



**ANNUAL INFORMATION FORM
FOR THE YEAR ENDED DECEMBER 31, 2013**

March 31, 2014

TABLE OF CONTENTS

PART 1 - FORWARD-LOOKING INFORMATION.....	5
PART 2 - GLOSSARY OF DEFINED TERMS	5
PART 3 - CORPORATE STRUCTURE.....	11
3.1 Name, Address, Incorporation	11
3.2 Inter-corporate Relationships	11
PART 4 - BUSINESS OF TORONTO HYDRO.....	12
4.1 Industry Structure.....	12
4.2 Toronto Hydro Corporation	13
4.3 Toronto Hydro-Electric System Limited.....	14
(a) LDC's Electricity Distribution System.....	14
(i) Control Centre.....	14
(ii) Terminal Stations	14
(iii) Transmission System Terminal Stations	14
(iv) Distribution Transformers and Municipal Substations.....	15
(v) Wires.....	15
(vi) Metering.....	15
(vii) Reliability of Distribution System.....	15
(b) LDC's Service Area and Customers	16
(c) LDC's Customer Care and Billing System	16
(d) LDC's Real Property	17
(e) Regulation of LDC.....	17
(i) Legislative Framework.....	17
(ii) Licences	18
(iii) Industry Codes	18
(f) Distribution Rates.....	20
(i) Rate Setting Mechanism.....	20
(ii) Other Regulated Charges	21
4.4 Toronto Hydro Energy Services Inc.....	21
4.5 Environmental Matters.....	21
(a) Environmental Protection Requirements.....	21
(b) Financial and Operational Effects of Environmental Protection Requirements.....	21
(c) Environmental Policy and Oversight	22
4.6 Additional Information Regarding Toronto Hydro	22
(a) Employees.....	22
(b) Specialized Skills and Knowledge	23
(c) Health and Safety	23
(d) Code of Business Conduct	23
(e) Insurance	24
(f) Investments	24
(g) Intangible Property.....	24
(h) Seasonal Effects	24
PART 5 - GENERAL DEVELOPMENT OF THE BUSINESS	24
5.1 Business Operations	24
(a) Three Year History.....	24
(b) Business Operations	25
5.2 Rate Applications	25
(a) 2011 Rate Year.....	25
(b) 2012-2014 Rate Application	26
5.3 Street Lighting Activities	26
5.4 Conservation and Demand Management	27
5.5 Contact Voltage.....	27
5.6 OEB PILs Proceeding	27
5.7 Accounting Policies	28
PART 6 - RELATIONSHIP WITH THE CITY	28
6.1 Shareholder Direction	28

(a)	Shareholder Objectives and Principles.....	28
(b)	Shareholder Approval	29
(c)	Financial Performance	29
(d)	Credit Rating	29
(e)	Dividends	30
6.2	Indebtedness to the City	30
6.3	Services Provided to the City	30
PART 7	TAXATION	31
7.1	Tax Regime	31
7.2	PILs Recoveries through Rates	32
7.3	Tax Contingencies.....	32
PART 8	RISK FACTORS.....	32
8.1	Risk Oversight.....	32
8.2	Regulatory Developments.....	33
8.3	Condition of Distribution Assets.....	33
8.4	Information Technology Infrastructure	34
8.5	Natural and Other Unexpected Occurrences	34
8.6	Electricity Consumption.....	34
8.7	Market and Credit Risk	34
8.8	Additional Debt Financing and Credit Rating.....	35
8.9	Work Force Renewal.....	35
8.10	Labour Relations	35
8.11	Insurance.....	35
8.12	Conflicts of Interest.....	36
8.13	Change of Ownership.....	36
8.14	Real Property Rights	36
8.15	LDC Competition.....	36
PART 9	CAPITAL STRUCTURE.....	36
9.1	Share Capital	36
9.2	Debentures	36
9.3	Credit Facility	37
9.4	Credit Ratings	38
PART 10	DIRECTORS AND OFFICERS	39
10.1	Nomination of Directors.....	39
10.2	Directors and Officers	39
10.3	Principal Occupations	41
10.4	Cease Trade Orders, Bankruptcies, Penalties or Sanctions	41
10.5	Independence	42
10.6	Committees of the Board of Directors	42
(a)	Audit Committee.....	42
(b)	Corporate Governance Committee.....	42
(c)	Compensation Committee.....	43
(d)	Health and Safety Committee	43
(e)	Human Resources Committee.....	43
10.7	Board Orientation and Continuing Education	43
10.8	Board, Committee and Director Assessments	43
10.9	Board Oversight and Management of Risks.....	43
10.10	Indebtedness of Directors and Executive Officers	44
10.11	Summary of Attendance of Directors.....	44
PART 11	AUDIT COMMITTEE.....	45
11.1	Composition, Independence and Financial Literacy	45
11.2	Relevant Education and Experience.....	45
11.3	Audit Committee Charter.....	46
11.4	Policy on the Provision of Services by the External Auditors.....	46
11.5	External Auditors Service Fees.....	46
PART 12	EXECUTIVE COMPENSATION	47
12.1	Compensation Governance	47

(a)	Human Resources Committee	47
(i)	Composition and Independence	47
(ii)	Relevant Education and Experience	47
(iii)	Human Resources Committee Charter	49
(b)	Compensation Risk Oversight	49
12.2	Compensation Discussion and Analysis	49
(a)	Named Executive Officers	49
(b)	General Objectives of Compensation Program	50
(c)	Process for Establishing Compensation	50
(i)	Policies and Practices	50
(ii)	Benchmarking	50
(iii)	Compensation Consultants and Advisors	51
(d)	Elements of Compensation	51
(i)	Base Salary	51
(ii)	Performance-Based Incentive Compensation	52
(iii)	Personal Benefits and Perquisites	53
(iv)	Pension Plan	53
(v)	Retirement Benefits	53
(vi)	Retirement Allowances	53
(vii)	Termination Payments	53
12.3	Compensation of Named Executive Officers	53
(a)	Summary Compensation Table	53
(b)	Compensation of NEOs in 2013 – Narrative Discussion	54
(i)	Base Salaries	54
(ii)	Performance-Based Incentive Compensation	54
(iii)	Personal Benefits and Perquisites	56
(iv)	Pension Plan	56
(v)	Retirement Benefits	56
(vi)	Retirement Allowance	56
(vii)	Termination Payments	57
12.4	Compensation of Directors	58
(a)	Director Compensation Table	58
(b)	Compensation of Directors – Narrative Discussion	58
PART 13	- LEGAL PROCEEDINGS	59
13.1	Christian Helm Class Action	59
13.2	2 Secord Avenue	59
13.3	2369 Lakeshore Boulevard West	60
13.4	Adamopoulos	60
13.5	Late Payment Charges Class Action	60
PART 14	- MATERIAL CONTRACTS	61
PART 15	- NAMED AND INTERESTS OF EXPERTS	61
PART 16	- TRANSFER AGENTS AND REGISTRARS	61
PART 17	- ADDITIONAL INFORMATION	61
ANNEX A	- AUDIT COMMITTEE CHARTER	A-1

PART 1 - FORWARD-LOOKING INFORMATION

The Corporation includes forward-looking information in this AIF within the meaning of applicable securities laws in Canada. The purpose of the forward-looking information is to provide management's expectations regarding the Corporation's future results of operations, performance, business prospects and opportunities and may not be appropriate for other purposes. All forward-looking information is given pursuant to the "safe harbour" provisions of applicable Canadian securities legislation. The words "aims", "anticipates", "believes", "budgets", "committed", "could", "estimates", "expects", "focus", "forecasts", "intends", "may", "might", "plans", "projects", "schedule", "should", "strives", "will", "would" and similar expressions are often intended to identify forward-looking information, although not all forward-looking information contains these identifying words. The forward-looking information reflects management's current beliefs and is based on information currently available to the Corporation's management.

The forward-looking information in this AIF includes, but is not limited to, statements regarding the Corporation's achievement of its strategic pillars as described in the section entitled "Toronto Hydro Corporation", anticipated capacity to be provided by Copeland Station and the expected capital expenditures required to complete Copeland Station as described in the section entitled "LDC's Electricity Distribution System", the future financial and operational effects of LDC's environmental protection requirements as described in the section entitled "Environmental Matters", market volatility on the Corporation's consolidated results of operations, performance, business prospects and opportunities as described in the section "General Development of the Business", the plans in connection with the IFRS conversion project and progress of the Rate-Regulated Accounting project as described in the section entitled "Accounting Policies", the effect of changes in energy consumption on future revenue as described in the section entitled "Electricity Consumption", the effect of changes in interest rates and discount rates on future revenue requirements and future post-retirement benefit obligations, respectively, as described in the section entitled "Market and Credit Risk", the Corporation's plans to borrow funds to repay maturing Debentures and to finance LDC's daily operations and the investment in LDC's infrastructure as described in the section entitled "Additional Debt Financing and Credit Rating", and the ability to pay any damages in connection with legal actions and claims as described in the section entitled "Legal Proceedings". The statements that make up the forward-looking information are based on assumptions that include, but are not limited to, the future course of the economy and financial markets, the receipt of applicable regulatory approvals and requested rate orders, the receipt of favourable judgments, the level of interest rates and the Corporation's ability to borrow.

The forward-looking information is subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical results or results anticipated by the forward-looking information. The factors which could cause results or events to differ from current expectations include, but are not limited to, market liquidity and the quality of the underlying assets and financial instruments, the timing and extent of changes in prevailing interest rates, inflation levels, legislative, judicial and regulatory developments that could affect revenues and the results of borrowing efforts.

Additional factors which could cause actual results or outcomes to differ materially from the results expressed or implied by forward-looking information include, among other things, the risk factors listed under Part 8 "Risk Factors" in this AIF. Please review this Part 8 – "Risk Factors" in detail. The Corporation cautions that the above list of risk factors is not exhaustive.

All forward-looking information in this AIF is qualified in its entirety by the above cautionary statements and, except as required by law, the Corporation undertakes no obligation to revise or update any forward-looking information as a result of new information, future events or otherwise after the date hereof.

PART 2 - GLOSSARY OF DEFINED TERMS

"Affiliate Relationships Code" refers to the Affiliate Relationships Code for Electricity Distributors and Transmitters that was published by the OEB and became effective on April 1, 1999, as amended.

"AIF" refers to the Corporation's Annual Information Form.

"Amended and Restated City Note" refers to the Amended and Restated City Note dated May 1, 2006, in the principal amount of \$980,230,955, issued by the Corporation to the City. The Amended and Restated City Note has been cancelled. See section 6.2 under the heading "Indebtedness to the City".

"Board" refers to the board of directors of the Corporation.

"CAIDI" refers to the Customer Average Interruption Duration Index and is a measure (in hours) of the average duration of interruptions experienced by customers, not including MED. CAIDI represents the quotient obtained by dividing SAIDI by SAIFI.

"Canadian Environmental Protection Act" refers to the *Canadian Environmental Protection Act, 1999* (Canada), as amended.

"Capital Assets" refers to the sum of property, plant and equipment and intangible assets, net of accumulated depreciation and amortization. See note 4(f), note 4(g), note 7, and note 8 to the Consolidated Financial Statements.

"Capital Expenditures" refers to expenditures relating to property, plant and equipment and intangible assets.

"CDM" refers to conservation and demand management.

"CEA" refers to the Canadian Electricity Association.

"CEO" refers to the President and Chief Executive Officer of the Corporation.

"CFO" refers to the Chief Financial Officer of the Corporation.

"City" refers to the city incorporated under the *City of Toronto Act, 1997* (Ontario), as amended, and comprised of the former municipalities of Metropolitan Toronto, Toronto, East York, Etobicoke, North York, Scarborough and York.

"City Council" refers to Toronto City Council.

"City Councillor" refers to a councillor of City Council.

"Class Proceedings Act" refers to the *Class Proceedings Act, 1992* (Ontario), as amended.

"Conservation and Demand Management Code" refers to the Conservation and Demand Management Code for Electricity Distributors that was published and became effective on September 16, 2010.

"Consolidated Financial Statements" refers to the comparative audited consolidated financial statements of the Corporation together with the auditors' report thereon and the notes thereto as at and for the years ended December 31, 2013 and December 31, 2012, a copy of which is available on the SEDAR website at www.sedar.com.

"Consumer Price Index" refers to the index measuring price movements published by Statistics Canada.

"Consumer Protection Act" refers to the *Consumer Protection Act, 2002* (Ontario), as amended.

"Corporation" refers to Toronto Hydro Corporation.

"CP Program" refers to the commercial paper program established by the Corporation under which the Corporation issues commercial paper. See section 9.3 under the heading "Credit Facility".

"Criminal Code" refers to the *Criminal Code* (Canada), as amended.

"Dangerous Goods Transportation Act" refers to the *Dangerous Goods Transportation Act* (Ontario), as amended.

"DBRS" refers to DBRS Limited.

"Debentures" refers to the 6.11% Series 1 senior unsecured debentures issued by the Corporation on May 7, 2003, the 5.15% Series 2 senior unsecured debentures issued by the Corporation on November 14, 2007, the 4.49% Series 3 senior unsecured debentures issued by the Corporation on November 12, 2009, the 6.11% Series 4 senior unsecured debentures issued by the Corporation on April 1, 2010, the 6.11% Series 5 senior unsecured debentures issued by the Corporation on April 1, 2010, the 5.54% Series 6 senior unsecured debentures issued by the Corporation on May 20, 2010, the 3.54% Series 7 senior unsecured debentures issued by the Corporation on November 18, 2011, the 2.91% Series 8 senior unsecured debentures issued by the Corporation on April 9, 2013 and the 3.96% Series 9 senior unsecured debentures issued by the Corporation on April 9, 2013. See note 13 to the Consolidated Financial Statements.

"Distribution System Code" refers to the Distribution System Code that was published by the OEB on July 14, 2000, as amended.

"EHSMS" refers to the Environment, Health and Safety Management System.

"Electricity Act" refers to the *Electricity Act, 1998* (Ontario), as amended.

"Electricity Property" refers to a municipal corporation's or an MEU's interest in real or personal property used in connection with generating, transmitting, distributing or retailing electricity.

"Electricity Restructuring Act" refers to the *Electricity Restructuring Act, 2004* (Ontario), as amended.

"Energy Competition Act" refers to the *Energy Competition Act, 1998* (Ontario), as amended.

"Energy Consumer Protection Act" refers to the *Energy Consumer Protection Act, 2010* (Ontario), as amended.

"Environmental Protection Act" refers to the *Environmental Protection Act, 1990* (Ontario), as amended.

"ERM" refers to Enterprise Risk Management.

"Fire Protection and Prevention Act" refers to the *Fire Protection and Prevention Act, 1997* (Ontario), as amended.

"GAAP" refers to Generally Acceptable Accounting Principles.

"Green Energy Act" refers to the *Green Energy Act, 2009* (Ontario), as amended.

"GWh" refers to a gigawatt-hour, a standard unit for measuring electrical energy produced or consumed over time. One GWh is the amount of electricity consumed by one million kWh.

"Hydro One" refers to Hydro One Inc.

"IASB" refers to the International Accounting Standards Board.

"ICM" refers to Incremental Capital Module. See section 4.3(f)(i) under the heading "Rate Setting Mechanism" for more information.

"IEEE" refers to the Institute of Electrical and Electronic Engineers Inc.

"IESO" refers to the Independent Electricity System Operator.

"IFRS" refers to the International Financial Reporting Standards.

"Interest Act" refers to the *Interest Act* (Canada), as amended.

"IRM" refers to Incentive Regulation Mechanism. See section 4.3(f)(i) under the heading "Rate Setting Mechanism" for more information.

"ISO" refers to the International Organization for Standardization.

"ITA" refers to the *Income Tax Act* (Canada), as amended.

"kW" refers to a kilowatt, a common measure of electrical power equal to 1,000 Watts.

"kWh" refers to a kilowatt-hour, a standard unit for measuring electrical energy produced or consumed over time. One kWh is the amount of electricity consumed by ten 100 Watt light bulbs burning for one hour.

"LDC" refers to the Corporation's wholly-owned subsidiary, Toronto Hydro-Electric System Limited.

"**Management's Discussion and Analysis**" or "**MD&A**" refers to Management's Discussion and Analysis of Financial Condition and Results of Operations of the Corporation for the year ended December 31, 2013, a copy of which is available on the SEDAR website at www.sedar.com.

"**Market Participants**" refers to persons authorized to participate in the wholesale market for electricity administered by the IESO, including generators, transmitters, electricity distributors, retailers and consumers.

"MED" refers to major event days as defined by IEEE specification 1366.

"Mercer" refers to Mercer (Canada) Limited.

"MEU" refers to a municipal electricity utility in the Province of Ontario.

"Ministry of Finance" refers to the Ministry of Finance of Ontario.

"Moody's" refers to Moody's Investors Service, Inc.

"MTN Program" refers to the medium term note program established by the Corporation under which the Corporation issues Debentures. See section 9.2 under the heading "Debentures".

"MW" refers to megawatt, a common measure of electrical power equal to one million watts.

"**Named Executive Officer**" or "**NEO**" means, collectively, the Corporation's CEO, the CFO, and the three most highly compensated executive officers of Toronto Hydro who were serving as executive officers as at December 31, 2013, and each individual who would be amongst the three most highly compensated executive officers for the Corporation, but for the fact that such individuals were not executive officers on December 31, 2013, if any.

"OBCA" refers to the *Business Corporations Act* (Ontario), as amended.

"OEB" refers to the Ontario Energy Board.

"OEB Act" refers to the *Ontario Energy Board Act, 1998* (Ontario), as amended.

"OEFCA" refers to the Ontario Electricity Financial Corporation.

"OHSAS" refers to the Occupational Health and Safety Assessment Series.

"OMERS" refers to the Ontario Municipal Employees Retirement System, a multi-employer, contributory, defined benefit pension plan established in 1962 by the Province for employees of municipalities, local boards and school boards in Ontario.

"OPA" refers to the Ontario Power Authority.

"Open Access" refers to the opening of the Province's wholesale and retail electricity markets to competition pursuant to the requirement under the Electricity Act that transmitters and distributors of electricity in the Province provide generators, retailers and consumers with non-discriminatory access to their transmission and electricity distribution systems. Open Access commenced on May 1, 2002.

"OPG" refers to Ontario Power Generation Inc.

"OSC" refers to the Ontario Securities Commission.

"PCBs" refers to polychlorinated biphenyls, a synthetic chemical compound consisting of chlorine, carbon and hydrogen. PCBs are used primarily as insulating and cooling elements in electrical equipment. Secondary uses include hydraulic and heat transfer fluids, flame proofing adhesives, paints, sealants and cable insulating paper.

"PILs" refers to the Payments In Lieu of Corporate Taxes regime contained in the Electricity Act pursuant to which MEUs that are exempt from tax under the ITA and the TA are required to make, for each taxation year, payments in lieu of corporate taxes to the OEFC. See note 4(p) and note 18 to the Consolidated Financial Statements.

"Province" refers to the Province of Ontario.

"Residential Tenancies Act" refers to the *Residential Tenancies Act, 2006* (Ontario), as amended.

"Retail Settlement Code" refers to the Retail Settlement Code that was published by the OEB on December 13, 2000 and became effective on the commencement of Open Access (except with respect to "Service Agreements", as that term is defined in the Retail Settlement Code, which came into effect on March 1, 2001), as amended.

"ROC" refers to the Risk Oversight Committee.

"RRFE" refers to the Renewed Regulatory Framework for Electricity Distributors: A Performance-Based Approach.

"S&P" refers to Standard & Poor's Financial Services LLC, a subsidiary of the McGraw-Hill Companies Inc.

"SAIDI" means System Average Interruption Duration Index and is a measure (in hours) of the annual system average interruption duration for customers served, not including MED. SAIDI represents the quotient obtained by dividing the total customer hours of interruptions longer than one minute by the number of customers served.

"SAIFI" means System Average Interruption Frequency Index and is a measure of the frequency of service interruptions for customers served, not including MED. SAIFI represents the quotient obtained by dividing the total number of customer interruptions longer than one minute by the number of customers served.

"SEDAR" refers to the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval. SEDAR's website is www.sedar.com.

"Shareholder Direction" refers to the Shareholder Direction adopted by the Council of the City with respect to the Corporation, as amended and restated from time to time, pursuant to which the City has set out certain corporate governance principles with respect to the Corporation.

"Smart Meter" refers to a metering device capable of recording and transmitting hourly consumption information of a residential or general service customer.

"Standard Supply Customers" refers to persons connected to an electricity distributor's distribution system who are not served by retailers or whose retailer is unable to sell them electricity or who request the distributor to sell electricity to them.

"Standard Supply Service" refers to an electricity distributor's obligation to sell electricity to Standard Supply Customers, or to give effect to such rates as determined by the OEB under section 79.16 of the OEB Act.

"Standard Supply Service Code" refers to the Standard Supply Service Code for Electricity Distributors that was published by the OEB on December 8, 1999 and became effective on the commencement of Open Access, as amended.

"TA" refers to the *Taxation Act, 2007* (Ontario), as amended.

"Technical Standards and Safety Act" refers to the *Technical Standards and Safety Act, 2000* (Ontario), as amended.

"TH Energy" refers to the Corporation's wholly-owned subsidiary, Toronto Hydro Energy Services Inc.

"Toronto Hydro" refers to the Corporation and its subsidiaries.

"Total Recordable Injury Frequency" refers to the number of recordable injuries multiplied by 200,000 divided by exposure hours, as per CEA standards.

"Transfer By-law" refers to By-law No. 374-1999 of the City made under section 145 of the Electricity Act pursuant to which the Toronto Hydro-Electric Commission and the City transferred their assets and liabilities and employees in respect of the electricity distribution system to LDC and in respect of electricity generation, co-generation and energy services to TH Energy. The Transfer By-law permits the Treasurer of the City to adjust the fair market value of the assets and the consideration paid in respect of the electricity distribution assets transferred to LDC as a consequence of OEB rate orders and permitted rates of return for 2000 or any subsequent year.

"Transportation of Dangerous Goods Act" refers to the *Transportation of Dangerous Goods Act, 1992* (Canada), as amended.

"Unit Smart Meter" refers to a unit Smart Meter installed by LDC in a unit of a multi-unit complex where the multi-unit complex is not connected solely to a bulk meter, and includes such other meters as may be prescribed by the Energy Consumer Protection Act.

"US GAAP" refers to United States Generally Accepted Accounting Principles.

"Watt" or **"W"** refers to a common measure of electrical power. One Watt equals the power used when one ampere of current flows through an electrical circuit with a potential of one volt.

Unless otherwise specified, all references to statutes are to statutes of the Province and all references to dollars are to Canadian dollars.

