



Philadelphia Gas Works

www.pgworks.com 800 West Montgomery Avenue Philadelphia, PA 19122

Annual Report Fiscal Year Ended August 31, 2012







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Some of the statements contained in this annual report or in the Capital Budget or the Five Year Forecast referenced herein, make reference to certain matters which constitute "forward-looking" statements that involve risks, uncertainties and assumptions. If the risks or uncertainties ever materialize or the assumptions prove incorrect, the results may differ materially from those expressed or implied by such forward-looking statements. Readers of this annual report or the Capital Budget or the Five Year Forecast referenced herein should not place undue reliance on these statements. All statements, other than statements of historical facts, could be deemed to be forward-looking. All opinions, estimates, projections, forecasts and valuations are preliminary and indicative only, and are subject to change without notice.





"In the current low-cost energy environment, PGW can have an effect on economic development, providing cheap energy to current businesses and to attract new employers to the City."



David Seltzer

Chairman, Board of Directors
Philadelphia Facilities Management Corporation

recognize continuing challenges in fulfilling the mission of safe, reliable service. Last year, we continued our ongoing cast iron main replacement program, the single largest component of PGW's \$80 million per year capital program. We maintained our assistance programs for PGW's neediest customers, including 20,000 senior citizens and approximately 85,000 low-income households. Operationally, PGW achieved its fifth consecutive year of positive net income, while maintaining a high level of service on its 3,000-mile gas main network. This is a tribute to the quality of our management and the skill and dedication of our workforce.

Under the Mayor's leadership, the Administration and PFMC are in the midst of undertaking a comprehensive analysis to determine the ownership structure that best suits the needs of the utility, our customers and the City going into the future. PFMC and the City are evaluating the fiscal, operational and customer impacts of potentially selling PGW, and anticipate making a recommendation to City Council by the end of 2013 as to whether and on what terms PGW may be sold. City Council approval would be required for a sale to occur.

In summary, PGW today is financially and operationally sound, but there is still much more that could be done. The PFMC board is committed to ensuring that PGW remains focused on its core mission.

As chairman of the seven-member Philadelphia Facilities Management Corporation (PFMC)—the non-profit corporation that manages PGW—I am pleased to present PGW's annual report for fiscal year 2012.

Over the last several years, natural gas has emerged as the fuel of choice for both businesses and households, due in large measure to the historically low prices resulting from Marcellus Shale and other new sources. Natural gas satisfies many public policy objectives: it is cleaner, cheaper and more efficient than most other energy sources. Natural gas also helps the nation meet its energy independence goals, and is rapidly changing the United States from an energy-importer to an energy-exporter.

Locally, natural gas ties in well with Mayor Michael A. Nutter's Greenworks Philadelphia initiative, which is designed to make Philadelphia America's "greenest" city. And in the current low-cost energy environment, PGW can have an effect on economic development, providing cheap energy to current businesses and attracting new employers to the City.

In this evolving environment, PGW—which celebrated its 176th birthday this past year—continues to successfully provide gas service to its half a million customers. At the same time, we

"Today's customers want to do business with companies that understand them, communicate and deliver service on their terms."



The successes Philadelphia Gas Works (PGW) achieved in FY 2012 speak volumes about its resilience. We made substantial progress toward our corporate goals, launched and completed valuable projects and added another layer to our legacy of safe, reliable natural gas service. Despite challenging national economics, PGW was able to improve its position within a number of areas.

We improved PGW's financial strength by continuing to reduce its debt, while risk mitigation tools, such as Weather Normalization Adjustment (WNA) and Risk-based Collections, brought greater predictability to our revenue stream. This combination of strength and stability has provided the platform for much of our recent success and has allowed us to invest in new market opportunities, new infrastructure and new customer initiatives.

It's why, for instance, despite one of the warmest winters in over a century, we were still able to maintain a collections rate of over 96%, which allowed PGW to maintain adequate cash flow throughout FY 2012, WNA alone contributed over \$45 million to our billings, stabilizing cash flow and further reducing our dependence on short-term borrowing.

In FY 2012, PGW also launched a program designed to provide a more direct focus on customer satisfaction. We recognize that our success depends on turning customer interactions into positive experiences. Today's customers want to do business with companies that understand them, communicate and deliver service on their terms.

Craig E. White

President & Chief Executive Officer Philadelphia Gas Works

Stabilized finances, potential new sources of revenue generation in the City of Philadelphia and enriched customer experiences: it's a powerful mix that we believe will serve us well as the company moves to exploit opportunities that include the emergence of new Natural Gas Vehicles (NGV), Compressed Natural Gas (CNG) markets and an expanding market for Combined Heat and Power plants.

Our improved financial situation also enabled progress on some important internal projects. Those projects include efforts to develop a more mobilized workforce. In FY 2012, PGW upgraded its mobile devices, deploying smartphones across a large portion of the workforce. From Field Operations employees sharing pictures and video from worksites, to communications staff updating the media in real time, this single initiative has had a meaningful impact on the way PGW works.

We also began a complete overhaul of one of our largest district offices. Improved waiting areas, enhanced customer flow, an upgraded physical environment and a more secure work space are all increasing customer satisfaction levels and we plan to replicate our success at other locations.

PGW also expanded its Budget Billing program, which bills residential customers in consistent monthly amounts. The program is open to all PGW residential customers and effectively supports our collections efforts, stabilizes cash flow and assists customers to manage their bills.

