HAWAIIAN ELECTRIC INDUSTRIES INC
Form 10-Q/A
November 16, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-Q/A
Amendment No. 1

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

For the quarterly period ended March 31, 2015
OR
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

| Exact Name of Registrant as Specified in Its Charter | Commission File Number | I.R.S. Employer Identification No. |
|---|---|---|
| HAWAIIAN ELECTRIC INDUSTRIES, INC. | 1-8503 | 99-0208097 |
| and Principal Subsidiary | | |
| HAWAIIAN ELECTRIC COMPANY, INC. | 1-4955 | 99-0040500 |

State of Hawaii
(State or other jurisdiction of incorporation or organization)
Hawaiian Electric Industries, Inc. – 1001 Bishop Street, Suite 2900, Honolulu, Hawaii 96813
Hawaiian Electric Company, Inc. – 900 Richards Street, Honolulu, Hawaii 96813
(Address of principal executive offices and zip code)

Hawaiian Electric Industries, Inc. – (808) 543-5662
Hawaiian Electric Company, Inc. – (808) 543-7771
(Registrant’s telephone number, including area code)
Not applicable
(Former name, former address and former fiscal year, if changed since last report)
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.
Hawaiian Electric Industries, Inc. Yes x No o Hawaiian Electric Company, Inc. Yes x No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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).
Hawaiian Electric Industries, Inc. Yes x No o Hawaiian Electric Company, Inc. Yes x No o
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Hawaiian Electric Industries, Inc. Yes o No x Hawaiian Electric Company, Inc. Yes o No x
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Large accelerated filer o

| Hawaiian Electric Industries, Inc. | | Hawaiian Electric Company, Inc. | |
|---|---|---|---|
| | Accelerated filer o<br>Non-accelerated filer o<br>(Do not check if a smaller reporting company)<br>Smaller reporting company o | | Accelerated filer o<br>Non-accelerated filer x<br>(Do not check if a smaller reporting company)<br>Smaller reporting company o |

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuers' classes of common stock, as of the latest practicable date.

| Class of Common Stock | Outstanding April 30, 2015 |
|---|---|
| Hawaiian Electric Industries, Inc. (Without Par Value) | 107,417,644 Shares |
| Hawaiian Electric Company, Inc. ($6-2/3 Par Value) | 15,805,327 Shares (not publicly traded) |

Hawaiian Electric Industries, Inc. (HEI) is the sole holder of Hawaiian Electric Company, Inc. (Hawaiian Electric) common stock.

This combined Amendment No. 1 on Form 10-Q/A is separately filed by HEI and Hawaiian Electric. Information contained herein relating to any individual registrant is filed by such registrant on its own behalf. No registrant makes any representation as to information relating to the other registrant, except that information relating to Hawaiian Electric is also attributed to HEI.

EXPLANATORY NOTE

HEI and Hawaiian Electric are filing this Amendment No. 1 on Form 10-Q/A (the Amended Filing) to amend certain parts of their Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015, originally filed with the Securities and Exchange Commission (SEC) on May 6, 2015 (the Original Filing).

Background and Effects of the Restatement

The Audit Committees of the Boards of Directors of HEI and Hawaiian Electric, after consultation with management, concluded on November 4, 2015 that it is necessary to restate HEI’s and Hawaiian Electric’s Consolidated Statements of Cash Flows for the three months ended March 31, 2015 and 2014, the six months ended June 30, 2015 and 2014, and the years ended December 31, 2013 and 2012 and to revise HEI’s and Hawaiian Electric’s Consolidated Statements of Cash Flows for the nine months ended September 30, 2014 and the year ended December 31, 2014 for the correction of misstatements related to capital expenditures, changes in accounts payable, changes in deferred income taxes, changes in accrued income taxes, and changes in other assets and liabilities as described below and other immaterial items. This Amended Filing restates HEI’s and Hawaiian Electric’s Consolidated Statements of Cash Flows for the three months ended March 31, 2015 and 2014 and makes other conforming changes (see “Items Amended in This Filing” below). This restatement does not impact HEI’s and Hawaiian Electric’s previously reported overall net change in cash and cash equivalents in their Consolidated Statements of Cash Flows for any period presented. Additionally, this restatement does not impact HEI’s and Hawaiian Electric’s Consolidated Balance Sheets or Consolidated Statements of Income for any period presented.

Management discovered that the Utilities’ capital expenditures on HEI’s and Hawaiian Electric’s Consolidated Statements of Cash Flows did not correctly account for the beginning of period unpaid invoices and accruals (that were paid in cash during the period) and is restating its previously filed Consolidated Statements of Cash Flows for the three months ended March 31, 2015 and 2014 to correct for such misstatement by adjusting cash used for “Capital expenditures” (investing activity) and the change in accounts payable (operating activity).

Management also discovered that the eliminating journal entry to offset the Hawaiian Electric consolidated net operating loss deferred tax asset did not properly reflect the adjustment on the components of income taxes (current and deferred federal income taxes) and is restating its previously filed Consolidated Statements of Cash Flows to correct for such misstatement by adjusting “Increase in deferred income taxes,” “Change in prepaid and accrued income taxes and utility revenue taxes” and “Change in other assets and liabilities” for the three months ended March 31, 2015 (operating activities).

The impact of the restatement on the consolidated financial statements for the three months ended March 31, 2015 and 2014 is summarized in Note 1, "Basis of presentation - Restatement of previously issued financial statements" to HEI’s and Hawaiian Electric’s consolidated financial statements included in Part I, Item 1.

Internal Control Over Financial Reporting

Management reassessed its evaluation of the effectiveness of its internal control over financial reporting as of December 31, 2014, based on the framework established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. As a result of that reassessment, management identified a material weakness and, accordingly, has concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2014. Management has restated its report on internal control over financial reporting as of December 31, 2014. For a description of the material weakness in internal control over financial reporting and actions taken, and to be taken, to remediate the material weakness, see Part II, Item 9A “Controls and Procedures” of HEI’s and Hawaiian Electric’s amended 2014 Annual Report on Form 10-K/A. Management has also restated conclusions regarding disclosure controls and procedures as noted in Part I, Item 4 “Controls and Procedures” of this amended Quarterly Report on Form 10-Q/A.

Items Amended in This Filing

This Amended Filing amends and restates the following items of the Company's Original Filing as of, and for

the three months ended, March 31, 2015 and 2014.
Part I - Item 1. Financial Statements
Part I - Item 2. Management's Discussion and Analysis of Financial Conditions and Results of Operations
Part I - Item 4. Controls and Procedures
Part II - Item 6. Exhibits
In accordance with applicable SEC rules, this Amended Filing includes certifications as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act) from HEI's and Hawaiian Electric’s Principal Executive Officers and Principal Financial Officers dated as of the date of this amended filing.
Except for the items noted above, no other information included in the Original Filing is being amended by this Amended Filing. The Amended Filing speaks as of the date of the Original Filing and HEI and Hawaiian Electric have not updated the Original Filing to reflect events occurring subsequent to the date of the Original Filing. Accordingly, this Amended Filing should be read in conjunction with HEI's and Hawaiian Electric’s filings made with the SEC subsequent to the date of the Original Filing.

Hawaiian Electric Industries, Inc. and Subsidiaries
Hawaiian Electric Company, Inc. and Subsidiaries
Form 10-Q—Quarter ended March 31, 2015

TABLE OF CONTENTS

Hawaiian Electric Industries, Inc. and Subsidiaries
Hawaiian Electric Company, Inc. and Subsidiaries
Form 10-Q—Quarter ended March 31, 2015

GLOSSARY OF TERMS

| Terms | Definitions |
|---|---|
| AFUDC | Allowance for funds used during construction |
| AOCI | Accumulated other comprehensive income/(loss) |
| ARO | Asset retirement obligation |
| ASB | American Savings Bank, F.S.B., a wholly-owned subsidiary of ASB Hawaii, Inc. |
| ASB Hawaii | ASB Hawaii, Inc. (formerly American Savings Holdings, Inc.), a wholly owned subsidiary of Hawaiian Electric Industries, Inc. and the parent company of American Savings Bank, F.S.B. |
| ASC | Accounting Standards Codification |
| ASU | Accounting Standards Update |
| CIP CT-1 | Campbell Industrial Park 110 MW combustion turbine No. 1 |
| CIS | Customer Information System |
| Company | Hawaiian Electric Industries, Inc. and its direct and indirect subsidiaries, including, without limitation, Hawaiian Electric Company, Inc. and its subsidiaries (listed under Hawaiian Electric); ASB Hawaii, Inc. and its subsidiary, American Savings Bank, F.S.B.; HEI Properties, Inc.; Hawaiian Electric Industries Capital Trust II and Hawaiian Electric Industries Capital Trust III (inactive financing entities); and The Old Oahu Tug Service, Inc. (formerly Hawaiian Tug & Barge Corp.). |
| Consumer Advocate | Division of Consumer Advocacy, Department of Commerce and Consumer Affairs of the State of Hawaii |
| DBEDT | State of Hawaii Department of Business, Economic Development and Tourism |
| D&O | Decision and order |
| DG | Distributed generation |
| Dodd-Frank Act | Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 |
| DOH | Department of Health of the State of Hawaii |
| DRIP | HEI Dividend Reinvestment and Stock Purchase Plan |
| DSM | Demand-side management |
| ECAC | Energy cost adjustment clause |
| EGU | Electrical generating unit |
| EIP | 2010 Equity and Incentive Plan, as amended and restated |
| Energy Agreement | Agreement, dated October 20, 2008, signed by the Governor of the State of Hawaii, the State of Hawaii Department of Business, Economic Development and Tourism, the Division of Consumer Advocacy of the Department of Commerce and Consumer Affairs, and Hawaiian Electric, for itself and on behalf of its electric utility subsidiaries, committing to actions to develop renewable energy and reduce dependence on fossil fuels in support of the HCEI. In September 2014, the parties to the Energy Agreement concluded that the agreements and policy directives in the Energy Agreement had been advanced or superseded by subsequent events, as well as by decisions and orders issued by the PUC, and accordingly ended the Energy Agreement as of September 14, 2014. |
| EPA | Environmental Protection Agency — federal |
| EPS | Earnings per share |
| ERISA | Employee Retirement Income Security Act of 1974, as amended |
| EVE | Economic value of equity |
| Exchange Act | Securities Exchange Act of 1934 |
| FASB | Financial Accounting Standards Board |

| | |
|---|---|
| FDIC | Federal Deposit Insurance Corporation |
| federal | U.S. Government |
| FHLB | Federal Home Loan Bank |
| FHLMC | Federal Home Loan Mortgage Corporation |
| FNMA | Federal National Mortgage Association |
| FRB | Federal Reserve Board |
| GAAP | Accounting principles generally accepted in the United States of America |
| GHG | Greenhouse gas |

GLOSSARY OF TERMS, continued

| Terms | Definitions |
|---|---|
| GNMA | Government National Mortgage Association |
| HCEI | Hawaii Clean Energy Initiative |
| Hawaii Electric Light | Hawaii Electric Light Company, Inc., an electric utility subsidiary of Hawaiian Electric Company, Inc. |
| Hawaiian Electric | Hawaiian Electric Company, Inc., an electric utility subsidiary of Hawaiian Electric Industries, Inc. and parent company of Hawaii Electric Light Company, Inc., Maui Electric Company, Limited, HECO Capital Trust III (unconsolidated financing subsidiary), Renewable Hawaii, Inc. and Uluwehiokama Biofuels Corp. |
| HEI | Hawaiian Electric Industries, Inc., direct parent company of Hawaiian Electric Company, Inc., ASB Hawaii, Inc., HEI Properties, Inc., Hawaiian Electric Industries Capital Trust II, Hawaiian Electric Industries Capital Trust III and The Old Oahu Tug Service, Inc. (formerly Hawaiian Tug & Barge Corp.) |
| HEIRSP | Hawaiian Electric Industries Retirement Savings Plan |
| HELOC | Home equity line of credit |
| Hpower | City and County of Honolulu with respect to a power purchase agreement for a refuse-fired plant |
| IPP | Independent power producer |
| IRP | Integrated resource planning |
| Kalaeloa | Kalaeloa Partners, L.P. |
| kW | Kilowatt/s (as applicable) |
| KWH | Kilowatthour/s (as applicable) |
| LTIP | Long-term incentive plan |
| LGD | Loss given default |
| Maui Electric | Maui Electric Company, Limited, an electric utility subsidiary of Hawaiian Electric Company, Inc. |
| Merger | As provided in the Merger Agreement, merger of Merger Sub I with and into HEI, with HEI surviving, and then merger of HEI with and into Merger Sub II, with Merger Sub II surviving as a wholly owned subsidiary of NEE |
| Merger Agreement | Agreement and Plan of Merger by and among HEI, NEE, Merger Sub II and Merger Sub I, dated December 3, 2014 |
| Merger Sub I | NEE Acquisition Sub II, Inc., a Delaware corporation and a wholly owned subsidiary of NEE |
| Merger Sub II | NEE Acquisition Sub I, LLC, a Delaware limited liability company and a wholly owned subsidiary of NEE |
| MOU | Memorandum of understanding |
| MW | Megawatt/s (as applicable) |
| NEE | NextEra Energy, Inc. |
| NII | Net interest income |
| O&M | Other operation and maintenance |
| OCC | Office of the Comptroller of the Currency |
| OPEB | Postretirement benefits other than pensions |
| PPA | Power purchase agreement |
| PPAC | Purchased power adjustment clause |
| PUC | Public Utilities Commission of the State of Hawaii |
| PV | Photovaltaic |
| RAM | Rate adjustment mechanism |
| RBA | Revenue balancing account |
| RFP | Request for proposals |
| ROACE | Return on average common equity |

| | |
|---|---|
| RORB | Return on rate base |
| RPS | Renewable portfolio standards |
| SAR | Stock appreciation right |
| SEC | Securities and Exchange Commission |
| See | Means the referenced material is incorporated by reference |
| Spin-Off | The distribution to HEI shareholders of all of the common stock of ASB Hawaii immediately prior to the Merger |
| TDR | Troubled debt restructuring |
| Trust III | HECO Capital Trust III |
| Utilities | Hawaiian Electric Company, Inc., Hawaii Electric Light Company, Inc. and Maui Electric Company, Limited |
| VIE | Variable interest entity |

FORWARD-LOOKING STATEMENTS

This report and other presentations made by Hawaiian Electric Industries, Inc. (HEI) and Hawaiian Electric Company, Inc. (Hawaiian Electric) and their subsidiaries contain “forward-looking statements,” which include statements that are predictive in nature, depend upon or refer to future events or conditions, and usually include words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “predicts,” “estimates” or similar expressions. In addition, any statements concerning future financial performance, ongoing business strategies or prospects or possible future actions are also forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and are subject to risks, uncertainties and the accuracy of assumptions concerning HEI and its subsidiaries (collectively, the Company), the performance of the industries in which they do business and economic and market factors, among other things. These forward-looking statements are not guarantees of future performance. Risks, uncertainties and other important factors that could cause actual results to differ materially from those described in forward-looking statements and from historical results include, but are not limited to, the following:

- the successful and timely completion of the proposed Merger with NextEra Energy, Inc. (NEE), which could be materially and adversely affected by, among other things, resolving the litigation brought in connection with the proposed Merger, the timing and terms and conditions of required governmental and regulatory approvals, the ability to obtain the required shareholder approval and the ability to maintain relationships with employees, customers or suppliers, as well as the ability to integrate the businesses;
- the ability of ASB to operate successfully after the Spin-Off of its parent ASB Hawaii;
- international, national and local economic conditions, including the state of the Hawaii tourism, defense and construction industries, the strength or weakness of the Hawaii and continental U.S. real estate markets (including the fair value and/or the actual performance of collateral underlying loans held by American Savings Bank, F.S.B. (ASB), which could result in higher loan loss provisions and write-offs), decisions concerning the extent of the presence of the federal government and military in Hawaii, the implications and potential impacts of U.S. and foreign capital and credit market conditions and federal, state and international responses to those conditions, and the potential impacts of global developments (including global economic conditions and uncertainties, unrest, ongoing conflicts in North Africa and the Middle East, terrorist acts, potential conflict or crisis with North Korea or Iran, developments in the Ukraine and potential pandemics);
- the effects of future actions or inaction of the U.S. government or related agencies, including those related to the U.S. debt ceiling and monetary policy;
- weather and natural disasters (e.g., hurricanes, earthquakes, tsunamis, lightning strikes, lava flows and the potential effects of climate change, such as more severe storms and rising sea levels), including their impact on the Company's and Utilities' operations and the economy;
- the timing and extent of changes in interest rates and the shape of the yield curve;
- the ability of the Company and the Utilities to access the credit and capital markets (e.g., to obtain commercial paper and other short-term and long-term debt financing, including lines of credit, and, in the case of HEI, to issue common stock) under volatile and challenging market conditions, and the cost of such financings, if available;
- the risks inherent in changes in the value of the Company’s pension and other retirement plan assets and ASB’s securities available for sale;
- changes in laws, regulations, market conditions and other factors that result in changes in assumptions used to calculate retirement benefits costs and funding requirements;
- the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act) and of the rules and regulations that the Dodd-Frank Act requires to be promulgated;
- increasing competition in the banking industry (e.g., increased price competition for deposits, or an outflow of deposits to alternative investments, which may have an adverse impact on ASB’s cost of funds);
- the PUC’s potential delay in considering (and potential disapproval of actual or proposed) Hawaii Clean Energy Initiative (HCEI)-related costs; reliance by the Utilities on outside parties such as the state, independent power producers (IPPs) and developers; potential changes in political support for the HCEI; and uncertainties surrounding wind power, proposed undersea cables, biofuels, environmental assessments and the impacts of implementation of the HCEI on future costs of electricity);

- the ability of the Utilities to develop, implement and recover the costs of implementing the Utilities' action plans and business model changes that are being developed in response to the four orders that the Public Utilities Commission of the State of Hawaii (PUC) issued in April 2014, in which the PUC: directed the Utilities to develop, among other things, Power Supply Improvement Plans, a Demand Response Portfolio Plan and a Distributed Generation Interconnection Plan; described the PUC's inclinations on the future of Hawaii's electric utilities and the vision, business strategies and regulatory policy changes required to align the Utilities' business model with customer interests and the state's public policy goals; and emphasized the need to "leap ahead" of other states in creating a 21st century generation system and modern transmission and distribution grids;
- capacity and supply constraints or difficulties, especially if generating units (utility-owned or IPP-owned) fail or measures such as demand-side management (DSM), distributed generation (DG), combined heat and power or other firm capacity supply-side resources fall short of achieving their forecasted benefits or are otherwise insufficient to reduce or meet peak demand;
- fuel oil price changes, delivery of adequate fuel by suppliers and the continued availability to the electric utilities of their energy cost adjustment clauses (ECACs);
- the continued availability to the electric utilities of other cost recovery mechanisms, including the purchased power adjustment clauses (PPACs), rate adjustment mechanisms (RAMs) and pension and postretirement benefits other than pensions (OPEB) tracking mechanisms, and the continued decoupling of revenues from sales to mitigate the effects of declining kilowatthour sales;
- the impact of fuel price volatility on customer satisfaction and political and regulatory support for the Utilities;

- the risks associated with increasing reliance on renewable energy, including the availability and cost of non-fossil fuel supplies for renewable energy generation and the operational impacts of adding intermittent sources of renewable energy to the electric grid;
- the growing risk that energy production from renewable generating resources may be curtailed and the interconnection of additional resources will be constrained as more generating resources are added to the Utilities' electric systems and as customers reduce their energy usage;
- the ability of IPPs to deliver the firm capacity anticipated in their power purchase agreements (PPAs);
- the potential that, as IPP contracts near the end of their terms, there may be less economic incentive for the IPPs to make investments in their units to ensure the availability of their units;
- the ability of the Utilities to negotiate, periodically, favorable agreements for significant resources such as fuel supply contracts and collective bargaining agreements;
- new technological developments that could affect the operations and prospects of HEI and ASB or their competitors;
- new technological developments, such as the commercial development of energy storage and microgrids, that could affect the operations of the Utilities;
- cyber security risks and the potential for cyber incidents, including potential incidents at HEI, ASB and the Utilities (including at ASB branches and electric utility plants) and incidents at data processing centers they use, to the extent not prevented by intrusion detection and prevention systems, anti-virus software, firewalls and other general information technology controls;
- federal, state, county and international governmental and regulatory actions, such as existing, new and changes in laws, rules and regulations applicable to HEI, the Utilities and ASB (including changes in taxation, increases in capital requirements, regulatory policy changes, environmental laws and regulations (including resulting compliance costs and risks of fines and penalties and/or liabilities), the regulation of greenhouse gas (GHG) emissions, governmental fees and assessments (such as Federal Deposit Insurance Corporation assessments), and potential carbon “cap and trade” legislation that may fundamentally alter costs to produce electricity and accelerate the move to renewable generation);
- developments in laws, regulations, and policies governing protections for historic, archaeological, and cultural sites, and plant and animal species and habitats, as well as developments in the implementation and enforcement of such laws, regulations, and policies;
- discovery of conditions that may be attributable to historical chemical releases, including any necessary investigation and remediation, and any associated enforcement, litigation, or regulatory oversight;
- decisions by the PUC in rate cases and other proceedings (including the risks of delays in the timing of decisions, adverse changes in final decisions from interim decisions and the disallowance of project costs as a result of adverse regulatory audit reports or otherwise);
- decisions by the PUC and by other agencies and courts on land use, environmental and other permitting issues (such as required corrective actions, restrictions and penalties that may arise, such as with respect to environmental conditions or renewable portfolio standards (RPS));
- potential enforcement actions by the Office of the Comptroller of the Currency (OCC), the Federal Reserve Board (FRB), the Federal Deposit Insurance Corporation (FDIC) and/or other governmental authorities (such as consent orders, required corrective actions, restrictions and penalties that may arise, for example, with respect to compliance deficiencies under existing or new banking and consumer protection laws and regulations or with respect to capital adequacy);
- the ability of the Utilities to recover increasing costs and earn a reasonable return on capital investments not covered by RAMs;
- the risks associated with the geographic concentration of HEI’s businesses and ASB’s loans, ASB’s concentration in a single product type (i.e., first mortgages) and ASB’s significant credit relationships (i.e., concentrations of large loans and/or credit lines with certain customers);
- changes in accounting principles applicable to HEI, the Utilities and ASB, including the adoption of new U.S. accounting standards, the potential discontinuance of regulatory accounting and the effects of potentially required consolidation of variable interest entities (VIEs) or required capital lease accounting for PPAs with IPPs;

- changes by securities rating agencies in their ratings of the securities of HEI and Hawaiian Electric and the results of financing efforts;
- faster than expected loan prepayments that can cause an acceleration of the amortization of premiums on loans and investments and the impairment of mortgage-servicing assets of ASB;
- changes in ASB's loan portfolio credit profile and asset quality which may increase or decrease the required level of provision for loan losses, allowance for loan losses and charge-offs;
- changes in ASB's deposit cost or mix which may have an adverse impact on ASB's cost of funds;
- the final outcome of tax positions taken by HEI, the Utilities and ASB;
- the risks of suffering losses and incurring liabilities that are uninsured (e.g., damages to the Utilities' transmission and distribution system and losses from business interruption) or underinsured (e.g., losses not covered as a result of insurance deductibles or other exclusions or exceeding policy limits); and
- other risks or uncertainties described elsewhere in this report and in other reports (e.g., "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K) previously and subsequently filed by HEI and/or Hawaiian Electric with the Securities and Exchange Commission (SEC).

