

# **407** *International*

**407 INTERNATIONAL INC.**

**Management's Discussion and Analysis**

**September 30, 2017**

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## Management's Discussion and Analysis

The following is a discussion of the consolidated financial condition and results of operations of 407 International Inc. (the "Company") for the three and nine month periods ended September 30, 2017 (the "MD&A"). The MD&A should be read in conjunction with the Interim Condensed Consolidated Financial Statements of the Company and the notes thereto for the three and nine month periods ended September 30, 2017 (the "Financial Statements") and the Consolidated Financial Statements of the Company and the notes thereto for the years ended December 31, 2016 and 2015 (the "2016 Annual Financial Statements") as well as management's discussion and analysis for the year ended December 31, 2016. The Financial Statements are prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* ("IAS 34") and the 2016 Annual Financial Statements were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts in the Financial Statements, the 2016 Annual Financial Statements and the MD&A are shown in millions of Canadian dollars unless otherwise indicated. Additional information relating to the Company, including the Company's 2016 Annual Information Form dated February 9, 2017 (the "AIF"), can also be accessed on the System for Electronic Document Analysis and Retrieval ("SEDAR") ([www.sedar.com](http://www.sedar.com)).

### Forward-Looking Statements

The MD&A includes statements about expected future events and financial and operating results that are forward-looking. Forward-looking statements may include words such as anticipate, believe, could, expect, goal, intend, may, outlook, plan, strive, target and will. These forward-looking statements, including those set out in the "Outlook" sections of the MD&A, reflect the internal projections, expectations, future growth, performance and business prospects and opportunities of the Company and are based on information currently available to the Company. Actual results and developments may differ materially from results and developments discussed in the forward-looking statements as they are subject to a number of risks and uncertainties discussed under the section entitled "Risks and Uncertainties" and are made based on certain assumptions including those relating to traffic and the operation and maintenance of Highway 407 ETR (as defined below). These forward-looking statements are also subject to the risks described in the AIF under the heading "Risk Factors". Readers are cautioned not to place undue reliance on the Company's forward-looking statements and assumptions as management of the Company and its subsidiaries ("Management") cannot provide assurance that actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of October 19, 2017, the date of the MD&A, and are subject to change as a result of new information, future events or other circumstances, as discussed above, in which case they will be updated by the Company as required by law.

### Non-IFRS Financial Measures

Earnings Before Interest and Other, Taxes, Depreciation and Amortization ("EBITDA") is not a recognized measure under IFRS and investors are cautioned that EBITDA should not be construed as an alternative to net income (loss) or cash flows from operating activities as an indicator of the Company's performance or cash flows. The Company's method of calculating EBITDA may differ from other companies' methods and may not be comparable to measures used by other companies. Management uses EBITDA to assist in identifying underlying operating trends and allows for a comparison of the Company's operating performance on a consistent basis. Investors may also use EBITDA, amongst other financial measures, to assist in the valuation of the Company.

The earnings coverage and the earnings coverage ratio are not recognized measures under IFRS and investors are cautioned that the earnings coverage and earnings coverage ratio should not be construed as alternatives to net income (loss) or cash from operating activities as an indicator of the Company's performance or cash flows. Earnings coverage, as defined by the Company, is income before income tax expenses and interest expense on long-term debt less interest expense on long-term debt. Earnings coverage ratio, as defined by the Company, is income before income tax expenses and interest expense on long-term debt, divided by interest expense on long-term debt. The earnings coverage and the earnings coverage ratio are provided pursuant to and in compliance with National Instrument 44-102 *Shelf Distributions* of the Canadian Securities Administrators.

## **Our Business**

The Company, through its wholly-owned subsidiary, 407 ETR Concession Company Limited ("407 ETR") operates, maintains and owns the right to toll the world's first all-electronic, open-access toll highway ("Highway 407 ETR") which is situated just north of Toronto and runs from Burlington to Pickering. The Company's mission is to serve the Greater Toronto Area (the "GTA") by providing customers a fast, safe, reliable travel alternative, maximizing both customer satisfaction and shareholder value. Highway 407 ETR consists of four, six, eight and ten-lane sections (expandable to eight and ten lanes) from Highway 403/QEW in Burlington in the west to Brock Road in Pickering in the east for a distance of 108 kilometres.

The Company is also responsible for the development and operation of its integrated automation systems and the implementation and management of roadside tolling technologies and back-office systems, through its wholly-owned subsidiary, Canadian Tolling Company International Inc. ("Cantoll").

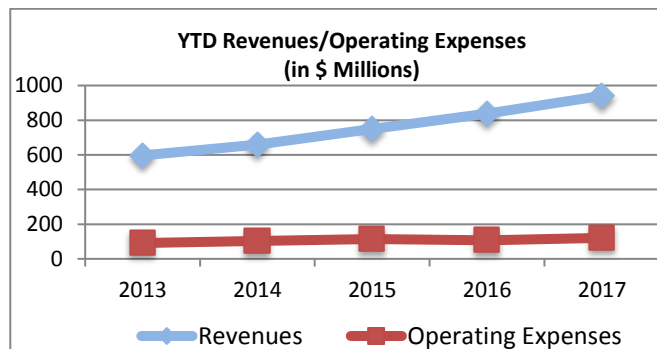
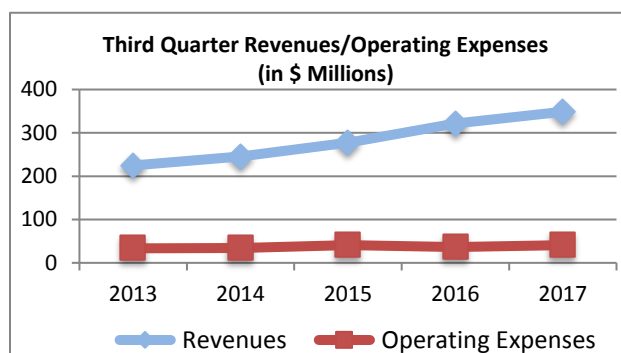
The Company's ability to create economic value depends largely on its ability to sustain revenue growth as well as to generate earnings and cash flows from operations growth by controlling the level of its operating expenditures while maintaining a safe highway and a high standard of customer service. Revenue growth depends mostly on the future demand for this alternate transportation route in the GTA and the levels of toll rates. The Company has continued to expand Highway 407 ETR to meet increasing demand and maintain a congestion-free experience for customers. Factors that could affect future demand include residential and commercial construction along the Highway 407 ETR corridor, economic conditions and the relative congestion of traditional alternative routes such as Highway 401 and the Queen Elizabeth Way (the "QEW"), the addition of lanes on Highway 407 ETR, and additional traffic resulting from the opening of Highway 407 (as defined below), which begins at the eastern terminus of Highway 407 ETR and runs from Pickering to Oshawa.

The Company's ability to remain profitable and improve cash flow from operating activities also depends largely upon other factors, such as its ability to widen Highway 407 ETR and the availability of funds on commercially reasonable terms to finance such expansions as well as its ability to finance operating and capital expenditures and interest to bondholders. Management is confident of the Company's current ability to access sufficient financial resources to finance such future amounts on commercially reasonable terms.

## Third Quarter and Year-to-Date Financial Highlights

(In \$ Millions, except per share amounts)				
	Selected Financial Information			
	Q3 2017	Q3 2016	YTD 2017	YTD 2016
Revenues	348.7	321.3	940.4	837.4
Operating Expenses	40.9	36.4	120.9	107.5
EBITDA	307.8	284.9	819.5	729.9
Depreciation and Amortization	27.8	26.9	78.7	79.7
Interest and Other Expenses	85.7	100.4	257.3	275.8
Income Tax Expenses	51.1	41.7	128.3	99.5
Net Income	143.2	115.9	355.2	274.9
Dividends per Share	0.277	0.268	0.813	0.752
	As at September 30, 2017	As at December 31, 2016		
Total Assets	5,898.7	5,329.2		
Total Non-current Liabilities	8,357.2	7,309.9		

### Revenues and Operating Expenses



#### Third Quarter Performance

Total revenues for the third quarter of 2017 amounted to \$348.7 million, an increase of \$27.4 million or 8.5%, compared to the same period in 2016, primarily due to higher tolling revenues attributed to a toll rate increase, coupled with higher vehicle kilometres travelled (“VKTs”).

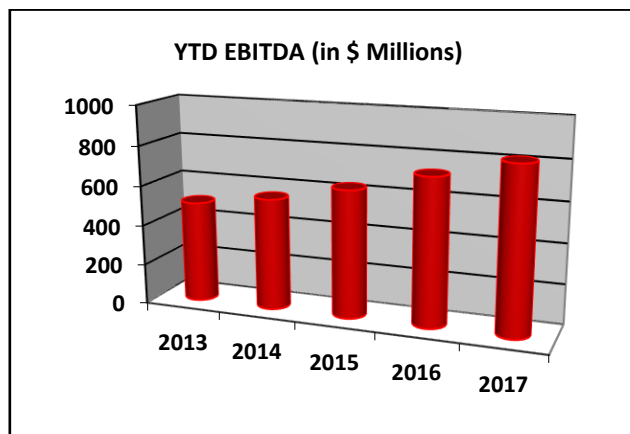
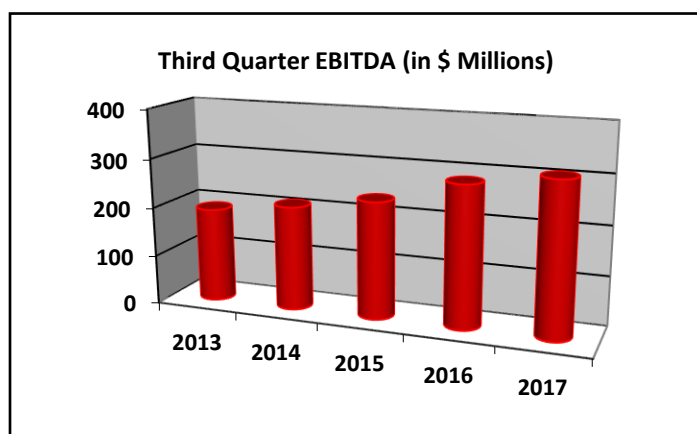
Total operating expenses for the third quarter of 2017 amounted to \$40.9 million, an increase of \$4.5 million or 12.4%, when compared to the same period in 2016. The increase was mainly due to higher customer operations expenses due to a favourable adjustment of a customer litigation provision in the prior year, coupled with a higher provision for doubtful accounts due to higher revenues and higher systems operations expenses due to higher support, licence and consulting costs in the current year, offset by lower contract expenses due to a higher volume of work completed for Phase 1 of Highway 407 in 2016.

### Year-to-Date Performance

Total revenues for the first nine months of 2017 amounted to \$940.4 million, an increase of \$103.0 million or 12.3% compared to the same period in 2016, primarily due to higher tolling revenues attributed to a toll rate increase, coupled with higher VKTs. Average revenue per trip (defined as total toll and fee revenues over total trips) increased by 11.1% when compared to the same period in 2016.

Total operating expenses for the first nine months in 2017 amounted to \$120.9 million, an increase of \$13.4 million or 12.5%, when compared to the same period in 2016. The increase was mainly due to higher customer operations expenses due to a favourable adjustment of a customer litigation provision in the prior year and a higher provision for doubtful accounts, coupled with higher systems operations expenses due to higher support, licence and consulting costs in the current year, partially offset by lower contract expenses as prior year expense mainly related to Phase I of Highway 407.

