

AEP Generating Company

2019 Annual Report

Audited Financial Statements

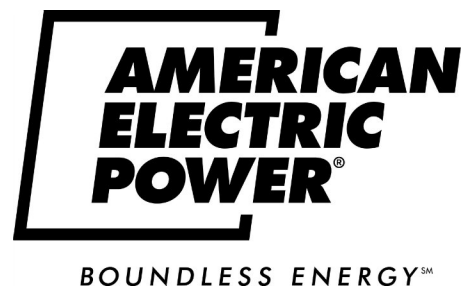


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GLOSSARY OF TERMS

When the following terms and abbreviations appear in the text of this report, they have the meanings indicated below.

Term	Meaning
AEGCo	AEP Generating Company, an AEP electric utility subsidiary.
AEP	American Electric Power Company, Inc., an investor-owned electric public utility holding company which includes American Electric Power Company, Inc. (Parent) and majority owned consolidated subsidiaries and consolidated affiliates.
AEP System	American Electric Power System, an electric system, owned and operated by AEP subsidiaries.
AEPSC	American Electric Power Service Corporation, an AEP service subsidiary providing management and professional services to AEP and its subsidiaries.
AFUDC	Allowance for Funds Used During Construction.
AGR	AEP Generation Resources Inc., a competitive AEP subsidiary that acquired the generation assets and liabilities of OPCo.
ASU	Accounting Standards Update.
CCT	Cook Coal Terminal.
CWIP	Construction Work in Progress.
EIS	Energy Insurance Services, Inc., a nonaffiliated captive insurance company and consolidated variable interest entity of AEP.
FASB	Financial Accounting Standards Board.
Federal EPA	United States Environmental Protection Agency.
FERC	Federal Energy Regulatory Commission.
GAAP	Accounting Principles Generally Accepted in the United States of America.
I&M	Indiana Michigan Power Company, an AEP electric utility subsidiary.
IRS	Internal Revenue Service.
ITC	Investment Tax Credit
IURC	Indiana Utility Regulatory Commission.
KPCo	Kentucky Power Company, an AEP electric utility subsidiary.
MW	Megawatt.
NO _x	Nitrogen oxide.
NSR	New Source Review.
OPCo	Ohio Power Company, an AEP electric utility subsidiary.
OPEB	Other Postretirement Benefits.
Parent	American Electric Power Company, Inc., the equity owner of AEP subsidiaries within the AEP consolidation.
PSO	Public Service Company of Oklahoma, an AEP electric utility subsidiary.
Rockport Plant	A generation plant, consisting of two 1,310 MW coal-fired generating units near Rockport, Indiana. AEGCo and I&M jointly-own Unit 1. In 1989, AEGCo and I&M entered into a sale-and-leaseback transaction with Wilmington Trust Company, an unrelated, unconsolidated trustee for Rockport Plant, Unit 2.
SWEPCo	Southwestern Electric Power Company, an AEP electric utility subsidiary.
Tax Reform	On December 22, 2017, President Trump signed into law legislation referred to as the “Tax Cuts and Jobs Act” (the TCJA). The TCJA includes significant changes to the Internal Revenue Code of 1986, including a reduction in the corporate federal income tax rate from 35% to 21% effective January 1, 2018.
UMWA	United Mine Workers of America.
UPA	Unit Power Agreement.
Utility Money Pool	Centralized funding mechanism AEP uses to meet the short-term cash requirements of certain utility subsidiaries.
VIE	Variable Interest Entity.



Report of Independent Auditors

To the Board of Directors and Management of
AEP Generating Company

We have audited the accompanying financial statements of AEP Generating Company, which comprise the balance sheets as of December 31, 2019 and 2018, and the related statements of income, of changes in common shareholder's equity and of cash flows for the years then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the 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 the 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 our 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, we consider 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 AEP Generating Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*PricewaterhouseCoopers LLP, 41 South High Street, Suite 2500, Columbus, OH 43215
T: (614) 225 8700, F: (614) 224 1044, www.pwc.com/us*



Emphasis of Matter

As discussed in Note 8 to the financial statements, the Company changed the manner in which it accounts for leases in 2019. Our opinion is not modified with respect to this matter.

PricewaterhouseCoopers LLP

February 20, 2020

AEP GENERATING COMPANY
STATEMENTS OF INCOME
For the Years Ended December 31, 2019 and 2018
(in thousands)

	Years Ended December 31,	
REVENUES	2019	2018
Sales to AEP Affiliates	\$ 306,948	\$ 339,869
Other Revenues – Affiliated	19,298	18,082
Other Revenues – Nonaffiliated	788	1,997
TOTAL REVENUES	327,034	359,948
EXPENSES		
Fuel and Other Consumables Used for Electric Generation	124,558	163,379
Rent – Rockport Plant, Unit 2	67,340	68,283
Other Operation	29,664	25,960
Maintenance	21,289	27,153
Depreciation and Amortization	62,810	46,364
Taxes Other Than Income Taxes	5,918	4,514
TOTAL EXPENSES	311,579	335,653
OPERATING INCOME	15,455	24,295
Other Income (Expense):		
Interest Income	2,085	2,683
Allowance for Equity Funds Used During Construction	3,208	844
Non-Service Cost Components of Net Periodic Benefit Cost	1,178	1,042
Interest Expense	(5,464)	(5,262)
INCOME BEFORE INCOME TAX BENEFIT	16,462	23,602
Income Tax Benefit	(4,331)	(6,836)
NET INCOME	\$ 20,793	\$ 30,438

The common stock of AEGCo is wholly-owned by Parent.

See Notes to Financial Statements beginning on page 9.

AEP GENERATING COMPANY
STATEMENTS OF CHANGES IN COMMON SHAREHOLDER'S EQUITY
For the Years Ended December 31, 2019 and 2018
(in thousands)

	<u>Common Stock</u>	<u>Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2017	\$ 1,000	\$ 175,487	\$ 94,475	\$ 270,962
Capital Contribution Returned to Parent		(10,000)		(10,000)
Common Stock Dividends			(70,000)	(70,000)
Net Income			30,438	30,438
TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2018	1,000	165,487	54,913	221,400
Net Income			20,793	20,793
TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2019	<u>\$ 1,000</u>	<u>\$ 165,487</u>	<u>\$ 75,706</u>	<u>\$ 242,193</u>

See Notes to Financial Statements beginning on page 9.

AEP GENERATING COMPANY
BALANCE SHEETS
ASSETS
December 31, 2019 and 2018
(in thousands)

	December 31,	
	2019	2018
CURRENT ASSETS		
Advances to Affiliates	\$ 56,773	\$ 70,904
Accounts Receivable:		
Customers	5	466
Affiliated Companies	20,527	30,196
Total Accounts Receivable	20,532	30,662
Fuel	56,205	37,289
Materials and Supplies	19,017	18,062
Prepayments and Other Current Assets	2,152	2,128
TOTAL CURRENT ASSETS	154,679	159,045
PROPERTY, PLANT AND EQUIPMENT		
Electric Generation	1,130,046	1,125,208
Other Property, Plant and Equipment	39,399	35,564
Construction Work in Progress	108,241	50,525
Total Property, Plant and Equipment	1,277,686	1,211,297
Accumulated Depreciation and Amortization	784,124	719,684
TOTAL PROPERTY, PLANT AND EQUIPMENT – NET	493,562	491,613
OTHER NONCURRENT ASSETS		
Regulatory Assets	5,672	14,671
Operating Lease Assets	218,949	—
Deferred Charges and Other Noncurrent Assets	2,521	1,871
TOTAL OTHER NONCURRENT ASSETS	227,142	16,542
TOTAL ASSETS	\$ 875,383	\$ 667,200

See Notes to Financial Statements beginning on page 9.

AEP GENERATING COMPANY
BALANCE SHEETS
LIABILITIES AND COMMON SHAREHOLDER'S EQUITY
December 31, 2019 and 2018

	December 31,	
	2019	2018
	(in thousands)	
CURRENT LIABILITIES		
Accounts Payable:		
General	\$ 3,588	\$ 2,151
Affiliated Companies	18,245	23,250
Long-term Debt Due Within One Year – Nonaffiliated	150,000	45,000
Accrued Taxes	8,283	6,451
Accrued Rent – Rockport Plant, Unit 2	614	4,963
Obligations Under Operating Leases	71,128	—
Other Current Liabilities	6,286	3,463
TOTAL CURRENT LIABILITIES	258,144	85,278
NONCURRENT LIABILITIES		
Long-term Debt – Nonaffiliated	44,538	149,988
Deferred Income Taxes	26,240	30,872
Regulatory Liabilities and Deferred Investment Tax Credits	91,736	90,008
Deferred Gain on Sale-and-Leaseback – Rockport Plant, Unit 2	—	21,911
Obligations Under Operating Leases	150,799	—
Deferred Credits and Other Noncurrent Liabilities	61,733	67,743
TOTAL NONCURRENT LIABILITIES	375,046	360,522
TOTAL LIABILITIES	633,190	445,800
Commitments and Contingencies (Note 4)		
COMMON SHAREHOLDER'S EQUITY		
Common Stock – Par Value – \$1,000 Per Share:		
Authorized – 1,000 Shares		
Outstanding – 1,000 Shares	1,000	1,000
Paid-in Capital	165,487	165,487
Retained Earnings	75,706	54,913
TOTAL COMMON SHAREHOLDER'S EQUITY	242,193	221,400
TOTAL LIABILITIES AND COMMON SHAREHOLDER'S EQUITY	\$ 875,383	\$ 667,200

See Notes to Financial Statements beginning on page 9.

AEP GENERATING COMPANY
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2019 and 2018
(in thousands)

	Years Ended December 31,	
	2019	2018
OPERATING ACTIVITIES		
Net Income	\$ 20,793	\$ 30,438
Adjustments to Reconcile Net Income to Net Cash Flows from Operating Activities:		
Depreciation and Amortization	62,810	46,364
Rockport Plant, Unit 2 Operating Lease Amortization	67,340	—
Deferred Income Taxes	(12,983)	2,496
Allowance for Equity Funds Used During Construction	(3,208)	(844)
Change in Other Noncurrent Assets	2,659	1,172
Change in Other Noncurrent Liabilities	232	(8,854)
Changes in Certain Components of Working Capital:		
Accounts Receivable	10,130	8,340
Fuel, Materials and Supplies	(19,871)	(4,540)
Accounts Payable	(4,858)	3,455
Accrued Taxes, Net	1,832	(7,013)
Rockport Plant, Unit 2 Operating Lease Payments	(73,854)	—
Other Current Assets	(32)	170
Other Current Liabilities	(1,868)	(103)
Net Cash Flows from Operating Activities	49,122	71,081
INVESTING ACTIVITIES		
Construction Expenditures	(60,933)	(37,709)
Change in Advances to Affiliates, Net	14,131	23,261
Other Investing Activities	(6)	164
Net Cash Flows Used for Investing Activities	(46,808)	(14,284)
FINANCING ACTIVITIES		
Capital Contribution Returned to Parent	—	(10,000)
Issuance of Long-term Debt – Nonaffiliated	44,556	149,988
Retirement of Long-term Debt – Nonaffiliated	(45,000)	(125,000)
Principal Payments for Finance Lease Obligations	(1,886)	(1,801)
Dividends Paid on Common Stock	—	(70,000)
Other Financing Activities	16	16
Net Cash Flows Used for Financing Activities	(2,314)	(56,797)
Net Change in Cash and Cash Equivalents	—	—
Cash and Cash Equivalents at Beginning of Period	—	—
Cash and Cash Equivalents at End of Period	\$ —	\$ —
SUPPLEMENTARY INFORMATION		
Cash Paid for Interest, Net of Capitalized Amounts	\$ 4,393	\$ 4,155
Net Cash Paid (Received) for Income Taxes	7,526	(166)
Noncash Acquisitions Under Finance Leases	306	195
Construction Expenditures Included in Current Liabilities as of December 31,	1,408	118

See Notes to Financial Statements beginning on page 9.

