

Energizing the future

Spire Inc.
2021 Form 10-K



2021 highlights

Fiscal years ended September 30	2021	2020	2019
Earnings and dividends (millions, except per share amounts)			
Net income	\$ 271.7	\$ 88.6	\$ 184.6
Diluted earnings per share of common stock	\$ 4.96	\$ 1.44	\$ 3.52
Net economic earnings*	\$ 266.3	\$ 207.8	\$ 195.1
Net economic earnings per share of common stock*	\$ 4.86	\$ 3.76	\$ 3.73
Dividends declared per share of common stock	\$ 2.60	\$ 2.49	\$ 2.37
Operating revenues (millions)			
Gas Utility	\$ 2,118.2	\$ 1,751.8	\$ 1,859.2
Gas Marketing and other	117.3	103.6	93.2
Total operating revenues	\$ 2,235.5	\$ 1,855.4	\$ 1,952.4
Utility sales and customers			
Therms sold and transported (millions)	3,312.7	3,297.8	3,386.0
Customers (thousands)	1,725.9	1,713.2	1,698.0
Shareholders			
Common shareholders of record, end of period	2,771	2,897	2,965
Employees			
Total employees, end of period	3,710	3,583	3,536

*For further discussion of these non-GAAP financial measures, see pages 32-33 of our Form 10-K.

Profile

At Spire, we believe energy exists to help people's lives. It's a simple idea, but one that's at the heart of our company. Every day we serve 1.7 million homes and businesses, making us the fifth largest publicly traded natural gas company in the country. We help people fuel their daily lives through our gas utilities serving Alabama, Mississippi and Missouri.

Our gas-related businesses include Spire Marketing, a Houston-based provider of natural gas marketing and related services to a diverse customer base primarily in the central and southern U.S.; Spire STL Pipeline, a 65-mile pipeline that delivers economical shale gas from the Marcellus and Utica producing regions to our customers in eastern Missouri, while enhancing the resiliency and diversity of our supply;

and Spire Storage, a Wyoming-based provider of natural gas storage services to customers in the western U.S.

We are transforming our business and pursuing growth through growing organically, investing in infrastructure and advancing through innovation. Learn more at [SpireEnergy.com](https://www.SpireEnergy.com).



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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended September 30, 2021

or

TRANSITION REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number	Name of Registrant, Address of Principal Executive Offices and Telephone Number	State of Incorporation	I.R.S. Employer Identification Number
1-16681	Spire Inc. 700 Market Street St. Louis, MO 63101 314-342-0500	Missouri	74-2976504
1-1822	Spire Missouri Inc. 700 Market Street St. Louis, MO 63101 314-342-0500	Missouri	43-0368139
2-38960	Spire Alabama Inc. 605 Richard Arrington Blvd N Birmingham, AL 35203 205-326-8100	Alabama	63-0022000

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (only applicable to Spire Inc.):

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock \$1.00 par value	SR	New York Stock Exchange LLC
Depository Shares, each representing a 1/1,000 th interest in a share of 5.90% Series A Cumulative Redeemable Perpetual Preferred Stock, par value \$25.00 per share	SR.PRA	New York Stock Exchange LLC

Securities registered pursuant to Section 12(g) of the Exchange Act: None

Indicate by check mark whether each registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933, as amended.

Spire Inc.	Yes [X]	No []
Spire Missouri Inc.	Yes []	No [X]
Spire Alabama Inc.	Yes []	No [X]

Indicate by check mark if each registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Spire Inc.	Yes []	No [X]
Spire Missouri Inc.	Yes []	No [X]
Spire Alabama Inc.	Yes []	No [X]

Indicate by check mark whether each registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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.

Spire Inc.	Yes [X]	No []
Spire Missouri Inc.	Yes [X]	No []
Spire Alabama Inc.	Yes [X]	No []

Indicate by check mark whether each registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Spire Inc.	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Spire Missouri Inc.	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Spire Alabama Inc.	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

Indicate by check mark whether each registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

	Large accelerated filer	Accelerated filer	Non- accelerated filer	Smaller reporting company	Emerging growth company
Spire Inc.	X				
Spire Missouri Inc.			X		
Spire Alabama Inc.			X		

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

Spire Inc.	<input type="checkbox"/>
Spire Missouri Inc.	<input type="checkbox"/>
Spire Alabama Inc.	<input type="checkbox"/>

Indicate by check mark whether each registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Spire Inc.	<input checked="" type="checkbox"/>
Spire Missouri Inc.	<input type="checkbox"/>
Spire Alabama Inc.	<input type="checkbox"/>

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

Spire Inc.	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Spire Missouri Inc.	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Spire Alabama Inc.	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

The aggregate market value of the common equity held by non-affiliates of Spire Inc. amounted to \$3,704,003,192 as of March 31, 2021. All of Spire Missouri Inc.’s and Spire Alabama Inc.’s equity securities are owned by Spire Inc., their parent company and a reporting company under the Exchange Act.

The number of shares outstanding of each registrant’s common stock as of November 12, 2021, was as follows:

Spire Inc.	Common Stock, par value \$1.00 per share	51,689,433
Spire Missouri Inc.	Common Stock, par value \$1.00 per share (all owned by Spire Inc.)	24,577
Spire Alabama Inc.	Common Stock, par value \$0.01 per share (all owned by Spire Inc.)	1,972,052

This combined Form 10-K represents separate filings by Spire Inc., Spire Missouri Inc., and Spire Alabama Inc. Information contained herein relating to an individual registrant is filed by that registrant on its own behalf. Each registrant makes no representation as to information relating to the other registrants, except that information relating to Spire Missouri Inc. and Spire Alabama Inc. is also attributed to Spire Inc.

Spire Missouri Inc. and Spire Alabama Inc. meet the conditions set forth in General Instructions I(1)(a) and (b) of Form 10-K and are therefore filing this Form 10-K with the reduced disclosure format specified in General Instructions I(2) to Form 10-K.

DOCUMENTS INCORPORATED BY REFERENCE
Portions of proxy statement for Spire Inc. to be filed on or about December 15, 2021 — Part III.
Certain exhibits as indicated in Part IV.

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GLOSSARY OF KEY TERMS AND ABBREVIATIONS

AOCI	Accumulated other comprehensive income or loss	NYMEX	New York Mercantile Exchange, Inc.
APSC	Alabama Public Service Commission	NYSE	New York Stock Exchange
ASC	Accounting Standards Codification	O&M	Operation and maintenance expense
ASU	Accounting Standards Update	OCI	Other comprehensive income or loss
CCM	Cost Control Measure	PGA	Purchased Gas Adjustment
Company	Spire and its subsidiaries unless the context suggests otherwise	RSE	Rate Stabilization and Equalization
COVID-19	Coronavirus disease 2019	SEC	U.S. Securities and Exchange Commission
EPS	Earnings per share	Spire	Spire Inc.
ESR	Enhanced Stability Reserve	Spire Alabama	Spire Alabama Inc.
FASB	Financial Accounting Standards Board	Spire EnergySouth	Spire EnergySouth Inc., parent of Spire Gulf and Spire Mississippi
FERC	Federal Energy Regulatory Commission	Spire Gulf	Spire Gulf Inc.
GAAP	Accounting principles generally accepted in the United States of America	Spire Marketing	Spire Marketing Inc.
Gas Marketing	Segment including Spire Marketing, which provides natural gas marketing services	Spire Mississippi	Spire Mississippi Inc.
Gas Utility	Segment including the operations of the Utilities	Spire Missouri	Spire Missouri Inc.
GSA	Gas Supply Adjustment	Spire STL Pipeline	Spire STL Pipeline LLC, or the 65-mile FERC-regulated pipeline it constructed and operates to deliver natural gas into eastern Missouri
ICE	Intercontinental Exchange	Spire Storage	The physical natural gas storage operations of Spire Storage West LLC
ISRS	Infrastructure System Replacement Surcharge	U.S.	United States
MMBtu	Million British thermal units	Utilities	Spire Missouri, Spire Alabama and the subsidiaries of Spire EnergySouth
MoPSC	Missouri Public Service Commission		
MSPSC	Mississippi Public Service Commission		

PART I

FORWARD-LOOKING STATEMENTS

Certain matters discussed in this report, excluding historical information, include forward-looking statements. Certain words, such as “may,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “seek,” “target,” and similar words and expressions identify forward-looking statements that involve uncertainties and risks. Future developments may not be in accordance with our current expectations or beliefs and the effect of future developments may not be those anticipated. Among the factors that may cause results or outcomes to differ materially from those contemplated in any forward-looking statement are:

- Weather conditions and catastrophic events, particularly severe weather in U.S. natural gas producing areas;
- Impacts related to the COVID-19 pandemic and uncertainties as to their continuing duration and severity;
- Volatility in gas prices, particularly sudden and sustained changes in natural gas prices, including the related impact on margin deposits associated with the use of natural gas derivative instruments, and the impact on our competitive position in relation to suppliers of alternative heating sources, such as electricity;
- Changes in gas supply and pipeline availability, including as a result of decisions by natural gas producers to reduce production or shut in producing natural gas wells and expiration or termination of existing supply and transportation arrangements that are not replaced with contracts with similar terms and pricing (including as a result of a failure of the Spire STL Pipeline to secure extended temporary or permanent authorization from the FERC), as well as other changes that impact supply for and access to the markets in which our subsidiaries transact business;
- Acquisitions may not achieve their intended results;
- Legislative, regulatory and judicial mandates and decisions, some of which may be retroactive, including those affecting:
 - allowed rates of return and recovery of prudent costs,
 - incentive regulation,
 - industry structure,
 - purchased gas adjustment provisions,
 - rate design structure and implementation,
 - capital structures established for rate-setting purposes,
 - regulatory assets,
 - non-regulated and affiliate transactions,
 - franchise renewals,
 - authorization to operate facilities,
 - environmental or safety matters, including the potential impact of legislative and regulatory actions related to climate change and pipeline safety,
 - taxes,
 - pension and other postretirement benefit liabilities and funding obligations, or
 - accounting standards;
- The results of litigation;
- The availability of and access to, in general, funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) operating cash flow, or (iii) access to the capital markets;
- Retention of, ability to attract, ability to collect from, and conservation efforts of, customers;
- Our ability to comply with all covenants in our indentures and credit facilities any violations of which, if not cured in a timely manner, could trigger a default of our obligation;
- Energy commodity market conditions;
- Discovery of material weakness in internal controls;
- The disruption, failure or malfunction of our operational and information technology systems, including due to cyberattacks; and
- Employee workforce issues, including but not limited to labor disputes, the inability to attract and retain key talent, and future wage and employee benefit costs, including costs resulting from changes in discount rates and returns on benefit plan assets.

Readers are urged to consider the risks, uncertainties, and other factors that could affect our business as described in this report. All forward-looking statements made in this report rely upon the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995. We do not, by including this statement, assume any obligation to review or revise any particular forward-looking statement in light of future events.

Item 1. Business

OVERVIEW

Spire Inc. (“Spire”) was formed in 2000 and is the holding company for Spire Missouri Inc. (“Spire Missouri”), Spire Alabama Inc. (“Spire Alabama”), other gas utilities, and gas-related businesses. Spire Missouri was formed in 1857 and Spire Alabama was formed in 1948 by the merger of two gas companies. Spire is committed to transforming its business and pursuing growth through growing organically, investing in infrastructure, and advancing through innovation. The Company has two key business segments: Gas Utility and Gas Marketing.

The Gas Utility segment includes the regulated operations of Spire Missouri, Spire Alabama, Spire Gulf Inc. (“Spire Gulf”) and Spire Mississippi Inc. (“Spire Mississippi”) (collectively, the “Utilities”). The business of the Utilities is subject to seasonal fluctuations with the peak period occurring in the winter heating season, typically November through April of each fiscal year. Spire Missouri is a public utility engaged in the purchase, retail distribution and sale of natural gas, with primary offices located in St. Louis, Missouri. Spire Missouri is the largest natural gas distribution utility system in Missouri, serving approximately 1.2 million residential, commercial and industrial customers in St. Louis, Kansas City, and other areas in Missouri. Spire Alabama is a public utility engaged in the purchase, retail distribution and sale of natural gas principally in central and northern Alabama, serving more than 0.4 million residential, commercial and industrial customers with primary offices located in Birmingham, Alabama. Spire Gulf and Spire Mississippi are utilities engaged in the purchase, retail distribution and sale of natural gas to 0.1 million customers in the Mobile, Alabama area and south-central Mississippi.

The Gas Marketing segment includes Spire Marketing Inc. (“Spire Marketing”), a wholly owned subsidiary providing natural gas marketing services.

As of September 30, 2021, Spire had 3,710 employees, including 2,489 for Spire Missouri and 993 for Spire Alabama. We believe that:

1. the safety and well-being of our employees is one of our most important responsibilities,
2. the development, education and advancement of employees is key to our sustainability, and
3. embracing an inclusive workforce full of diverse backgrounds and perspectives drives innovation.

We continue to implement processes, procedures and programs that have helped us reduce our employee injury rate for the seventh fiscal year in a row, marking a 3% year-over-year improvement and an overall improvement of 59% since fiscal year 2015. Due to our swift and strategic response to coronavirus disease 2019 (COVID-19), we did not furlough or lay off any employees in fiscal year 2020 or 2021. We offer incentives for weight management and gym membership, as well as employee assistance programs to provide counseling services and emotional support, and in 2020, we created a formalized comprehensive well-being program that focuses on the physical, emotional, social and financial health of every employee.

All employees have access to developmental assessments, customized training, specialized degree programs, and partnerships with best-in-class organizations related to industry courses, leadership and management workshops and computer application development seminars. In addition, all employees are eligible for up to \$6,000 per year in tuition assistance and have access to the Spire Learning Center, our robust internal learning management system. In their first year, each construction and maintenance employee receives 80 hours of safety training, while each service and installation employee receives 200 hours. Field operations employees average 24 hours of technical and procedural training annually.

We regularly review and adjust our affirmative action plans based on placement and utilization rates, and we strive to create an even more diverse and inclusive work environment by committing to and achieving the goals of the CEO Action for Diversity & Inclusion Pledge. Our Human Rights Policy demonstrates that Spire understands its universal responsibility to respect human rights and provides the basis for publicly affirming our values and embedding the responsibility into Spire’s operations and the way we do business.

Spire uses its website, SpireEnergy.com, as a routine channel for distribution of important information including news releases, analyst presentations and financial information. The information Spire, Spire Missouri and Spire Alabama file or furnish to the United States (U.S.) Securities and Exchange Commission (SEC), including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and their amendments, and proxy statements are available free of charge under “Filings & reports” in the Investors section of Spire’s website, SpireEnergy.com, as soon as reasonably practical after the information is filed with or furnished to the SEC. Information contained on Spire’s website is not incorporated by reference in this report. The SEC also maintains a website that contains Spire’s SEC filings (sec.gov).

GAS UTILITY

Natural Gas Supply

The Utilities’ fundamental gas supply strategy is to meet the two-fold objective of 1) ensuring a dependable gas supply is available for delivery when needed and 2) insofar as is compatible with that dependability, purchasing gas that is economically priced. In structuring their natural gas supply portfolio, the Utilities focus on natural gas assets that are strategically positioned to meet the Utilities’ primary objectives.

Spire Missouri focuses its gas supply portfolio around a number of large natural gas suppliers with equity ownership or control of assets strategically situated to complement its regionally diverse firm transportation arrangements. Spire Missouri utilizes Midcontinent, Gulf Coast, Northeast, and Rocky Mountain gas sources to provide a level of supply diversity that facilitates the optimization of pricing differentials as well as protecting against the potential of regional supply disruptions. Further, Spire STL Pipeline LLC (“Spire STL Pipeline”), a wholly owned subsidiary of Spire, may deliver up to 400,000 million British thermal units (MMBtu) per day of natural gas into eastern Missouri, of which Spire Missouri is the foundation shipper with a contractual commitment of 350,000 MMBtu per day. See related discussion under the caption “—The Utilities’ ability to meet their customers’ natural gas requirements may be impaired if contracted gas supplies, interstate pipeline and/or storage services are not available or delivered in a timely manner” under Item 1A, Risk Factors, and in Note 15, Regulatory Matters, of the Notes to Financial Statements in Item 8.

In fiscal year 2021, Spire Missouri purchased natural gas from 31 different suppliers to meet its total service area current gas sales and storage injection requirements. Spire Missouri entered into firm agreements with suppliers including major producers and marketers providing flexibility to meet the temperature-sensitive needs of its customers. Natural gas purchased by Spire Missouri for delivery to its service areas included 52.1 billion cubic feet (Bcf) on the Southern Star Central Gas Pipeline, Inc. (Southern Star), 31.2 Bcf through the Spire STL Pipeline system, 24.1 Bcf through the Enable Mississippi River Transmission LLC (MRT) system, and a combined 18.0 Bcf on the Tallgrass Interstate Gas Transmission, LLC (TIGT), Panhandle Eastern Pipe Line Company, LP (PEPL), Missouri Gas Pipeline LLC (MOGAS) and Rockies Express Pipeline, LLC (REX) pipeline systems. Spire Missouri also holds firm transportation arrangements on several other interstate pipeline systems that provide access to gas supplies upstream. Some of Spire Missouri’s commercial and industrial customers purchased their own gas with Spire Missouri transporting 58.6 Bcf to them through its distribution system.

The fiscal year 2021 peak day send out of natural gas to Spire Missouri customers, including transportation customers, occurred on February 15, 2021. The average temperature was 2 degrees Fahrenheit in St. Louis and negative 4 degrees Fahrenheit in Kansas City. On that day, Spire Missouri’s customers consumed 1.93 Bcf of natural gas. For eastern Missouri, this peak day demand was met with natural gas transported to St. Louis through the MRT, MOGAS, Spire STL Pipeline, and Southern Star transportation systems, and from Spire Missouri’s on-system storage. For western Missouri, this peak day demand was met with natural gas transported to Kansas City through the Southern Star, PEPL, TIGT, and REX transportation systems.

Spire Alabama’s distribution system is connected to two major interstate natural gas pipeline systems, Southern Natural Gas Company, L.L.C. (Southern Natural Gas) and Transcontinental Gas Pipe Line Company, LLC (Transco). It is also connected to two intrastate natural gas pipeline systems.

Spire Alabama purchases natural gas from various natural gas producers and marketers. Certain volumes are purchased under firm contractual commitments with other volumes purchased on a spot market basis. The purchased volumes are delivered to Spire Alabama's system using a variety of firm transportation, interruptible transportation and storage capacity arrangements designed to meet the system's varying levels of demand.

In fiscal 2021, Spire Alabama purchased natural gas from 26 different suppliers to meet current gas sales, storage injection, and liquefied natural gas (LNG) liquefaction requirements, of which three are under long-term supply agreements. Approximately 76.1 Bcf was purchased for delivery by Southern Natural Gas, 5.8 Bcf by Transco, and 9.7 Bcf through intrastate pipelines to the Spire Alabama delivery points for its residential, commercial, and industrial customers.

The fiscal 2021 peak day send out for Spire Alabama was 0.6 Bcf on February 16, 2021, when the average temperature was 22 degrees Fahrenheit in Birmingham, of which 100% was met with supplies transported through Southern Natural Gas, Transco, intrastate facilities, and one of the four LNG peak shaving facilities.

Spire Gulf's distribution system is directly connected to interstate pipelines, natural gas processing plants and gas storage facilities. Spire Gulf buys from a variety of producers and marketers, with BP Energy Company being the primary supplier.

Natural Gas Storage

Spire Missouri believes it currently has ample storage capacity to meet the demands of its distribution system, particularly to augment its supply during peak demand periods; however, see related discussion of Spire STL Pipeline under the caption "—The Utilities' ability to meet their customers' natural gas requirements may be impaired if contracted gas supplies, interstate pipeline and/or storage services are not available or delivered in a timely manner" under Item 1A, Risk Factors, and in Note 15, Regulatory Matters, of the Notes to Financial Statements in Item 8. Spire Missouri has a contractual right to store 21.5 Bcf of gas in MRT's storage facility located in Unionville, Louisiana, 16.3 Bcf of gas storage in Southern Star's system storage facilities located in Kansas and Oklahoma, and 1.4 Bcf of firm storage on PEPL's system storage. MRT's tariffs allow injections into storage from May 1 through November 1 and require the withdrawal from storage of all but 4.3 Bcf from November 1 through May 1. Southern Star tariffs allow both injections and withdrawals into storage year-round with ratchets that restrict the associated flows dependent upon the underlying inventory level per the contracts.

In addition, Spire Missouri supplements pipeline gas with natural gas withdrawn from its own underground storage field located in St. Louis and St. Charles Counties in Missouri. The field is designed to provide approximately 0.3 Bcf of natural gas withdrawals on a peak day and maximum annual net withdrawals of approximately 4.0 Bcf of natural gas based on the inventory level that Spire Missouri plans to maintain.

Spire Alabama has a contractual right to store 12.7 Bcf of gas with Southern Natural Gas, 0.2 Bcf of gas with Transco and 0.2 Bcf of gas with Tennessee Gas Pipeline. In addition, Spire Alabama has 2.0 Bcf of LNG storage that can provide the system with up to an additional 0.2 Bcf of natural gas daily to meet peak day demand.

Spire Gulf obtains adequate storage capacity through Gulf South Pipeline Company, LP, and Enstor Gas, LLC's Bay Gas Storage.

Union Agreements

The Company believes labor relations with its employees are good. Should that condition change, the Company could experience labor disputes, work stoppages or other disruptions that could negatively impact the Company's system operations, customer service, results of operations and cash flows.

The following table presents the Company's various labor agreements as of September 30, 2021:

Union	Local	Employees Covered	Contract Start Date	Contract End Date
Spire Missouri				
United Steel, Paper and Forestry, Rubber Manufacturing, Allied-Industrial and Service Workers International Union (USW)	884	68	August 10, 2021	July 31, 2024
USW	11-6	911	August 1, 2021	July 31, 2024
USW	11-6-03 (fka 11-194)	115	August 1, 2021	July 31, 2024
USW	12561	137	October 9, 2019	July 31, 2022
USW	14228	46	October 9, 2019	July 31, 2022
USW	11-267	29	October 9, 2019	July 31, 2022
International Brotherhood of Electrical Workers	53	1	July 8, 2020	September 30, 2022
Gas Workers Metal Trades locals of the United Association of Journeyman and Apprentices of the Plumbing and Pipefitting Industry of the United States and Canada	781-Kansas City	230	September 21, 2019	July 31, 2022
Gas Workers Metal Trades locals of the United Association of Journeyman and Apprentices of the Plumbing and Pipefitting Industry of the United States and Canada	781-Monett	52	September 21, 2019	July 31, 2022
Total Spire Missouri		1,589		
Spire Alabama				
USW	12030	238	May 1, 2020	April 30, 2023
United Association of Gas Fitters	548	220	May 1, 2019	April 30, 2022
Total Spire Alabama		458		
Spire Gulf				
USW	541	67	August 1, 2020	July 31, 2023
Total Spire		<u>2,114</u>		

Operating Revenues and Customer Information

The following tables present information on Spire's revenues and therms sold and transported (before intersegment eliminations), and annual average numbers of customers for the three years ended September 30, 2021, 2020 and 2019.

Gas Utility Operating Revenues (% of Total)

	2021	2020	2019
Residential	58%	68%	68%
Commercial & Industrial	28%	22%	23%
Transportation	6%	6%	6%
Other	8%	4%	3%
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>

Gas Utility Therms Sold and Transported (In millions)

	2021	2020	2019
Residential	1,091.0	1,054.2	1,132.9
Commercial & Industrial	488.6	473.4	525.2
Transportation	1,647.0	1,670.5	1,673.2
Interruptible	15.3	14.8	16.2
Total System	<u>3,241.9</u>	<u>3,212.9</u>	<u>3,347.5</u>
Off-System	70.8	84.9	38.5
Total	<u>3,312.7</u>	<u>3,297.8</u>	<u>3,386.0</u>

Gas Utility Customers	2021	2020	2019
Residential	1,612,385	1,599,693	1,584,570
Commercial & Industrial	112,635	112,566	112,561
Transportation	846	847	842
Interruptible	63	67	69
Total	<u>1,725,929</u>	<u>1,713,173</u>	<u>1,698,042</u>

Total annual average number of customers for Spire Missouri and Spire Alabama for fiscal 2021 was 1,194,781 and 428,427, respectively.

Regulatory Matters

For details on regulatory matters, see Note 15, Regulatory Matters, of the Notes to Financial Statements in Item 8.

Other Pertinent Matters

Spire Missouri is the only distributor of natural gas within its franchised service areas, while Spire Alabama is the main distributor of natural gas in its service areas. Spire Missouri and Spire Alabama have franchises in nearly all the communities where they provide service with terms varying from five years to an indefinite duration. A franchise is essentially a municipal permit to install and maintain pipes and construct other facilities in the community. All of the franchises are free from unduly burdensome restrictions and are adequate for the conduct of Spire Missouri's and Spire Alabama's current public utility businesses in their respective states. In recent years, although certain franchise agreements have expired, the Utilities have continued to provide service in those communities without formal franchises.

The principal competition for the Utilities comes from the local electric companies. Other competitors in the service areas include suppliers of fuel oil, coal, and propane, as well as natural gas pipelines that can directly connect to large volume customers. Coal has been price competitive as a fuel source for very large boiler plant loads, but environmental requirements have shifted the economic advantage to natural gas. Oil and propane can be used to fuel boiler loads and certain direct-fired process applications, but these fuels require on-site storage, thus limiting their competitiveness. Competition also comes from district steam systems in the downtown areas of both St. Louis and Kansas City and from municipally or publicly owned natural gas distributors located adjacent to the Alabama service territories.

Residential, commercial, and industrial customers represent approximately 87% and 82% of fiscal 2021 operating revenues for Spire Missouri and Spire Alabama, respectively. Given the current level of natural gas supply and market conditions, the Utilities believe that the relative comparison of natural gas equipment and operating costs with those of competitive fuels will not change significantly in the foreseeable future, and that these markets will continue to be supplied by natural gas. In new multi-family and commercial rental markets, the Utilities' competitive exposures are presently limited to space and water heating applications.

Spire Missouri and Spire Alabama offer gas transportation service to its large commercial and industrial customers. Transportation customers represent approximately 2% and 16% of fiscal 2021 operating revenues for Spire Missouri and Spire Alabama, respectively. The Spire Missouri tariff approved for that type of service produces a margin similar to that which Spire Missouri would have received under their regular sales rates. Similarly, Spire Alabama's tariff is based on Spire Alabama's sales profit margin so that operating margins are unaffected.

The Utilities are subject to various environmental laws and regulations that, to date, have not materially affected the Utilities' or the Company's financial position and results of operations. For a detailed discussion of environmental matters, see Note 16, Commitment and Contingencies, of the Notes to Financial Statements in Item 8.

GAS MARKETING

Spire Marketing is engaged in the marketing of natural gas and related services throughout the United States, which includes customers within and outside of the Utilities' service areas. For fiscal 2021 and 2020, Spire Marketing volumes averaged 2.02 Bcf/day and 2.13 Bcf/day, respectively. The majority of Spire Marketing's business is derived from the procurement and physical delivery of natural gas to a diverse customer base, primarily in the central and southern U.S. Through its retail operations, Spire Marketing offers natural gas marketing services to large commercial and industrial customers, while its wholesale business consists of producers, pipelines, power generators, municipalities, storage operators, and utility companies. Wholesale activities currently represent a majority of the total Gas Marketing business. The Gas Marketing strategy is to leverage its market expertise and risk management skills to manage and optimize the value of its portfolio of commodity, transportation, park and loan, and storage contracts while controlling costs and acting on new marketplace opportunities.

In the course of its business, Spire Marketing enters into agreements to purchase natural gas at a future date in order to lock up supply to cover future sales commitments to its customers. To secure access to the markets it serves, Spire Marketing contracts for transportation capacity on various pipelines from pipeline companies directly and from other parties through the secondary capacity market. Throughout fiscal 2021, Spire Marketing held approximately 1.1 Bcf per day of firm transportation capacity. In addition, to ensure reliability of service and to provide operational flexibility, Spire Marketing enters into firm storage contracts and interruptible park and loan transactions with various companies, where it is able to buy and retain gas to be delivered at a future date, at which time it sells the natural gas to third parties. As of September 30, 2021, Spire Marketing has contracted for approximately 22.8 Bcf of such storage and park and loan capacity for the 2021-2022 winter season.

OTHER

Other components of the Company's consolidated information include:

- unallocated corporate items, including certain debt and associated interest costs;
- Spire STL Pipeline and Spire Storage West LLC ("Spire Storage"), described below; and
- Spire's subsidiaries engaged in the operation of a propane pipeline, the compression of natural gas, and risk management, among other activities.

Spire STL Pipeline is a wholly owned subsidiary of Spire which owns and operates a 65-mile pipeline connecting the Rockies Express Pipeline in Scott County, Illinois, to delivery points in St. Louis County, Missouri, including Spire Missouri's storage facility. Its pipeline is under the jurisdiction of the Federal Energy Regulatory Commission (FERC), was placed into service in November 2019, and is currently permitted to deliver natural gas supply into eastern Missouri. Spire STL Pipeline's operating revenue is derived primarily from Spire Missouri as its foundation shipper. The pipeline is currently operating under a temporary emergency certificate authorization from the FERC through December 13, 2021. See related discussion under the caption "—Failing to secure a permanent re-authorization of the Spire STL Pipeline to operate could adversely affect the Company" under "Item 1A. Risk Factors" and in Note 15, Regulatory Matters, of the Notes to Financial Statements in Item 8.

Spire Storage is engaged in the storage of natural gas in the western region of the United States. The facility consists of two storage fields operating under one FERC market-based rate tariff currently authorized to provide up to 39 Bcf of storage capacity to customers.

Item 1A. Risk Factors

Spire's and the Utilities' business and financial results are subject to a number of risks and uncertainties, including those set forth below. The risks described below are those the Company and the Utilities consider to be material. When considering any investment in Spire or the Utilities' securities, investors should carefully consider the following information, as well as information contained in the caption "Forward-Looking Statements," Item 7A, and other documents Spire, Spire Missouri, and Spire Alabama file with the SEC. This list is not exhaustive, and Spire's and the Utilities' respective management places no priority or likelihood based on the risk descriptions, order of presentation or grouping by subsidiary. All references to dollar amounts are in millions.

RISKS AND UNCERTAINTIES THAT RELATE TO THE BUSINESS AND FINANCIAL RESULTS OF SPIRE AND ITS SUBSIDIARIES

Failing to secure a permanent re-authorization of the Spire STL Pipeline to operate could adversely affect the Company.

On June 22, 2021, the U.S. Court of Appeals for the District of Columbia Circuit issued an order vacating Spire STL Pipeline's certificates to operate by the FERC and remanding the proceeding back to the FERC, which took effect on October 8, 2021. The FERC, however, has issued a temporary emergency certificate authorization for the continued operation of the Spire STL Pipeline through December 13, 2021, unless otherwise shortened or revoked. Whether to extend the temporary emergency authorization or issue a new temporary authorization remains pending with the FERC. Also pending with the FERC is its decision on remand regarding whether to grant or deny permanent re-authorization of the pipeline. The commissioners' statements at the November 18, 2021 FERC open meeting suggest they do not intend to allow the pipeline's authorization to lapse in a manner that causes service to be interrupted this winter; however, they have not yet issued an order to extend the temporary authorization through the end of the 2021-2022 winter, and there is no assurance that the FERC will act to do so.

The court decision to vacate the Spire STL Pipeline's Certificate of Public Convenience and Necessity previously issued by the FERC in 2018 could, depending on the course of action the FERC takes, cause a temporary or permanent halt in the natural gas supply transported by the pipeline or result in new regulatory conditions imposed on the pipeline, any of which could adversely affect the Company (including Spire Missouri) and our customers.

Spire Missouri relies on the Spire STL Pipeline to transport natural gas into the St. Louis region. In the event the pipeline is taken out of service or even as a result of regulatory uncertainty and business constraints associated with ongoing temporary authorization of the pipeline, Spire Missouri's customers, financial condition and results of operations may be adversely impacted, which could result in a material adverse effect on the Company's financial condition and operating results, as discussed under RISKS THAT RELATE TO THE GAS UTILITY SEGMENT below.

In addition, in the event the pipeline is taken out of service, the Company's financial condition and results of operations may be adversely impacted by impairment of Spire STL Pipeline's assets, currently carried at over \$270 million, and other effects. Spire STL Pipeline will continue to pursue all legal and regulatory avenues to ensure its continued and future operation.

Reductions in capacity of interconnecting, third-party pipelines could cause a reduction in volumes transported by the Spire STL Pipeline, which could adversely affect the Company.

Spire STL Pipeline is dependent upon third-party pipelines and other facilities to provide delivery options to and from its pipeline. If any pipeline connection were to become unavailable for volumes of natural gas due to repairs, damage to the facility, lack of capacity or any other reason, Spire STL Pipeline's ability to continue shipping natural gas to end markets could be restricted, and to the extent not mitigated by contractual indemnification, insurance or tariffs, would thereby reduce its revenues. Any permanent interruption at any key pipeline interconnect that causes a material reduction in volumes transported on its pipeline could result in an impairment loss that could have a material adverse effect on the Company's financial condition and operating results.

As a holding company, Spire depends on its operating subsidiaries to meet its financial obligations.

Spire is a holding company with no significant assets other than the stock of its operating subsidiaries and cash investments. Spire, and Spire Missouri prior to the holding company's formation in 2000, has paid common stock dividends continuously since 1946. Spire's ability to pay dividends to its shareholders is dependent on the ability of its subsidiaries to generate sufficient net income and cash flows to pay upstream dividends and make loans or loan repayments. In addition, because it is a holding company and the substantial portion of its assets are represented by its holdings in the Utilities, the risks faced by the Utilities as described below under RISKS THAT RELATE TO THE GAS UTILITY SEGMENT may also adversely affect Spire's cash flows, liquidity, financial condition and results of operations.

A downgrade in Spire's and/or its subsidiaries' credit ratings may negatively affect its ability to access capital and its cost of capital.

Currently, Spire, Spire Missouri, and Spire Alabama have investment grade credit ratings. There is no assurance that such credit ratings for any of the Spire companies will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency's judgment, circumstances so warrant. Spire has a working capital line of credit to meet its short-term liquidity needs. Spire's line of credit may be used to meet the liquidity needs of any of its subsidiaries, subject to sublimits. If the rating agencies lowered the credit rating at any of these entities, particularly below investment grade, it might significantly limit that entity's ability to secure new or additional credit facilities and would increase its costs of borrowing. Spire's or the Utilities' ability to borrow under current or new credit facilities and costs of that borrowing have a direct impact on their ability to execute their operating strategies.

Pipeline integrity programs and repairs may impose significant costs and liabilities on the Company.

The U.S. Pipeline and Hazardous Materials Safety Administration (PHMSA) requires pipeline operators to develop integrity management programs to comprehensively evaluate certain areas along their pipelines and to take additional measures to protect pipeline segments located in "high consequence areas" where a leak or rupture could potentially do the most harm. As the operator of a pipeline, Spire STL Pipeline is required to:

- perform ongoing assessments of pipeline integrity;
- identify and characterize applicable threats to pipeline segments that could impact a "high consequence area";
- improve data collection, integration and analysis;
- repair and remediate the pipeline as necessary; and
- implement preventative and mitigating actions.

The Company is required to maintain pipeline integrity testing programs that are intended to assess pipeline integrity. Any repair, remediation, preventative or mitigating actions may require significant capital and operating expenditures. Should the Company fail to comply with applicable statutes and the PHMSA Office of Pipeline Safety's rules and related regulations and orders, it could be subject to significant penalties and fines.

We face risks related to widespread public health concerns, such as the COVID-19 outbreak.

The actual or perceived effects of a disease outbreak, epidemic, pandemic or similar widespread public health concern, such as COVID-19, could negatively affect our operations, liquidity, financial condition, cash flows and results of operations. The outbreak of COVID-19 has adversely impacted economic activity and conditions worldwide. In particular, efforts to control the spread of COVID-19 led to shutdowns of customer operations and disrupted financial markets and supply chains.

During fiscal 2020 and, to a lesser extent, 2021, we experienced impacts on our results of operations as a result of COVID-19 including, but not limited to:

- reduced collection of late payment charges, lower revenue on commercial and industrial volumes;
- increased bad debt expenses;
- increases in certain operational expenses such as enhanced cleaning and personal protection equipment;
- decreases in expense for travel and medical claims; and
- higher residential customer charges due to a temporary moratorium on disconnections.

We are continuing to assess the developments involving our workforce, customers and suppliers, as well as the ongoing response of federal and state authorities, our regulators and other business and community leaders. For example, the Company is currently reviewing the potential financial impacts related to the emergency temporary standard related to COVID-19 vaccination and testing released by the Occupational Safety and Health Administration on November 4, 2021. An extended slowdown of the United States' economy or demand for commodities and/or material changes in government policy in response to COVID-19 could result in lower demand for natural gas, particularly among our commercial and industrial customers, as well as negatively impact the ability of our customers, contractors, suppliers and other business partners to remain in business or return to reasonable business activity in the near future. While the crisis has not had a material effect on the Company to date, the impacts continue to unfold, and the full extent of future developments is not known at this time and may have a material impact on our results of operations, financial condition, liquidity and prospects. We have identified the following potential categories of risks for Spire, Spire Missouri and Spire Alabama outside of those already experienced through September 2021:

- The health, safety and productivity of our workforce, including in a physically dispersed environment;
- Decreases in non-essential operational functions and/or capital investment;
- Supply chain impacts due to decreased production and imports of materials and supplies;
- The impact on operating results due to increased costs, lower demand in Spire's service territories and/or lower fees associated with suspending service disconnections and other billing practices or other moratoriums;
- The impact of new regulatory actions that could increase costs or provide for future regulatory recovery of those costs;
- Spire's continued ability to access normal functioning capital markets in a prolonged economic downturn;
- Adverse investment performance for postretirement benefit plan assets or the failure to maintain sustained growth in these investments over time could lead to an increase in our plan costs and funding requirements related to the plans; and
- Cybersecurity risks associated with a portion of our workforce working remotely.

Spire is an essential business and continues to operate, while adhering to precautionary safety measures, to ensure that critical infrastructure improvements continue and to maintain the safety of the gas distribution network.

To the extent the COVID-19 health crisis adversely affects our business, it may also have the effect of heightening many of the other risks described in this item.

Climate change and regulatory and legislative developments in the energy industry related to climate change may in the future adversely affect operations and financial results.

Climate change, and regulatory, public policy, or legislative changes to address the potential for climate change, could adversely affect operations and financial results of the Company. Management believes it is likely that any such resulting impacts would occur over a long period of time and thus would be difficult to quantify with any degree of specificity. To the extent climate change results in warmer temperatures, financial results could be adversely affected through lower gas volumes and revenues and lack of marketing opportunities. Another possible impact of climate change may be more frequent and more severe weather events, such as hurricanes and tornadoes, which could increase costs to repair damaged facilities and restore service to customers or result in lost revenues if the Company were unable to deliver natural gas to customers. To the extent such impacts are not covered by insurance or recovered in rates, this could have a material adverse effect on the Company's financial condition, operating results and cash flows.

In addition, there have been a number of federal, state and local legislative and regulatory initiatives proposed in recent years in an attempt to control or limit the effects of global warming and overall climate change, including greenhouse gas emissions, such as methane and carbon dioxide. The adoption in the future of this type of legislation by Congress or similar legislation by states or localities, or the adoption of related regulations by federal, state or local governments mandating a substantial reduction in greenhouse gas emissions, restricting the use of fossil fuels, such as natural gas, or restricting the construction of infrastructure necessary to deliver natural gas to customers could have far-reaching and significant impacts on the energy industry. Such new legislation or regulations could result in increased compliance costs or additional operating restrictions, affect the demand for natural gas or impact the prices charged to customers. At this time, we cannot predict the potential impact of such laws or regulations that may be adopted on the Company's and the Utilities' future business, financial condition or financial results.

Transporting, distributing, and storing natural gas and propane involves numerous risks that may result in accidents and other operating risks and costs.

Natural gas transportation, distribution and storage activities inherently involve a variety of hazards and operations risks, such as leaks, accidental explosions, damage caused by third parties, and mechanical problems, which could cause substantial financial losses. In addition, these risks could result in serious injury to employees and non-employees, loss of human life, significant damage to property, environmental pollution, impairment of operations, and substantial losses to the Company and its subsidiaries. The location of pipelines and storage facilities near populated areas, including residential areas, commercial business centers, and industrial sites, could increase the level of damages resulting from these risks. Similar risks also exist for Spire Missouri's propane storage, transmission and minor distribution operations. These activities may subject the Company to litigation or administrative proceedings. Such litigation or proceedings could result in substantial monetary judgments, fines, or penalties against the Company and its subsidiaries or be resolved on unfavorable terms. The Utilities and other Spire businesses are subject to federal and state laws and regulations requiring them to maintain certain safety and system integrity measures by identifying and managing storage and pipeline risks. Compliance with these laws and regulations, or future changes in these laws and regulations, may result in increased capital, operating and other costs which may not be recoverable in a timely manner from customers in rates. In accordance with customary industry practices, the Utilities and other Spire businesses maintain insurance against a significant portion, but not all, of these risks and losses. To the extent that the occurrence of any of these events is not fully covered by insurance, it could adversely affect the financial condition and results of operations of the Company and its subsidiaries.

In connection with acquisitions, Spire and Spire Missouri recorded goodwill and long-lived assets that could become impaired and adversely affect its financial condition and results of operations.

Spire and Spire Missouri assess goodwill for impairment annually or more frequently if events or circumstances occur that would more likely than not reduce the fair value of a reporting unit below its carrying value. The Company and Spire Missouri assess their long-lived assets for impairment whenever events or circumstances indicate that an asset's carrying amount may not be recoverable. To the extent the value of goodwill or long-lived assets becomes impaired, the Company and Spire Missouri may be required to incur impairment charges that could have a material impact on their results of operations.

Since interest rates are a key component, among other assumptions, in the models used to estimate the fair values of the Company's reporting units, rises in interest rates would generally decrease the calculated fair values and future impairments may occur. Due to the subjectivity of the assumptions and estimates underlying the impairment analysis, Spire and Spire Missouri cannot provide assurance that future analyses will not result in impairment. These assumptions and estimates include projected cash flows, current and future rates for contracted capacity, growth rates, weighted average cost of capital and market multiples.

Changes to income tax policy, certain tax elections, tax regulations and future taxable income could adversely impact the Company's financial condition and results of operations.

The Company has significantly reduced its current federal and state income tax obligations over the past few years through tax planning strategies including the use of bonus depreciation deductions for certain expenditures for property. As a result, the Company has generated large annual taxable losses that have resulted in significant federal and state net operating losses. The Company plans to utilize these net operating losses in the future to reduce income tax obligations. The value of these net operating losses could be reduced if the Company cannot generate enough taxable income in the future to utilize all of the net operating losses generated prior to the Tax Cuts and Jobs Act of 2017 before they expire due to lower than expected financial performance or regulatory actions.

Changes to income tax policy, laws and regulations, including but not limited to changes in tax rates, the deductibility of certain expenses including interest and state and local income taxes and/or changes in the deductibility of certain expenditures for property, could adversely impact the Company. Those impacts could include reducing the value of its net operating losses and could result in material charges to earnings. Further, the Company's financial condition and results of operations may be adversely impacted.

Spire's pension and other postretirement benefit plans are subject to investment and interest rate risk that could negatively impact its financial condition.

The Company and its subsidiaries have pension and other postretirement benefit plans that provide benefits to many of their employees and retirees. Costs of providing benefits and related funding requirements of these plans are subject to changes in the market value of the assets that fund the plans. The funded status of the plans and the related costs reflected in the Company's financial statements are affected by various factors, which are subject to an inherent degree of uncertainty, including economic conditions, financial market performance, interest rates, life expectancies and demographics. Recessions and volatility in the domestic and international financial markets have negatively affected the asset values of Spire's pension plans at various times in the past. Poor investment returns or lower interest rates may necessitate accelerated funding of the plans to meet minimum federal government requirements, which could have an adverse impact on the Company's and its subsidiaries' financial condition and results of operations. For more information, including regulatory provisions affecting the Utilities' plans, see Note 13, Pension Plans and Other Postretirement Benefits, of the Notes to Financial Statements in Item 8.

The Company's natural gas storage business includes inherent geologic and operational risks, as well as risks from competition and changes in market fundamentals.

In 2017 and 2018, the Company acquired two neighboring storage facilities, one of which had been operating in bankruptcy for an extended period. The Company has restructured to integrate these facilities into one, now known as Spire Storage, to increase capacity, improve operating performance, and improve the integrity of its storage fields and associated above-ground facilities. Any damage to the storage facility or pipelines, or lack of integrity to its storage fields, to the extent not covered by insurance, could have a material adverse effect on the Company's financial condition, operating results and cash flows.

The Company's storage assets are connected to third-party-owned pipelines. The continuing operation of such third-party pipelines is not within its control. If any of these pipelines become unable to transport, treat or process natural gas or natural gas liquids, or if the volumes it gathers or transports do not meet the quality requirements of such pipelines, the Company's revenues and cash flows could be adversely affected.

The Company does not own all the land on which its storage facilities were constructed, and it is, therefore, subject to the possibility of more onerous terms or increased costs to retain necessary land use, if and when applicable property rights expire or are renewed. Changes in the terms of such land use could have an adverse impact on the financial condition, results of operations and cash flows for the Company's storage business.

Spire Storage is subject to competition from similar services provided by pipelines and from competing independent storage providers capable of serving its customers. Natural gas storage is a competitive business, with competitors having the ability to expand storage capacity. Increased competition in the natural gas storage business could reduce the demand and drive rates down for the Company's natural gas storage services.

Storage businesses are affected by various gas market fundamentals which impact the level of demand for storage services and the rates that can be charged for these services. These market fundamentals include: seasonal price spread; monthly, daily and hourly price volatility; locational basis for pricing points on pipelines connected to a storage facility; seasonal, daily and hourly weather; and operational impacts in supply and market areas served by a storage facility and its connected pipelines. These fundamentals have varying and potentially material adverse impacts on the various services offered by storage facilities and the rates that can be charged for these services in the market. These services include long-term firm storage, short-term park and loan, wheeling, and optimization. Rates below the variable costs to operate a storage facility could result in a decision to not operate all the capacity in the facility or to operate the facility at a loss if required to fulfill firm customer contract obligations. A sustained decline in these rates or a shut-in of all or a portion of one or more facilities' capacity could have an adverse impact on the Company's financial condition, results of operations and cash flows.

RISKS THAT RELATE TO THE GAS UTILITY SEGMENT

Regulation of the Utilities' businesses may impact rates they are able to charge, costs, and profitability.

The Utilities are subject to regulation by federal, state and local authorities. At the state level, the Utilities are regulated in Missouri by the Missouri Public Service Commission (MoPSC), in Alabama by the Alabama Public Service Commission (APSC), and in Mississippi by the Mississippi Public Service Commission (MSPSC). These state public service commissions regulate many aspects of the Utilities' distribution operations, including construction and maintenance of facilities, operations, safety, the rates the Utilities may charge customers, the terms of service to their customers, transactions with their affiliates, the rate of return they are allowed to realize, and the accounting treatment for certain aspects of their operations. For further discussion of these accounting matters, see Regulatory Accounting under Critical Accounting Estimates in Item 7.

Accounting for the economics of rate regulation affects multiple financial statement line items, including property, plant, and equipment; regulatory assets and liabilities; operating revenues; and depreciation expense, and affects multiple disclosures in the Company's financial statements. There is a risk that the state public service commissions will not approve full recovery of the costs of providing utility service or recovery of all amounts invested in the utility business and a reasonable return on that investment. A material disallowance of deferred costs could adversely affect the Utilities' results of operations.

