

Financial Statements of

**GRIMSBY POWER
INCORPORATED**

And Independent Auditors' Report thereon

Year ended December 31, 2019



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INDEPENDENT AUDITORS' REPORT

To the Shareholder of Grimsby Power Incorporated

Opinion

We have audited the financial statements of Grimsby Power Incorporated (the "Entity"), which comprise:

- the statement of financial position as at December 31, 2019
- the statement of comprehensive income for the year then ended
- the statement of changes in equity for the year then ended
- the statement of cash flows for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at December 31, 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter – Comparative Information

The financial statements for the year ended December 31, 2018 were audited by another auditor who expressed an unmodified opinion on those financial statements on April 17, 2019.



Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

Hamilton, Canada
April 29, 2020

GRIMSBY POWER INCORPORATED

Statement of Financial Position

December 31, 2019, with comparative information for 2018

	Notes	2019	2018
Assets			
Current assets:			
Cash and cash equivalents		\$ –	\$ 3,181
Accounts receivable	5	2,332,805	2,509,756
Due from related parties	19	35	7,037
Unbilled revenue		1,989,014	1,964,731
Inventory	6	791,703	665,331
Prepaid expenses		271,757	303,014
Total current assets		5,385,314	5,453,050
Non-current assets:			
Property, plant and equipment	7	29,030,465	27,849,617
Intangible assets	8	43,810	77,173
Deferred tax assets	10	1,471,868	1,580,182
Other capital assets	7	80,727	180,029
Total non-current assets		30,626,870	29,687,001
Total assets		36,012,184	35,140,051
Regulatory balances	11	1,261,921	1,348,123
Regulatory balances – income tax	11	574,139	108,887
Total regulatory balances		1,836,060	1,457,010
Total assets and regulatory balances		\$ 37,848,244	\$ 36,597,061

GRIMSBY POWER INCORPORATED

Statement of Financial Position (continued)

December 31, 2019, with comparative information for 2018

	Notes	2019	2018
Liabilities and Equity			
Current liabilities:			
Bank indebtedness		\$ 50,856	\$ –
Accounts payable and accrued liabilities	12	3,816,472	3,558,630
Line of credit	13	530,000	580,000
Due to related parties	19	11,165	21,284
Deferred tax liabilities	10	177,629	77,016
Customer deposits		86,074	179,239
Long-term debt due within one year	13	555,203	551,155
Total current liabilities		5,227,399	4,967,324
Non-current liabilities:			
Developers' deposits		1,193,608	1,073,519
Deferred tax liabilities	10	1,999,031	1,914,060
Deferred revenue	9	4,679,573	4,610,923
Other long-term liabilities		176,762	194,348
Long-term debt	13	13,004,883	13,560,085
Total non-current liabilities		21,053,857	21,352,935
Total liabilities		26,281,256	26,320,259
Equity:			
Share capital	14	5,782,747	5,782,747
Contributed capital		70,721	70,721
Retained earnings		5,366,619	4,242,133
Total equity		11,220,087	10,095,601
Total liabilities and shareholders' equity		37,501,343	36,415,860
Regulatory balances	11	194,754	181,201
Regulatory balances – income tax	11	152,147	–
Total regulatory balances		346,901	181,201
Commitments and contingencies	17		
Subsequent events	21		
Total liabilities, equity and regulatory balances		\$ 37,848,244	\$ 36,597,061

See accompanying notes to the financial statements.

On behalf of the Board:

Director

Director

GRIMSBY POWER INCORPORATED

Statement of Comprehensive Income

Year ended December 31, 2019, with comparative information for 2018

	Notes	2019	2018
Revenue:			
Sale of energy		\$ 29,530,671	\$ 24,644,760
Distribution revenue		5,610,594	5,473,273
Other		413,894	539,314
	15	35,555,159	30,657,347
Operating expenses:			
Distribution expenses – operations		831,139	876,797
Distribution expenses – maintenance		640,714	624,703
Billing and collecting		476,547	732,153
Administration and general		1,210,703	1,151,879
Property taxes		35,547	32,455
Depreciation and amortization	7, 8	1,153,414	1,120,220
Other deductions		10,645	12,848
		4,358,709	4,551,055
Cost of power purchased		29,511,017	24,586,592
Total expenses		33,869,726	29,137,647
Income from operating activities		1,685,433	1,519,700
Finance costs	16	(478,974)	(481,927)
Income before income taxes		1,206,459	1,037,773
Income tax expense	10	295,323	250,092
Net income for the year		911,136	787,681
Net movement in regulatory balances		(99,755)	(58,168)
Tax recovery on net movement		313,105	54,664
		213,350	(3,504)
Net income for the year and net movement in regulatory balances		1,124,486	784,177
Total comprehensive income for the year		\$ 1,124,486	\$ 784,177

See accompanying notes to the financial statements.

GRIMSBY POWER INCORPORATED

Statement of Changes in Equity

Year ended December 31, 2019, with comparative information for 2018

	Share Capital	Contributed surplus	Retained earnings	Total
Balance at January 1, 2018	\$ 5,782,747	\$ 70,721	\$ 3,933,520	\$ 9,786,988
Net income and net movement in regulatory balances	—	—	784,177	784,177
Dividends	—	—	(475,564)	(475,564)
Balance at December 31, 2018	\$ 5,782,747	\$ 70,721	\$ 4,242,133	\$10,095,601
Balance at January 1, 2019	\$ 5,782,747	\$ 70,721	\$ 4,242,133	\$ 10,095,601
Net income and net movement in regulatory balances	—	—	1,124,486	1,124,486
Dividends	—	—	—	—
Balance at December 31, 2019	\$ 5,782,747	\$ 70,721	\$ 5,366,619	\$11,220,087

See accompanying notes to the financial statements.

