



## **Consolidated Financial Statements**

**Period ended December 31, 2022**

(Expressed in thousands of dollars)



**Consolidated Financial Statements**  
**Period ended December 31, 2022**

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## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of GrandBridge Corporation

### ***Opinion***

We have audited the consolidated financial statements of GrandBridge Corporation (the Entity), which comprise:

- the consolidated statement of financial position as at December 31, 2022
- the consolidated statement of comprehensive income for the period May 2, 2022 to December 31, 2022
- the consolidated statement of changes in equity for the period May 2, 2022 to December 31, 2022
- the consolidated statement of cash flows for the period May 2, 2022 to December 31, 2022
- and notes to the consolidated 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 consolidated financial position of the Entity as at December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the period May 2, 2022 to December 31, 2022 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 “***Auditor’s Responsibilities for the Audit of the Financial Statements***” section of our auditor’s report.

KPMG LLP, an Ontario limited liability partnership and member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. KPMG Canada provides services to KPMG LLP.



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.

### ***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 International Financial Reporting Standards (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 consolidated 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 has no realistic alternative but to do so.

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

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 consolidated 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 consolidated 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 auditor's 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 auditor's 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

*KPMG LLP*

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Chartered Professional Accountants, Licensed Public Accountants

Kitchener, Canada

March 31, 2023



**Consolidated Statements of Financial Position**  
**As at December 31, 2022**  
**(in thousands of Canadian dollars)**

	<b>December 31, 2022</b>
<b>Assets</b>	
<b>Current Assets:</b>	
Cash and cash equivalents (note 5)	\$17,259
Accounts receivable	28,420
Unbilled revenue	33,942
Inventories (note 6)	5,130
Other assets	1,557
<b>Total current assets</b>	<b>86,308</b>
<b>Non-current assets:</b>	
Property, plant & equipment (note 7)	333,355
Intangible assets (note 7)	5,727
Derivative assets (note 25c)	2,678
Goodwill (note 8)	78,548
Investment in associate (note 9)	1,001
<b>Total non-current assets</b>	<b>421,309</b>
<b>Total Assets</b>	<b>507,617</b>
Regulatory deferral account debit balances (note 10)	15,707
Regulatory asset associated with deferred tax liability	19,927
Deferred taxes associated with regulatory deferral accounts	(5,280)
	30,354
<b>Total Assets and Regulatory Deferral Account Debit Balances</b>	<b>\$537,971</b>

See accompanying notes to financial statements.



**Consolidated Statements of Financial Position (continued)**  
**(in thousands of Canadian dollars)**  
**As at December 31, 2022**

	<b>December 31, 2022</b>
<b>Liabilities</b>	
<b>Current Liabilities:</b>	
Accounts payable and accrued liabilities	\$47,523
Payable in lieu of corporate taxes	1,491
Current portion of long-term debt (note 11)	1,049
Customer deposits (note 14)	18,435
Lease liabilities – current (note 15)	38
Intercompany debt (note 17)	3,020
<b>Current liabilities</b>	<b>71,556</b>
<b>Non-Current Liabilities</b>	
Long-term debt (note 11)	138,687
Deferred revenue	43,499
Deferred tax liability (note 12)	17,560
Customer deposits (note 14)	5,322
Employee future benefits (note 13)	3,707
Lease liabilities (note 15)	357
<b>Total non-current liabilities</b>	<b>209,132</b>
<b>Total Liabilities</b>	<b>280,688</b>
<b>Shareholders' Equity</b>	
Share capital (note 16)	181,492
Accumulated other comprehensive gain	1,128
Retained earnings	68,483
<b>Total Shareholders' Equity</b>	<b>251,103</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>531,791</b>
Regulatory deferral account credit balances (note 10)	6,180
<b>Total Liabilities, Equity and Regulatory Deferral Account Credit Balances</b>	<b>\$537,971</b>

See accompanying notes to financial statements.



**Consolidated Statements of Comprehensive Income**  
**(in thousands of Canadian dollars)**  
**For the period May 2, 2022 to December 31, 2022**

	<b>2022</b>
<b>Revenues:</b>	
Energy sales (note 18)	\$ 220,956
Distribution revenue (note 18)	40,722
Fibre optics and retail service revenue (note 18)	2,814
Other income from operations (note 19)	4,815
<b>Total revenues</b>	<b>269,307</b>
<b>Expenses:</b>	
Energy purchases	221,696
Operating expenses	23,648
Depreciation and amortization	9,035
<b>Total expenses</b>	<b>254,379</b>
<b>Income from operating activities</b>	<b>14,928</b>
<b>Other expenses:</b>	
Loss on disposal of property, plant, and equipment	242
Finance income (note 20)	(461)
Finance charges (note 20)	4,034
<b>Income before payments in lieu of corporate taxes</b>	<b>11,113</b>
Income tax expense (note 12)	3,615
<b>Income for the period before net movements in regulatory deferral account balances</b>	<b>7,498</b>
Net movements in regulatory deferral account balances, net of tax	2,347
<b>Net income for the period after net movements in regulatory deferral account balances</b>	<b>9,845</b>
Net gain from equity investment in associate (note 9)	146
<b>Net income before other comprehensive loss</b>	<b>9,991</b>
<b>Other comprehensive income, net of tax:</b>	
Actuarial gain on employee future benefits (note 13)	137
Unrealized gain on derivatives	894
Income tax expense on other comprehensive income	(280)
<b>Other comprehensive income, net of tax</b>	<b>751</b>
<b>Total comprehensive income, for the period</b>	<b>\$10,742</b>

See accompanying notes to financial statements.





**Consolidated Statements of Changes in Equity**  
**(in thousands of Canadian dollars)**  
**For the period May 2, 2022 to December 31, 2022**

	Share Capital	Acc. Other Comprehensive Income	Retained Earnings	Total
<b>Balance, May 2, 2022</b>	<b>\$41,034</b>	<b>\$377</b>	<b>\$59,701</b>	<b>\$101,112</b>
Net income	-	-	9,991	9,991
Other comprehensive income	-	751	-	751
Issuance of shares related to acquisition (note 4)	140,458			140,458
Dividends	-	-	(1,209)	(1,209)
<b>Balance, December 31, 2022</b>	<b>\$181,492</b>	<b>\$1,128</b>	<b>\$68,483</b>	<b>\$251,103</b>

See accompanying notes to financial statements.



