

Financial Statements of

**THE EDMONTON PIPE INDUSTRY
PENSION TRUST FUND**

Year ended December 31, 2018



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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of The Edmonton Pipe Industry Pension Trust Fund

Opinion

We have audited the financial statements of The Edmonton Pipe Industry Pension Trust Fund (the Entity), which comprise:

- the statement of financial position as at December 31, 2018
- the statement of changes in net assets available for benefits for the year then ended
- the statement of changes in pension obligation for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at December 31, 2018, its changes in net assets available for benefits and its changes in pension obligation for the year then ended in accordance with Canadian accounting standards for pension plans.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the “***Auditors’ Responsibilities for the Audit of the Financial Statements***” section of our auditors’ report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. Other information comprises the information, other than the financial statements and the auditors’ report thereon, included in a document likely to be entitled the “2018 - Annual Report”.



Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

The information, other than the financial statements and the auditors' report thereon, included in a document likely to be entitled the "2018 - Annual Report" is expected to be made available to us after the date of this auditors' report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for pension plans, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.



We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

KPMG LLP

Edmonton, Canada

May 15, 2019

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Financial Statements

Year ended December 31, 2018

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THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Statement of Financial Position

December 31, 2018, with comparative information for 2017

	2018	2017
ASSETS		
Cash and cash equivalents	\$ 33,637,482	\$ 42,019,508
Investments (note 4)	1,911,779,874	1,874,609,970
Contributions receivable	2,025,732	3,337,202
Accounts receivable	107,646	82,906
Prepaid expenses and deposits	37,682	27,186
	<u>1,947,588,416</u>	<u>1,920,076,772</u>
LIABILITIES		
Accounts payable and accrued liabilities	1,385,837	1,358,280
Amounts due to other pension funds (note 5)	123,023	488,376
Due to The Edmonton Pipe Industry Health and Welfare Fund (note 6)	3,855	68,460
	<u>1,512,715</u>	<u>1,915,116</u>
Net assets available for benefits	1,946,075,701	1,918,161,656
Pension obligations (note 7)	1,432,965,000	1,455,030,000
Accumulated surplus	<u>\$ 513,110,701</u>	<u>\$ 463,131,656</u>

See accompanying notes to financial statements.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2018, with comparative information for 2017

	2018	2017
Increase in net assets:		
Investment and other income, net (note 8)	\$ 69,447,264	\$ 198,650,575
Employer contributions (note 9)	46,262,990	72,661,022
Pension credits and reciprocal transfers in	2,541,256	2,150,160
	<u>118,251,510</u>	<u>273,461,757</u>
Decrease in net assets:		
Benefit payments:		
Retirement	54,968,809	51,704,833
Transfers and lump sum payments	16,409,302	21,522,520
Death benefits	1,728,564	1,007,126
Pension credits and reciprocal transfers out	3,018,553	4,539,210
Investment manager and custodian fees	12,918,473	13,813,202
Administrative expenses (note 10)	1,293,764	1,345,813
	<u>90,337,465</u>	<u>93,932,704</u>
Increase in net assets available for benefits	27,914,045	179,529,053
Net assets available for benefits, beginning of year	1,918,161,656	1,738,632,603
Net assets available for benefits, end of year	<u>\$ 1,946,075,701</u>	<u>\$ 1,918,161,656</u>

See accompanying notes to financial statements.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Statement of Changes in Pension Obligations

Year ended December 31, 2018, with comparative information for 2017

	2018	2017
Pension obligations, beginning of year	\$ 1,455,030,000	\$ 1,311,481,000
Benefit improvement, effective January 1 st	-	15,673,000
	1,455,030,000	1,327,154,000
Benefits accumulated	36,947,000	52,171,000
Pension credits and reciprocal transfers in	2,541,000	2,096,000
Reciprocal transfers out	(75,000)	-
Benefits paid	(73,107,000)	(74,234,000)
Interest	74,066,000	72,840,000
Impact of assumption changes - end of year	(58,080,000)	69,889,000
Net experience (gains) losses - end of year	(4,357,000)	5,114,000
Pension obligations, end of year	\$ 1,432,965,000	\$ 1,455,030,000

See accompanying notes to financial statements.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements

Year ended December 31, 2018

1. Nature of The Edmonton Pipe Industry Pension Trust Fund:

The United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States and Canada, Local 488 (the "Union") and the Construction Labour Relations - an Alberta Association Mechanical (Provincial) Trade Division Pursuant to Registration Certificate No. 27 (the "Party Employers") entered into an agreement and declaration of trust dated October 1, 1968 (the "Pension Trust Agreement") which has been amended and restated as of August 13, 2007. The Pension Trust Agreement provides for the establishment, maintenance, investment and administration of a trust fund known as The Edmonton Pipe Industry Pension Trust Fund (the "Pension Fund") created pursuant to The Edmonton Pipe Industry Pension Plan (the "Plan") which includes all restatements and amendments to January 1, 2017. The Plan itself was established pursuant to a collective agreement between the Union and the Party Employers dated May 1, 1965 (the "Collective Agreement") and renewed for the period until April 30, 2019. The Plan is a registered pension plan with the Canada Revenue Agency.

