

# ALTALINK, L.P.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

MAY 10, 2005

AltaLink, L.P.'s (the "Partnership") discussion and analysis of financial condition and results of operations should be read in conjunction with the Partnership's audited financial statements for the eight-month stub year ended December 31, 2004, as well as unaudited interim financial statements for the three months ended March 31, 2005 and previous Management's Discussion and Analysis (MD&A). Certain amounts in prior years have been reclassified to enable comparison with the current year's presentation.

Additional information relating to the Partnership, including the Partnership's Annual Information Form, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

### FORWARD-LOOKING STATEMENTS

The following discussion includes forward-looking statements regarding the business and anticipated financial performance or conditions of the Partnership. These statements involve known and unknown risks and relate to future events and financial performance, business strategy, plans and objectives of management for future operations and projected business results. In some cases, forward-looking statements can be identified by terms such as "may", "will", "expect", "potential", "enable", "anticipate", "plan", "believe", "continue", "contemplate", or other similar terminology. Forward-looking statements are subject to a number of uncertainties that may cause actual results to differ materially from those contemplated in the forward-looking statements. Some of the factors that could cause such differences include legislative and regulatory developments that affect costs, revenues, the speed and degree of competition entering the market, global capital markets activity, timing and extent of changes in prevailing interest rates, currency exchange rates, inflation levels and general economic conditions in geographic areas where the Partnership operates, results of financing efforts, changes in counterparty risk and the impact of accounting policies issued by Canadian standard setters.

The Partnership is not obligated to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Because of these risks, uncertainties and assumptions, users should not place undue reliance on these forward-looking statements.

## QUARTERLY RESULTS OF OPERATIONS

### Quarterly Results of Operations

	Mar. 31 2005	Two- month Stub Period Dec. 31 2004	Oct. 31 2004	Jul. 31 2004	Apr. 30 2004	Jan. 31 2004	Oct. 31 2003	Jul. 31 2003
Total revenues (\$ millions) <sup>1</sup>	53.8	29.2	43.6	41.7	40.5	40.4	40.0	34.2
Net income (\$ millions) <sup>1</sup>	11.9	5.0	7.2	8.8	7.5	7.4	6.9	4.7
Net income per unit (\$)	0.036	0.015	0.022	0.027	0.022	0.022	0.021	0.014
Number of units (thousands)	331,904	331,904	331,904	331,904	331,904	331,904	331,904	331,904

As a regulated entity, the Partnership applies to the Alberta Energy and Utilities Board (EUB) for rates on a forward test year basis. As such, the Partnership generally knows in advance what its tariff revenue, depreciation rates and other cost elements will be during a fiscal year. However, when the Partnership acquired the transmission business in May 2002, it did not have an approved final tariff in place and was receiving revenue under an interim tariff. In September 2002, the Partnership filed a General Tariff Application (GTA) with the EUB to have tariff revenues set for the fiscal years ending April 30, 2003, and April 30, 2004. The EUB rendered a preliminary decision on August 3, 2003 and the final decision was issued March 23, 2004. For the fiscal year ended April 30, 2003 management estimated what the approved tariff might be. Once a preliminary decision was received, the estimates were adjusted and the cumulative effect of the changes from April 30, 2003 were reflected in the period the decision was received. When the final decision was received, other adjustments were made as required.

Since April 30, 2004 the Partnership has received tariff revenue based upon an interim tariff. With the goal of receiving final rate decisions in advance of test periods, the Partnership filed a GTA to the EUB for approval of rates to the end of 2007.

On March 12, 2005, the Partnership received Decision 2005-019 which relates to the general tariff application for the period covering May 1, 2004 through December 31, 2006. In this decision the EUB conditionally approved certain components of the revenue requirement and requested further information from the Partnership. On April 15, 2005 the Partnership re-filed the general tariff application in accordance with Decision 2005-019. It is not possible to precisely determine the final approved tariff until the results of the EUB review of the tariff refiling are known. This decision approved the tariff application for two years and eight months covering the period of May 1, 2004 through December 31, 2006. The estimated effects of Decision 2005-019, as interpreted by management for the eight months year ended December 31, 2004 and three months ended March 31, 2005, have been reflected in the financial statements for the three months ended March 31, 2005. Further material adjustments may be required once the EUB finalizes the tariff. The difference between the interim tariff received and the amount estimated is recorded as a regulatory liability or asset.

