FortisBC Energy Inc.
An indirect subsidiary of Fortis Inc.

Annual Information Form
For the Year Ended December 31, 2016
dated March 28, 2017

TABLE OF CONTENTS

All figures are expressed in Canadian dollars unless otherwise noted.

Except as otherwise stated, the information in this Annual Information Form is given as of December 31, 2016.

FORWARD-LOOKING INFORMATION

Certain statements contained in this Annual Information Form contain forward-looking information within the meaning of applicable securities laws in Canada ("forward-looking information"). The words "anticipates", "believes", "budgets", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "schedule", "should", "will", "would" and similar expressions are often intended to identify forward-looking information, although not all forward-looking information contains these identifying words.

The forward-looking information reflects management's current beliefs and is based on information currently available to the Corporation's management. The forward-looking information in the 2016 Annual Information Form and the information incorporated herein by reference includes, but is not limited to, statements regarding the Corporation's expected level of capital expenditures; and the Corporation's expectation that compliance with environmental laws and regulations will not have a material effect on the Corporation's capital expenditures, earnings or competitive position.

The forecasts and projections that make up the forward-looking information are based on assumptions, which include but are not limited to: receipt of applicable regulatory approvals and requested rate orders; absence of administrative monetary penalties; the ability to report under United States generally accepted accounting principles ("US GAAP") beyond the Canadian securities regulators exemption to the end of 2018 or earlier; absence of asset breakdown; absence of environmental damage and health and safety issues; absence of adverse weather conditions and natural disasters; ability to maintain and obtain applicable permits; the adequacy of the Corporation's existing insurance arrangements; the First Nations' settlement process does not adversely affect the Corporation; the ability to maintain and renew collective bargaining agreements on acceptable terms; no material change in employee future benefits costs; the ability of the Corporation to attract and retain skilled workforces; absence of information technology infrastructure failure; absence of cyber-security failure; no significant decline in interest rates; continued energy demand; the ability to arrange sufficient and cost effective financing; no material adverse ratings actions by credit ratings agencies; the competitiveness of natural gas pricing when compared with alternate sources of energy; continued population growth and new housing starts; the availability of natural gas supply; and the ability to hedge certain risks including no counterparties to derivative instruments failing to meet obligations.

The forward-looking information is subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical results or results anticipated by the forward-looking information. The factors which could cause results or events to differ from current expectations include, but are not limited to: regulatory approval and rate orders risk (including the risk of imposition of administrative monetary penalties); continued reporting in accordance with US GAAP risk; asset breakdown, operation, maintenance and expansion risk; environment, health and safety matters risk; weather and natural disasters risk; permits risk; underinsured and uninsured losses; risks involving First Nations; labour relations risk; employee future benefits risk; human resources risk; information technology infrastructure risk; cyber-security risk; interest rates risk; impact of changes in economic conditions risk; capital resources and liquidity risk; competiveness and commodity price risk; counterparty credit risk; natural gas supply risk; and other risks described in this Annual Information Form. For additional information with respect to these risk factors, reference should be made to the section entitled "Risk Factors" in this Annual Information Form, the section entitled "Business Risk Management" in the Corporation's Management Discussion & Analysis for the year ended December 31, 2016 and the other continuous disclosure materials filed from time to time on SEDAR at www.sedar.com, and which are incorporated herein by reference.

All forward-looking information in this Annual Information Form and the information incorporated herein by reference is qualified in its entirety by this cautionary statement and, except as required by law, the Corporation undertakes no obligation to revise or update any forward-looking information as a result of new information, future events or otherwise after the date hereof.

GLOSSARY

Except as otherwise defined, or unless the context otherwise requires, the following terms have the meaning set forth below.

"ACP" means Annual Contracting Plan;

"ARO" means asset retirement obligation;

"BCUC" or "Commission" means the British Columbia Utilities Commission;

"Board" means the Board of Directors of FEI;

"CNG" means compressed natural gas;

"COPE" means Canadian Office and Professional Employees Union Local 378 (COPE operates as MoveUP);

"Corporation" or **"FEI"** means FortisBC Energy Inc.;

"DBRS" means DBRS Limited;

"EMS" means environmental management system;

"FHI" means FortisBC Holdings Inc.;

"FEVI" means FortisBC Energy (Vancouver Island) Inc.;

"FEW" means FortisBC Energy (Whistler) Inc.;

"Fortis" means Fortis Inc.;

"IBEW" means International Brotherhood of Electrical Workers Union, Local 213;

"LNG" means liquefied natural gas;

"Moody's" means Moody's Investors Service;

"NEB" means the National Energy Board;

"PBR" means the performance based rate setting methodology for regulation of public utilities;

"PJ" means petajoule;

"PRMP" means price risk management plan approved by the BCUC;

"Rate Base Assets" means all transmission, distribution and other utility assets that are used or required to be used to provide service to utility customers, which are included in the calculation of the Corporation's revenue requirement for the applicable year and are subject to a regulated rate of return;

"Spectra" means Westcoast Energy Inc. doing business as Spectra Energy Transmission;

"TGHI" means Terasen Gas Holdings Inc.;

"TransCanada" means TransCanada Pipelines Limited;

"UCA" or the **"Act"** means the *Utilities Commission Act* (British Columbia), as amended.

1.0 CORPORATE STRUCTURE

1.1 NAME AND INCORPORATION

FEI was formed by the amalgamation on July 1, 1989 under the *Company Act (*British Columbia) a predecessor to the *Business Corporations Act (*British Columbia), of Inland Natural Gas Co. Ltd., B.C. Gas Inc., Columbia Natural Gas Limited and Fort Nelson Gas Ltd. The Corporation's name was changed to "BC Gas Utility Ltd." on July 1, 1993 (pursuant to an arrangement between FEI and a subsidiary) and then to "Terasen Gas Inc." on April 25, 2003. On January 1, 2007 the Corporation and one of its subsidiaries, Terasen Gas (Squamish) Inc. were amalgamated and on March 1, 2011 the Corporation changed its name to "FortisBC Energy Inc.". On December 31, 2014, the Corporation amalgamated with FEVI, FEW and TGHI and continues to operate under the name FortisBC Energy Inc.

FEI's head office and registered office is located at #1000 - 1111 West Georgia Street, Vancouver, British Columbia ("BC"), V6E 4M3.

1.2 INTER-CORPORATE RELATIONSHIPS

The Corporation is an indirect, wholly-owned subsidiary of Fortis. Fortis is a leader in the North American electric and gas utility business, serving customers across Canada, the United States and the Caribbean.

2.0 GENERAL DEVELOPMENT OF THE BUSINESS

2.1 THREE-YEAR HISTORY

Over the past three years the Corporation's Rate Base Assets have grown by approximately 2.2 per cent. This growth reflects the Corporation's capital expenditures necessary to ensure the ability to provide service, public and employee safety and reliability of supply of natural gas to the Corporation's customer base.

2.2 OUTLOOK

Anticipated capital expenditures by the Corporation for 2017, before contributions in aid of construction and including cost of removal are expected to be in excess of $460 million. Capital expenditures include forecast 2017 costs associated with the Coastal Transmission System project of approximately $130 million and the Tilbury LNG facility expansion project of approximately $50 million. Planned capital expenditures are based on detailed forecasts of energy demand, weather and cost of labour and materials, as well as other factors including economic conditions, which could change and cause actual expenditures to differ from forecasts.

3.0 THE BUSINESS OF FORTISBC ENERGY INC.

3.1 GENERAL

The Corporation is the largest distributor of natural gas in BC serving approximately 994,000 residential, commercial and industrial and transportation customers in more than 135 communities. Major areas served by the Corporation are the Lower Mainland, Vancouver Island and Whistler regions of BC. The Corporation provides transmission and distribution services to its customers, and obtains natural gas supplies on behalf of most residential, commercial and industrial customers.

FEI holds operating agreements with most of the incorporated municipalities in which it distributes gas in the Greater Vancouver and Fraser Valley service areas. The operating agreements are in force so long as the distribution lines of FEI are operative and do not contain any provision entitling the municipality to purchase the distribution system. No fees are payable by FEI under these operating agreements.

FEI holds franchise or operating agreements with most of the incorporated municipalities in which it distributes gas in the interior of BC and on Vancouver Island. The terms of these franchise agreements range from 10 to 21 years. While such franchise or operating agreements are in effect, the municipalities receive franchise fees of three per cent of the gross revenue from customers in the municipality.

Between 2000 and 2005 the Corporation entered into leasing arrangements whereby certain natural gas distribution assets were leased to certain municipalities and then leased back by the Corporation from the municipalities. The natural gas distribution assets are considered to be integral equipment to real estate assets and as such the transactions have been accounted for as financing transactions. The proceeds from these transactions have been recorded as a financial liability included in capital lease and finance obligations. Lease payments less the portion considered to be interest expense decrease the financial liability. The transactions have implicit interest rates between 6.78 per cent and 8.40 per cent and are being repaid over a 35 year period. Each of the arrangements allow the Corporation, at its option, to terminate the lease arrangements early, after 17 years. If the Corporation exercises this option, the Corporation would pay the municipality an early termination payment which is equal to the carrying value of the obligation on the Corporation's financial statements at that point in time.

The following table compares 2016 and 2015 natural gas revenue, sales and number of customers by customer class:

	Natural Gas Revenue				Natural Gas Sales Volumes				Customers			
	2016		2015		2016		2015		2016		2015	
	$millions	%	$millions	%	PJs	%	PJs	%	#	%	#	%
Residential	656	58	735	58	71	36	67	36	899,473	91	888,132	91
Commercial	317	28	377	30	43	22	43	23	91,748	9	90,858	9
Industrial	20	2	22	2	4	2	3	2	284	0	275	0
Transportation	107	10	101	8	68	34	63	34	2,487	0	2,411	0
Other (fixed price)	23	2	25	2	11	6	10	5	12	0	13	0
Total	**1,123**	**100**	**1,260**	**100**	**197**	**100**	**186**	**100**	**994,004**	**100**	**981,689**	**100**

3.2 GAS PURCHASE, STORAGE AND OFF-SALES AGREEMENTS

(a) Gas Purchase Agreements

In order to acquire supply resources that ensure reliable natural gas deliveries to its customers, FEI purchases natural gas supply from counterparties, which include producers, aggregators, and marketers. These counterparties adhere to standards of counterparty creditworthiness, and contract execution/management policies. FEI contracts for approximately 144 PJs of baseload and seasonal supply, of which the majority is sourced in Northeast BC and transported on Spectra Energy's Westcoast Pipeline T-South pipeline transportation system. The remainder is sourced in Alberta and transported on TransCanada's pipeline transportation system.

