

The Berkshire Gas Company

Financial Statements (Unaudited)

For the Nine Months Ended September 30, 2024 and 2023

The Berkshire Gas Company

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The Berkshire Gas Company
Statements of Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Operating Revenues	\$ 8,307	\$ 10,851	\$ 62,090	\$ 69,205
Operating Expenses				
Natural gas purchased	462	1,138	17,355	20,202
Operations and maintenance	9,962	7,759	31,832	27,583
Depreciation and amortization	2,550	2,328	7,495	6,940
Taxes other than income taxes, net	1,999	1,861	6,283	5,648
Total Operating Expenses	14,973	13,086	62,965	60,373
Operating Income (Loss)	(6,666)	(2,235)	(875)	8,832
Other income	194	486	765	806
Other deductions	(142)	(73)	(418)	(118)
Interest expense, net of capitalization	(786)	(879)	(2,831)	(2,312)
Income (Loss) Before Income Tax	(7,400)	(2,701)	(3,359)	7,208
Income tax expense (benefit)	(1,866)	(770)	(815)	1,913
Net Income (Loss)	\$ (5,534)	\$ (1,931)	\$ (2,544)	\$ 5,295

**The Berkshire Gas Company
Balance Sheets (Unaudited)**

As of	September 30,	December 31,
(Thousands)	2024	2023
Assets		
Current Assets		
Cash and cash equivalents	\$ 120	\$ 488
Accounts receivable and unbilled revenues, net	3,534	16,812
Accounts receivable from affiliates	467	5
Gas in storage	3,652	3,538
Materials and supplies	3,084	3,344
Income tax receivable	2,905	—
Other current assets	1,357	684
Regulatory assets	16,000	14,396
Total Current Assets	31,119	39,267
Utility plant, at original cost	366,770	349,882
Less accumulated depreciation	(114,564)	(107,271)
Net Utility Plant in Service	252,206	242,611
Construction work in progress	6,706	3,144
Total Utility Plant	258,912	245,755
Operating lease right-of-use assets	94	100
Other property and investments	2,249	2,170
Regulatory and Other Assets		
Regulatory assets	17,680	18,728
Goodwill	51,932	51,932
Other	24	16
Total Regulatory and Other Assets	69,636	70,676
Total Assets	\$ 362,010	\$ 357,968

The Berkshire Gas Company
Balance Sheets (Unaudited)

As of	September 30, 2024	December 31, 2023
(Thousands, except share information)		
Liabilities		
Current Liabilities		
Notes payable to affiliates	\$ 33,650	\$ 17,200
Accounts payable and accrued liabilities	6,782	14,934
Accounts payable to affiliates	4,328	5,371
Interest accrued	635	818
Taxes accrued	1,018	1,692
Operating lease liabilities	8	7
Regulatory liabilities	1,093	463
Other	4,117	4,159
Total Current Liabilities	51,631	44,644
Regulatory and Other Liabilities		
Regulatory liabilities	52,260	51,866
Other Non-current Liabilities		
Deferred income taxes	34,995	32,790
Pension and other postretirement	10,131	12,779
Operating lease liabilities	86	92
Environmental remediation costs	1,572	1,978
Other	1,382	1,333
Total Regulatory and Other Liabilities	100,426	100,838
Non-current debt	59,678	59,642
Total Liabilities	211,735	205,124
Commitments and Contingencies		
Common Stock Equity		
Additional paid-in capital	126,479	126,504
Retained earnings	23,796	26,340
Total Common Stock Equity	150,275	152,844
Total Liabilities and Equity	\$ 362,010	\$ 357,968

The Berkshire Gas Company
Statements of Cash Flows (Unaudited)

Periods Ended September 30,	2024	2023
(Thousands)		
Cash Flow from Operating Activities:		
Net income (loss)	\$ (2,544)	\$ 5,295
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	7,495	6,940
Regulatory assets/liabilities amortization	950	(363)
Regulatory assets/liabilities carrying cost	(526)	(418)
Amortization of debt issuance costs	36	35
Deferred taxes	2,070	2,292
Pension cost	239	594
Stock-based compensation	17	40
Other non-cash items	67	(200)
Changes in operating assets and liabilities:		
Accounts receivable, from affiliates, and unbilled revenues	12,816	14,354
Inventories	146	(253)
Accounts payable, to affiliates, and accrued liabilities	(3,725)	(14,662)
Taxes accrued	(3,633)	(192)
Other assets/liabilities	(713)	(695)
Regulatory assets/liabilities	(4,724)	2,115
Net Cash Provided by Operating Activities	7,971	14,882
Cash Flow from Investing Activities:		
Capital expenditures	(24,938)	(20,222)
Contributions in aid of construction	126	373
Proceeds from sale of utility plant	23	99
Net Cash Used in Investing Activities	(24,789)	(19,750)
Cash Flow from Financing Activities:		
Notes payable to affiliates	16,450	4,200
Net Cash Provided by Financing Activities	16,450	4,200
Net Decrease in Cash and Cash Equivalents	(368)	(668)
Cash and Cash Equivalents, Beginning of Period	488	668
Cash and Cash Equivalents, End of Period	\$ 120	\$ —

The Berkshire Gas Company
Statements of Changes in Common Stock Equity (Unaudited)

(Thousands, except per share amounts)	Number of shares (*)	Common stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total Common Stock Equity
As of December 31, 2022	100	\$ —	\$ 126,506	\$ 17,424	\$ 57	\$ 143,987
Net income	—	—	—	5,295	—	5,295
Stock-based compensation	—	—	(13)	—	—	(13)
As of September 30, 2023	100	\$ —	\$ 126,493	\$ 22,719	\$ 57	\$ 149,269
As of December 31, 2023	100	\$ —	\$ 126,504	\$ 26,340	\$ —	\$ 152,844
Net loss	—	—	—	(2,544)	—	(2,544)
Stock-based compensation	—	—	(25)	—	—	(25)
As of September 30, 2024	100	\$ —	\$ 126,479	\$ 23,796	\$ —	\$ 150,275

(*) Par value of share amounts is \$2.50

**Central Maine Power Company
and Subsidiaries**

**Consolidated Financial Statements (Unaudited)
For the Nine Months Ended September 30, 2024 and 2023**

**Central Maine Power Company
and Subsidiaries**

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**Consolidated Financial Statements (Unaudited)
For the Nine Months Ended September 30, 2024 and 2023**

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Central Maine Power Company and Subsidiaries
Consolidated Statements of Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
(Thousands)	2024	2023	2024	2023
Operating Revenues	\$ 341,973	\$ 410,788	\$ 938,102	\$ 834,401
Operating Expenses				
Electricity purchased	36,950	30,468	98,859	72,278
Operations and maintenance	186,347	246,084	497,675	427,894
Depreciation and amortization	35,094	32,305	102,650	101,849
Taxes other than income taxes, net	19,642	19,828	59,917	60,436
Total Operating Expenses	278,033	328,685	759,101	662,457
Operating Income	63,940	82,103	179,001	171,944
Other income	9,943	5,825	29,955	18,284
Other deductions	(183)	(424)	(363)	(880)
Interest expense, net of capitalization	(17,743)	(16,341)	(52,399)	(50,952)
Income Before Income Tax	55,957	71,163	156,194	138,396
Income tax (benefit) expense	(1,630)	2,129	13,128	13,074
Net Income	57,587	69,034	143,066	125,322
Less: net income attributable to noncontrolling interest	753	954	2,530	2,672
Net Income Attributable to CMP	\$ 56,834	\$ 68,080	\$ 140,536	\$ 122,650

Central Maine Power Company and Subsidiaries
Consolidated Statements of Comprehensive Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
(Thousands)	2024	2023	2024	2023
Net Income	\$ 57,587	\$ 69,034	\$ 143,066	\$ 125,322
Other Comprehensive Income, Net of Tax				
Amortization of pension cost for non-qualified plans, net of income tax	18	18	52	53
Reclassification to net income of loss on settled cash flow treasury hedges, net of income tax	32	33	98	99
Other Comprehensive Income, Net of Tax	50	51	150	152
Comprehensive Income	57,637	69,085	143,216	125,474
Less:				
Comprehensive income attributable to noncontrolling interest	753	954	2,530	2,672
Comprehensive Income Attributable to CMP	\$ 56,884	\$ 68,131	\$ 140,686	\$ 122,802

Central Maine Power Company and Subsidiaries
Consolidated Balance Sheets (Unaudited)

As of	September 30, 2024	December 31, 2023
(Thousands)		
Assets		
Current Assets		
Cash and cash equivalents	\$ 66,620	\$ 52,570
Accounts receivable and unbilled revenues, net	305,216	336,664
Accounts receivable from affiliates	5,730	2,399
Notes receivable from affiliates	246	252
Materials and supplies	86,889	68,495
Prepayments and other current assets	36,528	30,715
Income tax receivable	1,138	3,376
Regulatory assets	278,629	153,887
Total Current Assets	780,996	648,358
Utility plant, at original cost	5,667,878	5,466,800
Less accumulated depreciation	(1,672,845)	(1,588,777)
Net Utility Plant in Service	3,995,033	3,878,023
Construction work in progress	364,165	317,707
Total Utility Plant	4,359,198	4,195,730
Operating lease right-of-use assets	13,362	14,374
Other property and investments	1,069	1,020
Regulatory and Other Assets		
Regulatory assets	623,597	577,482
Goodwill	324,938	324,938
Other	155,014	157,372
Total Regulatory and Other Assets	1,103,549	1,059,792
Total Assets	\$ 6,258,174	\$ 5,919,274

Central Maine Power Company and Subsidiaries
Consolidated Balance Sheets (Unaudited)

As of	September 30, 2024	December 31, 2023
(Thousands, except share information)		
Liabilities		
Current Liabilities		
Current portion of debt	\$ 64,433	\$ —
Notes payable to affiliates	263,400	54,400
Accounts payable and accrued liabilities	357,165	448,582
Accounts payable to affiliates	29,837	41,385
Interest accrued	13,860	18,747
Taxes accrued	13,984	3,399
Operating lease liabilities	1,058	1,117
Other current liabilities	119,418	125,844
Regulatory liabilities	11,942	80,048
Total Current Liabilities	875,097	773,522
Regulatory and Other Liabilities		
Regulatory liabilities	284,807	307,999
Other Non-current liabilities		
Deferred income taxes	837,311	773,650
Pension and other postretirement	73,048	77,595
Operating lease liabilities	13,971	14,764
Other	141,834	143,435
Total Regulatory and Other Liabilities	1,350,971	1,317,443
Non-current debt	1,345,701	1,410,241
Total Liabilities	3,571,769	3,501,206
Commitments and Contingencies		
Redeemable Preferred Stock	571	571
CMP Common Stock Equity		
Common stock (\$5 par value, 80,000,000 shares authorized and 31,211,471 shares outstanding at September 30, 2024 and December 31, 2023)	156,057	156,057
Additional paid-in capital	1,327,287	1,202,132
Retained earnings	1,161,135	1,020,633
Accumulated other comprehensive loss	(2,907)	(3,057)
Total CMP Common Stock Equity	2,641,572	2,375,765
Noncontrolling interest	44,262	41,732
Total Equity	2,685,834	2,417,497
Total Liabilities and Equity	\$ 6,258,174	\$ 5,919,274

Central Maine Power Company and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)

Periods Ended September 30,	2024	2023
(Thousands)		
Cash Flow from Operating Activities:		
Net income	\$ 143,066	\$ 125,322
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	102,650	101,849
Regulatory assets/liabilities amortization	27,470	36,605
Regulatory assets/liabilities carrying cost	(12,257)	(409)
Amortization of debt issuance costs	487	433
Deferred taxes	24,792	14,725
Pension cost	(3,233)	(1,988)
Stock-based compensation	470	80
Gain on disposal of assets	(555)	(575)
Other non-cash items	(7,082)	(3,404)
Changes in operating assets and liabilities:		
Accounts receivable, from affiliates, and unbilled revenues	28,117	30,700
Inventories	(18,394)	(19,870)
Accounts payable, to affiliates, and accrued liabilities	(127,366)	(104,860)
Taxes accrued	12,824	15,258
Other assets/liabilities	24,909	47,107
Regulatory assets/liabilities	(286,914)	(206,937)
Net Cash (Used in) Provided by Operating Activities	(91,016)	34,036
Cash Flow from Investing Activities:		
Utility plant additions	(284,254)	(250,626)
Contributions in aid of construction	54,790	63,811
Notes receivable from affiliates	6	4
Proceeds from sale of utility plant	561	1,688
Net Cash Used in Investing Activities	(228,897)	(185,123)
Cash Flow from Financing Activities:		
Repayments of finance leases	(11)	(10)
Notes payable to affiliates	209,000	(10,300)
Capital contribution	125,000	175,000
Dividends paid	(26)	(34)
Net Cash Provided by Financing Activities	333,963	164,656
Net Increase in Cash and Cash Equivalents	14,050	13,569
Cash and Cash Equivalents, Beginning of Period	52,570	28,463
Cash and Cash Equivalents, End of Period	\$ 66,620	\$ 42,032

Central Maine Power Company and Subsidiaries
Consolidated Statements of Changes in Equity (Unaudited)

(Thousands, except per share amounts)	CMP Stockholder					Total CMP Common Stock Equity	Non- controlling Interest	Total Common Stock Equity
	Number of shares (*)	Common stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss			
As of December 31, 2022	31,211,471	\$ 156,057	\$ 1,027,439	\$ 977,063	\$ (3,216)	\$ 2,157,343	\$ 38,444	\$ 2,195,787
Net income	—	—	—	122,650	—	122,650	2,672	125,322
Other comprehensive income, net of tax	—	—	—	—	152	152	—	152
Comprehensive income								125,474
Stock-based compensation	—	—	(326)	—	—	(326)	—	(326)
Capital contribution from parent	—	—	175,000	—	—	175,000	—	175,000
Preferred stock dividends	—	—	—	(34)	—	(34)	—	(34)
As of September 30, 2023	31,211,471	\$ 156,057	\$ 1,202,113	\$ 1,099,679	\$ (3,064)	\$ 2,454,785	\$ 41,116	\$ 2,495,901
As of December 31, 2023	31,211,471	\$ 156,057	\$ 1,202,132	\$ 1,020,633	\$ (3,057)	\$ 2,375,765	\$ 41,732	\$ 2,417,497
Net income	—	—	—	140,536	—	140,536	2,530	143,066
Other comprehensive income, net of tax	—	—	—	—	150	150	—	150
Comprehensive income								143,216
Stock-based compensation	—	—	155	—	—	155	—	155
Capital contribution from parent	—	—	125,000	—	—	125,000	—	125,000
Preferred stock dividends	—	—	—	(34)	—	(34)	—	(34)
As of September 30, 2024	31,211,471	\$ 156,057	\$ 1,327,287	\$ 1,161,135	\$ (2,907)	\$ 2,641,572	\$ 44,262	\$ 2,685,834

