NORTH SHORE GAS COMPANY

ANNUAL REPORT
FOR THE YEAR ENDED DECEMBER 31, 2018

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GLOSSARY OF TERMS AND ABBREVIATIONS

The abbreviations and terms set forth below are used throughout this report and have the meanings assigned to them below:

Subsidiaries and Affiliates	
Integrys	Integrys Holding, Inc.
PELLC	Peoples Energy, LLC
PGL	The Peoples Gas Light and Coke Company
WBS	WEC Business Services LLC
WEC Energy Group	WEC Energy Group, Inc.

Federal and State Regulatory Agencies	
EPA	United States Environmental Protection Agency
FERC	Federal Energy Regulatory Commission
ICC	Illinois Commerce Commission
IRS	United States Internal Revenue Service
SEC	Securities and Exchange Commission

Accounting Terms	
ARO	Asset Retirement Obligation
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
FASB	Financial Accounting Standards Board
GAAP	Generally Accepted Accounting Principles
LIFO	Last-In, First-Out
OPEB	Other Postretirement Employee Benefits

Environmental Terms	
CO_2	Carbon Dioxide
GHG	Greenhouse Gas

Measurements	
Dth	Dekatherm
MDth	One thousand Dth

Other Terms and Abbreviations	
AIA	Affiliated Interest Agreement
GCRM	Gas Cost Recovery Mechanism
ROE	Return on Equity
Tax Legislation	Tax Cuts and Jobs Act of 2017
VITA	Variable Income Tax Adjustment Rider

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

In this report, we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, and future events or performance. These statements are "forward-looking statements." Readers are cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements may be identified by reference to a future period or periods or by the use of terms such as "anticipates," "believes," "could," "estimates," "expects," "forecasts," "goals," "guidance," "intends," "may," "objectives," "plans," "possible," "potential," "projects," "seeks," "should," "targets," "will," or variations of these terms.

Forward-looking statements include, among other things, statements concerning management's expectations and projections regarding earnings, completion of capital projects, sales and customer growth, rate actions and related filings with regulatory authorities, environmental and other regulations and associated compliance costs, legal proceedings, effective tax rates, pension and OPEB plans, natural gas deliveries, remediation costs, environmental matters, liquidity and capital resources, and other matters.

Forward-looking statements are subject to a number of risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in the statements. These risks and uncertainties include those described in Risk Factors and those identified below:

- Factors affecting utility operations such as catastrophic weather-related damage, environmental incidents, unplanned facility outages and repairs and maintenance, and natural gas pipeline system constraints;

- Factors affecting the demand for natural gas, including political developments, unusual weather, changes in economic conditions, customer growth and declines, commodity prices, and energy conservation efforts;

- The timing, resolution, and impact of rate cases and negotiations, including recovery of deferred and current costs and the ability to earn a reasonable return on investment, and other regulatory decisions impacting our regulated operations;

- The ability to obtain and retain customers due to increased competition in our natural gas markets from retail choice and continued industry consolidation;

- The timely completion of capital projects within budgets, as well as the recovery of the related costs through rates;

- The impact of federal, state, and local legislative and/or regulatory changes, including changes in rate-setting policies or procedures, deregulation and restructuring of the natural gas utility industry, transmission or distribution system operation, the approval process for new construction, pipeline integrity and safety standards, allocation of energy assistance, energy efficiency mandates, and tax laws that affect our ability to use production tax credits and investment tax credits;

- The remaining uncertainty surrounding the Tax Legislation enacted in December 2017, including implementing regulations and IRS interpretations, the amount to be returned to our ratepayers, and its impact, if any, on our credit ratings;

- Federal and state legislative and regulatory changes relating to the environment, including climate change, the enforcement of these laws and regulations, changes in the interpretation of regulations or permit conditions by regulatory agencies, and the recovery of associated remediation and compliance costs;

- The risks associated with changing commodity prices, particularly natural gas, and the availability of sources of natural gas due to shortages, transportation problems, nonperformance by natural gas suppliers under existing natural gas supply contracts, or other developments;

- Changes in credit ratings, interest rates, and our ability to access the capital markets, caused by volatility in the global credit markets, our capitalization structure, and market perceptions of the utility industry or us;

- Costs and effects of litigation, administrative proceedings, investigations, settlements, claims, and inquiries;

- The risk of financial loss, including increases in bad debt expense, associated with the inability of our customers, counterparties, and affiliates to meet their obligations;

- Changes in the creditworthiness of the counterparties with whom we have contractual arrangements, including participants in the energy trading markets and natural gas suppliers and transporters;

- The direct or indirect effect on our business resulting from terrorist attacks and cyber security intrusions, as well as the threat of such incidents, including the failure to maintain the security of personally identifiable information, the associated costs to protect our utility assets, technology systems, and personal information, and the costs to notify affected persons to mitigate their information security concerns and to comply with state notification laws;

- The investment performance of our employee benefit plan assets, as well as unanticipated changes in related actuarial assumptions, which could impact future funding requirements;

- Factors affecting the employee workforce, including loss of key personnel, internal restructuring, work stoppages, and collective bargaining agreements and negotiations with union employees;

- Potential business strategies to acquire and dispose of assets or businesses, which cannot be assured to be completed timely or within budgets;

- The timing and outcome of any audits, disputes, and other proceedings related to taxes;

- The ability to maintain effective internal controls while both integrating and continuing to consolidate WEC Energy Group's enterprise systems with those of its other utilities;

- The effect of accounting pronouncements issued periodically by standard-setting bodies; and

- Other considerations disclosed elsewhere herein and in other reports WEC Energy Group files with the SEC.

We expressly disclaim any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

BUSINESS

A. INTRODUCTION

In this report, when we refer to "us," "we," "our," or "ours," we are referring to North Shore Gas Company. The term "utility" refers to our regulated activities, while the term "non-utility" refers to our activities that are not regulated. References to "Notes" are to the Notes to the Financial Statements included in this Annual Report.

We are a natural gas utility company that began operations in 1900. We are an Illinois corporation and are wholly owned by PELLC, which is an indirect wholly owned subsidiary of WEC Energy Group. Our two reportable segments are natural gas utility and other. No significant items were reported in the other segment for any of the years presented in this Annual Report.

For more information about our natural gas utility operations, see Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations.

Available Information

WEC Energy Group's annual and periodic filings with the SEC are available, free of charge, through its Internet website, www.wecenergygroup.com, as soon as reasonably practicable after they are filed with or furnished to the SEC. You may also obtain materials WEC Energy Group filed with or furnished to the SEC on their website at www.sec.gov.

WEC Energy Group has adopted a written code of ethics, referred to as its Code of Business Conduct. We are an indirect wholly owned subsidiary of WEC Energy Group, and as such, all of our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer, have a responsibility to comply with WEC Energy Group's Code of Business Conduct. WEC Energy Group has posted its Code of Business Conduct in the "Governance" section on its website, www.wecenergygroup.com. WEC Energy Group has not provided any waiver to the Code for any director, officer or other employee.

B. NATURAL GAS UTILITY OPERATIONS

We provide natural gas utility service to residential, commercial and industrial, and transportation customers located within the northern suburbs of Chicago.

Operating Statistics

Operating Revenues

The following table shows our natural gas operating revenues. For information about our operating revenues disaggregated by customer class for the year ended December 31, 2018, see Note 3, Operating Revenues. For more information about our significant accounting policies related to the recognition of revenues, see Note 1(d), Operating Revenues.

	Year Ended December 31	
(in millions)	**2017**	**2016**
Operating revenues		
Residential	$ 136.4	$ 125.3
Commercial and industrial	23.6	21.6
Total retail revenues	160.0	146.9
Transport	24.8	23.9
Other operating revenues	1.3	2.5
Total operating revenues	$ 186.1	$ 173.3

Customers

(in thousands)	Year Ended December 31 2018	2017	2016
Customers – end of year			
Residential	**136.2**	135.1	133.0
Commercial and industrial	**10.2**	10.3	10.1
Transport	**16.6**	17.3	16.5
Total customers	**163.0**	162.7	159.6

Natural Gas Supply, Pipeline Capacity and Storage

We manage a portfolio of natural gas supply contracts, storage contracts, and pipeline transportation services designed to meet varying customer use patterns with safe, reliable natural gas supplies at the best value. For more information on our natural gas utility supply and transportation contracts, see Note 16, Commitments and Contingencies.

Pipeline Capacity and Storage

We contract with PGL, a related party, and other underground storage service providers for storage services. Storage allows us to manage significant changes in daily natural gas demand and to purchase steady levels of natural gas on a year-round basis, thus providing a hedge against supply cost volatility. We contract with interstate pipelines and another service provider to purchase firm transportation services. Interstate pipelines and one local distribution company's pipeline interconnect with our utility system. We believe that having multiple pipelines that serve our service territory benefits our customers by improving reliability, providing access to a diverse supply of natural gas, and fostering competition among these service providers. These benefits can lead to favorable conditions for us when negotiating new agreements for transportation and storage services.

We had adequate capacity to meet all firm natural gas demand obligations during 2018 and expect to have adequate capacity to meet all firm demand obligations during 2019. Our forecasted design peak-day throughput is 4.4 million therms for the 2018 through 2019 heating season.

Natural Gas Supply

Our natural gas supply requirements are met through a combination of fixed price purchases, index price purchases, contracted storage, a peak-shaving facility, and natural gas supply call options. We contract for fixed-term firm natural gas supply each year to meet the demand of firm system sales customers. To supplement natural gas supply and manage risk, we purchase additional natural gas supply on the monthly and daily spot markets.

Hedging Natural Gas Supply Prices

We further reduce our supply cost volatility through the use of financial instruments, such as commodity swaps and options, as part of our hedging program. Our hedging program is approved by the ICC. We hedge between 25% and 50% of natural gas purchases, with a target of 37.5%.

Seasonality

Since the majority of our customers use natural gas for heating, customer use is sensitive to weather and is generally higher during the winter months. Accordingly, we are subject to variations in earnings and working capital throughout the year as a result of seasonal changes in weather.

Our working capital needs are met by cash generated from operations and debt (both long-term and short-term). The seasonality of natural gas revenues causes the timing of cash collections to be concentrated from January through June. A portion of our winter natural gas supply needs is typically purchased and stored from April through November. Also, planned capital spending on our natural gas distribution facilities is concentrated in April through November. Because of these timing differences, the cash flow from customers is typically supplemented with temporary increases in short-term borrowings (from external sources) during the late summer and fall. Short-term debt is typically reduced over the January through June period.

Competition

Although our rates are regulated by the ICC, we still face varying degrees of competition from other entities and other forms of energy available to consumers. Absent extraordinary circumstances, potential competitors are not allowed to construct competing natural gas distribution systems in our service territory due to a judicial doctrine known as the "first in the field." In addition, we believe it would be impractical to construct competing duplicate distribution facilities due to the high cost of installation.

Since 2002, all of our natural gas customers have had the opportunity to choose a natural gas supplier other than us. As a result, we offer natural gas transportation service to enable customers to directly manage their energy costs. Transportation customers purchase natural gas directly from third-party natural gas suppliers and use our distribution system to transport the natural gas to their facilities. We still earn a distribution charge for transporting the natural gas for these customers. As such, the loss of revenue associated with the cost of natural gas that our transportation customers purchase from third-party suppliers has little impact on our net income, as it is offset by an equal reduction to natural gas costs.

An interstate pipeline may seek to provide transportation service directly to end users, which would bypass our natural gas transportation service. However, we have a bypass rate approved by the ICC, which allows us to negotiate rates with customers that are potential bypass candidates to help ensure that such customers use our transportation service.

C. REGULATION

In addition to the specific regulations noted below, we are also subject to regulations, where applicable, of the EPA, the Illinois Environmental Protection Agency, the Illinois Department of Natural Resources, and the United States Army Corps of Engineers.

Rates

Our natural gas rates are regulated by the ICC, which has general supervisory and regulatory powers over public utilities in Illinois.

Embedded within our rates is an amount to recover natural gas costs. We operate under a GCRM as approved by the ICC. Generally, the GCRM allows for dollar-for-dollar recovery of prudently incurred natural gas costs. See Note 1(d), Operating Revenues, for more information on the significant mechanisms we had in place during 2018 that allowed us to recover or refund changes in prudently incurred costs from rate case-approved amounts.

Orders from the ICC can be viewed at https://www.icc.illinois.gov/. The materials and information contained on this website are not intended to be a part of, nor are they incorporated by reference into, this Annual Report.

Other Natural Gas Regulations

Almost all of the natural gas we distribute is transported to our distribution systems by interstate pipelines. The pipelines' transportation and storage services are regulated by the FERC under the Natural Gas Act and the Natural Gas Policy Act of 1978. In addition, the Pipeline and Hazardous Materials Safety Administration and the ICC are responsible for monitoring and enforcing requirements governing our natural gas safety compliance programs for our pipelines under the United States Department of Transportation regulations. These regulations include 49 Code of Federal Regulations (CFR) Part 191 (Transportation of Natural and Other Gas by Pipeline; Annual Reports, Incident Reports, and Safety-Related Condition Reports), 49 CFR Part 192 (Transportation of Natural and Other Gas by Pipeline: Minimum Federal Safety Standards), and 49 CFR Part 195 (Transportation of Hazardous Liquids by Pipeline).

We are required to provide service and grant credit (with applicable deposit requirements) to customers in the northern suburbs of Chicago. The Illinois Public Utilities Act and ICC Administrative Code restrictions generally do not allow us to discontinue service during winter moratorium months to residential heating customers who do not pay their bills. The Federal and Illinois governments have programs that provide for a limited amount of funding for assistance to our low-income customers.

D. ENVIRONMENTAL COMPLIANCE

See Note 16, Commitments and Contingencies, for more information on our environmental matters.

E. EMPLOYEES

As of December 31, 2018, we had 166 employees. Local 2285 of International Brotherhood of Electrical Workers represented 121 of our employees. The current Local 2285 collective bargaining agreement expires on June 30, 2019. We anticipate that Local 2285 negotiations will begin in spring 2019 and will conclude before the expiration of the current agreement.

RISK FACTORS

We are subject to a variety of risks, many of which are beyond our control, that may adversely affect our business, financial condition, and results of operations. You should carefully consider the following risk factors, as well as the other information included in this report, when making an investment decision.

Risks Related to Legislation and Regulation

Our business is significantly impacted by governmental regulation and oversight.

We are subject to significant state, local, and federal governmental regulation, including regulation by the ICC. These regulations significantly influence our operating environment, may affect our ability to recover costs from utility customers, and cause us to incur substantial compliance and other costs. Changes in regulations, interpretations of regulations, or the imposition of new regulations could also significantly impact us, including requiring us to change our business operations. Many aspects of our operations are regulated and impacted by government regulation, including, but not limited to: the rates we charge our retail natural gas customers; our authorized rate of return, construction and operation of natural gas distribution systems, including the ability to recover such costs; participation in the interstate natural gas pipeline capacity market; standards of service; issuance of debt securities; short-term debt obligations; transactions with affiliates; and billing practices. Failure to comply with any applicable rules or regulations may lead to customer refunds, penalties, and other payments, which could materially and adversely affect our results of operations and financial condition.

The rates, including adjustments determined under riders, we are allowed to charge our customers for retail services have the most significant impact on our financial condition, results of operations, and liquidity. Rate regulation provides us an opportunity to recover prudently incurred costs and earn a reasonable rate of return on invested capital. However, our ability to obtain rate adjustments in the future is dependent on regulatory action, and there is no assurance that the ICC will consider all of our costs to have been prudently incurred. In addition, our rate proceedings may not always result in rates that fully recover our costs or provide for a reasonable ROE. We defer certain costs and revenues as regulatory assets and liabilities for future recovery from or refund to customers, as authorized by the ICC. Future recovery of regulatory assets is not assured, and is subject to review and approval by the ICC. If recovery of regulatory assets is not approved or is no longer deemed probable, these costs would be recognized in current period expense and could have a material adverse impact on our results of operations, cash flows, and financial condition.

We believe we have obtained the necessary permits, approvals, authorizations, certificates, and licenses for our existing operations, have complied with all of their associated terms, and that our business is conducted in accordance with applicable laws. These permits, approvals, authorizations, certificates, and licenses may be revoked or modified by the agencies that granted them if facts develop that differ significantly from the facts assumed when they were issued. In addition, discharge permits and other approvals and licenses are often granted for a term that is less than the expected life of the associated facility. Licenses and permits may require periodic renewal, which may result in additional requirements being imposed by the granting agency. In addition, existing regulations may be revised or reinterpreted by federal, state, and local agencies, or these agencies may adopt new laws and regulations that apply to us. We cannot predict the impact on our business and operating results of any such actions by these agencies.

If we are unable to recover costs of complying with regulations or other associated costs in customer rates in a timely manner, or if we are unable to obtain, renew, or comply with these governmental permits, approvals, authorizations, certificates, or licenses, our results of operations and financial condition could be materially and adversely affected.

We face significant costs to comply with existing and future environmental laws and regulations.

Our operations are subject to numerous federal and state environmental laws and regulations. These laws and regulations govern, among other things, air emissions (including, but not limited to CO_2 and methane), water quality, wastewater discharges, and management of hazardous, toxic, and solid wastes and substances. We incur significant costs to comply with these environmental requirements, including costs associated with environmental monitoring and permits at our facilities. In addition, if we fail to comply with environmental laws and regulations, even if caused by factors beyond our control, that failure may result in the assessment of civil or criminal penalties and fines.

