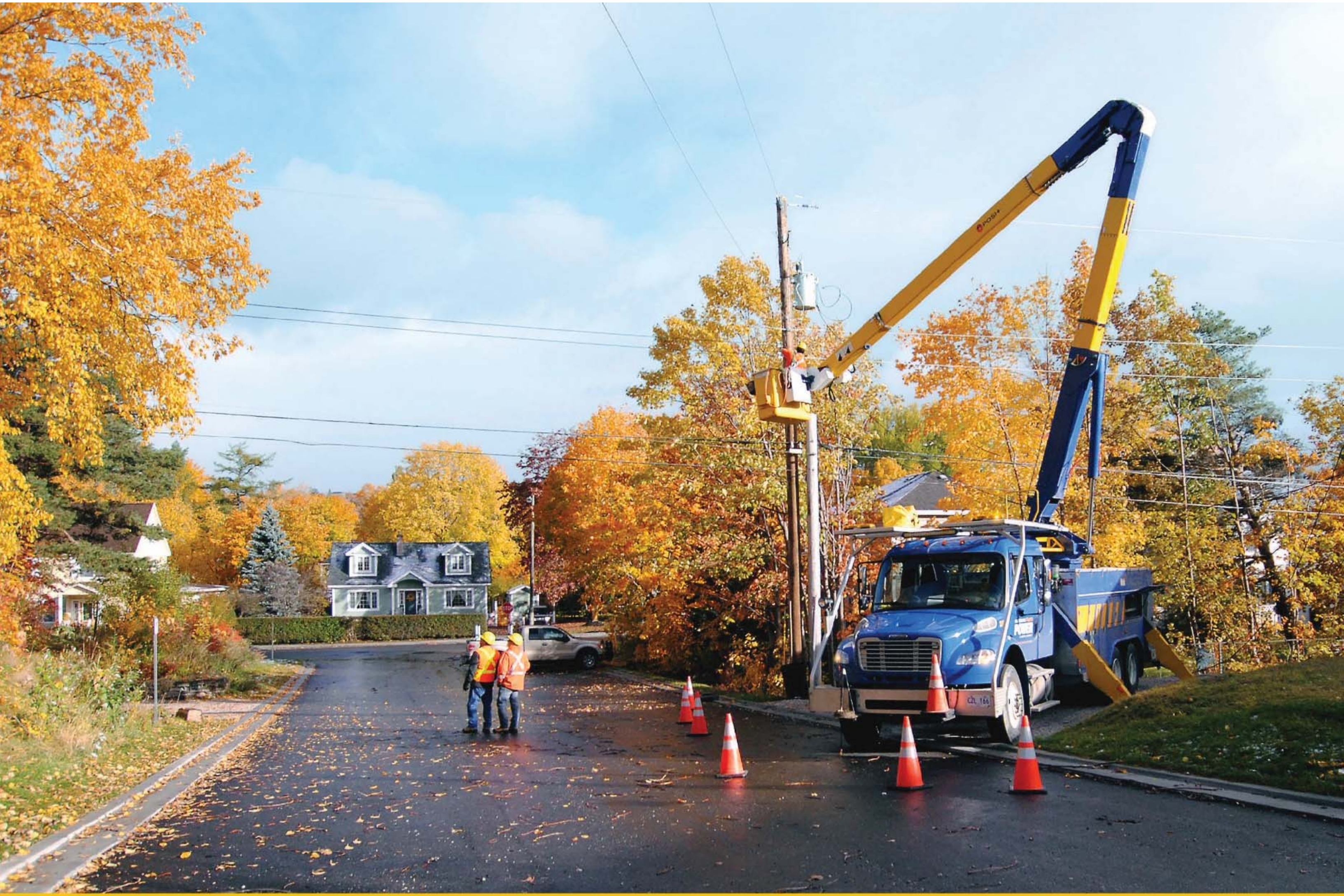

2018 MANAGEMENT DISCUSSION & ANALYSIS

& Annual Audited Financial Statements

WHENEVER. WHEREVER.
We'll be there.

NEWFOUNDLAND POWER
A FORTIS COMPANY

MANAGEMENT DISCUSSION AND ANALYSIS//

MANAGEMENT DISCUSSION AND ANALYSIS

Dated February 14, 2019

The following Management Discussion and Analysis ("MD&A") of Newfoundland Power Inc. (the "Company" or "Newfoundland Power") should be read in conjunction with the Company's annual audited financial statements and notes thereto for the year ended December 31, 2018. The MD&A has been prepared in accordance with National Instrument 51-102 - Continuous Disclosure Obligations. Financial information for 2018 and comparative periods contained herein reflects Canadian dollars and accounting principles generally accepted in the United States ("U.S. GAAP").

FORWARD-LOOKING STATEMENTS

Certain information herein is forward-looking within the meaning of applicable securities laws in Canada ("forward-looking information"). All forward-looking information is given pursuant to the "safe harbour" provisions of applicable Canadian securities legislation. The words "anticipates", "believes", "budgets", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "schedule", "should", "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 Company's management. The forward-looking information in this MD&A includes, but is not limited to, statements regarding: expectations to generate sufficient cash to complete required capital expenditures, and to service interest and sinking fund payments on debt; meeting pension funding requirements; expectations associated with Nalcor Energy's Muskrat Falls project; the expectation that no material adverse credit rating actions will occur in the near term; the Company's belief that it does not anticipate any difficulties in issuing bonds on reasonable market terms; the Company's expectations for employee future benefit costs; and, the forecast gross capital expenditures for 2019.

The forecasts and projections that make up the forward-looking information are based on assumptions, which include, but are not limited to: receipt of applicable regulatory approvals; continued electricity demand; no significant operational disruptions or environmental liability due to severe weather or other acts of nature; no significant decline in capital spending in 2019; sufficient liquidity and capital resources; the continuation of regulator-approved mechanisms that permit recovery of costs; no significant variability in interest rates; no significant changes in government energy plans and environmental laws; the ability to obtain and maintain insurance coverage, licences and permits; the ability to maintain and renew collective bargaining agreements on acceptable terms; and, sufficient human resources to deliver service and execute the capital program.

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: regulation; energy supply; purchased power; electricity demand; health, safety and environmental regulations; capital resources and liquidity; economic conditions; interest rates; cyber security; labour relations; human resources; operating and maintenance investment requirements; weather; insurance; defined benefit pension plan performance; and information technology infrastructure. For additional information with respect to these risk factors, reference should be made to the section entitled "Business Risk Management" in this MD&A.

All forward-looking information in this MD&A is qualified in its entirety by this cautionary statement and, except as required by law, the Company 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.

Additional information, including the Company's quarterly and annual financial statements and MD&A, annual information form and management information circular, is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at sedar.com.

OVERVIEW

The Company

Newfoundland Power is a regulated electricity utility that owns and operates an integrated generation, transmission and distribution system throughout the island portion of Newfoundland and Labrador. The Company is a subsidiary of Fortis Inc. ("Fortis"). Fortis is a leader in the North American electric and gas utility business, serving customers across Canada and in the United States and the Caribbean.

Newfoundland Power's primary business is electricity distribution. It generates approximately 7% of its electricity needs and purchases the remainder from Newfoundland and Labrador Hydro ("Hydro"). Newfoundland Power serves approximately 268,000 customers, comprising approximately 87% of all electricity consumers in the Province.

Newfoundland Power's vision is to be a leader among North American electricity utilities in terms of safety, reliability, customer service and efficiency. The key goals of the Company are to operate sound electricity distribution systems, deliver safe, reliable electricity to customers at the lowest reasonable cost, and conduct business in an environmentally and socially responsible manner.

Regulation

Newfoundland Power is regulated by the Newfoundland and Labrador Board of Commissioners of Public Utilities (the "PUB"). The Company operates under cost of service regulation whereby it is entitled an opportunity to recover, through customer rates, all reasonable and prudent costs incurred in providing electricity service to its customers, including a just and reasonable return on its rate base. The rate base is the value of the net assets required to provide electricity service.

On June 8, 2016, the PUB issued an order on the Company's 2016/2017 General Rate Application ("GRA") which established the Company's cost of capital for ratemaking purposes for 2016 through 2018 based upon an 8.50% return on equity ("ROE") and 45% common equity. The Company's rate of return on rate base for 2018 was 7.04%, with a range of 6.86% to 7.22%, compared to 7.19%, with a range of 7.01% to 7.37% for 2017.

On January 24, 2019, the PUB issued an order on the Company's 2019/2020 GRA which established the Company's cost of capital for rate making purposes for 2019 through 2021 based upon an 8.5% ROE and 45% common equity. The Company's rate of return on rate base for 2019 and 2020 was established at 7.01% and 7.04%, respectively, with a range of ±18 basis points. The Company is required to file its next GRA on or before June 1, 2021.

On July 13, 2018, the Company filed an application with the PUB requesting approval of its 2019 capital expenditure plan totalling $93.3 million. The application was approved by the PUB on October 2, 2018.

Financial Highlights

	2018	2017	Change
Electricity Sales *(gigawatt hours ("GWh"))* [1]	5,876.1	5,922.2	(46.1)
Earnings Applicable to Common Shares			
$ Millions	41.2	41.0	0.2
$ Per Share	3.99	3.97	0.02
Cash Flow from Operating Activities *($millions)*	113.3	110.0	3.3
Total Assets *($millions)*	1,628.2	1,589.0	39.2

[1] *Reflects normalized electricity sales.*

Electricity sales for 2018 decreased by 46.1 GWh, or approximately 0.8% compared to 2017. In 2018, average consumption by residential and commercial customers was lower by 2.1% and 0.7%, respectively. Lower average consumption by commercial customers was mainly due to the completion of Hebron's gravity based structure in 2017. The impact of the decrease in average consumption was partially offset by a 0.7% increase in electricity sales associated with an increase in the number of customers.

Earnings increased by $0.2 million, from $41.0 million in 2017 to $41.2 million in 2018. In 2018, an increase in other revenue, lower purchased power costs associated with demand charges from Hydro and a lower effective income tax rate all contributed to improved earnings. These factors were partially offset by higher depreciation and financing costs reflecting continued investment in the electricity system, and lower electricity sales.

Cash from operating activities totalled $113.3 million in 2018 compared to $110.0 million in 2017. The increase was mainly due to the operation of regulatory mechanisms and associated changes in working capital.

Total assets increased by $39.2 million compared to December 31, 2017, reflecting continued investment in the electricity system.

RESULTS OF OPERATIONS

Revenue

($millions)	2018	2017	Change
Electricity Revenue [1]	650.8	665.7	(14.9)
Other Revenue [2]	13.4	6.7	6.7
Total Revenue	664.2	672.4	(8.2)

[1] *Electricity revenue includes regulatory deferrals and amortizations recognized pursuant to PUB orders of approximately $(10.9) million for 2018 (2017 - $3.8 million). The amounts are recorded in accordance with PUB orders and are described in Note 7 to the Company's 2018 annual audited financial statements.*

[2] *Other revenue includes revenue from telecommunication companies, interest revenue associated with customer accounts and other miscellaneous amounts.*

Electricity revenue decreased by $14.9 million compared to 2017. The decrease was due to lower electricity sales, regulatory amortizations recognized pursuant to PUB orders, and the impact of the 0.7% customer rate decrease effective July 1, 2017. On June 14, 2017 the PUB approved a 1.2% decrease in the wholesale electricity rate paid by Newfoundland Power to Hydro effective July 1, 2017 ("July 1, 2017 Wholesale Rate Change"). This translated into a 0.7% decrease in customer electricity rates for Newfoundland Power's customers effective July 1, 2017.

Other revenue was $6.7 million higher than 2017. The increase includes $3.3 million associated with a change in presentation, which is described in the "Changes in Accounting Policies" section of this MD&A. Also contributing to the increase was the settlement of an insurance claim and higher revenue from telecommunications companies.

Purchased Power: Purchased power expense for 2018 was $13.0 million lower than 2017. The decrease in purchased power expense reflects lower energy purchases, the July 1, 2017 Wholesale Rate Change and lower demand charges from Hydro.

Operating Expenses: Operating expenses increased by $5.6 million, from $71.4 million in 2017 to $77.0 million in 2018. The increase was primarily due to $3.3 million associated with a change in accounting policy. The remainder of the increase was primarily due to (i) higher consulting costs associated with regulatory proceedings, (ii) the amortization of deferred conservation and demand management costs, as approved by the PUB, and (iii) increased work for telecommunications companies.

Employee Future Benefits: Employee future benefits decreased by $3.5 million, from $9.1 million in 2017 to $5.6 million in 2018. The decrease was primarily due to the expiry of regulatory amortizations in 2017 and also reflects a reduction in claims costs experience associated with the Other Post-Employment Benefits ("OPEB") plan. Employee future benefits is fully described in Note 11 to the Company's 2018 annual audited financial statements.

Depreciation and Amortization: Depreciation and amortization expense increased by $2.2 million, from $63.0 million in 2017 to $65.2 million in 2018. The increase reflects the Company's capital expenditure program.

Amortization of Cost Recovery Deferral: As a result of the PUB's Order on the 2016/2017 GRA and the related customer rate change on July 1, 2016, the Company recorded a $2.6 million over-recovery from customer rates in 2016. This over-recovery in 2016 was ordered to be amortized in customer rates over a 30-month period from July 1, 2016 through December 31, 2018. Amortization of $1.0 million was recorded in each of 2018 and 2017.

Finance Charges: Finance charges increased by approximately $0.8 million, from $35.4 million in 2017 to $36.2 million in 2018. The increase was primarily due to higher long-term debt and related interest charges associated with continued investment in the electricity system.

Income Taxes: Income tax expense decreased by $0.6 million, from $12.9 million in 2017 to $12.3 million in 2018. The decrease reflects a lower effective tax rate.

FINANCIAL POSITION

Explanations of the primary causes of significant changes in the Company's balance sheets between December 31, 2017 and December 31, 2018 follow.

($millions)	Increase (Decrease)	Explanation
Property, Plant and Equipment	40.2	Increase due to investment in the electricity system, in accordance with the 2018 capital expenditure program, partially offset by depreciation and customer contributions in aid of construction.
Regulatory Assets, including Current Portion	(5.5)	Decrease due to the normal operation of the Company's approved regulatory accounts. See Note 7 to the Company's 2018 annual audited financial statements.
Regulatory Liabilities, including Current Portion	6.8	Increase due to the normal operation of the Company's approved regulatory accounts. See Note 7 to the Company's 2018 annual audited financial statements.
Long-Term Debt, including Current Portion	18.5	Represents additional debt required to finance growth in rate base and ongoing operating activities.
Retained Earnings	15.1	Earnings in excess of dividends; retained to finance rate base growth.

