

MGE ENERGY INC  
Form 10-Q  
November 06, 2018

**United States**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

*For the quarterly period ended:*

**September 30, 2018**

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

*For the transition period from \_\_\_\_\_ to \_\_\_\_\_*

<b>Commission</b>	<b>Name of Registrant, State of Incorporation, Address</b>	<b>IRS Employer</b>
<b>File No.</b> 000-49965	<b>of Principal Executive Offices, and Telephone No.</b> <b>MGE Energy, Inc.</b>  (a Wisconsin Corporation)  133 South Blair Street  Madison, Wisconsin 53788  (608) 252-7000  mgeenergy.com	<b>Identification No.</b> 39-2040501
000-1125	<b>Madison Gas and Electric Company</b>	39-0444025

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(a Wisconsin Corporation)

133 South Blair Street

Madison, Wisconsin 53788

(608) 252-7000

mge.com

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) have been subject to such filing requirements for the past 90 days:

Yes  No

Indicate by check mark whether the registrants have submitted electronically and posted on their corporate Web sites, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit and post such files):

Yes  No

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

	<b>Large Accelerated Filer</b>	<b>Accelerated Filer</b>	<b>Non-accelerated Filer</b>	<b>Smaller Reporting Company</b>	<b>Emerging Growth Company</b>
MGE Energy, Inc. Madison Gas and Electric Company	X		X		

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

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

MGE Energy, Inc. and Madison Gas and Electric Company: Yes  No

**Number of Shares Outstanding of Each Class of Common Stock as of October 31, 2018**

MGE Energy, Inc.	Common stock, \$1.00 par value, 34,668,370 shares outstanding.
Madison Gas and Electric Company	Common stock, \$1.00 par value, 17,347,894 shares outstanding (all of which are owned beneficially and of record by MGE Energy, Inc.).

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## **PART I. FINANCIAL INFORMATION.**

### **Filing Format**

This combined Form 10-Q is being filed separately by MGE Energy, Inc. (MGE Energy) and Madison Gas and Electric Company (MGE). MGE is a wholly owned subsidiary of MGE Energy and represents a majority of its assets, liabilities, revenues, expenses, and operations. Thus, all information contained in this report relates to, and is filed by, MGE Energy. Information that is specifically identified in this report as relating solely to MGE Energy, such as its financial statements and information relating to its nonregulated business, does not relate to, and is not filed by, MGE. MGE makes no representation as to that information. The terms "we" and "our," as used in this report, refer to MGE Energy and its consolidated subsidiaries unless otherwise indicated.

### **Forward-Looking Statements**

This report, and other documents filed by MGE Energy and MGE with the Securities and Exchange Commission (SEC) from time to time, contain forward-looking statements that reflect management's current assumptions and estimates regarding future performance and economic conditions especially as they relate to economic conditions, future load growth, revenues, expenses, capital expenditures, financial resources, regulatory matters, and the scope and expense associated with future environmental regulation. These forward-looking statements are made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. Words such as "believe," "expect," "anticipate," "estimate," "could," "should," "intend," "will," and other similar words generally identify forward-looking statements. Both MGE Energy and MGE caution investors that these forward-looking statements are subject to known and unknown risks and uncertainties that may cause actual results to differ materially from those projected, expressed, or implied.

The factors that could cause actual results to differ materially from the forward-looking statements made by a registrant include: (a) those factors discussed in the registrants' 2017 Annual Report on Form 10-K: Item 1A. Risk Factors, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, as updated by Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations in this report, and Item 8. Financial Statements and Supplementary Data Note 17, as updated by Part I, Item 1. Financial Statements Note 9 in this report, and (b) other factors discussed herein and in other filings made by that registrant with the SEC.

Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this report. MGE Energy and MGE assume no obligation to release publicly any revision to these forward-looking statements to reflect events or circumstances after the date of this report, except as required by law.

### **Where to Find More Information**

The public may read and copy any reports or other information that MGE Energy and MGE file with the SEC at the SEC's public reference room at 100 F Street, NE, Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. These documents also are available to the public from commercial document retrieval services, the website maintained by the SEC at [sec.gov](http://sec.gov), MGE Energy's website at [mgeenergy.com](http://mgeenergy.com), and MGE's website at [mge.com](http://mge.com). Copies may be obtained from our websites free of charge. Information contained on MGE Energy's and MGE's websites shall not be deemed incorporated into, or to be a part of, this report.



**Definitions, Abbreviations, and Acronyms Used in the Text and Notes of this Report**

Abbreviations, acronyms, and definitions used in the text and notes of this report are defined below.

MGE Energy and Subsidiaries:

CWDC	Central Wisconsin Development Corporation
MAGAEL	MAGAEL, LLC
MGE	Madison Gas and Electric Company
MGE Energy	MGE Energy, Inc.
MGE Power	MGE Power, LLC
MGE Power Elm Road	MGE Power Elm Road, LLC
MGE Power West Campus	MGE Power West Campus, LLC
MGE Services	MGE Services, LLC
MGE State Energy Services	MGE State Energy Services, LLC
MGE Transco	MGE Transco Investment, LLC
MGEE Transco	MGEE Transco, LLC

Other Defined Terms:

ACE	Affordable Clean Energy
AFUDC	Allowance for Funds Used During Construction
ARO	Asset Retirement Obligation
ASU	Accounting Standard Update
ATC	American Transmission Company LLC
ATC Holdco	ATC Holdco, LLC
Blount	Blount Station
BSER	Best System of Emissions Reductions
CAVR	Clean Air Visibility Rule
CCR	Coal Combustion Residual
CNG	Compressed Natural Gas
codification	Financial Accounting Standards Board Accounting Standards Codification
Columbia	Columbia Energy Center
cooling degree days	Measure of the extent to which the average daily temperature is above 65 degrees Fahrenheit, which is considered an indicator of possible increased demand for energy to provide cooling
CPP	Clean Power Plan
CSAPR	Cross-State Air Pollution Rule
Dth	Dekatherms, a quantity measure used in respect of natural gas
EGUs	Electric Generating Units
electric margin	Electric revenues less fuel for electric generation and purchase power costs, a non-GAAP measure
Elm Road Units	Elm Road Generating Station
EPA	United States Environmental Protection Agency
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission

FIP	Federal Implementation Plan
Forward Wind	Forward Wind Energy Center
FTR	Financial Transmission Rights
GAAP	Generally Accepted Accounting Principles
gas margin	Gas revenues less cost of gas sold, a non-GAAP measure
GHG	Greenhouse Gas
heating degree days (HDD)	Measure of the extent to which the average daily temperature is below 65 degrees Fahrenheit, which is considered an indicator of possible increased demand for energy to provide heating
IRS	Internal Revenue Service
kWh	Kilowatt-hour, a measure of electric energy produced

MISO	Midcontinent Independent System Operator (a regional transmission organization)
MW	Megawatt, a measure of electric energy generating capacity
MWh	Megawatt-hour, a measure of electric energy produced
NAAQS	National Ambient Air Quality Standards
NO <sub>x</sub>	Nitrogen Oxides
PGA	Purchased Gas Adjustment clause, a regulatory mechanism used to reconcile natural gas costs recovered in rates to actual costs
PPA	Purchased Power Agreement
PSCW	Public Service Commission of Wisconsin
Riverside	Riverside Energy Center
ROE	Return on Equity
SCR	Selective Catalytic Reduction
SEC	Securities and Exchange Commission
SO <sub>2</sub>	Sulfur Dioxide
Stock Plan	Direct Stock Purchase and Dividend Reinvestment Plan of MGE Energy
Tax Act	Tax Cuts and Jobs Act
UW	University of Wisconsin at Madison
VIE	Variable Interest Entity
WCCF	West Campus Cogeneration Facility
WEPCO	Wisconsin Electric Power Company, a subsidiary of WEC Energy Group, Inc.
working capital	Current assets less current liabilities
WPL	Wisconsin Power and Light Company, a subsidiary of Alliant Energy Corporation
XBRL	eXtensible Business Reporting Language

**Item 1. Financial Statements.**

MGE Energy, Inc.  
 Consolidated Statements of Income (unaudited)  
*(In thousands, except per-share amounts)*

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
<b>Operating Revenues:</b>				
Electric revenues	\$ 119,388	\$ 120,761	\$ 313,537	\$ 321,540
Gas revenues	18,407	18,778	106,152	101,285
<i>Total Operating Revenues</i>	137,795	139,539	419,689	422,825
<b>Operating Expenses:</b>				
Fuel for electric generation	16,793	15,829	43,944	39,938
Purchased power	13,024	15,984	43,036	48,058
Cost of gas sold	4,921	5,094	54,109	50,109
Other operations and maintenance	44,130	42,533	131,976	131,177
Depreciation and amortization	14,259	13,372	41,754	39,606
Other general taxes	4,870	4,730	14,653	14,509
<i>Total Operating Expenses</i>	97,997	97,542	329,472	323,397
<b>Operating Income</b>	<b>39,798</b>	<b>41,997</b>	<b>90,217</b>	<b>99,428</b>
Other income, net	4,330	4,943	13,980	12,038
Interest expense, net	(5,025)	(4,727)	(14,547)	(14,507)
Income before income taxes	39,103	42,213	89,650	96,959
Income tax provision	(9,597)	(15,584)	(21,792)	(35,487)
<b>Net Income</b>	<b>\$ 29,506</b>	<b>\$ 26,629</b>	<b>\$ 67,858</b>	<b>\$ 61,472</b>
<b>Earnings Per Share of Common Stock</b>				
(basic and diluted)	\$ 0.85	\$ 0.77	\$ 1.96	\$ 1.77
Dividends per share of common stock	\$ 0.338	\$ 0.323	\$ 0.983	\$ 0.938
<b>Weighted Average Shares Outstanding</b>				
(basic and diluted)	34,668	34,668	34,668	34,668

*The accompanying notes are an integral part of the above unaudited consolidated financial statements.*

MGE Energy, Inc.  
 Consolidated Statements of Comprehensive Income (unaudited)  
*(In thousands)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net Income	\$ 29,506	\$ 26,629	\$ 67,858	\$ 61,472
Other comprehensive income, net of tax:				
Unrealized gain on available-for-sale securities, net of tax (\$- and (\$40), and \$- and (\$127), respectively)	-	60	-	189
<b>Comprehensive Income</b>	\$ 29,506	\$ 26,689	\$ 67,858	\$ 61,661

*The accompanying notes are an integral part of the above unaudited consolidated financial statements.*

MGE Energy, Inc.  
Consolidated Statements of Cash Flows (unaudited)  
(In thousands)

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>
<b>Operating Activities:</b>		
Net income	\$ 67,858	\$ 61,472
Items not affecting cash:		
Depreciation and amortization	41,754	39,606
Deferred income taxes	2,352	4,810
Provision for doubtful receivables	642	650
Employee benefit plan (credit) cost	(1,544)	778
Equity earnings in ATC	(6,113)	(7,432)
Gain on sale of property	-	(1,581)
Other items	31	1,103
Changes in working capital items:		
Decrease in current assets	25,530	15,259
Increase (decrease) in current liabilities	6,026	(17,615)
Dividends from ATC	5,336	6,142
Cash contributions to pension and other postretirement plans	(3,967)	(9,717)
Other noncurrent items, net	527	2,671
<i>Cash Provided by Operating Activities</i>	138,432	96,146
<b>Investing Activities:</b>		
Capital expenditures	(149,001)	(66,286)
Capital contributions to investments	(4,801)	(6,863)
Proceeds from sale of property	-	2,399
Other	368	161
<i>Cash Used for Investing Activities</i>	(153,434)	(70,589)
<b>Financing Activities:</b>		
Cash dividends paid on common stock	(34,062)	(32,502)
Repayment of long-term debt	(23,330)	(33,260)
Issuance of long-term debt	100,000	40,000
(Repayments of) proceeds from short-term debt	(4,000)	7,000
Other	(659)	(366)
<i>Cash Provided by (Used for) Financing Activities</i>	37,949	(19,128)
Change in cash, cash equivalents, and restricted cash	22,947	6,429
Cash, cash equivalents, and restricted cash at beginning of period	112,094	101,633
<b>Cash, cash equivalents, and restricted cash at end of period</b>	<b>\$ 135,041</b>	<b>\$ 108,062</b>

**Supplemental disclosures of cash flow information:**

Significant noncash investing activities:

Accrued capital expenditures	\$	10,991	\$	12,469
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*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

MGE Energy, Inc.  
Consolidated Balance Sheets (unaudited)  
(In thousands)

	September 30, 2018	December 31, 2017
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 133,855	\$ 107,952
Accounts receivable, less reserves of \$2,416 and \$2,840, respectively	41,693	42,299
Other accounts receivable, less reserves of \$571 and \$335, respectively	7,565	9,440
Unbilled revenues	20,979	31,400
Materials and supplies, at average cost	24,869	22,614
Fuel for electric generation, at average cost	6,945	8,256
Stored natural gas, at average cost	13,614	12,923
Prepaid taxes	12,239	26,535
Regulatory assets - current	8,739	7,888
Assets held for sale	1,755	8,817
Other current assets	8,459	12,507
<i>Total Current Assets</i>	280,712	290,631
Other long-term receivables	3,747	4,788
Regulatory assets	133,936	142,567
Pension and other postretirement benefit asset	14,266	7,336
Other deferred assets and other	8,729	731
<b>Property, Plant, and Equipment:</b>		
Property, plant, and equipment, net	1,350,253	1,283,313
Construction work in progress	109,209	58,044
<i>Total Property, Plant, and Equipment</i>	1,459,462	1,341,357
<b>Investments</b>	73,445	67,772
<b>Total Assets</b>	\$ 1,974,297	\$ 1,855,182
<b>LIABILITIES AND CAPITALIZATION</b>		
<b>Current Liabilities:</b>		
Long-term debt due within one year	\$ 4,527	\$ 24,452
Short-term debt	-	4,000
Accounts payable	50,340	47,645
Accrued interest and taxes	5,554	5,602
Accrued payroll related items	10,879	12,244
Regulatory liabilities - current	7,330	5,633
Derivative liabilities	9,350	8,180
Other current liabilities	10,509	18,758
<i>Total Current Liabilities</i>	98,489	126,514
<b>Other Credits:</b>		
Deferred income taxes	229,197	225,130
Investment tax credit - deferred	843	918
Regulatory liabilities	171,057	154,153
Accrued pension and other postretirement benefits	69,346	69,088
Derivative liabilities	26,920	33,990
Other deferred liabilities and other	72,064	69,041



<i>Total Other Credits</i>	569,427	552,320
<b>Capitalization:</b>		
Common shareholders' equity	811,983	778,187
Long-term debt	494,398	398,161
<i>Total Capitalization</i>	1,306,381	1,176,348
Commitments and contingencies (see Footnote 9)		
<b>Total Liabilities and Capitalization</b>	\$ 1,974,297	\$ 1,855,182

*The accompanying notes are an integral part of the above unaudited consolidated financial statements.*

MGE Energy, Inc.  
 Consolidated Statements of Common Equity (unaudited)  
*(In thousands, except per-share amounts)*

	Common Stock Shares	Common Stock Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total
<b>2017</b>						
Beginning balance - December 31, 2016	34,668	\$ 34,668	\$ 316,268	\$ 372,950	\$ 202	\$ 724,088
Net income				61,472		61,472
Other comprehensive income					189	189
Common stock dividends declared (\$0.938 per share)				(32,502)		(32,502)
Ending balance - September 30, 2017	34,668	\$ 34,668	\$ 316,268	\$ 401,920	\$ 391	\$ 753,247
<b>2018</b>						
Beginning balance - December 31, 2017	34,668	\$ 34,668	\$ 316,268	\$ 426,874	\$ 377	\$ 778,187
Cumulative effect of new accounting principle				377	(377)	-
Beginning balance - adjusted				427,251	-	778,187
Net income				67,858		67,858
Common stock dividends declared (\$0.983 per share)				(34,062)		(34,062)
Ending balance - September 30, 2018	34,668	\$ 34,668	\$ 316,268	\$ 461,047	\$ -	\$ 811,983

*The accompanying notes are an integral part of the above unaudited consolidated financial statements.*

Madison Gas and Electric Company  
Consolidated Statements of Income (unaudited)  
(In thousands)

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
<b>Operating Revenues:</b>				
Electric revenues	\$ 119,388	\$ 120,760	\$ 313,537	\$ 321,543
Gas revenues	18,407	18,779	106,152	101,294
<i>Total Operating Revenues</i>	137,795	139,539	419,689	422,837
<b>Operating Expenses:</b>				
Fuel for electric generation	16,793	15,828	43,944	39,939
Purchased power	13,024	15,985	43,036	48,061
Cost of gas sold	4,921	5,094	54,109	50,117
Other operations and maintenance	43,987	42,331	131,175	130,389
Depreciation and amortization	14,259	13,372	41,754	39,606
Other general taxes	4,870	4,730	14,653	14,509
Income tax provision	9,048	14,059	19,701	32,080
<i>Total Operating Expenses</i>	106,902	111,399	348,372	354,701
<b>Operating Income</b>	<b>30,893</b>	<b>28,140</b>	<b>71,317</b>	<b>68,136</b>
<b>Other Income and Deductions:</b>				
AFUDC - equity funds	764	310	2,023	875
Income tax provision	(69)	(663)	(218)	(754)
Other income, net	1,828	2,492	5,380	4,335
<i>Total Other Income and Deductions</i>	2,523	2,139	7,185	4,456
Income before interest expense	33,416	30,279	78,502	72,592
<b>Interest Expense:</b>				
Interest on long-term debt	5,696	4,995	16,093	15,051
Other interest, net	62	54	317	150
AFUDC - borrowed funds	(258)	(123)	(683)	(295)
<i>Net Interest Expense</i>	5,500	4,926	15,727	14,906
<b>Net Income</b>	<b>\$ 27,916</b>	<b>\$ 25,353</b>	<b>\$ 62,775</b>	<b>\$ 57,686</b>
Less: Net Income Attributable to Noncontrolling				
Interest, net of tax	(5,629)	(5,439)	(16,940)	(16,224)
<b>Net Income Attributable to MGE</b>	<b>\$ 22,287</b>	<b>\$ 19,914</b>	<b>\$ 45,835</b>	<b>\$ 41,462</b>

*The accompanying notes are an integral part of the above unaudited consolidated financial statements.*

Madison Gas and Electric Company  
Consolidated Statements of Comprehensive Income (unaudited)  
(In thousands)

		Three Months Ended		Nine Months Ended	
		September 30,		September 30,	
		2018	2017	2018	2017
Net Income	\$	27,916\$	25,353\$	62,775\$	57,686
Other comprehensive income, net of tax:					
Unrealized loss on available-for-sale securities, net of tax (\$- and \$5, and \$- and \$26, respectively)		-	(7)	-	(38)
<b>Comprehensive Income</b>	\$	27,916\$	25,346\$	62,775\$	57,648
Less: Comprehensive Income Attributable to Noncontrolling Interest, net of tax		(5,629)	(5,439)	(16,940)	(16,224)
<b>Comprehensive Income Attributable to MGE</b>	\$	22,287\$	19,907\$	45,835\$	41,424

*The accompanying notes are an integral part of the above unaudited consolidated financial statements.*