FEI procures and delivers gas directly to core market customers. Transportation only customers are responsible to procure and deliver their own gas to the FEI system and FEI then delivers the gas to the operating premises of these customers. FEI contracts for transportation capacity on third party pipelines, such as Spectra and TransCanada, to transport gas supply from various market hubs to FEI's system. These third party pipelines are regulated by the NEB. FEI pays both fixed and variable charges for the use of transportation capacity on these pipelines, which are recovered through rates paid by FEI's core market customers. FEI contracts for firm transportation capacity in order to ensure it is able to meet its obligation to supply customers within its broad operating region under all reasonable demand scenarios.

(b) Gas Storage and Peak Shaving Arrangements

FEI incorporates peak shaving and gas storage facilities into its portfolio to:

- Supplement contracted baseload and seasonal gas supply in the winter months while injecting excess baseload supply to refill storage in the summer months.
- Mitigate the risk of supply shortages during cooler weather and a peak day.
- Manage the cost of gas during winter months.
- Balance daily supply and demand on the distribution system during periods of peak use that occur over the course of the winter months.

FEI holds approximately 35.2 PJs of total storage capacity. FEI's own Tilbury and Mt. Hayes LNG peak shaving facilities provide on-system storage capacity and deliverability. FEI also contracts for underground storage capacity and deliverability from parties in north east BC, Alberta and the Pacific Northwest of the United States. One of the parties FEI contracts with is Aitken Creek Gas Storage ULC, an indirect subsidiary of Fortis Inc. On a combined basis, FEI's Tilbury and Mt. Hayes facilities, the contracted storage facilities, and other peaking arrangements can deliver up to 0.73 PJs per day of supply to FEI on the coldest days of the heating season. The heating season typically occurs during the December through February period.

(c) Off-System Sales

FEI engages in off-system sales activities that allow for the recovery or mitigation of costs of any unutilized supply and/or pipeline and storage capacity that is available once customers' daily load requirements are met.

Under the Gas Supply Mitigation Incentive Plan ("GSMIP") revenue sharing model, which is approved by the Commission, FEI can earn an incentive payment for its mitigation activities. Historically, FEI has earned approximately $1.2 million annually through GSMIP while the remaining savings are credited back to customers through reduced rates. In the gas contract year ending October 31, 2016, FEI earned an incentive payment of approximately $ 2.0 million pending BCUC approval.

The current GSMIP program was approved by the Commission following a comprehensive review in 2011. In 2013, the Commission approved an extension of the program until October 31, 2016. In August 2016 FEI received approval from the Commission for a renewal of the GSMIP program effective November 1, 2016 through October 31, 2019.

(d) Price Risk Management

FEI engages in price risk management activities to mitigate the impact to customer rates of fluctuations in natural gas market prices. These activities include physical gas purchasing and storage strategies as defined within the ACP as well as FEI's current quarterly commodity rate setting and deferral account mechanism. Prior to 2010, FEI also typically included the use of derivative instruments which were implemented pursuant to an annual price risk management plan reviewed and approved by the Commission. Following a comprehensive review process, in July 2011 the BCUC directed FEI to suspend the majority of its natural gas commodity hedging activities. All hedges that had been in place from previously approved PRMPs prior to the suspension of the hedging strategy, expired in 2014.

During 2015 FEI conducted a series of workshops with stakeholders to provide background and education and obtain feedback regarding FEI's current price risk management activities and possible strategies and options it could pursue in the future. Subsequently, FEI filed the 2015 Price Risk Management Application on December 23, 2015 with the Commission which included FEI's request to implement a medium-term (max 3 years out) hedging program which includes specific market price targets and commodity rate setting enhancements. On June 17, 2016, the Commission approved the application. As at December 31, 2016, the market price targets and maximum volume limits were not reached and therefore the price risk strategies were not implemented.

(e) Unbundling

The FEI Customer Choice program allows eligible commercial and residential customers a choice to buy their natural gas commodity supply from FEI or directly from third-party marketers. FEI continues to provide the delivery service of the natural gas to all its customers.

The program has been in place since November 2004 for commercial customers and November 2007 for residential customers. For the year ended 2016, approximately 4 per cent of eligible commercial customers and 3 per cent of eligible residential customers participated in the program by purchasing their commodity supply from alternate providers.

3.3 OPERATIONS

Operations is comprised of three main functional groups; Transmission (Pipeline) Operations, Plant Operations and Distribution Operations.

(a) Transmission (Pipeline) Operations

The Transmission (Pipeline) Operations group is responsible for ensuring the transmission system delivers natural gas from interconnecting pipelines, or company owned LNG facilities, to the distribution network and for operating and maintaining the mainline pipelines in a safe, reliable and cost effective manner.

Transmission assets operated by the group include the interior transmission system mainline, the Southern Crossing Pipeline, the coastal transmission system, transmission pressure lateral pipelines and transmission marine loops.

(b) Plant Operations

The Plant Operations group is responsible for ensuring compressor stations and LNG facilities are operated and maintained in a safe, reliable and cost effective manner. Assets operated by the group include interior, coastal and island compressor stations and LNG plants at Tilbury (Delta) and Mt. Hayes (Vancouver Island).

(c) Distribution Operations

The Distribution Operations group is responsible for providing safe, reliable and cost effective service directly to gas customers.

The activities within Distribution Operations are organized into four main functions: Emergency Management, Installation and Renewal, Operations and Maintenance, and Account Services. The functional areas are described in greater detail below.

Emergency Management includes providing first and rapid response in order to ensure public, asset and employee safety. The activities include first response to system damage, gas odours, fire and carbon monoxide calls, emergency prevention through public education, and maintaining stand-by resources. Emergency response personnel and resources are mustered throughout the Corporation’s service area to provide timely response to emergencies.

Installations include new mains, services, meters, stations and projects required to add customers and improve system reliability, integrity and capacity. Renewals are essentially replacements of the gas system components generally due to age, technology and obsolescence. Although employees routinely perform these activities, a portion of installation and renewal activity is performed by external contractors, particularly during periods of high customer additions activities.

Operations and Maintenance includes scheduled and unscheduled operating and maintenance activities dedicated to mitigating operating risks and ensuring the safety and reliability of the distribution system. Activities include system inspection, leak survey, preventive and corrective maintenance of equipment, valves, stations and meter sets. The level of activity required is influenced by code and standard requirements (i.e. Canadian Standards Association), regulatory requirements, operating and asset conditions.

Account Services work performed by Distribution employees includes premise calls, meter lock-offs, unlocks and reactivations, meter exchanges/renewals and other customer inquiries requiring a field workforce response.

3.4 OTHER OPERATIONS, ASSETS AND ACTIVITIES

(a) Other Operations

Operations support functions are primarily located in the regional centres located throughout the service territory, and include planning, resource management, and dispatching. There are also several centralized Operations support groups located in Surrey including Process Support, the Operations Centre (permits and work closing), Operational Reporting, Claims, Engineering, Asset Management and Records. The support groups provide the necessary expertise to assess work priorities, plan and design work to be completed, establish and maintain processes to be followed, and coordinate who, when and how the work gets completed. They also monitor costs and operational metrics to ensure commitments made to customers, regulators and other stakeholders are met.

(b) Other Assets

Other assets of the Corporation include those supporting the ongoing maintenance and operation of the system, such as office and service buildings, transport and work equipment and other office and information technology assets.

(c) Other Activities

The Corporation’s other activities are relatively small in comparison to its regulated gas operations but provide an opportunity to leverage the utilization of the Corporation’s utility operation, maintenance and management resources under service contracts to third parties.

3.5 OTHER MATERIAL CORPORATE ISSUES

(a) Insurance

The Corporation, through Fortis, maintains insurance coverage including liability, all risk property, boiler and machinery, and directors’ and officers’ liability insurance for the benefit of the Corporation. The Corporation also maintains insurance coverage that is required by provincial statute, which covers automobile liability, firefighting expense and non-owned aircraft liability. Management believes that the coverage, amounts and terms of the Corporation’s insurance agreements are consistent with industry practices.

(b) Employees

The Corporation employed approximately 1,700 employees as at December 31, 2016. The organized employees of FEI are represented by the IBEW and COPE unions. IBEW represents employees in specified occupations in the areas of transmission and distribution. The term of the current collective agreement with the IBEW is April 1, 2015 to March 31, 2019.

There are two collective agreements between the Corporation and COPE. The term of the first collective agreement with COPE, representing employees in specified occupations in the areas of administration and operations support is April 1, 2015 to March 31, 2018. The term of the second collective agreement with COPE, representing customer service employees is April 1, 2014 to March 31, 2017. This agreement has been renewed to March 31, 2022.

(c) Specialized Skills and Knowledge

The skills and knowledge needed to operate and maintain natural gas transmission and distribution systems are key to the Corporation’s success. These skills are currently available, and the Corporation has placed considerable focus in succession planning on ensuring that these skills are preserved as the Corporation’s workforce ages and retires.

(d) Intellectual Property

Fortis owns the trademark “FortisBC”, which it has licensed the Corporation to use.

(e) Real Property

Certain of the Corporation's transmission and distribution facilities cross over land that is owned by the governments of Canada or BC. The Corporation believes it has obtained appropriate access rights from the relevant governments through Crown leases, statutory rights of way, land use permits and licences of occupation. Where transmission or distribution lines extend over or under waterways, various provincial and federal government bodies must approve the installation of those lines. Agreements and permits in this respect have been obtained from the appropriate government body.

The Corporation's transmission and distribution lines at times also cross over or run parallel to lands owned by various railway companies. In these circumstances, appropriate access rights, generally referred to as crossing agreements, have been obtained from the relevant railway company. Some of the Corporation's transmission and distribution lines are located on lands owned by other persons, including local governments, corporations, First Nations and individuals. The Corporation believes it has obtained or is in the process of obtaining the rights to use these lands through working with the property owner to come to an agreement (such as statutory rights of way) permitting land usage.