PART 3 - CORPORATE STRUCTURE

3.1 Name, Address, Incorporation

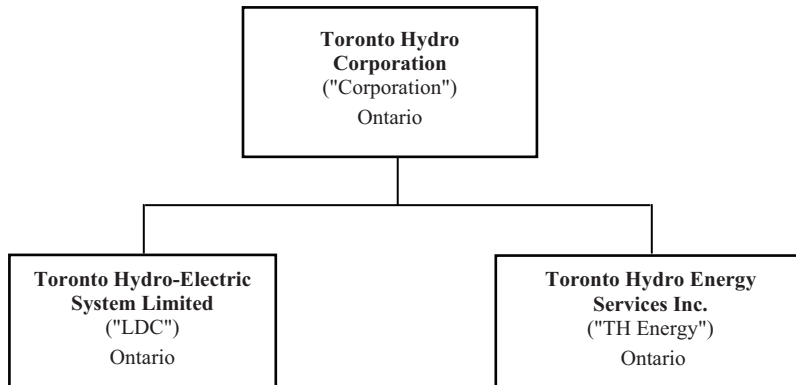
On January 1, 1998, the former municipalities of Metropolitan Toronto, Toronto, East York, Etobicoke, North York, Scarborough and York amalgamated to form the City. At the same time, the electric commissions of Toronto, East York, Etobicoke, North York, Scarborough and York were combined to form the Toronto Hydro-Electric Commission. Toronto Hydro is the successor to the Toronto Hydro-Electric Commission.

The Corporation, LDC and TH Energy were incorporated under the OBCA on June 23, 1999. Pursuant to the Transfer By-law, the Toronto Hydro-Electric Commission and the City transferred their assets and liabilities in respect of the electricity distribution system to LDC and electricity generation, co-generation and energy services to TH Energy. See note 1 to the Consolidated Financial Statements.

The registered and head office of the Corporation is located at 14 Carlton Street, Toronto, Ontario, M5B 1K5.

3.2 Inter-corporate Relationships

The sole shareholder of the Corporation is the City. The Corporation, in turn, owns 100% of the shares of the principal subsidiaries listed below:



PART 4- BUSINESS OF TORONTO HYDRO

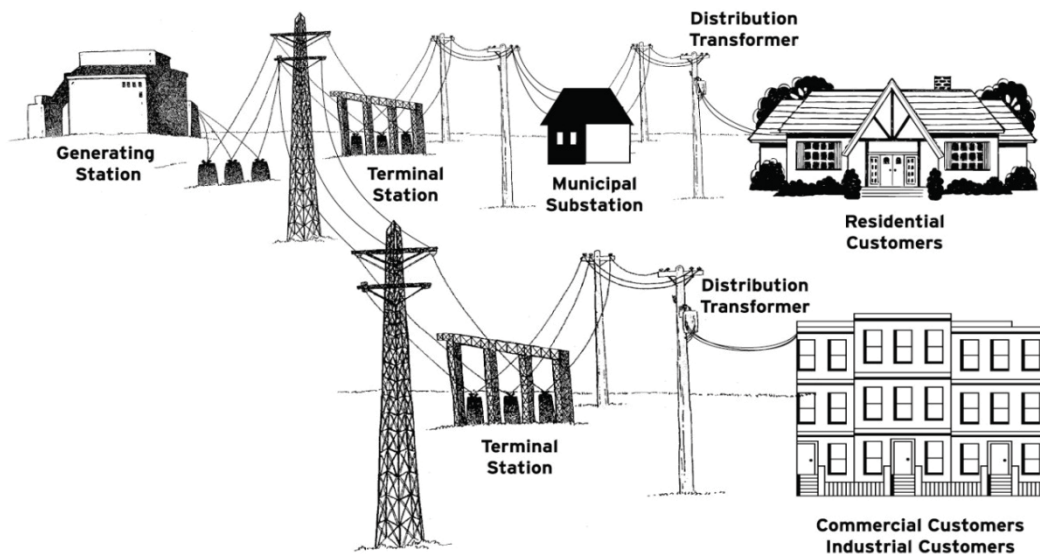
4.1 Industry Structure

The electricity industry in the Province is divided into four principal segments:

- Generation - the production of electricity at generating stations using nuclear, fossil, hydro, solar, wind or other sources of energy;
- Transmission - the transfer of electricity from generating stations to local areas using large, high-voltage power lines;
- Distribution - the delivery of electricity to homes and businesses within local areas using relatively low-voltage power lines; and
- Retailing - the purchase of electricity from generators and its sale to consumers together with a range of related services.

Electricity produced at generating stations is boosted to high voltages by nearby transformers so that the electricity can be transmitted long distances over transmission lines with limited power loss. The voltage is then reduced (stepped down) at terminal stations for supply to electricity distributors or large customers. Electricity distributors carry the electricity to distribution transformers that further reduce the voltage for supply to local customers. Electricity is distributed in the Province through a network of local electricity distributors that includes approximately eighty municipal electricity distributors, a few privately owned electricity distributors, and Hydro One.

The following diagram illustrates the basic structure of an electricity infrastructure system:



4.2 Toronto Hydro Corporation

The Corporation is a holding company which wholly-owns two subsidiaries:

- LDC – which distributes electricity and engages in CDM activities; and
- TH Energy – which provides street lighting services.

The Corporation supervises the operations of, and provides corporate and management services and strategic direction to, its subsidiaries.

The Corporation’s vision is to “continuously maximize customer and stakeholders’ satisfaction by being safe, reliable and environmentally responsible at optimal costs”. The Corporation has an ERM framework that helps determine whether the Corporation is well positioned to achieve its strategic objectives. The ERM framework provides a consistent, disciplined methodology for controlling risk by identifying, assessing, managing, monitoring and reporting risks for the Corporation.

The Corporation is focused on the following four strategic pillars:

People – the Corporation aims to maintain an engaged, healthy, productive, and safe workforce to meet changing business requirements, as it strives to:

- Provide a healthy and safe workplace
- Develop a skilled and knowledgeable workforce
- Keep its workforce engaged

The Corporation will continue to strengthen its already strong safety culture through various internal initiatives in order to achieve world-class results. The Corporation is committed to employee safety and will remain persistent in its efforts to mitigate the risk of injury to its workforce. This will be accomplished through ongoing safety inspections, audits, annual policy review and the continuation of the safety programs and standards. The Corporation will continue to use the internal responsibility system to reinforce the importance of safety in the workplace.

Financial – the Corporation aims to meet the financial objectives of its shareholder, as it strives to:

- Provide a fair return to the shareholder
- Continue to increase shareholder value

The Corporation has provided its shareholder with an annual increase in economic value over the last decade. To meet financial objectives of the shareholder, the Corporation seeks to increase shareholder value and is committed to provide a fair return to its shareholder in the future. Along with excellence in corporate financing and financial management, the Corporation will strive to maintain an investment grade credit rating.

Operations – the Corporation aims to improve reliability through sustainable system management, as it strives to:

- Keep the lights on
- Keep the system safe
- Build a grid that supports a modern Toronto

The Corporation is engaging in resource and capital-intensive programs to improve capacity, reliability and quality. The capital program will replace aging assets and accommodate next generation technology to suit the regulatory trends that incent the increased use of distributed generation.

Customer – the Corporation aims to provide value to customers, as it strives to:

- Make it easy to work with
- Help conserve energy
- Provide innovative tools and technology

The Corporation is looking at ways to improve the level of satisfaction that customers experience, whether it is through education and awareness programs, interaction with call centre representatives, their account managers or over the internet. The Corporation continues to undertake initiatives and invest in technology and processes to improve the customer experience. In turn, this focus on customer service will provide long-term value for money.

4.3 Toronto Hydro-Electric System Limited

The principal business of Toronto Hydro is the distribution of electricity by LDC. LDC owns and operates \$2.8 billion of Capital Assets comprised primarily of an electricity distribution system that delivers electricity to approximately 730,000 customers located in the City. LDC is the largest municipal electricity distribution company in Canada and distributes approximately 18.4% of the electricity consumed in the Province.

(a) LDC's Electricity Distribution System

Electricity produced at generating stations is transmitted along transmission lines owned by Hydro One to terminal stations at which point the voltage is then reduced (or stepped down) to distribution-level voltages. Distribution-level voltages are then distributed across LDC's electricity distribution system to distribution class transformers at which point the voltage is further reduced (or stepped down) for supply to end use customers. Electricity typically passes through a meter before reaching a distribution board or service panel that directs the electricity to end use circuits.

LDC's electricity distribution system is serviced from a control centre, 34 terminal stations and a transmission system terminal station, and is comprised of approximately 16,000 primary switches, approximately 60,560 distribution transformers, 167 in-service municipal substations, approximately 15,000 kilometres of overhead wires supported by approximately 175,400 poles and approximately 11,200 kilometres of underground wires.

(i) Control Centre

LDC has one control centre. The control centre co-ordinates and monitors the distribution of electricity throughout LDC's electricity distribution assets, and provides isolation and work protection for LDC's construction and maintenance crews and external customers. LDC's control centre utilizes supervisory control and data acquisition (SCADA) systems to monitor, operate, sectionalize and restore the electricity distribution system.

(ii) Terminal Stations

LDC receives electricity at 34 terminal stations at which the voltage is stepped down to distribution-level voltages. These terminal stations contain power transformers and high-voltage switching equipment that are owned by Hydro One. These terminal stations also contain low-voltage equipment such as circuit breakers, switches and station busses that are typically owned by LDC.

(iii) Transmission System Terminal Stations

LDC receives electricity at Cavanagh transmission system terminal station at which the voltage is stepped down to distribution-level voltages. The transmission system terminal station contains power transformers, high-voltage switching equipment, and low-voltage equipment such as circuit breakers, switches and station busses that are owned by LDC.

One of LDC's largest capital initiatives currently in progress is the construction of Copeland Station in response to the developing need for distribution solutions in the downtown core of the City. Copeland Station will be considered a transmission system terminal station for which all the equipment and real property are owned by LDC.

Copeland Station will be the first transformer station built in downtown Toronto since the 1960's and will be the second underground transformer station in Canada. When in service, the new station will provide electricity to buildings and neighbourhoods in the central-southwest region of Toronto. Between 2006 and 2011, the population

in the City's downtown increased by over 50%, and Toronto is now the fourth largest metropolitan area¹, by population, in North America. Copeland Station will provide much needed additional capacity to serve current and future load requirements in this high-density, high-growth area of Toronto.

On May 22, 2013, the Corporation celebrated the official groundbreaking at the station. On February 1, 2014, the tunnel boring machine arrived on-site and was being prepared to begin tunnelling north to connect the new infrastructure to the grid. As at December 31, 2013, the capital expenditures on the Copeland Station project amounted to \$60.5 million of which \$45.3 million was recorded in 2013. The total capital expenditures required to complete Copeland Station are expected to be approximately \$194.9 million.

(iv) *Distribution Transformers and Municipal Substations*

Distribution voltage electricity is distributed from the terminal stations to distribution transformers that are typically located in buildings or vaults or mounted on poles or surface pads and that are used to reduce or step down voltages to utilization levels for supply to customers. The electricity distribution system includes approximately 60,560 distribution transformers. The electricity distribution system also includes 167 in-service municipal substations that are located in various parts of the City and are used to reduce or step down electricity voltage prior to delivery to distribution transformers. LDC also delivers electricity at distribution voltages directly to certain commercial and industrial customers that own their own substations.

(v) *Wires*

LDC distributes electricity through a network comprised of an overhead circuit of approximately 15,000 kilometres supported by approximately 175,400 poles and an underground circuit of approximately 11,200 kilometres.

(vi) *Metering*

LDC provides its customers with meters through which electricity passes before reaching a distribution board or service panel that directs the electricity to end use circuits on the customer's premises. The meters are used to measure electricity consumption. LDC owns the meters and is responsible for their maintenance and accuracy.

In accordance with the decision by the Province's Ministry of Energy to install Smart Meters throughout the Province, LDC launched its Smart Meter project in 2006. The Smart Meter project's objective was to install Smart Meters and supporting infrastructure for all residential and small (less than 50 kW) commercial customers. LDC substantially completed its Smart Meter project in 2010.

As part of its metering services, LDC also installs Unit Smart Meters in multi-unit complexes. As at December 31, 2013, LDC had installed approximately 40,000 Unit Smart Meters in multi-unit complexes.

(vii) *Reliability of Distribution System*

The table below sets forth certain industry recognized measurements of system reliability with respect to LDC's electricity distribution system and the composite measures reported by LDC and the CEA for the twelve month periods ending December 31 in the years indicated below.

	LDC	LDC	CEA
	2013	2012	2012⁽¹⁾
SAIDI	1.14	1.03	4.43
SAIFI	1.44	1.40	2.48
CAIDI	0.79	0.74	1.78

Note:

(1) CEA 2012 Service Continuity Report on Distribution System Performance in Canadian Electrical Utilities, excluding significant events. At the date of this AIF, the CEA 2013 Service Continuity Report has not been published.

¹ <http://www.toronto.ca/legdocs/mmis/2013/ed/bgrd/backgroundfile-56336.pdf>

(b) LDC's Service Area and Customers

LDC is the sole provider of electricity distribution services in the City, and serves approximately 730,000 customers. The City is the largest city in Canada with a population of approximately 2.8 million. The City is a financial centre with large and diversified service and industrial sectors.

The table below sets out LDC's customer classes and certain operating data with respect to each class for each of the years in the two-year period ended December 31, 2013:

	Year ended December 31	
	2013	2012
Residential Service ⁽¹⁾		
Number of customers (as at December 31).....	648,380	637,910
kWh	5,072,507,820	5,173,953,186
Revenue	\$814,286,790	\$709,457,130
% of total service revenue	25.9%	25.3%
General Service ⁽²⁾		
Number of customers (as at December 31)	81,137	80,699
kWh	17,027,338,964	17,205,736,682
Revenue	\$2,066,620,770	\$1,867,588,336
% of total service revenue	65.7%	66.7%
Large Users ⁽³⁾		
Number of customers (as at December 31)	51	52
kWh	2,325,901,972	2,182,029,776
Revenue.....	\$264,547,925	\$222,358,154
% of total service revenue	8.4%	7.9%
Total		
Number of customers (as at December 31)	729,568	718,661
kWh.....	24,425,748,756	24,561,719,644
Revenue	\$3,145,455,485	\$2,799,403,620

Notes:

- (1) "Residential Service" means a service that is for domestic or household purposes, including single family or individually metered multi-family units and seasonal occupancy.
- (2) "General Service" means a service supplied to premises other than those receiving "Residential Service" and "Large Users" and typically includes small businesses and bulk-metered multi-unit residential establishments. This service is provided to customers with a monthly peak demand of 5,000 kW or less averaged over a twelve-month period.
- (3) "Large Users" means a service provided to a customer with a monthly peak demand of 5,000 kW or more averaged over a twelve-month period.

(c) LDC's Customer Care and Billing System

On July 6, 2011, LDC implemented a new customer care and billing system for its regulated electricity distribution business. This system provides a modern and integrated billing platform that leverages the technology of Smart Meters and enables LDC to respond to evolving business and regulatory requirements.

(d) LDC's Real Property

The following table sets forth summary information with respect to the principal real property owned, leased or otherwise used by LDC:

<u>Property</u>	<u>Total</u>	<u>Owned</u>	<u>Leased</u>	<u>Other⁽¹⁾</u>
Terminal stations	34 sites	7	-	27
Transmission system terminal stations	1 site	1	-	-
Municipal substations	167 sites	155	4	8
Decommissioned municipal substations	28 sites	28	-	-

<u>Property</u>	<u>Total</u>	<u>Owned</u>	<u>Leased</u>	<u>Other⁽¹⁾</u>
Control centre ⁽²⁾	1 site	1	-	-
Operations centres ⁽³⁾	7 sites	3	4	-
Other ⁽⁴⁾	2 sites	2	-	-

Notes:

- (1) Certain terminal stations and municipal substations are located on lands owned by the Province, the City and others. Where electricity distribution lines cross over and run parallel with lands owned by railway companies, appropriate access rights, generally referred to as crossing agreements, have been obtained from the railway companies.
- (2) LDC's control centre is located within one of its operations centres.
- (3) LDC's operation centres accommodate office, staff, crews, vehicles, equipment and material necessary to operate and monitor the electricity distribution system.
- (4) Parcels of land for future use.

Under the OEB Act, electricity distributors are entitled to apply to the OEB for authority to expropriate land required in connection with new or expanded electricity distribution lines or interconnections. If, after a hearing, the OEB is of the opinion that the expropriation of land is in the public interest, the OEB may make an order authorizing expropriation upon payment of specified compensation. The Electricity Act grandfathered thousands of existing unregistered easements, principally for distribution over third-party lands. The Electricity Act also authorizes electricity distributors to locate assets on, over or under public streets and highways.

(e) Regulation of LDC

(i) Legislative Framework

The Electricity Act and the OEB Act provide the broad legislative framework for the Province's electricity market.

The Electricity Act restructured the Province's electricity industry. Under the Electricity Act, the former Ontario Hydro was reorganized into five separate corporations (listed below under their current names):

- OPG, the entity responsible for the former Ontario Hydro's generation business;
- Hydro One, the entity responsible for the former Ontario Hydro's electricity transmission, distribution and energy services businesses;
- OEFC, the entity responsible for managing and retiring the former Ontario Hydro's outstanding indebtedness and remaining liabilities;
- IESO, a non-profit corporation responsible for central market operations; and
- Electrical Safety Authority, a non-profit corporation responsible for the electric installation inspection function.

Additionally, the Electricity Act requires electricity distributors in the Province to keep their distribution businesses separate from their other businesses.

The business of LDC and other electricity distributors is regulated by the OEB, which has broad powers relating to licensing, standards of conduct and service, the regulation of electricity distribution rates charged by LDC and other electricity distributors and transmission rates charged by Hydro One and other transmitters. The OEB Act states that, subject to certain exceptions, LDC and other electricity distributors shall not carry on any business activity other than the distribution of electricity, except through affiliated companies. As an exception to the general restriction on its business activities, the OEB Act permits LDC to provide additional services related to the promotion of CDM activities and alternative, cleaner and renewable sources of energy.

In 2004, the Electricity Restructuring Act established the OPA as a non-profit, self-financed organization with the mandate to ensure long-term electricity supply adequacy in the Province. The OPA is authorized and has the responsibility to implement an integrated power system supply plan and deliver CDM programs in the Province.

The Energy Consumer Protection Act came into force on January 1, 2011. The Energy Consumer Protection Act amends several statutes, including the OEB Act, the Electricity Act, the Consumer Protection Act and the Residential Tenancies Act. The Energy Consumer Protection Act also enables and sets out the requirements relating to LDC's installation of Unit Smart Meters in multi-unit complexes and provides new rules regarding the manner in which energy consumers are to be billed for their electricity consumption.

(ii) *Licences*

Distribution Licence

The OEB has granted LDC a distribution licence. The term of the current licence is until October 16, 2023. The licence allows LDC to own and operate an electricity distribution system in the City. Among other things, the licence provides that LDC must keep financial records associated with distributing electricity separate from its financial records associated with other activities, may not impose charges for the distribution of electricity except in accordance with distribution rate orders approved by the OEB and must comply with industry codes established by the OEB.

Electricity Retailer Licence

On March 7, 2000, the OEB issued an electricity retailer licence to TH Energy. This licence was most recently renewed on May 5, 2010 and terminates on May 4, 2015, although the term may be unilaterally extended by the OEB. The licence allows TH Energy to retail electricity subject to the terms and conditions contained in the licence. TH Energy does not currently engage in electricity retailing.

Electricity Generation Licence

On December 18, 2002, the OEB issued an electricity generation licence to TH Energy and TREC Windpower Co-operative (No.1) Incorporated (the co-venturers), in connection with a wind turbine located at Exhibition Place in the City. The licence allows the co-venturers to generate electricity or provide ancillary services for sale through the IESO-administered markets, or directly to another person, subject to certain terms and conditions. This licence terminates on December 17, 2022, although the term may be extended by the OEB.

(iii) *Industry Codes*

The OEB has established the Affiliate Relationships Code, the Distribution System Code, the Retail Settlement Code, the Standard Supply Service Code, and the Conservation and Demand Management Code. These codes prescribe minimum standards of conduct, as well as standards of service, for electricity distributors in the non-competitive electricity market, and have been assigned the following ranking in the event there is a conflict between them:

- (1) Affiliate Relationships Code
- (2) Distribution System Code

- (3) Retail Settlement Code
- (4) Standard Supply Service Code
- (5) Conservation and Demand Management Code

These codes are summarized below.

Affiliate Relationships Code

The Affiliate Relationships Code establishes standards and conditions for the interaction between electricity distributors and their affiliated companies. It is intended to minimize the potential for an electricity distributor to cross-subsidize competitive or non-monopoly activities, protect the confidentiality of consumer information collected by an electricity distributor and ensure that there is no preferential access to regulated services. The Affiliate Relationships Code prescribes standards of conduct for an electricity distributor with respect to the following: the degree of separation from affiliates; sharing of services and resources; transfer pricing; financial transactions with affiliates; equal access to services; and confidentiality of customer information.

Distribution System Code

The Distribution System Code establishes the minimum conditions that an electricity distributor must meet in carrying out its obligations to distribute electricity under its licence and under the Energy Competition Act, and has been amended as the regulatory environment has evolved. Generally, the Distribution System Code prescribes the rights and responsibilities of electricity distributors and electricity distribution customers with respect to the following: connections; connection agreements and conditions of service; expansion projects; alternative bids (available to customers for work otherwise done by an electricity distributor); metering; operations; disconnection and security deposits; and other matters.

Retail Settlement Code

The Retail Settlement Code outlines the obligations of an electricity distributor with respect to its relationship with retail market participants and its role as a retail market settlements administrator. Under the terms of the Retail Settlement Code, an electricity distributor is required to do the following: unbundle the costs of competitive electricity services and non-competitive electricity services; record, in variance accounts, the difference between amounts billed by the IESO to the electricity distributor for competitive and non-competitive electricity services, and the aggregate amounts billed by the electricity distributor to consumers, retailers and others for the same services; and provide electricity billing and settlement services to retailers and customers.

Standard Supply Service Code

The Standard Supply Service Code requires an electricity distributor to act as a default supplier and provide Standard Supply Service to persons connected to the electricity distributor's distribution system. The Standard Supply Service Code also specifies the conditions and manner by which OEB approved Standard Supply Service rates are to be charged to customers. Under the Standard Supply Service Code, an electricity distributor's rates for Standard Supply Service must be approved by the OEB and must consist of the price of electricity and an administrative charge that will allow the electricity distributor to cover its costs of providing the service.