Additionally, we expanded our EnergySense energy conservation initiative, improving the way businesses and homes use natural gas, reducing bills for residents and benefiting the bottom-line of businesses.

This is only a flavor of the good work accomplished by PGW during FY 2012, but we believe it presents a well-run, modern enterprise poised for even greater success. I am proud of the work we've done and am excited about the operational, legal, financial and reputation management challenges of next year.

Philadelphia Facilities Management Corporation Board of Directors



David SeltzerPrincipal, Mercator Advisors LLC
Board Chairman
Finance Committee, Audit Committee



Clarence D. Armbrister
President, Girard College
Board Vice Chair
Chair, Audit Committee
Chair, Finance Committee



Suzanne R. Biemiller
First Deputy Chief of Staff, City of Philadelphia
Business Development Committee



Catherine M. Paster
First Deputy Director of Finance, City of Philadelphia
Board Treasurer
Audit Committee
Finance Committee



Gerald T. Davis

Director, Media and Public Relations,
Sunoco, Inc., retired
Board Secretary

Chair, Workforce Development Committee



Maryam Mahdavi, Esquire Assistant General Counsel, Arkema, Inc. Chair, Business Development Committee



Sharmain Matlock-Turner
President and CEO, Urban Affairs Coalition
Workforce Development Committee

Organizational Chart



PGW Leadership

Craig E. White

President & Chief Executive Officer

Douglas A. Moser

Executive Vice President & Acting Chief Operating Officer

Joseph F. Golden, Jr.

Executive Vice President & Acting Chief Financial Officer

Abby L. Pozefsky, Esquire

Chief Administrative Officer & General Counsel

Thomas L. Kuczynski

Senior Vice President, Strategic & Information Services

Douglas I. Oliver

Senior Vice President, Marketing & Corporate Communications

Charles J. Grant

Chief of Staff

Raquel N. Guzmán, Esquire

Vice President, Legal & Associate General Counsel

Steven P. Hershey

Vice President, Regulatory & External Affairs

Michael H. Jones

Vice President, Technical Compliance

Paul A. Mondimore

Vice President, Field Operations

Jo Ann Muniz

Vice President, Supply Chain

William C. Muntzer

Vice President, Human Resources

Daniel P. Murray

Vice President, Customer Affairs

Lorraine S. Webb

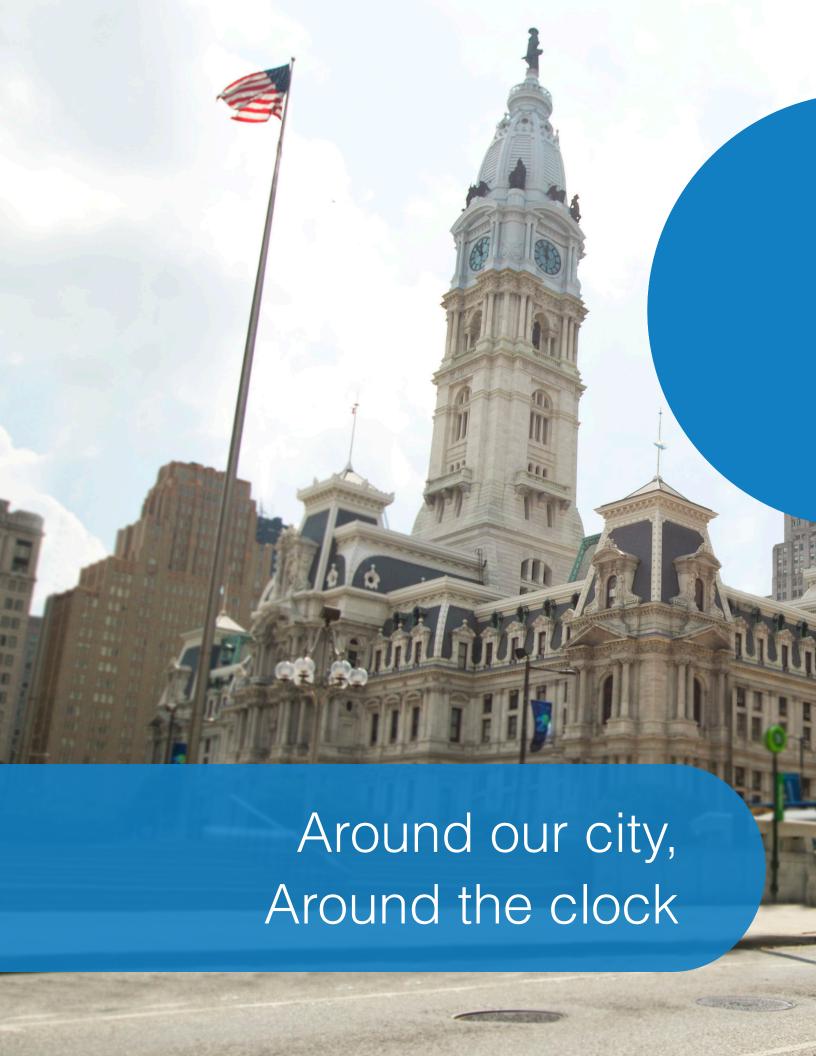
Vice President, Organizational Development

