CU INC.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

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CONSOLIDATED STATEMENTS OF EARNINGS

		Three Months Ended September 30		Nine Months Ended September 30	
(millions of Canadian Dollars)	**Note**	**2020**	**2019**	**2020**	**2019**
Revenues	4	**601**	618	**1,991**	2,015
Costs and expenses					
Salaries, wages and benefits		**(47)**	(51)	**(157)**	(152)
Energy transmission and transportation		**(60)**	(48)	**(168)**	(148)
Plant and equipment maintenance		**(40)**	(49)	**(118)**	(121)
Fuel costs		**(2)**	(3)	**(8)**	(10)
Purchased power		**(19)**	(18)	**(66)**	(60)
Depreciation and amortization		**(130)**	(105)	**(385)**	(360)
Franchise fees		**(43)**	(43)	**(179)**	(172)
Property and other taxes		**(16)**	(15)	**(51)**	(47)
Other		**(52)**	(66)	**(178)**	(184)
		(409)	(398)	**(1,310)**	(1,254)
Operating profit		**192**	220	**681**	761
Interest income		**1**	17	**1**	24
Interest expense		**(92)**	(90)	**(275)**	(275)
Net finance costs		**(91)**	(73)	**(274)**	(251)
Earnings before income taxes		**101**	147	**407**	510
Income tax (expense) recovery	5	**(24)**	(35)	**(98)**	79
Earnings for the period		**77**	112	**309**	589

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(millions of Canadian Dollars)	Three Months Ended September 30 2020	Three Months Ended September 30 2019	Nine Months Ended September 30 2020	Nine Months Ended September 30 2019
Earnings for the period	**77**	112	**309**	589
Other comprehensive loss, net of income taxes				
Items that will not be reclassified to earnings:				
Re-measurement of retirement benefits (1)	**(2)**	–	**(8)**	(10)
Comprehensive income for the period	**75**	112	**301**	579

(1) Net of income taxes of $1 million and $3 million for the three and nine months ended September 30, 2020 (2019 - nil and $4 million).

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

CONSOLIDATED BALANCE SHEETS

(millions of Canadian Dollars)	Note	September 30 2020	December 31 2019
ASSETS			
Current assets			
Cash		**232**	1
Short-term advances to parent company		**96**	70
Accounts receivable and contract assets		**273**	356
Accounts receivable from parent and affiliate companies		**17**	14
Inventories		**15**	14
Prepaid expenses and other current assets		**25**	14
		658	469
Non-current assets			
Property, plant and equipment	6	**15,751**	15,550
Intangibles		**581**	577
Right-of-use assets		**11**	6
Other assets		**26**	10
Total assets		**17,027**	16,612
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		**333**	379
Accounts payable to parent and affiliate companies		**22**	28
Lease liabilities		**2**	2
Other current liabilities		**27**	8
Long-term debt	7	**100**	100
		484	517
Non-current liabilities			
Deferred income tax liabilities		**1,347**	1,276
Retirement benefit obligations		**172**	157
Customer contributions		**1,711**	1,705
Lease liabilities		**9**	4
Other liabilities		**9**	16
Long-term debt	7	**8,101**	7,951
Total liabilities		**11,833**	11,626
EQUITY			
Equity preferred shares		**187**	187
Equity preferred shares to parent company		**79**	79
Class A and Class B share owner's equity			
Class A and Class B shares		**1,056**	1,056
Retained earnings		**3,872**	3,664
		4,928	4,720
Total equity		**5,194**	4,986
Total liabilities and equity		**17,027**	16,612

