

The Avista logo is located in the top left corner of the document. It features the word "AVISTA" in a bold, white, sans-serif font, set against a dark blue rectangular background. To the right of the text, there are several thin, white, diagonal lines that create a sense of motion or a stylized grid.

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Spokane, Washington 99220-0500
Telephone 509-489-0500
Toll Free 800-727-9170

Via Electronic and Overnight Mail

August 15, 2018

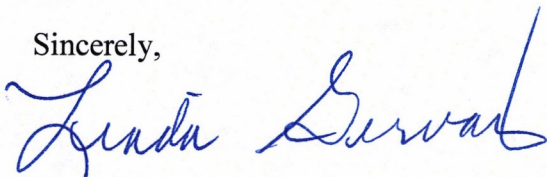
Commission Secretary
Idaho Public Utilities Commission
472 W. Washington St.
Boise, ID 83702

RE: Case Nos. AVU-E-17-09 and AVU-G-17-05

Enclosed for filing in the above-referenced Case Nos. are an original and 7 copies of the Report on Hydro One Management Changes and Motion for Scheduling Conference.

A service list is attached, with the parties receiving a complete electronic copy of this filing. If you have any questions, please do not hesitate to contact David Meyer on behalf of Avista Corporation at 509-495-4316 or david.meyer@avistacorp.com or Liz Thomas on behalf of Hydro One Limited, at 206-370-7631 or liz.thomas@klgates.com.

Sincerely,

A handwritten signature in blue ink, reading "Linda Gervais". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Linda Gervais
Sr. Manager, Regulatory Policy
Regulatory Affairs
linda.gervais@avistacorp.com
509-495-4975
Avista Utilities

Enclosures

RECEIVED
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IDAHO PUBLIC
UTILITIES COMMISSION

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I have this 15th day of August, 2018, served the foregoing Report and Motion regarding an Update on Recent Events in the Merger Case Nos. AVU-E-17-09/AVU-G-17-05, upon the following parties, by sending a copy via electronic mail:

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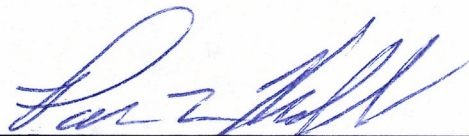
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On Behalf of Hydro One Limited
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**BEFORE THE
IDAHO PUBLIC UTILITIES COMMISSION**

**In the Matter of the Joint Application of
HYDRO ONE LIMITED (acting through
its indirect subsidiary Olympus Equity
LLC)**

and

AVISTA CORPORATION

**For an Order Authorizing Proposed
Transaction**

CASE NOS. AVU-E-17-09
AVU-G-17-05

REPORT ON HYDRO ONE
MANAGEMENT CHANGES

AND

MOTION FOR SCHEDULING
CONFERENCE

I. INTRODUCTION

As required by the Idaho Public Utilities Commission's (the "Commission") July 20, 2018, Order No. 34111 ("July 20th Order"), Hydro One Limited ("Hydro One") provides this Report on Hydro One Management Changes. On August 14, 2018, Hydro One announced the 10 members of its new Board of Directors ("Board") and new Board Chair.

2 Hydro One and Avista Corporation (“Avista”) also submit this Motion for Scheduling
Conference, seeking an order from the Commission directing the parties to this proceeding to
participate in a scheduling conference that will take into account recent Hydro One management
changes discussed below.

3 II. REPORT ON HYDRO ONE MANAGEMENT CHANGES

3 The Commission’s July 20th Order postponed the July 23, 2018 technical hearing and
directed Hydro One and Avista to update the Commission when Hydro One’s new management
team is in place. Further, the July 20th Order required Hydro One and Avista to provide a status
update on August 15 if the Chief Executive Officer (“CEO”) or new board were not in place on
that date.