Madison Gas and Electric Company  
Consolidated Statements of Cash Flows (unaudited)  
(In thousands)

	<b>Nine Months Ended September 30,</b>	
	<b>2018</b>	<b>2017</b>
<b>Operating Activities:</b>		
Net income	\$ 62,775	\$ 57,686
Items not affecting cash:		
Depreciation and amortization	41,754	39,606
Deferred income taxes	(580)	2,255
Provision for doubtful receivables	642	650
Employee benefit plan (credit) cost	(1,544)	778
Gain on sale of property	-	(1,581)
Other items	768	1,376
Changes in working capital items:		
Decrease in current assets	24,864	14,634
Increase (decrease) in current liabilities	9,941	(16,670)
Cash contributions to pension and other postretirement plans	(3,967)	(9,717)
Other noncurrent items, net	374	2,479
<i>Cash Provided by Operating Activities</i>	135,027	91,496
<b>Investing Activities:</b>		
Capital expenditures	(149,001)	(66,286)
Proceeds from sale of property	-	1,751
Other	(680)	(45)
<i>Cash Used for Investing Activities</i>	(149,681)	(64,580)
<b>Financing Activities:</b>		
Cash dividends paid to parent by MGE	-	(35,000)
Distributions to parent from noncontrolling interest	(19,000)	(16,500)
Repayment of long-term debt	(23,330)	(33,260)
Issuance of long-term debt	100,000	40,000
(Repayments of) proceeds from short-term debt	(4,000)	7,000
Other	(659)	(315)
<i>Cash Provided by (Used for) Financing Activities</i>	53,011	(38,075)
Change in cash, cash equivalents, and restricted cash	38,357	(11,159)
Cash, cash equivalents, and restricted cash at beginning of period	10,093	16,442
<b>Cash, cash equivalents, and restricted cash at end of period</b>	<b>\$ 48,450</b>	<b>\$ 5,283</b>

**Supplemental disclosures of cash flow  
information:**

Significant noncash investing activities:

Accrued capital expenditures	\$	10,991	\$	12,469
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*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

Madison Gas and Electric Company  
Consolidated Balance Sheets (unaudited)  
(In thousands)

	<b>September 30, 2018</b>	<b>December 31, 2017</b>
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 47,264	\$ 5,951
Accounts receivable, less reserves of \$2,416 and \$2,840, respectively	41,693	42,299
Affiliate receivables	686	668
Other accounts receivable, less reserves of \$571 and \$335, respectively	5,856	6,984
Unbilled revenues	20,979	31,400
Materials and supplies, at average cost	24,869	22,614
Fuel for electric generation, at average cost	6,945	8,256
Stored natural gas, at average cost	13,614	12,923
Prepaid taxes	11,486	25,073
Regulatory assets - current	8,739	7,888
Assets held for sale	1,755	8,817
Other current assets	8,424	12,484
<i>Total Current Assets</i>	192,310	185,357
Affiliate receivable long-term	3,310	3,707
Regulatory assets	133,936	142,567
Pension and other postretirement benefit asset	14,266	7,336
Other deferred assets and other	10,517	3,280
<b>Property, Plant, and Equipment:</b>		
Property, plant, and equipment, net	1,350,281	1,283,341
Construction work in progress	109,209	58,044
<i>Total Property, Plant, and Equipment</i>	1,459,490	1,341,385
<b>Investments</b>	415	409
<b>Total Assets</b>	<b>\$ 1,814,244</b>	<b>\$ 1,684,041</b>
<b>LIABILITIES AND CAPITALIZATION</b>		
<b>Current Liabilities:</b>		
Long-term debt due within one year	\$ 4,527	\$ 24,452
Short-term debt	-	4,000
Accounts payable	50,315	47,614
Accrued interest and taxes	7,409	5,558
Accrued payroll related items	10,879	12,244
Regulatory liabilities - current	7,330	5,633
Derivative liabilities	9,350	8,180
Other current liabilities	10,509	16,749
<i>Total Current Liabilities</i>	100,319	124,430
<b>Other Credits:</b>		
Deferred income taxes	202,748	201,486
Investment tax credit - deferred	843	918
Regulatory liabilities	171,057	154,153
Accrued pension and other postretirement benefits	69,346	69,088
Derivative liabilities	26,920	33,990

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Other deferred liabilities and other	72,064	69,041
<i>Total Other Credits</i>	542,978	528,676
<b>Capitalization:</b>		
Common shareholder's equity	537,707	491,872
Noncontrolling interest	138,842	140,902
<i>Total Equity</i>	676,549	632,774
Long-term debt	494,398	398,161
<i>Total Capitalization</i>	1,170,947	1,030,935
Commitments and contingencies (see Footnote 9)		
<b>Total Liabilities and Capitalization</b>	\$ 1,814,244	\$ 1,684,041

*The accompanying notes are an integral part of the above unaudited consolidated financial statements.*



Madison Gas and Electric Company  
Consolidated Statements of Equity (unaudited)  
(In thousands)

	Common Stock Shares	Stock Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Non- Controlling Interest	Total
<b>2017</b>							
Beginning balance - Dec. 31, 2016	17,348\$	17,348\$	192,417\$	277,300\$	19\$	115,665\$	602,749
Net income				41,462		16,224	57,686
Other comprehensive loss					(38)		(38)
Cash dividends paid to parent by MGE				(35,000)			(35,000)
Distributions to parent from noncontrolling interest						(16,500)	(16,500)
Ending balance - September 30, 2017	17,348\$	17,348\$	192,417\$	283,762\$	(19)\$	115,389\$	608,897
<b>2018</b>							
Beginning balance - Dec. 31, 2017	17,348\$	17,348\$	192,417\$	282,135\$	(28)\$	140,902\$	632,774
Cumulative effect of new accounting principle				(28)	28		-
Beginning balance - adjusted				282,107	-		632,774
Net income				45,835		16,940	62,775
Distributions to parent from noncontrolling interest						(19,000)	(19,000)
Ending balance - September 30, 2018	17,348\$	17,348\$	192,417\$	327,942\$	-\$	138,842\$	676,549

*The accompanying notes are an integral part of the above unaudited consolidated financial statements.*

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MGE Energy, Inc., and Madison Gas and Electric Company

Notes to Consolidated Financial Statements (unaudited)

**September 30, 2018**

**1.**

**Summary of Significant Accounting Policies.**

**a.**

**Basis of Presentation - MGE Energy and MGE.**

This report is a combined report of MGE Energy and MGE. References in this report to "MGE Energy" are to MGE Energy, Inc. and its subsidiaries. References in this report to "MGE" are to Madison Gas and Electric Company.

MGE Power Elm Road and MGE Power West Campus own electric generating assets and lease those assets to MGE. Both entities are variable interest entities under applicable authoritative accounting guidance. MGE is considered the primary beneficiary of these entities as a result of contractual agreements. As a result, MGE has consolidated MGE Power Elm Road and MGE Power West Campus. See Footnote 2 of Notes to Consolidated Financial Statements under Item 8, Financial Statements and Supplementary Data, of MGE Energy's and MGE's 2017 Annual Report on Form 10-K (the 2017 Annual Report on Form 10-K).

The accompanying consolidated financial statements as of September 30, 2018, and for the three and nine months ended, are unaudited but include all adjustments that MGE Energy and MGE management consider necessary for a fair statement of their respective financial statements. All adjustments are of a normal, recurring nature except as otherwise disclosed. The year-end consolidated balance sheet information was derived from the audited balance sheet appearing in the 2017 Annual Report on Form 10-K, but does not include all disclosures required by accounting principles generally accepted in the United States of America. These notes should be read in conjunction with the financial statements and the notes on pages 54 through 103 of the 2017 Annual Report on Form 10-K.

**b.**

**Cash, Cash Equivalents, and Restricted Cash MGE Energy and MGE.**

The following table presents the components of total cash, cash equivalents, and restricted cash on the consolidated balance sheets.

<i>(In thousands)</i>	MGE Energy		MGE	
	September 30, 2018	December 31, 2017	September 30, 2018	December 31, 2017
Cash and cash equivalents	\$ 133,855\$	107,952\$	47,264\$	5,951
Restricted cash	406	1,635	406	1,635
Receivable - margin account	780	2,507	780	2,507
Cash, cash equivalents, and restricted cash	\$ 135,041	\$ 112,094	\$ 48,450	10,093

*Cash Equivalents*

MGE Energy and MGE consider all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

*Restricted Cash*

MGE has certain cash accounts that are restricted to uses other than current operations and designated for a specific purpose. MGE's restricted cash accounts include cash held by trustees for certain employee benefits and cash deposits held by third parties. These are included in "Other current assets" on the consolidated balance sheets.

*Receivable Margin Account*

Cash amounts held by counterparties as margin collateral for certain financial transactions are recorded as Receivable margin account in "Other current assets" on the consolidated balance sheets. The costs being hedged are fuel for electric generation, purchased power, and cost of gas sold.



The following table presents the retrospective adjustments to cash flow amounts on MGE Energy's and MGE's consolidated statements of cash flows in accordance with the adoption of *ASU 2016-18, Restricted Cash*.

<i>(In thousands)</i>		Nine Months Ended September 30, 2017
Cash provided by operating activities	\$	(2,870)
Cash used for investing activities		525
Change in cash, cash equivalents, and restricted cash		(2,345)
Cash, cash equivalents, and restricted cash at beginning of period		5,674
Cash, cash equivalents, and restricted cash at end of period	\$	3,329

c.

#### **Capitalized Software Assets    Hosting Arrangements    MGE Energy and MGE.**

The FASB issued authoritative guidance of accounting for software in a hosted arrangement. MGE Energy and MGE adopted the authoritative guidance as of September 30, 2018. See Footnote 2.a. for further information.

As of September 30, 2018, and December 31, 2017, the net book value of capitalized costs of internal use software incurred in a hosting arrangement was \$6.2 million and \$0.5 million, respectively. As of September 30, 2018, accumulated amortization expense is less than \$0.1 million. As of December 31, 2017, there was no accumulated amortization expense. Capitalized software assets for hosted arrangements and the related accumulated amortization expense are recorded in "Other deferred assets and other" on the consolidated balance sheets of MGE Energy and MGE.

For the three and nine months ended September 30, 2018, MGE recorded less than \$0.1 million of amortization expense related to software assets for hosted arrangements. For the three and nine months ended September 30, 2017, no amortization expense was recorded. These costs are recognized in "Other operations and maintenance" expense in the consolidated statements of income of MGE Energy and MGE and are amortized on a straight-line basis over the estimated useful lives of the assets. Software assets for hosted arrangements have useful lives ranging from five to fifteen years.

2.

#### **New Accounting Standards - MGE Energy and MGE.**

a.

### **Recently Adopted**

#### ***Revenue from Contracts with Customers.***

The FASB issued authoritative guidance within the codification's Revenue Recognition topic that provides guidance on the recognition, measurement, and disclosure of revenue from contracts with customers. The new standard establishes a five-step model for recognizing and measuring revenue from contracts with customers and replaces existing guidance on revenue recognition. The underlying principle is that an entity will recognize revenue to present the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services.

This authoritative guidance became effective January 1, 2018, and MGE Energy and MGE adopted the standard upon the effective date. Adoption of this standard is permitted under one of two methods: the full retrospective method or the modified retrospective method. MGE Energy and MGE implemented the standard using the modified retrospective method. The cumulative impact of this guidance on our financial statements is not material, except for additional footnote disclosures. See Footnote 3 for further information.

#### ***Financial Instruments.***

In January 2016, the FASB issued authoritative guidance within the codification's Financial Instruments topic that provides guidance on the recognition and measurement of financial instruments. This authoritative guidance became effective January 1, 2018, and required equity investments to be measured at fair value with changes in fair value recognized in net income rather than in other comprehensive income. As a result of this guidance, MGE Energy and MGE will no longer have other comprehensive

income related to equity investments. This standard was applied using a modified retrospective approach, with a cumulative effect adjustment recorded to opening retained earnings as of the beginning of the fiscal year of adoption. As of January 1, 2018, MGE Energy recorded a \$0.4 million increase in retained earnings and a corresponding decrease in accumulated other comprehensive income related to equity investments within the scope of this standard. As of January 1, 2018, MGE recorded less than a \$0.1 million decrease in retained earnings and a corresponding increase in accumulated other comprehensive income related to equity investments within the scope of this standard.

#### ***Restricted Cash.***

In November 2016, the FASB issued authoritative guidance within the codification's Statement of Cash Flows topic that provides guidance on the classification and presentation of changes in restricted cash within the statement of cash flows. Under the new guidance, reporting entities are required to explain the changes in the total of restricted and unrestricted cash and cash equivalents when reconciling the beginning and ending balances on the statement of cash flows. Prior to the authoritative guidance, changes in restricted cash were presented as either cash flows from operating, investing, or financing activities within the statement of cash flows based on the nature of the restriction. Reporting entities are now also required to provide a reconciliation from the balance sheet to the statement of cash flows and disclose the nature of the restrictions of cash. This authoritative guidance became effective January 1, 2018. Upon the effective date, MGE Energy and MGE changed the presentation of restricted cash on the consolidated statements of cash flows to reflect the new accounting guidance retrospectively for all periods presented. See Footnote 1.b. for further information.

#### ***Pension and Other Postretirement Benefits.***

In March 2017, the FASB issued authoritative guidance within the codification's Compensation Retirement Benefits topic that provides guidance on the presentation of net periodic pension cost and net periodic postretirement benefit cost (together, net benefit cost). This authoritative guidance became effective January 1, 2018. Under the new guidance, the service cost component of net benefit cost is required to be recorded in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside of income from operations. A practical expedient within the standard permits an employer to use the amounts disclosed in its pension and other postretirement benefit plan footnote for prior comparative periods as the estimation basis for applying the retrospective presentation requirements. MGE Energy and MGE have elected to apply the practical expedient. Upon the effective date, MGE Energy and MGE changed the presentation of net benefit cost on the consolidated statements of income to reflect the new accounting guidance retrospectively to all periods presented. For both MGE Energy and MGE, "Other operations and maintenance expense" increased and "Other income, net" increased \$1.0 million and \$3.0 million for the three and nine months ended September 30, 2017, respectively. The standard also only allows the service cost component to be eligible for capitalization prospectively from the effective date of the pronouncement (whereas under previous GAAP all components of net benefit cost were eligible for capitalization). See Footnote 6 for further information.

*Internal-Use Software Hosting Arrangements.*

In August 2018, the FASB issued amended authoritative guidance within the codification's Intangibles - Goodwill and Other - Internal-Use Software topic. The amended authoritative guidance aligns the requirements for capitalizing implementation costs incurred in a cloud computing arrangement (hosting arrangement) that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangement that include an internal-use software license). Costs for implementation activities in the development stage are capitalized depending on the nature of the costs and presented in the same line item on the balance sheet as amounts prepaid for the hosted service. Costs incurred during the preliminary and postimplementation stages are expensed as the activities are performed. The costs capitalized as part of implementation stage should be expensed over the term of the hosting contract, which includes any renewable option periods, and presented in the same line on the income statement as the fees for the associated hosted service.

This amended authoritative guidance will become effective January 1, 2020. Early adoption of the amendment is permitted, including adoption in any interim period. Entities can choose to adopt the new guidance either prospectively, for eligible costs incurred on or after the date this guidance is first applied,



or retrospectively. MGE Energy and MGE early adopted these amendments retrospectively as of September 30, 2018. The cumulative impact of this guidance on our financial statement was not material, except for additional footnote disclosures. See Footnote 1.c. for further information.

**b.**

### **Recently Issued**

#### *Leases.*

In February 2016, the FASB issued authoritative guidance within the codification's Leases topic that provides guidance on the classification, recognition, measurement, and disclosure of leases. The new leasing standard establishes that a lease conveys the right to control the use of identified property, plant, or equipment for a period of time in exchange for consideration. Under the new guidance, lessees will be required to recognize all leases with terms greater than one year, including operating leases, on the balance sheet by recording a right-of-use asset and lease liability. Prior to the authoritative guidance, only capital leases were recognized on the balance sheet by lessees. The new accounting guidance, as applied by lessors, is materially consistent with current GAAP. In January 2018, the FASB issued authoritative guidance which provided an optional practical expedient to grandfather the accounting for existing and expired land easements not accounted for as a lease under the new authoritative guidance. MGE Energy and MGE plan to adopt this practical expedient.

Management has begun utilizing a bottoms-up approach to analyze the impact of the standard on our lease portfolio. MGE Energy and MGE have been reviewing current accounting policies and procedures to identify potential differences in accounting treatment that would result from applying the requirements of the new standard to our existing lease portfolio. In addition, we are identifying appropriate changes to our business processes, systems, and controls to support recognition and disclosure requirements under the new standard. This authoritative guidance will become effective January 1, 2019, with early adoption permitted. MGE Energy and MGE anticipate adopting the standard upon the effective date. The new leasing standard requires entities to recognize and measure leases at the beginning of the earliest comparative period presented using a modified retrospective approach. MGE Energy and MGE expect to recognize additional lease assets and liabilities for their operating leases under the standard. MGE Energy and MGE are continuing to evaluate the impact of this pronouncement; however, we do not expect that it will have a material impact on our consolidated net income or cash flows.

**3.**

### **Revenue - MGE Energy and MGE.**

Revenues disaggregated by revenue source were as follows:

<i>(In thousands)</i>	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
<b>Electric revenues</b>				
Residential	\$ 42,371	\$ 39,905	\$ 107,847	\$ 104,892
Commercial <sup>(a)</sup>	61,638	64,036	159,264	168,921
Industrial	3,668	4,555	11,193	13,286
Other-retail/municipal	9,431	10,459	26,245	29,141
Total retail	117,108	118,955	304,549	316,240
Sales to the market	1,505	1,068	6,334	3,090
Other revenues	482	445	1,406	1,436
Adjustments to revenues	80	181	344	513
Total electric revenues	119,175	120,649	312,633	321,279
<b>Gas revenues</b>				
Residential	11,916	12,121	64,087	61,164
Commercial/Industrial <sup>(a)</sup>	5,570	5,622	38,728	36,512
Total retail	17,486	17,743	102,815	97,676
Gas transportation	829	944	3,018	3,285
Other revenues	92	91	319	324
Total gas revenues	18,407	18,778	106,152	101,285
Non-regulated energy revenues	213	112	904	261
Total Operating Revenue <sup>(a)</sup>	\$ 137,795	\$ 139,539	419,689	\$ 422,825

(a)

In 2017, MGE had less than \$0.1 million of revenues related to CNG vehicle fuel servicing. No revenue was recognized for fuel servicing by MGE Energy in 2017.

### ***Performance Obligations***

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The majority of MGE Energy's and MGE's contracts have a single performance obligation.

### ***Retail Revenue (Residential, Commercial, Industrial, and Other Retail/Municipal)***

Retail revenue of electric and gas utility service represent MGE's core business activities. Tariffs are approved by the PSCW through a rate order and provide MGE's customers with the standard terms and conditions, including pricing terms. The performance obligation to deliver electricity or gas is satisfied over time as the customer simultaneously receives and consumes the commodities provided by MGE. MGE recognizes revenues as the commodity is delivered to customers. Meters are read on a systematic basis throughout the month based on established meter-reading schedules and the customer is subsequently billed for their services. At the end of the month, MGE accrues an estimate for the unbilled amount of commodities delivered to customers. The unbilled revenue estimate is based on daily system demand volumes, weather factors, estimated line losses, estimated customer usage by class, and applicable customer rates.

