

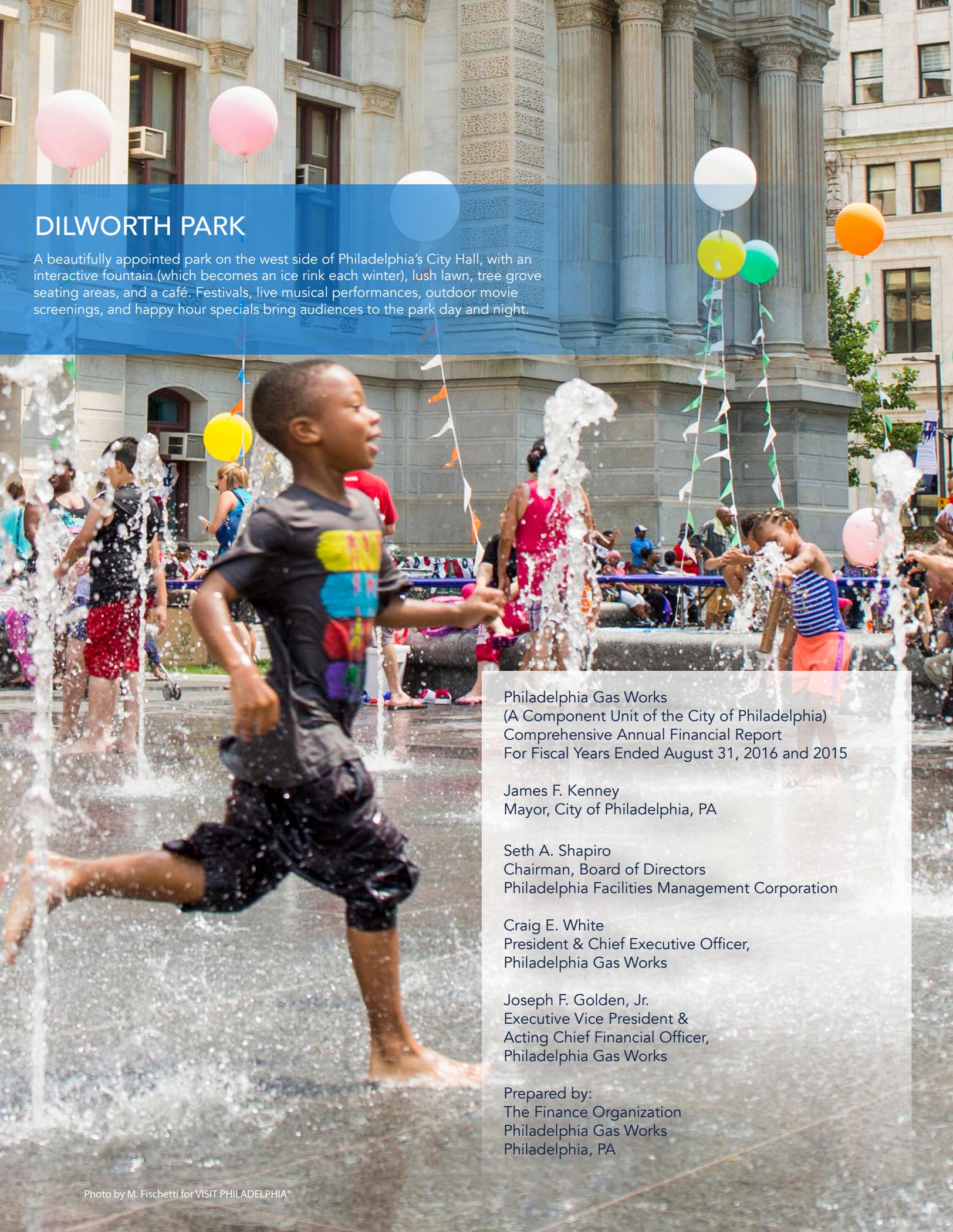
RENEWED ENERGY IN PHILADELPHIA



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

Philadelphia Gas Works
(A Component Unit of the City of Philadelphia)
Comprehensive Annual Financial Report
For Fiscal Years Ended August 31, 2016 and 2015

Photo by C. Smyth for VISIT PHILADELPHIA®



DILWORTH PARK

A beautifully appointed park on the west side of Philadelphia's City Hall, with an interactive fountain (which becomes an ice rink each winter), lush lawn, tree grove seating areas, and a café. Festivals, live musical performances, outdoor movie screenings, and happy hour specials bring audiences to the park day and night.

Philadelphia Gas Works
(A Component Unit of the City of Philadelphia)
Comprehensive Annual Financial Report
For Fiscal Years Ended August 31, 2016 and 2015

James F. Kenney
Mayor, City of Philadelphia, PA

Seth A. Shapiro
Chairman, Board of Directors
Philadelphia Facilities Management Corporation

Craig E. White
President & Chief Executive Officer,
Philadelphia Gas Works

Joseph F. Golden, Jr.
Executive Vice President &
Acting Chief Financial Officer,
Philadelphia Gas Works

Prepared by:
The Finance Organization
Philadelphia Gas Works
Philadelphia, PA

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Table of Contents

	Page
Introductory Section:	
Letter of Transmittal	i
Organizational Chart and Leadership	x
Board of Directors	xi
Certificate for Achievement of Excellence in Financial Reporting	xii
Financial Section:	
Independent Auditors' Report	1
Management's Discussion and Analysis, August 31, 2016 and 2015 (Unaudited)	3
Basic Financial Statements:	
Balance Sheets, August 31, 2016 and 2015	16
Statements of Revenues and Expenses and Changes in Net Position, Years Ended August 31, 2016 and 2015	18
Statements of Cash Flows, Years ended August 31, 2016 and 2015	19
Notes to Basic Financial Statements, August 31, 2016 and 2015	20
Required Supplementary Information:	
Schedule of Changes in Net Pension Liability and Related Ratios (Unaudited)	69
Schedule of Pension Contributions (Unaudited)	70
Schedule of Other Postemployment Benefits Funding Progress (Unaudited)	71
Statistical Section:	
Description of Schedules	72
Financial Trends:	
Balance Sheets, last ten fiscal years	73
Debt to Capital Ratio, Utility Plant vs. Long-term Debt, and Net Position	77
Statements of Revenues and Expenses, last ten fiscal years	78
Operating Revenues, Natural Gas Expense, and Excess (deficiency) of revenues over (under) expense, prior to City Payment	80
Revenue Capacity:	
Average Number of Customers Billed by System, last ten fiscal years	81
Operating Revenues, last ten fiscal years	83
Sales Volumes, last ten fiscal years	85
Gas Cost Rate, last ten fiscal years	87
Debt Capacity:	
Ratios of Outstanding Debt by Type, last ten fiscal years	89
Debt Service through 2040	90
Debt Service Coverage, last ten fiscal years	92
Demographic and Economic Information:	
Principal Employers, 2006 and 2015	94
Demographic and Economic Statistics, last ten calendar years	95
Operating Information:	
Budgeted Full-Time Personnel by Department, last ten fiscal years	96
Operating Indicators, last ten fiscal years	98
Capital Asset Information, last ten calendar years	100
Ten Largest Customers, 2007 and 2016	102



PHILADELPHIA HISTORY MUSEUM

Since 1938, this museum has engaged visitors with extraordinary collections that reflect Philadelphia's rich history and the diversity of its people and their neighborhoods through exhibitions, educational programs and technology which explore the past to better understand the present.

Introductory Section



PHILADELPHIA GAS WORKS

Joseph F. Golden, Jr. • Executive Vice President and Acting Chief Financial Officer

800 West Montgomery Avenue • Philadelphia, PA 19122

Phone: 215-684-6464 • Fax: 215-684-6564

Email: JGolden@pgworks.com

The Chairman and Members of the Philadelphia Facilities Management Corporation
Philadelphia, Pennsylvania:

The Comprehensive Annual Financial Report (CAFR) of the Philadelphia Gas Works (PGW) for the years ended August 31, 2016 and 2015 is hereby submitted. The financial statements were prepared in accordance with Generally Accepted Accounting Principles in the United States of America (U.S. GAAP). Responsibility for both the accuracy of the data and the completeness and fairness of the presentation, including all disclosures, rests with PGW management.

The financial statements were audited by KPMG, a firm of licensed certified public accountants. The annual audit was conducted in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that KPMG plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of PGW's internal control over financial reporting. Accordingly, no such opinion was expressed. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. The audit provides a reasonable basis for KPMG's opinion.

KPMG's opinion states that, the financial statements present fairly, in all material respects, the financial position of PGW as of August 31, 2016 and 2015, and the changes in its financial position and its cash flows for the years then ended, in conformity with U.S. GAAP. Accordingly, an unmodified opinion was rendered. This independent auditor's report is presented as the first component of the financial section of this report.

Management is responsible for establishing and maintaining internal controls designed to protect the assets of PGW from loss, theft or misuse and to ensure that adequate accounting data are compiled to allow for the preparation of financial statements in conformity with U.S. GAAP. The internal controls are subject to periodic evaluation by management in order to determine its adequacy. The concept of reasonable assurance recognizes that: (1) the cost of a control should not exceed the benefits to be derived; and (2) the valuation of costs and benefits requires estimates and judgments by management.

Management has provided a narrative to accompany the basic financial statements. This narrative is known as Management's Discussion and Analysis (MD&A). This letter of transmittal is designed to complement the MD&A and should be read in conjunction with it.

PROFILE OF PHILADELPHIA GAS WORKS

PGW began providing gas service to the City of Philadelphia (the City) in 1836, when the City's first gas lights were turned on along Second Street, between Vine and South Streets. In 1841, PGW came under City ownership. In 1897, the City contracted for PGW to be managed by UGI Corporation (then United Gas Improvement Company). Effective January 1, 1973 the City contracted with Philadelphia Facilities Management Corporation to operate and manage PGW.

Prior to July 1, 2000, PGW was under the regulatory jurisdiction of the Philadelphia Gas Commission (PGC). The PGC had the authority to set PGW's rates and tariffs. The PGC also approved PGW's annual Operating Budget and reviewed PGW's Capital Budget prior to approval by the City Council of Philadelphia (City Council).

Effective July 1, 2000, and pursuant to the passage of the Pennsylvania Natural Gas Choice and Competition Act (the Act), PGW came under the regulatory jurisdiction of the Pennsylvania Public Utility Commission (PUC). Under the PUC's jurisdiction, PGW filed a restructuring plan on July 1, 2002, which among other things, provided for an unbundled tariff permitting customer choice of the commodity supplier by September 1, 2003. Under the Act, the PUC is required to follow the "same ratemaking methodology and requirements" that were previously applicable to the PGC when determining PGW's revenue requirements and approving overall rates and charges. The PGC continues to approve PGW's Operating Budget and review its Capital Budget. PGW's Capital Budget must be approved by City Council.

PGW, as of September 1, 2003, is operating under its Restructuring Compliance Tariff. The Restructuring Compliance Tariff Rates are designed to maintain revenue neutrality and the Tariff Rules and Regulations are designed to comport with the Pennsylvania Public Utility Code.

DISASTER RECOVERY AND BUSINESS CONTINUITY PLANNING

In order to promote coordination and integration of all emergency planning responsibilities, PGW has an emergency management program focused on safety, security, preparedness, disaster recovery, and business continuity. This program offers support for safety and security assessments, incident response, business continuity, and recovery. The program is designed to provide PGW with the necessary tools and expertise to respond and recover quickly to any potential emergency.

One of the responsibilities of the Business Continuity Program is to facilitate the creation of Business Continuity Plans at corporate and departmental levels. Plans are inclusive of associated trainings and exercises. PGW's Business Continuity Plans cover several types of events that would require the immediate and coordinated use of Plan guidelines. The planned scenarios include loss of gas supply to the City, sudden reduction of the workforce, or the loss of access to the corporate campus.

Business Continuity Plans provide organizational structures, roles, responsibilities, and protocols for providing emergency support. Additionally, they designate functional roles in the Incident Command System (ICS) to facilitate responsive and collaborative incident management. Use of ICS for emergency services is required by the United States Department of Homeland Security and Federal Emergency Management Agency as a condition for federal preparedness funding and emergency response reimbursement.

SAFETY AND RELIABILITY

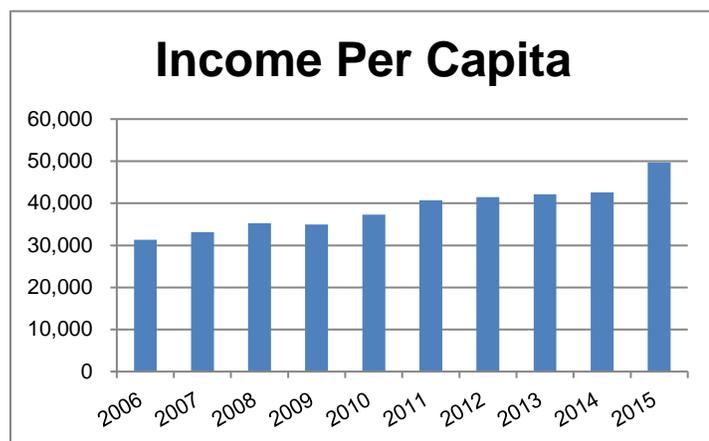
PGW is committed to achieving the highest standards of safety and reliability. For more than 180 years it has successfully fostered and supported a utility-wide culture that puts safety first. As part of PGW's strong commitment to achieving the highest standards of safety and reliability PGW continually allocates the majority of its capital budget towards the replacement of mains and services.

PGW recently completed a new 2,200 square foot Gas Control Center which manages a complex natural gas distribution system. The Gas Control Center gives PGW new tools to be even more effective in providing safe and reliable service.

PGW is committed to being a responsible member of the community and invested in a new Mobile Command Center. Having this command center allows PGW to deploy emergency response teams to projects and incidents quickly and keep them fully equipped for as long as necessary.

THE LOCAL ECONOMY

The local economy is showing progress on several fronts. During the ten-year period between 2006 and 2015 (calendar years) the population of the City grew 3.1% from 1,520,000 to 1,567,000. This growth reverses a trend over the past few decades of declining population. During such period, per capita income grew 58.9% from \$31,288 in 2006 to \$49,701 in 2015. Unemployment numbers have also improved. As of 2015, unemployment stood at 6.9%, slightly higher than the 6.2% level in 2006. However, this represents a 3.9% improvement from the 10.8% unemployment rate recorded in both 2010 and 2011.



PGW CARES ABOUT OUR COMMUNITY

While the local economy has improved, PGW recognizes the challenges faced by its customers and has taken responsible action to assist those customers in need. PGW provides a discount on gas rates for certain senior citizens. There are approximately 16,700 customers receiving

this discount on their current gas bills. PGW also provides a discounted payment structure with a possible forgiveness of arrearages over a three-year time period. This program is offered to low income customers. There were approximately 51,000 customers enrolled in this program at the end of FY 2016.

Another program PGW sponsors is the EnergySense portfolio of energy efficiency programs to help customers conserve gas and save money. Since launching EnergySense in January 2011, PGW has completed over 18,300 projects at a cost of \$34.8 million. Included in the EnergySense portfolio are rebates for the purchase of new high efficiency natural gas equipment for homes and businesses and for home energy efficiency upgrades. PGW also offers grants for energy saving designs and upgrades at new and existing commercial buildings. Over their lifetimes, these projects are estimated to save approximately 9.7 billion British Thermal Units of natural gas and reduce CO₂ emissions by 654,742 short tons.

Additionally, PGW launched its Purchase of Receivable/Consolidated Billing program in February 2016, to support supplier choice in the local market. For program participants, PGW purchases their customers' receivables and sends a commodity payment to suppliers each month. With consolidated billing, customers still receive one utility bill that displays both supplier commodity charges and PGW distribution charges. Three natural gas suppliers are currently participating in the program. Nine more are in the process of entering the market.

PGW is also committed to finding and nurturing the next generation of workers. In FY 2016, PGW was involved in developing the curriculum for the Gas Distribution Pipeline Mechanic Introduction Program at Delaware County Community College. This hands-on program prepares students for entry-level employment installing and maintaining natural gas distribution systems.

PGW also has a college intern program that provides real life working opportunities for full time students enrolled in various colleges and universities in the area. To date, PGW has provided over 200 job opportunities in this program and has provided full time employment to over 25 college interns who were successful participants in the college intern program. PGW actively participates in the Workready/Philadelphia Youth Network Summer High School Intern program. PGW has provided opportunities for over 110 high school students in this program. Through these internship programs, PGW is providing real world work experience for the students and helping to prepare them for their future, and in some cases, providing a starting career.

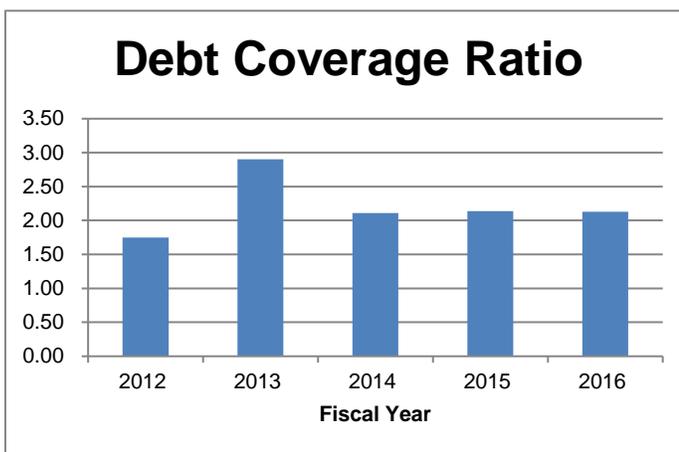
Looking forward, PGW will adopt a 9th Grade class at a nearby high school in FY 2017. PGW employees will mentor students, aiming to inspire them to complete their education and also highlight opportunities at PGW in careers such as science, technology, engineering, and math.

FACTORS AFFECTING FINANCIAL CONDITION

The information presented in this report is best understood in the context of the environment in which PGW operates. A more comprehensive analysis of these factors is available in PGW's Operating Budget and Five-Year Forecast and Capital Budget and Five-Year Forecast. These documents can be obtained online at www.pgworks.com.

For FY 2016, PGW reported net income of \$10.1 million, 49.5% lower than net income reported in FY 2015. The lower net income was primarily the result of the implementation of Governmental Accounting Standards Board Statement No. 68, *Accounting and Financial Reporting for Pensions*, which caused higher pension costs to be recorded on the income statement. These costs were somewhat offset by lower costs associated with uncollectable accounts in FY 2016 as compared to FY 2015. PGW saw further reductions to long-term debt. Going forward, the challenge is to reduce the dependency on heating degree days, while continuing to increase top line revenue and provide positive cash flow. PGW's objective is to increase demand for natural gas by exploring new markets, which produce new revenue streams.

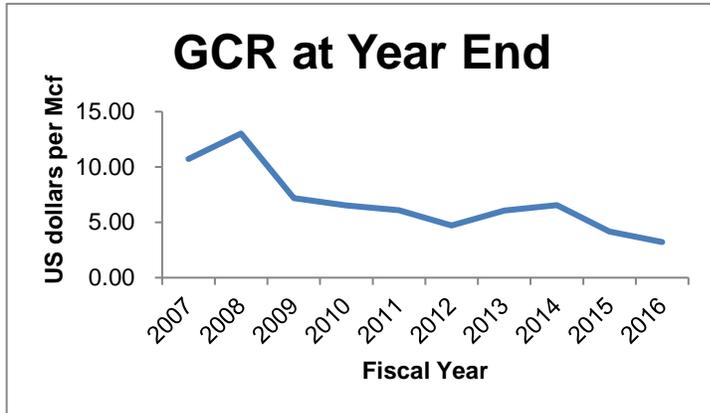
Standard & Poor's Financial Services has upgraded PGW's bond rating to A from A-, citing strengthened fixed coverage and an expectation of additional improvement over the next five years. Moody's Investors Service maintained PGW's bond rating at Baa1 but raised its outlook to positive, citing PGW's strengthened financial position as rationale for the upgrade in outlook. Fitch Ratings maintained PGW's bond rating at BBB+. Upgraded bond ratings and outlooks may potentially lower interest rates on future borrowing.



PGW has created a Capital Projects Commercial Paper Program to take advantage of low short-term borrowing rates. By borrowing at lower interest rates, PGW lowers expenses and ultimately lowers costs for ratepayers. PGW short-term notes may not exceed \$120.0 million outstanding at any time. Notes issued pursuant to the Capital Projects Commercial Paper Program are supported by one of two irrevocable letters of credit.

During FY 2016, the City issued Gas Works Revenue Bonds, Fourteenth Series (1998 General Ordinance) in the amount of \$312.4 million for the purpose of redeeming, refunding, or defeasing certain existing bonds. The bonds have fixed interest rates that range from 2.0% to 5.0% and have maturity dates through 2038. This transaction provided net present value debt service savings of \$38.2 million. The savings as a percentage of the refunded bonds was 10.9%.

The single greatest operating expense for PGW is the cost of natural gas. The rate charged to PGW's customers to recover these costs is called the Gas Cost Rate (GCR). The GCR reflects the increases or decreases in natural gas costs and other costs. These costs represented 31.1% and 44.8% of total operating expenses in FY 2016 and FY 2015, respectively. This GCR mechanism provides the flexibility to rapidly reflect current conditions without the time delay inherent in full base rate alteration. The intent is to achieve an annual balance between the costs incurred for fuel and their pass through to customers.



In FY 2016, the average commodity price of natural gas was \$2.20 per thousand cubic feet (Mcf). This marks a 42.7% decrease in price from the prior fiscal year and is reflected in lower monthly bills to customers. PGW has increased sourcing of natural gas from the lower priced Appalachian Basin which includes the Marcellus shale region. Approximately 50% of PGW's gas supply was purchased

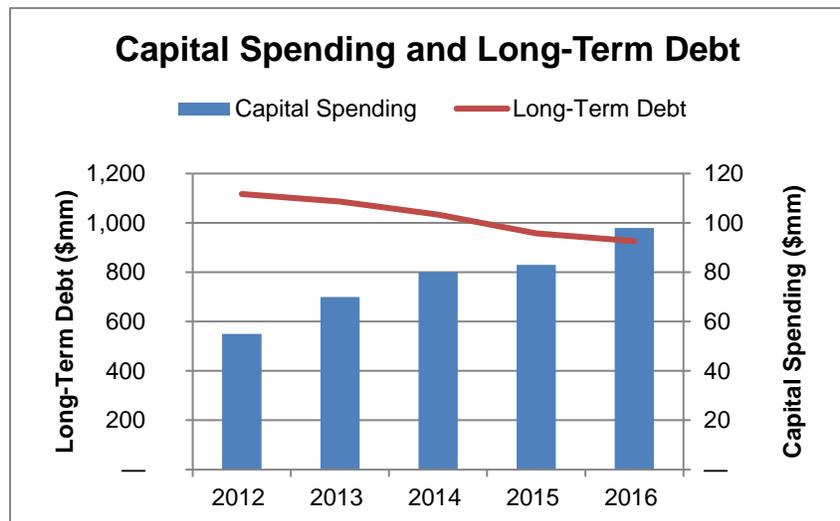
from this region in FY 2016.

The temperature and other weather conditions greatly affect the gas usage of heating customers of PGW. Colder than normal weather conditions results in a greater demand for natural gas and warmer than normal weather conditions results in a lower demand for natural gas. In FY 2016, the temperature in Philadelphia was much warmer (20.8%) than normal resulting in decreased demand for natural gas.

Recognizing the need to stabilize and normalize revenue due to variations in weather from one fiscal year to another fiscal year, PGW requested and received approval from the PUC in 2002 for a Weather Normalization Adjustment Clause (WNA) to address fluctuating revenue due to weather conditions. The purpose of the WNA is to neutralize the impact of weather on PGW's revenues. This allows PGW to achieve the recovery of appropriate costs as authorized by the PUC. The WNA results in neither a rate increase nor a rate decrease, but acts as a billing adjustment. The main benefits of the WNA are the stabilization of cash flow and the need for less short-term borrowing from year to year. The WNA is applied to customer bills rendered during the period of October 1 through May 31 of each year for each billing cycle. During FY 2016, PGW billed its customers \$41.5 million in WNA charges.

LONG-TERM PLANNING

PGW's long-term financial planning is performed on a rolling five-year forward basis. Consistent with PGC regulations, updates to the five-year operating forecast and five-year capital forecast are annually reviewed by the PGC and input from the public is sought and welcomed. PGW's forecasts provide estimates of rate impacts on projected



spending and compliance with debt service coverage and fund balance reserve requirements. PGW's budget is aligned with its long-term strategic goals and objectives, providing funding for operating programs. PGW has identified key initiatives which will increase efficiency and create greater value for ratepayers.

PGW has recently completed an assessment of its properties in order to evaluate PGW's current facility space utilization and develop optimum use. Also evaluated were the current conditions and cost estimates to bring the facilities uniformly up to good condition.

A review of gas infrastructure replacement efforts, particularly those related to the replacement of cast iron mains, including a review and assessment of PGW's efforts to comply with the Distribution Integrity Management Program has recently been completed. The FY 2017 goal is to remove 34.8 miles of cast iron main from service with estimated program spending of \$54.0 million.

UPGRADING PGW INFRASTRUCTURE

PGW's annual capital program primarily supports an infrastructure investment plan to replace existing plant and facilities to ensure that PGW continues to operate its assets at a high standard of safety and reliability. The capital budget also supports PGW's efforts to provide for new load additions that offer economic advantages. This helps to spread PGW's fixed costs over a larger volume of customer usage, thereby positively impacting customer rates. Additionally, funds are requested for investment in systems and technology to improve customer service and the efficiency of its delivery. The vast majority of PGW's capital program is dedicated to maintaining the integrity of underground distribution facilities. As part of PGW's



capital improvement program, PGW is replacing portions of its mains with more state-of-the-art plastic pipe. Based on reports submitted annually by PGW to the US Department of Transportation, PGW experienced an average of 2,849 main leaks permanently repaired per year from FY 2012 through FY 2016. The Philadelphia Office of Sustainability currently includes the methane released during PGW's main leaks in the City's carbon budget. On February 14, 2012,

Act 11 was signed into law, providing Pennsylvania utility companies with a supplemental recovery mechanism (a Distribution System Improvement Charge, or DSIC) for costs related to incremental/accelerated distribution system repair, improvement and replacement. Act 11 permits gas utilities to recover from customers 5.0% of their non-gas revenues via the recovery mechanism. In order for a utility company to establish such a recovery mechanism, it must submit, along with other requirements, a Long-Term Infrastructure Improvement Plan (LTIIP) and a DSIC petition to the PUC for review and approval. Accordingly, PGW submitted its LTIIP in December 2012, and filed its DSIC petition in January 2013. The PUC approved PGW's DSIC

petition with an effective date of June 1, 2013 and PGW implemented the DSIC surcharge on July 1, 2013. This mechanism allows PGW to increase its main replacement program by up to \$22.0 million per year without incurring long-term debt. Actual DSIC billings were \$22.6 million and \$14.0 million in FY 2016 and FY 2015, respectively. In September 2015, the PUC approved an increase in the DSIC rate to 7.5% that will allow PGW to recover up to \$33.0 million for main replacement. In February 2016 the PUC approved an increase in the DSIC recovery percentage to allow PGW to recover an additional \$11.4 million over two years. The \$11.4 million represents an under-recovery of DSIC related expenditures from prior fiscal years.

PGW continues to utilize internally generated funds (IGF) for capital construction, thereby reducing its dependence on long-term debt financing. Using IGF to pay for capital projects instead of long-term debt has saved PGW approximately \$12.5 million in interest costs over the past five fiscal years.

GREEN INITIATIVES



PGW's Green Initiative Program was established as a way to meet federal, state, and city goals and also to reduce PGW's carbon footprint.

As part of the program, PGW actively promotes Compressed Natural Gas (CNG) technology to its customers, particularly those with fleet operations. The benefits of Natural Gas Vehicles (NGV) include PGW's lower NGV fuel rate and the reduced environmental impact of CNG fuel. PGW also assists its customers with project development by identifying grant opportunities and putting them in touch with other potential resources.

In August 2016, the City received a Congestion Mitigation and Air Quality Improvement grant from the Delaware Valley Regional Planning Commission. The City is using \$2.0 million of grant money to purchase natural gas powered trash trucks for use in collecting municipal trash. These 'near-zero' emission vehicles will have the latest engine technology, reducing harmful nitrogen oxide emissions by 90.0% per truck. The new vehicles will also support PGW's efforts to expand the local gas vehicle market and promote clean natural gas technologies. The vehicles are expected to be placed in service in December 2017.

MARKETING EFFORTS

PGW's Marketing department is focused on natural gas market growth and retention in the City. Natural gas is Philadelphia's clean energy solution and Marketing is dedicated to promoting natural gas as the best value in today's competitive energy market. PGW promotes viable solutions for the energy needs of all its customers.