Eloise N. Young

Vice President & Chief Information Officer

John C. Zuk

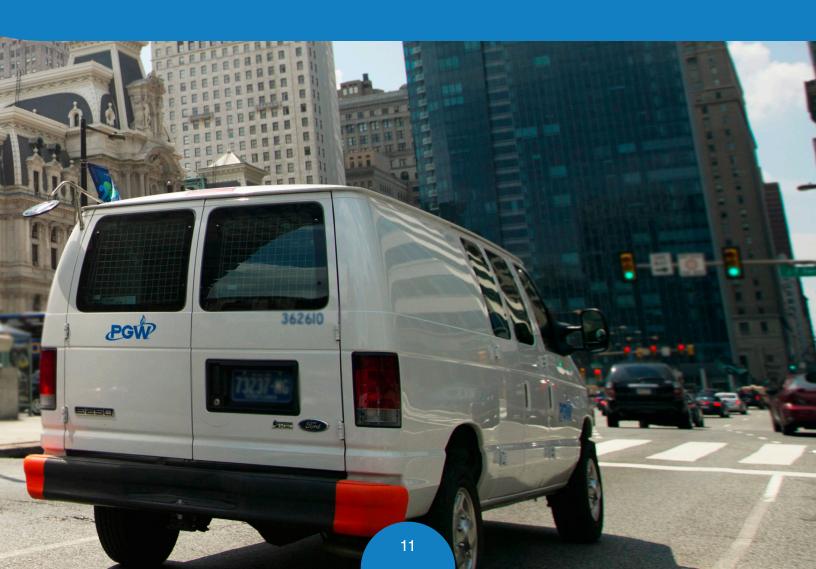
Vice President, Marketing



If you lived, worked or spent any time in Philadelphia, chances are you saw PGW's crews hard at work. Around our city and around the clock, the men and women of Philadelphia Gas Works dedicated themselves to meeting the changing energy needs of the City of Brotherly Love's diverse population during the last year. And whether that work involved the installation of new service lines to local homes and businesses, or sharing information on vital social programs with people at community workshops, one thing was clear: our commitment to our customers has never been stronger.

Indeed, Philadelphia's continuing evolution not only led PGW to launch a new online service so residents can map our projects; we also developed a conservation-focused microsite. Almost 1,000 visitors have used our PGW Worksites map at www.pgworks.com/worksites, to date, and thousands more have visited www.PGWEnergySense.com.

During the same period we also replaced more than 18 miles of cast iron gas mains and managed the safe, uninterrupted delivery of natural gas to approximately half a million customers.





INFRASTRUCTURE AND SAFETY

Our first and ultimate goal is the safe, reliable delivery of natural gas. Throughout FY 2012, each new business and residence added to our customer base, each new technology we adopted and each new challenge we encountered served only to strengthen that commitment to safety. It's why we place such a premium on the constant training and development of our 800 plus Field Operations personnel. In fact, in the past year each member of our Field Operations team received 70 hours of training, on average – far exceeding our goal of 40 training hours per employee per year.

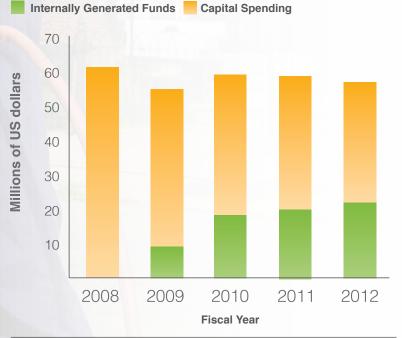
This focus on training is why, along with PGW's enterprise-wide career and professional development initiatives and safety programs, we were able to respond to over 97 percent of all odor detection calls in 60 minutes or less.

In fact, our culture of safety, allied with the provision of essential training, influences everything we do, around our city, around the clock. We provide natural gas service to over 500,000 homes and businesses, and we are committed, supportive neighbors to each of Philadelphia's 1.5 million residents.

Which is why, in FY 2012, on each of the 1.2 million phone calls PGW received, a live member of our staff was available. It's also why all 150,000 customers who visited Customer Service Centers were met with professional service and why local, expert technicians were dispatched promptly for the almost 355,000 field service work requests we received.

Such a performance says two things: PGW understands and appreciates the unique needs of each customer, and we know that we deliver more than natural gas — we deliver warmth, security and peace of mind, around our city, around the clock.

CAPITAL SPENDING



Internally Generated Funds (IGF) are funds that come from the operations of PGW, not borrowing.



CONSERVING ENERGY

Across Philadelphia, people are realizing that good energy makes good sense. Our customers already know that natural gas is the cleanest fossil fuel around, and when you combine that environmental benefit with the other choices people make – from choosing public transportation to buying reusable bottles and bags – it adds up to major change for the City. To encourage more of that change, PGW is providing Philadelphians with the resources, the programs, the incentives and the rebates they need to make the best use of the energy they need.

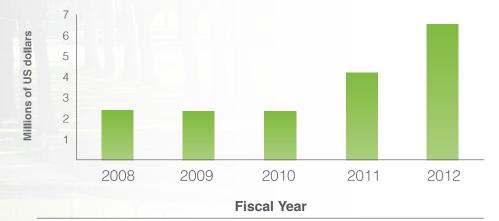
In FY 2012 our EnergySense programs began offering rebates of up to \$2,000 to customers who upgraded to high-efficiency residential boilers and furnaces. PGW also launched www.PGWEnergySense.com, a single site where we bring conservation and energy-efficiency resources, tips and programs together for everyone. Since its launch the site has welcomed nearly 8,000 visitors. In addition, we continue to devote space in issues of the Good Gas News (PGW's newsletter, sent monthly to all our customers) to energy conservation and efficiency topics.