LIQUIDITY AND CAPITAL RESOURCES

The primary sources of liquidity and capital resources are net funds generated from operations, debt capital markets and bank credit facilities. These sources are used primarily to satisfy capital and intangible asset expenditures, service and repay debt, and pay dividends. A summary of cash flows and cash position for 2018 and 2017 follows.

($millions)	2018	2017	Change
Cash, Beginning of Year	-	-	-
Operating Activities	113.3	110.0	3.3
Investing Activities	(100.0)	(91.7)	(8.3)
Financing Activities	(13.1)	(18.3)	5.2
Cash, End of Year	0.2	-	0.2

Operating Activities

Cash from operating activities totalled $113.3 million in 2018 compared to $110.0 million in 2017. The increase was mainly due to the operation of regulatory mechanisms and associated changes in working capital.

Investing Activities

Cash used in investing activities totalled $100.0 million in 2018 compared to $91.7 million in 2017. The increase reflects a combination of higher capital and intangible asset expenditures and lower contributions received from customers.

A summary of 2018 and 2017 capital and intangible asset expenditures follows.

($millions)	2018	2017
Electricity System		
Generation	8.8	6.2
Transmission	8.3	6.4
Substations	13.4	16.4
Distribution	45.3	46.3
Other	20.3	16.5
Intangible Assets	5.3	4.4
Capital and Intangible Asset Expenditures	101.4	96.2

The Company's business is capital intensive. Capital investment is required to ensure safe, reliable electrical system performance and to meet customer growth. All costs considered to be repairs and maintenance are expensed as incurred. Capital investment is also required for information technology systems and for general facilities, equipment and vehicles. Capital expenditures, and property, plant and equipment repairs and maintenance expense, can vary from year-to-year depending upon both planned electricity system expenditures and unplanned expenditures arising from weather or other unforeseen events.

The Company's annual capital plan requires prior PUB approval. Variances between actual and planned expenditures are generally subject to PUB review prior to inclusion in the Company's rate base. The PUB has approved the Company's 2019 capital plan which provides for capital expenditures of approximately $93.3 million, approximately 55% of which relate to capital maintenance of the electricity system.

Financing Activities

Cash used in financing activities totalled $13.1 million in 2018 compared to $18.3 million in 2017. The decrease reflects higher capital expenditures partially offset by higher cash from operations.

On June 2, 2017, the Company issued $75 million 40-year, 3.815% first mortgage sinking fund bonds.

In 2017, a special dividend of $12.0 million was paid to Fortis to maintain the Company's average capital structure that includes 45% common equity.

The Company has historically generated sufficient annual cash flows from operating activities to service annual interest and sinking fund payments on debt, to fund pension obligations, to pay dividends and to finance a major portion of its annual capital program. Additional financing to fully fund the annual capital program is primarily obtained through the Company's bank credit facilities and these borrowings are periodically refinanced, along with any maturing bonds, through the issuance of long-term first mortgage sinking fund bonds. The issuance of bonds is subject to prior PUB approval and to a mortgage trust deed requirement that the ratio of (i) annual earnings, before tax and bond interest, to (ii) annual bond interest incurred plus annual bond interest to be incurred on the contemplated bond issue, be two times or higher. The Company currently does not expect any material changes in these annual cash flow and financing dynamics over the foreseeable future.

Credit Facilities: The Company's credit facilities are comprised of a $100 million committed revolving term credit facility and a $20 million demand facility as detailed below.

($millions)	2018	2017
Total Credit Facilities	120.0	120.0
Borrowing, Committed Facility	(37.0)	(12.0)
Borrowing, Demand Facility	-	(3.6)
Credit Facilities Available	83.0	104.4

During the third quarter of 2018, the $100 million committed credit facility was extended to a five-year term maturing in August 2023. Subject to lenders' approval, the Company may request an extension for a further period of up to, but not exceeding, five years.

Pensions: As at December 31, 2018, the fair value of the Company's primary defined benefit pension plan assets was $400.7 million compared to $421.7 million as at December 31, 2017. The $21.0 million decrease in fair value was due to market conditions in 2018. Details of the plan asset changes are included in Note 11 to the Company's 2018 annual audited financial statements.

In April 2018, Newfoundland Power received actuarial valuation results for its defined benefit pension plan, including the funding status of the plan as at December 31, 2017, on a going concern and solvency basis. On a going concern basis, the surplus increased from $32.1 million as at December 31, 2014 to $69.7 million as at December 31, 2017. On a solvency basis, the funding position increased from a deficit of $7.0 million as at December 31, 2014 to a surplus of $8.6 million as at December 31, 2017. The increase was primarily due to contributions to the plan since 2014 and favorable market returns, partially offset by a lower estimated discount rate.

Based on the December 2017 Actuarial Valuation Report, contributions for current service amounts are estimated to be $2.8 million in 2019 and $2.7 million in 2020. The Company expects to have sufficient cash generated from operations to meet future pension funding requirements.

Contractual Obligations: Details, as at December 31, 2018, of contractual obligations over the subsequent five years and thereafter, follow.

($millions)	Total	Due Within 1 Year	Due in Years 2 & 3	Due in Years 4 & 5	Due After 5 Years
Credit Facilities (unsecured)	37.0	37.0	-	-	-
First Mortgage Sinking Fund Bonds [1]	577.9	6.6	42.4	40.0	488.9
Interest obligations on long-term debt	523.3	35.4	66.2	58.3	363.4
Total	1,138.2	79.0	108.6	98.3	852.3

1 First mortgage sinking fund bonds are secured by a first fixed and specific charge on property, plant and equipment owned or to be acquired by the Company, by a floating charge on all other assets and carry customary covenants.

Credit Ratings and Capital Structure: To ensure continued access to capital at reasonable cost, the Company endeavours to maintain investment grade credit ratings. Details of the Company's investment grade bond ratings as at December 31, 2018 and 2017 follow.

	2018		2017	
Rating Agency	Rating	Outlook	Rating	Outlook
Moody's Investors Service ("Moody's")	A2	Stable	A2	Stable
DBRS	A	Stable	A	Stable

Moody's and DBRS issued updated credit rating reports in January 2019 and September 2018, respectively, confirming the Company's existing investment grade bond rating and rating outlook.

Newfoundland Power maintains an average annual capital structure composed of approximately 55% debt and preference equity and 45% common equity. This capital structure is reflected in customer rates and is consistent with the Company's current investment grade credit ratings.

The Company's capital structure as at December 31, 2018 and 2017 follows.

	2018		2017	
	$millions	%	$millions	%
Total Debt [1]	612.0	54.5	597.2	54.6
Preference Equity	8.9	0.8	8.9	0.8
Common Equity	502.9	44.7	487.8	44.6
Total	1,123.8	100.0	1,093.9	100.0

1 *Includes bank indebtedness, or net of cash and debt issue costs, if applicable.*

The Company expects to maintain its current investment grade credit ratings in 2019.

Capital Stock and Dividends: In both 2018 and 2017, the weighted average number of common shares outstanding was 10,320,270. Dividends on common shares for 2018 were $11.2 million lower than 2017. The decrease was due to a special common share dividend of $12.0 million which the Company paid to Fortis in the third quarter of 2017. In 2018, the quarterly common share dividends increased to $0.66 per share compared to $0.64 per share in 2017. The increase in common share dividends was to maintain an average capital structure that includes approximately 45% common equity.

The Company purchased for cancellation 600 Series D preference shares for $6,000 during the year.

As at December 31, 2018, the number of preferences shares outstanding was 891,148 comprised of 179,225 First Preference Shares, Series A; 337,983 First Preference Shares, Series B; 191,040 First Preference Shares, Series D; and 182,900 First Preference Shares, Series G.

RELATED PARTY TRANSACTIONS

The Company provides services to, and receives services from, its parent company, Fortis and other subsidiaries of Fortis. The Company also incurs charges from Fortis for the recovery of general corporate expenses incurred by Fortis. These transactions are in the normal course of business and are recorded at their exchange amounts.

Related party transactions included in operating expenses in 2018 were $2.1 million (2017 - $2.3 million).

A member of the Board of Directors of Newfoundland Power is the President of a construction services company. In 2018, the Company entered into a construction services agreement with this company. Total capital expenditures incurred in 2018 associated with this agreement were $2.3 million. The awarding of the contract followed a competitive bidding process in the ordinary course of business. The Board of Directors has no role in this process.

FINANCIAL INSTRUMENTS

The carrying values of financial instruments included in current assets, current liabilities, other assets, and other liabilities approximate their fair value, reflecting their nature, short-term maturity or normal trade credit terms.

The fair value of long-term debt is calculated by discounting the future cash flows of each debt instrument at the estimated yield-to-maturity equivalent to benchmark government bonds, with similar terms to maturity, plus a credit risk premium equal to that of issuers of similar credit quality. Since the Company does not intend to settle its debt instruments before maturity, the fair value estimate does not represent an actual liability, and therefore, does not include settlement costs.

The carrying and estimated fair values of the Company's long-term debt as at December 31, 2018 and 2017 follows.

	2018		2017	
($millions)	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Long-term debt, including current portion and committed credit facility	614.9	745.6	596.5	736.5

BUSINESS RISK MANAGEMENT

The following is a summary of the Company's significant business risks.

Regulation: The Company's key business risk is regulation. The Company is subject to normal uncertainties facing entities that operate under cost of service regulation. It is dependent on PUB approval of customer rates that permit a reasonable opportunity to recover on a timely basis the estimated costs of providing electricity service, including a fair and reasonable return on rate base. The ability to recover the actual costs of providing service and to earn the approved rate of return depends on achieving the forecasts established in the rate-setting process. There can be no assurance that rate orders issued by the PUB will permit the Company to recover the estimated costs of providing electricity service. A failure to obtain acceptable rate orders may adversely affect the operations of the Company, the timing of capital projects, and the Company's credit ratings assigned by rating agencies, which may in turn, negatively affect the results of operations and financial position of the Company.

Energy Supply: The Company is dependent on Hydro for approximately 93% of its electricity requirements. In the event that Hydro is unable to supply the Company with wholesale energy deliveries, Newfoundland Power would be unable to meet its customers' requirements.

The Company experienced losses of electricity supply from Hydro in January 2013 and January 2014, which disabled the Company from meeting all of its customers' requirements. The PUB conducted an inquiry and hearing into the system supply issues and power interruptions. The results indicated that significant concerns remain in relation to the adequacy and reliability of supply from Hydro.

Nalcor Energy's Muskrat Falls hydroelectric generation development and associated transmission assets ("Muskrat Falls") are expected to be commissioned by the end of 2020. Energy from Muskrat Falls is expected to supply a significant portion of Hydro's, and in turn Newfoundland Power's, electricity requirements. The reliability of power supply from Muskrat Falls is currently unknown and under review by the PUB.

Purchased Power: Purchased power costs are based on a wholesale demand and energy rate structure. The demand and energy rate structure presents the risk of volatility in purchased power costs due to uncertainty in forecasting energy sales and peak billing demand. Effective January 1, 2008, the PUB ordered the operation of the demand management incentive account (the "DMI"). The DMI limits variations in the unit cost of purchased power related to demand up to 1% of total demand costs reflected in customer rates, or approximately $0.7 million for 2018 (2017 - $0.7 million). The disposition of balances in this account, which would be determined by a further order of the PUB, will consider the merits of the Company's conservation and demand management activities.

The marginal cost of purchased power exceeds the average cost of purchased power that is embedded in customer rates. To the extent actual electricity sales in any period exceed forecast electricity sales used to set customer rates, the marginal purchased power expense will exceed related revenue. These supply cost dynamics have no material effect on Company earnings because the PUB ordered that variations in purchased power expense caused by differences between the actual unit cost of energy purchased and that reflected in customer rates be recovered from or refunded to customers through the Company's Rate Stabilization Account ("RSA").

In July 2017, Hydro filed a GRA which will, amongst other things, establish wholesale rates for Newfoundland Power. In May 2018, the PUB approved an interim increase in the wholesale electricity rate charged to Newfoundland Power effective July 1, 2018. Hydro's 2017 GRA continues to be under review by the PUB. The amount and timing of any wholesale electricity rate changes, including those associated with Muskrat Falls, are uncertain and described in the "Outlook" section of this MD&A.

Electricity Demand: Increases in electricity rates can cause changes in customer electricity consumption, which could negatively impact the Company's sales and, therefore, earnings and cash flows. A significant portion of customer electricity rates is dependent on purchased power costs, which are outside of Newfoundland Power's control.

Future changes in supply costs, including costs associated with Muskrat Falls, are uncertain. During 2017, Nalcor Energy indicated that the cost of the project is projected to reach $12.7 billion. The Government of Newfoundland and Labrador has requested the PUB to examine options to mitigate the impact of higher project costs on electricity prices. This process by the PUB is ongoing. Increased supply costs may affect electricity prices in a manner that affects the Company's sales.

Health and Safety: The Company is subject to numerous health and safety laws, regulations and guidelines. Damages and costs could potentially arise due to a variety of events, including human error or misconduct and equipment failure. There is no assurance that any costs which might arise would be recoverable through customer rates and, if substantial, unrecovered costs could have a material adverse effect on the results of operations, cash flows and financial position of the Company. A focus on safety is an integral and continuing component of the Company's core business strategy.

The Company maintains a health and safety management system which complies with the internationally recognized Occupational Health and Safety Assessment Series 18001 standard. Continuing to meet this standard improves the Company's ability to capture and track information related to safe work practices and hazard recognition, and enhances safety management.

Environment: The Company is subject to numerous laws, regulations and guidelines relating to the protection of the environment including those governing the management, transportation and disposal of hazardous substances and other waste materials. Environmental damage and associated costs could potentially arise due to a variety of events, including the impact of severe weather and other natural disasters, human error or misconduct and equipment failure. Costs arising from environmental protection initiatives, compliance with environmental laws, regulations and guidelines or damages may become material to the Company.

The Company's key environmental hazard relates to risks of contamination of air, soil and water primarily relating to the storage and handling of fuel, the use and/or disposal of petroleum-based products, including transformer oils containing polychlorinated biphenyls, in the day-to-day operating and maintenance activities, and emissions from the combustion of fuel required in the generation of electricity.