Conservation and Demand Management Code

The Conservation and Demand Management Code sets out the obligations and requirements that licensed electricity distributors must comply with in relation to CDM targets as set out in their licences, as well as the operational framework for electricity distributor-operated CDM activities. The Conservation and Demand Management Code also sets out the conditions and rules that licensed electricity distributors are required to follow if they choose to use OEB approved CDM programs to meet their CDM targets.

(f) Distribution Rates

(i) Rate Setting Mechanism

Pursuant to Section 78 of the OEB Act, the OEB is mandated to regulate the electricity distribution rates charged by electricity distributors. Generally, an electricity distributor's rates are set by way of either a Cost of Service or IRM framework.

A Cost of Service application requires a detailed examination of evidence and an assessment of the costs incurred by an electricity distributor to provide service, including: capital costs and cost rates for equity and debt; PILs payments; amortization costs; operations, maintenance, and administrative costs; and cost of service offsets in the form of revenues from sources other than electricity distribution rates. The electricity distributor's rates are calculated to recover the total amount of all costs less revenue from other sources, as determined by the OEB, required to provide service to its customers.

The IRM framework provides for an annual adjustment to an electricity distributor's rates based on a formulaic calculation with no direct examination of evidence regarding the electricity distributor's actual costs and infrastructure needs. The IRM rate setting plan runs on a five year cycle, with a Cost of Service rate application known as a "rebasement application" serving as the starting point for four subsequent annual rate changes determined through the IRM adjustment process.

On October 18, 2012, the OEB released its RRFE report, which guides the OEB in setting rates for electricity distributors in 2015 and onwards.

The RRFE identifies three rate-setting methods to provide choices for distributors with varying capital requirements. Each distributor may apply to the OEB under the rate-setting method that best meets its needs and circumstances. The three rate-setting methods are:

- (1) the Fourth Generation version of IRM (described below);
- (2) a Custom Incentive Rate-setting method, under which rates are set based on a five year forecast of a distributor's revenue requirement and sales volumes; and
- (3) an Annual Incentive Rate-setting Index method, which involves adjustment of rates by a simple price cap index formula.

As part of the RRFE, the OEB's Fourth Generation version of IRM allows electricity distributors to adjust their rates by the difference between the inflation factor (as determined by Statistics Canada) and the sum of:

- (1) an OEB-determined productivity factor (currently set at 0.00%, representing expected annual, industry-wide electricity distributor productivity gain); and
- (2) an OEB-determined stretch factor (set between 0.00% and 0.60%, representing an additional productivity target determined by benchmarked electricity distributor performance).

In certain circumstances, a distributor may also request, under the IRM, relief by way of the ICM, which is intended to address specific capital expenditure needs that occur during the IRM term, and are not otherwise funded by the formulaic calculation. In order to determine whether a distributor is eligible for the ICM, the OEB conducts a review of the application by way of a detailed examination of a distributor's evidence and consideration of a number of criteria, such as materiality, need and prudence.

The RRFE also requires distributors to file five-year capital plans to support their rate applications, and to report annually on identified performance outcomes.

The Corporation is currently in the process of preparing an application for 2015-2019 electricity distribution rates under the Custom Incentive Rate-setting method.

See section 5.2 under the heading "Rate Applications" for more information on LDC's rate applications.

(ii) *Other Regulated Charges*

The OEB's 2006 Rate Handbook provides standard rates and guidelines to electricity distributors with respect to other regulated charges that are non-competitive in nature, required under OEB codes and guidelines, governed by the market rules or are under the direction of the Province, including transmission charges and retail service charges relating to services provided by electricity distributors to electricity retailers in accordance with the Retail Settlement Code.

4.4 Toronto Hydro Energy Services Inc.

TH Energy is a professional energy services company with \$24.3 million of Capital Assets. Until January 1, 2012, TH Energy owned and operated all of the street lighting assets located in the City and had the sole right to provide maintenance and capital improvements to the street lighting systems throughout the City until 2035, and such services were sub-contracted to LDC. Effective January 1, 2012, TH Energy transferred a portion of its street lighting assets to LDC. TH Energy continues to provide street lighting system maintenance and capital improvement services to the City, and such services continue to be sub-contracted to LDC. See section 5.3 under the heading "Street Lighting Activities" for more information on the transfer of street lighting assets from TH Energy to LDC.

Until June 30, 2013, TH Energy provided consolidated billing services to the City, and such services were sub-contracted to LDC. TH Energy also operates a wind turbine located at the Better Living Centre (Exhibition Place) in a joint venture with TREC Windpower Cooperative (No.1) Incorporated.

4.5 Environmental Matters

(a) Environmental Protection Requirements

Toronto Hydro is subject to extensive federal, provincial and local regulation relating to the protection of the environment. The principal federal legislation is the Canadian Environmental Protection Act which regulates the use, import, export and storage of toxic substances, including PCBs and ozone-depleting substances. Toronto Hydro is also subject to the federal Transportation of Dangerous Goods Act which prescribes safety standards and requirements for the handling and transportation of hazardous goods including PCBs and sets reporting, training and inspection requirements relating thereto.

The principal provincial legislation is the Environmental Protection Act which regulates releases and spills of contaminants, including PCBs, ozone-depleting substances and other halocarbons, contaminated sites, waste management, and the monitoring and reporting of airborne contaminant discharge. The provincial Technical Standards and Safety Act also applies to Toronto Hydro's operations with respect to the handling of and training related to compressed gas, propane and liquid fuels. The provincial Fire Protection and Prevention Act requires Toronto Hydro to incorporate procedures and training for dealing with any spills of flammable or combustible liquids. The provincial Dangerous Goods Transportation Act prescribes safety standards and requirements for the transportation of dangerous goods on provincial highways and sets out inspection requirements related thereto.

Municipal by-laws regulate discharges of industrial sewage and storm water run-off to the municipal sewer system and the reporting of the release of certain toxic substances into the atmosphere.

(b) Financial and Operational Effects of Environmental Protection Requirements

In 2013, LDC spent approximately \$0.44 million to meet environmental protection requirements. These costs are not anticipated to significantly increase for future years, and do not currently have a material impact on the Corporation's financial and operational results.

The Corporation recognizes a liability for the future environmental remediation of certain properties and for future removal and handling costs for contamination in electricity distribution equipment in service and in storage. The liability is recognized when the asset retirement obligation is incurred and when the fair value is determined. As at December 31, 2013, the Corporation's asset retirement obligations amounted to \$6.3 million. See notes 4(n) and 15 to the Consolidated Financial Statements.

(c) Environmental Policy and Oversight

Toronto Hydro has a strong commitment to the environment through the enforcement of a well defined Environmental Policy. Conformance with the Environmental Policy is managed by Toronto Hydro's Environmental, Health and Safety department led by the Chief Human Resources & Safety Officer. The content of, and conformance with, the Environmental Policy is reviewed annually by the Board.

Toronto Hydro's Environmental Policy identifies several core environmental principles, which include:

- Compliance with all applicable laws, codes and standards;
- Continual improvement of environmental performance through the establishment of annual objectives, targets and programs;
- Employee engagement through education, training and providing general awareness of the Environmental Policy requirements and the environmental management system;
- Community engagement including consultation and engagement of environmental issues within the community and various stakeholders such as suppliers, customers, regulators, industry and the public;
- Pollution prevention through the implementation of policies, programs and procedures; and
- Integration of environmental considerations into our business processes.

LDC manages its environmental aspects in conformance with ISO 14001 and was certified on February 5, 2013 as meeting the requirements of the ISO 14001 standard by a third party auditor.

Legislative environmental reporting for federal, provincial and municipal governments is compiled and submitted annually. Third party environmental compliance audits are also conducted bi-annually in conformance with LDC's environment, health and safety audit plan.

Toronto Hydro's environmental policies, programs and procedures are reviewed and approved by management. Quarterly updates are presented to the Board covering current environmental risks, environmental compliance audit findings, mitigation strategies and other material environmental matters.

4.6 Additional Information Regarding Toronto Hydro

(a) Employees

At December 31, 2013, Toronto Hydro had approximately 1,530 employees. Included in Toronto Hydro's employees are 961 members of bargaining units represented by the Canadian Union of Public Employees, Local One ("CUPE One"), and 54 engineers represented by the Society of Energy Professionals.

On February 13, 2014, CUPE One ratified collective agreements governing inside and outside employees for a four-year period expiring January 31, 2018. The collective agreements implemented a wage increase of 1.5% on February 1, 2014 and provide for general wage increases of 1.75%, effective on each of February 1, 2015 and February 1, 2016, respectively, and 2% effective February 1, 2017. The collective agreements also contain cost of living escalator clauses that provide for wage adjustments corresponding to the percentage change in the Consumer Price Index. The escalator clauses only become effective if certain prescribed thresholds are exceeded.

On April 12, 2012, the Society of Energy Professionals ratified a new collective agreement for a four-year period expiring December 31, 2015. The collective agreement implemented wage increases of 1.5% retroactive to January 1, 2012, 1.75% effective January 1, 2013 and 2.0% effective on each of January 1, 2014 and January 1, 2015, respectively.

Full time employees of Toronto Hydro participate in the OMERS pension plan. Plan benefits are determined on a formula based on the highest 5-year average contributory earnings and years of service with an offset for Canada Pension Plan benefits and are indexed to increases in the Consumer Price Index, subject to an annual maximum of 6%. Any increase in the Consumer Price Index above 6% per year is carried forward for later years. Both participating employers and participating employees are required to make plan contributions based on participating

employees' contributory earnings. All obligations to make payments to retirees under the OMERS pension plan are the responsibility of OMERS.

In addition to OMERS, Toronto Hydro provides other retirement and post-retirement benefits to employees, including medical, dental and life insurance benefits. See note 4(m) and note 14 to the Consolidated Financial Statements.

(b) Specialized Skills and Knowledge

Trades and technical jobs play a critical role in the safe and reliable design, construction and maintenance of LDC's electricity distribution system. These jobs include overhead, underground, and stations trades as well as controllers, designers and engineers. LDC hires experienced workers when available, along with apprentices to trades and technical positions. Trade apprentices require between 54 and 78 months to become fully competent and capable of performing all aspects of their job. LDC provides trades, legislative and compliance training through its apprenticeship program.

(c) Health and Safety

Toronto Hydro is committed to a safe and injury free work environment for all employees, contractors, visitors and the public. Through LDC's EHSMS, based on British Standards Institution OHSAS 18001:2007 Standard "*Occupational Health and Safety Management System - Requirements*", LDC maintains and reviews procedures, programs and the Occupational Health and Safety Policy which outlines several core principles including:

- Compliance
- Continual Improvement
- Engagement and Consultation
- Communication
- Accountability
- Risk Management
- Contractor Management
- Incident Investigation
- Performance Monitoring

The content of, and compliance with, the Occupational Health and Safety Policy is reviewed annually by the Board.

Toronto Hydro's health and safety performance is reviewed periodically by the Human Resources Committee of the Board. In 2013, the Total Recordable Injury Frequency was 2.26 recordable injuries per 200,000 hours worked compared to 2.15 in 2012.

LDC's legislated occupational health and safety requirements come under provincial jurisdiction exclusively and all legislated occupational health and safety reporting requirements are complied with. Management assurance that these requirements are met is accomplished by commissioning third party health and safety compliance audits conducted in conformance with LDC's environmental, health and safety audit plan.

Toronto Hydro's occupational health and safety policies, programs and procedures are reviewed and approved by management. Quarterly updates are presented to the Board covering current occupational health and safety risks, performance, compliance audit findings, mitigation strategies and other occupational health and safety matters.

(d) Code of Business Conduct

All employees, officers and directors of Toronto Hydro are required to comply with the principles set out in the Code of Business Conduct, which was implemented by Toronto Hydro in 2004, and is reviewed and approved by the Board from time to time. The Code provides for the appointment of an Ethics Officer and establishes a direct hotline to the Ethics Officer by which perceived violations of the principles set out in the Code may be reported, anonymously or otherwise. The Ethics Officer reports quarterly to the Audit Committee of the Board on the nature

of complaints received including those related to audit and accounting matters. Where the complaint involves the conduct of a director or officer of the Corporation, the Ethics Officer is required to report it to the Chair of the Audit Committee, who oversees the investigation of that complaint. A copy of Toronto Hydro's Code of Business Conduct is available on the SEDAR website at www.sedar.com.

(e) Insurance

Toronto Hydro's current insurance policies provide coverage for a variety of losses and expenses which might arise from time to time, including comprehensive general liability, all risk property and boiler and machinery insurance, covering loss or damage on certain physical assets, liabilities of directors and officers and automobile liability. Toronto Hydro believes that the coverage, amounts and terms of its insurance arrangements are consistent with prudent Canadian industry practice.

(f) Investments

Toronto Hydro's investment activities are governed by the terms of the Shareholder Direction and by the terms of the Corporation's Treasury Policy. The Corporation's Treasury Policy was adopted by the Board, is administered by LDC's Treasury Department and overseen by the Corporation's CFO. The primary objective of the Treasury Policy is the implementation of appropriate and effective short-term cash management, investment and borrowing strategies required to manage all corporate funds and related financial risks. The Treasury Policy includes specific operational rules, procedures and benchmarks relating to cash management, liquidity, investments, foreign exchange hedging, borrowing of funds, interest rate risk management, investor relations and corporate debt financing.

(g) Intangible Property

The Corporation owns various intangible assets, such as computer software systems used in the course of business, and intellectual property, including the "Toronto Hydro" brand name and the trademark Toronto Hydro star logo. The Corporation also owns the trademarks peakSAVER[®], POWERSHIFT[®] and PEAKSAVER PLUS[®]. The trademarks peakSAVER[®] and PEAKSAVER PLUS[®] have been licensed by the Corporation to the OPA and sub-licensed to various electricity distributors in the Province for the promotion of a province-wide demand response CDM program.

(h) Seasonal Effects

The Corporation's quarterly results are impacted by changes in revenues resulting from variations in seasonal weather conditions, the fluctuations in electricity prices, and the timing and recognition of regulatory decisions. Consequently, the Corporation's revenues, all other things being equal, would tend to be higher in the first quarter as a result of higher energy consumption for winter heating, and in the third quarter due to air conditioning/cooling. A variation in the above trend was noted in 2013 and 2012, evidenced by higher revenue and cost of purchased power in the second quarters of both years, compared to the first quarters of both years. This variation was primarily due to an increase in commodity costs.

PART 5 - GENERAL DEVELOPMENT OF THE BUSINESS

5.1 Business Operations

(a) Three Year History

The following table sets forth selected annual financial information of the Corporation for the three years ended December 31, 2013, 2012 and 2011. This information has been derived from the Consolidated Financial Statements and is presented in millions of dollars.

	Year ended December 31		
	2013	2012 ¹	2011 ¹
Net Income	\$121.2	\$86.0	\$95.9
Capital Expenditures	\$450.3	\$292.4 ²	\$437.1
Total assets	\$3,797.5	\$3,539.4	\$3,527.5
Shareholder's equity	\$1,218.5	\$1,140.3	\$1,102.2

Notes:

- (1) The Corporation's consolidated financial statements were prepared in accordance with Part V of Canadian GAAP until December 31, 2011. Selected financial information from comparative consolidated financial statements for 2011 have been adjusted retroactively from the consolidated financial statements previously filed to conform to the presentation of the Corporation's consolidated financial statements for the years end December 31, 2013 and 2012, which were prepared in accordance with US GAAP.
- (2) Capital expenditures disclosed in the 2012 AIF have been restated to conform to the presentation in the Consolidated Financial Statements. See note 24 to the Consolidated Financial Statements and the section "Liquidity and Capital Resources" in the Corporation's MD&A for the year ended December 31, 2013 for more information.

(b) Business Operations

Over the past three years, the Corporation continued to streamline its business operations to focus on LDC's core businesses of distributing electricity and engaging in CDM activities.

On January 1, 2011, the Corporation amalgamated with one of its wholly-owned subsidiaries, 1455948 Ontario Inc. ("14 Co."). At the time of the amalgamation, 14 Co. did not have any business operations. 14 Co. had been incorporated by the Corporation to operate an equal partnership with a wholly-owned subsidiary of OPG, OPG EBT Holdco Inc. (the "EBT Express Partnership"). The EBT Express Partnership owned an interest in The SPi Group Inc., an electronic clearing house for wholesale and retail electricity transactions. On April 30, 2009, the EBT Express Partnership sold its interest in The SPi Group Inc. to EARTH Corporation for cash consideration of approximately \$5.2 million. The Corporation's share of the sale proceeds from this transaction as it relates to 14 Co. was approximately \$2.6 million.

On January 1, 2012, the Corporation completed the transfer of a portion of the street lighting assets from TH Energy to the new wholly-owned legal entity (1798594 Ontario Inc.), and the amalgamation of LDC with the new wholly-owned entity. See section 5.3 under the heading "Street Lighting Activities" for more information.

5.2 Rate Applications

LDC's electricity distribution rates are typically effective from May 1 to April 30 of the following year. Accordingly, LDC's distribution revenue for the first four months of 2012 was based on the electricity distribution rates approved for the May 1, 2011 to April 30, 2012 rate year (the "2011 Rate Year"). LDC's distribution revenue for the first four months of 2013 was based on the electricity distribution rates approved for the May 1, 2012 to April 30, 2013 rate year (the "2012 Rate Year"). Similarly, distribution revenue for the last eight months of 2013 was based on the electricity distribution rates approved for May 1, 2013 to April 30, 2014 (the "2013 Rate Year") (see 5.2(b)).

The following is an overview of LDC's rate applications from 2011 to date.

(a) 2011 Rate Year

LDC's electricity distribution rates for the 2011 Rate Year were determined through an application filed under the Cost of Service framework. On July 7, 2011, the OEB issued its decision regarding LDC's electricity distribution rates for the 2011 Rate Year. The decision provided for a distribution revenue requirement and rate base of \$522.0 million and \$2,298.2 million, respectively. In addition, the decision provided for capital program spending levels and operating, maintenance and administration spending levels of \$378.8 million and \$238.0 million, respectively.

(b) 2012-2014 Rate Application

On May 10, 2012, LDC filed an application for electricity distribution rates for 2012, 2013, and 2014 using the IRM framework, including the filing of an ICM application (the "IRM/ICM Application").

On October 31, 2012, LDC submitted an update to its IRM/ICM Application modifying the requested capital expenditures for 2012 and 2013 to \$283.0 million and \$579.1 million, respectively, and requesting that consideration for 2014 be deferred to a second phase of the proceeding, once LDC had received a decision from the OEB in respect of phase one. On November 3, 2012, the OEB accepted LDC's request for a two-phase proceeding: phase one comprising LDC's 2012 and 2013 work program proposals and phase two comprising LDC's 2014 work program proposal.

On April 2, 2013, the OEB issued a partial decision and order for phase one of the proceeding comprising LDC's 2012 and 2013 work program proposals. The OEB's decision determined that eligible capital funding under the ICM framework was to be calculated on an in-service basis. This correlates to the approval of capital expenditures amounting to \$203.3 million for 2012 and \$484.2 million for 2013. New rates became effective June 1, 2013. In 2015, LDC will be allowed to seek recovery for capital spent in 2012 and 2013 that has not yet been approved by the OEB in the current ICM decision due to the standard operation of the regulatory model.

On August 1, 2013, LDC filed an application with the OEB requesting approval for the disposition of balances in its smart meter deferral account related to smart meter installations in 2008, 2009 and 2010. In the application, LDC requested two new rate riders effective May 1, 2014. The first rate rider relates to the recovery of \$23.9 million, which represents the cumulative revenue requirement net of recoveries from an existing smart meter rate rider. This existing smart meter rate rider would be discontinued when the new rate riders become effective. The second rate rider relates to the recovery of \$9.6 million, which represents the forecasted 2014 incremental revenue requirement until LDC may be permitted to transfer the smart meter assets into rate base.

On August 19, 2013, LDC submitted an update to its IRM/ICM Application regarding its 2014 work program proposal. The filed update incorporates the OEB's guidance on the ICM methodology provided in the April 2, 2013 partial decision and order with respect to phase one of this proceeding. In phase two, LDC sought approval for total capital expenditures amounting to \$398.8 million for 2014.

On December 18, 2013, LDC filed a settlement agreement with the OEB, which allowed for the entirety of LDC's requested 2014 capital program. On December 19, 2013, the OEB approved this settlement agreement. Consistent with the April 2, 2013 partial decision and order with respect to phase one, eligible capital funding under the ICM framework is to be calculated on an in-service basis. This correlates to the approval of capital expenditures amounting to \$398.8 million for 2014.

On January 16, 2014, the OEB approved LDC's requested disposition of the smart meter deferral account balances, permitting the recovery of \$23.9 million and \$9.6 million through two separate rate riders effective May 1, 2014.

5.3 Street Lighting Activities

On June 15, 2009, the Corporation filed an application with the OEB seeking an electricity distribution licence for a new wholly-owned legal entity to which the Corporation intended to transfer the street lighting assets of TH Energy. Concurrently, the Corporation filed another application with the OEB seeking approval for the merger of LDC and the new legal entity. The main objective of these applications was to transfer the street lighting assets to the regulated electricity distribution activities of LDC to increase the overall safety of the related infrastructure.

On February 11, 2010, the OEB issued its decision in regard to these applications. In its decision, the OEB agreed that, under certain conditions, the treatment of certain types of street lighting assets as regulated assets is justified. The OEB ordered the Corporation to provide a detailed valuation of the street lighting assets and to perform an operational review to determine which street lighting assets could become regulated assets.

The Corporation performed a detailed asset operational review and financial valuation of the street lighting assets, which was submitted to the OEB on January 31, 2011.

On August 3, 2011, the OEB issued its final decision allowing the transfer of a portion of the street lighting assets to the new wholly-owned legal entity (1798594 Ontario Inc.), and for LDC to amalgamate with the new legal entity. On January 1, 2012, the Corporation completed the asset transfer and amalgamation. The purchase price for such assets, including a post-closing adjustment, was \$42.5 million, subject to transaction costs.

5.4 Conservation and Demand Management

On March 31, 2010, the Minister of Energy and Infrastructure of Ontario, under the guidance of sections 27.1 and 27.2 of the OEB Act, directed the OEB to establish CDM targets to be met by electricity distributors. Accordingly, on November 12, 2010, the OEB amended LDC's distribution licence to require LDC, as a condition of its licence, to achieve 1,304 GWh of energy savings and 286 MW of summer peak demand savings, over the period beginning January 1, 2011 through December 31, 2014.

Effective January 1, 2011, LDC entered into an agreement with the OPA in the amount of approximately \$50.0 million to deliver CDM programs extending from January 1, 2011 to December 31, 2014. As at December 31, 2013, LDC received approximately \$45.9 million from the OPA for the delivery of CDM programs. All programs to be delivered are fully funded and paid in advance by the OPA. Amounts received but not yet spent are presented under current liabilities as deferred conservation credit. Upon the expiration of the agreement, LDC is required to repay to the OPA any excess funding received for program administration less any cost efficiency incentives. These programs are expected to support the achievement of the mandatory CDM targets described above.