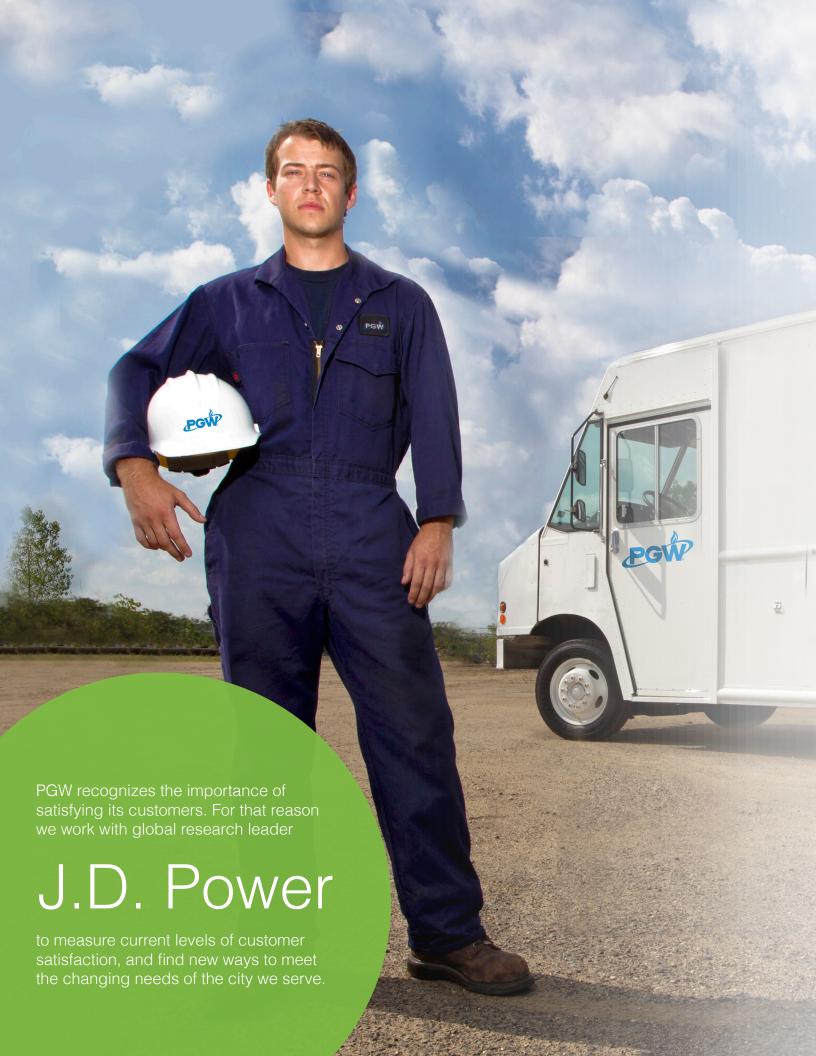
As we know, regular updates and maintenance to natural gas appliances also help to ensure equipment runs more efficiently, and to avoid higher energy bills. In FY 2012, more than 50,000 of PGW's residential customers purchased a Parts & Labor Plan which gave them the peace of mind to know that our local expert technicians would respond if a covered natural gas appliance malfunctioned – without any charges for parts or labor. Of the Parts & Labor Plans sold, over 30,000 accounted for a 'combination plan' that includes house and water heaters.

We also promoted our online Bill Analyzer to encourage better energy use. Bill Analyzer is a free tool which illustrates how and when a customer uses energy at home to potentially control and reduce their consumption and the size of their natural gas bills. In FY 2012, thousands of customers availed themselves of this tool.

Whether it's the almost 100 energy conservation workshops we funded, the 1,300 free weatherization kits we distributed, or approximately 400 customers we converted to natural gas, PGW's commitment to effective stewardship of the fuel we deliver, and to helping our customers save money and reduce hassle at the same time, is unwavering.

ENERGYSENSE CONSERVATION SPENDING





CUSTOMER SATISFACTION

In FY 2012, PGW adopted a new, more concentrated focus on delivering consistent, commendable levels of customer satisfaction. Called the Customer Satisfaction Initiative (CSI), the project set out to ensure that the way we operate as a company – internally and externally – recognizing that satisfying customers is critical to our success. In its first year, CSI delivered an increase in levels of customer satisfaction, as measured by J.D. Power.