The Company is also subject to inherent risks, including risk of fires. Electricity transmission and distribution facilities have the potential to cause fires as a result of equipment failure, trees falling on a transmission or distribution line or lightning strikes to wooden poles.

The environmental hazards related to hydroelectric generation operations include the creation of artificial water flows that may disrupt natural habitats and the storage of large volumes of water for the purpose of electricity generation.

To identify, mitigate and monitor environmental performance the Company has established an environmental management system ("EMS"). The Company's EMS is compliant with the International Organization for Standardization 14001:2004 standard. As at December 31, 2018, there were no environmental liabilities recorded in the Company's 2018 annual audited financial statements and there were no material unrecorded environmental liabilities known to management.

Capital Resources and Liquidity: The Company's financial position could be adversely affected if it fails to arrange sufficient and cost-effective financing to fund, among other things, capital expenditures and the repayment of maturing debt. There can be no assurance that sufficient capital will continue to be available on acceptable terms to repay existing debt and to fund capital expenditures. The ability to arrange sufficient and cost-effective financing is subject to numerous factors, including the financial position of the Company, conditions in the capital and bank credit markets, ratings assigned by rating agencies and general economic conditions.

Credit ratings affect the level of credit risk spreads on new long-term bond issues and on the Company's credit facilities. A change in credit ratings could potentially affect access to various sources of capital and increase or decrease the Company's financing costs. There were no changes to the Company's credit ratings in 2018. The Company does not anticipate any material adverse rating actions by the credit rating agencies in the near term.

The Company has been successful at securing cost effective capital and expects to have reasonable access to capital in the near to medium terms. In 2018, the Company's $100 million committed credit facility was extended to a five-year term maturing in August 2023. Further information on the Company's credit facilities, contractual obligations, including long-term debt maturities and repayments, and cash flow requirements is provided in the "Liquidity and Capital Resources" section of this MD&A.

Economic Conditions: Economic conditions primarily impact the Company's electricity sales, cost of capital and the performance of the defined benefit pension plan.

Electricity sales are influenced by economic factors such as changes in employment levels, personal disposable income and housing starts. Out-migration in rural areas, as well as declining birth rates and increasing death rates associated with an aging population, also affect sales. An extended decline in economic conditions would be expected to have the effect of reducing demand for energy over time. In addition to the impact of reduced demand, an extended decline in economic conditions could also impair the ability of customers to pay for electricity consumed, thereby affecting the aging and collection of the Company's accounts receivable. The Company's electricity sales have decreased since 2015 and a modest decline is currently expected for 2019.

The impact of economic conditions on pensions and cost of capital are described in the Interest Rates and Defined Benefit Pension Plan Performance sections of this MD&A.

Interest Rates: Global financial market conditions could impact the Company's cost of capital as well as impact timing of future long-term bond issues. Market driven changes in interest rates could cause fluctuations in interest costs associated with the Company's bank credit facilities. The Company periodically refinances its credit facilities in the normal course with fixed-rate first mortgage sinking fund bonds, which compose most of its long-term debt, thereby significantly mitigating exposure to short-term interest rate changes.

Cyber Security: The Company is exposed to the risk of cyber-security violations. Unauthorized access to corporate and information technology systems due to hacking, viruses and other causes could result in service disruptions and system failures. In addition, the Company requires access to confidential customer data, including personal and credit information, which could be exposed in the event of a security breach.

Despite implemented security measures and controls to protect corporate and information technology systems and safeguard the confidentiality of customer information, a security breach could occur. This could potentially result in service disruptions, property damage, corruption or unavailability of critical data or confidential customer information, reputational damage and increased regulation and litigation. These could impact the Company's results if the situation is not resolved in a timely manner, or the financial impacts are not alleviated through insurance policies or through recovery from customers in future rates.

Labour Relations: Approximately 55% of the Company's employees are members of the International Brotherhood of Electrical Workers labour union (the "IBEW"), which has two collective bargaining agreements with the Company. The two agreements expired on September 30, 2017. Collective agreement negotiations with the IBEW commenced in the fourth quarter of 2017. Conciliation proceedings occurred in the second quarter of 2018, and no tentative agreements have been reached to date. An application filed by the Company to establish essential employees in the event of a labour dispute is under review by the PUB. The inability to maintain or renew the collective agreements on acceptable terms could result in increased labor costs, or service interruptions arising from labor disputes that are not provided for in approved rates and that could have a material adverse effect on the results of operations, cash flows and financial position of the Company.

Human Resources: The ability of the Company to deliver service in a cost-effective manner is dependent on the ability of the Company to attract, develop and retain a skilled workforce.

Operating and Maintenance: The Company's electricity system requires ongoing maintenance and capital investment to ensure its continued performance, reliability and safety. The failure of the Company to properly execute its capital expenditure programs, maintenance programs or the occurrence of significant unforeseen equipment failures could have a material adverse effect on the Company's results of operations, cash flows and financial position. There can be no assurance that any additional maintenance and capital costs will receive regulatory approval for recovery in future customer rates.

Weather: The physical assets of the Company are exposed to the effects of severe weather conditions and other acts of nature. Although the physical assets have been constructed, operated and maintained to withstand severe weather, there is no assurance that they will successfully do so in all circumstances. In the event of a material uninsured loss caused by severe weather conditions or other natural disasters, there is potential to make an application to the PUB for recovery of those costs. However, there can be no assurance that the PUB would approve any such application. Any major damage to the Company's facilities could result in loss of revenue, repair costs and customer claims that are substantial in amount and could result in a material adverse effect on the Company's results of operations, cash flows and financial position.

Insurance: While the Company maintains a comprehensive insurance program, the Company's transmission and distribution assets (i.e. poles and wires) are not covered under insurance for physical damage. This is customary in North America as the cost of the coverage is not considered economical. Insurance is subject to coverage limits as well as time-sensitive claims discovery and reporting provisions and there is no assurance that the types of liabilities that may be incurred by the Company, including those that may arise relating to environmental matters, will be covered by insurance.

For material uninsured losses, the Company expects that it could seek regulatory relief. However, there is no assurance that regulatory relief would be received. Any major damage to the physical assets of the Company could result in repair costs and customer claims that are substantial in amount and which could have a material adverse effect on the Company's results of operations, cash flows and financial position.

It is expected that existing insurance coverage will be maintained. However, there is no assurance that the Company will be able to obtain or maintain adequate insurance in the future at rates considered reasonable or that insurance will continue to be available on terms comparable to those now existing.

Defined Benefit Pension Plan Performance: The defined benefit pension plan is subject to judgments utilized in the actuarial determination of the projected pension benefit obligation and the related pension expense. The primary assumptions utilized are the expected long-term rate of return on pension plan assets and the discount rate used to value the projected pension benefit obligation. A discussion of the critical accounting estimates associated with pensions is provided in the "Critical Accounting Estimates – Employee Future Benefits" section of this MD&A.

Pension benefit obligations and related pension expense can be affected by changes in the global financial and capital markets. There is no assurance that the pension plan assets will earn the expected long-term rate of return in the future. Market driven changes impacting the performance of the pension plan assets may result in material variations in actual return on pension plan assets from the expected long-term return on the assets. This may cause material changes in future pension funding requirements from current estimates and material changes in future pension expense. Market-driven changes also impact the discount rate which may result in material variations in (i) future pension funding requirements from current estimates and (ii) future pension expense.

There is also risk associated with measurement uncertainty inherent in the actuarial valuation process as it affects the measurement of pension expense, future funding requirements, and the projected benefit obligation.

Pension risks are mitigated due to the PUB approved pension expense variance deferral ("PEVDA") to deal with the differences between actual defined benefit pension expense and pension expense approved by the PUB for rate-setting purposes. Differences in pension expense arising from variations in assumptions are recovered from or refunded to customers through the Company's RSA. The closure of the defined benefit pension plan in 2004 also mitigates pension risk.

Information Technology Infrastructure: The ability of the Company to operate effectively is dependent upon developing and maintaining its information systems and infrastructure that support electricity operations, provide customers with billing information and support the financial and general operating aspects of the business. System failures could have a material adverse effect on the Company.

CHANGES IN ACCOUNTING POLICIES

Revenue Recognition: Effective January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers*, which requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company adopted the standard using the modified retrospective method, under which comparative figures were not restated. The adoption of this standard did not change the Company's revenue recognition policy and did not have an impact on net earnings. The Company did, however, change the presentation of other contract revenue to be on a gross basis effective January 1, 2018. This resulted in an increase in revenue and operating expenses.

Additional disclosure on Newfoundland Power's revenue as a result of the adoption of ASC Topic 606 is provided in Note 4 to the Company's 2018 annual audited financial statements.

Improving the Presentation of Net Periodic Pension Cost and Net Periodic Post-retirement Benefit Cost: Effective January 1, 2018, the Company adopted Accounting Standards Update ("ASU") No. 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Post-retirement Benefit Cost*. This standard requires that an employer disaggregate the current service cost component of net benefit cost and present it in the same statement of earnings line item as other employee compensation costs arising from services rendered. The other components of net benefit cost are required to be presented separately from the service cost component and outside of operating income. Additionally, the amendments allow only the service cost component to be eligible for capitalization, when applicable.

The adoption of this update was applied retrospectively for the presentation of net periodic benefit costs and prospectively for the capitalization in assets of only the service cost component of net periodic benefit cost. This change in presentation resulted in an increase in operating expenses and a corresponding decrease in employee future benefits of $7.9 million on the statement of earnings for the year ended December 31, 2017. Service costs are included in operating expenses and the other components of net benefit costs are included in employee future benefits on the statement of earnings. There was no impact on net earnings.

Additional disclosure on Newfoundland Power's net periodic pension costs as a result of the adoption of this standard is provided in Note 11 to the Company's 2018 annual audited financial statements.

FUTURE ACCOUNTING PRONOUNCEMENTS

The Company considers the applicability and impact of all ASUs issued by the Financial Accounting Standards Board ("FASB"). The following updates have been issued by the FASB, but have not yet been adopted by Newfoundland Power. Any ASUs not included below were assessed and determined to be either not applicable to the Company or are not expected to have a material impact on the financial statements.

Leases

ASU No. 2016-02, *Leases* (ASC Topic 842) was issued in February 2016 and is effective for Newfoundland Power January 1, 2019. The standard will be applied using a modified retrospective approach with implementation options, referred to as practical expedients. Principally, it requires balance sheet recognition of a right-of-use asset and lease liability by lessees for those leases that are classified as operating leases, along with additional disclosures.

Newfoundland Power has elected the optional transition method which allows entities to continue to apply the current lease guidance in the comparative periods presented in the year of adoption and apply the transition provisions of the new guidance on the effective date of the new guidance. Newfoundland Power elected a package of practical expedients that allows it to not reassess the lease classification of existing leases or whether existing contracts, including land easements, are or contain a lease.

Newfoundland Power has not identified material leasing activities. The adoption of this standard is not expected to have a material impact on Newfoundland Power's financial statements and related disclosures.

Compensation – Retirement Benefits – Defined Benefit Plans – General

ASU No. 2018-14, Compensation – Retirement Benefits – Defined Benefit Plans – General, issued in August 2018, is effective for years ending after December 15, 2020 and is to be applied on a retrospective basis for all periods presented. Principally, it modifies the disclosure requirements for employers with defined pension or other postretirement plans and clarifies disclosure requirements.

Intangibles – Goodwill and Other – Internal-Use Software

ASU No. 2018-15, *Intangibles – Goodwill and Other – Internal-Use Software*, was issued in August 2018 and the amendments in this update align the requirements for capitalizing implementation costs incurred in a cloud computing arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. This update is effective for annual and interim periods beginning after December 15, 2019 and early adoption is permitted. Newfoundland Power is assessing the impact that the adoption of this update will have on its financial statements and related disclosures.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Estimates and judgments are based on historical experience, current conditions and various other assumptions believed to be reasonable under the circumstances. Additionally, certain estimates are necessary since the regulatory environment in which the Company operates often requires amounts to be recorded at estimated values until these amounts are finalized pursuant to regulatory decisions or other regulatory proceedings. Due to changes in facts and circumstances and the inherent uncertainty involved in making estimates, actual results may differ significantly from current estimates. Estimates and judgments are reviewed periodically and, as adjustments become necessary, are reported in earnings in the period in which they either, as appropriate, become known or included in customer rates. The critical accounting estimates are discussed below.

Depreciation and Amortization: Depreciation and amortization, by their nature, are estimates based primarily on the useful lives of assets. Estimated useful lives are based on current facts and historical information, and take into consideration the anticipated lives of the assets. Newfoundland Power's depreciation methodology, including depreciation and amortization rates, accumulated depreciation and estimated remaining service lives, is subject to a periodic study by external experts. The difference between actual accumulated depreciation and that indicated by the depreciation study is amortized and included in customer rates in a manner prescribed by the PUB.

The most recent depreciation study, based on property, plant and equipment in service as at December 31, 2014, indicated an accumulated depreciation variance of $12.2 million. The PUB ordered that it be amortized as an increase in depreciation expense of property, plant and equipment over the average remaining service life of the related assets.

The estimate of future removal and site restoration costs is based on historical experience and future expected cost trends. The balance of this regulatory liability as at December 31, 2018 was $160.0 million (December 31, 2017 - $152.0 million). The net amount of estimated future removal and site restoration costs provided for and reported in depreciation expense during 2018 was $17.8 million (2017 - $17.2 million).

Capitalized Overhead: Newfoundland Power capitalizes overhead costs which are not directly attributable to specific capital assets, but which relate to the overall capital expenditure program ("general expenses capitalized" or "GEC"). Capitalization reflects estimates of the portions of various general expenses that relate to the overall capital expenditure program in accordance with a methodology ordered by the PUB. GEC is allocated over constructed property, plant and equipment, and amortized over their estimated service lives. In 2018, GEC totalled $3.9 million (2017 - $4.0 million). Changes to the methodology for calculating and allocating general overhead costs to property, plant and equipment could have a material impact on the amounts recorded as operating expenses versus property, plant and equipment. However, any change in the fundamental methodology for the calculation and allocation of GEC would require the approval of the PUB.