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(millions of Canadian Dollars)	**Note**	**Class A and Class B Shares**	**Equity Preferred Shares**	**Retained Earnings**	**Accumulated Other Comprehensive Income**	**Total Equity**
December 31, 2018		1,056	266	3,323	–	4,645
Earnings for the period		–	–	589	–	589
Other comprehensive loss		–	–	–	(10)	(10)
Losses on retirement benefits transferred to retained earnings		–	–	(10)	10	–
Dividends	8, 9	–	–	(253)	–	(253)
September 30, 2019		1,056	266	3,649	–	4,971
December 31, 2019		1,056	266	3,664	–	4,986
Earnings for the period		–	–	**309**	–	**309**
Other comprehensive loss		–	–	–	**(8)**	**(8)**
Losses on retirement benefits transferred to retained earnings		–	–	**(8)**	**8**	–
Dividends	8, 9	–	–	**(93)**	–	**(93)**
September 30, 2020		**1,056**	**266**	**3,872**	–	**5,194**

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(millions of Canadian Dollars)	Note	Three Months Ended September 30 2020	Three Months Ended September 30 2019	Nine Months Ended September 30 2020	Nine Months Ended September 30 2019
Operating activities					
Earnings for the period		**77**	112	**309**	589
Adjustments to reconcile earnings to cash flows from operating activities	10	**224**	230	**734**	563
Changes in non-cash working capital		**(52)**	51	**7**	(5)
Cash flows from operating activities		**249**	393	**1,050**	1,147
Investing activities					
Additions to property, plant and equipment		**(160)**	(235)	**(536)**	(593)
Additions to intangibles		**(25)**	(12)	**(45)**	(39)
Repayment of long-term advances by affiliate company		**–**	130	**–**	130
Changes in non-cash working capital		**17**	2	**(6)**	(27)
Cash flows used in investing activities		**(168)**	(115)	**(587)**	(529)
Financing activities					
Net repayment of short-term debt		**–**	(50)	**–**	(25)
Issue of long-term debt	7	**150**	580	**150**	580
Repayment of long-term debt	7	**–**	(300)	**–**	(480)
Repayment of lease liabilities		**–**	(1)	**(1)**	(2)
Dividends paid on equity preferred shares	8	**(3)**	(3)	**(8)**	(8)
Dividends paid to Class A and Class B share owner	9	**(85)**	(245)	**(85)**	(245)
Interest paid		**(75)**	(77)	**(261)**	(269)
Interest received from parent and affiliate companies		**–**	19	**–**	25
Other		**(1)**	(4)	**(1)**	(4)
Cash flows used in financing activities		**(14)**	(81)	**(206)**	(428)
Increase in cash position		**67**	197	**257**	190
Beginning of period		**261**	14	**71**	21
End of period	10	**328**	211	**328**	211

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

SEPTEMBER 30, 2020

(Tabular amounts in millions of Canadian Dollars, except as otherwise noted)

1. THE COMPANY AND ITS OPERATIONS

CU Inc. was incorporated under the laws of Canada and its debt and equity preferred shares are listed on the Toronto Stock Exchange. Its head office and registered office is at 4th Floor, West Building, 5302 Forand Street SW, Calgary, Alberta T3E 8B4. The Company is controlled by Canadian Utilities Limited, which in turn is principally controlled by ATCO Ltd. and its controlling share owner, the Southern family.

CU Inc. is engaged in the following business activities:

- Electricity (electricity transmission and distribution); and
- Natural gas (natural gas transmission and distribution).

The unaudited interim consolidated financial statements include the accounts of CU Inc. and its subsidiaries (the Company).

2. BASIS OF PRESENTATION

STATEMENT OF COMPLIANCE

The unaudited interim consolidated financial statements are prepared according to International Accounting Standard (IAS) 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board and IFRS Interpretations Committee (IFRIC). They do not include all the disclosures required in annual consolidated financial statements and should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2019, prepared according to IFRS.

The unaudited interim consolidated financial statements are prepared following the same accounting policies used in the Company's most recent annual consolidated financial statements, except for income taxes. In interim periods, income taxes are accrued using an estimate of the annualized effective tax rate applied to year-to-date earnings.

The unaudited interim consolidated financial statements were authorized for issue by the Audit Committee, on behalf of the Board of Directors, on October 28, 2020.

BASIS OF MEASUREMENT

The unaudited interim consolidated financial statements are prepared on a historic cost basis, except for retirement benefit obligations and cash-settled share-based compensation liabilities which are carried at remeasured amounts or fair value.