<sup>1</sup> Certain comparative figures have been reclassified to conform to the current period's presentation.

## FIRST QUARTER RESULTS OF OPERATIONS

### Financial Highlights

Three months ended March 31, 2005 and April 30, 2004

(\$ millions)	March 31, 2005	April 30, 2004
Revenue	53.8	42.2
Operating expenses	15.3	15.0
Depreciation and accretion expenses	19.1	12.2
Interest and amortization of financing fees	8.0	7.9
Allowance for debt funds used during construction	0.5	0.4
Net income	11.9	7.5

During the three months ended March 31, 2005, the Partnership operated on an interim tariff supplied by the EUB.

Net income for the three months ended March 31, 2005 was \$4.4 million higher than for the three months ended April 30, 2004 due primarily to a higher interim tariff compared to the 2003 tariff and the estimated effects of Decision 2005-019, as interpreted by management, having been reflected in the financial statements for the three months ended March 31, 2005.

The higher tariff revenue of \$11.6 million for the quarter resulted primarily from the EUB Decision 2005-19 GTA adjustments and the higher interim tariff. These adjustments include the effects of the stub year ended December 31, 2004 and the three months ended March 31, 2005 being reflected in the quarter ended March 31, 2005.

Higher depreciation rates, increases in property, plant and equipment, and the full effects of the Decision 2005-19 GTA adjustment related to stub 2004 resulted in an increase in depreciation expense for the period of \$6.9 million.

## BALANCE SHEET

The following table outlines the significant changes in the balance sheets between March 31, 2005 and December 31, 2004:

(\$ millions)	Increase (Decrease)	Explanation
Accounts receivable	1.8	The increase in accounts receivable related mainly to an estimated refund due from SNC-ATP as a result of the GTA decision partially offset by a decrease in accounts receivables.
Regulatory assets	7.4	The increase in regulatory assets is related to adjustments from the GTA decision.
Materials and supplies	1.3	The increase is due to the purchase of emergency equipment as approved in the GTA decision and the prepurchase of capital replacements and upgrade inventory for projects which used to be purchased directly into property, plant and equipment.
Property, plant and equipment	37.6	The increase in property, plant and equipment reflects the Partnership's investment in its infrastructure across Alberta after depreciation and changes in site restoration rates as a result of the GTA decision.
Accounts payable and accrued liabilities	2.7	The increase was primarily related to the linear tax payable which did not exist at December 31, 2004.
Regulatory liabilities	24.5	The increase was mainly due to an increase in the site restoration liability as a result of changes in rates from the GTA decision.

## LIQUIDITY AND CAPITAL RESOURCES

The following table outlines the summary of cash flows:

### Statements of Cash Flows

Three months ended March 31, 2005 and April 30, 2004

(\$ millions)	March 31, 2005	April 30, 2004
Cash, beginning of period	-	0.9
Cash provided by (used in):		
Operating activities	27.3	32.3
Investing activities	(35.5)	(8.4)
Financing activities	8.6	(22.5)
Cash, end of period	0.4	2.3

## Sources of Liquidity and Capital Resources

The Partnership's primary sources of liquidity and capital resources are:

- Funds generated from operations;
- The issuance and sale of bonds;
- Bank financing; and
- Capital contributions from the Limited Partner.

## Operating Activities

Cash from operating activities for the three months ended March 31, 2005 was \$27.3 million, a decrease of \$5.0 million from \$32.3 million for the three months ended April 30, 2004. The decrease in operating cash is primarily due to a change in non-cash working capital such as accounts receivable, materials and supplies, and accounts payable. Cash from operations will not be sufficient for the Partnership to fund repayment of existing indebtedness when due or to meet anticipated liquidity, maintenance and other capital expenditure requirements. Therefore, the Partnership expects to incur new indebtedness or equity injections to meet these requirements in the foreseeable future.

## Financing Activities

Net cash from financing activities for the three months ended March 31, 2005 was an inflow of \$8.6 million compared to an outflow of \$22.5 million for the three months ended April 30, 2004, a change of \$31.1 million. Increased financing was required as a result of cash from operating activities being less than capital additions during the period.

## Liquidity and Capital Resource Requirements

The Partnership's principal liquidity and capital resource requirements consist of:

- Payment of operating costs;
- Capital expenditures to maintain, improve and expand transmission assets;
- Servicing and repayment of debt;
- Distributions to partners; and
- Acquisitions and other investing activities.

