

Ohio Valley Electric Corporation and Subsidiary Company

Consolidating Financial Statements as of and for
the Years Ended December 31, 2023 and 2022,
and Independent Auditor's Report

INDEPENDENT AUDITOR’S REPORT

To the Board of Directors of Ohio Valley Electric Corporation:

Opinion

We have audited the consolidating financial statements of Ohio Valley Electric Corporation and its subsidiary company, Indiana-Kentucky Electric Corporation (the “Companies”), which comprise the consolidating balance sheets as of December 31, 2023 and 2022, and the related consolidating statements of income and retained earnings and cash flows for the years then ended, and the related notes to the consolidating financial statements (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Companies as of December 31, 2023 and 2022, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Companies and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Companies’ ability to continue as a going concern for one year after the date that the financial statements are issued.

Auditor’s 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 auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. 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. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- 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 Companies' internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Companies' ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

/s/ DELOITTE & TOUCHE LLP

April 12, 2024

OHIO VALLEY ELECTRIC CORPORATION AND SUBSIDIARY COMPANY

CONSOLIDATING BALANCE SHEETS AS OF DECEMBER 31, 2023 AND 2022

	2023				2022			
	Consolidated	Eliminations (Deduct)	Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corporation	Consolidated	Eliminations (Deduct)	Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corporation
ASSETS								
ELECTRIC PLANT:								
At original cost	\$ 3,181,000,415	\$ -	\$ 1,566,397,579	\$ 1,614,602,836	\$ 2,951,082,964	\$ -	\$ 1,474,821,797	\$ 1,476,261,167
Less—accumulated provisions for depreciation	<u>2,145,475,614</u>	<u>-</u>	<u>1,149,865,329</u>	<u>995,610,285</u>	<u>1,899,379,433</u>	<u>-</u>	<u>999,529,461</u>	<u>899,849,972</u>
	1,035,524,801	-	416,532,250	618,992,551	1,051,703,531	-	475,292,336	576,411,195
Construction in progress	17,869,041	-	8,394,454	9,474,587	99,942,979	-	48,837,757	51,105,222
Total electric plant	<u>1,053,393,842</u>	<u>-</u>	<u>424,926,704</u>	<u>628,467,138</u>	<u>1,151,646,510</u>	<u>-</u>	<u>524,130,093</u>	<u>627,516,417</u>
INVESTMENTS AND OTHER:								
Investment in subsidiary company	-	(3,400,000)	3,400,000	-	-	(3,400,000)	3,400,000	-
Advances to subsidiary	<u>-</u>	<u>(582,815,754)</u>	<u>582,815,754</u>	<u>-</u>	<u>-</u>	<u>(550,510,159)</u>	<u>550,510,159</u>	<u>-</u>
Total investments and other	<u>-</u>	<u>(586,215,754)</u>	<u>586,215,754</u>	<u>-</u>	<u>-</u>	<u>(553,910,159)</u>	<u>553,910,159</u>	<u>-</u>
CURRENT ASSETS:								
Cash and cash equivalents	39,734,708	-	39,728,508	6,200	50,612,220	-	50,606,020	6,200
Accounts receivable	65,061,157	-	60,571,247	4,489,910	50,711,358	-	50,577,558	133,800
Fuel in storage	165,654,233	-	66,597,540	99,056,693	62,374,566	-	22,851,014	39,523,552
Materials and supplies	57,450,329	-	36,214,724	21,235,605	46,784,231	-	30,418,068	16,366,163
Property taxes applicable to future years	3,762,000	-	3,762,000	-	3,162,000	-	3,162,000	-
Regulatory assets	1,643,440	-	1,643,440	-	1,644,000	-	1,644,000	-
Prepaid expenses and other	4,655,934	-	2,809,671	1,846,263	6,394,911	-	4,280,556	2,114,355
Total current assets	<u>337,961,801</u>	<u>-</u>	<u>211,327,130</u>	<u>126,634,671</u>	<u>221,683,286</u>	<u>-</u>	<u>163,539,216</u>	<u>58,144,070</u>
REGULATORY ASSETS:								
Unrecognized postemployment benefits	8,808,588	-	2,994,015	5,814,573	10,567,071	-	3,318,423	7,248,648
Unrecognized pension benefits	2,178,707	-	1,194,367	984,340	9,210,770	-	4,956,315	4,254,455
Income taxes billable to customers	33,721,522	-	29,123,602	4,597,920	12,938,237	-	12,420,763	517,474
Other regulatory assets	4,415,307	-	4,415,307	-	6,058,187	-	6,058,187	-
Total regulatory assets	<u>49,124,124</u>	<u>-</u>	<u>37,727,291</u>	<u>11,396,833</u>	<u>38,774,265</u>	<u>-</u>	<u>26,753,688</u>	<u>12,020,577</u>
DEFERRED CHARGES AND OTHER:								
Unamortized debt expense	747,151	-	747,151	-	406,653	-	406,653	-
Long-term investments	191,373,359	-	191,126,088	247,271	277,080,718	-	226,229,606	50,851,112
Postretirement benefits	46,589,903	-	24,537,840	22,052,063	29,096,447	-	15,074,869	14,021,578
Other	2,865,000	-	2,865,000	-	2,866,535	-	2,865,551	984
Total deferred charges and other	<u>241,575,413</u>	<u>-</u>	<u>219,276,079</u>	<u>22,299,334</u>	<u>309,450,353</u>	<u>-</u>	<u>244,576,679</u>	<u>64,873,674</u>
TOTAL	<u>\$ 1,682,055,180</u>	<u>\$ (586,215,754)</u>	<u>\$ 1,479,472,958</u>	<u>\$ 788,797,976</u>	<u>\$ 1,721,554,414</u>	<u>\$ (553,910,159)</u>	<u>\$ 1,512,909,835</u>	<u>\$ 762,554,738</u>

(Continued)

OHIO VALLEY ELECTRIC CORPORATION AND SUBSIDIARY COMPANY

CONSOLIDATING BALANCE SHEETS AS OF DECEMBER 31, 2023 AND 2022

	2023				2022			
	Consolidated	Eliminations (Deduct)	Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corporation	Consolidated	Eliminations (Deduct)	Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corporation
CAPITALIZATION AND LIABILITIES								
CAPITALIZATION:								
Common stock, \$100 par value—authorized, 300,000 shares; outstanding, 100,000 shares in 2023 and 2022	\$ 10,000,000	\$ -	\$ 10,000,000	\$ -	\$ 10,000,000	\$ -	\$ 10,000,000	\$ -
Common stock, without par value, stated at \$200 per share—authorized, 100,000 shares; outstanding, 17,000 shares in 2023 and 2022	-	(3,400,000)	-	3,400,000	-	(3,400,000)	-	3,400,000
Long-term debt	814,322,489	-	814,322,489	-	911,772,190	-	911,772,190	-
Line of credit borrowings	140,000,000	-	140,000,000	-	110,000,000	-	110,000,000	-
Retained earnings	28,429,819	-	28,429,819	-	25,501,978	-	25,501,978	-
Total capitalization	<u>992,752,308</u>	<u>(3,400,000)</u>	<u>992,752,308</u>	<u>3,400,000</u>	<u>1,057,274,168</u>	<u>(3,400,000)</u>	<u>1,057,274,168</u>	<u>3,400,000</u>
CURRENT LIABILITIES:								
Current portion of long-term debt	98,831,592	-	98,831,592	-	69,523,395	-	69,523,395	-
Current portion of line of credit borrowings	10,000,000	-	10,000,000	-	-	-	-	-
Accounts payable	70,075,957	-	22,688,712	47,387,245	85,520,164	-	33,386,072	52,134,092
Accrued other taxes	17,040,414	-	13,049,814	3,990,600	10,925,537	-	6,977,902	3,947,635
Regulatory liabilities	847,054	-	847,054	-	72,118,927	-	37,727,897	34,391,030
Asset retirement obligations	19,724,090	-	7,917,570	11,806,520	-	-	-	-
Accrued interest and other	21,522,096	-	18,127,942	3,394,154	21,852,765	-	17,861,696	3,991,069
Total current liabilities	<u>238,041,203</u>	<u>-</u>	<u>171,462,684</u>	<u>66,578,519</u>	<u>259,940,788</u>	<u>-</u>	<u>165,476,962</u>	<u>94,463,826</u>
COMMITMENTS AND CONTINGENCIES (Notes 3, 9, 11, and 12)								
	-	-	-	-	-	-	-	-
REGULATORY LIABILITIES:								
Postretirement benefits	137,206,331	-	99,616,738	37,589,593	115,060,018	-	82,086,466	32,973,552
Advance billing of debt reserve	120,000,000	-	120,000,000	-	120,000,000	-	120,000,000	-
Total regulatory liabilities	<u>257,206,331</u>	<u>-</u>	<u>219,616,738</u>	<u>37,589,593</u>	<u>235,060,018</u>	<u>-</u>	<u>202,086,466</u>	<u>32,973,552</u>
OTHER LIABILITIES:								
Pension liability	2,178,707	-	1,194,367	984,340	9,210,770	-	4,956,315	4,254,455
Deferred income tax liability	22,206,478	-	17,608,558	4,597,920	15,267,530	-	14,750,056	517,474
Asset retirement obligations	159,350,630	-	73,264,720	86,085,910	131,942,458	-	64,097,283	67,845,175
Postretirement benefits obligation	-	-	-	-	528,669	-	284,477	244,192
Postemployment benefits obligation	8,808,588	-	2,994,015	5,814,573	10,567,071	-	3,318,423	7,248,648
Parent advances	-	(582,815,754)	-	582,815,754	-	(550,510,159)	-	550,510,159
Other non-current liabilities	1,510,935	-	579,568	931,367	1,762,942	-	665,685	1,097,257
Total other liabilities	<u>194,055,338</u>	<u>(582,815,754)</u>	<u>95,641,228</u>	<u>681,229,864</u>	<u>169,279,440</u>	<u>(550,510,159)</u>	<u>88,072,239</u>	<u>631,717,360</u>
TOTAL	<u>\$1,682,055,180</u>	<u>\$(586,215,754)</u>	<u>\$1,479,472,958</u>	<u>\$788,797,976</u>	<u>\$1,721,554,414</u>	<u>\$(553,910,159)</u>	<u>\$1,512,909,835</u>	<u>\$762,554,738</u>

See notes to consolidating financial statements.