Forward-looking statements speak only as of the date of the report, presentation or filing in which they are made. Except to the extent required by the federal securities laws, HEI, Hawaiian Electric, ASB and their subsidiaries undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

v

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Hawaiian Electric Industries, Inc. and Subsidiaries
Consolidated Statements of Income (unaudited)

| | Three months ended March 31 | |
|---|---|---|
| (in thousands, except per share amounts) | 2015 | 2014 |
| Revenues | | |
| Electric utility | $573,442 | $720,062 |
| Bank | 64,348 | 63,619 |
| Other | 72 | 68 |
| Total revenues | 637,862 | 783,749 |
| Expenses | | |
| Electric utility | 515,806 | 649,396 |
| Bank | 43,717 | 41,088 |
| Other | 8,833 | 4,051 |
| Total expenses | 568,356 | 694,535 |
| Operating income (loss) | | |
| Electric utility | 57,636 | 70,666 |
| Bank | 20,631 | 22,531 |
| Other | (8,761) | (3,983) |
| Total operating income | 69,506 | 89,214 |
| Interest expense, net—other than on deposit liabilities and other bank borrowings | (19,100) | (19,456) |
| Allowance for borrowed funds used during construction | 499 | 614 |
| Allowance for equity funds used during construction | 1,413 | 1,609 |
| Income before income taxes | 52,318 | 71,981 |
| Income taxes | 19,979 | 25,721 |
| Net income | 32,339 | 46,260 |
| Preferred stock dividends of subsidiaries | 473 | 473 |
| Net income for common stock | $31,866 | $45,787 |
| Basic earnings per common share | $0.31 | $0.45 |
| Diluted earnings per common share | $0.31 | $0.45 |
| Dividends per common share | $0.31 | $0.31 |
| Weighted-average number of common shares outstanding | 103,281 | 101,382 |
| Net effect of potentially dilutive shares | 286 | 783 |
| Adjusted weighted-average shares | 103,567 | 102,165 |

The accompanying notes are an integral part of these consolidated financial statements.

Hawaiian Electric Industries, Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income (unaudited)

| | Three months ended March 31 | |
|---|---|---|
| (in thousands) | 2015 | 2014 |
| Net income for common stock | $31,866 | $45,787 |
| Other comprehensive income, net of taxes: | | |
| Net unrealized gains on available-for-sale investment securities: | | |
| Net unrealized gains on available-for-sale investment securities arising during the period, net of tax benefits of $2,278 and $1,664 for the respective periods | 3,451 | 2,520 |
| Less: reclassification adjustment for net realized gains included in net income, net of taxes of nil and $1,132 for the respective periods | — | (1,715) |
| Derivatives qualified as cash flow hedges: | | |
| Less: reclassification adjustment to net income, net of tax benefits of $37 for both periods | 59 | 59 |
| Retirement benefit plans: | | |
| Less: amortization of prior service credit and net losses recognized during the period in net periodic benefit cost, net of tax benefits of $3,486 and $1,796 for the respective periods | 5,459 | 2,813 |
| Less: reclassification adjustment for impact of D&Os of the PUC included in regulatory assets, net of taxes of $3,127 and $1,598 for the respective periods | (4,911) | (2,510) |
| Other comprehensive income, net of taxes | 4,058 | 1,167 |
| Comprehensive income attributable to Hawaiian Electric Industries, Inc. | $35,924 | $46,954 |

The accompanying notes are an integral part of these consolidated financial statements.

Hawaiian Electric Industries, Inc. and Subsidiaries
Consolidated Balance Sheets (unaudited)

| (dollars in thousands) | March 31, 2015 | December 31, 2014 |
|---|---|---|
| Assets | | |
| Cash and cash equivalents | $292,168 | $175,542 |
| Accounts receivable and unbilled revenues, net | 255,365 | 313,696 |
| Available-for-sale investment securities, at fair value | 590,648 | 550,394 |
| Stock in Federal Home Loan Bank of Seattle, at cost | 63,711 | 69,302 |
| Loans receivable held for investment, net | 4,401,504 | 4,389,033 |
| Loans held for sale, at lower of cost or fair value | 9,906 | 8,424 |
| Property, plant and equipment, net of accumulated depreciation of $2,258,065 and $2,250,950 at the respective dates | 4,190,835 | 4,148,774 |
| Regulatory assets | 905,589 | 905,264 |
| Other | 481,531 | 542,523 |
| Goodwill | 82,190 | 82,190 |
| Total assets | $11,273,447 | $11,185,142 |
| Liabilities and shareholders' equity | | |
| Liabilities | | |
| Accounts payable | $167,784 | $186,425 |
| Interest and dividends payable | 25,225 | 25,336 |
| Deposit liabilities | 4,751,328 | 4,623,415 |
| Short-term borrowings—other than bank | 30,500 | 118,972 |
| Other bank borrowings | 312,094 | 290,656 |
| Long-term debt, net—other than bank | 1,506,546 | 1,506,546 |
| Deferred income taxes | 640,778 | 633,570 |
| Regulatory liabilities | 351,712 | 344,849 |
| Contributions in aid of construction | 474,385 | 466,432 |
| Defined benefit pension and other postretirement benefit plans liability | 624,555 | 632,845 |
| Other | 456,338 | 531,230 |
| Total liabilities | 9,341,245 | 9,360,276 |
| Preferred stock of subsidiaries - not subject to mandatory redemption | 34,293 | 34,293 |
| Commitments and contingencies (Notes 4 and 5) | | |
| Shareholders' equity | | |
| Preferred stock, no par value, authorized 10,000,000 shares; issued: none | — | — |
| Common stock, no par value, authorized 200,000,000 shares; issued and outstanding: 107,417,644 shares and 102,565,266 shares at the respective dates | 1,624,549 | 1,521,297 |
| Retained earnings | 296,680 | 296,654 |
| Accumulated other comprehensive loss, net of tax benefits | (23,320) | (27,378) |
| Total shareholders' equity | 1,897,909 | 1,790,573 |
| Total liabilities and shareholders' equity | $11,273,447 | $11,185,142 |

The accompanying notes are an integral part of these consolidated financial statements.

3

Hawaiian Electric Industries, Inc. and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity (unaudited)

| | Common stock | | Retained | Accumulated other comprehensive | |
|---|---|---|---|---|---|
| (in thousands, except per share amounts) | Shares | Amount | Earnings | income (loss) | Total |
| Balance, December 31, 2014 | 102,565 | $1,521,297 | $296,654 | $(27,378) | $1,790,573 |
| Net income for common stock | — | — | 31,866 | — | 31,866 |
| Other comprehensive income, net of taxes | — | — | — | 4,058 | 4,058 |
| Issuance of common stock, net | 4,853 | 103,252 | — | — | 103,252 |
| Common stock dividends ($0.31 per share) | — | — | (31,840) | — | (31,840) |
| Balance, March 31, 2015 | 107,418 | $1,624,549 | $296,680 | $(23,320) | $1,897,909 |
| Balance, December 31, 2013 | 101,260 | $1,488,126 | $255,030 | $(16,750) | $1,726,406 |
| Net income for common stock | — | — | 45,787 | — | 45,787 |
| Other comprehensive income, net of taxes | — | — | — | 1,167 | 1,167 |
| Issuance of common stock, net | 218 | 3,212 | — | — | 3,212 |
| Common stock dividends ($0.31 per share) | — | — | (31,448) | — | (31,448) |
| Balance, March 31, 2014 | 101,478 | $1,491,338 | $269,369 | $(15,583) | $1,745,124 |

The accompanying notes are an integral part of these consolidated financial statements.

4

Hawaiian Electric Industries, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (unaudited)

| Three months ended March 31 | 2015 As restated (1) | 2014 As restated (1) |
|---|---|---|
| (in thousands) | | |
| Cash flows from operating activities | | |
| Net income | $32,339 | $46,260 |
| Adjustments to reconcile net income to net cash provided by operating activities | | |
| Depreciation of property, plant and equipment | 45,865 | 43,181 |
| Other amortization | 2,371 | 1,609 |
| Provision for loan losses | 614 | 995 |
| Loans receivable originated and purchased, held for sale | (79,070) | (46,998) |
| Proceeds from sale of loans receivable, held for sale | 78,332 | 48,720 |
| Increase in deferred income taxes | 3,828 | 6,457 |
| Share-based compensation expense | 1,754 | 2,361 |
| Excess tax benefits from share-based payment arrangements | (968) | (164) |
| Allowance for equity funds used during construction | (1,413) | (1,609) |
| Change in cash overdraft | — | (1,038) |
| Changes in assets and liabilities | | |
| Decrease in accounts receivable and unbilled revenues, net | 58,331 | 22,352 |
| Decrease (increase) in fuel oil stock | 20,731 | (34,260) |
| Increase in regulatory assets | (10,827) | (9,258) |
| Increase in accounts, interest and dividends payable | 22,053 | 15,306 |
| Change in prepaid and accrued income taxes and utility revenue taxes | (9,461) | (19,474) |
| Increase (decrease) in defined benefit pension and other postretirement benefit plans liability | 123 | (818) |
| Change in other assets and liabilities | (25,992) | (29,931) |
| Net cash provided by operating activities | 138,610 | 43,691 |
| Cash flows from investing activities | | |
| Available-for-sale investment securities purchased | (63,370) | (79,912) |
| Principal repayments on available-for-sale investment securities | 28,486 | 15,597 |
| Proceeds from sale of available-for-sale investment securities | — | 79,564 |
| Redemption of stock from Federal Home Loan Bank | 5,590 | 5,848 |
| Net increase in loans held for investment | (12,524) | (37,887) |
| Proceeds from sale of real estate acquired in settlement of loans | 606 | 1,429 |
| Capital expenditures | (123,527) | (90,442) |
| Contributions in aid of construction | 9,145 | 6,958 |
| Other | 3,549 | 343 |
| Net cash used in investing activities | (152,045) | (98,502) |
| Cash flows from financing activities | | |
| Net increase in deposit liabilities | 127,913 | 105,510 |
| Net increase (decrease) in short-term borrowings with original maturities of three months or less | (88,472) | 30,887 |
| Net increase in retail repurchase agreements | 21,451 | 141 |
| Excess tax benefits from share-based payment arrangements | 968 | 164 |
| Net proceeds from issuance of common stock | 104,468 | 3,054 |
| Common stock dividends | (31,829) | (31,435) |
| Preferred stock dividends of subsidiaries | (473) | (473) |

| | | |
|---|---|---|
| Other | (3,965 ) | (3,953 ) |
| Net cash provided by financing activities | 130,061 | 103,895 |
| Net increase in cash and cash equivalents | 116,626 | 49,084 |
| Cash and cash equivalents, beginning of period | 175,542 | 220,036 |
| Cash and cash equivalents, end of period | $292,168 | $269,120 |

(1) As restated - See Note 1, “Basis of presentation - Restatement of previously issued financial statements.”

The accompanying notes are an integral part of these consolidated financial statements.

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidated Statements of Income (unaudited)

| | Three months ended March 31 | |
|---|---|---|
| (in thousands) | 2015 | 2014 |
| Revenues | $573,442 | $720,062 |
| Expenses | | |
| Fuel oil | 176,806 | 286,300 |
| Purchased power | 136,007 | 164,916 |
| Other operation and maintenance | 104,002 | 88,606 |
| Depreciation | 44,243 | 41,603 |
| Taxes, other than income taxes | 54,748 | 67,971 |
| Total expenses | 515,806 | 649,396 |
| Operating income | 57,636 | 70,666 |
| Allowance for equity funds used during construction | 1,413 | 1,609 |
| Interest expense and other charges, net | (16,325) | (15,723) |
| Allowance for borrowed funds used during construction | 499 | 614 |
| Income before income taxes | 43,223 | 57,166 |
| Income taxes | 15,850 | 21,247 |
| Net income | 27,373 | 35,919 |
| Preferred stock dividends of subsidiaries | 229 | 229 |
| Net income attributable to Hawaiian Electric | 27,144 | 35,690 |
| Preferred stock dividends of Hawaiian Electric | 270 | 270 |
| Net income for common stock | $26,874 | $35,420 |

HEI owns all of the common stock of Hawaiian Electric. Therefore, per share data with respect to shares of common stock of Hawaiian Electric are not meaningful.

The accompanying notes are an integral part of these consolidated financial statements.

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income (unaudited)

| | Three months ended March 31 | |
|---|---|---|
| (in thousands) | 2015 | 2014 |
| Net income for common stock | $26,874 | $35,420 |
| Other comprehensive income, net of taxes: | | |
| Retirement benefit plans: | | |
| Less: amortization of prior service credit and net losses recognized during the period in net periodic benefit cost, net of tax benefits of $3,141 and $1,605 for the respective periods | 4,933 | 2,519 |
| Less: reclassification adjustment for impact of D&Os of the PUC included in regulatory assets, net of taxes of $3,127 and $1,598 for the respective periods | (4,911) | (2,510) |
| Other comprehensive income, net of taxes | 22 | 9 |
| Comprehensive income attributable to Hawaiian Electric Company, Inc. | $26,896 | $35,429 |

The accompanying notes are an integral part of these consolidated financial statements.

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidated Balance Sheets (unaudited)

| (dollars in thousands, except par value) | March 31, 2015 | December 31, 2014 |
|---|---|---|
| Assets | | |
| Property, plant and equipment | | |
| Utility property, plant and equipment | | |
| Land | $52,022 | $52,299 |
| Plant and equipment | 6,066,523 | 6,009,482 |
| Less accumulated depreciation | (2,189,090) | (2,175,510) |
| Construction in progress | 164,851 | 158,616 |
| Utility property, plant and equipment, net | 4,094,306 | 4,044,887 |
| Nonutility property, plant and equipment, less accumulated depreciation of $1,228 and $1,227 at respective dates | 6,562 | 6,563 |
| Total property, plant and equipment, net | 4,100,868 | 4,051,450 |
| Current assets | | |
| Cash and cash equivalents | 8,120 | 13,762 |
| Customer accounts receivable, net | 124,995 | 158,484 |
| Accrued unbilled revenues, net | 109,494 | 137,374 |
| Other accounts receivable, net | 8,668 | 4,283 |
| Fuel oil stock, at average cost | 85,315 | 106,046 |
| Materials and supplies, at average cost | 58,607 | 57,250 |
| Prepayments and other | 43,355 | 66,383 |
| Regulatory assets | 102,745 | 71,421 |
| Total current assets | 541,299 | 615,003 |
| Other long-term assets | | |
| Regulatory assets | 802,844 | 833,843 |
| Unamortized debt expense | 8,216 | 8,323 |
| Other | 82,273 | 81,838 |
| Total other long-term assets | 893,333 | 924,004 |
| Total assets | $5,535,500 | $5,590,457 |
| Capitalization and liabilities | | |
| Capitalization | | |
| Common stock ($6 2/3 par value, authorized 50,000,000 shares; outstanding 15,805,327 shares) | $105,388 | $105,388 |
| Premium on capital stock | 578,933 | 578,938 |
| Retained earnings | 1,002,046 | 997,773 |
| Accumulated other comprehensive income, net of income taxes-retirement benefit plans | 67 | 45 |
| Common stock equity | 1,686,434 | 1,682,144 |
| Cumulative preferred stock — not subject to mandatory redemption | 34,293 | 34,293 |
| Long-term debt, net | 1,206,546 | 1,206,546 |
| Total capitalization | 2,927,273 | 2,922,983 |
| Commitments and contingencies (Note 4) | | |
| Current liabilities | | |
| Short-term borrowings from non-affiliates | 30,000 | — |
| Accounts payable | 138,509 | 163,934 |
| Interest and preferred dividends payable | 24,257 | 22,316 |
| Taxes accrued | 182,872 | 250,402 |
| Regulatory liabilities | 1,174 | 632 |

| | | |
|---|---|---|
| Other | 65,989 | 65,146 |
| Total current liabilities | 442,801 | 502,430 |
| Deferred credits and other liabilities | | |
| Deferred income taxes | 596,984 | 602,872 |
| Regulatory liabilities | 350,538 | 344,217 |
| Unamortized tax credits | 82,037 | 79,492 |
| Defined benefit pension and other postretirement benefit plans liability | 587,165 | 595,395 |
| Other | 74,317 | 76,636 |
| Total deferred credits and other liabilities | 1,691,041 | 1,698,612 |
| Contributions in aid of construction | 474,385 | 466,432 |
| Total capitalization and liabilities | $5,535,500 | $5,590,457 |

The accompanying notes are an integral part of these consolidated financial statements.

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidated Statements of Changes in Common Stock Equity (unaudited)

| (in thousands) | Common stock Shares | Amount | Premium on capital stock | Retained earnings | Accumulated other comprehensive income (loss) | Total |
|---|---|---|---|---|---|---|
| Balance, December 31, 2014 | 15,805 | $105,388 | $578,938 | $997,773 | $45 | $1,682,144 |
| Net income for common stock | — | — | — | 26,874 | — | 26,874 |
| Other comprehensive income, net of taxes | — | — | — | — | 22 | 22 |
| Common stock dividends | — | — | — | (22,601) | — | (22,601) |
| Common stock issuance expenses | — | — | (5) | — | — | (5) |
| Balance, March 31, 2015 | 15,805 | $105,388 | $578,933 | $1,002,046 | $67 | $1,686,434 |
| Balance, December 31, 2013 | 15,429 | $102,880 | $541,452 | $948,624 | $608 | $1,593,564 |
| Net income for common stock | — | — | — | 35,420 | — | 35,420 |
| Other comprehensive income, net of taxes | — | — | — | — | 9 | 9 |
| Common stock dividends | — | — | — | (22,707) | — | (22,707) |
| Common stock issuance expenses | — | — | (3) | — | — | (3) |
| Balance, March 31, 2014 | 15,429 | $102,880 | $541,449 | $961,337 | $617 | $1,606,283 |

The accompanying notes are an integral part of these consolidated financial statements.

8

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (unaudited)

| Three months ended March 31 | 2015 As restated (1) | 2014 As restated (1) |
|---|---|---|
| (in thousands) | | |
| Cash flows from operating activities | | |
| Net income | $27,373 | $35,919 |
| Adjustments to reconcile net income to net cash provided by operating activities | | |
| Depreciation of property, plant and equipment | 44,243 | 41,603 |
| Other amortization | 1,698 | 1,621 |
| Increase in deferred income taxes | 15,132 | 20,344 |
| Change in tax credits, net | 2,576 | 2,032 |
| Allowance for equity funds used during construction | (1,413) | (1,609) |
| Change in cash overdraft | — | (1,038) |
| Changes in assets and liabilities | | |
| Decrease in accounts receivable | 29,104 | 8,804 |
| Decrease in accrued unbilled revenues | 27,880 | 12,260 |
| Decrease (increase) in fuel oil stock | 20,731 | (34,260) |
| Increase in materials and supplies | (1,357) | (1,045) |
| Increase in regulatory assets | (10,827) | (9,258) |
| Increase in accounts payable | 15,380 | 8,589 |
| Change in prepaid and accrued income taxes and revenue taxes | (63,696) | (47,526) |
| Increase (decrease) in defined benefit pension and other postretirement benefit plans liability | 110 | (205) |
| Change in other assets and liabilities | (9,774) | (11,324) |
| Net cash provided by operating activities | 97,160 | 24,907 |
| Cash flows from investing activities | | |
| Capital expenditures | (118,874) | (89,075) |
| Contributions in aid of construction | 9,145 | 6,958 |
| Other | 243 | 343 |
| Net cash used in investing activities | (109,486) | (81,774) |
| Cash flows from financing activities | | |
| Common stock dividends | (22,601) | (22,707) |
| Preferred stock dividends of Hawaiian Electric and subsidiaries | (499) | (499) |
| Net increase in short-term borrowings from non-affiliates and affiliate with original maturities of three months or less | 30,000 | 34,996 |
| Other | (216) | (389) |
| Net cash provided by financing activities | 6,684 | 11,401 |
| Net decrease in cash and cash equivalents | (5,642) | (45,466) |
| Cash and cash equivalents, beginning of period | 13,762 | 62,825 |
| Cash and cash equivalents, end of period | $8,120 | $17,359 |

(1) As restated - See Note 1, “Basis of presentation - Restatement of previously issued financial statements.”

