

ONTARIO POWER GENERATION INC.
INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)
MARCH 31, 2017
[DRAFT]



INTERIM CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

Three Months Ended March 31		
<i>(millions of dollars except where noted)</i>		
	2017	2016
Revenue (Note 12)	1,176	1,478
Fuel expense (Note 12)	155	172
Gross margin (Note 12)	1,021	1,306
Expenses (Note 12)		
Operations, maintenance and administration	708	686
Depreciation and amortization	167	312
Accretion on fixed asset removal and nuclear waste management liabilities	238	232
Earnings on nuclear fixed asset removal and nuclear waste management funds	(189)	(147)
Income from investments subject to significant influence	(10)	(8)
Property taxes	11	12
	925	1,087
Income before other gains, interest and income taxes	96	219
Other gains (Note 12)	(3)	(23)
Income before interest and income taxes	99	242
Net interest expense (Note 5)	19	33
Income before income taxes	80	209
Income tax expense	12	81
Net income	68	128
Net income attributable to the Shareholder	64	123
Net income attributable to non-controlling interest	4	5
Basic and diluted net income per common share (dollars)	0.25	0.48
Common shares outstanding (millions)	256.3	256.3

See accompanying notes to the interim consolidated financial statements

INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

Three Months Ended March 31		
<i>(millions of dollars)</i>		
	2017	2016
Net income	68	128
Other comprehensive income, net of income taxes (Note 7)		
Reclassification to income of amounts related to pension and other post-employment benefits ¹	3	3
Reclassification to income of losses on derivatives designated as cash flow hedges ²	4	4
Unrealized gain on available-for-sale securities ³	5	-
Other comprehensive income for the period	12	7
Comprehensive income	80	135
Comprehensive income attributable to the Shareholder	76	130
Comprehensive income attributable to non-controlling interest	4	5

¹ Net of income tax expenses of \$1 million for each of the three months ended March 31, 2017 and 2016, respectively.

² Net of income tax expenses of \$1 million for each of the three months ended March 31, 2017 and 2016, respectively.

³ Net of income tax expenses of \$1 million and nil for the three months ended March 31, 2017 and 2016, respectively.

See accompanying notes to the interim consolidated financial statements

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

Three Months Ended March 31 (millions of dollars)	2017	2016
Operating activities		
Net income	68	128
Adjust for non-cash items:		
Depreciation and amortization	167	312
Accretion on fixed asset removal and nuclear waste management liabilities	238	232
Earnings on nuclear fixed asset removal and nuclear waste management funds	(189)	(147)
Pension and other post-employment benefit costs (Note 8)	113	117
Deferred income taxes	11	1
Mark-to-market on derivative instruments	(2)	3
Provision for used nuclear fuel and low and intermediate level nuclear waste	27	33
Regulatory assets and liabilities	(28)	(12)
Provision for materials and supplies	4	4
Other gains	(1)	(23)
Other	(4)	(4)
	404	644
Contributions to nuclear fixed asset removal and nuclear waste management funds	-	(37)
Expenditures on fixed asset removal and nuclear waste management	(76)	(58)
Reimbursement of eligible expenditures on nuclear fixed asset removal and nuclear waste management	22	15
Contributions to pension funds and expenditures on other post-employment benefits and supplementary pension plans	(88)	(116)
Expenditures on restructuring	(1)	(2)
Distributions received from investments subject to significant influence	14	18
Net changes to other long-term assets and liabilities	11	24
Net changes to non-cash working capital balances (Note 13)	(168)	(122)
Cash flow provided by operating activities	118	366
Investing activities		
Proceeds from deposit note (Note 4)	45	10
Investment in property, plant and equipment and intangible assets	(408)	(320)
Cash flow used in investing activities	(363)	(310)
Financing activities		
Issuance of long-term debt (Note 4)	200	-
Repayment of long-term debt	(50)	-
Distribution to non-controlling interest	(4)	(4)
Issuance of short-term notes (Note 5)	589	1,010
Repayment of short-term notes	(456)	(986)
Cash flow provided by financing activities	279	20
Net increase in cash and cash equivalents	34	76
Cash and cash equivalents, beginning of period	186	464
Cash and cash equivalents, end of period	220	540

See accompanying notes to the interim consolidated financial statements

INTERIM CONSOLIDATED BALANCE SHEETS (UNAUDITED)

As at (millions of dollars)	March 31 2017	December 31 2016
Assets		
Current assets		
Cash and cash equivalents	220	186
Available-for-sale securities	218	212
Receivables from related parties	362	429
Nuclear fixed asset removal and nuclear waste management funds	19	24
Fuel inventory	297	310
Materials and supplies	95	100
Prepaid expenses	224	198
Other current assets	216	298
	1,651	1,757
Property, plant and equipment	29,721	29,315
Less: accumulated depreciation	9,473	9,317
	20,248	19,998
Intangible assets	503	503
Less: accumulated amortization	410	404
	93	99
Other assets		
Nuclear fixed asset removal and nuclear waste management funds	16,138	15,960
Long-term materials and supplies	339	345
Regulatory assets (Note 3)	5,892	5,855
Investments subject to significant influence (Note 14)	317	321
Other long-term assets	33	37
	22,719	22,518
	44,711	44,372

See accompanying notes to the interim consolidated financial statements

INTERIM CONSOLIDATED BALANCE SHEETS (UNAUDITED)

