

COVANTA HOLDING CORP  
Form 10-Q  
October 24, 2013  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q

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

For the quarterly period ended September 30, 2013

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 1-06732

COVANTA HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

95-6021257

(I.R.S. Employer  
Identification Number)

445 South Street, Morristown, NJ  
(Address of Principal Executive Office)  
(862) 345-5000

07960

(Zip Code)

(Registrant's telephone number including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

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

Applicable Only to Corporate Issuers:

Indicate the number of shares of the registrant's Common Stock outstanding as of the latest practicable date.

Class  
Common Stock, \$0.10 par value

Outstanding at October 17, 2013  
130,503,593



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COVANTA HOLDING CORPORATION AND SUBSIDIARIES  
FORM 10-Q QUARTERLY REPORT  
For the Quarter Ended September 30, 2013

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this Quarterly Report on Form 10-Q may constitute “forward-looking” statements as defined in Section 27A of the Securities Act of 1933 (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”), the Private Securities Litigation Reform Act of 1995 (the “PSLRA”) or in releases made by the Securities and Exchange Commission (“SEC”), all as may be amended from time to time. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Covanta Holding Corporation and its subsidiaries (“Covanta”) or industry results, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements that are not historical fact are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language, such as the words “plan,” “believe,” “expect,” “anticipate,” “intend,” “estimate,” “project,” “may,” “will,” “would,” “could,” “should,” “seeks,” or “scheme,” or similar words, or the negative of these terms or other variations of these terms or comparable language, or by discussion of strategy or intentions. These cautionary statements are being made pursuant to the Securities Act, the Exchange Act and the PSLRA with the intention of obtaining the benefits of the “safe harbor” provisions of such laws. Covanta cautions investors that any forward-looking statements made by us are not guarantees or indicative of future performance. Important factors, risks and uncertainties that could cause actual results to differ materially from those forward-looking statements include, but are not limited to:

- seasonal or long-term fluctuations in the prices of energy, waste disposal, scrap metal and commodities, and our ability to renew or replace expiring contracts at comparable prices;
- adoption of new laws and regulations in the United States and abroad, including energy laws, environmental laws, labor laws and healthcare laws;
- our ability to avoid adverse publicity relating to our business expansion efforts;
- advances in technology;
- difficulties in the operation of our facilities, including fuel supply and energy delivery interruptions, failure to obtain regulatory approvals, equipment failures, labor disputes and work stoppages, and weather interference and catastrophic events;
- failure to maintain historical performance levels at our facilities and our ability to retain the rights to operate facilities we do not own;
- difficulties in the financing, development and construction of new projects and expansions, including increased construction costs and delays;
- our ability to realize the benefits of long-term business development and bear the costs of business development over time;
- our ability to utilize net operating loss carryforwards;
- limits of insurance coverage;
- our ability to avoid defaults under our long-term contracts;
- performance of third parties under our contracts and such third parties' observance of laws and regulations;
- concentration of suppliers and customers;
- geographic concentration of facilities;
- increased competitiveness in the energy and waste industries;
- changes in foreign currency exchange rates;
- limitations imposed by our existing indebtedness and our ability to perform our financial obligations and guarantees and to refinance our existing indebtedness;
- exposure to counterparty credit risk and instability of financial institutions in connection with financing transactions;
- the scalability of our business;
- restrictions in our certificate of incorporation and debt documents regarding strategic alternatives;
- failures of disclosure controls and procedures and internal controls over financial reporting;
- our ability to attract and retain talented people;
-

general economic conditions in the United States and abroad, including the availability of credit and debt financing; and

• other risks and uncertainties affecting our businesses described in Item 1A. Risk Factors of Covanta's Annual Report on Form 10-K for the year ended December 31, 2012 and in other filings by Covanta with the SEC.

Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, actual results could differ materially from a projection or assumption in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The forward-looking statements contained in this Quarterly Report on Form 10-Q are made only as of the date hereof and we do not have, or undertake, any obligation to update or revise any forward-looking statements whether as a result of new information, subsequent events or otherwise, unless otherwise required by law.

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## PART I. FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(Unaudited)			
	(In millions, except per share amounts)			
<b>OPERATING REVENUES:</b>				
Waste and service revenues	\$257	\$247	\$747	\$747
Recycled metals revenues	19	17	52	55
Electricity and steam sales	117	115	322	297
Other operating revenues	34	33	92	115
Total operating revenues	427	412	1,213	1,214
<b>OPERATING EXPENSES:</b>				
Plant operating expenses	232	225	765	735
Other operating expenses	26	31	67	100
General and administrative expenses	22	24	72	74
Depreciation and amortization expense	52	46	157	145
Net interest expense on project debt	3	7	10	22
Net write-offs (gains)	12	(2)	63	(2)
Total operating expenses	347	331	1,134	1,074
Operating income	80	81	79	140
<b>Other income (expense):</b>				
Interest expense	(30)	(25)	(88)	(67)
Non-cash convertible debt related expense	(7)	(6)	(21)	(19)
Loss on extinguishment of debt	—	—	(1)	(2)
Other income, net	—	—	—	3
Total other expenses	(37)	(31)	(110)	(85)
Income (loss) from continuing operations before income tax expense and equity in net income from unconsolidated investments	43	50	(31)	55
Income tax expense	(19)	(27)	(9)	(30)
Equity in net income from unconsolidated investments	4	4	4	10
Income (loss) from continuing operations	28	27	(36)	35
Loss from discontinued operations, net of income tax expense of \$0, \$0, \$0 and \$1, respectively	—	—	—	(2)
<b>NET INCOME (LOSS)</b>	<b>28</b>	<b>27</b>	<b>(36)</b>	<b>33</b>
Less: Net (income) loss from continuing operations attributable to noncontrolling interests in subsidiaries	—	(1)	1	(1)
<b>NET INCOME (LOSS) ATTRIBUTABLE TO COVANTA HOLDING CORPORATION</b>	<b>\$28</b>	<b>\$26</b>	<b>\$(35)</b>	<b>\$32</b>
 Amounts Attributable to Covanta Holding Corporation stockholders:				
Continuing operations	\$28	\$26	\$(35)	\$34

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Discontinued operations	—	—	—	(2	)
Net Income (Loss) Attributable to Covanta Holding Corporation	\$28	\$26	\$(35	)	\$32

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

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Continued)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(Unaudited)			
	(In millions, except per share amounts)			
Earnings (Loss) Per Share Attributable to Covanta Holding Corporation stockholders:				
Basic				
Continuing operations	\$0.22	\$0.20	\$(0.27)	) \$0.25
Discontinued operations	—	—	—	(0.01)
Covanta Holding Corporation	\$0.22	\$0.20	\$(0.27)	) \$0.24
Weighted Average Shares	129	131	129	133
Diluted				
Continuing operations	\$0.22	\$0.19	\$(0.27)	) \$0.25
Discontinued operations	—	—	—	(0.01)
Covanta Holding Corporation	\$0.22	\$0.19	\$(0.27)	) \$0.24
Weighted Average Shares	130	132	129	134
Cash Dividend Declared Per Share:	\$0.165	\$0.15	\$0.495	\$0.45

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

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Three Months Ended September 30, 2013		2012		Nine Months Ended September 30, 2013		2012	
	(Unaudited)		(Unaudited)		(Unaudited)		(Unaudited)	
	(In millions)							
Net income (loss)	\$28		\$27		\$(36	)	\$33	
Foreign currency translation	2		2		(3	)	(2	)
Adjustment for defined benefit pension plan settlement, net of tax benefit of \$0, \$0, \$2 and \$0, respectively	—		1		(4	)	1	
Pension and postretirement plan unrecognized benefits, net of tax expense of \$0, \$0, \$1 and \$0, respectively	—		—		3		—	
Net unrealized gain (loss) on derivative instruments, net of tax (benefit) expense of \$0, \$1, \$0 and \$1, respectively	1		(3	)	1		(2	)
Net unrealized (loss) gain on available for sale securities, net of tax expense of \$0, \$0, \$0 and \$0, respectively	(1	)	1		(1	)	1	
Other comprehensive income (loss) attributable to Covanta Holding Corporation	2		1		(4	)	(2	)
Comprehensive income (loss)	30		28		(40	)	31	
Less:								
Net (income) loss attributable to noncontrolling interests in subsidiaries	—		(1	)	1		(1	)
Comprehensive (income) loss attributable to noncontrolling interests in subsidiaries	—		(1	)	1		(1	)
Comprehensive income (loss) attributable to Covanta Holding Corporation	\$30		\$27		\$(39	)	\$30	

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

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CONDENSED CONSOLIDATED BALANCE SHEETS

	As of	
	September 30, 2013 (Unaudited)	December 31, 2012
	(In millions, except per share amounts)	
<b>ASSETS</b>		
Current:		
Cash and cash equivalents	\$252	\$246
Restricted funds held in trust	54	53
Receivables (less allowances of \$8 and \$6, respectively)	268	256
Unbilled service receivables	16	18
Deferred income taxes	39	18
Note Hedge	175	—
Prepaid expenses and other current assets	106	97
Total Current Assets	910	688
Property, plant and equipment, net	2,609	2,561
Investments in fixed maturities at market (cost: \$33 and \$36, respectively)	33	36
Restricted funds held in trust	140	161
Unbilled service receivables	14	17
Waste, service and energy contract intangibles, net	373	399
Other intangible assets, net	21	23
Goodwill	249	249
Investments in investees and joint ventures	47	49
Other assets	184	343
Total Assets	\$4,580	\$4,526
<b>LIABILITIES AND EQUITY</b>		
Current:		
Current portion of long-term debt	\$618	\$3
Current portion of project debt	59	80
Accounts payable	34	41
Accrued expenses and other current liabilities	301	236
Total Current Liabilities	1,012	360
Long-term debt	1,574	2,012
Project debt	206	237
Deferred income taxes	718	691
Waste, service and other contract intangibles, net	32	35
Other liabilities	131	136
Total Liabilities	3,673	3,471
Commitments and Contingencies (Note 13)		
Equity:		
Covanta Holding Corporation stockholders equity:		
Preferred stock (\$0.10 par value; authorized 10 shares; none issued and outstanding)	—	—
Common stock (\$0.10 par value; authorized 250 shares; issued 136 and 159 shares, respectively; outstanding 131 and 132 shares, respectively)	14	16
Additional paid-in capital	788	806

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Accumulated other comprehensive income	3	7	
Accumulated earnings	99	222	
Treasury stock, at par	(1	) (3	)
Total Covanta Holding Corporation stockholders equity	903	1,048	
Noncontrolling interests in subsidiaries	4	7	
Total Equity	907	1,055	
Total Liabilities and Equity	\$4,580	\$4,526	

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

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Nine Months Ended September 30,		
	2013	2012	
	(Unaudited, in millions)		
<b>OPERATING ACTIVITIES:</b>			
Net (loss) income	\$(36	) \$33	
Less: Loss from discontinued operations, net of tax expense	—	(2	)
(Loss) income from continuing operations	(36	) 35	
Adjustments to reconcile net (loss) income from continuing operations to net cash provided by operating activities from continuing operations:			
Depreciation and amortization expense	157	145	
Amortization of long-term debt deferred financing costs	6	5	
Amortization of debt premium and discount	(1	) (3	)
Net write-offs (gains)	63	(2	)
Defined benefit pension plan settlement gain	(6	) —	
Loss on extinguishment of debt	1	2	
Non-cash convertible debt related expense	21	19	
Stock-based compensation expense	12	13	
Equity in net income from unconsolidated investments	(4	) (10	)
Dividends from unconsolidated investments	7	7	
Deferred income taxes	6	23	
Other, net	(11	) (8	)
Change in restricted funds held in trust	17	(10	)
Change in working capital	35	52	
Total adjustments for continuing operations	303	233	
Net cash provided by operating activities from continuing operations	267	268	
Net cash provided by operating activities from discontinued operations	—	—	
Net cash provided by operating activities	267	268	
<b>INVESTING ACTIVITIES:</b>			
Proceeds from the sale of investment securities	6	2	
Purchase of investment securities	(15	) (10	)
Purchase of property, plant and equipment	(140	) (94	)
Acquisition of business, net of cash acquired	(49	) —	
Acquisition of noncontrolling interest in subsidiary	(14	) —	
Acquisition of land use rights	—	(1	)
Property insurance proceeds	4	7	
Other, net	(2	) (2	)
Net cash used in investing activities from continuing operations	(210	) (98	)
Net cash provided by investing activities from discontinued operations	—	11	
Net cash used in investing activities	(210	) (87	)
<b>FINANCING ACTIVITIES:</b>			
Proceeds from borrowings on long-term debt	22	699	
Payment of deferred financing costs	(1	) (26	)
Principal payments on long-term debt	(2	) (621	)
Principal payments on project debt	(53	) (46	)
Convertible debenture repurchases	—	(25	)

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Payments of borrowings on revolving credit facility	(396	) (63	)
Proceeds from borrowings on revolving credit facility	462	83	
Change in restricted funds held in trust	3	(11	)
Cash dividends paid to stockholders	(45	) (51	)
Common stock repurchased	(34	) (83	)
Financing of insurance premiums, net	—	(10	)
Distributions to partners of noncontrolling interests in subsidiaries	—	(1	)
Other, net	(8	) 3	
Net cash used in financing activities from continuing operations	(52	) (152	)
Net cash used in financing activities from discontinued operations	—	(2	)
Net cash used in financing activities	(52	) (154	)
Effect of exchange rate changes on cash and cash equivalents	1	1	
Net increase in cash and cash equivalents	6	28	
Cash and cash equivalents at beginning of period	246	234	
Cash and cash equivalents at end of period	252	262	
Less: Cash and cash equivalents of discontinued operations at end of period	—	—	
Cash and cash equivalents of continuing operations at end of period	\$252	\$262	

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

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1. ORGANIZATION AND BASIS OF PRESENTATION

The terms “we,” “our,” “ours,” “us” and “Company” refer to Covanta Holding Corporation and its subsidiaries; the term “Covanta Energy” refers to our subsidiary Covanta Energy Corporation and its subsidiaries.

Organization

Covanta is one of the world’s largest owners and operators of infrastructure for the conversion of waste to energy (known as “energy-from-waste” or “EfW”), as well as other waste disposal and renewable energy production businesses. Energy-from-waste serves two key markets as both a sustainable waste management solution that is environmentally superior to landfilling and as a source of clean energy that reduces overall greenhouse gas emissions and is considered renewable under the laws of many states and under federal law. Our facilities are critical infrastructure assets that allow our customers, which are principally municipal entities, to provide an essential public service.

Our EfW facilities earn revenue from both the disposal of waste and the generation of electricity, generally under long-term contracts, as well as from the sale of metal recovered during the energy-from-waste process. We process approximately 20 million tons of solid waste annually. We operate and/or have ownership positions in 45 energy-from-waste facilities, which are primarily located in North America, and 14 additional energy generation facilities, including other renewable energy production facilities in North America (wood biomass and hydroelectric). In total, these assets produce approximately 10 million megawatt hours (“MWh”) of baseload electricity annually. We also operate a waste management infrastructure that is complementary to our core EfW business.

We own and hold equity interests in energy-from-waste facilities in China and Italy. We also have investments in subsidiaries engaged in insurance operations in California, primarily in property and casualty insurance, whose remaining business was transitioned into run-off in 2012, and collectively account for less than 1% of our consolidated revenue.

We have one reportable segment which is Americas and is comprised of waste and energy services operations primarily in the United States and Canada. For additional information, see Note 5. Financial Information by Business Segments.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States Generally Accepted Accounting Principles (“GAAP”) and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and footnotes required by GAAP for complete condensed consolidated financial statements. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for fair presentation have been included in our condensed consolidated financial statements. All intra-entity accounts and transactions have been eliminated. Operating results for the interim period are not necessarily indicative of the results that may be expected for the fiscal year ended December 31, 2013. This Form 10-Q should be read in conjunction with the Audited Consolidated Financial Statements and accompanying Notes in our Annual Report on Form 10-K for the year ended December 31, 2012 (“Form 10-K”).

We use the equity method to account for our investments for which we have the ability to exercise significant influence over the operating and financial policies of the investee. Consolidated net income includes our proportionate share of the net income or loss of these companies. Such amounts are classified as “equity in net income from unconsolidated investments” in our condensed consolidated financial statements. Investments in companies in which we do not have the ability to exercise significant influence are carried at the lower of cost or estimated realizable value. We monitor investments for other-than-temporary declines in value and make reductions when appropriate.

NOTE 2. RECENT ACCOUNTING PRONOUNCEMENTS

In March 2013, the Financial Accounting Standards Board (“FASB”) issued updates concerning parent's accounting for the cumulative translation adjustment upon derecognition of certain subsidiaries of groups of assets within a

foreign entity or of an investment in a foreign entity. This update was issued to resolve diversity in practice and requires the release of cumulative translation adjustment into net income when a parent sells a part or all of its investment within a foreign entity, no longer holds a controlling interest in an investment in a foreign entity or obtains control of an investment in a foreign entity that was previously recognized as an equity method investment (step acquisition). We are required to adopt this standard prospectively for the first quarter of 2014; however, we have early adopted this standard, as permitted, during the third quarter of 2013. This update is consistent with how we currently account for the cumulative translation adjustment upon derecognition of certain subsidiaries of groups of assets within a foreign entity or of an investment in a foreign entity, therefore adoption of this update resulted in no impact on our condensed consolidated financial statements.



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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

In July 2013, the FASB issued an update concerning the presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. This update provides for the presentation of all or a portion of an unrecognized tax benefit as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward unless such balances are not available at the reporting date at which point the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. We are required to adopt this standard prospectively to all unrecognized tax benefits that exist for the first quarter of 2014; however, we have early adopted this standard, as permitted, during the third quarter of 2013. This update is consistent with how we currently present unrecognized tax benefits, therefore adoption of this update resulted in no impact on our condensed consolidated financial statements. In July 2013, the FASB issued an update concerning the inclusion of the Fed Funds Effective Swap Rate (OIS) as a permitted U.S. benchmark interest rate for hedge accounting purposes under ASC 815 Derivatives and Hedging. This update is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. We do not currently participate in hedging of interest rates and as such there is no immediate impact on our condensed consolidated financial statements.