On December 21, 2012, the Minister of Energy of Ontario issued a direction to the OPA under subsection 25.32(4.1) of the Electricity Act to extend the funding time period for OPA-contracted province-wide CDM initiatives under the Green Energy Act framework to December 31, 2015.

5.5 Contact Voltage

On June 30, 2009, LDC filed an application with the OEB seeking recovery of costs incurred in 2009 for the remediation of safety issues related to contact voltage. LDC sought recovery of \$14.4 million by way of fixed term rate riders of 3 years for the street lighting and unmetered scattered load rate classes, and one year for all other classes.

On December 10, 2009, the OEB issued an initial decision in this proceeding which provided for the recovery of allowable actual expenditures incurred above the amount deemed as controllable expenses in LDC's 2009 approved electricity distribution rates. At the time of the decision, the Corporation estimated the allowable recovery of costs at \$9.1 million.

On October 29, 2010, the OEB issued a second decision in the matter, following further review of costs incurred by LDC. In this decision, the OEB deemed the balance allowable for recovery at \$5.3 million. The variance from the Corporation's original estimate was mainly due to the OEB's interpretation of the definition of controllable expenses used to determine the final allowable recovery. In connection with this decision from the OEB, the Corporation revised its recovery estimate for contact voltage costs, resulting in an increase in operating expenses of \$3.8 million in 2010. On November 18, 2010, LDC filed a motion to review the decision with the OEB seeking an amendment to allow for recovery in accordance with the initial decision rendered on December 10, 2009. On March 25, 2011, the OEB issued its decision on the LDC motion, denying the requested additional recovery.

5.6 OEB PILs Proceeding

The OEB conducted a review of the PILs variances accumulated in regulatory variance accounts for the period from October 1, 2001 to April 30, 2006 for certain MEUs. On June 24, 2011, the OEB issued its decision for these MEUs and provided guidelines for the calculation and further disposition of the balances accumulated in the PILs regulatory variance accounts.

LDC reviewed the balance of its PILs regulatory variance accounts and applied the guidelines provided by the OEB. LDC applied for disposition of the balance as part of its IRM/ICM Application filed on May 10, 2012. The OEB issued its decision and order on April 2, 2013 approving the disposition of the balance. The impact was recorded previously in the Corporation's consolidated financial statements.

5.7 Accounting Policies

The Consolidated Financial Statements of the Corporation have been prepared in accordance with US GAAP and are presented in Canadian dollars. In preparing the Consolidated Financial Statements, management makes estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements, and the reported amounts of revenues and expenses for the year. Actual results could differ from those estimates, including changes as a result of future decisions made by the OEB, the Ministry of Energy of Ontario, or the Ministry of Finance of Ontario. The significant accounting policies of the Corporation are summarized in notes 2 and 4 to the Consolidated Financial Statements.

On July 21, 2011, the OSC granted an exemption to allow the Corporation to prepare its consolidated financial statements in accordance with US GAAP for its fiscal years beginning on or after January 1, 2012 but before January 1, 2015. In the absence of the exemption, the Corporation would have previously been required to adopt IFRS on January 1, 2012. On March 19, 2014, the Board of Directors of the Corporation approved the adoption of IFRS for the year beginning on January 1, 2015 due to the pending expiration of the exemption. Accordingly, the Corporation's consolidated financial statements for 2015 are expected to be prepared in accordance with IFRS and applied retrospectively to the Corporation's opening IFRS consolidated statement of financial position as at January 1, 2014.

The Corporation has an internal initiative to govern the conversion process and is currently in the process of evaluating the potential impact of the conversion to IFRS on its consolidated financial statements. The Corporation believes that the impact on its financial statements could be material.

On January 31, 2014 the IASB published the interim standard of rate regulated accounting. See section "IFRS Conversion Project" in the Corporation's MD&A for the year ended December 31, 2013 for more information on the Corporation's conversion to IFRS.

PART 6 - RELATIONSHIP WITH THE CITY

6.1 Shareholder Direction

As sole shareholder of the Corporation, the City has adopted the Shareholder Direction that sets out the following corporate governance principles with respect to Toronto Hydro:

- the objectives and principles that govern the operations of Toronto Hydro;
- the matters in addition to those set out in the OBCA that require the approval of the City as the sole shareholder of the Corporation; and
- certain financial and administrative arrangements between the Corporation and the City.

(a) Shareholder Objectives and Principles

The Shareholder Direction requires Toronto Hydro to conduct its affairs and govern its operations in accordance with such rules, policies, directives or objectives as directed by City Council from time to time.

The Shareholder Direction provides that the following objectives and principles shall govern the operations of Toronto Hydro:

- to operate Toronto Hydro on an efficient and commercially prudent basis;
- to optimize the City's return on equity as the sole shareholder of the Corporation and operate Toronto Hydro with a view to meeting the financial performance objectives of the City as set out in the Shareholder Direction;

- to provide a reliable, effective and efficient electricity distribution system that supports the electricity demands of residents and businesses in the City;
- to operate Toronto Hydro in an environmentally responsible manner consistent with the City's energy, climate change and urban forestry objectives and, as appropriate, utilizing emerging green technologies;
- to ensure that the business is managed in material compliance with all law; and
- to engage in recruitment and procurement practices designed to attract employees and suppliers from the City's diverse community.

The Shareholder Direction provides that the Board is responsible for determining and implementing the appropriate balance among these objectives and principles and for causing Toronto Hydro to conduct its affairs in accordance with the same.

(b) Shareholder Approval

In addition to those matters set out in the OBCA, the following matters, among others, require the approval of the City as the sole shareholder of the Corporation:

- subject to certain exceptions in the case of LDC, creating any security over the assets of the Corporation or LDC;
- in the case of LDC, providing any financial assistance to any person other than in accordance with the Shareholder Direction;
- in the case of the Corporation and LDC, making any investment in or providing any financial assistance to any subsidiary of the Corporation (other than LDC), other than trade payables incurred in the ordinary course of business on customary terms and an investment in or financial assistance to a subsidiary that originally was an investment in or financial assistance to LDC, in excess of 12% of the shareholder's equity of LDC as shown in its most recent financial statements; and
- acquiring any interest in the electricity distribution system, undertaking or securities of a distributor operating outside the City unless, among other things, the acquisition does not adversely affect the dividend payable to the City and there is no dilution of the City's shareholding in the Corporation.

The City has authorized the Corporation to provide financial assistance to its subsidiaries for the purpose of enabling them to carry on their respective businesses, including, in the case of LDC, for the purpose of satisfying the prudential requirements of the IESO. See note 17 to the Consolidated Financial Statements. The Shareholder Direction limits the financial assistance that may be provided by the Corporation to its subsidiaries to an aggregate amount of \$500.0 million, except in the case of LDC, which financial assistance is unlimited.

(c) Financial Performance

The Shareholder Direction provides that the Board will use its best efforts to ensure that Toronto Hydro meets certain financial performance standards, including those relating to the credit rating and dividends.

(d) Credit Rating

The Shareholder Direction provides that the Corporation will obtain and maintain a rating of A minus or higher (or its equivalent rating, depending on the credit rating agency) on its senior debt securities, as rated by two accredited credit rating agencies in Ontario (which include S&P, DBRS and Moody's).

(e) Dividends

Subject to applicable law, the Shareholder Direction provides that the Corporation will pay dividends to the City each year amounting to the greater of \$25.0 million or 50% of the Corporation's consolidated net income for the prior fiscal year. The dividends are not cumulative and are payable as follows:

- \$6.25 million on the last day of each fiscal quarter of the year; and
- the amount, if any, by which 50% of the Corporation's annual consolidated net income for the year exceeds \$25.0 million, within ten days after the approval of the Corporation's audited consolidated financial statements for the year by the Board.

The Corporation declared and paid dividends to the City totalling \$33.1 million in 2011, \$48.0 million in 2012 and \$43.0 million in 2013.

On March 19, 2014, the Board declared dividends in the amount of \$41.87 million. The dividends are comprised of \$35.62 million with respect to net income for the year ended December 31, 2013, payable to the City on March 28, 2014, and \$6.25 million with respect to the first quarter of 2014, payable to the City on March 31, 2014.

LDC declared and paid \$nil dividends to the Corporation in 2011 and 2012, and \$40.0 million in 2013.

TH Energy declared and paid dividends to the Corporation amounting to \$nil in 2011, \$28.5 million in 2012 and \$nil in 2013.

On August 15, 2013, the Corporation passed a resolution to reduce the share capital of TH Energy to \$20 million and to distribute \$20 million to the Corporation, which was paid on August 16, 2013.

6.2 Indebtedness to the City

On April 1, 2010, the City monetized its interest in the Amended and Restated City Note under which the Corporation had \$490.1 million of indebtedness outstanding to the City. The Amended and Restated City Note represented the Corporation's remaining indebtedness to the City in consideration for the transfer of \$980.2 million of electricity distribution system assets by the Toronto Hydro-Electric Commission and the City to LDC upon initial formation of Toronto Hydro on July 1, 1999.

The Amended and Restated City Note was converted, in accordance with its terms, into two series of debentures of the Corporation ("Series 4" and "Series 5") on April 1, 2010 and sold to the public by a syndicate of investment dealers. The Corporation did not receive any proceeds from the offering of the Series 4 and Series 5 debentures. Following the completion of the offering of the Series 4 and Series 5 debentures, the Amended and Restated City Note was cancelled. The Corporation repaid the Series 4 and Series 5 debentures which matured on December 30, 2011 and May 6, 2013, respectively.

As at the date of this AIF, the Corporation has no further indebtedness outstanding to the City.

6.3 Services Provided to the City

Toronto Hydro provides certain services to the City at commercial and regulated rates, including street lighting maintenance services, and, prior to June 30, 2013 only, consolidated electricity billing services. These services are provided by TH Energy and sub-contracted to LDC. See section 4.4 under the heading "Toronto Hydro Energy Services Inc." for more information. See note 20 to the Consolidated Financial Statements.

PART 7 – TAXATION

7.1 Tax Regime

The Corporation is exempt from tax under the ITA, if not less than 90% of the capital of the Corporation is owned by the City and not more than 10% of the income of the Corporation is derived from activities carried on outside the municipal geographical boundaries of the City. In addition, the Corporation's subsidiaries are also exempt from tax under the ITA provided that all of their capital is owned by the Corporation and not more than 10% of their respective income is from activities carried on outside the municipal geographical boundaries of the City. A corporation exempt from tax under the ITA is also exempt from tax under the TA.

The Corporation and each of its subsidiaries are MEUs for purposes of the PILs regime contained in the Electricity Act. The Electricity Act provides that a MEU that is exempt from tax under the ITA and the TA is required to make, for each taxation year, a PILs payment to the OEFC in an amount equal to the tax that it would be liable to pay under the ITA and the TA if it were not exempt from tax. The PILs regime came into effect on October 1, 2001, at which time the Corporation and each of its subsidiaries were deemed to have commenced a new taxation year for purposes of determining their respective liabilities for PILs payments.

If the Corporation or a subsidiary ceases to be exempt from tax under the ITA and the TA, it will become subject to tax under those statutes, will no longer be required to make PILs payments to the OEFC, and will be deemed to have disposed of its assets for proceeds of disposition equal to their fair market value at that time and to have reacquired its assets at the same amount with the result that:

- such corporation would become liable to make a PILs payment in respect of any income or gains arising as a result of these deemed dispositions; and
- the amount of annual taxes payable by the corporation under the ITA, and the TA may be different from the PILs payment that would be payable without a loss of tax-exempt status to reflect, among other things, the consequences of these deemed dispositions and acquisitions.

The Electricity Act also provides that a municipal corporation or an MEU is required to pay a transfer tax when it transfers Electricity Property. An interest in Electricity Property includes any interest in a corporation, partnership or other entity that derives its value in whole or in part from Electricity Property. The transfer tax is the prescribed percentage (currently 33%) of the fair market value of the interest transferred. The amount of transfer tax payable where the interest that is transferred is an interest in a corporation, partnership or other entity, is calculated in accordance with a special rule. The amount of transfer tax payable by an MEU on a transfer of Electricity Property may be reduced by:

- any PILs payment made by the MEU in respect of the part of the taxation year up to and including the date that the transfer takes place or a previous taxation year;
- any amount that the MEU has paid as tax under Part III of the TA in respect of the part of the taxation year up to and including the date of the transfer or a previous taxation year; and
- any amount that the MEU would be liable to pay under Part I of the ITA in respect of the taxation year if that tax were calculated on the basis that the MEU had no income during the taxation year other than the capital gain, or income under paragraph 14(1)(b) of the ITA in respect of the disposition of eligible capital property, arising on the transfer of the property subject to the transfer tax.

Transfers of Electricity Property made to a municipal corporation, a MEU, Hydro One or OPG will be an excluded transfer and thereby exempt from the transfer tax.

In addition, a refund of transfer tax will be made where such tax had been paid on the sale or transfer of Electricity Property and where the proceeds of that transfer were reinvested in certain other capital or depreciable assets used in connection with generating, transmitting, distributing or retailing electricity in Ontario and, subject to certain deeming rules, before the end of the second taxation year following the taxation year in which the liability to pay the transfer tax arose.

PILs payments are deductible in computing the transfer tax only to the extent that they have not been previously applied to reduce transfer tax payable by a municipal corporation or a MEU.

7.2 PILs Recoveries through Rates

The OEB Filing Requirements For Electricity Distribution Rate Applications provides for electricity distribution rate adjustments to permit recoveries relating to PILs payments. These recoveries are recalculated and submitted for recovery by LDC in each Cost of Service or rebasing distribution rate application. LDC is also generally at risk for variances between forecasted and actual PILs paid, excluding variances arising from changes in tax rates not assumed in the setting of rates for the period in question, which variances are disposed of through deferral accounts under both a Cost of Service or IRM. See notes 9(g), 9(h) and 22(b) to the Consolidated Financial Statements.

7.3 Tax Contingencies

The Ministry of Finance had issued assessments in respect of payments in lieu of additional municipal and school taxes under section 92 of the Electricity Act that were in excess of the amounts LDC believes were payable. The dispute arose as a result of inaccurate information incorporated into Ontario Regulation 224/00. The Corporation has worked with the Ministry of Finance to resolve this issue, and as a result the Ministry of Finance issued Ontario Regulation 423/11 on August 31, 2011. The new regulation revoked Ontario Regulation 224/00 and corrected inaccurate information retroactively to 1999.

In May 2012, the Ministry of Finance completed its reassessment as a consequence of the change in regulation. The impact of the reassessment issued was favourable to the Corporation.

PART 8 - RISK FACTORS

8.1 Risk Oversight

Toronto Hydro faces various risks that could impact the achievement of its strategic objectives. It adopts an enterprise wide approach to risk management, achieved through a process of consolidating and aligning the various views of risk across the enterprise via a risk governance structure. Toronto Hydro executes its ERM activities via an ERM framework that is aligned to industry best practices and international guidelines. Toronto Hydro views ERM as a management activity undertaken to add value and improve overall operations. It helps Toronto Hydro by enabling the attainment of its strategic goals and objectives through a systematic, disciplined approach towards identifying, evaluating, treating, monitoring and reporting of risks. Accordingly, ERM is an integral part of the strategic management of Toronto Hydro and is routinely considered in forecasting, planning and executing all aspects of the business.

The ERM framework is operationalized by a consistent, disciplined methodology that clearly defines the risk management process which incorporates subjective elements, risk quantification and risk interdependencies.

While Toronto Hydro's philosophy is that ERM is the responsibility of all business units, at all levels, in matters strategic and operational, the ERM governance structure is comprised of three key levels.

At the top level is the Board who work to maintain a general understanding of the risk categories, the types of risks to which Toronto Hydro may be exposed and the practices used to identify, assess, measure and manage those risks. Quarterly, the Board reviews Toronto Hydro's risk profile, a list of key risks together with treatment activities that represents the greatest threats to meeting Toronto Hydro's strategic objectives.

The second level is the ROC, a lead body to ensure systems are in place to identify, manage, and monitor risks. Through its review of reports from the business and other areas, the ROC assesses the appropriateness and consistent application of systems to manage risks within Toronto Hydro. The ROC also ensures that key risks are brought forward to the attention of the Board and for action by executive management.

Finally, the third level is the Risk Forum. The Risk Forum supports the ROC and is a collection of subject matter experts from across Toronto Hydro who actively engage in the day to day management of risks. Working with the

ROC, the Risk Forum oversees Toronto Hydro's risk profile, its performance against the defined risk appetite and determines appropriate risk responses. They also work to ensure effective, efficient, complete and transparent risk reporting to the ROC.

Toronto Hydro's business is subject to a variety of risks including those described in the following sections.

8.2 Regulatory Developments

Ontario's electricity industry regulatory developments and policy changes may affect the electricity distribution rates charged by LDC and the costs LDC is permitted to recover. This may in turn have a material adverse effect on the financial performance of the Corporation and/or LDC's ability to provide reliable service to its customers. In particular, there can be no assurance that:

- the OEB will approve LDC's electricity distribution rates under the RRFE, at levels that will permit LDC to carry out its planned capital work programs required to maintain safe and reliable service to its customers and earn the allowed rate of return on the investment in the business;
- the regulatory instruments that arise from the RRFE will be sufficient to address LDC's operations, needs and circumstances in respect of future applications for electricity distribution rates;
- the OEB will not set a lower recovery for LDC's cost of capital;
- the full cost of providing service to distribution customers will be permitted to be recovered through LDC's electricity distribution rates;
- the OEB will not permit competitors to provide distribution services in LDC's licensed area, or permit loads within LDC's service area to become electrically served by a means other than through LDC's electricity distribution system;
- the OEB will allow recovery for revenue lost as a consequence of unanticipated effects of CDM;
- parts of LDC's services will not be separated from LDC and opened to competition; or
- regulatory or other changes will not be made to the PILs regime.

Changes to any of the laws, rules, regulations and policies applicable to the businesses carried on by Toronto Hydro could also have a significant impact on Toronto Hydro. There can be no assurance that Toronto Hydro will be able to comply with applicable future laws, rules, regulations and policies. Failure by Toronto Hydro to comply with applicable laws, rules, regulations and policies may subject Toronto Hydro to civil or regulatory proceedings that may have a material adverse effect on the Corporation.

Any future regulatory decision to disallow or limit the recovery of costs could lead to potential asset impairment and charges to results from operations, which could have a material adverse effect on Toronto Hydro.

8.3 Condition of Distribution Assets

LDC estimates that approximately one-third of its electricity distribution assets are past their expected useful lives. LDC's ability to continue to provide a safe work environment for its employees and a reliable and safe distribution service to its customers and the general public will depend on, among other things, the OEB allowing recovery of costs in respect of LDC's maintenance program and capital expenditure requirements for distribution plant refurbishment and replacement.

LDC is focused on overcoming the above challenges and executing its maintenance program. However, if LDC is unable to carry out these plans in a timely and optimal manner, equipment performance will degrade which may compromise the reliability of distribution assets, the ability to deliver sufficient electricity and/or customer supply security and increase the costs of operating and maintaining these assets.

8.4 Information Technology Infrastructure

Toronto Hydro's ability to operate effectively is in part dependent on the development, maintenance and management of complex information technology systems. Computer systems are employed to operate LDC's electricity distribution system, and Toronto Hydro's financial, billing and business systems to capture data and to produce timely and accurate information. Failures of any one of the financial, business and operating systems could have a material adverse effect on the Corporation's business, operating results, financial condition and prospects. Toronto Hydro mitigates this risk through various methods including the use of security event management tools on its distribution and business systems, by separating the electricity distribution system from the business systems and by providing company-wide awareness training to personnel.

LDC's electricity distribution infrastructure and technology systems are also potentially vulnerable to damage or interruption from cyber attacks, which could have an adverse impact on its operations, financial conditions, brand and reputation. While LDC has implemented preventative measures to monitor and protect against cyber attacks and mitigate their effects, there can be no assurance that such measures will be completely effective in protecting LDC's electricity distribution infrastructure or assets from a cyber attack or the effects thereof.

8.5 Natural and Other Unexpected Occurrences

Toronto Hydro's operations are exposed to the effects of natural and other unexpected occurrences such as severe or unexpected weather conditions, terrorism and pandemics. In the current year, the City experienced two severe weather events, one of which (see section "Ice Storm" in the Corporation's MD&A for the year ended December 31, 2013 for more information) had a significant financial impact. Although Toronto Hydro's facilities and operations are constructed, operated and maintained to withstand such occurrences, there can be no assurance that they will successfully do so in all circumstances. Any major damage to Toronto Hydro's facilities or interruption of Toronto Hydro's operations arising from these occurrences could result in lost revenues and repair costs that can be substantial. Although Toronto Hydro has insurance, if it sustained a large uninsured loss caused by natural or other unexpected occurrences, LDC would apply to the OEB for the recovery of the loss related to the electricity distribution system. There can be no assurance that the OEB would approve, in whole or in part, such an application.

8.6 Electricity Consumption

LDC's electricity distribution rates are comprised of a fixed charge and a usage-based (consumption) charge. The volume of electricity consumed by LDC's customers during any period is governed by events largely outside LDC's control (e.g., principally sustained periods of hot or cold weather could increase the consumption of electricity, sustained periods of mild weather could decrease the consumption of electricity and general economic conditions could affect overall electricity consumption). Accordingly, there can be no assurance that LDC will earn the revenue requirement approved by the OEB.

Economic conditions could also lead to lower overall electricity consumption, particularly in the commercial customer segment, which is estimated to be the most sensitive to economic changes. Lower electricity consumption from customers could negatively impact LDC's revenue. On an annual basis, the Corporation estimates that a decrease of 1% in electricity consumption would reduce net revenue by approximately \$3.5 million.

8.7 Market and Credit Risk

LDC is subject to credit risk with respect to customer non-payment of electricity bills. LDC is permitted to mitigate the risk of customer non-payment using any means permitted by law, including security deposits (including letters of credit, surety bonds, cash deposits or lock-box arrangements, under terms prescribed by the OEB), late payment penalties, pre-payment, pre-authorized payment, load limiters or disconnection. In the event of an actual payment default and a corresponding bad debt expense incurred by LDC, approximately 80% of the expense would be related to commodity and transmission costs and the remainder to LDC's distribution revenue. While LDC would be liable for the full amount of the default, there can be no assurance that the OEB would allow recovery of the bad debt expense from remaining customers. Established practice in such cases is that the OEB would examine any electricity distributor's application for recovery of extraordinary bad debt expenses on a case-by-case basis.