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OHIO VALLEY ELECTRIC CORPORATION AND SUBSIDIARY COMPANY

CONSOLIDATING STATEMENTS OF INCOME AND RETAINED EARNINGS AS OF DECEMBER 31, 2023 AND 2022

	2023				2022			
	Consolidated	Eliminations (Deduct)	Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corporation	Consolidated	Eliminations (Deduct)	Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corporation
REVENUES FROM CONTRACTS WITH CUSTOMERS—Sales of electric energy to:								
Department of Energy	\$ 4,126,832	\$ -	\$ 4,126,832	\$ -	\$ 9,068,557	\$ -	\$ 9,068,557	\$ -
Ohio Valley Electric Corporation	-	(374,039,381)	-	374,039,381	-	(298,316,166)	-	298,316,166
Sponsoring Companies	850,874,742	-	850,874,742	-	752,430,431	-	752,430,431	-
Total revenues from contracts with customers	855,001,574	(374,039,381)	855,001,574	374,039,381	761,498,988	(298,316,166)	761,498,988	298,316,166
OPERATING EXPENSES:								
Fuel and emission allowances consumed in operation	344,622,250	-	160,586,668	184,035,582	354,335,638	-	173,686,747	180,648,891
Purchased power	3,937,749	(374,039,381)	377,977,130	-	10,853,154	(298,316,166)	309,169,320	-
Other operation	88,025,177	-	57,998,010	30,027,167	85,527,745	-	57,319,723	28,208,022
Maintenance	92,064,829	-	44,418,003	47,646,826	87,282,316	-	43,494,542	43,787,774
Depreciation	256,096,220	-	149,459,678	106,636,542	152,943,176	-	112,761,924	40,181,252
Federal income tax	3,000,000	-	3,000,000	-	-	-	-	-
Taxes—other than income taxes	12,417,841	-	6,827,454	5,590,387	12,077,825	-	6,685,557	5,392,268
Total operating expenses	800,164,066	(374,039,381)	800,266,943	373,936,504	703,019,854	(298,316,166)	703,117,813	298,218,207
OPERATING INCOME	54,837,508	-	54,734,631	102,877	58,479,134	-	58,381,175	97,959
OTHER INCOME (EXPENSE)	197,576	-	232,539	(34,963)	(28,436)	-	4,422	(32,858)
INCOME BEFORE INTEREST CHARGES	55,035,084	-	54,967,170	67,914	58,450,698	-	58,385,597	65,101
INTEREST CHARGES:								
Amortization of debt expense	1,730,851	-	1,730,851	-	3,704,984	-	3,704,984	-
Interest expense	50,376,392	-	50,308,478	67,914	52,044,722	-	51,979,621	65,101
Total interest charges	52,107,243	-	52,039,329	67,914	55,749,706	-	55,684,605	65,101
NET INCOME	2,927,841	-	2,927,841	-	2,700,992	-	2,700,992	-
RETAINED EARNINGS—Beginning of year	25,501,978	-	25,501,978	-	22,800,986	-	22,800,986	-
RETAINED EARNINGS—End of year	\$ 28,429,819	\$ -	\$ 28,429,819	\$ -	\$ 25,501,978	\$ -	\$ 25,501,978	\$ -

See notes to consolidating financial statements.

OHIO VALLEY ELECTRIC CORPORATION AND SUBSIDIARY COMPANY

CONSOLIDATING STATEMENTS OF CASH FLOWS AS OF DECEMBER 31, 2023 AND 2022

	2023				2022			
	Consolidated	Eliminations (Deduct)	Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corporation	Consolidated	Eliminations (Deduct)	Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corporation
OPERATING ACTIVITIES:								
Net income	\$ 2,927,841	\$ -	\$ 2,927,841	\$ -	\$ 2,700,992	\$ -	\$ 2,700,992	\$ -
Adjustments to reconcile net income to net cash provided by (used in) operating activities:								
Depreciation	256,096,220	-	149,459,678	106,636,542	152,943,176	-	112,761,924	40,181,252
Amortization of debt expense	1,730,851	-	1,730,851	-	3,704,984	-	3,704,984	-
Changes in assets and liabilities:								
Accounts receivable	(14,349,799)	-	(9,993,689)	(4,356,110)	(14,421,892)	-	(14,413,892)	(8,000)
Fuel in storage	(103,279,667)	-	(43,746,526)	(59,533,141)	(22,021,893)	-	(4,194,820)	(17,827,073)
Materials and supplies	(10,666,098)	-	(5,796,656)	(4,869,442)	(3,137,732)	-	(2,090,537)	(1,047,195)
Property taxes applicable to future years	(600,000)	-	(600,000)	-	(45,300)	-	(45,300)	-
Emissions allowances	-	-	-	-	81,833	-	81,833	-
Prepaid expenses and other	1,738,977	-	1,470,885	268,092	(1,964,405)	-	(1,333,944)	(630,461)
Other regulatory assets	(3,250,410)	-	(6,079,011)	2,828,601	(4,837,520)	-	2,251,073	(7,088,593)
Other noncurrent assets	(17,491,921)	-	(9,462,420)	(8,029,501)	(12,937,493)	-	(4,694,998)	(8,242,495)
Accounts payable	(14,541,030)	-	(10,273,184)	(4,267,846)	38,396,151	-	9,598,794	28,797,357
Accrued taxes	6,114,877	-	6,071,912	42,965	(6,520,997)	-	(6,411,116)	(109,881)
Accrued interest and other	691,245	-	639,915	51,330	404,812	-	677,861	(273,049)
Other liabilities	(74,186,215)	-	(19,429,160)	(54,757,055)	(64,451,051)	-	(25,777,628)	(38,673,423)
Other regulatory liabilities	(45,321,625)	-	(15,546,636)	(29,774,989)	44,820,112	-	20,160,099	24,660,013
Net cash (used in) provided by operating activities	(14,386,754)	-	41,373,800	(55,760,554)	112,713,777	-	92,975,325	19,738,452

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OHIO VALLEY ELECTRIC CORPORATION AND SUBSIDIARY COMPANY

CONSOLIDATING STATEMENTS OF CASH FLOWS AS OF DECEMBER 31, 2023 AND 2022

	2023				2022			
	Consolidated	Eliminations (Deduct)	Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corporation	Consolidated	Eliminations (Deduct)	Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corporation
INVESTING ACTIVITIES:								
Changes in short-term intercompany lendings	\$ -	\$ 32,305,595	\$ (32,305,595)	\$ -	\$ -	\$ 9,335,760	\$ (9,335,760)	\$ -
Electric plant additions	(50,822,921)	-	(24,559,659)	(26,263,262)	(88,297,756)	-	(55,148,769)	(33,148,987)
Proceeds from sale of long-term investments	933,946,766	-	820,078,483	113,868,283	807,332,153	-	768,869,163	38,462,990
Purchases of long-term investments	<u>(848,379,837)</u>	<u>-</u>	<u>(784,878,020)</u>	<u>(63,501,817)</u>	<u>(802,319,245)</u>	<u>-</u>	<u>(768,502,328)</u>	<u>(33,816,917)</u>
Net cash (used in) provided by investing activities	<u>34,744,008</u>	<u>32,305,595</u>	<u>(21,664,791)</u>	<u>24,103,204</u>	<u>(83,284,848)</u>	<u>9,335,760</u>	<u>(64,117,694)</u>	<u>(28,502,914)</u>
FINANCING ACTIVITIES:								
Changes in short-term intercompany borrowings	-	(32,305,595)	-	32,305,595	-	(9,335,760)	-	9,335,760
Debt issuance and maintenance costs	(689,458)	-	(689,458)	-	(2,103,018)	-	(2,103,018)	-
Repayment of Senior 2006 Notes	(27,726,072)	-	(27,726,072)	-	(26,176,986)	-	(26,176,986)	-
Repayment of Senior 2007 Notes	(19,773,778)	-	(19,773,778)	-	(18,650,218)	-	(18,650,218)	-
Repayment of Senior 2008 Notes	(22,023,544)	-	(22,023,544)	-	(20,640,593)	-	(20,640,593)	-
Repayment of Senior 2017A Notes	-	-	-	-	(66,666,667)	-	(66,666,667)	-
Proceeds from line of credit	40,000,000	-	40,000,000	-	100,000,000	-	100,000,000	-
Principal payments under finance leases	<u>(1,021,914)</u>	<u>-</u>	<u>(373,669)</u>	<u>(648,245)</u>	<u>(946,103)</u>	<u>-</u>	<u>(374,805)</u>	<u>(571,298)</u>
Net cash (used in) provided by financing activities	<u>(31,234,766)</u>	<u>(32,305,595)</u>	<u>(30,586,521)</u>	<u>31,657,350</u>	<u>(35,183,585)</u>	<u>(9,335,760)</u>	<u>(34,612,287)</u>	<u>8,764,462</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(10,877,512)	-	(10,877,512)	-	(5,754,656)	-	(5,754,656)	-
CASH AND CASH EQUIVALENTS—Beginning of year	50,612,220	-	50,606,020	6,200	56,366,876	-	56,360,676	6,200
CASH AND CASH EQUIVALENTS—End of year	<u>\$ 39,734,708</u>	<u>\$ -</u>	<u>\$ 39,728,508</u>	<u>\$ 6,200</u>	<u>\$ 50,612,220</u>	<u>\$ -</u>	<u>\$ 50,606,020</u>	<u>\$ 6,200</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:								
Interest paid	<u>\$ 52,107,243</u>	<u>\$ -</u>	<u>\$ 52,107,243</u>	<u>\$ -</u>	<u>\$ 51,172,106</u>	<u>\$ -</u>	<u>\$ 51,172,106</u>	<u>\$ -</u>
Income taxes (received) paid—net	<u>\$ 9,700,000</u>	<u>\$ -</u>	<u>\$ 9,700,000</u>	<u>\$ -</u>	<u>\$ 8,100,000</u>	<u>\$ -</u>	<u>\$ 8,100,000</u>	<u>\$ -</u>
Non-cash electric plant additions included in accounts payable at December 31	<u>\$ 136,855</u>	<u>\$ -</u>	<u>\$ 15,601</u>	<u>\$ 121,254</u>	<u>\$ 903,177</u>	<u>\$ -</u>	<u>\$ 424,176</u>	<u>\$ 479,001</u>

See notes to consolidating financial statements.

(Concluded)

OHIO VALLEY ELECTRIC CORPORATION AND SUBSIDIARY COMPANY

NOTES TO CONSOLIDATING FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Consolidating Financial Statements—The consolidating financial statements include the accounts of Ohio Valley Electric Corporation (OVEC) and its wholly owned subsidiary, Indiana-Kentucky Electric Corporation (IKEC) collectively, the Companies. All intercompany transactions have been eliminated in consolidation.

Organization—The Companies own two generating stations located in Ohio and Indiana with a combined electric production capability of approximately 2,256 megawatts. OVEC is owned by several investor-owned utilities or utility-holding companies and two affiliates of generation and transmission rural electric cooperatives. These entities or their affiliates comprise the Sponsoring Companies. The Sponsoring Companies purchase power from OVEC according to the terms of the Inter-Company Power Agreement (“ICPA”), which has a current termination date of June 30, 2040. Approximately 22% of the Companies’ employees are covered by a collective bargaining agreement that expires on August 31, 2024.

Prior to 2004, OVEC’s primary commercial customer was the U.S. Department of Energy (“DOE”). The contract to provide OVEC-generated power to the DOE was terminated in 2003 and all obligations were settled at that time. Currently, OVEC has an agreement to arrange for the purchase of power (“Arranged Power”), under the direction of the DOE, for resale directly to the DOE. The current agreement with the DOE was executed on July 11, 2018, for one year, with the option for the DOE to extend the agreement at the anniversary date. The agreement was extended on July 11, 2023, for one year. OVEC anticipates that this agreement could continue to 2027. All purchase costs are billable by OVEC to the DOE.