4 On August 14, 2018, Hydro One announced the 10 members of its new Board.
Attachment A is Hydro One’s material change report (which includes biographies of the new
board members) and accompanying press release, which were filed with the Ontario Securities
Commission and U.S. Securities and Exchange Commission. Hydro One has also notified the
New York Stock Exchange. Four of the new directors (Thomas D. Woods, Cherie Brant, Blair
Cowper-Smith, and Russel Robertson) were selected by the Province of Ontario. The other six
new directors (Anne Giardini, David Hay, Timothy Hodgson, Jessica McDonald, William
Sheffield, and Melissa Sonberg) were selected by the Ad Hoc Nominating Committee consisting
of representatives of four of Hydro One’s five largest shareholders besides the Province.
Among the 10 new directors, Mr. Woods was selected as the interim Hydro One Board Chair.

5 Hydro One has not yet selected a new CEO to replace Mayo Schmidt who retired on July
11, 2018. Hydro One’s Chief Financial Officer, Paul Dobson, was named Hydro One’s acting

CEO on July 11. Mr. Dobson will continue to serve as acting CEO while Hydro One's new Board conducts a search for Hydro One's new CEO.

6 The CEO search will be the new Board's highest priority. While the timing and selection of the new CEO is within the purview of the newly-constituted Board, there is no reason to believe that the Board will not proceed with all deliberate speed in that regard.

III. MOTION FOR SCHEDULING CONFERENCE

7 Hydro One and Avista move for the Commission to issue an order directing the parties to convene a scheduling conference to establish a new procedural schedule for this proceeding. Establishing a schedule at this time will allow the opportunity for careful and deliberate case management by all parties and the Commission, while still allowing for the submission of additional supplemental information as events unfold. It will also allow for better coordination with the already-scheduled supplemental proceedings in other jurisdictions, as discussed below.

8 On August 3, 2018, the Washington Utilities and Transportation Commission issued an order establishing the following procedural schedule, with a hearing on October 23 and a decision by December 14, to address how the changes in executive management and the Board at Hydro One bear on Hydro One and Avista's merger application:

EVENT	DATE
Avista/Hydro One Supplemental Testimony	9/6/2018
Staff, Public Counsel, and Intervenor Response Testimony and Exhibits	10/4/2018
Avista/Hydro One Rebuttal Testimony and Exhibits; Staff, Public Counsel, and Intervenor Cross-Answering Testimony and Exhibits	10/15/2018
Discovery Deadline -- Last Day to Issue Data	10/16/2018

EVENT	DATE
Requests	
Cross-Examination Exhibits, Witness Lists, and Time Estimates	10/19/2018
Evidentiary Hearing	10/23/2018
Post-Hearing Briefs	To be determined
Statutory Deadline (reflecting 4 month extension as authorized by RCW 80.12.030(2))	12/14/2018

9 On July 25, 2018, the Public Utility Commission of Oregon also issued an order establishing a new procedural schedule, with its hearing on November 15-16 (if needed) and a decision by December 14:

ACTIVITY	DATE
Hydro One and Avista Supplemental Testimony	August 30, 2018
Staff & Intervenor Reply Testimony	September 20, 2018
Hydro One and Avista Rebuttal Testimony	October 4, 2018
Staff & Intervenor Sur-rebuttal Testimony	October 18, 2018
Hydro One and Avista Final Testimony	October 31, 2018
Cross-Examination Statements and Exhibits	November 7, 2018
Hearing (if requested)	November 15 - 16, 2018
Target Date for Commission Decision	December 14, 2018

10 On July 20, 2018, Hydro One and Avista attempted to confer with the parties to this proceeding to establish a proposed procedural schedule in Idaho. Counsel for the Avista Customer Group refused to confer with the parties to establish a proposed procedural schedule, contending that the Commission’s July 20th Order requires the parties to wait to develop a proposed procedural schedule until after Hydro One names a new board and CEO: “The parties shall meet and confer to discuss case processing after Hydro One has a new CEO and board of directors in place.” July 20th Order at p. 2.

