Financial Statements of

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

December 31, 2017

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INDEPENDENT AUDITOR'S REPORT

To The Sinking Fund Trustees of The City of Winnipeg

We have audited the accompanying financial statements of The Sinking Fund Trustees of The City of Winnipeg which comprise the statement of financial position as at December 31, 2017, and the statement of loss, statement of deficit, statement of reserve for retirement debenture debt, and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for private enterprises, 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.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of The Sinking Fund Trustees of The City of Winnipeg as at December 31, 2017, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for private enterprises.

Deloitte LLP

Chartered Professional Accountants
April 5, 2018
Winnipeg Manitoba

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

His Worship the Mayor
and Members of the Council
of the City of Winnipeg

Ladies and Gentlemen:

Pursuant to the requirements of **The City of Winnipeg Charter**, the Sinking Fund Trustees submit the 2017 audited financial statements of the Sinking Fund.

You will note in the financial statements that the Sinking Fund reported a net income of $15,943,000 for the year ended December 31, 2017 and a balance of accumulated surplus in the amount of $nil as at December 31, 2017.

The rates of interest earned by the Fund for the years 2008 to 2017 are shown below:

2008.....5.15%	2013.....3.30%
2009.....4.39%	2014.....2.13%
2010.....3.81%	2015.....2.04%
2011.....3.41%	2016.....1.81%
2012.....2.95%	2017.....0.97%

The total reserve for retirement of debenture debt decreased to $60,000,000 as at December 31, 2017 (2016 - $107,872,000) which represents full funding of all future Sinking Fund installments and interest on the Winnipeg Hydro portion of the City's Sinking Fund debt as provided for by the Manitoba Hydro Electric Board bonds held by the Sinking Fund.

Sinking funds are invested in securities with maturities which closely match the current position of related reserves.

The Sinking Fund will pay to the City of Winnipeg the amount of levies and other funds actually received by the Fund together with accumulated interest in respect thereof.

As a result of the February 2029 debt being assumed by Manitoba Hydro, the role of the Sinking Fund Trustees is greatly reduced as there are no investments to actively manage. Accordingly, two Sinking Fund Trustees have submitted their resignation to the City of Winnipeg effective December 31, 2017 while a third trustee's appointment has expired (and not been renewed) the same date. City Council has appointed three City of Winnipeg employees to replace them as Sinking Fund Trustees effective January 1, 2018.

Respectfully submitted,

E. STEFANSON Chairman

N. THEODOROU Trustee

M. RUTA Trustee

G. STESKI Trustee

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)

	2017	2016
ASSETS		
Cash and short-term investments (note 3)	**$ -**	$ 1,277
Due from City of Winnipeg	**10**	-
Accrued interest receivable	**1,474**	1,689
Investment in bonds and debentures (note 4 and schedule 1)	**60,000**	90,603
	$ 61,484	$ 93,569
LIABILITIES, RESERVE AND ACCUMULATED SURPLUS		
Accrued interest payable (note 5)	**$ 1,474**	$ 1,628
Accrued liabilities	**10**	12
	1,484	1,640
Reserve for retirement of debenture debt (note 6)	**60,000**	107,872
Accumulated surplus (deficit)	**-**	(15,943)
	$ 61,484	$ 93,569

See accompanying notes and schedules to the financial statements

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

STATEMENT OF INCOME (LOSS)

For the years ended December 31
(in thousands of dollars)

	2017	2016
Interest income (schedule 2)	**$ 4,803**	$ 4,993
Interest requirements - debenture debt reserves	**(1,221)**	(1,289)
Interest requirements - Manitoba Hydro bonds (note 8)	**(4,636)**	(4,790)
Deficit of interest earned under requirements	**(1,054)**	(1,086)
Contributions from City of Winnipeg:		
Settlement of debt servicing obligations (note 8)	**17,000**	-
Contribution towards administration expenses (note 8)	**10**	-
	15,956	(1,086)
Administration expenses	**13**	115
Net income (loss) for the year	**$ 15,943**	$ (1,201)