### ***Utility Cost Recovery Mechanisms***

MGE's tariff rates include a provision for fuel cost recovery. The PSCW allows Wisconsin utilities to defer electric fuel-related costs, less excess revenues, that fall outside a symmetrical cost tolerance band. Any over/under recovery of the actual costs in a given year is determined in the following year and is then reflected in future billings to electric retail customers. Over-collection of fuel-related costs that are outside the approved range will be recognized as a reduction of revenue. Prior to adoption of the new revenue recognition guidance, effective January 1, 2018, over-collected fuel-related costs were reflected in "Purchased power" expense. Under-collection of these costs will continue to be recognized in "Purchased power" expense in the consolidated statements of income of MGE Energy and MGE. The cumulative effects of these deferred amounts will be recorded in "Regulatory assets" or "Regulatory liabilities" on the consolidated balance sheets of MGE Energy and MGE until they are reflected in future billings to customers. See Footnote 10.b. for further information.

MGE received a PSCW order in January 2018 to defer the over-collection of income tax expense collected in customer rates as a result of the Tax Cuts and Jobs Act (the Tax Act) reduction in the income tax rate to 21 percent. See Footnote 5 for further information.

MGE has other cost recovery mechanisms. For example, any over-collection of the difference between actual costs incurred and the amount of costs collected from customers is recorded as a reduction of revenue in the period incurred.

### ***Sales to the Market***

Sales to the market include energy charges, capacity or demand charges, and ancillary charges represented by wholesale sales of electricity made to third parties who are not ultimate users of the electricity. Most of these sales are spot market transactions on the markets operated by MISO. Each transaction is considered a performance obligation and revenue is recognized in the period in which energy charges, capacity or demand charges, and ancillary services are sold into MISO. MGE reports, on a net basis, transactions on the MISO markets in which it buys and sells power within the same hour to meet electric energy delivery requirements.

### *Transportation of Gas*

MGE has contracts under which MGE provides gas transportation services to customers who have elected to purchase gas from a third party and have the gas delivered via pipelines within MGE's service territory. Revenue is recognized as service is rendered or gas is delivered to customers. Tariffs are approved by the PSCW through a rate order and provide gas transportation customers with the standard terms and conditions, including pricing terms.

## 4.

### **Investment in ATC and ATC Holdco - MGE Energy and MGE.**

ATC owns and operates electric transmission facilities primarily in Wisconsin. MGE received an interest in ATC when it, like other Wisconsin electric utilities, contributed its electric transmission facilities to ATC as required by Wisconsin law. That interest is presently held by MGE Transco, which, since December 1, 2016, is owned by MGE Energy. ATC Holdco was formed by several members of ATC, including MGE Energy, to pursue electric transmission development and investments outside of Wisconsin. The ownership interest in ATC Holdco is held by MGE Transco, a wholly-owned subsidiary of MGE Energy.

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As of September 30, 2018, and December 31, 2017, MGE Transco held a 3.6% ownership interest in ATC. As of September 30, 2018, and December 31, 2017, MGEE Transco held a 4.4% ownership interest in ATC Holdco.

MGE Transco and MGEE Transco have accounted for their investments in ATC and ATC Holdco, respectively, under the equity method of accounting. Equity earnings from investments are recorded as "Other income" on the consolidated statements of income of MGE Energy. For the three and nine months ended September 30, 2018 and 2017, MGE Transco recorded the following:

<i>(In thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Equity earnings from investment in ATC	\$ 1,672	\$ 2,338	\$ 6,113	\$ 7,432
Dividends from ATC <sup>(a)</sup>	1,581	2,070	4,540	4,070
Capital contributions to ATC	533	710	2,308	3,018

(a)

MGE Transco recorded a \$2.3 million and \$2.1 million dividend receivable from ATC as of December 31, 2017 and 2016, respectively. A cash dividend was received in January of each of the preceding years. MGE Transco recorded a \$1.6 million dividend receivable from ATC as of September 30, 2018. A cash dividend was received in October 2018.

ATC Holdco was formed in December 2016. In the near term, it is expected that ATC Holdco will be pursuing transmission development opportunities that typically have long development and investment lead times before becoming operational. During the three and nine months ended September 30, 2018, MGEE Transco recorded capital contributions of \$0.1 million and \$0.3 million, respectively, to ATC Holdco. During the nine months ended September 30, 2017, MGEE Transco recorded capital contributions of \$0.7 million to ATC Holdco. During the three months ended September 30, 2017, MGEE Transco recorded no capital contributions to ATC Holdco.

In October 2018, MGE Transco made a \$0.5 million capital contribution to ATC and MGEE Transco made a \$0.1 million contribution to ATC Holdco.

ATC's summarized financial data for the three and nine months ended September 30, 2018 and 2017, is as follows:

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<i>(In thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Operating revenues	\$ 170,341	\$ 171,123	\$ 501,276	\$ 522,402
Operating expenses	(87,959)	(85,372)	(264,326)	(251,042)
Other income, net	439	1,272	2,070	3,043
Interest expense, net	(27,754)	(28,440)	(82,411)	(81,690)
Earnings before members' income taxes	\$ 55,067	\$ 58,583	\$ 156,609	\$ 192,713

MGE receives transmission and other related services from ATC. During the three and nine months ended September 30, 2018, MGE recorded \$7.2 million and \$21.7 million, respectively, for transmission services received compared to \$7.3 million and \$21.9 million for the comparable periods in 2017. MGE also provides a variety of operational, maintenance, and project management services for ATC, which is reimbursed by ATC. As of September 30, 2018, and December 31, 2017, MGE had a receivable due from ATC of \$0.1 million and \$0.2 million, respectively.

**5.**

**Taxes - MGE Energy and MGE.**

**Effective Tax Rate.**

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act. The Tax Act makes broad and complex changes to the U.S. tax code, including the reduction in the U.S. federal corporate tax rate from 35 to 21 percent, effective January 1, 2018. MGE Energy and MGE recorded a provisional decrease in deferred tax assets and deferred tax liabilities as of December 31, 2017. In accordance with Staff Accounting Bulletin 118, any subsequent adjustment to these amounts will be recorded in the fourth quarter of 2018 when the analysis is complete. No adjustments have been recorded during 2018. Beginning January 1, 2018, MGE began amortizing the regulated utility excess

deferred taxes recognized using a normalization method of accounting. For the three and nine months ended



Effective income tax rate	24.3 %	36.6 %	24.1 %	36.3 %
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(a)

Included are impacts of the Tax Act for the regulated utility for excess deferred taxes recognized using a normalization method of accounting.

**6.**

**Pension and Other Postretirement Plans - MGE Energy and MGE.**

MGE maintains qualified and nonqualified pension plans, health care, and life insurance benefits. Additionally, MGE has defined contribution 401(k) benefit plans.

The components of net periodic benefit cost, other than the service cost component, are recorded in "Other income, net" on the consolidated statements of income. The service cost component is recorded in "Other operations and maintenance" on the consolidated statements of income. Prior to January 1, 2018, a portion of all net periodic benefit cost components were capitalized within the consolidated balance sheets. The FASB issued authoritative guidance within the codification's Compensation-Retirement Benefits topic that, beginning January 1, 2018, only allows the service cost component of net periodic benefit cost to be eligible for capitalization within the consolidated balance sheets. MGE has regulatory treatment and recognizes regulatory assets or liabilities for timing differences between when net periodic benefit costs are recovered and when costs are recognized.



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The following table presents the components of net periodic benefit costs recognized for the three and nine months ended September 30, 2018 and 2017.

<i>(In thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
<b>Pension Benefits</b>				
Components of net periodic benefit cost:				
Service cost	\$ 1,431	\$ 1,351	\$ 4,292	\$ 4,043
Interest cost	3,215	3,168	9,645	9,481
Expected return on assets	(6,560)	(5,762)	(19,680)	(17,244)
Amortization of:				
Prior service credit	(11)	(4)	(33)	(12)
Actuarial loss	1,319	1,594	3,958	4,769
Net periodic benefit (credit) cost	\$ (606)	\$ 347	\$ (1,818)	\$ 1,037
<b>Postretirement Benefits</b>				
Components of net periodic benefit cost:				
Service cost	\$ 320	\$ 315	\$ 962	\$ 944
Interest cost	653	678	1,959	2,034
Expected return on assets	(808)	(722)	(2,424)	(2,165)
Amortization of:				
Transition obligation	1	1	2	2
Prior service credit	(667)	(667)	(2,001)	(2,001)
Actuarial loss	122	190	366	570
Net periodic benefit (credit) cost	\$ (379)	\$ (205)	\$ (1,136)	\$ (616)

7.

**Equity and Financing Arrangements - MGE Energy.**

a.

**Common Stock.**

MGE Energy sells shares of its common stock through its Stock Plan. Those shares may be newly issued shares or shares that MGE Energy has purchased in the open market for resale to participants in the Stock Plan. All sales under the Stock Plan are covered by a shelf registration statement that MGE Energy filed with the SEC. For both the three and nine months ended September 30, 2018 and 2017, MGE Energy did not issue any new shares of common stock under the Stock Plan.

**b.**

**Dilutive Shares Calculation.**

MGE Energy does not have any stock option or stock award programs or any dilutive securities.

**c.**

**Long-term Debt - MGE Energy and MGE.**

In July 2018, MGE issued \$20 million of new long-term unsecured debt carrying an interest rate of 4.24% per annum over its 35-year term and \$20 million of new long-term unsecured debt carrying an interest rate of 4.34% per annum over its 40-year term. In September 2018, MGE issued \$60 million of new long-term unsecured debt carrying an interest rate of 4.19% per annum over its 30-year term. MGE used the net proceeds from these debt financings to assist with financing capital expenditures, such as the Saratoga Wind Farm, and to refinance \$20 million of long-term debt which matured in September 2018. The covenants of the new long-term unsecured debt are substantially consistent with MGE's existing unsecured long-term debt.

**8.**

**Share-Based Compensation - MGE Energy and MGE.**

Under MGE Energy's Director Incentive Plan and its Performance Unit Plan, non-employee directors and eligible employees, respectively, may receive performance units that entitle the holder to receive a cash payment equal to the value of a designated number of shares of MGE Energy's common stock, plus dividend equivalent payments thereon, at the end of the performance period set in the award.



In 2018, 5,810 units were granted under the Director Incentive Plan and are subject to a three-year graded vesting schedule, and 17,830 units were granted under the Performance Unit Plan and are subject to a five-year graded vesting schedule. On the grant date, the cost of the director or employee services received in exchange for a performance unit award is measured based on the current market value of MGE Energy common stock. The fair value of the awards is remeasured quarterly, including as of September 30, 2018, as required by applicable accounting standards. Changes in fair value as well as the original grant are recognized as compensation cost. Since this amount is remeasured throughout the vesting period, the compensation cost is subject to variability.

For nonretirement eligible employees under the Performance Unit Plan, stock-based compensation costs are accrued and recognized using the graded vesting method. Compensation cost for retirement eligible employees or employees that will become retirement eligible during the vesting schedule are recognized on an abridged horizon as retirement eligibility accelerates vesting.

During the three and nine months ended September 30, 2018, MGE recorded \$0.3 million and \$1.3 million, respectively, in compensation expense as a result of awards under the plans compared to \$0.3 million and \$1.0 million for the comparable periods in 2017. In January 2018, cash payments of \$1.6 million were distributed relating to awards that were granted under the plans. No forfeitures of units occurred during the three and nine months ended September 30, 2018 and 2017. As of September 30, 2018, \$5.5 million of outstanding awards are vested. Of this amount, no cash settlements have occurred as cash payments are only made at the end of the period covered by the awards.

## **9.**

### **Commitments and Contingencies.**

#### **a.**

#### **Environmental - MGE Energy and MGE.**

MGE Energy and MGE are subject to frequently changing local, state, and federal regulations concerning air quality, water quality, land use, threatened and endangered species, hazardous materials handling, and solid waste disposal. These regulations affect the manner in which they conduct their operations, the costs of those operations, as well as capital and operating expenditures. Several of these environmental rules are subject to legal challenges, reconsideration and/or other uncertainties. Regulatory initiatives, proposed rules, and court challenges to adopted rules have the potential to have a material effect on our capital expenditures and operating costs. Management believes compliance costs will be recovered in future rates based on previous treatment of environmental compliance projects. These initiatives, proposed rules, and court challenges include:

The EPA's published water effluent limitations guidelines and standards for steam electric power plants, which focus on the reduction of metals and other pollutants in wastewater from new and existing power plants, such as the coal-burning plants at Columbia and the Elm Road Units.

The EPA's cooling water intake rules, which require cooling water intake structures at electric power plants, such as our WCCF, Blount, and Columbia plants, to meet best available technology standards so that mortality from entrainment (drawing aquatic life into a plant's cooling system) and impingement (trapping aquatic life on screens) are reduced.

Greenhouse Gas (GHG) reduction guidelines and approval criteria established under the Clean Air Act for states to use in developing plans to control GHG emissions from existing fossil fuel-fired electric generating units (EGUs). In 2015, the EPA finalized the Clean Power Plan (CPP) which directed states to submit plans to reduce GHG emissions from the electric generation sector. In February 2016, the U.S. Supreme Court stayed implementation of the CPP and the stay remains in effect. In October 2017, the EPA issued a proposed rule to repeal the CPP. In August 2018, the EPA proposed the Affordable Clean Energy (ACE) rule which would replace the CPP, if successfully implemented. The ACE proposal directs states to submit plans to the EPA for approval that implement standards of performance (called Best System of Emissions Reductions, or BSER) for individual EGUs over 25 MW. ACE defines BSER as on-site, heat-rate efficiency improvements, whereas the CPP defines BSERs using carbon dioxide emission performance rates. Simple cycle units such as our smaller combustion units, and combined cycle units such as our WCCF are exempt from the proposed rule. If a state fails to prepare a plan, or their plan is not approved by the EPA a federal implementation plan (FIP) will be issued for that state. The proposed ACE as it is currently written has the potential to impact our Blount Generating Station, Columbia, and Elm Road Units.

MGE cannot yet determine with any certainty the impact of the proposed ACE rule on our operations. MGE previously determined that if the CPP were to be implemented in its present form, it would have a material impact on MGE. MGE will continue to monitor developments with the proposed ACE rule and the CPP rule and litigation.

The EPA's rule to regulate ambient levels of ozone through the 2015 Ozone National Ambient Air Quality Standards (NAAQS). On May 1, 2018, EPA issued a final rule which designated the northeast portion of Milwaukee County as being in nonattainment with this NAAQS. The Elm Road Units are located in Milwaukee County, yet outside the designated nonattainment area. In August 2018, several environmental groups, the City of Chicago and the State of Illinois filed federal lawsuits challenging the EPA's attainment designation decisions, including the partial Milwaukee County designation as being too narrow and not sufficiently protective. MGE is monitoring the outcome of this lawsuit and how it may affect our Elm Road Units in Milwaukee County. At this time MGE expects that the 2015 Ozone NAAQS will not have a material effect on its existing plants based on final designations.

The State of Wisconsin has joined a lawsuit filed by several states challenging the EPA's 2015 Ozone NAAQS, alleging that the new standard is not attainable and the EPA is not properly considering background levels in setting its ozone attainment levels. The lawsuit is ongoing; however, the significance of the challenge, as it might relate to MGE, is now diminished with the final ozone attainment designations.

Rules regulating nitrogen oxide (NO<sub>x</sub>) and sulfur dioxide (SO<sub>2</sub>) emissions, including the Cross State Air Pollution Rule (CSAPR), CSAPR Update Rule and Clean Air Visibility Rule (CAVR). At this time, regulatory obligations, compliance strategies, and costs remain unclear due to uncertainties surrounding the ongoing implementation of Phase II of CSAPR and the continued legal challenges surrounding CSAPR, the CSAPR Update Rule and CAVR.

The EPA's Coal Combustion Residuals Rule (CCR), which regulates coal ash from burning coal for the purpose of generating electricity as a solid waste, and defines what ash use activities would be considered generally exempt beneficial reuse of coal ash. The CCR rule also regulates landfills, ash ponds, and other surface impoundments used for coal combustion residuals by regulating their design, location, monitoring, and operation. Review of our Elm Road Units has indicated that the costs to comply with this rule are not expected to be significant. Columbia's operator has completed a review of their system and has determined that an onsite ash pond will need to be closed and replaced with a dry ash handling system. The dry ash handling system installation is planned for 2020-2021. In July 2018, the EPA published a final rule that included amendments to the CCR (which include the allowance of alternative performance standards for landfills and surface impoundments, revised risk-based groundwater protection standards, and an extension of the deadline by which certain facilities must cease the placement of waste in CCR units). In August 2018, the Court of Appeals for the D.C. Circuit vacated parts of the CCR for not being sufficiently protective of the environment. It is unclear how the EPA will respond to that decision. MGE will continue to monitor potential rule modifications to assess potential impacts on our operations.

In 2015, MGE recorded an asset retirement obligation for its share of the legal liability associated with the effect of the CCR. Actual costs of compliance may be different than the amount recorded due to potential changes in compliance strategies that will be used, as well as other potential cost estimate changes.

**b.**

**Legal Matters - MGE Energy and MGE.**

MGE is involved in various legal matters that are being defended and handled in the normal course of business. MGE maintains accruals for such costs that are probable of being incurred and subject to reasonable estimation. The accrued amount for these matters is not material to the financial statements. MGE does not expect the resolution of these matters to have a material adverse effect on its consolidated results of operations, financial condition, or cash flows.

c.

**Purchase Contracts - MGE Energy and MGE.**

MGE Energy and MGE have entered into various commodity supply, transportation, and storage contracts to meet their obligations to deliver electricity and natural gas to customers. Management expects to recover these costs in future customer rates. The following table shows future commitments related to purchase contracts as of September 30, 2018:

<i>(In thousands)</i>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>Thereafter</b>
Coal <sup>(a)</sup>	\$ 6,716	\$ 21,188	\$ 8,434	\$ 828	\$ -	\$ -
Natural gas supply <sup>(b)</sup>	12,245	13,287	-	-	-	-
Saratoga wind <sup>(c)</sup>	1,006	858	2,266	1,775	1,784	4,459
Other	1,772	502	502	502	502	502
	\$ 21,739	\$ 35,835	\$ 11,202	\$ 3,105	\$ 2,286	\$ 4,961

(a)

Total coal commitments for the Columbia and Elm Road Units, including transportation. Fuel procurement for MGE's jointly owned Columbia and Elm Road Units is handled by WPL and WEPCO, respectively, who are the operators of those facilities.

(b)

These commitments include market-based pricing.

(c)

In December 2017, the PSCW authorized construction of a 66MW wind farm, consisting of 33 turbines, located near Saratoga, Iowa. MGE received specific approval to recover 100% AFUDC on the project. As of September 30, 2018, MGE has incurred \$66.5 million of capital expenditures. After tax, MGE has recognized \$0.6 million and \$1.3 million, respectively, in AFUDC equity related to this project for the three and nine months ended September 30, 2018. Construction of the project is expected to be completed by early 2019, with an estimated capital cost of \$108 million.

d.