Rate Regulation—The proceeds from the sale of power to the Sponsoring Companies are designed to be sufficient for OVEC to meet its operating expenses and fixed costs as well as earn a return on equity before federal income taxes. In addition, the proceeds from the sale of power are designed to cover debt amortization and interest expense associated with financings. The Companies have continued and expect to continue to operate pursuant to the cost-plus rate of return recovery provisions at least to June 30, 2040, the date of termination of the ICPA.

The accounting guidance for Regulated Operations provides that rate-regulated utilities account for and report assets and liabilities consistent with the economic effect of the way in which rates are established, if the rates established are designed to recover the costs of providing the regulated service and it is probable that such rates can be charged and collected. The Companies follow the accounting and reporting requirements in accordance with the guidance for Regulated Operations. Certain expenses and credits subject to utility regulation or rate determination normally reflected in income are deferred in the accompanying consolidating balance sheets and are recognized as income as the related amounts are included in service rates and recovered from or refunded to customers.

The Companies' regulatory assets, liabilities, and amounts authorized for recovery through the billings of Sponsoring Companies at December 31, 2023 and 2022, were as follows:

	2023		2022	
	OVEC	IKEC	OVEC	IKEC
Regulatory assets:				
Current regulatory assets:				
Other regulatory assets	\$ 1,643,440	\$ -	\$ 1,644,000	\$ -
Noncurrent regulatory assets:				
Unrecognized postemployment benefits	2,994,015	5,814,573	3,318,423	7,248,648
Unrecognized pension benefits	1,194,367	984,340	4,956,315	4,254,455
Income taxes billable to customers	29,123,602	4,597,920	12,420,763	517,474
Other regulatory assets	<u>4,415,307</u>	<u>-</u>	<u>6,058,187</u>	<u>-</u>
Total	<u>37,727,291</u>	<u>11,396,833</u>	<u>26,753,688</u>	<u>12,020,577</u>
Total regulatory assets	<u>\$ 39,370,731</u>	<u>\$11,396,833</u>	<u>\$ 28,397,688</u>	<u>\$12,020,577</u>
Regulatory liabilities:				
Current regulatory liabilities:				
Deferred revenue—advances for construction	\$ -	\$ -	\$ 35,799,873	\$34,391,030
Deferred credit—advance collection of interest	<u>847,054</u>	<u>-</u>	<u>1,928,024</u>	<u>-</u>
Total	<u>847,054</u>	<u>-</u>	<u>37,727,897</u>	<u>34,391,030</u>
Noncurrent regulatory liabilities:				
Postretirement benefits	99,616,738	37,589,593	82,086,466	32,973,552
Advance billing of debt reserve	<u>120,000,000</u>	<u>-</u>	<u>120,000,000</u>	<u>-</u>
Total	<u>219,616,738</u>	<u>37,589,593</u>	<u>202,086,466</u>	<u>32,973,552</u>
Total regulatory liabilities	<u>\$220,463,792</u>	<u>\$37,589,593</u>	<u>\$239,814,363</u>	<u>\$67,364,582</u>

Regulatory Assets—Regulatory assets consist primarily of pension benefit costs, postemployment benefit costs, and income taxes to be billed to the Sponsoring Companies in future years. The Companies' current billing policy for pension and postemployment benefit costs is to bill its actual plan funding.

Regulatory Liabilities—The regulatory liabilities classified as current in the accompanying consolidating balance sheet as of December 31, 2023 consist primarily of interest expense collected from customers in advance of expense recognition. These amounts will be credited to customer bills during 2024. Other regulatory liabilities consist primarily of postretirement benefit costs and advanced billings collected from the Sponsoring Companies for debt service.

The regulatory liability for postretirement benefits recorded at December 31, 2023 and 2022, represents amounts collected in historical billings in excess of net periodic benefit costs recognizable under accounting principles generally accepted in the United States of America ("GAAP"), including a termination payment from the DOE in 2003 for unbilled postretirement benefit costs, and incremental net plan assets recognized in the balance sheets but not yet recognizable in GAAP net periodic benefit costs.

Beginning January 2017 and continuing through December 31, 2020, the Companies billed the Sponsoring Companies for debt service as allowed under the ICPA. A total of \$120 million was billed during this period. As the Companies have not yet incurred the related costs, a regulatory liability was recorded which will be credited to customer bills on a long-term basis.

Cash and Cash Equivalents—Cash and cash equivalents primarily consist of cash and money market funds and their carrying value approximates fair value. For purposes of these statements, the Companies consider temporary cash investments to be cash equivalents since they are readily convertible into cash and have original maturities of less than three months.

Electric Plant—Property additions and replacements are charged to utility plant accounts. Depreciation expense is recorded at the time property additions and replacements are billed to customers or at the date the property is placed in service, if the in-service date occurs subsequent to the customer billing. Customer billings for construction in progress are recorded as deferred revenue—advances for construction. These amounts are closed to revenue at the time the related property is placed in service. Depreciation expense and accumulated depreciation are recorded when financed property additions and replacements are recovered over a period of years through customer debt retirement billing. All depreciable property will be fully billed and depreciated prior to the expiration of the ICPA. Repairs of property are charged to maintenance expense.

Fuel in Storage, Emission Allowances, and Materials and Supplies—The Companies maintain coal, reagent, and oil inventories for use in the generation of electricity. Additionally, the Companies maintain emission allowance inventories for regulatory compliance purposes. These inventories are valued at average cost. Materials and supplies consist primarily of replacement parts necessary to maintain the generating facilities and are valued at average cost.

Long-Term Investments—Long-term investments consist of marketable securities and other investments that are held for the purpose of funding decommissioning and demolition costs, debt service, potential postretirement funding, and other costs. These debt securities have been classified as trading securities in accordance with Accounting Standards Codification (“ASC”) Topics 320 and 321. Debt and equity securities reflected in long-term investments are carried at fair value. The cost of securities sold is based on the specific identification cost method. The fair value of investment securities is determined by reference to quoted market prices when available. Where quoted market prices are not available, the Companies use the market price of similar types of securities that are traded in the market to estimate fair value. See Fair Value Measurements in Note 10. Long-term investments, primarily consist of municipal bonds, money market mutual fund investments, and mutual funds. Net unrealized gains (losses) recognized during 2023 and 2022 on securities still held at the balance sheet date were \$1,725,732 and \$(14,659,334), respectively.

Fair Value Measurements of Assets and Liabilities—The accounting guidance for Fair Value Measurements and Disclosures establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Where observable inputs are available, pricing may be completed using comparable securities, dealer values, and general market conditions to determine fair value. Valuation models utilize various inputs that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, and other observable inputs for the asset or liability.

Unamortized Debt Expense—Unamortized debt expense relates to costs incurred in connection with obtaining revolving credit agreements. These costs are amortized over the term of the related revolving credit agreement and are recorded as an asset in the consolidating balance sheets. Costs incurred to issue debt are recorded as a reduction to long-term debt as presented in Note 6, Long-Term Debt.

Asset Retirement Obligations and Asset Retirement Costs—The Companies recognize the fair value of legal obligations associated with the retirement or removal of long-lived assets at the time of the incurrence of the obligations when such obligations are probable and the amounts can be reasonably estimated. The initial recognition of this liability is accompanied by a corresponding increase in depreciable electric plant. Subsequent to the initial recognition, the liability is adjusted for revisions to the expected value of the retirement obligation (with corresponding adjustments to electric plant), for payments in satisfaction of asset retirement obligations, and for accretion of the liability due to the passage of time.

These asset retirement obligations are primarily related to plant closure costs, including the impacts of the coal combustion residuals rule (“CCR”), as well as obligations associated with future asbestos abatement.

	OVEC	IKEC	Consolidated
Balance—January 1, 2022	\$ 77,328,273	\$ 82,245,026	\$ 159,573,299
Accretion	3,605,260	6,395,417	10,000,677
Liabilities settled	(8,106,416)	(34,057,261)	(42,163,677)
Revisions to cash flows	<u>(8,729,834)</u>	<u>13,261,993</u>	<u>4,532,159</u>
Balance—December 31, 2022	64,097,283	67,845,175	131,942,458
Accretion	3,809,408	8,292,604	12,102,012
Liabilities settled	(15,428,341)	(50,952,315)	(66,380,656)
Revisions to cash flows	<u>28,703,940</u>	<u>72,706,966</u>	<u>101,410,906</u>
Balance—December 31, 2023	<u>\$ 81,182,290</u>	<u>\$ 97,892,430</u>	<u>\$ 179,074,720</u>
Current	\$ 7,917,570	\$ 11,806,520	\$ 19,724,090
Non-current	<u>73,264,720</u>	<u>86,085,910</u>	<u>159,350,630</u>
Balance—December 31, 2023	<u>\$ 81,182,290</u>	<u>\$ 97,892,430</u>	<u>\$ 179,074,720</u>

In response to revised regulations for coal combustion residuals and the potential for the establishment of even more reformative rules, the Companies have accelerated the timing of remediation activities related to their coal ash ponds and landfills. This resulted in liabilities settled in 2022 and 2023, as disclosed in the table above. Changes in the regulations, or in the remediation technologies could potentially result in material increases in the asset retirement obligation. The Companies will revisit the studies, as necessary throughout the process of executing remediation related to the coal ash ponds and landfills to maintain an accurate estimated cost of remediation.

The revised cash flow estimates in 2023 and 2022 reflect the outcome of the decommissioning and demolition study resulting in an upward revision of \$101.4 million and \$4.5 million. This increase was primarily driven by changes in CCR compliance strategies.

The Companies do not recognize liabilities for asset retirement obligations for which the fair value cannot be reasonably estimated. The Companies have asset retirement obligations associated with transmission assets. However, the retirement date for these assets cannot be determined; therefore, the fair value of the associated liability currently cannot be estimated and no amounts are recognized in the consolidating financial statements herein.

Income Taxes—The Companies use the liability method of accounting for income taxes. Under the liability method, the Companies provide deferred income taxes for all temporary differences between the book and tax basis of assets and liabilities, which will result in a future tax consequence. The Companies account for uncertain tax positions in accordance with the accounting guidance for income taxes.

Use of Estimates—The preparation of consolidating financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and to disclose contingent assets and liabilities at the date of the consolidating financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition—Revenue is recognized when the Companies transfer promised goods or services to customers in an amount that reflects the consideration to which the Companies expect to be entitled in exchange for those goods or services. Performance obligations related to the sale of electric energy are satisfied over time as system resources are made available to customers and as energy is delivered to customers. and the Companies recognize revenue upon billing the customer.

