



# Municipal Market Disclosure Information Cover Sheet

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**This Filing Applies to:**

1. The Metropolitan Government of Nashville and Davidson County (Tennessee), District Energy System Revenue and Tax Refunding Bonds, Series 2012A, \$47,450,000, Dated: August 15, 2012  
592112KS4, 592112KT2, 592112KU9, 592112KV7, 592112KW5, 592112KX3, 592112KY1,  
592112KZ8, 592112LA2, 592112LB0, 592112LC8

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**TYPE OF FILING:**

If information is also available on the Internet, give URL: [www.dacbond.com](http://www.dacbond.com)

**WHAT TYPE OF INFORMATION ARE YOU PROVIDING? (Check all that apply)****Financial / Operating Data Disclosures****Rule 15c2-12 Disclosure**

Annual Financial Information & Operating Data (Rule 15c2-12)

2022 Operating Data – Energy

Audited Financial Statements or ACFR (Rule 15c2-12)

Failure to provide as required

**Additional / Voluntary Disclosure**

Quarterly / Monthly Financial Information

Change in Fiscal Year / Timing of Annual Disclosure

Change in Accounting Standard

Interim / Additional Financial Information / Operating Data

Budget

Investment / Debt / Financial Policy

Information Provided to Rating Agency, Credit / Liquidity Provider or Other Third Party

- Consultant Reports
- Other Financial / Operating Data

### **Event Filing**

#### **Rule 15c2-12 Disclosure**

- Principal / Interest Payment Delinquency
- Non-payment Related Default
- Unscheduled Draw on Debt Service Reserve Reflecting Financial Difficulties
- Unscheduled Draw on Credit Enhancement Reflecting Financial Difficulties
- Substitution of Credit or Liquidity Provider, or Its Failure to Perform
- Adverse Tax Opinion or Event Affecting the Tax-exempt Status of the Security
- Modification to the Rights of Security Holders
- Bond Call
- Defeasance
- Release, Substitution or Sale of Property Securing Repayment of the Security
- Rating Change
- Tender Offer / Secondary Market Purchases
- Merger / Consolidation / Acquisition and Sale of All or Substantially All Assets
- Bankruptcy, insolvency, receivership or similar event
- Successor, Additional or Change in Trustee
- Failure to Provide Event Filing Information as Required
- Financial Obligation - Incurrence and Agreement
- Financial Obligation - Event Reflecting Financial Difficulties

#### **Additional / Voluntary Disclosure**

- Amendment to Continuing Disclosure Undertaking
- Change in Obligated Person
- Notice to Investor Pursuant to Bond Documents
- Communication From the Internal Revenue Service
- Bid For Auction Rate or Other Securities
- Capital or Other Financing Plan
- Litigation / Enforcement Action
- Change of Tender Agent, Remarketing Agent or Other On-going Party
- Derivative or Other Similar Transaction
- Other Event-based Disclosures

#### **Asset-Backed Securities Filing**

#### **Additional / Voluntary Disclosure**

- Initial Asset-Backed Securities Disclosure (SEC Rule 15Ga-1(c)(1))
- Quarterly Asset-Backed Securities Disclosure (SEC Rule 15Ga-1(c)(2)(i))
- Annual Asset-Backed Securities Disclosure (SEC Rule 15Ga-1(c)(2)(ii))
- Other Asset-Backed Securities Disclosure (e.g. notice of termination of duty to file reports pursuant to SEC Rule 15Ga-1(c)(3))

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Updated by  
Thermal Engineering Group, Inc.

# Metro Nashville District Energy System

Revenue and Tax Refunding Bonds, Series 2012A \$47,450,000

15c2-12 Continuing Disclosure Update

Please refer to [www.nashville.gov/des](http://www.nashville.gov/des) for further information regarding the District Energy System (DES).

## THE SYSTEM AND ITS OPERATIONS

### Overview

The District Energy System is a district heating and cooling system that provides steam and chilled water to the downtown metropolitan Nashville area for the purpose of general heating and air conditioning. The Metropolitan Government of Nashville and Davidson County is the owner of the district system, the Energy Generating Facility (EGF) and the site on which the EGF is located. The ownership of a portion of the Energy Distribution System was transferred from the State to the Metropolitan Government in 2004.

Primary components of the System include (i) the steam production subsystem consisting of four 65,000 PPH forced draft, pressurized, dual-fuel boilers and a duplex soft water system; (ii) the chilled water subsystem comprised of nine 2,600-ton electrical drive chillers, 18 single-cell, induced draft cooling towers and 6 chilled water and 5 condenser water pump/motor sets; (iii) a 69/13.8 KV supply substation and two 69/13.8 KV transformers; and (iv) more than 24,000 trench/tunnel feet of underground energy distribution piping.