The following is a brief summary of the main provisions of the Plan in effect at December 31, 2018. It is not intended as a complete description of the Plan. For more complete information, reference should be made to the Plan documents.

(a) Eligibility for membership:

The Plan covers employees of the Party Employers that are bound by the Collective Agreement to contribute to the Pension Fund and other parties as determined by the Plan.

(b) Pension benefit:

Effective January 1, 2017, for each full 100 covered hours, a member earns a monthly pension benefit of \$6.79 for service on or after January 1, 2017.

(c) Contributions:

Members do not contribute to the Pension Fund. Employers contribute to the Pension Fund at the rates specified in the Collective Agreement.

(d) Retirement dates:

(i) Normal retirement date:

The normal retirement date is the first day of the month coincident with or next following the member's 65th birthday.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

1. Nature of The Edmonton Pipe Industry Pension Trust Fund (continued):

(d) Retirement dates (continued):

(ii) Early retirement date:

If a member has a vested pension, the member may choose to retire as early as age 55.

(iii) Postponed retirement:

Pension commencement may be postponed, and pension credits may continue to accrue up to the end of November of the year during which the member attains age 71.

(e) Retirement benefits:

(i) Normal retirement:

If a member retires on their normal retirement date, the member will be entitled to the pension that was accrued prior to retirement.

(ii) Early retirement pension:

If a member retires early, they will be entitled to a pension that is calculated the same way as for a normal retirement. If the member does not qualify for the special early retirement pension:

1. Their earned pension is actuarially reduced from age 65; or
2. For a qualified member retiring after age 60, their earned pension is reduced by 3 percent for each year that their actual retirement age precedes the normal retirement age.

A qualified member retiring after attaining age 58, but prior to their normal retirement age, is entitled to a special early retirement pension if the sum of their age and years of credited service equal at least 80 points for ages 58 and 59, and 75 points after age 60, provided they have at least 15 years of credited service. The special early retirement pension is an unreduced pension commencing on their early retirement date.

(iii) Postponed retirement pension:

A member may elect to postpone retirement. In that case, benefits continue to accrue.

Upon the member's actual retirement date, they will be entitled to their accrued benefit without any actuarial adjustment or increase.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

1. Nature of The Edmonton Pipe Industry Pension Trust Fund (continued):

(f) Survivor benefits:

(i) Death prior to receipt of a pension:

If a member not in receipt of a pension dies after accruing a vested pension, their surviving spouse shall receive an immediate lifetime pension. The amount of monthly pension payable to them is the lesser of the amount of the monthly pension earned by the member prior to their death or 66-2/3% of their earned pension plus the amount they would have earned had they worked to age 65, subject to the minimum standards under the Employment Pension Plans Act. In lieu of a monthly pension, the surviving spouse may elect to receive a commuted value equal to the deceased members termination benefit calculated as if the member had terminated at their date of death.

No death benefit is payable in respect of any accrued pension which was not vested in the member at the time of their death. Benefits earned prior to October 1, 1999 vest after the member completes five years of vesting service. Benefits earned after September 30, 1999 vest after the member completes two years of vesting service. Benefits earned on or after September 1, 2014 are immediately vested.

If a member dies without a spouse the member's beneficiary or estate shall receive the commuted value of any vested pension earned.

(ii) Death while in receipt of a pension:

For a member in receipt of a pension who does not have a spouse at the time of their death, all payments would cease upon the death of the member. Effective with retirements on or after March 1, 2014 the normal form of pension for a member without a spouse at retirement is Life, guaranteed 10 years.

For a member who retired prior to January 1, 1992 who has a spouse at the time of their death, 75% of their monthly pension will be payable to their spouse after their death. For a member who retired on or after January 1, 1992 who has a spouse at the time of their death, the normal form of pension provides that 66-2/3% of their monthly pension will be payable to their spouse after their death.

Notwithstanding the foregoing, for a member who retired prior to the introduction of the long-term disability plan who dies prior to age 65 while in receipt of a disability pension, the spouse shall receive a survivor pension equal to the lesser of 66-2/3% of the monthly pension the member was receiving at the time of their death and the amount of pension accrued by the member to the date of their death.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

1. Nature of The Edmonton Pipe Industry Pension Trust Fund (continued):

(f) Survivor benefits (continued):

(ii) Death while in receipt of a pension (continued):

For any member who elected an optional form of pension at the time of their retirement, any applicable survivor benefits will be payable in accordance with the terms of the optional form of pension chosen.