The Companies have two contracts with customers that give rise to the following revenue types;

- 1) Sales of Electric Energy to The Department of Energy
- 2) Sales of Electric Energy to Sponsoring Companies

The Companies have no contract assets or liabilities as of December 31, 2023. The following table provides information about the Companies' receivables from contracts with customers:

	<u>OVEC</u> Accounts Receivable	<u>IKEC</u> Accounts Receivable	Consolidated Accounts Receivable
Beginning balance—January 1, 2022	\$ 36,163,666	\$ 125,800	\$ 36,289,466
Ending balance—December 31, 2022	<u>50,577,558</u>	<u>133,800</u>	<u>50,711,358</u>
Increase/(decrease)	<u>\$ 14,413,892</u>	<u>\$ 8,000</u>	<u>\$ 14,421,892</u>
Beginning balance—January 1, 2023	\$ 50,577,558	\$ 133,800	\$ 50,711,358
Ending balance—December 31, 2023	<u>60,571,247</u>	<u>4,489,910</u>	<u>65,061,157</u>
Increase/(decrease)	<u>\$ 9,993,689</u>	<u>\$ 4,356,110</u>	<u>\$ 14,349,799</u>

Subsequent Events—In preparing the accompanying financial statements and disclosures, the Companies reviewed subsequent events through April 12, 2024, which is the date the consolidating financial statements were issued.

2. RELATED-PARTY TRANSACTIONS

Transactions with the Sponsoring Companies during 2023 and 2022 included the sale of all generated power, contract barging services, railcar services, and minor transactions for services and materials. The Companies have Power Agreements with Buckeye Power Generating, LLC, Peninsula Generation Cooperative, Louisville Gas and Electric Company, Duke Energy Ohio, Inc., The Dayton Power and Light Company, Kentucky Utilities Company, Ohio Edison Company, and American Electric Power Service Corporation as agent for the American Electric Power System Companies, as well as Transmission Service Agreements with Louisville Gas and Electric Company, Duke Energy Ohio, Inc., The Dayton Power and Light Company, The Toledo Edison Company, Ohio Edison Company, Kentucky Utilities Company, and American Electric Power Service Corporation as agent for the American Electric Power System Companies.

At December 31, 2023 and 2022, balances due from the Sponsoring Companies are as follows:

	2023	2022
Accounts receivable	<u>\$ 52,500,983</u>	<u>\$ 42,765,234</u>

During 2023 and 2022, American Electric Power Company, Inc., accounted for approximately 44% of operating revenues from Sponsoring Companies and Buckeye Power Generating, LLC, accounted for 18%. No other Sponsoring Company accounted for more than 10%.

American Electric Power Company, Inc. and subsidiary companies owned 43.47% of the common stock of OVEC as of December 31, 2023. The following is a summary of the principal services received from the American Electric Power Service Corporation as authorized by the Companies' Boards of Directors:

	2023	2022
General services	\$ 2,403,734	\$ 3,039,684
Specific projects	<u>98,903</u>	<u>539,361</u>
Total	<u>\$ 2,502,637</u>	<u>\$ 3,579,045</u>

General services consist of regular recurring operation and maintenance services. Specific projects primarily represent nonrecurring plant construction projects and engineering studies, which are approved by the Companies' Boards of Directors. The services are provided in accordance with the service agreement dated December 15, 1956, between the Companies and the American Electric Power Service Corporation. Charges for these services are included in the Companies' operating expense.

3. COAL SUPPLY

The Companies have coal supply agreements with certain nonaffiliated companies that expire at various dates from the year 2024 through 2026. Pricing for coal under these contracts is subject to contract provisions and adjustments. The Companies currently have 100% of their 2024 coal requirements under contract. These contracts are based on rates in effect at the time of contract

execution. The Companies' total obligations under these agreements as of December 31, 2023, are included in the table below:

	OVEC	IKEC	Consolidated
2024	\$ 148,392,000	\$ 174,412,000	\$ 322,804,000
2025	123,798,000	127,813,000	251,611,000
2026	22,538,000	37,076,000	59,614,000
2027	-	26,250,000	26,250,000
2028	-	26,250,000	26,250,000

4. ELECTRIC PLANT

Electric plant at December 31, 2023 and 2022, consists of the following:

	2023		2022	
	OVEC	IKEC	OVEC	IKEC
Steam production plant	\$1,502,936,545	\$1,582,669,266	\$1,410,662,514	\$1,444,755,279
Transmission plant	51,149,120	30,914,548	51,994,163	30,486,866
General plant	12,292,990	1,011,382	12,146,196	1,011,382
Intangible	18,924	7,640	18,924	7,640
	1,566,397,579	1,614,602,836	1,474,821,797	1,476,261,167
Less accumulated depreciation	1,149,865,329	995,610,285	999,529,461	899,849,972
	416,532,250	618,992,551	475,292,336	576,411,195
Construction in progress	8,394,454	9,474,587	48,837,757	51,105,222
Total electric plant	\$ 424,926,704	\$ 628,467,138	\$ 524,130,093	\$ 627,516,417

All property additions and replacements are fully depreciated on the date the property is placed in service unless the addition or replacement relates to a financed project. As the Companies' policy is to bill in accordance with the debt service schedule under the debt agreements, all financed projects are depreciated in amounts equal to the principal payments on outstanding debt.

5. BORROWING ARRANGEMENTS AND NOTES

OVEC has a revolving credit facility of \$150 million which was renewed on March 16, 2023 and set to expire on March 16, 2026. At December 31, 2023 and 2022, OVEC had borrowed \$140 million and \$110 million, respectively, under the revolving credit facility. Additionally, OVEC has a 364-day revolving credit facility of \$35 million entered into on December 19, 2023. As of December 31, 2023, OVEC had borrowed \$10 million under the 364-day revolving credit facility. Interest expense related to lines of credit borrowings was \$9,022,080 in 2023 and \$1,952,656 in 2022. During 2023 and 2022, OVEC incurred annual commitment fees of \$76,542 and \$393,861, respectively, based on the borrowing limits of the line of credit.

6. LONG-TERM DEBT

The following amounts were outstanding at December 31, 2023 and 2022:

	Interest Rate Type	Interest Rate	2023	2022
Senior 2006 Notes:				
2006A due February 15, 2026	Fixed	5.80 %	\$ 72,333,829	\$ 98,493,793
2006B due June 15, 2040	Fixed	6.40	48,429,148	49,995,256
Senior 2007 Notes:				
2007A-A due February 15, 2026	Fixed	5.90	29,295,163	41,630,472
2007A-B due February 15, 2026	Fixed	5.90	7,377,699	10,484,226
2007A-C due February 15, 2026	Fixed	5.90	7,436,445	10,567,708
2007B-A due June 15, 2040	Fixed	6.50	24,107,521	24,904,952
2007B-B due June 15, 2040	Fixed	6.50	6,071,242	6,272,067
2007B-C due June 15, 2040	Fixed	6.50	6,119,584	6,322,007
Senior 2008 Notes:				
2008A due February 15, 2026	Fixed	5.92	9,148,464	12,999,705
2008B due February 15, 2026	Fixed	6.71	18,138,280	26,166,048
2008C due February 15, 2026	Fixed	6.71	20,614,382	28,529,215
2008D due June 15, 2040	Fixed	6.91	35,382,998	36,488,446
2008E due June 15, 2040	Fixed	6.91	35,997,799	37,122,454
Series 2009 Bonds:				
2009A due February 1, 2026	Fixed	2.88	25,000,000	25,000,000
2009B due February 1, 2026	Fixed	1.38	25,000,000	25,000,000
2009C due February 1, 2026	Fixed	1.50	25,000,000	25,000,000
2009D due February 1, 2026	Fixed	2.88	25,000,000	25,000,000
Series 2010 Bonds:				
2010A due November 1, 2030	Fixed	3.00	50,000,000	50,000,000
2010B due November 1, 2030	Fixed	2.50	50,000,000	50,000,000
Series 2012 Bonds:				
2012A due November 1, 2030	Fixed	4.25	200,000,000	200,000,000
2012B due November 1, 2030	Fixed	3.00	50,000,000	50,000,000
2012C due November 1, 2030	Fixed	3.00	50,000,000	50,000,000
Series 2019 Bonds—				
2019A due September 1, 2029	Fixed	3.25	<u>100,000,000</u>	<u>100,000,000</u>
Total debt			920,452,554	989,976,349
Less unamortized debt expense			<u>(7,298,473)</u>	<u>(8,680,764)</u>
Total debt net of premiums, discounts, and unamortized debt expense			913,154,081	981,295,585
Current portion of long-term debt			<u>98,831,592</u>	<u>69,523,395</u>
Total long-term debt			<u>\$814,322,489</u>	<u>\$911,772,190</u>

Since 2009, OVEC has entered into a number of tax-exempt financing arrangements. Under these arrangements, the Ohio Air Quality Development Authority (“OAQDA”), and the Indiana Finance Authority (“IFA”) issued tax exempt bonds, and the Companies entered back-to-back loan agreements under which the Companies are obligated to make payments equal to the principal and interest due on such bonds.

The 2009, 2010, 2012B and 2012C Bonds were originally issued as variable-rate remarketable put bonds backed by irrevocable transferable direct-pay letters of credit. These bonds were all subsequently remarketed as fixed-rate bonds with interest periods that extend through their final maturity dates,

except for the 2009B and 2009C bonds, which have interest periods that extend through October 31, 2024 and November 3, 2025, respectively, at which point such bonds are subject to mandatory tender.

The 2010, 2012B, 2012C and 2019 Bonds are all scheduled to begin amortizing in 2026. The 2012A Bonds will begin amortizing in 2027.

Pursuant to an agreement with the lender, the remaining \$66,666,667 of principal owed on the 2017 note was repaid on August 4, 2022.

Certain of OVEC's bonds and its revolving credit facility require the Companies to maintain a minimum of \$11 million of equity, which includes common stock and retained earnings balances. Common stock and retained earnings approximated \$38 million as of December 31, 2023.

The annual maturities of long-term debt as of December 31, 2023, are as follows:

2024	\$ 98,831,592
2025	78,243,501
2026	146,286,140
2027	110,387,120
2028	117,144,631
2029–2040	<u>369,559,570</u>
Total	<u>\$ 920,452,554</u>

Note that the 2024 maturities include \$25 million variable-rate bonds subject to remarketing in October 2024.

7. INCOME TAXES

OVEC and IKEC file a consolidated federal income tax return. The effective tax rate varied from the statutory federal income tax rate due to differences between the book and tax treatment of various transactions as follows:

	2023	2022
Income tax expense at statutory rate (21%)	\$ 1,244,847	\$ 567,208
Temporary differences flowed through to customer bills	1,753,316	(568,333)
Permanent differences and other	<u>1,837</u>	<u>1,125</u>
Income tax provision	<u>\$ 3,000,000</u>	<u>\$ -</u>

Components of the income tax provision were as follows:

	2023	2022
Current income tax expense—federal	\$ 16,782,327	\$ 6,330,131
Current income tax (benefit)/expense—state	-	-
Deferred income tax expense/(benefit)—federal	<u>(13,782,327)</u>	<u>(6,330,131)</u>
Total income tax provision	<u>\$ 3,000,000</u>	<u>\$ -</u>

OVEC and IKEC record deferred tax assets and liabilities based on differences between book and tax basis of assets and liabilities measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets and liabilities are adjusted for changes in tax rates.

