Vulcan Materials CO
Form 10-Q
May 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2016

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

For the transition period from to

Commission File Number 001-33841

VULCAN MATERIALS COMPANY
(Exact name of registrant as specified in its charter)

New Jersey (State or other jurisdiction of incorporation)	20-8579133 (I.R.S. Employer Identification No.)
1200 Urban Center Drive, Birmingham, Alabama (Address of principal executive offices)	35242 (zip code)

(205) 298-3000 (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 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 (Do not check if a smaller reporting company)	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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Shares outstanding at April 29, 2016
Common Stock, $1 Par Value	133,188,158

VULCAN MATERIALS COMPANY

FORM 10-Q

QUARTER ENDED MARCH 31, 2016

Contents

Unless otherwise stated or the context otherwise requires, references in this report to "Vulcan," the "Company," "we," "our," or "us" refer to Vulcan Materials Company and its consolidated subsidiaries.

part I financial information

ITEM 1

FINANCIAL STATEMENTS

VULCAN MATERIALS COMPANY AND SUBSIDIARY COMPANIES

CONDENSED CONSOLIDATED BALANCE SHEETS

Unaudited, except for December 31 in thousands	March 31 2016	December 31 2015	March 31 2015
Assets			
Cash and cash equivalents	$ 191,886	$ 284,060	$ 392,657
Restricted cash	0	1,150	0
Accounts and notes receivable			
Accounts and notes receivable, gross	449,538	423,600	375,196
Less: Allowance for doubtful accounts	(5,775)	(5,576)	(5,244)
Accounts and notes receivable, net	443,763	418,024	369,952
Inventories			
Finished products	288,891	297,925	285,313
Raw materials	22,160	21,765	21,203
Products in process	1,221	1,008	1,189
Operating supplies and other	25,486	26,375	25,987
Inventories	337,758	347,073	333,692
Current deferred income taxes	0	0	39,881
Prepaid expenses	34,096	34,284	58,483
Total current assets	1,007,503	1,084,591	1,194,665
Investments and long-term receivables	38,895	40,558	41,613
Property, plant & equipment			
Property, plant & equipment, cost	6,984,417	6,891,287	6,671,537
Reserve for depreciation, depletion & amortization	(3,786,590)	(3,734,997)	(3,587,444)
Property, plant & equipment, net	3,197,827	3,156,290	3,084,093
Goodwill	3,094,824	3,094,824	3,094,824
Other intangible assets, net	753,372	766,579	764,072
Other noncurrent assets	154,604	158,790	147,258
Total assets	$ 8,247,025	$ 8,301,632	$ 8,326,525
Liabilities			
Current maturities of long-term debt	131	130	365,441

Trade payables and accruals	185,653	175,729	157,829
Other current liabilities	170,701	177,620	180,066
Total current liabilities	356,485	353,479	703,336
Long-term debt	1,981,425	1,980,334	1,888,365
Noncurrent deferred income taxes	663,364	681,096	682,849
Deferred revenue	205,892	207,660	212,987
Other noncurrent liabilities	618,806	624,875	678,821
Total liabilities	$ 3,825,972	$ 3,847,444	$ 4,166,358
Other commitments and contingencies (Note 8)			
Equity			
Common stock, $1 par value, Authorized 480,000 shares, Outstanding 133,348, 133,172 and 132,660 shares, respectively	133,348	133,172	132,660
Capital in excess of par value	2,823,116	2,822,578	2,765,391
Retained earnings	1,584,344	1,618,507	1,418,901
Accumulated other comprehensive loss	(119,755)	(120,069)	(156,785)
Total equity	$ 4,421,053	$ 4,454,188	$ 4,160,167
Total liabilities and equity	$ 8,247,025	$ 8,301,632	$ 8,326,525