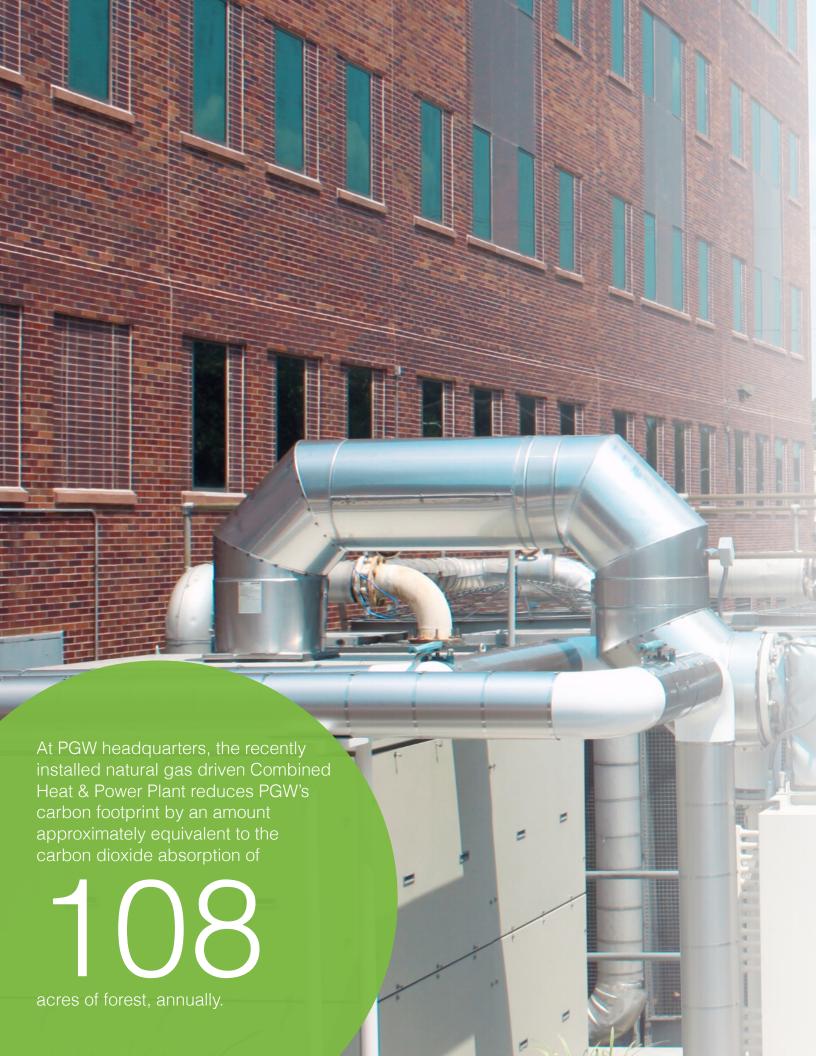
One of the first projects in FY 2012 was the launch of PGW's redesigned bill. Built from customer feedback, we made the monthly bill, which all of our customers receive, easier to read and interpret, more communicative and more useful. Now, customized messages are prominent on the front page, along with a 24-month energy usage chart. We've also made the 'Please Pay' amount clearer and made the overall bill a more effective touchpoint with customers.

At the same time, despite the severe weather incidents of FY 2012, we were able to deliver natural gas to all our customers without interruption – thanks in part to our large capacity tanks at Passyunk and Richmond, where we can store 4.3 billion cubic feet of liquefied natural gas.

That ability to store so much natural gas also allows PGW to buy gas at favorable prices and pass those savings directly to our customers. With many families still struggling in the down economy, any reduction in the Gas Cost Rate (GCR) that we can share is welcome news. When you add these lower gas costs to our Customer Responsibility Program (CRP) for low income households and our Budget Billing Plan which prorates customer bills, it becomes a powerful support package for our customers.

In FY 2012, for instance, CRP supported approximately 80,000 customers while over 40,000 households took advantage of Budget Billing and more than 27,000 senior citizens received a discount. PGW also actively promoted important federal grant programs such as the Low Income Home Energy Assistance Program (LIHEAP) and Crisis. Approximately 64,000 Philadelphians assigned their LIHEAP grant to PGW and 8,400 Crisis grant recipients did the same.

Customer satisfaction is also about how we respond to customer queries, and in FY 2012 PGW's call center was able to meet the needs of the 1.2 million customer calls it received on the first call - 80 percent of the time. Even customers who didn't wish to speak to a customer service specialist got a high level of service; our automated Interactive Voice Response (IVR) phone system was ranked in the Top 20 of IVR platforms amongst North American electric and gas companies in 2012, by e-Source.



GROWING THE BUSINESS

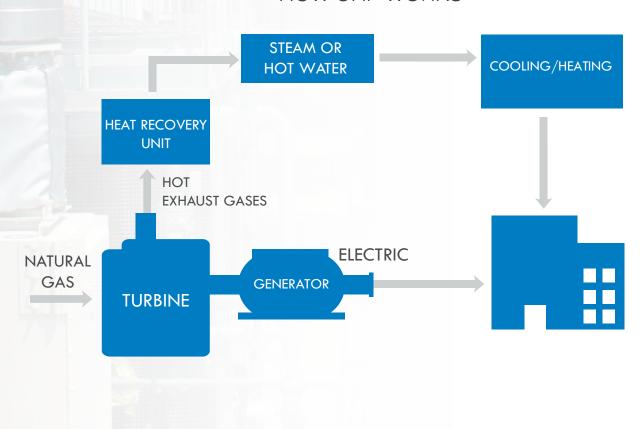
In a vibrant industry, such as ours, standing still is not a recipe for success. At PGW we understand that new market opportunities, new technologies and new ways of working are fundamental to our successful operation. In FY 2012, cutting edge microturbine technology was installed at our own corporate headquarters (shown left). In addition we worked closely with the Philadelphia College of Osteopathic Medicine's (PCOM) energy consultant to build the case for the implementation of two microturbines at its City Avenue location.