Revenues, earnings and adjusted earnings for any quarter are not necessarily indicative of operations on an annual basis. Quarterly financial results may be affected by the seasonal nature of the Company's operations and the timing of utility rate decisions.

3. SEGMENTED INFORMATION

SEGMENT DESCRIPTIONS AND PRINCIPAL OPERATING ACTIVITIES

In 2020, the Company changed the title of its Pipelines & Liquids operating segment to the Natural Gas operating segment.

Management has determined that the operating subsidiaries in the reportable segments below share similar economic characteristics, as such, they have been aggregated.

Electricity	The Electricity segment includes ATCO Electric Transmission and ATCO Electric Distribution. These businesses provide regulated electricity transmission, distribution and related infrastructure solutions in northern and central east Alberta, the Yukon and the Northwest Territories.
Natural Gas	The Natural Gas segment includes ATCO Gas and ATCO Pipelines. These businesses provide integrated natural gas transmission, distribution and related infrastructure development throughout Alberta and in the Lloydminster area of Saskatchewan.

SEGMENTED RESULTS

Results by operating segment for the three months ended September 30 are shown below.

2020 2019	Electricity	Natural Gas	Corporate & Other	Intersegment Eliminations	Consolidated
Revenues - external	**334**	**267**	**–**	**–**	**601**
	343	275	–	–	618
Revenues - intersegment	**1**	**–**	**–**	**(1)**	**–**
	–	1	–	(1)	–
Revenues	**335**	**267**	**–**	**(1)**	**601**
	343	276	–	(1)	618
Operating expenses [(1)]	**(112)**	**(168)**	**–**	**1**	**(279)**
	(122)	(173)	–	2	(293)
Depreciation and amortization	**(76)**	**(54)**	**–**	**–**	**(130)**
	(57)	(48)	–	–	(105)
Net finance costs	**(57)**	**(33)**	**(1)**	**–**	**(91)**
	(58)	(30)	15	–	(73)
Earnings (loss) before income taxes	**90**	**12**	**(1)**	**–**	**101**
	106	25	15	1	147
Income tax expense	**(21)**	**(3)**	**–**	**–**	**(24)**
	(26)	(5)	(3)	(1)	(35)
Earnings (loss) for the period	**69**	**9**	**(1)**	**–**	**77**
	80	20	12	–	112
Adjusted earnings (loss)	**70**	**4**	**(1)**	**–**	**73**
	73	–	–	–	73
Capital expenditures [(3)]	**84**	**104**	**–**	**–**	**188**
	95	157	–	–	252

Results by operating segment for the nine months ended September 30 are shown below.

2020 2019	Electricity	Natural Gas	Corporate & Other	Intersegment Eliminations	Consolidated
Revenues - external	**993**	**998**	**–**	**–**	**1,991**
	1,041	974	–	–	2,015
Revenues - intersegment	**2**	**1**	**–**	**(3)**	**–**
	1	1	–	(2)	–
Revenues	**995**	**999**	**–**	**(3)**	**1,991**
	1,042	975	–	(2)	2,015
Operating expenses (1)	**(356)**	**(572)**	**–**	**3**	**(925)**
	(352)	(546)	–	4	(894)
Depreciation and amortization	**(228)**	**(157)**	**–**	**–**	**(385)**
	(212)	(148)	–	–	(360)
Net finance costs	**(172)**	**(96)**	**(6)**	**–**	**(274)**
	(172)	(94)	15	–	(251)
Earnings (loss) before income taxes	**239**	**174**	**(6)**	**–**	**407**
	306	187	15	2	510
Income tax (expense) recovery	**(56)**	**(43)**	**1**	**–**	**(98)**
	60	23	(3)	(1)	79
Earnings (loss) for the period	**183**	**131**	**(5)**	**–**	**309**
	366	210	12	1	589
Adjusted earnings (loss)	**226**	**134**	**(5)**	**–**	**355**
	246	114	–	1	361
Total assets (2)	**10,419**	**6,533**	**92**	**(17)**	**17,027**
	10,211	6,377	75	(51)	16,612
Capital expenditures (3)	**271**	**320**	**–**	**–**	**591**
	290	355	–	–	645

(1) Includes total costs and expenses, excluding depreciation and amortization expense.
(2) 2019 comparatives are at December 31, 2019.
(3) Includes additions to property, plant and equipment and intangibles and $3 million and $10 million of interest capitalized during construction for the three and nine months ended September 30, 2020 (2019 - $5 million and $13 million).