### **EBITDA**



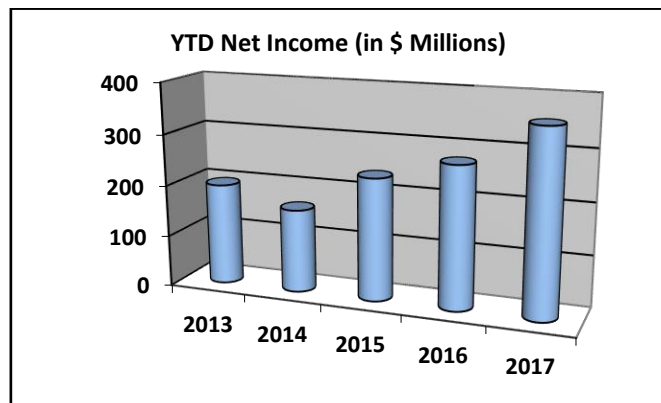
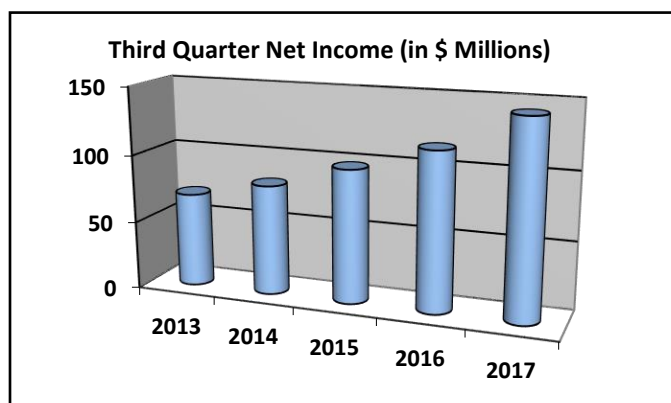
### Third Quarter Performance

EBITDA increased by 8.0% or \$22.9 million to \$307.8 million in the third quarter of 2017 when compared to \$284.9 million in the same period of 2016 as a result of revenue growth, offset by higher operating expenses. EBITDA as a percentage of revenues was 88.3% in the third quarter of 2017 and was slightly lower when compared to the 88.7% in the same period of 2016. Excluding contract revenues and expenses, EBITDA as a percentage of revenues was 88.4% in the third quarter of 2017 and was lower when compared to 89.9% in the same period of 2016, mainly due to the favourable adjustment in customer operations expenses in the third quarter of 2016. See “Non-IFRS Financial Measures”.

### Year-to-Date Performance

EBITDA increased by 12.3% or \$89.6 million to \$819.5 million in the first nine months of 2017 when compared to \$729.9 million for the same period of 2016. The improvement in EBITDA was as a result of revenue growth, offset by higher operating expenses. Excluding contract revenues and expenses, EBITDA as a percentage of revenues was 87.5% for the nine-month period ended September 30, 2017 and was comparable to 87.9% in the same period of 2016.

## Net Income



### Third Quarter Performance

Net income was \$143.2 million in the third quarter of 2017, an increase of \$27.3 million or 23.6% compared to the same period in 2016, primarily due to higher EBITDA and lower interest and other expenses, offset by higher income tax expenses.

### Year-to-Date Performance

Net income was \$355.2 million in the first nine months of 2017, an increase of \$80.3 million or 29.2% compared to the same period in 2016, primarily due to the same reasons as described above.

## Dividends

Dividends to shareholders amounted to \$215.0 million in the third quarter of 2017, and were higher by \$7.5 million when compared to the same period in 2016.

## Statement of Financial Position Items

Total assets were \$5,898.7 million at September 30, 2017 compared with \$5,329.2 million at December 31, 2016. The increase was primarily due to higher cash and cash equivalents and higher restricted cash and investments due to the establishment of a refunding bond fund to refinance Subordinated Bonds, Series 10-D1, the establishment of debt service reserve funds for Senior Bonds, Series 17-A1 and Senior Bonds, Series 17-A2 and the timing of contributions and coupon payments on debt service, coupled with higher trade receivable balances due to seasonally higher revenues. These increases were offset by a decrease in property, plant and equipment and intangible assets reflecting depreciation and amortization of assets, offset by additions.

Current portion of long-term debt at September 30, 2017 was \$622.5 million compared with \$921.3 million at December 31, 2016. The decrease of \$298.8 million was mainly due to repayment of the Senior Bank Credit Facilities, as defined below.

The non-current portion of long-term debt at September 30, 2017 amounted to \$7,847.0 million compared with \$6,814.0 million at December 31, 2016. The increase of \$1,033.0 million was mainly due to the issuance of Senior Bonds, Series 17-A1, Senior Bonds, Series 17-A2 and Subordinated Bonds, Series 17-D1, coupled with an increase in the non-cash inflation compensation component of the Real Return Bonds ("RRBs") due to an increase in the Consumer Price Index ("CPI"), offset by a recovery of the

non-cash fair value adjustment of Senior Bonds, Series 04-A2 and the partial repayments of Senior Bonds, Series 99-A3 and Senior Bonds, Series 00-A2.

The share capital and contributed surplus remained unchanged at September 30, 2017 at \$775.0 million (775,000,003 number of common shares issued and outstanding) and \$29.6 million, respectively, as compared to December 31, 2016.

## Traffic Results

	Q3 2017	Q3 2016	YTD 2017	YTD 2016
Traffic/Trips (in millions) <sup>(1)</sup>	33.495	33.535	93.612	92.813
Average Workday Number of Trips (in thousands)	435.712	433.213	410.255	405.354
VKTs (in millions) <sup>(2)</sup>	755.750	753.864	2,019.700	1,966.126
Average Trip Length (kilometres) ("ATL") <sup>(3)</sup>	22.56	22.48	21.58	21.18
Unbillable Trips (percent) <sup>(4)</sup>	2.34	2.51	2.28	2.26
Average Revenue per Trip (\$) <sup>(5)</sup>	10.33	9.42	9.92	8.93
Transponder Penetration Rate (percent) <sup>(6)</sup>	79.8	79.9	82.0	82.4
Transponders in Circulation as at September 30 <sup>(7)</sup>			1,409,817	1,325,166

1. Trips are measured during the reporting period based on the number of vehicle transactions recorded on Highway 407 ETR.
2. VKTs refer to the sum of distances travelled on Highway 407 ETR during the reporting period.
3. Average Trip Length is calculated as the total VKTs divided by the total number of trips in the reporting period.
4. Unbillable Trips represents the number of trips that were not billed divided by the number of trips in the reporting period. Unbillable Trips includes unreadable transactions where a licence plate image was not captured, trips taken by vehicles from jurisdictions in which 407 ETR is unable to bill and trips taken by certain toll-exempt vehicles (such as emergency and 407 ETR service vehicles and vehicles with diplomatic plates).
5. Average Revenue per Trip is calculated as total tolls and fee revenue over total number of trips in the reporting period.
6. Transponder Penetration Rate is the ratio of transponder trips to total trips in the reporting period.
7. Transponders in Circulation are measured at the end of the reporting period based on the number of transponders registered to customers.

### Third Quarter Performance

Despite one less workday resulting in slightly lower trips in the third quarter of 2017, VKTs of 755.8 million in the third quarter of 2017 were slightly higher than VKTs of 753.9 million for the same period in 2016. ATL and average workday trips were also higher compared to the same period in 2016. Unbillable trips decreased by 6.8% when comparing the third quarter of 2017 to the same period in 2016. The decrease was mainly attributable to a regulation change effective July 1, 2017, requiring certain vehicles to have registered and billable commercial licence plates. The average revenue per trip was \$10.33 in the third quarter of 2017 compared to \$9.42 in the third quarter of 2016, representing an increase of 9.7%.

### Year-to-Date Performance

Total trips in the first nine months of 2017 were 0.9% higher than the same period in 2016 despite one less workday in 2017. VKTs increased by 2.7% to 2,019.7 million and ATL increased by 1.9% in the first nine months of 2017 when compared to the same period in 2016 mainly due to a positive impact on traffic on the eastern section of Highway 407 ETR, coupled with longer trips on Highway 407 ETR resulting from travel on Highway 407. Average workday trips were higher by 1.2% when compared to the same period in 2016. Unbillable trips increased by 0.9% when comparing the first nine months of 2017 to the same period in 2016. The increase was mainly due to travel by unbillable jurisdictions, partially offset by the ability to bill certain vehicles requiring registered commercial licence plates as mentioned above. The average revenue per trip was \$9.92 in the first nine months of 2017 compared to \$8.93 in the same period of 2016, representing an increase of 11.1%.



## Overview of Current Operations

### Construction

The Company continues to improve Highway 407 ETR through construction projects designed to increase capacity and improve traffic flow and customer convenience, including investments in widening bridge structures and adding new lanes to Highway 407 ETR. The Company also regularly undertakes various rehabilitation initiatives designed to improve and replace existing elements of the infrastructure, such as resurfacing the asphalt pavement, replacing concrete pavement, replacing and relining culverts under and along Highway 407 ETR, and rehabilitating various bridge structures in order to continue to provide customers with fast, safe and reliable travel.

The construction of the widening of Highway 407 ETR between Highway 410 and Highway 427 was completed with 20.1 new lane kilometres opened to traffic on August 31, 2017. The widening of the northbound and southbound Highway 427 bridge structures over Highway 407 ETR's infrastructure, for which the Company acts as agent and construction manager on behalf of the Province of Ontario (the "Province"), will be completed by the end of 2017.

During the third quarter of 2017, the Company continued with the construction of the widening of Highway 407 ETR from Markham Road to just west of Brock Road, including the Sideline 26 interchange work being completed on behalf of the Province. The construction work related to the section between York-Durham Line and Brock Road, including the Sideline 26 interchange work, is expected to be completed and opened to traffic in the second half of 2018, and construction work between Markham Road and York-Durham Line is expected to be completed and opened to traffic in the second half of 2019.

### Information Technology

The Company continues to maintain and enhance its back-office systems. Formal processes are in place to identify, evaluate and implement potential system enhancements to ensure continued alignment with business strategies. The Company continues to focus on enhancing the core capabilities of capturing and processing vehicle information with continued investments in roadside equipment, automated licence plate recognition, complementary metal-oxide semi-conductor (CMOS) camera technology, and the operation of a front-capture camera enforcement system. The Company continues to enhance the security, functionality, scalability and usability of its self-service (website and interactive voice response) systems. As part of the Company's evaluation of a new enterprise resource planning platform, the Company has identified a new billing and customer resource management software solution. The Company is currently engaged in business process optimization efforts in preparation for the software implementation, which is expected to begin in 2018.

### Customer Service

The Company offers customers a broad range of services through its website, operations centre and automated telephone attendant and is committed to increasing customer awareness and customer service. The Company engages an external call centre specialist in benchmarking customer satisfaction to continually survey its customers. The results of recent surveys continue to show high levels of customer satisfaction and are consistent with other market research studies commissioned by the

Company. In addition, the Company conducts email-based communications from the President and Chief Executive Officer thanking customers and seeking their feedback on the services provided by the Company.

Many 407 ETR customers continue to enjoy the 407 ETR Rewards Program. The program provides free kilometres on Highway 407 ETR and gas savings to qualified 407 ETR customers. Since inception, the program has offered more than \$154.2 million in benefits and savings to over 100,000 frequent light-vehicle transponder users.