Employee Future Benefits: The Company's primary defined benefit pension and OPEB plans are subject to judgments utilized in the actuarial determination of the expense and related obligations. The primary assumptions utilized in determining the pension expense and the projected pension benefit obligation are the discount rate and the expected long-term rate of return on plan assets. The primary assumptions utilized in determining the OPEB expense and the projected OPEB benefit obligation are the discount rate and the health care cost trend rate. All assumptions are assessed and concluded in consultation with the Company's external actuarial advisor.

The discount rate as at December 31, 2018, which is utilized to determine the projected pension benefit obligation and the 2019 pension expense was 3.8% compared to the discount rate of 3.6% as at December 31, 2017. The discount rate as at December 31, 2018, utilized to determine the projected OPEB obligation and the 2019 OPEB expense was 3.9% compared to the discount rate of 3.6% as at December 31, 2017. Discount rates reflect market interest rates on high-quality debt instruments with cash flows that match the timing and amount of expected benefit payments. The methodology in determining the discount rate was consistent with that used to determine the discount rate in the previous year.

The expected long-term rate of return on pension plan assets which is used to estimate the 2019 defined benefit pension expense is 5.25%, consistent with that used for the 2018 defined benefit pension expense. The expected long-term rate of return reflects global market conditions and the Company's long-term investment strategy. As in previous years, the Company's actuary provided a range of expected long-term pension asset returns based on their internal modelling. The expected long-term return on pension plan assets of 5.25% falls within this range. The Company periodically completes a review of its investment strategy and asset allocation. Based on the review completed in 2017, the Company reduced its Canadian equity allocation and re-allocated its U.S. and international equity funds to a combination of diversified global equity funds. Newfoundland Power plans to gradually reduce the Canadian equity concentration to 10% and increase the fixed income securities to 60% through 2020, subject to market conditions. This is expected to reduce the risk of asset volatility and allow for more predictability in terms of the plan's funded status.

The health care cost trend rate as at December 31, 2018, which is utilized to determine the projected OPEB benefit obligation and the 2019 OPEB expense, is 4.0%, compared to 4.5% as at December 31, 2017.

The following table provides sensitivity to the changes in the 2018 primary assumptions associated with the Company's primary defined benefit pension and OPEB plans.

	Defined Benefit Pension Plan		OPEB Plan	
($millions)	Pension Expense[1]	Benefit Obligation[2]	OPEB Expense[1]	Benefit Obligation[2]
Rate of return on plan assets:				
Increase by 1.0%	(4.0)	-	-	-
Decrease by 1.0%	4.0	-	-	-
Discount rate:				
Increase by 1.0%	(5.6)	(46.4)	(0.2)	(10.9)
Decrease by 1.0%	5.1	57.2	0.9	13.8
Health care cost trend rate:				
Increase by 1.0%	-	-	1.2	10.3
Decrease by 1.0%	-	-	(0.6)	(8.2)

1 *For the year ended December 31, 2018. The volatility of future pension and OPEB expense has been significantly mitigated by the PUB approved PEVDA and OPEB cost variance deferrals, in which the difference arising from variations in assumptions between actual pension and OPEB expense and pension and OPEB expense approved by the PUB for rate-setting purposes would be recovered from or refunded to customers through the Company's RSA.*

2 *As at December 31, 2018.*

Other assumptions applied in measuring the defined benefit pension expense and/or the projected pension benefit obligation were the average rate of compensation increase, average remaining service life of the active employee group, and employee and retiree mortality rates. Other assumptions utilized in determining OPEB costs and obligations include the foregoing assumptions, excluding the average rate of compensation increase.

Income Taxes: Deferred income tax assets and liabilities are based upon temporary differences between the accounting and tax basis of existing assets and liabilities, the benefit of income tax reductions or tax losses available to be carried forward and the effects of changes in tax laws. The carrying amounts of assets and liabilities are based upon the amounts recorded in the financial statements and are, therefore, subject to accounting estimates that are inherent to those balances. The timing of the reversal of temporary differences is estimated based upon assumptions of expectations of future results of operations. The composition of deferred income tax assets and liabilities are reasonably likely to change from period to period because of changes in the estimation of these expectations.

Asset Retirement Obligations: The measurement of the fair value of asset retirement obligations ("AROs") requires the Company to make reasonable estimates about the method of settlement and settlement dates associated with legally obligated asset retirement costs. While the Company has AROs for its generation assets and certain distribution and transmission assets, there were no amounts recognized as at December 31, 2018 and 2017.

The nature, amount and timing of AROs for hydroelectric generation assets cannot be reasonably estimated at this time as these assets are expected to effectively operate in perpetuity given their nature. In the event that environmental issues are identified or hydroelectric generation assets are decommissioned, AROs will be recorded at that time provided the costs can be reasonably estimated. It is management's judgment that identified AROs for its remaining assets are immaterial.

Revenue Recognition: The development of the electricity sales estimates requires analysis of electricity consumption on a historical basis in relation to key inputs such as the current price of electricity, population growth, economic activity, weather conditions and electricity system losses. The estimation process for accrued unbilled electricity consumption will result in adjustments to electricity revenue in the period during which the difference between actual results and those estimated becomes known. As at December 31, 2018, the amount of accrued unbilled revenue recorded in accounts receivable was approximately $36.3 million (December 31, 2017 - $35.5 million).

See "Changes in Accounting Policies" section of this MD&A for additional disclosure on Newfoundland Power's revenue recognition policy.

Contingencies: The Company is subject to various legal proceedings and claims associated with the ordinary course of business operations. It is management's judgment that the amount of liability, if any, from these actions would not have a material adverse effect on the Company's financial position or results of operations.

SELECTED ANNUAL INFORMATION

The following table sets forth annual information for the years ended December 31, 2018, 2017 and 2016. The financial information reflects Canadian dollars and has been prepared in accordance with U.S. GAAP.

($millions, except per share amounts)	2018	2017	2016
Results of Operations:			
Revenue	664.2	672.4	672.1
Net Earnings Applicable to Common Shares	41.2	41.0	40.0
Financial Position:			
Total Assets	1,628.2	1,589.0	1,540.3
Total Long-term Liabilities	977.5	973.8	887.1
Shareholders' Equity	511.8	496.8	494.2
Per Share Data:			
Earnings Applicable to Common Shares [1]	3.99	3.97	3.87
Common Dividends Declared [1]	2.64	3.72	2.08
Preference Dividends Declared [2]	0.62	0.62	0.62

1 *Basic and fully diluted. Based on the weighted average number of common shares outstanding, which was 10,320,270 common shares in each year.*
2 *Based on the aggregate number of preference shares outstanding in each year, which was 891,148 in 2018, 891,748 in 2017 and 892,998 in 2016. Changes in the number of preference shares outstanding reflect shares repurchased at $10 per share.*

The changes from 2017 to 2018 have been discussed previously in this MD&A. The increase in revenue from 2016 to 2017 reflects a full year impact of the 1.2% customer rate increase effective July 1, 2016 associated with the 2016/2017 GRA, regulatory amortizations recognized pursuant to board orders and higher revenue from telecommunications companies. The increase was partially offset by the impact of lower electricity sales.

The increase in net earnings applicable to common shares from 2016 to 2017 was primarily due to lower than anticipated finance charges and an increase in other revenue, partially offset by higher purchased power costs associated with demand charges from Hydro and lower electricity sales.

The increase in total assets from 2016 to 2017 reflects continued investment in the electricity system.

FOURTH QUARTER RESULTS

	2018	2017	Change
Electricity Sales *(GWh)* [1]	1,594.4	1,577.9	16.5
Net Earnings Applicable to Common Shares			
$ Millions	9.6	10.8	(1.2)
$ Per Share	0.93	1.04	(0.11)
Cash Flow from Operating Activities *($millions)*	23.0	31.8	(8.8)
Cash Flow used in Investing Activities *($millions)*	(34.2)	(33.6)	(0.6)
Cash Flow from Financing Activities *($millions)*	11.4	1.8	9.6

1 *Reflects normalized electricity sales.*

Electricity sales for the fourth quarter of 2018 increased by 16.5 GWh, or 1.0% compared to the fourth quarter of 2017. The increase was due to a 0.4% increase in average consumption, as well as a 0.6% increase in electricity sales associated with an increase in the number of customers.

Earnings for the fourth quarter of 2018 decreased by $1.2 million compared to the fourth quarter of 2017. Approximately $1.1 million of the decrease was due to the July 1, 2017 Wholesale Rate Change. The rate change did not have a material impact on Newfoundland Power's annual earnings. See the "Quarterly Results" section of this MD&A. Excluding the impact of the July 1, 2017 Wholesale Rate Change, earnings for the fourth quarter of 2018 were comparable with the fourth quarter of 2017.

Cash from operating activities for the fourth quarter of 2018 decreased by $8.8 million compared to the fourth quarter of 2017. The decrease is primarily due to the timing of government remittances.

Cash used in investing activities for the fourth quarter of 2018 was comparable with the fourth quarter of 2017.

Cash from financing activities for the fourth quarter of 2018 increased by $9.6 million compared to the fourth quarter of 2017. The increase was due to higher net borrowings under the Company's credit facilities due to lower cash from operations.

QUARTERLY RESULTS

The following table sets forth unaudited quarterly information for each of the eight quarters ended March 31, 2017, through December 31, 2018. The quarterly information reflects Canadian dollars and has been obtained from the Company's interim unaudited financial statements which have been prepared in accordance with U.S. GAAP. These financial results are not necessarily indicative of results for any future period and should not be relied upon to predict future performance.

	First Quarter March 31		Second Quarter June 30		Third Quarter September 30		Fourth Quarter December 31	
(unaudited)	2018	2017	2018	2017	2018	2017	2018	2017
Electricity Sales *(GWh)*	2,022.2	2,060.0	1,323.8	1,357.5	935.7	926.7	1,594.4	1,577.9
Revenue *($millions)*	222.4	228.9	149.8	155.2	112.4	109.9	179.6	178.4
Net Earnings Applicable to Common Shares *($millions)*	6.3	10.8	12.8	11.5	12.5	7.9	9.6	10.8
Earnings per Common Share *($)* [1]	0.61	1.05	1.24	1.11	1.21	0.77	.93	1.04

1 *Reflects normalized electricity sales.*
2 *Basic and fully diluted.*

Seasonality

Sales and Revenue: Quarterly sales and revenue are impacted by the seasonality of electricity sales for heating. Sales and revenue are significantly higher in the first quarter and significantly lower in the third quarter compared to the remaining quarters. This reflects the seasonality of electricity consumption for heating.

Earnings: In addition to the seasonality of electricity consumption for heating, quarterly earnings are impacted by the purchased power rate structure. The Company pays more, on average, for each kilowatt hour ("kWh") of purchased power in the winter months and less, on average, for each kWh of purchased power in the summer months. Changes in the purchased power rate structure may impact quarterly earnings.

The PUB approved a change in the wholesale electricity rate paid by Newfoundland Power to Hydro effective July 1, 2017. As a result, the Company will pay more for purchased power in the winter months and less in the summer months. In 2018, this decreased earnings in the first and fourth quarters and increased earnings in the second and third quarters relative to 2017. The rate change did not have a material impact on Newfoundland Power's annual earnings.

Trending

Sales and Revenue: Changes in quarterly electricity sales year-over-year reflect fluctuations in average consumption and growth in the number of customers served by the Company. Customer growth and future sales are expected to be lower than in recent years.

Earnings: Beyond the impact of expected lower sales, future quarterly earnings and earnings per share are expected to trend with the ROE reflected in customer rates and rate base growth. Quarterly earnings may also be impacted by future changes in the purchased power rate structure.

OUTLOOK

The Company's strategy will remain unchanged.

Newfoundland Power is regulated under a cost of service regime. Cost of service regulation entitles the Company to an opportunity to recover its reasonable cost of providing service, including its cost of capital, in each year.

2019/2020 General Rate Application: On January 24, 2019 the PUB issued an order on the Company's 2019/2020 GRA. As a result of the 2019/2020 GRA, there will be no increase in electricity rates to customers effective March 1, 2019. See the "Regulation" section of this MD&A.

Energy Supply Costs: Newfoundland Power purchases approximately 93% of its electricity requirements from Hydro. A significant portion of customer electricity rates is dependent on purchased power costs, which are outside of Newfoundland Power's control.

Hydro filed a 2017 GRA with the PUB on July 28, 2017. The application originally proposed to increase the wholesale electricity rate charged to Newfoundland Power by 9.7% on January 1, 2018 and 9.4% on January 1, 2019. On May 28, 2018, the PUB approved a 4.1% interim increase in the wholesale electricity rate charged to Newfoundland Power effective July 1, 2018. This translated into a 2.6% increase in customer electricity rates for Newfoundland Power's customers effective July 1, 2018. Hydro's 2017 GRA continues to be under review by the PUB and the amount and timing of any wholesale electricity rate change is uncertain.

Future increases in supply costs from Hydro and costs associated with Muskrat Falls are expected to increase electricity rates that Newfoundland Power charges to its customers. The Government of Newfoundland and Labrador has asked the PUB to examine options to mitigate the impact of Muskrat Falls on electricity prices. This process by the PUB is ongoing. Newfoundland Power intends to participate in the proceeding and is interested in options to mitigate increases in electricity rates charged to its customers.

See additional detail in the "Business Risk Management" section of this MD&A.

OUTSTANDING SHARES

As at the filing date of this MD&A the Company had issued and outstanding 10,320,270 common shares; 179,225 first preference shares, Series A; 337,983 first preference shares, Series B; 186,240 first preference shares, Series D; and 182,900 first preference shares, Series G. Each of the common shares and first preference shares carry voting rights equal to one vote per share.

CORPORATE INFORMATION

Additional information about Newfoundland Power, including its Annual Information Form, is available on SEDAR at www.sedar.com.

All the common shares of Newfoundland Power Inc. are owned by Fortis Inc., a leader in the North American regulated electric and gas utility industry with 2018 revenue of $8.4 billion and total assets of $53 billion. Fortis Inc.'s 8,800 employees serve utility customers in five Canadian provinces, nine U.S. states and three Caribbean countries.

Fortis shares are listed on the TSX and NYSE and trade under the symbol FTS. Additional information can be accessed at www.fortisinc.com, www.sedar.com, or www.sec.gov.

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INDEPENDENT AUDITOR’S REPORT//

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and the Board of Directors of
Newfoundland Power Inc.

Opinion

We have audited the financial statements of Newfoundland Power Inc. (the "Company"), which comprise the balance sheets as at December 31, 2018 and 2017 and the statements of earnings, changes in shareholders' equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with US GAAP, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

INDEPENDENT AUDITOR'S REPORT (CONT'D)

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Brian Groves.