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1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION

AEGCo engages in the generation and wholesale sale of electric power to its affiliates, AGR, I&M and KPCo. AEGCo and I&M co-own Unit 1 of the Rockport Plant. Unit 2 of the Rockport Plant is owned by a third party and leased to I&M and AEGCo. I&M operates the Rockport Plant. AEGCo derives operating revenues from the sale of Rockport Plant energy and capacity to I&M and KPCo pursuant to FERC-approved long-term UPAs through December 2022. Under the terms of its UPA, I&M agreed to purchase all of AEGCo's Rockport energy and capacity unless it is sold to other utilities or affiliates. I&M assigned 30% of its rights to AEGCo's energy and capacity to KPCo. AEGCo also owns CCT which performs coal transloading services for I&M and railcar maintenance services for I&M, PSO and SWEPCo.

The UPAs provide for a FERC-approved rate of return on common equity, a return on other capital (net of temporary cash investments) and recovery of costs including operation and maintenance, fuel and taxes. Under the terms of the UPAs, AEGCo accumulates all expenses monthly and prepares bills for its affiliates. In the month the expenses are incurred, AEGCo recognizes the billing revenues and establishes a receivable from the affiliated companies. The costs of operating the plants are billed to the affiliates receiving the benefits under the UPAs.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Rates and Service Regulation

The FERC regulates AEGCo's rates and affiliated transactions, including AEPSC intercompany service billings which are generally at cost, under the 2005 Public Utility Holding Company Act and the Federal Power Act. The FERC also has jurisdiction over the issuances and acquisitions of securities of public utility subsidiaries, the acquisition or sale of certain utility assets and mergers with another electric utility or holding company. For non-power goods and services, the FERC requires a nonregulated affiliate to bill an affiliated public utility company at no more than market while a public utility must bill the higher of cost or market to a nonregulated affiliate. Both the FERC and state regulatory commissions are permitted to review and audit the relevant books and records of companies within a public utility holding company system.

The FERC regulates wholesale power markets and wholesale power transactions. AEGCo's wholesale power transactions are generally cost-based regulated under FERC-approved unit power agreements.

Accounting for the Effects of Cost-Based Regulation

As a rate-regulated electric public utility company, AEGCo's financial statements reflect the actions of regulators that result in the recognition of certain revenues and expenses in different time periods than enterprises that are not rate-regulated. In accordance with accounting guidance for "Regulated Operations," AEGCo records regulatory assets (deferred expenses) and regulatory liabilities (deferred revenue reductions or refunds) to reflect the economic effects of regulation in the same accounting period by matching expenses with their recovery through regulated revenues and by matching income with its passage to customers in cost-based regulated rates.

Use of Estimates

The preparation of these financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. These estimates include, but are not limited to, inventory valuation, long-lived asset impairment, the effects of regulation, long-lived asset recovery and the effects of contingencies. The estimates and assumptions used are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results could ultimately differ from those estimates.

Inventory

Fossil fuel inventories and materials and supplies inventories are carried at average cost.

Property, Plant and Equipment

Electric utility property, plant and equipment are stated at original cost. Additions, major replacements and betterments are added to the plant accounts. Under the group composite method of depreciation, continuous interim routine replacements of items such as boiler tubes, pumps, motors, etc. result in original cost retirements, less salvage, being charged to accumulated depreciation. The group composite method of depreciation assumes that on average, asset components are retired at the end of their useful lives and thus there is no gain or loss. The equipment in each primary electric plant account is identified as a separate group. The depreciation rates that are established take into account the past history of interim capital replacements and the amount of removal cost incurred and salvage received. These rates and the related lives are subject to periodic review. Removal costs accrued are typically recorded as regulatory liabilities when the revenue received for removal costs accrued exceeds actual removal costs incurred. The asset removal costs liability is relieved as removal costs are incurred. A regulatory asset balance will occur if actual removal costs incurred exceed accumulated removal costs accrued.

The costs of labor, materials and overhead incurred to operate and maintain plant and equipment are included in operating expenses.

Long-lived assets are required to be tested for impairment when it is determined that the carrying value of the assets may no longer be recoverable or when the assets meet the held-for-sale criteria under the accounting guidance for "Impairment or Disposal of Long-Lived Assets." When it becomes probable that an asset in service or an asset under construction will be abandoned and regulatory cost recovery has been disallowed or is not probable, the cost of that asset shall be removed from plant-in-service or CWIP and charged to expense.

The fair value of an asset is the amount at which that asset could be bought or sold in a current transaction between willing parties, as opposed to a forced or liquidation sale. Quoted market prices in active markets are the best evidence of fair value and are used as the basis for the measurement, if available. In the absence of quoted prices for identical or similar assets in active markets, fair value is estimated using various internal and external valuation methods including cash flow analysis and appraisals.

Allowance for Funds Used During Construction

AFUDC represents the estimated cost of borrowed and equity funds used to finance construction projects that is capitalized and recovered through depreciation over the service life of regulated electric utility plant. AEGCo records the equity component of AFUDC in Allowance for Equity Funds Used During Construction and the debt component of AFUDC as a reduction to Interest Expense.

Valuation of Nonderivative Financial Instruments

The book values of Advances to Affiliate, Accounts Receivable and Accounts Payable approximate fair value because of the short-term maturity of these instruments.

Fair Value Measurements of Assets and Liabilities

The accounting guidance for "Fair Value Measurements and Disclosures" establishes 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). Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized in Level 2. When quoted market prices are not available, pricing may be completed using comparable securities, dealer values, operating data and general market conditions to determine fair value. Valuation models utilize various inputs such as commodity, interest rate and, to a lesser degree, volatility and credit that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, market corroborated inputs (i.e. inputs derived principally from, or correlated to, observable market data) and other observable inputs for the asset or liability.

AEP utilizes its trustee's external pricing service to estimate the fair value of the underlying investments held in the benefit plan trusts. AEP's investment managers review and validate the prices utilized by the trustee to determine fair value. AEP's management performs its own valuation testing to verify the fair values of the securities. AEP receives audit reports of the trustee's operating controls and valuation processes.

Assets in the benefits trusts are classified using the following methods. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Items classified as Level 1 are investments in money market funds, fixed income and equity mutual funds and equity securities. They are valued based on observable inputs primarily unadjusted quoted prices in active markets for identical assets. Items classified as Level 2 are primarily investments in individual fixed income securities. Fixed income securities generally do not trade on exchanges and do not have an official closing price but their valuation inputs are based on observable market data. Pricing vendors calculate bond valuations using financial models and matrices. The models use observable inputs including yields on benchmark securities, quotes by securities brokers, rating agency actions, discounts or premiums on securities compared to par prices, changes in yields for U.S. Treasury securities, corporate actions by bond issuers, prepayment schedules and histories, economic events and, for certain securities, adjustments to yields to reflect changes in the rate of inflation. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments. Investments classified as Other are valued using Net Asset Value as a practical expedient. Items classified as Other are primarily cash equivalent funds, common collective trusts, commingled funds, structured products, private equity, real estate, infrastructure and alternative credit investments. These investments do not have a readily determinable fair value or they contain redemption restrictions which may include the right to suspend redemptions under certain circumstances. Redemption restrictions may also prevent certain investments from being redeemed at the reporting date for the underlying value.

Revenue Recognition and Accounts Receivable

Under terms of the UPAs, AEGCo accumulates all expenses monthly and prepares bills for its affiliates. In the month the expenses are incurred, AEGCo recognizes the billing revenues and establishes receivables from the affiliate companies.

AEGCo also accumulates costs for its CCT division and prepares bills monthly for both affiliated and nonaffiliated companies.

Maintenance

Maintenance costs are expensed as incurred.

Income Taxes and Investment Tax Credits

AEGCo uses the liability method of accounting for income taxes. Under the liability method, deferred income taxes are provided for all temporary differences between the book and tax basis of assets and liabilities which will result in a future tax consequence. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled. AEGCo revalued deferred tax assets and liabilities at the new federal corporate income tax rate of 21% in December 2017. See Note 7 for additional information related to Tax Reform.

When the flow-through method of accounting for temporary differences is reflected in regulated revenues (that is, when deferred taxes are not included in the cost of service for determining regulated rates for electricity), deferred income taxes are recorded and related regulatory assets and liabilities are established to match the regulated revenues and tax expense.

AEGCo applies deferral methodology for the recognition of ITC. Deferred ITC is amortized to income tax expense over the life of the asset. Amortization of deferred ITC begins when the asset is placed into service, except where regulatory commissions reflect ITC in the rate-making process, then amortization begins when the cash tax benefit is recognized.

AEGCo accounts for uncertain tax positions in accordance with the accounting guidance for "Income Taxes." AEGCo classifies interest expense or income related to uncertain tax positions as interest expense or income as appropriate and classifies penalties as Other Operation expense.

Debt

Gains and losses from the reacquisition of debt used to finance AEGCo's plants are deferred and amortized over the remaining term of the reacquired debt in accordance with their rate-making treatment unless the debt is refinanced. If the reacquired debt is refinanced, the reacquisition costs are generally deferred and amortized over the term of the replacement debt consistent with its recovery in rates.

Debt discount or premium and debt issuance expenses are deferred and amortized generally utilizing the straight-line method over the term of the related debt. The straight-line method approximates the effective interest method and is consistent with the treatment in rates for regulated operations. The net amortization expense is included in Interest Expense on the statements of income.

Pension and OPEB Plans

AEGCo participates in an AEP sponsored qualified pension plan. Substantially all of AEGCo's employees other than certain longer service UMWA members are covered by the qualified plan. UMWA pension benefits are provided through the United Mine Workers of America 1974 Pension Plan, a multiemployer plan, to CCT employees who are not covered by the qualified plan. AEGCo also participates in OPEB plans sponsored by AEP to provide health and life insurance benefits for retired employees as well as certain unionized employees, retirees and their survivors who meet eligibility requirements. AEGCo accounts for its participation in the AEP sponsored pension and OPEB plans using multiple-employer accounting. See Note 5 - Benefit Plans for additional information including significant accounting policies associated with the plans.

Investments Held in Trust for Future Liabilities

AEP has several trust funds with significant investments intended to provide for future payments of pension and OPEB benefits. All of the trust funds' investments are diversified and managed in compliance with all laws and regulations. The investment strategy for the trust funds is to use a diversified portfolio of investments to achieve an acceptable rate of return while managing the investment risk of the assets relative to the associated liabilities. To minimize investment risk, the trust funds are broadly diversified among classes of assets, investment strategies and investment managers. Management regularly reviews the actual asset allocations and periodically rebalances the investments to targeted allocations when appropriate. Investment policies and guidelines allow investment managers in approved strategies to use financial derivatives to obtain or manage market exposures and to hedge assets and liabilities. The investments are reported at fair value under the "Fair Value Measurements and Disclosures" accounting guidance.

Benefit Plans

All benefit plan assets are invested in accordance with each plan's investment policy. The investment policy outlines the investment objectives, strategies and target asset allocations by plan.

The investment philosophies for AEP's benefit plans support the allocation of assets to minimize risks and optimize net returns. Strategies used include:

- Maintaining a long-term investment horizon.
- Diversifying assets to help control volatility of returns at acceptable levels.
- Managing fees, transaction costs and tax liabilities to maximize investment earnings.
- Using active management of investments where appropriate risk/return opportunities exist.
- Keeping portfolio structure style-neutral to limit volatility compared to applicable benchmarks.
- Using alternative asset classes such as real estate and private equity to maximize return and provide additional portfolio diversification.