To the extent that the Companies have not reflected charges or credits in customer billings for deferred tax assets and liabilities, they have recorded a regulatory asset or liability representing income taxes billable or refundable to customers under the applicable agreements among the parties. These temporary differences will be billed or credited to the Sponsoring Companies through future billings. The regulatory asset was \$33,721,522 and \$12,938,237 at December 31, 2023 and 2022, respectively.

Deferred income tax assets (liabilities) at December 31, 2023 and 2022, consisted of the following:

	2023	2022
Deferred tax assets:		
Deferred revenue—advances for construction	\$ -	\$ 14,741,991
Pension benefits	-	905,379
Postemployment benefit obligation	1,849,974	2,219,371
Asset retirement obligations	37,609,157	27,711,492
Advanced collection of interest and debt service	25,380,220	23,990,521
Miscellaneous accruals	1,146,109	1,087,987
Regulatory liability-postretirement benefits	<u>28,815,985</u>	<u>24,165,722</u>
 Total deferred tax assets	 <u>94,801,445</u>	 <u>94,822,463</u>
Deferred tax liabilities:		
Prepaid expenses	(744,560)	(644,205)
Electric plant	(51,136,454)	(69,476,217)
Unrealized gain/loss on marketable securities	(317,346)	(1,542,690)
Postretirement benefits	(9,784,781)	(6,000,007)
Pension benefits	(655,532)	-
Regulatory asset—pension benefits	(457,571)	(1,934,511)
Regulatory asset—other	(1,272,454)	-
Regulatory asset— postemployment benefits	(1,849,974)	(2,219,371)
Regulatory asset— income taxes billable to customers	<u>(7,079,145)</u>	<u>(2,711,388)</u>
 Total deferred tax liabilities	 <u>(73,297,817)</u>	 <u>(84,528,389)</u>
 Valuation allowance	 <u>(43,710,106)</u>	 <u>(25,561,604)</u>
 Deferred income tax liability	 <u><u>\$ (22,206,478)</u></u>	 <u><u>\$ (15,267,530)</u></u>

Because future taxable income may prove to be insufficient to recover the Companies' gross deferred tax assets, the Companies have recorded a valuation allowance for deferred tax assets as of December 31, 2023 and 2022.

The accounting guidance for Income Taxes addresses the determination of whether the tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under this guidance, the Companies may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The Companies have not identified any uncertain tax positions as of December 31, 2023 and 2022, and accordingly, no liabilities for uncertain tax positions have been recognized.

The Companies file income tax returns with the Internal Revenue Service and the states of Ohio, Indiana, and the Commonwealth of Kentucky. The Companies are no longer subject to federal tax examinations for tax years 2019 and earlier. The Companies are no longer subject to State of Indiana tax examinations for tax years 2019 and earlier. The Companies are no longer subject to Ohio and the Commonwealth of Kentucky examinations for tax years 2018 and earlier.

8. PENSION PLAN AND OTHER POSTRETIREMENT AND POSTEMPLOYMENT BENEFITS

The Companies have a noncontributory qualified defined benefit pension plan (the "Pension Plan"), covering substantially all employees hired prior to January 1, 2015. The benefits are based on years of service and each employee's highest consecutive 36-month compensation period. Employees are vested in the Pension Plan after five years of service with the Companies.

Funding for the Pension Plan is based on actuarially determined contributions, the maximum of which is generally the amount deductible for income tax purposes and the minimum being that required by the Employee Retirement Income Security Act of 1974, as amended.

In addition to the Pension Plan, the Companies provide certain health care and life insurance benefits ("Other Postretirement Benefits") for retired employees. Substantially all of the Companies' employees hired prior to January 1, 2015, become eligible for these benefits if they reach retirement age while working for the Companies. These and similar benefits for active employees are provided through employer funding and insurance policies. In December 2004, the Companies established VEBA trusts. In January 2011, the Companies established an Internal Revenue Code Section 401(h) account under the Pension Plan.

The full cost of the pension benefits and other postretirement benefits has been allocated to OVEC and IKEC in the accompanying consolidating financial statements. The allocated amounts for pension benefits and postretirement life plan represent approximately a 55% and 45% split between OVEC and IKEC, respectively, as of December 31, 2023, and a 54% and 46% split between OVEC and IKEC, respectively, as of December 31, 2022. The allocated amounts for postretirement medical plan represent approximately a 53% and 47% split between OVEC and IKEC, respectively, as of December 31, 2023, and a 52% and 48% split between OVEC and IKEC, respectively, as of December 31, 2022.

The Pension Plan's assets as of December 31, 2023, consist of investments in equity and debt securities. All of the trust funds' investments for the pension and postemployment benefit plans are diversified and managed in compliance with applicable laws and regulations. Management regularly reviews the actual asset allocation and periodically rebalances the investments to targeted allocation when appropriate. The investments are reported at fair value under the Fair Value Measurements and Disclosures accounting guidance.

All benefit plan assets are invested in accordance with each plan’s investment policy. The investment policy outlines the investment objectives, strategies, and target asset allocations by plan. Benefit plan assets are reviewed on a formal basis each quarter by the OVEC-IKEC Qualified Plan Trust Committee.

The investment philosophies for the benefit plans support the allocation of assets to minimize risks and optimize net returns.

Investment strategies include:

- Maintaining a long-term investment horizon.
- Diversifying assets to help control volatility of returns at acceptable levels.
- Managing fees, transaction costs, and tax liabilities to maximize investment earnings.
- Using active management of investments where appropriate risk/return opportunities exist.
- Keeping portfolio structure style neutral to limit volatility compared to applicable benchmarks.

The target asset allocation for each portfolio is as follows:

Pension Plan Assets	Target
Domestic equity	15 %
International and global equity	15
Fixed income	68
Cash	2
VEBA Plan Assets	
Domestic equity	20 %
International and global equity	20
Fixed income	60

Each benefit plan contains various investment limitations. These limitations are described in the investment policy statement and detailed in customized investment guidelines. These investment guidelines require appropriate portfolio diversification and define security concentration limits. Each investment manager’s portfolio is compared to an appropriate diversified benchmark index.

Fixed-Income Limitations—As of December 31, 2023, the Pension Plan fixed-income allocation consists of managed accounts composed of U.S. Government, corporate, and municipal obligations. The VEBA benefit plans’ fixed-income allocation is composed of a variety of fixed-income securities and mutual funds. Investment limitations for these fixed-income funds are defined by manager prospectus.

Cash Limitations—Cash and cash equivalents are held in each trust to provide liquidity and meet short-term cash needs. Cash equivalent funds are used to provide diversification and preserve principal. The underlying holdings in the cash funds are investment-grade money market instruments, including money market mutual funds, certificates of deposit, treasury bills, and other types of investment-grade short-term debt securities. The cash funds are valued each business day and provide daily liquidity.

Pension Plan and Other Postretirement Benefits obligations and funded status as of December 31, 2023 and 2022, are as follows:

	Pension Plan		Other Postretirement Benefits	
	2023	2022	2023	2022
Change in benefit obligation:				
Benefit obligation—				
beginning of year	\$175,515,791	\$263,593,975	\$115,228,026	\$165,904,272
Service cost	3,934,599	6,243,823	2,235,362	3,704,556
Interest cost	8,426,290	8,424,852	6,054,459	4,896,183
Plan participants' contributions	-	-	1,408,571	1,409,028
Benefits paid	(6,199,021)	(7,615,660)	(6,871,369)	(6,685,855)
Net actuarial loss (gain)	4,895,556	(73,927,665)	(11,022,277)	(54,000,158)
Expenses paid from assets	(232,062)	(65,543)	-	-
Settlements	<u>(43,233,690)</u>	<u>(21,137,991)</u>	<u>-</u>	<u>-</u>
Benefit obligation—				
end of year	<u>143,107,463</u>	<u>175,515,791</u>	<u>107,032,772</u>	<u>115,228,026</u>
Change in fair value of plan assets:				
Fair value of plan assets—beginning				
of year	166,305,021	244,797,390	143,795,804	172,402,647
Actual return on plan assets	17,088,508	(55,873,175)	15,265,390	(23,353,088)
Expenses paid from assets	(232,062)	(65,543)	-	-
Employer contributions	7,200,000	6,200,000	24,279	23,072
Plan participants' contributions	-	-	1,408,571	1,409,028
Benefits paid	(6,199,021)	(7,615,660)	(6,871,369)	(6,685,855)
Settlements	<u>(43,233,690)</u>	<u>(21,137,991)</u>	<u>-</u>	<u>-</u>
Fair value of plan assets—				
end of year	<u>140,928,756</u>	<u>166,305,021</u>	<u>153,622,675</u>	<u>143,795,804</u>
(Underfunded) Overfunded				
status—end of year	<u>\$ (2,178,707)</u>	<u>\$ (9,210,770)</u>	<u>\$ 46,589,903</u>	<u>\$ 28,567,778</u>

See Note 1, Organization and Significant Accounting Policies, for information regarding regulatory assets related to the Pension Plan and Other Postretirement Benefits.

The accumulated benefit obligation for the Pension Plan was \$126,768,473 and \$159,689,081 at December 31, 2023 and 2022, respectively.

During 2023, the Pension Plan paid lump sum payouts and purchased an annuity, the total of which exceeded the Pension Plan's service cost plus interest cost, thereby meeting the requirement for settlement accounting in the second and fourth quarters. Settlement charges of \$43.2 million and \$21.1 million were recorded as of December 31, 2023 and 2022, respectively. Net periodic pension benefit cost increased by \$4.5 million and \$3.0 million as of December 31, 2023 and 2022, as the result of the remeasurement.

Components of Net Periodic Benefit Cost—The Companies record the expected cost of Other Postretirement Benefits over the service period during which such benefits are earned.

Pension expense is recognized as amounts are contributed to the Pension Plan and billed to customers. The accumulated difference between recorded pension expense and the yearly net periodic pension expense, as calculated under GAAP, is billable as a cost of operations under the ICPA when contributed

to the pension fund. This accumulated difference has been recorded as a regulatory asset in the accompanying consolidating balance sheets.