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1 · Basis of presentation
The accompanying unaudited consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) for interim financial information, the instructions to SEC Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the balance sheet and the reported amounts of revenues and expenses for the period. Actual results could differ significantly from those estimates. The accompanying unaudited consolidated financial statements and the following notes should be read in conjunction with the audited consolidated financial statements and the notes thereto in HEI's and Hawaiian Electric's Form 10-K, as amended by Amendment No. 1 on Form 10-K/A, for the year ended December 31, 2014.
In the opinion of HEI's and Hawaiian Electric's management, the accompanying unaudited consolidated financial statements contain all material adjustments required by GAAP to fairly state consolidated HEI's and Hawaiian Electric's financial positions as of March 31, 2015 and December 31, 2014, the results of their operations and their cash flows for the three months ended March 31, 2015 and 2014. All such adjustments are of a normal recurring nature, unless otherwise disclosed below or elsewhere in this Form 10-Q (see "Restatement of previously issued financial statements" below) or other referenced material. Results of operations for interim periods are not necessarily indicative of results for the full year.
Prior period financial statements reflect the retrospective application of Accounting Standards Update (ASU) No. 2014-01, "Investments-Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects," which was adopted as of January 1, 2015 and did not have a material impact on the Company's financial condition or results of operations. See "Investments in qualified affordable housing projects" in Note 11.
Restatement of previously issued financial statements. Management discovered that the Utilities' capital expenditures on HEI's and Hawaiian Electric's Consolidated Statements of Cash Flows did not correctly account for the beginning of period unpaid invoices and accruals (that were paid in cash during the period) and is restating its previously filed Consolidated Statements of Cash Flows for the three months ended March 31, 2015 and 2014 to correct for such misstatement by adjusting cash used for "Capital expenditures" (investing activity) and change in accounts payable (operating activity).
Management also discovered that the eliminating journal entry to offset the Hawaiian Electric consolidated net operating loss deferred tax asset did not properly reflect the adjustment on the components of income taxes (current and deferred federal income taxes) and is restating its previously filed Consolidated Statements of Cash Flows for the three months ended March 31, 2015 to correct for such misstatement by adjusting "Increase in deferred income taxes," "Change in prepaid and accrued income taxes and utility revenue taxes" and "Change in other assets and liabilities" (operating activities).
Management determined it needed to correct the presentation for share-based compensation expense on the Company's Consolidated Statement of Cash Flows, resulting in a corresponding change in the "Change in other assets and liabilities" amount.
This restatement to correct for such misstatements and other immaterial items does not impact HEI's and Hawaiian Electric's previously reported overall net change in cash and cash equivalents in their Consolidated Statements of Cash Flows for any period presented. Additionally, this restatement does not impact HEI's and Hawaiian Electric's Consolidated Balance Sheets or Consolidated Statements of Income for any period presented.

The table below illustrates the effects of the restatement on the previously filed financial statements:

| | Three months ended March 31, 2015 | | | Three months ended March 31, 2014 | | |
|---|---|---|---|---|---|---|
| (in thousands) | As previously filed | As restated | Difference | As previously filed | As restated | Difference |
| Consolidated Statements of Cash Flows | | | | | | |
| HEI consolidated | | | | | | |
| Cash flows from operating activities | | | | | | |
| Other amortization | $1,362 | $2,371 | $1,009 | N/A | N/A | N/A |
| Increase in deferred income taxes (1) | 15,265 | 3,828 | (11,437) | N/A | N/A | N/A |
| Share-based compensation expense | — | 1,754 | 1,754 | $— | $2,361 | $2,361 |
| Increase/(decrease) in accounts, interest and dividends payable | (42,463) | 22,053 | 64,516 | (9,307) | 15,306 | 24,613 |
| Change in prepaid and accrued income taxes and utility revenue taxes | (61,397) | (9,461) | 51,936 | N/A | N/A | N/A |
| Change in other assets and liabilities (1) | 19,826 | (25,992) | (45,818) | (27,227) | (29,931) | (2,704) |
| Net cash provided by operating activities | 76,650 | 138,610 | 61,960 | 19,421 | 43,691 | 24,270 |
| Cash flows from investing activities | | | | | | |
| Capital expenditures | (59,011) | (123,527) | (64,516) | (65,829) | (90,442) | (24,613) |
| Cash flows from investing activities-Other | 3,281 | 3,549 | 268 | — | 343 | 343 |
| Net cash used in investing activities | (87,797) | (152,045) | (64,248) | (74,232) | (98,502) | (24,270) |
| Cash flows from financing activities | | | | | | |
| Cash flows from financing activities-Other | (6,253) | (3,965) | 2,288 | N/A | N/A | N/A |
| Net cash provided by financing activities | 127,773 | 130,061 | 2,288 | N/A | N/A | N/A |
| Hawaiian Electric consolidated | | | | | | |
| Cash flows from operating activities | | | | | | |
| Other amortization | 689 | 1,698 | 1,009 | N/A | N/A | N/A |
| Increase/(decrease) in accounts payable | (49,136) | 15,380 | 64,516 | (16,024) | 8,589 | 24,613 |
| Change in other assets and liabilities | (8,522) | (9,774) | (1,252) | (10,981) | (11,324) | (343) |
| Net cash provided by operating activities | 32,887 | 97,160 | 64,273 | 637 | 24,907 | 24,270 |
| Cash flows from investing activities | | | | | | |
| Capital expenditures | (54,358) | (118,874) | (64,516) | (64,462) | (89,075) | (24,613) |
| Cash flows from investing activities-Other | — | 243 | 243 | — | 343 | 343 |
| Net cash used in investing activities | (45,213) | (109,486) | (64,273) | (57,504) | (81,774) | (24,270) |
| Note 10 | | | | | | |
| HEI consolidated and Hawaiian Electric consolidated | | | | | | |
| Additions to electric utility property, plant and equipment - unpaid invoices and accruals (investing) (in millions) | 24 | (41) | (65) | 9 | (16) | (25) |

(1) As previously filed and adjusted by ASU No. 2014-01 (see Note 11).

N/A - Not applicable.

2 · Proposed Merger
On December 3, 2014, HEI, NextEra Energy, Inc., a Florida corporation (NEE), NEE Acquisition Sub I, LLC, a Delaware limited liability company and a wholly owned subsidiary of NEE (Merger Sub II) and NEE Acquisition Sub II, Inc., a Delaware corporation and a wholly owned subsidiary of NEE (Merger Sub I), entered into an Agreement and Plan of Merger (the Merger Agreement). The Merger Agreement provides for Merger Sub I to merge with and into HEI (the Initial Merger), with HEI surviving, and then for HEI to merge with and into Merger Sub II, with Merger Sub II surviving as a wholly owned subsidiary of NEE (the Merger). The Merger is intended to qualify as a tax-free reorganization under the Internal Revenue Code of 1986, as amended, and be tax-free to HEI shareholders.
Pursuant to the Merger Agreement, upon the closing of the Merger, each issued and outstanding share of HEI common stock will automatically be converted into the right to receive 0.2413 shares of common stock of NEE (the Exchange Ratio). No adjustment to the Exchange Ratio is made in the Merger Agreement for any changes in the market prices of either HEI or NEE common stock between December 3, 2014 and the closing of the Merger.
The Merger Agreement contemplates that, immediately prior to the closing of the Merger, HEI will distribute to its shareholders all of the issued and outstanding shares of common stock of ASB Hawaii, the direct parent company of ASB (such distribution referred to as the Spin-Off), with ASB Hawaii becoming a new public company. In addition, the Merger Agreement contemplates that, immediately prior to the closing of the Merger, HEI will pay its shareholders a special dividend of $0.50 per share.
The closing of the Merger is subject to various conditions, including, among others, (i) the approval of holders of 75%% of the outstanding shares of HEI common stock, (ii) effectiveness of the registration statement for the NEE common stock to be issued in the Initial Merger and the listing of such shares on the New York Stock Exchange, (iii) expiration or termination of the applicable Hart-Scott-Rodino Act waiting period, (iv) receipt of all required regulatory approvals from, among others, the Federal Energy Regulatory Commission (FERC), the Federal Communications Commission and the Hawaii Public Utilities Commission, (v) the absence of any law or judgment in effect or pending in which a governmental entity has imposed or is seeking to impose a legal restraint that would prevent or make illegal the closing of the Merger, (vi) the absence of any material adverse effect with respect to either HEI or NEE, (vii) subject to certain exceptions, the accuracy of the representations and warranties of, and compliance with covenants by, each of the parties to the Merger Agreement, (viii) receipt by each of HEI and NEE of a tax opinion of its counsel regarding the tax treatment of the transactions contemplated by the Merger Agreement, (ix) effectiveness of the ASB Hawaii registration statement necessary to consummate the Spin-Off, and (x) the determination by each of HEI and NEE that, upon completion of the Spin-Off, HEI will no longer be a savings and loan holding company or be deemed to control ASB for purposes of the Home Owners' Loan Act. The Spin-Off will be subject to various conditions, including, among others, the approval of the Federal Reserve Board (FRB).
The Merger Agreement contains customary representations, warranties and covenants of HEI and NEE.
HEI is also subject to a “no shop” restriction that limits its ability to solicit alternative acquisition proposals, provide information or engage in discussion with third parties, except under limited circumstances to permit HEI’s board of directors to comply with its fiduciary duties.
The Merger Agreement contains certain termination rights for both HEI and NEE, including the right of either party to terminate the Merger Agreement if the Merger has not been consummated by December 3, 2015 (subject to a 6-month extension if required to obtain necessary regulatory approvals), and further provides that upon termination of the Merger Agreement under specified circumstances, HEI or NEE, as the case may be, would be required to pay the other party a termination fee of $90 million and reimburse the other party for up to $5 million of its documented out-of-pocket expenses incurred in connection with the Merger Agreement.
On March 26, 2015, NEE’s Form S-4, which registers NEE common stock expected to be issued in the Initial Merger, was declared effective. Also on March 26, 2015, HEI filed its special meeting proxy statement for the vote on the merger proposal and related matters, which meeting is scheduled for May 12, 2015. On March 30, 2015, ASB Hawaii filed its Form 10, the registration statement for ASB Hawaii shares expected to be distributed in the Spin-Off.
PUC application. In January 2015, NEE and Hawaiian Electric filed an application with the PUC requesting approval of the proposed Merger of Hawaiian Electric. The application also requests modification of certain conditions agreed to by HEI and the PUC in 1982 for the merger and corporate restructuring of Hawaiian Electric, and confirmation that

with approval of the Merger Agreement, the recommendations in the 1995 Dennis Thomas Report (resulting from a proceeding to review the relationship between HEI and Hawaiian Electric and any impact of HEI’s then diversified activities on the Utilities) will no longer be applicable. The application includes a commitment that, for at least four years following the completion of the transaction, Hawaiian Electric will not submit any applications seeking a general base rate increase and will forego recovery of the incremental operations and maintenance rate adjustment under decoupling during that period, which amounts to approximately $60 million in cumulative savings for customers, subject to certain exceptions and conditions, including that the following remain in effect: the RBA tariff provisions, the Rate Base RAM, the Renewable Energy Infrastructure Program, and Renewable Energy Infrastructure Surcharge, the IRP/DSM Recovery tariff provisions, the ECAC tariff provisions, the PPA tariff provision and the Pension and OPEB tracker mechanism. Various parties, including governmental, environmental and commercial interests, have been allowed to intervene in the proceeding. The PUC issued an initial procedural schedule governing the pre-filing of testimonies by the parties in the proceeding and the discovery on the pre-filed testimonies, and indicated the PUC will issue a further order concerning hearing dates and related matters after the Utilities and NEE file response testimonies on August 31, 2015.

Other requests. On January 29, 2015, HEI submitted its application to the FERC requesting all necessary authorization to consummate the transactions contemplated by the Merger Agreement. The FERC issued its order authorizing the proposed merger on March 27, 2015.

On February 1, 2015, HEI submitted a letter to FRB requesting deregistration as a Savings & Loan Holding Company (SLHC).

Pending litigation and other matters.

Litigation. HEI and its subsidiaries are subject to various legal proceedings that arise from time to time. Some of these proceedings may seek relief or damages in amounts that may be substantial. Because these proceedings are complex, many years may pass before they are resolved, and it is not feasible to predict their outcomes. Some of these proceedings involve claims HEI and Hawaiian Electric believe may be covered by insurance, and HEI and Hawaiian Electric have advised their insurance carriers accordingly.

Since the December 3, 2014 announcement of the merger agreement, eight purported class action complaints were filed in the Circuit Court of the First Circuit for the State of Hawaii by alleged stockholders of HEI against HEI, Hawaiian Electric (in one complaint), the individual directors of HEI, NEE and NEE's acquisition subsidiaries. The lawsuits are captioned as follows: Miller v. Hawaiian Electric Industries, Inc., et al., Case No. 14-1-2531-12 KTN (December 15, 2014) (the Miller Action); Walsh v. Hawaiian Electric Industries, Inc., et al., Case No. 14-1-2541-12 JHC (December 15, 2014) (the Walsh Action); Stein v. Hawaiian Electric Industries, Inc., et al., Case No. 14-1-2555-12 KTN (December 17, 2014) (the Stein Action); Brown v. Hawaiian Electric Industries, Inc., et al., Case No. 14-1-2643-12 RAN (December 30, 2014) (the Brown Action); Cohn v. Hawaiian Electric Industries, Inc., et al., Case No. 14-1-2642-12 KTN (December 30, 2014) (the Cohn State Action); Guenther v. Watanabe, et al., Case No. 15-1-003-01 ECN (January 2, 2015) (the Guenther Action); Hudson v. Hawaiian Electric Industries, Inc., et al., Case No. 15-1-0013-01 JHC (January 5, 2015) (the Hudson Action); Grieco v. Hawaiian Electric Industries, Inc., et al., Case No. 15-1-0094-01 KKS (January 21, 2015) (the Grieco Action). On January 12, 2015, plaintiffs in the Miller Action, the Walsh Action, the Stein Action, the Brown Action, the Guenther Action, and the Hudson Action filed a motion to consolidate their actions and to appoint co-lead counsel. The Court held a hearing on this motion on February 13, 2015 and granted consolidation and appointment of co-lead counsel on March 6, 2015. On March 10, 2015, plaintiffs in the consolidated state action filed an amended complaint, and added J.P. Morgan Securities, LLC (JP Morgan), which was HEI’s financial advisor for the Merger, as a defendant. On March 17, 2015, plaintiffs in the consolidated state action moved for limited expedited discovery. After limited discovery, the parties in the consolidated state action stipulated and the Court ordered that the deadline for defendants to respond to the amended complaint is extended indefinitely. On April 30, 2015, the Court consolidated the seven state actions under the caption, In re Consolidated HEI Shareholder Cases. On January 23, 2015, the Cohn State Action was voluntarily dismissed. Thereafter, the same alleged stockholder plaintiff filed a purported class action complaint in the United States District Court for the District of Hawaii against HEI, the individual directors of HEI, NEE and NEE's acquisition subsidiaries. The lawsuit is captioned as Cohn v. Hawaiian Electric Industries, Inc. et al., 15-cv-00029-JMS-KSC (January 27, 2015) (the Cohn Federal Action).

The actions allege, among other things, that members of HEI's Board breached their fiduciary duties in connection with the proposed transaction, and that the Merger Agreement involves an unfair price, was the product of an inadequate sales process, and contains unreasonable deal protection devices that purportedly preclude competing offers. The complaints further allege that HEI, NEE and/or its acquisition subsidiaries aided and abetted the purported breaches of fiduciary duty. The plaintiffs in these lawsuits seek, among other things, (i) a declaration that the Merger Agreement was entered into in breach of HEI's directors' fiduciary duties, (ii) an injunction enjoining the HEI Board from consummating the Merger, (iii) an order directing the HEI Board to exercise their duties to obtain a transaction which is in the best interests of HEI's stockholders, (iv) a rescission of the Merger to the extent that it is consummated, and/or (v) damages suffered as a result of the defendants' alleged actions. Plaintiffs in the consolidated state action also allege that JP Morgan had a conflict of interest in advising HEI because JP Morgan and its affiliates had business ties to and investments in NEE. The consolidated state action also alleges that the HEI board of directors violated its fiduciary duties by omitting material facts from the Registration Statement on Form S-4. In addition, the Cohn Federal Action alleges that the HEI board of directors violated its fiduciary duties and federal securities laws by omitting material facts from the Registration Statement on Form S-4.

HEI and Hawaiian Electric believe the allegations of the complaints are without merit and intend to defend these lawsuits vigorously.

Other matters. In January 2015, various clean energy and environmental groups filed a motion and applications with the PUC to delay consideration of the Company's proposed Merger pending its decision on the Power Supply Improvement Plans, Distributed Generation Interconnection Plan, Integrated Demand Response Portfolio Plan, decoupling, and issues regarding customer-based distributed energy resources. The PUC issued its order on March 2, 2015, dismissing the motion and applications.

3 · Segment financial information

| (in thousands) | Electric utility | Bank | Other | Total |
|---|---|---|---|---|
| Three months ended March 31, 2015 | | | | |
| Revenues from external customers | $573,431 | $64,348 | $83 | $637,862 |
| Intersegment revenues (eliminations) | 11 | — | (11) | — |
| Revenues | 573,442 | 64,348 | 72 | 637,862 |
| Income (loss) before income taxes | 43,223 | 20,631 | (11,536) | 52,318 |
| Income taxes (benefit) | 15,850 | 7,156 | (3,027) | 19,979 |
| Net income (loss) | 27,373 | 13,475 | (8,509) | 32,339 |
| Preferred stock dividends of subsidiaries | 499 | — | (26) | 473 |
| Net income (loss) for common stock | 26,874 | 13,475 | (8,483) | 31,866 |
| Assets (at March 31, 2015) | 5,535,500 | 5,724,877 | 13,070 | 11,273,447 |
| | | | | |
| Three months ended March 31, 2014 | | | | |
| Revenues from external customers | $720,056 | $63,619 | $74 | $783,749 |
| Intersegment revenues (eliminations) | 6 | — | (6) | — |
| Revenues | 720,062 | 63,619 | 68 | 783,749 |
| Income (loss) before income taxes | 57,166 | 22,532 | (7,717) | 71,981 |
| Income taxes (benefit) | 21,247 | 8,133 | (3,659) | 25,721 |
| Net income (loss) | 35,919 | 14,399 | (4,058) | 46,260 |
| Preferred stock dividends of subsidiaries | 499 | — | (26) | 473 |
| Net income (loss) for common stock | 35,420 | 14,399 | (4,032) | 45,787 |
| Assets (at December 31, 2014) | 5,590,457 | 5,566,222 | 28,463 | 11,185,142 |

Intercompany electricity sales of the Utilities to the bank and "other" segments are not eliminated because those segments would need to purchase electricity from another source if it were not provided by the Utilities, the profit on such sales is nominal and the elimination of electric sales revenues and expenses could distort segment operating income and net income for common stock.

Bank fees that ASB charges the Utilities and "other" segments are not eliminated because those segments would pay fees to another financial institution if they were to bank with another institution, the profit on such fees is nominal and the elimination of bank fee income and expenses could distort segment operating income and net income for common stock.

4 · Electric utility segment

Revenue taxes. The Utilities' revenues include amounts for the recovery of various Hawaii state revenue taxes. Revenue taxes are generally recorded as an expense in the period the related revenues are recognized. However, the Utilities' revenue tax payments to the taxing authorities in the period are based on the prior year's billed revenues (in the case of public service company taxes and PUC fees) or on the current year's cash collections from electric sales (in the case of franchise taxes). The Utilities included in the three months ended March 31, 2015 and 2014 approximately $51 million and $65 million, respectively, of revenue taxes in "revenues" and in "taxes, other than income taxes" expense.

Recent tax developments. The Utilities adopted the safe harbor guidelines with respect to network assets in 2011 and, in June 2013, the IRS released a revenue procedure relating to deductions for repairs of generation property, which provides some guidance (that is elective) for taxpayers that own steam or electric generation property. This guidance defines the relevant components of generation property to be used in determining whether such component expenditures should be deducted as

repairs or capitalized and depreciated by taxpayers. The revenue procedure also provides an extrapolation methodology that could be used by taxpayers in determining deductions for prior years' repairs without going back to the specific documentation of those years. The guidance does not provide specific methods for determining the repairs amount. Management intends to adopt a method consistent with this guidance in its 2014 tax return.
Unconsolidated variable interest entities.