The objective of the investment policy for the pension fund is to maintain the funded status of the plan while providing for growth in the plan assets to offset the growth in the plan liabilities. The current target asset allocations are as follows:

Pension Plan Assets	Target
Equity	30%
Fixed Income	54%
Other Investments	15%
Cash and Cash Equivalents	1%

OPEB Plans Assets	Target
Equity	48%
Fixed Income	50%
Cash and Cash Equivalents	2%

The investment policy for each benefit plan contains various investment limitations. The investment policies establish concentration limits for securities and prohibit the purchase of securities issued by AEP (with the exception of proportionate and immaterial holdings of AEP securities in passive index strategies or certain commingled funds). However, the investment policies do not preclude the benefit trust funds from receiving contributions in the form of AEP securities, provided that the AEP securities acquired by each plan may not exceed the limitations imposed by law.

For equity investments, the concentration limits are generally as follows:

- No security in excess of 5% of all equities.
- Cash equivalents must be less than 10% of an investment manager's equity portfolio.
- No individual stock may be more than 10% and 7% for pension and OPEB investments, respectively, of each manager's equity portfolio.
- No securities may be bought or sold on margin or other use of leverage.

For fixed income investments, each investment manager's portfolio is compared to investment grade, diversified long and intermediate benchmark indices.

A portion of the pension assets is invested in real estate funds to provide diversification, add return and hedge against inflation. Real estate properties are illiquid, difficult to value and not actively traded. The pension plan uses external real estate investment managers to invest in commingled funds that hold real estate properties. To mitigate investment risk in the real estate portfolio, commingled real estate funds are used to ensure that holdings are diversified by region, property type and risk classification. Real estate holdings include core, value-added and opportunistic classifications.

A portion of the pension assets is invested in private equity. Private equity investments add return and provide diversification and typically require a long-term time horizon to evaluate investment performance. Private equity is classified as an alternative investment because it is illiquid, difficult to value and not actively traded. The pension plan uses limited partnerships and commingled funds to invest across the private equity investment spectrum. The private equity holdings are with multiple general partners who help monitor the investments and provide investment selection expertise. The holdings are currently comprised of venture capital, buyout and hybrid debt and equity investments.

AEP participates in a securities lending program with BNY Mellon to provide incremental income on idle assets and to provide income to offset custody fees and other administrative expenses. AEP lends securities to borrowers approved by BNY Mellon in exchange for collateral. All loans are collateralized by at least 102% of the loaned asset's market value and the collateral is invested. The difference between the rebate owed to the borrower and the collateral rate of return determines the earnings on the loaned security. The securities lending program's objective is to provide modest incremental income with a limited increase in risk. As of December 31, 2019 and 2018, the fair value of securities on loan as part of the program was \$246.3 million and \$240.7 million, respectively. Cash and securities obtained as collateral exceeded the fair value of the securities loaned as of December 31, 2019 and 2018.

Trust owned life insurance (TOLI) underwritten by The Prudential Insurance Company is held in the OPEB plan trusts. The strategy for holding life insurance contracts in the taxable Voluntary Employees' Beneficiary Association trust is to minimize taxes paid on the asset growth in the trust. Earnings on plan assets are tax-deferred within the TOLI contract and can be tax-free if held until claims are paid. Life insurance proceeds remain in the trust and are used to fund future retiree medical benefit liabilities. With consideration to other investments held in the trust, the cash value of the TOLI contracts is invested in two diversified funds. A portion is invested in a commingled fund with underlying investments in stocks that are actively traded on major international equity exchanges. The other portion of the TOLI cash value is invested in a diversified, commingled fixed income fund with underlying investments in government bonds, corporate bonds and asset-backed securities.

Cash and cash equivalents are held in each trust to provide liquidity and meet short-term cash needs. Cash equivalent funds are used to provide diversification and preserve principal. The underlying holdings in the cash funds are investment grade money market instruments including commercial paper, certificates of deposit, treasury bills and other types of investment grade short-term debt securities. The cash funds are valued each business day and provide daily liquidity.

Earnings Per Share (EPS)

AEGCo is a wholly-owned subsidiary of AEP. Therefore, AEGCo is not required to report EPS.

Subsequent Events

Management reviewed subsequent events through February 20, 2020, the date that AEGCo's 2019 annual report was available to be issued.

2. NEW ACCOUNTING STANDARDS

During the FASB's standard-setting process and upon issuance of final standards, management reviews the new accounting literature to determine its relevance, if any, to AEGCo's business. The following standards will impact the financial statements.

ASU 2016-02 "Accounting for Leases" (ASU 2016-02)

In February 2016, the FASB issued ASU 2016-02 increasing the transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheets and disclosing key information about leasing arrangements. Under the new standard, an entity must recognize an asset and liability for operating leases on the balance sheets. Additionally, capital leases are known as finance leases going forward. Leases with terms of 12 months or longer are also subject to the new requirements. Fundamentally, the criteria used to determine lease classification remains the same, but is more subjective under the new standard.

New leasing standard implementation activities included the identification of the lease population within the AEP System as well as the sampling of representative lease contracts to analyze accounting treatment under the new accounting guidance. Based upon the completed assessments, management also prepared a gap analysis to outline new disclosure compliance requirements.

Management adopted ASU 2016-02 effective January 1, 2019 by means of a cumulative-effect adjustment to the balance sheets. Management elected the following practical expedients upon adoption:

Practical Expedient	Description
Overall Expedients (for leases commenced prior to adoption date and must be adopted as a package)	Do not need to reassess whether any expired or existing contracts are/or contain leases, do not need to reassess the lease classification for any expired or existing leases and do not need to reassess initial direct costs for any existing leases.
Lease and Non-lease Components (elect by class of underlying asset)	Elect as an accounting policy to not separate non-lease components from lease components and instead account for each lease and associated non-lease component as a single lease component.
Short-term Lease (elect by class of underlying asset)	Elect as an accounting policy to not apply the recognition requirements to short-term leases.
Existing and expired land easements not previously accounted for as leases	Elect optional transition practical expedient to not evaluate under Topic 842 existing or expired land easements that were not previously accounted for as leases under the current leases guidance in Topic 840.
Cumulative-effect adjustment in the period of adoption	Elect the optional transition practical expedient to adopt the new lease requirements through a cumulative-effect adjustment on the balance sheet in the period of adoption.

Management concluded that the result of adoption would not materially change the volume of contracts that qualify as leases going forward. The adoption of the new standard did not materially impact results of operations or cash flows, but did have a material impact on the balance sheets. See Note 8 - Leases for additional disclosures required by the new standard.

ASU 2016-13 "Measurement of Credit Losses on Financial Instruments" (ASU 2016-13)

In June 2016, the FASB issued ASU 2016-13 requiring the recognition of an allowance for expected credit losses for financial instruments within its scope. Examples of financial instruments that are in scope include trade receivables, certain financial guarantees, and held-to-maturity debt securities. The allowance for expected credit losses should be based on historical information, current conditions and reasonable and supportable forecasts. Entities are required to evaluate, and if necessary, recognize expected credit losses at the inception or initial acquisition of a financial instrument (or pool of financial instruments that share similar risk characteristics) subject to ASU 2016-13, and subsequently as of each reporting date. The new standard also revises the other-than-temporary impairment model for available-for-sale debt securities.

Management adopted ASU 2016-13 and its related implementation guidance effective January 1, 2020, by means of a cumulative-effect adjustment to the balance sheet. The adoption of the new standard did not have a material impact to financial position, and had no impact on the results of operations or cash flows. Additionally, the adoption of the new standard did not result in any changes to current accounting systems.

Implementation activities included: (1) the identification and evaluation of the population of financial instruments within the AEP system that are subject to the new standard and, (2) the development of supporting valuation models to also contemplate appropriate metrics for current and supportable forecasted information. As required by ASU 2016-13, the financial instruments subject to the new standard were evaluated on a pool-basis to the extent such financial instruments shared similar risk characteristics.

Management continues to develop disclosures to comply with the requirements of ASU 2016-13 that are required in the first quarter of 2020. Management will continue to monitor for any potential industry implementation issues.

3. EFFECTS OF REGULATION

Regulatory assets and liabilities are comprised of the following items:

Regulatory Assets:	December 31,		Remaining
	2019	2018	Recovery Period
	(in thousands)		
Noncurrent Regulatory Assets			
Regulatory assets approved for recovery:			
<u>Regulatory Assets Currently Earning a Return</u>			
Asset Retirement Obligation	\$ 2,300	\$ 2,394	25 years
Total Regulatory Assets Currently Earning a Return	<u>2,300</u>	<u>2,394</u>	
<u>Regulatory Assets Currently Not Earning a Return</u>			
UMWA Pension Withdrawal	2,201	—	3 years
Unamortized Loss on Reacquired Debt	1,171	1,481	6 years
Pension and OPEB Funded Status	—	10,796	
Total Regulatory Assets Currently Not Earning a Return	<u>3,372</u>	<u>12,277</u>	
Total Regulatory Assets Approved for Recovery	<u>5,672</u>	<u>14,671</u>	
Total Noncurrent Regulatory Assets	<u>\$ 5,672</u>	<u>\$ 14,671</u>	
Regulatory Liabilities:	December 31,		Remaining
	2019	2018	Refund Period
	(in thousands)		
Noncurrent Regulatory Liabilities and Deferred Investment Tax Credits			
Regulatory liabilities approved for payment:			
<u>Regulatory Liabilities Currently Paying a Return</u>			
Asset Removal Costs	\$ 32,011	\$ 35,106	(b)
Deferred Investment Tax Credits	5,746	7,716	3 years
Total Regulatory Liabilities Currently Paying a Return	<u>37,757</u>	<u>42,822</u>	
<u>Regulatory Liabilities Currently Not Paying a Return</u>			
Deferred Gain on Sale of Rockport Unit 2	16,340	—	3 years
Pension and OPEB Funded Status	1,873	—	11 years
UMWA Pension Withdrawal	—	3,073	
Total Regulatory Liabilities Currently Not Paying a Return	<u>18,213</u>	<u>3,073</u>	
<u>Income Tax Related Regulatory Liabilities (a)</u>			
Excess ADIT Associated with Certain Depreciable Property	29,894	34,873	(c)
Excess ADIT that is Not Subject to Rate Normalization Requirements	3,575	5,142	3 years
Income Taxes Subject to Flow Through	2,297	4,098	7 years
Total Income Tax Related Regulatory Liabilities	<u>35,766</u>	<u>44,113</u>	
Total Regulatory Liabilities Approved for Payment	<u>91,736</u>	<u>90,008</u>	
Total Noncurrent Regulatory Liabilities and Deferred Investment Tax Credits	<u>\$ 91,736</u>	<u>\$ 90,008</u>	

(a) This balance primarily represents regulatory liabilities for excess accumulated deferred income taxes (Excess ADIT) as a result of the reduction in the corporate federal income tax rate from 35% to 21% related to the enactment of Tax Reform. The regulatory liability balance predominately pays a return due to the inclusion of Excess ADIT in rate base.

(b) Relieved as removal costs are incurred.

(c) Refunded using the Average Rate Assumption Method.

4. COMMITMENTS, GUARANTEES AND CONTINGENCIES

AEGCo is subject to certain claims and legal actions arising in its ordinary course of business. In addition, AEGCo's business activities are subject to extensive governmental regulation related to public health and the environment. The ultimate outcome of such pending or potential litigation against AEGCo cannot be predicted. Management accrues contingent liabilities only when management concludes that it is both probable that a liability has been incurred at the date of the financial statements and the amount of loss can be reasonably estimated. When management determines that it is not probable, but rather reasonably possible that a liability has been incurred at the date of the financial statements, management discloses such contingencies and the possible loss or range of loss if such estimate can be made. Any estimated range is based on currently available information and involves elements of judgment and significant uncertainties. Any estimated range of possible loss may not represent the maximum possible loss exposure. Circumstances change over time and actual results may vary significantly from estimates.

For current proceedings not specifically discussed below, management does not anticipate that the liabilities, if any, arising from such proceedings would have a material effect on the financial statements.

COMMITMENTS

In accordance with the accounting guidance for "Commitments", AEGCo had no contractual commitments as of December 31, 2019.

GUARANTEES

Liabilities for guarantees are recorded in accordance with the accounting guidance for "Guarantees." There is no collateral held in relation to any guarantees. In the event any guarantee is drawn, there is no recourse to third-parties unless specified below.