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

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VULCAN MATERIALS COMPANY AND SUBSIDIARY COMPANIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended	
Unaudited		March 31
in thousands, except per share data	2016	2015
Total revenues	$ 754,728	$ 631,293
Cost of revenues	590,010	553,428
Gross profit	164,718	77,865
Selling, administrative and general expenses	76,468	66,763
Gain on sale of property, plant & equipment and businesses	555	6,375
Impairment of long-lived assets	(9,646)	0
Restructuring charges	(320)	(2,818)
Other operating expense, net	(13,918)	(3,900)
Operating earnings	64,921	10,759
Other nonoperating income (expense), net	(694)	979
Interest expense, net	33,732	62,480
Earnings (loss) from continuing operations before income taxes	30,495	(50,742)
Provision for (benefit from) income taxes	9,764	(14,075)
Earnings (loss) from continuing operations	20,731	(36,667)
Loss on discontinued operations, net of tax	(1,807)	(3,011)
Net earnings (loss)	$ 18,924	$ (39,678)
Other comprehensive income, net of tax		
Reclassification adjustment for cash flow hedges	294	2,248
Amortization of actuarial loss and prior service cost for benefit plans	20	2,681
Other comprehensive income	314	4,929
Comprehensive income (loss)	$ 19,238	$ (34,749)
Basic earnings (loss) per share		
Continuing operations	$ 0.15	$ (0.28)
Discontinued operations	(0.01)	(0.02)
Net earnings (loss)	$ 0.14	$ (0.30)
Diluted earnings (loss) per share		
Continuing operations	$ 0.15	$ (0.28)
Discontinued operations	(0.01)	(0.02)
Net earnings (loss)	$ 0.14	$ (0.30)
Weighted-average common shares outstanding		
Basic	133,821	132,659
Assuming dilution	135,452	132,659
Cash dividends per share of common stock	$ 0.20	$ 0.10
Depreciation, depletion, accretion and amortization	$ 69,406	$ 66,723

Effective tax rate from continuing operations	32.0%	27.7%

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

VULCAN MATERIALS COMPANY AND SUBSIDIARY COMPANIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited in thousands	Three Months Ended 2016	March 31 2015
Operating Activities		
Net earnings (loss)	$ 18,924	$ (39,678)
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation, depletion, accretion and amortization	69,406	66,723
Net gain on sale of property, plant & equipment and businesses	(555)	(6,375)
Contributions to pension plans	(2,343)	(1,447)
Share-based compensation	4,321	4,700
Excess tax benefits from share-based compensation	(21,235)	(7,575)
Deferred tax provision (benefit)	(17,879)	(11,592)
Cost of debt purchase	0	21,734
Changes in assets and liabilities before initial effects of business acquisitions and dispositions	19,668	4,575
Other, net	(27,450)	(11,911)
Net cash provided by operating activities	$ 42,857	$ 19,154
Investing Activities		
Purchases of property, plant & equipment	(108,284)	(49,611)
Proceeds from sale of property, plant & equipment	1,086	2,354
Payment for businesses acquired, net of acquired cash	(1,611)	0
Decrease in restricted cash	1,150	0
Other, net	1,549	(334)
Net cash used for investing activities	$ (106,110)	$ (47,591)
Financing Activities		
Payment of current maturities and long-term debt	(5)	(145,918)
Proceeds from issuance of long-term debt	0	400,000
Purchases of common stock	(23,433)	0
Dividends paid	(26,718)	(13,253)
Proceeds from exercise of stock options	0	31,416
Excess tax benefits from share-based compensation	21,235	7,575
Other, net	0	1
Net cash provided by (used for) financing activities	$ (28,921)	$ 279,821
Net increase (decrease) in cash and cash equivalents	(92,174)	251,384
Cash and cash equivalents at beginning of year	284,060	141,273
Cash and cash equivalents at end of period	$ 191,886	$ 392,657

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of the statements.

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notes to condensed consolidated financial statements

Note 1: summary of significant accounting policies

NATURE OF OPERATIONS

Vulcan Materials Company (the “Company,” “Vulcan,” “we,” “our”), a New Jersey corporation, is the nation's largest producer of construction aggregates (primarily crushed stone, sand and gravel) and a major producer of asphalt mix and ready-mixed concrete.

We operate primarily in the United States and our principal product — aggregates — is used in virtually all types of public and private construction projects and in the production of asphalt mix and ready-mixed concrete. We serve markets in twenty states, Washington D.C., and the local markets surrounding our operations in Mexico and the Bahamas. Our primary focus is serving states in metropolitan markets in the United States that are expected to experience the most significant growth in population, households and employment. These three demographic factors are significant drivers of demand for aggregates. While aggregates is our focus and primary business, we produce and sell asphalt mix and/or ready-mixed concrete in our mid-Atlantic, Georgia, Southwestern and Western markets.

BASIS OF PRESENTATION

Our accompanying unaudited condensed consolidated financial statements were prepared in compliance with the instructions to Form 10-Q and Article 10 of Regulation S-X and thus do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. Our Condensed Consolidated Balance Sheet as of December 31, 2015 was derived from the audited financial statement, but it does not include all disclosures required by accounting principles generally accepted in the United States of America. In the opinion of our management, the statements reflect all adjustments, including those of a normal recurring nature, necessary to present fairly the results of the reported interim periods. Operating results for the three month period ended March 31, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. For further information, refer to the consolidated financial statements and footnotes included in our most recent Annual Report on Form 10-K.

Due to the 2005 sale of our Chemicals business as described in Note 2, the results of the Chemicals business are presented as discontinued operations in the accompanying Condensed Consolidated Statements of Comprehensive Income.