**Other Commitments - MGE Energy.**

In September 2018, MGE Energy entered into two subscription agreements to invest in nonpublic venture capital funds. From time to time, these funds make capital calls to their investors. MGE Energy has committed to contribute \$2.3 million in capital for such capital calls. The timing of these capital calls is dependent on the needs of the funds and is therefore uncertain at this time.

**10.**

**Rate Matters - MGE Energy and MGE.**

**a.**

**Rate Proceedings.**

In July 2018, MGE filed an application with the PSCW to adjust electric and gas rates for 2019 and 2020. MGE filed its application through a settlement agreement between MGE and intervening parties in the rate case, subject to PSCW approval. The settlement proposal would decrease electric rates by 1.94% in 2019. This amount is subject to change based on the final outcome of MGE's 2019 Fuel Cost Plan. MGE will maintain this rate level for 2020, with the exception that MGE will file a 2020 Fuel Cost Plan in 2019 and MGE's electric rates will be adjusted accordingly. The decrease reflects the ongoing tax impacts of the Tax Act and the addition of lower-cost renewable generation capacity. The settlement agreement increases gas rates by 1.06% in 2019 and 1.46% in 2020. The requested gas increase covers infrastructure costs. It also reflects the impacts of the Tax Act. The return on common stock equity for 2019 and 2020 will be 9.8% based on a capital structure consisting of 56.6% common equity in 2019 and 56.1% common equity in 2020.

In December 2016, the PSCW authorized MGE, effective January 1, 2017, to decrease 2017 rates for retail electric customers by 0.8% or \$3.3 million on an annual basis and to increase rates for retail gas customers by 1.9% or \$3.1 million on an annual basis. The decrease in retail electric rates was attributable to declining fuel and purchased power costs. The increase in retail gas rates covers costs associated with MGE's natural gas system infrastructure improvements. The authorized return on common stock equity for 2017 was 9.8% based on a capital structure consisting of 57.2% common equity.

**b.**

**Fuel Rules.**

Fuel rules require the PSCW and Wisconsin utilities to defer electric fuel-related costs that fall outside a symmetrical cost tolerance band around the amount approved for a utility in its annual fuel proceedings. Any over/under recovery of the actual costs is determined in the following year and is then reflected in future billings to electric retail customers. The fuel rules bandwidth is currently set at plus or minus 2%.

Under fuel rules, MGE would defer costs, less any excess revenues, if its actual electric fuel costs exceeded 102% of the electric fuel costs allowed in its latest rate order. Excess revenues are defined as revenues in the year in question that provide MGE with a greater return on common equity than authorized by the PSCW in MGE's latest rate order. Conversely, MGE is required to defer the benefit of lower costs if actual electric fuel costs were less than 98% of the electric fuel costs allowed in that order.

In July 2017, the PSCW issued a final order in the fuel rules proceedings requiring MGE to refund additional fuel savings realized during 2015 and 2016 to its retail electric customers over a one-month period. In October 2017, MGE returned \$6.2 million to customers through bill credits.

In December 2017, the PSCW approved a surcharge for 2018 electric fuel-related costs. The surcharge will increase electric retail revenue in 2018 by \$0.5 million or 0.1%.

In August 2018, the PSCW issued a final decision in the fuel rules proceedings for MGE to refund \$4.2 million of additional fuel savings realized during 2017 to its retail electric customers over a one-month period in October 2018. There was no change to the refund in the fuel rules proceedings from the amount MGE deferred as of December 31, 2017.

As of September 30, 2018, MGE has deferred \$7.2 million of 2018 fuel savings. The 2018 fuel savings will be subject to the PSCW's annual review of 2018 fuel costs, expected to be completed in 2019. As of December 31, 2017, MGE had deferred \$4.2 million of 2017 fuel savings.

## 11.

### **Derivative and Hedging Instruments - MGE Energy and MGE.**

#### **a.**

##### **Purpose.**

As part of its regular operations, MGE enters into contracts, including options, swaps, futures, forwards, and other contractual commitments, to manage its exposure to commodity prices. To the extent that these contracts are derivatives, MGE assesses whether or not the normal purchases or normal sales exclusion applies. For contracts to which this exclusion cannot be applied, the derivatives are recognized in the consolidated balance sheets at fair value. MGE's financial commodity derivative activities are conducted in accordance with its electric and gas risk

management program, which is approved by the PSCW and limits the volume MGE can hedge with specific risk management strategies. The maximum length of time over which cash flows related to energy commodities can be hedged is four years. If the derivative qualifies for regulatory deferral, the derivatives are marked to fair value and are offset with a corresponding regulatory asset or liability depending on whether the derivative is in a net loss or net gain position, respectively. The deferred gain or loss is recognized in earnings in the delivery month applicable to the instrument. Gains and losses related to hedges qualifying for regulatory treatment are recoverable in gas rates through the PGA or in electric rates as a component of the fuel rules mechanism.

**b.**

**Notional Amounts.**

The gross notional volume of open derivatives is as follows:

	September 30, 2018	December 31, 2017
Commodity derivative contracts	482,450 MWh	552,310 MWh
Commodity derivative contracts	8,557,000 Dth	5,460,000 Dth
FTRs	3,681 MW	2,226 MW
PPA	2,200 MW	2,650 MW

**c.**

**Financial Statement Presentation.**

MGE purchases and sells exchange-traded and over-the-counter options, swaps, and future contracts. These arrangements are primarily entered into to help stabilize the price risk associated with gas or power purchases. These transactions are employed by both MGE's gas and electric segments. Additionally, as a result of the firm transmission agreements that MGE holds on electricity transmission paths in the MISO market, MGE holds financial transmission rights (FTRs). An FTR is a financial instrument that entitles the holder to a stream of revenues or charges based on the differences in hourly day-ahead energy prices between two points on the transmission grid. The fair values of these instruments are offset with a corresponding regulatory asset/liability depending on whether they are in a



net loss/gain position. Depending on the nature of the instrument, the gain or loss associated with these transactions will be reflected as cost of gas sold, fuel for electric generation, or purchased power expense in the delivery month applicable to the instrument. As of September 30, 2018, and December 31, 2017, the fair value of exchange traded derivatives and FTRs exceeded their cost basis by \$1.6 million and \$0.2 million, respectively.

MGE is a party to a purchased power agreement that provides MGE with firm capacity and energy during a base term from June 1, 2012, through May 31, 2022. The agreement also allows MGE an option to extend the contract after the base term. The agreement is accounted for as a derivative contract and is recognized at its fair value on the consolidated balance sheets. However, the derivative qualifies for regulatory deferral and is recognized with a corresponding regulatory asset or liability depending on whether the fair value is in a loss or gain position. The fair value of the contract as of September 30, 2018, and December 31, 2017, reflects a loss position of \$36.3 million and \$42.2 million, respectively. The actual cost will be recognized in purchased power expense in the month of purchase.

The following table summarizes the fair value of the derivative instruments on the consolidated balance sheets. All derivative instruments in this table are presented on a gross basis and are calculated prior to the netting of instruments with the same counterparty under a master netting agreement as well as the netting of collateral. For financial statement purposes, instruments are netted with the same counterparty under a master netting agreement as well as the netting of collateral. As of September 30, 2018, and December 31, 2017, the receivable margin account balance of \$0.8 million and \$2.5 million, respectively, is shown net of any collateral posted against derivative positions.

<i>(In thousands)</i>	Derivative Assets	Derivative Liabilities	Balance Sheet Location
<b>September 30, 2018</b>			
Commodity derivative contracts <sup>(a)</sup>	\$ 1,363	\$ 232	Other current assets
Commodity derivative contracts <sup>(a)</sup>	86	55	Other deferred charges
FTRs	478	-	Other current assets
PPA	N/A	9,350	Derivative liability (current)
PPA	N/A	26,920	Derivative liability (long-term)
<b>December 31, 2017</b>			
Commodity derivative contracts <sup>(a)</sup>	\$ 566	\$ 603	Derivative liability (current) <sup>(b)</sup>
Commodity derivative contracts <sup>(a)</sup>	110	190	Derivative liability (long-term)
FTRs	329	-	Other current assets
PPA	N/A	8,180	Derivative liability (current)
PPA	N/A	33,990	Derivative liability (long-term)

(a)

As of December 31, 2017, collateral of \$0.1 million was posted against and netted with derivative liability positions on the consolidated balance sheets. No collateral was posted against derivative positions as of September 30, 2018.

(b)

As of December 31, 2017, MGE presented \$0.1 million as other current assets on the consolidated balance sheets.

The following tables show the effect of netting arrangements for recognized derivative assets and liabilities that are subject to a master netting arrangement or similar arrangement on the consolidated balance sheets.

**Offsetting of Derivative Assets**

<i>(In thousands)</i>	Gross Amounts	Gross Amounts Offset in Balance Sheets	Collateral Posted Against Derivative Positions	Net Amount Presented in Balance Sheets
<b>September 30, 2018</b>				
Commodity derivative contracts	\$ 1,449	\$ (287)	\$ -	\$ 1,162
FTRs	478	-	-	478
<b>December 31, 2017</b>				
Commodity derivative contracts	\$ 676	\$ (654)	\$ -	\$ 22
FTRs	329	-	-	329

**Offsetting of Derivative Liabilities**

<i>(In thousands)</i>	Gross Amounts	Gross Amounts Offset in Balance Sheets	Collateral Posted Against Derivative Positions	Net Amount Presented in Balance Sheets
<b>September 30, 2018</b>				
Commodity derivative contracts	\$ 287	\$ (287)	\$ -	\$ -
PPA	36,270	-	-	36,270
<b>December 31, 2017</b>				
Commodity derivative contracts	\$ 793	\$ (654)	\$ (139)	\$ -
PPA	42,170	-	-	42,170

The following tables summarize the unrealized and realized gains (losses) related to the derivative instruments on the consolidated balance sheets as of September 30, 2018 and 2017, and the consolidated statements of income for the three and nine months ended September 30, 2018 and 2017.

<i>(In thousands)</i>	2018		2017	
	Current and Long-Term Regulatory Asset	Other Current Assets	Current and Long-Term Regulatory Asset	Other Current Assets



**Three Months Ended September 30:**

Balance at July 1,	\$	36,924	\$	640	\$	45,316	\$	618
Unrealized gain		(2,007)		-		(1,277)		-
Realized (loss) gain reclassified to a deferred account		(316)		316		(313)		313
Realized gain (loss) reclassified to income statement		29		(62)		(1,450)		(57)
Balance at September 30,	\$	34,630	\$	894	\$	42,276	\$	874

**Nine Months Ended September 30:**

Balance at January 1,	\$	41,958	\$	806	\$	49,281	\$	230
Unrealized gain		(5,906)		-		(3,698)		-
Realized (loss) gain reclassified to a deferred account		(837)		837		(935)		935
Realized loss reclassified to income statement		(585)		(749)		(2,372)		(291)
Balance at September 30,	\$	34,630	\$	894	\$	42,276	\$	874

	Realized Losses (Gains)			
	2018		2017	
	Fuel for Electric Generation/ Purchased Power	Cost of Gas Sold	Fuel for Electric Generation/ Purchased Power	Cost of Gas Sold
<i>(In thousands)</i>				
<b>Three Months Ended</b>				
<b>September 30:</b>				
Commodity derivative contracts \$	(145)	\$ -	\$ 362	\$ 18
FTRs	(150)	-	(224)	-
PPA	328	-	1,351	-
<b>Nine Months Ended</b>				
<b>September 30:</b>				
Commodity derivative contracts \$	39	\$ 637	\$ 764	\$ 227
FTRs	(625)	-	(1,349)	-
PPA	1,283	-	3,021	-

MGE's commodity derivative contracts, FTRs, and PPA are subject to regulatory deferral. These derivatives are marked to fair value and are offset with a corresponding regulatory asset or liability. Realized gains and losses are deferred on the consolidated balance sheets and are recognized in earnings in the delivery month applicable to the instrument. As a result of the above described treatment, there are no unrealized gains or losses that flow through earnings.

The PPA has a provision that may require MGE to post collateral if MGE's debt rating falls below investment grade (i.e., below BBB-). The amount of collateral that it may be required to post varies from \$20.0 million to \$40.0 million, depending on MGE's nominated capacity amount. As of September 30, 2018, no collateral is required to be, or has been, posted. Certain counterparties extend MGE a credit limit. If MGE exceeds these limits, the counterparties may require collateral to be posted. As of September 30, 2018, no counterparties were in a net liability position. As of December 31, 2017, certain counterparties were in a net liability position of \$0.1 million.

Nonperformance of counterparties to the non-exchange traded derivatives could expose MGE to credit loss. However, MGE enters into transactions only with companies that meet or exceed strict credit guidelines, and it monitors these counterparties on an ongoing basis to mitigate nonperformance risk in its portfolio. As of September 30, 2018, no counterparties have defaulted.

## 12.

### Fair Value of Financial Instruments - MGE Energy and MGE.

Fair value is defined as the price that would be received to sell an asset or would be paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The accounting standard clarifies that fair value should be based on the assumptions market participants would use when pricing the asset or liability including assumptions about risk. The standard also establishes a three-level fair value hierarchy based upon the observability of the assumptions used and requires the use of observable market data when available. The levels are:

Level 1 - Pricing inputs are quoted prices within active markets for identical assets or liabilities.

Level 2 - Pricing inputs are quoted prices within active markets for similar assets or liabilities; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations that are correlated with or otherwise verifiable by observable market data.

Level 3 - Pricing inputs are unobservable and reflect management's best estimate of what market participants would use in pricing the asset or liability.

**a.**

**Fair Value of Financial Assets and Liabilities Recorded at the Carrying Amount.**

The carrying amount of cash, cash equivalents, and outstanding commercial paper approximates fair market value due to the short maturity of those investments and obligations. The estimated fair market value of long-term debt is based on quoted market prices for similar financial instruments. Since long-term debt is not traded in an active market, it is classified as Level 2.

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The estimated fair market value of financial instruments are as follows:

<i>(In thousands)</i>	September 30, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>MGE Energy</b>				
Assets:				
Cash and cash equivalents	\$ 133,855	\$ 133,855	\$ 107,952	\$ 107,952
Liabilities:				
Short-term debt - commercial paper	-	-	4,000	4,000
Long-term debt <sup>(a)</sup>	503,553	523,075	426,883	475,282
<b>MGE</b>				
Assets:				
Cash and cash equivalents	\$ 47,264	\$ 47,264	\$ 5,951	\$ 5,951
Liabilities:				
Short-term debt - commercial paper	-	-	4,000	4,000
Long-term debt <sup>(a)</sup>	503,553	523,075	426,883	475,282

(a)

Includes long-term debt due within one year. Excludes debt issuance costs and unamortized discount of \$4.6 million and \$4.3 million as of September 30, 2018, and December 31, 2017, respectively.

b.

**Recurring Fair Value Measurements.**

The following table presents the balances of assets and liabilities measured at fair value on a recurring basis.

<i>(In thousands)</i>	Total	Fair Value as of September 30, 2018		
		Level 1	Level 2	Level 3
<b>MGE Energy</b>				
Assets:				
Derivatives, net	\$ 1,927	\$ 824	\$ -	\$ 1,103
Exchange-traded investments	1,005	1,005	-	-
Total Assets	\$ 2,932	\$ 1,829	\$ -	\$ 1,103
Liabilities:				

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Derivatives, net	\$ 36,557	\$ 140	\$ -	\$ 36,417
Deferred compensation	2,985	-	2,985	-
Total Liabilities	\$ 39,542	\$ 140	\$ 2,985	\$ 36,417

**MGE**

Assets:

Derivatives, net	\$ 1,927	\$ 824	\$ -	\$ 1,103
Exchange-traded investments	70	70	-	-
Total Assets	\$ 1,997	\$ 894	\$ -	\$ 1,103

Liabilities:

Derivatives, net	\$ 36,557	\$ 140	\$ -	\$ 36,417
Deferred compensation	2,985	-	2,985	-
Total Liabilities	\$ 39,542	\$ 140	\$ 2,985	\$ 36,417

(In thousands)	Fair Value as of December 31, 2017			
	Total	Level 1	Level 2	Level 3
<b>MGE Energy</b>				
Assets:				
Derivatives, net	\$ 1,005	\$ 278	\$ -	\$ 727
Exchange-traded investments	792	792	-	-
Total Assets	\$ 1,797	\$ 1,070	\$ -	\$ 727
Liabilities:				
Derivatives, net <sup>(b)</sup>	\$ 42,963	\$ 210	\$ -	\$ 42,753
Deferred compensation	3,065	-	3,065	-
Total Liabilities	\$ 46,028	\$ 210	\$ 3,065	\$ 42,753
<b>MGE</b>				
Assets:				
Derivatives, net	\$ 1,005	\$ 278	\$ -	\$ 727
Exchange-traded investments	64	64	-	-
Total Assets	\$ 1,069	\$ 342	\$ -	\$ 727
Liabilities:				
Derivatives, net <sup>(b)</sup>	\$ 42,963	\$ 210	\$ -	\$ 42,753
Deferred compensation	3,065	-	3,065	-
Total Liabilities	\$ 46,028	\$ 210	\$ 3,065	\$ 42,753

(b)

These amounts are shown gross and exclude \$0.1 million of collateral that was posted against derivative positions with counterparties as of December 31, 2017.

No transfers were made in or out of Level 1 or Level 2 for the nine months ended September 30, 2018.

Investments include exchange-traded investment securities valued using quoted prices on active exchanges and are therefore classified as Level 1.

Derivatives include exchange-traded derivative contracts, over-the-counter transactions, a purchased power agreement, and FTRs. Most exchange-traded derivative contracts are valued based on unadjusted quoted prices in active markets and are therefore classified as Level 1. A small number of exchange-traded derivative contracts are valued using quoted market pricing in markets with insufficient volumes and are therefore considered unobservable and classified as Level 3. Transactions done with an over-the-counter party are on inactive markets and are therefore classified as Level 3. These transactions are valued based on quoted prices from markets with similar exchange-traded transactions. FTRs are priced based upon monthly auction results for identical or similar instruments in a closed market with limited data available and are therefore classified as Level 3.

The purchased power agreement (see Footnote 11) was valued using an internally-developed pricing model and therefore is classified as Level 3. The model projects future market energy prices and compares those prices to the projected power costs to be incurred under the contract. Inputs to the model require significant management judgment and estimation. Future energy prices are based on a forward power pricing curve using exchange-traded contracts in the electric futures market. A basis adjustment is applied to the market energy price to reflect the price differential between the market price delivery point and the counterparty delivery point. The historical relationship between the delivery points is reviewed and a discount (below 100%) or premium (above 100%) is derived. This comparison is done for both peak times when demand is high and off-peak times when demand is low. If the basis adjustment is lowered, the fair value measurement will decrease, and if the basis adjustment is increased, the fair value measurement will increase.