Toronto Hydro is exposed to fluctuations in interest rates for the valuation of its post-retirement benefit obligations. Toronto Hydro estimates that a 1% (100 basis point) increase in the discount rate used to value these obligations would decrease the accrued benefit obligation of the Corporation, as at December 31, 2013, by approximately \$37.0 million, and a 1% (100 basis point) decrease in the discount rate would increase the accrued benefit obligation, as at December 31, 2013, by approximately \$45.5 million.

As at December 31, 2013, aside from the valuation of its post-retirement benefit obligations, Toronto Hydro was exposed to interest rate risk predominately from short-term borrowings under its commercial paper program, while most of its remaining obligations were either non-interest bearing or bear fixed interest rates, and its financial assets were predominately short-term in nature and mostly non-interest bearing. The Corporation estimates that a 100 basis point increase (decrease) in short-term interest rates, with all other variables held constant, would result in an increase (decrease) of approximately \$2.1 million to annual net financing charges.

8.8 Additional Debt Financing and Credit Rating

Cash generated from operations, after the payment of expected dividends, is not expected to be sufficient to repay existing indebtedness, fund Capital Expenditures and meet other obligations. The Corporation relies on debt financing through its MTN Program, CP Program or existing credit facilities to repay existing indebtedness, finance the Corporation's daily operations, and fund Capital Expenditures. The Corporation's ability to arrange sufficient and cost-effective debt financing could be adversely affected by a number of factors, including financial market conditions, the regulatory environment in Ontario, the Corporation's results of operations and financial condition, the ratings assigned to the Corporation or the debentures issued under the Corporation's MTN Program by credit rating agencies, the current timing to maturity of the Corporation's Debentures, the availability of the commercial paper market and general economic conditions. See notes 11 and 13 to the Consolidated Financial Statements.

Should the Corporation's credit rating from both credit rating agencies fall below "A (minus)" with stable outlook (S&P) and "A (low)" with stable trend (DBRS), the Corporation and its subsidiaries may be required to post additional collateral with the IESO.

8.9 Work Force Renewal

Over the next decade, a significant portion of Toronto Hydro's employees will become eligible for retirement, including potential retirements occurring in supervisory, trades and technical positions. Accordingly, Toronto Hydro will be required to attract, train and retain skilled employees. There can be no assurance that Toronto Hydro will be able to attract and retain the required workforce.

8.10 Labour Relations

Toronto Hydro's ability to operate successfully in the electricity industry in Ontario will continue to depend in part on its ability to make changes to existing work processes and conditions to adapt to changing circumstances. Toronto Hydro's ability to make such changes, in turn, will continue to depend in part on its relationship with its labour unions and its ability to develop plans and approaches that are acceptable to its labour unions. There can be no assurance that Toronto Hydro will be able to secure the support of its labour unions.

8.11 Insurance

Although Toronto Hydro maintains insurance as described under section 4.6(e) under the heading "Insurance" above, there can be no assurance that Toronto Hydro will be able to obtain or maintain adequate insurance in the future at rates it considers reasonable or that insurance will continue to be available. In addition, there can be no assurance that available insurance will cover all losses or liabilities that might arise in the conduct of the Toronto Hydro's business. Toronto Hydro self-insures against risks (e.g., business interruption and physical damage to certain automobiles). The occurrence of a significant uninsured claim or a claim in excess of the insurance coverage limits maintained by Toronto Hydro could have a material adverse effect on the Corporation's results of operations and financial position.

8.12 Conflicts of Interest

The City owns all of the outstanding shares of the Corporation and has the power to determine the composition of the Board and influence the Corporation's major business and corporate decisions, including its financing programs and dividend payments. A conflict may arise between the City's role as the sole shareholder of the Corporation and its role as the administrator of the City's budget and other matters for the residents of the City.

8.13 Change of Ownership

The City may decide to sell all or part of the Corporation. In the case of such event, depending on the nature of the transaction, the Corporation's credit ratings could be negatively affected.

8.14 Real Property Rights

Certain terminal stations and municipal substations of LDC are located on lands owned by the Province, the City and others. In some cases, LDC does not have and may not be able to obtain formal access agreements with respect to such facilities. Failure to obtain or maintain access agreements could adversely affect LDC's operations.

8.15 LDC Competition

In the past, there had been one electricity distributor in each region of Ontario. Under the current regulatory regime, a person must obtain a licence from the OEB in order to own and operate an electricity distribution system. LDC has the right to distribute electricity in the City. Although the distribution licence specifies the area in which the distributor is authorized to distribute electricity, unless otherwise provided, the licence does not provide exclusive distribution rights for such area.

The Corporation believes that the complexities and potential inefficiencies that would be created by having multiple electricity distributors authorized to serve a single area are likely to result in the continuation of the practice of having a single electricity distributor authorized to serve a single area. In addition, the Corporation believes that there are significant barriers to entry with respect to the business of electricity distribution in Ontario, including the cost of maintaining an electricity distribution system, OEB regulation of electricity distribution rates and the level of regulatory compliance required to operate an electricity distribution system. However, the Corporation recognizes that more than one distribution licence could be issued for the same area and there is a possibility that in the future some business functions or activities could be separated from LDC and made open to competition from non-regulated business entities, or that defined geographical areas within LDC's service area may be electrically supplied by a means other than through LDC's electricity distribution system.

PART 9 - CAPITAL STRUCTURE

9.1 Share Capital

The authorized capital of the Corporation consists of an unlimited number of common shares without par value, of which 1,000 common shares are issued and outstanding as at the date of this AIF. The City is the sole shareholder of the Corporation. See note 19 to the Consolidated Financial Statements.

9.2 Debentures

On May 7, 2003, the Corporation issued \$225.0 million 6.11% senior unsecured debentures due May 7, 2013 ("Series 1"). On November 14, 2007, the Corporation issued \$250.0 million 5.15% senior unsecured debentures due November 14, 2017 ("Series 2").

On November 12, 2009, the Corporation issued \$250.0 million 4.49% senior unsecured debentures, due November 12, 2019 ("Series 3").

The net proceeds from the sale of the Series 1, Series 2 and Series 3 debentures were used by the Corporation for general corporate purposes including the repayment of then-existing indebtedness to the City under the terms of the Amended and Restated City Note.

On April 1, 2010, the Amended and Restated City Note was converted, in accordance with its terms, into \$245.0 million 6.11% senior unsecured debentures due December 30, 2011 ("Series 4") and \$245.0 million 6.11% senior unsecured debentures due May 6, 2013 ("Series 5") and sold to the public by a syndicate of investment dealers. The Corporation did not receive any proceeds from the offering of the Series 4 and Series 5 debentures. See section 6.2 under the heading "Indebtedness to the City" for further information.

On May 20, 2010, the Corporation issued \$200.0 million 5.54% senior unsecured debentures due May 21, 2040 ("Series 6"). The net proceeds from the sale of the Series 6 debentures were used principally to finance regulated Capital Expenditures of LDC.

On November 18, 2011, the Corporation issued \$300.0 million 3.54% senior unsecured debentures, due November 18, 2021 ("Series 7"). The net proceeds from the sale of the Series 7 debentures were used to repay the Corporation's Series 4 debentures which matured on December 30, 2011 for general corporate purposes.

On December 10, 2012, the Corporation filed a base shelf prospectus with the securities commissions or similar regulatory authorities in each of the provinces of Canada. These filings allow the Corporation to make offerings of unsecured debt securities of up to \$1.5 billion during the 25-month period following the date of the prospectus. See note 11 to the Consolidated Financial Statements.

On April 9, 2013, the Corporation issued \$250.0 million of 2.91% senior unsecured debentures due April 10, 2023 ("Series 8") and \$200.0 million of 3.96% senior unsecured debentures due April 9, 2063 ("Series 9"). The net proceeds of the debentures, together with borrowings under the Corporation's revolving credit facility, were used to repay the Corporation's Series 1 and Series 5 debentures which matured on May 7, 2013 and May 6, 2013 respectively.

9.3 Credit Facility

The Corporation is a party to a credit agreement with a syndicate of Canadian chartered banks which establishes a revolving credit facility, pursuant to which it may borrow up to \$600.0 million, of which up to \$210.0 million is available in the form of letters of credit. On September 6, 2013, the Corporation extended the maturity date of its revolving credit facility from October 10, 2017 to October 10, 2018. Borrowings under the revolving credit facility bear interest at short-term floating rates with reference to the Corporation's credit rating.

The revolving credit facility contains certain covenants, the most significant of which is a requirement that the debt to capitalization ratio not exceed 75%. As at December 31, 2013, the Corporation was in compliance with all covenants included in its revolving credit facility.

On December 17, 2013, the Corporation launched a CP Program, allowing up to \$400.0 million of unsecured short-term promissory notes to be issued in various maturities of no more than one year. The CP Program is supported by liquidity facilities available under the Corporation's revolving credit facility; hence, available borrowing under its revolving credit facility is reduced by the amount of commercial paper outstanding at any point in time. Proceeds from the CP Program are being used for general corporate purposes. As at December 31, 2013, \$150.0 million was outstanding under the CP Program. Borrowings under the CP Program bear interest based on the prevailing market conditions at the time of issuance.

Additionally, the Corporation is a party to:

- a demand facility with a Canadian chartered bank for \$75.0 million for the purpose of issuing letters of credit mainly to support LDC's prudential requirements with the IESO ("Prudential Facility"); and
- a demand facility with a second Canadian chartered bank for \$20.0 million for the purpose of working capital management ("Working Capital Facility").

As at December 31, 2013, no amounts had been drawn under the revolving credit facility, and \$19.1 million had been drawn under the Working Capital Facility. As at December 31, 2013, \$50.1 million of letters of credit had been issued against the Prudential Facility. For the year ended December 31, 2013, the average outstanding borrowings on the Corporation's credit facilities, excluding the Prudential Facility, were \$67.7 million with weighted average interest rate of 1.98%.

9.4 Credit Ratings

As at December 31, 2013, the debentures issued under the Corporation's MTN Program and the commercial paper issued under the Corporation's CP Program were rated as follows:

	<u>Debentures</u>	<u>Commercial paper</u>
DBRS.....	A (high)	R-1 (low)
S&P	A	-

DBRS rates long-term debt instruments by rating categories ranging from a high of "AAA" to a low of "D". All rating categories other than AAA and D also contain the subcategories "(high)" and "(low)" to indicate relative standing within the major rating categories. The absence of either a "(high)" or "(low)" designation indicates the rating is in the middle of the category. An A rating is the third highest of the ten rating categories. Long-term debt instruments which are rated in the "A" category by DBRS are considered to be of good credit quality, with substantial capacity for the payment of financial obligations. Entities in the "A" category, however, may be vulnerable to future events, but qualifying negative factors are considered manageable.

DBRS rates short-term debt instruments by rating categories ranging from a high of "R-1 (high)" to a low of "D". An R-1 (low) rating is the third highest of the ten rating categories. Short-term debt instruments which are rated in the "R-1 (low)" category by DBRS are considered to be of good credit quality, with substantial capacity for the payment of financial obligations. Entities in the "R-1 (low)" category, however, may be vulnerable to future events, but qualifying negative factors are considered manageable.

S&P rates long-term debt instruments by rating categories ranging from a high of "AAA" to a low of "D". Ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. An A rating is the third highest of the ten rating categories. Long-term debt instruments which are rated in the "A" category by S&P are considered somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories; however, the obligor's capacity to meet its financial commitment on the obligation is still strong.

Credit ratings are intended to provide investors with an independent measure of the credit quality of an issue of securities. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating agency.

The Debentures are not listed, posted for trading or quoted on any stock exchange or quotation system.

The Debentures have been issued under the CDSX book entry system administered by CDS Clearing and Depository Services Inc. ("CDS") with BNY Trust Company of Canada as trustee. Accordingly, a nominee of CDS is the registered holder of the Debentures and beneficial ownership of the Debentures is evidenced through book entry credits to securities accounts of CDS participants (e.g., banks, trust companies and securities dealers), who act as agents on behalf of beneficial owners who are their customers, rather than by physical certificates representing the Debentures.

For the years ended December 31, 2013 and 2012, payments were made to both DBRS and S&P for credit rating services only.

PART 10 - DIRECTORS AND OFFICERS

10.1 Nomination of Directors

The Board consists of eleven directors, all of whom are appointed by the sole shareholder of the Corporation, the City.

Pursuant to the Shareholder Direction, in electing directors to the Board, the City gives due regard to the qualifications of a candidate, including: experience or knowledge; commercial sensitivity and acumen; independence of judgment; and personal integrity. The City seeks candidates with experience and knowledge in: public utility commissions or boards of major corporations or other commercial enterprises; corporate finance; corporate governance; market development; large system operation and management; urban energy industries; and public policy issues and laws relating to Toronto Hydro, the electricity industry, environmental matters, labour relations and occupational health and safety issues.

10.2 Directors and Officers

The following table sets forth, for each of the directors and executive officers of the Corporation, the name, province and country of residence, office, principal occupation and, if a director, the date on which the person became a director and the expiry date of his or her current term. Each director is elected to serve for two years or until his or her successor is elected. Each City Councillor director is also elected to serve for two years or until his or her successor is elected.

<u>Name⁽¹⁾ and Residence</u>	<u>Office</u>	<u>Principal Occupation</u>	<u>Director Since</u>	<u>Expiry of Current Term</u>
Clare R. Copeland Ontario, Canada	Director and Chair of the Board of Directors	Chief Executive Officer, Falls Management Company ⁽²⁾	June 23, 1999	April 14, 2013 ⁽³⁾
Patricia Callon Ontario, Canada	Director	Chief Legal Officer, Canadian Securities Transition Office ⁽⁴⁾	August 1, 2005	April 14, 2013 ⁽³⁾
Brian Chu Ontario, Canada	Director	Partner, Bogart Robertson & Chu ⁽⁵⁾	August 1, 2005	April 14, 2013 ⁽³⁾
Shoba Khetrupal Ontario, Canada	Director	Corporate Director	December 1, 2008	April 14, 2013 ⁽³⁾
David Williams Ontario, Canada	Director and Chair of the Board of Directors	Corporate Director	March 31, 2010 ^(6,7)	April 14, 2015
Derek Cowbourne Ontario, Canada	Director	Corporate Director	December 1, 2008 ⁽⁶⁾	April 14, 2015
Paulette Kennedy Ontario, Canada	Director	Corporate Director	December 1, 2008 ⁽⁶⁾	April 14, 2015
Vincent Brescia Ontario, Canada	Director	President, Wyse Meter Solutions Inc. ⁽⁸⁾	July 12, 2012 ⁽⁶⁾	April 14, 2015
Colum Bastable Ontario, Canada	Director	Chairman, Cushman & Wakefield Ltd. ⁽⁹⁾	April 15, 2013 ⁽⁶⁾	April 14, 2015

<u>Name⁽¹⁾ and Residence</u>	<u>Office</u>	<u>Principal Occupation</u>	<u>Director Since</u>	<u>Expiry of Current Term</u>
Sara Gelgor Ontario, Canada	Director	Vice President, Enterprise Programs, Global Compliance, Scotiabank ⁽¹⁰⁾	April 15, 2013 ⁽⁶⁾	April 14, 2015
Isabel Meharry Ontario, Canada	Director	Chief Financial Officer, Green Shield Canada ⁽¹¹⁾	April 15, 2013 ⁽⁶⁾	April 14, 2015
Glenna Carr Ontario, Canada	Director	Corporate Director	April 15, 2013 ⁽⁶⁾	April 14, 2015
Shelley Carroll Ontario, Canada	Director	Councillor, City of Toronto	December 7, 2010 ⁽¹²⁾	November 30, 2014
Josh Colle Ontario, Canada	Director	Councillor, City of Toronto	December 7, 2010 ⁽¹³⁾	November 30, 2014
Gloria Lindsay Luby Ontario, Canada	Director	Councillor, City of Toronto	January 1, 2013 ⁽¹⁴⁾	November 30, 2014
Anthony Haines Ontario, Canada	President and Chief Executive Officer	President and Chief Executive Officer, Toronto Hydro Corporation	N/A	N/A
Jean-Sebastien Couillard Ontario, Canada	Chief Financial Officer	Chief Financial Officer, Toronto Hydro Corporation	N/A	N/A
Paul Sommerville Ontario, Canada	Vice President, Regulatory Affairs and General Counsel	Vice President, Regulatory Affairs and General Counsel, Toronto Hydro Corporation	N/A	N/A

Notes:

- (1) No director serves as a director or trustee of another reporting issuer except for: (a) Mr. Copeland, who serves as a trustee of RioCan Real Estate Investment Trust, and a director of Danier Leather Inc., Chesswood Group Limited (formerly called Chesswood Income Fund), Entertainment One Ltd., MDC Partners Inc., and Telesat Canada; and (b) Mr. Williams, who serves as a director of Shoppers Drug Mart Corporation, Mitel Networks Corporation, and the Lead Director of Mattamy Homes Corporation.
- (2) Falls Management Company is the developer and operator of Casino Niagara and Niagara Fallsview Casino Resort.
- (3) Effective April 14, 2013, Clare Copeland ceased to be a director and Chair of the Board and Patricia Callon, Brian Chu and Shoba Khetapal ceased to be directors of the Corporation.
- (4) The Canadian Securities Transition Office was established by the Government of Canada in 2009 to lead the transition to a single Canadian securities regulator.
- (5) Bogart, Robertson & Chu is a law firm.
- (6) Effective April 15, 2013, David Williams was re-appointed as a director and appointed as Chair of the Board, Paulette Kennedy, Vince Brescia and Derek Cowbourne were re-appointed as directors of the Corporation and Colum Bastable, Glenna Carr, Sara Gelgor and Isabel Meharry were appointed directors of the Corporation.
- (7) Mr. Williams also served as a director of the Corporation from June 23, 1999 to August 1, 2005.
- (8) Wyse Meter Solutions Inc. is an end to end sub-metering solutions provider for electrical, water and natural gas services.
- (9) Cushman & Wakefield Ltd. is a private corporation providing real estate brokerage and advisory services to the commercial real estate industry in Canada.
- (10) The Bank of Nova Scotia (“Scotiabank”) is a chartered bank under the Bank Act (Canada).

- (11) Green Shield Canada provides health and dental plans for groups and individuals.
- (12) Councillor Carroll was reappointed as a City Council director to the Board effective as of January 1, 2013.
- (13) Councillor Colle was reappointed as the Mayor's designate to the Board effective as of January 1, 2013.
- (14) Councillor Lindsay Luby was appointed as a City councillor director to the Board of Director effective as of January 1, 2013.
- (15) As at March 31, 2014, female directors constituted 54.5% (6 of 11) of the members of the Corporation's Board.

10.3 Principal Occupations

All of the directors and executive officers of the Corporation have held the principal occupations identified in section 10.2 above with the same or associated companies or organizations for 5 years or more, except for:

- (a) Ms. Callon, who was a Consultant with the Ontario Securities Commission between September 2005 and August 2009;
- (b) Ms. Kennedy, who was a Commissioner of the Ontario Securities Commission from April 2008 to March 2013;
- (c) Councillor Colle, who was Associate Vice-President of Bridgepoint Group Ltd. from August 2008 to November 2010;
- (d) Mr. Haines who was the President of LDC from September 2006 until his appointment as CEO effective October 1, 2009;
- (e) Mr. Williams, who was interim President and CEO of Shoppers Drug Mart Corporation from February 2011 to October 2011;
- (f) Ms. Carr, who was Chair of the Board of Atomic Energy of Canada Ltd. from January 2008 to September 2011;
- (g) Mr. Brescia, who was President and Chief Executive Officer of Federation of Rental-Housing Providers of Ontario from January 2000 to October 2013;
- (h) Ms. Gelgor, who was Chief Compliance Officer at ScotiaLife Financial, Scotiabank from March 2008 to January 2014.

10.4 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Mr. Copeland was a director of White Rose Crafts and Nursery Sales Limited when it filed a voluntary assignment into bankruptcy in June 2002. Mr. Copeland resigned from this position in June 2002. Mr. Copeland also sat on the board of directors of Playdium Entertainment Corporation, which filed an application under the Companies' Creditors Arrangement Act (Canada) in February 2001. Mr. Copeland resigned from this position in May 2001. In each instance, Mr. Copeland had been asked to join the board when the company was already in difficulty due to his corporate restructuring experience.

Except as noted above, no director or executive officer of the Corporation is, as at the date of this AIF, or has within ten years prior to the date of this AIF:

- (a) been a director, chief executive officer or chief financial officer of any company (including the Corporation) that was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days, where such order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) been a director, chief executive officer or chief financial officer of any company (including the Corporation) that was the subject of a cease trade or similar order or an order that denied the company

access to any exemption under securities legislation for a period of more than 30 consecutive days, where such order was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

- (c) been a director, chief executive officer or chief financial officer of any company (including the Corporation) that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of such director or executive officer.

10.5 Independence

The Board consists of eleven directors, all of whom are appointed by the City in its capacity as sole shareholder of the Corporation. Three of the directors are Councillors of the City and are not considered independent because of their positions. None of the other directors have a direct or indirect material relationship with the Corporation and are independent within the meaning of applicable Canadian securities law.

No members of management sit on the Board. The Board meets regularly in the absence of management to discuss the management of the Corporation. Under its mandate, the Board is authorized to retain independent legal counsel and other advisors if it considers this appropriate. The mandate also provides that the Board shall have unrestricted access to the officers of the Corporation and is authorized to invite officers and employees of the Corporation and others to attend or participate in its meetings and proceedings if it considers this appropriate.

10.6 Committees of the Board of Directors

The Board had established four standing committees (Audit Committee, Corporate Governance Committee, Compensation Committee, Health and Safety Committee). On May 16, 2013, the Board amalgamated the Compensation and Health and Safety Committees to form the Human Resources Committee.

(a) Audit Committee

The Audit Committee is responsible for overseeing the adequacy and effectiveness of financial reporting, accounting systems, internal financial control structures and financial risk management systems. The Audit Committee reviews the Corporation's quarterly and annual financial statements as well as financial statements prepared in connection with securities offerings or required by applicable regulatory authorities, reviews the audit plans of the external auditors, oversees the internal audit of the Corporation, reviews reports related to reimbursement of business related expenses of officers and recommends the external auditor for appointment by the Corporation's sole shareholder. Members of the Audit Committee are Ms. Kennedy, Mr. Brescia and Ms. Meharry. Ms. Kennedy is the Chair of the Audit Committee. Prior to April 15, 2013, the Audit Committee was comprised of Mr. Chu (Chair), Ms. Kennedy and Ms. Khetrapal. See Part 11 under the heading "Audit Committee" below for further information on the Audit Committee.

