGES	\$ 326,884	\$ 0	\$ 0	\$ 326,884
Taxes on income	<u>\$ 1,319</u>	<u>\$ 147,750</u>	<u>\$ 0</u>	<u>\$ 149,069</u>
NET INCOME	<u>\$ 1,938,996</u>	<u>\$ 863,211</u>	<u>\$ (863,211)</u>	<u>\$ 1,938,996</u>

CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

HIGHLAND TELEPHONE COOPERATIVE, INC. AND SUBSIDIARY

For the year ended December 31, 2018

	Highland Telephone Cooperative, Inc.	Highland Holdings, Inc.	Eliminations/ Reclassifications	Total
Net income	\$ 1,938,996	\$ 863,211	\$ (863,211)	\$ 1,938,996
Other comprehensive income:				
Unrealized loss from securities available for sale	(77,564)	(66,884)	0	(144,448)
Postretirement benefits other than pension:				
Unrecognized gain	645,657	0	0	645,657
Unrecognized past service liability	(130,400)	0	0	(130,400)
COMPREHENSIVE INCOME	<u>\$ 2,376,689</u>	<u>\$ 796,327</u>	<u>\$ (863,211)</u>	<u>\$ 2,309,805</u>

Independent Auditor's Report on Compliance with Aspects of Contractual
Agreements and Regulatory Requirements

Board of Directors
Highland Telephone Cooperative, Inc.
Sunbright, Tennessee

We 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 Highland Telephone Cooperative, Inc., which comprise the balance sheet as of December 31, 2018, and the related statements of operations, comprehensive income, changes in members' equity and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated March 22, 2019. In accordance with *Government Auditing Standards*, we have also issued our report dated March 22, 2019, on our consideration of Highland Telephone Cooperative, Inc.'s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. No reports other than the reports referred to above and our schedule of findings and recommendations related to our audit have been furnished to management.

In connection with our audit, nothing came to our attention that caused us to believe that Highland Telephone Cooperative, Inc. 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*, Sec. 1773.33 and clarified in the RUS policy memorandum dated February 7, 2014, insofar as they relate to accounting matters as enumerated below. However, our audit was not directed primarily toward obtaining knowledge of noncompliance. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding Highland Telephone Cooperative, Inc.'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 our audit, we noted no matters regarding Highland Telephone Cooperative, Inc.'s accounting and records to indicate that Highland Telephone Cooperative, Inc. 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 materials and supplies;

Prepare accurate and timely Financial and Operating Reports;

Obtain written RUS approval to enter into any contract agreement or lease with an affiliate as defined in Sec. 1733.33 (e)(2)(i).

Disclose material related party transactions in the financial statements, in accordance with requirements for related parties in generally accepted accounting principles;

Comply with the requirements for the detailed schedule of investments.

This report is intended solely for the information and use of the board of directors, management, and RUS and supplemental lenders and is not intended to be and should be used by anyone other than these specified parties. However, this report is a matter of public record and its distribution is not limited.

Jotherow, Haite, & Welch, PLLC

Certified Public Accountants
McMinnville, Tennessee
March 22, 2019

Highland Telephone
Cooperative Inc.
Sunbright, Tennessee

Detailed schedule of investments

	<u>Independent Group d/b/a IRIS Networks</u>	<u>Highland Holdings, Inc.</u>
Book value of investments as of 12/31/16	\$ 896,518	\$ 9,103,988
Additional investments as of 12/31/17	0	0
Undistributed earnings as of 12/31/17	<u>44,431</u>	<u>194,559</u>
Book value of investments as of 12/31/17	\$ 940,949	\$ 9,298,547
Additional investments as of 12/31/18	349,894	0
Undistributed earnings as of 12/31/18	<u>192,449</u>	<u>863,211</u>
Book value of investments as of 12/31/18	<u><u>\$ 1,483,292</u></u>	<u><u>\$ 10,161,758</u></u>

To the Board of Directors of
Highland Telephone
Cooperative, Inc.
Sunbright, Tennessee

We have audited the consolidated financial statements of Highland Telephone Cooperative, Inc. for the year ended December 31, 2018, and we will issue our report thereon dated March 22, 2019. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated November 29, 2018. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Highland Telephone Cooperative, Inc. are described in Note A to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2018. We noted no transactions entered into by the Company during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements were:

Management's estimate of the allowance for doubtful accounts is based on historical sales, historical loss levels, and an analysis of the collectability of the individual accounts.

Management's estimate of the deferred tax asset and liability encompass the temporary differences in tax reporting and financial statement presentation based on future expected financial trends of the Company.

Management's estimate of the accrued postretirement benefits is based on the actuarial findings of an independent actuary for the cost of medical benefits for current and future associate retirees.

We evaluated the key factors and assumptions used to develop the above described accounting estimates in determining that they are reasonable in relation to the financial statements taken as a whole.

The financial statements disclosures are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements as a whole.

Disagreements with management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated March 22, 2019.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Company's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Company's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with U.S. generally accepted accounting principles, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

This information is intended solely for the use of the Board of Directors and management of Highland Telephone Cooperative, Inc. and is not intended to be and should not be used by anyone other than these specified parties.

Sincerely,

Sotheron, Paile, & Welch, PLLC

Certified Public Accountants
McMinnville, Tennessee
March 25, 2019

Board of Directors
Highland Telephone Cooperative, Inc.
Sunbright, Tennessee

We 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 Highland Telephone Cooperative, Inc. as of and for the year ended December 31, 2018, and the related notes to the financial statements, and have issued our report thereon dated March 22, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Highland Telephone Cooperative, Inc.'s internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Highland Telephone Cooperative, Inc.'s internal control. Accordingly, we do not express an opinion on the effectiveness of Highland Telephone Cooperative, Inc.'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 combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

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

Board of Directors
Highland Telephone Cooperative, Inc.
Sunbright, Tennessee
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Compliance and Other Matters

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

Purpose of this report

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

Sotheron, Spate, & Welch, PLLC

Certified Public Accountants
McMinnville, Tennessee
March 22, 2019