

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **December 31, 2017**

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

Commission File Number	Registrant; State of Incorporation; Address; and Telephone Number	IRS Employer Identification No.
1-9513	CMS ENERGY CORPORATION (A Michigan Corporation) One Energy Plaza, Jackson, Michigan 49201 (517) 788-0550	38-2726431
1-5611	CONSUMERS ENERGY COMPANY (A Michigan Corporation) One Energy Plaza, Jackson, Michigan 49201 (517) 788-0550	38-0442310

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

Registrant	Title of Class	Name of Each Exchange on Which Registered
CMS Energy Corporation	Common Stock, \$0.01 par value	New York Stock Exchange
Consumers Energy Company	Cumulative Preferred Stock, \$100 par value: \$4.50 Series	New York Stock Exchange

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

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

CMS Energy Corporation: Yes No

Consumers Energy Company: Yes No

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

CMS Energy Corporation: Yes No

Consumers Energy Company: Yes No

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.

CMS Energy Corporation: Yes No

Consumers Energy Company: 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

CMS Energy Corporation: Yes No

Consumers Energy Company: Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

CMS Energy Corporation:

Large accelerated filer

Accelerated filer

Non-Accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

Consumers Energy Company:

Large accelerated filer

Accelerated filer

Non-Accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

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

CMS Energy Corporation:

Consumers Energy Company:

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

CMS Energy Corporation: Yes No

Consumers Energy Company: Yes No

The aggregate market value of CMS Energy voting and non-voting common equity held by non-affiliates was \$12.948 billion for the 279,964,146 CMS Energy Common Stock shares outstanding on June 30, 2017 based on the closing sale price of \$46.25 for CMS Energy Common Stock, as reported by the New York Stock Exchange on such date. There were no shares of Consumers common equity held by non-affiliates as of June 30, 2017.

There were 282,420,406 shares of CMS Energy Common Stock outstanding on January 31, 2018, including 20,316 shares owned by Consumers Energy Company. On January 31, 2018, CMS Energy held all 84,108,789 outstanding shares of common equity of Consumers.

Documents incorporated by reference in Part III: CMS Energy's and Consumers' proxy statement relating to their 2018 Annual Meetings of Shareholders to be held May 4, 2018.

CMS Energy Corporation

Consumers Energy Company

Annual Reports on Form 10-K to the Securities and Exchange Commission for the Year Ended December 31, 2017

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GLOSSARY

Certain terms used in the text and financial statements are defined below.

2016 Energy Law

Comprehensive energy reform package enacted in Michigan in 2016

ABATE

Association of Businesses Advocating Tariff Equity

ABO

Accumulated benefit obligation; the liabilities of a pension plan based on service and pay to date, which differs from the PBO in that it does not reflect expected future salary increases

AFUDC

Allowance for borrowed and equity funds used during construction

AOCI

Accumulated other comprehensive income (loss)

ARO

Asset retirement obligation

ASC 715

Financial Accounting Standards Board Accounting Standards Codification Topic 715, Retirement Benefits

ASC 740

Financial Accounting Standards Board Accounting Standards Codification Topic 740, Income Taxes

ASU

Financial Accounting Standards Board Accounting Standards Update

Bay Harbor

A residential/commercial real estate area located near Petoskey, Michigan, in which CMS Energy sold its interest in 2002

bcf

Billion cubic feet

Cantera Gas Company

Cantera Gas Company LLC, a non-affiliated company, formerly known as CMS Field Services

Cantera Natural Gas, Inc.

Cantera Natural Gas, Inc., a non-affiliated company that purchased CMS Field Services

CAO

Chief Accounting Officer

CCR

Coal combustion residual

CEO

Chief Executive Officer

CERCLA

Comprehensive Environmental Response, Compensation, and Liability Act of 1980

CFO

Chief Financial Officer

city-gate contract

An arrangement made for the point at which a local distribution company physically receives gas from a supplier or pipeline

Clean Air Act

Federal Clean Air Act of 1963, as amended

Clean Water Act

Federal Water Pollution Control Act of 1972, as amended

CMS Capital

CMS Capital, L.L.C., a wholly owned subsidiary of CMS Energy

CMS Energy

CMS Energy Corporation and its consolidated subsidiaries, unless otherwise noted; the parent of Consumers and CMS Enterprises

CMS Enterprises

CMS Enterprises Company, a wholly owned subsidiary of CMS Energy

CMS ERM

CMS Energy Resource Management Company, formerly known as CMS MST, a wholly owned subsidiary of CMS Enterprises

CMS Field Services

CMS Field Services, Inc., a former wholly owned subsidiary of CMS Gas Transmission

CMS Gas Transmission

CMS Gas Transmission Company, a wholly owned subsidiary of CMS Enterprises

CMS Land

CMS Land Company, a wholly owned subsidiary of CMS Capital

CMS MST

CMS Marketing, Services and Trading Company, a wholly owned subsidiary of CMS Enterprises, whose name was changed to CMS ERM in 2004

Consumers

Consumers Energy Company and its consolidated subsidiaries, unless otherwise noted; a wholly owned subsidiary of CMS Energy

Consumers 2014 Securitization Funding

Consumers 2014 Securitization Funding LLC, a wholly owned consolidated bankruptcy-remote subsidiary of Consumers and special-purpose entity organized for the sole purpose of purchasing and owning securitization property, issuing securitization bonds, and pledging its interest in securitization property to a trustee to collateralize the securitization bonds

Craven

Craven County Wood Energy Limited Partnership, a variable interest entity in which HYDRA-CO Enterprises, Inc., a wholly owned subsidiary of CMS Enterprises, has a 50-percent interest

CSAPR

The Cross-State Air Pollution Rule

DB Pension Plan A

Defined benefit pension plan of CMS Energy and Consumers, including certain present and former affiliates and subsidiaries, created as of December 31, 2017 for active employees who were covered under the defined benefit pension plan that closed in 2005

DB Pension Plan B

Defined benefit pension plan of CMS Energy and Consumers, including certain present and former affiliates and subsidiaries, amended as of December 31, 2017 to include only retired and former employees who were covered under the defined benefit pension plan that closed in 2005

DB Pension Plans

Defined benefit pension plans of CMS Energy and Consumers, comprising DB Pension Plan A and DB Pension Plan B

DB SERP

Defined Benefit Supplemental Executive Retirement Plan

DCCP

Defined Company Contribution Plan

DC SERP

Defined Contribution Supplemental Executive Retirement Plan

DIG

Dearborn Industrial Generation, L.L.C., a wholly owned subsidiary of Dearborn Industrial Energy, L.L.C., a wholly owned subsidiary of CMS Energy

Dodd-Frank Act

Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010

DTE Electric

DTE Electric Company, a non-affiliated company

DTE Gas

DTE Gas Company, a non-affiliated company

EBITDA

Earnings before interest, taxes, depreciation, and amortization

EEI

Edison Electric Institute, an association representing all U.S. investor-owned electric companies

EnerBank

EnerBank USA, a wholly owned subsidiary of CMS Capital

energy waste reduction

The reduction of energy consumption through energy efficiency and demand-side energy conservation, as established under the 2016 Energy Law

Entergy

Entergy Corporation, a non-affiliated company

EPA

U.S. Environmental Protection Agency

EPS

Earnings per share

Exchange Act

Securities Exchange Act of 1934

FDIC

Federal Deposit Insurance Corporation

FERC

The Federal Energy Regulatory Commission

First Mortgage Bond Indenture

The indenture dated as of September 1, 1945 between Consumers and The Bank of New York Mellon, as Trustee, as amended and supplemented

FLI Liquidating Trust

Trust formed in Missouri bankruptcy court to accomplish the liquidation of Farmland Industries, Inc., a non-affiliated entity

Forsite

Forsite Development, Inc. and its subsidiaries, each a non-affiliated company

FTR

Financial transmission right

GAAP

U.S. Generally Accepted Accounting Principles

Gas AMR

Consumers' gas automated meter reading project, which involves the installation of communication modules to allow drive-by meter reading

GCC

Gas Customer Choice, which allows gas customers to purchase gas from alternative suppliers

GCR

Gas cost recovery

Genesee

Genesee Power Station Limited Partnership, a variable interest entity in which HYDRA-CO Enterprises, Inc., a wholly owned subsidiary of CMS Enterprises, has a 50-percent interest

Grayling

Grayling Generating Station Limited Partnership, a variable interest entity in which HYDRA-CO Enterprises, Inc., a wholly owned subsidiary of CMS Enterprises, has a 50-percent interest

GWh

Gigawatt-hour, a unit of energy equal to one billion watt-hours

IRS

Internal Revenue Service

kilovolts

Thousand volts, a unit used to measure the difference in electrical pressure along a current

kVA

Thousand volt-amperes, a unit used to reflect the electrical power capacity rating of equipment or a system

kWh

Kilowatt-hour, a unit of energy equal to one thousand watt-hours

LIBOR

The London Interbank Offered Rate

Ludington

Ludington pumped-storage plant, jointly owned by Consumers and DTE Electric

MATS

Mercury and Air Toxics Standards, which limit mercury, acid gases, and other toxic pollution from coal-fueled and oil-fueled power plants

mcf

Thousand cubic feet

MCV Facility

A 1,647 MW natural gas-fueled, combined-cycle cogeneration facility operated by the MCV Partnership

MCV Partnership

Midland Cogeneration Venture Limited Partnership

MCV PPA

PPA between Consumers and the MCV Partnership

MDEQ

Michigan Department of Environmental Quality

METC

Michigan Electric Transmission Company, LLC, a non-affiliated company

MGP

Manufactured gas plant

Michigan Mercury Rule

Michigan Air Pollution Control Rules, Part 15, Emission Limitations and Prohibitions — Mercury, addressing mercury emissions from coal-fueled electric generating units

MISO

Midcontinent Independent System Operator, Inc.

mothball

To place a generating unit into a state of extended reserve shutdown in which the unit is inactive and unavailable for service for a specified period, during which the unit can be brought back into service after receiving appropriate notification and completing any necessary maintenance or other work; generation owners in MISO must request approval to mothball a unit, and MISO then evaluates the request for reliability impacts

MPSC

Michigan Public Service Commission

MRV

Market-related value of plan assets

MW

Megawatt, a unit of power equal to one million watts

MWh

Megawatt-hour, a unit of energy equal to one million watt-hours

NAAQS

National Ambient Air Quality Standards

NERC

The North American Electric Reliability Corporation, a non-affiliated company responsible for developing and enforcing reliability standards, monitoring the bulk power system, and educating and certifying industry personnel

NPDES

National Pollutant Discharge Elimination System, a permit system for regulating point sources of pollution under the Clean Water Act

NREPA

Part 201 of the Michigan Natural Resources and Environmental Protection Act, a statute that covers environmental activities including remediation

NSR

New Source Review, a construction-permitting program under the Clean Air Act

OPEB

Other Post-Employment Benefits

OPEB Plan

Postretirement health care and life insurance plans of CMS Energy and Consumers, including certain present and former affiliates and subsidiaries

Palisades

Palisades nuclear power plant, sold by Consumers to Entergy in 2007

PBO

Projected benefit obligation

PCB

Polychlorinated biphenyl

PHMSA

The U.S. Department of Transportation's Pipeline and Hazardous Materials Safety Administration

PISP

Performance Incentive Stock Plan

PPA

Power purchase agreement

PSCR

Power supply cost recovery

PURPA

The Public Utility Regulatory Policies Act of 1978

RCRA

The Federal Resource Conservation and Recovery Act of 1976

REC

Renewable energy credit

ROA

Retail Open Access, which allows electric generation customers to choose alternative electric suppliers pursuant to a Michigan statute enacted in 2000, as amended

S&P

Standard & Poor's Financial Services LLC

SEC

U.S. Securities and Exchange Commission

securitization

A financing method authorized by statute and approved by the MPSC which allows a utility to sell its right to receive a portion of the rate payments received from its customers for the repayment of securitization bonds issued by a special-purpose entity affiliated with such utility

Smart Energy

Consumers' Smart Energy grid modernization project, which includes the installation of smart meters that transmit and receive data, a two-way communications network, and modifications to Consumers' existing information technology system to manage the data and enable changes to key business processes

TCJA

P.L. 115-97, commonly referred to as the Tax Cuts and Jobs Act

T.E.S. Filer City

T.E.S. Filer City Station Limited Partnership, a variable interest entity in which HYDRA-CO Enterprises, Inc., a wholly owned subsidiary of CMS Enterprises, has a 50-percent interest

USW

United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, AFL-CIO-CLC

UWUA

Utility Workers Union of America, AFL-CIO

VEBA trust

Voluntary employees' beneficiary association trusts accounts established specifically to set aside employer-contributed assets to pay for future expenses of the OPEB Plan

FILING FORMAT

This combined Form 10-K is separately filed by CMS Energy and Consumers. Information in this combined Form 10-K relating to each individual registrant is filed by such registrant on its own behalf. Consumers makes no representation regarding information relating to any other companies affiliated with CMS Energy other than its own subsidiaries. None of CMS Energy, CMS Enterprises, nor any of CMS Energy's other subsidiaries (other than Consumers) has any obligation in respect of Consumers' debt securities and holders of such debt securities should not consider the financial resources or results of operations of CMS Energy, CMS Enterprises, nor any of CMS Energy's other subsidiaries (other than Consumers and its own subsidiaries (in relevant circumstances)) in making a decision with respect to Consumers' debt securities. Similarly, neither Consumers nor any other subsidiary of CMS Energy has any obligation in respect of debt securities of CMS Energy.

FORWARD-LOOKING STATEMENTS AND INFORMATION

This Form 10-K and other CMS Energy and Consumers disclosures may contain forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. The use of "might," "may," "could," "should," "anticipates," "believes," "estimates," "expects," "intends," "plans," "projects," "forecasts," "predicts," "assumes," and other similar words is intended to identify forward-looking statements that involve risk and uncertainty. This discussion of potential risks and uncertainties is designed to highlight important factors that may impact CMS Energy's and Consumers' businesses and financial outlook. CMS Energy and Consumers have no obligation to update or revise forward-looking statements regardless of whether new information, future events, or any other factors affect the information contained in the statements. These forward-looking statements are subject to various factors that could cause CMS Energy's and Consumers' actual results to differ materially from the results anticipated in these statements. These factors include, but are not limited to, the following, all of which are potentially significant:

- the impact of new regulation by the MPSC, FERC, and other applicable governmental proceedings and regulations, including any associated impact on electric or gas rates or rate structures
- potentially adverse regulatory treatment or failure to receive timely regulatory orders affecting Consumers that are or could come before the MPSC, FERC, or other governmental authorities
- changes in the performance of or regulations applicable to MISO, METC, pipelines, railroads, vessels, or other service providers that CMS Energy, Consumers, or any of their affiliates rely on to serve their customers
- the adoption of federal or state laws or regulations or challenges to federal or state laws or regulations, or changes in applicable laws, rules, regulations, principles, or practices, or in their interpretation, such as those related to energy policy and ROA, infrastructure integrity or security, gas pipeline safety, gas pipeline capacity, energy waste reduction, the environment, regulation or deregulation, reliability, health care reforms (including comprehensive health care reform enacted in 2010), taxes, accounting matters, climate change, air emissions, renewable energy, potential effects of the Dodd-Frank Act, and other business issues that could have an impact on CMS Energy's, Consumers', or any of their affiliates' businesses or financial results
- factors affecting operations, such as costs and availability of personnel, equipment, and materials; weather conditions; natural disasters; catastrophic weather-related damage; scheduled or unscheduled equipment outages; maintenance or repairs; environmental incidents; failures of equipment or materials; and electric transmission and distribution or gas pipeline system constraints

- increases in demand for renewable energy by customers seeking to meet sustainability goals
- the ability of Consumers to execute its cost-reduction strategies
- potentially adverse regulatory or legal interpretations or decisions regarding environmental matters, or delayed regulatory treatment or permitting decisions that are or could come before the MDEQ, EPA, and/or U.S. Army Corps of Engineers, and potential environmental remediation costs associated with these interpretations or decisions, including those that may affect Bay Harbor or Consumers' routine maintenance, repair, and replacement classification under NSR regulations
- changes in energy markets, including availability and price of electric capacity and the timing and extent of changes in commodity prices and availability and deliverability of coal, natural gas, natural gas liquids, electricity, oil, and certain related products
- the price of CMS Energy common stock, the credit ratings of CMS Energy and Consumers, capital and financial market conditions, and the effect of these market conditions on CMS Energy's and Consumers' interest costs and access to the capital markets, including availability of financing to CMS Energy, Consumers, or any of their affiliates
- the investment performance of the assets of CMS Energy's and Consumers' pension and benefit plans, the discount rates used in calculating the plans' obligations, and the resulting impact on future funding requirements
- the impact of the economy, particularly in Michigan, and potential future volatility in the financial and credit markets on CMS Energy's, Consumers', or any of their affiliates' revenues, ability to collect accounts receivable from customers, or cost and availability of capital
- changes in the economic and financial viability of CMS Energy's and Consumers' suppliers, customers, and other counterparties and the continued ability of these third parties, including those in bankruptcy, to meet their obligations to CMS Energy and Consumers
- population changes in the geographic areas where CMS Energy and Consumers conduct business
- national, regional, and local economic, competitive, and regulatory policies, conditions, and developments
- loss of customer demand for electric generation supply to alternative electric suppliers, increased use of distributed generation, or energy waste reduction
- federal regulation of electric sales and transmission of electricity, including periodic re-examination by federal regulators of CMS Energy's and Consumers' market-based sales authorizations
- the impact of credit markets, economic conditions, and any new banking and consumer protection regulations on EnerBank
- the availability, cost, coverage, and terms of insurance, the stability of insurance providers, and the ability of Consumers to recover the costs of any insurance from customers
- the effectiveness of CMS Energy's and Consumers' risk management policies, procedures, and strategies, including strategies to hedge risk related to future prices of electricity, natural gas, and other energy-related commodities

- factors affecting development of electric generation projects and gas and electric transmission and distribution infrastructure replacement, conversion, and expansion projects, including factors related to project site identification, construction material pricing, schedule delays, availability of qualified construction personnel, permitting, acquisition of property rights, and government approvals
- potential disruption to, interruption of, or other impacts on facilities, utility infrastructure, operations, or backup systems due to accidents, explosions, physical disasters, cyber incidents, vandalism, war, or terrorism, and the ability to obtain or maintain insurance coverage for these events
- changes or disruption in fuel supply, including but not limited to supplier bankruptcy and delivery disruptions
- potential costs, lost revenues, or other consequences resulting from misappropriation of assets or sensitive information, corruption of data, or operational disruption in connection with a cyber attack or other cyber incident
- potential disruption to, interruption or failure of, or other impacts on information technology backup or disaster recovery systems
- technological developments in energy production, storage, delivery, usage, and metering
- the ability to implement technology successfully
- the impact of CMS Energy's and Consumers' integrated business software system and its effects on their operations, including utility customer billing and collections
- adverse consequences resulting from any past, present, or future assertion of indemnity or warranty claims associated with assets and businesses previously owned by CMS Energy or Consumers, including claims resulting from attempts by foreign or domestic governments to assess taxes on or to impose environmental liability associated with past operations or transactions
- the outcome, cost, and other effects of any legal or administrative claims, proceedings, investigations, or settlements
- the reputational impact on CMS Energy and Consumers of operational incidents, violations of corporate policies, regulatory violations, inappropriate use of social media, and other events
- restrictions imposed by various financing arrangements and regulatory requirements on the ability of Consumers and other subsidiaries of CMS Energy to transfer funds to CMS Energy in the form of cash dividends, loans, or advances
- earnings volatility resulting from the application of fair value accounting to certain energy commodity contracts or interest rate contracts
- changes in financial or regulatory accounting principles or policies
- other matters that may be disclosed from time to time in CMS Energy's and Consumers' SEC filings, or in other public documents

All forward-looking statements should be considered in the context of the risk and other factors described above and as detailed from time to time in CMS Energy's and Consumers' SEC filings. For additional details regarding these and other uncertainties, see Item 1A. Risk Factors; Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Outlook; and Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 3, Regulatory Matters and Note 4, Contingencies and Commitments.

Part I

Item 1. Business

GENERAL

CMS Energy

CMS Energy was formed as a corporation in Michigan in 1987 and is an energy company operating primarily in Michigan. It is the parent holding company of several subsidiaries, including Consumers, an electric and gas utility, and CMS Enterprises, primarily a domestic independent power producer. Consumers serves individuals and businesses operating in the alternative energy, automotive, chemical, metal, and food products industries, as well as a diversified group of other industries. CMS Enterprises, through its subsidiaries and equity investments, is engaged in domestic independent power production, the marketing of independent power production, and the development of renewable generation.

CMS Energy manages its businesses by the nature of services each provides, and operates principally in three business segments: electric utility, gas utility, and enterprises, its non-utility operations and investments. Consumers' consolidated operations account for the substantial majority of CMS Energy's total assets, income, and operating revenue. CMS Energy's consolidated operating revenue was \$6.6 billion in 2017, \$6.4 billion in 2016, and \$6.5 billion in 2015.

For further information about operating revenue, income, and assets and liabilities attributable to all of CMS Energy's business segments and operations, see Item 6. Selected Financial Data and Item 8. Financial Statements and Supplementary Data—CMS Energy Consolidated Financial Statements and Notes to the Consolidated Financial Statements.

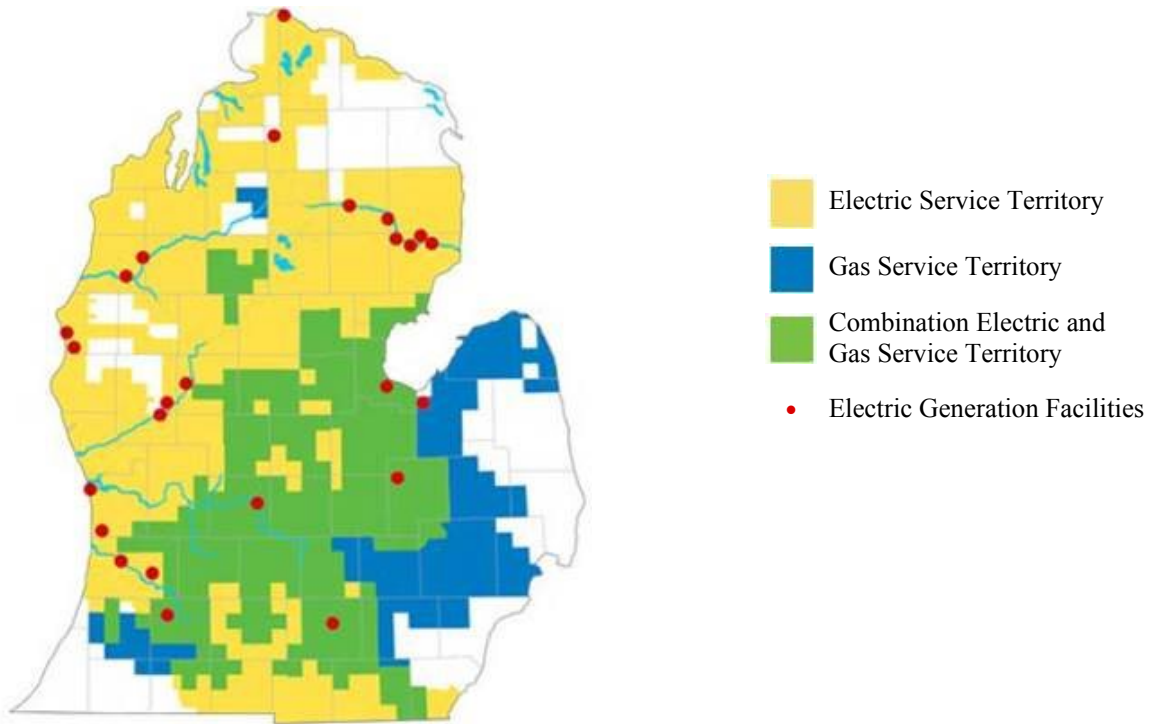
Consumers

Consumers has served Michigan customers since 1886. Consumers was incorporated in Maine in 1910 and became a Michigan corporation in 1968. Consumers owns and operates electric generation, transmission, and distribution facilities and gas transmission, storage, and distribution facilities. It provides electricity and/or natural gas to 6.7 million of Michigan's 10 million residents. Consumers' rates and certain other aspects of its business are subject to the jurisdiction of the MPSC and FERC, as well as to NERC reliability standards, as described in Item 1. Business—CMS Energy and Consumers Regulation.

Consumers' consolidated operating revenue was \$6.2 billion in 2017, \$6.1 billion in 2016, and \$6.2 billion in 2015. For further information about operating revenue, income, and assets and liabilities attributable to Consumers' electric and gas utility operations, see Item 6. Selected Financial Data and Item 8. Financial Statements and Supplementary Data—Consumers Consolidated Financial Statements and Notes to the Consolidated Financial Statements.

Consumers owns its principal properties in fee, except that most electric lines and gas mains are located below or adjacent to public roads or on land owned by others and are accessed by Consumers through easements and other rights. Almost all of Consumers' properties are subject to the lien of its First Mortgage Bond Indenture. For additional information on Consumers' properties, see Item 1. Business—Business Segments—Consumers Electric Utility—Electric Utility Properties and Consumers Gas Utility—Gas Utility Properties.

In 2017, Consumers served 1.8 million electric customers and 1.8 million gas customers in Michigan's Lower Peninsula. Presented in the following map are Consumers' service territories:



CMS Energy and Consumers — The Triple Bottom Line

CMS Energy is an energy company operating primarily in Michigan. It is the parent holding company of several subsidiaries, including Consumers, an electric and gas utility, and CMS Enterprises, primarily a domestic independent power producer. Consumers' electric utility operations include the generation, purchase, transmission, distribution, and sale of electricity, and Consumers' gas utility operations include the purchase, transmission, storage, distribution, and sale of natural gas. Consumers' customer base consists of a mix of residential, commercial, and diversified industrial customers. CMS Enterprises, through its subsidiaries and equity investments, is engaged in domestic independent power production, the marketing of independent power production, and the development of renewable generation.

CMS Energy and Consumers manage their businesses by the nature of services each provides. CMS Energy operates principally in three business segments: electric utility; gas utility; and enterprises, its non-utility operations and investments. Consumers operates principally in two business segments: electric utility and gas utility. CMS Energy's and Consumers' businesses are affected primarily by:

- regulation and regulatory matters
- state and federal legislation
- economic conditions
- weather
- energy commodity prices
- interest rates
- their securities' credit ratings

The Triple Bottom Line

CMS Energy's and Consumers' purpose is to achieve world class performance while delivering hometown service. In support of this purpose, the companies employ the "Consumers Energy Way," a lean operating model designed to improve safety, quality, cost, delivery, and employee morale.

CMS Energy and Consumers measure their progress toward the purpose by considering their impact on the "triple bottom line" of people, planet, and profit, which is underpinned by performance; this consideration takes into account not only the economic value that the companies create for customers and investors, but also their responsibility to social and environmental goals. The triple bottom line balances the interests of the companies' employees, customers, suppliers, regulators, creditors, Michigan's residents, the investment community, and other stakeholders, and it reflects the broader societal impacts of the companies' activities.



Consumers' 2017 Sustainability Report, which is available to the public, describes the company's commitment to world class performance and to the triple bottom line and discusses its progress in the areas of safety, environmental stewardship, social responsibility, and economic development.

People : The people element of the triple bottom line represents CMS Energy's and Consumers' commitment to their employees, their customers, the residents of local communities in which the companies do business, and other stakeholders.

The safety of employees, customers, and the general public is a priority of CMS Energy and Consumers. Accordingly, CMS Energy and Consumers have worked to integrate a set of safety principles into their business operations and culture. These principles include complying with applicable safety, health, and security regulations and implementing programs and processes aimed at continually improving safety and security conditions. The number of recordable safety incidents in 2017 was 65, compared with 73 in 2016 and 106 in 2015. The number of recordable safety incidents in 2017 was the lowest in Consumers' history, and Consumers is on track to have the best safety results of its EEI peer group, as it did in 2016.

CMS Energy and Consumers also place a high priority on customer value and on providing a hometown customer experience. Consumers' customer-driven investment program is aimed at improving safety and increasing electric and gas reliability, which has resulted in measureable improvements in customer satisfaction.

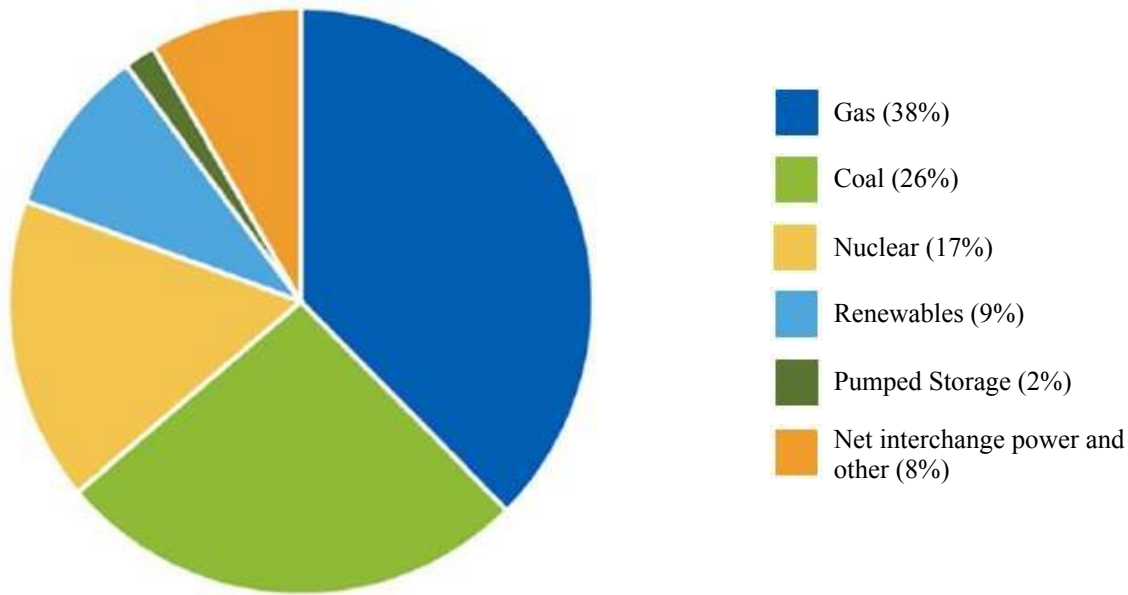
Central to Consumers' commitment to its customers are the initiatives it has undertaken to keep electricity and natural gas affordable. These initiatives include the adoption of its lean operating model that is focused on completing work safely and correctly the first time, thus minimizing rework and waste, while delivering services on time. Other cost-saving initiatives undertaken by Consumers include:

- replacement of coal-fueled generation with cleaner and more efficient gas-fueled generation, renewable energy, and energy waste reduction and demand response programs
- targeted infrastructure investment, including the installation of smart meters
- information and control system efficiencies
- employee and retiree health care cost sharing
- workforce productivity enhancements

In addition, Consumers' gas commodity costs declined by 60 percent from 2007 through 2017, due not only to a decrease in market prices but also to Consumers' improvements to its gas infrastructure and optimization of its gas purchasing and storage strategy. These gas commodity savings are passed on to customers.

Planet : The planet element of the triple bottom line represents CMS Energy's and Consumers' commitment to protect the environment; this commitment extends beyond complying with the various state and federal environmental and health and safety laws and regulations to which CMS Energy and Consumers are subject. Consideration of climate change risk and other environmental risks is embedded in the companies' strategy, business planning, and enterprise risk management processes.

CMS Energy and Consumers continue to focus on opportunities to reduce their carbon footprint by replacing coal-fueled generation with gas-fueled generation and renewable energy. In 2016, Consumers retired seven of its coal-fueled electric generating units, representing 33 percent of its owned coal-fueled generating capacity. As a result of these retirements and other actions taken by CMS Energy and Consumers, the companies' combined percentage of electric supply (self-generated and purchased) from coal has decreased by 16 percentage points since 2015. Presented in the following illustration are CMS Energy's, including Consumers', sources of electric supply during 2017:



Additionally, over the last 20 years, Consumers has reduced its sulfur dioxide emissions by 80 percent, its nitrogen oxide emissions by 90 percent, and its particulate matter emissions by 80 percent. Over the last ten years, Consumers has reduced its mercury emissions by 70 percent.

Going forward, Consumers will continue to invest in renewable generation and energy waste reduction programs in order to meet the requirements set by the 2016 Energy Law and to fulfill customer demand beyond the renewable energy standard. CMS Energy will continue to pursue further opportunities for the development of renewable generation projects through its non-utility businesses.

The 2016 Energy Law aligns with Consumers' clean and lean strategy, which focuses on increasing its generation of renewable energy, helping its customers use less energy, and offering demand response programs to reduce demand during critical peak times. Among other things, the 2016 Energy Law:

- raised the renewable energy standard from the present ten-percent requirement to 12.5 percent by 2019 and 15 percent by 2021
- established a goal of 35 percent combined renewable energy and energy waste reduction by 2025
- authorized incentives for demand response programs and expanded existing incentives for energy efficiency programs, referring to the combined initiatives as energy waste reduction programs

In a further effort to advance its environmental stewardship and to meet the requirements of present and future regulations, Consumers has adopted the following voluntary goals for air emissions, water use, and waste reduction:

- Committed to a 20-percent reduction of carbon dioxide emissions intensity (pounds of carbon dioxide per MWh generated) by 2025 from a 2008 baseline. In 2016, Consumers achieved a reduction in total tons of carbon dioxide emitted of over 30 percent compared to 2008.
- Committed to a 20-percent reduction in water usage (gallons per MWh generated) by 2020, and surpassed that goal in 2017 with a 35-percent reduction in water used to generate electricity.
- Committed to a cumulative waste reduction goal of one million cubic yards of landfill space avoided by 2019, and met that goal in 2017.

CMS Energy and Consumers are monitoring numerous legislative and regulatory initiatives, including those to regulate greenhouse gases, and related litigation. They are also monitoring potential changes in policies under the Trump administration. While CMS Energy and Consumers cannot predict the outcome of these matters, which could have a material effect on the companies, they intend to continue to move forward with their clean energy plan, their carbon reduction goals, and their emphasis on supply diversity.

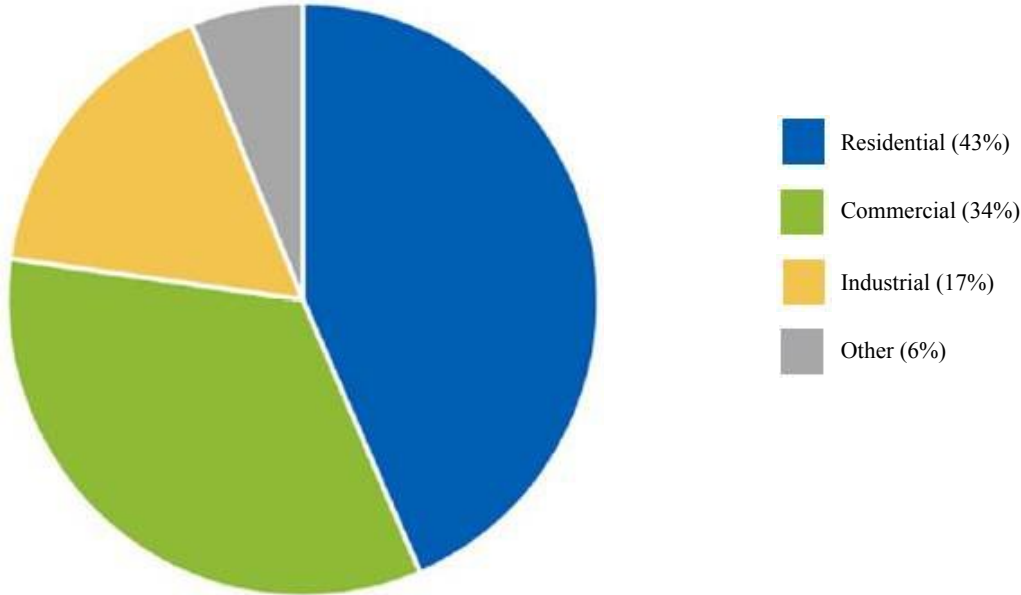
Profit : The profit element of the triple bottom line represents CMS Energy's and Consumers' commitment to meeting financial objectives and providing economic development opportunities and benefits in the communities in which they do business. CMS Energy's and Consumers' financial strength allows them to maintain solid investment-grade credit ratings and thereby reduce funding costs for the benefit of customers and investors, to preserve and create jobs, and to reinvest in the communities they serve.

BUSINESS SEGMENTS

Consumers Electric Utility

Electric Utility Operations: Consumers' electric utility operations, which include the generation, purchase, transmission, distribution, and sale of electricity, generated operating revenue of \$4.4 billion in 2017, \$4.4 billion in 2016, and \$4.2 billion in 2015. Consumers' electric utility customer base consists of a mix of primarily residential, commercial, and diversified industrial customers in Michigan's Lower Peninsula.

Presented in the following illustration is Consumers' 2017 electric utility operating revenue of \$4.4 billion by customer class:

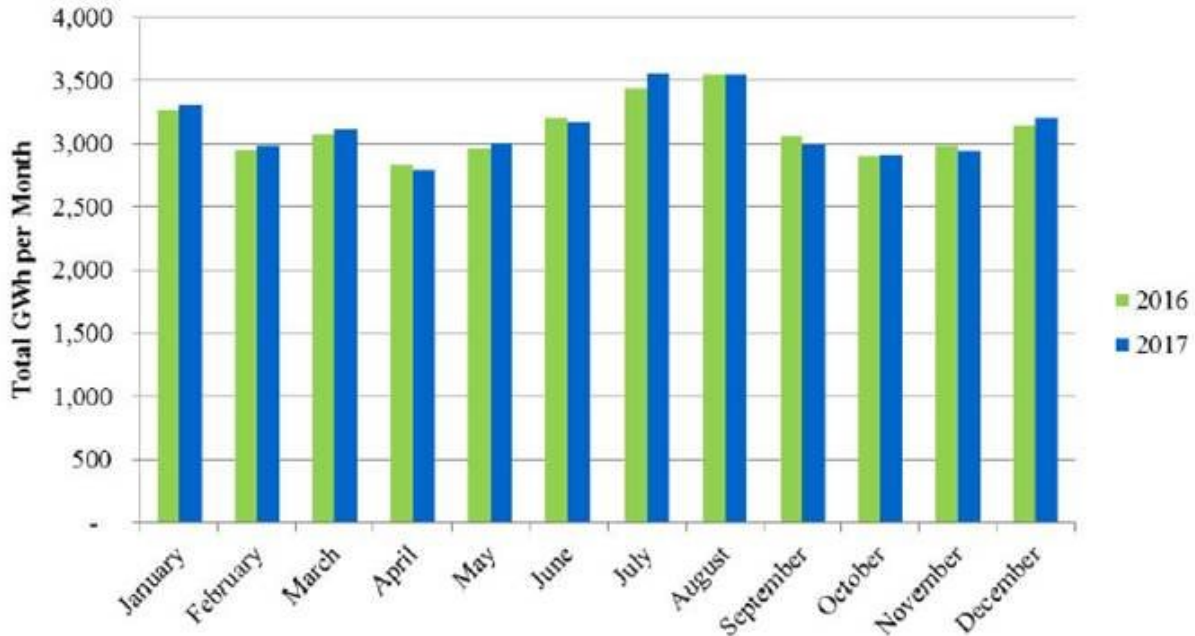


Consumers' electric utility operations are not dependent on a single customer, or even a few customers, and the loss of any one or even a few of Consumers' largest customers is not reasonably likely to have a material adverse effect on Consumers' financial condition.

In 2017, Consumers' electric deliveries were 37 billion kWh, which included ROA deliveries of three billion kWh, resulting in net bundled sales of 34 billion kWh. In 2016, Consumers' electric deliveries were 38 billion kWh, which included ROA deliveries of four billion kWh, resulting in net bundled sales of 34 billion kWh.

Consumers' electric utility operations are seasonal. The consumption of electric energy typically increases in the summer months, due primarily to the use of air conditioners and other cooling equipment.

Presented in the following illustration are Consumers' monthly weather-adjusted electric deliveries (deliveries adjusted to reflect normal weather conditions) to its customers, including ROA deliveries, during 2017 and 2016:



Consumers' 2017 summer peak demand was 7,634 MW, which included ROA demand of 577 MW. For the 2016-2017 winter season, Consumers' peak demand was 5,924 MW, which included ROA demand of 475 MW. As required by MISO reserve margin requirements, Consumers owns or controls, through long-term PPAs and short-term capacity purchases, all of the capacity required to supply its projected firm peak load and necessary reserve margin for summer 2018.

Electric Utility Properties: Consumers owns and operates generation, transmission, and distribution facilities. For details about Consumers' electric generation facilities, see the Electric Utility Generation and Supply Mix section that follows this Electric Utility Properties section. Consumers' transmission and distribution systems consist of:

- 214 miles of transmission overhead lines operating at 138 kilovolts
- 188 miles of high-voltage distribution overhead lines operating at 138 kilovolts
- 4 miles of high-voltage distribution underground lines operating at 138 kilovolts
- 4,431 miles of high-voltage distribution overhead lines operating at 46 kilovolts and 69 kilovolts
- 19 miles of high-voltage distribution underground lines operating at 46 kilovolts
- 56,098 miles of electric distribution overhead lines
- 10,665 miles of underground distribution lines
- substations with an aggregate transformer capacity of 25 million kVA

Consumers is interconnected to the interstate high-voltage electric transmission system owned by METC and operated by MISO. Consumers is also interconnected to neighboring utilities and to other transmission systems.

Electric Utility Generation and Supply Mix: Presented in the following table are details about Consumers' 2017 electric generation and supply mix:

Name and Location (Michigan)	Number of Units and Year Entered Service	2017 Generation Capacity ¹ (MW)	2017 Electric Supply (GWh)
<i>Coal steam generation</i>			
J.H. Campbell 1 & 2 – West Olive	2 Units, 1962-1967	607	2,162
J.H. Campbell 3 – West Olive ²	1 Unit, 1980	780	5,400
D.E. Karn 1 & 2 – Essexville	2 Units, 1959-1961	515	2,536
		1,902	10,098
<i>Oil/Gas steam generation</i>			
D.E. Karn 3 & 4 – Essexville	2 Units, 1975-1977	1,208	96
<i>Hydroelectric</i>			
Ludington – Ludington	6 Units, 1973	1,100 ³	(290) ⁴
Conventional hydro generation – various locations	35 Units, 1906-1949	75	479
		1,175	189
<i>Gas combined cycle</i>			
Jackson – Jackson	1 Unit, 2002	542	1,890
Zeeland – Zeeland	3 Units, 2002	527	3,051
		1,069	4,941
<i>Gas/Oil combustion turbine</i>			
Zeeland (simple cycle) – Zeeland	2 Units, 2001	316	164
Various plants – various locations ⁵	8 Units, 1966-1971	52	1
		368	165
<i>Wind generation</i>			
Cross Winds [®] Energy Park – Tuscola County	62 Turbines, 2014	18	336
Lake Winds [®] Energy Park – Mason County	56 Turbines, 2012	17	257
		35	593
<i>Solar generation</i>			
Solar Gardens – Allendale and Kalamazoo	15,100 Panels, 2016	2	6
Total owned generation		5,759	16,088
<i>Purchased power ⁶</i>			
Coal generation – primarily Filer City		60	491
Gas generation – MCV Facility ⁷		1,240	4,355
Other gas generation – various locations		371	1,166
Nuclear generation – Palisades ⁷		764	6,780
Wind generation – various locations		53	951
Other renewable generation – various locations		208	1,337
		2,696	15,080
Net interchange power ⁸		-	4,384
Total purchased and interchange power		2,696	19,464
Total supply		8,455	35,552
Less generation and transmission use/loss			1,938
Total net bundled sales			33,614

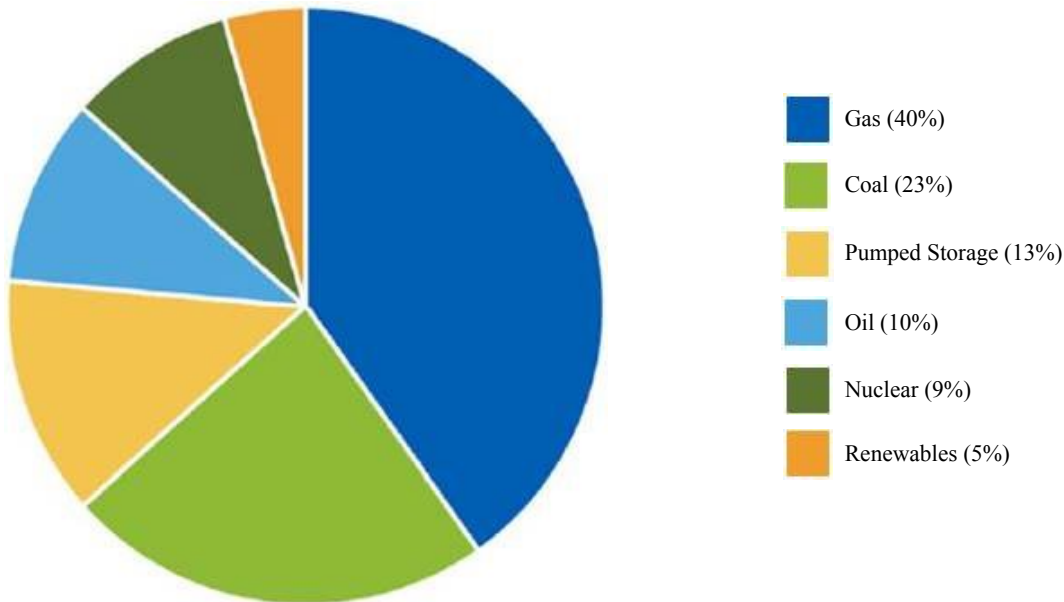
¹ Represents generation capacity during the summer months. For wind and solar generation, the amount represents the effective load-carrying capability.

² Represents Consumers' share of the capacity of the J.H. Campbell 3 unit, net of the 6.69-percent ownership interest of the Michigan Public Power Agency and Wolverine Power Supply Cooperative, Inc.

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- 3 Represents Consumers' 51-percent share of the capacity of Ludington. DTE Electric holds the remaining 49-percent ownership interest.
- 4 Represents Consumers' share of net pumped-storage generation. The pumped-storage facility consumes electricity to pump water during off-peak hours for storage in order to generate electricity later during peak-demand hours.
- 5 Includes units that were mothballed beginning on various dates between October 2010 and October 2014.
- 6 Represents purchases under long-term PPAs.
- 7 For information about Consumers' long-term PPAs related to the MCV Facility and Palisades, see Item 8. Financial Statements and Supplementary Data—Note 4, Contingencies and Commitments—Contractual Commitments.
- 8 Represents purchases from the MISO capacity and energy markets.

Consumers' generation capacity is a measure of the maximum electric output that Consumers has available to meet peak load requirements. As shown in the following illustration, Consumers' 2017 generation capacity of 8,455 MW, including purchased capacity of 2,696 MW, relied on a variety of fuel sources:



Presented in the following table are the sources of Consumers' electric supply for the last three years:

Years Ended December 31	2017	2016	GWh 2015
<i>Owned generation</i>			
Coal	10,098	9,739	15,833
Gas	5,190	6,194	3,601
Renewable energy	1,078	1,083	1,056
Oil	12	8	-
Net pumped storage ¹	(290)	(316)	(186)
Total owned generation	16,088	16,708	20,304
<i>Purchased power</i> ²			
Gas generation	5,521	6,139	4,301
Nuclear generation	6,780	6,927	6,909
Renewable energy generation	2,288	2,229	2,163
Coal generation	491	512	510
Net interchange power ³	4,384	3,688	1,327
Total purchased and interchange power	19,464	19,495	15,210
Total supply	35,552	36,203	35,514

¹ Represents Consumers' share of net pumped-storage generation. During 2017, the pumped-storage facility consumed 997 GWh of electricity to pump water during off-peak hours for storage in order to generate 707 GWh of electricity later during peak-demand hours.

² Represents purchases under long-term PPAs.

³ Represents purchases from the MISO energy market.

During 2017, Consumers acquired 55 percent of the electricity it provided to customers through long-term PPAs and the MISO energy market. Consumers offers its generation into the MISO energy market on a day-ahead and real-time basis and bids for power in the market to serve the demand of its customers. Consumers is a net purchaser of power and supplements its generation capability with purchases from the MISO energy market to meet its customers' needs during peak demand periods.

At December 31, 2017, Consumers had unrecognized future commitments (amounts for which, in accordance with GAAP, liabilities have not been recorded on its balance sheet) to purchase capacity and energy under long-term PPAs with various generating plants. These contracts require monthly capacity payments based on the plants' availability or deliverability. The payments for 2018 through 2036 are estimated to total \$9 billion and, for each of the next five years, \$1 billion annually. These amounts may vary depending on plant availability and fuel costs. For further information about Consumers' future capacity and energy purchase obligations, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Capital Resources and Liquidity and Item 8. Financial Statements and Supplementary Data—Note 4, Contingencies and Commitments—Contractual Commitments.

During 2017, 28 percent of the energy Consumers provided to customers was generated by its coal-fueled generating units, which burned six million tons of coal and produced a combined total of 10,098 GWh of electricity.

In order to obtain the coal it needs, Consumers enters into physical coal supply contracts. At December 31, 2017, Consumers had contracts to purchase coal through December 2019; payment obligations under these contracts totaled \$82 million. Most of Consumers' rail-supplied coal contracts have fixed prices, although some contain market-based pricing. Consumers' vessel-supplied coal contracts have fixed base prices that are adjusted monthly to reflect changes to the fuel cost of vessel transportation. At December 31, 2017, Consumers had 79 percent of its 2018 expected coal requirements under contract, as well as a 53-day supply of coal on hand.

In conjunction with its coal supply contracts, Consumers leases a fleet of railcars and has transportation contracts with various companies to provide rail and vessel services for delivery of purchased coal to Consumers' generating facilities. Consumers' coal transportation contracts expire on various dates through December 2019; payment obligations under these contracts totaled \$294 million at December 31, 2017.

During 2017, 15 percent of the energy Consumers provided to customers was generated by its natural gas-fueled generating units, which burned 39 bcf of natural gas and produced a combined total of 5,190 GWh of electricity.

In order to obtain the gas it needs for electric generation fuel, Consumers' electric utility purchases gas from the market near the time of consumption, at prices that allow it to compete in the electric wholesale market. For units 3 and 4 of D.E. Karn and for the Jackson and Zeeland plants, Consumers utilizes an agent that owns firm transportation rights to each plant to purchase gas from the market and transport the gas to the facilities. For its smaller combustion turbines, Consumers' electric utility purchases and transports gas to its facilities as a bundled-rate tariff customer of either the gas utility or DTE Gas.

Electric Utility Competition: Consumers' electric utility business is subject to actual and potential competition from many sources, in both the wholesale and retail markets, as well as in electric generation, electric delivery, and retail services.

Under Michigan law, electric customers in Consumers' service territory are allowed to buy electric generation service from alternative electric suppliers in an aggregate amount up to ten percent of Consumers' weather-adjusted retail sales for the preceding calendar year. At December 31, 2017, electric deliveries under the ROA program were at the ten-percent limit. Of Consumers' 1.8 million electric customers, 287 customers, or 0.02 percent, purchased generation service under the ROA program. For additional information see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Outlook—Consumers Electric Utility Outlook and Uncertainties.

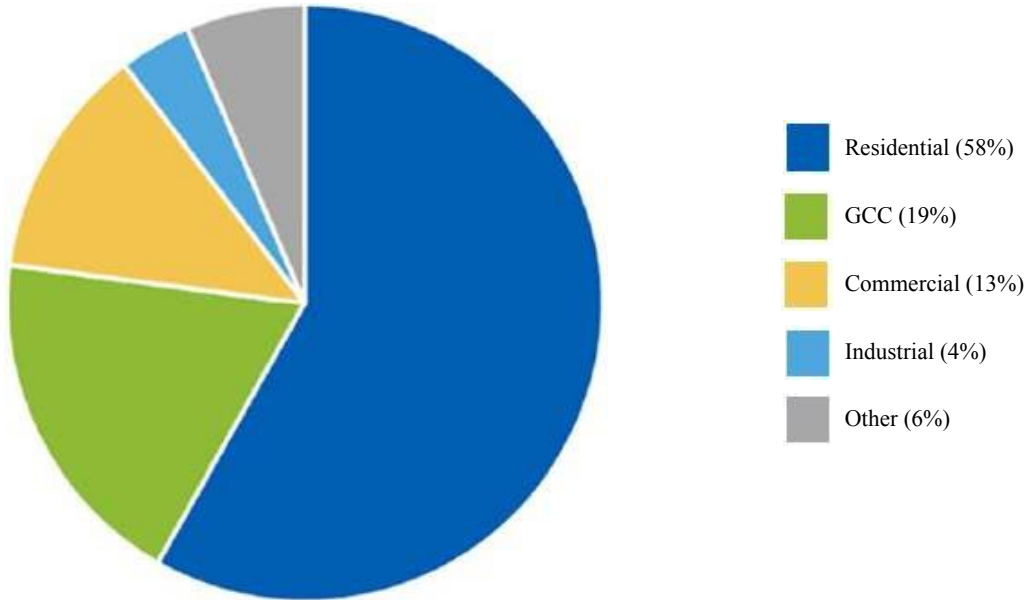
Consumers also faces competition or potential competition associated with industrial customers relocating all or a portion of their production capacity outside of Consumers' service territory for economic reasons; municipalities owning or operating competing electric delivery systems; and customer self-generation. Consumers addresses this competition in various ways, including:

- aggressively controlling operating, maintenance, and fuel costs and passing savings on to customers
- providing renewable energy options
- providing competitive rate-design options, particularly for large energy-intensive customers
- offering tariff-based incentives that support economic development
- providing non-energy services and value to customers
- monitoring activity in adjacent geographical areas

Consumers Gas Utility

Gas Utility Operations: Consumers' gas utility operations, which include the purchase, transmission, storage, distribution, and sale of natural gas, generated operating revenue of \$1.8 billion in 2017, \$1.7 billion in 2016, and \$1.9 billion in 2015. Consumers' gas utility customer base consists of a mix of primarily residential, commercial, and diversified industrial customers in Michigan's Lower Peninsula.

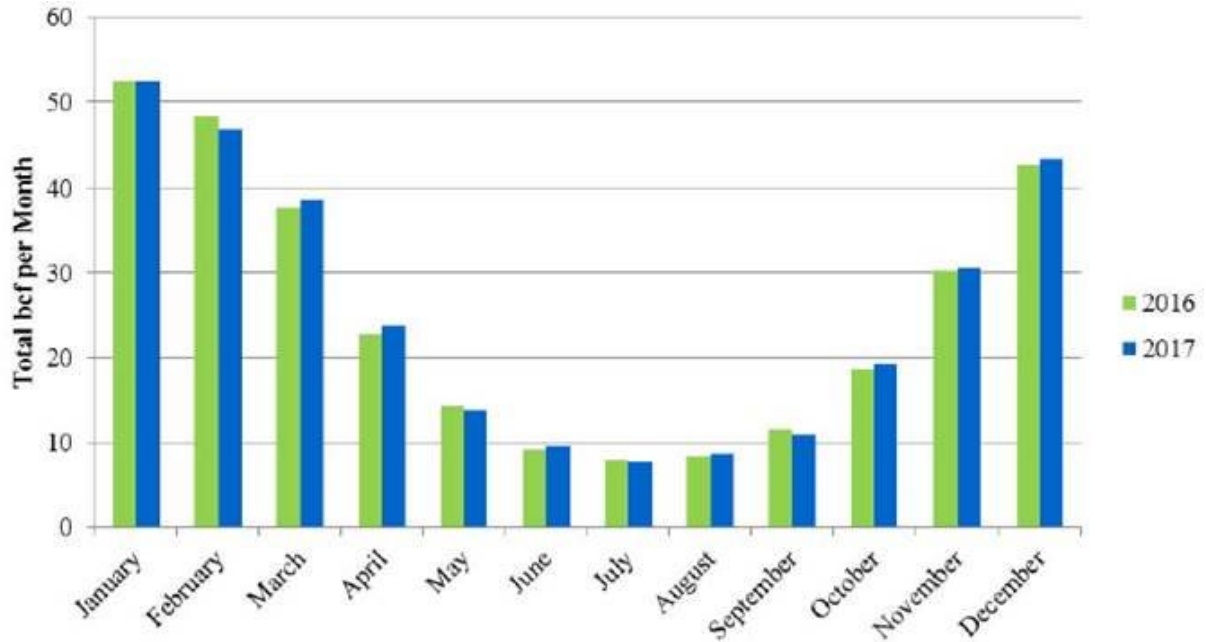
Presented in the following illustration is Consumers' 2017 gas utility operating revenue of \$1.8 billion by customer class:



Consumers' gas utility operations are not dependent on a single customer, or even a few customers, and the loss of any one or even a few of Consumers' largest customers is not reasonably likely to have a material adverse effect on Consumers' financial condition.

In 2017, deliveries of natural gas through Consumers' pipeline and distribution network, including off-system transportation deliveries, totaled 352 bcf, which included GCC deliveries of 42 bcf. In 2016, deliveries of natural gas, including off-system transportation deliveries, through Consumers' pipeline and distribution network, totaled 358 bcf, which included GCC deliveries of 46 bcf. Consumers' gas utility operations are seasonal. The consumption of natural gas typically increases in the winter, due primarily to colder temperatures and the resulting use of natural gas as a heating fuel. Consumers injects natural gas into storage during the summer months for use during the winter months. During 2017, 47 percent of the natural gas supplied to all customers during the winter months was supplied from storage.