## NOTE 3. ACQUISITIONS, BUSINESS DEVELOPMENT AND DISPOSITIONS

## Acquisitions

## Camden Energy-from-Waste Facility

In August 2013, we acquired the Camden Resource Recovery Facility located in Camden, New Jersey for cash consideration of \$49 million. The 1,050 ton-per-day EfW facility provides sustainable waste management services to Camden County and surrounding communities while generating approximately 21 megawatts of renewable energy, which is sold at prevailing market rates. The majority of the purchase price allocation included \$53 million of plant, property & equipment and a \$5 million intangible liability related to a long-term above market contract. The acquired intangible liability will be amortized as a contra-expense to the contract expiration date of December 2019. The preliminary purchase price allocation, which includes no goodwill, is based on estimates and assumptions, any changes to which could affect the reported amounts of assets and liabilities resulting from this acquisition.

## Business Development, Asset Management and Organic Growth

## Huntington Energy-from-Waste Facility

In January 2013, we purchased the remaining equity interests in the Huntington EfW facility from two minority partners for approximately \$14 million, increasing our ownership interest to 100%.

## MacArthur Energy-from-Waste Facility

In May 2013, we extended the service agreement for the MacArthur EfW facility from 2015 to 2030 on substantially the same terms as the existing agreement. The Town of Islip will supply virtually all of the facility's waste capacity.

## Southeast Connecticut Energy-from-Waste Facility

In May 2013, our service fee contract with the Southeastern Connecticut Regional Resource Recovery Authority ("SCRRA") was extended from 2015 to 2017 pursuant to an option held by SCRRA. The terms of the contract remain unchanged under the extension. The project debt on the facility will be repaid by February 2015, at which time SCRRA will have paid debt service as a component of the service fee during the term of the original contract. SCRRA will effectively retain the benefit of the debt repayment during the two year extension period.

## New York City Waste Transport and Disposal Contract

In August 2013, New York City's Department of Sanitation awarded Covanta a contract to handle waste transport and disposal from two marine transfer stations located in Queens and Manhattan. Covanta plans to utilize capacity at existing facilities for the disposal of approximately 800,000 tons per year of New York City's municipal solid waste. Service for the Queens marine transfer station is expected to begin in early 2015, with service for the Manhattan marine transfer station expected to follow in 2016 when construction work is expected to be completed by New York City. The contract is for 20 years, effective from the date operations commence at the Queens marine transfer station,

with options for New York City to extend the term for two additional five-year periods, and calls for waste to be transported using a multi-modal approach. We plan to purchase equipment, including barges, railcars, containers, and intermodal equipment. We expect our total investment to purchase this equipment will be approximately \$110 million, plus enhancements of approximately \$30 million to existing facilities that will be part of the network of assets supporting this contract. These investments will be made over several years beginning in 2013.

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

**Marion Energy-from-Waste Facility**

In September 2013, we extended the service agreement for the Marion EfW facility effective at the end of the current agreement which ends in September 2014, with the new agreement term ending in 2017 on substantially the same terms as the existing agreement. Marion County will supply virtually all of the facility's waste capacity. The agreement also provides Marion County with the option to extend the agreement to 2019.

**Organic Growth Investments**

During the nine months ended September 30, 2013, we invested approximately \$76 million in various organic growth initiatives, including increasing metals recovery, enhancing the capabilities of our existing assets, deploying new or improved technologies targeted at increasing revenue and/or reducing expenses, and expanding our specialty waste and other waste management services.

**Dispositions**

During 2011, we sold the majority of our interests in certain fossil fuel independent power production facilities in the Philippines and India, and in April 2012, we completed the sale of the remaining independent power production assets in Bangladesh. For additional information, refer to Note 4. Dispositions of the Notes to Consolidated Financial Statements in our Form 10-K. The results of operations of these businesses are included in the condensed consolidated statements of income as "Income from discontinued operations, net of tax." The cash flows of these businesses are also presented separately in our condensed consolidated statements of cash flows. The following table summarizes the operating results of the discontinued operations for the periods indicated (in millions):

	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2012
Revenues	\$—	\$—
Operating expenses	\$—	\$(3 )
Loss before income tax expense and equity in net income from unconsolidated investments	\$—	\$(3 )
Equity in net income from unconsolidated investments	\$—	\$2
Loss from discontinued operations, net of income tax expense of \$0 and \$1, respectively	\$—	\$(2 )

**NOTE 4. EQUITY AND EARNINGS PER SHARE ("EPS")****Equity**

During the nine months ended September 30, 2013, we granted 634,107 restricted stock awards and 219,484 restricted stock units. For information related to stock-based award plans, see Note 10. Stock-Based Compensation.

During the nine months ended September 30, 2013, we repurchased 479,204 shares of our common stock in connection with tax withholdings for vested stock awards.

Dividends declared to stockholders are as follows (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Regular cash dividend				
Declared	\$21	\$20	\$65	\$61
Per Share	\$0.165	\$0.15	\$0.495	\$0.45

We increased the current share repurchase authorization to a total of \$150 million during the nine months ended September 30, 2013. Under the program, common stock repurchases may be made in the open market, in privately negotiated transactions from time to time, or by other available methods, at management's discretion in accordance with applicable federal securities laws. The timing and amounts of any repurchases will depend on many factors, including our capital structure, the market price of our common stock and overall market conditions. As of September 30, 2013, the amount remaining under our currently authorized share repurchase program was \$116 million.

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Common stock repurchased is as follows (in millions, except per share amounts):

	Amount	Shares Repurchased	Weighted Average Cost per Share
Three Months Ended March 31, 2013	\$24	1.2	\$19.27
Three Months Ended June 30, 2013	10	0.5	\$19.62
Three Months Ended September 30, 2013	—	—	\$—
Nine Months Ended September 30, 2013	\$34	1.7	\$19.37

Noncontrolling interests in subsidiaries

Noncontrolling interests in subsidiaries is as follows (in millions):

	As of September 30,	
	2013	2012
Noncontrolling interests in subsidiaries, balance as of beginning of period	\$7	\$5
Acquisition of noncontrolling interests in subsidiaries	(2	) —
Net (loss) income	(1	) 1
Noncontrolling interests in subsidiaries, balance as of end of period	\$4	\$6

## Earnings Per Share

Per share data is based on the weighted average number of outstanding shares of our common stock, par value \$0.10 per share, during the relevant period. Basic earnings per share are calculated using only the weighted average number of outstanding shares of common stock. Diluted earnings per share computations, as calculated under the treasury stock method, include the weighted average number of shares of additional outstanding common stock issuable for stock options, restricted stock awards, restricted stock units and warrants whether or not currently exercisable. Diluted earnings per share for all the periods presented does not include securities if their effect was anti-dilutive (in millions, except per share amounts).

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2013	2012	2013	2012	
Net income (loss) from continuing operations	\$28	\$26	\$(35	) \$34	
Net loss from discontinued operations	—	—	—	(2	)
Net income (loss) attributable to Covanta Holding Corporation	\$28	\$26	\$(35	) \$32	

## Basic earnings (loss) per share:

Weighted average basic common shares outstanding	129	131	129	133	
Continuing operations	\$0.22	\$0.20	\$(0.27	) \$0.25	
Discontinued operations	—	—	—	(0.01	)
Basic earnings (loss) per share	\$0.22	\$0.20	\$(0.27	) \$0.24	

## Diluted earnings (loss) per share:

Weighted average basic common shares outstanding	129	131	129	133
Dilutive effect of stock options	—	—	—	—
Dilutive effect of restricted stock	1	1	—	1
Dilutive effect of convertible securities	—	—	—	—
Dilutive effect of warrants	—	—	—	—
Weighted average diluted common shares outstanding	130	132	129	134

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Continuing operations	\$0.22	\$0.19	\$(0.27	) \$0.25	
Discontinued operations	—	—	—	(0.01	)
Diluted earnings (loss) per share	\$0.22	\$0.19	\$(0.27	) \$0.24	

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Securities excluded from the weighted average dilutive common shares outstanding because their inclusion would have been anti-dilutive:				
Stock options	1	2	1	2
Restricted stock	—	—	1	—
Restricted stock units	—	—	—	—
Warrants	29	28	29	28

In 2009, we entered into privately negotiated warrant transactions in connection with the issuance of 3.25% Cash Convertible Senior Notes due 2014. These warrants could have a dilutive effect to the extent that the price of our common stock exceeds the applicable strike price of \$21.67. As of September 30, 2013, the warrants did not have a dilutive effect on earnings per share because the average market price during the periods presented was below the strike price.

## NOTE 5. FINANCIAL INFORMATION BY BUSINESS SEGMENTS

We have one reportable segment which is Americas and is comprised of waste and energy services operations primarily in the United States and Canada. The results of our reportable segment are as follows (in millions):

	Americas	All Other <sup>(1)</sup>	Total	
Three Months Ended September 30, 2013				
Operating revenues	\$417	\$10	\$427	
Depreciation and amortization expense	51	1	52	
Net write-offs (gains)	12	—	12	
Operating income (loss)	83	(3	) 80	
Three Months Ended September 30, 2012				
Operating revenues	\$402	\$10	\$412	
Depreciation and amortization expense	46	—	46	
Net write-offs (gains)	(13	) 11	(2	)
Operating income (loss)	105	(24	) 81	
Nine Months Ended September 30, 2013				
Operating revenues	\$1,182	\$31	\$1,213	
Depreciation and amortization expense	155	2	157	
Net write-offs (gains)	16	47	63	
Operating income (loss)	140	(61	) 79	
Nine Months Ended September 30, 2012				
Operating revenues	\$1,183	\$31	\$1,214	
Depreciation and amortization expense	143	2	145	
Net write-offs (gains)	(13	) 11	(2	)
Operating income (loss)	176	(36	) 140	

(1) All other is comprised of the financial results of our insurance subsidiaries' operations and all assets outside of North America.





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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

## NOTE 6. CONSOLIDATED DEBT

Consolidated debt is as follows (in millions):

	As of	
	September 30, 2013	December 31, 2012
<b>LONG-TERM DEBT:</b>		
Revolving credit facility	\$126	\$60
Term loan due 2019	295	298
Debt discount related to Term loan	(1	) (1
Term loan, net	294	297
Credit Facilities Sub-total	\$420	\$357
7.25% Senior Notes due 2020	\$400	\$400
6.375% Senior Notes due 2022	400	400
3.25% Cash Convertible Senior Notes due 2014	460	460
Debt discount related to 3.25% Cash Convertible Senior Notes	(21	) (42
Cash conversion option derivative at fair value	176	105
3.25% Cash Convertible Senior Notes, net	615	523
Notes Sub-total	\$1,415	\$1,323
4.00% - 5.25% Tax-Exempt Bonds due from 2024 to 2042	\$335	\$335
Variable Rate Tax-Exempt Bonds due 2043	22	—
Tax-Exempt Bonds Sub-total	\$357	\$335
Total long-term debt	\$2,192	\$2,015
Less: current portion (includes \$21 and \$0 of unamortized discount, respectively, and \$176 and \$0 of cash conversion option derivative at fair value, respectively)	(618	) (3
Noncurrent long-term debt	\$1,574	\$2,012
<b>PROJECT DEBT:</b>		
Americas project debt		
4.00% - 7.00% Americas project debt related to Service Fee structures due 2013 through 2022	\$195	\$223
5.248% - 8.375% Americas project debt related to Tip Fee structures due 2013 through 2020	45	68
Unamortized debt premium, net	2	3
Total Americas project debt	242	294
Other project debt	23	23
Total project debt	265	317
Less: Current project debt (includes \$1 and \$1 of unamortized premium, respectively)	(59	) (80
Noncurrent project debt	\$206	\$237
<b>TOTAL CONSOLIDATED DEBT</b>	<b>\$2,457</b>	<b>\$2,332</b>
Less: Current debt	(677	) (83
<b>TOTAL NONCURRENT CONSOLIDATED DEBT</b>	<b>\$1,780</b>	<b>\$2,249</b>

The 3.25% Cash Convertible Senior Notes mature on June 1, 2014, and therefore the outstanding balance for the 3.25% Cash Convertible Senior Notes is included in the current portion of long-term debt on the condensed consolidated balance sheet as of September 30, 2013.

#### Credit Facilities

Our subsidiary, Covanta Energy, has credit facilities, which are comprised of a \$900 million revolving credit facility that expires in 2017 (the "Revolving Credit Facility") and a \$300 million term loan due 2019 (the "Term Loan") (collectively referred to as the "Credit Facilities").

The Revolving Credit Facility is available for the issuance of letters of credit up to the full amount of the facility, provides for a \$50 million sub-limit for the issuance of swing line loans (a loan that can be requested in US Dollars on a same day basis for a short drawing period); and is available in US Dollars, Euros, Pounds Sterling, Canadian Dollars and certain other currencies to

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

be agreed upon, in each case for either borrowings or for the issuance of letters of credit. The proceeds under the Revolving Credit Facility are available for working capital and general corporate purposes of Covanta Energy and its subsidiaries.

We have the option to establish additional term loan commitments and/or increase the size of the Revolving Credit Facility (collectively, the “Incremental Facilities”), subject to the satisfaction of certain conditions and obtaining sufficient lender commitments, in an amount up to the greater of \$500 million and the amount that, after giving effect to the incurrence of such Incremental Facilities, would not result in a leverage ratio, as defined in the credit agreement governing our Credit Facilities (the “Credit Agreement”), exceeding 2.75:1.00.

Availability under Revolving Credit Facility

As of September 30, 2013, we had availability under the Revolving Credit Facility as follows (in millions):

	Total Available Under Credit Facility	Maturing	Outstanding Borrowings as of September 30, 2013	Outstanding Letters of Credit as of September 30, 2013	Availability as of September 30, 2013
Revolving Credit Facility	\$ 900	2017	\$ 126	\$ 281	\$ 493

During the nine months ended September 30, 2013, we borrowed \$462 million under the Revolving Credit Facility, of which we subsequently repaid \$396 million during the period.

Repayment Terms

As of September 30, 2013, the Term Loan has mandatory amortization payments of \$3 million in each of the years 2014 to 2018 and \$280 million in 2019. The Credit Facilities (both the Term Loan and Revolving Credit Facility) are pre-payable at our option at any time.

Under certain circumstances, the Credit Facilities obligate us to apply 25% of our excess cash flow (as defined in the Credit Agreement) for each fiscal year commencing in 2013, as well as net cash proceeds from specified other sources, such as asset sales or insurance proceeds, to prepay the Term Loan, provided that this excess cash flow percentage shall be reduced to 0% in the event the Leverage Ratio (as defined below under Credit Agreement Covenants) is at or below 3.00:1.00.

Interest and Fees

Borrowings under the Credit Facilities bear interest, at our option, at either a base rate or a Eurodollar rate plus an applicable margin determined by pricing grids, which are based on Covanta Energy’s leverage ratio. Base rate is defined as the higher of (i) the Federal Funds Effective Rate plus 0.50%, (ii) the rate the administrative agent announces from time to time as its per annum “prime rate” or (iii) the one-month LIBOR rate plus 1.00%. Eurodollar rate borrowings bear interest at the British Bankers’ Association LIBOR Rate, commonly referred to as “LIBOR”, for the interest period selected by us. Base rate borrowings under the Revolving Credit Facility shall bear interest at the base rate plus an applicable margin ranging from 1.25% to 1.75%. Eurodollar borrowings under the Revolving Credit Facility shall bear interest at LIBOR plus an applicable margin ranging from 2.00% to 2.75%. Fees for issuances of letters of credit include fronting fees equal to 0.125% per annum and a participation fee for the lenders equal to the applicable interest margin for LIBOR rate borrowings. We will incur an unused commitment fee ranging from 0.375% to 0.50% on the unused amount of commitments under the Revolving Credit Facility. The Term Loan bore interest, at our option, at either (i) the base rate plus an applicable margin ranging from 1.75% to 2.00%, or (ii) LIBOR plus an applicable margin ranging from 2.75% to 3.00%, subject to a LIBOR floor of 1.00%. Effective March 29, 2013, we modified the Term Loan and it now bears interest at LIBOR plus 2.75% with a 0.75% LIBOR floor.

Guarantees and Security

The Credit Facilities are guaranteed by us and by certain of our subsidiaries. The subsidiaries that are party to the Credit Facilities agreed to secure all of the obligations under the Credit Facilities by granting, for the benefit of

secured parties, a first priority lien on substantially all of their assets, to the extent permitted by existing contractual obligations; a pledge of substantially all of the capital stock of each of our domestic subsidiaries and 65% of substantially all the capital stock of each of our foreign subsidiaries which are directly owned, in each case to the extent not otherwise pledged.

Credit Agreement Covenants

The loan documentation governing the Credit Facilities contains various affirmative and negative covenants, as well as financial maintenance covenants, that limit our ability to engage in certain types of transactions. We were in compliance with all of the affirmative and negative covenants under the Credit Facilities as of September 30, 2013.

The negative covenants of the Credit Facilities limit our and our restricted subsidiaries' ability to, among other things:

- incur additional indebtedness (including guarantee obligations);
- create certain liens against or security interests over certain property;
- pay dividends on, redeem, or repurchase our capital stock or make other restricted junior payments;

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

- enter into agreements that restrict the ability of our subsidiaries to make distributions or other payments to us;
- make investments;
- consolidate, merge or transfer all or substantially all of our assets and the assets of our subsidiaries on a consolidated basis;
- dispose of certain assets; and
- make certain acquisitions.

The financial maintenance covenants of the Credit Facilities, which are measured on a trailing four quarter period basis, include the following:

a maximum Leverage Ratio of 4.00 to 1.00 for the trailing four quarter period, which measures the principal amount of Covanta Energy's consolidated debt less certain restricted funds dedicated to repayment of project debt principal and construction costs ("Consolidated Adjusted Debt") to its adjusted earnings before interest, taxes, depreciation and amortization, as calculated in the Credit Agreement ("Adjusted EBITDA"). The definition of Adjusted EBITDA in the Credit Facilities excludes certain non-recurring and non-cash charges.

a minimum Interest Coverage Ratio of 3.00 to 1.00, which measures Covanta Energy's Adjusted EBITDA to its consolidated interest expense plus certain interest expense of ours, to the extent paid by Covanta Energy as calculated in the Credit Agreement.