Large commercial and industrial sales are managed by the Major Accounts sales group, which is responsible for 1.0 billion cubic feet of new natural gas load in FY 2016. Major Accounts is focused on developing new business and promoting energy solutions with operational and

economic advantage for PGW and its customers. Major Accounts actively promotes commercial and industrial customers to convert to natural gas fueled Combined Heat and Power (CHP) applications. Amongst the successful CHP conversion projects during FY 2016 were two hospitals and a senior living community generating a combined 170,000 Mcf in new sales.

Small commercial and residential sales are managed by the Residential and Commercial sales group, which is responsible for approximately 343,000 Mcf of new natural gas load in FY 2016. A highpoint in FY 2016 was a residential project in South Philadelphia which added 8,000 Mcf annually. The project consists of 96 luxury townhomes and features all-gas appliances.



The Marketing team also oversees the advertising and sales of PGW's Parts and Labor Plan (PLP) and residential conversion incentives. PLP serves to protect customers from parts and labor costs associated with the repair of covered equipment. The program generated \$5.9 million in revenue with over 42,500 plans sold in FY 2016. The residential conversion program incentivizes qualified customers to convert their home heaters from an alternative fuel to natural gas fuel. The residential conversion program accounted for 5,600 Mcf in new load for FY 2016.

ACKNOWLEDGEMENTS

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to PGW for its CAFR for the fiscal year ended August 31, 2015. This was the fourth straight year that PGW received this prestigious award. In order to be awarded a Certificate of Achievement, a government must publish a CAFR that satisfies both GAAP and legal requirements. The Certificate of Achievement is valid for a period of one year only. PGW believes our current report continues to conform to the Certificate of Achievement program requirements and is submitting it to the GFOA for consideration for another certificate. This report for FY 2016 is PGW's fifth submission to the program. The preparation of the CAFR on a timely basis was made possible by the dedicated service of the entire staff of the Finance organization as well as various other departments within PGW. Each has my sincere appreciation for their valuable contributions.

Respectfully submitted,

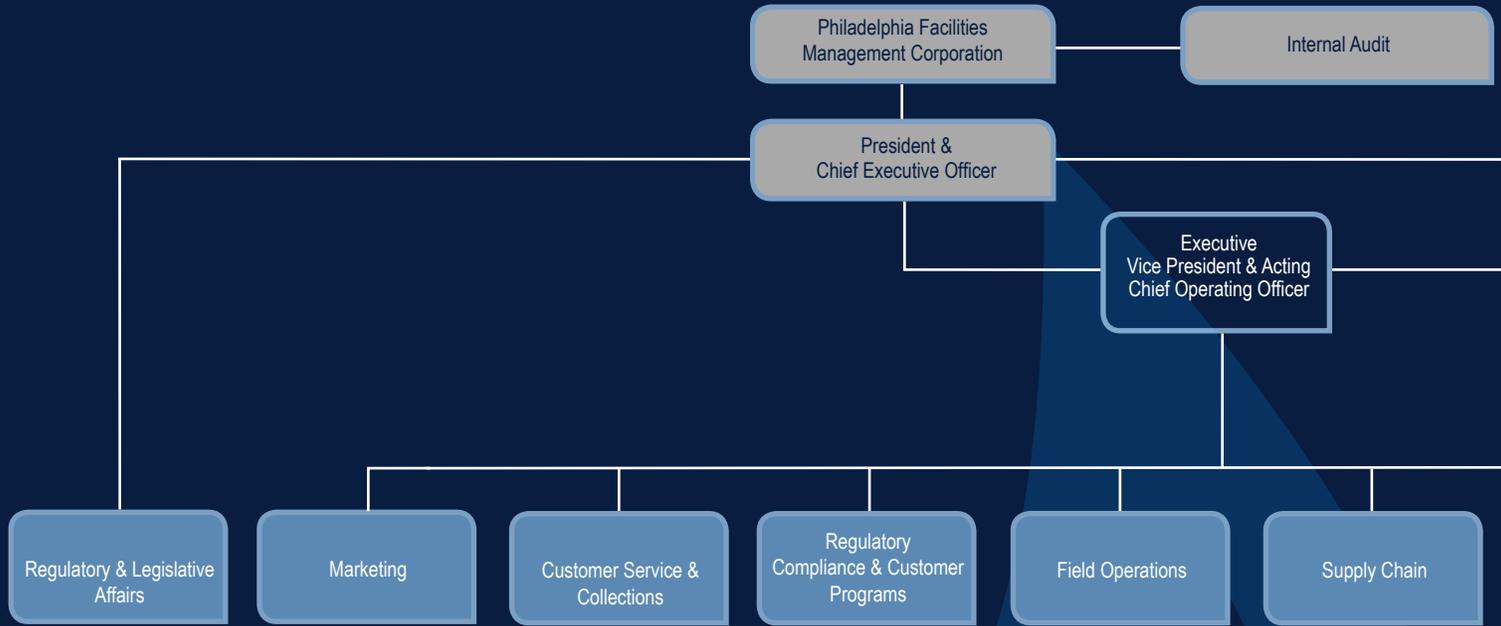
A handwritten signature in black ink that reads "Joseph F. Golden, Jr." The signature is written in a cursive style.

Joseph F. Golden, Jr.

Executive Vice President and Acting Chief Financial Officer

February 23, 2017

PHILADELPHIA GAS WORKS ORGANIZATIONAL CHART



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

Charles J. Grant
Senior Vice President,
Human Resources, Labor, &
Corporate Communications

Raymond M. Snyder
Senior Vice President,
Gas Management

Eloise N. Young
Senior Vice President,
Strategic Planning &
Information Services

Denise Adamucci
Vice President,
Regulatory Compliance &
Customer Programs

Bernard L. Cummings
Vice President,
Customer Service & Collections

William J. Gallagher
Vice President,
Budget & Strategic Development

Raquel N. Guzmán, Esquire
Vice President,
Legal & General Counsel

Michael H. Jones
Vice President,
Technical Compliance

Anthony P. Mauro
Vice President,
Supply Chain

Paul A. Mondimore
Vice President,
Strategic Initiatives
Operations

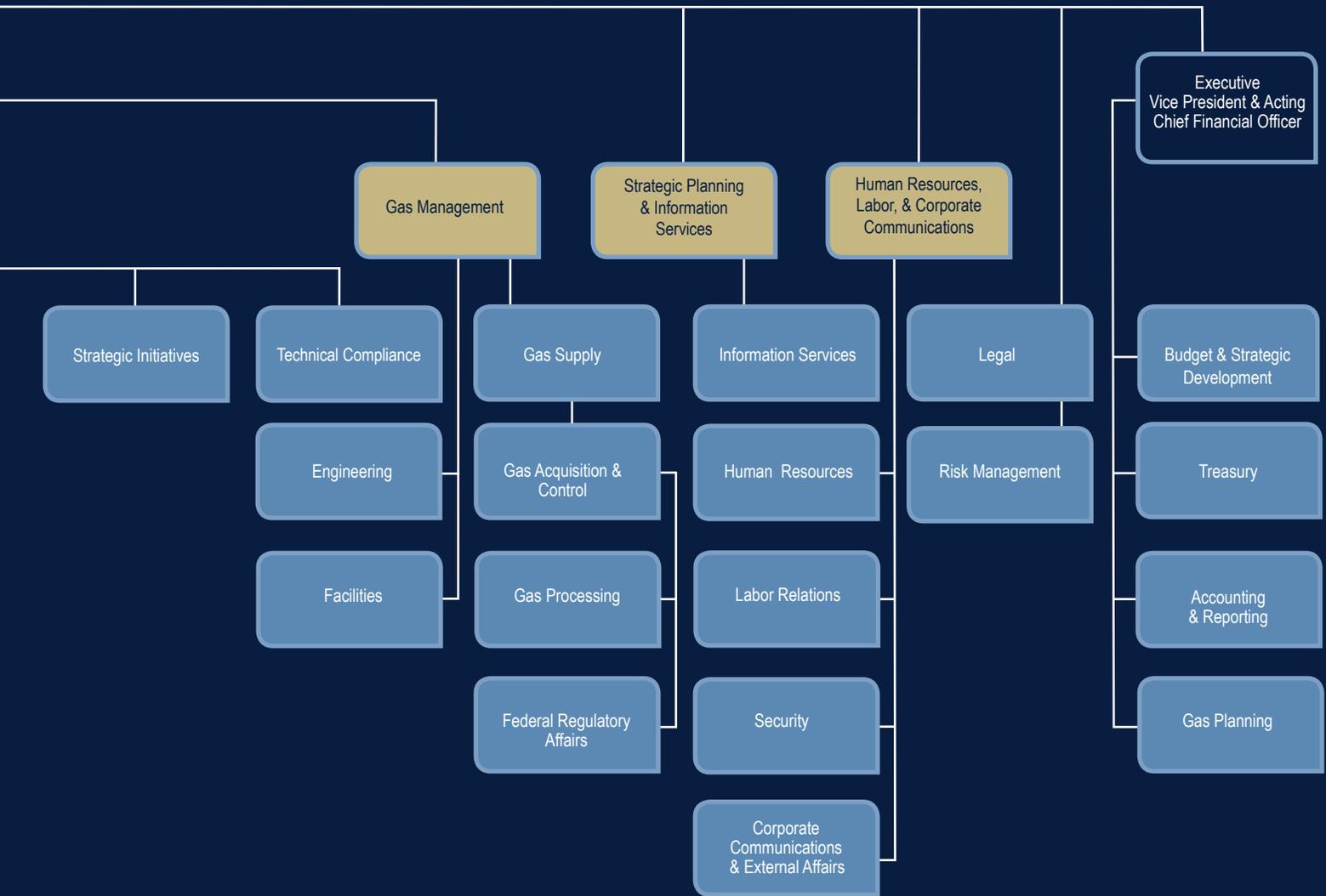
Gregory Stunder
Vice President,
Regulatory & Legislative
Affairs

Lorraine S. Webb
Vice President,
Human Resources &
Organizational
Development

Frank Weigert
Chief Information Officer
& Vice President,
Information Services

Raymond J. Welte
Acting Vice President,
Field Operations

John C. Zuk
Vice President,
Gas Supply



Philadelphia Facilities Management Corporation

BOARD OF DIRECTORS



Seth A. Shapiro

Chief Operating Officer,
The Goldenberg Group
Board Chairman
Audit/Finance Committee



Marian B. Tasco

Former Majority Leader,
Philadelphia City Council
Board Vice Chair
Workforce Development
Committee



Catherine M. Paster

First Deputy Director of
Finance,
City of Philadelphia
Board Treasurer
Audit/Finance Committee



James Engler

Deputy Mayor for Policy
and Legislation, City of
Philadelphia
Workforce Development
Committee



Louis A. Rodriguez

President,
Rodriguez Consulting LLC
Workforce Development
Committee



Albert Mezzaroba, Esq.

Of Counsel,
Genova Burns
Chair, Audit/Finance
Committee



Leigh Whitaker

Vice President for
Communications,
Sugar House Casino
Board Secretary
Chair, Workforce Development
Committee



Government Finance Officers Association

**Certificate of
Achievement
for Excellence
in Financial
Reporting**

Presented to

**Philadelphia Gas Works
Pennsylvania**

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

August 31, 2015

Executive Director/CEO



SPRUCE STREET HARBOR PARK

Lauded as one of the best urban beaches in America, this pop-up park invites visitors to lounge on its signature hammocks, enjoy food on its floating restaurant, cool off with drinks from the garden, and hang out and play games along its waterfront boardwalk. Visitors also enjoy the vibrant LED lighting hanging from the treetops, and a packed schedule of entertainment throughout the season.

Financial Section



KPMG LLP
1601 Market Street
Philadelphia, PA 19103-2499

Independent Auditors' Report

The Controller of the City of Philadelphia and
Chairman and Members of the Philadelphia
Facilities Management Corporation
Philadelphia, Pennsylvania:

We have audited the accompanying financial statements of Philadelphia Gas Works (the Company), a component unit of the City of Philadelphia, Pennsylvania, as of and for the years ended August 31, 2016 and 2015, and the related notes to the financial statements, which collectively comprise the Company's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Philadelphia Gas Works, as of August 31, 2016 and 2015, and the changes in its financial position, and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.



Emphasis of Matter

As discussed in note 1(u) to the financial statements, in 2015 the Company adopted GASB Statement No. 68, *Accounting and Financial Reporting for Pensions*, and GASB Statement No. 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date*, and applied the provisions of those standards retrospectively as of September 1, 2013. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that management's discussion and analysis on pages 3-15 and the schedules of changes in net pension liability and related ratios, pension contributions, and other postemployment benefits funding progress on pages 69-71 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

The introductory and statistical sections have not been subjected to the auditing procedures applied in the audits of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

KPMG LLP

Philadelphia, Pennsylvania
December 28, 2016

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

The narrative overview and analysis of the financial statements of Philadelphia Gas Works (the Company or PGW) for the years ended August 31, 2016 and 2015 have been prepared by PGW's management. The information presented here is unaudited and should be read in conjunction with additional information contained in PGW's financial statements.

Financial Highlights

- The Fiscal Year (FY) 2016 reflected a 20.8% warmer than normal winter. The FY 2016 period was 24.5% warmer than the prior year and firm gas sales decreased by 10.7 billion Cubic Feet (Bcf). In addition, the Weather Normalization Adjustment (WNA) Clause, which was in effect from October 2015 through May 2016, resulted in heating customers receiving charges totaling \$41.5 million as a result of the temperatures experienced during the period. The FY 2015 reflected a 4.4% colder than normal winter. The FY 2015 period was 0.9% colder than the prior year; however, firm gas sales decreased by 0.1 Bcf. In addition, the WNA Clause, which was in effect from October 2014 through May 2015, resulted in heating customers receiving credits totaling \$10.7 million as a result of the temperatures experienced during the period.
- PGW achieved a collection rate of 98.4% in the current period, 97.1% in FY 2015, and 95.0% in FY 2014. The increase in the collection rate of 1.3% between FY 2016 and FY 2015 was primarily driven by lower gas billings. Total gas billings are down primarily due to lower commodity prices for natural gas and significantly warmer than normal temperatures. Over the past 10 years, the cost of fuel has fallen approximately 72.8%. The cost of natural gas is a significant portion of total gas billings. The collection rate is calculated by dividing the total gas receipts collected in FY 2016 by the total gas billings that were applied to PGW customers' accounts from September 1, 2015 through August 31, 2016. The same methodology was utilized in FY 2015 and FY 2014.
- PGW continues to have various business initiatives that pertain to improving collections, productivity, and operational efficiencies throughout the Company. PGW, at the end of FY 2016 had \$71.0 million of tax-exempt capital project commercial paper outstanding. At the end of FY 2015, there was \$30.0 million of tax-exempt capital project commercial paper outstanding. There was no tax-exempt capital project commercial paper in FY 2014. The cash balances at the end of FY 2016 and FY 2015 were \$91.7 million and \$114.3 million, respectively. PGW had a cash balance of \$105.7 million at the end of FY 2014.
- *Liquidity/Cash Flow* – At December 15, 2016, \$49.0 million was available from the commercial paper program. The cash balance at December 15, 2016 was \$68.9 million.
- The Company's FY 2017 Capital Budget was approved by the City Council of the City of Philadelphia in an amount not to exceed \$118.3 million and funding was provided to continue the implementation of an 18-mile Cast Iron Main Replacement (CIMR) Program. Main replacement cost for this program in FY 2017 is expected to be \$24.4 million. The total six-year cost of the CIMR Program is forecasted to be \$154.9 million.
- On August 30, 2016, the City of Philadelphia (the City) issued Gas Works Revenue Bonds, Fourteenth Series (1998 General Ordinance) in the amount of \$312.4 million for the purpose of redeeming, refunding, or defeasing City of Philadelphia Gas Works Revenue Bonds. The proceeds of the bonds were used to defease portions of the outstanding Seventh Series Bonds (1998 General Ordinance), Eighth Series A Bonds (1998 General Ordinance), and Ninth Series Bonds (1998 General Ordinance), and were used to

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

pay the costs of issuing the Fourteenth Series Bonds. The Fourteenth Series Bonds, with fixed interest rates that range from 2.0% to 5.0%, have maturity dates through 2038. The loss on this refunding of \$33.5 million will be amortized over the life of the Fourteenth Series Bonds. This transaction provided net present value debt service savings of \$38.2 million utilizing an arbitrage yield of 2.11%. The savings as a percentage of refunded bonds was 10.86%.

- In FY 2015, the Company retrospectively adopted new required pension accounting standards, Governmental Accounting Standards Board (GASB) Statement No. 68, *Accounting and Financial Reporting for Pensions* (GASB 68), and GASB Statement No. 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date* (GASB 71), as of September 1, 2013. The adoption of these standards resulted in the following:
 - Recognition of a net pension liability for the single-employer Philadelphia Gas Works Pension Plan (Pension Plan) of \$148.7 million at September 1, 2013, which increased to \$164.3 million at August 31, 2014, \$239.9 million at August 31, 2015 and \$296.1 million at August 31, 2016. The net pension liability represents the total actuarially determined liability less the Pension Plan's fiduciary net position.
 - A decrease in unrestricted net assets as of September 1, 2013 of \$147.2 million, which resulted in a negative unrestricted net position of \$12.4 million.
 - Recognition of deferred inflows and outflows related to the pension resulting in balances of \$0.0 million and \$11.7 million in deferred inflows and \$88.0 million and \$78.1 million in deferred outflows at August 31, 2016 and 2015, respectively. These deferred inflows and outflows of resources are related to differences between actual and expected investment returns, assumption changes, differences between expected and actual experience, and pension contributions made after the measurement date. GASB 68 requires changes in expected versus actual investment returns to be amortized into pension expense over five years, and actuarial assumption changes and experience differences to be amortized over the average remaining years of active employment for Pension Plan participants. The impact of this amortization over time will increase volatility in annual amounts recognized as pension expense compared to amounts recognized under prior accounting standards.
 - Pension expense was restated for the year ended August 31, 2014 resulting in an additional \$2.7 million of expense to a total of \$27.2 million.
 - Pension expense was \$62.3 million for the year ended August 31, 2016 as compared to \$43.7 in FY 2015.

Overview of the Financial Statements

The discussion and analysis are intended to serve as an introduction and overview of PGW's basic financial statements. PGW's financial statements comprise the following:

Financial statements provide both long-term and short-term information about PGW's overall financial condition, results of operations, and cash flows.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

The notes to basic financial statements provide additional information that is essential to a full understanding of the data presented in PGW's financial statements. The notes can be found immediately following the basic financial statements.

The financial statements report information about PGW as a whole using accounting methods similar to those used by private sector business. The three statements presented are as follows:

The statements of revenues and expenses and changes in net position present revenues and expenses and their effects on the change in net position during the fiscal year. These changes in net position are recorded as soon as the underlying event giving rise to the change occurs, regardless of when cash is received or paid.

The balance sheets include all of PGW's assets, liabilities, and deferred inflows/outflows of resources, with the difference between the assets and deferred outflows and liabilities and deferred inflows reported as net position. Over time, increases or decreases in net position are indicators of whether PGW's financial position is improving or deteriorating.

The statements of cash flows provide relevant information about the cash receipts and cash payments of an enterprise during a period and the impact on PGW's financial position.

Condensed Statements of Revenues and Expenses

(Thousands of U.S. dollars)

	Years ended August 31		
	2016	2015	2014*
Total gas revenues	\$ 572,348	676,027	736,138
Other revenues	18,889	21,220	22,998
Total operating revenues	591,237	697,247	759,136
Fuel expense	146,524	252,169	304,051
All other operating expenses	370,433	354,357	336,892
Total operating expenses	516,957	606,526	640,943
Operating income	74,280	90,721	118,193
Interest and other income	1,393	3,784	3,597
Total interest expense	(47,619)	(56,523)	(57,135)
Distribution to the City of Philadelphia	(18,000)	(18,000)	(18,000)
Excess of revenues over expenses	\$ 10,054	19,982	46,655

* FY 2014 has been restated as a result of the implementation of GASB 68 and GASB 71 (see note 10 to the basic financial statements.)

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Management's Discussion and Analysis

August 31, 2016 and 2015

(Unaudited)

Operating Revenues

Operating revenues in FY 2016 were \$591.2 million, a decrease of \$106.0 million or 15.2% from FY 2015. The decrease was caused by lower natural gas sendout, which was approximately 17.2% lower in FY 2016 when compared to FY 2015. Operating revenues in FY 2015 were \$697.2 million, a decrease of \$61.9 million or 8.2% from FY 2014. The decrease in FY 2015 was due to a lower Gas Cost Rate (GCR). Please see the discussion of the cost of fuel in the *Operating Expenses* Section below.

Total sales volumes, including gas transportation deliveries, in FY 2016 decreased by 13.3 Bcf to 65.9 Bcf or 16.8% from FY 2015 sales volumes of 79.2 Bcf. Total sales volumes, including gas transportation deliveries, in FY 2015 increased by 0.1 Bcf to 79.2 Bcf or 0.1% from FY 2014 sales volumes of 79.1 Bcf. In FY 2016, firm gas sales of 37.7 Bcf were 10.7 Bcf or 22.1% lower than FY 2015. In FY 2015, firm gas sales of 48.4 Bcf were 0.1 Bcf or 0.2% lower than FY 2014. Interruptible customer sales decreased by 0.5 Bcf compared to FY 2015. The decrease in FY 2016 interruptible sales was caused by decreased opportunities for Liquefied Natural Gas (LNG) sales. Gas transportation sales in FY 2016 decreased by 2.1 Bcf to 28.2 Bcf from the 30.3 Bcf level experienced in FY 2015. Gas transportation sales in FY 2015 increased by 0.9 Bcf to 30.3 Bcf from the 29.4 Bcf level experienced in FY 2014.

In FY 2016, the number of customers served by PGW increased from the previous year and was approximately 502,000 customers. The number of customers served by PGW at the end of FY 2015 and FY 2014 was approximately 501,000 and 500,000, respectively. There were approximately 25,000 Commercial accounts, reflecting no change from the previous two fiscal years. Industrial accounts were unchanged from the previous two fiscal years at approximately 700 customers. The number of residential accounts in FY 2016 increased to approximately 476,300 customers, an increase of 1,000 customers from the FY 2015 level, and 2,000 higher from the 2014 level.

Operating Expenses

Total operating expenses, including fuel costs, in FY 2016 were \$517.0 million, a decrease of \$89.5 million or 14.8% from FY 2015. The decrease for FY 2016 was mainly caused by lower natural gas volumes and lower natural gas commodity prices, which was partially offset by higher costs associated with the pension. Total operating expenses, including fuel costs, in FY 2015 were \$606.5 million, a decrease of \$34.4 million or 5.4% from FY 2014. The decrease for FY 2015 reflects lower natural gas commodity prices.

Cost of Fuel – The cost of natural gas utilized decreased by \$105.7 million or 41.9% to \$146.5 million in FY 2016 compared with \$252.2 million in FY 2015. The average commodity price per Thousand Cubic Feet (Mcf) decreased by \$1.64 or \$66.2 million, while the volume of gas utilized decreased by 10.3 Bcf, 20.2% or \$39.4 million. There were less than \$0.1 million of pipeline supplier refunds in FY 2016 as compared to none in FY 2015 while demand charges increased by \$0.1 million, compared to FY 2015. Cost of fuel includes all commodity charges and demand charges net of pipeline refunds.

The cost of natural gas utilized decreased by \$51.9 million or 17.1% to \$252.2 million in FY 2015 compared with \$304.1 million in FY 2014. The average commodity price per Mcf decreased by \$0.79 or \$39.8 million, while the volume of gas utilized decreased by 2.4 Bcf, 4.5% or \$11.1 million. In addition, there were no

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

pipeline supplier refunds in FY 2015 as compared to \$4.4 million in FY 2014 while demand charges decreased by \$5.4 million, compared to FY 2014.

Variations in the cost of purchased gas are passed through to customers under the GCR provision of PGW's rate schedules. Over recoveries or under recoveries of purchased gas costs are subtracted from or added to gas revenues and are included in other current assets or other current liabilities, thereby eliminating the effect that recovery of gas costs would otherwise have on net income.

The average natural gas commodity prices for utilized gas for FY 2016, FY 2015, and FY 2014 were \$2.20, \$3.84, and \$4.63 per Mcf, respectively.

Other Operating Expenses – Expenditures for street operations, infrastructure improvements, and plant operations in FY 2016 were \$91.4 million, a \$2.3 million or 2.5% decrease from the FY 2015 total of \$93.7 million. The decrease in FY 2016 was mainly caused by lower labor costs associated with the Distribution department. The FY 2015 total of \$93.7 million was \$0.4 million lower than the FY 2014 total of \$94.1 million as a result of lower labor costs associated with running the LNG plants.

Additionally, expenses of \$126.7 million related to collection and account management, customer services, marketing, and the administrative area increased by \$2.9 million or 2.3% in FY 2016 primarily due to higher administrative and healthcare expenses, offset by lower expenses associated with marketing. This category increased by \$7.6 million or 6.5% in FY 2015 compared to FY 2014 primarily due to higher healthcare expenses, costs of customer programs, and an increase in customer services.

Pension costs increased in FY 2016 due to a number of factors including a decrease in the discount rate from 7.65% to 7.30%, and lower than anticipated earnings in FY 2016. Pension costs increased by \$18.6 million or 42.6% to \$62.3 million in FY 2016 as compared to FY 2015. Pension costs increased by \$16.5 million or 60.7% to \$43.7 million in FY 2015 as compared to FY 2014.

Other Postemployment Benefits (OPEB) costs increased \$3.9 million in FY 2016 when compared to FY 2015. OPEB costs increased in FY 2016 due to increased normal costs and increased insurance expenses. OPEB costs remained the same in FY 2015 when compared to FY 2014. For FY 2016, FY 2015, and FY 2014, the Company utilized a discount rate of 7.95%. The higher OPEB Trust Fund (the Trust) balances created higher investment income and lower unfunded liabilities. These factors lowered OPEB costs.

The annual OPEB cost is recorded in the statements of revenues and expenses and changes in net position. For the year ended August 31, 2016, approximately \$9.9 million was recorded to other postemployment benefits expense and \$31.1 million was allocated to administrative and general expense. For the year ended August 31, 2015, approximately \$6.7 million was recorded to other postemployment benefits expense and \$30.3 million was allocated to administrative and general expense.

The net OPEB obligation was \$81.4 million for the fiscal year ended August 31, 2016, an \$8.6 million decrease from the \$90.0 million obligation at August 31, 2015. The net OPEB obligation was \$90.0 million for the fiscal year ended August 31, 2015, an \$11.8 million decrease from the \$101.8 million obligation at

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

August 31, 2014. This decrease was caused by a decrease in the annual OPEB cost and an increase of contributions made during the year.

Provision for Uncollectible Accounts – The provision for uncollectible accounts in FY 2016 totaled \$27.1 million, a decrease of \$7.7 million or 22.1% from FY 2015. The provision for uncollectible accounts in FY 2015 totaled \$34.8 million, a decrease of \$4.0 million or 10.3% from FY 2014. The decrease in the provision for uncollectible accounts is mainly due to higher collection rates achieved in FY 2016 and FY 2015, and lower gas revenues. The accumulated provision for uncollectible accounts at August 31, 2016 reflects a balance of \$74.3 million, compared to the \$102.0 million balance in FY 2015 and \$107.3 million in FY 2014. Net write-offs for FY 2016 were \$54.9 million as compared to \$40.2 million and \$38.1 million in FY 2015 and FY 2014, respectively. PGW is committed to continuing its collection efforts in an attempt to reduce outstanding delinquent account balances and to provide assistance to those customers who qualify for low-income grants and payment programs to help those customers maintain their gas service.

Net Depreciation Expense – Net depreciation expense increased by \$1.6 million in FY 2016 compared with FY 2015. Net depreciation expense increased by \$2.1 million in FY 2015 compared with FY 2014. The effective composite depreciation rates were 2.2% for FY 2016, FY 2015, and FY 2014. Cost of removal is charged to expense as incurred.

Interest and Other Income – Interest and other income in FY 2016 was \$2.4 million lower than FY 2015, primarily due to a change in accounting for revenue from pipeline capacity releases. In FY 2016, pipeline capacity release revenues are classified as other operating revenues. Interest and other income in FY 2015 was \$0.2 million higher than FY 2014, primarily due to an increase in income from pipeline capacity releases.

Interest Expense – Total interest expense was \$47.6 million in FY 2016 a decrease of \$8.9 million or 15.8% when compared with FY 2015. Interest expense was lower in FY 2016 primarily due to lower principal debt balances. Total interest expense was \$56.5 million in FY 2015 a decrease of \$0.6 million or 1.1% when compared with FY 2014. Interest expense was lower in FY 2015 primarily due to lower principal debt balances. Other interest costs decreased in FY 2016 by \$3.1 million or 27.0%, primarily due to the amortization of bond premium related to the Thirteenth Series bonds. Other interest costs increased in FY 2015 by \$2.1 million or 22.3%, primarily due to the issuance expenses related to the Thirteenth Series bonds.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

Excess of Revenues over Expenses – In FY 2016, the Company's excess of revenues over expenses was \$10.1 million, a decrease of \$9.9 million from FY 2015. This decrease is primarily due to the items noted above. In FY 2015, the Company's excess of revenues over expenses was \$20.0 million, a decrease of \$26.7 million from FY 2014. This decrease is primarily due to the additional pension expenses recognized in FY 2015 as a result of the implementation of GASB 68.