(g) Termination benefits:

A member terminating membership in the Plan after seven years of vesting service is entitled to receive a deferred pension from the Plan. A member terminating membership in the Plan after five years of vesting service is entitled to a deferred pension from the Plan in respect of their credited service after October 1, 1986. A member terminating their membership in the Plan after two years of vesting service is entitled to a deferred pension from the Plan in respect of their credited service after October 1, 1999 and before September 1, 2014. Effective September 1, 2014, a member terminating membership in the Plan is entitled to a deferred pension from the Plan.

The normal, special and early retirement provisions applicable to a qualified member with deferred pension entitlements correspond to the provisions applicable to a qualified member as noted under the Retirement benefits section above. For other members entitled to deferred pensions, the pension is payable commencing at age 65. However, a member may elect to receive an actuarially reduced early retirement pension as early as age 55.

If a member is entitled to a deferred pension, and is under the age of 55, they may also transfer the commuted value of that pension into another retirement vehicle in accordance with the applicable federal and provincial legislation.

(h) Disability:

A member who is in receipt of benefits from the long-term disability plan sponsored by The Edmonton Pipe Industry Health and Welfare Fund ("Health and Welfare Fund") shall be credited with deemed hours of covered employment at the average rate earned by all active members during the previous plan year.

All other members with a vested pension who become totally and permanently disabled are entitled to receive an immediate monthly pension equal to the vested pension earned prior to their becoming disabled.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

1. Nature of The Edmonton Pipe Industry Pension Trust Fund (continued):

(i) Post retirement benefits for retired members:

An amendment to the Plan was approved by the Trustees on September 7, 2007, effective January 1, 2007, to permit contributions for retired members under age 71 returning to work with a contributing employer to accrue for the benefit of the retired member. The contributions received by the Pension Fund, for work periods after the retired members' initial retirement date, are held with the general assets of the Pension Fund and are immediately vested. For work periods after the retired member's initial retirement date and prior to October 1, 2009, the entire employer contribution accrues for the benefit of the retired member. For work periods after the retired member's initial retirement date and between September 30, 2009 and December 31, 2014, a portion of the employer contribution, based on the Plan's current service cost rate, accrues for the benefit of the retired member. For work periods after the retired member's initial retirement date and after January 1, 2015, the entire employer contribution less a 5% administrative fee accrues for the benefit of the retired member. Upon subsequent retirement, a benefit will be transferred to a Locked-In Retirement Account ("LIRA") on behalf of the retired member.

The Board of Trustees have engaged McAteer – Employment Benefit Plan Services Limited as administration services provider for the Pension Fund.

2. Basis of preparation:

(a) Basis of presentation:

These financial statements have been prepared by management in accordance with Canadian accounting standards for pension plans and present information about the aggregate financial position of the Pension Fund and the net assets available to meet future benefit payments.

In selecting or changing accounting policies that do not relate to its investment portfolio or pension obligations, Canadian accounting standards for pension plans require the Pension Fund to comply (on a consistent basis) with either International Financial Reporting Standards ("IFRS") in Part I of the CPA Canada Handbook - Accounting or Canadian Accounting Standards for Private Enterprises in Part II of the CPA Canada Handbook - Accounting. The Pension Fund has chosen to comply on a consistent basis with IFRS.

These financial statements are prepared to assist Plan members and others in reviewing the financial activities of the Plan for the fiscal period but they do not portray the funding requirements of the Plan nor the benefit security of individual Plan members.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

2. Basis of preparation:

(b) Basis of measurement:

The financial statements have been prepared on the historical cost basis except for investments and derivative financial instruments which are recorded at fair value through the statement of changes in net assets available for benefits.

(c) Functional and presentation currency:

These financial statements are presented in Canadian dollars, which is the Pension Fund's functional currency.

(d) Use of estimates and judgments:

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the statement of financial position and the reported amounts of changes in net assets available for benefits during the year. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

3. Significant accounting policies:

These financial statements have been prepared in accordance with the significant accounting policies set out below.

(a) Foreign currency:

Transactions in foreign currencies are translated into Canadian dollars at the exchange rate at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into Canadian dollars at the exchange rate at that date. Foreign currency differences arising on translation are recognized in the statement of changes in net assets available for benefits as changes in net unrealized gains (losses) on investments.

(b) Income recognition:

Investment income is recorded on an accrual basis and includes interest, dividends and other income.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

3. Significant accounting policies (continued):

(c) Financial assets and financial liabilities:

(i) Financial assets:

Financial assets are recognized initially on the trade date, which is the date that the Pension Fund becomes a party to the contractual provisions of the instrument. Upon initial recognition, attributable transaction costs are recognized in the statement of changes in net assets available for benefits as incurred.

The Pension Fund derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Pension Fund neither transfers nor retains substantially all the risks and rewards of ownership and does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset and consideration received is recognized in the statement of changes in net assets available for benefits as a net realized gain on sale of investments.

(ii) Financial liabilities:

All financial liabilities are recognized initially on the trade date at which the Pension Fund becomes a party to the contractual provisions of the instrument.