7.25% Senior Notes due 2020 (the "7.25% Notes")

For specific criteria related to redemption features of the 7.25% Notes, refer to Note 11. Consolidated Debt of the Notes to Consolidated Financial Statements in our Form 10-K.

6.375% Senior Notes due 2022 (the "6.375% Notes")

For specific criteria related to redemption features of the 6.375% Notes, refer to Note 11. Consolidated Debt of the Notes to Consolidated Financial Statements in our Form 10-K.

3.25% Cash Convertible Senior Notes due 2014 (the "3.25% Notes")

The 3.25% Cash Convertible Senior Notes mature on June 1, 2014, and therefore the outstanding balance for the 3.25% Cash Convertible Senior Notes is included in the current portion of long-term debt on the condensed consolidated balance sheet as of September 30, 2013.

Under limited circumstances and subject to certain customary adjustments as provided in the indenture for the 3.25% Notes, the 3.25% Notes are convertible by the holders thereof into cash only (the "Cash Conversion Option"), based on a conversion rate, effective as of September 26, 2013, of 64.0526 shares of our common stock per \$1,000 principal amount of 3.25% Notes (which represents a conversion price of approximately \$15.61 per share). We will not deliver common stock (or any other securities) upon conversion under any circumstances. During the fourth quarter of 2013, holders of the 3.25% Notes have the right to cash convert the 3.25% Notes as a result of our common stock price having traded at more than 130% of the conversion price of the 3.25% Notes for at least 20 trading days during the period of 30 consecutive trading days ending September 30, 2013.

In connection with the issuance of the 3.25% Notes, we also sold warrants (the "Warrants"), correlating to the number of shares underlying the 3.25% Notes, which currently have a strike price of \$21.67 and settle on a net share basis. As the 3.25% Notes convert only into cash, the strike price of the Warrants effectively represents the conversion price above which we may issue shares in connection with these two issuances. For additional information, see Item 7A.

Quantitative and Qualitative Disclosures About Market Risk in our Form 10-K.

The debt discount related to the 3.25% Notes is accreted over their term and recognized as non-cash convertible debt related expense. The amount of the debt discount accretion expected to be included in our consolidated financial statements is \$8 million and \$13 million for the remainder of 2013 and for the year ended December 31, 2014, respectively.

For specific criteria related to contingent interest, conversion or redemption features of the 3.25% Notes and details related to the Cash Conversion Option, cash convertible note hedge and Warrants related to the 3.25% Notes, refer to Note 11. Consolidated Debt of the Notes to Consolidated Financial Statements in our Form 10-K. For details related

to the fair value for the contingent interest feature, cash conversion option, and cash convertible note hedge related to the 3.25% Notes, see Note 12. Derivative Instruments.

4.00% - 5.25% Tax-Exempt Bonds due from 2024 to 2042 ("Tax Exempt Bonds")

For specific criteria related to redemption features of the Tax Exempt Bonds, refer to Note 11. Consolidated Debt of the Notes to Consolidated Financial Statements in our Form 10-K.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Tax-Exempt Variable Rate Demand Bonds due 2043 ("Variable Rate Bonds")

On July 1, 2013, we issued \$22 million of new tax-exempt corporate variable-rate demand bonds, which are secured by a letter of credit issued under our Revolving Credit Facility and will mature on July 1, 2043. Proceeds from the offering were utilized to refinance \$22 million of the tax-exempt project debt at our Delaware Valley facility which matured on July 1, 2013. Financing costs were not material.

The Variable Rate Bonds are unsecured obligations which are guaranteed by Covanta Energy Corporation, and are not secured by project assets. Except for amounts payable out of drawings under the letter of credit, principal and interest on the Variable Rate Bonds will be payable solely from, and secured solely by, a pledge of payments derived under a loan agreement between us and the Delaware County Industrial Development Agency as Issuer.

The Variable Rate Bonds bear interest either on a daily or weekly interest rate as determined by the remarketing agent on the basis of examination of bonds comparable to the Variable Rate Bonds known by the remarketing agent to have been priced or traded under then prevailing market conditions. As of September 30, 2013, the weekly interest rate was 0.11%. Interest on the Variable Rate Bonds is paid monthly on the first business day of each month beginning on August 1, 2013.

The Variable Rate Bonds are subject to redemption at our option, in whole or in part, at a redemption price of 100% of the principal amount, plus accrued interest. The Variable Rate Bonds also contain a mandatory tender for purchase feature, contingent upon a conversion of the interest rate period or failure to procure a renewal or alternate letter of credit, at a purchase price of 100% of the principal amount, plus accrued interest.

NOTE 7. INCOME TAXES

We record our interim tax provision based upon our estimated annual effective tax rate ("ETR") and account for the tax effects of discrete events in the period in which they occur. We file a federal consolidated income tax return with our eligible subsidiaries. Our federal consolidated income tax return also includes the taxable results of certain grantor trusts described below.

The ETR was approximately (28)% and 55% for the nine months ended September 30, 2013 and 2012, respectively. The non-cash write-off of United Kingdom development costs recorded in the second quarter of 2013 has no corresponding tax benefit. The ETR for the nine month period ended September 30, 2013, excluding the impact of the non-cash write-off of United Kingdom development costs and other foreign losses for which we cannot recognize a tax benefit, would have been approximately 32%. For additional information, see Note 8. Supplementary Information. We currently estimate our ETR for the year ending December 31, 2013 will be approximately 180%. The ETR estimate for the year December 31, 2013, excluding the impact of the non-cash write-off of United Kingdom development costs and foreign losses for which we cannot recognize a tax benefit, would have been approximately 45%.

Uncertain tax positions, exclusive of interest and penalties, were \$122 million and \$124 million as of September 30, 2013 and December 31, 2012, respectively. Included in the balance of unrecognized tax benefits as of September 30, 2013 are potential benefits of \$122 million that, if recognized, would impact the effective tax rate. For both the three and nine months ended September 30, 2013 and 2012, we recognized a net tax benefit for uncertain tax positions of \$2 million and a net tax expense of \$1 million, respectively, including interest and penalties. We have accrued interest and penalties associated with liabilities for uncertain tax positions of \$1 million for both September 30, 2013 and December 31, 2012. We continue to reflect tax related interest and penalties as part of the tax provision.

In the ordinary course of our business, the Internal Revenue Service ("IRS") and state tax authorities will periodically audit our federal and state tax returns. As issues are examined by the IRS and state auditors, we may decide to adjust the existing liability for uncertain tax positions for issues that were not previously deemed an exposure. Federal income tax returns for Covanta Energy are closed for the years through 2003. However, to the extent net operating loss carryforwards ("NOLs") are utilized from earlier years, federal income tax returns for Covanta Holding Corporation, formerly known as Danielson Holding Corporation, are still open. The IRS is currently auditing our tax

returns for the years 2004 through 2009, which includes years during the carryforward period including returns in which some of the losses giving rise to the NOLs that were reported. In connection with this audit, the IRS has proposed certain adjustments to our 2008 tax return. We do not believe such proposed adjustments are consistent with applicable rules, and we have challenged them through the IRS's administrative appeals procedures. If we are unsuccessful in challenging such adjustments, some portion of the NOLs would not be available to offset consolidated taxable income, and/or we could be required to pay federal income taxes (and potentially interest and penalties) for prior years. State income tax returns are generally subject to examination for a period of three to five years after the filing of the respective return. The state impact of any federal changes remains subject to examination by various states for a period of up to one year after formal notification to the states. We have various state income tax returns in the process of examination, administrative appeals or litigation.



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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Our NOLs predominantly arose from our predecessor insurance entities, formerly named Mission Insurance Group, Inc., (“Mission”). These Mission insurance entities have been in state insolvency proceedings in California and Missouri since the late 1980's. The amount of NOLs available to us will be reduced by any taxable income or increased by any taxable losses generated by current members of our consolidated tax group, which include grantor trusts associated with the Mission insurance entities.

While we cannot predict what amounts, if any, may be includable in taxable income as a result of the final administration of these grantor trusts, substantial actions toward such final administration have been taken and we believe that neither arrangements with the California Commissioner of Insurance nor the final administration by the Director of the Division of Insurance for the State of Missouri will result in a material reduction in available NOLs. We had consolidated federal NOLs estimated to be approximately \$392 million for federal income tax purposes as of December 31, 2012, based on the income tax returns filed and projected to be filed. The federal NOLs will expire in various amounts from December 31, 2023 through December 31, 2031, if not used. In addition to the consolidated federal NOLs, as of December 31, 2012, we had state NOL carryforwards of approximately \$303 million, which expire between 2013 and 2031, net foreign NOL carryforwards of approximately \$29 million expiring between 2015 and 2031, federal tax credit carryforwards, including production tax credits of \$48 million expiring between 2014 and 2022, and minimum tax credits of \$7 million with no expiration. These deferred tax assets are offset by a valuation allowance of approximately \$34 million. For further information, refer to Note 15. Income Taxes of the Notes to the Consolidated Financial Statements in our Form 10-K.

## NOTE 8. SUPPLEMENTARY INFORMATION

## Operating Revenues

The components of waste and service revenues are as follows (in millions):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Waste and service revenue unrelated to project debt	\$248	\$235	\$718	\$710
Revenue earned explicitly to service project debt - principal	8	10	25	31
Revenue earned explicitly to service project debt - interest	1	2	4	6
Total waste and service revenue	\$257	\$247	\$747	\$747

Under some of our service agreements, we bill municipalities fees to service project debt (principal and interest). The amounts billed are based on the actual principal amortization schedule for the project bonds. Regardless of the amounts billed to client communities relating to project debt principal, we recognize revenue earned explicitly to service project debt principal on a levelized basis over the term of the applicable agreement. In the beginning of the agreement, principal billed is less than the amount of levelized revenue recognized related to principal and we record an unbilled service receivable asset. At some point during the agreement, the amount we bill will exceed the levelized revenue and the unbilled service receivable begins to reduce, and ultimately becomes nil at the end of the contract. In the final year(s) of a contract, cash may be utilized from available debt service reserve accounts to pay remaining principal amounts due to project bondholders and such amounts are no longer billed to or paid by municipalities. Generally, therefore, in the last year of the applicable agreement, little or no cash is received from municipalities relating to project debt, while our levelized service revenue continues to be recognized until the expiration date of the term of the agreement.

## Operating Costs

## Pass through costs

Pass through costs are costs for which we receive a direct contractually committed reimbursement from the municipal client which sponsors an energy-from-waste project. These costs generally include utility charges, insurance premiums, ash residue transportation and disposal and certain chemical costs. These costs are recorded net of municipal client reimbursements in our condensed consolidated financial statements. Total pass through costs were \$17 million and \$15 million for the three months ended September 30, 2013 and 2012, respectively and \$52 million and \$54 million for the nine months ended September 30, 2013 and 2012, respectively.

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

## Other operating expenses

The components of other operating expenses are as follows (in millions):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Construction costs	\$32	\$25	\$86	\$95
Insurance subsidiary operating expenses <sup>(1)</sup>	1	8	3	13
Defined benefit pension plan settlement gain <sup>(2)</sup>	—	—	(6	) —
Insurance recoveries <sup>(3)</sup>	(4	) —	(4	) (5
Other <sup>(4)</sup>	(3	) (2	) (12	) (3
Total other operating expenses	\$26	\$31	\$67	\$100

Insurance subsidiary operating expenses are primarily comprised of incurred but not reported loss reserves, loss adjustment expenses and policy acquisition costs. During the three months ended September 30, 2012, we

(1) transitioned our remaining insurance business to run-off and recorded losses and reserve increases of \$7 million primarily relating to adverse loss development.

(2) During the first quarter of 2013, we had final settlement of our defined benefit pension plan. For additional information see Note 9. Benefit Obligations.

(3) See Stanislaus Energy-from-Waste Facility discussion below.

(4) During the three and nine months ended September 30, 2013, we recognized a gain of \$3 million related to a contract amendment. During the nine months ended September 30, 2013, we recognized a gain of \$8 million related to early termination of a power purchase agreement.

## Stanislaus Energy-from-Waste Facility

In January 2012, our Stanislaus, California energy-from-waste facility experienced a turbine generator failure.

Damage to the turbine generator was extensive and operations at the facility were suspended promptly to assess the cause and extent of damage. The facility is capable of processing waste without utilizing the turbine generator to generate electricity, and we resumed waste processing operations during the first quarter of 2012. The facility began to generate electricity during the fourth quarter of 2012 and is fully operational. During 2012, total capital expenditures related to the repair of the turbine generator was \$12 million. The cost of repair or replacement, and business interruption losses, were insured under the terms of applicable insurance policies, subject to deductibles. We recorded insurance recoveries in our condensed consolidated statements of income as follows (in millions):

	Twelve Months Ended	Nine Months Ended
	December 31, 2012	September 30, 2013
Insurance Recoveries for Repair and reconstruction costs (net of write-down of assets, recorded to Other operating expenses)	\$7	\$4
Insurance Recoveries for Business Interruption and Clean-up costs, net of costs incurred (reduction to Plant operating expenses)	\$—	\$3

## Amortization of waste, service and energy contracts

Our waste, service, energy and other contract intangibles are intangible assets and liabilities relating to long-term operating contracts at acquired facilities and are recorded upon acquisition at their estimated fair market values based upon discounted cash flows. Intangible assets and liabilities are amortized using the straight line method over their remaining useful lives.

The following table details the amount of the actual/estimated amortization expense and contra-expense associated with these intangible assets and liabilities as of September 30, 2013 included or expected to be included in our condensed consolidated statements of operations for each of the years indicated (in millions):



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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

	Waste, Service and Energy Contract Intangibles (Amortization Expense)	Waste, Service and Other Contract Intangibles (Contra-Expense)
Nine Months Ended September 30, 2013	\$ 23	\$(7 )
Remainder of 2013	\$ 8	\$(3 )
2014	29	(10 )
2015	26	(6 )
2016	23	(6 )
2017	15	(4 )
Thereafter	272	(3 )
Total	\$ 373	\$(32 )
Net write-offs (gains)		

The components of net write-offs are as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Americas segment:				
Write-down of Wallingford EfW facility assets <sup>(1)</sup>	\$9	\$—	\$9	\$—
Write-down of equity investment in biomass facility <sup>(2)</sup>	3	—	3	—
Write-off of loan issued for the Harrisburg EfW facility to fund certain facility improvements <sup>(3)</sup>	—	—	4	—
Write-off of intangible liability <sup>(4)</sup>	—	(29 )	—	(29 )
Write-down of renewable fuels project <sup>(5)</sup>	—	16	—	16
Sub-total:	12	(13 )	16	(13 )
Other:				
Development costs - UK <sup>(6)</sup>	—	11	47	11
Total net write-offs (gains)	\$12	\$(2 )	\$63	\$(2 )

(1) During the three and nine months ended September 30, 2013, we recorded a non-cash write-down of \$9 million resulting from an impairment charge related to our Wallingford EfW facility assets in Connecticut.

(2) During the three and nine months ended September 30, 2013, we recorded a non-cash write-down of \$3 million related to our 55% equity investment in the Pacific Ultrapower Chinese Station biomass facility in California.

(3) See Harrisburg Energy-from-Waste Facility discussion below.

During the nine months ended September 30, 2012, our service contract for the Essex EfW facility was amended (4) and we recorded a non-cash write-off of an intangible liability of \$29 million related to the below-market service contract which was recorded at fair value upon acquisition of the facility.

During the nine months ended September 30, 2012, we suspended construction of a facility that transformed waste (5) materials into renewable liquid fuels. We recorded a non-cash write-off of \$16 million representing the capitalized costs related to this project.

(6) See Development Costs - United Kingdom discussion below.

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

**Harrisburg Energy-from-Waste Facility**

In 2008, we entered into a ten year agreement with The Harrisburg Authority to maintain and operate an 800 ton per day energy-from-waste facility located in Harrisburg, Pennsylvania. We also agreed to provide construction management services and to advance up to \$26 million in funding to The Harrisburg Authority for certain facility improvements required to enhance facility performance, which improvements were substantially completed during 2010. The repayment of this funding was guaranteed by the City of Harrisburg, but was otherwise unsecured, and junior to project bondholders' rights. We advanced \$22 million, of which \$20 million was outstanding as of December 31, 2010 under this funding arrangement. On October 5, 2010, we filed suit against the City of Harrisburg in the Dauphin County Court of Common Pleas seeking to enforce our rights under the City's guaranty. On December 15, 2010, the City of Harrisburg was formally admitted to the State oversight program for distressed municipalities known as Act 47. In 2010, we recorded a non-cash impairment charge of \$7 million, pre-tax, to write-down the receivable to \$13 million, which was calculated based on a range of potential outcomes utilizing various estimated cash flows for the receivable. In June 2012, the Lancaster County Solid Waste Management Authority ("LCSWMA") was selected by the Office of the Receiver for the City of Harrisburg as the winner of a competitive bidding process to enter into immediate negotiations for the purchase of the Harrisburg energy-from-waste facility. During the quarter ended June 30, 2013, we engaged in negotiations with the Office of the Receiver for a final settlement regarding repayment of our receivable. Based on a range of potential outcomes with respect to such repayment, we recorded an additional non-cash write-off of \$4 million, pre-tax, to write-down the receivable to \$9 million during the quarter ended June 30, 2013. During the quarter ended September 30, 2013, we entered into an amended and restated agreement with LCSWMA that will replace our original ten year agreement with The Harrisburg Authority upon closing of the sale of the Harrisburg energy-from-waste facility from The Harrisburg Authority to LCSWMA. This closing is conditioned on reaching a complex global settlement among all Harrisburg stakeholders. The receipt of \$9 million from the receiver for the outstanding receivable, as well as the complex global settlement, are both conditions to the amended and restated agreement with LCSWMA. The amended and restated agreement expires December 31, 2017 and its terms are similar to the original agreement.

**Development Costs - United Kingdom**

On April 19, 2013, we received notification that we were not selected as the preferred bidder for the Merseyside Recycling and Waste Authority's ("MRWA") waste procurement. The MRWA waste procurement would have accounted for a significant portion of the capacity at a project to be located at Ince Park, Cheshire, England. Based on this triggering event, we evaluated the recoverability of our capitalized development costs related to our United Kingdom development efforts. During the nine months ended September 30, 2013, we recorded a non-cash write-off of approximately \$47 million comprised of capitalized development costs and land related to United Kingdom development projects which we ceased to pursue in their current form, based on an analysis of potential outcomes regarding the recoverability of the assets. We also incurred approximately \$3 million in severance and other restructuring expenses related to our United Kingdom development office which was recorded as general and administrative expenses.

