Ministry of Energy – Proposed Friendly Questions:

1. **To the Deputy Minister of Energy, why is keeping the financing costs of Ontario's Fair Hydro Plan (OFHP) on the rate-base, as opposed to the tax-base appropriate?**

   And, why is the Ontario Power Generation (OPG) best placed to minimize the cost of the overall program from your perspective?

   <u>Response</u>

   - OFHP operates under a financial and accounting framework that is appropriate for the intended purpose.
   - It is in accordance with Public Sector Accounting Standards (PSAS) and ensures the goals underlying the program are achieved in a cost-effective manner.
   - OFHP is comprised of a series of policy decisions.
   - The impact of some of these decisions will be borne by the Province (taxpayers) where appropriate, such as sales tax relief and shifting social programs to the tax base; some will be borne by ratepayers, such as spreading the investment costs and benefits across ratepayers more fairly.
   - While the implementation of OFHP is ongoing, with significant decisions with accounting and financial implications still being finalized, the financing plan for OFHP and its impact will be transparent.
   - Credit rating agencies, securities regulators, and the public will see full information and full reporting of the impacts of OFHP.
   - Ontario has a strong track record of producing high-quality financial reports on a timely basis.
   - Ontario will continue to move forward and present the Province's finances fairly and accurately and in accordance with PSAS.

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Commented [HA(2]: Messaging taken from OPG Tech Briefing QA currently with policy.

2. To Independent Electricity System Operator (IESO), how did IESO come to the conclusion that it was acceptable to use US Generally Accepted Accounting Principles (GAAP) instead of Public Sector Accounting Standards (PSAS) for rate regulated activities?

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And, is there a clause or section of PSAS that permits the use of GAAP in a given scenario?

<u>Response</u>

- The IESO follows Public Sector Accounting Standards (PSAS) for its accounting.
- The PSAS neither explicitly permits, nor prohibits, the recognition, measurement, presentation or disclosure of rate-regulated activities.
- In absence of a clear position on an issue, standard accounting practice dictates that an entity is entitled to consult another accounting standard.
- If I may cite from the PSAS Handbook, Section 1150.18 and 19:

> *"Paragraphs PS 1150.19-.24 identify some of the other sources that a public sector reporting entity might consult to assist in selecting accounting policies and disclosures that comply with paragraph PS 1150.05.Pronouncements issued by other bodies authorized to issue accounting standards may be useful sources to consult.*
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> *For example, accounting pronouncements published with the authority of the Canadian Accounting Standards Board (AcSB), International Accounting Standards Board (IASB), US Federal Accounting Standards Advisory Board (FASAB), US Governmental Accounting Standards Board (GASB), or International Public Sector Accounting Standards Board (IPSASB) are often important sources to consult on matters not covered by primary sources of GAAP or for assistance in applying a primary source of GAAP to specific circumstances."*

- In this case, IESO consulted US GAAP, the only accounting framework in North America that provides guidance on rate regulated operations. The IESO has since adopted aspects of the US GAAP accounting framework allowing IESO to recognize a regulatory asset.
- This decision was supported by an accounting opinion from our external auditors at KPMG and aligns the IESO with six of the eight other independent system operators in North America.
- It's a decision IESO made after careful consideration and extensive consultation with external experts. In fact, more than one of the big-four accounting firms agree with our decision on this matter.

- The IESO regularly reviews its accounting policies to ensure our financial reporting best represents our operations and the substance of the accounts we oversee.
- Prompted by conversation with government about Ontario's Fair Hydro Plan (OFHP) and recognizing the need to consider impacts of future government policy, IESO revisited its options for reporting market accounts and recognizing regulatory assets.
- Working with its audit partner KPMG, IESO determined that there were reporting options for market accounts and regulatory assets and that a choice was required as to whether or not to report these in IESO financial statements.
- By analyzing the nature of the accounts, IESO's economic relationship to them, legislative requirements and market rules it was concluded that an appropriate position for either treatment was acceptable.
- When we started looking into changes to our accounting policies, we wanted to look at other organizations that have similar mandates to us.
- Including IESO, there are 9 independent system operators in North America; seven in the U.S. and two in Canada: The IESO and Alberta's AESO.
- We had discussions with these organizations about their operations and accounting practices.
- We looked at their location, the accounting framework they follow, the type of organization they are (either not-for-profit or otherwise), whether they are subject to income tax, their capital structure, how they are governed, by which body they are regulated, and finally, whether they recognized balances of market participants and regulatory assets in their financial reporting.
- From this research, we found that 7 of the other 8 ISOs recognize the balances of the market participants. They are:
    1. **ISO New England;**
    2. **NYISO**, in New York;
    3. **MISO**, Midcontinent ISO which covers Midwest United States, Manitoba, and much of Arkansas, Mississippi and Louisiana;
    4. **PJM**, covering the eastern U.S. states: Delaware, Illinois, Indiana, Kentucky, Maryland, Michigan, New Jersey, North Carolina, Ohio, Pennsylvania, Tennessee, Virginia, West Virginia and the District of Columbia;
    5. **CAISO**, in California;
    6. **ERCOT**, in Texas; and
    7. **Southwest Power Pool**, in central US.