/s/Deloitte LLP

Chartered Professional Accountants
St. John's, Canada
February 14, 2019

ANNUAL AUDITED FINANCIAL STATEMENTS & NOTES//

Statements of Earnings

For the years ended December 31

(in thousands of Canadian dollars, except per share amounts)

	2018	2017
Revenue *(Note 4)*	$ 664,181	$ 672,435
Expenses		
Purchased power	427,219	440,249
Operating expenses	77,018	71,377
Employee future benefits *(Note 11)*	5,570	9,095
Depreciation and amortization	65,170	62,973
Amortization of cost recovery deferral *(Note 7)*	(1,032)	(1,032)
Finance charges	36,212	35,365
	610,157	618,027
Earnings Before Income Taxes	54,024	54,408
Income tax expense *(Note 8)*	12,280	12,882
Net Earnings	41,744	41,526
Preference share dividends	554	555
Net Earnings Applicable to Common Shares	$ 41,190	$ 40,971
Basic and Diluted Earnings per Common Share	$ 3.99	$ 3.97

Statements of Changes in Shareholders' Equity

For the years ended December 31

(in thousands of Canadian dollars, except per share amounts)

	Common Shares	Preference Shares	Retained Earnings	Total Equity
As at January 1, 2018	$ 70,321	$ 8,917	$ 417,517	$ 496,755
Net earnings	-	-	41,744	41,744
Allocation of Part VI.1 tax	-	-	1,127	1,127
Dividends on common shares ($2.64 per share)	-	-	(27,246)	(27,246)
Dividends on preference shares	-	-	(554)	(554)
Redemption of preference shares	-	(6)	-	(6)
As at December 31, 2018	$ 70,321	$ 8,911	$ 432,588	$ 511,820
As at January 1, 2017	$ 70,321	$ 8,930	$ 414,954	$ 494,205
Net earnings	-	-	41,526	41,526
Allocation of Part VI.1 tax	-	-	11	11
Dividends on common shares ($3.72 per share)	-	-	(38,419)	(38,419)
Dividends on preference shares	-	-	(555)	(555)
Redemption of preference shares	-	(13)	-	(13)
As at December 31, 2017	$ 70,321	$ 8,917	$ 417,517	$ 496,755

See accompanying notes to financial statements.

Balance Sheets

As at December 31

(in thousands of Canadian dollars)

	2018	2017
Assets		
Current assets		
Cash	$ 184	$ -
Accounts receivable *(Note 5)*	83,969	79,696
Income taxes receivable	767	68
Materials and supplies *(Note 6)*	1,528	1,465
Prepaid expenses	2,024	2,022
Regulatory assets *(Note 7)*	10,084	14,027
	98,556	97,278
Property, plant and equipment (net) *(Note 9)*	1,158,843	1,118,644
Intangible assets *(Note 10)*	24,641	22,501
Defined benefit pension plans *(Note 11)*	7,332	11,206
Regulatory assets *(Note 7)*	336,224	337,764
Other assets *(Note 12)*	2,587	1,631
	$ 1,628,183	$1,589,024
Liabilities and Shareholders' Equity		
Current liabilities		
Short-term borrowings	$ -	$ 3,575
Accounts payable and accrued charges	84,632	83,775
Interest payable	6,705	6,785
Defined benefit pension plans *(Note 11)*	248	1,055
Other post-employment benefits *(Note 11)*	3,701	3,640
Regulatory liabilities *(Note 7)*	-	1,032
Current instalments of long-term debt *(Note 13)*	43,600	18,600
	138,886	118,462
Regulatory liabilities *(Note 7)*	164,026	156,229
Defined benefit pension plans *(Note 11)*	5,227	5,263
Other post-employment benefits *(Note 11)*	77,690	78,151
Other liabilities *(Note 14)*	1,071	1,066
Deferred income taxes *(Note 8)*	160,757	157,935
Long-term debt *(Note 13)*	568,706	575,163
	1,116,363	1,092,269
Commitments *(Note 19)*		
Shareholders' equity		
Common shares, no par value, unlimited authorized shares, 10.3 million shares issued and outstanding *(Note 15)*	70,321	70,321
Preference shares *(Note 15)*	8,911	8,917
Retained earnings	432,588	417,517
	511,820	496,755
	$ 1,628,183	$1,589,024

See accompanying notes to financial statements.

APPROVED ON BEHALF OF THE BOARD:

Glenn Mifflin
Director

Anne Whelan
Director

Statements of Cash Flows

For the years ended December 31

(in thousands of Canadian dollars)

	2018	2017
Operating Activities		
Net earnings	$ 41,744	$ 41,526
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation of property, plant and equipment	61,989	59,885
Amortization of intangible assets and other	3,416	3,320
Change in long-term regulatory assets and liabilities	11,002	525
Deferred income taxes *(Note 8)*	(2,871)	2,291
Employee future benefits	1,983	3,025
Other	699	(460)
Change in working capital *(Note 16)*	(4,690)	(144)
	113,272	109,968
Investing Activities		
Capital expenditures *(Note 16)*	(96,064)	(91,774)
Intangible asset expenditures	(5,321)	(4,422)
Contributions from customers	2,321	4,367
Other	(959)	125
	(100,023)	(91,704)
Financing Activities		
Change in short-term borrowings	(3,575)	1,226
Net borrowings (repayments) under committed credit facility	25,000	(48,500)
Proceeds from long-term debt *(Note 13)*	-	75,000
Repayment of long-term debt *(Note 13)*	(6,600)	(6,600)
Redemption of preference shares *(Note 15)*	(6)	(13)
Payment of debt financing costs	(84)	(403)
Dividends		
Preference shares	(554)	(555)
Common shares	(27,246)	(38,419)
	(13,065)	(18,264)
Change in Cash	184	-
Cash, Beginning of Year	-	-
Cash, End of Year	$ 184	$ -
Cash Flows Include the Following:		
Interest paid	$ 36,459	$ 35,369
Income taxes paid	$ 14,720	$ 11,734

See accompanying notes to financial statements.

Notes to Financial Statements

December 31, 2018

Tabular amounts are in thousands of Canadian dollars unless otherwise noted.

1. Description of the Business

Newfoundland Power Inc. (the "Company" or "Newfoundland Power") is a regulated electricity utility that operates an integrated generation, transmission and distribution system throughout the island portion of Newfoundland and Labrador. The Company is regulated by the Newfoundland and Labrador Board of Commissioners of Public Utilities (the "PUB") and serves approximately 268,000 customers comprising approximately 87% of all electricity consumers in the Province. All of the common shares of the Company are owned by Fortis Inc. ("Fortis"). Newfoundland Power has an installed generating capacity of 139 megawatts ("MW"), of which approximately 97 MW is hydroelectric generation. It generates approximately 7% of its energy needs and purchases the remainder from Newfoundland and Labrador Hydro ("Hydro").

The Company operates under cost of service regulation as administered by the PUB under the *Public Utilities Act (Newfoundland and Labrador)* ("Public Utilities Act"). The Public Utilities Act provides for the PUB's general supervision of the Company's utility operations and requires the PUB to approve, among other things, customer rates, capital expenditures and the issuance of securities. The Public Utilities Act also entitles the Company an opportunity to recover all reasonable and prudent costs incurred in providing electricity service to its customers, including a just and reasonable return on its rate base. The rate base consists of the net assets required by the Company to provide electricity service to customers.

The determination of the forecast return on rate base, together with the forecast of all reasonable and prudent costs, establishes the revenue requirement upon which the Company's customer rates are determined through a general rate hearing. Rates are bundled to include generation, transmission and distribution services.

Newfoundland Power maintains a capital structure comprised of approximately 55% debt and preference equity and 45% common equity.

On June 8, 2016, the PUB issued an order on the Company's 2016/2017 General Rate Application ("GRA") which established the Company's cost of capital for ratemaking purposes for 2016 through 2018 based upon an 8.50% return on equity ("ROE") and 45% common equity. The Company's rate of return on rate base for 2018 is 7.04%, with a range of 6.86% to 7.22%, compared to 7.19%, with a range of 7.01% to 7.37% for 2017.

On January 24, 2019, the PUB issued an order on the Company's 2019/2020 GRA which established the Company's cost of capital for rate making purposes for 2019 through 2021 based upon an 8.5% ROE and 45% common equity. The Company's rate of return on rate base for 2019 and 2020 was established at 7.01% and 7.04%, respectively, with a range of ±18 basis points. The Company is required to file its next GRA on or before June 1, 2021.

2. Summary of Significant Accounting Policies

The significant accounting policies of the Company are as follows.

Basis of Presentation

These financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). In December 2017, the Ontario Securities Commission approved the extension of the Corporation's exemptive relief to continue reporting under U.S. GAAP rather than International Financial Reporting Standards ("IFRS") until the earlier of January 1, 2024 and the effective date prescribed by the International Accounting Standards Board for the mandatory application of a standard within IFRS specific to entities with activities subject to rate regulation.

2. Summary of Significant Accounting Policies (cont'd)

Revenue Recognition

Effective January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers*, which requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company adopted the standard using the modified retrospective method, under which comparative figures were not restated. The adoption of this standard did not change the Company's revenue recognition and did not have an impact on net earnings. The Company did, however, change the presentation of other contract revenue to be on a gross basis effective January 1, 2018. This resulted in an increase in revenue and operating expenses.

The majority of the Company's revenue is generated from electricity sales to customers based on published tariff rates, as approved by the PUB. Electricity is metered upon delivery to customers and recognized as revenue using approved rates when consumed. Meters are read periodically and bills are issued to customers based on these readings. At the end of each period, an estimate of electricity consumed but not yet billed is accrued as revenue. The unbilled revenue accrual for each period is based on estimated electricity sales to customers for the period since the last meter reading at the rates approved by the PUB. The development of the electricity sales estimates requires analysis of electricity consumption on a historical basis in relation to key inputs such as the current price of electricity, population growth, economic activity, weather conditions and electricity system losses.

Revenue arising from the amortization of certain regulatory assets and liabilities is recognized in the manner prescribed by the PUB (Note 7).

Other revenue is recognized when the service is rendered.

Sales Taxes

In the course of its operations, the Company collects municipal taxes and sales taxes from its customers. When customers are billed, a current liability is recognized for municipal taxes included in electricity rates charged to customers and sales taxes included on customers' bills. The liability is settled when the taxes are remitted to the appropriate government authority. The Company's revenue excludes municipal taxes and sales taxes.

Allowance for Doubtful Accounts

The allowance for doubtful accounts reflects management's best estimate of uncollectible accounts receivable balances. Management estimates uncollectible accounts receivable based on a variety of factors including accounts receivable aging, historical experience and other currently available information, including events such as customer bankruptcy. As prescribed by the PUB, interest at a rate equal to the prime rate plus 5 percent is charged on accounts receivable balances greater than $50 that have been outstanding for more than 30 days. Accounts receivable are written off against the allowance in the period in which they are deemed uncollectible.

Materials and Supplies

Materials and supplies, representing fuel and materials required for maintenance activities, are measured at the lower of average cost and net realizable value.

Regulatory Assets and Liabilities

Regulatory assets and liabilities arise as a result of the rate-setting process. Regulatory assets represent future revenues associated with certain costs incurred in the current or prior periods that will be, or are expected to be, recovered from customers in future periods through the rate-setting process. Regulatory liabilities represent future reductions or limitations of increases in revenues associated with amounts that will be, or are expected to be, refunded to customers through the rate-setting process. The accounting methods underlying regulatory assets and liabilities, and their eventual settlement through the rate-setting process, are approved by the PUB and impact the Company's cash flows.

Property, Plant and Equipment

Property, plant and equipment are stated at values approved by the PUB as at June 30, 1966, with subsequent additions at cost.

Maintenance and repairs of utility capital assets are charged to expense in the period incurred, while replacements and betterments which extend the useful lives are capitalized.

Contributions in aid of construction represent the cost of utility property, plant and equipment contributed by customers and government. These contributions are recorded as a reduction in the cost of utility property, plant and equipment.

2. Summary of Significant Accounting Policies (cont'd)

Property, Plant and Equipment (cont'd)

The Company capitalizes certain overhead costs not directly attributable to specific property, plant and equipment but which do relate to its overall capital expenditure program (general expenses capitalized or "GEC"). The methodology for calculating and allocating GEC among classes of property, plant and equipment is established by PUB Order. In 2018, GEC totalled $3.9 million (2017 - $4.0 million).

The Company capitalizes an allowance for funds used during construction ("AFUDC"), which represents the cost of debt and equity financing incurred during construction of property, plant and equipment. AFUDC is calculated in a manner prescribed by the PUB based on a capitalization rate that is the Company's weighted average cost of capital. In 2018, the cost of equity financing capitalized as an AFUDC and recorded in other revenue was approximately $0.4 million (2017 - $0.5 million). The debt component of AFUDC totalling $0.5 million in 2018 (2017 - $0.6 million) is recorded as a reduction of finance charges.

Property, plant and equipment are depreciated using the straight-line method by applying the depreciation rates approved by the PUB and disclosed below to the average original cost of the related assets, including GEC and AFUDC.

The Company's depreciation methodology, including depreciation rates, accumulated depreciation and estimated remaining service lives, is subject to periodic review by external experts (a "Depreciation Study").

Based on the 2014 Depreciation Study, and as approved by the PUB, the composite depreciation rates for the Company's property, plant and equipment, as well as their service life ranges and average remaining service lives are as follows.

		Service Life (Years)	
	Composite Depreciation Rate (%)	Range	Average Remaining
Distribution	3.2	18-65	27
Transmission and substations	3.0	31-65	27
Generation	2.8	17-75	30
Transportation and communications	8.2	6-30	5
Buildings	2.4	37-70	26
Equipment	8.9	5-25	5

The difference between actual accumulated depreciation and that indicated by a Depreciation Study is treated as a depreciation variance which is used to increase or decrease depreciation expense and is included in customer rates in a manner prescribed by the PUB. The 2014 Depreciation Study, which was based on property, plant and equipment in service as at December 31, 2014, indicated an accumulated depreciation variance of $12.2 million. The PUB ordered that it be amortized as an increase in depreciation expense of property, plant and equipment over the average remaining service life of the related assets.

Upon disposition, the original cost of property, plant and equipment is removed from the asset accounts. That amount, net of salvage proceeds, is also removed from accumulated depreciation. As a result, any gain or loss is charged to accumulated depreciation and is effectively included in the depreciation variance arising from the next Depreciation Study.