Condensed Balance Sheets

(Thousands of U.S. dollars)

Assets	Years ended August 31		
	2016	2015	2014*
Current assets:			
Accounts receivable (net of accumulated provision for uncollectible accounts of \$74,286, \$102,029, and \$107,349 for 2016, 2015, and 2014, respectively)	\$ 73,563	86,853	101,457
Restricted investment funds	2,603	5,820	5,820
Cash and cash equivalents, cash designated for capital expenditures, gas inventories, materials, and supplies and other current assets	170,651	178,831	204,944
Total current assets	246,817	271,504	312,221
Noncurrent assets:			
Utility plant, net	1,284,810	1,232,370	1,193,552
Unamortized bond insurance costs	512	3,473	14,136
Sinking fund, revenue bonds	86,652	90,141	105,909
Other assets	34,789	37,646	37,528
Total noncurrent assets	1,406,763	1,363,630	1,351,125
Total assets	1,653,580	1,635,134	1,663,346
Deferred Outflows of Resources			
Accumulated fair value of hedging derivatives	14,763	20,948	18,879
Unamortized losses on reacquired debt	57,175	37,471	37,051
Deferred outflows related to pension	88,043	78,128	46,131
Total deferred outflows	159,981	136,547	102,061
Total assets and deferred outflows of resources	\$ 1,813,561	1,771,681	1,765,407

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

Condensed Balance Sheets

(Thousands of U.S. dollars)

Net Position, Liabilities, and Deferred Inflows	Years ended August 31		
	2016	2015	2014*
Net position	\$ 288,038	277,984	258,002
Long-term revenue bonds	881,620	914,719	980,749
Other noncurrent liabilities	149,621	168,399	179,265
Net pension liability	296,093	239,869	164,256
Total noncurrent liabilities	<u>1,327,334</u>	<u>1,322,987</u>	<u>1,324,270</u>
Current liabilities:			
Current portion of revenue bonds	44,803	43,030	53,227
Notes payable	71,000	30,000	—
Other current liabilities	82,386	86,027	98,100
Total current liabilities	<u>198,189</u>	<u>159,057</u>	<u>151,327</u>
Deferred inflows related to pension	<u>—</u>	<u>11,653</u>	<u>31,808</u>
Total net position, liabilities, and deferred inflows	<u>\$ 1,813,561</u>	<u>1,771,681</u>	<u>1,765,407</u>

* FY 2014 has been restated as a result of the implementation of GASB 68 and GASB 71 (see note 10 to the basic financial statements)

Assets

Accounts Receivable – In FY 2016, accounts receivable (net) of \$73.6 million decreased by \$13.3 million or 15.3%, from FY 2015 due to lower gas billings during FY 2016, which resulted from lower volumes and lower commodity prices for natural gas. In FY 2015, accounts receivable (net) of \$86.9 million decreased by \$14.6 million or 14.4%, from FY 2014 due to lower gas billings during FY 2015, which resulted from lower commodity prices for natural gas. The accumulated provision for uncollectible accounts, totaling \$74.3 million decreased by \$27.7 million in FY 2016 and totaled \$102.0 million in FY 2015 and \$107.3 million in FY 2014.

Cash and Cash Equivalents, Gas Inventories, Materials, and Supplies, and Other Current Assets – In FY 2016, cash and cash equivalents totaled \$91.7 million, a decrease of \$22.6 million from the FY 2015 total of \$114.3 million and totaled \$105.7 million in FY 2014. In FY 2016, gas inventories, materials, and supplies totaled \$47.9 million, a decrease of \$3.0 million from the FY 2015 total of \$50.9 million. In FY 2015, gas inventories, materials, and supplies totaled \$50.9 million, a decrease of \$19.1 million from the FY 2014 total of \$70.0 million. In FY 2016, gas storage totaled \$38.6 million, a decrease of \$2.2 million or 5.5% when compared to FY 2015. The decrease in gas inventory reflects a decrease in the cost per Mcf of gas stored. Actual volumes in storage as of August 31, 2016 were 14.9 Bcf, an increase of 8.8% compared to the prior

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

year. In FY 2015, gas storage decreased by \$19.3 million or 32.1% when compared to FY 2014. The decrease in gas inventory reflects lower volumes of gas in storage and a decrease in the cost per Mcf. Other current assets totaled \$31.0 million in FY 2016, an increase of \$17.4 million from FY 2015, primarily as a result of an increase in the deferred GCR. Other current assets totaled \$13.6 million in FY 2015, a decrease of \$5.6 million from FY 2014, primarily as a result of a decrease in the deferred GCR.

Restricted Investment Funds – Restricted Investment Funds include the Workers Compensation Escrow Fund and the Health Insurance Escrow Fund. Interest income on all funds, to the extent not drawn, is reflected as an increase of \$0.0 million in FY 2016, \$0.5 million in FY 2015, and \$0.4 million in FY 2014. Pursuant to the Pennsylvania Department of Labor and Industry Bureau of Workers' Compensation Self-Insurance policy, the Company has established and maintained a restricted trust account. As of August 31, 2016, 2015, and 2014, the trust account balances were \$2.6 million. PGW is self-insured for the healthcare of active employees and retirees under the age of 65. Retirees over the age of 65 are insured on an experience-rated basis. Prior to FY 2016, PGW had a Health Insurance Escrow Fund that, as of August 31, 2015 and 2014, was funded in the amount of \$3.2 million. The Health Insurance Escrow Fund was closed in September 2015. PGW negotiated the closing of this account by providing an advance deposit of \$0.8 million to the healthcare provider.

Utility Plant and Other Noncurrent Assets – In FY 2016, noncurrent assets including utility plant, net, and unamortized bond insurance costs totaled \$1,406.8 million, an increase of \$43.2 million from FY 2015. In FY 2015, noncurrent assets including utility plant, net, and unamortized bond insurance costs totaled \$1,363.6 million, an increase of \$12.5 million from FY 2014. Utility plant, net, totaled \$1,284.8 million in FY 2016, an increase of \$52.4 million or 4.3% compared with the FY 2015 balance of \$1,232.4 million. Utility plant, net, totaled \$1,232.4 million in FY 2015, an increase of \$38.8 million or 3.3% compared with the FY 2014 balance of \$1,193.6 million. Capital expenditures for construction of distribution facilities, purchase of equipment, information technology enhancements, and other general improvements were \$97.9 million in FY 2016 compared to \$82.6 million in FY 2015 and \$80.2 million in FY 2014. PGW funded capital expenditures through drawdowns from the Capital Improvement Fund in the amount of \$34.1 million in FY 2014. There were no Capital Improvement Fund drawdowns in FY 2016 or FY 2015. The major capital expenditures are associated with PGW's gas supply infrastructure, namely, gas mains, and customer service lines, including capital expenditures for the Long-Term Infrastructure Improvement Plan.

In early 2012, Act 11 was enacted by the Pennsylvania Legislature, which permitted public utilities to file a request with the Pennsylvania Public Utility Commission (PUC) for the implementation of a Distribution System Improvement Charge (DSIC). A DSIC permits natural gas distribution companies to recover the costs related to main and service replacement not already recovered in base rates. This legislation provides utility companies with a supplemental recovery mechanism for costs related to incremental/accelerated distribution system repair, improvement, and replacement. Act 11 permits gas utilities to recover 5.0% of their nongas revenues via the recovery mechanism and permits greater percentage increases if approved by the PUC. The Company started billing customers a DSIC surcharge as of July 1, 2013. In FY 2016, the Company billed customers \$22.6 million for the DSIC surcharge. In FY 2015, the Company billed customers \$14.0 million for the DSIC surcharge. The DSIC surcharge is fully reconcilable on a calendar-year basis and at the fiscal year-end, the over billed or under billed amount is recorded as an adjustment to revenue. For additional information, see note 1(h) *Revenue Recognition* of the basic financial statements.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

Deferred Outflows of Resources – Deferred outflows of resources represent amounts that will result in a reduction of net position in a subsequent period. Deferred outflows include the accumulated fair value of hedging derivatives that will be recognized in the statement of revenues and expenses and changes in net position upon termination of the hedging relationship; unamortized losses on reacquired debt; and increases in the pension liability that will be amortized into pension expense in future periods. Deferred outflows increased \$23.5 million or 17.2% from FY 2015 to FY 2016, and \$34.5 million or 33.8% from FY 2014 to FY 2015 primarily due to increased unamortized losses on reacquired debt and the recognition of deferred outflows of resources related to pension due to the implementation of GASB 68 and GASB 71 as described above.

Liabilities

Long-Term Revenue Bonds – Long-term revenue bonds, including the current portion and unamortized discount and premium, totaled \$926.4 million in FY 2016. This was \$31.3 million less than the previous year primarily as a result of normal debt principal payments, refunding, and advanced payments. This represents 76.3% of total capitalization in FY 2016. Long-term revenue bonds, including the current portion and unamortized discount and premium, totaled \$957.7 million in FY 2015. This was \$76.3 million less than the previous year primarily as a result of normal debt principal payments. Long-term revenue bonds, including the current portion and unamortized discount and premium, totaled \$1,034.0 million in FY 2014. Long-term debt represented 77.5% of total capitalization in FY 2015 and 80.0% of total capitalization in FY 2014. For additional information, see note 8, *Long-Term Debt and Other Liabilities* of the basic financial statements.

Debt Service Coverage Ratio and Ratings – PGW has a mandatory debt service coverage ratio of 1.50 times debt service on both the 1975 and 1998 Ordinance Bonds. At August 31, 2016, only Senior 1998 Ordinance Bonds were outstanding. At August 31, 2016, debt service coverage on Senior 1998 Ordinance Bonds was 2.13 times, compared to 2.14 and 2.11 times at August 31, 2015 and 2014, respectively. At the time of the refunding in August 2015, debt service coverage on 1975 Ordinance Bonds was 6.57 times as compared to 6.15 times at August 31, 2014. PGW's current bond ratings are "Baa1" from Moody's Investors Service (Moody's), "A" from Standard & Poor's Rating Service (S&P), and "BBB+" from Fitch Ratings.

Current Portion of Revenue Bonds and Notes Payable – Pursuant to the provisions of the City of Philadelphia Note Ordinances, PGW may sell short-term notes to either support working capital requirements or pay the costs of certain capital projects and other project costs. PGW may issue short-term notes in a principal amount, which, together with interest, may not exceed \$150.0 million outstanding to support working capital requirements. PGW may also sell additional short-term notes in an aggregate principal amount, which may not exceed \$120.0 million outstanding at any time to pay the costs of certain capital projects and other project costs. All notes are supported by two irrevocable letters of credit and a security interest in PGW's revenues. The letter of credit supporting PGW's combined commercial paper programs set the maximum level of outstanding notes plus interest at \$120.0 million in FY 2016, FY 2015, and FY 2014. There was \$71.0 million of tax-exempt capital project commercial paper outstanding at August 31, 2016. At the end of FY 2015, there was \$30.0 million of tax-exempt capital project commercial paper outstanding and no tax-exempt capital project commercial paper outstanding in FY 2014.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

Other Current Liabilities – In FY 2016, other current liabilities totaled \$13.8 million, a decrease of \$0.3 million from FY 2015, mainly due to a change in the value of natural gas deferred refunds. In FY 2015, the total was \$14.1 million, and \$19.3 million in FY 2014. In FY 2016, accounts payable totaled \$55.9 million, a decrease of \$0.1 million or 0.2% compared with FY 2015 primarily due to a decrease in natural gas payables of \$0.2 million. In FY 2015, accounts payable totaled \$56.0 million, a decrease of \$2.9 million or 4.9% compared with FY 2014 primarily due to a decrease in natural gas payables of \$2.5 million and a decrease in trade payables of \$0.4 million.

Other Noncurrent Liabilities – In FY 2016, other noncurrent liabilities totaled \$149.6 million, a decrease of \$18.8 million compared to FY 2015. The decrease in FY 2016 is primarily due to the change in the value of the OPEB liability and a change in value of the interest rate swap. In FY 2015, other noncurrent liabilities totaling \$168.4 million, a decrease of \$10.9 million compared to FY 2014. The decrease in FY 2015 is primarily due to the change in the value of the OPEB liability.

Net Pension Liability – The increase in the net pension liability of \$56.2 million or 23.4% in FY 2016 as compared to FY 2015 was primarily driven by a decrease in the discount rate from 7.65% to 7.30%, and lower than anticipated earnings in FY 2016. The increase in the net pension liability of \$75.6 million or 46.0% in FY 2015 as compared to FY 2014 was primarily driven by a decrease in the discount rate from 7.95% to 7.65%, adoption of a new mortality table, and an unusually large number of retirees at the end of calendar year 2014. Net pension liability totaled \$164.3 million in FY 2014.

Deferred inflows of resources – Deferred inflows of resources represent amounts that will result in an increase of net position in a subsequent period. Deferred inflows were recognized as a result of the implementation of GASB 68 and GASB 71 and represent the difference between actual and expected earnings on pension plan investments. The decrease in deferred inflows of \$11.7 million or 100.0% between FY 2015 and FY 2016 is related to changes in investment performance and an accounting reclassification. There was \$31.8 million in deferred inflows of resources at August 31, 2014.

Net position – Net position as of September 1, 2013 was restated due to the implementation of GASB 68 and GASB 71 to reflect a total net position of \$211.3 million, including a negative unrestricted net position of \$12.4 million. Total net position increased \$20.0 million to \$278.0 million at August 31, 2015 and \$10.0 million to \$288.0 million at August 31, 2016, primarily due to increases in the Company's net investment in capital assets. Unrestricted net position decreased \$79.3 million or over 100.0% to negative \$92.6 million at August 31, 2015 and \$124.0 million or over 100.0% to negative \$216.8 million at August 31, 2016, primarily due to the recognition of the net pension liability in accordance with GASB 68 and GASB 71. Negative unrestricted net position indicates that liabilities to be paid from unrestricted assets exceed the unrestricted assets available to pay them. Due to the long-term nature of the Company's net pension liability, this negative unrestricted net position is not indicative of the Company's near-term liquidity.

Other Financial Factors

Recent Rate Filings

On December 18, 2009, PGW submitted a base rate filing with the PUC (1) to maintain the \$60.0 million base rate increase that the PUC granted in 2008; and (2) to fund PGW's OPEB liability in the amount of

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

\$42.5 million. PGW also moved to consolidate the Company's Demand Side Management Program, an energy efficiency and conservation plan, into the base rate filing. On May 19, 2010, PGW, along with all active parties to the proceeding, submitted a Petition for Proposed Settlement of the proceeding (the Settlement) and the PUC approved the Settlement on July 29, 2010. Under the Settlement, PGW was permitted to maintain virtually all of the extraordinary base rate relief, received an incremental rate increase of \$16.0 million annually, and was required to fund \$18.5 million of the OPEB liability in each of the fiscal years 2011 through 2015 (the incremental rate increase of \$16.0 million annually is related to an OPEB surcharge, which was approved to continue beyond 2015). PGW also agreed to continue funding the OPEB liability at \$18.5 million annually. The Settlement also permitted the implementation of the Demand Side Management Program.

Additionally, on May 9, 2013, the PUC entered an order approving PGW's DSIC. The DSIC permitted PGW to recover reasonable and prudent costs incurred to repair, improve, or replace certain eligible distribution property that is part of the utility's distribution system, in an amount up to 5.0% of distribution revenues. On September 1, 2015, PGW proposed an increase in the DSIC from 5.0% to 7.5% of distribution revenues and to levelize and annualize the DSIC. The PUC issued an Opinion and Order granting PGW's request to increase its DSIC to 7.5% on January 28, 2016 (January 28 Order). The increase, from \$22.0 million to \$33.0 million per year, will generate approximately \$11.0 million in additional revenue to fund PGW's accelerated pipeline replacement program. The January 28 Order also permits PGW to levelize and annualize DSIC recovery, which will provide PGW with more predictable cash flow and may help mitigate overcollections and undercollections. PGW's increased DSIC charge of 7.5% became effective on February 1, 2016.

On July 6, 2016, the PUC issued an Opinion and Order that permitted PGW to recover an additional \$11.4 million in DSIC undercollections for the year ended December 31, 2015, over the course of two years. This results in a temporary increase in the DSIC of an additional \$5.7 million a year for two years, for a total DSIC rate of 8.84%. PGW intends to implement the temporary increase on October 1, 2016, which will terminate on September 30, 2018. PGW is considering requesting future increases to the DSIC once the 7.5% DSIC has been in place for a period of two years and PGW has had the opportunity to evaluate the effect of such increase on risk and customers and PGW's ability to effectively implement the level of accelerated pipeline replacement associated with the 7.5% DSIC (or higher levels).

Refunding, Defeasance, and Redeeming of Debt

On August 30, 2016, the City issued Gas Works Revenue Bonds, Fourteenth Series (1998 General Ordinance) in the amount of \$312.4 million for the purpose of redeeming, refunding, or defeasing City of Philadelphia Gas Works Revenue Bonds. The proceeds of the bonds were used to defease portions of the outstanding Seventh Series Bonds (1998 General Ordinance), Eighth Series A Bonds (1998 General Ordinance), and Ninth Series Bonds (1998 General Ordinance), and were used to pay the costs of issuing the Fourteenth Series Bonds. The Fourteenth Series Bonds, with fixed interest rates that range from 2.0% to 5.0%, have maturity dates through 2038.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Management's Discussion and Analysis
August 31, 2016 and 2015
(Unaudited)

Contacting the Company's Financial Management

This financial report is designed to provide the citizens of Philadelphia, customers, investors, and creditors with a general overview of PGW's finances and to demonstrate PGW's accountability for the money it receives. If you have questions pertaining to this report or need additional financial information, please contact Philadelphia Gas Works, 800 W. Montgomery Avenue, Philadelphia, PA 19122 or on the Web at www.pgworks.com.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Balance Sheets

August 31, 2016 and 2015

(Thousands of U.S. dollars)

Assets	2016	2015
Current assets:		
Cash and cash equivalents	\$ 91,743	114,327
Accounts receivable (net of provision for uncollectible accounts of \$74,286 and \$102,029 for 2016 and 2015, respectively)	73,563	86,853
Gas inventories, materials, and supplies	47,891	50,908
Workers' compensation escrow fund	2,603	2,597
Health insurance escrow fund	—	3,223
Other current assets	31,017	13,596
Total current assets	<u>246,817</u>	<u>271,504</u>
Noncurrent assets:		
Utility plant, at original cost:		
In service	2,178,632	2,093,112
Under construction	73,531	64,254
Total	<u>2,252,163</u>	<u>2,157,366</u>
Less accumulated depreciation	<u>967,353</u>	<u>924,996</u>
Utility plant, net	1,284,810	1,232,370
Unamortized bond insurance costs	512	3,473
Sinking fund, revenue bonds	86,652	90,141
Deferred environmental	28,425	29,609
Other noncurrent assets	6,364	8,037
Total noncurrent assets	<u>1,406,763</u>	<u>1,363,630</u>
Total assets	<u>1,653,580</u>	<u>1,635,134</u>
Deferred Outflows of Resources		
Accumulated fair value of hedging derivatives	14,763	20,948
Unamortized losses on reacquired debt	57,175	37,471
Deferred outflows related to pension	88,043	78,128
Total deferred outflows of resources	<u>159,981</u>	<u>136,547</u>
Total assets and deferred outflows of resources	<u>\$ 1,813,561</u>	<u>1,771,681</u>

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Balance Sheets

August 31, 2016 and 2015

(Thousands of U.S. dollars)

Liabilities	2016	2015
Current liabilities:		
Current portion of revenue bonds	\$ 44,803	43,030
Notes payable	71,000	30,000
Accounts payable	55,870	56,027
Customer deposits	3,308	2,858
Other current liabilities	13,791	14,091
Accrued accounts:		
Interest, taxes, and wages	6,417	10,051
Distribution to the City	3,000	3,000
Total current liabilities	<u>198,189</u>	<u>159,057</u>
Noncurrent liabilities:		
Long-term revenue bonds	881,620	914,719
Other noncurrent liabilities	149,621	168,399
Net pension liability	296,093	239,869
Total noncurrent liabilities	<u>1,327,334</u>	<u>1,322,987</u>
Total liabilities	<u>1,525,523</u>	<u>1,482,044</u>
Deferred Inflows of Resources		
Deferred inflows related to pension	—	11,653
Total liabilities and deferred inflows of resources	<u>1,525,523</u>	<u>1,493,697</u>
Net Position		
Net investment in capital assets	415,561	274,621
Restricted (debt service)	89,255	95,962
Unrestricted	(216,778)	(92,599)
Total net position	<u>288,038</u>	<u>277,984</u>
Total liabilities, deferred inflows of resources, and net position	<u>\$ 1,813,561</u>	<u>1,771,681</u>

See accompanying notes to basic financial statements.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Statements of Revenues and Expenses and Changes in Net Position

Years ended August 31, 2016 and 2015

(Thousands of U.S. dollars)

	2016	2015
Operating revenues:		
Gas revenues:		
Nonheating	\$ 21,873	30,753
Gas transport service	41,008	39,588
Heating	509,467	605,686
Total gas revenues	572,348	676,027
Appliance and other revenues	7,961	8,727
Other operating revenues	10,928	12,493
Total operating revenues	591,237	697,247
Operating expenses:		
Natural gas	146,524	252,169
Gas processing	17,948	18,180
Field services	36,277	36,874
Distribution	37,173	38,629
Collection and account management	10,913	11,192
Provision for uncollectible accounts	27,133	34,833
Customer services	12,432	12,262
Marketing	3,671	6,956
Administrative and general	99,652	93,347
Pensions	62,336	43,748
Other postemployment benefits	9,929	6,726
Taxes	7,521	7,823
Total operating expenses before depreciation	471,509	562,739
Depreciation	51,679	49,371
Less depreciation expense included in operating expenses above	6,231	5,584
Net depreciation	45,448	43,787
Total operating expenses	516,957	606,526
Operating income	74,280	90,721
Interest and other income	1,393	3,784
Income before interest expense	75,673	94,505
Interest expense:		
Long-term debt	40,296	45,756
Other	8,443	11,548
Allowance for funds used during construction	(1,120)	(781)
Total interest expense	47,619	56,523
Distribution to the City of Philadelphia	(18,000)	(18,000)
Excess of revenues over expenses	10,054	19,982
Net position, beginning of year	277,984	258,002
Net position, end of year	\$ 288,038	277,984

See accompanying notes to basic financial statements.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Statements of Cash Flows

Years ended August 31, 2016 and 2015

(Thousands of U.S. dollars)

	2016	2015
Cash flows from operating activities:		
Receipts from customers	\$ 570,700	700,500
Payments to suppliers	(328,006)	(430,729)
Payments to employees	(112,068)	(113,275)
Claims paid	(3,041)	(2,042)
Other receipts	12,300	17,700
Net cash provided by operating activities	139,885	172,154
Cash flows from noncapital financing activities:		
Income from nonutility operations	3,844	3,177
Interest and fees	710	1,011
Distribution to the City of Philadelphia	(18,000)	(18,000)
Net cash used in noncapital financing activities	(13,446)	(13,812)
Cash flows from investment activities:		
Sinking fund reserve deposits	—	(16,644)
Sinking fund reserve withdrawals	4,133	33,042
Interest income from short-term investments	117	96
Interest income on sinking fund	655	511
Net cash provided by investment activities	4,905	17,005
Cash flows from capital and related financing activities:		
Issuance of commercial paper	41,000	30,000
Redemption, refunding, or defeasance of long-term debt	(373,632)	(319,687)
Proceeds from long-term debt issued	369,613	294,267
Long-term debt issuance costs	(16,274)	(2,467)
Purchases of capital assets	(97,888)	(82,606)
Principal paid on long-term debt	(38,215)	(50,975)
Interest paid on long-term debt	(39,652)	(46,067)
Drawdowns on restricted capital expenditures	—	10,000
Allowance for funds used during construction	1,120	781
Net cash used in capital and related financing activities	(153,928)	(166,754)
Net (decrease) increase in cash and cash equivalents	(22,584)	8,593
Cash and cash equivalents at beginning of year	114,327	105,734
Cash and cash equivalents at end of year	\$ 91,743	114,327
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$ 74,280	90,721
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization expense	45,448	43,787
Provision for uncollectible accounts	27,133	34,833
Change in assets and liabilities:		
Receivables, net	(13,849)	(20,229)
Gas inventories, materials, and supplies	3,017	19,081
Other current assets	(17,422)	5,626
Other assets	2,857	(119)
Accounts payable	(157)	(2,861)
Customer deposits	450	614
Other current liabilities	(299)	(5,230)
Accrued accounts	(3,634)	(4,595)
Other liabilities	22,061	10,526
Net cash provided by operating activities	\$ 139,885	172,154

See accompanying notes to basic financial statements.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

(1) Summary of Significant Accounting Policies

The accounting methods employed by the Philadelphia Gas Works (the Company or PGW) are in accordance with U.S. generally accepted accounting principles (U.S. GAAP) and are in conformity with City of Philadelphia (the City) reporting requirements.

As described in note 2, the Company is accounted for as a component unit of the City, and consequently follows accounting principles promulgated by the Governmental Accounting Standards Board (GASB) as they apply to business type activities. Under the Regulated Operations guidance within GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements* (GASB 62), assets or liabilities may be created by certain actions of regulatory bodies.

The principal accounting policies within this framework are described as follows:

(a) Regulation

Prior to July 1, 2000, the Company was under the regulatory jurisdiction of the Philadelphia Gas Commission (PGC). The PGC had the authority to set the Company's rates and tariffs. The PGC also approved the Company's annual Operating Budget and reviewed the Company's Capital Budget prior to approval by the City Council of the City (City Council).

Effective July 1, 2000, and pursuant to the passage of the Pennsylvania Natural Gas Choice and Competition Act (the Act), the Company came under the regulatory jurisdiction of the Pennsylvania Public Utility Commission (PUC). Under the PUC's jurisdiction, the Company filed a restructuring plan on July 1, 2002, which among other things, provided for an unbundled tariff permitting customer choice of the commodity supplier by September 1, 2003. Under the Act, the PUC is required to follow the "same ratemaking methodology and requirements" that were previously applicable to the PGC when determining the Company's revenue requirements and approving overall rates and charges. The PGC continues to approve the Company's Operating Budget and review its Capital Budget. The Company's Capital Budget must be approved by City Council.

The Company, as of September 1, 2003, is operating under its Restructuring Compliance Tariff. The Restructuring Compliance Tariff Rates are designed to maintain revenue neutrality and the Tariff Rules and Regulations are designed to comport with the Pennsylvania Public Utility Code.

(b) Operating Budget

On May 27, 2016, PGW filed a proposed Fiscal Year (FY) 2017 Operating Budget with the PGC. The PGC Hearing Examiners conducted Informal Discovery (ID) sessions in June and July 2016. On July 25, 2016, a public hearing was convened by the Hearing Examiners to address PGW's Operating Budget. On August 18, 2016, a recommended decision was rendered by the Hearing Examiners, which proposed adjustments to the Operating Budget as filed. On September 20, 2016, the PGC approved, with adjustments, PGW's FY 2017 Operating Budget. PGW filed a Compliance Budget with the PGC on October 4, 2016.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

On May 22, 2015, PGW filed a proposed FY 2016 Operating Budget. After appropriate discovery and hearings, the PGC approved the FY 2016 Operating Budget on October 20, 2015.

On May 23, 2014, PGW filed a proposed FY 2015 Operating Budget. After appropriate discovery and hearings, the PGC approved the FY 2015 Operating Budget on September 23, 2014.

(c) Capital Budget

On January 4, 2016, PGW filed with the PGC its proposed FY 2017 Capital Budget in the amount of \$139.4 million. After a due diligence review and related ID process in January and February 2016, a public hearing was held on February 23, 2016. The PGC's review culminated in deliberations taken at a public meeting held on April 26, 2016 whereby the PGC endorsed a FY 2017 Capital Budget in an amount not to exceed \$118.3 million. The endorsed budget was approved by City Council on June 16, 2016 and signed by the Mayor on June 28, 2016.

On January 2, 2015, PGW filed with the PGC its proposed FY 2016 Capital Budget in the amount of \$181.6 million. The PGC staff initiated its customary due diligence review and related ID process on January 23, 2015 and February 9, 2015. A public hearing was then held on February 24, 2015. The PGC's review culminated in deliberations taken at a public meeting held on April 27, 2015 whereby the PGC endorsed a FY 2016 Capital Budget in an amount not to exceed \$115.0 million.