	Pension Plan		Other Postretirement Benefits	
	2023	2022	2023	2022
Service cost	\$ 3,934,599	\$ 6,243,823	\$ 2,235,362	\$ 3,704,556
Interest cost	8,426,290	8,424,852	6,054,459	4,896,183
Expected return on plan assets	(10,199,408)	(12,284,250)	(8,352,410)	(7,716,682)
Amortization of prior service cost	(416,566)	(416,566)	(2,781,539)	(2,781,539)
Recognized actuarial loss (gain)	212,740	707,787	(4,163,385)	(2,049,032)
Settlement	4,463,353	2,998,906	-	-
Total benefit cost	<u>\$ 6,421,008</u>	<u>\$ 5,674,552</u>	<u>\$ (7,007,513)</u>	<u>\$ (3,946,514)</u>
Pension and other postretirement benefits expense recognized in the consolidating statements of income and retained earnings and billed to Sponsoring Companies under the ICPA	<u>\$ 7,200,000</u>	<u>\$ 5,200,000</u>	<u>\$ -</u>	<u>\$ -</u>

The following table presents the classification of Pension Plan assets within the fair value hierarchy at December 31, 2023 and 2022:

	Fair Value Measurements at Reporting Date Using			Total
	Quoted Prices in Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
2023				
Common stock	\$ 5,954,635	\$ -	\$ -	\$ 5,954,635
Equity mutual funds	26,342,073	-	-	26,342,073
Index futures	-	81	-	81
Fixed-income securities	-	95,118,441	-	95,118,441
Commodities	-	-	-	-
Cash equivalents	5,655,816	-	-	5,655,816
Subtotal benefit plan assets	<u>\$ 37,952,524</u>	<u>\$ 95,118,522</u>	<u>\$ -</u>	133,071,046
Investments measured at net asset value (NAV)				<u>7,857,710</u>
Total benefit plan assets				<u>\$ 140,928,756</u>
2022				
Common stock	\$ 6,936,875	\$ -	\$ -	\$ 6,936,875
Equity mutual funds	32,726,402	-	-	32,726,402
Index futures	-	3,000	-	3,000
Fixed-income securities	-	109,969,774	-	109,969,774
Commodities	-	43	-	43
Cash equivalents	6,585,046	-	-	6,585,046
Subtotal benefit plan assets	<u>\$ 46,248,323</u>	<u>\$ 109,972,817</u>	<u>\$ -</u>	156,221,140
Investments measured at net asset value (NAV)				<u>10,083,881</u>
Total benefit plan assets				<u>\$ 166,305,021</u>

The following table presents the classification of VEBA and 401(h) account assets within the fair value hierarchy at December 31, 2023 and 2022:

	Fair Value Measurements at Reporting Date Using			Total
	Quoted Prices in Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
2023				
Equity mutual funds	\$ 43,188,454	\$ -	\$ -	\$ 43,188,454
Equity exchange traded funds	9,405,798	-	-	9,405,798
Fixed-income mutual funds	77,221,888	-	-	77,221,888
Fixed-income securities	-	16,963,326	-	16,963,326
Cash equivalents	<u>505,281</u>	<u>-</u>	<u>-</u>	<u>505,281</u>
Benefit plan assets	<u>\$130,321,421</u>	<u>\$16,963,326</u>	<u>\$ -</u>	147,284,747
Uncleared cash disbursements from benefits paid				(1,638,519)
Investments measured at net asset value (NAV)				<u>7,976,447</u>
Total benefit plan assets				<u>\$153,622,675</u>
2022	(Level 1)	(Level 2)	(Level 3)	Total
Equity mutual funds	\$ 40,339,233	\$ -	\$ -	\$ 40,339,233
Equity exchange traded funds	9,611,932	-	-	9,611,932
Fixed-income mutual funds	72,425,790	-	-	72,425,790
Fixed-income securities	-	18,143,354	-	18,143,354
Cash equivalents	<u>598,622</u>	<u>-</u>	<u>-</u>	<u>598,622</u>
Benefit plan assets	<u>\$122,975,577</u>	<u>\$18,143,354</u>	<u>\$ -</u>	141,118,931
Uncleared cash disbursements from benefits paid				(5,253,755)
Investments measured at net asset value (NAV)				<u>7,930,628</u>
Total benefit plan assets				<u>\$143,795,804</u>

Investments that were measured at net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. These investments represent holdings in a single private investment fund that are redeemable at the election of the holder upon no more than 30 days' notice. The values reported above are based on information provided by the fund manager.

Pension Plan and Other Postretirement Benefit Assumptions—Actuarial assumptions used to determine benefit obligations at December 31, 2023 and 2022, were as follows:

	<u>Pension Plan</u>		<u>Other Postretirement Benefits</u>			
	<u>2023</u>	<u>2022</u>	<u>2023</u>		<u>2022</u>	
			<u>Medical</u>	<u>Life</u>	<u>Medical</u>	<u>Life</u>
Discount rate	5.35 %	5.61 %	5.35 %	5.35 %	5.57 %	5.57 %
Rate of compensation increase for next year	4.00	4.50	N/A	4.00	N/A	4.50
Rate to which compensation is assumed to decline (ultimate trend rate)	3.00	3.00	N/A	3.00	N/A	3.00
Year that rate reaches the ultimate trend	2026	2026	N/A	2026	N/A	2026

Actuarial assumptions used to determine net periodic benefit cost for the years ended December 31, 2023 and 2022, were as follows:

	<u>Pension Plan</u>			
	<u>For the Period July 1 through December 31, 2023</u>	<u>For the Period January 1 through June 30, 2023</u>	<u>For the Period October 1 through December 31, 2022</u>	<u>For the Period January 1 through September 30, 2022</u>
	<u>2023</u>	<u>2023</u>	<u>2022</u>	<u>2022</u>
Discount rate	5.44 %	5.61 %	5.65 %	3.08 %
Expected long-term return on plan assets	7.00	7.00	7.00	5.25
	2023	2022		
Rate of compensation increase	4.50 %	3.00 %		
Rate to which compensation is assumed to decline (ultimate trend rate)	3.00	3.00		
Year that rate reaches the ultimate trend	2026	2022		

	<u>Other Postretirement Obligations</u>			
	<u>2023</u>		<u>2022</u>	
	<u>Medical</u>	<u>Life</u>	<u>Medical</u>	<u>Life</u>
Discount rate	5.57 %	5.57 %	3.06 %	3.06 %
Expected long-term return on plan assets	5.83	6.50	4.47	5.00
Rate of compensation increase	N/A	4.50	N/A	3.00

In selecting the expected long-term rate of return on assets, the Companies considered the average rate of earnings expected on the funds invested to provide for plan benefits. This included considering the Pension Plan and VEBA trusts' asset allocation, and the expected returns likely to be earned over the life of the Pension Plan and the VEBAs.

Assumed health care cost trend rates at December 31, 2023 and 2022, were as follows:

	2023	2022
Health care trend rate assumed for next year—participants under 65	6.75 %	7.00 %
Health care trend rate assumed for next year—participants over 65	6.75	7.00
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)—participants under 65	5.00	5.00
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)—participants over 65	5.00	5.00
Year that the rate reaches the ultimate trend rate	2029	2029

Pension Plan and Other Postretirement Benefit Assets—The asset allocation for the Pension Plan and VEBA trusts at December 31, 2023 and 2022, by asset category was as follows:

	Pension Plan		VEBA Trusts	
	2023	2022	2023	2022
Asset category:				
Equity securities	29 %	30 %	39 %	39 %
Debt securities	71	70	61	61

Pension Plan and Other Postretirement Benefit Contributions—The Companies expect to contribute \$5,300,000 to their Pension Plan and \$24,500 to their Other Postretirement Benefits plan in 2024.

Estimated Future Benefit Payments—The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

Years Ending December 31	Pension Plan	Other Postretirement Benefits
2024	\$ 6,816,902	\$ 6,738,069
2025	7,115,604	7,130,024
2026	7,513,364	7,469,791
2027	7,879,844	7,800,030
2028	8,193,339	8,085,042
Five years thereafter	48,196,446	44,675,809

Postemployment Benefits—The Companies follow the accounting guidance in ASC Topic 712, *Compensation—Non-Retirement Postemployment Benefits*, and accrue the estimated cost of benefits provided to former or inactive employees after employment but before retirement. Such benefits include, but are not limited to, salary continuations, supplemental unemployment, severance, disability (including workers' compensation), job training, counseling, and continuation of benefits, such as health care and life insurance coverage. The cost of such benefits and related obligations has been allocated to OVEC and IKEC in the accompanying consolidating financial statements. The allocated amounts represent approximately a 34% and 66% split between OVEC and IKEC, respectively, as of December 31, 2023, and approximately a 31% and 69% split between OVEC and IKEC, respectively, as of December 31, 2022. The liability is offset with a corresponding regulatory asset and represents unrecognized postemployment benefits billable in the future to customers. The accrued cost of such benefits was \$8,808,588 and \$10,567,071 at December 31, 2023 and 2022, respectively.

Defined Contribution Plan—The Companies have a trustee-defined contribution supplemental pension and savings plan that includes 401(k) features and is available to employees who have met eligibility requirements. The Companies’ contributions to the savings plan equal 100% of the first 1% and 50% of the next 5% of employee-participants’ pay contributed. In addition, the Companies provide contributions to eligible employees hired on or after January 1, 2015, of 3% to 5% of pay based on age and service. Benefits to participating employees are based solely upon amounts contributed to the participants’ accounts and investment earnings. By its nature, the plan is fully funded at all times. The employer contributions for 2023 and 2022 were \$2,001,057 and \$1,948,147, respectively.

9. ENVIRONMENTAL MATTERS

Air Regulations—On March 10, 2005, the United States Environmental Protection Agency (“USEPA”) issued the Clean Air Interstate Rule (“CAIR”) that required significant reductions of SO₂ and NO_x emissions from coal-burning power plants. On March 15, 2005, the USEPA also issued the Clean Air Mercury Rule (“CAMR”) that required significant mercury emission reductions for coal-burning power plants. These emission reductions were required in two phases: 2009 and 2015 for NO_x, 2010 and 2015 for SO₂, and 2010 and 2018 for mercury. Ohio and Indiana subsequently finalized their respective versions of CAIR and CAMR. In response, the Companies determined that it would be necessary to install flue gas desulfurization (“FGD”) systems at both plants to comply with these rules. Following completion of the necessary engineering and permitting, construction was started on the FGD systems. The two Kyger Creek FGD systems were placed into service in 2011 and 2012, while the two Clifty Creek FGD systems were placed into service in 2013.

After the promulgation of CAIR and CAMR, a series of legal challenges to those rules resulted in their replacement with additional rules. CAMR was replaced with a rule referred to as the Mercury and Air Toxics Standards (“MATS”) rule. The rule became final on April 16, 2012, and the Companies had to demonstrate compliance with MATS emission limits on April 16, 2015. The USEPA has recently proposed revising and updating the MATS rule, with an expected ruling in 2024. At this time, the Companies expect the previously installed controls will be proven to be adequate to meet the stringent emissions requirements outlined in the proposed new MATS rule.

Following the promulgation of CAIR, legal challenges resulted in the rule being remanded back to the USEPA. The USEPA subsequently promulgated a replacement rule to CAIR called the Cross-State Air Pollution Rule (“CSAPR”). The CSAPR was also litigated and replaced with the CSAPR Update, effective beginning the May 1, 2017 ozone season. The CSAPR Update did not replace CSAPR; however, it required additional reductions in NO_x emissions from utilities in 22 states, including Ohio and Indiana, during the ozone season, which ranges from May through September. The Companies prepared for and implemented a successful compliance strategy for the CSAPR Update requirements in the 2017 ozone season. That strategy was standardized to meet future ozone season compliance obligations, and its execution provided for successful ozone season compliance through 2023. The CSAPR Update has also been subject to extensive litigation, and the D.C. Circuit Court of Appeals issued a decision on September 13, 2019, which remanded portions of this rule back to the USEPA to address. On October 15, 2020, the USEPA issued a proposed revision to the CSAPR Update in response to the court remand, and on March 15, 2021, the USEPA Administrator Regan signed a final rule revising the CSAPR Update to ensure states fully comply with their “good neighbor” obligations to comply with the 2008 Ozone National Ambient Air Quality Standards (“NAAQS”). This revised rule went into effect on June 29, 2021, and created a new Group 3 NO_x allowance trading program that applies to 12 states, including Indiana and Ohio. The rule changes did not impact the Companies’ near-term compliance strategy and management does not expect for future operations to be materially impacted.