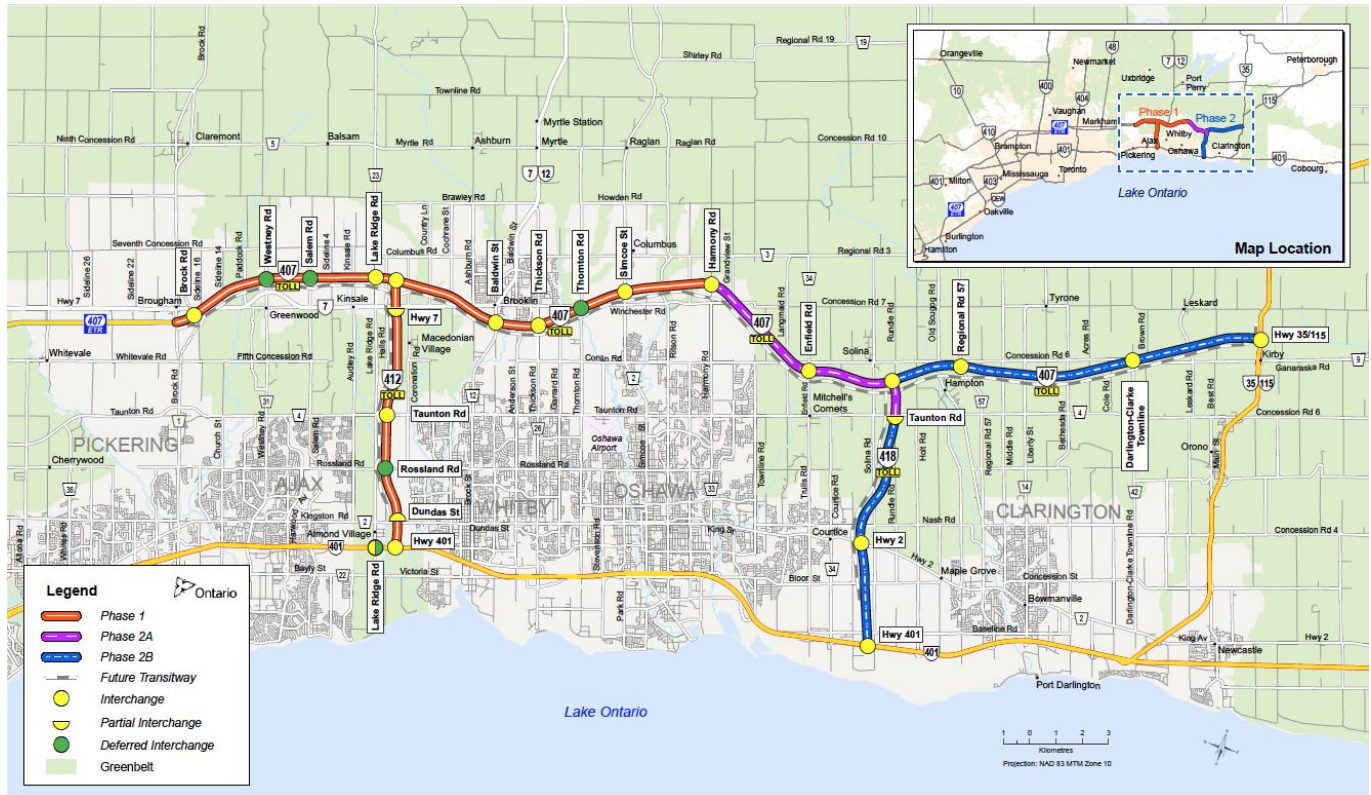
### 407 ETR in the Community

407 ETR continued to serve the communities surrounding the Highway 407 ETR corridor and fulfill its corporate social responsibility goals in the Greater Toronto Area. During the third quarter of 2017, 407 ETR directly supported many hospitals and rehabilitation centres across the Greater Toronto and Hamilton Area and sponsored various children and youth sports teams during the summer months. 407 ETR also continued its participation in the annual HeatWave volleyball tournament in support of the Hospital for Sick Children and was a proud supporter of both the Invictus Games in Toronto and the Women's Rogers Cup of Tennis.

In addition to engaging our employees in volunteerism through the 407 For Our Communities program, 407 ETR is focused on supporting the communities it serves through donations and sponsorships to community organizations, such as giving back through the United Way, university graduate program scholarships and the Lassonde School of Engineering at York University, research into cures for childhood cancers, and ongoing driver safety/education initiatives.

## Highway 407

Highway 407 begins at the eastern terminus of Highway 407 ETR at Brock Road in Pickering and extends towards Highways 35/115 (“Highway 407”). The Province maintains public ownership of Highway 407, set tolls and receive toll revenues in respect of its use.



Highway 407 is being constructed by the Province in two phases (“Phase 1” and “Phase 2” respectively), as further described below:

- Phase 1 extends from Brock Road (at the eastern terminus of Highway 407 ETR) in Pickering to Harmony Road in Oshawa and includes Highway 412, which runs north-south and connects Highway 407 to Highway 401, and has three lanes in each direction from Brock Road to Highway 412, two lanes in each direction from Highway 412 to Harmony Road and two lanes in each direction on Highway 412. This segment of Highway 407 was completed and opened to the public on a toll-free basis on June 20, 2016 until February 1, 2017, when tolling commenced.
- Construction of Phase 2 will complete the extension of Highway 407 from Harmony Road in Oshawa to Highway 35/115 in Clarington. Phase 2 will include Highway 418, which will run north-south and connect Highway 407 to Highway 401. Phase 2 is expected to be completed between Harmony Road and Taunton Road at Highway 418 at the end of 2017. The connection of Highway 418 from Taunton Road to Highway 401, with the completion of Highway 407 from Highway 418 to Highway 35/115, is expected to be completed by 2020.

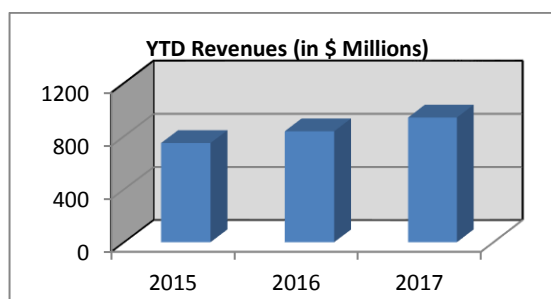
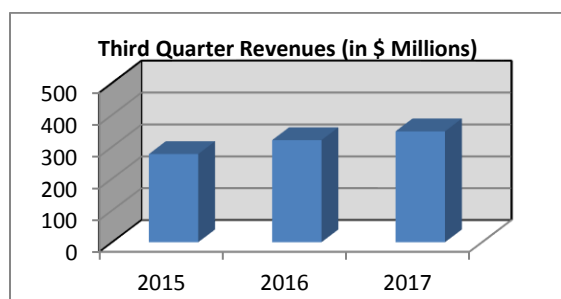
Pursuant to the agreement with the Province to implement and maintain the roadside tolling technology and back-office systems (the "Tolling Services Contract") for Highway 407, Cantoll continues to provide tolling, billing and back-office services to the Province. This operational aspect of the Tolling Services Contract has an initial term of 10 years and is renewable by 10-year increments for up to 30 years in total.

Highway 407 has increased the traffic levels on the eastern end of Highway 407 ETR.

The Company continues to perform the contract work associated with Phase 2 and maintains a \$9.0 million segregated funds account which will be released upon completion of Phase 2.

## Third Quarter and Year-to-Date Results of Operations

### Revenues



Revenues (In \$ Millions)				
	Q3 2017	Q3 2016	YTD 2017	YTD 2016
Tolls	326.6	297.6	874.9	778.5
Fees	21.7	18.2	60.2	50.3
Contract	0.4	5.5	5.3	8.6
<b>Total Revenue</b>	<b>348.7</b>	<b>321.3</b>	<b>940.4</b>	<b>837.4</b>

The Company's revenues are generated from toll charges for trips on Highway 407 ETR including camera charges for non-transponder trips ("Tolls"), monthly fees ("Fees") and contract revenues. Fees include transponder lease fees, account fees relating to the maintenance and billing of non-transponder customer accounts, late payment charges, enforcement fees for past due amounts sent to the Ontario Registrar of Motor Vehicles (the "Registrar") to refuse to renew or issue vehicle permits until outstanding amounts are paid or settled ("Licence Plate Denial") and service fees related to tolling, billing and back-office services. Account fees are driven by the number of non-transponder customers that travel on Highway 407 ETR and are subject to seasonal fluctuation. Enforcement fees and late payment charges are applied to customers with overdue accounts. Contract revenues include the implementation of the roadside tolling technology and back-office systems work performed under the Tolling Services Contract.

## Toll Revenues

### Third Quarter Performance

Toll revenues amounted to \$326.6 million in the third quarter of 2017, an increase of \$29.0 million or 9.7%, compared to \$297.6 million for the same period in 2016. The increase in toll revenues was primarily attributable to a toll rate increase effective February 1, 2017, coupled with an increase in VKTs.

### Year-to-Date Performance

Toll revenues amounted to \$874.9 million in the first nine months of 2017, an increase of \$96.4 million or 12.4%, compared to \$778.5 million for the same period in 2016. The increase in toll revenues was primarily attributable to a toll rate increase effective February 1, 2017, coupled with an increase in trips and VKTs.

## Fee Revenues

### Third Quarter Performance

Fee revenues amounted to \$21.7 million in the third quarter of 2017, an increase of \$3.5 million or 19.2% when compared to \$18.2 million for the same period in 2016. The increase was mainly due to tolling service fees from Highway 407, higher transponder lease fees resulting from an increase in the number of transponders in circulation and higher account fee revenue due to higher rates and higher customer volumes.

### Year-to-Date Performance

Fee revenues amounted to \$60.2 million in the first nine months of 2017, an increase of \$9.9 million or 19.7% when compared to \$50.3 million for the same period in 2016. The increase was mainly due to tolling service fees from Highway 407, coupled with higher transponder lease fees resulting from an increase in the number of transponders in circulation and higher account fee revenue due to higher rates.

## Contract Revenues

### Third Quarter Performance

Contract revenues amounted to \$0.4 million in the third quarter of 2017, a decrease of \$5.1 million when compared to the same period in 2016. The decrease is mainly due to a higher volume of work relating to Phase 1, which was substantially completed in 2016.

### Year-to-Date Performance

Contract revenues amounted to \$5.3 million in the first nine months of 2017, a decrease of \$3.3 million when compared to \$8.6 million for the same period in 2016. Contract revenue mainly relates to work completed for Phase 2 and was lower mainly due to a higher volume of work relating to Phase 1 completed in 2016.

## Outlook

Management anticipates higher revenues in 2017 compared to 2016 primarily due to the new toll rate structure that took effect on February 1, 2017 and higher traffic volumes, coupled with tolling service fees.

## Toll Rates

Effective February 1, 2017, the toll rate structure was revised and is illustrated in the following table:

TOLL RATE PER KM	2017 <sup>(1)</sup> (in \$)					
	Light Vehicle (LV)		Heavy Single Unit Vehicle (HSU)		Heavy Multiple Unit Vehicle (HMU)	
	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND
Zone 1 <sup>(2)</sup> AM Peak Periods <sup>(3)</sup>	0.3597	0.3465	0.7194	0.6930	1.0791	1.0395
Zone 2 <sup>(2)</sup> AM Peak Periods <sup>(3)</sup>	0.3597	0.3597	0.7194	0.7194	1.0791	1.0791
Zone 3 <sup>(2)</sup> AM Peak Periods <sup>(3)</sup>	0.3465	0.3597	0.6930	0.7194	1.0395	1.0791
Zone 1 <sup>(2)</sup> PM Peak Periods <sup>(4)</sup>	0.3595	0.3732	0.7190	0.7464	1.0785	1.1196
Zone 2 <sup>(2)</sup> PM Peak Periods <sup>(4)</sup>	0.3732	0.3732	0.7464	0.7464	1.1196	1.1196
Zone 3 <sup>(2)</sup> PM Peak Periods <sup>(4)</sup>	0.3732	0.3595	0.7464	0.7190	1.1196	1.0785
Zone 1 <sup>(2)</sup> AM Peak Hours <sup>(5)</sup>	0.4242	0.3942	0.8484	0.7884	1.2726	1.1826
Zone 2 <sup>(2)</sup> AM Peak Hours <sup>(5)</sup>	0.4242	0.4092	0.8484	0.8184	1.2726	1.2276
Zone 3 <sup>(2)</sup> AM Peak Hours <sup>(5)</sup>	0.3942	0.4242	0.7884	0.8484	1.1826	1.2726
Zone 1 <sup>(2)</sup> PM Peak Hours <sup>(6)</sup>	0.4085	0.4474	0.8170	0.8948	1.2255	1.3422
Zone 2 <sup>(2)</sup> PM Peak Hours <sup>(6)</sup>	0.4474	0.4240	0.8948	0.8480	1.3422	1.2720
Zone 3 <sup>(2)</sup> PM Peak Hours <sup>(6)</sup>	0.4474	0.4085	0.8948	0.8170	1.3422	1.2255
Midday - Weekdays <sup>(7)</sup>	0.3088		0.6176		0.9264	
Midday - Weekends & Holidays <sup>(8)</sup>	0.2829		0.5658		0.8487	
Off Peak Period <sup>(9)</sup>	0.2248		0.4496		0.6744	
Camera charge per trip	4.10		50.00		50.00	
Trip toll charge per trip	1.00		2.00		3.00	

Note 1: Toll rates are effective from February 1, 2017.

Note 2: Effective February 1, 2017, Zone 1 means the area of the Highway between QEW to Highway 401. Zone 2 means the area of the highway between Highway 401 to Highway 404. Zone 3 means the area of the highway between Highway 404 to Brock Road.

Note 3: AM Peak Period means weekdays between 6am-7am, 9am-10am.

Note 4: PM Peak Period means weekdays between 2:30pm-4pm, 6pm-7pm.

Note 5: AM Peak Hours means weekdays between 7am-9am.

Note 6: PM Peak Hours means weekdays between 4pm-6pm.

Note 7: Midday - Weekdays means between 10am-2:30pm.

Note 8: Midday - Weekends/Holidays means between 11am-7pm.

Note 9: Off-Peak Period means weekdays between 7pm-6am, weekends and holidays between 7pm-11am.