HECO Capital Trust III. HECO Capital Trust III (Trust III) was created and exists for the exclusive purposes of (i) issuing in March 2004 2,000,000 6.50% Cumulative Quarterly Income Preferred Securities, Series 2004 (2004 Trust Preferred Securities) ($50 million aggregate liquidation preference) to the public and trust common securities ($1.5 million aggregate liquidation preference) to Hawaiian Electric, (ii) investing the proceeds of these trust securities in 2004 Debentures issued by Hawaiian Electric in the principal amount of $31.5 million and issued by Hawaii Electric Light and Maui Electric each in the principal amount of $10 million, (iii) making distributions on these trust securities and (iv) engaging in only those other activities necessary or incidental thereto. The 2004 Trust Preferred Securities are mandatorily redeemable at the maturity of the underlying debt on March 18, 2034, which maturity may be extended to no later than March 18, 2053; and are currently redeemable at the issuer's option without premium. The 2004 Debentures, together with the obligations of the Utilities under an expense agreement and Hawaiian Electric's obligations under its trust guarantee and its guarantee of the obligations of Hawaii Electric Light and Maui Electric under their respective debentures, are the sole assets of Trust III. Taken together, Hawaiian Electric's obligations under the Hawaiian Electric debentures, the Hawaiian Electric indenture, the subsidiary guarantees, the trust agreement, the expense agreement and trust guarantee provide, in the aggregate, a full, irrevocable and unconditional guarantee of payments of amounts due on the Trust Preferred Securities. Trust III has at all times been an unconsolidated subsidiary of Hawaiian Electric. Since Hawaiian Electric, as the holder of 100% of the trust common securities, does not absorb the majority of the variability of Trust III, Hawaiian Electric is not the primary beneficiary and does not consolidate Trust III in accordance with accounting rules on the consolidation of VIEs. Trust III's balance sheets as of March 31, 2015 and December 31, 2014 each consisted of $51.5 million of 2004 Debentures; $50.0 million of 2004 Trust Preferred Securities; and $1.5 million of trust common securities. Trust III's income statements for the three months ended March 31, 2015 and 2014 each consisted of $0.8 million of interest income received from the 2004 Debentures; $0.8 million of distributions to holders of the Trust Preferred Securities; and $25,000 of common dividends on the trust common securities to Hawaiian Electric. As long as the 2004 Trust Preferred Securities are outstanding, Hawaiian Electric is not entitled to receive any funds from Trust III other than pro-rata distributions, subject to certain subordination provisions, on the trust common securities. In the event of a default by Hawaiian Electric in the performance of its obligations under the 2004 Debentures or under its Guarantees, or in the event any of the Utilities elect to defer payment of interest on any of their respective 2004 Debentures, then Hawaiian Electric will be subject to a number of restrictions, including a prohibition on the payment of dividends on its common stock.
Power purchase agreements. As of March 31, 2015, the Utilities had six purchase power agreements (PPAs) for firm capacity and other PPAs with smaller IPPs and Schedule Q providers (i.e., customers with cogeneration and/or small power production facilities with a capacity of 100 kilowatts (kWs) or less who buy power from or sell power to the Utilities), none of which are currently required to be consolidated as VIEs. Approximately 90% of the firm capacity is purchased from AES Hawaii, Inc. (AES Hawaii), Kalaeloa Partners, L.P. (Kalaeloa), Hamakua Energy Partners, L.P. (HEP) and HPOWER. Purchases from all IPPs were as follows:

| | Three months ended March 31 | |
|---|---|---|
| (in millions) | 2015 | 2014 |
| AES Hawaii | $34 | $33 |
| Kalaeloa | 44 | 67 |
| HEP | 11 | 12 |
| HPOWER | 16 | 16 |
| Other IPPs | 31 | 37 |
| Total IPPs | $136 | $165 |

Some of the IPPs provided sufficient information for Hawaiian Electric to determine that the IPP was not a VIE, or was either a “business” or “governmental organization,” and thus excluded from the scope of accounting standards for VIEs. Other IPPs, including the three largest, declined to provide the information necessary for Hawaiian Electric to determine the applicability of accounting standards for VIEs.

Since 2004, Hawaiian Electric has continued its efforts to obtain from the IPPs the information necessary to make the determinations required under accounting standards for VIEs. In each year from 2005 to 2014, the Utilities sent letters to the identified IPPs requesting the required information. All of these IPPs declined to provide the necessary information, except that

Kalaeloa later agreed to provide the information pursuant to the amendments to its PPA (see below) and an entity owning a wind farm provided information as required under its PPA. Management has concluded that the consolidation of two entities owning wind farms was not required as Hawaii Electric Light and Maui Electric do not have variable interests in the entities because the PPAs do not require them to absorb any variability of the entities. If the requested information is ultimately received from the remaining IPPs, a possible outcome of future analyses of such information is the consolidation of one or more of such IPPs in the Consolidated Financial Statements. The consolidation of any significant IPP could have a material effect on the Consolidated Financial Statements, including the recognition of a significant amount of assets and liabilities and, if such a consolidated IPP were operating at a loss and had insufficient equity, the potential recognition of such losses. If the Utilities determine they are required to consolidate the financial statements of such an IPP and the consolidation has a material effect, the Utilities would retrospectively apply accounting standards for VIEs.

Kalaeloa Partners, L.P.  In October 1988, Hawaiian Electric entered into a PPA with Kalaeloa, subsequently approved by the PUC, which provided that Hawaiian Electric would purchase 180 megawatts (MW) of firm capacity for a period of 25 years beginning in May 1991. In October 2004, Hawaiian Electric and Kalaeloa entered into amendments to the PPA, subsequently approved by the PUC, which together effectively increased the firm capacity from 180 MW to 208 MW. The energy payments that Hawaiian Electric makes to Kalaeloa include: (1) a fuel component, with a fuel price adjustment based on the cost of low sulfur fuel oil, (2) a fuel additives cost component, and (3) a non-fuel component, with an adjustment based on changes in the Gross National Product Implicit Price Deflator. The capacity payments that Hawaiian Electric makes to Kalaeloa are fixed in accordance with the PPA. Kalaeloa also has a steam delivery cogeneration contract with another customer, the term of which coincides with the PPA. The facility has been certified by the Federal Energy Regulatory Commission as a Qualifying Facility under the Public Utility Regulatory Policies Act of 1978.

Pursuant to the current accounting standards for VIEs, Hawaiian Electric is deemed to have a variable interest in Kalaeloa by reason of the provisions of Hawaiian Electric’s PPA with Kalaeloa. However, management has concluded that Hawaiian Electric is not the primary beneficiary of Kalaeloa because Hawaiian Electric does not have the power to direct the activities that most significantly impact Kalaeloa’s economic performance nor the obligation to absorb Kalaeloa’s expected losses, if any, that could potentially be significant to Kalaeloa. Thus, Hawaiian Electric has not consolidated Kalaeloa in its consolidated financial statements. A significant factor affecting the level of expected losses Hawaiian Electric could potentially absorb is the fact that Hawaiian Electric’s exposure to fuel price variability is limited to the remaining term of the PPA as compared to the facility’s remaining useful life. Although Hawaiian Electric absorbs fuel price variability for the remaining term of the PPA, the PPA does not currently expose Hawaiian Electric to losses as the fuel and fuel related energy payments under the PPA have been approved by the PUC for recovery from customers through base electric rates and through Hawaiian Electric’s ECAC to the extent the fuel and fuel related energy payments are not included in base energy rates. As of March 31, 2015, Hawaiian Electric’s accounts payable to Kalaeloa amounted to $13 million.

Commitments and contingencies.

Fuel contracts.  The Utilities have contractual agreements to purchase minimum quantities of fuel oil, diesel fuel and biodiesel for multi-year periods, some through October 2017. Fossil fuel prices are tied to the market prices of crude oil and petroleum products in the Far East and U.S. West Coast and the biodiesel price is tied to the market prices of animal fat feedstocks in the U.S. West Coast and U.S. Midwest.

Updates. On August 27, 2014, Chevron Products Company (Chevron) and Hawaiian Electric entered into a first amendment of their Low Sulfur Fuel Oil Supply Contract, which was approved by the PUC in March 2015. The Amendment reduces the price of fuel above certain volumes, allows for increases in the volume of fuel, and modifies the specification of certain petroleum products supplied under the contract. In addition, Chevron agreed to supply a blend of low sulfur fuel oil (LSFO) and diesel as soon as January 2016 (for supply through the end of the contract term, December 31, 2016) to help Hawaiian Electric meet more stringent EPA air emission requirements known as Mercury and Air Toxics Standards.

The Utilities are parties to amended contracts for the supply of industrial fuel oil and diesel fuels with Chevron and Hawaii Independent Energy, LLC (HIE), respectively, which were scheduled to end December 31, 2015. In August

2014, Chevron and the Utilities entered into a third amendment to the Inter-Island Industrial Fuel Oil and Diesel Fuel Supply Contract, which amendment extended the term of the contract through December 31, 2016 and provided for automatic renewal for annual terms thereafter unless earlier terminated by either party. In February 2015, Hawaiian Electric executed a similar extension, through December 31, 2016, of the corresponding Inter-Island Industrial Fuel Oil and Diesel Fuel Supply Contract with HIE.

Liquefied natural gas. In August 2014, Hawaiian Electric entered into a 15-year agreement with Fortis BC Energy Inc. (Fortis) for liquefaction capacity for liquefied natural gas (LNG) under tariffed rates approved by the British Columbia Utilities Commission. The agreement, which is subject to Hawaii PUC approval, other regulatory approvals and permits, and other conditions precedent before it becomes effective, provides for LNG liquefaction capacity purchases of 800,000 tonnes per year for the first five years, 700,000 tonnes per year for the next five years, and 600,000 tonnes per year for the last five years.

Fortis must also obtain regulatory and other approvals for the agreement to become effective. The Fortis agreement is assignable and can be assigned to the selected bidder in the Utilities' request for proposal (RFP) for the supply of containerized LNG and will help ensure that liquefaction capacity is available at pricing that management believes will lower customer bills.

Environmental regulation. The Utilities are subject to environmental laws and regulations that regulate the operation of existing facilities, the construction and operation of new facilities and the proper cleanup and disposal of hazardous waste and toxic substances. In recent years, legislative, regulatory and governmental activities related to the environment, including proposals and rulemaking under the Clean Air Act and Clean Water Act (CWA), have increased significantly and management anticipates that such activity will continue.

On August 14, 2014, the Environmental Protection Agency (EPA) published in the Federal Register the final regulations required by section 316(b) of the CWA designed to protect aquatic organisms from adverse impacts associated with existing power plant cooling water intake structures. The regulations were effective October 14, 2014 and apply to the cooling water systems for the steam generating units at Hawaiian Electric's power plants on the island of Oahu. The regulations prescribe a process, including a number of required site-specific studies, for states to develop facility-specific entrainment and impingement controls to be incorporated in the facility's National Pollutant Discharge Elimination System permit. In the case of Hawaiian Electric's power plants, there are a number of studies that have yet to be completed before Hawaiian Electric and the Department of Health of the State of Hawaii (DOH) can determine what entrainment or impingement controls, if any, might be appropriate.

On February 16, 2012, the Federal Register published the EPA's final rule establishing the EPA's National Emission Standards for Hazardous Air Pollutants for fossil-fuel fired steam electrical generating units (EGUs). The final rule, known as the Mercury and Air Toxics Standards (MATS), applies to the 14 EGUs at Hawaiian Electric's power plants. MATS establishes the Maximum Achievable Control Technology standards for the control of hazardous air pollutants emissions from new and existing EGUs. Based on a review of the final rule and the benefits and costs of alternative compliance strategies, Hawaiian Electric has selected a MATS compliance strategy based on switching to lower emission fuels. The use of lower emission fuels will provide for MATS compliance at lower overall costs and avoid the reduction in operational flexibility imposed by emissions control equipment. Hawaiian Electric requested and received a one-year extension, resulting in a MATS compliance date of April 16, 2016. Hawaiian Electric submitted to the EPA a Petition for Reconsideration and Stay dated April 16, 2012, and a Request for Expedited Consideration dated August 14, 2013. The submittals asked the EPA to revise an emissions standard for non-continental oil-fired EGUs on the grounds that the promulgated standard was incorrectly derived. The Petition and Request submittals to the EPA included additional data to demonstrate that the existing standard is erroneous. On April 21, 2015, the EPA issued a notice denying Hawaiian Electric's MATS Petition for Reconsideration along with all other pending MATS petitions. The EPA also issued a report dated March 2015 which presents the detailed rationale for the EPA's denial of the petitions. Hawaiian Electric is currently reviewing the notice and report.

On February 6, 2013, the EPA issued a guidance document titled "Next Steps for Area Designations and Implementation of the Sulfur Dioxide National Ambient Air Quality Standard," which outlines a process that will provide the states additional flexibility and time for their development of one-hour sulfur dioxide ($SO_2$) National Ambient Air Quality Standard (NAAQS) implementation plans. In May 2014, the EPA published a proposed data requirements rule for states to characterize their air quality in relation to the one-hour $SO_2$ NAAQS. Under the proposed rule, the EPA expects to designate areas as attaining, or not attaining, the one-hour $SO_2$ NAAQS in December 2017 or December 2020, depending on whether the area was characterized through modeling or monitoring. Hawaiian Electric will work with the DOH in implementing the one-hour $SO_2$ NAAQS and in developing cost-effective strategies for NAAQS compliance, if needed.

Depending upon the specific measures required for compliance with the CWA 316(b) regulations and MATS, and the rules and guidance developed for compliance with the more stringent NAAQS, the Utilities may be required to incur material capital expenditures and other compliance costs, but such amounts and their timing are not determinable at this time. Additionally, the combined effects of these regulatory initiatives may result in a decision to retire or deactivate certain generating units earlier than anticipated.

Hawaiian Electric, Hawaii Electric Light and Maui Electric, like other utilities, periodically encounter petroleum or other chemical releases into the environment associated with current or previous operations and report and take action on these releases when and as required by applicable law and regulations. The Utilities believe the costs of responding to such releases identified to date will not have a material adverse effect, individually or in the aggregate, on Hawaiian Electric's consolidated results of operations, financial condition or liquidity.

Potential Clean Air Act Enforcement. On July 1, 2013, Hawaii Electric Light and Maui Electric received a letter from the U.S. Department of Justice (DOJ) asserting potential violations of the Prevention of Significant Deterioration (PSD) and Title V requirements of the Clean Air Act involving the Hill and Kahului Power Plants. The EPA referred the matter to the DOJ for enforcement based on Hawaii Electric Light's and Maui Electric's responses to information requests in 2010 and

2012. The letter expresses an interest in resolving the matter without the issuance of a notice of violation. The parties had preliminary discussions in February 2014, and are continuing to negotiate toward a resolution of the DOJ's claims. As part of the ongoing negotiations, the DOJ proposed in November 2014 entering into a consent decree pursuant to which the Utilities would install certain pollution controls and pay a penalty. The Utilities are currently reviewing the proposal, but are unable to estimate the amount or effect of a consent decree, if any, at this time.

Former Molokai Electric Company generation site. In 1989, Maui Electric acquired by merger Molokai Electric Company. Molokai Electric Company had sold its former generation site (Site) in 1983, but continued to operate at the Site under a lease until 1985. The EPA has since performed Brownfield assessments of the Site that identified environmental impacts in the subsurface. Although Maui Electric never operated at the Site and operations there had stopped four years before the merger, in discussions with the EPA and the DOH, Maui Electric agreed to undertake additional investigations at the Site and an adjacent parcel that Molokai Electric Company had used for equipment storage (the Adjacent Parcel) to determine the extent of impacts of subsurface contaminants. A 2011 assessment by a Maui Electric contractor of the Adjacent Parcel identified environmental impacts, including elevated polychlorinated biphenyls (PCBs) in the subsurface soils. In cooperation with the DOH and EPA, Maui Electric is further investigating the Site and the Adjacent Parcel to determine the extent of impacts of PCBs, residual fuel oils, and other subsurface contaminants. In March 2012, Maui Electric accrued an additional $3.1 million (reserve balance of $3.6 million as of March 31, 2015) for the additional investigation and estimated cleanup costs at the Site and the Adjacent Parcel; however, final costs of remediation will depend on the results of continued investigation. Maui Electric received the DOH's and EPA's comments on a draft site investigation plan for site characterization in the fourth quarter of 2013. Management concluded that these comments did not require a change to the reserve balance. The site investigation plan was revised to address the EPA's and DOH's comments. The final site investigation plan was submitted to the DOH and EPA in December 2014 for their review and approval.

Pearl Harbor sediment study. The U.S. Navy is conducting a feasibility study for the remediation of contaminated sediment in Pearl Harbor. In the course of its study, the Navy identified elevated levels of PCBs in the sediment offshore from the Waiau Power Plant. The results of the Navy's study to date, including sampling data and possible remediation approaches, are undergoing further federal review. Hawaiian Electric submitted comments on the Navy's study, including the further investigation and analyses that are necessary to identify appropriate remedial options and actions.

In July 2014, the Navy notified Hawaiian Electric of the Navy's determination that Hawaiian Electric is responsible for cleanup of the area offshore of the Waiau Power Plant. The Navy has also requested that Hawaiian Electric reimburse the costs incurred by the Navy to date to investigate the area, and is asking Hawaiian Electric to engage in negotiations regarding the financing and undertaking of future response actions. The extent of the contamination, the appropriate remedial measures to address it, and Hawaiian Electric's potential responsibility for any associated costs have not yet been determined. In December 2014, Hawaiian Electric recorded a reserve of $0.8 million for additional investigation of the PCBs in the sediment offshore from the Waiau Power Plant; however, final costs of remediation will depend on the results of the additional investigation. On March 23, 2015, Hawaiian Electric received from the EPA a letter requesting that Hawaiian Electric submit within 45 days a work plan to assess potential sources and extent of PCB contamination onshore at the Waiau Power Plant. The extent of the onshore contamination, the appropriate remedial measures to address it, and any associated costs have not yet been determined.

Global climate change and greenhouse gas emissions reduction. National and international concern about climate change and the contribution of greenhouse gas (GHG) emissions (including carbon dioxide emissions from the combustion of fossil fuels) to climate change have led to action by the State and to federal legislative and regulatory proposals to reduce GHG emissions.

In July 2007, Act 234, which requires a statewide reduction of GHG emissions by January 1, 2020 to levels at or below the statewide GHG emission levels in 1990, became law in Hawaii. On June 20, 2014, the Governor signed the final regulations required to implement Act 234 and the regulations went into effect on June 30, 2014. In general, the regulations will require affected sources that have the potential to emit GHGs in excess of established thresholds to reduce GHG emissions by 16% below 2010 emission levels by 2020. The regulations will also assess affected sources an annual fee based on tons per year of GHG emissions commencing on the effective date of the regulations, estimated to be approximately $0.5 million annually for the Utilities. The DOH GHG regulations also track the federal "Prevention of Significant Deterioration and Title V Greenhouse Gas Tailoring Rule" (GHG Tailoring Rule, see below) and would create new thresholds for GHG emissions from new and existing stationary source facilities.

Several approaches (e.g., "cap and trade") to GHG emission reduction have been either introduced or discussed in the U.S. Congress; however, no federal legislation has yet been enacted.

On September 22, 2009, the EPA issued its Final Mandatory Reporting of Greenhouse Gases Rule, which requires that sources emitting GHGs above certain threshold levels monitor and report GHG emissions. The Utilities have submitted the required reports for 2010 through 2013 to the EPA. In December 2009, the EPA made the finding that motor vehicle GHG emissions endanger public health or welfare. Since then, the EPA has also issued rules that begin to address GHG emissions from stationary sources, like the Utilities' EGUs.

In June 2010, the EPA issued its GHG Tailoring Rule covering the permitting of new or modified stationary sources that have the potential to emit GHGs in greater quantities than the thresholds set forth in the rule, under the Prevention of Significant Deterioration program. On June 23, 2014, the U.S. Supreme Court issued a decision that invalidated the GHG Tailoring Rule, to the extent it regulated sources based solely on their GHG emissions. It also invalidated the GHG emissions threshold for regulation.

On December 19, 2014, the EPA released two memoranda outlining the Agency's plan for addressing the U.S. Supreme Court's decision. Hawaiian Electric, Hawaii Electric Light and Maui Electric are evaluating the potential impacts of the Agency's plan on utility operations and permitting. On January 8, 2014, the EPA published in the Federal Register its new proposal for New Source Performance Standards for GHG from new generating units. The proposed rule on GHG from new EGUs does not apply to oil- fired combustion turbines or diesel engine generators, and is not otherwise expected to have significant impacts on the Utilities.

On June 18, 2014, the EPA published in the Federal Register its proposed rule for GHG emissions from existing power plants. The rule sets interim and final state-wide, state-specific emission performance goals, expressed as lb $CO_2$/MWh, that would apply to the state's affected sources. The interim goal would apply as an average over the period 2020 through 2029, with the final goal to be met by 2030. On the same date, the EPA also published a separate rule for modified and reconstructed power plants. The EPA's plan is to issue the final rules by mid-summer 2015. Hawaiian Electric is still evaluating the proposed rules for GHG emissions from existing, modified, and reconstructed sources, and how they might relate to the recently issued State GHG rules. Hawaiian Electric will participate in the federal GHG rulemaking process, and in the implementation of the State GHG rules, to try to reconcile federal GHG regulation, state GHG regulation, and any action the EPA may take as a result of the recent U.S. Supreme Court opinion, to facilitate clear and cost-effective compliance. The Utilities will continue to evaluate the impact of proposed GHG rules and regulations as they develop. Final regulations may impose significant compliance costs, and may require reductions in fossil fuel use and the addition of renewable energy resources in excess of the requirements of the RPS law.

The Utilities have taken, and continue to identify opportunities to take, direct action to reduce GHG emissions from their operations, including, but not limited to, supporting DSM programs that foster energy efficiency, using renewable resources for energy production and purchasing power from IPPs generated by renewable resources, burning renewable biodiesel in Hawaiian Electric's Campbell Industrial Park combustion turbine No. 1 (CIP CT-1), using biodiesel for startup and shutdown of selected Maui Electric generating units, and testing biofuel blends in other Hawaiian Electric and Maui Electric generating units. The Utilities are also working with the State of Hawaii and other entities to pursue the use of liquefied natural gas as a cleaner and lower cost fuel to replace, at least in part, the petroleum oil that would otherwise be used. Management is unable to evaluate the ultimate impact on the Utilities' operations of eventual comprehensive GHG regulation. However, management believes that the various initiatives it is undertaking will provide a sound basis for managing the Utilities' carbon footprint and meeting GHG reduction goals that will ultimately emerge.

While the timing, extent and ultimate effects of climate change cannot be determined with any certainty, climate change is predicted to result in sea level rise, which could potentially impact coastal and other low-lying areas (where much of the Utilities' electric infrastructure is sited), and could cause erosion of beaches, saltwater intrusion into aquifers and surface ecosystems, higher water tables and increased flooding and storm damage due to heavy rainfall. The effects of climate change on the weather (for example, floods or hurricanes), sea levels, and water availability and quality have the potential to materially adversely affect the results of operations, financial condition and liquidity of the Utilities. For example, severe weather could cause significant harm to the Utilities' physical facilities.

