

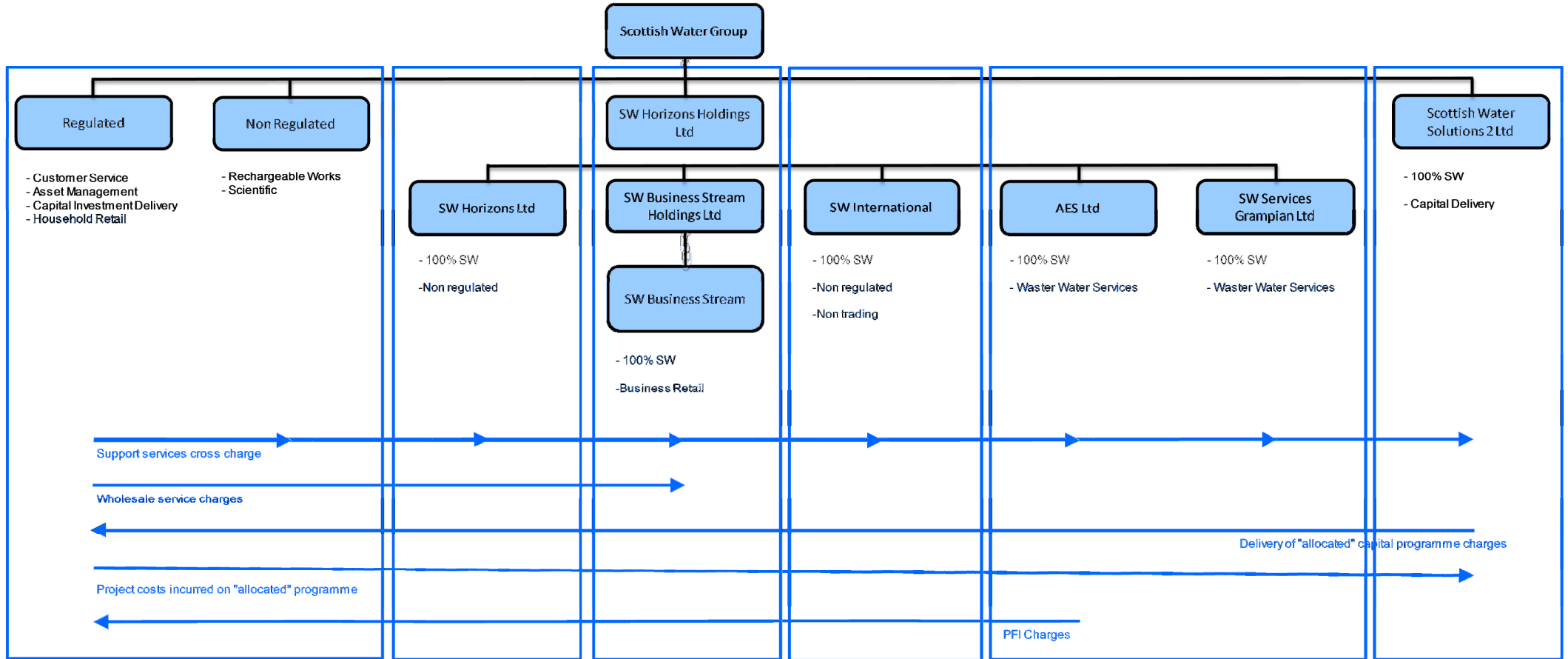
**General Comments**

The N tables for 2018/19 have been prepared in accordance with Regulatory Accounting Rule 5 and related definitions.