**Consolidated Statements of Cash Flows**  
**Period Ended December 31, 2022**  
**(in thousands of Canadian dollars)**

	<b>2022</b>
Cash provided by (used in):	
<b>Operating activities</b>	
Total comprehensive income	\$10,742
Items not affecting cash:	
Depreciation and amortization	9,276
Amortization on right-of-use assets	13
Interest on lease liabilities	21
Net finance income on debt, intercompany and other	3,535
Amortization of deferred revenue	(883)
Amortization of deferred financing costs	17
Loss on disposal of capital assets	242
Net (gain) from equity investment in associate	(146)
Change in non-current customer deposits	1,680
Unrealized gain on derivative assets	(894)
Income tax expense	3,895
Employee future benefits	(94)
	<b>27,404</b>
Income taxes paid	(827)
Capital contributions received	7,476
Net change in non-cash operating working capital (note 24)	(1,420)
	<b>32,633</b>
<b>Financing activities</b>	
Repayment of long-term debt	(787)
Dividends paid (note 16)	(1,209)
Payments of interest on lease liabilities	(21)
Net financing payments on debt, intercompany and other	(3,281)
Payments of lease liabilities	(4)
	<b>(5,302)</b>
<b>Investing activities</b>	
Purchase of property, plant and equipment	(21,107)
Proceeds on disposal of property, plant and equipment	85
Preferred shares redemption	(203)
Net movements in regulatory balances	(2,615)
	<b>(23,840)</b>
<b>Increase in cash and cash equivalents</b>	<b>3,491</b>
Cash and cash equivalents, beginning of period	13,768
<b>Cash and cash equivalents, end of period</b>	<b>\$17,259</b>

See accompanying notes to financial statements.



**Notes to Consolidated Financial Statements**  
**(in thousands of Canadian dollars)**  
**Period Ended December 31, 2022**

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**1. Reporting entity:**

GrandBridge Corporation (the "Corporation") was incorporated on May 2, 2022 under the Business Corporations Act (Ontario) by legal amalgamation (the "Amalgamation Transaction" as described in note 4) of the former entities: Cambridge and North Dumfries Energy Plus Inc. ("Energy Plus") and Brantford Energy Corporation ("BEC").

The Corporation is an investment holding company with a 100% ownership interest in GrandBridge Energy Inc. ("GrandBridge Energy"), GrandBridge Group Inc. ("GrandBridge Group") and GrandBridge Solutions Inc. ("GrandBridge Solutions"). The address of the Corporation's registered office is 39 Glebe St., Cambridge, Ontario, Canada.

The City of Cambridge ("Cambridge"), the City of Brantford ("Brantford") and the Township of North Dumfries ("North Dumfries") are the shareholders of the Corporation with a shareholding of 54.339%, 41.00% and 4.661% respectively.

For accounting purposes, Energy Plus was deemed the acquirer under the Amalgamation Transaction. Consequently, the opening balances in these financial statements are the balances of the former Energy Plus at May 1, 2022.

GrandBridge Energy is a rate regulated, municipally owned electricity distribution company that delivers electricity and related utility services to approximately 109,000 customers within the Cities of Brantford and Cambridge, the Township of North Dumfries, and the County of Brant. GrandBridge Energy was formed on May 2, 2022 as a result of the legal amalgamation between the former Energy+ Inc. and former Brantford Power Inc., pursuant to the provisions of the Business Corporations Act (Ontario).

GrandBridge Group is an unregulated services company and has two primary businesses - the provision of access to a fibre optics network including related operations and maintenance (NetOptiks) and the rental of water heaters, water treatment systems and other equipment (Enensure).

GrandBridge Solutions is an unregulated services company; the scope of which currently comprises streetlight maintenance and business development activities. GrandBridge Solutions owns a 1/3 interest in Grand River Energy Solutions Corp. ("GRE"), an unregulated generation and renewable energy solutions company. Enova Power Corporation owns the other 2/3 interest in GRE.



**Notes to Consolidated Financial Statements**  
**(in thousands of Canadian dollars)**  
**Period Ended December 31, 2022**

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**2. Basis of presentation:**

**(a) Statement of compliance:**

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

**(b) Approval of the financial Statements:**

The financial statements were approved by the Board of Directors on March 30, 2023.

**(c) Basis of measurement:**

The financial statements have been prepared on the historical cost basis except for the following:

- i. Financial instruments, where held, are measured at fair value and any change in value is recorded through profit or loss.
- ii. Contributed assets are initially measured at fair value.

The methods used to measure fair values are discussed further in note 25.

**(d) Functional and presentation currency:**

These financial statements are presented in Canadian dollars, which is the Corporation's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand.

**(e) Use of estimates and judgments**

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.

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

**Notes to Consolidated Financial Statements**  
**(in thousands of Canadian dollars)**  
**For the period May 2, 2022 to December 31, 2022**

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**2. Basis of presentation (continued):**

**(e) Use of estimates and judgments (continued)**

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

- i. Note 3 (l) Revenue recognition: determination of the performance obligation for contributions from customers and the related amortization period.
- ii. Note 3 (m) Leases: measurement of leases, including term and discount rate.
- iii. Note 7 Property, plant and equipment: estimation of useful lives of its property, plant and equipment and intangible assets.
- iv. Note 13 Employee future benefits: estimation provided by third party actuarial firm.

**(f) Rate regulation:**

The Corporation is regulated by the 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.

In the Mergers, Amalgamations, Acquisitions and Divestitures (“MAADs”) application for GrandBridge Energy, the OEB approved a ten-year deferred rebasing period. The service territories of the legacy entities will continue to have separate Tariffs of Rates and Charges until the end of the ten-year deferred rebasing period when rates are expected to be harmonized through the filing of COS rate application. Harmonized rates are expected to be effective for 2032 distribution rates.

As a licensed distributor, the Corporation is responsible for billing customers for 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 is required, pursuant to regulation, to remit such amounts to these third parties, irrespective of whether the Corporation ultimately collects these amounts from customers.

**Notes to Consolidated Financial Statements**  
**(in thousands of Canadian dollars)**  
**For the period May 2, 2022 to December 31, 2022**

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**2. Basis of presentation (continued):**

**(f) Rate regulation (continued):**

In August 2022, the Corporation filed a 2023 IRM application requesting new rates effective January 1, 2023. The OEB issued a Decision to approve the Corporation's 2022 rates on December 8, 2022. The approved rates were effective January 1, 2023.

*Electricity rates*

The OEB sets electricity prices for low-volume consumers once each year based on an estimate of how much it will cost to supply the province with electricity for the next year. All remaining consumers pay the market price for electricity. The Corporation is billed for the cost of the electricity that its customers use and passes this cost on to the customer at cost without a mark-up.