ADJUSTED EARNINGS

Adjusted earnings are earnings for the period after adjusting for:

- the timing of revenues and expenses for rate-regulated activities;
- dividends on equity preferred shares of the Company;
- one-time gains and losses;
- significant impairments; and
- items that are not in the normal course of business or a result of day-to-day operations.

Adjusted earnings are a key measure of segment earnings used by the Chief Operating Decision Maker (CODM) to assess segment performance and allocate resources. Other accounts in the unaudited interim consolidated financial statements have not been adjusted as they are not used by the CODM for those purposes.

The reconciliation of adjusted earnings and earnings for the three months ended September 30 is shown below.

2020 **2019**	**Electricity**	**Natural Gas**	**Corporate & Other**	**Intersegment Eliminations**	**Consolidated**
Adjusted earnings (loss)	**70**	**4**	**(1)**	**–**	**73**
	73	–	–	–	73
Prepayment penalty received on early settlement of long-term advances to affiliate company	**–**	**–**	**–**	**–**	**–**
	–	–	12	–	12
Rate-regulated activities	**–**	**4**	**–**	**–**	**4**
	8	19	–	–	27
IT Common Matters decision	**(2)**	**(1)**	**–**	**–**	**(3)**
	(2)	(1)	–	–	(3)
Dividends on equity preferred shares of the Company	**1**	**2**	**–**	**–**	**3**
	1	2	–	–	3
Earnings (loss) for the period	**69**	**9**	**(1)**	**–**	**77**
	80	20	12	–	112

The reconciliation of adjusted earnings and earnings for the nine months ended September 30 is shown below.

2020 **2019**	**Electricity**	**Natural Gas**	**Corporate & Other**	**Intersegment Eliminations**	**Consolidated**
Adjusted earnings (loss)	**226**	**134**	**(5)**	**–**	**355**
	246	114	–	1	361
Prepayment penalty received on early settlement of long-term advances to affiliate company	**–**	**–**	**–**	**–**	**–**
	–	–	12	–	12
Rate-regulated activities	**(38)**	**2**	**–**	**–**	**(36)**
	125	100	–	–	225
IT Common Matters decision	**(6)**	**(4)**	**–**	**–**	**(10)**
	(9)	(8)	–	–	(17)
Dividends on equity preferred shares of the Company	**4**	**4**	**–**	**–**	**8**
	4	4	–	–	8
Other	**(3)**	**(5)**	**–**	**–**	**(8)**
	–	–	–	–	–
Earnings (loss) for the period	**183**	**131**	**(5)**	**–**	**309**
	366	210	12	1	589

Prepayment penalty received on early settlement of long-term advances to affiliate company

In the third quarter of 2019, the Company recorded $16 million ($12 million after-tax) related to a prepayment penalty fee on the early repayment of $78 million of long-term advances issued to its affiliate company. The repaid amounts were originally due from 2020 to 2023 (see Note 12).

Rate-regulated activities

ATCO Electric and its subsidiaries, ATCO Electric Yukon, Northland Utilities (NWT) and Northland Utilities (Yellowknife), as well as ATCO Gas and ATCO Pipelines are collectively referred to as Utilities.

There is currently no specific guidance under IFRS for rate-regulated entities that the Company is eligible to adopt. In the absence of this guidance, the Utilities do not recognize assets and liabilities from rate-regulated activities as may be directed by regulatory decisions. Instead, the Utilities recognize revenues in earnings when amounts are billed to customers, consistent with the regulator-approved rate design. Operating costs and expenses are recorded when incurred. Costs incurred in constructing an asset that meet the asset recognition criteria are included in the related property, plant and equipment or intangible asset.

