

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act 1934**

Date of Report (Date of earliest event reported): May 20, 2019

UNITIL CORPORATION

(Exact name of registrant as specified in its charter)

New Hampshire
(State or other jurisdiction
of incorporation)

1-8858
(Commission
File Number)

02-0381573
(IRS Employer
Identification No.)

6 Liberty Lane West, Hampton, New Hampshire
(Address of principal executive offices)

03842-1720
(Zip Code)

Registrant's telephone number, including area code: (603) 772-0775

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange of which registered</u>
Common Stock	UTL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

Item 7.01 Regulation FD Disclosure

Unitil Corporation's (the "Company") Chairman, Chief Executive Officer and President, Thomas P. Meissner, Jr., plans to make a presentation to the attendees of the American Gas Association's Financial Forum, to be held in Fort Lauderdale, Florida on May 21 – 23, 2019. That presentation is attached as Exhibit 99.1 and will be available in the investor relations section of the Company's website (www.unitil.com).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Number</u>	<u>Exhibit</u>
99.1	Unitil Corporation's presentation to attendees at the American Gas Association Financial Forum.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITIL CORPORATION

By: /s/ Christine L. Vaughan
Christine L. Vaughan
Senior Vice President, Chief Financial Officer and Treasurer

Date: May 20, 2019



American Gas Association
Financial Forum – May 2019

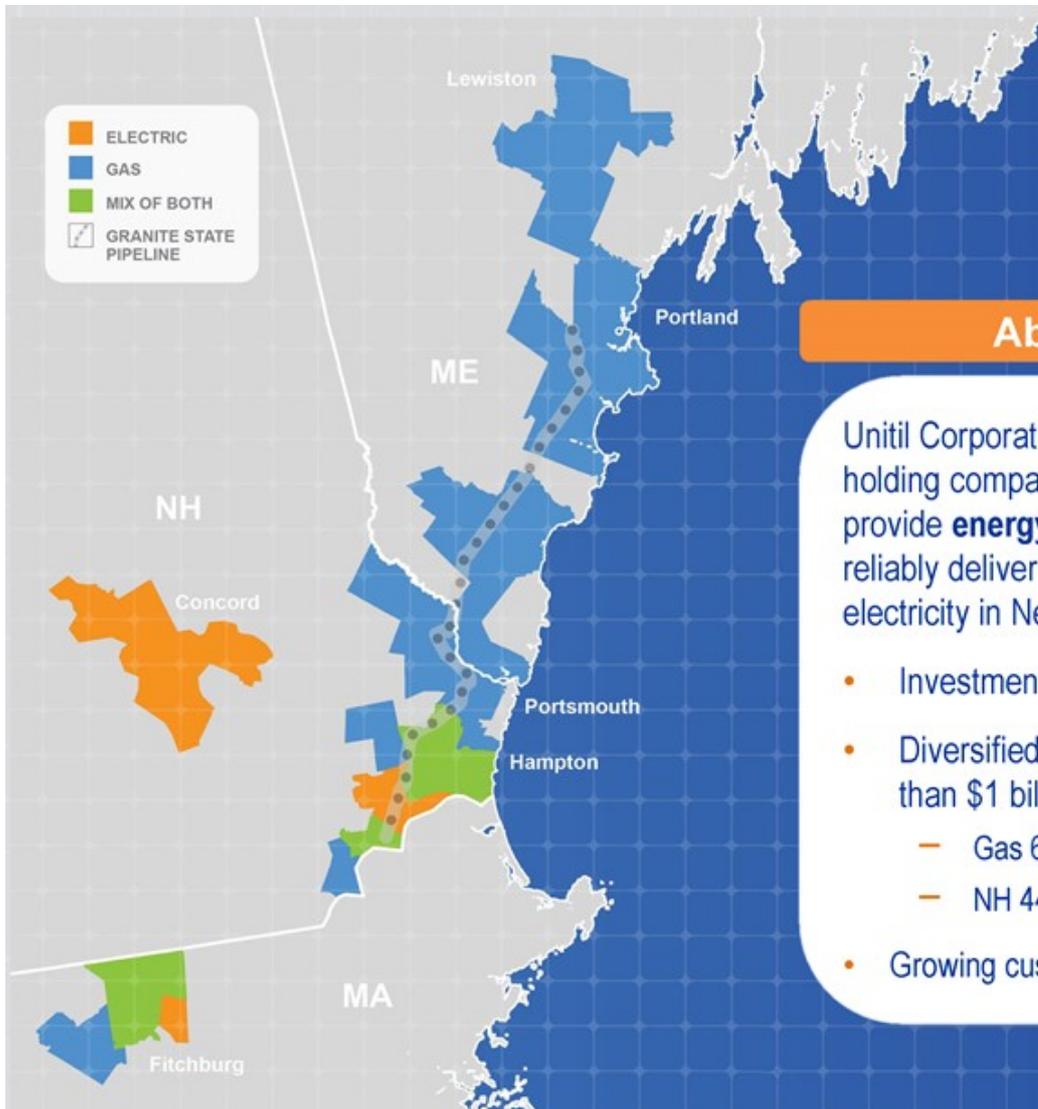
Thomas P. Meissner, Jr.
Chairman, Chief Executive Officer and President