The N tables detail the financial and contractual transactions which have taken place between Scottish Water (Regulated) and the following associates:

1. Scottish Water Solutions 2 Ltd (SWS2): the subsidiary responsible for delivering part of the SR10 capital programme.
2. Scottish Water Business Stream Ltd (SWBS): the subsidiary responsible for retail – non household activities.
3. Scottish Water Business Stream Holdings Ltd (SWBSH): the holding company for SWBS.
4. Scottish Water Horizons Ltd (SWH): the subsidiary responsible for the majority of Scottish Water’s non-regulated activities.
5. Aberdeen Environmental Services Ltd (AES): the PFI concession operator for 4 wastewater treatment works in North East Scotland.
6. Scottish Water Services Grampian Ltd (SWSG): the operating company of the 4 wastewater treatment works in North East Scotland.
7. Scottish Water Horizons Holdings Ltd (SWHH): the holding company for SWH, SWBSH, AES and SWSG.
8. Scottish Water (Non-Regulated): activities undertaken by Scottish Water that are not necessary to fulfil the functions and duties of a water undertaker as defined in the Water (Scotland) Act 1980 as amended by subsequent legislation and as a sewerage undertaker as defined in the Sewerage (Scotland) Act 1968 or as amended by subsequent legislation. A small number of non-regulated activities did not transfer across to SWH. Activities which form an integral part of, or are incidental to, Scottish Water’s core operations, such as rechargeable works, and laboratory services, remain within Scottish Water as a separate accounting entity.

The main transfers between associates are illustrated below.



## **Statement of Compliance**

Alan P Scott, Finance Director, has signed the N Table return and accompanying commentary, and in so doing has confirmed Scottish Water's compliance with Regulatory Accounting Rule 5 – Transfer Pricing.

## **Declaration of Interest**

Scottish Water Horizons Holdings Ltd is a fully owned subsidiary of Scottish Water with its own board of directors. The actions of SWHH's Directors are governed by the Companies Act 2006.

Scottish Water Business Stream Holdings Ltd is a fully owned subsidiary of Scottish Water, via SWHH, with its own board of directors. The actions of SWBSH's Directors are governed by the Companies Act 2006 and the Governance Code agreed between the Water Industry Commission for Scotland, Scottish Water and Business Stream.

Scottish Water Solutions 2 Ltd is a fully owned subsidiary of Scottish Water with its own board of directors. The actions of SWS2's Directors are governed by the Companies Act 2006.

Scottish Water Horizons Ltd is a fully owned subsidiary of Scottish Water, via SWHH, with its own board of directors. The actions of Horizons' Directors are governed by the Companies Act 2006.

AES Ltd is a fully owned subsidiary of Scottish Water, via SWHH, with its own board of directors. The actions of AES's Directors are governed by the Companies Act 2006.

Scottish Water Services Grampian Ltd is a fully owned subsidiary of Scottish Water, via SWHH, with its own board of directors. The actions of SWSG's Directors are governed by the Companies Act 2006.

Scottish Water (Regulated) and Scottish Water (Non-Regulated) form part of the same legal entity and in most cases utilise common, shared resources. Therefore, in transactions between these associates, directors can act as both purchaser and supplier in any transaction with an associate entity. Compliance with transfer pricing rules is ensured, firstly through separate budgetary and accounting control at General Manager level and secondly through Finance and Regulatory enforcement of transfer pricing rules in cross-charges.

## **Table N1 Transfer Pricing Summary (Capex)**

### **A. Market Testing**

1. Scottish Water Solutions 2 Ltd
  - (i) Delivery of the Capital Programme (2010-15)

SWS2 became a wholly owned subsidiary of Scottish Water in 2015/16. In 2018-19 SWS2 refunded £2.6m as some projects reached final settlement.

As the warranty periods close out in 2019/20 SWS2 will cease to trade.

## **B. Cost Allocation. Recharges to Associate / Non Core from Core**

1. Project costs incurred on 'allocated' projects SWS2.

Costs incurred by Scottish Water (Regulated) on capital projects which have been contracted to SWS2 to deliver. These costs are recharged to SWS2 at full cost. The total value of project costs charged in 2018/19 was £34k (2018: nil). The charge of £34k included Fleet, Travel, I.T and other support costs.