(*) Par value of share amounts is \$5

Connecticut Natural Gas Corporation

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Connecticut Natural Gas Corporation

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Connecticut Natural Gas Corporation
Statements of Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Operating Revenues	\$ 55,755	\$ 54,756	\$ 304,396	\$ 308,855
Operating Expenses				
Natural gas purchased	13,305	13,776	122,565	139,085
Operations and maintenance	23,667	23,070	75,464	77,359
Depreciation and amortization	13,182	12,506	39,069	37,170
Taxes other than income taxes, net	6,016	5,659	23,896	23,973
Total Operating Expenses	56,170	55,011	260,994	277,587
Operating Income (Loss)	(415)	(255)	43,402	31,268
Other income	1,097	713	3,361	2,220
Other deductions	5	198	762	731
Interest expense, net of capitalization	(3,292)	(2,388)	(10,085)	(7,444)
Income (Loss) Before Income Tax	(2,605)	(1,732)	37,440	26,775
Income tax expense (benefit)	(563)	179	8,010	6,211
Net Income (Loss)	\$ (2,042)	\$ (1,911)	\$ 29,430	\$ 20,564

Connecticut Natural Gas Corporation
Statements of Comprehensive Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Net Income (Loss)	\$ (2,042)	\$ (1,911)	\$ 29,430	\$ 20,564
Other Comprehensive Loss, Net of Tax				
Amortization of pension cost for non-qualified plans, net of income tax	—	(3)	(2)	(8)
Other Comprehensive Loss, Net of Tax	—	(3)	(2)	(8)
Comprehensive Income (Loss)	\$ (2,042)	\$ (1,914)	\$ 29,428	\$ 20,556

Connecticut Natural Gas Corporation
Balance Sheets (Unaudited)

As of	September 30,	December 31,
(Thousands)	2024	2023
Assets		
Current Assets		
Cash and cash equivalents	\$ 409	\$ 421
Accounts receivable and unbilled revenues, net	74,364	107,260
Accounts receivable from affiliates	1,071	154
Notes receivable from affiliates	19,250	26,600
Gas in storage	36,473	41,998
Materials and supplies	5,546	5,603
Income tax receivable	10,899	—
Other current assets	7,689	4,130
Regulatory assets	61,088	50,255
Total Current Assets	216,789	236,421
Utility plant, at original cost	1,329,986	1,271,264
Less accumulated depreciation	(457,786)	(424,187)
Net Utility Plant in Service	872,200	847,077
Construction work in progress	23,935	21,284
Total Utility Plant	896,135	868,361
Operating lease right-of-use assets	2,941	2,746
Other property and investments	701	727
Regulatory and Other Assets		
Regulatory assets	79,848	75,711
Goodwill	79,341	79,341
Other	335	188
Total Regulatory and Other Assets	159,524	155,240
Total Assets	\$ 1,276,090	\$ 1,263,495

Connecticut Natural Gas Corporation
Balance Sheets (Unaudited)

As of	September 30, 2024	December 31, 2023
(Thousands, except share information)		
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 33,534	\$ 63,158
Accounts payable to affiliates	16,125	19,077
Interest accrued	3,343	2,674
Taxes accrued	3,347	8,702
Operating lease liabilities	547	429
Regulatory liabilities	7,130	5,386
Other	18,797	18,538
Total Current Liabilities	82,823	117,964
Regulatory and Other Liabilities		
Regulatory liabilities	322,399	309,536
Other Non-current Liabilities		
Deferred income taxes	67,442	56,111
Pension and other postretirement	56,490	62,813
Operating lease liabilities	2,661	2,364
Asset retirement obligation	6,140	6,140
Other	1,530	1,448
Total Regulatory and Other Liabilities	456,662	438,412
Non-current debt	244,044	243,923
Total Liabilities	783,529	800,299
Commitments and Contingencies		
Preferred Stock	340	340
Common Stock Equity		
Common stock (\$3.125 par value, 20,000,000 shares authorized and 10,634,496 shares outstanding at September 30, 2024 and December 31, 2023)	33,233	33,233
Additional paid-in capital	396,722	396,758
Retained earnings	62,575	33,172
Accumulated other comprehensive loss	(309)	(307)
Total Common Stock Equity	492,221	462,856
Total Liabilities and Equity	\$ 1,276,090	\$ 1,263,495

Connecticut Natural Gas Corporation
Statements of Cash Flows (Unaudited)

Periods Ended September 30,	2024	2023
(Thousands)		
Cash Flow from Operating Activities:		
Net income	\$ 29,430	\$ 20,564
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	39,069	37,170
Regulatory assets/liabilities amortization	7,230	13,859
Regulatory assets/liabilities carrying cost	498	(2)
Amortization of debt issuance costs	121	99
Deferred taxes	10,030	6,781
Pension cost	(145)	147
Stock-based compensation	8	19
Gain on disposal of assets	(3)	(39)
Other non-cash items	712	443
Changes in operating assets and liabilities:		
Accounts receivable, from affiliates, and unbilled revenues	31,979	70,664
Inventories	5,582	12,036
Accounts payable, to affiliates, and accrued liabilities	(25,707)	(73,945)
Taxes accrued	(16,254)	(15,022)
Other assets/liabilities	(1,329)	2,903
Regulatory assets/liabilities	(29,207)	(89)
Net Cash Provided by Operating Activities	52,014	75,588
Cash Flow from Investing Activities:		
Capital expenditures	(61,290)	(42,908)
Contributions in aid of construction	1,928	1,374
Proceeds from sale of utility plant	6	96
Notes receivable from affiliates	7,350	(9,750)
Net Cash Used in Investing Activities	(52,006)	(51,188)
Cash Flow from Financing Activities:		
Notes payable to affiliates	—	(25,450)
Dividends paid	(20)	(20)
Net Cash Used in Financing Activities	(20)	(25,470)
Net Decrease in Cash and Cash Equivalents	(12)	(1,070)
Cash and Cash Equivalents, Beginning of Period	421	1,070
Cash and Cash Equivalents, End of Period	\$ 409	\$ —

Connecticut Natural Gas Corporation
Statements of Changes in Common Stock Equity (Unaudited)

(Thousands, except per share amounts)	Number of shares (*)	Common stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Total Common Stock Equity
As of December 31, 2022	10,634,496	\$ 33,233	\$ 396,791	\$ 39,008	\$ (248)	\$ 468,784
Net income	—	—	—	20,564	—	20,564
Other comprehensive loss, net of tax	—	—	—	—	(8)	(8)
Comprehensive income						20,556
Stock-based compensation	—	—	(38)	—	—	(38)
Preferred stock dividends	—	—	—	(20)	—	(20)
As of September 30, 2023	10,634,496	\$ 33,233	\$ 396,753	\$ 59,552	\$ (256)	\$ 489,282
As of December 31, 2023	10,634,496	\$ 33,233	\$ 396,758	\$ 33,172	\$ (307)	\$ 462,856
Net income	—	—	—	29,430	—	29,430
Other comprehensive loss, net of tax	—	—	—	—	(2)	(2)
Comprehensive income						29,428
Stock-based compensation	—	—	(36)	—	—	(36)
Preferred stock dividends	—	—	—	(27)	—	(27)
As of September 30, 2024	10,634,496	\$ 33,233	\$ 396,722	\$ 62,575	\$ (309)	\$ 492,221

(*) Par value of share amounts is \$3.125

Rochester Gas and Electric Corporation

Financial Statements (Unaudited)

For the Nine Months Ended September 30, 2024 and 2023

Rochester Gas and Electric Corporation

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Rochester Gas and Electric Corporation
Statements of Income (Unaudited)

Periods ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Operating Revenues	\$ 294,351	\$ 252,158	\$ 917,839	\$ 848,778
Operating Expenses				
Electricity purchased	58,525	53,326	146,848	133,768
Natural gas purchased	4,895	4,228	61,954	90,311
Operations and maintenance	103,405	97,500	313,858	302,684
Depreciation and amortization	35,955	32,903	104,932	97,888
Taxes other than income taxes, net	40,938	44,565	121,362	120,995
Total Operating Expenses	243,718	232,522	748,954	745,646
Operating Income	50,633	19,636	168,885	103,132
Other income	7,735	6,627	21,930	16,496
Other deductions	(2,107)	(161)	(3,652)	(929)
Interest expense, net of capitalization	(16,912)	(15,879)	(49,843)	(41,630)
Income Before Tax	39,349	10,223	137,320	77,069
Income tax expense	7,532	3,147	30,142	18,053
Net Income	\$ 31,817	\$ 7,076	\$ 107,178	\$ 59,016

Rochester Gas and Electric Corporation
Statements of Comprehensive Income (Unaudited)

Periods ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Net Income	\$ 31,817	\$ 7,076	\$ 107,178	\$ 59,016
Other Comprehensive Income, Net of Tax				
Amortization of pension cost for non-qualified plans, net of income tax	69	59	209	177
Reclassification to net income of loss on settled cash flow treasury hedges, net of income tax	680	679	2,038	2,037
Other Comprehensive Income, Net of Tax	749	738	2,247	2,214
Comprehensive Income	\$ 32,566	\$ 7,814	\$ 109,425	\$ 61,230

Rochester Gas and Electric Corporation
Balance Sheets (Unaudited)

As of	September 30, 2024	December 31, 2023
(Thousands)		
Assets		
Current Assets		
Cash and cash equivalents	\$ 1,764	\$ 197
Accounts receivable and unbilled revenues, net	198,030	210,138
Accounts receivable from affiliates	2,783	2,858
Fuel and gas in storage	12,451	10,453
Materials and supplies	25,412	26,745
Broker margin accounts	7,849	6,985
Income tax receivable	6,431	825
Prepaid property taxes	74,821	43,637
Regulatory assets	88,812	105,460
Other current assets	17,644	13,853
Total Current Assets	435,997	421,151
Utility plant, at original cost	5,558,492	5,381,423
Less accumulated depreciation	(1,453,101)	(1,384,955)
Net Utility Plant in Service	4,105,391	3,996,468
Construction work in progress	465,525	409,669
Total Utility Plant	4,570,916	4,406,137
Operating lease right-of-use assets	16,224	1,372
Regulatory and Other Assets		
Regulatory assets	538,704	488,461
Other	41,090	42,749
Total Regulatory and Other Assets	579,794	531,210
Total Assets	\$ 5,602,931	\$ 5,359,870

Rochester Gas and Electric Corporation
Balance Sheets (Unaudited)

As of	September 30, 2024	December 31, 2023
(Thousands, except share information)		
Liabilities		
Current Liabilities		
Current portion of debt	\$ 150,504	\$ —
Notes payable to affiliates	32,851	17,100
Accounts payable and accrued liabilities	218,362	202,636
Accounts payable to affiliates	46,265	58,427
Interest accrued	20,684	9,192
Taxes accrued	4,106	2,199
Operating lease liabilities	1,352	1,878
Environmental remediation costs	9,811	17,767
Regulatory liabilities	48,082	79,101
Other	66,118	73,025
Total Current Liabilities	598,135	461,325
Regulatory and Other Liabilities		
Regulatory liabilities	511,869	528,741
Other Non-current Liabilities		
Deferred income taxes	572,423	524,937
Nuclear plant obligations	143,841	138,182
Pension and other postretirement	94,210	98,117
Operating lease liabilities	16,437	1,274
Asset retirement obligations	2,292	2,206
Environmental remediation costs	64,122	62,834
Other	27,827	28,758
Total Regulatory and Other Liabilities	1,433,021	1,385,049
Non-current debt	1,587,036	1,738,065
Total Liabilities	3,618,192	3,584,439
Commitments and Contingencies		
Common Stock Equity		
Common stock (\$5 par value, 50,000,000 shares authorized, 38,885,813 shares outstanding at September 30, 2024 and December 31, 2023)	194,429	194,429
Additional paid-in capital	1,405,435	1,305,552
Retained earnings	527,809	420,631
Accumulated other comprehensive loss	(25,696)	(27,943)
Treasury stock, at cost (4,379,300 shares at September 30, 2024 and December 31, 2023)	(117,238)	(117,238)
Total Common Stock Equity	1,984,739	1,775,431
Total Liabilities and Equity	\$ 5,602,931	\$ 5,359,870

Rochester Gas and Electric Corporation
Statements of Cash Flows (Unaudited)

Periods ended September 30,	2024	2023
(Thousands)		
Cash Flow From Operating Activities:		
Net income	\$ 107,178	\$ 59,016
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	104,932	97,888
Regulatory assets/liabilities amortization	(31,751)	(27,875)
Regulatory assets/liabilities carrying cost	(4,470)	643
Amortization of debt issuance costs	1,400	1,180
Deferred taxes	38,153	26,785
Pension cost	3,248	(677)
Accretion expenses	87	91
Gain on disposal of assets	(256)	208
Other non-cash items	(12,157)	(7,895)
Changes in operating assets and liabilities:		
Accounts receivable, from affiliates, and unbilled revenues	12,183	36,204
Inventories	(665)	17,180
Accounts payable, to affiliates, and accrued liabilities	27,037	(48,497)
Taxes accrued	(3,699)	(19,619)
Other assets/liabilities	(26,722)	(9,920)
Regulatory assets/liabilities	(53,731)	(82,612)
Net Cash Provided by Operating Activities	160,767	42,100
Cash Flow From Investing Activities:		
Capital expenditures	(280,554)	(308,311)
Contributions in aid of construction	6,360	6,173
Proceeds from sale of utility plant	1,290	26,412
Net Cash Used in Investing Activities	(272,904)	(275,726)
Cash Flow From Financing Activities:		
Repayments of finance leases	(2,047)	(2,978)
Notes payable to affiliates	15,751	11,600
Capital contributions	100,000	225,000
Net Cash Provided by Financing Activities	113,704	233,622
Net Increase (Decrease) in Cash and Cash Equivalents	1,567	(4)
Cash and Cash Equivalents, Beginning of Period	197	4
Cash and Cash Equivalents, End of Period	\$ 1,764	\$ —