Investments in new technologies are essential to capture the opportunities evident in today's energy market and PGW is well positioned to exploit the combination of lower natural gas costs, abundant domestic supply and new more efficient technologies.

The two microturbines allow PCOM to save approximately \$50,000 annually on energy costs. The microturbine serving PGW's main building generates approximately 40 percent of its electricity, delivering annual savings of around \$130,000.

That means as PGW advances its own development it is also advancing the role of natural gas as the efficient, effective, modern and environmentally sound energy of the future. These projects build on the successful technological advancements we previously enabled at The Children's Hospital of Philadelphia, The Franklin Residences and the Four Seasons Hotel Philadelphia.

HOW CHP WORKS









Joseph F. Golden, Jr.

Executive Vice President & Acting Chief Financial Officer Philadelphia Gas Works

This section of Around our city, Around the clock, PGW's annual report for the year ended August 31, 2012 contains financial information prepared in accordance with Generally Accepted Accounting Principles (GAAP).

PGW At-a-Glance provides information on the financial performance of the company. It is not a comprehensive accounting of our operations, but is indicative of the results we have achieved. The information presented here is best understood in the context of the environment in which PGW operates (a more comprehensive analysis of which is available at www.pgworks.com).

The Philadelphia economy is showing progress despite continued fiscal challenges from the changing local demographic and economic landscape. Taking responsible action to support our customers in the face of these challenges is why PGW provides a discount on gas rates for senior citizens and a discounted payment plan with a possible forgiveness of arrearages over a three year time period to low income customers.

The single greatest expense for PGW has always been the cost of natural gas. In FY 2012, PGW's average commodity price of natural gas was \$3.91 per thousand cubic feet (Mcf) – a decrease in price from prior years.

The temperature greatly affects the gas usage of heating customers of PGW. In recent years the temperature in Philadelphia has been warmer than normal, and the associated decrease in demand has lowered operating margins. PGW recognized

the need to stabilize and normalize revenue due to variations in weather from one fiscal year to the next. PGW requested, and was approved for, a Weather Normalization Adjustment clause (WNA) to address fluctuating revenue due to weather conditions by recovering appropriate costs as authorized by the Public Utility Commission (PUC). The WNA is neither a rate increase nor a decrease, but a billing adjustment that stabilizes cash flow and reduces the need for short term borrowing.

PGW's annual capital program continues to support an investment plan to replace existing facilities and to ensure continuing high standards of safety and reliability. This program also supports PGW's efforts to provide for new load additions that help to spread PGW's fixed costs over a larger volume of customer usage, positively impacting customer rates. Lastly, funds are used for investment in systems and technology to improve customer service.

The majority of PGW's annual capital program is dedicated to maintaining the integrity of underground distribution facilities. To this end, PGW implemented an annual program to reduce the inventory of cast iron main by 18 miles a year.

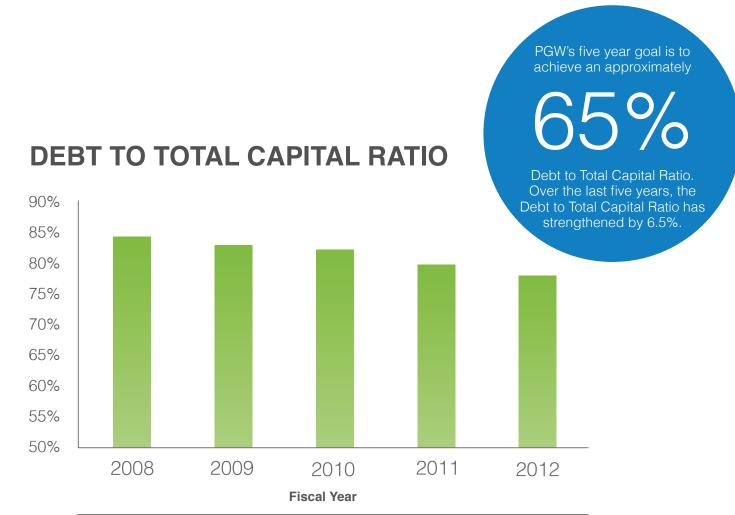
PGW also provides added-value services for our customers, differentiating PGW from other fuel suppliers and promoting valuable solutions to the energy needs of our consumers. In 2012, PGW conducted an oil conversion with the School District of Philadelphia, and completed major steam conversions for The Land Title Building and the Philadelphia Navy Yard. PGW facilitated a fuel cell installation at Urban Outfitters' Navy Yard facility, a first within the City of Philadelphia, producing on-site generation which will reduce energy costs. Lastly, The Philadelphia College of Osteopathic Medicine's Main Campus installed a Combined Heat and Power (CHP) unit increasing gas throughput by 10,000 Mcf while reducing energy costs. PGW strives to be the energy provider of choice for Philadelphia, Around our city, Around the clock.