Indemnifications and Other Guarantees

Contracts

AEGCo enters into certain types of contracts which require indemnifications. Typically these contracts include, but are not limited to, sale agreements, lease agreements, purchase agreements and financing agreements. Generally, these agreements may include, but are not limited to, indemnifications around certain tax, contractual and environmental matters. With respect to sale agreements, exposure generally does not exceed the sale price. As of December 31, 2019, there were no material liabilities recorded for any indemnifications.

Lease Obligations

AEGCo leases certain equipment under master lease agreements. See "Master Lease Agreements" section of Note 8 for additional information.

CONTINGENCIES

Insurance and Potential Losses

AEGCo maintains insurance coverage normal and customary for electric utilities, subject to various deductibles. AEGCo also maintains property and casualty insurance that may cover certain physical damage or third-party injuries caused by cyber security incidents. Insurance coverage includes all risks of physical loss or damage to assets, subject to insurance policy conditions and exclusions. Covered property generally includes power plants, substations, facilities and inventories. The insurance programs also generally provide coverage against loss arising from certain claims made by third-parties and are in excess of AEGCo's retentions. Coverage is generally provided by a combination of the protected cell of EIS and/or various industry mutual and/or commercial insurance carriers.

Some potential losses or liabilities may not be insurable or the amount of insurance carried may not be sufficient to meet potential losses and liabilities, including, but not limited to, liabilities relating to a cyber security incident. Future losses or liabilities, if they occur, which are not completely insured, unless recovered from customers, could reduce future net income and cash flows and impact financial condition.

The Comprehensive Environmental Response Compensation and Liability Act (Superfund) and State Remediation

By-products from the generation of electricity include materials such as ash, slag and sludge. Coal combustion by-products, which constitute the overwhelming percentage of these materials, are typically treated and deposited in captive disposal facilities or are beneficially utilized. In addition, the generation plants and transmission facilities have used asbestos, polychlorinated biphenyls and other hazardous and non-hazardous materials. AEGCo currently incurs costs to dispose of these substances safely.

Superfund addresses clean-up of hazardous substances that are released to the environment. The Federal EPA administers the clean-up programs. Several states enacted similar laws. Superfund does not recognize compliance as a defense, but imposes strict liability on parties who fall within its broad statutory categories. Present estimates do not anticipate material clean-up costs.

Rockport Plant Litigation

In 2013, the Wilmington Trust Company filed a complaint in the U.S. District Court for the Southern District of New York against AEGCo and I&M alleging that it would be unlawfully burdened by the terms of the modified NSR consent decree after the Rockport Plant, Unit 2 lease expiration in December 2022. The terms of the consent decree allow the installation of environmental emission control equipment, repowering, refueling or retirement of the unit. The plaintiffs seek a judgment declaring that the defendants breached the lease, must satisfy obligations related to installation of emission control equipment and indemnify the plaintiffs. The New York court granted a motion to transfer this case to the U.S. District Court for the Southern District of Ohio.

AEGCo and I&M sought and were granted dismissal by the U.S. District Court for the Southern District of Ohio of certain of the plaintiffs' claims, including claims for compensatory damages, breach of contract, breach of the implied covenant of good faith and fair dealing and indemnification of costs. Plaintiffs voluntarily dismissed the surviving claims that AEGCo and I&M failed to exercise prudent utility practices with prejudice, and the court issued a final judgment. The plaintiffs subsequently filed an appeal in the U.S. Court of Appeals for the Sixth Circuit.

In 2017, the U.S. Court of Appeals for the Sixth Circuit issued an opinion and judgment affirming the district court's dismissal of the owners' breach of good faith and fair dealing claim as duplicative of the breach of contract claims, reversing the district court's dismissal of the breach of contract claims and remanding the case for further proceedings.

Thereafter, AEP filed a motion with the U.S. District Court for the Southern District of Ohio in the original NSR litigation, seeking to modify the consent decree. The district court granted the owners' unopposed motion to stay the lease litigation to afford time for resolution of AEP's motion to modify the consent decree. The consent decree was modified based on an agreement among the parties in July 2019. As part of the modification to the consent decree, I&M agreed to provide an additional \$7.5 million to citizens' groups and the states for environmental mitigation projects. As joint owners in the Rockport Plant, the \$7.5 million payment was shared between AEGCo and I&M based on the joint ownership agreement. The district court entered a stay that expired in February 2020. Settlement negotiations are continuing, and the parties filed a joint proposed case schedule in February 2020.

Management will continue to defend against the claims. Given that the district court dismissed plaintiffs' claims seeking compensatory relief as premature, and that plaintiffs have yet to present a methodology for determining or any analysis supporting any alleged damages, management cannot determine a range of potential losses that is reasonably possible of occurring.

Claims Challenging Transition of American Electric Power System Retirement Plan to Cash Balance Formula

The American Electric Power System Retirement Plan (the Plan) has received a letter written on behalf of four participants (the Claimants) making a claim for additional plan benefits and purporting to advance such claims on behalf of a class. When the Plan's benefit formula was changed in the year 2000, AEP provided a special provision for employees hired before January 1, 2001, allowing them to continue benefit accruals under the then benefit formula for a full 10 years alongside of the new cash balance benefit formula then being implemented. Employees who were hired on or after January 1, 2001 accrued benefits only under the new cash balance benefit formula. The Claimants have asserted claims that (a) the Plan violates the requirements under the Employee Retirement Income Security Act (ERISA) intended to preclude back-loading the accrual of benefits to the end of a participant's career; (b) the Plan violates the age discrimination prohibitions of ERISA and the Age Discrimination in Employment Act (ADEA); and (c) the company failed to provide required notice regarding the changes to the Plan. AEP has responded to the Claimants providing a reasoned explanation for why each of their claims have been denied, and offering an opportunity to appeal those determinations. Management will continue to defend against the claims. Management is unable to determine a range of potential losses that are reasonably possible of occurring.

5. BENEFIT PLANS

For a discussion of investment strategy, investment limitations, target asset allocations and the classification of investments within the fair value hierarchy, see “Fair Value Measurements of Assets and Liabilities” and “Investments Held in Trust for Future Liabilities” sections of Note 1.

AEGCo participates in an AEP sponsored qualified pension plan. Substantially all of AEGCo’s employees who are not UMWA members are covered by the qualified plan. AEGCo also participates in OPEB plans sponsored by AEP to provide health and life insurance benefits for retired employees.

AEGCo recognizes its funded status associated with defined benefit pension and OPEB plans on its balance sheets. Disclosures about the plans are required by the “Compensation - Retirement Benefits” accounting guidance. AEGCo recognizes an asset for a plan’s overfunded status or a liability for a plan’s underfunded status and recognizes, as a component of other comprehensive income, the changes in the funded status of the plan that arise during the year that are not recognized as a component of net periodic benefit cost. AEGCo records a regulatory asset or regulatory liability instead of other comprehensive income for qualifying benefit costs of regulated operations that for ratemaking purposes are deferred for future recovery. The cumulative funded status adjustment is equal to the remaining unrecognized deferrals for unamortized actuarial losses or gains, prior service costs and transition obligations, such that remaining deferred costs result in a regulatory asset and deferred gains result in a regulatory liability.

Actuarial Assumptions for Benefit Obligations

The weighted-average assumptions used in the measurement of benefit obligations are shown in the following table:

Assumption	Pension Plan		OPEB	
	December 31,			
	2019	2018	2019	2018
Discount Rate	3.25%	4.30%	3.30%	4.30%
Interest Crediting Rate	4.00%	4.00%	NA	NA
Rate of Compensation Increase	5.55% (a)	5.75% (a)	NA	NA

(a) Rates are for base pay only. In addition, an amount is added to reflect target incentive compensation for exempt employees and overtime and incentive pay for nonexempt employees.

NA Not applicable.

A duration-based method is used to determine the discount rate for the plans. A hypothetical portfolio of high quality corporate bonds is constructed with cash flows matching the benefit plan liability. The composite yield on the hypothetical bond portfolio is used as the discount rate for the plan.

For 2019, the rate of compensation increase assumed varies with the age of the employee, ranging from 3% per year to 11.5% per year, with an average increase of 5.55%.

Actuarial Assumptions for Net Periodic Benefit Costs

The weighted-average assumptions used in the measurement of benefit costs are shown in the following table:

Assumption	Pension Plan		OPEB	
	Year Ended December 31,			
	2019	2018	2019	2018
Discount Rate	4.30%	3.65%	4.30%	3.60%
Interest Crediting Rate	4.00%	4.00%	NA	NA
Expected Return on Plan Assets	6.25%	6.00%	6.25%	6.00%
Rate of Compensation Increase	5.60% (a)	5.75% (a)	NA	NA

(a) Rates are for base pay only. In addition, an amount is added to reflect target incentive compensation for exempt employees and overtime and incentive pay for nonexempt employees.

NA Not applicable.

The expected return on plan assets was determined by evaluating historical returns, the current investment climate (yield on fixed income securities and other recent investment market indicators), rate of inflation, third party forecasts and current prospects for economic growth.

The health care trend rate assumptions used for OPEB plans measurement purposes are shown below:

<u>Health Care Trend Rates</u>	December 31,	
	2019	2018
Initial	6.00%	6.25%
Ultimate	4.50%	5.00%
Year Ultimate Reached	2026	2024

Significant Concentrations of Risk within Plan Assets

In addition to establishing the target asset allocation of plan assets, the investment policy also places restrictions on securities to limit significant concentrations within plan assets. The investment policy establishes guidelines that govern maximum market exposure, security restrictions, prohibited asset classes, prohibited types of transactions, minimum credit quality, average portfolio credit quality, portfolio duration and concentration limits. The guidelines were established to mitigate the risk of loss due to significant concentrations in any investment. The plans are monitored to control security diversification and ensure compliance with the investment policy. As of December 31, 2019, the assets were invested in compliance with all investment limits. See “Investments Held in Trust for Future Liabilities” section of Note 1 for limit details.

Benefit Plan Obligations, Plan Assets and Funded Status

For the year ended December 31, 2019, the pension plans had an actuarial loss due to a decrease in the discount rate, partially offset by updates to the mortality table. For the year ended December 31, 2019, the OPEB plans had an actuarial gain due to updates to the projected per capita cost and long-term trend assumptions as well as savings resulting from legislation signed in December 2019 which eliminated two Affordable Care Act taxes, partially offset by a decrease in the discount rate. For the year ended December 31, 2018, the pension and OPEB plans had an actuarial gain due to an increase in the discount rate as well as updated estimates for future medical expenses in the OPEB plans. The following table provides a reconciliation of the changes in the plans’ benefit obligations, fair value of plan assets and funded status. The benefit obligation for the defined benefit pension and OPEB plans are the projected benefit obligation and the accumulated benefit obligation, respectively.

