

## **AFFILIATE SERVICES AGREEMENT - APUC**

This Affiliate Services Agreement (this “Agreement”) is effective as of the 1st day of January, 2017, by and between Algonquin Power & Utilities Corp. (“APUC” or the “Provider Company”), which company is engaged, in part, in the rendering of services to companies in the APUC holding company system, and The Empire District Electric Company, The Empire District Gas Company, and Empire District Industries, Inc. (each a “Receiving Company” and collectively the “Receiving Companies”). The parties to this Agreement are otherwise collectively referred to as the “Parties” or individually referred to as a “Party.”

WHEREAS, the organization, conduct of business and method of cost allocation of the Provider Company is designed to result in the performance of services and the provision of goods economically and efficiently for the benefit of the Receiving Company at costs that are fairly and equitably allocated.

THEREFORE, the Parties further agree as follows:

### **Section 1 – Provision of Services**

Section 1.1 *Consultants.* The Provider Company has and will maintain a staff trained and experienced in the provision of services of a general and administrative nature. In addition to the services of their own staff, the Provider Company will, from time to time, arrange for services of non-affiliated experts, consultants, accountants and attorneys.

Section 1.2 *Algonquin Power & Utilities Corp.* APUC agrees to provide and the Receiving Companies agree to accept Financing Services and Administrative Services. As used herein “Financing Services” means the selling of units to public investors in order to generate the funding and capital necessary for the Receiving Companies to provide utility services as well as providing legal services in connection with the issuance of public debt. As used herein “Administrative Services” includes the following types of services: strategic management services, financial controls, corporate governance, and administration and management services such as consultation on management and administration of all aspects of utility business, including economic and strategic analysis.

### **Section 2 – Records and Charges**

Section 2.1 *Records.* All services rendered under this Agreement will be provided at actual cost thereof. Records will be maintained by the Provider Company in order to accumulate all costs of doing business and to determine the cost of service. These costs will include wages and salaries of employees and related expenses such as insurance, taxes, pensions and other employee welfare expenses, and rent, light, heat, telephone, supplies, and other housekeeping costs. In addition, records will be maintained of general administrative expenses, which will include the costs of operating the Provider Company as a corporate entity.

Each Party shall maintain adequate books and records with respect to the transactions subject to this Agreement to specifically identify costs subject to allocation, particularly with respect to their origin. In addition, the records must be adequately supported in a manner sufficient to justify recovery of the costs in the rates of the Receiving Company. Each Party shall be responsible for maintaining internal controls to ensure the costs associated with transactions covered by the Agreement are properly and consistently allocated and billed in accordance with the terms and provisions of this Agreement.

Section 2.2 *Charges.* Costs charged to the Receiving Companies by the Provider Company will either be direct charges or allocated charges subject to the guidelines below:

- i. Tariffed rates or other pricing mechanisms established by rate setting authorities shall be used to provide all regulated services.
- ii. Services not covered by (i) shall be charged by the Provider Company to the Receiving Company at fully distributed cost.
- iii. Facilities and administrative services rendered to a rate-regulated affiliate shall be charged on the following basis:

(1) the prevailing price for which the service is provided for sale to the general public by the Provider Company (i.e., the price charged to non-affiliates if such transactions with non-affiliates constitute a substantial portion of the Provider Company's total revenues from such transactions) or, if no such prevailing price exists, (2) an amount not to exceed the fully distributed cost incurred by the Provider Company in providing such service to the Receiving Companies.

Direct charges shall include direct labor, direct materials, direct purchased services associated with the related asset or services, and overhead amounts. Costs associated with direct charges shall not be included in the costs that are allocated. Allocated costs shall be charged to the Receiving Companies in accordance with the following allocation factors for each service:

Type of Cost	Allocation Methodology	Rationale	Examples
Legal Costs	Net Plant     33.3% Number of Employees 33.3% O&M            33.3%	This function is driven by factors which include Net Plant, as typically the higher the value of plant, the more legal work it attracts; similarly, a greater number of employees are typically more indicative of larger facilities that require greater levels of attention; and O&M costs tend to be a third factor indicative of size and legal complexity.	Employee labor and related administration and programs; third party legal

Tax Services	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by a variety of factors that influence the size and relative tax complexity, including Revenues, O&M and Net Plant. Tax activity can be driven by each of these factors.	Employee labor and related administration and programs, including Third party tax advice and services
Audit	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by a variety of factors that influence the size and complexity of Audit, including Revenues, O&M and Net Plant. Audit activity can be driven by each of these factors.	Employee labor and related administration and programs, including Third party accounting and audit services
Investor Relations	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Employee labor and related administration and programs, including third party Investor day communications and materials
Director Fees and Insurance	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Board of Director fees, insurance and administration
Licenses, Fees and Permits	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Third party costs
Escrow and Transfer Agent Fees	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Third party costs
Other Professional Services	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Third party costs
Office Administration	Oakville Employees 50% Square Footage 50%	This function is driven by factors which are indicative of number of employees and square footage utilized by these employees.	Office space and utility costs. Employee labor and related administration

Joint and common costs not associated with the provision of services listed above, should be charged based on a three-factor allocation methodology:

Factor	Weight
Net Plant	33.3%
Revenues	33.3%
Operating Expenses	33.3%

The charges under this Agreement shall be governed by the APUC Cost Allocation Manual (“CAM”) dated July 1, 2015 attached as **Attachment A**.

### **Section 3 - Term**

Section 3.1 *Term*. The effective date of this Agreement shall be the date noted above and shall continue unless terminated by any of the Receiving Companies or the Provider Company giving thirty days' written notice to the other of such termination at the end of any month. Any such termination shall not affect the terminating Party's accrued rights and obligations under this Agreement arising prior to the effective date of termination. This Agreement shall not be amended except by a written instrument signed by an authorized representative of each of the Parties hereto.

### **Section 4 – Confidential Information**

Section 4.1. *Confidential Information* Each Party shall treat in confidence all information that it shall have obtained regarding the other Parties and their respective businesses during the course of the performance of this Agreement. Such information shall not be communicated to any person other than the Parties to this Agreement, except to the extent disclosure of such information is required by a governmental authority. If a Party is required to disclose confidential information to a governmental authority, such Party shall take reasonable steps to make such disclosure confidential under the rules of such governmental authority. Information provided hereunder shall remain the sole property of the Party providing such information. The obligation of a Party to treat such information in confidence shall not apply to any information which (i) is or becomes available to such Party from a source other than the Party providing such information, or (ii) is or becomes available to the public other than as a result of disclosure by such Party or its agents.

### **Section 5 – Miscellaneous**

Section 5.1 *Compliance with Governing Law*. This Agreement will be subject to termination or modification at any time to the extent its performance may conflict with any federal or state law or any rule, regulation or order of a federal or state regulatory body having jurisdiction. This Agreement shall be subject to approval of any federal or state regulatory body whose approval is a legal prerequisite to its execution and performance. Cost allocations and the methods of allocation provided herein may also be subject to the

jurisdiction of the Federal Energy Regulatory Commission (“FERC”) under Section 1275 of the Energy Policy Act of 2005 and the rules promulgated thereunder and, to the extent applicable, FERC determinations regarding the allocation of costs shall be dispositive.

Section 5.2 *Limitation of Liability.* Each Party acknowledges and agrees that any services provided by the Provider Company hereunder are so provided WITHOUT ANY WARRANTY (WHETHER EXPRESS, IMPLIED OR STATUTORY AND NOTWITHSTANDING ANY ORAL OR WRITTEN STATEMENT BY A PARTY’S EMPLOYEES, REPRESENTATIVES OR AGENTS TO THE CONTRARY) WHATSOEVER. ALL SUCH WARRANTIES INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE) ARE HEREBY DISCLAIMED AND EXCLUDED.

Section 5.3 *Exclusive Benefit.* This Agreement is intended for the exclusive benefit of the Parties hereto and is not intended and shall not be deemed or construed, to create any rights in, or responsibilities to, third parties.

Section 5.4 *Assignment.* This Agreement may not be assigned by any Party without the prior written consent of all Parties.