For further details on the Company's toll rates, please visit [www.407etr.com](http://www.407etr.com):

Effective February 1, 2017, the Company implemented a new toll structure, including the introduction of differing toll rates for AM and PM Peak Hours and Peak Periods and direction of travel, to address customer travel patterns and to manage overall traffic flow along Highway 407 ETR, while optimizing its revenues. It is possible that traffic volumes in certain zones of Highway 407 ETR may be lower than the prescribed thresholds under the Concession Agreement, which could lead to a congestion payment to the

Province. The Company monitors the traffic thresholds along Highway 407 ETR in efforts to mitigate such payments. Toll revenue is influenced by the mix of customers on Highway 407 ETR, which includes video and transponder customers, the type of vehicle, time, direction and zone of travel, distance travelled per trip, and trip toll charge and toll rates.

On February 1, 2017, toll rates for light vehicles, heavy single unit vehicles (“HSU”) and heavy multiple unit vehicles (“HMU”) for eastbound travel increased by a weighted average of 12.2% and 13.7% during AM and PM peak hours, respectively; by 9.5% and 9.6% during AM and PM peak periods, respectively; for westbound travel increased by a weighted average of 11.0% and 11.5% during AM and PM peak hours, respectively; by 9.6% and 9.5% during AM and PM peak periods, respectively; by 9% during workday and weekend midday, respectively; and by 4% during off-peak hours. Camera charge for light vehicles increased by 1.2%, with no change to trip toll charge when compared to the 2016 pricing structure.

**Calculated Tolls**

The Company continues to charge a calculated toll, in addition to the trip toll charge, for trips taken on Highway 407 ETR where either the entry or exit point of a vehicle is not recorded by the Company’s tolling systems:

- For any vehicle (light or heavy), with a transponder for which there is a sufficient transponder trip history, a transponder vehicle median trip (referred to as a calculated trip) is charged using the median distance of the trips taken with the transponder in the preceding 72 days.
- For all light vehicles with a transponder for which there is insufficient transponder trip history, or if more than 25% of trips over the past 72 days did not accurately record either the entry or exit point, a transponder minimum trip toll is charged using the entry or exit nearest the recorded part of travel (in the same direction).
- For all light vehicles without a transponder, a flat toll charge plus the camera charge is charged.
- For all heavy vehicles without a transponder, a camera charge of \$50.00 plus a heavy vehicle minimum trip toll using the entry or exit nearest the recorded part of travel (in the same direction) is charged.
- For all heavy vehicles with a transponder for which there is insufficient transponder trip history, or if more than 25% of trips over the past 72 days did not accurately record either the entry or exit point, a heavy single or heavy multiple unit vehicle flat toll is charged.

The following table illustrates the flat toll charge for light and heavy vehicles:

	2017 and 2016 <sup>(1)</sup>		
	Light Vehicle <sup>(2)</sup>	Heavy Single Unit Vehicle (“HSU”)	Heavy Multiple Unit Vehicle (“HMU”)
Flat toll charge (up to) (Peak Period/Hours) <sup>(3)</sup>	4.50	19.85	36.95
Flat toll charge (up to) (All Other Periods) <sup>(4)</sup>	3.20	12.80	23.85

(1) Flat toll charge effective since February 1, 2017 and February 1, 2016.

(2) Applicable to light vehicles without a transponder.

(3) In 2016: Peak Period/Hours means weekdays between 6am-10am and 3pm-7pm.

In 2017: AM Peak Period means weekdays between 6am-7am, 9am-10am; PM Peak Period means weekdays between 2:30pm-4pm, 6pm-7pm.

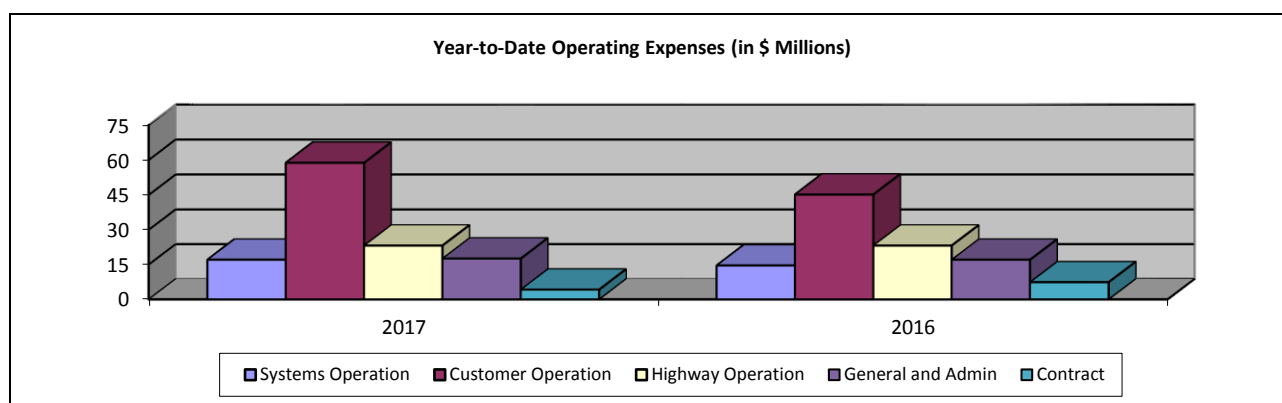
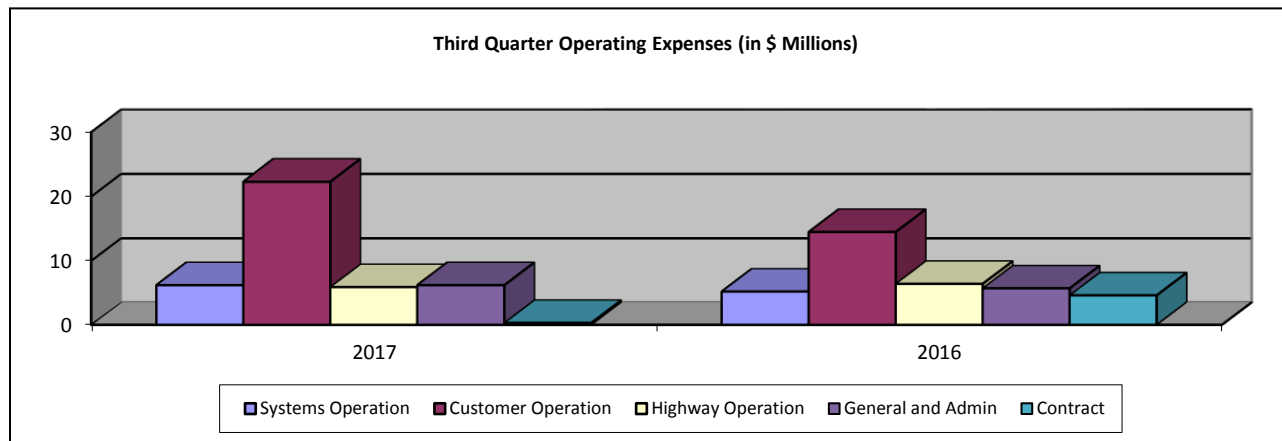
AM Peak Hours means weekdays between 7am-9am; PM Peak Hours means between 4pm-6pm.

(4) In 2016: All Other Periods means weekdays between 10am-3pm and 7pm-6am, weekends and holidays.

In 2017: All Other Periods mean midday-weekdays between 10am-2:30pm; midday-weekends/holidays between 11am-7pm.

Off-Peak Period means weekdays between 7pm-6am, weekends and holidays between 7pm-11am.

## Operating Expenses



Operating Expenses (in \$Millions)	Q3 2017	% of revenues	Q3 2016	% of revenues	YTD 2017	% of revenues	YTD 2016	% of revenues
	Systems Operations Expenses	6.2	1.8%	5.1	1.6%	17.1	1.8%	14.5
Customer Operations Expenses	22.3	6.4%	14.5	4.5%	58.8	6.3%	45.2	5.4%
Highway Operations Expenses	5.9	1.7%	6.5	2.0%	23.2	2.5%	23.3	2.8%
General and Administration Expenses	6.2	1.8%	5.7	1.8%	17.6	1.9%	17.1	2.0%
Contract Expenses	0.3	0.1%	4.6	1.4%	4.2	0.4%	7.4	0.9%
<b>Total</b>	<b>40.9</b>	<b>11.7%</b>	<b>36.4</b>	<b>11.3%</b>	<b>120.9</b>	<b>12.9%</b>	<b>107.5</b>	<b>12.8%</b>



## Systems Operations Expenses

This category includes staff salaries and other costs for developing, operating and maintaining the Company's tolling system, office computer network, and integrated automation systems.

### Third Quarter Performance

Systems operations expenses amounted to \$6.2 million in the third quarter of 2017, an increase of \$1.1 million when compared to \$5.1 million for the same period in 2016 mainly due to higher support and licence costs relating to hardware, software and system upgrades, coupled with higher consulting costs.

### Year-to-Date Performance

Systems operations expenses amounted to \$17.1 million in the first nine months of 2017, an increase of \$2.6 million when compared to \$14.5 million for the same period in 2016 mainly due to the reasons described above.

### Outlook

Systems operations expenses for 2017 are expected to be higher than 2016 expenses mainly due to higher consulting, support, and tolling services costs.

## Customer Operations Expenses

This category includes costs incurred to operate the customer service centre and service existing customer relationships as well as general inquiries. These costs include the call centre, customer service centre, account management salaries, transponder distribution channels, billing, customer address system access fees, ombudsman services, collection of overdue accounts, customer litigation expense and the provision for doubtful accounts.

### Third Quarter Performance

Customer operations expenses amounted to \$22.3 million in the third quarter of 2017, an increase of \$7.8 million when compared to \$14.5 million for the same period in 2016. The increase was mainly due to a favourable adjustment of customer litigation provision in the prior year, and higher provision for doubtful accounts, coupled with higher bank charges and billing costs.

The Company's customer service approach is focused on enhancing customer satisfaction as the needs and expectations of customers continue to develop. This customer-focused approach is reflected in the service results of the call centre. During the third quarter of 2017, the Company's call centre received 157 thousand telephone calls compared to 184 thousand calls received in the third quarter of 2016. The higher volume of calls in 2016 was mainly due to the opening of Phase 1 of Highway 407. The average wait time required for a customer to speak with a customer service representative was 36 seconds in the third quarter of 2017, and was lower than the average wait time of 101 seconds in the same period of 2016. The decrease in wait times is due to decreased call volumes in 2017. The target level of service for customers calling into the 407 ETR call centre is 80% of all calls being answered within 30 seconds and the level of service in the third quarter of 2017 was 71.1%. Customers continue to have

the ability to access various self-service options through the Company's interactive voice recognition system and website, through which customers can perform a number of transactions without having to speak with a customer service representative.

The Company continues to use bill inserts, promotions and targeted advertising to communicate to customers about the benefits of using Highway 407 ETR, as well as to educate drivers about environmentally and customer-friendly options such as paperless billing, annual transponder leases and preauthorized payment services. The Company continues to see growth in customers registering for paperless billing on the 407 ETR website, preauthorization, and other services which benefit customers and also result in lower costs for the Company.

#### Year-to-Date Performance

Customer operations expenses amounted to \$58.8 million in the first nine months of 2017, an increase of \$13.6 million when compared to \$45.2 million for the same period in 2016. The increase was mainly due to reasons mentioned above.

#### Outlook

Customer operations costs for 2017 are expected to be higher than 2016 due to a higher provision for doubtful accounts as well as higher billing costs, bank charges and tolling service costs.

### Highway Operations Expenses

This category of expenses relates to operating activities such as maintenance of the major elements of the highway system including roadway surfaces, bridges, culverts, drainage, and lighting, together with seasonal maintenance, highway patrol operations, road safety enforcement and police enforcement. Highway operations expenses are seasonal in nature as winter maintenance expenses such as snow plowing and salt application occur in the first and fourth quarters of the year and most other repairs and maintenance take place in the second and third quarters of the year.

#### Third Quarter Performance

Highway operations expenses amounted to \$5.9 million in the third quarter of 2017 and were lower by \$0.6 million when compared to \$6.5 million for the same period in 2016, due to timing of maintenance work relating to structural repairs and road surfaces.

#### Year-to-Date Performance

Highway operations expenses amounted to \$23.2 million in the first nine months of 2017, and was comparable to \$23.3 million for the same period in 2016.

Highway maintenance cost per lane kilometre in the third quarter of 2017 amounted to \$4,910 and was lower compared to \$5,470 for the same period in 2016. The decrease was mainly due to the reasons mentioned above.

## Outlook

Management anticipates highway operations expenses in 2017 to be in line with 2016 costs.