Existing environmental laws and regulations may be revised or new laws or regulations may be adopted at the federal or state level that could result in significant additional expenditures for our distribution systems, including, without limitation, costs to further limit GHG emissions from our operations; operating restrictions on our facilities; and increased compliance costs. For example, the EPA

and the United States Army Corps of Engineers (Army Corps) have adopted a final rule that would expand traditional federal jurisdiction over navigable waters and related wetlands for permitting and other regulatory matters. However, this rule has been stayed, and the EPA and the Army Corps have proposed revisions to it. We continue to assess the potential cost of complying, and to explore different alternatives in order to comply, with these and other environmental regulations. In addition, as a result of the actions taken by the sitting President and Federal Executive Branch since taking office in January 2017, as well as its announced future plans and other factors, there is uncertainty as to what capital expenditures or additional costs may ultimately be required to comply with existing and future environmental laws and regulations.

We are also subject to significant liabilities related to the investigation and remediation of environmental impacts at certain of our current and former facilities and at third-party owned sites. We accrue liabilities and defer costs (recorded as regulatory assets) incurred in connection with our former manufactured gas plant sites. These costs include all costs incurred to date that we expect to recover, management's best estimates of future costs for investigation and remediation, related legal expenses, and are net of amounts recovered by or that may be recovered from insurance or other third parties. Due to the potential for the imposition of stricter standards and greater regulation in the future, the possibility that other potentially responsible parties may not be financially able to contribute to cleanup costs, a change in conditions or discovery of additional contamination, our remediation costs could increase, and the timing of our capital and/or operating expenditures in the future may accelerate or could vary from the amounts currently accrued.

In the event we are not able to recover all of our environmental expenditures and related costs from our customers in the future, our results of operations and financial condition could be adversely affected. Further, increased costs recovered through rates could contribute to reduced demand for natural gas, which could adversely affect our results of operations, cash flows, and financial condition.

Litigation over environmental issues and claims of various types, including property damage, personal injury, common law nuisance, and citizen enforcement of environmental laws and regulations, has increased generally throughout the United States. In particular, personal injury, property damage, and other claims for damages alleged to have been caused by environmental impacts and alleged exposure to hazardous materials have become more frequent. In addition to claims relating to our current facilities, we may also be subject to potential liability in connection with the environmental condition of facilities that we previously owned and operated, regardless of whether the liabilities arose before, during, or after the time we owned or operated these facilities. If we fail to comply with environmental laws and regulations or cause (or caused) harm to the environment or persons, that failure or harm may result in the assessment of civil penalties and damages against us. The incurrence of a material environmental liability or a material judgment in any action for personal injury or property damage related to environmental matters could have a significant adverse effect on our results of operations and financial condition.

We may face significant costs to comply with the regulation of greenhouse gas emissions.

Management believes it is reasonably likely that the scientific and political attention to issues concerning the existence and extent of climate change, and the role of human activity in it, will continue, with the potential for further regulation of GHG emissions that affects our operations.

Our natural gas delivery systems may generate fugitive gas as a result of normal operations and as a result of excavation, construction, and repair. Fugitive gas typically vents to the atmosphere and consists primarily of methane. CO_2 is also a byproduct of natural gas consumption. As a result, future regulation of GHG emissions could increase the price of natural gas, restrict the use of natural gas, and adversely affect our ability to operate our natural gas facilities. A significant increase in the price of natural gas may increase rates for our natural gas customers, which could reduce natural gas demand.

We also continue to monitor efforts by investors and other stakeholders to increase pressure on WEC Energy Group and others to take more aggressive action to reduce future GHG emissions in order to limit future global temperature increases to less than two degrees Celsius. These efforts could impact how we operate our natural gas facilities and lead to increased competition and regulation, all of which could have a material adverse effect on our operations and financial condition.

Changes in federal income tax policy may adversely affect our financial condition, results of operations, and cash flows, as well as our credit ratings.

If corporate tax rate or policies are changed with future federal or state legislation, we may be required to take material charges against earnings. For example, the United States federal income tax legislation enacted in December 2017 significantly changed the United States Internal Revenue Code, including taxation of United States corporations, by, among other things, reducing the federal

corporate income tax rate, limiting interest deductions, and altering the expensing of capital expenditures. Parts of the Tax Legislation still remain unclear and will require interpretations and implementing regulations by the Treasury Department and the IRS, as well as state income tax authorities, and the Tax Legislation could be subject to potential amendments and technical corrections, any of which could lessen or increase certain adverse impacts of the Tax Legislation. In addition, the regulatory treatment of the impacts of the Tax Legislation will be subject to the discretion of the ICC. State and local taxing authorities continue to evaluate the impact of federal income tax reform, and any changes on the state or local level could lessen or increase the impacts of the Tax Legislation.

There is still uncertainty as to when or how credit rating agencies, capital markets, or the ICC will treat any additional impacts of the Tax Legislation. These impacts could subject us to credit rating downgrades. It is unclear whether additional opportunities may evolve for us to manage the adverse impacts of the Tax Legislation. In addition, certain financial metrics used by credit rating agencies, such as our funds from operations-to-debt percentage, could be negatively impacted by future rulings related to the Tax Legislation.

In addition, the ICC continues to engage with us to determine how certain tax savings will be returned to ratepayers. In December 2017, we deferred the estimated tax benefits for return to ratepayers through the VITA, which was approved by the ICC. Despite receiving this approval, the amount of tax benefits we must return to ratepayers could change if the ICC takes additional action. Furthermore, if the amounts our regulators order us to return to ratepayers exceeds the actual amount of tax savings realized, or our regulators require the tax savings to be applied in a manner other than we had expected, it could have a material adverse effect on our financial condition, results of operations, and cash flow.

While our analysis and interpretation of the Tax Legislation is ongoing, based on our current evaluation, we do not expect the limitations on interest deductions to materially adversely affect our earnings. Any amendments to the Tax Legislation or interpretations or implementing regulations by the Treasury Department and/or the IRS contrary to our interpretation of the Tax Legislation could limit our ability to deduct the interest on some of our outstanding debt.

There may be other material adverse effects resulting from the Tax Legislation that we have not yet identified. If we are unable to successfully take actions to manage any adverse impacts of the Tax Legislation, or if additional interpretations, regulations, amendments or technical corrections exacerbate the adverse impacts of the Tax Legislation, the Tax Legislation could have an adverse effect on our financial condition, results of operations, cash flows, and on the value of investments in our debt securities, and could result in credit rating agencies placing our credit ratings on negative outlook or downgrading our credit ratings.

Failure to maintain effective internal controls could have a material effect on our results of operations.

We have undertaken, or will undertake, a variety of initiatives to integrate, standardize, centralize, and streamline our operations with technology, including, but not limited to, an enterprise resource planning system and a customer information and billing system. There is a risk that we will not discover a material weakness, with either our current controls and processes or with the implementation of new controls and processes around these new technologies. Any failure to maintain effective internal controls could cause investors to lose confidence in the accuracy or completeness of our financial reports, restrict our access to the capital markets, or subject us to investigations by regulatory authorities.

Risks Related to the Operation of Our Business

Our operations are subject to risks arising from the reliability of our natural gas distribution facilities, natural gas infrastructure facilities, and other facilities.

Our financial performance depends on the successful operation of our natural gas distribution facilities. The operation of these facilities involves many risks, including operator error and the breakdown or failure of equipment or processes. Potential breakdown or failure may occur due to severe weather; catastrophic events (i.e., fires, earthquakes, explosions, tornadoes, floods, droughts, pandemic health events, etc.); transportation disruptions; accidents; employee labor disputes; construction delays or cost overruns; shortages of or delays in obtaining equipment, material, and/or labor; performance below expected levels; operating limitations that may be imposed by environmental or other regulatory requirements; terrorist attacks; or cyber security intrusions. Any of these events could lead to substantial financial losses.

Insurance, warranties, performance guarantees, or recovery through the regulatory process may not cover any or all of these lost revenues or increased expenses, which could adversely affect our results of operations and cash flows.

Our operations are subject to various conditions that can result in fluctuations in natural gas sales to customers, including customer growth and general economic conditions in our service area, varying weather conditions, and energy conservation efforts.

Our results of operations and cash flows are affected by the demand for natural gas, which can vary greatly based upon:

- *Fluctuations in customer growth and general economic conditions in our service area.* Customer growth and energy use can be negatively impacted by population declines as well as economic factors in our service territory, including workforce reductions, stagnant wage growth, changing levels of support from state and local government for economic development, business closings, and reductions in the level of business investment. Our natural gas operations are impacted by economic cycles and the competitiveness of the commercial and industrial customers we serve. Any economic downturn, disruption of financial markets, or reduced incentives by state government for economic development could adversely affect the financial condition of our customers and demand for their products or services. These risks could directly influence the demand for natural gas. We could also be exposed to greater risks of accounts receivable write-offs if customers are unable to pay their bills.
- *Weather conditions*. Demand for natural gas peaks in the winter heating season. As a result, our overall results may fluctuate substantially on a seasonal basis. In addition, milder temperatures during the winter heating season may result in lower revenues and net income.
- *Our customers' continued focus on energy conservation and ability to meet their own energy needs*. Our customers' use of natural gas has decreased as a result of continued individual conservation efforts, including the use of more energy efficient technologies. Customers could also voluntarily reduce their consumption of natural gas in response to decreases in their disposable income and increases in natural gas prices. Conservation of energy can be influenced by certain federal and state programs that are intended to influence how consumers use energy.

As part of our planning process, we estimate the impacts of changes in customer growth and general economic conditions, weather, and customer energy conservation efforts, but risks still remain. Any of these matters, as well as any regulatory delay in adjusting rates as a result of reduced sales from effective conservation measures or the adoption of new technologies, could adversely impact our results of operations and financial condition.

We are actively involved with several significant capital projects, which are subject to a number of risks and uncertainties that could adversely affect project costs and completion of construction projects.

Our business requires substantial capital expenditures for investments in, among other things, capital improvements to our natural gas distribution infrastructure and other projects.

Achieving the intended benefits of any large construction project is subject to many uncertainties, some of which we will have limited or no control over, that could adversely affect project costs and completion time. These risks include, but are not limited to, the ability to adhere to established budgets and time frames; the availability of labor or materials at estimated costs; the ability of contractors to perform under their contracts; strikes; adverse weather conditions; potential legal challenges; changes in applicable laws or regulations; other governmental actions; continued public and policymaker support for such projects; and events in the global economy. In addition, certain of these projects require the approval of the ICC. If construction of ICC-approved projects should materially and adversely deviate from the schedules, estimates, and projections on which the approval was based, the ICC may deem the additional capital costs as imprudent and disallow recovery of them through rates.

To the extent that delays occur, costs become unrecoverable, or we otherwise become unable to effectively manage and complete our capital projects, our results of operations, cash flows, and financial condition may be adversely affected.

Our operations are subject to risks beyond our control, including but not limited to, cyber security intrusions, terrorist attacks, acts of war, or unauthorized access to personally identifiable information.

We have been subject to attempted cyber attacks from time to time, but these attacks have not had a material impact on our system or business operations. Despite the implementation of security measures, all assets and systems are potentially vulnerable to disability, failures, or unauthorized access due to physical or cyber security intrusions caused by human error, vendor bugs, terrorist attacks, or other malicious acts. These threats against our natural gas distribution infrastructure, our information and technology systems, and network infrastructure, including that of third parties on which we rely, could result in a full or partial disruption of our ability to purchase or distribute natural gas or cause environmental repercussions. If our assets or systems were to fail, be physically damaged, or be breached, and were not recovered in a timely manner, we may be unable to perform critical business functions, and data, including sensitive information, could be compromised.

We operate in an industry that requires the use of sophisticated information technology systems and network infrastructure, which control an interconnected system of distribution and transmission systems shared with third parties. A successful physical or cyber security intrusion may occur despite our security measures or those that we require our vendors to take. Successful cyber security intrusions, including those targeting the electronic control systems used at our natural gas transmission and distribution systems, could disrupt our operations and result in loss of service to customers. These intrusions could result in additional maintenance expenses. The risk of such intrusions may also increase our capital and operating costs as a result of having to implement increased security measures for protection of our information technology and infrastructure.

Our continued efforts to integrate, consolidate, and streamline our operations with those of WEC Energy Group's other utilities have also resulted in increased reliance on current and recently completed projects for technology systems, including an enterprise resource planning system, a customer information and billing system, automated meter reading systems, and other similar technological tools and initiatives. We implement procedures to protect our systems, but we cannot guarantee that the procedures we have implemented to protect against unauthorized access to secured data and systems are adequate to safeguard against all security breaches. The failure of any of these or other similarly important technologies, or our inability to support, update, expand, and/or integrate these technologies with those of our affiliates could materially and adversely impact our operations, diminish customer confidence and our reputation, materially increase the costs we incur to protect against these risks, and subject us to possible financial liability or increased regulation or litigation.

Our business requires the collection and retention of personally identifiable information of our customers and employees, who expect that we will adequately protect such information. Security breaches may expose us to a risk of loss or misuse of confidential and proprietary information. A significant theft, loss, or fraudulent use of personally identifiable information may lead to potentially large costs to notify and protect the impacted persons, and/or could cause us to become subject to significant litigation, costs, liability, fines, or penalties, any of which could materially and adversely impact our results of operations as well as our reputation with customers and regulators, among others. In addition, we may be required to incur significant costs associated with governmental actions in response to such intrusions or to strengthen our information and electronic control systems. We may also need to obtain additional insurance coverage related to the threat of such intrusions.

Any operational disruption or environmental repercussions caused by these on-going threats to our assets and technology systems could result in a significant decrease in our revenues or significant reconstruction or remediation costs, which could materially and adversely affect our results of operations, financial condition, and cash flows. The costs of repairing damage to our facilities, operational disruptions, protecting personally identifiable information, and notifying impacted persons, as well as related legal claims, may also not be recoverable in rates, may exceed the insurance limits on our insurance policies, or, in some cases, may not be covered by insurance.

Transporting, distributing, and storing natural gas involves numerous risks that may result in accidents and other operating risks and costs.

Inherent in natural gas distribution activities are a variety of hazards and operational risks, such as leaks, accidental explosions, and mechanical problems, which could materially and adversely affect our results of operations, financial condition, and cash flows. In addition, these risks could result in serious injury to employees and non-employees, loss of human life, significant damage to property, environmental pollution, impairment of operations, and substantial losses to us. The location of natural gas pipelines and storage facilities near populated areas, including residential areas, commercial business centers, and industrial sites, could increase the level of damages resulting from these risks. These activities may subject us to litigation and/or administrative proceedings from time to time, which could result in substantial monetary judgments, fines, or penalties against us, or be resolved on unfavorable terms.

We may fail to attract and retain an appropriately qualified workforce.

We operate in an industry that requires many of our employees to possess unique technical skill sets. Events such as an aging workforce without appropriate replacements, the mismatch of skill sets to future needs, or the unavailability of contract resources may lead to operating challenges or increased costs. These operating challenges include lack of resources, loss of knowledge, and a lengthy time period associated with skill development. In addition, current and prospective employees may determine that they do not wish to work for us. Failure to hire and obtain replacement employees, including the ability to transfer significant internal historical knowledge and expertise to the new employees, may adversely affect our ability to manage and operate our business. If we are unable to successfully attract and retain an appropriately qualified workforce, our results of operations could be adversely affected.

Failure of our counterparties to meet their obligations, including obligations under natural gas supply and transportation agreements, could have an adverse impact on our results of operations.

We are exposed to the risk that counterparties to various arrangements who owe us money, natural gas, or other services will not be able to perform their obligations. Should the counterparties to these arrangements fail to perform, we may be required to replace the underlying commitment at current market prices or we may be unable to meet all of our customers' natural gas requirements unless or until alternative supply arrangements are put in place. In such event, we may incur losses, and our results of operations, financial position, or liquidity could be adversely affected.

We have entered into several natural gas supply and transportation agreements with non-affiliated companies, and continue to look for additional opportunities to enter into these agreements. Revenues are dependent on the continued performance by the counterparties of their obligations under the natural gas supply and transportation agreements. Although we have a comprehensive credit evaluation process and contractual protections, it is possible that one or more counterparties could fail to perform their obligations under these agreements. If this were to occur, we generally would expect that any operating and other costs that were initially allocated to a defaulting customer's natural gas supply or transportation agreement would be reallocated among our retail customers. To the extent these costs are not allowed to be reallocated by our regulators or there is any regulatory delay in adjusting rates, a customer default under these agreements could have a negative impact on our results of operations and cash flows.

Risks Related to Economic and Market Volatility

Our business is dependent on our ability to successfully access capital markets.

We rely on access to credit and capital markets to support our capital requirements, including expenditures for our utility infrastructure and to comply with future regulatory requirements, to the extent not satisfied by the cash flow generated by our operations. We have historically secured funds from a variety of sources, including the issuance of short-term and long-term debt securities. Successful implementation of our long-term business strategies, including capital investment, is dependent upon our, WEC Energy Group's, or PGL's ability to access the capital markets, including the banking and commercial paper markets, on competitive terms and rates.

Access to the credit and capital markets could be limited, or our cost of capital significantly increased, due to any of the following risks and uncertainties:

- A rating downgrade;
- An economic downturn or uncertainty;
- Prevailing market conditions and rules;
- Concerns over foreign economic conditions;
- Changes in tax policy;
- Changes in investment criteria of institutional investors;
- War or the threat of war; and
- The overall health and view of the utility and financial institution industries.