GRIMSBY POWER INCORPORATED

Statement of Cash Flows

Year ended December 31, 2019, with comparative information for 2018

	2019	2018
Operating activities:		
Net income and net movement in regulatory balances	\$ 1,124,486	\$ 784,177
Adjustments for:		
Depreciation and amortization	1,153,414	1,120,220
Amortization of deferred revenue	(145,598)	(136,816)
Gain on disposal of property, plant	(1,716)	(5,000)
Income tax expense	295,323	250,092
Finance costs	478,974	481,927
	2,904,883	2,494,600
Changes in non-cash operating working capital:		
Accounts receivable	176,951	(670,587)
Due from related parties	7,002	132,563
Unbilled revenue	(24,283)	56,580
Inventory	(126,372)	(98,938)
Prepaid expenses	31,257	82,301
Accounts payable and accrued liabilities	257,842	(62,232)
Due to related parties	(10,119)	(72,875)
Customer and developer deposits	26,924	89,599
Other long-term liabilities	(17,586)	128,282
	321,616	(415,307)
Regulatory balances	(213,350)	3,504
Contributions received from customers – deferred revenue	214,248	363,406
Income tax received	–	–
Income tax paid	(1,425)	(266,486)
Interest paid	(474,245)	(477,612)
Net cash from operating activities	2,751,727	1,702,105
Investing activities:		
Purchase of property, plant and equipment	(2,230,013)	(1,894,352)
Proceeds on disposal of property, plant and equipment	25,404	5,000
Net cash used by investing activities	(2,204,609)	(1,889,352)
Financing activities:		
(Repayment) advance of line of credit	(50,000)	530,000
Repayment of long-term debt	(551,155)	(505,534)
Proceeds from long-term debt	–	621,703
Dividends paid	–	(475,564)
Net cash from financing activities	(601,155)	170,605
Change in cash and cash equivalents	(54,037)	(16,642)
Cash and cash equivalents, beginning of year	3,181	19,823
(Bank indebtedness) cash and cash equivalents, end of year	\$ (50,856)	\$ 3,181

See accompanying notes to the financial statements.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements

Year ended December 31, 2019

1. Reporting entity:

Grimsby Power Incorporated ("the Corporation"), is incorporated under the laws of Ontario and is owned by Niagara Power Incorporated, which in turn is wholly owned by The Corporation of the Town of Grimsby. The Corporation's head office is located at 231 Roberts Road, Grimsby, Ontario, L3M 5N2.

The Corporation is a regulated electricity distribution corporation that owns and operates the electricity infrastructure, distributing safe and reliable electricity to homes and businesses in the Town of Grimsby. The Corporation is regulated by the Ontario Energy Board ("OEB") under the authority of the *Ontario Energy Board Act, 1998*. The OEB is charged with the responsibility of approving or fixing rates for the transmission and distribution of electricity, and for ensuring that distribution companies fulfil their obligations to connect and service customers.

As a condition of its distribution license, the Corporation is required to meet specified Conservation and Demand Management ("CDM") targets for reductions in electricity consumption. As part of this initiative, the Corporation is delivering Independent Electricity System Operator (IESO) funded programs in order to meet its targets.

The financial statements are for the Corporation as at and for the year ended December 31, 2019.

2. Basis of presentation:

(a) Statement of compliance:

The Corporation's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The financial statements were approved by the Board of Directors on April 29, 2020.

(b) Basis of measurement:

These financial statements have been prepared on the historical cost basis, unless otherwise stated.

(c) Functional and presentation currency:

These financial statements are presented in Canadian dollars, which is the Corporation's functional currency.

(d) Use of estimates and judgments:

(i) Assumptions and estimation uncertainty:

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

2. Basis of presentation (continued):

(d) Use of estimates and judgments (continued):

(i) Assumptions and estimation uncertainty (continued):

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustment is included in the following notes:

- Notes 3(d), (e), 7 and 8 – estimation of useful lives of its property, plant and equipment and intangible assets;
- Notes 3(i), 11 – recognition and measurement of regulatory balances;
- Notes 3(h), 17 – recognition and measurement of provisions and contingencies.

(ii) Judgments:

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

- Note 3(j) – leases: whether an arrangement contains a lease; and
- Note 3(b) – determination of the performance obligation for contributions from customers and the related amortization period.

(e) Rate regulation:

The Corporation is regulated by the Ontario Energy Board (“OEB”), under the authority granted by the *Ontario Energy Board Act, 1998*. Among other things, the OEB has the power and responsibility to approve or set rates for the transmission and distribution of electricity, providing continued rate protection for electricity consumers in Ontario, and ensuring that transmission and distribution companies fulfill obligations to connect and service customers. The OEB may also prescribe license requirements and conditions of service to local distribution companies (“LDCs”), such as the Corporation, which may include, among other things, record keeping, regulatory accounting principles, separation of accounts for distinct businesses, and filing and process requirements for rate setting purposes.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

2. Basis of presentation (continued):

(e) Rate regulation (continued):

(i) Distribution rates:

The Corporation is required to file a “Cost of Service” (“COS”) rate application every five years, unless approved for a deferral, under which the OEB establishes the revenues required to recover the forecasted operating costs, including amortization and income taxes, of providing the regulated electricity distribution service and providing a fair return on the Corporation’s rate base. The Corporation estimates electricity usage and the costs to service each customer class in order to determine the appropriate rates to be charged to each customer class. The COS application is reviewed by the OEB and any registered interveners. Rates are approved based upon the review of evidence and information, including any revisions resulting from that review.

In the intervening years, an Incentive Regulation Mechanism application (“IRM”) is filed. An IRM application results in a formulaic adjustment to distribution rates that were set under the last COS application. The previous year’s rates are adjusted for the annual change in the Gross Domestic Product Implicit Price Inflation for Final Domestic Demand (“GDP IPI–FDD”) net of a productivity factor set by the OEB and a “stretch factor” determined by the relative efficiency of an electricity distributor.

On December 23, 2015, the Corporation submitted a COS rate application to the OEB to change distribution rates effective May 1, 2016. The application was approved by the OEB on August 18, 2016 and issued its Rate Order on September 22, 2016.

On August 13, 2018 the Corporation submitted an IRM Application to the OEB requesting approval to change distribution rates effective January 1, 2019. The IRM Application, which provided a mechanistic and formulaic adjustment to distribution rates and charges, was approved by the OEB on December 13, 2018. The GDP IPI–FDD for 2019 is 1.5%, the Corporation’s stretch factor is 0.15% and the productivity factor determined by the OEB is 0%, resulting in a net adjustment of 1.35% to the previous year’s rates.