The MoPSC also approves Spire Missouri's Infrastructure System Replacement Surcharge (ISRS). The ISRS allows Spire Missouri expedited recovery for its investment to upgrade its infrastructure and enhance its safety and reliability without the necessity of a formal rate case. Such investments are subject to review, and there is risk that any material disallowance of costs under ISRS could adversely affect the timing of revenues.

The Utilities' ability to obtain and timely implement rate increases and rate supplements to maintain the current rate of return is subject to regulatory review and approval. There can be no assurance that they will be able to obtain rate increases or rate supplements or continue earning the current authorized rates of return. Spire Alabama's and Spire Gulf's rate setting process, Rate Stabilization and Equalization (RSE), is subject to regulation by the APSC and is implemented pursuant to APSC orders expiring September 30, 2022 and 2021, respectively. RSE adjustments would continue after those dates unless the APSC enters an order to the contrary in a manner consistent with the law. Spire Mississippi is subject to regulation by the MSPSC and utilizes the Rate Stabilization Adjustment (RSA) Rider. For further details, see Note 15, Regulatory Matters, of the Notes to Financial Statements in Item 8.

The Utilities could incur additional costs if required to adjust to new laws or regulations, revisions to existing laws or regulations or changes in interpretations of existing laws or regulations. In addition, as the regulatory environment for the natural gas industry increases in complexity, the risk of inadvertent noncompliance could also increase. If the Utilities fail to comply with applicable laws and regulations, whether existing or new, they could be subject to fines, penalties or other enforcement action by the authorities that regulate the Utilities' operations.

The Utilities' ability to meet their customers' natural gas requirements may be impaired if contracted gas supplies, interstate pipeline and/or storage services are not available or delivered in a timely manner.

In order to meet their customers' annual and seasonal natural gas demands, the Utilities must obtain sufficient supplies, interstate pipeline capacity, and storage capacity. If they are unable to obtain these, either from their suppliers' inability to deliver the contracted commodity or the inability to secure replacement quantities, to the extent not mitigated by tariffs, contractual indemnification or insurance, the Utilities' financial condition and results of operations may be adversely impacted. If a substantial disruption in interstate natural gas pipelines' transmission and storage capacity were to occur during periods of heavy demand, the Utilities' financial results could be adversely impacted.

In particular, the natural gas supply provided to Spire Missouri by Spire STL Pipeline is currently at risk due to the order issued by the U.S. Court of Appeals for the District of Columbia Circuit vacating the Spire STL Pipeline's Certificate of Public Convenience and Necessity previously issued by the FERC and remanding the matter back to the FERC for further action. In the event this pipeline is taken out of service, either temporarily or permanently, Spire Missouri's ability to secure new pipeline contracts on other systems serving the region may be significantly constrained, and Spire Missouri would not be able to replace that supply based on similar terms or at all over the short term based on current market and operating conditions. In the event that the Spire STL Pipeline is unavailable and an extreme weather event occurs, Spire Missouri would face heightened risks, including service outages and other disruptions; the need for service restoration, creating hazards for Spire Missouri, its employees, and its customers; the potential for loss of life and property in its service territory; and associated exposure to litigation or administrative proceedings. If this pipeline is taken out of service, Spire Missouri may need to design, construct, and place in service new facilities or modify existing facilities in order to receive gas from alternate sources, giving rise to additional regulatory and business risks and hazards.

Spire Missouri will continue to pursue all legal and regulatory avenues to ensure access to reliable, affordable and safe delivery of energy for eastern Missouri. If Spire Missouri is unable to obtain sufficient pipeline capacity to meet its customers' annual and seasonal natural gas demands, Spire Missouri's financial condition and results of operations may be adversely impacted which could result in a material adverse effect on the Company's financial condition and operating results.

The Utilities are involved in legal or administrative proceedings before various courts and governmental bodies that could adversely affect their results of operations, cash flows and financial condition.

The Utilities are involved in legal or administrative proceedings before various courts and governmental bodies with respect to general claims, rates, environmental issues, gas cost prudence reviews and other matters. For further details, see Contingencies in Note 16 to the financial statements in Item 8. Adverse decisions regarding these matters, to the extent they require the Utilities to make payments in excess of amounts provided for in their financial statements, or to the extent they are not covered by insurance, could adversely affect the Utilities' results of operations, cash flows and financial condition.

The Utilities' liquidity may be adversely affected by delays in recovery of their costs, due to regulation.

In the normal course of business, there is a lag between when the Utilities incur increases in certain of their costs and the time in which those costs are considered for recovery in the ratemaking process. Cash requirements for increased operating costs, increased funding levels of defined benefit pension and postretirement costs, capital expenditures, and other increases in the costs of doing business can require outlays of cash prior to the authorization of increases in rates charged to customers, as approved by the MoPSC, APSC, and MSPSC. Accordingly, the Utilities' liquidity can be adversely impacted to the extent higher costs are not timely recovered from their customers.

The Utilities' liquidity and, in certain circumstances, the Utilities' results of operations may be adversely affected by the cost of purchasing natural gas during periods in which natural gas prices are rising significantly.

The tariff rate schedules of Spire Missouri, Spire Gulf and Spire Mississippi contain Purchased Gas Adjustment (PGA) clauses and Spire Alabama's tariff rate schedule contains a Gas Supply Adjustment (GSA) rider that permit the Utilities to file for rate adjustments to recover the cost of purchased gas. Changes in the cost of purchased gas are flowed through to customers and may affect uncollectible amounts and cash flows and can therefore impact the amount of capital resources.

Currently, Spire Missouri is allowed to adjust the gas cost component of rates up to four times each year while Spire Alabama and Spire Gulf (collectively, the "Alabama Utilities") and Spire Mississippi may adjust the gas cost component of their rates on a monthly basis. Spire Missouri must make a mandatory gas cost adjustment at the beginning of the winter, in November, and during the next twelve months may make up to three additional discretionary gas cost adjustments, so long as each of these adjustments is separated by at least two months.

The MoPSC typically approves the Spire Missouri PGA changes on an interim basis, subject to refund and the outcome of a subsequent audit and prudence review. Due to such review process, there is a risk of a disallowance of full recovery of these costs. Any material disallowance of purchased gas costs would adversely affect results of operations. The Alabama Utilities' gas supply charges are submitted for APSC review on a monthly basis, regardless of whether there is a request for a change, so prudence review occurs on an ongoing basis. Spire Mississippi's PGA is adjusted on a monthly basis for the most recent charges and is filed at the MSPSC on a monthly basis.

Increases in the prices the Utilities charge for gas may also adversely affect revenues because they could lead customers to reduce usage and cause some customers to have trouble paying the resulting higher bills. These higher prices may increase bad debt expenses and ultimately reduce earnings. Rapid increases in the price of purchased gas may result in an increase in short-term debt.

To lower financial exposure to commodity price fluctuations, Spire Missouri enters into contracts to hedge the forward commodity price of its natural gas supplies. As part of this strategy, Spire Missouri may use fixed-price forward physical purchase contracts, swaps, futures, and option contracts. However, Spire Missouri does not hedge the entire exposure of energy assets or positions to market price volatility, and the coverage will vary over time. Any costs, gains, or losses experienced through hedging procedures, including carrying costs, generally flow through the PGA clause, thereby limiting Spire Missouri's exposure to earnings volatility. However, variations in the timing of collections of such gas costs under the PGA clause and the effect of cash payments for margin deposits associated with Spire Missouri's use of natural gas derivative instruments may cause short-term cash requirements to vary. These procedures remain subject to prudence review by the MoPSC.

Other than fixed-price forward physical purchase contracts, Spire Alabama currently does not utilize risk mitigation strategies that incorporate commodity hedge instruments but has the ability to do so through its GSA. Spire Gulf and Spire Mississippi typically hedge a portion of their gas supply for up to 30 months in advance.

Environmental laws and regulations may require significant expenditures or increase operating costs.

The Utilities are subject to federal, state and local environmental laws and regulations affecting many aspects of their present and future operations. These laws and regulations require the Utilities to obtain and comply with a wide variety of environmental licenses, permits, inspections, and approvals. Failure to comply with these laws and regulations and failure to obtain any required permits and licenses may result in costs to the Utilities in the form of fines, penalties or business interruptions, which may be material. In addition, existing environmental laws and regulations could be revised or reinterpreted and/or new laws and regulations could be adopted or become applicable to the Utilities or their facilities, thereby impacting the Utilities' cost of compliance. The discovery of presently unknown environmental conditions, including former manufactured gas plant sites, and claims against the Utilities under environmental laws and regulations may result in expenditures and liabilities, which could be material. To the extent environmental compliance costs are not fully covered by insurance or recovered in rates from customers, those costs may have an adverse effect on the Utilities' financial condition and results of operations.

The Utilities' business activities are concentrated in three states.

The Utilities provide natural gas distribution services to customers in Alabama, Mississippi, and Missouri. Changes in the regional economies, politics, regulations and weather patterns of these states could negatively impact the Utilities' growth opportunities and the usage patterns and financial condition of customers and could adversely affect the Utilities' earnings, cash flows, and financial position.

The Utilities may be adversely affected by economic conditions.

Periods of slowed economic activity generally result in decreased energy consumption, particularly by industrial and large commercial companies, a loss of existing customers, and fewer new customers especially in newly constructed buildings. As a consequence, national or regional recessions or other downturns in economic activity could adversely affect the Utilities' revenues and cash flows or restrict their future growth. Economic conditions in the Utilities' service territories may also adversely impact the Utilities' ability to collect accounts receivable, resulting in an increase in bad debt expense.

Because of competition, the Utilities may not be able to retain existing customers or acquire new customers, which could have an adverse impact on their business, operating results and financial condition.

The Utilities face the risk that larger commercial or industrial customers may bypass gas distribution services by gaining distribution directly from interstate pipelines or, in the case of Spire Alabama and Spire Gulf, also from municipally or publicly owned gas distributors located adjacent to its service territory. The Utilities cannot provide any assurance that increased competition will not have a material adverse effect on their business, financial condition or results of operations.

The Utilities compete with distributors offering a broad range of services and prices, from full-service distributors to those offering delivery only. The Utilities also compete for retail customers with suppliers of alternative energy products, principally propane and electricity. If they are unable to compete effectively, the Utilities may lose existing customers and/or fail to acquire new customers, which in the aggregate could have a material adverse effect on their business, operating results and financial condition.

Changes in the wholesale costs of purchased natural gas supplies may adversely impact the Utilities' competitive position compared with alternative energy sources.

Changes in wholesale natural gas prices compared with prices for electricity, fuel oil, coal, propane, or other energy sources may affect the Utilities' retention of natural gas customers and may adversely impact their financial condition and results of operations.

Significantly warmer-than-normal weather conditions, the effects of climate change, legislative and regulatory initiatives in response to climate change or in support of increased energy efficiency, and other factors that influence customer usage may affect the Utilities' sale of heating energy and adversely impact their financial position and results of operations.

The Utilities' earnings are primarily generated by the sale of heating energy. Spire Missouri and Spire Mississippi each have a Weather Normalization Adjustment rider, Spire Alabama has a Temperature Adjustment Rider, and Spire Gulf has a Weather Impact Normalization Factor. These mechanisms, approved by the respective state regulatory body, provide better assurance of the recovery of fixed costs and margins during winter months despite variations in sales volumes due to the impacts of weather, while the annual rate designs of Alabama and Mississippi help adjust for other factors that affect customer usage. However, significantly warmer-than-normal weather conditions in the Utilities' service areas and other factors, such as climate change, alternative energy sources and increased efficiency of gas furnaces and other appliances, may result in reduced profitability and decreased cash flows attributable to lower gas sales. Furthermore, continuation of these adjustment factors is subject to regulatory discretion.

In addition, legislative and regulatory initiatives by the federal, state and local governments addressing greenhouse gas emissions or restricting the use of natural gas could adversely affect customer demand. The promulgation of regulations of the emissions of greenhouse gases and efficiency for residential gas furnaces and other gas appliances or the potential enactment of congressional legislation addressing global warming and climate change may decrease customer usage, encourage fuel switching from gas to other energy forms, and may result in future additional compliance costs that could impact the Utilities' financial conditions and results of operations.

Regional supply/demand fluctuations and changes in national infrastructure, as well as regulatory discretion, may adversely affect the Utilities' ability to profit from off-system sales and capacity release.

Spire Missouri's and Spire Alabama's income from off-system sales and capacity release is subject to fluctuations in market conditions and changing supply and demand conditions in areas the Utilities hold pipeline capacity rights. Specific factors impacting the Utilities' income from off-system sales and capacity release include the availability of attractively priced natural gas supply, availability of pipeline capacity, and market demand. Income from off-system sales and capacity release is shared with customers. Spire Missouri and Spire Alabama are allowed to retain 25% of the net margins achieved as a result of such off-system sales and capacity releases. The Utilities' ability to retain such income in the future is subject to regulatory discretion.

RISKS THAT RELATE TO THE GAS MARKETING SEGMENT

Increased competition, fluctuations in natural gas commodity prices, expiration of supply and transportation arrangements, and infrastructure projects may adversely impact the future profitability of Gas Marketing.

Competition in the marketplace and fluctuations in natural gas commodity prices have a direct impact on the Gas Marketing business. Changing market conditions and prices, the narrowing of regional and seasonal price differentials and limited future price volatility may adversely impact its sales margins or affect its ability to procure gas supplies and/or to serve certain customers, which may reduce sales profitability and/or increase certain credit requirements caused by reductions in netting capability. Also, Gas Marketing profitability may be impacted by the effects of the expiration, in the normal course of business, of certain of its natural gas supply contracts if those contracts cannot be replaced and/or renewed with arrangements with similar terms and pricing. Although the FERC regulates the interstate transportation of natural gas and establishes the general terms and conditions under which Spire Marketing may use interstate gas pipeline capacity to purchase and transport natural gas, Spire Marketing must occasionally renegotiate its transportation agreements with a concentrated group of pipeline companies. Renegotiated terms of new agreements, or increases in FERC-authorized rates of existing agreements, may impact Gas Marketing's future profitability. Profitability may also be adversely impacted if pipeline capacity or future storage capacity secured is not fully utilized.

Reduced access to credit and/or capital markets may prevent the Gas Marketing business from executing operating strategies.

The Gas Marketing segment relies on its cash flows, ability to effect net settlements with counterparties, parental guaranties, and access to Spire's liquidity resources to satisfy its credit and working capital requirements. Spire Marketing's ability to rely on parental guaranties is dependent upon Spire's financial condition and credit ratings. If Spire's credit ratings were lowered, particularly below investment grade, counterparty acceptance of parental guaranties may diminish, resulting in decreased availability of credit. Additionally, under such circumstances, certain counterparties may require Spire Marketing to provide prepayments or cash deposits, amounts of which would be dependent upon natural gas market conditions. Reduced access to credit or increased credit requirements, which may also be caused by factors such as higher overall natural gas prices, may limit Spire Marketing's ability to enter into certain transactions. In addition, Spire Marketing has concentrations of counterparty credit risk in that a significant portion of its transactions are with (or are associated with) energy producers, utility companies, and pipelines. These concentrations of counterparties have the potential to affect the Company's overall exposure to credit risk, either positively or negatively, in that each of these three groups may be affected similarly by changes in economic, industry, or other conditions. Spire Marketing also has concentrations of credit risk in certain individually significant counterparties. Spire Marketing closely monitors its credit exposure and, although uncollectible amounts have not been significant, increased counterparty defaults are possible and may result in financial losses and/or capital limitations.

Risk management policies, including the use of derivative instruments, may not fully protect Spire Marketing's sales and results of operations from volatility and may result in financial losses.

In the course of its business, Spire Marketing enters into contracts to purchase and sell natural gas at fixed prices and index-based prices. Commodity price risk associated with these contracts has the potential to impact earnings and cash flows. To minimize this risk, Spire Marketing has a risk management policy that provides for daily monitoring of a number of business measures, including fixed price commitments.

Spire Marketing currently manages the commodity price risk associated with fixed-price commitments for the purchase or sale of natural gas by either closely matching the offsetting physical purchase or sale of natural gas at fixed prices or through the use of natural gas futures, options, and swap contracts traded on or cleared through the New York Mercantile Exchange, Inc. and/or the Intercontinental Exchange to lock in margins. These exchange-traded/cleared contracts may be designated as cash flow hedges of forecasted transactions. However, market conditions and regional price changes may cause ineffective portions of matched positions to result in financial losses. Additionally, to the extent that Spire Marketing's natural gas contracts are classified as trading activities or do not otherwise qualify for the normal purchases or normal sales designation (or the designation is not elected), the contracts are recorded as derivatives at fair value each period. Accordingly, the associated gains and losses are reported directly in earnings and may cause volatility in results of operations. Gains or losses (realized and unrealized) on certain wholesale purchase and sale contracts, consisting of those classified as trading activities, are required to be presented on a net basis (instead of a gross basis) in the statements of consolidated income. Such presentation could result in volatility in the Company's operating revenues.

As a natural gas market participant, Spire Marketing is subject to applicable FERC- and Commodity Futures Trading Commission (CFTC)-administered statutes, rules, regulations and orders, including those directed generally to prevent manipulation of or fraud involving natural gas physical transactions and financial instruments, such as futures, options and swaps. Spire Marketing could be subject to substantial penalties and fines by the FERC or CFTC, or both, for failure to comply with such rules.

Spire Marketing’s ability to meet its customers’ natural gas requirements may be impaired if contracted gas supplies and interstate pipeline services are not available or delivered in a timely manner.

Spire Marketing’s ability to deliver natural gas to its customers is contingent upon the ability of natural gas producers, other gas marketers, and interstate pipelines to fulfill delivery obligations to Spire Marketing under firm contracts. To the extent that it is unable to obtain the necessary supplies, Spire Marketing’s financial position and results of operations may be adversely impacted.

Regulatory and legislative developments pertaining to the energy industry may adversely impact Gas Marketing’s results of operations, financial condition and cash flows.

The Gas Marketing business is non-regulated, in that the rates it charges its customers are not currently established by or subject to approval by any regulatory body with jurisdiction over its business. However, it is subject to various laws and regulations affecting the energy industry. New regulatory and legislative actions may adversely impact Gas Marketing’s results of operations, financial condition, and cash flows by potentially reducing customer growth opportunities and/or increasing the costs of doing business.

Gas Marketing uses bilateral contracts and derivative instruments such as futures contracts, options and swaps to hedge or mitigate ongoing commercial risks. Most standardized swaps, under the Dodd-Frank Act, are required to be cleared through a registered clearing facility and traded on a designated exchange or swap execution facility, subject to certain exceptions. In addition, the CFTC’s rules require companies, including Spire Marketing, to maintain regulatory records of swap transactions, and to report swaps to centralized swap data repositories, among other compliance obligations. Although Spire Marketing may qualify for exceptions to certain of these CFTC rules, its derivatives counterparties are subject to capital, margin, documentation and business conduct requirements imposed as a result of the Dodd-Frank Act. These obligations may increase transaction costs and may make it more difficult for Spire Marketing to enter into hedging transactions on favorable terms or affect the number and/or creditworthiness of available swap counterparties. Spire Marketing’s inability to enter into derivatives instruments or other commercial risk hedging transactions on favorable terms, or at all, could increase operating expenses and expose it to unhedged commercial risks, including potential adverse changes in commodity prices.

In October 2020, the CFTC finalized its rules that modify and expand the applicability of speculative position limits on the amounts of certain futures contracts (including options thereon), cash-settled “lookalike” contracts for or linked to the commodities underlying the foregoing futures contracts, as well as economically equivalent swaps containing “identical material” contractual specifications, terms and conditions as the foregoing contracts. While Spire Marketing anticipates qualifying for a bona fide hedging exemption from such limits, the CFTC’s final rules and earlier adopted aggregation rules may cause Spire Marketing’s hedging strategies described above to be limited if Spire Marketing is unable to qualify for an exemption.

GENERAL RISK FACTORS

Unexpected losses may adversely affect Spire’s or its subsidiaries’ financial condition and results of operations.

As with most businesses, there are operations and business risks inherent in the activities of Spire’s subsidiaries. If, in the normal course of business, Spire or any of its subsidiaries becomes a party to litigation, such litigation could result in substantial monetary judgments, fines, or penalties or be resolved on unfavorable terms. In accordance with customary practice, Spire and its subsidiaries maintain insurance against a significant portion of, but not all, risks and losses. In addition, in the normal course of its operations, Spire and its subsidiaries may be exposed to loss from other sources, such as bad debt expense or the failure of a counterparty to meet its financial obligations. Spire and its operating companies employ many strategies to gain assurance that such risks are appropriately managed, mitigated, or insured, as appropriate. To the extent a loss is not fully covered by insurance or other risk mitigation strategies, that loss could adversely affect the Company’s and/or its subsidiaries’ financial condition and results of operations.

Increased dependence on technology may hinder Spire’s and its subsidiaries’ business operations and adversely affect their financial condition and results of operations if such technologies fail.

Spire and its subsidiaries have implemented or acquired a variety of technological tools including both Company-owned information technology and technological services provided by outside parties. These tools and systems support critical functions including Spire and its subsidiaries’ integrated planning, scheduling and dispatching of field resources, its automated meter reading system, customer care and billing, procurement and accounts payable, operational plant logistics, management reporting, and external financial reporting. The failure of these or other similarly important technologies, or the Company’s or its subsidiaries’ inability to have these technologies supported, updated, expanded, or integrated into other technologies, could hinder their business operations and, to the extent not covered by insurance, could adversely impact their financial condition and results of operations.

Although the Company and its subsidiaries have, when possible, developed alternative sources of technology and built redundancy into their computer networks and tools, there can be no assurance that these efforts to date would protect against all potential issues related to the loss of any such technologies or the Utilities’ use of such technologies.

A cyberattack may disrupt Spire’s operations or lead to a loss or misuse of confidential and proprietary information or potential liability.

The Company and its subsidiaries are subject to cybersecurity risks primarily related to breaches of security pertaining to sensitive customer, employee, and vendor information maintained by the Company, its subsidiaries, or its third-party vendors in the normal course of business, as well as breaches in the technology that manages natural gas distribution operations and other business processes. A loss of confidential or proprietary data or security breaches of technology for operations or business processes could adversely affect the Company’s and its subsidiaries’ reputation, diminish customer confidence, disrupt operations, and subject the Company and its subsidiaries to possible financial liability, any of which could have a material effect on the Company’s and its subsidiaries’ financial condition and results of operations.

The Company acknowledges that increased dependence on technology increases the Company’s exposure to cyberattack. The Company and its subsidiaries closely monitor both preventive and detective measures to manage these risks and maintain cyber risk insurance to mitigate a significant portion, but not all, of these risks and losses. To the extent that the occurrence of any of these cyber events is not fully covered by insurance, it could adversely affect the Company’s and its subsidiaries’ financial condition and results of operations.

Workforce risks may affect the Company’s financial results.

The Company and its subsidiaries are subject to various workforce risks, including, but not limited to, the risk that it will be unable to attract and retain qualified personnel; that it will be unable to effectively transfer to new personnel the knowledge and expertise of an aging workforce as those workers retire; and that it will be unable to reach collective bargaining arrangements with the unions that represent certain of its workers, which could result in work stoppages.

Resources expended to pursue or integrate business acquisitions, investments or other business arrangements may adversely affect Spire’s financial position and results of operations and return on investments made may not meet the Company’s expectations.

From time to time, Spire may seek to grow through strategic acquisitions, investments or other business arrangements. Attractive acquisition and investment opportunities may be difficult to complete on economically acceptable terms. It is possible for Spire to expend considerable resources pursuing acquisitions and investments but, for a variety of reasons, decide not to move forward. Similarly, investment opportunities may be hindered or halted by regulatory or legal actions. To the extent that acquisitions or investments are made, such transactions involve a number of risks, including but not limited to, the assumption of material liabilities, the diversion of management’s attention from daily operations, difficulties in assimilation and retention of employees, securing adequate capital to support the transaction, and regulatory approval. Uncertainties exist in assessing the value, risks, profitability, and liabilities associated with certain businesses or assets and there is a possibility that anticipated operating and financial efficiencies expected to result from an acquisition or investment do not develop. Additionally, there are no assurances that resources expended will achieve their intended result.

The failure to complete an acquisition successfully or to integrate acquisitions or investments it may undertake could have an adverse effect on the Spire’s financial condition and results of operations and the market’s perception of the Company’s execution of its strategy. To the extent Spire engages in any of the above activities together with or through one or more of its subsidiaries, including the Utilities, such subsidiaries may face the same risks.

Changes in accounting standards may adversely impact the Company’s financial condition and results of operations.

Spire and its subsidiaries are subject to changes in U.S. generally accepted accounting principles (GAAP), SEC regulations and other interpretations of financial reporting requirements for public utilities. Neither the Company nor any of its subsidiaries have any control over the impact these changes may have on their financial condition or results of operations nor the timing of such changes. The potential issues associated with rate-regulated accounting, along with other potential changes to GAAP that the U.S. Financial Accounting Standards Board (FASB) continues to consider may be significant.

Catastrophic events may adversely affect the Company’s facilities and operations.

Catastrophic events such as fires, earthquakes, explosions, floods, tornadoes, hurricanes, tropical storms, terrorist acts, acts of civil unrest, pandemic illnesses or other similar occurrences could adversely affect the Utilities’ facilities and operations, as well as those of Spire STL Pipeline and Spire Storage. The Utilities have emergency planning and training programs in place to respond to events that could cause business interruptions. However, unanticipated events or a combination of events, failure in resources needed to respond to events, or slow or inadequate response to events may have an adverse impact on the operations, financial condition, and results of operations of the Company and its subsidiaries. The availability of insurance covering catastrophic events may be limited or may result in higher deductibles, higher premiums, and more restrictive policy terms.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Spire

Refer to the information below about the principal properties of Spire Missouri and Spire Alabama. The Spire EnergySouth utilities own approximately 5,500 miles of pipelines. Other properties of Spire and its subsidiaries do not constitute a significant portion of its properties. The current leases for office space in downtown St. Louis commenced in early 2015, with terms ranging from 10 to 20 years, with multiple renewal options. For further information on leases see Note 17, Leases, of the Notes to Financial Statements in Item 8.

Spire Missouri

The principal properties of Spire Missouri consist of its gas distribution system, which includes more than 31,000 miles of main and related service lines, odorization and regulation facilities, and customer meters. The mains and service lines are located in municipal streets or alleys, public streets or highways, or on lands of others for which Spire Missouri has obtained the necessary legal rights to place and operate its facilities on such property. Spire Missouri has an underground natural gas storage facility, several operating centers, and other related properties. Substantially all of Spire Missouri's utility plant is subject to the liens of its mortgage. All the properties of Spire Missouri are held in fee, by easement, or under lease agreements.

Spire Alabama

The properties of Spire Alabama consist primarily of its gas distribution system, which includes more than 24,000 miles of main and related service lines, odorization and regulation facilities, and customer meters. The mains and service lines are located in municipal streets or alleys, public streets or highways, or on lands of others for which Spire Alabama has obtained the necessary legal rights to place and operate its facilities on such property. Spire Alabama also has four LNG facilities, several operating centers, and other related properties. All of the properties of Spire Alabama are held in fee, by easement, or under lease agreements.

Item 3. Legal Proceedings

For a description of pending regulatory matters of Spire, see Note 15, Regulatory Matters, of the Notes to Financial Statements in Item 8. For a description of environmental and other legal matters, see Contingencies in Note 16 of the Notes to Financial Statements in Item 8.

Item 4. Mine Safety Disclosures

Not applicable.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS – Listed below are executive officers as defined by the SEC for Spire. Their ages, at September 30, 2021, and positions are listed below along with their business experience during the past five years.

Name	Age	Position with Company ⁽¹⁾	Appointed ⁽²⁾
S. Sitherwood	61	President and Chief Executive Officer	February 2012
		Chairman of the Board, Spire Missouri	January 2015
		Chairman of the Board, Spire Alabama	September 2014
S. L. Lindsey	55	Executive Vice President, Chief Operating Officer	January 2020
		Executive Vice President, Chief Executive Officer of Gas Utilities and Distribution Operations	October 2012
		Chief Executive Officer, Spire Missouri	December 2018
		President and Chief Executive Officer, Spire Missouri	January 2015
		Chief Executive Officer, Spire Alabama	September 2014
S. P. Rasche	61	Executive Vice President and Chief Financial Officer	November 2013
		Chief Financial Officer, Spire Missouri (until January 2020)	May 2012
		Chief Financial Officer, Spire Alabama (until January 2020)	September 2014
M. C. Darrell	63	Senior Vice President, Chief Legal and Compliance Officer	May 2012
M. C. Geiselhart	62	Senior Vice President, Chief Strategy and Corporate Development Officer	January 2015
S. B. Carter ⁽³⁾	49	Senior Vice President, Chief Operating Officer of Distribution Operations	January 2019
		Senior Vice President, Commercial Operations	January 2017
		President, Spire Missouri	December 2018

⁽¹⁾ The information provided relates to the Company and its principal subsidiaries. Many of the executive officers have served or currently serve as officers or directors for other subsidiaries of the Company.

⁽²⁾ Officers of Spire are normally reappointed by its Board of Directors in November of each year. Officers of Spire Missouri and Spire Alabama are normally reappointed by their boards of directors in January of each year.

⁽³⁾ Mr. Carter served as Senior Vice President Commercial Operations and Chief Regulatory Officer of AGL Resources, Inc. from September 2012 to August 2016.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

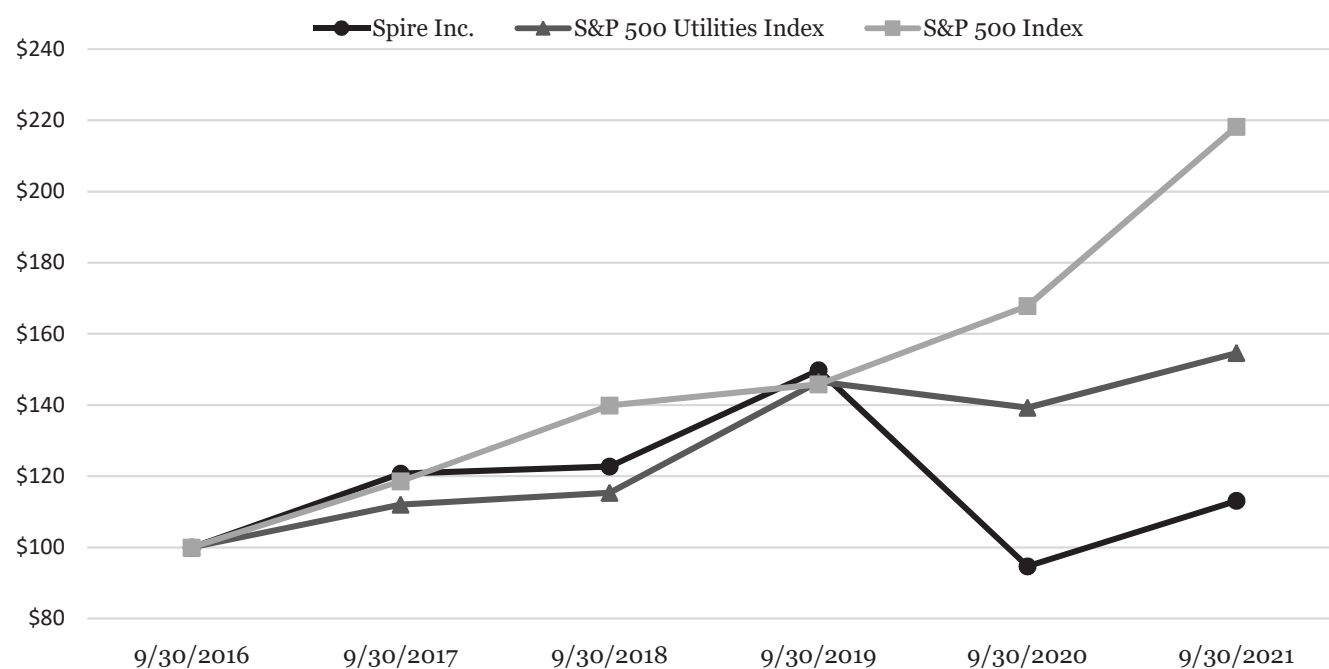
Spire

Spire’s common stock trades on The New York Stock Exchange (NYSE) under the symbol “SR”. The number of holders of record as of November 12, 2021 was 2,733.

Dividends are payable on the Company’s common stock at the discretion of its Board of Directors (the “Board”). Spire, and Spire Missouri prior to the holding company’s formation in 2000, has paid common stock dividends continuously since 1946, with 2021 marking the 18th consecutive year of increasing dividends on an annualized basis. Although the Board expects to continue paying dividends on the common stock for the foreseeable future, the declaration of dividends is not guaranteed. The amount of dividends on the common stock, if any, will depend upon the Company’s financial condition, results of operations, capital requirements, and other factors.

Performance Graph

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN*



September 30	2016	2017	2018	2019	2020	2021
Spire Inc.	\$ 100.00	\$ 120.72	\$ 122.70	\$ 149.82	\$ 94.67	\$ 113.07
S&P 500 Utilities Index	100.00	112.03	115.31	146.56	139.28	154.61
S&P 500 Index	100.00	118.61	139.85	145.80	167.89	218.26

* Cumulative total return is based on a \$100 investment on September 30, 2016, assuming reinvestment of dividends.

The S&P 500 Utilities Index is comprised of 28 utilities heavily weighted to large capitalization (median market cap of \$21.6 billion) electric utilities. Stocks of small and mid cap electric utilities and gas utility companies in general (like Spire) were recently trading lower relative to the large cap electric sector.

For disclosures related to securities authorized for issuance under equity compensation plans, see Note 3, Stock-Based Compensation, of the Notes to Financial Statements in Item 8.

During the three months ended September 30, 2021, the only repurchases of the Company's common stock were pursuant to elections by employees to have shares of stock withheld to cover employee tax withholding obligations upon the vesting of performance-based and time-vested restricted stock and stock units. The following table provides information on those repurchases:

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs
July 1, 2021 - July 31, 2021	1,054	\$ 72.01	—	—
August 1, 2021 - August 31, 2021	40	72.27	—	—
September 1, 2021 - September 30, 2021	392	65.14	—	—
Total	1,486	\$ 70.20	—	—

Spire Missouri

Spire Missouri common stock is owned by its parent, Spire Inc., and is not traded on any stock exchange.

Spire Missouri's mortgage contains restrictions on its ability to pay cash dividends on its common stock, as described in further detail in Note 5, Shareholders' Equity, of the Notes to Financial Statements in Item 8. As of September 30, 2021 and 2020, the amount under the mortgage's formula that was available to pay dividends was \$1,413.4 million and \$1,269.4 million, respectively.

Spire Alabama

Spire Alabama common stock is owned by its parent, Spire Inc., and is not traded on any stock exchange.

Item 6. [Reserved]

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

(Dollars in millions, except per share and per unit amounts)

INTRODUCTION

This section analyzes the financial condition and results of operations of Spire Inc. (the “Company”), Spire Missouri Inc., and Spire Alabama Inc. Spire Missouri, Spire Alabama and Spire EnergySouth are wholly owned subsidiaries of the Company. Spire Missouri, Spire Alabama and the subsidiaries of Spire EnergySouth are collectively referred to as the “Utilities.” The subsidiaries of Spire EnergySouth are Spire Gulf and Spire Mississippi. This section includes management’s view of factors that affect the respective businesses of the Company, Spire Missouri and Spire Alabama, explanations of financial results including changes in earnings and costs from the prior periods, and the effects of such factors on the Company’s, Spire Missouri’s and Spire Alabama’s overall financial condition and liquidity. Unless otherwise indicated, references to years herein are references to the fiscal years ending September 30 for the Company and its subsidiaries.

Reference is made to “Item 1A. Risk Factors” and “Forward-Looking Statements,” which describe important factors that could cause actual results to differ from expectations and non-historical information contained herein. In addition, the following discussion should be read in conjunction with the audited financial statements and accompanying notes thereto of Spire, Spire Missouri and Spire Alabama included in “Item 8. Financial Statements and Supplementary Data.”

OVERVIEW

The Company has two reportable segments: Gas Utility and Gas Marketing. Nearly all of Spire’s earnings are derived from its Gas Utility segment, which reflects the regulated activities of the Utilities. Due to the seasonal nature of the Utilities’ business and the Spire Missouri rate design, earnings of Spire and each of the Utilities are typically concentrated during the heating season of November through April each fiscal year.

Gas Utility - Spire Missouri

Spire Missouri is Missouri’s largest natural gas distribution utility and is regulated by the MoPSC. Spire Missouri serves St. Louis, Kansas City, and other areas throughout the state. Spire Missouri purchases natural gas in the wholesale market from producers and marketers and ships the gas through interstate pipelines into its own distribution facilities for sale to residential, commercial and industrial customers. Spire Missouri also transports gas through its distribution system for certain larger customers who buy their own gas on the wholesale market. Spire Missouri delivers natural gas to customers at rates and in accordance with tariffs authorized by the MoPSC. The earnings of Spire Missouri are primarily generated by the sale of heating energy.

Gas Utility - Spire Alabama

Spire Alabama is the largest natural gas distribution utility in the state of Alabama and is regulated by the APSC. Spire Alabama’s service territory is located in central and northern Alabama. Among the cities served by Spire Alabama are Birmingham, the center of the largest metropolitan area in the state, and Montgomery, the state capital. Spire Alabama purchases natural gas through interstate and intrastate suppliers and distributes the purchased gas through its distribution facilities for sale to residential, commercial, and industrial customers and other end-users of natural gas. Spire Alabama also transports gas through its distribution system for certain large commercial and industrial customers for a transportation fee. Effective December 1, 2020, for most of these transportation service customers, Spire Alabama will also purchase gas on the wholesale market for sale to the customer upon delivery to the Spire Alabama distribution system. All Spire Alabama services are provided to customers at rates and in accordance with tariffs authorized by the APSC.

Gas Utility - Spire EnergySouth

Spire Gulf and Spire Mississippi are utilities engaged in the purchase, retail distribution and sale of natural gas to approximately 100,000 customers in southern Alabama and south-central Mississippi. Spire Gulf is regulated by the APSC, and Spire Mississippi is regulated by the MSPSC.

Gas Marketing

Spire Marketing is engaged in the marketing of natural gas and related activities on a non-regulated basis and is reported in the Gas Marketing segment. Spire Marketing markets natural gas across the central and southern U.S. It holds firm transportation and storage contracts in order to effectively manage its transactions with counterparties, which primarily include producers, municipalities, electric and gas utility companies, and large commercial and industrial customers.

Other

Other components of the Company's consolidated information include:

- unallocated corporate items, including certain debt and associated interest costs;
- Spire STL Pipeline, a subsidiary of Spire providing interstate natural gas pipeline transportation services;
- Spire Storage, a subsidiary of Spire providing interstate natural gas storage services; and
- Spire's subsidiaries engaged in the operation of a propane pipeline, the compression of natural gas, and risk management, among other activities.

Business Evaluation Factors

Based on the nature of the business of the Company and its subsidiaries, as well as current economic conditions, management focuses on several key variables in evaluating the financial condition and results of operations and managing the business.

For the Gas Utility segment, these include:

- the Utilities' ability to recover from their customers the costs of purchasing and distributing natural gas;
- the impact of weather and other factors, such as customer conservation, on revenues and expenses;
- changes in the regulatory environment at the federal, state, and local levels, as well as decisions by regulators, that impact the Utilities' ability to earn the authorized rate of return and recover prudent costs in each of the service territories they serve;
- the Utilities' ability to access credit markets and maintain working capital sufficient to meet operating requirements;
- the effect of natural gas price volatility on the business; and
- the ability to manage costs, integrate and standardize operations, and upgrade infrastructure.

In the Gas Marketing segment, these include:

- the risks of competition;
- fluctuations in natural gas prices;
- the changing flow and availability of natural gas;
- new national infrastructure projects;
- the ability to procure firm transportation and storage services at reasonable rates;
- credit and/or capital market access;
- counterparty risks; and
- the effect of natural gas price volatility on the business.

Further information regarding how management seeks to manage these key variables is discussed below.

Gas Utility

The Utilities seek to provide reliable natural gas services at a reasonable cost, while maintaining and building secure and dependable infrastructures. The Utilities' strategies focus on improving both performance and the ability to recover their authorized distribution costs and rates of return. The Utilities' distribution costs are the essential, primarily fixed, expenditures they must incur to operate and maintain more than 60,000 miles of mains and services comprising their natural gas distribution systems and related storage facilities.

The Utilities' distribution costs include wages and employee benefit costs, depreciation and maintenance expenses, and other regulated utility operating expenses, excluding natural and propane gas expense. Distribution costs are considered in the rate-making process, and recovery of these types of costs is included in revenues generated through the Utilities' tariff rates. Spire Missouri's tariff rates are approved by the MoPSC, whereas Spire Alabama's tariff rates are approved by the APSC. Spire Gulf and Spire Mississippi have tariff rates that are approved by the APSC and MSPSC, respectively.

Spire Missouri and Spire Alabama also have off-system sales and capacity release income streams that are regulated by tariff but remain subject to fluctuations in market conditions. Some of the factors impacting the level of off-system sales include the availability and cost of Spire's natural gas supply, the weather in its service areas and the weather in other markets. When Spire's service areas experience warmer-than-normal weather while other markets experience colder weather or supply constraints, some of Spire's natural gas supply is available for sale to third parties not on Spire's system.

The Utilities work actively to reduce the impact of wholesale natural gas price volatility on their costs by strategically structuring their natural gas supply portfolios to increase their gas supply availability and pricing alternatives. They may also use derivative instruments to hedge against significant changes in the commodity price of natural gas. Nevertheless, the overall cost of purchased gas remains subject to fluctuations in market conditions. The Purchased Gas Adjustment (PGA) clause of Spire Missouri, Spire Gulf and Spire Mississippi and the Gas Supply Adjustment (GSA) rider of Spire Alabama allow the Utilities to flow through to customers, subject to prudence review by the public service commissions, the cost of purchased gas supplies, including costs, cost reductions and related carrying costs associated with the use of derivative instruments to mitigate volatility in the cost of natural gas. As of September 30, 2021, Spire Missouri had active derivative positions, but Spire Alabama has had no gas supply derivative instrument activity since 2010. Except in certain situations discussed under the caption "—The Utilities' ability to meet their customers' natural gas requirements may be impaired if contracted gas supplies, interstate pipeline and/or storage services are not available or delivered in a timely manner" under Item 1A, Risk Factors, and in Note 15, Regulatory Matters, of the Notes to Financial Statements in Item 8, the Utilities believe they will continue to be able to obtain sufficient gas supply. The price of natural gas supplies and other economic conditions may affect sales volumes, due to the conservation efforts of customers, and cash flows associated with the timing of collection of gas costs and related accounts receivable from customers.

The Utilities rely on short-term credit and long-term capital markets, as well as cash flows from operations, to satisfy their seasonal cash requirements and fund their capital expenditures. The Utilities access the commercial paper market through a program administered by the holding company, which then loans borrowed funds to the Utilities. The Utilities directly access the long-term bond market. Access to debt markets is dependent on current conditions in the credit and capital markets. Management focuses on maintaining a strong balance sheet and believes the Utilities currently have adequate access to credit and capital markets and will have sufficient capital resources to meet their foreseeable obligations. See the "Capital Resources" section for additional information.

Gas Marketing

Spire Marketing is engaged in the marketing of natural gas and related services throughout the United States, which includes customers within and outside of the Utilities' service areas. Spire Marketing utilizes its natural gas supply agreements, transportation agreements, park and loan agreements, storage agreements and other executory contracts to support a variety of services to its customers at competitive prices. It closely monitors and manages the natural gas commodity price and volatility risks associated with providing such services to its customers through the use of a variety of risk management activities, including the use of exchange-traded/cleared derivative instruments and other contractual arrangements. Spire Marketing is committed to managing commodity price risk while it seeks to expand the services that it now provides. Nevertheless, income from the Gas Marketing operations is subject to more fluctuations in market conditions than the Utilities' operations.

The Gas Marketing business is directly impacted by the effects of competition in the marketplace, the impacts of new infrastructure, surplus natural gas supplies, and the addition of new demand from exports, power generation and industrial load. Spire Marketing's management expects a growing need for marketing services across the country as customers manage seasonal variability and marketplace volatility.

In addition to its operating cash flows, Spire Marketing relies on Spire's parental guaranties to secure its purchase and sales obligations of natural gas, and it also has access to Spire's liquidity resources. A large portion of Spire Marketing's receivables are from customers in the energy industry. It also enters into netting arrangements with many of its energy counterparties to reduce overall credit and collateral exposure. On a net dollar exposure basis, the majority of Spire Marketing's customers are utilities or utility affiliates. Although Spire Marketing's uncollectible amounts are closely monitored and have not been significant, increases in uncollectible amounts from customers are possible and could adversely affect Spire Marketing's liquidity and results of operations.

Spire Marketing carefully monitors the creditworthiness of counterparties to its transactions. It performs in-house credit reviews of potential customers and may require credit assurances such as prepayments, letters of credit or parental guaranties when appropriate. Credit limits for customers are established and monitored.

Spire Marketing cannot be certain that all of its wholesale purchase and sale transactions will settle physically. As such, these transactions are designated as trading activities for financial reporting purposes, due to their settlement characteristics. Results of operations from trading activities are reported on a net basis in natural gas expenses.

In the course of its business, Spire Marketing enters into commitments associated with the purchase or sale of natural gas. In accordance with U.S. GAAP, some of its purchase and sale transactions are not recognized in earnings until the natural gas is physically delivered, while other energy-related transactions, including those designated as trading activities, are required to be accounted for as derivatives with the changes in their fair value (representing unrealized gains or losses) recorded in earnings in periods prior to settlement. Because related transactions of a purchase and sale strategy may be accounted for differently, there may be timing differences in the recognition of earnings under GAAP and economic earnings realized upon settlement. The Company reports both GAAP and net economic earnings (non-GAAP), as discussed in the section "Non-GAAP Measures".

COVID-19

The outbreak of COVID-19 has adversely impacted economic activity and conditions worldwide. We are continuing to assess the developments involving our workforce, customers and suppliers, as well as the response of federal and state authorities, our regulators and other business and community leaders. The Company has implemented what we believe to be appropriate procedures and protocols to ensure the safety of our customers, suppliers and employees. These actions include activating incident management procedures, work-from-home for our office-based employees, limiting direct contact with our customers, and suspending disconnections and late payment fees for our utility customers for several months in 2020.

We have experienced impacts on our results of operations from COVID-19, including:

- lost late payment fees due to a moratorium from late March through mid-June 2020;
- minor net margin impact from lower commercial and industrial volumes offset by additional residential fixed charges;

- bad debt expense increases due to additional expected credit losses on accounts receivable balances; and
- net other direct cost reductions due to lower travel, meals and entertainment and training offset by increased costs for enhanced cleaning and personal protective equipment for our facilities and field personnel compared to normal and expected levels.

Spire Missouri received an Accounting Authority Order from the MoPSC to defer certain costs incurred through March 31, 2021, and has recorded a related regulatory asset of \$6.2 as of September 30, 2021. Even with the cost increases and lost revenues, Spire Alabama exceeded the allowed return and recorded a Rate Stabilization and Equalization giveback in September 2020 and in January 2021, so there was no bottom-line impact of these COVID-19 effects.

An extended slowdown of the United States' economy, changes in commodity costs and/or significant changes in policy and regulation could result in lower demand for natural gas as well as negatively impact the ability of our customers, contractors, suppliers and other business partners to remain in business or return to operating health. These could have a material adverse effect on our results of operations, financial condition, liquidity and prospects.

The Company is participating in the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) provisions allowing for a payroll tax deferral which does not have an impact on our results of operations but defers the payment of the Company's portion of certain payroll taxes until later in fiscal 2021 and 2022. Although the Company does not currently expect to seek relief under any other CARES Act provisions, we will continue to monitor all pending and future federal, state and local efforts related to the COVID-19 health crisis and assess our need and, as applicable, eligibility for any such relief.

