

## **ONTARIO ENERGY BOARD**

**IN THE MATTER OF** the *Ontario Energy Board Act*,  
1998, S.O. 1998 c.15 (Schedule B), s. 78.

**AND IN THE MATTER OF** an application by Hydro One  
Networks Inc. to raise its electricity distribution rates  
effective January 1, 2018 and continuing each year for  
another 4 years, until December 31, 2022.

**EB-2017-0049**

### **CROSS-EXAMINATION COMPENDIUM**

#### **PANEL 2**

**ANWAATIN INC.**

**June 15, 2018**

# TAB 1



# POWERING FORWARD

2016 ANNUAL REPORT

ONE OF NORTH AMERICA'S LARGEST ELECTRIC UTILITIES (TSX: H)

**Hydro One Limited is Canada's largest pure-play electric transmission and distribution utility with \$25 billion in assets and annual revenues of over \$6.5 billion. It transmits and distributes electricity safely and reliably across the Province of Ontario, home to 38 percent of the country's population.**

Hydro One owns and operates a 30,000 circuit km high-voltage transmission network transmitting 98 percent of Ontario's electric capacity, and a 123,000 circuit km lower-voltage distribution network serving 75 percent of the geography of the province

and more than 1.3 million residential and business customers. Hydro One Limited became a public company coincident with its initial public offering in November 2015, and its common shares are listed on the Toronto Stock Exchange (TSX: H).

# HYDRO ONE'S BUSINESS

## YEAR ENDED DECEMBER 31,

(CAD \$ millions, except per share amounts)

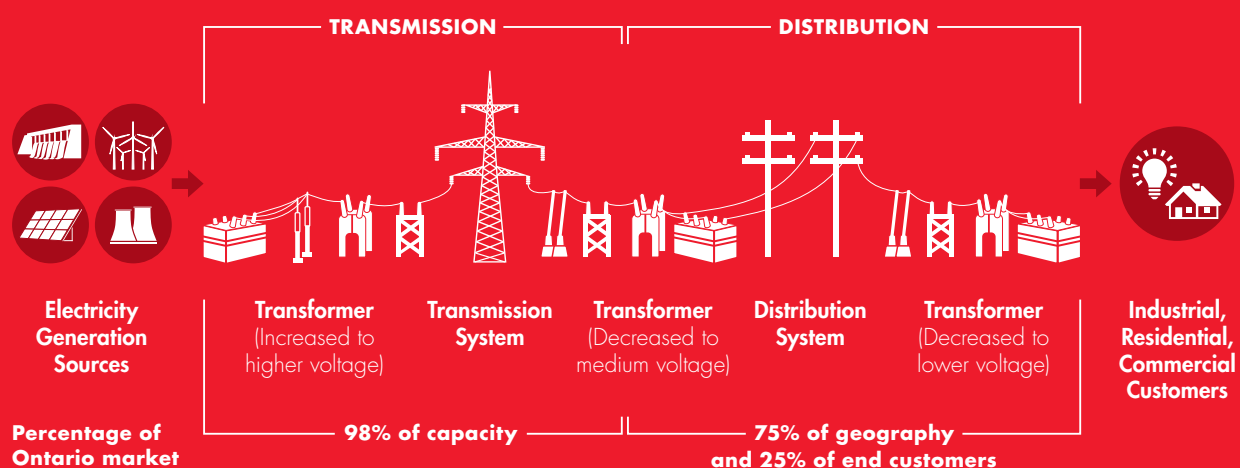
	2016	2015
Revenues	\$ 6,552	\$ 6,538
Purchased power	3,427	3,450
<b>Revenues (net of purchased power)</b>	<b>3,125</b>	<b>3,088</b>
Operation, maintenance and administration	1,069	1,135
Depreciation and amortization	778	759
Income before financing charges and income tax expense	1278	1,194
Financing charges	393	376
Income tax expense	139	105
<b>Net income attributable to common shareholders</b>	<b>721</b>	<b>690</b>
Diluted earnings per common share	1.21	1.39
Adjusted diluted earnings per common share <sup>1</sup>	1.21	1.16
Net cash from (used in) operating activities	1,656	(1,253)
Adjusted net cash from operating activities <sup>2</sup>	1,656	1,557
Capital investments	1,697	1,663
Transmission – average monthly Ontario 60-minute peak demand (MW)	20,690	20,344
Distribution – electricity distributed to Hydro One customers (GWh)	26,289	28,764

<sup>1</sup> 2015 Adjusted earnings per share (EPS) is calculated using the number of common shares outstanding at December 31, 2016

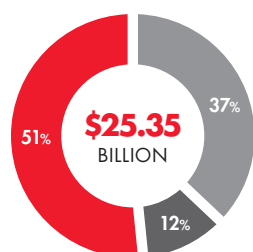
<sup>2</sup> 2015 amount excludes the \$2,810 million non-cash impact of IPO-related adjustments



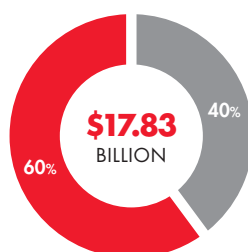
## HYDRO ONE'S ROLE IN THE ELECTRIC POWER SYSTEM



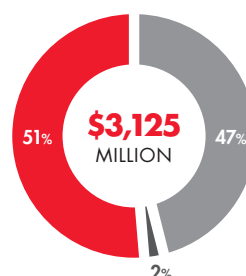
### TOTAL ASSETS



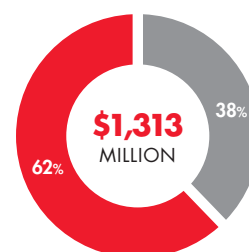
### RATE BASE



### REVENUES (NET OF PURCHASED POWER COSTS)



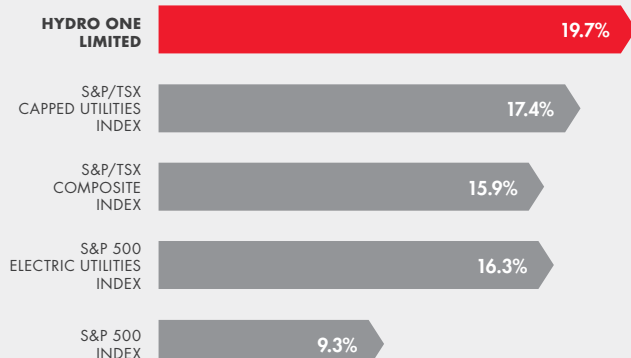
### REGULATED EARNINGS BEFORE FINANCING CHARGES AND INCOME TAXES



● Transmission ● Distribution ● Other

### TOTAL SHAREHOLDER RETURN\*

NOVEMBER 5, 2015 IPO TO DECEMBER 31, 2016



\*Source: Bloomberg and S&P

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**“Hydro One has achieved much over this past year while making significant progress in laying the foundation and building the organizational momentum to deliver increasing value for its customers and shareholders in the years to come.”**

## A MESSAGE FROM THE CHAIR OF THE BOARD

Dear fellow shareholders,

2016 was Hydro One's first full year as a public company, and its evolution to a more broadly owned and customer-focused organization is well underway. The company has achieved much over this past year, including executing its 2016 financial and operating plans and generating total shareholder return of 19.7% since the November 2015 initial public offering. It has also made significant progress in laying the foundation to deliver increasing value for its customers and shareholders in the years to come.

One of President and Chief Executive Officer Mayo Schmidt's key objectives over the past year was to significantly strengthen the company's senior leadership team, and in that regard we now have new executives heading Hydro One's operations, customer service, legal, and strategy functions. Each of these individuals has brought significant experience and capabilities to Hydro One, and the Board of Directors is very confident that we now have in place the depth and breadth of leadership expertise that will further accelerate the company's evolution.

In April 2016, the Province of Ontario sold an additional 15% of its stake in Hydro One to the public in a very successful secondary offering. This followed the November 2015 initial public offering of the shares of Hydro One, and served to double the public float of the company to 30% of

shares outstanding while at the same time measurably increasing the trading volume and liquidity of the shares. This transaction was not dilutive to our existing public shareholders, and was another step by the Province towards its stated goal of reducing its ownership of Hydro One to 40%.

While the Province of Ontario remains a significant shareholder of Hydro One, the autonomy of the company and independence of our Board of Directors is enshrined in a governance agreement between Hydro One and the Province. This governance agreement was executed in advance of last year's initial public offering and has operated as designed to ensure that the company is governed as an independent commercial entity with the Province's role limited to that of a shareholder.

I would like to recognize my fellow Board members for their service over this busy period of change. Our Board is comprised of a diverse and accomplished group of proven leaders, each of whom is very committed to the success of Hydro One and the highest standards of corporate governance. The Board has been highly engaged with Mayo Schmidt and his leadership team in defining the strategy for the organization and charting the path forward over the course of the next few years.

I would also like to acknowledge the hard work and commitment of the more than 5,500 regular employees of Hydro One. This team of dedicated professionals works tirelessly – often around the clock and in potentially hazardous weather and conditions – to ensure that electric power is transmitted and distributed safely, reliably and cost-effectively to the millions of citizens of Ontario and the communities in which they live and work.

Thank you for your investment and continued support,

**DAVID F. DENISON, O.C.**

*Chair of the Board*  
Hydro One Limited



**"We have assembled a team of talented and deeply experienced leaders who are dedicated to transforming Hydro One into a more disciplined, customer-focused and commercially oriented electric transmission and distribution service provider."**

## A MESSAGE FROM THE PRESIDENT AND CEO

Dear fellow shareholders,

This is a new era at Hydro One. 2016 was a transformative year as we embarked on our journey from good to great. In this first full year as a public company, we undertook a company-wide systematic review of our business. Through this intensive process, we identified a number of initiatives, metrics and targets that will enable us to drive greater efficiency and effectiveness across customer service, operations, procurement, network planning, capital deployment and administration.

Accordingly, we have assembled a team of talented and deeply experienced leaders who are dedicated to transforming Hydro One into a more disciplined, customer-focused and commercially oriented electric transmission and distribution service provider. We are becoming significantly more customer and performance driven by focusing on company-wide accountability, productivity, and efficiency while also engaging more proactively with our communities and First Nations and Métis partners.

Many Ontarians feel the pressure of increases to their electricity bills, so we are doing our part to keep Hydro One's portion of the bill as low as possible. We are also providing customers with meaningful conservation programs so they can take greater control of their consumption and manage their bills. Part of this move involves information technology investments that enable the shift from paper-based systems to increasingly mobile, online and paperless technologies.

Hydro One's employees have embraced our transformational journey to becoming a commercial enterprise, one focused on delivering value for customers and shareholders. This transformation is central to our actions and strategies, and is enshrined in all that we endeavour to achieve. As we move the organization forward and modernize Ontario's electrical grid, I believe that we have multiple opportunities to create increasing value for our customers and shareholders alike.

While we are fortunate to have a strong foundation for growth upon which to build, we are also aware that there are opportunities for us to enhance customer service and improve our execution capabilities across the business. We also appreciate the criticality of accelerating the pace of upgrading Ontario's aging electric power system and the significant infrastructure investment that is needed to build and maintain a strong, modern and reliable grid.

We made important progress this year on the regulatory front, where we now have a plan with a clear line of sight to the imminent transition from a cost of service-based regulatory model to a more dynamic performance-based, customer-focused regulatory model. We are fully engaged and gaining traction on this front in both segments of our regulated business. We expect to complete the transition to a performance-based regulatory framework in our distribution segment in early 2018 and in our transmission segment in early 2019.

In addition to the significant value we intend to create in improving the performance of our substantial existing operations, there is also value to be created in continuing to lead the consolidation of what is still a fragmented system of electric utility assets in Ontario. As such, during 2016 we significantly stepped up the rigour and capabilities around how we acquire and integrate other electric utilities. Our successful integration of the Haldimand and Woodstock municipal utilities is a good indicator of things to come. During the year, we also completed the acquisition of Great Lakes Power Transmission and announced the acquisition of Orillia Power Distribution, two regulated electric utilities in Ontario which further add to our leadership position.

My thanks go out to the thousands of Hydro One employees across Ontario for embracing this transformational journey and their unwavering commitment to our customers. I also extend my appreciation to our Board of Directors for its support and confidence in management.