The OEB issued a new distribution rate design for residential electricity customers which will be phased in over a four year period commencing January 2016. Under this new policy, electricity distributors will structure residential rates so that all the distribution charges will be collected through a fully fixed monthly charge instead of the current fixed and variable rate charge. The Corporation completed the transition to a fully fixed monthly charge for residential customers effective January 1, 2019.

(ii) Electricity rates:

The OEB sets Ontario electricity prices for low–volume consumers twice each year (May and November) based on an estimate of how much it will cost to supply the province with electricity for the next year. In 2017, the OEB set new lower Regulated Price Plan (RPP) prices established under the *Ontario Fair Hydro Act, 2017*.

On May 9, 2019, the Government of Ontario enacted Bill 87, the *Fixing the Hydro Mess Act, 2019*. The legislation amended the *Ontario Rebate for Electricity Consumers Act, 2016*, and the *Ontario Fair Hydro Plan Act, 2017*.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

2. Basis of presentation (continued):

(e) Rate regulation (continued):

(ii) Electricity rates (continued):

Effective November 1, 2019, the OEB set electricity prices under the RPP based on the estimated cost to supply the province with electricity. The Ministry of Energy, Northern Development and Mines set the amount of the rebate under the *Ontario Rebate for Electricity Consumers Act, 2016* such that the monthly bill for a typical customer increased by the rate of inflation.

All remaining consumers pay the market price for electricity.

The Corporation is billed for the cost of the electricity that its customers use by the Independent Electricity System Operator and passes this cost on to the customer at cost without a mark-up.

(iii) Retail transmission rates:

These are the costs of delivering electricity from generating stations across the Province to local distribution networks. These charges include the costs to build and maintain the transmission lines, towers and poles and operate provincial transmission systems. Retail transmission rates are passed through to the operators of transmission networks and facilities.

(iv) Wholesale market service rates

These are the costs of administering the wholesale electricity system and maintaining the reliability of the provincial grid and include the costs associated with funding Ministry of Energy conservation and renewable energy programs. The Corporation is billed for the cost of the wholesale electricity system by the Independent Electricity System Operator and passes this cost on to the customer at cost without a mark-up.

3. Significant accounting policies:

The accounting policies set out below have been applied consistently in all years presented in these financial statements.

(a) Financial instruments:

All financial assets and all financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequently, they are measured at amortized cost using the effective interest method less any impairment for the financial assets as described in note 3(f).

The Corporation does not enter into derivative instruments. Hedge accounting has not been used in the preparation of these financial statements.

Cash equivalents may include short-term investments with maturities of three months or less when purchased.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

3. Significant accounting policies (continued):

(b) Revenue recognition:

Sale and distribution of electricity:

The performance obligations for the sale and distribution of electricity are recognized over time using an output method to measure the satisfaction of the performance obligation. The value of the electricity services transferred to the customer is determined on the basis of cyclical meter readings plus estimated customer usage since the last meter reading date to the end of the year and represents the amount that the Corporation has the right to bill. Revenue includes the cost of electricity supplied, distribution, and any other regulatory charges. The related cost of power is recorded on the basis of power used.

For customer billings related to electricity generated by third parties and the related costs of providing electricity service, such as transmission services and other services provided by third parties, the Corporation has determined that it is acting as a principal for these electricity charges and, therefore, has presented electricity revenue on a gross basis.

Customer billings for debt retirement charges are recorded on a net basis as the Corporation is acting as an agent for this billing stream.

Capital contributions:

Developers are required to contribute towards the capital cost of construction of distribution assets in order to provide ongoing service. The developer is not a customer and therefore the contributions are scoped out of IFRS 15 *Revenue from Contracts with Customers*. Cash contributions, received from developers are recorded as deferred revenue. When an asset other than cash is received as a capital contribution, the asset is initially recognized at its fair value, with a corresponding amount recognized as deferred revenue. The deferred revenue, which represents the Corporation's obligation to continue to provide the customers access to the supply of electricity, is amortized to income on a straight-line basis over the useful life of the related asset.

Certain customers are also required to contribute towards the capital cost of construction of distribution assets in order to provide ongoing service. These contributions fall within the scope of IFRS 15 *Revenue from Contracts with Customers*. The contributions are received to obtain a connection to the distribution system in order receive ongoing access to electricity. The Corporation has concluded that the performance obligation is the supply of electricity over the life of the relationship with the customer which is satisfied over time as the customer receives and consumes the electricity. Revenue is recognized on a straight-line basis over the useful life of the related asset.

Other revenue:

Revenue earned from the provision of services is recognized as the service is rendered.

Government grants and the related performance incentive payments under Conservation and Demand Management ("CDM") programs are recognized as revenue in the year when there is reasonable assurance that the program conditions have been satisfied and the payment will be received.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

3. Significant accounting policies (continued):

(c) Inventory:

Inventory, the majority of which is consumed by the Corporation in the provision of its services, is valued at the lower of cost and net realizable value, with cost being determined on an weighted average cost basis, and includes expenditures incurred in acquiring the materials and supplies and other costs incurred in bringing them to their existing location and condition.

(d) Property, plant and equipment:

Items of property, plant and equipment ("PP&E") used in rate-regulated activities and acquired prior to January 1, 2014 are measured at deemed cost established on the date of transition to IFRS, less accumulated depreciation. All other items of PP&E are measured at cost, or, where the item is contributed by customers, its fair value, less accumulated depreciation.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes contracted services, materials and transportation costs, direct labour, borrowing costs and any other costs directly attributable to bringing the asset to a working condition for its intended use.

Borrowing costs on qualifying assets are capitalized as part of the cost of the asset based upon the weighted average cost of debt incurred on the Corporation's borrowings. Qualifying assets are considered to be those that take in excess of six months to construct.

When parts of an item of PP&E have different useful lives, they are accounted for as separate items (major components) of PP&E.