If any of these risks or uncertainties limit access to the credit and capital markets or significantly increase our cost of capital, it could limit our ability to implement, or increase the costs of implementing, our business plan, which, in turn, could materially and adversely affect our results of operations, cash flows, and financial condition.

A downgrade in our or WEC Energy Group's credit ratings could negatively affect our ability to access capital at reasonable costs and/or require the posting of collateral.

There are a number of factors that impact our or WEC Energy Group's credit ratings, including, but not limited to, capital structure, regulatory environment, the ability to cover liquidity requirements, and other requirements for capital. We or WEC Energy Group could experience a downgrade in ratings if the rating agencies determine that the level of business or financial risk of us or the utility industry has deteriorated. Changes in rating methodologies by the rating agencies could also have a negative impact on credit ratings.

Any downgrade by the rating agencies could:

- Require the payment of higher interest rates in future financings and possibly reduce the pool of creditors;
- Limit the availability of adequate credit support for our operations; and
- Trigger collateral requirements in various contracts.

See the risk factor titled "Changes in federal income tax policy may adversely affect our financial condition, results of operations, and cash flows, as well as our credit ratings" above for information about how the Tax Legislation could impact our credit ratings.

Fluctuating commodity prices could negatively impact our natural gas utility operations.

Our operating and liquidity requirements are impacted by changes in the forward and current market prices of natural gas. The cost of natural gas may increase because of disruptions in the supply of natural gas due to a curtailment in production or distribution, international market conditions, the demand for natural gas, and the availability of shale gas and potential regulations affecting its accessibility. We receive dollar-for-dollar recovery of prudently incurred natural gas costs from our natural gas customers.

Changes in commodity prices could result in:

- Higher working capital requirements, particularly related to natural gas inventory, accounts receivable, and cash collateral postings;
- Reduced profitability to the extent that lower revenues, increased bad debt, and interest expense are not recovered through rates;
- Higher rates charged to our customers, which could impact our competitive position; and
- Reduced demand for natural gas, which could impact revenues and operating expenses.

The use of derivative contracts could result in financial losses.

We use derivative instruments such as swaps, options, futures, and forwards to manage commodity price exposure. We could recognize financial losses as a result of volatility in the market value of these contracts or if a counterparty fails to perform. These risks are managed through risk management policies, which might not work as planned and cannot entirely eliminate the risks associated with these activities. In addition, although our hedging program must be approved by the ICC, derivative contracts entered into for hedging purposes might not offset the underlying exposure being hedged as expected, resulting in financial losses. In the absence of actively quoted market prices and pricing information from external sources, the value of these financial instruments can involve management's judgment or use of estimates. Changes in the underlying assumptions or use of alternative valuation methods could affect the reported fair value of these contracts.

We may experience poor investment performance of benefit plan holdings due to changes in assumptions and market conditions.

We have significant obligations related to pension and OPEB plans. If WEC Energy Group is unable to successfully manage our benefit plan assets and medical costs, our cash flows, financial condition, or results of operations could be adversely impacted. Our cost of providing these plans is dependent upon a number of factors, including actual plan experience, changes made to the plans, and assumptions concerning the future. Types of assumptions include earnings on plan assets, discount rates, the level of interest rates used to measure the required minimum funding levels of the plans, future government regulation, estimated withdrawals by retirees, and our required or voluntary contributions to the plans. Plan assets are subject to market fluctuations and may yield returns that fall below projected return rates. In addition, medical costs for both active and retired employees may increase at a rate that is significantly higher than we currently anticipate. Our funding requirements could be impacted by a decline in the market value of plan assets, changes in interest rates, changes in demographics (including the number of retirements), or changes in life expectancy assumptions.

We may be unable to obtain insurance on acceptable terms or at all, and the insurance coverage we do obtain may not provide protection against all significant losses.

Our ability to obtain insurance, as well as the cost and coverage of such insurance, could be affected by developments affecting our business; international, national, state, or local events; and the financial condition of insurers and our contractors that are required to acquire and maintain insurance for our benefit. Insurance coverage may not continue to be available at all or at rates or terms similar to those presently available to us. In addition, our insurance may not be sufficient or effective under all circumstances and against all hazards or liabilities to which we may be subject. Any losses for which we are not fully insured or that are not covered by insurance at all could materially adversely affect our results of operations, cash flows, and financial position.

PROPERTIES

Most of our principal properties, other than mains, services, meters, and regulators are located on property owned in fee. Substantially all natural gas mains are located under public streets, alleys, and highways, or under property owned by others under grants of easements. Meters and house regulators in use and a portion of services are located on the premises being served. Certain portions of the transmission system are located on land held pursuant to easements or permits.

Natural Gas Facilities

At December 31, 2018, the majority of our natural gas properties were located in Illinois and consisted of the following:

- Approximately 2,400 miles of natural gas distribution mains,
- Approximately 30 miles of natural gas transmission mains located in Illinois and Wisconsin,
- Approximately 145,000 natural gas lateral services,
- 6 natural gas distribution and transmission gate stations, and
- A peak-shaving facility that can store the equivalent of approximately 80 MDth in liquefied petroleum gas located in Illinois.

We also own office buildings, natural gas regulating and metering stations, and major service centers, including garage and warehouse facilities, in certain communities we serve. Where distribution lines and services, and natural gas distribution mains and services occupy private property, we have in some, but not all instances, obtained consents, permits, or easements for these installations from the apparent owners or those in possession of those properties, generally without an examination of ownership records or title.

General

Substantially all of our properties are subject to the lien of our mortgage indenture for the benefit of bondholders.

NORTH SHORE GAS COMPANY
COMPARATIVE FINANCIAL DATA AND OTHER STATISTICS

As of or for Year Ended December 31 *(in millions)*	2018	2017	2016	2015	2014
Operating revenues	**$ 191.6**	$ 186.1	$ 173.3	$ 194.6	$ 286.8
Net income	**14.7**	13.4	13.5	12.7	11.1
Total assets	**575.6**	522.7	490.2	457.4	466.6
Long-term debt (excluding current portion)	**131.0**	81.5	81.5	81.5	81.4

CORPORATE DEVELOPMENTS

Introduction

We are a natural gas utility and an indirect wholly owned subsidiary of WEC Energy Group. We purchase, store, distribute, sell, and transport natural gas to customers in the northern suburbs of Chicago, Illinois.

Corporate Strategy

Our goal is to continue to create long-term value for customers and shareholders by focusing on the fundamentals of our business: reliability; operating efficiency; financial discipline; customer care; and safety.

Reliability

We plan to continue making capital investments to further strengthen the reliability of our natural gas distribution network.

Operating Efficiency

We continually look for ways to optimize the operating efficiency of our company.

WEC Energy Group continues to focus on integrating and improving business processes and consolidating its information technology infrastructure across all of its companies. We expect these efforts to continue to drive operational efficiency and to put us in position to effectively support plans for future growth.

Financial Discipline

A strong adherence to financial discipline is essential to earning our authorized ROE and maintaining a strong balance sheet, stable cash flows, and quality credit ratings.

We follow an asset management strategy that focuses on investing in and acquiring assets consistent with our strategic plans, as well as disposing of assets, including property, plant, and equipment, that are no longer performing as intended, or have an unacceptable risk profile.

Exceptional Customer Care

Our approach is driven by an intense focus on delivering exceptional customer care every day. We strive to provide the best value for our customers by embracing constructive change, demonstrating personal responsibility for results, leveraging our capabilities and expertise, and using creative solutions to meet or exceed our customers’ expectations.

One example of how we obtain feedback from our customers is through our "We Care" calls, where our employees contact customers after a completed service call. Customer satisfaction is a priority, and making "We Care" calls is one of the main methods we use to gauge our performance to improve customer satisfaction.

Safety

We have a long-standing commitment to both workplace and public safety, and under our "Target Zero" mission, we have an ultimate goal of zero incidents, accidents, and injuries. We also set goals around injury-prevention activities that raise awareness and facilitate conversations about employee safety. Our corporate safety program provides a forum for addressing employee concerns, training employees and contractors on current safety standards, and recognizing those who demonstrate a safety focus.

RESULTS OF OPERATIONS

Earnings

Our earnings for the years ended December 31, 2018, 2017, and 2016 were $14.7 million, $13.4 million, and $13.5 million, respectively. See below for information on the year-over-year changes in our earnings.

Non-GAAP Financial Measure

The discussion below addresses the operating income contribution of our natural gas utility segment and includes financial information prepared in accordance with GAAP, as well as natural gas margins, which are not a measure of financial performance under GAAP. Natural gas margin (natural gas revenues less cost of natural gas sold) is a non-GAAP financial measure because it excludes other operation and maintenance expense, depreciation and amortization, and property and revenue taxes.

We believe that natural gas margins provide a useful basis for evaluating utility operations since prudently incurred natural gas costs are passed through to customers in current rates. As a result, management uses natural gas margins internally when assessing the operating performance of our natural gas utility segment as this measure excludes the majority of revenue fluctuations caused by changes in these expenses. Similarly, the presentation of natural gas margins herein is intended to provide supplemental information for investors regarding our operating performance.

Our natural gas margins may not be comparable to similar measures presented by other companies. Furthermore, this measure is not intended to replace operating income as determined in accordance with GAAP as an indicator of our segment operating performance. Our natural gas utility segment operating income for the three years ended December 31, 2018, 2017, and 2016, was $24.4 million, $26.7 million, and $27.6 million, respectively. The operating income discussion below includes a table that provides the calculation of natural gas margins, along with a reconciliation to natural gas utility segment operating income.

Natural Gas Utility Segment Contribution to Operating Income

Since the majority of our customers use natural gas for heating, operating income is sensitive to weather and is generally higher during the winter months.

	Year Ended December 31		
(in millions)	**2018**	**2017**	**2016**
Operating revenues	**$ 191.6**	$ 186.1	$ 173.3
Cost of natural gas	**98.6**	91.0	78.6
Total natural gas margins	**93.0**	95.1	94.7
Other operation and maintenance	**50.3**	51.2	52.7
Depreciation and amortization	**16.4**	14.7	12.5
Property and revenue taxes	**1.9**	2.5	1.9
Operating income	**$ 24.4**	$ 26.7	$ 27.6

The following table shows a breakdown of other operation and maintenance:

	Year Ended December 31		
(in millions)	**2018**	**2017**	**2016**
Operation and maintenance not included in the line items below	**$ 42.9**	$ 42.8	$ 44.8
Riders *	**7.5**	8.0	7.2
Regulatory amortizations *	**(0.3)**	0.2	0.7
Other	**0.2**	0.2	—
Total other operation and maintenance	**$ 50.3**	$ 51.2	$ 52.7

* These riders and regulatory amortizations are substantially offset in margins and therefore do not have a significant impact on operating income.

The following tables provide information on delivered volumes by customer class and weather statistics:

	Therms *(in millions)*		
Natural Gas Sales Volumes	**2018**	**2017**	**2016**
Customer Class			
Residential	**189.0**	159.6	163.8
Commercial and industrial	**43.9**	35.2	37.8
Total retail	**232.9**	194.8	201.6
Transport	**139.6**	138.3	133.3
Total sales in therms	**372.5**	333.1	334.9

	Degree Days		
Weather *	**2018**	**2017**	**2016**
Heating (6,059 Normal)	**6,327**	5,470	5,713

* Normal heating degree days are based on a 12-year moving average of monthly temperatures from Chicago's O'Hare Airport.

2018 Compared with 2017

Natural Gas Utility Margins

Natural gas utility segment margins, net of the $0.5 million impact of the riders referenced in the table above, decreased $1.6 million during 2018, compared with 2017. This decrease in margins was primarily related to savings from the Tax Legislation that we are required to return to customers through the VITA. See Note 11, Income Taxes, and Note 18, Regulatory Environment, for more information.

Operating Income

Operating income at the natural gas utility segment decreased $2.3 million during 2018, compared with 2017. This decrease was driven by the $1.6 million decrease in margins discussed above and a $0.7 million increase in operating expenses (which include other operation and maintenance, depreciation and amortization, and property and revenues taxes), net of the $0.5 million impact of the riders referenced in the table above. The increase in operating expenses was primarily driven by an increase in natural gas maintenance costs related to our distribution system.

2017 Compared with 2016

Operating Income

Operating income at the natural gas utility segment decreased $0.9 million during 2017, compared with 2016. This decrease was due to a $0.4 million decrease in margins discussed above and a $0.5 million increase in operating expenses (which include other operation and maintenance, depreciation and amortization, and property and revenues taxes), net of the $0.8 million impact of the riders referenced in the table above.

The significant factors impacting the increase in operating expenses during 2017, compared to 2016, were:

- A $2.5 million increase in natural gas distribution expenses, driven by increased repair activity in 2017.
- A $2.2 million increase in depreciation and amortization expense, primarily related to the transfer of an information technology project to us in 2017. This information technology project was created to improve the billing, call center, and credit collection functions of certain WEC Energy Group subsidiaries.

These increases were partially offset by:

- A $3.1 million decrease in expenses related to the information technology project completed in 2016 to improve certain functions of some WEC Energy Group subsidiaries. Lower expenses were due in part to a decrease in asset usage charges from WBS, driven

by the transfer of this project from WBS to certain WEC Energy Group subsidiaries, including us, during 2017. The portion of these lower expenses related to the transfer are offset through higher depreciation and amortization, discussed above.

- A $1.0 million decrease in benefit related expenses driven by lower pension costs.

Other Expense

(in millions)	Year Ended December 31 2018	2017	2016
Other expense, net	**$ 0.2**	$ 0.4	$ 0.9
Interest expense	**4.7**	4.0	3.7
Other expense	**$ 4.9**	$ 4.4	$ 4.6

Income Tax Expense

	Year Ended December 31 2018	2017	2016
Effective Tax Rate	**24.6%**	39.9%	41.3%

2018 Compared with 2017

Our effective tax rate was 24.6% in 2018 compared to 39.9% in 2017. This decrease in our effective tax rate was primarily due to the impact of the Tax Legislation. See Note 11, Income Taxes, and Note 18, Regulatory Environment, for more information.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

The following table summarizes our cash flows during the years ended December 31:

(in millions)	2018	2017	2016	Change in 2018 Over 2017	Change in 2017 Over 2016
Cash provided by (used in):					
Operating activities	**$ 50.4**	$ 26.4	$ 22.9	$ 24.0	$ 3.5
Investing activities	**(67.1)**	(39.1)	(29.7)	(28.0)	(9.4)
Financing activities	**17.3**	12.6	6.9	4.7	5.7

Operating Activities

2018 Compared with 2017

Net cash provided by operating activities increased $24.0 million during 2018, compared with 2017, driven by:

- A $15.0 million increase in cash related to higher overall collections from customers, primarily due to favorable weather during 2018, compared with 2017.
- A $5.2 million increase in cash resulting from lower payments for natural gas in 2018, compared with 2017, primarily due to lower commodity prices. The average per-unit cost of natural gas sold decreased 10.5% during 2018, compared with 2017.
- A $4.3 million increase in cash from lower payments for other operation and maintenance expenses. Our payments to suppliers, vendors, and affiliates related to accounts payable were lower during 2018, compared with 2017.

2017 Compared with 2016

Net cash provided by operating activities increased $3.5 million during 2017, compared with 2016, driven by a $17.4 million increase in cash related to higher overall collections from customers. Collections from customers increased primarily because of higher commodity prices. The average per-unit cost of natural gas sold increased 20.7% during 2017, compared with 2016. This increase in

net cash provided by operating activities was partially offset by a $13.2 million decrease in cash resulting from higher payments for natural gas in 2017, compared with 2016, primarily due to higher commodity prices.

Investing Activities

2018 Compared with 2017

Net cash used in investing activities increased $28.0 million during 2018, compared with 2017, driven by an increase in cash paid for capital expenditures, which is discussed in more detail below.

2017 Compared with 2016

Net cash used in investing activities increased $9.4 million during 2017, compared with 2016, driven by an increase in cash paid for capital expenditures, which is discussed in more detail below.

Capital Expenditures

Capital expenditures for the years ended December 31 were as follows:

(in millions)	2018	2017	2016	Change in 2018 Over 2017	Change in 2017 Over 2016
Capital expenditures	**$ 63.8**	$ 34.7	$ 23.0	$ 29.1	$ 11.7

2018 Compared with 2017

The increase in cash paid for capital expenditures during 2018, compared with 2017, was primarily driven by upgrades to our natural gas distribution system.

2017 Compared with 2016

The increase in cash paid for capital expenditures during 2017, compared with 2016, was primarily driven by upgrades to our natural gas distribution system mains and services.

Financing Activities

2018 Compared with 2017

Net cash provided by financing activities increased $4.7 million during 2018, compared with 2017, driven by:

- The issuance of $50.0 million of long-term debt during 2018.
- A $10.0 million increase in cash related to the payment of dividends to our parent, PELLC, during 2017. We did not pay any dividends to PELLC during 2018.
- A $5.0 million increase in cash due to an equity contribution received from our parent, PELLC, during 2018.

These increases in net cash provided by financing activities were partially offset by a $59.8 million net decrease in cash related to our short-term debt with PGL and Integrys. We made net repayments of $37.2 million to PGL and Integrys in 2018, and we received net borrowings of $22.6 million from PGL and Integrys during 2017.