NON-GAAP MEASURES

Net income, earnings per share and operating income reported by Spire, Spire Missouri and Spire Alabama are determined in accordance with GAAP. Spire, Spire Missouri and Spire Alabama also provide the non-GAAP financial measures of net economic earnings, net economic earnings per share and contribution margin. Management and the Board of Directors use non-GAAP financial measures, in addition to GAAP financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting, to determine incentive compensation and to evaluate financial performance. These non-GAAP operating metrics should not be considered as alternatives to, or more meaningful than, the related GAAP measures. Reconciliations of non-GAAP financial measures to the most directly comparable GAAP measures are provided on the following pages.

Net Economic Earnings and Net Economic Earnings Per Share

Net economic earnings and net economic earnings per share are non-GAAP measures that exclude from net income the impacts of fair value accounting and timing adjustments associated with energy-related transactions, the impacts of acquisition, divestiture and restructuring activities, and the largely non-cash impacts of impairments and other non-recurring or unusual items such as certain regulatory, legislative or GAAP standard-setting actions. In addition, net economic earnings per share would exclude the impact, in the fiscal year of issuance, of any shares issued to finance acquisitions that have yet to be included in net economic earnings.

The fair value and timing adjustments are made in instances where the accounting treatment differs from what management considers the economic substance of the underlying transaction, including the following:

- Net unrealized gains and losses on energy-related derivatives that are required by GAAP fair value accounting associated with current changes in the fair value of financial and physical transactions prior to their completion and settlement. These unrealized gains and losses result primarily from two sources:
 - 1) changes in the fair values of physical and/or financial derivatives prior to the period of settlement; and
 - 2) ineffective portions of accounting hedges, required to be recorded in earnings prior to settlement, due to differences in commodity price changes between the locations of the forecasted physical purchase or sale transactions and the locations of the underlying hedge instruments;
- Lower of cost or market adjustments to the carrying value of commodity inventories resulting when the net realizable value of the commodity falls below its original cost, to the extent that those commodities are economically hedged; and
- Realized gains and losses resulting from the settlement of economic hedges prior to the sale of the physical commodity.

These adjustments eliminate the impact of timing differences and the impact of current changes in the fair value of financial and physical transactions prior to their completion and settlement. Unrealized gains or losses are recorded in each period until being replaced with the actual gains or losses realized when the associated physical transactions occur. Management believes that excluding the earnings volatility caused by recognizing changes in fair value prior to settlement and other timing differences associated with related purchase and sale transactions provides a useful representation of the economic effects of only the actual settled transactions and their effects on results of operations. While management uses these non-GAAP measures to evaluate all of its businesses, the net effect of these fair value and timing adjustments on the Utilities' earnings is minimal because gains or losses on their natural gas derivative instruments are deferred pursuant to state regulation.

Contribution Margin

In addition to operating revenues and operating expenses, management also uses the non-GAAP measure of contribution margin when evaluating results of operations. Contribution margin is defined as operating revenues less natural gas costs and gross receipts tax expense. The Utilities pass to their customers (subject to prudence review by, as applicable, the MoPSC, APSC or MSPSC) increases and decreases in the wholesale cost of natural gas in accordance with their PGA clauses or GSA riders. The volatility of the wholesale natural gas market results in fluctuations from period to period in the recorded levels of, among other items, revenues and natural gas cost expense. Nevertheless, increases and decreases in the cost of gas associated with system gas sales volumes and gross receipts tax expense (which are calculated as a percentage of revenues), with the same amount (excluding immaterial timing differences) included in revenues, have no direct effect on operating income. Therefore, management believes that contribution margin is a useful supplemental measure, along with the remaining operating expenses, for assessing the Company's and the Utilities' performance.

EARNINGS

This section contains discussion and analysis of the results for the year ended September 30, 2021 compared to the results for the year ended September 30, 2020. The discussion and analysis of the results for the year ended September 30, 2020 compared to the results of the year ended September 30, 2019 can be found in Part II, Item 7 of Spire Inc.'s fiscal 2020 Annual Report on Form 10-K, filed with the U.S. Securities and Exchange Commission (SEC) on November 18, 2020.

Spire

Net Income (Loss) and Net Economic Earnings (Loss)

The following tables reconcile the Company's net economic earnings to the most comparable GAAP number, net income.

	Gas Utility	Gas Marketing	Other	Consol- idated	Per Diluted Share**
Year Ended September 30, 2021					
Net Income (Loss) [GAAP]	\$ 237.2	\$ 44.8	\$ (10.3)	\$ 271.7	\$ 4.96
Adjustments, pre-tax:					
Missouri regulatory adjustments	(9.0)	—	—	(9.0)	(0.17)
Fair value and timing adjustments	0.3	3.0	—	3.3	0.06
Acquisition, divestiture and restructuring activities	—	—	(1.3)	(1.3)	(0.02)
Income tax effect of adjustments*	2.1	(0.8)	0.3	1.6	0.03
Net Economic Earnings (Loss) [Non-GAAP]	<u>\$ 230.6</u>	<u>\$ 47.0</u>	<u>\$ (11.3)</u>	<u>\$ 266.3</u>	<u>\$ 4.86</u>
Year Ended September 30, 2020					
Net Income (Loss) [GAAP]	\$ 213.6	\$ 7.0	\$ (132.0)	\$ 88.6	\$ 1.44
Adjustments, pre-tax:					
Impairments	—	—	148.6	148.6	2.89
Fair value and timing adjustments	(0.3)	2.8	—	2.5	0.05
Income tax effect of adjustments*	0.1	(0.7)	(31.3)	(31.9)	(0.62)
Net Economic Earnings (Loss) [Non-GAAP]	<u>\$ 213.4</u>	<u>\$ 9.1</u>	<u>\$ (14.7)</u>	<u>\$ 207.8</u>	<u>\$ 3.76</u>
Year Ended September 30, 2019					
Net Income (Loss) [GAAP]	\$ 190.5	\$ 18.5	\$ (24.4)	\$ 184.6	\$ 3.52
Adjustments, pre-tax:					
Provision for ISRS rulings	12.2	—	—	12.2	0.23
Fair value and timing adjustments	—	1.2	—	1.2	0.03
Acquisition, divestiture and restructuring activities	—	—	0.4	0.4	0.01
Income tax effect of adjustments*	(2.9)	(0.3)	(0.1)	(3.3)	(0.06)
Net Economic Earnings (Loss) [Non-GAAP]	<u>\$ 199.8</u>	<u>\$ 19.4</u>	<u>\$ (24.1)</u>	<u>\$ 195.1</u>	<u>\$ 3.73</u>

* Income tax effect is calculated by applying federal, state and local income tax rates applicable to ordinary income to the amounts of the pre-tax reconciling items and then adding any estimated effects of enacted state or local income tax laws for periods before the related effective date.

** Net economic earnings per share is calculated by replacing consolidated net income with consolidated net economic earnings in the GAAP diluted earnings per share calculation, which includes reductions for cumulative preferred dividends and participating shares.

Consolidated

Spire's net income was \$271.7 in fiscal 2021, compared with \$88.6 in fiscal 2020. Basic and diluted earnings per share were \$4.97 and \$4.96, respectively, for fiscal 2021 compared with basic and diluted earnings per share of \$1.44 for fiscal 2020.

The prior year amount reflects the impact of the third quarter 2020 impairment charge of \$148.6 (\$117.3 after tax). Excluding this charge, net income increased \$65.8, driven by increases of \$37.8 and \$23.6 in Gas Marketing and Gas Utility, respectively, combined with a \$4.4 improvement in results from Other.

Net economic earnings were \$266.3 (\$4.86 per diluted share) for the twelve months ended September 30, 2021, compared to \$207.8 (\$3.76 per diluted share) for the same period last year, reflecting earnings improvements in both the Gas Marketing and Gas Utility segments, as well as Other. These variances are discussed in greater detail below.

Gas Utility

Gas Utility net income increased by \$23.6 from the prior year. The Gas Utility segment is higher due principally to a \$24.1 increase in contribution margin resulting from higher off-system sales in the second quarter of the current year. This increase was a result of managing our gas inventory levels to serve our customers during the cold weather events in February 2021 and allowed Spire Missouri to capitalize on gas flow disruptions resulting in increased off-system sales which also benefited our customers. The current year also benefited from a \$15.9 increase in Spire Missouri ISRS revenues (including the impact of a prior-year provision of \$2.2 related to the ISRS ruling settled in the year), \$9.8 in net favorable rate adjustments under the RSE mechanism at Spire Alabama, the Missouri Supreme Court ruling that partially reversed 2018 rate case pension cost disallowances totaling \$9.0 (\$6.8 after tax), and \$6.3 higher contribution margin due to the impacts of colder weather in the second quarter of the current year. These positive impacts were partially offset by higher run-rate operating costs and a \$14.7 increase in depreciation and amortization reflecting increased capital investment and a disallowed meter cost recovery in Spire Missouri.

Net economic earnings in the current year were \$230.6, an increase of \$17.2 over the same period in the prior year. The increase was primarily driven by higher contribution margin that was only partly offset by an increase in depreciation and amortization and higher run-rate operating expenses, after reclassification of certain postretirement benefit costs to other income and expense (no impact on net income) (“Nonservice Cost Transfer”) and the Missouri Supreme Court ruling that partially reversed 2018 rate case pension cost disallowances. These impacts are described in further detail below.

Gas Marketing

The Gas Marketing segment reported net income totaling \$44.8 for the twelve months ended September 30, 2021, versus net income of \$7.0 during the same period last year. Net economic earnings for the twelve months ended September 30, 2021, was \$47.0, an increase of \$37.9 from the same period last year. Both net income and net economic earnings reflect strong operating results in the current year, driven by storage positions established last year and the resulting optimization of market conditions in the second fiscal quarter due to extreme weather as a result of Winter Storm Uri.

Other

The Company’s other non-utility activities generated a net loss of \$10.3 for fiscal 2021, compared to a net loss of \$132.0 for the same period last year. Fiscal 2020 reflects the \$117.3 after-tax impairment charge previously mentioned. Net economic loss was \$11.3 for fiscal 2021, an improvement of \$3.4 compared to fiscal 2020. The improvement was driven primarily by a smaller loss from Spire Storage.

Operating Revenues and Operating Expenses

Reconciliations of contribution margin to the most directly comparable GAAP measure are shown below.

	Gas Utility	Gas Marketing	Other	Eliminations	Consolidated
Year Ended September 30, 2021					
Operating Income	\$ 374.0	\$ 58.5	\$ 17.7	\$ —	\$ 450.2
Operation and maintenance expenses	422.2	17.1	40.2	(13.7)	465.8
Depreciation and amortization	204.4	1.2	7.5	—	213.1
Taxes, other than income taxes	157.0	0.9	2.2	—	160.1
Less: Gross receipts tax expense	(93.9)	(0.1)	—	—	(94.0)
Contribution Margin [Non-GAAP]	1,063.7	77.6	67.6	(13.7)	1,195.2
Natural gas costs	961.7	18.8	0.1	(34.3)	946.3
Gross receipts tax expense	93.9	0.1	—	—	94.0
Operating Revenues	\$ 2,119.3	\$ 96.5	\$ 67.7	\$ (48.0)	\$ 2,235.5

	Gas Utility	Gas Marketing	Other	Eliminations	Consolidated
Year Ended September 30, 2020					
Operating Income (Loss)	\$ 334.3	\$ 9.3	\$ (137.2)	\$ —	\$ 206.4
Operation and maintenance expenses	421.3	11.8	38.2	(12.7)	458.6
Depreciation and amortization	189.7	0.6	7.0	—	197.3
Taxes, other than income taxes	146.5	1.1	0.8	—	148.4
Impairment loss	—	—	148.6	—	148.6
Less: Gross receipts tax expense	(91.1)	(0.4)	—	—	(91.5)
Contribution Margin [Non-GAAP]	1,000.7	22.4	57.4	(12.7)	1,067.8
Natural gas costs	660.2	65.1	0.4	(29.6)	696.1
Gross receipts tax expense	91.1	0.4	—	—	91.5
Operating Revenues	\$ 1,752.0	\$ 87.9	\$ 57.8	\$ (42.3)	\$ 1,855.4

	Gas Utility	Gas Marketing	Other	Eliminations	Consolidated
Year Ended September 30, 2019					
Operating Income (Loss)	\$ 293.4	\$ 23.2	\$ (14.3)	\$ —	\$ 302.3
Operation and maintenance expenses	441.7	11.7	31.6	(10.9)	474.1
Depreciation and amortization	179.4	0.1	2.2	—	181.7
Taxes, other than income taxes	151.7	0.8	1.5	—	154.0
Less: Gross receipts tax expense	(99.1)	(0.2)	—	—	(99.3)
Contribution Margin [Non-GAAP]	967.1	35.6	21.0	(10.9)	1,012.8
Natural gas costs	794.6	47.9	0.5	(2.7)	840.3
Gross receipts tax expense	99.1	0.2	—	—	99.3
Operating Revenues	\$ 1,860.8	\$ 83.7	\$ 21.5	\$ (13.6)	\$ 1,952.4

Consolidated

Spire's operating revenues increased by \$380.1, driven by higher revenues across all segments, net of intercompany eliminations. Both the Gas Utility and Gas Marketing segments saw their favorable results driven principally by the extreme weather experienced as a result of Winter Storm Uri in February of the current year. Specifically, the Gas Utility increase was \$367.3, Spire Marketing increased \$8.6, while Other (net of intercompany eliminations) increased \$4.2, reflecting higher combined revenues from both Spire Storage and Spire STL Pipeline (which entered service in late calendar 2019).

Spire's contribution margin increased \$127.4 compared with the same twelve-month period last year, with all segments reporting increases. The Gas Utility contribution margin increased \$63.0, primarily driven by the \$51.2 increase from Spire Missouri and the \$10.8 increase at Spire Alabama. The \$55.2 increase in Gas Marketing reflects very favorable weather and market conditions in the current year second quarter. Higher contribution margins at Spire STL Pipeline are consistent with its in-service date early in fiscal 2020, and Spire Storage's improvement reflects higher utilization of its storage capacity.

Depreciation and amortization expenses were higher in the Gas Utility segment, due principally to higher capital investments. Gas Utility O&M expenses were \$0.9 higher in the current year, largely due to the Missouri Supreme Court ruling that partially reversed 2018 rate case pension cost disallowances totaling \$9.0 offset by Nonservice Cost Transfer of \$2.1. These fluctuations are described in more detail below.

Gas Utility

Operating Revenues – Gas Utility operating revenues for fiscal 2021 increased \$367.3 compared to fiscal 2020, and was attributable to the following factors:

Spire Missouri – Higher PGA gas cost recoveries	\$	183.2
Spire Missouri and Spire Alabama – Off-system sales and capacity release		113.0
Spire Missouri and Spire Alabama – Volumetric usage (net of weather mitigation)		31.9
Spire Missouri – Higher ISRS (including ISRS rulings prior year true-up)		15.9
Spire Alabama – RSE: net adjustments		9.4
Spire EnergySouth growth		5.3
All other factors		8.6
Total Variation	\$	<u>367.3</u>

As shown in the table above, the increase in revenues was driven primarily by a \$183.2 increase in Spire Missouri gas costs (including \$195.8 of cover charges and OFO penalties to certain wholesale customers), a \$113.0 increase in off-system sales, and higher weather/volumetric impacts of \$31.9. The segment also benefited from a \$15.9 increase of Spire Missouri ISRS, a \$9.4 increase due to Spire Alabama's rate adjustments under the RSE mechanism, and \$5.3 growth from Spire EnergySouth.

Contribution Margin – Gas Utility contribution margin was \$1,063.7 for fiscal 2021, a \$63.0 increase over the same period last year. The increase was attributable to the following factors:

Spire Missouri and Spire Alabama – Off-system sales and capacity release	\$	24.1
Spire Missouri – Higher ISRS (including ISRS rulings prior year true-up)		15.9
Spire Alabama – RSE: net adjustments		9.8
Spire Missouri and Spire Alabama – Volumetric usage		6.3
All other factors		6.9
Total Variation	\$	<u>63.0</u>

The contribution margin increase resulted primarily from higher off-system sales, Missouri ISRS (net of ISRS ruling provisions), Spire Alabama rate adjustments under the RSE mechanism, and higher volumetric margins. The higher off-system sales and volumetric impacts were primarily the result of the extreme weather conditions from Winter Storm Uri in February of the current year.

Operating Expenses – O&M expenses in fiscal 2021 increased by \$0.9 million compared to the prior-year period. This variance reflects the Nonservice Cost Transfer of \$2.1 and the \$9.0 decrease attributable to the Missouri Supreme Court ruling that partially reversed 2018 rate case pension cost disallowances. Excluding these impacts, O&M expenses increased by \$7.8 due primarily to higher employee-related costs and \$3.7 due to one-time cost adjustments relating to stipulations settled in the current Spire Missouri rate case. Depreciation and amortization expenses for the twelve months ended September 30, 2021 increased \$14.7 from the same period last year, principally the result of continued infrastructure capital spending, with \$11.2 of the increase attributable to Spire Missouri and \$2.8 attributable to Spire Alabama. Included in the Spire Missouri increase is a \$3.4 charge pertaining to meter cost recovery that was disallowed by the MoPSC.

Gas Marketing

Operating Revenues – Gas Marketing operating revenue for the year ended September 30, 2021 increased \$8.6 from the prior year. The variance in revenues reflects higher volumes and pricing, combined with the monetizing of incremental storage capacity.

Contribution Margin – Gas Marketing contribution margin during the twelve months ended September 30, 2021, increased \$55.2 from the same period last year, driven principally by strong second quarter results in the current year. During the second quarter, the February 2021 cold weather events drove significantly higher regional basis differentials and volumes.

Spire Marketing, along with many natural gas industry participants, faced the unprecedented effects of Winter Storm Uri. Numerous natural gas producers and midstream operators were unable to deliver natural gas to market as they experienced wellhead freeze-offs, power outages and equipment failure from the extreme weather. These events resulted in supply curtailments, and related notices of force majeure to excuse performance, from and to certain counterparties. Further, these events have made Spire Marketing subject to various commercial disputes (including regarding force majeure) and a regulatory dispute regarding tariff obligations as a shipper on an interstate pipeline. As such, Spire Marketing recorded an estimate of potential liabilities for damages based on the facts and circumstances surrounding each counterparty transaction as of March 31, 2021. During the subsequent two quarters, a number of these disputes have been resolved and/or exposures clarified based on further communication with the counterparties. It is expected that the estimate will change as new facts emerge or further settlements are reached, and it is possible that final settlement amounts may materially differ from the current estimate.

Other

Other operating revenue increased \$9.9 for the year ended September 30, 2021 compared to 2020, driven principally by Spire Storage and Spire STL Pipeline that was placed in service in November of 2019. Other operating expenses were \$2.0 higher than the prior year reflecting higher activity levels at Spire Storage and Spire STL Pipeline FERC Certificate defense costs.

Interest Charges

Consolidated interest charges during the year ended September 30, 2021 increased \$1.1 versus the prior year. The increase was primarily driven by net long-term debt issuances in the current year and the prior year benefiting from Allowance for Funds Used in Construction (AFUDC) non-cash income at Spire STL Pipeline. The current year also benefited from lower interest rates that were only slightly offset by higher levels of average short-term borrowings. Short-term rates averaged 0.4% in the current year versus 1.7% for the prior year and, for the years ended September 30, 2021 and 2020, average short-term borrowings were \$610.5 and \$576.2, respectively.

Income Taxes

Consolidated income tax expense during the year ended September 30, 2021 was \$68.5, compared to \$12.4 for fiscal 2020. This increase of \$56.1 is primarily the result of the \$31.3 tax benefit relating to the impairment loss recorded in the third quarter of fiscal 2020, combined with higher pre-tax book income this year and a higher effective rate due to mix of earnings among entities in the current year.

Spire Missouri

Summary Operating Results

	Year ended September 30,	
	2021	2020
Operating Income	\$ 228.6	\$ 205.6
Operation and maintenance expenses	261.1	251.0
Depreciation and amortization	129.2	118.0
Taxes, other than income taxes	110.9	103.2
Less: Gross receipts tax expense	(64.3)	(63.5)
Contribution Margin [Non-GAAP]	665.5	614.3
Natural gas costs	786.8	515.8
Gross receipts tax expense	64.3	63.5
Operating Revenues	\$ 1,516.6	\$ 1,193.6
Net Income	\$ 144.1	\$ 130.2

Operating revenues during the twelve months ended September 30, 2021, increased \$323.0 from the same period last year primarily due to a \$183.2 increase attributable to higher gas costs (including \$195.8 of cover charges and OFO penalties to certain wholesale customers), a \$110.6 increase due to higher off-system sales, \$15.9 higher ISRS, and a \$6.7 increase in volumetric impacts (net of weather mitigation) relating to colder weather conditions primarily in the second quarter of the current year.

Contribution margin increased \$51.2 versus the same period in the prior year. The variance was attributable to a \$22.9 increase in off-system sales and \$6.5 higher volumetric margins (both principally due to the extreme weather in February of the current year), as well as the previously mentioned \$15.9 increase in ISRS, and \$1.3 related to customer growth.

O&M expenses during the twelve months ended September 30, 2021, increased \$10.1 from the same period last year. Excluding the Nonservice Cost Transfer of \$5.0 and the Missouri Supreme Court ruling totaling \$9.0 discussed above, O&M was higher by \$14.1, reflecting higher employee-related expenses and \$3.7 relating to cost adjustments relating to stipulations settled in the current Spire Missouri rate case. Depreciation increased by \$11.2 as a result of continuing capital investment and a \$3.4 charge pertaining to disallowed meter cost recovery by the MoPSC.

Spire Missouri's other expense increased \$0.2 versus the comparable prior-year period. Removing the impact of the Nonservice Cost Transfer of \$5.0, other expense increased \$5.2, primarily due to higher charitable contributions in the current year only being partly offset by increases in the value of investments associated with non-qualified employee benefit plans reflecting market conditions.

Net income for the twelve months ended September 30, 2021, increased \$13.9 versus the same period in the prior year.

Temperatures in Spire Missouri's service areas during the twelve months ended September 30, 2021, were 2.1% warmer than the same period last year and 4.0% warmer than normal. Despite the slightly warmer overall period temperatures, the Spire Missouri total system therms sold and transported were 1,700.2 million for the twelve months ended September 30, 2021, compared with 1,684.0 million for the same period last year. The increase was entirely due to the February cold weather events in the second quarter of the current year. Total off-system therms sold and transported were 22.4 million for the twelve months ended September 30, 2021, compared with 30.6 million for the same period last year. The 29.7% year-over-year increase in the second quarter of this year resulting from the February cold weather events was more than offset by lower therms transported in all remaining quarters of the current year.

Spire Alabama

Summary Operating Results

	Year ended September 30,	
	2021	2020
Operating Income	\$ 117.0	\$ 102.9
Operation and maintenance expenses	132.5	139.1
Depreciation and amortization	62.1	59.3
Taxes, other than income taxes	37.1	34.8
Less: Gross receipts tax expense	(25.1)	(23.3)
Contribution Margin [Non-GAAP]	323.6	312.8
Natural gas costs	145.3	118.9
Gross receipts tax expense	25.1	23.3
Operating Revenues	\$ 494.0	\$ 455.0
Net Income	\$ 73.8	\$ 65.7

Operating revenues for the twelve months ended September 30, 2021, increased \$39.0 from the same period last year. The change was principally driven by a \$25.2 increase in weather and usage impacts (net of weather mitigation) and \$9.4 higher net rate adjustments under the RSE mechanism. Off-system sales in the current year contributed \$2.4 to revenue growth, as off-system sales only commenced in the fourth quarter of fiscal 2020.

Contribution margin increased \$10.8, which was principally a result of the rate adjustments under the RSE mechanism of \$9.8 and \$1.2 related to higher off-system sales. O&M expenses for the twelve months ended September 30, 2021, decreased \$6.6 from the same period last year. Excluding the impact of the Nonservice Cost Transfer of \$2.4, the decrease of \$4.2 was primarily driven by lower operations and employee-related costs.

Net income for the twelve months ended September 30, 2021, increased \$8.1 versus the same period in the prior year.

Temperatures in Spire Alabama's service area during the twelve months ended September 30, 2021, were 12.0% colder than the same period last year but 6.4% warmer than normal. Spire Alabama's total system therms sold and transported were 1,029.6 million for the twelve months September 30, 2021, compared with 1,034.8 million for the same period last year. Off-system sales, and related therms sold totaled 48.4 million, versus 54.3 million in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

Recent Cash Flows

	2021	2020	2019
Net cash provided by operating activities	\$ 249.8	\$ 469.9	\$ 450.9
Net cash used in investing activities	(622.0)	(631.6)	(838.3)
Net cash provided by financing activities	379.4	160.0	371.8

Net cash provided by operating activities decreased \$220.1 from 2020 to 2021 and increased \$19.0 from 2019 to 2020. Principally, these changes were related to regulatory timing and fluctuations in working capital items, as discussed below in the Future Cash Requirements section. More specifically, when looking at the change from 2020 to 2021, the large increase in accounts receivable was due to the February 2021 cold weather event and the related delayed collections. In addition, this significant cold weather event impacted other areas, including increased inventories to ensure supply and increased accounts payable as related gas costs had risen. For more information, see the discussion of Spire Missouri's Operational Flow Order in Note 15, Regulatory Matters, of the Notes to Financial Statements in Item 8.

In fiscal 2021, the Company used \$9.6 less cash in investing activities than in fiscal 2020, primarily driven by a \$13.6 decrease in capital expenditures. The primary driver of the lower capital expenditures was a \$53.3 decline related to Spire STL Pipeline and Spire Storage, largely offset by a \$42.6 capital spending increase at Gas Utility, where the focus remained on infrastructure upgrades and new business development.

In fiscal 2020, the Company used \$206.7 less cash in investing activities than in fiscal 2019. The major driver of the reduction was lower capital expenditures, down \$184.9 versus the prior year. The Spire STL Pipeline, which was placed into service in the first fiscal quarter of 2020, accounted for \$97.4 of the reduction, and expenditures at Spire Storage were \$59.6 below prior year levels. Capital expenditures at the Utilities were down \$29.1.

Net cash provided by financing activities was up \$219.4 when comparing fiscal 2021 to fiscal 2020. Current year long-term debt issuances were \$629.1, or \$119.1 higher than in fiscal 2020, and the combination of lower net repayments of both long-term and short-term debt in fiscal 2021 contributed \$150.8 to the year-over-year increase. Partially offsetting these increases was a \$40.1 decline in cash generated from common stock issuances and \$5.2 higher common stock dividend payments.

Net cash provided by financing activities declined \$211.8 in fiscal 2020 versus fiscal 2019, the major driver being the prior year issuance of preferred stock that generated \$242.0 in proceeds. Year-over-year net debt issuance increased by \$32.3, and the issuance of common stock generated \$21.6 more cash in fiscal 2020 than in fiscal 2019. These increases in cash were only partly offset by a \$20.4 increase in common and preferred stock dividends in fiscal 2020 versus fiscal 2019.

Future Cash Requirements

The Company's short-term borrowing requirements typically peak during colder months when the Utilities borrow money to cover the lag between when they purchase natural gas and when their customers pay for that gas. Changes in the wholesale cost of natural gas (including cash payments for margin deposits associated with Spire Missouri's use of natural gas derivative instruments), variations in the timing of collections of gas cost under the Utilities' PGA clauses and GSA riders, the seasonality of accounts receivable balances, and the utilization of storage gas inventories cause short-term cash requirements to vary during the year and from year to year, and may cause significant variations in the Company's cash provided by or used in operating activities.

Spire's material cash requirements as of September 30, 2021, are related to capital expenditures, principal and interest payments on long-term debt, natural gas purchase obligations, and dividends.

Total Company capital expenditures are planned to be \$570 for fiscal 2022, though Spire had purchase commitments for only a small portion of these as of September 30, 2021.

As detailed in Note 6, Long-Term Debt, of the Notes to Financial Statements in Item 8, \$55.8 of the total \$3,014.6 principal amount is due in fiscal 2022. Using each long-term debt instrument's stated maturity and fixed rates or variable rates as of September 30, 2021, interest payments are projected to total \$1,645.7, of which \$108.3 is due in fiscal 2022.

Spire's natural gas purchase obligations totaled \$1,889.0, including \$759.1 for fiscal 2022, representing the minimum payments required under existing natural gas transportation and storage contracts and natural gas supply agreements. The amounts reflect fixed obligations as well as obligations to purchase natural gas at future market prices, calculated using forward market prices as of September 30, 2021. Each of the Utilities generally recovers costs related to its purchases, transportation and storage of natural gas through the operation of its PGA clause or GSA rider, subject to prudence review by the appropriate regional public service commission. Additional contractual commitments are generally entered into prior to or during the heating season.

Spire dividends declared and payable as of September 30, 2021, totaled \$39.4, while annualized dividends based on the regular quarterly amounts declared on November 11, 2021, are estimated at \$156.

Source of Funds

It is management's view that the Company, Spire Missouri and Spire Alabama have adequate access to capital markets and will have sufficient capital resources, both internal and external, to meet anticipated requirements.

The Company's, Spire Missouri's and Spire Alabama's access to capital markets, including the commercial paper market, and their respective financing costs, may depend on the credit rating of the entity that is accessing the capital markets. Their debt is rated by two rating agencies: Standard & Poor's Corporation ("S&P") and Moody's Investors Service ("Moody's"). As of September 30, 2021, the debt ratings of the Company, Spire Missouri and Spire Alabama, shown in the following table, remain at investment grade with a stable outlook.

	S&P	Moody's
Spire Inc. senior unsecured long-term debt	BBB+	Baa2
Spire Inc. preferred stock	BBB	Ba1
Spire Inc. short-term debt	A-2	P-2
Spire Missouri senior secured long-term debt	A	A1
Spire Alabama senior unsecured long-term debt	A-	A2

Cash and Cash Equivalents

Bank deposits were used to support working capital needs of the business. Spire had no temporary cash investments as of September 30, 2021 or 2020.

Short-term Debt

The Utilities' short-term borrowing requirements typically peak during the colder months, while most of the Company's other needs are less seasonal. These short-term cash requirements can be met through the sale of commercial paper or the use of a revolving credit facility. For information about these resources, see Note 7, Notes Payable and Credit Agreements, of the Notes to Financial Statements in Item 8 and "Interest Rate Risk" under "Market Risk" below.

Long-term Debt and Equity

At September 30, 2021, including the current portion but excluding unamortized discounts and debt issuance costs, Spire had long-term debt totaling \$3,014.6, of which \$1,348.0 was issued by Spire Missouri, \$625.0 was issued by Spire Alabama, and \$211.6 was issued by other subsidiaries. For more information about long-term debt, see Note 6 of the Notes to Financial Statements in Item 8 and "Interest Rate Risk" under "Market Risk" below.

On December 15, 2020, Spire Alabama issued and sold to certain institutional investors in a private placement \$150.0 of 2.04% Series 2020 Senior Notes due December 15, 2030. Interest is payable semi-annually. The notes are senior unsecured obligations of Spire Alabama and rank equal in right to payment with all its other senior unsecured indebtedness. Spire Alabama used the proceeds to repay short-term debt.

In February 2021, Spire issued 3.5 million equity units for an aggregate stated amount of \$175.0, resulting in net proceeds of \$169.3 after underwriting fees and other issuance costs. See Note 5, Shareholders' Equity, of the Notes to Financial Statements in Item 8 for additional discussion of these equity units.

On May 20, 2021, pursuant to its registration statement on Form S-3 filed with the SEC, Spire Missouri issued \$305.0 of 3.30% first mortgage bonds due June 1, 2051, secured equally with all its other first mortgage bonds. Interest is payable semi-annually. Spire Missouri used the proceeds to redeem \$55.0 principal amount of 3.00% first mortgage bonds due March 15, 2023, and to repay short-term debt.

Spire Missouri was authorized by the MoPSC to issue registered securities (first mortgage bonds, unsecured debt and preferred stock), common stock, and private placement debt in an aggregate amount of up to \$660.0 for financings placed any time before September 30, 2023. As of September 30, 2021, \$355.0 remained available under this authorization. Spire Alabama has no standing authority to issue long-term debt and must petition the APSC for each planned issuance.

Spire has a shelf registration statement on Form S-3 on file with the SEC for the issuance and sale of up to 250,000 shares of common stock under its Dividend Reinvestment and Direct Stock Purchase Plan. There were 182,689 and 177,295 shares at September 30, 2021 and November 12, 2021, respectively, remaining available for issuance under this Form S-3. Spire and Spire Missouri also have a universal shelf registration statement on Form S-3 on file with the SEC for the issuance of various equity and debt securities, which expires on May 14, 2022.

On February 6, 2019, Spire entered into an “at-the-market” equity distribution agreement, supplemented as of May 14, 2019, pursuant to which the Company may offer and sell, from time to time, shares of its common stock having an aggregate offering price of up to \$150.0. Those shares are issued pursuant to Spire’s universal shelf registration statement referenced above and a prospectus supplement dated May 14, 2019. Under this program, a total of 626,249 shares were issued in fiscal 2019 and 2020, and as of September 30, 2021, Spire can still issue shares having an aggregate offering price of up to \$102.2.

Including the current portion of long-term debt, the Company’s long-term consolidated capitalization consisted of 47% equity at September 30, 2021 and 50% equity at September 30, 2020. For more information about equity, see Note 5 of the Notes to Financial Statements in Item 8.

ENVIRONMENTAL MATTERS

The Utilities and other Spire subsidiaries own and operate natural gas distribution, transmission and storage facilities, the operations of which are subject to various environmental laws, regulations and interpretations. While environmental issues resulting from such operations arise in the ordinary course of business, such issues have not materially affected the Company’s, Spire Missouri’s or Spire Alabama’s financial position and results of operations. As environmental laws, regulations and their interpretations change, however, the Company and the Utilities may be required to incur additional costs. For information relative to environmental matters, see Contingencies in Note 16 of the Notes to Financial Statements in Item 8.

REGULATORY MATTERS

In May and July 2021, the U.S. Department of Homeland Security’s Transportation Security Administration issued security directives that included several new cybersecurity requirements for critical pipeline owners and operators. Among these requirements is the implementation of specific mitigation measures to protect against ransomware attacks and other known threats to information and operational technology systems; development and implementation of a cybersecurity contingency and recovery plan; and performance of a cybersecurity architecture design review. We are currently implementing several of these directives and evaluating the potential effect of several others on our operations and facilities, as well as the potential cost of implementation, and will continue to monitor for any clarifications or amendments to these directives. We are also engaged in a continuous program of testing and updating our cybersecurity measures.

For discussions of other regulatory matters for Spire, Spire Missouri, and Spire Alabama, see Note 15, Regulatory Matters, of the Notes to Financial Statements in Item 8.

ACCOUNTING PRONOUNCEMENTS

The Company, Spire Missouri and Spire Alabama have evaluated or are in the process of evaluating the impact that recently issued accounting standards will have on their financial position or results of operations upon adoption. For disclosures related to the adoption of new accounting standards, see the New Accounting Pronouncements section of Note 1 of the Notes to Financial Statements in Item 8.

CRITICAL ACCOUNTING ESTIMATES

Our discussion and analysis of our financial condition, results of operations, liquidity and capital resources are based upon our financial statements, which have been prepared in accordance with GAAP, which requires that we make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We evaluate our estimates on an ongoing basis. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. We believe the following represent the more significant items requiring the use of judgment and estimates in preparing our financial statements:

Regulatory Accounting – The Utilities account for their regulated operations in accordance with FASB Accounting Standards Codification Topic 980, *Regulated Operations*. The provisions of this accounting guidance require, among other things, that financial statements of a rate-regulated enterprise reflect the actions of regulators, where appropriate. These actions may result in the recognition of revenues and expenses in time periods that are different than non-rate-regulated enterprises. When this occurs, costs are deferred as assets in the balance sheet (regulatory assets) and recorded as expenses when those amounts are reflected in rates. Also, regulators can impose liabilities upon a regulated company for amounts previously collected from customers and for recovery of costs that are expected to be incurred in the future (regulatory liabilities). Management believes that the current regulatory environment supports the continued use of these regulatory accounting principles and that all regulatory assets and regulatory liabilities are recoverable or refundable through the regulatory process. For Spire Missouri and Spire Alabama, management believes the following represent the more significant items recorded through the application of this accounting guidance:

PGA Clause – Spire Missouri’s PGA clauses allows it to flow through to customers, subject to a prudence review by the MoPSC, the cost of purchased gas supplies, including the costs, cost reductions and related carrying costs associated with the use of natural gas derivative instruments to hedge the purchase price of natural gas. The difference between actual costs incurred and costs recovered through the application of the PGA clauses are recorded as regulatory assets and regulatory liabilities that are recovered or refunded in a subsequent period. The PGA clauses also permit the application of carrying costs to all over- or under-recoveries of gas costs, including costs and cost reductions associated with the use of derivative instruments, and also provide for a portion of income from off-system sales and capacity release revenues to be flowed through to customers.

GSA Rider – Spire Alabama’s rate schedules for natural gas distribution charges contain a GSA rider, established in 1993, which permits the pass-through to customers of changes in the cost of gas supply. Spire Alabama’s tariff provides a temperature adjustment mechanism, also included in the GSA, that is designed to moderate the impact of departures from normal temperatures on Spire Alabama’s earnings. The temperature adjustment applies primarily to residential, small commercial and small industrial customers. Other non-temperature weather related conditions that may affect customer usage are not included in the temperature adjustment. In prior years, Spire Alabama entered into cash flow derivative commodity instruments to hedge its exposure to price fluctuations on its gas supply. Spire Alabama recognizes all derivatives at fair value as either assets or liabilities on the balance sheet. Any realized gains or losses are passed through to customers using the mechanisms of the GSA rider in accordance with Spire Alabama’s APSC approved tariff and are recognized as a regulatory asset or regulatory liability. All derivative commodity instruments in a gain position are valued on a discounted basis incorporating an estimate of performance risk specific to each related counterparty. Derivative commodity instruments in a loss position are valued on a discounted basis incorporating an estimate of performance risk specific to Spire Alabama. Spire Alabama currently has no active gas supply derivative positions.

ISRS –The ISRS allows Spire Missouri expedited recovery for its investment to upgrade its infrastructure and enhance its safety and reliability without the necessity of a formal rate case. Spire Missouri records ISRS revenues as authorized by the MoPSC and estimates the probability and amount of any refunds based on commission precedent, current legal rulings, the opinion of legal counsel, and other considerations.

For more information, see Note 15, Regulatory Matters, of the Notes to Financial Statements in Item 8.

Employee Benefits and Postretirement Obligations – Pension and postretirement obligations are calculated by actuarial consultants that utilize several statistical factors and other assumptions provided by management related to future events, such as discount rates, returns on plan assets, compensation increases, and mortality rates. For the Utilities, the amount of expense recognized and the amounts reflected in other comprehensive income are dependent upon the regulatory treatment provided for such costs, as discussed further below. Certain liabilities related to group medical benefits and workers’ compensation claims, portions of which are self-insured and/or contain “stop-loss” coverage with third-party insurers to limit exposure, are established based on historical trends.

The amount of net periodic pension and other postretirement benefit costs recognized in the financial statements related to the Utilities' qualified pension plans and other postretirement benefit plans is based upon allowances, as approved by the MoPSC (for Spire Missouri) and as approved by the APSC (for Spire Alabama). The allowances have been established in the rate-making process for the recovery of these costs from customers. The differences between these amounts and actual pension and other postretirement benefit costs incurred for financial reporting purposes are deferred as regulatory assets or regulatory liabilities. GAAP also requires that changes that affect the funded status of pension and other postretirement benefit plans, but that are not yet required to be recognized as components of pension and other postretirement benefit costs, be reflected in other comprehensive income. For the Utilities' qualified pension plans and other postretirement benefit plans, amounts that would otherwise be reflected in other comprehensive income are deferred with entries to regulatory assets or regulatory liabilities.

For more information, see Note 13, Pension Plans and Other Postretirement Benefits, of the Notes to Financial Statements in Item 8.

The tables below reflect the sensitivity of Spire's plans to potential changes in key assumptions:

Pension Plan Benefits:		Estimated Increase/ (Decrease) to Projected Benefit Obligation	Estimated Increase/ (Decrease) to Annual Net Pension Cost*
Actuarial Assumptions	Increase/ (Decrease)		
Discount Rate	0.25%	\$ (19.5)	\$ 0.4
	(0.25)%	20.6	(0.5)
Expected Return on Plan Assets	0.25%	—	(1.1)
	(0.25)%	—	1.1
Rate of Future Compensation Increase	0.25%	1.3	0.3
	(0.25)%	(1.3)	(0.2)
Postretirement Benefits:		Estimated Increase/ (Decrease) to Projected Postretirement Benefit Obligation	Estimated Increase/ (Decrease) to Annual Net Postretirement Benefit Cost*
Actuarial Assumptions	Increase/ (Decrease)		
Discount Rate	0.25%	\$ (4.8)	\$ 0.1
	(0.25)%	4.9	(0.1)
Expected Return on Plan Assets	0.25%	—	(0.7)
	(0.25)%	—	0.7

* Excludes the impact of regulatory deferral mechanism. See Note 13, Pension Plans and Other Postretirement Benefits, of the Notes to Financial Statements in Item 8 for information regarding the regulatory treatment of these costs.

Impairment of Long-lived Assets – Long-lived assets classified as held and used are evaluated for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Whether impairment has occurred is determined by comparing the estimated undiscounted cash flows attributable to the assets with the carrying value of the assets. If the carrying value exceeds the undiscounted cash flows, the Company recognizes an impairment charge equal to the amount of the carrying value that exceeds the estimated fair value of the assets. In the period in which the Company determines an asset meets held-for-sale criteria, an impairment charge is recorded to the extent the book value exceeds its fair value less cost to sell.

On July 1, 2020, Spire's Board of Directors, based upon the recommendation of senior management, revised the development plan for Spire Storage, resulting in an impairment charge of \$140.8 related to Spire Storage assets in the quarter ended June 30, 2020. The revision was driven by the realization that a longer time horizon will be required for optimization and positioning of the storage facility to serve energy markets in the western United States. Among other factors, evaluations of the continuing evolution of market dynamics in the region led management to update models of various development alternatives. Separately in the quarter ended June 30, 2020, Spire recorded impairment charges totaling \$7.8 related to two commercial compressed natural gas fueling stations as a result of revised projections reflecting lower diesel prices and slower conversions of Class 8 vehicles. The fair values used in measuring the impairment charges were determined with an expected present value technique using a discounted cash flow method under an income approach. Our impairment loss calculations required management to make assumptions and to apply judgment in order to estimate fair values of the assets. This involved estimating cash flows, useful lives, and current market value for similar assets and selecting a discount rate that reflects the risk inherent in future cash flows. Cash flow projections were based on assumptions about future market demand and achievement of certain operational capabilities. Assumptions were selected from a range of reasonably possible amounts and were supported by relevant and reliable data. However, if actual results are not consistent with our estimates and assumptions, we may be exposed to additional impairments that could be material. We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we use to calculate asset impairment losses.

Income Taxes – Income tax calculations require estimates due to book-tax differences, estimates with respect to regulatory treatment of certain items, and uncertainty in the interpretation of tax laws and regulations. Critical assumptions and judgments also include projections of future taxable income to determine the ability to utilize net operating losses and credit carryforwards prior to their expiration. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Management regularly assesses financial statement tax provisions to identify any change in regulatory treatment or tax related estimates and assumptions that could have a material impact on cash flows, financial position and/or results of operations. For more information, see Note 12, Income Taxes, of the Notes to Financial Statements in Item 8.

For further discussion of significant accounting policies, see Note 1, Summary of Significant Accounting Policies, of the Notes to Financial Statements in Item 8.

MARKET RISK

Commodity Price Risk

Gas Utility

The Utilities' commodity price risk, which arises from market fluctuations in the price of natural gas, is primarily managed through the operation of Spire Missouri's PGA clauses and Spire Alabama's GSA rider. The PGA clauses and GSA rider allows the Utilities to flow through to customers, subject to prudence review by the MoPSC and APSC, the cost of purchased gas supplies. Spire Missouri is allowed the flexibility to make up to three discretionary PGA changes during each year, in addition to its mandatory November PGA change, so long as such changes are separated by at least two months. Spire Missouri is able to mitigate, to some extent, changes in commodity prices through the use of physical storage supplies and regional supply diversity. The Utilities also have risk management policies that allow for the purchase of natural gas derivative instruments with the goal of managing its price risk associated with purchasing natural gas on behalf of its customers. These policies prohibit speculation. As of September 30, 2021, Spire Missouri had active natural gas derivative positions, but Spire Alabama did not. Costs and cost reduction, including carrying costs, associated with the use of natural gas derivative instruments are allowed to be passed on to customers through the operation of the PGA clauses or GSA rider. Accordingly, the Utilities do not expect any adverse earnings impact as a result of the use of these derivative instruments. However, the timing of recovery for cash payments related to margin requirements may cause short-term cash requirements to vary. For more information about the Utilities' natural gas derivative instruments, see Note 10, Derivative Instruments and Hedging Activities, of the Notes to Financial Statements in Item 8.

Gas Marketing

In the course of its business, Spire's non-regulated gas marketing subsidiary, Spire Marketing, enters into contracts to purchase and sell natural gas at fixed prices and natural gas index-based prices. Commodity price risk associated with these contracts has the potential to impact earnings and cash flows. To minimize this risk, Spire Marketing has a risk management policy that provides for daily monitoring of a number of business measures, including fixed price commitments. In accordance with the risk management policy, Spire Marketing manages the price risk associated with its fixed price commitments. This risk is currently managed either by closely matching the offsetting physical purchase or sale of natural gas at fixed-prices or through the use of natural gas futures, options and swap contracts traded on or cleared through the New York Mercantile Exchange (NYMEX) and Intercontinental Exchange (ICE) to lock in margins. At September 30, 2021 and 2020, Spire Marketing's unmatched fixed-price positions were not material to Spire's financial position or results of operations.

As mentioned above, Spire Marketing uses natural gas futures, options and swap contracts traded on or cleared through the NYMEX and ICE to manage the commodity price risk associated with its fixed-price natural gas purchase and sale commitments. These derivative instruments may be designated as cash flow hedges of forecasted purchases or sales. Such accounting treatment, if elected, generally permits a substantial portion of the gain or loss to be deferred from recognition in earnings until the period that the associated forecasted purchase or sale is recognized in earnings. To the extent a hedge is effective, gains or losses on the derivatives will be offset by changes in the value of the hedged forecasted transactions. Information about the fair values of Spire Marketing's exchange-traded/cleared natural gas derivative instruments is presented below:

	Derivative Fair Values	Cash Margin	Derivatives and Cash Margin
Net balance of derivative assets at September 30, 2020	\$ 5.7	\$ (0.4)	\$ 5.3
Changes in fair value	77.5	—	77.5
Settlements/purchases - net	(31.1)	—	(31.1)
Changes in cash margin	—	(38.9)	(38.9)
Net balance of derivative assets at September 30, 2021	<u>\$ 52.1</u>	<u>\$ (39.3)</u>	<u>\$ 12.8</u>

Maturity by Fiscal Year	As of September 30, 2021				
	Total	2022	2023	2024	2025
Fair values of exchange-traded/cleared natural gas derivatives - net	\$ 59.3	\$ 51.0	\$ 7.9	\$ 0.3	\$ 0.1
Fair values of basis swaps - net	1.7	1.1	0.5	0.1	—
Fair values of puts and calls - net	(8.3)	(8.2)	(0.1)	—	—
Position volumes:					
MMBtu - net (short) long futures/swap/option positions	61.9	41.5	18.4	1.8	0.2
MMBtu - net (short) long basis swap positions	0.1	2.4	(1.9)	(0.4)	—
MMBtu - net (short) puts and calls positions	(2.4)	(2.4)	—	—	—

Certain of Spire Marketing's physical natural gas derivative contracts are designated as normal purchases or normal sales, as permitted by GAAP. This election permits the Company to account for the contract in the period the natural gas is delivered. Contracts not designated as normal purchases or normal sales, including those designated as trading activities, are accounted for as derivatives with changes in fair value recognized in earnings in the periods prior to settlement.