RECLASSIFICATIONS

Certain items previously reported in specific financial statement captions have been reclassified to conform with the 2016 presentation. During the second quarter of 2015, we early adopted Accounting Standards Update (ASU) No. 2015-03, “Simplifying the Presentation of Debt Issuance Costs,” resulting in retrospective adjustments to our prior financial statements. Therefore, debt issuance costs of $24,090,000 previously reported as other noncurrent assets on the Condensed Consolidated Balance Sheet as of March 31, 2015 were reclassified as a deduction from long-term debt.

RESTRUCTURING CHARGES

In 2014, we announced changes to our executive management team, and a new divisional organization structure that was effective January 1, 2015. During the three months ended March 31, 2016 and March 31, 2015, we incurred $320,000 and $2,818,000, respectively, of costs related to these initiatives. Future related charges for these initiatives are estimated to be immaterial.

EARNINGS PER SHARE (EPS)

Earnings per share are computed by dividing net earnings by the weighted-average common shares outstanding (basic EPS) or weighted-average common shares outstanding assuming dilution (diluted EPS), as set forth below:

	Three Months Ended March 31	
in thousands	2016	2015
Weighted-average common shares outstanding	133,821	132,659
Dilutive effect of		
Stock options/SOSARs 1	872	0
Other stock compensation plans	759	0
Weighted-average common shares outstanding, assuming dilution	135,452	132,659

1 Stock-Only Stock Appreciation Rights (SOSARs)

All dilutive common stock equivalents are reflected in our earnings per share calculations. Antidilutive common stock equivalents are not included in our earnings per share calculations. In periods of loss, shares that otherwise would have been included in our diluted weighted-average common shares outstanding computation are excluded. These excluded shares are as follows: three months ended March 31, 2015 – 1,711,000 shares.

The number of antidilutive common stock equivalents for which the exercise price exceeds the weighted-average market price is as follows:

	Three Months Ended March 31	
in thousands	2016	2015
Antidilutive common stock equivalents	631	675

Note 2: Discontinued Operations

In 2005, we sold substantially all the assets of our Chemicals business to Basic Chemicals, a subsidiary of Occidental Chemical Corporation. The financial results of the Chemicals business are classified as discontinued operations in the accompanying Condensed Consolidated Statements of Comprehensive Income for all periods presented. There were no revenues from discontinued operations for the periods presented. Results from discontinued operations are as follows:

	Three Months Ended March 31	
in thousands	2016	2015
Discontinued Operations		
Pretax loss	$ (2,981)	$ (4,981)
Income tax benefit	1,174	1,970
Loss on discontinued operations, net of tax	$ (1,807)	$ (3,011)

The losses from discontinued operations noted above include charges related to general and product liability costs, including legal defense costs, and environmental remediation costs associated with our former Chemicals business.

Note 3: Income Taxes

Our estimated annual effective tax rate (EAETR) is based on full-year expectations of pretax book earnings, statutory tax rates, permanent differences between book and tax accounting such as percentage depletion, and tax planning alternatives available in the various jurisdictions in which we operate. For interim financial reporting, we calculate our quarterly income tax provision in accordance with the EAETR. Each quarter, we update our EAETR based on our revised full-year expectation of pretax book earnings and calculate the income tax provision so that the year-to-date income tax provision reflects the EAETR. Significant judgment is required in determining our EAETR.

In the first quarter of 2016, we recorded an income tax expense from continuing operations of $9,764,000 compared to an income tax benefit from continuing operations of $14,075,000 in the first quarter of 2015. The increase in our income tax expense resulted largely from applying the statutory rate to the increase in our pretax book earnings.

We recognize deferred tax assets and liabilities (which reflect our best assessment of the future taxes we will pay) based on the differences between the financial statement’s carrying amounts of assets and liabilities and the amounts used for income tax purposes. Deferred tax assets represent items to be used as a tax deduction or credit in future tax returns while deferred tax liabilities represent items that will result in additional tax in future tax returns.

Each quarter we analyze the likelihood that our deferred tax assets will be realized. Realization of the deferred tax assets ultimately depends on the existence of sufficient taxable income of the appropriate character in either the carryback or carryforward period. A valuation allowance is recorded if, based on the weight of all available positive and negative evidence, it is more likely than not (a likelihood of more than 50%) that some portion, or all, of a deferred tax asset will not be realized.