When items of PP&E are retired or otherwise disposed of, a gain or loss on disposal is determined by comparing the proceeds from disposal, if any, with the carrying amount of the item and is included in profit or loss.

Major spare parts and standby equipment are recognized as items of PP&E.

The cost of replacing a part of an item of PP&E is recognized in the net book value of the item if it is probable that the future economic benefits embodied within the part will flow to the Corporation and its cost can be measured reliably. In this event, the replaced part of PP&E is written off, and the related gain or loss is included in profit or loss. The costs of the day-to-day servicing of PP&E are recognized in profit or loss as incurred.

The need to estimate the decommissioning costs at the end of the useful lives of certain assets is reviewed periodically. The Corporation has concluded it does not have any legal or constructive obligation to remove PP&E.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

3. Significant accounting policies (continued):

(d) Property, plant and equipment (continued):

Depreciation is calculated to write off the cost of items of PP&E using the straight-line method over their estimated useful lives, and is generally recognized in profit or loss. Depreciation methods, useful lives, and residual values are reviewed at each reporting date and adjusted prospectively if appropriate. Land is not depreciated. Construction-in-progress assets are not depreciated until the project is complete and the asset is available for use.

The estimated useful lives are as follows:

	Years
General plant	3 to 50
Distribution plant	10 to 60

(e) Intangible assets

Intangible assets used in rate-regulated activities and acquired prior to January 1, 2014 are measured at deemed cost established on the date of transition to IFRS, less accumulated amortization. All other intangible assets are measured at cost.

Computer software that is acquired or developed by the Corporation after January 1, 2014, including software that is not integral to the functionality of equipment purchased which has finite useful lives, is measured at cost less accumulated amortization.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use. Amortization methods and useful lives of all intangible assets are reviewed at each reporting date and adjusted prospectively if appropriate. The estimated useful lives are:

	Years
Computer software	5

(f) Impairment:

(i) Financial assets measured at amortized cost:

A loss allowance for expected credit losses on financial assets measured at amortized cost is recognized at the reporting date. The loss allowance is measured at an amount equal to the lifetime expected credit losses for the asset.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

3. Significant accounting policies (continued):

(f) Impairment (continued):

(ii) Non-financial assets:

The carrying amounts of the Corporation's non-financial assets, other than deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to CGUs that are expected to benefit from the synergies of the combination.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a prorated basis, if applicable.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

(g) Customer deposits:

Customer deposits represent cash deposits from electricity distribution customers and retailers to guarantee the payment of energy bills and deposits. Interest is paid on customer deposits. Deposits are also received for planned chargeable work. No interest is paid on these deposits.

Deposits are refundable to customers who demonstrate an acceptable level of credit risk as determined by the Corporation in accordance with policies set out by the OEB or upon termination of their electricity distribution service.

(h) Provisions:

A provision is recognized if, as a result of a past event, the Corporation has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

3. Significant accounting policies (continued):

(i) Regulatory balances:

The Corporation elected to apply the requirements of IFRS 14, effective December 31, 2015.

Regulatory deferral account debit balances represent costs incurred in excess of amounts billed to the customer at OEB approved rates. Regulatory deferral account credit balances represent amounts billed to the customer at OEB approved rates in excess of costs incurred by the Corporation.

Regulatory deferral account debit balances are recognized if it is probable that future billings in an amount at least equal to the deferred cost will result from inclusion of that cost in allowable costs for rate-making purposes. The offsetting amount is recognized in net movement in regulatory balances in profit or loss or other comprehensive income ("OCI"). When the customer is billed at rates approved by the OEB for the recovery of the deferred costs, the customer billings are recognized in revenue.

When the Corporation is required to refund amounts to ratepayers in the future, the Corporation recognizes a regulatory deferral account credit balance. The offsetting amount is recognized in net movement in regulatory balances in profit or loss or OCI. When the amounts are returned to the customer at rates approved by the OEB the amounts are recognized as a reduction of revenue.

The probability of recovery of the regulatory deferral account debit balances is assessed annually based upon the likelihood that the OEB will approve the change in rates to recover the balance. The assessment of likelihood of recovery is based upon previous decisions made by the OEB for similar circumstances, policies or guidelines issued by the OEB, etc. Any resulting impairment loss is recognized in profit or loss in the year incurred.

(j) Leased assets:

At inception of a contract, the Corporation assess whether the contract is or contains a lease. A contract is determined to contain a lease if it provides the Corporation with the right to control the use of an identified asset for a period of time in exchange for consideration. Contracts determined to contain a lease are accounted for as leases. For leases and contracts that contain a lease, the Corporation recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Subsequent to initial recognition, the right-of-use asset is recognized at cost less any accumulated depreciation and any accumulated impairment losses, adjusted for certain remeasurements of the corresponding lease liability.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

3. Significant accounting policies (continued):

(j) Leased assets (continued):

The lease liability is initially measured at the present value of lease payments plus the present value of lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the Corporation's incremental borrowing rate.

The lease liability is subsequently measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Corporation's estimate of the amount expected to be payable under a residual value guarantee, or if the Corporation changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Corporation has elected not to recognize right-of-use assets and lease liabilities for leases that have a lease term of 12 months or less or for leases of low value assets. The Corporation recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term

(k) Finance income and finance costs:

Finance income is recognized as it accrues in profit or loss, using the effective interest method. Finance income comprises interest earned on cash and cash equivalents.

Finance costs comprise interest expense on borrowings, customer deposits and bank charges. Finance costs are recognized in profit or loss unless they are capitalized as part of the cost of qualifying assets.

(l) Post-employment benefits:

The Corporation provides a pension plan for some of its full-time employees through Ontario Municipal Employees Retirement System ("OMERS"). OMERS is a multi-employer pension plan that provides pensions for employees of Ontario municipalities, local boards and public utilities. OMERS is a contributory defined benefit pension plan, which is financed by equal contributions from participating employers and employees, and by investment earnings. To the extent that the plan finds itself in an under-funded position, additional contribution rates may be assessed to participating employers and members.