Section 5.5 *Severability.* Wherever possible, each provision hereof shall be interpreted in such manner as to be effective and valid under applicable law, but in case any one or more of the provisions contained herein shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, such provision shall be ineffective to the extent, but only to the extent, of such invalidity, illegality or unenforceable provision or provisions or any other provisions hereof, unless such a construction would be unreasonable.

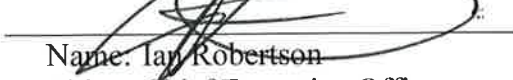
Section 5.6 *Waiver.* Failure by any Party to insist upon strict performance of any term or condition herein shall not be deemed a waiver of any rights or remedies that such Party may have against any other Party nor in any way affect the validity of this Agreement or any part hereof or the right of such Party thereafter to enforce each and every such provision. No waiver of any breach of this Agreement shall be held to constitute a waiver of any other subsequent breach.

Section 5.7 *Entirety.* This Agreement constitutes the entire Agreement between the Parties pertaining to the subject matter hereof and supersedes all prior Agreements, understandings, negotiations and discussions, whether oral or written between the Parties with respect to the subject matter hereof.

Section 5.8 *Counterparts.* Any number of counterparts of this Agreement may be executed, and each shall have the same force and effect as an original instrument, as if all Parties to all counterparts had signed the same instrument.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be duly executed as of the date first above mentioned.

ALGONQUIN POWER & UTILITIES CORP.

By:   
Name: Ian Robertson  
Title: Chief Executive Officer

By:   
Name: David Bronicheski  
Title: Chief Financial Officer

THE EMPIRE DISTRICT ELECTRIC COMPANY

By: \_\_\_\_\_  
Name: David Swain  
Title: Authorized Signing Officer

THE EMPIRE DISTRICT GAS COMPANY

By: \_\_\_\_\_  
Name: David Swain  
Title: Authorized Signing Officer

EMPIRE DISTRICT INDUSTRIES, INC.

By: \_\_\_\_\_  
Name: David Swain  
Title: Authorized Signing Officer

IN WITNESS WHEREOF, the Parties have caused this Agreement to be duly executed as of the date first above mentioned.

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# EXHIBIT A

ALGONQUIN POWER & UTILITIES CORP.

# COST ALLOCATION MANUAL

V2014.1 Effective: July 1st, 2015

This document outlines the methods of direct charges and cost allocations:  
(i) between Algonquin Power & Utilities Corp. and its affiliates, including Algonquin Power Company and Liberty Utilities (Canada) Corp.; (ii) between Liberty Utilities (Canada) Corp. and its regulated utility subsidiaries; (iii) between Liberty Utilities (Canada) Corp.'s shared services functions and its affiliates, including Algonquin Power Company and Liberty Utilities (Canada) Corp.; and (iv) between Liberty Utilities Service Corp. and its affiliates.



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## COST ALLOCATION MANUAL

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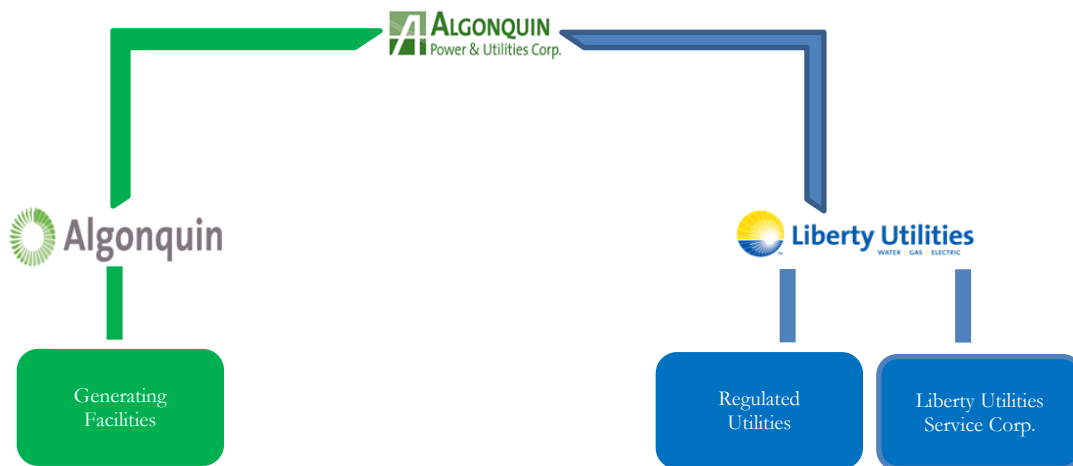
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## COST ALLOCATION MANUAL

### 1. INTRODUCTION

The purpose of this manual is to provide a detailed explanation of services provided by Algonquin Power & Utilities Corp (“APUC”), and its affiliates, Algonquin Power Company (“APCo”), Liberty Utilities (Canada) Corp. (“LUC”), and Liberty Utilities Service Corp. (“LUSC”) to the regulated utilities and to describe the Direct Charge<sup>1</sup> and Cost Allocation<sup>2</sup> Methodologies used by APUC, APCo, LUC, and LUSC. The following organization chart identifies the relationships between the separate entities.

**Figure 1: Algonquin Power & Utilities Corporate Structure**



This Cost Allocation Manual (“CAM”) has been completed in accordance and conformance with the *NARUC Guidelines for Cost Allocations and Affiliate Transactions* (“NARUC Guidelines”). More specifically, the founding principles of this Cost Allocation Manual are to a) directly charge as much as possible to the entity that procures any specific service, and b) to ensure that inappropriate subsidization of unregulated activities by regulated activities, and vice versa, does not occur. For ease of reference, the NARUC Guidelines are attached as Appendix 1.

<sup>1</sup> Direct charges (sometimes referred to as assigned costs) are costs incurred by one company for the exclusive benefit of one or more other companies, and which are directly charged (or assigned) to the company or companies that specifically benefited.

<sup>2</sup> Allocated costs are costs incurred by one company that are for the benefit of either (a) all of the Algonquin companies or (b) all of the regulated companies, and which are charged to the benefited companies using a methodology and set of logical allocation factors that establish a reasonable link between cost causation and cost recovery.

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Costs charged and allocated pursuant to this CAM shall include direct labor, direct materials, direct purchased services associated with the related asset or services, and overhead amounts. The direct charges are assigned as follows:

- a. Tariffed rates or other pricing mechanisms established by rate setting authorities shall be used to provide all regulated services;
- b. Services not covered by (a) shall be charged by the providing party to the receiving party at fully distributed cost; and
- c. Facilities and administrative services rendered to a rate-regulated subsidiary shall be charged on the following basis:
  - (i) the prevailing price for which the service is provided for sale to the general public by the providing party (i.e., the price charged to non-affiliates if such transactions with non-affiliates constitute a substantial portion of the providing party's total revenues from such transactions) or, if no such prevailing price exists, (ii) an amount not to exceed the fully distributed cost incurred by the providing party in providing such service to the receiving party.

## 2. THE APUC CORPORATE STRUCTURE

APUC's primary business is direct interest or equity ownership in renewable and thermal power generating facilities and regulated utilities. APUC owns a widely diversified portfolio of independent power production facilities<sup>3</sup> and regulated utilities<sup>4</sup> consisting of water distribution, wastewater treatment facilities, electric and gas utilities. While power production facilities are located in both Canada and the United States, regulated utility operations are exclusively in the United States. APUC is publicly traded on the Toronto Stock Exchange<sup>5</sup>. Its structure as a publicly traded holding company provides substantial benefits to its regulated utilities through access to capital markets.

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<sup>3</sup> All power production (i.e. generation) facilities are found within Algonquin Power Company within the APUC corporate structure.

<sup>4</sup> All distribution utilities are found within Liberty Utilities (Canada) Corp. within the APUC corporate structure.

<sup>5</sup> Common shares and preferred shares are traded on the Toronto Stock Exchange (TSX) under the symbols AQN, AQN.PR.A and AQN.PR.D. Additional corporate information can be found at the company's website, [algonquinpower.com](http://algonquinpower.com).

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APUC is the ultimate corporate parent and affiliate that provides financial, strategic management, corporate governance, administrative and support services to LUC and its subsidiaries as well as to the numerous generation assets held by APCo. The services provided by APUC are necessary for LUC and its subsidiaries to have access to capital markets for capital projects and operations. These services are expensed at APUC and are performed for the benefit of APCo and LUC and their respective businesses.