If the Corporation becomes aware of a situation in which it has not acquired the requisite usage rights, it will attempt to come to an agreement to secure usage rights with the landowner. The Corporation has the power to expropriate land if necessary.

(f) Seasonality

Due to the seasonal nature of the Corporation's natural gas transmission and distribution operations and its impact on natural gas consumption patterns, the natural gas transmission and operations of FEI normally generate higher net earnings in the first and fourth quarters and lower net earnings in the second quarter, which are partially offset by net losses in the third quarter.

4.0 REGULATION

4.1 OVERVIEW

Public utilities in BC, such as FEI, are subject to the regulatory jurisdiction of the BCUC. The UCA is the legislation that defines the scope of the BCUC's jurisdiction regarding the regulation of public utilities and the responsibilities of those public utilities. The BCUC's primary responsibility is to establish just and reasonable utility rates, which include an opportunity for the public utilities to earn a fair return on the investments they have already made and will make in the future to provide customers with safe and reliable service.

4.2 REVENUE REQUIREMENT

The rate setting process generally has two main elements: revenue requirements and rate design.

The utility's revenue requirements represent the total revenues that are necessary for the utility to recover prudent costs for providing the utility services, to recover prudent investment, and to earn a fair return on and of its investments. The cost of providing service includes energy costs, operating and maintenance expenses, depreciation expenses, taxes, financing costs and a return on equity. Rate base is the book value of utility plant in service (plant less accumulated depreciation and customer contributions in aid of construction), plus gas in storage and utility deferred charges, plus an allowance for working capital invested in the business, and is the investment base to which a rate of return is applied to arrive at the revenue requirements. The return on rate base is established by determining the cost of individual components of the capital structure, including equity, and weighting such costs to determine an aggregate return on rate base. Both the capital structure and rate of return on equity are determined by the BCUC.

The BCUC usually determines a public utility's revenue requirements based on the cost of service method. Pursuant to this method, the Corporation forecasts the volume of gas that will be delivered during normal weather, together with all of the other costs of providing service (including the return on rate base) that FEI forecasts to incur in the test year(s). Variances between the forecast costs and the actual costs incurred, and variances in the actual volume of gas delivered from what has been forecast, normally result in variances in FEI's return, except for variances that are captured by deferral accounts for future recovery or refund.

From 2010 through 2013, FEI's revenue requirements were determined based on cost of service regulation; from 2014 to 2019, FEI is operating under a PBR Plan. The approved PBR Plan incorporates an incentive mechanism for improving operating and capital expenditure efficiencies. Operation and maintenance expenses and base capital expenditures during the PBR period are subject to an incentive formula reflecting incremental costs for inflation and half of customer growth, less a fixed productivity adjustment factor of 1.1 per cent each year. The PBR Plan also includes a 50/50 sharing of variances from the formula-driven operations and maintenance expenses and capital expenditures over the PBR period, and a number of service quality measures designed to ensure FEI maintains service levels. It also sets out the requirements for an annual review process which provides a forum for discussion between FEI and interested parties regarding its current performance and future activities.

When approved by the BCUC, FEI employs deferral accounts to address certain uncontrollable or non-routine items and to match costs incurred to the periods that the costs benefit. Two primary deferral mechanisms currently in place decrease the volatility in rates caused by such factors as fluctuations in gas supply costs and the significant impacts of weather and other changes on use rates. In addition, during the term of the PBR Plan, FEI has a deferral account to flow through variances in the majority of its other costs and revenues, excluding the formulaic operation and maintenance costs.

After revenue requirements have been established, costs are allocated among different classes of energy users/customers and rates are designed to reflect the cost of providing services to each rate class. Before any rate can be put into effect, it must be filed with and approved by the BCUC.

In BC, the regulatory process for revenue requirement determination and rate design involves participation of interested parties, such as customer representatives, other public groups or private individuals.

4.3 KEY REGULATORY INFORMATION

Important regulatory information pertaining to decisions made by the BCUC with respect to FEI, is summarized in the following table.

	2017	**2016**	**2015**	**2014[2]**	**2013[2]**
Rate Base Assets ($millions)					
FEI[1]	3,716	3,704	3,672	2,773	2,777
FEVI	-	-	-	806	808
FEW	-	-	-	39	40
	3,716	3,704	3,672	3,618	3,625
Deemed common equity component of total capital structure (%)					
FEI	38.50	38.50	38.50	38.50	38.50
FEVI	-	-	-	41.50	41.50
FEW	-	-	-	41.50	41.50
Allowed rate of return on common equity (%)					
FEI	8.75	8.75	8.75	8.75	8.75
FEVI	-	-	-	9.25	9.25
FEW	-	-	-	9.50	9.50

Notes:

1. Includes Fort Nelson.
2. 2012 through 2014 figures reflect pre-amalgamation FEI, FEVI and FEW.

5.0 SAFETY AND ENVIRONMENTAL MATTERS

5.1 GENERAL

Canadian federal, provincial and municipal governments share jurisdiction over matters affecting safety and the environment. As a result, the Corporation is subject to provincial occupational health and safety legislation as well as federal, provincial and municipal requirements relating to the protection of the environment including, but not limited to, fish, wildlife, water and land protection and the proper storage, transportation, disposal, waste discharge and release of hazardous and non-hazardous substances. In addition, both the provincial and federal governments have environmental assessment legislation, which is designed to foster better natural resource and land-use planning through the identification and mitigation of potential environmental impacts of projects or undertakings prior to and after commencement.

5.2 ENVIRONMENTAL MANAGEMENT SYSTEM

The environmental risks associated with the Corporation's activities and operations are managed under the framework of an EMS. FEI has an EMS in place to manage the impacts of its activities on the environment and the design of the EMS is consistent with the guidelines of ISO 14001, an internationally recognized standard for EMS.

The Corporation's EMS includes an environmental policy, a summary of the environmental risks associated with the Corporation's business and operations, a summary of relevant environmental legislation, and an internal reporting process. The EMS also includes environmental training requirements for employees and contractors and reinforces environmental guidelines that serve to minimize the environmental impacts of FEI operations, and ensure compliance with applicable environmental legislation. FEI has external audits of its EMS conducted on a regular cycle to ensure continued compliance with ISO 14001 standards and legal requirements.

5.3 PERMITS, LICENCES AND APPROVALS

Various federal and provincial statutes require the Corporation to obtain and comply with specific permits, licenses and approvals in the course of its operations.

5.4 ENVIRONMENTAL EXPENDITURES

The Corporation incurs environmental compliance and environmental management system related operating and capital expenditures in connection with capital projects and in connection with ongoing operation and maintenance activities that are not reasonably quantifiable. The Corporation's cost of compliance with environmental laws and regulations did not have a material effect on the operating costs, capital expenditures, earnings or competitive position of the Corporation in 2016 and, based on current laws, facts and circumstances, is not expected to have a material effect on such matters in the future. Operating and capital costs associated with complying with environmental laws and regulations are generally recoverable by the Corporation through rates.

5.5 RELEASES

Federal, provincial and municipal environmental legislation regulate the release of substances into the environment through the regulation of discharges that have an adverse effect or a potentially adverse effect on the environment. FEI believes that the potential for spills, and resulting enforcement actions under existing environmental legislation, is reduced through implementation of spill prevention, waste discharge authorizations, material handling, emergency response programs and spill response guidelines in conjunction with appropriate training. The potential for an adverse effect resulting from a spill is further reduced by the Corporation through the tracking of all incidents and potential incidents in an incident reporting database in order to facilitate continual learning and improvement.

5.6 HAZARDOUS SUBSTANCES

The Corporation manages hazardous substances used in its operations such as herbicides. The Corporation has environmental management programs in place to deal with the hazardous substances including programs to deal with herbicides:

(a) *Herbicides* - The Corporation uses herbicides primarily for the control of incompatible vegetation on rights-of-way, along transmission and distribution lines and on station sites. The Corporation uses an integrated approach toward vegetation management using manual and mechanical cutting, natural competition from compatible vegetation, together with the selective use of herbicides. Patrols occur to monitor vegetation growth and assess appropriate maintenance activities. Site-specific conditions, including tree species, tree density, height, terrain, prevailing wind directions, and adjacent land uses, are considered by the Corporation in determining the appropriate overall vegetation management plan. Herbicides are applied in accordance with applicable federal and provincial legislation, which governs application, notification and reporting.

(b) *Other* - In addition some facilities and products used in operational activities contain substances that are designated for special treatment under occupational health and safety legislation, such as asbestos, lead and mercury. The Corporation has exposure control plans in place to address situations when these kinds of substances are encountered or utilized. In addition, the Corporation has programs in place to manage the disposal of materials and products containing hazardous substances in accordance with regulatory requirements.

5.7 SITE INVESTIGATION AND REMEDIATION

Spills and leaks of substances may occur in the normal course of the Corporation's operations and may result in future clean-up costs being incurred in connection with these releases. The Corporation has from time to time, investigated sites for potential contamination and remediated sites where appropriate. It is possible that remediation costs could be incurred in the future due to contamination at sites and the Corporation expects that costs incurred for site remediation would be recovered through rates.

5.8 AIR EMISSIONS MANAGEMENT AND POLICY

BC government policy direction with respect to air emissions management regulation continues to unfold, but it remains to be determined to what extent a greenhouse gas emissions cap will impact FEI. To mitigate this uncertainty, BC is a participant in the Western Climate Initiative ("WCI"). Some members of WCI have implemented a cap and trade program to reduce greenhouse gas emissions. However, the government of British Columbia has delayed the implementation of this regulatory initiative. If British Columbia decides to participate in the WCI cap and trade program the specific details will be defined in regulation. If implemented the cap and trade program is expected to have a declining cap on emissions that all covered facilities must meet, either by reducing emissions internally or by purchasing allowances from other facilities for releases over the capped amount. In 2011, the Corporation began reporting its greenhouse gas emissions pursuant to the provincial greenhouse gas reporting regulation. In addition, the Corporation continues to report its greenhouse gas emissions under Environment Canada's Greenhouse Gas Reporting program.

BC's energy plan and greenhouse gas reduction targets legislation continue to present risks and opportunities for FEI. These government initiatives continue to place pressure on natural gas consumption because its direct use such as space and water-heating contributes to greenhouse gas emissions. Further, electricity that is produced from hydro sources has been given increased emphasis over natural gas for thermal applications. However, FEI continues to work with the provincial government to emphasize that efficient use of natural gas for thermal applications reduces strain on electrical grids, allowing for more efficient electricity use domestically, resulting in increased opportunity to export less emissions-intensive electricity to other jurisdictions.