Based on our first quarter 2016 analysis, we believe it is more likely than not that we will realize the benefit of all our deferred tax assets with the exception of certain state net operating loss carryforwards. For 2016, we project deferred tax assets related to state net operating loss carryforwards of $59,880,000, of which $57,744,000 relates to Alabama. The Alabama net operating loss carryforward, if not utilized, would expire in years 2022 – 2029. Prior to 2015, we carried a full valuation allowance against this Alabama deferred tax asset as we did not expect to utilize any portion of this deferred tax asset. During 2015, we restructured our legal entities which, among other benefits, resulted in a partial release of the valuation allowance in the amount of $4,655,000 during the third quarter of 2015. Our analyses over the last two quarters have confirmed our third quarter 2015 conclusion but resulted in no further reductions of the valuation allowance. We expect to further reduce, or possibly eliminate, this valuation allowance once we have returned to sustained profitability (as defined in our most recent Annual Report on Form 10-K), which we project could occur in the fourth quarter of 2016.

We recognize a tax benefit associated with a tax position when, in our judgment, it is more likely than not that the position will be sustained based upon the technical merits of the position. For a tax position that meets the more likely than not recognition threshold, we measure the income tax benefit as the largest amount that we judge to have a greater than 50% likelihood of being realized. A liability is established for the unrecognized portion of any tax benefit. Our liability for unrecognized tax benefits is adjusted periodically due to changing circumstances, such as the progress of tax audits, case law developments and new or emerging legislation.

A summary of our deferred tax assets is included in Note 9 “Income Taxes” in our Annual Report on Form 10-K for the year ended December 31, 2015.

Note 4: deferred revenue

In 2013 and 2012, we sold a percentage interest in future production structured as volumetric production payments (VPPs).

The VPPs:

§ relate to eight quarries in Georgia and South Carolina
§ provide the purchaser solely with a nonoperating percentage interest in the subject quarries’ future production from aggregates reserves
§ are both time and volume limited
§ contain no minimum annual or cumulative guarantees for production or sales volume, nor minimum sales price

Our consolidated total revenues exclude the sales of aggregates owned by the VPP purchaser.

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We received net cash proceeds from the sale of the VPPs of $153,282,000 and $73,644,000 for the 2013 and 2012 transactions, respectively. These proceeds were recorded as deferred revenue on the balance sheet and are amortized to revenue on a unit-of-sales basis over the terms of the VPPs (expected to be approximately 25 years, limited by volume rather than time).

Reconciliation of the deferred revenue balances (current and noncurrent) is as follows:

	Three Months Ended March 31	
in thousands	2016	2015
Deferred Revenue		
Balance at beginning of year	$ 214,060	$ 219,968
Amortization of deferred revenue	(1,768)	(981)
Balance at end of period	$ 212,292	$ 218,987

Based on expected sales from the specified quarries, we expect to recognize approximately $6,400,000 of deferred revenue as income during the 12-month period ending March 31, 2017 (reflected in other current liabilities in our 2016 Condensed Consolidated Balance Sheet).

Note 5: Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels as described below:

Level 1: Quoted prices in active markets for identical assets or liabilities

Level 2: Inputs that are derived principally from or corroborated by observable market data

Level 3: Inputs that are unobservable and significant to the overall fair value measurement

Assets subject to fair value measurement on a recurring basis are summarized below:

	Level 1 Fair Value		
in thousands	March 31 2016	December 31 2015	March 31 2015
Fair Value			
Rabbi Trust			
Mutual funds	$ 6,185	$ 11,472	$ 14,549
Equities	6,824	8,992	12,634
Total	$ 13,009	$ 20,464	$ 27,183

	Level 2 Fair Value		
in thousands	March 31 2016	December 31 2015	March 31 2015
Fair Value			
Rabbi Trust			
Money market mutual fund	$ 2,682	$ 2,124	$ 1,336
Total	$ 2,682	$ 2,124	$ 1,336

We have established two Rabbi Trusts for the purpose of providing a level of security for the employee nonqualified retirement and deferred compensation plans and for the directors' nonqualified deferred compensation plans. The fair values of these investments are estimated using a market approach. The Level 1 investments include mutual funds and equity securities for which quoted prices in active markets are available. Level 2 investments are stated at estimated fair value based on the underlying investments in the fund (short-term, highly liquid assets in commercial paper, short-term bonds and certificates of deposit).

Net gains of the Rabbi Trust investments were $82,000 and $807,000 for the three months ended March 31, 2016 and 2015, respectively. The portions of the net gains (losses) related to investments still held by the Rabbi Trusts at March 31, 2016 and 2015 were $(1,024,000) and $646,000, respectively.

The year-to-date decrease of $6,897,000 in total Rabbi Trust asset values at March 31, 2016 is primarily attributable to the elections by several retired executives to receive their distributions from the nonqualified retirement and deferred compensation plans.