OMERS is a defined benefit plan. However, as OMERS does not segregate its pension asset and liability information by individual employers, there is insufficient information available to enable the Corporation to directly account for the plan. Consequently, the plan has been accounted for as a defined contribution plan. The Corporation is not responsible for any other contractual obligations other than the contributions. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in profit or loss when they are due.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements

Year ended December 31, 2019

3. Significant accounting policies (continued):

(m) Income taxes:

The income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case, it is recognized in equity.

The Corporation is exempt from taxes under the *Income Tax Act (Canada)* and the *Ontario Corporations Tax Act* (collectively the "Tax Acts"). Under the *Electricity Act, 1998*, the Corporation makes payments in lieu of corporate taxes to the Ontario Electricity Financial Corporation ("OEFEC"). These payments are calculated in accordance with the rules for computing taxable income and taxable capital and other relevant amounts contained in the Tax Acts as modified by the *Electricity Act, 1998*, and related regulations. Payments in lieu of taxes and payments under the Tax Acts are collectively referred to as income taxes.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the tax basis of assets and liabilities and their carrying amounts for accounting purposes. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted, at the reporting date.

4. Change in accounting policy:

The Corporation has applied IFRS 16 *Leases* with a date of initial application of January 1, 2019. The Corporation applied IFRS 16 using the modified retrospective approach, under which the cumulative effect of initial application is recognized in retained earnings at January 1, 2019. The details of the changes in accounting policies are disclosed below.

Previously, the Corporation determined, at contract inception, whether an arrangement is or contains a lease under IFRIC 4. Under IFRS 16, the Corporation assesses whether a contract is or contains a lease based on the definition of a lease, as explained in Note 3(j). On transition to IFRS 16, the Corporation elected to apply the practical expedient to grandfather the assessment of which contracts are leases. It applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed for whether they contained a lease. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after January 1, 2019.

As a lessee, the Corporation previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Corporation. Under IFRS 16, the Corporation recognizes right-of-use assets and lease liabilities for most leases – i.e. these leases are on-balance sheet. The Corporation has decided to apply recognition exemptions to short-term leases and leases for which the value of the underlying asset is of low value.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

4. Change in accounting policy (continued):

Impacts on financial statements

There are no transitional impacts to report as all of the Corporation's leases are short-term leases or leases for assets which have low value and the Corporation has applied the recognition exemption for these leases.

5. Accounts receivable:

	2019	2018
Customer accounts receivable	\$ 1,372,911	\$ 1,459,911
Other receivables	966,394	1,056,345
	2,339,305	2,516,256
Less: allowance for doubtful accounts	(6,500)	(6,500)
	\$ 2,332,805	\$ 2,509,756

6. Inventory:

The amount of inventory consumed by the Corporation and recognized as an expense during the year was \$772,712 (2018 – \$60,676). Inventory consumed consists primarily of parts used for repairs in the field.

7. Property, plant and equipment:

	General Plant	Distribution Plant	Total
Cost or deemed cost			
Balance, January 1, 2019	\$ 4,339,815	\$ 31,772,072	\$ 36,111,887
Additions	381,528	2,029,403	2,410,931
Disposals	(23,628)	(26,744)	(50,372)
Balance, December 31, 2019	\$ 4,697,715	\$ 33,774,731	\$ 38,472,446
Balance, January 1, 2018	\$ 3,889,342	\$ 30,380,350	\$ 34,269,692
Additions	482,803	1,397,695	1,880,498
Disposals	(32,330)	(5,973)	(38,303)
Balance, December 31, 2018	\$ 4,339,815	\$ 31,772,072	\$ 36,111,887

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

7. Property, plant and equipment (continued):

	General Plant	Distribution Plant	Total
<i>Accumulated amortization</i>			
Balance, January 1, 2019	\$ 1,208,720	\$ 7,053,550	\$ 8,262,270
Depreciation	218,044	988,351	1,206,395
Disposals/retirements	(23,628)	(3,056)	(26,684)
Balance, December 31, 2019	\$ 1,403,136	\$ 8,038,845	\$ 9,441,981
Balance, January 1, 2018	\$ 1,052,404	\$ 6,113,872	\$ 7,166,276
Depreciation	188,646	939,678	1,128,324
Disposals/retirements	(32,330)	–	(32,330)
Balance, December 31, 2018	\$ 1,208,720	\$ 7,053,550	\$ 8,262,270
<i>Carrying amounts</i>			
December 31, 2019	\$ 3,294,579	\$ 25,705,886	\$ 29,030,465
December 31, 2018	\$ 3,131,095	\$ 24,718,522	\$ 27,849,617

At December 31, 2019, property plant and equipment with a carrying amount of \$29,030,465 (2018 – \$27,849,617) are subject to a general security agreement.

There were no borrowing costs capitalized as part of the cost of property, plant and equipment in 2018 and 2019.

During the year, \$86,344 (2018 – \$66,051) of depreciation was capitalized during the year.

As at December 31, 2019, \$80,727 (2018 – \$180,029) has been recognized as construction-in-progress included in other capital assets and not yet placed into service.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

8. Intangible assets:

		Computer software
<i>Cost or deemed cost</i>		
Balance, January 1, 2019	\$	857,687
Additions		–
Disposals		(22,780)
Balance, December 31, 2019	\$	834,907
Balance, January 1, 2018	\$	833,442
Additions		24,245
Disposals		–
Balance, December 31, 2018	\$	857,687
<i>Accumulated amortization</i>		
Balance, January 1, 2019	\$	780,514
Amortization		33,363
Disposals		(22,780)
Balance, December 31, 2019	\$	791,097
Balance, January 1, 2018	\$	721,321
Amortization		59,193
Disposals		–
Balance, December 31, 2019	\$	780,514
<i>Carrying amounts</i>		
December 31, 2019	\$	43,810
December 31, 2018	\$	77,173

9. Deferred revenue:

	2019	2018
Balance, beginning of year	\$ 4,610,923	\$ 4,384,333
Additions	214,248	363,406
Amortization	(145,598)	(136,816)
Balance, end of year	\$ 4,679,573	\$ 4,610,923

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

9. Deferred revenue (continued):

Deferred revenue relates to capital contributions received from customers and others. The amount of deferred revenue received is \$4,679,573 (2018 – \$4,610,923). Deferred revenue is recognized as revenue on a straight-line basis over the life of the related asset for which the contribution was received.