The Pension Fund derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

(iii) Derivative financial instruments:

Derivative financial instruments are recognized initially at fair value and attributable transaction costs are recognized in the statement of changes in net assets available for benefits as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and all changes are recognized immediately in the statement of changes in net assets available for benefits.

Financial assets and liabilities are offset and the net amount presented in the statement of net assets available for benefits when, and only when, the Plan has a legal right to offset the amounts and it intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

3. Significant accounting policies (continued):

(d) Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In determining fair value, the Pension Fund has adopted the guidance in IFRS 13, Fair Value Measurement ("IFRS 13"), in Part I of the CPA Canada Handbook. As allowed under IFRS 13, if an asset or a liability measured at fair value has a bid and an ask price, the price within the bid-ask spread that is the most representative of fair value in the circumstances shall be used to measure fair value. The Pension Fund uses closing market price as a practical expedient for fair value measurement.

When available, the Pension Fund measures the fair value of an instrument using quoted prices in an active market for that instrument. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm's length basis.

If a market for a financial instrument is not active, then the Pension Fund establishes fair value using valuation techniques that include using recent arm's length transactions between knowledgeable, willing parties (if available), reference to the current fair value of other instruments that are substantially the same, discounted cash flow analyses and option pricing models.

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price, i.e. the fair value of the consideration given or received, unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable markets.

All changes in fair value, other than interest and dividend income and expense, are recognized in the statement of changes in net assets available for benefits as part of the changes in net unrealized gains (losses) on investments.

Fair values of investments are determined as follows:

Cash and cash equivalents are stated at cost, which together with accrued investment income approximates fair value given the short term nature of these instruments.

Bonds and equities are valued at year-end quoted closing prices where available. Where quoted prices are not available, estimated fair values are calculated using comparable securities.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

3. Significant accounting policies (continued):

(d) Fair value measurement (continued):

Canadian and non-Canadian equities and fixed income securities are valued on the basis of quoted closing prices where available. Where quoted prices are not available, estimated values are calculated using comparable securities.

Pooled funds are valued at the unit values supplied by the pooled fund administrator, which represent the Pension Fund's proportionate share of the underlying net assets at fair values determined using closing market prices.

Alternative fixed income, infrastructure, private equities and real estate investments are held through ownership in limited partnership arrangements or other similar investment vehicles. Fair value is determined based on relevant information reported by the General Partner using accepted industry valuation methods using valuations as of December 31 being the most recently available market information. These methods include considerations such as earnings multiples of comparable publicly-traded companies, discounted cash flows and third party transactions, or other events which would suggest a change in value of the investment.

Investments in derivative financial instruments, including futures, forwards and option contracts, are valued at year-end quoted market prices where available. Where quoted prices are not available, values are determined using pricing models, which take into account current market and contractual prices of the underlying instruments, as well as time value and yield curve or volatility factors underlying the positions. Unrealized gains and losses on derivative financial instruments, net of premiums paid or received on options contracts, are included in derivative contracts investments.

(e) Net realized gain on sale of investments:

The net realized gain on sale of investments is the difference between proceeds received and the average cost of investments sold.

(f) Common expenses:

Certain expenses are shared equally between the Pension Fund and The Edmonton Pipe Industry Health and Welfare Fund and (the "Health and Welfare Fund"), which operate out of the same premises and under the same Board of Trustees and management.

(g) Income taxes:

The Plan is a registered pension plan, as defined by the Income Tax Act (Canada), and, accordingly, is not subject to income taxes.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

4. Investments:

	2018	2017
By investment manager:		
Direct investments:		
Letko, Brosseau & Associates Inc.	\$ 78,866,710	\$ 86,064,970
	78,866,710	86,064,970
Pooled funds:		
Phillips, Hager & North Investment Management Ltd.	339,107,771	349,279,920
Orbis Institutional Global Equity	183,738,446	202,904,907
Morgan Stanley Investment Management	202,836,248	180,740,671
QV Investors Inc.	119,878,939	144,762,568
Connor, Clark & Lunn Investment Management Ltd.	105,282,950	143,953,974
	950,844,354	1,021,642,040
Alternative fixed income:		
Trez Capital Finance LP	33,189,302	46,930,833
White Oak Global Advisors	54,079,016	42,967,686
Basso Capital Management	4,157,252	40,800,417
Wellington Financial LP	540,165	23,919,442
Trez Capital Yield Trust	44,031,340	21,087,914
Duet European Real Estate Debt Fund	28,573,202	20,137,802
Brookfield Asset Management Inc.	21,860,482	15,740,719
Marathon Asset Management	7,750,689	-
Neuberger Berman Investment Advisors LLC	8,536,072	-
Third Eye Capital	43,035,044	-
	245,752,564	211,584,813
Infrastructure:		
Brookfield Asset Management Inc.	94,232,972	71,992,938
Macquarie Infrastructure Partners Inc.	73,277,497	56,538,180
JP Morgan Infrastructure Investments Fund	50,820,725	48,378,004
Infracapital	12,164,473	8,356,156
IFM Global Infrastructure Fund	35,588,144	-
	266,083,811	185,265,278