Asset retirement obligations. Asset retirement obligations (AROs) represent legal obligations associated with the retirement of certain tangible long-lived assets, are measured as the present value of the projected costs for the future retirement of specific assets and are recognized in the period in which the liability is incurred if a reasonable estimate of fair value can be made. The Utilities' recognition of AROs have no impact on their earnings. The cost of the AROs is recovered over the life of the asset through depreciation. AROs recognized by the Utilities relate to obligations to retire plant and equipment, including removal of asbestos and other hazardous materials.

Hawaiian Electric has recorded estimated AROs related to removing retired generating units at its Honolulu and Waiau power plants. These removal projects are ongoing, with significant activity and expenditures occurring in 2014 in partial settlement of these liabilities. Both removal projects are expected to continue through 2015.

Changes to the ARO liability included in “Other liabilities” on Hawaiian Electric’s balance sheet were as follows:

| | Three months ended March 31 | |
|---|---|---|
| (in thousands) | 2015 | 2014 |
| Balance, beginning of period | $29,419 | $43,106 |
| Accretion expense | 6 | 370 |
| Liabilities incurred | — | — |
| Liabilities settled | (1,614) | (2,240) |
| Revisions in estimated cash flows | — | — |
| Balance, end of period | $27,811 | $41,236 |

Decoupling. In 2010, the PUC issued an order approving decoupling, which was implemented by Hawaiian Electric on March 1, 2011, by Hawaii Electric Light on April 9, 2012 and by Maui Electric on May 4, 2012. Decoupling is a regulatory model that is intended to facilitate meeting the State of Hawaii’s goals to transition to a clean energy economy and achieve an aggressive renewable portfolio standard. The decoupling model implemented in Hawaii delinks revenues from sales and includes annual rate adjustments for certain other operation and maintenance (O&M) expenses and rate base changes. The decoupling mechanism has three components: (1) a sales decoupling component via a revenue balancing account (RBA), (2) a revenue escalation component via a RAM and (3) an earnings sharing mechanism, which would provide for a reduction of revenues between rate cases in the event the utility exceeds the return on average common equity (ROACE) allowed in its most recent rate case. Decoupling provides for more timely cost recovery and earning on investments. The implementation of decoupling has resulted in an improvement in the Utilities’ under-earning situation that has existed over the last several years.

On May 31, 2013, as provided for in its original order issued in 2010 approving decoupling and citing three years of implementation experience for Hawaiian Electric, the PUC opened an investigative docket to review whether the decoupling mechanisms are functioning as intended, are fair to the Utilities and their ratepayers, and are in the public interest. The PUC affirmed its support for the continuation of the sales decoupling (RBA) mechanism and stated its interest in evaluating the RAM to ensure it provides the appropriate balance of risks, costs, incentives and performance requirements, as well as administrative efficiency, and whether the current interest rate applied to the outstanding RBA balance is reasonable. In October 2013, the PUC issued orders that bifurcated the proceeding (into Schedule A and Schedule B issues). On February 7, 2014, the PUC issued a decision and order (D&O) on the Schedule A issues, which made certain modifications to the decoupling mechanism. Specifically, the D&O required:

- An adjustment to the Rate Base RAM Adjustment to include 90% of the amount of the current RAM Period Rate Base RAM Adjustment that exceeds the Rate Base RAM Adjustment from the prior year, to be effective with the Utilities’ 2014 decoupling filing.
- Effective March 1, 2014, the interest rate to be applied on the outstanding RBA balances to be the short term debt rate used in each Utilities last rate case (ranging from 1.25% to 3.25%), instead of the 6% that had been previously approved.

As required, the Utilities have made available to the public, on the Utilities’ websites, performance metrics identified by the PUC.

On March 31, 2015, the PUC issued an Order related to the Schedule B portion of the proceeding to make certain further modifications to the decoupling mechanism, and to establish a briefing schedule with respect to certain issues in the proceeding. The order modifies the RAM portion of the decoupling mechanism to be capped at the lesser of the RAM Revenue Adjustment as currently determined (adjusted to eliminate the 90% limitation on the current RAM Period Rate Base RAM adjustment that was ordered in the Schedule A portion of the proceeding) and a RAM Revenue Adjustment calculated based on the cumulative annual compounded increase in Gross Domestic Product Price Index (GDPPI) applied to the 2014 annualized target revenues (adjusted for certain items specified in the Order). The 2014 annualized target revenues represent the target revenues from the last rate case, and RAM revenues, offset by earnings sharing credits, if any, allowed under the decoupling mechanism through the 2014 decoupling filing. The Utilities may apply to the PUC for approval of recovery of revenues for Major Projects (including related baseline projects grouped together for consideration as Major Projects) through the RAM above the RAM cap or outside of the RAM through the Renewable Energy Infrastructure Program (REIP) surcharge or other adjustment mechanism. The

Utilities and the Consumer Advocate are directed to develop standards and guidelines for eligibility of projects and determination of the amount of eligible cost recovery above the RAM cap for PUC approval. The RAM is amended on an interim basis pending the outcome of the PUC's review of the Utilities' Power Supply Improvement Plans. The triennial rate case cycle required under the decoupling mechanism continues to serve as the maximum period between the filing of general rate cases, and the amendments to the RAM do not limit or dilute the ordinary opportunities for the Utilities to seek rate relief according to conventional/traditional ratemaking procedures.

In making the modifications to the RAM Adjustment, the PUC stated the changes are designed to provide the PUC with control of and prior regulatory review over substantial additions to baseline projects between rate cases. It does not deprive the Utilities of the opportunity to recover any prudently incurred expenditure or limit orderly recovery for necessary expanded capital programs.

The RBA, which is the sales decoupling component, is retained, and the PUC made no change in the authorized return on common equity. Performance based ratemaking is not adopted at this time.

On April 15, 2015, the Utilities submitted revised annual decoupling filings for tariffed rates to be effective from June 1, 2015 through May 31, 2016 (unless the filings are modified or suspended by the PUC), and reflected revisions to the RAM based on the Order. The revised 2015 annual incremental RAM revenues for the three Utilities based on the Order amounted to $26.2 million, compared to the 2015 annual incremental revenues of $31.6 million filed on March 31, 2015 based on the methodology prior to the modification of the Order. The revised tariffs also include the collection or refund of the accrued revenue balancing account (RBA) balance and associated revenue taxes as of December 31, 2014 and any accrued earning sharing mechanism credits. The net annual incremental amount to be collected under the tariffs is $14.7 million for the three Utilities.

| (in millions) | Hawaiian Electric | Hawaii Electric Light | Maui Electric |
|---|---|---|---|
| Annual incremental RAM adjusted revenues | $20.3 | $2.4 | $3.4 |
| Annual change in accrued earnings sharing credits to be refunded | $— | $— | $(0.1) |
| Annual change in accrued RBA balance as of December 31, 2014 (and associated revenue taxes) to be collected | $(9.2) | $0.1 | $(2.2) |
| Net annual incremental amount to be collected under the tariffs | $11.1 | $2.5 | $1.1 |
| Impact on typical residential customer monthly bill (in dollars) * | $0.56 | $1.10 | $0.60 |

* Based on 600 KWH bill for Hawaiian Electric and Maui Electric and 500 KWH bill for Hawaii Electric Light.

The Consumer Advocate has submitted information requests to the Utilities and filed initial questions on the calculations of the RAM revenues based on the March 31, 2015 Order, and the Utilities have responded to an information request from the PUC regarding the tariff filings. The Consumer Advocate has until May 15, 2015 to submit its Statement of Position. The PUC is expected to issue a decision on the tariff filings prior to the June 1, 2015 effective date.

The March 31, 2015 Order directs the Parties to the proceeding to submit initial briefs within 60 days that address the following issues: (1) whether, and if so, how the conventional performance incentive mechanisms proposed in this proceeding should be refined and implemented in this docket; (2) what are the appropriate steps, processes and timing for determining measures to improve the efficiency and effectiveness of the general rate case filing and review process; and (3) what are the appropriate steps, processes, and timing to further consider the merits of the proposed changes to the energy cost adjustment clause (ECAC) identified in this proceeding. In identifying the issue on possible changes to the ECAC, the PUC stated that changes to the ECAC should be made with great care to avoid unintended consequences. Reply briefs are due within 75 days.

Management cannot predict the further outcome of this proceeding or the ultimate impact of the proceeding on the results of operation of the Utilities.

Potential impact of lava flows. In June 2014, lava from the Kilauea Volcano on the island of Hawaii began flowing toward the town of Pahoa. Hawaii Electric Light monitored utility property and equipment near the affected areas and protected that property and equipment to the extent possible (e.g., building barriers around poles). In March 2015 Hawaii Electric Light filed an application with the PUC requesting approval to defer costs incurred by the Company to monitor, prepare for, respond to, and take other actions necessary in connection with the June 2014 Kilauea lava flow such that the Company can request PUC approval to recover those costs in a future rate case.

April 2014 regulatory orders. In April 2014, the PUC issued four orders that collectively address certain key policy, resource planning and operational issues for the Utilities. The four orders are as follows:

Integrated Resource Planning. The PUC did not accept the Utilities’ Integrated Resource Plan and Action Plans submission, and, in lieu of an approved plan, has commenced other initiatives to enable resource planning. The PUC also terminated the Utilities' integrated resource planning (IRP) cycle, including the filing of a mid-cycle evaluation report, and formally concluded the IRP advisory group. The PUC directed each of Hawaiian Electric and Maui Electric to file within 120 days its respective Power Supply Improvement Plans (PSIPs), and the PSIPs were filed in August 2014. The PUC also provided its inclinations on the future of Hawaii's electric utilities in an exhibit to the order. The exhibit provides the PUC's perspectives on the vision, business strategies and regulatory policy changes required to align the Utilities' business model with customers' interests and the state's public policy goals.

Reliability Standards Working Group. The PUC ordered the Utilities (and in some cases the Kauai Island Utility Cooperative (KIUC)) to take timely actions intended to lower energy costs, improve system reliability and address emerging challenges to integrate additional renewable energy. In addition to the PSIPs mentioned above, the PUC ordered certain filing requirements which include the following:

- Distributed Generation Interconnection Plan to be filed within 120 days. The Utilities' Plan was filed in August 2014.
- Plan to implement an on-going distribution circuit monitoring program to measure real-time voltage and other power quality parameters to be filed within 60 days. The plan shall achieve full implementation of the distribution circuit monitoring program within 180 days. The Utilities' Plan was filed in June 2014.
- Action Plan for improving efficiencies in the interconnection requirements studies to be filed within 30 days. The Utilities' Plan was filed in May 2014.
- The Utilities are to file monthly reports providing details about interconnection requirements studies.
- Proposal to implement an integrated interconnection queue for each distribution circuit for each island grid to be filed within 120 days. The Utilities' integrated interconnection queue plan was filed in August 2014 and the integrated interconnection queues were implemented in January 2015.

The PUC also stated it would be opening new dockets to address (1) reliability standards, (2) the technical, economic and policy issues associated with distributed energy resources and (3) the Hawaii electricity reliability administrator, which is a third party position which the legislature has authorized the PUC to create by contract to provide support for the PUC in developing and periodically updating local grid reliability standards and procedures and interconnection requirements and overseeing grid access and operation.

Policy Statement and Order Regarding Demand Response Programs. The PUC provided guidance concerning the objectives and goals for demand response programs, and ordered the Utilities to develop within 90 days an integrated Demand Response Portfolio Plan that will enhance system operations and reduce costs to customers. The Utilities' Plan was filed in July 2014. In August 2014, the PUC invited public comment on the Utilities' Plan. The Utilities submitted a status update in October 2014, and a second status update was filed with the PUC in March 2015.

Maui Electric Company 2012 Test Year Rate Case. The PUC acknowledged the extensive analyses provided by Maui Electric in its System Improvement and Curtailment Reduction Plan (SICRP) filed in September 2013. The PUC stated that it is encouraged by the changes in Maui Electric's operations that have led to a significant reduction in the curtailment of renewables, but stated that Maui Electric has not set forth a clearly defined path that addresses integration and curtailment of additional renewables. The PUC directed Maui Electric to present a PSIP within 120 days to address present and future system operations so as to not only reduce curtailment, but to optimize the operation of its system for its customers' benefit. The Maui Electric PSIP was filed in August 2014, and will be reviewed by the PUC in a new docket along with the Hawaiian Electric and Hawaii Electric Light PSIPs. Maui Electric filed its first annual SICRP status update in September 2014.

Review of PSIPs. Collectively, the PUC's April 2014 resource planning orders confirm the energy policy and operational priorities that will guide the Utilities' strategies and plans going forward.

PSIPs for Hawaiian Electric, Maui Electric and Hawaii Electric Light (updating its Power Supply Plan filed in April 2014) were filed in August 2014. The PSIPs each include a tactical plan to transform how electric utility services will be offered to meet customer needs and produce higher levels of renewable energy. Each plan contains a diversified mix of technologies, including significant distributed and utility scale renewable resources, that is expected to result, on a consolidated basis, in over 65% of the Utilities' energy being produced from renewable resources by 2030. Under these plans, the Utilities will support sustainable growth of rooftop solar, expand use of energy storage systems, empower customers by developing smart grids, offer new products and services to customers (e.g., community solar, microgrids and voluntary "demand response" programs), switch from high-priced oil to lower cost liquefied natural gas, retire higher-cost, less efficient existing oil-based steam generators, and lower full service residential customer bills in real dollars.

The PSIPs will be reviewed by the PUC in a new docket, and a number of parties have moved to intervene in the proceeding. In September 2014, the PUC invited the public to comment on the PSIPs. In October 2014, the Utilities filed responses to information requests on the PSIPs from the PUC.

Transitional Distributed Generation Tariff. Consistent with their Distributed Generation Interconnection Plan, on January 20, 2015, the Utilities filed a motion which requested the PUC in pertinent part to:

(1) Reinstitute a program capacity threshold for the Utilities' existing Net Energy Metering (NEM) program;

22

(2) Approve the Utilities' proposal to address both existing NEM program participants and those customers presently awaiting interconnection approval under the existing NEM program;
(3) Approve a new Transitional Distributed Generation (TDG) tariff to be available to customers seeking interconnection after the NEM program capacity is reached, which tariff more fairly allocates fixed grid costs to DG customers and credits customers for the value of the excess energy produced by their systems; and
(4) Approve a new standard form TDG contract to allow for the advanced technical capabilities required to integrate higher levels of distributed generation.

Once the requests in the motion are approved, it is contemplated that the Utilities will be able to increase existing circuit penetration limits based upon daytime minimum load, and identify strategic and cost effective investments to circuits and the system to support increased levels of DG. Such investments would be made for the benefit of all customers rather than charging costs only to those installing DG systems on the circuit.

The Utilities had requested approval of their motion within 60 days of filing or by March 20, 2015. However, pursuant to the PUC order described in the following section, the PUC declined to rule on this request.

Distributed Energy Resources (DER) Investigative Proceeding. Consistent with the PUC's plan to review the technical, economic and policy issues associated with distributed energy resources as noted in the Reliability Standards Working Group order, in March 2015, the PUC issued an order to address DER issues. The PUC order:

(1) Allowed intervention to ten parties in the proceeding,
(2) Consolidated portions of two other proceedings related to rules on interconnection of distributed generating facilities with the Utilities system,
(3) Declined to rule on distributed generation interconnection plan filed in August 2014 as a result of the Reliability Standards Working Group order,
(4) Declined to rule on Utilities' TDG motion, filed on January 20, 2015, and instead, directed the parties to collaborate on a "Transition Plan" from existing DER programs, including NEM, to a longer-term DER market structure;
(5) Ordered the parties to collaborate on issues through a series of bi-weekly technical sessions;
(6) Issued a Statement of Issues and a Procedural Schedule for the docket that directs the parties to file stipulations on areas of agreement, or separate statements of positions on issues where agreement cannot be reached, by June 29, 2015; and
(7) Ordered the Utilities to submit weekly reports documenting progress on clearing interconnection applications, and monthly reports on the status of key technical developments to enable DER market growth.

In addition, the PUC provided further clarifications and guidance from their Staff's perspective on important issues relating to the growth of DER in the State.

Management cannot predict the outcome of the proceedings to review the Plans submitted in response to the PUC's April 2014 resource planning orders, or the ultimate impact of the proceedings on the results of operations of the Utilities.

Consolidating financial information. Hawaiian Electric is not required to provide separate financial statements or other disclosures concerning Hawaii Electric Light and Maui Electric to holders of the 2004 Debentures issued by Hawaii Electric Light and Maui Electric to Trust III since all of their voting capital stock is owned, and their obligations with respect to these securities have been fully and unconditionally guaranteed, on a subordinated basis, by Hawaiian Electric. Consolidating information is provided below for Hawaiian Electric and each of its subsidiaries for the periods ended and as of the dates indicated.

Hawaiian Electric also unconditionally guarantees Hawaii Electric Light's and Maui Electric's obligations (a) to the State of Hawaii for the repayment of principal and interest on Special Purpose Revenue Bonds issued for the benefit of Hawaii Electric Light and Maui Electric, (b) under their respective private placement note agreements and the Hawaii Electric Light notes and Maui Electric notes issued thereunder and (c) relating to the trust preferred securities of Trust III. Hawaiian Electric is also obligated, after the satisfaction of its obligations on its own preferred stock, to make dividend, redemption and liquidation payments on Hawaii Electric Light's and Maui Electric's preferred stock if the respective subsidiary is unable to make such payments.

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidating Statement of Income
Three months ended March 31, 2015

| (in thousands) | Hawaiian Electric | Hawaii Electric Light | Maui Electric | Other subsidiaries | Consolidating adjustments | Hawaiian Electric Consolidated |
|---|---|---|---|---|---|---|
| Revenues | $399,741 | 88,055 | 85,674 | — | (28) | $ 573,442 |
| Expenses | | | | | | |
| Fuel oil | 118,403 | 23,385 | 35,018 | — | — | 176,806 |
| Purchased power | 103,250 | 21,893 | 10,864 | — | — | 136,007 |
| Other operation and maintenance | 70,084 | 16,399 | 17,519 | — | — | 104,002 |
| Depreciation | 29,389 | 9,313 | 5,541 | — | — | 44,243 |
| Taxes, other than income taxes | 38,201 | 8,384 | 8,163 | — | — | 54,748 |
| Total expenses | 359,327 | 79,374 | 77,105 | — | — | 515,806 |
| Operating income | 40,414 | 8,681 | 8,569 | — | (28) | 57,636 |
| Allowance for equity funds used during construction | 1,123 | 145 | 145 | — | — | 1,413 |
| Equity in earnings of subsidiaries | 7,692 | — | — | — | (7,692) | — |
| Interest expense and other charges, net | (11,238) | (2,680) | (2,435) | — | 28 | (16,325) |
| Allowance for borrowed funds used during construction | 388 | 53 | 58 | — | — | 499 |
| Income before income taxes | 38,379 | 6,199 | 6,337 | — | (7,692) | 43,223 |
| Income taxes | 11,235 | 2,277 | 2,338 | — | — | 15,850 |
| Net income | 27,144 | 3,922 | 3,999 | — | (7,692) | 27,373 |
| Preferred stock dividends of subsidiaries | — | 134 | 95 | — | — | 229 |
| Net income attributable to Hawaiian Electric | 27,144 | 3,788 | 3,904 | — | (7,692) | 27,144 |
| Preferred stock dividends of Hawaiian Electric | 270 | — | — | — | — | 270 |
| Net income for common stock | $26,874 | 3,788 | 3,904 | — | (7,692) | $ 26,874 |

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidating Statement of Comprehensive Income
Three months ended March 31, 2015

| (in thousands) | Hawaiian Electric | Hawaii Electric Light | Maui Electric | Other subsidiaries | Consolidating adjustments | Hawaiian Electric Consolidated |
|---|---|---|---|---|---|---|
| Net income for common stock | $26,874 | 3,788 | 3,904 | — | (7,692) | $ 26,874 |
| Other comprehensive income, net of taxes: | | | | | | |
| Retirement benefit plans: | | | | | | |
| Less: amortization of prior service credit and net losses recognized during the period in net periodic benefit cost, net of tax benefits | 4,933 | 651 | 600 | — | (1,251) | 4,933 |
| Less: reclassification adjustment for impact of D&Os of the PUC included in regulatory assets, net of taxes | (4,911) | (651) | (600) | — | 1,251 | (4,911) |
| Other comprehensive income, net of taxes | 22 | — | — | — | — | 22 |
| | $26,896 | 3,788 | 3,904 | — | (7,692) | $ 26,896 |

Comprehensive income attributable to common shareholder

24

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidating Statement of Income
Three months ended March 31, 2014

| (in thousands) | Hawaiian Electric | Hawaii Electric Light | Maui Electric | Other subsidiaries | Consolidating adjustments | Hawaiian Electric Consolidated |
|---|---|---|---|---|---|---|
| Revenues | $512,455 | 104,931 | 102,693 | — | (17) | $ 720,062 |
| Expenses | | | | | | |
| Fuel oil | 203,547 | 31,500 | 51,253 | — | — | 286,300 |
| Purchased power | 123,969 | 29,491 | 11,456 | — | — | 164,916 |
| Other operation and maintenance | 58,515 | 14,047 | 16,044 | — | — | 88,606 |
| Depreciation | 27,301 | 8,975 | 5,327 | — | — | 41,603 |
| Taxes, other than income taxes | 48,184 | 9,763 | 10,024 | — | — | 67,971 |
| Total expenses | 461,516 | 93,776 | 94,104 | — | — | 649,396 |
| Operating income | 50,939 | 11,155 | 8,589 | — | (17) | 70,666 |
| Allowance for equity funds used during construction | 1,472 | 65 | 72 | — | — | 1,609 |
| Equity in earnings of subsidiaries | 8,917 | — | — | — | (8,917) | — |
| Interest expense and other charges, net | (10,487) | (2,748) | (2,505) | — | 17 | (15,723) |
| Allowance for borrowed funds used during construction | 559 | 25 | 30 | — | — | 614 |
| Income before income taxes | 51,400 | 8,497 | 6,186 | — | (8,917) | 57,166 |
| Income taxes | 15,710 | 3,202 | 2,335 | — | — | 21,247 |
| Net income | 35,690 | 5,295 | 3,851 | — | (8,917) | 35,919 |
| Preferred stock dividends of subsidiaries | — | 134 | 95 | — | — | 229 |
| Net income attributable to Hawaiian Electric | 35,690 | 5,161 | 3,756 | — | (8,917) | 35,690 |
| Preferred stock dividends of Hawaiian Electric | 270 | — | — | — | — | 270 |
| Net income for common stock | $35,420 | 5,161 | 3,756 | — | (8,917) | $ 35,420 |