The future is bright and we will continue to power forward,

**MAYO SCHMIDT**  
President and Chief Executive Officer  
Hydro One Limited

**IN 2016, HYDRO ONE COMPLETED THE PURCHASE OF GREAT LAKES POWER TRANSMISSION, THE SECOND LARGEST ELECTRICITY TRANSMITTER IN ONTARIO. THIS ACQUISITION INCREASED HYDRO ONE'S TRANSMISSION CAPACITY IN ONTARIO TO 98%, WHILE IMPROVING THE COMPANY'S ABILITY TO CONNECT GENERATORS IN NORTHERN ONTARIO TO ELECTRICITY DEMAND IN SOUTHERN ONTARIO.**

## **ELECTRIC TRANSMISSION SEGMENT**

The scale of Hydro One's transmission operations increased during 2016 to approximately 30,000 circuit-kilometres of high-voltage lines. Hydro One transmits high-voltage electricity from nuclear, hydroelectric, natural gas, wind and solar generation sources to local distribution companies and to directly connected industrial customers across Ontario.

**Hydro One's transmission assets can be divided into three main categories:**

### **Transmission stations**

Used for the delivery of power, voltage transformation and switching, the stations serve as connection points for both customers and generators.

### **Transmission lines**

Bulk transmission lines deliver power from generating stations or connections to receiving terminal stations. Area supply lines take power from the network and transmit it to customer supply transmission stations at customer load centres.

### **Network operations**

The Ontario Grid Control Centre manages all of Hydro One's transmission and sub-transmission operations.

**During 2016, capital investments in Hydro One's transmission segment totaled \$988 million, including expenditures on the following projects:**

### **TORONTO MIDTOWN TRANSMISSION REINFORCEMENT PROJECT**

In 2016, Hydro One substantially completed work on the \$118 million Toronto Midtown Transmission Reinforcement Project which refurbished the existing transmission

infrastructure that serves midtown Toronto and areas to the west. This five-year project replaced 14,500 metres of transmission cables and provides 100 megawatts of additional capacity to serve the local distribution company and its customers.

### **GUELPH AREA TRANSMISSION REFURBISHMENT PROJECT**

Hydro One substantially completed the \$87 million Guelph Area Transmission Refurbishment Project that will help meet the electricity needs of the growing southwestern Ontario region. The project included upgrading a five-kilometre section of existing transmission lines, and installing new transformer and switching equipment at the transformer station. More than 340 construction professionals were involved in the construction phase of the project.

### **COLLABORATION WITH LONDON HYDRO**

Hydro One entered into a collaborative investment with London Hydro to modernize the equipment in Hydro One's Nelson Transformer Station. Hydro One identified a need to replace aging equipment and London Hydro contributed financially for a voltage conversion of the station to be consistent with the other six local transformer stations, allowing the entire London Hydro system to be interconnected. The project will also increase the reliability of supply to an important station that serves much of downtown London.

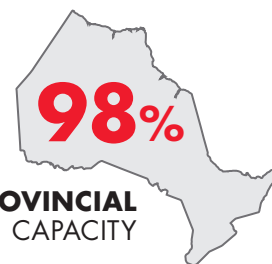
These projects together with many others underway ensure that Ontarians continue to receive a safe, reliable supply of electricity now, and for years to come.



**30,000**  
**CIRCUIT KILOMETRES  
OF HIGH-VOLTAGE LINES**



**306**  
**TRANSMISSION  
STATIONS**







**ONE OF NORTH  
AMERICA'S LARGEST  
ELECTRIC POWER  
TRANSMITTERS**

Photo courtesy of Brian Pieters Photography  
[www.pietersphoto.com](http://www.pietersphoto.com)



**HYDRO ONE'S 5,500 SKILLED AND DEDICATED EMPLOYEES SERVE 1.3 MILLION VALUED RESIDENTIAL AND BUSINESS CUSTOMERS ACROSS ONTARIO. HYDRO ONE IS THE PROVINCE'S LARGEST LOCAL ELECTRIC POWER DISTRIBUTION COMPANY WITH APPROXIMATELY 123,000 CIRCUIT KILOMETRES OF POWER LINES.**

## **ELECTRIC DISTRIBUTION SEGMENT**

Operating in rural, suburban and urban communities spread across the province of Ontario, home to 38 percent of the population of Canada, Hydro One possesses significant economies of scale and brings to bear a strong commitment to ensuring a modern and reliable local electricity system for its 1.3 million customers. This commitment also includes serving customers in 21 remote communities spread across the far reaches of northern Ontario that are not connected to the electricity transmission grid.

### **CUSTOMER CONSULTATION**

In mid-2016, Hydro One announced a province-wide consultation process to seek input from its customers on the development of a five-year rate plan that will help shape future investments in Hydro One's electric distribution system. The goal of the consultation was to better understand how Hydro One's customers' needs are being met by the current system, and the types of reliability and service improvements customers would value most. This included addressing aging electricity infrastructure, system repairs and responding to power outages, power quality and costs, as well as new products, services and web-enabled tools to make it easier for customers to do business with Hydro One.

The feedback influenced detailed plans that the company will submit to the Ontario Energy Board, who will ultimately determine the investments and rate plans for Hydro One's local distribution segment for the 2018 through 2022 period.

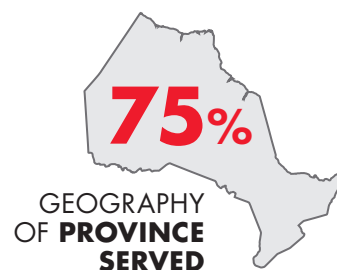
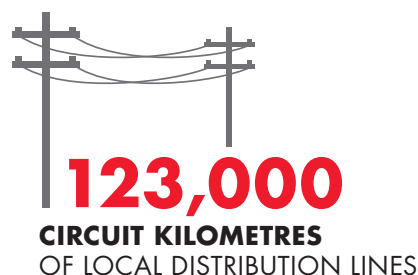
### **ACQUISITION OF ORILLIA POWER**

In August 2016, Hydro One announced that it reached a definitive agreement to acquire Orillia Power Distribution Corporation in a transaction valued at over \$41 million. Hydro One will integrate into its operations approximately 14,000 customers located in Simcoe County, home to a population of more than 30,000 and part of the Huronia region of Central Ontario.

Hydro One's current service territory includes the areas surrounding the City of Orillia and this acquisition enables Hydro One to realize operational synergies over time. After closing, Hydro One also intends to construct several grid control and operating facilities in Orillia. The acquisition is conditional upon the satisfaction of customary closing conditions and approval of the Ontario Energy Board.

### **SERVING MANITOULIN ISLAND**

In October 2016, Hydro One announced that a new distribution station will be built to serve customers on Manitoulin Island, located in northern Ontario on Lake Huron. The new distribution station will replace the Little Current Distribution Station, which was originally built in 1950, and will help improve reliability and increase capacity for the approximately 10,000 customers who live on Manitoulin Island.



**ONTARIO'S  
LARGEST LOCAL  
ELECTRIC POWER  
DISTRIBUTION  
COMPANY**







**SERVING  
CUSTOMERS AND  
COMMUNITIES  
RELIABLY AND  
SAFELY**

# SERVING CUSTOMERS & COMMUNITIES

CUSTOMER  
SERVICE

RELIABILITY

SAFETY

FIRST NATIONS  
PARTNERSHIPS

SUSTAINABILITY

DIVERSITY

Throughout 2016, Hydro One's skilled and dedicated employees responded 24 hours a day, seven days a week to quickly and safely restore power for customers through often extremely challenging weather, terrain and circumstances. Hydro One also continued to provide new and enhanced programs and services to further define the company's commitment to customer service and energy conservation.

## PROACTIVE OUTAGE ALERTS

In early 2016, Hydro One was the first utility in Canada to offer customers proactive outage alerts. Customers who register for this service receive personalized email or text alerts about outages that may affect their homes, cottages, farms or small businesses, as well as information on estimated times of restoration. Since launching the program, Hydro One has sent hundreds of thousands of proactive alerts to customers. This service is an extension of Hydro One's existing suite of outage communication tools, which includes online outage maps and smartphone apps.

## GET LOCAL IN FIRST NATIONS COMMUNITIES

Hydro One began to offer a new service model in First Nations and Métis communities which focuses on local, face-to-face interactions to ensure customers are informed of and have access to all of the conservation and assistance programs the company offers. Meeting with Chiefs and Councils, representatives from Hydro One's Customer Service team visit communities throughout the province and conduct information-sharing sessions with customers.

## FARM RAPID RESPONSE TEAM

Hydro One announced the launch of its Farm Rapid Response Team that assists the company's 13,000 farming customers to identify, assess and mitigate on-farm electrical issues. This new approach better serves the needs of Hydro One's farming customers and was developed in partnership with the Ontario Federation of Agriculture. This streamlined process also provides Hydro One's farming customers a single, specialized point of contact to better assist with their specific on-farm concerns.

## PAPERLESS BILLING AND HIGH USAGE ALERTS

In late 2016, Hydro One launched paperless billing notifications and high usage alerts to provide customers with more visibility and control over their accounts and energy use. With billing notifications, customers sign up to receive paperless billing together with personalized insights and program promotions, which also provide a new online self-service channel for customers as an alternative to contacting the call centre. With high usage alerts, customers receive emails or text messages if their usage during a billing period is trending higher than a predefined threshold. Customers also receive guidance on how they can adjust their energy use before the end of the billing period. Through the enhanced web portal, customers can also easily find more information about their energy use, as well as explore a wide range of energy tips and conservation programs provided by Hydro One.

## COMMUNITY INVESTMENT

Throughout 2016, Hydro One committed millions of dollars in donations and sponsorships to communities it serves across Ontario. The contributions supported community projects such as the Markstay outdoor ice rink roof-building project for the local municipality, benefiting the community's local youth. Other community initiatives include the company's partnership with Right to Play's Promoting Life-Skills in Aboriginal Youth program, a non-profit organization that aims to deliver safe, fun and educational programming to Aboriginal youth.



For further information on  
Hydro One's commitments  
to customers go to

► [HydroOne.com/  
Commitments](https://HydroOne.com/Commitments)





## TRANSMITTING AND DELIVERING SOME OF THE CLEANEST ELECTRIC POWER IN NORTH AMERICA



**AS A STEWARD OF THE GRID, HYDRO ONE IS FOCUSED ON TRANSMITTING AND DELIVERING SAFE, CLEAN AND SUSTAINABLE ENERGY. THIS YEAR THE COMPANY PRODUCED ITS FIRST CORPORATE SOCIAL RESPONSIBILITY REPORT, ONE WHICH ADHERES TO THE GUIDELINES FOR THE G4 GLOBAL REPORTING INITIATIVE AND IS PART OF A CONTINUED EFFORT BY THE COMPANY TO ENHANCE THE TRANSPARENCY, ACCOUNTABILITY AND LINE OF SIGHT TO ITS SUSTAINABLE OPERATIONS.**

## ENVIRONMENTAL SUSTAINABILITY

### HEBER DOWN CONSERVATION AREA

Hydro One's Forestry team partnered with the Central Lake Ontario Conservation Authority and neighbouring utilities to mitigate the spread of Phragmites, an invasive species, on 3,500 square metres of a right-of-way corridor in the Heber Down Conservation Area. Challenging and costly to remove, such invasive species threaten lakes, rivers and forests. Together with a local contractor and using a variety of control methods based on location, density and surrounding vegetation of each area, the company began work on eliminating the invasive species from its right-of-way. With thousands of kilometres of transmission line corridors crossing the province, the company has taken a leadership role in engaging with local stakeholders, taking a proactive approach to land management and pooling community resources to manage the spread of invasive species.

### VEGETATION MANAGEMENT

To ensure the continued safe operation of Hydro One's transmission and distribution lines, the company conducts province-wide vegetation management operations to maintain reliability across the system. As part of the company's ongoing commitment to local communities, Hydro One has consulted with conservation authorities and is working with local seed distributors to develop and test pollinator-friendly seed mixes. Pollinators include various forms of bees, wasps, ants, flies, moths, beetles, bats and birds. These species feed on nectar and pollen from plants and their populations in Ontario are generally in decline due to habitat loss, disease, pesticide use and climate change. To mitigate this, Hydro One is working to incorporate pollinator-friendly seed as part of its vegetation management work in appropriate areas as an alternative to grass seed. Locally, this work supports provincial initiatives like the Pollinator Health Action Plan developed by the Ontario Ministry of Agriculture, Food and Rural Affairs.