SAFE HARBOR PROVISION

This presentation contains “forward-looking statements” made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements regarding Until Corporation’s (“Until”) financial condition, results of operations, capital expenditures, business strategy, regulatory strategy, market opportunities, and other plans and objectives. In some cases, forward-looking statements can be identified by terminology such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential” or “continue”, the negative of such terms, or other comparable terminology.

These forward-looking statements are neither promises nor guarantees, but involve risks and uncertainties that could cause the actual results to differ materially from those set forth in the forward-looking statements. Those risks and uncertainties include: Until’s regulatory environment (including regulations relating to climate change, greenhouse gas emissions and other environmental matters); fluctuations in the supply of, demand for, and the prices of energy commodities and transmission capacity and Until’s ability to recover energy commodity costs in its rates; customers’ preferred energy sources; severe storms and Until’s ability to recover storm costs in its rates; general economic conditions; changes in taxation; variations in weather; long-term global climate change; catastrophic events; numerous hazards and operating risks relating to Until’s electric and natural gas distribution activities; Until’s ability to retain its existing customers and attract new customers; Until’s energy brokering customers’ performance and energy used under multi-year energy brokering contracts; increased competition; integrity and security of operational and information systems; publicity and reputational risks; and other risks detailed in Until’s filings with the Securities and Exchange Commission, including those appearing under the caption “Risk Factors” in Until’s Annual Report on Form 10-K for the year ended December 31, 2018.

Readers should not place undue reliance on any forward looking statements, which speak only as of the date they are made. Except as may be required by law, Until undertakes no obligation to update any forward-looking statements to reflect any change in Until’s expectations or in events, conditions, or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.



- ELECTRIC
- GAS
- MIX OF BOTH
- GRANITE STATE PIPELINE

About Unitil

Unitil Corporation is a public utility holding company whose mission is to provide **energy for life** by safely and reliably delivering natural gas and electricity in New England

- Investment grade utility
- Diversified Net Utility Plant of more than \$1 billion
 - Gas 65%, Electric 35%
 - NH 44%, ME 31%, MA 25%
- Growing customer base

PROSPEROUS SERVICE AREAS

Large Construction Projects

- Billion dollar mixed-use development in Salem, NH underway will add as many as 1,000 new customers
- Roughly 10 new hotels planned or under construction in Portland, Maine
- Thousands of new housing units permitted or under construction



Strong Employment Growth

- NH added over 20,000 jobs in 2018
- Unemployment 3.4% or lower across all state jurisdictions