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

4. Investments (continued):

	2018	2017
By investment manager (continued):		
Private equities:		
Brookfield Asset Management Inc.*	70,768,398	74,640,936
Marathon Asset Management*	29,996,129	41,714,063
Clairvest Equity Partners	23,051,182	21,429,685
Cyprium Capital Partners	16,062,519	16,071,122
Northleaf Capital Partners	12,008,933	10,989,231
MB Global Partners	14,385,445	10,849,170
Standard Life International Private Equity	-	6,268,249
GE Asset Management Fund	425,231	1,826,751
	166,697,837	183,789,207
Real estate:		
Brookfield Asset Management Inc.	119,568,265	119,013,848
Manulife Financial	49,734,805	46,166,533
CBRE Global Investors	42,204,573	-
Bentall Kennedy Prime Canadian Property Fund	-	21,083,281
	211,507,643	186,263,662
Derivative contracts:		
CIBC Capital Markets	(7,973,045)	-
	(7,973,045)	-
	\$ 1,911,779,874	\$ 1,874,609,970

*The Pension Fund has committed to transfer its remaining investment in Marathon Asset Management to Brookfield Asset Management Inc. subsequent to December 31, 2018.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

4. Investments (continued):

	2018	%	2017	%
By asset class:				
Cash and cash equivalents	\$ 3,279,635	0.2	\$ 2,189,857	0.1
Canadian equities and funds	300,748,052	15.7	372,591,655	19.9
Non-Canadian equity funds	386,575,606	20.2	383,645,578	20.5
Fixed income and pooled funds	339,107,771	17.7	349,279,920	18.6
Alternative fixed income	245,752,564	12.9	211,584,813	11.3
Infrastructure	266,083,811	13.9	185,265,278	9.9
Private equities	166,697,837	8.7	183,789,207	9.8
Real estate	211,507,643	11.1	186,263,662	9.9
Derivative contracts	(7,973,045)	(0.4)	-	-
	\$ 1,911,779,874	100.0	\$ 1,874,609,970	100.0

Derivative contracts represent derivative financial instruments, the value of which is derived from the value of underlying assets, interest rates or exchange rates. The Pension Fund utilizes such contracts for managing exposure to foreign currency volatility. Derivative contracts, transacted either on a regulated exchange market or in the over-the-counter market directly between two counterparties include:

	Notional amount		Fair value	
	2018	2017	2018	2017
Foreign exchange contracts:				
US dollar	\$ 296,120,681	\$ -	\$ (5,503,058)	\$ -
British pound	56,311,078	-	(1,427,250)	-
Euro	58,021,996	-	(1,042,737)	-
	\$ 410,453,755	\$ -	\$ (7,973,045)	\$ -

The foreign exchange contracts mature over the next three months.

Notional amounts are the contract amounts used to calculate the cash flows to be exchanged. They are a common measure of volume of outstanding transactions but do not represent credit or market risk exposure.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

5. Reciprocal agreements with other pension funds:

The Pension Fund has entered into reciprocal agreements with other pension funds. These agreements provide that contributions received on account of employees working outside of their local union jurisdiction are remitted on a monthly basis to the pension fund of which they are a member.

6. Due to The Edmonton Pipe Industry Health and Welfare Fund:

The amount due to the Health and Welfare Fund is non-interest bearing, unsecured and has no set terms of repayment.

7. Pension obligations:

These financial statements do not purport to indicate whether the assets of the Pension Fund, together with investment earnings thereon, plus future contributions, will be sufficient to finance all benefits to be provided under the Pension Plan.

An actuarial valuation of the pension obligations of the Pension Plan was carried out by Mercer (Canada) Limited ("Mercer") and their determination of the funded position of the Pension Plan as at December 31, 2018. The actuarial valuation was conducted on a going-concern basis whereby the relationship between assets and the value of accumulated benefits is determined using the unit credit actuarial cost method assuming the Pension Plan is maintained indefinitely.

The assumptions used in determining the pension obligations were developed as the best estimate of expected future market conditions and other future events. After consultation with Mercer, the Board of Trustees adopted these best estimates. The major assumptions used in the valuations, with comparison to the actual results, are as follows:

	2018		2017	
	Valuation assumption	Actual	Valuation assumption	Actual
Discount rate / investment return	5.42%	2.90%	5.15%	10.57%
Hours worked	5,000,000	6,784,291	7,000,000	10,440,483

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

7. Pension obligations (continued):

Investment return represents investment income net of investment manager and custodian fees.

The mortality table assumption used for the 2018 and 2017 valuations is 120% of the 2014 Private Sector Canadian Pensioners Mortality (CPM) table fully generational using scale CPM-B.