The projected power costs anticipated to be incurred under the purchased power agreement are determined using many factors, including historical generating costs, future prices, and expected fuel mix of the counterparty. An increase in the projected fuel costs would result in a decrease in the fair value measurement of the purchased power agreement. A significant input that MGE estimates is the counterparty's fuel mix in determining the projected power cost. MGE also considers the assumptions that market participants would use in valuing the asset or liability. This consideration includes assumptions about market risk such as liquidity, volatility, and contract duration. The fair value model uses a discount rate that incorporates discounting, credit, and model risks.

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The following table presents the significant unobservable inputs used in the pricing model.

Significant Unobservable Inputs	Model Input	
	September 30, 2018	December 31, 2017
Basis adjustment:		
On peak	91.9%	92.3%
Off peak	93.2%	94.1%
Counterparty fuel mix:		
Internal generation	50% - 75%	55% - 75%
Purchased power	50% - 25%	45% - 25%

The deferred compensation plan allows participants to defer certain cash compensation into a notional investment account. These amounts are included within other deferred liabilities in the consolidated balance sheets of MGE Energy and MGE. The notional investments earn interest based upon the semiannual rate of U.S. Treasury Bills having a 26-week maturity increased by 1% compounded monthly with a minimum annual rate of 7%, compounded monthly. The notional investments are based upon observable market data, however, since the deferred compensation obligations themselves are not exchanged in an active market, they are classified as Level 2.

The following table summarizes the changes in Level 3 commodity derivative assets and liabilities measured at fair value on a recurring basis.

<i>(In thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Beginning balance	\$ (37,332)	\$ (45,605)	\$ (42,026)	\$ (50,305)
Realized and unrealized gains (losses):				
Included in regulatory assets	2,018	2,846	6,711	7,547
Included in other comprehensive income	-	-	-	-
Included in earnings	26	(1,478)	(434)	(2,614)
Included in current assets	(25)	(14)	(496)	(111)
Purchases	5,736	6,299	17,602	18,481
Sales	-	-	-	-
Issuances	-	-	-	-
Settlements	(5,737)	(4,807)	(16,671)	(15,757)
Transfers in and/or out of Level 3	-	-	-	-
Balance as of September 30,	\$ (35,314)	\$ (42,759)	\$ (35,314)	\$ (42,759)
Total gains (losses) included in earnings attributed to the change in unrealized gains (losses) related to assets and liabilities held at September 30, <sup>(c)</sup>	\$ -	\$ -	\$ -	\$ -



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The following table presents total realized and unrealized gains (losses) included in income for Level 3 assets and liabilities measured at fair value on a recurring basis (c).

<i>(In thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Purchased Power Expense	\$ 26	\$ (1,460)	\$ (637)	\$ (2,377)
Cost of Gas Sold Expense	-	(18)	203	(237)
Total	\$ 26	\$ (1,478)	\$ (434)	\$ (2,614)

(c)

MGE's exchange-traded derivative contracts, over-the-counter party transactions, purchased power agreement, and FTRs are subject to regulatory deferral. These derivatives are therefore marked to fair value and are offset in the financial statements with a corresponding regulatory asset or liability.

13.

**Joint Plant Ownership - MGE Energy and MGE.**

a.

**Columbia.**

In 2016, MGE and WPL negotiated an amendment to the existing Columbia joint operating agreement that has been approved by the PSCW. Under the terms of the amendments, MGE has reduced its obligation to pay certain capital expenditures (other than SCR-related expenditures) at Columbia in exchange for a proportional reduction in MGE's ownership in Columbia. On January 1 of each year from 2017 through 2019 and then on June 1, 2020, the ownership percentage is adjusted through a partial sale based on the amount of capital expenditures foregone. In June 2017, the FERC approved the ownership transfer in Columbia, effective January 1, 2017.

During 2017, MGE accrued \$8.8 million of 2017 foregone capital expenditures as part of the ownership transfer agreement with WPL. As of December 31, 2017, MGE classified \$8.8 million of Columbia assets as held-for-sale on the consolidated balance sheets. In January 2018, MGE reduced its ownership interest in Columbia from 20.4% to 19.4% as a result of the partial sale of plant assets to WPL.

During the three and nine months ended September 30, 2018, MGE accrued \$0.4 million and \$1.8 million, respectively, of 2018 foregone capital expenditures as part of the ownership transfer agreement. As of September 30, 2018, MGE classified \$1.8 million of Columbia assets as held-for-sale on the consolidated balance sheets. The assets recognized as held-for-sale are covered by the ownership transfer agreement relating to the sale of plant assets to WPL, and are expected to be sold and transferred in January 2019.

b.

**Forward Wind.**

In April 2018, MGE, along with two other utilities, purchased the Forward Wind Energy Center (Forward Wind), which consists of 86 wind turbines located in Wisconsin with a total capacity of 129 MWs. The aggregate purchase price was approximately \$174 million, of which MGE's proportionate share is 12.8%, or approximately \$23 million. The purchase of Forward Wind replaced an existing purchase power agreement, under which MGE purchased 12.8% of the facility's energy output.

MGE Energy and MGE are required to record a liability for the fair value of an asset retirement obligation (ARO) to be recognized in the period in which it is incurred if it can be reasonably estimated. The offsetting associated asset retirement costs are capitalized as a long-lived asset and depreciated over the asset's useful life. As of September 30, 2018, MGE recorded an obligation of \$1.6 million for the fair value of its legal liability for AROs associated with Forward Wind. MGE has regulatory treatment and recognizes regulatory assets or liabilities for the timing differences between when we recover legal AROs in rates and when those costs would actually be recognized.

14.

**Segment Information - MGE Energy and MGE.**

MGE Energy operates in the following business segments: electric utility, gas utility, nonregulated energy, transmission investment, and all other. See the 2017 Annual Report on Form 10-K for additional discussion of each of these segments.

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The following tables show segment information for MGE Energy's operations for the indicated periods:

(In thousands)

<b>MGE Energy</b>	Electric	Gas	Nonregulated Energy	Transmission Investment	All Others	Consolidation/ Elimination/ Entries	Consolidated Total
<b>Three Months Ended September 30, 2018</b>							
Operating revenues	\$ 119,175	\$ 18,407	213	\$ -	\$ -	\$ -	137,795
Interdepartmental revenues	(20)	4,219	9,912	-	-	(14,111)	-
Total operating revenues	119,155	22,626	10,125	-	-	(14,111)	137,795
Depreciation and amortization	(9,864)	(2,534)	(1,861)	-	-	-	(14,259)
Other operating expenses	(77,847)	(19,824)	(36)	(4)	(138)	14,111	(83,738)
Operating income (loss)	31,444	268	8,228	(4)	(138)	-	39,798
Other income, net	1,763	829	-	1,620	118	-	4,330
Interest (expense) income, net	(3,217)	(963)	(1,320)	-	475	-	(5,025)
Income before taxes	29,990	134	6,908	1,616	455	-	39,103
Income tax (provision) benefit	(7,306)	42	(1,852)	(441)	(40)	-	(9,597)
Net income	\$ 22,684	\$ 176	5,056	1,175	415	\$ -	29,506
<b>Three Months Ended September 30, 2017</b>							
Operating revenues	\$ 120,649	\$ 18,778	112	\$ -	\$ -	\$ -	139,539
Interdepartmental revenues	(110)	3,892	11,130	-	-	(14,912)	-
Total operating revenues	120,539	22,670	11,242	-	-	(14,912)	139,539
Depreciation and amortization	(9,256)	(2,258)	(1,858)	-	-	-	(13,372)
Other operating expenses <sup>(a)</sup>	(79,506)	(19,324)	(50)	(9)	(193)	14,912	(84,170)
Operating income (loss)	31,777	1,088	9,334	(9)	(193)	-	41,997
Other income (deductions), net <sup>(a)</sup>	2,060	742	-	2,258	(117)	-	4,943
Interest (expense) income, net	(2,760)	(795)	(1,371)	-	199	-	(4,727)
Income (loss) before taxes	31,077	1,035	7,963	2,249	(111)	-	42,213
Income tax (provision) benefit	(11,175)	(351)	(3,196)	(906)	44	-	(15,584)
Net income (loss)	\$ 19,902	\$ 684	4,767	1,343	(67)	\$ -	26,629

**Nine Months Ended September 30,  
2018**

Operating revenues	\$ 312,633	\$ 106,152	\$ 904	-\$	-\$	-\$	419,689
Interdepartmental revenues	(234)	12,059	29,579	-	-	(41,404)	-
Total operating revenues	312,399	118,211	30,483	-	-	(41,404)	419,689
Depreciation and amortization	(28,817)	(7,374)	(5,563)	-	-	-	(41,754)
Other operating expenses	(228,957)	(99,251)	(113)	(12)	(789)	41,404	(287,718)
Operating income (loss)	54,625	11,586	24,807	(12)	(789)	-	90,217
Other income, net	5,055	2,347	-	5,908	670	-	13,980
Interest (expense) income, net	(9,036)	(2,689)	(4,002)	-	1,180	-	(14,547)
Income before taxes	50,644	11,244	20,805	5,896	1,061	-	89,650
Income tax provision	(11,492)	(2,788)	(5,638)	(1,611)	(263)	-	(21,792)
Net income	\$ 39,152	\$ 8,456	\$ 15,167	\$ 4,285	\$ 798	-\$	67,858

**Nine Months Ended September 30,  
2017**

Operating revenues	\$ 321,279	\$ 101,285	\$ 261	-\$	-\$	-\$	422,825
Interdepartmental revenues	(334)	11,708	33,307	-	-	(44,681)	-
Total operating revenues	320,945	112,993	33,568	-	-	(44,681)	422,825
Depreciation and amortization	(27,341)	(6,703)	(5,562)	-	-	-	(39,606)
Other operating expenses <sup>(a)</sup>	(233,714)	(93,817)	(153)	(9)	(779)	44,681	(283,791)
Operating income (loss)	59,890	12,473	27,853	(9)	(779)	-	99,428
Other income (deductions), net <sup>(a)</sup>	3,708	1,502	-	7,242	(414)	-	12,038
Interest (expense) income, net	(8,337)	(2,399)	(4,170)	-	399	-	(14,507)
Income (loss) before taxes	55,261	11,576	23,683	7,233	(794)	-	96,959
Income tax (provision) benefit	(18,753)	(4,576)	(9,505)	(2,909)	256	-	(35,487)
Net income (loss)	\$ 36,508	\$ 7,000	\$ 14,178	\$ 4,324	-\$ (538)	-\$	61,472

(a)

Reflects retrospective application of new accounting pronouncement related to pension and other postretirement benefits, see Footnote 2 for further information.



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The following tables show segment information for MGE's operations for the indicated periods:

(In thousands)

<b>MGE</b>	Electric	Gas	Nonregulated Energy	Consolidation/ Elimination/ Entries	Consolidated Total
<b>Three Months Ended September 30, 2018</b>					
Operating revenues	\$ 119,175	\$ 18,407	213	-\$	137,795
Interdepartmental revenues	(20)	4,219	9,912	(14,111)	-
Total operating revenues	119,155	22,626	10,125	(14,111)	137,795
Depreciation and amortization	(9,864)	(2,534)	(1,861)	-	(14,259)
Other operating expenses <sup>(b)</sup>	(85,127)	(19,739)	(1,888)	14,111	(92,643)
Operating income <sup>(b)</sup>	24,164	353	6,376	-	30,893
Other income, net <sup>(b)</sup>	1,737	786	-	-	2,523
Interest expense, net	(3,217)	(963)	(1,320)	-	(5,500)
Net income	22,684	176	5,056	-	27,916
Less: Net income attributable to noncontrolling interest, net of tax	-	-	-	(5,629)	(5,629)
Net income attributable to MGE	\$ 22,684	\$ 176	\$ 5,056	-\$ (5,629)	22,287
<b>Three Months Ended September 30, 2017</b>					
Operating revenues	\$ 120,648	\$ 18,779	112	-\$	139,539
Interdepartmental revenues	(109)	3,891	11,130	(14,912)	-
Total operating revenues	120,539	22,670	11,242	(14,912)	139,539
Depreciation and amortization	(9,256)	(2,258)	(1,858)	-	(13,372)
Other operating expenses <sup>(a), (b)</sup>	(90,164)	(19,529)	(3,246)	14,912	(98,027)
Operating income <sup>(b)</sup>	21,119	883	6,138	-	28,140
Other income, net <sup>(a), (b)</sup>	1,543	596	-	-	2,139
Interest expense, net	(2,760)	(795)	(1,371)	-	(4,926)
Net income	19,902	684	4,767	-	25,353
Less: Net income attributable to noncontrolling interest, net of tax	-	-	-	(5,439)	(5,439)
Net income attributable to MGE	\$ 19,902	\$ 684	\$ 4,767	-\$ (5,439)	19,914
<b>Nine Months Ended September 30, 2018</b>					
Operating revenues	\$ 312,633	\$ 106,152	904	-\$	419,689
Interdepartmental revenues	(234)	12,059	29,579	(41,404)	-
Total operating revenues	312,399	118,211	30,483	(41,404)	419,689

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Depreciation and amortization	(28,817)	(7,374)	(5,563)	-	(41,754)
Other operating expenses <sup>(b)</sup>	(240,333)	(101,938)	(5,751)	41,404	(306,618)
Operating income <sup>(b)</sup>	43,249	8,899	19,169	-	71,317
Other income, net <sup>(b)</sup>	4,939	2,246	-	-	7,185
Interest expense, net	(9,036)	(2,689)	(4,002)	-	(15,727)
Net income	39,152	8,456	15,167	-	62,775
Less: Net income attributable to noncontrolling interest, net of tax	-	-	-	(16,940)	(16,940)
Net income attributable to MGE	\$ 39,152\$	8,456\$	15,167\$	(16,940)\$	45,835

***Nine Months Ended September 30, 2017***

Operating revenues	\$ 321,282\$	101,294\$	261\$	-\$	422,837
Interdepartmental revenues	(337)	11,699	33,307	(44,669)	-
Total operating revenues	320,945	112,993	33,568	(44,669)	422,837
Depreciation and amortization	(27,341)	(6,703)	(5,562)	-	(39,606)
Other operating expenses <sup>(a), (b)</sup>	(251,879)	(98,227)	(9,658)	44,669	(315,095)
Operating income <sup>(b)</sup>	41,725	8,063	18,348	-	68,136
Other income, net <sup>(a), (b)</sup>	3,120	1,336	-	-	4,456
Interest expense, net	(8,337)	(2,399)	(4,170)	-	(14,906)
Net income	36,508	7,000	14,178	-	57,686
Less: Net income attributable to noncontrolling interest, net of tax	-	-	-	(16,224)	(16,224)
Net income attributable to MGE	\$ 36,508\$	7,000\$	14,178\$	(16,224)\$	41,462

(a)

Reflects retrospective application of new accounting pronouncement related to pension and other postretirement benefits, see Footnote 2 for further information.

(b)

Amounts are shown net of the related tax expense, consistent with the presentation on the MGE Consolidated Statements of Income.





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The following table shows segment information for assets and capital expenditures:

<i>(In thousands)</i>	Utility			Consolidated			Consolidation/ Elimination Entries	Total
	Electric	Gas	Assets not Allocated	Non-regulated Energy	Transmission Investment	All Others		
<b>MGE Energy</b>								
<i>Assets:</i>								
September 30, 2018	\$ 1,141,370	\$ 345,349	\$ 64,016	\$ 264,735	\$ 64,722	\$ 472,740	(378,635)	\$ 1,974,297
December 31, 2017	1,043,181	344,337	26,345	270,384	61,783	485,548	(376,396)	1,855,182
<i>Capital Expenditures:</i>								
Nine Months Ended Sept.								
30, 2018	\$ 122,108	\$ 22,406	\$ -	\$ 4,487	\$ -	\$ -	\$ -	\$ 149,001
Year ended								
Dec. 31, 2017	77,353	26,847	-	3,931	-	-	-	108,131

<i>(In thousands)</i>	Utility			Consolidated			Total
	Electric	Gas	Assets not Allocated	Non-regulated Energy	Elimination Entries		
<b>MGE</b>							
<i>Assets:</i>							
September 30, 2018	\$ 1,141,370	\$ 345,349	\$ 64,016	\$ 264,685	\$ (1,176)		\$ 1,814,244
December 31, 2017	1,043,181	344,337	26,345	270,334	(156)		1,684,041
<i>Capital Expenditures:</i>							
Nine Months Ended Sept.							
30, 2018	\$ 122,108	\$ 22,406	\$ -	\$ 4,487	\$ -		\$ 149,001
Year ended Dec. 31,							
2017	77,353	26,847	-	3,931	-		108,131

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

***General***

MGE Energy is an investor-owned public utility holding company operating through subsidiaries in five business segments:

.

Regulated electric utility operations, conducted through MGE,

.

Regulated gas utility operations, conducted through MGE,

.

Nonregulated energy operations, conducted through MGE Power and its subsidiaries,

.

Transmission investments, representing our equity investment in ATC and ATC Holdco, and

.

All other, which includes corporate operations and services.

Our principal subsidiary is MGE, which generates and distributes electric energy, distributes natural gas, and represents a majority portion of our assets, liabilities, revenues, and expenses. MGE generates and distributes electricity to approximately 151,000 customers in Dane County, Wisconsin, including the city of Madison, and purchases and distributes natural gas to approximately 158,000 customers in the Wisconsin counties of Columbia, Crawford, Dane, Iowa, Juneau, Monroe, and Vernon.

Our nonregulated energy operations own interests in electric generating capacity that is leased to MGE. The ownership/leasing structure was adopted under applicable state regulatory guidelines for MGE's participation in these generation facilities, consisting principally of a stable return on the equity investment in the new generation facilities over the term of the related leases. The nonregulated energy operations include an ownership interest in two coal-fired generating units in Oak Creek, Wisconsin and a partial ownership of a cogeneration project on the UW-Madison

campus. A third party operates the units in Oak Creek, and MGE operates the cogeneration project. Due to the nature of MGE's participation in these facilities, the results of MGE Energy's nonregulated operations are also consolidated into MGE's consolidated financial position and results of operations under applicable accounting standards.

*Executive Overview*

Our primary focus today and for the foreseeable future is our core utility customers at MGE as well as creating long-term value for our shareholders. MGE continues to face the challenge of providing its customers with reliable power at competitive prices. MGE meets this challenge by investing in more efficient generation projects, including renewable energy sources. MGE continues to examine and pursue opportunities to reduce the proportion that coal generation represents in its generation mix, including the reduction in its ownership of Columbia and its growing ownership of renewable generation sources. MGE will continue to focus on growing earnings while controlling operating and fuel costs. MGE maintains safe and efficient operations in addition to providing customer value. We believe it is critical to maintain a strong credit standing consistent with financial strength in MGE as well as the parent company in order to accomplish these goals.

We earn our revenue and generate cash from operations by providing electric and natural gas utility services, including electric power generation and electric power and gas distribution. The earnings and cash flows from the utility business are sensitive to various external factors, including:

.

Weather, and its impact on customer sales,

.

Economic conditions, including current business activity and employment and their impact on customer demand,

.

Regulation and regulatory issues, and their impact on the timing and recovery of costs,

.

Energy commodity prices, including natural gas prices,

.

Equity price risk pertaining to pension related assets,

.

