

Unaudited Interim Financial Statements

Fair Hydro Trust
March 31, 2020



FAIR HYDRO TRUST**INTERIM STATEMENTS OF INCOME AND
COMPREHENSIVE INCOME
(UNAUDITED)**

Three Months Ended March 31*(thousands of dollars)*

	2020	2019
Revenues		
Interest income	16,007	16,293
Cost recovery revenue	-	413
Other income	1	58
	16,008	16,764
Expenses		
Interest expense	16,007	16,293
Operations, maintenance and administration	-	413
	16,007	16,706
Net income and comprehensive income	1	58

See accompanying notes to the unaudited financial statements

FAIR HYDRO TRUST**INTERIM STATEMENTS OF CASH FLOWS
(UNAUDITED)**

Three Months Ended March 31 <i>(thousands of dollars)</i>	2020	2019
OPERATING ACTIVITIES		
Net income	1	58
Amortization of deferred issuance fees <i>(Note 4)</i>	86	280
Increase in unbilled cost recovery revenue	-	(275)
Increase in accounts payable and accrued charges	-	224
Increase in payable to OPG	-	275
Increase in interest receivable	(15,921)	-
Increase in interest payable	15,921	15,836
(Decrease) Increase in advances from related parties	(86)	1,559
Cash provided by operating activities	1	17,957
Net increase in restricted cash	1	17,957
Restricted cash, beginning of the period	360	16,391
Restricted cash, end of the period	361	34,348

See accompanying notes to the unaudited financial statements

FAIR HYDRO TRUST**INTERIM BALANCE SHEETS
(UNAUDITED)**

As at <i>(thousands of dollars)</i>	March 31 2020	December 31 2019
ASSETS		
Current		
Restricted cash	361	360
Interest receivable	24,144	8,223
	24,505	8,583
Non-current		
Financing receivables <i>(Note 4)</i>	1,764,706	1,764,706
	1,764,706	1,764,706
Total assets	1,789,211	1,773,289

See accompanying notes to the unaudited financial statements

FAIR HYDRO TRUST**INTERIM BALANCE SHEETS
(UNAUDITED)**

As at <i>(thousands of dollars)</i>	March 31 2020	December 31 2019
LIABILITIES AND UNITHOLDERS' CAPITAL		
Current		
Interest payable	24,144	8,223
Advances from related parties	3,931	4,017
	28,075	12,240
Non-current		
Long-term debt <i>(Note 4)</i>	1,760,637	1,760,551
	1,760,637	1,760,551
Unitholders' capital <i>(Note 6)</i>	499	498
Total liabilities and Unitholders' capital	1,789,211	1,773,289

See accompanying notes to the unaudited financial statements

Computershare Trust Company of Canada,
in its capacity as trustee of **Fair Hydro Trust,**
by **Ontario Power Generation Inc.,**
not in its individual capacity but solely as Manager

Alec Cheng (signed)
Vice President – Treasurer
Ontario Power Generation Inc.

NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)

*For the three months ended March 31, 2020
(thousands of dollars unless otherwise stated)*

1. DESCRIPTION OF BUSINESS

Fair Hydro Trust (the Trust) is a special purpose trust established under the laws of the Province of Ontario (the Province) by Computershare Trust Company of Canada, acting as Issuer Trustee, pursuant to the Declaration of Trust dated December 20, 2017 and was caused to be established by Ontario Power Generation Inc. (OPG). The Trust was established as the financing entity contemplated by the *Ontario Fair Hydro Plan Act, 2017* (the Act), with the objective of deferring and refinancing a portion of the Global Adjustment costs charged to eligible consumers (Specified Consumers) over a longer period of time. The Global Adjustment includes the difference between Ontario's electricity market clearing price used to dispatch generation, and the prices paid to contracted and regulated generators in the province and the cost of conservation and demand management programs. The Act received Royal Assent on June 1, 2017 and the associated General Regulation came into force in June 2017. The General Regulation provided details on the structural, operational and financial elements required to implement the Act.