On March 20, 2015, PGW filed a request to amend the proposed FY 2016 Capital Budget and related Forecast in an amount of \$8.2 million to increase spending for its Cast Iron Main Replacement (CIMR) Program. The PGC staff established an expedited review schedule, including an ID meeting held on April 1, 2015. The PGC's review concluded with deliberations taken at a public meeting held on May 11, 2015 whereby the PGC endorsed an amended FY 2016 Capital Budget in an amount not to exceed \$123.1 million. The endorsed budget was approved by City Council and the Bill was signed by the Mayor on June 18, 2015.

On January 2, 2014, PGW filed with the PGC its proposed FY 2015 Capital Budget in the amount of \$89.2 million. The PGC's review culminated in deliberations taken at a public meeting held on April 8, 2014 whereby the PGC endorsed a FY 2015 Capital Budget in an amount not to exceed \$89.5 million. The endorsed budget was approved by City Council on June 12, 2014. The Bill was signed by the Mayor on June 19, 2014.

(d) Base Rates

In FY 2015, the PUC approved the Company's Gas Cost Rate (GCR) settlement petition, which included a provision allowing for the continued recovery of PGW's Other Postemployment Benefits (OPEB) Rider. The recovery shall remain at \$16.0 million annually. PGW continues to deposit this \$16.0 million plus an additional \$2.5 million annual contribution into the OPEB Trust for an annual total of \$18.5 million. Additionally, PGW's petition to continue the Demand Side Management Program was decided by the PUC in November 2016 and was revised and approved.

On December 18, 2009, PGW submitted a base rate filing with the PUC (1) to maintain the \$60.0 million base rate increase that the PUC granted in 2008 and (2) to fund PGW's OPEB liability in the amount of \$42.5 million. PGW also moved to consolidate the Company's Demand Side

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

Management Program, an energy efficiency and conservation plan, into the base rate filing. On May 19, 2010, PGW, along with all active parties to the proceeding, submitted a Petition for Proposed Settlement of the proceeding (the Settlement) and the PUC approved the Settlement on July 29, 2010. Under the Settlement, PGW was permitted to maintain virtually all of the extraordinary base rate relief, received an incremental rate increase of \$16.0 million annually, and was required to fund \$18.5 million of the OPEB liability in each of the fiscal years 2011 through 2015. The new rates were effective September 1, 2010. The Settlement also permitted the implementation of the Demand Side Management Program.

(e) *Weather Normalization Adjustment Clause*

The Weather Normalization Adjustment (WNA) Clause was approved by PUC Order dated August 8, 2002. The purpose of the WNA Clause is to neutralize the impact of weather on the Company's revenues. This allows the Company to achieve the recovery of appropriate costs as authorized by the PUC. The WNA Clause results in neither a rate increase nor a rate decrease, but acts as a billing adjustment. The main benefits of the WNA Clause are the stabilization of cash flow and the reduction of the need for short-term borrowing from year to year. The WNA Clause is applied to customer invoices rendered during the period of October 1 through May 31 of each year for each billing cycle. The adjustment for the year ended August 31, 2016 was an increase in billings of \$41.5 million. The WNA Clause resulted in a decrease in billings of \$10.7 million for the year ended August 31, 2015.

(f) *Gas Cost Rate*

The Company's single greatest operating expense is the cost of natural gas. The rate charged to the Company's customers to recover these costs is called the GCR. The GCR reflects the increases or decreases in natural gas costs and other costs. This GCR mechanism provides the flexibility to rapidly reflect current conditions without the time delay inherent in full base rate alteration. The intent is to achieve an annual balance between the costs incurred for fuel and their pass through to customers.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

At the end of the fiscal year, costs recovered through the GCR and surcharges adjustment are compared to the actual cost of fuel and other specific costs. Customers are then credited or charged for the over recovery or under recovery of costs. The GCR and surcharges charge/credit may be updated quarterly or in the subsequent fiscal year to reflect the under recovery or over recovery. Changes in the GCR impact the reported amounts of gas revenues but do not affect operating income or net income because they are passed through to the customer without markup. At August 31, 2016, approximately \$20.7 million was recorded in other current assets for the GCR and surcharges under recovery. At August 31, 2015, approximately \$2.5 million was recorded in other current assets for the GCR and surcharges under recovery. The GCR comprises the purchased gas costs plus the gas adjustment charge minus the interruptible revenue credit.

GCR Effective Dates and Rates

(Amounts in U.S. dollars)

Effective date	GCR rate per Mcf*	Change
December 1, 2016	\$ 4.1577	(0.0449)
September 1, 2016	4.2026	0.9847
June 1, 2016	3.2179	(0.2767)
March 1, 2016	3.4946	(0.1988)
December 1, 2015	3.6934	(0.3790)
September 1, 2015	4.0724	(0.0997)
June 1, 2015	4.1721	(0.5338)
March 1, 2015	4.7059	(1.2917)
December 1, 2014	5.9976	0.1306
September 1, 2014	5.8670	—

* Mcf – thousand cubic feet

(g) Utility Plant

Utility plant is stated at original cost. The cost of additions, replacements, and betterments of units of property is capitalized and included in the utility plant accounts. The cost of property sold or retired is removed from the utility plant accounts and charged to accumulated depreciation. Normal repairs, maintenance, the cost of minor property items, and expenses associated with retirements are charged to operating expenses as incurred.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

In a previous rate order, the PGC disallowed the accrual of the net negative salvage component in depreciation. Cost of removal in the amounts of \$3.8 million and \$2.9 million was charged to expense as incurred in FY 2016 and FY 2015, respectively, and is included in depreciation expense in the statements of revenues and expenses and changes in net position. Depreciation is calculated on an asset-by-asset basis on the estimated useful lives of plant and equipment on a straight-line method. The composite rate for FY 2016 and FY 2015 was 2.2%. The composite rates are supported by a depreciation study of utility plant as of August 2014. The effective composite depreciation rates, as a percentage of cost, for FY 2016 were as follows:

Production plant	1.95%
Transmission, distribution, and storage	2.02
General plant	2.99

The most recent depreciation study was completed in FY 2015 for the plant activity subsequent to the last depreciation study and through FY 2014.

Allowance for Funds Used During Construction (AFUDC) is an estimate of the cost of funds used for construction purposes. The AFUDC, as calculated on borrowed funds, reduces interest expense. The AFUDC rate applied to construction work in progress was 4.84% and 4.87% in FY 2016 and FY 2015, respectively.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

The following is a summary of utility plant activity for the fiscal years ended August 31, 2016 and 2015 (thousands of U.S. dollars):

	August 31, 2016			
	Beginning balance	Additions and transfers	Retirements and transfers	Ending balance
Land	\$ 5,595	—	—	5,595
Distribution and collection systems	1,599,184	70,226	(5,903)	1,663,507
Buildings and equipment	488,333	21,197	—	509,530
Total utility plant, at historical cost	2,093,112	91,423	(5,903)	2,178,632
Under construction	64,254	100,698	(91,421)	73,531
Less accumulated depreciation for:				
Distribution and collection systems	(761,495)	(34,456) *	4,855	(791,096)
Buildings and equipment	(163,501)	(11,917) *	(839)	(176,257)
Utility plant, net	\$ <u>1,232,370</u>	<u>145,748</u>	<u>(93,308)</u>	<u>1,284,810</u>

* Cost of removal of approximately \$3.8 million was charged to expense as incurred in FY 2016 and is not included in accumulated depreciation.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Notes to Basic Financial Statements

August 31, 2016 and 2015

	August 31, 2015			
	Beginning balance	Additions and transfers	Retirements and transfers	Ending balance
Land	\$ 5,595	—	—	5,595
Distribution and collection systems	1,539,224	63,593	(3,633)	1,599,184
Buildings and equipment	473,415	15,327	(409)	488,333
Total utility plant, at historical cost	2,018,234	78,920	(4,042)	2,093,112
Under construction	57,206	86,154	(79,106)	64,254
Less accumulated depreciation for:				
Distribution and collection systems	(730,048)	(33,378) *	1,931	(761,495)
Buildings and equipment	(151,840)	(11,554) *	(107)	(163,501)
Utility plant, net	\$ 1,193,552	120,142	(81,324)	1,232,370

* Cost of removal of approximately \$2.9 million was charged to expense as incurred in FY 2015 and is not included in accumulated depreciation.

(h) Revenue Recognition

The Company is primarily a natural gas distribution company. Operating revenues include revenues from the sale of natural gas to residential, commercial, and industrial heating and nonheating customers. The Company also provides natural gas transportation service. Appliance and other revenues primarily consist of revenue from the Company's parts and labor repair program. Revenue from this program is recognized on a monthly basis for the life of the individual parts and labor plans. Additional revenue is generated from collection fees, reconnection charges, and bulk liquefied natural gas sales contracts. Other operating revenues primarily consist of finance charges assessed on delinquent accounts.

In early 2012, Act 11 was enacted by the Pennsylvania Legislature, which permitted public utilities to file a request with the PUC for the implementation of a Distribution System Improvement Charge (DSIC). A DSIC permits natural gas distribution companies to recover the costs related to main and service replacement not already recovered in base rates. This legislation provides utility companies with a supplemental recovery mechanism for costs related to incremental/accelerated distribution system repair, improvement, and replacement. Act 11 permits gas utilities to recover 5.0% of their nongas revenues via the recovery mechanism and permits greater percentage increases if the PUC approves. The Company started billing customers a DSIC surcharge as of July 1, 2013. In FY 2015, the Company billed customers \$14.0 million for the DSIC surcharge. In FY 2016, the Company billed

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Notes to Basic Financial Statements

August 31, 2016 and 2015

customers \$22.6 million for the DSIC surcharge. The DSIC surcharge is fully reconcilable on a calendar-year basis and at the fiscal year-end; the over billed or under billed amount is recorded as an adjustment to revenue.

The Company bills customers for the cost of natural gas and the related costs incurred through the processing, distribution, and delivery of natural gas to residential, commercial, and industrial heating and nonheating customers.

Revenues include amounts related to gas that has been used by customers but has not yet been billed. Revenues are recognized as gas is distributed. Estimated revenues from gas distributed and unbilled, less estimated uncollectible amounts are accrued and included in operating revenues and were \$3.4 million and \$5.2 million for the years ended August 31, 2016 and 2015, respectively.

(i) Operating Expenses

The Company recognizes costs incurred as part of the Company's regular business activities on the statements of revenues and expenses and changes in net position as operating expenses. These costs include distribution, marketing, gas processing, and other similar costs.

Costs incurred that do not involve normal business operations are recognized as nonoperating expenses.

(j) Provision for Uncollectible Accounts

The Company estimates its accumulated provision for uncollectible accounts based on a financial analysis and a collectibility study performed as of the fiscal year-end. The methodology used in performing the collectibility study has been reviewed by the PGC. For FY 2016 and FY 2015, management has provided an accumulated provision for uncollectible accounts in excess of the collectibility study results based on its analysis of historical aging data. The actual results of the Company's collection efforts could differ significantly from the Company's estimate.

Due to the seasonal nature of the business, the Company carries credit balances in accounts receivable primarily as a result of prepayment by budget customers. Credit balances of \$17.1 million and \$16.5 million in FY 2016 and FY 2015, respectively, have been reclassified to accounts payable.

(k) Gas Inventories, Materials, and Supplies

Gas inventories, materials, and supplies, consisting primarily of fuel stock, gas stored to meet peak demand requirements, and spare parts, are stated at average cost at August 31, 2016 and 2015, as follows (thousands of U.S. dollars):

	2016	2015
Gas inventory	\$ 38,556	40,791
Material and supplies	9,335	10,117
Total	\$ 47,891	50,908

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

(l) Unamortized Bond Insurance Costs, Debt Discount, and Premium

Discounts or premiums and bond insurance costs arising from the sale of revenue bonds are amortized using the interest method over the term of the related bond issue. Other costs of bond issuance are expensed as incurred.

(m) Unamortized Losses on Recquired Debt

Losses on reacquired debt are recorded as deferred outflows of resources and amortized, using the interest method, to interest expense over the shorter of the life of the refunding bond issue or the remaining original amortization period.

(n) Pensions and Postemployment Benefits

As described in note 10, the City sponsors a single-employer defined-benefit pension plan, the Philadelphia Gas Works Pension Plan (the Pension Plan) to provide pension benefits for certain current and former PGW employees. In accordance with GASB Statement No. 68, *Accounting and Financial Reporting for Pensions – an amendment of GASB 27* (GASB 68), for purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Pension Plan and additions to/deductions from the Pension Plan's fiduciary net position are determined on the same basis as they are reported by the Pension Plan. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with benefit terms. Investments are reported at fair value. With the exception of deferred outflows related to employer contributions made after the measurement date, deferred inflows and outflows related to pensions are amortized over a closed five-year period or the average remaining service life of employees in the pension plan. Deferred outflows of resources related to employer contributions made after the measurement date will be recognized as a reduction of the net pension liability in the next fiscal year.

As described in note 11, PGW sponsors a single-employer defined-benefit healthcare plan that provides postemployment healthcare and life insurance benefits to substantially all current and former PGW employees. The change in the net OPEB obligation and OPEB expense are recorded based on the difference between the annual actuarially determined OPEB cost (AOC) and the Company's contributions.

(o) Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the financial statement measurement date. The fair value hierarchy categorizes the inputs to valuation techniques used to measure fair value into three levels as follows:

- Level 1 – quoted prices for identical assets or liabilities in active markets that a government can access at the measurement date.
- Level 2 – quoted prices other than those included within Level 1 and other inputs that are observable for an asset or liability, either directly or indirectly.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

- Level 3 – pricing inputs are unobservable for the asset or liability and include situations where there is little, if any, market activity or involvement.

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3. When the fair value of an asset or a liability is measured using inputs from more than one level of the fair value hierarchy, the measurement is considered to be based on the lowest priority level that is significant to the entire measurement.

The categorization of a financial instrument within the hierarchy is based upon pricing transparency and is not necessarily an indication of the Company's perceived risk of that instrument.

The following is a description of the valuation methodologies used for investments measured at fair value:

- U.S. government obligations – The fair value of government obligations are based on institutional bond quotes and evaluations based on various market and industry inputs.
- U.S. government agencies and instrumentalities – The fair value of government agencies and instrumentalities are based on institutional bond quotes and evaluations based on various market and industry inputs.
- Corporate obligations – The fair value of corporate bonds are based on institutional bond quotes and evaluations based on various market and industry inputs.
- Foreign issues – The fair value of corporate bonds are based on institutional bond quotes and evaluations based on various market and industry inputs.

(p) Cash and Cash Equivalents

For the purpose of reporting cash and cash equivalents, all highly liquid investments with original maturities of three months or less are considered cash equivalents, except those held for long-term purposes in the Sinking Fund and Workers' Compensation Escrow Fund, and Health Insurance Escrow Fund as described in note 3.

(q) Reserve for Injuries and Damages

The Company is principally insured through insurance carriers. However, the Company is required to cover settlement of claims, which are excluded under the provisions of such insurance policies. An estimated liability has been established, in accordance with PGC regulations, for settlements to be paid by the Company in the next fiscal year.

Estimated losses from claims for occurrences not covered by insurance, which will not be paid in the next fiscal year, have been accrued. Such liabilities have been established based upon Company history and consultation with counsel. Such expenses are expected to be recovered through future rates. Reductions to the reserve are made as claims are settled.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

(r) Segment Information

All of the Company's assets and operations are employed in only one segment, local transportation, and distribution of natural gas in the City.

(s) Estimates

The preparation of financial statements in conformity with U.S. GAAP 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates in the Company's financial statements include the allowance for doubtful accounts, the fair value of interest rate swap agreements and the valuation of pension and OPEB liabilities.

(t) Pollution Remediation

The Company estimates its pollution remediation obligations using the effective cash flow method, in which measurement is based on the outlays expected to be incurred as a sum of probability-weighted amounts in a range of possible estimated amounts. The Company's liability is based on a combination of internal and external cost estimates for the specific remediation activities agreed to as part of Pennsylvania Act 2, *Land Recycling and Environmental Remediation Standards Act of 1995* and Pennsylvania Act 32, *Storage Tank and Spill Prevention Act of 1989*.

Estimated site liabilities are determined based upon existing remediation laws and technologies, specific site consultants' engineering studies, or by extrapolating experience with environmental issues at comparable sites. Estimates may change substantially as additional information becomes available regarding the level of contamination at specific sites, available remediation methods, and changes in price, technology, proposed land use, or applicable regulations.

(u) Reclassifications

Certain prior-year amounts have been reclassified for comparative purposes.

(v) New Accounting Pronouncements

The Company adopted GASB Statement No. 72, *Fair Value Measurement and Application* (GASB 72). GASB 72 addresses accounting and financial reporting issues related to fair value measurements. The definition of fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This statement provides guidance for determining a fair value measurement for financial reporting purposes. This statement also provides guidance for applying fair value to certain investments and disclosures related to all fair value measurements. GASB 72 has been applied retrospectively to the investment disclosures in notes 3 and 10 and did not impact valuation of investments, net position, or changes in net position.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

(w) Accounting Standards with Future Effective Dates

In June 2015, GASB issued Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other than Pensions* (GASB 75). The statement establishes standards, similar to those established for defined-benefit pension plans in GASB 68, for recognizing and measuring defined-benefit OPEB liabilities, deferred outflows or resources, deferred inflows of resources, and expenses, and identifies the methods and assumptions that are required to be used to project benefit payments, discount projected benefit payments to their actuarial present value, and attribute that present value to periods of employee service. Note disclosure and required supplementary information are also addressed. GASB 75 is effective for fiscal years beginning after June 15, 2017. The Company is currently evaluating the impact of GASB 75 on its financial statements.

(2) Ownership and Management and Related-Party Transactions and Balances

The Company is accounted for as a component unit of the City. As of January 1, 1973, under the terms of a two-year agreement automatically extended for successive two-year periods unless canceled upon 90 days' notice by the City, the Company is being managed by the Philadelphia Facilities Management Corporation (PFMC). The agreement, as amended, provides for reimbursement to PFMC of actual costs incurred in managing the Company, not to exceed a total of the prior fiscal year's maximum amount adjusted to reflect the percentage change in the Consumer Price Index for All Urban Consumers (CPI-U) All Items Index, Philadelphia, Pennsylvania, United States Department of Labor, Bureau of Labor Statistics, as most recently published and available to the Director of Finance of the City on March 1 of each such fiscal year. In FY 2016 and FY 2015, the applicable maximum amount was calculated to be \$1.2 million. The agreement requires the Company to make annual payments of \$18.0 million to the City. In FY 2016 and FY 2015, the Company made the annual payment of \$18.0 million to the City.

The Company engages in various other transactions with the City. The Company provides gas service to the City. Operating revenues include \$5.4 million and \$7.7 million in FY 2016 and FY 2015, respectively, relating to sales to the City. There were no net amounts receivable from the City at August 31, 2016 and 2015. Water and sewer services and licenses are purchased from the City. Such purchases totaled \$1.4 million and \$1.2 million in FY 2016 and FY 2015, respectively.

Certain activities of the PGC are paid for by the Company. Such payments totaled \$0.8 million and \$0.9 million in FY 2016 and FY 2015, respectively.

(3) Cash and Cash Equivalents, and Investments

(a) Cash, Cash Equivalents, and Short-Term Investments

Cash and cash equivalents consist primarily of bank deposits, money market accounts, and investments purchased through various brokerage relationships. Bank balances of such deposits, accounts, and investments at August 31, 2016 and 2015 were \$91.4 million and \$114.0 million, respectively. Book balances of such deposits and accounts at August 31, 2016 and 2015 were \$91.7 million and \$114.3 million, respectively. Federal depository insurance on these balances at August 31, 2016 and 2015 was \$0.8 million. The remaining balances are not insured. Investments are primarily in money market accounts, U.S. Treasury bills, U.S. government agencies and instrumentalities, and corporate obligations (short-term investments).

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

The highest balance of short-term investments during FY 2016 and FY 2015 was \$136.6 million and \$161.5 million, respectively. Short-term investments with a carrying amount (at fair value) of \$84.4 million and \$112.2 million at August 31, 2016 and 2015, respectively, are included in the balances presented above.

(b) *Sinking Fund Reserve, Workers' Compensation Escrow Fund, and Health Insurance Escrow Fund*

The investments in the Company's Sinking Fund Reserve, Workers' Compensation Escrow Fund, and Health Insurance Escrow Fund consist primarily of U.S. Treasury and government agency obligations, corporate obligations, and money market accounts. These investments are maintained by the City or in the Company's name by its agent. Investments are recorded at fair value except for certain money market funds recorded at amortized cost. The adjustment to market value for the Sinking Fund Reserve resulted in a loss of less than \$0.1 million in FY 2016 and a loss of \$0.2 million in FY 2015.

The Sinking Fund Reserve is required by bond ordinance to hold an amount equal to the greatest amount of debt service required by bonds secured by the Sinking Fund Reserve in any fiscal year.

Pursuant to the Pennsylvania Department of Labor and Industry Bureau of Workers' Compensation Self-Insurance policy, the Company has established and maintained a restricted trust account. As of August 31, 2016 and 2015, the trust account balances were \$2.6 million.

PGW is self-insured for the healthcare for active employees and retirees under the age of 65. Retirees over the age of 65 are insured on an experience-rated basis. The self-insured model historically required the Company to establish and maintain a restricted escrow account.

The balance in the Health Insurance Escrow Fund was \$3.2 million as of August 31, 2015.

The Health Insurance Escrow Fund was closed in September 2015. PGW negotiated the closing of this account by providing an advance deposit of \$0.8 million to the healthcare provider.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Notes to Basic Financial Statements

August 31, 2016 and 2015

The following is a schedule that details the Company's investments in the Sinking Fund Reserve (thousands of U.S. dollars):

<u>Investment type</u>	<u>August 31, 2016</u>			
	<u>Fair value</u>	<u>Weighted average maturity (years)</u>	<u>Credit rating</u>	<u>Rating agency</u>
U.S. government obligations:				
U.S. Treasury notes	\$ 10,618	4.3267	AAA/NA	Moody's/S&P
U.S. government agencies and instrumentalities:				
Federal National Mortgage Association medium term notes	4,013	0.5208	AAA/AA+	Moody's/S&P
Federal Home Loan Mortgage Corporation medium term notes	25,382	11.1469	AAA/AA+	Moody's/S&P
Federal Home Loan Bank bonds	10,003	1.4988	AAA/AA+	Moody's/S&P
Federal Farm Credit Bank bonds	8,724	1.1200	AAA/AA+	Moody's/S&P
Tennessee Valley Authority	2,471	6.0698	AAA/AA+	Moody's/S&P
Total U.S. government agencies and instrumentalities	<u>50,593</u>			
Total fair value of U.S. government securities	<u>61,211</u>			
Corporate obligations:				
Chevron Corporation	2,408	1.5968	AA+/A1	Moody's/S&P
Total corporate obligations	<u>2,408</u>			
Foreign issues:				
Australia & New Zealand Banking Group, Ltd., New York	2,266	2.0460	A+/AA2	Moody's/S&P
Westpac Banking Corporation	2,007	2.1244	AA-/AA2	Moody's/S&P
Total foreign issues	<u>4,273</u>			

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

August 31, 2016				
<u>Investment type</u>	<u>Fair value</u>	<u>Weighted average maturity (years)</u>	<u>Credit rating</u>	<u>Rating agency</u>
Cash and cash equivalents:				
Bank of Montreal commercial paper	\$ 1,988	—	*	*
Bank of Tokyo Mitsubishi commercial paper	1,994	—	*	*
BNP Paribas Finance Inc. commercial paper	1,992	—	*	*
Canadian Imperial Hids commercial paper	1,989	—	*	*
Cooperatieve Centrale commercial paper	1,990	—	*	*
Credit Agricole Crpin commercial paper	1,990	—	*	*
ING US Funding LLC commercial paper	1,990	—	*	*
JP Morgan Securities commercial paper	1,994	—	*	*
Toyota Motor Credit Company commercial paper	1,995	—	*	*
Money market:				
First American Government Obligations Fund Class Z	626	—	*	*
Total cash and cash equivalents	18,548	—		
Other	212	—	*	*
Total fair value of investments, including cash deposits	\$ 86,652			

Portfolio weighted modified duration

* The credit of this investment is unrated.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

<u>Investment type</u>	<u>August 31, 2015</u>			
	<u>Fair value</u>	<u>Weighted average maturity (years)</u>	<u>Credit rating</u>	<u>Rating agency</u>
U.S. government obligations:				
U.S. Treasury notes	\$ 21,039	2.9063	AAA/NA	Moody's/S&P
U.S. government agencies and instrumentalities:				
Federal National Mortgage Association medium term notes	675	0.4844	AAA/AA+	Moody's/S&P
Federal Home Loan Mortgage Corporation medium term notes	13,168	0.5950	AAA/AA+	Moody's/S&P
Federal Home Loan Bank bonds	16,497	1.2875	AAA/AA+	Moody's/S&P
Federal Farm Credit Bank bonds	<u>5,025</u>	0.0138	AAA/AA+	Moody's/S&P
Total U.S. government agencies and instrumentalities	<u>35,365</u>			
Total fair value of U.S. government securities	<u>56,404</u>			
Corporate obligations:				
General Electric Capital Corporation	<u>2,010</u>	—	AA+/A1	Moody's/S&P
Total corporate obligations	<u>2,010</u>			
Foreign issues:				
Bank of Nova Scotia	2,051	—	A+/AA2	Moody's/S&P
Westpac Banking Corporation	<u>981</u>	—	AA-/AA2	Moody's/S&P
Total foreign issues	<u>3,032</u>			

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

August 31, 2015				
Investment type	Fair value	Weighted average maturity (years)	Credit rating	Rating agency
Cash and cash equivalents:				
BNP Paribas Finance Inc. commercial paper	\$ 2,000	—	*	*
Toyota Motor Credit Corporation commercial paper	1,997	—	*	*
HSBC Americas Inc. commercial paper	1,994	—	*	*
JP Morgan Securities commercial paper	1,800	—	*	*
Money market:				
First American Government Obligations Fund Class Z	20,795	—	*	*
Total cash and cash equivalents	28,586	—		
Other	109	—	*	*
Total fair value of investments, including cash deposits	\$ 90,141			

Portfolio weighted modified duration

* The credit of this investment is unrated.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

The following is a schedule that details the Company's investments in the Workers' Compensation Escrow Fund (thousands of U.S. dollars):

August 31, 2016				
Investment type	Fair value	Weighted average maturity (years)	Credit rating	Rating agency
Money market:				
Fidelity Governmental Fund	\$ <u>2,603</u>	—	*	*
Total fair value of investments, including cash deposits	\$ <u><u>2,603</u></u>			

* The credit of this investment is unrated.