Building Permits

- Up 22% in Maine since 2015; almost double the national average

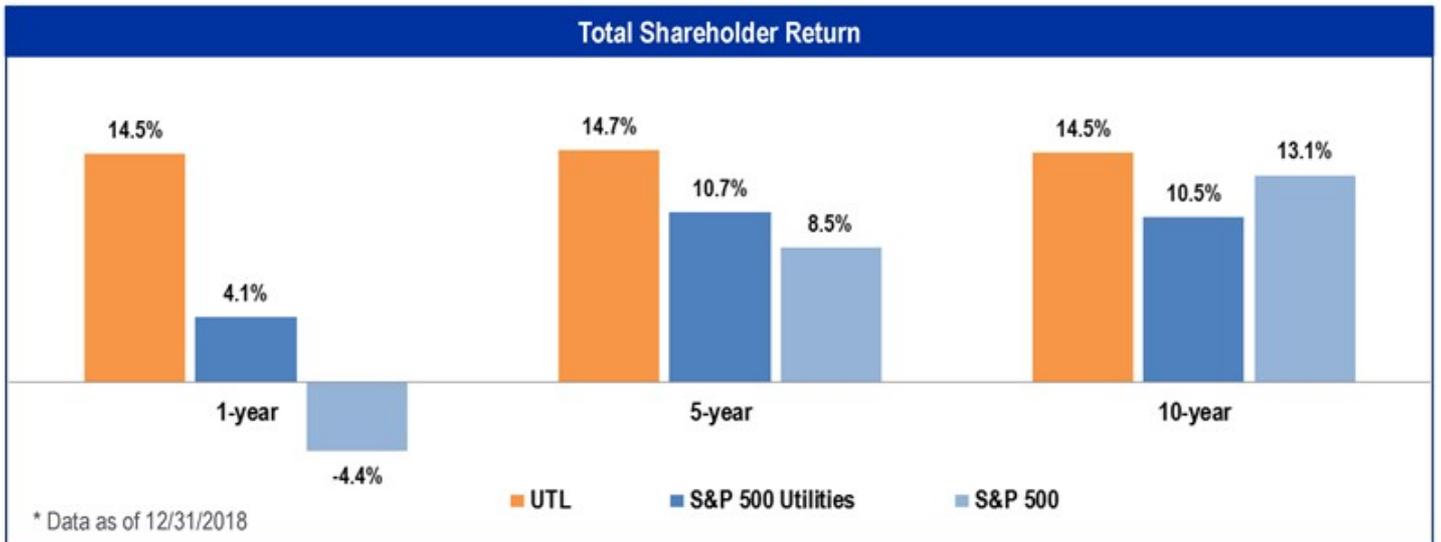
*Source: Building permit data from U.S. Census Bureau Building Permits Survey. Unemployment data from U.S. Bureau of Labor Statistics

RECENT HIGHLIGHTS

- Eighth consecutive year of record earnings
 - Net income rose 13.8% to \$33.0 million
 - EPS rose 8.3% to \$2.23/share
- Focusing on Growth Opportunities
 - Gas franchise expansions approved to serve three new towns in New Hampshire
 - Ongoing expansion into two cities in Maine
 - Increased investment to support gas growth and infrastructure replacement/modernization
 - Strategic review & divestiture of unregulated energy brokering and advisory subsidiary
- Strong Operational Performance
 - #1 in New England for customer satisfaction
 - Exceeded all service quality metrics for safety, reliability, and customer service
 - Leading gas emergency response and pipeline safety programs



HISTORICAL PERFORMANCE



Unitil has outperformed the broader markets and the utility industry

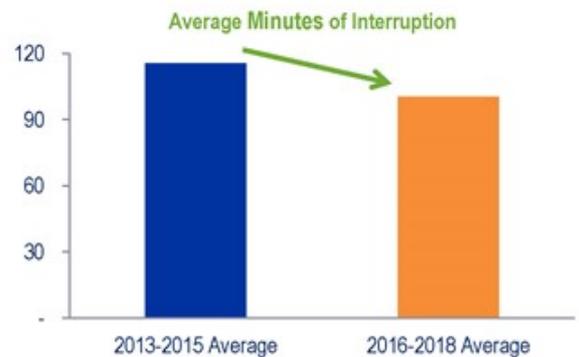
OPERATIONAL EXCELLENCE

- Ranked #1 in New England for overall customer satisfaction
- Leading gas emergency response and pipeline safety programs
 - Responded to >99.9% of emergency calls in less than 60 minutes
 - Advanced data collection to capture and integrate asset information in real time
 - Dynamic mobile leak survey automates data collection and record keeping of gas detection surveys
- Targeting top quartile electric reliability
 - ~50% reduction in customer average annual outage duration since 2010
 - Industry-leading vegetation management programs have reduced tree-related outages by 74%
 - Continued strong performance recovering from major storms