	Pension Plan		OPEB	
	2019	2018	2019	2018
Change in Benefit Obligation	(in thousands)			
Benefit Obligation as of January 1,	\$ 3,009	\$ 3,862	\$ 46,977	\$ 49,374
Service Cost	92	84	809	1,162
Interest Cost	123	118	2,030	2,017
Actuarial (Gain) Loss	128	(868)	(7,075)	(4,274)
Plan Amendments	—	—	(7)	—
Benefit Payments	(154)	(187)	(460)	(1,434)
Participant Contributions	—	—	30	33
Medicare Subsidy	—	—	98	99
Benefit Obligation as of December 31,	\$ 3,198	\$ 3,009	\$ 42,402	\$ 46,977
Change in Fair Value of Plan Assets				
Fair Value of Plan Assets as of January 1,	\$ 4,247	\$ 4,526	\$ 35,836	\$ 38,378
Actual Gain (Loss) on Plan Assets	642	(92)	7,465	(2,460)
Company Contributions	—	—	372	1,319
Participant Contributions	—	—	30	33
Benefit Payments	(154)	(187)	(460)	(1,434)
Fair Value of Plan Assets as of December 31,	\$ 4,735	\$ 4,247	\$ 43,243	\$ 35,836
Funded (Underfunded) Status as of December 31,	\$ 1,537	\$ 1,238	\$ 841	\$ (11,141)

Amounts Recognized on the Balance Sheets

	Pension Plan		OPEB	
	December 31,			
	2019	2018	2019	2018
	(in thousands)			
Deferred Charges and Other Noncurrent Assets – Prepaid Benefit Costs	\$ 1,537	\$ 1,238	\$ 841	\$ 275
Deferred Credits and Other Noncurrent Liabilities – Accrued Long-term Benefit Liability	—	—	—	(11,416)
Funded (Underfunded) Status	<u>\$ 1,537</u>	<u>\$ 1,238</u>	<u>\$ 841</u>	<u>\$ (11,141)</u>

Amounts Included in Regulatory Assets and Regulatory Liabilities

The following table shows the components of the plans included in Regulatory Assets or Regulatory Liabilities:

Components	Pension Plan		OPEB	
	December 31,			
	2019	2018	2019	2018
	(in thousands)			
Net Actuarial (Gain) Loss	\$ (1,069)	\$ (789)	\$ (525)	\$ 11,927
Prior Service Credit	—	—	(279)	(342)
Recorded as				
Regulatory Assets	\$ —	\$ (789)	\$ —	\$ 11,585
Regulatory Liabilities	(1,069)	—	(804)	—

Components of the change in amounts included in Regulatory Assets and Regulatory Liabilities were as follows:

Components	Pension Plan		OPEB	
	December 31,			
	2019	2018	2019	2018
	(in thousands)			
Actuarial (Gain) Loss During the Year	\$ (246)	\$ (522)	\$ (12,057)	\$ 926
Amortization of Actuarial Loss	(34)	(52)	(395)	(721)
Prior Service Credit	—	—	(5)	—
Amortization of Prior Service Credit	—	—	68	68
Change for the Year Ended December 31,	<u>\$ (280)</u>	<u>\$ (574)</u>	<u>\$ (12,389)</u>	<u>\$ 273</u>

Determination of Pension Expense

The determination of pension expense or income is based on a market-related valuation of assets which reduces year-to-year volatility. This market-related valuation recognizes investment gains or losses over a five-year period from the year in which they occur. Investment gains or losses for this purpose are the difference between the expected return calculated using the market-related value of assets and the actual return.

Pension and OPEB Assets

The fair value tables within Pension and OPEB Assets present the classification of assets for AEP within the fair value hierarchy. All Level 1, 2, 3 and Other amounts can be allocated to AEGCo using the percentages in the table below:

Pension Plan		OPEB	
December 31,			
2019	2018	2019	2018
0.1%	0.1%	2.4%	2.3%

The following table presents the classification of pension plan assets for AEP within the fair value hierarchy as of December 31, 2019:

Asset Class	Level 1	Level 2	Level 3	Other	Total	Year End Allocation
			(in millions)			
Equities (a):						
Domestic	\$ 387.8	\$ —	\$ —	\$ —	\$ 387.8	7.8 %
International	609.1	—	—	—	609.1	12.1 %
Common Collective Trusts (c)	—	—	—	547.3	547.3	10.9 %
Subtotal – Equities	996.9	—	—	547.3	1,544.2	30.8 %
Fixed Income (a):						
United States Government and Agency Securities	(5.8)	1,248.6	—	—	1,242.8	24.8 %
Corporate Debt	—	1,143.7	—	—	1,143.7	22.8 %
Foreign Debt	—	211.6	—	—	211.6	4.2 %
State and Local Government	—	55.1	—	—	55.1	1.1 %
Other – Asset Backed	—	3.6	—	—	3.6	0.1 %
Subtotal – Fixed Income	(5.8)	2,662.6	—	—	2,656.8	53.0 %
Infrastructure (c)	—	—	—	85.8	85.8	1.7 %
Real Estate (c)	—	—	—	239.4	239.4	4.8 %
Alternative Investments (c)	—	—	—	448.3	448.3	8.9 %
Cash and Cash Equivalents (c)	—	24.4	—	37.2	61.6	1.2 %
Other – Pending Transactions and Accrued Income (b)	—	—	—	(20.7)	(20.7)	(0.4)%
Total	\$ 991.1	\$ 2,687.0	\$ —	\$ 1,337.3	\$ 5,015.4	100.0 %

- (a) Includes investment securities loaned to borrowers under the securities lending program. See the “Investments Held in Trust for Future Liabilities” section of Note 1 for additional information.
- (b) Amounts in “Other” column primarily represent accrued interest, dividend receivables and transactions pending settlement.
- (c) Amounts in “Other” column represent investments for which fair value is measured using net asset value per share.

The following table presents the classification of OPEB plan assets for AEP within the fair value hierarchy as of December 31, 2019:

Asset Class	Level 1	Level 2	Level 3	Other	Total	Year End Allocation
	(in millions)					
Equities:						
Domestic	\$ 312.2	\$ —	\$ —	\$ —	\$ 312.2	17.5%
International	251.5	—	—	—	251.5	14.1%
Common Collective Trusts (b)	—	—	—	260.8	260.8	14.7%
Subtotal – Equities	563.7	—	—	260.8	824.5	46.3%
Fixed Income:						
Common Collective Trust – Debt (b)	—	—	—	177.6	177.6	10.0%
United States Government and Agency Securities	(0.1)	214.4	—	—	214.3	12.0%
Corporate Debt	—	206.7	—	—	206.7	11.6%
Foreign Debt	—	35.5	—	—	35.5	2.0%
State and Local Government	58.8	14.8	—	—	73.6	4.1%
Other – Asset Backed	—	0.2	—	—	0.2	—%
Subtotal – Fixed Income	58.7	471.6	—	177.6	707.9	39.7%
Trust Owned Life Insurance:						
International Equities	—	60.2	—	—	60.2	3.4%
United States Bonds	—	151.6	—	—	151.6	8.5%
Subtotal – Trust Owned Life Insurance	—	211.8	—	—	211.8	11.9%
Cash and Cash Equivalents (b)	26.7	—	—	6.7	33.4	1.9%
Other – Pending Transactions and Accrued Income (a)	—	—	—	4.2	4.2	0.2%
Total	\$ 649.1	\$ 683.4	\$ —	\$ 449.3	\$ 1,781.8	100.0%

- (a) Amounts in “Other” column primarily represent accrued interest, dividend receivables and transactions pending settlement.
(b) Amounts in “Other” column represent investments for which fair value is measured using net asset value per share.

The following table presents the classification of pension plan assets for AEP within the fair value hierarchy as of December 31, 2018:

Asset Class	Level 1	Level 2	Level 3	Other	Total	Year End Allocation
			(in millions)			
Equities (a):						
Domestic	\$ 277.3	\$ —	\$ —	\$ —	\$ 277.3	5.9%
International	384.1	—	—	—	384.1	8.2%
Options	—	18.3	—	—	18.3	0.4%
Common Collective Trusts (c)	—	—	—	370.1	370.1	7.9%
Subtotal – Equities	661.4	18.3	—	370.1	1,049.8	22.4%
Fixed Income (a):						
United States Government and Agency Securities	0.2	1,512.5	—	—	1,512.7	32.2%
Corporate Debt	—	1,082.9	—	—	1,082.9	23.0%
Foreign Debt	—	221.6	—	—	221.6	4.7%
State and Local Government	—	28.2	—	—	28.2	0.6%
Other – Asset Backed	—	7.4	—	—	7.4	0.2%
Subtotal – Fixed Income	0.2	2,852.6	—	—	2,852.8	60.7%
Infrastructure (c)	—	—	—	72.2	72.2	1.5%
Real Estate (c)	—	—	—	220.4	220.4	4.7%
Alternative Investments (c)	—	—	—	444.6	444.6	9.5%
Cash and Cash Equivalents (c)	(0.4)	36.3	—	11.9	47.8	1.0%
Other – Pending Transactions and Accrued Income (b)	—	—	—	8.3	8.3	0.2%
Total	\$ 661.2	\$ 2,907.2	\$ —	\$ 1,127.5	\$ 4,695.9	100.0%

- (a) Includes investment securities loaned to borrowers under the securities lending program. See the “Investments Held in Trust for Future Liabilities” section of Note 1 for additional information.
- (b) Amounts in “Other” column primarily represent accrued interest, dividend receivables and transactions pending settlement.
- (c) Amounts in “Other” column represent investments for which fair value is measured using net asset value per share.

The following table presents the classification of OPEB plan assets for AEP within the fair value hierarchy as of December 31, 2018:

Asset Class	Level 1	Level 2	Level 3	Other	Total	Year End Allocation
			(in millions)			
Equities:						
Domestic	\$ 233.3	\$ —	\$ —	\$ —	\$ 233.3	15.2 %
International	185.9	—	—	—	185.9	12.1 %
Options	—	4.3	—	—	4.3	0.3 %
Common Collective Trusts (b)	—	—	—	226.2	226.2	14.7 %
Subtotal – Equities	419.2	4.3	—	226.2	649.7	42.3 %
Fixed Income:						
Common Collective Trust – Debt (b)	—	—	—	163.6	163.6	10.7 %
United States Government and Agency Securities	0.2	181.5	—	—	181.7	11.8 %
Corporate Debt	—	188.6	—	—	188.6	12.3 %
Foreign Debt	—	35.0	—	—	35.0	2.3 %
State and Local Government	41.8	11.8	—	—	53.6	3.5 %
Other – Asset Backed	—	0.2	—	—	0.2	— %
Subtotal – Fixed Income	42.0	417.1	—	163.6	622.7	40.6 %
Trust Owned Life Insurance:						
International Equities	—	49.4	—	—	49.4	3.2 %
United States Bonds	—	154.4	—	—	154.4	10.1 %
Subtotal – Trust Owned Life Insurance	—	203.8	—	—	203.8	13.3 %
Cash and Cash Equivalents (b)	54.4	—	—	4.8	59.2	3.9 %
Other – Pending Transactions and Accrued Income (a)	—	—	—	(1.2)	(1.2)	(0.1)%
Total	\$ 515.6	\$ 625.2	\$ —	\$ 393.4	\$ 1,534.2	100.0 %

(a) Amounts in “Other” column primarily represent accrued interest, dividend receivables and transactions pending settlement.

(b) Amounts in “Other” column represent investments for which fair value is measured using net asset value per share.

Accumulated Benefit Obligation

As of December 31, 2019 and 2018, the accumulated benefit obligation for the qualified pension plan was \$3 million and \$2.8 million, respectively.

Estimated Future Benefit Payments and Contributions

Contributions to the pension trust, when needed, are at least the minimum amount required by the Employee Retirement Income Security Act and additional discretionary contributions may also be made to maintain the funded status of the plan.

The table below reflects the total benefits expected to be paid from the plan or from AEGCo's assets. The payments include the participants' contributions to the plan for their share of the cost. Future benefit payments are dependent on the number of employees retiring, whether the retiring employees elect to receive pension benefits as annuities or as lump sum distributions, future integration of the benefit plans with changes to Medicare and other legislation, future levels of interest rates and variances in actuarial results. The estimated payments for pension benefits and OPEB are as follows:

	Pension Plan		OPEB			
	Pension Payments		Benefit Payments	Medicare Subsidy Receipts		
	(in thousands)					
2020	\$	184	\$	1,182	\$	48
2021		182		1,245		56
2022		179		1,262		66
2023		360		1,332		74
2024		172		1,381		85
Years 2025 to 2029, in Total		903		7,872		529

Components of Net Periodic Benefit Cost

The following table provides the components of net periodic benefit cost:

	Pension Plan		OPEB	
	Years Ended December 31,		December 31,	
	2019	2018	2019	2018
	(in thousands)			
Service Cost	\$ 92	\$ 84	\$ 809	\$ 1,162
Interest Cost	123	118	2,030	2,017
Expected Return on Plan Assets	(268)	(254)	(2,485)	(2,739)
Amortization of Prior Service Cost	—	—	(68)	(68)
Amortization of Net Actuarial Loss	34	52	395	721
Net Periodic Benefit Cost (Credit)	\$ (19)	\$ —	\$ 681	\$ 1,093

American Electric Power System Retirement Savings Plan

AEGCo participates in an AEP sponsored defined contribution retirement savings plan, the American Electric Power System Retirement Savings Plan, for substantially all employees who are not covered by a retirement savings plan of the UMWA. This qualified plan offers participants an opportunity to contribute a portion of their pay, includes features under Section 401(k) of the Internal Revenue Code and provides for matching contributions. The matching contributions to the plan are 100% of the first 1% of eligible employee contributions and 70% of the next 5% of contributions. The cost for matching contributions totaled \$110 thousand in 2019 and \$86 thousand in 2018.