## General and Administration Expenses

General and administration expenses include public relations, finance, administration, facilities, human resources, business process, legal, audit and executive costs.

### Third Quarter Performance

General and administration expenses amounted to \$6.2 million in the third quarter of 2017 an increase of \$0.5 million when compared to \$5.7 million for the same period in 2016 mainly due to higher tolling services and staffing costs, coupled with higher consulting costs.

### Year-to-Date Performance

General and administration expenses amounted to \$17.6 million in the first nine months of 2017 and an increase of \$0.5 million when compared to \$17.1 million for the same period in 2016 due to the reasons mentioned above.

## Outlook

General and administration expenses for 2017 are expected to be slightly higher than 2016 mainly due to higher consulting costs coupled with higher staffing costs.

## Contract Expenses

The Company's contract expenses relate to costs incurred for work performed in completing its contract obligations under the Tolling Services Contract.

### Third Quarter Performance

Contract expenses amounted to \$0.3 million in the third quarter of 2017, and were lower by \$4.3 million when compared to \$4.6 million for the same period in 2016. The decrease is due to higher costs on contract work relating to Phase 1, which was substantially completed in 2016.

### Year-to-Date Performance

Contract expenses amounted to \$4.2 million in the first nine months of 2017 compared to \$7.4 million for the same period in 2016. Contract expenses mainly relate to work completed for Phase 2 and were lower than 2016 mainly due to a higher volume of work relating to Phase 1 which was substantially completed in 2016.

## Outlook

Contract expenses are expected to be lower in 2017 as the volume of work related to Phase 2 is lower than that associated with Phase 1 which was substantially completed in 2016.

## Depreciation and Amortization

### Third Quarter Performance

Depreciation and amortization expenses amounted to \$27.8 million in the third quarter of 2017, an increase of \$0.9 million when compared to \$26.9 million for the same period in 2016. The increase was primarily a result of accelerated depreciation on certain tolling equipment, coupled with completion of certain development projects.

### Year-to-Date Performance

Depreciation and amortization expenses amounted to \$78.7 million in the first nine months of 2017, a decrease of \$1.0 million when compared to \$79.7 million for the same period in 2016 mainly due to certain highway assets becoming fully depreciated at the end of the prior year.

### Outlook

Management expects overall depreciation and amortization expenses in 2017 to be in line with 2016.

## Interest and Other Expenses

	Three-month period ended September 30		Nine-month period ended September 30	
	2017	2016	2017	2016
Interest expense	\$ 92.8	\$ 89.2	\$ 269.6	\$ 260.5
Non-cash inflation component of:				
Interest expense (recovery) RRBs	(0.5)	6.8	10.7	18.7
Interest expense (recovery), Senior Bond, Series 04-A2	(2.1)	0.3	(1.4)	0.5
Fair value adjustment, Senior Bond, Series 04-A2	(0.6)	7.4	(10.9)	4.4
Capitalized interest	(0.3)	(0.1)	(0.7)	(0.3)
Total Interest Expense on long-term debt	89.3	103.6	267.3	283.8
Interest income on financial assets designated as FVTPL	(3.5)	(3.1)	(10.0)	(8.0)
Other expense	-	0.1	0.5	0.6
Other income:				
Reclassification of gains and losses on cash flow hedges	(0.1)	(0.2)	(0.5)	(0.6)
	<u>\$ 85.7</u>	<u>\$ 100.4</u>	<u>\$ 257.3</u>	<u>\$ 275.8</u>

Interest and other expenses include interest expense on long-term debt and obligations under finance leases, reclassification of gains and losses on cash flow hedges from accumulated other comprehensive income, interest income on fair value through profit or loss ("FVTPL") of financial assets, and fair value adjustment of derivative financial instruments.

### Third Quarter Performance

Interest and other expenses amounted to \$85.7 million for the third quarter of 2017 compared with \$100.4 million for the same period in 2016. Interest expense on long-term debt decreased to \$89.3 million during the third quarter of 2017 from \$103.6 million during the third quarter of 2016 primarily due to the favourable variance on the non-cash fair value adjustment on Senior Bonds, Series 04-A2 of \$8.0 million, favourable variance on the non-cash inflation compensation component of the RRBs of \$7.3 million and the favourable non-cash accretion expense on Senior Bonds, Series 04-A2 of \$2.4 million due to a lower increase in

the CPI during the third quarter of 2017 as compared to the increase in CPI in the third quarter of 2016. During the third quarter of 2017, the non-cash fair value adjustment recovery on Senior Bonds, Series 04-A2 was \$0.6 million due to an increase in the nominal discount rate offset by an increase in the break-even inflation rate ("BEIR"). These favourable variances to interest and other expenses on long-term debt were offset by higher interest expense of \$3.6 million mainly due to interest expense on the issuance of \$250.0 million of Senior Bonds, Series 17-A1 on March 24, 2017, interest expense on issuance of \$500.0 million of Senior Bonds, Series 17-A2 on September 8, 2017, overlapping of interest resulting from the refinancing of \$300.0 million of Subordinated Bonds, Series 10-D1 with \$300.0 million of Subordinated Bonds, Series 17-D1 and higher interest expenses on the Senior Bank Credit Facilities due to a higher interest rate. The net increase in interest expense on long-term debt of \$3.6 million was offset by the favourable interest expense resulting from the refinancing of \$289.0 million of Senior Bonds, Series 99-A4 with \$350.0 million Senior Bonds, Series 16-A2 at a lower coupon rate. Interest income was higher by \$0.4 million primarily due to higher investment yields earned on investments.

#### Year-to-Date Performance

Interest and other expenses amounted to \$257.3 million during the first nine months of 2017 compared to \$275.8 million for the same period in 2016. Interest expense on long-term debt decreased to \$267.3 million compared to \$283.8 million for the same period in 2016, primarily due to the favourable non-cash fair value adjustment on Senior Bonds, Series 04-A2 of \$15.3 million. During the first nine months of 2017, the non-cash fair value adjustment recovery on Senior Bonds, Series 04-A2 was \$10.9 million due to a decrease in the BEIR coupled with an increase in the nominal discount rate. Adding to the decrease in interest expense on long-term debt was the favourable non-cash inflation compensation component of the RRBs of \$8.0 million and the favourable non-cash accretion on Senior Bonds, Series 04-A2 of \$1.9 million mainly due to lower increase in inflation compared to the previous year and the repayment of Senior Bonds, Series 99-A4 on December 1, 2016. These favourable variances to interest expense on long-term debt were offset by higher interest expense on long-term debt of \$9.1 million resulting from the full year interest expense on Senior Bonds, Series 16-A1 issued on May 19, 2016, the issuance of \$250.0 million of Senior Bonds, Series 17-A1 on March 24, 2017, the issuance of \$500.0 million of Senior Bonds, Series 17-A2 on September 8, 2017, and the overlapping of interest resulting from the refinancing of Subordinated Bonds, Series 10-D1 with Subordinated Bonds, Series 17-D1. Higher net interest expense on long-term debt of \$9.1 million was offset by the refinancing of Senior Bonds, Series 99-A4 with Senior Bonds, Series 16-A2 at a lower interest rate. Interest income was favourable by \$2.0 million primarily due to higher interest yields on investments and higher average cash balances.

#### Outlook

With the exception of the non-cash inflation component of interest expense relating to the RRBs and Senior Bonds, Series 04-A2 and the non-cash fair value adjustment on Senior Bonds, Series 04-A2, the Company expects interest and other expenses for 2017 to be higher than 2016, primarily due to the full-year impact of bonds issued in 2016 and additional bonds issued in 2017.

## Income Taxes

<b>Income Tax Expense</b>				
	<u>Q3 2017</u>	<u>Q3 2016</u>	<u>YTD 2017</u>	<u>YTD 2016</u>
Current income tax expense	44.7	23.4	114.3	48.6
Deferred income tax expense	6.4	18.3	14.0	50.9
Total income tax expense	51.1	41.7	128.3	99.5

The combined current and deferred annual effective tax rate was 26.5% compared to the prior year rate of 26.6% and was lower due to prior period adjustments recorded in the prior period.

### Third Quarter Performance

Current income tax expense amounted to \$44.7 million in the third quarter of 2017 compared to \$23.4 million for the same period in 2016 primarily due to higher earnings before taxes, as well as the utilization of the Company's non-capital losses in the prior year. Correspondingly, deferred income tax expense reduced to \$6.4 million in the third quarter of 2017 compared to \$18.3 million for the same period in 2016.

### Year-to-Date Performance

Current income tax expense amounted to \$114.3 million for the first nine months of 2017 compared to \$48.6 million for the same period in 2016 primarily due to higher earnings before taxes, as well as the utilization of the Company's non-capital losses in the prior year. Correspondingly, deferred income tax expense reduced to \$14.0 million for the first nine months of 2017 compared to \$50.9 million for the same period in 2016.

### Outlook

With the exception of the non-cash inflation component of interest expense relating to the RRBs and Senior Bonds, Series 04-A2 and the non-cash fair value adjustment on Senior Bonds, Series 04-A2, the Company expects income tax expenses for 2017 to be higher than 2016 due to a higher income before tax.

## Liquidity and Capital Resources

### Cash Flow

<b>Cash Flows for the three and nine month periods ended September 30</b>				
<small>(In \$ Millions)</small>				
	<u>Q3 2017</u>	<u>Q3 2016</u>	<u>YTD 2017</u>	<u>YTD 2016</u>
Cash from operating activities	221.1	211.6	500.2	464.2
Cash used in investing activities	(399.1)	(63.9)	(449.5)	(121.6)
Cash from/(used) in financing activities	208.6	(68.1)	101.8	(270.3)
Increase in cash	30.6	79.6	152.5	72.3
Cash beginning of period (1)	679.5	369.6	557.6	376.9
Cash end of period (1)	710.1	449.2	710.1	449.2
<small>(1) includes cash equivalents</small>				

Cash and cash equivalents at September 30, 2017 was \$710.1 million, an increase of \$152.5 million from December 31, 2016. The cash and cash equivalents amount includes a \$10.0 million reserve required by the Indenture.

### Third Quarter Performance

The cash increase of \$30.6 million during the third quarter of 2017 was mainly due to proceeds from long-term debt of \$861.2 million and cash generated from operating activities of \$221.1 million and a net decrease in non-trade receivables and others of \$1.0 million. These cash inflows were offset by partial repayment of the Senior Bank Credit Facilities of \$430.0 million, partial repayment of Senior Bonds, Series 99-A3 of \$2.5 million, a net increase in restricted cash and investments of \$365.3 million, dividends paid to shareholders of \$215.0 million, purchases of property, plant and equipment of \$33.5 million, payments for debt issue cost of \$4.1 million, advance payments to suppliers of \$1.3 million and payments of obligations under finance leases of \$1.0 million.

Cash generated from operating activities was \$221.1 million for the third quarter of 2017 compared with \$211.6 million for the third quarter of 2016. The increase in cash generated from operating activities of \$9.5 million was a result of higher cash receipts of \$28.6 million due to higher revenues and higher interest income received of \$0.8 million. These cash inflows were offset by higher income tax payments of \$18.5 million due to the full utilization of the Company's non-capital losses and higher interest payments of \$1.4 million due to additional leverage.

Cash used in investing activities was \$399.1 million for the third quarter of 2017 compared with cash used in investing activities of \$63.9 million for the third quarter of 2016. Included in investing activities are changes in the restricted cash and investments required to be maintained by the Indenture (defined below). The net increase in restricted cash and investments was \$365.3 million during the third quarter of 2017 compared to a net increase of \$33.4 million in the third quarter of 2016. The net increase in restricted cash and investments for the third quarter of 2017 was due to the establishment of a refunding bond fund to refinance Subordinated Bonds, Series 10-D1 of \$300.0 million, contributions to the debt service fund of \$93.2 million, establishment of a debt service reserve fund for Senior Bonds, Series 17-A2 of \$27.6 million and interest income received of \$1.8 million. These increases to restricted cash and investments were offset by interest payments and partial long-term debt repayment of \$57.4 million. The net increase in restricted cash and investments for the third quarter of 2016 was due to contributions to the debt service fund of \$89.0 million and interest income received of \$1.7 million. These increases to restricted cash and investments were offset by interest payments and partial long-term debt repayment of \$57.3 million. Included in investing activities are investments in the widening of certain segments and replacement of certain components of the Highway 407 ETR, enhancements and replacements of toll equipment, continuing development and enhancement of the information systems, new patrol yard building and the purchase of new transponders. Purchases of property, plant and equipment amounted to \$33.5 million for the third quarter of 2017 compared with \$21.4 million in the third quarter of 2016. Advance payments to suppliers in the third quarter of 2017 was \$1.3 million compared to \$0.7 million in the third quarter of 2016. Non-trade receivables and other decreased by \$1.0 million in the third quarter of 2017 compared to an increase of \$8.4 million in the third quarter of 2016; a decrease of \$9.4 million due to timing of receipts.