The Company uses standards issued by the Financial Accounting Standards Board (FASB) in the United States as another source of generally accepted accounting principles to account for rate-regulated activities in its internal reporting provided to the CODM. The CODM believes that earnings presented in accordance with the FASB standards are a better representation of the operating results of the Company’s rate-regulated activities. Therefore, the Company presents adjusted earnings as part of its segmented disclosures on this basis. Rate-regulated accounting (RRA) standards impact the timing of how certain revenues and expenses are recognized when compared to non-rate regulated activities, to appropriately reflect the economic impact of a regulator's decisions on revenues.

Rate-regulated accounting differs from IFRS in the following ways:

	Timing Adjustment	Items	RRA Treatment	IFRS Treatment
1.	Additional revenues billed in current period	Future removal and site restoration costs, and impact of colder temperatures.	The Company defers the recognition of cash received in advance of future expenditures.	The Company recognizes revenues when amounts are billed to customers and costs when they are incurred.
2.	Revenues to be billed in future periods	Deferred income taxes and impact of warmer temperatures.	The Company recognizes revenues associated with recoverable costs in advance of future billings to customers.	The Company recognizes costs when they are incurred, but does not recognize their recovery until customer rates are changed and amounts are collected through future billings.
3.	Regulatory decisions received	Regulatory decisions received which relate to current and prior periods.	The Company recognizes the earnings from a regulatory decision pertaining to current and prior periods when the decision is received.	The Company does not recognize earnings from a regulatory decision when it is received as regulatory assets and liabilities are not recorded under IFRS.
4.	Settlement of regulatory decisions and other items	Settlement of amounts receivable or payable to customers and other items.	The Company recognizes the amount receivable or payable to customers as a reduction in its regulatory assets and liabilities when collected or refunded through future billings.	The Company recognizes earnings when customer rates are changed and amounts are recovered or refunded to customers through future billings.

The significant timing adjustments as a result of the differences between rate-regulated accounting and IFRS are as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	2020	**2019**	**2020**	**2019**
Additional revenues billed in current period				
Future removal and site restoration costs [(1)]	**20**	18	**59**	55
Impact of (warmer) colder temperatures [(2)]	**(2)**	2	**7**	14
Revenues to be billed in future periods				
Deferred income taxes [(3)]	**(15)**	(16)	**(71)**	(71)
Deferred income taxes due to decrease in provincial corporate income tax [(4)]	**–**	–	**–**	210
Regulatory decisions received (see below)	**–**	3	**–**	–
Settlement of regulatory decisions and other items [(5)]	**1**	20	**(31)**	17
	4	27	**(36)**	225

(1) Removal and site restoration costs are billed to customers over the estimated useful life of the related assets based on forecast costs to be incurred in future periods.

(2) ATCO Gas' customer rates are based on a forecast of normal temperatures. Fluctuations in temperatures may result in more or less revenue being recovered from customers than forecast. Revenues above or below the normal in the current period are refunded to or recovered from customers in future periods.

(3) Income taxes are billed to customers when paid by the Company.

(4) In the second quarter of 2019, the Government of Alberta enacted a phased decrease in the provincial corporate income tax rate from 12 per cent to 8 per cent. This decrease is being phased in increments starting July 1, 2019 (see Note 5). As a result of this change, the Alberta Utilities decreased deferred income taxes and increased earnings in the second quarter of 2019 by $210 million.

(5) For the nine months ended September 30, 2020, ATCO Electric Distribution recorded a decrease in earnings of $20 million related to payment of transmission costs. This will be recovered from customers in future periods.

Regulatory decisions received

Under rate-regulated accounting, the Company recognizes earnings from a regulatory decision pertaining to current and prior periods when the decision is received. A description of the significant regulatory decisions recognized in adjusted earnings in 2019 is provided below.