In response to the COVID pandemic, the Ontario Government took measures to support consumers with respect to electricity rates. The impacts of these measures were passed on to customers without a mark-up and did not have an impact to net income in 2022.

**3. Significant accounting policies:**

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements. The details of the changes in accounting policies are disclosed in note 26.

**(a) Basis of consolidation:**

These consolidated financial statements include the accounts of the Corporation and its wholly owned subsidiaries: (i) GrandBridge Energy; (ii) GrandBridge Group and (ii) GrandBridge Solutions. The Corporation's investment in GRE is accounted for in the consolidated financial statements using the equity method of accounting.

Subsidiaries are entities controlled by the Corporation. The financial statements of the subsidiaries are included in these consolidated financial statements from the date on which control commences until the date on which control ceases.

Associates are investments over which the Corporation has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee. Equity accounting involves recording the investment in associates initially at cost, and adjusting the carrying value of the investment from the date of acquisition based on the Corporation's share of the profit or loss of the associates included in the consolidated income statement.

All significant inter-company accounts and transactions have been eliminated.

**Notes to Consolidated Financial Statements**  
**(in thousands of Canadian dollars)**  
**For the period May 2, 2022 to December 31, 2022**

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**3. Significant accounting policies (continued):**

**(b) Financial instruments:**

Financial assets are classified into one of three primary categories depending on the Corporation's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets: (i) amortized costs; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL").

At the time of initial recognition, financial assets included in the categories of amortized cost or FVOCI are measured at fair value plus transaction costs, and financial assets included in the category of FVTPL are measured at fair value with transaction costs expensed in profit or loss.

Subsequent measurement of the financial asset depends on the classification determined at initial recognition. Financial assets are not reclassified subsequent to their initial recognition, unless the Corporation changes its business model for managing financial assets.

Financial liabilities are initially measured at fair value, net of transaction costs incurred, and are subsequently carried at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized as an adjustment to interest expense over the period of the borrowings.

The Corporation has one derivative instrument related to its long-term debt facilities with the Royal Bank of Canada. Hedge accounting has been used in the presentation of these financial statements for the fully hedged instrument, which has been classified as a financial asset at fair value, with changes in fair value recorded in other comprehensive income.

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

**(c) Inventory:**

Inventory, which consists of parts and supplies acquired for internal construction or consumption for the maintenance of capital assets, is valued at the lower of cost and net realizable value. Cost is determined on a weighted moving average basis.



**Notes to Consolidated Financial Statements**  
**(in thousands of Canadian dollars)**  
**For the period May 2, 2022 to December 31, 2022**

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**3. Significant accounting policies (continued):**

**(d) Property, plant and equipment (PP&E):**

Property, plant and equipment are measured at historical cost or deemed cost, less accumulated depreciation and any accumulated impairment losses, if applicable.

If significant parts of an item of PP&E have different useful lives, then they are accounted for as separate major components of PP&E.

The cost of PP&E represents the original cost, consisting of direct materials and labour, contracted services, engineering costs, directly attributable overheads, and any other costs directly attributable to bringing the asset to a working condition for its intended use. Costs incurred to remove an existing asset from service that are not directly attributable to site preparation for the construction of new assets are expensed.

The carrying amount of a replaced item of PP&E is derecognized and the related loss is included as a loss on disposal of PP&E. The gain or loss on disposal of an item of PP&E is determined as the difference between the sale proceeds less the carrying amount of the asset and costs of removal and is recognized in the statements of income.

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

Right-of-use assets are recognized for contracts that are, or contain, leases.

Work in progress comprises capital assets under construction, assets not yet placed into service and pre-construction activities related to specific projects expected to be constructed.

Depreciation is recognized in net income on a straight-line basis over the estimated useful life of each part or component of an item of PP&E. Land is not depreciated.

Right-of-use assets are depreciated over the shorter of the lease term and their useful lives.



**Notes to Consolidated Financial Statements**  
**(in thousands of Canadian dollars)**  
**For the period May 2, 2022 to December 31, 2022**

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**3. Significant accounting policies (continued):**

**(d) Property, plant, and equipment (“PP&E”):**

The estimated useful lives for PP&E are as follow:

	Estimated Service Life
Buildings	5 – 80 years
Transformer Station Equipment	15 – 60 years
Distribution Transformers	20 – 80 years
Distribution System	15 – 99 years
Meters	10 – 45 years
System Supervisory Equipment	15 years
Right-of-Use Assets	20 - 40 years
Fibre optics network	25 years
Fibre optics electronics	2 – 5 years
Heating ventilation and air conditioning	15 years
Water heat equipment rental units	10 years
Water treatment system rentals	10 years
Intangible Assets	2 – 50 years
Other Capital Assets	3 – 20 years

**(e) Goodwill:**

Goodwill arising on the acquisition of subsidiaries is measured at cost and is not amortized. Goodwill is tested annually for impairment.

**(f) Impairment:**

i. *Financial assets measured at amortized cost:*

Loss allowances for accounts receivable and unbilled revenue are measured at an amount equal to the lifetime expected credit losses that result from all possible default events over the expected life. Expected credit losses are recognized in profit or loss.

**Notes to Consolidated Financial Statements**  
**(in thousands of Canadian dollars)**  
**For the period May 2, 2022 to December 31, 2022**

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**3. Significant accounting policies (continued):**

**(f) Impairment (continued):**

ii. *Non-financial assets:*

The carrying amounts of the Corporation's non-financial assets, other than inventories and 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"). The recoverable amount of an asset or cash-generating unit 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 cash-generating units 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 cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

An impairment loss in respect of goodwill is not reversed. For assets other than goodwill, impairment recognized in prior periods is assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. 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) 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.

**Notes to Consolidated Financial Statements**  
**(in thousands of Canadian dollars)**  
**For the period May 2, 2022 to December 31, 2022**

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**3. Significant accounting policies (continued):**

**(h) Regulatory deferral accounts:**

Regulatory deferral account debit balances represent costs incurred in excess of amounts billed to the customer at OEB approved rates. These amounts have been accumulated and deferred in anticipation of their future recovery in electricity distribution 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 capitalized cost will result from inclusion of that cost in allowable costs for rate-making purposes. The offsetting amount is recognized in profit and loss. The debit balance is reduced by the amount of customer billings as electricity is delivered to the customer and the customer is billed at rates approved by the OEB for the recovery of the capitalized costs.