APUC and its affiliates capitalize on APUC's expertise and access to the capital markets through the use of certain shared services, which maximizes economies of scale and minimizes redundancy. In short, it provides for maximum expertise at lower costs. Further, the use of shared expertise allows each of the entities to receive a benefit they may not be able to achieve on a stand-alone basis such as strategic management advice and access to capital at more competitive rates.

### **3. SCOPE OF SERVICES FROM APUC AND APCO AMONG AFFILIATES AND HOW THOSE COSTS ARE DISTRIBUTED**

Each distribution utility can be assigned and/or allocated costs from APUC, LUC and LUSC. This section provides an overview of the services and the cost methodology for APUC. In addition, this section also addresses any costs and services that may arise from APCo.

#### **3.1 Labor Services and Cost Allocation from APUC to LUC and APCo**

##### **3.1.1 Description of the APUC Services and Costs**

APUC provides benefits to its affiliate companies by use of certain shared services. APUC charges labor rates for these shared services at cost, which is the dollar hourly rate per employee as recorded in APUC's payroll systems, grossed up for burdens such as payroll taxes, health benefits, retirement plans, other insurance provided to employees, and other employee benefits. These labor costs are charged directly based on timesheets to the extent possible. If labor is for the benefit of all subsidiaries then the allocation methodologies used for non-labor costs are applied.

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## COST ALLOCATION MANUAL

APUC's non-labor services include Financing Services. As used herein Financing Services means the selling of units to public investors in order to generate the funding and capital necessary (be it short term or long term funding, including equity and debt) for LUC and APCo as well as providing legal services in connection with the issuance of public debt.

The capital and funds obtained from the sale of shares in APUC are used by LUC and APCo for current and future capital investments. The services provided by APUC are critical and necessary to LUC and APCo because without those services they would not have a readily available source of capital funding. Further, relatively small utilities may have difficulty attracting capital on a stand-alone basis.

The services provided by APUC specifically optimize the performance of the utilities, keeping rates low for customers while ensuring access to capital is available. If the utilities did not have access to the services provided by APUC, then they would be forced to incur associated costs for financing, capital investment, audits, taxes and other similar services on a stand-alone basis, which would substantially increase such costs. Simply put, without incurring these costs, APUC would not be able to invest capital in its subsidiaries, including the regulated utilities.

In connection with the provision of Financing Services, APUC incurs the following types of costs: (i) strategic management costs (board of director, third-party legal services, accounting services, tax planning and filings, insurance, and required auditing); (ii) capital access costs (communications, investor relations, trustee fees, escrow and transfer agent fees); (iii) financial control costs (audit and tax expenses); and (iv) administrative (rent, depreciation, general office costs). See Appendix 2 for a more detailed discussion of the costs incurred by APUC.

Non-labor costs, excluding corporate capital, are pooled and allocated to LUC's subsidiaries and APCo using the method summarized in Table 1. Each corporate cost type, or function, has been carefully reviewed to properly identify the factors driving those costs. Each function or cost type is typically driven by more than one factor and each has been assigned an appropriate weighting. Table 1 includes brief commentary on the rationale for each cost driver and weighting, along with examples for each cost type.

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**Table 1: Summary of Corporate Allocation Method of APUC Indirect Costs**

Type of Cost	Allocation Methodology	Rationale	Examples
Legal Costs	Net Plant 33.3% Number of Employees 33.3% O&M 33.3%	This function is driven by factors which include Net Plant, as typically the higher the value of plant, the more legal work it attracts; similarly, a greater number of employees are typically more indicative of larger facilities that require greater levels of attention; and O&M costs tend to be a third factor indicative of size and legal complexity.	Employee labor and related administration and programs; Third party legal
Tax Services	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by a variety of factors that influence the size and relative tax complexity, including Revenues, O&M and Net Plant. Tax activity can be driven by each of these factors.	Employee labor and related administration and programs, including Third party tax advice and services
Audit	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by a variety of factors that influence the size	Employee labor and related administration and programs,

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## COST ALLOCATION MANUAL

			and complexity of Audit, including Revenues, O&M and Net Plant. Audit activity can be driven by each of these factors.	including Third party accounting and audit services
Investor Relations	Revenue O&M Net Plant	33.3% 33.3% 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Employee labor and related administration and programs, including third party Investor day communications and materials
Director Fees and Insurance	Revenue O&M Net Plant	33.3% 33.3% 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Board of Director fees, insurance and administration
Licenses, Fees and Permits	Revenue O&M Net Plant	33.3% 33.3% 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Third party costs
Escrow and Transfer Agent Fees	Revenue O&M Net Plant	33.3% 33.3% 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Third party costs

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Other Professional Services	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Third party costs
Office Administration	Oakville Employees 50% Square Footage 50%	This function is driven by factors which are indicative of number of employees and square footage utilized by these employees.	Office space and utility costs. Employee labor and related administration
Executives	Revenue 33.3% O&M 33.3% Net Plant 33.3%	This function is driven by factors which reflect the relative size and scope of each affiliate - Revenues, Net Plant and O&M costs.	Employee labor cost that is not directly attributable to any entity

Notwithstanding the above, if a charge is related either solely to the regulated utility business, i.e., LUC, or to the power generation business, i.e., APCo, then all of those costs will be direct charged, or assigned, to the business segment for which they are incurred.

Lastly, if a cost can be directly attributable to a specific entity, it will be directly charged to that entity.

### 3.1.2 Description of the APUC Cost Flows

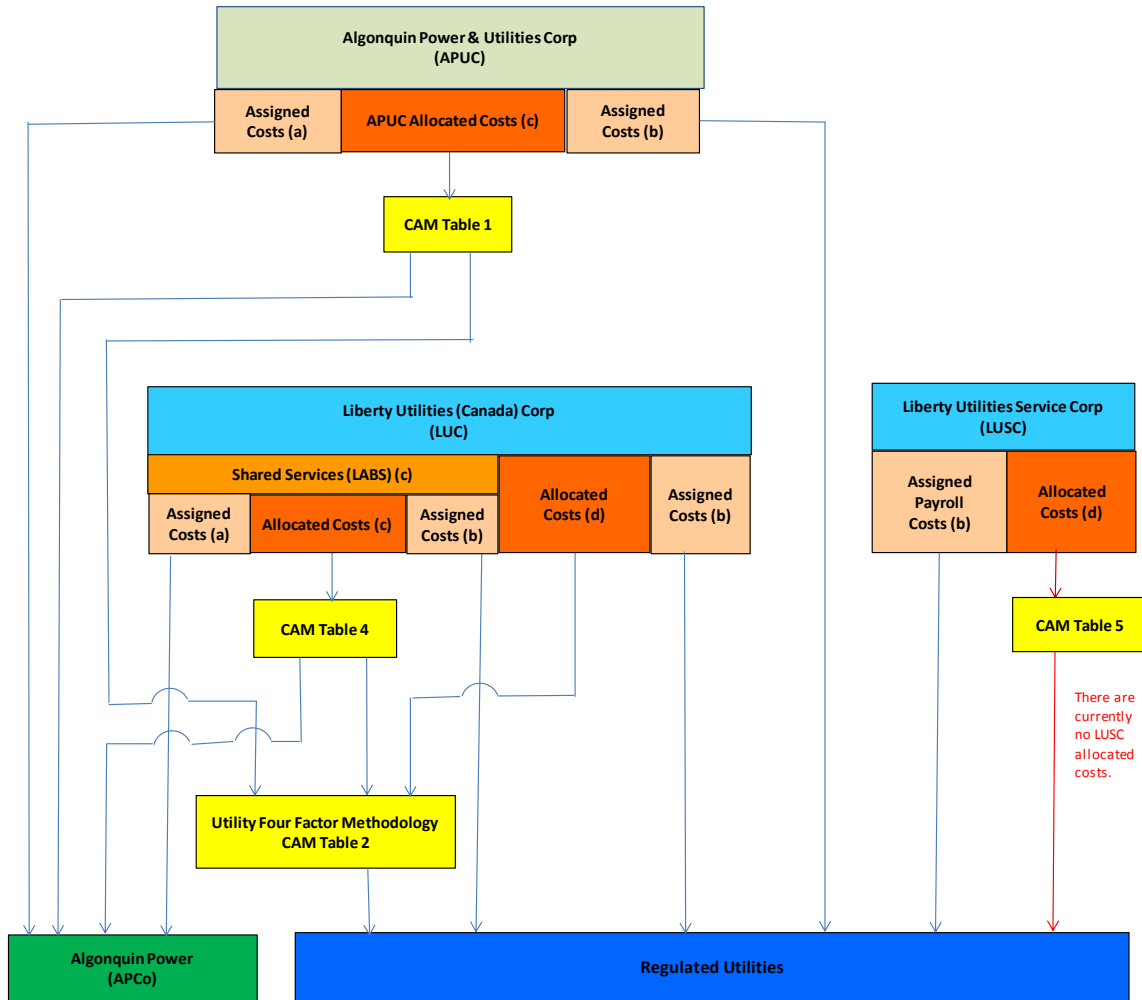
Please refer to Figure 2 for a diagram of the various flows of costs that may arise from each affiliate, including APUC.