The carrying values of our cash equivalents, restricted cash, accounts and notes receivable, short-term debt, trade payables and accruals, and other current liabilities approximate their fair values because of the short-term nature of these instruments. Additional disclosures for derivative instruments and interest-bearing debt are presented in Notes 6 and 7, respectively.

There were no assets or liabilities subject to fair value measurement on a nonrecurring basis as of March 31, 2015. Assets that were subject to fair value measurement on a nonrecurring basis are summarized below:

	Period ending March 31, 2016			
in thousands	Level 2		Impairment Charges	
Fair Value Nonrecurring				
Property, plant & equipment, net	$	0	$	499
Other intangible assets, net	0		8,180	
Other assets	0		967	
Total	$	0	$	9,646

We recorded a $9,646,000 loss on impairment of long-lived assets as a result of exiting an aggregates site lease for the three months ended March 31, 2016, reducing the carrying value of these assets to their estimated fair values of $0. Fair value was estimated using a market approach (observed transactions involving comparable assets in similar locations).

Note 6: Derivative Instruments

During the normal course of operations, we are exposed to market risks including interest rates, foreign currency exchange rates and commodity prices. From time to time, and consistent with our risk management policies, we use derivative instruments to balance the cost and risk of such expenses. We do not utilize derivative instruments for trading or other speculative purposes.

The accounting for gains and losses that result from changes in the fair value of derivative instruments depends on whether the derivatives have been designated and qualify as hedging instruments and the type of hedging relationship. The interest rate swap agreements described below were designated as either cash flow hedges or fair value hedges. The changes in fair value of our interest rate swap cash flow hedges are recorded in accumulated other comprehensive income (AOCI) and are reclassified into interest expense in the same period the hedged items affect earnings. The changes in fair value of our interest rate swap fair value hedges are recorded as interest expense consistent with the change in the fair value of the hedged items attributable to the risk being hedged.

CASH FLOW HEDGES

During 2007, we entered into fifteen forward starting interest rate locks on $1,500,000,000 of future debt issuances in order to hedge the risk of higher interest rates. Upon the 2007 and 2008 issuances of the related fixed-rate debt, underlying interest rates were lower than the rate locks and we terminated and settled these forward starting locks for cash payments of $89,777,000. This amount was booked to AOCI and is being amortized to interest expense over the term of the related debt.

This amortization was reflected in the accompanying Condensed Consolidated Statements of Comprehensive Income as follows:

		Three Months Ended			
	Location on	March 31			
in thousands	Statement	2016		2015	
Cash Flow Hedges					
Loss reclassified from AOCI (effective portion)	Interest expense	$	(487)	$	(3,721)

The loss reclassified from AOCI for the three months ended March 31, 2015 includes the acceleration of a proportional amount of the deferred loss in the amount of $2,700,000, referable to the debt purchases as described in Note 7.

For the 12-month period ending March 31, 2017, we estimate that $2,049,000 of the pretax loss in AOCI will be reclassified to earnings.

FAIR VALUE HEDGES

In June 2011, we issued $500,000,000 of 6.50% fixed-rate notes due in 2016 to refinance near term floating-rate debt. Concurrently, we entered into interest rate swap agreements in the stated amount of $500,000,000 to reestablish the pre-refinancing mix of fixed- and floating-rate debt. Under these agreements, we paid 6-month London Interbank Offered Rate (LIBOR) plus a spread of 4.05% and received a fixed interest rate of 6.50%. Additionally, in June 2011, we entered into interest rate swap agreements on our $150,000,000 of 10.125% fixed-rate notes due in 2015. Under these agreements, we paid 6-month LIBOR plus a spread of 8.03% and received a fixed interest rate of 10.125%. In August 2011, we terminated and settled these interest rate swap agreements for $25,382,000 of cash proceeds. The $23,387,000 gain component of the settlement (cash proceeds less $1,995,000 of accrued interest) was added to the carrying value of the related debt and was amortized as a reduction to interest expense over the terms of the related debt using the effective interest method. The deferred gain was fully amortized in December 2015, concurrent with the retirement of the 10.125% notes due 2015.

This deferred gain amortization was reflected in the accompanying Condensed Consolidated Statements of Comprehensive Income as follows:

	Three Months Ended March 31	
in thousands	2016	2015
Deferred Gain on Settlement		
Amortized to earnings as a reduction to interest expense	$ 0	$ 513