On February 28, 2022, the USEPA proposed the federal implementation rule known as the proposed Good Neighbor Transport Rule. This proposed rule was intended to fully resolve states' obligations under the "good neighbor" provisions of the Clean Air Act for the 2015 Ozone NAAQS. The USEPA signed the final rule in March 2023, effective during the 2023 ozone season, May 1, 2023, through September 30, 2023. The final rule is subject to extensive litigation, including an emergency stay request that is pending before the United States Supreme Court. The terms of the new rule are being evaluated for longer term impacts; however, the rule is not expected to materially impact the Companies near term compliance strategy for the ten units with selective catalytic reduction controls for NO_x emissions.

With all FGD systems fully operational, the Companies continue to expect to have adequate SO₂ allowances available every year without having to rely on market purchases to comply with the CSAPR rules in their current form. Given the success of the Companies' NO_x ozone season compliance strategy, the purchase of additional NO_x allowances has not been needed for the past several years; however, the Companies did implement changes in unit dispatch criteria for Clifty Creek Unit 6 during the 2017 and subsequent ozone seasons. The more stringent NO_x regulations implemented by the USEPA in 2023 will result in additional restrictions on Unit 6 during the ozone season.

CCR Rule—The USEPA's CCR Rule became effective in October 2015 to regulate CCR as a nonhazardous solid waste. The rule applies to new and existing active CCR landfills and CCR surface impoundments at operating electric utility or independent power production facilities. The rule imposes new and additional construction and operating obligations, including location restrictions, liner criteria, structural integrity requirements for impoundments, operating criteria, and additional groundwater monitoring requirements. The rule is self-implementing and currently does not require state action for the states of Indiana or Ohio. As a result of this self-implementing feature, the rule contains extensive recordkeeping and notice requirements, including requirements for disclosing CCR compliance information on the Companies' publicly available website.

The Companies have been systematically implementing the applicable provisions of the CCR Rule and all revisions thereof. The Companies have completed all compliance obligations to date associated with the rule and are continuing to evaluate what, if any, impacts the South Fly Ash Pond and landfill at Kyger Creek and the West Boiler Slag Pond, Landfill, and Landfill Runoff Collection Pond at Clifty Creek will have on local groundwater quality. To date, these five CCR facilities continue to meet the groundwater monitoring standards of the CCR Rule. The Companies have been evaluating potential impacts to groundwater quality near the Boiler Slag Pond at Kyger Creek and the Landfill Runoff Collection Pond at Clifty Creek as required by the CCR Rule. The Companies have determined that statistically significant increases ("SSIs") in certain groundwater parameters are present at the two identified locations, and additional steps as defined by the CCR Rule are being taken. The evaluation of whether an SSI exists is a required component of the groundwater monitoring conditions of the CCR Rule. A determination that an SSI appears to be present requires additional evaluation to be undertaken by the Companies to determine if there are alternative sources that are influencing groundwater quality and, if necessary, to evaluate the extent of the groundwater quality impact. Concurrently, the Companies must continue to evaluate groundwater quality at each facility as required by the CCR Rule and determine what potential corrective actions are feasible to address the SSIs. The Companies conducted Alternative Source Demonstrations ("ASD") to determine if groundwater was being influenced by sources other than the CCR units. The ASDs were unable to definitively prove that alternative sources were directly influencing groundwater quality. As a result, the Companies worked with their qualified professional engineer to determine what corrective actions were feasible for each CCR unit. Following this a public meeting to discuss these options with the public was held prior to

selecting a remedy. The Companies continue to work through the compliance requirements of the CCR Rule and remain in compliance.

Since the initial publication of the CCR rules in 2015, several legal, legislative, and regulatory events impacting the scope, applicability, and future CCR compliance obligations and timelines have also taken place. Final actions include: 1.) federal legislation (i.e., the Water Infrastructure Improvements for the Nation Act (“WIIN”)) that provides a pathway for states to seek approval for administering and enforcing the federal CCR program; 2.) The USEPA’s issuance of a Phase I, Part I revision to the CCR rules on March 1, 2018; 3.) the D.C. Circuit Court’s August 21, 2018, ruling, vacating and remanding portions of the CCR rule, and 4.) The USEPA’s issuance of a final CCR Rule, Part A, which was published in the *Federal Register* on August 28, 2020. This final rule introduced a significant revision to the 2015 CCR rule requiring all impoundments that do not meet the liner requirements outlined in the rule to cease receiving CCR material and initiate closure by April 11, 2021, regardless of their overall compliance status. If that date is not technically feasible, an alternate date to cease receiving CCR material and initiate closure can be secured from the USEPA through a proposed extension request process, which was required by the USEPA no later than November 30, 2020. The surface impoundments at Kyger Creek and Clifty Creek were not constructed in a manner that meets the definition of a liner under the 2015 CCR rule. As a result, the Companies completed an engineering evaluation to develop preliminary closure designs for the impoundments, to determine a technically feasible timeline for discontinuing placement of CCR and non-CCR waste streams in these impoundments, and to initiate closure of the CCR impoundments consistent with the requirements of the rule. The Companies submitted technical justification documents to the USEPA in compliance with the November 30, 2020, deadline that demonstrated why additional time is needed to cease placement of CCR and non-CCR waste streams in the surface impoundments and initiate closure. Separately, the proposed Part B revisions to the 2015 CCR rule outline the development of a federal permitting program to regulate and enforce the CCR rule at all applicable facilities consistent with the Congressional mandate outlined in the WIIN Act. This federal permit program would replace the current enforcement mechanism of a self-implementing rule enforced through citizen suits and place it back with the USEPA or any state regulator that receives primacy to implement the CCR permitting within their respective state. The Companies are actively monitoring these developments and adapting their CCR compliance program to ensure compliance obligations and timelines are adjusted accordingly.

The Companies secured various environmental permits in support of the CCR compliance strategy developed to comply with the CCR Rule, Part A and initiated work in 2021. On January 11, 2022, the IKEC Clifty Creek Station received a preliminary determination from USEPA proposing to deny the alternative closure deadlines IKEC requested for its two surface impoundments in the demonstration application filed by IKEC on November 30, 2020. However, the USEPA took no final action on the proposed denial of the Clifty Creek Station’s application. The Kyger Creek Station filed a similar demonstration application in November of 2020. As of December 31, 2023, the Companies have not received final determinations from the USEPA for either the Clifty Creek or Kyger Creek Stations. The Companies executed their compliance strategy and maintained compliance with the CCR Rule by completing the work and ceasing receipt of CCR and non-CCR waste streams prior to October 15, 2023.

Changes in regulations or in the Companies’ strategies for mitigating the impact of coal combustion residuals could potentially result in material increases to the asset retirement obligations. The Companies will revisit the demolition and decommissioning studies as appropriate throughout the process of executing closure of the CCR surface impoundments to maintain an appropriate estimated cost of ultimate facility closure and decommissioning.

NAAQS Compliance for SO₂—On June 22, 2010, the USEPA revised the Clean Air Act by developing and publishing a new one-hour SO₂ NAAQS of 75 parts per billion, which became effective on August 23, 2010. States with areas failing to meet the standard were required to develop state implemented plans to expeditiously attain and maintain the standard.

On August 15, 2013, the USEPA published its initial non-attainment area designations for the new one-hour SO₂, which did not include the areas around Kyger Creek or Clifty Creek. However, the amended rule does establish that at a minimum, sources that emit 2,000 tons of SO₂ or more per year be characterized by their respective states using either modeling of actual source emissions or through appropriately sited ambient air quality monitors.

In addition, the USEPA entered into a settlement agreement with Sierra Club/Natural Resources Defense Council in the U.S. District Court for the Northern District of California requiring the USEPA to take certain actions, including completing area designation by July 2, 2016, for areas with either monitored violations based on 2013-15 air quality monitoring or sources not announced for retirement that emitted more than 16,000 tons SO₂ or more than 2,600 tons with a 0.45 SO₂/mmBtu emission rate in 2012.

Both Kyger Creek and Clifty Creek directly or indirectly triggered one of the criteria and have been evaluated by the respective state regulatory agencies through modeling. The modeling results showed Clifty Creek could meet the new one-hour SO₂ limit using their current scrubber systems without any additional investment or modifications. Kyger Creek's modeling data was rejected by USEPA as inconclusive in 2016. As a result, the USEPA required Kyger Creek to install an SO₂ monitoring network around the plant and monitor ambient air quality beginning on January 1, 2017. Based on the first three years of data from that network, the Ohio Environmental Protection Agency prepared an updated petition to the USEPA in early 2020 requesting that the area in the county surrounding the plant be re-designated to attainment/unclassifiable with the one-hour SO₂ standard. The USEPA subsequently acted on this request and published a notice in the *Federal Register* proposing to make this re-designation. A final rulemaking approving the re-designation was expected in 2021; however, the USEPA failed to act on the re-designation. While a final decision has not been rendered as of December 31, 2023, the Company remains optimistic that the USEPA will render a decision as there is now six years of data supporting a re-designation determination. On February 26, 2019, the USEPA issued a final decision that it is retaining the existing primary SO₂ NAAQS at 75 parts per billion for the next five-year NAAQS review cycle. Given this decision, combined with current scrubber performance, the Companies expect to avoid more restrictive permit limits relative to its SO₂ emissions or the need for additional capital investment in major scrubber upgrades or modifications.

NAAQS compliance for Particulate Matter ("PM"). In 2021, the current administration signaled via executive order that it intends to revisit the 2020 PM NAAQS standard and lower it. On January 6, 2023, USEPA announced its proposed decision to revise the primary health-based annual PM_{2.5} standard from its current level of 12.0 µg/m³ to within the range of 9.0 to 10.0 µg/m³. On March 6, 2024, the USEPA published a final rule revising and lowering the prior PM NAAQS to 9.0 µg/m³. The new rule becomes effective on May 6, 2024, after which states will begin a multi-year process to determine if there are areas not meeting the new standard and, if so, the states will need to develop State Implementation Plans to address any non-attainment areas. Those plans will also need to be submitted to the USEPA for review and approval and could result in additional SO₂ and/or NO_x emissions reductions from the utility sector. The Companies will continue to monitor the activities that states undertake to comply with the new PM NAAQS to determine what impact a revision to this NAAQS standard could have on unit operations.

Steam Electric Effluent Limitations Guidelines—On September 30, 2015, the USEPA signed a new final rule governing Effluent Limitations Guidelines (“ELGs”) for the wastewater discharges from steam electric power generating plants. The rule, which was formally published in the *Federal Register* on November 3, 2015, impacted future wastewater discharges from both the Kyger Creek and Clifty Creek stations.