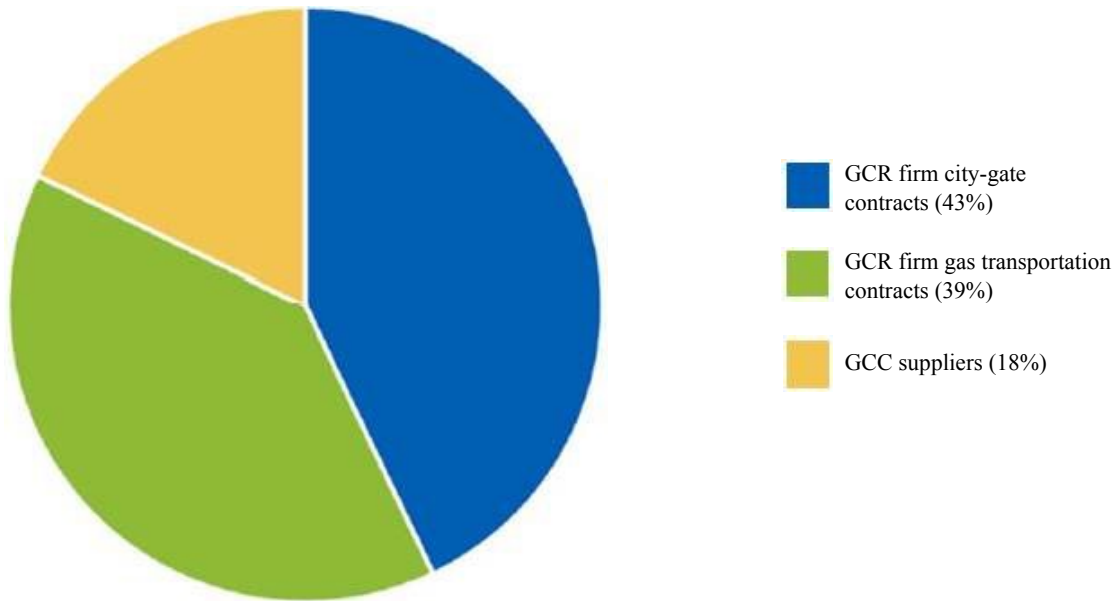
Presented in the following illustration are Consumers' monthly weather-adjusted natural gas deliveries (deliveries adjusted to reflect normal weather conditions) to its customers, including GCC deliveries, during 2017 and 2016:



Gas Utility Properties: Consumers' gas transmission, storage, and distribution system consists of:

- 1,672 miles of transmission lines
- 15 gas storage fields with a total storage capacity of 309 bcf and a working gas volume of 151 bcf
- 28,194 miles of distribution mains
- eight compressor stations with a total of 181,814 installed and available horsepower

Gas Utility Supply: In 2017, Consumers purchased 80 percent of the gas it delivered from U.S. producers and two percent from Canadian producers. The remaining 18 percent was purchased from authorized GCC suppliers and delivered by Consumers to customers in the GCC program. Presented in the following illustration are the supply arrangements for the gas Consumers delivered to GCC and GCR customers during 2017:



Firm gas transportation or firm city-gate contracts are those that define a fixed amount, price, and delivery time frame. Consumers' firm gas transportation contracts are with Panhandle Eastern Pipe Line Company and Trunkline Gas Company, LLC, each a non-affiliated company. Under these contracts, Consumers purchases and transports gas to Michigan for ultimate delivery to its customers. Consumers' firm gas transportation contracts expire on various dates through 2023 and provide for the delivery of 37 percent of Consumers' total gas supply requirements in 2018. Consumers purchases the balance of its required gas supply under firm city-gate contracts and through authorized suppliers under the GCC program.

Gas Utility Competition: Competition exists in various aspects of Consumers' gas utility business. Competition comes from GCC and from alternative fuels and energy sources, such as propane, oil, and electricity.

Enterprises Segment—Non-Utility Operations and Investments

CMS Energy's enterprises segment, through various subsidiaries and certain equity investments, is engaged in domestic independent power production, the marketing of independent power production, and the development of renewable generation. The enterprises segment's operating revenue was \$229 million in 2017, \$215 million in 2016, and \$190 million in 2015.

Independent Power Production: Presented in the following table is information about the independent power plants in which CMS Energy had an ownership interest at December 31, 2017:

Location	Ownership Interest (%)	Primary Fuel Type	Gross Capacity ¹ (MW)	2017 Net Generation (GWh)
Dearborn, Michigan	100	Natural gas	770	4,463
Gaylord, Michigan	100	Natural gas	156	7
Comstock, Michigan	100	Natural gas	73	6
Phillips, Wisconsin	100	Solar	3	3
Filer City, Michigan	50	Coal	73	487
New Bern, North Carolina	50	Wood waste	50	375
Flint, Michigan	50	Wood waste	40	98
Grayling, Michigan	50	Wood waste	38	160
Total			1,203	5,599

¹ Represents the intended full-load sustained output of each plant. The amount of capacity relating to CMS Energy's ownership interest was 1,102 MW at December 31, 2017.

The operating revenue from independent power production was \$16 million in 2017, \$16 million in 2016, and \$17 million in 2015.

Energy Resource Management: CMS ERM purchases and sells energy commodities in support of CMS Energy's generating facilities with a focus on optimizing CMS Energy's independent power production portfolio. In 2017, CMS ERM marketed six bcf of natural gas and 4,954 GWh of electricity. Electricity marketed by CMS ERM was generated by independent power production of the enterprises segment and by unrelated third parties. CMS ERM's operating revenue was \$213 million in 2017, \$199 million in 2016, and \$173 million in 2015.

Enterprises Segment Competition: The enterprises segment competes with other independent power producers. The needs of this market are driven by electric demand and the generation available.

Other Businesses

EnerBank: EnerBank is a Utah state-chartered, FDIC-insured industrial bank providing unsecured consumer installment loans for financing home improvements. EnerBank's operating revenue was \$132 million in 2017, \$120 million in 2016, and \$101 million in 2015.

CMS ENERGY AND CONSUMERS REGULATION

CMS Energy, Consumers, and their subsidiaries are subject to regulation by various federal, state, and local governmental agencies, including those described in the following sections.

FERC and NERC

FERC has exercised limited jurisdiction over several independent power plants and exempt wholesale generators in which CMS Enterprises has ownership interests, as well as over CMS ERM, CMS Gas Transmission, and DIG. FERC's jurisdiction includes, among other things, acquisitions, operations, disposals of certain assets and facilities, services provided and rates charged, and conduct among affiliates. FERC also has limited jurisdiction over holding company matters with respect to CMS Energy. FERC, in connection with NERC and with regional reliability organizations, also regulates generation and

transmission owners and operators, load serving entities, purchase and sale entities, and others with regard to reliability of the bulk power system.

FERC regulates limited aspects of Consumers' gas business, principally compliance with FERC capacity release rules, shipping rules, the prohibition against certain buy/sell transactions, and the price-reporting rule.

FERC also regulates certain aspects of Consumers' electric operations, including compliance with FERC accounting rules, wholesale and transmission rates, operation of licensed hydroelectric generating plants, transfers of certain facilities, corporate mergers, and issuances of securities.

MPSC

Consumers is subject to the jurisdiction of the MPSC, which regulates public utilities in Michigan with respect to retail utility rates, accounting, utility services, certain facilities, certain asset transfers, corporate mergers, and other matters.

The Michigan Attorney General, ABATE, the MPSC Staff, and certain other parties typically participate in MPSC proceedings concerning Consumers. These parties often challenge various aspects of those proceedings, including the prudence of Consumers' policies and practices, and seek cost disallowances and other relief. The parties also have appealed significant MPSC orders.

Rate Proceedings: For information regarding open rate proceedings, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Outlook and Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 3, Regulatory Matters.

Other Regulation

The U.S. Secretary of Energy regulates imports and exports of natural gas and has delegated various aspects of this jurisdiction to FERC and the U.S. Department of Energy's Office of Fossil Fuels.

The U.S. Department of Transportation Office of Pipeline Safety regulates the safety and security of gas pipelines through the Natural Gas Pipeline Safety Act of 1968 and subsequent laws.

EnerBank is regulated by the Utah Department of Financial Institutions and the FDIC.

Energy Legislation

In December 2016, Michigan's governor signed the 2016 Energy Law, which became effective in April 2017. Among other things, the 2016 Energy Law:

- raised the renewable energy standard from the present ten-percent requirement to 12.5 percent by 2019 and 15 percent by 2021
- established a goal of 35 percent combined renewable energy and energy waste reduction by 2025
- authorized incentives for demand response programs and expanded existing incentives for energy efficiency programs, referring to the combined initiatives as energy waste reduction programs
- authorized incentives for new PPAs with non-affiliates
- established an integrated planning process for new generation resources
- shortened from twelve months to ten months the time by which the MPSC must issue a final order in general rate cases, but prohibited electric and gas utilities from filing general rate cases for increases in rates more often than once every twelve months

- eliminated utilities' self-implementation of rates in general rate cases filed after the effective date of the 2016 Energy Law
- required the MPSC to implement equitable cost-of-service rates for customers participating in a net metering program

The 2016 Energy Law also established a path to ensure that forward capacity is secured for all electric customers in Michigan, including customers served by alternative electric suppliers under ROA. Under Michigan law, electric customers in Consumers' service territory are allowed to buy electric generation service from alternative electric suppliers in an aggregate amount up to ten percent of Consumers' weather-adjusted retail sales for the preceding calendar year. For additional information see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Outlook—Consumers Electric Utility Outlook and Uncertainties.

CMS ENERGY AND CONSUMERS ENVIRONMENTAL STRATEGY

CMS Energy and Consumers are committed to protecting the environment; this commitment extends beyond compliance with applicable laws and regulations. In 2017, Consumers was ranked as the top company in Michigan, and the ninth in the nation, in Newsweek's annual "Green Rankings," a survey that ranks the 500 largest publicly traded companies in the U.S. on environmental performance and considers such factors as support for clean energy, reduction of carbon emissions, and efforts to reduce and divert waste. CMS Energy and Consumers continue to focus on opportunities to reduce their carbon footprint in electric generation. In 2016, Consumers retired 33 percent of its owned coal-fueled generating capacity and presently provides ten percent of its electricity from renewable sources. Consumers has opened two solar generation facilities in Michigan, and CMS Energy is developing two more that are scheduled to begin operations in 2018. In addition, Consumers is expanding its Cross Winds[®] Energy Park. For additional information on stewardship goals, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Executive Overview.

CMS Energy, Consumers, and their subsidiaries are subject to various federal, state, and local environmental regulations for air and water quality, solid waste management, and other matters. Consumers expects to recover costs to comply with environmental regulations in customer rates, but cannot guarantee this result. For additional information concerning environmental matters, see Item 1A. Risk Factors, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Outlook, and Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 4, Contingencies and Commitments.

CMS Energy has recorded a \$48 million liability for its subsidiaries' obligations associated with Bay Harbor and Consumers has recorded an \$88 million liability for its obligations at a number of MGP sites. For additional information, see Item 1A. Risk Factors and Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 4, Contingencies and Commitments.

Solid Waste Disposal: Costs related to the construction, operation, and closure of solid waste disposal facilities for coal ash are significant. Consumers' solid waste disposal areas are regulated under Michigan's solid waste rules. In 2015, the EPA published a final rule regulating CCRs, such as coal ash, under RCRA. The final rule adopts minimum standards for beneficially reusing and disposing of non-hazardous CCRs. The rule establishes new minimum requirements for site location, groundwater monitoring, flood protection, storm water design, fugitive dust control, and public disclosure of information. The rule also sets out conditions under which CCR units would be forced to cease receiving CCR and non-CCR waste and initiate closure based on the inability to achieve minimum safety standards, meet a location standard, or meet minimum groundwater standards. Consumers has converted all of its fly ash handling systems to dry systems to minimize applicable requirements. In addition, all of Consumers' ash facilities have programs designed to protect the environment and are subject to quarterly MDEQ

inspections. Consumers' preliminary estimate of capital and cost of removal expenditures to comply with regulations relating to ash disposal is \$215 million from 2018 through 2022.

Water: Consumers uses substantial amounts of water to operate and cool its electric generating plants. Water discharge quality is regulated and administered by the MDEQ under the federal NPDES program. To comply with such regulation, Consumers' facilities have discharge monitoring programs. The EPA issued final regulations for wastewater discharges from electric generating plants in 2015 and amended them in September 2017. Consumers' preliminary estimate of capital expenditures to comply with these regulations as presently promulgated is \$49 million from 2018 through 2022.

In 2014, the EPA finalized its cooling water intake rule, which requires Consumers to evaluate the biological impact of its cooling water intake systems and ensure that it is using the best technology available to minimize adverse environmental impacts. Consumers' preliminary estimate of capital expenditures to comply with these regulations is \$89 million from 2018 through 2022.

Air: Consumers is subject to federal and state environmental regulations that require extensive reductions in nitrogen oxides, sulfur dioxides, particulate matter, and mercury emissions. To comply with these regulations, Consumers has invested in emissions control equipment at its electric generating plants. Consumers' preliminary estimate of additional capital expenditures to comply with these regulations is \$14 million from 2018 through 2022.

Consumers' future costs to comply with solid waste disposal, water, and air environmental regulations may vary depending on future legislation, litigation, or rulemaking.

For further information concerning estimated capital expenditures related to solid waste disposal, water, and air, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Outlook—Consumers Electric Utility Outlook and Uncertainties—Electric Environmental Outlook.

INSURANCE

CMS Energy and its subsidiaries, including Consumers, maintain insurance coverage generally similar to comparable companies in the same lines of business. The insurance policies are subject to terms, conditions, limitations, and exclusions that might not fully compensate CMS Energy or Consumers for all losses. A portion of each loss is generally assumed by CMS Energy or Consumers in the form of deductibles and self-insured retentions that, in some cases, are substantial. As CMS Energy or Consumers renews its policies, it is possible that some of the present insurance coverage may not be renewed or obtainable on commercially reasonable terms due to restrictive insurance markets.

CMS Energy's and Consumers' present insurance program may not entirely cover the risks of certain environmental costs, such as the cleanup of sites owned by CMS Energy or Consumers, claims for the long-term storage or disposal of pollutants, or claims related to air pollution.

EMPLOYEES

Presented in the following table are the number of employees of CMS Energy and Consumers:

December 31	2017	2016	2015
CMS Energy, including Consumers ¹			
Full-time employees	7,822	7,699	7,711
Seasonal employees ²	74	52	39
Part-time employees	56	49	54
Total employees	7,952	7,800	7,804
Consumers ¹			
Full-time employees	7,408	7,301	7,339
Seasonal employees ²	74	52	39
Part-time employees	14	13	16
Total employees	7,496	7,366	7,394

¹ For information about CMS Energy's and Consumers' collective bargaining agreements, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 12, Retirement Benefits.

² Consumers' seasonal workforce peaked at 598 employees during 2017, 522 employees during 2016, and 477 employees during 2015. Seasonal employees work primarily during the construction season and are subject to yearly layoffs.

CMS ENERGY AND CONSUMERS EXECUTIVE OFFICERS

Presented in the following table are the company positions held during the last five years for each of CMS Energy's and Consumers' executive officers as of February 1, 2018:

Name, Age, Position(s)	Period
Patricia K. Poppe (age 49)	
<i>CMS Energy</i>	
President and CEO	7/2016 – Present
Director	5/2016 – Present
Senior Vice President	3/2015 – 7/2016
<i>Consumers</i>	
President and CEO	7/2016 – Present
Director	5/2016 – Present
Senior Vice President	3/2015 – 7/2016
Vice President	1/2011 – 3/2015
<i>CMS Enterprises</i>	
Chairman of the Board, CEO, and Director	7/2016 – Present
President	7/2016 – 9/2017
Rejji P. Hayes (age 43) ¹	
<i>CMS Energy</i>	
Executive Vice President and CFO	5/2017 – Present
<i>Consumers</i>	
Executive Vice President and CFO	5/2017 – Present
<i>CMS Enterprises</i>	
Executive Vice President, CFO, and Director	5/2017 – Present

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Name, Age, Position(s)	Period
Jean-Francois Brossoit (age 50) ²	
<i>CMS Energy</i>	
Senior Vice President	4/2017 – Present
Vice President	11/2016 – 4/2017
<i>Consumers</i>	
Senior Vice President	4/2017 – Present
Vice President	11/2016 – 4/2017
Catherine A. Hendrian (age 49)	
<i>CMS Energy</i>	
Senior Vice President	4/2017 – Present
Vice President	3/2015 – 4/2017
Director of Human Resources	10/2012 – 3/2015
<i>Consumers</i>	
Senior Vice President	4/2017 – Present
Vice President	3/2015 – 4/2017
Director of Human Resources	10/2012 – 3/2015
Brandon J. Hofmeister (age 41) ³	
<i>CMS Energy</i>	
Senior Vice President	7/2017 – Present
<i>Consumers</i>	
Senior Vice President	7/2017 – Present
Vice President	7/2016 – 7/2017
Executive Director, Policy Research, Analysis, and Public Affairs	6/2015 – 7/2016
Executive Director, Policy Research and Analysis	9/2013 – 6/2015
<i>CMS Enterprises</i>	
Senior Vice President	9/2017 – Present
Venkat Dhenuvakonda Rao (age 47)	
<i>CMS Energy</i>	
Senior Vice President	9/2016 – Present
Vice President	7/2012 – 9/2016
<i>Consumers</i>	
Senior Vice President	9/2016 – Present
Vice President	7/2012 – 9/2016
<i>CMS Enterprises</i>	
Director	11/2017 – Present
Senior Vice President	9/2016 – Present
Vice President	7/2012 – 9/2016
Catherine M. Reynolds (age 60)	
<i>CMS Energy</i>	
Senior Vice President and General Counsel	10/2013 – Present
Vice President, Deputy General Counsel, and Corporate Secretary	1/2012 – 10/2013
<i>Consumers</i>	
Senior Vice President and General Counsel	10/2013 – Present
Vice President, Deputy General Counsel, and Corporate Secretary	1/2012 – 10/2013
<i>CMS Enterprises</i>	
Senior Vice President, General Counsel, and Director	1/2014 – Present
Vice President and Secretary	9/2006 – 1/2014

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Name, Age, Position(s)	Period
Brian F. Rich (age 43) ⁴	
<i>CMS Energy</i>	
Senior Vice President and Chief Information Officer	7/2016 – Present
Vice President and Chief Information Officer	7/2014 – 7/2016
<i>Consumers</i>	
Senior Vice President and Chief Information Officer	7/2016 – Present
Vice President and Chief Information Officer	7/2014 – 7/2016
Garrick J. Rochow (age 43)	
<i>CMS Energy</i>	
Senior Vice President	7/2016 – Present
Vice President	3/2015 – 7/2016
<i>Consumers</i>	
Senior Vice President	7/2016 – Present
Vice President	10/2010 – 7/2016
Glenn P. Barba (age 52)	
<i>CMS Energy</i>	
Vice President, Controller, and CAO	2/2003 – Present
<i>Consumers</i>	
Vice President, Controller, and CAO	1/2003 – Present
<i>CMS Enterprises</i>	
Vice President, Controller, and CAO	11/2007 – Present

- ¹ Prior to joining CMS Energy and Consumers, Mr. Hayes was executive vice president and CFO for ITC Holdings Corp., a non-affiliated company, from May 2014 through November 2016. Mr. Hayes started with ITC Holdings Corp. in 2012 as vice president of finance and treasurer.
- ² Prior to joining CMS Energy and Consumers, Mr. Brossoit was vice president of manufacturing operations for United Technologies Corp., a non-affiliated company. Mr. Brossoit started with United Technologies Corp. in 2006.
- ³ Prior to joining CMS Energy and Consumers, Mr. Hofmeister was an assistant professor of law at Wayne State University, a non-affiliated organization. Mr. Hofmeister started with Wayne State University in 2010.
- ⁴ Prior to joining CMS Energy and Consumers, Mr. Rich was vice president of business technology for Pacific Gas and Electric Company, a non-affiliated company. Mr. Rich started with Pacific Gas and Electric Company in 2010.

There are no family relationships among executive officers and directors of CMS Energy or Consumers. The list of directors and their biographies are included in CMS Energy's and Consumers' definitive proxy statement for their 2018 Annual Meetings of Shareholders to be held May 4, 2018. The term of office of each of the executive officers extends to the first meeting of the Board of Directors of CMS Energy and Consumers after the next annual election of Directors of CMS Energy and Consumers (to be held on May 4, 2018).

AVAILABLE INFORMATION

CMS Energy's internet address is www.cmsenergy.com. CMS Energy routinely posts important information on its website and considers the Investor Relations section, www.cmsenergy.com/investor-relations, a channel of distribution. Information contained on CMS Energy's website is not incorporated herein. CMS Energy's and Consumers' annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act are accessible free of charge on CMS Energy's website. These reports are available soon after they are electronically filed with the SEC. Also on CMS Energy's website are:

- Corporate Governance Principles
- Articles of Incorporation
- Bylaws
- Charters and Codes of Conduct (including the Charters of the Audit Committee, Compensation and Human Resources Committee, Finance Committee, and Governance, Sustainability and Public Responsibility Committee, as well as the Employee, Boards of Directors, EnerBank, and Third Party Codes of Conduct)

CMS Energy will provide this information in print to any stockholder who requests it.

Any materials CMS Energy files with the SEC may also be read and copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address is www.sec.gov.

Item 1A. Risk Factors

Actual results in future periods for CMS Energy and Consumers could differ materially from historical results and the forward-looking statements contained in this report. Factors that might cause or contribute to these differences include those discussed in the following sections. CMS Energy's and Consumers' businesses are influenced by many factors that are difficult to predict, that involve uncertainties that may materially affect results, and that are often beyond their control. Additional risks and uncertainties not presently known or that management believes to be immaterial may also adversely affect CMS Energy or Consumers. The risk factors described in the following sections, as well as the other information included in this report and in other documents filed with the SEC, should be considered carefully before making an investment in securities of CMS Energy or Consumers. Risk factors of Consumers are also risk factors of CMS Energy. All of these risk factors are potentially significant.

CMS Energy depends on dividends from its subsidiaries to meet its debt service obligations.

Due to its holding company structure, CMS Energy depends on dividends from its subsidiaries to meet its debt service and other payment obligations. If sufficient dividends were not paid to CMS Energy by its subsidiaries, CMS Energy might not be able to generate the funds necessary to fulfill its payment obligations, which could have a material adverse effect on CMS Energy's liquidity and financial condition.

Consumers' ability to pay dividends or acquire its own stock from CMS Energy is limited by restrictions contained in Consumers' preferred stock provisions and potentially by other legal restrictions, such as certain terms in its articles of incorporation and FERC requirements.

CMS Energy has indebtedness that could limit its financial flexibility and its ability to meet its debt service obligations.

The level of CMS Energy's present and future indebtedness could have several important effects on its future operations, including, among others, that:

- a significant portion of CMS Energy's cash flow from operations could be dedicated to the payment of principal and interest on its indebtedness and would not be available for other purposes
- covenants contained in CMS Energy's existing debt arrangements, which require it to meet certain financial tests, could affect its flexibility in planning for, and reacting to, changes in its business
- CMS Energy's ability to obtain additional financing for working capital, capital expenditures, acquisitions, and general corporate and other purposes could become limited
- CMS Energy could be placed at a competitive disadvantage to its competitors that are less leveraged
- CMS Energy's vulnerability to adverse economic and industry conditions could increase
- CMS Energy's future credit ratings could fluctuate

CMS Energy's ability to meet its debt service obligations and to reduce its total indebtedness will depend on its future performance, which will be subject to general economic conditions, industry cycles, changes in laws or regulatory decisions, and financial, business, and other factors affecting its operations, many of which are beyond its control. CMS Energy cannot make assurances that its businesses will continue to generate sufficient cash flow from operations to service its indebtedness. If CMS Energy were unable to generate sufficient cash flows from operations, it could be required to sell assets or obtain additional financing.

CMS Energy and Consumers have financing needs and could be unable to obtain bank financing or access the capital markets.

CMS Energy and Consumers may be subject to liquidity demands under commercial commitments, guarantees, indemnities, letters of credit, and other contingent liabilities. Consumers' capital requirements are expected to be substantial over the next several years as it decommissions older facilities and invests in electric grid modernization technology, construction or acquisition of power generation, environmental controls, conversions and expansions, and other electric and gas infrastructure to upgrade delivery systems. Those requirements may increase if additional laws or regulations are adopted or implemented.

CMS Energy and Consumers rely on the capital markets, particularly for publicly offered debt, as well as on bank syndications, to meet their financial commitments and short-term liquidity needs if sufficient internal funds are not available from Consumers' operations and, in the case of CMS Energy, from dividends paid by Consumers and its other subsidiaries. CMS Energy and Consumers also use letters of credit issued under certain of their revolving credit facilities to support certain operations and investments.

Disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation, reduced alternatives, or failures of significant financial institutions could adversely affect CMS Energy's and Consumers' access to liquidity needed for their businesses. Consumers' inability to obtain prior FERC authorization for any securities issuances, including publicly offered debt, as is required under the Federal Power Act, could adversely affect Consumers' access to liquidity. Any liquidity disruption could require CMS Energy and Consumers to take measures to conserve cash. These measures could include, but are not limited to, deferring capital expenditures, changing CMS Energy's and Consumers' commodity purchasing strategy to avoid collateral-posting requirements, and reducing or eliminating future share repurchases, dividend payments, or other discretionary uses of cash.

CMS Energy continues to explore financing opportunities to supplement its financial strategy. These potential opportunities include refinancing and/or issuing new debt, preferred stock and/or common equity, commercial paper, and bank financing. Similarly, Consumers may seek funds through the capital markets, commercial lenders, and leasing arrangements. Entering into new financings is subject in part to capital market receptivity to utility industry securities in general and to CMS Energy's and Consumers' securities in particular. CMS Energy and Consumers cannot guarantee the capital markets' acceptance of their securities or predict the impact of factors beyond their control, such as actions of rating agencies.

Certain of CMS Energy's and Consumers' securities and those of their affiliates are rated by various credit rating agencies. Any reduction or withdrawal of one or more of its credit ratings could have a material adverse impact on CMS Energy's or Consumers' ability to access capital on acceptable terms and maintain commodity lines of credit, could increase its cost of borrowing, and could cause CMS Energy or Consumers to reduce capital expenditures. If it were unable to maintain commodity lines of credit, CMS Energy or Consumers might have to post collateral or make prepayments to certain suppliers under existing contracts. Further, since Consumers provides dividends to CMS Energy, any adverse developments affecting Consumers that result in a lowering of its credit ratings could have an adverse effect on CMS Energy's credit ratings. CMS Energy and Consumers cannot guarantee that any of their present ratings will remain in effect for any given period of time or that a rating will not be lowered or withdrawn entirely by a rating agency.

If CMS Energy or Consumers were unable to obtain bank financing or access the capital markets to incur or refinance indebtedness, or were unable to obtain commercially reasonable terms for any financing, this could have a material adverse effect on its liquidity, financial condition, and results of operations.

There are risks associated with Consumers' substantial capital investment program planned for the next five years.

Consumers' planned investments include the construction or acquisition of power generation, electric and gas infrastructure, conversions and expansions, environmental controls, electric grid modernization technology, and other electric and gas investments to upgrade delivery systems, as well as decommissioning of older facilities. The success of these capital investments depends on or could be affected by a variety of factors that include, but are not limited to:

- effective pre-acquisition evaluation of asset values, future operating costs, potential environmental and other liabilities, and other factors beyond Consumers' control
- effective cost and schedule management of new capital projects
- availability of qualified construction personnel
- changes in commodity and other prices
- governmental approvals and permitting
- operational performance
- changes in environmental, legislative, and regulatory requirements
- regulatory cost recovery

It is possible that adverse events associated with these factors could have a material adverse effect on Consumers' liquidity, financial condition, and results of operations.

Changes to ROA could have a material adverse effect on CMS Energy's and Consumers' businesses.

The 2016 Energy Law allows electric customers in Consumers' service territory to buy electric generation service from alternative electric suppliers in an aggregate amount capped at ten percent, with certain exceptions, of Consumers' weather-adjusted retail sales of the preceding calendar year. Lower natural gas prices due to a large supply of natural gas on the market, coupled with low capacity prices in the electric

supply market, are placing increasing competitive pressure on the cost of Consumers' electric supply. Presently, Consumers' electric rates are above the Midwest average, while the ROA level on Consumers' system is at the ten-percent limit and the proportion of Consumers' electric deliveries under the ROA program and on the ROA waiting list is 24 percent. If the ROA limit were increased or if electric generation service in Michigan were deregulated, it could have a material adverse effect on Consumers' financial results and operations.

CMS Energy and Consumers are subject to rate regulation, which could have an adverse effect on financial results.

CMS Energy and Consumers are subject to rate regulation. Consumers' electric and gas retail rates are set by the MPSC and cannot be changed without regulatory authorization. If rate regulators fail to provide adequate rate relief, it could have a material adverse effect on Consumers or Consumers' plans for making significant capital investments. Regulators seeking to avoid or minimize rate increases could resist raising customer rates sufficiently to permit Consumers to recover the full cost of these investments. In addition, because there are statutory requirements mandating that regulators allow Consumers to recover from customers certain costs, such as resource additions to meet Michigan's renewable resource standard, energy waste reduction, and environmental compliance, regulators could be more inclined to oppose rate increases for other requested items and investments. Rate regulators could also face pressure to avoid or limit rate increases for a number of reasons, including an economic downturn in the state or diminishment of Consumers' customer base. Additionally, future orders of the MPSC related to Consumers' remeasurement of its deferred income taxes as a result of the TCJA could require accelerated customer refunds. In addition to its potential effects on Consumers' investment program, any limitation of cost recovery through rates or any acceleration of customer refunds could have a material adverse effect on Consumers' liquidity, financial condition, and results of operations.

Orders of the MPSC could limit recovery of costs of providing service including, but not limited to, environmental and safety related expenditures for coal-fueled plants and other utility properties, regulatory assets, power supply and natural gas supply costs, operating and maintenance expenses, additional utility-based investments, sunk investment in mothballed or retired generating plants, costs associated with the proposed retirement and decommissioning of facilities, depreciation expense, MISO energy and transmission costs, costs associated with energy waste reduction investments and state or federally mandated renewable resource standards, or expenditures subject to tracking mechanisms. These orders could also result in adverse regulatory treatment of other matters. For example, MPSC orders could prevent or curtail Consumers from shutting off non-paying customers, could prevent or curtail the implementation of a gas revenue mechanism, or could require Consumers to refund previously self-implemented rates.

FERC authorizes certain subsidiaries of CMS Energy to sell electricity at market-based rates. Failure of these subsidiaries to maintain this FERC authority could have a material adverse effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations. Transmission rates are also set by FERC. FERC orders related to transmission costs could have a material adverse effect on Consumers' liquidity, financial condition, and results of operations.

The various risks associated with the MPSC and FERC regulation of CMS Energy's and Consumers' businesses, which include the risk of adverse decisions in any number of rate or regulatory proceedings before either agency, as well as judicial proceedings challenging any agency decisions, could have a material adverse effect on CMS Energy's and Consumers' liquidity, financial condition, investment plans, and results of operations.

Utility regulation, state or federal legislation, and compliance could have a material adverse effect on CMS Energy's and Consumers' businesses.

CMS Energy and Consumers are subject to, or affected by, extensive utility regulation and state and federal legislation. CMS Energy and Consumers believe that they comply with applicable laws and regulations. If it were determined that they failed to comply, CMS Energy or Consumers could become subject to fines, penalties, or disallowed costs, or be required to implement additional compliance, cleanup, or remediation programs, the cost of which could be material. Adoption of new laws, rules, regulations, principles, or practices by federal or state agencies, or challenges or changes to present laws, rules, regulations, principles, or practices and the interpretation of any adoption or change, could have a material adverse effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations. Furthermore, any state or federal legislation concerning CMS Energy's or Consumers' operations could have a similar effect.

Utility regulation could be impacted by various matters, such as electric industry restructuring, hydro relicensing, asset reclassification, gas pipeline capacity and gas storage, new generation facilities or investments, transmission charges, environmental controls, climate change, air emissions, renewable energy, energy policy and ROA, regulation or deregulation, energy capacity standards or markets, reliability, and safety. CMS Energy and Consumers cannot predict the impact of these matters on their liquidity, financial condition, and results of operations.

FERC, through NERC, oversees reliability of certain portions of the electric grid. FERC orders regarding electric system reliability could have a material adverse effect on CMS Energy's or Consumers' liquidity, financial condition, and results of operations.

Government-mandated power purchases from renewable energy projects may have an adverse effect on CMS Energy's and Consumers' businesses.

PURPA requires Consumers to purchase power from qualifying cogeneration and small power production facilities at a price approved by the MPSC that is meant to represent Consumers' "avoided cost" of generating power or purchasing power from another source. In November 2017, the MPSC issued an order establishing a new avoided-cost formula to determine the price that Consumers must pay to purchase power under PURPA. Among other things, the MPSC's order changes the basis of Consumers' avoided cost from the cost of coal-fueled generating units to that of natural gas-fueled generating units. The MPSC order also assigns more capacity value to qualifying facilities that are consistently able to generate electricity during peak times. The MPSC order could result in mandated purchases of generation, potentially at above-market prices, and reduce Consumers' need for new owned generation. This in turn could have a material adverse effect on Consumers' capital investment plan, the affordability of future customer rates, and CMS Energy's and Consumers' liquidity, financial condition, investment plans, and results of operations.

CMS Energy and Consumers could incur substantial costs to comply with environmental requirements.

CMS Energy and Consumers are subject to costly and stringent environmental regulations that will likely require additional significant capital expenditures for emissions control equipment, CCR disposal and storage, cooling water intake equipment, effluent treatment, and PCB remediation. Present and reasonably anticipated state and federal environmental statutes and regulations, including but not limited to the Clean Air Act, the Clean Water Act, RCRA, CERCLA, and NREPA, will continue to have a material effect on CMS Energy and Consumers.

CMS Energy and Consumers have interests in fossil-fuel-fired power plants and other types of power plants that produce greenhouse gases. Federal and state environmental laws and rules, as well as international accords and treaties, could require CMS Energy and Consumers to install additional equipment for emission controls, purchase carbon emissions allowances, curtail operations, invest in generating capacity with fewer carbon dioxide emissions, or take other significant steps to manage or lower the emission of greenhouse gases. In 2015, the EPA published final rules pursuant to Section 111(d) of the Clean Air Act to limit carbon dioxide emissions from existing electric generating units, calling the rules the “Clean Power Plan.” The rules, which are being challenged in court, required a 32-percent nationwide reduction in carbon emissions from existing power plants by 2030 (based on 2005 levels). In October 2017, the EPA published a proposal to repeal the Clean Power Plan. The EPA has also announced that it intends to begin the rulemaking process for a replacement that conforms to the new legal interpretation set forth in the published proposed repeal of the Clean Power Plan. It is expected that the EPA will propose a replacement rule in 2018.

The following risks related to climate change, emissions, and environmental regulations could also have a material adverse impact on CMS Energy’s and Consumers’ liquidity, financial condition, and results of operations:

- litigation originated by third parties against CMS Energy or Consumers due to CMS Energy’s or Consumers’ greenhouse gas or other emissions or CCR disposal and storage
- impairment of CMS Energy’s or Consumers’ reputation due to their greenhouse gas or other emissions and public perception of their response to potential environmental regulations, rules, and legislation
- extreme weather conditions, such as severe storms, that may affect customer demand, company operations, or assets

Consumers retired seven smaller coal-fueled electric generating units in 2016. Consumers may encounter previously unknown environmental conditions that will need to be addressed in a timely fashion with state and federal environmental regulators as facilities and equipment on these sites are taken out of service.

Consumers expects to collect fully from its customers, through the ratemaking process, expenditures incurred to comply with environmental regulations, but cannot guarantee this outcome. If Consumers were unable to recover these expenditures from customers in rates, it could negatively affect CMS Energy’s and/or Consumers’ liquidity, results of operations, and financial condition and CMS Energy and/or Consumers could be required to seek significant additional financing to fund these expenditures.

For additional information regarding compliance with environmental regulations, see Item 1. Business—CMS Energy and Consumers Environmental Strategy and Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Outlook—Consumers Electric Utility Outlook and Uncertainties.

CMS Energy’s and Consumers’ businesses could be affected adversely by any delay in meeting environmental requirements.

A delay or failure by CMS Energy or Consumers to obtain or maintain any necessary environmental permits or approvals to satisfy any applicable environmental regulatory requirements or install emission control equipment could:

- prevent the construction of new facilities
- prevent the continued operation and sale of energy from existing facilities
- prevent the suspension of operations at existing facilities

- prevent the modification of existing facilities
- result in significant additional costs that could have a material adverse effect on their liquidity, financial condition, and results of operations

CMS Energy and Consumers expect to incur additional substantial costs related to remediation of legacy environmental sites.

Consumers expects to incur additional substantial costs related to the remediation of its former MGP sites. Based upon prior MPSC orders, Consumers expects to be able to recover the costs of these cleanup activities through its gas rates, but cannot guarantee that outcome.

Consumers also expects to incur remediation and other response activity costs at a number of other sites under NREPA and CERCLA. Consumers believes these costs should be recoverable in rates, but cannot guarantee that outcome.

In addition, certain CMS Energy subsidiaries retained environmental remediation obligations for the collection, treatment, and discharge of leachate at Bay Harbor after selling their interests in the development in 2002. Leachate is produced when water enters into cement kiln dust piles left over from former cement plant operations at the site. Certain CMS Energy subsidiaries have signed agreements with the EPA and the MDEQ relating to Bay Harbor. If these CMS Energy subsidiaries were unable to meet their commitments under these agreements, or if unanticipated events occurred, these CMS Energy subsidiaries could incur additional material costs relating to their Bay Harbor remediation obligations.

CMS Energy and Consumers could be affected adversely by legacy litigation and retained liabilities.

CMS Energy, CMS MST, CMS Field Services, Cantera Natural Gas, Inc., and Cantera Gas Company were named as defendants in various lawsuits arising as a result of alleged inaccurate natural gas price reporting. Remaining allegations include price-fixing conspiracies, restraint of trade, and artificial inflation of natural gas retail prices in Kansas and Wisconsin. CMS Energy cannot predict the outcome of these lawsuits or the amount of damages for which CMS Energy may be liable. It is possible that the outcome of the lawsuits could have a material adverse effect on CMS Energy's liquidity, financial condition, and results of operations.

The agreements that CMS Energy and Consumers enter into for the sale of assets customarily include provisions whereby they are required to:

- retain specified preexisting liabilities, such as for taxes, pensions, or environmental conditions
- indemnify the buyers against specified risks, including the inaccuracy of representations and warranties that CMS Energy and Consumers make
- make payments to the buyers depending on the outcome of post-closing adjustments, litigation, audits, or other reviews, including claims resulting from attempts by foreign or domestic governments to assess taxes on past operations or transactions

Many of these contingent liabilities can remain open for extended periods of time after the sales are closed. Depending on the extent to which the buyers might ultimately seek to enforce their rights under these contractual provisions, and the resolution of any disputes concerning them, there could be a material adverse effect on CMS Energy's or Consumers' liquidity, financial condition, and results of operations.

In 2002, CMS Energy sold its oil, gas, and methanol investments in Equatorial Guinea. The government of Equatorial Guinea claims that CMS Energy owes \$152 million in taxes, plus significant penalties and interest, in connection with the sale. In 2015, the matter was proceeding to formal arbitration; however, since then the government of Equatorial Guinea has stopped communicating. CMS Energy will continue

to contest the claim, but cannot predict the financial impact or outcome of the matter. An unfavorable outcome could have a material adverse effect on CMS Energy's liquidity, financial condition, and results of operations.

CMS Energy's and Consumers' energy sales and operations are affected by seasonal factors and varying weather conditions from year to year.

CMS Energy's and Consumers' utility operations are seasonal. The consumption of electric energy typically increases in the summer months, due primarily to the use of air conditioners and other cooling equipment, while peak demand for natural gas occurs in the winter due to colder temperatures and the resulting use of natural gas as heating fuel. In addition, Consumers' electric rates, which follow a seasonal rate design, are higher in the summer months than in the remaining months of the year. Accordingly, CMS Energy's and Consumers' overall results may fluctuate substantially on a seasonal basis. Mild temperatures during the summer cooling season and winter heating season as well as the impact of extreme weather events on Consumers' system could have a material adverse effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations.

Consumers is exposed to risks related to general economic conditions in its service territories.

Consumers' electric and gas utility businesses are affected by the economic conditions impacting the customers they serve. If the Michigan economy becomes sluggish or declines, Consumers could experience reduced demand for electricity or natural gas that could result in decreased earnings and cash flow. In addition, economic conditions in Consumers' service territory affect its collections of accounts receivable and levels of lost or stolen gas, which in turn impact its liquidity, financial condition, and results of operations.

CMS Energy and Consumers are subject to information security risks, risks of unauthorized access to their systems, and technology failures.

In the regular course of business, CMS Energy and Consumers handle a range of sensitive security and customer information. CMS Energy and Consumers are subject to laws and rules issued by various agencies concerning safeguarding and maintaining the confidentiality of this information. A security breach of CMS Energy's and Consumers' information or control systems could involve theft or the inappropriate release of certain types of information, such as confidential customer information or, separately, system operating information. These events could disrupt operations, subject CMS Energy and Consumers to possible financial liability, damage their reputation and diminish the confidence of customers, and have a material adverse effect on CMS Energy's and Consumers' liquidity, financial conditions, and results of operations.

CMS Energy and Consumers operate in a highly regulated industry that requires the continued operation of sophisticated information and control technology systems and network infrastructure. Despite implementation of security measures, technology systems, including disaster recovery and backup systems, are vulnerable to failure, cyber crime, unauthorized access, and being disabled. These events could impact the reliability of electric generation and electric and gas delivery and also subject CMS Energy and Consumers to financial harm. Cyber crime, which includes the use of malware, computer viruses, and other means for disruption or unauthorized access against companies, including CMS Energy and Consumers, has increased in frequency, scope, and potential impact in recent years. While CMS Energy and Consumers have not been subject to cyber crime incidents that have had a material impact on their operations to date, their security measures in place may be insufficient to prevent a major cyber incident in the future. If technology systems, including disaster recovery and backup systems, were to fail or be breached, CMS Energy and Consumers might not be able to fulfill critical business functions, and sensitive confidential and proprietary data could be compromised, which could have a material adverse effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations. In addition, because CMS Energy's and Consumers' generation, transmission, and

distribution systems are part of an interconnected system, a disruption caused by a cyber incident at another utility, electric generator, system operator, or commodity supplier could also adversely affect CMS Energy's or Consumers' businesses, financial condition, and results of operations.

A variety of technological tools and systems, including both company-owned information technology and technological services provided by outside parties, support critical functions. The failure of these technologies, including backup systems, or the inability of CMS Energy and Consumers to have these technologies supported, updated, expanded, or integrated into other technologies, could hinder their business operations and materially adversely affect their liquidity, financial condition, and results of operations. A breach or failure of technology, including disaster recovery or backup systems, could also have a negative impact on CMS Energy's banking subsidiary, EnerBank.

CMS Energy's and Consumers' businesses have liability risks.

Consumers' electric and gas delivery systems, power plants, gas infrastructure including storage facilities, wind energy or solar equipment, energy products, and the independent power plants owned in whole or in part by CMS Energy could be involved in incidents, failures, or accidents that result in injury, loss of life, or property loss to customers, employees, or the public. Although CMS Energy and Consumers have insurance coverage for many potential incidents (subject to deductibles and self-insurance amounts that could be material), depending upon the nature or severity of any incident, failure, or accident, CMS Energy or Consumers could suffer financial loss, reputational damage, and negative repercussions from regulatory agencies or other public authorities.

CMS Energy's and Consumers' revenues and results of operations are subject to risks that are beyond their control, including but not limited to natural disasters, terrorist attacks and related acts of war, cyber incidents, vandalism, and other catastrophic events.

The impact of natural disasters, severe weather, wars, terrorist acts, vandalism, cyber incidents, pandemics, and other catastrophic events on the facilities and operations of CMS Energy and Consumers could have a material adverse effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations. These events could result in severe damage to CMS Energy's and Consumers' assets beyond what could be recovered through insurance policies, could require CMS Energy and Consumers to incur significant upfront costs, and could severely disrupt operations, resulting in loss of service to customers. There is also a risk that regulators could, after the fact, conclude that Consumers' preparedness or response to such an event was inadequate and take adverse actions as a result.

CMS Energy and Consumers are exposed to significant reputational risks.

CMS Energy and Consumers could suffer negative impacts to their reputations as a result of operational incidents, violations of corporate policies, regulatory violations, inappropriate use of social media, or other events. Reputational damage could have a material adverse effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations. It could also result in negative customer perception and increased regulatory oversight.

Consumers is exposed to changes in customer usage that could impact financial results.

Distributed electricity generation: Technology advances, government incentives and subsidies, and recent regulatory decisions could increase the cost effectiveness of customer-owned methods of producing electricity, such as fuel cells, microturbines, wind turbines, and solar photovoltaics, resulting in reduced load, cross subsidization, and increased costs. This could have a material adverse effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations.

Energy waste reduction: Customers could reduce their consumption through demand-side energy conservation and energy waste reduction programs. These reductions could have a material adverse effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations.

Energy risk management strategies might not be effective in managing fuel and electricity pricing risks, which could result in unanticipated liabilities to CMS Energy and Consumers or increased volatility in their earnings.

Consumers is exposed to changes in market prices for natural gas, coal, electric capacity, electric energy, emission allowances, gasoline, diesel fuel, and RECs. Prices for these commodities may fluctuate substantially over relatively short periods of time and expose Consumers to price risk. A substantial portion of Consumers' operating expenses for its electric generating plants and vehicle fleet consists of the costs of obtaining these commodities. The contracts associated with Consumers' fuel and purchased power costs are executed in conjunction with the PSCR mechanism, which is designed to allow Consumers to recover prudently incurred costs associated with those positions. If the MPSC determined that any of these contracts or related contracting policies were imprudent, recovery of these costs could be disallowed. Consumers manages commodity price risk using established policies and procedures, and it may use various contracts to manage this risk, including swaps, options, futures, and forward contracts. No assurance can be made that these strategies will be successful in managing Consumers' pricing risk or that they will not result in net liabilities to Consumers as a result of future volatility in these markets.

Natural gas prices in particular have been historically volatile. Consumers routinely enters into contracts to mitigate exposure to the risks of demand, market effects of weather, and changes in commodity prices associated with its gas distribution business. These contracts are executed in conjunction with the GCR mechanism, which is designed to allow Consumers to recover prudently incurred costs associated with those positions. If the MPSC determined that any of these contracts or related contracting policies were imprudent, recovery of these costs could be disallowed. Consumers does not always hedge the entire exposure of its operations from commodity price volatility. Furthermore, the ability to hedge exposure to commodity price volatility depends on liquid commodity markets. As a result, to the extent the commodity markets are illiquid, Consumers might not be able to execute its risk management strategies, which could result in larger unhedged positions than preferred at a given time. To the extent that unhedged positions exist, fluctuating commodity prices could have a negative effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations. Changes in laws that limit Consumers' ability to hedge could also have a negative effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations.

CMS Energy and Consumers are exposed to counterparty risk.

Adverse economic conditions or financial difficulties experienced by counterparties with whom CMS Energy and Consumers do business could impair the ability of these counterparties to pay for CMS Energy's and Consumers' services and/or fulfill their contractual obligations, including performance and payment of damages. CMS Energy and Consumers depend on these counterparties to remit payments and perform contracted services in a timely fashion. Any delay or default in payment or performance of contractual obligations could have a material adverse effect on CMS Energy's and Consumers' liquidity, financial condition, and results of operations.

Volatility and disruptions in capital and credit markets could have a negative impact on CMS Energy's and Consumers' lenders, vendors, contractors, suppliers, customers, and other counterparties, causing them to fail to meet their obligations. Adverse economic conditions could also have a negative impact on the loan portfolio of CMS Energy's banking subsidiary, EnerBank.

Consumers might not be able to obtain an adequate supply of natural gas or coal, which could limit its ability to operate its electric generation facilities or serve its natural gas customers.

Consumers has natural gas and coal supply and transportation contracts in place for the natural gas and coal it requires for its electric generating capacity. Consumers also has interstate transportation and supply agreements in place to facilitate delivery of natural gas to its customers. Apart from the contractual and monetary remedies available to Consumers in the event of a counterparty's failure to perform under any of these contracts, there can be no assurances that the counterparties to these contracts will fulfill their obligations to provide natural gas or coal to Consumers. The counterparties under the agreements could experience financial or operational problems that inhibit their ability to fulfill their obligations to Consumers. In addition, counterparties under these contracts might not be required to supply natural gas or coal to Consumers under certain circumstances, such as in the event of a natural disaster or severe weather.

If, for its electric generating capacity, Consumers were unable to obtain its natural gas or coal requirements under existing or future natural gas and coal supply and transportation contracts, or to obtain resources under existing or future PPAs, it could be required to purchase natural gas or coal at higher prices or forced to purchase electricity from higher-cost generating resources in the MISO energy market. If, for natural gas delivery to its customers, Consumers were unable to obtain its natural gas supply requirements under existing or future natural gas supply and transportation contracts, it could be required to purchase natural gas at higher prices from other sources or implement its natural gas curtailment program filed with the MPSC. These alternatives could increase Consumers' working capital requirements and could decrease its revenues.

Market performance and other changes could decrease the value of employee benefit plan assets, which then could require substantial funding.

The performance of the capital markets affects the value of assets that are held in trust to satisfy future obligations under CMS Energy's and Consumers' pension and postretirement benefit plans. CMS Energy and Consumers have significant obligations under these plans and hold significant assets in these trusts. These assets are subject to market fluctuations and will yield uncertain returns, which could fall below CMS Energy's and Consumers' forecasted return rates. A decline in the market value of the assets or a change in the level of interest rates used to measure the required minimum funding levels could significantly increase the funding requirements of these obligations. Also, changes in demographics, including an increased number of retirements or changes in life expectancy assumptions, could significantly increase the funding requirements of the obligations related to the pension and postretirement benefit plans. If CMS Energy and Consumers were unable to manage their pension and postretirement plan assets successfully, it could have a material adverse effect on their liquidity, financial condition, and results of operations.

A work interruption or other union actions could adversely affect Consumers.

Unions represent 40 percent of Consumers' employees. Consumers' union agreements expire in 2020. If these employees were to engage in a strike, work stoppage, or other slowdown, Consumers could experience a significant disruption in its operations and higher ongoing labor costs.

Failure to attract and retain an appropriately qualified workforce could adversely impact CMS Energy's and Consumers' results of operations.

The workforce of CMS Energy and Consumers is aging and a number of employees will become eligible to retire within the next few years. If CMS Energy and Consumers were unable to match skill sets to future needs, they could encounter operating challenges and increased costs. These challenges could include a lack of resources, loss of knowledge, and delays in skill development. Additionally, higher costs could result from the use of contractors to replace employees, loss of productivity, and safety incidents. Failing to train replacement employees adequately and to transfer internal knowledge and expertise could adversely affect CMS Energy's and Consumers' ability to manage and operate their businesses. If CMS Energy and Consumers were unable to attract and retain an appropriately qualified workforce, their financial condition and results of operations could be affected negatively.

Unplanned power plant outages could be costly for Consumers.

Unforeseen maintenance of Consumers' power plants may be required for many reasons, including catastrophic events such as fires, explosions, extreme weather, floods or other acts of God, failures of equipment or materials, operator error, or the need to comply with environmental or safety regulations. When unplanned maintenance work is required on power plants or other equipment, Consumers will not only incur unexpected maintenance expenses, but it may also have to make spot market purchases of replacement electricity that exceed Consumers' costs of generation or be forced to retire a given unit if the cost or timing of the maintenance is not reasonable and prudent. Additionally, unplanned maintenance work could reduce the capacity credit Consumers receives from MISO and could cause Consumers to incur additional capacity costs in future years. If Consumers were unable to recover any of these increased costs in rates, it could have a material adverse effect on Consumers' liquidity, financial condition, and results of operations.

Changes in taxation as well as the inherent difficulty in quantifying potential tax effects of business decisions could negatively impact CMS Energy and Consumers.

CMS Energy and Consumers are required to make judgments regarding the potential tax effects of various financial transactions and results of operations in order to estimate their obligations to taxing authorities. The tax obligations include income, real estate, sales and use taxes, employment-related taxes, and ongoing issues related to these tax matters. The judgments include determining reserves for potential adverse outcomes regarding tax positions that have been taken and may be subject to challenge by the IRS and/or other taxing authorities. Unfavorable settlements of any of the issues related to these reserves or other tax matters at CMS Energy or Consumers could have a material adverse effect on their liquidity, financial condition, and results of operations.

CMS Energy and Consumers are subject to changing tax laws. Changes in federal, state, or local tax rates or other changes in tax laws could have adverse impacts on their liquidity, financial condition, and results of operations.

In December 2017, President Trump signed the TCJA, which changed existing federal tax law and included numerous provisions that affect businesses. CMS Energy and Consumers have made reasonable estimates in measuring and accounting for the effects of the TCJA, which have been reflected in the December 31, 2017 financial statements. Given expected changes to U.S. Treasury regulations, interpretations of the TCJA by the U.S. Treasury, interpretations of the application of ASC 740, and the companies' analysis of their historical records, the final transition impacts of the TCJA may differ from the estimates provided elsewhere in this report.

CMS Energy and its subsidiaries, including Consumers and EnerBank, must comply with the Dodd-Frank Act and its related regulations, which are subject to change and could involve material costs or affect operations.

Regulations that are intended to implement the Dodd-Frank Act have been and are still being adopted by the appropriate agencies. The Dodd-Frank Act added a new Section 13 to the Bank Holding Company Act. Known as the Volcker Rule, it generally restricts certain banking entities (such as EnerBank) and their subsidiaries or affiliates from engaging in proprietary trading activities and from owning equity in or sponsoring any private equity or hedge fund. Under the statute, the activities of CMS Energy and its subsidiaries (including EnerBank) are not expected to be materially affected; however, they will be restricted from engaging in proprietary trading, investing in third-party hedge or private equity funds, and sponsoring these funds in the future unless CMS Energy qualifies for an exemption from the rule. CMS Energy and its subsidiaries are also subject to certain ongoing compliance requirements pursuant to the regulations. CMS Energy cannot predict the full impact of the Volcker Rule on CMS Energy's or EnerBank's operations or financial condition.

All companies that directly or indirectly control an FDIC-insured bank are required to serve as a source of financial strength for that institution. As a result, CMS Energy could be called upon by the FDIC to infuse additional capital into EnerBank to the extent that EnerBank fails to satisfy its capital requirements. In addition, CMS Energy is contractually required (i) to make cash capital contributions to EnerBank in the event that EnerBank does not maintain required minimum capital ratios and (ii) to provide EnerBank financial support, in an amount and duration as may be necessary for EnerBank to meet the cash needs of its depositors and other operations. EnerBank has exceeded these requirements historically and exceeds them as of February 2018.

In addition, the Dodd-Frank Act provides for regulation by the Commodity Futures Trading Commission of certain commodity-related contracts. Although CMS Energy, Consumers, and CMS ERM qualify for an end-user exception from mandatory clearing of commodity-related swaps, these regulations could affect the ability of these entities to participate in these markets and could add additional regulatory oversight over their contracting activities.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Descriptions of CMS Energy's and Consumers' properties are found in the following sections of Item 1. Business, all of which are incorporated by reference in this Item 2:

- General—CMS Energy
- General—Consumers
- Business Segments—Consumers Electric Utility—Electric Utility Properties
- Business Segments—Consumers Gas Utility—Gas Utility Properties
- Business Segments—Enterprises Segment—Non-Utility Operations and Investments—Independent Power Production

Item 3. Legal Proceedings

For information regarding CMS Energy's and Consumers' significant pending administrative and judicial proceedings involving regulatory, operating, transactional, environmental, and other matters, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 3, Regulatory Matters and Note 4, Contingencies and Commitments.

CMS Energy, Consumers, and certain of their affiliates are also parties to routine lawsuits and administrative proceedings incidental to their businesses involving, for example, claims for personal injury and property damage, contractual matters, various taxes, and rates and licensing.

Item 4. Mine Safety Disclosures

Not applicable.

Part II

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

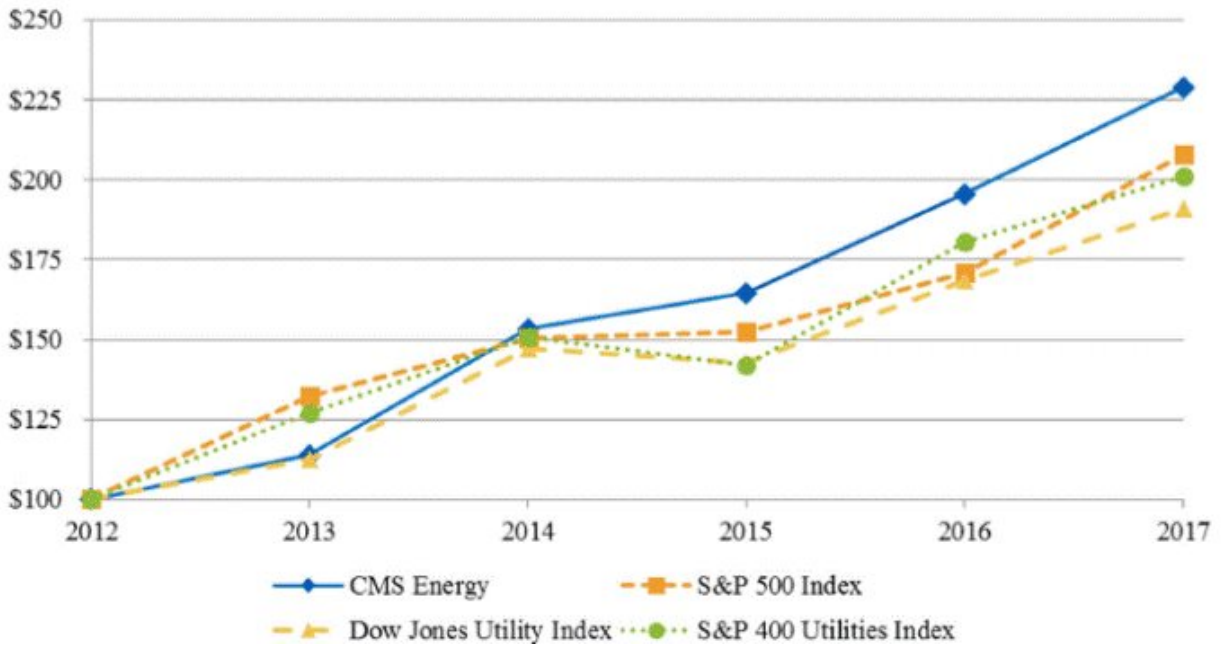
CMS ENERGY

CMS Energy's common stock is traded on the New York Stock Exchange under the symbol CMS. Market prices for CMS Energy's common stock and related security holder matters are contained in Item 6. Selected Financial Data and Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 21, Quarterly Financial and Common Stock Information (Unaudited), which are incorporated by reference herein. At January 31, 2018, the number of registered holders of CMS Energy's common stock totaled 30,736, based on the number of record holders. Presented in the following table are CMS Energy's dividends on its common stock:

Period	February	May	August	<i>Per Share</i> November
2017	\$ 0.3325	\$ 0.3325	\$ 0.3325	\$ 0.3325
2016	0.3100	0.3100	0.3100	0.3100

For additional information regarding securities authorized for issuance under equity compensation plans, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 13, Stock-Based Compensation and Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters. For additional information regarding dividends and dividend restrictions, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 5, Financings and Capitalization.

Comparison of Five-Year Cumulative Total Return



Company/Index	Five-Year Cumulative Total Return					
	2012	2013	2014	2015	2016	2017
CMS Energy	\$ 100	\$ 114	\$ 153	\$ 165	\$ 196	\$ 229
S&P 500 Index	100	132	150	153	171	208
Dow Jones Utility Index	100	113	147	143	169	191
S&P 400 Utilities Index	100	127	151	142	181	201

These cumulative total returns assume reinvestments of dividends.