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Note 7: Debt

Debt is detailed as follows:

in thousands	Effective Interest Rates	March 31 2016	December 31 2015	March 31 2015
Short-term Debt				
Bank line of credit expires 2020 1, 2. 3		$ 0	$ 0	$ 0
Total short-term debt		$ 0	$ 0	$ 0
Long-term Debt				
Bank line of credit expires 2020 1, 2, 3	1.50%	$ 235,000	$ 235,000	$ 0
10.125% notes due 2015	n/a	0	0	150,000
6.50% notes due 2016	n/a	0	0	125,001
6.40% notes due 2017	n/a	0	0	218,633
7.00% notes due 2018	7.87%	272,512	272,512	272,697
10.375% notes due 2018	10.63%	250,000	250,000	250,000
7.50% notes due 2021	7.75%	600,000	600,000	600,000
8.85% notes due 2021	8.88%	6,000	6,000	6,000
Industrial revenue bond due 2022	n/a	0	0	14,000

4.50% notes due 2025	4.65%	400,000	400,000	400,000
7.15% notes due 2037	8.05%	240,188	240,188	240,188
Other notes 3	6.25%	494	498	618
Unamortized discounts and debt issuance costs	n/a	(22,638)	(23,734)	(25,852)
Unamortized deferred interest rate swap gain 4	n/a	0	0	2,521
Total long-term debt including current maturities 5		$ 1,981,556	$ 1,980,464	$ 2,253,806
Less current maturities		131	130	365,441
Total long-term debt		$ 1,981,425	$ 1,980,334	$ 1,888,365
Total debt 6		$ 1,981,556	$ 1,980,464	$ 2,253,806
Estimated fair value of long-term debt		$ 2,236,669	$ 2,204,816	$ 2,160,255

1 Borrowings on the bank line of credit are classified as short-term debt if we intend to repay within twelve months and as long-term debt otherwise.
2 The effective interest rate is the spread over LIBOR as of the balance sheet dates.
3 Non-publicly traded debt.
4 The unamortized deferred gain was realized upon the August 2011 settlement of interest rate swaps as discussed in Note 6.
5 The debt balances as of March 31, 2015 have been adjusted to reflect our early adoption of ASU 2015-03 and related election as discussed in Note 1, caption Reclassifications.
6 Face value of our debt is equal to total debt less unamortized discounts and debt issuance costs, and unamortized deferred interest rate swap gain, as follows: March 31, 2016 — $2,004,194 thousand, December 31, 2015 — $2,004,198 thousand and March 31, 2015 — $2,277,137 thousand.

Our total debt is presented in the table above net of unamortized discounts from par, unamortized deferred debt issuance costs and unamortized deferred interest rate swap settlement gain. Discounts and debt issuance costs are amortized using the effective interest method over the terms of the respective notes resulting in $1,096,000 of net interest expense for these items for the three months ended March 31, 2016.

The estimated fair value of our debt presented in the table above was determined by: (1) averaging several asking price quotes for the publicly traded notes and (2) assuming par value for the remainder of the debt. The fair value estimates for the publicly traded notes were based on Level 2 information (as defined in Note 5) as of their respective balance sheet dates.

LINE OF CREDIT

In June 2015, we cancelled our secured $500,000,000 line of credit and entered into an unsecured $750,000,000 line of credit (incurring $2,589,000 of transaction fees).

The line of credit agreement expires in June 2020 and contains affirmative, negative and financial covenants customary for an unsecured facility. The primary negative covenant limits our ability to incur secured debt. The financial covenants are: (1) a maximum ratio of debt to EBITDA of 3.5:1, and (2) a minimum ratio of EBITDA to net cash interest expense of 3.0:1. As of March 31, 2016, we were in compliance with the line of credit covenants.

Borrowings on our line of credit are classified as short-term debt if we intend to repay within twelve months and as long-term debt if we have the intent and ability to extend payment beyond twelve months. Borrowings bear interest, at our option, at either LIBOR plus a credit margin ranging from 1.00% to 2.00%, or SunTrust Bank’s base rate (generally, its prime rate) plus a credit margin ranging from 0.00% to 1.00%. The credit margin for both LIBOR and base rate borrowings is determined by either our ratio of debt to EBITDA or our credit ratings, based on the metric that produces the lower credit spread. Standby letters of credit, which are issued under the line of credit and reduce availability, are charged a fee equal to the credit margin for LIBOR borrowings plus 0.175%. We also pay a commitment fee on the daily average unused amount of the line of credit that ranges from 0.10% to 0.35% based on either our ratio of debt to EBITDA or our credit ratings, based on the metric that produces the lower fee. As of March 31, 2016, the credit margin for LIBOR borrowings was 1.50%, the credit margin for base rate borrowings was 0.50%, and the commitment fee for the unused amount was 0.20%.

As of March 31, 2016, our available borrowing capacity was $475,136,000. Utilization of the borrowing capacity was as follows:

§ $235,000,000 was borrowed
§ $39,864,000 was used to provide support for outstanding standby letters of credit

TERM DEBT

All of our term debt is unsecured. All such debt, other than the $494,000 of other notes, is governed by two essentially identical indentures that contain customary investment-grade type covenants. The primary covenant in both indentures limits the amount of secured debt we may incur without ratably securing such debt. As of March 31, 2016, we were in compliance with all of the term debt covenants.