### CORPORATE KNIGHT'S BEST 50 CORPORATE CITIZENS

Hydro One was ranked as the top utility in the 15th annual ranking of the 2015 Corporate Knights Canada's Best 50 Corporate Citizens. The Best 50 Corporate Citizens in Canada ranking assesses a broad range of Canadian enterprises on a set of 12 sustainability metrics, including carbon, water and waste productivity, percent of taxes paid, leadership gender diversity, innovation, health and safety performance, and pension fund quality. Being recognized as one of Canada's Best 50 Corporate Citizens is a testament to Hydro One's core values and demonstrates that the company continues to develop a strong culture of sustainability and corporate responsibility. Customers, investors and citizens of Ontario should expect that Hydro One will power forward in its responsible leadership on Corporate Citizenship in Canada.



For further information on Hydro One's commitments to the environment, go to [HydroOne.com/OurCommitment](https://www.hydroone.com/OurCommitment)

# CORPORATE GOVERNANCE OVERVIEW

★ CHAIR ● MEMBER

BOARD OF DIRECTORS AND COMMITTEES	AUDIT	NOMINATING, CORPORATE GOVERNANCE, PUBLIC POLICY AND REGULATORY	HUMAN RESOURCES	HEALTH, SAFETY, ENVIRONMENT AND FIRST NATIONS AND MÉTIS
David Denison – Chair				
Mayo Schmidt – President and CEO				
Ian Bourne		●	★	
Charles Brindamour	●		●	
Marc Caira		●	●	
Christie Clark		●	●	
George Cooke	●			●
Marianne Harris			●	★
James Hinds	●			●
Kathryn Jackson		●		●
Roberta Jamieson	●			●
Frances Lankin	●	●		
Philip Orsino	★	●		
Jane Peverett		★	●	
Gale Rubenstein			●	●

Hydro One and its independent Board of Directors recognize the importance of corporate governance to the effective management of the company. Independence, integrity and accountability are the foundation of the company's approach to corporate governance. It is in the long-term best interests of shareholders as well as customers and promotes and strengthens relationships with employees, the communities in which the company operates and other stakeholders of the company. The Board of Directors is firmly supported in these commitments by a governance agreement between Hydro One and the Province of Ontario, which was executed in advance of the November 2015 initial public offering of the company and assures that the Province's role is limited to that of a shareholder and not a manager of the business.

Hydro One's Board of Directors is composed of a diverse and accomplished group of independent, proven business leaders with deep corporate governance experience. The Board's primary role is overseeing corporate performance and the quality, depth and continuity of management required to meet the company's strategic objectives. Hydro One is committed to best practices of corporate governance, and regularly reviews the company's governance practices in response to changing governance expectations and regulations. The Company's practices are fully aligned with the rules and regulations issued by Canadian Securities Administrators and the Toronto Stock Exchange, including national corporate governance guidelines and related disclosure requirements.

## HYDRO ONE'S GOOD GOVERNANCE PRACTICES

FULLY INDEPENDENT BOARD (EXCLUDING CEO)	CODE OF BUSINESS CONDUCT AND WHISTLEBLOWER HOTLINE	ANNUAL REVIEWS OF BOARD AND COMMITTEE PERFORMANCE
BOARD EDUCATION SESSIONS	COMMITTEE AUTHORITY TO RETAIN INDEPENDENT ADVISORS	BOARD AND COMMITTEE IN-CAMERA DISCUSSIONS
TERM LIMITS FOR DIRECTORS	DIRECTOR SHARE OWNERSHIP GUIDELINES	COMMITMENT TO DIRECTOR DIVERSITY
SEPARATE BOARD CHAIR AND CEO	MAJORITY VOTING FOR DIRECTORS	GOVERNANCE AGREEMENT WITH PROVINCE



For a complete description of Hydro One's corporate governance structure and practices and individual director biographical information, go to

► [HydroOne.com/Investors](https://www.hydroone.com/Investors)

# TEN REASONS TO INVEST IN HYDRO ONE

1

One of the largest pure play electric utilities in North America, with significant scale and a leadership position in Canada's most populated province

2

Unique combination of electric transmission and local distribution, with no material exposure to commodity prices

3

Business is 99 percent regulated and operates in a stable, transparent and collaborative rate-regulated environment

4

Consistent rate base growth expected under multi-year capital investment program to upgrade aging electric power system infrastructure

5

Strong governance structure and a fully independent Board allow company to operate autonomously, transform its culture and drive shareholder value creation on multiple fronts

6

Timing of operational transformation coincident with transition to Ontario's incentive based regulatory framework expected to create value for both customers and shareholders

7

Proven management team with demonstrated experience in transforming organizations, accelerating performance and creating significant shareholder value

8

Attractive dividend yield with 70 – 80 percent target payout ratio and opportunity for growth with rate base expansion, efficiency realization and continued consolidation

9

Strong 'A'-rated investment grade balance sheet with one of the highest-quality credit profiles in the North American utility sector

10

**A unique opportunity to participate in the transformation of a premium, large-scale utility**



# 2016 FINANCIAL REPORT

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# Management's Discussion and Analysis

For the years ended December 31, 2016 and 2015

The following Management's Discussion and Analysis (MD&A) of the financial condition and results of operations should be read together with the consolidated financial statements and accompanying notes (the Consolidated Financial Statements) of Hydro One Limited (Hydro One or the Company) for the year ended December 31, 2016. The Consolidated Financial Statements are presented in Canadian dollars and have been prepared in accordance with United States (US) Generally Accepted Accounting Principles (GAAP). All financial information in this MD&A is presented in Canadian dollars, unless otherwise indicated.

The Company has prepared this MD&A in accordance with National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators. This MD&A provides information for the year ended December 31, 2016, based on information available to management as of February 9, 2017.

The comparative information consists of the results of Hydro One Inc. up to October 31, 2015, and the consolidated results of Hydro One and Hydro One Inc. from November 1, 2015 to December 31, 2015. See further details in section "Other Developments – Change in Hydro One Ownership Structure".

## Consolidated Financial Highlights And Statistics

Year ended December 31

(millions of dollars, except as otherwise noted)

	2016	2015	Change
Revenues	6,552	6,538	0.2%
Purchased power	3,427	3,450	(0.7%)
Revenues, net of purchased power	3,125	3,088	1.2%
Operation, maintenance and administration costs	1,069	1,135	(5.8%)
Depreciation and amortization	778	759	2.5%
Financing charges	393	376	4.5%
Income tax expense	139	105	32.4%
<b>Net income attributable to common shareholders of Hydro One</b>	<b>721</b>	<b>690</b>	<b>4.5%</b>
Basic earnings per common share (EPS)	\$ 1.21	\$ 1.39	(12.9%)
Diluted EPS	\$ 1.21	\$ 1.39	(12.9%)
Basic pro forma adjusted non-GAAP EPS (Adjusted EPS) <sup>1</sup>	\$ 1.21	\$ 1.16	4.5%
Diluted Adjusted EPS <sup>1</sup>	\$ 1.21	\$ 1.16	4.5%
Net cash from (used in) operating activities	1,656	(1,248)	232.7%
Adjusted net cash from operating activities <sup>1</sup>	1,656	1,562	6.0%
Funds from (used in) operations (FFO) <sup>1</sup>	1,494	(1,479)	201.0%
Adjusted FFO <sup>1</sup>	1,494	1,331	12.2%
Capital investments	1,697	1,663	2.0%
Assets placed in-service	1,605	1,476	8.7%
Transmission: Average monthly Ontario 60-minute peak demand (MW)	20,690	20,344	1.7%
Distribution: Electricity distributed to Hydro One customers (GWh)	26,289	28,764	(8.6%)
December 31	2016	2015	
Debt to capitalization ratio <sup>2</sup>	52.6%	50.7%	

<sup>1</sup> See section "Non-GAAP Measures" for description and reconciliation of Adjusted EPS, adjusted net cash from operating activities, FFO and Adjusted FFO.

<sup>2</sup> Debt to capitalization ratio has been calculated as total debt (includes total long-term debt and short-term borrowings, net of cash and cash equivalents) divided by total debt plus total shareholders' equity, including preferred shares but excluding any amounts related to noncontrolling interest.



## Overview

Hydro One is the largest electricity transmission and distribution company in Ontario. Through its wholly owned subsidiary, Hydro One Inc., Hydro One owns and operates substantially all of Ontario's electricity transmission network, and an approximately 123,000 circuit km low-voltage distribution network. Hydro One has three business segments: (i) transmission; (ii) distribution; and (iii) other business.

## Transmission Segment

Hydro One's transmission business owns, operates and maintains Hydro One's transmission system, which accounts for approximately 98% of Ontario's transmission capacity based on revenue approved

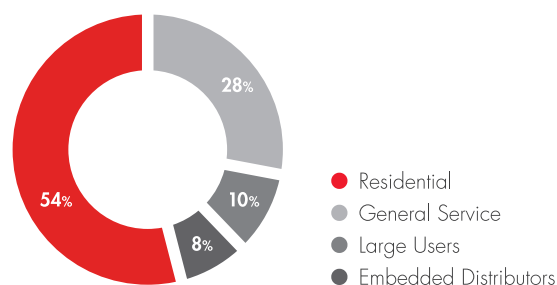
by the Ontario Energy Board (OEB). The Transmission Business consists of the transmission system operated by Hydro One Inc.'s subsidiaries, Hydro One Networks Inc. (Hydro One Networks) and Hydro One Sault Ste. Marie LP (formerly Great Lakes Power Transmission LP (Great Lakes Power)), as well as a 66% interest in B2M Limited Partnership (B2M LP), a limited partnership between Hydro One and the Saugeen Ojibway Nation in respect of the Bruce-to-Milton transmission line. The Company's transmission business is a rate-regulated business that earns revenues mainly from charging transmission rates that are approved by the OEB. The transmission business represented approximately 51% of the Company's total assets as at December 31, 2016, and approximately 51% of its 2016 revenues, net of purchased power.

	2016	2015
Electricity transmitted <sup>1</sup> (MWh)	136,989,747	137,011,780
Transmission lines spanning the province (circuit-kilometres)	30,259	29,355
Rate base (millions of dollars)	10,775	10,175
Capital investments (millions of dollars)	988	943
Assets placed in-service (millions of dollars)	937	696

<sup>1</sup> Electricity transmitted represents total electricity transmission in Ontario by all transmitters.

## Distribution Segment

Hydro One's distribution business is the largest in Ontario and consists of the distribution system operated by Hydro One Inc.'s subsidiaries Hydro One Networks and Hydro One Remote Communities Inc. The Company's distribution business is a rate-regulated business that earns revenues mainly by charging distribution rates that are approved by the OEB. The distribution business represented approximately 37% of the Company's total assets as at December 31, 2016, and approximately 47% of its 2016 revenues, net of purchased power.



	2016	2015
Electricity distributed to Hydro One customers (GWh)	26,289	28,764
Electricity distributed through Hydro One lines (GWh) <sup>1</sup>	37,394	40,721
Distribution lines spanning the province (circuit-kilometres)	122,599	123,425
Distribution customers (number of customers)	1,355,302	1,347,231
Rate base (millions of dollars)	7,056	6,739
Capital investments (millions of dollars)	703	711
Assets placed in-service (millions of dollars)	662	775

<sup>1</sup> Units distributed through Hydro One lines represent total distribution system requirements and include electricity distributed to consumers who purchased power directly from the Independent Electricity System Operator (IESO).

## Other Business Segment

Hydro One's other business segment consists of the Company's telecommunications business and certain corporate activities. The telecommunications business provides telecommunications support for the Company's transmission and distribution businesses, and also offers communications and IT solutions to organizations with broadband

network requirements utilizing Hydro One Telecom Inc.'s (Hydro One Telecom) fibre optic network to provide diverse, secure and highly reliable broadband connectivity. Hydro One's other business segment is not rate-regulated. This segment represented approximately 12% of Hydro One's total assets as at December 31, 2016, and approximately 2% of its 2016 revenues, net of purchased power.