CONSUMERS

Consumers' common stock is privately held by its parent, CMS Energy, and does not trade in the public market. Presented in the following table are Consumers' cash dividends on its common stock:

Period	<i>In Millions</i>			
	February	May	August	November
2017	\$ 148	\$ 88	\$ 111	\$ 175
2016	155	58	148	138

For additional information regarding dividends and dividend restrictions, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 5, Financings and Capitalization.

ISSUER REPURCHASES OF EQUITY SECURITIES

Presented in the following table are CMS Energy's repurchases of equity securities for the three months ended December 31, 2017:

Period	Total Number of Shares Purchased ¹	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under Publicly Announced Plans or Programs
October 1, 2017 to				
October 31, 2017	2,176	\$ 47.26	-	-
November 1, 2017 to				
November 30, 2017	6,148	48.11	-	-
December 1, 2017 to				
December 31, 2017	2,646	49.74	-	-
Total	10,970	\$ 48.33	-	-

¹ All of the common shares were repurchased to satisfy the minimum statutory income tax withholding obligation for common shares that have vested under the PISP. The value of shares repurchased is based on the market price on the vesting date.

UNREGISTERED SALES OF EQUITY SECURITIES

None.

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Item 6. Selected Financial Data

CMS Energy Corporation

		2017	2016	2015	2014	2013
Operating revenue (in millions)	(\$)	6,583	6,399	6,456	7,179	6,566
Income from equity method investees (in millions)	(\$)	15	13	14	15	13
Net income (in millions) ¹	(\$)	462	553	525	479	454
Net income available to common stockholders (in millions)	(\$)	460	551	523	477	452
Average common shares outstanding (in thousands)		280,025	277,851	275,600	270,580	264,511
Earnings per average common share						
CMS Energy – Basic	(\$)	1.64	1.99	1.90	1.76	1.71
– Diluted	(\$)	1.64	1.98	1.89	1.74	1.66
Cash provided by operations (in millions)	(\$)	1,705	1,629	1,640	1,481	1,448
Capital expenditures, excluding assets placed under capital lease (in millions)	(\$)	1,665	1,672	1,564	1,577	1,325
Total assets (in millions)	(\$)	23,050	21,622	20,299	19,143	17,249
Long-term debt, excluding current portion (in millions)	(\$)	9,123	8,640	8,400	7,974	7,060
Non-current portion of capital leases and financing obligation (in millions)	(\$)	91	110	118	123	138
Cash dividends declared per common share	(\$)	1.33	1.24	1.16	1.08	1.02
Market price of common stock at year-end	(\$)	47.30	41.62	36.08	34.75	26.77
Book value per common share at year-end	(\$)	15.77	15.23	14.21	13.33	12.98
Total employees at year-end		7,952	7,800	7,804	7,747	7,781
Electric Utility Statistics						
Sales (billions of kWh)		37	38	37	38	37
Customers (in thousands)		1,826	1,805	1,803	1,793	1,793
Average sales rate per kWh	(¢)	11.98	11.63	11.39	12.04	11.52
Gas Utility Statistics						
Sales and transportation deliveries (bcf)		352	358	356	373	352
Customers (in thousands) ²		1,776	1,772	1,741	1,733	1,724
Average sales rate per mcf	(\$)	7.51	7.31	7.89	8.83	8.51

¹ Includes income attributable to noncontrolling interests of \$2 million in each period.

² Excludes off-system transportation customers.

Consumers Energy Company

		2017	2016	2015	2014	2013
Operating revenue (in millions)	(\$)	6,222	6,064	6,165	6,800	6,321
Net income (in millions)	(\$)	632	616	594	567	534
Net income available to common stockholder (in millions)	(\$)	630	614	592	565	532
Cash provided by operations (in millions)	(\$)	1,715	1,681	1,794	1,354	1,375
Capital expenditures, excluding assets placed under capital lease (in millions)	(\$)	1,632	1,656	1,537	1,573	1,320
Total assets (in millions)	(\$)	21,099	19,946	18,635	17,824	16,157
Long-term debt, excluding current portion (in millions)	(\$)	5,561	5,253	5,183	5,131	4,557
Non-current portion of capital leases and financing obligation (in millions)	(\$)	91	110	118	123	138
Total preferred stock (in millions)	(\$)	37	37	37	37	37
Number of preferred stockholders at year-end		1,056	1,095	1,156	1,191	1,248
Total employees at year-end		7,496	7,366	7,394	7,388	7,435
Electric Utility Statistics						
Sales (billions of kWh)		37	38	37	38	37
Customers (in thousands)		1,826	1,805	1,803	1,793	1,793
Average sales rate per kWh	(¢)	11.98	11.63	11.39	12.04	11.52
Gas Utility Statistics						
Sales and transportation deliveries (bcf)		352	358	356	373	352
Customers (in thousands) ¹		1,776	1,772	1,741	1,733	1,724
Average sales rate per mcf	(\$)	7.51	7.31	7.89	8.83	8.51

¹ Excludes off-system transportation customers.

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

This Management’s Discussion and Analysis of Financial Condition and Results of Operations is a combined report of CMS Energy and Consumers.

EXECUTIVE OVERVIEW

CMS Energy is an energy company operating primarily in Michigan. It is the parent holding company of several subsidiaries, including Consumers, an electric and gas utility, and CMS Enterprises, primarily a domestic independent power producer. Consumers’ electric utility operations include the generation, purchase, transmission, distribution, and sale of electricity, and Consumers’ gas utility operations include the purchase, transmission, storage, distribution, and sale of natural gas. Consumers’ customer base consists of a mix of residential, commercial, and diversified industrial customers. CMS Enterprises, through its subsidiaries and equity investments, is engaged in domestic independent power production, the marketing of independent power production, and the development of renewable generation.

CMS Energy and Consumers manage their businesses by the nature of services each provides. CMS Energy operates principally in three business segments: electric utility; gas utility; and enterprises, its non-utility operations and investments. Consumers operates principally in two business segments: electric utility and gas utility. CMS Energy’s and Consumers’ businesses are affected primarily by:

- regulation and regulatory matters
- state and federal legislation
- economic conditions
- weather
- energy commodity prices
- interest rates
- their securities’ credit ratings

The Triple Bottom Line

CMS Energy’s and Consumers’ purpose is to achieve world class performance while delivering hometown service. In support of this purpose, the companies employ the “Consumers Energy Way,” a lean operating model designed to improve safety, quality, cost, delivery, and employee morale.

CMS Energy and Consumers measure their progress toward the purpose by considering their impact on the “triple bottom line” of people, planet, and profit, which is underpinned by performance; this consideration takes into account not only the economic value that the companies create for customers and investors, but also their responsibility to social and environmental goals. The triple bottom line balances the interests of the companies’ employees, customers, suppliers, regulators, creditors, Michigan’s residents, the investment community, and other stakeholders, and it reflects the broader societal impacts of the companies’ activities.



Consumers' 2017 Sustainability Report, which is available to the public, describes the company's commitment to world class performance and to the triple bottom line and discusses its progress in the areas of safety, environmental stewardship, social responsibility, and economic development.

People : The people element of the triple bottom line represents CMS Energy's and Consumers' commitment to their employees, their customers, the residents of local communities in which the companies do business, and other stakeholders.

The safety of employees, customers, and the general public is a priority of CMS Energy and Consumers. Accordingly, CMS Energy and Consumers have worked to integrate a set of safety principles into their business operations and culture. These principles include complying with applicable safety, health, and security regulations and implementing programs and processes aimed at continually improving safety and security conditions. The number of recordable safety incidents in 2017 was 65, compared with 73 in 2016 and 106 in 2015. The number of recordable safety incidents in 2017 was the lowest in Consumers' history, and Consumers is on track to have the best safety results of its EEI peer group, as it did in 2016.

CMS Energy and Consumers also place a high priority on customer value and on providing a hometown customer experience. Consumers' customer-driven investment program is aimed at improving safety and increasing electric and gas reliability, which has resulted in measureable improvements in customer satisfaction.

Central to Consumers' commitment to its customers are the initiatives it has undertaken to keep electricity and natural gas affordable. These initiatives include the adoption of its lean operating model that is focused on completing work safely and correctly the first time, thus minimizing rework and waste, while delivering services on time. Other cost-saving initiatives undertaken by Consumers include:

- replacement of coal-fueled generation with cleaner and more efficient gas-fueled generation, renewable energy, and energy waste reduction and demand response programs
- targeted infrastructure investment, including the installation of smart meters
- information and control system efficiencies
- employee and retiree health care cost sharing
- workforce productivity enhancements

In addition, Consumers' gas commodity costs declined by 60 percent from 2007 through 2017, due not only to a decrease in market prices but also to Consumers' improvements to its gas infrastructure and optimization of its gas purchasing and storage strategy. These gas commodity savings are passed on to customers.

Planet : The planet element of the triple bottom line represents CMS Energy's and Consumers' commitment to protect the environment; this commitment extends beyond complying with the various state and federal environmental and health and safety laws and regulations to which CMS Energy and Consumers are subject. Consideration of climate change risk and other environmental risks is embedded in the companies' strategy, business planning, and enterprise risk management processes.

CMS Energy and Consumers continue to focus on opportunities to reduce their carbon footprint by replacing coal-fueled generation with gas-fueled generation and renewable energy. In 2016, Consumers retired seven of its coal-fueled electric generating units, representing 33 percent of its owned coal-fueled generating capacity. As a result of these retirements and other actions taken by CMS Energy and Consumers, the companies' combined percentage of electric supply (self-generated and purchased) from coal has decreased by 16 percentage points since 2015.

Additionally, over the last 20 years, Consumers has reduced its sulfur dioxide emissions by 80 percent, its nitrogen oxide emissions by 90 percent, and its particulate matter emissions by 80 percent. Over the last ten years, Consumers has reduced its mercury emissions by 70 percent.

Going forward, Consumers will continue to invest in renewable generation and energy waste reduction programs in order to meet the requirements set by the 2016 Energy Law and to fulfill customer demand beyond the renewable energy standard. CMS Energy will continue to pursue further opportunities for the development of renewable generation projects through its non-utility businesses.

The 2016 Energy Law aligns with Consumers' clean and lean strategy, which focuses on increasing its generation of renewable energy, helping its customers use less energy, and offering demand response programs to reduce demand during critical peak times. Among other things, the 2016 Energy Law:

- raised the renewable energy standard from the present ten-percent requirement to 12.5 percent by 2019 and 15 percent by 2021
- established a goal of 35 percent combined renewable energy and energy waste reduction by 2025
- authorized incentives for demand response programs and expanded existing incentives for energy efficiency programs, referring to the combined initiatives as energy waste reduction programs

In a further effort to advance its environmental stewardship and to meet the requirements of present and future regulations, Consumers has adopted the following voluntary goals for air emissions, water use, and waste reduction:

- Committed to a 20-percent reduction of carbon dioxide emissions intensity (pounds of carbon dioxide per MWh generated) by 2025 from a 2008 baseline. In 2016, Consumers achieved a reduction in total tons of carbon dioxide emitted of over 30 percent compared to 2008.
- Committed to a 20-percent reduction in water usage (gallons per MWh generated) by 2020, and surpassed that goal in 2017 with a 35-percent reduction in water used to generate electricity.
- Committed to a cumulative waste reduction goal of one million cubic yards of landfill space avoided by 2019, and met that goal in 2017.

CMS Energy and Consumers are monitoring numerous legislative and regulatory initiatives, including those to regulate greenhouse gases, and related litigation. They are also monitoring potential changes in policies under the Trump administration. While CMS Energy and Consumers cannot predict the outcome of these matters, which could have a material effect on the companies, they intend to continue to move forward with their clean energy plan, their carbon reduction goals, and their emphasis on supply diversity.

Profit : The profit element of the triple bottom line represents CMS Energy's and Consumers' commitment to meeting financial objectives and providing economic development opportunities and benefits in the communities in which they do business. CMS Energy's and Consumers' financial strength allows them to maintain solid investment-grade credit ratings and thereby reduce funding costs for the benefit of customers and investors, to preserve and create jobs, and to reinvest in the communities they serve.

In 2017, CMS Energy's net income available to common stockholders was \$460 million, and diluted EPS were \$1.64. This compares with net income available to common stockholders of \$551 million and diluted EPS of \$1.98 in 2016. In 2017, benefits from electric and gas rate increases and higher weather-adjusted electric and gas deliveries were more than offset by the impacts of the TCJA and by higher depreciation on increased plant in service. A more detailed discussion of the factors affecting CMS Energy's and Consumers' performance can be found in the Results of Operations section that follows this Executive Overview.

Consumers projects that its total electric deliveries will remain stable or increase slightly through 2022, and that its gas deliveries will remain stable in 2018 and increase moderately through 2022. This outlook reflects growth in electric demand offset partially by energy waste reduction programs, and growth in gas demand offset partially by energy efficiency and conservation.

Performance: Impacting the Triple Bottom Line

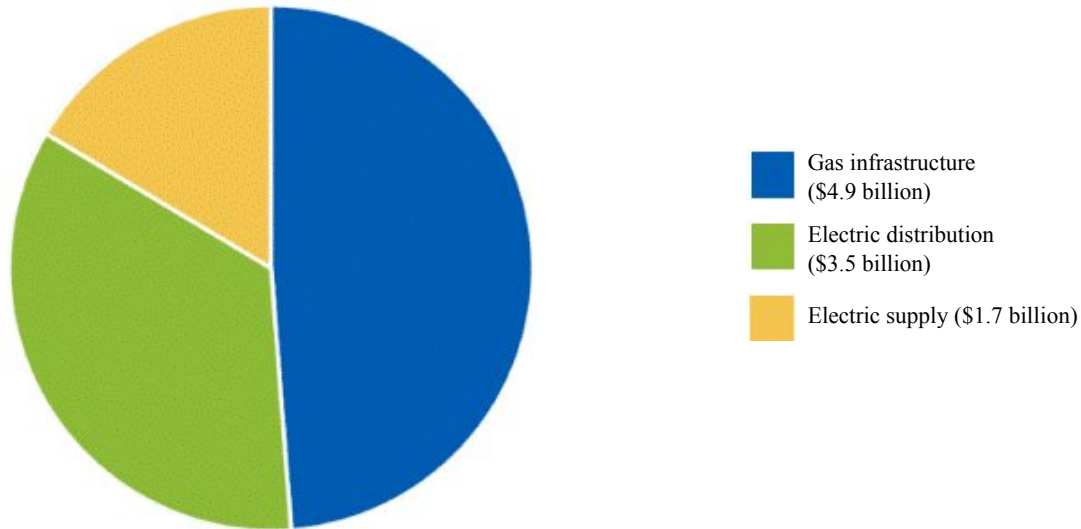
During 2017, CMS Energy's and Consumers' commitment to achieving world class performance while delivering hometown service resulted in the companies' best-ever performance in the areas of safety, service, and customer satisfaction. Leveraging the Consumers Energy Way, the companies met record-breaking goals in the areas of:

- lowering recordable safety incidents
- improving customer satisfaction scores
- decreasing the duration of customer outages
- responding faster to customer calls
- achieving on-time delivery commitments
- reading more meters monthly
- improving the accuracy of customer bills
- delivering energy efficiency solutions to customers

CMS Energy and Consumers will continue to utilize the Consumers Energy Way to enable them to achieve world class performance and positively impact the triple bottom line. Consumers' investment plan and the regulatory environment in which it operates also drive its ability to impact the triple bottom line.

Investment Plan : Consumers expects to make significant expenditures on infrastructure upgrades and replacements and electric supply projects from 2018 through 2027. While it has a large number of potential investment opportunities that would add customer value, Consumers has prioritized its spending based on the criteria of enhancing public safety, increasing reliability, maintaining affordability for its customers, and advancing its environmental stewardship. Consumers' investment program is expected to result in annual rate-base growth of six to eight percent. This rate-base growth, together with cost-control initiatives, should allow Consumers to maintain sustainable customer base rate increases (excluding PSCR and GCR charges) at or below the rate of inflation.

Presented in the following illustration are planned capital expenditures of \$10.1 billion that Consumers expects to make from 2018 through 2022:



Consumers plans to spend \$8.4 billion over the next five years to maintain and upgrade its gas infrastructure and electric distribution systems in order to enhance reliability, improve customer satisfaction, and reduce energy waste on those systems. The gas infrastructure projects comprise \$4.9 billion to sustain deliverability and enhance pipeline integrity and safety. These projects, which involve replacement of mains and services and enhancement of transmission and storage systems, should reduce the minor quantity of methane emissions released as gas is transported. The electric distribution projects comprise \$3.5 billion to strengthen circuits and substations and replace poles. Consumers also expects to spend \$1.7 billion on electric supply projects, representing new generation, including renewable generation, and environmental investments needed to comply with state and federal laws and regulations.

Regulation : Regulatory matters are a key aspect of Consumers' business, particularly rate cases and regulatory proceedings before the MPSC, which permit recovery of new investments while helping to ensure that customer rates are fair and affordable. Important regulatory events and developments are summarized below.

- **Tax Cuts and Jobs Act** : In December 2017, President Trump signed the TCJA, which changed existing federal tax law and included numerous provisions that affect businesses. Subsequently, the MPSC ordered all rate-regulated utilities in Michigan to report the impact that the new federal tax law will have on their customers. Consumers filed its response to the MPSC in January 2018, indicating that the TCJA reduces its annual electric revenue requirement by an estimated \$116 million, and reduces its annual gas revenue requirement by an estimated \$49 million. These amounts exclude potential refunds associated with Consumers' remeasurement of its deferred income taxes, which Consumers has proposed addressing in a future filing. In the January 2018 filing, Consumers recommended that the income tax benefits be provided to customers through a bill credit by the end of 2018. The timing and amortization period of any future rate adjustments or refunds are subject to change based on MPSC orders.

- **Electric Rate Case** : In March 2017, Consumers filed an application with the MPSC seeking an annual rate increase of \$173 million, based on a 10.5 percent authorized return on equity. The filing requested authority to recover new investment in system reliability, environmental compliance, and technology enhancements. In September 2017, Consumers reduced its requested annual rate increase to \$148 million. In October 2017, Consumers self-implemented an annual rate increase of \$130 million, subject to refund with interest and potential penalties. A final order is expected by the end of March 2018.
- **Gas Rate Case** : In October 2017, Consumers filed an application with the MPSC seeking an annual rate increase of \$178 million, based on a 10.5 percent authorized return on equity. The largest component of the request is an annual revenue requirement of \$162 million related to infrastructure investment and related costs that will allow Consumers to improve system safety, capacity, and deliverability.

The filing also seeks approval of two rate adjustment mechanisms: a revenue decoupling mechanism and an investment recovery mechanism. The revenue decoupling mechanism would annually reconcile Consumers' actual weather-adjusted nonfuel revenues with the revenues approved by the MPSC. The investment recovery mechanism would provide for additional annual rate increases of \$39 million beginning in July 2019 and another \$39 million beginning in July 2020 for incremental investments that Consumers plans to make in those years, subject to reconciliation. These future investments are intended to help ensure adequate system capacity and deliverability. The MPSC previously approved an investment recovery mechanism in July 2017 that will be in effect until rates are changed in the pending proceeding.

- **State Reliability Mechanism** : In November 2017, the MPSC issued an order establishing a state reliability mechanism for Consumers, as directed by the 2016 Energy Law, which required that forward capacity be secured for all electric customers in Michigan, including customers served by alternative electric suppliers under ROA. Under Michigan law, electric customers in Consumers' service territory are allowed to buy electric generation service from alternative electric suppliers in an aggregate amount up to ten percent of Consumers' weather-adjusted retail sales for the preceding calendar year. Under the mechanism approved by the MPSC, beginning June 1, 2018, if an alternative electric supplier does not demonstrate that it has procured its capacity requirements for the four-year forward period, its customers will pay a set charge to the utility for capacity that is not provided by the alternative electric supplier.

Looking Forward

CMS Energy and Consumers will continue to consider the impact on the triple bottom line of people, planet, and profit in their daily operations as well as in their long-term strategic decisions. Consumers will continue to seek fair and timely regulatory treatment that will support its customer-driven investment plan, while pursuing cost-control initiatives that will allow it to maintain sustainable customer base rates. The Consumers Energy Way is an important means of realizing CMS Energy's and Consumers' purpose of achieving world class performance while delivering hometown service.

RESULTS OF OPERATIONS

CMS Energy Consolidated Results of Operations

		<i>In Millions, Except Per Share Amounts</i>		
Years Ended December 31		2017	2016	2015
Net Income Available to Common Stockholders	\$	460	\$ 551	\$ 523
Basic Earnings Per Average Common Share	\$	1.64	\$ 1.99	\$ 1.90
Diluted Earnings Per Average Common Share	\$	1.64	\$ 1.98	\$ 1.89

		<i>In Millions</i>					
Years Ended December 31		2017	2016	Change	2016	2015	Change
Electric utility	\$	455	\$ 458	\$ (3)	\$ 458	\$ 437	\$ 21
Gas utility		173	155	18	155	154	1
Enterprises		(27)	17	(44)	17	4	13
Corporate interest and other		(141)	(79)	(62)	(79)	(72)	(7)
Net Income Available to Common Stockholders	\$	460	\$ 551	\$ (91)	\$ 551	\$ 523	\$ 28

Presented in the following table are specific after-tax changes to net income available to common stockholders:

		<i>In Millions</i>	
Reasons for the change		2017 better/(worse) than 2016	2016 better/(worse) than 2015 ¹
<i>Consumers electric utility and gas utility</i>			
<i>Electric sales</i>			
Weather	\$	(38)	\$ 29
Non-weather		23	\$ (15)
		(15)	(23)
<i>Gas sales</i>			
Weather		3	(29)
Non-weather		11	14
		14	8
Electric rate increase		50	66
Gas rate increase		16	24
State income tax benefit in 2017		15	-
Retirement of coal-fueled power plants in 2016		12	16
Voluntary separation program costs in 2016		7	(7)
Employee benefit costs		1	23
Depreciation and amortization		(42)	(36)
TCJA impacts		(34)	-
Donations		(8)	(28)
Other		(1)	15
		(1)	(21)
<i>Enterprises</i>			
TCJA impacts		(57)	-
Subsidiary earnings		13	17
Other		-	(4)
		-	(4)
<i>Corporate interest and other</i>			
TCJA impacts		(57)	-
Other tax-related items		(5)	11
Early extinguishment of debt in 2016		-	(11)
Other		-	(7)
		-	(7)
Total change	\$	(91)	\$ 28

¹ CMS Energy and Consumers have reclassified certain prior-period amounts to conform to the presentation in the current period.

Consumers Electric Utility Results of Operations

Years Ended December 31	<i>In Millions</i>					
	2017	2016	Change	2016	2015	Change
Net Income Available to Common Stockholders	\$ 455	\$ 458	\$ (3)	\$ 458	\$ 437	\$ 21
<i>Reasons for the change</i>						
Electric deliveries and rate increases		\$ 55			\$ 122	
Power supply costs and related revenue			3			(3)
Maintenance and other operating expenses			(7)			5
Depreciation and amortization			(51)			(36)
General taxes			6			(15)
Other income, net of expenses			(4)			(11)
Interest charges			(6)			(19)
Income taxes			1			(22)
Total change		\$ (3)			\$ 21	

Following is a discussion of significant changes to net income available to common stockholders for 2017 versus 2016 and for 2016 versus 2015.

Electric Deliveries and Rate Increases: For 2017, electric delivery revenues increased \$55 million compared with 2016. This change reflected \$82 million from a March 2017 rate increase and from an October 2017 self-implemented rate increase. Also contributing to the change were \$13 million in higher revenues associated with the energy waste reduction program and a \$10 million increase in the financial incentive associated with energy waste reduction performance standards. These increases were offset partially by a \$45 million decrease in sales due primarily to mild weather and a \$5 million reduction in other revenues. Deliveries to end-use customers were 37.4 billion kWh in 2017 and 37.9 billion kWh in 2016.

For 2016, electric delivery revenues increased \$122 million compared with 2015. This change reflected \$91 million from a December 2015 rate increase and from a September 2016 self-implemented rate increase, and a \$62 million increase in sales due primarily to favorable weather. These increases were offset partially by a \$25 million net decrease in securitization revenue, reflecting the conclusion in October 2015 of Consumers' 2001 securitization program, and a \$6 million decrease in other revenues. Deliveries to end-use customers were 37.9 billion kWh in 2016 and 37.3 billion kWh in 2015.

Maintenance and Other Operating Expenses: For 2017, maintenance and other operating expenses increased \$7 million compared with 2016. This change reflected increases of \$15 million in service restoration costs following severe storms, \$13 million in energy waste reduction program costs, \$8 million in information technology expenses, \$6 million in demand response program costs, and \$3 million in other operating and maintenance expenses. Also contributing to the change was the absence, in 2017, of a \$4 million benefit associated with a Michigan use tax settlement in 2016. These increases were offset partially by \$19 million in lower costs at Consumers' coal-fueled electric generating plants, due in part to the retirement of seven electric generating units in April 2016. Also contributing to the change were a \$10 million reduction in postretirement benefit costs, a \$7 million reduction in meter reading expense reflecting the implementation of smart meters, and an absence in 2017 of a \$6 million charge associated with a 2016 voluntary separation program.

For 2016, maintenance and other operating expenses decreased \$5 million compared with 2015. This change reflected a \$27 million reduction in expenses at the seven coal-fueled electric generating units that Consumers retired in April 2016. Also contributing to the change were a \$13 million reduction in uncollectible accounts expense due primarily to the successful implementation of new collection practices and a \$4 million benefit associated with a Michigan use tax settlement. These decreases were offset partially by increases of \$14 million in forestry expenses, \$9 million of expenses related to the Jackson plant acquired in December 2015, an \$8 million increase in postretirement benefit costs, a \$6 million charge associated with a 2016 voluntary separation program, and a \$2 million increase in other operating and maintenance expenses.

Depreciation and Amortization: For 2017, depreciation and amortization expense increased \$51 million compared with 2016, due primarily to increased plant in service.

For 2016, depreciation and amortization expense increased \$36 million compared with 2015. This change reflected a \$94 million increase in depreciation expense related to increased plant in service and an increase in depreciation rates that became effective in December 2015, offset partially by a \$58 million decrease in amortization of securitized assets, reflecting the conclusion in October 2015 of Consumers' 2001 securitization program.

General Taxes: For 2017, general taxes decreased \$6 million compared with 2016. This change was due to a \$10 million benefit from the settlement of a property tax appeal related to Consumers' Zeeland plant, offset partially by a \$4 million increase in property taxes, reflecting higher capital spending.

For 2016, general taxes increased \$15 million compared with 2015. This change was due primarily to increased property taxes, reflecting higher capital spending, and the absence, in 2016, of a benefit associated with a Michigan use tax settlement reached in 2015.

Other Income, Net of Expenses: For 2017, other income, net of expenses, decreased \$4 million compared with 2016. This change was due to a \$15 million reduction in nonoperating retirement benefits credits, offset partially by the \$6 million impact of benefit plan changes. Also contributing to the change was a \$10 million increase in donations in 2017. These changes were offset partially by a \$9 million gain on the donation of CMS Energy stock by Consumers, which was eliminated on CMS Energy's consolidated statements of income, and a \$6 million increase in other income, net of expenses.

For 2016, other income, net of expenses, decreased \$11 million compared with 2015. This change was due primarily to a \$30 million increase in donations and a \$2 million increase in other expenses. This change also reflected the absence, in 2016, of a \$6 million benefit related to a Michigan use tax settlement reached in 2015, and a \$6 million gain on a donation of CMS Energy stock by Consumers. The gain was eliminated on CMS Energy's consolidated statements of income. These changes were offset partially by a \$33 million increase in nonoperating retirement benefits credits, attributable primarily to a change in the discount-rate methodology used to calculate postretirement benefit costs.

Interest Charges: For 2017, interest charges increased \$6 million compared with 2016, reflecting \$2 million in higher PSCR interest expenses and a \$4 million increase in other interest charges.

For 2016, interest charges increased \$19 million compared with 2015. This change was due to the absence, in 2016, of a \$12 million benefit associated with a Michigan use tax settlement reached in 2015. The change also reflected \$7 million attributable primarily to higher average debt levels.

Income Taxes: For 2017, income taxes decreased \$1 million compared with 2016. This change reflected the \$11 million impact of a reduction in Consumers' effective state income tax rate. For additional details on this reduction in Consumers' effective state income tax rate, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 14, Income Taxes. Also contributing to the change were a \$10 million decrease associated with lower non-deductible donations, a \$3 million reduction due to lower electric utility earnings, and a \$2 million decrease in other income taxes. These decreases were offset partially by a \$25 million increase to recognize the impacts of the TCJA. For additional details on the TCJA, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 14, Income Taxes.

For 2016, income taxes increased \$22 million compared with 2015. This change reflected \$17 million attributable to higher electric utility earnings, a \$6 million increase due to higher non-deductible donations, and \$3 million of other tax-related items. These increases were offset partially by a \$4 million decrease due to a change in the treatment of excess tax benefits on restricted stock awards as a result of the early adoption of a new accounting standard.

Consumers Gas Utility Results of Operations

Years Ended December 31	<i>In Millions</i>											
	2017		2016		Change							
Net Income Available to Common Stockholders	\$	173	\$	155	\$	18	\$	155	\$	154	\$	1
<i>Reasons for the change</i>												
Gas deliveries and rate increases			\$		51				\$		15	
Maintenance and other operating expenses					21						2	
Depreciation and amortization					(18)						(23)	
General taxes					(5)						(7)	
Other income, net of expenses					(8)						11	
Interest charges					(2)						(1)	
Income taxes					(21)						4	
Total change			\$		18				\$		1	

Following is a discussion of significant changes to net income available to common stockholders for 2017 versus 2016 and for 2016 versus 2015.

Gas Deliveries and Rate Increases: For 2017, gas delivery revenues increased \$51 million compared with 2016. This change reflected a \$27 million rate increase and a \$20 million increase in sales due primarily to higher deliveries. Also contributing to the change were a \$3 million increase in financial incentive associated with energy waste reduction performance standards and a \$6 million increase in other revenues. These increases were offset partially by a \$5 million reduction in revenues associated with the energy waste reduction program. Total deliveries to end-use customers were 287 bcf in 2017 and 282 bcf in 2016.

For 2016, gas delivery revenues increased \$15 million compared with 2015. This change reflected \$33 million from a January 2016 rate increase, offset partially by an \$18 million decrease in sales due

primarily to milder winter weather. Deliveries to end-use customers were 282 bcf in 2016 and 299 bcf in 2015.

Maintenance and Other Operating Expenses: For 2017, maintenance and other operating expenses decreased \$21 million compared with 2016. This change reflected an \$8 million decrease in postretirement benefit costs, \$5 million in lower energy waste reduction program costs, the absence of a \$4 million charge associated with a 2016 voluntary separation plan, and a \$4 million decrease in other gas operating and maintenance expenses.

For 2016, maintenance and other operating expenses decreased \$2 million compared with 2015. This change was due to an \$8 million reduction in pipeline integrity expenses and a \$7 million decrease in uncollectible accounts expense due primarily to the successful implementation of new collection practices. These decreases were offset partially by a \$6 million increase in postretirement benefit costs, a \$4 million charge associated with a 2016 voluntary separation program, and a \$3 million increase in other gas operating and maintenance expenses.

Depreciation and Amortization: For 2017, depreciation and amortization expense increased \$18 million compared with 2016, and for 2016, depreciation and amortization expense increased \$23 million compared with 2015. Both increases were due primarily to higher depreciation expense from increased plant in service.

General Taxes: For 2017, general taxes increased \$5 million compared with 2016, and for 2016, general taxes increased \$7 million compared with 2015. Both increases were due to increased property taxes, reflecting higher capital spending.

Other Income, Net of Expenses: For 2017, other income, net of expenses, decreased \$8 million compared with 2016. This change was due to an \$11 million reduction in nonoperating retirement benefits credits, offset partially by the \$4 million impact of benefit plan changes. Also contributing to the change were \$3 million in higher donations and \$3 million in other expenses. These changes were offset partially by a \$5 million gain on the donation of CMS Energy stock by Consumers, which was eliminated on CMS Energy's consolidated statements of income.

For 2016, other income, net of expenses, increased \$11 million compared with 2015. This change was due to a \$21 million increase in nonoperating retirement benefits credits and a \$1 million decrease in other expenses. The increase in postretirement benefit credits was attributable primarily to a change in the discount-rate methodology used to calculate postretirement benefit costs. These changes were offset partially by an \$8 million increase in donations and by the absence, in 2016, of a \$3 million gain on a donation of CMS Energy stock by Consumers. The gain was eliminated on CMS Energy's consolidated statements of income.

Income Taxes: For 2017, income taxes increased \$21 million compared with 2016. This change reflected increases of \$15 million due to higher utility earnings, a \$9 million increase to recognize the impacts of the TCJA, and \$1 million in other income taxes. These changes were offset partially by the \$4 million impact of a reduction in Consumers' effective state income tax rate. For additional details on the TCJA and on the reduction in Consumers' effective state income tax rate, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 14, Income Taxes.

For 2016, income taxes decreased \$4 million compared with 2015. This reduction was due primarily to a change in the treatment of excess tax benefits on restricted stock awards as a result of the early adoption of a new accounting standard.

Enterprises Results of Operations

Years Ended December 31	<i>In Millions</i>					
	2017	2016	Change	2016	2015	Change
Net Income (Loss) Available to Common Stockholders	\$ (27)	\$ 17	\$ (44)	\$ 17	\$ 4	\$ 13

For 2017, net income of the enterprises segment decreased \$44 million compared with 2016, due primarily to \$57 million in higher income taxes due to the impacts of the TCJA, offset partially by a \$13 million increase due primarily to higher prices for capacity and demand revenue from DIG. For additional details on the TCJA, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 14, Income Taxes.

For 2016, net income of the enterprises segment increased \$13 million compared with 2015, due primarily to higher prices for capacity and demand revenue from DIG.

Corporate Interest and Other Results of Operations

Years Ended December 31	<i>In Millions</i>					
	2017	2016	Change	2016	2015	Change
Net Loss Available to Common Stockholders	\$ (141)	\$ (79)	\$ (62)	\$ (79)	\$ (72)	\$ (7)

For 2017, corporate interest and other net expenses increased \$62 million compared with 2016. This increase was due primarily to \$57 million in higher income taxes due to the impacts of the TCJA, and the absence, in 2017, of a settlement reached with the Michigan Department of Treasury that resulted in a \$2 million after-tax reduction in general taxes and a \$3 million reduction in income tax expense. For additional details on the TCJA, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 14, Income Taxes. In addition, corporate interest and other net expenses also reflected the elimination in consolidation of a \$9 million after-tax intercompany gain resulting from the donation of CMS Energy stock at Consumers. These changes were offset partially by lower fixed charges of \$4 million, increases of \$3 million at EnerBank, and lower administrative and other expenses of \$2 million. In both 2017 and 2016, CMS Energy incurred an after-tax loss of \$11 million on the early extinguishment of debt.

For 2016, corporate interest and other net expenses increased \$7 million compared with 2015. This increase was due primarily to an \$11 million after-tax loss on the early extinguishment of debt and \$8 million of higher interest expense, reflecting higher debt levels. These increases were offset partially by a settlement reached with the Michigan Department of Treasury that resulted in a \$2 million after-tax reduction in general taxes and a \$3 million reduction in income tax expense, and by \$1 million of higher earnings at EnerBank. Also contributing to the change were the absence, in 2016, of \$6 million of

additional income tax expense attributable to higher Michigan Corporate Income Tax and to the establishment of a valuation allowance for certain tax credits.

CASH POSITION, INVESTING, AND FINANCING

At December 31, 2017, CMS Energy had \$204 million of consolidated cash and cash equivalents, which included \$22 million of restricted cash and cash equivalents. At December 31, 2017, Consumers had \$65 million of consolidated cash and cash equivalents, which included \$21 million of restricted cash and cash equivalents.

Operating Activities

Presented in the following table are specific components of net cash provided by operating activities for 2017, 2016, and 2015:

Years Ended December 31	<i>In Millions</i>					
	2017	2016	Change	2016	2015	Change
CMS Energy, including Consumers						
Net income	\$ 462	\$ 553	\$ (91)	\$ 553	\$ 525	\$ 28
Non-cash transactions ¹	1,429	1,177	252	1,177	1,155	22
Postretirement benefits contributions	(12)	(108)	96	(108)	(262)	154
Changes in core working capital ²	(63)	50	(113)	50	241	(191)
Changes in other assets and liabilities, net	(111)	(43)	(68)	(43)	(19)	(24)
Net cash provided by operating activities	\$ 1,705	\$ 1,629	\$ 76	\$ 1,629	\$ 1,640	\$ (11)
Consumers						
Net income	\$ 632	\$ 616	\$ 16	\$ 616	\$ 594	\$ 22
Non-cash transactions ¹	1,123	1,148	(25)	1,148	1,096	52
Postretirement benefits contributions	(8)	(98)	90	(98)	(243)	145
Changes in core working capital ²	(65)	64	(129)	64	226	(162)
Changes in other assets and liabilities, net	33	(49)	82	(49)	121	(170)
Net cash provided by operating activities	\$ 1,715	\$ 1,681	\$ 34	\$ 1,681	\$ 1,794	\$ (113)

¹ Non-cash transactions comprise depreciation and amortization, changes in deferred income taxes, bad debt expense, and other non-cash operating activities and reconciling adjustments.

² Core working capital comprises accounts receivable, notes receivable, accrued revenue, inventories, accounts payable, and accrued rate refunds.

For 2017, net cash provided by operating activities at CMS Energy increased \$76 million compared with 2016 and net cash provided by operating activities at Consumers increased \$34 million compared with 2016. These increases were due primarily to higher net income, net of non-cash transactions, which included the impacts of the TCJA. Also contributing to the increases were lower postretirement benefit contributions and higher collections from customers. These changes were offset partially by gas purchased at higher prices and increased spending on environmental remediation activities. The increase at Consumers also reflected lower tax payments to CMS Energy.

For 2016, net cash provided by operating activities at CMS Energy decreased \$11 million compared with 2015 and net cash provided by operating activities at Consumers decreased \$113 million compared with 2015. These changes were due primarily to lower customer collections, reflecting lower gas prices and sales volumes, offset partially by lower postretirement benefits contributions and higher net income. At Consumers, higher income tax payments to CMS Energy also contributed to the decrease in net cash provided by operating activities in 2016.

Investing Activities

Presented in the following table are specific components of net cash used in investing activities for 2017, 2016, and 2015:

Years Ended December 31	<i>In Millions</i>					
	2017	2016	Change	2016	2015	Change
CMS Energy, including Consumers						
Capital expenditures	\$ (1,665)	\$ (1,672)	\$ 7	\$ (1,672)	\$ (1,564)	\$ (108)
Increase in EnerBank notes receivable	(138)	(136)	(2)	(136)	(279)	143
Proceeds from the sale of EnerBank notes receivable	50	-	50	-	48	(48)
DB SERP fund contribution	(7)	-	(7)	-	(25)	25
Jackson plant acquisition	-	-	-	-	(154)	154
Costs to retire property and other	(108)	(107)	(1)	(107)	(90)	(17)
Net cash used in investing activities	\$ (1,868)	\$ (1,915)	\$ 47	\$ (1,915)	\$ (2,064)	\$ 149
Consumers						
Capital expenditures	\$ (1,632)	\$ (1,656)	\$ 24	\$ (1,656)	\$ (1,537)	\$ (119)
DB SERP fund contribution	(6)	-	(6)	-	(17)	17
Jackson plant acquisition	-	-	-	-	(154)	154
Costs to retire property and other	(113)	(112)	(1)	(112)	(93)	(19)
Net cash used in investing activities	\$ (1,751)	\$ (1,768)	\$ 17	\$ (1,768)	\$ (1,801)	\$ 33

For 2017, net cash used in investing activities at CMS Energy decreased \$47 million compared with 2016 and net cash used in investing activities at Consumers decreased \$17 million compared with 2016. At CMS Energy, the change was due to the sale of EnerBank notes receivable. At Consumers, the change was due to lower capital expenditures.

For 2016, net cash used in investing activities at CMS Energy decreased \$149 million compared with 2015 and net cash used in investing activities at Consumers decreased \$33 million compared with 2015. The changes were due primarily to the absence, in 2016, of the acquisition of the Jackson power plant and, at CMS Energy, decreased growth in EnerBank consumer lending. These changes were offset partially by increased capital expenditures.

Financing Activities

Presented in the following table are specific components of net cash provided by (used in) financing activities for 2017, 2016, and 2015:

Years Ended December 31	<i>In Millions</i>					
	2017	2016	Change	2016	2015	Change
CMS Energy, including Consumers						
Issuance of debt	\$ 1,633	\$ 1,049	\$ 584	\$ 1,049	\$ 599	\$ 450
Net increase in EnerBank certificates of deposit	47	100	(53)	100	214	(114)
Issuance of common stock	83	72	11	72	43	29
Retirement of debt	(980)	(728)	(252)	(728)	(224)	(504)
Debt prepayment costs	(22)	(18)	(4)	(18)	-	(18)
Payment of dividends on common and preferred stock	(377)	(347)	(30)	(347)	(322)	(25)
Change in notes payable	(228)	149	(377)	149	189	(40)
Other financing activities	(46)	(22)	(24)	(22)	(36)	14
Net cash provided by financing activities	\$ 110	\$ 255	\$ (145)	\$ 255	\$ 463	\$ (208)
Consumers						
Issuance of debt	\$ 834	\$ 446	\$ 388	\$ 446	\$ 250	\$ 196
Stockholder contribution from CMS Energy	450	275	175	275	150	125
Payment of dividends on common and preferred stock	(524)	(501)	(23)	(501)	(476)	(25)
Retirement of debt	(555)	(198)	(357)	(198)	(124)	(74)
Debt prepayment costs	(4)	-	(4)	-	-	-
Change in notes payable	(228)	149	(377)	149	189	(40)
Other financing activities	(24)	(3)	(21)	(3)	(23)	20
Net cash provided by (used in) financing activities	\$ (51)	\$ 168	\$ (219)	\$ 168	\$ (34)	\$ 202

For 2017, net cash provided by financing activities at CMS Energy decreased \$145 million compared with 2016 and net cash provided by financing activities at Consumers decreased \$219 million compared with 2016. These changes were due primarily to higher repayments under Consumers' commercial paper program, an increase in debt retirements, and, at CMS Energy, lower issuances of certificates of deposit at EnerBank. These decreases were offset partially by higher debt issuances and, at Consumers, a higher stockholder contribution from CMS Energy.

For 2016, net cash provided by financing activities at CMS Energy decreased \$208 million compared with 2015 and net cash provided by financing activities at Consumers increased \$202 million compared with 2015. At CMS Energy, this change was due primarily to an increase in debt retirements and lower issuances of certificates of deposit at EnerBank, offset partially by higher debt issuances and higher repayments under Consumers' commercial paper program. At Consumers, a higher stockholder contribution from CMS Energy and an increase in debt issuances, offset partially by debt retirements, contributed to the increase in net cash provided by financing activities in 2016 at Consumers.

CAPITAL RESOURCES AND LIQUIDITY

CMS Energy uses dividends and tax-sharing payments from its subsidiaries and external financing and capital transactions to invest in its utility and non-utility businesses, retire debt, pay dividends, and fund its other obligations. The ability of CMS Energy's subsidiaries, including Consumers, to pay dividends to CMS Energy depends upon each subsidiary's revenues, earnings, cash needs, and other factors. In addition, Consumers' ability to pay dividends is restricted by certain terms included in its debt covenants and articles of incorporation and potentially by FERC requirements and provisions under the Federal Power Act and the Natural Gas Act. For additional details on Consumers' dividend restrictions, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 5, Financings and Capitalization—Dividend Restrictions. For the year ended December 31, 2017, Consumers paid \$522 million in dividends on its common stock to CMS Energy.

As a result of a provision in the TCJA, CMS Energy is required to recover all alternative minimum tax credits over the next four years through offsets of regular tax and through cash refunds. CMS Energy expects to be able to offset regular tax through the use of federal net operating loss carryforwards and, accordingly, receive alternative minimum tax credit refunds through 2021. Another provision in the TCJA excludes rate-regulated utilities from 100 percent cost expensing of certain property after September 27, 2017. This provision will cause Consumers to make higher tax-sharing payments to CMS Energy during that period, which in turn might permit CMS Energy to maintain lower levels of debt in order to invest in its businesses, pay dividends, and fund its general obligations. To the extent that Consumers will be required to issue refunds to customers or reduce future customer rates as a result of the TCJA, Consumers expects to have sufficient funding sources available to meet this requirement.

In March 2017, CMS Energy entered into an updated continuous equity offering program. Under this program, CMS Energy may sell, from time to time in "at the market" offerings, common stock having an aggregate sales price of up to \$100 million. In June 2017, CMS Energy issued common stock under this program and received net proceeds of \$70 million.

Consumers uses cash flows generated from operations and external financing transactions, as well as stockholder contributions from CMS Energy, to fund capital expenditures, retire debt, pay dividends, contribute to its employee benefit plans, and fund its other obligations. Accelerated pension funding in prior years and several initiatives to reduce costs have helped improve cash flows from operating activities. Consumers anticipates continued strong cash flows from operating activities for 2018 and beyond.

Access to the financial and capital markets depends on CMS Energy's and Consumers' credit ratings and on market conditions. As evidenced by past financing transactions, CMS Energy and Consumers have had ready access to these markets. Barring major market dislocations or disruptions, CMS Energy and Consumers expect to continue to have ready access to the financial and capital markets. If access to these markets were to diminish or otherwise become restricted, CMS Energy and Consumers would implement contingency plans to address debt maturities, which could include reduced capital spending.

At December 31, 2017, CMS Energy had \$544 million of its secured revolving credit facility available and Consumers had \$873 million available. CMS Energy and Consumers use these credit facilities for general working capital purposes and to issue letters of credit. An additional source of liquidity is Consumers' commercial paper program, which allows Consumers to issue, in one or more placements, up to \$500 million in the aggregate in commercial paper notes with maturities of up to 365 days and that bear interest at fixed or floating rates. These issuances are supported by Consumers' revolving credit facilities. While the amount of outstanding commercial paper does not reduce the available capacity of the revolving credit facilities, Consumers does not intend to issue commercial paper in an amount exceeding the available capacity. At December 31, 2017, \$170 million of commercial paper notes were outstanding under this program. For additional details on CMS Energy's and Consumers' secured revolving credit facilities and commercial paper program, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 5, Financings and Capitalization.

Certain of CMS Energy's and Consumers' credit agreements, debt indentures, and other facilities contain covenants that require CMS Energy and Consumers to maintain certain financial ratios, as defined therein. At December 31, 2017, no default had occurred with respect to any financial covenants contained in CMS Energy's and Consumers' credit agreements, debt indentures, or other facilities. CMS Energy and Consumers were each in compliance with these covenants as of December 31, 2017, as presented in the following table:

Credit Agreement, Indenture, or Facility	December 31, 2017	
	Limit	Actual
CMS Energy, parent only		
Debt to EBITDA ¹	≤ 6.0 to 1.0	4.3 to 1.0
Consumers		
Debt to Capital ²	≤ 0.65 to 1.0	0.47 to 1.0

¹ Applies to CMS Energy's \$550 million revolving credit agreement and \$225 million and \$180 million term loan agreements.

² Applies to Consumers' \$650 million and \$250 million revolving credit agreements and its \$68 million, \$35 million, and \$30 million reimbursement agreements.

Components of CMS Energy's and Consumers' cash management plan include controlling operating expenses and capital expenditures and evaluating market conditions for financing and refinancing opportunities. CMS Energy's and Consumers' present level of cash and expected cash flows from operating activities, together with access to sources of liquidity, are anticipated to be sufficient to fund the companies' contractual obligations for 2018 and beyond.

Contractual Obligations: Presented in the following table are CMS Energy's and Consumers' contractual obligations. The table excludes all amounts classified as current liabilities on CMS Energy's and Consumers' consolidated balance sheets, other than the current portion of long-term debt, capital leases, and financing obligation.

December 31, 2017	Payments Due				
	Total	Less Than One Year	One to Three Years	Three to Five Years	More Than Five Years
<i>In Millions</i>					
CMS Energy, including Consumers					
Long-term debt	\$ 10,265	\$ 1,081	\$ 2,333	\$ 1,217	\$ 5,634
Interest payments on long-term debt	4,785	400	639	499	3,247
Capital leases and financing obligation	113	24	44	29	16
Interest payments on capital leases and financing obligation	32	7	12	8	5
Operating leases	53	15	18	13	7
Asset retirement obligations	1,408	37	53	55	1,263
Deferred investment tax credit	87	4	8	7	68
Environmental liabilities	157	22	36	33	66
<i>Purchase obligations</i>					
Total PPAs	9,159	1,042	2,112	1,858	4,147
Other ¹	2,026	891	727	117	291
Total contractual obligations	\$ 28,085	\$ 3,523	\$ 5,982	\$ 3,836	\$ 14,744
Consumers					
Long-term debt	\$ 5,940	\$ 343	\$ 1,302	\$ 680	\$ 3,615
Interest payments on long-term debt	3,503	255	406	322	2,520
Capital leases and financing obligation	113	24	44	29	16
Interest payments on capital leases and financing obligation	32	7	12	8	5
Operating leases	53	15	18	13	7
Asset retirement obligations	1,407	37	53	55	1,262
Deferred investment tax credit	87	4	8	7	68
Environmental liabilities	96	17	28	25	26
<i>Purchase obligations</i>					
<i>PPAs</i>					
MCV PPA	2,621	350	694	674	903
Palisades PPA	1,647	367	766	514	-
Related-party PPAs ²	1,546	87	181	196	1,082
Other PPAs	3,345	238	471	474	2,162
Total PPAs	9,159	1,042	2,112	1,858	4,147
Other ¹	1,787	859	667	92	169
Total contractual obligations	\$ 22,177	\$ 2,603	\$ 4,650	\$ 3,089	\$ 11,835

¹ Long-term contracts for purchase of commodities and related services, and construction and service agreements. The commodities and related services include natural gas and coal with associated transportation.

² Long-term PPAs from certain affiliates of CMS Enterprises.

CMS Energy and Consumers also have recognized non-current liabilities for which the timing of payments cannot be reasonably estimated. These items, which are excluded from the table above, include regulatory liabilities, deferred income taxes, workers compensation liabilities, accrued liabilities under renewable energy programs, and other liabilities. Retirement benefits are also excluded from the table

above. For details related to benefit payments, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 12, Retirement Benefits.

Off-Balance-Sheet Arrangements: CMS Energy, Consumers, and certain of their subsidiaries enter into various arrangements in the normal course of business to facilitate commercial transactions with third parties. These arrangements include indemnities, surety bonds, letters of credit, and financial and performance guarantees. Indemnities are usually agreements to reimburse a counterparty that may incur losses due to outside claims or breach of contract terms. The maximum payment that could be required under a number of these indemnity obligations is not estimable; the maximum obligation under indemnities for which such amounts were estimable was \$153 million at December 31, 2017. While CMS Energy and Consumers believe it is unlikely that they will incur any material losses related to indemnities they have not recorded as liabilities, they cannot predict the impact of these contingent obligations on their liquidity and financial condition. For additional details on these and other guarantee arrangements, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 4, Contingencies and Commitments—Guarantees. For additional details on operating leases, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 10, Leases and Palisades Financing.

Capital Expenditures: Over the next five years, CMS Energy and Consumers expect to make substantial capital investments. CMS Energy and Consumers may revise their forecasts of capital expenditures periodically due to a number of factors, including environmental regulations, business opportunities, market volatility, economic trends, and the ability to access capital. Presented in the following table are CMS Energy’s and Consumers’ estimated capital expenditures, including lease commitments, for 2018 through 2022:

						<i>In Billions</i>	
	2018	2019	2020	2021	2022	Total	
CMS Energy, including Consumers							
Consumers	\$ 2.0	\$ 2.3	\$ 2.2	\$ 1.8	\$ 1.8	\$ 10.1	
Enterprises	0.1	0.1	0.1	0.1	0.1	0.5	
Total CMS Energy	\$ 2.1	\$ 2.4	\$ 2.3	\$ 1.9	\$ 1.9	\$ 10.6	
Consumers							
Electric utility operations	\$ 1.0	\$ 1.2	\$ 1.2	\$ 0.9	\$ 0.9	\$ 5.2	
Gas utility operations	1.0	1.1	1.0	0.9	0.9	4.9	
Total Consumers	\$ 2.0	\$ 2.3	\$ 2.2	\$ 1.8	\$ 1.8	\$ 10.1	

OUTLOOK

Several business trends and uncertainties may affect CMS Energy’s and Consumers’ financial condition and results of operations. These trends and uncertainties could have a material impact on CMS Energy’s and Consumers’ consolidated income, cash flows, or financial position. For additional details regarding these and other uncertainties, see Forward-Looking Statements and Information; Item 1A. Risk Factors; Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 3, Regulatory Matters; and Note 4, Contingencies and Commitments.

Consumers Electric Utility and Gas Utility Outlook and Uncertainties

Tax Cuts and Jobs Act: In December 2017, President Trump signed the TCJA, which changed existing federal tax law and included numerous provisions that affect businesses. Subsequently, the MPSC ordered all rate-regulated utilities in Michigan to report the impact that the new federal tax law will have on their customers. Consumers filed its response to the MPSC in January 2018, indicating that the TCJA reduces its annual electric revenue requirement by an estimated \$116 million, and reduces its annual gas revenue requirement by an estimated \$49 million. These amounts exclude potential refunds associated with

Consumers' remeasurement of its deferred income taxes, which Consumers has proposed addressing in a future filing. In the January 2018 filing, Consumers recommended that the income tax benefits be provided to customers through a bill credit by the end of 2018. The timing and amortization period of any future rate adjustments or refunds are subject to change based on MPSC orders.

Energy Waste Reduction Plan : The 2016 Energy Law, which became effective in April 2017, authorized incentives for demand response programs and expanded existing incentives for energy efficiency programs, referring to the combined initiatives as energy waste reduction. The 2016 Energy Law:

- extended the requirement to achieve annual reductions of 1.0 percent in customers' electricity use through 2021 and 0.75 percent in customers' natural gas use indefinitely
- removed limits on investments under the program and provided for a higher return on those investments; together, these provisions effectively doubled the financial incentives Consumers may earn for exceeding the statutory targets
- established a goal of 35 percent combined renewable energy and energy waste reduction by 2025

During 2017, the MPSC approved an energy waste reduction plan for Consumers that amended and expanded its existing energy optimization plan, allowing for recovery of increased investments to meet the requirements of the 2016 Energy Law and expanding the financial incentive that Consumers may earn for exceeding savings targets during the year. Under this plan, Consumers will continue to provide its customers with incentives to reduce usage by offering energy audits, rebates and discounts on purchases of highly efficient appliances, and other incentives and programs.

Smart Energy and Gas AMR: In 2017, Consumers completed the full-scale deployment of 1.8 million smart meters throughout its service territory. Smart meters allow customers to monitor and manage their energy usage, which Consumers expects will help reduce demand during critical peak times, resulting in lower peak electric capacity requirements. In addition, Consumers is able to disconnect and reconnect service, read, and bill from smart meters remotely. Consumers will continue to add further functionality to its smart meters. Also in 2017, in areas where Consumers provides both electricity and natural gas to customers, it completed the deployment of communication modules on gas meters, installing 670,000 modules that will allow it to read and bill from gas meters remotely.

In areas where it provides only natural gas to customers, Consumers began the deployment of Gas AMR technology in 2017 and expects to complete it in 2019. Under this program, Consumers plans to install communication modules on 1.1 million gas meters, allowing it to conduct drive-by meter reading. As of December 31, 2017, Consumers had installed 96,000 communication modules.

Consumers Electric Utility Outlook and Uncertainties

Energy Resource Planning: While Consumers continues to experience increasing demand for electricity due to Michigan's growing economy and increased use of air conditioning, consumer electronics, and other electric devices, it expects that increase in demand to be offset by the effects of energy efficiency and conservation. In order to address future capacity requirements, Consumers has developed a comprehensive clean energy plan designed to meet the short-term and long-term electricity needs of its customers. Presently, Consumers is reconsidering and realigning this plan in accordance with the integrated planning process established by the 2016 Energy Law. Consumers will file its integrated resource plan with the MPSC in mid-2018.

In April 2016, Consumers retired seven of its coal-fueled electric generating units, representing 950 MW of capacity. Even with the retirements of these units, Consumers expects to meet the capacity requirements of its full-service customers through:

- energy waste reduction
- expanded use of renewable energy
- the use of the Jackson plant, a 540-MW natural gas-fueled electric generating plant purchased in 2015
- construction or purchase of electric generating units
- continued operation or upgrade of existing units, including upgrades at Ludington
- renegotiations of existing PPAs
- purchases of short-term market capacity

In May 2017, Consumers reached an agreement with T.E.S. Filer City to amend their PPA in anticipation of the conversion of T.E.S. Filer City's plant to use natural gas as its primary fuel instead of coal. The conversion is expected to increase the amount of capacity and energy produced by the plant from 73 MW to 225 MW. Under the amendment to the PPA, Consumers will purchase the increased capacity and electricity generated by the converted facility for 15 years. The original PPA was set to expire in 2025. In February 2018, the MPSC approved the amendment to the PPA. The amendment is contingent on a finding by FERC that sales made under the amended PPA are exempt from, or authorized under, Section 205 of the Federal Power Act and on commercial operation of the converted facility on or before June 1, 2022.

During 2017, Consumers issued a request for proposals to acquire a natural gas-fueled generating plant, and it completed an auction to purchase generation capacity. The request for proposals and the contracts entered into as a result of the auction were contingent on the anticipated early termination of Consumers' PPA with Entergy, under which Consumers purchases virtually all of the capacity and energy produced by Palisades. Following the MPSC's September 2017 order authorizing only partial recovery of the termination payment that Consumers had negotiated with Entergy, Consumers and Entergy agreed not to terminate the PPA, which is now expected to continue until April 2022 under its original terms. As a result, Consumers has rescinded the capacity contracts and is no longer pursuing any of the proposals received to acquire a natural gas-fueled generating plant. For additional details regarding the MPSC's order on the Palisades PPA, see the Electric Rate Matters discussion in this section.

PURPA: PURPA requires Consumers to purchase power from qualifying cogeneration and small power production facilities at a price approved by the MPSC that is meant to represent Consumers' "avoided cost" of generating power or purchasing power from another source. In November 2017, the MPSC issued an order setting a new avoided-cost formula to determine the price that Consumers must pay to purchase power under PURPA. Among other things, the MPSC's order changes the basis of Consumers' avoided cost from the cost of coal-fueled generating units to that of natural gas-fueled generating units. The MPSC order also assigns more capacity value to qualifying facilities that are consistently able to generate electricity during peak times. Although the costs Consumers incurs to purchase power from qualifying facilities are passed on to customers, the order could result in mandated purchases of generation, potentially at above-market prices, and reduce Consumers' need for new owned generation. This in turn could have a material adverse effect on Consumers' capital investment plan and the affordability of future customer rates. In December 2017, Consumers filed a petition with the MPSC requesting corrections to the pricing calculations and capacity purchase model set in the order. In December 2017, the MPSC suspended the implementation of the order until the issues raised in Consumers' petition are resolved.