Intangible Assets

Intangible assets are recorded at cost and amortized over their estimated useful lives using the straight-line method by applying the amortization rates approved by the PUB. The weighted average amortization rates for intangible assets in 2018 were 10.0% for computer software (2017 – 10.0%) and 1.6% for land rights (2017 – 1.6%).

Upon disposition, the original cost of the intangible asset is removed from the asset accounts. That amount, net of salvage proceeds, is also removed from accumulated amortization. As a result, any gain or loss is charged to accumulated amortization and is effectively included in the accumulated amortization variance arising from the next Depreciation Study.

2. Summary of Significant Accounting Policies (cont'd)

Impairment of Long-Lived Assets

The Company reviews the valuation of property, plant and equipment, intangible assets and other long-term assets when events or changes in circumstances indicate that the assets' carrying values exceed the total undiscounted cash flows expected from their use and eventual disposition. An impairment loss, calculated as the difference between the assets' carrying value and their fair values, which is determined using present value techniques, is recognized in earnings in the period in which it is identified. There was no impairment of long-lived assets for the years ended December 31, 2018 and 2017.

Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are recognized for temporary differences between the tax and accounting basis of assets and liabilities. The deferred income tax assets and liabilities are measured using enacted income tax rates and laws that are expected to be in effect when the differences are expected to be recovered or settled. The effect of a change in income tax rates on deferred income tax assets and liabilities is recognized in earnings in the period that the change occurs. Current income tax expense is recognized for the estimated income taxes payable or receivable in the current year.

Newfoundland Power recovers current income tax expense in customer rates. The Company is permitted to recover deferred income tax expense by the PUB as follows.

> Effective January 1, 1981, deferred income tax liabilities are recognized and recovered in customer rates on temporary differences associated with the cumulative excess of capital cost allowance over depreciation of property, plant and equipment, excluding GEC.
>
> Effective January 1, 2008, deferred income taxes are recognized and recovered in customer rates on temporary differences between pension expense and pension funding.
>
> Effective January 1, 2011, deferred income taxes are recognized and recovered in customer rates on temporary timing differences between other post-employment benefits ("OPEB") costs recovered using the accrual method and cash payments.
>
> Deferred income taxes associated with the Company's regulatory reserves and certain regulatory deferrals are also recognized and included in the determination of customer rates (Note 7).

Deferred income tax assets and liabilities associated with other temporary differences between the tax basis of assets and liabilities and their carrying amounts are not included in customer rates. These amounts are expected to be recovered from (refunded to) customers through rates when the income taxes actually become payable (recoverable). The Company has recognized these deferred income tax liabilities with an offsetting increase in regulatory assets. The Company's regulatory asset for deferred income taxes as at December 31, 2018 was $212.9 million (2017 - $207.2 million) (Note 7).

The allocation of Part VI.1 tax to Newfoundland Power from Fortis associated with preference share dividends is recognized in retained earnings upon signing the respective agreement.

Tax benefits associated with income tax positions taken, or expected to be taken, in an income tax return are recognized only when the more likely than not recognition threshold is met.

Interest related to unrecognized tax benefits is recognized in finance charges and any associated penalties are recognized in operating expenses.

Employee Future Benefits

Newfoundland Power maintains defined contribution and defined benefit pension plans for its employees and also provides an OPEB plan. The OPEB plan is composed of retirement allowances for retiring employees as well as health, medical and life insurance for retirees and their dependants.

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2. Summary of Significant Accounting Policies (cont'd)

Employee Future Benefits (cont'd)

Defined Contribution and Defined Benefit Pension Plans
The Company's defined contribution plans are its individual and group registered retirement savings plans. Defined contribution pension plan costs are expensed as incurred.

The Company's defined benefit plans are its funded defined benefit pension plan, an unfunded pension uniformity plan ("PUP"), and an unfunded supplementary employee retirement plan ("SERP"). Both the funded defined benefit pension plan and the PUP are closed to new entrants.

The net benefit costs and projected benefit obligations of the funded defined benefit pension plan and the PUP are actuarially determined using the projected benefits method pro-rated on service and management's best estimate of expected plan investment performance, salary escalation and retirement ages of employees. Discount rates reflect market interest rates on high-quality bonds with cash flows that match the timing and amount of pension payments. The net benefit costs and projected benefit obligations of the SERP are determined based upon employee earnings and years of service. Net benefit costs are also impacted by the amortization of various regulatory assets (Note 7 (iv)).

Pension plan assets of the funded defined benefit pension plan are valued at market-related value, where investment returns in excess of or below expected returns are recognized in the asset value over a period of three years. The excess of the cumulative net actuarial gain or loss over 10% of the greater of the benefit obligation and the market-related value of plan assets is amortized over the estimated average remaining service period of active employees.

Other Post-Employment Benefits
The net benefit cost and projected benefit obligation of the OPEB plan are actuarially determined using the projected benefits method pro-rated on service and best estimate of health care costs. Discount rates reflect market interest rates on high-quality bonds with cash flows that match the timing and amount of OPEB payments. Net benefit costs are also impacted by the amortization of various regulatory assets (Notes 7 (ii) and (iv)). The excess of any net cumulative net actuarial gain or loss over 10% of the benefit obligation, along with unamortized past service costs is amortized over the estimated average remaining service period of active employees.

Effective January 1, 2018, the Company adopted Accounting Standards Update ("ASU") No. 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Post-retirement Benefit Cost*. This standard requires that an employer disaggregate the current service cost component of net benefit cost and present it in the same statement of earnings line item as other employee compensation costs arising from services rendered. The other components of net benefit cost are required to be presented separately from the service cost component and outside of operating income. Additionally, the amendments allow only the service cost component to be eligible for capitalization, when applicable.

The adoption of this update was applied retrospectively for the presentation of net periodic benefit costs and prospectively for the capitalization in assets of only the service cost component of net periodic benefit cost. This change in presentation resulted in an increase in operating expenses and a corresponding decrease in employee future benefits of $7.9 million on the statement of earnings for the year ended December 31, 2017 (Note 11). Service costs are included in operating expenses and the other components of net benefit costs are included in employee future benefits on the statement of earnings. There was no impact on net earnings.

Asset Retirement Obligations

The Company is required to record the fair value of future expenditures necessary to settle legal obligations associated with asset retirements even though the timing or method of settlement is conditional on future events. Newfoundland Power has determined that there are asset retirement obligations ("AROs") associated with its hydroelectric generation assets and some parts of its transmission and distribution system.

For hydroelectric generation assets, the legal obligation is the environmental remediation of the land and waterways to protect fish habitat. However, this obligation is conditional on the decision to decommission generation assets. The Company currently has no plans to decommission any of its hydroelectric generation assets as they are effectively operated in perpetuity. Therefore, the nature and fair value of any ARO is not currently determinable.

2. Summary of Significant Accounting Policies (cont'd)

Asset Retirement Obligations (cont'd)

The legal obligations for the transmission and distribution system pertain to the proper disposal of used oil and polychlorinated biphenyl contaminated assets. Obligations related to other Company facilities consist of the removal of fuel storage tanks and asbestos. These obligations were determined to be immaterial and therefore no AROs have been recognized.

The Company will recognize AROs and offsetting property, plant and equipment if the nature and timing can reasonably be determined and the amount is material.

Use of Accounting Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Estimates and judgments are based on historical experience, current conditions and various other assumptions believed to be reasonable under the circumstances. Additionally, certain estimates are necessary since the regulatory environment in which the Company operates often requires amounts to be recorded at estimated values until these amounts are finalized pursuant to regulatory decisions or other regulatory proceedings. Due to changes in facts and circumstances and the inherent uncertainty involved in making estimates, actual results may differ significantly from current estimates. Estimates are reviewed periodically and, as adjustments become necessary, are reported in earnings in the period in which they either, as appropriate, become known or included in customer rates.

3. Future Accounting Pronouncements

The Company considers the applicability and impact of all ASUs issued by the Financial Accounting Standard's Board ("FASB"). The following updates have been issued by the FASB, but have not yet been adopted by Newfoundland Power. Any ASUs not included below were assessed and determined to be either not applicable to the Company or are not expected to have a material impact on the financial statements.

Leases

ASU No. 2016-02, *Leases* (ASC Topic 842) was issued in February 2016 and is effective for Newfoundland Power January 1, 2019. The standard will be applied using a modified retrospective approach with implementation options, referred to as practical expedients. Principally, it requires balance sheet recognition of a right-of-use asset and lease liability by lessees for those leases that are classified as operating leases, along with additional disclosures.

Newfoundland Power has elected the optional transition method which allows entities to continue to apply the current lease guidance in the comparative periods presented in the year of adoption and apply the transition provisions of the new guidance on the effective date of the new guidance. Newfoundland Power elected a package of practical expedients that allowed it to not reassess the lease classification of existing leases or whether existing contracts, including land easements, are or contain a lease.

Newfoundland Power has not identified material leasing activities. The adoption of this standard is not expected to have a material impact on Newfoundland Power's financial statements and related disclosures.

Compensation – Retirement Benefits – Defined Benefit Plans – General

ASU No. 2018-14, *Compensation – Retirement Benefits – Defined Benefit Plans – General*, issued in August 2018, is effective for years ending after December 15, 2020 and is to be applied on a retrospective basis for all periods presented. Principally, it modifies the Company's disclosure requirements for defined pension or other postretirement plans and clarifies disclosure requirements.

3. Future Accounting Pronouncements (cont'd)

Intangibles – Goodwill and Other – Internal-Use Software

ASU No. 2018-15, *Intangibles – Goodwill and Other – Internal-Use Software*, was issued in August 2018 and the amendments in this update align the requirements for capitalizing implementation costs incurred in a cloud computing arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. This update is effective for annual and interim periods beginning after December 15, 2019 and early adoption is permitted. Newfoundland Power is assessing the impact that the adoption of this update will have on its financial statements and related disclosures.

4. Revenue

The composition of the Company's revenue follows.

	2018	2017
Electricity revenue		
Residential	$ 421,477	$ 424,100
Commercial	223,982	221,636
Street lighting	16,255	16,149
Regulatory deferrals and amortizations	(10,900)	3,797
	650,814	665,682
Other contract revenue	9,289	4,412
Other revenue	4,078	2,341
Total revenue	$ 664,181	$ 672,435

Electricity revenue

Electricity revenue includes revenue from the delivery of electricity to residential and commercial customers and the provision of street lighting service to municipalities.

Other contract revenue

Other contract revenue is primarily the result of other contracts with customers including (i) revenue from telecommunication companies for pole attachments and other pole related services; (ii) wheeling revenue from Hydro for transmitting electricity to its customers using Newfoundland Power's electrical system; and, (iii) revenue from customers for services other than those directly related to delivery of electricity service.

Other revenue

Other revenue includes interest revenue, the equity portion of AFUDC and other miscellaneous amounts.

5. Accounts Receivable

The timing of revenue recognition, billings and cash collections from contracts with customers results in trade accounts receivable and unbilled accounts receivable. The composition of the Company's accounts receivable follows.

	2018	2017
Trade accounts receivable	$ 48,003	$ 42,888
Unbilled accounts receivable	36,256	35,489
Other	1,570	2,987
Allowance for doubtful accounts	(1,860)	(1,668)
	$ 83,969	$ 79,696

6. Materials and Supplies

	2018	2017
Materials and supplies	$ 1,104	$ 1,108
Fuel in storage	424	357
	$ 1,528	$ 1,465

7. Regulatory Assets and Liabilities

The Company's regulatory assets and liabilities which will be, or are expected to be, reflected in customer rates in future periods, follow.

	2018	2017	Remaining Recovery Period (Years)
Regulatory assets			
Rate stabilization account ("RSA") (i)	$ 1,607	$ 4,519	1
OPEB (ii)	24,528	28,032	7
Conservation and demand management deferral (iii)	22,549	20,017	7
Employee future benefits (iv)	82,556	82,732	Benefit payment period
Weather normalization account (v)	2,168	6,815	2
Deferred GRA costs (vi)	-	341	-
Demand management incentive ("DMI") (vii)	-	2,128	-
Deferred income taxes	212,900	207,207	Life of related assets
Total regulatory assets	$ 346,308	$ 351,791	
Less: current portion	(10,084)	(14,027)	
Long-term regulatory assets	$ 336,224	$ 337,764	

	2018	2017	Remaining Settlement Period (Years)
Regulatory liabilities			
RSA (i)	$ 3,979	$ 4,254	2
Cost recovery deferral (viii)	-	1,032	-
Future removal and site restoration provision (ix)	160,047	151,975	Life of related assets
Total regulatory liabilities	$ 164,026	$ 157,261	
Less: current portion	-	(1,032)	
Long-term regulatory liabilities	$ 164,026	$ 156,229	

(i) Rate Stabilization Account

On July 1 of each year, customer rates are recalculated in order to recover from or refund to customers, over the subsequent twelve months, the balance in the RSA as of March 31 of the current year. The amount and timing of the recovery or refund is subject to PUB approval.

The RSA passes through, to the Company's customers, amounts primarily related to changes in the cost and quantity of fuel used by Hydro to produce the electricity sold to the Company.

The RSA also passes through, to the Company's customers, variations in purchased power expense caused by differences between the actual unit cost of energy and that reflected in customer rates ("Energy Supply Cost Variance"). The marginal cost of purchased power for the Company currently exceeds the average cost that is embedded in customer rates. To the extent actual electricity sales in any period exceed forecast electricity sales used to set customer rates, marginal purchased power expense will exceed related revenue. The amount transferred to the RSA in 2018 for refund to customers due to the Energy Supply Cost Variance was $5.8 million (2017- $2.4 million).

The pension expense variance deferral account ("PEVDA") is charged or credited with the amount by which actual pension expense differs from amounts approved in customer rates by the PUB due to variations in assumptions. Each year, at March 31, the balance in the PEVDA is transferred to the Company's RSA and disposed of in accordance with the operation of the RSA. The amount transferred from the PEVDA to the RSA in 2018 for recovery from customers was $0.3 million (2017 - $1.2 million).

