

VECTREN UTILITY HOLDINGS INC
Form 10-Q
August 09, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended June 30, 2013
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the transition period from _____ to _____

Commission file number: 1-16739

VECTREN UTILITY HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

INDIANA
(State or other jurisdiction of incorporation or
organization)

35-2104850
(IRS Employer Identification No.)

One Vectren Square, Evansville, IN 47708
(Address of principal executive offices)
(Zip Code)

812-491-4000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Edgar Filing: VECTREN UTILITY HOLDINGS INC - Form 10-Q

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
 Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock- Without Par Value Class	10 Number of Shares	July 31, 2013 Date
---------------------------------------	------------------------	-----------------------

Access to Information

Vectren Corporation makes available all SEC filings and recent annual reports, including those of its wholly owned subsidiaries, free of charge through its website at www.vectren.com as soon as reasonably practicable after electronically filing or furnishing the reports to the SEC, or by request, directed to Investor Relations at the mailing address, phone number, or email address that follows:

Mailing Address: One Vectren Square Evansville, Indiana 47708	Phone Number: (812) 491-4000	Investor Relations Contact: Robert L. Goocher Treasurer and Vice President, Investor Relations rgoocher@vectren.com
---	---------------------------------	--

Definitions

AFUDC: allowance for funds used during construction	MISO: Midcontinent Independent System Operator (formerly Midwest Independent System Operator)
EPA: Environmental Protection Agency	MMBTU: millions of British thermal units
FAC: Fuel Adjustment Clause	MW: megawatts
FASB: Financial Accounting Standards Board	MWh / GWh: megawatt hours / thousands of megawatt hours (gigawatt hours)
FERC: Federal Energy Regulatory Commission	OCC: Ohio Office of the Consumer Counselor
IDEM: Indiana Department of Environmental Management	OUCC: Indiana Office of the Utility Consumer Counselor
IURC: Indiana Utility Regulatory Commission	PUCO: Public Utilities Commission of Ohio
MCF / BCF: thousands / billions of cubic feet	Throughput: combined gas sales and gas transportation volumes
MDth / MMDth: thousands / millions of dekatherms	XBRL: eXtensible Business Reporting Language

Table of Contents

Item Number		Page Number
	PART I. FINANCIAL INFORMATION	
1	<u>Financial Statements (Unaudited)</u> Vectren Utility Holdings, Inc. and Subsidiary Companies <u>Condensed Consolidated Balance Sheets</u> <u>Condensed Consolidated Statements of Income</u> <u>Condensed Consolidated Statements of Cash Flows</u> <u>Notes to Unaudited Condensed Consolidated Financial Statements</u>	3- 4 5 6 7
2	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	21
3	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	36
4	<u>Controls and Procedures</u>	36
	PART II. OTHER INFORMATION	
1	<u>Legal Proceedings</u>	36
1A	<u>Risk Factors</u>	37
2	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	37
3	<u>Defaults Upon Senior Securities</u>	37
4	<u>Mine Safety Disclosures</u>	37
5	<u>Other Information</u>	37
6	<u>Exhibits</u>	38
	<u>Signatures</u>	39

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited – In millions)

	June 30, 2013	December 31, 2012
ASSETS		
Current Assets		
Cash & cash equivalents	\$3.9	\$13.3
Accounts receivable - less reserves of \$5.8 & \$5.0, respectively	72.9	81.8
Receivables due from other Vectren companies	6.9	—
Accrued unbilled revenues	35.7	93.6
Inventories	91.7	114.0
Recoverable fuel & natural gas costs	18.6	25.3
Prepayments & other current assets	45.8	52.3
Total current assets	275.6	380.3
Utility Plant		
Original cost	5,265.0	5,176.8
Less: accumulated depreciation & amortization	2,104.4	2,057.2
Net utility plant	3,160.6	3,119.6
Investments in unconsolidated affiliates	0.2	0.2
Other investments	33.5	32.6
Nonutility plant - net	142.1	146.9
Goodwill - net	205.0	205.0
Regulatory assets	126.9	126.5
Other assets	29.4	35.7
TOTAL ASSETS	\$3,973.3	\$4,046.8

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

3

VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited – In millions)

	June 30, 2013	December 31, 2012
LIABILITIES & SHAREHOLDER'S EQUITY		
Current Liabilities		
Accounts payable	\$67.1	\$121.0
Accounts payable to affiliated companies	—	29.7
Payables to other Vectren companies	27.6	25.1
Accrued liabilities	122.2	139.3
Short-term borrowings	124.0	116.7
Current maturities of long-term debt	100.0	105.0
Total current liabilities	440.8	536.8
Long-Term Debt - Net of Current Maturities	1,057.8	1,103.4
Deferred Income Taxes & Other Liabilities		
Deferred income taxes	600.4	578.5
Regulatory liabilities	376.4	364.2
Deferred credits & other liabilities	78.0	73.9
Total deferred credits & other liabilities	1,054.7	1,016.6
Commitments & Contingencies (Notes 8 - 10)		
Common Shareholder's Equity		
Common stock (no par value)	784.6	781.6
Retained earnings	635.1	608.4
Total common shareholder's equity	1,419.7	1,390.0
TOTAL LIABILITIES & SHAREHOLDER'S EQUITY	\$3,973.0	\$4,046.8

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

4

VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited – In millions)