Renewable Energy Plan: The 2016 Energy Law raised the renewable energy standard from the present ten-percent requirement to 15 percent in 2021, with an interim target of 12.5 percent in 2019. Consumers is required to submit RECs, which represent proof that the associated electricity was generated from a

renewable energy resource, in an amount equal to at least the required percentage of Consumers' electric sales volume each year. Under its renewable energy plan, Consumers expects to meet its renewable energy requirement each year with a combination of newly generated RECs and previously generated RECs carried over from prior years.

In conjunction with its renewable energy plan, in November 2017, Consumers began purchasing renewable capacity, energy, and RECs from a 100-MW wind park in Huron County, Michigan, under a 15-year PPA. In addition, Consumers obtained the MPSC's approval to construct two additional phases at its Cross Winds[®] Energy Park. Phase II of the park, with a nameplate capacity of 44 MW, became operational in January 2018. Consumers began construction of Phase III, with a planned nameplate capacity of 76 MW, in June 2017 and expects it to be operational in 2020. Both phases of the project are expected to qualify for certain federal production tax credits, which are expected to generate cost savings that will be passed on to customers.

In June 2017, Consumers issued requests for proposals to acquire wind and solar generation projects within MISO's service territory, specifically wind generation projects ranging in size from 100 MW to 200 MW and solar generation projects at least 10 MW in size. In September 2017, Consumers filed amendments to its renewable energy plan with the MPSC, requesting approval to acquire up to 525 MW of new wind generation projects and up to 100 MW of new solar generation projects in order to meet its renewable energy requirement. Any contracts entered into as a result of the request for proposals would be subject to MPSC approval.

Voluntary Large Customer Renewable Energy Pilot Program: In May 2017, Consumers filed an application with the MPSC proposing a pilot program that would provide large full-service electric customers with the opportunity to advance the development of renewable energy beyond the requirements of the 2016 Energy Law. Under the pilot program, customers would have the ability to match up to 100 percent of their energy use with renewable energy generated from wind resources. In August 2017, the MPSC conditionally approved a portion of the pilot program through October 2018 and instructed Consumers to submit the program for review as a voluntary green pricing program under provisions of the 2016 Energy Law. Consumers submitted this program for review in October 2017.

Electric Customer Deliveries and Revenue: Consumers' electric customer deliveries are seasonal and largely dependent on Michigan's economy. The consumption of electric energy typically increases in the summer months, due primarily to the use of air conditioners and other cooling equipment. In addition, Consumers' electric rates, which follow a seasonal rate design, are higher in the summer months than in the remaining months of the year.

Consumers expects weather-adjusted electric deliveries to increase in 2018 by less than a half-percent compared with 2017. Over the next five years, Consumers plans conservatively for average electric deliveries to remain stable or increase slightly relative to 2017, as it expects that growth in electric demand will be offset partially by the effects of energy waste reduction programs and appliance efficiency standards. Actual delivery levels will depend on:

- energy conservation measures and results of energy waste reduction programs
- weather fluctuations
- Michigan's economic conditions, including utilization, expansion, or contraction of manufacturing facilities, population trends, and housing activity

Electric ROA: Under Michigan law, electric customers in Consumers' service territory are allowed to buy electric generation service from alternative electric suppliers in an aggregate amount up to ten percent of Consumers' weather-adjusted retail sales for the preceding calendar year. At December 31, 2017, electric deliveries under the ROA program were at the ten-percent limit. Of Consumers' 1.8 million electric customers, 287 customers, or 0.02 percent, purchased electric generation service under the ROA program.

The 2016 Energy Law, which became effective in April 2017, retained the ten percent cap on ROA, with certain exceptions, but established a path to ensure that forward capacity is secured for all electric customers in Michigan, including customers served by alternative electric suppliers under ROA. The new law also authorized the MPSC to ensure that alternative electric suppliers have procured enough capacity to cover their anticipated capacity requirements for the four-year forward period. In November 2017, the MPSC issued an order establishing a state reliability mechanism for Consumers. Under this mechanism, beginning June 1, 2018, if an alternative electric supplier does not demonstrate that it has procured its capacity requirements for the four-year forward period, its customers will pay a set charge to the utility for capacity that is not provided by the alternative electric supplier.

Electric Rate Matters: Rate matters are critical to Consumers' electric utility business. For additional details on rate matters, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 3, Regulatory Matters.

Palisades PPA: In December 2016, Consumers agreed to pay Entergy \$172 million to terminate their PPA in May 2018, four years ahead of schedule, contingent on the MPSC's approval. In September 2017, the MPSC issued an order authorizing Consumers to recover only \$137 million of the \$172 million termination payment. As a result, Consumers and Entergy agreed not to terminate the PPA, which is now expected to continue until April 2022 under its original terms.

PSCR Plan: Consumers submitted its 2018 PSCR plan to the MPSC in September 2017 and, in accordance with its proposed plan, self-implemented the 2018 PSCR charge beginning in January 2018.

Depreciation Rate Case: In 2016, Consumers filed a depreciation rate case related to its Ludington electric utility property, requesting to increase depreciation expense by \$15 million annually. In July 2017, the MPSC approved a settlement agreement authorizing Consumers to recover an increase in depreciation expense of \$2 million annually, based on December 31, 2015 balances. The new depreciation rates will go into effect with a final order in Consumers' next electric rate case following the electric rate case filed in 2017.

Electric Environmental Outlook: Consumers' operations are subject to various state and federal environmental laws and regulations. Consumers estimates that it will incur capital expenditures of \$0.4 billion from 2018 through 2022 to continue to comply with RCRA, the Clean Water Act, the Clean Air Act, and numerous state and federal environmental regulations. Consumers expects to recover these costs in customer rates, but cannot guarantee this result. Consumers' primary environmental compliance focus includes, but is not limited to, the following matters.

Air Quality: CSAPR, which became effective in 2015, requires Michigan and 27 other states to improve air quality by reducing power plant emissions that, according to EPA computer models, contribute to ground-level ozone and fine particle pollution in other downwind states. In September 2016, the EPA finalized new ozone season standards for CSAPR, which became effective in May 2017. CSAPR is presently being litigated; however, any decision will not impact Consumers' compliance strategy, as Consumers expects its emissions to be within the CSAPR allowance allocations.

In 2012, the EPA published emission standards for electric generating units, based on Section 112 of the Clean Air Act, calling the final rule MATS. Under MATS, all of Consumers' existing coal-fueled electric generating units were required to add additional controls for hazardous air pollutants. Consumers met the extended deadline of April 2016 for five coal-fueled units and two oil/gas-fueled units it continues to operate and retired its seven remaining coal-fueled units. MATS is presently being litigated, but any decision is not expected to impact Consumers' MATS compliance strategy. In addition, Consumers must comply with the Michigan Mercury Rule and with its settlement agreement with the EPA entered into in 2014 concerning opacity and NSR.

In 2015, the EPA released its new rule to lower the NAAQS for ozone. The new ozone NAAQS will make it more difficult to construct or modify power plants in many areas of the country, including some parts of Michigan, if the areas are designated to be in nonattainment of the new standard. The NAAQS for ozone are presently being litigated and the EPA's decision on nonattainment areas is expected in 2018. Consumers is monitoring the designation process of this rule, as well as the litigation, but does not anticipate any impact on its electric generating units.

Consumers' strategy to comply with air quality regulations, including CSAPR, NAAQS, and MATS, involved the installation and operation of emission control equipment at some facilities and the suspension of operations at others; however, Consumers continues to evaluate these rules in conjunction with other EPA rulemakings, litigation, and congressional action. This evaluation could result in:

- a change in Consumers' fuel mix
- changes in the types of generating units Consumers may purchase or build in the future
- changes in how certain units are used
- the retirement, mothballing, or repowering with an alternative fuel of some of Consumers' generating units
- changes in Consumers' environmental compliance costs

Greenhouse Gases: There have been numerous legislative and regulatory initiatives at the state, regional, national, and international levels that involve the potential regulation of greenhouse gases. Consumers continues to monitor and comment on these initiatives and to follow litigation involving greenhouse gases.

In 2015, the EPA finalized new rules pursuant to Section 111(b) of the Clean Air Act to limit carbon dioxide emissions from new electric generating units. New coal-fueled units will not be able to meet this limit without installing carbon dioxide control equipment using such methods as carbon capture and sequestration. In addition, the EPA finalized new rules pursuant to Section 111(b) of the Clean Air Act to limit carbon dioxide emissions from modified or reconstructed electric generating units. Both of these rules are being litigated.

Also in 2015, the EPA published final rules pursuant to Section 111(d) of the Clean Air Act to limit carbon dioxide emissions from existing electric generating units, calling the rules the "Clean Power Plan." The rules required a 32-percent nationwide reduction in carbon emissions from existing power plants by 2030 (based on 2005 levels), and states choosing not to develop their own implementation plans would be subject to the federal plan. Certain states, corporations, and industry groups initiated litigation opposing the proposed Clean Power Plan, and in 2016, the U.S. Supreme Court stayed the Clean Power Plan while the litigation proceeded. In March 2017, the Trump administration issued an executive order directing the EPA and other federal agencies to review rules and policies that burden domestic energy production, including the Clean Power Plan. The EPA subsequently filed motions to hold the Section 111(b) and Clean Power Plan litigation in abeyance while it reconsiders the rule. In October 2017, the EPA published a proposal to repeal the Clean Power Plan and is reviewing comments received. The EPA has also announced that it intends to begin the rulemaking process for a replacement rule that conforms to the new legal interpretation set forth in the published proposed repeal of the Clean Power Plan. It is expected that the EPA will propose a replacement rule in 2018. Consumers does not expect that any changes to the Clean Power Plan will have an adverse impact on its environmental strategy.

In 2015, a group of 195 countries finalized the Paris Agreement, which governs carbon dioxide reduction measures beginning in 2020. Although the Trump administration has withdrawn from the Paris Agreement, it has stated a desire to renegotiate a new agreement in the future. Consumers does not expect any adverse changes to its environmental strategy as a result of these events.

While Consumers cannot predict the outcome of changes in policy under the Trump administration or of other legislative or regulatory initiatives involving the potential regulation of greenhouse gases, it intends

to continue to move forward with its clean energy plan, its present carbon reduction target, and its emphasis on supply diversity. Consumers will continue to monitor regulatory activity regarding greenhouse gas emissions standards that may affect electric generating units.

Severe weather events and climate change associated with increasing levels of greenhouse gases could affect the companies' facilities and energy sales and could have a material impact on the companies' future results of operations. Consumers is unable to predict these events or their financial impact; however, Consumers plans for adverse weather and takes steps to reduce its potential impact.

Litigation, as well as federal laws, EPA regulations regarding greenhouse gases, or similar treaties, state laws, or rules, if enacted or ratified, could ultimately require Consumers to replace equipment, install additional emission control equipment, purchase emission allowances, curtail operations, arrange for alternative sources of supply, or take other steps to manage or lower the emission of greenhouse gases. Although associated capital or operating costs relating to greenhouse gas regulation or legislation could be material and cost recovery cannot be assured, Consumers expects to recover these costs and capital expenditures in rates consistent with the recovery of other reasonable costs of complying with environmental laws and regulations.

CCRs: In 2015, the EPA published a final rule regulating CCRs, such as coal ash, under RCRA. The final rule adopts minimum standards for beneficially reusing and disposing of non-hazardous CCRs. The rule establishes new minimum requirements for site location, groundwater monitoring, flood protection, storm water design, fugitive dust control, and public disclosure of information. The rule also sets out conditions under which CCR units would be forced to cease receiving CCR and non-CCR waste and initiate closure based on the inability to achieve minimum safety standards, meet a location standard, or meet minimum groundwater standards. Consumers continues to develop work plans for submission to the MDEQ for concurrence to ensure coordination between federal and state requirements. Furthermore, Congress passed legislation in December 2016 that allows states to develop a permitting program for CCR under RCRA, and Michigan is taking steps to adopt such a program. As a result, Consumers may need to adjust its recorded ARO associated with coal ash disposal sites depending on the outcome of its submissions to the MDEQ and on a future RCRA permitting program under MDEQ, if the EPA approves a state-level program. Consumers has historically been authorized to recover in electric rates costs incurred related to cleanup and closure of coal ash disposal sites.

Water: The EPA's rule to regulate existing electric generating plant cooling water intake systems under Section 316(b) of the Clean Water Act became effective in 2014. The rule is aimed at reducing alleged harmful impacts on fish and shellfish. In 2015, the EPA released its final effluent limitation guidelines. These guidelines, which are presently being litigated, set stringent new requirements for the discharge from electric generating units into wastewater streams. In August 2017, the EPA announced that it will undertake a rulemaking to replace specific portions of the rule. In September 2017, the EPA proposed delaying the compliance start dates for two years, but maintained the compliance end dates. Consumers does not expect any adverse changes to its environmental strategy as a result of any revisions to the rule.

In 2015, the EPA and the U.S. Army Corps of Engineers published a final rule redefining "waters of the United States," which designates the EPA's jurisdiction under the Clean Water Act. Numerous states and other interested parties, including Michigan's Attorney General, have filed suits in federal courts to block the rule, which subsequently was stayed in 2015 while litigation ensued. In January 2018, the U.S. Supreme Court unanimously ruled that the federal district courts, not the federal appellate courts, had jurisdiction over challenges to the 2015 rule, which is likely to result in the stay being lifted at the district court level. The EPA and the U.S. Army Corps of Engineers are taking actions to rescind the rule and to revert to regulatory language that had been in effect prior to the 2015 rule. The 2015 rule changes the scope of water and wetlands regulations; however, the EPA has delegated authority to manage the Michigan wetlands program to the MDEQ. As a result, regardless of whether the 2015 rule is rescinded or maintained, Consumers will continue to operate under Michigan's wetlands regulations, and under the

applicable state and federal water jurisdictional regulations. Thus, Consumers does not expect any adverse changes to its environmental strategy as a result of these events.

Many of Consumers' facilities maintain NPDES permits, which are valid for five years and vital to the facilities' operations. Failure of the MDEQ to renew any NPDES permit, a successful appeal against a permit, or onerous terms contained in a permit could have a significant detrimental effect on the operations of a facility.

Other Matters: Other electric environmental matters could have a material impact on Consumers' outlook. For additional details on other electric environmental matters, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 4, Contingencies and Commitments—Consumers Electric Utility Contingencies—Electric Environmental Matters.

Consumers Gas Utility Outlook and Uncertainties

Gas Deliveries: Consumers' gas customer deliveries are seasonal. The peak demand for natural gas occurs in the winter due to colder temperatures and the resulting use of natural gas as heating fuel. Consumers expects weather-adjusted gas deliveries to remain stable in 2018 compared with 2017. Over the next five years, Consumers expects average gas deliveries to increase moderately relative to 2017. This outlook reflects modest growth in gas demand offset partially by the predicted effects of energy efficiency and conservation. Actual delivery levels from year to year may vary from this expectation due to:

- weather fluctuations
- use by power producers
- availability and development of renewable energy sources
- gas price changes
- Michigan economic conditions, including population trends and housing activity
- the price of competing energy sources or fuels
- energy efficiency and conservation impacts

Gas Rate Matters: Rate matters are critical to Consumers' gas utility business. For additional details on rate matters, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 3, Regulatory Matters.

Gas Rate Case: In October 2017, Consumers filed an application with the MPSC seeking an annual rate increase of \$178 million, based on a 10.5 percent authorized return on equity. The largest component of the request is an annual revenue requirement of \$162 million related to infrastructure investment and related costs that will allow Consumers to improve system safety, capacity, and deliverability.

The filing also seeks approval of two rate adjustment mechanisms: a revenue decoupling mechanism and an investment recovery mechanism. The revenue decoupling mechanism would annually reconcile Consumers' actual weather-adjusted nonfuel revenues with the revenues approved by the MPSC. The investment recovery mechanism would provide for additional annual rate increases of \$39 million beginning in July 2019 and another \$39 million beginning in July 2020 for incremental investments that Consumers plans to make in those years, subject to reconciliation. These future investments are intended to help ensure adequate system capacity and deliverability. The MPSC previously approved an investment recovery mechanism in July 2017 that will be in effect until rates are changed in the pending proceeding.

Gas Transmission: In September 2016, Consumers filed an application with the MPSC to invest \$610 million in the construction of a 95-mile, 24-inch-diameter natural gas pipeline in Saginaw, Genesee, and Oakland Counties, Michigan. The MPSC issued an order in March 2017 authorizing Consumers to construct and operate the pipeline. Consumers expects the pipeline to be operational by the end of 2020.

GCR Plan: Consumers submitted its 2018-2019 GCR plan to the MPSC in December 2017 and, in accordance with its proposed plan, expects to self-implement the 2018-2019 GCR charge beginning in April 2018.

Gas Pipeline and Storage Integrity and Safety: In April 2016, PHMSA published a notice of proposed rulemaking that would expand federal safety standards for gas transmission pipelines. The rule could cause Consumers to incur increased capital costs to install and remediate pipelines as well as operating and maintenance costs to expand inspections, maintenance, and monitoring of its existing pipelines. PHMSA expects to publish a final rule in 2018.

In December 2016, PHMSA published an interim final rule that will establish minimum federal safety standards for underground natural gas storage facilities. As proposed, the rule could cause Consumers to incur increased capital and operating and maintenance costs to expand inspections, maintenance, and monitoring of its underground gas storage facilities. PHMSA expects to publish a final rule in 2018.

Although associated capital or operating and maintenance costs relating to these regulations could be material and cost recovery cannot be assured, Consumers would expect to recover such costs and capital expenditures in rates consistent with the recovery of other reasonable costs of complying with laws and regulations. Consumers will continue to monitor gas safety regulations.

Gas Environmental Outlook: Consumers expects to incur response activity costs at a number of sites, including 23 former MGP sites. For additional details, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 4, Contingencies and Commitments—Consumers Gas Utility Contingencies—Gas Environmental Matters.

Enterprises Outlook and Uncertainties

The primary focus with respect to CMS Energy's non-utility businesses is to maximize the value of their generating assets, which represent 1,102 MW of capacity, and to pursue opportunities for the development of renewable generation projects.

T.E.S. Filer City plans to convert its plant to use natural gas as its primary fuel instead of coal. The conversion is expected to increase the amount of capacity and energy produced by the plant from 73 MW to 225 MW. In May 2017, in anticipation of the planned conversion, T.E.S. Filer City reached an agreement with Consumers to amend their PPA. Under the amendment to the PPA, Consumers will purchase the increased capacity and electricity generated by the converted facility for 15 years. The original PPA was set to expire in 2025. In February 2018, the MPSC approved the amendment to the PPA. The amendment is contingent on a finding by FERC that sales made under the amended PPA are exempt from, or authorized under, Section 205 of the Federal Power Act and on commercial operation of the converted facility on or before June 1, 2022.

In May 2017, CMS Enterprises completed construction of and began operating a 2.5-MW solar generation facility in Phillips, Wisconsin. Energy produced by the solar generation facility is sold through a 25-year PPA to Dairyland Power Cooperative, a non-affiliated company.

In September 2017, CMS Enterprises purchased two solar generation projects totaling 24 MW in Delta Township, Michigan. The projects are presently under development and are expected to be completed in 2018. Energy produced by the solar generation projects will be sold under 25-year PPAs to Lansing Board of Water and Light, a non-affiliated company.

Trends, uncertainties, and other matters related to the enterprises segment that could have a material impact on CMS Energy's consolidated income, cash flows, or financial position include:

- changes in energy and capacity prices
- changes in commodity prices and interest rates on certain derivative contracts that do not qualify for hedge accounting and must be marked to market through earnings
- changes in various environmental laws, regulations, principles, or practices, or in their interpretation
- the outcome of certain legal proceedings, including gas price reporting litigation
- indemnity and environmental remediation obligations at Bay Harbor
- obligations related to a tax claim from the government of Equatorial Guinea
- representations, warranties, and indemnities provided by CMS Energy in connection with previous sales of assets

For additional details regarding the enterprises segment's uncertainties, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 4, Contingencies and Commitments.

Other Outlook and Uncertainties

EnerBank: EnerBank is a Utah state-chartered, FDIC-insured industrial bank providing unsecured consumer installment loans for financing home improvements. EnerBank represented four percent of CMS Energy's net assets at December 31, 2017, and six percent of CMS Energy's net income available to common stockholders for the year ended December 31, 2017. The carrying value of EnerBank's loan portfolio was \$1.4 billion at December 31, 2017. Its loan portfolio was funded primarily by certificates of deposit of \$1.3 billion. The twelve-month rolling average net default rate on loans held by EnerBank was 1.2 percent at December 31, 2017. CMS Energy is required both by law and by contract to provide financial support, including infusing additional capital, to ensure that EnerBank satisfies mandated capital requirements and has sufficient liquidity to operate. With its self-funding plan, EnerBank has exceeded these requirements historically and exceeded them as of December 31, 2017.

Litigation: CMS Energy, Consumers, and certain of their subsidiaries are named as parties in various litigation matters, as well as in administrative proceedings before various courts and governmental agencies, arising in the ordinary course of business. For additional details regarding these and other legal matters, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 3, Regulatory Matters and Note 4, Contingencies and Commitments.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The following information is important to understand CMS Energy's and Consumers' results of operations and financial condition. For additional accounting policies, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 1, Significant Accounting Policies.

In the preparation of CMS Energy's and Consumers' consolidated financial statements, estimates and assumptions are used that may affect reported amounts and disclosures. CMS Energy and Consumers use accounting estimates for asset valuations, unbilled revenue, depreciation, amortization, financial and derivative instruments, employee benefits, stock-based compensation, the effects of regulation, indemnities, and contingencies. Actual results may differ from estimated results due to changes in the regulatory environment, regulatory decisions, lawsuits, competition, and other factors. CMS Energy and Consumers consider all relevant factors in making these assessments.

Accounting for the Effects of Industry Regulation: Because Consumers has regulated operations, it uses regulatory accounting to recognize the effects of the regulators' decisions on its financial statements. Consumers continually assesses whether future recovery of its regulatory assets is probable by considering communications and experience with its regulators and changes in the regulatory environment. If Consumers determined that recovery of a regulatory asset were not probable, Consumers would be required to write off the asset and immediately recognize the expense in earnings.

Contingencies: CMS Energy and Consumers make judgments regarding the future outcome of various matters that give rise to contingent liabilities. For such matters, they record liabilities when they are considered probable and reasonably estimable, based on all available information. In particular, CMS Energy and Consumers are participating in various environmental remediation projects for which they have recorded liabilities. The recorded amounts represent estimates that may take into account such considerations as the number of sites, the anticipated scope, cost, and timing of remediation work, the available technology, applicable regulations, and the requirements of governmental authorities. For remediation projects in which the timing of estimated expenditures is considered reliably determinable, CMS Energy and Consumers record the liability at its net present value, using a discount rate equal to the interest rate on monetary assets that are essentially risk-free and have maturities comparable to that of the environmental liability. The amount recorded for any contingency may differ from actual costs incurred when the contingency is resolved. For additional details, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 4, Contingencies and Commitments.

Derivative Instruments: CMS Energy and Consumers account for certain contracts as derivative instruments. If a contract is a derivative and does not qualify for the normal purchases and sales exception, it is recorded on the consolidated balance sheets at its fair value. Each quarter, the resulting asset or liability is adjusted to reflect any change in the fair value of the contract.

The criteria used to determine if an instrument qualifies for derivative accounting or for an exception from derivative accounting are complex and often require judgment in application. Changes in business strategies or market conditions, as well as a requirement to apply different interpretations of the derivative accounting literature, could result in changes in accounting for a single contract or groups of contracts, which could have a material impact on CMS Energy's and Consumers' financial statements. For additional details on CMS Energy's and Consumers' derivatives and how the fair values of derivatives are determined, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 6, Fair Value Measurements.

Income Taxes: The amount of income taxes paid by CMS Energy is subject to ongoing audits by federal, state, and foreign tax authorities, which can result in proposed assessments. An estimate of the potential outcome of any uncertain tax issue is highly judgmental. CMS Energy believes adequate reserves have been provided for these exposures; however, future results may include favorable or unfavorable adjustments to the estimated tax liabilities in the period the assessments are made or resolved or when statutes of limitation on potential assessments expire. Additionally, CMS Energy's judgment as to the ability to recover its deferred tax assets may change. CMS Energy believes the valuation allowances related to its deferred tax assets are adequate, but future results may include favorable or unfavorable adjustments. As a result, CMS Energy's effective tax rate may fluctuate significantly over time. For additional details, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 14, Income Taxes.

Pension and OPEB: CMS Energy and Consumers provide retirement pension benefits to certain employees under non-contributory DB Pension Plans, and they provide postretirement health and life benefits to qualifying retired employees under an OPEB Plan.

CMS Energy and Consumers record liabilities for pension and OPEB on their consolidated balance sheets at the present value of the future obligations, net of any plan assets. The calculation of the liabilities and associated expenses requires the expertise of actuaries, and requires many assumptions, including:

- life expectancies
- discount rates
- expected long-term rate of return on plan assets
- rate of compensation increases
- expected health care costs

A change in these assumptions could change significantly CMS Energy's and Consumers' recorded liabilities and associated expenses.

In November 2017, CMS Energy and Consumers approved certain amendments to the OPEB Plan. Under these amendments, effective January 1, 2019, certain Medicare-eligible retirees will purchase health care plans from private Medicare exchanges. CMS Energy and Consumers performed a remeasurement of the OPEB Plan as of October 31, 2017, resulting in a \$439 million reduction in the benefit obligation at CMS Energy and a \$433 million reduction at Consumers.

Effective December 31, 2017, CMS Energy's and Consumers' then-existing defined benefit pension plan was amended to include only the retired and former employees already covered; this amended plan is referred to as DB Pension Plan B. Also effective December 31, 2017, active employees covered under the defined benefit pension plan were moved to a newly created pension plan, referred to as DB Pension Plan A, whose benefits mirror those provided under DB Pension Plan B. Maintaining separate plans for the two groups will allow CMS Energy and Consumers to employ a more targeted investment strategy and will provide additional opportunities to mitigate risk and volatility.

Presented in the following table are estimates of costs and cash contributions through 2020 for the DB Pension Plans and OPEB Plan. Actual future costs and contributions will depend on future investment performance, discount rates, and various factors related to the participants of the DB Pension Plans and OPEB Plan. CMS Energy and Consumers will, at a minimum, contribute to the plans as needed to comply with federal funding requirements.

	<i>In Millions</i>			
	DB Pension Plans		OPEB Plan	
	Cost	Contribution	Credit ¹	Contribution
CMS Energy, including Consumers				
2018	\$ 66	\$ -	\$ (96)	\$ -
2019	64	-	(99)	-
2020	65	27	(95)	-
Consumers ²				
2018	\$ 66	\$ -	\$ (90)	\$ -
2019	65	-	(93)	-
2020	66	25	(88)	-

¹ As a result of the amendments made to the OPEB Plan, the estimate of OPEB Plan credits increased by \$50 million for 2018, 2019, and 2020.

² Consumers' pension and OPEB costs are recoverable through its general ratemaking process.

Lowering the expected long-term rate of return on the assets of the DB Pension Plans by 25 basis points would increase estimated pension cost for 2018 by \$5 million for both CMS Energy and Consumers. Lowering the PBO discount rates by 25 basis points would increase estimated pension cost for 2018 by \$4 million for both CMS Energy and Consumers.

Pension and OPEB plan assets are accounted for and disclosed at fair value. Fair value measurements incorporate assumptions that market participants would use in pricing an asset or liability, including assumptions about risk. Development of these assumptions may require judgment.

For additional details on postretirement benefits, including the fair value measurements for the assets of the DB Pension Plans and OPEB Plan, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 12, Retirement Benefits.

Revenue Subject to Refund: The 2016 Energy Law, which became effective in April 2017, eliminated utilities' self-implementation of rates under general rate cases. Consumers filed an electric rate case in March 2017, prior to the effective date of that law, and as result was allowed to self-implement new energy rates in October 2017, subject to refund with interest and potential penalties. Consumers recognized revenue associated with self-implemented rates, but recorded a provision for revenue subject to refund because it considered it probable that it would be required to refund a portion of its self-implemented rates. If a final rate order differed materially from Consumers' estimates underlying its self-implemented rates, it could give rise to accounting adjustments.

Unbilled Revenues: Consumers' customers are billed monthly in cycles having billing dates that do not generally coincide with the end of a calendar month. This results in customers having received electricity or gas that they have not been billed for as of the month-end. Consumers estimates its unbilled revenues by applying an average billed rate to total unbilled deliveries for each customer class. For additional information on unbilled revenues, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 1, Significant Accounting Policies—Accounts Receivable.

NEW ACCOUNTING STANDARDS

For details regarding new accounting standards issued but not yet effective, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 2, New Accounting Standards.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

CMS Energy and Consumers are exposed to market risks including, but not limited to, changes in interest rates, commodity prices, and investment security prices. They may enter into various risk management contracts to mitigate exposure to these risks, including swaps, options, futures, and forward contracts. CMS Energy and Consumers enter into these contracts using established policies and procedures, under the direction of an executive oversight committee consisting of certain officers and a risk committee consisting of those and other officers and business managers.

The following risk sensitivities illustrate the potential loss in fair value, cash flows, or future earnings from financial instruments, assuming a hypothetical adverse change in market rates or prices of ten percent. Potential losses could exceed the amounts shown in the sensitivity analyses if changes in market rates or prices were to exceed ten percent.

Interest-Rate Risk : CMS Energy and Consumers are exposed to interest-rate risk resulting from issuing fixed-rate and variable-rate financing instruments. CMS Energy and Consumers use a combination of these instruments, and may also enter into interest-rate swap agreements, in order to manage this risk and to achieve a reasonable cost of capital.

Presented in the following table is a sensitivity analysis of interest-rate risk (assuming an adverse change in market interest rates of ten percent):

	<i>In Millions</i>	
December 31	2017	2016
<i>Fixed-rate financing — potential loss in fair value</i>		
CMS Energy, including Consumers	\$ 329	\$ 291
Consumers	213	175

The fair value losses in the above table could be realized only if CMS Energy and Consumers transferred all of their fixed-rate financing to other creditors. The annual earnings exposure related to variable-rate financing was immaterial for both CMS Energy and Consumers at December 31, 2017 and 2016, assuming an adverse change in market interest rates of ten percent.

Investment Securities Price Risk: Through investments in equity securities, CMS Energy and Consumers are exposed to equity price fluctuations. The following table shows the potential effect of adverse changes in equity prices on CMS Energy’s and Consumers’ available-for-sale investments.

Presented in the following table is a sensitivity analysis of investment securities price risk (assuming an adverse change in market prices of ten percent):

		<i>In Millions</i>	
December 31		2017	2016
CMS Energy, including Consumers			
<i>Potential reduction in fair value of available-for-sale securities</i>			
<i>DB SERP</i>			
Debt securities	\$	14	\$ -
Mutual funds		-	14
Consumers			
<i>Potential reduction in fair value of available-for-sale securities</i>			
<i>DB SERP</i>			
Debt securities	\$	10	\$ -
Mutual funds		-	10
CMS Energy common stock		2	3

Notes Receivable Risk: CMS Energy is exposed to interest-rate risk resulting from EnerBank’s fixed-rate installment loans. EnerBank provides these loans to homeowners to finance home improvements.

Presented in the following table is a sensitivity analysis of notes receivable (assuming an adverse change in market interest rates of ten percent):

		<i>In Millions</i>	
December 31		2017	2016
CMS Energy, including Consumers			
<i>Potential reduction in fair value</i>			
Notes receivable	\$	32	\$ 30

The fair value losses in the above table could be realized only if EnerBank sold its loans to other parties. For additional details on financial instruments, see Item 8. Financial Statements and Supplementary Data—Notes to the Consolidated Financial Statements—Note 7, Financial Instruments.

Item 8. Financial Statements and Supplementary Data

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CMS Energy Corporation

Consolidated Statements of Income

In Millions

Years Ended December 31	2017	2016	2015
Operating Revenue	\$ 6,583	\$ 6,399	\$ 6,456
Operating Expenses			
Fuel for electric generation	505	499	593
Purchased and interchange power	1,503	1,508	1,406
Purchased power – related parties	86	86	83
Cost of gas sold	750	710	961
Maintenance and other operating expenses	1,236	1,248	1,223
Depreciation and amortization	881	811	750
General taxes	284	281	262
Total operating expenses	5,245	5,143	5,278
Operating Income	1,338	1,256	1,178
Other Income (Expense)			
Interest income	12	6	12
Allowance for equity funds used during construction	5	12	10
Income from equity method investees	15	13	14
Nonoperating retirement benefits, net	24	41	(15)
Other income	6	8	10
Other expense	(76)	(75)	(17)
Total other income (expense)	(14)	5	14
Interest Charges			
Interest on long-term debt	406	411	386
Other interest expense	34	29	14
Allowance for borrowed funds used during construction	(2)	(5)	(4)
Total interest charges	438	435	396
Income Before Income Taxes	886	826	796
Income Tax Expense	424	273	271
Net Income	462	553	525
Income Attributable to Noncontrolling Interests	2	2	2
Net Income Available to Common Stockholders	\$ 460	\$ 551	\$ 523
Basic Earnings Per Average Common Share	\$ 1.64	\$ 1.99	\$ 1.90
Diluted Earnings Per Average Common Share	\$ 1.64	\$ 1.98	\$ 1.89

The accompanying notes are an integral part of these statements.

CMS Energy Corporation

Consolidated Statements of Comprehensive Income

	<i>In Millions</i>		
Years Ended December 31	2017	2016	2015
Net Income	\$ 462	\$ 553	\$ 525
Retirement Benefits Liability			
Net gain (loss) arising during the period, net of tax of \$(4), \$(5), and \$-	(5)	(8)	1
Prior service credit adjustment, net of tax of \$3, \$-, and \$-	4	-	-
Amortization of net actuarial loss, net of tax of \$1, \$-, and \$4	2	2	5
Amortization of prior service credit, net of tax of \$- for all periods	(1)	(1)	(1)
Investments			
Unrealized gain (loss) on investments, net of tax of \$-, \$-, and \$(1)	-	1	(3)
Other-than-temporary impairment included in net income, net of tax of \$-, \$2, and \$-	-	3	-
Other Comprehensive Income (Loss)	-	(3)	2
Comprehensive Income	462	550	527
Comprehensive Income Attributable to Noncontrolling Interests	2	2	2
Comprehensive Income Attributable to CMS Energy	\$ 460	\$ 548	\$ 525

The accompanying notes are an integral part of these statements.

CMS Energy Corporation

Consolidated Statements of Cash Flows

In Millions

Years Ended December 31	2017	2016	2015
Cash Flows from Operating Activities			
Net income	\$ 462	\$ 553	\$ 525
<i>Adjustments to reconcile net income to net cash provided by operating activities</i>			
Depreciation and amortization	881	811	750
Deferred income taxes and investment tax credit	417	264	247
Bad debt expense	49	50	58
Other non-cash operating activities and reconciling adjustments	82	52	100
Postretirement benefits contributions	(12)	(108)	(262)
<i>Cash provided by (used in) changes in assets and liabilities</i>			
Accounts and notes receivable and accrued revenue	(66)	(155)	120
Inventories	(46)	146	147
Accounts payable and accrued refunds	49	59	(26)
Other current and non-current assets and liabilities	(111)	(43)	(19)
Net cash provided by operating activities	1,705	1,629	1,640
Cash Flows from Investing Activities			
Capital expenditures (excludes assets placed under capital lease)	(1,665)	(1,672)	(1,564)
Jackson plant acquisition	-	-	(154)
Increase in EnerBank notes receivable	(138)	(136)	(279)
Proceeds from the sale of EnerBank notes receivable	50	-	48
Cost to retire property and other investing activities	(115)	(107)	(115)
Net cash used in investing activities	(1,868)	(1,915)	(2,064)
Cash Flows from Financing Activities			
Proceeds from issuance of debt	1,633	1,049	599
Net increase in EnerBank certificates of deposit	47	100	214
Issuance of common stock	83	72	43
Retirement of debt	(980)	(728)	(224)
Debt prepayment costs	(22)	(18)	-
Payment of dividends on common and preferred stock	(377)	(347)	(322)
Change in notes payable	(228)	149	189
Payment of capital lease obligations and other financing costs	(46)	(22)	(36)
Net cash provided by financing activities	110	255	463
Net Increase (Decrease) in Cash and Cash Equivalents, Including Restricted Amounts	(53)	(31)	39
Cash and Cash Equivalents, Including Restricted Amounts, Beginning of Period	257	288	249
Cash and Cash Equivalents, Including Restricted Amounts, End of Period	\$ 204	\$ 257	\$ 288

Years Ended December 31	2017	2016	2015
Other cash flow activities and non-cash investing and financing activities			
Cash transactions			
Interest paid (net of amounts capitalized)	\$ 418	\$ 427	\$ 386
Income taxes paid, net	5	32	10
Non-cash transactions			
Capital expenditures not paid	172	138	201
Note receivable recorded for future refund of use taxes paid and capitalized	-	29	-
Other assets placed under capital lease	3	13	17

The accompanying notes are an integral part of these statements.

CMS Energy Corporation

Consolidated Balance Sheets

ASSETS

	<i>In Millions</i>	
December 31	2017	2016
Current Assets		
Cash and cash equivalents	\$ 182	\$ 235
Restricted cash and cash equivalents	17	19
Accounts receivable and accrued revenue, less allowances of \$20 in 2017 and \$24 in 2016	1,032	821
Notes receivable, less allowances of \$20 in 2017 and \$16 in 2016	198	180
Notes receivable held for sale	2	39
Accounts receivable – related parties	12	12
<i>Inventories at average cost</i>		
Gas in underground storage	458	446
Materials and supplies	133	119
Generating plant fuel stock	81	61
Deferred property taxes	257	250
Regulatory assets	20	17
Prepayments and other current assets	83	81
Total current assets	2,475	2,280
Plant, Property, and Equipment		
Plant, property, and equipment, gross	22,506	21,010
Less accumulated depreciation and amortization	6,510	6,056
Plant, property, and equipment, net	15,996	14,954
Construction work in progress	765	761
Total plant, property, and equipment	16,761	15,715
Other Non-current Assets		
Regulatory assets	1,764	2,091
Accounts and notes receivable	1,187	1,118
Investments	64	65
Other	799	353
Total other non-current assets	3,814	3,627
Total Assets	\$ 23,050	\$ 21,622

LIABILITIES AND EQUITY*In Millions*

December 31	2017	2016
Current Liabilities		
Current portion of long-term debt, capital leases, and financing obligation	\$ 1,103	\$ 886
Notes payable	170	398
Accounts payable	725	598
Accounts payable – related parties	15	12
Accrued rate refunds	33	21
Accrued interest	103	98
Accrued taxes	360	348
Regulatory liabilities	80	95
Other current liabilities	195	199
Total current liabilities	2,784	2,655
Non-current Liabilities		
Long-term debt	9,123	8,640
Non-current portion of capital leases and financing obligation	91	110
Regulatory liabilities	3,715	2,041
Postretirement benefits	766	789
Asset retirement obligations	430	447
Deferred investment tax credit	87	73
Deferred income taxes	1,269	2,287
Other non-current liabilities	307	290
Total non-current liabilities	15,788	14,677
Commitments and Contingencies (Notes 3 and 4)		
Equity		
<i>Common stockholders' equity</i>		
Common stock, authorized 350.0 shares; outstanding 281.6 shares in 2017 and 279.2 shares in 2016	3	3
Other paid-in capital	5,019	4,916
Accumulated other comprehensive loss	(50)	(50)
Accumulated deficit	(531)	(616)
Total common stockholders' equity	4,441	4,253
Noncontrolling interests	37	37
Total equity	4,478	4,290
Total Liabilities and Equity	\$ 23,050	\$ 21,622

The accompanying notes are an integral part of these statements.

CMS Energy Corporation

Consolidated Statements of Changes in Equity

In Millions, Except Number of Shares in Thousands

Years Ended December 31	Number of Shares			2017	2016	2015
	2017	2016	2015			
Total Equity at Beginning of Period				\$ 4,290	\$ 3,975	\$ 3,707
Common Stock						
At beginning and end of period				3	3	3
Other Paid-in Capital						
At beginning of period	279,206	277,163	275,184	4,916	4,837	4,774
Common stock issued	2,492	2,580	2,062	102	90	65
Common stock repurchased	(317)	(292)	(306)	(14)	(11)	(12)
Common stock reissued	360	-	288	15	-	10
Common stock reacquired	(94)	(245)	(65)	-	-	-
At end of period	281,647	279,206	277,163	5,019	4,916	4,837
Accumulated Other Comprehensive Loss						
At beginning of period				(50)	(47)	(49)
<i>Retirement benefits liability</i>						
At beginning of period				(50)	(43)	(48)
Net gain (loss) arising during the period				(5)	(8)	1
Prior service credit adjustment				4	-	-
Amortization of net actuarial loss				2	2	5
Amortization of prior service credit				(1)	(1)	(1)
At end of period				(50)	(50)	(43)
<i>Investments</i>						
At beginning of period				-	(4)	(1)
Unrealized gain (loss) on investments				-	1	(3)
Other-than-temporary impairment included in net income				-	3	-
At end of period				-	-	(4)
At end of period				(50)	(50)	(47)
Accumulated Deficit						
At beginning of period				(616)	(855)	(1,058)
Cumulative effect of change in accounting principle				-	33	-
Net income attributable to CMS Energy				460	551	523
Dividends declared on common stock				(375)	(345)	(320)
At end of period				(531)	(616)	(855)
Noncontrolling Interests						
At beginning of period				37	37	37
Income attributable to noncontrolling interests				2	2	2
Distributions and other changes in noncontrolling interests				(2)	(2)	(2)
At end of period				37	37	37
Total Equity at End of Period				\$ 4,478	\$ 4,290	\$ 3,975

The accompanying notes are an integral part of these statements.

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Consumers Energy Company

Consolidated Statements of Income

	<i>In Millions</i>		
Years Ended December 31	2017	2016	2015
Operating Revenue	\$ 6,222	\$ 6,064	\$ 6,165
Operating Expenses			
Fuel for electric generation	398	393	497
Purchased and interchange power	1,491	1,486	1,376
Purchased power – related parties	90	88	83
Cost of gas sold	730	693	939
Maintenance and other operating expenses	1,113	1,127	1,132
Depreciation and amortization	872	803	744
General taxes	276	277	255
Total operating expenses	4,970	4,867	5,026
Operating Income	1,252	1,197	1,139
Other Income (Expense)			
Interest income	9	4	11
Interest and dividend income – related parties	1	1	1
Allowance for equity funds used during construction	5	12	10
Nonoperating retirement benefits, net	21	37	(17)
Other income	17	8	19
Other expense	(58)	(55)	(17)
Total other income (expense)	(5)	7	7
Interest Charges			
Interest on long-term debt	263	261	252
Other interest expense	15	12	2
Allowance for borrowed funds used during construction	(2)	(5)	(4)
Total interest charges	276	268	250
Income Before Income Taxes	971	936	896
Income Tax Expense	339	320	302
Net Income	632	616	594
Preferred Stock Dividends	2	2	2
Net Income Available to Common Stockholder	\$ 630	\$ 614	\$ 592

The accompanying notes are an integral part of these statements.

Consumers Energy Company

Consolidated Statements of Comprehensive Income

	<i>In Millions</i>		
Years Ended December 31	2017	2016	2015
Net Income	\$ 632	\$ 616	\$ 594
Retirement Benefits Liability			
Net gain (loss) arising during the period, net of tax of \$(1), \$(1), and \$2	(4)	(3)	3
Amortization of net actuarial loss, net of tax of \$-, \$-, and \$2	1	1	4
Investments			
Unrealized gain (loss) on investments, net of tax of \$1, \$2, and \$(1)	3	3	(1)
Reclassification adjustments included in net income, net of tax of \$(6), \$-, and \$(3)	(9)	-	(5)
Other-than-temporary impairment included in net income, net of tax of \$-, \$2, and \$-	-	2	-
Other Comprehensive Income (Loss)	(9)	3	1
Comprehensive Income	\$ 623	\$ 619	\$ 595

The accompanying notes are an integral part of these statements.

Consumers Energy Company

Consolidated Statements of Cash Flows

In Millions

Years Ended December 31	2017	2016	2015
Cash Flows from Operating Activities			
Net income	\$ 632	\$ 616	\$ 594
<i>Adjustments to reconcile net income to net cash provided by operating activities</i>			
Depreciation and amortization	872	803	744
Deferred income taxes and investment tax credit	163	289	204
Bad debt expense	29	31	50
Other non-cash operating activities and reconciling adjustments	59	25	98
Postretirement benefits contributions	(8)	(98)	(243)
<i>Cash provided by (used in) changes in assets and liabilities</i>			
Accounts and notes receivable and accrued revenue	(63)	(138)	104
Inventories	(45)	145	144
Accounts payable and accrued refunds	43	57	(22)
Other current and non-current assets and liabilities	33	(49)	121
Net cash provided by operating activities	1,715	1,681	1,794
Cash Flows from Investing Activities			
Capital expenditures (excludes assets placed under capital lease)	(1,632)	(1,656)	(1,537)
Jackson plant acquisition	-	-	(154)
Cost to retire property and other investing activities	(119)	(112)	(110)
Net cash used in investing activities	(1,751)	(1,768)	(1,801)
Cash Flows from Financing Activities			
Proceeds from issuance of debt	834	446	250
Retirement of debt	(555)	(198)	(124)
Debt prepayment costs	(4)	-	-
Payment of dividends on common and preferred stock	(524)	(501)	(476)
Stockholder contribution	450	275	150
Payment of capital lease obligations and other financing costs	(24)	(3)	(23)
Change in notes payable	(228)	149	189
Net cash provided by (used in) financing activities	(51)	168	(34)
Net Increase (Decrease) in Cash and Cash Equivalents, Including Restricted Amounts	(87)	81	(41)
Cash and Cash Equivalents, Including Restricted Amounts, Beginning of Period	152	71	112
Cash and Cash Equivalents, Including Restricted Amounts, End of Period	\$ 65	\$ 152	\$ 71

In Millions

Years Ended December 31	2017	2016	2015
Other cash flow activities and non-cash investing and financing activities			
Cash transactions			
Interest paid (net of amounts capitalized)	\$ 266	\$ 256	\$ 245
Income taxes paid (refunds received), net	(1)	50	(84)
Non-cash transactions			
Capital expenditures not paid	160	127	182
Note receivable recorded for future refund of use taxes paid and capitalized	-	29	-
Other assets placed under capital lease	3	13	17

The accompanying notes are an integral part of these statements.

Consumers Energy Company

Consolidated Balance Sheets

ASSETS

	<i>In Millions</i>	
December 31	2017	2016
Current Assets		
Cash and cash equivalents	\$ 44	\$ 131
Restricted cash and cash equivalents	17	19
Accounts receivable and accrued revenue, less allowances of \$20 in 2017 and \$24 in 2016	885	800
Notes receivable	17	29
Accounts receivable – related parties	2	9
<i>Inventories at average cost</i>		
Gas in underground storage	458	446
Materials and supplies	128	114
Generating plant fuel stock	76	57
Deferred property taxes	257	250
Regulatory assets	20	17
Prepayments and other current assets	71	70
Total current assets	1,975	1,942
Plant, Property, and Equipment		
Plant, property, and equipment, gross	22,318	20,838
Less accumulated depreciation and amortization	6,441	5,994
Plant, property, and equipment, net	15,877	14,844
Construction work in progress	753	759
Total plant, property, and equipment	16,630	15,603
Other Non-current Assets		
Regulatory assets	1,764	2,091
Accounts and notes receivable	22	27
Investments	21	33
Other	687	250
Total other non-current assets	2,494	2,401
Total Assets	\$ 21,099	\$ 19,946

LIABILITIES AND EQUITY*In Millions*

December 31	2017	2016
Current Liabilities		
Current portion of long-term debt, capital leases, and financing obligation	\$ 365	\$ 397
Notes payable	170	398
Accounts payable	701	580
Accounts payable – related parties	19	18
Accrued rate refunds	33	21
Accrued interest	67	67
Accrued taxes	542	354
Regulatory liabilities	80	95
Other current liabilities	159	164
Total current liabilities	2,136	2,094
Non-current Liabilities		
Long-term debt	5,561	5,253
Non-current portion of capital leases and financing obligation	91	110
Regulatory liabilities	3,715	2,041
Postretirement benefits	711	730
Asset retirement obligations	429	446
Deferred investment tax credit	87	73
Deferred income taxes	1,640	3,042
Other non-current liabilities	241	218
Total non-current liabilities	12,475	11,913
Commitments and Contingencies (Notes 3 and 4)		
Equity		
<i>Common stockholder's equity</i>		
Common stock, authorized 125.0 shares; outstanding 84.1 shares for both periods	841	841
Other paid-in capital	4,449	3,999
Accumulated other comprehensive loss	(12)	(3)
Retained earnings	1,173	1,065
Total common stockholder's equity	6,451	5,902
Preferred stock	37	37
Total equity	6,488	5,939
Total Liabilities and Equity	\$ 21,099	\$ 19,946

The accompanying notes are an integral part of these statements.

Consumers Energy Company

Consolidated Statements of Changes in Equity

	<i>In Millions</i>		
Years Ended December 31	2017	2016	2015
Total Equity at Beginning of Period	\$ 5,939	\$ 5,546	\$ 5,277
Common Stock			
At beginning and end of period	841	841	841
Other Paid-in Capital			
At beginning of period	3,999	3,724	3,574
Stockholder contribution	450	275	150
At end of period	4,449	3,999	3,724
Accumulated Other Comprehensive Loss			
At beginning of period	(3)	(6)	(7)
<i>Retirement benefits liability</i>			
At beginning of period	(21)	(19)	(26)
Net gain (loss) arising during the period	(4)	(3)	3
Amortization of net actuarial loss	1	1	4
At end of period	(24)	(21)	(19)
<i>Investments</i>			
At beginning of period	18	13	19
Unrealized gain (loss) on investments	3	3	(1)
Reclassification adjustments included in net income	(9)	-	(5)
Other-than-temporary impairment included in net income	-	2	-
At end of period	12	18	13
At end of period	(12)	(3)	(6)
Retained Earnings			
At beginning of period	1,065	950	832
Net income	632	616	594
Dividends declared on common stock	(522)	(499)	(474)
Dividends declared on preferred stock	(2)	(2)	(2)
At end of period	1,173	1,065	950
Preferred Stock			
At beginning and end of period	37	37	37
Total Equity at End of Period	\$ 6,488	\$ 5,939	\$ 5,546

The accompanying notes are an integral part of these statements.

CMS Energy Corporation

Consumers Energy Company

Notes to the Consolidated Financial Statements

1: SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation: CMS Energy and Consumers prepare their consolidated financial statements in conformity with GAAP. CMS Energy's consolidated financial statements comprise CMS Energy, Consumers, CMS Enterprises, and all other entities in which CMS Energy has a controlling financial interest or is the primary beneficiary. Consumers' consolidated financial statements comprise Consumers and all other entities in which it has a controlling financial interest or is the primary beneficiary. CMS Energy uses the equity method of accounting for investments in companies and partnerships that are not consolidated, where they have significant influence over operations and financial policies but are not the primary beneficiary. CMS Energy and Consumers eliminate intercompany transactions and balances.

Use of Estimates : CMS Energy and Consumers are required to make estimates using assumptions that may affect reported amounts and disclosures. Actual results could differ from those estimates.

Revenue Recognition Policy: CMS Energy and Consumers recognize revenue from deliveries of electricity and natural gas, and from the transportation, processing, and storage of natural gas, when services are provided. CMS Energy and Consumers record unbilled revenue for the estimated amount of energy delivered to customers but not yet billed. CMS Energy and Consumers record sales tax net and exclude it from revenue. CMS Energy recognizes revenue on sales of marketed electricity, natural gas, and other energy products at delivery.

Alternative-Revenue Program: The energy waste reduction incentive mechanism provides a financial incentive if the energy savings of Consumers' customers exceed annual targets established by the MPSC. The maximum incentive that Consumers may earn under this mechanism is 20 percent of the amount it spends on energy waste reduction programs. Consumers accounts for this program as an alternative-revenue program that meets the criteria for recognizing revenue related to the incentive as soon as energy savings exceed the annual targets established by the MPSC.

Self-Implemented Rates: The 2016 Energy Law, which became effective in April 2017, eliminated utilities' self-implementation of rates under general rate cases, but provided for more timely processing of general rate cases. Consumers filed an electric rate case in March 2017, prior to the effective date of that law, and as result was allowed to self-implement new energy rates in October 2017, subject to refund with interest and potential penalties. Consumers recognized revenue associated with self-implemented rates, but recorded a provision for revenue subject to refund because it considered it probable that it would be required to refund a portion of its self-implemented rates.

EnerBank: EnerBank provides four types of unsecured consumer installment loans: same-as-cash, zero interest, reduced interest, and traditional. Under EnerBank's same-as-cash programs, authorized contractors pay EnerBank a fee to provide a borrower with the option to pay off the loan interest-free during the same-as-cash period. EnerBank recognizes the fee on a straight-line basis over the same-as-cash period, which typically ranges from three to 24 months. If a borrower does not exercise its option to pay off its loan interest-free during the same-as-cash period, EnerBank charges the borrower accrued interest at the loan's contractual rate on the outstanding balance from the origination date. Under the zero interest and reduced interest programs, authorized contractors pay EnerBank a fee to provide a borrower with no interest or reduced rates of interest for the entire term of the loan. EnerBank recognizes the fee using the interest method over the term of the loan, which ranges from one to 12 years. Unearned income

associated with the fees is recorded as a reduction to notes receivable on CMS Energy's consolidated balance sheets.

EnerBank recognizes interest income using the interest method and amortizes loan origination fees, net of certain direct origination costs, over the loan term. EnerBank ceases recognizing interest income when a loan loss is confirmed or when a loan becomes 120 days past due, at which time the loan principal is charged against the allowance for loan losses. At that time, EnerBank recognizes any interest accrued but not received for such loan losses as a reversal of interest income.

The loan fees and interest income earned by EnerBank are reported as operating revenue on CMS Energy's consolidated statements of income.

Accounts Receivable: Accounts receivable comprise trade receivables and unbilled receivables. CMS Energy and Consumers record their accounts receivable at cost, which approximates fair value. CMS Energy and Consumers establish an allowance for uncollectible accounts based on historical losses, management's assessment of existing economic conditions, customer trends, and other factors. CMS Energy and Consumers assess late payment fees on trade receivables based on contractual past-due terms established with customers. CMS Energy and Consumers charge off accounts deemed uncollectible to operating expense. Unbilled receivables, which are recorded as accounts receivable on CMS Energy's and Consumers' consolidated balance sheets, were \$481 million at December 31, 2017 and \$361 million at December 31, 2016.

Contingencies: CMS Energy and Consumers record estimated liabilities for contingencies on their consolidated financial statements when it is probable that a liability has been incurred and when the amount of loss can be reasonably estimated. For environmental remediation projects in which the timing of estimated expenditures is considered reliably determinable, CMS Energy and Consumers record the liability at its net present value, using a discount rate equal to the interest rate on monetary assets that are essentially risk-free and have maturities comparable to that of the environmental liability. CMS Energy and Consumers expense legal fees as incurred; fees incurred but not yet billed are accrued based on estimates of work performed.

Debt Issuance Costs, Discounts, Premiums, and Refinancing Costs: Upon the issuance of long-term debt, CMS Energy and Consumers defer issuance costs, discounts, and premiums and amortize those amounts over the terms of the associated debt. Debt issuance costs are presented as a direct deduction from the carrying amount of long-term debt on the balance sheet. Upon the refinancing of long-term debt, Consumers, as a regulated entity, defers any remaining unamortized issuance costs, discounts, and premiums associated with the refinanced debt and amortizes those amounts over the term of the newly issued debt. For the non-regulated portions of CMS Energy's business, any remaining unamortized issuance costs, discounts, and premiums associated with extinguished debt are charged to earnings.

Derivative Instruments: In order to support ongoing operations, CMS Energy and Consumers enter into contracts for the future purchase and sale of various commodities, such as electricity, natural gas, and coal. These forward contracts are generally long-term in nature and result in physical delivery of the commodity at a contracted price. Most of these contracts are not subject to derivative accounting for one or more of the following reasons:

- they do not have a notional amount (that is, a number of units specified in a derivative instrument, such as MWh of electricity or bcf of natural gas)
- they qualify for the normal purchases and sales exception
- there is not an active market for the commodity

Consumers' coal purchase contracts are not derivatives because there is not an active market for the coal it purchases. If an active market for coal develops in the future, some of these contracts may qualify as

derivatives. Since Consumers is subject to regulatory accounting, the resulting fair value gains and losses would be deferred as regulatory assets or liabilities and would not affect net income.

Consumers also uses FTRs to manage price risk related to electricity transmission congestion. An FTR is a financial instrument that entitles its holder to receive compensation or requires its holder to remit payment for congestion-related transmission charges. Consumers accounts for FTRs as derivatives. All changes in fair value associated with FTRs are deferred as regulatory assets and liabilities until the instruments are settled.

CMS Energy and Consumers record derivative contracts that do not qualify for the normal purchases and sales exception at fair value on their consolidated balance sheets. Each reporting period, the resulting asset or liability is adjusted to reflect any change in the fair value of the contract. Since none of CMS Energy's or Consumers' derivatives has been designated as an accounting hedge, all changes in fair value are either reported in earnings or deferred as regulatory assets or liabilities. For details regarding CMS Energy's and Consumers' derivative instruments recorded at fair value, see Note 6, Fair Value Measurements.

Earnings Per Share: CMS Energy calculates basic and diluted EPS using the weighted-average number of shares of common stock and dilutive potential common stock outstanding during the period. Potential common stock, for purposes of determining diluted EPS, includes the effects of nonvested stock awards and contingently convertible securities. CMS Energy computes the effect on potential common stock using the treasury stock method or the if-converted method, as applicable. Diluted EPS excludes the impact of antidilutive securities, which are those securities resulting in an increase in EPS or a decrease in loss per share. For EPS computations, see Note 15, Earnings Per Share—CMS Energy.

Financial Instruments: CMS Energy and Consumers record debt and equity securities classified as available for sale at fair value as determined from quoted market prices or other observable, market-based inputs. Unrealized gains and losses resulting from changes in fair value of these securities are determined on a specific-identification basis. CMS Energy and Consumers report unrealized gains and losses on these securities, net of tax, in equity as part of AOCI, except that unrealized losses determined to be other than temporary are reported in earnings. For additional details regarding financial instruments, see Note 7, Financial Instruments.

Impairment of Long-Lived Assets and Equity Method Investments: CMS Energy and Consumers perform tests of impairment if certain triggering events occur or if there has been a decline in value that may be other than temporary.