Selected Financial Information

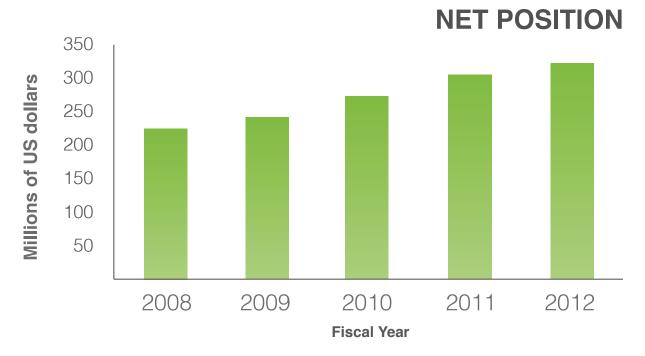
FINANCIAL HIGHLIGHTS

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	2012	2011	2010	2009	2008	
Utility plant, net	\$1,125,650	\$1,111,078	\$1,094,009	\$1,076,467	\$1,062,095	
Restricted investment funds	199,969	236,966	284,813	175,534	219,788	
Total current assets	265,848	325,827	301,570	249,164	341,807	
Other assets and deferred debits	107,209	117,264	120,864	129,682	105,975	
Accumulated fair value of hedging derivatives	34,712	25,360	25,906	1,244	13,790	
Total assets	\$1,733,388	\$1,816,495	\$1,827,162	\$1,632,091	\$1,743,455	
Net position	\$321,500	\$309,740	\$274,435	\$243,619	\$226,408	
Total long-term debt	1,086,502	1,166,992	1,224,987	1,114,488	1,127,163	
Total current liabilities	118,941	141,885	137,766	133,755	292,265	
Other liabilities and deferred credits	206,445	197,878	189,974	140,229	97,619	
Total net position and liabilities	\$1,733,388	\$1,816,495	\$1,827,162	\$1,632,091	\$1,743,455	
Operating revenues	\$644,983	\$766,279	\$759,232	\$929,441	\$849,627	
Operating expenses	550,338	641,640	662,594	845,558	794,246	
Other income (Net)	4,659	4,348	5,301	12,240	15,732	
Interest expense	69,544	75,682	71,123	78,912	68,006	
Net income	\$29,760	\$53,305	\$30,816	\$17,211	\$3,107	
OTHER	0.007	4.005	0.700	4.400	0.740	
Degree days*	3,037	4,005	3,730	4,190	3,746	
Gas sales (billion cubic feet)	38.5	49.0	45.8	49.2	47.3	
Gas sales including Transportation Service (billion cubic feet)	62.9	74.3	69.0	71.8	66.3	
Employee headcount	1,651	1,668	1,682	1,712	1,708	
Customer count	503,000	503,000	502,000	504,000	505,000	

^{*} A 'Degree day' is a method of relating each day's temperature to the demand for energy needed to heat and cool buildings. Degree days are calculated by subtracting the average actual daily temperature from 65 degrees. Each point of difference from 65 is added together to calculate the Degree days.



Source: PGW Audited Financial Statements and PGW Financial Records.



Net Position represents the cumulative net income of PGW.

Our utility plant represents

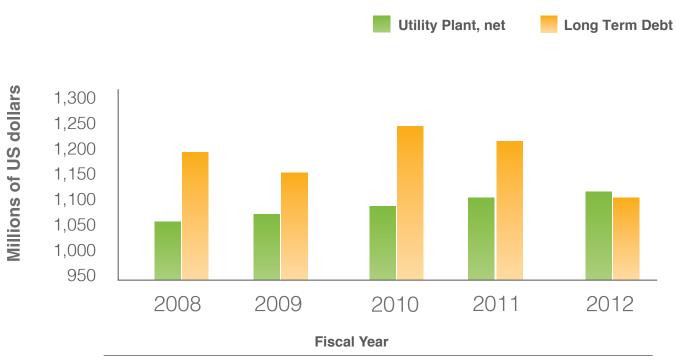
\$1.1 billion

and is approximately 66.3% of our total assets.

Long-term debt has decreased by

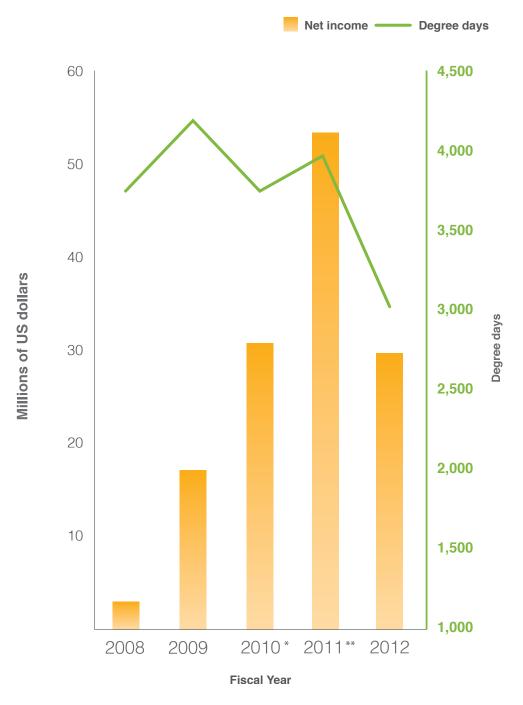
7.2% over the past five years.