### Production and Sale of Energy

#### *Sale of Energy Generated by the System*

Historical Capacity and Sales: Under existing Customer Contracts between the Customers and the Metropolitan Government, the System provides steam and chilled water services to a total of 42 buildings in downtown Nashville, consisting of 19 privately owned buildings, 13 State owned buildings and 10 Metro-owned buildings. The actual sales, on average, over the previous three fiscal years indicates that the Private Customers, the State, and the Metropolitan Government customers accounted for approximately 26.2%, 32.3% and 41.5%, respectively of the actual steam sales and 34.0%, 23.0% and 43.0% respectively of the actual chilled water sales. Below is a six-year summary of total historic steam and chilled water sales for the System:

#### **Historical Sales - Fiscal Years Ended June 30**

Sales	FY17	FY18	FY19	FY20	FY21	FY22
Steam (1,000 lbs)	321,620	366,928	382,077	346,227	326,332	335,021
Chilled Water (1,000 tonhrs)	64,116	59,914	61,977	56,839	51,537	63,259

System Capacity and Sales: The Energy Generating Facility has been designed to produce a total installed capacity of 260,000 PPH of 150 PSIG saturated steam and 23,400 tons per hour of 42°F chilled water. Assuming one boiler and one chiller off-line with chilled water and steam services based on historical peak demands, the diversity factors are 66.5% and 74.6% respectively. Recognizing both parasitic loads and line losses, the Metropolitan Government has an estimated remaining diversified contract sales capacity of 2,429 tons for chilled water and 24,622 PPH for steam. Historically, customer's contract for demand is an amount greater than experienced and, when compared to their peak demand this difference is considered the Contract Diversity. The following table sets forth the current total capacities of steam and chilled water contracted for by the Customers pursuant to the Customer Contracts:

Customer Commitments	Committed Capacity		Percentage of Total Available Capacity	
	Steam (pph)	Chilled Water (tons)	Steam (-)	Chilled Wtr (-)
<b>Commercial Customers</b>				
Parkway Towers	4,500	550	2.70%	2.72%
Bobby Hotel	1,850	190	1.11%	0.94%
Fairlane Hotel	1,995	192	1.20%	0.95%
Sheraton Hotel	12,660	950	7.61%	4.70%
Hermitage Hotel	7,000	400	4.21%	1.98%
501 Union Association	2,500	175	1.50%	0.87%
Fifth Third Financial	-	1,043	0.00%	5.16%
Renaissance Hotel	21,104	1,300	12.68%	6.44%
CitySpace Office Tower	-	255	0.00%	1.26%
St. Mary of the Seven	315	27	0.19%	0.13%
Nashville City Center	-	850	0.00%	4.21%
Wildhorse Saloon	1,600	210	0.96%	1.04%
<u>Ryman Auditorium</u>	<u>1,450</u>	<u>230</u>	<u>0.87%</u>	<u>1.14%</u>
<b>Total Commercial</b>	<b>54,974</b>	<b>6,372</b>	<b>33.03%</b>	<b>31.54%</b>
<b>State of Tennessee</b>				
Andrew Jackson	60,403	1,425	36.29%	7.05%
Cordell Hull	( 1 )	498	( 1 )	2.47%
John Sevier	( 1 )	404	( 1 )	2.00%
War Memorial	( 1 )	704	( 1 )	3.49%
Library & Archives	( 1 )	156	( 1 )	0.77%
Supreme Court	( 1 )	78	( 1 )	0.39%
State Capitol	( 1 )	222	( 1 )	1.10%
James K Polk	14,560	1,309	8.75%	6.48%
Citizen's Plaza	7,350	788	4.42%	3.90%
Tennessee Tower	12,165	1,760	7.31%	8.71%
Tennessee State University	5,405	-	3.25%	0.00%
Legislative Plaza	( 1 )	( 2 )	( 1 )	( 2 )
Rachel Jackson	( 1 )	( 1 )	( 1 )	( 1 )
<b>Total State (3)</b>	<b>99,883</b>	<b>7,344</b>	<b>60.01%</b>	<b>36.36%</b>
<b>Metropolitan Government</b>				
A. A. Birch/Ben West	13,800	1,050	8.29%	5.20%
Metro Courthouse	7,000	466	4.21%	2.31%
Municipal Auditorium	4,500	600	2.70%	2.97%
Criminal Justice Center	13,210	585	7.94%	2.90%
Bridgestone Arena	15,269	2,500	9.17%	12.38%
Nissan Stadium	-	1,500	0.00%	7.43%
Hume Fogg School	3,000	300	1.80%	1.49%
Nashville Public Library	8,374	700	5.03%	3.47%
Music City Center	47,500	5,820	28.54%	28.81%
<b>Total Metro</b>	<b>112,653</b>	<b>13,521</b>	<b>67.69%</b>	<b>66.94%</b>
<b>Additional Customers</b>				
4th and Church Building	6,606	660	3.97%	3.27%
Schermerhorn Hall	4,200	500	2.52%	2.48%
Viridian Tower	-	512	0.00%	2.53%
Nashville Hyatt Place	6,300	250	3.79%	1.24%
5th + Broadway (601 Commerce)	-	1,200	0.00%	5.94%
Hyatt Centric	-	255	0.00%	1.26%
<b>Total Additional</b>	<b>17,106</b>	<b>3,377</b>	<b>10.28%</b>	<b>16.72%</b>
<b>TOTAL COMMITMENTS</b>	<b>284,616</b>	<b>30,614</b>	<b>171.01%</b>	<b>151.55%</b>
<b>Total Available Sales Capacity</b>	<b>166,433</b>	<b>20,200</b>		
<b>Historic Peak Demand</b>	<b>148,065</b>	<b>18,584</b>		
<b>Sales Diversity Factor</b>	<b>74.60%</b>	<b>66.54%</b>		
<b>Diversified Sales Avail.</b>	<b>24,622</b>	<b>2,429</b>		