Regulatory deferral account credit balances are recognized if it is probable that future billings in an amount at least equal to the credit balance will be reduced as a result of rate-making activities. The offsetting amount is recognized in profit and loss. The credit balance is reduced by the amounts returned to customers as electricity is delivered to the customer at rates approved by the OEB for the return of the regulatory account credit balance.

The probability of recovery or repayment of the regulatory account balances is assessed annually based upon the likelihood that the OEB will approve the change in rates to recover or repay the balance. Any resulting impairment loss is recognized in profit and loss in the period incurred.

Regulatory deferral accounts attract interest at OEB prescribed rates, which was 1.02% from May 1, 2022 to June 30, 2022, 2.20% from July 1, 2022 to September 30, 2022, and 3.87% from October 1, 2022 to December 31, 2022.

**(i) Customer deposits:**

Customers may be required to post security to obtain electricity or other services. These amounts are recorded in the accounts as deposits, which are reported separately from the Corporation's own cash and cash equivalents. Interest is paid in accordance with the OEB regulations with interest rates based on a variable rate of prime less 2.0%, updated quarterly.

**Notes to Consolidated Financial Statements**  
**(in thousands of Canadian dollars)**  
**For the period May 2, 2022 to December 31, 2022**

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**3. Significant accounting policies (continued):**

**(j) Employee benefits:**

*(i) Pension plan*

The Corporation provides a pension plan for its full-time employees through the Ontario Municipal Employees Retirement System (“OMERS”). OMERS is a multi-employer pension plan and provides pensions for employees of Ontario municipalities, local boards, public utilities, and school boards.

Participation in OMERS requires employers and employees to make contributions based on participating employee’s contributory earnings.

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 as a defined benefit plan. Consequently, the plan has been accounted for as a defined contribution plan and the Corporation recognizes the expense related to this plan as an employee benefit expense in net income when contributions are due.

*(ii) Post-employment benefits other than pension*

The Corporation pays certain medical, dental, and life insurance benefits under unfunded defined benefit plans on behalf of its retired employees.

The cost of these benefits is expensed as earned by employees through employment service. The accrued benefit obligations and current service cost are actuarially determined by applying the projected benefits method pro-rated on service and based on assumptions that reflect management’s best estimates. The amount of the obligation is determined from actuarial valuations performed every three years. An actuarial valuation was completed for the period ended December 31, 2022.

Actuarial gains and losses arising from defined benefit plans are recognized immediately in other comprehensive income and reported in retained earnings.

*(iii) Short-term employee benefits*

The Corporation provides a short-term non-vesting sick-leave benefit to its employees. Actuarial gains and losses on accumulated sick leave credits are recognized in the consolidated statements of comprehensive income in the period in which they arise.

**Notes to Consolidated Financial Statements**  
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**3. Significant accounting policies (continued):**

**(k) Deferred revenue and assets transferred from customers**

Certain customers and developers are required to contribute towards the capital cost of construction in order to provide ongoing service. When an asset is received as a capital contribution, the asset is initially recognized at its fair value, with the corresponding amount recognized as deferred revenue. Deferred revenue represents the Corporation's obligation to continue to provide customers access to the supply of electricity and is amortized to income on a straight-line basis over the economic useful life of the acquired or contributed asset, which represents the period of ongoing service to the customer.

**(l) Revenue recognition:**

*(i) Energy sales and distribution revenue*

The Corporation assesses each contract with the customer to identify the performance obligation. Revenue is recognized when the control of the goods or services has been transferred to the customer at a point in time or over time. The transaction price and the payment terms are agreed upon in the contract between the Corporation and the customer.

Revenues from energy sales and electricity distribution are recorded on the basis of cyclical billings and include an estimated amount for electricity delivered and not yet billed. The performance obligation is satisfied over time when the electricity is simultaneously received and consumed by the customer. The billing cycles and payment terms are on a monthly basis.

Energy sales arise from charges to customers for electricity consumed, based on regulated rates. Energy sales include amounts billed or billable to customers for commodity charges, retail transmission charges, and wholesale market service charges at current rates. Energy sales are presented on a gross basis as the Corporation has determined that it is acting as a principal for these electricity charges.

Distribution revenue is recorded based on OEB approved distribution tariff rates established to recover the costs incurred by the Corporation in delivering electricity to customers.

*(ii) Capital contributions*

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 to 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.

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**3. Significant accounting policies (continued):**

**(I) Revenue recognition (continued):**

*(ii) Capital contributions (continued)*

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 do not meet the criteria 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.

*(iii) Fibre optics and retail service revenues*

Equipment rentals are recorded as revenue in the period of the rental. Installation revenue related to fibre optics is recognized as revenue on a straight-line basis over the life of the customer contract as the services are provided. The performance obligation for the provision of services is recognized over time using an output method based on the completion of fibre optic installations to measure the satisfaction of the performance obligation. Irrevocable right to use (IRU) fibre optics are first assessed to determine if they are an arrangement that contains a lease as described in this note under Leased assets. If it is determined that they do not contain a lease then the performance obligation is recognized over time using an output method based upon the service provided to measure the satisfaction of the performance obligation which is determined to be over the term of the contract on a straight-line basis.

*(iv) Other revenue*

Other revenue, which includes revenue from services ancillary to the distribution of electricity, revenue from water billing services, and other billable services is recognized as the services are 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.

**Notes to Consolidated Financial Statements**  
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**3. Significant accounting policies (continued):**

**(m) Leases:**

At inception of a contract, the Corporation assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Corporation assesses whether:

- i. The contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- ii. The Corporation has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- iii. The Corporation has the right to direct the use of the asset. The Corporation has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Corporation has the right to direct the use of the asset if either the Corporation has the right to operate the asset, or the Corporation designed the asset in a way that predetermines how and for what purpose it will be used.

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 life of a right-of-use asset is determined on the same basis as those for property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

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

**Notes to Consolidated Financial Statements**  
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**3. Significant accounting policies (continued):**

**(n) Finance income and finance charges:**

At inception of a contract that contains a lease component, the Corporation allocates the consideration in the contract to each of the lease components based on their relative stand-alone prices. For the property leases, the Corporation has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

Finance income is recognized as it accrues in net income and comprises interest earned on cash and cash equivalents, and late payments on customer electricity accounts receivable balances.

Finance charges comprise: (i) interest on borrowings; (ii) interest on deposits; and (iii) standby fees. Finance charges are computed using the effective interest rate method and are recognized as an expense unless they are capitalized as part of the cost of qualifying assets and except for instruments deemed to have a fully effective hedge.

