FortisBC Energy Inc.
An indirect subsidiary of Fortis Inc.

Annual Information Form
For the Year Ended December 31, 2017
Dated March 14, 2018

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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, 2017.

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 2017 Annual Information Form and the information incorporated herein by reference includes, but is not limited to, statements regarding 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 continue to report under United States generally accepted accounting principles ("US GAAP") beyond the Canadian securities regulators exemption to the end of 2023 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; 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, 2017 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;

"kPag" means kilopascals gauge;

"LNG" means liquefied natural gas;

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

"NEB" means the National Energy Board;

"**NPS**" means nominal pipe size;

"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;

"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 Terasen Gas Holdings Inc. 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 2.7 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.

3.0 THE BUSINESS OF FORTISBC ENERGY INC.

3.1 GENERAL

The Corporation is the largest distributor of natural gas in BC serving approximately 1,008,000 residential, commercial and industrial and transportation customers in more than 135 communities. 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 6.86 per cent and 8.46 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.

The following table compares 2017 and 2016 natural gas revenue, sales and number of customers by customer class:

	Natural Gas Revenue				Natural Gas Sales Volumes				Customers			
	2017		2016		2017		2016		2017		2016	
	$millions	%	$millions	%	PJs	%	PJs	%	#	%	#	%
Residential	700	59	656	58	82	37	71	36	912,812	91	899,473	91
Commercial	343	29	317	28	52	24	43	22	92,896	9	91,748	9
Industrial	25	2	20	2	4	2	4	2	321	0	284	0
Transportation	108	9	107	10	71	32	68	34	2,381	0	2,487	0
Other (fixed price)	17	1	23	2	12	5	11	6	12	0	12	0
Total	**1,193**	**100**	**1,123**	**100**	**221**	**100**	**197**	**100**	**1,008,422**	**100**	**994,004**	**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 146 PJs of baseload and seasonal supply, of which the majority is sourced in Northeast BC and transported on Enbridge Inc.'s Westcoast T-South pipeline transportation system ("Westcoast Pipeline"). The remainder is sourced in Alberta and transported on TransCanada's pipeline transportation system ("TransCanada Pipeline").

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 the Westcoast Pipeline and the TransCanada Pipeline, 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 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) Mitigation Activities

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 $1.7 million annually through GSMIP while the remaining savings are credited back to customers through reduced rates. In the gas contract year ending October 31, 2017, FEI earned an incentive payment of approximately $2.4 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 mechanisms. FEI also includes the use of derivative instruments, which were implemented pursuant to a price risk management plan reviewed and approved by the Commission.

On June 17, 2016 the Commission approved FEI's 2015 Price Risk Management Application which included FEI's request to implement a medium-term (maximum 3 years out) hedging program including specific market price targets and commodity rate setting enhancements. During 2017, the market price targets and maximum volume limits were reached and therefore the price risk strategies were implemented.

On June 13, 2017 FEI filed the 2017 Price Risk Management Application to extend and amend the terms of the previously approved price risk management plan. The Commission reviewed this 2017 application and directed FEI to amend the 2017 application or file a revised application to address the Commission's questions regarding the price risk management objectives and appropriate strategies. FEI filed a revised 2018 Price Risk Management Application on January 5, 2018. This application is being reviewed by the Commission.

(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 2017, approximately 3 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

(a) Transmission Pressure (TP)

FEI's TP system consists of pipelines operating at pressures ranging from 2,100 to 15,000 kPag and diameters ranging from an NPS of 4 inches up to an NPS of 42 inches. The system consists of:

- The Coastal Transmission System (CTS): encompassing customers in the Fraser Valley and surrounding cities, Metro Vancouver and the North Shore;

- The Vancouver Island Transmission System (VITS): encompassing customers served on Vancouver Island, the Sunshine Coast, Squamish and Whistler;
- The Interior Transmission System (ITS): encompassing Southern Interior communities in the Kootenays, the Okanagan Valley and the South Thompson Valley.

Additionally, FEI operates a number of transmission laterals that connect to the Westcoast Pipeline and TransCanada Pipeline to serve communities and industrial users in north-central and southeastern BC.