During the nine months ended September 30, 2012, we recorded a non-cash write-off of \$11 million of capitalized development costs related to a development project which we ceased to pursue in the United Kingdom.

**Non-Cash Convertible Debt Related Expense**

The components of non-cash convertible debt related expense are as follows (in millions):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Debt discount accretion related to the 3.25% Notes	\$7	\$7	\$21	\$20
Fair value changes related to the cash convertible note hedge	(35	) 8	(71	) (33

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Fair value changes related to the cash conversion option derivative	35	(9	) 71	32
Total non-cash convertible debt related expense	\$7	\$6	\$21	\$19

Other Income, Net

For the nine months ended September 30, 2013 and 2012, other income included \$0 and \$3 million, respectively, of foreign currency gains related to intercompany loans.

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

## Accumulated Other Comprehensive Income (Loss) ("AOCI")

The changes in accumulated other comprehensive income (loss) are as follows (in millions):

	Foreign Currency Translation	Pension and Other Postretirement Plan Unrecognized Net Gain (Loss)	Net Unrealized Gain on Derivatives	Net Unrealized Gain (Loss) on Securities	Total	
Balance December 31, 2012	\$4	\$2	\$—	\$1	\$7	
Other comprehensive (loss) income before reclassifications	(3	) 3	1	(1	) —	
Amounts reclassified from accumulated other comprehensive income	—	(4	) —	—	(4	)
Net current period comprehensive (loss) income	(3	) (1	) 1	(1	) (4	)
Balance September 30, 2013	\$1	\$1	\$1	\$—	\$3	

Reclassifications out of accumulated other comprehensive income (loss) are as follows (in millions):

Amount Reclassified from Accumulated Other Comprehensive Income (Loss)

	For the Three Months Ended	For the Nine Months Ended	Affected Line Item in the Condensed Consolidated Statement of Operations
Accumulated Other Comprehensive Income Component	September 30, 2013		
Defined benefit pension plan			
Prior service costs	\$—	\$(9	) Other operating expenses
Net actuarial loss	—	3	) Other operating expenses
	—	(6	) Total before tax
	—	2	) Tax benefit
	\$—	\$(4	) Net of tax

## NOTE 9. BENEFIT OBLIGATIONS

## Defined Benefit Pension Plan

The components of net periodic benefit costs, interest costs and the expected return on plan assets for the pension and other post-retirement benefits were not material for the three and nine months ended September 30, 2013 and 2012. During 2012, the IRS approved the defined benefit pension plan termination. Employees were given two disbursement elections, either a lump sum payment or an annuity option. Approximately 72% of plan participants elected the lump sum payment option, and during the fourth quarter of 2012, \$62 million was distributed to such participants. During the first quarter of 2013, \$35 million of annuity contracts were purchased on behalf of participants choosing the annuity option. During the first quarter of 2013, we recorded a pre-tax defined benefit pension plan settlement gain of \$6 million which was recorded as other operating income in our condensed consolidated statements of operations. The defined benefit pension plan termination concluded with the purchase of the annuities during the first quarter of 2013. Accordingly, we have no future obligations related to the defined benefit pension plan, including future funding requirements.

## Defined Contribution Plans



Substantially all of our employees in the United States are eligible to participate in defined contribution plans we sponsor. Our costs related to defined contribution plans were \$4 million for both the three months ended September 30, 2013 and 2012 and \$12 million for both the nine months ended September 30, 2013 and 2012.

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

## NOTE 10. STOCK-BASED COMPENSATION

During the nine months ended September 30, 2013, we awarded certain employees 580,207 restricted stock awards and 24,003 restricted stock units ("RSUs"). The restricted stock awards will be expensed over the requisite service period, subject to an assumed 12% average forfeiture rate. The terms of the restricted stock awards include vesting provisions based solely on continued service. If the service criteria are satisfied, the restricted stock awards generally vest during March of 2014, 2015, and 2016. The RSUs were expensed during the three months ended March 31, 2013. During the three months ended March 31, 2013, we awarded an additional 195,481 RSUs that will vest based upon the total stockholder return ("TSR") performance of our common stock over a three year period relative to companies included in published indices for the waste and disposal industry, the conventional electricity utilities industry and other similarly sized "mid-cap" companies (the "TSR Equity Awards"). We recognize compensation expense for the TSR Equity Awards based on the grant date fair value of the award which was determined using a Monte Carlo model. On May 10, 2013, in accordance with our existing program for annual director compensation, we awarded 53,900 shares of restricted stock under the Directors Plan. We determined that the service vesting condition of these restricted stock awards to be non-substantive and, in accordance with accounting principles for stock compensation, recorded the entire fair value of the award as compensation expense on the grant date.

Compensation expense related to our stock-based awards totaled \$3 million for both the three months ended September 30, 2013 and 2012, and \$12 million and \$13 million for the nine months ended September 30, 2013 and 2012, respectively. Unrecognized stock-based compensation expense and weighted-average years to be recognized are as follows (in millions, except for weighted average years):

	As of September 30, 2013	
	Unrecognized stock-based compensation	Weighted-average years to be recognized
Restricted Stock Awards	\$ 10	1.5
Restricted Stock Units	\$ 3	2.3

## NOTE 11. FINANCIAL INSTRUMENTS

## Fair Value Measurements

Authoritative guidance associated with fair value measurements provides a framework for measuring fair value and establishes a fair value hierarchy that prioritizes the inputs used to measure fair value, giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 inputs), then significant other observable inputs (Level 2 inputs) and the lowest priority to significant unobservable inputs (Level 3 inputs). The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

For cash and cash equivalents, restricted funds, and marketable securities, the carrying value of these amounts is a reasonable estimate of their fair value. The fair value of restricted funds held in trust is based on quoted market prices of the investments held by the trustee.

Fair values for long-term debt and project debt are determined using quoted market prices.

The fair value of the note hedge and the cash conversion option are determined using an option pricing model based on observable inputs such as implied volatility, risk free interest rate, and other factors. The fair value of the note hedge is adjusted to reflect counterparty risk of non-performance, and is based on the counterparty's credit spread in the credit derivatives market. The contingent interest features related to the Debentures and the 3.25% Notes are valued quarterly using the present value of expected cash flow models incorporating the probabilities of the contingent events occurring.

The estimated fair value amounts have been determined using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required in interpreting market data to develop estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that

we would realize in a current market exchange. The fair-value estimates presented herein are based on pertinent information available to us as of September 30, 2013. Such amounts have not been comprehensively revalued for purposes of these financial statements since September 30, 2013, and current estimates of fair value may differ significantly from the amounts presented herein.

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

The following table presents information about the fair value measurement of our assets and liabilities as of September 30, 2013 and December 31, 2012:

Financial Instruments Recorded at Fair Value on a Recurring Basis:	Fair Value Measurement Level	As of	
		September 30, 2013	December 31, 2012
		(In millions)	
Assets:			
Cash and cash equivalents:			
Bank deposits and certificates of deposit	1	\$246	\$240
Money market funds	1	6	6
Total cash and cash equivalents:		252	246
Restricted funds held in trust:			
Bank deposits and certificates of deposit	1	2	2
Money market funds	1	63	64
U.S. Treasury/Agency obligations <sup>(1)</sup>	1	15	17
State and municipal obligations	1	112	119
Commercial paper/Guaranteed investment contracts/Repurchase agreements	1	2	12
Total restricted funds held in trust:		194	214
Restricted funds — other:			
Bank deposits and certificates of deposit <sup>(2)(3)</sup>	1	1	5
Money market funds <sup>(3)</sup>	1	7	8
Residential mortgage-backed securities <sup>(3)</sup>	1	1	1
Total restricted funds other:		9	14
Investments:			
Mutual and bond funds <sup>(2)(3)</sup>	1	13	2
Investments available for sale:			
U.S. Treasury/Agency obligations <sup>(4)</sup>	1	6	6
Residential mortgage-backed securities <sup>(4)</sup>	1	10	11
Other government obligations <sup>(4)</sup>	1	4	5
Corporate investments <sup>(4)</sup>	1	13	14
Equity securities <sup>(3)</sup>	1	4	3
Total investments:		50	41
Derivative Asset — Note Hedge	2	175	104
Total assets:		\$680	\$619
Liabilities:			
Derivative Liability — Cash Conversion Option	2	\$176	\$105
Derivative Liabilities — Contingent interest features of the 3.25% Notes and Debentures	2	0	0
Derivative Liability — Energy Hedges	2	—	1
Total liabilities:		\$176	\$106

The following financial instruments are recorded at their carrying amount (in millions).

Financial Instruments Recorded at Carrying Amount:	As of September 30, 2013		As of December 31, 2012	
	Carrying	Estimated	Carrying	Estimated

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	Amount	Fair Value	Amount	Fair Value
Assets:				
Accounts receivables <sup>(5)</sup>	\$291	\$291	\$283	\$283
Liabilities:				
Long-term debt	\$2,192	\$2,137	\$2,015	\$2,081
Project debt	\$265	\$277	\$317	\$329

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

- (1) The U.S. Treasury/Agency obligations in restricted funds held in trust are primarily comprised of Federal Home Loan Mortgage Corporation securities at fair value.
- (2) Included in other noncurrent assets in the condensed consolidated balance sheets.
- (3) Included in prepaid expenses and other current assets in the condensed consolidated balance sheets.
- (4) Included in investments in fixed maturities at market in the condensed consolidated balance sheets.
- (5) Includes \$23 million and \$27 million of noncurrent receivables in other noncurrent assets in the condensed consolidated balance sheets as of September 30, 2013 and December 31, 2012, respectively.

**Investments**

Our insurance subsidiaries' fixed maturity debt and equity securities portfolio are classified as "available-for-sale" and are carried at fair value. Other investments, such as investments in companies in which we do not have the ability to exercise significant influence, are carried at the lower of cost or estimated realizable value.

As of September 30, 2013 and December 31, 2012, the cost or amortized cost of our investments approximated their fair value as unrealized gains and losses were not material. The change in net unrealized gain on securities included as a separate component of AOCI in the consolidated statements of comprehensive income was not material for the three and nine months ended September 30, 2013 and 2012, respectively.

The expected maturities of fixed maturity securities, by amortized cost and fair value are shown below (in millions):

	As of September 30, 2013	
	Amortized Cost	Fair Value
Available-for-sale:		
One year or less	\$4	\$4
Over one year to five years	16	16
Over five years to ten years	13	13
More than ten years	—	—
Total fixed maturities	\$33	\$33

Our fixed maturities held by our insurance subsidiary include mortgage-backed securities and collateralized mortgage obligations, collectively ("MBS") representing 32% and 31% of the total fixed maturities as of September 30, 2013 and December 31, 2012, respectively. Our MBS holdings are issued by the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, or the Government National Mortgage Association all of which are rated "AAA" by Moody's Investors Services. MBS and callable bonds, in contrast to other bonds, are more sensitive to market value declines in a rising interest rate environment than to market value increases in a declining interest rate environment.

As of both September 30, 2013 and December 31, 2012, the aggregate losses from temporarily impaired investments were less than \$1 million. As of September 30, 2013, 3 of the temporarily impaired fixed maturity investments had maturities less than 12 months and 26 had maturities greater than 12 months. The following table sets forth a summary of temporarily impaired investments held by our insurance subsidiary (dollars in millions):

Description of Investments	As of September 30, 2013		As of December 31, 2012	
	Fair Value	Number of Investments	Fair Value	Number of Investments
U.S. Treasury and other direct U.S. Government obligations	\$3	5	\$1	1
Residential mortgage-backed securities	9	17	9	12
Other government obligations	1	2	—	1
Corporate bonds	2	5	1	3
Total fixed maturities	15		11	

Equity securities	—	3	1	8
Total temporarily impaired investments	\$15		\$12	

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

## NOTE 12. DERIVATIVE INSTRUMENTS

The following disclosures summarize the fair value of derivative instruments not designated as hedging instruments in the condensed consolidated balance sheets and the effect of changes in fair value related to those derivative instruments not designated as hedging instruments on the condensed consolidated statements of operations (in millions).

Derivative Instruments Not Designated As Hedging Instruments		Balance Sheet Location	Fair Value as of		
			September 30, 2013	December 31, 2012	
Asset Derivatives:					
Note Hedge	Note Hedge		\$175	\$—	
Note Hedge	Other noncurrent assets		\$—	\$104	
Liability Derivatives:					
Cash Conversion Option	Current portion of long-term debt		\$176	\$—	
Cash Conversion Option	Long-term debt		\$—	\$105	
Contingent interest features of the Debentures and 3.25% Notes	Other noncurrent liabilities		\$0	\$0	
Amount of Gain or (Loss) Recognized In Income on Derivatives					
Effect on Income of Derivative Instruments Not Designated As Hedging Instruments	Location of Gain or (Loss) Recognized in Income on Derivatives	For the Three Months Ended		For the Nine Months Ended	
		September 30, 2013	2012	September 30, 2013	2012
Note Hedge	Non-cash convertible debt related expense	\$35	\$(8)	\$71	\$33
Cash Conversion Option	Non-cash convertible debt related expense	(35)	9	(71)	(32)
Contingent interest features of the 3.25% Notes and Debentures	Non-cash convertible debt related expense	—	—	—	—
Effect on income of derivative instruments not designated as hedging instruments		\$—	\$1	\$—	\$1

Cash Conversion Option, Note Hedge and Contingent Interest features related to the 3.25% Cash Convertible Senior Notes

The cash conversion option is a derivative instrument which is recorded at fair value quarterly with any change in fair value being recognized in our condensed consolidated statements of operations as non-cash convertible debt related expense. The note hedge is accounted for as a derivative instrument and, as such, is recorded at fair value quarterly with any change in fair value being recognized in our condensed consolidated statements of operations as non-cash convertible debt related expense.

We expect the gain or loss associated with changes to the valuation of the note hedge to substantially offset the gain or loss associated with changes to the valuation of the cash conversion option. However, they will not be completely offsetting as a result of changes in the credit valuation adjustment related to the note hedge. Our most significant credit exposure arises from the note hedge. The fair value of the note hedge reflects the maximum loss that would be incurred should the option counterparties fail to perform according to the terms of the note hedge agreement. For



specific details related to the cash conversion option, note hedge and contingent interest features of the 3.25% Notes, refer to Note 11 of the Notes to Consolidated Financial Statements in our Form 10-K.

#### Energy Price Risk

Following the expiration of certain long-term energy sales contracts, we may have exposure to market risk, and therefore revenue fluctuations, in energy markets. We have entered into contractual arrangements that will mitigate our exposure to this volatility through a variety of hedging techniques, and will continue to do so in the future. Our efforts in this regard will involve only mitigation of price volatility for the energy we produce, and will not involve speculative energy trading. Consequently, we have entered into agreements with various financial institutions to hedge our exposure to market risk. As of September 30, 2013, the fair value of the energy derivatives of \$1 million, pre-tax, was recorded as a current liability and as a component of AOCI.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

NOTE 13. COMMITMENTS AND CONTINGENCIES

We and/or our subsidiaries are party to a number of claims, lawsuits and pending actions, most of which are routine and all of which are incidental to our business. We assess the likelihood of potential losses on an ongoing basis and when losses are considered probable and reasonably estimable, record as a loss an estimate of the outcome. If we can only estimate the range of a possible loss, an amount representing the low end of the range of possible outcomes is recorded. The final consequences of these proceedings are not presently determinable with certainty.

Environmental Matters

Our operations are subject to environmental regulatory laws and environmental remediation laws. Although our operations are occasionally subject to proceedings and orders pertaining to emissions into the environment and other environmental violations, which may result in fines, penalties, damages or other sanctions, we believe that we are in substantial compliance with existing environmental laws and regulations.

We may be identified, along with other entities, as being among parties potentially responsible for contribution to costs associated with the correction and remediation of environmental conditions at disposal sites subject to federal and/or analogous state laws. In certain instances, we may be exposed to joint and several liabilities for remedial action or damages. Our liability in connection with such environmental claims will depend on many factors, including our volumetric share of waste, the total cost of remediation, and the financial viability of other companies that also sent waste to a given site and, in the case of divested operations, the contractual arrangement with the purchaser of such operations.

The potential costs related to the matters described below and the possible impact on future operations are uncertain due in part to the complexity of governmental laws and regulations and their interpretations, the varying costs and effectiveness of cleanup technologies, the uncertain level of insurance or other types of recovery and the questionable level of our responsibility. Although the ultimate outcome and expense of any litigation, including environmental remediation, is uncertain, we believe that the following proceedings will not have a material adverse effect on our condensed consolidated financial position or results of operations.

Lower Passaic River Matter. In August 2004, the United States Environmental Protection Agency (“EPA”) notified Covanta Essex Company (“Essex”) that it was a potentially responsible party (“PRP”) for Superfund response actions in the Lower Passaic River Study Area, referred to as “LPRSA,” a 17 mile stretch of river in northern New Jersey. Essex is one of 67 PRPs participating in the LPRSA PRP group, which is undertaking a Remedial Investigation/Feasibility Study (“Study”) of the LPRSA under EPA oversight. Essex’s share of the Study costs to date are not material to its financial position and results of operations; however, the Study costs are exclusive of any LPRSA remedial costs or natural resource damages that may ultimately be assessed against PRPs. In February 2009, Essex and over 300 other PRPs were named as third-party defendants in a suit brought by the State of New Jersey Department of Environmental Protection (“NJDEP”) in New Jersey Superior Court of Essex County (“Superior Court”) against Occidental Chemical Corporation and certain related entities (“Occidental”) with respect to alleged contamination of the LPRSA by Occidental. The Occidental third-party complaint seeks contribution with respect to any award to NJDEP of damages against Occidental in the matter. NJDEP and third party defendants including Essex agreed to a settlement which is subject to public comment and approval by the Superior Court prior to becoming final and effective. The Company's share of the proposed settlement is not material to our financial position or results of operations. The Superior Court litigation remains stayed pending consideration of the proposed settlement. Considering the history of industrial and other discharges into the LPRSA from other sources, including named PRPs, Essex believes any releases to the LPRSA from its facility to be de minimis; however, it is not possible at this time to predict that outcome or to estimate Essex’s liability in the matter, including for LPRSA remedial costs and/or natural resource damages and/or contribution claims made by Occidental and/or other PRPs.