**(o) Payments in lieu of corporate taxes:**

Payments in lieu of corporate taxes expense, also referred to as 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 currently 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 ("OEFC"). These payments are calculated in accordance with the rules for computing taxable income and taxable capital and other relevant amounts contained in the Income Tax Act (Canada) and the Corporations Tax Act (Ontario) as modified by the Electricity Act, 1998, and related regulations. Prior to October 1, 2001, the Corporation was not subject to income or capital taxes.

Current tax is the tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.





**Notes to Consolidated Financial Statements**  
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**3. Significant accounting policies (continued):**

**(o) Payments in lieu of corporate taxes (continued):**

Deferred tax is recognized using the balance sheet method. Under this method, deferred income taxes reflect the net tax effects of temporary differences between the tax basis of assets and liabilities and their carrying amounts for accounting purposes, as well as for tax losses available to be carried forward to future periods that are likely to be realized. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates, at the reporting date, expected to apply to taxable income in the periods in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment.

**(p) Business combinations:**

The Corporation accounts for business combinations using the acquisition method when control is transferred to the Corporation. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognized in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognized in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured and settlement is accounted for within equity.

Otherwise, other contingent consideration is re-measured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognized in profit or loss.



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**4. Business combination:**

On May 2, 2022, Energy Plus amalgamated with BEC to form the Corporation. Under the Amalgamation Transaction, shares of the former Energy Plus and BEC were exchanged for voting common shares of the Corporation. Certain post-closing adjustments provided under the agreements to the Amalgamation Transaction were made through a redemption of special shares (note 16). The Amalgamation Transaction has been recognized as a business combination in accordance with IFRS 3, Business Combinations, using the acquisition method, with the former Energy Plus deemed as the acquirer based on its relative size compared to that of the former BEC.

The aggregate consideration was \$140,458 for 100,000,000 common shares and a redemption of \$203 for Special Class A and one dollar for Special Class B shares.

The following table summarizes the estimated fair value of assets acquired and liabilities assumed at the date of acquisition:

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Cash and cash equivalents	\$ 3,546
Accounts receivable and unbilled revenue	21,026
Property, plant & equipment, and intangibles	122,203
Payment in lieu of corporate taxes	789
Inventories	867
Other assets	566
Lease receivable	213
Derivative asset	1,784
Regulatory deferral account debit balances	2,598
Regulatory asset associated with deferred tax liability	5,114
Accounts payable and accrued liabilities	(18,563)
Lease liabilities	(16)
Customer deposits	(2,451)
Long-term debt	(36,232)
Deferred tax liability	(7,405)
Employee future benefits	(1,375)
Deferred revenue	(9,585)
Regulatory deferral account credit balances	(475)
Deferred tax liability associated with regulatory assets	(1,355)
Total identifiable net assets at fair value	81,249
Goodwill	59,412
<b>Total consideration</b>	<b>\$ 140,661</b>

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**Notes to Consolidated Financial Statements**  
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**4. Business combination (continued):**

Prior to the Amalgamation Transaction, the predecessor corporations were parties to a long-term lease. The elimination of the lease on amalgamation resulted in a reduction to the finance lease receivable of the former BEC, an increase in PP&E, a decrease to the former Energy Plus lease obligation, with a corresponding incremental increase to Goodwill of \$172.

**5. Cash and cash equivalents**

Cash and cash equivalents consist of overnight deposits at a Canadian chartered bank.

**6. Inventories**

	2022
Stores	\$ 5,059
Other	71
	<u>\$5,130</u>



**Notes to Consolidated Financial Statements**  
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**7. Property, plant & equipment**

(a) Cost or Deemed Cost

	Land and Buildings	Distribution System	Fibre Optics	Equipment Rentals	Other Assets	Right-of-Use Assets	Intangibles	Work -in-Progress	Total
Balance at May 2, 2022	\$ 13,834	\$ 211,996	\$ -	\$ -	\$ 14,759	\$ 3,950	\$ -	\$ 5,261	\$ 249,800
Acquisition additions	29,187	75,462	2,999	2,745	4,781	14	6,202	813	122,203
Acquisition disposal	-	-	-	-	-	(3,225)	-	-	(3,225)
Additions	498	17,293	256	468	1,988	-	24	580	21,107
Disposals/retirements	-	(578)	-	(143)	(362)	-	-	-	(1,083)
Balance at December 31, 2022	\$ 43,519	\$ 304,173	\$ 3,255	\$ 3,070	\$ 21,166	\$ 739	\$ 6,226	\$ 6,654	\$ 388,802

(b) Accumulated depreciation

	Land and Buildings	Distribution System	Fibre Optics	Equipment Rentals	Other Assets	Right-of-Use Assets	Intangibles	Work -in-Progress	Total
Balance at May 2, 2022	\$ 1,353	\$ 28,545	\$ -	\$ -	\$ 10,930	\$ 460	\$ -	\$ -	\$ 41,288
Acquisition disposal	-	-	-	-	-	(101)	-	-	(101)
Depreciation charge	657	6,295	224	311	1,290	13	499	-	9,289
Disposals/retirements	-	(307)	-	(105)	(344)	-	-	-	(756)
Balance at December 31, 2022	\$ 2,010	\$ 34,533	\$ 224	\$ 206	\$ 11,876	\$ 372	\$ 499	\$ -	\$ 49,720

(c) Carrying amounts

	Land and Buildings	Distribution System	Fibre Optics	Equipment Rentals	Other Assets	Right-of-Use Assets	Intangibles	Work -in-Progress	Total
Balance at December 31, 2022	\$ 41,509	\$ 269,640	\$ 3,031	\$ 2,864	\$ 9,290	\$ 367	\$ 5,727	\$ 6,654	\$ 339,082



**Notes to Consolidated Financial Statements**  
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**8. Goodwill**

As a result of the amalgamation transaction (note 4), the Corporation had additions to Goodwill of \$59,584 for the year.

	2022
Balance at May 2, 2022	\$ 18,964
Acquisition additions	59,584
<b>Balance at December 31, 2022</b>	<b>\$ 78,548</b>

**9. Investment in associate**

The investment in associate represents the Corporation's 1/3 ownership interest in GRE.

	2022
Investment, opening balance	\$ 855
Equity share of net comprehensive income	146
<b>Investment in associate, closing balance</b>	<b>1,001</b>

**10. Regulatory deferral account balances**

Regulatory deferral account balances can arise as a result of the rate-making process (note 2(f)).