Rochester Gas and Electric Corporation
Statements of Changes in Common Stock Equity (Unaudited)

(Thousands, except per share amounts)	Number of shares (*)	Common stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Common Stock Equity
Balance, December 31, 2022	38,885,813	\$ 194,429	\$ 1,080,703	\$ 376,434	\$ (30,977)	\$ (117,238)	\$ 1,503,351
Net income	—	—	—	59,016	—	—	59,016
Other comprehensive income, net of tax	—	—	—	—	2,214	—	2,214
Comprehensive income							61,230
Stock-based compensation	—	—	(151)	—	—	—	(151)
Capital contributions	—	—	225,000	—	—	—	225,000
Balance, September 30, 2023	38,885,813	\$ 194,429	\$ 1,305,552	\$ 435,450	\$ (28,763)	\$ (117,238)	\$ 1,789,430
Balance, December 31, 2023	38,885,813	\$ 194,429	\$ 1,305,552	\$ 420,631	\$ (27,943)	\$ (117,238)	\$ 1,775,431
Net income	—	—	—	107,178	—	—	107,178
Other comprehensive income, net of tax	—	—	—	—	2,247	—	2,247
Comprehensive income							109,425
Stock-based compensation	—	—	(117)	—	—	—	(117)
Capital contributions	—	—	100,000	—	—	—	100,000
Balance, September 30, 2024	38,885,813	\$ 194,429	\$ 1,405,435	\$ 527,809	\$ (25,696)	\$ (117,238)	\$ 1,984,739

(*) Par value of share amounts is \$5

New York State Electric & Gas Corporation

Financial Statements (Unaudited)

For the Nine Months Ended September 30, 2024 and 2023

New York State Electric & Gas Corporation

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New York State Electric & Gas Corporation
Statements of Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Operating Revenues	\$ 562,828	\$ 463,630	\$ 1,733,712	\$ 1,525,901
Operating Expenses				
Electricity purchased	150,670	140,805	421,658	392,961
Natural gas purchased	5,953	5,484	58,754	96,270
Operations and maintenance	241,349	226,575	715,468	671,610
Depreciation and amortization	59,149	52,351	171,959	156,237
Taxes other than income taxes, net	46,444	40,933	134,994	126,031
Total Operating Expenses	503,565	466,148	1,502,833	1,443,109
Operating Income (Loss)	59,263	(2,518)	230,879	82,792
Other income	21,299	17,128	53,484	41,681
Other deductions	2,384	2,020	6,118	8,457
Interest expense, net of capitalization	(29,400)	(24,161)	(81,177)	(63,109)
Income (Loss) Before Income Tax	53,546	(7,531)	209,304	69,821
Income tax expense	10,289	1,384	42,684	14,869
Net Income (Loss)	\$ 43,257	\$ (8,915)	\$ 166,620	\$ 54,952

New York State Electric & Gas Corporation
Statements of Comprehensive Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Net Income (Loss)	\$ 43,257	\$ (8,915)	\$ 166,620	\$ 54,952
Other Comprehensive (Loss) Income, Net of Tax				
Amortization of pension cost for non-qualified plans, net of income tax	(14)	(8)	(41)	(26)
Reclassification to net income of loss on settled cash flow treasury hedges, net of income tax	—	—	—	227
Other Comprehensive (Loss) Income, Net of Tax	(14)	(8)	(41)	201
Comprehensive Income (Loss)	\$ 43,243	\$ (8,923)	\$ 166,579	\$ 55,153

New York State Electric & Gas Corporation
Balance Sheets (Unaudited)

As of	September 30,	December 31,
(Thousands)	2024	2023
Assets		
Current Assets		
Cash and cash equivalents	\$ 30,550	\$ 6,101
Accounts receivable and unbilled revenues, net	320,379	348,556
Accounts receivable from affiliates	2,214	4,900
Notes receivable from affiliates	95,801	—
Fuel and natural gas in storage, at average cost	22,957	19,022
Materials and supplies	51,177	47,037
Broker margin accounts	13,122	12,039
Income tax receivable	12,413	—
Prepaid property taxes	54,873	38,757
Other current assets	25,492	19,695
Regulatory assets	243,529	204,332
Total Current Assets	872,507	700,439
Utility plant, at original cost	8,940,223	8,528,387
Less accumulated depreciation	(2,558,496)	(2,490,347)
Net Utility Plant in Service	6,381,727	6,038,040
Construction work in progress	1,019,334	882,447
Total Utility Plant	7,401,061	6,920,487
Operating lease right-of-use assets	7,417	8,202
Other property and investments	9,433	8,779
Regulatory and Other Assets		
Regulatory assets	1,287,141	1,050,289
Other	33,823	40,526
Total Regulatory and Other Assets	1,320,964	1,090,815
Total Assets	\$ 9,611,382	\$ 8,728,722

New York State Electric & Gas Corporation
Balance Sheets (Unaudited)

As of	September 30, 2024	December 31, 2023
(Thousands, except share information)		
Liabilities		
Current Liabilities		
Current portion of long-term debt	\$ —	\$ 9,603
Notes payable to affiliates	—	83,300
Accounts payable and accrued liabilities	488,587	565,373
Accounts payable to affiliates	34,025	120,564
Interest accrued	28,538	29,288
Taxes accrued	12,384	9,712
Operating lease liabilities	1,316	1,237
Environmental remediation costs	8,153	6,061
Customer deposits	11,442	13,858
Regulatory liabilities	60,533	75,587
Other	83,592	110,600
Total Current Liabilities	728,570	1,025,183
Regulatory and Other Liabilities		
Regulatory liabilities	874,471	917,132
Other Non-current Liabilities		
Deferred income taxes	951,070	853,843
Pension and other postretirement	107,725	119,885
Operating lease liabilities	7,377	8,034
Asset retirement obligation	11,512	11,078
Environmental remediation costs	49,508	53,233
Other	25,880	24,119
Total Regulatory and Other Liabilities	2,027,543	1,987,324
Non-current debt	3,397,624	2,875,190
Total Liabilities	6,153,737	5,887,697
Commitments and Contingencies		
Common Stock Equity		
Common stock (\$6.66 2/3 par value, 90,000,000 shares authorized and 64,508,477 shares outstanding at September 30, 2024 and December 31, 2023)	430,057	430,057
Additional paid-in capital	2,379,183	1,929,142
Retained earnings	649,015	482,395
Accumulated other comprehensive loss	(610)	(569)
Total Common Stock Equity	3,457,645	2,841,025
Total Liabilities and Equity	\$ 9,611,382	\$ 8,728,722

New York State Electric & Gas Corporation
Statements of Cash Flows (Unaudited)

Periods Ended September 30,	2024	2023
(Thousands)		
Cash Flow from Operating Activities:		
Net income	\$ 166,620	\$ 54,952
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	171,959	156,237
Regulatory assets/liabilities amortization	45,347	5,087
Regulatory assets/liabilities carrying cost	(19,054)	(8,834)
Amortization of debt issuance costs	1,681	2,261
Deferred taxes	77,395	34,929
Pension cost	(5,932)	(10,736)
Stock-based compensation	285	(15)
Accretion expenses	433	444
Gain on disposal of assets	(198)	(849)
Other non-cash items	(48,201)	(63,530)
Changes in operating assets and liabilities:		
Accounts receivable, from affiliates, and unbilled revenues	30,863	77,090
Inventories	(8,075)	24,439
Accounts payable, to affiliates, and accrued liabilities	(100,500)	(118,943)
Taxes accrued	(9,741)	(7,168)
Other assets/liabilities	(24,849)	10,424
Regulatory assets/liabilities	(354,832)	(150,867)
Net Cash (Used in) Provided by Operating Activities	(76,799)	4,921
Cash Flow from Investing Activities:		
Capital expenditures	(719,742)	(617,871)
Contributions in aid of construction	32,172	23,422
Proceeds from sale of utility plant	9,806	3,251
Notes receivable from affiliates	(95,801)	(65,600)
Net Cash Used in Investing Activities	(773,565)	(656,798)
Cash Flow from Financing Activities:		
Non-current debt issuance	520,284	841,791
Repayments of non-current debt	(12,000)	(300,000)
Repayments of finance leases	(171)	(79)
Notes payable to affiliates	(83,300)	(89,800)
Capital contributions	450,000	400,000
Dividends paid	—	(200,000)
Net Cash Provided by Financing Activities	874,813	651,912
Net Increase in Cash and Cash Equivalents	24,449	35
Cash and Cash Equivalents, Beginning of Period	6,101	1
Cash and Cash Equivalents, End of Period	\$ 30,550	\$ 36

New York State Electric & Gas Corporation
Statements of Changes in Common Stock Equity (Unaudited)

(Thousands, except per share amounts)	Number of Shares (*)	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Common Stock Equity
As of December 31, 2022	64,508,477 \$	430,057 \$	1,529,469 \$	470,160 \$	(820) \$	2,428,866
Net income	—	—	—	54,952	—	54,952
Other comprehensive income, net of tax	—	—	—	—	201	201
Comprehensive income						55,153
Stock-based compensation	—	—	(327)	—	—	(327)
Common stock dividends	—	—	—	(200,000)	—	(200,000)
Capital contributions	—	—	400,000	—	—	400,000
As of September 30, 2023	64,508,477 \$	430,057 \$	1,929,142 \$	325,112 \$	(619) \$	2,683,692
As of December 31, 2023	64,508,477 \$	430,057 \$	1,929,142 \$	482,395 \$	(569) \$	2,841,025
Net income	—	—	—	166,620	—	166,620
Other comprehensive loss, net of tax	—	—	—	—	(41)	(41)
Comprehensive income						166,579
Stock-based compensation	—	—	41	—	—	41
Capital contributions	—	—	450,000	—	—	450,000
As of September 30, 2024	64,508,477 \$	430,057 \$	2,379,183 \$	649,015 \$	(610) \$	3,457,645

(*) Par value of share amounts is 6.66 2/3

The Southern Connecticut Gas Company

**Consolidated Financial Statements (Unaudited)
For the Nine Months Ended September 30, 2024 and 2023**

The Southern Connecticut Gas Company

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The Southern Connecticut Gas Company
Consolidated Statements of Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Operating Revenues	\$ 60,847	\$ 58,105	\$ 300,336	\$ 310,532
Operating Expenses				
Natural gas purchased	13,972	12,140	115,635	138,575
Operations and maintenance	26,080	22,299	78,929	72,434
Depreciation and amortization	11,519	10,684	34,295	31,614
Taxes other than income taxes, net	7,314	6,098	27,403	25,712
Total Operating Expenses	58,885	51,221	256,262	268,335
Operating Income	1,962	6,884	44,074	42,197
Other income	1,337	770	3,434	2,544
Other deductions	(419)	(1,353)	(2,963)	(2,130)
Interest expense, net of capitalization	(5,993)	(4,746)	(17,642)	(14,047)
Income (Loss) Before Income Tax	(3,113)	1,555	26,903	28,564
Income tax expense (benefit)	(206)	610	4,719	5,306
Net Income (Loss)	(2,907)	945	22,184	23,258
Less: net income attributable to noncontrolling interest	164	804	2,516	2,689
Net Income (Loss) Attributable to SCG	\$ (3,071)	\$ 141	\$ 19,668	\$ 20,569

The Southern Connecticut Gas Company
Consolidated Statements of Comprehensive Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Net Income (Loss)	\$ (2,907)	\$ 945	\$ 22,184	\$ 23,258
Other Comprehensive Income, Net of Tax				
Amortization of pension cost for non-qualified plans, net of income tax	10	4	28	12
Other Comprehensive Income, Net of Tax	10	4	28	12
Comprehensive Income (Loss)	(2,897)	949	22,212	23,270
Less: Comprehensive income attributable to noncontrolling interest	164	804	2,516	2,689
Comprehensive Income (Loss) Attributable to SCG	\$ (3,061)	\$ 145	\$ 19,696	\$ 20,581

The Southern Connecticut Gas Company
Consolidated Balance Sheets (Unaudited)

As of	September 30,	December 31,
(Thousands)	2024	2023
Assets		
Current Assets		
Cash and cash equivalents	\$ 682	\$ 380
Accounts receivable and unbilled revenues, net	69,621	103,015
Accounts receivable from affiliates	1,396	648
Notes receivable from affiliates	4,186	15,259
Gas in storage	40,610	45,886
Materials and supplies	4,202	4,400
Income tax receivable	9,057	—
Other current assets	8,242	4,047
Regulatory assets	63,153	48,064
Total Current Assets	201,149	221,699
Utility plant, at original cost	1,514,205	1,435,400
Less accumulated depreciation	(434,222)	(403,611)
Net Utility Plant in Service	1,079,983	1,031,789
Construction work in progress	28,803	26,905
Total Utility Plant	1,108,786	1,058,694
Operating lease right-of-use assets	10,741	11,256
Other property and investments	11,439	10,396
Regulatory and Other Assets		
Regulatory assets	168,770	163,696
Goodwill	134,931	134,931
Other	479	372
Total Regulatory and Other Assets	304,180	298,999
Total Assets	\$ 1,636,295	\$ 1,601,044

The Southern Connecticut Gas Company
Consolidated Balance Sheets (Unaudited)