(b) Corporate Governance Committee

The Corporate Governance Committee is responsible for considering and making recommendations to the Board with respect to matters relating to the corporate governance of Toronto Hydro, including board and committee composition and mandates, and guidelines for assessing the effectiveness of the Board and its committees and procedures to ensure that the Board functions independently from management. The Corporate Governance Committee also reviews and approves all orientation and education materials and programs for new and current directors undertaken by management. Members of the Corporate Governance Committee are Mr. Cowbourne, Ms. Carr and Ms. Gelgor. Mr. Cowbourne is the Chair of the Corporate Governance Committee. Prior to April 15, 2013, the Corporate Governance Committee was comprised of Mr. Cowbourne (Chair), Mr. Chu and Ms. Kennedy.

(c) Compensation Committee

Until May 16, 2013, the Compensation Committee was responsible for reviewing and assisting the Board in overseeing Toronto Hydro's compensation program.

(d) Health and Safety Committee

Until May 16, 2013, the Health and Safety Committee was responsible for considering and making recommendations to the Board with respect to matters of health and safety.

(e) Human Resources Committee

The Compensation and Health and Safety Committees were combined to form the new Human Resources Committee on May 16, 2013. The Human Resources Committee is responsible for reviewing and assisting the Board in overseeing the recruitment and assessment of the CEO and the compensation of the CEO, reviewing and approving the compensation of the executive officers, reviewing and approving executive compensation disclosure under applicable securities laws, and reviewing and making recommendations to the Board regarding the compensation structure and benefit plans and programs of Toronto Hydro. The Human Resources Committee is also responsible for reviewing and approving the parameters of collective bargaining negotiations, and reviewing and making recommendations to the Board with respect to environmental and health and safety matters. Members of the Human Resources Committee are Mr. Bastable, Councillor Colle and Mr. Williams. Mr. Bastable is the Chair of the Human Resources Committee. Prior to April 15, 2013, the Compensation Committee was comprised of Ms. Callon (Chair), Mr. Copeland, Mr. Bastable and Ms. Beed. Prior to April 15, 2013, the Health and Safety Committee was comprised of Mr. Williams (Chair), Ms. Callon and Ms. Khetrapal. See section 12.1(a) under the heading "Human Resources Committee" for further information on the Human Resources Committee.

10.7 Board Orientation and Continuing Education

Each new director, upon joining the Board, is given a comprehensive set of materials designed to provide him/her with a summary of the key organizational, financial, regulatory, and operational aspects of Toronto Hydro. These materials also contain information on the various Toronto Hydro boards and their committees.

On an on-going basis, as part of regular and special board meetings, directors receive presentations and reports on topics related to Toronto Hydro's businesses and the obligations and responsibilities of directors. Topics covered are either suggested by management or requested by the directors. As well, directors receive information from management in response to any actions arising at a board meeting or otherwise.

10.8 Board, Committee and Director Assessments

The Corporate Governance Committee oversees a process used to evaluate the effectiveness of the Board as a whole, its committees and the individual directors. The process is facilitated by an independent external consultant with expertise in board assessments as selected by the Board and consists of a written questionnaire evaluating the Board, its committees and the individual directors that is completed periodically by each director. The directors' responses to the questionnaire related to the operation of the Board and its committees are compiled into a summary report by the consultant that is reviewed by the Corporate Governance Committee. This report and recommended remedial actions are presented by the Chair of the Corporate Governance Committee to the Board for review, consideration and implementation.

10.9 Board Oversight and Management of Risks

In 2009, the Corporation adopted an ERM Program to add value and improve the Corporation's operations through enabling the attainment of its strategic goals and objectives. It helps the Corporation achieve this by bringing a systematic and disciplined approach towards identifying, evaluating, treating, monitoring and reporting of risks applicable to Toronto Hydro. Accordingly, ERM is an integral part of the strategic management of the Corporation's business and is routinely considered in forecasting, planning and executing all aspects of the

Corporation's operations. The ERM Program follows industry best practice and adopts a rigorous top-down / bottom-up approach towards the management of risks.

See Part 8 under the heading "Risk Factors" above for further information on ERM.

10.10 Indebtedness of Directors and Executive Officers

No director, executive officer, employee, former director, former executive officer or former employee or associate of any director or executive officer of the Corporation or any of its subsidiaries had any outstanding indebtedness to the Corporation or any of its subsidiaries except routine indebtedness or had any indebtedness that was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

10.11 Summary of Attendance of Directors

The following table summarizes the attendance of individual directors at meetings of the Board held for the 12-month period ending December 31, 2013.

Director	Board Meetings Attended
Clare R. Copeland ⁽¹⁾	2 of 2
Patricia Callon ⁽¹⁾	2 of 2
Brian Chu ⁽¹⁾	2 of 2
Shoba Khetrapal ⁽¹⁾	2 of 2
David Williams	6 of 6
Derek Cowbourne	6 of 6
Paulette Kennedy	5 of 6
Vincent Brescia	6 of 6
Colum Bastable ⁽²⁾	4 of 4
Sara Gelgor ⁽²⁾	4 of 4
Isabel Meharry ⁽²⁾	4 of 4
Glenna Carr ⁽²⁾	4 of 4
Shelley Carroll	5 of 6
Josh Colle	3 of 6
Gloria Lindsay Luby	5 of 6

Notes:

- (1) Effective April 14, 2013, Clare Copeland ceased to be a director and Chair of the Board and Patricia Callon, Brian Chu and Shoba Khetrapal ceased to be directors of the Corporation and only two meetings of the Board were held prior to that time.
- (2) Effective April 15, 2013, Colum Bastable, Glenna Carr, Sara Gelgor and Isabel Meharry were appointed directors of the Corporation and four meetings of the Board were held after that date.

PART 11- AUDIT COMMITTEE

11.1 Composition, Independence and Financial Literacy

The Audit Committee is comprised of Ms. Kennedy (Chair), Mr. Brescia and Ms. Meharry, each of whom is independent and financially literate within the meaning of applicable Canadian securities laws. Prior to April 15, 2013, the Audit Committee was comprised of Mr. Chu (Chair), Ms. Kennedy and Ms. Khetrupal.

11.2 Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an Audit Committee member is described below.

Mr. Chu holds a Juris Doctor from the University of Toronto and is a member of the Law Society of Upper Canada. Mr. Chu is a founding partner of the law firm of Bogart Robertson and Chu, practicing corporate and commercial real estate law. Mr. Chu served as Chair of the Audit Committee of Centennial College and as a member of the Finance Committee of the Ontario College of Art and Design. Mr. Chu served as the Chair of the Finance and Audit Committee of the Laidlaw Foundation. Mr. Chu serves on the Finance and Operations Committee of the Centennial Centre of Science and Technology (Ontario Science Centre). Mr. Chu has been a member of the Canadian Tax Foundation since 1986. Mr. Chu ceased to be an Audit Committee member effective April 14, 2013.

Ms. Khetrupal holds a Masters degree in Economics, is a certified director of the Institute of Corporate Directors and a member of the Toronto Chartered Financial Analysts Society. She is a member of the Board of Directors of Cancer Care Ontario and Vice Chair of its Audit Committee. She is also Vice Chair of the Board of Directors of The Public Accountants Council and a member of its governance committee. In addition, she is a member of the Canada Pension Plan Review Tribunal. Previous positions held include Vice President and Chief Financial Officer of Weekenders International, Vice President and Treasurer, Moore Corporation Limited, Director, Economics & Planning Canadian Pacific Enterprises Limited and member of the Boards of Directors of Moore Group Services BVBA-Belgium, Peak Technologies Canada Ltd., Moore Holdings Ltd. - Australia and the Ontario Casino Corporation. Ms. Khetrupal ceased to be an Audit Committee member effective April 14, 2013.

Ms. Kennedy is a chartered accountant and holds a Bachelor of Commerce degree from McMaster University. Ms. Kennedy has held a variety of senior financial management, regulatory and accounting positions including Commissioner of the Ontario Securities Commission, Chief Auditor and subsequently Chief Financial Officer at AEGON Canada Inc., Senior Vice-President and Chief Internal Auditor at Sobeys Inc., multiple roles including Chief Auditor, Chief Accountant and Vice-President Finance and Actuarial at Sun Life Financial Inc. Ms. Kennedy was also a member of the External Stakeholder Advisory Committee of the Financial Consumer Agency of Canada. Ms. Kennedy is currently a member of the Governing Council of the University of Toronto, Chair of the University of Toronto Audit Committee, a member of the Business Board and a member of the Pension Committee of the University of Toronto.

Mr. Brescia has a CMA designation from the Society of Management Accountants of Canada and holds a Masters of Arts in Economics from Lakehead University as well as an Honours Bachelor of Arts in Economics from the University of Western Ontario. Mr. Brescia is President of Wyse Meter Solutions Inc. and Director and Past-Chair of Canadian Federation of Apartment Associations. Previous positions held include President and Chief Executive Officer of Federation of Rental-Housing Providers of Ontario, Director of Municipal Property Assessment Corporation, and Director of Government Relations of Greater Toronto Home Builders' Association.

Ms. Meharry is a chartered accountant and holds a Masters of Business Administration from Schulich School of Business at York University and a Bachelor of Arts (Honours Economics) from the University of Toronto. Ms. Meharry has held a variety of senior financial positions including President and Chief Executive Officer of Financial Executive International, Executive Consultant for SunLife Financial of Canada and Executive Vice President at Aviva Insurance Company of Canada. Ms. Meharry is a former member of the Governing Council of the Institute of Chartered Accountants of Ontario, and a former Board member and former Chair of the Audit Committee and former Chair of the Credit and Risk Committee of Ontario Infrastructure and Lands Corporation. Ms. Meharry is currently the Chief Financial Officer of Green Shield Canada, a Board member and Chair of the

Audit Committee of APRIO Inc., a Board member and Chair of the Audit Committee for Hope Air, and a Board member, Past Chair and Chair of the Nominating Committee for Kerry's Place Autism Services. Ms. Meharry was awarded the FCA designation in 2009.

11.3 Audit Committee Charter

Under the terms of its charter, the Audit Committee is responsible for: managing the relationship between the Corporation and its external auditors; overseeing the external audit; overseeing the internal audit; reviewing, approving and recommending to the Board for approval the financial statements, management's discussion and analysis and interim reports of the Corporation, the annual information form and other public disclosure of financial information extracted from the Financial Statements of the Corporation; overseeing internal financial control structure and financial risk management systems; and establishing and reviewing certain procedures.

The full text of Corporation's Audit Committee Charter is attached as Annex A.

11.4 Policy on the Provision of Services by the External Auditors

The Audit Committee has developed a Policy on the Provision of Services by the External Auditors. Under the terms of the Policy:

- the external auditors may not provide services to Toronto Hydro that impair or have the potential to impair the independence and objectivity of the external auditors in relation to the external audit function (generally, prohibited services include services where the external auditors participate in activities that are normally undertaken by management of Toronto Hydro, are remunerated through a "success fee" structure, act in an advocacy role for Toronto Hydro or may be required to audit their own work);
- the Audit Committee has pre-approved certain audit and permitted non-audit services as services that the auditors may provide to Toronto Hydro, including: services that constitute the agreed scope of the external audit or interim reviews of Toronto Hydro; services that are outside the agreed scope of, but are consistent with, the external audit or interim reviews of Toronto Hydro; tax services that do not compromise the independence and objectivity of the external auditors in relation to the external audit; and other services of an advisory nature that do not compromise the independence and objectivity of the external auditors in relation to the external audit work; and
- an authorization process has been established which provides, among other things: the Chief Financial Officer may authorize in advance all engagements of the external auditors to provide pre-approved services (other than audit services) to Toronto Hydro up to a maximum of \$25,000 for any engagement and up to a maximum of \$100,000 for all engagements in any fiscal quarter (the Chief Financial Officer must report all such authorized engagements to the Audit Committee at its next meeting); the Chair of the Audit Committee may authorize in advance all engagements of the external auditors to provide pre-approved services (other than audit services) to Toronto Hydro up to a maximum of \$50,000 for any engagement and up to a maximum of \$100,000 for all engagements in any fiscal quarter (the Chair must report all such authorized engagements to the Audit Committee at its next meeting); and the Audit Committee must authorize in advance all engagements of the external auditors to provide pre-approved services to Toronto Hydro above the prescribed thresholds and all engagements to provide services that are not pre-approved services regardless of the dollar value of the services.

Exceptions can be made to this Policy where the exceptions are in the interests of Toronto Hydro and appropriate arrangements are established to ensure the independence and objectivity of the external auditors in relation to the external audit. Any exception must be authorized by the Audit Committee and must be reported to the Board.

11.5 External Auditors Service Fees

On April 12, 2011, KPMG LLP was appointed as the external auditor of the Corporation, replacing the former external audit firm of Ernst & Young LLP.

The table below sets out the fees billed by the Corporation's auditors for each of last two fiscal years in respect of the services noted below.

	Year ended December 31,			
	2013		2012	
	KPMG	E&Y	KPMG	E&Y
Audit fees ⁽¹⁾	\$530,795	-	\$557,981	-
Audit-related fees ⁽²⁾	-	-	-	-
Tax fees ⁽³⁾	-	-	-	-
All other fees ⁽⁴⁾	\$325,362	-	\$125,398	\$53,947

Notes:

- (1) Fees for audit services and interim reviews, including CPAB levy.
- (2) Fees for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under (1) above.
- (3) Fees for professional services rendered for tax compliance.
- (4) Fees for professional services rendered in connection with business development, review of IFRS reconciliation to the City, the MTN Program and other miscellaneous fees.

PART 12- EXECUTIVE COMPENSATION

12.1 Compensation Governance

(a) Human Resources Committee

(i) Composition and Independence

As a result of the amalgamation of the former Compensation and Health and Safety Committees of the Board on May 16, 2013 (as described in Section 10.6 (e) Human Resources Committee), the Corporation's executive compensation program is supervised by the Human Resources Committee under the direction of the Board. The Human Resources Committee is comprised of Mr. Bastable (Chair), Councillor Colle, and Mr. Williams. Mr. Bastable and Mr. Williams are each independent within the meaning of applicable Canadian securities laws. Councillor Colle is a member of the City Council. Since the City is the sole shareholder of the Corporation, Councillor Colle is not independent within the meaning of applicable Canadian securities laws. The appointment of one of the City Council directors to the Human Resources Committee is a requirement under the Shareholder Direction. Mr. Bastable is also Chair of the Board of Directors of LDC. Prior to April 15, 2013, the Compensation Committee was comprised of Ms. Callon (Chair), Mr. Copeland, Mr. Bastable and Ms. Beed.

(ii) Relevant Education and Experience

The general business experience, education, skills and expertise of each Human Resources Committee member, together with the education, experience, skills and expertise of the other members of the Human Resources Committee, enable the Human Resources Committee to make decisions on the suitability of Toronto Hydro's compensation policies and practices. The relevant experience, education, skills and expertise of each Human Resources Committee member is described below.

Ms. Callon holds a law degree from the University of Western Ontario and is a member of the Law Society of Upper Canada. She is currently Chief Legal Officer of the Canadian Securities Transition Office, the organization established by the federal government to implement a national securities regulator. Ms. Callon has held a variety of senior positions, including Vice-President & Associate General Counsel, Canadian Imperial Bank of Commerce and advisor to the Ontario Securities Commission. In 2012, she obtained the Human Resources and Compensation Committee Certified (H.R.C.C.C.) designation from The Directors College (a joint venture of McMaster University and The Conference Board of Canada). In 2005, she graduated from the Directors Education Program sponsored by the Institute of Corporate Directors Corporate Governance College and the Rotman School of Management which

included specific training on the board's role in enhancing human performance, including the appointment, evaluation, compensation and renewal of an organization's executive team. She is a member of the Board of Directors of Community MicroSkills Development Centre and Chair of its corporate governance committee which is responsible for, among other things, succession planning and performance evaluation of the Community MicroSkills Development Centre's executive director. Ms. Callon was a member of the Compensation Committee until April 14, 2013.

Mr. Copeland has a wide range of experience in Executive Compensation. He has held the position of Chairman of the Compensation Committee on several companies including Toronto Hydro Corporation, RioCan Real Estate Investment Trust, Danier Leather Inc., Chesswood Group Limited, The Pioneer Group Inc., MDC Partners Inc. and Entertainment One Ltd. Mr. Copeland is well versed and up-to-date with compensation systems and benefit programs at all levels. Mr. Copeland has also been the Chief Executive Officer of several organizations and in that role has the business experience of being the ultimate decision maker, together with the organizations' boards of directors and compensation committees, as applicable, regarding compensation issues. Mr. Copeland was a member of the Compensation Committee until April 14, 2013.

Ms. Beed holds a Master's of Science degree in Nursing from the University of Toronto and has held many senior positions in the health care field including Vice-President, Clinical Programs and Organizational Development at the Princess Margaret Hospital / Ontario Cancer Institute, and Chief Operating Officer at the University Health Network. Ms. Beed has also been a Global Partner with Deloitte Consulting Inc., where her focus was Change Management and Strategic Business Development in both the Energy and Consumer industry groups. Ms. Beed is currently the President and Chief Executive Officer of Markham Stouffville Hospital. Ms. Beed currently is a member of the Board of Directors at ventureLAB Inc., a member of the Board of Governors at Character Community Foundation of York Region, and a member of the Dean's Advisory Council of the Faculty of Health at York University. Ms. Beed is a former director of the Corporation. Ms. Beed was a member of the Compensation Committee until April 14, 2013.

Mr. Bastable has considerable experience in executive compensation matters from his years as the Chief Executive Officer of a publicly traded company, and as a member of the compensation committees of several boards on which he serves or has served as a director. Mr. Bastable is a Fellow of the Institute of Chartered Accountants in Ireland. He is currently Chairman of Cushman & Wakefield Ltd. His past business experience includes positions as President and Chief Executive Officer at Cushman & Wakefield Ltd., and Chief Financial Officer and Chief Executive Officer of Royal LePage Ltd. He currently serves as a trustee of Brookfield Canada Office Properties REIT and is a member of its Audit Committee, and Chair of its Governance and Nominating Committee. He is also a member of the Independent Review Committee of Brandes Investment Partners & Co. He has significant board and committee experience with not-for-profit organizations including as Chair of the Board of Governors and member of the compensation committee of McMaster University in Hamilton, Ontario. He is familiar with the structure of compensation systems and related benefit programs, and is experienced in executive performance evaluation.

Councillor Colle has gained executive compensation experience through his involvement in several senior roles and directorships in the private and public sectors. Councillor Colle is a Commissioner of the Toronto Transit Commission. He is Vice Chair of the City Council's Planning and Growth Management Committee, a member of the Toronto Food Policy Council, and a member of the North York Community Council. Mr. Colle is the former Vice President of Bridgepoint Group Ltd. and a former Manager of Government Relations of the Greater Toronto Airport Authority. Councillor Colle is currently the City Councillor for Ward 15 (Eglinton-Lawrence).

Mr. Williams has a wide range of experience in executive compensation. Mr. Williams is currently the Chair of the Board at Morrison Lamothe Inc., a director at Shoppers Drug Mart Corporation, the Lead Director at Mattamy Homes Corporation and a director at Mitel Networks Corporation. He has extensive business experience in both the private and public sectors. His past business experience includes positions as Interim President, Chief Executive Officer and Chair at Shoppers Drug Mart Corporation, President and Chief Executive Officer at Workplace Safety and Insurance Board, and President at National Grocers Limited. Mr. Williams also earned a CGA designation from the Institute of Certified General Accounts and is an ICD.D with the Institute of Corporate Directors Designation. Mr. Williams is well versed and up-to-date with compensation systems and benefit programs at all levels. Through his vast experience as a chief executive, Mr. Williams has the business experience of being the ultimate decision maker, together with the organizations' boards of directors and compensation committees, as applicable, regarding compensation issues.

(iii) *Human Resources Committee Charter*

The Human Resources Committee operates under a written charter adopted by the Board. One of the primary functions of the Human Resources Committee is to advise and assist the Board in overseeing Toronto Hydro's compensation program and assessing the performance and compensation of the CEO and the other officers of the Corporation. Specifically, under the terms of its charter, the Human Resources Committee is responsible for assisting the Board in fulfilling its responsibilities with respect to: the recruitment and assessment of the performance of the CEO; the review and approval of the compensation of the CEO and the other executive officers of Toronto Hydro; the review and approval of executive compensation disclosure; and the general oversight of the compensation structure and benefit plans and programs for Toronto Hydro.

(b) Compensation Risk Oversight

Toronto Hydro has a rigorous risk management and governance structure in place to assist the Board with its oversight and management of all of the Corporation's risks, including risks related to Toronto Hydro's compensation policies and practices. While the Board and the Human Resources Committee have not conducted a formal assessment of the implications of risks specifically associated with the Corporation's compensation policies and practices, the Human Resources Committee has and continues to consider the Corporation's strategic objectives, plans and risk strategy in its review and recommendations regarding Toronto Hydro's compensation program. In addition to the Corporation's Enterprise Risk Management Program, the practices, processes and systems in place to identify and mitigate compensation policies and practices that could encourage an executive officer to take inappropriate or excessive risks include: the periodic review and audit of the Corporation's executive compensation program by the Corporation's internal auditor; the development and application of a management control reporting system providing transparency and control to compensation measures; the use of a balanced scorecard of corporate, divisional and individual performance objectives; the periodic benchmarking of the Corporation's compensation program; the review of the Corporation's compensation program by an independent compensation consultant and, from time to time, the OEB; and the application of maximum payout amounts for achievement of individual performance goals. See sections 8.1 under the heading "Risk Oversight" and 10.9 under the heading "Board Oversight and Management of Risks" for more information on the Corporation's Enterprise Risk Management Program, section 12.2(c)(ii) under the heading "Benchmarking" for more information on the Corporation's benchmarking of its compensation program, section 12.2(c)(iii) under the heading "Compensation Consultants and Advisors" for more information on the Corporation's compensation consultant and section 12.2(d)(ii) under the heading "Performance-Based Incentive Compensation" for more information on the Corporation's performance-based incentive compensation program.

12.2 Compensation Discussion and Analysis

(a) Named Executive Officers

This Compensation Discussion and Analysis describes and explains all significant elements of compensation awarded to, earned by, paid to, or payable to the NEOs for the financial year ended December 31, 2013. The NEOs are:

- (i) **Anthony Haines**
President and Chief Executive Officer, Toronto Hydro Corporation
- (ii) **Jean-Sebastien Couillard**
Executive Vice-President and Chief Financial Officer, Toronto Hydro Corporation
- (iii) **Dino Priore**
Executive Vice-President and Chief Engineering and Construction Officer, Toronto Hydro-Electric System Limited
- (iv) **Ben La Pianta**
Executive Vice-President and Chief Electric Operations and Procurement Officer, Toronto Hydro-Electric System Limited

- (v) **Ivano Labricciosa**
Executive Vice-President and Chief Business Development Officer, Toronto Hydro-Electric System Limited

(b) General Objectives of Compensation Program

The Corporation's executive compensation program is designed to attract and retain executives who have the skills and experience to help the Corporation achieve its strategic goals, to motivate executives to achieve such corporate goals and to reward executives for superior performance and achievement of corporate, divisional and individual objectives.