California Matter. On March 5, 2012, we received a letter from the Department of Toxic Substances Control of the State of California (the “Department”) notifying us that the Department and several District Attorneys’ offices in the State of California are investigating the operation of our biomass facilities in California. It is our understanding that

the investigation is focused on issues relating to (i) the feedstock at our biomass facilities and the impact of that fuel on the quality and character of the ash residue generated at these facilities and (ii) our compliance with California's environmental laws at our biomass facilities. We believe that our biomass operations in California are in compliance with existing environmental laws and regulations in all material respects. We are cooperating with the Department's and District Attorneys' investigation. We do not believe that the investigation or any matters arising there from will have a material adverse effect on our condensed consolidated financial position or results of operations.

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## COVANTA HOLDING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

North Carolina Transformer Site Matter. In a letter from the EPA dated December 19, 2012, our subsidiary, Covanta Dade Power Corp. (“Dade”) was named as a PRP, along with numerous other unidentified PRPs, relating to the cleanup of the Ward Transformer Superfund Site in Raleigh, North Carolina (“Ward Site”). Dade's alleged liability as a PRP stems from the 1994 servicing at the Ward Site of a transformer alleged to have contained PCB-contaminated oil. EPA is seeking reimbursement from PRPs for its oversight costs in connection with ongoing cleanup activities at the Ward Site. While our investigation in this matter is continuing, based on information obtained to date, we believe Dade's responsibility, if any, in connection with this matter to be de minimis; however, it is not possible at this time to estimate the range of possible loss relating to Dade's ultimate liability, if any, in this matter.

## Other Matters

Other commitments as of September 30, 2013 were as follows (in millions):

	Commitments Expiring by Period		
	Total	Less Than One Year	More Than One Year
Letters of credit	\$281	\$6	\$275
Surety bonds	304	—	304
Total other commitments — net	\$585	\$6	\$579

The letters of credit were issued under the Revolving Credit Facility to secure our performance under various contractual undertakings related to our domestic and international projects or to secure obligations under our insurance program. Each letter of credit relating to a project is required to be maintained in effect for the period specified in related project contracts, and generally may be drawn if it is not renewed prior to expiration of that period.

We believe that we will be able to fully perform under our contracts to which these existing letters of credit relate, and that it is unlikely that letters of credit would be drawn because of a default of our performance obligations. If any of these letters of credit were to be drawn by the beneficiary, the amount drawn would be immediately repayable by us to the issuing bank. If we do not immediately repay such amounts drawn under these letters of credit, unreimbursed amounts would be treated under the Credit Facilities as either additional term loans or as revolving loans in the case of letters of credit issued under the Revolving Credit Facility.

The surety bonds listed on the table above relate primarily to performance obligations (\$291 million) and support for closure obligations of various energy projects when such projects cease operating (\$13 million). Were these bonds to be drawn upon, we would have a contractual obligation to indemnify the surety company.

We have certain contingent obligations related to the 7.25% Notes, 6.375% Notes and the 3.25% Notes. These arise as follows:

- holders may require us to repurchase their 7.25% Notes, 6.375% Notes and their 3.25% Notes if a fundamental change occurs; and

- holders may exercise their conversion rights upon the occurrence of certain events, which would require us to pay the conversion settlement amount in cash.

For specific criteria related to contingent interest, conversion or redemption features of the 7.25% Notes, the 6.375% Notes and the 3.25% Notes, refer to Note 11. Consolidated Debt of the Notes to Consolidated Financial Statements in our Form 10-K.

We have issued or are party to guarantees and related contractual support obligations undertaken pursuant to agreements to construct and operate waste and energy facilities. For some projects, such performance guarantees include obligations to repay certain financial obligations if the project revenues are insufficient to do so, or to obtain or guarantee financing for a project. With respect to our businesses, we have issued guarantees to municipal clients and other parties that our subsidiaries will perform in accordance with contractual terms, including, where required, the payment of damages or other obligations. Additionally, damages payable under such guarantees for our energy-from-waste facilities could expose us to recourse liability on project debt. If we must perform under one or more of such guarantees, our liability for damages upon contract termination would be reduced by funds held in trust

and proceeds from sales of the facilities securing the project debt and is presently not estimable. Depending upon the circumstances giving rise to such damages, the contractual terms of the applicable contracts, and the contract counterparty's choice of remedy at the time a claim against a guarantee is made, the amounts owed pursuant to one or more of such guarantees could be greater than our then-available sources of funds. To date, we have not incurred material liabilities under such guarantees.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

We are planning significant capital improvements, at a cost estimated to be between approximately \$75 million to \$100 million, for the Essex EfW facility, including a state-of-the-art particulate emissions control system and a new recycling system for ferrous and non-ferrous metals. A small portion of the total costs will be incurred in 2013, with the majority of the costs expected to be spent in 2014, 2015 and 2016. The facility's environmental performance is currently compliant with all environmental permits and will be further improved with the baghouse installation. In August 2013, New York City's Department of Sanitation awarded Covanta a contract to handle waste transport and disposal from two marine transfer stations located in Queens and Manhattan. Covanta plans to utilize capacity at existing facilities for the disposal of approximately 800,000 tons per year of New York City's municipal solid waste. Service for the Queens marine transfer station is expected to begin in early 2015, with service for the Manhattan marine transfer station to follow in 2016 when construction work is expected to be completed by New York City. The agreement is for 20 years, effective from the date operations commence at the Queens marine transfer station, with options for New York City to extend the term for two additional five-year periods, and calls for waste to be transported using a multi-modal approach. We plan to purchase equipment, including barges, railcars, containers, and intermodal equipment. We expect our total investment to purchase this equipment will be approximately \$110 million, plus enhancements of approximately \$30 million to existing facilities that will be part of the network of assets supporting this contract. These investments will be made over several years beginning in 2013.

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## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The terms "we," "our," "ours," "us," "Covanta" and "Company" refer to Covanta Holding Corporation and its subsidiaries; the term "Covanta Energy" refers to our subsidiary Covanta Energy Corporation and its subsidiaries. The following discussion addresses our financial condition as of September 30, 2013 and our results of operations for the three and nine months ended September 30, 2013, compared with the same period last year. It should be read in conjunction with our Audited Consolidated Financial Statements and Notes thereto for the year ended December 31, 2012 and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Form 10-K for the year ended December 31, 2012 ("Form 10-K"), to which the reader is directed for additional information. The preparation of interim financial statements necessarily relies heavily on estimates. Due to the use of estimates and certain other factors, such as the seasonal nature of our waste and energy services business, as well as competitive and other market conditions, we do not believe that interim results of operations are indicative of full year results of operations. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts and classification 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 period. Actual results could differ materially from those estimates.

## OVERVIEW

Covanta is one of the world's largest owners and operators of infrastructure for the conversion of waste to energy (known as "energy-from-waste" or "EfW"), as well as other waste disposal and renewable energy production businesses. Energy-from-waste serves two key markets as both a sustainable waste management solution that is environmentally superior to landfilling and as a source of clean energy that reduces overall greenhouse gas emissions.

Energy-from-waste is also considered renewable under the laws of many states and under federal law. Our facilities are critical infrastructure assets that allow our customers, which are principally municipal entities, to provide an essential public service through sustainable practices. For a discussion of our facilities, the energy-from-waste process and the environmental benefits of energy-from-waste, see Item. 1. Business included in our Form 10-K.

Our EfW facilities earn revenue from both the disposal of waste and the generation of electricity, generally under long-term contracts, as well as from the sale of metal recovered during the energy-from-waste process. We process approximately 20 million tons of solid waste annually, representing approximately 5% of the solid waste generation in the United States. We operate and/or have ownership positions in 45 energy-from-waste facilities, which are primarily located in North America, and 14 additional energy generation facilities, including other renewable energy production facilities in North America (wood biomass and hydroelectric). In total, these assets produce approximately 10 million megawatt hours ("MWh") of baseload electricity annually, representing approximately 6% of the nation's non-hydroelectric renewable power. We also operate a waste management infrastructure that is complementary to our core EfW business. We hold equity interests in energy-from-waste facilities in China and Italy.

We also have investments in subsidiaries engaged in insurance operations in California, primarily in property and casualty insurance, whose remaining business was transitioned into run-off in 2012, and collectively account for less than 1% of our consolidated revenue.

## Capital Access/Capital Allocation

We plan to allocate capital to maximize stockholder value by: investing in our existing businesses to maintain and enhance assets; investing in high value core business development projects and strategic acquisitions when available; and returning surplus capital to our stockholders. During the nine months ended September 30, 2013, we:

- increased our quarterly cash dividend by 10%, to \$0.66 per share on an annualized basis;
- increased the current share repurchase authorization to a total of \$150 million;
- lowered the pricing on our \$296 million senior secured term loan B due 2019 by approximately 0.50% from the prior rate; an estimated annual interest savings of approximately \$1.5 million, based on the current LIBOR rate;
- successfully refinanced \$22 million of tax-exempt project debt at our Delaware Valley facility which matured on July 1, 2013 with new tax-exempt corporate variable-rate demand bonds which will mature on July 1, 2043;
-

were awarded a 20 year contract with New York City's Department of Sanitation for Covanta to use a multi-modal approach estimated to begin in early 2015, to handle waste transport and disposal from two marine transfer stations located in Queens and Manhattan utilizing capacity at existing facilities for the disposal of approximately 800,000 tons per year of New York City's municipal solid waste. We expect our total investment associated with this contract will be approximately \$140 million. This investment will be made over several years beginning in 2013; and acquired the Camden Resource Recovery Facility for \$49 million. The 1,050 ton-per-day EfW facility in Camden, New Jersey provides sustainable waste management services to Camden County and surrounding communities while generating approximately 21 megawatts of renewable energy which is sold at prevailing market rates.



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### Strategy

Our mission is to be the leading energy-from-waste company in the world, which we intend to pursue through the following key strategies:

Grow the value of our existing portfolio. We intend to maximize the long-term value of our existing portfolio by continuously improving safety, health and environmental performance, working in partnership with our client communities, continuing to operate at our historic production levels, maintaining our facilities in optimal condition, and managing our expenses. We also intend to effect organic growth through adding or extending waste and service contracts, seeking incremental revenue opportunities by investing in and enhancing the capabilities of our existing assets, deploying new or improved technologies targeted at increasing revenue or reducing costs and expanding our customer base and sustainable service offerings.

Expand through acquisitions and/or development in selected attractive markets. We seek to grow our business primarily through acquisitions and the development of new facilities or businesses where we believe that market and regulatory conditions will enable us to utilize our skills and invest our capital at attractive risk-adjusted rates of return. We are currently focusing on opportunities in the United States and Canada, which we consider to be our core markets. In addition, we believe that there are attractive opportunities in countries where policies are supportive of energy-from-waste projects.

We believe that our approach to development opportunities is highly-disciplined, both with regard to our required rates of return and the manner in which potential new projects will be structured and financed. In general, prior to the commencement of construction of a new facility, we intend to enter into long-term contracts with municipal and/or commercial customers for a substantial portion of the disposal capacity and obtain limited recourse project financing for a substantial portion of the capital investment. We intend to finance new projects in a prudent manner, minimizing the impact on our balance sheet and credit profile at the parent company level where possible.

Develop and commercialize new technology. We believe that our efforts to protect and expand our business will be enhanced by the development of additional technologies in such fields as emission controls, residue disposal, alternative waste treatment processes, gasification, and combustion controls. We have advanced our research and development efforts in these areas, and have developed and have patents and patents pending for major advances in controlling nitrogen oxide (“NOx”) emissions and have a patent for a proprietary process to improve the handling of the residue from our energy-from-waste facilities. We have also entered into various agreements with multiple partners to invest in the development, testing or licensing of new technologies related to the transformation of waste materials into renewable fuels or the generation of energy, as well as improved environmental performance.

Advocate for public policy favorable to energy-from-waste. We seek to educate policymakers and regulators about the environmental and economic benefits of energy-from-waste and advocate for policies and regulations that appropriately reflect these benefits. Our business is highly regulated, and as such we believe that it is critically important for us, as an industry leader, to play an active role in the debates surrounding potential policy developments that could impact our business.

Allocate capital efficiently. We plan to allocate capital to maximize stockholder value by: investing in our existing businesses to maintain and enhance assets; effecting organic growth; investing in high value core business development projects and strategic acquisitions when available; and returning surplus capital to our stockholders.

### Factors Affecting Business Conditions and Financial Results

Economic - The economic slowdown reduced demand for goods and services generally, which reduced overall volumes of waste requiring management and the pricing at which we can attract waste to fill available capacity. We receive the majority of our revenue under short- and long-term contracts, with little or no exposure to price volatility, but with adjustments intended to reflect changes in our costs. Where our revenue is received under other arrangements and depending upon the revenue source, we have varying amounts of exposure to price volatility.

The largest component of our revenue is waste revenue, which has generally been subject to less price volatility than our revenue derived from the sale of energy and metals. Waste markets tend to be affected, both with respect to volume and price, by local and regional economic activity, as well as state and local waste management policies.

Furthermore, global demand and pricing of certain commodities, such as the scrap metals we recycle from our energy-from-waste facilities have also been materially affected by economic activity in recent years. Metal markets tend to be affected by national and global economic activity.

At the same time, United States natural gas market prices influence electricity and steam pricing in regions where we operate, and thus affect our revenue for the portion of the energy we sell which is not under fixed-price contracts. Energy markets tend to be affected by regional and national economic activity and regulations.

At certain of our biomass facilities, lower energy prices combined with higher fuel prices have caused us to economically dispatch operations where continued operations are not currently profitable. We will continue to consider this practice until we experience increased energy revenue, or decreased fuel costs or both.

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The downturn in economic activity has also affected many municipalities and public authorities, some of which are our customers. Many local and central governments are seeking to reduce expenses in order to address declining tax revenues. We work closely with these municipal customers, with many of whom we have shared a long-term relationship, to effectively counter some of these economic challenges.

The following are various published pricing indices relating to the U.S. economic drivers that are relevant to those aspects of our business where we have market exposure; however there is not an exact correlation between our results and changes in these metrics.

	As of September 30,			
	2013		2012	
Consumer Price Index <sup>(1)</sup>	1.5	%	2.0	%
PJM Pricing (Electricity) <sup>(2)</sup>	\$41.63		\$38.12	
Henry Hub Pricing (Natural Gas) <sup>(3)</sup>	\$3.55		\$2.87	
#1 HMS Pricing (Ferrous Metals) <sup>(4)</sup>	\$339		\$340	

Represents the year-over-year percent change in the Headline CPI number. The Consumer Price Index (CPI-U) (1) data is provided by the U.S. Department of Labor Bureau of Labor Statistics. Reflects that most recently published CPI which is August 2013.

(2) Average price per MWh for Q3 2013 and Q3 2012. Pricing for the PJM PSEG Zone is provided by the PJM ISO.

(3) Average price per MMBtu for Q3 2013 and Q3 2012. The Henry Hub Pricing data is provided by the Natural Gas Weekly Update, Energy Information Administration, Washington, DC. Nebraska Energy Office, Lincoln, NE.

(4) Average price per gross ton for Q3 2013 and Q3 2012. The #1 Heavy Melt Steel ("HMS") composite index (\$/gross ton) price is published by American Metal Market.

Seasonal - Our quarterly operating income within the same fiscal year typically differs substantially due to seasonal factors, primarily as a result of the timing of scheduled plant maintenance. We conduct scheduled maintenance periodically each year, which requires that individual boiler and/or turbine units temporarily cease operations. During these scheduled maintenance periods, we incur material repair and maintenance expenses and receive less revenue until the boiler and/or turbine units resume operations. This scheduled maintenance typically occurs during periods of off-peak electric demand and/or lower waste volumes, which are our first, second and fourth fiscal quarters. The first half of the year scheduled maintenance period is typically the most extensive, while the third quarter scheduled maintenance period is the least extensive. Given these factors, we normally experience our lowest operating income from our projects during our first half of each year.

In addition, at certain of our project subsidiaries, distributions of excess earnings (above and beyond monthly operation and maintenance service payments) are subject to periodic tests of project debt service coverage or requirements to maintain minimum working capital balances. While these distributions occur throughout the year based upon the specific terms of the relevant project debt arrangements, they are typically highest in the fourth quarter. Our net cash provided by operating activities exhibits seasonal fluctuations as a result of the timing of these distributions, including a benefit in the fourth quarter compared to the first nine months of the year.

Performance - We have historically performed our operating obligations without experiencing material unexpected service interruptions or incurring material increases in costs. In addition, with respect to many of our contracts, we generally have limited our exposure for risks not within our control. Across our fleet of facilities, we operate and maintain a large number of combustion units, turbine generators, among other systems, and the average age of our facilities is approximately 25 years. On an ongoing basis, we assess the effectiveness of our preventative maintenance programs, and implement adjustments to those programs which improve facility safety, reliability and performance. These assessments are tailored to each facility's particular technologies, age, historical performance and other factors. As our facilities age, we expect that the annual expense required to maintain our facilities will increase in order to ensure that historical levels of safe, reliable performance continue. For additional information about such risks and damages that we may owe for unexcused operating performance failures, see Item 1A. Risk Factors included in our Form 10-K. In monitoring and assessing the ongoing operating and financial performance of our businesses, we focus

on certain key factors: tons of waste processed, electricity and steam sold, and boiler availability.

Our ability to meet or exceed historical levels of performance at projects, and our general financial performance, is affected by the following:

- seasonal or long-term changes in market prices for waste, energy, or ferrous and non-ferrous metals for projects where we sell into those markets;

- seasonal or geographic changes in the price and availability of wood waste as fuel for our biomass facilities;

- seasonal, geographic and other variations in the heat content of waste processed, and thereby the amount of waste that can be processed by an energy-from-waste facility;

- our ability to operate at historic performance levels as our facilities age, and the extent to which our annual maintenance expense increases over time;

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our ability to avoid increases in operating and maintenance costs and unscheduled or extended outages while ensuring that adequate facility maintenance is conducted so that historic levels of operating performance can be sustained; contract counterparties' ability to fulfill their obligations, including the ability of our various municipal customers to supply waste in contractually committed amounts, and the availability of alternate or additional sources of waste if excess processing capacity exists at our facilities;

our ability to extend or replace existing waste and energy contracts, and the extent to which prevailing market conditions result in decreased or increased pricing under such contracts;

the success or lack of success in implementing our organic growth programs which are focused on growing our waste revenue, increasing our metal revenue, managing our assets and improving efficiency to reduce cost;

the extent and success of our construction activity and the timing of payments we receive for such activity; and

the availability and adequacy of insurance to cover losses from business interruption in the event of casualty or other insured events.