- When we talked to our counterparts across North America about regulatory assets, we found out that 6 of the other 8 entities recognize the economic effects of rate regulation, they are:
    1. **AESO**, in Alberta;
    2. ISO New England;
    3. NYISO;
    4. MISO;
    5. PJM; and
    6. ERCOT.
- I should mention that the two ISOs that do not recognize the effect of rate regulation are California ISO (CAISO) and Southwest Power Pool (SPP).
- When we talked to CAISO, we found out that their accounting framework actually allows for the recognition of regulatory assets and liabilities, but that it had concluded the need to recognize regulatory assets was no longer necessary.
- When we talked to Southwest Power Pool, we learned that they simply do not have any variance accounts that would qualify as regulatory assets or liabilities.
- So, when we looked at making the accounting change we considered that:
    1. Including **market accounts** on our financial statements would provide increased transparency into the value of transactions that flow through Ontario's $17 billion electricity market;
    2. That **regulatory accounting** better reflected the economic substance of certain types of IESO expenses (like Smart Metering Entity expenses) which are recovered through a rate regulated by the OEB;
    3. That the change would **enhance the relevance, transparency and accountability of our financial reporting**;
    4. That this change would **bring IESO in line with its peers** across North America; and
    5. Finally, that this accounting change would in **no way affect IESO's costs, or have any financial impact on electricity ratepayers –** all these factors confirmed our decision to make the accounting change.
- Ultimately, IESO felt the public reporting of market accounts was relevant to the needs of its financial statement users and enabled greater transparency into the market transactions it oversees, which amounted to $17 billion last year.
- We also felt that recognizing regulatory assets would provide more transparency into the substance of the variance accounts we oversee.

- As we just covered, this change to recognize regulated assets and market accounts brings IESO in line with accounting practices followed by other independent system operators in North America.
- I should also mention, that in the past, the Ontario Power Authority, a predecessor organization of IESO, reported a subset of the market accounts on its financial statements – so this isn't new.
- To confirm our view that the change was appropriate, IESO engaged independent audit firm KPMG for accounting research on the matter.
- KPMG conducted their own research into the issue.
- KPMG subsequently issued a white paper on the accounting change, supporting the IESO's decision to change its accounting policy. The changes were also reviewed with and supported by the Office of the Provincial Controller.
- The accounting change was reviewed by IESO's Board of Directors, and approved.
- As part of our regular 2016 year-end audit, KPMG issued an accounting opinion on our financial reporting. The accounting firm issued an unqualified or "clean" accounting opinion, meaning they supported the decision.
- Finally, when publishing our 2016 financial statements, in order to communicate the change of accounting policy, IESO added additional notes in its 2016 financial statements to explain the changes in the Summary of Significant Accounting Policies section of its 2016 annual report.
- These changes in no way affect IESO's costs, or have any financial impact on electricity ratepayers.
- Ultimately, IESO made these changes because it will provide the users of its financial statements greater transparency into the market transactions it oversees, which amounted to $17 billion last year, and better reflects the economic substance of IESO expenses that are recovered through rate-regulation.
- It is KPMG's responsibility to express an opinion on the financial statements based on their audit.
- In our case, KPMG conducted their audit in accordance with Canadian generally accepted accounting standards.
- Those accounting standards require that the auditors comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the entity's financial statements are free from material misstatement.
- Here are some of the things an audit looks into:
    - An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements.

