

ONEOK INC /NEW/  
Form 10-Q  
October 31, 2018  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

X 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 001-13643

ONEOK, Inc.  
(Exact name of registrant as specified in its charter)

Oklahoma 73-1520922  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

100 West Fifth Street, Tulsa, OK 74103  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (918) 588-7000

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 X 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 and post such files).

Yes X No \_\_\_

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

Large accelerated filer X Accelerated filer \_\_\_ Non-accelerated filer \_\_\_  
Smaller reporting company \_\_\_ Emerging growth company \_\_\_

Edgar Filing: ONEOK INC /NEW/ - Form 10-Q

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

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

On October 22, 2018, the Company had 411,361,477 shares of common stock outstanding.

---

Table of Contents

This page intentionally left blank.

Table of Contents

ONEOK, Inc.

## TABLE OF CONTENTS

	Page No.
<u>Part I. Financial Information</u>	
<u>Item 1. Financial Statements (Unaudited)</u>	<u>6</u>
<u>Consolidated Statements of Income - Three and Nine Months Ended September 30, 2018 and 2017</u>	<u>6</u>
<u>Consolidated Statements of Comprehensive Income - Three and Nine Months Ended September 30, 2018 and 2017</u>	<u>7</u>
<u>Consolidated Balance Sheets - September 30, 2018, and December 31, 2017</u>	<u>8</u>
<u>Consolidated Statements of Cash Flows - Nine Months Ended September 30, 2018 and 2017</u>	<u>11</u>
<u>Consolidated Statements of Changes in Equity - Nine Months Ended September 30, 2018 and 2017</u>	<u>12</u>
<u>Notes to Consolidated Financial Statements</u>	<u>14</u>
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>46</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>65</u>
<u>Item 4. Controls and Procedures</u>	<u>67</u>
<u>Part II. Other Information</u>	<u>68</u>
<u>Item 1. Legal Proceedings</u>	<u>68</u>
<u>Item 1A. Risk Factors</u>	<u>68</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>68</u>
<u>Item 3. Defaults Upon Senior Securities</u>	<u>68</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>68</u>
<u>Item 5. Other Information</u>	<u>68</u>
<u>Item 6. Exhibits</u>	<u>68</u>
<u>Signature</u>	<u>70</u>

As used in this Quarterly Report, references to “we,” “our” or “us” refer to ONEOK, Inc., an Oklahoma corporation, and its predecessors, divisions, and subsidiaries, unless the context indicates otherwise.

The statements in this Quarterly Report that are not historical information, including statements concerning plans and objectives of management for future operations, economic performance or related assumptions, are forward-looking statements. Forward-looking statements may include words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “should,” “goal,” “forecast,” “guidance,” “could,” “may,” “continue,” “might,” “potential,” “scheduled” and other words of similar meaning. Although we believe that our expectations regarding future events are based on reasonable assumptions, we can give no assurance that such expectations or assumptions will be achieved. Important factors that could cause actual results to differ materially from those in the forward-looking statements are described under Part I, Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations “Forward-Looking Statements,” in this Quarterly Report and under Part I, Item 1A, “Risk Factors,” in our Annual Report.

## INFORMATION AVAILABLE ON OUR WEBSITE

We make available, free of charge, on our website ([www.oneok.com](http://www.oneok.com)) copies of our Annual Reports, Quarterly Reports, Current Reports on Form 8-K, amendments to those reports filed or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act and reports of holdings of our securities filed by our officers and directors under Section 16 of the Exchange Act as soon as reasonably practicable after filing such material electronically or otherwise furnishing it to the SEC. Copies of our Code of Business Conduct and Ethics, Corporate Governance Guidelines, Director Independence Guidelines, Bylaws and the written charter of our Audit Committee are also available on our website, and we will provide copies of these documents upon request.

In addition to our filings with the SEC and materials posted on our website, we also use social media platforms as additional channels of distribution to reach public investors. Information contained on our website, posted on our social media accounts, and any corresponding applications, are not incorporated by reference into this report.

We also make available on our website the Interactive Data Files required to be submitted and posted pursuant to Rule 405 of Regulation S-T.