## Primary Factors Affecting Results Of Operations

### Transmission Revenues

Transmission revenues primarily consist of the Company's transmission rates approved by the OEB which are charged based on the monthly peak electricity demand across Hydro One's high-voltage network. Transmission rates are designed to generate revenues necessary to construct, upgrade, extend and support a transmission system with sufficient capacity to accommodate maximum forecasted demand and a regulated return on the Company's investment. Peak electricity demand is primarily influenced by weather and economic conditions. Transmission revenues also include export revenues associated with transmitting electricity to markets outside of Ontario. Ancillary revenues include revenues from providing maintenance services to power generators and from third-party land use.

### Distribution Revenues

Distribution revenues include the distribution rates approved by the OEB and amounts to recover the cost of purchased power used by the customers of the distribution business. Distribution rates are designed to generate revenues necessary to construct and support the local distribution system with sufficient capacity to accommodate existing and new customer demand and a regulated return on the Company's investment. Accordingly, distribution revenues are influenced by distribution rates, the cost of purchased power, and the amount of electricity the Company distributes. Distribution revenues also include ancillary distribution service revenues, such as fees related to the joint use of Hydro One's distribution poles by the telecommunications and cable television industries, as well as miscellaneous revenues such as charges for late payments.

### Purchased Power Costs

Purchased power costs are incurred by the distribution business and represent the cost of the electricity purchased by the Company for delivery to customers within Hydro One's distribution service territory. These costs comprise the wholesale commodity cost of energy, in addition to wholesale market service and transmission charges levied by the IESO. Hydro One passes the cost of electricity that it delivers to its customers, and is therefore not exposed to wholesale electricity commodity price risk.

### Operation, Maintenance and Administration Costs

Operation, maintenance and administration (OM&A) costs are incurred to support the operation and maintenance of the transmission and distribution systems, and other costs such as property taxes related to transmission and distribution lines, stations and buildings. Transmission OM&A costs are incurred to sustain the Company's

high-voltage transmission stations, lines and rights-of-way, and include preventive and corrective maintenance costs related to power equipment, overhead transmission lines, transmission station sites, and forestry control to maintain safe distance between line spans and trees. Distribution OM&A costs are required to maintain the Company's low-voltage distribution system, and include costs related to distribution line clearing and forestry control to reduce power outages caused by trees, line maintenance and repair, as well as land assessment and remediation. Hydro One manages its costs through ongoing efficiency and productivity initiatives, while continuing to complete planned work programs associated with the development and maintenance of its transmission and distribution networks.

### Depreciation and Amortization

Depreciation and amortization costs relate primarily to depreciation of the Company's property, plant and equipment, and amortization of certain intangible assets and regulatory assets. Depreciation and amortization also includes the costs incurred to remove property, plant and equipment where no asset retirement obligations have been recorded on the balance sheet.

### Financing Charges

Financing charges relate to the Company's financing activities, and include interest expense on the Company's long-term debt and short-term borrowings, gains and losses on interest rate swap agreements, net of interest earned on short-term investments. A portion of financing charges incurred by the Company is capitalized to the cost of property, plant and equipment associated with the periods during which such assets are under construction before being placed in-service.

### Income Taxes

Hydro One and its subsidiaries were exempt from regular Canadian federal and Ontario income tax (Federal Tax Regime) and instead paid an equivalent amount referred to as payments in lieu of corporate income taxes (PILs) to the Ontario Electricity Financial Corporation (OEFC) under the *Electricity Act* (PILs Regime) until October 2015. Since then, Hydro One and its subsidiaries have been subject to the Federal Tax Regime.

## Results of Operations

### Net Income

Net income attributable to common shareholders for the year ended December 31, 2016 was \$721 million, an increase of 4.5% from the prior year. Earnings were positively affected by lower OM&A and higher revenues net of purchased power. These positive effects were partly offset by non-recurring items related to the Company's IPO in 2015, namely an increase in the effective tax rate primarily driven by IPO-related tax benefit of \$19 million recorded in 2015 and divestiture of Hydro One Brampton Inc. (Hydro One Brampton) in 2015. Excluding these IPO-related effects, net income increased by 10.9%.

### Basic EPS and Adjusted Basic EPS

Basic EPS was \$1.21 in 2016 (2015 – \$1.39). Basic EPS is significantly affected by the weighted average number of shares in issue being different from last year due to the effects of the IPO, and is the most significant reason for the lower EPS compared to last year.

Adjusted Basic EPS, which adjusts for the inconsistent number of shares in issue, was \$1.21 in 2016 (2015 – \$1.16), driven by increased net income compared to last year. See section "Non-GAAP Measures" for description of Adjusted EPS.

### Revenues

Year ended December 31

(millions of dollars, except as otherwise noted)

	2016	2015	Change
Transmission	1,584	1,536	3.1%
Distribution	4,915	4,949	(0.7%)
Other	53	53	–
	6,552	6,538	0.2%
Transmission volumes: Average monthly Ontario 60-minute peak demand (MW)	20,690	20,344	1.7%
Distribution volumes: Electricity distributed to Hydro One customers (GWh)	26,289	28,764	(8.6%)

### Transmission Revenues

Transmission revenues increased by 3.1% in 2016 primarily due to the following:

- prior year revenues were affected by a regulatory driven reduction of \$28 million related to differences between actual and forecast province-wide conservation and demand management savings during 2014, which did not recur in 2016;
- higher average monthly Ontario 60-minute peak demand mainly due to warmer weather in the second and third quarters of 2016, as well as the impact of several extremely cold days that more than offset the overall milder weather in the fourth quarter of 2016; and
- increased OEB-approved transmission rates for 2016.

### Distribution Revenues

Distribution revenues decreased by 0.7% in 2016 primarily due to the following:

- the divestiture of Hydro One Brampton in August 2015, which also caused the majority of the decrease in distribution volumes; and
- lower overall energy consumption resulting from milder weather in the first and fourth quarters of 2016; partially offset by
- higher power costs from generators that are passed on to customers, excluding the impact of divestiture of Hydro One Brampton;
- increased OEB-approved distribution rates for 2016; and
- increased revenues due to a rate order related to shared-use revenue.

### Operation, Maintenance and Administration Costs

Year ended December 31

(millions of dollars)

	2016	2015	Change
Transmission	382	414	(7.7%)
Distribution	608	633	(3.9%)
Other	79	88	(10.2%)
	1,069	1,135	(5.8%)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Transmission OM&A Costs

Transmission OM&A decreased by 7.7% in 2016 primarily due to lower project cost and inventory write-downs coupled with lower activity related to transformer equipment refurbishments and stations maintenance.

### Distribution OM&A Costs

Distribution OM&A decreased by 3.9% in 2016 primarily due to the following:

- decrease in bad debt expense including the impact of revised estimates of uncollectible accounts;
- the divestiture of Hydro One Brampton in August 2015;
- lower support services costs; and
- lower costs associated with underground distribution cable locates; partially offset by
- higher volume of vegetation management activities.

### Other OM&A Costs

Other OM&A decreased by 10.2% in 2016 primarily due to lower costs relating to the integration of acquired local distribution companies and lower consulting costs.

### Depreciation and Amortization

The increase of \$19 million or 2.5% in depreciation and amortization costs for 2016 was mainly due to the growth in capital assets as the Company continues to place new assets in-service, consistent with its ongoing capital investment program.

### Financing Charges

The increase of \$17 million or 4.5% in financing charges for 2016 was mainly due to the following:

- an increase in interest expense on long-term debt mainly due to the increase in weighted average long-term debt balance outstanding during the year, partially offset by a decrease in the weighted average interest rate for long-term debt; and
- an increase in interest expense on short-term notes mainly due to the increase in weighted average short-term notes balance outstanding during the year, as well as an increase in the weighted average interest rate for short-term notes.

### Income Tax Expense

Income tax expense in 2016 increased by \$34 million compared to 2015, and the Company realized an effective tax rate of approximately 15.7% in 2016, compared to approximately 12.8% realized in 2015. The increase in the tax expense is primarily due to the effect of an IPO-related positive tax adjustment of \$19 million in 2015, coupled with higher income before taxes in 2016.

## Common Share Dividends

In 2016, the Company declared and paid cash dividends to common shareholders as follows:

Date Declared	Record Date	Payment Date	Amount per Share	Total Amount (millions of dollars)
February 11, 2016	March 17, 2016	March 31, 2016	\$0.34 <sup>1</sup>	202
May 5, 2016	June 14, 2016	June 30, 2016	\$0.21	125
August 11, 2016	September 14, 2016	September 30, 2016	\$0.21	125
November 10, 2016	December 14, 2016	December 30, 2016	\$0.21	125
				577

<sup>1</sup> This was the first common share dividend declared by the Company following the completion of its initial public offering in November 2015. The \$0.34 per share dividend included \$0.13 for the post-IPO period from November 5 to December 31, 2015, and \$0.21 for the quarter ended March 31, 2016.

Following the conclusion of the fourth quarter of 2016, the Company declared a cash dividend to common shareholders as follows:

Date Declared	Record Date	Payment Date	Amount per Share	Total Amount (millions of dollars)
February 9, 2017	March 14, 2016	March 31, 2017	\$0.21	125

## Divestiture of Hydro One Brampton

On August 31, 2015, a dividend was paid to the Province of Ontario (Province) by transferring to a company wholly owned by the Province all of the issued and outstanding shares of Hydro One Brampton and inter-company indebtedness owed to Hydro One Inc.

by Hydro One Brampton. Hydro One's 2015 consolidated results of operations include the results of Hydro One Brampton up to August 31, 2015. The following tables present quarterly results of Hydro One Brampton that were included in consolidated results of Hydro One for the year ended December 31, 2015.

<i>Quarter ended</i> <i>(millions of dollars)</i>	Mar. 31, 2015	Jun. 30, 2015	Sept. 30, 2015	Dec. 31, 2015	2015 Total
Revenues	125	129	100	–	354
Purchased power	107	111	88	–	306
OM&A	6	6	4	–	16
Depreciation and amortization	5	4	2	–	11
Income tax expense	–	1	(1)	–	–
Net income	7	7	7	–	21
Capital investments	9	11	8	–	28

## Selected Annual Financial Statistics

*Year ended December 31*

*(millions of dollars, except per share amounts)*

	2016	2015	2014
Total revenue	6,552	6,538	6,548
Net income attributable to common shareholders	721	690	731
Basic and diluted EPS	\$ 1.21	\$ 1.39	\$ 1.53
Basic and diluted Adjusted EPS	\$ 1.21	\$ 1.16	\$ 1.23
Dividends per common share declared	\$ 0.97 <sup>1</sup>	\$ 1.83	\$ 0.56
Dividends per preferred share declared	\$ 1.12	\$ 1.03	\$ 1.38

<sup>1</sup> The \$0.97 per share dividends declared in 2016 included \$0.13 for the post-IPO period from November 5 to December 31, 2015, and \$0.84 for the year ended December 31, 2016.

*December 31*

*(millions of dollars)*

	2016	2015	2014
Total assets	25,351	24,294	22,550
Total non-current financial liabilities	10,078	8,207	8,373

## Quarterly Results of Operations

<i>Quarter ended</i> <i>(millions of dollars, except EPS)</i>	Dec. 31, 2016	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016	Dec. 31, 2015	Sept. 30, 2015	Jun. 30, 2015	Mar. 31, 2015
Revenues	1,614	1,706	1,546	1,686	1,522	1,645	1,563	1,808
Purchased power	858	870	803	896	786	856	838	970
Revenues, net of purchased power	756	836	743	790	736	789	725	838
Net income to common shareholders	128	233	152	208	143	188	131	228
Basic EPS	\$ 0.22	\$ 0.39	\$ 0.26	\$ 0.35	\$ 0.26	\$ 0.39	\$ 0.27	\$ 0.47
Diluted EPS	\$ 0.21	\$ 0.39	\$ 0.25	\$ 0.35	\$ 0.26	\$ 0.39	\$ 0.27	\$ 0.47
Basic Adjusted EPS	\$ 0.22	\$ 0.39	\$ 0.26	\$ 0.35	\$ 0.24	\$ 0.32	\$ 0.22	\$ 0.38
Diluted Adjusted EPS	\$ 0.21	\$ 0.39	\$ 0.25	\$ 0.35	\$ 0.24	\$ 0.32	\$ 0.22	\$ 0.38

Variations in revenues and net income over the quarters are primarily due to the impact of seasonal weather conditions on customer demand and market pricing.