Customer Satisfaction



Electric Reliability



CUSTOMER GROWTH

Natural Gas Opportunity

- **Cleaner** and more **affordable** than fuel oil
- Residential customer can save ~\$400 per year (23%) by converting from oil to gas
- Natural gas emits 27% less carbon than #2 fuel oil when used for heating
- Low on-the-main penetration rate of 62%

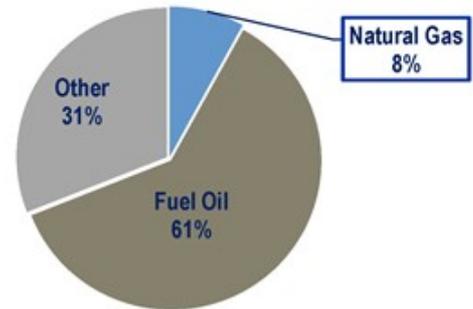
Service Area Expansions

- Innovative Targeted Area Buildout (TAB) programs in Maine
- Gas franchise expansions to serve three new towns in New Hampshire
- Installed approximately 100 miles of new distribution mains over the past 5 years

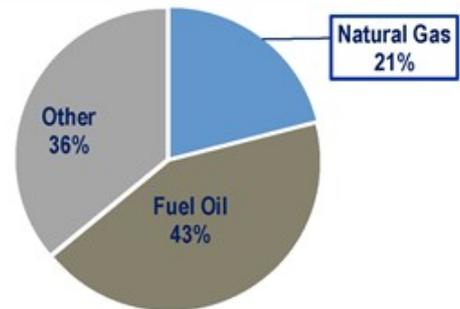
5-Year gas customer growth CAGR of 1.7%

5-Year gas and electric margin CAGR of 5.3%

Fuel Used For Home Heating (ME)



Fuel Used For Home Heating (NH)



One of the fastest customer growth rates in New England over the past five years!

INFRASTRUCTURE MODERNIZATION

Gas Infrastructure Replacement

- Total spending remaining on infrastructure replacement programs >\$150 million with strong cost recovery
- Estimated completion in 2024 (ME) and 2034 (MA); NH completed 2017
- Upgrades simultaneously enhance public safety and expand capacity



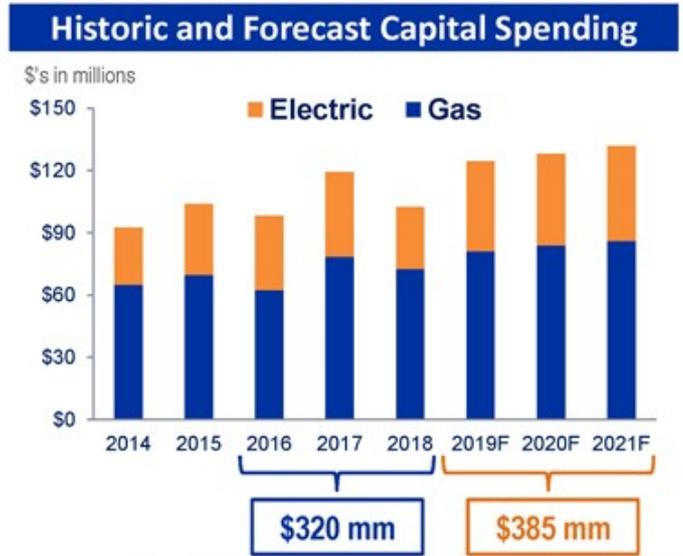
Electric Grid Modernization

- Regulatory initiatives in MA and NH support new investments to modernize the electric system
- MA – implementation started, total spending of ~\$25 million over ten years with strong cost recovery
- NH – plan under development, with estimated spending of ~\$60 million