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**Figure 2: Illustration of APUC Corporate Cost Distributions**



- (a) Costs that are directly assignable to unregulated companies
- (b) Costs that are directly assignable to regulated companies
- (c) Costs that benefit both unregulated and regulated operations
- (d) Costs that benefit all regulated operations

As illustrated in Figure 2 and as described above, APUC incurs three types of costs that are passed on to its direct and indirect subsidiaries. The first type is APUC’s costs that directly benefit a particular specific unregulated company, which are directly assigned to that unregulated company. The second type is APUC’s costs that directly benefit a particular regulated company, which are directly assigned to that regulated company. The third type are APUC’s remaining costs that benefit the entire enterprise (both regulated and unregulated), which are allocated between regulated and unregulated company groups pursuant to CAM Table 1. Information within Table 1 includes: (a) each type of cost incurred by APUC that is to be allocated between regulated and unregulated parts of the business; (b) the factors used to allocate each type of cost between regulated and unregulated activity; (c)

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## COST ALLOCATION MANUAL

the rationale for selecting the factors that are used for allocation; and (d) examples of the specific allocated costs. The costs allocated to the regulated companies as a group are then reallocated to individual companies using the Utility Four-Factor allocation methodology set forth in CAM Table 2 (described below), resulting in utility-specific allocated charges from APUC.

For an example of how an APUC invoice would be assigned or allocated, please see Appendix 3.

Certain costs, which are incurred for the benefit of APUC's businesses, are not allocated to any subsidiary. These include costs such as certain corporate travel and certain overheads.

### **3.2 Labor Services and Cost Allocation From APCo To LUC**

From time to time, APCo may provide Engineering and Technical Labor to LUC or its utilities. These charges plus an allocation for corporate overheads such as rent, materials/supplies, etc. are capitalized and directly charged to the relevant utility.

From time to time, APCo employees may provide administrative support to LUC or its utilities. These charges are direct charged using time sheets.

## **4. SCOPE OF SERVICES PROVIDED BY LUC TO ITS SUBSIDIARIES, APUC AND APCO, AND HOW THOSE COSTS ARE DISTRIBUTED**

Each distribution utility can be assigned and/or allocated costs from APUC, LUC and LUSC. This section provides an overview of the services and the cost methodology for LUC.

### **4.1 Overview of LUC Services and Costs**

Please refer to Figure 2 for a diagram of the various flows of costs that may arise from each affiliate, including LUC.

As illustrated in Figure 2, LUC incurs three types of costs that are passed on to other direct or indirect subsidiaries. The first type is an LUC cost that directly benefits a particular regulated company, which is directly assigned to that regulated

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company. The second type is an LUC cost that benefits all of the regulated companies, which is allocated using the Utility Four-Factor Methodology described in CAM Table 2. Both of these cost types are described in section 4.2 below.

The third type of costs arising from LUC are those from shared services<sup>6</sup> that benefit both the regulated group of companies and the unregulated group of companies within the Liberty / Algonquin family, which are allocated between the two groups pursuant to the methodology described in section 4.3 and as set forth in CAM Table 4.

### 4.2 LUC Services and Costs Provided to Utilities

LUC provides its regulated utilities with the following services: accounting, administration, corporate finance, human resources (including training and development), information technology, rates and regulatory affairs, environment, health, safety, and security, customer service, procurement, risk management, legal, and utility planning. The following are examples of some of the services provided: (i) budgeting, forecasting, and financial reporting services including preparation of reports and preservation of records, cash management (including electronic fund transfers, cash receipts processing, managing short-term borrowings and investments with third parties); (ii) development of customer service policies and procedures; (iii) development of human resource policies and procedures; (iv) selection of information systems and equipment for accounting, engineering, administration, customer service, emergency restoration and other functions and implementation thereof; (v) development, placement and administration of insurance coverages and employee benefit programs, including group insurance and retirement annuities, property inspections and valuations for insurance; (vi) purchasing services including preparation and analysis of product specifications, requests for proposals and similar solicitations; and vendor and vendor-product evaluations; (vii) energy procurement oversight and load forecasting; and (viii) development of regulatory strategy.

LUC will assign costs that can be directly attributable to a specific utility. These include direct labor and direct non-labor costs. However, the indirect LUC costs cannot be directly attributed to an individual utility. LUC allocates its indirect

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<sup>6</sup> As discussed later, LUC costs that benefit both regulated and unregulated businesses are incurred within Liberty Algonquin Business Services (“LABS”), which is a business unit within LUC that serves both regulated and unregulated entities.

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labor and indirect non-labor costs, including capital costs, to its regulated utilities using a Utility Four-Factor Methodology. LUC uses the Utility Four-Factor Methodology to allocate costs incurred for the benefit of all of its regulated assets (“System-Wide Costs”) to all of its utilities.

The Utility Four-Factor Methodology allocates costs by relative size of the utilities. The methodology used by LUC involves four allocating factors, or drivers: (1) Utility Plant; (2) Total Customers; (3) Non-Labor Expenses; and (4) Labor, with each factor assigned an equal weight, as shown in Table 2 below.

**Table 2: Utility Four-Factor Methodology Factors and Weightings**

Factor	Weight
Utility Plant	25%
Customer Count	25%
Non-Labor Expenses	25%
Labor	25%
<b>Total</b>	<b>100%</b>

LUC also uses the Utility Four-Factor Methodology to allocate to its regulated utilities the system-wide indirect labor and indirect non-labor costs allocated to LUC from APUC.

Table 3 provides a simplified hypothetical example to demonstrate how the Utility Four-Factor Methodology would be calculated based on ownership of only two hypothetical utilities.

**Table 3: Utility Four-Factor Methodology Example**

Factor	Utility 1	Utility 2	Total All Utilities	Utility 1 % of Total	Factor Weight	Utility 1 Allocation
Utility Plant (\$)	727	371	1098	66%	25%	17%
Customer Count (#)	6000	1000	7000	86%	25%	21%
Labor (\$)	57	32	89	64%	25%	16%
Non-Labor Expenses (\$)	108	41	149	72%	25%	18%
<b>Total Allocation</b>						<b>72%</b>

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As can be seen from these hypothetical numbers in Table 3, Utility 1 would be allocated 72% of the total indirect costs incurred by LUC, based on its relative size and application of the Utility Four-Factor Methodology. Utility 2 would be allocated the remaining 28%. LUC has developed and utilized this methodology to better allocate costs, recognizing that larger utilities require more time and management attention and incur greater costs than smaller ones.

On occasion there may be costs which are incurred for the benefit of two or more utilities, but not all of the utilities. These costs are directly assigned to utilities as per the vendor invoice, or, if the invoice doesn't specify a share for each utility, the Utility Four-Factor Methodology is used. In this situation, the weighting is determined by only including the utilities that benefited from the service and excluding the utilities that did not receive the service.

For an example of how an LUC invoice would be assigned or allocated, please see Appendix 4.

### 4.3 Shared Services from LUC

The third type of costs arising from LUC are those from shared services<sup>7</sup> that benefit both the regulated group of companies and the unregulated group of companies within the Liberty / Algonquin family.