UMWA Benefits

Health and Welfare Benefits

AEGCo provides health and welfare benefits negotiated with the UMWA for certain unionized employees, retirees and their survivors who meet eligibility requirements. AEGCo administers the health and welfare benefits and pays them from its general assets.

Multiemployer Pension Benefits

UMWA pension benefits are provided through the United Mine Workers of America 1974 Pension Plan (Employer Identification Number: 52-1050282, Plan Number 002), a multiemployer plan. The UMWA pension benefits are administered by a board of trustees appointed in equal numbers by the UMWA and the Bituminous Coal Operators' Association (BCOA), an industry bargaining association. AEGCo makes contributions to the United Mine Workers of America 1974 Pension Plan based on provisions in its labor agreement and the plan documents. The UMWA pension plan is different from single-employer plans as an employer's contributions may be used to provide benefits to employees of other participating employers. A withdrawing employer may be subject to a withdrawal liability, which is calculated based upon that employer's share of the plan's unfunded benefit obligations. If an employer fails to make required contributions or if its payments in connection with its withdrawal liability fall short of satisfying its share of the plan's unfunded benefit obligations, the remaining employers may be allocated a greater share of the remaining unfunded plan obligations. Under the Pension Protection Act of 2006 (PPA), the UMWA pension plan was in Critical and Declining Status for the plan years ending June 30, 2019 and 2018, without utilization of extended amortization provisions. As required under the PPA, the Plan adopted a Rehabilitation Plan in 2015. The Rehabilitation Plan has been updated annually, most recently in April 2019.

The amounts contributed in 2019 and 2018 were \$574 thousand and \$617 thousand, respectively, and represent less than 5% of the total contributions in the plan's latest annual report based on the plan year ended June 30, 2018. The contributions in 2019 and 2018 did not include surcharges.

Under the terms of the UMWA pension plan, contributions will be required to continue beyond the December 31, 2020 expiration of the current collective bargaining agreement, whether or not the term of that agreement is extended or a subsequent agreement is entered, so long as both the UMWA pension plan remains in effect and AEGCo continues to operate the CCT facility covered by the current collective bargaining agreement. The contribution rate applicable would be determined in accordance with the terms of the UMWA pension plan by reference to the National Bituminous Coal Wage Agreement, subject to periodic revisions, between the UMWA and the BCOA. If the UMWA pension plan would terminate or AEGCo would cease operation of the CCT facility without arranging for a successor operator to assume its liability, the withdrawal liability obligation would be triggered.

Based upon the planned closure of the CCT facility in 2022, AEGCo records a UMWA pension withdrawal liability on the balance sheet. The UMWA pension withdrawal liability is re-measured annually and is the estimated value of the company's anticipated contributions toward its proportionate share of the plan's unfunded vested liabilities. As of December 31, 2019 and 2018, the liability balance was \$19.7 million and \$15.2 million, respectively. AEGCo recovers the estimated value of its UMWA pension withdrawal liability through billings for transloading services to regulated affiliates. A regulatory asset is recorded on the balance sheet when the UMWA pension withdrawal liability exceeds the cumulative billings collected from regulated affiliates and a regulatory liability on the balance sheets when the cumulative billings collected exceed the withdrawal liability. As of December 31, 2019 AEGCo recorded a regulatory asset on the balance sheets for \$2.2 million and as of December 31, 2018, AEGCo recorded a regulatory liability on the balance sheets for \$3.1 million, respectively. If any portion of the UMWA pension withdrawal liability is not recovered from regulated affiliates, it could reduce AEGCo's future net income and cash flows and impact financial condition.

6. FAIR VALUE MEASUREMENTS

Fair Value Measurements of Long-term Debt

For a discussion of fair value accounting and the classification of assets and liabilities within the fair value hierarchy, see the “Fair Value Measurements of Assets and Liabilities” section of Note 1.

The fair values of Long-term Debt are based on quoted market prices, without credit enhancements, for the same or similar issues and the current interest rates offered for instruments with similar maturities classified as Level 2 measurement inputs. These instruments are not marked-to-market. The estimates presented are not necessarily indicative of the amounts that could be realized in a current market exchange.

The book values and fair values of AEGCo’s Long-term Debt are summarized in the following table:

	December 31,			
	2019		2018	
	<u>Book Value</u>	<u>Fair Value</u>	<u>Book Value</u>	<u>Fair Value</u>
	(in thousands)			
Long-term Debt	\$ 194,538	\$ 194,825	\$ 194,988	\$ 195,000

7. INCOME TAXES

Income Tax Expense (Benefit)

The details of AEGCo's Income Tax Expense (Benefit) are as follows:

	Years Ended December 31,	
	2019	2018
	(in thousands)	
Federal:		
Current	\$ 9,093	\$ (9,457)
Deferred	(12,924)	2,554
Deferred Investment Tax Credits	(1,970)	(1,970)
Total Federal	(5,801)	(8,873)
State and Local:		
Current	1,529	2,095
Deferred	(59)	(58)
Total State and Local	1,470	2,037
Income Tax Benefit	\$ (4,331)	\$ (6,836)

The following is a reconciliation between the federal income taxes computed by multiplying pretax income by the federal statutory tax rate and the income taxes reported:

	Years Ended December 31,	
	2019	2018
	(in thousands)	
Net Income	\$ 20,793	\$ 30,438
Income Tax Expense (Benefit)	(4,331)	(6,836)
Pretax Income	\$ 16,462	\$ 23,602
Income Taxes on Pretax Income at Statutory Rate (21%)	\$ 3,457	\$ 4,956
Increase (Decrease) in Income Taxes Resulting from the Following Items:		
Depreciation	(145)	2,539
AFUDC	(674)	(177)
Investment Tax Credit Amortization	(1,970)	(1,970)
State and Local Income Taxes, Net	1,161	1,609
Tax Reform Excess ADIT Reversal	(5,574)	(586)
Parent Savings	(757)	(12,930)
Other	171	(277)
Income Tax Benefit	\$ (4,331)	\$ (6,836)
Effective Income Tax Rate	(26.3)%	(29.0)%

Net Deferred Tax Liability

The following table shows elements of AEGCo's net deferred tax liability and significant temporary differences:

	December 31,	
	2019	2018
	(in thousands)	
Deferred Tax Assets	\$ 73,813	\$ 28,020
Deferred Tax Liabilities	(100,053)	(58,892)
Net Deferred Tax Liabilities	\$ (26,240)	\$ (30,872)
Property Related Temporary Differences	\$ (89,094)	\$ (47,434)
Amounts Due To Customers for Future Income Taxes	8,344	8,004
Deferred State Income Taxes	(1,063)	(1,195)
Net Deferred Gain on Sale-and-Leaseback – Rockport Plant, Unit 2	3,431	4,601
Postretirement Benefits	3,445	2,985
Operating Lease Liability	45,979	—
All Other, Net	2,718	2,167
Net Deferred Tax Liabilities	\$ (26,240)	\$ (30,872)

AEP System Tax Allocation Agreement

AEGCo joins in the filing of a consolidated federal income tax return with its affiliates in the AEP System. The allocation of the AEP System's current consolidated federal income tax to the AEP System companies allocates the benefit of current tax losses to the AEP System companies giving rise to such losses in determining their current tax expense. The consolidated net operating loss of the AEP System is allocated to each company in the consolidated group with taxable losses. The tax benefit of the Parent is allocated to its subsidiaries with taxable income. With the exception of the allocation of the consolidated AEP System net operating loss and the loss of the Parent and tax credits, the method of allocation reflects a separate return result for each company in the consolidated group.

Federal and State Income Tax Audit Status

AEGCo and other AEP and subsidiaries are no longer subject to U.S. federal examination by the IRS for all years through 2015. During the third quarter of 2019, AEP and subsidiaries elected to amend the 2014 and 2015 federal returns and as such the IRS may examine only the amended items on the 2014 and 2015 federal returns.

AEGCo and other AEP subsidiaries file income tax returns in various state and local jurisdictions. These taxing authorities routinely examine the tax returns. AEGCo and other AEP subsidiaries are currently under examination in several state and local jurisdictions. However, it is possible that previously filed tax returns have positions that may be challenged by these tax authorities. Management believes that adequate provisions for income taxes have been made for potential liabilities resulting from such challenges and that the ultimate resolution of these audits will not materially impact net income. AEGCo is no longer subject to state, local or non-U.S. income tax examinations by tax authorities for years before 2007.

Uncertain Tax Positions

The reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	<u>2019</u>	<u>2018</u>
	(in thousands)	
Balance as of January 1,	\$ 4,928	\$ 4,928
Increase – Tax Positions Taken During a Prior Period	1,558	—
Decrease – Tax Positions Taken During a Prior Period	—	—
Increase – Tax Positions Taken During the Current Year	—	—
Decrease – Tax Positions Taken During the Current Year	—	—
Increase – Settlements with Taxing Authorities	—	—
Decrease – Settlements with Taxing Authorities	—	—
Decrease – Lapse of the Applicable Statute of Limitations	—	—
Balance as of December 31,	<u>\$ 6,486</u>	<u>\$ 4,928</u>

Management believes that there will be no significant net increase or decrease in unrecognized benefits within 12 months of the reporting date. The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate is \$5.1 million and \$3.2 million for 2019 and 2018, respectively.

8. LEASES

AEGCo leases property, plant and equipment which primarily includes the lease of Rockport Plant, Unit 2. AEGCo's lease portfolio also includes fleet and real estate leases. These leases require payments of non-lease components, including related property taxes, operating and maintenance costs. As of the adoption date of ASU 2016-02, management elected not to separate non-lease components from associated lease components in accordance with the accounting guidance for "Leases." Many of these leases have purchase or renewal options. Leases not renewed are often replaced by other leases. Options to renew or purchase a lease are included in the measurement of lease assets and liabilities if it is reasonably certain that AEGCo will exercise the option.

Lease obligations are measured using the discount rate implicit in the lease when that rate is readily determinable. AEGCo has visibility into the rate implicit in the lease when assets are leased from selected financial institutions under master leasing agreements. When the implicit rate is not readily determinable, AEGCo measures its lease obligation using its estimated secured incremental borrowing rate. Incremental borrowing rates are comprised of an underlying risk free rate and a secured credit spread relative to the lessee on a matched maturity basis.

Operating lease rentals and finance lease amortization costs are generally charged to Other Operation and Maintenance expense in accordance with rate-making treatment for regulated operations. Effective in 2019, interest on finance lease liabilities is generally charged to Interest Expense. Finance lease interest for periods prior to 2019 were charged to Other Operation and Maintenance expense. Lease costs associated with capital projects are included in Property, Plant and Equipment on the balance sheets. For regulated operations with finance leases, a finance lease asset and offsetting liability are recorded at the present value of the remaining lease payments for each reporting period. The components of rental costs were as follows:

Lease Rental Costs	Years Ended December 31,	
	2019	2018
	(in thousands)	
Operating Lease Cost	\$ 77,524	\$ 72,960
Finance Lease Cost:		
Amortization of Finance Leases	1,886	1,800
Interest on Finance Leases	1,593	1,519
Total Lease Rental Costs (a)	\$ 81,003	\$ 76,279

- (a) Excludes variable and short-term lease costs, which were immaterial for the twelve months ended December 31, 2019.