Energy and emissions policy in BC and legislation such as the *Clean Energy Act* and regulations also presents opportunities for FEI by creating support for incentives and infrastructure to expand the use of renewable energy (such as biogas), transportation related incentives (LNG/CNG refueling) and to expand the Energy Efficiency and Conservation program. In addition, the Renewable and Low Carbon Fuel Requirements Regulation under the *Greenhouse Gas Reduction (Renewable and Low Carbon Fuel Requirements) Act* provides FEI the opportunity to sell low carbon credits generated from customer offerings. The *Carbon Tax Act* improves the position of natural gas relative to other fossil energy, as the tax is based on the amount of carbon dioxide equivalent emitted per unit energy.

5.9 ASSET RETIREMENT OBLIGATIONS

The Corporation does not currently have any identified AROs and as such no amounts have been recorded as at December 31, 2016. The nature, amount and timing of costs associated with land and environmental remediation and/or removal of assets cannot be reasonably estimated due to the nature of their operation; applicable licences, permits and laws are reasonably expected to be renewed or extended indefinitely to maintain the integrity of the related assets and to ensure the continued provision of service to customers. In the event that environmental issues are identified, or the applicable licences, permits, laws or agreements are terminated, AROs will be recorded at that time provided the costs can be reasonably estimated.

5.10 EMERGENCY PREPAREDNESS AND SAFETY

FEI has detailed emergency preparedness plans in place to respond to natural disasters, accidents and emergencies, and regularly tests these plans in simulations involving employees and other emergency response organizations.

The Corporation is committed to monitoring and assessing its safety management system regularly. FEI incorporates safety performance measures into its employee compensation system, sets challenge levels and objectives for performance, and conducts safety and environmental audits regularly.

6.0 RISK FACTORS

For more information with respect to risks and uncertainties to which the Corporation is subject, see the section entitled “Business Risk Management” in the Corporation’s Management Discussion & Analysis for the year ended December 31, 2016, which is filed on SEDAR at www.sedar.com, and is incorporated herein by reference.

7.0 CAPITAL STRUCTURE

FEI’s business requires the Corporation to have ongoing access to capital in order to allow the Corporation to fund the maintenance, replacement and expansion of infrastructure. In order to ensure that this access to capital is maintained and in accordance with BCUC requirements, the Corporation targets a long-term capital structure that includes 38.5 per cent equity and 61.50 per cent debt. This capital structure excludes the effects of goodwill and other items that do not impact the deemed capital structure. The cost of capital for regulated utilities in BC is reviewed periodically which can result in a change in the equity component of the Corporation.

7.1 SHARE CAPITAL

The Corporation is authorized to issue 500,000,000 common shares without par value, 100,000,000 first preference shares without par value of which 3,000,000 have been designated as 8.625 per cent cumulative redeemable retractable first preference shares without par value, 50 have been designated as cumulative redeemable perpetual first preference shares without par value, 40 have been designated as cumulative redeemable non-convertible perpetual first preference shares without par value, 3,000,000 have been designated as 7.10 per cent cumulative redeemable retractable first preference shares without par value and 3,000,000 have been designated as 6.32 per cent cumulative redeemable first preference shares without par value, none of which are issued and 100,000,000 second preference shares without par value. As at December

31, 2016, 325,945,864 common shares were issued and outstanding. Fortis indirectly owns all of the issued common shares through its wholly-owned subsidiary, FHI.

Holders of common shares of the Corporation are entitled to receive, out of monies lawfully available for dividends, dividends as and when declared by the Board and are entitled to one vote per share on all matters to be voted on at all meetings of shareholders except those meetings at which only the holders of shares of another class or of a particular series are entitled to vote. Upon the liquidation, dissolution or winding-up of the Corporation, the holders of common shares are entitled to receive, after payment of any amounts payable on the First Preference shares or the Second Preference shares, the remaining assets available for distribution, after payment of liabilities. The common shares do not have exchange, conversion, redemption or retraction rights.

The First Preference shares may be issued from time to time in one or more series, each series comprising of the number of shares, designation, rights and restrictions determined by the Board. The First Preference shares are entitled to priority over the common shares and the Second Preference shares with respect to the payment of dividends and distributions of assets in the event of the liquidation, dissolution or winding-up of the Corporation. Except in respect of a meeting of holders of the First Preference shares or of a particular series of the First Preference shares, or except as may otherwise be provided in the rights attached to any series of First Preference shares, holders of the First Preference shares will not be entitled to vote at any meetings of shareholders.

The Second Preference shares may be issued from time to time in one or more series, each series comprising of the number of shares, designation, rights and restrictions determined by the Board. The Second Preference shares are entitled to priority over the common shares with respect to the payment of dividends and distributions of assets in the event of the liquidation, dissolution or winding-up of the Corporation. Except in respect of a meeting of holders of the Second Preference shares or of a particular series of the Second Preference shares, or except as may otherwise be provided in the rights attached to any series of Second Preference shares, holders of the Second Preference shares will not be entitled to vote at any meetings of shareholders.

7.2 DIVIDEND POLICY

The declaration and payment of dividends is at the discretion of the Board and will be influenced by ongoing capital structure management. In 2016, FEI paid $120 million in dividends, compared with $134 million in 2015 and $95 million in 2014. There are a number of BCUC imposed conditions intended to ring-fence FEI from its parent corporation. These restrictions include a prohibition on the payment of dividends unless FEI has in place at least as much common equity as that deemed by the BCUC for rate-making purposes. FEI's dividend policy is intended to ensure that FEI maintains at least as much common equity as that deemed by the BCUC for rate-making purposes.

8.0 CREDIT RATINGS

The following table discloses the Corporation's credit ratings as of December 31, 2016:

Credit Ratings	DBRS	Moody's
Commercial paper	R-1 (Low), Stable Trend	-
Unsecured long-term debt	A, Stable Trend	A3, Stable Outlook

In December 2016, DBRS affirmed the long-term credit ratings of the Corporation of A for unsecured long-term debt and affirmed the ratings outlook of stable, and discontinued the credit rating for secured long-term debt. Subsequent to the maturity of the purchase money mortgages on September 30, 2016, the Corporation is no longer required to hold a secured long-term debt rating.

In July 2016, Moody's affirmed the long-term credit ratings of the Corporation of A1for secured long-term debt and A3 for unsecured long-term debt and affirmed the ratings outlook of stable. Moody's discontinued the credit rating for secured long term debt subsequent to the maturity of the Corporation's purchase money mortgages on September 30, 2016.

Ratings are not recommendations to purchase, hold, or sell debentures because ratings do not comment as to market price or suitability for a particular investor. The Corporation understands that ratings are based on, among other things, information furnished to the rating agencies by the Corporation and information obtained by the rating agencies from public sources. Ratings may be changed, suspended or withdrawn as a result of changes in, or unavailability of, that information.

Securities issued by FEI are rated by DBRS and Moody's. FEI paid each of these agencies a maintenance fee to provide ratings during 2016 and 2015, but did not pay for or receive any other services from the agencies during those years. The ratings assigned to securities issued by FEI are reviewed by these agencies on an ongoing basis. Credit ratings are intended to provide investors with an independent measure of credit quality of an issue of securities. DBRS rates debt instruments by rating categories ranging from AAA which represents the highest quality of securities, to D which represents the lowest quality of securities rated. Moody's rates debt instruments by rating categories ranging from Aaa which represents the highest quality of securities to C which represents the lowest quality of securities.

According to the Moody's rating system, debt securities rated A are considered upper medium grade credit quality, and subject to low credit risk. Moody's applies numerical modifiers (1, 2 and 3) in each rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its rating category, the modifier 2 indicates a mid-range ranking and the modifier 3 indicates a ranking in the lower end of its rating category.

According to the DBRS rating system, debt securities rated A are of good credit quality. Protection of interest and principal is still substantial, but the degree of strength is less than with AA. Entities in the A category may be vulnerable to future events, but qualifying negative factors are considered manageable. "High" or "Low" are used to indicate the relative standing of a credit within a particular rating category. The lack of one of these designations indicates a rating which is essentially in the middle of the category. Short term debt securities rated R-1(low) are of good credit quality. The capacity for the payment of short-term financial obligations as they fall due is substantial; however strength is not as favourable as higher rating categories. The entity may be vulnerable to future events, but qualifying negative factors are considered manageable.

9.0 MARKET FOR SECURITIES

None of the issued and outstanding shares of the Corporation or any of its debentures are listed on any exchange.

On April 8, 2016, the Corporation issued $150 million of 10-year medium term note debentures at an interest rate of 2.58 per cent and $150 million of 30-year medium term note debentures at an interest rate of 3.67 per cent.

On December 13, 2016, the Corporation issued $150 million of 30-year medium term note debentures at an interest rate of 3.78 per cent.

10.0 DIRECTORS AND OFFICERS

10.1 DIRECTORS

The following table sets forth the name, province or state, and country of residence of each director of the Corporation, his or her respective position and office with the Corporation as at the date of filing of this Annual Information Form. In addition this table sets forth each director's principal occupation during the five preceding years, and the period during which he or she has served as a director of the Corporation and when his or her term expires:

NAME AND RESIDENCE	TERM AS A DIRECTOR(4)	PRINCIPAL OCCUPATION FOR THE FIVE PRECEDING YEARS
Phonse Delaney(2) Alberta, Canada	Commencing 2016. Term expires at the next annual general meeting.	President & CEO of FortisAlberta Inc. since June 2014; prior thereto Executive Vice President, Operations, Engineering and Information Technology of FortisAlberta Inc.
Brenda Eaton(1) British Columbia, Canada	Commencing 2009. Term expires at the next annual general meeting.	Corporate Director.
Ida J. Goodreau(2) British Columbia, Canada	Commencing 2007. Term expires at the next annual general meeting.	Corporate Director.
David G. Hutchens(1) Arizona, USA	Commencing 2015. Term expires at the next annual general meeting.	President & Chief Executive Officer of UNS Energy Corporation since May 2014; prior thereto President and Chief Operating Officer of same since August 2013; prior thereto President of same.
K.M. Tracy Medve(2) British Columbia, Canada	Commencing 2016. Term expires at the next annual general meeting.	President of KF Aerospace since May 2013; prior thereto President of Canadian North Airlines.
Michael A. Mulcahy British Columbia, Canada	Commencing 2014. Term expires at the next annual general meeting.	President & CEO of the Corporation and additionally of FortisBC Inc. since August 2014; prior thereto Executive Vice President, Human Resources, Customer & Corporate Services of the Corporation and additionally of FortisBC Inc.
Barry V. Perry(2) Newfoundland and Labrador, Canada	Commencing 2007. Term expires at the next annual general meeting.	President & CEO of Fortis Inc. since January 2015; prior thereto President of Fortis Inc. since June 2014; prior thereto Vice President, Finance & Chief Financial Officer of Fortis Inc.