As at (millions of dollars)	March 31 2017	December 31 2016
Liabilities		
Current liabilities		
Accounts payable and accrued charges	1,014	1,164
Short-term debt (Note 5)	135	2
Deferred revenue due within one year	12	12
Long-term debt due within one year (Note 4)	1,328	1,103
Income taxes payable	6	123
	2,495	2,404
Long-term debt (Note 4)	4,342	4,417
Other liabilities		
Fixed asset removal and nuclear waste management liabilities (Note 6)	19,683	19,484
Pension liabilities	2,963	3,012
Other post-employment benefit liabilities	2,920	2,897
Long-term accounts payable and accrued charges	203	213
Deferred revenue	311	298
Deferred income taxes	841	829
Regulatory liabilities (Note 3)	369	310
	27,290	27,043
Equity		
Common shares ¹	5,126	5,126
Retained earnings	5,598	5,534
Accumulated other comprehensive loss (Note 7)	(283)	(295)
Equity attributable to the Shareholder	10,441	10,365
Equity attributable to non-controlling interest	143	143
Total equity	10,584	10,508
	44,711	44,372

¹ 256,300,010 common shares outstanding at a stated value of \$5,126 million as at March 31, 2017 and December 31, 2016.

Commitments and Contingencies (Notes 4, 10, and 11)

See accompanying notes to the interim consolidated financial statements

INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

Three Months Ended March 31 <i>(millions of dollars)</i>	2017	2016
Common shares	5,126	5,126
Retained earnings		
Balance at beginning of period	5,534	5,098
Net income attributable to the Shareholder	64	123
Balance at end of period	5,598	5,221
Accumulated other comprehensive loss, net of income taxes		
Balance at beginning of period	(295)	(319)
Other comprehensive income	12	7
Balance at end of period	(283)	(312)
Equity attributable to the Shareholder	10,441	10,035
Equity attributable to non-controlling interest		
Balance at beginning of period	143	140
Distribution to non-controlling interest	(4)	(4)
Net income attributable to non-controlling interest	4	5
Balance at end of period	143	141
Total equity	10,584	10,176

See accompanying notes to the interim consolidated financial statements

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three months ended March 31, 2017 and 2016

1. BASIS OF PRESENTATION

These interim consolidated financial statements for the three months ended March 31, 2017 and 2016 include the accounts of Ontario Power Generation Inc. (OPG or the Company) and its subsidiaries. The Company consolidates its interest in entities over which it is able to exercise control and attributes the results to its sole shareholder, the Province of Ontario (Province). Interests owned by other parties are reflected as non-controlling interest. These interim consolidated financial statements have been prepared and presented in accordance with United States generally accepted accounting principles (US GAAP) and the rules and regulations of the United States (US) Securities and Exchange Commission for interim financial statements. These interim consolidated financial statements do not contain all of the disclosures required by US GAAP for annual financial statements. Accordingly, they should be read in conjunction with the annual consolidated financial statements of the Company as at and for the year ended December 31, 2016. All dollar amounts are presented in Canadian dollars.

Certain of the 2016 comparative amounts have been reclassified from financial statements previously presented to conform to the 2017 interim consolidated financial statement presentation.

Use of Management Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the interim consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. Management evaluates the Company's estimates on an ongoing basis based on historical experience, current conditions and assumptions believed to be reasonable at the time the assumption is made, with any adjustments recognized in the period incurred. Significant estimates are included in the determination of pension and other post-employment benefits (OPEB) liabilities, asset retirement obligations, income taxes (including deferred income taxes), contingencies, regulatory assets and liabilities, valuation of derivative instruments, depreciation and amortization, valuation of the nuclear fixed assets and nuclear waste management funds, and inventories. Actual results may differ significantly from these estimates.

2. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

Change in Accounting Estimate

Pension and Other Post-Employment Benefits

Accounting Assumptions

Effective January 1, 2017, OPG changed the method used to estimate the current service and interest cost components of pension and OPEB costs. OPG adopted a full yield curve approach to the estimation of these cost components, by applying the specific spot rates along the yield curve used in the determination of the projected benefit obligations to the relevant projected cash flows. Under the previous method, these components of pension and OPEB costs were calculated using the same single weighted-average discount rates as reflected in the calculation of the benefit obligations. This change in the method was accounted for prospectively, as a change in estimate. The resulting reduction in pension and OPEB costs in the first quarter of 2017 was largely offset by the

impact of OEB-authorized variance and deferral accounts.

Recent Accounting Pronouncements Not Yet Adopted

Revenue from Contracts with Customers

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers* (Topic 606), which supersedes nearly all existing revenue recognition guidance, including industry-specific guidance, under US GAAP. In March 2017, the American Institute of Certified Public Accountants posted *Revenue Recognition Implementation Issue #13-1, Scope Clarification Regarding Tariff Sales to Regulated Customers*, on its website. This implementation issue discusses whether revenues from sales under a regulated utility's tariff are within the scope of Topic 606. The guidance concludes that tariff-based revenue from the provision of regulated utility service to a utility's customers is within the scope of ASC 606 – *Revenue from Contracts with Customers*. OPG does not expect a material impact to its accounting for the base regulated payment amounts.

OPG is continuing to assess the impact of the new revenue standard on its other revenue streams. The Company is in the process of concluding on the method of adoption, as well as evaluating the impact of the new standard on its consolidated financial statements.

Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost

In March 2017, the FASB issued ASU No. 2017-07, *Compensation – Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. Under the new guidance, employers that sponsor defined benefit plans for pensions and/or other postretirement benefits are required to present the service cost component of net periodic benefit cost in the same statement of income line item as other employee compensation costs arising from services rendered during the period. The other components of the net periodic benefit cost are presented separately from the line item that includes the service cost and outside of any subtotal of income from operations. The changes would allow only the service cost component of net benefit cost to be eligible for capitalization.

This guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those years. This update will not have a material impact on OPG's consolidated financial statements since OPG currently capitalizes the service cost component of postretirement benefits costs only. As OPG already includes the service cost component with other compensation costs within the operations, maintenance and administration expenses line item in the consolidated statement of income and does not show a subtotal of income from operations, the proposed presentation change would not affect OPG.

3. REGULATORY ASSETS AND LIABILITIES

In March 2017, the OEB approved a settlement agreement reached by OPG and intervenors on a limited set of issues in OPG's application (Settlement Agreement). Among the settled issues, the agreement provided for the continuation of all applicable existing variance and deferral accounts and accepted a number of variance and deferral account balances for recovery, as requested in OPG's application. The balances of the Nuclear Liability Deferral Account, the Bruce Lease Net Revenues Variance Account, and the nuclear portion of the Capacity Refurbishment Variance Account were excluded from the scope of the Settlement Agreement. The periods of recovery or repayment for the accepted variance and deferral account balances also are excluded from the scope of the Settlement Agreement. In addition, the Settlement Agreement accepted OPG's proposed adjustments to the existing regulated hydroelectric base regulated prices for the purposes of determining the starting point for an incentive regulation formula for the 2017 to 2021 period.

The regulatory assets and liabilities recorded as at March 31, 2017 and December 31, 2016 are as follows:

<i>(millions of dollars)</i>	March 31 2017	December 31 2016
Regulatory assets		
<i>Variance and deferral accounts authorized by the OEB</i>		
Pension and OPEB Cost Variance Account	716	716
Pension & OPEB Cash Versus Accrual Differential Deferral Account (Note 8)	517	497
Hydroelectric Surplus Baseload Generation Variance Account	232	210
Bruce Lease Net Revenues Variance Account	113	95
Nuclear Deferral and Variance Over/Under Recovery Variance Account	74	74
Other variance and deferral accounts	43	33
	1,695	1,625
Pension and OPEB Regulatory Asset (Note 8)	3,348	3,392
Deferred Income Taxes	849	838
Total regulatory assets	5,892	5,855
Regulatory liabilities		
<i>Variance and deferral accounts authorized by the OEB</i>		
Capacity Refurbishment Variance Account	98	102
Other variance and deferral accounts	271	208
Total regulatory liabilities	369	310

As at March 31, 2017 and December 31, 2016, regulatory assets for other variance and deferral accounts included amounts for the Hydroelectric Deferral and Variance Over/Under Recovery Variance Account, the Nuclear Liability Deferral Account, the Niagara Tunnel Project Pre-December 2008 Disallowance Variance Account, the Nuclear Development Variance Account, and the Pickering Life Extension Depreciation Variance Account. As at March 31, 2017 and December 31, 2016, regulatory liabilities for other variance and deferral accounts included the Impact Resulting from Changes in Station-End-of-Life Dates Deferral Account, the Pension & OPEB Cash Payment Variance Account, the Hydroelectric Water Conditions Variance Account, the Ancillary Services Net Revenue Variance Account, the Income and Other Taxes Variance Account and the Hydroelectric Incentive Mechanism Variance Account.

4. LONG-TERM DEBT

Long-term debt consists of the following:

<i>(millions of dollars)</i>	March 31 2017	December 31 2016
Notes payable to the Ontario Electricity Financial Corporation	3,445	3,295
UMH Energy Partnership	184	184
PSS Generating Station Limited Partnership	245	245
Lower Mattagami Energy Limited Partnership	1,795	1,795
Other	15	15
	5,684	5,534
Less: bond issuance fees	(14)	(14)
Less: due within one year	(1,328)	(1,103)
Long-term debt	4,342	4,417

In the fourth quarter of 2015, PSS Generating Station Limited Partnership, a subsidiary of OPG, issued long-term debt totalling \$245 million in support of the Peter Sutherland Sr. GS project. The majority of the debt proceeds,

totalling \$180 million, were invested in a structured deposit note with staggered maturity dates ranging from January 2016 to April 2017. As at March 31, 2017, the remaining deposit note balance of \$25 million (December 31, 2016 - \$70 million) was reported as Other current assets on the interim consolidated balance sheets, based on the terms of the deposit note.

In February 2017, OPG issued senior notes payable to the Ontario Electricity Financial Corporation totalling \$200 million and maturing in February 2047. The effective interest rate and coupon interest rate of these notes was 4.12 percent.

5. SHORT-TERM DEBT AND NET INTEREST EXPENSE

OPG maintains a \$1 billion revolving committed bank credit facility, which is divided into two \$500 million multi-year term tranches. As at March 31, 2017, there was \$133 million of commercial paper outstanding under OPG's commercial paper program. There were no amounts outstanding under the bank credit facility.

As at March 31, 2017, the Lower Mattagami Energy Limited Partnership (LME) maintained a \$500 million bank credit facility to support the funding requirements for the Lower Mattagami River project including support for LME's commercial paper program. The facility consists of a \$300 million tranche maturing in August 2021 and a \$200 million tranche maturing in August 2017. As at March 31, 2017, there was no external commercial paper outstanding under LME's commercial paper program (December 31, 2016 – nil). There were also no amounts outstanding under LME's bank credit facility as at March 31, 2017.