## **C. Cost Allocation. Recharges to Core from Associate / Non Core**

1. Delivery of SWS2 allocated capital programme

During the year SWS2 refunded £2.6m as some projects reached final settlement.

## **Table N2 Transfer Pricing Summary (P&L)**

### **A. Market Testing**

There has been no additional market testing of Table N2 services in 2018/19.

### **B. Cost Allocation. Recharges to Associate / Non Core from Core**

#### **1. Recharges from Scottish Water (Regulated) to Scottish Water Solutions 2**

SWS2 is in the process of being wound down as the SR10 Capital programme comes to a close and as such the level of recharges from Scottish Water to SWS2 of £12k is significantly lower than in previous years ( 2018: £64k).

#### **Support Services – IT**

IT costs include desktop support, applications support/maintenance and telecoms infrastructure support. These costs have been recharged to SWS2 as follows:

Desktop support:	number of PC's and number of help-desk calls
Applications support/maintenance:	actual costs and number of users
Infrastructure and support:	actual consumption

The cross-charge for the year was £9k compared to previous year's charge of £7k.

#### **Support costs – Financial Services**

This includes recharges for the provision of Financial Systems and Accounts Payable services to SWS2, which reflects the costs of the activities carried out by these Scottish Water departments for SWS2. The cross-charge for the year was £2k (2018: £4k).

#### **Support costs – Travel**

This includes travel and hotel costs, and is charged at the full cost to Scottish Water as invoiced by Expotel. The cross-charge for the year was £0.6k (2018: £4k).

#### **2. Scottish Water charges to Scottish Water Business Stream**

- (i) Service & Support Charges £58k (2018: £188k).

Service agreements are in place between Scottish Water and Business Stream for the few services provided by SW.

Charges decreased to £58k for the year from £188k in 2017/18. The services charged under service agreements were in respect of the Internal Audit charge (£58k) which is charged on a daily rate basis for the agreed audit plan.

(ii) Wholesale Charges £141.3m (2018: £144.3m).

Scottish Water is required to charge business retailers for Primary and Non Primary Water and Wastewater services. Cross-charges are based on the Wholesale Scheme of Charges.

### **3. Recharges from Scottish Water to Scottish Water Horizons**

Table N2 reports the value of cross-charges between Scottish Water and Horizons, which includes the following transaction types:

- Labour, material and service costs transferred from Scottish Water as actually incurred on Horizons activities (projects); and
- Recharges from Scottish Water for support activities undertaken for Horizons. This includes the cost of functions such as IT, Fleet, Property, Finance, HR and Customer Services. Cross charges either reflect the actual cost of the service, e.g. actual fuel charge, actual mobile phone call charges; or the cost of the service as calculated via Activity Based Management (ABM). ABM calculates the actual cost of the support activity, and allocates the cost of that support activity across internal customers based on the share of activity cost drivers. This is in accordance with RAR 5 requirements.

During the year Scottish Water charged Horizons £2.1m (2018: £2.3m) for service and support charges with increases in Management & Support, Asset Management and IT charges being offset by reductions in Waste and Sludge processing and ABM recharges