The CTS consists of a network of pipelines providing gas transportation from the Huntingdon-Sumas trading point to various metering and regulating stations in the Fraser Valley, Metro Vancouver and Coquitlam areas. The CTS delivers gas to the distribution networks in the Lower Mainland and to the VITS at Eagle Mountain in Coquitlam. There are two primary capacity related facilities on the CTS: the Langley Compressor Station, which is used to boost pressures on the CTS during periods of high demand, and the Tilbury LNG storage facility.

The VITS serves Vancouver Island, the Sunshine Coast, Squamish and Whistler. It consists of high pressure pipelines including three twinned marine crossings of the Georgia and Malaspina Straits, three compressor stations, and the Mt. Hayes LNG storage facility.

The ITS system interconnects supply from the Westcoast Pipeline in the west and TransCanada Pipeline in the east. The FEI-owned Southern Crossing Pipeline (SCP) is a bi-directional transportation pipeline operating between Yahk and Oliver in the BC Southern Interior. From the FEI Oliver hub, pipelines transport gas to serve customers in the South and Central Okanagan. In winter periods, the Kingsvale-Oliver pipeline transports gas from the SCP via the Oliver hub to Kingsvale for redelivery to the Lower Mainland via the Westcoast Pipeline.

(b) Intermediate and Distribution Pressure (IP and DP)

By convention, FEI considers infrastructure operating at or below 2,100 kPag as distribution assets, which are further divided into IP systems operating above 700 kPag up to 2,100 kPag; and DP systems operating at or below 700 kPag. For ease of operation and maintenance, safety to the public and reliable service, distribution networks operate at a relatively low pressure. In general, FEI operates its distribution networks at a maximum operating pressure of 420 kPag; on Vancouver Island and the Sunshine Coast, FEI typically operates its distribution networks at a maximum operating pressure of 550 kPag.

(c) Compression and LNG

Compressor stations are used to increase the average pipeline pressure, thereby providing a higher supply (or driving) pressure to move the gas. This higher pressure also increases the gas density leading to a reduction in gas pipeline velocity and correspondingly lower rate of pressure drop along the pipeline. FEI owns and operates 11 compressor stations located throughout the province.

The Tilbury LNG and Mt. Hayes LNG storage facilities are used to balance the load in cold or extreme weather conditions, or to provide gas supply during emergency conditions. The high level of deliverability from these facilities assists in managing price volatility at the Huntingdon-Sumas marketplace while providing a secure source of on-system gas supply.

(d) Revelstoke Propane System

FEI operates a satellite, off-grid propane distribution system that serves residential and commercial customers in the Revelstoke area. Revelstoke is located too far away to economically connect to the natural gas grid. Consequently, propane is transported by railcar and tanker truck to Revelstoke where it is then off-loaded into storage tanks, vaporized as needed and distributed to customers through an underground pipeline system.

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 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 1,800 employees as at December 31, 2017. 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, 2017 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 distribution 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. 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. Under cost of service ratemaking, 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) 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 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.

	2018	**2017**	**2016**	**2015**	**2014[2]**
Rate Base Assets ($millions)					
FEI[1]	4,380	3,716	3,704	3,672	2,773
FEVI					806
FEW					39
					3,618
Deemed common equity component of total capital structure (%)					
FEI	38.50	38.50	38.50	38.50	38.50
FEVI					41.50
FEW					41.50
Allowed rate of return on common equity (%)					
FEI	8.75	8.75	8.75	8.75	8.75
FEVI					9.25
FEW					9.50

Notes:

1. Includes Fort Nelson.
2. 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 2017 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, 2017. 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, 2017, 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, 2017, 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 2017, FEI paid $126 million in dividends, compared with $120 million in 2016 and $134 million in 2015. 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, 2017:

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

In December 2017, DBRS affirmed the long-term credit ratings of the Corporation of A for unsecured long-term debt, and the commercial paper rating of the Corporation of R-1 (Low), and affirmed the ratings outlook of stable.

In July 2017, Moody’s affirmed the long-term credit ratings of the Corporation of A3 for unsecured long-term debt and affirmed the ratings outlook of stable.

