

PUBLIC SERVICE ENTERPRISE GROUP INC
 Form 10-Q
 May 02, 2019

Table of Contents

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 March 31, 2019
 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	Registrants, State of Incorporation, Address, and Telephone Number	I.R.S. Employer Identification No.
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	PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED (A New Jersey Corporation) 80 Park Plaza Newark, New Jersey 07102 973 430-7000	
001-09120		22-2625848

	PUBLIC SERVICE ELECTRIC AND GAS COMPANY (A New Jersey Corporation) 80 Park Plaza Newark, New Jersey 07102 973 430-7000	
001-00973		22-1212800

	PSEG POWER LLC (A Delaware Limited Liability Company) 80 Park Plaza Newark, New Jersey 07102 973 430-7000	
001-34232		22-3663480

Indicate by check mark whether the registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrants have submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit such files). Yes No

Indicate by check mark whether each 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.

Public Service Enterprise Group Incorporated Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

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Public Service Electric
and Gas Company

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Eme
comp

PSEG Power LLC

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Eme
comp

If any of the registrants is an emerging growth company, indicate by check mark if such 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. "

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

(Cover continued on next page)

Table of Contents

(Cover continued from previous page)

Securities registered pursuant to Section 12(b) of the Act:

Registrant	Title of Each Class	Trading Symbol(s)	Name of Each Exchange On Which Registered
Public Service Enterprise Group Incorporated	Common Stock without par value	PEG	New York Stock Exchange
Public Service Electric and Gas Company	First and Refunding Mortgage Bonds		
	9 1/4% Series CC, due 2021	PEG21	New York Stock Exchange
	8%, due 2037	PEG37D	New York Stock Exchange
	5%, due 2037	PEG37J	New York Stock Exchange
PSEG Power LLC	8 5/8% Senior Notes, due 2031	PEG31	New York Stock Exchange

As of April 16, 2019, Public Service Enterprise Group Incorporated had outstanding 505,430,473 shares of its sole class of Common Stock, without par value.

As of April 16, 2019, Public Service Electric and Gas Company had issued and outstanding 132,450,344 shares of Common Stock, without nominal or par value, all of which were privately held, beneficially and of record by Public Service Enterprise Group Incorporated.

Public Service Electric and Gas Company and PSEG Power LLC are wholly owned subsidiaries of Public Service Enterprise Group Incorporated and meet the conditions set forth in General Instruction H(1) of Form 10-Q. Each is filing its Quarterly Report on Form 10-Q with the reduced disclosure format authorized by General Instruction H.

Table of Contents

	Page
<u>FORWARD-LOOKING STATEMENTS</u>	<u>ii</u>
FILING FORMAT	<u>iii</u>
PART I. FINANCIAL INFORMATION	
Item 1. Financial Statements	
<u>Public Service Enterprise Group Incorporated</u>	<u>1</u>
<u>Public Service Electric and Gas Company</u>	<u>7</u>
<u>PSEG Power LLC</u>	<u>13</u>
Notes to Condensed Consolidated Financial Statements	
<u>Note 1. Organization, Basis of Presentation and Significant Accounting Policies</u>	<u>19</u>
Note 2. Recent Accounting Standards	<u>20</u>
Note 3. Revenues	<u>22</u>
Note 4. Early Plant Retirements	<u>26</u>
Note 5. Variable Interest Entity (VIE)	<u>27</u>
Note 6. Rate Filings	<u>27</u>
Note 7. Leases	<u>27</u>
Note 8. Financing Receivables	<u>31</u>
Note 9. Trust Investments	<u>33</u>
Note 10. Pension and Other Postretirement Benefits (OPEB)	<u>38</u>
Note 11. Commitments and Contingent Liabilities	<u>40</u>
Note 12. Debt and Credit Facilities	<u>47</u>
Note 13. Financial Risk Management Activities	<u>48</u>
Note 14. Fair Value Measurements	<u>52</u>
Note 15. Other Income (Deductions)	<u>58</u>
Note 16. Income Taxes	<u>59</u>
Note 17. Accumulated Other Comprehensive Income (Loss), Net of Tax	<u>60</u>
Note 18. Earnings Per Share (EPS) and Dividends	<u>64</u>
Note 19. Financial Information by Business Segment	<u>65</u>
Note 20. Related-Party Transactions	<u>65</u>
Note 21. Guarantees of Debt	<u>67</u>
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>69</u>
Executive Overview of 2019 and Future Outlook	<u>69</u>
<u>Results of Operations</u>	<u>76</u>
<u>Liquidity and Capital Resources</u>	<u>79</u>
<u>Capital Requirements</u>	<u>81</u>
<u>Accounting Matters</u>	<u>81</u>
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>81</u>
Item 4. <u>Controls and Procedures</u>	<u>82</u>
PART II. OTHER INFORMATION	
Item 1. <u>Legal Proceedings</u>	<u>83</u>
Item 1A. <u>Risk Factors</u>	<u>83</u>
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>83</u>
Item 5. <u>Other Information</u>	<u>83</u>
Item 6. <u>Exhibits</u>	<u>85</u>
<u>Signatures</u>	<u>86</u>