3

---

Table of Contents

## GLOSSARY

The abbreviations, acronyms and industry terminology used in this Quarterly Report are defined as follows:

\$2.5 Billion Credit Agreement	ONEOK's \$2.5 billion revolving credit agreement, as amended
AFUDC	Allowance for funds used during construction
Annual Report	Annual Report on Form 10-K for the year ended December 31, 2017
ASU	Accounting Standards Update
Bbl	Barrels, 1 barrel is equivalent to 42 United States gallons
Bbl/d	Barrels per day
BBtu/d	Billion British thermal units per day
Bcf	Billion cubic feet
Bcf/d	Billion cubic feet per day
CFTC	U.S. Commodity Futures Trading Commission
Clean Air Act	Federal Clean Air Act, as amended
DJ	Denver-Julesburg
EBITDA	Earnings before interest expense, income taxes, depreciation and amortization
EPA	United States Environmental Protection Agency
Exchange Act	Securities Exchange Act of 1934, as amended
FERC	Federal Energy Regulatory Commission
Foundation	ONEOK Foundation, Inc.
GAAP	Accounting principles generally accepted in the United States of America
Intermediate Partnership	ONEOK Partners Intermediate Limited Partnership, a wholly owned subsidiary of ONEOK Partners, L.P.
LIBOR	London Interbank Offered Rate
MBbl/d	Thousand barrels per day
MDth/d	Thousand dekatherms per day
Merger Transaction	The transaction, effective June 30, 2017, in which ONEOK acquired all of ONEOK Partners' outstanding common units not already directly or indirectly owned by ONEOK
MMBbl	Million barrels
MMBtu	Million British thermal units
MMcf/d	Million cubic feet per day
Moody's	Moody's Investors Service, Inc.
Natural Gas Act	Natural Gas Act of 1938, as amended
NGL(s)	Natural gas liquid(s)
NGL products	Marketable natural gas liquid purity products, such as ethane, ethane/propane mix, propane, iso-butane, normal butane and natural gasoline
NYMEX	New York Mercantile Exchange
NYSE	New York Stock Exchange
ONEOK	ONEOK, Inc.
ONEOK Partners	ONEOK Partners, L.P.
OPIS	Oil Price Information Service
PHMSA	United States Department of Transportation Pipeline and Hazardous Materials Safety Administration
POP	Percent of Proceeds
Quarterly Report(s)	Quarterly Report(s) on Form 10-Q
Roadrunner	Roadrunner Gas Transmission, LLC, a 50 percent-owned joint venture
S&P	S&P Global Ratings
SCOOP	South Central Oklahoma Oil Province, an area in the Anadarko Basin in Oklahoma

Edgar Filing: ONEOK INC /NEW/ - Form 10-Q

SEC Securities and Exchange Commission  
Series E Preferred Stock Series E Non-Voting, Perpetual Preferred Stock, par value \$0.01 per share  
STACK Sooner Trend Anadarko Canadian Kingfisher, an area in the Anadarko Basin in Oklahoma

4

---

Table of Contents

Tax Cuts and Jobs Act	H.R. 1, the tax reform bill, signed into law on December 22, 2017
Term Loan Agreement	The senior unsecured three-year \$1.0 billion term loan agreement dated January 8, 2016, as amended
Topic 606	Accounting Standards Update 2014-09, "Revenue from Contracts with Customers"
West Texas LPG	West Texas LPG pipeline and Mesquite pipeline
WTI	West Texas Intermediate
WTLPG	West Texas LPG Pipeline Limited Partnership
XBRL	eXtensible Business Reporting Language



