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or a smaller reporting company. See definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
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(Do not check if a smaller reporting company)

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

As of April 15, 2011, CenterPoint Energy, Inc. had 425,410,779 shares of common stock outstanding, excluding 166 shares held as treasury stock.

CENTERPOINT ENERGY, INC.
 QUARTERLY REPORT ON FORM 10-Q
 FOR THE QUARTER ENDED MARCH 31, 2011

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

From time to time we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are not historical facts. These statements are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goal,” “may,” “objective,” “plan,” “potential,” “predict,” “projection,” “should,” “will” or other similar words.

We have based our forward-looking statements on our management’s beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions and projections about future events may and often do vary materially from actual results. Therefore, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements.

The following are some of the factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements:

- the resolution of the true-up proceedings, including the outcome of requests to the Texas Supreme Court for rehearing, future actions by the Public Utility Commission of Texas (Texas Utility Commission) in response to the decisions by the Texas Supreme Court and the Texas Third Court of Appeals, and any further appeals thereof;

- state and federal legislative and regulatory actions or developments relating to the environment, including those related to global climate change;

- other state and federal legislative and regulatory actions or developments affecting various aspects of our business, including, among others, energy deregulation or re-regulation, pipeline safety, health care reform, financial reform and tax legislation;

- timely and appropriate rate actions and increases, allowing recovery of costs and a reasonable return on investment;

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

- problems with construction, implementation of necessary technology or other issues with respect to major capital projects that result in delays or in cost overruns that cannot be recouped in rates;

- industrial, commercial and residential growth in our service territory and changes in market demand, including the effects of energy efficiency measures and demographic patterns;

- the timing and extent of changes in commodity prices, particularly natural gas and natural gas liquids, and the effects of geographic and seasonal commodity price differentials;

- the timing and extent of changes in the supply of natural gas, including supplies available for gathering by our field services business and transporting by our interstate pipelines;

- weather variations and other natural phenomena;

- the impact of unplanned facility outages;

timely and appropriate regulatory actions allowing securitization or other recovery of costs associated with any future hurricanes or natural disasters;

- changes in interest rates or rates of inflation;

commercial bank and financial market conditions, our access to capital, the cost of such capital, and the results of our financing and refinancing efforts, including availability of funds in the debt capital markets;

- actions by credit rating agencies;
- effectiveness of our risk management activities;
- inability of various counterparties to meet their obligations to us;
- non-payment for our services due to financial distress of our customers;

the ability of GenOn Energy, Inc. (GenOn) (formerly known as RRI Energy, Inc., Reliant Energy, Inc. and Reliant Resources, Inc.) and its subsidiaries to satisfy their obligations to us, including indemnity obligations, or in connection with the contractual arrangements pursuant to which we are their guarantor;

the ability of retail electric providers (REPs), including REP subsidiaries of NRG Retail LLC and REP subsidiaries of TXU Energy Retail Company LLC, which are CenterPoint Houston's two largest customers, to satisfy their obligations to us and our subsidiaries;

- the outcome of litigation brought by or against us;
- our ability to control costs;
- the investment performance of our pension and postretirement benefit plans;

our potential business strategies, including restructurings, acquisitions or dispositions of assets or businesses, which we cannot assure will be completed or will have the anticipated benefits to us;

- acquisition and merger activities involving us or our competitors; and

other factors we discuss in "Risk Factors" in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2010, which is incorporated herein by reference, and in Item 1A of Part II of this Quarterly Report on Form 10-Q, and other reports we file from time to time with the Securities and Exchange Commission.

You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement.

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

CENTERPOINT ENERGY, INC. AND SUBSIDIARIES
CONDENSED STATEMENTS OF CONSOLIDATED INCOME
(In Millions, Except Per Share Amounts)
(Unaudited)