Table of Contents

FORWARD-LOOKING STATEMENTS

Certain of the matters discussed in this report about our and our subsidiaries' future performance, including, without limitation, future revenues, earnings, strategies, prospects, consequences and all other statements that are not purely historical constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those anticipated. Such statements are based on management's beliefs as well as assumptions made by and information currently available to management. When used herein, the words "anticipate," "intend," "estimate," "believe," "expect," "plan," "should," "hypothetical," "potential," "forecast," "project," variations of such words and similar expressions intended to identify forward-looking statements. Factors that may cause actual results to differ are often presented with the forward-looking statements themselves. Other factors that could cause actual results to differ materially from those contemplated in any forward-looking statements made by us herein are discussed in filings we make with the United States Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K and subsequent reports on Form 10-Q and Form 8-K. These factors include, but are not limited to:

- fluctuations in wholesale power and natural gas markets, including the potential impacts on the economic viability of our generation units;
- our ability to obtain adequate fuel supply;
- any inability to manage our energy obligations with available supply;
- PSE&G's proposed investment programs may not be fully approved by regulators and its capital investment may be lower than planned;
- increases in competition in wholesale energy and capacity markets;
- changes in technology related to energy generation, distribution and consumption and customer usage patterns;
- economic downturns;
- third-party credit risk relating to our sale of generation output and purchase of fuel;
- adverse performance of our decommissioning and defined benefit plan trust fund investments and changes in funding requirements;
- changes in state and federal legislation and regulations, and PSE&G's ability to recover costs and earn returns on authorized investments;
- the impact of any future rate proceedings;
- risks associated with our ownership and operation of nuclear facilities, including regulatory risks, such as compliance with the Atomic Energy Act and trade control, environmental and other regulations, as well as financial, environmental and health and safety risks;
- the impact on our New Jersey nuclear plants if such plants are not selected to participate in future Zero Emission Certificate (ZEC) programs or if adverse changes are made to the capacity market construct;
- adverse changes in energy industry laws, policies and regulations, including market structures and transmission planning;
- changes in federal and state environmental regulations and enforcement;
- delays in receipt of, or an inability to receive, necessary licenses and permits;
- adverse outcomes of any legal, regulatory or other proceeding, settlement, investigation or claim applicable to us and/or the energy industry;
- changes in tax laws and regulations;
- the impact of our holding company structure on our ability to meet our corporate funding needs, service debt and pay dividends;
- lack of growth or slower growth in the number of customers or changes in customer demand;
- any inability of Power to meet its commitments under forward sale obligations;
- reliance on transmission facilities that we do not own or control and the impact on our ability to maintain adequate transmission capacity;

Table of Contents

any inability to successfully develop, obtain regulatory approval for, or construct generation, transmission and distribution projects;

any equipment failures, accidents, severe weather events or other incidents that impact our ability to provide safe and reliable service to our customers;

our inability to exercise control over the operations of generation facilities in which we do not maintain a controlling interest;

any inability to recover the carrying amount of our long-lived assets and leveraged leases;

any inability to maintain sufficient liquidity;

any inability to realize anticipated tax benefits or retain tax credits;

challenges associated with recruitment and/or retention of key executives and a qualified workforce;

the impact of our covenants in our debt instruments on our operations; and

the impact of acts of terrorism, cybersecurity attacks or intrusions.

All of the forward-looking statements made in this report are qualified by these cautionary statements and we cannot assure you that the results or developments anticipated by management will be realized or even if realized, will have the expected consequences to, or effects on, us or our business, prospects, financial condition, results of operations or cash flows. Readers are cautioned not to place undue reliance on these forward-looking statements in making any investment decision. Forward-looking statements made in this report apply only as of the date of this report. While we may elect to update forward-looking statements from time to time, we specifically disclaim any obligation to do so, even in light of new information or future events, unless otherwise required by applicable securities laws.

The forward-looking statements contained in this report are intended to qualify for the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

FILING FORMAT

This combined Quarterly Report on Form 10-Q is separately filed by Public Service Enterprise Group Incorporated (PSEG), Public Service Electric and Gas Company (PSE&G) and PSEG Power LLC (Power). Information relating to any individual company is filed by such company on its own behalf. PSE&G and Power are each only responsible for information about itself and its subsidiaries.

Discussions throughout the document refer to PSEG and its direct operating subsidiaries, PSE&G and Power.

Depending on the context of each section, references to “we,” “us,” and “our” relate to PSEG or to the specific company or companies being discussed.

Table of Contents

PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

Millions, except per share data

(Unaudited)

	Three Months Ended March 31,	
	2019	2018
OPERATING REVENUES	\$2,980	\$2,818
OPERATING EXPENSES		
Energy Costs	1,124	952
Operation and Maintenance	756	754
Depreciation and Amortization	314	280
Total Operating Expenses	2,194	1,986
OPERATING INCOME	786	832
Income from Equity Method Investments	2	2
Net Gains (Losses) on Trust Investments	128	(22)