2017 Compared with 2016

Net cash provided by financing activities increased $5.7 million during 2017, compared with 2016, driven by an $11.2 million increase in net borrowings from PGL and Integrys related to our short-term debt. This increase was partially offset by an $8.0 million decrease in cash related to an equity contribution received from our parent, PELLC, during 2016.

Significant Financing Activities

For more information on our financing activities, see Note 9, Short-Term Debt to Related Parties, and Note 10, Long-Term Debt.

Capital Resources and Requirements

Liquidity

We anticipate meeting our capital requirements for our existing operations through internally generated funds (net of forecasted dividend payments to our parent), debt financings, borrowings from PGL and Integrys, and equity contributions from our parent.

We currently believe that we have adequate capacity to fund our operations for the foreseeable future through our existing borrowing arrangements, and internally generated cash. We have the ability to borrow up to $50.0 million from Integrys and up to $50.0 million from PGL. At December 31, 2018, we had $25.6 million of borrowings outstanding with PGL and none with Integrys. See Note 9, Short-Term Debt to Related Parties, for more information about our short-term credit agreements.

We currently have access to the capital markets and have been able to generate funds internally and externally to meet our capital requirements. Our ability to attract the necessary financial capital at reasonable terms is critical to our overall strategic plan. We currently believe that we have adequate capacity to fund our operations for the foreseeable future through our existing borrowing arrangements, access to capital markets, and internally generated cash.

At December 31, 2018, we were in compliance with all covenants related to outstanding long-term debt. We expect to be in compliance with all such debt covenants for the foreseeable future. See Note 10, Long-Term Debt, for more information on our long-term debt agreements.

Working Capital

As of December 31, 2018, our current liabilities exceeded our current assets by $14.1 million, as we are subject to variations in working capital throughout the year as a result of seasonal changes in weather. This is related to the seasonality of natural gas revenues, which are generally collected from January through June. Due to the use of short-term debt as a funding mechanism, we do not expect this to have any impact on our liquidity since we believe our ability to borrow from PGL and Integrys will be sufficient to fund ongoing operations, to the extent necessary. We also believe that we can access the capital markets to finance our construction programs, if necessary.

Credit Rating Risk

We do not have any credit agreements that would require material changes in payment schedules or terminations as a result of a credit rating downgrade. We have certain agreements in the form of commodity contracts that, in the event of a credit rating downgrade, could result in a reduction of our unsecured credit granted by counterparties.

In addition, access to capital markets at a reasonable cost is determined in large part by credit quality. Any credit ratings downgrade could impact our ability to access capital markets.

Subject to other factors affecting the credit markets as a whole, we believe our current ratings should provide a significant degree of flexibility in obtaining funds on competitive terms. However, these security ratings reflect the views of the rating agency only. An explanation of the significance of these ratings may be obtained from the rating agency. Such ratings are not a recommendation to buy, sell, or hold securities. Any rating can be revised upward or downward or withdrawn at any time by a rating agency.

If we are unable to successfully take actions to manage any adverse impacts of the Tax Legislation, or if additional interpretations, regulations, amendments or technical corrections exacerbate the adverse impacts of the Tax Legislation, the legislation could result in credit rating agencies placing our credit ratings on negative outlook or downgrading our credit ratings. Any such actions by credit rating agencies may make it more difficult and costly for us to issue future debt securities and certain other types of financing.

Capital Requirements

Contractual Obligations

The following table shows our contractual obligations as of December 31, 2018:

		Payments Due By Period			
(in millions)	Total Amounts Committed	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt obligations [1]	$ 211.0	$ 5.0	$ 10.1	$ 10.1	$ 185.8
Natural gas supply and transportation purchase obligations [2]	57.7	28.1	28.3	1.3	—
Purchase orders [3]	3.9	1.9	2.0	—	—
Pension and OPEB funding obligations [4]	3.0	—	3.0	—	—
Total contractual obligations	$ 275.6	$ 35.0	$ 43.4	$ 11.4	$ 185.8

(1) Principal and interest payments on long-term debt. We record all principal obligations on the balance sheet.

(2) Natural gas supply and transportation purchase obligations under various contracts for the procurement of gas supply and associated transportation related to utility operations.

(3) Purchase obligations related to normal business operations.

(4) Obligations for pension and OPEB benefit plans cannot reasonably be estimated beyond 2021.

The table above does not reflect estimated future payments related to the manufactured gas plant remediation liability of $39.7 million at December 31, 2018, as the amount and timing of payments are uncertain. We expect to incur costs annually to remediate these sites. See Note 16, Commitments and Contingencies, for more information about environmental liabilities.

AROs in the amount of $19.7 million are not included in the above table. Settlement of these liabilities cannot be determined with certainty, but we believe the majority of these liabilities will be settled in more than five years. See Note 6, Asset Retirement Obligations, for more information.

Obligations for utility operations have historically been included as part of the rate-making process and therefore are generally recoverable from customers.

Capital Expenditures and Significant Capital Projects

We have several capital projects that will require significant capital expenditures over the next three years and beyond. All projected capital requirements are subject to periodic review and may vary significantly from estimates, depending on a number of factors. These factors include environmental requirements, regulatory restraints and requirements, impacts from the Tax Legislation, additional changes in tax laws and regulations, acquisition and development opportunities, market volatility, and economic trends. Our estimated capital expenditures for the next three years are as follows:

(in millions)	
2019	$ 59.1
2020	28.6
2021	50.8
Total	$ 138.5

The majority of spending consists of upgrading our natural gas pipe distribution system.

Common Stock Matters

For information related to our common stock matters, see Note 7, Common Equity.

Investments in Outside Trusts

We use outside trusts to fund our pension and certain OPEB obligations. These trusts had investments of approximately $51 million as of December 31, 2018. These trusts hold investments that are subject to the volatility of the stock market and interest rates. We did not contribute to our pension or OPEB plans in 2018, 2017 and 2016. Future contributions to the plans will be dependent upon many factors, including the performance of existing plan assets and long-term discount rates. For additional information, see Note 14, Employee Benefits.

FACTORS AFFECTING RESULTS, LIQUIDITY, AND CAPITAL RESOURCES

Market Risks and Other Significant Risks

We are exposed to market and other significant risks as a result of the nature of our business and the environment in which we operate. These risks, described in further detail below, include but are not limited to:

Regulatory Recovery

We account for our regulated operations in accordance with accounting guidance under the Regulated Operations Topic of the FASB ASC (Topic 980). Our rates are determined by the ICC. See Business – C. Regulation for more information.

Regulated entities are allowed to defer certain costs that would otherwise be charged to expense if the regulated entity believes the recovery of those costs is probable. We record regulatory assets pursuant to specific orders or by a generic order issued by the ICC. Recovery of the deferred costs in future rates is subject to the review and approval of the ICC. We assume the risks and benefits of ultimate recovery of these items in future rates. If the recovery of the deferred costs, including those referenced below, is not approved by the ICC, the costs would be charged to income in the current period. In general, our regulatory assets are recovered over a period of between one to three years. The ICC can impose liabilities on a prospective basis for amounts previously collected from customers and for amounts that are expected to be refunded to customers. We record these items as regulatory liabilities. As of December 31, 2018, our regulatory assets were $64.7 million, and our regulatory liabilities were $69.7 million.

In December 2017, we deferred for return to ratepayers, through future refunds, bill credits, or riders, the estimated tax benefit of $47 million related to the Tax Legislation that was signed into law in December 2017. This tax benefit resulted from the revaluation of deferred taxes. The ICC has approved the VITA to refund these tax benefits to ratepayers. See Note 18, Regulatory Environment, for more information.

We expect to request or have requested recovery of the costs related to the following project discussed in our recent rate proceedings and orders:

- Prior to its acquisition by WEC Energy Group, Integrys initiated an information technology project with the goal of improving the customer experience at its subsidiaries, including us. Specifically, the project is expected to provide functional and technological benefits to the billing, call center, and credit collection functions. As of December 31, 2018, we had not received any significant disallowances of the costs incurred for this project. We will be required to obtain approval for the recovery of costs incurred through the completion of this long-term project.

See Note 18, Regulatory Environment, for more information regarding our recent rate proceedings and orders.

Natural Gas Costs

In the normal course of providing natural gas utility service, we are subject to market fluctuations in the costs of natural gas. We manage our natural gas supply costs through a portfolio of short and long-term procurement contracts with various suppliers for the purchase of natural gas. In addition, we manage the risk of price volatility through natural gas hedging programs.

Embedded within our utility rates are amounts to recover natural gas costs. We have a GCRM in place that allows us to recover or refund all or a portion of the changes in prudently incurred natural gas costs from rate case-approved amounts.

Higher natural gas costs can increase our working capital requirements, result in higher gross receipts taxes, and lead to increased energy efficiency investments by our customers to reduce utility usage. Higher natural gas costs combined with slower economic

conditions also expose us to greater risks of accounts receivable write-offs as more customers are unable to pay their bills. See Note 1(d), Operating Revenues, for more information on our rider that allows for cost recovery or refund of uncollectible expense.

Weather

Our utility rates are based upon estimated normal temperatures. Our natural gas utility margins are unfavorably sensitive to above normal temperatures during the winter heating season. We have a decoupling mechanism in place that helps reduce the impacts of weather. Our decoupling mechanism allows us to recover or refund certain differences between actual and authorized margins. A summary of actual weather information in our service territory during 2018, 2017, and 2016, as measured by degree days, may be found in Results of Operations.

Marketable Securities Return

We use various trusts to fund our pension and OPEB obligations. These trusts invest in debt and equity securities. Changes in the market prices of these assets can affect future pension and OPEB expenses. Additionally, future contributions can also be affected by the investment returns on trust fund assets. We believe that the financial risks associated with investment returns would be partially mitigated through future rate actions by the ICC.

The fair value of our trust fund assets and expected long-term returns were approximately:

(in millions)	As of December 31, 2018	Expected Return on Assets in 2019
Pension trust funds	**$ 30.8**	7.25%
OPEB trust funds	**$ 19.9**	7.25%

Fiduciary oversight of the pension and OPEB trust fund investments is the responsibility of an Investment Trust Policy Committee. The Committee works with external actuaries and investment consultants on an ongoing basis to establish and monitor investment strategies and target asset allocations. Forecasted cash flows for plan liabilities are regularly updated based on annual valuation results. Target asset allocations are determined utilizing projected benefit payment cash flows and risk analyses of appropriate investments. The targeted asset allocations are intended to reduce risk, provide long-term financial stability for the plans, and maintain funded levels which meet long-term plan obligations while preserving sufficient liquidity for near-term benefit payments. Investment strategies utilize a wide diversification of asset types and qualified external investment managers.

WEC Energy Group consults with its investment advisors on an annual basis to help us forecast expected long-term returns on plan assets by reviewing actual historical returns and calculating expected total trust returns using the weighted-average of long-term market returns for each of the major target asset categories utilized in the funds.

Economic Conditions

We have natural gas utility operations that serve customers in Illinois. As such, we are exposed to market risks in the regional Midwest economy. In addition, any economic downturn or disruption of national or international markets could adversely affect the financial condition of our customers and demand for their products, which could affect their demand for our services.

Inflation

We continue to monitor the impact of inflation, especially with respect to the costs of medical plans, construction costs, and regulatory and environmental compliance in order to minimize its effects in future years through pricing strategies, productivity improvements, and cost reductions. We do not believe the impact of general inflation will have a material impact on our future results of operations.

For additional information concerning risk factors, including market risks, see the Cautionary Statement Regarding Forward-Looking Information at the beginning of this report and Risk Factors.

Competitive Markets

Since 2002, we have provided our customers with the option to choose an alternative retail natural gas supplier. We are not required by the ICC or state law to make this option available to customers, but since this option is currently provided to our customers, we would need ICC approval to eliminate it.

We offer natural gas transportation services to our customers that elect to purchase natural gas from an alternative retail natural gas supplier. Since these transportation customers continue to use our distribution systems to transport natural gas to their facilities, we earn distribution revenues from them. As such, there is little impact on our net income from customers purchasing natural gas from an alternative retail natural gas supplier as natural gas costs are passed through to customers in rates on a one-for-one basis.

Environmental Matters

See Note 16, Commitments and Contingencies, for a discussion of certain environmental matters affecting us, including rules and regulations relating to air quality and land quality.

Other Matters

Tax Cuts and Jobs Act of 2017

In December 2017, the Tax Legislation was signed into law. The ICC has approved the VITA to refund the tax benefits from the Tax Legislation to our ratepayers. See Note 18, Regulatory Environment, for more information.

Bonus Depreciation Provisions

Bonus depreciation is an additional amount of first-year tax deductible depreciation that is awarded above what would normally be available. The bonus depreciation deduction available for public utility property subject to rate-making by a government entity or public utility commission was modified by the Tax Legislation signed into law on December 22, 2017. Based on the provisions of the Tax Legislation, bonus depreciation can no longer be deducted for public utility property acquired and placed in service after December 31, 2017.

Critical Accounting Policies and Estimates

Preparation of financial statements and related disclosures in compliance with GAAP requires the application of appropriate technical accounting rules and guidance, as well as the use of estimates. The application of these policies necessarily involves judgments regarding future events, including the likelihood of success of particular projects, legal and regulatory challenges, and anticipated recovery of costs. These judgments, in and of themselves, could materially impact the financial statements and disclosures based on varying assumptions. In addition, the financial and operating environment may also have a significant effect, not only on the operation of our business, but on our results reported through the application of accounting measures used in preparing the financial statements and related disclosures, even if the nature of the accounting policies applied have not changed.

The following is a list of accounting policies that are most significant to the portrayal of our financial condition and results of operations and that require management's most difficult, subjective, or complex judgments.

Pension and Other Postretirement Employee Benefits

The costs of providing non-contributory defined pension benefits and OPEB, described in Note 14, Employee Benefits, are dependent on numerous factors resulting from actual plan experience and assumptions of future experience.

Pension and OPEB costs are impacted by actual employee demographics (including age, compensation levels, and employment periods), the level of contributions made to the plans, and earnings on plan assets. Pension and OPEB costs may also be significantly affected by changes in key actuarial assumptions, including anticipated rates of return on plan assets, mortality and discount rates, and expected health care cost trends. Changes made to the plan provisions may also impact current and future pension and OPEB costs.

Pension and OPEB plan assets are primarily made up of equity and fixed income investments. Fluctuations in actual equity and fixed income market returns, as well as changes in general interest rates, may result in increased or decreased benefit costs in future periods. We believe that such changes in costs would be recovered or refunded through the rate-making process.

The following table shows how a given change in certain actuarial assumptions would impact the projected benefit obligation and the reported net periodic pension cost. Each factor below reflects an evaluation of the change based on a change in that assumption only.

Actuarial Assumption *(in millions, except percentages)*	**Percentage-Point Change in Assumption**	**Impact on Projected Benefit Obligation**	**Impact on 2018 Pension Cost**
Discount rate	(0.5)	$ 4.8	$ 1.0
Discount rate	0.5	(4.3)	(0.6)
Rate of return on plan assets	(0.5)	N/A	0.2
Rate of return on plan assets	0.5	N/A	(0.2)

The following table shows how a given change in certain actuarial assumptions would impact the accumulated OPEB obligation and the reported net periodic OPEB cost. Each factor below reflects an evaluation of the change based on a change in that assumption only.

Actuarial Assumption *(in millions, except percentages)*	**Percentage-Point Change in Assumption**	**Impact on Postretirement Benefit Obligation**	**Impact on 2018 Postretirement Benefit Cost**
Discount rate	(0.5)	$ 0.7	$ 0.1
Discount rate	0.5	(0.6)	(0.1)
Health care cost trend rate	(0.5)	(0.5)	(0.2)
Health care cost trend rate	0.5	0.5	0.2
Rate of return on plan assets	(0.5)	N/A	0.1
Rate of return on plan assets	0.5	N/A	(0.1)

The discount rates are selected based on hypothetical bond portfolios consisting of noncallable (or callable with make-whole provisions), noncollateralized, high-quality corporate bonds across the full maturity spectrum. The bonds are generally rated "Aa" with a minimum amount outstanding of $50.0 million. From the hypothetical bond portfolios, a single rate is determined that equates the market value of the bonds purchased to the discounted value of the plans' expected future benefit payments.

We establish our expected return on asset assumption based on consideration of historical and projected asset class returns, as well as the target allocations of the benefit trust portfolios. The assumed long-term rate of return on pension plan assets was 7.25% in 2018, 2017, and 2016. The actual rate of return on pension plan assets, net of fees, was (5.9)%, 16.3%, and 8.8% in 2018, 2017, and 2016, respectively.

In selecting assumed health care cost trend rates, past performance and forecasts of health care costs are considered. For more information on health care cost trend rates and a table showing future payments that we expect to make for our pension and OPEB, see Note 14, Employee Benefits.

Regulatory Accounting

We follow the guidance under the Regulated Operations Topic of the FASB ASC (Topic 980). Our financial statements reflect the effects of the rate-making principles followed by the ICC. Certain items that would otherwise be immediately recognized as revenues and expenses are deferred as regulatory assets and regulatory liabilities for future recovery or refund to customers, as authorized by the ICC.

Future recovery of regulatory assets is not assured and is generally subject to review by the ICC in rate proceedings for matters such as prudence and reasonableness. Once approved, the regulatory assets and liabilities are amortized into earnings over the rate recovery period. If recovery or refund of costs is not approved or is no longer considered probable, these regulatory assets or liabilities are recognized in current period earnings. Management regularly assesses whether these regulatory assets and liabilities are probable of future recovery or refund by considering factors such as changes in the regulatory environment, earnings from our natural gas utility operations, and the status of any pending or potential deregulation legislation.