## Capital Investments

The Company makes capital investments to maintain the safety, reliability and integrity of its transmission and distribution assets and to provide for the ongoing growth and modernization required to meet the expanding and evolving needs of its customers and the electricity market. This is achieved through a combination of sustaining capital

investments, which are required to support the continued operation of Hydro One's existing assets, and development capital investments, which involve both additions to existing assets and large scale projects such as new transmission lines and transmission stations.

The following table presents Hydro One's 2016 and 2015 capital investments:

*Year ended December 31*

*(millions of dollars)*

	2016	2015	Change
<b>Transmission</b>			
Sustaining	750	706	6.2%
Development	156	166	(6.0%)
Other	82	71	15.5%
	988	943	4.8%
<b>Distribution</b>			
Sustaining	384	398	(3.5%)
Development	217	220	(1.4%)
Other	102	93	9.7%
	703	711	(1.1%)
<b>Other</b>	6	9	(33.3%)
<b>Total capital investments</b>	<b>1,697</b>	<b>1,663</b>	<b>2.0%</b>

### Transmission Capital Investments

Transmission capital investments increased by \$45 million or 4.8% in 2016. Principal impacts on the levels of capital investments included:

- an increased volume of work on overhead line refurbishments and insulator replacements;
- an increased volume of integrated station component replacements to sustain certain aging assets at transmission stations;
- continued work on major local area supply network development projects, such as the Holland Transmission Station, the Hawthorne Transmission Station, and the Toronto Midtown Transmission Reinforcement; and
- increased investments relating to information technology infrastructure and customer programs, enhancement projects, including investments to integrate mobile technology with the Company's existing work management tools; partially offset by
- decreased investments in system enhancement projects, primarily due to completion of certain projects and a difference in timing of work on other projects; and
- completion of the Guelph Area Transmission Refurbishment project.

### Distribution Capital Investments

Distribution capital investments decreased by \$8 million or 1.1% in 2016. Principal impacts on the levels of capital investments included:

- reduced capital expenditures due to the divestiture of Hydro One Brampton in 2015; and
- a lower volume of work within station refurbishment programs and lower volume of spare transformer purchases; partially offset by
- increased investments related to information technology infrastructure and customer programs together with upgrade and enhancement projects, including investments to integrate mobile technology with the Company's existing work management tools; and
- investments in smart grid technology to mitigate power quality impacts of distributed generation and to improve outage response times.

## Major Transmission Capital Investment Projects

The following table summarizes the status of significant transmission projects as at December 31, 2016:

Project Name	Location	Type	Anticipated In-Service Date	Estimated Cost	Capital Cost To-Date
<b>Development Projects:</b>					
Guelph Area Transmission Refurbishment	Guelph area Southwestern Ontario	Transmission line upgrade	September 2016 <sup>1</sup>	\$87 million	\$86 million
Toronto Midtown Transmission Reinforcement	Toronto Southwestern Ontario	New transmission line	December 2016 <sup>2</sup>	\$118 million	\$113 million
Supply to Essex County Transmission Reinforcement	Windsor-Essex area Southwestern Ontario	New transmission line and station	2018	\$73 million	\$13 million
Clarington Transmission Station	Oshawa area Southwestern Ontario	New transmission station	2018	\$267 million	\$192 million
Northwest Bulk Transmission Line	Thunder Bay Northwestern Ontario	New transmission line	To be determined	To be determined	–
East-West Tie Station Expansion	Northern Ontario	Station expansion	2020	\$166 million	–
<b>Sustainment Projects:</b>					
Bruce A Transmission Station	Tiverton Southwestern Ontario	Station sustainment	2019	\$109 million	\$83 million
Richview Transmission Station Circuit Breaker Replacement	Toronto Southwestern Ontario	Station sustainment	2019	\$102 million	\$68 million
Lennox Transmission Station Circuit Breaker Replacement	Napanee Southeastern Ontario	Station sustainment	2020	\$95 million	\$15 million
Beck #2 Transmission Station Circuit Breaker Replacement	Niagara area Southwestern Ontario	Station sustainment	2021	\$93 million	\$28 million

<sup>1</sup> Major portions of the project were completed and placed in-service in September 2016. Work on certain minor portions of the project continues in the first quarter of 2017.

<sup>2</sup> Major portions of the project were completed and placed in-service in December 2016. Work on certain minor portions of the project continues in the first quarter of 2017.

## Future Capital Investments

Following is a summary of estimated capital investments by Hydro One over the next five years. The Company's estimates are based on management's expectations of the amount of capital expenditures that will be required to provide transmission and distribution services that are efficient, reliable, and provide value for customers, consistent with the OEB's Renewed Regulatory Framework. These estimates differ

from the prior year disclosures, reflecting annual increases of \$126 million for 2017, \$113 million for 2018, \$239 million for 2019, and \$360 million for 2020. These future capital investments reflect management's best estimates and, as applicable, projections included in rate filings currently in process. These projections and the timing of expenditures are in large part subject to approval by the OEB, and will be adjusted going forward as appropriate to reflect rate decisions by the OEB.



## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following table summarizes Hydro One's annual projected capital investments for 2017 to 2021, by business segment:

(millions of dollars)	2017	2018	2019	2020	2021
Transmission	1,086	1,132	1,217	1,278	1,486
Distribution	648	647	771	735	749
Other	12	9	8	6	8
<b>Total capital investments</b>	<b>1,746</b>	<b>1,788</b>	<b>1,996</b>	<b>2,019</b>	<b>2,243</b>

The following table summarizes Hydro One's annual projected capital investments for 2017 to 2021, by category:

(millions of dollars)	2017	2018	2019	2020	2021
Sustaining	1,107	1,165	1,219	1,327	1,546
Development	414	400	484	487	490
Other <sup>1</sup>	225	223	293	205	207
<b>Total capital investments</b>	<b>1,746</b>	<b>1,788</b>	<b>1,996</b>	<b>2,019</b>	<b>2,243</b>

<sup>1</sup> "Other" capital expenditures consist of special projects, such as those relating to information technology.

## Summary Of Sources And Uses Of Cash

Hydro One's primary sources of cash flows are funds generated from operations, capital market debt issuances and bank credit facilities that are used to satisfy Hydro One's capital resource requirements, including the Company's capital expenditures, servicing and repayment of debt, and dividend payments.

Year ended December 31

(millions of dollars)	2016	2015
Cash provided by (used in) operating activities	1,656	(1,248)
Cash provided by financing activities	161	2,954
Cash used in investing activities	(1,861)	(1,712)
<b>Decrease in cash and cash equivalents</b>	<b>(44)</b>	<b>(6)</b>

### Primary factors behind the increase in cash provided by operating activities

The increase in cash provided by operating activities is primarily due to a deferred tax recovery of \$2.8 billion recorded in 2015 that resulted as a consequence of leaving the PILs Regime and entering the Federal Tax Regime.

### Primary factors behind the decrease in cash provided by financing activities

#### Sources of cash

- The Company received \$2.3 billion proceeds from issuance of long-term debt in 2016, compared to \$350 million received last year.
- The Company received \$3,031 million proceeds from issuance of short-term notes in 2016, compared to \$2,891 million received last year.
- In 2015, the Company received \$2.6 billion proceeds from common shares issued to the Province prior to the completion of the initial public offering (IPO).

#### Uses of cash

- Dividends paid in 2016 were \$596 million, consisting of \$577 million common share dividends and \$19 million preferred share dividends, compared to \$888 million paid in 2015. 2015 dividends consisted of \$75 million common share dividends, \$13 million preferred share dividends, as well as an \$800 million special dividend paid to the Province prior to the completion of the IPO.
- The Company repaid \$4,053 million of short-term notes, compared to \$1,400 million repaid last year.
- The Company repaid \$502 million of long-term debt in 2016 compared to \$585 million repaid last year.

## Primary factors behind the increase in cash used in investing activities

### Uses of cash

- Capital expenditures were \$29 million higher in 2016, primarily due to increased transmission capital investments consistent with the Company's ongoing capital investment program.
- In 2016, the Company paid \$226 million to acquire Great Lakes Power, compared to a total of \$90 million paid in 2015 to acquire Haldimand County Utilities Inc. (Haldimand Hydro) and Woodstock Hydro Holdings Inc. (Woodstock Hydro).
- In August 2015, an investment of \$53 million was made in Hydro One Brampton prior to its divestiture to the Province.

## Liquidity and Financing Strategy

Short-term liquidity is provided through funds from operations, Hydro One Inc.'s commercial paper program, and the Company's consolidated bank credit facilities. Under the commercial paper program, Hydro One Inc. is authorized to issue up to \$1.5 billion in short-term notes with a term to maturity of up to 365 days. At December 31, 2016, Hydro One Inc. had \$469 million in commercial paper borrowings outstanding, compared to \$1,491 million outstanding at December 31, 2015. In addition, the Company and Hydro One Inc. have revolving bank credit facilities totalling \$2,550 million maturing in 2021. The Company may use the credit facilities for working capital and general corporate purposes. The short-term liquidity under the commercial paper program, the credit facilities and anticipated levels of funds from operations are expected to be sufficient to fund the Company's normal operating requirements.

At December 31, 2016, the Company's long-term debt in the principal amount of \$10,671 million included \$10,523 million long-term debt issued under Hydro One Inc.'s Medium Term Note (MTN) Program and long-term debt in the principal amount of \$148 million held by Great Lakes Power. At December 31, 2016, the maximum authorized principal amount of notes issuable under the current MTN Program prospectus filed in December 2015 was \$3.5 billion, with \$1.2 billion remaining available for issuance until January 2018. The

long-term debt consists of notes and debentures that mature between 2017 and 2064, and at December 31, 2016, had an average term to maturity of approximately 15.9 years and a weighted average coupon of 4.3%.

On March 30, 2016, Hydro One filed a final universal short form base shelf prospectus (Universal Base Shelf Prospectus) with securities regulatory authorities in Canada. The Universal Base Shelf Prospectus allows Hydro One to offer, from time to time in one or more public offerings, up to \$8.0 billion of debt, equity or other securities, or any combination thereof, during the 25-month period ending on April 30, 2018. Hydro One filed the Universal Base Shelf Prospectus in part to facilitate the secondary offerings of outstanding shares of the Company by the Province, and to provide the Company with increased financing flexibility going forward. In 2016, Hydro One completed a secondary offering of a portion of its common shares previously owned by the Province. See section "Other Developments – Change in Hydro One Ownership Structure" for details of this transaction. Upon closing of the transaction, \$6,030 million remained available under the Universal Base Shelf Prospectus.

At December 31, 2016, the Company and Hydro One Inc. were in compliance with all financial covenants and limitations associated with the outstanding borrowings and credit facilities.

## Credit Ratings

At December 31, 2016, Hydro One's corporate credit ratings were as follows:

Rating Agency	Corporate Credit Rating
Standard & Poor's Rating Services (S&P)	A

Hydro One has not obtained a credit rating in respect of any of its securities. An issuer rating from S&P is a forward-looking opinion about an obligor's overall creditworthiness. This opinion focuses on the obligor's capacity and willingness to meet its financial commitments as they come due but it does not apply to any specific financial obligation. An obligor with a long-term credit rating of 'A' has strong capacity to meet its financial commitments but is somewhat

more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories.

The rating above is not a recommendation to purchase, sell or hold any of Hydro One's securities and does not comment on the market price or suitability of any of the securities for a particular investor. There can be no assurance that the rating will remain in effect for any

## MANAGEMENT'S DISCUSSION AND ANALYSIS

given period of time or that the rating will not be revised or withdrawn entirely by S&P at any time in the future. Hydro One has made, and anticipates making, payments to S&P pursuant to

agreements entered into with S&P in respect of the rating assigned to Hydro One and expects to make payments to S&P in the future to the extent it obtains a rating specific to any of its securities.