In December 2015, we repaid our $150,000,000 10.125% notes due 2015 via borrowing on our line of credit. In August 2015, we repaid our $14,000,000 industrial revenue bond due 2022 via borrowing on our line of credit. These repayments did not incur any prepayment penalties.

In March 2015, we issued $400,000,000 of 4.50% senior notes due 2025. Proceeds (net of underwriter fees and other transaction costs) of $395,207,000 were partially used to fund the March 30, 2015 purchase, via tender offer, of $127,303,000 principal amount (32%) of the 7.00% notes due 2018. The March 2015 debt purchase cost $145,899,000, including an $18,140,000 premium above the principal amount of the notes and transaction costs of $456,000. The premium primarily reflects the trading price of the notes relative to par prior to the tender offer commencement. Additionally, we recognized $3,138,000 of net noncash expense associated with the acceleration of a proportional amount of unamortized discounts, deferred debt issuance costs, and deferred interest rate derivative settlement gains and losses. The combined first quarter 2015 charge of $21,734,000 is presented in the accompanying Condensed Consolidated Statement of Comprehensive Income as a component of interest expense for the three month period ended March 31, 2015.

The remaining net proceeds from the March 2015 debt issuance, together with cash on hand and borrowings under our line of credit, funded: (1) the April 2015 redemption of $218,633,000 principal amount (100%) of the 6.40% notes due 2017, (2) the April 2015 redemption of $125,001,000 principal amount (100%) of the 6.50% notes due 2016 and (3) the April 2015 purchase, via the tender offer commenced in March 2015 of $185,000 principal amount (less than 1%) of the 7.00% notes due 2018. The April 2015 debt purchases cost $385,024,000, including a $41,153,000 premium above the principal amount of the notes and transaction costs of $52,000. The premium primarily reflects the make-whole value of the 2016 notes and the 2017 notes. Additionally, we recognized $4,136,000 of net noncash expense associated with the acceleration of unamortized discounts, deferred debt issuance costs, and deferred interest rate derivative settlement gains and losses. The combined second quarter 2015 charge of $45,341,000 was a component of interest expense for the six month period ended June 30, 2015.

STANDBY LETTERS OF CREDIT

We provide, in the normal course of business, certain third-party beneficiaries with standby letters of credit to support our obligations to pay or perform according to the requirements of an underlying agreement. Such letters of credit typically have an initial term of one year, typically renew automatically, and can only be modified or cancelled with the approval of the beneficiary. All of our standby letters of credit are issued by banks that participate in our $750,000,000 line of credit, and reduce the borrowing capacity thereunder. Our standby letters of credit as of March 31, 2016 are summarized by purpose in the table below:

in thousands		
Standby Letters of Credit		
Risk management insurance	$	34,111
Reclamation/restoration requirements	5,753	
Total	$	39,864

Note 8: Commitments and Contingencies

As summarized by purpose directly above in Note 7, our standby letters of credit totaled $39,864,000 as of March 31, 2016.

LITIGATION AND ENVIRONMENTAL MATTERS

We have received notices from the United States Environmental Protection Agency (EPA) or similar state or local agencies that we are considered a potentially responsible party (PRP) at a limited number of sites under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA or Superfund) or similar state and local environmental laws. Generally, we share the cost of remediation at these sites with other PRPs or alleged PRPs in accordance with negotiated or prescribed allocations. There is inherent uncertainty in determining the potential cost of remediating a given site and in determining any individual party's share in that cost. As a result, estimates can change substantially as additional information becomes available regarding the nature or extent of site contamination, remediation methods, other PRPs and their probable level of involvement, and actions by or against governmental agencies or private parties.

We have reviewed the nature and extent of our involvement at each Superfund site, as well as potential obligations arising under other federal, state and local environmental laws. While ultimate resolution and financial liability is uncertain at a number of the sites, in our opinion based on information currently available, the ultimate resolution of claims and assessments related to these sites will not have a material effect on our consolidated results of operations, financial position or cash flows, although amounts recorded in a given period could be material to our results of operations or cash flows for that period.

We are a defendant in various lawsuits in the ordinary course of business. It is not possible to determine with precision the outcome, or the amount of liability, if any, under these lawsuits, especially where the cases involve possible jury trials with as yet undetermined jury panels.

In addition to these lawsuits in which we are involved in the ordinary course of business, certain other material legal proceedings are more specifically described below.