As at March 31, 2017, OPG maintained \$25 million of short-term, uncommitted overdraft facilities and \$460 million of short-term, uncommitted credit facilities, which support the issuance of the Letters of Credit. OPG uses Letters of Credit to support its supplementary pension plans and for other general corporate purposes. As at March 31, 2017, a total of \$386 million of Letters of Credit had been issued under these facilities. This included \$349 million for the supplementary pension plans, \$36 million for general corporate purposes, and \$1 million related to the operation of the Portland Energy Centre (PEC).

The Company has an agreement to sell an undivided co-ownership interest in its current and future accounts receivable to an independent trust. The maximum amount of co-ownership interest that can be sold under this agreement is \$150 million. In October 2016, the expiry date of the agreement was extended from November 30, 2016 to November 30, 2018. As at March 31, 2017, there were Letters of Credit outstanding under this agreement of \$150 million (December 31, 2016 – \$150 million), which were issued in support of OPG's supplementary pension plans.

In October 2014, UMH Energy Partnership entered into an \$8 million short-term, uncommitted overdraft facility and \$16 million of irrevocable, standby Letters of Credit facilities in support of its operations. As at March 31, 2017, total Letters of Credit of \$14 million had been issued under these facilities.

The following table summarizes the net interest expense:

<i>(millions of dollars)</i>	Three Months Ended March 31	
	2017	2016
Interest on long-term debt	70	72
Interest on short-term debt	-	1
Interest income	-	(2)
Interest capitalized to property, plant and equipment and intangible assets	(42)	(31)
Interest related to regulatory assets and liabilities ¹	(9)	(7)
Net interest expense	19	33

¹ Includes interest to recognize the cost of financing related to regulatory variance and deferral accounts, as authorized by the OEB, and interest deferred in the Bruce Lease Net Revenues Variance Account, the Capacity Refurbishment Variance Account, and the Niagara Tunnel Project Pre-December 2008 Disallowance Variance Account.

6. FIXED ASSET REMOVAL AND NUCLEAR WASTE MANAGEMENT LIABILITIES

The liabilities for fixed asset removal and nuclear waste management on a present value basis as at March 31, 2017 and December 31, 2016 consist of the following:

<i>(millions of dollars)</i>	March 31 2017	December 31 2016
Liability for nuclear used fuel management	11,425	11,292
Liability for nuclear decommissioning and nuclear low and intermediate level waste management	7,877	7,811
Liability for non-nuclear fixed asset removal	381	381
Fixed asset removal and nuclear waste management liabilities	19,683	19,484

7. ACCUMULATED OTHER COMPREHENSIVE LOSS

The changes in the balance of each component of accumulated other comprehensive loss (AOCL), net of income taxes are as follows:

<i>(millions of dollars)</i>	Three Months Ended March 31, 2017			
	Unrealized Gains and Losses on Cash Flow Hedges ¹	Pension and OPEB ¹	Available-for- sale Securities ¹	Total ¹
AOCL, beginning of period	(87)	(207)	(1)	(295)
Unrealized loss on available-for-sale securities	-	-	5	5
Amounts reclassified from AOCL	4	3	-	7
Other comprehensive income for the period	4	3	5	12
AOCL, end of period	(83)	(204)	4	(283)

¹ All amounts are net of income taxes.

<i>(millions of dollars)</i>	Three Months Ended March 31, 2016		
	Unrealized Gains and Losses on Cash Flow Hedges ¹	Pension and OPEB ¹	Total ¹
AOCL, beginning of period	(106)	(213)	(319)
Amounts reclassified from AOCL	4	3	7
Other comprehensive income for the period	4	3	7
AOCL, end of period	(102)	(210)	(312)

¹ All amounts are net of income taxes.

The significant amounts reclassified out of each component of AOCL, net of income taxes, during the three months ended March 31, 2017 and 2016 are as follows:

<i>(millions of dollars)</i>	Amount Reclassified from AOCL		Statement of Income Line Item
	2017	2016	
Amortization of losses from cash flow hedges			
Losses	5	5	Net interest expense and fuel expense
Income tax recovery	(1)	(1)	Income tax expense
	4	4	
Amortization of amounts related to pension and OPEB			
Actuarial losses and past service costs	4	4	See (1) below
Income tax recovery	(1)	(1)	Income tax expense
	3	3	
Total reclassifications for the period	7	7	

¹ These AOCL components are included in the computation of pension and OPEB costs (see Note 8 for additional details).

8. PENSION AND OTHER POST-EMPLOYMENT BENEFITS

OPG's pension and OPEB costs for the three months ended March 31, 2017 and 2016 are as follows:

<i>(millions of dollars)</i>	Registered Pension Plans		Supplementary Pension Plans		Other Post-Employment Benefits	
	2017	2016	2017	2016	2017	2016
<i>Components of Cost Recognized for the period</i>						
Current service costs	68	69	1	2	17	17
Interest on projected benefit obligation	137	158	3	3	27	33
Expected return on plan assets, net of expenses	(191)	(183)	-	-	-	-
Amortization of net actuarial loss ¹	46	48	2	1	-	5
Costs recognized ²	60	92	6	6	44	55

¹ The amortization of past service costs and net actuarial loss was recognized as an increase to Other Comprehensive Income. This increase in the first quarter of 2017 was partially offset by a decrease in the Pension and OPEB Regulatory Asset of \$44 million (three months ended March 31, 2016 – \$50 million).

