

EXHIBIT C

Ministry of Energy,
Northern Development
and Mines

Ministère de l'Énergie,
du Développement du Nord
et des Mines



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November 29, 2018

Tom Woods
Chair, Hydro One Ltd.
483 Bay Street,
8th Floor, South Tower
Toronto, ON M5G 2P5

Dear Mr. Woods,

Re: Proceeding before the Public Utility Commission of Oregon regarding the proposed acquisition of Avista Corporation ("Avista") by Hydro One Limited ("Hydro One") – Request for Affidavit from the Province of Ontario

I am sending this in response to email correspondence I received from you on November 6, 2018. I understand that Hydro One is requesting that the Province of Ontario, as represented by the Minister of Energy, Northern Development and Mines ("Province"), provide a sworn affidavit to be filed in support of the ongoing proceedings before the Public Utility Commission of Oregon ("OPUC") related to the proposed acquisition of Avista by Hydro One ("OPUC Proceedings"). A draft copy of the proposed affidavit, as well as a briefing note on this matter, was included in your email to me.

I understand that the purpose of the proposed affidavit would be to provide assurance that the Province will not exercise any substantial influence over the policies and actions of Avista after the company has been acquired by Hydro One. You advised that there may be a concern amongst the parties to the OPUC Proceeding regarding the Province's potential influence over Avista after it has been acquired by Hydro One.

I understand that Hydro One has already indicated to OPUC that there are a number of factors that mitigate against the risk that the Province might be able to exercise a substantial influence over Avista after the transaction is completed. First, the rights that the Province might normally be able to exercise as the largest shareholder of Hydro One are significantly limited by the terms of the Governance Agreement. Moreover, all of the directors on Hydro One's Board (and all of Hydro One's subsidiary boards) are independent of the Province and there are no provincial nominees or representatives among the corporation's senior management team. Finally, Hydro One has already made a series of governance and ring-fencing settlement commitments that are intended to insulate Avista's business operations after Avista has been acquired by Hydro One.

I also understand that Avista and Hydro One have proposed a series of further stipulated commitments that would facilitate immediate intervention by the OPUC in the event that (1) Avista's CEO or any other member of the Avista board believes the Province is directly or indirectly exercising substantial influence over Avista's policies or actions; or, (2) the Hydro One Board or any member thereof becomes aware of a proposal to amend, effectively modify, or eliminate the Governance Agreement. I have been advised that these additional stipulations should provide the OPUC with direct avenues for any regulatory action it considers appropriate should either of these circumstances arise.

In light of the factors set out above, the affidavit Hydro One has requested from the Province does not appear to be necessary for the purposes of the OPUC Proceedings. The evidence already provided by Hydro One should be sufficient to address any concerns that the parties to the OPUC Proceeding may have with respect to the Province's relationship with Hydro One. In addition, as you know, there are significant restrictions on the legal authority of government officials to bind the future exercise of legislative and regulatory powers and any affidavit would need to be carefully tailored with these restrictions in mind. We are of the view that it would be preferable that Hydro One not offer to provide any such affidavit to OPUC.

I want to reiterate the Ministry's commitment to supporting Hydro One in its efforts to complete the Avista acquisition.

Should you have any further questions, please feel free to contact me.

Sincerely,



Stephen Rhodes
Deputy Minister, Energy
Ministry of Energy, Northern Development and Mines (ENDM)

cc: Nina Chiarelli – Chief of Staff, Minister of ENDM
Carolyn Calwell – ADM, Strategic, Network and Agency Policy Division, ENDM
Maud Murray – Legal Director, Energy