	Decision	Amount	Description
1.	Information Technology (IT) Common Matters	17	In August 2014, CU Inc.'s parent, Canadian Utilities Limited, sold its IT services business to Wipro Ltd. (Wipro) and signed a ten-year IT Master Services Agreement (MSA) effective January 1, 2015. In 2015, the AUC commenced an Information Technology Common Matters proceeding to review the recovery of IT costs by the Alberta Utilities from January 1, 2015 going forward. On June 5, 2019, the AUC issued its decision regarding the IT Common Matters proceeding and directed the Alberta Utilities to reduce the first-year of the Wipro MSA by 13% and to apply a glide path that reduces pricing by 4.61% in each of years 2 through 10. The reduction in adjusted earnings resulting from the decision for the period January 1, 2015 to September 30, 2020 was $17 million. Of this amount, $14 million relates to the period January 1, 2015 to June 30, 2019 and was recorded in the second quarter of 2019. The remaining $3 million was recorded in the third quarter of 2019.
2.	ATCO Electric Transmission General Tariff Application (GTA)	(17)	In June 2017, ATCO Electric Transmission filed a GTA for its operations for 2018 and 2019. The decision was received in July 2019 approving the majority of capital expenditures and operating costs requested. The increase in adjusted earnings resulting from the decision of $17 million was recorded in the second quarter of 2019.

IT Common Matters decision

Consistent with the treatment of the gain on sale in 2014 from the IT services business by CU Inc.'s parent, Canadian Utilities Limited, financial impacts associated with the IT Common Matters decision are excluded from adjusted earnings. The amounts excluded from adjusted earnings in the three and nine months ended September 30, 2020 were $3 million and $10 million (2019 - $3 million and $17 million).

Other

In the second quarter of 2020, the Company recorded other costs of $8 million, after tax, that were not in the normal course of business. These costs related to the continued transformation and realignment of certain functions in the Company.

4. REVENUES

The Company disaggregates revenues from contracts with customers based on the revenue streams of the operating segments.

The disaggregation of revenues by revenue streams by each operating segment for the three months ended September 30 is shown below:

2020 **2019**	**Electricity**	**Natural Gas**	**Corporate & Other**	**Total**
Revenue Streams				
Rendering of Services				
Distribution services	**132**	**145**	_	**277**
	148	158	_	306
Transmission services	**173**	**75**	_	**248**
	168	69	_	237
Customer contributions	**8**	**5**	_	**13**
	3	5	_	8
Franchise fees	**8**	**35**	_	**43**
	7	36	_	43
Total rendering of services	**321**	**260**	_	**581**
	326	268	_	594
Other	**13**	**7**	_	**20**
	17	7	_	24
Total	**334**	**267**	_	**601**
	343	275	_	618

The disaggregation of revenues by revenue streams by each operating segment for the nine months ended September 30 are shown below:

2020 **2019**	**Electricity**	**Natural Gas**	**Corporate & Other**	**Total**
Revenue Streams				
Rendering of Services				
Distribution services	**382**	**584**	_	**966**
	432	594	_	1,026
Transmission services	**519**	**220**	_	**739**
	505	208	_	713
Customer contributions	**23**	**16**	_	**39**
	23	14	_	37
Franchise fees	**23**	**156**	_	**179**
	24	148	_	172
Total rendering of services	**947**	**976**	_	**1,923**
	984	964	_	1,948
Other	**46**	**22**	_	**68**
	57	10	_	67
Total	**993**	**998**	_	**1,991**
	1,041	974	_	2,015

5. INCOME TAXES

On May 28, 2019, the Alberta government passed Bill 3, the Job Creation Tax Cut (Bill 3), which reduces the Alberta provincial corporate tax rate from 12.0 per cent to 8.0 per cent in a phased approach between July 1, 2019 and January 1, 2022. As a result of this change, in the second quarter of 2019, the Company recorded an adjustment to current and deferred income taxes of $1 million and $210 million, respectively.

On October 20, 2020, Bill 35, Tax Statutes (Creating Jobs and Driving Innovation) (Bill 35) received first reading in the legislative assembly of Alberta and became substantively enacted for financial reporting purposes. Bill 35 accelerates the reduction of the Alberta provincial corporate tax rate, which was previously announced in Bill 3, to 8.0 per cent on July 1, 2020. The financial impact of this change is not significant and will be accounted for in the fourth quarter of 2020.