- The Management & Support Charge was £80k (2018: £12k). Management and support costs are captured within the regulated ledger and a recharge is made to Horizons for an element of these costs that relate to Non-Regulated work, based on work throughput.
- Waste & Sludge Processing Charge for Waste Services is for waste being treated and disposed of using SW site assets and associated transport and labour costs. The value of this in the year was £375k (2018: £626k), and was based on mogden formula for 3rd party waste (liquids) treatment and sludge model costs for 3rd party waste (sludge) treatment. The reduction from last year was due to the lack of SW sites having capacity to receive third party waste.
- The cross-charge for Aquatrine work transacted was £193k (2018: £189k), this was for SW call centre taking calls from Aquatrine clients (£36k), sampling services from SW Scientific (£154k) and sewer repairs at Aquatrine sites (£3k).
- The cross-charge for Support Shipping Water Services was £381k (2018: £363k). These relate to costs recharged from the core business in relation to the provision of shipping water.
- The cross-charge for Asset Management costs was £491k (2018: £425k). This recharge was for SW staff working on Horizons capital projects, calculated using time sheets and hourly rates which include overhead recovery.
- The cross-charge for contact centre costs was £24k (2018: £24k). This recharge was for calls handled on behalf of Horizons, excluding those relating to Aquatrine mentioned above.
- The cross-charge for ABM Support costs during the year was £260k (2018: £385k). The reduction was due to more IT costs being directly charged to Horizons rather than through the ABM model.
- The cross-charge for Property Services Support costs was £3k (2018: £16k). This recharge was in respect of Horizons' share of office, depot and other property costs in the year.
- The cross-charge for Internal Audit Support costs was £16k (2018: £16k). This recharge was in respect of Internal audit work carried out for Horizons as per the agreed audit programme and is based on actual hours worked.

- The cross-charge for Sampling costs was £2k (2018: £11k). This recharge was in respect of samples taken on behalf of Horizons and is based on the actual number of samples taken and the specific testing required.
- The cross-charge for IT Service costs was £233k (2018: £150k). This recharge was in respect of providing service desk support, mobile devices, provision of desktop support, security and systems management, applications management/support and IT communications. The increase in IT charges was offset by the reduction in ABM support costs as highlighted above.
- The cross-charge for Legal costs was £14k (2018: £6k). This was the cost of internal legal resource used by Horizons, based on time sheeted hours spent and rates agreed in the SW/Horizons legal SLA. The increase was mainly driven by the development of new heat from sewage schemes.
- The Payroll and Timesheet Charge was £51k (2018: £62k). This charge relates to timesheet recharges to Horizons and is based on actual timesheeted costs. The majority of these charges relate to SW staff working on Aquatrine assets and Finance services support given to Horizons during the financial year.

#### **4. Recharges from Scottish Water (Regulated) to Scottish Water (Non-Regulated)**

Scottish Water (Non-Regulated) is not a separate legal entity. However, Scottish Water (Non-Regulated) is set up as a separate accounting entity. Certain costs are directly captured within Scottish Water (Non-Regulated). These are direct employment, materials and external service costs.

These costs are charged directly to Scottish Water (Non-Regulated), and therefore are not reported in table N2.

Table N2 does not report the total cost of Scottish Water (Non-Regulated), but reports the value cross-charged between the Scottish Water (Regulated) and Scottish Water (Non-Regulated) entities. For the year these totalled £1.8m (2018: £1.7m). The total cost of the Scottish Water Non-Regulated accounting entity, is included within Table M18, in line with Regulatory reporting requirements.

There are certain non-regulated activities which utilise Scottish Water (Regulated) assets and staff, and cross-charges are made to reflect this. Cross-charges are fully compliant with RAR 5 in that they reflect the full cost of services provided, and are based on resource consumed. The main non-regulated activities utilising regulated assets and staff are:

- Operate & Maintain 3<sup>rd</sup> Party Assets;
- Rechargeable Works;
- Septic Tank Emptying;
- Provision of non Potable Water; and
- Lab Services.

These also include Support Activity costs as described in the schedule for SWH.

#### **5. Recharges from Scottish Water to SWHH**

Table N2 reports the value of cross-charges between Scottish Water and Horizons Holdings. This related to recharges (based on timesheet data) associated with the purchase of AES and SWSG being £11k for Legal and £51k for Finance services.

## **6. Recharges from Scottish Water to AES**

Aberdeen Environmental Services (AES) is the PFI concession operator for 4 wastewater treatment works in North-East Scotland and was purchased by SWHH on 19 December 2018. Thus AES became part of the Scottish Water group of companies. Management and Support recharges to AES from SW were £2k for Administration costs. These costs were based on the intra group recharge rates for SW group.