11 Hydro One and Avista respectfully request that the Commission issue an order directing the parties to this proceeding to meet and confer to establish a proposed procedural schedule for this proceeding at this time. As noted above, the new Hydro One Board, which took office on August 14, will immediately launch a search for a replacement CEO. However, as with any CEO search for a corporation the size of Hydro One, the search may take some time. At the time of the scheduling conference, Avista and Hydro One will work with the parties to build flexibility into the schedule to allow for the opportunity to further supplement testimony with respect to the appointment of a new CEO. Much of the supplemental testimony, however, as in other jurisdictions, will focus on what is already known about structural safeguards to assure the operating flexibility and independence of Avista, irrespective of who the new CEO is. It will serve the purpose of building the record at this time, by further describing these structural safeguards, irrespective of the new CEO. To not proceed with scheduling at this time (albeit with liberal opportunities to supplement as needed), will put Idaho well behind other jurisdictions, and may put at risk any closing of the transaction this year. (Both Washington and Oregon anticipate a final decision on or before December 14, 2018.)

12 Accordingly, Hydro One and Avista respectfully request that the Commission order the parties to meet and confer, either electronically or by teleconference, to develop a proposed procedural schedule and to submit a proposed procedural schedule to the Commission by August 30, 2018.

13 Hydro One intends for its new Board Chair to submit testimony in this proceeding. Hydro One also intends to submit testimony from Executive Vice President and Chief Legal Officer James Scarlett and supplemental testimony from Senior Vice President of Finance Chris Lopez that will address the changes in Hydro One's management and the financial status of Hydro One in the wake of these changes.

14 Hydro One will make the new Board Chair, Mr. Scarlett, and Mr. Lopez available to testify at a hearing regarding Hydro One and Avista's merger application. If the new Board has selected the new Hydro One CEO by the time of the Commission's hearing in this proceeding, the new CEO will testify in lieu of the Chair.

15 Hydro One and Avista submit that the Commission can consider and rule on Hydro One and Avista's merger application prior to the selection of the new Hydro One CEO because the Hydro One Board establishes Hydro One's policies and the strategic direction of Hydro One's management. Hydro One has a new Board in place, and the Board Chair will participate in this proceeding. The Stipulated Settlement entered by the parties to this proceeding (prior to the intervention of the Avista Customer Group and Idaho Department of Water Resources) was designed to stand the test of time, accounting for the certainty that Avista's and Hydro One's executive management will change in the years to come.

IV. CONCLUSION


16

WHEREFORE, Hydro One and Avista respectfully request that the Commission issue an order directing the parties to confer, either electronically or telephonically, on a new procedural schedule for this proceeding and submit a proposed procedural schedule by August 30, 2018, while still providing flexibility to revise such a schedule as events unfold.

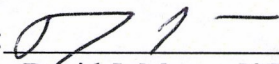
DATED: August 15, 2018.

K&L GATES, LLP

AVISTA CORPORATION



BY: _____
Elizabeth Thomas, Partner (admitted pro hac vice)
Kari Vander Stoep, Partner (admitted pro hac vice)
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FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: **Name and Address of Company**

Hydro One Limited (“**Hydro One**”)
483 Bay Street, South Tower, 8th Floor
Toronto, Ontario M5G 2P5

Item 2: **Date of Material Change**

August 14, 2018.

Item 3: **News Release**

A news release announcing the material change referred to in this report was issued through Cision Canada and filed on SEDAR under Hydro One’s profile at www.sedar.com on August 14, 2018.

Item 4: **Summary of Material Change**

On August 14, 2018, Hydro One announced a new board of directors, featuring an experienced, diverse and highly-regarded group of leaders who will be responsible for overseeing the company’s continued transformation as a customer-focused, efficient and well-managed utility.

Item 5: **Full Description of Material Change**

On August 14, 2018, Hydro One announced a new board of directors, featuring an experienced, diverse and highly-regarded group of leaders who will be responsible for overseeing the company’s continued transformation as a customer-focused, efficient and well-managed utility.

The orderly transition to a new board was accomplished when former board members stepped down and new directors were appointed effective Tuesday, August 14, 2018. Six directors were identified and nominated by Hydro One’s ad hoc nominating committee, comprised of four of the five largest shareholders of Hydro One excluding the Province of Ontario (the “**Province**”), and four directors were chosen by the Province, Hydro One’s largest shareholder, in accordance with the Governance Agreement dated as of November 5, 2015 between Hydro One and the Province (the “**Governance Agreement**”).