The regulatory deferral account balances are recovered or settled through rates set by the OEB which are determined using estimates of future consumption of electricity by its customers. Future consumption is impacted by various factors including the economy and weather. The Corporation has received approval from the OEB to establish its regulatory deferral account balances.

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**10. Regulatory deferral account balances (continued)**

The following is a reconciliation of the carrying amount for each class of regulatory deferral account balances:

	May 2, 2022	Additions through acquisition	Balances arising in the period	Recovery/ reversal	2022	Remaining recovery/ reversal period (years)
<b>Regulatory deferral account debit balances</b>						
Retail settlement variances	\$ 4,348	\$ 2,336	\$ 6,421	\$ -	\$ 13,105	< 2
Regulatory variances disposition	3,936	262	(2,828)	-	1,370	< 2
Other regulatory assets	1,090	-	(97)	-	993	10
IFRS/CGAAP transitional amounts	178	-	(105)	-	73	10
Other	145	-	21	-	166	10
<b>Total amount related to regulatory deferral account debit balances</b>	<b>\$ 9,697</b>	<b>\$ 2,598</b>	<b>\$ 3,412</b>	<b>\$ -</b>	<b>\$ 15,707</b>	

	May 2, 2022	Additions through acquisition	Balances arising in the period	Recovery/ reversal	2022	Remaining recovery/ reversal period (years)
<b>Regulatory deferral account credit balances</b>						
Retail settlement variances	\$ 2,253	\$ 29	\$ 2,690	\$ -	\$ 4,972	< 2
PILs and taxes – CCA changes	904	-	130	-	1,034	10
Smart meters	171	-	3	-	174	10
Other	106	446	(552)	-	-	
<b>Total amount related to regulatory deferral account credit balances</b>	<b>\$ 3,434</b>	<b>\$ 475</b>	<b>\$ 2,271</b>	<b>\$ -</b>	<b>\$ 6,180</b>	

Settlement of the retail settlement variance accounts is generally done on an annual basis through application to the OEB. The Corporation recognized the disposition of deferral account balances for 2022 in the January 1, 2022 to May 1, 2022 period and as a result no transactions are identified as recoveries or reversals in the May 2, 2022 to December 31, 2022 period.

The OEB requires the Corporation to estimate its income taxes when it files a COS application to set its rates. As a result, the Corporation has recognized a regulatory deferral account for the amount of deferred taxes that will ultimately be recovered from/paid back to its customers. This balance will fluctuate as the Corporation's deferred tax balance fluctuates.



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**11. Long-term debt**

Long-term debt is comprised of:

	2022
Series A, Senior Unsecured debentures 3.929%, interest payable semi-annually, and maturing January 27, 2045	\$ 50,000
Series B, Senior Unsecured debentures 2.968%, interest payable semi-annually, and maturing August 10, 2060	55,000
Non-revolving term facility with interest at prime, repayable in quarterly instalments of \$250,000, due September 30, 2045	22,750
Revolving term facility with interest at prime, due May 3, 2027	12,112
Non-revolving term facility up to \$1,500 with interest at prime, payable in monthly instalments, due May 8, 2025	583
Less: Unamortized cost of debt issuance	(709)
	139,736
Less: Current portion of long-term debt:	1,049
	<b>\$138,687</b>

Interest expense on long-term debt:

	2022
Series A Senior Unsecured Debentures	\$1,318
Series B Senior Unsecured Debentures	1,093
Non-revolving term facility	551
Revolving term facility	391



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**12. Payments in lieu of corporate income taxes (“PILs”):**

The provision for payments in lieu of corporate taxes recognized in income is as follows:

	2022
Current PILs	
Current period	\$ 2,769
Deferred PILs	
Origination and reversal of temporary differences (excludes other comprehensive income)	846
Income tax expense	\$ 3,615

*(i) Reconciliation of effective tax rate*

PILs varies from amounts which would be computed applying the Corporation’s combined statutory income tax rate as follows:

	2022
Income before taxes, excludes other comprehensive income	\$ 11,987
Canada and Ontario statutory income tax rates	26.5%
Expected tax provision on income at statutory rates	3,177
Increase (decrease) in income taxes resulting from:	
Permanent differences	21
Prior periods	528
Other	(111)
	3,615

*(ii) Deferred tax balances*

Significant components of the Corporation’s deferred tax balances are as follows:

	2022
Deferred tax assets (liabilities):	
Property, plant and equipment	\$ (30,273)
Deferred revenue – contributed capital	11,546
Derivative assets	(710)
Employee future benefits	983
Tax losses	213
Other	681
	(17,560)





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**13. Employee future benefits:**

The Corporation pays certain medical and life insurance benefits on behalf of some of its retired employees. The Corporation recognizes these post-retirement costs in the period in which employees' services were rendered. The accrued benefit liability and the expense for the period were based on results and assumptions determined by actuarial valuation as at December 31, 2022.

Information about the present value of the defined benefit unfunded obligation and the accrued benefit liability are as follows:

	2022
Defined benefit obligation, beginning of period	\$ (3,801)
Current service cost	(152)
Interest cost	(94)
Benefits paid during the period	203
Actuarial gain recognized in other comprehensive income	137
Accrued benefit liability, end of period	\$ (3,707)

Components of net benefit expense recognized are as follows:

	2022
Current service cost	\$ (152)
Interest cost	(94)
Net expense recognized	\$ (246)

Actuarial gains recognized in other comprehensive income:

	2022
Cumulative balance, May 2	\$ 377
Recognized during the period (net of tax)	101
Cumulative balance, December 31	478
Actuarial gain recognized during the period	\$137
Deferred tax on actuarial gain	(36)
Net actuarial gain recognized, net of tax	\$ 101



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**13. Employee future benefits (continued):**

The significant actuarial assumptions used in the valuation are as follows:

- i. Discount (interest) rate - the discount rate used to determine the present value of future liabilities and the expense for the Period Ended December 31, 2022, was 5.0%;
- ii. Salary levels - future general salary and wage levels were assumed to increase at 3.0%; and
- iii. Health care cost trends – the health care cost trend for prescription drugs is estimated to increase at an inclining rate of 4.9% in 2023 to 5.3% over five years. Other medical and dental expenses are estimated to increase at an inclining rate of 5.1% in 2023 to 5.6% over five years.