## **7. Recharges from Scottish Water to SWSG**

Scottish Water Services Grampian (SWSG) is the operating company of 4 wastewater treatment works in North-East Scotland and was purchased by SWHH on 19 December 2018. Thus SWSG became part of the Scottish Water group of companies. Management and Support recharges to SWSG from SW totalled £33k for Administration costs. These costs were based on the intra group recharge rates for SW group.

## **Recharges from Scottish Water to Scottish Water International**

As of 01 April 2018 all International activities were transferred to Horizons. Consequently there were no recharges from Scottish Water to International.

## **Business Retail and Household Retail activities**

Household retail activity and residual Business retail activity (management of Licensed Provider interfaces, Wholesale Billing and CMA activity), were not separate legal or accounting entities during the year. Scottish Water does, however, report the full cost of these services in the M18 tables.

## **C. Cost Allocation. Recharges to Core from Associate / Non Core**

### **1. Cross-charges from Scottish Water Business Stream (Regulated) to Scottish Water (Regulated) (£1.2m; 2018: £1.8m)**

#### **Interest paid to SWBS**

As per the wholesale agreement, Scottish Water Business Stream pay Scottish Water Wholesale 1 month and 10 business days in advance of the month to which the charge relates. Interest is charged on this advance payment at 4%. There are also a series of subsequent reconciliations, as estimated charges are replaced with actuals, with interest paid on the resulting reconciliation payments between the parties. The interest payable to SWBS totalled £951k during the year.

#### **Guaranteed Service Standard Payments**

During the year Scottish Water made £19k of Guaranteed Service Standard Payments to SWBS in line with the Wholesale Scheme of Charges. The Schedule 4 of the Wholesale Services Agreement sets out a number of Service Standards with which Scottish Water must comply. Where failures occur, payments must be made from Scottish Water to the Licensed Provider in accordance with section 14 of the Wholesale Scheme of Charges. These amounts relate to such Service Standard payments.

#### **Gap incentives**

During the year Scottish Water made £208k of gap incentives payments to SWBS in line with the Wholesale Scheme of Charges.

### **Hire of Equipment**

During the financial year SWBS charged Scottish Water £13k for the hire and maintenance of equipment owned by SWBS. In order to fulfil Scottish Water's environmental obligations, Scottish Water waste water operations arranged for rental of equipment for waste water treatment works which were at risk of failure. These arrangements are consequently not related to the licensed retail water market. In these particular cases, the equipment was provided by the Business Solutions Section of Business Stream. In each case, the transaction was at a market tested rate and so will be consistent with regulatory accounting rules for arm's length transactions.

### **2. Cross-charges from Scottish Water Horizons (Non-Regulated) to Scottish Water (Regulated)**

During the year SWH charged Scottish Water for the following:

- £158k (2018: £72k) for impact assessments relating to the effects of new developments on the existing infrastructure;
- £32k (2018: £32k) for the provision of plan and property searches;
- £177k (2018: £114k) for the services of Horizons staff working mainly on SW projects this was for Horizons General Manager working on Commercial Estates projects;
- £374k (2018: £191k) for renewable energy supplied to SW from the renewable energy assets delivered and operated by SWH; The increase reflected a 60% increase in the KWh supplied to SW sites due to new sites being commissioned and increased performance of photovoltaic generation due to the good weather during the summer;
- £60k (2018: £32k) for trials carried out by SW at Test Centres operated by Horizons;
- £188k (2018: nil) for contractual compensation payments related to the Tornagrain project;
- £4k (2018: nil) for storage of Chemicals at Deerdykes as part of Brexit preparations.

### **3. Cross-charges from AES to Scottish Water (Regulated) (£7.8m; 2018: nil)**

AES charged Scottish Water £7.8m in PFI charges for the services provided by the 4 wastewater treatment works in the North-East of Scotland, from the date of acquisition of (19 December 2018 to 31 March 2019).