As of	September 30, 2024	December 31, 2023
(Thousands, except share information)		
Liabilities		
Current Liabilities		
Notes payable to affiliates	\$ 11,584	\$ 2,087
Accounts payable and accrued liabilities	36,889	71,892
Accounts payable to affiliates	18,070	20,927
Interest accrued	3,697	4,096
Taxes accrued	2,466	12,324
Operating lease liabilities	973	904
Regulatory liabilities	8,435	6,279
Other	23,565	21,794
Total Current Liabilities	105,679	140,303
Regulatory and Other Liabilities		
Regulatory liabilities	256,600	245,911
Other Non-current Liabilities		
Deferred income taxes	125,591	109,708
Pension and other postretirement	44,694	48,122
Operating lease liabilities	10,814	11,364
Asset retirement obligation	12,907	12,907
Environmental remediation costs	59,950	60,624
Other	6,807	7,071
Total Regulatory and Other Liabilities	517,363	495,707
Non-current debt	394,350	364,471
Total Liabilities	1,017,392	1,000,481
Commitments and Contingencies		
Common Stock Equity		
Common stock (\$13.33 par value, 2,650,000 shares authorized and 1,407,072 shares outstanding at September 30, 2024 and December 31, 2023)	18,761	18,761
Additional paid-in capital	472,737	472,737
Retained earnings	90,990	71,322
Accumulated other comprehensive loss	(5,342)	(5,370)
Total SCG Common Stock Equity	577,146	557,450
Noncontrolling interest	41,757	43,113
Total Equity	618,903	600,563
Total Liabilities and Equity	\$ 1,636,295	\$ 1,601,044

The Southern Connecticut Gas Company
Consolidated Statements of Cash Flows (Unaudited)

Periods Ended September 30,	2024	2023
(Thousands)		
Cash Flow from Operating Activities:		
Net income	\$ 22,184	\$ 23,258
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	34,295	31,614
Regulatory assets/liabilities amortization	9,558	10,645
Regulatory assets/liabilities carrying cost	3,796	2,989
Amortization of debt issuance costs	(126)	(147)
Deferred taxes	12,960	7,604
Pension cost	889	1,705
Gain on disposal of assets	(48)	(76)
Other non-cash items	(377)	407
Changes in operating assets and liabilities:		
Accounts receivable, from affiliates, and unbilled revenues	32,646	63,277
Inventories	5,474	10,529
Accounts payable, to affiliates, and accrued liabilities	(25,335)	(65,361)
Taxes accrued	(18,915)	(13,934)
Other assets/liabilities	(1,913)	147
Regulatory assets/liabilities	(29,241)	(5,885)
Net Cash Provided by Operating Activities	45,847	66,772
Cash Flow from Investing Activities:		
Capital expenditures	(94,736)	(71,942)
Contributions in aid of construction	2,396	2,532
Proceeds from sale of utility plant	97	116
Notes receivable from affiliates	11,073	(4,204)
Net Cash Used in Investing Activities	(81,170)	(73,498)
Cash Flow from Financing Activities:		
Non-current debt issuance	30,000	—
Notes payable to affiliates	9,497	(4,533)
Capital contributions	—	10,000
Contributions from noncontrolling interest	2,087	—
Payment of noncontrolling interest dividend	(5,959)	—
Net Cash Provided by Financing Activities	35,625	5,467
Net Increase (Decrease) in Cash and Cash Equivalents	302	(1,259)
Cash and Cash Equivalents, Beginning of Period	380	1,259
Cash and Cash Equivalents, End of Period	\$ 682	\$ —

The Southern Connecticut Gas Company
Consolidated Statements of Changes in Common Stock Equity (Unaudited)

(Thousands, except per share amounts)	Number of Shares (*)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interest	Total Common Stock Equity
As of December 31, 2022	1,407,072	\$ 18,761	\$ 462,737	\$ 62,315	\$ (5,216)	\$ 40,440	\$ 579,037
Net income	—	—	—	20,569	—	—	20,569
Other comprehensive income, net of tax	—	—	—	—	12	—	12
Comprehensive income							20,581
Net income attributable to noncontrolling interest	—	—	—	—	—	2,689	2,689
Capital contributions	—	—	10,000	—	—	—	10,000
As of September 30, 2023	1,407,072	\$ 18,761	\$ 472,737	\$ 82,884	\$ (5,204)	\$ 43,129	\$ 612,307
As of December 31, 2023	1,407,072	\$ 18,761	\$ 472,737	\$ 71,322	\$ (5,370)	\$ 43,113	\$ 600,563
Net income	—	—	—	19,668	—	—	19,668
Other comprehensive income, net of tax	—	—	—	—	28	—	28
Comprehensive income							19,696
Net income attributable to noncontrolling interest	—	—	—	—	—	2,516	2,516
Payment of noncontrolling interest dividend	—	—	—	—	—	(5,959)	(5,959)
Contributions from noncontrolling interest	—	—	—	—	—	2,087	2,087
As of September 30, 2024	1,407,072	\$ 18,761	\$ 472,737	\$ 90,990	\$ (5,342)	\$ 41,757	\$ 618,903

(*) Par value of share amounts is \$13.33

The United Illuminating Company

Financial Statements (Unaudited)

For the Nine Months Ended September 30, 2024 and 2023

The United Illuminating Company

Index

Financial Statements (Unaudited)

For the Nine Months Ended September 30, 2024 and 2023

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The United Illuminating Company
Statements of Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Operating Revenues	\$ 352,408	\$ 335,108	\$ 1,012,803	\$ 1,018,626
Operating Expenses				
Electricity purchased	99,930	116,510	339,978	419,141
Operations and maintenance	132,682	120,610	369,646	318,129
Depreciation and amortization	30,231	28,858	88,695	86,479
Taxes other than income taxes, net	34,969	30,811	92,176	82,514
Total Operating Expenses	297,812	296,789	890,495	906,263
Operating Income	54,596	38,319	122,308	112,363
Other income	9,869	6,564	26,359	17,593
Other deductions	(1,897)	(397)	(2,606)	(1,074)
Earnings from equity method investments	608	885	1,978	2,390
Interest expense, net of capitalization	(13,258)	(10,966)	(38,342)	(31,520)
Income Before Income Tax	49,918	34,405	109,697	99,752
Income tax expense	9,400	6,761	22,370	19,422
Net Income	\$ 40,518	\$ 27,644	\$ 87,327	\$ 80,330

The United Illuminating Company
Statements of Comprehensive Income (Unaudited)

Periods Ended September 30,	Three Months		Nine Months	
	2024	2023	2024	2023
(Thousands)				
Net Income	\$ 40,518	\$ 27,644	\$ 87,327	\$ 80,330
Other Comprehensive Income, Net of Tax				
Amortization of pension cost for non-qualified plans, net of income tax	56	50	168	150
Other Comprehensive Income, Net of Tax	56	50	168	150
Comprehensive Income	\$ 40,574	\$ 27,694	\$ 87,495	\$ 80,480

The United Illuminating Company
Balance Sheets (Unaudited)

As of	September 30, 2024	December 31, 2023
(Thousands)		
Assets		
Current Assets		
Cash and cash equivalents	\$ 1,913	\$ 4,359
Accounts receivable and unbilled revenues, net	216,534	200,295
Accounts receivable from affiliates	780	4,471
Materials and supplies	14,760	12,046
Derivative assets	367	454
Prepayments and other current assets	26,518	10,387
Income tax receivable	—	2,544
Regulatory assets	154,567	132,434
Total Current Assets	415,439	366,990
Utility plant, at original cost	3,973,488	3,791,867
Less accumulated depreciation	(1,224,165)	(1,137,053)
Net Utility Plant in Service	2,749,323	2,654,814
Construction work in progress	366,099	372,242
Total Utility Plant	3,115,422	3,027,056
Operating lease right-of-use assets	11,285	11,790
Equity method investments	75,157	78,747
Other property and investments	20,188	16,740
Regulatory and Other Assets		
Regulatory assets	296,146	305,644
Derivative assets	195	445
Other	26,693	25,605
Total Regulatory and Other Assets	323,034	331,694
Total Assets	\$ 3,960,525	\$ 3,833,017

The United Illuminating Company
Balance Sheets (Unaudited)

As of	September 30, 2024	December 31, 2023
(Thousands, except share information)		
Liabilities		
Current Liabilities		
Current portion of debt	\$ 49,564	\$ —
Notes payable to affiliates	7,000	24,400
Accounts payable and accrued liabilities	122,175	170,503
Accounts payable to affiliates	51,240	71,314
Interest accrued	12,652	10,841
Taxes accrued	48,966	16,636
Operating lease liabilities	551	703
Derivative liabilities	15,797	16,777
Other current liabilities	48,531	41,712
Regulatory liabilities	18,603	13,650
Total Current Liabilities	375,079	366,536
Regulatory and Other Liabilities		
Regulatory liabilities	332,151	333,670
Other Non-current Liabilities		
Deferred income taxes	454,648	446,803
Pension and other postretirement	107,390	119,176
Operating lease liabilities	15,234	15,474
Derivative liabilities	2,747	14,050
Environmental remediation costs	22,133	24,019
Other	31,404	31,417
Total Regulatory and Other Liabilities	965,707	984,609
Non-current debt	1,088,717	1,038,310
Total Liabilities	2,429,503	2,389,455
Commitments and Contingencies		
Common Stock Equity		
Common stock (no par value, 30,000,000 shares authorized and 100 shares outstanding at September 30, 2024 and December 31, 2023)	1	1
Additional paid-in capital	906,560	906,595
Retained earnings	631,982	544,655
Accumulated other comprehensive loss	(7,521)	(7,689)
Total Common Stock Equity	1,531,022	1,443,562
Total Liabilities and Equity	\$ 3,960,525	\$ 3,833,017

The United Illuminating Company
Statements of Cash Flows (Unaudited)

Periods Ended September 30,	2024	2023
(Thousands)		
Cash Flow from Operating Activities:		
Net income	\$ 87,327	\$ 80,330
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	88,695	86,479
Regulatory assets/liabilities amortization	15,481	(82,708)
Regulatory assets/liabilities carrying cost	(9,115)	(3,168)
Amortization of debt issuance costs	407	411
Deferred taxes	775	20,038
Pension cost	2,055	4,276
Stock-based compensation	52	44
Gain on disposal of assets	—	(57)
Earnings from equity method investments	(1,968)	(2,381)
Cash distribution from equity method investments	1,715	2,402
Other non-cash items	(10,918)	(8,689)
Changes in operating assets and liabilities:		
Accounts receivable, from affiliates, and unbilled revenues	(12,548)	(27,603)
Inventories	(2,714)	(3,371)
Accounts payable, to affiliates, and accrued liabilities	(29,698)	(41,834)
Taxes accrued	34,875	(169)
Other assets/liabilities	(6,083)	(16,754)
Regulatory assets/liabilities	(54,975)	(56,570)
Net Cash Provided by (Used in) Operating Activities	103,363	(49,324)
Cash Flow from Investing Activities:		
Capital expenditures	(194,673)	(168,808)
Contributions in aid of construction	2,203	3,674
Notes receivable from affiliates	—	82,600
Proceeds from sale of utility plant	218	309
Cash distribution from equity method investments	3,843	3,759
Net Cash Used in Investing Activities	(188,409)	(78,466)
Cash Flow from Financing Activities:		
Non-current debt issuance	100,000	—
Notes payable to affiliates	(17,400)	27,900
Capital contribution	—	100,000
Net Cash Provided by Financing Activities	82,600	127,900
Net (Decrease) Increase in Cash and Cash Equivalents	(2,446)	110
Cash and Cash Equivalents, Beginning of Period	4,359	1
Cash and Cash Equivalents, End of Period	\$ 1,913	\$ 111

The United Illuminating Company
Statements of Changes in Equity (Unaudited)

(Thousands, except per share amounts)	Number of shares (*)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Common Stock Equity
Balance, December 31, 2022	100 \$	1 \$	806,652 \$	537,117 \$	(7,431) \$	1,336,339
Net income	—	—	—	80,330	—	80,330
Other comprehensive income, net of tax	—	—	—	—	150	150
Comprehensive income						80,480
Stock-based compensation	—	—	(68)	—	—	(68)
Capital contribution	—	—	100,000	—	—	100,000
Balance, September 30, 2023	100 \$	1 \$	906,584 \$	617,447 \$	(7,281) \$	1,516,751
Balance, December 31, 2023	100 \$	1 \$	906,595 \$	544,655 \$	(7,689) \$	1,443,562
Net income	—	—	—	87,327	—	87,327
Other comprehensive income, net of tax	—	—	—	—	168	168
Comprehensive income						87,495
Stock-based compensation	—	—	(35)	—	—	(35)
Balance, September 30, 2024	100 \$	1 \$	906,560 \$	631,982 \$	(7,521) \$	1,531,022

(*) No par value.

Note 1. Significant Accounting Policies

Background and nature of operations: The United Illuminating Company (UI) is a regulated operating electric public utility engaged in the purchase, transmission, distribution, and sale of electricity for residential, commercial and industrial purposes. UI is regulated as an electric distribution company by the Connecticut Public Utilities Regulatory Authority (PURA) and is also subject to regulation by the Federal Energy Regulatory Commission (FERC). UI serves approximately 345,500 customers as of September 30, 2024 in its service territory of approximately 335 square miles in southwestern Connecticut.

UI is a wholly owned subsidiary of UIL Holdings Corporation (UIL Holdings). UIL Holdings, whose primary business is ownership of its operating regulated utility businesses, is a wholly-owned subsidiary of Avangrid Networks, Inc. (Networks), which is a wholly-owned subsidiary of Avangrid, Inc. (AGR), which is a 81.6% owned subsidiary of Iberdrola, S.A., a corporation organized under the law of the Kingdom of Spain.

UI is also a party to a joint venture with Clearway Energy, Inc., a subsidiary of Global Infrastructure Partners (GIP), pursuant to which UI holds 50% of the membership interests in GCE Holding LLC, whose wholly-owned subsidiary, GenConn Energy LLC, or GenConn, operates peaking generation plants in Devon, Connecticut (GenConn Devon) and Middletown, Connecticut (GenConn Middletown).

Agreement and Plan of Merger: On May 17, 2024, AGR entered into an Agreement and Plan of Merger (the Merger Agreement) with Iberdrola and Arizona Merger Sub, Inc (Merger Sub). The Merger Agreement provides that, upon the terms and subject to the satisfaction or waiver of the conditions set forth therein, Merger Sub will merge with and into AGR (the Merger), with AGR continuing as the surviving corporation and a wholly-owned subsidiary of Iberdrola.