The approximate effect on the accrued benefit obligation of the entire plan and the estimated net benefit expense of the entire plan if the health care trend rate assumption was increased or decreased by 1%, and all other assumptions were held constant, is as follows:

	Defined Benefit Obligation	Periodic Benefit Cost
1% increase in health care trend rate	\$ 3,727	\$ 127
1% decrease in health care trend rate	3,486	115

**14. Customer deposits:**

Customer deposits represent cash deposits from electricity distribution customers and retailers, as well as construction deposits.

Deposits from electricity distribution customers 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.

Construction deposits represent cash prepayments for the estimated cost of capital projects recoverable from customers and developers. Upon completion of the capital project, these deposits are transferred to deferred revenue.



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**14. Customer deposits:**

Customer deposits comprise:

	2022
Current:	
Customer deposits	\$ 2,895
Construction deposits	15,540
	<b>\$ 18,435</b>
Non-Current:	
Customer deposits	\$ 5,322

**15. Lease Liabilities:**

The Corporation has entered into lease agreements for buildings used in administrative and service-related functions, as well as a lease for Solar PV roof-top equipment, representing right-of-use assets (note 7). Certain leases held by the Corporation provide the Corporation with extension options and termination options that may impact the overall term of the Lease. The Corporation has determined the lease terms based on all available information as at the reporting date.

Maturity analysis – contractual undiscounted cash flows	2022
Less than one year	\$ 40
One to five years	192
More than five years	565
Total undiscounted lease liabilities	797
Interest included on the liabilities included in the statement of financial position	(402)
Lease liabilities – current	38
Lease liabilities – non-current	<b>\$ 357</b>



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**16. Share capital:**

	<b>2022</b>
Authorized	
Unlimited common shares	
Issued	
100,000,000 common shares	\$ 181,492

Under the Amalgamation Transaction agreements, the following Special Shares were issued:

	<b>2022</b>
Class A Special Shares	1
Class B Special Shares	1,000
Class C Special Shares	1,000
Class D Special Shares	1

The Class A Special Shares were redeemed for \$203 and the Class B Special Shares were redeemed for one dollar.

*Dividends*

The holders of the common shares are entitled to receive dividends as declared from time to time. Dividends were declared and paid to the shareholders as follows:

	<b>2022</b>
City of Cambridge	\$ 657
City of Brantford	496
Township of North Dumfries	56
	\$ 1,209



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**17. Related party transactions:**

(a) Intercompany debt comprises:

	2022
Township of North Dumfries	
4.993% unsecured promissory note, interest payable quarterly, principal due on two months demand notice	\$ 3,020

During the period, interest of \$113 was paid to the Township of North Dumfries.

(b) Intercompany transactions:

i. Street lighting maintenance

During the period, the Corporation provided street lighting maintenance to the following related parties:

	2022
City of Cambridge	\$ 258
Township of North Dumfries	3
	\$ 261

ii. Key management personnel

The key management personnel of the Corporation have been defined as members of its board of directors and executive management team members.

Key management compensation comprises:

	2022
Directors' fees	\$ 201
Salaries, incentives, and other short-term benefits	1,238
Post-employment benefits	9
	\$ 1,448

(c) Other Intercompany transactions:

The Corporation has provided a guarantee of up to \$6,000 to a financial institution on behalf of its associate GRE in the event of a default under the terms of GRE's credit facility.



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**18. Revenue from contracts with customers:**

The Corporation generates revenue primarily from the sale and distribution of electricity to its customers. Other sources of revenue include services ancillary to the electricity distribution, pole and duct rentals, water and sewer billing services, other regulatory service charges, and capital contributions.

	2022
Revenue from contracts with customers	
Energy sales	\$ 220,956
Distribution revenue	40,722
Fibre optics revenue	2,030
Retail service revenue	784
	\$ 264,492
Other revenue	4,815
<b>Total revenues</b>	<b>\$ 269,307</b>

Energy sales and distribution revenue by customer class comprise:

2022	Energy sales	Distribution revenue	Total revenue from contracts with customers
Residential service	\$ 69,929	\$ 23,681	\$ 93,610
General service	132,218	15,484	147,702
Large users	10,564	598	11,162
Embedded distributors	7,189	231	7,420
Other	1,056	728	1,784
<b>Total</b>	<b>\$ 220,956</b>	<b>\$ 40,722</b>	<b>\$ 261,678</b>

**19. Other income from operations:**

Other income comprises:

	2022
Notification (Document) charges	\$ 728
Pole and other rental income	645
Amortization of deferred revenue	660
Regulatory service charges	421
Water and sewer billing services	353
Streetlight	316
Metering network charges	89
Property rental	47
Miscellaneous	1,556
<b>Total other income</b>	<b>\$ 4,815</b>



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**20. Finance income and charges:**

	2022
Interest income on cash and cash equivalents	\$ (461)
Finance income	(461)
Interest expense on long-term debt	3,356
Interest expense on intercompany debt	101
Interest expense on right-of-use leases	21
Interest expense and other finance charges	556
Finance charges	4,034
Net finance costs recognized in profit or loss	\$ 3,573

**21. Commitments:**

(i) *Credit Facility*

The Corporation has a Credit Facility Agreement (“Credit Facility”) with a Canadian chartered bank which provides that the Corporation may borrow up to \$70,000 to finance general corporate requirements, capital investments, and working capital requirements. Borrowings may be in the form of Bankers’ Acceptances (“BAs”), prime rate loans, letters of credit, and/or current account overdrafts. Interest rates payable on the Credit Facility are based on a margin relative to the prime or BA rate. A standby fee is paid on any unutilized portion of the Credit Facility. The Credit Facility had a maturity date of May 3, 2027.

(ii) *Obligations under Capital Cost Recovery Agreement*

The Corporation is party to a connection and a cost recovery agreement (“CCRA”) with Hydro One Network Inc. (HONI) whereby HONI agreed to build 115kV Switching Facilities at the Brant Transformer Station (“Brant TS”) to provide additional capacity to meet the existing and future load growth expected on the transmission circuits. The Switching Facilities were placed into service on April 26, 2019.



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**21. Commitments (continued):**

*(ii) Obligations under Capital Cost Recovery Agreement (continued)*

Under the terms of the CCRA, the Corporation has agreed to an allocation of the costs of the project based on the expected future load growth. Annually, at the anniversary of the In-Service Date, if the expected future load growth does not meet an agreed upon load level, the Corporation may be subject to an allocation of a true-up adjustment based on the difference between the total capital cost of construction and the projected network revenue to be earned by HONI. The difference would represent a debt obligation of the Corporation based on the extent that the actual and forecast HONI revenue through the CCRA term is less than the amount of HONI revenue projected at the time the project was constructed. The Corporation's commitment is estimated at approximately \$5,688.