General financial performance at our international projects is also affected by the financial condition and creditworthiness of our international customers and partners, fluctuations in the value of the domestic currency against the value of the U.S. dollar, and political risks inherent to the international business.

**Business Segment**

We have one reportable segment which is Americas and is comprised of waste and energy services operations primarily in the United States and Canada.

The Americas segment is comprised primarily of energy-from-waste projects. Our energy-from-waste projects generate revenue from three main sources: (1) fees charged for operating projects or processing waste received, (2) the sale of electricity and/or steam, and (3) the sale of ferrous and non-ferrous metals that are recycled as part of the energy-from-waste process. We may also generate additional revenue from the construction or expansion of a facility when a municipal client owns the facility. Our customers for waste disposal or facility operations are principally municipal entities, though we also market disposal capacity at certain facilities to commercial and special waste customers. Our facilities sell energy primarily to utilities at contracted rates or, in situations where a contract is not in place, at prevailing market rates in regional markets (primarily PJM, NEPOOL and NYISO in the Northeastern United States).

We also operate, and in some cases have ownership interests in, transfer stations and landfills which generate revenue from ash disposal fees or operating fees. In addition, we own, and in some cases operate, other renewable energy projects in the Americas segment which generate electricity from wood waste (biomass) and hydroelectric resources. The electricity from these other renewable energy projects is sold to utilities under contracts or into the regional power pool at short-term rates. For these projects, we receive revenue from sales of energy, capacity and/or cash from equity distributions and additional value from the sale of renewable energy credits.

**Contract Structures**

We currently operate energy-from-waste projects in 16 states and one Canadian province, and are constructing an energy-from-waste project in a second Canadian province. Most of our energy-from-waste projects were developed and structured contractually as part of competitive procurement processes conducted by municipal entities. As a result, many of these projects have common features. However, each service agreement is different reflecting the specific needs and concerns of a client community, applicable regulatory requirements and other factors.

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The following summarizes the typical contractual and economic characteristics of the three project structures in the Americas segment:

	Tip Fee	Service Fee (Owned)	Service Fee (Operated)
Number of facilities:	17	9	15
Client(s):	Host community and municipal and commercial waste customers	Host community, with limited merchant capacity in some cases	Dedicated to host community exclusively
Waste or service revenue:	Per ton “tipping fee”	Fixed fee, with performance incentives and inflation escalation	
Energy revenue:	Covanta retains 100%	Share with client (Covanta retains approximately 20% on average)	
Metals revenue:	Covanta retains 100%	Share with client (Covanta typically retains approximately 50%)	
Operating costs:	Covanta responsible for all operating costs	Pass through certain costs to municipal client (e.g. ash disposal)	
Project debt service:	Covanta project subsidiary responsible	Paid explicitly as part of service fee	Client responsible for debt service
After service contract expiration:	N/A	Covanta owns the facility; clients have certain rights set forth in contracts; facility converts to Tip Fee or remains Service Fee with new terms	Client owns the facility; extend with Covanta or tender for new contract

The following describes features generally common to these agreements, as well as important distinctions among them:

We design the facility, help to arrange for financing and then we either construct and equip the facility on a fixed price and schedule basis, or we undertake an alternative role, such as construction management, if our municipal client so desires.

Our projects were generally financed at construction with project debt in the form of tax-exempt municipal bonds issued by a sponsoring municipality, which generally mature at the same time the initial term of our service contract expires and are repaid over time based on set amortization schedules. At Tip Fee facilities, our project subsidiary is responsible for meeting any debt service or lease payment obligations out of the revenue generated by the facility. At Service Fee projects that we own and where project debt is in place, a portion of our monthly fee from the municipal client is dedicated, dollar-for-dollar, to project debt service. For these facilities, the bond proceeds are loaned to us to pay for facility construction and to fund a debt service reserve for the project, which is generally sufficient to pay principal and interest for one year. Project-related debt is included as “project debt” and the debt service reserves are included as “restricted funds held in trust” in our condensed consolidated financial statements. Generally, project debt is secured by the project’s revenue, contracts and other assets of our project subsidiary. When the service contract expires and the debt is paid off, the project owner (either Covanta or the municipal entity) will determine the form of any new contractual arrangements. We are not responsible for debt service for projects that we neither own nor lease.

We recognize revenue earned explicitly to service project debt principal on a levelized basis over the term of the applicable service agreement. The total revenue is equal to the amount of project debt originally issued, less any debt service reserve accounts. While we recognize debt service revenue over the term of the applicable service agreement, once project debt is retired, we no longer receive payments and we no longer recognize revenue once the applicable service agreement term ends.

Our project debt repayment schedule and related debt service revenue for our Americas segment are as follows (in millions):

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Project Debt Repayment	2008 - 2012	2013 Projected	2014	2015	2016	2017	Beyond 2017
Total Principal Payments <sup>(1)</sup>	\$740	\$82	\$50	\$37	\$14	\$15	\$93
Total Change in Principal-Related Restricted Funds	(140 )	(27 )	(21 )	(6 )	—	—	(14 )
Net Cash Used for Project Debt Principal Repayment	\$600	\$55	\$29	\$31	\$14	\$15	\$79
Client Payments for Debt Service	2008 - 2012	2013 Projected	2014	2015	2016	2016	Beyond 2016
Debt Service Revenue - Principal <sup>(2)</sup>	\$293	\$30	\$19	\$9	\$3	\$3	\$2
Debt Service Revenue - Interest	86	5	3	2	1	1	—
Debt Service Billings in Excess of Revenue Recognized	94	9	2	2	5	5	—
Client Payments for Debt Service <sup>(3)</sup>	\$473	\$44	\$24	\$13	\$9	\$9	\$2
Net Change in Debt Service Billings Per Period	\$(63 )	\$(16 )	\$(20 )	\$(11 )	\$(4 )	\$—	

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- (1) Excludes payments related to project debt refinancings.
- (2) Includes pass-through lease payments for emission control system (approximately \$4 million per year 2008-2012).
- (3) Related to Service Fee Facilities only.

Following construction and during operations, we receive revenue from three primary sources: fees we receive for operating and maintaining projects or for processing waste received, payments we receive from the sale of electricity and/or steam, and payments we receive from the sale of recycled metals we recover.

We agree to operate the facility and meet minimum waste processing capacity and efficiency standards, energy production levels and environmental standards. Failure to meet these requirements or satisfy the other material terms of our agreement (unless the failure is caused by our client community or by events beyond our control), may result in damages charged to us or, if the breach is substantial, continuing and unremedied, termination of the applicable agreement. These damages could include amounts sufficient to repay project debt (as reduced by amounts held in trust and/or proceeds from sales of facilities securing project debt) and as such, these contingent obligations cannot readily be quantified. We have issued performance guarantees to our client communities and, in some cases other parties, which guarantee that our project subsidiaries will perform in accordance with contractual terms including, where required, the payment of such damages. If one or more contracts were terminated for our default, these contractual damages may be material to our cash flow and financial condition. To date, we have not incurred material liabilities under such performance guarantees.

The client community generally must deliver minimum quantities of municipal solid waste to the facility on a put-or-pay basis and is obligated to pay a fee for its disposal. A put-or-pay commitment means that the client community promises to deliver a stated quantity of waste and pay an agreed amount for its disposal, regardless of whether the full amount of waste is actually delivered. Client communities have consistently met their commitment to deliver the stated quantity of waste. Where a Service Fee structure exists, portions of the service fee escalate to reflect indices for inflation, and in many cases, the client community must also pay for other costs, such as insurance, taxes, and transportation and disposal of the ash residue to the disposal site. Generally, expenses resulting from the delivery of unacceptable and hazardous waste on the site are also borne by the client community. In addition, the contracts generally require the client community to pay increased expenses and capital costs resulting from unforeseen circumstances, subject to specified limits. At three publicly-owned facilities we operate, our client community may terminate the operating contract under certain circumstances without cause.

At facilities we own or lease, we also either own or lease the related real estate. Where we have a leasehold interest, we generally have renewal rights which extend beyond our service contracts with client communities. Rent prior to the expiration of service contracts is generally nominal; during site lease renewal periods rent may be either factored into service renewal terms, or set based on market conditions. If we are unable to negotiate leasehold extensions beyond all existing renewal terms, we generally have rights to remove and retain the facility components.

Our financial returns are expected to be stable if we do not incur material unexpected operation and maintenance costs or other expenses. In addition, most of our energy-from-waste project contracts are structured so that contract counterparties generally bear, or share in, the costs associated with events or circumstances not within our control, such as uninsured force majeure events and changes in legal requirements. The stability of our revenues and returns could be affected by our ability to continue to enforce these obligations. Also, at some of our energy-from-waste facilities, commodity price risk is mitigated by passing through commodity costs to contract counterparties. With respect to our other renewable energy projects, such structural features generally do not exist because either we operate and maintain such facilities for our own account or we do so on a cost-plus basis rather than a fixed-fee basis. We receive the majority of our revenue under short- and long-term contracts, with little or no exposure to price volatility, but with adjustments intended to reflect changes in our costs. Where our revenue is received under other arrangements and depending upon the revenue source, we have varying amounts of exposure to price volatility. The largest component of our revenue is waste revenue, which has generally been subject to less price volatility than our revenue derived from the sale of energy and metals. At some of our renewable energy projects, our operating



subsidiaries purchase fuel in the open markets which exposes us to fuel price risk.

We generally sell the energy output from our projects to local utilities pursuant to long-term contracts. At several of our energy-from-waste projects, we sell energy output under short-term contracts or on a spot-basis to our customers.

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## Contracted and Merchant Capacity

Our waste service and energy contracts expire at various times. The extent to which any such expiration will affect us will depend upon a variety of factors, including whether we own the project and/or the related real estate, market conditions then prevailing, and whether the municipal client exercises options it may have to extend the contract term. As our contracts expire, we will become subject to greater market risk in maintaining and enhancing our revenues. As service agreements at municipally-owned facilities expire, we intend to seek to enter into renewal or replacement contracts to operate such facilities, which may involve a competitive bidding process. As our waste service agreements at facilities we own or lease expire, we intend to seek replacement or additional contracts, and because project debt on these facilities will be paid off at such time, we expect to be able to offer rates that will attract sufficient quantities of waste while providing acceptable revenues to us. At facilities we own, the expiration of existing energy contracts will require us to sell our output either into the local electricity grid at prevailing rates or pursuant to new contracts.

To date, we have been successful in extending a majority of our existing contracts to operate energy-from-waste facilities owned by municipal clients where market conditions and other factors make it attractive for both us and our municipal clients to do so. See the Business Development, Asset Management and Organic Growth discussion below for additional information. The extent to which additional extensions will be attractive to us and to our municipal clients who own their projects will depend upon the market and other factors noted above. As of September 30, 2013, approximately 80% of waste revenue was contracted.

As we seek to enter into extended or new contracts, we expect that medium- and/or long-term contracts for waste supply, at least for a substantial portion of facility capacity, will be available on acceptable terms in the marketplace. We also expect that medium- and long-term contracts for sales of electricity will be less available than in the past, while medium- and long-term contracts for sales of other energy products may be more attainable. As a result, following the expiration of these long-term contracts, we expect to have, on a relative basis, more exposure to market risk, and therefore revenue fluctuations, in energy markets than in waste markets. We have entered into contractual arrangements in order to mitigate our exposure to revenue fluctuations in energy markets through a variety of hedging techniques, and we expect to continue to do so in the future. Our efforts in this regard will involve only mitigation of price volatility for the energy we produce, and will not involve speculative energy trading.

Our 2013 projected mix of contracted and market-exposed energy revenue is as follows:

Projected Energy Megawatt Hours (MWh) At Market and Contracted by Facility Type <sup>(a)</sup>

	Full Year 2013E As of October 1, 2013
EfW	
At Market	0.9
Contracted & Hedged	4.4
Total EfW	5.3
Biomass <sup>(b)</sup>	
At Market	0.4
Contracted	0.3
Total Biomass	0.7
Total	6.0

(a) Covanta share only

(b) Additional 0.3 million MWh of Biomass energy is economically dispatched, but available to run

Recent economic conditions in the Americas have driven market pricing lower in the waste and energy in which we operate. Because several of our waste and energy contracts have been in place for many years, in most cases well

prior to recent market pricing declines, they have provided revenue and/or cost sharing reflecting above-market pricing. As these contracts have expired and we have executed new agreements, we have experienced a reduction in operating income and cash flow from operations. A number of our above market contracts expire in the coming years, we expect this trend to continue absent an improvement in waste and energy market pricing. For additional information about our exposure to energy, waste, metal and other commodity prices, and expiration dates for our waste and energy contracts, see Item. 1. Business — Americas Segment included in our Form 10-K.

In conjunction with our energy-from-waste business, we also own and/or operate 13 transfer stations and four ash landfills in the northeast United States, which we utilize to supplement and manage more efficiently the fuel and ash disposal requirements at our energy-from-waste operations. We provide waste procurement services to our waste disposal and transfer facilities which have available capacity to receive waste. With these services, we seek to maximize our revenue and ensure that our energy-from-

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waste facilities are being utilized most efficiently, taking into account maintenance schedules and operating restrictions that may exist from time to time at each facility. We also provide management and marketing of ferrous and non-ferrous metals recovered from energy-from-waste operations, as well as services related to non-hazardous special waste destruction and ash residue management for our energy-from-waste projects.

### STRATEGY FOR BUSINESS EXPANSION, ASSET MANAGEMENT AND ORGANIC GROWTH

We intend to grow our business through expanding the capabilities of our existing business, and adding new projects through acquisition and/or development, all with the goal of maximizing long-term stockholder return. Our growth opportunities include:

• organic growth;

• new energy-from-waste and other renewable energy projects;

• existing project expansions, acquisitions, and businesses ancillary to our existing business, such as additional waste transfer, transportation, recycling, processing, recovery and disposal businesses.

We will effect organic growth through adding or extending waste and service contracts, seeking incremental revenue opportunities by investing in and enhancing the capabilities of our existing assets, deploying new or improved technologies targeted at increasing revenue or reducing costs in areas such as metals recovery, and expanding our customer base and service offerings.

We intend to continue our efforts on pursuing growth in the United States, Canada, and other markets where the demand, regulatory environment or other factors encourage technologies such as energy-from-waste to reduce dependence on landfilling for waste disposal and fossil fuels for energy production.

We also intend to maintain a focus on research and development of technologies that we believe will enhance our competitive position, and offer new technical solutions to waste and energy problems that augment and complement our business.

Additional details related to business development are described in Item 1. Financial Statements - Note 3.

Acquisitions, Business Development and Dispositions and Note 8. Supplementary Information in this document and in Item 8. Financial Statements And Supplementary Data — Note 3. Business Development and Acquisitions in our Form 10-K.

### RECENT ACQUISITIONS AND BUSINESS EXPANSION

#### Camden Energy-from-Waste Facility

In August 2013, we acquired the Camden Resource Recovery Facility located in Camden, New Jersey for cash consideration of \$49 million. The 1,050 ton-per-day EfW facility provides sustainable waste management services to Camden County and surrounding communities while generating approximately 21 megawatts of renewable energy which is sold at prevailing market rates.

#### New York City Waste Transport and Disposal Contract

In August 2013, New York City's Department of Sanitation awarded Covanta a contract to handle waste transport and disposal from two marine transfer stations located in Queens and Manhattan. Covanta plans to utilize capacity at existing facilities for the disposal of approximately 800,000 tons per year of New York City's municipal solid waste. Service for the Queens marine transfer station is expected to begin in early 2015, with service for the Manhattan marine transfer station expected to follow in 2016 when construction work is expected to be completed by New York City. The contract is for 20 years, effective from the date operations commence at the Queens marine transfer station, with options for New York City to extend the term for two additional five-year periods, and calls for waste to be transported using a multi-modal approach. We plan to purchase equipment, including barges, railcars, containers, and intermodal equipment. We expect our total investment to purchase this equipment will be approximately \$110 million, plus enhancements of approximately \$30 million to existing facilities that will be part of the network of assets supporting this contract. These investments will be made over several years beginning in 2013.



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## Organic Growth Investments

During the nine months ended September 30, 2013, we invested approximately \$76 million in various organic growth initiatives, including increasing metals recovery, enhancing the capabilities of our existing assets, deploying new or improved technologies targeted at increasing revenue and/or reducing expenses, and expanding our specialty waste and other waste management services.

Growth Investments	Nine Months Ended September 30, 2013
Metals recovery projects	\$32
Other growth investments	32
New York City Contract (Intermodal equipment purchases and enhancements to existing facilities)	12
Total Organic Growth Investments:	\$76

## DISPOSITIONS

During 2011, we sold the majority of our interests in certain fossil fuel independent power production facilities in the Philippines and India, and in April 2012, we completed the sale of the remaining independent power production assets in Bangladesh. For additional information, refer to Note 4. Dispositions of the Notes to Consolidated Financial Statements in our Form 10-K. The results of operations of these businesses are included in the condensed consolidated statements of income as “Income from discontinued operations, net of tax.” The cash flows of these businesses are also presented separately in our condensed consolidated statements of cash flows.

## RESULTS OF OPERATIONS

The following general discussions should be read in conjunction with the condensed consolidated financial statements, the notes to the condensed consolidated financial statements and other financial information appearing and referred to elsewhere in this report. Additional detail relating to changes in operating revenues and operating expenses and the quantification of specific factors affecting or causing such changes, is provided in the segment discussion below. The comparability of the information provided below with respect to our revenues, expenses and certain other items for the periods presented was affected by several factors. As outlined above under Overview — Business Development, Asset Management and Organic Growth and in Item 8. Financial Statements And Supplementary Data — Note 3. Acquisitions, Business Development and Acquisitions in our Form 10-K, our business development initiatives resulted in various additional projects which increase comparative revenues and expenses. These factors must be taken into account in developing meaningful comparisons between the periods compared below.