See accompanying notes and schedules to the financial statements

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

STATEMENT OF ACCUMULATED SURPLUS (DEFICIT)

For the years ended December 31
(in thousands of dollars)

	2017	2016
Balance, beginning of year	**$ (15,943)**	$ (14,742)
Less:		
Net income (loss) for the year	**15,943**	(1,201)
Balance, end of year	**$ -**	$ (15,943)

See accompanying notes and schedules to the financial statements

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

STATEMENT OF RESERVE FOR RETIREMENT OF DEBENTURE DEBT

For the years ended December 31
(in thousands of dollars)

	2017	2016
Balance, beginning of year	**$ 107,872**	$ 105,676
Add:		
Instalments - City of Winnipeg (note 8)	**907**	907
Interest credited - debenture debt reserves	**1,221**	1,289
	110,000	107,872
Deduct:		
Applied to debt redemption	**(50,000)**	-
Balance, end of year	**$ 60,000**	$ 107,872

See accompanying notes and schedules to the financial statements

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)

	2017	2016
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Net income (loss) for the year	**$ 15,943**	$ (1,201)
Add (deduct) items not impacting cash and short-term investments		
Interest requirements - debenture debt reserves	**1,221**	1,289
Net bond premium amortization	**149**	192
Income accrued - bond residues and coupons	**(19)**	(21)
Settlement of debt servicing obligation (note 8)	**(17,000)**	-
	294	259
Change in non-cash operating accounts	**49**	(2)
	343	257
FINANCING ACTIVITIES		
Applied to debt redemption (note 8)	**(33,000)**	-
Instalments - City of Winnipeg (note 8)	**907**	907
	(32,093)	907
INVESTING ACTIVITIES		
Acquisition of investments in bonds and debentures	**(303)**	-
Proceeds from bond and debenture sales	**1,505**	-
Proceeds from bond and debenture maturities	**29,271**	-
	30,473	-
Increase (decrease) in cash and short-term investments	**(1,277)**	1,164
Cash and short-term investments, beginning of period	**1,277**	113
Cash and short-term investments, end of period	**$ -**	$ 1,277
Cash and short-term investments consists of:		
Cash	**$ -**	$ 188
Short-term investments	**-**	1,089
	$ -	$ 1,277

See accompanying notes and schedules to the financial statements

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

NOTES TO THE FINANCIAL STATEMENTS

As at December 31, 2017
(in thousands of dollars)

1. *Status of The Sinking Fund Trustees of The City of Winnipeg*

The Sinking Fund Trustees of The City of Winnipeg (the " Fund ") was established as a body corporate by subsection 314(1) of The City of Winnipeg Act, a statute of the Legislature of the Province of Manitoba (" the province "). The City of Winnipeg Act was repealed by the province effective January 1, 2003 and replaced by The City of Winnipeg Charter, a statute of the province. Under section 520 of The City of Winnipeg Charter, The Sinking Fund Trustees continue to have the same rights and obligations as outlined under the former City of Winnipeg Act for Sinking Fund debentures issued prior to December 31, 2002 and any future refinancing of these debentures.

2. *Significant Accounting Policies*

These financial statements have been prepared in accordance with Canadian Accounting Standards for Private Enterprises.

The significant accounting policies are summarized as follows:

a) Investment in bonds and debentures

Bonds and debentures are carried at cost plus accumulated amortization. Discounts and premiums arising on the purchase of these investments are amortized over the remaining terms to maturity with annual amortization computed at amounts which, when combined with actual income received, result in a constant effective yield on the amortized book value.

Bond residues and coupons are carried at cost plus accrued income. Income is accrued on the book value of the investments at a rate equivalent to the effective yield on the investment.

For these bonds and debentures, which are measured at amortized cost, the Fund recognizes in net income an impairment loss, if any, when it determines that a significant adverse change has occurred during the period in the expected timing or amount of future cash flows. When the extent of impairment of a previously written-down asset decreases and the decrease can be related to an event occurring after the impairment was recognized, the previously recognized impairment loss shall be reversed in net income in the period the reversal occurs.

b) Use of estimates

Financial statements prepared in accordance with Canadian Accounting Standards for Private Enterprises require management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The valuation of investments is the most significant component of the financial statements subject to estimates. Actual results could differ from these estimates.