The Pension Fund's funded position on a going concern basis is as follows:

	2018	2017
Net assets available for benefits	\$ 1,946,075,701	\$ 1,918,161,656
Actuarial liability - present value of accrued benefits for:		
Active members	623,435,000	657,859,000
Pensioners and survivors	649,655,000	626,856,000
Disabled pensioners	45,941,000	50,138,000
Deferred pensioners	87,815,000	91,066,000
Post-retirement benefits for active retired members	26,119,000	29,111,000
	1,432,965,000	1,455,030,000
Funding excess as determined on a going concern basis	\$ 513,110,701	\$ 463,131,656
Funded ratio	136%	132%

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

8. Investment and other income, net:

	2018	2017
By investment type:		
Direct investments:		
Interest	\$ 53,992	\$ 46,988
Dividends	2,378,205	1,989,283
Pooled funds	22,135,368	21,575,019
Alternative fixed income, infrastructure, real estate and private equities	43,483,345	14,277,153
Realized gains on sale of investments	65,539,324	76,539,272
Realized foreign currency (losses) gains	(11,329,024)	1,167,684
Change in net unrealized (losses) gains on investments	(101,460,756)	122,216,849
Change in net unrealized foreign currency gains (losses)	47,963,580	(39,411,902)
	68,764,034	198,400,346
Other income	683,230	250,229
	\$ 69,447,264	\$ 198,650,575

9. Employer contributions:

Commencing November 4, 2012, contributions are made by employers at a negotiated rate of \$6.61 per hour. The *Alberta Employment Pension Plans Act* prescribes the minimum contributions that must be made to the Pension Fund. The minimum required contribution rates sufficient to meet the funding needs of the Pension Fund are as follows:

	2018	2017
Current service cost	\$ 5.626	\$ 5.147
Provision for adverse deviation	0.773	0.710
Total minimum required contribution rate	6.399	5.857
Average negotiated contribution rate	6.610	6.610
Net margin	\$ 0.211	\$ 0.753

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

10. Administrative expenses:

	2018	2017
Direct expenses:		
Administration services provider fees	\$ 479,088	\$ 495,115
Actuarial and consulting fees	180,240	195,015
Investment consulting fees	167,320	152,509
Independent trustees fees	77,000	77,000
Audit	72,499	72,400
Legal	70,341	74,712
Non-deductible GST and HST	52,422	53,388
Insurance	26,625	30,531
Registration	25,172	48,077
Other expenses	3,752	981
	1,154,459	1,199,728
Common expenses shared equally with the Health and Welfare Fund (note 3(f)):		
Rent	121,840	121,840
Office expenses	83,046	91,276
Postage	23,322	29,041
Annual report to members	21,878	24,198
Non-deductible GST and HST	12,372	13,635
Travel, conferences and meeting expenses	9,680	6,702
Other shared expenses	6,112	5,478
	278,610	292,170
Less Health and Welfare Fund share	(139,305)	(146,085)
	139,305	146,085
	\$ 1,293,764	\$ 1,345,813

The Pension Fund defines its key management personnel as members of the Board of Trustees and its administration services provider who are responsible for planning, controlling and directing the activities of the Pension Fund.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

11. Capital risk management:

The capital of the Pension Fund is represented by the net assets available for benefits. The main objective of the Pension Fund is to sustain a certain level of net assets in order to meet the pension obligations of the Pension Fund, which are not presented or discussed in these financial statements.

The Pension Fund fulfils its primary objective by adhering to specific investment policies outlined in its Statement of Investment Policies and Procedures (the "SIPP"), which is reviewed annually by the Pension Fund Trustees. The SIPP established on February 11, 2000 was last amended on December 11, 2018.

The Pension Fund's investment was allocated within allowed asset categories in the SIPP, as of the date of the Pension Fund's financial statements. The following tables presents the asset allocation for each asset category and total investments, along with appropriate benchmarks:

	Benchmark	Target Range (%)	Actual (%) 2018	Actual (%) 2017
Cash and cash equivalents	91 Day Treasury Bill	0.0 - 4.0	0.1	0.1
Canadian equities	S&P TSX Composite BMO Small Cap Unweighted Blended Index	10.0 - 25.0	18.7	19.9
Non-Canadian equities	MSCI World Index	10.0 - 30.0	19.2	20.5
Fixed income securities	FTSE TMX Canada Long Term Bond Index	15.0 - 30.0	17.5	18.6
Alternative fixed income	FTSE TMX Canada Universe Term Bond Index	5.0 - 20.0	11.1	11.3
Infrastructure	Canadian CPI + 6%	5.0 - 15.0	13.3	9.9
Private equities	MSCI World Index	5.0 - 15.0	10.0	9.8
Real estate	Canadian CPI + 5%	5.0 - 12.5	10.1	9.9
Total investments		100.0	100.0	100.0

The Pension Fund's investments are within the asset allocation target ranges as at December 31, 2018.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

11. Capital risk management (continued):

The Pension Fund's investment positions expose it to a variety of financial risks which are discussed in note 12. The Pension Fund manages net assets by engaging knowledgeable investment managers who are charged with the responsibility of investing existing funds and new funds (current year's employer contributions) in accordance with the approved SIPP. The allocation of assets among various asset categories is monitored on a monthly basis. A comprehensive review is conducted quarterly, which includes measurement of returns, comparison of returns to appropriate benchmarks, ranking of returns and risk analysis.

