SPIRE INC Form 10-Q August 02, 2017 Table of Contents

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

FORM 10-O

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT [X] OF 1934

For the quarterly period ended June 30, 2017

OR

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

[] OF 1934

For the transition period from to

Commission	Name of Registrant, Address of Principal Executive	State of	I.R.S. Employer
File Number	Offices and Telephone Number	Incorporation	Identification Number
1-16681	Spire Inc. 700 Market Street St. Louis, MO 63101 314-342-0500	Missouri	74-2976504
1-1822	Laclede Gas Company 700 Market Street St. Louis, MO 63101 314-342-0500	Missouri	43-0368139
2-38960	Alabama Gas Corporation 2101 6th Avenue North Birmingham, AL 35203 205-326-8100	Alabama	63-0022000

Indicate by check mark whether each 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 report) and (2) has been subject to such filing requirements for the past 90 days.

Spire Inc. Yes [X] No []
Laclede Gas Company Yes [X] No []
Alabama Gas Corporation Yes [X] No []

Indicate by check mark whether each 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).

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

	Large accelerated filer	Accelerated filer	Non-accelerated filer	reporting company	Emerging growth company
Spire Inc.	X				
Laclede Gas Company			X		
Alabama Gas			X		
Corporation		Λ			

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Spire Inc. []
Laclede Gas Company []
Alabama Gas Corporation []

Indicate by check mark whether each registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Spire Inc. Yes [] No [X]
Laclede Gas Company Yes [] No [X]
Alabama Gas Corporation Yes [] No [X]

The number of shares outstanding of each registrant's common stock as of July 31, 2017 was as follows:

Spire Inc.

Common Stock, par value \$1.00 per share

48,262,027

Laclede Gas Company

Common Stock, par value \$1.00 per share (all owned by Spire Inc.)

24,577

Alabama Gas Corporation

Common Stock, par value \$0.01 per share (all owned by Spire Inc.)

1,972,052

Laclede Gas Company and Alabama Gas Corporation meet the conditions set forth in General Instructions H(1)(a) and (b) to Form 10-Q and are therefore filing this Form 10-Q with the reduced disclosure format specified in General Instructions H(2) to Form 10-Q.

This combined Form 10-Q represents separate filings by Spire Inc., Laclede Gas Company and Alabama Gas Corporation. Information contained herein relating to an individual registrant is filed by that registrant on its own behalf. Each registrant makes no representation as to information relating to the other registrants, except that information relating to Laclede Gas Company and Alabama Gas Corporation are also attributed to Spire Inc.

Table of Contents

TABLE OF CONTENTS Page No.

GLOSSARY 2

PART I. FINANCIAL INFORMATION

Item 1 Financial Statements

<u> (Unaudited):</u>

Spire Inc.

Condensed

<u>Consolidated</u>

Statements of 4

<u>Income</u>

Condensed

Consolidated

Statements of 5

Comprehensive

<u>Income</u>

Condensed

Consolidated 6

Balance Sheets

Condensed

Consolidated

Statements of 8

Common

Shareholders'

Equity

Condensed

Consolidated 9

Statements of

Cash Flows

Laclede Gas

Company

Condensed

Statements of 10

<u>Income</u>

Condensed

Statements of

Comprehensive 11

<u>Income</u>

Condensed

Balance Sheets 12

Condensed

Statements of

Common 14

Shareholder's

Equity

Condensed 15

Statements of

Cash Flows	
Alabama Gas	
Corporation	
<u>Condensed</u>	
Statements of	<u>16</u>
<u>Income</u>	
<u>Condensed</u>	<u>17</u>
Balance Sheets	17
<u>Condensed</u>	
Statements of	
<u>Common</u>	<u>19</u>
Shareholder's	
<u>Equity</u>	
Condensed	
Statements of	<u>20</u>
Cash Flows	
Notes to Financial	
Statements	
<u>Note 1.</u>	
Summary of	
Significant	<u>21</u>
Accounting	
<u>Policies</u>	
<u>Note 2.</u>	
Earnings Per	<u>25</u>
Common Share	
Note 3.	
Regulatory	<u> 26</u>
<u>Matters</u>	
<u>Note 4.</u>	
Financing	
<u>Arrangements</u>	<u>29</u>
and Long-term	
<u>Debt</u>	
Note 5. Fair	
Value of	20
Financial Financial	<u>30</u>
<u>Instruments</u>	
Note 6. Fair	
<u>Value</u>	<u>31</u>
<u>Measurements</u>	
<u>Note 7.</u>	
Concentrations	<u>35</u>
of Credit Risk	
Note 8. Pension	
Plans and Other	<u>35</u>
<u>Postretirement</u>	<u>33</u>
Benefits	
<u>Note 9.</u>	<u>38</u>
<u>Information by</u>	
<u>Operating</u>	

	Note 10.	
<u>C</u>	Commitments and Contingencies	<u>41</u>
	gement's Discussion analysis of Financia ition and Results of ations	
Item 3 Quali	titative and tative Disclosures t Market Risk	<u>63</u>
Item 4 Contr	ols and Procedures	<u>64</u>
PART II. OT INFORMAT		
Item 1 Legal	Proceedings	<u>65</u>
Item 2 Equity	gistered Sales of y Securities and of Proceeds	<u>65</u>
Item 6 Exhib	<u>vits</u>	<u>65</u>
SIGNATUR	<u>ES</u>	<u>66</u>
EXHIBIT IN	<u>NDEX</u>	<u>67</u>
1		

Table of Contents

GLOSSARY Alabama Utilities	OF KEY TERMS AND ABBREVIATIONS Alagasco and Mobile Gas, the utilities serving the Alabama region	Laclede Gas	Laclede Gas Company, or Missouri Utilities
Alagasco	Alabama Gas Corporation	MDNR	Missouri Department of Natural Resources
AOCI APSC	Accumulated other comprehensive income or loss Alabama Public Service Commission	MGE MGP	Missouri Gas Energy Manufactured gas plant
ASC	Accounting Standards Codification	Missouri Utilities	Laclede Gas Company (including MGE), the utilities serving the Missouri region
ASU	Accounting Standards Update	MMBtu	Million British thermal units
Bcf	Billion cubic feet	Mobile Ga	as Mobile Gas Service Corporation
BVCP	Brownfields/Voluntary Cleanup Program	MoPSC	Missouri Public Service Commission
CERCLA	Comprehensive Environmental Response, Compensation, and Liability Act of 1980	MSPSC	Mississippi Public Service Commission
CCM	Cost Control Mechanism	NYMEX	New York Mercantile Exchange, Inc.
Degree days	The average of a day's high and low temperature below 65, subtracted from 65, multiplied by the number of days impacted	NYSE	New York Stock Exchange
EnergySouth	EnergySouth, Inc.	O&M	Operation and maintenance expense
EPA	US Environmental Protection Agency	OPC	Missouri Office of the Public Counsel
EPS FASB	Earnings per share Financial Accounting Standards Board	OTCBB PGA	Over-the-Counter Bulletin Board