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## RESULTS OF OPERATIONS — OPERATING INCOME

Three Months Ended September 30, 2013 vs. Three Months Ended September 30, 2012

Three Months Ended September 30,	Consolidated		Americas		Variance	
	2013	2012	2013	2012	Increase (Decrease)	Consolidated Americas
	(In millions)					
<b>OPERATING REVENUES:</b>						
Waste and service revenues	\$257	\$247	\$255	\$246	\$10	\$9
Recycled metals revenues	19	17	19	17	2	2
Electricity and steam sales	117	115	109	109	2	—
Other operating revenues	34	33	34	30	1	4
Total operating revenues	427	412	417	402	15	15
<b>OPERATING EXPENSES:</b>						
Plant operating expenses	232	225	222	218	7	4
Other operating expenses	26	31	26	21	(5	) 5
General and administrative expenses	22	24	20	18	(2	) 2
Depreciation and amortization expense	52	46	51	46	6	5
Net interest expense on project debt	3	7	3	7	(4	) (4
Net write-offs (gains)	12	(2	) 12	(13	) 14	25
Total operating expenses	347	331	334	297	16	37
Operating income	\$80	\$81	\$83	\$105	\$(1	) \$(22
Plus: Net write-offs (gains)	\$12	\$(2	) \$12	\$(13	)	
Operating income excluding Net write-offs (gains):	\$92	\$79	\$95	\$92	\$13	\$3

Nine Months Ended September 30, 2013 vs. Nine Months Ended September 30, 2012

Nine Months Ended September 30,	Consolidated		Americas		Variance	
	2013	2012	2013	2012	Increase (Decrease)	Consolidated Americas
	(In millions)					
<b>OPERATING REVENUES:</b>						
Waste and service revenues	\$747	\$747	\$741	\$745	\$—	\$(4
Recycled metals revenues	52	55	52	55	(3	) (3
Electricity and steam sales	322	297	300	276	25	24
Other operating revenues	92	115	89	107	(23	) (18
Total operating revenues	1,213	1,214	1,182	1,183	(1	) (1
<b>OPERATING EXPENSES:</b>						
Plant operating expenses	765	735	736	712	30	24
Other operating expenses	67	100	66	86	(33	) (20
General and administrative expenses	72	74	60	58	(2	) 2
Depreciation and amortization expense	157	145	155	143	12	12
Net interest expense on project debt	10	22	9	21	(12	) (12
Net write-offs (gains)	63	(2	) 16	(13	) 65	29
Total operating expenses	1,134	1,074	1,042	1,007	60	35
Operating income	\$79	\$140	\$140	\$176	\$(61	) \$(36
Plus: Net write-offs (gains)	\$63	\$(2	) \$16	\$(13	)	

Operating income excluding Net write-offs (gains):	\$142	\$138	\$156	\$163	\$4	\$(7 )
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## Operating Revenues

## Waste and Service Revenues

Waste and service revenues increased by \$10 million for the three month period and was flat for nine month period. For the three month comparative period, Americas segment revenue was \$9 million higher, which was driven by several factors, including higher tip fee volume (\$2 million), higher special waste revenue (\$2 million), new units coming online including the Camden acquisition and the Honolulu expansion, and service fee contract escalations, partially offset by lower revenue earned explicitly to service project debt (\$3 million) and slightly lower tip fee pricing. Consolidated waste and service revenues included \$1 million of higher revenue from our international operations.

For the nine month comparative period, Americas segment revenue was \$4 million lower, which was driven by several factors, including waste contract transitions (\$13 million) and lower revenue earned explicitly to service project debt (\$8 million), partially offset by higher special waste revenue (\$7 million), new units coming online including the Camden acquisition and the Honolulu expansion and service fee contract escalations. Consolidated waste and service revenues included \$4 million of higher revenue from our international operations.

Consolidated (In millions):	For the Three		For the Nine		Variance	
	Months Ended		Months Ended		Increase (Decrease)	
	September 30,		September 30,		Three	Nine
	2013	2012	2013	2012	Month	Month
Waste and service revenue unrelated to project debt	\$248	\$235	\$718	\$710	\$13	\$8
Revenue earned explicitly to service project debt - principal	8	10	25	31	(2)	(6)
Revenue earned explicitly to service project debt - interest	1	2	4	6	(1)	(2)
Total waste and service revenue	\$257	\$247	\$747	\$747	10	—

## Recycled Metal Revenues

Recycled metal revenues increased for the three month comparative period primarily due to a higher volume of recovered metals as a result of the installation of new non-ferrous recovery systems and enhancements to existing ferrous recovery systems. Third quarter 2013 recycled metal market pricing was essentially flat compared to the third quarter of 2012. Recycled metal revenues decreased for the nine month comparative period primarily due to lower recycled metal market pricing (\$4 million), partially offset by higher recovered recycled metal volumes (\$2 million) primarily from the new non-ferrous recovery systems.

Recycled Metal Revenues (In millions)	For the Quarters Ended		
	2013	2012	2011
March 31,	\$16	\$20	\$17
June 30,	17	18	18
September 30,	19	17	20
December 31,	—	17	19
Total for the Year Ended December 31,	N/A	\$72	\$74

	Last Twelve Months Ended September 30,			
	Recycled Metal Revenue by Type		Net Tons Recovered by Type	
	(In millions)		(In thousands) <sup>(1)</sup>	
	2013	2012	2013	2012
Ferrous Metal	\$53	\$60	304	316
Non-Ferrous Metal	16	13	17.7	14.7
Total	\$69	\$73		

(1) Covanta share only.

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## Electricity and Steam Sales

Electricity and steam sales from our Americas EfW facilities increased by \$5 million for the three month comparative period, primarily due to service contract transitions that increased our share of the energy revenue at certain facilities (\$4 million), higher production (\$2 million) and the addition of the Camden facility. Electricity sales at our biomass facilities decreased by \$5 million for the three month comparative period primarily due to lower production.

Consolidated electricity and steam sales included \$2 million of higher revenue from our international operations.

Electricity and steam sales from our Americas EfW facilities increased by \$22 million for the nine month comparative period, primarily due to service contract transitions that increased our share of the energy revenue at certain facilities (\$18 million), higher energy market prices (\$6 million), and the addition of the Camden facility, partially offset by lower energy production (\$2 million), primarily resulting from downtime from unscheduled and extended maintenance outages at our EfW facilities in the first quarter of 2013. Electricity sales at our biomass facilities increased by \$2 million for the nine month comparative period primarily due to retroactive contract pricing.

Consolidated electricity and steam sales included \$1 million of higher revenue from our international operations.

## Americas - Energy Revenue and Megawatt Hours ("MWh") at Market and Contracted by Facility Type

(in millions, except MWhs and percentages)

Three Months Ended September 30,

Americas:	2013			2012			Variance Increase (Decrease)	
	Revenue (1)	Volume <sup>(1)</sup> , (2)	% of Total Volume	Revenue (1)	Volume <sup>(1)</sup> , (2)	% of Total Volume	Revenue	Volume
EfW								
At Market	\$11	0.27	17 %	\$7	0.17	12 %		
Contracted & Hedged	76	1.09	70 %	75	1.03	72 %		
Total EfW	\$87	1.36	87 %	\$82	1.20	84 %	\$5	0.16
Biomass								
At Market	\$4	0.10	6 %	\$3	0.09	7 %		
Contracted	18	0.10	7 %	24	0.13	9 %		
Total Biomass	\$22	0.20	13 %	\$27	0.22	16 %	\$(5)	(0.02)
Total	\$109	1.56	100 %	\$109	1.42	100 %	\$—	0.14

(1) Covanta share only.

(2) Steam sales converted to MWh equivalent (0.2 MWh for both 2013 and 2012).

## Other Operating Revenues

The increase of \$1 million in other operating revenues for the three month comparative period was primarily due to higher construction revenue in the Americas segment.

The decrease of \$23 million in other operating revenues for the nine month comparative period was primarily due to lower construction revenue in the Americas segment.

## Operating Expenses

## Plant Operating Expenses

Plant operating expenses in our Americas segment increased by \$4 million for the three month comparative period.

Plant maintenance decreased by \$6 million primarily due to the timing of scheduled maintenance outages. Other plant operating expenses increased by \$10 million for the three month comparative period due to increased costs from service contract transitions, normal cost escalations, higher hauling costs from the increased bypassed waste, higher

ash disposal costs, and the addition of the Camden EfW facility, partially offset by cost reductions resulting from organic growth initiatives and lower operating lease expense due to the acquisition of the Delaware Valley EfW facility in the fourth quarter of 2012.

Plant operating expenses in our Americas segment increased by \$24 million for the nine month comparative period, of which \$8 million related primarily to unscheduled and extended maintenance outages.

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Other plant operating expenses increased by \$16 million for nine month comparative period due to the same factors as the three month comparative period, as well as higher wood fuel costs for our biomass facilities.

Consolidated plant operating expenses included \$3 million and \$6 million of higher operating expenses from our international projects for the three and nine month comparative periods, respectively.

Americas (In millions):	For the Three		For the Nine		Variance	
	Months Ended		Months Ended		Increase (Decrease)	
	September 30,		September 30,		Three	Nine
	2013	2012	2013	2012	Month	Month
Plant Operating Expenses:						
Plant maintenance <sup>(1)</sup>	\$36	\$42	\$187	\$179	\$(6	) \$8
All other	186	176	549	533	10	16
Plant operating expenses	\$222	\$218	\$736	\$712	4	24

<sup>(1)</sup> Plant maintenance costs include our internal maintenance team and non-facility employee costs for facility scheduled and unscheduled maintenance and repair expenses.

**Other Operating Expenses**

Other operating expenses decreased by \$5 million for the three month comparative period primarily due to lower operating expenses at our insurance subsidiary (\$7 million), a gain related to a contract amendment (\$3 million) and higher insurance recoveries (\$4 million), partially offset by higher construction expense (\$7 million). Other operating expenses decreased by \$33 million for the nine month comparative period primarily due to an energy contract termination payment (\$8 million), a gain related to the termination of our defined benefit pension plans (\$6 million), a gain related to a contract amendment (\$3 million), lower construction expense (\$9 million) and lower operating expenses at our insurance subsidiary (\$10 million). For additional information, see Item 1. Financial Statements - Note 8. Supplementary Information - Other Operating Expenses.

**Net Write-offs (Gains)**

During the three month period ended September 30, 2013, we recorded non-cash write-offs of \$12 million, which was comprised of a \$9 million impairment of our Wallingford EfW facility assets and a \$3 million impairment of our 55% equity investment in the Pacific Ultrapower Chinese Station biomass facility. During the nine months ended September 30, 2013, we recorded non-cash write-offs totaling \$63 million, comprised of \$47 million of capitalized development costs and land related to United Kingdom development projects which we ceased to pursue in their current form, \$4 million associated with recovery of funds advanced related to the Harrisburg EfW facility and the \$12 million of impairment charges recorded in the three month period ended September 30, 2013.

During the three and nine months ended September 30, 2012, we recorded a non-cash write-off of an intangible liability in connection with a contract amendment for our Essex EfW facility, which resulted in a gain of \$29 million, a non-cash write-off of \$16 million representing the capitalized costs of a suspended renewable fuels project and a non-cash write-off of \$11 million comprised of capitalized development costs related to a development project which we ceased to pursue in the United Kingdom. For additional information, see Item 1. Financial Statements - Note 8. Supplementary Information.

**Operating Income excluding Net Write-offs (gains)**

For the Americas segment, operating income excluding net write-offs (gains) was \$95 million for the three months ended September 30, 2013, compared to \$92 million in the prior year comparative period. The increase of \$3 million was primarily due to the benefits of our organic growth initiatives, timing of scheduled maintenance, the net benefit of contract transitions, a gain related to a contract amendment and higher insurance recoveries, which were partially offset by lower biomass profit. Overall waste market pricing was relatively flat year over year, while some operating costs continued to escalate with inflation. Consolidated operating income excluding net write-offs (gains) also improved by \$10 million primarily due to both lower business development expenses related to our United Kingdom development efforts and lower operating expenses for our insurance subsidiary as we transition our remaining insurance business to run-off.

For the Americas segment, operating income excluding net write-offs (gains) was \$156 million for the nine months ended September 30, 2013, compared to \$163 million in the prior year comparative period. The decrease of \$7 million was primarily due to the negative impact of downtime from unscheduled and extended maintenance outages in the first three quarters of 2013 and lower recycled metal market pricing, partially offset by a gain related to the termination of our defined benefit pension plan, a gain related to a contract amendment, and an energy contract termination payment. Overall waste market pricing is relatively flat year over year, while some operating costs continued to escalate with inflation. Consolidated operating income excluding net write-offs (gains) improved by \$11 million from our international businesses and insurance subsidiary for the same reasons as noted above.

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## CONSOLIDATED RESULTS OF OPERATIONS — NON-OPERATING INCOME ITEMS

Three and Nine Months Ended September 30, 2013 and 2012

Other Expenses:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		Variance Increase (Decrease)	
	2013	2012	2013	2012	Three Month	Nine Month
	(In millions)					
Other expenses:						
Interest expense	\$30	\$25	\$88	\$67	\$5	\$21
Non-cash convertible debt related expense	7	6	21	19	1	2
Loss on extinguishment of debt	—	—	1	2	—	(1 )
Other income, net	—	—	—	(3 )	—	3
Total other expenses	\$37	\$31	\$110	\$85	6	25

Total other expenses increased by \$6 million and \$25 million for the three and nine month comparative periods, respectively, primarily due to higher interest expense related to the 6.375% Senior Notes, Tax-Exempt Bonds and Term Loan issued in the fourth quarter of 2012 and lower other income of \$3 million resulting from a foreign currency exchange gain related to intercompany loans recognized in 2012.

Income Tax Benefit:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		Variance Increase (Decrease)	
	2013	2012	2013	2012	Three Month	Nine Month
	(In millions, except percentages)					
CONSOLIDATED RESULTS OF OPERATIONS:						
Income tax expense	\$19	\$27	\$9	\$30	\$(8 )	\$(21 )
Effective income tax rate	42	% 54	% (28 )	% 55	% N/A	N/A

There is no expected tax benefit from the non-cash write-off related to the UK development costs in the second quarter of 2013 and third quarter of 2012. As a result, these non-cash write-offs had a significant impact on the effective tax rates for the nine months ended September 30, 2013 and 2012. For additional information, see Item 1. Financial Statements - Note 7. Income Taxes. We currently estimate our ETR for the year ending December 31, 2013 will be approximately 180%. The ETR estimate for the year December 31, 2013, excluding the impact of the non-cash write-off of United Kingdom development costs and foreign losses for which we cannot recognize a tax benefit, would have been approximately 45%.

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## Net Income (Loss) Attributable to Covanta Holding Corporation and Earnings (Loss) Per Share:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		Variance Increase (Decrease)	
	2013	2012	2013	2012	Three Month	Nine Month
(In millions, except per share amounts)						
<b>CONSOLIDATED RESULTS OF OPERATIONS:</b>						
Net Income (Loss) Attributable to Covanta Holding Corporation stockholders:						
Continuing operations	\$28	\$26	\$(35)	\$34	\$2	\$(69)
Discontinued operations <sup>(1)</sup>	—	—	—	(2)	—	2
Net Income (Loss) Attributable to Covanta Holding Corporation	\$28	\$26	\$(35)	\$32	2	(67)
Earnings (Loss) Per Share Attributable to Covanta Holding Corporation stockholders:						
Basic						
Continuing operations	\$0.22	\$0.20	\$(0.27)	\$0.25	\$0.02	\$(0.52)
Discontinued operations	—	—	—	(0.01)	—	0.01
Covanta Holding Corporation	\$0.22	\$0.20	\$(0.27)	\$0.24	0.02	(0.51)
Weighted Average Shares	129	131	129	133	(2)	(4)
Diluted						
Continuing operations	\$0.22	\$0.19	\$(0.27)	\$0.25	\$0.03	\$(0.52)
Discontinued operations	—	—	—	(0.01)	—	0.01
Covanta Holding Corporation	\$0.22	\$0.19	\$(0.27)	\$0.24	0.03	(0.51)
Weighted Average Shares	130	132	129	134	(2)	(5)
Cash Dividend Declared Per Share <sup>(1)</sup>	\$0.165	\$0.15	\$0.495	\$0.45	0.015	0.045
Adjusted EPS — Non-GAAP <sup>(2)</sup>	\$0.28	\$0.25	\$0.17	\$0.32	0.03	(0.15)

(1) For information on dividends declared to stockholders and share repurchases, see Liquidity and Capital Resources below.

(2) See Supplementary Financial Information — Adjusted EPS (Non-GAAP Discussion) below.

Supplementary Financial Information — Adjusted Earnings Per Share (“Adjusted EPS”) (Non-GAAP Discussion)  
We use a number of different financial measures, both United States generally accepted accounting principles (“GAAP”) and non-GAAP, in assessing the overall performance of our business. To supplement our results prepared in accordance with GAAP, we use the measure of Adjusted EPS, which is a non-GAAP financial measure as defined by the Securities and Exchange Commission (“SEC”). The non-GAAP financial measure of Adjusted EPS is not intended as a substitute or as an alternative to diluted earnings (loss) per share as an indicator of our performance or any other measure of performance derived in accordance with GAAP. In addition, our non-GAAP financial measures may be different from non-GAAP financial measures used by other companies, limiting their usefulness for comparison



purposes. We use the non-GAAP financial measure of Adjusted EPS to enhance the usefulness of our financial information by providing a measure which management internally uses to assess and evaluate the overall performance and highlight trends in the ongoing business.

Adjusted EPS excludes certain income and expense items that are not representative of our ongoing business and operations, which are included in the calculation of diluted earnings per share in accordance with GAAP. The following items are not all-inclusive, but are examples of reconciling items in prior comparative and future periods. They would include the results of operations of our insurance subsidiaries, write-offs of assets and liabilities, the effect of derivative instruments not designated as hedging instruments, significant gains or losses from the disposition or restructuring of businesses, gains and losses on assets held for sale, transaction-related costs, income and loss on the extinguishment of debt and other significant items that would not be representative of our ongoing business. In order to provide a meaningful basis for comparison, we are providing information with respect to our Adjusted EPS for the three and nine months ended September 30, 2013 and 2012, respectively, reconciled for each such period to diluted (loss) earnings per share, which is believed to be the most directly comparable measure under GAAP (in millions, except per share amounts):

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Continuing Operations - Diluted (Loss) Earnings Per Share	\$0.22	\$0.19	\$(0.27	) \$0.25
Reconciling Items <sup>(1)</sup>	0.06	0.06	0.44	0.07
Adjusted EPS	\$0.28	\$0.25	\$0.17	\$0.32

(1) Additional information is provided in the Reconciling Items table below.