Consistent with the organization practices described earlier, shared services and costs (within LUC) are assigned when they are directly attributable to a specific business unit<sup>8</sup>. Labor charges for LUC shared services staff are assigned using time sheets that depict the amount of time that is to be direct charged to either LUC or APCo.

Indirect costs for services from the shared services functions that cannot be directly assigned are allocated between the regulated and unregulated business units, LUC and APCo, pursuant to the methodology set forth in CAM Tables 4a and 4b. Similar to Table 1, Tables 4a and 4b include: (a) each type of cost incurred by LUC that is to be allocated between regulated and unregulated parts of the business; (b) the factors used to allocate each type of cost between regulated and

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<sup>7</sup> Liberty Algonquin Business Services ("LABS") is a business unit found organizationally within LUC that serves both regulated and unregulated entities.

<sup>8</sup> To clarify, if a LABS service is for only one specific organization, such as the unregulated generation business, APCo, the cost will be directly charged to that business unit.

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unregulated activity; (c) the rationale for selecting the factors that are used for allocation; and (d) examples of the specific allocated costs. The costs allocated to the regulated companies as a group are then reallocated to individual companies using the Utility Four-Factor Methodology set forth in CAM Table 2, resulting in utility-specific allocated charges from LUC.

For an example of how an invoice or cost within LUC’s shared services (LABS) would be assigned or allocated, please see Appendix 5.

### 4.3.1 Business Services and Corporate Services

LUC shared services that benefit the entire company, i.e., APCo and LUC, are internally referenced under two names - Business Services and Corporate Services. The services and functions within each category are shown in the tables below<sup>9</sup>. Indirect costs from Business Services and Corporate Services are allocated using the following methodology shown in Tables 4a and 4b, respectively, which are designed to closely align the costs with the driver of the activity.

**Table 4a: Summary of Corporate Allocation Method of LUC Business Services Indirect Costs**

Type of Cost	Allocation Methodology	Rationale	Examples
Information Technology	Number of Employees 90% O&M 10%	IT function is driven by factors which include number of employees and O&M. The larger the number of employees, the more support, software and IT infrastructure is required.	Enterprise wide support, architecture, etc. Third party fees

<sup>9</sup> Note that the shared service functions found in Tables 4a and 4b are unchanged from those shown in Table 4 in the prior version of the CAM. These functions have simply been reorganized into these two Tables, 4a and 4b, to show the differentiation between Business Services and Corporate Services.

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Human Resources	Number of Employees 100%	HR function is driven by number of employees. A greater number of employees requires additional HR support	HR policies, payroll processing, benefits, employee surveys
Training	Number of Employees 100%	Training is directly proportional to the number of employees per function	Courses, lectures, in house training sessions by third party providers
Facilities and Building Rent	Square Footage 100%	Office space occupied accurately reflects space requirements of each subsidiary	Corporate office building
Environment, Health, Safety and Security	Number of Employees 100%	EHSS training, etc. is directly proportional to the number of employees per function	Enterprise wide programs, employee labor and related administration
Procurement	O&M 50% Capital Expenditures 50%	Procurement function is based on typical proportion of expenditures	Enterprise wide support and related administration

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**Table 4b: Summary of Corporate Allocation Method of LUC Corporate Services Indirect Costs**

Risk Management	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">Net Plant</td> <td style="text-align: right;">33.3%</td> </tr> <tr> <td>Revenue</td> <td style="text-align: right;">33.3%</td> </tr> <tr> <td>O&amp;M</td> <td style="text-align: right;">33.3%</td> </tr> </table>	Net Plant	33.3%	Revenue	33.3%	O&M	33.3%	This function is driven by factors which reflect the relative size and complexity of Risk Management - Revenues, Net Plant and O&M costs.	Software platform, fees and administration
Net Plant	33.3%								
Revenue	33.3%								
O&M	33.3%								
Financial Reporting and Administration	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">Revenue</td> <td style="text-align: right;">33.3%</td> </tr> <tr> <td>O&amp;M</td> <td style="text-align: right;">33.3%</td> </tr> <tr> <td>Net Plant</td> <td style="text-align: right;">33.3%</td> </tr> </table>	Revenue	33.3%	O&M	33.3%	Net Plant	33.3%	This function is driven by factors which reflect the relative size and complexity of Financial Reporting and Admin. - Revenues, Net Plant and O&M costs.	Employee labor and related administration and third party fees
Revenue	33.3%								
O&M	33.3%								
Net Plant	33.3%								
Treasury	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">Capital Expenditures</td> <td style="text-align: right;">25%</td> </tr> <tr> <td>O&amp;M</td> <td style="text-align: right;">50%</td> </tr> <tr> <td>Net Plant</td> <td style="text-align: right;">25%</td> </tr> </table>	Capital Expenditures	25%	O&M	50%	Net Plant	25%	Treasury activity is typically guided by the amount of necessary capex/plant for each utility, and operating costs/cash flow	Third party financing, employee labor and related administration and programs
Capital Expenditures	25%								
O&M	50%								
Net Plant	25%								
Internal Audit	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">Net Plant</td> <td style="text-align: right;">25%</td> </tr> <tr> <td>O&amp;M</td> <td style="text-align: right;">75%</td> </tr> </table>	Net Plant	25%	O&M	75%	This function is driven by factors which reflect the relative size and complexity of Internal audit activity. Larger Plant and operating costs drive of a given facility drive	Third party fees, employee labor and related administration and programs		
Net Plant	25%								
O&M	75%								



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			more activity from IA.	
Communications	Number of Employees	100%	Communications cost is directly proportional to the number of employees	Enterprise wide support and related administration
Legal Costs	Net Plant Number of Employees O&M	33.3% 33.3% 33.3%	This function is driven by factors which include Net Plant, as typically the higher the value of plant, the more legal work it attracts; similarly, a greater number of employees are typically more indicative of larger facilities that require greater levels of attention; and O&M costs tend to be a third factor indicative of size and legal complexity.	Employee labor and related administration and programs, including third party legal

### 5. LIBERTY UTILITIES SERVICE CORP.

Each distribution utility can be assigned and/or allocated costs from APUC, LUC and LUSC. This section provides an overview of the services and the cost methodology for LUSC.

All U.S.-based utility employees are employed, or will be employed, by Liberty Utilities Service Corp. (LUSC). All employees' costs, such as salaries, benefits, insurances etc. are to be paid by LUSC and direct charged to the company to which the employee is dedicated and performs work. Services provided from

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LUSC to each regulated utility shall be done on a time sheet basis to the extent possible. In infrequent instances where time sheeting may not be possible, the allocation factors shown in Table 5 are to be used.

**Table 5: Summary of Allocation Method of LUSC Indirect Costs**

Type of Cost	Allocation Methodology		Rationale	Examples
Customer Care and Billing	Customer count	100%	Customer count accurately reflects the resource requirements of the Customer Care and Billing group	Customer Care and Billing employees and related administrations
IT/Tech Support	Number of Employees	100%	Technical support requirements are related to the number of employees	Tech support staff, associated administration, and required software, hardware, etc.
Human Resources	Number of Employees	100%	HR function is driven by number of employees. A greater number of employees requires additional HR support	HR policies, payroll processing, benefits, employee surveys
Gas Control	Net Plant	100%	The greater the plant, the more control required	Gas Control labor, administration, and associated programs
Legal	Net Plant Number of Employees O&M	33.3% 33.3% 33.3%	Allocated based on the relative size of affiliate and employee count.	Employee labor and related administration and programs, including third party legal

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Regulatory	Net Plant Number of Employees O&M	33.3% 33.3% 33.3%	Allocated based on the relative size of affiliate and employee count.	Utility-wide studies or third party costs beneficial to all utilities
Environment, Health, Safety and Security	Number of Employees	100%	EHSS training, etc. is directly proportional to the number of employees	Utility-wide programs, employee labor and related administration
Procurement	O&M Capital Expenditures	50% 50%	Based on typical proportion of expenditures	Utility-wide support and related administration

Please note the allocation methodology can be adjusted based on the number of participating utilities. For example, Customer Service representatives who serve only the New Hampshire utilities will only have their indirect costs allocated, if any, based on the number of customers within New Hampshire. Labor costs associated with energy procurement are directly billed to the utilities requiring energy procurement services using timesheets.