3. *Cash and Short-Term Investments*

Cash is held on deposit with a major Canadian Chartered Bank.

Short-term investments represent short-term debt securities of Schedule 1 Canadian Chartered Banks with a term to maturity of less than one year.

4. *Interest Rate and Credit Risk*

a) **Interest rate risk**

Interest rate risk refers to the adverse consequences of interest rate changes on the Fund's cash flows, financial position and income. This risk arises from differences in the timing and amount of cash flows related to the Fund's assets and liabilities. The value of the Fund's assets is affected by short-term changes in nominal interest rates.

The effective rate of interest earned by the Fund for the year ended December 31, 2017 was 0.97% (2016 - 1.81%).

The term to maturity and related book and par values of investments in bonds and debentures held by the fund at December 31, 2017 are as follows:

	2017		2016	
Term To Maturity	**Par Value**	**Book Value**	Par Value	Book Value
Less than one year	$ -	$ -	$ 30,480	$ 30,603
Greater than five years	**60,000**	**60,000**	60,000	60,000
	$ 60,000	**$ 60,000**	$ 90,480	$ 90,603

b) **Credit risk**

Credit risk arises from the potential for an investee to fail or to default on its contractual obligations to the Fund.

At December 31, 2017 the Fund's maximum credit risk exposure at fair market value was $60,000 (2016 - $93,429).

The Fund limits credit risk by investing in short-term investments, bonds and debentures of investees that are considered to be high quality credits (rated A or higher) and by monitoring compliance with the Fund's Statement of Investment Policies and Procedures.

5. *Purchase of Winnipeg Hydro by Manitoba Hydro*

Manitoba Hydro purchased Winnipeg Hydro from The City of Winnipeg on September 3, 2002. In accordance with the Asset Purchase Agreement between The City of Winnipeg and Manitoba Hydro and The Purchase of Winnipeg Hydro Act, a statute of the Legislature of the Province of Manitoba, the Sinking Fund is required to:

a) Hold the Manitoba Hydro Electric Board bonds issued by Manitoba Hydro to the City in connection with the Winnipeg Hydro portion of the City's debt. The bonds were issued for the purpose of enabling the City to repay the Winnipeg Hydro portion of the City's debt, and were issued with identical terms and conditions as to par value, interest and date of maturity as the Winnipeg Hydro portion of the City's debt. The bonds are guaranteed by the Province of Manitoba and are non- transferable and non-redeemable prior to maturity.

5. *Purchase of Winnipeg Hydro by Manitoba Hydro (continued)*

The book value of the Manitoba Hydro Electric Board bonds as at December 31, 2017 amounted to $60,000 (2016 - $80,000).

b) Pay all principal and interest received on the Manitoba Hydro bonds to the City for the payment of principal and interest on the Winnipeg Hydro portion of the City's debt.

Accrued interest receivable and identical offsetting accrued interest payable on the Manitoba Hydro bonds amounted to $1,474 at December 31, 2017 (2016 - $1,628).

As the receipt of the Manitoba Hydro bonds represents full funding of all future Sinking Fund instalments and interest related to the Winnipeg Hydro portion of the City's Sinking Fund debt, no further amounts are required to be levied and contributed to the Sinking Fund in respect of this portion of the debt.

6. *Reserve for Retirement of Debenture Debt*

As at December 31, 2017 the reserve for retirement of debenture debt is allocated towards Sinking Fund debentures as follows:

Maturity Year	Amortized Cost		Maturity Value
	Hydro Portion	Total	
2029	$ 60,000	$ 60,000	$ 60,000

The amortized cost of the reserve for retirement of debenture debt is calculated using an assumed annual discount rate of 5% which was set by The City of Winnipeg in the applicable Sinking Fund Debenture By-laws.