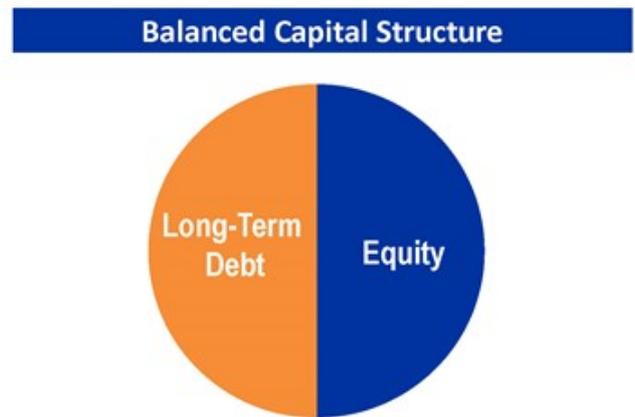
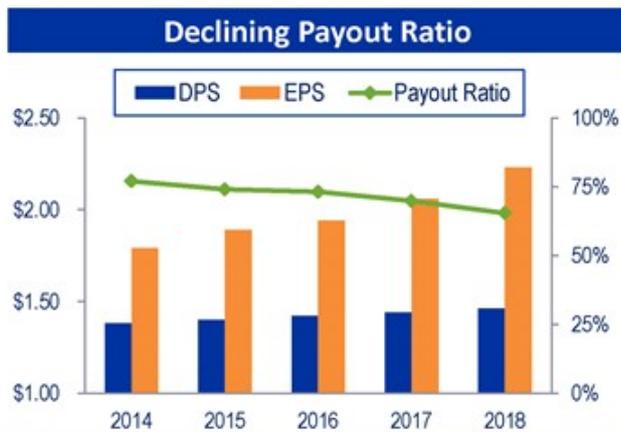
INCREASING INVESTMENT

- Total Rate Base growth of 7.6% over the past five years
- Increased capital spending program to support gas growth and distribution system modernization
 - 20% more capital spending projected in 2019-2021 than compared to the prior three years



FINANCIAL STRENGTH

- Declining payout ratio – down from 77% to 66% over the last 5 years – while also increasing the annual dividend each year
 - Plowing back more earnings will help fund increase in investment program
- Investment grade rating
 - Standard & Poor's issuer rating of BBB+ across Unitil Corporation
 - Moody's issuer rating of Baa1 for distribution subsidiaries
- Balanced capital structure of approximately 50% equity and 50% long-term debt



REGULATORY ACTIVITY

- Notice provided to the Maine PUC of intent to file a gas base rate case for Northern Utilities (ME only)
 - Approximate revenue deficiency of \$7.0 million
 - Final order expected in Q2 2020
- Recent order from MA DPU doubles limit on annual cash recovery of gas infrastructure replacement investments in Massachusetts
 - Revenue cap increased from 1.5% to 3.0%



KEY INVESTMENT HIGHLIGHTS

- Regulated local distribution utility business model
- Growing service areas and customer base
- Diversified natural gas and electric operations
- Dividend strength
- Experienced management team



Unitil
energy for life



APPENDIX

LOW RISK UTILITY IN NEW ENGLAND

Fast Facts (Year End 2018)

- Sales Margin of \$208.8 million
- Net Income of \$33.0 million
- 188,300 customers
- Total assets of \$1.3 billion
 - NH 44%, ME 31%, MA 25%
 - Gas 65%, Electric 35%

Northern Utilities – Operates in Maine and New Hampshire

- Local gas distribution company
- Service area along the seacoast, including Portland the largest city north of Boston

Unitil Energy Systems – New Hampshire

- Electric distribution utility providing service to the seacoast and capital regions of NH