The application of the Regulated Operations Topic of the FASB ASC would be discontinued if all or a separable portion of our utility operations no longer met the criteria for application. Our regulatory assets and liabilities would be written off to income as an unusual or infrequently occurring item in the period in which discontinuation occurred. As of December 31, 2018, we had $64.7 million in regulatory assets and $69.7 million in regulatory liabilities. See Note 4, Regulatory Assets and Liabilities, for more information.

Unbilled Revenues

We record utility operating revenues when natural gas is delivered to our customers. However, the determination of natural gas sales to individual customers is based upon the reading of their meters, which occurs on a systematic basis throughout the month. At the end of each month, amounts of natural gas delivered to customers since the date of their last meter reading are estimated and corresponding unbilled revenues are calculated. This unbilled revenue is estimated each month based upon throughput volumes, recorded sales, estimated customer usage by class, weather factors, and applicable customer rates. Significant fluctuations in natural gas demand for the unbilled period or changes in the composition of customer classes could impact the accuracy of the unbilled revenue estimate. Total utility operating revenues during 2018 of $191.6 million included unbilled revenues of $16.2 million as of December 31, 2018.

Income Tax Expense

We are required to estimate income taxes for federal and the state of Illinois as part of the process of preparing financial statements. This process involves estimating current income tax liabilities together with assessing temporary differences resulting from differing treatment of items, such as depreciation, for income tax and accounting purposes. These differences result in deferred income tax assets and liabilities, which are included within our balance sheets. We also assess the likelihood that our deferred income tax assets will be recovered through future taxable income. To the extent we believe that realization is not likely, we establish a valuation allowance, which is offset by an adjustment to income tax expense in our income statements.

Uncertainty associated with the application of tax statutes and regulations and the outcomes of tax audits and appeals requires that judgments and estimates be made in the accrual process and in the calculation of effective tax rates. Only income tax benefits that meet the "more likely than not" recognition threshold may be recognized or continue to be recognized. Unrecognized tax benefits are re-evaluated quarterly and changes are recorded based on new information, including the issuance of relevant guidance by the courts or tax authorities and developments occurring in the examinations of our tax returns.

Significant management judgment is required in determining our provision for income taxes, deferred income tax assets and liabilities, the liability for unrecognized tax benefits, and any valuation allowance recorded against deferred income tax assets. The assumptions involved are supported by historical data, reasonable projections, and interpretations of applicable tax laws and regulations for federal and the state of Illinois. Significant changes in these assumptions could have a material impact on our financial condition and results of operations. See Note 1(k), Income Taxes, and Note 11, Income Taxes, for a discussion of accounting for income taxes.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See Management's Discussion and Analysis of Financial Condition and Results of Operations – Factors Affecting Results, Liquidity, and Capital Resources – Market Risks and Other Significant Risks, as well as Note 1(l), Fair Value Measurements, and Note 1(m), Derivative Instruments, for information concerning potential market risks to which we are exposed.

FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

A. INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholder of North Shore Gas Company:

Milwaukee, Wisconsin

We have audited the accompanying financial statements of North Shore Gas Company (the "Company"), which comprise the balance sheets and statements of capitalization as of December 31, 2018 and 2017, and the related income statements, statements of equity, and statements of cash flows for the three years ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of North Shore Gas Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for the three years ended December 31, 2018, in accordance with accounting principles generally accepted in the United States of America.

/s/ DELOITTE & TOUCHE LLP

Milwaukee, Wisconsin
March 26, 2019

NORTH SHORE GAS COMPANY

B. INCOME STATEMENTS

Year Ended December 31 *(in millions)*	2018	2017	2016
Operating revenues	**$ 191.6**	$ 186.1	$ 173.3
Operating expenses			
Cost of natural gas	**98.6**	91.0	78.6
Other operation and maintenance	**50.3**	51.2	52.7
Depreciation and amortization	**16.4**	14.7	12.5
Property and revenue taxes	**1.9**	2.5	1.9
Total operating expenses	**167.2**	159.4	145.7
Operating income	**24.4**	26.7	27.6
Other expense, net	**0.2**	0.4	0.9
Interest expense	**4.7**	4.0	3.7
Other expense	**(4.9)**	(4.4)	(4.6)
Income before income taxes	**19.5**	22.3	23.0
Income tax expense	**4.8**	8.9	9.5
Net income	**$ 14.7**	$ 13.4	$ 13.5

The accompanying Notes to Financial Statements are an integral part of these financial statements.

NORTH SHORE GAS COMPANY

C. BALANCE SHEETS

At December 31 *(in millions, except share amounts)*	2018	2017
Assets		
Current assets		
Cash and cash equivalents	**$ 0.9**	$ 0.3
Accounts receivable and unbilled revenues, net of reserves of $3.6 and $3.8, respectively	**42.4**	41.8
Receivables from related parties	**2.5**	—
Materials, supplies, and inventories	**17.0**	21.3
Other	**6.0**	3.2
Current assets	**68.8**	66.6
Long-term assets		
Property, plant, and equipment, net of accumulated depreciation of $210.3 and $199.9, respectively	**437.7**	386.0
Regulatory assets	**61.7**	65.8
Other	**7.4**	4.3
Long-term assets	**506.8**	456.1
Total assets	**$ 575.6**	$ 522.7
Liabilities and Shareholder's Equity		
Current liabilities		
Accounts payable	**$ 31.1**	$ 22.2
Payables to related parties	**6.1**	3.6
Short-term debt to related parties	**25.6**	62.8
Accrued taxes	**4.2**	4.4
Customer credit balances	**8.2**	8.0
Other	**7.7**	8.2
Current liabilities	**82.9**	109.2
Long-term liabilities		
Long-term debt	**131.0**	81.5
Deferred income taxes	**58.1**	56.2
Deferred investment tax credits	**2.8**	2.6
Regulatory liabilities	**69.5**	61.9
Environmental remediation liabilities	**39.7**	42.8
Pension obligations	**24.6**	22.7
AROs	**19.7**	18.9
Other	**4.7**	4.0
Long-term liabilities	**350.1**	290.6
Commitments and contingencies (Note 16)		
Shareholder's equity		
Common stock, without par value; 5,000,000 shares authorized; 3,625,887 shares issued and outstanding	**38.0**	33.0
Retained earnings	**104.6**	89.9
Shareholder's equity	**142.6**	122.9
Total liabilities and shareholder's equity	**$ 575.6**	$ 522.7

The accompanying Notes to Financial Statements are an integral part of these financial statements.

NORTH SHORE GAS COMPANY

D. STATEMENTS OF CASH FLOWS

Year Ended December 31 *(in millions)*	2018	2017	2016
Operating activities			
Net income	**$ 14.7**	$ 13.4	$ 13.5
Reconciliation to cash provided by operating activities			
Depreciation and amortization	**16.4**	14.7	12.5
Deferred income taxes and investment tax credits, net	**2.1**	3.3	6.8
Change in –			
Accounts receivable and unbilled revenues	**(4.4)**	(4.1)	(8.5)
Materials, supplies, and inventories	**4.3**	0.8	(10.3)
Other current assets	**0.5**	(0.7)	1.0
Accounts payable	**11.9**	(2.8)	6.1
Other current liabilities	**(0.7)**	3.9	(2.1)
Other, net	**5.6**	(2.1)	3.9
Net cash provided by operating activities	**50.4**	26.4	22.9
Investing activities			
Capital expenditures	**(63.8)**	(34.7)	(23.0)
Payments for assets transferred from WBS	**(3.3)**	(4.9)	(7.0)
Other, net	**—**	0.5	0.3
Net cash used in investing activities	**(67.1)**	(39.1)	(29.7)
Financing activities			
Issuance of long-term debt	**50.0**	—	—
Short-term debt to related parties, net	**(37.2)**	22.6	11.4
Payment of dividends to parent	**—**	(10.0)	(12.5)
Equity contribution from parent	**5.0**	—	8.0
Other, net	**(0.5)**	—	—
Net cash provided by financing activities	**17.3**	12.6	6.9
Net change in cash and cash equivalents	**0.6**	(0.1)	0.1
Cash and cash equivalents at beginning of year	**0.3**	0.4	0.3
Cash and cash equivalents at end of year	**$ 0.9**	$ 0.3	$ 0.4

The accompanying Notes to Financial Statements are an integral part of these financial statements.

NORTH SHORE GAS COMPANY

E. STATEMENTS OF EQUITY

(in millions)	Common Stock	Retained Earnings	Total Common Shareholder's Equity
Balance at December 31, 2015	$ 25.0	$ 85.5	$ 110.5
Net income	—	13.5	13.5
Equity contribution from parent	8.0	—	8.0
Dividends to parent	—	(12.5)	(12.5)
Balance at December 31, 2016	$ 33.0	$ 86.5	$ 119.5
Net income	—	13.4	13.4
Dividends to parent	—	(10.0)	(10.0)
Balance at December 31, 2017	$ 33.0	$ 89.9	$ 122.9
Net income	**—**	**14.7**	**14.7**
Equity contribution from parent	**5.0**	**—**	**5.0**
Balance at December 31, 2018	**$ 38.0**	**$ 104.6**	**$ 142.6**

The accompanying Notes to Financial Statements are an integral part of these financial statements.

NORTH SHORE GAS COMPANY

F. STATEMENTS OF CAPITALIZATION

At December 31 *(in millions)*			2018	2017
Common shareholder's equity (see accompanying statement)			**$ 142.6**	$ 122.9
Long-term debt	**Interest Rate**	**Year Due**		
First Mortgage Bonds (secured)	3.43%	2027	**28.0**	28.0
	3.87%	2028	**50.0**	—
	3.96%	2043	**54.0**	54.0
Total			**132.0**	82.0
Unamortized debt issuance costs			**(1.0)**	(0.5)
Total long-term debt			**131.0**	**81.5**
Total long-term capitalization			**$ 273.6**	$ 204.4

The accompanying Notes to Financial Statements are an integral part of these financial statements.

G. NOTES TO FINANCIAL STATEMENTS
December 31, 2018

NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Nature of Operations—As used in these notes, the term "financial statements" includes the income statements, balance sheets, statements of cash flows, statements of equity, and statements of capitalization, unless otherwise noted.

We are a natural gas utility company that purchases, stores, distributes, sells, and transports natural gas to customers in the northern suburbs of Chicago. We are subject to the jurisdiction of, and regulation by, the ICC, which has general supervisory and regulatory powers over public utilities in Illinois. In addition, we are subject to the jurisdiction of the FERC, which regulates the interstate services we provide. We are an indirect, wholly owned subsidiary of WEC Energy Group.

(b) Basis of Presentation—We prepare our financial statements in conformity with GAAP. We make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

(c) Cash and Cash Equivalents—Cash and cash equivalents include marketable debt securities with an original maturity of three months or less.

(d) Operating Revenues—The following discussion includes our significant accounting policies related to operating revenues, including our adoption of ASU 2014-09, Revenues from Contracts with Customers. For additional required disclosures on disaggregation of operating revenues as required by this ASU, see Note 3, Operating Revenues.

Adoption of ASU 2014-09, Revenues from Contracts with Customers

On January 1, 2018, we adopted ASU 2014-09, Revenues from Contracts with Customers, and the related amendments. In accordance with the guidance, we recognize revenues when control of the promised goods or services is transferred to our customers in an amount that reflects the consideration we expect to be entitled to receive in exchange for those goods or services. These revenues include unbilled revenues, which are estimated using the amount of natural gas delivered to our customers but not billed until after the end of the period.

We adopted this standard using the modified retrospective method. Results for reporting periods beginning after January 1, 2018, are presented under the new standard. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. Adoption of the standard did not result in an adjustment to our opening retained earnings balance as of January 1, 2018, and we do not expect the adoption of the standard to have a material impact on our net income in future periods.

We adopted the following practical expedients and optional exemptions for the implementation of this standard:

- We elected to exclude from the transaction price any amounts collected from customers for all sales taxes and other similar taxes.
- When applicable, we elected to apply the standard to a portfolio of contracts with similar characteristics, primarily our tariff-based contracts, as we reasonably expect that the effects on the financial statements of applying this guidance to the portfolio would not differ materially from applying this guidance to the individual contracts.
- We elected to recognize revenue in the amount we have the right to invoice for performance obligations satisfied over time when the consideration received from a customer corresponds directly with the value provided to the customer during the same period.
- We elected to not disclose the remaining performance obligations of a contract that has an original expected duration of one year or less.
- We elected to apply this standard only to contracts that are not completed as of the date of initial application.

Revenues from Contracts with Customers

Natural Gas Utility Operating Revenues

We recognize natural gas utility operating revenues under requirements contracts with residential, commercial and industrial, and transportation customers served under our tariffs. Tariffs provide our customers with the standard terms and conditions, including rates, related to the services offered. Requirements contracts provide for the delivery of as much natural gas as the customer needs. These requirements contracts represent discrete deliveries of natural gas and constitute a single performance obligation satisfied over time. Our performance obligation is both created and satisfied with the transfer of control of natural gas upon delivery to the customer. For most of our customers, natural gas is delivered and consumed by the customer simultaneously. A performance obligation can be bundled to consist of both the sale and the delivery of the natural gas commodity. Our customers can purchase the commodity from a third party. In this case, the performance obligation only includes the delivery of the natural gas to the customer.

The transaction price of the performance obligations for our natural gas customers is valued using the rates, charges, terms, and conditions of service included in our tariffs, which have been approved by the ICC. These rates often have a fixed component customer charge and a usage-based variable component charge. We recognize revenue for the fixed component customer charge monthly using a time-based output method. We recognize revenue for the usage-based variable component charge using an output method based on natural gas delivered each month.

Our tariffs include various rate mechanisms that allow us to recover or refund changes in prudently incurred costs from rate case-approved amounts. Our rates include a one-for-one recovery mechanism for natural gas commodity costs. We defer any difference between actual natural gas costs incurred and costs recovered through rates as a current asset or liability. The deferred balance is returned to or recovered from customers at intervals throughout the year. In addition, our rates include a rider for cost recovery or refund of uncollectible expense based on the difference between actual uncollectible write-offs and the amounts recovered in rates. Our rates include riders for cost recovery of environmental cleanup costs, energy conservation and management program costs, and income tax expense changes resulting from the Tax Legislation.

Consistent with the timing of when we recognize revenue, customer billings generally occur on a monthly basis, with payments typically due in full within 30 days.

Other Operating Revenues

Alternative Revenues

Alternative revenues are created from programs authorized by the ICC that allow us to record additional revenues by adjusting rates in the future, usually as a surcharge applied to future billings, in response to past activities or completed events. Alternative revenue programs allow compensation for the effects of weather abnormalities and other external factors. We record alternative revenues when the regulator-specified conditions for recognition have been met. We reverse these alternative revenues as the customer is billed, at which time this revenue is presented as revenues from contracts with customers.

Our only alternative revenue program is our decoupling mechanism. This mechanism allows us to recover or refund the differences between actual and authorized margins for certain customer classes.

(e) Materials, Supplies, and Inventories—Our inventory as of December 31 consisted of:

(in millions)	2018	2017
Natural gas in storage, primarily at LIFO	**$ 13.3**	$ 18.0
Materials and supplies	**3.0**	2.6
Liquid propane	**0.7**	0.7
Total	**$ 17.0**	$ 21.3

Inventories consist of materials and supplies, natural gas in storage, and liquid propane. Materials and supplies and liquid propane inventory are priced at average cost. We price natural gas storage injections at the calendar year average of the costs of natural gas supply purchased. Withdrawals from storage are priced on the LIFO cost method. The estimated replacement cost of our natural gas in inventory at December 31, 2018 and 2017, exceeded the LIFO cost by $12.7 million and $28.8 million, respectively. In calculating these replacement amounts, we used a Chicago city-gate natural gas price per Dth of $3.08 at December 31, 2018, and $4.68 at December 31, 2017.

(f) Regulatory Assets and Liabilities—The economic effects of regulation can result in regulated companies recording costs and revenues that have been or are expected to be allowed in the rate-making process in a period different from the period in which the costs or revenues would be recognized by a nonregulated company. When this occurs, regulatory assets and regulatory liabilities are recorded on the balance sheet. Regulatory assets represent probable future revenues associated with certain costs or liabilities that have been deferred and are expected to be recovered through rates charged to customers. Regulatory liabilities represent amounts that are expected to be refunded to customers in future rates or amounts that are collected in rates for future costs.

Recovery or refund of regulatory assets and liabilities is based on specific periods determined by the ICC or occurs over the normal operating period of the assets and liabilities to which they relate. If at any reporting date a previously recorded regulatory asset is no longer probable of recovery, the regulatory asset is reduced to the amount considered probable of recovery with the reduction charged to expense in the reporting period the determination is made. See Note 4, Regulatory Assets and Liabilities, for more information.

(g) Property, Plant, and Equipment—We record property, plant, and equipment at cost. Cost includes material, labor, overhead, and capitalized interest. Additions to and significant replacements of property are charged to property, plant, and equipment at cost; minor items are charged to other operation and maintenance expense. The cost of depreciable utility property less salvage value is charged to accumulated depreciation when property is retired.