Pursuant to the Act, effective May 1, 2017, the Independent Electricity System Operator (IESO) began to defer the collection of a portion of the Global Adjustment costs. The Act allowed the IESO to transfer a portion of the deferred balance to a financing entity that would fund the deferral in exchange for an irrevocable right to recover the balance and associated financing and other costs from Specified Consumers in the future (Investment Interest). The legislation appointed OPG as Financial Services Manager under the Act and conveyed upon it statutory obligations, including the creation of one or more financing entities that may acquire Investment Interests from the IESO. The Trust is a financing entity under the Act.

The Declaration of Trust established the Trust to carry on activities for the exclusive benefit of its unitholders including FHP2017 Inc. (FHP2017), a wholly owned subsidiary of OPG, and the Indenture Trustee BNY Trust Company of Canada (BNY) (collectively, the Unitholders). The beneficial interest and rights generally of the Unitholders in the Trust are limited to the right to participate in distributions when and as declared by the Issuer Trustee and distributions upon the termination of the Trust. The legal ownership of the Trust's property and the right to conduct the activities of the Trust are vested exclusively in the Issuer Trustee and no Unitholder has any right of ownership in any of the Trust's property. The Unitholders are not subject to any liability arising out of the activities of the Trust.

In order for the Trust to finance the Investment Interest acquired from the IESO in 2017 and 2018, it incurred senior debt from capital markets and subordinated debt from OPG. The Trust's investment attracted financing amounts and other related fees.

Fair Hydro Trust**NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)**

*For the three months ended March 31, 2020
(thousands of dollars unless otherwise stated)*

The Issuer Trustee, on behalf of the Trust, entered into a Management Agreement with OPG, as manager, whereby all of the powers and duties of managing the Trust have been delegated to OPG. OPG was entitled to charge the Trust a management service fee, comprised of a base fee and a variable fee, and to recover costs and expenses incurred by OPG on behalf of the Trust or in relation to the establishment, management and administration of the Trust and its Investment Interest without margin. All fees charged by OPG as Financial Services Manager were subject to the provisions outlined in sections 10.1 to 10.15 of the General Regulation of the Act and were subject to an annual review by the Ontario Energy Board (OEB). OPG's entitlement to fees was subject to the payment priorities set forth in the Master Trust Indenture.

The IESO was required under the General Regulation to pay and remit to the Trust any amounts charged to the IESO by the Trust in respect of carrying costs incurred by the Trust from June 1, 2017 to July 31, 2021. Carrying costs included all funding costs, such as interest on all notes outstanding, and other expenses of the Trust, other than repayment of debt principal.

Effective November 1, 2019, under the Government of Ontario's *Fixing the Hydro Mess Act, 2019* (being the Act as so amended, referred to as the Fair Hydro Act), the Trust is prohibited from incurring further funding obligations and the Province is responsible for paying existing funding obligations of the Trust, including principal repayments. OPG continues as Financial Services Manager but is responsible for paying the operating costs of the Trust. The IESO no longer provides for the administration or servicing of the Investment Interest on behalf of the Trust effective November 1, 2019. The General Regulation made under the Act was revoked effective November 1, 2019. The Trust and the Province entered into a Funding Agreement effective December 1, 2019 that establishes the process and schedule for payments from the Province to the Trust to fund interest and principal on the Trust's obligations to its debtholders.

NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)

*For the three months ended March 31, 2020
(thousands of dollars unless otherwise stated)*

2. BASIS OF PRESENTATION

These unaudited interim financial statements have been prepared and presented in accordance with United States generally accepted accounting principles (US GAAP) and are presented in Canadian dollars. These interim 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 Trust's audited annual financial statements as at and for the year ended December 31, 2019 (the 2019 annual financial statements).

The Trust has evaluated subsequent events and transactions through June 9, 2020 and has appropriately reflected events that require disclosure in the notes to these interim financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

Use of management estimates

The preparation of the Trust's interim financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenues and expenses. On an ongoing basis, management reviews these estimates. Changes in facts and circumstances may result in revised estimates and actual results could differ materially from those estimates.

The Trust's significant accounting policies are outlined in Note 3 to the 2019 annual financial statements.