The rule was intended to require power plants to modify the way they handle a number of wastewater processes. Specifically, the new ELG standards were going to affect the following wastewater processes in three ways listed below; however, in April 2017, the USEPA issued an administrative stay on the ELG rule. In June 2017, the USEPA issued a separate rulemaking staying the compliance deadlines for portions of the ELG rule applicable to bottom ash sluice water and to FGD wastewater discharges. The USEPA revised the rule redefining what constitutes “best available technology” for these two wastewater discharges and issued an updated final rule in the *Federal Register* on October 13, 2020. Based on the original rule and revisions captured in the 2020 update, the following impacts to each wastewater discharge are expected:

1. Kyger Creek was required to convert to dry fly ash handling by no later than December 31, 2023. Construction activities associated with dry fly ash conversion at Kyger Creek were completed in late 2022. The Clifty Creek Station was not impacted since the conversion to dry fly ash was completed prior to the implementation of this rule.
2. The new ELG rules originally prohibited the discharge of bottom ash sluice water from boiler slag/bottom ash wastewater treatment systems. As a result, Clifty Creek and Kyger Creek were converted to a closed-loop bottom ash management system for boiler slag, with up to a 10% purge based on each facility’s total wetted volume. Each system was placed into service in advance of October 15, 2023.
3. The new ELG rules originally established new internal limitations for the FGD system wastewater discharges for arsenic, mercury, selenium, and nitrate/nitrite nitrogen. After reviewing the requirements of the 2015 edition of the rule, the Companies expected both Clifty Creek and Kyger Creek Stations to be able to meet the mercury and arsenic limitations with the current wastewater treatment technology; however, the Companies anticipated the potential need to add some form of biological, or equivalent nonbiological, treatment system downstream of each station’s existing FGD wastewater treatment plant to meet the new nitrate/nitrite nitrogen and selenium limitations. Installation of new controls to meet the final effluent limitations contained in the revised rule was placed on hold while the USEPA reconsidered the 2015 ELG rule to ensure that the compliance strategy ultimately selected would be able to meet any revised requirements in the updated ELG rule. With the finalization of the October 13, 2020 ELG Revision, the Companies resumed evaluation of the appropriate technology, design, and schedule to achieve compliance with the new requirements, which included a change in the final effluent limitations for arsenic, nitrate/nitrite, mercury and selenium. The Companies worked with outside engineering resources, developed preliminary design reports, and conducted a pilot test at the Kyger Creek station in 2021. Further, the Companies worked with state agencies to request the revised ELG applicability date for FGD wastewater of no later than December 31, 2025. This compliance date is now incorporated into both plant’s National Pollutant Discharge Elimination System (“NPDES”) permits. Construction activities associated with the installation of bioreactors at both plants will commence late in the second quarter of 2024.

In March 2023, the USEPA issued a new draft ELG rule that proposes additional constraints on wastewater discharges at power plants. The draft rule has undergone public notices and comments, and the USEPA is expected to issue an updated ELG rule prior to June 2024. The Companies will continue to monitor USEPA regulatory actions on this pending final rule and will respond as necessary.

316(b) Compliance—The 316(b) rule was published as a final rule in the *Federal Register* on August 15, 2014, and impacts facilities that use cooling water intake structures designed to withdraw at least 2 million gallons per day from waters of the U.S., and those facilities who also have an NPDES permit. The rule requires such facilities to choose one of seven options specified by the rule to reduce impingement to fish and other aquatic organisms. Additionally, facilities that withdraw 125 million gallons or more per day must conduct entrainment studies to assist state permitting authorities in determining what site-specific controls are required to reduce the number of aquatic organisms entrained by each respective cooling water system.

The Companies have completed the required two-year fish entrainment studies and filed the reports with the respective state regulatory agencies consistent with regulatory requirements under 40 CFR Section 122.21(r).

The timeline for retrofits to the Kyger Creek Station's cooling water intake structure has been incorporated into its NPDES permit, with installation of the first sets of modified traveling water screens scheduled to be installed during the second quarter of 2024. Negotiation associated with the retrofits for the Clifty Creek Station are still underway with the Indiana Department of Environmental Management and will be incorporated into the facility's NPDES permit upon settlement.

Utility Sector Greenhouse Gas Regulations – The USEPA has proposed regulations under Section 111(b) and (d) of the Clean Air Act to establish requirements for existing coal-fired and new natural gas fired steam electric generators. The proposed rules applicable to existing coal-fired steam electric generators larger than 100 MW in size may require those units to ultimately retire, co-fire with natural gas, and/or install carbon capture and sequestration technology to maintain long-term operations. This proposed regulation is anticipated to be finalized in mid-2024 and will be open to litigation once finalized, similar to USEPA regulatory attempts to establish carbon emission reductions for the utility sector have undergone. The Companies will continue to monitor USEPA regulatory actions on this pending final rule and will respond as necessary. Environmental rules and regulations discussed throughout the Environmental Matters footnote could require material additional capital expenditures or maintenance expenses in future periods.

10. FAIR VALUE MEASUREMENTS

The accounting guidance for financial instruments requires disclosure of the fair value of certain financial instruments. The estimates of fair value under this guidance require the application of broad assumptions and estimates. Accordingly, any actual exchange of such financial instruments could occur at values significantly different from the amounts disclosed.

OVEC utilizes its trustee's external pricing service in its estimate of the fair value of the underlying investments held in the benefit plan trusts and investment portfolios. The Companies' management reviews and validates the prices utilized by the trustee to determine fair value. Equities and fixed-income securities are classified as Level 1 holdings if they are actively traded on exchanges. In addition, mutual funds are classified as Level 1 holdings as they are actively traded at quoted market prices. Certain fixed-income securities do not trade on an exchange and do not have an official closing price. Pricing vendors calculate bond valuations using financial models and matrices. Fixed-income securities

are typically classified as Level 2 holdings because their valuation inputs are based on observable market data. Observable inputs used for valuing fixed-income securities are benchmark yields, reported trades, broker/dealer quotes, issuer spreads, bids, offers, and economic events. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments.

As of December 31, 2023 and 2022, the Companies held certain assets that are required to be measured at fair value on a recurring basis. These consist of investments recorded within long-term investments, including money market mutual funds, equity mutual funds, and fixed-income municipal securities. Changes in the observed trading prices and liquidity of money market funds are monitored as additional support for determining fair value, and unrealized gains and losses are recorded in earnings.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Companies believe their valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

As cash and cash equivalents, current receivables, current payables, and line of credit borrowings are all short-term in nature, their carrying amounts approximate fair value.

Long-Term Investments—Assets measured at fair value on a recurring basis at December 31, 2023 and 2022, were as follows:

	Fair Value Measurements at Reporting Date Using		
	Quoted Prices in Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2023			
Equity mutual funds	\$ -	\$ -	\$ -
Equity exchange traded funds	-	-	-
Fixed-income securities	-	118,360,679	-
Cash equivalents	<u>27,877,237</u>	<u>-</u>	<u>-</u>
Total fair value	<u>\$ 27,877,237</u>	<u>\$ 118,360,679</u>	<u>\$ -</u>
Assets not subject to fair value levels:			
Money Market Demand Deposit Account			<u>45,135,443</u>
Total long-term investments			<u>\$ 191,373,359</u>
2022	(Level 1)	(Level 2)	(Level 3)
Equity mutual funds	\$ 18,669,435	\$ -	\$ -
Equity exchange traded funds	40,207,434	-	-
Fixed-income securities	-	209,345,661	-
Cash equivalents	<u>8,858,188</u>	<u>-</u>	<u>-</u>
Total fair value	<u>\$ 67,735,057</u>	<u>\$ 209,345,661</u>	<u>\$ -</u>
Assets not subject to fair value levels			<u>-</u>
Total long-term investments			<u>\$ 277,080,718</u>

Long-Term Debt—The fair values of the senior notes and fixed-rate bonds were estimated using discounted cash flow analyses based on current incremental borrowing rates for similar types of borrowing arrangements. These fair values are not reflected in the balance sheets. The fair values and

recorded values of the senior notes and fixed- and variable-rate bonds as of December 31, 2023 and 2022, are as follows:

	2023		2022	
	Fair Value	Recorded Value	Fair Value	Recorded Value
Total	<u>\$ 929,279,387</u>	<u>\$ 920,452,554</u>	<u>\$ 953,838,516</u>	<u>\$ 989,976,349</u>

11. LEASES

OVEC has various operating leases for the use of other property and equipment.

On January 1, 2019, the Companies adopted ASC 842, *Leases* which, among other changes, requires the Companies to record liabilities classified as operating leases on the balance sheet along with a corresponding right-of-use asset. The Companies elected the package of practical expedients available for expired or existing contracts, which allowed them to carryforward their historical assessments of whether contracts are or contain leases, lease classification tests and treatment of initial direct costs. Further, the Companies elected to not separate lease components from non-lease components for all fixed payments and excluded variable lease payments in the measurement of right-of-use assets and lease obligations.

The Companies determine whether an arrangement is, or includes, a lease at contract inception. Leases with an initial term of 12 months or less are not recognized on the balance sheet. The Companies recognize lease expense for these leases on a straight-line basis over the lease term.

Operating lease right-of-use assets and liabilities are recognized at commencement date and initially measured based on the present value of lease payments over the defined lease term. Operating leases are immaterial as of December 31, 2023.

Contracts determined to be leases typically do not provide an implicit rate; therefore, the Companies use the estimated incremental borrowing rate at the time of lease commencement to discount the present value of lease payments. In order to apply the incremental borrowing rate, a portfolio approach with a collateralized rate is utilized. Assets were grouped based on similar lease terms and economic environments in a manner whereby the Companies reasonably expect that the application is not expected to differ materially from a lease-by-lease approach.

The Companies have finance leases for the use of vehicles, property, and equipment. The leases have remaining terms of 0 to 4 years. The components of lease expense are as follows:

	December 31, 2023
Finance lease cost:	
Amortization of leased assets	\$ 899,456
Interest on lease liabilities	<u>122,458</u>
Total finance lease cost	<u>\$ 1,021,914</u>

Supplemental cash flow information related to leases was as follows:

Financing cash flows from finance leases	\$1,021,914
Weighted average remaining lease term:	
Finance leases	3
Weighted average discount rate:	
Finance leases	5.02 %

The amount in property under finance leases is \$5,217,996 and \$4,395,554 with accumulated depreciation of \$2,674,161 and \$1,796,855 as of December 31, 2023 and 2022, respectively.

Future maturities of finance lease liabilities are as follows:

Years Ending December 31	Finance
2024	\$ 1,056,094
2025	933,731
2026	290,086
2027	199,514
Thereafter	<u>76,636</u>
 Total future minimum lease payments	 2,556,061
 Less estimated interest element	 <u>212,980</u>
 Estimated present value of future minimum lease payments	 <u><u>\$ 2,343,081</u></u>

12. COMMITMENTS AND CONTINGENCIES

The Companies are party to or may be affected by litigation, claims and uncertainties that arise in the ordinary course of business. The Companies regularly analyze current information and, as necessary provide accruals for probable and reasonably estimable liabilities on the eventual disposition of these matters. Management believes that the ultimate outcome of these matters will not have a significant, adverse effect on either the Companies' future results of operation or financial position.

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