The new Hydro One directors are:

- Cherie Brant
- Blair Cowper-Smith
- Anne Giardini
- David Hay
- Timothy Hodgson
- Jessica McDonald

- Russel Robertson
- William Sheffield
- Melissa Sonberg
- Tom Woods

Mr. Woods has agreed to act as interim Chair of the board of directors until the new directors can convene and complete a process to select a permanent Chair.

The biographies for the new directors of Hydro One are set out below:

Tom Woods (provincial nominee) - Interim Board Chair

Mr. Woods is a corporate director. He previously had a 37-year career with CIBC and Wood Gundy, the predecessor firm of CIBC World Markets. He started in Investment Banking, advising companies raising financing in the equity and debt capital markets as well as mergers and acquisitions, and later was Head of Canadian Corporate Banking, Chief Financial Officer, Chief Risk Officer and Vice Chairman.

Mr. Woods also serves on the boards of Bank of America Corporation, Alberta Investment Management Corporation, Providence St. Joseph's St. Michael's Health Care (Board Chair) and CIBC Children's Foundation. Previous directorships include TMX Group Inc., DBRS Limited, Jarislowsky Fraser Limited and Covenant House (Board Chair). Mr. Woods has a Bachelor of Applied Science in Industrial Engineering from University of Toronto, and an MBA from Harvard Business School.

Cherie Brant (provincial nominee)

Ms. Brant is a Partner at Dickinson Wright's Toronto law office where she has an Indigenous law practice with a focus on commercial real estate, energy and transmission and First Nations economic development. Ms. Brant provides strategic counsel to several First Nations and industry clients seeking to develop projects with First Nations and to understand and address Indigenous rights and interests. As lead counsel, Ms. Brant was instrumental in forming one of the largest First Nations-led limited partnerships in Canada resulting in the Ontario First Nations Sovereign Wealth LP's share purchase of approximately 2.4% of Hydro One.

Ms. Brant is both Mohawk and Ojibway from the Mohawks of the Bay of Quinte and Wikwemikong Unceded Indian Territory. She also serves on the board of the Anishnawbe Health Foundation and is a member of the Canadian Council for Aboriginal Business, Research Advisory Board and the Aboriginal Energy Working Group of the Independent Electricity System Operator. Previous directorships include Women's College Hospital and Trillium Gift of Life.

Ms. Brant has a Bachelor of Environmental Studies, Urban and Regional Planning Program from the University of Waterloo and a Juris Doctor from the

University of Toronto. She is a member of the Ontario Bar Association and the Law Society of Upper Canada.

Blair Cowper-Smith (provincial nominee)

Mr. Cowper-Smith is the principal and founder of Erin Park Business Solutions a Canadian advisory and consulting firm. Previously, he was Chief Corporate Affairs Officer of Ontario Municipal Employees Retirement System (OMERS) and a member of the Senior Executive Team where his responsibilities included regulatory affairs, law and governance. Prior to joining OMERS he was a Senior Partner at McCarthy Tetrault LLP where his practice focused on mergers and acquisitions, infrastructure, governance and private equity.

Board experience includes numerous advisory assignments, including governance advisory assignments, with boards of directors including OMERS, Stelco, Hammerson, and includes existing or prior director appointments and board committee leadership roles with companies like Porter Airlines, 407 ETR, the Financial Services Regulatory Authority and Face the Future Foundation. He served until recently on the Public Policy Committee of the Canadian Coalition for Good Governance and on the Securities Advisory Committee of the Ontario Securities Commission. He co-founded The Canadian Council for Public and Private Partnerships which led to a long-term interest in infrastructure policy and delivery of infrastructure based services to Canadians.

Mr. Cowper Smith has a Bachelor of Laws (LLB) and Master of Laws (LLM) from Osgoode Hall Law School at York University. He is a member of the Law Society of Upper Canada and holds the director designation through the Institute of Corporate Directors and is a regular faculty presenter for the Directors College.

Anne Giardini, O.C., Q.C.

Ms. Giardini is a corporate director and Chancellor of Simon Fraser University. She previously had a 20-year career with Weyerhaeuser Company Limited, including as Canadian President. Before her tenure as President, she was Vice President and General Counsel at Weyerhaeuser where she worked on corporate, legal, policy and strategic matters. Ms. Giardini has been a newspaper columnist and is the author of two novels.