UTILITY PLANT/LONG TERM DEBT



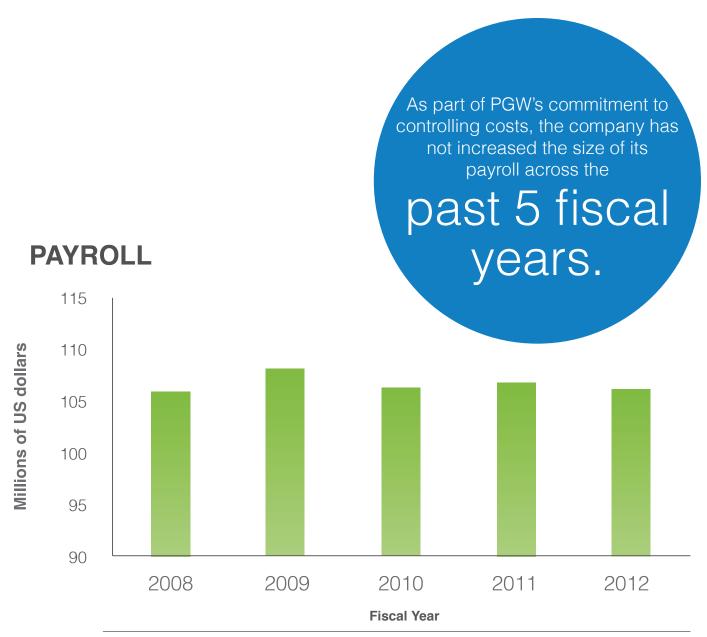
Selected Financial Statistics

NET INCOME/DEGREE DAYS



^{*} Represents full year impact of \$60 million rate increase effective January 1, 2009.

^{**} Reflects full year impact of \$16 million rate increase effective September 1, 2010.



Source: PGW Audited Financial Statements and PGW Financial Records.

PGW BOND RATINGS

	2008	2009	2010	2011	2012
Moody's Investors Service	Baa2	Baa2	Baa2	Baa2	Baa2
Standard & Poor's Ratings Services	BBB-	BBB-	BBB+	BBB+	BBB+
Fitch IBCA	BBB-	BBB-	BBB	BBB	BBB

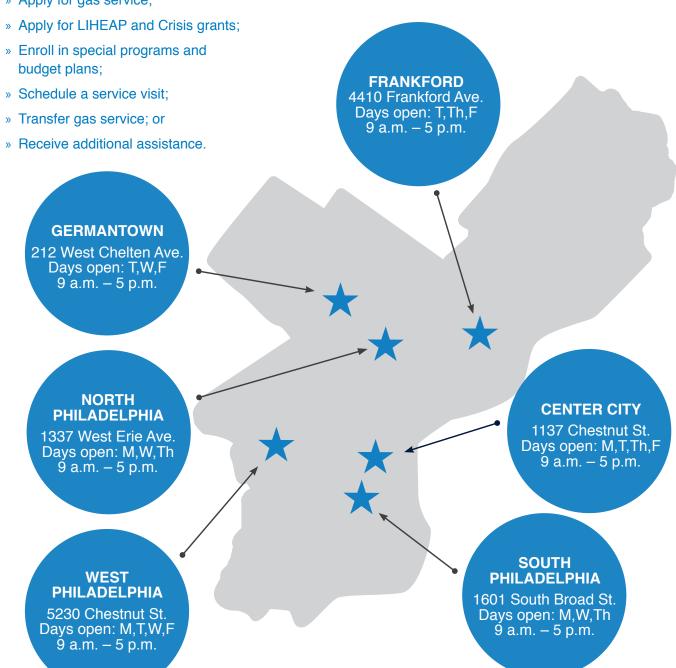
Source: As noted.

Contact Us

CUSTOMER SERVICE CENTERS

Visit a nearby Customer Service Center to:

- » Pay a bill;
- » Apply for gas service;



EMERGENCY HOTLINE: (215) 235-1212

If you smell gas or have an unsafe condition, call immediately, at any time.

CUSTOMER SERVICE Monday - Friday, 8 a.m. to 5 p.m.

If you call regarding your bill, please have your account number ready.

(215) 235-1000 Billing, Special Programs & General Information

(215) 235-2050 Appliance Service & Gas Turn-on

(215) 235-2244 Request a Meter Reading

(215) 235-1777 Payment Assistance: Unable to pay your bill on time? Call us.

(215) 684-6535 Claims

(215) 236-4646 Hearing Impaired Line (TTY)

(215) 235-2175 Información y Servicio en Español

OTHER IMPORTANT NUMBERS

(215) 684-6383 Report the theft of gas 24-hours-a-day, 7-days-a-week. Your call is confidential. Gas theft endangers others.

8-1-1 Call Before You Dig. Contact the 24-hour PA one-call system.

FREQUENTLY USED NUMBERS

(215) 235-1000 Customer Service

(215) 235-1777 Payment Assistance

(215) 787-HEAT (4328) LIHEAP & Crisis Grants

(215) 235-2050 PGW Parts & Labor Plan

(215) 684-6000 EnergySense

(215) 684-6700 Convert to Natural Gas

IN THE COMMUNITY

If you would like PGW to attend your next community event to speak or provide information on energy efficiency, grant programs and/ or customer assistance programs, contact our Community Hotline at (215) 684-6901 or community@pgworks.com.

Founded in 1836, Philadelphia Gas Works (PGW) is owned by the City of Philadelphia and is the largest municipally owned gas utility in the country. It manages a distribution system of approximately 6,000 miles of gas mains and service pipes supplying approximately 500,000 customers. PGW's operations are managed by a non-profit corporation, the Philadelphia Facilities Management Corporation (PFMC). More information about the company is available at www.pgworks.com.