Below is a reconciliation of the beginning and ending balances for physical natural gas contracts accounted for as derivatives, none of which will settle beyond fiscal 2022:

Net balance of derivative liabilities at September 30, 2020	\$ (7.4)
Changes in fair value	(50.8)
Settlements	(3.3)
Net balance of derivative liabilities at September 30, 2021	<u>\$ (61.5)</u>

For further details related to Spire Marketing's derivatives and hedging activities, see Note 10, Derivative Instruments and Hedging Activities, of the Notes to Financial Statements in Item 8.

Counterparty Credit Risk

Spire Marketing has concentrations of counterparty credit risk in that a significant portion of its transactions are with energy producers, utility companies and pipelines. These concentrations of counterparties have the potential to affect the Company's overall exposure to credit risk, either positively or negatively, in that each of these three groups may be affected similarly by changes in economic, industry or other conditions. Spire Marketing also has concentrations of credit risk with certain individually significant counterparties. To the extent possible, Spire Marketing enters into netting arrangements with its counterparties to mitigate exposure to credit risk. It is also exposed to credit risk associated with its derivative contracts designated as normal purchases and normal sales. Spire Marketing closely monitors its credit exposure and, although uncollectible amounts have not been significant, increased counterparty defaults are possible and may result in financial losses and/or capital limitations. For more information on these and other concentrations of credit risk, including how Spire Marketing manages these risks, see Note 11, Concentrations of Credit Risk, of the Notes to Financial Statements in Item 8.

Interest Rate Risk

The Company is subject to interest rate risk associated with its short-term debt issuances. Based on average short-term borrowings during fiscal 2021, an increase of 100 basis points in the underlying average interest rate for short-term debt would have caused an increase in interest expense (and a decrease in pre-tax earnings and cash flows) of approximately \$6.1 on an annual basis. Portions of such an increase may be offset through the Utilities' application of PGA and GSA carrying costs. At September 30, 2021, Spire had fixed-rate long-term debt totaling \$3,014.6, of which \$1,348.0 was issued by Spire Missouri, \$625.0 was issued by Spire Alabama, and \$1,041.6 was issued by Spire and other subsidiaries. While the long-term debt issues are fixed-rate, they are subject to changes in fair value as market interest rates change. However, increases or decreases in fair value would impact earnings and cash flows only if the Company were to reacquire any of these issues in the open market prior to maturity. Under GAAP applicable to the Utilities' regulated operations, losses or gains on early redemptions of long-term debt would typically be deferred as regulatory assets or regulatory liabilities and amortized over a future period.

Refer to Note 10, Derivative Instruments and Hedging Activities, of the Notes to Financial Statements in Item 8 for additional details on the Company's interest rate swap transactions.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

For this discussion, see "Market Risk" in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

Item 8. Financial Statements and Supplementary Data

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Management Reports on Internal Control over Financial Reporting

Spire Inc.

Management is responsible for establishing and maintaining adequate internal controls over financial reporting. Spire Inc.'s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements and can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Spire Inc.'s management, including its Chief Executive Officer and Chief Financial Officer, conducted an assessment of the effectiveness of Spire Inc.'s internal control over financial reporting as of September 30, 2021. In making this assessment, management used the criteria in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that assessment, management concluded that Spire Inc.'s internal control over financial reporting was effective as of September 30, 2021. Deloitte & Touche LLP, an independent registered public accounting firm, has issued an attestation report on Spire Inc.'s internal control over financial reporting, which is included herein.

Spire Missouri Inc.

Management is responsible for establishing and maintaining adequate internal controls over financial reporting. Spire Missouri Inc.'s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements and can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Spire Missouri Inc.'s management, including its Chief Executive Officer and Chief Financial Officer, conducted an assessment of the effectiveness of Spire Missouri Inc.'s internal control over financial reporting as of September 30, 2021. In making this assessment, management used the criteria in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that assessment, management concluded that Spire Missouri Inc.'s internal control over financial reporting was effective as of September 30, 2021.

Spire Alabama Inc.

Management is responsible for establishing and maintaining adequate internal controls over financial reporting. Spire Alabama Inc.'s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements and can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Spire Alabama Inc.'s management, including its Chief Executive Officer and Chief Financial Officer, conducted an assessment of the effectiveness of Spire Alabama Inc.'s internal control over financial reporting as of September 30, 2021. In making this assessment, management used the criteria in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that assessment, management concluded that Spire Alabama Inc.'s internal control over financial reporting was effective as of September 30, 2021.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Spire Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Spire Inc. and subsidiaries (the “Company”) as of September 30, 2021, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2021, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended September 30, 2021, of the Company and our report dated November 22, 2021, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for their assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Reports on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

St. Louis, Missouri
November 22, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Spire Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Spire Inc. and subsidiaries (the “Company”) as of September 30, 2021 and 2020, the related consolidated statements of income, comprehensive income, shareholders’ equity, and cash flows, for each of the three years in the period ended September 30, 2021, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2021 and 2020, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2021, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of September 30, 2021, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated November 22, 2021, expressed an unqualified opinion on the Company’s internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Regulatory Matters – Impact of Rate Regulation on the Financial Statements – Refer to Note 15 to the financial statements

Critical Audit Matter Description

The Company accounts for their regulated operations in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 980, *Regulated Operations*. The provisions of this accounting guidance require, among other things, that financial statements of a rate-regulated enterprise reflect the actions of regulators, where appropriate. These actions may result in the recognition of revenues and expenses in time periods that are different than non-rate-regulated enterprises. When this occurs, costs are deferred as assets in the balance sheet (regulatory assets) and recorded as expenses when those amounts are reflected in rates. Also, regulators can impose liabilities upon a regulated company for amounts previously collected from customers and for recovery of costs that are expected to be incurred in the future (regulatory liabilities).

The Company is subject to rate regulation by the Missouri, Alabama, and Mississippi Public Service Commissions (the “Commissions”), which have jurisdiction with respect to the rates of natural gas companies within their respective geographies. The Company has stated that all regulatory assets and regulatory liabilities are recoverable or refundable through the regulatory process.

Accounting for the economics of rate regulation affects multiple financial statement line items, including property, plant, and equipment; regulatory assets and liabilities; operating revenues; and depreciation expense, and affects multiple disclosures in the Company’s financial statements. There is a risk that the Commissions will not approve full recovery of the costs of providing utility service or recovery of all amounts invested in the utility business and a reasonable return on that investment. As a result, we identified the impact of rate regulation as a critical audit matter due to the high degree of subjectivity involved in assessing the impact of current and future regulatory orders on events that have occurred as of September 30, 2021, and the judgments made by management to support its assertions about impacted account balances and disclosures. Management judgments included assessing the likelihood of (1) recovery in future rates of incurred costs or (2) refunds to customers or future reduction in rates. Given that management’s accounting judgments are based on assumptions about the outcome of future decisions by the Commissions, auditing these rate-impacted account balances and disclosures, and the related judgments, requires specialized knowledge of accounting for rate regulation due to the inherent complexities associated with the specialized rules related to accounting for the effects of cost-based regulation.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the uncertainty of future decisions by the Commissions included the following, among others:

- We tested the effectiveness of management’s controls over evaluating the likelihood of (1) the recovery in future rates of costs incurred as property, plant, and equipment and deferred as regulatory assets, and (2) a refund or a future reduction in rates that should be reported as regulatory liabilities. We tested the effectiveness of management’s controls over the initial recognition of amounts as property, plant, and equipment; regulatory assets or liabilities; and the monitoring and evaluation of regulatory developments that may affect the likelihood of recovering costs in future rates or of a future reduction in rates.
- We evaluated the Company’s disclosures related to the impacts of rate regulation, including the balances recorded and regulatory developments, in the financial statements.
- We read relevant regulatory orders issued by the Commissions for the Company in Missouri, Alabama, and Mississippi; regulatory statutes, interpretations, procedural memorandums, and filings made by interveners; and other publicly available information to assess the likelihood of recovery in future rates or of a future reduction in rates based on precedents of the Commissions’ treatment of similar costs under similar circumstances.
- We obtained from management the regulatory orders that support the probability of recovery, refund, and/or future reduction in rates for regulatory assets and liabilities and assessed management’s assertion that amounts are probable of recovery, refund, or a future reduction in rates.

/s/ Deloitte & Touche LLP

St. Louis, Missouri
November 22, 2021

We have served as the Company’s auditor since 1953.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholder and the Board of Directors of Spire Missouri Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Spire Missouri Inc. (a wholly owned subsidiary of Spire Inc.) (the “Company”) as of September 30, 2021 and 2020, the related statements of comprehensive income, shareholder’s equity, and cash flows, for each of the three years in the period ended September 30, 2021, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2021 and 2020, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2021, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of their internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Regulatory Matters – Impact of Rate Regulation on the Financial Statements – Refer to Note 15 to the financial statements

Critical Audit Matter Description

The Company accounts for their regulated operations in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 980, *Regulated Operations*. The provisions of this accounting guidance require, among other things, that financial statements of a rate-regulated enterprise reflect the actions of regulators, where appropriate. These actions may result in the recognition of revenues and expenses in time periods that are different than non-rate-regulated enterprises. When this occurs, costs are deferred as assets in the balance sheet (regulatory assets) and recorded as expenses when those amounts are reflected in rates. Also, regulators can impose

liabilities upon a regulated company for amounts previously collected from customers and for recovery of costs that are expected to be incurred in the future (regulatory liabilities).

The Company is subject to rate regulation by the Missouri Public Service Commission (the “Commission”), which has jurisdiction with respect to the rates of natural gas companies within their geography. The Company has stated that all regulatory assets and regulatory liabilities are recoverable or refundable through the regulatory process.

Accounting for the economics of rate regulation affects multiple financial statement line items, including property, plant, and equipment; regulatory assets and liabilities; operating revenues; and depreciation expense, and affects multiple disclosures in the Company’s financial statements. There is a risk that the Commission will not approve full recovery of the costs of providing utility service or recovery of all amounts invested in the utility business and a reasonable return on that investment. As a result, we identified the impact of rate regulation as a critical audit matter due to the high degree of subjectivity involved in assessing the impact of current and future regulatory orders on events that have occurred as of September 30, 2021, and the judgments made by management to support their assertions about impacted account balances and disclosures. Management judgments included assessing the likelihood of (1) recovery in future rates of incurred costs or (2) refunds to customers or future reduction in rates. Given that management’s accounting judgments are based on assumptions about the outcome of future decisions by the Commission, auditing these rate-impacted account balances and disclosures, and the related judgments, requires specialized knowledge of accounting for rate regulation due to the inherent complexities associated with the specialized rules related to accounting for the effects of cost-based regulation.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the uncertainty of future decisions by the Commission included the following, among others:

- We tested the effectiveness of management’s controls over evaluating the likelihood of (1) the recovery in future rates of costs incurred as property, plant, and equipment and deferred as regulatory assets, and (2) a refund or a future reduction in rates that should be reported as regulatory liabilities. We tested the effectiveness of management’s controls over the initial recognition of amounts as property, plant, and equipment; regulatory assets or liabilities; and the monitoring and evaluation of regulatory developments that may affect the likelihood of recovering costs in future rates or of a future reduction in rates.
- We evaluated the Company’s disclosures related to the impacts of rate regulation, including the balances recorded and regulatory developments, in the financial statements.
- We read relevant regulatory orders issued by the Commission for the Company in Missouri; regulatory statutes, interpretations, procedural memorandums, and filings made by interveners; and other publicly available information to assess the likelihood of recovery in future rates or of a future reduction in rates based on precedents of the Commission’s treatment of similar costs under similar circumstances.
- We obtained from management the regulatory orders that support the probability of recovery, refund, and/or future reduction in rates for regulatory assets and liabilities and assessed management’s assertion that amounts are probable of recovery, refund, or a future reduction in rates.

/s/ Deloitte & Touche LLP

St. Louis, Missouri
November 22, 2021

We have served as the Company’s auditor since 1953.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholder and the Board of Directors of Spire Alabama Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Spire Alabama Inc. (a wholly owned subsidiary of Spire Inc.) (the “Company”) as of September 30, 2021 and 2020, the related statements of income, shareholder’s equity, and cash flows, for each of the three years in the period ended September 30, 2021, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2021 and 2020, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2021, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of their internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Regulatory Matters – Impact of Rate Regulation on the Financial Statements – Refer to Note 15 to the financial statements

Critical Audit Matter Description

The Company accounts for their regulated operations in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 980, *Regulated Operations*. The provisions of this accounting guidance require, among other things, that financial statements of a rate-regulated enterprise reflect the actions of regulators, where appropriate. These actions may result in the recognition of revenues and expenses in time periods that are different than non-rate-regulated enterprises. When this occurs, costs are deferred as assets in the balance sheet (regulatory assets) and recorded as expenses when those amounts are reflected in rates. Also, regulators can impose

liabilities upon a regulated company for amounts previously collected from customers and for recovery of costs that are expected to be incurred in the future (regulatory liabilities).

The Company is subject to rate regulation by the Alabama Public Service Commission (the “Commission”), which has jurisdiction with respect to the rates of natural gas companies within their geography. The Company has stated that all regulatory assets and regulatory liabilities are recoverable or refundable through the regulatory process.

Accounting for the economics of rate regulation affects multiple financial statement line items, including property, plant, and equipment; regulatory assets and liabilities; operating revenues; and depreciation expense, and affects multiple disclosures in the Company’s financial statements. There is a risk that the Commission will not approve full recovery of the costs of providing utility service or recovery of all amounts invested in the utility business and a reasonable return on that investment. As a result, we identified the impact of rate regulation as a critical audit matter due to the high degree of subjectivity involved in assessing the impact of current and future regulatory orders on events that have occurred as of September 30, 2021, and the judgments made by management to support their assertions about impacted account balances and disclosures. Management judgments included assessing the likelihood of (1) recovery in future rates of incurred costs or (2) refunds to customers or future reduction in rates. Given that management’s accounting judgments are based on assumptions about the outcome of future decisions by the Commission, auditing these rate-impacted account balances and disclosures, and the related judgments, requires specialized knowledge of accounting for rate regulation due to the inherent complexities associated with the specialized rules related to accounting for the effects of cost-based regulation.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the uncertainty of future decisions by the Commission included the following, among others:

- We tested the effectiveness of management’s controls over evaluating the likelihood of (1) the recovery in future rates of costs incurred as property, plant, and equipment and deferred as regulatory assets, and (2) a refund or a future reduction in rates that should be reported as regulatory liabilities. We tested the effectiveness of management’s controls over the initial recognition of amounts as property, plant, and equipment; regulatory assets or liabilities; and the monitoring and evaluation of regulatory developments that may affect the likelihood of recovering costs in future rates or of a future reduction in rates.
- We evaluated the Company’s disclosures related to the impacts of rate regulation, including the balances recorded and regulatory developments, in the financial statements.
- We read relevant regulatory orders issued by the Commission for the Company in Alabama; regulatory statutes, interpretations, procedural memorandums, and filings made by interveners; and other publicly available information to assess the likelihood of recovery in future rates or of a future reduction in rates based on precedents of the Commission’s treatment of similar costs under similar circumstances.
- We obtained from management the regulatory orders that support the probability of recovery, refund, and/or future reduction in rates for regulatory assets and liabilities and assessed management’s assertion that amounts are probable of recovery, refund, or a future reduction in rates.

/s/ Deloitte & Touche LLP

St. Louis, Missouri
November 22, 2021

We have served as the Company’s auditor since 2014.

SPIRE INC.
CONSOLIDATED STATEMENTS OF INCOME

(In millions, except per share amounts)	Years Ended September 30		
	2021	2020	2019
Operating Revenues	\$ 2,235.5	\$ 1,855.4	\$ 1,952.4
Operating Expenses:			
Natural gas	946.3	696.1	840.3
Operation and maintenance	465.8	458.6	474.1
Depreciation and amortization	213.1	197.3	181.7
Taxes, other than income taxes	160.1	148.4	154.0
Impairments	—	148.6	—
Total Operating Expenses	<u>1,785.3</u>	<u>1,649.0</u>	<u>1,650.1</u>
Operating Income	<u>450.2</u>	<u>206.4</u>	<u>302.3</u>
Interest Expense, Net	106.6	105.5	104.4
Other (Expense) Income, Net	(3.4)	0.1	21.2
Income Before Income Taxes	340.2	101.0	219.1
Income Tax Expense	68.5	12.4	34.5
Net Income	271.7	88.6	184.6
Provision for preferred dividends	14.8	14.8	5.3
Income allocated to participating securities	0.4	0.1	0.4
Net Income Available to Common Shareholders	<u>\$ 256.5</u>	<u>\$ 73.7</u>	<u>\$ 178.9</u>
Weighted Average Number of Common Shares Outstanding:			
Basic	51.6	51.2	50.7
Diluted	51.7	51.3	50.8
Basic Earnings Per Share of Common Stock	\$ 4.97	\$ 1.44	\$ 3.53
Diluted Earnings Per Share of Common Stock	\$ 4.96	\$ 1.44	\$ 3.52

See the accompanying Notes to Financial Statements.

SPIRE INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In millions)	Years Ended September 30		
	2021	2020	2019
Net Income	\$ 271.7	\$ 88.6	\$ 184.6
Other Comprehensive Income (Loss), Before Tax:			
Cash flow hedging derivative instruments:			
Net hedging gain (loss) arising during the period	61.2	(8.9)	(46.4)
Amounts reclassified into net income	(1.3)	(3.2)	(1.3)
Net gain (loss) on cash flow hedging derivative instruments	59.9	(12.1)	(47.7)
Net loss on defined benefit pension and other postretirement plans	(1.3)	(0.5)	(0.9)
Net unrealized (loss) gain on available-for-sale debt securities	(0.2)	—	0.1
Other Comprehensive Income (Loss), Before Tax	58.4	(12.6)	(48.5)
Income Tax Expense (Benefit) Related to Items of Other Comprehensive Income (Loss)	13.6	(2.7)	(10.8)
Other Comprehensive Income (Loss), Net of Tax	44.8	(9.9)	(37.7)
Comprehensive Income	\$ 316.5	\$ 78.7	\$ 146.9

See the accompanying Notes to Financial Statements.

SPIRE INC.
CONSOLIDATED BALANCE SHEETS

(In millions)	September 30	
	2021	2020
ASSETS		
Utility Plant	\$ 7,225.0	\$ 6,766.3
Less: Accumulated depreciation and amortization	2,169.3	2,086.2
Net Utility Plant	5,055.7	4,680.1
Non-utility Property (net of accumulated depreciation and amortization of \$32.1 and \$19.0 at September 30, 2021 and 2020, respectively)	471.1	432.3
Other Investments	83.1	71.7
Total Other Property and Investments	554.2	504.0
Current Assets:		
Cash and cash equivalents	4.3	4.1
Accounts receivable:		
Utility	338.4	131.8
Other	288.2	146.4
Allowance for credit losses	(30.3)	(24.9)
Delayed customer billings	9.2	10.0
Inventories:		
Natural gas	267.7	154.3
Propane gas	8.7	10.7
Materials and supplies	28.6	26.5
Regulatory assets	306.5	69.5
Prepayments	29.0	29.2
Other	66.2	33.0
Total Current Assets	1,316.5	590.6
Deferred Charges and Other Assets:		
Goodwill	1,171.6	1,171.6
Regulatory assets	993.5	1,069.4
Other	264.9	225.5
Total Deferred Charges and Other Assets	2,430.0	2,466.5
Total Assets	\$ 9,356.4	\$ 8,241.2

SPIRE INC.
CONSOLIDATED BALANCE SHEETS (Continued)

	September 30	
	2021	2020
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Preferred stock (\$25.00 par value per share; 10.0 million depositary shares authorized, issued and outstanding at September 30, 2021 and 2020)	\$ 242.0	\$ 242.0
Common stock (par value \$1.00 per share; 70.0 million shares authorized; 51.7 million issued and outstanding at September 30, 2021, and 51.6 million shares issued and outstanding September 30, 2020)	51.7	51.6
Paid-in capital	1,517.9	1,549.2
Retained earnings	843.0	720.7
Accumulated other comprehensive income (loss)	3.6	(41.2)
Total Shareholders' Equity	2,658.2	2,522.3
Temporary equity	9.8	3.4
Long-term debt (less current portion)	2,939.1	2,423.7
Total Capitalization	5,607.1	4,949.4
Current Liabilities:		
Current portion of long-term debt	55.8	60.4
Notes payable	672.0	648.0
Accounts payable	409.9	243.3
Advance customer billings	32.1	45.3
Wages and compensation accrued	59.5	46.3
Customer deposits	28.9	30.6
Taxes accrued	78.8	71.4
Regulatory liabilities	34.6	113.0
Other	236.7	190.9
Total Current Liabilities	1,608.3	1,449.2
Deferred Credits and Other Liabilities:		
Deferred income taxes	612.3	511.4
Pension and postretirement benefit costs	235.9	309.0
Asset retirement obligations	519.6	540.1
Regulatory liabilities	620.9	343.7
Other	152.3	138.4
Total Deferred Credits and Other Liabilities	2,141.0	1,842.6
Commitments and Contingencies (Note 16)		
Total Capitalization and Liabilities	\$ 9,356.4	\$ 8,241.2

See the accompanying Notes to Financial Statements.

SPIRE INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Dollars in millions, except per share amounts)	Common Stock		Preferred Stock	Paid-in Capital	Retained Earnings	AOCI*	Total
	Shares	Par					
Balance at September 30, 2018	50,671,903	\$ 50.7	\$ —	\$ 1,482.7	\$ 715.6	\$ 6.4	\$ 2,255.4
Net income	—	—	—	—	184.6	—	184.6
Common stock issued	179,630	0.2	—	14.2	—	—	14.4
Dividend reinvestment plan	62,735	—	—	5.1	—	—	5.1
Stock-based compensation costs	—	—	—	6.2	—	—	6.2
Stock issued under stock-based compensation plans	87,978	0.1	—	(0.1)	—	—	—
Employees' tax withholding for stock-based compensation	(28,731)	—	—	(2.3)	—	—	(2.3)
Temporary equity adjustment to redemption value	—	—	—	—	(0.8)	—	(0.8)
Preferred stock issued	—	—	242.0	—	—	—	242.0
Dividends declared:							
Common stock (\$2.37 per share)	—	—	—	—	(120.5)	—	(120.5)
Preferred stock (\$0.344 per depository share)	—	—	—	—	(3.4)	—	(3.4)
Other comprehensive loss, net of tax	—	—	—	—	—	(37.7)	(37.7)
Balance at September 30, 2019	50,973,515	\$ 51.0	\$ 242.0	\$ 1,505.8	\$ 775.5	\$ (31.3)	\$ 2,543.0
Net income	—	—	—	—	88.6	—	88.6
Common stock issued	446,619	0.4	—	31.6	—	—	32.0
Dividend reinvestment plan	122,545	0.1	—	9.1	—	—	9.2
Stock-based compensation costs	—	—	—	6.0	—	—	6.0
Stock issued under stock-based compensation plans	110,463	0.1	—	(0.1)	—	—	—
Employees' tax withholding for stock-based compensation	(41,353)	—	—	(3.2)	—	—	(3.2)
Temporary equity adjustment to redemption value	—	—	—	—	3.4	—	3.4
Dividends declared:							
Common stock (\$2.49 per share)	—	—	—	—	(128.4)	—	(128.4)
Preferred stock (\$1.84375 per depository share)	—	—	—	—	(18.4)	—	(18.4)
Other comprehensive loss, net of tax	—	—	—	—	—	(9.9)	(9.9)
Balance at September 30, 2020	51,611,789	\$ 51.6	\$ 242.0	\$ 1,549.2	\$ 720.7	\$ (41.2)	\$ 2,522.3
Net income	—	—	—	—	271.7	—	271.7
Dividend reinvestment plan	24,565	—	—	1.6	—	—	1.6
Stock-based compensation costs	—	—	—	9.1	—	—	9.1
Stock issued under stock-based compensation plans	65,316	0.1	—	(0.1)	—	—	—
Employees' tax withholding for stock-based compensation	(16,787)	—	—	(1.1)	—	—	(1.1)
Equity units issued	—	—	—	(40.8)	—	—	(40.8)
Temporary equity adjustment to redemption value	—	—	—	—	1.3	—	1.3
Dividends declared:							
Common stock (\$2.60 per share)	—	—	—	—	(135.9)	—	(135.9)
Preferred stock (\$1.475 per depository share)	—	—	—	—	(14.8)	—	(14.8)
Other comprehensive income, net of tax	—	—	—	—	—	44.8	44.8
Balance at September 30, 2021	<u>51,684,883</u>	<u>\$ 51.7</u>	<u>\$ 242.0</u>	<u>\$ 1,517.9</u>	<u>\$ 843.0</u>	<u>\$ 3.6</u>	<u>\$ 2,658.2</u>

* Accumulated other comprehensive income (loss)

See the accompanying Notes to Financial Statements.

SPIRE INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)	Years Ended September 30		
	2021	2020	2019
Operating Activities:			
Net Income	\$ 271.7	\$ 88.6	\$ 184.6
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	213.1	197.3	181.7
Impairments	—	148.6	—
Deferred income taxes and investment tax credits	67.0	9.0	31.8
Changes in assets and liabilities:			
Accounts receivable	(343.0)	36.2	2.7
Inventories	(111.0)	2.6	13.6
Regulatory assets and liabilities	76.6	0.6	—
Accounts payable	177.7	(43.1)	(6.4)
Delayed/advance customer billings, net	(12.4)	7.0	12.4
Taxes accrued	8.9	2.9	3.5
Other assets and liabilities	(116.1)	12.0	31.0
Other	17.3	8.2	(4.0)
Net cash provided by operating activities	249.8	469.9	450.9
Investing Activities:			
Capital expenditures	(624.8)	(638.4)	(823.3)
Other business acquisitions	—	—	(7.9)
Other	2.8	6.8	(7.1)
Net cash used in investing activities	(622.0)	(631.6)	(838.3)
Financing Activities:			
Issuance of preferred stock	—	—	242.0
Issuance of long-term debt	629.1	510.0	230.0
Repayment of long-term debt	(115.4)	(147.0)	(184.1)
Issuance (repayment) of short-term debt, net	24.0	(95.2)	189.6
Issuance of common stock	1.0	41.1	19.5
Dividends paid on common stock	(133.2)	(128.0)	(119.0)
Dividends paid on preferred stock	(14.8)	(14.8)	(3.4)
Other	(11.3)	(6.1)	(2.8)
Net cash provided by financing activities	379.4	160.0	371.8
Net Increase (Decrease) in Cash, Cash Equivalents, and Restricted Cash	7.2	(1.7)	(15.6)
Cash, Cash Equivalents, and Restricted Cash at Beginning of Year	4.1	5.8	21.4
Cash, Cash Equivalents, and Restricted Cash at End of Year	\$ 11.3	\$ 4.1	\$ 5.8
Supplemental disclosure of cash paid for:			
Interest, net of amounts capitalized	\$ (98.7)	\$ (100.0)	\$ (102.4)
Income taxes	(1.5)	(2.9)	(2.7)

See the accompanying Notes to Financial Statements.

SPIRE MISSOURI INC.
STATEMENTS OF COMPREHENSIVE INCOME

(In millions)	Years Ended September 30		
	2021	2020	2019
Operating Revenues	\$ 1,516.6	\$ 1,193.6	\$ 1,291.8
Operating Expenses:			
Natural gas	786.8	515.8	629.8
Operation and maintenance	261.1	251.0	268.1
Depreciation and amortization	129.2	118.0	111.5
Taxes, other than income taxes	110.9	103.2	107.6
Total Operating Expenses	1,288.0	988.0	1,117.0
Operating Income	228.6	205.6	174.8
Interest Expense, Net	50.3	49.4	49.2
Other (Expense) Income, Net	(8.9)	(8.7)	2.7
Income Before Income Taxes	169.4	147.5	128.3
Income Tax Expense	25.3	17.3	13.3
Net Income	144.1	130.2	115.0
Other Comprehensive Loss, Net of Tax	(1.3)	(0.5)	(0.8)
Comprehensive Income	\$ 142.8	\$ 129.7	\$ 114.2

See the accompanying Notes to Financial Statements.

SPIRE MISSOURI INC.
BALANCE SHEETS

(In millions)	September 30	
	2021	2020
ASSETS		
Utility Plant	\$ 4,266.6	\$ 3,931.2
Less: Accumulated depreciation and amortization	905.1	825.7
Net Utility Plant	3,361.5	3,105.5
Other Property and Investments	60.2	56.7
Current Assets:		
Accounts receivable:		
Utility	279.0	92.5
Associated companies	4.7	2.7
Other	57.5	34.1
Allowance for credit losses	(22.6)	(18.1)
Delayed customer billings	2.4	2.4
Inventories:		
Natural gas	176.7	95.1
Propane gas	8.7	10.7
Materials and supplies	15.0	15.6
Regulatory assets	276.3	32.1
Prepayments	19.7	20.7
Other	0.1	—
Total Current Assets	817.5	287.8
Deferred Charges and Other Assets:		
Goodwill	210.2	210.2
Regulatory assets	483.1	548.7
Other	125.6	96.0
Total Deferred Charges and Other Assets	818.9	854.9
Total Assets	\$ 5,058.1	\$ 4,304.9

SPIRE MISSOURI INC.
BALANCE SHEETS (continued)

	September 30	
	2021	2020
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock (par value \$1.00 per share; 50.0 million shares authorized; 24,577 issued and outstanding at September 30, 2021 and 2020)	\$ 0.1	\$ 0.1
Paid-in capital	765.0	765.0
Retained earnings	817.0	672.9
Accumulated other comprehensive loss	(4.2)	(2.9)
Total Shareholders' Equity	1,577.9	1,435.1
Long-term debt	1,338.4	1,092.0
Total Capitalization	2,916.3	2,527.1
Current Liabilities:		
Notes payable	250.0	—
Notes payable – associated companies	240.9	301.2
Accounts payable	89.7	66.7
Accounts payable – associated companies	10.2	9.3
Advance customer billings	19.7	32.7
Wages and compensation accrued	40.3	33.3
Customer deposits	8.0	9.3
Taxes accrued	41.2	39.1
Regulatory liabilities	17.1	103.2
Other	47.4	39.9
Total Current Liabilities	764.5	634.7
Deferred Credits and Other Liabilities:		
Deferred income taxes	480.0	434.7
Pension and postretirement benefit costs	159.5	217.2
Asset retirement obligations	143.4	153.4
Regulatory liabilities	538.8	274.8
Other	55.6	63.0
Total Deferred Credits and Other Liabilities	1,377.3	1,143.1
Commitments and Contingencies (Note 16)		
Total Capitalization and Liabilities	\$ 5,058.1	\$ 4,304.9

See the accompanying Notes to Financial Statements.

SPIRE MISSOURI INC.
STATEMENTS OF SHAREHOLDER'S EQUITY

(Dollars in millions)	Common Stock		Paid-in	Retained	AOCI*	Total
	Shares	Par	Capital	Earnings		
Balance at September 30, 2018	24,577	\$ 0.1	\$ 760.3	\$ 501.1	\$ (1.6)	\$ 1,259.9
Net income	—	—	—	115.0	—	115.0
Stock-based compensation costs	—	—	4.7	—	—	4.7
Dividends declared	—	—	—	(39.5)	—	(39.5)
Other comprehensive loss, net of tax	—	—	—	—	(0.8)	(0.8)
Balance at September 30, 2019	24,577	0.1	765.0	576.6	(2.4)	1,339.3
Net income	—	—	—	130.2	—	130.2
Dividends declared	—	—	—	(33.9)	—	(33.9)
Other comprehensive loss, net of tax	—	—	—	—	(0.5)	(0.5)
Balance at September 30, 2020	24,577	0.1	765.0	672.9	(2.9)	1,435.1
Net income	—	—	—	144.1	—	144.1
Other comprehensive loss, net of tax	—	—	—	—	(1.3)	(1.3)
Balance at September 30, 2021	<u>24,577</u>	<u>\$ 0.1</u>	<u>\$ 765.0</u>	<u>\$ 817.0</u>	<u>\$ (4.2)</u>	<u>\$ 1,577.9</u>

* Accumulated other comprehensive income (loss)

See the accompanying Notes to Financial Statements.

SPIRE MISSOURI INC.
STATEMENTS OF CASH FLOWS

(In millions)	Years Ended September 30		
	2021	2020	2019
Operating Activities:			
Net Income	\$ 144.1	\$ 130.2	\$ 115.0
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	129.2	118.0	111.5
Deferred income taxes and investment tax credits	25.3	17.1	13.2
Changes in assets and liabilities:			
Accounts receivable	(207.4)	(3.7)	(0.3)
Inventories	(79.0)	2.7	29.0
Regulatory assets and liabilities	35.9	27.3	32.7
Accounts payable	23.1	2.3	(8.4)
Delayed/advance customer billings, net	(13.0)	13.7	13.9
Taxes accrued	2.1	2.7	4.4
Other assets and liabilities	(115.0)	(6.1)	(2.6)
Other	0.7	0.6	5.2
Net cash (used in) provided by operating activities	(54.0)	304.8	313.6
Investing Activities:			
Capital expenditures	(382.6)	(356.0)	(356.9)
Other	1.3	1.3	1.3
Net cash used in investing activities	(381.3)	(354.7)	(355.6)
Financing Activities:			
Issuance of long-term debt	304.1	275.0	100.0
Repayment of long-term debt	(55.0)	(107.0)	(50.0)
Issuance of short-term debt, net	250.0	—	—
(Repayment of) borrowings from Spire, net	(60.3)	(85.2)	41.1
Dividends paid	—	(33.9)	(48.5)
Other	(3.5)	(1.6)	—
Net cash provided by financing activities	435.3	47.3	42.6
Net (Decrease) Increase in Cash and Cash Equivalents	—	(2.6)	0.6
Cash and Cash Equivalents at Beginning of Year	—	2.6	2.0
Cash and Cash Equivalents at End of Year	\$ —	\$ —	\$ 2.6
Supplemental disclosure of cash paid for:			
Interest, net of amounts capitalized	\$ (45.9)	\$ (46.0)	\$ (48.7)
Income taxes	—	—	—

See the accompanying Notes to Financial Statements.

SPIRE ALABAMA INC.
STATEMENTS OF INCOME

(In millions)	Years Ended September 30		
	2021	2020	2019
Operating Revenues	\$ 494.0	\$ 455.0	\$ 465.5
Operating Expenses:			
Natural gas	145.3	118.9	135.5
Operation and maintenance	132.5	139.1	142.6
Depreciation and amortization	62.1	59.3	56.2
Taxes, other than income taxes	37.1	34.8	35.7
Total Operating Expenses	377.0	352.1	370.0
Operating Income	117.0	102.9	95.5
Interest Expense, Net	20.2	20.6	21.7
Other Income, Net	2.0	5.4	7.0
Income Before Income Taxes	98.8	87.7	80.8
Income Tax Expense	25.0	22.0	20.5
Net Income	\$ 73.8	\$ 65.7	\$ 60.3

See the accompanying Notes to Financial Statements.

SPIRE ALABAMA INC.
BALANCE SHEETS

(In millions)	September 30	
	2021	2020
ASSETS		
Utility Plant	\$ 2,586.5	\$ 2,469.9
Less: Accumulated depreciation and amortization	1,124.8	1,117.0
Net Utility Plant	1,461.7	1,352.9
Current Assets:		
Accounts receivable:		
Utility	49.8	31.4
Associated companies	0.6	0.6
Other	6.4	5.8
Allowance for credit losses	(6.6)	(5.5)
Delayed customer billings	6.7	7.5
Inventories:		
Natural gas	35.5	22.5
Materials and supplies	10.8	8.4
Regulatory assets	18.8	20.4
Prepayments	5.4	4.3
Other	—	0.2
Total Current Assets	127.4	95.6
Deferred Charges and Other Assets:		
Regulatory assets	483.3	489.9
Deferred income tax	34.2	59.3
Other	63.9	53.7
Total Deferred Charges and Other Assets	581.4	602.9
Total Assets	\$ 2,170.5	\$ 2,051.4

SPIRE ALABAMA INC.
BALANCE SHEETS (continued)

	September 30	
	2021	2020
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock and paid-in capital (par value \$0.01 per share; 3,000,000 shares authorized; 1,972,052 issued and outstanding at September 30, 2021 and 2020)	\$ 328.9	\$ 350.9
Retained earnings	552.6	500.8
Total Shareholders' Equity	881.5	851.7
Long-term debt (less current portion)	571.2	471.8
Total Capitalization	1,452.7	1,323.5
Current Liabilities:		
Current portion of long-term debt	50.0	—
Notes payable – associated companies	49.0	121.3
Accounts payable	52.3	43.7
Accounts payable – associated companies	6.0	4.2
Advance customer billings	11.2	11.5
Wages and compensation accrued	9.3	8.0
Customer deposits	18.4	18.7
Taxes accrued	30.4	28.0
Regulatory liabilities	13.4	3.9
Other	17.3	11.8
Total Current Liabilities	257.3	251.1
Deferred Credits and Other Liabilities:		
Pension and postretirement benefit costs	66.7	74.9
Asset retirement obligations	362.8	374.3
Regulatory liabilities	23.4	18.5
Other	7.6	9.1
Total Deferred Credits and Other Liabilities	460.5	476.8
Commitments and Contingencies (Note 16)		
Total Capitalization and Liabilities	\$ 2,170.5	\$ 2,051.4

See the accompanying Notes to Financial Statements.

SPIRE ALABAMA INC.
STATEMENTS OF SHAREHOLDER'S EQUITY

(Dollars in millions)	Common Stock		Paid-in Capital	Retained Earnings	Total
	Shares	Par			
Balance at September 30, 2018	1,972,052	\$ —	\$ 390.9	\$ 417.8	\$ 808.7
Net income	—	—	—	60.3	60.3
Dividends declared	—	—	—	(19.0)	(19.0)
Return of capital to Spire	—	—	(20.0)	—	(20.0)
Balance at September 30, 2019	1,972,052	—	370.9	459.1	830.0
Net income	—	—	—	65.7	65.7
Dividends declared	—	—	—	(24.0)	(24.0)
Return of capital to Spire	—	—	(20.0)	—	(20.0)
Balance at September 30, 2020	1,972,052	—	350.9	500.8	851.7
Net income	—	—	—	73.8	73.8
Dividends declared	—	—	—	(22.0)	(22.0)
Return of capital to Spire	—	—	(22.0)	—	(22.0)
Balance at September 30, 2021	1,972,052	\$ —	\$ 328.9	\$ 552.6	\$ 881.5

See the accompanying Notes to Financial Statements.

SPIRE ALABAMA INC.
STATEMENTS OF CASH FLOWS

(In millions)	Years Ended September 30		
	2021	2020	2019
Operating Activities:			
Net Income	\$ 73.8	\$ 65.7	\$ 60.3
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	62.1	59.3	56.2
Deferred income taxes	25.0	22.0	20.5
Changes in assets and liabilities:			
Accounts receivable	(17.8)	7.3	0.8
Inventories	(15.4)	11.9	(1.2)
Regulatory assets and liabilities	29.2	(23.5)	(28.2)
Accounts payable	14.0	(15.1)	4.5
Delayed/advance customer billings	0.5	(6.6)	(2.5)
Taxes accrued	2.5	0.6	(0.9)
Other assets and liabilities	(37.8)	18.9	34.8
Other	0.3	0.2	(3.2)
Net cash provided by operating activities	136.4	140.7	141.1
Investing Activities:			
Capital expenditures	(169.8)	(150.4)	(174.5)
Other	0.7	1.6	(3.3)
Net cash used in investing activities	(169.1)	(148.8)	(177.8)
Financing Activities:			
Issuance of long-term debt	150.0	100.0	90.0
Repayment of long-term debt, net	—	(40.0)	—
Repayment of borrowings from Spire, net	(72.4)	(7.4)	(13.8)
Return of capital to Spire	(22.0)	(20.0)	(20.0)
Dividends paid	(22.0)	(24.0)	(19.0)
Other	(0.9)	(0.5)	(0.5)
Net cash provided by financing activities	32.7	8.1	36.7
Net Change in Cash and Cash Equivalents	—	—	—
Cash and Cash Equivalents at Beginning of Year	—	—	—
Cash and Cash Equivalents at End of Year	\$ —	\$ —	\$ —
Supplemental disclosure of cash paid for:			
Interest, net of amounts capitalized	\$ (17.9)	\$ (19.0)	\$ (19.2)
Income taxes	—	—	—

See the accompanying Notes to Financial Statements.

SPIRE INC., SPIRE MISSOURI INC., AND SPIRE ALABAMA INC.

NOTES TO FINANCIAL STATEMENTS

(Dollars in millions, except per share, per unit and per gallon amounts)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION – These notes are an integral part of the accompanying audited financial statements of Spire Inc. (“Spire” or the “Company”) presented on a consolidated basis, Spire Missouri Inc. (“Spire Missouri”) and Spire Alabama Inc. (“Spire Alabama”). Spire Missouri, Spire Alabama and Spire EnergySouth Inc. (“Spire EnergySouth”) are wholly owned subsidiaries of Spire. Spire Missouri, Spire Alabama and the subsidiaries of Spire EnergySouth (Spire Gulf Inc. and Spire Mississippi Inc.) are collectively referred to as the “Utilities.” Unless otherwise indicated, references to years herein are references to the fiscal years ending September 30 for the Company and its subsidiaries.

The accompanying audited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The consolidated financial position, results of operations and cash flows of Spire include the accounts of the Company and all its subsidiaries. Transactions and balances between consolidated entities have been eliminated from the consolidated financial statements of Spire. In compliance with GAAP, transactions between Spire Missouri and Spire Alabama and their affiliates, as well as intercompany balances on their balance sheets, have not been eliminated from their separate financial statements.

NATURE OF OPERATIONS – Spire has two reportable segments: Gas Utility and Gas Marketing. The Gas Utility segment consists of the regulated natural gas distribution operations of the Company and is the core business segment of Spire in terms of revenue and earnings. The Gas Utility segment is comprised of the operations of: Spire Missouri, serving St. Louis, Kansas City, and other areas in Missouri; Spire Alabama, serving central and northern Alabama; and the subsidiaries of Spire EnergySouth, serving the Mobile, Alabama area and south-central Mississippi. The Gas Marketing segment includes Spire’s primary gas-related business, Spire Marketing Inc. (“Spire Marketing”), which provides non-regulated natural gas services throughout the United States (U.S.). The activities of the Company’s other subsidiaries are reported as Other and are described in Note 14, Information by Operating Segment. Spire Missouri and Spire Alabama each have a single reportable segment.

USE OF ESTIMATES – The preparation of financial statements in conformity with GAAP requires management 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 financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

SYSTEM OF ACCOUNTS – The accounts of the Utilities are maintained in accordance with the Uniform System of Accounts prescribed by the applicable state public service commissions, which systems substantially conform to that prescribed by the Federal Energy Regulatory Commission (FERC).

REGULATED OPERATIONS – The Utilities account for their regulated operations in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 980, *Regulated Operations*. This topic sets forth the application of GAAP for those companies whose rates are established by or are subject to approval by an independent third-party regulator. The provisions of this accounting guidance require, among other things, that financial statements of a regulated enterprise reflect the actions of regulators, where appropriate. These actions may result in the recognition of revenues and expenses in time periods that are different than non-regulated enterprises. When this occurs, costs are deferred as assets in the balance sheet (regulatory assets) and recorded as expenses when those amounts are reflected in rates. In addition, regulators can impose liabilities upon a regulated company for amounts previously collected from customers and for recovery of costs that are expected to be incurred in the future (regulatory liabilities). Management believes that the current regulatory environment supports the continued use of these regulatory accounting principles and that all regulatory assets and regulatory liabilities are recoverable or refundable through the regulatory process. See additional discussion on regulated operations in Note 15, Regulatory Matters.

PROPERTY, PLANT, AND EQUIPMENT –

Utility Plant – Utility plant is stated at original cost. The cost of additions to utility plant includes contracted work, direct labor and materials, allocable overheads and an allowance for funds used during construction. The costs of units of property retired, replaced or renewed are removed from utility plant and are charged to accumulated depreciation. Maintenance and repairs of property and replacement and renewal of items determined to be less than units of property are charged to maintenance expenses.

Utility plant is depreciated using the composite method on a straight-line basis over the estimated service lives of the various classes of property at rates approved by the applicable regulatory commission. For Spire Missouri and for Spire Alabama, the annual depreciation and amortization expense in fiscal years 2021, 2020 and 2019 averaged approximately 3% of the original cost of depreciable and amortizable property.

Non-utility Property – Non-utility property is recorded at the original cost of acquisition or construction, which includes material, labor, contractor services and, for FERC-regulated projects, an allowance for funds used during construction. Repairs, replacements and renewals of items of property determined to be less than a unit of property or that do not increase the property's life or functionality are charged to maintenance expense. Upon retirement or sale of non-utility property, the original cost and related accumulated depreciation are removed from the accounts and any gain or loss is included in the income statements. Costs related to software developed or obtained for internal use are capitalized and amortized on a straight-line basis over the estimated useful life of the related software. If software is retired prior to being fully amortized, the difference is recorded as a loss in the income statements.

Accrued Capital Expenditures – Accrued capital expenditures, shown in the following table, are excluded from capital expenditures in the statements of cash flows until paid.

September 30	2021	2020	2019
Spire	\$ 59.5	\$ 67.6	\$ 80.6
Spire Missouri	37.1	34.3	40.1
Spire Alabama	13.6	17.0	11.9

ASSET RETIREMENT OBLIGATIONS – Spire, Spire Missouri and Spire Alabama record legal obligations associated with the retirement of long-lived assets in the period in which the obligations are incurred, if sufficient information exists to reasonably estimate the fair value of the obligations. Obligations are recorded as both a cost of the related long-lived asset and as a corresponding liability. Subsequently, the asset retirement costs are depreciated over the life of the asset and the asset retirement obligations are accreted to the expected settlement amounts. The Company, Spire Missouri and Spire Alabama record asset retirement obligations associated with certain safety requirements to purge and seal gas distribution mains upon retirement, the plugging and abandonment of storage wells and other storage facilities, specific service line obligations, and certain removal and disposal obligations related to components of Spire Missouri's, Spire Alabama's and Spire Gulf's distribution systems and general plant. Asset retirement obligations recorded by Spire's other subsidiaries are not material. As authorized by the Missouri Public Service Commission (MoPSC) and the Alabama Public Service Commission (APSC), Spire Missouri, Spire Alabama and Spire Gulf accrue future asset removal costs associated with their property, plant and equipment even if a legal obligation does not exist. Such accruals are provided for through depreciation expense and are recorded with corresponding credits to regulatory liabilities or regulatory assets. When those utilities retire depreciable utility plant and equipment, they charge the associated original costs to accumulated depreciation and amortization, and any related removal costs incurred are charged to regulatory liabilities or regulatory assets. The difference between removal costs recognized in depreciation rates and the accretion expense and depreciation expense recognized for financial reporting purposes is a timing difference between recovery of these costs in rates and their recognition for financial reporting purposes. Accordingly, these differences are deferred as regulatory liabilities or regulatory assets. In the rate setting process, the regulatory liabilities or regulatory assets are excluded from the rate base upon which those utilities have the opportunity to earn their allowed rates of return.