Ms. Giardini also serves on the boards of Nevsun Resources Ltd., Canada Mortgage & Housing Corporation, World Wildlife Fund (Canada), BC Achievement Foundation, TransLink and the Greater Vancouver Board of Trade. Previous directorships include Thompson Creek Metals Company, Inc. and Weyerhaeuser Company Limited.

Ms. Giardini has a BA in Economics from Simon Fraser University, a Bachelor of Laws from the University of British Columbia and a Master of

Law from the University of Cambridge (Trinity Hall). She is licensed to practice law in British Columbia (and formerly in Ontario and Washington State). In 2016, Ms. Giardini was appointed an Officer of the Order of Canada.

David Hay

Mr. Hay is a corporate director. He is former Vice-Chair and Managing Director of CIBC World Markets Inc. with power, utilities and infrastructure as a major focus. Formerly, he was President and Chief Executive Officer of New Brunswick Power Corporation, Managing Director of Delgatie Incorporated and held senior investment banking roles, including Senior Vice-President and Director responsible for mergers and acquisitions with Merrill Lynch Canada and Managing Director of European mergers and acquisitions with Merrill Lynch International. He spent the early part of his career as a practicing lawyer and taught part-time at both the University of Toronto and University of New Brunswick.

Mr. Hay also serves on the boards of EPCOR, SHAD (Chair), the Council of Clean and Reliable Energy and as Chair of the Acquisition Committee of the Beaverbrook Art Gallery. Prior directorships include Toronto Hydro-Electric System Limited (Vice Chair).

Mr. Hay has a Bachelor of Laws from Osgoode Hall Law School, York University and a Bachelor of Arts from the University of Toronto (Victoria College). He also holds a professional director designation from the Institute of Corporate Directors (ICD.D).

Timothy Hodgson

Mr. Hodgson is a Managing Partner of Alignvest Capital Management. Prior to that, Mr. Hodgson was Special Advisor to Governor Mark Carney at Bank of Canada. Mr. Hodgson also held various positions in New York, London, Silicon Valley and Toronto with Goldman Sachs and served as Chief Executive Officer of Goldman Sachs Canada. Mr. Hodgson has held roles with Salomon Brothers, Price Waterhouse & Co. and Merrill Lynch Canada.

Mr. Hodgson also serves on the boards of Alignvest Acquisition II Corporation (Chair), PSP Investments and MEG Energy Corp. Previous directorships include Alignvest Acquisition Corporation, KGS-Alpha Capital Markets L.P., The Global Risk Institute, The Ivey School of Business, The Next36, Bridgeport Health and CanWest Media Works Inc.

Mr. Hodgson has a Bachelor of Commerce from the University of Manitoba and a Masters of Business Administration from The Richard Ivey School of Business at Western University. He is a Chartered Accountant and a member of the Institute of Corporate Directors.

Jessica McDonald

Ms. McDonald is Interim President and Chief Executive Officer of Canada Post Corporation. Previous roles include President and Chief Executive Officer of British Columbia Hydro & Power Authority and Executive Vice President of HB Global Advisors Corp., as well as a successful practice in mediation and negotiation on major commercial and industrial projects. In addition, Ms. McDonald has held many positions with the B.C. government, including the most senior public service position in the provincial government as Deputy Minister to the Premier, Cabinet Secretary and Head of the BC Public Service, responsible for overseeing all aspects of government operations.

Ms. McDonald also serves on the boards of Canada Post Corporation, Coeur Mining Inc. and Trevali Mining Corporation, and is on the Member Council of Sustainable Development Technology Canada. Previous directorships include Powertech Labs (Chair) and Powerex Corp.

Ms. McDonald has a Bachelor of Arts (Political Science) from the University of British Columbia. She is also a member of the Institute of Corporate Directors of Canada.