	Three Months Ended March 31,	
	2010	2011
Revenues	\$ 3,023	\$ 2,587
Expenses:		
Natural gas	1,935	1,476
Operation and maintenance	414	439
Depreciation and amortization	200	201
Taxes other than income taxes	117	107
Total	2,666	2,223
Operating Income	357	364
Other Income (Expense):		
Gain on marketable securities	38	32
Loss on indexed debt securities	(27)	(23)
Interest and other finance charges	(122)	(116)
Interest on transition and system restoration bonds	(36)	(33)
Equity in earnings of unconsolidated affiliates	5	6
Other, net	1	5
Total	(141)	(129)
Income Before Income Taxes	216	235
Income tax expense	102	87
Net Income	\$ 114	\$ 148
Basic Earnings Per Share	\$ 0.29	\$ 0.35
Diluted Earnings Per Share	\$ 0.29	\$ 0.35
Dividends Declared Per Share	\$ 0.1950	\$ 0.1975
Weighted Average Shares Outstanding, Basic	393	425
Weighted Average Shares Outstanding, Diluted	395	427

See Notes to Interim Condensed Consolidated Financial Statements

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CENTERPOINT ENERGY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(In Millions)
(Unaudited)

ASSETS

	December 31, 2010	March 31, 2011
Current Assets:		
Cash and cash equivalents (\$198 and \$82 related to VIEs at December 31, 2010 and March 31, 2011, respectively)	\$ 199	\$ 95
Investment in marketable securities	367	399
Accounts receivable, net (\$49 and \$46 related to VIEs at December 31, 2010 and March 31, 2011, respectively)	835	852
Accrued unbilled revenues	340	232
Natural gas inventory	164	48
Materials and supplies	211	146
Non-trading derivative assets	54	39
Taxes receivable	138	4
Prepaid expenses and other current assets (\$39 related to VIEs at both December 31, 2010 and March 31, 2011)	274	199
Total current assets	2,582	2,014
Property, Plant and Equipment:		
Property, plant and equipment	16,005	16,235
Less accumulated depreciation and amortization	4,273	4,378
Property, plant and equipment, net	11,732	11,857
Other Assets:		
Goodwill	1,696	1,696
Regulatory assets (\$2,597 and \$2,542 related to VIEs at December 31, 2010 and March 31, 2011, respectively)	3,446	3,385
Non-trading derivative assets	15	11
Investment in unconsolidated affiliates	468	474
Other	172	157
Total other assets	5,797	5,723
Total Assets	\$ 20,111	\$ 19,594

See Notes to Interim Condensed Consolidated Financial Statements

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CENTERPOINT ENERGY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS – (continued)
(In Millions)
(Unaudited)

LIABILITIES AND SHAREHOLDERS' EQUITY

	December 31, 2010	March 31, 2011
Current Liabilities:		
Short-term borrowings	\$ 53	\$ —
Current portion of VIE transition and system restoration bonds		
long-term		
debt	283	294
Current portion of indexed debt	126	127
Current portion of other long-term debt	19	—
Indexed debt securities derivative	232	255
Accounts payable	667	449
Taxes accrued	156	140
Interest accrued	171	128
Non-trading derivative liabilities	68	50
Accumulated deferred income taxes, net	407	408
Other	438	350
Total current liabilities	2,620	2,201
Other Liabilities:		
Accumulated deferred income taxes, net	2,934	2,998
Non-trading derivative liabilities	16	4
Benefit obligations	906	905
Regulatory liabilities	989	1,015
Other	447	473
Total other liabilities	5,292	5,395
Long-term Debt:		
VIE transition and system restoration bonds	2,522	2,371
Other	6,479	6,361
Total long-term debt	9,001	8,732
Commitments and Contingencies (Note 12)		
Shareholders' Equity:		
Common stock (424,746,177 shares and 425,377,257 shares outstanding at December 31, 2010 and March 31, 2011, respectively)	4	4
Additional paid-in capital	4,100	4,102
Accumulated deficit	(789)	(725)
Accumulated other comprehensive loss	(117)	(115)
Total shareholders' equity	3,198	3,266

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Total Liabilities and Shareholders' Equity	\$ 20,111	\$ 19,594
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See Notes to Interim Condensed Consolidated Financial Statements

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CENTERPOINT ENERGY, INC. AND SUBSIDIARIES
 CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS
 (In Millions)
 (Unaudited)

	Three Months Ended March 31,	
	2010	2011
Cash Flows from Operating Activities:		
Net income	\$ 114	\$ 148
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	200	201
Amortization of deferred financing costs	7	7
Deferred income taxes	(34)	80
Unrealized gain on marketable securities	(38)	(32)
Unrealized loss on indexed debt securities		