We record straight-line depreciation expense over the estimated useful life of utility property using depreciation rates as approved by the ICC. Our annual utility composite depreciation rates were 2.45%, 2.43%, and 2.44% for 2018, 2017, and 2016, respectively.

We capitalize certain costs related to software developed or obtained for internal use and record these costs to amortization expense over the estimated useful life of the related software, which ranges from 3 to 15 years. If software is retired prior to being fully amortized, the difference is recorded as a loss on the income statement.

Third parties reimburse us for all or a portion of expenditures for certain capital projects. Such contributions in aid of construction costs are recorded as a reduction to property, plant, and equipment.

See Note 5, Property, Plant, and Equipment, for more information.

(h) Asset Impairment—We periodically assess the recoverability of certain long-lived assets when factors indicate the carrying value of such assets may be impaired or such assets are planned to be sold. These assessments require significant assumptions and judgments by management. The long-lived assets assessed for impairment generally include certain assets within regulated operations that may not be fully recovered from our customers as a result of regulatory decisions that will be made in the future. An impairment loss is recognized when the carrying amount of an asset is not recoverable and exceeds the fair value of the asset. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. An impairment loss is measured as the excess of the carrying amount of the asset in comparison to the fair value of the asset.

(i) Asset Retirement Obligations—We recognize, at fair value, legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development, and normal operation of the assets. An ARO liability is recorded, when incurred, for these obligations as long as the fair value can be reasonably estimated, even if the timing or method of settling the obligation is unknown. The associated retirement costs are capitalized as part of the related long-lived asset and are depreciated over the useful life of the asset. The ARO liabilities are accreted each period using the credit-adjusted risk-free interest rates associated with the expected settlement dates of the AROs. These rates are determined when the obligations are incurred. Subsequent changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the associated capitalized retirement costs. We recognize regulatory assets or liabilities for the timing differences between when we recover an ARO in rates and when we recognize the associated retirement costs. See Note 6, Asset Retirement Obligations, for more information.

(j) Stock-Based Compensation—Our employees participate in the WEC Energy Group stock-based compensation plans. In accordance with the WEC Energy Group shareholder approved WEC Energy Group 1993 Omnibus Stock Incentive Plan, Amended and Restated Effective as of January 1, 2016, WEC Energy Group provides long-term incentives through its equity interests to its non-employee directors, officers, and other key employees. The plan provides for the granting of stock options, restricted stock, performance shares, and other stock-based awards. Awards may be paid in WEC Energy Group common stock, cash, or a

combination thereof. Stock-based compensation expense related to these awards is allocated to us based on the outstanding awards held by our employees and our allocation of labor costs. For the years ended December 31, 2018, 2017, and 2016, we recorded stock-based compensation expense of $0.9 million, $0.6 million, and $0.5 million, respectively.

Stock-based compensation costs capitalized during 2018, 2017, and 2016 were not significant.

(k) Income Taxes—We follow the liability method in accounting for income taxes. Accounting guidance for income taxes requires the recording of deferred assets and liabilities to recognize the expected future tax consequences of events that have been reflected in our financial statements or tax returns and the adjustment of deferred tax balances to reflect tax rate changes. We are required to assess the likelihood that our deferred tax assets would expire before being realized. If we conclude that certain deferred tax assets are likely to expire before being realized, a valuation allowance would be established against those assets. GAAP requires that, if we conclude in a future period that it is more likely than not that some or all of the deferred tax assets would be realized before expiration, we reverse the related valuation allowance in that period. Any change to the allowance, as a result of a change in judgment about the realization of deferred tax assets, is reported in income tax expense.

Investment tax credits associated with regulated operations are deferred and amortized over the life of the assets. We are included in WEC Energy Group's consolidated Federal and state income tax returns. In accordance with our tax allocation agreement with WEC Energy Group, we are allocated income tax payments and refunds based upon our separate tax computation. See Note 11, Income Taxes, for more information.

We recognize interest and penalties accrued related to unrecognized tax benefits in income tax expense in our income statements.

(l) Fair Value Measurements—Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price).

Fair value accounting rules provide a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are observable, either directly or indirectly, but are not quoted prices included within Level 1. Level 2 includes those financial instruments that are valued using external inputs within models or other valuation methods.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methods that result in management's best estimate of fair value. Level 3 instruments include those that may be more structured or otherwise tailored to customers' needs.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. We use a mid-market pricing convention (the mid-point price between bid and ask prices) as a practical measure for valuing certain derivative assets and liabilities. We primarily use a market approach for recurring fair value measurements and attempt to use valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

When possible, we base the valuations of our derivative assets and liabilities on quoted prices for identical assets and liabilities in active markets. These valuations are classified in Level 1. The valuations of certain contracts not classified as Level 1 may be based on quoted market prices received from counterparties and/or observable inputs for similar instruments. Transactions valued using these inputs are classified in Level 2. Certain derivatives are categorized in Level 3 due to the significance of unobservable or internally-developed inputs.

We recognize transfers between the levels of the fair value hierarchy as of the end of the reporting period.

See Note 12, Fair Value Measurements, for more information.

(m) Derivative Instruments—We use derivatives as part of our risk management program to manage the risks associated with the price volatility of natural gas costs for the benefit of our customers. Our approach is non-speculative and designed to mitigate risk. Regulated hedging programs are approved by the ICC.

We record derivative instruments on our balance sheets as an asset or liability measured at fair value unless they qualify for the normal purchases and sales exception, and are so designated. We continually assess our contracts designated as normal and will discontinue the treatment of these contracts as normal if the required criteria are no longer met. Changes in the derivative's fair value are recognized currently in earnings unless specific hedge accounting criteria are met or we receive regulatory treatment for the derivative. For most of our natural gas-related physical and financial contracts that qualify as derivatives, the ICC allows the effects of fair value accounting to be offset to regulatory assets and liabilities.

We classify derivative assets and liabilities as current or long-term on our balance sheets based on the maturities of the underlying contracts. Cash flows from derivative activities are presented in the same category as the item being hedged within operating activities on our statements of cash flows.

Derivative accounting rules provide the option to present certain asset and liability derivative positions net on the balance sheets and to net the related cash collateral against these net derivative positions. We elected not to net these items. On our balance sheets, cash collateral provided to others is reflected in other current assets. See Note 13, Derivative Instruments, for more information.

(n) Employee Benefits—The costs of pension and OPEB plans are expensed over the periods during which employees render service. These costs are distributed among WEC Energy Group's subsidiaries based on current employment status and actuarial calculations, as applicable. The ICC allows recovery in rates for the net periodic benefit cost calculated under GAAP. See Note 14, Employee Benefits, for more information.

(o) Customer Deposits and Credit Balances—When customers apply for new service, they may be required to provide a deposit for the service. We use a credit scoring system as one of the methods to determine whether a deposit is necessary. Customer deposits are recorded within other current liabilities on our balance sheets.

Customers can elect to be on a budget plan. Under this type of plan, a monthly installment amount is calculated based on estimated annual usage. During the year, the monthly installment amount is reviewed by comparing it to actual usage. If necessary, an adjustment is made to the monthly amount. Annually, the budget plan is reconciled to actual annual usage. Payments in excess of actual customer usage are presented as customer credit balances on our balance sheets.

(p) Environmental Remediation Costs—We are subject to federal and state environmental laws and regulations that in the future may require us to pay for environmental remediation at sites where we have been, or may be, identified as a potentially responsible party. Loss contingencies may exist for the remediation of hazardous substances at various potential sites, including manufactured gas plant sites. See Note 16, Commitments and Contingencies, for more information.

We record environmental remediation liabilities when site assessments indicate remediation is probable, and we can reasonably estimate the loss or a range of losses. The estimate includes both our share of the liability and any additional amounts that will not be paid by other potentially responsible parties or the government. When possible, we estimate costs using site-specific information but also consider historical experience for costs incurred at similar sites. Remediation efforts for a particular site generally extend over a period of several years. During this period, the laws governing the remediation process may change, as well as site conditions, potentially affecting the cost of remediation.

We have received approval to defer certain environmental remediation costs, as well as estimated future costs, through a regulatory asset. The recovery of deferred costs is subject to ICC approval.

We review our estimated costs of remediation annually for our manufactured gas plant sites. We adjust the liabilities and related regulatory assets, as appropriate, to reflect the new cost estimates. Any material changes in cost estimates are adjusted throughout the year.

(q) Customer Concentrations of Credit Risk—The geographic concentration of our customers in our service territory did not contribute significantly to our overall exposure to credit risk. We periodically review customers' credit ratings, financial statements, and historical payment performance and require them to provide collateral or other security as needed. Our credit risk exposure is

mitigated by our rider for uncollectible expense discussed in Note 1(d), Operating Revenues. As a result, we did not have any significant concentrations of credit risk at December 31, 2018. In addition, there were no customers that accounted for more than 10% of our revenues for the year ended December 31, 2018.

(r) Subsequent Events—Subsequent events were evaluated for potential recognition or disclosure through March 26, 2019, which is the date the financial statements were available to be issued.

NOTE 2—RELATED PARTIES

We routinely enter into transactions with related parties, including WEC Energy Group and its other subsidiaries.

We provide and receive services, property, and other items of value to and from our ultimate parent, WEC Energy Group, and other subsidiaries of WEC Energy Group.

Following WEC Energy Group's acquisition of Integrys on June 29, 2015, Integrys Business Support, LLC (IBS) changed its name to WEC Business Services LLC, and a new AIA (Non-WBS AIA) went into effect. The Non-WBS AIA included WEC Energy Group and the former Wisconsin Energy Corporation subsidiaries. It governed the provision and receipt of services by WEC Energy Group's subsidiaries, except that WBS continued to provide services to Integrys and its subsidiaries only under the existing WBS AIAs. WBS provided services to WEC Energy Group and the former Wisconsin Energy Corporation subsidiaries under interim WBS AIAs. The Non-WBS AIA included no other significant changes from the prior Non-IBS AIA. The ICC and all other relevant state commissions approved the Non-WBS AIA or granted appropriate waivers related to the Non-WBS AIA.

Services under the Non-WBS AIA were subject to various pricing methodologies. All services provided by any regulated subsidiary to another regulated subsidiary were priced at cost. All services provided by any regulated subsidiary to any nonregulated subsidiary were priced at the greater of cost or fair market value. All services provided by any nonregulated subsidiary to any regulated subsidiary were priced at the lesser of cost or fair market value. All services provided by any regulated or nonregulated subsidiary to WBS were priced at cost.

WBS provided several categories of services (including financial, human resource, and administrative services) to us pursuant to the WBS AIAs, which were approved, or from which we were granted appropriate waivers, by the appropriate regulators, including the ICC. As required by FERC regulations for centralized service companies, WBS renders services at cost. The ICC must be notified prior to making changes to the services offered under and the allocation methods specified in the WBS AIAs. Other modifications or amendments to the WBS AIAs would require ICC approval. Recovery of allocated costs is addressed in our rate cases.

A new AIA took effect January 1, 2017. The new agreement replaced the previous agreements. The pricing methodology and services under this new agreement are substantially identical to those under the agreements that were replaced.

The following table shows activity associated with our related party transactions for the years ended December 31:

(in millions)	2018	2017	2016
Billings from PGL [1]	**$ 1.5**	$ 4.2	$ 3.8
Transactions with WBS [1]			
Billings to WBS	**2.6**	1.7	0.8
Billings from WBS [2]	**19.9**	23.6	20.4

[1] Includes amounts billed for services, pass through costs, and other items in accordance with approved AIAs.

[2] Includes $3.3 million, $4.9 million, and $7.0 million for the transfer of certain assets to us for the years ended December 31, 2018, 2017, and 2016, respectively.

We manage our liquidity in part by maintaining adequate financing commitments with related parties. We have the ability to borrow up to $50.0 million from Integrys and to loan to or borrow from PGL up to $50.0 million. See Note 9, Short-Term Debt to Related Parties, for more information.

NOTE 3—OPERATING REVENUES

Disaggregation of Operating Revenues

The following tables present our operating revenues disaggregated by revenue source. We only have revenues associated with our natural gas utility segment. There are no revenues associated with our other segment. We disaggregate revenues into categories that depict how the nature, amount, timing, and uncertainty of revenues and cash flows are affected by economic factors. For our natural gas utility segment, revenues are further disaggregated by customer class. Each customer class within our natural gas operations has different expectations of service, natural gas and demand requirements, and is impacted by regulatory activities within Illinois.

Comparable amounts have not been presented for the years ended December 31, 2017 and 2016, due to our adoption of ASU 2014-09, Revenues from Contracts with Customers, under the modified retrospective method. See Note 1(d), Operating Revenues, for more information about our significant accounting policies related to operating revenues.

(in millions)	Natural Gas Operating Revenues
Year ended December 31, 2018	
Natural gas utility revenues from contracts with customers	**$ 193.9**
Other operating revenues	**(2.3)**
Total natural gas operating revenues	**$ 191.6**

Revenues from Contracts with Customers

Natural Gas Utility Operating Revenues

The following table disaggregates natural gas utility operating revenues into customer class:

(in millions)	Natural Gas Utility Operating Revenues
Year Ended December 31, 2018	
Residential	**$ 139.3**
Commercial and industrial	**27.1**
Total retail revenues	**166.4**
Transport	**25.2**
Other utility revenues *	**2.3**
Total natural gas utility operating revenues	**$ 193.9**

* Includes amounts collected from customers for purchased gas adjustment costs.

Other Operating Revenues

Other operating revenues consist primarily of the following:

(in millions)	Year Ended December 31, 2018
Alternative revenues *	**$ (3.7)**
Late payment charges	**1.4**
Total other operating revenues	**$ (2.3)**

* Negative amounts can result from alternative revenues being reversed to revenues from contracts with customers as the customer is billed for these alternative revenues. Negative amounts can also result from revenues to be refunded to customers subject to decoupling mechanisms, as discussed in Note 1(d), Operating Revenues.

NOTE 4—REGULATORY ASSETS AND LIABILITIES

The following regulatory assets were reflected on our balance sheets as of December 31:

(in millions)	2018	2017	See Note
Regulatory assets [1] [2]			
Environmental remediation costs [3]	**$ 40.3**	$ 43.9	16
Pension and OPEB costs [4]	**11.1**	12.8	14
AROs	**3.5**	4.0	6
Derivatives	**3.1**	1.5	1(m)
Natural gas costs recoverable through rate adjustments [5]	**2.5**	0.3	1(d)
Uncollectible expense [6]	**2.3**	2.2	1(d)
Other, net	**1.9**	2.3	
Total regulatory assets	**$ 64.7**	$ 67.0	
Balance sheet presentation			
Current assets	**$ 3.0**	$ 1.2	
Regulatory assets	**61.7**	65.8	
Total regulatory assets	**$ 64.7**	$ 67.0	

[1] Based on prior and current rate treatment, we believe it is probable that we will continue to recover from customers the regulatory assets in this table.

[2] As of December 31, 2018, we had $6.7 million of regulatory assets not earning a return. The regulatory assets not earning a return primarily relate to natural gas costs recoverable through rate adjustments, uncollectible expense, and unamortized losses on reacquired debt. The other regulatory assets in the table either earn a return or the cash has not yet been expended, in which case the regulatory assets are offset by liabilities.

[3] As of December 31, 2018, we had made cash expenditures of $0.6 million related to these environmental remediation costs. The remaining $39.7 million represents our estimated future cash expenditures.

[4] Primarily represents the unrecognized future pension and OPEB costs related to our defined benefit pension and OPEB plans. We are authorized recovery of these regulatory assets over the average remaining service life of each plan.

[5] Represents natural gas costs that will be recovered from customers in the future.

[6] Represents amounts recoverable from customers related to our uncollectible expense rider. This rider allows us to recover or refund the difference between actual uncollectible write-offs and the amounts recovered in rates.

The following regulatory liabilities were reflected on our balance sheets as of December 31:

(in millions)	2018	2017	See Note
Regulatory liabilities			
Income tax related items [1]	**$ 44.6**	$ 43.0	11
Pension and OPEB costs [2]	**10.0**	8.8	14
Removal costs [3]	**8.5**	8.3	
Decoupling	**4.0**	0.7	1(d)
Other, net	**2.6**	1.1	
Total regulatory liabilities	**$ 69.7**	$ 61.9	
Balance sheet presentation			
Other current liabilities	**$ 0.2**	$ —	
Regulatory liabilities	**69.5**	61.9	
Total regulatory liabilities	**$ 69.7**	$ 61.9	

[1] For information on the regulatory treatment of the impacts of the Tax Legislation, see Note 18, Regulatory Environment.

[2] Primarily represents the unrecognized future pension and OPEB benefits related to our defined benefit pension and OPEB plans. We will amortize these regulatory liabilities into net periodic benefit cost over the average remaining service life of each plan.

(3) Represents amounts collected from customers to cover the future cost of property, plant, and equipment removals that are not legally required. Legal obligations related to the removal of property, plant, and equipment are recorded as AROs.

NOTE 5—PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment consisted of the following utility assets at December 31:

(in millions)	2018	2017
Natural gas - distribution, storage, and transmission	**$ 605.7**	$ 544.2
Other utility property, plant, and equipment	**35.4**	30.7
Less: Accumulated depreciation	**210.3**	199.9
Net	**430.8**	375.0
Construction work in progress	**6.9**	11.0
Total property, plant, and equipment	**$ 437.7**	$ 386.0

NOTE 6—ASSET RETIREMENT OBLIGATIONS

We have recorded AROs primarily for the removal of natural gas distribution mains and service pipes (including asbestos and polychlorinated biphenyls [PCBs]), asbestos and PCBs abatement in buildings, and the removal of above ground storage tanks. We establish regulatory assets and liabilities to record the differences between ongoing expense recognition under the ARO accounting rules and the rate-making practices for retirement costs authorized by the ICC.