CMS Energy and Consumers evaluate long-lived assets held in use for impairment by calculating the undiscounted future cash flows expected to result from the use of the asset and its eventual disposition. If the undiscounted future cash flows are less than the carrying amount, CMS Energy and Consumers recognize an impairment loss equal to the amount by which the carrying amount exceeds the fair value. CMS Energy and Consumers estimate the fair value of the asset using quoted market prices, market prices of similar assets, or discounted future cash flow analyses.

CMS Energy also assesses equity method investments for impairment whenever there has been a decline in value that is other than temporary. This assessment requires CMS Energy to determine the fair value of the equity method investment. CMS Energy determines fair value using valuation methodologies, including discounted cash flows, and assesses the ability of the investee to sustain an earnings capacity that justifies the carrying amount of the investment. CMS Energy records an impairment if the fair value is less than the carrying amount and the decline in value is considered to be other than temporary.

Inventory: CMS Energy and Consumers use the weighted-average cost method for valuing working gas, recoverable base gas in underground storage facilities, and materials and supplies inventory. CMS Energy

and Consumers also use this method for valuing coal inventory, and they classify these amounts as generating plant fuel stock on their consolidated balance sheets.

CMS Energy and Consumers account for RECs and emission allowances as inventory and use the weighted-average cost method to remove amounts from inventory. RECs and emission allowances are used to satisfy compliance obligations related to the generation of power. CMS Energy and Consumers classify these amounts within other assets on their consolidated balance sheets.

CMS Energy and Consumers evaluate inventory for impairment as required to ensure that its carrying value does not exceed the lower of cost or net realizable value.

MISO Transactions: MISO requires the submission of hourly day-ahead and real-time bids and offers for energy at locations across the MISO region. CMS Energy and Consumers account for MISO transactions on a net hourly basis in each of the real-time and day-ahead markets, netted across all MISO energy market locations. CMS Energy and Consumers record net hourly purchases in purchased and interchange power and net hourly sales in operating revenue on their consolidated statements of income. They record net billing adjustments upon receipt of settlement statements, record accruals for future net purchases and sales adjustments based on historical experience, and reconcile accruals to actual expenses and sales upon receipt of settlement statements.

Property Taxes: Property taxes are based on the taxable value of Consumers' real and personal property assessed by local taxing authorities. Consumers records property tax expense over the fiscal year of the taxing authority for which the taxes are levied. The deferred property tax balance represents the amount of Consumers' accrued property tax that will be recognized over future governmental fiscal periods.

Renewable Energy Grant: In 2013, Consumers received a renewable energy cash grant for Lake Winds[®] Energy Park under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009. Upon receipt of the grant, Consumers recorded a regulatory liability, which Consumers is amortizing over the life of Lake Winds[®] Energy Park. Consumers presents the amortization as a reduction to maintenance and other operating expenses on its consolidated statements of income. Consumers recorded the deferred income taxes related to the grant as a reduction of the book basis of Lake Winds[®] Energy Park.

Other: For additional accounting policies, see:

- Note 8, Notes Receivable
- Note 9, Plant, Property, and Equipment
- Note 11, Asset Retirement Obligations
- Note 12, Retirement Benefits
- Note 14, Income Taxes
- Note 17, Cash and Cash Equivalents

2: NEW ACCOUNTING STANDARDS

Implementation of New Accounting Standards

ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost: This standard was issued to improve the reporting of net benefit cost by employers that offer defined benefit pension plans and other postretirement benefit plans. The required effective date of the standard for CMS Energy and Consumers is January 1, 2018, but early adoption was permitted in the first interim period of 2017. CMS Energy and Consumers elected to adopt the standard as of January 1, 2017. The standard requires employers to report the service cost component of net benefit cost in the same line item on the income statement as other employee compensation costs, while presenting the other cost components separately outside of operating income. This change is to be applied retrospectively to all

prior periods presented. Accordingly, for the years ended December 31, 2017, 2016, and 2015, CMS Energy and Consumers have presented the service cost component of their retirement benefits plans in maintenance and other operating expenses on the consolidated statements of income, while presenting the other components in nonoperating retirement benefits, net, under other income (expense). Prior to this standard, CMS Energy and Consumers had presented all of the cost components in maintenance and other operating expenses. Under a practical expedient permitted by the standard, CMS Energy and Consumers used benefit cost amounts disclosed for prior periods as the basis for retrospective application.

In addition, under this standard, only the service cost component is eligible for capitalization as part of the cost of an asset. This change is to be applied prospectively upon adoption. Accordingly, for the year ended December 31, 2017, CMS Energy and Consumers capitalized a portion of the service cost component of their retirement benefits plans to plant, property, and equipment, while recognizing the other components in net income. In prior periods, a portion of all cost components was capitalized. For further details on the net periodic cost of CMS Energy's and Consumers' retirement benefits plans, see Note 12, Retirement Benefits. The implementation of this standard did not have a material impact on CMS Energy's or Consumers' consolidated net income, cash flows, or financial position.

SEC Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act: The SEC staff issued this guidance to address situations where a registrant does not have the necessary information available, prepared, or analyzed in reasonable detail to complete the accounting for certain income tax effects of the TCJA in the period in which the TCJA was enacted. Under the guidance, registrants can report the effects of the TCJA as provisional amounts based on reasonable estimates in those areas in which the accounting is incomplete. The provisional amounts are subject to adjustment during a measurement period that can extend no longer than one year from the enactment date. For further details on how CMS Energy and Consumers applied this guidance to their consolidated financial statements, see Note 14, Income Taxes.

New Accounting Standards Not Yet Effective

ASU 2014-09, Revenue from Contracts with Customers: This standard provides new guidance for recognizing revenue from contracts with customers. A primary objective of the standard is to provide a single, comprehensive revenue recognition model that will be applied across entities, industries, and capital markets. The new guidance replaces most of the existing revenue recognition requirements in GAAP, although certain guidance specific to rate-regulated utilities has been retained. The standard is effective on January 1, 2018 for CMS Energy and Consumers. Entities have the option to apply the standard retrospectively to all prior periods presented, or to apply it retrospectively only to contracts existing at the effective date, with the cumulative effect of the standard recorded as an adjustment to beginning retained earnings. CMS Energy and Consumers will apply the standard retrospectively only to contracts existing on the effective date, with the cumulative effect of the standard recorded as an adjustment to beginning retained earnings.

CMS Energy and Consumers are finalizing their implementation of the standard and they do not expect it to have a material impact on their consolidated net income, cash flows, or financial position. CMS Energy and Consumers will provide additional disclosures about their revenues in accordance with the new standard, but they have not identified any significant changes in their revenue recognition practices that may be required.

ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities: This standard, effective January 1, 2018 for CMS Energy and Consumers, is intended to improve the accounting for financial instruments. The standard requires investments in equity securities to be measured at fair value, with changes in fair value recognized in net income, except for certain investments such as those that qualify for equity-method accounting. The standard no longer permits unrealized gains and losses for certain equity investments to be recorded in AOCI. There are other targeted changes as

well. Entities will apply the standard using a modified retrospective approach, with a cumulative adjustment recorded to beginning retained earnings on the effective date.

During 2017, CMS Energy and Consumers sold the mutual fund investments in the DB SERP and reinvested in U.S. Treasury debt securities. Prior to the sale of the mutual funds, CMS Energy and Consumers recorded unrealized gains and losses on these investments in AOCI, except that unrealized losses determined to be other than temporary were reported in earnings. With the sale of these funds in 2017, CMS Energy does not expect this standard to have a significant impact on its consolidated financial statements. Consumers presently records unrealized gains and losses on its investment in CMS Energy common stock in AOCI. In accordance with the standard, as of January 1, 2018, Consumers will remove the \$19 million unrealized gain and the associated deferred taxes on its investment in CMS Energy common stock from AOCI and record the gain in retained earnings. In addition, subsequent to January 1, 2018, Consumers will recognize all unrealized gains and losses on this investment in net income. The changes to the accounting treatment for this investment will be reflected in Consumers' consolidated financial statements only, with no impact on CMS Energy's consolidated financial statements. For further details on CMS Energy's and Consumers' investments in debt and equity securities, see Note 7, Financial Instruments.

ASU 2016-02, Leases: This standard establishes a new accounting model for leases. The standard will require entities to recognize lease assets and liabilities on the balance sheet for all leases with a term of more than one year, including operating leases, which are not recorded on the balance sheet under existing standards. As a result, CMS Energy and Consumers expect to recognize additional lease assets and liabilities for their operating leases under this standard. The new guidance will also amend the definition of a lease to require that a lessee control the use of a specified asset, and not simply control or take the output of the asset. On the income statement, leases that meet existing capital lease criteria will generally be accounted for under a financing model, while operating leases will generally be accounted for under a straight-line expense model. The standard will be effective on January 1, 2019 for CMS Energy and Consumers, but early adoption is permitted. As part of their adoption of the new standard, CMS Energy and Consumers expect to elect certain practical expedients permitted by the standard, under which they will not be required to perform lease assessments or reassessments for agreements existing on the effective date. CMS Energy and Consumers have decided not to adopt the standard early and are continuing to evaluate the impact of the standard on their consolidated financial statements. See Note 10, Leases and Palisades Financing, for more information on CMS Energy's and Consumers' operating lease obligations.

ASU 2016-13, Measurement of Credit Losses on Financial Instruments: This standard, which will be effective January 1, 2020 for CMS Energy and Consumers, provides new guidance for estimating and recording credit losses on financial instruments. The standard will apply to the recognition of loan losses at EnerBank as well as to the recognition of uncollectible accounts expense at Consumers. Entities will apply the standard using a modified retrospective approach, with a cumulative-effect adjustment recorded to beginning retained earnings on the effective date. CMS Energy and Consumers are evaluating the impact of the standard on their consolidated financial statements.

3: REGULATORY MATTERS

Regulatory matters are critical to Consumers. The Michigan Attorney General, ABATE, the MPSC Staff, and certain other parties typically participate in MPSC proceedings concerning Consumers, such as Consumers' rate cases and PSCR and GCR processes. These parties often challenge various aspects of those proceedings, including the prudence of Consumers' policies and practices, and seek cost disallowances and other relief. The parties also have appealed significant MPSC orders. Depending upon the specific issues, the outcomes of rate cases and proceedings, including judicial proceedings challenging MPSC orders or other actions, could negatively affect CMS Energy's and Consumers' liquidity, financial condition, and results of operations. Consumers cannot predict the outcome of these proceedings.

There are multiple appeals pending that involve various issues concerning cost recovery from customers, the adequacy of the record evidence supporting the recovery of Smart Energy investments, and other matters. Consumers is unable to predict the outcome of these appeals.

Regulatory Assets and Liabilities

Consumers is subject to the actions of the MPSC and FERC and therefore prepares its consolidated financial statements in accordance with the provisions of regulatory accounting. A utility must apply regulatory accounting when its rates are designed to recover specific costs of providing regulated services. Under regulatory accounting, Consumers records regulatory assets or liabilities for certain transactions that would have been treated as expense or revenue by non-regulated businesses.

Presented in the following table are the regulatory assets and liabilities on Consumers' consolidated balance sheets:

		<i>In Millions</i>	
December 31	End of Recovery or Refund Period	2017	2016
<i>Regulatory assets</i>			
<i>Current</i>			
Energy waste reduction plan incentive ¹	2018	\$ 18	\$ 17
Other	2018	2	-
Total current regulatory assets		\$ 20	\$ 17
<i>Non-current</i>			
Postretirement benefits ²	various	\$ 1,028	\$ 1,373
Securitized costs ³	2029	298	323
ARO ⁴	various	161	166
MGP sites ⁴	various	142	139
Unamortized loss on reacquired debt ⁴	various	53	54
Energy waste reduction plan ⁴	various	39	1
Energy waste reduction plan incentive ¹	2019	31	18
Gas storage inventory adjustments ⁴	various	10	14
Other	various	2	3
Total non-current regulatory assets		\$ 1,764	\$ 2,091
Total regulatory assets		\$ 1,784	\$ 2,108
<i>Regulatory liabilities</i>			
<i>Current</i>			
Income taxes, net	2018	\$ 52	\$ 64
Other	2018	28	31
Total current regulatory liabilities		\$ 80	\$ 95
<i>Non-current</i>			
Cost of removal	various	\$ 1,844	\$ 1,809
Income taxes, net	various	1,564	7
Postretirement benefits	various	135	-
Renewable energy plan	2028	56	83
Renewable energy grant	2043	56	58
ARO	various	50	62
Energy waste reduction plan	various	-	11
Other	various	10	11
Total non-current regulatory liabilities		\$ 3,715	\$ 2,041
Total regulatory liabilities		\$ 3,795	\$ 2,136

- ¹ These regulatory assets have arisen from an alternative revenue program and are not associated with incurred costs or capital investments. Therefore, the MPSC has provided for recovery without a return.
- ² This regulatory asset is offset partially by liabilities. The net amount is included in rate base, thereby providing a return.
- ³ The MPSC has authorized a specific return on this regulatory asset.
- ⁴ These regulatory assets represent incurred costs for which the MPSC has provided, or Consumers expects, recovery without a return on investment.

Regulatory Assets

Energy Waste Reduction Plan Incentive: In September 2017, the MPSC approved a settlement agreement authorizing Consumers to collect \$18 million during 2018 as an incentive for exceeding its statutory savings targets in 2016. Consumers recognized incentive revenue under this program of \$18 million in 2016.

Consumers also exceeded its statutory savings targets in 2017, achieved certain other goals, and will request the MPSC's approval to collect \$31 million, the maximum performance incentive, in the energy waste reduction reconciliation to be filed in 2018. Consumers recognized incentive revenue under this program of \$31 million in 2017.

Postretirement Benefits: As part of the ratemaking process, the MPSC allows Consumers to recover the costs of postretirement benefits. Accordingly, Consumers defers the net impact of actuarial losses and gains as well as prior service costs and credits associated with postretirement benefits as a regulatory asset or liability. The asset or liability will decrease as the deferred items are amortized and recognized as components of net periodic benefit cost. For details about the amortization periods, see Note 12, Retirement Benefits.

Securitized Costs: In 2013, the MPSC issued a securitization financing order authorizing Consumers to issue securitization bonds in order to finance the recovery of the remaining book value of seven smaller coal-fueled electric generating units that Consumers retired in April 2016 and three smaller natural gas-fueled electric generating units that Consumers retired in 2015. Upon receipt of the MPSC's order, Consumers removed the book value of the ten units from plant, property, and equipment and recorded this amount as a regulatory asset. Consumers is amortizing the regulatory asset over the life of the related securitization bonds, which it issued through a subsidiary in 2014. For additional details regarding the securitization bonds, see Note 5, Financings and Capitalization.

ARO: The recovery of the underlying asset investments and related removal and monitoring costs of recorded AROs is approved by the MPSC in depreciation rate cases. Consumers records a regulatory asset and a regulatory liability for timing differences between the recognition of AROs for financial reporting purposes and the recovery of these costs from customers. The recovery period approximates the useful life of the assets to be removed.

MGP Sites: Consumers is incurring environmental remediation and other response activity costs at 23 former MGP facilities. The MPSC allows Consumers to recover from its natural gas customers over a ten-year period the costs incurred to remediate the MGP sites.

Unamortized Loss on Reacquired Debt: Under regulatory accounting, any unamortized discount, premium, or expense related to debt redeemed with the proceeds of new debt is capitalized and amortized over the life of the new debt.

Energy Waste Reduction Plan: The MPSC allows Consumers to collect surcharges from customers to fund its energy waste reduction plan. The amount of spending incurred in excess of surcharges collected is recorded as a regulatory asset and amortized as surcharges are collected from customers over the plan period. The amount of surcharges collected in excess of spending incurred is recorded as a regulatory liability and amortized as costs are incurred.

Gas Storage Inventory Adjustments: Consumers incurs inventory expenses related to the loss of gas from its natural gas storage fields. The MPSC allows Consumers to recover these costs from its natural gas customers over a five-year period.

Regulatory Liabilities

Income Taxes, Net: Consumers records regulatory assets and liabilities to reflect the difference between deferred income taxes recognized for financial reporting purposes and amounts previously reflected in Consumers' rates. This net balance will decrease over the remaining life of the related temporary differences and flow through current income tax benefit.

At December 31, 2017, Consumers measured its deferred tax assets and liabilities using the 21 percent federal tax rate enacted in the TCJA. Due to the lower corporate tax rate, Consumers reduced its net deferred tax liabilities associated with its utility book-tax temporary differences by \$1.6 billion and recorded an offsetting regulatory liability. For additional details on the TCJA, see Note 14, Income Taxes.

Cost of Removal: The MPSC allows Consumers to collect amounts from customers to fund future asset removal activities. This regulatory liability is reduced as costs of removal are incurred. The refund period of this regulatory liability approximates the useful life of the assets to be removed.

Renewable Energy Plan: Consumers has collected surcharges to fund its renewable energy plan. Amounts not yet spent under the plan are recorded as a regulatory liability, which is amortized as incremental costs are incurred to operate and depreciate Consumers' renewable generation facilities and to purchase RECs under renewable energy purchase agreements. Incremental costs represent costs incurred in excess of amounts recovered through the PSCR process.

Renewable Energy Grant: In 2013, Consumers received a \$69 million renewable energy grant for Lake Winds[®] Energy Park, which began operations in 2012. This grant reduces Consumers' cost of complying with Michigan's renewable portfolio standard and, accordingly, reduces the overall renewable energy surcharge to be collected from customers. The regulatory liability recorded for the grant will be amortized over the life of Lake Winds[®] Energy Park.

Consumers Electric Utility

2016 Electric Rate Case: In March 2016, Consumers filed an application with the MPSC seeking an annual rate increase of \$225 million, based on a 10.7 percent authorized return on equity. In September 2016, Consumers self-implemented an annual rate increase of \$170 million, subject to refund with interest. The MPSC issued an order in February 2017, authorizing an annual rate increase of \$113 million, based on a 10.1 percent authorized return on equity.

In May 2017, Consumers filed a reconciliation of total revenues collected during self-implementation to those that would have been collected under final rates. In October 2017, the MPSC approved a settlement agreement that resulted in a \$17 million refund to customers during December 2017. Consumers had recorded this amount as a reserve for customer refunds at December 31, 2016.

2017 Electric Rate Case: In March 2017, Consumers filed an application with the MPSC seeking an annual rate increase of \$173 million, based on a 10.5 percent authorized return on equity. The filing requested authority to recover new investment in system reliability, environmental compliance, and technology enhancements. In September 2017, Consumers reduced its requested annual rate increase to \$148 million. Presented in the following table are the components of the requested increase in revenue:

	<i>In Millions</i>	
Components of the rate increase		
Investment in rate base	\$	45
Operating and maintenance costs		42
Gross margin		42
Cost of capital		28
Working capital		(9)
Total	\$	148

In October 2017, Consumers self-implemented an annual rate increase of \$130 million, subject to refund with interest and potential penalties. Consumers had collected \$32 million under these self-implemented rates at December 31, 2017. In January 2018, an administrative law judge issued a proposal for decision with a recommended annual rate increase of \$30 million. Consumers has estimated and recorded a reserve for customer refunds at December 31, 2017 that it believes is adequate. A final order is expected by the end of March 2018.

FERC Transmission Order: In September 2016, FERC issued an order reducing the rate of return on equity earned by transmission owners operating within MISO to a base of 10.32 percent from 12.38 percent. FERC ordered MISO and transmission owners to provide refunds, with interest, to transmission customers such as Consumers for the period from November 2013 through February 2015. In February 2017, as a result of this order, Consumers received from MISO a credit of \$28 million, which it returned to its electric customers through the PSCR ratemaking process. The FERC order is subject to further legal proceedings and Consumers' MISO credit may be adjusted accordingly.

Sale of Coal-Fueled Generating Units: In October 2017, Consumers completed the sale of its retired B.C. Cobb and J.R. Whiting coal-fueled electric generating units to Forsite. Under the terms of the agreement, which the MPSC approved in September 2017, Consumers transferred the generating units and associated land to Forsite and agreed to pay Forsite \$63 million to decommission the units and perform cleanup activities at the sites. Consumers securitized the generating units in 2014; thus, the carrying value of the assets was zero. Upon the closing of the sale, Consumers recorded a liability of \$63 million with an offsetting reduction to its cost of removal regulatory liability. Additionally, Consumers removed from its consolidated balance sheets a \$16 million ARO related to asbestos removal and the offsetting \$16 million ARO regulatory asset.

Consumers Gas Utility

Gas Rate Case: In August 2016, Consumers filed an application with the MPSC seeking an annual rate increase of \$90 million, based on a 10.6 percent authorized return on equity. Consumers later reduced its requested annual rate increase to \$80 million. In January 2017, Consumers self-implemented an annual rate increase of \$20 million.

The MPSC issued an order in July 2017, authorizing an annual rate increase of \$29 million, based on a 10.1 percent authorized return on equity, beginning in August 2017. The MPSC also approved an investment recovery mechanism that will provide for additional annual rate increases of \$18 million beginning in 2018 and another \$18 million beginning in 2019 for incremental investments that Consumers plans to make in those years, subject to reconciliation. The investment recovery surcharge will remain in effect until rates are reset in a subsequent general rate case.

Depreciation Rate Case: In August 2016, Consumers filed a depreciation rate case related to its gas utility property, requesting to decrease depreciation expense by \$3 million annually. In March 2017, the MPSC approved a settlement agreement authorizing the requested decrease in depreciation expense effective as of January 2017.

Power Supply Cost Recovery and Gas Cost Recovery

The PSCR and GCR ratemaking processes are designed to allow Consumers to recover all of its power supply and purchased natural gas costs if incurred under reasonable and prudent policies and practices. The MPSC reviews these costs, policies, and practices in annual plan and reconciliation proceedings. Consumers adjusts its PSCR and GCR billing charges monthly in order to minimize the underrecovery or overrecovery amount in the annual reconciliations. Underrecoveries represent probable future revenues that will be recovered from customers; overrecoveries represent previously collected revenues that will be refunded to customers.

Presented in the following table are the liabilities for PSCR and GCR overrecoveries reflected on Consumers' consolidated balance sheets:

December 31	<i>In Millions</i>	
	2017	2016
<i>Liabilities</i>		
PSCR overrecoveries	\$ 27	\$ 8
GCR overrecoveries	6	13
Accrued rate refunds	\$ 33	\$ 21

PSCR Plans and Reconciliations: In March 2016, Consumers filed its 2015 PSCR reconciliation, requesting full recovery of \$1.9 billion of power costs and authorization to reflect in its 2016 PSCR plan the overrecovery of \$6 million. Subsequently, Consumers revised its filing to reflect an overrecovery of \$12 million. In February 2018, the MPSC issued an order approving recovery of \$1.9 billion of power costs and directing Consumers to reflect in its 2016 PSCR plan an overrecovery of \$21 million. At December 31, 2017, Consumers had a recorded reserve for the PSCR overrecovery that it considers adequate.

In March 2017, Consumers filed its 2016 PSCR reconciliation, requesting full recovery of \$1.9 billion of power costs and authorization to reflect in its 2017 PSCR plan the underrecovery of \$9 million.

In February 2018, the MPSC issued an order in Consumers' 2017 PSCR plan, revising the 2017 PSCR factor that Consumers self-implemented beginning in January 2017.

GCR Plans and Reconciliations: In March 2017, the MPSC issued an order in Consumers' 2015-2016 GCR reconciliation, approving full recovery of \$0.5 billion of gas costs and authorizing Consumers to reflect in its 2016-2017 GCR plan the overrecovery of \$2 million.

In June 2017, Consumers filed its 2016-2017 GCR reconciliation, requesting full recovery of \$0.5 billion of gas costs and authorization to reflect in its 2017-2018 GCR plan the overrecovery of \$2 million.

In July 2017, the MPSC issued an order in Consumers' 2017-2018 GCR plan, authorizing the 2017-2018 GCR factor that Consumers self-implemented beginning in April 2017.

4: CONTINGENCIES AND COMMITMENTS

CMS Energy and Consumers are involved in various matters that give rise to contingent liabilities. Depending on the specific issues, the resolution of these contingencies could negatively affect CMS Energy's and Consumers' liquidity, financial condition, and results of operations. In their disclosures of these matters, CMS Energy and Consumers provide an estimate of the possible loss or range of loss when such an estimate can be made. Disclosures that state that CMS Energy or Consumers cannot predict the outcome of a matter indicate that they are unable to estimate a possible loss or range of loss for the matter.

CMS Energy Contingencies

Gas Index Price Reporting Litigation: CMS Energy, along with CMS MST, CMS Field Services, Cantera Natural Gas, Inc., and Cantera Gas Company, were named as defendants in four class action lawsuits and one individual lawsuit arising as a result of alleged inaccurate natural gas price reporting to publications that report trade information. Allegations include price-fixing conspiracies, restraint of trade, and artificial inflation of natural gas retail prices in Kansas, Missouri, and Wisconsin. In December 2016, CMS Energy entities reached a settlement with the plaintiffs in the Kansas and Missouri class action cases for an amount that was not material to CMS Energy. In August 2017, the federal district court approved the settlement. The following provides more detail on the remaining cases in which CMS Energy or its affiliates were named as parties:

- In 2006, a class action complaint, *Arandell Corp., et al. v. XCEL Energy Inc., et al.*, was filed in Wisconsin state court on behalf of Wisconsin commercial entities that purchased natural gas between January 2000 and October 2002. The defendants, including CMS Energy, CMS ERM, and Cantera Gas Company, are alleged to have violated Wisconsin's antitrust statute. The plaintiffs are seeking full consideration damages, treble damages, costs, interest, and attorneys' fees.
- In 2009, a class action complaint, *Newpage Wisconsin System v. CMS ERM, et al.*, was filed in circuit court in Wood County, Wisconsin, against CMS Energy, CMS ERM, Cantera Gas Company, and others. The plaintiff is seeking full consideration damages, treble damages, costs, interest, and attorneys' fees.
- In 2005, J.P. Morgan Trust Company, N.A., in its capacity as trustee of the FLI Liquidating Trust, filed an action in Kansas state court against CMS Energy, CMS MST, CMS Field Services, and others. The complaint alleges various claims under the Kansas Restraint of Trade Act. The plaintiff is seeking statutory full consideration damages for its purchases of natural gas in 2000 and 2001, costs, and attorneys' fees.

After removal to federal court, the cases described above were transferred to a single federal district court pursuant to the multidistrict litigation process. In 2010 and 2011, all claims against CMS Energy defendants were dismissed by the district court based on FERC preemption.

In 2013, the U.S. Court of Appeals for the Ninth Circuit reversed the district court decision. The appellate court found that FERC preemption does not apply under the facts of these cases. The appellate court affirmed the district court's denial of leave to amend to add federal antitrust claims. The matter was appealed to the U.S. Supreme Court, which in 2015 upheld the Ninth Circuit's decision. The cases were remanded back to the federal district court. In May 2016, the federal district court granted the defendants' motion for summary judgment in the individual lawsuit filed in Kansas based on a release in a prior settlement involving similar allegations. The order of summary judgment has been appealed.

In March 2017, the federal district court denied plaintiffs' motion for class certification in the two pending class action cases. The plaintiffs appealed that decision to the U.S. Court of Appeals for the Ninth Circuit, which has accepted the matter for hearing. In June 2017, an unaffiliated company that is also a defendant in these cases filed for bankruptcy, which could increase the risk of loss to CMS Energy.

These cases involve complex facts, a large number of similarly situated defendants with different factual positions, and multiple jurisdictions. Presently, any estimate of liability would be highly speculative; the amount of CMS Energy's reasonably possible loss would be based on widely varying models previously untested in this context. If the outcome after appeals is unfavorable, these cases could negatively affect CMS Energy's liquidity, financial condition, and results of operations.

Bay Harbor: CMS Land retained environmental remediation obligations for the collection and treatment of leachate, a liquid consisting of water and other substances, at Bay Harbor after selling its interests in the development in 2002. Leachate is produced when water enters into cement kiln dust piles left over from former cement plant operations at the site. In 2012, CMS Land and the MDEQ finalized an agreement that established the final remedies and the future water quality criteria at the site. CMS Land completed all construction necessary to implement the remedies required by the agreement and will continue to maintain and operate a system to discharge treated leachate into Little Traverse Bay under an NPDES permit issued in 2010 and renewed in October 2016. The renewed NPDES permit is valid through September 2020.

Various claims have been brought against CMS Land or its affiliates, including CMS Energy, alleging environmental damage to property, loss of property value, insufficient disclosure of environmental matters, breach of agreement relating to access, or other matters. CMS Land and other parties have received a demand for payment from the EPA in the amount of \$8 million, plus interest and costs. The EPA is seeking recovery under CERCLA of response costs allegedly incurred at Bay Harbor. These costs exceed what was agreed to in a 2005 order between CMS Land and the EPA, and CMS Land has communicated to the EPA that it does not believe that this is a valid claim. The EPA has filed a lawsuit to collect these costs.

At December 31, 2017, CMS Energy had a recorded liability of \$48 million for its remaining obligations for environmental remediation. CMS Energy calculated this liability based on discounted projected costs, using a discount rate of 4.34 percent and an inflation rate of one percent on annual operating and maintenance costs. The undiscounted amount of the remaining obligation is \$61 million. CMS Energy expects to pay the following amounts for long-term liquid disposal and operating and maintenance costs in each of the next five years:

	<i>In Millions</i>				
	2018	2019	2020	2021	2022
CMS Energy					
Long-term liquid disposal and operating and maintenance costs	\$ 5	\$ 4	\$ 4	\$ 4	\$ 4

CMS Energy's estimate of response activity costs and the timing of expenditures could change if there are changes in circumstances or assumptions used in calculating the liability. Although a liability for its present estimate of remaining response activity costs has been recorded, CMS Energy cannot predict the ultimate financial impact or outcome of this matter.

Equatorial Guinea Tax Claim: In 2002, CMS Energy sold its oil, gas, and methanol investments in Equatorial Guinea. The government of Equatorial Guinea claims that, in connection with the sale, CMS Energy owes \$152 million in taxes, plus substantial penalties and interest that could be up to the amount of the taxes claimed. In 2015, the matter was proceeding to formal arbitration; however, since then, the government of Equatorial Guinea has stopped communicating. CMS Energy has concluded that the government's tax claim is without merit and will continue to contest the claim, but cannot predict the financial impact or outcome of the matter. An unfavorable outcome could have a material adverse effect on CMS Energy's liquidity, financial condition, and results of operations.

Consumers Electric Utility Contingencies

Electric Environmental Matters: Consumers' operations are subject to environmental laws and regulations. Historically, Consumers has generally been able to recover, in customer rates, the costs to operate its facilities in compliance with these laws and regulations.

Cleanup and Solid Waste: Consumers expects to incur remediation and other response activity costs at a number of sites under the NREPA. Consumers believes that these costs should be recoverable in rates, but cannot guarantee that outcome. Consumers estimates that its liability for NREPA sites for which it can estimate a range of loss will be between \$3 million and \$4 million. At December 31, 2017, Consumers had a recorded liability of \$3 million, the minimum amount in the range of its estimated probable NREPA liability, as no amount in the range was considered a better estimate than any other amount.

Consumers is a potentially responsible party at a number of contaminated sites administered under CERCLA. CERCLA liability is joint and several. In 2010, Consumers received official notification from the EPA that identified Consumers as a potentially responsible party for cleanup of PCBs at the Kalamazoo River CERCLA site. The notification claimed that the EPA has reason to believe that Consumers disposed of PCBs and arranged for the disposal and treatment of PCB-containing materials at portions of the site. In 2011, Consumers received a follow-up letter from the EPA requesting that Consumers agree to participate in a removal action plan along with several other companies for an area of lower Portage Creek, which is connected to the Kalamazoo River. All parties, including Consumers, that were asked to participate in the removal action plan declined to accept liability. Until further information is received from the EPA, Consumers is unable to estimate a range of potential liability for cleanup of the river.

Based on its experience, Consumers estimates that its share of the total liability for known CERCLA sites will be between \$3 million and \$8 million. Various factors, including the number and creditworthiness of potentially responsible parties involved with each site, affect Consumers' share of the total liability. At December 31, 2017, Consumers had a recorded liability of \$3 million for its share of the total liability at these sites, the minimum amount in the range of its estimated probable CERCLA liability, as no amount in the range was considered a better estimate than any other amount.

The timing of payments related to Consumers' remediation and other response activities at its CERCLA and NREPA sites is uncertain. Consumers periodically reviews these cost estimates. A change in the underlying assumptions, such as an increase in the number of sites, different remediation techniques, the nature and extent of contamination, and legal and regulatory requirements, could affect its estimates of NREPA and CERCLA liability.

Ludington PCB: In 1998, during routine maintenance activities, Consumers identified PCB as a component in certain paint, grout, and sealant materials at Ludington. Consumers removed part of the PCB material and replaced it with non-PCB material. Consumers has had several communications with the EPA regarding this matter, but cannot predict the financial impact or outcome.

MCV PPA: In December 2017, the MCV Partnership initiated arbitration against Consumers, asserting a breach of contract associated with the MCV PPA. Under this PPA, Consumers pays the MCV Partnership a fixed energy charge based on Consumers' annual average baseload coal generating plant operating and maintenance cost, fuel inventory, and administrative and general expenses. The MCV Partnership asserts that Consumers should have installed pollution control equipment on coal-fueled electric generating units years before they were retired. The MCV Partnership also asserts that Consumers should have installed pollution control equipment earlier on its remaining coal-fueled electric generating units. The assertion claims that these changes would have increased Consumers' costs to operate and maintain the facilities and, thereby, the fixed energy charge paid to the MCV Partnership. Additionally, the MCV Partnership claims that Consumers improperly characterized certain costs included in the calculation of the fixed energy charge.

The claim estimates damages and interest in excess of \$270 million, the majority of which is related to the claim on the installation of pollution control equipment. Consumers believes that the MCV Partnership's claim is without merit, but cannot predict the financial impact or outcome of the matter.

Consumers Gas Utility Contingencies

Gas Environmental Matters: Consumers expects to incur remediation and other response activity costs at a number of sites under the NREPA. These sites include 23 former MGP facilities. Consumers operated the facilities on these sites for some part of their operating lives. For some of these sites, Consumers has no present ownership interest or may own only a portion of the original site.

At December 31, 2017, Consumers had a recorded liability of \$88 million for its remaining obligations for these sites. This amount represents the present value of long-term projected costs, using a discount rate of 2.57 percent and an inflation rate of 2.5 percent. The undiscounted amount of the remaining obligation is \$96 million. Consumers expects to pay the following amounts for remediation and other response activity costs in each of the next five years:

	<i>In Millions</i>				
	2018	2019	2020	2021	2022
Consumers					
Remediation and other response activity costs	\$ 17	\$ 18	\$ 10	\$ 18	\$ 7

Consumers periodically reviews these cost estimates. Any significant change in the underlying assumptions, such as an increase in the number of sites, changes in remediation techniques, or legal and regulatory requirements, could affect Consumers' estimates of annual response activity costs and the MGP liability.

Pursuant to orders issued by the MPSC, Consumers defers its MGP-related remediation costs and recovers them from its customers over a ten-year period. At December 31, 2017, Consumers had a regulatory asset of \$142 million related to the MGP sites.

Consumers estimates that its liability to perform remediation and other response activities at NREPA sites other than the MGP sites could reach \$3 million. At December 31, 2017, Consumers had a recorded liability of less than \$1 million, the minimum amount in the range of its estimated probable liability, as no amount in the range was considered a better estimate than any other amount.

Guarantees

Presented in the following table are CMS Energy's and Consumers' guarantees at December 31, 2017:

Guarantee Description	Issue Date	Expiration Date	Maximum		<i>In Millions</i>
			Obligation	Carrying	Amount
CMS Energy, including Consumers					
Indemnity obligations from stock and asset sale agreements ¹	Various	Indefinite	\$	153	\$ 7
Guarantees ²	Various	Indefinite		45	-
Consumers					
Guarantee ²	July 2011	Indefinite	\$	30	\$ -

¹ These obligations arose from stock and asset sale agreements under which CMS Energy or a subsidiary of CMS Energy indemnified the purchaser for losses resulting from various matters, primarily claims related to taxes. CMS Energy believes the likelihood of material loss to be remote for the indemnity obligations not recorded as liabilities.

² At Consumers, this obligation comprises a guarantee provided to the U.S. Department of Energy in connection with a settlement agreement regarding damages resulting from the department's failure to accept spent nuclear fuel from nuclear power plants formerly owned by Consumers. At CMS Energy, the guarantee obligations comprise Consumers' guarantee to the U.S. Department of Energy and CMS Energy's 1994 guarantee of non-recourse revenue bonds issued by Genesee. For additional details on this guarantee, see Note 20, Variable Interest Entities.

Additionally, in the normal course of business, CMS Energy, Consumers, and certain other subsidiaries of CMS Energy have entered into various agreements containing tax and other indemnity provisions for which they are unable to estimate the maximum potential obligation. The carrying value of these indemnity obligations is \$1 million. CMS Energy and Consumers consider the likelihood that they would be required to perform or incur substantial losses related to these indemnities to be remote.

Other Contingencies

In addition to the matters disclosed in this Note and Note 3, Regulatory Matters, there are certain other lawsuits and administrative proceedings before various courts and governmental agencies arising in the ordinary course of business to which CMS Energy, Consumers, and certain other subsidiaries of CMS Energy are parties. These other lawsuits and proceedings may involve personal injury, property damage, contracts, environmental matters, federal and state taxes, rates, licensing, employment, and other matters. Further, CMS Energy and Consumers occasionally self-report certain regulatory non-compliance matters that may or may not eventually result in administrative proceedings. CMS Energy and Consumers believe that the outcome of any one of these proceedings will not have a material negative effect on their consolidated results of operations, financial condition, or liquidity.

Contractual Commitments

Purchase Obligations: Purchase obligations arise from long-term contracts for the purchase of commodities and related services, and construction and service agreements. The commodities and related services include long-term PPAs, natural gas and associated transportation, and coal and associated transportation. Related-party PPAs are between Consumers and certain affiliates of CMS Enterprises. Presented in the following table are CMS Energy's and Consumers' contractual purchase obligations at December 31, 2017 for each of the periods shown:

	<i>In Millions</i>						
	Payments Due						
	Total	2018	2019	2020	2021	2022	Beyond 2022
CMS Energy, including Consumers							
Total PPAs	\$ 9,159	\$ 1,042	\$ 1,048	\$ 1,064	\$ 1,063	\$ 795	\$ 4,147
Other	2,026	891	541	186	61	56	291
Consumers							
<i>PPAs</i>							
MCV PPA	\$ 2,621	\$ 350	\$ 348	\$ 346	\$ 335	\$ 339	\$ 903
Palisades PPA	1,647	367	378	388	400	114	-
Related-party PPAs	1,546	87	87	94	96	100	1,082
Other PPAs	3,345	238	235	236	232	242	2,162
Total PPAs	\$ 9,159	\$ 1,042	\$ 1,048	\$ 1,064	\$ 1,063	\$ 795	\$ 4,147
Other	1,787	859	511	156	48	44	169

MCV PPA: Consumers has a 35-year PPA that began in 1990 with the MCV Partnership to purchase 1,240 MW of electricity. The MCV PPA, as amended and restated, provides for:

- a capacity charge of \$10.14 per MWh of available capacity
- a fixed energy charge based on Consumers' annual average baseload coal generating plant operating and maintenance cost, fuel inventory, and administrative and general expenses
- a variable energy charge based on the MCV Partnership's cost of production when the plant is dispatched
- a \$5 million annual contribution by the MCV Partnership to a renewable resources program
- an option for Consumers to extend the MCV PPA for five years or purchase the MCV Facility at the conclusion of the MCV PPA's term in March 2025

Capacity and energy charges under the MCV PPA were \$321 million in 2017, \$305 million in 2016, and \$282 million in 2015.

Palisades PPA: Consumers has a PPA expiring in 2022 with Entergy to purchase virtually all of the capacity and energy produced by Palisades, up to the annual average capacity of 798 MW. For all delivered energy, the Palisades PPA has escalating capacity and variable energy charges. Total capacity and energy charges under the Palisades PPA were \$366 million in 2017, \$363 million in 2016, and \$352 million in 2015. For further details about Palisades, see Note 10, Leases and Palisades Financing.

Other PPAs: Consumers has PPAs expiring through 2036 with various counterparties. The majority of the PPAs have capacity and energy charges for delivered energy. Capacity and energy charges under these PPAs were \$349 million in 2017, \$348 million in 2016, and \$347 million in 2015.

5: FINANCINGS AND CAPITALIZATION

Presented in the following table is CMS Energy's long-term debt at December 31:

	Interest Rate (%)	Maturity	<i>In Millions</i>	
			2017	2016
CMS Energy, including Consumers				
<i>CMS Energy, parent only</i>				
Senior notes	8.750	2019	\$ 100	\$ 300
	6.250	2020	300	300
	5.050	2022	300	300
	3.875	2024	250	250
	3.600	2025	250	250
	3.000	2026	300	300
	2.950	2027	275	275
	3.450	2027	350	-
	4.700	2043	250	250
	4.875	2044	300	300
Total senior notes			\$ 2,675	\$ 2,525
Term loan facility	variable ¹	2019	180	180
Term loan facility	variable ²	2018	225	-
<i>EnerBank</i>				
Certificates of deposit	1.76 ³	2018-2026	1,245	1,198
Consumers			5,940	5,661
Total principal amount outstanding			\$ 10,265	\$ 9,564
Current amounts			(1,081)	(864)
Net unamortized discounts			(14)	(15)
Unamortized issuance costs			(47)	(45)
Total long-term debt			\$ 9,123	\$ 8,640

¹ Outstanding borrowings bear interest at an annual interest rate of LIBOR plus 0.80 percent (2.37 percent at December 31, 2017).

² Outstanding borrowings bear interest at an annual interest rate of LIBOR plus 0.68 percent (2.28 percent at December 31, 2017).

³ The weighted-average interest rate for EnerBank's certificates of deposit was 1.76 percent at December 31, 2017 and 1.51 percent at December 31, 2016. EnerBank's primary deposit product consists of brokered certificates of deposit with varying maturities and having a face value of \$1,000.

Presented in the following table is Consumers' long-term debt at December 31:

In Millions

	Interest Rate (%)	Maturity	2017	2016
Consumers				
<i>First mortgage bonds</i> ¹	5.150	2017	\$ -	\$ 250
	3.210	2017	-	100
	5.650	2018	250	250
	6.125	2019	350	350
	6.700	2019	500	500
	5.650	2020	300	300
	3.770	2020	100	100
	5.300	2022	250	250
	2.850	2022	375	375
	3.375	2023	325	325
	3.190	2024	52	52
	3.125	2024	250	250
	3.390	2027	35	35
	3.180	2032	100	-
	5.800	2035	175	175
	3.520	2037	335	-
	6.170	2040	50	50
	4.970	2040	50	50
	4.310	2042	263	263
	3.950	2043	425	425
	4.100	2045	250	250
	3.250	2046	450	450
	3.950	2047	350	-
	3.860	2052	50	-
	4.350	2064	250	250
Total first mortgage bonds			\$ 5,535	\$ 5,050
Securitization bonds	2.913 ²	2020-2029 ³	302	328
Senior notes	6.875	2018	-	180
Tax-exempt pollution control revenue bonds	various	2018-2035	103	103
Total principal amount outstanding			\$ 5,940	\$ 5,661
Current amounts			(343)	(375)
Net unamortized discounts			(8)	(8)
Unamortized issuance costs			(28)	(25)
Total long-term debt			\$ 5,561	\$ 5,253

¹ The weighted-average interest rate for Consumers' first mortgage bonds was 4.44 percent at December 31, 2017 and 4.57 percent at December 31, 2016.

² The weighted-average interest rate for Consumers' securitization bonds issued through its subsidiary Consumers 2014 Securitization Funding was 2.91 percent at December 31, 2017 and 2.79 percent at December 31, 2016.

³ Principal and interest payments are made semiannually.

Financings: Presented in the following table is a summary of major long-term debt transactions during the year ended December 31, 2017:

	Principal (In Millions)	Interest Rate	Issue/Retirement Date	Maturity Date
<i>Debt issuances</i>				
CMS Energy, parent only				
Senior notes	\$ 350	3.450 %	February 2017	August 2027
Term loan facility ¹	225	variable	December 2017	December 2018
Total CMS Energy, parent only	\$ 575			
Consumers				
First mortgage bonds	\$ 350	3.950 %	February 2017	July 2047
First mortgage bonds	40	3.180	September 2017	September 2032
First mortgage bonds	125	3.520	September 2017	September 2037
First mortgage bonds	20	3.860	September 2017	September 2052
First mortgage bonds	60	3.180	November 2017	November 2032
First mortgage bonds	210	3.520	November 2017	November 2037
First mortgage bonds	30	3.860	November 2017	November 2052
Total Consumers	\$ 835			
Total CMS Energy	\$ 1,410			
<i>Debt retirements</i>				
CMS Energy, parent only				
Senior notes ²	\$ 200	8.750 %	December 2017	June 2019
Total CMS Energy, parent only	\$ 200			
Consumers				
First mortgage bonds	\$ 250	5.150 %	February 2017	February 2017
Senior notes	180	6.875	September 2017	March 2018
First mortgage bonds	100	3.210	October 2017	October 2017
Total Consumers	\$ 530			
Total CMS Energy	\$ 730			

¹ Outstanding borrowings bear interest at an annual interest rate of LIBOR plus 0.68 percent (2.28 percent at December 31, 2017). CMS Energy used these proceeds to retire \$200 million of the 8.75 percent senior notes due June 2019.

² CMS Energy retired this debt at a premium and recorded a loss on extinguishment of \$18 million in other expense on its consolidated statements of income.

First Mortgage Bonds: Consumers secures its first mortgage bonds by a mortgage and lien on substantially all of its property. Consumers' ability to issue first mortgage bonds is restricted by certain provisions in the First Mortgage Bond Indenture and the need for regulatory approvals under federal law. Restrictive issuance provisions in the First Mortgage Bond Indenture include achieving a two-times interest coverage ratio and having sufficient unfunded net property additions.

Term Loan: In April 2017, CMS Energy reached an agreement to extend the maturity date of its \$180 million term loan by one year, through April 2019.

Regulatory Authorization for Financings: Consumers is required to maintain FERC authorization for financings. Its current authorization terminates on June 30, 2019. Any long-term issuances during the authorization period are exempt from FERC's competitive bidding and negotiated placement requirements.

Securitization Bonds: Certain regulatory assets held by Consumers' subsidiary, Consumers 2014 Securitization Funding, collateralize Consumers' securitization bonds. The bondholders have no recourse to Consumers' assets except for those held by the subsidiary that issued the bonds. Consumers collects securitization surcharges to cover the principal and interest on the bonds as well as certain other qualified costs. The surcharges collected are remitted to a trustee and are not available to creditors of Consumers or creditors of Consumers' affiliates other than the subsidiary that issued the bonds.

Debt Maturities: At December 31, 2017, the aggregate annual contractual maturities for long-term debt for the next five years were:

	<i>In Millions</i>				
	2018	2019	2020	2021	2022
CMS Energy, including Consumers					
Long-term debt	\$ 1,081	\$ 1,428	\$ 905	\$ 178	\$ 1,039
Consumers					
Long-term debt	\$ 343	\$ 876	\$ 426	\$ 27	\$ 653

Revolving Credit Facilities: The following secured revolving credit facilities with banks were available at December 31, 2017:

	<i>In Millions</i>			
Expiration Date	Amount of Facility	Amount Borrowed	Letters of Credit Outstanding	Amount Available
CMS Energy, parent only				
May 27, 2022 ^{1,2}	\$ 550	\$ -	\$ 6	\$ 544
Consumers ³				
May 27, 2022 ²	\$ 650	\$ -	\$ 7	\$ 643
November 23, 2019 ⁴	250	-	20	230
September 9, 2019 ⁵	30	-	30	-

¹ During the year ended December 31, 2017, CMS Energy's average borrowings totaled \$21 million with a weighted-average interest rate of 2.02 percent. Obligations under this facility are secured by Consumers common stock.

² In May 2017, the expiration date of this revolving credit agreement was extended from May 2021 to May 2022.

³ Obligations under these facilities are secured by first mortgage bonds of Consumers.

⁴ In November 2017, the expiration date of this revolving credit agreement was extended from November 2018 to November 2019.

⁵ In June 2017, the expiration date of this letter of credit reimbursement agreement was extended from May 2018 to September 2019.

Short-term Borrowings: Under Consumers' commercial paper program, Consumers may issue, in one or more placements, commercial paper notes with maturities of up to 365 days and that bear interest at fixed or floating rates. These issuances are supported by Consumers' revolving credit facilities and may have an aggregate principal amount outstanding of up to \$500 million. While the amount of outstanding commercial paper does not reduce the available capacity of the revolving credit facilities, Consumers does not intend to issue commercial paper in an amount exceeding the available capacity of the facilities. At December 31, 2017, \$170 million of commercial paper notes with a weighted-average annual interest rate of 1.69 percent were outstanding under this program and were recorded as current notes payable on the consolidated balance sheets of CMS Energy and Consumers.

Dividend Restrictions: At December 31, 2017, payment of dividends by CMS Energy on its common stock was limited to \$4.4 billion under provisions of the Michigan Business Corporation Act of 1972.

Under the provisions of its articles of incorporation, at December 31, 2017, Consumers had \$1.1 billion of unrestricted retained earnings available to pay dividends on its common stock to CMS Energy. Provisions of the Federal Power Act and the Natural Gas Act appear to restrict dividends payable by Consumers to the amount of Consumers' retained earnings. Several decisions from FERC suggest that, under a variety of circumstances, dividends from Consumers on its common stock would not be limited to amounts in Consumers' retained earnings. Any decision by Consumers to pay dividends on its common stock in excess of retained earnings would be based on specific facts and circumstances and would be subject to a formal regulatory filing process.

For the year ended December 31, 2017, Consumers paid \$522 million in dividends on its common stock to CMS Energy.

Capitalization: The authorized capital stock of CMS Energy consists of:

- 350 million shares of CMS Energy Common Stock, par value \$0.01 per share
- 10 million shares of CMS Energy Preferred Stock, par value \$0.01 per share

Issuance of Common Stock: In March 2017, CMS Energy entered into an updated continuous equity offering program permitting it to sell, from time to time in "at the market" offerings, common stock having an aggregate sales price of up to \$100 million. In 2017, CMS Energy issued 1,494,371 shares of common stock under this program at an average price of \$ 47.31, resulting in net proceeds of \$70 million.

Preferred Stock of Subsidiary: Presented in the following table are details about Consumers' preferred stock outstanding, which is traded on the New York Stock Exchange under the symbol CMS-PB:

	Series	Optional Redemption Price	Number of Shares Outstanding	Balance Outstanding (In Millions)	
December 31				2017	2016
Cumulative, \$100 par value, authorized 7,500,000 shares, with no mandatory redemption	\$ 4.50	\$ 110.00	373,148	\$ 37	\$ 37

6: FAIR VALUE MEASUREMENTS

Accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. When measuring fair value, CMS Energy and Consumers are required to incorporate all assumptions that market participants would use in pricing an asset or liability, including assumptions about risk. A fair value hierarchy prioritizes inputs used to measure fair value according to their observability in the market. The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 inputs are observable, market-based inputs, other than Level 1 prices. Level 2 inputs may include quoted prices for similar assets or liabilities in active markets, quoted prices in inactive markets, and inputs derived from or corroborated by observable market data.
- Level 3 inputs are unobservable inputs that reflect CMS Energy's or Consumers' own assumptions about how market participants would value their assets and liabilities.

CMS Energy and Consumers classify fair value measurements within the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement in its entirety.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Presented in the following table are CMS Energy's and Consumers' assets and liabilities recorded at fair value on a recurring basis:

December 31	CMS Energy, including Consumers		Consumers	
	2017	2016	2017	2016
<i>In Millions</i>				
Assets ¹				
Cash equivalents	\$ 74	\$ 44	\$ -	\$ -
Restricted cash equivalents	17	19	17	19
CMS Energy common stock	-	-	21	33
Nonqualified deferred compensation plan assets	14	12	10	8
DB SERP				
Cash equivalents	5	3	4	2
Debt securities	141	-	102	-
Mutual funds	-	141	-	102
Derivative instruments				
Commodity contracts	1	1	1	1
Total	\$ 252	\$ 220	\$ 155	\$ 165
Liabilities ¹				
Nonqualified deferred compensation plan liabilities	\$ 14	\$ 12	\$ 10	\$ 8
Derivative instruments				
Commodity contracts	1	-	-	-
Total	\$ 15	\$ 12	\$ 10	\$ 8

¹ All assets and liabilities were classified as Level 1 with the exception of commodity contracts, which were classified as Level 3.

Cash Equivalents: Cash equivalents and restricted cash equivalents consist of money market funds with daily liquidity. Short-term debt instruments classified as cash equivalents on the consolidated balance sheets are not included since they are recorded at amortized cost.

Nonqualified Deferred Compensation Plan Assets and Liabilities: The nonqualified deferred compensation plan assets consist of mutual funds, which are valued using the daily quoted net asset values. CMS Energy and Consumers value their nonqualified deferred compensation plan liabilities based on the fair values of the plan assets, as they reflect the amount owed to the plan participants in accordance with their investment elections. CMS Energy and Consumers report the assets in other non-current assets and the liabilities in other non-current liabilities on their consolidated balance sheets.

DB SERP Assets: The DB SERP cash equivalents consist of a money market fund with daily liquidity. During 2017, CMS Energy and Consumers sold the mutual fund securities and used the proceeds to purchase U.S. Treasury debt securities. CMS Energy and Consumers value the U.S. Treasury debt securities at their daily quoted market prices. Prior to the sale, the DB SERP mutual funds held primarily fixed-income instruments of varying maturities. CMS Energy and Consumers report their DB SERP assets in other non-current assets on their consolidated balance sheets. For additional details about DB SERP securities, see Note 7, Financial Instruments.

Derivative Instruments: CMS Energy and Consumers value their derivative instruments using either a market approach that incorporates information from market transactions, or an income approach that discounts future expected cash flows to a present value amount. CMS Energy values its exchange-traded derivative contracts based on Level 1 quoted prices. CMS Energy's and Consumers' remaining derivatives are classified as Level 3.

The majority of derivatives classified as Level 3 are FTRs held by Consumers. Due to the lack of quoted pricing information, Consumers determines the fair value of its FTRs based on Consumers' average historical settlements. There was no significant activity within the Level 3 category of financial assets and liabilities during the years presented.

7: FINANCIAL INSTRUMENTS

Presented in the following table are the carrying amounts and fair values, by level within the fair value hierarchy, of CMS Energy's and Consumers' financial instruments that are not recorded at fair value. The table excludes cash, cash equivalents, short-term financial instruments, and trade accounts receivable and payable whose carrying amounts approximate their fair values. For information about assets and liabilities recorded at fair value and for additional details regarding the fair value hierarchy, see Note 6, Fair Value Measurements.

In Millions

	December 31, 2017					December 31, 2016				
	Carrying Amount	Fair Value			Carrying Amount	Fair Value				
		Total	Level			Total	Level			
		1	2	3		1	2	3		
CMS Energy, including Consumers										
<i>Assets</i>										
Long-term receivables ¹	\$ 21	\$ 21	\$ -	\$ -	\$ 21	\$ 22	\$ 22	\$ -	\$ -	\$ 22
Notes receivable ²	1,371	1,464	-	-	1,464	1,326	1,415	-	-	1,415
Securities held to maturity	16	16	-	16	-	13	13	-	13	-
<i>Liabilities</i>										
Long-term debt ³	10,204	10,715	-	9,363	1,352	9,504	9,953	-	8,990	963
Long-term payables ⁴	27	26	-	-	26	17	17	-	-	17
Consumers										
<i>Assets</i>										
Long-term receivables ¹	\$ 21	\$ 21	\$ -	\$ -	\$ 21	\$ 22	\$ 22	\$ -	\$ -	\$ 22
Notes receivable ⁵	17	17	-	-	17	45	45	-	-	45
<i>Liabilities</i>										
Long-term debt ⁶	5,904	6,236	-	4,883	1,353	5,628	5,903	-	4,940	963

¹ Includes current accounts receivable of \$14 million at December 31, 2017 and \$12 million at December 31, 2016.

² Includes current portion of notes receivable of \$200 million at December 31, 2017 and \$219 million at December 31, 2016.

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- ³ Includes current portion of long-term debt of \$1.1 billion at December 31, 2017 and \$864 million at December 31, 2016.
- ⁴ Includes current portion of long-term payables of \$3 million at December 31, 2017 and \$1 million at December 31, 2016.
- ⁵ Includes current portion of notes receivable of \$17 million at December 31, 2017 and \$29 million at December 31, 2016.
- ⁶ Includes current portion of long-term debt of \$343 million at December 31, 2017 and \$375 million at December 31, 2016.

At CMS Energy, notes receivable consisted primarily of EnerBank's fixed-rate installment loans. EnerBank estimated the fair value of these loans using a discounted cash flows technique that incorporates market interest rates as well as assumptions about the remaining life of the loans and credit risk.

CMS Energy and Consumers estimated the fair value of their long-term debt using quoted prices from market trades of the debt, if available. In the absence of quoted prices, CMS Energy and Consumers calculated market yields and prices for the debt using a matrix method incorporating market data for similarly rated debt. Depending on the information available, other valuation techniques and models may be used that rely on assumptions that cannot be observed or confirmed through market transactions.

The effects of third-party credit enhancements were excluded from the fair value measurements of long-term debt. At December 31, 2017 and 2016, CMS Energy's long-term debt included \$103 million principal amount that was supported by third-party credit enhancements. This entire principal amount was at Consumers.

Presented in the following table are CMS Energy's and Consumers' investment securities classified as available for sale or held to maturity:

	December 31, 2017				December 31, 2016			
	Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cost	Unrealized Gains	Unrealized Losses	Fair Value
<i>In Millions</i>								
CMS Energy, including Consumers								
<i>Available for sale</i>								
<i>DB SERP</i>								
Debt securities	\$ 141	\$ -	\$ -	\$ 141	\$ -	\$ -	\$ -	\$ -
Mutual funds	-	-	-	-	141	-	-	141
<i>Held to maturity</i>								
Debt securities	16	-	-	16	13	-	-	13
Consumers								
<i>Available for sale</i>								
<i>DB SERP</i>								
Debt securities	\$ 102	\$ -	\$ -	\$ 102	\$ -	\$ -	\$ -	\$ -
Mutual funds	-	-	-	-	102	-	-	102
CMS Energy common stock	2	19	-	21	4	29	-	33

The DB SERP debt securities classified as available for sale at December 31, 2017 were U.S. Treasury debt securities with maturities ranging from one to ten years. The DB SERP mutual funds classified as available for sale at December 31, 2016 held primarily fixed-income instruments of varying maturities. Debt securities classified as held to maturity consisted primarily of mortgage-backed securities and Utah Housing Corporation bonds held by EnerBank.