In fiscal 2020, Spire Alabama refined certain assumptions and estimates used in calculating its asset retirement obligations, resulting in both an increase in cost to retire gas distribution assets and a change in the timing of the related cash outflows. As a result of this change in estimate, which the Company believes is more precise, Spire Alabama recorded a \$221.1 increase to its asset retirement obligations in fiscal 2020. Related adjustments were made to regulatory assets and utility plant, with no impact on earnings. The following table presents a reconciliation of the beginning and ending balances of asset retirement obligations at September 30, as reported in the balance sheets.

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Asset retirement obligations, beginning of year	\$ 540.1	\$ 337.6	\$ 153.4	\$ 173.5	\$ 374.3	\$ 148.7
Liabilities incurred during the period	11.1	3.0	1.4	2.6	7.4	—
Liabilities settled during the period	(21.9)	(6.9)	(9.7)	(4.0)	(10.7)	(1.6)
Accretion	21.8	14.0	6.2	7.2	15.0	6.1
Revisions in estimated cash flows	(31.5)	192.4	(7.9)	(25.9)	(23.2)	221.1
Asset retirement obligations, end of year	<u>\$ 519.6</u>	<u>\$ 540.1</u>	<u>\$ 143.4</u>	<u>\$ 153.4</u>	<u>\$ 362.8</u>	<u>\$ 374.3</u>

NATURAL GAS AND PROPANE GAS – For Spire Missouri’s eastern region, inventory of natural gas in storage is priced on a last in, first out (LIFO) basis and inventory of propane gas in storage is priced on a first in, first out (FIFO) basis. For the rest of the Gas Utility segment, inventory of natural gas in storage is priced on the weighted average cost basis. The replacement cost of Spire Missouri’s natural gas for current use in eastern Missouri at September 30, 2021 was more than the LIFO cost by \$14.0. The replacement cost of Spire Missouri’s natural gas for current use in eastern Missouri at September 30, 2020 was less than the LIFO cost by \$12.5. The carrying value of the Utilities’ inventory is never adjusted to a lower net realizable value or market value because, pursuant to Purchased Gas Adjustment (PGA) clauses or a Gas Supply Adjustment (GSA) rider, actual gas costs are recovered in customer rates. Natural gas and propane gas storage inventory in Spire’s other operating segments is recorded at the lower of average cost or net realizable value.

BUSINESS COMBINATIONS AND GOODWILL – Spire’s acquisitions were accounted for using business combination accounting. Under this method, the purchase price paid by the acquirer is allocated to the assets acquired and liabilities assumed as of the acquisition date based on their fair value. Goodwill is measured as the excess of the acquisition-date fair value of the consideration transferred over the amount of acquisition-date identifiable assets acquired net of assumed liabilities. At September 30, 2021, goodwill included in Spire’s Gas Utility and Gas Marketing segments was \$210.2 and zero, respectively, with the remainder held at the corporate level. Goodwill amounts have not changed since fiscal 2017, and there are no accumulated impairment losses. Spire and Spire Missouri evaluate goodwill for impairment as of July 1 of each year, or more frequently if events and circumstances indicate that goodwill might be impaired. At July 1, 2021 and 2020, Spire and Spire Missouri conducted qualitative assessments and determined goodwill was not impaired. The Company updated the assessments as of September 30, 2021, determining that it remained more likely than not that the fair value of each reporting unit exceeded its carrying value.

IMPAIRMENT OF LONG-LIVED ASSETS – Long-lived assets classified as held and used are evaluated for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Whether impairment has occurred is determined by comparing the estimated undiscounted cash flows attributable to the assets with the carrying value of the assets. If the carrying value exceeds the undiscounted cash flows, the Company recognizes an impairment charge equal to the amount of the carrying value that exceeds the estimated fair value of the assets. In the period in which the Company determines an asset meets held-for-sale criteria, an impairment charge is recorded to the extent the book value exceeds its fair value less cost to sell.

On July 1, 2020, Spire's Board of Directors, based upon the recommendation of senior management, revised the development plan for Spire Storage, resulting in an impairment charge of \$140.8 related to Spire Storage assets (non-utility property on the balance sheet) in the quarter ended June 30, 2020. The revision was driven by the realization that a longer time horizon will be required for optimization and positioning of the storage facility to serve energy markets in the western United States. Among other factors, evaluations of the continuing evolution of market dynamics in the region led management to update models of various development alternatives. Separately in the quarter ended June 30, 2020, Spire recorded impairment charges totaling \$7.8 related to two commercial compressed natural gas fueling stations (also non-utility property) as a result of revised projections reflecting lower diesel prices and slower conversions of Class 8 vehicles. The fair values used in measuring the impairment charges were determined with an expected present value technique using a discounted cash flow method under an income approach. In the quarter ended September 30, 2021, Spire sold one of the fueling stations and recorded a gain of \$1.3.

DERIVATIVES – In the course of their business, certain subsidiaries of Spire enter into commitments associated with the purchase or sale of natural gas. Certain of their derivative natural gas contracts are designated as normal purchases or normal sales and, as such, are excluded from the scope of FASB ASC Topic 815, *Derivatives and Hedging*. Those contracts are accounted for as executory contracts and recorded on an accrual basis. Revenues and expenses from such contracts are recorded gross. Contracts not designated as normal purchases or normal sales are recorded as derivatives with changes in fair value recognized in earnings in the periods prior to physical delivery. Certain of Spire Marketing's wholesale purchase and sale transactions are classified as trading activities for financial reporting purposes, with income and expenses presented on a net basis in natural gas expenses in the Consolidated Statements of Income. Refer to Note 10, Derivative Instruments and Hedging Activities, for more information about derivatives.

INCOME TAXES – Spire and its subsidiaries account for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amount of existing assets and liabilities and the respective tax basis and for tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be realized or settled. The effects on deferred tax assets and liabilities of a change in enacted tax rates is recognized in income or loss for non-regulated operations, and in a regulatory asset or regulatory liability for regulated operations. A valuation allowance is established when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with authoritative guidance. The authoritative guidance addresses the determination of whether tax benefits claimed, or expected to be claimed, on a tax return should be recorded in the financial statements. Spire may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the position will be sustained upon examination by the taxing authority, based on the technical merits of the position. Tax-related interest and penalties, if any, are classified as a liability on the balance sheets. For additional information on the accounting for income taxes, refer to Note 12, Income Taxes.

CASH, CASH EQUIVALENTS, AND RESTRICTED CASH – All highly liquid debt instruments purchased with original maturities of three months or less are considered to be cash equivalents. Such instruments are carried at cost, which approximates market value. Outstanding checks on the Company's and Utilities' bank accounts in excess of funds on deposit create book overdrafts (which are funded at the time checks are presented for payment) and are classified as "Other" in the Current Liabilities section of the balance sheets. Changes in book overdrafts are reflected as Operating Activities in the statements of cash flows. In Spire's statements of cash flows, total "Cash, Cash Equivalents, and Restricted Cash" included \$7.0 of restricted cash reported in "Other Investments" on the Company's balance sheet as of September 30, 2021 (in addition to amounts shown as "Cash and cash equivalents"). This restricted cash has been segregated and invested in debt securities in a trust account based on collateral requirements for reinsurance at Spire's risk management company.

NATURAL GAS RECEIVABLE – Spire Marketing enters into natural gas transactions with natural gas pipeline and storage companies known as park and loan arrangements. Under the terms of the arrangements, Spire Marketing purchases natural gas from a third party and delivers that natural gas to the pipeline or storage company for the right to receive the same quantity of natural gas from that company at the same location in a future period. These arrangements are accounted for as non-monetary transactions under GAAP and are recorded at the carrying amount. As such, natural gas receivables are reflected in “Other” current assets on the Consolidated Balance Sheets at cost, which includes related fees associated with the transactions. In the period that the natural gas is returned to Spire Marketing, concurrent with the sale of the natural gas to a third party, the related natural gas receivable is expensed in the Consolidated Statements of Income. In conjunction with these transactions, Spire Marketing usually enters into New York Mercantile Exchange (NYMEX) and Intercontinental Exchange (ICE) natural gas futures, options, and swap contracts or fixed price sales agreements to protect against market changes in future sales prices.

EARNINGS PER COMMON SHARE – GAAP requires dual presentation of basic and diluted earnings per share (EPS). EPS is computed using the two-class method, which is an earnings allocation method for computing EPS that treats a participating security as having rights to earnings that would otherwise have been available to common shareholders. Certain of the Company’s stock-based compensation awards pay non-forfeitable dividends to the participants during the vesting period and, as such, are deemed participating securities. Basic EPS is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding that are increased for additional shares that would be outstanding if potentially dilutive non-participating securities were converted to common shares, pursuant to the treasury stock method. Shares attributable to equity units, non-participating stock options and time-vested restricted stock/units are excluded from the calculation of diluted earnings per share if the effect would be antidilutive. Shares attributable to non-participating performance-contingent restricted stock awards are only included in the calculation of diluted earnings per share to the extent the underlying performance and/or market conditions are satisfied (a) prior to the end of the reporting period or (b) would be satisfied if the end of the reporting period were the end of the related contingency period and the result would be dilutive. The Company’s EPS computations are presented in Note 4, Earnings Per Common Share.

TRANSACTIONS WITH AFFILIATES – Transactions between affiliates of the Company have been eliminated from the consolidated financial statements of Spire. Spire Missouri and Spire Alabama borrowed funds from the Company and incurred related interest, as reflected in their separate financial statements, and they participated in normal intercompany shared services transactions. In addition, Spire Missouri’s and Spire Alabama’s other transactions with affiliates included:

	Spire Missouri			Spire Alabama		
	2021	2020	2019	2021	2020	2019
Natural gas purchases from Spire Marketing	\$ 92.5	\$ 56.9	\$ 95.3	\$ 10.4	\$ 6.3	\$ —
Natural gas sales to Spire Marketing	1.1	0.1	1.7	0.1	0.3	—
Transportation services from Spire STL Pipeline LLC	32.0	27.9	—	—	—	—
Transportation services from Spire NGL Inc.	0.5	1.0	1.0	—	—	—

ACCOUNTS RECEIVABLE AND ALLOWANCE FOR CREDIT LOSSES – Trade accounts receivable are recorded at the amounts due from customers, including unbilled amounts. Accounts receivable are written off when they are deemed to be uncollectible. An allowance for expected credit losses is estimated and updated based on relevant data and trends such as accounts receivable aging, historical write-off experience, current write-off trends, economic conditions, and the impact of weather and availability of customer payment assistance on collection trends. For the Utilities, net write-offs as a percentage of revenue has historically been the best predictor of base net write-off experience over time. Management judgment is applied in the development of the allowance due to the complexity of variables and subjective nature of certain relevant factors. For September 30, 2021 and 2020, the estimates for expected credit losses were increased as a result of considerations related to the outbreak of coronavirus disease 2019 (COVID-19), including trends from previous economic downturns, the effects of moratoriums on gas service cutoffs, and the effects of slower-than-normal disconnection activity in general, offset by the amount subject to specific recovery under Missouri’s deferral order (see Note 15, Regulatory Matters). The accounts receivable of Spire’s non-utility businesses are evaluated separately from those of the Utilities. The allowance for credit losses for those other businesses is based on a continuous evaluation of the individual counterparty risk and is not significant for the periods presented. Activity in the allowance for credit losses is shown in the following table.

	Spire			Spire Missouri			Spire Alabama		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Allowance at beginning of year	\$ 24.9	\$ 23.0	\$ 22.4	\$ 18.1	\$ 14.9	\$ 16.0	\$ 5.5	\$ 6.3	\$ 3.9
Provision for expected credit losses	14.7	14.0	16.9	11.1	12.7	12.3	3.1	0.9	4.7
Write-offs, net of recoveries	(9.3)	(12.1)	(16.3)	(6.6)	(9.5)	(13.4)	(2.0)	(1.7)	(2.3)
Allowance at end of year	<u>\$ 30.3</u>	<u>\$ 24.9</u>	<u>\$ 23.0</u>	<u>\$ 22.6</u>	<u>\$ 18.1</u>	<u>\$ 14.9</u>	<u>\$ 6.6</u>	<u>\$ 5.5</u>	<u>\$ 6.3</u>

FINANCE RECEIVABLES – Spire Alabama finances third party contractor sales of merchandise including gas furnaces and appliances. At September 30, 2021 and September 30, 2020, Spire Alabama’s finance receivable totaled approximately \$7.8 and \$9.4, respectively. Financing is available only to qualified customers who meet creditworthiness thresholds for customer payment history and external agency credit reports. Spire Alabama relies upon ongoing payments as the primary indicator of credit quality during the term of each contract. The allowance for credit losses is recognized using an estimate of write-off percentages based on historical experience. Delinquent accounts are evaluated on a case-by-case basis and, absent evidence of debt repayment, after 90 days are due in full and assigned to a third-party collection agency. The remaining finance receivable is written off approximately 12 months after being assigned to the third-party collection agency. Spire Alabama had finance receivables past due 90 days or more of \$0.3 at September 30, 2021 and September 30, 2020.

GROUP MEDICAL AND WORKERS’ COMPENSATION RESERVES – The Company self-insures its group medical and workers’ compensation costs and carries stop-loss coverage in relation to medical claims and workers’ compensation claims. Reserves for amounts incurred but not reported are established based on historical cost levels and lags between occurrences and reporting.

FAIR VALUE MEASUREMENTS – Certain assets and liabilities are recognized or disclosed at fair value, which is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). GAAP establishes a fair value hierarchy that prioritizes the inputs used to measure fair value.

The levels of the hierarchy are described below:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – Pricing inputs other than quoted prices included within Level 1, which are either directly or indirectly observable for the asset or liability as of the reporting date. These inputs are derived principally from, or corroborated by, observable market data.

- Level 3 – Pricing that is based upon inputs that are generally unobservable that are based on the best information available and reflect management’s assumptions about how market participants would price the asset or liability.

Assessment of the significance of a particular input to the fair value measurements may require judgment and may affect the valuation of the asset or liability and its placement within the fair value hierarchy. Additional information about fair value measurements is provided in Note 8, Fair Value of Financial Instruments, Note 9, Fair Value Measurements, and Note 13, Pension Plans and Other Postretirement Benefits.

STOCK-BASED COMPENSATION – The Company accounts for share-based compensation arrangements in accordance with ASC Topic 718, *Compensation - Stock Compensation*. The Company measures stock-based compensation awards at fair value at the date of grant and recognizes the compensation cost of the awards over the requisite service period. Forfeitures are recognized in the period they occur. Refer to Note 3, Stock-Based Compensation, for further discussion of the accounting for the Company’s stock-based compensation plans.

NEW ACCOUNTING PRONOUNCEMENTS – The Company, Spire Missouri and Spire Alabama adopted Accounting Standards Update (ASU) No. 2016-02, *Leases*, along with related ASU Nos. 2018-01, 2018-10, 2018-11, 2018-20 and 2019-01 (collectively, “ASC 842”), using a modified retrospective transition method for leases existing at, or entered into after, October 1, 2019. Under the selected transition method, comparative periods in the financial statements are presented under ASC 840 (previous lease accounting guidance). ASC 842 requires lessees to recognize a right-of-use asset and lease liability for almost all lease contracts based on the present value of lease payments. It provides new guidelines for identifying and classifying a lease, and classification affects the pattern and income statement line item for the related expense. The Company and its subsidiaries elected a package of three practical expedients permitted by the standard, allowing them not to reassess existing contracts for (1) whether it is or contains a lease, (2) lease classification and (3) initial direct costs. They also elected to use the benefit of hindsight in determining both the lease term and impairments associated with any existing leases, which resulted in lease terms that best represent management’s expectations with respect to use of the underlying asset but did not result in recognition of any impairment. Finally, they elected not to assess whether existing land easements are leases under ASC 842. The adoption of ASC 842 impacted the balance sheets through recognition of right-of-use assets and lease liabilities for operating leases but did not result in a cumulative effect adjustment or significant impacts to income or cash flows. For other lease policy elections and disclosures about leases, see Note 17, Leases.

Spire, Spire Missouri and Spire Alabama adopted the guidance in ASU No. 2017-12, *Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities*, and related ASU Nos. 2018-16, 2019-04, and 2019-10 in the first quarter of fiscal year 2020. The amendments in these ASUs more closely align the results of hedge accounting with risk management activities through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results in the financial statements. They did not have a significant impact on the financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments*, which was later supplemented by ASU Nos. 2018-19, 2019-04, 2019-05 and 2019-11. The standard replaces the current “incurred loss” model with an “expected loss” model for certain instruments, including trade receivables, requiring measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. It also requires entities to record credit loss allowances for available-for-sale securities rather than impair the carrying amount of the securities. Spire, Spire Missouri and Spire Alabama adopted the new standard for the quarter ending December 31, 2020. Based on the credit quality of the existing available-for sale securities portfolio, no allowance for credit losses were recognized at adoption for those investments. Application of the new guidance did not result in any significant modifications to the Company’s policies related to recognizing an allowance on trade receivables, and the adoption of the new standard did not have a material impact on Spire’s, Spire Missouri’s and Spire Alabama’s financial statements.

2. REVENUE

The following tables show revenue disaggregated by source and customer type.

	2021	2020	2019
<i>Spire</i>			
Gas Utility:			
Residential	\$ 1,234.0	\$ 1,184.3	\$ 1,267.3
Commercial & industrial	586.0	383.0	433.9
Transportation	122.9	115.8	112.1
Off-system & other incentive	152.7	38.4	41.9
Other customer revenue	22.2	26.2	22.5
Total revenue from contracts with customers	2,117.8	1,747.7	1,877.7
Changes in accrued revenue under alternative revenue programs	1.5	4.3	(16.9)
Total Gas Utility operating revenues	2,119.3	1,752.0	1,860.8
Gas Marketing	96.5	87.9	83.7
Other	67.7	57.8	21.5
Total before eliminations	2,283.5	1,897.7	1,966.0
Intersegment eliminations (see Note 14, Information by Operating Segment)	(48.0)	(42.3)	(13.6)
Total Operating Revenues	<u>\$ 2,235.5</u>	<u>\$ 1,855.4</u>	<u>\$ 1,952.4</u>
<i>Spire Missouri</i>			
Residential	\$ 882.1	\$ 859.6	\$ 945.9
Commercial & industrial	436.1	241.4	283.8
Transportation	33.5	32.9	33.1
Off-system & other incentive	145.6	35.1	41.9
Other customer revenue	16.3	22.3	—
Total revenue from contracts with customers	1,513.6	1,191.3	1,304.7
Changes in accrued revenue under alternative revenue programs	3.0	2.3	(12.9)
Total Operating Revenues	<u>\$ 1,516.6</u>	<u>\$ 1,193.6</u>	<u>\$ 1,291.8</u>
<i>Spire Alabama</i>			
Residential	\$ 288.0	\$ 267.8	\$ 265.3
Commercial & industrial	114.9	109.4	113.5
Transportation	78.7	72.9	69.5
Off-system & other incentive	7.1	3.2	—
Other customer revenue	1.9	1.9	20.7
Total revenue from contracts with customers	490.6	455.2	469.0
Changes in accrued revenue under alternative revenue programs	3.4	(0.2)	(3.5)
Total Operating Revenues	<u>\$ 494.0</u>	<u>\$ 455.0</u>	<u>\$ 465.5</u>

The Utilities sell natural gas to residential and other customers. The sale of natural gas is governed by the various state utility commissions, which set rates, charges, and terms and conditions of service, collectively included in a “tariff.” The performance obligation, which relates to the promise to provide natural gas, is satisfied over time as the customer simultaneously receives and consumes the natural gas, and revenue is recognized accordingly.

The Utilities’ transportation revenue relates to the promise to transport the specified quantities of natural gas at tariff rates. This performance obligation is satisfied over time as the gas is transported, and revenue is recognized as invoiced monthly.

The Utilities have alternative revenue programs (ARPs), which represent an agreement between the utility and its regulator, currently consisting of decoupling mechanisms (also known as weather normalization adjustments) and incentive programs (primarily Alabama’s Cost Control Measure). When the criteria to recognize additional (or reduced) revenue from ARPs have been met, the Utilities establish a regulatory asset (or liability). When amounts previously recognized for ARPs are billed, the Utilities reduce the regulatory asset (or liability) and increase (or decrease) accounts receivable. Billed amounts, which are part of the overall tariff paid by customers, are included in revenue from contracts with customers, while the change in the related regulatory asset or liability is presented as revenue from ARPs. Depending on whether the beginning accrued ARP balance was a regulatory asset or liability and depending on the size and direction of the current period accrual, the amount presented as revenue from ARPs could be negative.

The Utilities read meters and bill customers on monthly cycles. Spire Missouri, Spire Gulf and Spire Mississippi record their gas utility revenues from gas sales and transportation services on an accrual basis that includes estimated amounts for gas delivered but not yet billed. The accruals for unbilled revenues are reversed in the subsequent accounting period when meters are actually read and customers are billed. Spire Alabama records natural gas distribution revenues in accordance with the tariff established by the APSC. Unbilled revenue is accrued in an amount equal to the related gas cost, as profit margin is not considered earned until billed. Spire’s other subsidiaries, including Spire Marketing, record revenues when earned, as the product is delivered or as services are performed.

Gas Marketing’s contracts are derivatives. Wholesale contracts (with producers, municipalities, and utility companies) are subject to derivative accounting. Retail contracts (with large commercial and industrial customers) are designated as “normal purchase, normal sale” arrangements and are therefore accounted for as revenue from contracts with customers. The performance obligation is satisfied over time by the transfer of control of natural gas to the customer, and revenue is recognized as invoiced monthly.

Payments are generally required within 30 days of billing, and contracts generally do not have a significant financing component. Spire’s revenues are not subject to significant returns, refunds, or warranty obligations.

Spire, Spire Missouri, and Spire Alabama have elected to apply a “right to invoice” practical expedient, recognizing revenue for volumes delivered for which they have a right to invoice, as long as that amount corresponds with the value to the customer. Disclosures about remaining performance obligations are not required because either contracts have an original expected duration of one year or less, or revenue is recognized under the right to invoice practical expedient, or both.

Sales taxes imposed on applicable Spire Alabama and Spire Missouri sales are billed to customers. These amounts are not recorded in the statements of income but are recorded as tax collections payable and included in the “Other” line of the Current Liabilities section of the balance sheets.

Gross receipts taxes associated with the Company’s natural gas utility services are imposed on the Company, Spire Missouri, and Spire Alabama and billed to its customers. The expense amounts (shown in the table below) are reported gross in the “Taxes, other than income taxes” line in the statements of income, and corresponding revenues are reported in “Operating Revenues.”

	2021	2020	2019
Spire	\$ 94.0	\$ 91.5	\$ 99.3
Spire Missouri	64.3	63.5	71.1
Spire Alabama	25.1	23.3	23.7

3. STOCK-BASED COMPENSATION

The Spire 2015 Equity Incentive Plan (EIP) was approved by shareholders of Spire on January 29, 2015 and amended on November 9, 2018. The purpose of the EIP is to encourage directors, officers, and key employees of the Company and its subsidiaries to contribute to the Company's success and align their interests with that of shareholders. To accomplish this purpose, the Compensation Committee ("Committee") of Spire's Board of Directors (the "Board") may grant awards under the EIP that may be earned by achieving performance objectives and/or other criteria as determined by the Committee. Under the terms of the EIP, officers and employees of the Company and its subsidiaries, as determined by the Committee, are eligible to be selected for awards. The EIP provides for restricted stock, restricted stock units, qualified and non-qualified stock options, stock appreciation rights, and performance shares payable in stock, cash, or a combination of both. The EIP generally provides a minimum vesting period of at least three years for each type of award, with pro rata vesting permitted during the minimum three-year vesting period. The maximum number of shares reserved for issuance under the EIP is 1,000,000.

The Company issues new shares to satisfy employee restricted stock awards.

Restricted Stock Awards

During fiscal 2021, the Company granted 133,726 performance-contingent restricted share units to executive officers and key employees at a weighted average grant date fair value of \$68.69 per share. This number represents the target shares that can be earned pursuant to the terms of the awards. The share units have a performance period ending September 30, 2024. While the participants have no interim voting rights on these share units, dividends accrue during the performance period and are paid to the participants upon vesting but are subject to forfeiture if the underlying share units do not vest.

The number of share units that will ultimately vest is dependent upon the attainment of certain levels of earnings and other strategic goals, as well as the Company's level of total shareholder return (TSR) during the performance period relative to a comparator group of peer companies. This TSR provision is considered a market condition under GAAP and is discussed further below. The maximum amount of shares that can be earned pursuant to the terms of the awards is 200% of the target units granted.

The weighted average grant date fair value of performance-contingent restricted share units granted during fiscal years 2020 and 2019 was \$76.19 and \$80.72 per share, respectively.

Fiscal 2021 activity of restricted stock units subject to performance and/or market conditions is presented below:

	Units	Weighted Average Grant Date Fair Value Per Unit
Nonvested at September 30, 2020	259,944	\$ 78.92
Granted	133,726	\$ 68.69
Vested	(55,619)	\$ 80.06
Forfeited	(25,455)	\$ 72.98
Nonvested at September 30, 2021	<u>312,596</u>	\$ 74.33

For the year ended September 30, 2021, the total number of shares that could be issued if all outstanding award grants attain maximum performance payout is 625,192.

During fiscal 2021, the Company granted 48,340 shares of time-vested restricted stock to executive officers and key employees at a weighted average grant date fair value of \$64.29 per share. Unless forfeited based on terms of the agreements, these shares will vest in fiscal 2024. In the interim, participants receive full voting rights and dividends, which are not subject to forfeiture. The weighted average grant date fair value of time-vested restricted stock and restricted stock units awarded to employees during fiscal years 2020 and 2019 was \$76.13 and \$76.66 per share, respectively.

During fiscal 2021, the Company granted 14,080 shares of time-vested restricted stock to non-employee directors at a weighted average grant date fair value of \$62.35 per share. These shares vested in fiscal 2021, six months after the grant date. The weighted average grant date fair value of restricted stock awarded to non-employee directors during fiscal years 2020 and 2019 was \$84.58 and \$78.69 per share, respectively.

Time-vested restricted stock and stock unit activity for fiscal 2021 is presented below:

	Shares/ Units	Weighted Average Grant Date Fair Value Per Share
Nonvested at September 30, 2020	93,673	\$ 76.45
Granted	48,340	\$ 64.29
Vested	(30,313)	\$ 77.15
Forfeited	(1,400)	\$ 72.70
Nonvested at September 30, 2021	<u>110,300</u>	<u>\$ 70.98</u>

For restricted stock and stock units (performance-contingent and time-vested) that vested during fiscal years 2021, 2020, and 2019, the Company withheld 16,787 shares, 41,353 shares and 28,731 shares, respectively, at weighted average prices of \$65.99, \$77.07 and \$79.23 per share, respectively, pursuant to elections by employees to satisfy tax withholding obligations. The total fair value of restricted stock (performance-contingent and time-vested) that vested during fiscal years 2021, 2020, and 2019 was \$6.5, \$9.8, and \$7.6, respectively, and the related tax benefit was \$2.5, \$3.7, and \$2.9, respectively. None of the tax benefits have been realized.

In fiscal 2019, the Company gave participants in the EIP the ability to defer a portion or all of their award. Participants have elected to defer 88,927, 59,408 and 80,760 shares (at target payout) in fiscal years 2021, 2020 and 2019, respectively. Based on actual performance, these awards will be issued in cash, not shares, once the performance requirements have been achieved, so related amounts are reflected as temporary equity on the consolidated balance sheet.

Equity Compensation Costs

Compensation cost for performance-contingent restricted stock and stock unit awards is based upon the probable outcome of the performance conditions. For shares or units that do not vest or that are not expected to vest due to the outcome of the performance conditions (excluding market conditions), no compensation cost is recognized and any previously recognized compensation cost is reversed.

The fair value of awards of performance-contingent and time-vested restricted stock and restricted stock units, not subject to the TSR provision, are estimated using the closing price of the Company's stock on the grant date. For those awards that do not pay dividends during the vesting period, the estimate of fair value is reduced by the present value of the dividends expected to be paid on the Company's common stock during the performance period, discounted using an appropriate U.S. Treasury yield. For shares subject to the TSR provision, the estimated impact of this market condition is reflected in the grant date fair value per share of the awards. Accordingly, compensation cost is not reversed to reflect any actual reductions in the awards that may result from the TSR provision. However, if the Company's TSR during the performance period ranks below the level specified in the award agreements, relative to a comparator group of companies, and the Committee elects not to reduce the award (or reduce by a lesser amount), this election would be accounted for as a modification of the original award and additional compensation cost would be recognized at that time. The grant date fair value of the awards subject to the TSR provision awarded during fiscal years 2021, 2020 and 2019 was valued by a Monte Carlo simulation model that assessed the probabilities of various TSR outcomes. The significant assumptions used in the Monte Carlo simulations are as follows:

	2021	2020	2019
Risk-free interest rate	0.22%	1.57%	2.88%
Expected dividend yield of stock	—	—	—
Expected volatility of stock	31.4%	16.8%	17.0%
Vesting period	3.0 years	3.0 years	3.0 years

The risk-free interest rate was based on the yield on U.S. Treasury securities matching the vesting period. A zero-percent dividend yield was used, which is mathematically equivalent to the assumption that dividends are reinvested as they are paid. The expected volatility is based on the historical volatility of the Company's stock. Volatility assumptions were also made for each of the companies included in the comparator group. The vesting period is equal to the performance period set forth in the terms of the award.

The amounts of compensation cost recognized for share-based compensation arrangements are presented below:

	2021	2020	2019
Total compensation cost	\$ 16.6	\$ 9.4	\$ 8.6
Compensation cost capitalized	(2.7)	(0.6)	(1.4)
Compensation cost recognized in net income	13.9	8.8	7.2
Income tax benefit recognized in net income	(3.2)	(2.1)	(1.7)
Compensation cost recognized in net income, net of income tax	\$ 10.7	\$ 6.7	\$ 5.5

As of September 30, 2021, there was \$17.4 of total unrecognized compensation cost related to non-vested share-based compensation arrangements, which is expected to be recognized over a weighted average period of 1.8 years.

4. EARNINGS PER COMMON SHARE

	2021	2020	2019
Basic Earnings Per Common Share:			
Net Income	\$ 271.7	\$ 88.6	\$ 184.6
Less: Provision for preferred dividends	14.8	14.8	5.3
Income allocated to participating securities	0.4	0.1	0.4
Net Income Available to Common Shareholders	<u>\$ 256.5</u>	<u>\$ 73.7</u>	<u>\$ 178.9</u>
Weighted Average Common Shares Outstanding (in millions)	<u>51.6</u>	<u>51.2</u>	<u>50.7</u>
Basic Earnings Per Share of Common Stock	\$ 4.97	\$ 1.44	\$ 3.53
Diluted Earnings per Common Share:			
Net Income	\$ 271.7	\$ 88.6	\$ 184.6
Less: Provision for preferred dividends	14.8	14.8	5.3
Income allocated to participating securities	0.4	0.1	0.4
Net Income Available to Common Shareholders	<u>\$ 256.5</u>	<u>\$ 73.7</u>	<u>\$ 178.9</u>
Weighted Average Common Shares Outstanding (in millions)	51.6	51.2	50.7
Dilutive Effect of Restricted Stock and Restricted Stock Units (in millions)*	<u>0.1</u>	<u>0.1</u>	<u>0.1</u>
Weighted Average Diluted Common Shares (in millions)	<u>51.7</u>	<u>51.3</u>	<u>50.8</u>
Diluted Earnings Per Share of Common Stock	\$ 4.96	\$ 1.44	\$ 3.52
* Calculation excludes certain outstanding common shares (shown in millions by period at the right) attributable to stock units subject to performance or market conditions and restricted stock, which could have a dilutive effect in the future	0.1	0.1	0.1

5. SHAREHOLDERS' EQUITY

Spire

Preferred Stock

At September 30, 2021 and 2020, Spire had authorized 5,000,000 shares of preferred stock.

On May 21, 2019, Spire completed the public offering of 10,000,000 depository shares (the "Depository Shares"), each representing a 1/1,000th interest in a share of the Company's 5.90% Series A Cumulative Redeemable Perpetual Preferred Stock, par value \$25.00 per share, with a liquidation preference of \$25,000 per share (the "Preferred Stock"). The transaction resulted in \$242.0 of net proceeds, after deducting commissions and sale expenses, which proceeds were used to (i) refinance long-term and short-term Spire debt and (ii) fund capital expenditures at both the Utilities and Spire's gas-related businesses.

Dividends on the Preferred Stock, when declared by the Board, are payable on the liquidation preference amount, on a cumulative basis, quarterly in arrears on the 15th day of February, May, August and November of each year, beginning on August 15, 2019. Dividends are payable out of amounts legally available for the payment of dividends at an annual rate equal to 5.90% of the liquidation preference per share of Preferred Stock (equivalent to \$25.00 per Depository Share). Dividends accumulate daily and are cumulative from May 21, 2019.

Under the terms of the Preferred Stock, the Company's ability to declare or pay dividends on, or purchase or redeem, shares of its common stock or any class or series of capital stock of the Company that rank junior to the Preferred Stock are subject to certain restrictions in the event that the Company does not declare and pay the full cumulative dividends on the Preferred Stock through the most recently completed quarterly dividend period.

Spire may, at its option, redeem the Preferred Stock (i) in whole, but not in part, at any time prior to August 15, 2024, within 120 days after a ratings event where a rating agency amends, clarifies or changes the criteria it uses to assign equity credit for securities such as the Preferred Stock, at a redemption price in cash equal to \$25,500 per share, or (ii) in whole or in part, from time to time, on or after August 15, 2024, at a redemption price in cash equal to \$25,000 per share, plus, in each case, all accumulated and unpaid dividends (whether declared or not) up to such redemption date.

Shareholders of the Preferred Stock generally have no voting rights with respect to matters that generally require the approval of voting stockholders. The limited voting rights of holders of the Preferred Stock include the right to vote on certain matters that may affect the preference or special rights of the Preferred Stock. In addition, if and whenever dividends on any shares of Preferred Stock have not been declared and paid for at least six dividend periods, whether or not consecutive, the number of directors then constituting the Board shall automatically be increased by two (to be elected by the holders of the Preferred Stock) until all accumulated and unpaid dividends on the Preferred Stock have been paid in full.

Equity Units

In February 2021, Spire issued 3.5 million equity units, initially in the form of Corporate Units, for an aggregate stated amount of \$175.0, resulting in net proceeds (after underwriting fees and other issuance costs) of \$169.3. Each “Corporate Unit” has a stated amount of fifty dollars and consists of (i) a stock purchase contract and (ii) a 1/20, or 5%, undivided beneficial ownership interest in one thousand dollars principal amount of Spire’s 2021 Series A 0.75% Remarketable Senior Notes due March 1, 2026 (RSNs). The RSNs are pledged as collateral to secure the holder’s obligation under the related stock purchase contracts. Each stock purchase contract obligates the holder to purchase, and Spire to issue and deliver, on March 1, 2024, for a price of fifty dollars in cash, a variable number of shares of its common stock as follows (subject to anti-dilution adjustments).

If the applicable market value* per share of Spire common stock is:	Number of shares to be purchased per stock purchase contract is:
Equal to or greater than \$78.6906 (“threshold appreciation price”)	0.6354 (“minimum settlement rate”)
Less than \$78.6906, but greater than \$64.24	\$50.00 ÷ applicable market value*
Less than or equal to \$64.24 (“reference price”)	0.7783 (“maximum settlement rate”)

*Based on the volume-weighted average price of Spire common stock during the 20 trading days before settlement.

If a holder elects to settle purchase contracts early, the holder would pay fifty dollars per unit and receive 0.6354 shares per unit.

The Company makes quarterly interest payments on the RSNs at the rate of 0.75% per year and quarterly contract adjustment payments on the stock purchase contracts at the rate of 6.75%. The RSNs and the contract adjustment payments are structurally subordinated to all liabilities of Spire’s subsidiaries.

At issuance, the Company recorded the \$35.0 present value of the stock purchase contract payments as a liability (reflected in “Other” current and noncurrent liabilities on the balance sheet) offset by a charge to additional paid-in capital in equity. This noncash financing activity has been excluded from the statement of cash flows. Interest payments on the RSNs are recorded as interest expense and stock purchase contract payments are charged against the liability. Accretion of the stock purchase contract liability is recorded as imputed interest expense. In calculating diluted EPS, the Company applies the treasury stock method to the Corporate Units. These securities have not had an effect on diluted EPS.

In order to secure funds necessary for the holders to pay the purchase price of the common stock on the purchase contract settlement date, the remarketing agent will remarket the RSNs on behalf of the current holders to new third-party investors. Following any successful remarketing of the RSNs, the interest rate on the RSNs will be reset, interest will be payable on a semi-annual basis, and Spire will cease to have the option to redeem the RSNs, other than in connection with the occurrence or continuance of certain special events.

ATM Program

On February 6, 2019, Spire entered into an at-the-market (ATM) equity distribution agreement, supplemented as of May 14, 2019, pursuant to which the Company may offer and sell, from time to time, shares of its common stock having an aggregate offering price of up to \$150.0. Proceeds from this program are intended to be used (i) to fund, in part, investments related to the construction of infrastructure and infrastructure improvements in the Utilities, as well as pipelines and storage, and (ii) for general corporate purposes, including repayment of short-term debt and the adjustment from time to time of the Company's capital structure. There was no activity under this program during the year ended September 30, 2021. Cumulatively, since the inception of the ATM program, Spire has issued 626,249 shares, and as of September 30, 2021, can still issue shares having an aggregate offering price of up to \$102.2.

Other Equity Information

Spire has a shelf registration statement on Form S-3 on file with the U.S. Securities and Exchange Commission (SEC) for the issuance and sale of up to 250,000 shares of common stock under its Dividend Reinvestment and Direct Stock Purchase Plan. There were 182,689 and 177,295 shares at September 30, 2021 and November 12, 2021, respectively, remaining available for issuance under this Form S-3. Spire also has a universal shelf registration statement on Form S-3 on file with the SEC for the issuance of various equity and debt securities, which expires on May 14, 2022.

Spire Missouri

Substantially all of Spire Missouri's plant is subject to the liens of its first mortgage bonds. The mortgage contains several restrictions on Spire Missouri's ability to pay cash dividends on its common stock or to make loans to its parent company. These mortgage restrictions are applicable regardless of whether the stock is publicly held or held solely by Spire Missouri's parent company. Under the most restrictive of these provisions, no cash dividend may be declared or paid if, after the dividend, the aggregate net amount spent for all dividends after September 30, 1953 would exceed a maximum amount determined by a formula set out in the mortgage. Under that formula, the maximum amount is the sum of \$8.0 plus earnings applicable to common stock (adjusted for stock repurchases and issuances) for the period from September 30, 1953 to the last day of the quarter before the declaration or payment date for the dividends. As of September 30, 2021 and 2020, the amount under the mortgage's formula that was available to pay dividends was \$1,413.4 and \$1,269.4, respectively. Thus, all of Spire Missouri's retained earnings were free from such dividend restrictions as of those dates.

Spire Missouri has a universal shelf registration statement on Form S-3 on file with the SEC for the issuance of various equity and debt securities, which expires on May 14, 2022. Spire Missouri was authorized by the MoPSC to issue registered securities (first mortgage bonds, unsecured debt and preferred stock), common stock, and private placement debt in an aggregate amount of up to \$660.0 for financings placed any time before September 30, 2023. As of September 30, 2021, \$355.0 remained available under this authorization.

At September 30, 2021 and 2020, Spire Missouri had authorized 1,480,000 shares of preferred stock, but none were issued and outstanding.

Spire Alabama

At September 30, 2021 and 2020, Spire Alabama had authorized 120,000 shares of preferred stock, but none were issued and outstanding.

Accumulated Other Comprehensive Income

The components of accumulated other comprehensive income (AOCI), net of income taxes, recognized in the balance sheets at September 30 were as follows:

	Net Unrealized Gain (Loss) on Cash Flow Hedges	Defined Benefit Pension and Other Postretirement Benefit Plans	Net Unrealized Gain (Loss) on Available-for- Sale Debt Securities	Total
<i>Spire</i>				
Balance at September 30, 2019	\$ (29.0)	\$ (2.4)	\$ 0.1	\$ (31.3)
Other comprehensive loss	(9.4)	(0.5)	—	(9.9)
Balance at September 30, 2020	(38.4)	(2.9)	0.1	(41.2)
Other comprehensive income (loss)	46.3	(1.3)	(0.2)	44.8
Balance at September 30, 2021	<u>\$ 7.9</u>	<u>\$ (4.2)</u>	<u>\$ (0.1)</u>	<u>\$ 3.6</u>
<i>Spire Missouri</i>				
Balance at September 30, 2019	\$ —	\$ (2.4)	\$ —	\$ (2.4)
Other comprehensive loss	—	(0.5)	—	(0.5)
Balance at September 30, 2020	—	(2.9)	—	(2.9)
Other comprehensive loss	—	(1.3)	—	(1.3)
Balance at September 30, 2021	<u>\$ —</u>	<u>\$ (4.2)</u>	<u>\$ —</u>	<u>\$ (4.2)</u>

Income tax expense (benefit) recorded for items of other comprehensive income (loss) reported in the statements of comprehensive income is calculated by applying statutory federal, state, and local income tax rates applicable to ordinary income. The tax rates applied to individual items of other comprehensive income (loss) are similar within each reporting period. For the periods presented, Spire Alabama had no AOCI balances.

6. LONG-TERM DEBT

The composition of long-term debt as of September 30 is shown in the following tables.

	2021	2020
<i>Spire</i>		
2.52% Senior Notes, due September 1, 2021	\$ —	\$ 35.0
3.31% Notes Payable, due December 15, 2022	25.0	25.0
3.54% Senior Notes, due February 27, 2024	150.0	150.0
0.75% Remarketable Senior Notes, due March 1, 2026	175.0	—
3.13% Senior Notes, due September 1, 2026	130.0	130.0
3.93% Senior Notes, due March 15, 2027	100.0	100.0
4.70% Senior Notes, due August 15, 2044	250.0	250.0
Total principal of Spire Missouri long-term debt (see below)	1,348.0	1,098.0
Total principal of Spire Alabama long-term debt (see below)	625.0	475.0
Other subsidiaries' long-term debt:		
4.14% First Mortgage Bonds, due September 30, 2021	—	20.0
5.00% First Mortgage Bonds, due September 30, 2031	42.0	42.0
2.95% Notes, with annual principal payments through December 2034	129.6	135.0
3.52% First Mortgage Bonds, due September 30, 2049	40.0	40.0
Total principal of long-term debt	3,014.6	2,500.0
Less: Unamortized discounts and debt issuance costs	(19.7)	(15.9)
Less: Current portion	(55.8)	(60.4)
Long-term debt, excluding current portion	<u>\$ 2,939.1</u>	<u>\$ 2,423.7</u>
<i>Spire Missouri</i>		
First Mortgage Bonds:		
3.00% Series, due March 15, 2023	\$ —	\$ 55.0
3.40% Series, due August 15, 2023	250.0	250.0
3.40% Series, due March 15, 2028	45.0	45.0
7.00% Series, due June 1, 2029	19.3	19.3
2.84% Series, due November 15, 2029	275.0	275.0
7.90% Series, due September 15, 2030	30.0	30.0
3.68% Series, due September 15, 2032	50.0	50.0
6.00% Series, due May 1, 2034	99.3	99.3
6.15% Series, due June 1, 2036	54.5	54.5
4.63% Series, due August 15, 2043	99.9	99.9
4.23% Series, due September 15, 2047	70.0	70.0
3.30% Series, due June 1, 2051	305.0	—
4.38% Series, due September 15, 2057	50.0	50.0
Total principal of Spire Missouri long-term debt	1,348.0	1,098.0
Less: Unamortized discounts and debt issuance costs	(9.6)	(6.0)
Spire Missouri long-term debt	<u>\$ 1,338.4</u>	<u>\$ 1,092.0</u>
<i>Spire Alabama</i>		
3.86% Notes, due December 22, 2021	\$ 50.0	\$ 50.0
3.21% Notes, due September 15, 2025	35.0	35.0
2.88% Notes, due December 1, 2029	100.0	100.0
2.04% Notes, due December 15, 2030	150.0	—
5.90% Notes, due January 15, 2037	45.0	45.0
4.31% Notes, due December 1, 2045	80.0	80.0
3.92% Notes, due January 15, 2048	45.0	45.0
4.64% Notes, due January 15, 2049	90.0	90.0
4.02% Notes, due January 15, 2058	30.0	30.0
Total principal of Spire Alabama long-term debt	625.0	475.0
Less: Unamortized discounts and debt issuance costs	(3.8)	(3.2)
Less: Current portion	(50.0)	—
Spire Alabama long-term debt, excluding current portion	<u>\$ 571.2</u>	<u>\$ 471.8</u>

Maturities of long-term debt for Spire on a consolidated basis, Spire Missouri and Spire Alabama for the five fiscal years after September 30, 2021 are as follows:

	2022	2023	2024	2025	2026
Spire	\$ 55.8	\$ 281.2	\$ 156.6	\$ 42.0	\$ 312.5
Spire Missouri	—	250.0	—	—	—
Spire Alabama	50.0	—	—	35.0	—

The long-term debt agreements of Spire, Spire Missouri and Spire Alabama contain customary financial covenants and default provisions. As of September 30, 2021, there were no events of default under these financial covenants.

Spire

At September 30, 2021, including the current portion but excluding unamortized discounts and debt issuance costs, Spire had long-term debt totaling \$3,014.6, of which \$1,348.0 was issued by Spire Missouri, \$625.0 was issued by Spire Alabama and \$211.6 was issued by other subsidiaries. All long-term debt bears fixed rates and is subject to changes in fair value as market interest rates change. However, increases and decreases in fair value would impact earnings and cash flows only if the Company were to reacquire any of these issues in the open market prior to maturity. Under GAAP applicable to the Utilities' regulated operations, losses or gains on early redemption of long-term debt would typically be deferred as regulatory assets or regulatory liabilities and amortized over a future period. Interest expense shown on Spire's consolidated statement of income is net of capitalized interest totaling \$4.4, \$5.8 and \$6.8 for the years ended September 30, 2021, 2020 and 2019, respectively.

As indicated in Note 5, Shareholders' Equity, Spire has a shelf registration statement on Form S-3 on file with the SEC for the issuance of equity and debt securities.

Spire Missouri

At September 30, 2021, including the current portion (none) but excluding unamortized discounts and debt issuance costs, Spire Missouri had long-term debt totaling \$1,348.0. All long-term debt bears fixed rates and is subject to changes in fair value as market interest rates change. Interest expense shown on Spire Missouri's statement of comprehensive income is net of capitalized interest totaling \$0.2, \$0.8 and \$1.9 for the years ended September 30, 2021, 2020 and 2019, respectively.

As indicated in Note 5, Shareholders' Equity, Spire Missouri has a shelf registration on Form S-3 on file with the SEC for issuance of first mortgage bonds, unsecured debt and preferred stock, which expires on May 14, 2022. Spire Missouri was authorized by the MoPSC to issue registered securities (first mortgage bonds, unsecured debt and preferred stock), common stock, and private placement debt in an aggregate amount of up to \$660.0 for financings placed any time before September 30, 2023. As of September 30, 2021, \$355.0 remained available under this authorization.

Substantially all of Spire Missouri's plant is subject to the liens of its first mortgage bonds. The mortgage contains several restrictions on Spire Missouri's ability to pay cash dividends on its common stock, which are described in Note 5, Shareholders' Equity.

Spire Alabama

At September 30, 2021, including the current portion but excluding unamortized debt issuance costs, Spire Alabama had fixed-rate long-term debt totaling \$625.0. While these long-term debt issues are fixed-rate, they are subject to changes in fair value as market interest rates change. Interest expense shown on Spire Alabama's statement of income is net of capitalized interest totaling \$3.2 and \$1.9 for the years ended September 30, 2021 and 2020, respectively.

Because Spire Alabama has no standing authority to issue long-term debt, it must petition the APSC for each planned issuance.