Notes:

- (1) Included as part of Andrew Jackson capacity
- (2) Included as part of War Memorial capacity
- (3) Central Services has been demolished; demand for State remains unchanged

## Projected Operating Results; Projected Revenues and Expenses

The following table sets forth the operating results for the past year of operations, and certain base case financial projections developed by Thermal Engineering Group, Inc. (TEG) for the succeeding five (5) years of operation of the System. The base case projections assume sales based on Customer Contracts existing as of the date hereof and not on sales of any remaining available capacity.

### Forecast of Revenues and Expenses Fiscal Years Ended June 30

		FY2022	FY2023	FY2024	FY2025	FY2026	FY2027
		Actual (5)	Budget	Projected (4)	Estimated	Estimated (6)	Estimated
Metro Funding Amount	(1) \$	586,100	\$ 374,300	\$ 384,500	\$ 815,400	\$ 49,700	\$ 582,600
<u>Revenues</u>		<u>\$ 18,469,600</u>	<u>\$ 20,163,600</u>	<u>\$ 21,802,800</u>	<u>\$ 22,014,700</u>	<u>\$ 22,130,900</u>	<u>\$ 22,592,300</u>
Total Operating Revenues	\$	19,055,700	\$ 20,537,900	\$ 22,187,300	\$ 22,830,100	\$ 22,180,600	\$ 23,174,900
Total Operating Expenses	(2) \$	13,961,700	\$ 16,226,600	\$ 17,439,600	\$ 17,486,700	\$ 17,600,100	\$ 17,715,900
Net Revenues	\$	5,094,000	\$ 4,311,300	\$ 4,747,700	\$ 5,343,400	\$ 4,580,500	\$ 5,459,000
Total Debt Service	(3) \$	5,094,000	\$ 4,311,300	\$ 4,747,700	\$ 5,343,400	\$ 4,580,500	\$ 5,459,000

Notes:

- (1) The Metro Funding Amount transferred annually represents the anticipated operational cost shortfall based on the projected revenues and expenses and therefore will be more or less than the amount actually required.
- (2) Operating expenses include transfers made to the EDS Repair and Replacement Fund.
- (3) Debt service amounts have been pro-rated on a 12-month fiscal year basis and are net of any interest earnings and capitalized interest payments. Total debt service includes potential obligations relative to approved capital budgets through FY22.
- (4) Fiscal Year 2024 Budget is under development and will need to be adjusted to recognize true-ups and transfers.
- (5) Fiscal Year 2022 Actual adjusted to include year-end Customer True-Up. Metro Funding Amount includes funds from the Undesignated Fund Balance in FY22.
- (6) Assumes the FOC costs in FY26 is equal to the escalated value of current operating contract for the SO.

Subsequent to the close of the fiscal year, certain estimated operating expenses and costs charged to system customers must be adjusted to reflect actual cost. This Annual Customer True-up is required to determine variances between budget and actual for purposes of customer invoicing. As a result, the Forecast of Revenues and Expenses do not necessarily reflect the audited financial statements.

Based on the experience of TEG, and the information made available to it by way of historical operating data for the Metro Nashville District Energy System, TEG is of the opinion that the revenues projected to be derived from operation of the System are adequate to pay all operating expenses and provide a minimum debt service coverage on the District Energy System Revenue and Tax Refunding Bonds, Series 2012A of at least 1.00 over the term of the debt.