Credit market conditions, including interest rates and our debt credit rating,

Environmental laws and regulations, including adopted and pending environmental rule changes, and

Other factors listed in "Item 1A. Risk Factors" in our 2017 Annual Report on Form 10-K.

For the three months ended September 30, 2018, MGE Energy's earnings were \$29.5 million or \$0.85 per share compared to \$26.6 million or \$0.77 per share for the same period in the prior year. MGE's earnings for the three months ended September 30, 2018, were \$22.3 million compared to \$19.9 million for the same period in the prior year.

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For the nine months ended September 30, 2018, MGE Energy's earnings were \$67.9 million or \$1.96 per share compared to \$61.5 million or \$1.77 per share for the same period in the prior year. MGE's earnings for the nine months ended September 30, 2018, were \$45.8 million compared to \$41.5 million for the same period in the prior year.

MGE Energy's net income was derived from our business segments as follows:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
Business Segment:	2018	2017	2018	2017
Electric Utility	\$ 22.6	\$ 19.9	\$ 39.1	\$ 36.5
Gas Utility	0.2	0.7	8.5	7.0
Nonregulated Energy	5.1	4.8	15.2	14.2
Transmission Investments	1.2	1.3	4.3	4.3
All Other	0.4	(0.1)	0.8	(0.5)
Net Income	\$ 29.5	\$ 26.6	\$ 67.9	\$ 61.5

Our net income during the three and nine months ended September 30, 2018, compared to the same period in the prior year primarily reflects the effects of the following factors:

### *Electric Utility*

For the three and nine months ended September 30, 2018, electric operating income increased primarily as a result of more favorable weather conditions in the current year. The average temperature in August 2018 was 72 degrees compared to 67 degrees in August 2017.

### *Gas Utility*

For the nine months ended September 30, 2018, gas operating income increased primarily related to an increase in gas retail sales reflecting higher customer demand resulting from colder weather experienced in April 2018 compared to the same period in the prior year and an increase in retail customers. The average temperature in April 2018 was 38 degrees compared to 50 degrees in April 2017. For the three months ended September 30, 2018, gas operating income was relatively flat.

During the first nine months of 2018, the following events occurred:

**Tax Reform:** On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act. The Tax Act makes broad and complex changes to the U.S. tax code, including the

reduction in the U.S. federal corporate tax rate from 35 to 21 percent, effective January 1, 2018.

Customer rates approved for 2018 reflect an income tax rate of 35 percent. In January 2018, the PSCW issued an order directing Wisconsin investor-owned utilities to defer the over-collection of income tax expense as a result of the decrease in tax rate to 21 percent. The PSCW issued an order in May 2018 to return to customers the estimated 2018 over-collection of income tax expense. As of September 30, 2018, MGE returned \$5.9 million to customers through bill credits. Any over/under recovery of the actual costs will be subject to the PSCW's review in a future rate case. As of September 30, 2018, MGE has deferred \$2.6 million as a regulatory liability and recorded a corresponding reduction in operating revenues for over-collection of income tax expense (net of customer bill credits).

**Saratoga Wind Farm:** In December 2017, the PSCW authorized construction of a 66MW wind farm, consisting of 33 turbines, located near Saratoga, Iowa. MGE received specific approval to recover 100% AFUDC on the project. As of September 30, 2018, MGE has incurred \$66.5 million of capital expenditures. After tax, MGE has recognized \$0.6 million and \$1.3 million, respectively, in AFUDC equity related to this project for the three and nine months ended September 30, 2018. Construction of the project is expected to be completed by early 2019, with an estimated capital cost of \$108 million.

**Forward Wind:** In April 2018, MGE, along with two other utilities, purchased the Forward Wind Energy Center, which consists of 86 wind turbines located in Wisconsin with a total capacity of 129 MWs. The aggregate purchase price was approximately \$174 million of which MGE's proportionate share is 12.8%, or approximately \$23 million. The purchase of the Forward Wind Energy Center replaced an existing purchase power agreement, under which MGE purchased 12.8% of the facility's energy output.

Columbia: MGE and WPL have negotiated an amendment to the existing Columbia joint operating agreement, effective January 1, 2017, under which MGE has reduced its obligation to pay certain capital expenditures (other than SCR-related expenditures) at Columbia in exchange for a proportional reduction in MGE's ownership in Columbia. On January 1 of each year from 2017 through 2019 and then on June 1, 2020, the ownership percentage is adjusted through a partial sale based on the amount of capital expenditures foregone. As of September 30, 2018, and December 31, 2017, MGE classified \$1.8 million and \$8.8 million, respectively, of Columbia assets as held-for-sale on the consolidated balance sheets. In January 2018, MGE reduced its ownership interest in Columbia from 20.4% to 19.4% as a result of the partial sale of plant assets to WPL.

Deferred Fuel Costs Subject to Refund: As of September 30, 2018, MGE has deferred \$7.2 million of 2018 fuel savings. These costs will be subject to the PSCW's annual review of 2018 fuel costs, expected to be completed in 2019.

Debt Issuance: MGE issued \$40 million of long-term unsecured debt in July 2018 and \$60 million of long-term unsecured debt in September 2018. The proceeds of these debt financings were used to assist with the financing of additional capital expenditures, such as the Saratoga Wind Farm, and refinanced \$20 million of long-term debt that matured in September 2018. The covenants of these debt issues are substantially consistent with MGE's existing unsecured long-term debt.

In the near term, several items may affect us, including:

2017 Annual Fuel Proceeding: In August 2018, the PSCW issued a final decision in the fuel rules proceedings for MGE to refund \$4.2 million of additional fuel savings realized during 2017 to its retail electric customers over a one-month period in October 2018. There was no change to the refund in the fuel rules proceedings from the amount MGE deferred as of December 31, 2017.

2019/2020 Rate Change Settlement: In July 2018, MGE filed an application with the PSCW to adjust electric and gas rates for 2019 and 2020. MGE filed its application through a settlement agreement between MGE and intervening parties in the rate case, subject to PSCW approval. The settlement proposal would decrease electric rates by 1.94% in 2019. This amount is subject to change based on the final outcome of MGE's 2019 Fuel Cost Plan. MGE will maintain this rate level for 2020, with the exception that MGE will file a 2020 Fuel Cost Plan in 2019 and MGE's electric rates will be adjusted accordingly. The decrease reflects the ongoing tax impacts of the Tax Act and the addition of lower-cost renewable generation capacity. The settlement agreement increases gas rates by 1.06% in 2019 and 1.46% in 2020. The requested increase covers infrastructure costs. It also reflects the impacts of the Tax Act.

Tax Reform: Pursuant to the Tax Act, deferred income tax balances as of December 31, 2017, were remeasured to reflect the decrease in corporate tax rate. A \$130.5 million regulatory liability was recorded given that changes in income taxes are generally passed through in customer rates for the regulated utility. The amount and timing of the cash impacts will depend on the period over which certain income tax benefits are provided to customers, which will



be determined by the PSCW. A portion of the regulatory liability will be returned to customers using a normalization method of accounting.

**ATC Return on Equity:** Several parties have filed complaints with the FERC seeking to reduce the ROE used by MISO transmission owners, including ATC. Any change to ATC's ROE could result in lower equity earnings and distributions from ATC in the future. We derived approximately 6.3% and 7.2% of our net income for the nine months ended September 30, 2018 and 2017, respectively, from our investment in ATC. See "Other Matters" below for additional information concerning ATC.

**Environmental Initiatives:** There are proposed legislative rules and initiatives involving matters related to air emissions, water effluent, hazardous materials, and greenhouse gases, all of which affect generation plant capital expenditures and operating costs as well as future operational planning. At present, it is unclear how the changes in the Presidential and EPA administrations may affect existing, pending or new legislative or rulemaking proposals or regulatory initiatives. Such legislation and rulemaking could significantly affect the costs of owning and operating fossil-fueled generating plants, such as Columbia and the Elm Road Units, from which we derive approximately 42% of our electric generating capacity as of September 30, 2018. We would expect to seek and receive recovery of any such costs in rates; however, it is difficult to estimate the amount of such costs due to the uncertainty as to the timing and form of the legislation and rules, and the scope and time of the recovery of costs in rates, which may lag the incurrence of those costs.

EPA's Greenhouse Gas (GHG) Rule Under the Clean Air Act: In August 2018, the EPA proposed the Affordable Clean Energy (ACE) rule for states to use to develop plans to control GHG emissions from existing fossil fuel-fired electric generating units (EGUs). The proposed rule applies to EGUs greater than 25 MW in size with exemptions for simple cycle and combined cycle generators. It has the potential to impact our Blount Generating Station, Columbia Power Plant, and Elm Road Units. The ACE proposed rule directs states to submit implementation plans to the EPA for approval that implement standards of performance (referred to as Best System of Emissions Reductions, or BSER) for individual EGUs. If a state fails to prepare a plan, or their plan is not approved by the EPA, a federal implementation plan (FIP) will be issued for that state. The ACE has been designed as a replacement to the EPA's Clean Power Plan (CPP), which also regulated GHGs. The EPA finalized the CPP in 2015. In February 2016, the U.S. Supreme Court stayed implementation of the CPP and the stay remains in effect. In October 2017, the EPA issued a proposed rule to repeal the CPP. MGE will continue to monitor developments with the proposed ACE rule and CPP rule and litigation. The ACE rule is not final, and we are still evaluating the potential impacts. It is difficult to say with any certainty how the ACE will affect our operations. MGE previously determined that if the CPP were to be implemented in its present form, it would have a material impact on MGE.

Columbia: MGE will reduce its obligation to pay certain capital expenditures (other than SCR-related expenditures) at Columbia in exchange for a proportional reduction in MGE's ownership in Columbia. By June 2020, MGE's ownership in Columbia is forecasted to be approximately 19%, a decrease of 3% from the 22% ownership interest held by MGE on January 1, 2016.

Future Generation - Riverside: During the first quarter of 2016, MGE entered into an agreement with WPL under which MGE may acquire up to 50 MW of capacity in a gas-fired generating plant to be constructed by WPL at its Riverside Energy Center in Beloit, Wisconsin, during the five-year period following the in-service date of the plant. The plant is expected to be completed by early 2020.

Future Generation - Utility Solar: In May 2018, MGE and Wisconsin Public Service Corporation filed a joint application with the PSCW to seek approval to acquire 300 MW of solar generating capacity from two large solar projects in Wisconsin. MGE's combined ownership share of the two projects is expected to be 100 MW. If approved by the PSCW, construction of the projects is expected to begin in 2019. MGE's share of the total cost is expected to be approximately \$130 million.

The following discussion is based on the business segments as discussed in Footnote 14 of the Notes to Consolidated Financial Statements in this Report.

## Results of Operations

Results of operations include financial information prepared in accordance with GAAP and electric and gas margins, both which are non-GAAP measures. Electric margin (electric revenues less fuel for electric generation and purchase power costs) and gas margin (gas revenues less cost of gas sold) are non-GAAP measures because they exclude

nonregulated operating revenues used in the calculation of the most comparable GAAP measure, operating income; other operations and maintenance expense, depreciation and amortization expense, and other general taxes expense and thus are not measures determined in accordance with GAAP.

Management believes that electric and gas margins provide a meaningful basis for evaluating and managing utility operations since fuel for electric generation, purchase power costs, and cost of gas sold are passed through to customers in current rates. As a result, management uses electric and gas margins internally when assessing the operating performance of our segments. The presentation of utility electric and gas margins herein is intended to provide supplemental information for investors regarding operating performance. These electric and gas margins may not be comparable to how other entities calculate utility electric and gas margin or similar measures. Furthermore, these measures are not intended to replace operating income as determined in accordance with GAAP as an indicator of operating performance.

**Three Months Ended September 30, 2018 and 2017**

The following table provides a calculation of electric and gas margins (non-GAAP), along with a reconciliation to the most comparable GAAP measure, operating income:

<i>(In millions)</i>	Three Months Ended September 30,		
	2018	2017	\$ Change
Electric revenues	\$ 119.2	\$ 120.6	\$ (1.4)
Fuel for electric generation	16.8	15.8	1.0
Purchased power	13.0	16.0	(3.0)
Total Electric Margins	89.4	88.8	0.6
Gas revenues	18.4	18.8	(0.4)
Cost of gas sold	4.9	5.1	(0.2)
Total Gas Margins	13.5	13.7	(0.2)
Other operating revenues	0.2	0.1	0.1
Other operations and maintenance	44.1	42.5	1.6
Depreciation and amortization	14.3	13.4	0.9
Other general taxes	4.9	4.7	0.2
Operating Income	\$ 39.8	\$ 42.0	\$ (2.2)

**Electric sales and revenues**

The following table compares MGE's electric revenues and electric kWh sales by customer class for each of the periods indicated:

<i>(In thousands, except cooling degree days)</i>	Revenues			Sales (kWh)		
	Three Months Ended September 30,			Three Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
Residential	\$ 42,371	\$ 39,905	6.2 %	256,820	225,992	13.6 %
Commercial	61,638	64,036	(3.7)%	520,827	505,771	3.0 %
Industrial	3,668	4,555	(19.5)%	47,381	48,896	(3.1)%
Other-retail/municipal	9,431	10,459	(9.8)%	106,953	119,979	(10.9)%
Total retail	117,108	118,955	(1.6)%	931,981	900,638	3.5 %
Sales to the market	1,505	1,068	40.9 %	33,090	27,581	20.0 %
Other revenues	482	445	8.3 %	-	-	- %
Adjustments to revenues	80	181	(55.8)%	-	-	- %
Total	\$ 119,175	\$ 120,649	(1.2)%	965,071	928,219	4.0 %

Cooling degree days (normal 487)	536	398	34.7 %
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Electric margin, a non-GAAP measure, increased \$0.6 million for the three months ended September 30, 2018, compared to the same period in 2017, due to the following:

<i>(In millions)</i>	
Revenue subject to refund, net	\$ (4.0)
Other	(1.1)
Increase in volume	3.7
Decreased fuel costs	2.0
Total	\$ 0.6

*Revenue subject to refund.* For cost recovery mechanisms, any over-collection of the difference between actual costs incurred and the amount of costs collected from customers is recorded as a reduction of revenue in the period incurred.

*o*

*Tax Act.* MGE received a PSCW order in January 2018 to defer the over-collection of income tax expense collected in customer rates as a result of the Tax Act reduction in federal income tax rate to 21 percent. During the three months ended September 30, 2018, MGE recorded a \$1.1 million reduction in retail electric revenues and recorded a corresponding regulatory liability. During the three months ended

September 30, 2018, MGE returned \$1.8 million to electric customers through bill credits related to the tax credit.

o

*Fuel-related costs.* MGE's fuel-related costs subject to refund decreased \$0.5 million. Under fuel rules, MGE is required to defer electric fuel-related costs that fall outside a 2% cost tolerance band around the amount used in the most recent rate proceeding. Beginning in 2018, over-collection of fuel-related costs outside the tolerance band are reflected as a reduction of revenue in the period incurred. Under-collection of costs outside the tolerance band is reflected as a reduction of purchase power expense in the period incurred. Any potential recovery of excess fuel costs will be recorded in the period received. Prior to adoption of the new revenue recognition guidance, effective January 1, 2018, deferred fuel-related costs were reflected in purchased power expense, with potential refunds associated with fuel savings increasing that expense and potential recovery of excess fuel costs decreasing that expense.

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*Transmission.* MGE's transmission costs subject to refund increased \$0.4 million.

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*Operating Costs.* MGE's electric plant operating costs subject to refund decreased \$0.9 million primarily related to lower leased generation costs due to the reduction in tax rate.

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*Other.* During the three months ended September 30, 2018, other items affecting electric operating revenues decreased \$1.1 million primarily attributable to a decrease in demand charges as a result of a large industrial customer relocating its operations out of state.

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*Volume.* During the three months ended September 30, 2018, there was a 13.6% increase in residential electric sales volumes compared to the same period in the prior year driven by favorable weather conditions. During the three months ended September 30, 2018, there was a 3.1% decrease in industrial retail electric sales volumes compared to the same period in the prior year as a result of a large industrial customer relocating its operations out of state.

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*Fuel costs.* Fuel costs decreased during the three months ended September 30, 2018, primarily as a result of a reduction in purchased power. The purchase of the Forward Wind Energy Center in April 2018 replaced an existing purchase power agreement that was previously recorded as purchased power expense in fuel costs.

***Gas deliveries and revenues***

The following table compares MGE's gas revenues and gas therms delivered by customer class for each of the periods indicated:

<i>(In thousands, except HDD and average rate per therm of retail customer)</i>	Revenues			Therms Delivered		
	Three Months Ended September 30,			Three Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
Residential	\$ 11,916	\$ 12,121	(1.7)%	5,694	5,841	(2.5)%
Commercial/Industrial	5,570	5,622	(0.9)%	9,657	8,847	9.2 %
Total retail	17,486	17,743	(1.4)%	15,351	14,688	4.5 %
Gas transportation	829	944	(12.2)%	15,784	14,606	8.1 %
Other revenues	92	91	1.1 %	-	-	- %
Total	\$ 18,407	\$ 18,778	(2.0)%	31,135	29,294	6.3 %
Heating degree days (normal 154)				125	138	(9.4)%
Average rate per therm of retail customer	\$ 1.139	\$ 1.208	(5.7)%			

Gas margin, a non-GAAP measure, decreased \$0.2 million for the three months ended September 30, 2018, compared to the same period in 2017, due to the following:

<i>(In millions)</i>	
Increase in volume	\$ 0.2
Other	0.1
Revenue subject to refund/tax credit	(0.5)
Total	\$ (0.2)





*Revenue subject to refund/tax credit.* MGE received a PSCW order in January 2018 to defer the over-collection of income tax expense collected in customer rates as a result of the Tax Act reduction in federal income tax rate to 21 percent. Any over-collection of the difference between actual costs incurred and the amount of costs collected from customers is recorded as a reduction of revenue in the period incurred. For the three months ended September 30, 2018, MGE recorded a \$0.3 million reduction in retail gas revenues and recorded a corresponding regulatory liability. During the three months ended September 30, 2018, MGE returned \$0.2 million to gas customers through bill credits related to the tax credit.

***Consolidated operations and maintenance expenses***

For the three months ended September 30, 2018, operations and maintenance expenses increased \$1.6 million, compared to the same period in the prior year. The following contributed to the net change:

<i>(In millions)</i>		
Increased distribution expenses	\$	1.0
Increased transmission costs		0.4
Increased other costs		0.2
Total	\$	1.6

For the three months ended September 30, 2018, increased distribution expenses are primarily related to increased overhead line maintenance.

**Nonregulated Energy Operations - MGE Energy and MGE**

The nonregulated energy operations are conducted through MGE Energy's subsidiaries: MGE Power Elm Road (the Elm Road Units) and MGE Power West Campus (WCCF), which have been formed to own and lease electric generating capacity to assist MGE. For the three months ended September 30, 2018 and 2017, net income at the nonregulated energy operations segment was \$5.1 million and \$4.8 million, respectively. The decrease in tax rate from 35 to 21 percent, effective January 1, 2018, lowered lease revenues and income tax expense for the three months ended 2018. Income tax expense is a factor used in the formula to calculate lease rates.