² These pension and OPEB costs for the three months ended March 31, 2017 exclude the addition of costs resulting from the recognition of an addition to the regulatory assets for the Pension & OPEB Cash Versus Accrual Differential Deferral Account of \$20 million and a reduction of the regulatory asset for the Pension & OPEB Cash Payment Variance Account of \$23 million (three months ended March 31, 2016 – exclude the reduction of costs resulting from the recognition of additions to the regulatory assets of \$34 million and \$2 million, respectively).

9. RISK MANAGEMENT AND DERIVATIVES

OPG is exposed to risks related to changes in market interest rates on debt expected to be issued in the future and movements in foreign currency that affect the Company's assets, liabilities, and forecasted transactions. Select derivative instruments are used to manage such risks. Derivatives are used as hedging instruments, as well as for trading purposes.

Interest rate risk is the risk that the value of assets and liabilities can change due to movements in related interest rates. Interest rate risk for OPG arises with the need to refinance existing debt and/or undertake new financing. The management of these risks includes using derivatives to hedge the exposure in accordance with corporate risk management policies. OPG periodically uses interest rate swap agreements to mitigate elements of interest rate risk exposure associated with anticipated financing.

OPG's financial results are exposed to volatility in the Canadian/US foreign exchange rate as fuels and certain supplies and services purchased for generating stations and major development projects are denominated in, or tied to, US dollars. OPG enters into foreign exchange derivatives and agreements with major financial institutions, when appropriate, in order to manage the Company's exposure to foreign currency movements.

The majority of OPG's revenues are derived from sales through the Independent Electricity System Operator (IESO) administered spot market. Market participants in the IESO spot market provide collateral in accordance with the IESO prudential support requirements to cover funds that they might owe to the market. Although the credit exposure to the IESO represents a significant portion of OPG's accounts receivable, the Company's management accepts this risk due to the IESO's primary role in the Ontario electricity market. The remaining receivables exposure is to a diverse group of generally high quality counterparties. OPG's allowance for doubtful accounts as at March 31, 2017 was less than \$1 million. OPG's fair value derivatives totalled a net liability of \$23 million as at March 31, 2017 (December 31, 2016 - \$24 million).

Existing net losses of \$20 million deferred in AOCL as at March 31, 2017 are expected to be reclassified to net income within the next 12 months.

10. FAIR VALUE MEASUREMENTS

The fair value of financial instruments traded in active markets is based on quoted market prices at the interim consolidated balance sheet dates. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by OPG is the current bid price. These instruments are included in Level 1 and are comprised primarily of equity investments and fund investments. The fair value hierarchy groups financial instruments into three levels, based on the significance of inputs used in measuring the fair value of the assets and liabilities.

For financial instruments for which quoted market prices are not directly available, fair values are estimated using forward price curves developed from observable market prices or rates. The estimation of fair value may include the use of valuation techniques or models, based wherever possible on assumptions supported by observable market prices or rates prevailing at the interim consolidated balance sheet dates. This is the case for over-the-counter derivatives and securities, which include energy commodity derivatives, foreign exchange derivatives, interest rate swap derivatives, and fund investments. Pooled fund investments are valued at the unit values supplied by the pooled fund administrators. The unit values represent the underlying net assets at fair values, determined using closing market prices. Valuation models use general assumptions and market data and therefore do not reflect the specific risks and other factors that would affect a particular instrument's fair value. The methodologies used for

calculating the fair value adjustments are reviewed on an ongoing basis to ensure that they remain appropriate. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3. Specific valuation techniques are used to value these instruments. Significant Level 3 inputs include: recent comparable transactions, comparable benchmark information, bid/ask spread of similar transactions, and other relevant factors.

Certain alternative investments are measured at fair value by their investment managers using net asset value (NAV). Investments measured at NAV as a practical expedient for determining their fair value are excluded from the fair value hierarchy.

Transfers into, out of, or between levels are deemed to have occurred on the date of the event or change in circumstances that caused the transfer to occur.

The following is a summary of OPG's financial instruments and their fair value as at March 31, 2017 and December 31, 2016:

<i>(millions of dollars)</i>	Fair Value		Carrying Value ¹		Balance Sheet Line Item
	2017	2016	2017	2016	
Nuclear Segregated Funds (includes current portion) ²	16,157	15,984	16,157	15,984	Nuclear fixed asset removal and nuclear waste management funds
Investment in Hydro One shares	218	212	218	212	Available-for-sale securities
Payable related to cash flow hedges	(46)	(48)	(46)	(48)	Long-term accounts payable and accrued charges
Long-term debt (includes current portion)	(6,206)	(6,033)	(5,670)	(5,520)	Long-term debt
Other financial instruments	(18)	(18)	(18)	(18)	Various

¹ The carrying values of other financial instruments included in cash and cash equivalents, receivables from related parties, other current assets, short-term debt, and accounts payable and accrued charges approximate their fair values due to the immediate or short-term maturity of these financial instruments.

² The Nuclear Segregated Funds are comprised of the Decommissioning Segregated Fund and the Used Fuel Segregated Fund.