August 31, 2015				
Investment type	Fair value	Weighted average maturity (years)	Credit rating	Rating agency
Money market:				
Fidelity Governmental Fund	\$ <u>2,597</u>	—	*	*
Total fair value of investments, including cash deposits	\$ <u><u>2,597</u></u>			

* The credit of this investment is unrated.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

The following is a schedule that details the Company's investments in the Health Insurance Escrow Fund (thousands of U.S. dollars):

	August 31, 2015			
Investment type	Fair value	Weighted average maturity (years)	Credit rating	Rating agency
Money market:				
Fidelity Governmental Fund	\$ <u>3,223</u>	—	*	*
Total fair value of investments, including cash deposits	\$ <u><u>3,223</u></u>			

* The credit of this investment is unrated.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

The following is a schedule that details the fair value hierarchy of the Company's investments in the Sinking Fund Reserve (thousands of U.S. dollars):

<u>Investment type</u>	<u>August 31, 2016</u>			
	<u>Total Fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
U.S. government obligations:				
U.S. Treasury notes	\$ 10,618	10,618	—	—
U.S. government agencies and instrumentalities:				
Federal National Mortgage Association medium term notes	4,013	—	4,013	—
Federal Home Loan Mortgage Corporation medium term notes	25,382	—	25,382	—
Federal Home Loan Bank bonds	10,003	—	10,003	—
Federal Farm Credit Bank bonds	8,724	—	8,724	—
Tennessee Valley Authority	2,471	—	2,471	—
Total U.S. government agencies and instrumentalities	<u>50,593</u>	<u>—</u>	<u>50,593</u>	<u>—</u>
Total fair value of U.S. government securities	<u>61,211</u>	<u>10,618</u>	<u>50,593</u>	<u>—</u>
Corporate obligations:				
Chevron Corporation	2,408	—	2,408	—
Total corporate obligations	<u>2,408</u>	<u>—</u>	<u>2,408</u>	<u>—</u>
Foreign issues:				
Australia & New Zealand Banking Group, Ltd., New York	2,266	—	2,266	—
Westpac Banking Corporation	2,007	—	2,007	—
Total foreign issues	<u>4,273</u>	<u>—</u>	<u>4,273</u>	<u>—</u>

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

<u>Investment type</u>	<u>August 31, 2016</u>			
	<u>Total Fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Cash and cash equivalents:				
Bank of Montreal commercial paper	\$ 1,988	—	1,988	—
Bank of Tokyo Mitsubishi commercial paper	1,994	—	1,994	—
BNP Paribas Finance Inc. commercial paper	1,992	—	1,992	—
Canadian Imperial Hids commercial paper	1,989	—	1,989	—
Cooperatieve Centrale commercial paper	1,990	—	1,990	—
Credit Agricole Crpin commercial paper	1,990	—	1,990	—
ING US Funding LLC commercial paper	1,990	—	1,990	—
JP Morgan Securities commercial paper	1,994	—	1,994	—
Toyota Motor Credit Company commercial paper	1,995	—	1,995	—
Money market:				
First American Government Obligations Fund Class Z	626	626	—	—
Total cash and cash equivalents	18,548	626	17,922	—
Other	212	—	212	—
Total fair value of investments, including cash deposits	\$ 86,652	11,244	75,408	—

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

<u>Investment type</u>	<u>August 31, 2015</u>			
	<u>Total Fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
U.S. government obligations:				
U.S. Treasury notes	\$ 21,039	21,039	—	—
U.S. government agencies and instrumentalities:				
Federal National Mortgage Association medium term notes	675	—	675	—
Federal Home Loan Mortgage Corporation medium term notes	13,168	—	13,168	—
Federal Home Loan Bank bonds	16,497	—	16,497	—
Federal Farm Credit Bank bonds	5,025	—	5,025	—
Total U.S. government agencies and instrumentalities	<u>35,365</u>	<u>—</u>	<u>35,365</u>	<u>—</u>
Total fair value of U.S. government securities	<u>56,404</u>	<u>21,039</u>	<u>35,365</u>	<u>—</u>
General Electric Capital Corporation	<u>2,010</u>	<u>—</u>	<u>2,010</u>	<u>—</u>
Total corporate obligations	<u>2,010</u>	<u>—</u>	<u>2,010</u>	<u>—</u>
Foreign issues:				
Bank of Nova Scotia	2,051	—	2,051	—
Westpac Banking Corporation	981	—	981	—
Total foreign issues	<u>3,032</u>	<u>—</u>	<u>3,032</u>	<u>—</u>

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

<u>Investment type</u>	<u>August 31, 2015</u>			
	<u>Total Fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Cash and cash equivalents:				
BNP Paribas Finance Inc. commercial paper	\$ 2,000	—	2,000	—
Toyota Motor Credit Corporation commercial paper	1,997	—	1,997	—
HSBC Americas Inc. commercial paper	1,994	—	1,994	—
JP Morgan Securities commercial paper	1,800	—	1,800	—
Money market:				
First American Government Obligations Fund Class Z	20,795	20,795	—	—
Total cash and cash equivalents	28,586	20,795	7,791	—
Other	109	—	109	—
Total fair value of investments, including cash deposits	\$ 90,141	41,834	48,307	—

The following is a schedule that details the fair value hierarchy of the Company's investments in the Workers' Compensation Escrow Fund (thousands of U.S. dollars):

<u>Investment type</u>	<u>August 31, 2016</u>			
	<u>Total Fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market:				
Fidelity Governmental Fund	\$ 2,603	2,603	—	—
Total fair value of investments, including cash deposits	\$ 2,603	2,603	—	—

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

Investment type	August 31, 2015			
	Total Fair value	Level 1	Level 2	Level 3
Money market:				
Fidelity Governmental Fund	\$ 2,597	2,597	—	—
Total fair value of investments, including cash deposits	\$ 2,597	2,597	—	—

The following is a schedule that details the fair value hierarchy of the Company's investments in the Health Insurance Escrow Fund (thousands of U.S. dollars):

Investment type	August 31, 2015			
	Total Fair value	Level 1	Level 2	Level 3
Money market:				
Fidelity Governmental Fund	\$ 3,223	3,223	—	—
Total fair value of investments, including cash deposits	\$ 3,223	3,223	—	—

(c) Interest Rate Risk

It is the policy of the City to diversify its investment portfolios. Portfolio diversification is employed as a way to control risk. Investments shall be diversified as to maturities, and as to kind of investments to minimize the risk of loss, which might result from over concentration of assets in a specific maturity, in a specific kind of a security, or from a specific issuer or industry.

(d) Credit Risk

The City has adopted an investment policy relating to the investments of the Company. Per the investment policy, the Company's allowable investments are as follows:

- (1) bonds or notes of the U.S. government;
- (2) U.S. Treasury obligations, including separate trading of registered interest and principal securities; receipts indicating an undivided interest in such U.S. Treasury obligations; and stripped coupons held under book entry with the New York Federal Reserve Bank;

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

- (3) obligations of the following U.S. government-sponsored agencies; Government National Mortgage Association, Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, Federal Farm Credit System, Federal Home Loan Bank, Resolution Funding Corporation, and Tennessee Valley Authority;
- (4) collateralized banker's acceptances and certificate of deposit denominated in U.S. dollars and issued by a city code authorized depository certificate of deposit that must be secured by acceptable collateral with a total market value equal to 102.0% of the deposit;
- (5) commercial paper with a stated maturity of 270 days or less, which is rated P1 by Moody's or A1+ by Standard & Poor's (S&P). The senior long-term debt of the commercial paper issuer, or the entity providing an explicit guarantee, must be rated not lower than A2 by Moody's or A by S&P;
- (6) asset-backed commercial paper (ABCP), which does not have a long-term rating, is an allowable investment if it meets the short-term rating requirements but is only allowed up to the ABCP sublimit;
- (7) general obligation bonds of corporations rated Aa2 or better by Moody's or AA or better by S&P with a final maturity of two years or less;
- (8) collateralized mortgage obligations and pass-through securities directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States and with a final maturity of two years or less, the rating must be no lower than Aa2 by Moody's or AA by S&P;
- (9) money market mutual funds, as defined by the Securities and Exchange Commission, such money markets funds must have assets over \$15.0 billion, have the highest rating from Moody's, S&P, and Fitch, and contain only government securities;
- (10) repurchase agreements that are fully collateralized in bonds or notes of the U.S. government pledged to the City and held in the City's name and deposited at the time the investment is made with an entity or a third party selected and approved by the City the market value of the collateral shall be at least 102.0% of the funds being disbursed; and
- (11) obligations of the Commonwealth of Pennsylvania (the Commonwealth) or any municipality or other political subdivision of the Commonwealth with a final maturity of two years or less and a rating of at least AA by Moody's or S&P.

Authorized investments for Sinking Fund Portfolios are dictated by the First Class City Revenue Bond Act of the General Assembly of the Commonwealth of Pennsylvania, approved October 18, 1972. This also includes any investment vehicle permitted for any Commonwealth state agency.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Notes to Basic Financial Statements

August 31, 2016 and 2015

The Company's investment policy provides for the following percentage limitations of authorized investments, valued at market:

	<u>Percent of portfolio allowed</u>	<u>Percent of portfolio per issuer</u>	<u>Percent of outstanding securities per issuer</u>
U.S. government	100	100	N/A
U.S. Treasury	100	100	N/A
U.S. agencies and instrumentalities	100	33	N/A
Banker's acceptances and certificates of deposit	15	3	3
Commercial paper	25	3	3
Corporate bonds	25	3	3
Collateralized mortgage obligations and pass-through securities	5	3	3
Money market mutual funds	25	10	3
Repurchase agreements	25	10	N/A

More than 58.4% of the Company's investments as of August 31, 2016 are in the following: Federal Home Loan Mortgage Corporation medium term notes (33.9%), Federal Farm Credit Banks (10.1%), Federal Home Loan Bank bonds (11.5%), and Tennessee Valley Authority (2.9%). These investments are in accordance with the City's investment policy.

(e) Custodial Credit Risk

The Company has selected, as custodial bank, a member of the Federal Reserve System to hold its investments. Delivery of the applicable investment documents to the Company's custodian is required for all investments. For secured transactions, such as repurchase agreements, either the title to or a perfected security interest in the securities, along with any necessary transfer documents, must be transferred to the custodian. Such transactions will always use delivery versus payment procedures.

(4) Recoverable Costs

In compliance with orders issued by the PGC, the cost of projects that produce benefits over an extended period is recorded on the balance sheets as a recoverable cost in other assets. There is no return on the asset being charged to the customers. The unamortized costs included in other assets and deferred debits were \$0.3 million as of August 31, 2016. The unamortized costs included in other assets and deferred debits were \$0.4 million as of August 31, 2015. The unamortized costs included in other current assets and deferred debits were \$0.1 million as of August 31, 2016 and August 31, 2015.

In accordance with U.S. GAAP for regulated entities, the Company has recognized the long-term portion of its environmental remediation liability as a regulatory asset because based on available evidence it is probable that the previously incurred costs will be recovered through rates. In FY 2016, settlements by the Company's insurance carriers provided less than \$0.1 million associated with environmental remediation

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

costs. Environmental remediation costs of approximately \$0.6 million in FY 2016 were offset by these insurance settlements, and the remainder was recorded on the balance sheets as a recoverable cost in other assets. The Company estimates additional expenditures to be approximately \$32.7 million.

(5) Deferred Compensation Plan

The Company offers its employees a deferred compensation plan (the Plan) created in accordance with Internal Revenue Code Section 457. The Plan, available to all Company employees with at least 30 days of service, permits them to defer a portion of their salary until future years. The Company provides an annual 10.0% matching contribution of applicable wages that immediately vests to the employee. The Company contributed \$0.3 million in FY 2016 and FY 2015. PGW's contributions are accounted for as part of administrative and general expense.

(6) Notes Payable

Pursuant to the provisions of the City of Philadelphia Note Ordinances, PGW may sell short-term notes to either support working capital requirements or pay the costs of certain capital projects and other project costs. PGW may issue short-term notes in a principal amount, which, together with interest, may not exceed \$150.0 million outstanding to support working capital requirements. PGW may also sell additional short-term notes in an aggregate principal amount, which may not exceed \$120.0 million outstanding at any time to pay the costs of certain capital projects and other project costs (Capital Project Commercial Paper). All notes are supported by two irrevocable letters of credit and a security interest in PGW's revenues. The letters of credit supporting PGW's combined commercial paper programs fixed the maximum level of outstanding notes plus interest at \$120.0 million in FY 2016 and FY 2015. There was \$71.0 million of tax-exempt capital project commercial paper outstanding at August 31, 2016. At the end of FY 2015, there was \$30.0 million of tax-exempt capital project commercial paper outstanding.

The commitment amount is \$120.0 million under the current credit agreements. The expiration date of the credit agreements is August 14, 2017.

Capital Project Commercial Paper activity for the year ended August 31, 2016 was as follows (thousands of U.S. dollars):

		Year ended August 31, 2016			
		Beginning balance	Additions	Deletions	Ending balance
Commercial paper	\$	30,000	41,000	—	71,000
		Year ended August 31, 2015			
		Beginning balance	Additions	Deletions	Ending balance
Commercial paper	\$	—	30,000	—	30,000

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

(7) GCR Tariff Reconciliation

During the fiscal year ended August 31, 2016, the Company's actual gas costs were below its billed gas costs by approximately \$2.2 million. This amount was netted with other costs and recorded in other current assets for FY 2016. Actual gas costs were \$8.4 million higher than billed gas costs in FY 2015.

Natural Gas Pipeline Supplier Refund

The Company received less than \$0.1 million in refunds in FY 2016 and no refunds in FY 2015, related to Federal Energy Regulatory Commission/Pipeline Rate Cases. This amount was utilized as a reduction in the cost of gas for reconciliation purposes in the calculation of the applicable GCR.

(8) Long-Term Debt and Other Liabilities

The following summary of long-term debt consists primarily of bonds issued by the City under agreements whereby the Company must reimburse the City for the principal and interest payments required by the bond ordinances for the fiscal years ended August 31, 2016 and 2015 (thousands of U.S. dollars):

	August 31, 2016			August 31, 2015		
	Current portion	Long-term	Total	Current portion	Long-term	Total
Revenue bonds	\$ 34,790	803,040	837,830	38,215	876,960	915,175
Unamortized discount	(24)	(86)	(110)	(63)	(723)	(786)
Unamortized premium	10,037	78,666	88,703	4,878	38,482	43,360
Total revenue bonds	<u>\$ 44,803</u>	<u>881,620</u>	<u>926,423</u>	<u>43,030</u>	<u>914,719</u>	<u>957,749</u>

The following is a summary of activity related to revenue bonds and other liabilities and the respective balances for the fiscal years ended August 31, 2016 and 2015 (thousands of U.S. dollars):

	Year ended August 31, 2016				
	Beginning balance	Additions	Reductions	Ending balance	Due within one year
Revenue bonds	\$ 915,175	312,425	(389,770)	837,830	34,790
Other liabilities:					
Claims and judgments	6,501	—	(1,315)	5,186	5,307
Environmental cleanup	32,474	—	(1,288)	31,186	1,501
Other postemployment benefits	90,014	—	(8,571)	81,443	—
Interest rate swap liability	39,410	—	(7,604)	31,806	—
Total other liabilities	<u>\$ 168,399</u>	<u>—</u>	<u>(18,778)</u>	<u>149,621</u>	<u>6,808</u>

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

	Year ended August 31, 2015				
	Beginning balance	Additions	Reductions	Ending balance	Due within one year
Revenue bonds	\$ 1,015,920	261,770	(362,515)	915,175	38,215
Other liabilities:					
Claims and judgments	5,216	1,285	—	6,501	5,011
Environmental cleanup	33,499	—	(1,025)	32,474	1,965
Other postemployment benefits	101,788	—	(11,774)	90,014	—
Interest rate swap liability	38,762	648	—	39,410	—
Total other liabilities	\$ 179,265	1,933	(12,799)	168,399	6,976

(a) Principal Maturities and Scheduled Interest and Swap Payments

Principal maturities and scheduled interest payments for revenue bonds and estimated payments on the interest rate swaps are as follows (thousands of U.S. dollars):

	Revenue bonds			
	Principal	Interest	Net swap amount	Total
Fiscal year ending August 31:				
2017	\$ 34,790	27,849	4,061	66,700
2018	47,770	32,157	4,061	83,988
2019	47,645	30,003	4,062	81,710
2020	48,425	27,637	4,062	80,124
2021	49,140	25,287	4,062	78,489
2022–2026	253,080	92,901	18,150	364,131
2027–2031	176,480	54,853	2,740	234,073
2032–2036	124,990	24,651	—	149,641
2037–2040	55,510	5,542	—	61,052
Total	\$ 837,830	320,880	41,198	1,199,908

Future debt service is calculated using rates in effect at August 31, 2016 for variable rate bonds, which ranged from 0.55% to 0.60%. The variable rate received under the swaps is 70.0% of one-month London Interbank Offered Rate (LIBOR) until maturity, which was 0.35% at August 31, 2016.

(b) Bond Issuances – Refunding of Bonds and Defeasance of Bonds

1998 Ordinance Fourteenth Series Bonds

On August 30, 2016, the City issued Gas Works Revenue Bonds, Fourteenth Series (1998 General Ordinance) in the amount of \$312.4 million for the purpose of advanced refunding of select maturities of the Seventh Series Bonds (1998 General Ordinance), Ninth Series Bonds (1998 General Ordinance), and Eighth Series A Bonds (1998 General Ordinance), and to make termination payments with respect to a portion of the swap agreements associated with certain maturities of the Eighth Series B, C, D, and E Bonds. The Fourteenth Series Bonds, with fixed interest rates that range

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

from 2.0% to 5.0%, have maturity dates through 2038. The loss on this refunding was \$33.5 million, which will be amortized over the life of the Fourteenth Series Bonds. This transaction provided net present value debt service savings of \$38.2 million utilizing an arbitrage yield of 2.11%. The savings as a percentage of refunded bonds was 10.86%.

As of August 31, 2016, the Company's Eighth Series variable rate debt was backed by letter-of-credit agreements, which either extend to August 1, 2018 (Eighth Series C and D) or August 30, 2019 (Eighth Series B and E).

The Company's Fifth Series A-2 variable rate bonds are backed by an irrevocable letter of credit, which was extended on November 13, 2015 for a one-year term expiring on December 30, 2016.

Interest rates and maturities of the outstanding revenue bonds are detailed as follows (thousands of U.S. dollars):

	Interest rates	Maturity date (fiscal year)	Balance outstanding	
			August 31	
			2016	2015
5th Series A-2	Variable *	2035	\$ 30,000	30,000
7th Series	4.00%–5.00%	2038	4,615	171,540
7th Series Refunding	5.00%	2029	11,455	24,610
8th Series A	4.00%–5.25%	2017	7,840	24,135
8th Series B	Variable **	2028	27,370	50,260
8th Series C	Variable **	2028	27,225	50,000
8th Series D	Variable **	2028	40,845	75,000
8th Series E	Variable **	2028	27,370	50,260
9th Series	2.00%–5.25%	2040	67,860	135,835
10th Series	3.00%–5.00%	2026	35,355	41,765
13th Series	3.00%–5.00%	2034	245,470	261,770
14th Series	2.00%–5.00%	2038	312,425	—
			<u>\$ 837,830</u>	<u>915,175</u>

* As of August 31, 2016, the interest rate was 0.58%.

** As of August 31, 2016, the interest rate ranged from 0.55% to 0.60%.

(c) Debt Coverage and Sinking Fund Requirements

Under the terms of both general ordinances, the City is required to maintain rates to allow the Company to satisfy 1975 and 1998 revenue bond debt coverage ratio requirements. Upon issuance of the Thirteenth Series Bonds, no debt under the 1975 General Ordinance remains outstanding.

Also provided by both general ordinances is the establishment of a Sinking Fund Reserve into which deposits are made in an amount equal to the maximum annual debt service requirement on the bonds of each respective general ordinance in any fiscal year.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

Funds in the Sinking Fund Reserve are to be applied to the payment of debt service if, for any reason, other funds in the Sinking Fund, which operates as a debt service payment fund into which debt service payments are deposited as they come due, should be insufficient.

The revenue bonds are, and will be, equally and ratably collateralized by a security interest in all of the Company's project revenues, as defined in the general ordinances, and moneys in the Sinking Fund, including the Sinking Fund Reserve.

Portions of certain revenue bonds were issued as zero-coupon securities. Interest on these securities is accrued and compounded on the payment dates of the current interest bonds within the issue. The accrued interest in the amount of \$2.3 million and \$6.4 million in FY 2016 and FY 2015, respectively, is reported as a component of accrued accounts.

(d) Interest Rate Swap Agreements

Objective – In January 2006, the City entered into a fixed rate payor, floating rate receiver interest rate swap to create a synthetic fixed rate for the Sixth Series Bonds. The interest rate swap was used to hedge interest rate risk.

Terms – The swaps had an original termination date of August 1, 2031, which was amended to August 1, 2028. The swaps require the City to pay a fixed rate of 3.6745% and receive a variable rate equal to 70.0% of one-month LIBOR until maturity.

In August 2016, the underlying variable rate bonds maturing in FY 2017 through FY 2023 were refunded with fixed rate bonds and the related portions of the swaps, totaling \$102.7 million in notional amount, were terminated. PGW made a termination payment of \$13.9 million to partially terminate the swaps.

As of August 31, 2016, the swaps had a notional amount of \$122.8 million and the associated variable rate debt had a \$122.8 million principal amount, broken down by series as follows:

- The Series B swap had a notional amount of \$27.4 million and the associated variable rate bonds had a \$27.4 million principal amount.
- The Series C swap had a notional amount of \$27.2 million and the associated variable rate bonds had a \$27.2 million principal amount.
- The Series D swap had a notional amount of \$40.8 million and the associated variable rate bonds had a \$40.8 million principal amount.
- The Series E swap had a notional amount of \$27.4 million and the associated variable rate bonds had a \$27.4 million principal amount.

The final maturity date for all swaps is on August 1, 2028.

Fair Value – As of August 31, 2016, the swaps had a combined negative fair value of approximately \$31.8 million. The fair values of the interest rate swaps were estimated using the zero-coupon method and are classified as Level 2 within the fair value hierarchy as described in note 1. That method

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

calculates the future net settlement payments required by the swap, assuming current forward rates are implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swaps.

Risks – As of August 31, 2016, the City is not exposed to credit risk because the swaps had a negative fair value. Should interest rates change and the fair value of the swaps become positive, the City would be exposed to credit risk in the amount of the swaps' fair value. The swaps include a termination event additional to those in the standard ISDA master agreement based on credit ratings. The swaps may be terminated by the City if the rating of the counterparty falls below A3 or A – (Moody's/S&P), unless the counterparty has (i) assigned or transferred the swap to a party acceptable to the City; (ii) provided a credit support provider acceptable to the City whose obligations are pursuant to a credit support document acceptable to the City; or (iii) executed a credit support annex, in form and substance acceptable to the City, providing for the collateralization by the counterparty of its obligations under the swaps.

The swaps may be terminated by the counterparty if the rating on the City of Philadelphia Gas Works Revenue bonds falls below Baa2 or BBB (Moody's/S&P). However, because the City's swap payments are insured by Assured Guaranty Municipal Corporation, as long as Assured Guaranty Municipal Corporation is rated at or above A2 or A (Moody's/S&P), the termination event based on the City's ratings is stayed. At the present time, the rating for Assured Guaranty Municipal Corporation is at A2/AA (Moody's/S&P).

The City is exposed to (i) basis risk, as reflected by the relationship between the rate payable on the bonds and 70.0% of one-month LIBOR received on the swap, and (ii) tax risk, a form of basis risk, where the City is exposed to a potential additional interest cost in the event that changes in the federal tax system or if marginal tax rates cause the rate paid on the outstanding bonds to be greater than the 70.0% of one-month LIBOR received on the swap.

The impact of the interest rate swaps on the financial statements for the years ended August 31, 2016 and 2015 is as follows (thousands of U.S. dollars):

	<u>Interest rate swap liability</u>	<u>Deferred outflows of resources</u>
Balance, August 31, 2015	\$ 39,410	20,948
Change in fair value through August 31, 2016	(7,604)	(7,604)
Amortization of terminated hedge	—	1,419
Balance, August 31, 2016	<u>\$ 31,806</u>	<u>14,763</u>

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

	Interest rate swap liability	Deferred outflows of resources
Balance, August 31, 2014	\$ 38,762	18,879
Change in fair value through August 31, 2015	648	648
Amortization of terminated hedge	—	1,421
Balance, August 31, 2015	\$ 39,410	20,948

Because the original hedging relationship was terminated when the Sixth Series Bonds were refunded by the Eighth Series Bonds in 2009, there is a difference between the interest rate swap liability and the related deferred outflows of resources. The difference is being amortized on a straight-line basis into expense over the life of the hedge.

The interest rate swap liability is included in other noncurrent liabilities on the balance sheet.

There are no collateral posting requirements associated with the swap agreements.

(9) Defeased Debt

Defeased debt of the Company (bonds issued by the Company payable from the proceeds of irrevocably pledged assets) at August 31, 2016 was as follows (thousands of U.S. dollars):

	Latest date maturing to	Interest rate	Bonds outstanding
7th Series	10/01/37	5.00%	\$ 180,080
8th Series A	08/01/17	5.25	4,000
8th Series B	08/01/23	3.68	22,890
8th Series C	08/01/23	3.68	22,775
8th Series D	08/01/23	3.68	34,155
8th Series E	08/01/23	3.68	22,890
9th Series	08/01/35	5.25	64,765
12th Series B	05/15/20	7.00	20,435
17th Series	07/01/18	5.38	23,995
19th Series	10/01/23	5.00	14,450
Total			\$ 410,435

The assets pledged, primarily noncallable U.S. government securities, had a market value of \$436.2 million at August 31, 2016, bearing interest on face value from 0.00% to 5.89%.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

Defeased debt of the Company (bonds issued by the Company payable from the proceeds of irrevocably pledged assets) at August 31, 2015 was as follows (thousands of U.S. dollars):

	<u>Latest date maturing to</u>	<u>Interest rate</u>	<u>Bonds outstanding</u>
12th Series B	05/15/20	7.00%	\$ 24,735
17th Series	07/01/18	5.38	37,275
19th Series	10/01/23	5.00	<u>14,450</u>
Total			<u>\$ 76,460</u>

The assets pledged, primarily noncallable U.S. government securities, had a market value of \$82.4 million at August 31, 2015, bearing interest on face value from 5.84% to 5.89%.

The investments held by the trustee and the defeased bonds are not recognized on the Company's balance sheets in accordance with the terms of the Indentures of Defeasance. The investments pledged for the redemption of the defeased debt have maturities and interest payments scheduled to coincide with the trustee cash requirements for debt service.

(10) Defined Benefit Pension Plan

(a) Plan Description

The Pension Plan provides pension benefits for all eligible employees of PGW and other eligible class employees of PFMC and PGC.

The Pension Plan provides for retirement payments for vested employees at age 65 or earlier under various options, which includes a disability pension provision, a preretirement spouse or domestic partner's death benefit, a reduced pension for early retirement, various reduced pension payments for the election of a survivor option, and a provision for retirement after 30 years of service without penalty for reduced age. In accordance with Resolutions of the PGC, Ordinances of City Council, and as prescribed by the City's Director of Finance, the Pension Plan is being funded with contributions by PGW to the Sinking Fund Commission of the City, which serves as the Trustee. Management believes that the Pension Plan is in compliance with all applicable laws.

(b) Benefits Provided

Normal Retirement Benefits: The Pension Plan provides retirement benefits as well as death and disability benefits. Retirement benefits vest after five years of credited service. Employees who retire at or after age 65 are entitled to receive an annual retirement benefit, payable monthly, in an amount equal to the greater of:

- 1.25% of the first \$6,600 of Final Average Earnings plus 1.75% of the excess of Final Average Earnings over \$6,600, times years of credited service, with a maximum of 60.0% of the highest annual earnings during the last 10 years of credited service or

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

- 2.0% of total earnings received during the period of credited service plus 22.5% of the first \$1,200 annual amount, applicable only to participants who were employees on or prior to March 24, 1967.

Death Benefits: Before retirement, spouses of deceased active participants or of former participants are entitled to vested benefits provided such participants died after having attained age 45 and completed at least 15 years of Credited Service and whose age plus years of credited service equals at least 65 years of whom have completed at least 15 years of Credited Service regardless of age. The benefit payable is an amount for the spouse's remaining lifetime equal to the amount the beneficiary of the participant would have received had the participant retired due to a disability on the day preceding his/her death and elected the 100% contingent annuitant option.

Disability Benefits: Disability benefits are the same as the Normal Retirement Benefits and are based on Final Average Compensation and Credited Service as of the date of disability.

Final Average Earnings are the employee's average pay, over the highest five years of the last 10 years of credited service. Employees with 15 years of credited service may retire at or after age 55 and receive a reduced retirement benefit. Employees with 30 years of service may retire without penalty for reduced age.

Except as noted in the following paragraph, covered employees are not required to contribute to the Pension Plan.

In December 2011, the Pension Plan was amended by Ordinance and a new deferred compensation plan was authorized by Ordinance as well. Newly hired employees have an irrevocable option to join either a new deferred compensation plan created in accordance with Internal Revenue Code Section 401 or the existing defined-benefit plan. The defined-contribution plan provides for an employer contribution equal to 5.5% of applicable wages. The defined-benefit plan provides for a newly hired employee contribution equal to 6.0% of applicable wages. The Ordinance did not affect the retirement benefits of active employees, current retirees and beneficiaries, or terminated employees entitled to benefits but not yet receiving them.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

(c) Employees Covered by Benefit Terms

At June 30, 2016, the date of the most recent actuarial valuation, the Pension Plan membership consisted of:

Retirees and beneficiaries currently receiving benefits and terminated employees entitled to benefits, but not yet receiving them	2,521
Participants:	
Vested	1,036
Nonvested	215
Total participants	1,251
Total membership	3,772

During the period September 1, 2014 through June 30, 2015, PGW experienced significant changes in its workforce. During this time, there were over 180 active Pension Plan participants who moved into retirement. This activity is more than double the number of retirements experienced by PGW in a normal year.

(d) Contributions

The Pension Plan funding policy provides for periodic employer contributions at actuarially determined rates that, expressed as percentages of annual covered payroll, are sufficient to accumulate assets to pay benefits when due considering employee contributions required for new hires after December 2011 who elect to participate in the Pension Plan. Level percentages of payroll employer contribution rates are determined using the Projected Unit Credit actuarial funding method. For the Pension Plan years ended June 30, 2016 and 2015, PGW's average contribution rate was 29.1% and 22.6% of annual payroll, respectively. Employee contributions were approximately \$0.6 million in the plan year ended June 30, 2016 and approximately \$0.4 million in the plan year ended June 30, 2015. The actuarially determined contributions for FY 2016 and FY 2015 were \$26.5 million and \$21.5 million, respectively. PGW contributed \$26.5 million and \$21.5 million in its FY 2016 and FY 2015, respectively.