Presented in the following table is a summary of the sales activity for CMS Energy's and Consumers' investment securities:

Years Ended December 31	2017	2016	2015
<i>In Millions</i>			
CMS Energy, including Consumers			
Proceeds from sales of investment securities	\$ 145	\$ 6	\$ 3
Consumers			
Proceeds from sales of investment securities	\$ 105	\$ 4	\$ 2

The sales proceeds for all periods represent sales of investments that were held within the DB SERP and classified as available for sale. During 2017, CMS Energy and Consumers sold the mutual fund securities and used the proceeds to purchase U.S. Treasury debt securities. CMS Energy reclassified gains of \$2 million (\$1 million, net of tax) from AOCI and included this amount in other income on the consolidated statements of income. This amount included Consumers' gains of \$2 million (\$1 million, net of tax). During 2016 and 2015, realized gains and losses on the sales were immaterial for CMS Energy and Consumers.

Consumers recognized a gain of \$14 million in 2017 and \$9 million in 2015 from transferring shares of CMS Energy common stock to its related charitable foundation. The gains reflected the excess of fair value over cost of the stock donated and were recorded in other income on Consumers' consolidated statements of income. The gains were eliminated on CMS Energy's consolidated statements of income. Consumers did not transfer shares in 2016.

8: NOTES RECEIVABLE

Presented in the following table are details of CMS Energy's and Consumers' current and non-current notes receivable:

December 31	<i>In Millions</i>	
	2017	2016
CMS Energy, including Consumers		
<i>Current</i>		
EnerBank notes receivable, net of allowance for loan losses	\$ 178	\$ 151
EnerBank notes receivable held for sale	2	39
Michigan tax settlement	20	29
<i>Non-current</i>		
EnerBank notes receivable	1,171	1,088
Michigan tax settlement	-	19
Total notes receivable	\$ 1,371	\$ 1,326
Consumers		
<i>Current</i>		
Michigan tax settlement	\$ 17	\$ 29
<i>Non-current</i>		
Michigan tax settlement	-	16
Total notes receivable	\$ 17	\$ 45

EnerBank notes receivable are unsecured consumer installment loans for financing home improvements. EnerBank records its notes receivable at cost, less an allowance for loan losses. During 2017, EnerBank completed sales of notes receivable, receiving proceeds of \$52 million and recording immaterial gains.

Unearned income associated with loan fees was \$84 million at December 31, 2017 and 2016. Unearned income associated with loan fees for notes receivable held for sale was \$8 million at December 31, 2016.

The allowance for loan losses is a valuation allowance to reflect estimated credit losses. The allowance is increased by the provision for loan losses and decreased by loan charge-offs net of recoveries. Management estimates the allowance balance required by taking into consideration historical loan loss experience, the nature and volume of the portfolio, economic conditions, and other factors. Loan losses are charged against the allowance when the loss is confirmed, but no later than the point at which a loan becomes 120 days past due.

Presented in the following table are the changes in the allowance for loan losses:

Years Ended December 31	<i>In Millions</i>	
	2017	2016
Balance at beginning of period	\$ 16	\$ 9
Charge-offs	(19)	(14)
Recoveries	3	2
Provision for loan losses	20	19
Balance at end of period	\$ 20	\$ 16

Loans that are 30 days or more past due are considered delinquent. The balance of EnerBank's delinquent consumer loans was \$14 million at December 31, 2017 and \$11 million at December 31, 2016.

At December 31, 2017 and 2016, \$1 million of EnerBank's loans had been modified as troubled debt restructurings.

9: PLANT, PROPERTY, AND EQUIPMENT

Presented in the following table are details of CMS Energy's and Consumers' plant, property, and equipment:

					<i>In Millions</i>	
December 31				Estimated Depreciable Life in Years	2017	2016
CMS Energy, including Consumers						
<i>Plant, property, and equipment, gross</i>						
Consumers	3	-	125	\$	22,318	\$ 20,838
<i>Enterprises</i>						
Independent power production	3	-	35		163	141
Other	3	-	5		4	16
Other	1	-	7		21	15
Plant, property, and equipment, gross				\$	22,506	\$ 21,010
Construction work in progress					765	761
Accumulated depreciation and amortization					(6,510)	(6,056)
Total plant, property, and equipment ¹				\$	16,761	\$ 15,715
Consumers						
<i>Plant, property, and equipment, gross</i>						
<i>Electric</i>						
Generation	22	-	125	\$	6,025	\$ 5,900
Distribution	20	-	75		7,603	7,149
Transmission	46	-	75		66	59
Other	5	-	50		1,229	1,137
Assets under capital leases and financing obligation ²					298	295
<i>Gas</i>						
Distribution	20	-	85		4,182	3,806
Transmission	17	-	75		1,278	1,124
Underground storage facilities ³	27	-	75		842	630
Other	5	-	50		764	708
Capital leases ²					14	15
Other non-utility property	3	-	51		17	15
Plant, property, and equipment, gross				\$	22,318	\$ 20,838
Construction work in progress					753	759
Accumulated depreciation and amortization					(6,441)	(5,994)
Total plant, property, and equipment ¹				\$	16,630	\$ 15,603

¹ For the year ended December 31, 2017, Consumers' plant additions were \$1.7 billion and plant retirements were \$214 million. For the year ended December 31, 2016, Consumers' plant additions were \$2.3 billion and plant retirements were \$285 million.

² For information regarding the amortization terms of Consumers' assets under capital leases and financing obligation, see Note 10, Leases and Palisades Financing.

³ Underground storage includes base natural gas of \$26 million at December 31, 2017 and 2016. Base natural gas is not subject to depreciation.

Capitalization: CMS Energy and Consumers record plant, property, and equipment at original cost when placed into service. The cost includes labor, material, applicable taxes, overhead such as pension and other benefits, and AFUDC, if applicable. Consumers' plant, property, and equipment is generally recoverable through its general rate making process.

With the exception of utility property for which the remaining book value has been securitized, mothballed utility property stays in rate base and continues to be depreciated at the same rate as before the mothball period. When utility property is retired or otherwise disposed of in the ordinary course of business, Consumers records the original cost to accumulated depreciation, along with associated cost of removal, net of salvage. CMS Energy and Consumers recognize gains or losses on the retirement or disposal of non-regulated assets in income. Consumers records cost of removal collected from customers, but not spent, as a regulatory liability.

Software : CMS Energy and Consumers capitalize the costs to purchase and develop internal-use computer software. These costs are expensed evenly over the estimated useful life of the internal-use computer software. If computer software is integral to computer hardware, then its cost is capitalized and depreciated with the hardware.

AFUDC : Consumers capitalizes AFUDC on regulated major construction projects, except pollution control facilities on its fossil-fuel-fired power plants. AFUDC represents the estimated cost of debt and authorized return-on-equity funds used to finance construction additions. Consumers records the offsetting credit as a reduction of interest for the amount representing the borrowed funds component and as other income for the equity funds component on the consolidated statements of income. When construction is completed and the property is placed in service, Consumers depreciates and recovers the capitalized AFUDC from customers over the life of the related asset. Presented in the following table are Consumers' average AFUDC capitalization rates:

Years Ended December 31	2017	2016	2015
Electric	6.8 %	7.3 %	7.6 %
Gas	6.0 %	6.2 %	6.2 %

Assets Under Capital Leases and Financing Obligation : Presented in the following table are further details about changes in Consumers' assets under capital leases and financing obligation:

Years Ended December 31	2017		2016	
	<i>In Millions</i>			
Consumers				
Balance at beginning of period	\$	310	\$	300
Additions		3		13
Net retirements and other adjustments		(1)		(3)
Balance at end of period	\$	312	\$	310

Assets under capital leases and financing obligation are presented as gross amounts. Accumulated amortization of assets under capital leases and financing obligation was \$193 million at December 31, 2017 and \$172 million at December 31, 2016 for Consumers.

Depreciation and Amortization : Presented in the following table are further details about CMS Energy's and Consumers' accumulated depreciation and amortization:

December 31	2017		2016	
	<i>In Millions</i>			
CMS Energy, including Consumers				
Utility plant assets	\$	6,439	\$	5,993
Non-utility plant assets		71		63
Consumers				
Utility plant assets	\$	6,439	\$	5,993
Non-utility plant assets		2		1

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Consumers depreciates utility property on an asset-group basis, in which it applies a single MPSC-approved depreciation rate to the gross investment in a particular class of property within the electric and gas segments. Consumers performs depreciation studies periodically to determine appropriate group lives. Presented in the following table are the composite depreciation rates for Consumers' segment properties:

Years Ended December 31	2017	2016	2015
Electric utility property	3.9 %	3.9 %	3.5 %
Gas utility property	2.9	2.9	2.8
Other property	10.0	9.8	8.7

CMS Energy and Consumers record property repairs and minor property replacement as maintenance expense. CMS Energy and Consumers record planned major maintenance activities as operating expense unless the cost represents the acquisition of additional long-lived assets or the replacement of an existing long-lived asset.

Presented in the following table are the components of CMS Energy's and Consumers' depreciation and amortization expense:

Years Ended December 31	2017			2016			2015		
	<i>In Millions</i>								
CMS Energy, including Consumers									
Depreciation expense – plant, property, and equipment	\$	739	\$	687	\$	591			
<i>Amortization expense</i>									
Software		114		96		70			
Other intangible assets		3		3		4			
Securitized regulatory assets		25		25		83			
Other regulatory assets		-		-		2			
Total depreciation and amortization expense	\$	881	\$	811	\$	750			
Consumers									
Depreciation expense – plant, property, and equipment	\$	732	\$	680	\$	586			
<i>Amortization expense</i>									
Software		112		95		69			
Other intangible assets		3		3		4			
Securitized regulatory assets		25		25		83			
Other regulatory assets		-		-		2			
Total depreciation and amortization expense	\$	872	\$	803	\$	744			

Presented in the following table is CMS Energy's and Consumers' estimated amortization expense on intangible assets for each of the next five years:

	<i>In Millions</i>				
	2018	2019	2020	2021	2022
CMS Energy, including Consumers					
Intangible asset amortization expense	\$ 131	\$ 139	\$ 135	\$ 124	\$ 109
Consumers					
Intangible assets amortization expense	\$ 129	\$ 137	\$ 133	\$ 123	\$ 108

Intangible Assets: Included in net plant, property, and equipment are intangible assets. Presented in the following table are details about CMS Energy's and Consumers' intangible assets:

Description	Amortization Life in Years	December 31, 2017		December 31, 2016	
		Gross Cost ¹	Accumulated Amortization	Gross Cost ¹	Accumulated Amortization
		<i>In Millions</i>			
CMS Energy, including Consumers					
Software development	1 - 15	\$ 950	\$ 481	\$ 853	\$ 367
Rights of way	50 - 85	162	50	155	48
Franchises and consents	5 - 30	14	8	15	8
Leasehold improvements	various ²	9	7	7	6
Other intangibles	various	23	15	22	15
Total		\$ 1,158	\$ 561	\$ 1,052	\$ 444
Consumers					
Software development	3 - 15	\$ 937	\$ 475	\$ 845	\$ 363
Rights of way	50 - 85	162	50	155	48
Franchises and consents	5 - 30	14	8	15	8
Leasehold improvements	various ²	9	7	7	6
Other intangibles	various	21	15	21	15
Total		\$ 1,143	\$ 555	\$ 1,043	\$ 440

¹ For the year ended December 31, 2017, Consumers' intangible asset additions were \$100 million and there were no retirements. For the year ended December 31, 2016, Consumers' intangible asset additions were \$141 million and intangible asset retirements were \$23 million.

² Leasehold improvements are amortized over the life of the lease, which may change whenever the lease is renewed or extended.

Jointly Owned Regulated Utility Facilities

Presented in the following table are Consumers' investments in jointly owned regulated utility facilities at December 31, 2017:

Ownership share	<i>In Millions, Except Ownership Share</i>		
	J.H. Campbell Unit 3	Ludington	Other
	93.3 %	51.0 %	various
Utility plant in service	\$ 1,655	\$ 354	\$ 217
Accumulated depreciation	(592)	(151)	(69)
Construction work in progress	30	142	6
Net investment	\$ 1,093	\$ 345	\$ 154

Consumers includes its share of the direct expenses of the jointly owned plants in operating expenses. Consumers shares operation, maintenance, and other expenses of these jointly owned utility facilities in proportion to each participant's undivided ownership interest. Consumers is required to provide only its share of financing for the jointly owned utility facilities.

10: LEASES AND PALISADES FINANCING

CMS Energy and Consumers lease various assets, including railcars, service vehicles, gas pipeline capacity, and buildings. In addition, CMS Energy and Consumers account for a number of their PPAs as capital and operating leases.

Operating leases for coal-carrying railcars have original lease terms ranging from two to 15 years, expiring without extension provisions over the next six years and with extension provisions over the next nine years. These leases contain fair market value extension and buyout provisions. Capital leases for Consumers' vehicle fleet operations have a maximum term of 120 months with some having end-of-lease rental adjustment clauses based on the proceeds received from the sale or disposition of the vehicles, and others having fair market value purchase options.

Consumers has capital leases for gas transportation pipelines to the D.E. Karn generating complex and Zeeland. The capital lease for the gas transportation pipeline into the D.E. Karn generating complex has a term of 15 years with a provision to extend the contract from month to month. The remaining term of the contract was four years at December 31, 2017. The capital lease for the gas transportation pipeline to Zeeland was extended in 2017 for five years pursuant to a renewal provision in the contract, with additional renewal provisions of five to ten years. The remaining terms of Consumers' long-term PPAs accounted for as leases range between one and 15 years. Most of these PPAs contain provisions at the end of the initial contract terms to renew the agreements annually.

Presented in the following table are Consumers' minimum lease expense and contingent rental expense. For each of the years ended December 31, 2017, 2016, and 2015, all of CMS Energy's minimum lease expense and contingent rental expense were attributable to Consumers.

Years Ended December 31	<i>In Millions</i>		
	2017	2016	2015
Consumers			
<i>Minimum operating lease expense</i>			
PPAs	\$ 5	\$ 6	\$ 6
Other agreements	15	14	19
Contingent rental expense ¹	96	82	82

¹ Contingent rental expense is related to capital and operating lease PPAs and is based on delivery of energy and capacity in excess of minimum lease payments.

Consumers is authorized by the MPSC to record operating lease payments as operating expense and recover the total cost from customers.

Presented in the following table are the minimum annual rental commitments under Consumers' non-cancelable leases at December 31, 2017. All of CMS Energy's non-cancelable leases at December 31, 2017 were attributable to Consumers.

	<i>In Millions</i>		
	Capital Leases	Palisades Financing	Operating Leases
Consumers			
2018	\$ 15	\$ 16	\$ 15
2019	15	15	9
2020	12	14	9
2021	12	14	9
2022	8	3	4
2023 and thereafter	21	-	7
Total minimum lease payments	\$ 83	\$ 62	\$ 53
Less imputed interest	25	7	
Present value of net minimum lease payments	\$ 58	\$ 55	
Less current portion	9	13	
Non-current portion	\$ 49	\$ 42	

Palisades Financing

In 2007, Consumers sold Palisades to Entergy and entered into a 15-year PPA to purchase virtually all of the capacity and energy produced by Palisades, up to the annual average capacity of 798 MW. Consumers accounted for this transaction as a financing because of its continuing involvement with Palisades through security provided to Entergy for the PPA obligation and other arrangements. Palisades has therefore remained on Consumers' consolidated balance sheets and Consumers has continued to depreciate it. At the time of the sale, Consumers recorded the sales proceeds as a financing obligation, and has subsequently recorded a portion of the payments under the PPA as interest expense and as a reduction of the financing obligation. Total amortization and interest charges under the financing were \$17 million for the year ended December 31, 2017, \$17 million for the year ended December 31, 2016, and \$18 million for the year ended December 31, 2015. At December 31, 2017, the Palisades asset and financing obligation both had a balance of \$55 million.

In December 2016, Consumers agreed to pay Entergy \$172 million to terminate their PPA in May 2018, contingent upon the MPSC's approval. In September 2017, the MPSC issued an order authorizing Consumers to recover only \$137 million of the \$172 million termination payment. As a result, Consumers and Entergy agreed not to terminate the PPA, which is now expected to continue until April 2022 under its original terms.

11: ASSET RETIREMENT OBLIGATIONS

CMS Energy and Consumers record the fair value of the cost to remove assets at the end of their useful lives, if there is a legal obligation to remove them. If a reasonable estimate of fair value cannot be made in the period in which the ARO is incurred, such as for assets with indeterminate lives, the liability is recognized when a reasonable estimate of fair value can be made. CMS Energy and Consumers have not recorded liabilities for assets that have immaterial cumulative disposal costs, such as substation batteries.

CMS Energy and Consumers calculate the fair value of ARO liabilities using an expected present-value technique that reflects assumptions about costs and inflation, and uses a credit-adjusted risk-free rate to discount the expected cash flows. CMS Energy's ARO liabilities are primarily at Consumers. As a regulated entity, Consumers defers the effects of any changes in assumptions on the fair values of its ARO liabilities, adjusting the associated regulatory assets or liabilities rather than recognizing such effects in earnings.

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Presented below are the categories of assets that CMS Energy and Consumers have legal obligations to remove at the end of their useful lives and for which they have an ARO liability recorded:

Company and ARO Description	In-Service Date	Long-Lived Assets
CMS Energy, including Consumers		
Closure of gas treating plant and gas wells	Various	Gas transmission and storage
Closure of coal ash disposal areas	Various	Generating plants coal ash areas
Gas distribution cut, purge, and cap	Various	Gas distribution mains and services
Asbestos abatement	1973	Electric and gas utility plant
Closure of renewable generation assets	Various	Wind and solar generation facilities
Consumers		
Closure of coal ash disposal areas	Various	Generating plants coal ash areas
Gas distribution cut, purge, and cap	Various	Gas distribution mains and services
Asbestos abatement	1973	Electric and gas utility plant
Closure of renewable generation assets	Various	Wind and solar generation facilities

No assets have been restricted for purposes of settling AROs.

Presented in the following tables are the changes in CMS Energy's and Consumers' ARO liabilities:

Company and ARO Description						<i>In Millions</i>	
	ARO Liability 12/31/2016	Incurred	Settled	Accretion	Cash flow Revisions	ARO Liability 12/31/2017	
CMS Energy, including Consumers							
Consumers	\$ 446	\$ 5	\$ (45)	\$ 23	\$ -	\$ 429	
Gas treating plant and gas wells	1	-	-	-	-	1	
Total CMS Energy	\$ 447	\$ 5	\$ (45)	\$ 23	\$ -	\$ 430	
Consumers							
Coal ash disposal areas	\$ 201	\$ -	\$ (18)	\$ 8	\$ -	\$ 191	
Gas distribution cut, purge, and cap	182	3	(11)	12	-	186	
Asbestos abatement	56	-	(16)	2	-	42	
Renewable generation assets	7	2	-	1	-	10	
Total Consumers	\$ 446	\$ 5	\$ (45)	\$ 23	\$ -	\$ 429	

Company and ARO Description						<i>In Millions</i>	
	ARO Liability 12/31/2015	Incurred	Settled	Accretion	Cash flow Revisions	ARO Liability 12/31/2016	
CMS Energy, including Consumers							
Consumers	\$ 438	\$ 3	\$ (18)	\$ 23	\$ -	\$ 446	
Gas treating plant and gas wells	1	-	-	-	-	1	
Total CMS Energy	\$ 439	\$ 3	\$ (18)	\$ 23	\$ -	\$ 447	
Consumers							
Coal ash disposal areas	\$ 200	\$ -	\$ (8)	\$ 9	\$ -	\$ 201	
Gas distribution cut, purge, and cap	178	2	(9)	11	-	182	
Asbestos abatement	54	-	(1)	3	-	56	
Renewable generation assets	6	1	-	-	-	7	
Total Consumers	\$ 438	\$ 3	\$ (18)	\$ 23	\$ -	\$ 446	

12: RETIREMENT BENEFITS

Benefit Plans: CMS Energy and Consumers provide pension, OPEB, and other retirement benefits to employees under a number of different plans. These plans include:

- non-contributory, qualified DB Pension Plans (closed to new non-union participants as of July 1, 2003 and closed to new union participants as of September 1, 2005)
- a non-contributory, qualified DCCP for employees hired on or after July 1, 2003
- benefits to certain management employees under a non-contributory, nonqualified DB SERP (closed to new participants as of March 31, 2006)
- a non-contributory, nonqualified DC SERP for certain management employees hired or promoted on or after April 1, 2006
- a contributory, qualified defined contribution 401(k) plan
- health care and life insurance benefits under an OPEB Plan

DB Pension Plans: Participants in the pension plans include present and former employees of CMS Energy and Consumers, including certain present and former affiliates and subsidiaries. Pension plan trust assets are not distinguishable by company. Effective December 31, 2017, CMS Energy's and Consumers' then-existing pension plan was amended to include only retired and former employees already covered; this amended plan is referred to as DB Pension Plan B. Also effective December 31, 2017, active employees were moved to a newly created pension plan, referred to as DB Pension Plan A, whose benefits mirror those provided under DB Pension Plan B. Maintaining separate plans for the two groups will allow CMS Energy and Consumers to employ a more targeted investment strategy and will provide additional opportunities to mitigate risk and volatility.

DCCP: CMS Energy and Consumers provide an employer contribution to the DCCP 401(k) plan for employees hired on or after July 1, 2003. The contribution ranges from five to seven percent of base pay, depending on years of service. Employees are not required to contribute in order to receive the plan's employer contribution. DCCP expense for CMS Energy, including Consumers, was \$23 million for the year ended December 31, 2017, \$20 million for the year ended December 31, 2016, and \$16 million for the year ended December 31, 2015. DCCP expense for Consumers was \$22 million for the year ended December 31, 2017, \$19 million for the year ended December 31, 2016, and \$16 million for the year ended December 31, 2015.

DB SERP: The DB SERP is a nonqualified plan as defined by the Internal Revenue Code. DB SERP benefits are paid from a rabbi trust established in 1988. The trust assets are not considered plan assets under ASC 715. DB SERP rabbi trust earnings are taxable. Presented in the following table are the fair values of trust assets, ABO, and contributions for CMS Energy's and Consumers' DB SERP:

Years Ended December 31	<i>In Millions</i>	
	2017	2016
CMS Energy, including Consumers		
Trust assets	\$ 146	\$ 144
ABO	149	143
Contributions	7	-
Consumers		
Trust assets	\$ 106	\$ 104
ABO	107	101
Contributions	6	-

DC SERP: On April 1, 2006, CMS Energy and Consumers implemented a DC SERP and froze further new participation in the DB SERP. The DC SERP provides participants benefits ranging from 5 percent to 15 percent of total compensation. The DC SERP requires a minimum of five years of participation before vesting. CMS Energy's and Consumers' contributions to the plan, if any, are placed in a grantor trust. For CMS Energy and Consumers, trust assets were \$5 million at December 31, 2017 and \$3 million at December 31, 2016. DC SERP assets are included in other non-current assets on CMS Energy's and Consumers' consolidated balance sheets. CMS Energy's and Consumers' DC SERP expense was \$1 million for the year ended December 31, 2017 and less than \$1 million for each of the years ended December 31, 2016 and 2015.

401(k) Plan: The 401(k) plan employer match equals 100 percent of eligible contributions up to the first three percent of an employee's wages and 50 percent of eligible contributions up to the next two percent of an employee's wages. The total 401(k) plan cost for CMS Energy, including Consumers, was \$26 million for the year ended December 31, 2017, \$24 million for the year ended December 31, 2016, and \$ 19 million for the year ended December 31, 2015. The total 401(k) plan cost for Consumers was \$25 million for the year ended December 31, 2017, \$23 million for the year ended December 31, 2016, and \$19 million for the year ended December 31, 2015.

OPEB Plan: Participants in the OPEB Plan include all regular full-time employees covered by the employee health care plan on the day before retirement from either CMS Energy or Consumers at age 55 or older with at least ten full years of applicable continuous service. Regular full-time employees who qualify for disability retirement under the DB Pension Plans or are disabled and covered by the DCCP and who have 15 years of applicable continuous service may also participate in the OPEB Plan. Retiree health care costs were based on the assumption that costs would increase 7.50 percent in 2018 and 7.00 percent in 2017 for those under 65 and would increase 8.00 percent in 2018 and 7.75 percent in 2017 for those over 65. The rate of increase was assumed to decline to 4.75 percent by 2027 and thereafter for all retirees.

In November 2017, CMS Energy and Consumers approved certain amendments to the OPEB Plan. Under these amendments, effective January 1, 2019, certain Medicare-eligible retirees will purchase health care plans from private Medicare exchanges. CMS Energy and Consumers performed a remeasurement of the OPEB Plan as of October 31, 2017, resulting in a significant reduction in the benefit obligation.

The assumptions used in the health care cost-trend rate affect service, interest, and PBO costs. Presented in the following table are the effects of a one-percentage-point change in the health care cost-trend assumption:

	<i>In Millions</i>	
Year Ended December 31, 2017	One Percentage Point Increase	One Percentage Point Decrease
CMS Energy, including Consumers		
Effect on total service and interest cost component	\$ 2	\$ (2)
Effect on PBO	32	(28)
Consumers		
Effect on total service and interest cost component	\$ 2	\$ (2)
Effect on PBO	30	(27)

Assumptions: Presented in the following table are the weighted-average assumptions used in CMS Energy’s and Consumers’ retirement benefits plans to determine benefit obligations and net periodic benefit cost:

December 31	2017	2016	2015
CMS Energy, including Consumers			
<i>Weighted average for benefit obligations ¹</i>			
<i>Discount rate ²</i>			
DB Pension Plan A ³	3.78 %		
DB Pension Plan B ³	3.64		
DB SERP	3.65	4.16 %	4.43 %
OPEB Plan	3.74	4.49	4.70
<i>Rate of compensation increase</i>			
DB Pension Plan A ³	3.50		
DB SERP	5.50	5.50	5.50
<i>Weighted average for net periodic benefit cost ¹</i>			
<i>Service cost discount rate ^{2,4}</i>			
DB Pension Plans	4.53	4.79	4.10
DB SERP	4.51	4.87	4.10
OPEB Plan	4.89	4.75	4.30
<i>Interest cost discount rate ^{2,4}</i>			
DB Pension Plans	3.56	3.66	4.10
DB SERP	3.51	3.64	4.10
OPEB Plan	3.79	3.89	4.30
<i>Expected long-term rate of return on plan assets ⁵</i>			
DB Pension Plans	7.25	7.25	7.50
OPEB Plan	7.25	7.25	7.25
<i>Rate of compensation increase</i>			
DB Pension Plans	3.60	3.00	3.00
DB SERP	5.50	5.50	5.50

¹ The mortality assumption for benefit obligations was based on the RP-2014 mortality table, with projection scales MP-2017 for 2017, MP-2016 for 2016, and MP-2015 for 2015. The mortality assumption for net periodic benefit cost for 2017, 2016, and 2015 was based on the RP-2014 mortality table, with projection scales MP-2016 for 2017, MP-2015 for 2016, and MP-2014 for 2015.

² The discount rate reflects the rate at which benefits could be effectively settled and is equal to the equivalent single rate resulting from a yield-curve analysis. This analysis incorporated the projected benefit payments specific to CMS Energy’s and Consumers’ DB Pension Plans and OPEB Plan and the yields on high-quality corporate bonds rated Aa or better.

³ Effective December 31, 2017, CMS Energy’s and Consumers’ existing defined benefit pension plan was amended to include only retired or inactive employees; this amended plan is referred to as DB Pension Plan B. Active employees were moved to a newly created pension plan, referred to as DB Pension Plan A. The discount rate used to measure the existing plan was 4.30 percent at December 31, 2016 and 4.52 percent at December 31, 2015. The weighted-average rate of compensation increase used to measure the existing plan was 3.60 percent at December 31, 2016 and 3.00 percent at December 31, 2015.

⁴ In January 2016, CMS Energy and Consumers changed the method they use to determine the discount rate used to calculate the service cost and interest cost components of net periodic benefit costs for the DB Pension and OPEB Plans. Historically, the discount rate used for this purpose represented a single weighted-average rate derived from the yield curve used to determine the benefit obligation. CMS Energy and Consumers have elected to use instead a full-yield-curve approach in the estimation of service cost and interest cost; this approach is more accurate in that it applies individual spot rates along the yield curve to future projected benefit payments based on the time of payment.

⁵ CMS Energy and Consumers determined the long-term rate of return using historical market returns, the present and expected future economic environment, the capital market principles of risk and return, and the expert opinions of individuals and firms with financial market knowledge. CMS Energy and Consumers considered the asset allocation of the portfolio in forecasting the future expected total return of the portfolio. The goal was to determine a long-term rate of return that could be incorporated into the planning of future cash flow requirements in conjunction with the change in the liability. Annually, CMS Energy and Consumers review for reasonableness and appropriateness the forecasted returns for various classes of assets used to construct an expected return model. CMS Energy's and Consumers' expected long-term rate of return on the assets of the DB Pension Plans was 7.25 percent in 2017. The actual return (loss) on the assets of the DB Pension Plans was 18.0 percent in 2017, 8.0 percent in 2016, and (2.0) percent in 2015.

Costs: Presented in the following table are the costs (credits) and other changes in plan assets and benefit obligations incurred in CMS Energy's and Consumers' retirement benefits plans:

Years Ended December 31	<i>In Millions</i>					
	DB Pension Plans and DB SERP			OPEB Plan		
	2017	2016	2015	2017	2016	2015
CMS Energy, including Consumers						
<i>Net periodic cost (credit)</i>						
Service cost	\$ 45	\$ 42	\$ 50	\$ 19	\$ 18	\$ 25
Interest cost	93	90	108	51	46	58
Expected return on plan assets	(153)	(147)	(138)	(90)	(85)	(91)
<i>Amortization of:</i>						
Net loss	82	71	97	29	21	21
Prior service cost (credit)	5	4	1	(40)	(41)	(41)
Net periodic cost (credit)	\$ 72	\$ 60	\$ 118	\$ (31)	\$ (41)	\$ (28)
Consumers						
<i>Net periodic cost (credit)</i>						
Service cost	\$ 44	\$ 41	\$ 49	\$ 19	\$ 17	\$ 25
Interest cost	90	87	103	49	45	56
Expected return on plan assets	(149)	(143)	(134)	(84)	(80)	(86)
<i>Amortization of:</i>						
Net loss	79	68	93	29	22	22
Prior service cost (credit)	4	4	1	(39)	(40)	(40)
Net periodic cost (credit)	\$ 68	\$ 57	\$ 112	\$ (26)	\$ (36)	\$ (23)

Presented in the following table are the estimated net loss and prior service cost (credit) that will be amortized into net periodic benefit cost in 2018 from or to the associated regulatory asset (liability) and AOCI:

	<i>In Millions</i>	
	DB Pension Plans	OPEB Plan
CMS Energy, including Consumers		
Regulatory asset (liability)	\$ 75	\$ (49)
AOCI	2	(2)
Consumers		
Regulatory asset (liability)	\$ 75	\$ (49)

CMS Energy and Consumers amortize net gains and losses in excess of ten percent of the greater of the PBO or the MRV over the average remaining service period for DB Pension Plan A and the OPEB Plan and, beginning in 2018, over average remaining life expectancy of participants for DB Pension Plan B. The estimated period of amortization of gains and losses for CMS Energy and Consumers was nine years for DB Pension Plan A and 20 years for DB Pension Plan B for the year ended December 31, 2017. The estimated period of amortization of gains and losses for CMS Energy and Consumers was ten years for the DB Pension Plans for the years ended December 31, 2016 and 2015. For the OPEB Plan, the estimated amortization period was 11 years for the years ended December 31, 2017 and 2016 and 13 years for the year ended December 31, 2015.

Prior service cost (credit) amortization is established in the year in which the prior service cost (credit) first occurred, and is based on the same amortization period for all future years until the prior service cost (credit) is fully amortized. CMS Energy and Consumers had new prior service credits for OPEB in 2017 and 2015 and a new prior service cost for the DB Pension Plans in 2015. The estimated period of amortization of these new prior service costs (credits) for CMS Energy and Consumers is ten years.

CMS Energy and Consumers determine the MRV for the assets of the DB Pension Plans as the fair value of plan assets on the measurement date, adjusted by the gains or losses that will not be admitted into the MRV until future years. CMS Energy and Consumers reflect each year's gain or loss in the MRV in equal amounts over a five-year period beginning on the date the original amount was determined. CMS Energy and Consumers determine the MRV for OPEB Plan assets as the fair value of assets on the measurement date.

Reconciliations: Presented in the following table are reconciliations of the funded status of CMS Energy's and Consumers' retirement benefits plans with their retirement benefits plans' liabilities:

Years Ended December 31	<i>In Millions</i>					
	DB Pension Plans		DB SERP		OPEB Plan	
	2017	2016	2017	2016	2017	2016
CMS Energy, including Consumers						
Benefit obligation at beginning of period	\$ 2,562	\$ 2,403	\$ 151	\$ 150	\$ 1,408	\$ 1,227
Service cost	45	42	-	-	19	18
Interest cost	88	85	5	5	51	46
Plan amendments	-	-	-	-	(309)	-
Actuarial (gain) loss	241 ¹	196 ¹	7	4	(24) ¹	171 ¹
Benefits paid	(156)	(164)	(9)	(8)	(48)	(54)
Benefit obligation at end of period	\$ 2,780	\$ 2,562	\$ 154	\$ 151	\$ 1,097	\$ 1,408
Plan assets at fair value at beginning of period	\$ 2,101	\$ 2,013	\$ -	\$ -	\$ 1,264	\$ 1,208
Actual return on plan assets	360	152	-	-	203	109
Company contribution	-	100	9	8	-	-
Actual benefits paid	(156)	(164)	(9)	(8)	(47)	(53)
Plan assets at fair value at end of period	\$ 2,305	\$ 2,101	\$ -	\$ -	\$ 1,420	\$ 1,264
Funded status	\$ (475) ²	\$ (461) ²	\$ (154)	\$ (151)	\$ 323	\$ (144)
Consumers						
Benefit obligation at beginning of period			\$ 109	\$ 106	\$ 1,365	\$ 1,188
Service cost			-	-	19	17
Interest cost			4	4	49	45
Plan amendments			-	-	(303)	-
Actuarial (gain) loss			5	4	(31) ¹	167 ¹
Benefits paid			(6)	(5)	(46)	(52)
Benefit obligation at end of period			\$ 112	\$ 109	\$ 1,053	\$ 1,365
Plan assets at fair value at beginning of period			\$ -	\$ -	\$ 1,184	\$ 1,133
Actual return on plan assets			-	-	190	103
Company contribution			6	5	-	-
Actual benefits paid			(6)	(5)	(45)	(52)
Plan assets at fair value at end of period			\$ -	\$ -	\$ 1,329	\$ 1,184
Funded status			\$ (112)	\$ (109)	\$ 276	\$ (181)

¹ The actuarial loss for 2017 for the DB Pension Plans was primarily the result of lowering the discount rates. The actuarial gain for 2017 for the OPEB Plan was primarily the result of better claim experience in calculating the plan's funded status. The actuarial loss for 2016 was primarily the result of claims, experience, and lowering the discount rates used in calculating the plans' funded status.

² At December 31, 2017, \$455 million of the total funded status of the DB Pension Plans was attributable to Consumers, based on an allocation of expenses. At December 31, 2016, \$441 million of the total funded status of the DB Pension Plans was attributable to Consumers, based on an allocation of expenses.

Presented in the following table is the classification of CMS Energy's and Consumers' retirement benefit plans' assets and liabilities:

	<i>In Millions</i>	
December 31	2017	2016
CMS Energy, including Consumers		
<i>Non-current assets</i>		
DB Pension Plans	\$ 143	\$ -
OPEB Plan	323	-
<i>Current liabilities</i>		
DB SERP	9	8
<i>Non-current liabilities</i>		
DB Pension Plans	618	461
DB SERP	145	143
OPEB Plan	-	144
Consumers		
<i>Non-current assets</i>		
DB Pension Plans	\$ 147	\$ -
OPEB Plan	276	-
<i>Current liabilities</i>		
DB SERP	7	5
<i>Non-current liabilities</i>		
DB Pension Plans	602	441
DB SERP	105	104
OPEB Plan	-	181

The ABO for the DB Pension Plans was \$2.4 billion at December 31, 2017 and \$2.3 billion at December 31, 2016. Presented in the following table is information related to the defined benefit pension plan for which the PBO and the ABO exceed plan assets:

	<i>In Millions</i>	
December 31	2017	2016
CMS Energy, including Consumers		
PBO	\$ 1,511	\$ 2,562
ABO	1,164	2,250
Fair value of plan assets	893	2,101

Items Not Yet Recognized as a Component of Net Periodic Benefit Cost: Presented in the following table are the amounts recognized in regulatory assets, regulatory liabilities, and AOCI that have not been recognized as components of net periodic benefit cost. For additional details on regulatory assets and liabilities, see Note 3, Regulatory Matters.

	<i>In Millions</i>			
	DB Pension Plans and DB SERP		OPEB Plan	
Years Ended December 31	2017	2016	2017	2016
CMS Energy, including Consumers				
<i>Regulatory assets (liabilities)</i>				
Net loss	\$ 1,017	\$ 1,062	\$ 316	\$ 483
Prior service cost (credit)	11	15	(451)	(187)
Regulatory assets (liabilities)	\$ 1,028	\$ 1,077	\$ (135)	\$ 296
<i>AOCI</i>				
Net loss (gain)	97	93	(6)	(8)
Prior service cost (credit)	1	1	(12)	(6)
Total amounts recognized in regulatory assets (liabilities) and AOCI	\$ 1,126	\$ 1,171	\$ (153)	\$ 282
Consumers				
<i>Regulatory assets (liabilities)</i>				
Net loss	\$ 1,017	\$ 1,062	\$ 316	\$ 483
Prior service cost (credit)	11	15	(451)	(187)
Regulatory assets (liabilities)	\$ 1,028	\$ 1,077	\$ (135)	\$ 296
<i>AOCI</i>				
Net loss	36	33	-	-
Total amounts recognized in regulatory assets (liabilities) and AOCI	\$ 1,064	\$ 1,110	\$ (135)	\$ 296

Plan Assets: Presented in the following tables are the fair values of the assets of CMS Energy’s DB Pension Plans and OPEB Plan, by asset category and by level within the fair value hierarchy. For additional details regarding the fair value hierarchy, see Note 6, Fair Value Measurements.

In Millions

	DB Pension Plans					
	December 31, 2017			December 31, 2016		
	Total	Level 1	Level 2	Total	Level 1	Level 2
CMS Energy, including Consumers						
Cash and short-term investments	\$ 21	\$ 21	\$ -	\$ 110	\$ 110	\$ -
U.S. government and agencies securities	4	-	4	1	-	1
Corporate debt	336	-	336	266	-	266
State and municipal bonds	9	-	9	9	-	9
Foreign corporate bonds	31	-	31	25	-	25
Mutual funds	662	662	-	571	571	-
	\$ 1,063	\$ 683	\$ 380	\$ 982	\$ 681	\$ 301
Pooled funds	1,242			1,119		
Total	\$ 2,305			\$ 2,101		

In Millions

	OPEB Plan					
	December 31, 2017			December 31, 2016		
	Total	Level 1	Level 2	Total	Level 1	Level 2
CMS Energy, including Consumers						
Cash and short-term investments	\$ 16	\$ 16	\$ -	\$ 39	\$ 39	\$ -
U.S. government and agencies securities	1	-	1	-	-	-
Corporate debt	50	-	50	38	-	38
State and municipal bonds	1	-	1	1	-	1
Foreign corporate bonds	4	-	4	4	-	4
Common stocks	40	40	-	44	44	-
Mutual funds	647	647	-	563	563	-
	\$ 759	\$ 703	\$ 56	\$ 689	\$ 646	\$ 43
Pooled funds	661			575		
Total	\$ 1,420			\$ 1,264		

Cash and Short-Term Investments: Cash and short-term investments consist of money market funds with daily liquidity.

U.S. Government and Agencies Securities: U.S. government and agencies securities consist of U.S. Treasury notes and other debt securities backed by the U.S. government and related agencies. These securities are valued based on quoted market prices.

Corporate Debt: Corporate debt investments consist of investment grade bonds of U.S. issuers from diverse industries. These securities are valued based on quoted market prices, when available, or yields available on comparable securities of issuers with similar credit ratings.

State and Municipal Bonds: State and municipal bonds are valued using a matrix-pricing model that incorporates Level 2 market-based information. The fair value of the bonds is derived from various observable inputs, including benchmark yields, reported securities trades, broker/dealer quotes, bond

ratings, and general information on market movements for investment grade state and municipal securities normally considered by market participants when pricing such debt securities.

Foreign Corporate Bonds: Foreign corporate debt securities are valued based on quoted market prices, when available, or on yields available on comparable securities of issuers with similar credit ratings.

Common Stocks: Common stocks in the OPEB Plan consist of equity securities with low transaction costs that are actively managed and tracked by the S&P 500 Index. These securities are valued at their quoted closing prices.

Mutual Funds: Mutual funds represent shares in registered investment companies that are priced based on the daily quoted net asset values that are publicly available and are the basis for transactions to buy or sell shares in the funds.

Pooled Funds: Pooled funds include both common and collective trust funds as well as special funds that contain only employee benefit plan assets from two or more unrelated benefit plans. These funds primarily consist of U.S. and foreign equity securities, but also include U.S. and foreign fixed-income securities and alternative investments. Since these investments are valued at their net asset value as a practical expedient, they are not classified in the fair value hierarchy.

Asset Allocations: Presented in the following table are the investment components of the assets of CMS Energy's DB Pension Plans and OPEB Plan as of December 31, 2017:

	DB Pension Plans	OPEB Plan
Equity securities	55 %	52 %
Fixed-income securities	30	25
Alternative-strategy investments	15	23
	100 %	100 %

CMS Energy's target asset allocation for the assets of the DB Pension Plans is 53 percent equity, 41 percent fixed income, and 6 percent alternative-strategy investments. This target asset allocation is expected to continue to maximize the long-term return on plan assets, while maintaining a prudent level of risk. The level of acceptable risk is a function of the liabilities of the plan. Equity investments are diversified mostly across the S&P 500 Index, with lesser allocations to the S&P MidCap and SmallCap Indexes and Foreign Equity Funds. Fixed-income investments are diversified across investment grade instruments of government and corporate issuers as well as high-yield and global bond funds. Alternative strategies are diversified across absolute return investment approaches and global tactical asset allocation. CMS Energy uses annual liability measurements, quarterly portfolio reviews, and periodic asset/liability studies to evaluate the need for adjustments to the portfolio allocation.

CMS Energy established union and non-union VEBA trusts to fund future retiree health and life insurance benefits. These trusts are funded through the ratemaking process for Consumers and through direct contributions from the non-utility subsidiaries. CMS Energy's target asset allocation for the health trusts is 50 percent equity, 30 percent fixed income, and 20 percent alternative-strategy investments. CMS Energy's target asset allocation for the life trusts is 42 percent equity, 28 percent fixed income, and 30 percent alternative-strategy investments. These target allocations are expected to continue to maximize the long-term return on plan assets, while maintaining a prudent level of risk. The level of acceptable risk is a function of the liabilities of the plans. Equity investments are diversified mostly across the S&P 500 Index, with lesser allocations to the S&P SmallCap Index and Foreign Equity Funds. Fixed-income investments are diversified across investment grade instruments of government and corporate issuers. Alternative strategies are diversified across absolute return investment approaches and global tactical asset allocation. CMS Energy uses annual liability measurements, quarterly portfolio reviews, and periodic asset/liability studies to evaluate the need for adjustments to the portfolio allocation.

Contributions: Presented in the following table are the contributions to CMS Energy’s and Consumers’ OPEB Plan and DB Pension Plans:

Years Ended December 31	<i>In Millions</i>	
	2017	2016
CMS Energy, including Consumers		
OPEB Plan	\$ -	\$ -
DB Pension Plans	-	100
Consumers		
OPEB Plan	\$ -	\$ -
DB Pension Plans	-	93

Contributions comprise required amounts and discretionary contributions. Neither CMS Energy nor Consumers plans to contribute to the OPEB Plan or DB Pension Plans in 2018. Actual future contributions will depend on future investment performance, discount rates, and various factors related to the participants of the DB Pension Plans and OPEB Plan. CMS Energy and Consumers will, at a minimum, contribute to the plans as needed to comply with federal funding requirements.

Benefit Payments: Presented in the following table are the expected benefit payments for each of the next five years and the five-year period thereafter:

	<i>In Millions</i>		
	DB Pension Plans	DB SERP	OPEB Plan
CMS Energy, including Consumers			
2018	\$ 157	\$ 10	\$ 56
2019	163	10	58
2020	168	10	60
2021	169	10	62
2022	170	10	62
2023-2027	457	47	312
Consumers			
2018	\$ 153	\$ 7	\$ 54
2019	159	7	55
2020	163	7	57
2021	164	7	59
2022	166	7	60
2023-2027	457	32	298

Collective Bargaining Agreements: At December 31, 2017, unions represented 38 percent of CMS Energy’s employees and 40 percent of Consumers’ employees. The UWUA represents Consumers’ operating, maintenance, construction, and call center employees. The USW represents Zeeland employees. Union contracts expire in 2020.

13: STOCK-BASED COMPENSATION

CMS Energy and Consumers provide a PISP to officers, employees, and non-employee directors based on their contributions to the successful management of the company. The PISP has a ten-year term, expiring in May 2024.

In 2017, all awards were in the form of restricted stock or restricted stock units. The PISP also allows for unrestricted common stock, stock options, stock appreciation rights, phantom shares, performance units, and incentive options, none of which was granted in 2017, 2016, or 2015.

Shares awarded or subject to stock options, phantom shares, or performance units may not exceed 6.5 million shares from June 2014 through May 2024, nor may such awards to any recipient exceed 500,000 shares in any calendar year. CMS Energy and Consumers may issue awards of up to 4,342,829 shares of common stock under the PISP as of December 31, 2017. Shares for which payment or exercise is in cash, as well as shares that expire, terminate, or are canceled or forfeited, may be awarded or granted again under the PISP.

All awards under the PISP vest fully upon death. Upon a change of control of CMS Energy or termination under an officer separation agreement, the awards will vest in accordance with specific officer agreements. If stated in the award, for restricted stock recipients who terminate employment due to retirement or disability, a pro-rata portion of the award will vest upon termination, with any market-based award also contingent upon the outcome of the market condition and any performance-based award contingent upon the outcome of the performance condition. The pro-rata portion is equal to the portion of the service period served between the award grant date and the employee's termination date. The remaining portion of the awards will be forfeited. All awards for directors vest fully upon retirement. Restricted shares may be forfeited if employment terminates for any other reason or if the minimum service requirements are not met, as described in the award document.

Restricted Stock Awards: Restricted stock awards for employees under the PISP are in the form of performance-based, market-based, and time-lapse restricted stock. Award recipients receive shares of CMS Energy common stock that have dividend and voting rights. The dividends on time-lapse restricted stock are paid in cash or in CMS Energy common stock. The dividends on performance-based and market-based restricted stock are paid in restricted shares equal to the value of the dividends. These additional restricted shares are subject to the same vesting conditions as the underlying restricted stock shares.

Performance-based restricted stock vesting is contingent on meeting at least a 36-month service requirement and a performance condition. The performance condition is based on an adjusted measure of CMS Energy's EPS growth relative to a peer group over a three-year period. The awards granted in 2017, 2016, and 2015 require a 38-month service period. Market-based restricted stock vesting is generally contingent on meeting a three-year service requirement and a market condition. The market condition is based on a comparison of CMS Energy's total shareholder return with the median total shareholder return of a peer group over the same three-year period. Depending on the outcome of the performance condition or the market condition, a recipient may earn a total award ranging from zero to 200 percent of the initial grant. Time-lapse restricted stock generally vests after a service period of three years.

Restricted Stock Units: In 2017, 2016, and 2015, CMS Energy and Consumers granted restricted stock units to certain non-employee directors who elected to defer their restricted stock awards. The restricted stock units generally vest after a service period of one year or, if earlier, at the next annual meeting. The restricted stock units will be distributed to the recipients as shares in accordance with the directors' deferral agreements. Restricted stock units do not have voting rights, but do have dividend rights. In lieu of cash dividend payments, the dividends on restricted stock units are paid in additional units equal to the value of the dividends. These additional restricted stock units are subject to the same vesting and distribution conditions as the underlying restricted stock units. No restricted stock units were forfeited during 2017.

Presented in the following tables is the activity for restricted stock and restricted stock units under the PISP:

Year Ended December 31, 2017	CMS Energy, including Consumers		Consumers	
	Number of Shares	Weighted-Average Grant Date Fair Value per Share	Number of Shares	Weighted-Average Grant Date Fair Value per Share
Nonvested at beginning of period	1,387,597	\$ 32.44	1,328,631	\$ 32.41
<i>Granted</i>				
Restricted stock	722,215	28.61	691,052	28.67
Restricted stock units	12,388	41.98	11,970	41.97
<i>Vested</i>				
Restricted stock	(819,795)	19.53	(787,039)	19.56
Restricted stock units	(15,638)	38.37	(15,199)	38.37
Forfeited – restricted stock	(93,501)	39.19	(84,293)	39.19
Nonvested at end of period	1,193,266	\$ 38.48	1,145,122	\$ 38.50

Year Ended December 31, 2017	CMS Energy, including Consumers	
	Consumers	Consumers
<i>Granted</i>		
Time-lapse awards	164,640	159,260
Market-based awards	157,064	149,870
Performance-based awards	157,064	149,870
Restricted stock units	11,444	11,055
Dividends on market-based awards	24,137	22,976
Dividends on performance-based awards	22,894	21,791
Dividends on restricted stock units	944	915
Additional market-based shares based on achievement of condition	113,079	107,823
Additional performance-based shares based on achievement of condition	83,337	79,462
Total granted	734,603	703,022

CMS Energy and Consumers charge the fair value of the restricted stock awards to expense over the required service period and charge the fair value of the restricted stock units to expense immediately. For performance-based awards, CMS Energy and Consumers estimate the number of shares expected to vest at the end of the performance period based on the probable achievement of the performance objective. Performance-based and market-based restricted stock awards have graded vesting features for retirement-eligible employees, and CMS Energy and Consumers recognize expense for those awards on a graded vesting schedule over the required service period. Expense for performance-based and market-based restricted stock awards for non-retirement-eligible employees and time-lapse awards is recognized on a straight-line basis over the required service period.

The fair value of performance-based and time-lapse restricted stock and restricted stock units is based on the price of CMS Energy's common stock on the grant date. The fair value of market-based restricted stock awards is calculated on the grant date using a Monte Carlo simulation. CMS Energy and Consumers base expected volatilities on the historical volatility of the price of CMS Energy common stock. The risk-free rate for valuation of the market-based restricted stock awards was based on the three-year U.S. Treasury yield at the award grant date.

Presented in the following table are the most important assumptions used to estimate the fair value of the market-based restricted stock awards:

Years Ended December 31	2017	2016	2015
Expected volatility	18.0 %	16.7 %	14.1 %
Expected dividend yield	3.0	3.2	3.3
Risk-free rate	1.5	1.0	0.8

Presented in the following table is the weighted-average grant-date fair value of all awards under the PISP:

Years Ended December 31	2017	2016	2015
CMS Energy, including Consumers			
<i>Weighted-average grant-date fair value per share</i>			
Restricted stock granted	\$ 28.61	\$ 31.74	\$ 36.84
Restricted stock units granted	41.98	39.12	34.25
Consumers			
<i>Weighted-average grant-date fair value per share</i>			
Restricted stock granted	\$ 28.67	\$ 31.77	\$ 36.83
Restricted stock units granted	41.97	39.12	34.25

Presented in the following table are amounts related to restricted stock awards and restricted stock units:

Years Ended December 31	2017	2016	2015
<i>In Millions</i>			
CMS Energy, including Consumers			
Fair value of shares that vested during the year	\$ 37	\$ 31	\$ 29
Compensation expense recognized	17	16	20
Income tax benefit recognized	7	7	8
Consumers			
Fair value of shares that vested during the year	\$ 35	\$ 30	\$ 28
Compensation expense recognized	16	16	19
Income tax benefit recognized	7	6	7

At December 31, 2017, \$18 million of total unrecognized compensation cost was related to restricted stock for CMS Energy, including Consumers, and \$17 million of total unrecognized compensation cost was related to restricted stock for Consumers. CMS Energy and Consumers expect to recognize this cost over a weighted-average period of two years.

14: INCOME TAXES

CMS Energy and its subsidiaries file a consolidated U.S. federal income tax return as well as a Michigan Corporate Income Tax return for the unitary business group and various other state unitary group combined income tax returns. Income taxes are allocated based on each company's separate taxable income in accordance with the CMS Energy tax sharing agreement.

In December 2017, President Trump signed the TCJA, which changed existing federal tax law and included numerous provisions that affect businesses. Provisions significantly impacting CMS Energy and Consumers include:

- Reduction of the corporate income tax rate from 35 percent to 21 percent
- Repeal of the alternative minimum tax along with a provision requiring companies to recover alternative minimum tax credit carryforwards over the next four years

- Limitation on the use of net operating loss carryforwards arising after December 31, 2017 to 80 percent of a company's taxable income with an indefinite carryforward
- A provision allowing companies to expense 100 percent of the cost of certain property when placed in service
- Limitation on the deduction for net interest expense to 30 percent of adjusted taxable income
- A requirement to use a normalization method of accounting for excess tax reserves associated with public utility property

As a rate-regulated utility, Consumers is excluded from certain provisions of the TCJA, including those allowing companies to expense 100 percent of the cost of certain property acquired after September 27, 2017 and limiting the amount companies may deduct for net interest expense.

Substantially all of the tax law changes enacted by the TCJA are effective for taxable years beginning after December 31, 2017. Under GAAP (ASC 740), however, companies must recognize the effects of a tax law change in the period of enactment. The staff of the SEC issued guidance in Staff Accounting Bulletin No. 118 that clarifies accounting for income taxes under ASC 740 if information is not yet available or complete and provides for up to a one-year period in which to complete the required analyses and accounting for the impacts of the TCJA. CMS Energy and Consumers have made reasonable estimates in measuring and accounting for the effects of the TCJA, which have been reflected in the December 31, 2017 financial statements. Given expected changes to U.S. Treasury regulations, interpretations of the TCJA by the U.S. Treasury, interpretations of the application of ASC 740, and the companies' analysis of their historical records, these estimates could change.

Presented in the following table is the difference between actual income tax expense on continuing operations and income tax expense computed by applying the statutory U.S. federal income tax rate:

Years Ended December 31	<i>In Millions, Except Tax Rate</i>		
	2017	2016	2015
CMS Energy, including Consumers			
Income from continuing operations before income taxes	\$ 886	\$ 826	\$ 796
Income tax expense at statutory rate	310	289	279
<i>Increase (decrease) in income taxes from:</i>			
Impact of the TCJA	148	-	-
State and local income taxes, net of federal effect ¹	26	37	39
Accelerated flow-through of regulatory tax benefits ²	(39)	(39)	(39)
Employee share-based awards	(6)	(7)	-
Other, net	(15)	(7)	(8)
Income tax expense	\$ 424	\$ 273	\$ 271
Effective tax rate	47.9 %	33.1 %	34.0 %
Consumers			
Income from continuing operations before income taxes	\$ 971	\$ 936	\$ 896
Income tax expense at statutory rate	340	328	314
<i>Increase (decrease) in income taxes from:</i>			
Impact of the TCJA	33	-	-
State and local income taxes, net of federal effect ¹	30	44	42
Accelerated flow-through of regulatory tax benefits ²	(39)	(39)	(39)
Employee share-based awards	(6)	(6)	-
Other, net	(19)	(7)	(15)
Income tax expense	\$ 339	\$ 320	\$ 302
Effective tax rate	34.9 %	34.2 %	33.7 %

- 1 In September 2017, CMS Energy completed the evaluation of its methodology for the state apportionment of Consumers' electricity sales to MISO, taking into account recent state tax law developments in the electric utility sector. As a result, CMS Energy intends to amend state income tax filings for 2013 through 2016 to seek a refund of taxes previously paid. To recognize the anticipated refund and the impact of the expected lower effective tax rate on their deferred state tax liabilities, CMS Energy, including Consumers, recorded a \$14 million income tax benefit in 2017. The \$14 million income tax benefit was net of reserves for uncertain tax positions and primarily attributable to Consumers.
- 2 In 2013, the MPSC issued an order authorizing Consumers to accelerate the flow-through to electric and gas customers of certain income tax benefits associated primarily with the cost of removal of plant placed in service before 1993. Consumers implemented this regulatory treatment beginning in 2014. This change, which also accelerates Consumers' recognition of the income tax benefits, reduced Consumers' income tax expense by \$39 million for each of the years ended December 31, 2017, 2016, and 2015.

Presented in the following table are the significant components of income tax expense on continuing operations:

Years Ended December 31	2017	2016	2015
<i>In Millions</i>			
CMS Energy, including Consumers			
<i>Current income taxes</i>			
Federal	\$ -	\$ -	\$ -
State and local	6	9	24
	\$ 6	\$ 9	\$ 24
<i>Deferred income taxes</i>			
Federal	\$ 368	\$ 200	\$ 192
State and local	36	47	36
	\$ 404	\$ 247	\$ 228
Deferred income tax credit	14	17	19
Tax expense	\$ 424	\$ 273	\$ 271
Consumers			
<i>Current income taxes</i>			
Federal	\$ 159	\$ 9	\$ 66
State and local	17	22	32
	\$ 176	\$ 31	\$ 98
<i>Deferred income taxes</i>			
Federal	\$ 120	\$ 227	\$ 153
State and local	29	45	32
	\$ 149	\$ 272	\$ 185
Deferred income tax credit	14	17	19
Tax expense	\$ 339	\$ 320	\$ 302

At CMS Energy, including Consumers, the impact of the TCJA was a \$148 million increase in deferred income tax expense for the year ended December 31, 2017. At Consumers, the impact was a \$33 million increase in deferred income tax expense. The TCJA had no impact on current income tax expense.