Increases in net assets are a direct result of investment income generated by investments held by the Pension Fund and contributions into the Pension Fund by the employers. The main use of net assets is for benefit payments to eligible Plan members.

12. Financial instruments:

(a) Fair values:

The fair values of investments are as described in note 3(d). The fair values of other financial assets and liabilities, being cash and cash equivalents, contributions receivable, accounts receivable, accounts payable and accrued liabilities, amounts due to other pension funds and due to The Edmonton Pipe Industry Health and Welfare Fund, approximate their carrying values due to the short-term nature of these financial instruments.

Fair value measurements recognized in the statement of net assets available for benefits are categorized using a fair value hierarchy that reflects the significance of inputs used in determining the fair values.

- Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - inputs for assets and liabilities that are not based on observable market data.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

12. Financial instruments (continued):

(a) Fair values (continued):

The following table illustrates the classification of the Pension Fund's financial instruments using the fair value hierarchy as at December 31:

2018	Level 1	Level 2	Level 3	Total
Cash and cash equivalents \$	3,279,635	\$ -	\$ -	\$ 3,279,635
Canadian equities	75,586,163	225,161,889	-	300,748,052
Non-Canadian equities	913	386,574,693	-	386,575,606
Fixed income securities	-	339,107,771	-	339,107,771
Alternative fixed income	-	-	245,752,564	245,752,564
Infrastructure	-	-	266,083,811	266,083,811
Private equities	-	-	166,697,837	166,697,837
Real estate	-	-	211,507,643	211,507,643
Derivative contracts	-	(7,973,045)	-	(7,973,045)
	\$ 78,866,711	\$ 942,871,308	\$ 890,041,855	\$ 1,911,779,874

2017	Level 1	Level 2	Level 3	Total
Cash and cash equivalents \$	2,189,857	\$ -	\$ -	\$ 2,189,857
Canadian equities	83,875,113	288,716,542	-	372,591,655
Non-Canadian equities	-	383,645,578	-	383,645,578
Fixed income securities	-	349,279,920	-	349,279,920
Alternative fixed income	-	-	211,584,813	211,584,813
Infrastructure	-	-	185,265,278	185,265,278
Private equities	-	-	183,789,207	183,789,207
Real estate	-	-	186,263,662	186,263,662
Derivative contracts	-	-	-	-
	\$ 86,064,970	\$ 1,021,642,040	\$ 766,902,960	\$ 1,874,609,970

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

12. Financial instruments (continued):

(a) Fair values (continued):

The following table reconciles the Pension Fund's Level 3 fair value measurements for the years ended December 31:

2018	Alternative fixed income	Infrastructure	Private Equities	Real estate	Total
Balance, beginning of year	\$ 211,584,813	\$ 185,265,278	\$ 183,789,207	\$ 186,263,662	\$ 766,902,960
Change in cash balance held with investment managers	(950,010)	(19,725)	(929)	-	(970,664)
Gain (loss) included in income	2,744,096	13,152,970	(19,377,150)	2,144,776	(1,335,308)
Foreign currency gain (loss) included in income	3,021,052	15,554,925	11,428,470	13,216,256	43,220,703
Purchases and transfers	129,462,791	61,193,745	58,738,044	64,954,503	314,349,083
Disposals, distributions and transfers	(79,218,748)	(5,608,406)	(28,281,863)	(37,685,968)	(150,794,985)
Net investment activity within investment manager	(20,891,430)	(3,454,976)	(39,597,942)	(17,385,586)	(81,329,934)
Balance, end of year	\$ 245,752,564	\$ 266,083,811	\$ 166,697,837	\$ 211,507,643	\$ 890,041,855

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

12. Financial instruments (continued):

(a) Fair values (continued):

2017	Alternative fixed income	Infrastructure	Private Equities	Real estate	Total
Balance, beginning of year	\$ 213,269,000	\$ 149,291,568	\$ 154,067,222	\$ 159,599,130	\$ 676,226,920
Change in cash balance held with investment managers	(275,733)	(291,926)	683,985	-	116,326
Gain (loss) included in income	889,504	23,372,299	50,110,632	10,232,274	84,604,709
Foreign currency gain (loss) included in income	(6,845,493)	(9,941,374)	(9,230,307)	(8,510,153)	(34,527,327)
Purchases and transfers	27,684,701	34,516,948	12,776,472	33,850,785	108,828,906
Disposals, distributions and transfers	(37,533,654)	(14,107,765)	(24,558,368)	(22,946,727)	(99,146,514)
Net investment activity within investment manager	14,396,488	2,425,528	(60,429)	14,038,353	30,799,940
Balance, end of year	\$ 211,584,813	\$ 185,265,278	\$ 183,789,207	\$ 186,263,662	\$ 766,902,960