The following table shows changes to our AROs during the years ended December 31:

(in millions)	2018	2017	2016
Balance as of January 1	**$ 18.9**	$ 17.4	$ 17.0
Accretion	**1.1**	1.0	1.0
Additions and revisions to estimated cash flows	**—**	1.3 *	—
Liabilities settled	**(0.3)**	(0.8)	(0.6)
Balance as of December 31	**$ 19.7**	$ 18.9	$ 17.4

* AROs increased due to revisions made to estimated cash flows primarily for changes in the cost to retire natural gas distribution pipe.

NOTE 7—COMMON EQUITY

Various financing arrangements and regulatory requirements impose certain restrictions on our ability to transfer funds to the sole holder of our common stock, PELLC, in the form of cash dividends, loans, or advances. In addition, we are prohibited from making loans to WEC Energy Group, Integrys, PELLC, or their other subsidiaries, with the exception of PGL.

Our long-term debt obligations contain provisions and covenants restricting the payment of cash dividends and the purchase or redemption of capital stock. As of December 31, 2018, these covenants resulted in total restricted retained earnings of $6.9 million.

We do not believe that these restrictions will materially affect our operations or limit any dividend payments in the foreseeable future.

NOTE 8—PREFERRED STOCK

We have 160,000 shares of cumulative preferred stock with a $100 par value authorized for issuance, of which none were issued and outstanding at December 31, 2018.

NOTE 9—SHORT-TERM DEBT TO RELATED PARTIES

The following table shows our short-term borrowings and their corresponding weighted-average interest rates as of December 31:

(in millions, except for percentages)	2018	2017
Short-term debt to related parties:		
Amount outstanding at December 31	**$ 25.6**	$ 62.8
Weighted-average interest rate on amounts outstanding at December 31	**2.75%**	1.57%

Our average amount of short-term borrowings based on daily outstanding balances during 2018, was $36.6 million with a weighted-average interest rate during the period of 2.24%.

(in millions)	December 31, 2018
Revolving short-term notes payable to related parties *	**$ 100.0**
Less:	
Short-term debt to related parties	**25.6**
Available capacity under existing agreements	**$ 74.4**

* We have the ability to borrow up to $50.0 million from Integrys and up to $50.0 million from PGL.

We did not have a short-term debt balance with Integrys at December 31, 2018. At December 31, 2017, our short-term debt balance with Integrys was $12.8 million. At December 31, 2018 and 2017, our short-term debt balance with PGL was $25.6 million and $50.0 million, respectively.

Short-term borrowings bear interest computed at the average stated interest rate payable on commercial paper issued by PGL. Short-term debt is callable by Integrys or PGL at any time.

NOTE 10—LONG-TERM DEBT

See our statements of capitalization for more information on our long-term debt.

In November 2018, we issued $50.0 million of 3.87% Series R Bonds due November 1, 2028. The net proceeds were used for general corporate purposes, including funding capital expenditures and the refinancing of short-term debt.

The following table shows the future maturities of our long-term debt outstanding as of December 31, 2018:

(in millions)	Payments
2019	$ —
2020	—
2021	—
2022	—
2023	—
Thereafter	132.0
Total	$ 132.0

We amortize debt premiums, discounts, and debt issuance costs over the life of the debt and we include the costs in interest expense.

Our First Mortgage Bonds are subject to the terms and conditions of our First Mortgage Indenture dated April 1, 1955, as supplemented. Under the terms of the Indenture, substantially all our property is pledged as collateral for these outstanding debt securities.

Our long-term debt obligations contain covenants related to payment of principal and interest when due and various financial reporting obligations.

NOTE 11—INCOME TAXES

Income Tax Expense

The following table is a summary of income tax expense for each of the years ended December 31:

(in millions)	2018	2017	2016
Current tax expense	**$ 2.7**	$ 5.6	$ 2.7
Deferred income taxes, net	**1.9**	3.4	6.9
Investment tax credit, net	**0.2**	(0.1)	(0.1)
Total income tax expense	**$ 4.8**	$ 8.9	$ 9.5

Statutory Rate Reconciliation

The provision for income taxes for each of the years ended December 31 differs from the amount of income tax determined by applying the applicable United States statutory federal income tax rate to income before income taxes as a result of the following:

	2018		2017		2016	
(in millions)	Amount	Effective Tax Rate	Amount	Effective Tax Rate	Amount	Effective Tax Rate
Expected tax at statutory federal tax rates	**$ 4.1**	**21.0 %**	$ 7.8	35.0 %	$ 8.0	35.0%
State income taxes net of federal tax benefit	**1.6**	**8.2 %**	1.2	5.4 %	1.2	5.2%
Federal excess deferred tax amortization	**(0.9)**	**(4.6)%**	—	— %	—	—%
Other, net	**—**	**— %**	(0.1)	(0.5)%	0.3	1.1%
Total income tax expense	**$ 4.8**	**24.6 %**	$ 8.9	39.9 %	$ 9.5	41.3%

Deferred Income Tax Assets and Liabilities

On December 22, 2017, the Tax Legislation was signed into law. For businesses, the Tax Legislation reduced the corporate federal tax rate from a maximum of 35% to a 21% rate effective January 1, 2018. In December 2017, we recorded a tax benefit related to the remeasurement of our deferred taxes in the amount of $47 million. Accordingly, this amount was recorded as both an increase to regulatory liabilities as well as a decrease to certain existing regulatory assets at December 31, 2017.

On December 22, 2017, the SEC staff issued guidance in Staff Accounting Bulletin 118 (SAB 118), Income Tax Accounting Implications of the Tax Cuts and Jobs Act, which provided for a measurement period of up to one year from the enactment date to complete accounting under GAAP for the tax effects of the legislation. Due to the complex and comprehensive nature of the enacted tax law changes, and their application under GAAP, certain amounts related to bonus depreciation and future tax benefit utilization recorded in the financial statements as a result of the Tax Legislation were considered "provisional" and subject to revision at December 31, 2017, and through 2018, as discussed in SAB 118.

In 2018, we considered all available guidance from industry and income tax authorities related to these tax items, analyzed the impact on Alternative Minimum Tax Credit carryforwards, and revised our estimates for re-measurement of deferred income taxes related to guidance on bonus depreciation. At December 31, 2018, we no longer considered any amounts related to bonus depreciation and future tax benefit utilization "provisional." However, any further amendments or technical corrections to the Tax Legislation could subject these tax items to revision.

The components of deferred income taxes at December 31 were as follows:

(in millions)	2018	2017
Deferred tax assets		
Tax gross up - regulatory items	**$ 13.0**	$ 12.6
Employee benefits and compensation	**5.4**	5.0
Other	**2.8**	2.5
Total deferred tax assets	**21.2**	20.1
Valuation allowance	**—**	(0.1)
Net deferred tax assets	**$ 21.2**	$ 20.0
Deferred tax liabilities		
Property-related	**$ 78.0**	$ 73.6
Other	**1.3**	2.6
Total deferred tax liabilities	**79.3**	76.2
Deferred tax liability, net	**$ 58.1**	$ 56.2

Consistent with rate-making treatment, deferred taxes in the table above are offset for temporary differences that have related regulatory assets and liabilities.

At December 31, 2018, we had $0.1 million of federal tax benefit carryforwards resulting in deferred tax assets of $0.1 million. These federal tax benefit carryforwards expire in 2022. We expect to have future taxable income sufficient to utilize these deferred tax assets. At December 31, 2017, we had $0.4 million and $0.3 million of federal charitable contribution and tax credit carryforwards resulting in deferred tax assets of $0.1 million and $0.3 million, respectively.

At December 31, 2018, we had $0.5 million of Illinois investment tax benefit carryforwards resulting in deferred tax assets of $0.4 million. These investment tax benefit carryforwards begin to expire in 2018. We expect to have future taxable income sufficient to utilize these deferred tax assets. At December 31, 2017, we had $0.5 million of Illinois investment tax credit carryforwards resulting in deferred tax assets of $0.4 million.

Unrecognized Tax Benefits

We had no unrecognized tax benefits at December 31, 2018 and 2017.

We do not expect any unrecognized tax benefits to affect our effective tax rate in periods after December 31, 2018.

For the years ended December 31, 2018, 2017, and 2016, we recognized no interest or penalties related to unrecognized tax benefits in our income statements. At December 31, 2018 and 2017, we had no interest accrued and no penalties accrued related to unrecognized tax benefits on our balance sheets.

We do not anticipate any significant increases in the total amount of unrecognized tax benefits within the next 12 months.

Our primary tax jurisdictions include federal and the state of Illinois. With a few exceptions, we are no longer subject to federal income tax examination by the IRS for years prior to 2015. At December 31, 2018, we were subject to examination by the Illinois taxing authority for tax years 2013 through 2018.

NOTE 12—FAIR VALUE MEASUREMENTS

The following tables summarize our financial assets and liabilities that were accounted for at fair value on a recurring basis, categorized by level within the fair value hierarchy:

	December 31, 2018			
(in millions)	Level 1	Level 2	Level 3	Total
Derivative assets				
Natural gas contracts	**$ 0.8**	**$ 0.8**	**$ —**	**$ 1.6**
Derivative liabilities				
Natural gas contracts	**0.3**	**—**	**—**	**0.3**

	December 31, 2017			
(in millions)	Level 1	Level 2	Level 3	Total
Derivative assets				
Natural gas contracts	$ —	$ 0.7	$ —	$ 0.7
Derivative liabilities				
Natural gas contracts	0.2	0.6	—	0.8

The derivative assets and liabilities listed in the tables above include options, swaps, futures, and natural gas purchase contracts used to manage volatility in natural gas supply costs. See Note 13, Derivative Instruments, for more information.

Fair Value of Financial Instruments

The following table shows the financial instruments included on our balance sheets that are not recorded at fair value at December 31:

	2018		2017	
(in millions)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt	**$ 131.0**	**$ 128.5**	$ 81.5	$ 84.2

The fair value of long-term debt is categorized within Level 2 of the fair value hierarchy.

NOTE 13—DERIVATIVE INSTRUMENTS

The following table shows our derivative assets and derivative liabilities, none of which are designated as hedging instruments.

		December 31, 2018		December 31, 2017	
(in millions)	Balance Sheet Presentation	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
Natural gas contracts	Other current	**$ 1.5**	**$ 0.3**	$ 0.7	$ 0.7
Natural gas contracts	Other long-term	**0.1**	**—**	—	0.1
Total		**$ 1.6**	**$ 0.3**	$ 0.7	$ 0.8

Realized gains and losses on derivative instruments are primarily recorded in cost of natural gas on the income statements. Our estimated notional sales volumes and realized gains and losses were as follows for years ended:

	December 31, 2018		December 31, 2017		December 31, 2016	
(in millions)	Volume	Gains	Volume	Losses	Volume	Losses
Natural gas contracts	8.4 Dth	**$ 1.2**	8.4 Dth	$ (0.5)	8.9 Dth	$ (5.4)

The following table shows derivative assets and derivative liabilities if derivative instruments by counterparty were presented net on our balance sheets:

	December 31, 2018		December 31, 2017	
(in millions)	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
Gross amount recognized on the balance sheet	**$ 1.6**	**$ 0.3**	$ 0.7	$ 0.8
Gross amount not offset on the balance sheet	**(0.3)**	**(0.3)**	(0.4)	(0.6) *
Net amount	**$ 1.3**	**$ —**	$ 0.3	$ 0.2

* Includes cash collateral posted of $0.2 million.

At December 31, 2018, and 2017, we had posted cash collateral of $0.1 million and $0.6 million, respectively, in our margin accounts. Certain of our derivative and non-derivative commodity instruments contain provisions that could require "adequate assurance" in the event of a material change in our creditworthiness, or the posting of additional collateral for instruments in net liability positions, if triggered by a decrease in credit ratings. We did not have any derivative instruments with specific credit risk-related contingent features that were in a net liability position at December 31, 2018. The aggregate fair value of all derivative instruments with these features that were in a net liability position at December 31, 2017 was $0.7 million. At December 31, 2017, we had not posted any cash collateral related to the credit risk-related contingent features of these commodity instruments. If all of the credit risk-related contingent features contained in derivative instruments in a net liability position had been triggered at December 31, 2017, we would have been required to post collateral of $0.5 million.

NOTE 14—EMPLOYEE BENEFITS

Pension and Other Postretirement Employee Benefits

Through December 31, 2016, we participated in the Integrys Energy Group Retirement Plan, a noncontributory, qualified pension plan sponsored by WBS. We were responsible for our share of the plan assets and obligations. Effective January 1, 2017, the Integrys Energy Group Retirement Plan was split into six separate plans. As a result, we now have a combined plan with PGL. While the split did not impact our pension benefit obligation, federal regulations required a different allocation of assets among the new plans. Assets were transferred into our plan in January 2017.

We offer an OPEB plan to employees, which is sponsored by PELLC. The benefits are funded through an irrevocable trust, as allowed for income tax purposes. Our balance sheets reflect only the liabilities associated with our past and current employees and our share of the plan assets and obligations. WEC Energy Group also offers medical, dental, and life insurance benefits to our active employees and their dependents. We expense the allocated costs of these benefits as incurred.

The defined benefit pension plan is closed to all new hires. In addition, the service accruals for the defined benefit pension plan were frozen for non-union employees as of January 1, 2013. These employees receive an annual company contribution to their 401(k) savings plan, which is calculated based on age, wages, and full years of vesting service as of December 31 each year. In October 2017, we remeasured the obligations of our OPEB plan as a result of a plan design change to move all participants to the same Medicare Advantage plan design starting January 1, 2018.

We use a year-end measurement date to measure the funded status of all of the pension and OPEB plans. Due to the regulated nature of our business, we have concluded that substantially all of the unrecognized costs resulting from the recognition of the funded status of our pension and OPEB plans qualify as a regulatory asset.

The following table shows information relating to our share of the plans' benefit obligations and fair value of assets. Amounts presented are as of December 31:

	Pension Costs		OPEB Costs	
(in millions)	**2018**	**2017**	**2018**	**2017**
Benefit obligation	**$ 55.4**	$ 63.2	**$ 13.0**	$ 17.4
Fair value of plan assets	**30.8**	40.5	**19.9**	21.5
Funded status	**$ (24.6)**	$ (22.7)	**$ 6.9**	$ 4.1

The amount of contributions and benefit payments for the years ended December 31 was as follows:

	Pension Costs		OPEB Costs	
(in millions)	**2018**	**2017**	**2018**	**2017**
Participant contributions	**$ —**	$ —	**$ 0.4**	$ 0.4
Benefit payments	**(7.6)**	(4.2)	**(1.0)**	(1.2)

The amounts recognized on our balance sheets at December 31 related to the funded status of benefit plans were as follows:

	Pension Costs		OPEB Costs	
(in millions)	**2018**	**2017**	**2018**	**2017**
Other long-term assets	**$ —**	$ —	**$ 6.9**	$ 4.1
Pension obligations	**24.6**	22.7	**—**	—
Total net (liabilities) assets	**$ (24.6)**	$ (22.7)	**$ 6.9**	$ 4.1

The accumulated benefit obligation for the defined benefit pension plans was $48.5 million and $56.9 million at December 31, 2018 and 2017, respectively.

The following table shows information for pension plans with an accumulated benefit obligation in excess of plan assets. Amounts presented are as of December 31:

(in millions)	**2018**	**2017**
Projected benefit obligation	**$ 55.4**	$ 63.2
Accumulated benefit obligation	**48.5**	56.9
Fair value of plan assets	**30.8**	40.5

The following table shows the amounts that had not yet been recognized in our net periodic benefit cost as of December 31:

	Pension Costs		OPEB Costs	
(in millions)	**2018**	**2017**	**2018**	**2017**
Net regulatory assets (liabilities)				
Net actuarial loss (gain)	**$ 11.4**	$ 12.9	**$ (10.0)**	$ (8.7)
Prior service costs (credits)	**0.5**	0.6	**(0.9)**	(0.8)
Total	**$ 11.9**	$ 13.5	**$ (10.9)**	$ (9.5)

The following table shows the estimated amounts that will be amortized into net periodic benefit cost during 2019:

(in millions)	**Pension Costs**	**OPEB Costs**
Net actuarial loss (gain)	$ 1.7	$ (0.9)
Prior service costs (credits)	0.1	(0.2)
Total 2019 – estimated amortization	$ 1.8	$ (1.1)

The amount of net periodic benefit cost recognized (including amounts capitalized to our balance sheets) for the years ended December 31 was as follows:

	Pension Costs			OPEB Costs		
(in millions)	**2018**	**2017**	**2016**	**2018**	**2017**	**2016**
Net periodic benefit cost (credit)	**$ 3.5**	$ 3.8	$ 3.7	**$ (0.7)**	$ (0.1)	$ 0.6

Effective January 1, 2018, we adopted ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost, which modifies certain aspects of the accounting for employee benefit costs. Under the new guidance, only the service cost component can be included in total operating expenses. The remaining components of net periodic benefit cost are required to be presented in the income statement separately from the service cost component, outside of operating income. As required, this change was applied retrospectively to all prior periods presented. Accordingly, for the years ended December 31, 2018, 2017, and 2016, we have presented the service cost component of our retirement benefit plans in other operation and maintenance on the income statements, while presenting the non-service cost components in other expense, net.

