

**HYDRO ONE LIMITED  
RESPONSE TO REQUEST FOR INFORMATION**

JURISDICTION:	WASHINGTON	DATE PREPARED:	08/20/2018
CASE NO.:	U-170970	WITNESS:	James Scarlett
REQUESTER:	UTC Staff	RESPONDER:	Adele Pantusa
TYPE:	Bench Request	DEPT:	Law
REQUEST NO.:	Bench Request No. 3	TELEPHONE:	(416) 345-6310
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**REQUEST:**

According to press reports: “Under an agreement reached by Hydro One with the province, each of the current directors of Hydro One will resign and be replaced by a new board of directors initially consisting of 10 members. The new board will be seated by Aug. 15.”

Please provide a copy of the referenced agreement, if it is a written agreement.

If it is not a written agreement, please provide a sworn statement by one or more knowledgeable representatives of Hydro One and one or more knowledgeable representatives of the provincial government concerning the terms of the agreement between the company and the province, including but not limited to any terms identifying financial consideration or other forms of quid pro quo that support or pertain to mutual commitments or unilateral commitments made by the parties to the agreement.

Please identify the specific individuals involved in negotiating the terms of the agreement and the individuals responsible for seeing to it that the terms of the agreement are met.

**RESPONSE:**

Please see WUTC\_Bench\_Request\_3(H1) Attachment A for the July 11, 2018 Letter Agreement between Hydro One Limited and the Province of Ontario.

For the Province, the negotiations involved representatives from the Province of Ontario’s Cabinet Office, and representatives of the Ministry of Energy, Northern Development and Mines, Ministry of Finance and the Attorney General, with external counsel at Torys LLP.

For Hydro One, the negotiations were primarily led by Mr. David Denison, former Chairman of the Hydro One Board of Directors, and Mr. George Cooke, former Hydro One Board Member, with assistance from Mr. Vincent Mercier, and Ms. Jennifer Longhurst of Davies, Ward, Phillips & Vineberg LLP, independent legal counsel to the Board.

The July 11, 2018 Letter Agreement was approved by the Province of Ontario’s Cabinet and entered into between Hydro One, represented by Mr. David Denison, and the Province of Ontario, represented by the Honorable Greg Rickford, the Minister of Energy, Northern Development and Mines. It is a legally binding agreement enforceable against each of the parties thereto.