(b) Associated risks:

(i) Market price risk:

Market price risk is the risk that the value of an instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market. As all of the Pension Fund's financial instruments are carried at fair value with fair value changes recognized in the statement of changes in net assets available for benefits, all changes in market conditions will directly result in an increase (decrease) in net assets. Market price risk is managed by the Pension Fund through construction of a diversified portfolio of instruments traded on various markets and across various industries.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

12. Financial instruments (continued):

(b) Associated risks:

(i) Market price risk (continued):

The Pension Fund's investments in equities are also sensitive to market fluctuations. An immediate hypothetical decline of 10% in Canadian and non-Canadian equity values will impact the Pension Fund's equity investments by an approximate loss of \$68,732,366 (2017 - \$ 75,623,723).

(ii) Liquidity risk:

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

Approximately 53.8% (2017 - 59.1%) of the Pension Fund's investments are in securities traded in public markets. These include Canadian and non-Canadian equity, which is approximately 35.9% (2017 - 40.4%) of the Pension Fund's total investments, cash and fixed income securities (classified as either Level 1 or 2 in the fair value hierarchy). Although market events could lead to some investments becoming illiquid, the diversity of the Pension Fund portfolios should ensure that liquidity is available for benefit payments. The Pension Fund also maintains cash on hand for liquidity purposes to pay accounts payable and accrued liabilities and to make additional investments. At December 31, 2018, the Pension Fund had cash and cash equivalents in its operating and investing bank accounts in the amount of \$33,637,482 (2017 - \$42,019,508) and held with its investment managers in the amount of \$2,868,210 (2017 - \$2,189,857).

(iii) Foreign currency risk:

Foreign currency risk is the risk that the value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Pension Fund holds financial instruments denominated in currencies other than the Canadian dollar. Consequently, the Pension Fund is exposed to risk that the exchange rates of the various currencies may change in a manner that has an adverse effect on the value of the portion of the Pension Fund's assets or liabilities denominated in currencies other than the Canadian dollar.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

12. Financial instruments (continued):

(b) Associated risks (continued):

(iii) Foreign currency risk (continued):

Fluctuations in the relative value of the Canadian dollar against these foreign currencies can result in a positive or negative effect on the fair value of investments. Approximately 41.4% (2017 - 42.1%), or \$791,802,905 (2017 - \$789,190,179) of the Pension Fund's financial instruments are denominated in currencies other than the Canadian dollar.

The following table summarizes the Pension Fund's exposure to foreign currency investments if the value of the Canadian dollar increased by 10% against all currencies, and all other variables are held constant, as at December 31:

	2018 Fair Value	Sensitivity	2017 Fair Value	Sensitivity
Currency:				
US dollar	\$ 751,065,230	\$ (75,106,523)	\$ 754,427,972	\$ (75,442,797)
British pound	40,737,675	(4,073,768)	28,493,958	(2,849,396)
Euro	-	-	6,268,249	(626,825)
Total	\$ 791,802,905	\$ (79,180,291)	\$ 789,190,179	\$ (78,919,018)

The Pension Fund partially hedges its foreign currency exposure for investments denominated in a currency other than Canadian dollars through the use of certain derivatives including foreign exchange forward and swap transactions.

(iv) Credit risk:

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet a commitment that it has entered into with the Pension Fund. Credit risk is generally higher when a non-exchange traded financial instrument is involved because the counterparty for non-exchange traded financial instruments is not backed by an exchange clearing house.

THE EDMONTON PIPE INDUSTRY PENSION TRUST FUND

Notes to Financial Statements (continued)

Year ended December 31, 2018

12. Financial instruments (continued):

(b) Associated risks (continued):

(iv) Credit risk (continued):

The Pension Fund's fixed income investments are primarily in Canadian-issued instruments and are diversified among federal, provincial, corporate and other issuers. In order to minimize the exposure to credit risk, a comprehensive investment policy has been developed. The SIPP restriction prohibits directly or indirectly investing more than 25% of assets in any one entity. Furthermore, the SIPP limits the purchase of fixed income securities to those having a credit rating of BBB or higher by the Dominion Bond Rating Service. There were no significant concentrations of credit risk in the portfolio in either 2018 or 2017. The maximum credit risk exposure as at December 31, 2018 is \$576,887,290 (2017 - \$564,284,841), comprised of contributions receivable and accounts receivable of \$2,133,378 (2017 - \$3,420,108) and fixed income securities and alternative fixed income of \$576,887,290 (2017 - \$560,864,733).

(v) Interest rate risk:

Interest rate risk is the risk that the market value of the Pension Fund's investments will fluctuate due to changes in market interest rates. To properly manage the Pension Fund's interest rate risk, appropriate guidelines on the weighting and duration for the bonds and other fixed income investments are set and monitored.

13. Comparative information:

Certain comparative information has been reclassified to conform with the financial statement presentation adopted in the current year.