Table of Contents

## PART I - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## ONEOK Inc. and Subsidiaries

## CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)	Three Months Ended		Nine Months Ended	
	September 30, 2018	2017	September 30, 2018	2017
	(Thousands of dollars, except per share amounts)			
Revenues				
Commodity sales	\$3,083,625	\$2,322,534	\$8,578,891	\$6,700,260
Services	310,265	583,832	877,605	1,681,489
Total revenues	3,393,890	2,906,366	9,456,496	8,381,749
Cost of sales and fuel (exclusive of items shown separately below)	2,560,765	2,229,416	7,104,609	6,464,281
Operations and maintenance	206,247	179,693	589,465	532,529
Depreciation and amortization	107,383	102,298	317,908	302,566
Impairment of long-lived assets	—	15,970	—	15,970
General taxes	24,124	24,641	81,263	76,098
Gain on sale of assets	(163)	(274)	(348)	(904)
Operating income	495,534	354,622	1,363,599	991,209
Equity in net earnings from investments (Note I)	39,313	40,058	116,070	118,985
Impairment of equity investments (Note I)	—	(4,270)	—	(4,270)
Allowance for equity funds used during construction	2,294	40	3,328	75
Other income	5,072	3,296	7,667	11,670
Other expense	(3,404)	(3,554)	(11,104)	(31,581)
Interest expense (net of capitalized interest of \$8,326, \$1,068, \$15,498, and \$4,254, respectively)	(121,910)	(126,533)	(351,131)	(361,468)
Income before income taxes	416,899	263,659	1,128,429	724,620
Income taxes	(102,983)	(97,128)	(266,285)	(195,913)
Net income	313,916	166,531	862,144	528,707
Less: Net income attributable to noncontrolling interests	657	789	3,329	203,911
Net income attributable to ONEOK	313,259	165,742	858,815	324,796
Less: Preferred stock dividends	275	276	825	493
Net income available to common shareholders	\$312,984	\$165,466	\$857,990	\$324,303
Basic earnings per common share	\$0.76	\$0.43	\$2.09	\$1.21
Diluted earnings per common share	\$0.75	\$0.43	\$2.07	\$1.20
Average shares (thousands)				
Basic	412,117	380,907	411,400	268,108
Diluted	414,847	383,419	414,035	270,349
Dividends declared per share of common stock	\$0.825	\$0.745	\$2.390	\$1.975

See accompanying Notes to Consolidated Financial Statements.

Table of Contents

ONEOK, Inc. and Subsidiaries

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
	(Thousands of dollars)			
Net income	\$313,916	\$166,531	\$862,144	\$528,707
Other comprehensive income (loss), net of tax				
Unrealized gains (losses) on derivatives, net of tax of \$1,054, \$12,217, \$(3,204) and \$8,689, respectively	(3,526 )	(20,620 )	10,729	(1,287 )
Realized (gains) losses on derivatives recognized in net income, net of tax of \$(5,752), \$(7,671), \$(12,962) and \$(13,077), respectively	19,261	13,062	43,397	40,272
Change in pension and postretirement benefit plan liability, net of tax of \$(966), \$(1,360), \$(2,714) and \$(4,081), respectively	3,236	2,041	9,086	6,122
Other comprehensive income (loss) on investments in unconsolidated affiliates, net of tax of \$(442), \$100, \$(1,578) and \$288, respectively	1,480	(169 )	5,281	(1,214 )
Total other comprehensive income (loss), net of tax	20,451	(5,686 )	68,493	43,893
Comprehensive income	334,367	160,845	930,637	572,600
Less: Comprehensive income attributable to noncontrolling interests	657	789	3,329	234,937
Comprehensive income attributable to ONEOK	\$333,710	\$160,056	\$927,308	\$337,663

See accompanying Notes to Consolidated Financial Statements.

Table of ContentsONEOK, Inc. and Subsidiaries  
CONSOLIDATED BALANCE SHEETS

	September 30, 2018	December 31, 2017
(Unaudited)		
Assets	(Thousands of dollars)	
Current assets		
Cash and cash equivalents	\$84,464	\$37,193
Accounts receivable, net	1,085,075	1,202,951
Materials and supplies	128,574	90,301
Natural gas and natural gas liquids in storage	426,293	342,293
Commodity imbalances	22,162	38,712
Other current assets	61,340	53,008
Total current assets	1,807,908	1,764,458
Property, plant and equipment		
Property, plant and equipment	17,120,187	15,559,667
Accumulated depreciation and amortization	3,159,660	2,861,541
Net property, plant and equipment	13,960,527	12,698,126
Investments and other assets		
Investments in unconsolidated affiliates	981,592	1,003,156
Goodwill and intangible assets	970,117	993,460
Deferred income taxes	—	205,907
Other assets	191,170	180,830
Total investments and other assets	2,142,879	2,383,353
Total assets	\$17,911,314	\$16,845,937

Table of Contents

ONEOK, Inc. and Subsidiaries  
CONSOLIDATED BALANCE SHEETS  
(Continued)

	September	December
	30,	31,
(Unaudited)	2018	2017
Liabilities and equity	(Thousands of dollars)	
Current liabilities		
Current maturities of long-term debt (Note D)		