(e) Net Pension Liability

The Company's net pension liability as of August 31, 2016 and 2015 was measured as of June 30, 2016 and 2015, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of June 30, 2016, June 30, 2015.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

The total pension liability was determined using the entry age normal actuarial method and the following actuarial assumptions:

	2016	2015
Inflation	2.00%	2.00%
Salary increases	4.50	4.50
Investment rate of return	7.30	7.65

Mortality rates. Mortality rates for FY 2015 were based on the RP-2014 mortality tables for males and females generationally projected with scale MP-2014. Mortality rates for FY 2016 were based on the RP-2014 mortality tables for males and females generationally projected with scale MP-2015.

Long-term rate of return. The long-term expected rate of return on Pension Plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of Pension Plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by expected inflation. The target allocation and best estimates of arithmetic real rates of return for each major asset class for FY 2016 are summarized in the following table:

Asset class	Minimum	Maximum	Target	Expected annual return
Domestic equity	35.0%	55.0%	45.0%	9.0%
International equity	10.0	30.0	20.0	9.1
Fixed income	25.0	45.0	35.0	5.6
Cash equivalents	—	10.0	—	—
			100.0%	

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

Discount rate. The discount rate used to measure the total pension liability at June 30, 2016 and 2015 was 7.30% and 7.65%, respectively. The projection of cash flows used to determine the discount rate assumed that employee contributions will be made at the current contribution rate and that Company contributions will be made at rates equal to the difference between actuarially determined contribution rates and the employee contributions. Based on those assumptions, the Pension Plan's fiduciary net position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the long-term expected rate of return on Pension Plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Changes in Net Pension Liability

(Thousands of U.S. dollars)

	Increase (decrease)		
	Total pension liability (a)	Plan fiduciary net position (b)	Net pension liability (a)-(b)
Balances at September 1, 2014	\$ 677,401	513,145	164,256
Changes for the year:			
Service cost	4,890	—	4,890
Interest	52,377	—	52,377
Differences between expected and actual experience	17,961	—	17,961
Contributions – employer	—	21,106	(21,106)
Contributions – employee	—	393	(393)
Net investment income	—	24,472	(24,472)
Benefit payments, including refunds of employee contributions	(46,917)	(46,917)	—
Administrative expenses	—	(1,480)	1,480
Change in assumptions	44,876	—	44,876
Net changes	73,187	(2,426)	75,613
Balances at August 31, 2015	\$ 750,588	510,719	239,869

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Notes to Basic Financial Statements

August 31, 2016 and 2015

Changes in Net Pension Liability

(Thousands of U.S. dollars)

	Increase (decrease)		
	Total pension liability (a)	Plan fiduciary net position (b)	Net pension liability (a)-(b)
Balances at September 1, 2015	\$ 750,588	510,719	239,869
Changes for the year:			
Service cost	5,399	—	5,399
Interest	55,903	—	55,903
Differences between expected and actual experience	(8,840)	—	(8,840)
Contributions – employer	—	21,123	(21,123)
Contributions – employee	—	602	(602)
Net investment income	—	2,872	(2,872)
Benefit payments, including refunds of employee contributions	(50,447)	(50,447)	—
Administrative expenses	—	(1,611)	1,611
Change in assumptions	26,748	—	26,748
Net changes	28,763	(27,461)	56,224
Balances at August 31, 2016	\$ 779,351	483,258	296,093

Sensitivity of the net pension liability to changes in the discount rate. The following presents the net pension liability of the Company at June 30, 2016, calculated using the discount rate of 7.30%, as well as what the Company's net pension liability as of August 31, 2016 would be if it were calculated using a discount rate that is one-percentage-point lower (6.30%) or one-percentage point higher (8.30%) than the current rate:

	1% Decrease 6.30%	Current discount rate 7.30%	1% Increase 8.30%
		(thousands of U.S. dollars)	
Net pension liability	\$ 387,060	296,093	220,296

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Notes to Basic Financial Statements

August 31, 2016 and 2015

The following presents the net pension liability of the Company at June 30, 2015, calculated using the discount rate of 7.65%, as well as what the Company's net pension liability as of August 31, 2015 would be if it were calculated using a discount rate that is one-percentage-point lower (6.65%) or one-percentage point higher (8.65%) than the current rate:

	1% Decrease 6.65%	Current discount rate 7.65%	1% Increase 8.65%
	(thousands of U.S. dollars)		
Net pension liability	\$ 326,719	239,869	167,415

Pension Plan fiduciary net position. Detailed information about the Pension Plan's fiduciary net position is available in the separately issued Pension Plan financial report.

(f) Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

For the years ended August 31, 2016 and 2015, the Company recognized pension expense of \$62.3 million and \$43.7 million, respectively. At August 31, 2016 and 2015, the Company reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources (thousands of U.S. dollars):

	August 31, 2016		August 31, 2015	
	Deferred outflows of resources	Deferred inflows of resources	Deferred outflows of resources	Deferred inflows of resources
Differences between expected and actual experience	\$ 61,232	—	44,377	—
Changes of assumptions	—	—	33,572	—
Net difference between projected and actual earnings on pension plan investments	21,278	—	—	(11,653)
Contributions made after measurement date	5,533	—	179	—
Total	\$ 88,043	—	78,128	(11,653)

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Notes to Basic Financial Statements

August 31, 2016 and 2015

The \$5.5 million reported as deferred outflows of resources related to employer contributions made after the measurement date as of June 30, 2016 will be recognized as a reduction of the net pension liability in FY 2017. Amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows (thousands of U.S. dollars):

	Deferred outflows of resources	Deferred inflows of resources
Fiscal year:		
2017	\$ 36,730	—
2018	24,617	—
2019	14,155	—
2020	7,007	—
Total	\$ 82,509	—

(g) Fair Value Measurements

The following table sets forth by level, within the fair value hierarchy described in note 1, the Plan's assets at fair value as of June 30, 2016 (thousands of U.S. dollars):

	Level 1	Level 2	Level 3	Total
Corporate bonds	\$ —	46,427	—	46,427
Common and preferred stock	298,387	17,274	1	315,662
U.S. government securities	35,964	19,659	—	55,623
Financial agreements	—	—	35	35
Collateralized mortgage obligations	—	42,851	—	42,851
Foreign entity's debt	—	5,595	221	5,816
Municipal obligations	—	4,038	—	4,038
	\$ 334,351	135,844	257	470,452

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)

Notes to Basic Financial Statements

August 31, 2016 and 2015

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2015 (thousands of U.S. dollars):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Corporate bonds	\$ —	43,599	—	43,599
Common and preferred stock	333,725	16,480	3	350,208
U.S. government securities	46,576	10,285	—	56,861
Financial agreements	—	—	64	64
Collateralized mortgage obligations	—	38,018	—	38,018
Foreign entity's debt	—	4,359	200	4,559
Municipal obligations	—	6,593	—	6,593
	<u>\$ 380,301</u>	<u>119,334</u>	<u>267</u>	<u>499,902</u>

(11) Other Postemployment Benefits

(a) Plan Description

The Company sponsors a single-employer defined-benefit healthcare plan and provided postemployment healthcare and life insurance benefits to approximately 2,190 and 2,201 participating retirees and their beneficiaries and dependents in FY 2016 and FY 2015, respectively, in accordance with their retiree medical program. The annual covered payroll (which was substantially equal to total payroll) was \$113.0 million and \$114.1 million at August 31, 2016 and 2015, respectively.

The Company pays the full cost of medical, basic dental, and prescription coverage for employees who retired prior to December 1, 2001. Employees who retire after December 1, 2001 are provided a choice of three plans at the Company's expense and can elect to pay toward a more expensive plan. Retirees may also contribute toward enhanced dental plan and life insurance coverage. PGW pays 100% of the cost for the prescription drug plan after drug co-pays. Union employees hired on or after May 21, 2011 and Non Union employees hired on or after December 21, 2011 are entitled to receive postretirement medical, prescription, and dental benefits for five years only. Currently, the Company provides for the cost of healthcare and life insurance benefits for retirees and their beneficiaries on a pay-as-you-go basis.

Total expense incurred for healthcare and life insurance related to retirees amounted to \$28.5 million and \$30.3 million in FY 2016 and FY 2015, respectively. In addition, the Company expensed \$18.5 million of funding for the OPEB Trust and retirees contributed \$0.3 million toward their healthcare in both FY 2016 and FY 2015. These contributions represent the additional cost of healthcare plans chosen by retirees above the basic plan offered by the Company. Total premiums for group life insurance were \$2.4 million in both FY 2016 and FY 2015, which included \$2.0 million and \$1.9 million for retirees in FY 2016 and FY 2015, respectively. Retirees contributed \$0.2 million toward their life insurance in both FY 2016 and FY 2015.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

(b) Annual Postemployment Benefit Cost, Contributions Required, and Contributions Made

The amount paid by the Company for retiree benefits in FY 2016 was \$49.6 million, consisting of \$29.3 million of healthcare expenses, \$1.8 million of life insurance expenses, and \$18.5 million contributed to the OPEB Trust. The amount paid by the Company for retiree benefits in FY 2015 was \$48.8 million, consisting of \$28.6 million of healthcare expenses, \$1.7 million of life insurance expenses, and \$18.5 million contributed to the OPEB Trust. The difference between the AOC and the Company's contributions resulted in a decrease in the OPEB obligation of \$8.6 million and \$11.8 million in FY 2016 and FY 2015, respectively, which was recorded to other noncurrent liabilities and expensed.

(i) Funded Status

The actuarial accrued liability for benefits at August 31, 2016 and 2015 was \$489.7 million and \$505.4 million, respectively. The ratio of the unfunded actuarial accrued liability to the covered payroll was 316.8% as of August 31, 2016 and 351.6% as of August 31, 2015.

Historical trend information reflecting funding progress and contributions made by the Company is presented in the Schedule of Other Postemployment Benefits Funding Progress (Required Supplementary Information).

(ii) Assumptions

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future, and are subject to continual revision as actual amounts are compared to past expectations and new estimates are made about the future. Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

The assumptions used to determine the AOC for the current year and the funded status of the plan include:

Actuarial cost method	Projected unit credit
Method(s) used to determine the actuarial value of assets	Market value of plan assets held in the OPEB trust
Investment return assumption (discount rate)	7.95%, which represents the long-term expected investment return on OPEB trust assets
Mortality	RP-2014 Mortality Tables with projection scale MP-2015
Amortization method	Level dollar amount
Amortization period	Open period of 30 years

(iii) *Healthcare cost trend rates are as follows*

Year	Healthcare cost trend rates			
	Medical (pre-65)	Medical (post-65)	Prescription	Dental
2016	7.0 %	5.0 %	9.5 %	4.0 %
2017	6.5	4.5	8.5	4.0
2018	6.0	4.5	7.5	4.0
2019	5.5	4.5	6.5	4.0
2020	5.0	4.5	5.5	4.0
2021 and following	4.5	4.5	4.5	4.0

The following table shows the components of the Company's AOC for FY 2016 and FY 2015, the amount actually contributed to the plan, and the Company's net OPEB obligation (thousands of U.S. dollars):

	<u>2016</u>	<u>2015</u>
Annual required contribution	\$ 41,782	37,980
Interest on net OPEB obligation	7,156	8,092
Adjustment to the annual required contribution	<u>(7,958)</u>	<u>(8,999)</u>
Annual OPEB cost	40,980	37,073
Contributions made	(49,551)	(48,847)
Net OPEB obligation as of prior year	<u>90,014</u>	<u>101,788</u>
Net OPEB obligation as of August 31	<u>\$ 81,443</u>	<u>90,014</u>

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

The AOC is recorded in the statements of revenues and expenses and changes in net position. For the year ended August 31, 2016, approximately \$9.9 million was recorded to other postemployment benefits expense and \$31.1 million was allocated to administrative and general expense. For the year ended August 31, 2015, approximately \$6.7 million was recorded to other postemployment benefits expense and \$30.3 million was allocated to administrative and general expense.

The Company's AOC, the percentage of AOC contributed to the plan, and the net OPEB obligation for FY 2016 and the two preceding fiscal years were as follows (thousands of U.S. dollars):

	<u>Annual OPEB cost</u>	<u>Percentage of annual OPEB cost contributed</u>	<u>Net OPEB obligation</u>
Fiscal year ended August 31:			
2016	\$ 40,980	120.9%	81,443
2015	37,073	131.8	90,014
2014	37,090	119.6	101,788

(c) Other Coverage Information

PGW is self-insured for the healthcare of active employees and retirees under the age of 65. Retirees over the age of 65 are insured on an experience-rated basis. At August 31, 2016, the Company has in place \$208.7 million of group life insurance coverage for both active and retired employees, which is retrospectively rated on a monthly basis.

(12) Defined Contribution Pension Plan

PGW contributes to a defined-contribution pension plan, for all employees hired after May 21, 2011 (Union) or December 8, 2011 (Nonunion) who elect not to contribute to the defined-benefit plan. The Defined Contribution Plan is administered by the PGW Investment Committee. Benefit terms, including contribution requirements, for the Defined Contribution Plan are established and may be amended by Ordinance of the City. For each employee in the Defined Contribution Plan, the Company is required to contribute annually 5.5% percent of applicable wages to an individual employee account. Employees are not required to make contributions to the plan. For the years ended August 31, 2016 and 2015, the Company recognized pension expense of \$1.0 million and \$0.7 million, respectively, for the Defined Contribution Plan.

Participants are immediately vested in Company contributions and earnings on Company contributions.

The Company had no accrued liabilities for contributions payable to the Defined Contribution Plan at August 31, 2016 and 2015.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

(13) Pollution Remediation Obligation

The Company recorded an additional liability for pollution remediation obligations of \$1.3 million and \$1.0 million for FY 2016 and FY 2015, respectively. The pollution remediation liability is reflected in other noncurrent and current liabilities. In accordance with U.S. GAAP for regulated entities, the Company has also recognized the long-term portion of its environmental remediation liability as a regulatory asset because based on available evidence it is probable that the previously incurred costs will be recovered through rates.

The pollution remediation obligations at August 31, 2016 and 2015 were \$32.7 million and \$34.4 million, respectively, which reflect the provisions of GASB Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*.

(14) Risk Management

The Company is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets, errors, and omissions, injuries to employees, and natural disasters. While self-insured for many risks, the Company purchases insurance coverage where appropriate. The Company's real and personal property is insured against the risk of loss or damage in the amount of \$250.0 million, subject to a \$0.5 million per accident deductible at the Richmond and Passyunk Plants and a \$0.1 million per accident deductible at all other locations. There are separate sublimits for flood and earth movement at select locations. The Company's Property Insurance includes coverage for damage incurred from a terrorist attack. In addition, the Company maintains Blanket Crime, which is a form of Property Insurance.

The Company maintains \$210.0 million in liability (including terrorism) coverage, insuring against the risk of damage to property, or injury to the public with a \$1.0 million per occurrence self-insured retention.

The Company maintains statutory limits for Workers' Compensation (including terrorism) with a \$0.5 million per occurrence self-insured retention.

The Company maintains a \$30.0 million Public Officials Liability (Directors and Officers Liability) policy with a \$0.5 million retention as well as a \$60.0 million Fiduciary Liability policy with a \$0.2 million self-insured retention.

The Company maintains \$5.0 million in Environmental Liability coverage for liability arising from nonowned Disposal Sites subject to an each incident deductible of \$0.1 million, as well as a \$5.0 million Cyber (Privacy) Liability policy with a \$0.3 million retention covering costs arising from a data or security breach.

The Company maintains a medical stop-loss insurance program for its self-insured healthcare plans. The coverage provides for a \$0.3 million deductible per covered participant.

The Company has evaluated all open claims as of August 31, 2016 and has appropriately accrued for these claims on the balance sheet.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

Claims and settlement activity for occurrences excluded under the provisions of insurance policies for injuries and damages are as follows (thousands of U.S. dollars):

	<u>Beginning of year reserve</u>	<u>Current year claims and adjustments</u>	<u>Claims settled</u>	<u>End of year reserve</u>	<u>Current liability amount</u>
Fiscal year ended August 31:					
2016	\$ 11,512	2,022	(3,041)	10,493	5,307
2015	9,944	3,610	(2,042)	11,512	5,011
2014	10,411	2,498	(2,965)	9,944	4,728

(15) Commitments and Contingencies

Commitments

Commitments for major construction and maintenance contracts were approximately \$40.3 million and \$25.3 million, as of August 31, 2016 and 2015, respectively.

The Company is committed under various noncancelable operating lease agreements to pay minimum annual rentals as follows (thousands of U.S. dollars):

2017	\$	810
2018		373
2019		93

Rent expense for the fiscal years ended August 31, 2016 and 2015 amounted to \$1.9 million and \$1.5 million, respectively.

The Company, in the normal course of conducting business, has entered into long-term contracts for the supply of natural gas, firm transportation, and long-term firm gas storage service. The Company's cumulative obligations for demand charges for all of these services are approximately \$4.5 million, per month.

The Company has entered into seasonal contracts with suppliers providing the Company the ability to fix the price of the purchase of natural gas during the period from November 1, 2016 through March 31, 2017.

The Company's amended FY 2017 Capital Budget was approved by City Council in the amount of \$118.3 million. Within this approval, funding was provided to continue the implementation of an 18-mile CIMR Program. Main replacement cost for this program in FY 2017 is expected to be \$24.4 million. The total six-year cost of the CIMR Program is forecasted to be \$154.9 million. In addition to this program, the FY 2017 Capital Budget includes funding for an incremental CIMR Program for which PGW will request recovery through a DSIC. This incremental program in FY 2017 is expected to cost \$33.5 million. The total six-year cost of this incremental program is forecasted to be \$212.1 million. The FY 2017 Capital Budget

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

also includes \$2.4 million for the purchase of replacement Automatic Meter Reading (AMR) units. The total six-year cost of this program to replace AMR units is approximately \$15.2 million.

Contingencies

The Company's material legal proceeding is described below. The Company believes that it has valid defenses to these legal proceedings and intends to defend them vigorously. PGW records reserves for estimated losses from contingencies when information available indicates that a loss is probable and the amount of the loss, or range of loss, can be reasonably estimated. Management has assessed the following matter based on current information and made a judgment concerning its potential outcome, considering the nature of the claim, the amount and nature of damages sought, and the probability of success. The Company is unable to predict the outcome of this legal proceedings nor reasonably estimate the scope or amount of any associated costs and potential liabilities.

Augustin, et al. v. City of Philadelphia - This is a federal action brought against the City (PGW) on behalf of plaintiffs and similarly situated property owners, whose property the City (PGW) filed liens for unpaid gas charges incurred by another party (i.e., a tenant). The plaintiffs represent a class of non-owner-occupied residential and commercial property owners, seeking to enjoin the City (PGW) from imposing or enforcing gas liens on their properties for unpaid charges incurred by their tenants or others living in or utilizing the properties. Plaintiffs allege that the City (PGW) imposes such liens on their properties without meaningful and timely notice to them or opportunity to be heard beforehand, in alleged violation of their federal due process rights.

In February 2016, the Court denied the City's summary judgment motion, identifying certain purported issues of material fact. In March 2016, the Court granted the plaintiffs' summary judgment motion, finding that the process employed by the City to impose liens on non-owner occupied properties violates owners' due process rights. In May 2016, following a hearing, the Court entered a preliminary injunction against the City and PGW restraining them, pending further order of the Court, from filing any new liens against such properties and from collecting upon existing liens. However, the Court permitted the City and PGW to continue to issue payoff statements to facilitate real estate transactions on such properties, and to accept the payoffs, but directed it to segregate such money. A hearing on permanent injunction and relief, and other outstanding issues was held July 26, 2016. On December 1, 2016, the Court issued an Order and Opinion certifying the class. An order addressing the request for a permanent injunction and relief has not yet issued. Upon receipt of a final order in this matter, the City will evaluate its legal options, including, if necessary, pursuing an appeal.

In addition to the legal proceeding noted above, PGW is party to other litigation or legal proceedings arising in the ordinary course of business. In management's opinion, the disposition of these ordinary course matters will not materially adversely affect PGW's financial statements.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Notes to Basic Financial Statements
August 31, 2016 and 2015

(16) Subsequent Events

The Company has evaluated events and transactions that occurred between the balance sheet date and December 28, 2016, which is the date the financial statements were available to be issued, and determined that there are no other items to disclose.

PHILADELPHIA GAS WORKS

(A Component Unit of the City of Philadelphia)

Required Supplementary Information (Unaudited)

Schedule of Changes in Net Pension Liability and Related Ratios

(Thousands of U.S. dollars)

	<u>Fiscal year ending</u>	
	<u>2016</u>	<u>2015</u>
Total pension liability:		
Service cost	\$ 5,399	4,890
Interest cost	55,903	52,377
Changes in benefit terms	—	—
Differences between expected and actual experience	(8,840)	17,961
Changes in assumptions	26,748	44,876
Benefit payments	<u>(50,447)</u>	<u>(46,917)</u>
Net change in total pension liability	28,763	73,187
Total pension liability (beginning)	<u>750,588</u>	<u>677,401</u>
Total pension liability (ending)	<u>779,351</u>	<u>750,588</u>
Plan fiduciary net position:		
Contributions – employer	21,123	21,106
Contributions – employee	602	393
Net investment income	2,872	24,472
Benefit payments	(50,447)	(46,917)
Administrative expense	<u>(1,611)</u>	<u>(1,480)</u>
Net change in fiduciary net position	(27,461)	(2,426)
Plan fiduciary net position (beginning)	<u>510,719</u>	<u>513,145</u>
Plan fiduciary net position (ending)	<u>483,258</u>	<u>510,719</u>
Net pension liability (ending)	<u>\$ 296,093</u>	<u>239,869</u>
Net position as a percentage of pension liability	62.01%	68.04%
Covered employee payroll	\$ 90,860	95,187
Net pension liability as a percentage of payroll	325.88%	252.00%

Notes to schedule:

Historical information:

The Company has presented the information noted above for those years for which information is available.

Ten-year trend information will be presented prospectively.

Changes in assumptions:

In FY 2016, amounts reported as changes of assumptions resulted primarily from (i) adjustments to assumed life expectancies as a result of adopting the RP-2014 mortality table generationally projected with Scale MP-2015 to better reflect the actual and future mortality experience and (ii) changing the discount rate from 7.65% to 7.30%.

See paragraph on Required Supplementary Information included in independent auditor's report.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Required Supplementary Information (Unaudited)
Schedule of Pension Contributions
(Thousands of U.S. dollars)

<u>Fiscal year ending</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
Actuarially determined contribution	\$ 26,476	21,526	24,385	23,673	23,802	22,936	23,099	15,437	15,453	15,608
Contributions made	<u>26,476</u>	<u>21,526</u>	<u>24,385</u>	<u>23,673</u>	<u>23,802</u>	<u>22,936</u>	<u>23,099</u>	<u>15,437</u>	<u>15,453</u>	<u>15,608</u>
Contribution deficiency/(excess)	<u>\$ —</u>	<u>—</u>								
Covered employee payroll	\$ 90,860	95,187	103,530	105,985	106,308	106,308	106,125	108,474	107,918	102,958
Contributions as a percent of covered employee payroll	29.14%	22.61%	23.55%	22.34%	22.39%	21.58%	21.77%	14.23%	14.32%	15.16%

Notes to schedule:

Methods and assumptions used to determine contribution rates:

Actuarial Valuation Date: July 1 for 2016 and 2015 and September 1 for prior periods

Actuarial Cost Method: Projected Unit Credit

Asset Valuation Method: Assets smoothed over a five-year period beginning in 2015 and Market Value in 2014

Amortization Method: Contributions based on greater of 20-year level dollar open amortization method or 30-year level dollar closed amortization method

Salary Increases: 4.50%

General Inflation: 2.00%

Investment Rate of Return: 7.30% in 2016, 7.65% in 2015, and 7.95% in 2014 and prior

Cost of Living: N/A

Mortality Rates: RP-2014 static Mortality generationally projected with Scale MP-2015 in 2016

See paragraph on Required Supplementary Information included in independent auditor's report.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Required Supplementary Information (Unaudited)
Schedule of Other Postemployment Benefits Funding Progress
(Thousands of U.S. dollars)

<u>Actuarial valuation date</u>	<u>(a)</u> <u>Actuarial</u> <u>value of</u> <u>assets</u>	<u>(b)</u> <u>Actuarial</u> <u>accrued</u> <u>liability</u> <u>(AAL)</u>	<u>(b)-(a)</u> <u>Unfunded</u> <u>AAL</u> <u>(UAAL)</u>	<u>(a/b)</u> <u>Funded</u> <u>ratio</u>	<u>Covered</u> <u>payroll</u>	<u>UAAL</u> <u>as a percent</u> <u>of covered</u> <u>payroll</u>
August 31, 2016	\$ 131,868	489,725	357,857	26.9%	112,956	316.8%
August 31, 2015	104,318	505,434	401,116	20.6	114,074	351.6
August 31, 2014	90,838	450,289	359,451	20.2	115,174	312.1

See paragraph on Required Supplementary Information included in independent auditor's report.

NATIONAL CONSTITUTION CENTER

HEADED TO THE
WHITE HOUSE

NATIONAL CONSTITUTION CENTER

NEW FEATURE EXHIBIT



THE NATIONAL CONSTITUTION CENTER

The only institution in America established by Congress to “disseminate information about the United States Constitution... in order to increase the awareness and understanding of the Constitution among the American people.” The Center brings the Constitution to life through interactive exhibits and constitutional conversations that celebrate the American constitutional tradition.

Statistical Section

PHILADELPHIA GAS WORKS

Statistical Section

Description of Schedules

August 31, 2016

This section of the Company's comprehensive annual financial report presents comparative information in order to better understand the financial statements, note disclosures, and required supplementary information and to more fully comprehend the Company's overall financial health.

Financial Trends

These schedules contain trend information to help the reader understand how the Company's financial performance and well being have changed over time.

Revenue Capacity

These schedules contain information to help the reader assess the Company's revenue.

Debt Capacity

These schedules present information to help the reader assess the affordability of the Company's current levels of outstanding debt and its ability to issue additional debt in the future.

Demographic and Economic Information

These schedules offer demographic and economic indicators to help the reader understand the environment within which the Company's financial activities take place.

Operating Information

These schedules contain service and infrastructure data to help the reader understand how the information in the Company's financial report relates to the services the Company provides and the activities it performs.

Sources

Unless otherwise noted, the information in these schedules is derived from the audited financial statements for the relevant year.

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Balance Sheets
Fiscal Years 2007 through 2016
(Thousands of US dollars)

Assets	2016	2015	2014
Current assets:			
Cash and cash equivalents	91,743	114,327	105,734
Cash designated for capital expenditures	-	-	10,000
Accounts receivable (net of provision for uncollectible accounts)	73,563	86,853	101,457
Gas inventories, materials, and supplies	47,891	50,908	69,989
Capital improvement fund	-	-	-
Workers' compensation escrow fund	2,603	2,597	2,597
Health insurance escrow fund	-	3,223	3,223
Other current assets and deferred debits	31,017	13,596	19,221
Total current assets	<u>246,817</u>	<u>271,504</u>	<u>312,221</u>
Non current assets			
Utility plant, at original cost:			
In service	2,178,632	2,093,112	2,018,234
Under construction	73,531	64,254	57,206
Total	<u>2,252,163</u>	<u>2,157,366</u>	<u>2,075,440</u>
Less accumulated depreciation	<u>967,353</u>	<u>924,996</u>	<u>881,888</u>
Utility plant, net	<u>1,284,810</u>	<u>1,232,370</u>	<u>1,193,552</u>
Unamortized bond issuance costs * (1)	512	3,473	14,136
Unamortized losses on reacquired debt	-	-	-
Sinking fund, revenue bonds	86,652	90,141	105,909
City of Philadelphia	-	-	-
Other assets and deferred debits	34,789	37,646	37,528
Total non current assets	<u>1,406,763</u>	<u>1,363,630</u>	<u>1,351,125</u>
Total assets	<u>1,653,580</u>	<u>1,635,134</u>	<u>1,663,346</u>
Deferred outflows of resources (3)			
Accumulated fair value of hedging derivatives	14,763	20,948	18,879
Unamortized losses on reacquired debt (1)	57,175	37,471	37,051
Deferred outflows related to pension (2)	88,043	78,128	46,131
Total deferred outflows of resources	<u>159,981</u>	<u>136,547</u>	<u>102,061</u>
Total assets and deferred outflows of resources	<u>1,813,561</u>	<u>1,771,681</u>	<u>1,765,407</u>

* For Fiscal Years 2016, 2015, 2014, 2013 and 2012 this category includes only bond insurance costs.