NAME AND RESIDENCE	TERM AS A DIRECTOR[4]	PRINCIPAL OCCUPATION FOR THE FIVE PRECEDING YEARS
David R. Podmore[1][2][3] British Columbia, Canada	Commencing 2007. Term expires at the next annual general meeting.	Chairman & CEO of Concert Properties Ltd.
Christopher F. Scott[2] British Columbia, Canada	Commencing 2013. Term expires at the next annual general meeting.	Corporate Director; additionally Consultant to First Nations Bands; additionally Owner/Operator of Premium Varietal Vineyard.
Karl W. Smith[1] Newfoundland and Labrador, Canada	Commencing 2014. Term expires at the next annual general meeting.	Executive Vice President & Chief Financial Officer of Fortis Inc. since June 2014; prior thereto President & CEO of FortisAlberta Inc.
Janet P. Woodruff [1] British Columbia, Canada	Commencing 2013. Term expires at the next annual general meeting.	Corporate Director; additionally Consultant to 2015.

Notes:

1. Member of the Audit & Risk Committee.
2. Member of the Governance Committee.
3. Chair of the Board.
4. The Articles of the Corporation provide that if the Corporation does not hold an annual general meeting in accordance with the *Business Corporations Act,* (British Columbia), the Directors then in office shall be deemed to have been elected or appointed as Directors on the last day on which the annual general meeting could have been held pursuant to the *Business Corporations Act* (British Columbia), and they may hold office until other Directors are appointed or elected or until the day on which the next annual general meeting is held.

10.2 OFFICERS

The following table sets forth the name, province and country of residence of each executive officer of the Corporation, his or her respective position and office with the Corporation as at the date of filing of this Annual Information Form. In addition, this table sets forth each officer's principal occupation during the five preceding years:

NAME AND RESIDENCE	OFFICE HELD	PRINCIPAL OCCUPATION FOR THE FIVE PRECEDING YEARS
Michael A. Mulcahy British Columbia, Canada	President & CEO	President & CEO of the Corporation and additionally of FortisBC Inc. since August 2014; prior thereto Executive Vice President, Human Resources, Customer & Corporate Services of the Corporation and additionally of FortisBC Inc.
Roger A. Dall'Antonia British Columbia, Canada	Executive Vice President, Customer Service & Technology	Executive Vice President, Customer Service & Technology of the Corporation and additionally of FortisBC Inc. since October 2016; prior thereto Executive Vice President, Customer Service & Regulatory Affairs of the Corporation and additionally of FortisBC Inc. since August 2014; prior thereto Vice President, Strategic Planning, Corporate Development & Regulatory Affairs of the Corporation and additionally of FortisBC Inc.
Doyle Sam British Columbia, Canada	Executive Vice President, Operations & Engineering	Executive Vice President, Operations & Engineering of the Corporation and additionally of FortisBC Inc. since February 2014; prior thereto Executive Vice President, Network Services, Engineering & Generation of the Corporation and additionally of FortisBC Inc. since February 2013; prior thereto Vice President, Engineering & Generation of the Corporation and additionally of FortisBC Inc.
Cynthia M. Des Brisay British Columbia, Canada	Vice President, Midstream Services & Resource Development	Vice President, Midstream Services & Resource Development of the Corporation and additionally of FortisBC Inc. since April 2016; additionally President of FortisBC Midstream Inc. since November 2015; prior thereto Vice President, Energy Supply & Resource Development of the Corporation and additionally of FortisBC Inc.
Jody D. Drope British Columbia, Canada	Vice President, Human Resources & Environment, Health and Safety	Vice President, Human Resources & Environment, Health and Safety of the Corporation and additionally of FortisBC Inc. since November 2014; prior thereto Chief Human Resources Officer of the Corporation and additionally of FortisBC Inc.

NAME AND RESIDENCE	OFFICE HELD	PRINCIPAL OCCUPATION FOR THE FIVE PRECEDING YEARS
Ian G. Lorimer British Columbia, Canada	Vice President, Finance & CFO	Vice President, Finance & CFO of the Corporation and additionally of FortisBC Inc. since June 2015; prior thereto Vice President, Finance & CFO of FortisAlberta Inc.
Diane E. Roy British Columbia, Canada	Vice President, Regulatory Affairs	Vice President, Regulatory Affairs of the Corporation and additionally of FortisBC Inc. since October 2016; prior thereto Director, Regulatory Services of the Corporation and additionally of FortisBC Inc. since November 2014; prior thereto Director, Regulatory Affairs of the Corporation and additionally of FortisBC Inc.
Douglas L. Stout British Columbia, Canada	Vice President, Market Development & External Relations	Vice President, Market Development & External Relations of the Corporation and additionally of FortisBC Inc. since August 2014; prior thereto Vice President, Energy Solutions & External Relations of the Corporation and additionally of FortisBC Inc.
Dennis A. Swanson British Columbia, Canada	Vice President, Energy Supply	Vice President, Energy Supply of the Corporation and additionally of FortisBC Inc. since May 2016; prior thereto Vice President, Corporate Services of the Corporation and additionally of FortisBC Inc. since November 2014; prior thereto Director, Regulatory Affairs of the Corporation and additionally of FortisBC Inc.
Monic D. Pratch British Columbia, Canada	Corporate Secretary	Chief Privacy Officer, Corporate Secretary & Counsel of the Corporation and additionally of FortisBC Inc. since November 2014; prior thereto Chief Privacy Officer & Counsel of the Corporation and additionally of FortisBC Inc.
Debra G. Nelson British Columbia, Canada	Assistant Corporate Secretary	Assistant Corporate Secretary and Manager, Corporate Compliance and Secretariat of the Corporation; and additionally of FortisBC Inc.

10.3 CONFLICTS OF INTEREST

Other than as disclosed herein, to the knowledge of management of the Corporation, there are no existing or potential material conflicts of interest among the Corporation or a subsidiary of the Corporation and any director or officer of the Corporation or such subsidiary.

11.0 EXECUTIVE COMPENSATION

The Corporation's Statement of Executive Compensation is attached as Schedule "A".

12.0 SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation does not have a compensation plan under which securities of the Corporation are authorized for issuance. See "Executive Compensation –Share Based Awards" in Schedule "A" of this Annual Information Form for a description of the Fortis 2012 Stock Option Plan.

13.0 INDEBTEDNESS OF EXECUTIVE OFFICERS, DIRECTORS, AND EMPLOYEES

The following table sets forth details of the aggregate indebtedness of all executive officers, directors, and employees and former executive officers, directors and employees outstanding as of the date of this Annual Information Form to the Corporation or any of its subsidiaries in connection with (i) the purchase of securities and (ii) all other indebtedness, other than routine indebtedness.

Aggregate Indebtedness ($)		
Purpose	**To the Corporation or its Subsidiaries**	**To Another Entity**
Share purchases	Nil	Nil
Other	Nil	Nil

14.0 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or executive officer of the Corporation, or person or Corporation that beneficially owns, or controls or directs, directly or indirectly, more than 10 per cent of any class or series of the Corporation's outstanding voting securities, nor any associate of the foregoing persons, has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years of the Corporation or during the current financial year of the Corporation that has materially affected or is reasonably expected by the Corporation to materially affect the Corporation.

For more information with respect to the Corporation's material transactions with related parties, see the section entitled "Related Party Transactions" in the Corporation's Management Discussion & Analysis for the year ended December 31, 2016, which is filed on SEDAR at www.sedar.com, and is incorporated herein by reference.

15.0 MATERIAL CONTRACTS

The Corporation has not entered into any material contracts subsequent to January 1, 2002 that are outside the ordinary course of business.

16.0 LEGAL PROCEEDINGS

There are no material legal proceedings filed by or against FEI at the date of this Annual Information Form.

17.0 TRANSFER AGENTS AND REGISTRARS

BNY Trust Company of Canada, as agent for CIBC Mellon Trust Company, is the registrar and transfer agent and trustee for the Corporation's unsecured debentures and purchase money mortgages. Transfers of these securities may be effected at BNY Trust Company of Canada's offices in the cities of Vancouver, Toronto or Montreal.

18.0 INTERESTS OF EXPERTS

Ernst & Young LLP Chartered Accountants is the auditor of the Corporation and was appointed effective as at July 26, 2007 and each year thereafter. Ernst & Young LLP, has prepared the audit report attached to the audited consolidated financial statements for the Corporation's financial year ended December 31, 2016. Ernst & Young LLP remains independent with respect of the Corporation within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

19.0 ADDITIONAL INFORMATION

Additional financial information is also provided in the Corporation's financial statements for the financial year ended December 31, 2016, and management's discussion and analysis of such financial results. A copy of such documents and additional information relating the Corporation is contained on SEDAR at www.sedar.com.

SCHEDULE "A" - EXECUTIVE COMPENSATION

A. COMPENSATION DISCUSSION AND ANALYSIS

It is the responsibility of the Governance Committee to review, recommend and administer the compensation policies in respect of the Corporation's executive officers. The Governance Committee's recommendations as to base salary, short term incentives and grants under the 2015 Performance Share Unit ("PSU") Plan and the 2015 Restricted Share Unit ("RSU") Plan are submitted to the Board of the Corporation for approval. Proposed grants to the Corporation's executive officers under the Fortis Stock Option Plan are submitted by the Corporation's Board to the Human Resources Committee of the Fortis Board of Directors for approval.

The Corporation's executive compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Governance Committee recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility.