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 2017 and 2016, 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 October 30, 2017, the Corporation issued $175 million of 30-year medium term note debentures with an interest rate of 3.69 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
Peter Blake[(1)] British Columbia, Canada	Commencing 2017. Term expires at the next annual general meeting.	Chief Executive Officer of Western One Inc. since September 2014; prior thereto CEO of Ritchie Bros. Auctioneers.
Roger A. Dall'Antonia British Columbia, Canada	Commencing 2017. Term expires at the next annual general meeting.	President & CEO of the Corporation and additionally of FortisBC Inc. since December 2017; prior thereto 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.
Phonse Delaney[(2)] Alberta, Canada	Commencing 2016. Term expires at the next annual general meeting.	Executive Vice President and Chief Information Officer of Fortis Inc. since June 2017; prior thereto 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)(3)] 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.	Executive Vice President, Western Utility Operations of Fortis Inc. since January 2018; additionally and prior thereto 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.

NAME AND RESIDENCE	TERM AS A DIRECTOR[4]	PRINCIPAL OCCUPATION FOR THE FIVE PRECEDING YEARS
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.
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.
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
Roger A. Dall'Antonia British Columbia, Canada	President & CEO	President & CEO of the Corporation and additionally of FortisBC Inc. since December 2017; prior thereto 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	Vice President, Midstream Services of the Corporation and additionally of FortisBC Inc. since August 2017; prior thereto 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**
Michael A. Leclair British Columbia, Canada	Vice President, Major Projects	Vice President, Major Projects of the Corporation and additionally of FortisBC Inc. since February 2018; prior thereto Director, Generation & Compression of FortisBC Inc. since August of 2016; prior thereto Director, Generation of FortisBC Inc. since January 2014; prior thereto Manager, Generation of FortisBC Inc.
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.
Dawn M. Mehrer British Columbia, Canada	Vice President, Customer Service and Information Systems	Vice President, Customer Service and Information Systems of the Corporation and additionally of FortisBC Inc. since February 2018; prior thereto Director, Customer Contact Centres of the Corporation.
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 & Resource Development	Vice President, Energy Supply & Resource Development of the Corporation and additionally of FortisBC Inc. since August 2017; prior thereto 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.

NAME AND RESIDENCE	OFFICE HELD	PRINCIPAL OCCUPATION FOR THE FIVE PRECEDING YEARS
Monic D. Pratch British Columbia, Canada	Corporate Secretary	Chief Privacy Officer, Corporate Secretary & Senior Counsel of the Corporation and additionally of FortisBC Inc. since April 1, 2017; prior thereto 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, 2017, 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. 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

Deloitte LLP Chartered Accountants is the auditor of the Corporation and was appointed effective as at May 15, 2017. Deloitte LLP has prepared the audit report attached to the audited consolidated financial statements for the Corporation's financial year ended December 31, 2017. Deloitte 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.

Prior to the appointment of Deloitte LLP as the auditor of the Corporation, Ernst & Young LLP Chartered Accountants was the auditor of the Corporation. Ernst & Young LLP prepared the audit report attached to the audited consolidated financial statements for the Corporation's financial year ended December 31, 2016 which were filed on February 16, 2017. 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, 2017, 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. Such information is not incorporated by reference into this document unless specifically stated herein.

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 2017, 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 Christopher F. Scott, Ida J. Goodreau, Barry V. Perry, K.M. Tracy Medve, and Phonse J. Delaney. These directors are independent directors with the exception of Barry V. Perry, President & CEO of Fortis Inc.and Phonse J. Delaney, Executive Vice President, Chief Information Officer 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 biennial 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 five targets in 2017 which included (i) net earnings (35.0 per cent weighting); (ii) sustainment and other capital execution (15.0 per cent weighting); (iii) an all injury frequency rate which measures how safely the Corporation operates (20.0 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 former President & CEO was 150 per cent of his base salary. The LTI value for the current President & CEO while in his former role of

Executive Vice President, Customer Service and Technology was 70 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 60 per cent of his base salary. The Executive Vice President, Operations & Engineering 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, 2015, the Corporation adopted a 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 0-200 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.