(c) Process for Establishing Compensation

(i) Policies and Practices

The Corporation's overall executive compensation structure and program is developed and supervised by the Human Resources Committee with the assistance of a compensation consultant, and approved by the Board. See section 12.2(c)(iii) under the heading "Compensation Consultants and Advisors" for more information on the compensation consultant.

Pursuant to the terms of its charter, the Human Resources Committee has the responsibility to annually, and more frequently if appropriate, review and approve the individual performance-based incentive compensation goals and objectives related to the compensation of the CEO and to assess the CEO's performance against those goals and objectives. The Human Resources Committee also makes recommendations to the Board with respect to the overall compensation and benefits of the CEO. The Board ultimately sets and approves the CEO's compensation.

The CEO has the responsibility to annually, and more frequently if appropriate, review and approve the individual performance-based incentive compensation goals and objectives related to the compensation of the other executive officers, including the NEOs, and assess the other executive officers' performance against those goals and objectives. The CEO proposes the other executive officers' performance-based incentive compensation and overall compensation, subject to the Human Resources Committee's review and approval.

(ii) Benchmarking

The Corporation periodically benchmarks the compensation it provides to the NEOs to ensure reasonableness, competitiveness and effectiveness of the Corporation's compensation program, including the level and type of compensation provided. The Human Resources Committee engages Mercer to provide executive compensation benchmarking consulting services. See section 12.2(c)(iii) under the heading "Compensation Consultants and Advisors" for more information on services provided by Mercer.

NEO compensation is generally benchmarked against the executive compensation provided by other electricity distributors and other organizations that are selected and deemed relevant due to the fact that they are similar to the Corporation in scope, complexity and revenue. In particular, when benchmarking the NEOs' compensation with respect to the Corporation's revenue as compared to the revenue of other non-LDC companies in the benchmarking group, Mercer has taken a conservative approach and excluded the Corporation's flow through revenue for electricity transmission and generation. The benchmark group's compensation data is derived from the Mercer Benchmark Database, which includes data from industrial organizations located in the Greater Toronto Area, industrial organizations located across Canada, and organizations from the national public sector. Publicly-disclosed compensation information for executive officers is also considered. For the purposes of benchmarking the CFO's compensation, in addition to the above criteria, Mercer has included the cost of power in order to recognize accountability for total cash flow managed by the Corporation.

In addition, for the purposes of benchmarking the CEO's compensation, the Human Resources Committee has examined the executive compensation provided by the following companies: AltaGas Ltd., ATCO Ltd., British Columbia Hydro and Power Authority (operates as BC Hydro), Capital Power Corporation, Emera Inc., Enbridge Inc., ENMAX Corporation, Epcor Utilities Inc., Hydro One, IESO, OEB, Ontario Power Authority, OPG, SaskPower, TransAlta Corporation and Union Gas Limited.

The executive compensation information derived from the benchmarking analysis is designed to assist the Human Resources Committee in establishing, over a reasonable period of time, total compensation for NEOs in the range of the median total compensation of those companies within the benchmark group. Total compensation to NEOs may exceed the median of the marketplace when corporate, divisional and individual performance significantly exceeds objectives.

(iii) *Compensation Consultants and Advisors*

The Corporation began engaging the services of Mercer for executive compensation consulting services in 2005. In 2007, Mercer was retained directly by the then Compensation Committee for executive compensation consulting services. The services provided to the Human Resources Committee by Mercer include providing advice on the competitiveness and appropriateness of the Corporation's executive compensation program, compensation benchmarking services, and other compensation related matters that may arise from time to time.

The table below sets out the fees billed by Mercer for each of last two fiscal years in respect of the services noted below.

	Year ended December 31,	
	2013	2012
Executive Compensation – Related Fees ⁽¹⁾	\$153,299	\$207,096
All Other Fees ⁽²⁾	Nil	Nil

Notes:

- (1) Aggregate fees billed by Mercer, or any of its affiliates, for services related to determining compensation for any of the Corporation's directors and executive officers.
- (2) In the current year, there were no services provided by Mercer, or any of its affiliates, that are not reported under (1) above. In 2011, these fees related to workforce diversity consultation services performed at the request of management, and pursuant to a Board request. Other than certain approved services which are specified in the Corporation's policy on provision of services by compensation advisors, the Human Resources Committee must pre-approve other services Mercer or its affiliates provide to the Corporation at the request of management.

(d) Elements of Compensation

The principal components of compensation for NEOs are:

- base salary;
- performance-based incentive compensation;
- personal benefits and perquisites;
- pension plan;
- retirement benefits;
- retirement allowances; and
- termination payments.

As the Corporation has a single shareholder that is the registered and beneficial owner of all of its issued and outstanding shares, the Corporation is not able to offer an equity incentive plan or other stock-based compensation to its NEOs. The lack of an equity incentive is an underlying consideration of the Corporation in determining the NEOs overall compensation package from the above-noted components.

(i) *Base Salary*

In accordance with the general objectives and process for establishing compensation noted above, the Corporation provides NEOs with a base salary to compensate them for services rendered during the fiscal year. The Corporation provides reasonably competitive market-based base salaries to help attract, motivate, and retain NEOs who are critical to the Corporation's success.

Annually, adjustments to base salaries for NEOs are driven by market benchmarking data and the NEO's individual performance rating. The performance rating is determined, in the case of the CEO, by the Human Resources Committee and, in the case of the other NEOs, by the CEO, based on the achievement of performance-based incentive compensation objectives, knowledge, skills, and competencies related to day-to-day performance, as well as demonstration of desired corporate behaviours, subject to the Human Resources Committee's review.

(ii) *Performance-Based Incentive Compensation*

All NEOs receive a portion of their annual compensation in the form of performance-based cash payments. The performance-based incentive compensation is designed to retain, motivate and reward NEOs for reaching corporate, divisional and individual performance objectives established at the beginning of each calendar year.

The annual performance-based incentive compensation is calculated as a percentage of the NEO's base salary for the year and, if earned, paid in one lump sum in the next fiscal year.

In order for an NEO to earn and receive the performance-based incentive compensation, the Corporation and the NEO must each achieve certain pre-determined performance objectives. Each NEO's performance-based incentive compensation is based on a weighting of corporate, divisional and individual performance objectives, which weightings and objectives are determined at the start of each year and vary by role to reflect the performance focus of the role. The weighting and objectives are reviewed and set each year in order to reflect the Corporation's overall strategy and objectives.

Each year the board reviews and approves the Corporation's objectives. Each performance objective is weighted to reflect relative importance and includes threshold, target and outstanding expectations of performance. Specific performance targets are approved by the Board giving consideration to the Corporation's business plans and priorities for the upcoming year, prior year's performance and a review of forecasted results based on a historical analysis of performance. Similarly divisional objectives are approved by the CEO and reviewed by the Human Resources Committee to recognize unique divisional priorities and ensure alignment with the Corporation's overall objectives.

The CEO's individual objectives are reviewed and approved by the Board. The individual objectives of the other NEOs are reviewed and approved by the CEO. Each NEO's individual objectives are based on areas of strategic and operational emphasis related to their respective responsibilities and portfolios.

The NEO's individual objectives are intended to be reasonably difficult to attain and to encourage success in the NEO's performance. Individual objectives are often but not always achieved by an NEO in any given year. NEOs review their objectives and measurements throughout the year, with one formal mid-year review with the Chair of the Board (in the case of the CEO), and with the CEO (in the case of the other NEOs), to track achievement to-date and revise performance goals as may be necessary to reflect any change in corporate strategy or priorities.

In the case of the CEO, an annual performance evaluation in respect of his individual performance goals is conducted by the Chair of the Board who provides a recommendation to the Human Resources Committee regarding the performance-based incentive compensation to be paid to the CEO. The amount paid to the CEO is approved by the Board after review of the recommendation of the Human Resources Committee.

In the case of each of the other NEOs, an annual performance evaluation in respect of the individual objectives for each individual is conducted by the CEO, who proposes the amount of performance-based incentive compensation to be paid to each other NEO. The Human Resources Committee reviews and approves the amounts of performance-based incentive compensation to be paid to each of the other NEOs.

The Human Resources Committee may exercise its discretion to increase or reduce the performance-based incentive compensation paid to the CEO or NEOs, as applicable, including in certain circumstances absent attainment of a relevant performance goal or similar condition.

(iii) *Personal Benefits and Perquisites*

The Corporation provides NEOs with other personal benefits and perquisites that the Corporation believes are reasonable and consistent with its overall compensation program to better enable the Corporation to attract and retain superior employees for key positions. Benefits include group health, dental, group life insurance, short-term and long-term disability, accidental death & dismemberment, a fitness subsidy, and educational reimbursements, all of which are generally available to all salaried employees and do not discriminate in scope, terms or operation between employees of the same classification. The Corporation also previously provided NEOs with vehicles as part of the NEOs' personal benefits and perquisites, which benefit was eliminated effective February 28, 2012.

(iv) *Pension Plan*

All full-time employees of the Corporation, including the NEOs, are required to participate in the OMERS pension plan. Pursuant to the terms of the OMERS pension plan, NEOs are required to make plan contributions based on their pensionable earnings. In 2013, the Corporation and each NEO was required to contribute 9.0% equally of the first \$51,100 of pensionable earnings and thereafter 14.6% equally on all earnings over \$51,100 and up to \$156,794. Beyond the \$156,794 maximum, contributions continue equally of 14.6% towards a Retirement Compensation Arrangement (RCA), which is governed separately under the Canadian Income Tax Act. The OMERS pension plan is generally available to all other salaried employees and does not discriminate in scope, terms or operation between employees of the same classification. See section 4.6 (a) under the heading "Employees" for more information on the OMERS pension plan.

(v) *Retirement Benefits*

NEOs are eligible to receive post-retirement health, dental and life insurance after a minimum of five years of service with the Corporation if they retire from the Corporation and begin collecting under the OMERS pension plan upon retirement. The post-retirement benefits provided to eligible NEOs are the same as are generally available to all other salaried employees and do not discriminate in scope, terms or operation between employees of the same classification. Post-retirement benefits aid in attracting and retaining key executives to ensure the long-term success of the Corporation.

(vi) *Retirement Allowances*

From time to time, in certain circumstances, the Corporation enters into retirement allowance agreements with its NEOs. The retirement allowance agreements are designed in recognition of service and to promote retention, stability and continuity of the NEOs. These agreements are made on a case-by-case basis based on an NEO's years of service and position. Any retirement allowance provided to the CEO is approved by the Board after review of the recommendation of the Human Resources Committee. In the case of each of the other NEOs, any retirement allowance agreement is proposed by the CEO and reviewed and approved by the Human Resources Committee. Retirement allowance payments are typically paid in one or two lump sum instalments following termination or retirement of the NEO.

(vii) *Termination Payments*

From time to time, the Corporation enters into agreements with NEOs which provide for payments upon termination. These agreements are made on a case-by-case basis based on the NEO's age, years of service and position. Any such agreement for the CEO is approved by the Board after review of the recommendation of the Human Resources Committee. In the case of each of the other NEOs, any such agreement is proposed by the CEO and reviewed and approved by the Human Resources Committee. Typically, termination payments are paid either as a lump sum or as salary continuation for an agreed period following termination.

12.3 Compensation of Named Executive Officers

(a) Summary Compensation Table

The following table provides a summary of the compensation earned during the years ended December 31, 2011, 2012 and 2013, by the NEOs:

Summary Compensation Table⁽¹⁾

NEO Name and Principal Position	Year	Salary ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽³⁾ (\$)	All Other Compensation ⁽⁴⁾ (\$)	Total Compensation (\$)
Anthony Haines	2013	\$484,965	\$465,175	\$8,882	\$959,022
President and Chief Executive Officer, Toronto Hydro Corporation	2012	\$471,702	\$445,899	\$17,900	\$935,501
	2011	\$421,702	\$371,378	\$58,903	\$851,983
Jean-Sebastien Couillard	2013	\$274,113	\$159,218	\$3,440	\$436,771
Executive Vice-President and Chief Financial Officer, Toronto Hydro Corporation	2012	\$267,357	\$155,253	\$7,972	\$430,582
	2011	\$257,934	\$141,152	\$30,337	\$429,423
Dino Priore	2013	\$259,124	\$153,915	\$3,888	\$416,927
Executive Vice-President and Chief Engineering and Construction Officer, Toronto Hydro –Electric System Limited	2012	\$252,757	\$149,572	\$7,980	\$410,309
	2011	\$244,104	\$134,121	\$20,140	\$398,365
Ben La Pianta	2013	\$247,193	\$147,847	\$4,550	\$399,590
Executive Vice-President and Chief Electric Operations and Procurement Officer, Toronto Hydro –Electric System Limited	2012	\$239,981	\$140,921	\$5,100	\$386,002
	2011	\$231,712	\$118,421	\$31,440	\$381,573
Ivano Labricciosa	2013	\$236,733	\$132,084	\$3,888	\$372,705
Executive Vice-President and Business Development Officer, Toronto Hydro –Electric System Limited	2012	\$230,890	\$133,947	\$6,384	\$371,221
	2011	\$222,813	\$118,482	\$31,356	\$372,652

Notes:

- (1) Amounts shown in this table are in Canadian dollars and have been rounded to the nearest dollar.
- (2) Amounts shown reflect actual amounts paid during the year.
- (3) Each NEO's annual performance-based incentive compensation for a fiscal year is determined and paid in the next fiscal year. Accordingly, amounts reflected in respect of a particular year (i.e. 2012) represent the annual performance-based incentive compensation earned by the NEO for the achievement of performance objectives in respect of that fiscal year (i.e. 2012) but which amounts are paid in the following fiscal year (i.e. 2013).
- (4) Amounts shown in this column reflect all other compensation earned by the NEO during the year. The amounts shown include the aggregate value of perquisites and other personal benefits provided to the NEO, where such perquisites and personal benefits are not generally available to all employees and have been calculated by using the actual cost. In 2012, perquisites and personal benefits were not worth \$50,000 or more for any NEO, nor were they worth 10% or more of any NEO's total salary for the year. In 2011 and 2010 there were perquisites and personal benefits not generally available to all employees reported for NEOs that were worth \$50,000 or more, or were worth 10% or more of the NEO's total salary.

(b) Compensation of NEOs in 2013 – Narrative Discussion

(i) Base Salaries

The NEOs' annual base salaries for 2013 were: \$485,466 in the case of Mr. Haines, \$274,396 in the case of Mr. Couillard, \$259,392 in the case of Mr. Priore, \$247,498 in the case of Mr. La Pianta, and \$236,978 in the case of Mr. Labricciosa.

(ii) Performance-Based Incentive Compensation

The respective target performance-based incentive compensation amounts for each NEO for 2013 were as follows: 65% of the base salary, in the case of Mr. Haines, 40% of the base salary in the case of Mr. Couillard, 40% of the base salary in the case of Mr. Priore, 40% of the base salary in the case of Mr. La Pianta, and 40% of the base salary in the case of Mr. Labricciosa. The performance-based incentive compensation amount payable to each NEO may exceed the respective target % of base salary indicated previously when results exceed corporate and divisional objectives and may be below the respective target % of base salary indicated previously when the corporate and divisional objectives are not achieved.

The weightings attributed to Mr. Haines' 2013 performance-based incentive compensation were as follows: 80% based on the performance of the Corporation and 20% based on the achievement of individual performance objectives. For all other NEOs, the performance-based incentive compensation weightings were as follows: 60% based on the performance of the Corporation, 20% based on the Corporation's achievement of divisional objectives, and 20% based on the NEO's achievement of individual performance objectives.

The performance objectives of the Corporation for 2013 were as follows:

Corporate Objective	Measure	Target	Weight (%)
Net Income (\$ millions)	Net Income per the Corporation's Consolidated Financial Statements.	\$106.6	30
LDC Regulated Capital (\$ millions)	Achievement of LDC capital work program as approved by the Board.	\$335.1	10
Worst Performing Feeders	Total number of feeders experiencing seven or more sustained outages in a year, with outages defined as interruptions greater than one minute.	38	5
System Average Interruption Duration Index (SAIDI) (in minutes)	Measure of the annual system average interruption duration per customer served, not including MED.	82.5	10
System Average Interruption Frequency Index (SAIFI) (in minutes)	Measure of the frequency of service interruptions per customer served, not including MED.	1.61	10
Conservation Demand Management	Annual summer peak demand savings through year over year MW reduction.	45.0	5
Enhanced Customer Engagement (ECE)	Increase in customer self-serve transactions / engagements using various self-serve options.	120%	5
Call Centre Service Response	Average of call centre responses within thirty seconds.	76.0%	5
Safety	Number of recordable injuries x 200,000 / exposure hours.	2.98	10
Employee Engagement	Average number of employee engagement sessions per employee per year, including company-wide, divisional and departmental.	8	10

The divisional performance objectives for 2013 were as follows:

Divisional Objective	FINANCE		DISTRIBUTION SERVICES		DISTRIBUTION GRID MANAGEMENT		ASSET MANAGEMENT	
	Jean-Sebastien Couillard		Dino Priore		Ben La Pianta		Ivano Labricciosa	
	Target	Weight (%)	Target	Weight (%)	Target	Weight (%)	Target	Weight (%)
Net Income before restructuring charges (\$ millions)	\$106.6	30	N/A	N/A	N/A	N/A	N/A	N/A
Operating Expense per the Divisional & Corporate budgets (\$ millions)	\$271.14	25	\$46.52	5	\$64.05	10	26.0	5
THESL Regulated Capital (\$ millions)	\$335.1	20	\$335.1	10	\$335.1	5	\$335.1	10
Worst Performing Feeders	N/A	N/A	38	15	38	15	38	15
System Average Interruption Duration Index (SAIDI) (in minutes)	N/A	N/A	82.5	15	82.5	15	82.5	15
System Average Interruption Frequency Index (SAIFI) (in minutes)	N/A	N/A	1.61	15	1.61	15	1.61	15
Conservation Demand Management	45.0	5	N/A	N/A	N/A	N/A	N/A	N/A

Divisional Objective	FINANCE		DISTRIBUTION SERVICES		DISTRIBUTION GRID MANAGEMENT		ASSET MANAGEMENT	
	Jean-Sebastien Couillard		Dino Priore		Ben La Pianta		Ivano Labricciosa	
	Target	Weight (%)	Target	Weight (%)	Target	Weight (%)	Target	Weight (%)
Enhanced Customer Engagement (ECE)	N/A	N/A	N/A	N/A	N/A	N/A	120%	5
Safety	2.98	5	2.98	15	2.98	15	2.98	10
Safety Leadership (safety inspections completed as a percentage of plan) per division	N/A	N/A	95%	5	95%	5	95%	10
Employee Engagement	8	10	8	10	8	10	8	10
Attendance (average days absent per employee per division)	3.0	5	7.0	10	8.2	10	4.5	5

The Corporation exceeded all of its 2013 corporate and divisional objectives. Each of the NEOs met or exceeded his individual performance objectives for 2013. Each of the corporate, divisional and individual performance objectives were reasonably difficult to attain and served to encourage success in the NEO performance and in the Corporation's financial and operational results.

The percentage of total compensation that relates to the achievement of each NEO's individual performance objectives were as follows: 9% for Mr. Haines, 7% for Mr. Couillard, 7% for Mr. Priore, 7% for Mr. La Pianta and 5% for Mr. Labricciosa.

(iii) *Personal Benefits and Perquisites*

In 2013, the NEOs received personal benefits and perquisites as described in section 12.2(d)(iii) under the heading "Personal Benefits and Perquisites", and as quantified in the Summary Compensation Table in section 12.3(a) above.

(iv) *Pension Plan*

In 2013, each of the NEOs participated in the OMERS pension plan. The OMERS pension plan is a group pension plan that is generally available to all salaried employees and does not discriminate in scope, terms or operation between employees of the same classification. See section 4.6(a) under the heading "Employees" and section 12.2(d)(iv) under the heading "Pension Plan" for further information on the OMERS pension plan.

(v) *Retirement Benefits*

As of December 31, 2013, Mr. Haines, Mr. Couillard, Mr. Priore, Mr. La Pianta and Mr. Labricciosa have each provided Toronto Hydro with more than five years of service and are therefore eligible for post-retirement medical, dental, and life insurance benefits if they retire from the Corporation and begin collecting under the OMERS pension plan upon retirement.

(vi) *Retirement Allowance*

Mr. Haines is the only NEO entitled to retirement allowances, which allowances are calculated based on completed years of service and are payable in the form of lump-sum cash payments following Mr. Haines' termination (without cause) or retirement from the Corporation.

Under the terms of Mr. Haines' existing retirement allowance (the "Existing Allowance"), if Mr. Haines is terminated (without cause) or retires from the Corporation during 2014, he will receive a \$230,000 retirement allowance. The amount of the Existing Allowance payable to Mr. Haines will thereafter be increased by an

additional \$90,000 per year (from 2014 to 2016) and \$125,000 per year (from 2017 to 2020) for each full calendar year of service completed. The maximum Existing Allowance payable to Mr. Haines is \$1,000,000, which Mr. Haines will earn if he remains in active service for the Corporation until December 31, 2020. In the event that Mr. Haines becomes permanently disabled while in active service for the Corporation, he will be deemed to remain in active service for the Corporation until December 31, 2020, at which point he will be considered to have retired and earned the maximum Existing Allowance of \$1,000,000. In the event of the death of Mr. Haines while in active service for the Corporation, the Existing Allowance which Mr. Haines would have earned as of the date of his death will be paid to his designated beneficiary or to the legal representative of Mr. Haines' estate.

As part of his compensation package, Mr. Haines also participates in the OMERS defined benefit pension plan. See “Pension Plan” above in section 12.3(b)(iv). OMERS has recently made significant unilateral changes to its defined benefit pension plan that significantly reduce the value of Mr. Haines’ pension benefit under the OMERS pension plan. The changes made by OMERS do not significantly impact the other NEOs. In order to mitigate the impact of these changes in a manner consistent with the terms of his existing employment relationship with the Corporation, the Corporation has awarded Mr. Haines a second retirement allowance (the “Second Allowance”). Under the terms of the Second Allowance, if Mr. Haines is terminated (without cause) or retires from the Corporation during 2014, he will receive a \$100,000 retirement allowance. The amount of the Second Allowance payable to Mr. Haines will thereafter be increased by an additional \$100,000 per year (for 2015) and \$225,000 per year (from 2016 to 2021) for each full calendar year of service completed. The maximum Second Allowance payable to Mr. Haines is \$1,650,000, which Mr. Haines will earn if he remains in active service for the Corporation until December 31, 2021. In the event that Mr. Haines becomes permanently disabled while in active service for the Corporation, he will be deemed to remain in active service for the Corporation until December 31, 2021, at which point he will be considered to have retired and earned the maximum Second Allowance of \$1,650,000. The provisions relating to entitlement on death are identical to those established for the Existing Allowance.