6. PROPERTY, PLANT AND EQUIPMENT

A reconciliation of the changes in the carrying amount of property, plant and equipment is as follows:

	Utility Transmission & Distribution	Land and Buildings	Construction Work-in-Progress	Other	Total
Cost					
December 31, 2019	18,725	614	484	660	20,483
Additions	–	–	**553**	–	**553**
Transfers	**584**	**2**	**(605)**	**19**	–
Retirements and disposals	**(57)**	**(15)**	–	**(16)**	**(88)**
September 30, 2020	**19,252**	**601**	**432**	**663**	**20,948**
Accumulated depreciation					
December 31, 2019	4,477	158	–	298	4,933
Depreciation	**312**	**9**	–	**31**	**352**
Retirements and disposals	**(57)**	**(15)**	–	**(16)**	**(88)**
September 30, 2020	**4,732**	**152**	–	**313**	**5,197**
Net book value					
December 31, 2019	14,248	456	484	362	15,550
September 30, 2020	**14,520**	**449**	**432**	**350**	**15,751**

The additions to property, plant and equipment included $10 million of interest capitalized during construction for the nine months ended September 30, 2020 (2019 - $13 million).

Pioneer natural gas pipeline acquisition

On September 30, 2020, the Company entered into an agreement to acquire the 130 km Pioneer Pipeline from Tidewater Midstream & Infrastructure Ltd. and its partner TransAlta Corporation for a purchase price of $255 million.

NOVA Gas Transmission Ltd. (NGTL) and the Company subsequently agreed that, consistent with the geographic footprints defined in their Integration Agreement, the Company would subsequently transfer to NGTL the approximately 30 km segment of the Pioneer Pipeline located in the NGTL footprint for approximately $63 million. The Company will retain ownership and continue to operate the portion of the Pioneer Pipeline located in its footprint.

The transaction is subject to satisfaction of customary conditions, including regulatory approvals by the Alberta Utilities Commission and the Alberta Energy Regulator, which are expected by the second quarter of 2021.

7. LONG-TERM DEBT

On September 28, 2020, the Company, issued $150 million of 2.609 per cent debentures maturing on September 28, 2050.

On September 5, 2019, the Company issued $580 million of 2.963 per cent debentures maturing on September 7, 2049. The Company also repaid $180 million of 5.432 per cent debentures on January 23, 2019 and $300 million of 6.8 per cent debentures on August 13, 2019.

8. EQUITY PREFERRED SHARES AND EQUITY PREFERRED SHARES TO PARENT COMPANY

Cash dividends declared and paid per share are as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
(dollars per share)	**2020**	**2019**	**2020**	**2019**
Equity preferred shares				
Cumulative Redeemable Preferred Shares				
4.60% Series 1	**0.2875**	0.2875	**0.8625**	0.8625
2.243% Series 4	**0.1402**	0.1402	**0.4206**	0.4206
Equity preferred shares to parent company				
Perpetual Cumulative Second Preferred Shares				
4.60% Series V	**0.2875**	0.2875	**0.8625**	0.8625

The payment of dividends is at the discretion of the Board and depends on the financial condition of the Company and other factors.

9. CLASS A AND CLASS B SHARES

DIVIDENDS

The Company declared and paid cash dividends of $14.76 per Class A non-voting share and Class B common share during the three and nine months ended September 30, 2020 (2019 - $42.55). The payment of dividends is at the discretion of the Board and depends on the financial condition of the Company and other factors.

On October 8, 2020, the Company declared a fourth quarter dividend of $58.17 per Class A and Class B share.

10. CASH FLOW INFORMATION

ADJUSTMENTS TO RECONCILE EARNINGS TO CASH FLOWS FROM OPERATING ACTIVITIES

Adjustments to reconcile earnings to cash flows from operating activities are summarized below.