Cash generated from financing activities was \$208.6 million in the third quarter of 2017 compared with cash used in financing activities of \$68.1 million in the third quarter of 2016. Proceeds from long-term debt in the third quarter of 2017 amounted to \$861.2 million representing proceeds from issuance of Senior Bonds, Series 17-A2 of \$499.2 million, proceeds from issuance of Subordinated Bonds, Series 17-D1 of \$300.0 million and draws under the Senior Bank Credit Facilities of \$62.0 million compared to \$143.0 million in the third quarter of 2016 representing draws under the Senior Bank Credit Facilities. Repayments of long-term debt amounted to \$432.5 million representing partial repayment of the Senior Bank Credit Facilities of \$430.0 million and partial repayment of Senior Bonds, Series 99-A3 of \$2.5 million in the third quarter of 2017 compared to partial repayment of Senior Bonds, Series 99-A3 of \$2.4 million in the third quarter of 2016. Dividend payments to shareholder amounted to \$215.0 million in the third quarter of 2017 compared to payments of \$207.5 million in the third quarter of 2016. Debt issue costs amounted to \$4.1 million in the third quarter of 2017 compared to \$0.3 million in the third quarter of 2016; an increase of \$3.8 million due to the issuances noted above. Payments for obligations under finance leases amounted to \$1.0 million in the third quarter of 2017 compared with \$0.9 million in the third quarter of 2016.

#### Year-to-Date Performance

The cash increase of \$152.5 million during the first nine months of 2017 was mainly due to proceeds from issuance of long-term debt and draws from the Senior Bank Credit Facilities of \$1,414.0 million, cash generated from operating activities of \$500.2 million and a decrease in non-trade receivables and other of \$1.8 million. These inflows were offset by partial repayments of long-term debt and Senior Bank Credit Facilities of \$673.0 million, dividends paid to shareholders of \$630.0 million, increase in restricted cash and investments of \$381.6 million, purchases of property, plant and equipment of \$67.4 million, payments of debt issue costs of \$6.0 million, payments of obligations under finance leases of \$3.2 million and advance payments to suppliers of \$2.3 million.

Cash generated from operating activities was \$500.2 million for the first nine months of 2017 compared with \$464.2 million for the same period in 2016. The increase in cash generated from operating activities of \$36.0 million was mainly due to higher cash receipts of \$98.4 million resulting primarily from higher toll revenues and higher interest income received of \$1.5 million. These increases to cash flow from operations were offset by higher payments for income taxes of \$45.4 million mainly due to full utilization of the Company's non-capital losses, higher interest expense payments of \$9.6 million primarily due to the additional long-term debt issued in 2016 and 2017 and higher operating expense payments of \$8.9 million.

Cash used in investing activities was \$449.5 million for the first nine months of 2017 compared with \$121.6 million for the same period in 2016. The net increase in restricted cash and investments was \$381.6 million during the first nine months of 2017 compared to \$63.1 million during the same period in 2016. The increase in restricted cash and investments of \$381.6 million was due to the establishment of a refunding bond fund of \$300.0 million to refinance Subordinated Bonds, Series 10-D1, contributions to the debt service fund of \$270.3 million, the establishment of a debt service reserve fund for Senior Bonds, Series 17-A2 of \$27.6 million, the establishment of a debt service reserve fund for Senior Bonds, Series 17-A1 of \$13.4 million and interest received from restricted cash and investments of \$5.2 million. These net increases to restricted cash were offset by the partial repayment of Senior Bonds, Series 99-A3 of \$4.9 million, partial repayment of Senior Bonds, Series 00-A2 of \$3.1 million, coupon payments



of \$225.6 million and transfers of \$1.3 million to the general fund. Additions to property, plant and equipment amounted to \$67.4 million for the first nine months of 2017 compared with \$49.4 million for the same period in 2016 an increase of \$18.0 million due to an increase in fixed asset additions incurred during the year. Advance payments to suppliers amounted to \$2.3 million for the first nine months of 2017 compared to \$2.0 million for the same period in 2016. Non-trade receivables and other decreased by \$1.8 million in the first nine months of 2017 compared with an increase of \$7.1 million for the same period in 2016; a decrease of \$8.9 million due to timing of receipts.

Cash generated from financing activities was \$101.8 million in the first nine months of 2017 compared with cash used in financing activities of \$270.3 million for the same period in 2016. Proceeds from issuance of long-term debt in the first nine months of 2017 amounted to \$1,414.0 million representing issuance of \$249.8 million of Senior Bonds, Series 17-A1 on March 24, 2017, issuance of \$499.2 million of Senior Bonds, Series 17-A2 on September 8, 2017, issuance of \$300.0 million of Subordinated Bonds, Series 17-D1 on September 8, 2017 and advances under the Senior Bank Credit Facilities of \$365.0 million compared to proceeds of issuance of long-term debt in the first nine months of 2016 of \$791.4 million representing issuance of \$499.4 million of Senior Bonds, Series 16-A1 on May 19, 2016 and advances under the Senior Bank Credit Facilities of \$292.0 million. Repayments of long-term debt were \$673.0 million during the first nine months of 2017 representing repayments of advances under the Senior Bank Credit Facilities of \$665.0 million, partial repayment of Senior Bonds, Series 99-A3 of \$4.9 million and partial repayment of Senior Bonds, Series 00-A2 of \$3.1 million compared to repayments of long-term debt of \$472.6 million during the first nine months of 2016 representing repayments of advances under the Senior Bank Credit Facilities of \$465.0 million, partial repayment of Senior Bonds, Series 99-A3 of \$4.7 million and partial repayment of Senior Bonds, Series 00-A2 of \$2.9 million. Dividend payments to shareholders amounted to \$630.0 million in the first nine months of 2017 compared to dividend payments of \$582.5 million in the first nine months of 2016. Debt issue costs for the first nine months of 2017 were \$6.0 million compared with debt issue costs of \$3.7 million for the same period in 2016. Payments for obligations under finance leases amounted to \$3.2 million for the first nine months of 2017 compared to \$2.9 million for the same period in 2016.

The supplemental indenture for RRBs Series 99-A5, 99-A6 and 99-A7 requires the Company to fund a series excess inflation reserve should the principal outstanding multiplied by the difference between the applicable CPI at the time of measurement divided by the applicable CPI at the time of issue exceed a pre-established threshold level. As at December 31, 2016 and September 30, 2017, CPI had not reached the levels to require funding of the excess inflation reserve and Management does not anticipate CPI to reach these levels. Sufficient cash from operations will be generated in the event that funding of the reserve becomes necessary.

Certain Events of Default under the Indenture would allow bondholders to declare the bonds to be immediately payable. These Events of Default are described in the Company's AIF available at [www.sedar.com](http://www.sedar.com). As at December 31, 2016 and September 30, 2017, the Company is in compliance with the terms of the Indenture.

## Outlook

The Company is committed to maintaining its current credit ratings on all debt obligations. The Company expects to maintain sufficient liquidity and to generate cash from operations to meet all of its ongoing obligations and to pay dividends to its shareholders. The Company expects to gradually increase its financial leverage to fund operating and capital expenditures, to pay interest to debtholders, and to pay income tax while maintaining healthy debt service coverage and earnings coverage ratios.

## Quarterly Financial Information

<b>Net Income and Net Income per Share</b> (in \$Millions, except per share amounts)								
	<u>Q3 2017</u>	<u>Q2 2017</u>	<u>Q1 2017</u>	<u>Q4 2016</u>	<u>Q3 2016</u>	<u>Q2 2016</u>	<u>Q1 2016</u>	<u>Q4 2015</u>
Revenues	348.7	331.0	260.7	297.3	321.3	290.8	225.3	253.4
Operating expenses	40.9	39.8	40.2	42.2	36.4	33.4	37.7	48.6
Depreciation and amortization	27.8	26.5	24.4	25.2	26.9	27.0	25.8	21.7
Interest and other expenses	85.7	94.4	77.2	97.0	100.4	101.6	73.8	81.3
Income tax expenses	51.1	45.7	31.5	34.9	41.7	34.4	23.4	27.8
<b>Net income</b>	<b>143.2</b>	<b>124.6</b>	<b>87.4</b>	<b>98.0</b>	<b>115.9</b>	<b>94.4</b>	<b>64.6</b>	<b>74.0</b>
<b>Net income per share (basic and diluted)</b>	<b>0.185</b>	<b>0.161</b>	<b>0.113</b>	<b>0.126</b>	<b>0.150</b>	<b>0.122</b>	<b>0.083</b>	<b>0.095</b>

Toll and fee revenues are subject to seasonal fluctuations that may materially impact quarter-to-quarter financial results; therefore one quarter's revenues are not necessarily indicative of another quarter's revenues. Seasonal and other trends affecting the Company's revenues include factors such as economic activity, recreational travel, weather conditions, pricing structure, fuel prices and traffic volumes on neighbouring infrastructure. In particular, this seasonality generally results in relatively lower revenues during the first quarter, relatively higher levels of toll and fee revenues in the second and fourth quarters and the highest revenue in the third quarter. Contract revenues may fluctuate depending on the amount of contract work awarded, completed and accepted by the customer. Interest expense on RRBs and Senior Bonds, Series 04-A2 is calculated based on changes in CPI; as such, interest expense in respect of RRBs and Senior Bonds, Series 04-A2 will fluctuate due to the volatility of CPI.

Net income of \$64.6 million in the first quarter of 2016 was \$9.4 million lower than the fourth quarter of 2015, mainly due to seasonally-lower revenues and higher depreciation and amortization expenses primarily due to a change in the method of amortizing concession rights, offset by lower operating expenses, lower interest and other expenses due to a favourable non-cash inflation compensation of RRBs and Senior Bonds Series 04-A2, coupled with non-cash fair value adjustment on Senior Bonds Series 04-A2 and lower income tax expense due to lower earnings before tax. Net income of \$94.4 million in the second quarter of 2016 was \$29.8 million higher than the first quarter of 2016, mainly due to seasonally-higher revenues and lower operating expenses, offset by higher income tax expense due to higher earnings before tax, coupled with higher depreciation and amortization expenses primarily due to the change in the method of amortizing concession rights and higher interest and other expenses due to an unfavourable non-cash inflation compensation of RRBs and Senior Bonds Series 04-A2 and additional debt issued during the quarter. Net income of \$115.9 million in the third quarter of 2016 was \$21.5 million higher than the second quarter of 2016, mainly due to seasonally-higher revenues, offset by higher income tax expense due to higher earnings before tax and higher operating expenses. Net income of \$98.0 million in the fourth quarter of 2016 was \$17.9 million lower than the third

quarter of 2016, mainly due to seasonally-lower revenues coupled with higher operating expenses, partially offset by lower income tax expense due to lower earnings before tax and lower interest and other expenses due to a favourable non-cash inflation compensation of RRBs and Senior Bonds Series 04-A2. Net income of \$87.4 million in the first quarter of 2017 was \$10.6 million lower than the fourth quarter of 2016, mainly due to seasonally lower revenues, offset by lower interest and other expenses due to lower fair value adjustments on Senior Bonds, Series 04-A2, lower income tax expense due to lower earnings before tax and lower operating expenses. Net income of \$124.6 million in the second quarter of 2017, was \$37.2 million higher than the first quarter of 2017, mainly due to seasonally higher revenues and lower operating expenses, offset by higher interest and other expenses due to higher inflation compensation of RRBs, lower interest recovery on Senior Bonds Series 04-A2 and higher interest expense on Senior Bonds Series 17-A1, higher income tax expense due to higher earnings before tax and higher depreciation expense.

The Company recorded a net income of \$143.2 million in the third quarter of 2017, \$18.6 million higher than the second quarter of 2017, mainly due to seasonally higher revenues and lower interest and other expenses due to a decrease in inflation resulting in a recovery of inflation compensation of RRBs and Senior Bonds Series 04-A2, offset by higher interest expense on Senior Bonds Series 17-A2 and Subordinated Bonds Series 17-D1, which were issued on September 8, 2017, and higher fair value adjustment on Senior Bonds Series 04-A2 due to unfavourable market conditions. These increases were offset by higher income tax expense due to higher earnings before tax, higher operating expenses and higher depreciation expense.