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 2017, the former 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 37.5 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 15.0 per cent of his base salary. The current President & Chief Executive Officer while in his previous role of Executive Vice President, Customer Service & Technology and the Executive Vice President, Operations and Engineering were 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 2017 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”

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 2017, 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) ($)
Roger A. Dall’Antonia President & CEO Director(8) FortisBC Holdings Inc.	2017	345,789	319,100	-	70,075	734,964
	2016	314,000	264,000	-	60,628	638,628
Michael A. Mulcahy President & CEO Director(9)(10) FortisBC Inc.	2017	454,519	428,000	-	227,244	1,109,763
	2016	460,000	470,000	-	146,761	1,076,761

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)] **($)**
Ian G. Lorimer Vice President, Finance & CFO FortisBC Energy Inc.	2017	312,000	196,000	-	81,469	589,469
	2016	299,000	203,000	-	82,488	584,488
Doyle Sam Executive Vice President, Operations & Engineering	2017	344,000	247,000	-	66,457	657,457
	2016	330,000	241,000	-	58,243	629,243
Peter Blake	2017	37,500	-	10,000	2,000	49,500
Director[(11)]	2016	-	-	-	-	-
Phonse Delaney	2017	50,000	-	13,750	4,000	67,750
Director[(12)]	2016	25,000	-	8,750	3,000	36,750
Brenda Eaton	2017	58,000	-	13,750	5,000	76,750
Director[(13)]	2016	56,000	-	17,500	3,000	76,500
Ida J. Goodreau	2017	77,250	-	15,000	6,000	98,250
Director[(14)]	2016	54,000	-	18,750	5,000	77,750
David G. Hutchens	2017	50,000	-	12,500	4,000	66,500
Director[(15)]	2016	50,000	-	17,500	5,000	72,750
K.M. Tracy Medve	2017	50,000	-	15,000	4,000	69,000
Director	2016	37,500	-	12,500	3,000	53,000
Barry V. Perry	2017	50,000	-	13,750	4,000	67,750
Director[(16)]	2016	50,000	-	17,500	5,000	72,500
David R. Podmore	2017	21,250	-	5,000	-	26,250
Director[(17)]	2016	85,000	-	22,500	1,000	108,500
Christopher F. Scott	2017	53,000	-	15,000	4,000	72,000
Director[(18)]	2016	50,000	-	18,750	5,000	73,750
Karl W. Smith	2017	50,000	-	12,500	4,000	66,500
Director[(19)]	2016	50,000	-	15,000	5,000	70,000
Janet P. Woodruff	2017	50,000	-	13,750	2,000	65,750
Director	2016	50,000	-	16,250	1,000	67,250

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 or FBC 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 paid by FHI for Mr. Dall'Antonia's service to FEI and other FortisBC companies. FEI proportionately reimburses FHI for his service.
6. Amounts reported represent amounts payable by FBC for Mr. Mulcahy's and Mr. Sam's service to FEI and other FortisBC companies. FEI proportionately reimburses FBC for their services.
7. 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.
8. Mr. Dall'Antonia was appointed to President & CEO December 7, 2017. Mr. Dall'Antonia was also appointed to the position of Director for which no additional compensation was earned or received. Amounts reflect compensation Mr. Dall'Antonia earned in his previous role of Executive Vice President, Customer Service & Technology up to December 6, 2017 and his compensation as President & CEO, effective December 7, 2017.
9. As a result of Mr. Mulcahy's passing, his employment ended November 12, 2017.
10. In addition to his previous role of President and CEO, Mr. Mulcahy also held the position of Director for which no additional compensation was earned or received.
11. Appointed to the Board of Directors April 1, 2017.
12. Mr. Delaney also held the position of Vice President with Fortis Inc. for which Fortis Inc. provided executive compensation.
13. Chair of the Audit & Risk Committee.
14. Chair of the Board of Directors.
15. Mr. Hutchens also held the position of President & CEO of UNS Energy for which UNS provided executive compensation.
16. Mr. Perry also held the position of President & CEO of Fortis Inc. for which Fortis Inc. provided executive compensation.
17. Director to March 31, 2017.
18. Chair of the Governance Committee.
19. Mr. Smith also held the position of Vice President with Fortis Inc. for which Fortis Inc. provided executive compensation.