## 6. CORPORATE CAPITAL

APUC or LUC will make capital investments for the benefit of all the utilities or facilities it owns (examples include corporate headquarters, IT systems, etc.). All capital investments kept at the corporate level benefiting all facilities will be distributed monthly in the form of an intercompany operating expense charge that captures the depreciation expense and cost of capital associated with the assets. All costs associated to service the investment will be allocated to APCo and LUC's utilities based on that department's allocation where the capital investment is made. For example, if the capital investment is made in Human Resources then the allocation methodology used for Human Resources to allocate non-capital indirect costs as shown in Table 4a will be used to allocate the charge associated with the corporate capital expenditures, including the cost of capital, depreciation, property tax, operation and maintenance costs and all other associated costs. Any corporate capital charges allocated to LUC are then reallocated to individual companies using the Utility Four-Factor Methodology set forth in CAM Table 2.

### 7. UPDATING ALLOCATIONS

Allocation percentages<sup>10</sup> are updated annually. These annual updates to the allocation percentages are based on the most recent audited financial statements and other actual, year-end information. The updated percentages come into effect each April 1<sup>st</sup> and are valid through to the following March 31<sup>st</sup>. These allocations percentages are also updated if an entity is either acquired or sold.

### 8. CAM TRAINING

The oversight of the CAM is currently the responsibility of the corporate Regulatory department. Any updates or revisions are coordinated and completed by this group. The CAM, and any support material, is distributed to Finance and Regulatory staff throughout the organization at least annually. Any revisions to the CAM are distributed immediately upon finalization to this same audience. Training sessions are conducted annually to Finance, Regulatory and other affected departments. As part of the employee orientation program, new employees receive an introduction to the CAM. Further enhancements and additions to this employee training program to foster and enhance the organization's understanding of the CAM are ongoing. For example, it is anticipated that an online training module will be created and deployed across the organization, supplemented by a self-certification process.

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<sup>10</sup> To clarify, the factors and weightings are expected to remain constant. It is the underlying information used to calculate the allocation percentages that is updated annually, such as the most recent net plant figures, or the most recent numbers of employees, for example.

### 9. APPENDICES

#### ***APPENDIX 1 - NARUC GUIDELINES FOR COST ALLOCATIONS***

##### **Guidelines for Cost Allocations and Affiliate Transactions:**

The following Guidelines for Cost Allocations and Affiliate Transactions (Guidelines) are intended to provide guidance to jurisdictional regulatory authorities and regulated utilities and their affiliates in the development of procedures and recording of transactions for services and products between a regulated entity and affiliates. The prevailing premise of these Guidelines is that allocation methods should not result in subsidization of non-regulated services or products by regulated entities unless authorized by the jurisdictional regulatory authority. These Guidelines are not intended to be rules or regulations prescribing how cost allocations and affiliate transactions are to be handled. They are intended to provide a framework for regulated entities and regulatory authorities in the development of their own policies and procedures for cost allocations and affiliated transactions. Variation in regulatory environment may justify different cost allocation methods than those embodied in the Guidelines.

The Guidelines acknowledge and reference the use of several different practices and methods. It is intended that there be latitude in the application of these guidelines, subject to regulatory oversight. The implementation and compliance with these cost allocations and affiliate transaction guidelines, by regulated utilities under the authority of jurisdictional regulatory commissions, is subject to Federal and state law. Each state or Federal regulatory commission may have unique situations and circumstances that govern affiliate transactions, cost allocations, and/or service or product pricing standards. For example, The Public Utility Holding Company Act of 1935 requires registered holding company systems to price "at cost" the sale of goods and services and the undertaking of construction contracts between affiliate companies.

The Guidelines were developed by the NARUC Staff Subcommittee on Accounts in compliance with the Resolution passed on March 3, 1998 entitled "Resolution Regarding Cost Allocation for the Energy Industry" which directed the Staff Subcommittee on Accounts together with the Staff Subcommittees on Strategic Issues and Gas to prepare for NARUC's consideration, "Guidelines for Energy Cost Allocations." In addition, input was requested from other industry parties.

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Various levels of input were obtained in the development of the Guidelines from the Edison Electric Institute, American Gas Association, Securities and Exchange Commission, the Federal Energy Regulatory Commission, Rural Utilities Service and the National Rural Electric Cooperatives Association as well as staff of various state public utility commissions.

In some instances, non-structural safeguards as contained in these guidelines may not be sufficient to prevent market power problems in strategic markets such as the generation market. Problems arise when a firm has the ability to raise prices above market for a sustained period and/or impede output of a product or service. Such concerns have led some states to develop codes of conduct to govern relationships between the regulated utility and its non-regulated affiliates. Consideration should be given to any "unique" advantages an incumbent utility would have over competitors in an emerging market such as the retail energy market. A code of conduct should be used in conjunction with guidelines on cost allocations and affiliate transactions.

### A. DEFINITIONS

1. Affiliates - companies that are related to each other due to common ownership or control.
2. Attestation Engagement - one in which a certified public accountant who is in the practice of public accounting is contracted to issue a written communication that expresses a conclusion about the reliability of a written assertion that is the responsibility of another party.
3. Cost Allocation Manual (CAM) - an indexed compilation and documentation of a company's cost allocation policies and related procedures.
4. Cost Allocations - the methods or ratios used to apportion costs. A cost allocator can be based on the origin of costs, as in the case of cost drivers; cost-causative linkage of an indirect nature; or one or more overall factors (also known as general allocators).
5. Common Costs - costs associated with services or products that are of joint benefit between regulated and non-regulated business units.
6. Cost Driver - a measurable event or quantity which influences the level of costs incurred and which can be directly traced to the origin of the costs themselves.

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7. Direct Costs - costs which can be specifically identified with a particular service or product.
8. Fully Allocated costs - the sum of the direct costs plus an appropriate share of indirect costs.
9. Incremental pricing - pricing services or products on a basis of only the additional costs added by their operations while one or more pre-existing services or products support the fixed costs.
10. Indirect Costs - costs that cannot be identified with a particular service or product. This includes but not limited to overhead costs, administrative and general, and taxes.
11. Non-regulated - that which is not subject to regulation by regulatory authorities.
12. Prevailing Market Pricing - a generally accepted market value that can be substantiated by clearly comparable transactions, auction or appraisal.
13. Regulated - that which is subject to regulation by regulatory authorities.
14. Subsidization - the recovery of costs from one class of customers or business unit that are attributable to another.

## B. COST ALLOCATION PRINCIPLES

The following allocation principles should be used whenever products or services are provided between a regulated utility and its non-regulated affiliate or division.

1. To the maximum extent practicable, in consideration of administrative costs, costs should be collected and classified on a direct basis for each asset, service or product provided.
2. The general method for charging indirect costs should be on a fully allocated cost basis. Under appropriate circumstances, regulatory authorities may consider incremental cost, prevailing market pricing or other methods for allocating costs and pricing transactions among affiliates.

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3. To the extent possible, all direct and allocated costs between regulated and non-regulated services and products should be traceable on the books of the applicable regulated utility to the applicable Uniform System of Accounts. Documentation should be made available to the appropriate regulatory authority upon request regarding transactions between the regulated utility and its affiliates.
4. The allocation methods should apply to the regulated entity's affiliates in order to prevent subsidization from, and ensure equitable cost sharing among the regulated entity and its affiliates, and vice versa.
5. All costs should be classified to services or products which, by their very nature, are either regulated, non-regulated, or common to both.
6. The primary cost driver of common costs, or a relevant proxy in the absence of a primary cost driver, should be identified and used to allocate the cost between regulated and non-regulated services or products.
7. The indirect costs of each business unit, including the allocated costs of shared services, should be spread to the services or products to which they relate using relevant cost allocators.

## C. COST ALLOCATION MANUAL (NOT TARIFFED)

Each entity that provides both regulated and non-regulated services or products should maintain a cost allocation manual (CAM) or its equivalent and notify the jurisdictional regulatory authorities of the CAM's existence. The determination of what, if any, information should be held confidential should be based on the statutes and rules of the regulatory agency that requires the information. Any entity required to provide notification of a CAM(s) should make arrangements as necessary and appropriate to ensure competitively sensitive information derived therefrom be kept confidential by the regulator. At a minimum, the CAM should contain the following:

1. An organization chart of the holding company, depicting all affiliates, and regulated entities.
2. A description of all assets, services and products provided to and from the regulated entity and each of its affiliates.