§ Lower Passaic River Study Area (Superfund Site) — The Lower Passaic River Study Area is part of the Diamond Shamrock Superfund Site in New Jersey. Vulcan and approximately 70 other companies are parties (collectively the Cooperating Parties Group) to a May 2007 Administrative Order on Consent (AOC) with the U.S. Environmental Protection Agency (EPA) to perform a Remedial Investigation/Feasibility Study (draft RI/FS) of the lower 17 miles of the Passaic River (River). However, before the draft RI/FS was issued in final form, the EPA issued a record of decision (ROD) on March 4, 2016, that calls for a bank-to-bank dredging remedy for the lower 8 miles of the River. The EPA estimates that the cost of implementing this proposal is $1.38 billion. The Cooperating Parties Group draft RI/FS estimates the preferred remedial action presented therein to cost in the range of $475 million to $725 million.

Efforts to remediate the River have been underway for many years and have involved hundreds of entities that have had operations on or near the River at some point during the past several decades. Vulcan formerly owned a chemicals operation near the mouth of the River, which was sold in 1974. The major risk drivers in the River have been identified as dioxins, PCBs, DDx and mercury. Vulcan did not manufacture any of these risk drivers and has no evidence that any of these were discharged into the River by Vulcan.

The AOC does not obligate us to fund or perform the remedial action contemplated by either the draft RI/FS or the ROD. Furthermore, the parties who will participate in funding the remediation and their respective allocations, have not been determined. Vulcan does not agree that a bank-to-bank remedy is warranted, and Vulcan is not obligated to fund any of the remedial action at this time; nevertheless, we previously estimated the cost to be incurred by us for a bank-to-bank dredging remedy and recorded an immaterial loss for this matter in 2015.

§ TEXAS BRINE MATTER — During the operation of its former Chemicals Division, Vulcan was the lessee to a salt lease from 1976 – 2005 in an underground salt dome formation in Assumption Parish, Louisiana. The Texas Brine Company (Texas Brine) operated this salt mine for the account of Vulcan. Vulcan sold its Chemicals Division in 2005 and assigned the lease to the purchaser, and Vulcan has had no association with the leased premises or Texas Brine since that time. In August 2012, a sinkhole developed near the salt dome and numerous lawsuits were filed in state court in Assumption Parish, Louisiana. Other lawsuits, including class action litigation, were also filed in August 2012 in federal court in the Eastern District of Louisiana in New Orleans.

There are numerous defendants to the litigation in state and federal court. Vulcan was first brought into the litigation as a third-party defendant in August 2013 by Texas Brine. Vulcan has since been added as a direct and third-party defendant by other parties, including a direct claim by the state of Louisiana. The damages alleged in the litigation range from individual plaintiffs' claims for property damage, to the state of Louisiana's claim for response costs, to claims for physical damages to oil pipelines, to business interruption claims. In addition to the plaintiffs' claims, Vulcan has also been sued for contractual indemnity and comparative fault by both Texas Brine and Occidental Chemical Co. (Occidental). The total amount of damages claimed is in excess of $500 million. It is alleged that the sinkhole was caused, in whole or in part, by Vulcan's negligent actions or failure to act. It is also alleged that Vulcan breached the salt lease, as well as an operating agreement and a drilling agreement with Texas Brine; that Vulcan is strictly liable for certain property damages in its capacity as a former assignee of the salt lease; and that Vulcan violated certain covenants and conditions in the agreement under which it sold its Chemicals Division in 2005. Vulcan has made claims for contractual indemnity, comparative fault, and breach of contract against Texas Brine, as well as claims for contractual indemnity and comparative fault against Occidental. Discovery is ongoing and the first trial date in any of these cases has been set for March 2017. At this time, we cannot reasonably estimate a range of liability pertaining to this matter.

§ HEWITT LANDFILL MATTER — On September 8, 2015, the Los Angeles Regional Water Quality Control Board (RWQCB) issued a Cleanup and Abatement Order (CAO) directing Vulcan to assess, monitor, cleanup and abate wastes that have been discharged to soil, soil vapor, and/or groundwater at the former Hewitt Landfill in Los Angeles. The CAO follows a 2014 Investigative Order from RWQCB that sought data and a technical evaluation regarding the Hewitt Landfill, and a subsequent amendment to the Investigative Order requiring Vulcan to provide groundwater monitoring results to RWQCB and to create and implement a work plan for further investigation of the Hewitt Landfill. Vulcan is engaged in performing site investigation work and has proposed to conduct an interim-remedial action plan pilot study to provide information needed by Vulcan in determining the most effective remedy to clean up and abate waste discharged to groundwater at the Hewitt Landfill. The costs to perform these investigative actions are immaterial and have been fully accrued. Until this investigative work is complete, we are unable to estimate the cost of a remedial action plan.

Vulcan is