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidating Statement of Comprehensive Income
Three months ended March 31, 2014

| (in thousands) | Hawaiian Electric | Hawaii Electric Light | Maui Electric | Other subsidiaries | Consolidating adjustments | Hawaiian Electric Consolidated |
|---|---|---|---|---|---|---|
| Net income for common stock | $35,420 | 5,161 | 3,756 | — | (8,917) | $ 35,420 |
| Other comprehensive income, net of taxes: | | | | | | |
| Retirement benefit plans: | | | | | | |
| Less: amortization of transition obligation, prior service credit and net losses recognized during the period in net periodic benefit cost, net of tax benefits | 2,519 | 344 | 253 | — | (597) | 2,519 |
| Less: reclassification adjustment for impact of D&Os of the PUC included in regulatory assets, net of taxes | (2,510) | (344) | (253) | — | 597 | (2,510) |
| Other comprehensive income, net of taxes | 9 | — | — | — | — | 9 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Comprehensive income attributable to common shareholder | $35,429 | 5,161 | 3,756 | — | (8,917) | $ 35,429 |

25

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidating Balance Sheet
March 31, 2015

| (in thousands) | Hawaiian Electric | Hawaii Electric Light | Maui Electric | Other subsidiaries | Consoli-dating adjustments | Hawaiian Electric Consolidated |
|---|---|---|---|---|---|---|
| Assets | | | | | | |
| Property, plant and equipment | | | | | | |
| Utility property, plant and equipment | | | | | | |
| Land | $43,542 | 5,464 | 3,016 | — | — | $52,022 |
| Plant and equipment | 3,826,826 | 1,182,567 | 1,057,130 | — | — | 6,066,523 |
| Less accumulated depreciation | (1,256,950) | (478,692) | (453,448) | — | — | (2,189,090) |
| Construction in progress | 135,984 | 14,947 | 13,920 | — | — | 164,851 |
| Utility property, plant and equipment, net | 2,749,402 | 724,286 | 620,618 | — | — | 4,094,306 |
| Nonutility property, plant and equipment, less accumulated depreciation | 4,949 | 82 | 1,531 | — | — | 6,562 |
| Total property, plant and equipment, net | 2,754,351 | 724,368 | 622,149 | — | — | 4,100,868 |
| Investment in wholly owned subsidiaries, at equity | 540,032 | — | — | — | (540,032) | — |
| Current assets | | | | | | |
| Cash and cash equivalents | 5,484 | 1,654 | 881 | 101 | — | 8,120 |
| Advances to affiliates | 12,600 | — | — | — | (12,600) | — |
| Customer accounts receivable, net | 86,157 | 21,485 | 17,353 | — | — | 124,995 |
| Accrued unbilled revenues, net | 81,346 | 14,500 | 13,648 | — | — | 109,494 |
| Other accounts receivable, net | 13,582 | 1,571 | 3,285 | — | (9,770) | 8,668 |
| Fuel oil stock, at average cost | 65,861 | 7,983 | 11,471 | — | — | 85,315 |
| Materials and supplies, at average cost | 34,269 | 6,589 | 17,749 | — | — | 58,607 |
| Prepayments and other | 31,970 | 230 | 12,534 | — | (1,379) | 43,355 |
| Regulatory assets | 85,353 | 9,359 | 8,033 | — | — | 102,745 |
| Total current assets | 416,622 | 63,371 | 84,954 | 101 | (23,749) | 541,299 |
| Other long-term assets | | | | | | |
| Regulatory assets | 598,535 | 104,663 | 99,749 | — | (103) | 802,844 |
| Unamortized debt expense | 5,621 | 1,396 | 1,199 | — | — | 8,216 |
| Other | 53,370 | 15,689 | 13,214 | — | — | 82,273 |
| Total other long-term assets | 657,526 | 121,748 | 114,162 | — | (103) | 893,333 |
| Total assets | $4,368,531 | 909,487 | 821,265 | 101 | (563,884) | $5,535,500 |
| Capitalization and liabilities | | | | | | |
| Capitalization | | | | | | |
| Common stock equity | $1,686,434 | 283,129 | 256,802 | 101 | (540,032) | $1,686,434 |
| Cumulative preferred stock—not subject to mandatory redemption | 22,293 | 7,000 | 5,000 | — | — | 34,293 |
| Long-term debt, net | 830,546 | 190,000 | 186,000 | — | — | 1,206,546 |
| Total capitalization | 2,539,273 | 480,129 | 447,802 | 101 | (540,032) | 2,927,273 |
| Current liabilities | | | | | | |
| Current portion of long-term debt | — | — | — | — | — | — |
| Short-term borrowings from non-affiliates | 30,000 | — | — | — | — | 30,000 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Short-term borrowings from affiliate | — | 10,000 | 2,600 | — | (12,600 ) | — |
| Accounts payable | 106,975 | 14,988 | 16,546 | — | — | 138,509 |
| Interest and preferred dividends payable | 16,678 | 3,560 | 4,029 | — | (10 ) | 24,257 |
| Taxes accrued | 126,742 | 30,060 | 27,449 | — | (1,379 ) | 182,872 |
| Regulatory liabilities | 681 | — | 493 | — | — | 1,174 |
| Other | 49,389 | 10,126 | 16,234 | — | (9,760 ) | 65,989 |
| Total current liabilities | 330,465 | 68,734 | 67,351 | — | (23,749 ) | 442,801 |
| Deferred credits and other liabilities | | | | | | |
| Deferred income taxes | 423,151 | 89,923 | 83,910 | — | — | 596,984 |
| Regulatory liabilities | 240,749 | 79,504 | 30,388 | — | (103 ) | 350,538 |
| Unamortized tax credits | 52,093 | 15,096 | 14,848 | — | — | 82,037 |
| Defined benefit pension and other postretirement benefit plans liability | 443,249 | 68,989 | 74,927 | | — | 587,165 |
| Other | 48,044 | 12,664 | 13,609 | — | — | 74,317 |
| Total deferred credits and other liabilities | 1,207,286 | 266,176 | 217,682 | — | (103 ) | 1,691,041 |
| Contributions in aid of construction | 291,507 | 94,448 | 88,430 | — | — | 474,385 |
| Total capitalization and liabilities | $4,368,531 | 909,487 | 821,265 | 101 | (563,884 ) | $ 5,535,500 |

26

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidating Balance Sheet
December 31, 2014

| (in thousands) | Hawaiian Electric | Hawaii Electric Light | Maui Electric | Other subsidiaries | Consoli-dating adjustments | Hawaiian Electric Consolidated |
|---|---|---|---|---|---|---|
| Assets | | | | | | |
| Property, plant and equipment | | | | | | |
| Utility property, plant and equipment | | | | | | |
| Land | $43,819 | 5,464 | 3,016 | — | — | $ 52,299 |
| Plant and equipment | 3,782,438 | 1,179,032 | 1,048,012 | — | — | 6,009,482 |
| Less accumulated depreciation | (1,253,866 ) | (473,933 ) | (447,711 ) | — | — | (2,175,510 ) |
| Construction in progress | 134,376 | 12,421 | 11,819 | — | — | 158,616 |
| Utility property, plant and equipment, net | 2,706,767 | 722,984 | 615,136 | — | — | 4,044,887 |
| Nonutility property, plant and equipment, less accumulated depreciation | 4,950 | 82 | 1,531 | — | — | 6,563 |
| Total property, plant and equipment, net | 2,711,717 | 723,066 | 616,667 | — | — | 4,051,450 |
| Investment in wholly owned subsidiaries, at equity | 538,639 | — | — | — | (538,639 ) | — |
| Current assets | | | | | | |
| Cash and cash equivalents | 12,416 | 612 | 633 | 101 | — | 13,762 |
| Advances to affiliates | 16,100 | — | — | — | (16,100 ) | — |
| Customer accounts receivable, net | 111,462 | 24,222 | 22,800 | — | — | 158,484 |
| Accrued unbilled revenues, net | 103,072 | 15,926 | 18,376 | — | — | 137,374 |
| Other accounts receivable, net | 9,980 | 981 | 2,246 | — | (8,924 ) | 4,283 |
| Fuel oil stock, at average cost | 74,515 | 13,800 | 17,731 | — | — | 106,046 |
| Materials and supplies, at average cost | 33,154 | 6,664 | 17,432 | — | — | 57,250 |
| Prepayments and other | 44,680 | 8,611 | 13,567 | — | (475 ) | 66,383 |
| Regulatory assets | 58,550 | 6,745 | 6,126 | — | — | 71,421 |
| Total current assets | 463,929 | 77,561 | 98,911 | 101 | (25,499 ) | 615,003 |
| Other long-term assets | | | | | | |
| Regulatory assets | 623,784 | 107,454 | 102,788 | — | (183 ) | 833,843 |
| Unamortized debt expense | 5,640 | 1,438 | 1,245 | — | — | 8,323 |
| Other | 53,106 | 15,366 | 13,366 | — | — | 81,838 |
| Total other long-term assets | 682,530 | 124,258 | 117,399 | — | (183 ) | 924,004 |
| Total assets | $4,396,815 | 924,885 | 832,977 | 101 | (564,321 ) | $ 5,590,457 |
| Capitalization and liabilities | | | | | | |
| Capitalization | | | | | | |
| Common stock equity | $1,682,144 | 281,846 | 256,692 | 101 | (538,639 ) | $ 1,682,144 |
| Cumulative preferred stock—not subject to mandatory redemption | 22,293 | 7,000 | 5,000 | — | — | 34,293 |
| Long-term debt, net | 830,546 | 190,000 | 186,000 | — | — | 1,206,546 |
| Total capitalization | 2,534,983 | 478,846 | 447,692 | 101 | (538,639 ) | 2,922,983 |
| Current liabilities | | | | | | |
| Short-term borrowings from affiliate | — | 10,500 | 5,600 | — | (16,100 ) | — |
| Accounts payable | 122,433 | 23,728 | 17,773 | — | — | 163,934 |
| Interest and preferred dividends payable | 15,407 | 3,989 | 2,931 | — | (11 ) | 22,316 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Taxes accrued | 176,339 | 37,548 | 36,807 | — | (292 ) | 250,402 |
| Regulatory liabilities | 191 | — | 441 | — | — | 632 |
| Other | 48,282 | 9,866 | 16,094 | — | (9,096 ) | 65,146 |
| Total current liabilities | 362,652 | 85,631 | 79,646 | — | (25,499 ) | 502,430 |
| Deferred credits and other liabilities | | | | | | |
| Deferred income taxes | 429,515 | 90,119 | 83,238 | — | — | 602,872 |
| Regulatory liabilities | 236,727 | 77,707 | 29,966 | — | (183 ) | 344,217 |
| Unamortized tax credits | 49,865 | 14,902 | 14,725 | — | — | 79,492 |
| Defined benefit pension and other postretirement benefit plans liability | 446,888 | 72,547 | 75,960 | — | — | 595,395 |
| Other | 52,446 | 10,658 | 13,532 | — | — | 76,636 |
| Total deferred credits and other liabilities | 1,215,441 | 265,933 | 217,421 | — | (183 ) | 1,698,612 |
| Contributions in aid of construction | 283,739 | 94,475 | 88,218 | — | — | 466,432 |
| Total capitalization and liabilities | $4,396,815 | 924,885 | 832,977 | 101 | (564,321 ) | $ 5,590,457 |

27

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidating Statement of Changes in Common Stock Equity
Three months ended March 31, 2015

| (in thousands) | Hawaiian Electric | Hawaii Electric Light | Maui Electric | Other subsidiaries | Consolidating adjustments | Hawaiian Electric Consolidated |
|---|---|---|---|---|---|---|
| Balance, December 31, 2014 | $1,682,144 | 281,846 | 256,692 | 101 | (538,639) | $1,682,144 |
| Net income for common stock | 26,874 | 3,788 | 3,904 | — | (7,692) | 26,874 |
| Other comprehensive income, net of taxes | 22 | — | — | — | — | 22 |
| Common stock dividends | (22,601) | (2,505) | (3,794) | — | 6,299 | (22,601) |
| Common stock issuance expenses | (5) | — | — | — | — | (5) |
| Balance, March 31, 2015 | $1,686,434 | 283,129 | 256,802 | 101 | (540,032) | $1,686,434 |

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidating Statement of Changes in Common Stock Equity
Three months ended March 31, 2014

| (in thousands) | Hawaiian Electric | Hawaii Electric Light | Maui Electric | Other subsidiaries | Consolidating adjustments | Hawaiian Electric Consolidated |
|---|---|---|---|---|---|---|
| Balance, December 31, 2013 | $1,593,564 | 274,802 | 248,771 | 101 | (523,674) | $1,593,564 |
| Net income for common stock | 35,420 | 5,161 | 3,756 | — | (8,917) | 35,420 |
| Other comprehensive income, net of taxes | 9 | — | — | — | — | 9 |
| Common stock dividends | (22,707) | (2,941) | (3,629) | — | 6,570 | (22,707) |
| Common stock issuance expenses | (3) | — | (1) | — | 1 | (3) |
| Balance, March 31, 2014 | $1,606,283 | 277,022 | 248,897 | 101 | (526,020) | $1,606,283 |

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidating Statement of Cash Flows
Three months ended March 31, 2015

| (in thousands) | Hawaiian Electric | Hawaii Electric Light | Maui Electric | Other subsidiaries | Consolidating adjustments | Hawaiian Electric Consolidated |
|---|---|---|---|---|---|---|
| | As restated | As restated | As restated | | | As restated |
| Cash flows from operating activities | | | | | | |
| Net income | $27,144 | 3,922 | 3,999 | — | (7,692) | $27,373 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | | | |
| Equity in earnings of subsidiaries | (7,717) | — | — | — | 7,692 | (25) |
| Common stock dividends received from subsidiaries | 6,324 | — | — | — | (6,299) | 25 |
| Depreciation of property, plant and equipment | 29,389 | 9,313 | 5,541 | — | — | 44,243 |
| Other amortization (1) | 590 | 500 | 608 | — | — | 1,698 |
| Increase in deferred income taxes | 12,048 | 719 | 2,365 | — | — | 15,132 |
| Change in tax credits, net | 2,246 | 200 | 130 | — | — | 2,576 |
| Allowance for equity funds used during construction | (1,123) | (145) | (145) | — | — | (1,413) |
| Change in cash overdraft | — | — | — | — | — | — |
| Changes in assets and liabilities: | | | | | | |
| Decrease in accounts receivable | 21,703 | 2,147 | 4,408 | — | 846 | 29,104 |
| Decrease in accrued unbilled revenues | 21,726 | 1,426 | 4,728 | — | — | 27,880 |
| Decrease in fuel oil stock | 8,654 | 5,817 | 6,260 | — | — | 20,731 |
| Decrease (increase) in materials and supplies | (1,115) | 75 | (317) | — | — | (1,357) |
| Increase in regulatory assets | (8,903) | (1,522) | (402) | — | — | (10,827) |
| Increase (decrease) in accounts payable (2) | 16,520 | (2,548) | 1,408 | — | — | 15,380 |
| Change in prepaid and accrued income and utility revenue taxes | (52,273) | (1,807) | (9,616) | — | — | (63,696) |
| Increase in defined benefit pension and other postretirement benefit plans liability | — | — | 110 | — | — | 110 |
| Change in other assets and liabilities (3) | (8,614) | 203 | (517) | — | (846) | (9,774) |
| Net cash provided by operating activities | 66,599 | 18,300 | 18,560 | — | (6,299) | 97,160 |
| Cash flows from investing activities | | | | | | |
| Capital expenditures (4) | (92,242) | (14,902) | (11,730) | — | — | (118,874) |
| Contributions in aid of construction | 8,121 | 758 | 266 | — | — | 9,145 |
| Other (5) | 175 | 26 | 42 | — | — | 243 |
| Advances from affiliates | 3,500 | — | — | — | (3,500) | — |
| Net cash used in investing activities | (80,446) | (14,118) | (11,422) | — | (3,500) | (109,486) |
| Cash flows from financing activities | | | | | | |
| Common stock dividends | (22,601) | (2,505) | (3,794) | — | 6,299 | (22,601) |

| | | | | | | |
|---|---|---|---|---|---|---|
| Preferred stock dividends of Hawaiian Electric and subsidiaries | (270 ) | (134 ) | (95 ) | — | — | (499 ) |
| Net increase (decrease) in short-term borrowings from non-affiliates and affiliate with original maturities of three months or less | 30,000 | (500 ) | (3,000 ) | — | 3,500 | 30,000 |
| Other | (214 ) | (1 ) | (1 ) | — | — | (216 ) |
| Net cash provided by (used in) financing activities | 6,915 | (3,140 ) | (6,890 ) | — | 9,799 | 6,684 |
| Net increase (decrease) in cash and cash equivalents | (6,932 ) | 1,042 | 248 | — | — | (5,642 ) |
| Cash and cash equivalents, beginning of period | 12,416 | 612 | 633 | 101 | — | 13,762 |
| Cash and cash equivalents, end of period | $5,484 | 1,654 | 881 | 101 | — | $8,120 |

(1) Prior to restatement, other amortization for Maui Electric and Hawaiian Electric Consolidated were $(401) and $689, respectively.

(2) Prior to restatement, decrease in accounts payable for Hawaiian Electric, Hawaii Electric Light, Maui Electric and Hawaiian Electric Consolidated, were $(35,128), $(9,892), $(4,116) and $(49,136), respectively.

(3) Prior to restatement, changes in other assets and liabilities for Hawaiian Electric, Hawaii Electric Light, Maui Electric, Consolidating adjustments and Hawaiian Electric Consolidated were $(8,439), $229, $534, $(846) and $(8,522), respectively.

(4) Prior to restatement, capital expenditures for Hawaiian Electric, Hawaii Electric Light, Maui Electric and Hawaiian Electric Consolidated, were $(40,594), $(7,558), $(6,206) and $(54,358), respectively.

(5) Prior to restatement, cash flows from investing activities-other for Hawaiian Electric, Hawaii Electric Light, Maui Electric and Hawaiian Electric Consolidated, were nil.

Hawaiian Electric Company, Inc. and Subsidiaries
Consolidating Statement of Cash Flows
Three months ended March 31, 2014

| (in thousands) | Hawaiian Electric | Hawaii Electric Light | Maui Electric | Other subsidiaries | Consolidating adjustments | Hawaiian Electric Consolidated |
|---|---|---|---|---|---|---|
| | As restated | As restated | As restated | | | As restated |
| Cash flows from operating activities | | | | | | |
| Net income | $35,690 | 5,295 | 3,851 | — | (8,917) | $ 35,919 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | | | |
| Equity in earnings of subsidiaries | (8,942) | — | — | — | 8,917 | (25) |
| Common stock dividends received from subsidiaries | 6,595 | — | — | — | (6,570) | 25 |
| Depreciation of property, plant and equipment | 27,301 | 8,975 | 5,327 | — | — | 41,603 |
| Other amortization | 235 | 501 | 885 | — | — | 1,621 |
| Increase in deferred income taxes | 17,123 | 862 | 2,359 | — | — | 20,344 |
| Change in tax credits, net | 1,741 | 217 | 74 | — | — | 2,032 |
| Allowance for equity funds used during construction | (1,472) | (65) | (72) | — | — | (1,609) |
| Change in cash overdraft | — | — | (1,038) | — | — | (1,038) |
| Changes in assets and liabilities: | | | | | | |
| Decrease in accounts receivable | 4,131 | 2,029 | 2,194 | — | 450 | 8,804 |
| Decrease (increase) in accrued unbilled revenues | 11,031 | (230) | 1,459 | — | — | 12,260 |
| Decrease (increase) in fuel oil stock | (35,060) | 1,166 | (366) | — | — | (34,260) |
| Increase in materials and supplies | (330) | (387) | (328) | — | — | (1,045) |
| Increase in regulatory assets | (8,188) | (881) | (189) | — | — | (9,258) |
| Increase (decrease) in accounts payable (1) | 17,395 | (4,679) | (4,127) | — | — | 8,589 |
| Change in prepaid and accrued income and utility revenue taxes | (39,581) | (2,791) | (5,154) | — | — | (47,526) |
| Decrease in defined benefit pension and other postretirement benefit plans liability | (103) | — | (102) | — | — | (205) |
| Change in other assets and liabilities (2) | (11,181) | 1,012 | (705) | — | (450) | (11,324) |
| Net cash provided by operating activities | 16,385 | 11,024 | 4,068 | — | (6,570) | 24,907 |
| Cash flows from investing activities | | | | | | |
| Capital expenditures (3) | (67,664) | (8,883) | (12,528) | — | — | (89,075) |
| Contributions in aid of construction | 4,541 | 1,121 | 1,296 | — | — | 6,958 |
| Other (4) | 307 | 29 | 7 | — | — | 343 |
| Advances from (to) affiliates | (12,661) | 900 | — | — | 11,761 | — |
| Net cash used in investing activities | (75,477) | (6,833) | (11,225) | — | 11,761 | (81,774) |
| Cash flows from financing activities | | | | | | |
| Common stock dividends | (22,707) | (2,941) | (3,629) | — | 6,570 | (22,707) |
| Preferred stock dividends of Hawaiian Electric and subsidiaries | (270) | (134) | (95) | — | — | (499) |
| | 34,096 | — | 12,661 | — | (11,761) | 34,996 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Net increase in short-term borrowings from non-affiliates and affiliate with original maturities of three months or less | | | | | | |
| Other | (320) | — | (69) | — | — | (389) |
| Net cash provided by (used in) financing activities | 10,799 | (3,075) | 8,868 | — | (5,191) | 11,401 |
| Net increase (decrease) in cash and cash equivalents | (48,293) | 1,116 | 1,711 | — | — | (45,466) |
| Cash and cash equivalents, beginning of period | 61,245 | 1,326 | 153 | 101 | — | 62,825 |
| Cash and cash equivalents, end of period | $12,952 | 2,442 | 1,864 | 101 | — | $ 17,359 |

(1) Prior to restatement, decrease in accounts payable for Hawaiian Electric, Hawaii Electric Light, Maui Electric and Hawaiian Electric Consolidated were $(837), $(6,032), $(9,155) and $(16,024), respectively.
(2) Prior to restatement, changes in other assets and liabilities for Hawaiian Electric, Hawaii Electric Light, Maui Electric, Consolidating adjustments and Hawaiian Electric Consolidated were $(10,874), $1,041 $(698), $(450) and $(10,981), respectively.
(3) Prior to restatement, capital expenditures for Hawaiian Electric, Hawaii Electric Light, Maui Electric and Hawaiian Electric Consolidated were $(49,432), $(7,530), $(7,500) and $(64,462), respectively.
(4) Prior to restatement, cash flows from investing activities-other for Hawaiian Electric, Hawaii Electric Light, Maui Electric and Hawaiian Electric Consolidated, were nil.