7. NOTES PAYABLE AND CREDIT AGREEMENTS

Spire, Spire Missouri and Spire Alabama have a syndicated revolving credit facility pursuant to a loan agreement with 11 banks, expiring October 31, 2023. The loan agreement has an aggregate credit commitment of \$975.0, including sublimits of \$300.0 for Spire, \$475.0 for Spire Missouri and \$200.0 for Spire Alabama. These sublimits may be reallocated from time to time among the three borrowers within the \$975.0 aggregate commitment, with commitment fees applied for each borrower relative to its credit rating. Spire may use its line to provide for the funding needs of various subsidiaries. The agreement also contains financial covenants limiting each borrower's consolidated total debt, including short-term debt, to no more than 70% of its total capitalization. As defined in the line of credit, on September 30, 2021, total debt was less than 60% of total capitalization for each borrower. There were no borrowings against this credit facility as of September 30, 2021 and 2020.

Spire has a commercial paper program ("CP Program") pursuant to which it may issue short-term, unsecured commercial paper notes. Amounts available under the CP Program may be borrowed, repaid and re-borrowed from time to time, with the aggregate face or principal amount of the notes outstanding under the CP Program at any time not to exceed \$975.0. The notes may have maturities of up to 365 days from date of issue.

On March 26, 2020, Spire entered into a loan agreement with two banks providing for a term loan of \$150.0, which was immediately fully funded. It was repaid on December 16, 2020. The term loan bore interest at the LIBOR Rate (as defined in the loan agreement) plus 0.85% per annum.

On March 23, 2021, Spire Missouri entered into a loan agreement with several banks for a \$250.0, 364-day unsecured term loan with an interest rate based on LIBOR plus 65 basis points. The loan carries no prepayment penalty and has the same covenants as the revolving credit facility.

Information about short-term borrowings, including Spire Missouri's and Spire Alabama's borrowings from Spire, is presented in the following table. As of September 30, 2021, \$348.5 of Spire's short-term borrowings were used to support lending to the Utilities.

	Spire (Parent Only)		Spire Missouri		Spire Alabama	Spire
	CP Program	Term Loan	Term Loan	Spire Note	Spire Note	Consol- idated
Year Ended September 30, 2021						
Highest borrowings outstanding	\$ 775.0	\$ 150.0	\$ 250.0	\$ 441.9	\$ 152.2	\$ 850.5
Lowest borrowings outstanding	140.0	—	—	95.3	—	390.0
Weighted average borrowings	448.1	31.6	130.8	303.2	33.2	610.5
Weighted average interest rate	0.2%	1.1%	0.7%	0.2%	0.2%	0.4%
As of September 30, 2021						
Borrowings outstanding	\$ 422.0	\$ —	\$ 250.0	\$ 240.9	\$ 49.0	\$ 672.0
Weighted average interest rate	0.2%	n/a	0.7%	0.2%	0.2%	0.4%
As of September 30, 2020						
Borrowings outstanding	\$ 498.0	\$ 150.0	\$ —	\$ 301.2	\$ 121.3	\$ 648.0
Weighted average interest rate	0.2%	1.1%	n/a	0.2%	0.2%	0.6%

8. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts and estimated fair values of financial instruments not measured at fair value on a recurring basis were as follows:

	Carrying Amount	Fair Value	Classification of Estimated Fair Value	
			Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)
<i>Spire</i>				
As of September 30, 2021				
Cash and cash equivalents	\$ 4.3	\$ 4.3	\$ 4.3	\$ —
Notes payable	672.0	672.0	—	672.0
Long-term debt, including current portion	2,994.9	3,375.9	—	3,375.9
As of September 30, 2020				
Cash and cash equivalents	\$ 4.1	\$ 4.1	\$ 4.1	\$ —
Notes payable	648.0	648.0	—	648.0
Long-term debt, including current portion	2,484.1	2,908.6	—	2,908.6
<i>Spire Missouri</i>				
As of September 30, 2021				
Note Payable	\$ 250.0	\$ 250.0	\$ —	\$ 250.0
Notes payable - associated companies	240.9	240.9	—	240.9
Long-term debt	1,338.4	1,540.4	—	1,540.4
As of September 30, 2020				
Notes payable - associated companies	\$ 301.2	\$ 301.2	\$ —	\$ 301.2
Long-term debt	1,092.0	1,313.5	—	1,313.5
<i>Spire Alabama</i>				
As of September 30, 2021				
Notes payable - associated companies	\$ 49.0	\$ 49.0	\$ —	\$ 49.0
Long-term debt, including current portion	621.2	707.5	—	707.5
As of September 30, 2020				
Notes payable - associated companies	\$ 121.3	\$ 121.3	\$ —	\$ 121.3
Long-term debt, including current portion	471.8	576.9	—	576.9

9. FAIR VALUE MEASUREMENTS

The information presented below categorizes the assets and liabilities in the balance sheets that are accounted for at fair value on a recurring basis in periods subsequent to initial recognition.

The mutual funds included in Level 1 are valued based on exchange-quoted market prices of individual securities. The mutual funds included in Level 2 are valued based on the closing net asset value per unit.

Derivative instruments included in Level 1 are valued using quoted market prices on the NYMEX or the Intercontinental Exchange (ICE). Derivative instruments classified in Level 2 include physical commodity derivatives that are valued using broker or dealer quotation services whose prices are derived principally from, or are corroborated by, observable market inputs. Also included in Level 2 are certain derivative instruments that have values that are similar to, and correlate with, quoted prices for exchange-traded instruments in active markets. Derivative instruments included in Level 3 are valued using generally unobservable inputs that are based upon the best information available and reflect management's assumptions about how market participants would price the asset or liability. There were no material Level 3 balances as of September 30, 2021 or 2020. The Company's and the Utilities' policy is to recognize transfers between the levels of the fair value hierarchy, if any, as of the beginning of the interim reporting period in which circumstances change or events occur to cause the transfer.

The mutual funds are included in "Other investments" on the Company's balance sheets and in "Other Property and Investments" on Spire Missouri's balance sheets. Derivative assets and liabilities, including receivables and payables associated with cash margin requirements, are presented net on the balance sheets when a legally enforceable netting agreement exist between the Company, Spire Missouri or Spire Alabama and the counterparty to the derivative contract. For additional information on derivative instruments, see Note 10, Derivative Instruments and Hedging Activities.

	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Effects of Netting and Cash Margin Receivables /Payables	Total
As of September 30, 2021					
ASSETS					
<i>Gas Utility:</i>					
U.S. stock/bond mutual funds	\$ 23.8	\$ —	\$ —	\$ —	\$ 23.8
NYMEX/ICE natural gas contracts	104.0	—	—	(104.0)	—
<i>Gas Marketing:</i>					
NYMEX/ICE natural gas contracts	—	114.7	—	(93.7)	21.0
Natural gas commodity contracts	—	35.2	—	(5.5)	29.7
<i>Other:</i>					
U.S. stock/bond mutual funds	26.2	—	—	—	26.2
Interest rate swaps	12.6	—	—	(5.2)	7.4
Total	<u>\$ 166.6</u>	<u>\$ 149.9</u>	<u>\$ —</u>	<u>\$ (208.4)</u>	<u>\$ 108.1</u>
LIABILITIES					
<i>Gas Utility:</i>					
NYMEX/ICE natural gas contracts	\$ 0.3	\$ —	\$ —	(0.3)	\$ —
<i>Gas Marketing:</i>					
NYMEX/ICE natural gas contracts	—	62.0	—	(62.0)	—
Natural gas commodity contracts	—	96.7	—	(5.5)	91.2
<i>Other:</i>					
Interest rate swaps	5.7	—	—	(5.2)	0.5
Total	<u>\$ 6.0</u>	<u>\$ 158.7</u>	<u>\$ —</u>	<u>\$ (73.0)</u>	<u>\$ 91.7</u>
As of September 30, 2020					
ASSETS					
<i>Gas Utility:</i>					
U.S. stock/bond mutual funds	\$ 21.9	\$ —	\$ —	\$ —	\$ 21.9
Gasoline and heating oil contracts	0.3	—	—	(0.3)	—
NYMEX/ICE natural gas contracts	6.3	—	—	(6.3)	—
<i>Gas Marketing:</i>					
NYMEX/ICE natural gas contracts	—	27.7	—	(25.4)	2.3
Natural gas commodity contracts	—	14.5	0.4	—	14.9
<i>Other:</i>					
U.S. stock/bond mutual funds	18.6	—	—	—	18.6
Total	<u>\$ 47.1</u>	<u>\$ 42.2</u>	<u>\$ 0.4</u>	<u>\$ (32.0)</u>	<u>\$ 57.7</u>
LIABILITIES					
<i>Gas Utility:</i>					
NYMEX/ICE natural gas contracts	\$ 0.9	\$ —	\$ —	(0.9)	\$ —
<i>Gas Marketing:</i>					
NYMEX/ICE natural gas contracts	0.7	21.4	—	(22.1)	—
Natural gas commodity contracts	—	22.3	—	—	22.3
<i>Other:</i>					
Interest rate swaps	—	54.2	—	—	54.2
Total	<u>\$ 1.6</u>	<u>\$ 97.9</u>	<u>\$ —</u>	<u>\$ (23.0)</u>	<u>\$ 76.5</u>

Spire Missouri

	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Effects of Netting and Cash Margin Receivables /Payables	Total
As of September 30, 2021					
ASSETS					
U.S. stock/bond mutual funds	\$ 23.8	\$ —	\$ —	\$ —	\$ 23.8
NYMEX/ICE natural gas contracts	104.0	—	—	(104.0)	—
Total	\$ 127.8	\$ —	\$ —	\$ (104.0)	\$ 23.8
LIABILITIES					
NYMEX/ICE natural gas contracts	\$ 0.3	\$ —	\$ —	\$ (0.3)	\$ —
As of September 30, 2020					
ASSETS					
U.S. stock/bond mutual funds	\$ 21.9	\$ —	\$ —	\$ —	\$ 21.9
Gasoline and heating oil contracts	0.3	—	—	(0.3)	—
NYMEX/ICE natural gas contracts	6.3	—	—	(6.3)	—
U.S. stock/bond mutual funds	\$ 28.5	\$ —	\$ —	\$ (6.6)	\$ 21.9
LIABILITIES					
NYMEX/ICE natural gas contracts	\$ 0.9	\$ —	\$ —	\$ (0.9)	\$ —

Spire Alabama

Spire Alabama occasionally utilizes a gasoline derivative program to stabilize the cost of fuel used in operations. As of September 30, 2021, and September 30, 2020, there were no gasoline derivatives outstanding.

10. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Spire

Spire Missouri has a risk management policy to utilize various derivatives, including futures contracts, exchange-traded options and swaps for the explicit purpose of managing price risk associated with purchasing and delivering natural gas on a regular basis to customers in accordance with its tariffs. The objective of this policy is to limit Spire Missouri's exposure to natural gas price volatility and to manage, hedge and mitigate substantial price risk. Further discussion of this policy can be found in the Spire Missouri section.

From time to time Spire Missouri and Spire Alabama purchase NYMEX futures and options contracts to help stabilize operating costs associated with forecasted purchases of gasoline and diesel fuels used to power vehicles and equipment. Further information on these derivatives can be found in the Spire Missouri and Spire Alabama sections, respectively.

In the course of its business, Spire's gas marketing subsidiary, Spire Marketing (including a wholly owned subsidiary), enters into commitments associated with the purchase or sale of natural gas. Certain of Spire Marketing's derivative natural gas contracts are designated as normal purchases or normal sales and, as such, are excluded from the scope of ASC Topic 815 and are accounted for as executory contracts on an accrual basis. Any of Spire Marketing's derivative natural gas contracts that are not designated as normal purchases or normal sales are accounted for at fair value. At September 30, 2021, the fair values of 518.9 million MMBtu of non-exchange-traded natural gas commodity contracts were reflected in the Consolidated Balance Sheet. Of these contracts, 363.0 million MMBtu will settle during fiscal 2022, and 67.7 million MMBtu, 43.4 million MMBtu, 40.4 million MMBtu, and 4.3 million MMBtu will settle during fiscal years 2023, 2024, 2025, and 2026, respectively. These contracts have not been designated as hedges; therefore, changes in the fair value of these contracts are reported in earnings each period.

Furthermore, Spire Marketing manages the price risk associated with its fixed-priced commitments by either closely matching the offsetting physical purchase or sale of natural gas at fixed prices or through the use of NYMEX or ICE futures, swap, and option contracts to lock in margins.

At September 30, 2021, Spire Marketing's unmatched fixed-price positions were not material to Spire's financial position or results of operations. Spire Marketing's NYMEX and ICE natural gas futures, swap and option contracts used to lock in margins may be designated as cash flow hedges of forecasted transactions for financial reporting purposes.

During the first quarter of fiscal 2019, the Company entered into a ten-year interest rate swap with a fixed interest rate of 3.250% and a notional amount of \$100.0. In the second quarter of 2020, the Company entered into multiple ten-year interest rate swaps with fixed interest rates ranging from 0.921% to 1.3105% for a total notional amount of \$75.0. In the second quarter of 2021, the Company entered into a ten-year interest rate swap with a fixed interest rate of 2.12% for a total notional amount of \$25.0. All swap contracts serve to protect Spire against adverse movements in interest rates on future interest rate payments. In the second quarter of 2021 the company settled these positions, resulting in a loss of \$11.1 which will be amortized to interest expense over the hedged periods.

In the second quarter of 2020, the Company entered into multiple ten-year interest rate swaps with fixed interest rates ranging from 0.934% to 1.2975% for a total notional amount of \$75.0 to protect itself against adverse movements in interest rates on future interest rate payments. The Company recorded a \$5.5 mark-to-market gain in accumulated other comprehensive income on these swaps for the twelve months ended September 30, 2021. In the third quarter of 2021 the Company entered into multiple ten-year interest rate swaps with fixed interest rates ranging from 2.008% to 2.1075% for a total notional amount of \$150.0 to protect itself against adverse movements in interest rates on future interest rate payments. The Company recorded a \$1.2 mark-to-market loss in accumulated other comprehensive income on these swaps for the twelve months ended September 30, 2021.

In the fourth quarter of 2021, the Company entered into two swap contracts. Both contracts are ten-year interest rate swaps; the first swap has a notional amount of \$50.0 with a fixed interest rate of 1.597%, while the second swap has a notional amount of \$50.0 with a fixed interest rate of 1.821%. The Company recorded a \$2.7 mark-to-market gain accumulated other comprehensive income on these swaps for the twelve months ended September 30, 2021.

As of September 30, 2021, the Company has recorded through other comprehensive income a cumulative mark-to-market net asset of \$6.9 on open swaps.

The Company's and Spire Missouri's exchange-traded/cleared derivative instruments consist primarily of NYMEX and ICE positions. The NYMEX is the primary national commodities exchange on which natural gas derivatives are traded. Open NYMEX and ICE natural gas futures and swap positions at September 30, 2021 and 2020 were as follows:

	September 30, 2021		September 30, 2020	
	Notional (MMBtu millions)	Maximum Term (Months)	Notional (MMBtu millions)	Maximum Term (Months)
<i>Gas Marketing</i>				
Natural gas futures purchased	103.3	51	22.9	41
Natural gas options purchased, net	7.1	15	4.8	6
Natural gas basis swaps purchased	101.7	27	6.2	24
<i>Gas Utility</i>				
Natural gas futures purchased	52.8	12	25.9	12

At September 30, 2021, neither Spire Missouri nor Spire Marketing had any further price mitigation in place.

Derivative instruments designated as cash flow hedges of forecasted transactions are recognized on the balance sheets of the Company at fair value, and the change in fair value of the effective portion of these hedge instruments is recorded, net of income tax, in other comprehensive income or loss (OCI). Accumulated other comprehensive income or loss (AOCI) is a component of Total Common Stock Equity. Amounts are reclassified from AOCI into earnings when the hedged items affect net income, using the same revenue or expense category that the hedged item impacts. Based on market prices at September 30, 2021, it is expected that an immaterial amount of unrealized gains will be reclassified into the Consolidated Statements of Income of the Company during the next twelve months. Cash flows from hedging transactions are classified in the same category as the cash flows from the items that are being hedged in the Consolidated Statements of Cash Flows.

Effect of Derivative Instruments on the Consolidated Statements of Income and Comprehensive Income

		Location of Gain (Loss)		
		Recorded in Income		
		2021	2020	2019
Derivatives in Cash Flow Hedging Relationships				
Effective portion of gain (loss) recognized in OCI on derivatives:				
Interest rate swaps		\$ 61.2	\$ (8.9)	\$ (46.4)
Total		<u>\$ 61.2</u>	<u>\$ (8.9)</u>	<u>\$ (46.4)</u>
Effective portion of (loss) gain reclassified from AOCI to income:				
Interest rate swaps	Interest Expense	\$ (1.3)	\$ (3.2)	\$ 1.3
Total		<u>\$ (1.3)</u>	<u>\$ (3.2)</u>	<u>\$ 1.3</u>
Derivatives Not Designated as Hedging Instruments*				
Gain (loss) recognized in income on derivatives:				
Natural gas commodity contracts	Gas Marketing Operating Revenues	\$ 54.1	\$ 9.2	\$ 2.5
	Gas Marketing Operating Expenses	—	—	(8.4)
NYMEX / ICE natural gas contracts	Gas Marketing Operating Revenues	<u>(77.5)</u>	<u>(11.8)</u>	<u>—</u>
Total		<u>\$ (23.4)</u>	<u>\$ (2.6)</u>	<u>\$ (5.9)</u>

- * Gains and losses on Spire Missouri's natural gas derivative instruments, which are not designated as hedging instruments for financial reporting purposes, are deferred pursuant to the Missouri Utilities' PGA clauses and initially recorded as regulatory assets or regulatory liabilities. These gains and losses are excluded from the table above because they have no direct impact on the statements of income. Such amounts are recognized in the statements of income as a component of natural gas operating expenses when they are recovered through the PGA clause and reflected in customer billings.

Fair Value of Derivative Instruments in the Consolidated Balance Sheets

September 30, 2021	Derivative Assets*		Derivative Liabilities*	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments				
<i>Other:</i> Interest rate swaps	Derivative Instrument Asset	\$ 12.6	Derivative Instrument Liability	\$ 5.7
Subtotal		<u>12.6</u>		<u>5.7</u>
Derivatives not designated as hedging instruments				
<i>Gas Utility:</i>				
Natural gas contracts	Accounts Receivable – Other	104.0	Accounts Receivable – Other	0.3
<i>Gas Marketing:</i>				
NYMEX / ICE natural gas contracts	Derivative Instrument Assets	93.9	Derivative Instrument Liability	50.1
	Deferred Charges – Other	20.8	Deferred Charges – Other	11.9
Natural gas commodity	Derivative Instrument Assets	34.1	Current Liabilities – Other	82.5
	Deferred Charges – Other	1.1	Deferred Credits – Other	14.2
Subtotal		253.9		159.0
Total derivatives		<u>\$ 266.5</u>		<u>\$ 164.7</u>
September 30, 2020				
Derivatives designated as hedging instruments				
<i>Other:</i> Interest rate swaps	Derivative Instrument Liability	\$ —	Derivative Instrument Liability	\$ 54.2
Subtotal		<u>—</u>		<u>54.2</u>
Derivatives not designated as hedging instruments				
<i>Gas Utility:</i>				
Natural gas contracts	Accounts Receivable – Other	6.3	Accounts Receivable – Other	0.9
Gasoline and heating oil contracts	Derivative Instrument Assets	0.3		
<i>Gas Marketing:</i>				
NYMEX / ICE natural gas contracts	Derivative Instrument Assets	20.5	Derivative Instrument Assets	21.3
	Deferred Charges – Other	7.2	Deferred Charges – Other	0.8
Natural gas commodity	Derivative Instrument Assets	13.5	Derivative Instrument Assets	—
	Deferred Charges – Other	1.4	Deferred Charges – Other	—
	Current Liabilities – Other	—	Current Liabilities – Other	16.8
	Deferred Credits – Other	—	Deferred Credits – Other	5.5
Subtotal		49.2		45.3
Total derivatives		<u>\$ 49.2</u>		<u>\$ 99.5</u>

* The fair values of Derivative Assets and Derivative Liabilities exclude the fair value of cash margin receivables or payables with counterparties subject to netting arrangements. Fair value amounts of derivative contracts (including the fair value amounts of cash margin receivables and payables) for which there is a legal right to set off are presented net on the balance sheets. As such, the gross balances presented in the table above are not indicative of the Company's net economic exposure. Refer to Note 9, Fair Value Measurements, for information on the valuation of derivative instruments.

Following is a reconciliation of the amounts in the tables above to the amounts presented in the Consolidated Balance Sheets:

	2021	2020
Fair value of derivative assets presented above	\$ 266.5	\$ 49.2
Fair value of cash margin receivable offset with derivatives	(135.4)	(9.0)
Netting of assets and liabilities with the same counterparty	(73.0)	(23.0)
Total	<u>\$ 58.1</u>	<u>\$ 17.2</u>
Derivative Instrument Assets, per Consolidated Balance Sheets:		
Current Assets – Other	\$ 57.0	\$ 15.8
Deferred Charges and Other Assets – Other	1.1	1.4
Total	<u>\$ 58.1</u>	<u>\$ 17.2</u>
Fair value of derivative liabilities presented above	\$ 164.7	\$ 99.5
Netting of assets and liabilities with the same counterparty	(73.0)	(23.0)
Total	<u>\$ 91.7</u>	<u>\$ 76.5</u>
Derivative Instrument Liabilities, per Consolidated Balance Sheets:		
Current Liabilities – Other	\$ 77.5	\$ 71.0
Deferred Credits and Other Liabilities – Other	14.2	5.5
Total	<u>\$ 91.7</u>	<u>\$ 76.5</u>

Additionally, at September 30, 2021 and 2020, the Company had \$40.8 and \$7.6, respectively, in cash margin receivables not offset with derivatives, which are presented in Accounts Receivable – Other.

Spire Missouri

Spire Missouri has a risk management policy to utilize various derivatives, including futures contracts, exchange-traded options, swaps and over-the-counter instruments for the explicit purpose of managing price risk associated with purchasing and delivering natural gas on a regular basis to customers in accordance with its tariffs. The objective of this policy is to limit Spire Missouri's exposure to natural gas price volatility and to manage, hedge and mitigate substantial price risk. This policy strictly prohibits speculation and permits Spire Missouri to hedge current physical natural gas purchase commitments or forecasted or anticipated future peak (maximum) physical need for natural gas delivered. Costs and cost reductions, including carrying costs, associated with Spire Missouri's use of natural gas derivative instruments are allowed to be passed on to Spire Missouri customers through the operation of its PGA clause, through which the MoPSC allows Spire Missouri to recover gas supply costs, subject to prudence review by the MoPSC. Accordingly, Spire Missouri does not expect any adverse earnings impact as a result of the use of these derivative instruments.

Spire Missouri does not designate these instruments as hedging instruments for financial reporting purposes because gains or losses associated with the use of these derivative instruments are deferred and recorded as regulatory assets or regulatory liabilities pursuant to ASC Topic 980, *Regulated Operations*, and, as a result, have no direct impact on the statements of income.

The timing of the operation of the PGA clause may cause interim variations in short-term cash flows, because Spire Missouri is subject to cash margin requirements associated with changes in the values of these instruments. Nevertheless, carrying costs associated with such requirements are recovered through the PGA clause.

From time to time, Spire Missouri purchases NYMEX futures and options contracts to help stabilize operating costs associated with forecasted purchases of gasoline and diesel fuels used to power vehicles and equipment used in the course of its business. These contracts are designated as cash flow hedges of forecasted transactions pursuant to ASC Topic 815, *Derivatives and Hedging*. The gains or losses on these derivative instruments are not subject to Spire Missouri's PGA clause. At September 30, 2021, Spire Missouri had no gasoline futures contracts outstanding.

Derivative instruments designated as cash flow hedges of forecasted transactions are recognized on the balance sheets at fair value and the change in the fair value of the effective portion of these hedge instruments is recorded, net of income tax, in OCI. AOCI is a component of Total Common Stock Equity. Amounts are reclassified from AOCI into earnings when the hedged items affect net income, using the same revenue or expense category that the hedged item impacts. As in both 2020 and 2019, there will be no reclassifications into the statements of income during fiscal 2022. Cash flows from hedging transactions are classified in the same category as the cash flows from the items that are being hedged in the statements of cash flows.

Spire Missouri's derivative instruments consist primarily of NYMEX positions. The NYMEX is the primary national commodities exchange on which natural gas derivatives are traded. Open NYMEX natural gas futures positions at September 30, 2021 and 2020 were as follows:

	September 30, 2021		September 30, 2020	
	Notional (MMBtu millions)	Maximum Term (Months)	Notional (MMBtu millions)	Maximum Term (Months)
Natural gas futures purchased	52.8	12	25.9	12

At September 30, 2021, Spire Missouri had no other price mitigation derivatives in place.

Gains and losses on Spire Missouri's natural gas derivative instruments, which are not designated as hedging instruments for financial reporting purposes, are deferred pursuant to the Spire Missouri's PGA clauses and initially recorded as regulatory assets or regulatory liabilities. Such amounts are recognized in the statements of income as a component of natural gas operating expenses when they are recovered through the PGA clause and reflected in customer billings.

Fair Value of Derivative Instruments in the Balance Sheets

	Derivative Assets*		Derivative Liabilities*	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
September 30, 2021				
Derivatives not designated as hedging instruments				
Natural gas contracts	Accounts Receivable – Other	\$ 104.0	Accounts Receivable – Other	\$ 0.3
Total derivatives		<u>\$ 104.0</u>		<u>\$ 0.3</u>
September 30, 2020				
Derivatives not designated as hedging instruments				
Natural gas contracts	Accounts Receivable – Other	\$ 6.3	Accounts Receivable – Other	\$ 0.9
Gasoline and heating oil contracts	Derivative Instrument Assets	0.3		
Total derivatives		<u>\$ 6.6</u>		<u>\$ 0.9</u>

* The fair values of Derivative Assets and Derivative Liabilities exclude the fair value of cash margin receivables or payables with counterparties subject to netting arrangements. Fair value amounts of derivative contracts (including the fair value amounts of cash margin receivables and payables) for which there is a legal right to set off are presented net on the Balance Sheets. As such, the gross balances presented in the table above are not indicative of Spire Missouri's net economic exposure. Refer to Note 9, Fair Value Measurements, for information on the valuation of derivative instruments.

Following is a reconciliation of the amounts in the tables above to the amounts presented in Spire Missouri's Balance Sheets:

	2021	2020
Fair value of derivative assets presented above	\$ 104.0	\$ 6.6
Fair value of cash margin (payable) receivable offset with derivatives	(103.7)	(5.7)
Netting of assets and liabilities with the same counterparty	(0.3)	(0.9)
Total	<u>\$ —</u>	<u>\$ —</u>
Fair value of derivative liabilities presented above	\$ 0.3	\$ 0.9
Netting of assets and liabilities with the same counterparty	(0.3)	(0.9)
Total	<u>\$ —</u>	<u>\$ —</u>

Additionally, at September 30, 2021 and 2020, Spire Missouri had \$40.3 and \$7.2, respectively, in cash margin receivables not offset with derivatives, which are presented in Accounts Receivable – Other.

Spire Alabama

Spire Alabama periodically employs a gasoline derivative program to help stabilize operating costs associated with forecasted purchases of gasoline and diesel fuels used to power vehicles and equipment used in the course of its business. The gains or losses on these derivative instruments are not subject to Spire Alabama's GSA rider. There were no such contracts outstanding as of September 30, 2021 and 2020.

11. CONCENTRATIONS OF CREDIT RISK

Spire's Gas Utility segment serves 1.7 million customers in three states across multiple rate classes resulting in a significant amount of revenue diversity. Credit risk is mitigated by the high percentage of residential customers as well as the geographic diversity of the Utilities, though customers for each of the Utilities are concentrated in a single state.

Spire Marketing's accounts receivable attributable to utility companies and their marketing affiliates totaled \$153.5 at September 30, 2021. The concentration of transactions with these counterparties has the potential to affect the Company's overall exposure to credit risk, either positively or negatively, in that customers in this group may be affected similarly by changes in economic, industry, or other conditions. Spire Marketing also has concentrations of credit risk with certain individually significant counterparties. At September 30, 2021, the amounts included in accounts receivable from its five largest counterparties (in terms of net accounts receivable exposure) totaled \$67.0. Four of these five counterparties are investment-grade rated integrated utilities, while the fifth is not rated but is a subsidiary of an investment-grade rated company.

To manage these risks, Spire Marketing has established procedures to determine the creditworthiness of its counterparties. These procedures include obtaining credit ratings and credit reports, analyzing counterparty financial statements to assess financial condition, and considering the industry environment in which the counterparty operates. This information is monitored on an ongoing basis. In some instances, Spire Marketing may require credit assurances such as prepayments, letters of credit, or parental guaranties. In addition, Spire Marketing may enter into netting arrangements to mitigate credit risk with counterparties in the energy industry with whom it conducts both sales and purchases of natural gas. Where there is no netting arrangement, Spire Marketing records accounts receivable, accounts payable, and prepayments for physical sales and purchases of natural gas on a gross basis. Sales are typically made on an unsecured credit basis with payment due the month following delivery. Accounts receivable amounts are closely monitored and provisions for uncollectible amounts are accrued when losses are probable.

12. INCOME TAXES

The Company, Spire Missouri, and Spire Alabama are subject to federal income tax as well as income tax in various state and local jurisdictions. Spire files a consolidated federal income tax return and various state income tax returns and allocates income taxes to Spire Missouri, Spire Alabama and its other subsidiaries as if each entity were a separate taxpayer.

The provision (benefit) for income taxes during the fiscal years ended September 30, 2021, 2020, and 2019 was as follows:

	Spire			Spire Missouri			Spire Alabama		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Federal:									
Current	\$ 0.2	\$ 0.4	\$ 0.6	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Deferred	49.5	5.8	27.4	22.0	14.9	11.5	19.8	17.4	16.3
Investment tax credits	(0.2)	(0.2)	(0.2)	(0.2)	(0.2)	(0.2)	—	—	—
State and local:									
Current	1.3	3.0	2.1	—	0.1	—	—	—	—
Deferred	17.7	3.4	4.6	3.5	2.5	2.0	5.2	4.6	4.2
Total income tax expense	<u>\$ 68.5</u>	<u>\$ 12.4</u>	<u>\$ 34.5</u>	<u>\$ 25.3</u>	<u>\$ 17.3</u>	<u>\$ 13.3</u>	<u>\$ 25.0</u>	<u>\$ 22.0</u>	<u>\$ 20.5</u>

The effective income tax rate varied from the federal statutory income tax rate for each year due to the following:

	Spire			Spire Missouri			Spire Alabama		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Federal income tax statutory rate	21.0%	21.0%	21.0%	21.0%	21.0%	21.0%	21.0%	21.0%	21.0%
State and local income taxes, net of federal income tax benefits	3.6	9.0	3.6	2.6	2.6	2.6	4.1	4.1	4.1
Certain expenses capitalized on books and deducted on tax return	(1.6)	(6.6)	(3.8)	(3.3)	(4.6)	(6.5)	—	—	—
Taxes related to prior years	(0.5)	(1.8)	0.2	(0.2)	(1.4)	0.1	—	0.1	—
Amortization of excess deferred taxes	(2.5)	(8.3)	(3.8)	(5.0)	(5.7)	(6.6)	—	—	—
Other items – net *	0.1	(1.0)	(1.4)	(0.2)	(0.2)	(0.3)	0.2	(0.1)	0.2
Effective income tax rate	<u>20.1%</u>	<u>12.3%</u>	<u>15.8%</u>	<u>14.9%</u>	<u>11.7%</u>	<u>10.3%</u>	<u>25.3%</u>	<u>25.1%</u>	<u>25.3%</u>

* Other consists primarily of property adjustments.

The significant items comprising the net deferred tax liability or asset as of September 30 were as follows:

	<u>Spire</u>		<u>Spire Missouri</u>		<u>Spire Alabama</u>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Deferred tax assets:						
Reserves not currently deductible	\$ 18.3	\$ 24.8	\$ 8.5	\$ 16.7	\$ 6.6	\$ 5.9
Pension and other postretirement benefits	77.4	108.3	53.4	78.5	—	—
Goodwill	—	—	—	—	87.2	101.3
Operating losses	264.5	170.4	110.3	36.0	130.3	111.3
Regulatory amount due to customers, net	33.2	36.1	29.4	32.3	—	—
Other	32.4	44.7	—	—	—	—
Deferred tax assets	<u>425.8</u>	<u>384.3</u>	<u>201.6</u>	<u>163.5</u>	<u>224.1</u>	<u>218.5</u>
Less: Valuation allowance	(0.5)	(0.9)	(0.4)	(0.9)	—	—
Total deferred tax assets	<u>425.3</u>	<u>383.4</u>	<u>201.2</u>	<u>162.6</u>	<u>224.1</u>	<u>218.5</u>
Deferred tax liabilities:						
Relating to property	(693.9)	(614.0)	(464.0)	(427.1)	(182.7)	(151.4)
Regulatory pension and other postretirement benefits	(95.6)	(138.4)	(71.2)	(107.4)	(1.6)	(3.4)
Deferred gas costs	(81.1)	—	(79.5)	—	—	—
Other**	(167.0)	(142.4)	(66.5)	(62.8)	(5.6)	(4.4)
Total deferred tax liabilities	<u>(1,037.6)</u>	<u>(894.8)</u>	<u>(681.2)</u>	<u>(597.3)</u>	<u>(189.9)</u>	<u>(159.2)</u>
Net deferred tax (liability) asset	<u>\$ (612.3)</u>	<u>\$ (511.4)</u>	<u>\$ (480.0)</u>	<u>\$ (434.7)</u>	<u>\$ 34.2</u>	<u>\$ 59.3</u>

** For Spire, Other consists primarily of goodwill-related liabilities.

As indicated in Note 1, Summary of Significant Accounting Policies, the Company's regulated operations accounting for income taxes is impacted by ASC Topic 980, *Regulated Operations*. The Tax Cuts and Jobs Act of 2017 (TCJA) reduced the corporate federal income tax rate, and the corresponding reductions in deferred income tax balances resulted in amounts previously collected from utility customers for these deferred taxes becoming refundable to such customers, generally through reductions in future rates. The TCJA includes provisions that stipulate how these excess deferred taxes are to be passed back to customers for certain accelerated tax depreciation benefits. In fiscal 2018, the MoPSC Amended Report and Order took effect and the estimated excess accumulated deferred income tax began to be returned to Spire Missouri customers in rates. The amount being returned is estimated with a tracker established to defer the difference from the estimated amounts to the actual amounts once the actual amounts have been calculated. Excess accumulated deferred taxes of \$8.4 were returned by Spire Missouri during each of fiscal years 2021, 2020, and 2019. The treatment for accumulated deferred income tax balances for Spire Alabama, Spire Gulf and Spire Mississippi is yet to be determined by state regulators.

In assessing whether deferred tax assets are realizable, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Management considers all significant available positive and negative evidence, including the existence of losses in recent years, the timing of deferred tax liability reversals, projected future taxable income, taxable income in carryback years, and tax planning strategies to assess the need for a valuation allowance. Based upon this evidence, management believes it is more likely than not the Company, Spire Missouri and Spire Alabama will realize the benefits of these deferred tax assets, except for the contribution carryforward valuation allowances noted below.

As of September 30, 2021, Spire, and on a separate company basis, Spire Missouri and Spire Alabama, had federal and state loss carryforwards, contribution carryforwards, and various tax credit carryforwards as shown below.

	<u>Spire</u>	<u>Spire Missouri</u>	<u>Spire Alabama</u>
Federal and state loss carryforwards	\$ 1,079.5	\$ 467.3	\$ 517.5
Contribution carryforwards	16.4	12.2	0.5
Tax credit carryforwards	4.5	3.4	—

For federal tax purposes, Spire Missouri's and Spire Alabama's loss carryforwards may be utilized against income from another member of the consolidated group. The loss carryforwards begin to expire in fiscal 2030 for certain state purposes and fiscal 2035 for federal and other state purposes. Contribution carryforwards are already starting to expire. Because a portion of the contribution carryforwards are not likely to be realized prior to expiration, valuation allowances have been established by Spire and Spire Missouri for \$1.9 and \$1.5 of carryforwards, respectively, as of September 30, 2021.

The Company, Spire Missouri and Spire Alabama recognize the tax benefit from a tax position only if it is at least more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. Unrecognized tax benefits are reported as a reduction of a deferred tax asset for an operating loss carryforward to the extent the recognition of the benefit would impact the operating loss carryforward, pursuant to ASU 2013-11. The following table presents a reconciliation of the beginning and ending balances of unrecognized tax benefits:

	Spire			Spire Missouri		
	2021	2020	2019	2021	2020	2019
Unrecognized tax benefits, beginning of year	\$ 13.2	\$ 10.7	\$ 8.1	\$ 13.0	\$ 10.4	\$ 7.8
Increases related to tax positions taken in current year	3.2	2.6	4.5	3.1	2.6	4.5
Reductions related to tax positions taken in prior year	—	—	(1.9)	—	—	(1.9)
Reductions due to lapse of applicable statute of limitations	—	(0.1)	—	—	—	—
Unrecognized tax benefits, end of year	<u>\$ 16.4</u>	<u>\$ 13.2</u>	<u>\$ 10.7</u>	<u>\$ 16.1</u>	<u>\$ 13.0</u>	<u>\$ 10.4</u>

As of September 30, 2021 and 2020, the amounts of unrecognized tax benefits which, if recognized, would affect the effective tax rate were \$3.6 and \$2.9, respectively, for the Company and \$3.3 and \$2.7, respectively, for Spire Missouri. It is reasonably possible that events will occur in the next 12 months that could increase or decrease the amount of the unrecognized tax benefits. The Company and Spire Missouri do not expect that any such change will be significant to the balance sheets. Spire Alabama reported no unrecognized tax benefits for fiscal years 2021, 2020, and 2019.

The Company, Spire Missouri, and Spire Alabama record potential interest and penalties related to uncertain tax positions as interest expense and other income deductions, respectively. As of September 30, 2021 and 2020, interest accrued associated with uncertain tax positions was de minimis, and no penalties were accrued.

The Company, Spire Missouri, and Spire Alabama are no longer subject to examination for fiscal years prior to 2018, except to the extent the net operating losses from prior years are reviewed.

13. PENSION PLANS AND OTHER POSTRETIREMENT BENEFITS

Pension Plans

The pension plans of Spire consist of plans for employees at Spire Missouri, the employees of Spire Alabama and employees of the subsidiaries of Spire EnergySouth.

Spire Missouri and Spire Alabama have non-contributory, defined benefit, trusteed forms of pension plans covering the majority of their employees. Plan assets consist primarily of corporate and U.S. government obligations and a growth segment consisting of exposure to equity markets, commodities, real estate and international credit markets.

The net periodic pension costs include the following components:

	Spire			Spire Missouri			Spire Alabama		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Service cost – benefits earned during the period	\$ 21.7	\$ 22.5	\$ 19.3	\$ 15.4	\$ 15.7	\$ 12.4	\$ 5.5	\$ 6.1	\$ 6.2
Interest cost on projected benefit obligation	20.7	22.6	28.2	14.2	15.8	19.8	4.6	4.9	6.0
Expected return on plan assets	(31.6)	(35.0)	(36.3)	(22.5)	(24.6)	(25.5)	(5.8)	(6.9)	(7.3)
Amortization of prior service (credit) cost	(3.1)	(2.5)	(1.1)	(0.6)	0.1	0.9	(2.3)	(2.4)	(1.8)
Amortization of actuarial loss	14.9	14.4	9.3	11.0	11.3	8.7	3.9	3.1	0.8
Loss on lump-sum settlements and curtailments	18.2	31.6	—	11.6	26.6	—	6.6	5.0	—
Subtotal	40.8	53.6	19.4	29.1	44.9	16.3	12.5	9.8	3.9
Regulatory adjustment	20.6	6.6	39.6	19.0	3.9	31.8	0.7	1.8	6.9
Net pension cost	<u>\$ 61.4</u>	<u>\$ 60.2</u>	<u>\$ 59.0</u>	<u>\$ 48.1</u>	<u>\$ 48.8</u>	<u>\$ 48.1</u>	<u>\$ 13.2</u>	<u>\$ 11.6</u>	<u>\$ 10.8</u>

Other changes in plan assets and pension benefit obligations recognized in other comprehensive income or loss include the following:

	Spire			Spire Missouri			Spire Alabama		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Current year actuarial (gain) loss	\$ (8.1)	\$ 68.0	\$ 90.9	\$ (0.9)	\$ 37.8	\$ 59.0	\$ (1.5)	\$ 24.4	\$ 26.3
Amortization of actuarial loss	(14.9)	(14.4)	(9.3)	(11.0)	(11.3)	(8.7)	(3.9)	(3.1)	(0.8)
Acceleration of loss recognized due to settlement	(18.2)	(31.7)	—	(11.6)	(26.6)	—	(6.6)	(5.1)	—
Current year service credit	(17.9)	(4.4)	(10.2)	(17.9)	(4.4)	(3.7)	—	—	(6.5)
Amortization of prior service credit (cost)	3.1	2.5	1.1	0.6	(0.1)	(0.9)	2.3	2.4	1.8
Subtotal	(56.0)	20.0	72.5	(40.8)	(4.6)	45.7	(9.7)	18.6	20.8
Regulatory adjustment	57.3	(19.5)	(71.7)	42.1	5.1	(44.9)	9.7	(18.6)	(20.8)
Total recognized in OCI	<u>\$ 1.3</u>	<u>\$ 0.5</u>	<u>\$ 0.8</u>	<u>\$ 1.3</u>	<u>\$ 0.5</u>	<u>\$ 0.8</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

Spire pension obligations are driven by separate plan and regulatory provisions governing Spire Missouri, Spire Alabama and Spire EnergySouth pension plans.

Pursuant to the provisions of Spire Missouri's and Spire Alabama's pension plans, pension obligations may be satisfied by monthly annuities, lump-sum cash payments, or special termination benefits. Lump-sum payments are recognized as settlements (which can result in gains or losses) only if the total of such payments exceeds the sum of service and interest costs in a specific year. Special termination benefits, when offered, are also recognized as settlements which can result in gains or losses.

In the fiscal year ended September 30, 2021, two Spire Missouri plans and one Spire Alabama plan met the criteria for settlement recognition, requiring re-measurement of the obligation under those plans using updated census data and assumptions for discount rate and mortality. For the remeasurements, the discount rates for the Missouri plans were updated to 3.00% at September 30, 2021 (from 2.85% at September 30, 2020), and the discount rate for the Alabama plan was updated to 3.10% (from 2.95%). Lump-sum payments recognized as settlements during fiscal year 2021 was \$67.5 (\$44.6 attributable to Spire Missouri and \$22.9 to Spire Alabama). The Alabama regulatory tariff requires that settlement losses be amortized over the remaining actuarial life of the individuals in the plan, and in fiscal 2021 the amortization periods range from 11.4 years to 11.7 years. Therefore, no lump sum settlement expenses were recorded in the fiscal year ended September 30, 2021.

In the fiscal year ended September 30, 2020, two Spire Missouri plans and one Spire Alabama plan met the criteria for settlement recognition, requiring re-measurement of the obligation under those plans using updated census data and assumptions for discount rate and mortality. For the remeasurements, the discount rates for the Missouri plans were updated to 2.85% at September 30, 2020 (from 3.2% at September 30, 2019), and the discount rate for the Alabama plan was updated to 2.95% (from 3.20%). Lump-sum payments recognized as settlements during fiscal year 2020 was \$89.3 (\$74.5 attributable to Spire Missouri and \$14.8 to Spire Alabama).

Pursuant to a MoPSC Order, the return on plan assets is based on the market-related value of plan assets implemented prospectively over a four-year period. Gains or losses not yet includible in pension cost are amortized only to the extent that such gain or loss exceeds 10% of the greater of the projected benefit obligation or the market-related value of plan assets. Such excess is amortized over the average remaining service life of active participants.

Effective April 19, 2018, the pension cost for Spire Missouri's western territory (Missouri West) included in customer rates was reduced from \$9.9 to \$5.5 per year, the pension cost included in Spire Missouri's eastern territory (Missouri East) customer rates was increased from \$15.5 to \$29.0 per year. Over an amortization period of eight years, Missouri East rates also include the amortization of \$173.0 of assets for pension and other postretirement benefits, and Missouri West rates will be reduced by the amortization of a \$26.2 net liability for pension and other postretirement benefits.

The difference between these amounts and pension expense as calculated pursuant to the above and that otherwise would be included in the statements of income and statements of comprehensive income is deferred as a regulatory asset or regulatory liability.

The following table shows the reconciliation of the beginning and ending balances of the pension benefit obligation at September 30:

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Benefit obligation, beginning of year	\$ 732.6	\$ 751.4	\$ 505.2	\$ 538.4	\$ 163.5	\$ 152.5
Service cost	21.7	22.5	15.4	15.7	5.5	6.1
Interest cost	20.7	22.6	14.2	15.8	4.6	4.9
Actuarial loss (gain)	6.6	37.5	11.0	15.6	(1.8)	18.4
Plan amendments	(17.9)	(4.4)	(17.9)	(4.4)	—	—
Settlement loss	12.3	16.5	8.2	16.5	4.1	—
Settlement benefits paid	(67.6)	(89.3)	(44.6)	(74.5)	(22.9)	(14.8)
Regular benefits paid	(18.8)	(24.2)	(12.5)	(17.9)	(3.6)	(3.6)
Benefit obligation, end of year	<u>\$ 689.6</u>	<u>\$ 732.6</u>	<u>\$ 479.0</u>	<u>\$ 505.2</u>	<u>\$ 149.4</u>	<u>\$ 163.5</u>
Accumulated benefit obligation, end of year	<u>\$ 673.3</u>	<u>\$ 699.3</u>	<u>\$ 465.4</u>	<u>\$ 473.7</u>	<u>\$ 146.9</u>	<u>\$ 161.8</u>

Actuarial losses in both 2021 and 2020 were primarily due to the decrease in lump sum discount rates in one Spire Missouri plan and the losses on actual lump sum benefit payments compared to assumed amounts across all the plans. Except for Spire Alabama in 2021, these losses more than offset the gains that resulted from the increase in discount rates used to calculate the benefit obligations for each year.