7. Regulatory Assets and Liabilities (cont'd)

(i) Rate Stabilization Account (cont'd)

The OPEB cost variance deferral account is charged or credited with the amount by which actual OPEB expense differs from amounts approved in customer rates by the PUB due to variations in assumptions. Each year, at March 31, the balance in the OPEB cost variance deferral account is transferred to the Company's RSA and disposed of in accordance with the operation of the RSA. The amount transferred from the OPEB cost variance deferral account to the RSA in 2018 for refund to customers was $2.1 million (2017 - $0.1 million recovery from customers).

Effective July 1, 2018, customer electricity rates and the Company's purchased power costs were adjusted as a result of the PUB's interim rate increase associated with Hydro's 2017 GRA. Due to the timing of the rate change, the PUB approved an adjustment to the Company's RSA to provide for any under-recovery or over-recovery of purchased power costs in 2018 associated with Hydro's rate adjustment. The balance of $1.3 million for recovery from customers was transferred to the RSA on December 31, 2018. On December 31, 2017, $4.8 million was transferred to the RSA for refund to customers as a result of a July 1, 2017 rate adjustment associated with Hydro's 2013 GRA.

Customer energy conservation program costs and balances in the weather normalization account are also transferred to the RSA (Notes 7 (iii) and (v)). The RSA is also adjusted from time-to-time by other amounts as approved by the PUB.

(ii) OPEB

This regulatory asset represents the accumulated difference between OPEB expense recognized on a cash basis for regulatory purposes and an accrual basis for financial reporting purposes from 2000 through 2010. Effective January 1, 2011, the PUB ordered the adoption of the accrual method of accounting for OPEB and the $52.6 million regulatory asset be amortized evenly over 15 years.

(iii) Conservation and Demand Management Deferral

As ordered by the PUB annual customer energy conservation program costs are deferred and amortized to operating expenses over the subsequent seven-year period, consistent with the period these costs are recovered from customers. Conservation program costs of $6.2 million were deferred in 2018 (2017 - $6.8 million). The amount transferred to the RSA in 2018 for recovery from customers was $3.7 million (2017 – $2.7 million).

(iv) Employee Future Benefits

Upon transition to U.S. GAAP in 2012, the PUB approved the following with respect to the accounting for employee future benefits.

(a) Opening unamortized balances for transitional obligations associated with defined benefit pension plans, and the majority of the unamortized transitional obligation for the OPEB plan be recorded as a regulatory asset, rather than a reduction to retained earnings. The regulatory asset was amortized through 2017 as an increase to employee future benefits expense.
(b) Opening unamortized balances and future amounts of past service costs and actuarial gains or losses are recorded as a regulatory asset, rather than accumulated other comprehensive loss. The amortization of these balances will continue to be included in the calculation of employee future benefit expense.
(c) The period over which pension expense had been recognized differed between that used for regulatory purposes and that used for U.S. GAAP. Therefore, the cumulative difference was recorded as a regulatory asset to be recovered from customers in future rates. The PUB ordered that pension expense for regulatory purposes be recognized in accordance with U.S. GAAP effective January 1, 2013 and that the accumulated difference in pension expense to December 31, 2012 of $12.4 million be amortized evenly over 15 years to pension expense.

(v) Weather Normalization Account

The Weather Normalization Account reduces earnings volatility by adjusting purchased power expense and electricity sales revenue to eliminate variances in purchases and sales caused by the difference between normal weather conditions, based on long-term averages, and actual weather conditions. The PUB has ordered that balances in the weather normalization account be recovered through the RSA (Note 7 (i)). The amount transferred to the RSA in 2018 for recovery from customers was $6.8 million (2017 - $2.5 million).

(vi) Deferred GRA Costs

The PUB ordered external costs related to the Company's 2016/2017 GRA be deferred and amortized to operating expense over a 30-month period from July 1, 2016 through December 31, 2018. Amortization of $0.3 million was recorded in 2018 (2017 - $0.3 million).

7. Regulatory Assets and Liabilities (cont'd)

(vii) Demand Management Incentive

Through the DMI, variations in the unit cost of purchased power related to demand are limited, at the discretion of the PUB, to 1% of demand costs reflected in customer rates. The disposition of balances in this account to the RSA are determined by orders of the PUB following consideration of the Company's conservation and demand management activities. The amount transferred to the RSA in 2018 for recovery from customers was $2.1 million. There were no transfers to the RSA in 2017.

(viii) Cost Recovery Deferral

As a result of the PUB's Order on the 2016/2017 GRA and the related customer rate change on July 1, 2016, the Company recorded a $2.6 million over-recovery from customer rates in 2016. This over-recovery in 2016 was ordered to be amortized in customer rates over a 30-month period from July 1, 2016 through December 31, 2018. Amortization of $1.0 million was recorded in 2018 (2017 - $1.0 million).

(ix) Future Removal and Site Restoration Provision

This regulatory liability represents amounts collected in customer electricity rates over the life of certain property, plant and equipment which are attributable to removal and site restoration costs that are expected to be incurred in the future. Actual removal and site restoration costs are recorded against the regulatory liability when incurred. The regulatory liability represents the amount of expected future removal and site restoration costs associated with the applicable property, plant and equipment in service as at December 31, calculated using current depreciation rates as approved by the PUB.

8. Income Taxes

The composition of the Company's income tax expense follows.

	2018	2017
Current income tax expense	$ 15,151	$ 10,591
Deferred income tax expense	2,822	18,185
Less: regulatory adjustment	(5,693)	(15,894)
	$ 12,280	$ 12,882

Income taxes differ from the amount that would be determined by applying the enacted combined Canadian federal and provincial statutory income tax rate to earnings before income taxes. A reconciliation of the combined statutory income tax rate to the Company's effective income tax rate follows.

	2018	2017
Earnings before income taxes	$ 54,024	$ 54,408
Statutory tax rate	30.0%	30.0%
Income taxes, at statutory rate	16,207	16,322
Items capitalized for accounting purposes but expensed for income tax purposes	(1,442)	(1,502)
Difference between capital cost allowance and depreciation and amortization expense	(2,593)	(2,465)
Other	108	527
Income tax expense	$ 12,280	$ 12,882
Effective income tax rate	22.7%	23.7%

8. Income Taxes (cont'd)

Deferred Income Taxes

The composition of the Company's net deferred income tax liability follows.

	2018	2017
Deferred income tax liabilities		
Property, plant and equipment	$ 167,240	$ 158,029
Intangible assets	7,824	8,852
Regulatory assets	53,309	56,262
Defined benefit pension plans	2,586	3,623
Total deferred income tax liabilities	$ 230,959	$ 226,766
Deferred income tax assets		
Regulatory liabilities	$ (40,970)	$ (39,010)
OPEB	(28,422)	(29,053)
Other	(810)	(768)
Total deferred income tax assets	(70,202)	(68,831)
Net deferred income tax liability	$ 160,757	$ 157,935

The net deferred income tax liability includes a gross up to reflect the income tax associated with future revenue required to fund the net deferred income tax liability (Note 7).

As at December 31, 2018 and 2017, the Company had no non-capital or capital losses carried forward.

As at December 31, 2018 and 2017, the Company had no material unrecognized tax benefits related to uncertain tax positions.

As at December 31, 2018, the Company's tax years still open to examination by taxing authorities include 2011 and subsequent years, with the exception of 2013.

9. Property, Plant and Equipment

	Cost		Accumulated Depreciation		Net Book Value	
	2018	2017	2018	2017	2018	2017
Distribution	$ 978,305	$ 944,717	$ (331,379)	$ (318,767)	$ 646,926	$ 625,950
Transmission and substations	387,230	369,343	(104,744)	(100,971)	282,486	268,372
Generation	235,895	231,168	(87,406)	(83,093)	148,489	148,075
Transportation and communications	38,424	38,454	(18,696)	(20,453)	19,728	18,001
Land, buildings and equipment	81,446	81,002	(32,605)	(32,006)	48,841	48,996
Construction in progress	6,143	3,518	-	-	6,143	3,518
Construction materials	6,230	5,732	-	-	6,230	5,732
	$ 1,733,673	$ 1,673,934	$ (574,830)	$ (555,290)	$ 1,158,843	$1,118,644

9. Property, Plant and Equipment (cont'd)

Distribution assets are used to distribute low voltage electricity to customers and include poles, towers and fixtures, low voltage wires, transformers, overhead and underground conductors, street lighting, metering equipment and other related equipment. Transmission and substations assets are used to transmit high voltage electricity to distribution assets and include poles, high voltage wires, switching equipment, transformers and other related equipment. Generation assets are used to generate electricity and include hydroelectric and thermal generating stations, gas and combustion turbines, dams, reservoirs and other related equipment. Transportation and communications assets include vehicles as well as telephone, radio and other communications equipment. Land, buildings and equipment are used generally in the provision of electricity service, but not specifically in the distribution, transmission or generation of electricity or specifically related to transportation and communication activities.

10. Intangible Assets

	Cost		Accumulated Amortization		Net Book Value	
	2018	2017	2018	2017	2018	2017
Computer software	$ 34,979	$ 32,745	$ (14,460)	$ (13,738)	$ 20,519	$ 19,007
Land rights	9,068	8,309	(4,946)	(4,815)	4,122	3,494
	$ 44,047	$ 41,054	$ (19,406)	$ (18,553)	$ 24,641	$ 22,501

Amortization expense related to intangibles was $3.2 million for 2018 (2017 - $3.1 million).

The estimated annual amortization expense for the next five years, assuming no new acquisitions or divestitures, is as follows.

Year	($ thousands)
2019	3,073
2020	2,874
2021	2,665
2022	2,428
2023	2,154

11. Employee Future Benefits

The projected benefit obligation for all of the Company's defined benefit plans, and the market-related value of plan assets for the Company's funded defined benefit pension plan, are measured for accounting purposes as at December 31 of each year. The latest actuarial valuation of the Company's defined benefit pension plan for funding purposes was as of December 31, 2017. The valuation indicated the funding status of the plan as at December 31, 2017 on a going concern and solvency basis. On a going concern basis, the surplus increased from $32.1 million as at December 31, 2014 to $69.7 million as at December 31, 2017. On a solvency basis, the funding deficit decreased from $7.0 million as at December 31, 2014 to a funding surplus of $8.6 million as at December 31, 2017. The increase was primarily due to contributions to the plan since 2014 and favorable market returns, partially offset by a lower estimated discount rate.

The next funding valuation for the defined benefit pension plan is expected to be as of December 31, 2020. The most recent actuarial valuation of the Company's OPEB plan was December 31, 2017.

11. Employee Future Benefits (cont'd)

Details of the Company's defined benefit plans follow.

	2018		2017	
	Defined Benefit Pension Plans[1]	OPEB Plan	Defined Benefit Pension Plans[1]	OPEB Plan
Change in projected benefit obligation				
Balance, beginning of year	$ 416,766	$ 81,791	$ 397,715	$ 91,958
Service costs	5,112	2,084	4,774	2,177
Employee contributions	720	-	809	-
Interest costs	14,713	2,879	15,219	3,520
Benefits paid	(19,621)	(2,625)	(18,360)	(2,864)
Actuarial (gain) loss	(18,797)	(2,738)	16,609	(13,000)
Balance, end of year [2]	$ 398,893	$ 81,391	$ 416,766	$ 81,791
Change in fair value of plan assets				
Balance, beginning of year	$ 421,654	$ -	$ 400,787	$ -
Actual return on assets	(5,852)		34,757	-
Benefits paid	(19,621)	(2,625)	(18,360)	(2,864)
Employee contributions	720	-	809	-
Employer contributions	3,849	2,625	3,661	2,864
Balance, end of year	$ 400,750	$ -	$ 421,654	$ -
Funded status, net asset (liability), end of year	$ 1,857	$ (81,391)	$ 4,888	$ (81,791)
Balance Sheet Presentation				
Long-term assets	$ 7,332	$ -	$ 11,206	$ -
Current liabilities	(248)	(3,701)	(1,055)	(3,640)
Long-term liabilities	(5,227)	(77,690)	(5,263)	(78,151)
	$ 1,857	$ (81,391)	$ 4,888	$ (81,791)

1 *The Company's defined benefit plans include the funded defined benefit pension plan, the PUP and the SERP.*

2 *The accumulated benefit obligation for defined benefit pension plans, which includes no assumption about future salary levels, was $375.2 million at December 31, 2018 (December 31, 2017 - $387.4 million).*

11. Employee Future Benefits (cont'd)

Newfoundland Power's net benefit costs for its defined benefit pension and OPEB plans included in regulatory assets and yet to be recognized are as follows.

	2018			2017		
	Defined Benefit Pension Plans	OPEB Plan	Total	Defined Benefit Pension Plans	OPEB Plan	Total
Employee future benefits regulatory asset (Note 7 (iv))						
Unrecognized net actuarial losses	$ 74,961	$ 2,382	$ 77,343	$ 72,676	$ 5,120	$ 77,796
Unrecognized transitional obligations	7,418	-	7,418	8,244	-	8,244
Unrecognized past service costs (credits)	425	(2,630)	(2,205)	637	(3,945)	(3,308)
	$ 82,804	$ (248)	$ 82,556	$ 81,557	$ 1,175	$ 82,732
OPEB regulatory asset (Note 7 (ii))	$ -	$ 24,528	$ 24,528	$ -	$ 28,032	$ 28,032

The change in regulatory assets associated with the Company's defined benefit pension and OPEB plans for 2018 and 2017 follow.

	2018		2017	
	Defined Benefit Pension Plans	OPEB Plan	Defined Benefit Pension Plans	OPEB Plan
Actuarial losses (gains)	$ 8,201	$ (2,738)	$ 2,420	$ (13,000)
Amortization of OPEB regulatory asset	-	(3,504)	-	(3,504)
Amortization of actuarial losses	(5,918)	-	(4,913)	(595)
Amortization of transitional obligations	-	-	(1,332)	(861)
Amortization of pension deferral costs	(824)	-	(824)	-
Amortization of past service (costs) credits	(212)	1,315	(212)	1,292
Total	$ 1,247	$ (4,927)	$ (4,861)	$ (16,668)

Net benefit costs for 2019 are expected to include the amortization of regulatory assets of $5.7 million. This is comprised of net actuarial losses of $2.6 million, past service credits of $1.2 million, pension deferral costs of $0.8 million and OPEB costs of $3.5 million.

Significant Assumptions

The following table provides the weighted-average assumptions used to determine benefit obligations for the Company's defined benefit pension and OPEB plans. These rates are used in determining the net benefit costs in the following year.