    - The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
    - In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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.
- In addition, an audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
- In IESO's 2016 financial statements, KPMG stated: "We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion".
- This was followed by a statement of their unqualified opinion:
    - In our opinion, the financial statements present fairly, in all material respects, the financial position of IESO as at December 31, 2016, and its results of operations and the changes in its new debt and its cash flows for the year then ended in accordance with Canadian public sector accounting standards.
- This is taken directly from our 2016 financial statements, which are publically available.
- So the "unqualified opinion" is basically accounting-speak to say that the audit partner undertook the thorough audit process, applied the appropriate standards and believes the financial statements follow the appropriate accounting standard and fairly and accurately represent IESO's financial position at year-end.
- KPMG also found that US GAAP was an appropriate accounting framework to look to for guidance on rate-regulated operations, since PSAS was silent on the issue. And that regulatory assets under ASC 980 is not an exemption from the application of US GAAP.
- Finally, KPMG's research also found that the accounting change would bring IESO in line with the majority of its ISO peers across North America.
- When we considered the results of our own and KPMG's research, along with the fact that the change would have no impact on IESO's costs, or have any financial impact on electricity ratepayers, we went ahead and made the accounting change.

3. To Ontario Power Generation (OPG), can you explain what sort of external expertise OPG enlisted?

And, can you explain what counsel these experts provided with respect to the structure that has been set up and the accounting that will be used?

Commented [HA(4]: Again, hoping policy can help us lengthen this one.

Commented [HA(5]: Language Predominantly Taken from Estimates friendlies.

<u>Response</u>

- Let me make a few remarks about OPG's qualifications as the financing manager of Ontario's Fair Hydro Plan:

- OPG currently manages an $18 billion nuclear fund and as an entity regulated by the Ontario Energy Board (OEB), OPG also has extensive experience with regulatory deferral and variance accounts.

- OPG has the breadth and demonstrated track record in the financial markets including the highly successful inaugural public debt offering earlier in October, private placement of insurance linked bonds, participation in securitization programs, and the very successful project debt issuances tied to new hydroelectric developments.

- These financing initiatives have been well received by investors at a reasonable cost to OPG. The innovative, cost saving and precedent setting aspects of these financing structures have resulted in international recognition.

- OPG has also developed solid investor relationships and has a large investor base in the structured finance space who would be the target market for financing the Fair Hydro initiative.

- For example, the Lower Mattagami project financing attracted a broad investor base of about 80 institutional investors, including major investors in the Canadian power and utility bonds market.

- In terms of administration, OPG is currently managing its own Corporate public debt and three project financing programs totaling more than $2 billion, as well as two commercial paper programs.

- OPG will be acting as the Finance Service Manager (FSM) as prescribed under the Ontario Fair Hydro legislation, basically arranging for a variety of debt financing for the deferred costs.

- We will be setting up a financing entity in the form of a "Trust", which is ring fenced from the generation activities of OPG in an effort to reflect the unique nature of this business and not co-mingle the operational activities of the two businesses.

- The financing requirements are determined by the legislation and the reduction in consumers' bills and will be funded through the Trust.

- OPG will arrange for third party debt, supplement this funding with the Province, and OPG will contribute additional funds through increased equity and debt of the OPG operating company that will be lent to the Trust, also at equivalent market rates.

- OPG is uniquely positioned to be the financing manager of Ontario's Fair Hydro Plan as we understand the supply and demand characteristics of the market. As previously mentioned, we regularly interact with the Ontario Energy Board (OEB) and the Independent Electricity System Operate (IESO), and we have experience in Treasury operations in the marketplace including relationships with credit rating agencies.

- There are three specific areas that we supplemented our team with external resources.

    - First, was legal advice to ensure there is clear alignment between the legislation and the Trust and its related requirements and obligations.
    - The second was financing advice directed at the capital markets again to ensure alignment with the markets focused on achieving the most cost effective financing to ensure the rate payer impact is minimized.
    - The third was accounting advice directed at the set up and governance of the Trust and then to achieve the transparency in reporting that is critical.

- As has been mentioned OPG has strong capabilities across these areas but felt it was prudent to ensure that all steps are taken to establish the Trust and its activities in a clear and transparent manner.

- The structure that has been set up in fact ensures a high level of transparency.

- As these deferred amounts are funded through third party financing, the process by design in financial market space requires disclosure and oversight including credit rating agencies, the OEB, external audit of the Trust itself, additional OPG disclosure in its reports, oversight from lenders through Trust indenture documents

- Ratepayers and taxpayers will be able to clearly see the financial results of the Trust as it relates to the legislation.

- All of this will be reported in OPG's financial reports on a quarterly and annual basis. OPG's financial reports are filed with the Ontario Securities Commission (OSC) and subject to OSC oversight.