As required by ASU 2017-07, our income statements for the years ended December 31, 2017 and 2016, were retroactively restated from what was previously presented in our 2017 Annual Report. The impacts to our income statements from adoption of this standard are reflected in the table below.

	Year Ended December 31, 2017			Year Ended December 31, 2016		
(in millions)	2017 Annual Report Income Statement	Impact of ASU 2017-07	Income Statement After Adoption	2017 Annual Report Income Statement	Impact of ASU 2017-07	Income Statement After Adoption
Operating expenses						
Other operation and maintenance	$ 51.7	$ (0.5)	$ 51.2	$ 53.6	$ (0.9)	$ 52.7
Other expense						
Other income (expense), net	0.1	(0.5)	(0.4)	—	(0.9)	(0.9)

In addition, under ASU 2017-07, only the service cost component of net periodic benefit cost is eligible for capitalization to property, plant, and equipment. In prior periods, a portion of all net benefit cost components was capitalized to property, plant, and equipment. As required, this amendment was applied prospectively, beginning January 1, 2018. As a result of the application of accounting principles for rate regulated entities, the non-service cost components of the net benefit cost that are no longer eligible for capitalization under this standard, but are capitalized under the regulatory framework, will be presented as regulatory assets or liabilities rather than property, plant, and equipment.

The weighted-average assumptions used to determine benefit obligations for the plans were as follows for the years ended December 31:

	Pension Costs		OPEB Costs	
	2018	2017	2018	2017
Discount rate	**4.30%**	3.70%	**4.20%**	3.55%
Rate of compensation increase	**4.00%**	4.00%	**N/A**	N/A
Assumed medical cost trend rate (Pre 65)	**N/A**	N/A	**6.25%**	6.50%
Ultimate trend rate (Pre 65)	**N/A**	N/A	**5.00%**	5.00%
Year ultimate trend rate is reached (Pre 65)	**N/A**	N/A	**2024**	2024
Assumed medical cost trend rate (Post 65)	**N/A**	N/A	**5.90%**	6.00%
Ultimate trend rate (Post 65)	**N/A**	N/A	**5.00%**	5.00%
Year ultimate trend rate is reached (Post 65)	**N/A**	N/A	**2028**	2028

The weighted-average assumptions used to determine the net periodic benefit cost for the plans were as follows for the years ended December 31:

	Pension Costs		
	2018	2017	2016
Discount rate	**3.84%**	4.05%	4.26%
Expected return on assets	**7.25%**	7.25%	7.25%
Rate of compensation increase	**4.00%**	4.00%	4.00%

	OPEB Costs		
	2018	2017	2016
Discount rate	**3.55%**	3.86%	4.20%
Expected return on assets	**7.25%**	7.25%	7.25%
Assumed medical cost trend rate (Pre 65)	**6.50%**	7.00%	7.50%
Ultimate trend rate (Pre 65)	**5.00%**	5.00%	5.00%
Year ultimate trend rate is reached (Pre 65)	**2024**	2021	2021
Assumed medical cost trend rate (Post 65)	**6.00%**	7.00%	7.50%
Ultimate trend rate (Post 65)	**5.00%**	5.00%	5.00%
Year ultimate trend rate is reached (Post 65)	**2028**	2021	2021

WEC Energy Group consults with its investment advisors on an annual basis to help forecast expected long-term returns on plan assets by reviewing historical returns as well as calculating expected total trust returns using the weighted-average of long-term market returns for each of the major target asset categories utilized in the fund. For 2019, the expected return on asset assumption for the pension and OPEB plans is 7.25%.

Plan Assets

Current pension trust assets and amounts which are expected to be contributed to the trusts in the future are expected to be adequate to meet pension payment obligations to current and future retirees.

The Investment Trust Policy Committee oversees investment matters related to all of our funded benefit plans. The Committee works with external actuaries and investment consultants on an on-going basis to establish and monitor investment strategies and target asset allocations. Forecasted cash flows for plan liabilities are regularly updated based on annual valuation results. Target allocations are determined using projected benefit payments and risk analyses of appropriate investments. They are intended to reduce risk, provide long-term financial stability for the plans and maintain funded levels which meet long-term plan obligations while preserving sufficient liquidity for near-term benefit payments.

Our pension plan's assets are invested in a corporate pension trust with a target asset allocation of 45% equity investments, 45% fixed income investments, and 10% private equity and real estate investments. Our OPEB trust has a target asset allocation of 50% equity investments and 50% fixed income investments. Equity securities include investments in large-cap, mid-cap, and small-cap companies. Fixed income securities include corporate bonds of companies from diversified industries, mortgage and other asset backed securities, commercial paper, and United States Treasuries.

Pension and OPEB plan investments are recorded at fair value. See Note 1(l), Fair Value Measurements, for more information regarding the fair value hierarchy and the classification of fair value measurements based on the types of inputs used.

The following tables provide the fair values of our investments by asset class:

	December 31, 2018							
	Pension Plan Assets				OPEB Plan Assets			
(in millions)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Asset Class								
Equity securities:								
United States Equity	$ 3.8	$ —	$ —	$ 3.8	$ 2.3	$ —	$ —	$ 2.3
International Equity	3.9	—	—	3.9	2.5	—	—	2.5
Fixed income securities: *								
United States Bonds	0.8	5.7	—	6.5	3.5	3.0	—	6.5
International Bonds	0.1	1.0	—	1.1	0.2	0.1	—	0.3
	$ 8.6	$ 6.7	$ —	$ 15.3	$ 8.5	$ 3.1	$ —	$ 11.6
Investments measured at net asset value				$ 15.5				$ 8.3
Total	$ 8.6	$ 6.7	$ —	$ 30.8	$ 8.5	$ 3.1	$ —	$ 19.9

* This category represents investment grade bonds of United States and foreign issuers denominated in United States dollars from diverse industries.

	December 31, 2017							
	Pension Plan Assets				OPEB Plan Assets			
(in millions)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Asset Class								
Cash and cash equivalents	$ —	$ 1.3	$ —	$ 1.3	$ 0.8	$ —	$ —	$ 0.8
Equity securities:								
United States Equity	5.5	—	—	5.5	2.5	—	—	2.5
International Equity	5.6	—	—	5.6	2.9	—	—	2.9
Fixed income securities: *								
United States Bonds	1.0	7.4	—	8.4	3.7	2.9	—	6.6
International Bonds	0.1	1.2	—	1.3	0.2	0.2	—	0.4
Private Equity and Real Estate	—	3.6	0.7	4.3	—	0.1	—	0.1
	$ 12.2	$ 13.5	$ 0.7	$ 26.4	$ 10.1	$ 3.2	$ —	$ 13.3
Investments measured at net asset value				$ 14.1				$ 8.2
Total	$ 12.2	$ 13.5	$ 0.7	$ 40.5	$ 10.1	$ 3.2	$ —	$ 21.5

* This category represents investment grade bonds of United States and foreign issuers denominated in United States dollars from diverse industries.

The following tables set forth a reconciliation of changes in the fair value of pension plan assets categorized as Level 3 in the fair value hierarchy:

	Private Equity and Real Estate
(in millions)	Pension
Beginning balance at January 1, 2018	**$ 0.7**
Realized and unrealized losses	**(0.1)**
Purchases	**0.1**
Transfers out of level 3	**(0.7)**
Ending balance at December 31, 2018	**$ —**

	Private Equity and Real Estate
(in millions)	Pension
Beginning balance at January 1, 2017	$ —
Purchases	0.7
Ending balance at December 31, 2017	$ 0.7

Cash Flows

We do not expect to make any contributions to our pension and OPEB plans in 2019. Contributions are dependent on various factors affecting us, including our liquidity position and the effects of the new Tax Legislation.

The following table shows the payments, reflecting expected future service, that we expect to make for pension and OPEB:

(in millions)	Pension	OPEB
2019	$ 5.0	$ 0.5
2020	5.4	0.7
2021	5.4	0.8
2022	5.5	0.9
2023	5.9	1.0
2024 through 2028	28.3	6.4

Savings Plans

WEC Energy Group sponsors a 401(k) savings plan that allows substantially all of our full-time employees to contribute a portion of their pre-tax and/or after-tax income in accordance with plan-specified guidelines. A percentage of employee contributions are matched by us through a contribution into the employee's savings plan account, up to certain limits. The 401(k) savings plan includes an Employee Stock Ownership Plan. Certain employees receive an employer retirement contribution, which amounts are contributed to an employee's savings plan account based on the employee's wages, age, and years of service. Our share of the total costs incurred under all of these plans was $0.8 million in each of 2018, 2017, and 2016.

NOTE 15—SEGMENT INFORMATION

At December 31, 2018, we reported two segments. Our utility operations are reported in the natural gas utility segment. Our non-utility operations are reported in the other segment. No significant items were reported in the other segment for any of the years presented. All of our operations and assets are located within the United States.

NOTE 16—COMMITMENTS AND CONTINGENCIES

We have significant commitments and contingencies arising from our operations, including those related to unconditional purchase obligations, environmental matters, and enforcement and litigation matters.

Unconditional Purchase Obligations

We have obligations to distribute and sell natural gas to our customers and expect to recover costs related to these obligations in future customer rates. In order to meet these obligations, we routinely enter into long-term purchase and sale commitments for various quantities and lengths of time.

The following table shows our minimum future commitments related to these purchase obligations as of December 31, 2018.

			Payments Due By Period					
(in millions)	Date Contracts Extend Through	Total Amounts Committed	2019	2020	2021	2022	2023	Later Years
Natural gas supply and transportation	2022	$ 57.7	$ 28.1	$ 21.2	$ 7.1	$ 1.3	$ —	$ —

Environmental Matters

Consistent with other companies in the natural gas utility industry, we face significant ongoing environmental compliance and remediation obligations related to current and past operations. Specific environmental issues affecting us include, but are not limited to, current and future regulation of GHG emissions and remediation of impacted properties, including former manufactured gas plant sites.

We have continued to pursue a proactive strategy to manage our environmental compliance obligations, including:

- the protection of wetlands and waterways, threatened and endangered species, and cultural resources associated with utility construction projects;
- the reporting of CO_2 emissions to comply with federal clean air rules; and
- the remediation of former manufactured gas plant sites.

Air Quality

Environmental Protection Agency Greenhouse Gases Reporting Program

We are required to report our CO_2 equivalent emissions related to the natural gas that we distribute and sell under the EPA Greenhouse Gases Reporting Program. For 2017, we reported CO_2 equivalent emissions of approximately 1.7 million metric tonnes to the EPA. Based upon our preliminary analysis of the data, we estimate that we will report CO_2 equivalent emissions of approximately 1.8 million metric tonnes to the EPA for 2018.

Land Quality

Manufactured Gas Plant Remediation

We have identified sites at which we or a predecessor company owned or operated a manufactured gas plant or stored manufactured gas. We have also identified other sites that may have been impacted by historical manufactured gas plant activities. We are responsible for the environmental remediation of these sites, some of which are in the EPA Superfund Alternative Approach Program. We are also working with the Illinois Environmental Protection Agency on our investigation and remediation planning. These sites are at various stages of investigation, monitoring, remediation, and closure.

In addition, we are coordinating the investigation and cleanup of some of these sites subject to the jurisdiction of the EPA under what is called a "multisite" program. This program involves prioritizing the work to be done at the sites, preparation and approval of documents common to all of the sites, and use of a consistent approach in selecting remedies. At this time, we cannot estimate future remediation costs associated with these sites beyond those described below.

The future costs for detailed site investigation, future remediation, and monitoring are dependent upon several variables including, among other things, the extent of remediation, changes in technology, and changes in regulation. Historically, our regulators have allowed us to recover incurred costs, net of insurance recoveries and recoveries from potentially responsible parties, associated with the remediation of manufactured gas plant sites. Accordingly, we have established regulatory assets for costs associated with these sites.

We have established the following regulatory assets and reserves related to manufactured gas plant sites as of December 31:

(in millions)	2018	2017
Regulatory assets	**$ 40.3**	$ 43.9
Reserves for future remediation	**39.7**	42.8

Enforcement and Litigation Matters

We are involved in legal and administrative proceedings before various courts and agencies with respect to matters arising in the ordinary course of business. Although we are unable to predict the outcome of these matters, management believes that appropriate reserves have been established and that final settlement of these actions will not have a material effect on our financial condition or results of operations.

NOTE 17—SUPPLEMENTAL CASH FLOW INFORMATION

(in millions)	2018	2017	2016
Cash (paid) for interest, net of amount capitalized	**$ (4.1)**	$ (3.7)	$ (3.3)
Cash (paid) for income taxes, net	**(3.1)**	(4.5)	(3.9)
Significant non-cash transactions:			
Accounts payable related to construction costs	**0.5**	3.4	2.4

NOTE 18—REGULATORY ENVIRONMENT

Tax Cuts and Jobs Act of 2017

In December 2017, we deferred for return to ratepayers, through future refunds, bill credits, or riders, the estimated tax benefit of $47 million related to the Tax Legislation that was signed into law in December 2017. This tax benefit resulted from the revaluation of deferred taxes. The Tax Legislation also reduced the corporate federal tax rate from a maximum of 35% to a 21% rate, effective January 1, 2018. In April 2018, the ICC approved the VITA, proposed by us and PGL, to refund these tax benefits to ratepayers. The VITA recovers or refunds changes in income tax expense resulting from differences in income tax rates and amortization of deferred tax excesses and deficiencies (in accordance with the Tax Legislation) from the amounts used in our last rate case, effective January 25, 2018.

NOTE 19—NEW ACCOUNTING PRONOUNCEMENTS

Leases

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which revised the previous guidance (Topic 840) regarding accounting for leases. Revisions include requiring a lessee to recognize a lease asset and a lease liability on its balance sheet for each lease, including operating leases with an initial term greater than 12 months. In addition, required quantitative and qualitative disclosures related to lease agreements were expanded. For lessors however, accounting for leases was largely unchanged from previous provisions of GAAP.

We have finalized our inventory of leases and did not identify any leases that were significant, documented our technical accounting issues, and implemented required changes to internal controls and processes as a result of the new lease guidance. In addition, we continue to finalize the related financial disclosures that will be incorporated into our annual report for the year ended December 31, 2019.

We adopted Topic 842 for interim and annual periods beginning January 1, 2019. We utilized the following practical expedients, which were available under ASU 2016-02, in our adoption of the new lease guidance.

- We did not reassess whether any expired or existing contracts were leases or contained leases.
- We did not reassess the lease classification for any expired or existing leases.
- We did not reassess the accounting for initial direct costs for any existing leases.

We did not elect the practical expedient allowing entities to account for the nonlease components in lease contracts as part of the single lease component to which they were related. Instead, in accordance with ASC 842-10-15-31, our policy is to account for each lease component separately from the nonlease components of the contract.

We did not elect the practical expedient to use hindsight in determining the lease term and in assessing impairment of our right-of-use assets. No impairment losses were included in the measurement of our right-of-use assets upon our adoption of Topic 842.

In January 2018, the FASB issued ASU 2018-01, Leases (Topic 842): Land Easement Practical Expedient for Transition to Topic 842, which is an amendment to ASU 2016-02. Land easements (also commonly referred to as rights of way) represent the right to use, access or cross another entity's land for a specified purpose. This new guidance permits an entity to elect a transitional practical expedient, to be applied consistently, to not evaluate under Topic 842 land easements that were already in existence or had expired at the time of the entity's adoption of Topic 842. Once Topic 842 is adopted, an entity is required to apply Topic 842 prospectively to all new (or modified) land easements to determine whether the arrangement should be accounted for as a lease. We elected this practical expedient upon our adoption of Topic 842, resulting in none of our land easements being treated as leases.

In July 2018, the FASB issued ASU 2018-11, Leases (Topic 842): Targeted Improvements, which amends ASU 2016-02 and allows entities the option to initially apply Topic 842 at the adoption date and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption, if required. We used the optional transition method to apply the new guidance as of January 1, 2019, rather than as of the earliest period presented. We do not expect the adoption of Topic 842 to result in us recording any significant right of use assets or related lease liabilities related to operating leases, and we had no capital leases upon adoption. We did not require a cumulative-effect adjustment upon adoption of Topic 842, and the new guidance is not expected to have any impact on future net income or cash flows.

Financial Instruments Credit Losses

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments. This guidance is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. This ASU introduces a new impairment model known as the current expected credit loss model. The ASU requires a financial asset measured at amortized cost to be presented at the net amount expected to be collected. Previously, recognition of the full amount of credit losses was generally delayed until the loss was probable of occurring. We are currently assessing the effects this guidance may have on our financial statements.

Cloud Computing

In August 2018, the FASB issued ASU 2018-15, Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract. The standard allows entities who are customers in hosting arrangements that are service contracts to apply the existing internal-use software guidance to determine which implementation costs to capitalize as an asset related to the service contract and which costs to expense. The guidance specifies classification for capitalizing implementation costs and related amortization expense within the financial statements and requires additional disclosures. This guidance is effective for fiscal years beginning after December 15, 2020, and interim periods within fiscal years beginning after December 15, 2021. Early adoption is permitted and can be applied either retrospectively or prospectively. We are currently evaluating the transition methods and the impact the adoption of this standard may have on our financial statements.