The fair value of long-term debt instruments is determined based on a conventional pricing model, which is a function of future cash flows, the current market yield curve and term to maturity. These inputs are considered Level 2 inputs. The following tables present financial assets and financial liabilities measured at fair value in accordance with the fair value hierarchy as at March 31, 2017 and December 31, 2016:

<i>(millions of dollars)</i>	March 31, 2017			Total
	Level 1	Level 2	Level 3	
Assets				
<i>Used Fuel Segregated Fund</i>				
Investments measured at fair value, excluding investments measured at NAV	5,763	4,483	-	10,246
Investments measured at NAV ¹				1,150
				11,396
Due to Province				(2,155)
Used Fuel Segregated Fund, net				9,241
<i>Decommissioning Segregated Fund</i>				
Investments measured at fair value, excluding investments measured at NAV	4,294	3,310	-	7,604
Investments measured at NAV ¹				952
				8,556
Due to Province				(1,640)
Decommissioning Segregated Fund, net				6,916
Investment in available-for-sale securities	218	-	-	218
Other financial assets	5	2	7	14
Liabilities				
Other financial liabilities	(28)	(4)	-	(32)

¹ Represents investments measured at fair value using NAV as a practical expedient, which have not been classified in the fair value hierarchy. The fair value amounts for these investments presented in this table are intended to permit the reconciliation of the fair value hierarchy to amounts presented on the interim consolidated balance sheets.

	December 31, 2016			
(millions of dollars)	Level 1	Level 2	Level 3	Total
Assets				
<i>Used Fuel Segregated Fund</i>				
Investments measured at fair value, excluding investments measured at NAV	5,602	4,394	-	9,996
Investments measured at NAV ¹				1,086
				11,082
Due to Province				(1,938)
Used Fuel Segregated Fund, net				9,144
<i>Decommissioning Segregated Fund</i>				
Investments measured at fair value, excluding investments measured at NAV	4,171	3,243	-	7,414
Investments measured at NAV ¹				903
				8,317
Due to Province				(1,477)
Decommissioning Segregated Fund, net				6,840
Investments in available-for-sale securities	212	-	-	212
Other financial assets	6	2	9	17
Liabilities				
Other financial liabilities	(29)	(6)	-	(35)

¹ Represents investments measured at fair value using NAV as a practical expedient, which have not been classified in the fair value hierarchy. The fair value amounts for these investments presented in this table are intended to permit the reconciliation of the fair value hierarchy to amounts presented on the interim consolidated balance sheets.

During the three months ended March 31, 2017, there were no transfers between Level 1 and Level 2. In addition, there were no transfers into and out of Level 3.

The following table presents the changes in OPG's net assets measured at fair value that are classified as Level 3 for the three months ended March 31, 2017:

(millions of dollars)	Other financial instruments
Opening balance, January 1, 2017	9
Realized losses included in revenue	(1)
Purchases	1
Closing balance, March 31, 2017	9

Nuclear Segregated Funds

The fair value of the investments within the Nuclear Segregated Funds' alternative investment portfolio is determined using appropriate valuation techniques, such as recent arm's length market transactions, references to current fair values of other instruments that are substantially the same, discounted cash flow analyses, third-party independent appraisals, valuation multiples, or other valuation methods. Any control, size, liquidity or other discount premiums on the investments are considered in the determination of fair value. Alternative investments are measured at fair value using NAV as a practical expedient.

The process of valuing investments for which no published market price exists is based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for these investments. The values may also differ from the prices at which the investments may be sold.

The following are the classes of investments within the Nuclear Segregated Funds that are reported on the basis of NAV as at March 31, 2017:

<i>(millions of dollars except where noted)</i>	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice
Alternative Investments				
Infrastructure	1,251	650	n/a	n/a
Real Estate	776	413	n/a	n/a
Agriculture	75	123	n/a	n/a
Pooled Funds				
Short-term Investments	19	n/a	Daily	1 - 5 Days
Fixed Income	554	n/a	Daily	1 - 5 Days
Equity	832	n/a	Daily	1 - 5 Days
Total	3,507	1,186		

The fair value of the pooled funds is classified as Level 2. Infrastructure, real estate and agriculture investments are measured using NAV as a practical expedient for determining their fair value.

Infrastructure

This class includes investments in funds whose investment objective is to generate a combination of long-term capital appreciation and current income, generally through investments such as energy, transportation and utilities. The fair values of investments in this class have been estimated using NAV of the Nuclear Segregated Funds' ownership interest in partners' capital and/or underlying investments held by subsidiaries of an infrastructure fund. The investments in the respective infrastructure funds are not redeemable. However, the Nuclear Segregated Funds may transfer any of their partnership interests/shares to another party, as stipulated in the partnership agreements and/or shareholders' agreements. Distributions from each infrastructure fund will be received based on the operations of the underlying investments and/or as the underlying investments of the infrastructure funds are liquidated. It is not possible to estimate when the underlying assets of the infrastructure funds will be liquidated. However, the infrastructure funds have a maturity end period ranging from 2019 to 2025.

Real Estate

This class includes investments in institutional-grade real estate property. The investment objective is to provide a stable level of income with the opportunity for long-term capital appreciation. The fair values of the investments in this class have been estimated using NAV of the Nuclear Segregated Funds' ownership interest in these investments. The partnership investments are not redeemable. However, the Nuclear Segregated Funds may transfer any of their partnership interests to another party, as stipulated in the partnership agreement. For investments in private real estate corporations, shares may be redeemed through a pre-established redemption process. It is not possible to estimate when the underlying assets in this class will be liquidated.

Agriculture

This class includes a diversified portfolio of global farmland and timberland investments. The investment objective is to provide a differentiated return source, income yield, and inflation protection. The fair values of the investments in this class have been estimated using NAV of the Nuclear Segregated Funds' ownership interest in these investments. The investments are not redeemable. However, the Nuclear Segregated Funds may transfer any of their partnership interests/shares to another party, as stipulated in the partnership agreements and/or shareholders' agreements.