	Three Months Ended		Six Months Ended	
	June 30, 2013	2012	June 30, 2013	2012
OPERATING REVENUES				
Gas utility	\$ 138.0	\$ 116.0	\$ 453.9	\$ 408.3
Electric utility	154.7	149.3	304.2	288.7
Other	0.1	0.5	0.2	0.9
Total operating revenues	292.8	265.8	758.3	697.9
OPERATING EXPENSES				
Cost of gas sold	50.7	31.8	207.9	168.9
Cost of fuel & purchased power	53.9	47.0	104.1	91.7
Other operating	76.1	77.8	162.9	157.7
Depreciation & amortization	48.7	47.8	97.1	96.4
Taxes other than income taxes	12.2	11.6	29.7	27.5
Total operating expenses	241.6	216.0	601.7	542.2
OPERATING INCOME	51.2	49.8	156.6	155.7
Other income - net	3.0	0.7	4.8	2.9
Interest expense	15.7	18.0	33.6	35.7
INCOME BEFORE INCOME TAXES	38.5	32.5	127.8	122.9
Income taxes	14.3	12.4	48.5	46.8
NET INCOME	\$ 24.2	\$ 20.1	\$ 79.3	\$ 76.1

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

5

VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Unaudited – In millions)

	Six Months Ended	
	June 30,	
	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$79.3	\$76.1
Adjustments to reconcile net income to cash from operating activities:		
Depreciation & amortization	97.1	96.4
Deferred income taxes & investment tax credits	16.5	21.9
Expense portion of pension & postretirement periodic benefit cost	2.7	2.5
Provision for uncollectible accounts	3.9	3.9
Other non-cash expense - net	2.9	4.7
Changes in working capital accounts:		
Accounts receivable & accrued unbilled revenue	56.1	90.7
Inventories	22.3	3.2
Recoverable/refundable fuel & natural gas costs	6.7	2.8
Prepayments & other current assets	6.7	29.6
Accounts payable, including to Vectren companies & affiliated companies	(88.0)	(67.2)
Accrued liabilities	(6.4)	(2.8)
Changes in noncurrent assets	(0.6)	0.2
Changes in noncurrent liabilities	(2.1)	(13.0)
Net cash provided by operating activities	197.1	249.0
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from:		
Long-term debt - net of issuance costs	122.3	99.5
Additional capital contribution	3.0	3.5
Requirements for:		
Dividends to parent	(52.6)	(50.5)
Retirement of long-term debt	(175.7)	—
Other financing activities	—	—
Net change in short-term borrowings	7.3	(181.3)
Net cash used in financing activities	(95.7)	(128.8)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from other investing activities	0.1	2.2
Requirements for:		
Capital expenditures, excluding AFUDC equity	(110.9)	(124.1)
Other investments	—	(0.2)
Net cash used in investing activities	(110.8)	(122.1)
Net change in cash & cash equivalents	(9.4)	(1.9)
Cash & cash equivalents at beginning of period	13.3	6.0
Cash & cash equivalents at end of period	\$3.9	\$4.1

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

6

VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. Organization and Nature of Operations

Vectren Utility Holdings, Inc. (the Company or Utility Holdings), an Indiana corporation, was formed on March 31, 2000 to serve as the intermediate holding company for Vectren Corporation's (Vectren) three operating public utilities: Indiana Gas Company, Inc. (Indiana Gas or Vectren North), Southern Indiana Gas and Electric Company (SIGECO or Vectren South), and Vectren Energy Delivery of Ohio, Inc. (VEDO). Utility Holdings also has other assets that provide information technology and other services to the three utilities. Vectren, an Indiana corporation, is an energy holding company headquartered in Evansville, Indiana and was organized on June 10, 1999. Both Vectren and Utility Holdings are holding companies as defined by the Energy Policy Act of 2005 (Energy Act).

Indiana Gas provides energy delivery services to approximately 573,000 natural gas customers located in central and southern Indiana. SIGECO provides energy delivery services to approximately 142,000 electric customers and approximately 110,000 gas customers located near Evansville in southwestern Indiana. SIGECO also owns and operates electric generation assets to serve its electric customers and optimizes those assets in the wholesale power market. Indiana Gas and SIGECO generally do business as Vectren Energy Delivery of Indiana. VEDO provides energy delivery services to approximately 313,000 natural gas customers located near Dayton in west central Ohio.

2. Basis of Presentation

The interim condensed consolidated financial statements included in this report have been prepared by the Company, without audit, as provided in the rules and regulations of the Securities and Exchange Commission and include a review of subsequent events through the date the financial statements were issued. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted as provided in such rules and regulations. The information in this report reflects all adjustments which are, in the opinion of management, necessary to fairly state the interim periods presented, inclusive of adjustments that are normal and recurring in nature. These condensed consolidated financial statements and related notes should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended December 31, 2012, filed with the Securities and Exchange Commission on March 1, 2013, on Form 10-K. Because of the seasonal nature of the Company's utility operations, the results shown on a quarterly basis are not necessarily indicative of annual results.

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

3. Subsidiary Guarantor and Consolidating Information

The Company's three operating utility companies, SIGECO, Indiana Gas, and VEDO are guarantors of Utility Holdings' \$350 million in short-term credit facilities, of which approximately \$124 million is outstanding at June 30, 2013, and Utility Holdings' has unsecured senior notes with a par value of \$825 million outstanding at June 30, 2013. The guarantees are full and unconditional and joint and several, and Utility Holdings has no direct subsidiaries other than the subsidiary guarantors. However, Utility Holdings does have operations other than those of the subsidiary guarantors. Pursuant to Item 3-10 of Regulation S-X, disclosure of the results of operations and balance

sheets of the subsidiary guarantors, which are 100 percent owned, separate from the parent company's operations is required. Following are consolidating financial statements including information on the combined operations of the subsidiary guarantors separate from the other operations of the parent company. Pursuant to a tax sharing agreement, consolidating tax effects, which are calculated on a separate return basis, are reflected at the parent level.

Condensed Consolidating Balance Sheet as of June 30, 2013 (in millions):

ASSETS	Subsidiary Guarantors	Parent Company	Eliminations &
--------	--------------------------	-------------------	----------------