The Corporation has a policy of compensating executive officers at approximately the median (50th percentile) of comparable Canadian commercial industrial companies. For clarity, this reference group does not include organizations in the financial service and broader public sectors. It does include organizations from the energy, mining and manufacturing sectors. Annually, the Governance Committee uses the compensation data from this reference group to compare each executive officer to corresponding positions within the reference group. This framework serves as a guide for the Governance Committee's deliberations. The actual total compensation and/or amount of each compensation component for an individual executive officer may be more or less than the median amount.

Total annual compensation for the executive officers is composed primarily of five main components:

- annual base salary;
- annual incentive plan that provides the opportunity to each to earn a cash bonus;
- share-based awards that provide the opportunity to earn cash at the end of a three-year period (RSU Plan);
- share-based awards that provide the opportunity to earn cash based on performance metrics at the end of a three-year period (PSU Plan);
- option-based awards to purchase Fortis Common Shares; and
- pension arrangements.

Each of the components is discussed further in the following sections of this Schedule "A".

REPORT ON CORPORATE GOVERNANCE

Governance Committee

Specifically, the Governance Committee provides assistance to the Board by overseeing the Corporation's policy and performance in matters of corporate governance, including the nomination of Directors, matters of environment and safety, and matters of human resource management, including compensation of executive officers and the Corporation's pension plans.

With regards to executive compensation matters, the responsibilities of the Governance Committee include reviewing and making recommendations to the Board regarding:

- the adequacy and form of compensation of directors;
- the appointment and compensation of executive officers;
- the overall effectiveness of the senior management team including the CEO; and
- the development of policy for orderly succession to senior positions and targets used by the Corporation to measure performance for compensation purposes.

Total annual compensation for the executive officers involves a significant proportion that is at risk due to the use of short-term and long-term incentive components. For 2016, approximately 65 per cent of the President & Chief Executive Officer's total annual compensation was designed to be at risk. Approximately 55 per cent of other executive officers' total annual compensation was designed to be at risk. Total annual compensation includes both the cash compensation paid to the executive officers in the year and the target compensation for the medium-term and long-term incentive components.

Additionally, the Governance Committee believes that the Corporation's compensation regime appropriately takes into account the performance of the Corporation and the contribution of the President & CEO and other executive officers of the Corporation toward that performance.

The mandate of the Governance Committee includes making recommendations to the Board with respect to the governance and management of the pension plans and designating executive officers for purposes of participation in supplemental pension plans. In regards to non-union pension matters, the Governance Committee appoints the auditor for the pension plan financial statements. The Board establishes or terminates pension plans, is the fiduciary and administrator for the plans and approves the governance structure, major plan design changes and the mandate of the Governance Committee.

The Corporation recognizes the importance of appointing knowledgeable and experienced individuals to the Governance Committee. The Governance Committee composition includes members that have the necessary background and skills to provide effective oversight of corporate governance and executive compensation, including adherence with sound risk management principles.

To enable the Governance Committee to fulfill its mandate, all Governance Committee members have significant senior leadership and/or governance experience. More specifically, a majority of the membership of the Governance Committee has direct operational or functional experience overseeing compensation policies and practices at large organizations similar in complexity to FEI.

The members of the Governance Committee are Ida J. Goodreau, Barry V. Perry, K.M. Tracy Medve, David R. Podmore, and Christopher F. Scott. These directors are independent directors with the exception of Barry V. Perry, President & CEO of Fortis Inc.

In fulfilling its duties and responsibilities with respect to executive compensation, the Governance Committee seeks periodic input, advice, and recommendations from various sources, including the Board, executive officers, and external independent consultants. The Governance Committee retains discretion in its executive compensation decisions and is not bound by the input, advice, and/or recommendations received from the external independent consultant.

Compensation Review Framework

Annual Review

FEI monitors, reviews, and evaluates its executive compensation program annually to ensure that it provides reasonable compensation ranges at appropriate levels and remains competitive and effective.

As part of the annual review process, Fortis engages Hay Group Limited ("Hay Group"), its primary compensation consultant, to provide comparative analyses of market compensation data reflecting the pay levels and practices of Canadian commercial industrial companies. Using this data, a detailed review is prepared to analyze the Corporation's competitive compensation positioning against its peer group is undertaken. Hay Group provides Fortis and its subsidiaries' management preliminary recommendations on the basis of pay competitiveness, emerging market trends and best practices. In addition, the Corporation may from time to time engage Hay Group to provide specific analysis of its executive compensation components.

Management then takes into account the corporate performance against pre-determined objectives and together with the CEO recommends a set of new performance objectives for the following year. Individual performance reviews, incentive award payouts, and compensation adjustments, if any, are also determined at this stage. The CEO does not make recommendations to the Governance Committee with respect to his own compensation.

In the final step, the Governance Committee reviews the recommendations set forward by management and the compensation consultant prior to seeking approval from the Board regarding current year's compensation payouts and next year's performance objectives. The Governance Committee and the Board may exercise discretion when making compensation decisions in appropriate circumstances and make deviations from the prescribed incentive award formulas, if necessary.

Competitive Positioning

FEI does not measure performance against a particular reference group. However, as a general policy, FEI establishes base and incentive compensation targets so as to compensate executives and in particular, each person who served as the CEO or CFO during the most recently completed financial year and the most highly compensated executive officers of the Corporation during the most recently completed financial year (the "Named Executive Officers" or "NEOs"), at a level generally equivalent to the median of practice among a broad reference group of approximately 200 Canadian commercial industrial companies. This reference group, (The Commercial Industrial Comparator Group) is compiled by Hay Group. For clarity, this reference group does not include organizations in the financial service and broader public sectors. It does include organizations from the energy, mining and manufacturing sectors. This reference group is formally reviewed as part of the Fortis triennial review of executive compensation policy.

Elements of Total Compensation

Total annual compensation for the executive officers involves a significant proportion that is at risk due to the use of short-term and long-term incentive components. The total annual compensation includes both the cash compensation paid to the executive officers in the year and an estimated compensation for the long-term incentive components.

The executive compensation regime is structured in a manner that recognizes the greater ability of the President & CEO to affect corporate performance by making a greater portion of that individual's compensation dependent upon corporate performance.

The elements of compensation of the NEOs and their respective compensation objectives are set out below:

Compensation Element ***(Eligibility)***	**Description**	**Compensation Objectives**
Annual Base Salary and Annual Incentive		
Annual Base Salary *(all NEOs)*	Salary is a market-competitive, fixed level of compensation.	Attract and retain highly qualified executives. Motivate strong business performance.
Annual Incentive *(all NEOs)*	Combined with salary, the target level of annual incentive is intended to provide executives with a market-competitive total cash opportunity. Annual incentive payout depends on individual and corporate performance.	Attract and retain highly qualified executives. Motivate strong business performance. Compensation dependent on individual and corporate performance. Simple to communicate and administer.

Mid-term Equity Based Incentive		
Share-Based Awards (PSUs) *(all NEOs)*	Incentive is based on Fortis' performance over a three-year period against predetermined measures. The amount of annual grant is determined as a specified percentage of the participant's annual base salary divided by the volume-weighted average price of Fortis' common shares for the five trading days immediately preceding the date of grant. The grant date is January 1 of each year. Cash payout upon completion of the three-year performance period, depending on Fortis' performance.	Align executive and shareholder interests. Attract and retain highly qualified executives. Encourage strong long-term business performance. Balance compensation for short and long-term strategic results. Compensation dependent on corporate performance. Encourages sustained long-term growth by linking a portion of compensation to long-term performance. Simple to communicate and administer.
Share Based Awards (RSUs) *(all NEOs)*	The amount of annual grant is determined as a specified percentage of the participant's annual base salary divided by the volume-weighted average price of Fortis' common shares for the five trading days immediately preceding the date of grant. The grant date is January 1 of each year. Cash payout upon completion of the three-year period.	Align executive and shareholder interests. Attract and retain highly qualified executives. Balance compensation for short and long-term strategic results. Simple to communicate and administer.
Long-term Equity Based Incentive		
Stock Options *(all NEOs)*	Annual equity grants are made in the form of stock options to purchase common shares of Fortis. Beginning in 2015, the amount of annual grant is determined as a specified percentage of the participant's annual base salary divided by the binomial valuation of Fortis' share price. Options vest over a 4 year period and expire after 7 years (2006 Stock Option Plan) or 10 years (2012 Stock Option Plan)	Align executive and shareholder interests. Attract and retain highly qualified executives. Encourage strong long-term business performance. Balance compensation for short and long-term strategic results. Simple to communicate and administer.

Pension Plans		
Registered Retirement Savings Plan ("RRSP") *(all NEOs)*	Contribution to a RRSP equal to 6.5 per cent of a member's base salary which is matched by the member up to the maximum annual contribution limit allowed by the Canada Revenue Agency.	Attract and retain highly qualified executives. Simple to communicate and administer.
Pension Plans		
Defined Contribution: Supplemental Employee Retirement Plan ("SRP" or "SERP") *(all NEOs)*	Accrual of 13 per cent of base salary and annual incentive in excess of the Canada Revenue Agency annual limit. At time of retirement, paid in one lump sum or in equal payments up to 15 years.	Attract and retain highly qualified executives. Simple to communicate and administer.

Annual Base Salary

Annual base salaries paid to the Corporation's NEOs are determined by the Board upon recommendation by the Governance Committee and are established annually by reference to the range of salaries paid by comparable Canadian commercial industrial companies and are targeted to the median of the comparator group.

Annual Incentive

NEOs participate in an annual incentive plan that provides for annual cash bonuses which are determined by way of an annual assessment of corporate and individual performance in relation to targets approved by the Board upon recommendation by the Governance Committee. The Corporation's annual earnings must reach a minimum threshold level before any payments are made. The objectives of the annual incentive plan are to reward achievement of short-term financial and operating performance and focus on key activities and achievements critical to the ongoing success of the Corporation.

Corporate performance is determined with reference to the performance of the Corporation relative to weighted targets in respect to financial, safety, customer satisfaction and regulatory performance. There were six targets in 2016 which included (i) net earnings (30.0 per cent weighting); (ii) capital execution (15.0 per cent weighting); (iii) an all injury frequency rate which measures how safely the Corporation operates (12.5 per cent weighting); (iv) preventable vehicle incidents (12.5 per cent weighting); (iv) customer satisfaction which measures a customer survey score (15.0 per cent weighting); and (vi) public contacts with pipelines (15.0 per cent weighting). Net earnings are primarily based on regulated earnings which are representative of the achieved return on equity based on the allowed return on equity as approved by the BCUC.