At December 31, 2016, Hydro One Inc.'s long-term and short-term debt ratings were as follows:

Rating Agency	Short-term Debt Rating	Long-term Debt Rating
DBRS Limited	R-1 (low)	A (high)
Moody's Investors Service	Prime-2	A3
S&P	A-1	A

### Effect of Interest Rates

The Company is exposed to fluctuations of interest rates as its regulated return on equity (ROE) is derived using a formulaic approach that takes into account changes in benchmark interest rates for Government of Canada debt and the A-rated utility corporate bond yield spread. See section "Risk Management and Risk Factors – Risks Relating to Hydro One's Business – Market, Financial Instrument and Credit Risk" for more details.

### Pension Plan

In 2016, Hydro One contributed approximately \$108 million to its pension plan, compared to contributions of approximately \$177 million in 2015, and incurred \$116 million in net periodic pension benefit costs, compared to \$163 million incurred in 2015.

In June 2016, Hydro One Inc. filed an actuarial valuation of its Pension Plan as at December 31, 2015. Based on this valuation and 2016 levels of pensionable earnings, the 2016 annual employer contributions have decreased by approximately \$72 million from \$180 million as estimated at December 31, 2015, primarily due to improvements in the funded status of the plan and future actuarial assumptions. The decrease also reflects the impact of changes implemented by management to improve the balance between

employee and Company contributions to the Pension Plan. The updated actuarial valuation resulted in a \$25 million decrease in 2016 revenue with a corresponding decrease in OM&A costs, as the lower pension contributions will be returned to customers through the pension cost variance deferral account in future rate applications. The Company estimates that total pension contributions for 2017 and 2018 will be approximately \$105 million and \$102 million, respectively.

The Company's pension benefits obligation is impacted by various assumptions and estimates, such as discount rate, rate of return on plan assets, rate of cost of living increase and mortality assumptions. A full discussion of the significant assumptions and estimates can be found in the section "Critical Accounting Estimates – Employee Future Benefits".

### Other Obligations

#### Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## Summary of Contractual Obligations and Other Commercial Commitments

The following table presents a summary of Hydro One's debt and other major contractual obligations and commercial commitments:

December 31, 2016

(millions of dollars)

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
<b>Contractual obligations (due by year)</b>					
Long-term debt – principal repayments	10,671	602	1,484	1,156	7,429
Long-term debt – interest payments	8,145	456	827	754	6,108
Short-term notes payable	469	469	–	–	–
Pension contributions <sup>1</sup>	207	105	102	–	–
Environmental and asset retirement obligations	243	27	51	65	100
Outsourcing agreements	374	165	196	4	9
Operating lease commitments	42	11	16	13	2
Long-term software/meter agreement	73	17	33	18	5
<b>Total contractual obligations</b>	<b>20,224</b>	<b>1,852</b>	<b>2,709</b>	<b>2,010</b>	<b>13,653</b>
<b>Other commercial commitments (by year of expiry)</b>					
Credit facilities <sup>2</sup>	2,550	–	–	2,550	–
Letters of credit <sup>3</sup>	174	174	–	–	–
Guarantees <sup>4</sup>	330	330	–	–	–
<b>Total other commercial commitments</b>	<b>3,054</b>	<b>504</b>	<b>–</b>	<b>2,550</b>	<b>–</b>

<sup>1</sup> Contributions to the Hydro One Pension Fund are generally made one month in arrears. The 2017 and 2018 minimum pension contributions are based on an actuarial valuation as at December 31, 2015 and projected levels of pensionable earnings.

<sup>2</sup> On August 15, 2016, Hydro One Inc. terminated its credit facilities totalling \$2.3 billion maturing in June 2020 and October 2018, and entered into a new \$2.3 billion credit facility maturing in June 2021. On November 7, 2016, the maturity date of Hydro One's \$250 million credit facility was extended from November 2020 to November 2021.

<sup>3</sup> Letters of credit consist of a \$150 million letter of credit related to retirement compensation arrangements, and letters of credit totalling \$24 million provided as prudential support.

<sup>4</sup> Guarantees consist of prudential support provided to the IESO by Hydro One Inc. on behalf of its subsidiaries.

## Regulation

The OEB approves both the revenue requirements of and the rates charged by Hydro One's regulated transmission and distribution businesses. The rates are designed to permit the Company's transmission and distribution businesses to recover the allowed costs

and to earn a formula-based annual rate of return on its equity invested in the regulated businesses. This is done by applying a specified equity risk premium to forecasted interest rates on long-term bonds. In addition, the OEB approves rate riders to allow for the recovery or disposition of specific regulatory deferral accounts over specified time frames.

The following table summarizes the status of Hydro One's major regulatory proceedings:

Application	Year(s)	Type	Status
<b>Electricity Rates</b>			
Hydro One Networks	2015-2016	Transmission – Cost-of-service	OEB decision received
Hydro One Networks	2017-2018	Transmission – Cost-of-service	OEB decision pending
Hydro One Networks	2015-2017	Distribution – Custom	OEB decision received
B2M LP	2015-2019	Transmission – Cost-of-service	OEB decision received
Great Lakes Power	2017	Transmission – Cost-of-service	OEB decision pending
<b>Mergers Acquisitions Amalgamations and Divestitures</b>			
Great Lakes Power	n/a	Acquisition	OEB decision received
Orillia Power	n/a	Acquisition	OEB decision pending
<b>Leave to Construct</b>			
Supply to Essex County Transmission Reinforcement Project	n/a	Section 92	OEB decision received

## MANAGEMENT'S DISCUSSION AND ANALYSIS

Hydro One has obtained revenue requirement approvals from the OEB, subject to certain annual adjustments, for Hydro One Networks' transmission business through 2016, for B2M LP through

2019, and for Hydro One Networks' distribution business to the end of 2017. The following table summarizes the key elements and status of Hydro One's electricity rate applications:

Application	Year	ROE Allowed (A) or Forecast (F)	Rate Base	Rate Application Status	Rate Order Status
<b>Transmission</b>					
Hydro One Networks	2016	9.19% (A)	\$10,040 million	Approved in January 2015	Approved in January 2016
	2017	8.78% (A)	\$10,554 million	Filed in May 2016	To be filed in 2017 Q1
	2018	8.78% (F)	\$11,226 million	Filed in May 2016	To be filed in 2017 Q4
B2M LP	2016	9.19% (A)	\$516 million	Approved in December 2015	Approved in January 2016
	2017	8.78% (A)	\$509 million	Approved in December 2015	Filed in December 2016
	2018	8.78% (F)	\$502 million	Approved in December 2015	To be filed in 2017 Q4
	2019	8.78% (F)	\$496 million	Approved in December 2015	To be filed in 2018 Q4
Great Lakes Power	2017	9.19% (F)	\$218 million	Filed in December 2016	Filed in December 2016
<b>Distribution</b>					
Hydro One Networks	2016	9.19% (A)	\$6,863 million	Approved in March 2015	Approved in April 2015
	2017	8.78% (A)	\$7,190 million	Approved in March 2015	Approved in December 2016

### Hydro One Networks

On May 31, 2016, Hydro One Networks filed a cost-of-service application with the OEB for 2017 and 2018 transmission rates. The application seeks approval of rate base of \$10,554 million for 2017 and \$11,226 million for 2018. In October 2016, the OEB issued updated cost of capital parameters for rates effective in 2017, including an updated 2017 allowed ROE of 8.78%. The application also lays out a planned transmission capital investment program for the five-year period ending on December 31, 2021, with investments in capital spending primarily to address reliability, safety and customer needs, in a cost-effective manner. Management expects that a decision will be received in the first half of 2017, and that new rates will be retroactive to January 1, 2017. Future transmission rate applications are anticipated to be filed under the OEB's incentive-based regulatory framework.

Hydro One Networks plans to submit an application for 2018-2022 distribution rates under the OEB's incentive-based regulatory framework in the first quarter of 2017.

### B2M LP

On January 14, 2016, the OEB issued its Decision and Rate Order approving the B2M LP revenue requirement recovery through the 2016 Uniform Transmission Rates. On December 1, 2016, B2M LP filed a Draft Rate Order with a revised 2017 revenue requirement of \$34 million, reflecting updated 2017 cost of capital parameters issued by the OEB in October 2016.

### Other Regulatory Developments

#### OEB Pension and Other Post-Employment Benefits (OPEB) Generic Hearing

In 2015, the OEB began a consultation process to examine pensions and OPEBs in rate-regulated utilities, with the objectives of developing standard principles to guide its review of pension and OPEB related costs in the future, and to establish specific requirements for applications and appropriate and consistent regulatory mechanisms for cost recovery. Hydro One and other stakeholders filed written submissions with respect to initial OEB questions intended to solicit views on the key issues of interest to the OEB. Following a stakeholder forum in July 2016, updated written submissions were filed with the OEB in September 2016. It is anticipated that subsequent to the OEB's review of the updated written submissions, the OEB will outline principles to guide its review of pension and OPEB related costs in the future, and provide further guidance on application requirements and regulatory mechanisms for cost recovery.

### Other Developments

#### Change in Hydro One Ownership Structure

In November 2015, Hydro One and the Province completed an IPO on the Toronto Stock Exchange of approximately 89.3 million common shares of Hydro One, representing 1.5% of the Province's ownership position. Prior to the completion of the IPO, Hydro One and its subsidiary, Hydro One Inc., completed a series of transactions (Pre-IPO Transactions) that resulted in, among other things, the acquisition by Hydro One of all of the issued and

outstanding shares of Hydro One Inc. from the Province and the issuance of new common shares and preferred shares of Hydro One to the Province. Both Hydro One and Hydro One Inc. are reporting issuers. In April 2016, the Province completed a secondary offering of 83.3 million common shares of Hydro One on the Toronto Stock Exchange. Hydro One did not receive any of the proceeds from either of the sales of common shares by the Province. At December 31, 2016, the Province directly holds approximately 70.1% of Hydro One's total issued and outstanding common shares.

### Class Action Lawsuit

Hydro One Inc., Hydro One Networks, Hydro One Remote Communities Inc., and Norfolk Power Distribution Inc. are defendants in a class action suit in which the representative plaintiff is seeking up to \$125 million in damages related to allegations of improper billing practices. A certification motion in the class action is pending. Due to the preliminary stage of legal proceedings, an estimate of a possible loss related to this claim cannot be made.

### Acquisitions

#### Integration of Haldimand Hydro and Woodstock Hydro

In 2015, the Company acquired Haldimand Hydro and Woodstock Hydro, two Ontario-based local distribution companies. In September 2016, the Company successfully completed the integration of both entities, including the integration of employees, customer and billing information, business processes, and operations.

#### Acquisition of Great Lakes Power

On October 31, 2016, following receipt of regulatory approval of the transaction by the OEB, Hydro One completed the acquisition of Great Lakes Power, an Ontario regulated electricity

transmission business operating along the eastern shore of Lake Superior, north and east of Sault Ste. Marie, Ontario. The total purchase price for Great Lakes Power was approximately \$376 million, including the assumption of approximately \$150 million in outstanding indebtedness. On January 16, 2017, Great Lakes Power's name was changed to Hydro One Sault Ste. Marie LP.

On December 23, 2016, Great Lakes Power filed an application for 2017 rates, requesting an increase to the approved 2016 revenue requirement of 1.9%, resulting in an updated revenue requirement of \$41 million.

### Acquisition of Orillia Power

In August 2016, the Company reached an agreement to acquire Orillia Power Distribution Corporation (Orillia Power), an electricity distribution company located in Simcoe County, Ontario, for approximately \$41 million, including the assumption of approximately \$15 million in outstanding indebtedness and regulatory liabilities, subject to closing adjustments. The acquisition is subject to regulatory approval by the OEB.

### Hydro One Work Force

Hydro One has a skilled and flexible work force of approximately 5,500 regular employees and over 2,000 non-regular employees province-wide, comprising a mix of skilled trades, engineering, professional, managerial and executive personnel. Hydro One's regular employees are supplemented primarily by accessing a large external labour force available through arrangements with the Company's trade unions for variable workers, sometimes referred to as "hiring halls", and also by access to contract personnel. The hiring halls offer Hydro One the ability to flexibly utilize highly trained and appropriately skilled workers on a project-by-project and seasonal basis.