- (1) During FY 2013, the Company implemented GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, that amends or supersedes the accounting and financial reporting guidance for certain items previously required to be reported as assets or liabilities. The objective is to either properly classify certain items that were previously reported as assets and liabilities as deferred outflows of resources or deferred inflows of resources or recognize certain items that were previously reported as assets and liabilities as outflows of resources (expenses) or inflows of resources (revenues). This change was retroactive to FY 2012.
- (2) During FY 2015, the Company implemented GASB Statement No. 68, *Accounting and Financial Reporting for Pensions - an Amendment of GASB Statement No. 27, that improves accounting and financial reporting by state and local governments for pensions, and GASB Statement No. 71, Pension Transition for Contributions Made Subsequent to the Measurement Date—an amendment of GASB Statement No. 68, to address an issue regarding application of the transition provisions of Statement No. 68, Accounting and Financial Reporting for Pensions*. This change was retroactive to FY 2014.
- (3) During FY 2012, the Company implemented GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. Prior to implementation of this standard, net position was referred to as fund equity, and net investment in capital assets was referred to as excess (deficiency) of capital assets, net of related debt. This standard also established the financial reporting categories of deferred outflows of resources and deferred inflows of resources.

Source - PGW's Audited Financial Statements

<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
100,933	75,826	105,386	79,052	13,750	49,338	51,698
-	-	-	-	-	-	-
97,749	81,997	98,925	92,173	105,496	99,304	88,618
80,234	81,086	85,993	103,133	125,023	187,539	147,770
44,055	88,838	122,332	170,809	62,714	111,207	172,134
2,597	2,597	2,596	2,595	2,593	2,383	1,924
3,223	3,222	-	-	-	-	-
16,196	26,939	35,523	27,212	4,895	5,626	5,615
<u>344,987</u>	<u>360,505</u>	<u>450,755</u>	<u>474,974</u>	<u>314,471</u>	<u>455,397</u>	<u>467,759</u>
1,951,546	1,894,129	1,856,303	1,794,277	1,754,297	1,685,593	1,633,300
44,409	53,851	40,555	46,339	30,953	46,969	48,013
1,995,955	1,947,980	1,896,858	1,840,616	1,785,250	1,732,562	1,681,313
840,968	822,330	785,780	746,607	708,783	670,467	640,940
<u>1,154,987</u>	<u>1,125,650</u>	<u>1,111,078</u>	<u>1,094,009</u>	<u>1,076,467</u>	<u>1,062,095</u>	<u>1,040,373</u>
15,736	17,417	24,585	27,066	27,516	38,738	42,086
-	-	62,039	70,873	79,945	47,902	53,359
105,280	105,312	112,038	111,409	110,227	106,198	102,438
-	-	-	-	-	-	643
33,097	30,996	30,640	22,925	23,465	33,125	8,282
<u>1,309,100</u>	<u>1,279,375</u>	<u>1,340,380</u>	<u>1,326,282</u>	<u>1,317,620</u>	<u>1,288,058</u>	<u>1,247,181</u>
<u>1,654,087</u>	<u>1,639,880</u>	<u>1,791,135</u>	<u>1,801,256</u>	<u>1,632,091</u>	<u>1,743,455</u>	<u>1,714,940</u>
12,059	34,712	25,360	25,906	-	-	-
44,868	53,241	-	-	-	-	-
-	-	-	-	-	-	-
<u>56,927</u>	<u>87,953</u>	<u>25,360</u>	<u>25,906</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u>1,711,014</u>	<u>1,727,833</u>	<u>1,816,495</u>	<u>1,827,162</u>	<u>1,632,091</u>	<u>1,743,455</u>	<u>1,714,940</u>

(Continued)

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Balance Sheets
Fiscal Years 2007 through 2016
(Thousands of US dollars)

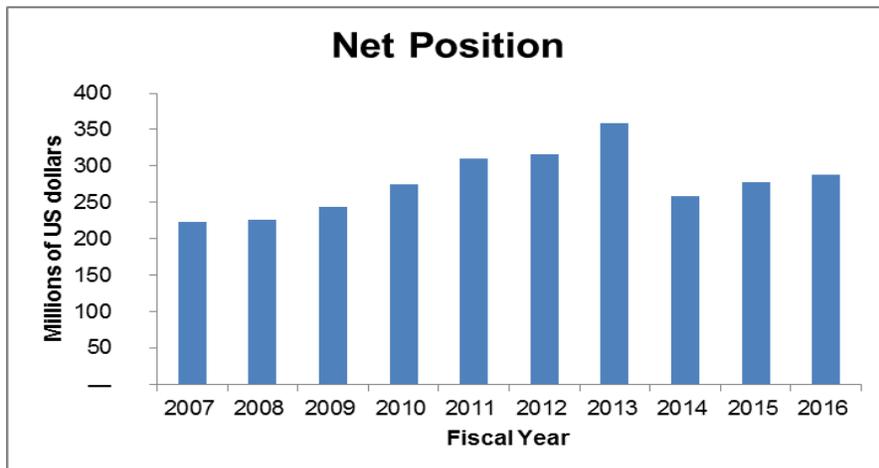
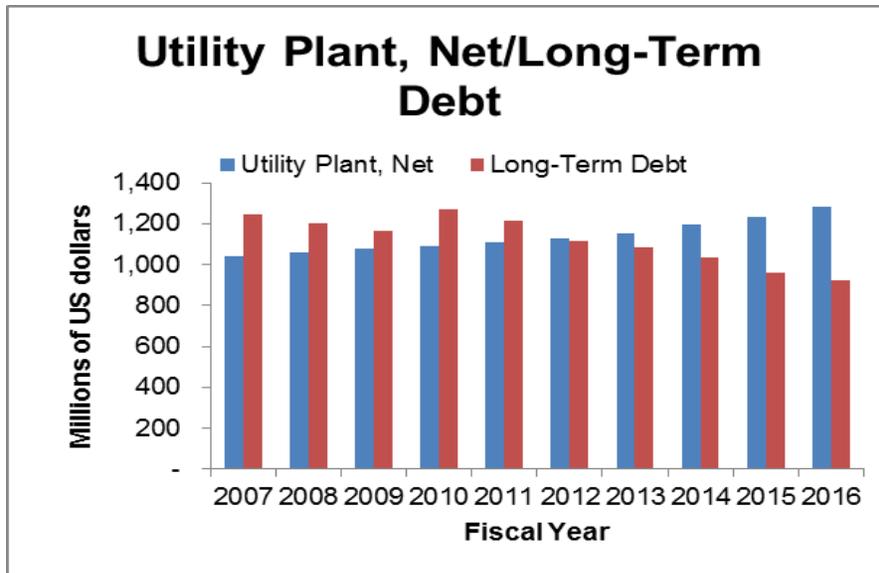
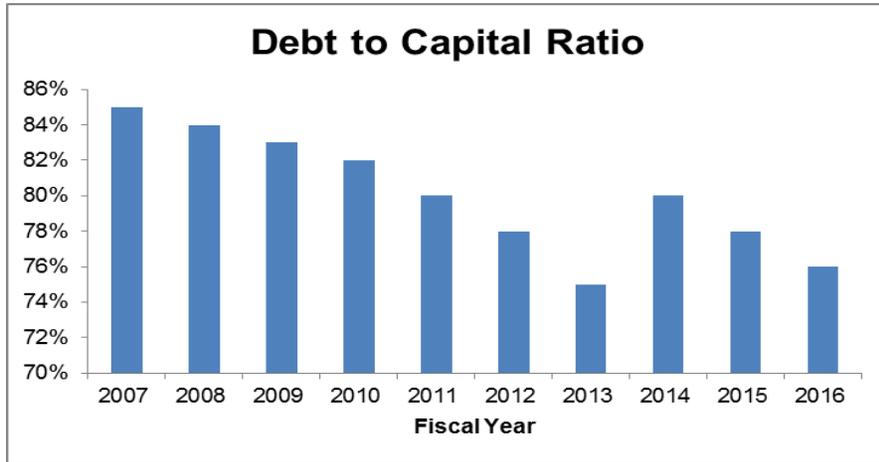
Fund Equity and Liabilities	2016	2015	2014
Current liabilities:			
Notes payable	71,000	30,000	-
Current portion of revenue bonds	44,803	43,030	53,227
Note payable – City Loan	-	-	-
Accounts payable	55,870	56,027	58,888
Customer deposits	3,308	2,858	2,245
Other current liabilities and deferred credits	13,791	14,091	19,321
Accrued accounts:			
Interest, taxes, and wages	6,417	10,051	14,646
Distribution to the City	3,000	3,000	3,000
Total current liabilities	198,189	159,057	151,327
Non current liabilities:			
Long-term revenue bonds	881,620	914,719	980,749
Other liabilities and deferred credits	149,621	168,399	179,265
Net pension liability (2)	296,093	239,869	164,256
Total non current liabilities	1,327,334	1,322,987	1,324,270
Total liabilities	1,525,523	1,482,044	1,475,597
Deferred Inflows of Resources			
Deferred inflows related to pension (2)	-	11,653	31,808
Total liabilities and deferred inflows of resources	1,525,523	1,493,697	1,507,405
Net position			
Excess (deficiency) of net investment in capital assets	415,561	274,621	159,576
Restricted (debt service)	89,255	95,962	111,729
Unrestricted (1) (2)	(216,778)	(92,599)	(13,303)
Total net position	288,038	277,984	258,002
Total liabilities and net position	1,813,561	1,771,681	1,765,407

- (1) During FY 2013, the Company implemented GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, that amends or supersedes the accounting and financial reporting guidance for certain items previously required to be reported as assets or liabilities. The objective is to either properly classify certain items that were previously reported as assets and liabilities as deferred outflows of resources or deferred inflows of resources or recognize certain items that were previously reported as assets and liabilities as outflows of resources (expenses) or inflows of resources (revenues). This change was retroactive to FY 2012.
- (2) During FY 2015, the Company implemented GASB Statement No. 68, *Accounting and Financial Reporting for Pensions - an Amendment of GASB Statement No. 27, that improves accounting and financial reporting by state and local governments for pensions, and GASB Statement No. 71, Pension Transition for Contributions Made Subsequent to the Measurement Date—an amendment of GASB Statement No. 68*, to address an issue regarding application of the transition provisions of Statement No. 68, *Accounting and Financial Reporting for Pensions*. This change was retroactive to FY 2014.
- (3) During FY 2012, the Company implemented GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. Prior to implementation of this standard, net position was referred to as fund equity, and net investment in capital assets was referred to as excess (deficiency) of capital assets, net of related debt. This standard also established the financial reporting categories of deferred outflows of resources and deferred inflows of resources.

Source - PGW's Audited Financial Statements

<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
-	-	-	-	-	90,000	51,600
52,406	30,545	50,549	42,537	48,175	76,030	43,995
-	-	-	-	-	-	43,000
59,379	57,127	55,893	59,303	46,205	67,508	60,615
2,305	2,449	2,869	3,998	4,224	7,325	9,049
9,107	10,265	12,098	12,185	16,203	32,581	15,524
14,823	15,555	17,476	16,743	15,948	15,821	15,088
3,000	3,000	3,000	3,000	3,000	3,000	3,000
<u>141,020</u>	<u>118,941</u>	<u>141,885</u>	<u>137,766</u>	<u>133,755</u>	<u>292,265</u>	<u>241,871</u>
1,033,976	1,086,502	1,166,992	1,224,987	1,114,488	1,127,163	1,201,792
177,431	206,445	197,878	189,974	140,229	97,619	47,976
-	-	-	-	-	-	-
<u>1,211,407</u>	<u>1,292,947</u>	<u>1,364,870</u>	<u>1,414,961</u>	<u>1,254,717</u>	<u>1,224,782</u>	<u>1,249,768</u>
<u>1,352,427</u>	<u>1,411,888</u>	<u>1,506,755</u>	<u>1,552,727</u>	<u>1,388,472</u>	<u>1,517,047</u>	<u>1,491,639</u>
-	-	-	-	-	-	-
<u>1,352,427</u>	<u>1,411,888</u>	<u>1,506,755</u>	<u>1,552,727</u>	<u>1,388,472</u>	<u>1,517,047</u>	<u>1,491,639</u>
112,660	97,442	15,869	(2,706)	1,019	(4,466)	(5,690)
111,100	111,131	114,634	114,004	112,820	108,581	105,005
134,827	107,372	179,237	163,137	129,780	122,293	123,986
<u>358,587</u>	<u>315,945</u>	<u>309,740</u>	<u>274,435</u>	<u>243,619</u>	<u>226,408</u>	<u>223,301</u>
<u>1,711,014</u>	<u>1,727,833</u>	<u>1,816,495</u>	<u>1,827,162</u>	<u>1,632,091</u>	<u>1,743,455</u>	<u>1,714,940</u>

PHILADELPHIA GAS WORKS
 (A Component Unit of the City of Philadelphia)
 Debt to Capital Ratio, Utility Plant, Net vs. Long-Term Debt, and Net Position
 Fiscal Years 2007 through 2016



PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Statements of Revenues and Expenses
Fiscal Years 2007 through 2016
(Thousands of US dollars)

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Operating revenues:			
Gas revenues:			
Nonheating	21,873	30,753	39,610
Gas transport service	41,008	39,588	41,217
Heating	<u>509,467</u>	<u>605,686</u>	<u>655,311</u>
Total gas revenues	572,348	676,027	736,138
Appliance and other revenues	7,961	8,727	8,317
Other operating revenues	<u>10,928</u>	<u>12,493</u>	<u>14,681</u>
Total operating revenues	<u>591,237</u>	<u>697,247</u>	<u>759,136</u>
Operating expenses:			
Natural gas	146,524	252,169	304,051
Gas processing	17,948	18,180	19,637
Field services	36,277	36,874	37,577
Distribution	37,173	38,629	36,929
Collection and account management	10,913	11,192	11,273
Provision for uncollectible accounts	27,133	34,833	38,848
Customer services	12,432	12,262	11,187
Marketing	3,671	6,956	7,783
Administrative and general	99,652	93,347	85,872
Pensions (2)	62,336	43,748	27,214
Other postemployment benefits	9,929	6,726	11,228
Taxes	<u>7,521</u>	<u>7,823</u>	<u>7,687</u>
Total operating expenses before depreciation	<u>471,509</u>	<u>562,739</u>	<u>599,286</u>
Depreciation	51,679	49,371	47,428
Less depreciation expense included in operating expenses above	<u>6,231</u>	<u>5,584</u>	<u>5,771</u>
Net depreciation	45,448	43,787	41,657
Total operating expenses	<u>516,957</u>	<u>606,526</u>	<u>640,943</u>
Operating income	74,280	90,721	118,193
Interest and other income	<u>1,393</u>	<u>3,784</u>	<u>3,597</u>
Income before interest expense	<u>75,673</u>	<u>94,505</u>	<u>121,790</u>
Interest expense:			
Long-term debt	40,296	45,756	48,261
Other	8,443	11,548	9,380
Allowance for funds used during construction	<u>(1,120)</u>	<u>(781)</u>	<u>(506)</u>
Total interest expense	<u>47,619</u>	<u>56,523</u>	<u>57,135</u>
Excess (deficiency) of revenues over (under) expenses prior to City Payment	<u>28,054</u>	<u>37,982</u>	<u>64,655</u>
Distribution to the City of Philadelphia	<u>(18,000)</u>	<u>(18,000)</u>	<u>(18,000)</u>
Grant back of distribution from the City of Philadelphia	-	-	-
Excess (deficiency) of revenues over (under) expenses (2)	<u>10,054</u>	<u>19,982</u>	<u>46,655</u>
Net position, beginning of the year (1) (2)	<u>277,984</u>	<u>258,002</u>	<u>211,347</u>
Net position, end of the year (2)	<u>288,038</u>	<u>277,984</u>	<u>258,002</u>

- (1) During FY 2013, the Company implemented GASB Statement No. 65, Items Previously Reported as Assets and Liabilities, that amends or supersedes the accounting and financial reporting guidance for certain items previously required to be reported as assets or liabilities. The objective is to either properly classify certain items that were previously reported as assets and liabilities as deferred outflows of resources or deferred inflows of resources or recognize certain items that were previously reported as assets and liabilities as outflows of resources (expenses) or inflows of resources (revenues). This change was retroactive to FY 2012.
- (2) During FY 2015, the Company implemented GASB Statement No. 68, Accounting and Financial Reporting for Pensions - an Amendment of GASB Statement No. 27, that improves accounting and financial reporting by state and local governments for pensions, and GASB Statement No. 71, Pension Transition for Contributions Made Subsequent to the Measurement Date—an amendment of GASB Statement No. 68, to address an issue regarding application of the transition provisions of Statement No. 68, Accounting and Financial Reporting for Pensions. This change was retroactive to FY 2014.

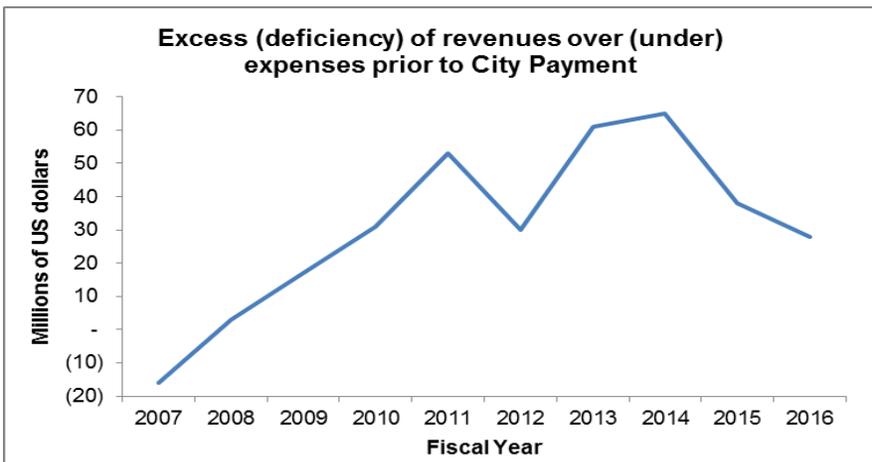
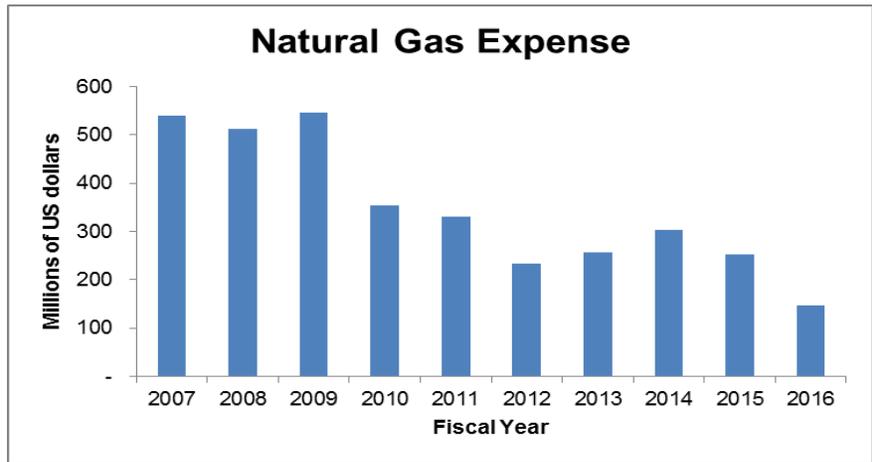
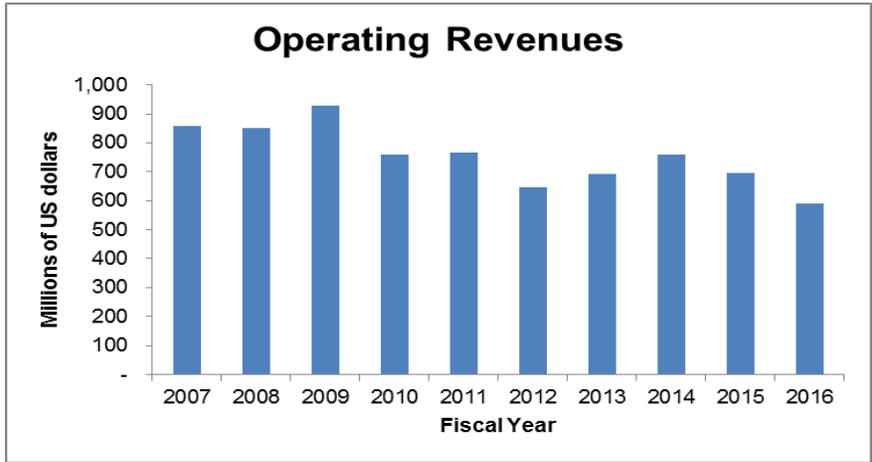
Source - PGW's Audited Financial Statements

<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
35,262	37,054	51,437	51,343	67,295	78,687	90,798
37,078	29,324	28,700	26,860	24,913	19,215	12,949
<u>602,814</u>	<u>562,009</u>	<u>669,131</u>	<u>664,139</u>	<u>818,249</u>	<u>733,526</u>	<u>736,358</u>
675,154	628,387	749,268	742,342	910,457	831,428	840,105
8,333	8,240	8,400	8,959	9,311	8,607	9,398
9,984	8,356	8,611	7,931	9,673	9,592	9,848
<u>693,471</u>	<u>644,983</u>	<u>766,279</u>	<u>759,232</u>	<u>929,441</u>	<u>849,627</u>	<u>859,351</u>
255,501	233,713	330,932	354,004	545,846	511,976	539,300
17,592	15,640	16,097	14,952	16,779	14,436	16,240
34,926	33,883	33,950	34,026	37,727	37,126	36,100
30,259	27,750	27,990	23,426	21,059	17,319	17,119
11,297	11,491	11,765	15,266	16,248	15,447	15,221
39,971	36,702	36,027	35,000	42,000	37,000	40,000
11,102	11,946	12,532	13,030	12,897	12,305	11,783
6,789	6,664	4,378	3,900	3,436	2,628	2,418
78,206	81,161	76,850	71,620	63,820	60,716	56,819
23,614	23,972	22,597	24,633	15,425	14,258	26,421
16,492	20,119	22,472	27,269	25,952	25,834	15,217
7,220	7,122	7,135	6,990	6,588	5,677	6,730
<u>532,969</u>	<u>510,163</u>	<u>602,725</u>	<u>624,116</u>	<u>807,777</u>	<u>754,722</u>	<u>783,368</u>
45,912	45,045	43,629	43,168	42,200	42,868	39,708
4,870	4,870	4,714	4,690	4,419	3,344	3,328
41,042	40,175	38,915	38,478	37,781	39,524	36,380
574,011	550,338	641,640	662,594	845,558	794,246	819,748
119,460	94,645	124,639	96,638	83,883	55,381	39,603
1,147	4,659	4,348	5,301	12,240	15,732	13,073
120,607	99,304	128,987	101,939	96,123	71,113	52,676
49,655	53,012	57,225	52,527	63,602	56,075	52,146
10,740	16,824	18,884	18,986	15,558	12,269	17,042
(430)	(292)	(427)	(390)	(248)	(338)	(408)
59,965	69,544	75,682	71,123	78,912	68,006	68,780
60,642	29,760	53,305	30,816	17,211	3,107	(16,104)
(18,000)	(18,000)	(18,000)	(18,000)	(18,000)	(18,000)	(18,000)
-	-	-	18,000	18,000	18,000	18,000
42,642	11,760	35,305	30,816	17,211	3,107	(16,104)
<u>315,945</u>	<u>304,185</u>	<u>274,435</u>	<u>243,619</u>	<u>226,408</u>	<u>223,301</u>	<u>239,405</u>
<u>358,587</u>	<u>315,945</u>	<u>309,740</u>	<u>274,435</u>	<u>243,619</u>	<u>226,408</u>	<u>223,301</u>

PHILADELPHIA GAS WORKS

(A Component Unit of the City of Philadelphia)

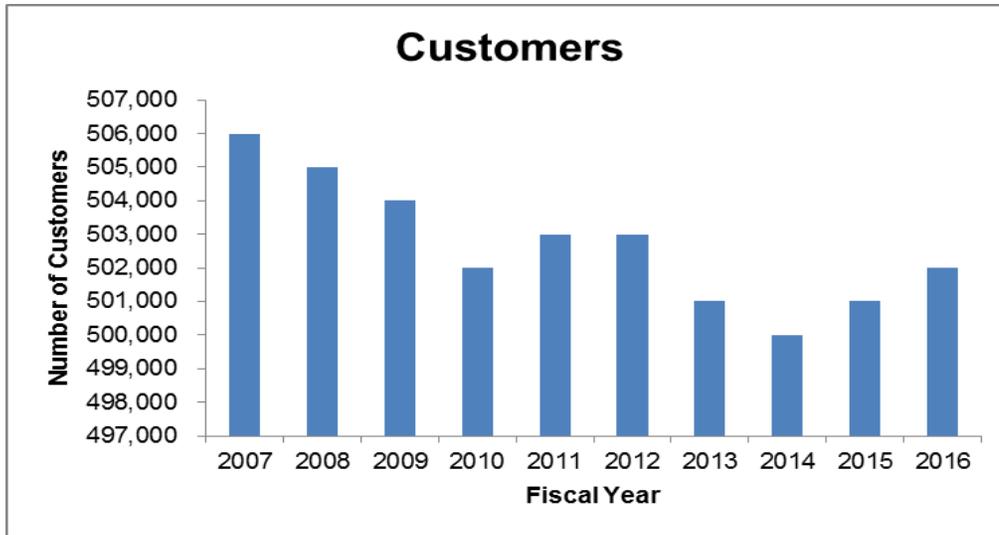
Operating Revenues, Natural Gas Expense, and Excess (deficiency) of revenues over (under) expenses, prior to City Payment
Fiscal Years 2007 through 2016



PHILADELPHIA GAS WORKS
 (A Component Unit of the City of Philadelphia)
 Average Number of Customers Billed by System
 Fiscal Years 2007 through 2016

	2016	2015	2014	2013	2012
Residential	476,300	475,300	474,300	475,300	477,300
Commercial	25,000	25,000	25,000	25,000	25,000
Industrial	700	700	700	700	700
Total	502,000	501,000	500,000	501,000	503,000

Source - PGW Records



2011	2010	2009	2008	2007
<u>477,300</u>	<u>476,200</u>	<u>478,200</u>	<u>479,200</u>	<u>480,100</u>
25,000	25,000	25,000	25,000	25,000
700	800	800	800	900
<u>503,000</u>	<u>502,000</u>	<u>504,000</u>	<u>505,000</u>	<u>506,000</u>

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Operating Revenues
Fiscal Years 2007 through 2016
(Thousands of US dollars)

	2016	2015	2014	2013
Firm non-heat	20,765	27,592	30,324	31,401
Interruptible gas sales	346	3,672	9,068	4,703
Billed non-heating	21,111	31,264	39,392	36,104
GCR non-heating adjustment	762	(511)	218	(841)
Total non-heating	21,873	30,753	39,610	35,263
Billed heating	454,852	630,286	660,942	605,761
GCR heating adjustment	17,424	(12,124)	6,174	(12,407)
Total billed heating	472,276	618,162	667,116	593,354
Weather normalization adjustment (WNA)	39,021	(10,372)	(11,810)	8,060
Total heating	511,297	607,790	655,306	601,414
Total gas sold	533,170	638,543	694,916	636,677
Firm transportation (FT) non-heat (1)	4,518	4,953	5,671	5,194
FT heating	22,789	22,468	23,330	19,665
WNA - FT	2,458	(374)	(488)	331
Total heating FT	25,247	22,094	22,842	19,996
Total FT	29,765	27,047	28,513	25,190
Unbilled adjustment	(1,830)	(2,105)	5	1,398
GTS: transportation	1,231	1,252	1,173	1,050
GTS - customer/customer choice	8,784	10,285	10,278	9,372
GTS - supplier/customer choice	11	11	11	478
GTS - firm supplier	1,217	994	1,242	989
Total gas revenues	<u>572,348</u>	<u>676,027</u>	<u>736,138</u>	<u>675,154</u>

(1) The firm transportation (FT) program began in FY 2007.

