

**BEFORE THE WASHINGTON UTILITIES AND  
TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of            )  
  )  
HYDRO ONE LIMITED and                                )  
AVISTA CORPORATION                                    )  
  )  
For an Order Authorizing Proposed                 )  
Transaction    )  
  )  
\_\_\_\_\_ )

DOCKET NO. UE-170970

**LAUREN FINK AND CHADWICK L. WESTON'S PETITION TO INTERVENE**

1. Pursuant to Washington Administrative Code (“WAC”) 480-07-355, Lauren Fink and Chadwick L. Weston (“Stockholder Plaintiffs”) respectfully move the Commission to accept this late-filed Petition to Intervene (“Petition”) in the above-captioned proceeding.

2. The mailing address for the Stockholder Plaintiffs is:

Chadwick L. Weston  
450 Kimberly Drive  
Melbourne, FL 32940

Lauren Fink  
3630 Pine Hill Court  
West Bloomfield, MI 48323

3. The Stockholder Plaintiffs will be represented in this proceeding by David T. Wissbroecker and Eun Jin Lee of Robbins Geller Rudman & Dowd LLP. Mr. Wissbroecker and Ms. Lee have filed a separate Notice of Appearance as required by WAC 480-07-345(2). The Stockholder Plaintiffs designate Mr. Wissbroecker and Ms. Lee to receive service of all documents in this proceeding. All documents should be served at the following address (electronic service preferred):

ROBBINS GELLER RUDMAN  
& DOWD LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101-8498  
Telephone: 619/231-1058  
619/231-7423 (fax)  
E-mail: [dwissbroecker@rgrdlaw.com](mailto:dwissbroecker@rgrdlaw.com)  
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4. On September 14, 2017, Avista Corporation (“Avista” or the “Company”) and Hydro One Limited (together with its subsidiaries, “Hydro One”) filed a Joint Application for an Order Authorizing the Proposed Transaction. The Washington Utilities and Transportation Commission (the “Commission”) held a pre-hearing conference on October 20, 2017.

5. The Stockholder Plaintiffs did not file the Petition before the pre-hearing conference because: (i) they were focused on protecting Avista public stockholders’ in another forum; and (ii)

they required additional time to assess whether intervention in this proceeding was beneficial for Avista public stockholders.

6. The Stockholder Plaintiffs respectfully submit that these reasons, coupled with their substantial interest in the proceeding and the lack of prejudice or addition burden on existing parties (discussed further below) provide good cause, and it would be in the public interest, to grant this late-filed Petition.

7. On September 15, 2017, October 11, 2017 and October 26, 2017, the Stockholder Plaintiffs filed class action complaints for breach of fiduciary duties on behalf of Avista public stockholders against Avista's Board of Directors (the "Board"), Hydro One, and Avista's financial advisor Bank of America Merrill Lynch ("Merrill Lynch"), in connection with Hydro One's proposed acquisition of Avista (the "Proposed Merger"). Their case is currently pending as *Fink, et al. v. Morris, et al.*, Case No. 2017-02-03616-6, in the Superior Court for the State of Washington, in and for Spokane County ("Stockholder Action"). The Stockholder Plaintiffs' operative complaint is a thirty-six page document detailing the factual and legal bases for the Stockholder Plaintiffs' claims.

8. The Stockholder Plaintiffs have a substantial interest in this proceeding. Based on their investigation, they believe: that the Merger will harm the stockholder base, and likely the local community; that the Merger consideration is inadequate and undervalues the Company; that the Avista Board of Directors acted disloyally in connection with tilting the sales process in favor of their preferred bidder Hydro One; and that the Avista Board of Directors violated Washington law in connection with the Merger. The Stockholder Plaintiffs, along with the rest of Avista's stockholders, will be impacted by the proposed change of ownership of Avista. The Stockholder Plaintiffs thus have an actual interest in this proceeding. No other party to this proceeding is suited to adequately represent the Stockholder Plaintiffs' interests.

9. The Stockholder Plaintiffs' position in this proceeding is to support results deemed fair and reasonable to Avista stockholders.

10. The Stockholder Plaintiffs have no intention of unreasonably broadening the issues, burdening the record, or delaying the proceeding through their intervention. The docket demonstrates that confidentiality agreements are currently being executed, and discovery has either not yet begun, or in its early stages. The Stockholder Plaintiffs do not believe there is any need to adjust the Procedural Schedule in place.

11. WHEREFORE, the Stockholder Plaintiffs hereby respectfully request that this motion be granted and Stockholder Plaintiffs be granted Intervenor status, with the right to fully participate in this proceeding.

DATED: January 9, 2018

ROBBINS GELLER RUDMAN  
& DOWD LLP  
DAVID T. WISSBROECKER  
EUN JIN LEE



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