10. Income tax expense:

Current tax expense

	2019	2018
Current year	\$ –	\$ 43,815
Adjustment for prior years	1,425	–
	<u>\$ 1,425</u>	<u>\$ 43,815</u>

Deferred tax expense

	2019	2018
Origination and reversal of temporary differences	<u>\$ 293,898</u>	<u>\$ 206,277</u>

Reconciliation of effective tax rate

	2019	2018
Income before taxes	<u>\$ 1,206,459</u>	<u>\$ 1,037,773</u>
Canada and Ontario statutory Income tax rates	<u>26.5%</u>	<u>26.5%</u>
Expected tax provision on income at statutory rates	319,712	275,010
Increase (decrease) in income taxes resulting from:		
Tax basis of depreciable property, plant & equipment in excess of accounting basis	–	(106,493)
Non-deductible expenses	714	–
Adjustment for prior years	1,333	–
Loan termination fee	–	(20,325)
Changes in regulatory account	–	(42,451)
Changes in deferred income tax balance	–	151,616
Regulatory movements	(26,436)	39,249
Other	–	(46,514)
Income tax expense	<u>\$ 295,323</u>	<u>\$ 250,092</u>

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

10. Income tax expense (continued):

Components of the Corporation's deferred tax balances:

	2019	2018
Deferred tax assets:		
Non-capital losses	\$ 126,610	\$ 232,778
Regulatory assets	–	125,509
Deferred revenue	1,240,087	1,221,895
Other tax reserves	105,171	–
	<u>\$ 1,471,868</u>	<u>\$ 1,580,182</u>

	2019	2018
Deferred tax liabilities:		
Property, plant, equipment and intangibles	\$(1,893,860)	\$ (1,788,551)
Regulatory liabilities	(282,800)	–
Deferred revenue	–	(202,525)
	<u>\$(2,176,660)</u>	<u>\$ (1,991,076)</u>

11. Regulatory balances:

The Corporation has determined that certain debit and credit balances arising from rate-regulated activities qualify for regulatory accounting treatment in accordance with IFRS 14 and the OEB's prescribed accounting procedures for electricity distributors. The regulatory balances are comprised of regulatory debit variances of \$1,836,060 (2018 – \$1,457,010) and regulatory credit balances for \$346,901 (2018 – \$181,201) for a net regulatory asset of \$1,489,159 (2018 – \$1,275,809).

Regulatory balances attract interest at OEB prescribed rates, which are based on Bankers' Acceptances three-month rate plus a spread of 25 basis points, with the exception of the tax balances. In 2019, the rate was 2.45% for the period January to March, 2.18% from April to December.

The regulatory balances for the Corporation consist of the following:

(a) Settlement variances:

This account includes the variances between amounts charged by the Corporation, based on regulated rates, and the corresponding cost of electricity and non-competitive electricity service costs incurred by the Corporation such as commodity charges, retail transmission rates and wholesale market services charges. The Corporation has deferred the variances and related recoveries in accordance with the criteria set out in the accounting principles prescribed by the OEB. This account also includes variances between the amounts approved for disposition by the OEB and the amounts collected or paid through OEB approved rate riders.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

11. Regulatory balances (continued):

(a) Settlement variances (continued):

Settlement variances are reviewed annually as part of a COS or IRM application submitted to the OEB and a request for disposition is made if the aggregate of the settlement accounts exceeds the OEB's prescribed materiality level.

In the Corporation's 2019 IRM application, submitted in August 2018, Grimsby Power obtained OEB approval for this disposition of the 2017 audited balances as they were above the OEB's prescribed materiality level. The OEB authorized the Corporation to dispose of a net debit balance of \$428,878 through rate riders that take effect January 1, 2019 to December 31, 2019.

(b) Income taxes:

The customer asset/liability for deferred taxes variance account relates to the expected regulatory asset or liability relating to deferred taxes arising from timing differences in the determination of income taxes as well as CCA acceleration.

(c) Lost revenue adjustment mechanism:

This deferral account includes the lost revenue adjustment variances in relation to the conservation and demand management ("CDM") programs or activities undertaken by the Corporation in accordance with OEB prescribed requirements (e.g. licence, codes and guidelines).

(d) Other:

This deferral account includes the allowable costs associated with cost assessments, retail charges and other miscellaneous regulatory accounts.

Reconciliation of the carrying amount for each class of regulatory balances:

Regulatory deferral account debit balances	January 1, 2019	Additions/ transfers	Recovery/ reversal	December 31, 2019	Remaining years
Settlement variances	\$ 1,193,678	\$ (81,248)	\$ –	\$ 1,112,430	2
Lost revenue adjustment mechanism	65,760	4,928	–	70,688	2
Other regulatory accounts	88,685	(9,882)	–	78,803	2
Income tax	108,887	465,252	–	574,139	Note 1
	\$ 1,457,010	\$ 379,050	\$ –	\$ 1,836,060	

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

11. Regulatory balances (continued):

Regulatory deferral account debit balances					
	January 1, 2018	Additions/ transfers	Recovery/ reversal	December 31, 2018	Remaining years
Settlement variances	\$ 1,222,766	\$ –	\$ (29,088)	\$ 1,193,678	3
Lost revenue adjustment mechanism	64,571	1,189	–	65,760	3
Other regulatory accounts	36,886	51,799	–	88,685	3
Income tax	–	108,887	–	108,887	Note 1
	\$ 1,324,223	\$ 161,875	\$ (29,088)	\$ 1,457,010	–

Regulatory deferral account credit balances					
	January 1, 2019	Additions/ transfers	Recovery/ reversal	December 31, 2019	Remaining years
Settlement variances	\$ 181,201	\$ 13,553	\$ –	\$ 194,754	2
Income tax	–	152,147	–	152,147	Note 1
	181,201	165,700	–	346,901	

Regulatory deferral account credit balances					
	January 1, 2018	Additions/ transfers	Recovery/ reversal	December 31, 2018	Remaining years
Settlement variances	\$ 317,492	\$ –	\$ (136,291)	\$ 181,201	3

Note 1 – these balances will be recovered over the life of the related capital assets.