(vii) *Termination Payments*

Both Mr. Haines and Mr. Couillard have entered into agreements with the Corporation which provide for certain payments upon termination.

If the employment of Mr. Haines is terminated without cause by the Corporation, then Mr. Haines is entitled to a payment equal to 24 months of base salary and performance pay that would have been paid had he continued to work for 24 months (approximately \$1,825,901 as at December 31, 2013), with the performance pay calculated based on the average annual performance pay earned by Mr. Haines during the 3 years preceding the date of termination. Mr. Haines would also be entitled to continued group health and dental benefit coverage for a period of 24 months from the date of termination.

If the employment of Mr. Couillard is terminated without cause by the Corporation then he is entitled to a payment equal to 18 months of base salary and performance pay that would have been paid had he continued to work for 18 months (approximately \$639,365 as at December 31, 2013), with the performance pay calculated based on the average annual performance pay earned by Mr. Couillard during the 3 years preceding the date of termination. Mr. Couillard would also be entitled to continued group health and dental benefit coverage for a period of 18 months from the date of termination.

12.4 Compensation of Directors

(a) Director Compensation Table

Director Name	Fees Earned (\$)	All other compensation (\$)	Total (\$)
Clare Copeland ⁽¹⁾	\$37,500	\$448 ⁽⁹⁾	\$37,948
Patricia Callon ⁽²⁾	\$10,125	Nil	\$10,125
Brian Chu ⁽³⁾	\$8,125	Nil	\$8,125
Derek Cowbourne	\$22,500	Nil	\$22,500
Paulette Kennedy	\$23,500	Nil	\$23,500
Shoba Khetrapal ⁽⁴⁾	\$8,125	Nil	\$8,125
David Williams	\$62,375	\$987 ⁽¹⁰⁾	\$63,362
Vincent Brescia	\$22,500	Nil	\$22,500
Colum Bastable ⁽⁵⁾	\$26,500	Nil	\$26,500
Sara Gelgor ⁽⁶⁾	\$16,375	Nil	\$16,375
Isabel Meharry ⁽⁷⁾	\$17,375	Nil	\$17,375
Glenna Carr ⁽⁸⁾	\$16,375	Nil	\$16,375
Councillor Shelley Carroll	Nil	Nil	Nil
Councillor Josh Colle	Nil	Nil	Nil
Councillor Gloria Lindsay Luby	Nil	Nil	Nil

Notes:

- (1) Clare Copeland ceased to be a director of the Corporation effective April 15, 2013.
- (2) Patricia Callon ceased to be a director of the Corporation effective April 14, 2013.
- (3) Brian Chu ceased to be a director of the Corporation effective April 14, 2013.
- (4) Shoba Khetrapal ceased to be a director of the Corporation effective April 14, 2013.
- (5) Colum Bastable became a director of the Corporation effective April 15, 2013.
- (6) Sara Gelgor became a director of the Corporation effective April 15, 2013.
- (7) Isabel Meharry became a director of the Corporation effective April 15, 2013.
- (8) Glenna Carr became a director of the Corporation effective April 15, 2013.
- (9) Includes amounts in respect of medical exams.
- (10) Includes amounts in respect of travel reimbursements for board meeting attendance.

(b) Compensation of Directors – Narrative Discussion

Directors of the Corporation, other than Councillors of the City, are compensated for their services as directors through a combination of retainer fees and meeting attendance fees. These fees are set by the sole shareholder of the Corporation, the City. The annual retainer fees are as follows: chair of the Board – \$75,000 and each of the other directors – \$12,500. The meeting attendance fees are as follows: each meeting of the Board and the subsidiaries attended – \$1,000 and each meeting of the Audit Committee, Corporate Governance Committee, Human Resources Committee (and prior to May 16, 2013 for each meeting of the Health and Safety Committee and Compensation Committee) attended — \$1,000, subject to annual maximum fees per committee member of \$5,000 for the Audit Committee, Corporate Governance Committee, and the Human Resources Committee (and prior to May 16, 2013,

\$4,000 for the Compensation Committee and \$5,000 for the Health and Safety Committee). The Chair receives no meeting attendance fees. Councillors receive no remuneration for their services as directors of the Corporation.

PART 13 - LEGAL PROCEEDINGS

In the ordinary course of business, Toronto Hydro is subject to various legal actions and claims with customers, suppliers, former employees and other parties. On an ongoing basis, Toronto Hydro assesses the likelihood of any adverse judgments or outcomes as well as potential ranges of probable costs and losses. A determination of the provision required, if any, for these contingencies is made after an analysis of each individual issue. The provision may change in the future due to new developments in each matter or changes in approach, such as a change in settlement strategy. If damages were awarded under these actions, Toronto Hydro would make a claim under their liability insurance which Toronto Hydro believes would cover any damages which may become payable by Toronto Hydro in connection with these actions.

13.1 Christian Helm Class Action

On December 6, 2010, a statement of claim in a proposed class action was issued against LDC. The claim sought general and special damages in the amount of \$100.0 million for disgorgement of unjust gains allegedly resulting from the receipt of interest on overdue accounts in contravention of the Interest Act. On April 30, 2012, a settlement reached by the parties was approved by Order of the Ontario Superior Court of Justice. Pursuant to the terms of the Order, LDC was required to pay the amount of \$5.8 million plus costs in settlement of all claims, substantially all of which had been paid as at December 31, 2012. The Corporation accrued a liability to cover the expected settlement in 2010. The action has been dismissed, and the claims by all class members have been released.

13.2 2 Secord Avenue

An action was commenced against LDC in September 2008 in the Ontario Superior Court of Justice under the Class Proceedings Act, 1992 (Ontario) seeking damages in the amount of \$30.0 million as compensation for damages allegedly suffered as a result of a fire and explosion in an underground vault at 2 Secord Avenue on July 20, 2008. This action is at a preliminary stage. The statement of claim has been served on LDC, a statement of defence and third party claim have been served by LDC and a third party defence and counterclaim against LDC seeking damages in the amount of \$51.0 million have been filed. A certification order has been issued. Affidavits of documents have been produced by LDC to the other parties and examinations for discovery have commenced and are continuing. A mediation took place on January 15, 2014 and the parties have agreed to settle the action of the class plaintiffs by the payment by LDC of the total amount of \$6.5 million, including all taxes and legal fees, subject to approval by the Ontario Superior Court of Justice. LDC will make a claim under its liability insurance which the Corporation believes will cover the settlement payment. A settlement approval hearing will be scheduled. If the settlement is approved by the court, the main actions commenced by the class plaintiffs will be dismissed without costs, however the claims, counterclaims and third party claims amongst the various defendants to the class action will continue. Given the preliminary status of the remaining unsettled actions, it is not possible to reasonably quantify the effect, if any, of this action on the financial performance of the Corporation. If damages were awarded, LDC would make a claim under its liability insurance which the Corporation believes would cover any damages which may become payable by LDC in connection with the action.

On December 20, 2010, LDC was served with a statement of claim by the City seeking damages in the amount of \$2.0 million as a result of the fire at 2 Secord Avenue. A statement of defence and a third party claim have been served. Given the preliminary status of this action, it is not possible to reasonably quantify the effect, if any, of this action on the financial performance of the Corporation. If damages were awarded, LDC would make a claim under its liability insurance which the Corporation believes would cover any damages which may become payable by LDC in connection with the action.

By order of the court dated January 24, 2012, the above actions and a smaller non-class action commenced in April 2009 involving the same incident will be tried at the same time or consecutively.

13.3 2369 Lakeshore Boulevard West

A third party action was commenced against LDC in October 2009 in the Ontario Superior Court of Justice under the *Class Proceedings Act, 1992* (Ontario) seeking damages in the amount of \$30.0 million as compensation for damages allegedly suffered as a result of a fire in the electrical room at 2369 Lakeshore Boulevard West on March 19, 2009. Subsequently, in March 2010, the plaintiff in the main action amended its statement of claim to add LDC as a defendant. The plaintiff in the main action seeks general damages in the amount of \$10.0 million and special damages in the amount of \$20.0 million from LDC. The proposed class action is at a preliminary stage. The plaintiff cancelled its certification motion set for November 2013 and advised it intends to reschedule. Cross-examinations for a certification motion have commenced, but have not been completed. Statements of defence to the main action and to the third party claim have not been filed. Given the preliminary status of these actions, it is not possible at this time to reasonably quantify the effect, if any, of these actions on the financial performance of the Corporation. If damages were awarded, LDC would make a claim under its liability insurance which the Corporation believes would cover any damages which may become payable by LDC in connection with these actions.

On August 29, 2011, LDC was served with a statement of claim by the owner of the building and the property management company for the building seeking damages in the amount of \$2.0 million as a result of the fire at 2369 Lakeshore Boulevard West. LDC has filed a statement of defence and counterclaim. Given the preliminary status of this action, it is not possible to reasonably quantify the effect, if any, of this action on the financial performance of the Corporation. If damages were awarded, LDC would make a claim under its liability insurance which the Corporation believes would cover any damages which may become payable by LDC in connection with the action.

13.4 Adamopoulos

An action was commenced against LDC in November 2004 in the Ontario Superior Court of Justice seeking damages in the amount of \$7.8 million as compensation for damages allegedly suffered as a result of a motor vehicle accident involving an LDC vehicle on January 9, 2001. The plaintiff's motion increasing its claim for damages to \$23.8 million was granted on July 7, 2010. This matter has been settled and a court order has been issued dismissing the action and all related claims by payment of a total amount of approximately \$4.6 million. LDC's liability insurance covered the settlement amount.

13.5 Late Payment Charges Class Action

By Order dated July 22, 2010, the Ontario Superior Court of Justice consolidated and approved the settlement of two class actions against LDC, one commenced in 1994 and the other, against all MEUs, in 1998. The actions sought \$500.0 million and \$64.0 million, respectively, in restitution for late payment charges collected by them from their customers that were in excess of the interest limit stipulated in section 347 of the Criminal Code. The claims made against LDC and the definition of the plaintiff classes were identical in both actions such that any damages payable by LDC in the first action would reduce the damages payable by LDC in the second action, and vice versa.

The July 22, 2010 court order formalized a settlement pursuant to which the defendant MEUs will pay the amount of \$17.0 million plus costs and taxes in settlement of all claims. The amount allocated for payment by each MEU is its proportionate share of the settlement amount based on its percentage of distribution service revenue over the period for which it has exposure for repayment of late payment penalties exceeding the interest rate limit in the Criminal Code. Under the settlement, all of the MEUs involved in the settlement, including LDC, requested an order from the OEB allowing for the future recovery from customers of all costs related to the settlement. On February 22, 2011, the OEB issued its final decision allowing LDC to recover its share of the settlement in the amount of \$7.5 million from customers. The payment to settle LDC's portion of the class action suit was made on June 30, 2011. On July 7, 2011, the OEB authorized LDC to begin the recovery of the balance on August 1, 2011. The full recovery of the balance had been done over a 21-month period ending April 30, 2013.

PART 14 - MATERIAL CONTRACTS

Except for the indenture and the supplemental indentures under which the Debentures were issued, Toronto Hydro has not entered into any material contract (other than contracts entered into in the ordinary course of business) in the most recently completed financial year, or before the most recently completed financial year, if such contract is still in effect.

Copies of these material contracts are available on the SEDAR website at www.sedar.com.

PART 15 - NAMED AND INTERESTS OF EXPERTS

The external auditor of the Corporation is KPMG LLP. KPMG LLP is independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

PART 16 - TRANSFER AGENTS AND REGISTRARS

The trustee and registrar for the Corporation is BNY Trust Company of Canada, located in Toronto, Ontario.

PART 17 - ADDITIONAL INFORMATION

Additional information relating to the Corporation, including copies of the Consolidated Financial Statements and Management's Discussion and Analysis, are available on the SEDAR website at www.sedar.com.

ANNEX A - AUDIT COMMITTEE CHARTER

1. General

- (a) The board of directors (**Board**) of Toronto Hydro Corporation (**Corporation**) has established the Audit Committee (**Committee**) to assist the Board in fulfilling its corporate governance and oversight responsibilities with respect to financial reporting, internal financial control structure, financial risk management systems, internal audit and external audit functions.
- (b) The composition, responsibilities and authority of the Committee are set out in this Charter.
- (c) This Charter and the by-laws of the Corporation and such other procedures, not inconsistent therewith, as the Committee may adopt from time to time shall govern the meetings and procedures of the Committee.

2. Composition

- (a) The Committee shall be composed of at least three directors of the Corporation (**Members**):
 - (i) all Members shall be *independent* (as determined by the Board in accordance with the rules of the Canadian Securities Administrators with respect to the role and composition of audit committees); and
 - (ii) at least one of whom, including the chair of the Committee (Chair) is *financially literate* (ie, have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the accounting issues that can reasonably be expected to be raised by the financial statements of the Corporation).
- (b) Members shall be appointed by the Board on the recommendation of the Chair of the Board and shall serve until they resign, cease to be a director or are removed or replaced by the Board.
- (c) The Board shall designate one of the Members as Chair.
- (d) The Secretary of the Corporation shall be secretary of the Committee (**Secretary**).

3. Responsibilities

The Committee shall assist the Board in fulfilling its corporate governance and oversight responsibilities with respect to financial reporting, internal financial control structure, financial risk management systems, internal audit functions and external audit functions.

The Committee shall have the responsibilities set out below.

(a) ***Managing the Relationship between the Corporation and its External Auditors***

The Committee shall be responsible for managing the relationship between the Corporation and its external auditors, including:

- (i) appointing and replacing the external auditors, subject to shareholder approval;
- (ii) setting the compensation of the external auditors subject to the approval of the board of directors or shareholder, as applicable;

- (iii) overseeing the work of the external auditors, including resolving disagreements between management and the external auditors with respect to financial reporting;
 - (iv) pre-approving all audit services and permitted non-audit services to be provided to the Corporation and its subsidiary entities by the external auditors in accordance with the "Policy on the Provision of services by the External Auditors";
 - (v) having the external auditors report to the Committee in a timely manner with respect to all required matters, including those set out in paragraph 3(2);
 - (vi) reviewing and approving the hiring policies of the Corporation with respect to present and former partners and employees of the external auditors;
 - (vii) ensuring the rotation of the audit partner having primary responsibility for the external audit of the Corporation, the audit partner responsible for reviewing the external audit and the external auditors at such intervals as may be required; and
 - (viii) reviewing and assessing the performance, independence and objectivity of the external auditors.
- (b) ***Overseeing the External Audit***

The Committee shall be responsible for overseeing the external audit of the Corporation, including:

- (i) reviewing and approving the engagement letter and the audit plan, including financial risk areas identified by the external auditors and management;
- (ii) reviewing and assessing the accounting and reporting practices and principles used by the Corporation in preparing its financial statements, including:
 - (1) all significant accounting policies and practices used, including changes from preceding years and any proposed changes for future years;
 - (2) all significant financial reporting issues, estimates and judgments made;
 - (3) all alternative treatments of financial information discussed by the external auditors and management, the results of such discussions and the treatments preferred by the external auditors;
 - (4) any major issues identified by the external auditors with respect to the adequacy of internal control systems and procedures and any special audit steps adopted in light of material deficiencies and weaknesses;
 - (5) the effect of regulatory and accounting initiatives and off-balance sheet transactions or structures on the financial statements;
 - (6) any errors or omissions in, and any required restatement of, the financial statements for preceding years;
 - (7) all significant tax issues;
 - (8) the reporting of all material contingent liabilities; and
 - (9) any material written communications between the external auditors and management;

- (iii) reviewing and assessing the results of the external audit and the external auditors' opinion on the financial statements;
- (iv) reviewing and discussing with the external auditors and management any management or internal control letters issued or proposed to be issued by the external auditors;
- (v) reviewing and discussing with the external auditors any problems or difficulties encountered by them in the course of their audit work and management's response (including any restrictions on the scope of activities or access to requested information and any significant disagreements with management); and
- (vi) reviewing and discussing with legal counsel any legal matters that may have a material impact on the financial statements, operations, assets or compliance policies of the Corporation and any material reports or enquiries received by the Corporation and its subsidiary entities from regulators or government agencies.

(c) ***Overseeing the Internal Audit***

The Committee shall be responsible for overseeing the internal audit of the Corporation, including:

- (i) periodically reviewing the Internal Audit Charter and making recommendations to the Board;
- (ii) reviewing and approving the audit plan, including significant risk exposures identified by the internal auditor and management;
- (iii) reviewing and discussing with the internal auditor and management the results of any internal audits;
- (iv) reviewing and discussing with the internal auditors any problems or difficulties encountered by them in the course of their audit work and management's response (including any restrictions on the scope of activities or access to requested information and any significant disagreements with management);
- (v) appointing and replacing the internal auditor;
- (vi) reviewing and assessing the performance of the internal auditor;
- (vii) ensure the Committee is kept informed of emerging trends and successful practices in internal auditing; and
- (viii) confirm there is effective and efficient coordination of activities between internal and external auditors.

(d) ***Reviewing and Approving and Recommending to the Board for Approval the Financial Statements, MD&A and Interim Reports of the Corporation***

The Committee shall review and approve, and where required recommend to the Board for approval, the financial statements, management's discussion and analysis of financial condition and results of operations (***MD&A***) and interim financial reports of the Corporation, annual information form (***AIF***) and other public disclosure of financial information extracted from the financial statements of the Corporation with particular focus on:

- (i) the quality and appropriateness of accounting and reporting practices and principles and any changes thereto;

- (ii) major estimates or judgments, including alternative treatments of financial information discussed by management and the external auditors, the results of such discussions and the treatment preferred by the external auditors;
- (iii) material financial risks;
- (iv) material transactions;
- (v) material adjustments;
- (vi) compliance with loan agreements;
- (vii) material off-balance sheet transactions and structures;
- (viii) compliance with accounting standards;
- (ix) compliance with legal and regulatory requirements; and
- (x) disagreements with management.

(e) ***Overseeing Internal Financial Control Structure and Financial Risk Management Systems***

The Committee shall be responsible for overseeing the internal financial control structure and financial risk management systems of the Corporation, including:

- (i) reviewing and discussing with management and the external auditors the quality and adequacy of internal control over financial reporting structures of the Corporation, including any major deficiencies or weakness and the steps taken by management to rectify these deficiencies or weaknesses;
- (ii) reviewing and discussing with management, the internal auditor and the external auditors the risk assessment and risk management policies of the Corporation, the major financial risk exposures of the Corporation and the steps taken by management to monitor and control these exposures;
- (iii) reviewing and discussing with the Chief Executive Officer and the Chief Financial Officer of the Corporation the procedures undertaken by them in connection with the certifications required to be given by them in connection with annual and other filings required to be made by the Corporation under applicable securities laws; and
- (iv) periodically reviewing the Treasury Policy and signing policies for the Corporation and its subsidiaries, making recommendations to the Board in respect of such policies and reviewing performance under those polices with Management.

(f) ***Establish and Review Certain Procedures***

The Committee shall establish adequate policies and procedures, or require that adequate policies and procedures are established, with respect to the following and shall annually assess the adequacy of these procedures:

- (i) the review of the public disclosure of financial information extracted from the financial statements of the Corporation;
- (ii) the receipt, retention and treatment of complaints received by the Corporation with respect to accounting, internal controls or auditing matters; and

- (iii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

4. Authority

- (a) The Committee is authorized to carry out its responsibilities as set out in this Charter and to make recommendations to the Board arising therefrom.
- (b) The Committee may delegate by written policy to the Chair and the Chief Financial Officer of the Corporation (**CFO**) the authority, within specified limits, to authorize in advance all engagements of the external auditors to provide pre-approved services to the Corporation and its subsidiary entities. The Chair and the CFO shall report all engagements authorized by them to the Committee at its next meeting.
- (c) The Committee shall have direct and unrestricted access to the external and internal auditors, officers and employees and information and records of the Corporation.
- (d) The Committee is authorized to retain, and to set and pay the compensation of, independent legal counsel and other advisors if it considers this appropriate.
- (e) The Committee is authorized to invite officers and employees of the Corporation and outsiders with relevant experience and expertise to attend or participate in its meetings and proceedings if it considers this appropriate.
- (f) The external auditors shall have direct and unrestricted access to the Committee and shall report directly to the Committee.
- (g) The Corporation shall pay directly or reimburse the Committee for the expenses incurred by the Committee in carrying out its responsibilities.

5. Meetings and Proceedings

- (a) The Committee shall meet as frequently as required but not less frequently than four times each year.
- (b) Any Member or the Secretary may call a meeting of the Committee. The external auditors or the CFO may ask a Member to call a meeting of the Committee.
- (c) The Chair shall approve the agenda of each meeting of the Committee, including input from the officers and employees of the Corporation, external auditors, other Members and other directors of the Corporation as appropriate. Meetings will include presentations by management or professional advisors and consultants when appropriate and allow sufficient time to permit a full and open discussion of agenda items.
- (d) Unless waived by all Members, a notice of each meeting of the Committee confirming the date, time, place and agenda of the meeting, together with any supporting materials, shall be forwarded to each Member at least three days before the date of the meeting.
- (e) The quorum for each meeting of the Committee is two Members. In the absence of the Chair, the other Members may appoint one of their number as chair of a meeting. The Chair of a meeting shall not have a second or casting vote.
- (f) The Chair or a delegate of the Chair shall report to the Board following each meeting of the Committee.
- (g) The Secretary or a delegate of the Secretary shall keep minutes of all meetings of the Committee, including all resolutions passed by the Committee. Minutes of all meetings shall be distributed to the Members. The

minutes shall be available for review by the other directors of the Corporation after approval thereof by the Committee.

- (h) An individual who is not a Member may be invited to attend a meeting of the Committee for all or part of the meeting. A standing invitation to all meetings shall be given to the Chairman of the Board, the President and Chief Executive Officer of the Corporation, the CFO except where the meeting, or part of the meeting, is for Members only or a private session with the internal auditor or the external auditors. A standing invitation should be given to the internal auditor and the engagement partners of the external auditors for all meetings where financial information is reviewed and approved..
- (i) The Committee shall meet regularly alone and in private sessions with the internal audit leader, the external auditors and management of the Corporation to facilitate full communication.

6. Review

- (a) This Charter shall be reviewed by the Corporate Governance Committee of the Corporation every 2 years and any recommended changes shall be referred first to the Audit Committee for review and comment and second, after consideration of the input from the Audit Committee, to the Board of the Corporation for consideration and disposition.