## Investing Activities

Net cash used in investing activities for the three months ended March 31, 2005 was \$35.5 million, compared to \$8.4 million for the three months ended April 30, 2004, an increase of \$27.1 million. Increased capital expenditure was the primary reason for the increase in investing activities. Capital expenditures were mainly associated with new transmission facilities, capital upgrades and replacements on existing transmission facilities, and expenditures on information technology.

New transmission facilities are Direct-assigned transmission construction projects assigned to the Partnership by the Alberta Electric System Operator (AESO) dealing mainly with new growth on the Alberta transmission grid. Capital replacements and upgrade programs are projects and programs initiated by the Partnership to sustain and ensure that the transmission assets continue to function and operate in an efficient and reliable manner.

It is expected that capital expenditures will be financed by drawing on the bank facility, using some of the proceeds from potential future bond issues and from funds generated from operations.

## Acquisitions and Other Investing Activities

The Partnership may pursue other acquisitions of electricity transmission assets in Alberta, although no specific material transactions are currently pending. In addition to potential acquisitions, the Partnership also has continuing capital expenditure programs that are part of its day-to-day operations. Management believes the Partnership will have access to sufficient sources of liquidity and capital resources, including debt financing or the issuance of additional equity, to carry out its plans.

## Servicing and Repayment of Debt

As of March 31, 2005, the Partnership had outstanding debt (including capital lease obligations) of approximately \$577.6 million. The Partnership expects to meet interest payments on outstanding indebtedness from internally generated funds, but relies on the proceeds from new indebtedness to be able to meet the principal obligations when due.

The Partnership manages interest rate risk by locking in interest rates for long periods through fixed-rate debt. Approximately 90 per cent of the Partnership's long-term debt facilities have maturities of 2008 and beyond.

## CRITICAL ACCOUNTING ESTIMATES

The preparation of the Partnership's financial statements requires management to make estimates and judgements that affect the reported amounts of assets, liabilities, revenues and costs, and related disclosures of contingencies because the determination of many of these amounts is dependent on future events. The Partnership bases its estimates and judgements on historical experience, current conditions and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgements about the carrying values of assets and liabilities as well as identifying and assessing our accounting treatment with respect to commitments and contingencies. Actual results may differ from these estimates and judgements.

## RECENT DEVELOPMENTS

### EUB Revenue Requirement

On March 23, 2004, the EUB released a decision finalizing the revenue requirement for the years ending April 30, 2003 and April 30, 2004. The EUB decision provided for, among other things, a rate of return of 9.4 per cent on a 34 per cent deemed common equity ratio. This decision approved the collection of only 75 per cent of deemed taxes in rates.

An important component of the revenue requirement for which the Partnership sought approval in its general rate application was the recovery of income taxes. As a Limited Partnership, the Partnership does not pay income taxes, but instead the tax consequences of its operations are borne by its partners on a pro rata basis based on their interest in the Partnership. The EUB disallowed the inclusion of deemed income taxes calculated in respect of the OTPPB affiliate which holds 25 per cent of the limited partnership units in AILP.

Following receipt of the EUB's initial decision (Decision 2003-061 dated August 3, 2003) disallowing the 25 per cent collection of deemed income tax, the Partnership applied to the EUB for review and variance of its decision. The Partnership has also filed an application with the Alberta Court of Appeal seeking leave to appeal certain elements of the EUB decision. The Leave to Appeal was stayed pending the outcome of the EUB's review and variance process.

In March 2004, the EUB advised it would review its decision, with the scope of its consideration in the review being limited to (i) determining the correctness of the EUB's decision to deny an allowance in the Partnership's revenue requirement for income tax and large corporations tax related to OTPPB's investment in AILP and the Partnership, and (ii) whether the EUB erred in their derivation of the formula for the

adjustment to deemed common equity when it determined the impact of the OTPPB income tax disallowance on the Partnership's equity ratio. On July 23, 2004, and again on September 13, 2004, the Partnership responded to requests for information on this matter. The Partnership submitted its final argument on November 26, 2004 to the EUB.

On February 16, 2005, the EUB issued Decision 2005-011 and upheld its earlier decision in response to the Partnership's Review and Variance application, maintaining its denial of the Partnership's 25 per cent collection of deemed income taxes.

At this time, it is uncertain whether the Partnership will continue the Leave to Appeal which was stayed pending the outcome of the EUB's review and variance process.