## Earnings Coverage

Earnings Coverage (in \$ Millions)	Twelve month period ended September 30	
	2017	2016
Income before income tax expenses and interest expense on long-term debt	984.3	844.0
Interest expense on long-term debt	367.9	367.8
<b>Earnings coverage</b>	<b>616.4</b>	<b>476.2</b>

The Company experienced earnings coverage ratios of 2.68 times and 2.29 times for the twelve month periods ended September 30, 2017 and 2016, respectively. The Company expects income before income tax expenses and interest expense on long-term debt to continue to be sufficient to cover interest expense on long-term debt. The earnings coverage ratio is different from the Company's debt service coverage ratio as such is defined in the Indenture. See "Non-IFRS Financial Measures".

## Financial Instruments and Other Instruments

Financial instruments used by the Company consist of cash and cash equivalents, restricted cash and investments, trade receivables and other, contract receivables, amounts due from customers for contract, trade and other payables, long-term debt and derivative financial instruments.

### Cash and cash equivalents

Cash and cash equivalents of \$710.1 million as of September 30, 2017 consist of cash, government treasury bills and provincial promissory notes with maturities of three months or less. Cash and cash equivalents are used for working capital and other general corporate purposes.

### Restricted cash and investments

Restricted cash and investments are required to be maintained in reserve accounts under the Indenture and various supplemental indentures for the benefit of the bondholders and a segregated funds account under an agreement between Cantoll and the Province to implement and maintain the roadside tolling technology and back-office systems relating to the Tolling Services Contract. Restricted cash and investments consist of cash, bankers' acceptances, floating rate notes, government treasury bills, provincial promissory notes and federal notes with, from time to time, both short-term and long-term maturities.

### Long-term debt

Long-term debt was used to finance the acquisition of Highway 407 ETR from the Province and to finance the construction of Highway 407 ETR extensions, widening projects, deferred interchanges, operating and capital expenditures, interest to bondholders and other general corporate purposes.

### Senior Bank Credit Facilities

The Company has three revolving credit facilities with a current aggregate principal amount of up to \$465.0 million (the "Senior Bank Credit Facilities") and will be used to refinance existing debt, fund future operating and capital expenditures, interest payments, income taxes and for general corporate purposes. The obligations under the credit facilities rank pari passu with the senior debt of the Company. The Company issued to the Canadian chartered banks senior pledged bonds with an aggregate principal amount of \$1.2 billion, resulting in the indebtedness arising from the credit facilities being secured under the Indenture. The credit facilities bear interest at floating rates based, at the option of the Company, on the prime rate for Canadian dollar loans, and the interbank bid rate for Canadian dollar bankers' acceptances, plus an applicable fixed margin. The Company is obligated to pay a commitment fee to the banks, calculated on the undrawn portion of the credit facilities.

The Company may draw on these credit facilities until the maturity date. The maturity date is December 1, 2020. The Company may also repay a portion or all of the obligations owing under the credit facilities at any time during the term. As at September 30, 2017, the Company has drawn \$302.0 million under the credit facilities and has classified the drawn amount under current liabilities. The Company has repaid a net amount of \$300.0 million during the nine-month period ended September 30, 2017. On September 21, 2017, the Company cancelled \$535.0 million of its \$1.0 billion Senior Bank Credit Facilities.

### Derivative financial instrument

The Senior Bonds, Series 04-A2 is a derivative financial instrument and is reported at fair value. The Company is obligated to make semi-annual cash payments to the holders of Senior Bonds, Series 04-A2 (consisting of principal and interest), determined by the product of \$13.0 million and the applicable CPI at the time of payment divided by the applicable CPI at time of issue.

## Accounting and Control Matters

### Accounting Policies

The Financial Statements are prepared in accordance with IAS 34. The Company has identified the accounting policies and estimates that are critical to the understanding of the Company's operations and financial results which have been disclosed in the Annual Financial Statements, except for the following new accounting pronouncements which were adopted on January 1, 2017:

**IAS 7 *Statement of Cash Flows* ("IAS 7"):** This amendment requires that an entity provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes from cash flows and non-cash changes. Related disclosures by way of supplementary cash flow information and net changes in financial liabilities have been included in the Financial Statements as a result of adoption of the amendment.

**IAS 12 *Recognition of Deferred Tax Assets for Unrealized Losses* ("IAS 12"):** This amendment sets out restrictions on how an entity assesses whether taxable profits will be available against which it can utilize deductible temporary differences. There was no impact to the Financial Statements as a result of this amendment.

### Critical Accounting Estimates

The preparation of the Financial Statements in conformity with IAS 34 requires Management to make certain judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities as at the date of the Financial Statements, the reported amounts of revenues and expenses of the reporting period, as well as disclosures made in the notes accompanying the Financial Statements. Judgement is commonly used in determining whether a balance or transaction should be recognized in the Financial Statements, and estimates and assumptions are more commonly used in determining the measurement of recognized transactions and balances. However, judgements and estimates are often interrelated. The Financial Statements have been prepared using similar estimation methods for the critical accounting estimates as were used for the Annual Financial Statements and they conform to the requirements of IAS 34. These estimates and associated assumptions are based on past experience and other factors that are considered relevant. Actual results could differ materially from these estimates.

### Future Changes in Accounting Policies

**IFRS 9 *Financial Instruments* ("IFRS 9"):** This standard replaces the current IAS 39 Financial Instruments Recognition and Measurement. This standard sets out revised guidance for classifying and measuring financial assets and liabilities, introduces a new expected credit loss model for calculating impairment of financial assets, and includes a reformed approach to hedge accounting. The standard also requires that when a financial liability at amortized cost is modified or exchanged, and such modification or exchange does not result in derecognition, that the adjustment to the amortized cost of the financial liability is recognized in profit or loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

In 1999, the Company issued Real Return Bonds, Series 99-A4, Series 99-A5, Series 99-A6, and Series 99-A7. In 2002, the Company amended the contractual terms of these bonds resulting in a revision of the cash flow payments. Under IFRS 9, the amendments to the RRBs would have resulted in a gain on remeasurement of the carrying amount of the bonds for Series 99-A5, Series 99-A6 and Series 99-A7 as of the date of modification. There is no impact on Series 99-A4 as these bonds matured during the fiscal year ended December 31, 2016. The gain is due to the revaluation of the carrying amount of the bonds by discounting the revised cash flows using the original effective interest rate and continuing to apply the effective interest method. The Company will adopt the modified retroactive approach, and will record the adjustment as a decrease in the carrying amount of the bonds and a credit to opening retained earnings as at January 1, 2018. The Company is still in the process of assessing the impact of the adoption of IFRS 9.

**IFRS 15 Revenue from Contracts with Customers (“IFRS 15”):** This standard replaces IAS 11 Construction Contracts, IAS 18 Revenue and IFRIC 13 Customer Loyalty Programmes. IFRS 15 introduces a single comprehensive model for recognizing revenues from contracts with customers. The standard requires revenue to be recognized in a manner that depicts the transfer of promised goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for transferring those goods and services, applying the following five steps:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognize revenue when (or as) the entity satisfies the performance obligation.

The standard also provides guidance relating to treatment of contract acquisition and fulfillment costs.

IFRS 15 will principally affect the timing of revenue recognition for those Companies with transactions involving multiple-element arrangements (distinct goods or services in a bundled price or deliveries of multiple services that occur at different points in time and/or over different periods of time). Similarly, the measurement of total contract acquisition costs to be recognized in operating expenses over time and contract fulfillment costs recognized over the life of the contract.

The latest date of mandatory implementation of IFRS 15 is January 1, 2018. Qualitative disclosures showing disaggregation of revenues by types of performance obligations, nature of services provided and when obligations are satisfied will be made under the revenue recognition policy disclosure statement. Quantitative disclosures by way of reconciliation of certain contract asset/liability balances with relevant comparative information will be made. The additional disclosures will provide sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenues and cash flows arising from contracts with customers. With the exception of additional note disclosures, the Company does not expect any significant impact to the Financial Statements as a result of adopting this standard.

**IFRS 16 Leases ("IFRS 16"):** This standard replaces IAS 17 Leases. This standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. The objective is that lessees and lessors provide relevant information in a manner that faithfully represents lease transactions and gives a basis for users of financial statements to assess their effect on the financial position, financial performance and cash flows of an entity. The latest date of mandatory implementation of IFRS 16 is January 1, 2019. The Company is currently evaluating its impact on the financial statements.

## Risks and Uncertainties

### Litigation

#### Proposed Class Action Regarding Bankruptcy and Consumer Proposals

In April 2012, 407 ETR was served with a statement of claim for a proposed class action commenced in the Ontario Superior Court of Justice. The proposed class of plaintiffs included all 407 ETR customers that had been placed or kept in Licence Plate Denial, pursuant to the Highway 407 Act (Ontario), for Highway 407 ETR tolls and related fees incurred prior to their bankruptcies or consumer proposals.

The class action plaintiffs sought damages of \$20.0 million for general and special damages, \$5.0 million for aggravated, exemplary and punitive damages, the granting of a \$20.0 million constructive trust in favour of class members, and disgorgement of pre-bankruptcy tolls and fees paid by the plaintiffs.

In October 2011, in the separate legal proceeding of Matthew Moore v. 407 ETR, Justice Newbould of the Ontario Superior Court of Justice ruled that Licence Plate Denial survives bankruptcy, which is a central issue in the proposed class action. This decision of Justice Newbould was appealed by the Superintendent of Bankruptcy to the Ontario Court of Appeal. In December 2013, the Ontario Court of Appeal set aside the lower court's decision. The Court of Appeal decision was appealed by 407 ETR and upheld by the Supreme Court of Canada which released its decision on November 13, 2015. The result was that pre-bankruptcy amounts can no longer be collected by 407 ETR through Licence Plate Denial. The decision by the Supreme Court of Canada in the Matthew Moore case has had no material effect on the Company's financial position.

A settlement was reached with class counsel at a mediation concluded in August 2016, and approved at a settlement hearing before the Ontario Superior Court on November 15, 2016. The settlement provided for a voluntary settlement payment by 407 ETR of \$8.0 million on an all-inclusive basis and was subject to an opt-out process which concluded in March 2017. The settlement amounts were distributed to eligible class members, net of proposed class counsel fees of \$2.9 million (inclusive of disbursements and taxes) and class administration fees of \$0.6 million. The settlement also included refinements to 407 ETR's business practices for bankruptcies and consumer proposals. The amount available per eligible class member was determined by eligibility and compensation criteria applied by class counsel, with accountability to the Court. The distribution of settlement funds was undertaken by class counsel with a deadline for completion by the end of July 2017. A final report from class counsel to the court is expected to be received by early 2018.

## Toll Revenues

The Company's ability to derive revenue depends on a wide variety of factors, many of which are not within the control of the Company. These factors include population growth, volatility of the economy of the GTA and southern Ontario, fuel prices, weather conditions and the construction of competing infrastructure. In addition, toll rate increases are subject to economic, price elasticity and political risks. To mitigate these risks, Management prepares a detailed operating budget consistent with the Company's strategic objectives which includes revenue projections based on traffic growth and price elasticity assumptions supported, from time to time, by studies performed by third party expert traffic consultants. The operating budget and actual price setting is approved by the Company's board of directors (the "Board"). Actual results are monitored against the revenue projections on a monthly basis, giving Management adequate time to analyze and respond to variances.

## Capital Structure

The Company has a complex capital structure that may give rise to unforeseen challenges by tax authorities of the Company's interpretation of certain tax legislation. To mitigate such risks, Management seeks the advice of external tax experts.

## Operations and Maintenance

The Company's operating and maintenance expenses for the future operation of Highway 407 ETR are impacted by uncertainties related to costs of services, materials and equipment, changes in regulatory requirements, useful lives of productive assets, critical accounting estimates, weather conditions, and other matters that are not certain. To address these risks, Management prepares a detailed operating budget in the third quarter of each year. This budget is approved by the Board. Management monitors the level of operating expenditures each month in comparison to the budget. Department heads are accountable for cost overruns, and Management compensation is based, in part, on adherence to the approved spending limits. In addition, the Company follows a periodic maintenance and rehabilitation program for Highway 407 ETR and its tolling system to avoid unexpected significant repairs.