Pursuant to the terms of the Merger Agreement, at the time at which the Merger becomes effective (the "Effective Time"), as a result of the Merger, each share of common stock of AGR issued and outstanding immediately prior to the Effective Time (other than shares of common stock owned by Iberdrola, Merger Sub or any other direct or indirect wholly-owned subsidiary of Iberdrola and shares of common stock owned by AGR or any direct or indirect wholly-owned subsidiary of AGR, and in each case not held on behalf of third parties (collectively, the Excluded Shares)) will be converted into the right to receive \$35.75 in cash per share, without interest. At the Effective Time, all of the shares of common stock of AGR (other than the Excluded Shares) will be cancelled and will cease to exist.

The consummation of the Merger is subject to customary closing conditions, including, among others, requisite shareholder approval and receipt of certain required regulatory approvals (including approvals from the FERC, the Maine Public Utilities Commission (MPUC) and the New York Public Service Commission (NYPSC)). The Merger Agreement contains certain termination rights for each of AGR and Iberdrola. In addition, AGR, upon the recommendation of the Unaffiliated Committee of the board of directors of AGR, and Iberdrola may terminate the Merger Agreement if the Merger is not consummated on or before June 30, 2025, subject to one three-month extension, exercisable by either Iberdrola or AGR, upon the recommendation of the Unaffiliated Committee, in the event that all conditions to closing have been satisfied except for those related to the approval of FERC, MPUC and NYPSC.

Avangrid has received FERC approval of the Merger and the MPUC granted Avangrid's request for exemption from the approval requirements set forth in Maine law. Avangrid shareholders voted in favor of the Merger at Avangrid's 2024 annual meeting of shareholders. The consummation of

Notes to Financial Statements

the Merger remains subject to the satisfaction of other closing conditions, including receipt of the approval of the NYPSC.

In addition, on September 16, 2024, the Connecticut Attorney General and Consumer Counsel filed a petition with PURA seeking PURA review of the Merger because it constitutes a “change in control”. On October 17, 2024, PURA issued a Notice of Proceeding providing that PURA will consider the petition in two phases. The initial phase will address the threshold question of whether the Merger is subject to PURA review under Connecticut law and, if PURA finds in the affirmative, PURA will conduct further proceedings in a second phase to review the Merger in accordance with applicable Connecticut law. We cannot predict the outcome of this proceeding or any impact it may have on the consummation of the Merger.

Basis of presentation: The accompanying unaudited condensed financial statements for the interim periods have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) for interim financial information. Accordingly, the interim condensed financial statements do not include all the information and note disclosures required by U.S. GAAP for complete financial statements.

In the opinion of management, the accompanying condensed financial statements contain all adjustments necessary to present fairly our condensed financial statements for the interim periods described herein. All such adjustments are of a normal and recurring nature, except as otherwise disclosed. The results for the nine months ended September 30, 2024, are not necessarily indicative of the results for the entire fiscal year ending December 31, 2024.

Significant Accounting Policies and New Accounting Pronouncements: The new accounting pronouncements we have adopted as of January 1, 2024, and reflected in our condensed financial statements are described below. There have been no other material changes to the significant accounting policies described in our financial statements and FERC Form No.1 for the fiscal year ended December 31, 2023, except for those described below resulting from the adoption of new authoritative accounting guidance issued by Financial Accounting Standards Board (FASB).

Adoption of New Accounting Pronouncements

Although we are not a public business entity, our parent company is a public business entity; therefore, we adopt new accounting standards based on the effective date for public entities as permitted. There were no significant new accounting pronouncements adopted since January 1, 2024.

Accounting Pronouncements Issued But Not Yet Adopted

The following are new accounting pronouncements not yet adopted that we have evaluated or are evaluating to determine their effect on UI's condensed financial statements.

(a) Improvements to Income Tax Disclosures

In December 2023, the FASB issued guidance to enhance income tax disclosures. The two primary enhancements relate to disaggregation of the annual disclosures for the effective tax rate reconciliation and income taxes paid. For the rate reconciliation, it requires additional disaggregation of information in a tabular format using both percentages and amounts broken out into specific categories (e.g., state and local income tax net of federal income tax effect, foreign tax effects, effect of changes in tax laws, tax credits, changes in valuation allowances, nontaxable

or nondeductible items, and changes in unrecognized tax benefits). For income taxes paid, it requires disaggregation by jurisdiction (e.g., federal, state and foreign). We do not expect the new guidance to have a material impact on our results of operations, financial position and cash flows.

Note 2. Industry Regulation

Rates

Utilities are entitled by Connecticut statutes to charge rates that are sufficient to allow them an opportunity to cover their reasonable operating and capital costs, to attract needed capital, and to maintain their financial integrity, while also protecting relevant public interests.

UI's previously approved three-year distribution rate schedules became effective January 1, 2017 through December 31, 2019, and included, among other things, annual tariff increases and an ROE of 9.10% based on a 50.00% equity ratio, continuation of UI's existing earnings sharing mechanism (ESM) pursuant to which UI and its customers share on a 50/50 basis all distribution earnings above the allowed ROE in a calendar year, continuation of the existing decoupling mechanism, and the continuation of a requested storm reserve. Any dollars due to customers from the ESM continue to be first applied against any storm regulatory asset balance (if one exists at that time) or refunded to customers through a bill credit if such storm regulatory asset balance does not exist. Given the expiration of the rate plan, UI has been operating under the 2019 approved rate schedules until September 1, 2023.

On September 9, 2022, UI filed a distribution revenue requirement case. UI's filing proposed a three-year rate plan commencing September 1, 2023 through August 31, 2026. In February and March, 2023, UI attended 15 days of evidentiary hearings in support of its application. PURA issued a Final Decision on August 25, 2023, which approved an annual revenue requirement of \$384.9 million and a 1-year rate plan commencing on September 1, 2023. This represents an increase of \$22.9 million to the Company's currently approved base distribution revenue requirement. PURA established an allowed return on equity of 9.10%, but reduced the allowed ROE by an aggregate 47 basis point reduction (i.e., to 8.63%), subject to certain conditions and timelines. The Final Decision established a capital structure consisting of 50% common equity and 50% debt. The Final Decision resulted in an average increase in base distribution rates of about 6.6% and an average increase in customer bills of about 2% compared to current levels. On September 18, 2023, UI filed an appeal of the PURA's Final Decision in Connecticut Superior Court, because of actual and legal errors related to the treatment of deferred assets, plant in service, and operating expenses. We cannot predict the outcome of this matter.

On November 12, 2024, UI filed an application to adjust its rates and charges which proposes to amend UI's existing rate schedules effective November 1, 2025, in order to address a significant deficiency in distribution-related operating revenues. More specifically, the UI application proposes a change in base distribution rates to be implemented in the rate year beginning November 1, 2025, with proposed rates designed to provide incremental operating revenues of approximately \$105 million. UI's application also includes several measures to moderate the impact of the proposed rate update for customers, including, a low-income discount rate to provide rate relief to UI's disadvantaged customers, as well as proposing to continue an economic development rate to support continued commercial growth in UI's service territory. We cannot predict the outcome of this matter.

Connecticut Energy Legislation

On June 29, 2023, the Governor of Connecticut signed into law an energy bill titled *An Act Strengthening Protections for Connecticut Consumers*, which, among other things, provided PURA with additional powers to regulate the State's public service companies. More specifically, the Act modified certain ratemaking mechanisms such as revenue decoupling, allows PURA to initiate more frequent rate reviews in between rate cases, modifies electric distribution billing formats, precludes recovery of rate case expenses and appeals from rate proceedings, and mandates various reporting requirements. We will continue to review the requirements of the program for the next legislative session.

Power Supply Arrangements

Under Connecticut law, UI's retail electricity customers can choose their electricity supplier while UI remains their electric distribution company. UI purchases power for those of its customers under standard service rates who do not choose an alternative retail electric supplier and have a maximum demand of less than 500 kilowatts, as well as its customers under supplier of last resort service who are not eligible for standard service rates and do not choose to purchase electric generation service from an alternate retail electric supplier. The cost of the purchased power is a "pass-through" to those customers through the General Services Charge (GSC) charge on their bills.

UI must procure the power to serve its standard service load pursuant to a procurement plan approved by PURA. Under the procurement plan, UI procures wholesale power for its standard service customers on a full requirements basis pursuant to contracts with a maximum duration of 12 months, with the delivery of such wholesale power to commence no later than one year from the applicable bid day.

At the conclusion of the period ended September 30, 2024, UI has wholesale power supply agreements in place for its entire standard service load for 2024, 80% of the first half of 2025, and 20% of the second half of 2025. Supplier of last resort service is procured on a quarterly basis and UI has a wholesale power supply agreement in place for the first, second, third and fourth quarters of 2024.

UI determined that its contracts for standard service and supplier of last resort service are derivatives under ASC 815 "Derivatives and Hedging" and elected the "normal purchase, normal sale" exception under ASC 815 "Derivatives and Hedging." UI regularly assesses the accounting treatment for its power supply contracts. These wholesale power supply agreements contain default provisions that include required performance assurance, including certain collateral obligations, in the event that UI's credit rating on senior debt were to fall below investment grade. If such an event had occurred as of September 30, 2024, UI would have had to post collateral of approximately \$15.1 million. We would have been and remain able to provide such collateral.

New Renewable Source Generation

Under Connecticut Public Act (PA) 11-80, Connecticut electric utilities are required to enter into long-term contracts to purchase Connecticut Class I Renewable Energy Certificates (RECs) from renewable generators located on customer premises. Under this program, UI was initially required to enter into contracts totaling approximately \$200 million in commitments over an approximate 21-year period. The obligations were initially expected to phase in over a six-year solicitation period and peak at an annual commitment level of about \$14 million per year after all selected projects are online. PA 17-144, PA 18-50 and PA 19-35 extended the original six-year solicitation period of the program by adding seventh, eighth, ninth, and tenth years, and increased the original

funding level of this program by adding up to \$64 million in additional commitments by UI. Upon purchase, UI accounts for the RECs as inventory. UI expects to partially mitigate the cost of these contracts through the resale of the RECs. PA 11-80 provides that the remaining costs (and any benefits) of these contracts, including any gain or loss resulting from the resale of the RECs, are fully recoverable from (or credited to) customers through electric rates.

In October of 2018, UI entered into five Power Purchase Agreements (PPAs) totaling approximately 50 MW from developers of offshore wind and fuel cell generation pursuant to state law that provides the net costs of the PPAs are recoverable through electric rates. On December 19, 2018, PURA approved the PPAs, and approved UI's use of the non-bypassable federally mandated congestion charges for all customers to recover the net costs of the PPAs.

In 2019, UI entered into PPAs with 11 projects, totaling approximately 12 million MWh, pursuant to state law that provides that the net costs of the PPAs are recoverable through electric rates. UI terminated eight of these contracts in 2022 and 2023, and the remaining three projects with existing contracts from these 2019 procurements are with Millstone Nuclear, Seabrook Nuclear and Revolution Wind.

In 2020, Pursuant to Connecticut Act Concerning the Procurement of Energy Derived From Offshore Wind, UI entered into a PPA with Vineyard Wind, an affiliate of UI, to provide 804 MW of offshore wind through the development of its Park City Wind Project. Similar to the case with the zero carbon PPAs discussed above, the net costs of the PPAs are recoverable through electric rates. On October 13, 2023, PURA approved the termination of this agreement between UI and its affiliate for the development of Park City Wind Project.

Revenues are recorded gross from contracts with customers when UI is a principal if it controls a promised good or service before transferring that good or service to the customer. Revenues are recorded net of expenses and regulatory deferrals from contracts with customers when UI is an agent if it arranges for another entity to provide the goods or services.

Transmission

PURA decisions do not affect the revenue requirements determination for UI's transmission business, including the applicable ROE. UI's transmission rates are determined by a tariff regulated by the FERC and administered by ISO New England, Inc. (ISO-NE). Transmission rates are set annually pursuant to a FERC authorized formula that allows for recovery of direct and allocated transmission operating and maintenance expenses, and for a return of and on investment in assets.

On September 30, 2011, the Massachusetts Attorney General, DPU, PURA, New Hampshire Public Utilities Commission, Rhode Island Division of Public Utilities and Carriers, Vermont Department of Public Service, numerous New England consumer advocate agencies and transmission tariff customers collectively filed a joint complaint (Complaint I) with the FERC pursuant to sections 206 and 306 of the Federal Power Act against several New England Transmission Owners (NETOs) claiming that the approved base ROE of 11.14% used by NETOs in calculating formula rates for transmission service under the ISO-New England Open Access Transmission Tariff (OATT) was not just and reasonable and seeking a reduction of the base ROE of 9.2%. UI is a NETO with assets and service rates that are governed by the OATT and will thereby be affected by any FERC order resulting from the filed complaint.

On December 26, 2012, a second related complaint (Complaint II) for a subsequent rate period was filed requesting the ROE be reduced to 8.7%. On July 31, 2014, a third related complaint

(Complaint III) was filed for a subsequent rate period requesting the ROE be reduced to 8.84%. On April 29, 2016, a fourth complaint (Complaint IV) was filed for a rate period subsequent to prior complaints requesting the base ROE be 8.61% and ROE cap be 11.24%.

October 16, 2014, the FERC issued its decision in Complaint I, setting the base ROE at 10.57% and a maximum total ROE of 11.74% (base plus incentive ROEs) for the October 2011 – December 2012 period as well as prospectively from October 16, 2014. On March 3, 2015, the FERC upheld its decision and further clarified that the 11.74% ROE cap will be applied on a project specific basis and not on a transmission owner's total average transmission return. The complaints were consolidated and the administrative law judge issued an initial decision on March 22, 2016. The initial decision determined that, (1) for the fifteen month refund period in Complaint II, the base ROE should be 9.59% and that the ROE cap (base ROE plus incentive ROEs) should be 10.42% and (2) for the fifteen month refund period in Complaint III and prospectively, the base ROE should be 10.90% and that the ROE Cap should be 12.19%. The initial decision in Complaints II and III is the administrative law judge's recommendation to the FERC Commissioners.