Pooled Funds

This class represents investments in pooled funds, which primarily include a diversified portfolio of fixed income securities, issued mainly by Canadian corporations, and diversified portfolios of Emerging Market listed equity. The investment objective of the pooled funds is to achieve capital appreciation and income through professionally

managed portfolios. The fair value of the investments in this class has been estimated using NAV per share of the investments. There are no significant restrictions on the ability to sell the investments in this class.

11. COMMITMENTS AND CONTINGENCIES

Litigation

On August 9, 2006, a Notice of Action and Statement of Claim filed with the Ontario Superior Court of Justice in the amount of \$500 million was served against OPG and Bruce Power L.P. (Bruce Power) by British Energy Limited and British Energy International Holdings Limited (together British Energy). The action is for contribution and indemnity of any amounts British Energy was liable for in an arbitration against it by some of the owners of Bruce Power regarding an alleged breach of British Energy's representations and warranties to the claimants when they purchased British Energy's interest in Bruce Power (the Arbitration). Both the action and the Arbitration relate to corrosion to a steam generator unit discovered after OPG leased the Bruce nuclear generating stations to Bruce Power.

In 2012, the arbitrator found that British Energy was liable to the claimants for some of the damages they claimed. The final settlement amount was valued by British Energy at \$71 million. In September 2014, British Energy amended its Statement of Claim (Amended Claim) to reduce the claim amount to \$100 million to reflect that the purchasers of British Energy's interest in Bruce Power did not receive the full damages they originally claimed in the Arbitration. British Energy also added an allegation to its Amended Claim that OPG breached a covenant to maintain the steam generator between the time of the initial agreement to lease and the effective date of the lease in accordance with "Good Utility Practices".

In November 2016, British Energy obtained consent to a timetable for the remaining steps in the litigation, pursuant to which the matter must be set down for trial by December 31, 2018. OPG is preparing a statement of defence to be delivered by June 30, 2017, as required by the timetable.

Various other legal proceedings are pending against OPG or its subsidiaries covering a wide range of matters that arise in the ordinary course of business activities.

Each of these matters is subject to various uncertainties. Some of these matters may be resolved unfavourably. While it is not possible to determine the ultimate outcome of the various pending actions, it is the Company's belief that their resolution is not likely to have a material adverse impact on its financial position.

Guarantees

The Company and its joint venture partners have jointly guaranteed the financial performance of jointly owned entities related primarily to the payment of liabilities. As at March 31, 2017, the total amount of guarantees OPG provided to these entities was \$83 million. OPG may terminate some of these guarantees within a short time frame by providing written notice to the counterparties at any time. Other guarantees have terms ending between 2019 and 2029. As at March 31, 2017, the potential impact of the fair value of these guarantees to income has been estimated to be negligible and OPG does not expect to make any payments associated with these guarantees.

Contractual and Commercial Commitments

OPG's contractual obligations and commercial commitments as at March 31, 2017, are as follows:

<i>(millions of dollars)</i>	2017 ¹	2018	2019	2020	2021	Thereafter	Total
Fuel supply agreements	115	169	96	76	62	103	621
Contributions to the OPG registered pension plan ²	185	251	-	-	-	-	436
Long-term debt repayment	1,053	398	368	663	413	2,789	5,684
Interest on long-term debt	173	204	185	163	134	2,451	3,310
Commitments related to Darlington Refurbishment project ³	492	-	-	-	-	-	492
Commitments related to Peter Sutherland Sr. GS project	33	-	-	-	-	-	33
Commitments related to Ranney Falls GS	29	22	5	-	-	-	56
Commitments related to Little Long GS	11	25	8	-	-	-	44
Operating licences	33	37	23	24	28	115	260
Operating lease obligations ⁴	20	26	25	25	23	93	212
Unconditional purchase obligations	46	59	58	56	5	-	224
Short-term debt	135	-	-	-	-	-	135
Accounts payable and accrued charges	749	-	-	-	-	18	767
Other	45	7	2	2	1	65	122
Total	3,119	1,198	770	1,009	666	5,634	12,396

¹ Represents amounts for the remainder of the year.

² The pension contributions include ongoing funding requirements and additional funding requirements towards the deficit, in accordance with the actuarial valuation of the OPG registered pension plan as at January 1, 2016, filed with the Financial Services Commission of Ontario in September 2016. The next actuarial valuation of the OPG registered pension plan must have an effective date no later than January 1, 2019. The pension contributions are affected by various factors including market performance, changes in actuarial assumptions, plan experience, changes in the pension regulatory environment, and the timing of funding valuations. Funding requirements after 2018 are excluded due to significant variability in the assumptions required to project the timing of future cash flows. The amount of OPG's additional, voluntary contribution, if any, is revisited from time to time.

³ Represents estimated currently committed costs to close the project, including accruals for completed work, demobilization of project staff and cancellation of existing contracts and material orders.

⁴ Includes office lease commitments subsequent to the closing of the sale of the Company's head office premises in the second quarter of 2017.

Contractual and commercial commitments as noted exclude certain purchase orders, as they represent purchase authorizations rather than legally binding contracts, and are subject to change without significant penalties.