The “Additions/transfers” column consists of new additions to regulatory balances (for both debits and credits). The “Recovery/reversal” column consists of amounts collected or paid through rate riders or transactions reversing an existing regulatory balance to recover. Recoveries and reversals occur as a result of the approval of an application. There were no reversals of regulatory balances for the year ended December 31, 2019.

12. Accounts payable and accrued liabilities:

	2019	2018
Accounts payable – energy purchases	\$ 2,341,382	\$ 2,422,794
Payroll payable	66,843	62,176
Interest payable	132,347	132,347
Trade payables	1,275,900	941,313
	\$ 3,816,472	\$ 3,558,630

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

13. Long-term debt:

Long term liabilities comprise promissory notes and term loans.

	2019	2018
Promissory note payable to the Town of Grimsby bearing interest at a rate of 4.54% per annum due February, 2021	\$ 5,782,746	\$ 5,782,746
TD term loan (for Smart Meters) with blended monthly instalments of \$10,739, at a fixed rate of 2.68%, due May 2026	750,226	859,783
TD term loan (economic evaluation and term loan) with interest only instalments at a fixed rate of 2.58%, due February 2023	3,270,000	3,270,000
TD term loan (for bucket truck, and breakage fee) with blended monthly instalments of \$40,539 at a fixed rate of 2.68%, due February 2027	3,170,505	3,577,008
TD term loan (for bucket truck and SCADA) with blended monthly instalments of \$4,469 at a fixed rate of 3.06%, due April 2033	586,609	621,703
	13,560,086	14,111,240
Less: current portion of long-term debt	(555,203)	(551,155)
	\$ 13,004,883	\$ 13,560,085

All TD loans are secured by a General Security Agreement over the assets of the Corporation, as well as an assignment of fire insurance on inventory and equipment, assignment of liability insurance, and Postponement Agreement executed by the bank, the Corporation and the Town of Grimsby.

The Corporation holds a line of credit bearing interest at prime, which at December 31, 2019 was 3.95%. As at December 31, 2019, \$530,000 (2018 – \$580,000) was owing.

Based upon current repayment terms, the estimated annual principal repayments are as follows:

2020	\$ 555,203
2021	567,932
2022	583,486
2023	3,869,467
2024	615,754
2025 and thereafter	1,585,498
	\$ 7,777,340

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

14. Share capital:

	2019	2018
Authorized:		
Unlimited number of common shares		
Issued:		
1,001 common shares	\$ 5,782,747	\$ 5,782,747

Dividends:

The holders of the common shares are entitled to receive dividends from time to time.

For the year ended December 31, 2019, the Board of Directors of the Corporation declared and paid dividends to Niagara Power Inc. totaling \$nil (2018 – \$475,564) on common shares of \$nil (2018 – \$475) per share.

15. Revenue from contracts with customers and other sources:

	2019	2018
Revenue from contracts with customers:		
Energy sales	\$ 29,530,671	\$ 24,644,760
Distribution revenue	5,610,594	5,473,273
Ancillary services	110,555	125,795
Other regulatory service charges	53,965	37,448
Rental	81,556	81,467
	35,387,341	30,362,743
Revenue from other sources:		
Amortization of deferred revenue	145,598	136,816
CDM	–	134,043
Other	22,220	23,745
	\$ 35,555,159	\$ 30,657,347

The following table disaggregates revenues from contracts with customers by type of customer for energy sales and distribution revenue:

	2019	2018
Revenue from contracts with customers:		
Residential	\$ 23,101,411	\$ 18,876,015
Commercial	2,864,081	2,568,153
Large Users	8,928,304	8,437,881
Other	247,469	235,984
	\$ 35,141,265	\$ 30,118,033

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

16. Finance costs:

	2019	2018
Interest expense on long-term debt	\$ 467,775	\$ 463,580
Interest expense on customer deposits	6,169	5,126
Other	5,030	13,221
	<u>\$ 478,974</u>	<u>\$ 481,927</u>

17. Commitments and contingencies:

(a) General:

From time to time, the Corporation is involved in various litigation matters arising in the ordinary course of its business. The Corporation has no reason to believe that the disposition of any such current matter could reasonably be expected to have a materially adverse impact on the Corporation's financial position, results of operations or its ability to carry on any of its business activities.

(b) General Liability Insurance:

The Corporation is a member of the Municipal Electric Association Reciprocal Insurance Exchange (MEARIE). MEARIE is a pooling of public liability insurance risks of many of the LDCs in Ontario. All members of the pool are subjected to assessment for losses experienced by the pool for the years in which they were members, on a pro-rata basis based on the total of their respective service revenues. As at December 31, 2019, no assessments have been made.

18. Post-employment benefits:

OMERS pension plan

The Corporation provides a pension plan for its employees through OMERS. The plan is a multi-employer, contributory defined pension plan with equal contributions by the employer and its employees. In 2019, the Corporation made employer contributions of \$140,003 to OMERS (2018 – \$137,278) of which \$20,972 (2018 – \$18,814) has been capitalized as part of property, plant and equipment and \$119,030 (2018 – \$118,464) has been recognized in profit or loss. The Corporation estimates that a contribution of \$187,929 to OMERS will be made during the next fiscal year.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

19. Related party transactions:

(a) Parent and ultimate controlling party:

The sole shareholder of the Corporation is Niagara Power Incorporated ("NPI") which is owned by The Corporation of the Town of Grimsby and another related party. The Town of Grimsby produces consolidated financial statements that are available for public use.

The following summarizes the Corporation's related party transactions recorded at the exchange amount and balances with the Town of Grimsby and NPI for the year ended December 31:

	2019	2018
Revenue:		
Service revenue	\$ 691,231	\$ 665,278
Other	6,342	4,200
Expenses:		
Interest charges	262,537	262,537
Other expenses	58,730	57,194

These transactions have taken place in the ordinary course of business and are recorded at a fair market exchange amount. The Corporation also delivers electricity to the Town of Grimsby throughout the year for the electricity needs of the Town and its related organizations. Electricity deliver charges are at prices and terms approved by the OEB.