Supplemental information related to leases as of and for the twelve months ended December 31, 2019 are shown in the tables below.

Lease Type	Weighted-Average Remaining Lease Term (years):	Weighted-Average Discount Rate
Operating Leases	3.00	3.49%
Finance Leases	4.72	4.53%

Cash Paid for Amounts Included in the Measurement of Lease Liabilities

	(in thousands)
Operating Cash Flows Used for Operating Leases	\$ 78,474
Operating Cash Flows Used for Finance Leases	1,391
Financing Cash Flows Used for Finance Leases	1,886
Non-cash Acquisitions Under Operating Leases	\$ —

The following tables show the property, plant and equipment under finance leases and noncurrent assets under operating leases and related obligations recorded on AEGCo's balance sheets. Unless shown as a separate line on the balance sheets due to materiality, current finance lease obligations are included in Other Current Liabilities and long-term finance lease obligations are included in Deferred Credits and Other Noncurrent Liabilities on AEGCo's balance sheets. Lease obligations are not recognized on the balance sheets for lease agreements with a lease term of less than twelve months.

	December 31,	
	2019	2018
	(in thousands)	
Property, Plant and Equipment Under Finance Leases		
Generation	\$ 25,265	\$ 25,370
Other Property, Plant and Equipment	1,774	1,448
Total Property, Plant and Equipment Under Finance Leases	27,039	26,818
Accumulated Amortization	10,353	8,553
Net Property, Plant and Equipment Under Finance Leases	\$ 16,686	\$ 18,265
Obligations Under Finance Leases		
Noncurrent Liability	\$ 14,654	\$ 16,413
Liability Due Within One Year	2,032	1,852
Total Obligations Under Finance Leases	\$ 16,686	\$ 18,265
December 31, 2019		
(in thousands)		
Operating Lease Assets	\$ 218,949	
Obligations Under Operating Leases		
Noncurrent Liability	\$ 150,799	
Liability Due Within One Year	71,128	
Total Obligations Under Operating Leases	\$ 221,927	

Future minimum lease payments consisted of the following as of December 31, 2019:

Future Minimum Lease Payments	Finance Leases	Operating Leases
	(in thousands)	
2020	\$ 3,278	\$ 78,304
2021	3,217	77,992
2022	3,119	79,158
2023	3,008	338
2024	6,650	14
Later Years	2,003	21
Total Future Minimum Lease Payments	21,275	235,827
Less: Imputed Interest	4,589	13,900
Estimated Present Value of Future Minimum Lease Payments	\$ 16,686	\$ 221,927

Future minimum lease payments consisted of the following as of December 31, 2018:

<u>Future Minimum Lease Payments</u>	<u>Finance Leases</u>	<u>Operating Leases</u>
	(in thousands)	
2019	\$ 3,240	\$ 78,415
2020	3,230	78,309
2021	3,169	77,993
2022	3,074	77,968
2023	2,964	336
Later Years	8,524	13
Total Future Minimum Lease Payments	<u>24,201</u>	<u>\$ 313,034</u>
Less: Imputed Interest	5,936	
Estimated Present Value of Future Minimum Lease Payments	<u>\$ 18,265</u>	

Master Lease Agreements

AEGCo leases certain equipment under master lease agreements. Under the lease agreements, the lessor is guaranteed a residual value up to a stated percentage of the equipment cost at the end of the lease term. If the actual fair value of the leased equipment is below the guaranteed residual value at the end of the lease term, AEGCo is committed to pay the difference between the actual fair value and the residual value guarantee. Historically, at the end of the lease term the fair value has been in excess of the amount guaranteed. As of December 31, 2019, the maximum potential loss for these lease agreements was \$37 thousand assuming the fair value of the equipment is zero at the end of the lease term.

Rockport Lease

AEGCo and I&M entered into a sale-and-leaseback transaction in 1989 with Wilmington Trust Company (Owner Trustee), an unrelated, unconsolidated trustee for Rockport Plant, Unit 2 (the Plant). The Owner Trustee was capitalized with equity from six owner participants with no relationship to AEP or any of its subsidiaries and debt from a syndicate of banks and securities in a private placement to certain institutional investors. In the first quarter of 2019, in accordance with ASU 2016-02, AEGCo's \$21.9 million unamortized gain associated with the sale-and-leaseback of the Plant was recognized as an adjustment to equity. The adjustment to equity was then reclassified to regulatory liabilities in accordance with accounting guidance for "Regulated Operations" as AEGCo and I&M will continue to provide the benefit of the unamortized gain to customers in future periods.

The Owner Trustee owns the Plant and leases equal portions to AEGCo and I&M. The lease is accounted for as an operating lease with the payment obligations included in the future minimum lease payments schedule earlier in this note. The lease term is for 33 years and at the end of the lease term, AEGCo and I&M have the option to renew the lease at a rate that approximates fair value. The option to renew was not included in the measurement of the lease obligation as of December 31, 2019 as the execution of the option was not reasonably certain. AEP, AEGCo and I&M have no ownership interest in the Owner Trustee and do not guarantee its debt. AEGCo's future minimum lease payments for this sale-and-leaseback transaction as of December 31, 2019 were as follows:

<u>Future Minimum Lease Payments</u>	(in thousands)
2020	\$ 73,854
2021	73,854
2022	73,854
Total Future Minimum Lease Payments	<u>\$ 221,562</u>

Lessor Activity

AEGCo's lessor activity was immaterial as of and for the twelve months ended December 31, 2019.

9. FINANCING ACTIVITIES

Long-term Debt

The following table details long-term debt outstanding:

Type of Debt	Maturity	Weighted-Average Interest Rate as of December 31, 2019	Interest Rate as of December 31,		Outstanding as of December 31,	
			2019	2018	2019	2018
Pollution Control Bonds (a)	2022 (b)	1.35%	1.35%	1.68%	\$ 44,544	\$ 45,000
Other Long-term Debt	2020	2.45%	2.45%	3.10%	149,994	149,988
Total Long-term Debt Outstanding					<u>\$ 194,538</u>	<u>\$ 194,988</u>

- (a) For AEGCo's Pollution Control Bonds, outstanding as of December 31, 2018, interest rates are subject to periodic adjustment and may be purchased on demand at periodic interest adjustment dates.
- (b) AEGCo's Pollution Control Bonds, outstanding as of December 31, 2018, were subject to a redemption feature requiring classification as Long-term Debt Due Within One Year - Nonaffiliated on AEGCo's balance sheets as of December 31, 2018. These Pollution Control Bonds were remarketed in 2019 and now mature in 2022.

As of December 31, 2019, outstanding long-term debt was payable as follows:

	2020	2021	2022	2023	2024	After 2024	Total
	(in thousands)						
Principal Amount	\$ 150,000	\$ —	\$ 45,000	\$ —	\$ —	\$ —	\$ 195,000
Debt Issuance Costs							(462)
Total Long-term Debt Outstanding							<u>\$ 194,538</u>

Dividend Restrictions

AEGCo pays dividends to Parent provided funds are legally available. Various financing arrangements may impose certain restrictions on the ability of AEGCo to transfer funds to Parent in the form of dividends.

AEGCo has credit agreements that contain a covenant that limit its debt to capitalization ratio to 67.5%. As of December 31, 2019, AEGCo did not exceed its debt to capitalization limit. The method for calculating outstanding debt and capitalization is contractually-defined in the credit agreements.

As of December 31, 2019, the maximum amount of restricted net assets of AEGCo that may not be distributed to Parent in the form of a loan, advance or dividend was \$102.2 million.

The credit agreement covenant restrictions can limit the ability of AEGCo to pay dividends out of retained earnings. As of December 31, 2019, there were no restrictions on AEGCo's ability to pay dividends out of retained earnings.

Corporate Borrowing Program – AEP System

The AEP System uses a corporate borrowing program to meet the short-term borrowing needs of AEP’s subsidiaries. The corporate borrowing program includes a Utility Money Pool, which funds AEP’s utility subsidiaries. The AEP System Utility Money Pool operates in accordance with the terms and conditions of the AEP System Utility Money Pool agreement filed with the FERC. The amounts of outstanding loans to the Utility Money Pool as of December 31, 2019 and 2018 are included in Advances to Affiliates on AEGCo’s balance sheets. AEGCo’s Utility Money Pool activity and corresponding authorized borrowing limits are described in the following table:

Years Ended December 31,	Maximum Loans to the Utility Money Pool	Average Loans to the Utility Money Pool	Loans to the Utility Money Pool as of December 31,	Authorized Short-Term Borrowing Limit
2019	\$ 112,593	\$ 80,869	\$ 56,773	\$ 150,000
2018	158,809	121,341	70,904	200,000

Maximum, minimum and average interest rates for funds loaned to the Utility Money Pool are summarized in the following table:

Years Ended December 31,	Maximum Interest Rate for Funds Loaned to the Utility Money Pool	Minimum Interest Rate for Funds Loaned to the Utility Money Pool	Average Interest Rate for Funds Loaned to the Utility Money Pool
2019	3.43%	1.77%	2.54%
2018	2.97%	1.81%	2.18%

Interest expense and interest income related to the Utility Money Pool are included in Interest Expense and Interest Income, respectively, on AEGCo’s statements of income. For amounts borrowed from and advances to the Utility Money Pool, AEGCo incurred the following amounts of interest expense and earned the following amounts of interest income:

	Years Ended December 31,	
	2019	2018
	(in thousands)	
Interest Expense	\$ —	\$ —
Interest Income	2,085	2,692

10. RELATED PARTY TRANSACTIONS

For other related party transactions, also see “AEP System Tax Allocation Agreement” section of Note 7 and “Corporate Borrowing Program – AEP System” section of Note 9.

Affiliated Revenues

AEGCo’s revenues derived from sales to affiliates for the years ended December 31, 2019 and 2018 were \$306.9 million and \$339.9 million, respectively. These related party revenues are reported in Sales to AEP Affiliates on AEGCo’s statements of income.

Unit Power Agreements

Lawrenceburg UPA

OPCo and AEGCo entered into a 10-year UPA for the entire output from the Lawrenceburg Generating Station effective with AEGCo’s purchase of the plant in May 2007. AEGCo’s gross investment in the plant was \$762 million as of December 31, 2016, net depreciation of \$452 million. The Lawrenceburg UPA was assigned by OPCo to AGR. AGR had an option to extend the UPA for an additional two years. I&M operated the plant under an agreement with AEGCo. Under the UPA, AGR paid AEGCo for the capacity, depreciation, fuel, operation and maintenance and tax expenses. These payments were due regardless of whether the plant was operating. The fuel and operation and maintenance payments were based on actual costs incurred. All expenses were trued up periodically. The revenues from this agreement are included in Affiliated Revenues discussed above. This agreement terminated upon completion of the sale of the Lawrenceburg Generating Station in January 2017.

UPA between AEGCo and I&M

A UPA between AEGCo and I&M (the I&M Power Agreement) provides for the sale by AEGCo to I&M of all the power (and the energy associated therewith) available to AEGCo at the Rockport Plant unless it is sold to another utility. Subsequently, I&M assigns 30% of the power to KPCo. See the “UPA between AEGCo and KPCo” section below. I&M is obligated, whether or not power is available from AEGCo, to pay as a demand charge for the right to receive such power (and as an energy charge for any associated energy taken by I&M) net of amounts received by AEGCo from any other sources, sufficient to enable AEGCo to pay all its operating and other expenses, including a rate of return on the common equity of AEGCo as approved by the FERC. The revenues from this agreement are included in Affiliated Revenues discussed above. The I&M Power Agreement will continue in effect until the expiration of the lease term of Unit 2 of the Rockport Plant unless extended in specified circumstances.