## Information Technology

The Company's operations for Highway 407 ETR and Highway 407 are substantially dependent on the information technology employed in its tolling and billing systems, including the roadside tolling equipment and the back-office systems used for account processing and collections. The Company continues to monitor and enhance the core system capabilities to mitigate risk. The integrity, reliability, availability and confidentiality of information and supporting systems is critical to the Company's daily and strategic operations. Cyber security continues to be a focus with ongoing threat monitoring and improvements in areas of data and network security given that cyber attacks and breaches could result in corruption of the Company's data, a breach of customer privacy, damage to information technology infrastructure, loss of sensitive corporate information, and reputational damage. To address these risks, the Company's corporate security group is accountable for the planning, execution and governance of the framework-based security program. The Company uses an iterative risk-based approach to manage information technology and cyber security threats, addressing identified gaps in a prioritized and systematic manner within the security framework. The Company ensures it has adequate controls and procedures to detect, identify and address cyber security events, including security incident response, business continuity and data recovery plans. Execution of the security program relies on internal expertise, strong partnerships, industry leading security technologies, and consultation with third-party experts on cyber security strategies and remediation plans. The Company maintains cyber-liability insurance coverage to further protect against cyber-risk exposures.



## Debt Rating

The Company seeks to maintain an appropriate debt rating to ensure access to capital on commercially reasonable terms to finance its operating and capital expenditures and interest payments to bondholders, provide an appropriate investment return to its shareholders and refinance its existing indebtedness without, in each case, exceeding its debt capacity or resulting in a downgrade to the credit ratings assigned to its existing indebtedness. The Company's ability to do so depends upon a number of factors including, among other things, market conditions, rating agencies' criteria, and the Company's debt structure. To control this risk, Management is focused on maintaining an optimal level of liquidity through maximizing cash flows by actively pursuing the collection of its trade receivables and by controlling operating and capital expenditures.

## Risks Arising from Financial Instruments

### Credit Risk

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents, trade receivables and other, contract receivables, amounts due from customer for contract, and restricted cash and investments.

The Company is exposed to credit loss in the event of non-performance by counterparties to derivative instruments that have a positive fair value, cash and cash equivalents, short-term investments and restricted cash and investments. The Company manages this risk by dealing with reputable organizations having high-quality credit ratings from independent credit rating agencies. The Board sets exposure limits and these are monitored on an ongoing basis.

Concentration of credit risk with respect to trade receivables is minimized due to the millions of accounts comprising the Company's customer base. The amounts disclosed in the statements of financial position are net of the allowance for doubtful accounts and certain amounts that are billed to customers but excluded from revenues in accordance with the Company's revenue recognition policy for toll and fee revenues. The amounts are estimated based on prior experience, anticipated collection strategies and ultimate recovery of balances for which collection is uncertain.

Trade receivables and other are aged as follows:

(\$ Millions)	<u>As at September 30, 2017</u>	<u>As at December 31, 2016</u>
Unbilled	\$ 92.7	\$ 64.0
0-60 days	80.5	64.7
61-90 days	9.6	7.0
91-120 days	6.6	4.9
121-150 days	5.7	4.3
151+ days	<u>15.5</u>	<u>25.9</u>
Sub total <sup>1</sup>	210.6	170.8
Other <sup>2</sup>	<u>15.8</u>	<u>16.0</u>
	<u>\$ 226.4</u>	<u>\$ 186.8</u>

1. Amounts are net of allowance for doubtful accounts and certain amounts that are billed to customers but excluded from revenues in accordance with the revenue recognition policy for toll and fee revenues.

2. Other consists of salt inventory, prepaids, contract retention receivable, other non-trade related receivables and an advance payment to supplier.

In accordance with the revenue recognition policy, toll revenues are recognized on the date trips are taken on Highway 407 ETR. Tolls and other charges are recorded in trade receivables as “Unbilled” until invoiced. The provision for doubtful accounts is based principally on historical collection rates and Management’s expectation of success rates for collection of overdue accounts by the Ontario Registrar of Motor Vehicles (the “Registrar”) through refusing to renew or issue vehicle licence plate permits until outstanding amounts are paid or settled (“Licence Plate Denial”) as well as Management’s expectation of success rates for collection through legal proceedings. When a licence plate associated with a customer’s unpaid 407 ETR account becomes unattached from the vehicle or expired, the Registrar is required to refuse to renew another single vehicle permit issued to the same customer or issue a vehicle permit to that customer. The legislation affording 407 ETR the right to Licence Plate Denial requires that a series of notices be sent to customers with delinquent accounts. This process takes a minimum of 150 days from the date an invoice is sent until a customer is subject to Licence Plate Denial, followed by up to two years before a customer’s licence plate is subject to renewal. The Licence Plate Denial process, together with other collection strategies, results in the successful collection of net trade receivables that are more than 151 days past due. The provision for doubtful accounts could materially change and may result in significant changes to trade receivables balances as Management continues to monitor the collection of outstanding 407 ETR charges through the Licence Plate Denial process with the Ontario Ministry of Transportation (the “MTO”), as well as collections through legal proceedings.

In addition to the collection of 407 ETR customers’ overdue accounts through the Licence Plate Denial process, Management continues to assign certain delinquent accounts to third party collection agencies utilizing various programs, employ internal collections staff and take legal action where necessary. In conducting collections litigation, 407 ETR may from time to time receive judicial decisions that impact its ability to recover delinquent amounts through civil proceedings and could result in a material change to the provision of overdue accounts.

Management continuously monitors the collection of overdue accounts including the allowance for doubtful accounts. In determining the allowance for doubtful accounts, the Company considers a number of factors affecting the likelihood of

collection. In determining the collectability of customer accounts, the Company does not obtain information about the credit quality of customers whose accounts are not overdue or not impaired.

An increase of 1% in the weighted-average provision rate would have increased the provision for doubtful accounts by approximately \$3.5 million and \$9.4 million (2016 - \$3.2 million and \$8.4 million) and decreased equity by approximately \$2.6 million and \$6.9 million (2016 - \$2.4 million and \$6.1 million) for the three and nine month periods ended September 30, 2017, respectively.

The Company is exposed to credit risk with respect to contract receivables in the event of non-payment by customers. The Company manages this risk by dealing with reputable customers with good credit ratings.

### Interest Rate Risk

As at September 30, 2017, all long-term debt is fixed rate debt (except for the drawn portion of the Senior Bank Credit Facilities and the inflation-linked bonds as described below); therefore, changes in interest rates do not impact interest payments on its current bonds but may impact the fair value of such long-term debt.

The Company also manages this risk by investing its cash and cash equivalents and restricted cash and investments in debt instruments with credit ratings equal to or higher than those required by the Indenture. A decrease of 25 basis points in interest rates would have decreased interest income by approximately \$0.8 million and \$2.3 million (2016 - \$0.6 million and \$1.7 million) and equity by approximately \$0.6 million and \$1.7 million (2016 - \$0.4 million and \$1.3 million) for the three and nine month periods ended September 30, 2017 and 2016, respectively.

### Inflation Risk

The Company is exposed to inflation risk as interest expense and debt service payments relating to Senior Bonds, Series 99-A5, Series 99-A6, Series 99-A7, Series 00-A2 and Series 04-A2 (collectively, the "RRBs") are linked to the Consumer Price Index (the "CPI"). An increase of 50 basis points in the CPI would have increased interest expense by approximately \$8.6 million (2016 - \$10.1 million), decreased equity by approximately \$6.3 million (2016 - \$7.4 million) and increased debt service payments by approximately \$0.1 million and \$0.6 million (2016 - \$0.1 million and \$0.5 million) for the three and nine month periods September 30, 2017. BEIR is highly volatile and may lead to significant changes in the fair value of Senior Bonds, Series 04-A2 that may not be representative of actual inflation paid or to be paid to the Senior Bonds, Series 04-A2 noteholders. An increase of 10 basis points in the BEIR would have increased interest expense by approximately \$5.8 million (2016 - \$6.6 million) and decreased equity by approximately \$4.3 million (2016 - \$4.8 million) for the three and nine month periods ended September 30, 2017. A decrease of 10 basis points in the BEIR would have reduced interest expense by approximately \$5.9 million (2016 - \$6.5 million) and increased equity by approximately \$4.3 million (2016 - \$4.7 million) for the three and nine month periods ended September 30, 2017. This inflation risk is partially mitigated by the Company's right to increase toll rates.

## Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Cash flow projections are prepared by Management and reviewed by the Board to ensure sufficient continuity of funding. The Company manages its liquidity risk by dispersing the contractual maturity dates of its financial liabilities, thereby ensuring the Company is not exposed to excessive refinancing risk during any given year. Further, the Company maintains an optimal level of liquidity through maximizing cash flows by actively pursuing the collection of its trade receivables and contract receivables, and by controlling the level of operating and capital expenditures. Cash and cash equivalents and restricted cash and investments are invested in highly-liquid interest-bearing investments.

The following are the Company's commitments, contractual maturities and related interest obligations as at September 30, 2017:

	<b>Less than <u>1 year</u></b>	<b>1 to 2 <u>years</u></b>	<b>2 to 3 <u>years</u></b>	<b>3 to 4 <u>years</u></b>	<b>4 to 5 <u>years</u></b>	<b>Beyond <u>5 years</u></b>
Trade and other payables	\$ 79.7	\$ -	\$ -	\$ -	\$ -	\$ -
Income tax payable	68.9	-	-	-	-	-
Obligation under finance leases	3.3	2.4	2.0	1.8	1.0	0.4
Interest payments on finance leases	0.5	0.4	0.3	0.1	-	-
Long-term debt	616.2	15.1	316.0	416.9	310.5	6,368.3
Derivative financial liability	6.3	6.3	6.3	6.3	6.3	107.1
Interest payments on long-term debt	363.3	351.9	351.0	334.5	308.4	4,577.5
	<u>\$ 1,138.2</u>	<u>\$ 376.1</u>	<u>\$ 675.6</u>	<u>\$ 759.6</u>	<u>\$ 626.2</u>	<u>\$ 11,053.3</u>

Interest payments on long-term debt and obligations under finance leases are funded by proceeds from long-term debt and the Company's cash generated from operations.

## Additional Information

### Related Party Transactions

The Company entered into the following transactions with related parties:

(\$ millions)									
Related Party	Relationship	Classification in the Financial Statements	Nature of transaction with the related party	Three-month period ended September 30		Nine-month period ended September 30			
				2017	2016	2017	2016		
Cintra	Parent of shareholder	Operating expenses	Payment for administration costs	\$ 0.2	\$ 0.4	\$ 0.6	\$ 0.9		
SNC-Lavalin Inc.	Parent of shareholder	Property, plant and equipment	Payment for design costs	\$ -	\$ 1.1	\$ 0.2	\$ 1.2		
SNC-Lavalin Inc.	Parent of shareholder	Operating expenses	Payment for administration costs	\$ -	\$ -	\$ 0.1	\$ -		
407 East Development Group	Subsidiary of some parents	Operating expenses	Reimbursement of administration costs	\$ -	\$ (0.1)	\$ -	\$ (0.3)		
Blackbird Infrastructure Group	Subsidiary of some parents	Operating expenses	Reimbursement of administration costs	\$ (0.2)	\$ (0.1)	\$ (0.4)	\$ (0.3)		

Transactions with related parties are measured at their exchange amounts, which is the consideration agreed to by the parties.

Amounts owed to (by) related parties were as follows:

(\$ millions)						
Related Party	Relationship	Classification in the Financial Statements	As at			
			September 30, 2017	December 31, 2016		
SNC-Lavalin Inc.	Parent of shareholder	Trade and other payables	\$ -	\$ 0.8		
Cintra	Parent of shareholder	Trade and other payables	\$ 0.2	\$ 0.2		
Cintra	Parent of shareholder	Trade and other receivables	\$ (0.1)	\$ -		
Blackbird Infrastructure Group	Subsidiary of some parents	Trade and other receivables	\$ (0.2)	\$ (0.1)		

## Overall Outlook

The outlook for 2017 is positive with revenue growth primarily due to higher toll rates, higher traffic volumes and additional revenues from the operations of Highway 407 and the Tolling Services Contract. Management's goals and objectives are focused on driving business growth while containing expenses, maintaining a high level of customer satisfaction, and achieving efficiencies throughout the organization, as well as strengthening Highway 407 ETR's presence in the GTA. As a result, 2017 income before income tax expenses and interest expense is expected to be higher than in 2016.