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
Roger A. Dall'Antonia President & CEO Director (4)	Stock Options	12,580	15-Feb-17	42.36	41.93	46.11	15-Feb-27
	PSU	2,828	1-Jan-17	41.46	41.46	46.11	1-Jan-20
	RSU	1,414	1-Jan-17	41.46	41.46	46.11	1-Jan-20
Michael A. Mulcahy President & CEO Director(5)	Stock Options	41,444	15-Feb-17	42.36	41.93	46.11	12-Nov-20
	PSU	9,316	1-Jan-17	41.46	41.46	46.11	1-Jan-20
	RSU	4,658	1-Jan-17	41.46	41.46	46.11	12-Nov-17

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
Ian G. Lorimer Vice President, Finance & CFO(6)	Stock Options	10,044	15-Feb-17	42.36	41.93	46.11	15-Feb-27
	PSU	2,258	1-Jan-17	41.46	41.46	46.11	1-Jan-20
	RSU	1,129	1-Jan-17	41.46	41.46	46.11	1-Jan-20
Doyle Sam Executive Vice President, Operations & Engineering(7)	Stock Options	12,920	15-Feb-17	42.36	41.93	46.11	15-Feb-27
	PSU	2,904	1-Jan-17	41.46	41.46	46.11	1-Jan-20
	RSU	1,452	1-Jan-17	41.46	41.46	46.11	1-Jan-20

Notes:

1. Each unit of stock option, PSU and RSU is equivalent to one common share of Fortis. The compensation securities granted in 2017 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. At December 31, 2017, Mr. Dall'Antonia held 71,632 unexercised stock options, of which 39,507 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 15,079 PSUs and RSUs PSUs and RSUs vest upon the completion of the three-year period from the date of grant.
5. At December 31, 2017, Mr. Mulcahy's estate held 149,736 unexercised stock options, of which 61,695 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. However, in the event of death, all options not vested at the date which is the 2nd annual anniversary of the death shall immediately become vested and exercisable. Mr. Mulcahy also held 24,323 PSUs, of which 6,791 were fully vested. PSUs vest upon the completion of the three-year period from the date of grant. RSUs were vested and payable immediately upon death.
6. At December 31, 2017, Mr. Lorimer held 59,528 unexercised stock options, of which 35,711 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 8,971 PSUs and RSUs. PSUs and RSUs vest upon the completion of the three-year period from the date of grant.
7. At December 31, 2017, Mr. Sam held 83,001 unexercised stock options, of which 48,589 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. Sam also held 15,734 PSUs and RSUs. 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.

Name & Position	Type of compensation security(1)(2)	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 ($)	Total value on exercise date ($)
Roger A. Dall'Antonia President & CEO Director	Stock Options	10,700	32.95	30-Aug-17	46.00	13.05	139,635
	PSUs	993	30.42	1-Jan-17	41.46	11.04	46,451

Name & Position	Type of compensation security[(1)(2)]	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[(3)]	RSUs	4,658	41.46	12-Nov-17	48.027	6.57	229,856
		3,040	38.90	12-Nov-17	48.027	9.13	161,638
		3,658	37.72	12-Nov-17	48.027	10.31	187,438
	PSUs	2,281	30.42	1-Jan-17	41.46	11.04	106,666
Ian G. Lorimer Vice President, Finance & CFO	Stock Options	5,000	32.95	10-Nov-17	48.01	15.06	75,288
		5,152	32.95	15-Nov-17	47.98	15.03	77,445
	PSUs	920	30.42	1-Jan-17	41.46	11.04	43,010
Doyle Sam Executive Vice President, Operations and Engineering	PSUs	2,281	30.42	1-Jan-17	41.46	11.04	106,666

Notes:

1. PSUs represent the 2014 PSU values that were realized and paid in 2017 in respect of the three-year period. The value of the PSUs at the payment date is dependent on meeting the payment criteria and corporate performance.
2. RSU's awarded in 2015 will vest January 1, 2018 and be paid in early 2018.
3. In the case of death, Mr. Mulcahy's RSUs were vested and payable immediately.
4. Mr. Sam did not exercise Stock Options in 2017.

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)]
Roger A. Dall'Antonia	289,484	51,860	352,153
Michael A. Mulcahy[(2)]	683,804	94,178	808,170
Ian G. Lorimer	211,837	40,940	263,211
Doyle Sam	388,590	50,040	452,581

Notes:

1. Includes non-compensatory amount, including regular investment earnings on contributions, which are not included as a separate column in the table above.
2. Mr. Mulcahy participated in the RRSP and DC SERP plans described below until November 12, 2017.