Source - PGW Records

2012	2011	2010	2009	2008	2007
33,282	36,779	37,932	50,172	52,528	61,729
3,338	14,431	12,503	16,493	26,679	31,439
36,620	51,210	50,435	66,665	79,207	93,168
434	228	908	631	(521)	(2,037)
37,054	51,438	51,343	67,296	78,686	91,131
519,950	659,681	630,970	810,704	731,942	756,032
4,244	5,360	16,742	8,991	(8,407)	(23,948)
524,194	665,041	647,712	819,695	723,535	732,084
44,016	1,696	12,970	445	11,923	6,438
568,210	666,737	660,682	820,140	735,458	738,522
605,264	718,175	712,025	887,436	814,144	829,653
3,861	4,582	3,306	2,857	2,120	928
14,037	14,541	13,254	12,265	8,205	3,111
1,412	128	455	60	315	60
15,449	14,669	13,709	12,325	8,520	3,171
19,310	19,251	17,015	15,182	10,640	4,099
(6,201)	2,393	3,457	(1,893)	(1,931)	(2,497)
1,086	1,147	1,928	1,948	2,228	2,480
7,955	8,333	7,421	6,813	6,177	6,017
170	(790)	(105)	842	85	220
803	759	601	129	85	133
628,387	749,268	742,342	910,457	831,428	840,105

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Sales Volumes
Fiscal Years 2007 through 2016
(Sales in Mcf)*

	2016	2015	2014	2013
Firm non-heat	1,568,529	1,912,025	1,955,220	2,003,583
Interruptible gas sales	37,909	514,110	1,096,381	890,383
Billed non-heating	<u>1,606,438</u>	<u>2,426,135</u>	<u>3,051,601</u>	<u>2,893,966</u>
Total non-heating	1,606,438	2,426,135	3,051,601	2,893,966
Billed heating	36,115,312	46,504,401	46,577,983	42,741,706
Total billed heating	<u>36,115,312</u>	<u>46,504,401</u>	<u>46,577,983</u>	<u>42,741,706</u>
Total heating	<u>36,115,312</u>	<u>46,504,401</u>	<u>46,577,983</u>	<u>42,741,706</u>
Total gas sold	<u>37,721,750</u>	<u>48,930,536</u>	<u>49,629,584</u>	<u>45,635,672</u>
Firm transportation (FT) non-heat (1)	667,248	764,344	795,971	701,712
FT heating (1)	<u>3,456,099</u>	<u>3,529,555</u>	<u>3,291,193</u>	<u>2,725,563</u>
Total heating FT (1)	<u>3,456,099</u>	<u>3,529,555</u>	<u>3,291,193</u>	<u>2,725,563</u>
Total FT (1)	<u>4,123,347</u>	<u>4,293,899</u>	<u>4,087,164</u>	<u>3,427,275</u>
Unbilled adjustment	33,433	19,916	95,656	62,646
GTS: transportation	12,796,900	13,166,995	12,069,664	10,708,926
GTS - customer/customer choice	11,303,602	12,837,207	13,201,076	12,346,548
Utility Use	233,115	343,324	350,974	410,193
Unaccounted for gas	<u>1,747,806</u>	<u>2,445,717</u>	<u>1,051,828</u>	<u>1,492,946</u>
Total sendout	<u><u>67,959,953</u></u>	<u><u>82,037,594</u></u>	<u><u>80,485,946</u></u>	<u><u>74,084,206</u></u>
Unaccounted for gas as a % of total sendout	2.6%	3.0%	1.3%	2.0%

(1) The firm transportation (FT) program began in FY 2007.

* Mcf = Thousand cubic feet

Source - PGW Records

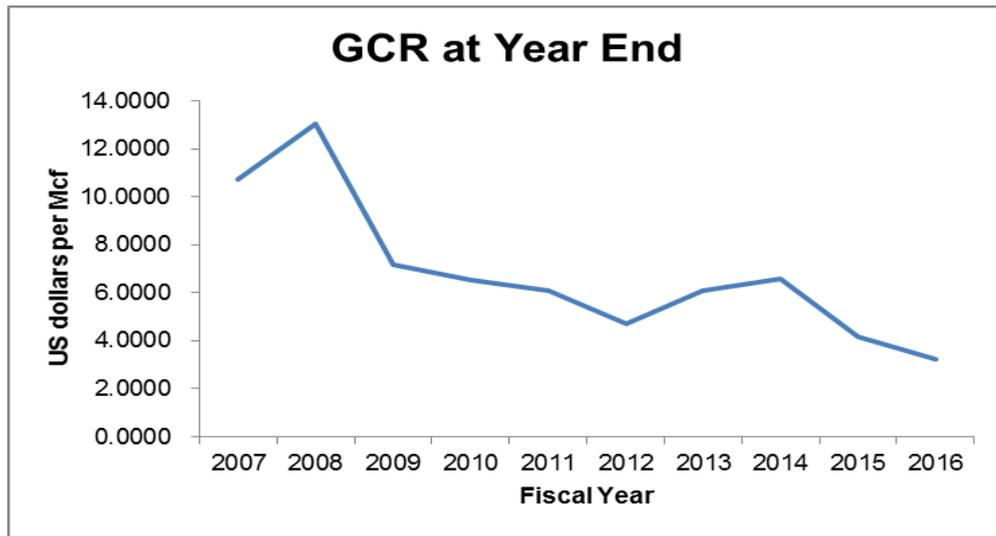
2012	2011	2010	2009	2008	2007
<u>2,148,736</u>	<u>2,218,768</u>	<u>2,186,030</u>	<u>2,440,758</u>	<u>2,585,001</u>	<u>3,104,220</u>
192,058	1,004,185	1,049,318	1,170,128	1,790,721	2,704,526
<u>2,340,794</u>	<u>3,222,953</u>	<u>3,235,348</u>	<u>3,610,886</u>	<u>4,375,722</u>	<u>5,808,746</u>
2,340,794	3,222,953	3,235,348	3,610,886	4,375,722	5,808,746
<u>36,196,469</u>	<u>45,795,915</u>	<u>42,604,640</u>	<u>45,584,417</u>	<u>42,940,365</u>	<u>44,812,203</u>
36,196,469	45,795,915	42,604,640	45,584,417	42,940,365	44,812,203
<u>36,196,469</u>	<u>45,795,915</u>	<u>42,604,640</u>	<u>45,584,417</u>	<u>42,940,365</u>	<u>44,812,203</u>
38,537,263	49,018,868	45,839,988	49,195,303	47,316,087	50,620,949
542,271	629,683	456,675	392,965	333,800	134,583
<u>1,941,019</u>	<u>2,038,726</u>	<u>1,848,085</u>	<u>1,700,319</u>	<u>1,272,881</u>	<u>434,865</u>
1,941,019	2,038,726	1,848,085	1,700,319	1,272,881	434,865
<u>2,483,290</u>	<u>2,668,409</u>	<u>2,304,760</u>	<u>2,093,284</u>	<u>1,606,681</u>	<u>569,448</u>
(633,531)	204,694	276,161	(12,364)	61,729	(130,643)
11,429,993	12,024,712	12,390,748	12,651,292	9,928,058	7,144,953
10,459,723	10,581,753	8,440,368	7,879,560	7,497,327	5,424,466
394,574	465,505	632,040	737,720	716,683	859,493
<u>2,067,268</u>	<u>2,563,662</u>	<u>2,097,817</u>	<u>2,357,825</u>	<u>1,476,092</u>	<u>2,552,999</u>
<u>64,738,580</u>	<u>77,527,603</u>	<u>71,981,882</u>	<u>74,902,620</u>	<u>68,602,657</u>	<u>67,041,665</u>
3.2%	3.3%	2.9%	3.1%	2.2%	3.8%

PHILADELPHIA GAS WORKS
 (A Component Unit of the City of Philadelphia)
 Gas Cost Rate
 Fiscal Years 2007 through 2016
 (US dollars)

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
June 1	3.2179	4.1721	6.5642	6.0709
March 1	3.4946	4.7059	6.0016	6.3991
January 1				
December 1	3.6934	5.9976	5.4473	5.7323
October 7				
September 1	4.0724	5.8670	5.4259	5.2247

Shown in dollars per thousand cubic feet

Source - PGW Records



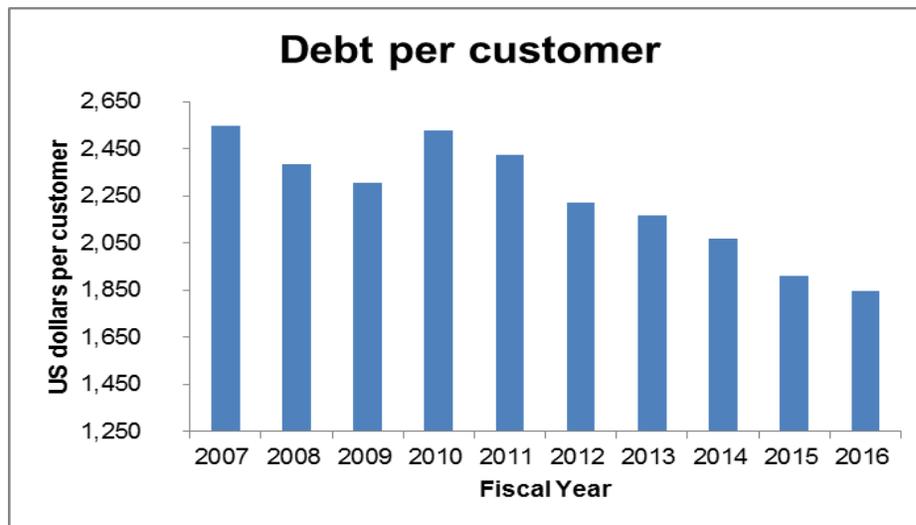
<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
4.7129	6.0930	6.5139	7.1815	13.0236	10.7251
4.9783	6.5400	7.3455	8.4192	10.7226	10.4338
			10.7007		
6.1270	6.2753	7.2497		10.5779	10.9119
6.0594	6.9050	7.0900	12.6527	10.1108	11.2558

PHILADELPHIA GAS WORKS
 (A Component Unit of the City of Philadelphia)
 Ratios of Outstanding Debt by Type
 Fiscal Years 2007 through 2016
 (Thousands of US dollars)

	Revenue Bonds	City Loan	Grand Total	Ratio to Operating Revenue	Operating Revenue	Number of Customers	Debt per Customer (1)
2016	926,423	-	926,423	157%	591,237	502,000	1,845
2015	957,749	-	957,749	137%	697,247	501,000	1,912
2014	1,033,976	-	1,033,976	136%	759,136	500,000	2,068
2013	1,086,382	-	1,086,382	157%	693,471	501,000	2,168
2012	1,117,047	-	1,117,047	173%	644,983	503,000	2,221
2011	1,217,541	-	1,217,541	159%	766,279	503,000	2,421
2010	1,267,524	-	1,267,524	167%	759,232	502,000	2,525
2009	1,162,663	-	1,162,663	125%	929,441	504,000	2,307
2008	1,203,193	-	1,203,193	142%	849,627	505,000	2,383
2007	1,245,787	43,000	1,288,787	150%	859,351	506,000	2,547

(1) Per customer data in whole dollars

Source - PGW's Audited Financial Statements and PGW Records



PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Debt Service
Through Fiscal Year 2040

Year	5th Series Variable	7th Series New Money	7th Series Refunding	8th Series A	8th Series B	8th Series C
2017	174,000	230,750	521,375	8,251,600	1,061,156	1,050,090
2018	174,000	4,730,375	4,474,625	—	1,061,156	1,050,090
2019	174,000	—	4,525,250	—	1,061,156	1,050,090
2020	174,000	—	151,250	—	1,061,156	1,050,090
2021	174,000	—	151,250	—	1,061,156	1,050,089
2022	174,000	—	151,250	—	1,061,156	1,050,089
2023	174,000	—	151,250	—	1,061,156	1,050,089
2024	174,000	—	151,250	—	5,781,156	5,745,088
2025	174,000	—	151,250	—	5,963,158	5,928,999
2026	174,000	—	151,250	—	6,021,008	5,983,831
2027	174,000	—	113,438	—	6,458,973	6,424,020
2028	174,000	—	1,512,563	—	6,481,930	6,444,331
2029	174,000	—	1,629,750	—	—	—
2030	174,000	—	—	—	—	—
2031	174,000	—	—	—	—	—
2032	174,000	—	—	—	—	—
2033	174,000	—	—	—	—	—
2034	174,000	—	—	—	—	—
2035	30,087,000	—	—	—	—	—
2036	—	—	—	—	—	—
2037	—	—	—	—	—	—
2038	—	—	—	—	—	—
2039	—	—	—	—	—	—
2040	—	—	—	—	—	—
TOTAL	33,219,000	4,961,125	13,835,751	8,251,600	38,134,317	37,876,896

Source - PGW Records

8th Series D	8th Series E	9th Series	10th Series	13th Series	Total 1998 Ordinance
1,595,846	1,063,893	3,376,350	7,503,294	29,995,050	11,876,995
1,595,846	1,063,893	6,821,350	6,757,494	28,467,050	27,792,325
1,595,846	1,063,893	6,820,775	6,018,244	26,941,250	32,458,825
1,595,846	1,063,893	6,816,775	5,274,994	25,404,500	37,530,450
1,595,846	1,063,893	6,819,025	4,529,494	28,528,500	33,514,950
1,595,846	1,063,893	6,821,225	3,784,706	27,042,000	34,156,700
1,595,845	1,063,893	6,820,975	3,050,456	26,250,750	34,763,575
8,640,845	5,783,893	4,327,800	2,299,706	24,696,250	17,500,075
8,910,592	5,965,423	2,242,800	1,560,706	17,681,250	19,635,700
8,994,045	6,022,765	2,242,800	1,376,100	17,295,250	19,674,450
9,647,650	6,460,195	2,242,800	—	13,517,000	19,667,075
9,668,553	6,482,554	2,242,800	—	13,525,500	18,346,825
—	—	2,242,800	—	13,524,250	18,343,700
—	—	2,242,800	—	13,522,500	18,348,825
—	—	2,242,800	—	13,524,000	18,345,575
—	—	2,242,800	—	13,517,250	18,347,325
—	—	2,242,800	—	5,121,250	18,347,200
—	—	2,242,800	—	5,124,000	18,353,200
—	—	2,242,800	—	—	10,655,700
—	—	9,937,800	—	—	10,657,300
—	—	9,933,813	—	—	10,658,600
—	—	9,933,825	—	—	10,653,900
—	—	9,936,526	—	—	—
—	—	9,935,600	—	—	—
<u>57,032,606</u>	<u>38,162,081</u>	<u>122,972,639</u>	<u>42,155,194</u>	<u>343,677,600</u>	<u>459,629,270</u>

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Debt Service Coverage
Fiscal Years 2007 through 2016
(Thousands of US dollars)

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Funds Provided				
Total gas revenues	572,348	676,027	736,138	675,154
Other operating revenues	18,889	21,220	22,998	18,317
Total operating revenues	<u>591,237</u>	<u>697,247</u>	<u>759,136</u>	<u>693,471</u>
Other income increase restricted funds	1,416	10,836	4,079	196
City grant	-	-	-	-
AFUDC (Interest)	1,120	781	506	430
Total funds provided	<u>593,773</u>	<u>708,864</u>	<u>763,721</u>	<u>694,097</u>
Funds Applied				
Fuel costs	146,524	252,169	304,051	255,501
Other operating costs	370,433	354,357	336,892	318,510
Total operating expenses	<u>516,957</u>	<u>606,526</u>	<u>640,943</u>	<u>574,011</u>
Less: non-cash expenses	89,059	74,535	53,039	48,103
Total funds applied	<u>427,898</u>	<u>531,991</u>	<u>587,904</u>	<u>525,908</u>
Funds available to cover debt service	<u>165,875</u>	<u>176,873</u>	<u>175,817</u>	<u>168,189</u>
Funds available excluding lease costs	165,875	176,873	175,817	168,189
1975 ordinance bonds debt service	-	26,904	28,592	30,163
Debt service coverage 1975 bonds	-	6.57	6.15	5.58
Net available after prior debt service	<u>165,875</u>	<u>149,969</u>	<u>147,225</u>	<u>138,026</u>
Net available after prior capital leases	165,875	149,969	147,225	138,026
1998 ordinance bonds debt service	77,867	70,139	69,749	47,668
Debt service coverage 1998 bonds	2.13	2.14	2.11	2.90
Net available after 1998 debt service	88,008	79,830	77,476	90,358
1998 ordinance subordinate bond debt service	-	-	-	-
Debt service coverage subordinate bonds	-	-	-	-

Source - PGW's Audited Financial Statements and PGW Records

2012	2011	2010	2009	2008	2007
628,387	749,268	742,342	910,457	831,428	840,105
16,596	17,011	16,890	18,984	18,199	19,246
<u>644,983</u>	<u>766,279</u>	<u>759,232</u>	<u>929,441</u>	<u>849,627</u>	<u>859,351</u>
8,311	13,175	3,660	12,434	3,881	6,423
-	-	18,000	18,000	18,000	18,000
292	427	390	247	338	408
<u>653,586</u>	<u>779,881</u>	<u>781,282</u>	<u>960,122</u>	<u>871,846</u>	<u>884,182</u>
233,713	330,932	354,004	545,846	511,976	539,300
316,625	310,708	308,590	299,712	282,270	280,448
<u>550,338</u>	<u>641,640</u>	<u>662,594</u>	<u>845,558</u>	<u>794,246</u>	<u>819,748</u>
47,619	47,854	70,404	67,897	68,898	66,246
<u>502,719</u>	<u>593,786</u>	<u>592,190</u>	<u>777,661</u>	<u>725,348</u>	<u>753,502</u>
150,867	186,095	189,092	182,462	146,498	130,680
<u>150,867</u>	<u>186,095</u>	<u>189,092</u>	<u>182,462</u>	<u>146,498</u>	<u>130,680</u>
31,754	30,691	30,101	32,313	34,225	35,359
4.75	6.06	6.28	5.65	4.28	3.70
119,113	155,404	158,991	150,149	112,273	95,321
<u>119,113</u>	<u>155,404</u>	<u>158,991</u>	<u>150,149</u>	<u>112,273</u>	<u>95,321</u>
67,874	72,274	65,095	70,569	59,695	47,611
1.75	2.15	2.44	2.13	1.88	2.00
51,239	83,130	93,896	79,580	52,578	47,710
-	1,988	1,986	1,990	1,986	1,987
-	41.82	47.28	39.99	26.47	24.01

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Demographic and Economic Statistics
Principal Employers
Current Calendar Year and Nine Years Ago

2015	2006
Children's Hospital of Philadelphia	Albert Einstein Medical
City of Philadelphia	Children's Hospital of Philadelphia
Comcast Cablevision of Willow Grove Inc	City of Philadelphia
Drexel University	School District of Philadelphia
School District of Philadelphia	SEPTA
SEPTA	Temple University
Temple University	Tenet Healthsystem Philadelphia Inc
Thomas Jefferson University Hospitals	Thomas Jefferson University Hospitals
University Of Pennsylvania (College)	University Of Pennsylvania (College)
University Of Pennsylvania (Hospital)	University Of Pennsylvania (Hospital)

Listed Alphabetically
Source - City of Philadelphia

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Demographic and Economic Statistics
Calendar Years 2006 through 2015

<u>Calendar Year</u>	<u>Population (1)</u>	<u>Personal Income (Thousands of US Dollars) (2)</u>	<u>Per Capita Personal Income (US Dollars)</u>	<u>Unemployment Rate (3)</u>
2015	1,567,442	77,903,831	49,701	6.9%
2014	1,560,297	66,495,223	42,617	8.0%
2013	1,553,165	65,473,002	42,155	10.0%
2012	1,547,607	64,151,742	41,452	10.5%
2011	1,538,567	62,632,520	40,708	10.8%
2010	1,526,006	56,970,074	37,333	10.8%
2009	1,547,297	54,061,223	34,939	9.6%
2008	1,540,351	54,262,716	35,228	7.1%
2007	1,530,031	50,672,227	33,118	6.0%
2006	1,520,251	47,566,075	31,288	6.2%

Sources:

(1) US Census Bureau

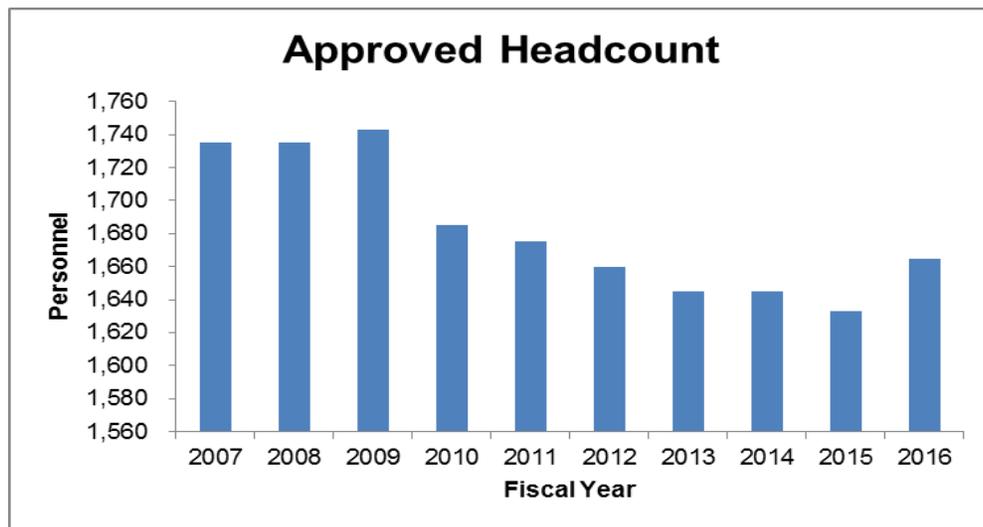
(2) US Department of Commerce, Bureau of Economic Analysis

(3) US Department of Labor, Bureau of Labor Statistics

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Budgeted Full-Time Personnel by Department
Fiscal Years 2007 through 2016

Departments	2016	2015	2014	2013
President & Chief Executive Officer	2	3	3	3
Chief Operating Officer	2	2	2	2
Chief Financial Officer	2	2	2	2
Gas processing	116	119	123	125
Field services	374	372	372	366
Distribution	480	472	472	468
Collection	29	31	31	31
Customer service	170	176	189	190
Marketing	32	44	44	46
Administrative and general	484	449	442	445
PGW Total	1,691	1,670	1,680	1,678
Personnel savings	(31)	(42)	(40)	(38)
Philadelphia Gas Commission	5	5	5	5
Grand Total	1,665	1,633	1,645	1,645

Source - PGW's Annual Operating Budget



2012	2011	2010	2009	2008	2007
3	2	2	2	2	2
2	3	2	2	2	7
2	-	-	-	-	-
119	119	119	123	133	133
371	371	341	342	342	342
467	467	467	467	470	470
35	36	91	104	110	92
198	207	207	208	194	214
41	34	34	30	30	30
454	463	459	460	465	463
<u>1,692</u>	<u>1,702</u>	<u>1,722</u>	<u>1,738</u>	<u>1,748</u>	<u>1,753</u>
(37)	(32)	(42)	-	(18)	(23)
5	5	5	5	5	5
<u>1,660</u>	<u>1,675</u>	<u>1,685</u>	<u>1,743</u>	<u>1,735</u>	<u>1,735</u>

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Operating Indicators
Fiscal Years 2007 through 2016

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Financial			
Debt service ratio (1975 Ordinance)	N/A	6.57	6.15
Debt service ratio (1998 Ordinance)	2.13	2.14	2.11
Debt to total capital ratio	76.3%	77.5%	80.0%
Bad debt as a % of revenue	4.6%	5.0%	5.1%
Bad debt reserve as a % of accounts receivable	50.2%	54.0%	51.4%
Collection factor (receipts/billings)	97.7%	97.1%	95.0%
Cash balance (Thousands of US dollars)	91,743	114,327	105,734
Natural Gas (NG) storage (Thousands of US dollars)	38,556	40,791	60,089
Payroll			
Total payroll (Thousands of US dollars) (Includes Overtime)	112,556	113,675	115,174
Overtime (Thousands of US dollars)	11,125	11,824	13,629
Overtime as a % of Total Payroll	9.9%	10.4%	11.8%
Liquefied Natural Gas (LNG)			
LNG to storage (Mcf)*	2,233,463	2,043,392	1,821,935
LNG from storage (Mcf)	<u>1,258,905</u>	<u>2,237,729</u>	<u>3,210,133</u>
Net to (from) storage (Mcf)	974,558	(194,337)	(1,388,198)
Off-system sales contributed to GCR (Thousands of US dollars)	-	-	321
Natural Gas Cost			
Gas utilized (Mcf)	40,301,447	50,562,653	52,961,786
Gas utilized (Thousands of US dollars)	146,515	252,158	304,040
Cost per Mcf (\$)	3.64	4.99	5.74
Natural Gas Sales Information			
Firm gas sold (Mcf)	37,683,841	48,416,426	48,533,203
Interruptible gas sold (Mcf)	<u>37,909</u>	<u>514,110</u>	<u>1,096,381</u>
Total gas sold (Mcf)	37,721,750	48,930,536	49,629,584
Transportation gas - GTS (Mcf)	28,223,849	30,298,101	29,357,904
Other (Mcf)	<u>2,014,354</u>	<u>2,808,957</u>	<u>1,498,458</u>
Total gas sendout (Mcf)	67,959,953	82,037,594	80,485,946
Unaccounted for gas as a % of total gas sendout	2.6%	3.0%	2.0%
Transportation gas - GTS as a % of total gas sendout	41.5%	36.9%	36.5%
Firm gas sold as a % of total gas sold	99.9%	98.9%	97.8%
Degree Days			
Fiscal Year	3,356	4,444	4,405

* Mcf = Thousand cubic feet

Source - PGW Records

2013	2012	2011	2010	2009	2008	2007
5.58	4.75	6.06	6.28	5.65	4.28	3.70
2.90	1.75	2.15	2.44	2.13	1.88	2.00
75.2%	78.0%	79.7%	82.2%	82.7%	84.2%	84.8%
5.8%	5.7%	4.7%	4.6%	4.5%	4.4%	4.7%
51.9%	54.4%	50.3%	52.9%	53.8%	58.6%	62.9%
91.9%	96.6%	95.1%	98.7%	93.8%	95.5%	95.8%
100,933	75,826	105,386	79,052	13,750	49,338	51,698
70,638	73,086	78,579	96,097	117,889	179,750	138,388
110,120	106,308	106,125	106,003	107,918	105,596	106,018
9,495	7,948	9,700	8,494	10,171	10,115	10,684
8.6%	7.5%	9.1%	8.0%	9.4%	9.6%	10.1%
1,677,268	1,422,440	1,286,742	1,354,605	562,629	2,034,715	1,831,202
1,537,601	974,238	1,428,896	1,117,628	1,545,034	1,280,180	1,948,310
139,667	448,202	(142,154)	236,977	(982,405)	754,535	(117,108)
743	748	867	274	27	887	148
50,178,147	43,017,936	55,023,503	51,820,468	55,471,710	53,516,593	58,089,383
255,496	233,709	330,926	353,998	545,859	511,938	539,296
5.09	5.43	6.01	6.83	9.84	9.57	9.28
44,745,289	38,345,205	48,014,683	44,790,670	48,025,175	45,525,366	47,916,423
890,383	192,058	1,004,185	1,049,318	1,170,128	1,790,721	2,704,526
45,635,672	38,537,263	49,018,868	45,839,988	49,195,303	47,316,087	50,620,949
26,482,749	24,373,006	25,274,874	23,135,876	22,624,136	19,032,066	13,138,867
1,965,785	1,828,311	3,233,861	3,006,018	3,083,181	2,254,504	3,281,849
74,084,206	64,738,580	77,527,603	71,981,882	74,902,620	68,602,657	67,041,665
2.0%	3.2%	3.3%	2.9%	3.1%	2.2%	3.8%
35.7%	37.6%	32.6%	32.1%	30.2%	27.7%	19.6%
98.0%	99.5%	98.0%	97.7%	97.6%	96.2%	94.7%
3,889	3,037	4,005	3,730	4,190	3,746	3,773

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Capital Asset Information
Calendar Years 2007 through 2016

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Gas main (Miles)	3,020	3,022	3,023	3,025
Services (Miles)	2,865	2,862	2,860	2,779
Number of meters				
Residential/Small commercial	499,110	497,556	499,375	498,765
Large diaphragm	3,030	2,842	2,695	2,579
Rotary	10,034	9,945	9,883	9,778
Turbine	283	285	291	288
Total	<u>512,457</u>	<u>510,628</u>	<u>512,244</u>	<u>511,410</u>

Source - Gas Annual Report of PGW to the Pennsylvania Public Utility Commission

2012	2011	2010	2009	2008	2007
3,026	3,027	3,029	3,029	3,022	3,023
2,736	2,772	2,815	2,984	2,829	2,794
501,250	497,151	502,145	503,201	497,472	503,737
2,401	2,298	2,245	2,185	2,113	2,047
9,690	9,551	9,513	9,479	9,322	9,336
289	287	297	291	291	290
513,630	509,287	514,200	515,156	509,198	515,410

PHILADELPHIA GAS WORKS
(A Component Unit of the City of Philadelphia)
Ten Largest Customers
Current Fiscal Year and Nine Years Ago
(Thousands of US dollars)

2016		2007	
Customer 1 (A)	2,814	Customer 1 (C)	8,710
Customer 2 (B)	2,619	Customer 2 (B)	8,040
Customer 3 (C)	2,204	Customer 3 (A)	6,287
Customer 4	1,998	Customer 4 (D)	3,914
Customer 5 (D)	1,353	Customer 5 (E)	3,582
Customer 6 (E)	966	Customer 6	3,275
Customer 7 (F)	932	Customer 7 (H)	2,314
Customer 8 (G)	690	Customer 8 (F)	2,239
Customer 9 (H)	568	Customer 9	1,298
Customer 10	522	Customer 10 (G)	1,234
Total	<u>14,666</u>	Total	<u>40,893</u>

Note - A letter designation indicates a repeat customer from the Fiscal Year 2007 list identified on the fiscal year 2016 list.

Source - PGW Records