**Transmission Investment Operations - MGE Energy**

For the three months ended September 30, 2018 and 2017, other income at the transmission investment segment was \$1.6 million and \$2.3 million, respectively. The decrease in tax rate from 35 to 21 percent, effective January 1, 2018, lowered earnings from ATC and income tax expense for the three months ended 2018. Income tax expense is a factor used in the calculation of ATC's transmission rates. The transmission investment segment holds our interest in ATC and ATC Holdco, and its income reflects our equity in the earnings of those investments. ATC Holdco was formed in December 2016. In the near term, it is expected that ATC Holdco will be pursuing transmission development opportunities that typically have long development and investment lead times before becoming operational. See Footnote 4 of the Notes to Consolidated Financial Statements in this Report and "Other Matters" below for additional information concerning ATC and summarized financial information regarding ATC.

### **Consolidated Income Taxes - MGE Energy and MGE**

Although effective tax rates have been lowered as a result of the Tax Act, regulated revenues have been affected as tax expense is a factor in the determination of rates for electric and gas service, and rates relating to our investment in transmission. See Footnote 5 of the Notes to Consolidated Financial Statements in this Report for effective tax rate reconciliation.

### **Noncontrolling Interest, Net of Tax - MGE**

The noncontrolling interest, net of tax, reflects the accounting required for MGE Energy's interest in MGE Power Elm Road (the Elm Road Units) and MGE Power West Campus (WCCF). MGE Energy owns 100% of MGE Power Elm Road and MGE Power West Campus; however, due to the contractual agreements for these projects with MGE, the entities are considered VIEs with respect to MGE and their results are consolidated with those of MGE, the primary beneficiary of the VIEs.

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The following table shows MGE Energy's noncontrolling interest, net of tax, reflected on MGE's consolidated statement of income:

<i>(In millions)</i>	Three Months Ended September 30,	
	2018	2017
MGE Power Elm Road	\$ 3.8	\$ 3.6
MGE Power West Campus	1.8	1.8

***Nine Months Ended September 30, 2018 and 2017***

The following table provides a calculation of electric and gas margins (non-GAAP), along with a reconciliation to the most comparable GAAP measure, operating income:

<i>(In millions)</i>	Nine Months Ended September 30,		
	2018	2017	\$ Change
Electric revenues	\$ 312.6	\$ 321.3	\$ (8.7)
Fuel for electric generation	43.9	39.9	4.0
Purchased power	43.0	48.1	(5.1)
Total Electric Margins	225.7	233.3	(7.6)
Gas revenues	106.2	101.3	4.9
Cost of gas sold	54.1	50.1	4.0
Total Gas Margins	52.1	51.2	0.9
Other operating revenues	0.9	0.2	0.7
Other operations and maintenance	132.0	131.2	0.8
Depreciation and amortization	41.8	39.6	2.2
Other general taxes	14.7	14.5	0.2
Operating Income	\$ 90.2	\$ 99.4	\$ (9.2)

***Electric sales and revenues***

The following table compares MGE's electric revenues and electric kWh sales by customer class for each of the periods indicated:

Revenues

Sales (kWh)

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<i>(In thousands, except cooling degree days)</i>	Nine Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
Residential	\$ 107,847	\$ 104,892	2.8 %	664,195	601,310	10.5 %
Commercial	159,264	168,921	(5.7)%	1,432,222	1,389,036	3.1 %
Industrial	11,193	13,286	(15.8)%	136,485	153,759	(11.2)%
Other-retail/municipal	26,245	29,141	(9.9)%	294,345	315,692	(6.8)%
Total retail	304,549	316,240	(3.7)%	2,527,247	2,459,797	2.7 %
Sales to the market	6,334	3,090	n.m.%	151,586	80,273	88.8 %
Other revenues	1,406	1,436	(2.1)%	-	-	- %
Adjustments to revenues	344	513	(32.9)%	-	-	- %
Total	\$ 312,633	\$ 321,279	(2.7)%	2,678,833	2,540,070	5.5 %
 Cooling degree days (normal 671)				 783	 570	 37.4 %

n.m.: not meaningful

Electric margin, a non-GAAP measure, decreased \$7.6 million for the nine months ended September 30, 2018, compared to the same period in 2017, due to the following:

<i>(In millions)</i>	
Revenue subject to refund, net	\$ (16.9)
Other	(1.5)
Increase in volume	7.7
Decreased fuel costs	3.1
Total	\$ (7.6)

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*Revenue subject to refund.* For cost recovery mechanisms, any over-collection of the difference between actual costs incurred and the amount of costs collected from customers is recorded as a reduction of revenue in the period incurred.

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*Tax Act.* MGE received a PSCW order in January 2018 to defer the over-collection of income tax expense collected in customer rates as a result of the Tax Act reduction in federal income tax rate to 21 percent. During the nine months ended September 30, 2018, MGE recorded a \$3.2 million reduction in retail electric revenues and recorded a corresponding regulatory liability. During the nine months ended September 30, 2018, MGE returned \$4.8 million to electric customers through bill credits related to the tax credit.

o

*Fuel-related costs.* MGE's fuel-related costs subject to refund decreased \$3.9 million. Under fuel rules, MGE is required to defer electric fuel-related costs that fall outside a 2% cost tolerance band around the amount used in the most recent rate proceeding. Beginning in 2018, over-collection of fuel-related costs outside the tolerance band are reflected as a reduction of revenue in the period incurred. Under-collection of costs outside the tolerance band is reflected as a reduction of purchase power expense in the period incurred. Any potential recovery of excess fuel costs will be recorded in the period received. Prior to adoption of the new revenue recognition guidance, effective January 1, 2018, deferred fuel-related costs were reflected in purchased power expense, with potential refunds associated with fuel savings increasing that expense and potential recovery of excess fuel costs decreasing that expense.

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*Transmission.* MGE's transmission costs subject to refund decreased \$1.8 million primarily related to a one-time refund received in June 2018.

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*Operating Costs.* MGE's electric plant operating costs subject to refund decreased \$3.2 million primarily related to lower leased generation costs due to the reduction in tax rate.

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*Other.* During the nine months ended September 30, 2018, other items affecting electric operating revenues decreased \$1.5 million primarily attributable to a decrease in demand charges as a result of a large industrial customer relocating

its operations out of state.

*Volume.* During the nine months ended September 30, 2018, there was a 10.5% increase in residential sales volumes compared to the same period in the prior year driven by favorable weather conditions. During the nine months ended September 30, 2018, there was an 11.2% decrease in industrial retail sales volumes compared to the same period in the prior year as a result of a large industrial customer relocating its operations out of state.

*Fuel costs.* Fuel costs decreased during the nine months ended September 30, 2018, primarily as a result of a reduction in purchased power. The purchase of the Forward Wind Energy Center in April 2018 replaced an existing purchase power agreement.

#### *Gas deliveries and revenues*

The following table compares MGE's gas revenues and gas therms delivered by customer class for each of the periods indicated:

<i>(In thousands, except HDD and average rate per therm of retail customer)</i>	Revenues			Therms Delivered		
	Nine Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
Residential	\$ 64,087	\$ 61,164	4.8 %	70,750	60,794	16.4 %
Commercial/Industrial	38,728	36,512	6.1 %	67,613	58,865	14.9 %
Total retail	102,815	97,676	5.3 %	138,363	119,659	15.6 %
Gas transportation	3,018	3,285	(8.1)%	54,259	50,828	6.8 %
Other revenues	319	324	(1.5)%	-	-	- %
Total	\$ 106,152	\$ 101,285	4.8 %	192,622	170,487	13.0 %
Heating degree days (normal 4,436)				4,650	4,025	15.5 %
Average rate per therm of retail customer	\$ 0.743	\$ 0.816	(8.9)%			



Gas margin, a non-GAAP measure, increased \$0.9 million for the nine months ended September 30, 2018, compared to the same period in 2017, due to the following:

<i>(In millions)</i>	
Increase in volume	\$ 3.2
Other	0.3
Revenue subject to refund/tax credit	(2.6)
Total	\$ 0.9

*Volume.* For the nine months ended September 30, 2018, retail gas deliveries increased 15.6% compared to the same period in the prior year primarily related to customer growth and more favorable weather conditions in the current year.

*Revenue subject to refund/tax credit.* MGE received a PSCW order in January 2018 to defer the over-collection of income tax expense collected in customer rates as a result of the Tax Act reduction in federal income tax rate to 21 percent. Any over-collection of the difference between actual costs incurred and the amount of costs collected from customers is recorded as a reduction of revenue in the period incurred. For the nine months ended September 30, 2018, MGE recorded a \$1.3 million reduction in retail gas revenues and recorded a corresponding regulatory liability. During the nine months ended September 30, 2018, MGE returned \$1.1 million to gas customers through bill credits related to the tax credit.

#### ***Consolidated operations and maintenance expenses***

For the nine months ended September 30, 2018, operations and maintenance expenses increased \$0.8 million, compared to the same period in the prior year. The following contributed to the net change:

<i>(In millions)</i>	
Increased distribution expenses	\$ 1.0
Increased other costs	0.8
Increased administrative and general costs	0.4
Increased electric production expenses	0.3
Decreased transmission costs	(1.7)
Total	\$ 0.8



For the nine months ended September 30, 2018, increased distribution costs are primarily related to increased overhead line maintenance. For the nine months ended September 30, 2017, decreased transmission costs are primarily related to a decrease in transmission rates as a result of a one-time refund received in June 2018. The lower transmission rate is reflected in customer revenue as revenue subject to refund.

### ***Consolidated depreciation expense***

Depreciation expense increased \$2.2 million for the nine months ended September 30, 2018, compared to the same period in the prior year primarily related to an increase in depreciable assets.

### **Nonregulated Energy Operations - MGE Energy and MGE**

The nonregulated energy operations are conducted through MGE Energy's subsidiaries: MGE Power Elm Road (the Elm Road Units) and MGE Power West Campus (WCCF), which have been formed to own and lease electric generating capacity to assist MGE. For the nine months ended September 30, 2018 and 2017, net income at the nonregulated energy operations segment was \$15.2 million and \$14.2 million, respectively. The decrease in tax rate from 35 to 21 percent, effective January 1, 2018, lowered lease revenues and income tax expense for the nine months ended 2018. Income tax expense is a factor used in the formula to calculate lease rates.

### **Transmission Investment Operations - MGE Energy**

For the nine months ended September 30, 2018 and 2017, other income at the transmission investment segment was \$5.9 million and \$7.2 million, respectively. The decrease in tax rate from 35 to 21 percent, effective January 1, 2018, lowered earnings from ATC and income tax expense for the nine months ended 2018. Income tax expense is a factor used in the calculation of ATC's transmission rates. The transmission investment segment holds our interest in ATC and ATC Holdco, and its income reflects our equity in the earnings of those investments. ATC Holdco was

formed in December 2016. In the near term, it is expected that ATC Holdco will be pursuing transmission development opportunities that typically have long development and investment lead times before becoming operational. See Footnote 4 of the Notes to Consolidated Financial Statements in this Report and "Other Matters" below for additional information concerning ATC and summarized financial information regarding ATC.

### **Consolidated Income Taxes - MGE Energy and MGE**

Although effective tax rates have been lowered as a result of the Tax Act, regulated revenues have been affected as tax expense is a factor in the determination of rates for electric and gas service, and rates relating to our investment in transmission. See Footnote 5 of the Notes to Consolidated Financial Statements in this Report for effective tax rate reconciliation.

### **Noncontrolling Interest, Net of Tax - MGE**

The noncontrolling interest, net of tax, reflects the accounting required for MGE Energy's interest in MGE Power Elm Road (the Elm Road Units) and MGE Power West Campus (WCCF). MGE Energy owns 100% of MGE Power Elm Road and MGE Power West Campus; however, due to the contractual agreements for these projects with MGE, the entities are considered VIEs with respect to MGE and their results are consolidated with those of MGE, the primary beneficiary of the VIEs. The following table shows MGE Energy's noncontrolling interest, net of tax, reflected on MGE's consolidated statement of income:

<i>(In millions)</i>	Nine Months Ended	
	September 30,	
	2018	2017
MGE Power Elm Road	\$ 11.6	\$ 10.8
MGE Power West Campus	5.3	5.4

### **Contractual Obligations and Commercial Commitments - MGE Energy and MGE**

There were no material changes, other than from the normal course of business, to MGE Energy's and MGE's contractual obligations (representing cash obligations that are considered to be firm commitments) and commercial commitments (representing commitments triggered by future events) during the nine months ended September 30, 2018, except as noted below. Further discussion of the contractual obligations and commercial commitments is included in Footnote 17 of Notes to Consolidated Financial Statements and "Contractual Obligations and Commercial Commitments for MGE Energy and MGE" under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in MGE Energy's and MGE's 2017 Annual Report on Form 10-K.

***Purchase Contracts - MGE Energy and MGE***

See Footnote 9.c. of Notes to Consolidated Financial Statements in this Report for a description of commitments at September 30, 2018, that MGE Energy and MGE have entered with respect to various commodity supply and transportation contracts to meet their obligations to deliver electricity and natural gas to customers and the Saratoga wind project.

***Long-term Debt - MGE Energy and MGE***

MGE issued \$40 million of long-term unsecured debt in July 2018 and \$60 million of long-term unsecured debt in September 2018. The proceeds of these debt financings were used to assist with the financing of additional capital expenditures, such as the Saratoga Wind Farm, and refinance \$20 million of long-term debt that matured in September 2018. See Footnote 7 of the Notes to Consolidated Financial Statements in this Report for further discussion of these debt issuances.

***Liquidity and Capital Resources***

MGE Energy and MGE have adequate liquidity to fund future operations and capital expenditures over the next twelve months. Available resources include cash and cash equivalents, operating cash flows, liquid assets, borrowing capacity under revolving credit facilities, and access to equity and debt capital markets. See "Credit Facilities" under Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources in MGE Energy's and MGE's 2017 Annual Report on Form 10-K for information regarding MGE Energy's and MGE's credit facilities.

**Cash Flows**

The following summarizes cash flows for MGE Energy and MGE during the nine months ended September 30, 2018 and 2017:

<i>(In thousands)</i>	MGE Energy		MGE	
	2018	2017	2018	2017
Cash provided by/(used for):				
Operating activities	\$ 138,432	\$ 96,146	\$ 135,027	\$ 91,496
Investing activities	(153,434)	(70,589)	(149,681)	(64,580)
Financing activities	37,949	(19,128)	53,011	(38,075)

**Cash Provided by Operating Activities*****MGE Energy***

MGE Energy's consolidated net cash provided by operating activities is derived mainly from the electric and gas operations of its principal subsidiary, MGE.

Cash provided by operating activities for the nine months ended September 30, 2018, was \$138.4 million, an increase of \$42.3 million when compared to the same period in the prior year, primarily reflecting changes in working capital items between periods.

MGE Energy's net income increased \$6.4 million for the nine months ended September 30, 2018, when compared to the same period in the prior year.

MGE Energy's federal and state taxes paid decreased \$12.3 million for the nine months ended September 30, 2018, when compared to the same period in the prior year, reflecting the reduction in tax rates effected by the Tax Act.

Working capital accounts (excluding prepaid and accrued taxes) resulted in \$17.2 million in cash provided by operating activities for the nine months ended September 30, 2018, primarily due to decreased unbilled revenues and increased other current liabilities.

Working capital accounts (excluding prepaid and accrued taxes) resulted in \$16.8 million in cash used for operating activities for the nine months ended September 30, 2017, primarily due to decreased accounts payable and increased gas inventories, partially offset by decreased unbilled revenues and increased other current liabilities.

A decrease in pension contribution resulted in an additional \$5.8 million in cash provided by operating activities for the nine months ended September 30, 2018, when compared to the same period in the prior year. Pension contributions reflect amounts required by law and discretionary amounts.

### ***MGE***

Cash provided by operating activities for the nine months ended September 30, 2018, was \$135.0 million, an increase of \$43.5 million when compared to the same period in the prior year, primarily reflecting changes in working capital items between periods.

Net income increased \$5.1 million for the nine months ended September 30, 2018, when compared to the same period in the prior year.

MGE's federal and state taxes paid decreased \$12.3 million for the nine months ended September 30, 2018, when compared to the same period in the prior year, reflecting the reduction in tax rates effected by the Tax Act.

Working capital accounts (excluding prepaid and accrued taxes) resulted in \$19.3 million in cash provided by operating activities for the nine months ended September 30, 2018, primarily due to decreased unbilled revenues and increased other current liabilities.

Working capital accounts (excluding prepaid and accrued taxes) resulted in \$16.5 million in cash used for operating activities for the nine months ended September 30, 2017, primarily due to decreased accounts payable and increased gas inventories, partially offset by decreased unbilled revenues and increased other current liabilities.

A decrease in pension contribution resulted in an additional \$5.8 million in cash provided by operating activities for the nine months ended September 30, 2018, when compared to the same period in the prior year. Pension contributions reflect amounts required by law and discretionary amounts.

### **Cash Used for Investing Activities**

#### ***MGE Energy***

MGE Energy's cash used for investing activities increased \$82.8 million for the nine months ended September 30, 2018, when compared to the same period in the prior year.

Capital expenditures for the nine months ended September 30, 2018, were \$149.0 million. This amount represents an increase of \$82.7 million from the expenditures made in the same period in the prior year. This increase primarily reflects expenditures on the construction of the Saratoga wind project and the purchase of Forward Wind.

Capital contributions to ATC and other investments decreased \$2.1 million for the nine months ended September 30, 2018, when compared to the same period in the prior year.

MGE Energy received \$2.4 million in proceeds from the sales of property for the nine months ended September 30, 2017.

#### ***MGE***

MGE's cash used for investing activities increased \$85.1 million for the nine months ended September 30, 2018, when compared to the same period in the prior year.

Capital expenditures for the nine months ended September 30, 2018, were \$149.0 million. This amount represents an increase of \$82.7 million from the expenditures made in the same period in the prior year. This increase primarily reflects expenditures on the construction of the Saratoga wind project and the purchase of Forward Wind.

MGE received \$1.8 million in proceeds from the sales of property for the nine months ended September 30, 2017.

## **Cash Provided by/(Used for) Financing Activities**

### ***MGE Energy***

Cash provided by MGE Energy's financing activities was \$37.9 million for the nine months ended September 30, 2018, compared to \$19.1 million of cash used for MGE Energy's financing activities for the same period in the prior year.

For the nine months ended September 30, 2018, dividends paid were \$34.1 million compared to \$32.5 million in the prior year. This increase was a result of a higher dividend per share (\$0.983 vs. \$0.938).

During the nine months ended September 30, 2018, MGE issued \$100.0 million of senior unsecured notes, which was used to refinance \$20.0 million of maturing long-term notes and assist with financing additional capital expenditures. The increase in long-term debt primarily reflects expenditures on the construction of the Saratoga wind project. During the nine months ended September 30, 2017, MGE issued \$40.0 million of senior unsecured notes, which was used to refinance \$30.0 million of maturing medium-term notes and assist with financing additional capital expenditures.

For the nine months ended September 30, 2018, net short-term debt repayments were \$4.0 million compared to net short-term borrowings of \$7.0 million for the nine months ended September 30, 2017.