### General Tariff Application

The Partnership filed a General Tariff Application (GTA) with the EUB on February 27, 2004, and subsequently amended the application, to apply for rates for the eight months ending December 31, 2004, and the years ending December 31, 2005, December 31, 2006, and December 31, 2007. This tariff application is based on traditional cost of service methodology. The final argument was filed with the EUB on December 13, 2004.

On March 11, 2004, the Partnership filed with the EUB for interim rates as the 2002-04 tariff expired at April 30, 2004. On June 2, 2004, the Partnership received a decision from the EUB for interim rates effective May 1, 2004.

On March 12, 2005, the Partnership received the 2004-2007 GTA, Decision 2005-019. This decision approved the Tariff Application for two years and eight months, covering the period of May 1, 2004 through December 31, 2006. On April 15, 2005, the Partnership refiled the GTA in accordance with Decision 2005-019. It is not possible to precisely determine the final approved tariff until the results of the EUB review of the tariff refiling are known.

The estimated effects of Decision 2005-019, as interpreted by management for the eight months ended December 31, 2004 and three months ended March 31, 2005, have been reflected in the financial statements for the three months ended March 31, 2005. The estimated effect on net income from the decision reflected in the March 31, 2005 financial statements is an increase of \$4.0 million. Total revenues increased by \$10.9 million as a result of the estimated effects of the decision.

### Generic Cost of Capital

The EUB conducted a generic cost of capital hearing for the purpose of considering a standardized approach to determine the rate of return on equity and capital structure for all the gas and electric utilities under its jurisdiction, including the Partnership. The proceeding concluded in April 2004 and the EUB issued a decision on July 2, 2004. Among other things, the EUB approved a 9.6 per cent rate of return on common equity for the Partnership for the period ended December 31, 2004. The decision also approved a 35 per cent deemed common equity ratio for the Partnership on the assumption that the disallowance of 25 per cent of deemed income taxes in an earlier decision of the EUB was continued. If the Partnership were to have had a full income tax allowance included in its approved revenue requirement, the deemed common equity ratio for the Partnership would have been 33 per cent. The rate of return on common equity will be adjusted annually for the years 2005 to 2009. The adjustment is calculated as 75 per cent of the change in the yield of long-term Government of Canada bonds. It was further provided that if the adjustment exceeds  $\pm 2$  per cent, the EUB will consider undertaking a review of the formula. On November 30, 2004 the EUB issued an order setting the 2005 return on common equity at 9.5 per cent consistent with the aforementioned adjustment formula.

On September 3, 2004, the Partnership filed a Capital Deferral Account Application with the EUB. The purpose of this application was to adjust for variations in the Partnership's revenue requirement caused by the differences arising from the actual versus forecast capital additions relating to direct assigned capital projects, with respect to the 2002-03 and 2003-04 periods. On January 17, 2005, the EUB set out a process to assess the Partnership's application. It is not possible to precisely determine the final adjustment amount that the Partnership will receive until the EUB renders a decision on this matter.

#### Edmonton to Calgary 500kV Transmission Project

In May 2004, the Alberta Electric System Operator (AESO) filed a Need Application with the EUB requesting the approval for the enhancement of the North-South transmission system between Edmonton and Calgary. This work would include the construction of a new 500 kV transmission line from the Genesee substation (west of Edmonton) to the Langdon substation (east of Calgary) and the re-energizing of the Keephills, Eilerslie and Genesee (KEG) transmission line from 240 kV to 500 kV. The total AESO's estimated cost of the proposed enhancements is \$340 million plus or minus 30%. On April 14, 2005, the EUB issued Decision 2005-031 approving the application. The Partnership may be directed by the AESO to file facility applications with the EUB to construct and operate the facilities identified. It is expected that the AESO will direct assign the majority of the work to the Partnership.

#### Southwest Line Development

In March of 2004, the AESO filed a Need Application with the EUB requesting approval for the enhancement of the Southwest transmission system between Pincher Creek and North Lethbridge. The total project cost was estimated to be \$77 million and was expected to be commissioned in April 2006. Subsequent to the hearing that ended July 12, 2004, the EUB requested the AESO to provide additional information regarding this project whereby the AESO complied and filed such information on November 4, 2004. At this point, it cannot be precisely determined when a decision with respect to this project can be expected, although objections filed by the major industrial intervener has been withdrawn and the matter is to be considered without further proceedings. If the Need Application is approved as filed, it is expected that the AESO will direct assign the majority of the work to the Partnership.