(b) Outstanding balances with related parties:

	2019	2018
Amounts due to related parties:		
Long-term debt	\$ 5,782,746	\$ 5,782,746
Due to related parties	11,165	21,284
Amounts due from related parties:		
Due from related parties	35	7,037

Amounts due to / from related parties are non-interest bearing with no fixed terms of repayment. Long-term debt bears interest at 4.54% per annum (see note 13).

In 2009, the Corporation migrated its billing system to a SAP platform. The Corporation has a contractual commitment to pay \$6,396 per month for system administration and non-system related support to a related party.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

19. Related party transactions:

(c) Transaction with other related parties:

In the ordinary course of business, the corporation incurred the following transactions with other related parties under common control:

	2019	2018
Expenses:		
IT services	\$ 91,902	\$ 92,336
Other	1,056	-

(d) Key management personnel:

Key management personnel are comprised of the Corporation's senior executive officers and members of the Board of Directors. The compensation costs associated with key management personnel are as follows:

	2019	2018
Directors' fees	\$ 18,188	\$ 40,173
Salaries, bonuses and other short-term benefits	398,312	389,813
	\$ 416,500	\$ 429,986

20. Financial instruments and financial risk management:

Fair value disclosure

The carrying values of cash and cash equivalents, bank indebtedness, line of credit accounts receivable, unbilled revenue, due from/to related parties and accounts payable and accrued liabilities approximate fair value because of the short maturity of these instruments. The carrying value of the customer deposits approximates fair value because the amounts are payable on demand.

The TD term loans of \$7,777,340 has a fair value estimated at \$8,910,000 using a discount rate of 4.0%. This discount rate is determined using indicative quoted rates for instruments with approximately the same terms and credit risk.

The fair value of the notes payable to The Corporation of the Town of Grimsby is estimated at \$6,365,000 using a discount rate of 2.38%. This discount rate is determined using indicative quoted rates for instruments with approximately the same terms and credit risk.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

20. Financial instruments and financial risk management:

Financial risks

The Corporation understands the risks inherent in its business and defines them broadly as anything that could impact its ability to achieve its strategic objectives. The Corporation's exposure to a variety of risks such as credit risk, interest rate risk, market risk and liquidity risk as well as related mitigation strategies are discussed below. However, the risks described below are not exhaustive of all the risks nor will the mitigation strategies eliminate the Corporation's exposure to all risks listed.

(a) Credit risk:

Financial assets carry credit risk that a counterparty will fail to discharge an obligation which could result in a financial loss. Financial assets held by the Corporation, such as accounts receivable, expose it to credit risk. The Corporation earns its revenue from a broad base of customers located in the Town of Grimsby. No single customer accounts for a balance in excess of 10% of total accounts receivable.

The carrying amount of accounts receivable is reduced through the use of an allowance for estimated credit losses and the amount of the related impairment loss is recognized in profit or loss. Subsequent recoveries of receivables previously provisioned are credited to profit or loss. The balance of the allowance for impairment at December 31, 2019 is \$6,500 (2018 – \$6,500). An impairment recovery of \$(85,720 (2018 loss of – \$128,697) was recognized during the year.

The Corporation's credit risk associated with accounts receivable is primarily related to payments from distribution customers. At December 31, 2019, approximately \$14,587 (2018 – \$25,858) is considered 60 days past due. The Corporation has over 11,000 (2018 – 11,000) customers, the majority of whom are residential. Credit risk is managed through collection of security deposits from customers in accordance with directions provided by the OEB. At December 31, 2019 the Corporation holds security deposits in the amount of \$1,279,682 (2018 – \$1,252,758).

(b) Market risk:

Market risks primarily refer to the risk of loss resulting from changes in commodity prices, foreign exchange rates, and interest rates. The Corporation currently does not have any material commodity or foreign exchange risk. The Corporation is exposed to fluctuations in interest rates as the regulated rate of return for the Corporation's distribution business is derived using a complex formulaic approach which is in part based on the forecast for long-term Government of Canada bond yields. This rate of return is approved by the OEB as part of the approval of distribution rates.

GRIMSBY POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2019

20. Financial instruments and financial risk management (continued):

Financial risks (continued):

(c) Liquidity risk:

The Corporation monitors its liquidity risk to ensure access to sufficient funds to meet operational and investing requirements. The Corporation's objective is to ensure that sufficient liquidity is on hand to meet obligations as they fall due while minimizing interest exposure. The Corporation has access to a \$3,250,000 credit facility and monitors cash balances daily to ensure that a sufficient level of liquidity is on hand to meet financial commitments as they become due. As at December 31, 2019, \$530,000 (2018 – \$580,000) had been drawn under the Corporation's credit facility.

The majority of accounts payable, as reported on the statement of financial position, are due within 30 days.

(d) Capital disclosures:

The main objectives of the Corporation, when managing capital, are to ensure ongoing access to funding to maintain and improve the electricity distribution system, to comply with covenants related to its credit facilities, to prudently manage its capital structure with regard for recoveries of financing charges permitted by the OEB on its regulated electricity distribution business, and to deliver the appropriate financial returns.

The Corporation's definition of capital includes shareholder's equity, line of credit and long-term debt. As at December 31, 2019, shareholder's equity amounts to \$11,220,087 (2018 – \$10,095,601) and long-term debt amounts to \$14,090,086 (2018 – \$14,691,240).

21. Subsequent events:

Subsequent to December 31, 2019, the COVID-19 outbreak was declared a pandemic by the World Health Organization. This has resulted in governments worldwide, including the Canadian and Ontario governments, enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally and in Ontario resulting in an economic slowdown. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions however the success of these interventions is not currently determinable. The current challenging economic climate may lead to adverse changes in cash flows, working capital levels and/or debt balances, which may also have a direct impact on the Corporation's operating results and financial position in the future. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and our business are not known at this time.

22. Comparative information:

Certain comparative information has been reclassified to conform to the presentation adopted in the current year. There is no impact to comprehensive income or retained earnings as a result of the reclassification.