UPA between AEGCo and KPCo

Pursuant to an assignment between I&M and KPCo and a UPA between AEGCo and KPCo, AEGCo sells KPCo 30% of the power (and the energy associated therewith) available to AEGCo from both units of the Rockport Plant. KPCo pays to AEGCo in consideration for the right to receive such power the same amounts which I&M would have paid AEGCo under the terms of the I&M Power Agreement for such entitlement. The revenues from this agreement are included in Affiliated Revenues discussed above. The KPCo UPA ends in December 2022.

Cook Coal Terminal

Cook Coal Terminal performs coal transloading and storage services at cost for I&M. AEGCo recorded revenues of \$13.2 million and \$12.4 million for the years ended December 31, 2019 and 2018, respectively, for transloading services provided. AEGCo included revenues for these services in Other Revenues - Affiliated on the statements of income.

Cook Coal Terminal also performs railcar maintenance services at cost for I&M, PSO and SWEPCo. AEGCo recorded revenues of \$6.1 million and \$5.7 million for the years ended December 31, 2019 and 2018, respectively, for railcar maintenance provided. AEGCo included revenues for these services in Other Revenues - Affiliated on the statements of income.

I&M Barging and Other Services

I&M provides barging and other transportation services to affiliates. AEGCo recorded expenses of \$14.9 million and \$19.9 million for the years ended December 31, 2019 and 2018, respectively, for barging services provided by I&M. These expenses were recorded in Fuel and Other Consumables Used for Electric Generation on AEGCo's statements of income.

Charitable Contributions to AEP Foundation

The American Electric Power Foundation is funded by American Electric Power and its utility operating units. The Foundation provides a permanent, ongoing resource for charitable initiatives and multi-year commitments in the communities served by AEP and initiatives outside of AEP's 11-state service area. In 2019, AEGCo contributed \$37 thousand to the AEP Foundation which was recorded in Other Operation on AEGCo's statements of income.

11. VARIABLE INTEREST ENTITIES

The accounting guidance for “Variable Interest Entities” is a consolidation model that considers if a company has a variable interest in a VIE. A VIE is a legal entity that possesses any of the following conditions: the entity’s equity at risk is not sufficient to permit the legal entity to finance its activities without additional subordinated financial support, equity owners are unable to direct the activities that most significantly impact the legal entity’s economic performance (or they possess disproportionate voting rights in relation to the economic interest in the legal entity), or the equity owners lack the obligation to absorb the legal entity’s expected losses or the right to receive the legal entity’s expected residual returns. Entities are required to consolidate a VIE when it is determined that they have a controlling financial interest in a VIE and therefore, are the primary beneficiary of that VIE, as defined by the accounting guidance for “Variable Interest Entities.” In determining whether AEGCo is the primary beneficiary of a VIE, management considers whether AEGCo has the power to direct the most significant activities of the VIE and is obligated to absorb losses or receive the expected residual returns that are significant to the VIE. Management believes that significant assumptions and judgments were applied consistently. AEGCo is not the primary beneficiary of any VIE and has not provided financial or other support to any VIE that was not previously contractually required.

AEPSC provides certain managerial and professional services to AEP’s subsidiaries. Parent is the sole equity owner of AEPSC. AEP management controls the activities of AEPSC. The costs of the services are based on a direct charge or on a prorated basis and billed to the AEP subsidiary companies at AEPSC’s cost. AEP subsidiaries have not provided financial or other support outside the reimbursement of costs for services rendered. AEPSC finances its operations through cost reimbursement from other AEP subsidiaries. There are no other terms or arrangements between AEPSC and any of the AEP subsidiaries that could require additional financial support from an AEP subsidiary or expose them to losses outside of the normal course of business. AEPSC and its billings are subject to regulation by the FERC. AEP subsidiaries are exposed to losses to the extent they cannot recover the costs of AEPSC through their normal business operations. AEP subsidiaries are considered to have a significant interest in AEPSC due to their activity in AEPSC’s cost reimbursement structure. However, AEP subsidiaries do not have control over AEPSC. AEPSC is consolidated by AEP. In the event AEPSC would require financing or other support outside the cost reimbursement billings, this financing would be provided by AEP. AEGCo’s total billings from AEPSC for the years ended December 31, 2019 and 2018 were \$2.6 million and \$1.7 million, respectively. The carrying amount of liabilities associated with AEPSC as of December 31, 2019 and 2018 was \$191 thousand and \$161 thousand, respectively. Management estimates the maximum exposure of loss to be equal to the amount of such liability.

12. PROPERTY, PLANT AND EQUIPMENT

Property, Plant and Equipment is shown functionally on the face of AEGCo's balance sheets. The following table includes AEGCo's total plant balances as of December 31, 2019 and 2018:

	December 31,	
	2019	2018
(in thousands)		
Regulated Property, Plant and Equipment		
Generation	\$ 1,130,046	\$ 1,125,208
Other	39,314	35,435
CWIP	108,241	50,525
Less: Accumulated Depreciation	784,124	719,639
Total Regulated Property, Plant and Equipment - Net	493,477	491,529
Nonregulated Property, Plant and Equipment - Net	85	84
Total Property, Plant and Equipment - Net	\$ 493,562	\$ 491,613

Depreciation

AEGCo provides for depreciation of Property, Plant and Equipment on a straight-line basis over the estimated useful lives of property, generally using composite rates by functional class. The following table provides total regulated annual composite depreciation rates and depreciable lives for AEGCo. Nonregulated depreciation rate ranges and depreciable life ranges are not applicable or not meaningful (NM) for 2019 and 2018.

Functional Class of Property	2019		2018	
	Annual Composite Depreciation Rate	Depreciable Life Ranges	Annual Composite Depreciation Rate	Depreciable Life Ranges
		(in years)		(in years)
Generation	5.5%	33 - 44	4.0%	60
Other	8.7%	NM	9.8%	NM

The composite depreciation rate generally includes a component for non-asset retirement obligation (non-ARO) removal costs, which is credited to Accumulated Depreciation and Amortization on the balance sheets. Actual removal costs incurred are charged to Accumulated Depreciation and Amortization. Any excess of accrued non-ARO removal costs over actual removal costs incurred is reclassified from Accumulated Depreciation and Amortization and reflected as a regulatory liability.

Asset Retirement Obligations (ARO)

AEGCo records ARO in accordance with the accounting guidance for "Asset Retirement and Environmental Obligations" for the retirement of ash disposal facilities and asbestos removal.

The following is a reconciliation of the 2019 and 2018 aggregate carrying amounts of ARO for AEGCo:

Year	ARO as of January 1,	Accretion Expense	Liabilities Incurred	Liabilities Settled	Revisions in Cash Flow Estimates	ARO as of December 31,
(in thousands)						
2019	\$ 18,877	\$ 904	\$ —	\$ (16)	\$ (8)	\$ 19,757
2018	17,072	767	—	(32)	1,070	18,877

Allowance for Funds Used During Construction

AEGCo's amounts of allowance for equity and borrowed funds used during construction are summarized in the following table:

	Years Ended December 31,	
	2019	2018
	(in thousands)	
Allowance for Equity Funds Used During Construction	\$ 3,208	\$ 844
Allowance for Borrowed Funds Used During Construction	1,048	275

Jointly-owned Electric Facilities

AEGCo, jointly with I&M, owns one generating unit (Unit 1) of the Rockport Plant. AEGCo and I&M each have a 50% ownership share of the Rockport Plant. Using its own financing, each participating company is obligated to pay its share of the costs in the same proportion as its ownership interest. AEGCo's proportionate share of the operating costs associated with this facility is included in its statements of income and the investment and accumulated depreciation are reflected in its balance sheets under Property, Plant and Equipment as follows:

	Fuel	Percent of Ownership	Utility Plant in Service	Construction Work In Progress	Accumulated Depreciation
	(in thousands)				
<u>AEGCo's Share as of December 31, 2019</u>					
Rockport Generating Plant (a)(b)	Coal	50.0%	\$ 1,103,746	\$ 108,230	\$ 784,231
<u>AEGCo's Share as of December 31, 2018</u>					
Rockport Generating Plant (a)(b)	Coal	50.0%	\$ 1,098,865	\$ 50,340	\$ 726,039

(a) Operated by I&M.

(b) Amounts include AEGCo's 50% ownership of both Unit 1 and capital additions for Unit 2. Unit 2 is subject to an operating lease with a non-affiliated company. See the "Rockport Lease" section of Note 8.

13. REVENUE FROM CONTRACTS WITH CUSTOMERS

Disaggregated Revenues from Contracts with Customers

AEGCo's statements of income represent revenues from contracts with customers by type of revenue. AEGCo did not have alternative revenues for the year ended December 31, 2019.

Performance Obligations

AEGCo has performance obligations as part of its normal course of business. A performance obligation is a promise to transfer a distinct good or service, or a series of distinct goods or services that are substantially the same and have the same pattern of transfer to a customer. The invoice practical expedient within the accounting guidance for "Revenue from Contracts with Customers" allows for the recognition of revenue from performance obligations in the amount of consideration to which there is a right to invoice the customer and when the amount for which there is a right to invoice corresponds directly to the value transferred to the customer.

The purpose of the invoice practical expedient is to depict an entity's measure of progress toward completion of the performance obligation within a contract and can only be applied to performance obligations that are satisfied over time and when the invoice is representative of services provided to date. AEGCo elected to apply the invoice practical expedient to recognize revenue for performance obligations satisfied over time as the invoices from the respective revenue streams are representative of services or goods provided to date to the customer. Performance obligations for AEGCo are summarized as follows:

Wholesale Revenues - Generation Affiliated

AEGCo engages in the generation and wholesale sale of electric power to its affiliates, I&M and KPCo. AEGCo derives operating revenues from the sale of Rockport Plant energy and capacity to I&M and KPCo pursuant to FERC-approved long-term UPAs. Under the UPAs, AEGCo has a performance obligation to supply wholesale generation electricity to I&M and KPCo.

The UPAs provide a FERC-approved rate of return on common equity, a return on capital (net of temporary cash investments) and recovery of costs including operation and maintenance, fuel and taxes. Under the terms of the UPAs, AEGCo accumulates all expenses monthly and prepares bills for its affiliates. In the month the expenses are incurred, AEGCo recognizes the billing revenues and establishes a receivable from the affiliated companies. The costs of operating the plants are billed to the affiliates receiving the benefits under the UPAs on a monthly basis. AEGCo's performance obligations under the UPAs are satisfied over time as I&M and KPCo simultaneously receive and consume the wholesale electricity.

Fixed Performance Obligations

As of December 31, 2019, there are no fixed performance obligations related to AEGCo.

Contract Assets and Liabilities

Contract assets are recognized when AEGCo has a right to consideration that is conditional upon the occurrence of an event other than the passage of time, such as future performance under a contract. AEGCo did not have material contract assets as of December 31, 2019.

When AEGCo receives consideration, or such consideration is unconditionally due from a customer prior to transferring goods or services to the customer under the terms of a sales contract, they recognize a contract liability on the balance sheet in the amount of that consideration. Revenue for such consideration is subsequently recognized in the period or periods in which the remaining performance obligations in the contract are satisfied. AEGCo did not have material contract liabilities as of December 31, 2019.

Accounts Receivable from Contracts with Customers

Accounts receivable from contracts with customers are presented on AEGCo's balance sheets within the Accounts Receivable - Customers and Accounts Receivable - Affiliated Companies line items. AEGCo's balances for receivables from contracts that are not recognized in accordance with the accounting guidance for "Revenue from Contracts with Customers" included in Accounts Receivable - Customers and Accounts Receivable - Affiliated Companies were not material as of December 31, 2019 and 2018, respectively.

Contract Costs

Contract costs to obtain or fulfill a contract are accounted for under the guidance for "Other Assets and Deferred Costs" and presented as a single asset and neither bifurcated nor reclassified between current and noncurrent assets on AEGCo's balance sheets. Contract costs to acquire a contract are amortized in a manner consistent with the transfer of goods or services to the customer in Other Operation on AEGCo's statements of income. AEGCo did not have material contract costs as of December 31, 2019.