In general terms, investments in regulated electricity distribution assets are recoverable from customers in future rate applications based on the rate-making policies of the OEB.

*(iii) General Liability Insurance*

The Corporation has obtained general liability and enhanced directors and officers insurance coverage from the Municipal Electric Association Reciprocal Insurance Exchange (The MEARIE Group). The MEARIE Group is an insurance reciprocal whereby all members through the unincorporated group share risks with each other. Members of the MEARIE Group are assessed a premium deposit at policy execution. Should the group experience losses that are in excess of the accumulated premium deposits of its members combined with reserves and supplementary insurance, members would be assessed a supplementary or retro assessment on a pro-rata basis for the periods in which the Corporation was a member.

*(iv) 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.

**22. 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 the last 8 months of 2022, the Corporation made employer contributions of \$1,182 to OMERS during the period.





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**23. Employee benefits:**

	2022
Salaries, wages, and benefits	\$ 13,257
Contributions to OMERS	1,182
CPP and EI remittances	406
Expenses related to defined benefit plans	239
	\$ 15,084

**24. Cash flow information:**

Net change in non-cash operating working capital comprises:

	2022
Accounts receivable	\$ (1,936)
Unbilled revenue	(5,904)
Inventories	(884)
Other assets	351
Accounts payable and accrued liabilities	5,312
Current customer deposits	1,641
	\$ (1,420)

**25. Financial instruments and risk management:**

**Fair value disclosure**

Cash and cash equivalents are measured at fair value. The carrying values of receivables, and accounts payable and accrued charges 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 fair value of the long-term debt, Series A Senior Unsecured Debentures at December 31, 2022 is \$42,151 and Series B Senior Unsecured Debentures at December 31, 2022 is \$35,303. The fair value is calculated based on the present value of future principal and interest cash flows, discounted at the current rate of interest at the reporting date. The interest rate used to calculate fair value at December 31, 2022 was 5.125%.



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**25. Financial instruments and risk management (continued):**

**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, and liquidity risk, as well as related mitigation strategies are discussed below.

(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 Cities of Cambridge and Brantford, Township of North Dumfries and within the County of Brant.

The carrying amount of accounts receivable is reduced through the use of a loss allowance and the amount of the related credit loss is recognized in net income. Subsequent recoveries of receivables previously provisioned are credited to net income. The balance of the loss allowance at December 31, 2022 is \$2,782. A credit loss of \$342 was recognized during the period.

At December 31, 2022, approximately \$2,324 is considered 60 days past due. One customer accounts for a balance of \$801 of the accounts receivable over 60 days, of which an amount of \$384 has been included in the loss allowance. The Corporation has over 111,000 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. As at December 31, 2022, the Corporation holds customer security deposits in the amount of \$8,194; Management believes that it has adequately provided for any exposure to normal customer and retailer credit risk.

(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.

A 1% increase in the interest rate at December 31, 2022 would have increased interest expense on the long-term debt, including the current portion, by \$1,397, assuming all other variables remain constant. A 1% decrease in the interest rate would have an equal but opposite effect.

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**25. Financial instruments and risk management (continued):**

**Financial risks (continued)**

(c) Interest rate risk:

Interest is paid on customer deposits at a market rate reset quarterly as directed by the Ontario Energy Board.

The non-revolving term facility loan bears interest at a floating rate and thus, the carrying value approximates fair value. However, the Corporation has entered an interest rate swap transaction, derivative instrument, the effect of which is to fix the interest rate on the non-revolving term loan at 2.54%. The potential savings to the Corporation of the interest rate swaps, representing estimated fair value as presented on the balance sheet, was \$2,678 which was in the favour of the Corporation. The Corporation entered into these interest rate swap transactions to fix the interest rate over the long-term and intends to hold this to maturity at which time there should be no replacement cost.

(d) Prudential risk:

The Corporation is required, through the Independent Electricity System Operator (IESO), to provide security to mitigate the Corporation's risk of default based on its expected activity in the electricity market. The IESO could draw on this guarantee if the Corporation fails to make a payment required by a default notice issued by the IESO. The maximum potential payment is the face value of the bank letter of credit. As at December 31, 2022, the Corporation provided prudential support in the form of a bank letter of credit of \$13,057.

(e) 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 \$70,000 revolving credit facility. The Corporation monitors cash balances daily to ensure that a sufficient level of liquidity is on hand to meet financial commitments as they come due. Borrowings under the credit facilities may be in the form of prime rate loans; current account overdrafts, Bankers' Acceptances; or Letters of Credit and/or Letters of Guarantee in Canadian currency. As at December 31, 2022, \$12,112 had been drawn under the revolving credit facility.

The majority of accounts payable, as reported on the balance sheet, are due within 30 days.

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**25. Financial instruments and risk management (continued):**

**Financial risks (continued):**

(f) 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, compliance with covenants related to its credit facilities, prudent management of 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 shareholders' equity, intercompany debt, and long-term debt. As at December 31, 2022 shareholders' equity amounts to \$251,103 and long-term debt amounts, including the current portion, and intercompany debt amounts to \$142,756. The Corporation's capital structure as at December 31, 2022 is 36.2% debt and 63.8% equity. There have been no changes in the Corporation's approach to capital management during the period.

The Corporation's long-term debt agreements include both financial and non-financial covenants. As at December 31, 2022, the Corporation was in compliance with all covenants.

**26. Changes in accounting policies:**

The International Accounting Standards Board (IASB) has issued the following Standards, Interpretations and Amendments to Standards that were adopted by the Corporation effective January 1, 2022:

- a) Property, Plant and Equipment — Proceeds before Intended Use (Amendments to IAS 16)
- b) Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37)
- c) Annual Improvements to IFRS Standards 2018–2020
- d) Reference to the Conceptual Framework (Amendments to IFRS 3)

The amendments and clarifications did not have an impact on the financial statements.

**27. Emerging accounting changes:**

At the date of authorization of these financial statements, several new, but not yet effective, Standards and amendments to existing Standards, and Interpretations have been published by the IASB. None of these Standards or amendments to existing Standards have been adopted early by the Corporation and it is still to be determined if any will have a material impact on the Corporation's financial statements.

- a) Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
- b) Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)
- c) Definition of Accounting Estimate (Amendments to IAS 8)
- d) Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction - Amendments to IAS 12 Income Taxes.