### ***MGE***

During the nine months ended September 30, 2018, cash provided by MGE's financing activities was \$53.0 million, compared to \$38.1 million of cash used for MGE's financing activities for the same period in the prior year.

Dividends paid from MGE to MGE Energy were \$35.0 million for the nine months ended September 30, 2017. There were no dividends from MGE to MGE Energy for the nine months ended September 30, 2018.





Distributions to parent from noncontrolling interest, which represent distributions from MGE Power Elm Road and MGE Power West Campus to MGE Energy, were \$19.0 million for the nine months ended September 30, 2018, compared to \$16.5 million in the prior year.

During the nine months ended September 30, 2018, MGE issued \$100.0 million of senior unsecured notes, which was used to refinance \$20.0 million of maturing long-term notes and assist with financing additional capital expenditures. The increase in long-term debt primarily reflects expenditures on the construction of the Saratoga wind project. During the nine months ended September 30, 2017, MGE issued \$40.0 million of senior unsecured notes, which was used to refinance \$30.0 million of maturing medium-term notes and assist with financing additional capital expenditures.

For the nine months ended September 30, 2018, net short-term debt repayments were \$4.0 million compared to net short-term borrowings of \$7.0 million for the nine months ended September 30, 2017.

### Capitalization Ratios

MGE Energy's capitalization ratios were as follows:

	MGE Energy	
	September 30, 2018	December 31, 2017
Common shareholders' equity	61.9 %	64.6 %
Long-term debt <sup>(a)</sup>	38.1 %	35.1 %
Short-term debt	-%	0.3 %

*(a) Includes the current portion of long-term debt.*

### MGE Energy's and MGE's Capital Requirements

MGE Energy's and MGE's liquidity are primarily affected by their capital requirements. During the nine months ended September 30, 2018, capital expenditures for MGE Energy and MGE totaled \$149.0 million, which included \$144.5 million of utility capital expenditures primarily related to the construction of the Saratoga wind project and the purchase of Forward Wind.

### Credit Ratings

MGE Energy's and MGE's access to the capital markets, including, in the case of MGE, the commercial paper market, and their respective financing costs in those markets, may depend on the credit ratings of the entity that is accessing the capital markets.

None of MGE Energy's or MGE's borrowings are subject to default or prepayment as a result of a downgrading of credit ratings, although a downgrading of MGE's credit ratings could increase fees and interest charges under both MGE Energy's and MGE's credit agreements.

### **Environmental Matters**

The following discussion is limited to updates or developments in environmental matters that occurred during the nine months ended September 30, 2018. Further discussion of environmental matters is included in MGE Energy's and MGE's 2017 Annual Report on Form 10-K and Footnote 9.a. of Notes to Consolidated Financial Statements in this Report.

#### *EPA's Greenhouse Gas (GHG) Rule Under the Clean Air Act*

In 2015, the EPA finalized the Clean Power Plan (CPP) which directed states to submit plans to reduce greenhouse gas (GHG) emissions from the electric generation sector. In February 2016, the U.S. Supreme Court stayed implementation of the CPP and the stay remains in effect. In October 2017, the EPA issued a proposed rule to repeal the CPP. In August 2018, the EPA proposed the Affordable Clean Energy (ACE) rule which would replace the CPP, if successfully implemented. The ACE proposal directs states to submit plans to the EPA for approval that implement standards of performance (called Best System of Emissions Reductions, or BSER) for individual electric generating units (EGUs) over 25 MW. ACE defines BSER as on-site, heat-rate efficiency improvements, whereas the CPP defines BSERs using carbon dioxide emission performance rates. Simple cycle units such as our smaller combustion units, and combined cycle units such as our WCCF are exempt from the proposed rule. If a state fails to

prepare a plan, or their plan is not approved by the EPA a federal implementation plan (FIP) will be issued for that state. The proposed ACE as it is currently written has the potential to impact our Blount Generating Station, Columbia, and the Elm Road Units.

MGE cannot yet determine with any certainty the impact of the proposed ACE rule on our operations. MGE previously determined that if the CPP were to be implemented in its present form, it would have a material impact on MGE. MGE will continue to monitor developments with the proposed ACE rule and the CPP rule and litigation.

#### Ozone NAAQS

In May 2018, the EPA issued a final rule which designated the northeast portion of Milwaukee County as being in nonattainment with the 2015 Ozone National Ambient Air Quality Standards (NAAQS). The Elm Road Units are located in Milwaukee County, yet outside the designated nonattainment area. In August 2018, several environmental groups, the City of Chicago, and the State of Illinois filed federal lawsuits challenging the EPA's attainment designation decisions, including the partial Milwaukee County designation as being too narrow and not sufficiently protective. MGE is monitoring the outcome of this lawsuit and how it may affect our Elm Road Units in Milwaukee County. At this time MGE expects that the 2015 Ozone NAAQS will not have a material effect on its existing plants based on final designations.

The State of Wisconsin has joined a lawsuit filed by several states challenging the EPA's 2015 Ozone NAAQS, alleging that the new standard is not attainable and the EPA is not properly considering background levels in setting its ozone attainment levels. The lawsuit is ongoing; however, the significance of the challenge, as it might relate to MGE, is now diminished with the final ozone attainment designations.

#### The EPA's Coal Combustion Residuals Rule (CCR)

In July 2018, the EPA published a final rule that included amendments to the Coal Combustion Residuals (CCR) rule which include: the allowance of alternative performance standards for landfills and surface impoundments, revised risk-based groundwater protection standards, and an extension of the deadline by which certain facilities must cease the placement of waste in CCR units. In August 2018, the Court of Appeals for the D.C. Circuit vacated parts of the EPA's CCR rule for not being sufficiently protective of the environment. It is unclear how the EPA will respond to that decision. MGE will continue to monitor potential rule modifications to assess potential impacts on our operations.

#### **Other Matters**

**ATC**

In 2013, several parties filed a complaint with the FERC seeking to reduce the base return on equity (ROE) used by MISO transmission owners, including ATC, "due to changes in the capital markets." The complaint alleged that the MISO ROE should not exceed 9.15%, the equity components of hypothetical capital structures should be restricted to 50%, and the relevant incentive ROE adders should be discontinued. At the time, MISO's base ROE was 12.38% and ATC's base ROE was 12.2%. In February 2015, a second complaint was filed for the period February 2015 through May 2015 with the FERC requesting a reduction in the base ROE used by MISO transmission owners, including ATC, to 8.67%, with a refund effective date retroactive to the filing date of the complaint. In June 2016, an administrative law judge issued an initial decision for the second complaint that would reduce the transmission owner's base ROE to 9.7%. The initial decision will be reviewed by FERC. It is anticipated FERC will issue an order on this issue in 2019. On September 28, 2016, FERC issued an order on the first complaint, for the period November 2013 through February 2015, reducing the base ROE to 10.32%. This base ROE also became effective September 28, 2016, and will apply to future periods until FERC rules in the second complaint, at which time the base ROE ordered by FERC in the second complaint will prospectively become the authorized base ROE. Any change to ATC's ROE could result in lower equity earnings and distributions from ATC in the future.

In January 2015, FERC accepted the transmission owner's request for a 50 basis-point incentive ROE adder for participating in MISO. The adder became effective January 6, 2015.

Our share of ATC's earnings reflects a pre-tax adjustment of \$0.2 million for the nine months ended September 30, 2017, recorded by ATC for these matters representing its estimate of its refund liability. There was not a pre-tax expense for the three months ended September 30, 2017. We derived approximately 6.3% and 7.2% of our net income for the nine months ended September 30, 2018 and 2017, respectively, from our investment in ATC.

## **Adoption of Accounting Principles and Recently Issued Accounting Pronouncements**

See Footnote 2 of Notes to Consolidated Financial Statements in this Report for discussion of new accounting pronouncements.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

MGE Energy and MGE are potentially exposed to market risk associated with interest rates, commodity prices, and equity returns. MGE currently has no exposure to foreign currency risk. MGE manages some risk exposure through risk management policies and the use of derivative instruments. MGE's risk management policy prohibits speculative trading transactions.

#### **Commodity Price Risk**

MGE has commodity price risk exposure with respect to the price of natural gas, electricity, coal, emission credits, and oil. MGE's electric operations burn natural gas in several of its peaking power plants and, in many cases, the cost of purchased power is tied to the cost of natural gas. MGE employs established policies and procedures to reduce the market risks associated with changing commodity prices. MGE's commodity risks are somewhat mitigated by the current ratemaking process in place for recovering electric fuel cost, purchased energy costs, and the cost of natural gas.

MGE's electric fuel costs are subject to fuel rules established by the PSCW. The fuel rules require the PSCW and Wisconsin utilities to defer electric fuel-related costs that fall outside a symmetrical cost tolerance band. Any over/under recovery of the actual costs in a year outside of the symmetrical cost tolerance band is determined in the following year and is then reflected in future billings to electric retail customers. Under the electric fuel rules, MGE is required to defer the benefit of lower costs if the actual electric fuel costs fall outside the lower end of the range and is required to defer costs, less any excess revenues, if the actual electric fuel costs exceed the upper end of the range. Excess revenues are defined as revenues in the year in question that provide MGE with a greater return on common equity than authorized by the PSCW in MGE's latest rate order. The range is defined by the PSCW and has been modified throughout the years based on market conditions and other relevant factors. Currently, MGE is subject to a plus or minus 2% range. MGE assumes the risks and benefits of variances that are within the cost tolerance band. For 2018, fuel and purchased power costs included in MGE's fuel monitoring level rates are \$102.4 million. See Footnote 10.b. of the Notes to Consolidated Financial Statements in this Report for additional information.

MGE recovers the cost of natural gas in its gas utility segment through the purchased gas adjustment clause (PGA). Under the PGA, MGE is able to pass through to its gas customers the cost of gas.

MGE also reduces price risk caused by market fluctuations via physical contracts and financial derivative contracts, including futures, swaps, options, forwards, and other contractual commitments. The maximum length of time over which cash flows related to energy commodities can be hedged under applicable PSCW approvals is four years.

MGE has financial gas and electric commodity contracts to hedge commodity price risk in the gas and electric utility segments. These contracts are primarily comprised of exchange-traded option and future contracts. MGE also holds financial transmission rights (FTRs), which are used to hedge the risk of increased transmission congestion charges. As of September 30, 2018, the fair value of these instruments exceeded their cost basis by \$1.6 million. Under the PGA clause and electric fuel rules, MGE may include the costs and benefits of the aforementioned fuel price risk management tools in the costs of fuel (natural gas or power). Because these costs/benefits are recoverable, the related unrealized loss/gain has been deferred on the consolidated balance sheets as a regulatory asset/liability.

MGE has also entered into a purchased power agreement that provides MGE with firm capacity and energy that began on June 1, 2012, and ends on May 31, 2022 (the "base term"). The agreement also allows MGE an option to extend the contract after the base term. The agreement is considered a derivative contract and is recognized at its fair value on the consolidated balance sheets. However, the derivative qualifies for regulatory deferral and is recognized with a corresponding regulatory asset or liability depending on whether the fair value is in a loss or gain position. The fair value of the contract as of September 30, 2018, reflects a loss position of \$36.3 million.

## **Interest Rate Risk**

Both MGE Energy and MGE may have short term borrowings at varying interest rates. MGE issues commercial paper for its short-term borrowings, while MGE Energy draws from its current credit facility to meet its short-term borrowing needs. Borrowing levels vary from period to period depending upon capital investments and other factors. Future short-term interest expense and payments will reflect both future short-term interest rates and borrowing levels. MGE Energy and MGE manage interest rate risk by limiting their variable rate exposure and continually monitoring the effects of market changes on interest rates. MGE is not exposed to changes in interest rates on a substantial portion of its long-term debt until that debt matures and is refinanced at market rates.

## **Equity Price Risk - Pension-Related Assets**

MGE currently funds its liabilities related to employee benefits through trust funds. These funds, which include investments in debt and equity securities, are managed by various investment managers. Changes in market value of these investments can have an impact on the future expenses related to these liabilities.

## **Credit Risk - Counterparty**

Credit risk is the loss that may result from counterparty nonperformance. MGE is exposed to credit risk primarily through its merchant energy business. MGE uses credit policies to manage its credit risk, which include utilizing an established credit approval process, monitoring counterparty limits, employing credit mitigation measures such as collateral or prepayment arrangements, and using netting agreements.

Due to the possibility of extreme volatility in the prices of energy commodities and derivatives, the market value of contractual positions with individual counterparties could exceed established credit limits or collateral provided by those counterparties. If such a counterparty were then to fail to perform its obligations under its contract (for example, fail to deliver the electricity MGE originally contracted for), MGE could sustain a loss that could have a material impact on its financial results.

Additionally, if a counterparty were to default and MGE were to liquidate all contracts with that entity, MGE's credit loss would include the loss in value of mark-to-market contracts; the amount owed for settled transactions; and additional payments, if any, to settle unrealized losses. As of September 30, 2018, no counterparties have defaulted.

MGE is obligated to provide service to all electric and gas customers within its respective franchised territories. MGE's franchised electric territory includes a 316 square-mile area in Dane County, Wisconsin, and MGE's franchised

gas territory includes a service area covering 1,682 square miles in Wisconsin. Based on results for the year ended December 31, 2017, no one customer constituted more than 10% of total operating revenues for MGE Energy and MGE. Credit risk for electric and gas is managed by MGE's credit and collection policies, which are consistent with state regulatory requirements.

Cash, cash equivalents, and customer accounts receivable are the financial instruments that potentially subject MGE Energy and MGE to concentrations of credit risk. MGE Energy and MGE place their cash and cash equivalents with high credit-quality financial institutions. MGE has limited concentrations of credit risk from customer accounts receivable because of the large number of customers and relatively strong economy in its service territory.



**Item 4. Controls and Procedures.**

During the third quarter of 2018, each registrant's management, including the principal executive officer and principal financial officer, evaluated its disclosure controls and procedures related to the recording, processing, summarization, and reporting of information in its periodic reports that it files with the SEC. These disclosure controls and procedures have been designed to ensure that material information relating to that registrant, including its subsidiaries, is accumulated and made known to that registrant's management, including these officers, by other employees of that registrant and its subsidiaries as appropriate to allow timely decisions regarding required disclosure, and that this information is recorded, processed, summarized, evaluated, and reported, as applicable, within the time periods specified in the SEC's rules and forms. Due to the inherent limitations of control systems, not all misstatements may be detected. These inherent limitations include the realities that judgments in decision making can be faulty and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. Also, MGE Energy does not control or manage certain of its unconsolidated entities and thus, its access and ability to apply its procedures to those entities is more limited than is the case for its consolidated subsidiaries.

As of September 30, 2018, each registrant's principal executive officer and principal financial officer concluded that its disclosure controls and procedures were effective. Each registrant intends to strive continually to improve its disclosure controls and procedures to enhance the quality of its financial reporting.

During the quarter ended September 30, 2018, there were no changes in either registrant's internal controls over financial reporting that materially affected, or are reasonably likely to affect materially, that registrant's internal control over financial reporting.

**PART II. OTHER INFORMATION.****Item 1. Legal Proceedings.***MGE Energy and MGE*

MGE Energy and its subsidiaries, including MGE, from time to time are involved in various legal proceedings that are handled and defended in the ordinary course of business.

See Footnote 9.a. and 9.b. of Notes to Consolidated Financial Statements in this Report for more information.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.****Issuer Purchases of Equity Securities**

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs*	Maximum number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs*
July 1-31, 2018	9,052	\$ 64.30	-	-
August 1-31, 2018	9,411	65.24	-	-
September 1-30, 2018	46,167	67.50	-	-
Total	64,630	\$ 66.73	-	-

\* Under the MGE Energy, Inc. Direct Stock Purchase and Dividend Reinvestment Plan (Stock Plan), common stock shares deliverable to plan participants may be either newly issued shares or shares purchased on the open market, as determined from time to time by MGE Energy. MGE Energy's transfer agent uses open market purchases to provide shares to meet obligations to participants in the Stock Plan. The shares are purchased on the open market through the transfer agent's securities broker-dealer and then are reissued under the Stock Plan as needed to meet share delivery requirements. The volume and timing of share repurchases in the open market depends upon the level of dividend reinvestment and optional share purchases being made from time to time by plan participants. As a result, there is no specified maximum number of shares to be repurchased and no specified termination date for the repurchases. All

shares issued through the Stock Plan, whether newly issued or reissued following open market purchases, are issued and sold pursuant to a registration statement that was filed with the SEC and is currently effective.

**Item 4. Mine Safety Disclosures.**

Not applicable to MGE Energy and MGE.

**Item 6. Exhibits.**

Ex. No.	Exhibit Description
<u>12.1</u> *	Statements regarding computation of ratio of earnings to fixed charges for MGE Energy.
<u>12.2</u> *	Statements regarding computation of ratio of earnings to fixed charges for Madison Gas and Electric Company.
<u>31.1</u> *	Certifications Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934 filed by Jeffrey M. Keebler for MGE Energy, Inc.
<u>31.2</u> *	Certifications Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934 filed by Jeffrey C. Newman for MGE Energy, Inc.
<u>31.3</u> *	Certifications Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934 filed by Jeffrey M. Keebler for Madison Gas and Electric Company
<u>31.4</u> *	Certifications Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934 filed by Jeffrey C. Newman for Madison Gas and Electric Company
<u>32.1</u> **	Certifications Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code (Sarbanes-Oxley Act of 2002) filed by Jeffrey M. Keebler for MGE Energy, Inc.
<u>32.2</u> **	Certifications Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code (Sarbanes-Oxley Act of 2002) filed by Jeffrey C. Newman for MGE Energy, Inc.
<u>32.3</u> **	Certifications Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code (Sarbanes-Oxley Act of 2002) filed by Jeffrey M. Keebler for Madison Gas and Electric Company
<u>32.4</u> **	Certifications Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code (Sarbanes-Oxley Act of 2002) filed by Jeffrey C. Newman for Madison Gas and Electric Company
101.INS*	XBRL Instance
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation
101.DEF*	XBRL Taxonomy Extension Definition
101.LAB*	XBRL Taxonomy Extension Labels
101.PRE*	XBRL Taxonomy Extension Presentation

\* Filed herewith.

\*\* Furnished herewith.



**Signatures - MGE Energy, Inc.**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MGE ENERGY, INC.

Date: November 6, 2018 /s/ Jeffrey M. Keebler  
Jeffrey M. Keebler

Chairman, President and Chief Executive Officer

(Duly Authorized Officer)

Date: November 6, 2018 /s/ Jeffrey C. Newman  
Jeffrey C. Newman

Executive Vice President, Chief Financial Officer, Secretary and  
Treasurer

(Chief Financial and Accounting Officer)

**Signatures - Madison Gas and Electric Company**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MADISON GAS AND ELECTRIC COMPANY

Date: November 6, 2018 /s/ Jeffrey M. Keebler  
Jeffrey M. Keebler

Chairman, President and Chief Executive Officer

(Duly Authorized Officer)

Date: November 6, 2018 /s/ Jeffrey C. Newman  
Jeffrey C. Newman

Executive Vice President, Chief Financial Officer, Secretary and  
Treasurer

(Chief Financial and Accounting Officer)