The following table sets forth the reconciliation of the beginning and ending balances of the fair value of plan assets at September 30:

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Fair value of plan assets, beginning of year	\$ 473.1	\$ 521.8	\$ 336.2	\$ 379.2	\$ 88.6	\$ 93.3
Actual return on plan assets	58.8	21.1	42.7	19.1	9.6	1.0
Employer contributions	53.4	43.7	42.2	30.3	11.1	12.7
Settlement benefits paid	(67.6)	(89.3)	(44.6)	(74.5)	(22.9)	(14.8)
Regular benefits paid	(18.8)	(24.2)	(12.5)	(17.9)	(3.6)	(3.6)
Fair value of plan assets, end of year	<u>\$ 498.9</u>	<u>\$ 473.1</u>	<u>\$ 364.0</u>	<u>\$ 336.2</u>	<u>\$ 82.8</u>	<u>\$ 88.6</u>
Funded status of plans, end of year	<u>\$ (190.7)</u>	<u>\$ (259.5)</u>	<u>\$ (115.0)</u>	<u>\$ (169.0)</u>	<u>\$ (66.6)</u>	<u>\$ (74.9)</u>

The following table sets forth the amounts recognized in the balance sheets at September 30:

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Current liabilities	\$ (0.8)	\$ (0.6)	\$ (0.8)	\$ (0.6)	\$ —	\$ —
Noncurrent liabilities	(189.9)	(258.9)	(114.2)	(168.4)	(66.6)	(74.9)
Total	<u>\$ (190.7)</u>	<u>\$ (259.5)</u>	<u>\$ (115.0)</u>	<u>\$ (169.0)</u>	<u>\$ (66.6)</u>	<u>\$ (74.9)</u>

Pre-tax amounts recognized in accumulated other comprehensive loss not yet recognized as components of net periodic pension cost consist of:

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Net actuarial loss	\$ 194.6	\$ 235.6	\$ 129.6	\$ 152.9	\$ 66.1	\$ 78.1
Prior service credit	(40.3)	(25.6)	(20.1)	(2.8)	(18.7)	(21.1)
Subtotal	154.3	210.0	109.5	150.1	47.4	57.0
Adjustments for amounts included in regulatory assets	(149.5)	(206.7)	(104.7)	(146.8)	(47.4)	(57.0)
Total	\$ 4.8	\$ 3.3	\$ 4.8	\$ 3.3	\$ —	\$ —

The assumptions used to calculate net periodic pension costs for Spire Missouri are as follows:

	2021	2020	2019
Weighted average discount rate - Spire Missouri East plan	2.85%	3.20%	4.30%
Weighted average discount rate - Spire Missouri West plan	2.75%	3.15%	4.35%
Weighted average rate of future compensation increase	3.00%	3.00%	3.00%
Expected long-term rate of return on plan assets	6.75%	7.25%	7.50%

The assumptions used to calculate net periodic pension costs for Spire Alabama are as follows:

	2021	2020	2019
Weighted average discount rate	2.95%/2.80%	3.25%/3.20%	4.35%
Weighted average rate of future compensation increase	3.00%	3.00%	3.00%
Expected long-term rate of return on plan assets	6.75%	7.25%	7.25%

The discount rate is based on long-term, high quality bond indices at the measurement date. The expected long-term rate of return on plan assets is based on historical and projected rates of return for current and planned asset classes in the investment portfolio. Assumed projected rates of return for each asset class were selected after analyzing historical experience and future expectations of the returns. The overall expected rate of return for the portfolio was developed based on the target allocation for each class.

The assumptions used to calculate the benefit obligations are as follows:

	2021	2020
Weighted average discount rate - Spire Missouri East plan	3.00%	2.85%
Weighted average discount rate - Spire Missouri West plan	3.00%	2.75%
Weighted average discount rate - Spire Alabama plans	3.1%/3.0%	2.95%/2.80%
Weighted average rate of future compensation increase	3.00%	3.00%
Cash balance interest crediting rate - Spire Alabama / Spire Missouri	4.25%	4.50%

Following are the year-end projected benefit obligation, accumulated benefit obligation, and fair value of plan assets for plans that have a projected benefit obligation and an accumulated benefit obligation in excess of plan assets:

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Projected benefit obligation	\$ 689.6	\$ 732.6	\$ 479.0	\$ 505.2	\$ 149.4	\$ 163.5
Accumulated benefit obligation	673.3	699.3	465.4	473.7	146.9	161.8
Fair value of plan assets	498.9	473.1	364.0	336.2	82.8	88.6

Following are the targeted and actual plan assets by category as of September 30 of each year for Spire Missouri and Spire Alabama:

Spire Missouri	2021	2021	2020	2020
	Target	Actual	Target	Actual
Return seeking assets	70.0%	74.5%	70.0%	70.0%
Liability hedging assets	30.0%	23.1%	30.0%	27.0%
Other	—%	2.4%	—%	3.0%
Total	100.0%	100.0%	100.0%	100.0%

Spire Alabama	2021 Target	2021 Actual	2020 Target	2020 Actual
Return seeking assets	70.0%	72.8%	70.0%	71.0%
Liability hedging assets	30.0%	25.5%	30.0%	27.0%
Other*	—%	1.7%	—%	2.0%
Total	100.0%	100.0%	100.0%	100.0%

* Includes cash for 2020

The Spire Inc. Retirement Plans Committee is responsible for the administration of the various plans, and all payments under the plans require direction of that committee. The Spire Inc. Defined Benefit Plan Investment Review Committee utilizes an Outsourced Chief Investment Officer (OCIO) model where investment decisions are outsourced to investment consultants (Willis Towers Watson), who in turn become co-fiduciaries with the committee.

For all plans, the Company employs a total return investment approach whereby a mix of equities and fixed income investments are used to maximize the long-term return of plan assets with a prudent level of risk. Risk tolerance is established through consideration of plan liabilities, plan funded status, corporate financial condition and market conditions. The Company has developed an investment strategy that focuses on asset allocation, diversification and quality guidelines. The investment goals are to obtain an adequate level of return to meet future obligations of the plan by providing above average risk-adjusted returns with a risk exposure in the mid-range of comparable funds. Comparative market and peer group benchmarks are utilized to ensure that investment managers are performing satisfactorily. The Company seeks to maintain an appropriate level of diversification to minimize the risk of large losses in a single asset class. Accordingly, plan assets for the pension plans do not have a concentration of assets in a single entity, industry, country, commodity or class of investment fund.

Following are expected pension benefit payments for the succeeding five fiscal years, and in aggregate for the five fiscal years thereafter, for Spire, Spire Missouri, and Spire Alabama:

	2022	2023	2024	2025	2026	2027- 2031
Spire	\$ 64.3	\$ 59.2	\$ 57.8	\$ 52.4	\$ 50.6	\$ 236.8
Spire Missouri	46.6	42.2	41.9	36.9	34.9	164.3
Spire Alabama	14.7	13.9	12.7	12.2	12.3	54.0

The funding policy of Spire Missouri and Spire Alabama is to contribute an amount not less than the minimum required by government funding standards nor more than the maximum deductible amount for federal income tax purposes. Spire Missouri's contributions to the pension plans in fiscal 2022 are anticipated to be \$37.6 into the qualified trusts, and \$0.8 into the non-qualified plans. Spire Alabama's contributions to the pension plans in fiscal 2021 are anticipated to be \$14.4 into the qualified trusts.

Other Postretirement Benefits

Spire and the Utilities provide certain life insurance benefits at retirement. Spire Missouri plans provide for medical insurance after early retirement until age 65. For retirements prior to January 1, 2015, the Missouri West plans provided medical insurance after retirement until death. The Spire Alabama plans provide medical insurance upon retirement until death for certain retirees depending on the type of employee and the date the employee was originally hired.

Net periodic postretirement benefit costs consist of the following components:

	Spire			Spire Missouri			Spire Alabama		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Service cost – benefits earned during the period	\$ 7.3	\$ 5.9	\$ 7.4	\$ 6.2	\$ 5.3	\$ 6.8	\$ 0.9	\$ 0.4	\$ 0.4
Interest cost on accumulated postretirement benefit obligation	6.0	6.3	9.0	4.5	4.7	6.9	1.3	1.4	1.8
Expected return on plan assets	(16.1)	(16.7)	(16.2)	(10.9)	(11.4)	(11.1)	(4.9)	(5.0)	(4.8)
Amortization of prior service cost (credit)	1.0	(0.5)	(0.1)	0.7	(0.2)	0.3	0.3	(0.3)	(0.4)
Amortization of actuarial gain	(1.6)	(2.0)	(0.5)	(1.5)	(2.0)	(0.5)	—	—	—
Subtotal	(3.4)	(7.0)	(0.4)	(1.0)	(3.6)	2.4	(2.4)	(3.5)	(3.0)
Regulatory adjustment	13.2	16.0	10.0	15.0	17.7	11.7	(1.8)	(1.8)	(1.8)
Net postretirement benefit cost	<u>\$ 9.8</u>	<u>\$ 9.0</u>	<u>\$ 9.6</u>	<u>\$ 14.0</u>	<u>\$ 14.1</u>	<u>\$ 14.1</u>	<u>\$ (4.2)</u>	<u>\$ (5.3)</u>	<u>\$ (4.8)</u>

Other changes in plan assets and postretirement benefit obligations recognized in OCI include the following:

	Spire			Spire Missouri			Spire Alabama		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Current year actuarial (gain) loss	\$ (41.0)	\$ (7.3)	\$ (12.2)	\$ (29.0)	\$ (7.6)	\$ (17.3)	\$ (9.9)	\$ 1.1	\$ 5.5
Amortization of actuarial gain	1.6	2.0	0.5	1.5	2.0	0.5	—	—	—
Current year prior service credit	—	15.8	5.5	—	9.5	4.9	—	6.3	0.6
Amortization of current year service cost	—	—	0.4	—	—	—	—	—	0.4
Amortization of prior service (cost) credit	(1.0)	0.5	(0.3)	(0.7)	0.2	(0.3)	(0.3)	0.3	—
Subtotal	(40.4)	11.0	(6.1)	(28.2)	4.1	(12.2)	(10.2)	7.7	6.5
Regulatory adjustment	40.4	(11.0)	6.1	28.2	(4.1)	12.2	10.2	(7.7)	(6.5)
Total recognized in OCI	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

Pursuant to a MoPSC Order, the return on plan assets is based on the market-related value of plan assets implemented prospectively over a four-year period. Gains and losses not yet includible in postretirement benefit cost are amortized only to the extent that such gain or loss exceeds 10% of the greater of the accumulated postretirement benefit obligation or the market-related value of plan assets. Such excess is amortized over the average remaining service life of active participants. Effective April 18, 2018, the recovery in rates for Spire Missouri's postretirement benefit plans is based on an annual allowance of \$8.6. The difference between these amounts and postretirement benefit cost based on the above and that otherwise would be included in the statements of income and statements of comprehensive income is deferred as a regulatory asset or regulatory liability.

The following table sets forth the reconciliation of the beginning and ending balances of the postretirement benefit obligation at September 30:

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Benefit obligation, beginning of year	\$ 212.3	\$ 197.3	\$ 158.4	\$ 147.9	\$ 48.3	\$ 43.4
Service cost	7.3	5.9	6.2	5.3	0.9	0.4
Interest cost	6.0	6.3	4.5	4.7	1.3	1.4
Actuarial (gain) loss	(7.5)	0.2	(6.7)	1.7	0.7	(0.7)
Plan amendments	—	15.8	—	9.5	—	6.3
Benefits paid	(13.9)	(13.2)	(10.7)	(10.7)	(3.2)	(2.5)
Benefit obligation, end of year	<u>\$ 204.2</u>	<u>\$ 212.3</u>	<u>\$ 151.7</u>	<u>\$ 158.4</u>	<u>\$ 48.0</u>	<u>\$ 48.3</u>

In fiscal 2021, the actuarial gains for Spire and Spire Missouri were driven by the increase in the discount rate used to calculate the benefit obligation. For Spire Alabama, this gain was more than offset by the loss associated with an update to the trend assumption. In fiscal 2020 the actuarial losses for Spire and Spire Missouri were driven by the decrease in the discount rate used to calculate the benefit obligation. For Spire Alabama, this loss was more than offset by the gain due to the elimination of the assumed liability load from the Cadillac Plan excise tax.

The following table sets forth the reconciliation of the beginning and ending balances of the fair value of plan assets at September 30:

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Fair value of plan assets at beginning of year	\$ 291.0	\$ 279.8	\$ 199.2	\$ 188.9	\$ 87.0	\$ 86.4
Actual return on plan assets	49.7	24.2	33.1	20.8	15.6	3.1
Employer contributions	0.1	0.2	0.1	0.2	—	—
Benefits paid	(13.9)	(13.2)	(10.7)	(10.7)	(3.2)	(2.5)
Fair value of plan assets, end of year	<u>\$ 326.9</u>	<u>\$ 291.0</u>	<u>\$ 221.7</u>	<u>\$ 199.2</u>	<u>\$ 99.4</u>	<u>\$ 87.0</u>
Funded status of plans, end of year	<u>\$ 122.7</u>	<u>\$ 78.7</u>	<u>\$ 70.0</u>	<u>\$ 40.8</u>	<u>\$ 51.4</u>	<u>\$ 38.7</u>

The following table sets forth the amounts recognized in the balance sheets at September 30:

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Noncurrent assets	\$ 170.2	\$ 129.0	\$ 117.5	\$ 90.3	\$ 51.4	\$ 38.7
Current liabilities	(0.5)	(0.5)	(0.5)	(0.5)	—	—
Noncurrent liabilities	(47.0)	(49.8)	(47.0)	(49.0)	—	—
Total	<u>\$ 122.7</u>	<u>\$ 78.7</u>	<u>\$ 70.0</u>	<u>\$ 40.8</u>	<u>\$ 51.4</u>	<u>\$ 38.7</u>

Pre-tax amounts recognized in accumulated other comprehensive loss not yet recognized as components of net periodic postretirement benefit cost consist of:

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Net actuarial gain	\$ (101.2)	\$ (61.7)	\$ (85.8)	\$ (58.3)	\$ (11.5)	\$ (1.5)
Prior service (credit) cost	14.6	15.5	9.7	10.4	4.9	5.1
Subtotal	(86.6)	(46.2)	(76.1)	(47.9)	(6.6)	3.6
Adjustments for amounts included in regulatory assets	86.6	46.2	76.1	47.9	6.6	(3.6)
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

The assumptions used to calculate net periodic postretirement benefit costs for Spire Missouri are as follows:

	2021	2020	2019
Weighted average discount rate - Spire Missouri plans	2.75%	3.15%	4.30%
Weighted average rate of future compensation increase	3.00%	3.00%	3.00%
Expected long-term rate of return on plan assets - Spire Missouri plans	5.75%	6.25%	6.25%

The assumptions used to calculate net periodic postretirement benefit costs for Spire Alabama are as follows:

	2021	2020	2019
Weighted average discount rate	2.75%	3.15%	4.30%
Expected long-term rate of return on plan assets	5.00%/6.25%	5.00%/6.25%	5.00%/6.25%

The discount rate is based on long-term, high quality bond indices at the measurement date. The expected long-term rate of return on plan assets is based on historical and projected rates of return for current and planned asset classes in the investment portfolio. Assumed projected rates of return for each asset class were selected after analyzing historical experience and future expectations of the returns. The overall expected rate of return for the portfolio was developed based on the target allocation for each class.

The assumptions used to calculate the accumulated postretirement benefit obligations are as follows:

	2021	2020
Weighted average discount rate - Spire Alabama plans	2.95%	2.75%
Weighted average discount rate - Spire Missouri plans	2.95%	2.75%
Weighted average rate of future compensation increase - Spire Missouri East plans	3.00%	3.00%

The assumed medical cost trend rates at September 30 are as follows:

	2021	2020
Medical cost trend assumed for next year - Spire Missouri	7.00%	6.50%
Medical cost trend assumed for next year - Spire Alabama	7.00%	6.50%
Rate to which the medical cost trend rate is assumed to decline (the ultimate medical cost trend rate)	5.00%	5.00%
Year the rate reaches the ultimate trend	2028	2025

Following are the targeted and actual plan assets by category as of September 30 of each year for Spire Missouri and Spire Alabama:

Spire Missouri	Target	2021 Actual	2020 Actual
Equity securities	60.0%	59.2%	57.4%
Debt securities	40.0%	38.9%	37.8%
Other (cash and cash equivalents held to make benefit payments)	—%	1.9%	4.8%
Total	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

Spire Alabama	Target	2021 Actual	2020 Actual
Equity securities	60.0%	60.5%	61.8%
Debt securities	40.0%	39.5%	38.2%
Total	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

Missouri and Alabama state laws provide for the recovery in rates of costs accrued pursuant to GAAP provided that such costs are funded through an independent, external funding mechanism. The Utilities have established Voluntary Employees' Beneficiary Association and Rabbi Trusts as external funding mechanisms. Their investment policies seek to maximize investment returns consistent with their tolerance for risk. Outside investment management specialists are utilized in each asset class. Such specialists are provided with guidelines, where appropriate, designed to ensure that the investment portfolio is managed in accordance with policy. Performance and compliance with the guidelines are regularly monitored. Spire Missouri and Spire Alabama currently invest in mutual funds which are rebalanced periodically to the target allocation. The mutual funds are diversified across U.S. stock and bond markets, and for Spire Alabama, international stock markets.

Following are expected postretirement benefit payments for the succeeding five fiscal years, and in aggregate for the five fiscal years thereafter for Spire, Spire Missouri, and Spire Alabama:

	2022	2023	2024	2025	2026	2027- 2031
Spire	\$ 14.1	\$ 14.9	\$ 15.6	\$ 15.9	\$ 15.8	\$ 76.1
Spire Missouri	11.2	11.9	12.5	12.7	12.7	59.9
Spire Alabama	2.7	2.8	2.9	2.9	2.9	14.3

The Utilities' funding policy is to contribute amounts to the trusts equal to the periodic benefit cost calculated pursuant to GAAP as recovered in rates. For both Spire Missouri and Spire Alabama there are no anticipated contributions to the postretirement plans in fiscal 2022.

Other Plans

Spire Services Inc. sponsors a 401(k) plan that cover substantially all employees of Spire Inc. and its subsidiaries. The plan allows employees to contribute a portion of their base pay in accordance with specific guidelines. The cost of the defined contribution plan for Spire Inc. totaled \$15.5, \$13.6, and \$13.8 for fiscal years 2021, 2020, and 2019, respectively. Spire Missouri provides a match of such contributions within specific limits. The cost of the defined contribution plan for Spire Missouri amounted to \$10.9, \$9.5, and \$10.0 for fiscal years 2021, 2020, and 2019, respectively. Spire Alabama also provides a match of employee contributions within specific limits. The cost of the defined contribution plan for Spire Alabama amounted to \$2.9, \$3.4, and \$3.1 for fiscal years 2021, 2020, and 2019, respectively.

Fair Value Measurements of Pension and Other Postretirement Plan Assets

Spire

The table below categorizes the fair value measurements of the Spire pension plan assets:

	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
As of September 30, 2021				
Cash and cash equivalents	\$ 10.6	\$ —	\$ —	\$ 10.6
Equity funds - global (including U.S.)	—	201.2	—	201.2
Real asset funds	—	87.7	—	87.7
Debt securities:				
U.S. bond funds	58.4	—	—	58.4
U.S. government index funds	60.1	—	—	60.1
Global funds (including U.S.)	—	80.9	—	80.9
Total	\$ 129.1	\$ 369.8	\$ —	\$ 498.9

As of September 30, 2020

Cash and cash equivalents	\$ 11.5	\$ —	\$ —	\$ 11.5
Equity funds - global (including U.S.)	31.4	195.6	—	227.0
Equity index funds - global (including U.S.)	32.6	—	—	32.6
Debt securities:				
U.S. bond funds	48.9	—	—	48.9
U.S. government index funds	78.3	—	—	78.3
Global funds (including U.S.)	—	74.8	—	74.8
Total	\$ 202.7	\$ 270.4	\$ —	\$ 473.1

The table below categorizes the fair value measurements of Spire's postretirement plan assets:

	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
As of September 30, 2021				
Cash and cash equivalents	\$ 3.1	\$ —	\$ —	\$ 3.1
U.S. stock/bond mutual funds	223.2	82.5	—	305.7
International fund	1.2	16.9	—	18.1
Total	\$ 227.5	\$ 99.4	\$ —	\$ 326.9

As of September 30, 2020

Cash and cash equivalents	\$ 3.6	\$ —	\$ —	\$ 3.6
U.S. stock/bond mutual funds	199.4	72.2	—	271.6
International fund	1.0	14.8	—	15.8
Total	\$ 204.0	\$ 87.0	\$ —	\$ 291.0

Cash and cash equivalents include money market mutual funds valued based on quoted market prices. Fair values of derivative instruments are calculated by investment managers who use valuation models that incorporate observable market inputs. Debt securities are valued based on broker/dealer quotations or by using observable market inputs. The stock and bond mutual funds are valued at the quoted market price of the identical securities.

Spire Missouri

The table below categorizes the fair value measurements of Spire Missouri's pension plan assets:

	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
As of September 30, 2021				
Cash and cash equivalents	\$ 8.3	\$ —	\$ —	\$ 8.3
Equity funds - global (including U.S.)	—	148.6	—	148.6
Real asset funds	—	59.2	—	59.2
Debt securities:				
U.S. bond funds	38.4	—	—	38.4
U.S. government index funds	45.6	—	—	45.6
Global funds (including U.S.)	—	63.9	—	63.9
Total	<u>\$ 92.3</u>	<u>\$ 271.7</u>	<u>\$ —</u>	<u>\$ 364.0</u>

As of September 30, 2020

Cash and cash equivalents	\$ 9.5	\$ —	\$ —	\$ 9.5
Equity funds - global (including U.S.)	22.1	137.8	—	159.9
Equity index funds - global (including U.S.)	22.8	—	—	22.8
Debt securities:				
U.S. bond funds	31.0	—	—	31.0
U.S. government index funds	59.6	—	—	59.6
Global funds (including U.S.)	—	53.4	—	53.4
Total	<u>\$ 145.0</u>	<u>\$ 191.2</u>	<u>\$ —</u>	<u>\$ 336.2</u>

The table below categorizes the fair value measurements of Spire Missouri's postretirement plan assets:

	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
As of September 30, 2021				
Cash and cash equivalents	\$ 2.4	\$ —	\$ —	\$ 2.4
U.S. stock/bond mutual funds	219.3	—	—	219.3
Total	<u>\$ 221.7</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 221.7</u>

As of September 30, 2020

Cash and cash equivalents	\$ 3.0	\$ —	\$ —	\$ 3.0
U.S. stock/bond mutual funds	196.2	—	—	196.2
Total	<u>\$ 199.2</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 199.2</u>

Cash and cash equivalents include money market mutual funds valued based on quoted market prices. Fair values of derivative instruments are calculated by investment managers who use valuation models that incorporate observable market inputs. Debt securities are valued based on broker/dealer quotations or by using observable market inputs. The stock and bond mutual funds are valued at the quoted market price of the identical securities.

Spire Alabama

The table below categorizes the fair value measurements of Spire Alabama's pension plan assets:

	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
As of September 30, 2021				
Cash and cash equivalents	\$ 1.4	\$ —	\$ —	\$ 1.4
Equity funds - global (including U.S.)	—	32.3	—	32.3
Real asset funds	—	14.6	—	14.6
Debt securities:				
U.S. bond funds	12.3	—	—	12.3
U.S. government index funds	8.9	—	—	8.9
Global funds (including U.S.)	—	13.3	—	13.3
Total	<u>\$ 22.6</u>	<u>\$ 60.2</u>	<u>\$ —</u>	<u>\$ 82.8</u>

As of September 30, 2020

Cash and cash equivalents	\$ 0.9	\$ —	\$ —	\$ 0.9
Equity funds - global (including U.S.)	6.1	37.5	—	43.6
Equity index funds - global (including U.S.)	6.4	—	—	6.4
Debt securities:				
U.S. bond funds	11.7	—	—	11.7
U.S. government index funds	12.1	—	—	12.1
Global funds (including U.S.)	—	13.9	—	13.9
Total	<u>\$ 37.2</u>	<u>\$ 51.4</u>	<u>\$ —</u>	<u>\$ 88.6</u>

The table below categorizes the fair value measurements of Spire Alabama's postretirement plan assets:

	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
As of September 30, 2021				
U.S. stock/bond mutual funds	\$ —	\$ 82.5	\$ —	\$ 82.5
International fund	—	16.9	—	16.9
Total	<u>\$ —</u>	<u>\$ 99.4</u>	<u>\$ —</u>	<u>\$ 99.4</u>

As of September 30, 2020

U.S. stock/bond mutual funds	\$ —	\$ 72.2	\$ —	\$ 72.2
International fund	—	14.8	—	14.8
Total	<u>\$ —</u>	<u>\$ 87.0</u>	<u>\$ —</u>	<u>\$ 87.0</u>

Cash and cash equivalents include money market mutual funds valued based on quoted market prices. Fair values of derivative instruments are calculated by investment managers who use valuation models that incorporate observable market inputs. Debt securities are valued based on broker/dealer quotations or by using observable market inputs. The stock and bond mutual funds are valued at the quoted market price of the identical securities.

14. INFORMATION BY OPERATING SEGMENT

The Company has two reportable segments: Gas Utility and Gas Marketing. The Gas Utility segment is the aggregation of the operations of the Utilities. The Gas Marketing segment includes the results of Spire Marketing, a subsidiary engaged in the non-regulated marketing of natural gas and related activities, including utilizing natural gas storage contracts for providing natural gas sales. Other components of the Company's consolidated information include:

- unallocated corporate items, including certain debt and associated interest costs;
- Spire STL Pipeline, a subsidiary of Spire providing interstate natural gas pipeline transportation services;

- Spire Storage, a subsidiary of Spire providing interstate natural gas storage services; and
- Spire's subsidiaries engaged in the operation of a propane pipeline, the compression of natural gas, and risk management, among other activities.

Accounting policies are described in Note 1, Summary of Significant Accounting Policies. Intersegment transactions include sales of natural gas from Spire Marketing to Spire Missouri and Spire Alabama, sales of natural gas from Spire Missouri to Spire Marketing, sales of natural gas from Spire Alabama to Spire Marketing, propane transportation services provided by Spire NGL Inc. to Spire Missouri, and propane storage services provided by Spire Missouri to Spire NGL Inc.

Management evaluates the performance of the operating segments based on the computation of net economic earnings. Net economic earnings exclude from reported net income the after-tax impacts of fair value accounting and timing adjustments associated with energy-related transactions, the impacts of acquisition, divestiture and restructuring activities, and the largely non-cash impacts of other non-recurring or unusual items such as certain regulatory, legislative or GAAP standard-setting actions.

2021	Gas Utility	Gas Marketing	Other	Eliminations	Consolidated
Revenues from external customers	\$ 2,118.2	\$ 96.5	\$ 20.8	\$ —	\$ 2,235.5
Intersegment revenues	1.1	—	46.9	(48.0)	—
Total Operating Revenues	2,119.3	96.5	67.7	(48.0)	2,235.5
Operating Expenses					
Natural gas	961.7	18.8	0.1	(34.3)	946.3
Other operation and maintenance	422.2	17.1	40.2	(13.7)	465.8
Depreciation and amortization	204.4	1.2	7.5	—	213.1
Taxes, other than income taxes	157.0	0.9	2.2	—	160.1
Total Operating Expenses	1,745.3	38.0	50.0	(48.0)	1,785.3
Operating Income	\$ 374.0	\$ 58.5	\$ 17.7	\$ —	\$ 450.2
Net Economic Earnings (Loss)	\$ 230.6	\$ 47.0	\$ (11.3)	\$ —	\$ 266.3
Capital Expenditures	\$ 590.4	\$ 0.7	\$ 33.7	\$ —	\$ 624.8

2020	Gas Utility	Gas Marketing	Other	Eliminations	Consolidated
Revenues from external customers	\$ 1,751.8	\$ 87.9	\$ 15.7	\$ —	\$ 1,855.4
Intersegment revenues	0.2	—	42.1	(42.3)	—
Total Operating Revenues	1,752.0	87.9	57.8	(42.3)	1,855.4
Operating Expenses					
Natural gas	660.2	65.1	0.4	(29.6)	696.1
Other operation and maintenance	421.3	11.8	38.2	(12.7)	458.6
Depreciation and amortization	189.7	0.6	7.0	—	197.3
Taxes, other than income taxes	146.5	1.1	0.8	—	148.4
Impairments	—	—	148.6	—	148.6
Total Operating Expenses	1,417.7	78.6	195.0	(42.3)	1,649.0
Operating Income (Loss)	\$ 334.3	\$ 9.3	\$ (137.2)	\$ —	\$ 206.4
Net Economic Earnings (Loss)	\$ 213.4	\$ 9.1	\$ (14.7)	\$ —	\$ 207.8
Capital Expenditures	\$ 547.8	\$ 3.6	\$ 87.0	\$ —	\$ 638.4

2019	Gas Utility	Gas Marketing	Other	Eliminations	Consolidated
Revenues from external customers	\$ 1,859.2	\$ 83.7	\$ 9.5	\$ —	\$ 1,952.4
Intersegment revenues	1.6	—	12.0	(13.6)	—
Total Operating Revenues	1,860.8	83.7	21.5	(13.6)	1,952.4
Operating Expenses					
Natural gas	794.6	47.9	0.5	(2.7)	840.3
Other operation and maintenance	441.7	11.7	31.6	(10.9)	474.1
Depreciation and amortization	179.4	0.1	2.2	—	181.7
Taxes, other than income taxes	151.7	0.8	1.5	—	154.0
Total Operating Expenses	1,567.4	60.5	35.8	(13.6)	1,650.1
Operating Income (Loss)	\$ 293.4	\$ 23.2	\$ (14.3)	\$ —	\$ 302.3
Net Economic Earnings (Loss)	\$ 199.8	\$ 19.4	\$ (24.1)	\$ —	\$ 195.1
Capital Expenditures	\$ 565.4	\$ 3.1	\$ 254.8	\$ —	\$ 823.3

Total Assets at End of Year	2021	2020	2019
Gas Utility	\$ 7,615.4	\$ 6,716.2	\$ 6,094.6
Gas Marketing	466.1	182.7	212.3
Other	2,351.7	2,443.5	2,692.7
Eliminations	(1,076.8)	(1,101.2)	(1,380.4)
Total Assets	\$ 9,356.4	\$ 8,241.2	\$ 7,619.2

Reconciliation of Consolidated Net Income to Consolidated Net Economic Earnings

	2021	2020	2019
Net Income	\$ 271.7	\$ 88.6	\$ 184.6
Adjustments, pre-tax:			
Impairments	—	148.6	—
Provision for ISRS rulings	—	—	12.2
Missouri regulatory adjustments	(9.0)	—	—
Fair value and timing adjustments	3.3	2.5	1.2
Acquisition, divestiture and restructuring activities	(1.3)	—	0.4
Income tax effect of adjustments	1.6	(31.9)	(3.3)
Net Economic Earnings	\$ 266.3	\$ 207.8	\$ 195.1

15. REGULATORY MATTERS

As discussed below for Spire Missouri and Spire Alabama, the Purchased Gas Adjustment (PGA) clauses and Gas Supply Adjustment (GSA) riders allow the Utilities to pass through to customers the cost of purchased gas supplies. Regulatory assets and regulatory liabilities related to the PGA clauses and the GSA rider are both labeled Unamortized Purchased Gas Adjustments herein.

The following regulatory assets and regulatory liabilities were reflected in the Balance Sheets as of September 30, 2021 and 2020.

September 30	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Regulatory Assets:						
Current:						
Pension and postretirement benefit costs	\$ 31.1	\$ 30.6	\$ 21.9	\$ 21.9	\$ 8.2	\$ 7.7
Unamortized purchased gas adjustments	243.5	5.5	242.8	—	—	5.5
Other	31.9	33.4	11.6	10.2	10.6	7.2
Total Current Regulatory Assets	306.5	69.5	276.3	32.1	18.8	20.4
Noncurrent:						
Future income taxes due from customers	132.9	123.5	124.2	114.6	2.2	2.2
Pension and postretirement benefit costs	313.8	439.3	226.0	332.6	82.9	98.2
Cost of removal	431.9	395.6	34.9	7.1	397.0	388.6
Unamortized purchased gas adjustments	—	12.1	—	12.1	—	—
Energy efficiency	47.6	39.6	47.6	39.6	—	—
Other	67.3	59.3	50.4	42.7	1.2	0.9
Total Noncurrent Regulatory Assets	993.5	1,069.4	483.1	548.7	483.3	489.9
Total Regulatory Assets	<u>\$ 1,300.0</u>	<u>\$ 1,138.9</u>	<u>\$ 759.4</u>	<u>\$ 580.8</u>	<u>\$ 502.1</u>	<u>\$ 510.3</u>

Regulatory Liabilities:

Current:						
Pension and postretirement benefit costs	\$ 5.8	\$ 5.8	\$ 3.6	\$ 3.6	\$ 2.2	\$ 2.2
Unamortized purchased gas adjustments	11.0	73.1	—	72.3	10.2	—
Other	17.8	34.1	13.5	27.3	1.0	1.7
Total Current Regulatory Liabilities	34.6	113.0	17.1	103.2	13.4	3.9
Noncurrent:						
Deferred taxes due to customers	127.5	138.8	110.2	121.4	—	—
Pension and postretirement benefit costs	159.3	157.6	131.4	140.4	19.8	14.8
Accrued cost of removal	36.2	28.6	4.9	—	—	—
Unamortized purchased gas adjustments	284.3	4.4	284.3	4.4	—	—
Other	13.6	14.3	8.0	8.6	3.6	3.7
Total Noncurrent Regulatory Liabilities	620.9	343.7	538.8	274.8	23.4	18.5
Total Regulatory Liabilities	<u>\$ 655.5</u>	<u>\$ 456.7</u>	<u>\$ 555.9</u>	<u>\$ 378.0</u>	<u>\$ 36.8</u>	<u>\$ 22.4</u>

A portion of the Company's regulatory assets are not earning a return and are shown in the schedule below:

September 30	Spire		Spire Missouri	
	2021	2020	2021	2020
Pension and postretirement benefit costs	\$ 165.7	\$ 232.3	\$ 165.7	\$ 232.3
Future income taxes due from customers	130.7	121.3	124.2	114.6
Unamortized purchase gas adjustments	242.8	—	242.8	—
Other	86.0	12.9	86.0	12.9
Total Regulatory Assets Not Earning a Return	<u>\$ 625.2</u>	<u>\$ 366.5</u>	<u>\$ 618.7</u>	<u>\$ 359.8</u>

Like all the Company's regulatory assets, these regulatory assets are expected to be recovered from customers in future rates. The recovery period for the future income taxes due from customers and pension and other postretirement benefit costs could be 20 years or longer, based on current Internal Revenue Service guidelines and average remaining service life of active participants, respectively. The recovery period for the PGA assets is normally about one year, but a portion will be three years due to the Filing Adjustment Factor discussed below. The other items not earning a return are expected to be recovered over a period not to exceed 15 years, consistent with precedent set by the MoPSC. Spire Alabama does not have any regulatory assets that are not earning a return.

Spire Missouri

As authorized by the MoPSC, the PGA clause allows Spire Missouri to flow through to customers, subject to prudence review by the MoPSC, the cost of purchased gas supplies. To better match customer billings with market natural gas prices, Spire Missouri is allowed to file to modify, on a periodic basis, the level of gas costs in its PGA. Certain provisions of the PGA clause are included below:

- Spire Missouri has a risk management policy that allows for the purchase of natural gas derivative instruments with the goal of managing price risk associated with purchasing natural gas on behalf of its customers. The MoPSC clarified that costs, cost reductions, and carrying costs associated with the Utility's use of natural gas derivative instruments are gas costs recoverable through the PGA mechanism.
- The tariffs allow Spire Missouri flexibility to make up to three discretionary PGA changes during each year, in addition to its mandatory November PGA change, so long as such changes are separated by at least two months.
- Spire Missouri is authorized to apply carrying costs to all over- or under-recoveries of gas costs, including costs and cost reductions associated with the use of derivative instruments, including cash payments for margin deposits.
- The MoPSC approved a plan applicable to Spire Missouri's gas supply commodity costs under which it retains a portion of cost savings associated with the acquisition of natural gas below an established benchmark level. This gas supply cost management program allows Spire Missouri to retain 10% of cost savings, up to a maximum of \$3.0 annually. Spire Missouri did not record any such incentive compensation under the plan during the three fiscal years reported. Incentives recorded under the plan, if any, are included in Operating Revenues on the Consolidated Statements of Income and on Spire Missouri's Statements of Comprehensive Income.
- Pre-tax income from off-system sales and capacity release revenues is shared with customers (such that customers receive 75% and Spire Missouri receives 25%), with an estimated amount assumed in PGA rates.

Pursuant to the provisions of the PGA clause, the difference between actual costs incurred and costs recovered through the application of the PGA clause, as well as the difference between the actual amount of off-system sales and capacity release revenues allocated to customers and the estimated amount assumed in PGA rates, are reflected as a deferred charge or credit at the end of the fiscal year. At that time, the balance is classified as a current asset or current liability and recovered from, or credited to, customers over an annual period commencing in the subsequent November. The balance in the current account is amortized as amounts are reflected in customer billings. At September 30, 2021, the current asset balance was primarily the result of higher gas prices, while the noncurrent liability primarily reflects over \$192 of Operational Flow Order penalties not yet collected, as discussed later in this note, and net gains on hedges applicable to purchases beyond the current PGA filing period.

On March 7, 2018, the MoPSC issued its order in two general rate cases (docketed as GR-2017-0215 and GR-2017-0216), approving new tariffs that became effective on April 19, 2018. Certain provisions of the order allowed less future recovery of certain deferred or capitalized costs than estimated based upon previous rate proceedings, and management determined that the related regulatory assets should be written down or off in connection with the preparation of the financial statements for the second quarter of 2018. Spire Missouri filed an appeal of portions of the MoPSC's order, including the disallowance of certain pension costs. On February 9, 2021, the Missouri Supreme Court issued its decision, reversing the MoPSC's order with respect to certain pension costs and affirming the MoPSC's order in all other respects. The case was remanded back to the MoPSC with directions that \$9.0 in pension assets that accrued between 1994 and 1996 be added to the Company's prepaid pension asset. Based on the court's decision, the Company increased its noncurrent regulatory asset for "Pension and postretirement benefit costs" and reduced operation and maintenance expense for the three months ended March 31, 2021. Like the original write-down in 2018, this adjustment is excluded for the net economic earnings financial measure. Spire Missouri and MoPSC Staff agreed that the remand issue should be considered as part of Spire Missouri's ongoing general rate case (discussed below), and on July 14, 2021, the MoPSC entered an order approving that procedural treatment.

The Infrastructure System Replacement Surcharge (ISRS) allows Spire Missouri expedited recovery for its investment to replace its worn out or deteriorated infrastructure without the necessity of a formal rate case. On November 19, 2019, the Missouri Western District Court of Appeals issued rulings (“ISRS rulings”) that determined certain capital investments in 2016 through 2018 were not eligible for recovery under the ISRS. As a result, Spire Missouri recorded a \$12.2 provision for fiscal year 2019, which was excluded for the net economic earnings financial measure. This matter was settled by the end of fiscal 2020.

In September 2020, Spire Missouri, the MoPSC staff and the Office of Public Counsel (OPC) reached a Unanimous Stipulation and Agreement regarding Spire Missouri’s request for an Accounting Authority Order (AAO) pertaining to certain costs and lost customer fee revenue related to the COVID-19 pandemic. In October 2020, the MoPSC issued an order approving that agreement and granting an AAO for the period of March 1, 2020 through March 31, 2021. As part of the rate case order discussed below, the settled balance of deferred costs, including foregone late payment fees and reconnect/disconnect fees that Spire Missouri was authorized to defer, totaled \$6.2 and will be recovered through a five-year amortization. Accordingly, Spire Missouri recorded a regulatory asset of that amount as of September 30, 2021.

On December 11, 2020, Spire Missouri filed tariffs to initiate a general rate case before the MoPSC, with a requested base rate increase of \$111.5, \$47.3 of which was already being recovered through ISRS. Those tariffs were suspended to allow for interventions, discovery and an evidentiary hearing on the matter, which occurred in August 2021. Following the hearing, the MoPSC issued a report and order, and an amended report and order directing the Company to file new tariffs implementing a base rate increase of \$72.2, including re-basing of the \$47.3 of prior period ISRS charges. The Company filed tariffs to implement those rates, and other program and tariff changes, on November 10, 2021, with an effective date of December 10, 2021. The decision in this case diverged from prior MoPSC precedent in that it (1) included short-term debt in the Company’s capital structure for the first time and (2) revised its long-standing interpretation, approved in prior cases as far back as we could identify, of Spire Missouri’s compliance with the FERC Uniform System of Accounts (USOA) on the capitalization of prudently incurred non-operational overheads. The order requires Spire Missouri to cease capitalization of these overhead costs at the time new rates go into effect until a MoPSC staff audit of their revised interpretation of compliance with the USOA framework can be completed. The Company filed a motion for rehearing on the overheads issue, and the OPC filed a motion for rehearing on capital structure and other issues decided in the case. Those motions have been mooted by the amended report and order, and on November 19, 2021 the Company filed an additional motion for rehearing of the amended report and order on various issues. The amended order on capitalized overheads lacks clarity needed to quantify the impact of the issue with adequate precision. The Company is working with the MoPSC staff to facilitate the ordered audit of capitalized overheads on an expedited basis, including the quantification of the overheads subject to the order, and interpretation of what portion of these costs may be deferred into a regulatory asset until capitalization resumes. However, unless the MoPSC’s order is amended further or we gain more assurance on recovery through a regulatory asset, the Company anticipates that the change in overhead capitalization methods ordered by the MoPSC will have a material adverse impact on its net income in 2022 and future periods until the completion of a future rate case. The estimated pre-tax impact is in the range of \$20 to \$30 annually, shifting prudently incurred overhead costs from capital to O&M expense.

In mid-February 2021, the central U.S. experienced a period of unusually severe cold weather (“Winter Storm Uri”), and Spire Missouri implemented an Operational Flow Order (OFO) to preserve the integrity of its distribution system. During this time, Spire Missouri was required to purchase additional natural gas supply, both to ensure adequate supply for its firm utility customers, and to cover the shortfall created when third-party marketers failed to deliver natural gas supply to its city gates on behalf of their customers. In accordance with its tariffs, Spire Missouri invoiced the cost of gas and associated penalties totaling \$195.8 to non-compliant marketers pursuant to the MoPSC-approved OFO tariff and recorded accounts receivable. Recoveries collected, including \$3.2 collected to date, will be an offset to cost of natural gas for firm utility customers through the PGA and Actual Cost Adjustment (ACA). The three largest counterparties did not remit payment when due, so Spire Missouri filed suit against them in federal court to recover the invoiced amounts. Those suits remain pending. Some marketers have filed complaints with the MoPSC requesting review of the transactions between them and Spire; at this time, the Company has no reason to believe the MoPSC will not follow the tariff and has determined collection is probable. Evidentiary hearings of those complaints are scheduled for March 2022. The MoPSC has also opened a working case to investigate the effects of Winter Storm Uri on all Missouri utilities. Spire Missouri is not subject to any upstream OFO penalties on any interstate pipelines.

Spire Missouri’s net deferred gas costs and average inventory cost in the second quarter of fiscal 2021 increased by approximately \$110 primarily due to Winter Storm Uri, including projected offsets of off-system sales and tariff-based OFO penalties. Spire Missouri filed for and received MoPSC approval for an adjustment to the PGA tariff to increase a Filing Adjustment Factor (FAF) credit for three years. This credit will allow the company to help mitigate rate impacts of Winter Storm Uri costs and the increased gas market from 2020 to 2021. All gas costs will eventually be recovered through the PGA or ACA mechanisms and carrying costs will be applied per the terms of the tariff.

Spire Missouri is able to sell excess natural gas supply and capacity to third parties off-system, resulting in significant savings to its firm utility customers through the gas incentive mechanisms of its PGA as described above. Spire Missouri retains 25% and passes 75% through to its customers as gas cost savings. During Winter Storm Uri, Spire Missouri had an unusually large off-system sale resulting in \$100.0 of incremental gross revenue. Due to the nature and magnitude of this particular transaction, Spire Missouri initially deferred recognition of its 25% share and established a regulatory liability to allow time to assess the transaction in light of the open rate proceeding. When the regulatory treatment became clear in the fourth quarter of fiscal 2021, the Company reversed the liability and recorded the amount in operating revenues.

Spire Alabama

In October 2018, the APSC approved the renewal of its Rate Stabilization and Equalization (RSE) rate-setting process for Spire Alabama through September 30, 2022, limiting equity as a percent of total capitalization to a range of 56.5% to 55.5%. Under RSE, the APSC conducts quarterly reviews to determine whether Spire Alabama’s return on average common equity (ROE) at the end of the rate year will be within the allowed range of return. Reductions in rates can be made quarterly to bring the projected ROE within the allowed range; increases, however, are allowed only once each rate year, effective December 1, and cannot exceed 4% of prior-year revenues. Spire Alabama’s allowed range of ROE is 10.15% to 10.65% with an adjusting point of 10.4%.

On November 30, 2020, Spire Alabama filed an increase for rate year 2021 of \$8.3, which became effective December 1, 2020. On October 26, 2021, Spire Alabama made its annual RSE rate filing with the APSC, presenting the utility's budget for the fiscal year ending September 30, 2022, including net income and a calculation of allowed ROE.

Spire Alabama's rate schedules for natural gas distribution charges contain a GSA rider which permits the pass-through to customers of changes in the cost of gas supply. Spire Alabama's tariff provides a temperature adjustment mechanism, also included in the GSA rider, which is designed to moderate the impact of departures from normal temperatures on Spire Alabama's earnings. The temperature adjustment applies primarily to residential, small commercial and small industrial customers. Other non-temperature weather-related conditions that may affect customer usage are not included in the temperature adjustment. In November 2019, the APSC approved Spire Alabama's proposal to establish a mechanism under its GSA rider allowing the utility to create value through off-system sales of excess natural gas supply and capacity and to retain 25% of the value created while giving 75% of the value to customers. The mechanism was effective with the establishment of new rates on December 1, 2019. Spire Alabama filed a GSA rate increase effective December 1, 2021, primarily attributable to higher natural gas prices.

The inflation-based Cost Control Measure (CCM) established by the APSC, allows for annual changes in operation and maintenance ("O&M") expense per customer relative to an index range. The index range is Spire Alabama's actual 2018 O&M expense adjusted for inflation and adjusted by 2/3 and 1/3 of the 2018 CCM differential (amount below the CCM range in 2018) in 2019 and 2020, respectively, plus or minus 1.50%. If rate year O&M expense falls within the index range, no adjustment is required. If rate year O&M expense exceeds the index range, three-quarters of the difference is returned to customers through future rate adjustments. To the extent rate year O&M is less than the index range, Spire Alabama benefits by one-half of the difference through future rate adjustments. Certain items that fluctuate based on situations demonstrated to be beyond Spire Alabama's control may be excluded from the CCM calculation. As of September 30, 2021, Spire Alabama recorded an RSE point of test giveback of \$2.2 and a CCM benefit of \$8.8 for rate year 2021, which will both be reflected in rates effective December 1, 2021. The CCM benefit was \$5.2 for rate year 2020 and \$5.9 for rate year 2019.

The APSC approved an Enhanced Stability Reserve (ESR) in 1998, which was subsequently modified and expanded in 2010. As currently approved, the ESR provides deferred treatment and recovery for the following: (1) extraordinary O&M expenses related to environmental response costs; (2) extraordinary O&M expenses related to self-insurance costs that exceed \$1.0 per occurrence; (3) extraordinary O&M expenses, other than environmental response costs and self-insurance costs, resulting from a single force majeure event or multiple force majeure events greater than \$0.3 and \$0.4, respectively, during a rate year; and (4) negative individual large commercial and industrial customer budget revenue variances that exceed \$0.4 during a rate year. Spire Alabama is tracking costs and other impacts of COVID-19 in anticipation that some of these items could be recoverable under its ESR, but no related changes to regulatory assets or liabilities have been recorded to date. Charges to the ESR are subject to certain limitations which may disallow deferred treatment and which prescribe the timing of recovery. Funding to the ESR is provided as a reduction to the refundable negative salvage balance over its nine-year term beginning December 1, 2010. Subsequent to the nine-year period and subject to APSC authorization, Spire Alabama expects to be able to recover underfunded ESR balances over a five-year amortization period with an annual limitation of \$0.7. Amounts in excess of this limitation are deferred for recovery in future years.

Spire Alabama has APSC approval for an intercompany revolving credit agreement allowing Spire Alabama to borrow from Spire in a principal amount not to exceed \$200.0 at any time outstanding in combination with its bank line of credit, and to loan to Spire in a principal amount not to exceed \$25.0 at any time outstanding. Borrowings may be used for the following purposes: (a) meeting increased working capital requirements; (b) financing construction requirements related to additions, extensions, and replacements of the distribution systems; and (c) financing other expenditures that may arise from time to time in the normal course of business. In fiscal 2019, the APSC approved Spire Alabama's applications for \$90.0 and \$100.0 of long-term debt financing (issued January 15, 2019, and December 2, 2019, respectively). On March 24, 2020, the APSC approved an application for up to \$150.0 of additional long-term debt financing for Spire Alabama (issued December 15, 2020).