Granite State Gas – Maine & New Hampshire

- Interstate gas transmission pipeline
- Regulated by the FERC

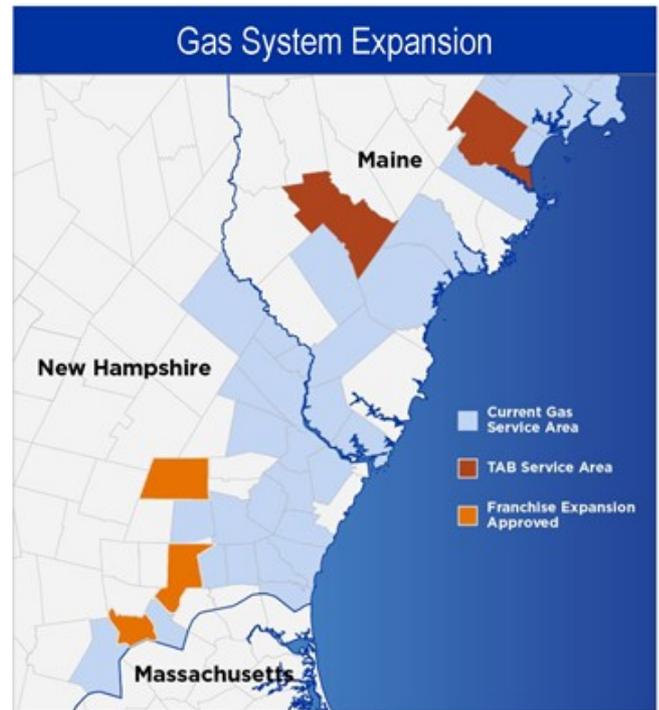
Fitchburg Gas & Electric Light Company - Massachusetts

- Providing gas and electric distribution in central MA
- Distribution revenue is decoupled

*Data as of 12/2018

EXPANSION OPPORTUNITIES

- Increased total sales margin by \$6.9 million or 3.4% compared to prior year, net of tax reduction
 - 5-Year Gas and Electric margin CAGR of 5.3%
 - More than 10,000 customers added in last 5 years
- NH gas franchise expansions
 - Received regulatory approval for three new franchise requests to serve Atkinson, Kingston and Epping
- Target Area Buildout (TAB) progress
 - Saco, ME – Initial 3-year build-out complete; exceeded targeted customer additions
 - Sanford, ME – First year of build-out completed with installation of ~7 miles of new mains in the city's downtown
- Robust economic growth across service areas



RECENT DIVESTITURE

- Divestiture of non-regulated energy brokering and advisory business subsidiary completed on March 1st, 2019
- Recognized after-tax net gain of \$9.8 million in the first quarter of 2019
- Net proceeds will help fund investment in regulated utility subsidiaries and the increased capital spending program
 - The investment should be accretive by Q2 2020
 - Immediate impact of lower short-term borrowings
- Operating as a fully rate-regulated business model



RETURN ON EQUITY

Company	Average Common Equity (as of 03/19)	LTM ROE (as of 03/19) ⁽¹⁾
Northern Utilities (New Hampshire)	\$201.5	8.2%
Northern Utilities (Maine)		
Unitil Energy	\$81.8	9.9%
Fitchburg (Electric)	\$78.1	5.1%
Fitchburg (Gas)		
Granite State	\$14.2	10.7%
Unitil Corporation	\$361.0	12.2%

(1) ROE calculated by dividing last twelve months GAAP Net Income by Average Common Equity

2019 Rate Relief Summary

Company	Activity	Dollars (in Millions)	Date Effective
Northern Utilities (New Hampshire)	2018 Rate Relief (Net of TCJA) Capital Tracker - 2019	\$0.6	Q1/Q2 2018
		\$1.4	Q2 2019
Northern Utilities (Maine)	2018 Rate Relief (Net of TCJA) Capital Tracker - 2019	\$1.0	Q1/Q2 2018
		\$1.0	Q2 2019
Unitil Energy	2018 Rate Relief (Net of TCJA) Capital Tracker - 2019	(\$0.3)	Q1/Q2 2018
		\$0.3	Q2 2019
Fitchburg (Electric)	2018 Rate Relief (Net of TCJA) Electric Capital Tracker - 2019	(\$0.1)	Q1/Q2 2018
		\$0.9	Q2 2019
Fitchburg (Gas)	2018 Rate Relief (Net of TCJA) Gas Capital Tracker - 2019	\$0.1	Q1/Q2 2018
		\$0.8	Q2 2019
Granite State	2018 Rate Relief (Net of TCJA)	\$0.0	Q2 2018

Over \$4 million in 2019 rate relief planned outside of rate cases