Individual performance is determined with reference to individual contribution to corporate objectives, elements of which are subjective. For the President & CEO, 70 per cent of the annual cash bonus is based on corporate targets and 30 per cent is based upon personal targets. For each of the other NEOs, 50 per cent of the annual cash bonus is based upon corporate targets and 50 per cent is based upon personal targets. At the discretion of the Board, executives may be awarded up to an additional 50 per cent of target incentive pay in recognition of exceptional performance contributions.

Medium and Long-Term Incentive Plan

Effective 2015, the Corporation has changed its medium and long-term incentive granting practices to provide a target long-term incentive ("LTI") value, expressed as a percentage of base salary, which is then granted in pre-determined proportions of PSUs, RSUs and stock options. The LTI value for the President & CEO is 120 per cent of his base salary. The Vice President, Finance & CFO was granted LTI having a market value at the time of grant equal to 50 per cent of his base salary. The Executive Vice President, Customer & Technology was granted LTI having a market value at the time of grant equal to 70 per cent of his base salary. The LTI value is granted to all the executive officers through a combination of 50 per cent in PSUs, 25 per cent in RSUs and 25 per cent in stock options.

Share Based Awards

PSUs: Effective January 1, 2013, the Corporation adopted a PSU plan ("2013 PSU Plan"). Each PSU represents a unit with an underlying value equivalent to the value of a Fortis common share. Grants of PSUs are determined as a specified percentage of the participant's annual base salary divided by the volume-weighted average trading price of Fortis common shares for the five trading days immediately preceding the date of the grant. Notional dividends are assumed to accrue to the holder of the PSU and to be reinvested on the quarterly dividend payment dates of the common shares. Payment is made three years after the grant in an amount of 0-120 per cent of the number of PSUs accumulated, including reinvestment of notional dividends, times the volume-weighted average trading price of Fortis common shares, as determined appropriate by the Governance Committee upon measurement of Fortis' performance, as compared to a comparable group of utility holding companies, over such three-year period against predetermined measures. Previous grants of PSUs are not taken into consideration when new PSUs are awarded. Effective January 1, 2015, the Corporation adopted a 2015 PSU Plan. The terms of the plan are largely consistent with the 2013 PSU Plan, with modifications related to the criteria by which Fortis' and the Corporation's performance is measured and the maximum payment amount extended to 150 per cent.

RSUs: Effective January 1, 2015, the Corporation adopted a RSU plan. Each RSU represents a unit with an underlying value equivalent to the value of a Fortis common share. Grants of RSUs and the accumulation of notional dividends are consistent with the PSU plan. Payment will be made three years after the grant in an amount of the number of RSUs accumulated, including reinvestment of notional dividends, times the volume-weighted average trading price of Fortis common shares.

Option-Based Awards: Long-term incentives take the form of grants of options under a Fortis Stock Option Plan, pursuant to which options to acquire Fortis common shares may be granted to executive officers, in order to encourage increased share ownership to participants as an incentive to maximize shareholder value. Grants of options are dependent upon the optionee's salary.

In February 2016, the President & Chief Executive Officer of the Corporation was granted options entitling him to purchase that number of common shares of Fortis having a market value at the time of grant equal to 30 per cent of his base salary. The Chief Financial Officer of the Corporation was granted options entitling him to purchase that number of common shares of Fortis having a market value at the time of grant equal to 12.5 per cent of his base salary. The Executive Vice President, Customer & Technology was granted options entitling the executive to purchase that number of common shares having a market value at the time of grant equal to 17.5 per cent of such executive's base salary. Previous grants of stock options are not taken into consideration when new options are awarded.

The stock option plan in place for 2016 was the 2012 Stock Option Plan. The 2012 Stock Option Plan became effective May 4, 2012. The provisions of the 2012 Stock Option Plan dealing with the eligibility, grant and terms of options are similar to the 2006 Stock Option Plan; however, the exercise period of options granted under the 2012 Stock Option Plan has been increased from seven (7) to ten (10) years from the date the option is granted, subject to any accelerated termination. In addition, options granted under the 2012 Stock Option Plan will vest and become exercisable at such time or times as may be determined by Fortis. Under the terms of this plan, all options granted, vesting rights, and financing provisions under previous plans continue to exist and remain in force as long as any options granted under former plans are outstanding. No consolidation of options granted previous to May 4, 2012 will be made into the 2012 Stock Option Plan and Fortis has ceased to grant options under previous stock option plans.

The stock option plan in place for 2011 and prior years was the 2006 Stock Option Plan which became effective May 2, 2006. Under this plan, options are exercisable for seven years from the date of the option grant subject to a vesting requirement whereby options vest at a rate of 25 per cent per year over the four year period commencing on the first anniversary of the date of grant. The Corporation does not provide financial assistance to the optionee on the exercise of options granted after May 2, 2006.

Pension Plans – see "Executive Compensation – Pension Plan Benefits"

There is a written employment contract between FHI and Mr. Dall'Antonia which contains the basic provisions of employment including, among other things, base salary, short-term incentive bonus, vacation and benefits. Mr. Mulcahy and Mr. Lorimer do not have a written employment contract with the Corporation, FBC or FHI.

Director Compensation

The Governance Committee reviews director compensation on a periodic basis by reviewing director fees paid by organization of similar size and complexity to FEI.

Director compensation is comprised solely of retainer and meeting fees. There are no compensation securities issued to Directors. In 2016, each director of the Corporation, other than the President & CEO who does not receive director compensation, was paid an annual retainer of $50,000 and a meeting fee of $1,250 for attending each meeting of the Board or any Committee thereof, in person or by telephone. An additional annual retainer of $8,000 was paid to the Chair of the Audit & Risk Committee and an additional annual retainer of $4,000 was paid to the Chair of Governance Committee. The Chair of the Board was paid an annual retainer of $85,000, inclusive of the basic annual director's retainer. The Corporation also paid an additional $1,000 in respect of a travel time for directors that attended a group of meetings outside of their regional area of residence.

Directors of FEI also serve on the respective board of FBC, and the companies share the total board compensation costs proportionately.

The President & Chief Executive Officer receives no fees for his services as a director.

B. TABLE OF COMPENSATION

The following table sets forth information concerning the compensation earned for services rendered in respect of each of the individuals who served as the President & CEO, the Vice President, Finance & CFO and the Corporation's other most highly compensated executive officer during the most recently completed financial year. The table also details individual director compensation.

Name and position	Year	Salary or Retainer ($)(1)	Bonus(2) ($)	Committee or meeting fees(3) ($)	Value of all other compensation(4) ($)	Total Compensation (5)(6)(7) ($)
Michael A. Mulcahy President & CEO Director(8) FortisBC Inc.	2016	460,000	470,000	-	146,761	1,076,761
	2015	430,000	390,000	-	115,620	935,620
Ian G. Lorimer Vice President, Finance & CFO FortisBC Energy Inc.	2016	299,000	203,000	-	82,488	584,488
	2015	169,167	160,000	-	67,564	396,731

Roger A. Dall'Antonia Executive Vice President, Customer Service & Technology FortisBC Holdings	2016	314,000	264,000	-	60,628	638,628
	2015	296,000	297,000	-	83,462	676,462
Alphonsus Delaney Director (9)	2016	25,000	-	8,750	3,000	36,750
	2015	-	-	-	-	-
Brenda Eaton Director(10)	2016	56,000	-	17,500	3,000	76,500
	2015	42,500	-	10,000	3,000	55,500
Ida J. Goodreau Director(11)	2016	54,000	-	18,750	5,000	77,750
	2015	46,500	-	15,000	4,000	65,500
David G. Hutchens Director	2016	50,000	-	17,500	5,000	72,750
	2015	42,500	-	13,750	4,000	60,250
K.M. Tracy Medve Director (12)	2016	37,500	-	12,500	3,000	53,000
	2015	-	-	-	-	-
Barry V. Perry Director(13)	2016	50,000	-	17,500	5,000	72,500
	2015	42,500	-	15,000	4,000	61,500
David R. Podmore Director(14)	2016	85,000	-	22,500	1,000	108,500
	2015	76,250	-	15,000	2,000	93,250
Christopher F. Scott Director	2016	50,000	-	18,750	5,000	73,750
	2015	42,500	-	15,000	4,000	61,500
Karl W. Smith Director	2016	50,000	-	15,000	5,000	70,000
	2015	42,500	-	13,750	3,000	59,250
Janet P. Woodruff Director	2016	50,000	-	16,250	1,000	67,250
	2015	42,500	-	13,750	2,000	58,250

Notes:

1. Represents the annual salary for the NEOs and the retainer paid to each of the Directors. See **Director Compensation** for a description of fees paid to Directors.
2. Represents performance bonus and amounts awarded under the Corporation's short-term non-equity incentive program in recognition of FEI and FBC's respective corporate performances and the individual's performance for the reported year and paid in the following year.
3. See **Director Compensation** for a description of retainers and other fees paid to Directors.
4. Includes, where applicable the aggregate of amounts paid by FEI, FBC or FHI for (i) payment in lieu of vacation, (ii) the dollar value of insurance premiums paid by the Corporation with respect to term life insurance, (iii) 10 per cent match by the Corporation on contributions made to purchase Fortis Common Shares through the Employee Share Purchase Plan (ESPP), (iv) interest benefit from ESPP loans, (v) Director travel reimbursement and (vi) all compensation paid or accrued to Named Executive Officers relating to defined contribution pension plans, including contributions to the Named Executive Officer's self-directed RRSP and SERP. See **Pension Plan Benefits**. Perquisites are not disclosed as they did not exceed the minimum disclosure threshold of the lesser of 10 per cent of the total annual salary of the Named Executive Officer.

5. Amounts reported represent amounts payable by FBC for Mr. Mulcahy's service to FEI and other FortisBC companies. FEI proportionately reimburses FBC for his service.
6. Amounts reported represent amounts paid by FEI for Mr. Lorimer's service to FEI and other FortisBC companies. FBC proportionately reimburses FEI for his service.
7. Amounts reported represent amounts paid by FHI for Mr. Dall'Antonia's service to FEI and other FortisBC companies. FEI proportionately reimburses FHI for his service.
8. In addition to President and CEO, Mr. Mulcahy also held the position of Director for which no additional compensation was earned or received.
9. Appointed to Board of Directors July 2016
10. Chair of the Audit & Risk Committee.
11. Chair of the Governance Committee.
12. Appointed to Board of Directors April 2016
13. Mr. Perry also held the position of President & CEO of Fortis Inc. for which Fortis Inc. provided executive compensation.
14. Chair of the Board of Directors.