Spire

In addition to those discussed above for Spire Missouri and Spire Alabama, Spire is affected by the following regulatory matters.

Spire Gulf has similar rate regulation to Spire Alabama. Its RSE rate-setting mechanism was renewed in September 2021 for a four-year term through September 2025. The RSE allowed ROE range was 10.45% to 10.95% with an adjusting point of 10.70% in fiscal 2021, while the ROE range is 9.70% to 10.30% with an adjusting point of 9.95% for fiscal 2022 through fiscal 2025. The CCM has similar evaluation and recovery provisions when expenses exceed or are under a band of +/- 1.50% around the CPI-U inflated O&M per customer expense level from 2017, excluding expenses for pensions and gas bad debt, for fiscal 2021. The base year O&M index for fiscal 2022 through fiscal 2025 will be the 2021 O&M level. Additionally, Spire Gulf has a Cast Iron Main Replacement Factor (CIF) that provides an enhanced return on the pro-rata costs associated with cast iron main replacement exceeding 10 miles per year based on a 75% weighting for the equity content. Capital expenditures recovered under the CIF have not increased since fiscal 2019 pursuant to applicable tariff provisions although the Company is continuing to recover costs of service associated with accumulated expenditures under the CIF. Spire Gulf also has an ESR for negative revenue variances over \$0.1 or a force majeure event expense of \$0.1 (or two events that exceed \$0.15), a Self Insurance Reserve for general liability coverage, and an Environmental Cost Recovery Factor that recovers 90% of prudently incurred costs for compliance with environmental laws, rules and regulations. Spire Gulf has an APSC-approved intercompany revolving credit agreement with Spire to borrow in a principal amount not to exceed \$50.0, and to loan up to \$25.0. Spire Gulf recorded a CCM benefit for rate year 2021 of \$2.3 to revenues, resulting in a net income benefit of \$1.6. On October 26, 2021, Spire Gulf made its annual RSE rate filing with the APSC based on its budget for fiscal 2022 and an allowed ROE of 9.95%, reflecting an increase in annual revenue of \$2.0, pending APSC review.

Spire Mississippi utilizes a formula rate-making process under the Rate Stabilization Adjustment Rider (RSA). An allowed return on equity (currently 10.03%) is computed annually and compared to the actual return on equity based on a rate year ending June 30. If the actual equity return on an end of period rate base is beyond the allowed return on equity by 1.0%, then 75% of any shortfall is recovered through a rate increase and 50% of any excess results in a rate decrease. Updates may include known and measurable adjustments to historic costs from the 12 months ended June 30, submitted September 15 for an effective date of November 1, unless disputed by the Mississippi Public Utilities Staff (MPUS), with any disputes to be resolved by the Mississippi Public Service Commission (MSPSC) by January 15 of the following year. On December 11, 2019, the MSPSC approved an agreement between Spire Mississippi and the MPUS settling its RSA filing that was made on August 30, 2019, resulting in a \$0.3 increase in the annual revenues. New rates became effective December 11, 2019. On January 12, 2021, the MSPSC approved an agreement between Spire Mississippi and the MPUS settling its RSA filing that was made on August 28, 2020, resulting in a \$0.3 increase in annual revenue. New rates became effective January 13, 2021. On August 23, 2021, Spire Mississippi filed its RSA for the rate year ended June 30, 2021, which reflected an increase to annual revenue totaling \$1.1. This RSA filing is being reviewed by the MPUS. A Supplemental Growth Rider (SGR) provides recovery of certain system expansion projects to serve qualified economic development projects.

In August 2018, the FERC approved an order issuing a Certificate of Public Convenience and Necessity for the Spire STL Pipeline (“August 2018 Order”). In November 2018, the FERC issued a Notice to Proceed, and in November 2019, Spire STL Pipeline received FERC authorization to place the pipeline into service. Also, in November 2019, the FERC issued an Order on Rehearing of the August 2018 Order dismissing or denying the outstanding requests for rehearing filed by several parties, dismissing the request for stay filed by one party, and noting the withdrawal of the request for rehearing by another party. In January 2020, two of the rehearing parties filed petitions for review of the FERC’s orders with the U.S. Court of Appeals for the District of Columbia Circuit. On June 22, 2021, that court issued an order vacating the Certificate of Public Convenience and Necessity and remanding the matter back to the FERC for further action. Spire STL Pipeline filed on July 26, 2021 with the FERC for a Temporary Emergency Certificate. On September 14, 2021, the FERC issued a Temporary Certificate to allow the pipeline to continue operating through December 13, 2021 while it considers Spire STL Pipeline’s Temporary Emergency Certificate application. The commissioners’ statements at the November 18, 2021 FERC open meeting suggest that they do not intend to allow the pipeline’s authorization to lapse in a manner that causes service to be interrupted this winter; however, they have not yet issued an order to extend the temporary authorization through the end of the 2021-2022 winter, and there is no assurance the FERC will act to do so. Spire STL Pipeline and Spire Missouri, as the foundation shipper, will each continue to pursue all legal and regulatory avenues to ensure access to reliable, affordable and safe delivery of energy for eastern Missouri. While there is no impairment at this time, if the pipeline is taken out of service, the Company’s financial condition and results of operations may be adversely impacted by impairment of Spire STL Pipeline’s assets, currently carried at over \$270, and other effects. If Spire Missouri is unable to obtain sufficient pipeline capacity to meet its customers’ annual and seasonal natural gas demands, Spire Missouri’s financial condition and results of operations may be adversely impacted.

On October 9, 2020, Spire Storage West LLC (“Spire Storage”) filed with the FERC an Abbreviated Application for an Amendment of Certificate of Public Convenience and Necessity, Reaffirmation of Market-Based Rate Authority, and Related Authorizations pursuant to Section 7(c) of the Natural Gas Act. The application, which requests authorization to expand capacity and increase pipeline connectivity at certain of Spire Storage’s natural gas storage facilities in Wyoming, remains pending.

16. COMMITMENTS AND CONTINGENCIES

Commitments

The Company and the Utilities have entered into contracts with various counterparties, expiring on dates through 2039, for the storage, transportation, and supply of natural gas. Minimum payments required under the contracts in place at September 30, 2021, are estimated at \$1,889.0, \$1,414.2 and \$363.0 for the Company, Spire Missouri and Spire Alabama, respectively. Additional contracts are generally entered into prior to or during the heating season of November through April. The Utilities recover their costs from customers in accordance with their PGA clauses or GSA riders.

A consolidated subsidiary is a limited partner in an unconsolidated partnership focusing on sustainability initiatives largely tied to the natural gas utility sector. Spire committed to contribute a total of \$10.0 of capital to the partnership as and when requested by the general partner. As of September 30, 2021, Spire has contributed \$0.3.

A consolidated subsidiary is a general partner in an unconsolidated partnership that invests in real estate partnerships. The subsidiary and third parties are jointly and severally liable for the payment of mortgage loans in the aggregate outstanding amount of approximately \$1.2 incurred in connection with various real estate ventures. Spire has no reason to believe that the other principal liable parties will not be able to meet their proportionate share of these obligations. Spire further believes that the asset values of the real estate properties are sufficient to support these mortgage loans.

Contingencies

The Company and the Utilities account for contingencies, including environmental liabilities, in accordance with accounting standards under the loss contingency guidance of ASC Topic 450, *Contingencies*, when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

In addition to matters noted below, the Company and the Utilities are involved in other litigation, claims, and investigations arising in the normal course of business. Management, after discussion with counsel, believes the final outcome will not have a material effect on the statements of income, balance sheets, and statements of cash flows of the Company, Spire Missouri, or Spire Alabama. However, there is uncertainty in the valuation of pending claims and prediction of litigation results.

The Company and the Utilities own and operate natural gas distribution, transmission, and storage facilities, the operations of which are subject to various environmental laws, regulations, and interpretations. While environmental issues resulting from such operations arise in the ordinary course of business, such issues have not materially affected the Company's or Utilities' financial position and results of operations. As environmental laws, regulations, and their interpretations change, the Company or the Utilities may incur additional environmental liabilities that may result in additional costs, which may be material.

In the natural gas industry, many gas distribution companies have incurred environmental liabilities associated with sites they or their predecessor companies formerly owned or operated where manufactured gas operations took place. The Utilities each have former manufactured gas plant (MGP) operations in their respective service territories, some of which are discussed under the Spire Missouri and Spire Alabama headings below. To the extent costs are incurred associated with environmental remediation activities, the Utilities would request authority from their respective regulators to defer such costs (less any amounts received from insurance proceeds or as contributions from other potentially responsible parties (PRPs)) and collect them through future rates.

To date, costs incurred for all Spire MGP sites for investigation, remediation and monitoring have not been material. However, the amount of costs relative to future remedial actions at these and other sites is unknown and may be material. The actual future costs that Spire Missouri and Spire Alabama may incur could be materially higher or lower depending upon several factors, including whether remediation will be required, final selection and regulatory approval of any remedial actions, changing technologies and government regulations, the ultimate ability of other PRPs to pay, and any insurance recoveries.

In 2020, Spire retained an outside consultant to conduct probabilistic cost modeling of its former MGP sites in Missouri and Alabama. The purpose of this analysis was to develop an estimated range of probabilistic future liability for each of their MGP sites. That analysis, completed in March 2021, provided a range of demonstrated possible future expenditures to investigate, monitor and remediate the former MGP sites. Spire Missouri and Spire Alabama have recorded their best estimates of the probable expenditures that relate to these matters. The amount remains immaterial, and Spire Missouri, Spire Alabama and the Company do not expect potential liabilities that may arise from remediating these sites to have a material impact on their future financial condition or results of operations.

Spire Missouri

Spire Missouri has identified three former MGP sites in the city of St. Louis, Missouri (the "City") where costs have been incurred and claims have been asserted. Spire Missouri has enrolled two of the sites in the Missouri Department of Natural Resources (MDNR) Brownfields/Voluntary Cleanup Program (BVCP). The third site is the result of an assertion by the United States Environmental Protection Agency (EPA).

In conjunction with redevelopment of the Carondelet Coke site, Spire Missouri and another former owner of the site entered into an agreement (the “Remediation Agreement”) with the City development agencies, the developer, and an environmental consultant that obligates one of the City agencies and the environmental consultant to remediate the site and obtain a No Further Action letter from the MDNR. The Remediation Agreement also provides for a release of Spire Missouri and the other former site owner from certain liabilities related to the past and current environmental condition of the site and requires the developer and the environmental consultant to maintain certain insurance coverage, including remediation cost containment, premises pollution liability, and professional liability. The operative provisions of the Remediation Agreement were triggered on December 20, 2010, on which date Spire Missouri and the other former site owner, as full consideration under the Remediation Agreement, paid a small percentage of the cost of remediation of the site.

In a letter dated June 29, 2011, the Attorney General for the State of Missouri informed Spire Missouri that the MDNR had completed an investigation of the second site, Station A. The Attorney General requested that Spire Missouri participate in the follow up investigations of the site. In a letter dated January 10, 2012, Spire Missouri stated that it would participate in future environmental response activities at the site in conjunction with other PRPs. Accordingly, Spire Missouri entered into a cost sharing agreement for remedial investigation with other PRPs. MDNR never approved the agreement, so no remedial investigation took place.

Additionally, in correspondence dated November 30, 2016, Region 7 of the EPA has asserted that Spire Missouri is liable under Section 107(a) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 (CERCLA) for alleged coal gas waste contamination at a third site, Station B. Spire Missouri and the site owner notified the EPA that information and data provided by the EPA to date does not rise to the level of documenting a threat to the public health or environment. As such, in March 2017 Spire Missouri requested more information from the EPA. Spire Missouri never received a response from the EPA.

Spire Missouri has notified its insurers that it seeks reimbursement for costs incurred in the past and future potential liabilities associated with these MGP sites. While some of the insurers have denied coverage and reserved their rights, Spire Missouri retains the right to seek potential reimbursements from them.

On March 10, 2015, Spire Missouri received a Section 104(e) information request under CERCLA from EPA Region 7 regarding the former Thompson Chemical/Superior Solvents site in the City. In turn, Spire Missouri issued a Freedom of Information Act (FOIA) request to the EPA on April 3, 2015, to identify the basis of the inquiry. The FOIA response from the EPA was received on July 15, 2015, and a response was provided to the EPA on August 15, 2015. Spire Missouri has received no further inquiry from the EPA regarding this matter.

In its western service area, Spire Missouri has six owned MGP sites enrolled in the BVCP, including Joplin MGP #1, St. Joseph MGP #1, Kansas City Coal Gas Station B, Kansas City Station A Railroad area, Kansas City Coal Gas Station A, and Independence MGP #2. Source removal has been conducted at all the owned sites since 2003 with the exception of Joplin. On September 15, 2016, a request was made with the MDNR for a restrictive covenant use limitation with respect to Joplin. Remediation efforts at the six sites are at various stages of completion, ranging from groundwater monitoring and sampling following source removal activities to the aforementioned request for the Joplin site. As part of its participation in the BVCP, Spire Missouri communicates regularly with the MDNR with respect to its remediation efforts and monitoring activities at these sites. On May 11, 2015, MDNR approved the next phase of investigation at the Kansas City Station A Railroad area.

Spire Alabama

Spire Alabama is in the chain of title of nine former MGP sites, four of which it still owns, and five former manufactured gas distribution sites, one of which it still owns.

In 2012, Spire Alabama responded to an EPA Request for Information Pursuant to Section 104 of CERCLA relating to the 35th Avenue Superfund Site located in North Birmingham, Jefferson County, Alabama. Spire Alabama was identified as a PRP under CERCLA for the cleanup of the site or costs the EPA incurs in cleaning up the site. At this point, Spire Alabama has not been provided information that would allow it to determine the extent, if any, of its potential liability with respect to the 35th Avenue Superfund Site and vigorously denies its inclusion as a PRP.

Spire

In addition to those discussed above for Spire Missouri and Spire Alabama, Spire is aware of the following contingent matters.

Spire Marketing, along with many natural gas industry participants, faced the unprecedented effects of Winter Storm Uri. Numerous natural gas producers and midstream operators were unable to deliver natural gas to market as they experienced wellhead freeze-offs, power outages and equipment failure due to the extreme weather. These events resulted in supply curtailments, and related notices of force majeure to excuse performance, from and to certain counterparties. Further, these events have made Spire Marketing subject to various commercial disputes (including regarding force majeure) and a regulatory dispute regarding tariff obligations as a shipper on an interstate pipeline. As such, Spire Marketing has recorded an estimate of potential liabilities for damages based on communications with counterparties to date and the facts and circumstances surrounding each transaction. It is expected that the estimate will change as new facts emerge or settlements are reached, and it is possible that final settlement amounts may materially differ from the current estimate.

In February 2018, the Company was made aware of a complaint filed with the U.S. Department of Housing and Urban Development (HUD) by the South Alabama Center for Fair Housing and the National Community Reinvestment Coalition. The complaint alleged that Spire Gulf discriminated against unspecified residents of Eight Mile, Alabama, on the basis of race in violation of the Fair Housing Act by failing to adequately address the odorant release that occurred in 2008. On December 2, 2020, HUD issued a determination that found no reasonable cause exists that Spire Gulf discriminated against residents in Eight Mile, Alabama.

17. LEASES

The lease agreement covering the Company's primary office space in St. Louis extends through February 2035, with an option to renew for an additional five years. Spire Alabama's lease agreement for office space in Birmingham extends through January 2024. The lease agreement covering Spire Marketing and Spire Storage office space in Houston extends through December 2028, with options to terminate three years earlier or to renew for an additional five years. The renewal options in the St. Louis and Houston leases are reasonably certain to be exercised and are included in the lease term used to determine the right-of-use assets and lease liabilities. The Company and its subsidiaries have other relatively minor rental arrangements for real estate and equipment with remaining terms of up to nine years.

Operating lease cost, cash flow and noncash information are shown in the following table.

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Operating lease cost, including amounts capitalized	\$ 7.2	\$ 8.7	\$ 0.4	\$ 0.5	\$ 2.1	\$ 3.5
Cash flow and noncash information about operating leases:						
Operating cash flows representing cash paid for amounts included in the measurement of lease liabilities	7.2	8.5	0.4	0.5	2.1	3.3
Right-of-use assets obtained in exchange for lease liabilities	—	71.1	—	2.1	—	10.0

The aggregate rental expense for fiscal year 2019 (under ASC 840) was \$10.9, \$3.7, and \$5.2 for Spire, Spire Missouri, and Spire Alabama, respectively.

The following table shows year-end balance sheet and weighted-average information about operating leases.

	Spire		Spire Missouri		Spire Alabama	
	2021	2020	2021	2020	2021	2020
Right-of-use assets	\$ 60.4	\$ 65.1	\$ 1.4	\$ 1.7	\$ 4.8	\$ 6.7
Lease liabilities, current	6.5	6.5	0.3	0.3	1.9	1.9
Lease liabilities, noncurrent	53.7	58.4	1.0	1.4	2.7	4.7
Weighted-average remaining lease term	15.3 years	15.9 years	4.5 years	5.3 years	2.3 years	3.3 years
Weighted-average discount rate	4.2%	4.2%	2.5%	2.5%	2.2%	2.2%

On the balance sheets, right-of-use assets are included in “Deferred Charges and Other Assets: Other,” current lease liabilities are in “Current Liabilities: Other,” and noncurrent lease liabilities are in “Deferred Credits and Other Liabilities: Other.”

Following is a maturity analysis by fiscal year for operating lease liabilities as of September 30, 2021.

	Spire	Spire Missouri	Spire Alabama
2022	\$ 6.6	\$ 0.3	\$ 1.9
2023	7.2	0.3	2.1
2024	5.8	0.3	0.7
2025	5.1	0.3	—
2026	5.0	0.2	—
Thereafter	53.4	—	—
Total undiscounted lease payments	83.1	1.4	4.7
Less present value discount	(22.9)	(0.1)	(0.1)
Total current and noncurrent lease liabilities	<u>\$ 60.2</u>	<u>\$ 1.3</u>	<u>\$ 4.6</u>

There are no significant finance leases, short-term leases, subleases, variable lease payments, residual value guarantees, restrictions or covenants pertaining to leases.

The Company elected, for all asset classes, not to recognize right-of-use assets and lease liabilities for short-term leases. Instead, the lease payments for short-term leases are recognized in profit or loss on a straight-line basis over the lease term and variable lease payments are recognized in the period in which the obligation for those payments is incurred. The Company elected, for all asset classes, not to separate nonlease components from lease components and instead to account for each separate lease component and the nonlease components associated with that lease component as a single lease component.

The discount rate used for all the leases is the applicable incremental borrowing rate, which is the rate of interest that a lessee would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment. For a subsidiary lessee, the rate applicable to the subsidiary is used unless the lease terms are influenced by parent credit.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There have been no changes in or disagreements on accounting and financial disclosure with Spire's, Spire Missouri's, or Spire Alabama's outside auditors that are required to be disclosed.

Item 9A. Controls and Procedures

Spire

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended. Based upon such evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective.

Change in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Spire Missouri

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Spire Alabama

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures pursuant to Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

The Management Reports on Internal Control Over Financial Reporting and the Reports of Independent Registered Public Accounting Firm are included in Item 8, Financial Statements and Supplementary Data.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information about:

- our directors is incorporated by reference from the discussion under Proposal 1 of our proxy statement to be filed on or about December 15, 2021 (“2021 proxy statement”);
- our executive officers is reported in Part I of this Form 10-K;
- our Financial Code of Ethics is posted on our website, www.SpireEnergy.com, under Investors/Governance/Governance documents (<http://investors.spireenergy.com/governance/governance-documents>); and
- our Audit Committee, our Audit Committee financial experts, and submitting nominations to the Corporate Governance Committee

is incorporated by reference from the discussion in our 2021 proxy statement under the heading “Governance.”

In addition, our Code of Business Conduct, Corporate Governance Guidelines, and charters for our Audit, Compensation and Corporate Governance Committees are available under “Governance documents” on our website, as indicated above, and a copy will be sent to any shareholder upon written request.

Item 11. Executive Compensation

Information about director and executive compensation is incorporated by reference from the discussion in our 2021 proxy statement under the headings “Directors’ compensation” and “Executive compensation.”

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information about:

- security ownership of certain beneficial owners and management and
- aggregate information regarding the Company’s equity compensation plan

is incorporated by reference from the discussion in our 2021 proxy statement under “Beneficial ownership of Spire stock.”

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information about:

- our policy and procedures for related party transactions and
- the independence of our directors

is included in our 2021 proxy statement under “Governance” and is incorporated by reference. There were no related party transactions in fiscal 2021.

Item 14. Principal Accounting Fees and Services

Information about fees paid to our independent registered public accountant and our policy for pre-approval of services provided by our independent registered public accountant is incorporated by reference from our 2021 proxy statement under “Fees of independent registered public accountant” and “Governance,” respectively.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) (1) Financial Statements

See Item 8, Financial Statements and Supplementary Data, filed herewith, for a list of financial statements.

(2) Financial Statement Schedules

Schedules have been omitted because they are not applicable, related significance tests were not met, or the required data has been included in the financial statements or notes to financial statements.

(3) Exhibits

Exhibit Number	Description
2.01*	Agreement and Plan of Merger and Reorganization; filed as Appendix A to proxy statement/prospectus contained in the Company's Registration Statement on Form S-4 filed October 27, 2000, No. 333-48794.
3.01*	Articles of Incorporation of Spire Inc., as amended, effective as of April 28, 2016; filed as Exhibit 3.1 to the Company's Current Report on Form 8-K on May 3, 2016.
3.02*	Amended Bylaws of Spire Inc., effective as of November 11, 2021; filed as Exhibit 3.2 to the Company's Current Report on Form 8-K on November 12, 2021.
3.03*	Spire Missouri Inc.'s Amended Articles of Incorporation, as amended, effective August 30, 2017; filed as Exhibit 3.1 to Spire Missouri's Current Report on Form 8-K on September 1, 2017.
3.04*	Amended Bylaws of Spire Missouri Inc., effective as of March 26, 2020; filed as Exhibit 3.1 to Spire Missouri's Current Report on Form 8-K on March 27, 2020.
3.05*	Articles of Amendment of the Articles of Incorporation of Spire Alabama Inc., dated September 1, 2017; filed as Exhibit 3.3 to Spire Alabama's Current Report on Form 8-K filed September 1, 2017.
3.06*	Amended Bylaws of Spire Alabama Inc. effective March 26, 2020; filed as Exhibit 3.2 to Spire Alabama's Current Report on Form 8-K on March 27, 2020.
3.07*	Certificate of Designations with respect to the Series A Preferred Stock, dated May 16, 2019; filed as Exhibit 3.1 to the Company's Current Report on Form 8-K on May 21, 2019.
4.01*+3	Mortgage and Deed of Trust, dated as of February 1, 1945, between Laclede Gas Company and Mississippi Valley Trust Company; filed as Exhibit 7-A to Laclede Gas' registration statement No. 2-5586.
4.02*+3	Fourteenth Supplemental Indenture, dated as of October 26, 1976, between Laclede Gas and Mercantile Trust Company National Association; filed as Exhibit b-4 to Laclede Gas' registration statement No. 2-64857 on June 26, 1979.
4.03*+3	Laclede Gas Board of Directors' Resolution dated August 28, 1986 which generally provides that the Board may delegate its authority in the adoption of certain employee benefit plan amendments to certain designated Executive Officers; filed as Exhibit 4.12 to Laclede Gas' Annual Report on Form 10-K for the fiscal year ended September 30, 1991.
4.04*+2	Indenture dated as of November 1, 1993, between Alagasco and NationsBank of Georgia, National Association, Trustee, ("Alagasco 1993 Indenture"); filed as Exhibit 4(k) to Alagasco's Registration Statement on Form S-3 (Registration No. 33-70466).

Exhibit Number	Description
4.05* ³	Twenty-Fifth Supplemental Indenture dated as of September 15, 2000, between Laclede Gas and State Street Bank and Trust Company of Missouri, as trustee; filed as Exhibit 4.01 to Laclede Gas' Current Report on Form 8-K on September 29, 2000.
4.06* ³	Laclede Gas' Board of Directors' Resolutions dated March 27, 2003, updating authority delegated pursuant to August 28, 1986 Laclede Gas resolutions; filed as Exhibit 4.19(a) to Laclede Gas' Annual Report on Form 10-K for the fiscal year ended September 30, 2003.
4.07* ³	Twenty-Eighth Supplemental Indenture dated as of April 15, 2004, between Laclede Gas and UMB Bank & Trust, N.A., as trustee; filed as Exhibit 4.02 to Laclede Gas' Current Report on Form 8-K on April 28, 2004.
4.08* ²	Officers' Certificate, dated January 14, 2005, pursuant to Section 301 of the Alagasco 1993 Indenture setting forth the terms of the 5.20 percent Notes due January 15, 2020; filed as Exhibit 4.4 to Alagasco's Current Report on Form 8-K on January 14, 2005.
4.09* ³	Twenty-Ninth Supplemental Indenture dated as of June 1, 2006, between Laclede Gas and UMB Bank and Trust, N.A., as trustee; filed as Exhibit 4.1 to Laclede Gas' Current Report on Form 8-K on June 9, 2006.
4.10* ²	Officers' Certificate, dated January 16, 2007, pursuant to Section 301 of the Alagasco 1993 Indenture setting forth the terms of the 5.90 percent Notes due January 15, 2037; filed as Exhibit 4.2 to Alagasco's Current Report on Form 8-K on January 16, 2007.
4.11* ²	Note Purchase Agreement, dated December 22, 2011, among Alagasco and the Purchasers thereto (the AIG purchasers) with respect to \$25 million 3.86 percent Senior Notes due December 22, 2021; filed as Exhibit 10.1 to Alagasco's Current Report on Form 8-K on December 22, 2011.
4.12* ²	Note Purchase Agreement, dated December 22, 2011, among Alagasco and the Purchasers thereto (the Prudential purchasers) with respect to \$25 million 3.86 percent Senior Notes due December 22, 2021; filed as Exhibit 10.2 to Alagasco's Current Report on Form 8-K on December 22, 2011.
4.13*	Note Purchase Agreement, dated August 3, 2012, by and among the Company and the Purchasers listed in Schedule A thereto; filed as Exhibit 10.28 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2012.
4.14* ³	Thirty-First Supplemental Indenture, dated as of March 15, 2013, between Laclede Gas and UMB Bank & Trust, N.A., as trustee; filed as Exhibit 4.1 to Laclede Gas' Form 10-Q for the quarter ended March 31, 2013.
4.15* ³	Thirty-Second Supplemental Indenture, dated as of August 13, 2013, between Laclede Gas and UMB Bank & Trust, N.A., as trustee; filed as Exhibit 4.1 to Laclede Gas' Current Report on Form 8-K on August 13, 2013.
4.16*	Indenture, dated as of August 19, 2014, between the Company and UMB Bank & Trust, N.A., as trustee; filed as Exhibit 4.1 to the Company's Current Report on Form 8-K on August 19, 2014.
4.17*	First Supplemental Indenture, dated as of August 19, 2014, between the Company and UMB Bank & Trust, N.A., as trustee (including Form of Floating Rate Senior Notes due 2017, Form of 2.55% Senior Notes due 2019 and Form of 4.70% Senior Notes due 2044); filed as Exhibit 4.2 to the Company's Current Report on Form 8-K on August 19, 2014.
4.18* ²	Master Note Purchase Agreement, dated as of June 5, 2015, among Alagasco and certain institutional purchasers; filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015.
4.19*	Second Supplemental Indenture, dated as of February 27, 2017, between Spire Inc. and UMB Bank & Trust, N.A., as Trustee (including Form of 3.543% Senior Notes due 2024); filed as Exhibit 4.2 to the Company's Current Report on Form 8-K on February 27, 2017.

Exhibit Number	Description
4.20*	Master Note Purchase Agreement dated June 20, 2016, among Spire Inc. and certain institutional purchasers party thereto; filed as Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.
4.21*	First Supplement to Master Note Purchase Agreement dated as of March 15, 2017, among Spire Inc. and certain institutional purchasers party thereto; filed as Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.
4.22* ³	Bond Purchase Agreement dated March 20, 2017, among Laclede Gas Company and certain institutional purchasers party thereto; filed as Exhibit 4.4 to the Laclede Gas' Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.
4.23*	First Supplement to Master Note Purchase Agreement, dated as of December 1, 2017, between Spire Alabama Inc. and certain institutional investors; filed as Exhibit 4.01 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2017.
4.24*	Second Supplement to Master Note Purchase Agreement, dated as of January 15, 2019, between Spire Alabama Inc. and certain institutional investors; filed as Exhibit 4.1 to Spire Alabama's Current Report on Form 8-K on January 22, 2019.
4.25*	Deposit Agreement, dated as of May 21, 2019, among the Company, Computershare Inc. and Computershare Trust Company, N.A., acting jointly as depository, and the holders from time to time of the depository receipts described therein; filed as Exhibit 4.1 to the Company's Current Report on Form 8-K on May 21, 2019.
4.26*	Form of depository receipt representing the Depository Shares; filed as Exhibit A to Exhibit 4.1 to the Company's Current Report on Form 8-K on May 21, 2019.
4.27*	Form of Certificate representing the Series A Preferred Stock; filed as Exhibit A to Exhibit 3.1 to the Company's Current Report on Form 8-K on May 21, 2019.
4.28*	Thirty-Third Supplemental Indenture, dated as of September 15, 2017, between Spire Missouri Inc. and UMB Bank & Trust, N.A., as trustee, filed as Exhibit 4.28 to Spire Missouri's Annual Report on Form 10-K for the fiscal year ended September 30, 2019.
4.29*	Thirty-Fourth Supplemental Indenture, dated as of November 12, 2019, between Spire Missouri Inc. and UMB Bank & Trust, N.A., as trustee; filed as Exhibit 4.1 to Spire Missouri's Quarterly Report on Form 10-Q for the quarter ended December 31, 2019.
4.30*	Third Supplement to Master Note Purchase Agreement, dated as of December 2, 2019, between Spire Alabama Inc. and certain institutional investors; filed as Exhibit 4.1 to Spire Alabama's Current Report on Form 8-K on December 4, 2019.
4.31*	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934; filed as Exhibit 4.29 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2019.
4.32*	Fourth Supplement to Master Note Purchase Agreement, dated as of December 15, 2020, between Spire Alabama Inc. and certain institutional investors; filed as Exhibit 4.1 to Spire Alabama's Current Report on Form 8-K on December 18, 2020.
4.33*	Indenture (For Unsecured Debt Securities), dated as of February 16, 2021, between the Company and U.S. Bank National Association, as trustee; filed as Exhibit 4.1 to the Company's Current Report on Form 8-K on February 16, 2021.
4.34*	First Supplemental Indenture, dated as of February 16, 2021, between the Company and U.S. Bank National Association, as trustee; filed as Exhibit 4.2 to the Company's Current Report on Form 8-K on February 16, 2021.

Exhibit Number	Description
4.35*	Form of Series A 0.75% Remarketable Senior Note due 2026; included in Exhibit 4.2 to the Company's Current Report on Form 8-K on February 16, 2021.
4.36*	Purchase Contract and Pledge Agreement, dated as of February 16, 2021, between the Company and U.S. Bank National Association, as purchase contract agent, collateral agent, custodial agent and securities intermediary; filed as Exhibit 4.4 to the Company's Current Report on Form 8-K on February 16, 2021.
4.37*	Form of Remarketing Agreement; included in Exhibit 4.4 to the Company's Current Report on Form 8-K on February 16, 2021.
4.38*	Form of Corporate Unit; included in Exhibit 4.4 to the Company's Current Report on Form 8-K on February 16, 2021.
4.39*	Form of Treasury Unit; included in Exhibit 4.4 to the Company's Current Report on Form 8-K on February 16, 2021.
4.40*	Thirty-Fifth Supplemental Indenture, dated as of May 20, 2021, between Spire Missouri and UMB Bank & Trust, N.A., as trustee; filed as Exhibit 4.1 to the Company's Current Report on Form 8-K on May 20, 2021.
4.41*	Form of 3.300% Series First Mortgage Bonds due 2051; included in Exhibit 4.1 to the Company's Current Report on Form 8-K on May 20, 2021.
10.01*⁺³	Form of Indemnification Agreement between Laclede Gas and its Directors and Officers; filed as Exhibit 10.13 to Laclede Gas' Annual Report on Form 10-K for the fiscal year ended September 30, 1990.
10.02*⁺³	Salient Features of Laclede Gas' Deferred Income Plan for Directors and Selected Executives, including amendments adopted by the Board of Directors on July 26, 1990; filed as Exhibit 10.12 to Laclede Gas' Annual Report on Form 10-K for the fiscal year ended September 30, 1991.
10.03*⁺³	Amendment to Laclede Gas' Deferred Income Plan for Directors and Selected Executives, adopted by the Board of Directors on August 27, 1992; filed as Exhibit 10.12a to Laclede Gas' Annual Report on Form 10-K for the fiscal year ended September 30, 1992.
10.04*³	Amendment and Restatement of Retirement Plan for Non-Employee Directors of Laclede Gas as of November 1, 2002; filed as Exhibit 10.08c to Laclede Gas' Annual Report on Form 10-K for the fiscal year ended September 30, 2002.
10.05*³	Amendment to Terms of Retirement Plan for Non-Employee Directors of Laclede Gas as of October 1, 2004; filed as Exhibit 10.2 to Laclede Gas' Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
10.06*	Form of Non-Qualified Stock Option Award Agreement with Mandatory Retirement Provisions; filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on November 5, 2004.
10.07*	Form of Non-Qualified Stock Option Award Agreement without Mandatory Retirement Provisions; filed as Exhibit 10.2 to the Company's Current Report on Form 8-K on November 5, 2004.
10.08 ³	Automated Meter Reading Services Agreement with Amendment dated as of July 1, 2017, between Landis+Gyr Technology, Inc., formerly known as Cellnet Technology, Inc., and Laclede Gas Company.

Exhibit Number	Description
10.09 ^{*3}	Restated Laclede Gas Supplemental Retirement Benefit Plan, as amended and restated as of January 1, 2005; filed as Exhibit 10.06 to Laclede Gas' Quarterly Report on Form 10-Q for the quarter ended December 31, 2008.
10.10 ^{*3}	Laclede Gas Supplemental Retirement Benefit Plan II, effective as of January 1, 2005; filed as Exhibit 10.7 to Laclede Gas' Quarterly Report on Form 10-Q for the quarter ended December 31, 2008.
10.11 ^{*3}	Salient Features of Laclede Gas' Deferred Income Plan II for Directors and Selected Executives (as amended and restated effective as of January 1, 2005); filed as Exhibit 10.1 to Laclede Gas' Quarterly Report on Form 10-Q for the quarter ended December 31, 2008.
10.12 [*]	Salient Features of the Company's Deferred Income Plan for Directors and Selected Executives (effective as of January 1, 2005); filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2008.
10.13 [*]	The Company's Form of Restricted Stock Award Agreement; filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2008.
10.14 ^{*3}	The Laclede Group Management Continuity Protection Plan, effective as of January 1, 2005; filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2008.
10.15 [*]	Form of Management Continuity Protection Agreement; filed as Exhibit 10.5a to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2008.
10.16 ^{*3}	The Laclede Group 2011 Management Continuity Protection Plan; filed as Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2010.
10.17 [*]	Form of Agreement under the Company's 2011 Management Continuity Protection Plan; filed as Exhibit 10.25a to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2010.
10.18 [*]	The Company's Form of Performance Contingent Restricted Stock Unit Award Agreement; filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2012.
10.19 ^{*3}	Laclede Gas Cash Balance Supplemental Retirement Benefit Plan, effective as of January 1, 2009; filed as Exhibit 10.19 to Laclede Gas' Annual Report on Form 10-K for the fiscal year ended September 30, 2012.
10.20 [*]	Lease Agreement, dated January 21, 2014, between the Company, as Tenant, and Market 700, LLC, as Landlord; filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on January 27, 2014.
10.21 [*]	The Company's Deferred Income Plan for Directors and Selected Executives, as Amended and Restated as of January 1, 2015; filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on November 4, 2014.
10.22 ^{*1}	The Laclede Group 2015 Equity Incentive Plan; filed as the Appendix to the Company's Definitive Proxy Statement on Form DEF 14A on December 19, 2014.
10.23 ^{*1}	The Laclede Group, Inc. Annual Incentive Plan, as Amended; filed as Appendix to the Company's Definitive Proxy Statement on Schedule 14A on December 18, 2015.

Exhibit Number	Description
10.24* ^{2 3}	Loan Agreement, dated December 14, 2016, by and among Spire Inc., Alabama Gas Corporation, Laclede Gas Company, and the several banks party thereto, including Wells Fargo Bank, National Association, as Administrative Agent; JPMorgan Chase Bank, N.A. and U.S. Bank National Association, as Co-Syndication Agents; Wells Fargo Securities, LLC, JPMorgan Chase Bank, N.A., and U.S. Bank National Association, as Joint Lead Arrangers and Joint Bookrunners; and Bank of America, N.A., Credit Suisse AG, Cayman Islands Branch, Morgan Stanley Bank, N.A., Regions Bank, Royal Bank of Canada, and TD Bank, N.A., as Documentation Agents; filed as Exhibit 99.1 to the Company's Current Report on Form 8-K on December 16, 2016.
10.25*	Commercial Paper Dealer Agreement, dated December 21, 2016, between Spire Inc. and Wells Fargo Securities, LLC; filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2016.
10.26*	Commercial Paper Dealer Agreement, dated December 21, 2016, between Spire Inc. and Credit Suisse Securities (USA) LLC; filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2016.
10.27*	Spire Inc. Executive Severance Plan; filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on May 2, 2017.
10.28* ¹	Amendment 1 to The Laclede Group Annual Incentive Plan effective January 1, 2018; filed as Exhibit 10.53 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2017.
10.29* ¹	Amendment 1 to The Laclede Group 2015 Equity Incentive Plan effective January 1, 2018; filed as Exhibit 10.54 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2017.
10.30*	Amendment 1 to Spire Inc. Executive Severance Plan effective January 1, 2018; filed as Exhibit 10.55 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2017.
10.31* ¹	Amendment 1 to The Laclede Group 2011 Management Continuity Protection Plan effective January 18, 2018; filed as Exhibit 10.56 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2017.
10.32*	First Amendment to Loan Agreement, dated as of October 31, 2018, by and among Spire Inc., a Missouri corporation, Spire Alabama Inc. (formerly Alabama Gas Corporation), an Alabama corporation, and Spire Missouri Inc. (formerly Laclede Gas Company), a Missouri corporation, the Banks from time to time party thereto, and Wells Fargo Bank, National Association, as Administrative Agent for the Banks; filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on November 6, 2018.
10.33*	Spire Deferred Income Plan, Amended and Restated Effective January 1, 2019; filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019.
10.34*	The Company's Form of Restricted Stock Award Agreement; filed as Exhibit 10.38 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2019.
10.35*	The Company's Form of Restricted Stock Unit Award Agreement; filed as Exhibit 10.39 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2019.
10.36*	The Company's Form of Performance Contingent Stock Unit Award Agreement; filed as Exhibit 10.40 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2019.

Exhibit Number	Description
10.37*	Loan Agreement, dated March 26, 2020, by and among Spire Inc., as the Borrower, the lenders from time to time party thereto, as Banks, including U.S. Bank National Association, as the Administrative Agent, and TD Bank, N.A., as Documentation Agent; filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 27, 2020.
10.38*	Loan Agreement, dated March 23, 2021, by and among Spire Missouri Inc., as the Borrower, and five banks including U.S. Bank National Association, as the Administrative Agent; filed as Exhibit 10.1 to the Company and Spire Missouri's Current Report on Form 8-K on March 23, 2021.
21	Subsidiaries of the Company.
23.1	Consent of Independent Registered Public Accounting Firm of the Company.
23.2	Consent of Independent Registered Public Accounting Firm of Spire Missouri Inc.
23.3	Consent of Independent Registered Public Accounting Firm of Spire Alabama Inc.
31.1	Certifications under Rule 13a-14(a) of the CEO and CFO of the Company.
31.2	Certifications under Rule 13a-14(a) of the CEO and CFO of Spire Missouri Inc.
31.3	Certifications under Rule 13a-14(a) of the CEO and CFO of Spire Alabama Inc.
32.1	Section 1350 Certifications under Rule 13a-14(b) of the CEO and CFO of the Company.
32.2	Section 1350 Certifications under Rule 13a-14(b) of the CEO and CFO of Spire Missouri Inc.
32.3	Section 1350 Certifications under Rule 13a-14(b) of the CEO and CFO of Spire Alabama Inc.
101	Interactive Data Files including the following information from the Annual Report on Form 10-K for the fiscal year ended September 30, 2021, formatted in inline extensible business reporting language ("Inline XBRL"): (i) Cover Page Interactive Data and (ii) the Financial Statements listed on the first page of Item 8.
104	Cover Page Interactive Data File (formatted in Inline XBRL and included in the Interactive Data Files submitted under Exhibit 101).

* Incorporated herein by reference and made a part hereof. Spire Inc. File No. 1-16681. Spire Missouri Inc. File No. 1-1822. Spire Alabama Inc. File No. 2-38960.

† Paper exhibit.

¹ The Laclede Group, Inc. changed its name to Spire Inc. effective April 28, 2016.

² Alabama Gas Corporation ("Alagasco") changed its name to Spire Alabama Inc. effective September 1, 2018.

³ Laclede Gas Company changed its name to Spire Missouri Inc. effective August 30, 2018.

Bold items reflect management contracts or compensatory plans or arrangements.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Spire Inc.

Date November 22, 2021

By /s/ Steven P. Rasche

Steven P. Rasche
Executive Vice President
and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date	Signature	Title
November 22, 2021	<u>/s/ Suzanne Sitherwood</u> Suzanne Sitherwood	Director, President and Chief Executive Officer (Principal Executive Officer)
November 22, 2021	<u>/s/ Steven P. Rasche</u> Steven P. Rasche	Executive Vice President and Chief Financial (Principal Financial and Accounting Officer)
November 22, 2021	<u>/s/ Edward L. Glotzbach</u> Edward L. Glotzbach	Chairman of the Board
November 22, 2021	<u>/s/ Mark A. Borer</u> Mark A. Borer	Director
November 22, 2021	<u>/s/ Maria V. Fogarty</u> Maria V. Fogarty	Director
November 22, 2021	<u>/s/ Rob L. Jones</u> Rob L. Jones	Director
November 22, 2021	<u>/s/ Brenda D. Newberry</u> Brenda D. Newberry	Director
November 22, 2021	<u>/s/ Stephen S. Schwartz</u> Stephen S. Schwartz	Director
November 22, 2021	<u>/s/ John P. Stupp Jr.</u> John P. Stupp Jr.	Director
November 22, 2021	<u>/s/ Mary Ann Van Lokeren</u> Mary Ann Van Lokeren	Director

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Spire Missouri Inc.

Date November 22, 2021

By /s/ Timothy W. Krick
Timothy W. Krick
Controller and Chief Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date	Signature	Title
November 22, 2021	<u>/s/ Suzanne Sitherwood</u> Suzanne Sitherwood	Chairman of the Board
November 22, 2021	<u>/s/ Steven L. Lindsey</u> Steven L. Lindsey	Director and Chief Executive Officer (Principal Executive Officer)
November 22, 2021	<u>/s/ Adam W. Woodard</u> Adam W. Woodard	Chief Financial Officer and Treasurer (Principal Financial Officer)
November 22, 2021	<u>/s/ Timothy W. Krick</u> Timothy W. Krick	Controller and Chief Accounting Officer (Principal Accounting Officer)
November 22, 2021	<u>/s/ Scott B. Carter</u> Scott B. Carter	Director and President
November 22, 2021	<u>/s/ Mark C. Darrell</u> Mark C. Darrell	Director
November 22, 2021	<u>/s/ Steven P. Rasche</u> Steven P. Rasche	Director

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Spire Alabama Inc.

Date November 22, 2021

By /s/ Timothy W. Krick
Timothy W. Krick
Chief Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date	Signature	Title
November 22, 2021	<u>/s/ Suzanne Sitherwood</u> Suzanne Sitherwood	Chairman of the Board
November 22, 2021	<u>/s/ Steven L. Lindsey</u> Steven L. Lindsey	Director and Chief Executive Officer (Principal Executive Officer)
November 22, 2021	<u>/s/ Adam W. Woodard</u> Adam W. Woodard	Chief Financial Officer and Treasurer (Principal Financial Officer)
November 22, 2021	<u>/s/ Timothy W. Krick</u> Timothy W. Krick	Chief Accounting Officer (Principal Accounting Officer)
November 22, 2021	<u>/s/ Scott B. Carter</u> Scott B. Carter	Director
November 22, 2021	<u>/s/ Mark C. Darrell</u> Mark C. Darrell	Director
November 22, 2021	<u>/s/ Joseph B. Hampton</u> Joseph B. Hampton	Director and President
November 22, 2021	<u>/s/ Steven P. Rasche</u> Steven P. Rasche	Director

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Information for our shareholders

Annual meeting

The annual meeting of shareholders of Spire Inc. will be held on Thursday, Jan. 27, 2022, at 8:30 a.m. Central Standard Time, online at www.virtualshareholdermeeting.com/SR2021. The formal notice of the meeting, proxy statement, form of proxy and this annual report were made available to shareholders on or about Dec. 15, 2021. The proxy statement and annual report may be found on our website by visiting SpireEnergy.com.

Transfer agent and registrar

Spire's shareholder records are maintained by its transfer agent, Computershare Trust Company, N.A. Inquiries relating to stockholder records, stock transfers, address changes, dividend payments, lost certificates and other administrative matters should be addressed to:

Computershare Trust Company, N.A.
P.O. Box 505000
Louisville, KY 40233-5000
800-884-4225

Primary business office

Spire Inc.
700 Market Street
St. Louis, MO 63101
314-342-0500
SpireEnergy.com

Dividend reinvestment and stock purchase plan

Spire's dividend reinvestment and stock purchase plan provides common shareholders the opportunity to purchase additional common stock by automatically reinvesting dividends or by making additional cash payments. Shareholders who are interested in obtaining more information, including an enrollment card, may contact:

Computershare Trust Company, N.A.
P.O. Box 505000
Louisville, KY 40233-5000
800-884-4225

Stock and dividends

Spire Inc. common stock is listed on the New York Stock Exchange (NYSE) under the symbol SR. There were 51,684,883 shares outstanding as of Sept. 30, 2021. Spire has paid a cash dividend continuously since 1946. Dividends are typically paid on the second business day of January, April, July and October. The current annualized dividend is \$2.74 per share, effective with the quarterly payment on Jan. 4, 2022.

The high and low trading prices and dividends declared on common stock for the past two years were:

Fiscal 2021	High	Low	Dividends declared
1st Quarter	\$ 68.01	\$ 51.82	\$ 0.65
2nd Quarter	75.78	59.29	0.65
3rd Quarter	77.95	69.77	0.65
4th Quarter	74.46	60.05	0.65

Fiscal 2020	High	Low	Dividends declared
1st Quarter	\$ 87.24	\$ 74.34	\$ 0.6225
2nd Quarter	87.96	57.37	0.6225
3rd Quarter	81.47	62.05	0.6225
4th Quarter	68.37	50.58	0.6225

Inquiries

Copies of Spire's Forms 10-K, 10-Q and 8-K filed with the Securities and Exchange Commission, quarterly updates, news releases and other investor information are available at no charge by visiting SpireEnergy.com or by contacting Investor Relations:

Scott W. Dudley Jr.
Managing Director, Investor Relations
Scott.Dudley@SpireEnergy.com
314-342-0878

For media inquiries, contact Corporate Communications:

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314-342-3300

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