Presented in the following table are the principal components of deferred income tax assets (liabilities) recognized:

	<i>In Millions</i>	
December 31	2017	2016
CMS Energy, including Consumers		
<i>Deferred income tax assets</i>		
Tax loss and credit carryforwards	\$ 453	\$ 871
Net regulatory tax liability	411	27
Reserves and accruals	40	69
Total deferred income tax assets	\$ 904	\$ 967
Valuation allowance	(15)	(5)
Total deferred income tax assets, net of valuation reserves	\$ 889	\$ 962
<i>Deferred income tax liabilities</i>		
Plant, property, and equipment	\$ (1,891)	\$ (2,902)
Employee benefits	(96)	(158)
Securitized costs	(71)	(118)
Gas inventory	(37)	(65)
Other	(63)	(6)
Total deferred income tax liabilities	\$ (2,158)	\$ (3,249)
Total net deferred income tax liabilities	\$ (1,269)	\$ (2,287)
Consumers		
<i>Deferred income tax assets</i>		
Net regulatory tax liability	\$ 411	\$ 27
Tax loss and credit carryforwards	101	190
Reserves and accruals	21	37
Total deferred income tax assets	\$ 533	\$ 254
<i>Deferred income tax liabilities</i>		
Plant, property, and equipment	\$ (1,901)	\$ (2,924)
Employee benefits	(105)	(181)
Securitized costs	(71)	(118)
Gas inventory	(37)	(65)
Other	(59)	(8)
Total deferred income tax liabilities	\$ (2,173)	\$ (3,296)
Total net deferred income tax liabilities	\$ (1,640)	\$ (3,042)

Deferred tax assets and liabilities are recognized for the estimated future tax effect of temporary differences between the tax basis of assets or liabilities and the reported amounts on CMS Energy's and Consumers' consolidated financial statements. At December 31, 2017, CMS Energy and Consumers remeasured their deferred tax assets and liabilities and related valuation allowances using the 21 percent federal tax rate enacted in the TCJA. To reflect the lower corporate tax rate, Consumers reduced its net deferred tax liabilities associated with its utility book-tax temporary differences by \$1.6 billion. Of this amount, Consumers recognized deferred tax expense of \$33 million related to non-recoverable net deferred tax assets, with the remaining amount being recorded as a net regulatory tax liability.

Presented in the following table are the components of the net regulatory tax liability recorded at Consumers related to the TCJA:

	<i>In Millions</i>	
December 31	2017	
Consumers		
Plant, property, and equipment (subject to normalization ¹)	\$	1,781
All other, net (not subject to normalization ¹)		(193)
Net regulatory tax liability	\$	1,588

¹ Relates to deferred taxes arising from accelerated tax depreciation on assets in rate base that are governed by normalization provisions of the U.S. Internal Revenue Code. These normalization provisions generally require that customer rate refunds associated with changes in deferred taxes be returned to customers over the remaining average service life of the associated assets. Consumers will collect from customers the portion not subject to normalization over a period to be determined in a future regulatory proceeding. Consumers cannot predict the impact of orders from the MPSC related to the treatment of regulatory balances not subject to amortization.

In addition to the amounts recorded at Consumers, CMS Energy reduced its net deferred tax assets associated with its non-utility book-tax temporary differences by \$239 million. In total, CMS Energy, including Consumers, reduced its net deferred tax liabilities by \$1.3 billion.

Presented in the following table are the tax loss and credit carryforwards at December 31, 2017:

	<i>In Millions</i>		
	Gross Amount	Tax Attribute	Expiration
CMS Energy, including Consumers			
Federal net operating loss carryforward	\$ 855	\$ 179	2028 – 2036
Local net operating loss carryforwards	487	5	2023 – 2036
Alternative minimum tax credits	137	137	Not applicable
General business credits	130	130	2018 – 2037
Charitable contribution carryover	8	2	2021
Total tax attributes		\$ 453	
Consumers			
Federal net operating loss carryforward	\$ 309	\$ 65	2028 – 2036
General business credits	34	34	2032 – 2037
Charitable contribution carryover	8	2	2021
Total tax attributes		\$ 101	

CMS Energy has provided a valuation allowance of \$2 million for the local tax loss carryforward, and \$3 million for general business credits. The TCJA repealed the corporate alternative minimum tax and requires companies to recover (through offsets of regular tax and through cash refunds) all alternative minimum tax credits over the next four years. To reflect policy enacted by the federal Budget Control Act of 2011, CMS Energy has provided a valuation allowance of \$10 million for sequestration of cash refunds of alternative minimum tax credits. Additionally, at December 31, 2017, CMS Energy reclassified \$124 million of alternative minimum tax credits to a current receivable, net of a charge of \$9 million for sequestration.

CMS Energy and Consumers expect to utilize fully their tax loss and credit carryforwards for which no valuation allowance has been provided. It is reasonably possible that further adjustments will be made to the valuation allowances within one year.

Presented in the following table is a reconciliation of the beginning and ending amount of uncertain tax benefits:

	<i>In Millions</i>		
Years Ended December 31	2017	2016	2015
CMS Energy, including Consumers			
Balance at beginning of period	\$ 5	\$ 6	\$ 5
Additions for current-year tax positions	10	-	1
Additions for prior-year tax positions	-	-	1
Reductions for prior-year tax positions	(1)	-	(1)
Settlements	-	(1)	-
Balance at end of period	\$ 14	\$ 5	\$ 6
Consumers			
Balance at beginning of period	\$ 5	\$ 6	\$ 5
Additions for current-year tax positions	17	-	1
Additions for prior-year tax positions	-	-	1
Reductions for prior-year tax positions	(1)	-	(1)
Settlements	-	(1)	-
Balance at end of period	\$ 21	\$ 5	\$ 6

If recognized, all of these uncertain tax benefits would affect CMS Energy's and Consumers' annual effective tax rates in future years.

CMS Energy and Consumers recognize accrued interest and penalties, where applicable, as part of income tax expense. CMS Energy, including Consumers, recognized no interest or penalties for the years ended December 31, 2017, 2016, or 2015.

The amount of income taxes paid is subject to ongoing audits by federal, state, local, and foreign tax authorities, which can result in proposed assessments. CMS Energy's federal income tax returns for 2014 and subsequent years remain subject to examination by the IRS. CMS Energy's Michigan Corporate Income Tax and Michigan Business Tax returns for 2008 and subsequent years, excluding 2012, remain subject to examination by the State of Michigan. CMS Energy's and Consumers' estimate of the potential outcome for any uncertain tax issue is highly judgmental. CMS Energy and Consumers believe that their accrued tax liabilities at December 31, 2017 were adequate for all years.

15: EARNINGS PER SHARE—CMS ENERGY

Presented in the following table are CMS Energy's basic and diluted EPS computations based on net income:

Years Ended December 31	<i>In Millions, Except Per Share Amounts</i>		
	2017	2016	2015
<i>Income available to common stockholders</i>			
Net income	\$ 462	\$ 553	\$ 525
Less income attributable to noncontrolling interests	2	2	2
Net income available to common stockholders – basic and diluted	\$ 460	\$ 551	\$ 523
<i>Average common shares outstanding</i>			
Weighted-average shares – basic	280.0	277.9	275.6
Add dilutive nonvested stock awards	0.8	1.0	0.9
Weighted-average shares – diluted	280.8	278.9	276.5
<i>Net income per average common share available to common stockholders</i>			
Basic	\$ 1.64	\$ 1.99	\$ 1.90
Diluted	1.64	1.98	1.89
Dividends declared per common share	\$ 1.33	\$ 1.24	\$ 1.16

Nonvested Stock Awards

CMS Energy's nonvested stock awards are composed of participating and non-participating securities. The participating securities accrue cash dividends when common stockholders receive dividends. Since the recipient is not required to return the dividends to CMS Energy if the recipient forfeits the award, the nonvested stock awards are considered participating securities. As such, the participating nonvested stock awards were included in the computation of basic EPS. The non-participating securities accrue stock dividends that vest concurrently with the stock award. If the recipient forfeits the award, the stock dividends accrued on the non-participating securities are also forfeited. Accordingly, the non-participating awards and stock dividends were included in the computation of diluted EPS, but not basic EPS.

16: OTHER INCOME AND OTHER EXPENSE

Presented in the following table are the components of other income and other expense at CMS Energy and Consumers:

	<i>In Millions</i>		
Years Ended December 31	2017	2016	2015
CMS Energy, including Consumers			
<i>Other income</i>			
Fee income	\$ -	\$ 6	\$ 9
All other	6	2	1
Total other income – CMS Energy	\$ 6	\$ 8	\$ 10
Consumers			
<i>Other income</i>			
Gain on CMS Energy common stock	\$ 14	\$ -	\$ 9
Fee income	-	6	9
All other	3	2	1
Total other income – Consumers	\$ 17	\$ 8	\$ 19
CMS Energy, including Consumers			
<i>Other expense</i>			
Donations	\$ (31)	\$ (23)	\$ (1)
Civic and political expenditures	(27)	(21)	(10)
Loss on reacquired and extinguished debt	(18)	(18)	-
Unrealized investment loss	-	(5)	-
All other	-	(8)	(6)
Total other expense – CMS Energy	\$ (76)	\$ (75)	\$ (17)
Consumers			
<i>Other expense</i>			
Donations	\$ (31)	\$ (23)	\$ (1)
Civic and political expenditures	(27)	(21)	(10)
Unrealized investment loss	-	(4)	-
All other	-	(7)	(6)
Total other expense – Consumers	\$ (58)	\$ (55)	\$ (17)

17: CASH AND CASH EQUIVALENTS

Presented in the following table are the components of total cash and cash equivalents, including restricted amounts, and their location on CMS Energy's and Consumers' consolidated balance sheets:

	<i>In Millions</i>	
December 31	2017	2016
CMS Energy, including Consumers		
Cash and cash equivalents	\$ 182	\$ 235
Restricted cash and cash equivalents	17	19
Other non-current assets	5	3
Cash and cash equivalents, including restricted amounts	\$ 204	\$ 257
Consumers		
Cash and cash equivalents	\$ 44	\$ 131
Restricted cash and cash equivalents	17	19
Other non-current assets	4	2
Cash and cash equivalents, including restricted amounts	\$ 65	\$ 152

Cash and Cash Equivalents: Cash and cash equivalents include short-term, highly liquid investments with original maturities of three months or less.

Restricted Cash and Cash Equivalents: Restricted cash and cash equivalents are held primarily for the repayment of securitization bonds. Cash and cash equivalents may also be restricted to pay other contractual obligations such as leasing of coal rail cars. These amounts are classified as current assets since they relate to payments that could or will occur within one year.

Other Non-current Assets: The cash equivalents classified as other non-current assets represent an investment in a money market fund held in the DB SERP rabbi trust. See Note 6, Fair Value Measurements and Note 12, Retirement Benefits for more information regarding the DB SERP.

18: REPORTABLE SEGMENTS

Reportable segments consist of business units defined by the products and services they offer. CMS Energy and Consumers evaluate the performance of each segment based on its contribution to net income available to CMS Energy's common stockholders.

Accounting policies for CMS Energy's and Consumers' segments are as described in Note 1, Significant Accounting Policies. The consolidated financial statements reflect the assets, liabilities, revenues, and expenses of the individual segments when appropriate. Accounts are allocated among the segments when common accounts are attributable to more than one segment. The allocations are based on certain measures of business activities, such as revenue, labor dollars, customers, other operating and maintenance expense, construction expense, leased property, taxes, or functional surveys. For example, customer receivables are allocated based on revenue, and pension provisions are allocated based on labor dollars.

Inter-segment sales and transfers are accounted for at current market prices and are eliminated in consolidated net income available to common stockholders by segment.

CMS Energy

The reportable segments for CMS Energy are:

- electric utility, consisting of regulated activities associated with the generation, transmission, and distribution of electricity in Michigan
- gas utility, consisting of regulated activities associated with the transportation, storage, and distribution of natural gas in Michigan
- enterprises, consisting of various subsidiaries engaging in domestic independent power production, the marketing of independent power production, and the development of renewable generation

CMS Energy presents EnerBank, corporate interest and other expenses, and Consumers' other consolidated entities within other reconciling items.

Consumers

The reportable segments for Consumers are:

- electric utility, consisting of regulated activities associated with the generation, transmission, and distribution of electricity in Michigan
- gas utility, consisting of regulated activities associated with the transportation, storage, and distribution of natural gas in Michigan

Consumers' other consolidated entities are presented within other reconciling items.

Presented in the following tables is financial information by reportable segment:

	<i>In Millions</i>		
Years Ended December 31	2017	2016	2015
CMS Energy, including Consumers			
<i>Operating revenue</i>			
Electric utility	\$ 4,448	\$ 4,379	\$ 4,249
Gas utility	1,774	1,685	1,916
Enterprises	229	215	190
Other reconciling items	132	120	101
Total operating revenue – CMS Energy	\$ 6,583	\$ 6,399	\$ 6,456
Consumers			
<i>Operating revenue</i>			
Electric utility	\$ 4,448	\$ 4,379	\$ 4,249
Gas utility	1,774	1,685	1,916
Total operating revenue – Consumers	\$ 6,222	\$ 6,064	\$ 6,165
CMS Energy, including Consumers			
<i>Depreciation and amortization</i>			
Electric utility	\$ 654	\$ 603	\$ 567
Gas utility	218	200	177
Enterprises	6	5	4
Other reconciling items	3	3	2
Total depreciation and amortization – CMS Energy	\$ 881	\$ 811	\$ 750
Consumers			
<i>Depreciation and amortization</i>			
Electric utility	\$ 654	\$ 603	\$ 567
Gas utility	218	200	177
Total depreciation and amortization – Consumers	\$ 872	\$ 803	\$ 744
CMS Energy, including Consumers			
<i>Income from equity method investees ¹</i>			
Enterprises	\$ 15	\$ 13	\$ 14
Total income from equity method investees – CMS Energy	\$ 15	\$ 13	\$ 14
CMS Energy, including Consumers			
<i>Interest charges</i>			
Electric utility	\$ 201	\$ 196	\$ 178
Gas utility	74	72	71
Enterprises	-	1	-
Other reconciling items	163	166	147
Total interest charges – CMS Energy	\$ 438	\$ 435	\$ 396
Consumers			
<i>Interest charges</i>			
Electric utility	\$ 201	\$ 196	\$ 178
Gas utility	74	72	71
Other reconciling items	1	-	1
Total interest charges – Consumers	\$ 276	\$ 268	\$ 250

	<i>In Millions</i>		
Years Ended December 31	2017	2016	2015
CMS Energy, including Consumers			
<i>Income tax expense (benefit)</i>			
Electric utility	\$ 245	\$ 246	\$ 224
Gas utility	96	74	78
Enterprises	72	10	3
Other reconciling items	11	(57)	(34)
Total income tax expense – CMS Energy	\$ 424	\$ 273	\$ 271
Consumers			
<i>Income tax expense (benefit)</i>			
Electric utility	\$ 245	\$ 246	\$ 224
Gas utility	96	74	78
Other reconciling items	(2)	-	-
Total income tax expense – Consumers	\$ 339	\$ 320	\$ 302
CMS Energy, including Consumers			
<i>Net income (loss) available to common stockholders</i>			
Electric utility	\$ 455	\$ 458	\$ 437
Gas utility	173	155	154
Enterprises	(27)	17	4
Other reconciling items	(141)	(79)	(72)
Total net income available to common stockholders – CMS Energy	\$ 460	\$ 551	\$ 523
Consumers			
<i>Net income available to common stockholder</i>			
Electric utility	\$ 455	\$ 458	\$ 437
Gas utility	173	155	154
Other reconciling items	2	1	1
Total net income available to common stockholder – Consumers	\$ 630	\$ 614	\$ 592
CMS Energy, including Consumers			
<i>Plant, property, and equipment, gross</i>			
Electric utility ²	\$ 15,221	\$ 14,540	\$ 13,059
Gas utility ²	7,080	6,283	5,723
Enterprises	167	157	120
Other reconciling items	38	30	41
Total plant, property, and equipment, gross – CMS Energy	\$ 22,506	\$ 21,010	\$ 18,943
Consumers			
<i>Plant, property, and equipment, gross</i>			
Electric utility ²	\$ 15,221	\$ 14,540	\$ 13,059
Gas utility ²	7,080	6,283	5,723
Other reconciling items	17	15	15
Total plant, property, and equipment, gross – Consumers	\$ 22,318	\$ 20,838	\$ 18,797
CMS Energy, including Consumers			
<i>Investments in equity method investees ¹</i>			
Enterprises	\$ 64	\$ 62	\$ 61
Other reconciling items	-	3	3
Total investments in equity method investees – CMS Energy	\$ 64	\$ 65	\$ 64

In Millions

Years Ended December 31	2017	2016	2015
CMS Energy, including Consumers			
<i>Total assets</i>			
Electric utility ²	\$ 13,906	\$ 13,429	\$ 12,660
Gas utility ²	7,139	6,446	5,912
Enterprises	342	269	270
Other reconciling items	1,663	1,478	1,457
Total assets – CMS Energy	\$ 23,050	\$ 21,622	\$ 20,299
Consumers			
<i>Total assets</i>			
Electric utility ²	\$ 13,907	\$ 13,430	\$ 12,660
Gas utility ²	7,139	6,446	5,912
Other reconciling items	53	70	63
Total assets – Consumers	\$ 21,099	\$ 19,946	\$ 18,635
CMS Energy, including Consumers			
<i>Capital expenditures ³</i>			
Electric utility	\$ 882	\$ 1,007	\$ 1,136
Gas utility	800	611	558
Enterprises	33	10	44
Other reconciling items	7	5	3
Total capital expenditures – CMS Energy	\$ 1,722	\$ 1,633	\$ 1,741
Consumers			
<i>Capital expenditures ³</i>			
Electric utility	\$ 882	\$ 1,007	\$ 1,136
Gas utility	800	611	558
Other reconciling items	1	-	-
Total capital expenditures – Consumers	\$ 1,683	\$ 1,618	\$ 1,694

¹ Consumers had no significant equity method investments.

² Amounts include a portion of Consumers' other common assets attributable to both the electric and gas utility businesses.

³ Amounts include purchase of capital lease additions. Amounts also include a portion of Consumers' capital expenditures for plant and equipment attributable to both the electric and gas utility businesses.

19: RELATED-PARTY TRANSACTIONS—CONSUMERS

Consumers enters into a number of transactions with related parties. These transactions include:

- purchases of electricity from affiliates of CMS Enterprises
- payments to and from CMS Energy related to parent company overhead costs
- investment in CMS Energy common stock

Transactions involving power supply purchases from certain affiliates of CMS Enterprises are based on avoided costs under PURPA, state law, and competitive bidding. The payment of parent company overhead costs is based on the use of accepted industry allocation methodologies. These payments are for costs that occur in the normal course of business.

Presented in the following table is Consumers' expense recorded from related-party transactions for the years ended December 31:

Description	Related Party	<i>In Millions</i>		
		2017	2016	2015
Purchases of capacity and energy	Affiliates of CMS Enterprises	\$ 90	\$ 88	\$ 83

Amounts payable to related parties for purchased power and other services were \$27 million at December 31, 2017 and \$24 million at December 31, 2016. Accounts receivable from related parties were \$2 million at December 31, 2017 and \$9 million at December 31, 2016.

Consumers owned shares of CMS Energy common stock with a fair value of \$21 million at December 31, 2017 and \$33 million at December 31, 2016. For additional details on Consumers' investment in CMS Energy common stock, see Note 7, Financial Instruments.

In January 2018, Consumers renewed a short-term credit agreement with CMS Energy, permitting Consumers to borrow up to \$300 million. At December 31, 2017, there were no outstanding loans under the agreement.

20: VARIABLE INTEREST ENTITIES

CMS Energy has variable interests in T.E.S. Filer City, Grayling, Genesee, and Craven. CMS Energy is not the primary beneficiary of any of these partnerships because decision making is shared among unrelated parties, and no one party has the ability to direct activities, such as operations and maintenance, plant dispatch, and fuel strategy, that most significantly impact the entities' economic performance. The partners must agree on all major decisions for each of the partnerships.

Presented in the following table is information about these partnerships:

Name (Ownership Interest)	Nature of the Entity	Financing of Partnership
T.E.S. Filer City (50%)	Coal-fueled power generator	Line of credit secured by T.E.S. Filer City's coal inventory
Grayling (50%)	Wood waste-fueled power generator	The partnership has no debt.
Genesee (50%)	Wood waste-fueled power generator	Sale of revenue bonds that mature in 2021 and bear interest at fixed rates. The debt is non-recourse to the partners and secured by a CMS Energy guarantee capped at \$3 million annually.
Craven (50%)	Wood waste-fueled power generator	Line of credit secured by Craven's property, plant, and equipment

CMS Energy has operating and management contracts with Grayling, Genesee, and Craven. Additionally, Consumers is the primary purchaser of power from T.E.S. Filer City, Grayling, and Genesee through long-term PPAs. Consumers also has reduced dispatch agreements with Grayling and Genesee, which allow these facilities to be dispatched based on the market price of power compared with the cost of production of the plants. This results in fuel cost savings that each partnership shares with Consumers' customers.

CMS Energy's investment in these partnerships is included in investments on its consolidated balance sheets in the amount of \$64 million as of December 31, 2017 and \$62 million as of December 31, 2016. The creditors of these partnerships do not have recourse to the general credit of CMS Energy or Consumers, except through a guarantee provided by CMS Energy of \$3 million annually. CMS Energy has deferred collections on certain receivables owed by Genesee. CMS Energy's maximum exposure to loss from these receivables is \$9 million. Consumers has not provided any financial or other support during the periods presented that was not previously contractually required.

21: QUARTERLY FINANCIAL AND COMMON STOCK INFORMATION (UNAUDITED)

In Millions, Except Per Share Amounts and Stock Prices

Quarters Ended	2017			
	March 31	June 30	Sept 30	Dec 31
CMS Energy, including Consumers				
Operating revenue	\$ 1,829	\$ 1,449	\$ 1,527	\$ 1,778
Operating income	388	241	330	379
Net income (loss)	199	93	172	(2)
Income attributable to noncontrolling interests	-	1	-	1
Net income (loss) available to common stockholders	199	92	172	(3)
Basic earnings (loss) per average common share ¹	0.71	0.33	0.61	(0.01)
Diluted earnings (loss) per average common share ¹	0.71	0.33	0.61	(0.01)
<i>Common stock prices</i> ²				
High	45.28	48.25	49.10	50.55
Low	41.51	44.82	45.57	45.97
Consumers				
Operating revenue	\$ 1,737	\$ 1,362	\$ 1,437	\$ 1,686
Operating income	359	222	308	363
Net income	211	104	181	136
Preferred stock dividends	-	1	-	1
Net income available to common stockholder	211	103	181	135

In Millions, Except Per Share Amounts and Stock Prices

Quarters Ended	2016			
	March 31	June 30	Sept 30	Dec 31
CMS Energy, including Consumers				
Operating revenue	\$ 1,801	\$ 1,371	\$ 1,587	\$ 1,640
Operating income ³	326	275	375	280
Net income	164	125	186	78
Income attributable to noncontrolling interests	-	1	-	1
Net income available to common stockholders	164	124	186	77
Basic earnings per average common share ¹	0.59	0.45	0.67	0.28
Diluted earnings per average common share ¹	0.59	0.45	0.67	0.28
<i>Common stock prices</i> ²				
High	42.44	45.86	46.17	42.15
Low	35.61	39.38	41.31	39.49
Consumers				
Operating revenue	\$ 1,723	\$ 1,293	\$ 1,498	\$ 1,550
Operating income ³	308	254	356	279
Net income	172	132	195	117
Preferred stock dividends	-	1	-	1
Net income available to common stockholder	172	131	195	116

¹ The sum of the quarters may not equal annual EPS due to changes in the number of shares outstanding.

² Based on New York Stock Exchange composite transactions.

³ Prior period amounts have been adjusted as required to reflect the implementation of ASU 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. For further details on the adoption of this standard, see Note 2, New Accounting Standards.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of CMS Energy Corporation

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of CMS Energy Corporation and its subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2017, including the related notes and financial statement schedules listed in the index appearing under Item 15 (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance

with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan
February 14, 2018

We have served as the Company's auditor since 2007.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholder of Consumers Energy Company

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Consumers Energy Company and its subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2017, including the related notes and financial statement schedule listed in the index appearing under Item 15 (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance

with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan
February 14, 2018

We have served as the Company's auditor since 2007.

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

None.

Item 9A. Controls and Procedures

CMS ENERGY

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures: Under the supervision and with the participation of management, including its CEO and CFO, CMS Energy conducted an evaluation of its disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on such evaluation, CMS Energy's CEO and CFO have concluded that its disclosure controls and procedures were effective as of December 31, 2017.

Management's Annual Report on Internal Control Over Financial Reporting: CMS Energy's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rules 13a-15(f) and 15d-15(f). CMS Energy's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of CMS Energy
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of CMS Energy are being made only in accordance with authorizations of management and directors of CMS Energy
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of CMS Energy's assets that could have a material effect on its financial statements

Management, including its CEO and CFO, does not expect that its internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. In addition, any evaluation of the effectiveness of controls is subject to risks that those internal controls may become inadequate in future periods because of changes in business conditions, or that the degree of compliance with the policies or procedures deteriorates.

Under the supervision and with the participation of management, including its CEO and CFO, CMS Energy conducted an evaluation of the effectiveness of its internal control over financial reporting as of December 31, 2017. In making this evaluation, management used the criteria set forth in the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation, CMS Energy's management concluded that its internal control over financial reporting was effective as of December 31, 2017. The effectiveness of CMS Energy's internal control over financial reporting as of December 31, 2017 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears under Item 8. Financial Statements and Supplementary Data.

Changes in Internal Control over Financial Reporting: There have been no changes in CMS Energy’s internal control over financial reporting during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

CONSUMERS

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures: Under the supervision and with the participation of management, including its CEO and CFO, Consumers conducted an evaluation of its disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on such evaluation, Consumers’ CEO and CFO have concluded that its disclosure controls and procedures were effective as of December 31, 2017.

Management’s Annual Report on Internal Control Over Financial Reporting: Consumers’ management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Consumers’ internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Consumers
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of Consumers are being made only in accordance with authorizations of management and directors of Consumers
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of Consumers’ assets that could have a material effect on its financial statements

Management, including its CEO and CFO, does not expect that its internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. In addition, any evaluation of the effectiveness of controls is subject to risks that those internal controls may become inadequate in future periods because of changes in business conditions, or that the degree of compliance with the policies or procedures deteriorates.

Under the supervision and with the participation of management, including its CEO and CFO, Consumers conducted an evaluation of the effectiveness of its internal control over financial reporting as of December 31, 2017. In making this evaluation, management used the criteria set forth in the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation, Consumers’ management concluded that its internal control over financial reporting was effective as of December 31, 2017. The effectiveness of Consumers’ internal control over financial reporting as of December 31, 2017 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears under Item 8. Financial Statements and Supplementary Data.

Changes in Internal Control over Financial Reporting: There have been no changes in Consumers’ internal control over financial reporting during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Item 9B. Other Information

None.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

CMS ENERGY

Information that is required in Item 10 of this Form 10-K regarding executive officers is included in the Item 1. Business—CMS Energy and Consumers Executive Officers section, which is incorporated by reference herein.

Information that is required in Item 10 of this Form 10-K regarding directors, executive officers, and corporate governance is incorporated by reference from CMS Energy’s and Consumers’ definitive proxy statement for their 2018 Annual Meetings of Shareholders to be held May 4, 2018. The proxy statement will be filed with the SEC, pursuant to Regulation 14A under the Exchange Act, within 120 days after the end of the fiscal year covered by this Form 10-K, all of which information is hereby incorporated by reference in, and made part of, this Form 10-K.

Code of Ethics

CMS Energy has adopted an employee code of ethics, entitled “CMS Energy 2018 Code of Conduct and Guide to Ethical Business Behavior” (“Employee Code”) that applies to its CEO, CFO, and CAO, as well as all other officers and employees of CMS Energy and its affiliates, except for EnerBank, which has its own code of conduct. The Employee Code is administered by the Chief Compliance Officer of CMS Energy, who reports directly to the Audit Committee of the Board of Directors of CMS Energy. CMS Energy has also adopted a director code of ethics entitled “Board of Directors Code of Conduct” (“Director Code”) that applies to its directors. The Director Code is administered by the Audit Committee of the Board of Directors of CMS Energy. Any alleged violation of the Director Code by a director will be investigated by disinterested members of the Audit Committee of the Board of Directors of CMS Energy, or if none, by disinterested members of the entire Board of Directors of CMS Energy. The Employee Code and Director Code and any waivers of, or amendments or exceptions to, a provision of the Employee Code that applies to CMS Energy’s CEO, CFO, CAO or persons performing similar functions and any waivers of, or amendments or exceptions to, a provision of CMS Energy’s Director Code will be disclosed on CMS Energy’s website at www.cmsenergy.com/corporate-governance/compliance-and-ethics.

CONSUMERS

Information that is required in Item 10 of this Form 10-K regarding executive officers is included in the Item 1. Business—CMS Energy and Consumers Executive Officers section, which is incorporated by reference herein.

Information that is required in Item 10 of this Form 10-K regarding directors, executive officers, and corporate governance is incorporated by reference from CMS Energy’s and Consumers’ definitive proxy statement for their 2018 Annual Meetings of Shareholders to be held May 4, 2018. The proxy statement will be filed with the SEC, pursuant to Regulation 14A under the Exchange Act, within 120 days after the end of the fiscal year covered by this Form 10-K, all of which information is hereby incorporated by reference in, and made part of, this Form 10-K.

Code of Ethics

Consumers has adopted an employee code of ethics, entitled “CMS Energy 2018 Code of Conduct and Guide to Ethical Business Behavior” (“Employee Code”) that applies to its CEO, CFO, and CAO, as well as all other officers and employees of Consumers and its affiliates, except for EnerBank, which has its own code of conduct. The Employee Code is administered by the Chief Compliance Officer of Consumers, who reports directly to the Audit Committee of the Board of Directors of Consumers. Consumers has also adopted a director code of ethics entitled “Board of Directors Code of Conduct” (“Director Code”) that applies to its directors. The Director Code is administered by the Audit Committee of the Board of Directors of Consumers. Any alleged violation of the Director Code by a director will be investigated by disinterested members of the Audit Committee of the Board of Directors of Consumers, or if none, by disinterested members of the entire Board of Directors of Consumers. The Employee Code and Director Code and any waivers of, or amendments or exceptions to, a provision of the Employee Code that applies to Consumers’ CEO, CFO, CAO or persons performing similar functions and any waivers of, or amendments or exceptions to, a provision of Consumers’ Director Code will be disclosed on Consumers’ website at www.cmsenergy.com/corporate-governance/compliance-and-ethics.

Item 11. Executive Compensation

See the note below.

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

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Presented in the following table is information regarding CMS Energy’s equity compensation plans as of December 31, 2017:

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants, and rights	(b) Weighted-average exercise price of outstanding options, warrants, and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plan approved by shareholders	-	\$ -	4,342,829

Also see the note below.

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

See the note below.

Item 14. Principal Accountant Fees and Services

See the note below.

NOTE: Information that is required by Part III—Items 11, 12, 13, and 14 of this Form 10-K is incorporated by reference from CMS Energy’s and Consumers’ definitive proxy statement for their 2018 Annual Meetings of Shareholders to be held May 4, 2018. The proxy statement will be filed with the SEC, pursuant to Regulation 14A under the Exchange Act, within 120 days after the end of the fiscal year covered by this Form 10-K, all of which information is hereby incorporated by reference in, and made part of, this Form 10-K.

Part IV

Item 15. Exhibits and Financial Statement Schedules

The following financial statements are filed as part of this report under Item 8. Financial Statements and Supplementary Data:

- Consolidated Statements of Income of CMS Energy for the years ended December 31, 2017, 2016, and 2015
- Consolidated Statements of Comprehensive Income of CMS Energy for the years ended December 31, 2017, 2016, and 2015
- Consolidated Statements of Cash Flows of CMS Energy for the years ended December 31, 2017, 2016, and 2015
- Consolidated Balance Sheets of CMS Energy at December 31, 2017 and 2016
- Consolidated Statements of Changes in Equity of CMS Energy for the years ended December 31, 2017, 2016, and 2015.
- Consolidated Statements of Income of Consumers for the years ended December 31, 2017, 2016, and 2015
- Consolidated Statements of Comprehensive Income of Consumers for the years ended December 31, 2017, 2016, and 2015
- Consolidated Statements of Cash Flows of Consumers for the years ended December 31, 2017, 2016, and 2015
- Consolidated Balance Sheets of Consumers at December 31, 2017 and 2016
- Consolidated Statements of Changes in Equity of Consumers for the years ended December 31, 2017, 2016, and 2015
- Notes to the Consolidated Financial Statements
- Report of Independent Registered Public Accounting Firm for CMS Energy
- Report of Independent Registered Public Accounting Firm for Consumers

The following financial statement schedules are included below:

- Schedule I — Condensed Financial Information of Registrant, CMS Energy—Parent Company at December 31, 2017 and 2016 and for the years ended December 31, 2017, 2016, and 2015
- Schedule II — Valuation and Qualifying Accounts and Reserves of CMS Energy for the years ended December 31, 2017, 2016, and 2015
- Schedule II — Valuation and Qualifying Accounts and Reserves of Consumers for the years ended December 31, 2017, 2016, and 2015

Schedules other than those listed above are omitted because they are either not required or not applicable, or the required information is shown in the financial statements or notes thereto. Columns omitted from schedules filed have been omitted because the information is not applicable.

SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT**CMS Energy—Parent Company
Condensed Statements of Income**

	<i>In Millions</i>		
Years Ended December 31	2017	2016	2015
Operating Expenses			
Other operating expenses	\$ (9)	\$ (14)	\$ (8)
Total operating expenses	(9)	(14)	(8)
Operating Loss	(9)	(14)	(8)
Other Income (Expense)			
Equity earnings of subsidiaries	633	660	625
Nonoperating retirement benefits, net	(1)	(1)	(1)
Interest income	1	1	1
Other income	2	-	-
Other expense	(31)	(19)	(9)
Total other income	604	641	616
Interest Charges			
Interest on long-term debt	143	150	134
Intercompany interest expense and other	3	1	3
Total interest charges	146	151	137
Income Before Income Taxes	449	476	471
Income Tax Benefit	(11)	(75)	(52)
Net Income Available to Common Stockholders	\$ 460	\$ 551	\$ 523

The accompanying notes are an integral part of these statements.

SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT (CONTINUED)

CMS Energy—Parent Company Condensed Statements of Cash Flows

	<i>In Millions</i>		
Years Ended December 31	2017	2016	2015
Cash Flows from Operating Activities			
Net cash provided by operating activities	\$ 433	\$ 422	\$ 209
Cash Flows from Investing Activities			
Investment in subsidiaries	(447)	(275)	(150)
Net cash used in investing activities	(447)	(275)	(150)
Cash Flows from Financing Activities			
Proceeds from issuance of debt	799	603	349
Issuance of common stock	83	72	43
Retirement of long-term debt	(425)	(530)	(100)
Debt prepayment costs	(18)	(18)	-
Payment of dividends on common stock	(375)	(345)	(320)
Debt issuance costs and financing fees	(3)	(5)	(3)
Change in notes payable	(47)	76	(28)
Net cash provided by (used in) financing activities	14	(147)	(59)
Net Increase in Cash and Cash Equivalents, Including Restricted Amounts	-	-	-
Cash and Cash Equivalents, Including Restricted Amounts, Beginning of Period	-	-	-
Cash and Cash Equivalents, Including Restricted Amounts, End of Period	\$ -	\$ -	\$ -

The accompanying notes are an integral part of these statements.

**SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT
(CONTINUED)****CMS Energy—Parent Company
Condensed Balance Sheets****ASSETS**

	<i>In Millions</i>	
December 31	2017	2016
Current Assets		
Notes and accrued interest receivable	\$ 5	\$ 2
Accounts receivable, including intercompany and related parties	7	7
Federal income tax receivable	77	-
Accrued taxes	57	51
Prepayments and other current assets	1	1
Total current assets	147	61
Other Non-current Assets		
Notes receivable	-	3
Deferred income taxes	269	366
Investments in subsidiaries	7,202	6,674
Other investments – DB SERP	25	26
Other	2	4
Total other non-current assets	7,498	7,073
Total Assets	\$ 7,645	\$ 7,134

LIABILITIES AND EQUITY*In Millions*

December 31	2017	2016
Current Liabilities		
Current portion of long-term debt	\$ 225	\$ -
Accounts and notes payable, including intercompany and related parties	87	141
Accrued interest, including intercompany	34	28
Other current liabilities	5	10
Total current liabilities	351	179
Non-current Liabilities		
Long-term debt	2,830	2,678
Postretirement benefits	21	21
Other non-current liabilities	2	3
Total non-current liabilities	2,853	2,702
Equity		
Common stockholders' equity	4,441	4,253
Total Liabilities and Equity	\$ 7,645	\$ 7,134

The accompanying notes are an integral part of these statements.

SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT (CONTINUED)

CMS Energy—Parent Company Notes to the Condensed Financial Statements

1: Basis of Presentation

CMS Energy's condensed financial statements have been prepared on a parent-only basis. In accordance with Rule 12-04 of Regulation S-X, these parent-only financial statements do not include all of the information and notes required by GAAP for annual financial statements, and therefore these parent-only financial statements and other information included should be read in conjunction with CMS Energy's audited consolidated financial statements contained within Item 8. Financial Statements and Supplementary Data.

2: Guarantees

CMS Energy has issued guarantees with a maximum potential obligation of \$ 334 million on behalf of some of its wholly owned subsidiaries and related parties. CMS Energy's maximum potential obligation consists primarily of potential payments:

- to third parties under certain commodity purchase and swap agreements entered into with CMS ERM
- to third parties in support of non-recourse revenue bonds issued by Genesee
- to the MDEQ on behalf of CMS Land and CMS Capital, for environmental remediation obligations at Bay Harbor
- to the U.S. Department of Energy on behalf of Consumers, in connection with Consumers' 2011 settlement agreement with the U.S. Department of Energy regarding damages resulting from the department's failure to accept spent nuclear fuel from nuclear power plants formerly owned by Consumers

The expiry dates of these guarantees vary, depending upon contractual provisions or upon the statute of limitations under the relevant governing law.

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS AND RESERVES**CMS Energy Corporation**

Years Ended December 31, 2017, 2016, and 2015

Description	<i>In Millions</i>				
	Balance at Beginning of Period	Charged to Expense	Charged to Other Accounts	Deductions	Balance at End of Period
Allowance for uncollectible accounts ¹					
2017	\$ 24	\$ 29	\$ -	\$ 33	\$ 20
2016	28	31	-	35	24
2015	40	50	-	62	28
Deferred tax valuation allowance					
2017	\$ 5	\$ 10	\$ -	\$ -	\$ 15
2016	4	1	-	-	5
2015	2	3	(1)	-	4
Allowance for notes receivable ¹					
2017	\$ 16	\$ 20	\$ -	\$ 16	\$ 20
2016	9	19	-	12	16
2015	8	8	-	7	9

¹ Deductions represent write-offs of uncollectible accounts, net of recoveries.**Consumers Energy Company**

Years Ended December 31, 2017, 2016, and 2015

Description	<i>In Millions</i>				
	Balance at Beginning of Period	Charged to Expense	Charged to Other Accounts	Deductions	Balance at End of Period
Allowance for uncollectible accounts ¹					
2017	\$ 24	\$ 29	\$ -	\$ 33	\$ 20
2016	28	31	-	35	24
2015	39	50	-	61	28
Deferred tax valuation allowance					
2017	\$ -	\$ -	\$ -	\$ -	\$ -
2016	-	-	-	-	-
2015	1	-	(1)	-	-

¹ Deductions represent write-offs of uncollectible accounts, net of recoveries.

EXHIBIT INDEX

The agreements included as exhibits to this Form 10-K filing are included solely to provide information regarding the terms of the agreements and are not intended to provide any other factual or disclosure information about CMS Energy, Consumers, or other parties to the agreements. The agreements may contain representations and warranties made by each of the parties to each of the agreements that were made exclusively for the benefit of the parties involved in each of the agreements and should not be treated as statements of fact. The representations and warranties were made as a way to allocate risk if one or more of those statements prove to be incorrect. The statements were qualified by disclosures of the parties to each of the agreements that may not be reflected in each of the agreements. The agreements may apply standards of materiality that are different than standards applied to other investors. Additionally, the statements were made as of the date of the agreements or as specified in the agreements and have not been updated.

The representations and warranties may not describe the actual state of affairs of the parties to each agreement. Additional information about CMS Energy and Consumers may be found in this filing, at www.cmsenergy.com, at www.consumersenergy.com, and through the SEC's website at www.sec.gov.

Exhibits	Previously Filed		Description
	With File Number	As Exhibit Number	
3.1 ¹	1-9513	(3)(a)	— Restated Articles of Incorporation of CMS Energy, effective June 1, 2004, as amended May 22, 2009 (Form 10-Q for the quarterly period ended June 30, 2009)
3.2 ¹	1-9513	3.2	— CMS Energy Bylaws, amended and restated effective February 8, 2016 (Form 8-K filed February 8, 2016)
3.3	1-5611	3(c)	— Restated Articles of Incorporation of Consumers effective June 7, 2000 (Form 10-K for the fiscal year ended December 31, 2000)
3.4	1-5611	3.2	— Consumers Bylaws, amended and restated as of January 24, 2013 (Form 8-K filed January 29, 2013)
4.1	2-65973	(b)(1) – 4	— Indenture dated as of September 1, 1945 between Consumers and Chemical Bank (successor to Manufacturers Hanover Trust Company), as Trustee, including therein indentures supplemental thereto through the Forty-third Supplemental Indenture dated as of May 1, 1979 (Form S-16 filed November 13, 1979) Indentures Supplemental thereto:
4.1.a	1-5611	4.2	— 100th dated as of 3/24/05 (Form 8-K filed March 30, 2005)
4.1.b	1-5611	4.2	— 104th dated as of 8/11/05 (Form 8-K filed August 11, 2005)
4.1.c	1-5611	4.1	— 108th dated as of 3/14/08 (Form 8-K filed March 14, 2008)
4.1.d	1-5611	4.1	— 110th dated as of 9/12/08 (Form 8-K filed September 12, 2008)
4.1.e	1-5611	4.1	— 111th dated as of 3/6/09 (Form 8-K filed March 6, 2009)
4.1.f	1-5611	4.1	— 112th dated as of 9/1/10 (Form 8-K filed September 7, 2010)
4.1.g	1-5611	4.1	— 113th dated as of 10/15/10 (Form 8-K filed October 20, 2010)
4.1.h	1-5611	4.1	— 114th dated as of 3/31/11 (Form 8-K filed April 6, 2011)

Previously Filed

Exhibits	Previously Filed		Description
	With File Number	As Exhibit Number	
4.1.i	1-5611	4.1	— 116th dated as of 9/1/11 (Form 10-Q for the quarterly period ended September 30, 2011)
4.1.j	1-5611	4.1	— 117th dated as of 5/8/12 (Form 8-K filed May 8, 2012)
4.1.k	1-5611	4.1	— 119th dated as of 8/3/12 (Form 10-Q for the quarterly period ended September 30, 2012)
4.1.l	1-5611	4.1	— 120th dated as of 12/17/12 (Form 8-K filed December 20, 2012)
4.1.m	1-5611	4.1	— 121st dated as of 5/17/13 (Form 8-K filed May 17, 2013)
4.1.n	1-5611	4.1	— 122nd dated as of 8/9/13 (Form 8-K filed August 9, 2013)
4.1.o	1-5611	4.1	— 123rd dated as of 12/20/13 (Form 8-K filed December 27, 2013)
4.1.p	1-5611	4.1	— 124th dated as of 8/18/2014 (Form 8-K filed August 18, 2014)
4.1.q	1-5611	4.1	— 125th dated as of 11/6/2015 (Form 8-K filed November 6, 2015)
4.1.r	1-5611	4.1	— 126th dated as of 11/23/2015 (Form 8-K filed November 25, 2015)
4.1.s	1-5611	4.1	— 127th dated as of 8/10/16 (Form 8-K filed August 10, 2016)
4.1.t	1-5611	4.1	— 128th dated as of 2/22/17 (Form 8-K filed February 22, 2017)
4.1.u	1-5611	4.1	— 129th dated as of 9/28/17 (Form 8-K filed September 28, 2017)
4.1.v	1-5611	4.1	— 130th dated as of 11/15/17 (Form 8-K filed November 15, 2017)
4.2	1-5611	(4)(b)	— Indenture dated as of January 1, 1996 between Consumers and The Bank of New York Mellon, as Trustee (Form 10-K for the fiscal year ended December 31, 1995)
4.3	1-5611	(4)(c)	— Indenture dated as of February 1, 1998 between Consumers and The Bank of New York Mellon (formerly The Chase Manhattan Bank), as Trustee (Form 10-K for the fiscal year ended December 31, 1997)
4.4 ¹	33-47629	(4)(a)	— Indenture dated as of September 15, 1992 between CMS Energy and NBD Bank, as Trustee (Form S-3 filed May 1, 1992) Indentures Supplemental thereto:
4.4.a ¹	1-9513	4.3	— 23rd dated as of 6/15/09 (Form 8-K filed June 15, 2009)
4.4.b ¹	1-9513	4.1	— 24th dated as of 1/14/10 (Form 8-K filed January 14, 2010)
4.4.c ¹	1-9513	4.1	— 28th dated as of 3/12/12 (Form 8-K filed March 12, 2012)
4.4.d ¹	1-9513	4.1	— 29th dated as of 3/22/13 (Form 8-K filed March 22, 2013)
4.4.e ¹	1-9513	4.1	— 30th dated as of 2/27/14 (Form 8-K filed February 27, 2014)
4.4.f ¹	1-9513	4.2	— 31st dated as of 2/27/14 (Form 8-K filed February 27, 2014)
4.4.g ¹	1-9513	4.1	— 32nd dated as of 11/9/15 (Form 8-K filed November 9, 2015)

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Exhibits	Previously Filed		Description
	With File Number	As Exhibit Number	
4.4.h ¹	1-9513	4.1	— 33rd dated as of 5/5/16 (Form 8-K filed May 5, 2016)
4.4.i ¹	1-9513	4.1	— 34th dated as of 11/3/16 (Form 8-K filed November 3, 2016)
4.4.j ¹	1-9513	4.1	— 35th dated as of 2/13/17 (Form 8-K filed February 13, 2017)
4.5 ¹	1-9513	(4a)	— Indenture dated as of June 1, 1997 between CMS Energy and The Bank of New York Mellon, as Trustee (Form 8-K filed July 1, 1997)
			Indenture Supplemental thereto:
4.5.a ¹			— 5th dated as of 2/13/18
10.1 ²	1-9513	(10)(g)	— 2004 Form of Executive Severance Agreement (Form 10-Q for the quarterly period ended September 30, 2009)
10.2 ²	1-9513	10.3	— CMS Energy's Performance Incentive Stock Plan as amended and restated, effective March 7, 2017 (Form 10-Q for the quarterly period ended March 31, 2017)
10.3 ²	1-9513	10.2	— CMS Energy's Deferred Salary Savings Plan, as amended and restated, effective January 1, 2017 (Form 10-Q for the quarterly period ended March 31, 2017)
10.4 ²	1-9513	10.5	— CMS Energy and Consumers Director's Deferred Compensation Plan, effective as of November 30, 2007 (Form 10-K for the fiscal year ended December 31, 2014)
10.5 ²	1-9513	10.6	— Supplemental Executive Retirement Plan for Employees of CMS Energy/Consumers effective on January 1, 1982 and as amended effective April 1, 2011 (Form 10-Q for the quarterly period ended March 31, 2011)
10.6 ²	1-9513	10.7.a	— Defined Contribution Supplemental Executive Retirement Plan, as amended and restated, effective January 1, 2016 (Form 10-K for the fiscal year ended December 31, 2015)
10.7 ²	1-9513	10.8	— Form of Officer Separation Agreement as of January 2017 (Form 10-K for the fiscal year ended December 31, 2016)
10.8 ¹	1-9513	(10)(y)	— Environmental Agreement dated as of June 1, 1990 made by CMS Energy to The Connecticut National Bank and Others (Form 10-K for the fiscal year ended December 31, 1990)
10.9 ^{1,2}	1-9513	(10)(a)	— Form of Indemnification Agreement between CMS Energy and its Directors, effective as of November 1, 2007 (Form 10-Q for the quarterly period ended September 30, 2007)
10.10 ²	1-5611	(10)(b)	— Form of Indemnification Agreement between Consumers and its Directors, effective as of November 1, 2007 (Form 10-Q for the quarterly period ended September 30, 2007)

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Exhibits	Previously Filed		Description
	With File Number	As Exhibit Number	
10.11 ²	1-9513	10.2	— CMS Incentive Compensation Plan for CMS Energy and Consumers Officers as amended, effective as of March 14, 2014 (Form 10-Q for the quarterly period ended March 31, 2014)
10.11.a ²	1-9513	10.17.a	— Amendment to CMS Incentive Compensation Plan for CMS Energy and Consumers Officers effective December 17, 2015 (Form 10-K for the fiscal year ended December 31, 2015)
10.12 ²	1-9513	10.1	— 2016 Form of Change in Control Agreement (Form 8-K filed June 23, 2016)
10.13 ²	1-5611	10.2	— Annual Employee Incentive Compensation Plan for Consumers as amended effective as of August 4, 2017 (Form 10-Q for the quarterly period ended September 30, 2017)
10.14 ¹	1-9513	10.1	— \$550 million Third Amended and Restated Revolving Credit Agreement dated as of May 27, 2015 among CMS Energy, the Banks, as defined therein, and Barclays, as Agent (Form 8-K filed June 1, 2015)
10.14.a ¹	1-9513	10.1	— Description of the \$550 million Third Amended and Restated Revolving Credit Agreement Extension (Form 8-K filed June 1, 2016)
10.14.b ¹	1-9513	10.1	— Description of the \$550 million Third Amended and Restated Revolving Credit Agreement Extension (Form 8-K filed June 1, 2017)
10.15	1-5611	10.2	— \$650 million Fourth Amended and Restated Revolving Credit Agreement dated as of May 27, 2015 among Consumers, the Banks, as defined therein, and JPMorgan, as Agent (Form 8-K filed June 1, 2015)
10.15.a	1-5611	10.2	— Description of the \$650 million Fourth Amended and Restated Revolving Credit Agreement Extension (Form 8-K filed June 1, 2016)
10.15.b	1-5611	10.2	— Description of the \$650 million Fourth Amended and Restated Revolving Credit Agreement Extension (Form 8-K filed June 1, 2017)
10.16 ¹	1-9513	10.3	— Pledge and Security Agreement dated as of March 31, 2011, made by CMS Energy to Barclays Bank PLC, as Administrative Agent for the Banks, as defined therein (Form 8-K filed April 6, 2011)
10.17	1-5611	10.1	— \$250 million secured Revolving Credit Agreement dated as of November 23, 2015 between Consumers and The Bank of Nova Scotia (Form 8-K filed November 25, 2015)
10.17.a	1-5611	10.1	— Description of the \$250 million Secured Revolving Credit Agreement Extension (Form 8-K filed November 23, 2016)

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Exhibits	Previously Filed		Description
	With File Number	As Exhibit Number	
10.17.b	1-5611	10.1	— Description of the Second Extension to the \$250 million secured Revolving Credit Agreement (Form 8-K filed November 27, 2017)
10.18 ²	1-9513	10.1	— Consumers and other CMS Energy Companies Retired Executives Survivor Benefit Plan for Management/ Executive Employees, distributed July 1, 2011 (Form 10-Q for the quarterly period ended September 30, 2011)
10.19 ¹	1-9513	10.1	— \$180,000,000 Term Loan Credit Agreement dated as of June 11, 2015 among CMS Energy, the financial institutions named therein, and JPMorgan Chase Bank, N.A., as Agent (Form 8-K filed June 16, 2015)
10.19.a ¹	1-9513	10.3	— Description of the \$180,000,000 Term Loan Credit Agreement Extension (Form 10-Q for the quarterly period ended March 31, 2016)
10.19.b ¹	1-9513	10.4	— Description of the second \$180,000,000 Term Loan Credit Agreement Extension (Form 10-Q for the quarterly period ended March 31, 2017)
10.20	1-5611	10.1	— Form of Commercial Paper Dealer Agreement between Consumers, as Issuer, and the Dealer party thereto (Form 10-Q for the quarterly period ended September 30, 2014)
10.21	1-5611	10.1	— Bond Purchase Agreement between Consumers Energy and each of the Purchasers named therein (Form 8-K filed August 29, 2017)
10.22 ¹	1-9513	10.1	— \$225,000,000 Term Loan Credit Agreement dated as of December 21, 2017 among CMS Energy, the financial institutions named therein, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Agent (Form 8-K filed December 22, 2017)
12.1			— Statement regarding computation of CMS Energy’s Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Dividends
12.2			— Statement regarding computation of Consumers’ Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Dividends
21.1			— Subsidiaries of CMS Energy and Consumers
23.1			— Consent of PricewaterhouseCoopers LLP for CMS Energy
23.2			— Consent of PricewaterhouseCoopers LLP for Consumers
31.1			— CMS Energy’s certification of the CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2			— CMS Energy’s certification of the CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.3			— Consumers’ certification of the CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.4			— Consumers’ certification of the CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1			— CMS Energy’s certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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Exhibits	Previously Filed		Description
	With File Number	As Exhibit Number	
32.2			— Consumers' certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1 ¹	333-221134	99.1	— CMS Energy Stock Purchase Plan, as amended and restated October 26, 2017 (Form S-3ASR filed October 26, 2017)
101.INS			— XBRL Instance Document
101.SCH			— XBRL Taxonomy Extension Schema
101.CAL			— XBRL Taxonomy Extension Calculation Linkbase
101.DEF			— XBRL Taxonomy Extension Definition Linkbase
101.LAB			— XBRL Taxonomy Extension Labels Linkbase
101.PRE			— XBRL Taxonomy Extension Presentation Linkbase

¹ Obligations of CMS Energy or its subsidiaries, but not of Consumers.

² Management contract or compensatory plan or arrangement.

Exhibits that have been previously filed with the SEC, designated above, are incorporated herein by reference and made a part hereof.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, CMS Energy Corporation has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 14th day of February 2018.

CMS ENERGY CORPORATION

By: /s/ Patricia K. Poppe
Patricia K. Poppe
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed below by the following persons on behalf of CMS Energy Corporation and in the capacities indicated and on the 14th day of February 2018.

 /s/ Patricia K. Poppe
Patricia K. Poppe
President and Chief Executive Officer, and Director
(Principal Executive Officer)

 /s/ Rejji P. Hayes
Rejji P. Hayes
Executive Vice President
and Chief Financial Officer
(Principal Financial Officer)

 /s/ Glenn P. Barba
Glenn P. Barba
Vice President, Controller,
and Chief Accounting Officer
(Controller)

 /s/ Jon E. Barfield
Jon E. Barfield, Director

 /s/ Deborah H. Butler
Deborah H. Butler, Director

 /s/ Kurt L. Darrow
Kurt L. Darrow, Director

 /s/ Stephen E. Ewing
Stephen E. Ewing, Director

 /s/ William D. Harvey
William D. Harvey, Director

 /s/ Philip R. Lochner, Jr.
Philip R. Lochner, Jr., Director

 /s/ John G. Russell
John G. Russell, Director

 /s/ Myrna M. Soto
Myrna M. Soto, Director

 /s/ John G. Sznewajs
John G. Sznewajs, Director

 /s/ Laura H. Wright
Laura H. Wright, Director

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Consumers Energy Company has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 14th day of February 2018.

CONSUMERS ENERGY COMPANY

By: /s/ Patricia K. Poppe
 Patricia K. Poppe
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed below by the following persons on behalf of Consumers Energy Company and in the capacities indicated and on the 14th day of February 2018.

 /s/ Patricia K. Poppe
 Patricia K. Poppe
President and Chief Executive Officer, and Director
(Principal Executive Officer)

 /s/ Rejji P. Hayes
 Rejji P. Hayes
Executive Vice President
and Chief Financial Officer
(Principal Financial Officer)

 /s/ Glenn P. Barba
 Glenn P. Barba
Vice President, Controller,
and Chief Accounting Officer
(Controller)

 /s/ Jon E. Barfield
 Jon E. Barfield, Director

 /s/ Deborah H. Butler
 Deborah H. Butler, Director

 /s/ Kurt L. Darrow
 Kurt L. Darrow, Director

 /s/ Stephen E. Ewing
 Stephen E. Ewing, Director

 /s/ William D. Harvey
 William D. Harvey, Director

 /s/ Philip R. Lochner, Jr.
 Philip R. Lochner, Jr., Director

 /s/ John G. Russell
 John G. Russell, Director

 /s/ Myrna M. Soto
 Myrna M. Soto, Director

 /s/ John G. Sznewajs
 John G. Sznewajs, Director

 /s/ Laura H. Wright
 Laura H. Wright, Director

FIFTH SUPPLEMENTAL INDENTURE
dated as of February 13, 2018

This Fifth Supplemental Indenture, dated as of the 13th day of February, 2018, between CMS Energy Corporation, a corporation duly organized and existing under the laws of the State of Michigan (hereinafter called the “*Issuer*”) and having its principal office at One Energy Plaza, Jackson, Michigan 49201, and The Bank of New York Mellon, a New York banking corporation and formerly known as The Bank of New York (hereinafter called the “*Trustee*”) and having its Corporate Trust Office at 101 Barclay Street, Floor 7E, New York, New York 10286.

WITNESSETH:

WHEREAS, the Issuer and the Trustee entered into an Indenture, dated as of June 1, 1997 (the “*Original Indenture*”), pursuant to which one or more series of debt securities of the Issuer (the “*Securities*”) may be issued from time to time; and

WHEREAS, Section 8.2 of the Original Indenture provides that a supplemental indenture may be entered into by the Issuer and the Trustee with the consent of the Holders of not less than a majority in aggregate principal amount of the Securities of all series at the time Outstanding affected by such supplemental indenture (voting as one class) for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of the Original Indenture (subject to certain exceptions not relevant to this Fifth Supplemental Indenture); and

WHEREAS, there are currently no Securities of any series Outstanding as of the date hereof and therefore no Holders entitled to any consent rights with respect to this Fifth Supplemental Indenture pursuant to Section 8.2 of the Original Indenture; and

WHEREAS, the Issuer has requested the Trustee to join with it in the execution and delivery of this Fifth Supplemental Indenture in order to supplement and amend the Original Indenture by revising certain provisions of the Original Indenture; and

WHEREAS, the Issuer and the Trustee desire to enter into this Fifth Supplemental Indenture for the purposes set forth in Section 8.2 of the Original Indenture as referred to above; and

WHEREAS, the Issuer has furnished the Trustee with a copy of the resolutions of its Board of Directors certified by its Secretary or Assistant Secretary authorizing the execution of this Fifth Supplemental Indenture; and

WHEREAS, all things necessary to make this Fifth Supplemental Indenture a valid agreement of the Issuer and the Trustee and a valid supplement to the Original Indenture have been done;

NOW, THEREFORE, for and in consideration of the premises set forth herein, the Issuer and the Trustee mutually covenant and agree as follows:

ARTICLE I
STANDARD PROVISIONS; DEFINITIONS

SECTION 1.01. *Standard Provisions* . The Original Indenture together with this Fifth Supplemental Indenture and all previous indentures supplemental thereto entered into pursuant to the applicable terms thereof are hereinafter sometimes collectively referred to as the “*Indenture* .” All capitalized terms which are used herein and not otherwise defined herein are defined in the Original Indenture and are used herein with the same meanings as in the Original Indenture. Words of the masculine, feminine or neuter gender in the Indenture shall mean and include the correlative words of other genders.