C. COMPENSATION SECURITIES

The following table sets forth details of the securities granted to each NEO in the most recently completed financial year. There are no compensation securities issued to Directors.

Name & Position	Type of compensation security	Number of compensation securities(1)	Date of grant	Issue or exercise price ($)(2)	Closing price of underlying security on date of grant ($)(3)	Closing price of underlying security at year end ($)(3)	Expiry Date(4)
Michael A. Mulcahy President & CEO Director	Stock Options	37,000	16-Feb-16	37.30	36.50	41.46	16-Feb-26
	PSU	7,317	1-Jan-16	37.72	37.41	41.46	31-Dec-18
	RSU	3,658	1-Jan-16	37.72	37.41	41.46	31-Dec-18
Ian G. Lorimer Vice President, Finance & CFO	Stock Options	10,020	16-Feb-16	37.30	36.50	41.46	16-Feb-26
	PSU	1,982	1-Jan-16	37.72	37.41	41.46	31-Dec-18
	RSU	991	1-Jan-16	37.72	37.41	41.46	31-Dec-18
Roger A. Dall'Antonia Executive Vice President, Customer Service & Technology	Stock Options	14,732	16-Feb-16	37.30	36.50	41.46	16-Feb-26
	PSU	2,913	1-Jan-16	37.72	37.41	41.46	31-Dec-18
	RSU	1,457	1-Jan-16	37.72	37.41	41.46	31-Dec-18

Notes:

1. Each unit of stock option, PSU and RSU is equivalent to one common share of Fortis. The compensation securities granted in 2016 represent less than 1 per cent of the total number of common shares issued and outstanding of Fortis.
2. The exercise price for stock options and issue price for PSUs and RSUs is the volume weighted average price of the common shares of Fortis traded on the Toronto Stock Exchange (TSX) for the five (5) trading days immediately preceding the date of grant.
3. Represents the closing price of Fortis Common Shares on the TSX on the applicable dates.
4. PSUs and RSUs granted in 2016 will be fully vested on December 31, 2018.
5. At December 31, 2016, Mr. Mulcahy held 108,292 unexercised stock options, of which 37,796 were fully vested. Options vest at a rate of 25 per cent, per year over the four year period commencing on the first anniversary of the date of grant. Mr. Mulcahy also held 23,503 PSUs and RSUs, of which 2,281 were fully vested. PSUs and RSUs vest upon the completion of the three-year period from the date of grant.
6. At December 31, 2016, Mr. Lorimer held 59,636 unexercised stock options, of which 36,064 were fully vested. Options vest at a rate of 25 per cent, per year over the four year period commencing on the first anniversary of the date of grant. Mr.

Lorimer also held 6,187 PSUs and RSUs, of which 920 were fully vested. PSUs and RSUs vest upon the completion of the three-year period from the date of grant.

7. At December 31, 2016, Mr. Dall'Antonia held 69,752 unexercised stock options, of which 38,110 were fully vested. Options vest at a rate of 25 per cent, per year over the four year period commencing on the first anniversary of the date of grant. Mr. Dall'Antonia also held 11,298 PSUs and RSUs, of which 993 were fully vested. PSUs and RSUs vest upon the completion of the three-year period from the date of grant.

The following table sets forth details of the securities exercised by each NEO in the most recently completed financial year. PSUs that fully vested on December 31, 2016 will be reviewed and approved for payment by the Governance Committee during the second quarter of 2017.

Name & Position	Type of compensation security[(1)]	Number of underlying securities exercised	Exercise price per security ($)	Date of exercise	Closing price per security on date of exercise ($)	Difference between exercise price and closing price on date of exercise ($)	Total value on exercise date ($)
Michael A. Mulcahy President & CEO Director	Stock Options	12,516	27.36	23-Jun-16	41.90	14.54	182,037
	Stock Options	12,004	22.29	7-Mar-16	37.51	15.22	182,701
	Stock Options	12,792	32.95	12-Jul-16	44.36	11.41	146,012
	PSUs	1,969	37.72	1-Jan-16	-	-	71,307
Ian G. Lorimer Vice President, Finance & CFO	Stock Options	5,766	27.36	23-Jun-16	41.91	14.55	83,912
	PSUs	800	37.72	1-Jan-16	-	-	28,961
Roger A. Dall'Antonia Executive Vice President, Customer Service & Technology	Stock Options	11,788	27.36	23-Jun-16	42.05	14.69	173,166
	PSUs	858	37.72	1-Jan-16	-	-	31,070

Notes:

1. PSUs represent the 2013 PSU values that were realized and paid in 2016 in respect of the three-year period. The actual value of the PSUs at the payment date is dependent on meeting the payment criteria and corporate performance.

D. PENSION PLAN BENEFITS

The following table sets forth the details of the defined contribution amounts and supplemental employee retirement plan for the respective NEOs.

Name	Accumulated value at start of year ($)	Compensatory ($)	Accumulated value at year end ($)[(1)]
Michael A. Mulcahy	571,499	85,130	683,804
Ian G. Lorimer	169,176	34,300	211,837
Roger A. Dall'Antonia	236,305	44,310	289,484

Notes:

1. Includes non-compensatory amount, including regular investment earnings on contributions, which are not included as a separate column in the table above.

Each of Mr. Mulcahy, Mr. Lorimer and Mr. Dall'Antonia participate in an RRSP which requires the NEO to contribute to a self-directed RRSP equal to 6.5 per cent of the individual's annual base salary which is matched by the corporation that employs them, up to the maximum contribution limit allowed by the Canada Revenue Agency. In 2016, the respective corporations that employ each of the NEOs contributed $12,685 for each of the NEO's participating in the defined contribution retirement plan.

In addition, Mr. Mulcahy, Mr. Lorimer and Mr. Dall'Antonia participate in a defined contribution supplemental employee retirement plan (the "DC SERP"). The DC SERP provides for the accrual by the respective corporations who employ each of the NEOs of an amount equal to 13 per cent of the annual base earnings of the NEO. This accrual is in excess of the allowed Canada Revenue Agency limit to a notional account which accrues interest equal to the rate of a 10-year Government of Canada Bond plus a premium of 0 per cent to 3 per cent dependent upon years of service. At the time of retirement, the notional amounts accumulated under the DC SERP may be paid to the NEO in one lump sum or in equal payments up to 15 years.

Lastly, Mr. Dall'Antonia also participates in the FEI Plan's corresponding non-registered supplemental plan, the Supplemental Pension Plan for Employees of FHI (the "FHI SRP"). The FHI SRP is designed to provide the executives with the portion of the pension promise which cannot be paid from the FEI Plan because of limits imposed by the Income Tax Act. As the executives are members of the FEI Plan, they are automatically members of the FHI SRP.

E. TERMINATION AND CHANGE OF CONTROL BENEFITS

There are no contracts, agreements, plans or arrangements that provide for payments to Mr. Mulcahy and Mr. Lorimer at, following or in connection with any termination. There is a written employment contract between FHI and Mr. Dall'Antonia that contains basic provisions dealing with termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of FHI or a change in a NEO's responsibilities (excluding perquisites and other personal benefits if the aggregate of this compensation is less than $50,000) with an estimated incremental payment of $1,589,400. Hereinafter, FHI will be referred to as "employing corporation" for Mr. Dall'Antonia.

Executive Employment Contracts – NEOs

1. Termination Without Cause

In the event the employing corporation terminates the executive without cause the employing corporation will pay all amounts owed by the employing corporation under the specific employment agreement as of the date of termination and the following payments in lieu of notice of termination:

(a) an amount in lieu of any entitlement to short term incentive plan payment for the calendar year in which the executive is terminated equivalent to the average amount of short term incentive plan payment paid to the executive respecting the previous two calendar years prorated from the beginning of the calendar year in which the executive is terminated to the date of written notice of termination;

(b) an amount in lieu of any entitlement to Annual Base Salary and short term incentive plan payments equivalent to two times the executive's Annual Base Salary at the date of termination plus two times the average amount of short term incentive plan payment paid or payable to the executive under the employment agreement respecting the previous two full calendar years prior to the calendar year in which the executive is terminated;

(c) an amount in lieu of all registered pension plan, supplemental pension plan contributions and all other benefit contributions ordinarily paid by the employing corporation for insured benefits equivalent to a per cent of the total amount paid to the executive by the employing corporation; and

(d) an amount in respect of outplacement counseling up to 10 per cent of the executive's Annual Base Salary to be paid directly to an outplacement counseling agency as chosen by the employing corporation.

The executive's entitlement to any mid-term and long-term incentive compensation at the date of termination shall be solely determined in accordance with the terms of any mid-term and long-term incentive plan and any mid-term and long-term incentive agreement in force as at the date of termination of the employment agreement.

2. Termination by Executive for Good Reason

In the event the executive terminates the employment agreement and resigns as an executive for "good reason", the executive shall be entitled to payments equal to the payments for termination without cause, set out above, provided that the executive must invoke his/her right to resign for good reason within 90 days of the occurrence of any events which cause there to be good reason.

Good reason is defined as one or more of the following events, occurring without the executive's written consent:

(a) a material diminution or adverse change to the executive's position, nature of responsibilities, or authority within the FHI companies that is not contemplated by the employment agreement;

(b) a decrease in the executive's Annual Base Salary as provided in the employment agreement (or as such amounts may be increased from time to time) excluding any amounts accrued by or paid to the executive relating to incentive compensation amounts and any decrease that may occur in the value of the executive's benefits under the employing corporation's benefit plans resulting from a restructuring of any or all benefit plans at the discretion of the employing corporation;

(c) any other failure by the employing corporation to perform any material obligation under, or breach by the employing corporation of any material provision of the employment agreement;

(d) a relocation of the executive's current primary work location to a location greater than 83 kilometers from its current location; or

(e) any failure to secure the agreement of any successor entity to the employing corporation to fully assume the employing corporation's obligations under the employment agreement,

but does not include any financial transaction that may occur between Fortis, FHI or FEI respectively, the employing corporation or, as applicable, any corporation related to Fortis, FHI or FEI respectively or the employing corporation.