UI reserved for refunds for Complaints I, II and III consistent with the FERC's March 3, 2015 decision in Complaint I. Refunds were provided to customers for Complaint I. UI's total reserve associated with Complaints II and III is \$9.1 million as of September 30, 2024, which has not changed since December 31, 2023, except for the accrual of carrying costs. If adopted as final by the FERC, the impact of the initial decision by the FERC administrative law judge would be an additional aggregate reserve for Complaints II and III of \$4.2 million, which is based upon currently available information for these proceedings.

Following various intermediate hearings, orders and appellate decisions, on October 16, 2018, the FERC issued an order directing briefs and proposing a new methodology to calculate the NETOs ROE that is contained in NETOs' transmission formula rate on file at the FERC (the October 2018 Order). Pursuant to the October 2018 Order, the NETOs filed initial briefs on the proposed methodology in all four Complaints on January 11, 2019 and replied to the initial briefs on March 8, 2019.

On November 21, 2019, the FERC issued rulings on two complaints challenging the base return on equity for Midcontinent Independent System Operator, or MISO transmission owners. These rulings established a new zone of reasonableness based on equal weighting of the DCF and capital-asset pricing model for establishing the base return on equity. This resulted in a base return on equity of 9.88% as the midpoint of the zone of reasonableness. Various parties have requested rehearing on this decision, which was granted. On May 21, 2020, FERC issued a ruling, which, among other things, adjusted the methodology to determine the MISO transmission owners' ROE, resulting in an increase in ROE from 9.88% to 10.02% by utilizing the risk premium model in addition to the DCF model and capital-asset pricing model under both prongs of Section 206 of the FPA, and calculated the zone of reasonableness into equal thirds rather than employing the quartile approach. On November 19, 2020, FERC issued an order addressing arguments raised on rehearing of its May 21, 2020 order making minor adjustments to certain typographical errors with regard to some of the case inputs it included in its Risk Premium model analysis. However, those minor adjustments did not affect the outcome of the case, leaving the 10.02% ROE established by the May 21, 2020 order in place. Parties to these orders affecting the MISO transmission owners' base ROE petitioned for their review at the D.C. Circuit Court of Appeals in January 2021. The NETO's submitted an amicus curiae brief in support of the MISO transmission owners' on March 17, 2021. On August 9, 2022, the D.C. Circuit Court vacated FERC's orders and remanded the matter back to FERC. The D.C. Circuit Court held that FERC failed to offer a reasoned explanation for its decision to reintroduce the RPM after initially, and forcefully, rejecting it and that because FERC adopted that significant portion of its model in an

arbitrary and capricious fashion, the new ROE produced by that model cannot stand. On October 17, 2024, FERC issued its order on remand in the MISO ROE complaint proceedings. In this order, FERC reduced the MISO transmission owners' base ROE to 9.98% by eliminating the risk premium model from the ROE calculation, consistent with the DC Circuit's remand, and affirmed the refunds ordered in Opinion 569 (which were not addressed on appeal by the DC Circuit). We cannot predict the potential impact that the MISO transmission owners' ROE proceeding may have in establishing a precedent for the NETO's pending four Complaints.

On April 15, 2021, the FERC issued a supplemental Notice of Proposed Rulemaking (Supplemental NOPR) that proposes to eliminate the 50 basis-point ROE incentive for utilities who join Regional Transmission Organizations after three years of membership. The NETOs submitted initial comments in opposition to the Supplemental NOPR on June 25, 2021 and reply comments on July 26, 2021. If the elimination of the 50 basis-point ROE incentive adder becomes final, we estimate we would have an approximately \$2 million reduction in earnings per year. We cannot predict the outcome of this proceeding.

Equity Investment in Peaking Generation

UI is a party to a joint venture with Clearway Energy, Inc., a subsidiary of Global Infrastructure Partners (GIP), pursuant to which UI holds 50% of the membership interests in GCE Holding LLC, whose wholly-owned subsidiary, GenConn Energy LLC, or GenConn, operates peaking generation plants in Devon, Connecticut (GenConn Devon) and Middletown, Connecticut (GenConn Middletown). The two peaking generation plants are both participating in the ISO-New England markets.

GenConn filed its annual revenue requirements request with PURA on June 28, 2024, seeking approval of its 2025 revenue requirements for the period commencing January 1, 2025 for both the GenConn Devon and GenConn Middletown facilities. As required by PURA Order 1 in the 2023 Decision GenConn's calculation for revenue requirements totaled \$40.4 million. While the company was required to file its application consistent with PURA's order in the 2023 decision, GenConn has also presented a method that appropriately calculates revenue requirements of \$45.8 million and has reserved the right to update revenue requirements following outcomes of legal appeals of the last 3 decisions. The company cannot predict the outcome of this matter.

GenConn filed its annual revenue requirements request with PURA on June 30, 2023, seeking approval of its 2024 revenue requirements for the period commencing January 1, 2024 for both the GenConn Devon and GenConn Middletown facilities. As required by PURA Order 1 in the 2023 Decision GenConn's calculation for revenue requirements totaled \$44 million. While the company was required to file its application consistent with PURA's order in the 2023 decision, GenConn has reserved the right to update revenue requirements following outcomes of legal appeals of the last 3 decisions. Following a Draft Decision provided on October 16, 2023, a Final Decision was issued on November 8, 2023. On December 21, 2023 the company filed an appeal of the 2024 PURA decision at CT Superior Court. The company cannot predict the outcome of the appeal.

GenConn filed its annual revenue requirements request with PURA on June 30, 2022, seeking approval of its 2023 revenue requirements for the period commencing January 1, 2023 for both the GenConn Devon and GenConn Middletown facilities. As required by PURA Order 1 in the 2022 Decision GenConn's calculation for revenue requirements totaled \$44.7 million. On October 24, 2022 PURA issued a final decision approving revenue requirement of \$44.0 million (\$19.2 million for GenConn Devon, and \$24.8 million for GenConn Middletown). Additionally, GenConn was granted a 9.85% Return on Equity (ROE) for 2023. PURA disallowed \$0.7 million associated

with recommended capital and expenses projects and costs associated with Working Capital Facility renewal necessary in 2023. GenConn has filed a 2023 Decision appeal before the CT Superior Court on January 27, 2023. The 2022 Decision appeal before CT Superior Court remains open but stayed pending the outcome of the 2021 Decision Appeal. The company cannot predict the outcome of the appeal.

GenConn filed its annual revenue requirements request with PURA on June 15, 2021, seeking approval of its 2022 revenue requirements for the period commencing January 1, 2022 for both the GenConn Devon and GenConn Middletown facilities and totaling \$55.8 million. A final decision was received on December 8, 2021, approving 2022 revenue requirements of \$44.4 million for GenConn (\$19.3 million for GenConn Devon, and \$25.1 million for GenConn Middletown). Additionally, GenConn was granted a 9.85% Return on Equity (ROE) for 2022. PURA disallowed \$2.9 million from the original 2021 revenue requirements associated with interest expense associated with GenConn's debt, \$0.1 million associated with 2013 refinancing amortization, \$6.1 million associated with its equity return and \$2.3 million associated with the resulting income tax, totaling \$11.4 million. On January 21, 2022, GenConn filed an appeal with the CT Superior Court, appealing PURA's disallowance of the \$11.4 million. On October 17, 2022 the company filed a brief to Superior Court of the 2022 appeal. A stay of the case was granted on January 6, 2023 pending the decision of the CT Supreme Court case on the 2021 revenue requirements decision. The company cannot predict the outcome of the appeal.

GenConn filed its annual revenue requirements request with PURA on June 12, 2020, seeking approval of its 2021 revenue requirements for the period commencing January 1, 2021 for both the GenConn Devon and GenConn Middletown facilities. A final decision was received on December 23, 2020, approving 2021 revenue requirements of \$49.4 million for GenConn (\$22.0 million for GenConn Devon, and \$27.4 million for GenConn Middletown). Additionally, GenConn was granted a 9.85% Return on Equity (ROE) for 2021. PURA disallowed \$3.3 million from the original 2021 revenue requirements request which includes a disallowance of \$2.9 million of interest expense associated with GenConn's debt, and \$0.4 million related to a proposed expense project to paint Exhaust Stacks at GenConn Devon. On February 4, 2021, GenConn filed an appeal with the CT Superior Court, appealing PURA's disallowance of the \$2.9 million interest expense. The appeal was dismissed on January 28, 2022. On February 16, 2022, GenConn initiated an appeal at the Connecticut Appellate Court, which requested transfer to the Connecticut Supreme Court. The high court agreed to hear the case. Oral arguments occurred on September 8, 2023. On February 27, 2024, the Supreme Court issued an opinion in favor of PURA.

Tax Cuts and Jobs Act

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 (the Tax Act) was signed into law. The Tax Act significantly changed the federal taxation of business entities including, among other things, implementing a federal corporate tax rate decrease from 35% to 21% for tax years beginning after December 31, 2017. Reductions in accumulated deferred income tax balances due to the reduction in the corporate income tax rates will result in amounts previously and currently collected from utility customers for these deferred taxes to be refundable to such customers, generally through reductions in future rates.

PURA instituted proceedings in Connecticut to review and address the implications associated with the Tax Act on the utilities providing service in the state and rendered a final decision on January 23, 2019. PURA directed UI to establish a regulatory liability in the amount of the income tax expense to be returned to customers and propose a method of returning such amount to customers in its next rate case filing. On June 28, 2021, PURA approved a multi-docket settlement proposal that required UI to flow \$44.7 million of the regulatory liability related to

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accumulated Tax Act savings back to customers over an accelerated 22-month period, commencing on July 1, 2021 through April 30, 2023.

On December 22, 2021, the FERC issued an order finding that the New England Transmission Owners (NETOs) Regional Network Service proposed revisions partially comply with the requirements of Order 864 and directed the NETOs to submit a further compliance filing within 60 days of the date of the order. The compliance is effective January 27, 2020, consistent with Order 864 and January 1, 2022, to reflect the fact that the NETOs existing transmission formula rates under the ISO-NE Tariff will be replaced by a settled formula rate effective January 1, 2022.

PURA Investigation of the Preparation for and Response to the Tropical Storm Isaias and Connecticut Storm Reimbursement Legislation

On August 6, 2020, PURA opened a docket to investigate the preparation for and response to Tropical Storm Isaias by the electric distribution companies in Connecticut including UI. Following hearings and the submission of testimony, PURA issued a final decision on April 15, 2021, finding that UI "generally met standards of acceptable performance in its preparation and response to Tropical Storm Isaias," subject to certain exceptions noted in the decision, but ordered a 15-basis point reduction to UI's ROE in its next rate case to incentivize better performance and indicated that penalties could be forthcoming in the penalty phase of the proceedings. On June 11, 2021, UI filed an appeal of PURA's decision with the Connecticut Superior Court.

On May 6, 2021, in connection with its findings in the Tropical Storm Isaias docket, PURA issued a Notice of Violation to UI for allegedly failing to comply with standards of acceptable performance in emergency preparation or restoration of service in an emergency and with orders of the Authority, and for violations of accident reporting requirements. PURA assessed a civil penalty in the total amount of \$2 million. PURA held a hearing on this matter and, in an order dated July 14, 2021, reduced the civil penalty to approximately \$1 million. UI filed an appeal of PURA's decision with the Connecticut Superior Court. This appeal and the appeal of PURA's decision on the Tropical Storm Isaias docket have been consolidated. On October 17, 2022, the court denied UI's appeal and affirmed PURA's decisions in their entirety. UI filed a notice of appeal to Connecticut's Appellate court on November 7, 2022. This matter has been briefed and oral argument was held December 11, 2023. We cannot predict the outcome of this proceeding.

Minimum Equity Requirements for Regulated Subsidiaries

Pursuant to agreements with PURA, UI is restricted from paying dividends if paying such dividend would result in a common equity ratio lower than 300 basis points below the equity percentage used to set rates in the most recent distribution rate proceeding as measured using a trailing 13-month average calculated as of the most recent quarter end. In addition, UI is prohibited from paying dividends to their parent if the utility's credit rating, as rated by any of the three major credit rating agencies, falls below investment grade, or if the utility's credit rating, as determined by two of the three major credit rating agencies, falls to the lowest investment grade and there is a negative watch or review downgrade notice.

Note 3. Regulatory Assets and Liabilities

Pursuant to the requirements concerning accounting for regulated operations we capitalize, as regulatory assets, incurred and accrued costs that are probable of recovery in future electric rates. We base our assessment of whether recovery is probable on the existence of regulatory orders that allow for recovery of certain costs over a specific period, or allow for reconciliation or deferral of certain costs. When costs are not treated in a specific order we use regulatory precedent to determine if recovery is probable. We also record, as regulatory liabilities, obligations to refund

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previously collected revenue or to spend revenue collected from customers on future costs. Of the total regulatory assets net of regulatory liabilities, approximately \$221.2 million represents the offset of accrued liabilities for which funds have not been expended. The remainder is either included in rate base or accruing carrying costs.

Details of other regulatory assets and other regulatory liabilities are shown in the tables below. They result from various regulatory orders that allow for the deferral and/or reconciliation of specific costs. Regulatory assets and regulatory liabilities are classified as current when recovery or refund in the coming year is allowed or required through a specific order or when the rates related to a specific regulatory asset or regulatory liability are subject to automatic annual adjustment.

Regulatory assets as of September 30, 2024 and December 31, 2023 consisted of:

As of	September 30,	December 31,
(Thousands)	2024	2023
Contracts for differences	\$ 17,981	\$ 29,928
COVID-19 cost recovery	7,183	8,550
Deferred transmission expense	1,507	1,097
Environmental remediation costs	13,824	6,916
Excess generation service charge	42,368	52,401
Non-bypassable charges	39,200	14,421
Pension and other postretirement benefit plans	84,759	87,589
Pension and other postretirement benefits cost deferrals	19,415	21,026
Revenue decoupling mechanism	328	10,399
Storm costs	28,228	25,384
System benefit charge	47,106	29,165
Unamortized losses on reacquired debt	4,082	4,456
Unfunded future income taxes	128,022	124,727
Other	16,710	22,019
Total regulatory assets	450,713	438,078
Less: current portion	154,567	132,434
Total non-current regulatory assets	\$ 296,146	\$ 305,644

Contracts for differences represent the deferral of unrealized gains and losses on contracts for differences derivative contracts. The balance fluctuates based upon quarterly market analysis performed on the related derivatives. The amounts, which do not earn a return, are fully offset by a corresponding derivative asset/liability.