The following table sets out the number of Hydro One employees as at December 31, 2016.

	Regular Employees	Non-Regular Employees	Total
Power Workers' Union (PWU)	3,470	698 <sup>1</sup>	4,168
The Society of Energy Professionals (Society)	1,365	44	1,409
Canadian Union of Skilled Workers (CUSW) and construction building trade unions <sup>2</sup>	–	1,275	1,275
Total employees represented by unions	4,835	2,017	6,852
Management and non-represented employees	659	28	687
Total employees	5,494	2,045	7,539

<sup>1</sup> Includes 528 non-regular "hiring hall" employees covered by the PWU agreement.

<sup>2</sup> Employees are jointly represented by both unions. The construction building trade unions have collective agreements with the Electrical Power Systems Construction Association (EPSCA).

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Share-based Compensation

During 2016, the Company granted awards under its Long-term Incentive Plan, consisting of Performance Stock Units (PSUs) and Restricted Stock Units (RSUs), all of which are equity settled. At December 31, 2016, 230,600 PSUs and 254,150 RSUs were outstanding. No long-term incentive awards were granted during 2015.

### Non-Gaap Measures

#### Funds from Operations (FFO) and Adjusted FFO

FFO is defined as net cash from operating activities, adjusted for (i) changes in non-cash balances related to operations, (ii) dividends

paid on preferred shares, and (iii) distributions to noncontrolling interest. Adjusted FFO is defined as FFO, adjusted for the impact of the deferred income tax asset that resulted as a consequence of leaving the PILs Regime and entering the Federal Tax Regime. Management believes that FFO and Adjusted FFO are helpful as supplemental measures of the Company's operating cash flows as they exclude timing-related fluctuations in non-cash operating working capital and cash flows not attributable to common shareholders, and, in the case of Adjusted FFO, the impact of the IPO-related deferred income tax asset. As such, these measures provide consistent measures of the cash generating performance of the Company's assets.

The following table presents the reconciliation of net cash from operating activities to FFO and Adjusted FFO:

<i>Year ended December 31</i> <i>(millions of dollars)</i>	2016	2015
Net cash from (used in) operating activities	1,656	(1,248)
Changes in non-cash balances related to operations	(134)	(213)
Preferred share dividends	(19)	(13)
Distributions to noncontrolling interest	(9)	(5)
<b>FFO</b>	<b>1,494</b>	<b>(1,479)</b>
Less: Deferred income tax asset <sup>1</sup>	–	(2,810)
<b>Adjusted FFO</b>	<b>1,494</b>	<b>1,331</b>

<sup>1</sup> Impact of deferred income tax asset that resulted as a consequence of leaving the PILs Regime and entering the Federal Tax Regime.

### Adjusted EPS

The following basic and diluted Adjusted EPS has been prepared by management on a supplementary basis which assumes that the total number of common shares outstanding was 595,000,000 in each of the years ended December 31, 2016 and 2015. The supplementary pro forma disclosure is used internally by management subsequent to the IPO of the Company's common shares in November 2015 to assess the Company's performance and is

considered useful because it eliminates the impact of a different and non-comparable number of shares outstanding and held by the Province prior to the IPO. Adjusted EPS is considered an important measure and management believes that presenting it consistently for all periods based on the number of outstanding shares on, and subsequent to, the IPO provides users with a comparative basis to evaluate the operations of the Company.

<i>Year ended December 31</i>	2016	2015
Net income attributable to common shareholders <i>(millions of dollars)</i>	721	690
Pro forma weighted average number of common shares		
Basic	595,000,000	595,000,000
Effect of dilutive stock-based compensation plans	1,700,823	94,691
Diluted	596,700,823	595,094,691
Adjusted EPS		
Basic	\$ 1.21	\$ 1.16
Diluted	\$ 1.21	\$ 1.16



## Adjusted Net Cash from Operating Activities

Adjusted net cash from operating activities is defined as net cash from operating activities, adjusted for the impact of the deferred income tax asset that resulted as a consequence of leaving the PILs Regime and entering the Federal Tax Regime. Management believes that this

measure is helpful as a supplemental measure of the Company's net cash from operating activities as it excludes the impact of the IPO-related deferred income tax asset. As such, adjusted net cash from operating activities provides a consistent measure of the Company's cash from operating activities compared to prior periods.

The following table presents the reconciliation of net cash from operating activities to adjusted net cash from operating activities:

Year ended December 31

(millions of dollars)

	2016	2015
Net cash from (used in) operating activities	1,656	(1,248)
Less: Deferred income tax asset <sup>1</sup>	–	(2,810)
<b>Adjusted net cash from operating activities</b>	<b>1,656</b>	<b>1,562</b>

<sup>1</sup> Impact of deferred income tax asset that resulted as a consequence of leaving the PILs Regime and entering the Federal Tax Regime.

To the extent that adjusted net income is used in future continuous disclosure documents of Hydro One, it will be defined as net income, adjusted for certain items, including non-recurring items and other one-time items that management does not consider to be reflective of the operating performance of the Company. No such adjustments to net income are presented in this MD&A. Management believes that this measure will be helpful in assessing the Company's financial and operating performance in the future.

FFO, adjusted FFO, adjusted basic and diluted EPS, adjusted net cash from operating activities, and adjusted net income are not recognized measures under US GAAP and do not have a standardized meaning prescribed by US GAAP. They are therefore unlikely to be directly comparable to similar measures presented by other companies. They should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under US GAAP.

## Related Party Transactions

The Province is the majority shareholder of Hydro One. The IESO, Ontario Power Generation Inc. (OPG), OEFC, OEB, and Hydro One Brampton are related parties to Hydro One because they are controlled or significantly influenced by the Province. The following is a summary of the Company's related party transactions during the year ended December 31, 2016:

		Year ended December 31	
		2016	2015
Related Party	Transaction	(millions of dollars)	
Province <sup>1</sup>	Dividends paid	451	888
	Common shares issued <sup>2</sup>	–	2,600
	IPO costs subsequently reimbursed by the Province <sup>3</sup>	–	7
IESO	Power purchased	2,096	2,318
	Revenues for transmission services	1,549	1,548
	Distribution revenues related to rural rate protection	125	127
	Distribution revenues related to the supply of electricity to remote northern communities	32	32
	Funding received related to Conservation and Demand Management programs	63	70
OPG	Power purchased	6	11
	Revenues related to provision of construction and equipment maintenance services	5	7
	Costs expensed related to the purchase of services	1	1
OEFC	Payments in lieu of corporate income taxes <sup>4</sup>	–	2,933
	Power purchased from power contracts administered by the OEFC	1	6
	Indemnification fee paid (terminated effective October 31, 2015)	–	8
OEB	OEB fees	11	12
Hydro One Brampton <sup>1</sup>	Revenues from management, administrative and smart meter network services	3	1

<sup>1</sup> On August 31, 2015, Hydro One Inc. completed the spin-off of its subsidiary, Hydro One Brampton, to the Province.

<sup>2</sup> On November 4, 2015, Hydro One issued common shares to the Province for proceeds of \$2.6 billion.

<sup>3</sup> In 2015, Hydro One incurred certain IPO related expenses totalling \$7 million, which were subsequently reimbursed to the Company by the Province.

<sup>4</sup> In 2015, Hydro One made PILs to the OEFC totalling \$2.9 billion, including departure tax of \$2.6 billion.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

At December 31, 2016, the amounts due from and due to related parties as a result of the transactions described above were \$158 million and \$147 million, compared to \$191 million and \$138 million at December 31, 2015, respectively. At December 31, 2016, included in amounts due to related parties were amounts owing to the IESO in respect of power purchases of \$143 million, compared to \$134 million at December 31, 2015.

### Risk Management and Risk Factors

#### Risks Relating to Hydro One's Business

#### Regulatory Risks and Risks Relating to Hydro One's Revenues

##### *Risks Relating to Obtaining Rate Orders*

The Company is subject to the risk that the OEB will not approve the Company's transmission and distribution revenue requirements requested in outstanding or future applications for rates. Rate applications for revenue requirements are subject to the OEB's review process, usually involving participation from intervenors and a public hearing process. There can be no assurance that resulting decisions or rate orders issued by the OEB will permit Hydro One to recover all costs actually incurred, costs of debt and income taxes, or to earn a particular ROE. A failure to obtain acceptable rate orders, or approvals of appropriate returns on equity and costs actually incurred, may materially adversely affect: Hydro One's transmission or distribution businesses, the undertaking or timing of capital expenditures, ratings assigned by credit rating agencies, the cost and issuance of long-term debt, and other matters, any of which may in turn have a material adverse effect on the Company. In addition, there is no assurance that the Company will receive regulatory decisions in a timely manner and, therefore, costs may be incurred prior to having an approved revenue requirement.

##### *Risks Relating to Actual Performance Against Forecasts*

The Company's ability to recover the actual costs of providing service and earn the allowed ROE depends on the Company achieving its forecasts established and approved in the rate-setting process. Actual costs could exceed the approved forecasts if, for example, the Company incurs operations, maintenance, administration, capital and financing costs above those included in the Company's approved revenue requirement. The inability to obtain acceptable rate decisions or to recover any significant difference between forecast and actual expenses could materially adversely affect the Company's financial condition and results of operations.

Further, the OEB approves the Company's transmission and distribution rates based on projected electricity load and consumption levels, among other factors. If actual load or consumption materially

falls below projected levels, the Company's revenue and net income for either, or both, of these businesses could be materially adversely affected. Also, the Company's current revenue requirements for these businesses are based on cost and other assumptions that may not materialize. There is no assurance that the OEB would allow rate increases sufficient to offset unfavourable financial impacts from unanticipated changes in electricity demand or in the Company's costs.

The Company is subject to risk of revenue loss from other factors, such as economic trends and weather conditions that influence the demand for electricity. The Company's overall operating results may fluctuate substantially on a seasonal and year-to-year basis based on these trends and weather conditions. For instance, a cooler than normal summer or warmer than normal winter may reduce demand for electricity below that forecast by the Company, causing a decrease in the Company's revenues from the same period of the previous year. The Company's load could also be negatively affected by successful Conservation and Demand Management programs whose results exceed forecasted expectations.

##### *Risks Relating to Rate-Setting Models for Transmission and Distribution*

The OEB approves and periodically changes the ROE for transmission and distribution businesses. The OEB may in the future decide to reduce the allowed ROE for either of these businesses, modify the formula or methodology it uses to determine the ROE, or reduce the weighting of the equity component of the deemed capital structure. Any such reduction could reduce the net income of the Company.

The OEB's recent Custom Incentive Rate-setting model requires that the term of a custom rate application be a minimum five-year period. There are risks associated with forecasting key inputs such as revenues, operating expenses and capital, over such a long period. For instance, if unanticipated capital expenditures arise that were not contemplated in the Company's most recent rate decision, the Company may be required to incur costs that may not be recoverable until a future period or not recoverable at all in future rates. This could have a material adverse effect on the Company.

After rates are set as part of a part of a Custom Incentive Rate application, the OEB expects there to be no further rate applications for annual updates within the five-year term, unless there are exceptional circumstances, with the exception of the clearance of established deferral and variance accounts. For example, the OEB does not expect to address annual rate applications for updates for cost of capital (including ROE), working capital allowance or sales volumes. If there were an increase in interest rates over the period of a rate decision and no corresponding changes were permitted to the

Company's allowed cost of capital (including ROE), then the result could be a decrease in the Company's financial performance.

To the extent that the OEB approves an In-Service Variance Account for the transmission and/or distribution businesses, and should the Company fail to meet the threshold levels of in-service capital, the OEB may reclaim a corresponding portion of the Company's revenues.

### *Risks Relating to Capital Expenditures*

In order to be recoverable, capital expenditures require the approval of the OEB, either through the approval of capital expenditure plans, rate base or revenue requirements for the purposes of setting transmission and distribution rates, which include the impact of capital expenditures on rate base or cost of service. There can be no assurance that all capital expenditures incurred by Hydro One will be approved by the OEB. Capital cost overruns may not be recoverable in transmission or distribution rates. The Company could incur unexpected capital expenditures in maintaining or improving its assets, particularly given that new technology may be required to support renewable generation and unforeseen technical issues may be identified through implementation of projects. There is risk that the OEB may not allow full recovery of such expenditures in the future. To the extent possible, Hydro One aims to mitigate this risk by ensuring prudent expenditures, seeking from the regulator clear policy direction on cost responsibility, and pre-approval of the need for capital expenditures.