5 · Bank segment
Selected financial information
American Savings Bank, F.S.B.
Statements of Income Data

| (in thousands) | Three months ended March 31 2015 | 2014 |
|---|---|---|
| Interest and dividend income | | |
| Interest and fees on loans | $45,198 | $43,682 |
| Interest and dividends on investment securities | 3,051 | 3,035 |
| Total interest and dividend income | 48,249 | 46,717 |
| Interest expense | | |
| Interest on deposit liabilities | 1,260 | 1,225 |
| Interest on other borrowings | 1,466 | 1,405 |
| Total interest expense | 2,726 | 2,630 |
| Net interest income | 45,523 | 44,087 |
| Provision for loan losses | 614 | 995 |
| Net interest income after provision for loan losses | 44,909 | 43,092 |
| Noninterest income | | |
| Fees from other financial services | 5,355 | 5,128 |
| Fee income on deposit liabilities | 5,315 | 4,421 |
| Fee income on other financial products | 1,889 | 2,290 |
| Bank-owned life insurance | 983 | 963 |
| Mortgage banking income | 1,822 | 628 |
| Gains on sale of investment securities | — | 2,847 |
| Other income, net | 735 | 625 |
| Total noninterest income | 16,099 | 16,902 |
| Noninterest expense | | |
| Compensation and employee benefits | 21,766 | 20,286 |
| Occupancy | 4,113 | 3,953 |
| Data processing | 3,116 | 3,060 |
| Services | 2,341 | 2,273 |
| Equipment | 1,701 | 1,645 |
| Office supplies, printing and postage | 1,483 | 1,616 |
| Marketing | 841 | 711 |
| FDIC insurance | 811 | 796 |
| Other expense | 4,205 | 3,122 |
| Total noninterest expense | 40,377 | 37,462 |
| Income before income taxes | 20,631 | 22,532 |
| Income taxes | 7,156 | 8,133 |
| Net income | $13,475 | $14,399 |

American Savings Bank, F.S.B.
Statements of Comprehensive Income Data

| (in thousands) | Three months ended March 31 2015 | 2014 |
|---|---|---|
| Net income | $13,475 | $14,399 |
| Other comprehensive income (loss), net of taxes: | | |
| Net unrealized gains (losses) on available-for-sale investment securities: | | |
| Net unrealized gains losses on available-for-sale investment securities arising during the period, net of tax benefits of $2,278 and $1,664 for the respective periods | 3,451 | 2,520 |
| Less: reclassification adjustment for net realized gains included in net income, net of taxes of nil and $1,132 for the respective periods | — | (1,715) |
| Retirement benefit plans: | | |
| Less: amortization of prior service credit and net losses recognized during the period in net periodic benefit cost, net of tax benefits of $259 and $144 for the respective periods | 392 | 219 |
| Other comprehensive income, net of taxes | 3,843 | 1,024 |
| Comprehensive income | $17,318 | $15,423 |

American Savings Bank, F.S.B.
Balance Sheets Data

| (in thousands) | March 31, 2015 | | December 31, 2014 | |
|---|---|---|---|---|
| Assets | | | | |
| Cash and due from banks | | $98,484 | | $107,233 |
| Interest-bearing deposits | | 172,517 | | 54,230 |
| Available-for-sale investment securities, at fair value | | 590,648 | | 550,394 |
| Stock in Federal Home Loan Bank of Seattle, at cost | | 63,711 | | 69,302 |
| Loans receivable held for investment | | 4,447,299 | | 4,434,651 |
| Allowance for loan losses | | (45,795) | | (45,618) |
| Net loans | | 4,401,504 | | 4,389,033 |
| Loans held for sale, at lower of cost or fair value | | 9,906 | | 8,424 |
| Other | | 305,917 | | 305,416 |
| Goodwill | | 82,190 | | 82,190 |
| Total assets | | $5,724,877 | | $5,566,222 |
| | | | | |
| Liabilities and shareholder’s equity | | | | |
| Deposit liabilities—noninterest-bearing | | $1,420,085 | | $1,342,794 |
| Deposit liabilities—interest-bearing | | 3,331,243 | | 3,280,621 |
| Other borrowings | | 312,094 | | 290,656 |
| Other | | 117,849 | | 118,363 |
| Total liabilities | | 5,181,271 | | 5,032,434 |
| Commitments and contingencies | | | | |
| Common stock | | 1 | | 1 |
| Additional paid in capital | | 338,411 | | 338,411 |
| Retained earnings | | 217,909 | | 211,934 |
| Accumulated other comprehensive loss, net of tax benefits | | | | |
| Net unrealized gains on securities | $3,913 | | $462 | |
| Retirement benefit plans | (16,628) | (12,715) | (17,020) | (16,558) |
| Total shareholder’s equity | | 543,606 | | 533,788 |
| Total liabilities and shareholder’s equity | | $5,724,877 | | $5,566,222 |
| | | | | |
| Other assets | | | | |
| Bank-owned life insurance | | $135,141 | | $134,115 |
| Premises and equipment, net | | 85,174 | | 92,407 |
| Prepaid expenses | | 4,892 | | 3,196 |
| Accrued interest receivable | | 13,720 | | 13,632 |
| Mortgage-servicing rights | | 11,965 | | 11,540 |
| Low-income housing equity investments | | 32,140 | | 33,438 |
| Real estate acquired in settlement of loans, net | | 665 | | 891 |
| Other | | 22,220 | | 16,197 |
| | | $305,917 | | $305,416 |
| Other liabilities | | | | |
| Accrued expenses | | $29,670 | | $37,880 |
| Federal and state income taxes payable | | 36,010 | | 28,642 |
| Cashier’s checks | | 24,686 | | 20,509 |
| Advance payments by borrowers | | 5,904 | | 9,652 |
| Other | | 21,579 | | 21,680 |
| | | $117,849 | | $118,363 |

Bank-owned life insurance is life insurance purchased by ASB on the lives of certain key employees, with ASB as the beneficiary. The insurance is used to fund employee benefits through tax-free income from increases in the cash value of the policies and insurance proceeds paid to ASB upon an insured's death.

Other borrowings consisted of securities sold under agreements to repurchase and advances from the Federal Home Loan Bank (FHLB) of Seattle of $212 million and $100 million, respectively, as of March 31, 2015 and $191 million and $100 million, respectively, as of December 31, 2014.

Available-for-sale investment securities. The major components of investment securities were as follows:

| | | | | | Gross unrealized losses | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | Less than 12 months | | | 12 months or longer | | |
| (dollar in thousands) | Amortized cost | Gross unrealized gains | Gross unrealized losses | Estimated fair value | Number of issues | Fair value | Amount | Number of issues | Fair value | Amount |
| March 31, 2015 | | | | | | | | | | |
| Available-for-sale | | | | | | | | | | |
| U.S. Treasury and federal agency obligations | $138,593 | $2,029 | $(395) | $140,227 | 1 | $9,973 | $(2) | 3 | $19,198 | $(393) |
| Mortgage-related securities- FNMA, FHLMC and GNMA | 445,559 | 7,149 | (2,287) | 450,421 | 6 | 40,889 | (89) | 26 | 147,722 | (2,198) |
| | $584,152 | $9,178 | $(2,682) | $590,648 | 7 | $50,862 | $(91) | 29 | $166,920 | $(2,591) |
| December 31, 2014 | | | | | | | | | | |
| Available-for-sale | | | | | | | | | | |
| U.S. Treasury and federal agency obligations | $119,507 | $1,092 | $(1,039) | $119,560 | 6 | $41,970 | $(361) | 5 | $29,168 | $(678) |
| Mortgage-related securities- FNMA, FHLMC and GNMA | 430,120 | 5,653 | (4,939) | 430,834 | 6 | 47,029 | (164) | 29 | 172,623 | (4,775) |
| | $549,627 | $6,745 | $(5,978) | $550,394 | 12 | $88,999 | $(525) | 34 | $201,791 | $(5,453) |

The unrealized losses on ASB’s investments in mortgage-related securities and obligations issued by federal agencies were caused by interest rate movements. Because ASB does not intend to sell the securities and has determined it is more likely than not that it will not be required to sell the investments before recovery of their amortized cost basis, which may be at maturity, ASB did not consider these investments to be other-than-temporarily impaired at March 31, 2015.

The fair values of ASB’s investment securities could decline if interest rates rise or spreads widen.

U.S. Treasury and federal agency obligations have contractual terms to maturity. Mortgage-related securities have contractual terms to maturity, but require periodic payments to reduce principal. In addition, expected maturities will differ from contractual maturities because borrowers have the right to prepay the underlying mortgages.

The contractual maturities of available-for-sale investment securities were as follows:

| March 31, 2015 (in thousands) | Amortized cost | Fair value |
|---|---|---|
| Due in one year or less | $— | $— |
| Due after one year through five years | 29,958 | 30,296 |
| Due after five years through ten years | 71,811 | 73,188 |
| Due after ten years | 36,824 | 36,743 |
| | 138,593 | 140,227 |
| Mortgage-related securities-FNMA,FHLMC and GNMA | 445,559 | 450,421 |

| | | |
|---|---|---|
| Total available-for-sale securities | $584,152 | $590,648 |

34

Allowance for loan losses. The allowance for loan losses (balances and changes) and financing receivables were as follows:

| (in thousands) | Residential 1-4 family | Commercial real estate | Home equity line of credit | Residential land | Commercial construction | Residential construction | Commercial loans | Consumer loans | Unallocated | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| Three months ended March 31, 2015 | | | | | | | | | | |
| Allowance for loan losses: | | | | | | | | | | |
| Beginning balance | $4,662 | $8,954 | $6,982 | $1,875 | $5,471 | $28 | $14,017 | $3,629 | $— | $45,618 |
| Charge-offs | (156) | — | (3) | — | — | — | (46) | (942) | — | (1,147 |
| Recoveries | 12 | — | 31 | 49 | — | — | 341 | 277 | — | 710 |
| Provision | 403 | 2,274 | (487) | 362 | (2,634) | (7) | 268 | 435 | — | 614 |
| Ending balance | $4,921 | $11,228 | $6,523 | $2,286 | $2,837 | $21 | $14,580 | $3,399 | $— | $45,795 |
| Ending balance: individually evaluated for impairment | $1,429 | $1,785 | $144 | $1,085 | $— | $— | $1,096 | $9 | | $5,548 |
| Ending balance: collectively evaluated for impairment | $3,492 | $9,443 | $6,379 | $1,201 | $2,837 | $21 | $13,484 | $3,390 | $— | $40,247 |
| Financing Receivables: | | | | | | | | | | |
| Ending balance | $2,039,099 | $561,189 | $814,265 | $18,155 | $77,164 | $20,804 | $803,545 | $119,310 | | $4,453,531 |
| Ending balance: individually evaluated for impairment | $23,089 | $4,998 | $1,183 | $7,819 | $— | $— | $11,879 | $15 | | $48,983 |
| Ending balance: collectively evaluated for impairment | $2,016,010 | $556,191 | $813,082 | $10,336 | $77,164 | $20,804 | $791,666 | $119,295 | | $4,404,548 |
| Three months ended March 31, 2014 | | | | | | | | | | |
| Allowance for loan losses: | | | | | | | | | | |
| | $5,534 | $5,059 | $5,229 | $1,817 | $2,397 | $19 | $15,803 | $2,367 | $1,891 | $40,116 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Beginning balance | | | | | | | | | | |
| Charge-offs | (266) | — | — | (6) | — | — | (124) | (561) | — | (957 |
| Recoveries | 341 | — | 11 | 86 | — | — | 100 | 231 | — | 769 |
| Provision | (134) | 656 | 729 | (322) | 666 | 5 | (187) | 279 | (697) | 995 |
| Ending balance | $5,475 | $5,715 | $5,969 | $1,575 | $3,063 | $24 | $15,592 | $2,316 | $1,194 | $40,923 |
| Ending balance: individually evaluated for impairment | $906 | $1,544 | $— | $1,102 | $— | $— | $2,133 | $— | | $5,685 |
| Ending balance: collectively evaluated for impairment | $4,569 | $4,171 | $5,969 | $473 | $3,063 | $24 | $13,459 | $2,316 | $1,194 | $35,238 |
| Financing Receivables: | | | | | | | | | | |
| Ending balance | $1,985,812 | $452,303 | $764,483 | $15,906 | $66,578 | $16,474 | $786,611 | $108,202 | | $4,196,369 |
| Ending balance: individually evaluated for impairment | $20,141 | $4,558 | $1,164 | $10,351 | $— | $— | $19,399 | $18 | | $55,631 |
| Ending balance: collectively evaluated for impairment | $1,965,671 | $447,745 | $763,319 | $5,555 | $66,578 | $16,474 | $767,212 | $108,184 | | $4,140,738 |

Credit quality. ASB performs an internal loan review and grading on an ongoing basis. The review provides management with periodic information as to the quality of the loan portfolio and effectiveness of its lending policies and procedures. The objectives of the loan review and grading procedures are to identify, in a timely manner, existing or emerging credit trends so that appropriate steps can be initiated to manage risk and avoid or minimize future losses. Loans subject to grading include commercial, commercial real estate and commercial construction loans.

Each loan is assigned an Asset Quality Rating (AQR) reflecting the likelihood of repayment or orderly liquidation of that loan transaction pursuant to regulatory credit classifications: Pass, Special Mention, Substandard, Doubtful, and Loss. The AQR is a function of the PD Model rating, the LGD, and possible non-model factors which impact the ultimate collectability of the loan such as character of the business owner/guarantor, interim period performance, litigation, tax liens, and major changes in business and economic conditions. Pass exposures generally are well protected by the current net worth and paying capacity of the obligor or by the value of the asset or underlying collateral. Special Mention loans have potential weaknesses that, if left uncorrected, could jeopardize the liquidation of the debt. Substandard loans have well-defined weaknesses that jeopardize the liquidation of the debt and are characterized by the distinct possibility that the Bank may sustain some loss. An asset classified Doubtful has the weaknesses of those classified Substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

The credit risk profile by internally assigned grade for loans was as follows:

| (in thousands) | March 31, 2015 Commercial real estate | Commercial construction | Commercial | December 31, 2014 Commercial real estate | Commercial construction | Commercial |
|---|---|---|---|---|---|---|
| Grade: | | | | | | |
| Pass | $507,993 | $77,164 | $739,721 | $493,105 | $79,312 | $743,334 |
| Special mention | 5,203 | — | 31,863 | 5,209 | — | 16,095 |
| Substandard | 47,993 | — | 31,335 | 33,603 | 17,126 | 31,665 |
| Doubtful | — | — | 626 | — | — | 663 |
| Loss | — | — | — | — | — | — |
| Total | $561,189 | $77,164 | $803,545 | $531,917 | $96,438 | $791,757 |

The credit risk profile based on payment activity for loans was as follows:

| (in thousands) | 30-59 days past due | 60-89 days past due | Greater than 90 days | Total past due | Current | Total financing receivables | Recorded investment> 90 days and accruing |
|---|---|---|---|---|---|---|---|
| March 31, 2015 | | | | | | | |
| Real estate: | | | | | | | |
| Residential 1-4 family | $6,074 | $2,718 | $12,231 | $21,023 | $2,018,076 | $2,039,099 | $— |
| Commercial real estate | — | — | — | — | 561,189 | 561,189 | — |
| Home equity line of credit | 1,041 | 807 | 629 | 2,477 | 811,788 | 814,265 | — |
| Residential land | 422 | — | — | 422 | 17,733 | 18,155 | |
| Commercial construction | — | — | — | — | 77,164 | 77,164 | — |
| Residential construction | — | — | — | — | 20,804 | 20,804 | — |
| Commercial | 680 | 238 | 532 | 1,450 | 802,095 | 803,545 | — |
| Consumer | 895 | 270 | 266 | 1,431 | 117,879 | 119,310 | — |
| Total loans | $9,112 | $4,033 | $13,658 | $26,803 | $4,426,728 | $4,453,531 | $— |
| December 31, 2014 | | | | | | | |
| Real estate: | | | | | | | |
| Residential 1-4 family | $6,124 | $1,732 | $12,632 | $20,488 | $2,023,717 | $2,044,205 | $— |
| Commercial real estate | — | — | — | — | 531,917 | 531,917 | — |
| Home equity line of credit | 1,341 | 501 | 194 | 2,036 | 816,779 | 818,815 | — |
| Residential land | — | — | — | — | 16,240 | 16,240 | — |
| Commercial construction | — | — | — | — | 96,438 | 96,438 | — |
| Residential construction | — | — | — | — | 18,961 | 18,961 | — |
| Commercial | 699 | 145 | 569 | 1,413 | 790,344 | 791,757 | — |
| Consumer | 829 | 333 | 403 | 1,565 | 121,091 | 122,656 | — |
| Total loans | $8,993 | $2,711 | $13,798 | $25,502 | $4,415,487 | $4,440,989 | $— |

The credit risk profile based on nonaccrual loans, accruing loans 90 days or more past due and TDR loans was as follows:

| (in thousands) | March 31, 2015 | December 31, 2014 |
|---|---|---|
| Real estate: | | |
| Residential 1-4 family | $18,205 | $19,253 |
| Commercial real estate | 4,998 | 5,112 |
| Home equity line of credit | 1,701 | 1,087 |
| Residential land | 717 | 720 |
| Commercial construction | — | — |
| Residential construction | — | — |
| Commercial | 9,018 | 10,053 |
| Consumer | 542 | 661 |
| Total nonaccrual loans | $35,181 | $36,886 |
| Real estate: | | |
| Residential 1-4 family | $— | $— |
| Commercial real estate | — | — |
| Home equity line of credit | — | — |
| Residential land | — | — |
| Commercial construction | — | — |
| Residential construction | — | — |
| Commercial | — | — |
| Consumer | — | — |
| Total accruing loans 90 days or more past due | $— | $— |
| Real estate: | | |
| Residential 1-4 family | $14,334 | $13,525 |
| Commercial real estate | — | — |
| Home equity line of credit | 750 | 480 |
| Residential land | 7,102 | 7,130 |
| Commercial construction | — | — |
| Residential construction | — | — |
| Commercial | 2,720 | 2,972 |
| Consumer | — | — |
| Total troubled debt restructured loans not included above | $24,906 | $24,107 |

The total carrying amount and the total unpaid principal balance of impaired loans were as follows:

| | March 31, 2015 | | | Three months ended March 31, 2015 | |
|---|---|---|---|---|---|
| (in thousands) | Recorded investment | Unpaid principal balance | Related Allowance | Average recorded investment | Interest income recognized* |
| With no related allowance recorded | | | | | |
| Real estate: | | | | | |
| Residential 1-4 family | $11,168 | $12,460 | $— | $11,552 | $89 |
| Commercial real estate | 547 | 609 | — | 555 | — |
| Home equity line of credit | 339 | 544 | — | 400 | 1 |
| Residential land | 3,265 | 4,121 | — | 2,637 | 52 |
| Commercial construction | — | — | — | — | — |
| Residential construction | — | — | — | — | — |
| Commercial | 6,289 | 8,089 | — | 7,295 | 2 |
| Consumer | — | — | — | — | — |
| | $21,608 | $25,823 | $— | $22,439 | $144 |
| With an allowance recorded | | | | | |
| Real estate: | | | | | |
| Residential 1-4 family | $11,921 | $11,974 | $1,429 | $11,510 | $126 |
| Commercial real estate | 4,451 | 4,511 | 1,785 | 4,482 | — |
| Home equity line of credit | 844 | 900 | 144 | 626 | 6 |
| Residential land | 4,554 | 4,632 | 1,085 | 5,189 | 83 |
| Commercial construction | — | — | — | — | — |
| Residential construction | — | — | — | — | — |
| Commercial | 5,590 | 7,549 | 1,096 | 4,982 | 50 |
| Consumer | 15 | 15 | 9 | 15 | — |
| | $27,375 | $29,581 | $5,548 | $26,804 | $265 |
| Total | | | | | |
| Real estate: | | | | | |
| Residential 1-4 family | $23,089 | $24,434 | $1,429 | $23,062 | $215 |
| Commercial real estate | 4,998 | 5,120 | 1,785 | 5,037 | — |
| Home equity line of credit | 1,183 | 1,444 | 144 | 1,026 | 7 |
| Residential land | 7,819 | 8,753 | 1,085 | 7,826 | 135 |
| Commercial construction | — | — | — | — | — |
| Residential construction | — | — | — | — | — |
| Commercial | 11,879 | 15,638 | 1,096 | 12,277 | 52 |
| Consumer | 15 | 15 | 9 | 15 | — |
| | $48,983 | $55,404 | $5,548 | $49,243 | $409 |

| (in thousands) | December 31, 2014 Recorded investment | Unpaid principal balance | Related allowance | Year ended December 31, 2014 Average recorded investment | Interest income recognized* |
|---|---|---|---|---|---|
| With no related allowance recorded | | | | | |
| Real estate: | | | | | |
| Residential 1-4 family | $11,654 | $12,987 | $— | $9,056 | $227 |
| Commercial real estate | 571 | 626 | — | 194 | — |
| Home equity line of credit | 363 | 606 | — | 402 | 5 |
| Residential land | 2,344 | 3,200 | — | 2,728 | 172 |
| Commercial construction | — | — | — | — | — |
| Residential construction | — | — | — | — | — |
| Commercial | 8,235 | 11,471 | — | 5,204 | 38 |
| Consumer | — | — | — | 8 | — |
| | $23,167 | $28,890 | $— | $17,592 | $442 |
| With an allowance recorded | | | | | |
| Real estate: | | | | | |
| Residential 1-4 family | $11,327 | $11,347 | $951 | $8,822 | $419 |
| Commercial real estate | 4,541 | 4,541 | 1,845 | 3,415 | 478 |
| Home equity line of credit | 416 | 420 | 46 | 132 | 6 |
| Residential land | 5,506 | 5,584 | 1,057 | 6,415 | 484 |
| Commercial construction | — | — | — | — | — |
| Residential construction | — | — | — | — | — |
| Commercial | 4,873 | 5,211 | 760 | 12,089 | 438 |
| Consumer | 16 | 16 | 6 | 9 | — |
| | $26,679 | $27,119 | $4,665 | $30,882 | $1,825 |
| Total | | | | | |
| Real estate: | | | | | |
| Residential 1-4 family | $22,981 | $24,334 | $951 | $17,878 | $646 |
| Commercial real estate | 5,112 | 5,167 | 1,845 | 3,609 | 478 |
| Home equity line of credit | 779 | 1,026 | 46 | 534 | 11 |
| Residential land | 7,850 | 8,784 | 1,057 | 9,143 | 656 |
| Commercial construction | — | — | — | — | — |
| Residential construction | — | — | — | — | — |
| Commercial | 13,108 | 16,682 | 760 | 17,293 | 476 |
| Consumer | 16 | 16 | 6 | 17 | — |
| | $49,846 | $56,009 | $4,665 | $48,474 | $2,267 |

* Since loan was classified as impaired.