COVID-19 cost recovery represents deferred COVID-19-related costs in the state of Connecticut based on the order issued by PURA on April 29, 2020, requiring utilities to track COVID-19-related expenses and lost revenue and create a regulatory asset.

Deferred transmission expense represents deferred transmission income or expense and fluctuates based upon actual revenues and revenue requirements.

Environmental remediation costs includes spending that has occurred and is eligible for future recovery in customer rates. Environmental costs are currently recovered through a reserve mechanism whereby projected spending is included in rates with any variance recorded as a

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regulatory asset or a regulatory liability. The amortization period will be established in future proceedings and will depend upon the timing of spending for the remediation costs. It also includes the anticipated future rate recovery of costs that are recorded as environmental liabilities since these will be recovered when incurred. Because no funds have yet been expended for the regulatory asset related to future spending, it does not accrue carrying costs and is not included within rate base.

Excess generation service charge represents deferred generation-related costs or revenues for future recovery from or return to customers. The amount fluctuates based upon timing differences between revenues collected from rates and actual costs incurred.

Non-bypassable charges represent non-bypassable federally mandated congestion costs or revenues for future recovery from or return to customers. The amount fluctuates based upon timing differences between revenues collected from rates and actual costs incurred.

Pension and other postretirement benefit plans represent the actuarial losses on the pension and other postretirement plans that will be reflected in customer rates when they are amortized and recognized in future pension expenses.

Pension and other postretirement benefits cost deferrals include the difference between actual expense for pension and other postretirement benefits and the amount provided for in rates. The recovery of these amounts will be determined in future proceedings.

Revenue decoupling mechanism represents the mechanism established to disassociate the utility's profits from its delivery/commodity sales.

Storm costs are allowed in rates based on an estimate of the routine costs of service restoration. UI is also allowed to defer unusually high levels of service restoration costs resulting from major storms when they meet certain criteria for severity and duration. A portion of this balance is amortized through current rates, and the remaining portion will be determined through future rate cases.

System benefits charge represents the mechanism by which UI recovers costs associated with hardship uncollectible customer accounts, arrearage forgiveness programs, and other customer assistance programs. The amount fluctuates based upon timing differences between revenues collected from rates and actual costs incurred.

Unamortized losses on reacquired debt represent deferred losses on debt reacquisitions that will be recovered over the remaining original amortization period of the reacquired debt.

Unfunded future income taxes represent unrecovered federal and state income taxes primarily resulting from regulatory flow through accounting treatment and are the offset to the unfunded future deferred income tax liability recorded. The income tax benefits or charges for certain plant related timing differences, such as removal costs, are immediately flowed through to, or collected from, customers. This amount is being amortized as the amounts related to temporary differences that give rise to the deferrals are recovered in rates.

Other includes items such as deferred loss on sale of non-utility property.

Regulatory liabilities as of September 30, 2024 and December 31, 2023 consisted of:

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As of	September 30,	December 31,
(Thousands)	2024	2023
2017 Tax Act	\$ 203,013	\$ 206,288
Accrued removal obligations	82,116	80,709
Accumulated deferred investment tax credits	9,351	9,898
Conservation and load management	11,554	6,176
Middletown/Norwalk local transmission network service collections	15,239	15,669
Pension and other postretirement benefit plans	13,117	12,619
Pension and other postretirement benefits cost deferrals	1,468	1,974
Rate refund - FERC ROE proceeding	9,060	8,507
Other	5,836	5,480
Total regulatory liabilities	350,754	347,320
Less: current portion	18,603	13,650
Total non-current regulatory liabilities	\$ 332,151	\$ 333,670

2017 Tax Act represents the impact from remeasurement of deferred income tax balances as a result of the Tax Act enacted by the U.S. federal government on December 22, 2017. Reductions in accumulated deferred income tax balances due to the reduction in the corporate income tax rates from 35% to 21% under the provisions of the Tax Act will result in amounts previously and currently collected from utility customers for these deferred taxes to be refundable to such customers.

Accrued removal obligations represent the differences between asset removal costs recorded and amounts collected in rates for those costs. The amortization period is dependent upon the asset removal costs of underlying assets and the life of the utility plant.

Accumulated deferred investment tax credits represent investment tax credits related to plant investments that are deferred when earned and amortized over the estimated lives of the related assets.

Conservation and load management represents the difference between UI's costs for customer conservation measures and the amounts collected in rates for those costs.

Middletown/Norwalk local transmission network service collections represents allowance for funds used during construction of the Middletown/Norwalk transmission line, which is being amortized over the useful life of the project.

Pension and other postretirement benefit plans represent the actuarial gains on the pension and other postretirement plans that will be reflected in customer rates when they are amortized and recognized in future pension expenses.

Pension and other postretirement benefits cost deferrals include the difference between actual expense for pension and other postretirement benefits and the amount provided for in rates. The recovery of these amounts will be determined in future proceedings.

Rate refund - FERC ROE proceeding represents the reserve associated with the FERC proceeding around the base return on equity (ROE) reflected in ISO-NE's open access transmission tariff.

Other includes items such as deferral of CAM gross earnings tax expense collected in base distribution rates for periods between January 1, 2020 and August 31, 2023.

Note 4. Revenue

We recognize revenue when we have satisfied our obligations under the terms of a contract with a customer, which generally occurs when the control of promised goods or services transfers to the customer. We measure revenue as the amount of consideration we expect to receive in exchange for providing those goods or services. Contracts with customers may include multiple performance obligations. For such contracts, we allocate revenue to each performance obligation based on its relative standalone selling price. We generally determine standalone selling prices based on the prices charged to customers. Certain revenues are not within the scope of ASC 606, such as revenues from leasing, derivatives, other revenues that are not from contracts with customers and other contractual rights or obligations, and we account for such revenues in accordance with the applicable accounting standards. We exclude from revenue amounts collected on behalf of third parties, including any such taxes collected from customers and remitted to governmental authorities. We do not have any material significant payment terms because we receive payment at or shortly after the point of sale.

The following describes the principal activities from which we generate revenue.

UI derives its revenue primarily from tariff-based sales of electricity service to customers in its Connecticut territory with no defined contractual term. For such revenues, we recognize revenues in an amount derived from the electricity delivered to customers. Other major sources of revenue are electricity transmission and wholesale sales of electricity.

Tariff-based sales are subject to PURA, which determines prices and other terms of service through the ratemaking process. Customers have the option to obtain the electricity directly from UI or from another supplier. For customers that receive their electricity from another supplier, UI acts as an agent and delivers the electricity by that supplier. Revenue in those cases is only for providing the service of delivery of the electricity.

Transmission revenue results from others' use of the utility's transmission system to transmit electricity and is subject to FERC regulation, which establishes the prices and other terms of service. Long-term wholesale sales of electricity are based on individual bilateral contracts. Short-term wholesale sales of electricity are generally on a daily basis based on market prices and are administered by an independent entity, ISO-New England, Inc.

The performance obligation in all arrangements is satisfied over time because the customer simultaneously receives and consumes the benefits as UI delivers or sells the electricity or provides the transmission service.

UI records revenue from Alternative Revenue Programs (ARPs), which is not ASC 606 revenue. Such programs represent contracts between UI and their regulators. UI ARPs include revenue decoupling mechanisms, other ratemaking mechanisms, and annual revenue requirement reconciliations.

UI also has various other sources of revenue including billing, collection, other administrative charges, sundry billings, rent of utility property, and miscellaneous revenue. It classifies such revenues as other ASC 606 revenues to the extent they are not related to revenue generating activities from leasing, ARPs, or other activities.

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Revenues disaggregated by major source for the three and nine months ended September 30, 2024 and 2023, are as follows:

Three Months Ended September 30,	2024	2023
(Thousands)		
Regulated operations – electricity	\$ 345,108	\$ 327,992
Other (a)	3,222	3,544
Revenue from contracts with customers	348,330	331,536
Leasing revenue	1,568	3,104
Other revenue	2,510	468
Total operating revenues	\$ 352,408	\$ 335,108

Nine Months Ended September 30,	2024	2023
(Thousands)		
Regulated operations – electricity	\$ 991,906	\$ 979,033
Other (a)	9,515	6,468
Revenue from contracts with customers	1,001,421	985,501
Leasing revenue	3,319	7,673
Alternative revenue programs	2,940	24,004
Other revenue	5,123	1,448
Total operating revenues	\$ 1,012,803	\$ 1,018,626

(a) Primarily includes certain intra-month trading activities, billing, collection, and administrative charges, sundry billings, and other miscellaneous revenue.

As of September 30, 2024 and December 31, 2023, nearly all of the accounts receivable balances included in “Accounts receivable and unbilled revenues, net” on our condensed balance sheets are related to contracts with customers and include unbilled revenues of \$60.9 million and \$57.0 million, respectively.

Note 5. Income Taxes

The effective tax rate for the nine months ended September 30, 2024 was 20.4%, which was lower than the 21% statutory federal income tax rate due predominately to excess ADIT amortization and Equity AFUDC, partially offset by state taxes. The effective tax rate for the nine months ended September 30, 2023 was 19.5%, which was lower than the 21% statutory federal income tax rate due predominately to excess ADIT amortization and depreciation, amortization and other plant differences not normalized, partially offset by state taxes.

Note 6. Bank Loans and Other Borrowings

UI had \$7.0 million and \$24.4 million short-term debt outstanding as of September 30, 2024 and December 31, 2023, respectively. UI funds short-term liquidity needs through an agreement among Avangrid’s regulated utility subsidiaries (the Virtual Money Pool Agreement), a bi-lateral intercompany credit agreement with Avangrid (the Bi-Lateral Intercompany Facility), and a bank provided credit facility to which UI is a party (the AGR Credit Facility), each of which are described below.

The Virtual Money Pool Agreement is an agreement among the investment grade-rated, regulated utility subsidiaries of Avangrid under which the parties to this agreement may lend to or borrow

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from each other. This Agreement allows Avangrid to optimize cash resources within the regulated utility companies which are prohibited by regulation from lending to unregulated affiliates. The interest rate on transactions under this agreement is the A2/P2 non-financial 30-day commercial paper rate published by the Federal Reserve. UI has a lending/borrowing limit of \$100 million under this agreement. UI had no debt outstanding under this agreement at September 30, 2024 and December 31, 2023.

The Bi-Lateral Intercompany Facility provides for borrowing of up to \$500 million from Avangrid at the A2/P2 non-financial 30-day commercial paper rate published by the Federal Reserve. UI had \$7.0 million and \$24.4 million debt outstanding under this agreement as of September 30, 2024 and December 31, 2023, respectively.

On November 23, 2021, AGR and its investment-grade rated utility subsidiaries (New York State Electric and Gas Corporation ("NYSEG"), Rochester Gas and Electric Corporation ("RG&E"), Central Maine Power Company ("CMP"), The United Illuminating Company ("UI"), Connecticut Natural Gas Corporation ("CNG"), The Southern Connecticut Gas Company ("SCG") and The Berkshire Gas Company ("BGC")) executed a new credit facility with an aggregate limit of \$3,575 million and a termination date of November 23, 2026. Under the terms of the Avangrid Credit Facility, each borrower has a maximum borrowing entitlement, or sublimit, which can be periodically adjusted to address specific short-term capital funding needs, subject to the maximum limit contained in the agreement. NYSEG has a maximum sublimit of \$700 million, RG&E has \$300 million, CMP has \$200 million and UI has a maximum sublimit of \$250 million, CNG and SCG have maximum sublimits of \$150 million, and BGC has a maximum sublimit of \$50 million. Effective on November 23 2021, the AGR Credit Facility was amended to increase AGR's maximum sublimit to \$2,500 million and to establish minimum sublimits of \$500 million for NYSEG, \$200 million for RG&E, \$100 million for CMP, \$150 million for UI, \$50 million for CNG and SCG, and \$25 million for BGC. On July 17, 2023, the Avangrid Credit Facility was amended and restated to, among other things, provide for the replacement of LIBOR-based rates with SOFR-based rates. Under the AGR Credit Facility, each of the borrowers are charged a facility fee that is dependent on their credit rating. The facility fees range from 10.0 to 22.5 basis points. UI had no debt outstanding under this agreement at September 30, 2024 and December 31, 2023.

In the AGR Credit Facility we covenant not to permit, without the consent of the lender, our ratio of total indebtedness to total capitalization to exceed 0.65 to 1.00 at any time. For purposes of calculating the maximum ratio of indebtedness to total capitalization, the facility excludes from net worth the balance of accumulated other comprehensive loss as it appears on the balance sheet. The facility contains various other covenants, including a restriction on the amount of secured indebtedness we may maintain. Continued un-remedied failure to comply with those covenants for five business days after written notice of such failure from the lender constitutes an event of default and would result in acceleration of maturity. Our ratio of indebtedness to total capitalization pursuant to the revolving credit facility was 0.43 to 1.00 at September 30, 2024. We are not in default as of September 30, 2024.

Note 7. Preferred Stock

At September 30, 2024, UI had 1,119,612 shares of \$100 par value preferred stock, 2,400,000 shares of \$25 par value preferred stock, and 5,000,000 shares of \$25 par value preference stock authorized but unissued.

Note 8. Environmental Liability

From time to time environmental laws, regulations and compliance programs may require changes in our operations and facilities and may increase the cost of electric service.

English Station

In January 2012, Evergreen Power, LLC (Evergreen Power) and Asnat Realty LLC (Asnat), then owners of a former generation site on the Mill River in New Haven (English Station) that UI sold to Quinnipiac Energy in 2000, filed a lawsuit in federal district court in Connecticut related to environmental remediation at the English Station site. This proceeding was stayed in 2014 pending resolutions of other proceedings before the DEEP concerning the English Station site. In December 2016, the court administratively closed the file without prejudice to reopen upon the filing of a motion to reopen by any party.