12. BUSINESS SEGMENTS

Segment Income (Loss) for the Three Months Ended March 31, 2017 (millions of dollars)	Nuclear Generation	Regulated Nuclear Waste Manage- ment	Hydro- electric	Unregulated Contracted Generation Portfolio	Services, Trading, and Other Non- Generation	Elimination	Total
Revenue	652	27	363	143	17	(26)	1,176
Fuel expense	68	-	73	14	-	-	155
Gross margin	584	27	290	129	17	(26)	1,021
Operations, maintenance and administration	589	29	76	39	1	(26)	708
Depreciation and amortization	107	-	34	19	7	-	167
Accretion on fixed asset removal and nuclear waste management liabilities	-	234	-	2	2	-	238
Earnings on nuclear fixed asset removal and nuclear waste management funds	-	(189)	-	-	-	-	(189)
Income from investments subject to significant influence	-	-	-	(10)	-	-	(10)
Property taxes	6	-	-	2	3	-	11
Other gains	-	-	-	-	(3)	-	(3)
Income (loss) before interest and income taxes	(118)	(47)	180	77	7	-	99

Segment Income (Loss) for the Three Months Ended March 31, 2016 (millions of dollars)	Nuclear Generation	Regulated Nuclear Waste Manage- ment	Hydro- electric	Contracted Generation Portfolio	Unregulated Services, Trading, and Other Non- Generation	Elimination	Total
Revenue	926	34	385	145	21	(33)	1,478
Fuel expense	81	-	79	12	-	-	172
Gross margin	845	34	306	133	21	(33)	1,306
Operations, maintenance and administration	563	36	76	40	4	(33)	686
Depreciation and amortization	230	-	56	19	7	-	312
Accretion on fixed asset removal and nuclear waste management liabilities	-	228	-	2	2	-	232
Earnings on nuclear fixed asset removal and nuclear waste management funds	-	(147)	-	-	-	-	(147)
Income from investments subject to significant influence	-	-	-	(8)	-	-	(8)
Property taxes	7	-	-	2	3	-	12
Other gains	(1)	-	(22)	-	-	-	(23)
Income (loss) before interest and income taxes	46	(83)	196	78	5	-	242

13. NET CHANGES IN NON-CASH WORKING CAPITAL BALANCES

	Three Months Ended March 31	
<i>(millions of dollars)</i>	2017	2016
Receivables from related parties	67	(4)
Prepaid expenses	(26)	(24)
Other current assets ¹	36	(6)
Fuel inventory	13	11
Materials and supplies	5	1
Income taxes payable	(117)	15
Accounts payable and accrued charges	(146)	(115)
	(168)	(122)

¹ Represents other accounts receivable.

14. INVESTMENTS SUBJECT TO SIGNIFICANT INFLUENCE

Investments subject to significant influence consist of OPG's 50 percent ownership interest in the jointly controlled entities of the PEC gas-fired combined cycle generating station and the Brighton Beach gas-fired combined cycle generating station (Brighton Beach), which are accounted for using the equity method. Details of the balances as at March 31, 2017 and December 31, 2016 are as follows:

<i>(millions of dollars)</i>	March 31 2017	December 31 2016
PEC		
Current assets	15	18
Long-term assets	252	256
Current liabilities	(6)	(8)
Long-term liabilities	(5)	(5)
Brighton Beach		
Current assets	6	5
Long-term assets	166	168
Current liabilities	(17)	(16)
Long-term liabilities	(8)	(7)
Long-term debt	(86)	(90)
Investments subject to significant influence	317	321

15. NON-CONTROLLING INTEREST

Nanticoke Solar LP

Nanticoke Solar LP (NSLP) was formed between OPG, SunEdison Canadian Construction LP (SECCLP) and a subsidiary of the Six Nations of the Grand River Development Corporation during 2016. The project is to construct a 44 MW solar facility at OPG's Nanticoke GS site and adjacent lands is planned to commence as early as in the fourth quarter of 2017. In the first quarter of 2017, OPG acquired all of SECCLP's interests in NSLP which represented a 25 percent equity interest in NSLP. Subsequent to the acquisition, OPG owned 89 percent of equity interest in NSLP with approximately \$2 million in value.

16. SUBSEQUENT EVENT

Shareholder Declaration and Shareholder Resolution to Sell Certain Real Estate Properties

In December 2015, OPG received a Shareholder Declaration and a Shareholder Resolution that requires the Company to sell its head office premises and associated parking facility located at 700 University Avenue and 40 Murray Street in Toronto, Ontario. An active program to locate a buyer was initiated in October 2016. As such, in the fourth quarter of 2016, OPG reclassified the net book value of \$96 million for these assets out of Property, plant and equipment of the Services, Trading, and Other Non-Generation segment into Other current assets. Depreciation on the assets ceased in the fourth quarter of 2016. In December 2016, a purchase and sale agreement was executed, and the sale was completed in April 2017. An estimated after-tax gain on sale in excess of approximately \$280 million **[MONITOR]** was recognized upon completion of the transaction. Pursuant to the December 2015 Shareholder Declaration and Shareholder Resolution, and as prescribed in the *Trillium Trust Act 2014*, OPG is required to transfer the proceeds, net of prescribed deductions under the act, from this disposition into the Province's Consolidated Revenue Fund.

Peter Sutherland Sr. GS LP

PSS Generating Station LP (PSS) is a limited partnership between OPG, Coral Rapids Power Corporation (CRP), and PSS Generating Station Inc. OPG and PSS GS Inc. are general partners, and CRP is a limited partner in the Partnership. CRP is a wholly owned subsidiary of the Taykwa Tagamou Nation. The principal business of the Partnership is the development, construction, ownership, operation and maintenance of a 28 megawatt hydroelectric generating station (GS) on the New Post Creek. In March 2017, the GS was placed in-service and, in April 2017, CRP acquired a 33 percent interest in PSS under the partnership agreement. CRP made contributions of approximately \$21 million to acquire their equity interest.