As at December 31, 2017, the reserve for retirement of debenture debt includes $60,000 (2016 - $80,000) representing full funding of all future Sinking Fund instalments and interest on the Winnipeg Hydro portion of the City's Sinking Fund debt as provided for by the Manitoba Hydro Electric Board bonds held by the Sinking Fund.

7. *Capital*

The Fund's objectives when managing capital are:

a) To pay The City of Winnipeg at or before the maturity of each respective sinking fund debenture all amounts collected by way of levy together with interest earned thereon.

b) To invest all levies received in accordance with the guidelines outlined in the Fund's Statement of Investment Policies and Procedures in order to maximize the investment return on the Fund within the allowable level of risk mandated by The City of Winnipeg Act.

The fund invests in securities with maturities which closely match the current sinking fund debenture maturity dates.

8. *Related Party Transactions*

The Sinking Fund and The City of Winnipeg entered into an Investment Management Agreement on April 1, 2011, whereby the City of Winnipeg provides investment management and administrative services to the Fund for an annual management fee. The Fund is the managed party under the Investment Management Agreement.

For the year ended December 31, 2017, the Fund and the City of Winnipeg entered into the following transactions which were all in the normal course of operations for the Fund:

The City of Winnipeg paid $907 (2016 - $907) in levies to the Fund at the amounts prescribed by the applicable Sinking Fund debenture By-laws.

The City of Winnipeg paid $184 (2016 - $176) of coupon interest to the Fund on City of Winnipeg debentures held by the Fund. The coupon interest payments were at fair value.

The Fund paid $4,636 (2016 - $4,790) of Manitoba Hydro Electric Board bond coupon interest to the City of Winnipeg. These coupon interest payments were at the amount prescribed by The Purchase of Winnipeg Hydro Act.

The Fund paid $33,000 (2016 - $nil) to the City of Winnipeg in respect of debentures maturing. The Fund will pay to the City of Winnipeg the amount of levies actually received by the Fund together with accumulated interest in respect thereof.

The City of Winnipeg paid $17,000 (2016 - $nil), on behalf of the Fund, to retire debenture debt. In the event of a Sinking Fund deficit at the maturity of a Sinking Fund issue, The City of Winnipeg Charter, Section 304(2), authorizes The City of Winnipeg, if it so chooses, to apply to the Minister of Finance to borrow an amount of money sufficient to discharge the Sinking Fund debt in full.

The Fund paid investment management fees of $nil (2016 - $100) to the City of Winnipeg.

The City of Winnipeg contributed $10 (2016 - $nil) towards administration expenses.

As approved by the City of Winnipeg's Council on September 27, 2017, the shortfall to retire the debenture maturities in November 2017, in the amount of approximately $17,000, was to be funded by the City of Winnipeg, thus settling this obligation. In addition, Council approved the foregoing of investment management fees that were charged by the City of Winnipeg to the Fund, in the amount of $100 per year. Furthermore, the City of Winnipeg will absorb the administrative costs associated with the Fund.

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

Schedule 1

SCHEDULE OF INVESTMENTS

As at December 31
(in thousands of dollars)

	2017					2016	
	Par Value	**Market Value**	**%**	**Book Value**	**%**	Book Value	%
Investment in bonds and debentures							
Provincial and Provincial guaranteed (notes 5 and 6)	**$ 60,000**	**$ 60,000**	**100**	**$ 60,000**	**100**	$ 83,822	93
Municipal	-	-	-	-	-	2,670	3
City of Winnipeg	-	-	-	-	-	2,935	3
	$ 60,000	**60,000**	**100**	**60,000**	**100**	89,427	99
Bond residues and coupons							
City of Winnipeg		-	-	-	-	1,176	1
		$ 60,000	**100**	**$ 60,000**	**100**	$ 90,603	100

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

Schedule 2

SCHEDULE OF INTEREST INCOME

For the years ended December 31
(in thousands of dollars)

	2017	2016
Interest on bonds and debentures	**$ 4,884**	$ 5,162
Bank and short-term investments interest	**47**	1
Income accrued - bond residues and coupons	**19**	21
Securities lending income	**2**	1
Net bond premium amortization	**(149)**	(192)
	$ 4,803	$ 4,993