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3. A description of all assets, services and products provided by the regulated entity to non-affiliates.
4. A description of the cost allocators and methods used by the regulated entity and the cost allocators and methods used by its affiliates related to the regulated services and products provided to the regulated entity.

### D. AFFILIATE TRANSACTIONS (NOT TARIFFED)

The affiliate transactions pricing guidelines are based on two assumptions. First, affiliate transactions raise the concern of self-dealing where market forces do not necessarily drive prices. Second, utilities have a natural business incentive to shift costs from non-regulated competitive operations to regulated monopoly operations since recovery is more certain with captive ratepayers. Too much flexibility will lead to subsidization. However, if the affiliate transaction pricing guidelines are too rigid, economic transactions may be discouraged.

The objective of the affiliate transactions' guidelines is to lessen the possibility of subsidization in order to protect monopoly ratepayers and to help establish and preserve competition in the electric generation and the electric and gas supply markets. It provides ample flexibility to accommodate exceptions where the outcome is in the best interest of the utility, its ratepayers and competition. As with any transactions, the burden of proof for any exception from the general rule rests with the proponent of the exception.

1. Generally, the price for services, products and the use of assets provided by a regulated entity to its non-regulated affiliates should be at the higher of fully allocated costs or prevailing market prices. Under appropriate circumstances, prices could be based on incremental cost, or other pricing mechanisms as determined by the regulator.
2. Generally, the price for services, products and the use of assets provided by a non-regulated affiliate to a regulated affiliate should be at the lower of fully allocated cost or prevailing market prices. Under appropriate circumstances, prices could be based on incremental cost, or other pricing mechanisms as determined by the regulator.
3. Generally, transfer of a capital asset from the utility to its non-regulated affiliate should be at the greater of prevailing market price or net book value, except as

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otherwise required by law or regulation. Generally, transfer of assets from an affiliate to the utility should be at the lower of prevailing market price or net book value, except as otherwise required by law or regulation. To determine prevailing market value, an appraisal should be required at certain value thresholds as determined by regulators.

4. Entities should maintain all information underlying affiliate transactions with the affiliated utility for a minimum of three years, or as required by law or regulation.

### E. AUDIT REQUIREMENTS

1. An audit trail should exist with respect to all transactions between the regulated entity and its affiliates that relate to regulated services and products. The regulator should have complete access to all affiliate records necessary to ensure that cost allocations and affiliate transactions are conducted in accordance with the guidelines. Regulators should have complete access to affiliate records, consistent with state statutes, to ensure that the regulator has access to all relevant information necessary to evaluate whether subsidization exists. The auditors, not the audited utilities, should determine what information is relevant for a particular audit objective. Limitations on access would compromise the audit process and impair audit independence.

2. Each regulated entity's cost allocation documentation should be made available to the company's internal auditors for periodic review of the allocation policy and process and to any jurisdictional regulatory authority when appropriate and upon request.

3. Any jurisdictional regulatory authority may request an independent attestation engagement of the CAM. The cost of any independent attestation engagement associated with the CAM, should be shared between regulated and non-regulated operations consistent with the allocation of similar common costs.

4. Any audit of the CAM should not otherwise limit or restrict the authority of state regulatory authorities to have access to the books and records of and audit the operations of jurisdictional utilities.

5. Any entity required to provide access to its books and records should make arrangements as necessary and appropriate to ensure that competitively sensitive information derived therefrom be kept confidential by the regulator.

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### F. REPORTING REQUIREMENTS

1. The regulated entity should report annually the dollar amount of non-tariffed transactions associated with the provision of each service or product and the use or sale of each asset for the following:

- a. Those provided to each non-regulated affiliate.
- b. Those received from each non-regulated affiliate.
- c. Those provided to non-affiliated entities.

2. Any additional information needed to assure compliance with these Guidelines, such as cost of service data necessary to evaluate subsidization issues, should be provided.

Source:

<http://www.naruc.org/Publications/Guidelines%20for%20Cost%20Allocations%20and%20Affiliate%20Transactions.pdf>

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### ***APPENDIX 2 – DETAILED EXPLANATION OF APUC COSTS***

#### **1. APUC STRATEGIC MANAGEMENT COSTS**

Strategic management decisions are critical for any public utility. The need for strategic management is even more pronounced for APUC as a publicly traded company, which depends on access to capital funding through public sales of units. APUC seeks to hire talented strategic managers that aid in running each facility owned by the company as efficiently and effectively as possible. This ensures the long term health of each utility and ensures that rates are kept as low as possible without compromising the level of service. It also facilitates each regulated utility's access to necessary capital funding at reduced costs. The costs included in Strategic Management Costs fall into the following categories.

##### a. Board of Directors

The Board of Directors provides strategic oversight on all company affairs including high level approvals of strategy, operation and maintenance budgets, capital budgets, etc. In addition, the Board of Directors provides corporate governance and ensures that capital and costs are incurred prudently, which ultimately protects ratepayers.

##### b. General Legal Services

General legal services involve legal matters not specific to any single facility, including review of audited financial statements, annual information filings, Sedar filings, review of contracts with credit facilities, incorporation, tax issues of a legal nature, market compliance, and other similar legal costs. These legal services are required in order for APUC to provide capital funding to individual utilities, without which the utilities could not provide adequate service. Additionally, the services ensure that APUC's subsidiaries remain compliant in all aspects of operations and prevent those entities from being exposed to unnecessary risks.

##### c. Professional Services

Professional Services including strategic plan reviews, capital market advisory services, ERP System maintenance, benefits consulting, and other similar professional services. By providing these services at a parent level, the subsidiaries are able to benefit from economies of scale. Additionally, some of these services improve APUC's access to capital which benefits all of its subsidiaries.

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### 2. ACCESS TO CAPITAL MARKETS

One of APUC's primary functions is to ensure its subsidiaries have access to quality capital. APUC is listed on the Toronto Stock Exchange, a leading financial market. In order to allow its subsidiaries to have continued access to those capital markets, APUC incurs the following costs. These services and costs are a prerequisite to the subsidiaries continued access to those capital markets.

#### a. License and Permit Fees

In connection with APUC's participation in the Toronto Stock Exchange, APUC incurs certain license and permit fees such as Sedar fees, annual filing fees, licensing fees, etc. These licensing and permit fees are required in order to sell units on the Toronto Stock Exchange, which in turn provides funding for utility operations.

#### b. Escrow Fees

In connection with the payment of dividends to unit holders, APUC incurs escrow fees. Escrow fees are incurred to ensure continued access to capital and ensure continuing and ongoing investments by shareholders. Without such escrow fees, APUC's subsidiaries would not have a readily available source of capital funding.

#### c. Unit Holder Communications

Unit holder communication costs are incurred to comply with filing and regulatory requirements of the Toronto Stock Exchange and meet the expectations of shareholders. These costs include items such as news releases and unit holder conference calls. In the absence of shareholder communication costs, investors would not invest in the units of APUC, and in turn, APUC would not have capital to invest in its subsidiaries. With such communications services, the subsidiaries would not have a readily available source of capital funding.

### 3. APUC FINANCIAL CONTROLS

Financial control costs incurred by APUC include costs for audit services and tax services. These costs are necessary to ensure that the subsidiaries are operating in a manner that meets audit standards and regulatory requirements, which have strong financial and operational controls, and financial transactions are recorded

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## COST ALLOCATION MANUAL

accurately and prudently. Without these services, the regulated utilities would not have a readily available source of capital funding.

### a. Audit Fees

Audits are done on a yearly basis and reviews are performed quarterly on all facilities owned by APUC on an aggregate level. These corporate parent level audits reduce the cost of the stand-alone audits significantly for utilities which must perform its own separate audits. Where stand-alone audits are not required, ratepayers receive benefits of additional financial rigor, as well as access to capital, and financial soundness checks by third parties. Finally, during rate cases, the existence of audits provides staff and intervenors additional reliance on the company records, thus reducing overall rate case costs. The aggregate audit is necessary for the regulated utilities to have continued access to capital markets and unit holders.