New Accounting Standards Effective in 2020

Fair Value Measurement

In August 2018, the Financial Accounting Standards Board issued ASU No. 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework – Changes to Disclosure Requirements for Fair Value Measurement*, to continue to improve the effectiveness of disclosures in financial statements for users. Under the new guidance prescribed in this update, entities must disclose additional information regarding Level 3 fair value measurements held at the end of the reporting period. This amendment also clarified existing guidance around measurement uncertainty and investments in entities that calculate net asset value. The changes in disclosures required under this update did not affect the Trust's financial statements.

Fair Hydro Trust**NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)**

*For the three months ended March 31, 2020
(thousands of dollars unless otherwise stated)*

4. LONG-TERM DEBT, FINANCING RECEIVABLES, AND DEFERRED ISSUANCE FEES

Long-term debt consists of the following:

	March 31 2020	December 31 2019
Long-term notes		
Senior secured notes	900,000	900,000
Subordinated secured notes	688,235	688,235
Junior subordinated secured notes	176,471	176,471
	1,764,706	1,764,706
Less: unamortized bond issuance fees	(4,069)	(4,155)
Long-term debt	1,760,637	1,760,551

During the three months ended March 31, 2020, deferred bond issuance fees of \$86 were amortized to interest expense. For the same period in 2019, deferred bond issuance fees of \$82 and deferred issuance fees related to the warehouse facilities of \$197 were amortized to interest expense.

Under the Fair Hydro Act, the Province is responsible for expenses of the Trust arising under existing funding obligations, such as principal and interest on debt and certain taxes.

As at March 31, 2020, financing receivables of \$1,764,706 represent balances collectible from the Province in the future in accordance with the Fair Hydro Act (December 31, 2019 – \$1,764,706).

The Trust's subordinated secured notes and junior subordinated secured notes are payable to OPG.

Fair Hydro Trust**NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)**

*For the three months ended March 31, 2020
(thousands of dollars unless otherwise stated)*

5. FAIR VALUE MEASUREMENT

The fair values of the Trust's financial instruments are as follows:

	Fair Value	Carrying Value ¹	Balance Sheet Line Item
As at March 31, 2020			
Financing receivables	1,976,110	1,764,706	Financing receivables
Long-term debt	(1,976,110)	(1,760,637)	Long-term debt
As at December 31, 2019			
Financing receivables	1,930,692	1,764,706	Financing receivables
Long-term debt	(1,930,692)	(1,760,551)	Long-term debt

¹ The carrying values of other financial instruments including restricted cash, interest receivable, interest payable, and advances from related parties approximate their fair value due to the immediate or short-term maturity of these financial instruments.

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.

The fair value of the senior, subordinated and junior subordinated debt are based on indicative pricing from the market. The fair value of the financing receivables are based on the fair value of the debt. The fair value of these instruments are based on Level 2 inputs.

Fair Hydro Trust**NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)**

*For the three months ended March 31, 2020
(thousands of dollars unless otherwise stated)*

6. UNITHOLDERS' CAPITAL

FHP2017 holds one million units representing 99.9999 per cent and BNY holds one unit or 0.0001 per cent of the Trust. Unitholders' capital is as follows:

	FHP2017	BNY ¹	Total
Unitholders' capital – December 31, 2019	498	-	498
Net income for the period	1	-	1
Unitholders' capital – March 31, 2020	499	-	499
Unitholders' capital – December 31, 2018	198	-	198
Net income for the period	58	-	58
Unitholders' capital – March 31, 2019	256	-	256

¹ BNY's capital is less than one dollar.

7. ECONOMIC DEPENDENCE

The Trust is dependent upon OPG to provide financial management and ongoing administration services pursuant to the Management Agreement between the Trust and OPG. OPG is responsible for the Trust's operating costs. The Trust is dependent upon the Province, pursuant to the Funding Agreement, to fund the Trust's interest and principal obligations to its debtholders.

8. COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, identified as "COVID-19," has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing have caused material disruption to businesses globally resulting in an economic slowdown. Global equity, credit and related markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact, if any, on the financial results and condition of the Trust in future periods.