Each of Mr. Dall'Antonia, Mr. Lorimer and Mr. Sam 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 and bonus which is matched by the corporation that employs them, up to the maximum contribution limit allowed by the Canada Revenue Agency. In 2017, the respective corporations that employ each of the NEOs contributed $13,005 for each of the NEO's participating in the executive RRSP arrangement.

In addition, Mr. Dall'Antonia, Mr. Lorimer and Mr. Sam 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 salary and bonus paid to the NEO. This amount which is in excess of the maximum contribution limit allowed by the Canada Revenue Agency to an RRSP, is tracked in 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.

E. TERMINATION AND CHANGE OF CONTROL BENEFITS

There are no contracts, agreements, plans or arrangements that provide for payments to Mr. Lorimer and Mr. Sam at, following or in connection with any termination. There is a written employment agreement between FEI and Mr. Dall'Antonia that sets out the terms of his employment and provides for certain benefits in the event that employment is terminated other than for cause. The terms of the agreements are based on competitive practices and include non-competition, non-solicitation and confidentiality provisions.

The table below sets out the key severance, termination and change of control provisions for Mr. Dall'Antonia.

	Retirement (early or normal)	**Termination with Cause**	**Termination without cause**	**Change of Control**
Annual base salary	Ceases on the termination date.	Ceases on the termination date.	Ceases on the termination date.	Ceases on the termination date.
Annual STI for applicable year	Target annual incentive for the fiscal year is pro-rated to the date of retirement.	Forfeited.	Target annual incentive for the fiscal year is pro-rated to the date of termination.	Target annual incentive for the fiscal year in which the termination date occurs (or if greater, the fiscal year immediately preceding the fiscal year in which the change of control occurs).
Cash severance	None.	None.	The greater of: A lump sum payment to one million five hundred thousand dollars ($1,500,000) or a lump sum payment equal to one and a half (1.5) times the sum of the base salary and target incentive for the fiscal year in which the termination date occurs.	A lump sum payment equal to one and a half (1.5) times the sum of the base salary and target incentive for the fiscal year in which the termination date occurs (or if greater, the fiscal year immediately preceding the fiscal year in which the change of control occurs).
Performance share units	Continue per normal schedule.	All PSUs are cancelled.	PSUs that have a payment date prior to the expiry of the notice period are paid. Other PSUs are cancelled.	All PSUs are redeemed at 100% on the date immediately before the change of control.

Restricted share units	Continue per normal schedule.	All RSUs are cancelled.	RSUs that have a payment date prior to the expiry of the notice period are paid. Other RSUs are cancelled.	All RSUs are redeemed at 100% on the date immediately before the change of control.
Stock Options	All unvested options continue to vest per normal schedule for two years after retirement, and all remaining unvested options after the second year vest immediately. Options expire on the original expiry date or three years from the date of retirement, whichever is earlier.	All vested and unvested options expire immediately and are forfeited on the termination date.	All unexercised options expire after 90 days from the termination date All unvested options expire immediately and are forfeited.	All unvested options vest immediately and become exercisable.
Retirement benefits	Entitled to accrued pension and retiree health benefits.	Entitled to accrued pension.	Entitled to accrued pension and retiree health benefits.	Entitled to accrued pension and retiree health benefits.
Perquisites	Ceases immediately.	Ceases immediately.	Ceases immediately.	Ceases immediately.

The next table shows the estimated incremental amounts that would be paid to Mr. Dall'Antonia if his employment had been terminated on December 31, 2017.

	Retirement (early or normal)(1)	**Termination with Cause**	**Termination without cause(2)**	**Change of Control(3)**
Cash Severance	-	-	1,500,000	1,146,000
Annual Incentive	319,100	-	176,163	264,000
Restricted share units	-	-	-	297,963
Performance share units	-	-	-	397,330
Stock options	-	-	-	693,172

Notes:

1. PSUs continue to vest according to the normal schedule.
2. PSU payments depend on the notice period.
3. Market or payout value of share-based awards is the market value of outstanding PSUs and RSUs based on $46.11, the closing price of Fortis common shares on the TSX on December 31, 2017.