### b. Tax Services

Taxes are paid on behalf of the regulated utilities at the parent level as part of a consolidated United States tax return. Tax services such as planning and filing are provided by third parties. Filing tax returns on a consolidated basis benefits each regulated utility by reducing the costs that otherwise would be incurred by such utility in filing its own separate tax return.

## 4. APUC ADMINISTRATIVE COSTS

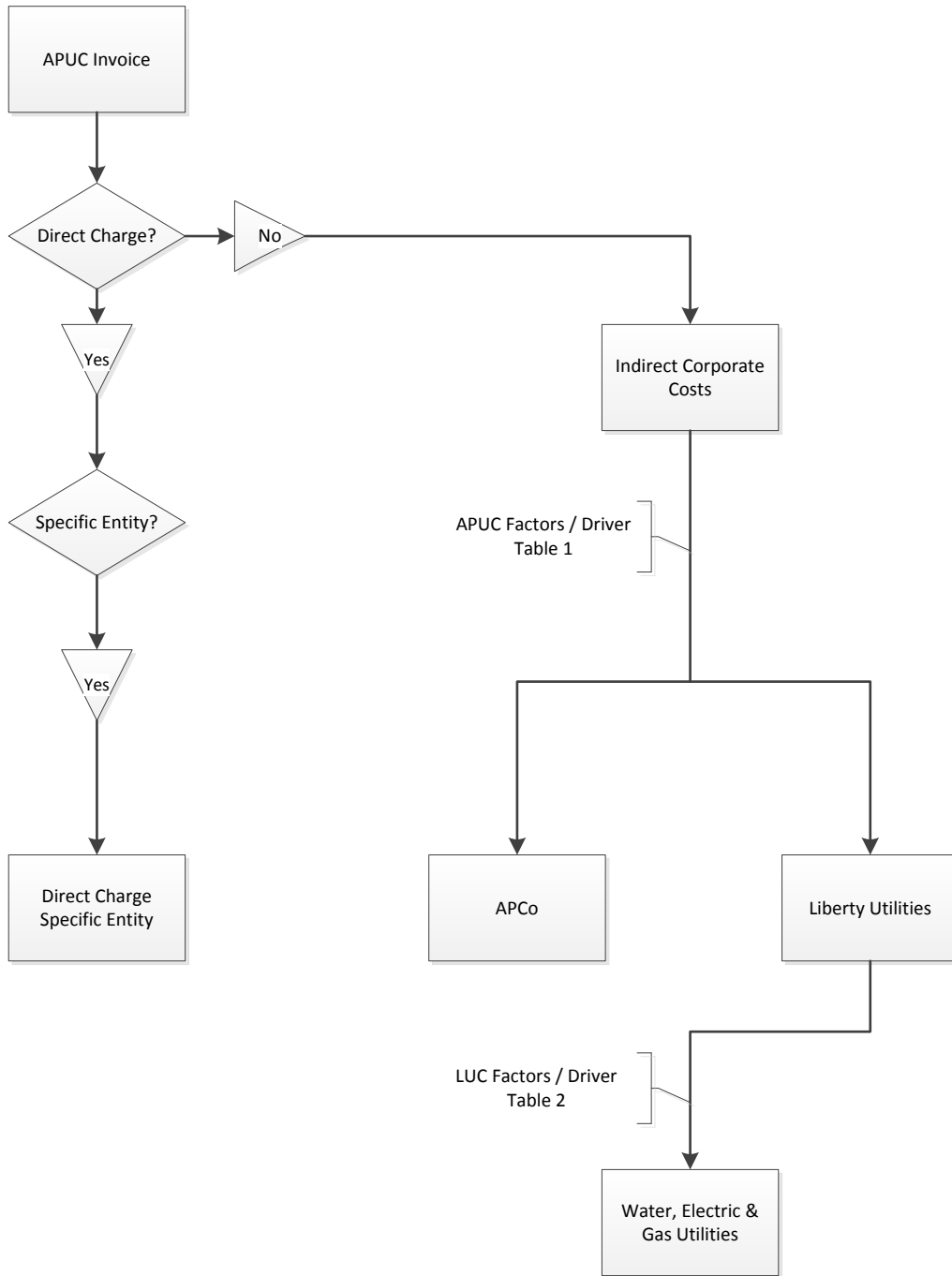
Finally, administrative costs incurred by APUC such as rent, depreciation of office furniture, depreciation of computers, and general office costs are required to house all the services mentioned above. Without these administrative costs, the employees of APUC could not perform their work and provide the necessary services to the regulated utilities. These administrative costs also include training for corporate employees.

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### APPENDIX 3 – LIFE OF AN APUC INVOICE

A schematic is provided below showing the trail of an invoice received by APUC for services to be charged to its subsidiaries. The schematic is intended to visually explain the distribution of charges from APUC to APCo and Liberty Utilities companies.

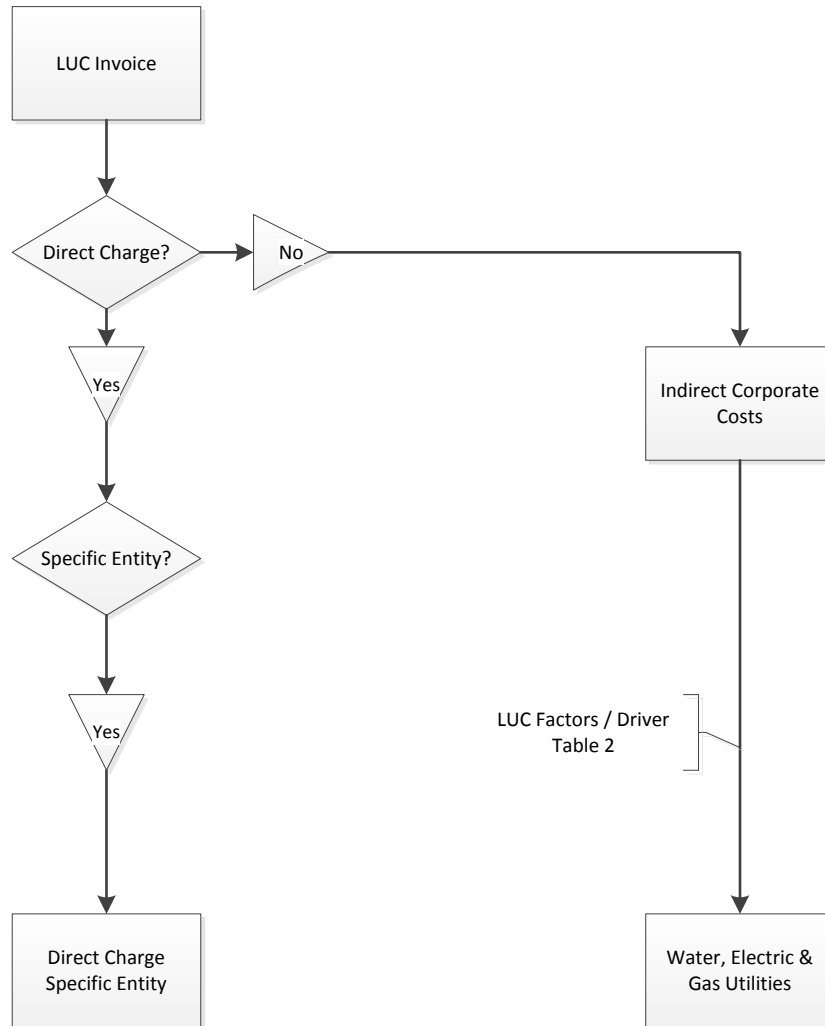


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### *APPENDIX 4 – LIFE OF A LIBERTY UTILITIES INVOICE*

A schematic is provided below showing the trail of an invoice received by Liberty Utilities (LUC) for services to be charged to its subsidiaries. The schematic is intended to visually explain the distribution of charges from LUC to Liberty Utilities companies.





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## COST ALLOCATION MANUAL

### APPENDIX 5 – LIFE OF A SHARED SERVICES INVOICE

A schematic is provided below showing the trail of an invoice for shared services provided within Liberty Utilities for services to be charged to affiliates and subsidiaries. The schematic is intended to visually explain the distribution of charges from shared services to APCo and Liberty Utilities companies.