	2018		2017	
	Defined Benefit Pension Plans	OPEB Plan	Defined Benefit Pension Plans	OPEB Plan
Discount rate (%)	3.80	3.90	3.60	3.60
Rate of compensation increase (%)	3.50	-	3.50	-
Expected long term rate of return on plan assets (%)[1]	5.25	-	5.25	-
Health care cost trend increase (%)[2]	-	4.00	-	4.50

[1] *Developed by management with assistance from an independent actuary. The best estimates are based on historical performance, future expectations and periodic portfolio rebalancing among the diversified asset classes.*

[2] *The projected 2019 health care cost trend rate is 7.2% for the OPEB plan and is assumed to decrease over the next 22 years to the ultimate health-care cost trend rate of 4.0%.*

11. Employee Future Benefits (cont'd)

For 2018, the effects of changing the health care cost trend rate by 1% were as follows.

	2018	
	1% increase in rate	1% decrease in rate
Increase (decrease) in projected benefit obligation	$ 10,323	$ (8,247)
Increase (decrease) in service and interest costs	$ 856	$ (608)

Plan Assets

The investment strategy of the Company's funded defined benefit pension plan is to ensure that the pension plan assets, together with expected contributions, are invested in a prudent and cost-effective manner so as to optimally meet the liabilities of the plan for its members.

The investment objective of the pension plan is to maximize return in order to manage the funded status of the plan, and minimize the Company's cost over the long-term, as measured by both cash contributions and pension expense for financial statement purposes.

The Company's funded primary defined benefit pension plan asset allocation is as follows.

Plan assets as at December 31	2018		2017	
(%)	Target Allocation	Actual[1]	Target Allocation	Actual
Canadian equities	14	13	16	16
International equities	30	29	30	30
Fixed income	56	58	54	54
Total	100	100	100	100

[1] *The defined benefit pension plan assets will be rebalanced to target only if actual results are +/- 5% outside of target allocation.*

Newfoundland Power periodically reviews its investment strategy and asset allocation. Based on the review completed in 2017, the Company reduced its Canadian equity allocation and re-allocated its U.S. and international equity funds to a combination of diversified global equity funds. Newfoundland Power plans to gradually reduce the Canadian equity concentration to 10% and increase the fixed income securities to 60% through 2020, subject to market conditions. This is expected to reduce the risk of asset volatility and allow for more predictability in terms of the plan's funded status.

Fair Value of Plan Assets

The guidance on fair value measurements emphasizes that plan asset measurement should be based on assumptions that market participants would use to price the plan assets. The Company's funded defined benefit pension plan assets are measured using the market approach valuation technique. The assumptions or inputs to the valuation technique are categorized into three levels. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment.

The fair value measurements for all of the Company's equity and debt securities, as held in various pooled funds, are classified as Level 2 inputs based on the three level hierarchy that distinguishes the level of pricing observability utilized in measuring fair value. Level 2 includes inputs other than quoted market prices in active markets that are either directly or indirectly observable for the asset or liability.

The fair value of the Company's primary defined benefit pension plan assets are as follows.

	2018	2017
Canadian equities	$ 52,942	$ 69,139
International equities	116,396	124,471
Fixed income	231,412	228,044
Total fair value	$ 400,750	$ 421,654

11. Employee Future Benefits (cont'd)

Expected Cash Flows

The estimated future benefit payments for the defined benefit pension and OPEB plans follow.

	Defined Benefit Pension Plans	OPEB Plan
2019	$ 19,239	$ 3,702
2020	18,960	3,710
2021	19,316	4,173
2022	20,001	4,545
2023	20,132	4,624
2024-2028	111,876	25,272

The Company's contributions to the defined benefit pension plans are estimated to be $3.0 million for 2019.

Employee Future Benefits Cost

The Company's employee future benefits cost includes the net benefit costs of its defined benefit, defined contribution and OPEB plans.

The components of net benefit costs associated with the Company's defined benefit pension and OPEB plans, prior to capitalization, are as follows.

	2018		2017	
	Defined Benefit Pension Plans	OPEB Plan	Defined Benefit Pension Plans	OPEB Plan
Service costs	$ 5,144	$ 2,084	$ 4,803	$ 2,177
Interest costs	14,713	2,879	15,219	3,520
Expected return on plan assets	(21,148)	-	(20,569)	-
Amortization of actuarial losses	5,918	-	4,913	595
Amortization of past service costs (credits)	212	(1,315)	212	(1,292)
	$ 4,839	$ 3,648	$ 4,578	$ 5,000
Regulatory adjustments (Note 7)				
Amortization of transitional obligations	-	-	1,332	861
Amortization of pension deferrals	824	-	824	-
Amortization of OPEB regulatory asset	-	3,504	-	3,504
Net benefit cost	$ 5,663	$ 7,152	$ 6,734	$ 9,365

During 2018, the Company expensed approximately $2.1 million (2017 - $2.0 million) related to its defined contribution pension plans.

12. Other Assets

	2018	2017
Customer finance plans	$ 2,460	$ 1,496
Other	127	135
	$ 2,587	$ 1,631

Customer finance plans represent the non-current portion of loans to customers for certain new service requests and energy efficiency upgrades. The current portion of these loans is presented as other accounts receivable. In the case of new service requests, and as prescribed by the PUB, interest is charged at a fixed rate of prime plus 3% for repayment periods up to 60 months and prime plus 4% for repayment periods of 61 months to 120 months. In the case of energy efficiency upgrades, interest is charged at a fixed rate of prime plus 4% for a maximum repayment period of 60 months. All loan instalments are made through the customers' monthly electricity bill payments. The balance of any loan may be repaid at any time without penalty.

13. Long-term Debt

	Maturity Date	2018	2017
First mortgage sinking fund bonds			
10.125% $40 million Series AF	2022	$ 29,600	$ 30,000
9.000% $40 million Series AG	2020	30,400	30,800
8.900% $40 million Series AH	2026	31,235	31,635
6.800% $50 million Series AI	2028	40,000	40,500
7.520% $75 million Series AJ	2032	63,000	63,750
5.441% $60 million Series AK	2035	51,600	52,200
5.901% $70 million Series AL	2037	61,600	62,300
6.606% $65 million Series AM	2039	58,500	59,150
4.805% $70 million Series AN	2043	66,500	67,200
4.446% $75 million Series AO	2045	72,000	72,750
3.815% $75 million Series AP	2057	73,500	74,250
Committed credit facility	2023	37,000	12,000
		614,935	596,535
Less: current portion		(43,600)	(18,600)
		$ 571,335	$ 577,935
Less: deferred financing costs		(2,629)	(2,772)
		$ 568,706	$ 575,163

First mortgage sinking fund bonds are secured by a first fixed and specific charge on property, plant and equipment owned or to be acquired by the Company and by a floating charge on all other assets. They require an annual sinking fund payment of 1% of the original principal balance.

In 2017, the Company issued $75 million in first mortgage sinking fund bonds. The bonds were issued with a 40-year term at an interest rate of 3.815%.

Newfoundland Power has unsecured bank credit facilities of $120 million comprised of a $100 million committed credit facility and a $20 million demand facility. The committed credit facility matures in August 2023. Subject to lenders' approval, the Company may request an extension for a further period of up to, but not exceeding, a five-year term.

13. Long-term Debt (cont'd)

Borrowings under the committed credit facility are in the form of bankers acceptances that primarily have a maturity of 30 days or less, bearing interest based on the daily Canadian Deposit Offering Rate for the date of borrowing plus a stamping fee. Standby fees on the unutilized portion of the committed credit facility are payable quarterly in arrears at a fixed rate of 0.16%. Interest on borrowings under the demand facility is calculated at the daily prime rate and is payable monthly in arrears.

The utilized and unutilized credit facilities as at December 31 follow.

	2018	2017
Total credit facilities	$ 120,000	$ 120,000
Borrowings under committed credit facility	(37,000)	(12,000)
Borrowings under demand facility	-	(3,575)
Credit facilities available	$ 83,000	$ 104,425

Deferred financing costs are recorded at cost and are amortized to earnings using the effective interest rate method over the life of the related debt.

Future payments required to meet sinking fund instalments, maturities of long-term debt and long-term credit facilities follow.

Year	($ thousands)
2019	43,600
2020	36,200
2021	6,200
2022	34,200
2023	5,800
Thereafter	488,935

The issuance of debt with a maturity that exceeds one year requires prior approval of the PUB. The issuance of first mortgage sinking fund bonds is subject to an earnings covenant whereby the ratio of (i) annual earnings applicable to common shares, before bond interest and tax, to (ii) annual bond interest incurred plus annual bond interest to be incurred on the contemplated bond issue, must be two times or higher. Under its committed credit facility, the Company must also ensure that its debt to capitalization ratio does not exceed 0.65:1.00 at any time. During 2018, and as at December 31, 2018, the Company was in compliance with all of its debt covenants.

14. Other Liabilities

	2018	2017
Security deposits	$ 1,071	$ 1,066

Security deposits are advance cash collections from certain customers to guarantee the payment of electricity bills. The security deposit liability includes interest credited to customer deposits. The current portion of security deposits is reported in accounts payable and accrued charges.

15. Capital Stock

Authorized

(a) an unlimited number of Class A and Class B Common Shares without nominal or par value. The shares of each class are inter-convertible on a share-for-share basis and rank equally in all respects including dividends. The Board of Directors may provide for the payment, in whole or in part, of any dividends to Class B shareholders by way of a stock dividend;

(b) an unlimited number of First Preference Shares and Second Preference Shares without nominal or par value, except that each Series A, B, D and G First Preference Share has a par value of $10. The issued First Preference Shares are entitled to cumulative preferential dividends and are redeemable at the option of the Company at a premium not in excess of the annual dividend rate. Series D and G First Preference Shares are subject to the operation of purchase funds and the Company has the right to purchase limited amounts of these shares at or below par.

15. Capital Stock (cont'd)

Issued	2018 Number of Shares	2018 Amount	2017 Number of Shares	2017 Amount
Class A common shares	10,320,270	$ 70,321	10,320,270	$ 70,321
First preference shares				
5.50% Series A	179,225	1,792	179,225	1,792
5.25% Series B	337,983	3,380	337,983	3,380
7.25% Series D	191,040	1,910	191,640	1,916
7.60% Series G	182,900	1,829	182,900	1,829
	891,148	$ 8,911	891,748	$ 8,917

As at December 31, 2018, Fortis held 308,919 or approximately 34.7% of the Company's issued and outstanding First Preference Shares (2017 – 299,664 or approximately 33.6%).

The Company purchased for cancellation 600 Series D preference shares for $6,000 during the year (2017 – 1,250 Series D preference shares for $12,500).

16. Change in Working Capital

The composition of the Company's change in working capital follows.

	2018	2017
Accounts receivable	$ (4,273)	$ (4,057)
Income taxes receivable	(699)	(68)
Materials and supplies	(63)	(46)
Prepaid expenses	(2)	(180)
Current regulatory assets	547	(700)
Accounts payable and accrued charges	912	5,240
Interest payable	(80)	162
Income taxes payable	-	(495)
Current regulatory liabilities	(1,032)	-
	$ (4,690)	$ (144)

Non-cash investing activities balances as at December 31 follows.

	2018	2017
Capital expenditures included in accounts payable and accrued charges	$ 6,559	$ 6,614

17. Related Party Transactions

The Company provides services to, and receives services from, its parent company, Fortis, and other subsidiaries of Fortis. The Company also incurs charges from Fortis for the recovery of general corporate expenses incurred by Fortis. These transactions are in the normal course of business and are recorded at their exchange amounts.

Related party transactions included in operating expenses in 2018 were $2.1 million (2017 - $2.3 million).

A member of the Board of Directors of Newfoundland Power is the President of a construction services company. In 2018, the Company entered into a construction services agreement with this company. Total capital expenditures incurred in 2018 associated with this agreement were $2.3 million. The awarding of the contract followed a competitive bidding process in the ordinary course of business. The Board of Directors has no role in this process.

There were no loans or agreements with related companies during 2018.

18. Fair Value Measurement

Fair value is the price at which a market participant could sell an asset or transfer a liability to an unrelated party. A fair value measurement is required to reflect the assumptions that market participants would use in pricing an asset or a liability based on the best available information. These assumptions include the risks inherent in a particular valuation technique, such as a pricing model, and the risks inherent in the inputs to the model.

The fair value of long-term debt, including current portion and committed credit facility, is classified as Level 2 based on the three level hierarchy utilized in measuring fair value. The fair value is calculated by discounting the future cash flows of each debt instrument at the estimated yield-to-maturity equivalent to benchmark government bonds, with similar terms to maturity, plus a credit risk premium equal to that of issuers of similar credit quality. Since the Company does not intend to settle its debt instruments before maturity, the fair value estimate does not represent an actual liability and, therefore, does not include settlement costs.

The fair value of long-term debt, including current portion and committed credit facility, as at December 31, 2018 and 2017 is as follows.

	2018		2017	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Long-term debt, including current portion and committed credit facility (Note 13)	$ 614,935	$ 745,598	$ 596,535	$ 736,500

The fair value of the Company's defined benefit pension plan assets is discussed in Note 11. The fair value of the Company's remaining financial instruments included in current assets, current liabilities, other assets and other liabilities approximate their carrying value, reflecting their nature, short-term maturity or normal trade credit terms.

The fair value of the Company's financial instruments reflects a point-in-time estimate based on current and relevant market information about the instruments as at the balance sheet date. The estimates cannot be determined with precision as they involve uncertainties and matters of judgment, and therefore, may not be relevant in predicting the Company's future earnings or cash flows.

19. Commitments

As at December 31, 2018, the Company's commitment with respect to future payments associated with interest obligations on long-term debt and credit facilities follow.

Year	($ thousands)
2019	35,407
2020	34,294
2021	31,889
2022	29,960
2023	28,306
Thereafter	363,419

The Company is obligated to provide service to customers, resulting in ongoing capital expenditure commitments. Capital expenditures are subject to PUB approval. The Company's 2019 capital plan provides for capital expenditures of totalling $93.3 million and was approved by the PUB in October 2018.

The Company's defined benefit pension funding contributions, including current service and solvency deficit funding amounts, are based on estimates provided by the Company's actuary. Based on the December 2017 actuarial valuation, the Company's commitment for its solvency deficit is fully funded. Based on the December 2017 Actuarial Valuation Report, contributions for current service amounts are expected to be $2.8 million in 2019 and $2.7 million in 2020. The Company expects to have sufficient cash generated from operations to meet future pension funding requirements.