	Three Months Ended September 30		Nine Months Ended September 30	
	2020	**2019**	**2020**	**2019**
Depreciation and amortization	**130**	105	**385**	360
Income tax expense (recovery)	**24**	35	**98**	(79)
Contributions by utility customers for extensions to plant	**(1)**	21	**45**	58
Amortization of customer contributions	**(13)**	(8)	**(39)**	(37)
Net finance costs	**91**	73	**274**	251
Income taxes (paid) recovered	**(6)**	5	**(8)**	2
Other	**(1)**	(1)	**(21)**	8
	224	230	**734**	563

CASH POSITION

Cash position in the unaudited interim consolidated statements of cash flows at September 30 is comprised of:

	2020	**2019**
Cash	**232**	137
Short-term advances to parent company	**96**	149
Cash and cash equivalents	**328**	286
Bank indebtedness	**–**	(75)
	328	211

11. FINANCIAL INSTRUMENTS

FAIR VALUE MEASUREMENT

Financial instruments are measured at amortized cost or fair value. Fair value represents the estimated amounts at which financial instruments could be exchanged between knowledgeable and willing parties in an arm's length transaction. Determining fair value requires management judgment. The valuation methods used to determine the fair value of each financial instrument and its associated level in the fair value hierarchy is described below.

Financial Instruments	Fair Value Method
Measured at Amortized Cost	
Cash, short-term advances to parent company, accounts receivable and contract assets, accounts receivable from parent and affiliate companies, accounts payable and accrued liabilities, and accounts payable to parent and affiliate companies	Assumed to approximate carrying value due to their short-term nature.
Long-term debt	Determined using quoted market prices for the same or similar issues. Where the market prices are not available, fair values are estimated using discounted cash flow analysis based on the Company's current borrowing rate for similar borrowing arrangements (Level 2).

The fair values of the Company's financial instruments measured at amortized cost are as follows:

	September 30, 2020		December 31, 2019	
Recurring Measurements	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Liabilities				
Long-term debt	**8,201**	**10,339**	8,051	9,685

12. RELATED PARTY TRANSACTIONS

RELATED PARTY LOANS AND BALANCES

In the third quarter of 2019, the Company received settlements of $130 million of long-term advances from Alberta Power (2000) Ltd., a subsidiary of the Company's parent. Of this amount, $52 million matured in August 2019, and $78 million was originally due to mature between 2020 and 2023. In accordance with the financing agreement with Alberta Power (2000) Ltd., the early settlement of the long-term advances resulted in a prepayment penalty fee of $16 million that was recorded in interest income in the statements of earnings for the three and nine months ended September 30, 2019.

13. COVID-19 PANDEMIC

At the end of 2019, a novel strain of coronavirus (COVID-19) emerged and spread globally. The World Health Organization has since declared the state of a global pandemic. The COVID-19 outbreak and related measures taken by the authorities in the jurisdictions of the Company's operations are disrupting financial and commodity markets, supply chains, and affecting production and sales across different industries in private and public sectors.

The Company has introduced measures, procedures and protocols to foster the health and safety of its employees, vendors and customers. These measures are based on the Company's health and safety policies as well as the recommendations from public health authorities, other designated government institutions and medical experts. These enhanced protocols include travel restrictions, workplace hygiene practices, employee absence tracking, additional personal protective equipment for essential workers, limiting access to facilities, and alternative work options for employees where possible (i.e. working from home).

The Company's operations are exposed to a variety of business and financial risks as a result of a public health threat, such as COVID-19. These risks include, but are not limited to, decline in customer demand, increase in operating costs, interruption of project work, credit risk associated with customer non-payment, access to financing and change in the timing of cash flows.

In the three and nine months ended September 30, 2020, the Company's operations, financial position and performance have not been significantly impacted. This is primarily due to the nature of the Company's operations which are considered to be essential services. However, the extent to which COVID-19 may further impact the Company's operations, its consolidated financial position and performance remains uncertain, and will depend on further developments, including the duration and spread of the outbreak, its impact on the Company's customers, suppliers and employees and actions taken by governments. Management continues to closely monitor the situation in the jurisdictions in which the Company operates.