In December 2013, Evergreen Power and Asnat filed a subsequent lawsuit related to the English Station site. On April 16, 2018, the plaintiffs filed a revised complaint alleging fraud and unjust enrichment against UIL and UI and adding former UIL officers as named defendants alleging fraud. On February 21, 2019, the court granted our Motion to Strike with respect to all counts except for the count against UI for unjust enrichment. The counts stricken include all counts against the individual defendants as well as against UIL. The plaintiffs have appealed the court's decision to strike and oral arguments have taken place. On May 4, 2021, the Appeals Court affirmed the court's decision striking the counts. The plaintiffs filed a petition to appeal to the Connecticut Supreme Court, which was denied, leaving only the claim against UI for unjust enrichment. We cannot predict the outcome of this matter.

On April 8, 2013, DEEP issued an administrative order addressed to UI, Evergreen Power, Asnat and others, ordering the parties to take certain actions related to investigating and remediating the English Station site. This proceeding was stayed while DEEP and UI continue to work through the remediation process pursuant to the consent order described below. Status reports are periodically filed with DEEP.

On August 4, 2016, DEEP issued a partial consent order (the consent order), that, subject to its terms and conditions, requires UI to investigate and remediate certain environmental conditions within the perimeter of the English Station site. Under the consent order, to the extent that the cost of this investigation and remediation is less than \$30 million, UI will remit to the State of Connecticut the difference between such cost and \$30 million to be used for a public purpose as determined in the discretion of the Governor of the State of Connecticut, the Attorney General of the State of Connecticut and the Commissioner of DEEP. UI is obligated to comply with the terms of the consent order even if the cost of such compliance exceeds \$30 million. Under the terms of the consent order, the state will discuss options with UI on recovering or funding any cost above \$30 million such as through public funding or recovery from third parties; however, it is not bound to agree to or support any means of recovery or funding. UI has continued its process to investigate and remediate the environmental conditions within the perimeter of the English Station site pursuant to the consent order.

As of September 30, 2024 and December 31, 2023, the amount reserved related to English Station was \$20.0 million and \$19.4 million, respectively. We cannot predict the outcome of this matter.

Other

In May 2019, UI obtained an updated remediation evaluation of the property adjacent to the New Haven Harbor Generating Station. As a result, UI recorded an additional \$6.0 million reserve in June 2019, the minimum of the range of remediation estimates. The amount reserved for this property was \$14.6 million as of September 30, 2024 and \$8.0 million as of December 31, 2023, respectively.

UI also holds a reserve for remediation of 801 Bridgeport Ave, the site of a former operations center. The amount reserved for this site was \$0.4 million as of September 30, 2024 and December 31, 2023.

Our environmental liability accruals are recorded on an undiscounted basis and are expected to be paid through the year 2053.

Note 9. Accounting for Derivative Instruments and Hedging Activities

Our operating and financing activities are exposed to certain risks, which are managed by using derivative instruments. All derivative instruments are recognized as either assets or liabilities at fair value on our condensed balance sheets in accordance with the accounting requirements concerning derivative instruments and hedging activities.

Derivatives not designated as hedging instruments

Pursuant to Connecticut's 2005 Energy Independence Act, PURA solicited bids to create new or incremental capacity resources in order to reduce federally mandated congestion charges, and selected four new capacity resources. To facilitate the transactions between the selected capacity resources and Connecticut electric customers, and provide the commitment necessary for owners of these resources to obtain necessary financing, PURA required that UI and The Connecticut Light and Power Company (CL&P) execute long-term contracts with the selected resources. In August 2007, PURA approved four CfDs, each of which specifies a capacity quantity and a monthly settlement that reflects the difference between a forward market price and the contract price. UI executed two of the contracts and CL&P executed the other two contracts. The costs or benefits of each contract will be paid by or allocated to customers and will be subject to a cost-sharing agreement between UI and CL&P pursuant to which approximately 20% of the cost or benefit is borne by or allocated to UI customers and approximately 80% is borne by or allocated to CL&P customers.

PURA has determined that costs associated with these CfDs will be fully recoverable by UI and CL&P through electric rates, and in accordance with ASC 980 "Regulated Operations," UI has deferred recognition of costs (a regulatory asset) or obligations (a regulatory liability). The CfDs are marked-to-market in accordance with ASC 815 "Derivatives and Hedging." For those CfDs signed by CL&P, UI records its approximate 20% portion pursuant to the cost-sharing agreement noted above. As of September 30, 2024, UI has recorded a gross derivative asset of \$0.6 million (\$0 of which is related to UI's portion of the CfD signed by CL&P), a regulatory asset of \$18.0 million, a gross derivative liability of \$18.5 million (\$17.8 million of which is related to UI's portion of the CfD signed by CL&P), and a regulatory liability of \$0. As of December 31, 2023, UI had recorded a gross derivative asset of \$0.9 million (\$0 of which is related to UI's portion of the CfD signed by CL&P), a regulatory asset of \$29.9 million, a gross derivative liability of \$30.8 million (\$29.7 million of which is related to UI's portion of the CfD signed by CL&P), and a regulatory liability of \$0.

The unrealized gains and losses from fair value adjustments to these derivatives, which are recorded in regulatory assets, for the three and nine months ended September 30, 2024 and 2023, respectively, were as follows:

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
(Thousands)				
Derivative assets	\$ (91)	\$ (128)	\$ (337)	\$ (333)
Derivative liabilities	\$ 3,701	\$ 4,313	\$ 12,283	\$ 11,273

Note 10. Fair Value of Financial Instruments and Fair Value Measurements

The estimated fair value of debt amounted to \$1,152 million as of September 30, 2024 and \$1,016 million as of December 31, 2023, respectively. The estimated fair value was determined, in most cases, by discounting the future cash flows at market interest rates. The interest rate curve used to make these calculations takes into account the risks associated with the electricity industry and the credit ratings of the borrowers in each case. The fair value hierarchy for the fair value of debt is considered as Level 2.

Assets and liabilities measured at fair value on a recurring basis

The financial instruments measured at fair value as of September 30, 2024 and December 31, 2023, respectively, consisted of:

As of September 30, 2024	Level 1	Level 2	Level 3	Total
(Thousands)				
Derivative assets				
Contracts for differences	\$ —	\$ —	\$ 562	\$ 562
Equity investments with readily determinable fair values				
Supplemental retirement benefit trust life insurance policies	—	19,932	—	19,932
Total	\$ —	\$ 19,932	\$ 562	\$ 20,494
Derivative liabilities				
Contracts for differences	\$ —	\$ —	\$ (18,544)	\$ (18,544)
Total	\$ —	\$ —	\$ (18,544)	\$ (18,544)

As of December 31, 2023	Level 1	Level 2	Level 3	Total
(Thousands)				
Derivative assets				
Contracts for differences	\$ —	\$ —	\$ 899	\$ 899
Equity investments with readily determinable fair values				
Supplemental retirement benefit trust life insurance policies	—	16,493	—	16,493
Total	\$ —	\$ 16,493	\$ 899	\$ 17,392
Derivative liabilities				
Contracts for differences	\$ —	\$ —	\$ (30,827)	\$ (30,827)
Total	\$ —	\$ —	\$ (30,827)	\$ (30,827)

Notes to Financial Statements

We had no transfers to or from Level 1 and 2 during the periods ended September 30, 2024 and December 31, 2023. Our policy is to recognize transfers in and transfers out as of the actual date of the event or change in circumstances that causes a transfer, if any.

Valuation techniques: We determine the fair value of our derivative assets and liabilities and non-current equity investments utilizing market approach valuation techniques:

- UI enters into CfDs, which are marked-to-market based on a probability-based expected cash flow analysis that is discounted at risk-free interest rates and an adjustment for non-performance risk using credit default swap rates. We include the fair value measurement for these contracts in Level 3 (Refer to Note 9 for further discussion of CfDs).
- We measure the fair value of the supplemental retirement benefit life insurance trust based on quoted prices in the active markets for the various funds within which the assets are held and include the measurement in Level 2.

The determination of fair value of the CfDs was based on a probability-based expected cash flow analysis that was discounted at risk-free interest rates, as applicable, and an adjustment for non-performance risk using credit default swap rates. Certain management assumptions were required, including development of pricing that extends over the term of the contracts. We believe this methodology provides the most reasonable estimates of the amount of future discounted cash flows associated with the CfDs. Additionally, on a quarterly basis, we perform analytics to ensure that the fair value of the derivatives is consistent with changes, if any, in the various fair value model inputs. Significant isolated changes in the risk of non-performance, the discount rate or the contract term pricing would result in an inverse change in the fair value of the CfDs. Additional quantitative information about Level 3 fair value measurements of the CfDs is as follows:

Unobservable Input	Range at September 30, 2024	Range at December 31, 2023
Risk of non-performance	0.51% - 0.53%	0.42% - 0.52%
Discount rate	3.58%	3.84% - 4.01%
Forward pricing (\$ per MW)	\$2.59 - \$2.61	\$2.00 - \$2.61

The reconciliation of changes in the fair value of financial instruments based on Level 3 inputs for the three and nine months ended September 30, 2024 and 2023, respectively, is as follows:

Three Months Ended September 30,	2024	2023
(Thousands)		
Beginning balance	\$ (21,592)	\$ (37,847)
Unrealized gains, net	3,610	4,185
Ending balance	\$ (17,982)	\$ (33,662)

Nine Months Ended September 30,	2024	2023
(Thousands)		
Beginning balance	\$ (29,928)	\$ (44,602)
Unrealized gains, net	11,946	10,940
Ending balance	\$ (17,982)	\$ (33,662)

Note 11. Postretirement and Similar Obligations

The components of net periodic benefit cost for pension and postretirement benefits for the three and nine months ended September 30, 2024 and 2023, respectively, consisted of:

Three Months Ended September 30, (Thousands)	Pension Benefits		Postretirement Benefits	
	2024	2023	2024	2023
Net periodic benefit cost				
Service cost	\$ —	\$ —	\$ 73	\$ 67
Interest cost	4,484	4,865	532	505
Expected return on plan assets	(5,040)	(4,661)	(559)	(540)
Amortization of prior service cost (credit)	297	297	—	(264)
Amortization of net loss (gain)	943	924	(251)	(586)
Net periodic benefit cost (credit)	\$ 684	\$ 1,425	\$ (205)	\$ (818)

Nine Months Ended September 30, (Thousands)	Pension Benefits		Postretirement Benefits	
	2024	2023	2024	2023
Net periodic benefit cost				
Service cost	\$ —	\$ —	\$ 219	\$ 200
Interest cost	13,453	14,596	1,597	1,514
Expected return on plan assets	(15,119)	(13,984)	(1,676)	(1,621)
Amortization of prior service cost (credit)	891	891	—	(792)
Amortization of net loss (gain)	2,830	2,773	(753)	(1,758)
Net periodic benefit cost (credit)	\$ 2,055	\$ 4,276	\$ (613)	\$ (2,457)

Note 12. Equity Method Investments

UI is a party to a 50-50 joint venture with Clearway Energy, Inc. in GenConn, which operates two peaking generation plants in Connecticut. UI's investment in GenConn is being accounted for as an equity investment, the carrying value of which was \$75.2 million and \$78.7 million as of September 30, 2024 and December 31, 2023, respectively.

UI's pre-tax income from its equity investment in GenConn was \$0.6 million and \$0.9 million for the three months ended September 30, 2024 and 2023, respectively. UI's pre-tax income from its equity investment in GenConn was \$2.0 million and \$2.4 million for the nine months ended September 30, 2024 and 2023, respectively.

Cash distributions from GenConn are reflected as either distributions of earnings or as returns of capital in the operating and investing sections, respectively, of the condensed statements of cash flows. UI received cash distributions from GenConn of \$2.5 million and \$2.7 million during the three months ended September 30, 2024 and 2023, respectively. UI received cash distributions from GenConn of \$5.6 million and \$6.2 million for the nine months ended September 30, 2024 and 2023, respectively.

Note 13. Other Income and Other Deductions

Other income and deductions for the three and nine months ended September 30, 2024 and 2023, respectively, consisted of:

Three Months Ended September 30,		2024		2023
(Thousands)				
Interest and dividends income	\$	2,132	\$	523
Allowance for funds used during construction		4,237		4,157
Carrying costs on regulatory assets		3,499		1,885
Miscellaneous		1		(1)
Total other income	\$	9,869	\$	6,564
Pension non-service components	\$	(1,277)	\$	(90)
Miscellaneous		(620)		(307)
Total other deductions	\$	(1,897)	\$	(397)
Nine Months Ended September 30,				
(Thousands)				
Interest and dividends income	\$	5,134	\$	1,062
Allowance for funds used during construction		9,873		9,924
Carrying costs on regulatory assets		11,256		6,558
Miscellaneous		96		49
Total other income	\$	26,359	\$	17,593
Pension non-service components	\$	(1,603)	\$	(470)
Miscellaneous		(1,003)		(604)
Total other deductions	\$	(2,606)	\$	(1,074)

Note 14. Related Party Transactions

Certain Networks subsidiaries, including UI, borrow from AGR, the parent of Networks, through intercompany revolving credit agreements. For UI, the intercompany revolving credit agreements provide access to supplemental liquidity. See Note 6 for further detail on the credit facility with AGR.

AGR, through its affiliates, provides administrative and management services to Networks operating utilities, including UI, pursuant to service agreements. The cost of those services is allocated in accordance with methodologies set forth in the service agreements. The cost allocation methodologies vary depending on the type of service provided. Management believes such allocations are reasonable. The charge for operating and capital services provided to UI by AGR and its affiliates was \$59.6 million and \$64.3 million for the nine months ended September 30, 2024 and 2023, respectively. The charge for services provided by UI to AGR and its subsidiaries was approximately \$11.0 million and \$4.5 million for the nine months ended September 30, 2024 and 2023, respectively. All charges for services are at cost.

The balance in accounts payable to affiliates of \$51.2 million at September 30, 2024 and \$71.3 million at December 31, 2023 is primarily due to UIL Holdings. The balance in accounts receivable from affiliates of \$0.8 million at September 30, 2024 and \$4.5 million at December 31, 2023 is receivable from various companies.

Notes to Financial Statements

There were no notes receivable from affiliates at September 30, 2024 and December 31, 2023. Notes payable to affiliates relate to the Virtual Money Pool Agreement and the Bi-Lateral Intercompany Facility as discussed in Note 6 of these financial statements.