SECTION 1.02. *Table of Contents* . The Table of Contents of the Original Indenture is hereby amended as follows:

- (a) to delete all quotation marks therein;
- (b) to replace “Holder, Holder of Securities, Security holder” with “Holder, Holder of Securities, Security holder, Securityholder”;
- (c) to replace “Issuer” with “Issuer or Company” (but, for the avoidance of doubt, not as used in “Issuer Order”);
- (d) to replace “Principal” with “principal” in respect of Section 1.1 only;
- (e) to add “U.S. Person” in the appropriate alphabetical sequence;
- (f) to delete “ CMS Energy Trust ”, “ Common Securities ”, “ Common Securities Guarantee ”, “ Declaration ”, “ Preferred Securities ”, “ Preferred Securities Guarantee ”, “ Property Trustee ” and “ Trust Securities ”;
- (g) to amend the Section heading for Section 3.5 from “Limitation on Dividends; Transactions with Affiliates” to “Existence”;
- (h) to amend the Section heading for Section 9.2 from “Successor Corporation Substituted for Issuer” to “Successor Person Substituted for the Issuer”; and
- (i) to add Section 14.12 in the appropriate numerical sequence with the Section heading “Waiver of Jury Trial”.

SECTION 1.03. *Definitions* .

(a) Section 1.1 of the Original Indenture is hereby amended as provided in subsections (1) and (2) of this Section 1.03(a) below:

(1) to insert the new definitions and to replace any existing definitions (as applicable) in the Original Indenture, in the appropriate alphabetical sequence and with any Section or Article references therein referring to Section or Article references in the Indenture, as follows:

““ Business Day ” means any day on which banking institutions in New York, New York are not authorized or required by law or regulation to close.”

““ Corporate Trust Office ” means the office of the Trustee at which the corporate trust business of the Trustee shall, at any particular time, be principally administered, which office is, at the date as of which the Fifth Supplemental Indenture to this Indenture is dated, located at 101 Barclay Street, Floor 7E, New York, New York 10286; Attention: Corporate Trust Administration.”

““ Holder ”, “ Holder of Securities ”, “ Security holder ”, “ Securityholder ” or other similar terms mean the Person in whose name a Security is registered in the Security Register kept by the Issuer for that purpose in accordance with the terms hereof.”

““ Issuer ” or “ Company ” means (except as otherwise provided in Article Six) CMS Energy Corporation, a Michigan corporation, and, subject to Article Nine, its successors and assigns.”

““ Person ” means any individual, corporation, partnership, limited liability company, joint venture, association, joint-stock company, trust, unincorporated organization, government or any agency or political subdivision thereof, or any other entity.”

““ principal ”, of a debt security, including any Security, means the amount (including, without limitation, if and to the extent applicable, any premium and, in the case of an Original Issue Discount Security, any accrued original issue discount, but excluding interest) that is payable with respect to such debt security as of any date and for any purpose (including, without limitation, in connection with any sinking fund, upon any redemption at the option of the Issuer, upon any purchase or exchange at the option of the Issuer or the Holder of such debt security and upon any acceleration of the Maturity of such debt security) and shall be deemed to include the words “and premium, if any”.”

““ Security ” or “ Securities ” shall have the meaning stated in the first recital of this Indenture and, more particularly, means any securities that have been authenticated and delivered under this Indenture and are registered on the Security Register of the Issuer.”

““ U.S. Person ” means any Person that is a “United States person” as defined in Section 7701(a)(30) of the Internal Revenue Code of 1986, as amended from time to time .”

(2) to delete the following definitions in the Original Indenture in their entirety: “ CMS Energy Trust ”, “ Common Securities ”, “ Common Securities Guarantee ”, “ Declaration ”, “ Preferred Securities ”, “ Preferred Securities Guarantee ”, “ Property Trustee ” and “ Trust Securities ”.

(b) Section 1.2 of the Original Indenture is hereby amended to remove the reference to “Senior Indebtedness”.

ARTICLE II SECURITIES

SECTION 2.01. *Security Maturity Date* . Section 2.3(e) of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 2.3(e) thereof and to the provisions specified therein shall be deemed to be references to this Section 2.01 and to the provisions specified herein, respectively:

“(e) Each Security shall mature on a date specified in the Security, and the principal amount of each Outstanding Security shall be payable on the Maturity specified therein.”

SECTION 2.02. *Establishment of Securities* . Section 2.3(f) of the Original Indenture is hereby amended and restated as follows solely with respect to subsections (f)(13) and (f)(22), and all references in the Original Indenture to Section 2.3(f)(13) and Section 2.3(f)(22) thereof and to the provisions specified therein (as applicable) shall be deemed to include references to this Section 2.02 and to the provisions specified herein (as applicable), together with the unmodified provisions of Section 2.3(f) of the Original Indenture, respectively:

“(13) if applicable, that any Securities of such series shall be issuable in whole or in part in the form of one or more Global Securities and, in such case, the respective Depositories for such Global Securities, the form of any legend or legends which shall be borne by any such Global Security in addition to or in lieu of those set forth in Section 2.4 and any circumstances in addition to or in lieu of those set forth in Section 2.8 in which any such Global Security may be exchanged in whole or in part for Securities registered, and any transfer of such Global Security in whole or in part may be registered, in the name or names of Persons other than the Depository for such Global Security or a nominee thereof;”

“(22) any other terms of such series and any deletions from or modifications or additions to this Indenture in respect of the Securities of such series.”

SECTION 2.03. *Authentication and Delivery of Securities* . The last paragraph of Section 2.4 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 2.4 thereof and to the provisions specified therein shall be deemed to include references to this Section 2.03 and to the provisions specified herein, together with the unmodified provisions of Section 2.4 of the Original Indenture, respectively:

“If the Issuer shall establish pursuant to Section 2.3 that the Securities of a series are to be issued in the form of one or more Global Securities, then the Issuer shall execute and the Trustee shall, in accordance with this Section and the Issuer Order with respect to such series, authenticate and make available for delivery one or more Global Securities that (i) shall be in an aggregate amount equal to the aggregate principal amount specified in such Issuer Order, (ii) shall be registered in the name of the Depository therefor or its nominee, (iii) shall be delivered by the Trustee to such Depository or pursuant to such Depository’s instructions and (iv) shall bear a legend substantially to the following effect: “THIS SECURITY IS A REGISTERED GLOBAL SECURITY WITHIN THE MEANING OF THE INDENTURE HEREINAFTER REFERRED TO AND IS REGISTERED IN THE NAME OF A DEPOSITORY OR A NOMINEE OF A DEPOSITORY. THIS SECURITY IS EXCHANGEABLE FOR

SECURITIES REGISTERED IN THE NAME OF A PERSON OTHER THAN THE DEPOSITORY OR ITS NOMINEE ONLY IN THE LIMITED CIRCUMSTANCES DESCRIBED IN THE INDENTURE AND MAY NOT BE TRANSFERRED EXCEPT AS A WHOLE BY THE DEPOSITORY TO A NOMINEE OF THE DEPOSITORY OR BY A NOMINEE OF THE DEPOSITORY TO THE DEPOSITORY OR ANOTHER NOMINEE OF THE DEPOSITORY.””

ARTICLE III COVENANTS OF THE ISSUER

SECTION 3.01. *Offices for Payments, etc* . The first three paragraphs of Section 3.2 of the Original Indenture are hereby amended and restated as follows, and all references in the Original Indenture to Section 3.2 thereof and to the provisions specified therein shall be deemed to include references to this Section 3.01 and to the provisions specified herein, together with the unmodified provisions of Section 3.2 of the Original Indenture, respectively:

“ So long as any Securities are Outstanding hereunder, the Issuer will maintain an office or agency where the Securities of each series may be presented for payment, where the Securities of each series may be presented for exchange as in this Indenture provided, and where the Securities of each series may be presented for registration of transfer as in this Indenture provided and where the Securities of each series that is convertible may be presented for conversion as in this Indenture provided.

The Issuer will maintain an office or agency where notices and demands to or upon the Issuer in respect of the Securities of any series or this Indenture may be served.

The Issuer will give to the Trustee prompt written notice of the location of each such office or agency and of any change of location thereof. In case the Issuer shall fail to maintain any office or agency required by this Section or shall fail to give such notice of the location or of any change in the location of any of the above offices or agencies, presentations and demands may be made and notices may be served at the Corporate Trust Office of the Trustee, and, in such event, the Trustee shall act as the Issuer’s agent to receive all such presentations, surrenders, notices and demands.”

SECTION 3.02. *Existence* . Section 3.5 of the Original Indenture is hereby amended and restated as follows:

“ Existence. So long as any Securities are Outstanding, subject to Article Nine of this Indenture, the Issuer will do or cause to be done all things necessary to preserve and keep in full force and effect its corporate existence.”

ARTICLE IV SECURITY HOLDERS LISTS AND REPORTS BY THE ISSUER

SECTION 4.01. *Preservation and Disclosure of Security holders Lists* . Section 4.2(a) of the Original Indenture is hereby amended and restated as follows, and all references in the

Original Indenture to Section 4.2(a) thereof and to the provisions specified therein shall be deemed to be references to this Section 4.01 and to the provisions specified herein, respectively:

“(a) The Trustee shall preserve, in as current a form as is reasonably practicable, all information as to the names and addresses of the Holders of each series of Securities (i) contained in the most recent list furnished to it as provided in Section 4.1 and (ii) received by it in the capacity of the Security Registrar for such series, if so acting. The Trustee may destroy any list furnished to it as provided in Section 4.1 upon receipt of a new list so furnished.”

SECTION 4.02. *Reports by the Issuer*. Section 4.3(a) of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 4.3(a) thereof and to the provisions specified therein shall be deemed to be references to this Section 4.02 and to the provisions specified herein, respectively:

“(a) to file with the Trustee, within 15 days after the Issuer is required to file the same with the Commission, copies of the annual reports and of the information, documents and other reports (or copies of such portions of any of the foregoing as the Commission may from time to time by rules and regulations prescribe) which the Issuer may be required to file with the Commission pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934; or if the Issuer is not required to file information, documents or reports pursuant to either of such Sections, then to file with the Trustee and the Commission, in accordance with rules and regulations prescribed from time to time by the Commission, such of the supplementary and periodic information, documents, and reports which may be required pursuant to Section 13 of the Securities Exchange Act of 1934 in respect of a debt security listed and registered on a national securities exchange as may be prescribed from time to time in such rules and regulations; provided that any documents filed by the Issuer with the Commission via the Commission’s EDGAR system (or any successor thereto) will constitute filing of the same with the Trustee as of the time such documents are so filed;”

SECTION 4.03. *Reports by the Trustee*. Section 4.4(a) of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 4.4(a) thereof and to the provisions specified therein shall be deemed to be references to this Section 4.03 and to the provisions specified herein, respectively:

“(a) Annually, not later than 60 days after May 15 of each year, the Trustee shall transmit to the Holders and the Commission a report with respect to events described in Section 313(a) of the Trust Indenture Act, in such manner and to the extent provided thereunder.”

ARTICLE V EVENT OF DEFAULT DEFINED

SECTION 5.01. *Event of Default Defined*. Section 5.1(g) of the Original Indenture is hereby amended to replace (a) “Consumers Power Company” with “Consumers Energy Company” and (b) “\$25,000,000” with “\$100,000,000”. Section 5.1(h) of the Original Indenture is hereby amended to replace “\$25,000,000” with “\$100,000,000”.

**ARTICLE VI
CONCERNING THE TRUSTEE**

SECTION 6.01. *Certain Rights of the Trustee* . Section 6.2 of the Original Indenture is hereby amended by deleting “and” from the end of Section 6.2(f) and replacing the period with a semi-colon at the end of Section 6.2(g), and the following provisions shall be appended after subsection (g) of Section 6.2 of the Original Indenture as follows, and all references in the Original Indenture to Section 6.2 thereof and to the provisions specified therein shall be deemed to include references to this Section 6.01 and to the provisions specified herein, together with the unmodified provisions of Section 6.2 of the Original Indenture, respectively:

“(h) in no event shall the Trustee be responsible or liable for special, indirect, punitive or consequential loss or damage of any kind whatsoever (including, but not limited to, loss of profit) irrespective of whether the Trustee has been advised of the likelihood of such loss or damage and regardless of the form of action;

(i) the Trustee shall not be deemed to have notice of any default or Event of Default unless written notice of any event which is in fact such a default is received by a Responsible Officer of the Trustee at the Corporate Trust Office of the Trustee, and such notice references the Securities and this Indenture;

(j) the rights, privileges, protections, immunities and benefits given to the Trustee, including, without limitation, its right to be indemnified, are extended to, and shall be enforceable by, the Trustee in each of its capacities hereunder, and each agent, custodian and other Person employed to act hereunder;

(k) the Trustee may request that the Company deliver a certificate setting forth the names of individuals and/or titles of officers authorized at such time to take specified actions pursuant to this Indenture; and

(l) in no event shall the Trustee be responsible or liable for any failure or delay in the performance of its obligations hereunder arising out of or caused by, directly or indirectly, forces beyond its control, including, without limitation, strikes, work stoppages, accidents, acts of war or terrorism, civil or military disturbances, nuclear or natural catastrophes or acts of God, and interruptions, loss or malfunctions of utilities, communications or computer (software and hardware) services; it being understood that the Trustee shall use reasonable efforts which are consistent with accepted practices in the banking industry to resume performance as soon as practicable under the circumstances.”

SECTION 6.02. *Persons Eligible for Appointment as Trustee*. Section 6.9 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 6.9 thereof and to the provisions specified therein shall be deemed to be references to this Section 6.02 and to the provisions specified herein, respectively:

“ There shall at all times be a Trustee hereunder which shall be a corporation organized and doing business under the laws of the United States of America or of any State thereof or the District of Columbia having a combined capital and surplus of at least \$50,000,000, and which is

authorized under such laws to exercise corporate trust powers and is subject to supervision or examination by Federal, State or District of Columbia authority. If such corporation publishes reports of condition at least annually, pursuant to law or to the requirements of the aforesaid supervising or examining authority, then, for the purposes of this Section, the combined capital and surplus of such corporation shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published. In case at any time the Trustee shall cease to be eligible in accordance with the provisions of this Section, the Trustee shall resign immediately in the manner and with the effect specified in Section 6.10.”

ARTICLE VII
SUPPLEMENTAL INDENTURES

SECTION 7.01. *Supplemental Indentures Without Consent of Securityholders.*

(a) Section 8.1(d) of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 8.1(d) thereof and to the provisions specified therein shall be deemed to include references to this Section 7.01(a) and to the provisions specified herein, together with the unmodified provisions of Section 8.1 of the Original Indenture, respectively:

“(d)(1) to correct any mistake, cure any ambiguity or correct or supplement any inconsistent or otherwise defective provision contained in this Indenture (including any supplemental indenture); provided that such modification or amendment does not adversely affect the interests of the Holders of the Securities in any material respect, as evidenced by an Officers’ Certificate; provided, further, that any amendment or supplement made solely to conform the provisions of this Indenture and the forms or terms of the Securities of any series to the description of such series of Securities set forth in the applicable prospectus or prospectus supplement, offering memorandum or other document used in connection with the offer or sale of such series of Securities will not be deemed to adversely affect the interests of the Holders of any Securities, as evidenced by an Officers’ Certificate;

(d)(2) to make any provision with respect to matters or questions arising under this Indenture that the Issuer may deem necessary or desirable and that shall not be inconsistent with provisions of this Indenture; provided, that such change or modification does not, in the good faith opinion of the Company, as evidenced by an Officers’ Certificate, adversely affect the interests of the Holders of the Securities in any material respect;”

(b) Section 8.1(e) of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 8.1(e) thereof and to the provisions specified therein shall be deemed to include references to this Section 7.01(b) and to the provisions specified herein, together with the unmodified provisions of Section 8.1 of the Original Indenture, respectively:

“(e) to establish the form and terms of the Securities of any series as permitted by Sections 2.1 and 2.3 (including, without limitation, to add to, modify or otherwise amend any provision of this Indenture so long as such addition, modification or amendment applies only to the Securities of such series);”

(c) Section 8.1(f) of the Original Indenture is hereby amended to replace the period with a semi-colon at the end of Section 8.1(f), and the following provisions shall be appended after subsection (f) of Section 8.1 of the Original Indenture as follows, and all references in the Original Indenture to Section 8.1 thereof and to the provisions specified therein shall be deemed to include references to this Section 7.01(c) and to the provisions specified herein, together with the unmodified provisions of Section 8.1 of the Original Indenture, respectively:

“(g) to surrender any right or power conferred upon the Issuer;

(h) to comply with the requirements of the Commission in order to effect or maintain the qualification of this Indenture under the Trust Indenture Act of 1939, as amended;

(i) to add guarantees of obligations under the Securities;

(j) to modify, amend or replace, in whole or in part, Article Twelve in connection with the creation and issuance of any Subordinated Securities of any series (but not with respect to any Outstanding Subordinated Securities expressly made subject to Article Twelve pursuant to Section 2.3);

(k) to add any additional Events of Default with respect to all or any series of Securities;

(l) to change or eliminate any other provisions of this Indenture to such extent as shall be necessary or desirable to permit or facilitate the issuance, legending, registration, transfer or exchange, redemption or repurchase of Securities in the form of Global Securities, including to comply with the rules, practices and procedures of any Depository (and related procedures);

(m) to change or eliminate any of the provisions of this Indenture, provided that any such change or elimination shall become effective only when there is no Security Outstanding of any series created prior to the execution of the supplemental indenture effecting such change or elimination which is entitled to the benefit of such provision (or such change or elimination only applies to a new series of Securities being established or created); and

(n) to provide for or confirm the issuance of additional Securities of any series in accordance with the terms of this Indenture.”

SECTION 7.02. *Documents to be Given to Trustee* . Section 8.4 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 8.4 thereof shall be deemed to be references to this Section 7.02 and to the provisions specified herein, respectively:

“Before the execution thereof, the Trustee shall receive, in addition to the documents required by Section 14.5, an Officers’ Certificate and an Opinion of Counsel each stating and as conclusive evidence that any amendment, supplement or waiver complies with the applicable provisions of this Indenture and any conditions relating thereto and is authorized or permitted by this Indenture.”

ARTICLE VIII CONSOLIDATION, MERGER, SALE OR CONVEYANCE

SECTION 8.01. *Limitation on Consolidation, Merger and Transfer* . Section 9.1 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 9.1 thereof and to the provisions specified therein shall be deemed to be references to this Section 8.01 and to the provisions specified herein, respectively:

“ Nothing contained in this Indenture or in any of the Securities shall prevent any consolidation or merger of the Issuer with or into any other Person or Persons (whether or not affiliated with the Issuer), or successive consolidations or mergers in which the Issuer or its successor or successors shall be a party or parties, or shall prevent any conveyance, transfer or lease of the property of the Issuer as an entirety or substantially as an entirety, to any other Person (whether or not affiliated with the Issuer); provided, however, that:

(a) in case the Issuer shall consolidate with or merge into another Person or convey, transfer or lease its properties and assets as an entirety or substantially as an entirety to any Person, the entity formed by such consolidation or into which the Issuer is merged or the Person that acquires by conveyance or transfer, or that leases, the properties and assets of the Issuer as an entirety or substantially as an entirety shall be a corporation or a limited liability company organized and existing under the laws of the United States of America, any state thereof or the District of Columbia and shall expressly assume, by an indenture (or indentures, if at such time there is more than one Trustee) supplemental to this Indenture, executed by the successor Person and delivered to the Trustee, in form satisfactory to the Trustee, the due and punctual payment of the principal of and any premium and interest on the Securities and the performance of every obligation in this Indenture and the Outstanding Securities on the part of the Issuer to be performed or observed;

(b) immediately after giving effect to such transaction, no Event of Default or event that, after notice or lapse of time, or both, would become an Event of Default, shall have occurred and be continuing; and

(c) either the Issuer or the successor Person shall have delivered to the Trustee an Officers’ Certificate and an Opinion of Counsel, each stating that such consolidation, merger, conveyance, transfer or lease and, if a supplemental indenture is required in connection with such

transaction, such supplemental indenture complies with the provisions of this Indenture and all conditions precedent therein relating to such transaction.”

SECTION 8.02. *Successor Person Substituted for the Issuer* . Section 9.2 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 9.2 thereof and to the provisions specified therein shall be deemed to be references to this Section 8.02 and to the provisions specified herein, respectively:

“ Successor Person Substituted for the Issuer . Upon any consolidation by the Issuer with or merger of the Issuer into any other Person or any conveyance, transfer or lease of the properties and assets of the Issuer substantially as an entirety to any Person in accordance with Section 9.1 hereof, the successor Person formed by such consolidation or into which the Issuer is merged or to which such conveyance, transfer or lease is made shall succeed to, and be substituted for, and may exercise every right and power of, the Issuer under this Indenture with the same effect as if such successor Person had been named as the Issuer herein; and thereafter, except in the case of a lease, the predecessor Person shall be released from all obligations and covenants under this Indenture and the Securities.

In case of any such consolidation, merger, conveyance, transfer or lease, such changes in phraseology and form (but not in substance) may be made in the Securities thereafter to be issued as may be appropriate.”

ARTICLE IX SATISFACTION AND DISCHARGE OF INDENTURE

SECTION 9.01. *Satisfaction and Discharge of Indenture* . Section 10.1(B)(e) of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 10.1(B)(e) thereof and to the provisions specified therein shall be deemed to include references to this Section 9.01 and to the provisions specified herein, together with the unmodified provisions of Section 10.1 of the Original Indenture, respectively:

“ the Issuer shall have delivered to the Trustee an Opinion of Counsel to the effect that (i) if such deposits shall include Government Obligations in respect of any government other than the United States of America, such deposit shall not result in the Issuer, the Trustee or such trust constituting an “investment company” under the Investment Company Act of 1940, as amended, and (ii) (x) the Issuer has received from, or there has been published by, the Internal Revenue Service a ruling or (y) since the date of this Indenture, there has been a change in the applicable Federal income tax law, in either case to the effect that, and such opinion shall confirm that, the Holders of the Securities of such series then Outstanding will not recognize income, gain or loss for Federal income tax purposes as a result of such deposit, defeasance and discharge and will be subject to Federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such deposit, defeasance and discharge had not occurred; and”

ARTICLE X
REDEMPTION OF SECURITIES AND SINKING FUNDS

SECTION 10.01. *Notice of Redemption; Partial Redemptions* .

(a) The first paragraph of Section 11.2 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 11.2 thereof and to the provisions specified therein shall be deemed to include references to this Section 10.01(a) and to the provisions specified herein, together with the unmodified provisions of Section 11.2 of the Original Indenture, respectively:

“Notice of redemption to the Holders of Securities of any series to be redeemed as a whole or in part shall be given by mailing notice of such redemption by first class mail, postage prepaid, or to any Holder of an interest in a Global Security, by giving notice to the Depository for such Security (or its designee) according to the applicable procedures of the Depository, at least 10 days and not more than 60 days prior to the date fixed for redemption, to such Holders at their last addresses as they shall appear upon the registry books for such Securities. Any notice which is delivered in the manner herein provided shall be conclusively presumed to have been duly given, whether or not the Holder receives the notice. Failure to give such notice, or any defect in the notice to the Holder of any Security of any series designated for redemption as a whole or in part, shall not affect the validity of the proceedings for the redemption of any other Security of such series.”

(b) The fourth paragraph of Section 11.2 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 11.2 thereof and to the provisions specified therein shall be deemed to include references to this Section 10.01(b) and to the provisions specified herein, together with the unmodified provisions of Section 11.2 of the Original Indenture, respectively:

“ On or before the redemption date specified in the notice of redemption given as provided in this Section, the Issuer will deposit with the Trustee or with one or more paying agents (or, if the Issuer is acting as its own paying agent, set aside, segregate and hold in trust as provided in Section 3.4) an amount of money sufficient to redeem on the redemption date all the Securities of any series so called for redemption at the applicable redemption price, together with accrued interest to the date fixed for redemption. The Issuer will deliver to the Trustee at least 10 days prior (except that the Trustee may in its sole discretion waive such notice period at any time, with any such waiver evidenced by completion of the redemption itself) to the date the notice of redemption is sent or otherwise provided to Holders an Officers’ Certificate stating such date, the aggregate principal amount of Securities of each series to be redeemed and that no Events of Default with respect to the Securities of such series have occurred (which have not been waived or cured). In case of a redemption at the option of the Issuer prior to the expiration of any restriction on such redemption, the Issuer shall deliver to the Trustee, at least 10 days prior to the giving of any notice of redemption to Holders pursuant to this Section, an Officers’ Certificate stating that such restriction has been complied with. If less than all the Securities of any series are to be redeemed and the Securities of such series are in definitive form, the Securities to be redeemed shall be selected by lot. If less than all the Securities of any series are to be redeemed and the Securities of such series are in the global form (i.e., Global Securities),

portions of or interests in such Securities of such series to be redeemed shall be selected for redemption by the Depository for such series of Securities in accordance with that Depository's standard procedures therefor. Securities may be redeemed in part in multiples equal to the minimum authorized denomination for Securities of such series or any multiple thereof. The Trustee shall promptly notify the Issuer in writing of the Securities of such series selected for redemption and, in the case of any Securities of such series selected for partial redemption, the principal amount thereof to be redeemed. For all purposes of this Indenture, unless the context otherwise requires, all provisions relating to the redemption of Securities of any series shall relate, in the case of any Security redeemed or to be redeemed only in part, to the portion of the principal amount of such Security which has been or is to be redeemed."

SECTION 10.02. *Payment of Securities Called for Redemption* . The first paragraph of Section 11.3 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 11.3 thereof and to the provisions specified therein shall be deemed to include references to this Section 10.02 and to the provisions specified herein, together with the unmodified provisions of Section 11.3 of the Original Indenture, respectively:

"If notice of redemption has been given as provided in Section 11.2, the Securities or portions of Securities specified in such notice shall become due and payable on the date and at the place stated in such notice at the applicable redemption price, together with interest accrued to the date fixed for redemption, and on and after said date (unless the Issuer shall default in the payment of such Securities at the applicable redemption price, together with interest accrued to said date) interest on the Securities or portions of Securities so called for redemption shall cease to accrue and, except as provided in Sections 6.5 and 10.4, such Securities shall cease from and after the date fixed for redemption to be entitled to any benefit or security under this Indenture, and the Holders thereof shall have no right in respect of such Securities except the right to receive the applicable redemption price thereof and unpaid interest to the date fixed for redemption and the right to convert such Securities, if such Securities are convertible. On presentation and surrender of such Securities at a place of payment specified in said notice, such Securities or the specified portions thereof shall be paid and redeemed by the Issuer at the applicable redemption price, together with interest accrued thereon to the date fixed for redemption; provided that payment of interest becoming due on or prior to the date fixed for redemption shall be payable to the Holders registered as such on the relevant Record Date, subject to the terms and provisions of Sections 2.3 and 2.7."

SECTION 10.03. *Exclusion of Certain Securities from Eligibility for Selection for Redemption* . Section 11.4 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 11.4 thereof and to the provisions specified therein shall be deemed to be references to this Section 10.03 and to the provisions specified herein, respectively:

" Securities shall be excluded from eligibility for selection for redemption if they are identified by registration and certificate number in an Officers' Certificate delivered to the Trustee at least 10 days prior to the last date on which notice of redemption may be given as being owned of record and beneficially by, and not pledged or hypothecated by either (a) the

Issuer or (b) an entity specifically identified in such Officers' Certificate as an Affiliate of the Issuer.”

SECTION 10.04. *Mandatory and Optional Sinking Funds* . The third paragraph of Section 11.5 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 11.5 thereof and to the provisions specified therein shall be deemed to include references to this Section 10.04 and to the provisions specified herein, together with the unmodified provisions of Section 11.5 of the Original Indenture, respectively:

“ On or before the 10th day next preceding each sinking fund payment date for any series, the Issuer will deliver to the Trustee an Officers' Certificate (which need not contain the statements required by Section 14.5) (a) specifying the portion of the mandatory sinking fund payment due on such date to be satisfied by payment of cash and the portion to be satisfied by credit of Securities of such series and the basis for such credit, (b) stating that none of the Securities of such series to be so credited has theretofore been so credited, (c) stating that no defaults in the payment of interest or Events of Default with respect to such series have occurred and are continuing (which have not been waived or cured) and (d) stating whether or not the Issuer intends to exercise its right to make an optional sinking fund payment on such date with respect to such series and, if so, specifying the amount of such optional sinking fund payment which the Issuer intends to pay on or before the next succeeding sinking fund payment date. Any Securities of such series to be so credited and required to be delivered to the Trustee in order for the Issuer to be entitled to credit therefor as aforesaid which have not theretofore been delivered to the Trustee shall be delivered for cancellation pursuant to Section 2.10 to the Trustee with such Officers' Certificate (or reasonably promptly thereafter if acceptable to the Trustee). Such Officers' Certificate shall be irrevocable, and upon its receipt by the Trustee the Issuer shall become unconditionally obligated to make all the cash payments or other deliveries therein referred to, if any, on or before the next succeeding sinking fund payment date. Failure of the Issuer, on or before any such 10th day, to deliver such Officers' Certificate and securities specified in this paragraph, if any, shall not constitute a default but shall constitute, on and as of such 10th day, the irrevocable election of the Issuer that (i) the mandatory sinking fund payment for such series due on the next succeeding sinking fund payment date shall be paid entirely in cash without the option to deliver or credit Securities of such series in respect thereof and (ii) the Issuer will make no optional sinking fund payment with respect to such series on such date as provided in this Section.”

ARTICLE XI SUBORDINATION

SECTION 11.01. *Securities Subordinated to Senior Indebtedness* . The second paragraph of Section 12.1(b) of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 12.1(b) thereof and to the provisions specified therein shall be deemed to include references to this Section 11.01 and to the provisions specified herein, together with the unmodified provisions of Section 12.1(b) of the Original Indenture, respectively:

““Senior Indebtedness” means the principal of and premium, if any, and interest on the following, whether outstanding on the date hereof or thereafter incurred, created or assumed: (i) indebtedness of the Issuer for money borrowed by the Issuer or evidenced by debentures, notes, bankers’ acceptances or other corporate debt securities, or similar instruments issued by the Issuer (in each case, other than the Subordinated Securities); (ii) all capital lease obligations of the Issuer; (iii) all obligations of the Issuer issued or assumed as the deferred purchase price of property, all conditional sale obligations of the Issuer and all obligations of the Issuer under any title retention agreement (but excluding trade accounts payable arising in the ordinary course of business); (iv) obligations with respect to letters of credit; (v) all indebtedness of others of the type referred to in the preceding clauses (i) through (iv) assumed by or guaranteed in any manner by the Issuer or in effect guaranteed by the Issuer; (vi) all obligations of the type referred to in clauses (i) through (v) above of other Persons secured by any lien on any property or asset of the Issuer (whether or not such obligation is assumed by the Issuer), except for (1) any such indebtedness that is by its terms subordinated to or *pari passu* with the Subordinated Securities, as the case may be, and (2) any indebtedness between or among the Issuer and its Affiliates and/or (vii) renewals, extensions or refundings of any of the indebtedness referred to in the preceding clauses unless, in the case of any particular indebtedness, renewal, extension or refunding, under the express provisions of the instrument creating or evidencing the same or the assumption or guarantee of the same, or pursuant to which the same is outstanding, such indebtedness or such renewal, extension or refunding thereof is not superior in right of payment to the Subordinated Securities.”

SECTION 11.02. *Obligation of the Issuer Unconditional* . The last paragraph of Section 12.5 of the Original Indenture is hereby deleted in its entirety, and all references in the Original Indenture to Section 12.5 thereof and to the provisions specified therein shall be deemed to include references to this Section 11.02 and to the provisions specified herein, together with the unmodified provisions of Section 12.5 of the Original Indenture, respectively.

ARTICLE XII MISCELLANEOUS PROVISIONS

SECTION 12.01. *Provisions of Indenture for the Sole Benefit of Parties and Holders of Securities* . Section 14.2 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 14.2 thereof and to the provisions specified therein shall be deemed to be references to this Section 12.01 and to the provisions specified herein, respectively:

“ Nothing in this Indenture or in the Securities, expressed or implied, shall give or be construed to give to any Person other than the parties hereto and their successors and the Holders of the Securities, any legal or equitable right, remedy or claim under this Indenture or under any covenant or provision herein contained, all such covenants and provisions being for the sole benefit of the parties hereto and their successors and of the Holders of the Securities.”

SECTION 12.02. *Notices and Demands on Issuer, Trustee and Holders of Securities* . Section 14.4 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 14.4 thereof and to the provisions specified

therein shall be deemed to be references to this Section 12.02 and to the provisions specified herein, respectively:

“Any notice, direction, request or demand which by any provision of this Indenture is required or permitted to be given or served by the Trustee or by any Holder of Securities of any series to or upon the Issuer shall be deemed to have been sufficiently given or served by being deposited postage prepaid in the United States mail, first-class mail (except as otherwise specifically provided herein), addressed (until another address of the Issuer is filed by the Issuer with the Trustee) to CMS Energy Corporation, One Energy Plaza, Jackson, Michigan 49201, Attention: Secretary. Any notice, direction, request or demand by the Issuer or any Holder of Securities of any series to or upon the Trustee shall be deemed to have been sufficiently given or served by being deposited postage prepaid in the United States mail, first-class mail (except as otherwise specifically provided herein), addressed (until another address of the Trustee is filed by the Trustee with the Issuer) to The Bank of New York Mellon, 101 Barclay Street, Floor 7E, New York, New York, 10286, Attn: Corporate Trust Administration. Any notice required or permitted to be given or served by the Issuer or by the Trustee to or upon any Holders of Securities of any series shall be deemed to have been sufficiently given or served by being deposited in the United States mail, first-class mail (except as otherwise specifically provided herein), addressed at their addresses as they shall appear on the Security Register. Notwithstanding any other provision of this Indenture or any Security, where this Indenture or any Security provides for any notice to or other communication with (including any notice of redemption or repurchase) any Holder of an interest in a Global Security (whether by mail or otherwise), such notice shall be sufficiently given if given to the Depository for such Security (or its designee) pursuant to the applicable procedures or standing instructions of the Depository (or its designee), including by electronic mail or otherwise in accordance with accepted practices of the Depository.

In any case where notice to the Holders of Securities is given, neither the failure to give such notice, nor any defect in any notice so given, to any particular Holder shall affect the sufficiency of such notice with respect to other Holders. Where this Indenture provides for notice in any manner, such notice may be waived in writing by the Person entitled to receive such notice, either before or after the event, and such waiver shall be the equivalent of such notice. Waivers of notice by Holders shall be filed with the Trustee, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

In case, by reason of the suspension of or irregularities in regular mail service or by reason of any other cause, it shall be impracticable to mail notice when such notice is required to be given pursuant to any provision of this Indenture, then any manner of giving such notice as shall be reasonably satisfactory to the Trustee shall be deemed to be a sufficient giving of such notice.

The Trustee agrees to accept and act upon instructions or directions pursuant to this Indenture sent by unsecured e-mail, pdf, facsimile transmission or other similar unsecured electronic methods. When the Trustee acts upon e-mail or facsimile instructions (or instructions by a similar electronic method), the Trustee’s understanding of such instructions shall be deemed controlling. The Trustee shall not be liable for any losses, costs or expenses arising directly or

indirectly from the Trustee's reliance upon and compliance with such instructions notwithstanding such instructions conflict or are inconsistent with a subsequent written instruction. The Issuer agrees to assume all risks arising out of the use of such electronic methods to submit instructions and directions to the Trustee, including without limitation the risk of the Trustee acting on unauthorized instructions, and the risk of interception and misuse by third parties."

SECTION 12.03. *Conflict of any Provision of Indenture with Trust Indenture Act of 1939* . Section 14.7 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 14.7 thereof and to the provisions specified therein shall be deemed to be references to this Section 12.03 and to the provisions specified herein, respectively:

"If any provision of this Indenture limits, qualifies or conflicts with another provision which is required to be included in this Indenture by the Trust Indenture Act of 1939, the required provision shall control. If any provision of this Indenture modifies any Trust Indenture Act of 1939 provision that may be so modified, such Trust Indenture Act of 1939 provision shall be deemed to apply to this Indenture as so modified. If any provision of this Indenture excludes any Trust Indenture Act of 1939 provision that may be so excluded, such Trust Indenture Act of 1939 provision shall be excluded from this Indenture. If and to the extent that any provision of this Indenture limits, qualifies or conflicts with any provision set forth in Sections 310 to 317, inclusive, of the Trust Indenture Act of 1939, that impose duties on any person, such provision of the Trust Indenture Act of 1939 shall control."

SECTION 12.04. *Michigan Law to Govern* . Section 14.8 of the Original Indenture is hereby amended and restated as follows, and all references in the Original Indenture to Section 14.8 thereof and to the provisions specified therein shall be deemed to be references to this Section 12.04 and to the provisions specified herein, respectively:

" This Indenture and each Security shall be governed by and deemed to be a contract under, and construed in accordance with, the laws of the State of Michigan, and for all purposes shall be construed in accordance with the laws of such State, except as may otherwise be required by mandatory provisions of law, provided, however, that the rights, duties and obligations of the Trustee are governed and construed in accordance with the laws of the State of New York; provided, further, that no Opinion of Counsel required pursuant to this Indenture shall be required to contain any opinion pursuant to the laws of the State of New York or the laws of any State other than the State of Michigan."

SECTION 12.05. *Waiver of Jury Trial* . Section 14.12 is hereby added to the Original Indenture as follows:

"Section 14.12 Waiver of Jury Trial . EACH OF THE ISSUER, THE HOLDERS AND THE TRUSTEE HEREBY IRREVOCABLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY AND ALL RIGHT TO TRIAL BY JURY IN ANY LEGAL PROCEEDING ARISING OUT OF OR RELATING TO THIS INDENTURE, THE SECURITIES OR THE TRANSACTION CONTEMPLATED HEREBY."

ARTICLE XIII
SUPPLEMENTAL INDENTURES

SECTION 13.01. *Supplemental Indentures* . This Fifth Supplemental Indenture is a supplement to the Original Indenture. As supplemented by this Fifth Supplemental Indenture, the Original Indenture, as supplemented previously, is in all respects ratified, approved and confirmed, and the Original Indenture, as supplemented previously, and this Fifth Supplemental Indenture shall together constitute one and the same instrument.

SECTION 13.02. *Trustee Not Responsible* . The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity, sufficiency or adequacy of this Fifth Supplemental Indenture or for or in respect of the statements or recitals contained herein, all of which recitals are made solely by the Issuer.

TESTIMONIUM

This Fifth Supplemental Indenture may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Fifth Supplemental Indenture to be duly executed as of the day and year first above written.

CMS ENERGY CORPORATION

By: /s/ Srikanth Maddipati
Srikanth Maddipati
Vice President and Treasurer

THE BANK OF NEW YORK MELLON ,
not in its individual capacity but solely as Trustee

By: /s/ Laurence J. O'Brien
Laurence J. O'Brien
Vice President

CMS Energy Corporation

Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Dividends

Years Ended December 31	<i>In Millions, Except Ratios</i>				
	2017	2016	2015	2014	2013
<i>Earnings as defined</i> ¹					
Pretax income from continuing operations	\$ 886	\$ 826	\$ 796	\$ 729	\$ 756
Exclude equity basis subsidiaries	(2)	(2)	(2)	(1)	(2)
Fixed charges as defined ²	468	469	421	432	423
Earnings as defined²	\$ 1,352	\$ 1,293	\$ 1,215	\$ 1,160	\$ 1,177
<i>Fixed charges as defined</i> ¹					
Interest on long-term debt	\$ 406	\$ 411	\$ 386	\$ 393	\$ 385
Estimated interest portion of lease rental	27	29	21	21	21
Other interest charges	36	31	16	19	18
Fixed charges as defined ²	469	471	423	433	424
Preferred dividends	-	-	-	-	-
Combined fixed charges and preferred dividends	\$ 469	\$ 471	\$ 423	\$ 433	\$ 424
Ratio of earnings to fixed charges	2.88	2.75	2.87	2.68	2.78
Ratio of earnings to combined fixed charges and preferred dividends	2.88	2.75	2.87	2.68	2.78

¹ Earnings and fixed charges as defined in instructions for Item 503 of Regulation S-K.

² Preferred dividends of a consolidated subsidiary are included in fixed charges, but excluded from earnings as defined because the amount was not deducted in arriving at pretax income from continuing operations.

Consumers Energy Company

Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Dividends

Years Ended December 31	<i>In Millions, Except Ratios</i>					
	2017	2016	2015	2014	2013	
<i>Earnings as defined</i> ¹						
Pretax income from continuing operations	\$ 971	\$ 936	\$ 896	\$ 873	\$ 880	
Fixed charges as defined	305	302	275	274	269	
Earnings as defined	\$ 1,276	\$ 1,238	\$ 1,171	\$ 1,147	\$ 1,149	
<i>Fixed charges as defined</i> ¹						
Interest on long-term debt	\$ 263	\$ 261	\$ 252	\$ 243	\$ 237	
Estimated interest portion of lease rental	27	29	21	21	21	
Other interest charges	15	12	2	10	11	
Fixed charges as defined	305	302	275	274	269	
Preferred dividends	3	3	3	3	3	
Combined fixed charges and preferred dividends	\$ 308	\$ 305	\$ 278	\$ 277	\$ 272	
Ratio of earnings to fixed charges	4.18	4.10	4.26	4.19	4.27	
Ratio of earnings to combined fixed charges and preferred dividends	4.14	4.06	4.21	4.14	4.22	

¹ Earnings and fixed charges as defined in instructions for Item 503 of Regulation S-K.

For the purpose of this filing, information is organized under the headings of CMS Energy Corporation (Tier 1), CMS Capital, L.L.C. (Tier 2), CMS Enterprises Company (Tier 2), CMS Treasury Services, LLC (Tier 2), Consumers Energy Company (Tier 2), and Dearborn Industrial Energy, L.L.C. (Tier 2). As set forth in detail below, CMS Energy Corporation is the parent company of CMS Capital, L.L.C., CMS Enterprises Company, CMS Treasury Services, LLC, Consumers Energy Company, and Dearborn Industrial Energy, L.L.C. All ownership interests are 100 percent unless indicated parenthetically to the contrary and are accurate as of December 31, 2017.

01 CMS Energy Corporation

Address:

One Energy Plaza
Jackson, Michigan 49201

CMS Energy Corporation, also conducting business as CMS Energy, is an integrated energy company, which has as its primary business operations an electric and natural gas utility, natural gas pipeline systems, and independent power generation.

The name, state of organization, and nature of business of CMS Energy's direct subsidiaries are described below.

02 CMS Capital, L.L.C.

CMS Capital, L.L.C. is a Michigan limited liability company that holds ownership interests in CMS Land Company and EnerBank USA.

02 CMS Enterprises Company

CMS Enterprises Company, also conducting business as CMS Enterprises, is a Michigan corporation that, through various subsidiaries and affiliates, is engaged in diversified businesses in the United States and in select international markets.

02 CMS Treasury Services, LLC

CMS Treasury Services, LLC is a Michigan limited liability company formed to handle cash management functions and intercompany banking operations for CMS Energy and certain of its subsidiaries and affiliates.

02 Consumers Energy Company

Consumers Energy Company is a Michigan corporation engaged in the generation, purchase, transmission, distribution, and sale of electricity, and in the purchase, transmission, storage, distribution, and sale of natural gas, in Michigan's lower peninsula.

02 Dearborn Industrial Energy, L.L.C.

Dearborn Industrial Energy, L.L.C. is a Michigan limited liability company that holds the ownership interest in Dearborn Industrial Generation, L.L.C.

The name, state of organization, and nature of business of each subsidiary and their subsidiaries are described below.

02 CMS Capital, L.L.C.

Address:

One Energy Plaza
Jackson, Michigan 49201

CMS Capital, L.L.C. is a Michigan limited liability company that holds ownership interests in CMS Land Company and EnerBank USA.

03 CMS Land Company

CMS Land Company is a Michigan corporation formed to act as a repository for any unused real property formerly owned by Consumers Energy Company, and hold the same for possible non-utility development.

04 Beeland Group LLC

Beeland Group LLC is a Michigan limited liability company formed to acquire land and other property in order to provide a disposal well for the Bay Harbor properties.

03 EnerBank USA

EnerBank USA, also conducting business as EnerBank USA, Inc., is a Utah corporation engaged in the business of an “industrial bank” to issue certificates of deposit for the payment of money, to issue capital notes or debentures, to receive payments with or without allowance for interest, and to exercise all of the rights, privileges, and powers of an industrial bank.

02 CMS Enterprises Company

Address:

One Energy Plaza
Jackson, Michigan 49201

CMS Enterprises Company, also conducting business as CMS Enterprises, is a Michigan corporation that, through various subsidiaries and affiliates, is engaged in diversified businesses in the United States and in select international markets.

03 CMS Energy Resource Management Company

CMS Energy Resource Management Company, also conducting business as CMS ERM, is a Michigan corporation concentrating on the purchase and sale of energy commodities in support of CMS Energy's generating facilities.

04 CMS ERM Michigan LLC

CMS ERM Michigan LLC is a Michigan limited liability company formed for the sole purpose of taking an assignment of the Ford/Rouge Electricity Sales Agreements from Dearborn Industrial Generation, L.L.C. and to perform those contracts.

04 CMS Viron Corporation

CMS Viron Corporation, also conducting business as CMS Viron Energy Services, is a Missouri corporation formed to provide services in the area of energy usage analysis and the engineering and implementation of energy conservation measures.

03 CMS Enterprises Development L.L.C.

CMS Enterprises Development L.L.C is a Michigan limited liability company formed to invest in various projects.

03 CMS Gas Transmission Company

CMS Gas Transmission Company, also conducting business as CMS Gas Transmission and Storage, is a Michigan corporation organized to engage in the transmission, storage, and processing of natural gas.

04 CMS Gas Argentina Company

CMS Gas Argentina Company is a Cayman Islands corporation formed to own an equity interest in Transportadora de Gas del Norte S.A., an Argentine corporation, which provides natural gas transmission services to the northern and central parts of Argentina.

04 CMS International Ventures, L.L.C. (37.01%) (See Exhibit A for list of subsidiaries)

CMS International Ventures, L.L.C. is a Michigan limited liability company, formed to own, manage, and sell certain of CMS Energy's international investments.

04 Nitrotec Corporation (50%)

Nitrotec Corporation is a Delaware corporation formed to invest in plants that extract helium from natural gas.

04 Otsego EOR, L.L.C. (25%)

Otsego EOR, L.L.C. is a Michigan limited liability company formed to hold oil reservoirs, pipeline, and compression facilities located in Otsego County, Michigan.

03 CMS International Ventures, L.L.C. (61.49%) (See Exhibit A for list of subsidiaries)

03 HYDRA-CO Enterprises, Inc. (See Exhibit B for list of subsidiaries)

HYDRA-CO Enterprises, Inc. is a New York corporation involved in the management and operation of coal-fueled, natural gas-fueled, wood waste-fueled, hydro, and solar photovoltaic generating units.

02 CMS Treasury Services, LLC

Address:

One Energy Plaza
Jackson, Michigan 49201

CMS Treasury Services, LLC is a Michigan limited liability company formed to handle the cash management functions and intercompany banking operations for CMS Energy and certain of its subsidiaries and affiliates.

21.1- 6

02 Consumers Energy Company

Address:

One Energy Plaza
Jackson, Michigan 49201

The consolidated operations of Consumers Energy Company account for the largest share of CMS Energy's total assets and income and account for a substantial portion of its revenues. Consumers also conducts business under the following assumed names:

- Consumers Business Energy Services
- Consumers Energy
- Consumers Energy Business Services
- Consumers Energy Consultants
- Consumers Energy Contractor Network
- Consumers Energy Dealer Network
- Consumers Energy Finance
- Consumers Energy Fitness Audits
- Consumers Energy Group
- Consumers Energy HouseCall
- Consumers Energy HouseCall Services
- Consumers Energy Management
- Consumers Energy Resources
- Consumers Energy Security Services
- Consumers Energy Services
- Consumers Energy Systems
- Consumers Energy Traders
- Consumers Power
- Consumers Power Company
- Laboratory Commercial Services
- Laboratory Services
- Michigan Gas Storage
- Michigan Gas Storage Company
- Technical Training Centers
- Zeeland Power Company

The name, state of organization, and nature of business of Consumers' subsidiaries are described below:

03 CMS Engineering Co.

CMS Engineering Co. is a Michigan corporation engaged in offering design, engineering, project management, and related construction services to natural gas utilities, natural gas exploration and production companies, and other energy businesses.

03 Consumers 2014 Securitization Funding LLC

Consumers 2014 Securitization Funding LLC is a Delaware limited liability company formed for purchasing securitization property from Consumers and to issue securitization bonds pledging the securitization property as collateral for the securitization bonds.

03 Consumers Campus Holdings, LLC

Consumers Campus Holdings, LLC is a Michigan limited liability company formed for the purpose of being the lessee in the synthetic lease financing of the Consumers office building located in downtown Jackson, Michigan.

03 Consumers Receivables Funding II, LLC

Consumers Receivables Funding II, LLC is a Delaware limited liability company that buys certain accounts receivable from Consumers and sells them to a third party.

03 ES Services Company

ES Services Company is a Michigan corporation formed for the purpose of offering design, engineering, project management, and related services primarily to electric utilities and generation facilities.

03 Maxey Flats Site IRP, L.L.C. (1.71%)

Maxey Flats Site IRP, L.L.C. is a Virginia limited liability company formed for the purpose of environmental remediation of a former low-level radioactive waste disposal site.

02 Dearborn Industrial Energy, L.L.C.

Address:

One Energy Plaza
Jackson, Michigan 49201

Dearborn Industrial Energy, L.L.C. is a Michigan limited liability company that holds the ownership interest in Dearborn Industrial Generation, L.L.C.

03 Dearborn Industrial Generation, L.L.C.

Dearborn Industrial Generation, L.L.C. is a Michigan limited liability company engaged in the operation of the Ford/Rouge Cogeneration Facility in Dearborn, Michigan.

Subsidiaries of CMS International Ventures, L.L.C.

Address:

One Energy Plaza
Jackson, Michigan 49201

04 CMS Electric & Gas, L.L.C.

CMS Electric & Gas, L.L.C. is a Michigan limited liability company. CMS International Distribution LLC and CMS Electric and Gas Company merged in December 2002 to form CMS Electric & Gas, L.L.C.

05 CMS Venezuela, S.A.

CMS Venezuela, S.A. is a Venezuelan corporation formed to operate Sistema Electrico Nueva Esparta C.A. (SENECA).

05 ENELMAR S.A.

ENELMAR S.A. is a Venezuelan corporation formed to hold CMS Electric & Gas, L.L.C.'s interests in the privatized electric system of the State of Nueva Esparta.

Subsidiaries of HYDRA-CO Enterprises, Inc.

Address:

One Energy Plaza
Jackson, Michigan 49201

04 CMS Exeter LLC

CMS Exeter LLC is a Michigan limited liability company formed to facilitate the restructuring of Oxford/CMS Development Limited Partnership for state tax planning purposes.

05 Oxford/CMS Development Limited Partnership (1% GP)

04 CMS Generation Filer City, Inc.

CMS Generation Filer City, Inc. is a Michigan corporation involved as a General Partner in the T.E.S. Filer City Station Limited Partnership, a Michigan limited partnership that is the owner of the 54 megawatt (net) woodchip- and coal-fueled electric generating station in Filer City, Michigan.

05 T.E.S. Filer City Station Limited Partnership (50%)

04 CMS Generation Filer City Operating LLC

CMS Generation Filer City Operating LLC is a Michigan limited liability company formed to operate a coal- and wood waste-fueled power plant near Filer City, Michigan owned by the T.E.S. Filer City Station Limited Partnership.

04 CMS Generation Genesee Company

CMS Generation Genesee Company is a Michigan corporation involved as a General Partner in the Genesee Power Station Limited Partnership, a Delaware limited partnership, which owns and operates a 35-megawatt (net) waste-wood-fueled electric generating facility located in Genesee County, Michigan.

05 Genesee Power Station Limited Partnership (1% GP)

04 CMS Generation Grayling Company

CMS Generation Grayling Company is a Michigan corporation involved as a General Partner in Grayling Generating Station Limited Partnership, a Michigan limited partnership, that owns a waste-wood-fueled power plant in Grayling, Michigan. Grayling Generating Station Limited Partnership owns GGS Holdings Company, a Michigan corporation, which is a General Partner in AJD Forest Products Limited Partnership (also conducting business as AJD Forest Products), a Michigan limited partnership, that operates a sawmill adjacent to the Grayling Generating Station and also supplies wood waste fuel to Grayling Generating Station. Grayling Generating Station Limited Partnership is a Limited Partner in AJD Forest Products Limited Partnership.

05 Grayling Generating Station Limited Partnership (1% GP)

06 AJD Forest Products Limited Partnership (49.5% LP)

06

GGG Holdings Company

GGG Holdings Company is a Michigan corporation that owns a General Partner interest in AJD Forest Products Limited Partnership, a Michigan limited partnership.

07

AJD Forest Products Limited Partnership (0.5% GP)

05

Grayling Partners Land Development, L.L.C. (1%)

Grayling Partners Land Development, L.L.C. is a Michigan limited liability company formed to acquire land near the Grayling facility for potential development of an ash disposal site.

04

CMS Generation Grayling Holdings Company

CMS Generation Grayling Holdings Company is a Michigan corporation involved as a Limited Partner in Grayling Generating Station Limited Partnership, a Michigan limited partnership. Grayling Generating Station Limited Partnership owns GGG Holdings Company, a Michigan corporation that owns a General Partner interest in AJD Forest Products Limited Partnership, a Michigan limited partnership.

05

Grayling Generating Station Limited Partnership (49% LP)

06

AJD Forest Products Limited Partnership (49.5% LP)

06

GGG Holdings Company

07

AJD Forest Products Limited Partnership (0.5% GP)

05

Grayling Partners Land Development, L.L.C. (49%)

04

CMS Generation Holdings Company

CMS Generation Holdings Company is a Michigan corporation involved as a limited partner in various partnerships.

05

Genesee Power Station Limited Partnership (48.75% LP)

05

GPS Newco, L.L.C. (50%)

GPS Newco, L.L.C. is a Kansas limited liability company formed for the purpose of facilitating financing and/or restricting liabilities of CMS Energy's equity invested in Genesee Power Station Limited Partnership.

06

Genesee Power Station Limited Partnership (0.5% LP)

04

CMS Generation Michigan Power L.L.C.

CMS Generation Michigan Power L.L.C. is a Michigan limited liability company formed to own generating units in Michigan for the purpose of generating power during peak demand periods.

04 CMS Generation Operating Company II, Inc.

CMS Generation Operating Company II, Inc. is a New York corporation formed to operate power plants, primarily in the United States.

04 CMS Generation Operating LLC

CMS Generation Operating LLC is a Michigan limited liability company involved in the operation of various power plants throughout the United States.

04 CMS Generation Recycling Company

CMS Generation Recycling Company is a Michigan corporation that has ownership interest in Mid-Michigan Recycling, L.C. Mid-Michigan Recycling, L.C. was created to be involved in supplying wood waste fuel for the Genesee Power Station Limited Partnership.

05 Mid-Michigan Recycling, L.C. (50%)

Mid-Michigan Recycling, L.C. is a Michigan limited liability company involved in supplying wood waste fuel for the Genesee Power Station Limited Partnership.

04 Craven County Wood Energy Limited Partnership (44.99% LP)

Craven County Wood Energy Limited Partnership is a Delaware limited partnership involved in the ownership and operation of a wood waste-fueled plant in New Bern, North Carolina.

04 Dearborn Generation Operating, L.L.C.

Dearborn Generation Operating, L.L.C. is a Michigan limited liability company formed to operate the Ford/Rouge Project.

04 Delta Solar Power I, LLC

Delta Solar Power I, LLC is a Michigan limited liability company formed to develop a solar photovoltaic electricity generating system located in Delta Township, Eaton County, Michigan.

04 Delta Solar Power II, LLC

Delta Solar Power II, LLC is a Michigan limited liability company formed to develop a solar photovoltaic electricity generating system located in Delta Township, Eaton County, Michigan.

04 Flambeau Solar Partners Limited Liability Company

Flambeau Solar Partners Limited Liability Company is a Delaware limited liability company formed to develop a solar photovoltaic electricity generating system located in Phillips, Wisconsin.

04 HCE-Biopower, Inc.

HCE-Biopower, Inc. is a New York corporation formed to hold partnership interests in various power projects.

05 IPP Investment Partnership (51%)

06 Craven County Wood Energy Limited Partnership (0.01% LP)

04 IPP Investment Partnership (49%)

05 Craven County Wood Energy Limited Partnership (0.01% LP)

04 New Bern Energy Recovery, Inc.

New Bern Energy Recovery, Inc. is a Delaware corporation formed to participate as a General Partner in the Craven County Wood Energy Limited Partnership formed to construct, operate and own a wood waste-fueled electric generating facility in Craven County, North Carolina.

05 Craven County Wood Energy Limited Partnership (5% GP)

04 Oxford/CMS Development Limited Partnership (99% LP)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Forms S-8 (No. 333-196443) and S-3 (Nos. 333-216355 and 333-221134) of CMS Energy Corporation of our report dated February 14, 2018 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan
February 14, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-216355-01) of Consumers Energy Company of our report dated February 14, 2018 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan
February 14, 2018

CERTIFICATION OF PATRICIA K. POPPE

I, Patricia K. Poppe, certify that:

1. I have reviewed this annual report on Form 10-K of CMS Energy Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 14, 2018

By: _____
 /s/ Patricia K. Poppe
 Patricia K. Poppe
 President and Chief Executive Officer

CERTIFICATION OF PATRICIA K. POPPE

I, Patricia K. Poppe, certify that:

- 1. I have reviewed this annual report on Form 10-K of Consumers Energy Company;
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
- 5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Dated: February 14, 2018

By: _____
 /s/ Patricia K. Poppe
 Patricia K. Poppe
 President and Chief Executive Officer

CERTIFICATION OF CEO AND CFO PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of CMS Energy Corporation (the “Company”) for the annual period ended December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Patricia K. Poppe, as President and Chief Executive Officer of the Company, and Rejji P. Hayes, as Executive Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his or her knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Patricia K. Poppe

Name: Patricia K. Poppe
Title: President and Chief Executive Officer
Date: February 14, 2018

/s/ Rejji P. Hayes

Name: Rejji P. Hayes
Title: Executive Vice President and Chief Financial Officer
Date: February 14, 2018

CERTIFICATION OF CEO AND CFO PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Consumers Energy Company (the “Company”) for the annual period ended December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Patricia K. Poppe, as President and Chief Executive Officer of the Company, and Rejji P. Hayes, as Executive Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his or her knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Patricia K. Poppe

Name: Patricia K. Poppe
Title: President and Chief Executive Officer
Date: February 14, 2018

/s/ Rejji P. Hayes

Name: Rejji P. Hayes
Title: Executive Vice President and Chief Financial Officer
Date: February 14, 2018