Troubled debt restructurings. A loan modification is deemed to be a troubled debt restructuring (TDR) when ASB grants a concession it would not otherwise consider were it not for the borrower's financial difficulty. When a borrower experiencing financial difficulty fails to make a required payment on a loan or is in imminent default, ASB takes a number of steps to improve the collectability of the loan and maximize the likelihood of full repayment. At times, ASB may modify or restructure a loan to help a distressed borrower improve its financial position to eventually be able to fully repay the loan, provided the borrower has demonstrated both the willingness and the ability to fulfill the modified terms. TDR loans are considered an alternative to foreclosure or liquidation with the goal of minimizing losses to ASB and maximizing recovery.

ASB may consider various types of concessions in granting a TDR including maturity date extensions, extended amortization of principal, temporary deferral of principal payments, and temporary interest rate reductions. ASB rarely grants principal forgiveness in its TDR modifications. Residential loan modifications generally involve interest rate reduction, extending the amortization period, or capitalizing certain delinquent amounts owed not to exceed the original loan balance. Land loans at origination are typically structured as a three-year term, interest-only monthly payment with a balloon payment due at maturity. Land loan TDR modifications typically involve extending the maturity date up to five years and converting the payments from interest-only to principal and interest monthly, at the same or higher interest rate. Commercial loan modifications generally involve extensions of maturity dates, extending the amortization period, and temporary deferral of

principal payments. ASB generally does not reduce the interest rate on commercial loan TDR modifications. Occasionally, additional collateral and/or guaranties are obtained.
All TDR loans are classified as impaired and are segregated and reviewed separately when assessing the adequacy of the allowance for loan losses based on the appropriate method of measuring impairment: (1) present value of expected future cash flows discounted at the loan's effective original contractual rate, (2) fair value of collateral less cost to sell, or (3) observable market price. The financial impact of the calculated impairment amount is an increase to the allowance associated with the modified loan. When available information confirms that specific loans or portions thereof are uncollectible (confirmed losses), these amounts are charged off against the allowance for loan losses.
Loan modifications that occurred were as follows:

| | Three months ended March 31, 2015 | | | |
|---|---|---|---|---|
| | Number of | Outstanding recorded investment | | Net increase in ALL |
| (dollars in thousands) | contracts | Pre-modification | Post-modification | (as of period end) |
| Troubled debt restructurings | | | | |
| Real estate: | | | | |
| Residential 1-4 family | 5 | $877 | $ 895 | $47 |
| Commercial real estate | — | — | — | — |
| Home equity line of credit | 9 | 429 | 429 | 55 |
| Residential land | — | — | — | — |
| Commercial construction | — | — | — | — |
| Residential construction | — | — | — | — |
| Commercial | 1 | 92 | 92 | — |
| Consumer | — | — | — | — |
| | 15 | $1,398 | $ 1,416 | $102 |

| | Three months ended March 31, 2014 | | | |
|---|---|---|---|---|
| | Number of | Outstanding recorded investment | | Net increase in ALL |
| (dollars in thousands) | contracts | Pre-modification | Post-modification | (as of period end) |
| Troubled debt restructurings | | | | |
| Real estate: | | | | |
| Residential 1-4 family | 5 | $921 | $935 | $44 |
| Commercial real estate | — | — | — | — |
| Home equity line of credit | — | — | — | — |
| Residential land | 7 | 1,133 | 1,133 | 175 |
| Commercial construction | — | — | — | — |
| Residential construction | — | — | — | — |
| Commercial | 3 | 473 | 473 | 14 |
| Consumer | — | — | — | — |
| | 15 | $2,527 | $2,541 | $233 |

There were no loans modified in TDRs that experienced a payment default of 90 days or more in the first quarter of 2015 and 2014, and for which the payment of default occurred within one year of the modification.
If loans modified in a TDR subsequently default, ASB evaluates the loan for further impairment. Based on its evaluation, adjustments may be made in the allocation of the allowance or partial charge-offs may be taken to further write-down the carrying value of the loan. There were no commitments to lend additional funds to borrowers whose loan terms have been impaired or modified in TDRs as of March 31, 2015.
Mortgage servicing rights. In its mortgage banking business, ASB sells residential mortgage loans to government-sponsored entities and other parties, who may issue securities backed by pools of such loans. ASB retains no beneficial interests in these sales, but may retain the servicing rights of the loans sold.

Mortgage servicing fees, a component of other income, net, were $0.9 million for the three months ended March 31, 2015 and 2014.

The carrying values of mortgage servicing assets were as follows:

| (in thousands) | Gross carrying amount | Accumulated amortization | Valuation allowance | Net carrying amount |
|---|---|---|---|---|
| March 31, 2015 | $28,090 | $(16,084) | $(41) | $11,965 |
| March 31, 2014 | 26,097 | (14,138) | (202) | 11,757 |

Changes related to mortgage servicing rights were as follows:

| (in thousands) | 2015 | 2014 |
|---|---|---|
| Mortgage servicing rights | | |
| Balance, January 1 | $11,749 | $11,938 |
| Amount capitalized | 906 | 467 |
| Amortization | (647) | (432) |
| Other-than-temporary impairment | (2) | (14) |
| Carrying amount before valuation allowance, March 31 | 12,006 | 11,959 |
| Valuation allowance for mortgage servicing rights | | |
| Balance, January 1 | 209 | 251 |
| Provision (recovery) | (166) | (35) |
| Other-than-temporary impairment | (2) | (14) |
| Balance, March 31 | 41 | 202 |
| Net carrying value of mortgage servicing rights | $11,965 | $11,757 |

ASB capitalizes mortgage servicing rights acquired through either the purchase or origination of mortgage loans for sale with servicing rights retained. Changes in mortgage interest rates impact the value of ASB’s mortgage servicing rights. Rising interest rates typically result in slower prepayment speeds in the loans being serviced for others, which increases the value of mortgage servicing rights, whereas declining interest rates typically result in faster prepayment speeds which decrease the value of mortgage servicing rights and increase the amortization of the mortgage servicing rights.

Key assumptions used in estimating the fair value of the bank’s mortgage servicing rights were as follows:

| (dollars in thousands) | March 31, 2015 | December 31, 2014 |
|---|---|---|
| Unpaid principal balance | $1,414,990 | $1,391,030 |
| Weighted average note rate | 4.06% | 4.07% |
| Weighted average discount rate | 9.6% | 9.6% |
| Weighted average prepayment speed | 10.6% | 9.5% |

The sensitivity analysis of fair value of MSR to hypothetical adverse changes of 25 and 50 basis points in certain key assumptions is as follows:

| (dollars in thousands) | March 31, 2015 | December 31, 2014 |
|---|---|---|
| Prepayment rate: | | |
| 25 basis points adverse rate change | $(750) | $(757) |
| 50 basis points adverse change | (1,408) | (1,524) |
| Discount rate: | | |
| 25 basis points adverse change | (129) | (140) |
| 50 basis points adverse rate change | (256) | (278) |

The effect of a variation in certain assumptions on fair value is calculated without changing any other assumptions. This analysis typically cannot be extrapolated because the relationship of a change in one key assumption to the changes in the fair value of MSRs typically is not linear.

Other borrowings. Securities sold under agreements to repurchase are accounted for as financing transactions and the obligations to repurchase these securities are recorded as liabilities in the balance sheet. All such agreements are subject to master netting arrangements, which provide for conditional right of set-off in case of default by either party; however, ASB

41

presents securities sold under agreements to repurchase on a gross basis in the balance sheet. The following tables present information about the securities sold under agreements to repurchase, including the related collateral received from or pledged to counterparties:

| (in millions) | Gross amount of recognized liabilities | Gross amount offset in the Balance Sheet | Net amount of liabilities presented in the Balance Sheet |
|---|---|---|---|
| Repurchase agreements | | | |
| March 31, 2015 | $212 | $— | $212 |
| December 31, 2014 | 191 | — | 191 |

| | | Gross amount not offset in the Balance Sheet | | |
|---|---|---|---|---|
| (in millions) | Net amount of liabilities presented in the Balance Sheet | Financial instruments | Cash collateral pledged | Net amount |
| March 31, 2015 | | | | |
| Financial institution | $50 | $50 | $— | $— |
| Government entities | 56 | 56 | — | — |
| Commercial account holders | 106 | 106 | — | — |
| Total | $212 | $212 | $— | $— |
| | | | | |
| December 31, 2014 | | | | |
| Financial institution | $50 | $50 | $— | $— |
| Government entities | 56 | 56 | — | — |
| Commercial account holders | 85 | 85 | — | — |
| Total | $191 | $191 | $— | $— |

Derivative financial instruments. ASB enters into interest rate lock commitments (IRLCs) with borrowers, and forward commitments to sell loans or to-be-announced mortgage-backed securities to investors to hedge against the inherent interest rate and pricing risk associated with selling loans.

ASB enters into IRLCs for residential mortgage loans, which commit ASB to lend funds to a potential borrower at a specific interest rate and within a specified period of time. IRLCs that relate to the origination of mortgage loans that will be held for sale are considered derivative financial instruments under applicable accounting guidance. Outstanding IRLCs expose ASB to the risk that the price of the mortgage loans underlying the commitments may decline due to increases in mortgage interest rates from inception of the rate lock to the funding of the loan. The IRLCs are free-standing derivatives which are carried at fair value with changes recorded in mortgage banking income.

ASB enters into forward commitments to hedge the interest rate risk for rate locked mortgage applications in process and closed mortgage loans held for sale. These commitments are primarily forward sales of to-be-announced mortgage backed securities. Generally, when mortgage loans are closed, the forward commitment is liquidated and replaced with a mandatory delivery forward sale of the mortgage to a secondary market investor. In some cases, a best-efforts forward sale agreement is utilized as the forward commitment. These commitments are free-standing derivatives which are carried at fair value with changes recorded in mortgage banking income.

Changes in the fair value of IRLCs and forward commitments subsequent to inception are based on changes in the fair value of the underlying loan resulting from the fulfillment of the commitment and changes in the probability that the loan will fund within the terms of the commitment, which is affected primarily by changes in interest rates and the passage of time.

The notional amount and fair value of ASB’s derivative financial instruments were as follows:

| | March 31, 2015 | | December 31, 2014 | |
|---|---|---|---|---|
| (in thousands) | Notional amount | Fair value | Notional amount | Fair value |
| Interest rate lock commitments | $50,301 | $835 | $29,330 | $390 |
| Forward commitments | 46,489 | (265) | 32,833 | (106) |

ASB's derivative financial instruments, their fair values, and balance sheet location were as follows:

| Derivative Financial Instruments Not Designated as Hedging Instruments [1] | March 31, 2015 | | December 31, 2014 | |
|---|---|---|---|---|
| (in thousands) | Asset derivatives | Liability derivatives | Asset derivatives | Liability derivatives |
| Interest rate lock commitments | $836 | $1 | $393 | $3 |
| Forward commitments | 15 | 280 | 5 | 111 |
| | $851 | $281 | $398 | $114 |

[1] Asset derivatives are included in other assets and liability derivatives are included in other liabilities in the balance sheets.

The following table presents ASB's derivative financial instruments and the amount and location of the net gains or losses recognized in the statements of income:

| Derivative Financial Instruments Not Designated as Hedging Instruments | Location of net gains (losses) recognized in the Statement of | Three months ended March 31 | |
|---|---|---|---|
| (in thousands) | Income | 2015 | 2014 |
| Interest rate lock commitments | Mortgage banking income | $445 | $(270) |
| Forward commitments | Mortgage banking income | (159) | (106) |
| | | $286 | $(376) |

Commitments to fund Low-Income Housing Tax Credit (LIHTC). ASB's unfunded commitments to fund its LIHTC investment partnerships were $12.5 million and $14.8 million at March 31, 2015 and December 31, 2014, respectively. These unfunded commitments were unconditional and legally binding and are recorded in other liabilities with a corresponding increase in other assets. As of March 31, 2015, ASB did not have any impairment losses resulting from forfeiture or ineligibility of tax credits or other circumstances related to its LIHTC investment partnerships.

Contingencies. In March 2011, a purported class action lawsuit was filed in the First Circuit Court of the state of Hawaii by a customer who claimed that ASB had improperly charged overdraft fees on debit card transactions. ASB filed a motion to dismiss the lawsuit on the basis that ASB's overdraft practices are governed by federal regulations established for federal savings banks which preempt the customer's state law claims. In July 2011, the Circuit Court denied ASB's motion without prejudice and ASB appealed that decision. ASB's appeal is pending before the Hawaii Supreme Court. However, in December 2014, through a voluntary mediation process, ASB reached a tentative settlement of the claims. The tentative settlement, which remains subject to final court approval, provides for a payment of $2.0 million into a class settlement fund, the proceeds of which will be used to refund class members and pay attorneys' fees and administrative and other costs, in exchange for a complete release of all claims asserted against ASB. As of March 2015, the $2.0 million tentative settlement amount was fully reserved by ASB.

## 6 · Retirement benefits

Defined benefit pension and other postretirement benefit plans information. For the first three months of 2015, the Company contributed $21 million ($21 million by the Utilities) to its pension and other postretirement benefit plans, compared to $15 million ($14 million by the Utilities) in the first three months of 2014. The Company's current estimate of contributions to its pension and other postretirement benefit plans in 2015 is $86 million ($84 million by the Utilities, $2 million by HEI and nil by ASB), compared to $60 million ($59 million by the Utilities, $1 million by HEI and nil by ASB) in 2014. In addition, the Company expects to pay directly $2 million ($1 million by the Utilities) of benefits in 2015, compared to $2 million ($1 million by the Utilities) paid in 2014.

On August 8, 2014 and July 6, 2012, President Obama signed the Highway and Transportation Funding Act of 2014 (HATFA) and the Moving Ahead for Progress in the 21st Century Act (MAP-21), respectively, which included provisions related to the funding and administration of pension plans with no impact to the Company's or the Utilities' accounting for pension benefits; therefore, the net periodic benefit costs disclosed for the plans were not affected. The Company elected to apply HATFA for 2014, which improved the plans' Adjusted Funding Target Attainment Percentage for funding and benefit distribution purposes and thereby reduced the 2014 minimum funding requirement. HATFA caused the minimum required funding under the Employee Retirement Income Security Act of 1974, as amended (ERISA) to be less than the net periodic cost for 2014; therefore, to satisfy the requirements of the Utilities pension and OPEB tracking mechanisms, the Utilities contributed the net periodic cost in 2014 and expect to contribute the net periodic cost in 2015.

The Pension Protection Act provides that if a pension plan's funded status falls below certain levels, more conservative assumptions must be used to value obligations under the pension plan. The HEI Retirement Plan met the threshold requirements in each of 2013 and 2014 so that the more conservative assumptions did not apply for either the 2014 or 2015 valuation of plan liabilities for purposes of calculating the minimum required contribution. Other factors could cause changes to the required contribution levels.

The components of net periodic benefit cost for HEI consolidated and Hawaiian Electric consolidated were as follows:

| | Three months ended March 31 | | | |
|---|---|---|---|---|
| | Pension benefits | | Other benefits | |
| (in thousands) | 2015 | 2014 | 2015 | 2014 |
| HEI consolidated | | | | |
| Service cost | $16,466 | $12,127 | $869 | $883 |
| Interest cost | 19,139 | 18,001 | 2,235 | 2,160 |
| Expected return on plan assets | (22,151) | (20,347) | (2,907) | (2,708) |
| Amortization of net prior service loss (gain) | 1 | 22 | (448) | (448) |
| Amortization of net actuarial loss (gain) | 8,962 | 5,038 | 430 | (3) |
| Net periodic benefit cost (credit) | 22,417 | 14,841 | 179 | (116) |
| Impact of PUC D&Os | (9,513) | (3,011) | 98 | 445 |
| Net periodic benefit cost (adjusted for impact of PUC D&Os) | $12,904 | $11,830 | $277 | $329 |
| Hawaiian Electric consolidated | | | | |
| Service cost | $15,983 | $11,697 | $855 | $856 |
| Interest cost | 17,516 | 16,436 | 2,159 | 2,079 |
| Expected return on plan assets | (20,632) | (18,171) | (2,859) | (2,663) |
| Amortization of net prior service loss (gain) | 10 | 15 | (451) | (451) |
| Amortization of net actuarial loss | 8,094 | 4,560 | 422 | — |
| Net periodic benefit cost (credit) | 20,971 | 14,537 | 126 | (179) |
| Impact of PUC D&Os | (9,513) | (3,011) | 98 | 445 |
| Net periodic benefit cost (adjusted for impact of PUC D&Os) | $11,458 | $11,526 | $224 | $266 |

HEI consolidated recorded retirement benefits expense of $9 million ($8 million by the Utilities) and $8 million ($8 million by the Utilities) in the first three months of 2015 and 2014, respectively, and charged the remaining net periodic benefit cost primarily to electric utility plant.

The Utilities have implemented pension and OPEB tracking mechanisms under which all of their retirement benefit expenses (except for executive life and nonqualified pension plan expenses) determined in accordance with GAAP are recovered over time. Under the tracking mechanisms, these retirement benefit costs that are over/under amounts allowed in rates are charged/credited to a regulatory asset/liability. The regulatory asset/liability for each utility will be amortized over 5 years beginning with the issuance of the PUC's D&O in the respective utility's next rate case.

Defined contribution plans information. For the first three months of 2015 and 2014, the Company's expense for its defined contribution pension plans under the Hawaiian Electric Industries Retirement Savings Plan (HEIRSP) and the ASB 401(k) Plan was $1.4 million and $1.1 million, respectively, and cash contributions were $2.5 million and $2.8 million, respectively. For the first three months of 2015 and 2014, the Utilities' expense for its defined contribution pension plan under the HEIRSP was $0.4 million and $0.2 million, respectively, and cash contributions were $0.4 million and $0.2 million, respectively.

7 · Share-based compensation

Under the 2010 Equity and Incentive Plan, as amended, HEI can issue shares of common stock as incentive compensation to selected employees in the form of stock options, stock appreciation rights (SARs), restricted shares, restricted stock units, performance shares and other share-based and cash-based awards. The 2010 Equity and Incentive Plan (original EIP) was amended and restated effective March 1, 2014 (EIP) and an additional 1.5 million shares was added to the shares available for issuance under these programs.

As of March 31, 2015, approximately 3.5 million shares remained available for future issuance under the terms of the EIP, (assuming recycling of shares withheld to satisfy minimum statutory tax liabilities relating to EIP awards), including an estimated 0.8 million shares that could be issued upon the vesting of outstanding restricted stock units and the achievement of performance goals for awards outstanding under long-term incentive plans (assuming that such performance goals are achieved at maximum levels).

Under the 2011 Nonemployee Director Stock Plan (2011 Director Plan), HEI can issue shares of common stock as compensation to nonemployee directors of HEI, Hawaiian Electric and ASB. As of March 31, 2015, there were 169,290 shares remaining available for future issuance under the 2011 Director Plan.

Share-based compensation expense and the related income tax benefit were as follows:

| | Three months ended March 31 | |
|---|---|---|
| (in millions) | 2015 | 2014 |
| HEI consolidated | | |
| Share-based compensation expense [1] | $1.8 | $2.4 |
| Income tax benefit | 0.6 | 0.8 |
| Hawaiian Electric consolidated | | |
| Share-based compensation expense [1] | 0.5 | 0.7 |
| Income tax benefit | 0.2 | 0.3 |

[1] $0.04 million and $0.04 million of this share-based compensation expense was capitalized in the three months ended March 31, 2015 and 2014, respectively.

Stock awards. In the second quarte