Russel Robertson (provincial nominee)

Mr. Robertson is a corporate director and former Executive Vice President and Head, Anti-Money Laundering, BMO Financial Group. Mr. Robertson has served as Chief Financial Officer, BMO Financial Group and Executive Vice President, Business Integration where he oversaw the integration of Harris Bank and M&I Bank forming BMO Harris Bank. Before joining BMO, he spent over 35 years as a Chartered Professional Accountant holding various senior positions including the positions of Vice-Chair, Deloitte & Touche LLP (Canada) and Canadian Managing Partner, Arthur Andersen LLP (Canada).

Mr. Robertson also serves on the boards of Bausch Health Companies Inc. and Turquoise Hill Resources. Previous directorships include Virtus Investment Partners, Inc.

Mr. Robertson has a Bachelor of Arts (Honours) in Business Administration from the Ivey School of Business at the University of Western Ontario. He is a Chartered Professional Accountant (FCPA, FCA) and a Fellow of the Institute of Chartered Accountants (Ontario). He is also a member of the Institute of Corporate Directors.

William Sheffield

Mr. Sheffield is a corporate director. He is the former Chief Executive Officer of Sappi Fine Papers, headquartered in South Africa. Previously, he held senior roles with Abitibi-Consolidated, Inc. and Abitibi-Price, Inc. He began his career in the steel industry and held General Manager, Industrial Engineering

and Cold Mill Operating roles at Stelco, Inc.

Mr. Sheffield also serves on the boards of Houston Wire & Cable Company, Velan, Inc., Burnbrae Farms Ltd., Longview Aviation Capital and Family Enterprise Xchange. Previous directorships include Canada Post Corporation, Ontario Power Generation, Corby Distilleries, Royal Group Technologies and SHAD.

Mr. Sheffield has a Bachelor of Science (Chemistry) from Carleton University and an MBA from McMaster University. He holds a professional director certification from the Institute of Corporate Directors and a similar designation from the National Association of Corporate Directors in the U.S. He also completed the Family Enterprise Advisors Program (FEA) at the University of British Columbia.

Melissa Sonberg

Ms. Sonberg is a corporate director and Adjunct Professor and Executive-in-Residence at McGill University's Desautel Faculty of Management. She spent the early part of her career in the healthcare industry before joining Air Canada, where she held leadership positions in a range of customer facing, operational and corporate functions. Ms. Sonberg was part of the founding executive team of Aeroplan, now part of AIMIA. Ms. Sonberg held positions of Senior Vice President, Human Resources & Corporate Affairs and Senior Vice President, Global Brands, Communications and External Affairs at AIMIA.

Ms. Sonberg also serves on the boards of Exchange Income Corporation, MD Financial Holdings, Inc., Canadian Professional Sales Association, Group Touchette, Women in Capital Markets and Equitas – International Centre for Human Rights. Previous directorships include Rideau, Inc., Via Rail Canada, University of Ottawa, International Advisory Board and the McGill University Health Centre.

Ms. Sonberg has a Bachelor of Science (Psychology) from McGill University and a Masters of Health Administration from the University of Ottawa. She is a Certified Human Resource Executive and holds a professional director certification from the Institute of Corporate Directors.

Item 6: **Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

Item 7: **Omitted Information**

Not applicable.

Item 8: **Executive Officer**

For further information please contact:

Jamie Scarlett
Executive Vice President and Chief Legal Officer
Tel: (416) 345-1366

Item 9: **Date of Report**

August 14, 2018.

Caution Regarding Forward-Looking Information

This material change report may include “forward looking information” within the meaning of applicable securities laws. We caution that all forward-looking information is inherently subject to change and uncertainty and that actual results may differ materially from those expressed or implied by the forward looking information. A number of risks, uncertainties and other factors could cause actual results and events to differ materially from those expressed or implied in the forward looking information or could cause our current objectives, strategies and intentions to change, and many of these factors are beyond our control and current expectation or knowledge. These statements are not guarantees of future performance or actions and involve assumptions and risks and uncertainties that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed, implied or forecasted in such forward-looking information. Some of the factors that could cause actual results or outcomes to differ materially from the results expressed, implied or forecasted by such forward-looking information, including some of the assumptions used in making such statements, are discussed more fully in Hydro One’s filings with the securities regulatory authorities in Canada, which are available on SEDAR at www.sedar.com. Hydro One does not intend, and disclaims any obligation, to update any forward-looking information, except as required by law.