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2013	2012	2013	2012	
Reconciling Items					
Operating loss related to insurance subsidiaries	\$—	\$8	\$1	\$9	
Net write-offs (gains) <sup>(1)</sup>	12	(2	) 63	(2	)
UK Severance and other restructuring <sup>(2)</sup>	—	—	3		
Defined benefit pension plan settlement gain	—	—	(6	) —	
Loss on extinguishment of debt	—	—	1	2	
Effect on income of derivative instruments not designated as hedging instruments	—	(1	) —	(1	)
Effect of foreign exchange gain on indebtedness	—	—	—	(3	)
Other	1	—	1	1	
Total reconciling items, pre-tax	13	5	63	6	
Pro forma income tax impact <sup>(3)</sup>	(5	) 3	(6	) 2	
Total reconciling items, net of tax	\$8	\$8	\$57	\$8	
Diluted Earnings Per Share Impact	\$0.06	\$0.06	\$0.44	\$0.07	
Weighted Average Diluted Shares Outstanding	130	132	129	134	

(1) The components of Net write-off (gains) are outlined in the table below.

During the nine months ended September 30, 2013, we recorded approximately \$3 million of severance and other restructuring expenses related to the United Kingdom development office which was recorded to general and administrative expenses. For additional information, see Item 1. Financial Statements - Note 8. Supplementary Information.

There is no expected tax benefit from the non-cash write-off related to the UK development costs in the second quarter of 2013 and the third quarter of 2012. As a result, these non-cash write-offs had a significant impact on the effective tax rates. Accordingly, we are presenting this proforma calculation of the income tax effect from the total non-cash write-offs. For additional information, see Item 1. Financial Statements - Note 8. Supplementary Information.

The components of net write-offs are as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2013	2012	2013	2012	
Americas segment:					
Write-down of Wallingford EfW facility assets (1)	\$9	\$—	\$9	\$—	
Write-down of equity investment in biomass facility (2)	3	—	3	—	
Write-off of loan issued for the Harrisburg EfW facility to fund certain facility improvements (3)	—	—	4	—	
Write-off of intangible liability (4)	—	(29	) —	(29	)

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Write-down of renewable fuels project (5)	—	16	—	16
Sub-total:	12	(13	) 16	(13 )
Other:				
Development costs - UK (6)	—	11	47	11
Total net write-offs (gains)	\$12	\$(2	) \$63	\$(2 )

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- (1) During the three and nine months ended September 30, 2013, we recorded a non-cash write-down of \$9 million resulting from an impairment charge related to our Wallingford EfW facility assets in Connecticut.
- (2) During the three and nine months ended September 30, 2013, we recorded a non-cash write-down of \$3 million related to our 55% equity investment in the Pacific Ultrapower Chinese Station biomass facility in California. During the nine months ended September 30, 2013, we recorded other non-cash write-offs \$4 million associated
- (3) with funds advanced related to the Harrisburg EfW facility. For additional information, see Item 1. Financial Statements - Note 8. Supplementary Information.
- (4) During the nine months ended September 30, 2012, our service contract for the Essex EfW facility was amended and we recorded a non-cash write-off of an intangible liability of \$29 million related to the below-market service contract which was recorded at fair value upon acquisition of the facility.
- (5) During the nine months ended September 30, 2012, we suspended construction of a facility that transformed waste materials into renewable liquid fuels. We recorded a non-cash write-off of \$16 million representing the capitalized costs related to this project.
- (6) During the nine months ended September 30, 2013 and 2012, we recorded non-cash write-offs of \$47 million and \$11 million, respectively, of capitalized development costs and land related to United Kingdom development projects which we ceased to pursue in their current form. For additional information, see Item 1. Financial Statements - Note 8. Supplementary Information.

Supplementary Financial Information — Adjusted EBITDA (Non-GAAP Discussion)

To supplement our results prepared in accordance with GAAP, we use the measure of Adjusted EBITDA, which is a non-GAAP financial measure as defined by the SEC. This non-GAAP financial measure is described below, and is not intended as a substitute and should not be considered in isolation from measures of financial performance prepared in accordance with GAAP. In addition, our use of non-GAAP financial measures may be different from non-GAAP financial measures used by other companies, limiting their usefulness for comparison purposes. The presentation of Adjusted EBITDA is intended to enhance the usefulness of our financial information by providing a measure which management internally uses to assess and evaluate the overall performance of its business and those of possible acquisition candidates, and highlight trends in the overall business.

We use Adjusted EBITDA to provide further information that is useful to an understanding of the financial covenants contained in the credit facilities of our most significant subsidiary, Covanta Energy, and as additional ways of viewing aspects of its operations that, when viewed with the GAAP results and the accompanying reconciliations to corresponding GAAP financial measures, provide a more complete understanding of our core business. The calculation of Adjusted EBITDA is based on the definition in Covanta Energy's Credit Facilities (as defined and described below under Liquidity and Capital Resources), which we have guaranteed. Adjusted EBITDA is defined as earnings before interest, taxes, depreciation and amortization, as adjusted for additional items subtracted from or added to net income. Because our business is substantially comprised of that of Covanta Energy, our financial performance is substantially similar to that of Covanta Energy. For this reason, and in order to avoid use of multiple financial measures which are not all from the same entity, the calculation of Adjusted EBITDA and other financial measures presented herein are measured on a consolidated basis for continuing operations, less the results of operations of our insurance subsidiaries. Under the Credit Facilities, Covanta Energy is required to satisfy certain financial covenants, including certain ratios of which Adjusted EBITDA is an important component. Compliance with such financial covenants is expected to be the principal limiting factor which will affect our ability to engage in a broad range of activities in furtherance of our business, including making certain investments, acquiring businesses and incurring additional debt. Covanta Energy was in compliance with these covenants as of September 30, 2013. Failure to comply with such financial covenants could result in a default under the Credit Facilities, which default would have a material adverse affect on our financial condition and liquidity.

Adjusted EBITDA should not be considered as an alternative to net income or cash flow provided by operating activities as indicators of our performance or liquidity or any other measures of performance or liquidity derived in accordance with GAAP.

In order to provide a meaningful basis for comparison, we are providing information with respect to our Adjusted EBITDA for the three and nine months ended September 30, 2013 and 2012, respectively, reconciled for each such period to net income (loss) and cash flow provided by operating activities, which are believed to be the most directly comparable measures under GAAP. The following is a reconciliation of Net Earnings (Loss) to Adjusted EBITDA (in millions):

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	Three Months Ended September 30,		Nine Months Ended September 30,		
	2013	2012	2013	2012	
Net Income (Loss) from Continuing Operations Attributable to Covanta Holding Corporation	\$28	\$26	\$(35	) \$34	
Operating loss related to insurance subsidiaries	—	8	1	9	
Depreciation and amortization expense	52	46	157	145	
Debt service:					
Net interest expense on project debt	3	7	10	22	
Interest expense	30	25	88	67	
Non-cash convertible debt related expense	7	6	21	19	
Subtotal debt service	40	38	119	108	
Income tax expense	19	27	9	30	
Net write-offs (gains) <sup>(1)</sup>	12	(2	) 63	(2	)
Severance related to UK restructuring <sup>(1)</sup>	—	—	3	—	
Defined benefit pension plan settlement gain	—	—	(6	) —	
Loss on extinguishment of debt	—	—	1	2	
Net income attributable to noncontrolling interests in subsidiaries	—	1	(1	) 1	
Other adjustments:					
Debt service billing in excess of revenue recognized	1	—	9	6	
Non-cash compensation expense	3	3	12	13	
Other non-cash item <sup>(2)</sup>	1	3	2	3	
Subtotal other adjustments	5	6	23	22	
Total adjustments	128	124	369	315	
Adjusted EBITDA	\$156	\$150	\$334	\$349	

(1) See Adjusted EPS above.

(2) Includes certain non-cash items that are added back under the definition of Adjusted EBITDA in Covanta Energy's credit agreement.

The following is a reconciliation of cash flow provided by operating activities to Adjusted EBITDA (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Cash flow provided by operating activities from continuing operations	\$170	\$124	\$267	\$268
Cash flow provided by operating activities from insurance subsidiaries	1	2	4	4

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Debt service	40	38	119	108	
Change in working capital	(52	) (30	) (35	) (52	)
Change in restricted funds held in trust	(9	) 12	(17	) 10	)
Non-cash convertible debt related expense	(7	) (6	) (21	) (19	)
Equity in net income from unconsolidated investments	4	4	4	10	
Dividends from unconsolidated investments	(1	) (4	) (7	) (7	)
Current tax provision	6	4	3	7	
Other	4	6	17	20	
Sub-total:	(55	) (14	) (56	) (31	)
Adjusted EBITDA	\$156	\$150	\$334	\$349	

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For additional discussion related to management's use of non-GAAP measures, see Liquidity and Capital Resources — Supplementary Financial Information — Free Cash Flow (Non-GAAP Discussion) below.

**LIQUIDITY AND CAPITAL RESOURCES**

Our principal sources of liquidity are our cash and cash equivalents, cash flow generated from our ongoing operations, and available capacity under of our Revolving Credit Facility, which we believe will allow us to meet our liquidity needs. As of September 30, 2013, our available liquidity was as follows (in millions).

	As of September 30, 2013
Cash	\$252
Available capacity under Revolving Credit Facility	493
Total available liquidity	\$745

In addition, as of September 30, 2013, we had restricted cash of \$194 million, of which \$70 million was designated for future payment of project debt principal.

We typically receive cash distributions from our Americas segment projects on either a monthly or quarterly basis, with additional distributions at certain projects made on a semi-annual or annual basis, most significantly in the fourth quarter. The frequency and predictability of our receipt of cash from projects differs depending upon various factors, including whether restrictions on distributions exist in applicable project debt arrangements, whether a project is domestic or international, and whether a project has been able to operate at historical levels of production. The timing of our receipt of cash from construction projects for public sector clients is generally based upon completion milestones as set forth in the applicable contracts, and the timing and size of these milestone payments can result in material working capital variability between periods.

Our primary future cash requirements will be to fund capital expenditures to maintain our existing businesses, service our debt, invest in the growth of our business, and return surplus capital to our stockholders. We believe that our liquidity position and ongoing cash flow from operations will be sufficient to finance these requirements.

Our 3.25% Cash Convertible Senior Notes mature on June 1, 2014 and we plan to refinance these notes through the issuance of new securities in the capital markets and/or borrowings under our Credit Facilities. If we issue non-convertible debt securities to fund this maturity, then this could materially increase our annual cash interest expense in future periods.

**2013 Share Repurchases and Dividends**

We plan to allocate capital to maximize stockholder value by returning surplus capital to our stockholders through dividends and share repurchases.

Under our share repurchase program, common stock repurchases may be made in the open market, in privately negotiated transactions from time to time, or by other available methods. The timing and amounts of any repurchases will depend on many factors, including our capital structure, the market price of our common stock and overall market conditions, and whether any restrictions then exist under our policies relating to trading in compliance with securities laws. During the nine months ended September 30, 2013, we increased the current share repurchase authorization to a total of \$150 million. During the nine months ended September 30, 2013, we repurchased 1.7 million shares of our common stock at a weighted average cost of \$19.37 per share for approximately \$34 million. As of September 30, 2013, the amount remaining under our currently authorized share repurchase program was \$116 million.

Dividends declared to stockholders are as follows (in millions, except per share amounts):

	Three Months Ended		Nine Months Ended	
	September 30, 2013	2012	September 30, 2013	2012
Regular cash dividend				
Declared	\$21	\$20	\$65	\$61
Per Share	\$0.165	\$0.15	\$0.495	\$0.45



The quarterly cash dividend declared for the first quarter 2013 was paid on April 5, 2013 to stockholders of record as of the close of business on March 28, 2013. The quarterly cash dividend declared for the second quarter 2013 was paid on July 8, 2013 to stockholders of record as of the close of business on June 27, 2013. The quarterly cash dividend declared for the third quarter 2013 was paid on October 7, 2013 to stockholders of record as of the close of business on September 30, 2013.

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## Sources and Uses of Cash Flow for the Nine Months Ended September 30, 2013 and 2012:

	Nine Months Ended September 30,		Increase (Decrease)
	2013	2012	2013 vs 2012
	(Unaudited, in millions)		
Net cash provided by operating activities	\$267	\$268	\$(1 )
Net cash used in investing activities	(210 )	(98 )	) 112
Net cash used in financing activities	(52 )	(152 )	) (100 )
Effect of exchange rate changes on cash and cash equivalents	1	1	—
Net increase in cash and cash equivalents	\$6	\$19	(13 )

Net cash provided by operating activities from continuing operations for the nine months ended September 30, 2013 was \$267 million, a decrease of \$1 million from the prior year period. The decrease was primarily due to the timing of construction working capital.

Net cash used in investing activities from continuing operations for the nine months ended September 30, 2013 was \$210 million, an increase of \$112 million from the prior year period. The increase was primarily comprised of higher outflows for the acquisition of a business of \$49 million, purchase of property, plant and equipment of \$46 million, the acquisition of the noncontrolling interest for the Huntington EfW facility for \$14 million and the purchase of marketable securities of \$11 million.

Net cash used in financing activities from continuing operations for the nine months ended September 30, 2013 was \$52 million, a net change of \$100 million from the prior period. The net change was primarily driven by the issuance of the 6.375% Senior Notes and refinanced Term Loan with net proceeds of \$55 million in the first quarter of 2012.

Net cash used in financing activities also decreased due to stock repurchases and lower cash dividends paid to stockholders. Due to potential tax law changes, we paid the fourth quarter 2012 dividend prior to year-end rather than our usual payment pattern of payment during the following quarter (i.e. the first quarter of 2013).

#### Supplementary Financial Information — Free Cash Flow (Non-GAAP Discussion)

To supplement our results prepared in accordance with GAAP, we use the measure of Free Cash Flow, which is a non-GAAP measure as defined by the SEC. This non-GAAP financial measure is not intended as a substitute and should not be considered in isolation from measures of liquidity prepared in accordance with GAAP. In addition, our use of Free Cash Flow may be different from similarly identified non-GAAP measures used by other companies, limiting its usefulness for comparison purposes. The presentation of Free Cash Flow is intended to enhance the usefulness of our financial information by providing measures which management internally uses to assess and evaluate the overall performance of its business and those of possible acquisition candidates, and highlight trends in the overall business.

We use the non-GAAP financial measure of Free Cash Flow as a criterion of liquidity and performance-based components of employee compensation. Free Cash Flow is defined as cash flow provided by operating activities, excluding the cash flow provided by or used in our insurance subsidiaries, less maintenance capital expenditures, which are capital expenditures primarily to maintain our existing facilities. We use Free Cash Flow as a measure of liquidity to determine amounts we can reinvest in our core businesses, such as amounts available to make acquisitions, invest in construction of new projects, make principal payments on debt, or return capital to our stockholders through dividends and/or stock repurchases. For additional discussion related to management's use of non-GAAP measures, see Results of Operations — Supplementary Financial Information — Adjusted EBITDA (Non-GAAP Discussion) above. In order to provide a meaningful basis for comparison, we are providing information with respect to our Free Cash Flow for the three and nine months ended September 30, 2013 and 2012, reconciled for each such period to cash flow provided by operating activities, which we believe to be the most directly comparable measure under GAAP.

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The following is a reconciliation of Free Cash Flow and its primary uses (in millions):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Cash flow provided by operating activities	\$170	\$124	\$267	\$268
Plus: Cash flow used in operating activities from insurance activities	1	2	4	4
Less: Maintenance capital expenditures <sup>(1)</sup>	(10	) (15	) (67	) (67
Free Cash Flow	\$161	\$111	\$204	\$205
Weighted Average Diluted Shares Outstanding	130	132	129	134
Uses of Free Cash Flow				
Investments:				
Acquisition of business, net of cash acquired	\$(49	) \$—	\$(49	) \$—
Acquisition of noncontrolling interests in subsidiary	—	—	(14	) —
Property insurance proceeds	4	7	4	7
Non-maintenance capital expenditures <sup>(2)</sup>	(33	) (13	) (73	) (27
Acquisition of land use rights <sup>(2)</sup>	—	—	—	(1
Other growth investments <sup>(2)</sup>	(3	) —	(3	) (2
Other investing activities, net <sup>(3)</sup>	6	(16	) (8	) (8
Total investments	\$(75	) \$(22	) \$(143	) \$(31
Return of capital to stockholders:				
Cash dividends paid to stockholders	\$(23	) \$(20	) \$(45	) \$(51
Common stock repurchased	—	(24	) (34	) (83
Total return of capital to stockholders	\$(23	) \$(44	) \$(79	) \$(134
Capital raising activities:				
Net proceeds from issuance of corporate debt <sup>(4)</sup>	\$21	\$(2	) \$21	\$673
Other financing activities, net	1	2	(8	) 3
Net proceeds from capital raising activities	\$22	\$—	\$13	\$676
Debt repayments:				
Net cash used for scheduled principal payments on corporate debt	\$—	\$(1	) \$(2	) \$(25
Net cash used for scheduled principal payments on project debt <sup>(5)</sup>	(18	) (17	) (50	) (57
Optional repayment of corporate debt <sup>(6)</sup>	—	—	—	(621
Total debt repayments	\$(18	) \$(18	) \$(52	) \$(703
Borrowing activities - Revolving credit facility, net	\$(20	) \$20	\$66	\$20
Short-term borrowing activities - Financing of insurance premiums, net	\$—	\$(3	) \$—	\$(10

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Distribution to partners of noncontrolling interests in subsidiaries	\$—	\$(1	) \$—	\$(1	)
Effect of exchange rate changes on cash and cash equivalents	\$1	\$1	\$1	\$1	
Net change in cash and cash equivalents	\$48	\$44	\$10		