ATLANTIC POWER CORP Form 10-Q November 01, 2018 Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10 Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018 OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

COMMISSION FILE NUMBER 001 34691

ATLANTIC POWER CORPORATION

(Exact name of registrant as specified in its charter)

British Columbia, Canada 55 0886410 (State or other jurisdiction of incorporation or organization) Identification No.)

3 Allied Drive, Suite 155

Dedham, MA 02026 (Address of principal executive offices) (Zip code)

(617) 977 2400

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer Accelerated filer Non accelerated filer Smaller reporting company Emerging growth company

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

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

The number of shares outstanding of the registrant's Common Stock as of October 31, 2018 was 109,994,268.

Table of Contents

ATLANTIC POWER CORPORATION

FORM 10 Q

THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018

Index

General:	3
PART I—FINANCIAL INFORMATION	
ITEMCONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND NOTES	
1.	
Consolidated Balance Sheets as of September 30, 2018 (unaudited) and December 31, 2017	4
Consolidated Statements of Operations for the three and nine months ended September 30, 2018	
(unaudited) and September 30, 2017 (unaudited)	5
Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended	
September 30, 2018 (unaudited) and September 30, 2017 (unaudited)	6
Consolidated Statements of Cash Flows for the nine months ended September 30, 2018 (unaudited) and	
September 30, 2017 (unaudited)	7
Condensed Notes to Consolidated Financial Statements (unaudited)	8
ITEMMANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND	
2. RESULTS OF OPERATIONS	37
ITEMQUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	
<u>3.</u>	61
ITEMCONTROLS AND PROCEDURES	
<u>4.</u>	61
PART II—OTHER INFORMATION	
ITEMRISK FACTORS	
<u>1A.</u>	62
ITEMUNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	
<u>2.</u>	62
<u>ITEMEXHIBITS</u>	
<u>6.</u>	64

Table of Contents

GENERAL

In this Quarterly Report on Form 10 Q, references to "Cdn\$" and "Canadian dollars" are to the lawful currency of Canada and references to "\$", "US\$" and "U.S. dollars" are to the lawful currency of the United States. All dollar amounts herein are in U.S. dollars, unless otherwise indicated.

Unless otherwise stated, or the context otherwise requires, references in this Quarterly Report on Form 10 Q to "we," "us," "our," "Atlantic Power" and the "Company" refer to Atlantic Power Corporation, those entities owned or controlled by Atlantic Power Corporation and predecessors of Atlantic Power Corporation.

3

Table of Contents

ATLANTIC POWER CORPORATION

CONSOLIDATED BALANCE SHEETS

(in millions of U.S. dollars)

Assets	20	September 30, 2018 (unaudited)		December 31, 2017	
Current assets:	ф	57.6	Φ	70.7	
Cash and cash equivalents	\$	57.6	\$	78.7	
Restricted cash		0.3		6.2	
Accounts receivable		33.2		52.7	
Current portion of derivative instruments asset (Notes 8 and 9)		6.4		2.7	
Inventory		16.9		17.7	
Prepayments		5.4		6.9	
Income taxes receivable		0.7		1.0	
Other current assets		3.4		3.1	
Total current assets		123.9		169.0	
Property, plant, and equipment, net		567.9		602.3	
Equity investments in unconsolidated affiliates (Notes 2 and 5)		155.7		163.7	
Power purchase agreements and intangible assets, net		179.2		191.2	
Goodwill		21.3		21.3	
Derivative instruments asset (Notes 8 and 9)		1.2		2.8	
Other assets		9.4		8.5	
Total assets	\$	1,058.6	\$	1,158.8	
Liabilities		,		ŕ	
Current liabilities:					
Accounts payable	\$	2.1	\$	2.2	
Accrued interest		4.0		0.3	
Other accrued liabilities		20.3		25.5	
Current portion of long-term debt (Note 6)		78.1		99.5	
Current portion of derivative instruments liability (Notes 8 and 9)		9.1		4.4	
Other current liabilities					