Any future regulatory decision by the OEB to disallow or limit the recovery of any capital expenditures would lead to a lower than expected approved revenue requirement or rate base, potential asset impairment or charges to the Company's results of operations, any of which could have a material adverse effect on the Company.

### *Risks Relating to Deferred Tax Asset*

As a result of leaving the PLs Regime and entering the Federal Tax Regime in connection with the IPO of the Company, Hydro One recorded a deferred tax asset due to the revaluation of the tax basis of Hydro One's fixed assets at their fair market value and recognition of eligible capital expenditures. Management believes this will result in annual net cash savings over at least the next five years due to the reduction of cash income taxes payable by Hydro One associated primarily with a higher capital cost allowance. There is a risk that, in current or future rate applications, the OEB will reduce the Company's revenue requirement by all or a portion of those net cash savings. If the OEB were to reduce the Company's revenue requirement in this manner, it could have a material adverse effect on the Company.

### *Risks Relating to Other Applications to the OEB*

The Company is also subject to the risk that it will not obtain required regulatory approvals for other matters, such as leave to construct applications, applications for mergers, acquisitions, amalgamations and divestitures, and environmental approvals. Decisions to acquire or divest other regulated businesses licensed by the OEB are subject to OEB approval. Accordingly, there is the risk that such matters may not be approved or that unfavourable conditions will be imposed by the OEB.

### **First Nations and Métis Claims Risk**

Some of the Company's current and proposed transmission and distribution assets are or may be located on reserve (as defined in the *Indian Act* (Canada); Reserve) lands, and lands over which First Nations and Métis have Aboriginal, treaty, or other legal claims. Some First Nations and Métis leaders, communities, and their members have made assertions related to sovereignty and jurisdiction over Reserve lands and traditional territories and are increasingly willing to assert their claims through the courts, tribunals, or by direct action. These claims and/or settlement of these claims could have a material adverse effect on the Company or otherwise materially adversely impact the Company's operations, including the development of current and future projects.

The Company's operations and activities may give rise to the Crown's duty to consult and potentially accommodate First Nations and Métis communities. Procedural aspects of the duty to consult may be delegated to the Company by the Province or the federal government. A perceived failure by the Crown to sufficiently consult a First Nations or Métis community, or a perceived failure by the Company in relation to delegated consultation obligations, could result in legal challenges against the Crown or the Company, including judicial review or injunction proceedings, or could potentially result in direct action against the Company by a community or its citizens. If this occurs, it could disrupt or delay the Company's operations and activities, including current and future projects, and have a material adverse effect on the Company.

### **Risk from Transfer of Assets Located on Reserves**

The transfer orders by which the Company acquired certain of Ontario Hydro's businesses as of April 1, 1999 did not transfer title to assets located on Reserves. The transfer of title to these assets did not occur because authorizations originally granted by the federal government for the construction and operation of these assets on Reserves could not be transferred without required consent. In several cases, the authorizations had either expired or had never been issued.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

Currently, the Ontario Electricity Financial Corporation holds legal title to these assets and it is expected that the Company will manage them until it has obtained permits to complete the title transfer. To occupy Reserves, the Company must have valid permits issued by Her Majesty the Queen in the Right of Canada. For each permit, the Company must negotiate an agreement (in the form of a memorandum of understanding) with the First Nation, the Ontario Electricity Financial Corporation and any members of the First Nation who have occupancy rights. The agreement includes provisions whereby the First Nation consents to the federal government (presently Indigenous Affairs and Northern Development Canada) issuing a permit. For transmission assets, the Company must negotiate terms of payment. It is difficult to predict the aggregate amount that the Company may have to pay, either on an annual or one-time basis, to obtain the required agreements from First Nations. If the Company cannot reach satisfactory agreements with the relevant First Nation to obtain federal permits, it may have to relocate these assets to other locations and restore the lands at a cost that could be substantial. In a limited number of cases, it may be necessary to abandon a line and replace it with diesel generation facilities. In either case, the costs relating to these assets could have a material adverse effect on the Company if the costs are not recoverable in future rate orders.

### Compliance with Laws and Regulations

Hydro One must comply with numerous laws and regulations affecting its business, including requirements relating to transmission and distribution companies, environmental laws, employment laws and health and safety laws. The failure of the Company to comply with these laws could have a material adverse effect on the Company's business. See also "– Health, Safety and Environmental Risk".

For example, Hydro One's licensed transmission and distribution businesses are required to comply with the terms of their licences, with codes and rules issued by the OEB, and with other regulatory requirements, including regulations of the National Energy Board. In Ontario, the Market Rules issued by the IESO require the Company to, among other things, comply with the reliability standards established by the North American Electric Reliability Corporation (NERC) and Northeast Power Coordinating Council, Inc. (NPCC). The incremental costs associated with compliance with these reliability standards are expected to be recovered through rates, but there can be no assurance that the OEB will approve the recovery of all of such incremental costs. Failure to obtain such approvals could have a material adverse effect on the Company.

There is the risk that new legislation, regulations, requirements or policies will be introduced in the future. These may require Hydro One to incur additional costs, which may or may not be recovered in future transmission and distribution rates.

### Risk of Natural and Other Unexpected Occurrences

The Company's facilities are exposed to the effects of severe weather conditions, natural disasters, man-made events including but not limited to cyber and physical terrorist type attacks, events which originate from third-party connected systems, or any other potentially catastrophic events. The Company's facilities may not withstand occurrences of this type in all circumstances. The Company does not have insurance for damage to its transmission and distribution wires, poles and towers located outside its transmission and distribution stations resulting from these or other events. Where insurance is available for other assets, such insurance coverage may have deductibles, limits and/or exclusions. Losses from lost revenues and repair costs could be substantial, especially for many of the Company's facilities that are located in remote areas. The Company could also be subject to claims for damages caused by its failure to transmit or distribute electricity.

### Risk Associated with Information Technology Infrastructure and Data Security

The Company's ability to operate effectively in the Ontario electricity market is, in part, dependent upon it developing, maintaining and managing complex information technology systems which are employed to operate and monitor its transmission and distribution facilities, financial and billing systems and other business systems. The Company's increasing reliance on information systems and expanding data networks increases its exposure to information security threats. The Company's transmission business is required to comply with various rules and standards for transmission reliability, including mandatory standards established by the NERC and the NPCC. These include standards relating to cyber-security and information technology, which only apply to certain of the Company's assets (generally being those whose failure could impact the functioning of the bulk electricity system). The Company may maintain different or lower levels of information technology security for its assets that are not subject to these mandatory standards. The Company must also comply with legislative and licence requirements relating to the collection, use and disclosure of personal information and information regarding consumers, wholesalers, generators and retailers.

Cyber-attacks or unauthorized access to corporate and information technology systems could result in service disruptions and system failures, which could have a material adverse effect on the Company, including as a result of a failure to provide electricity to customers. Due to operating critical infrastructure, Hydro One may be at greater risk of cyber-attacks from third parties (including state run or controlled parties) that could impair or incapacitate its assets. In addition, in the normal course of its operations, the Company collects, uses, processes and stores information, which could be

exposed in the event of a cybersecurity incident or other unauthorized access, such as information about customers, suppliers, counterparties and employees.

Security and system disaster recovery controls are in place; however, there can be no assurance that there will not be system failures or security breaches or that such threats would be detected or mitigated on a timely basis. Upon occurrence and detection, the focus would shift from prevention to isolation, remediation and recovery until the incident has been fully addressed. Any such system failures or security breaches could have a material adverse effect on the Company.

### Work Force Demographic Risk

By the end of 2016, approximately 22% of the Company's employees who are members of the Company's defined benefit pension plan were eligible for retirement under that plan, and by the end of 2017, up to approximately 23% could be eligible. These percentages are not evenly spread across the Company's work force, but tend to be most significant in the most senior levels of the Company's staff and especially among management staff. During each of 2016 and 2015, approximately 3% of the Company's work force elected to retire. Accordingly, the Company's continued success will be tied to its ability to continue to attract and retain sufficient qualified staff to replace the capability lost through retirements and to meet the demands of the Company's work programs.

In addition, the Company expects the skilled labour market for its industry to be highly competitive in the future. Many of the Company's current employees and many of the potential employees it would seek in the future possess skills and experience that would also be highly sought after by other organizations inside and outside the electricity sector. The failure to attract and retain qualified personnel for Hydro One's business could have a material adverse effect on the Company.

### Labour Relations Risk

The substantial majority of the Company's employees are represented by either the PWU or the Society. Over the past several years, significant effort has been expended to increase Hydro One's flexibility to conduct operations in a more cost-efficient manner. Although the Company has achieved improved flexibility in its collective agreements, the Company may not be able to achieve further improvements. The Company reached an agreement with the PWU for a renewal collective agreement with a three-year term, covering the period from April 1, 2015 to March 31, 2018 and an early renewal collective agreement with the Society with a three-year term, covering the period from April 1, 2016 to March 31, 2019. The Company also reached a renewal collective agreement with the Canadian Union of Skilled Workers for a three-year term, covering

the period from May 1, 2014 to April 30, 2017. Additionally, the EPSCA and a number of construction unions have reached renewal agreements, to which Hydro One is bound, for a five-year term, covering the period from May 1, 2015 to April 30, 2020. Future negotiations with unions present the risk of a labour disruption and the ability to sustain the continued supply of energy to customers. The Company also faces financial risks related to its ability to negotiate collective agreements consistent with its rate orders. In addition, in the event of a labour dispute, the Company could face operational risk related to continued compliance with its requirements of providing service to customers. Any of these could have a material adverse effect on the Company.

### Risk Associated with Arranging Debt Financing

The Company expects to borrow to repay its existing indebtedness and to fund a portion of capital expenditures. Hydro One Inc. has substantial debt principal repayments, including \$602 million in 2017, \$753 million in 2018, and \$731 million in 2019. In addition, from time to time, the Company may draw on its syndicated bank lines and or issue short-term debt under Hydro One Inc.'s \$1.5 billion commercial paper program which would mature within approximately one year of issuance. The Company also plans to incur continued material capital expenditures for each of 2017 and 2018. Cash generated from operations, after the payment of expected dividends, will not be sufficient to fund the repayment of the Company's existing indebtedness and capital expenditures. The Company's ability to arrange sufficient and cost-effective debt financing could be materially adversely affected by numerous factors, including the regulatory environment in Ontario, the Company's results of operations and financial position, market conditions, the ratings assigned to its debt securities by credit rating agencies, an inability of the Corporation to comply with its debt covenants, and general economic conditions. A downgrade in the Company's credit ratings could restrict the Company's ability to access debt capital markets and increase the Company's cost of debt. Any failure or inability on the Company's part to borrow the required amounts of debt on satisfactory terms could impair its ability to repay maturing debt, fund capital expenditures and meet other obligations and requirements and, as a result, could have a material adverse effect on the Company.

### Market, Financial Instrument and Credit Risk

Market risk refers primarily to the risk of loss that results from changes in costs, foreign exchange rates and interest rates. The Company is exposed to fluctuations in interest rates as its regulated ROE is derived using a formulaic approach that takes into account anticipated interest rates, but is not currently exposed to material commodity price risk or material foreign exchange risk.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The OEB-approved adjustment formula for calculating ROE in a deemed regulatory capital structure of 60% debt and 40% equity provides for increases and decreases depending on changes in benchmark interest rates for Government of Canada debt and the A-rated utility corporate bond yield spread. The Company estimates that a decrease of 100 basis points in the combination of the forecasted long-term Government of Canada bond yield and the A-rated utility corporate bond yield spread used in determining its rate of return would reduce the Company's transmission business' 2018 net income by approximately \$23 million and its distribution business' 2018 net income by approximately \$15 million. The Company periodically utilizes interest rate swap agreements to mitigate elements of interest rate risk.

Financial assets create a risk that a counterparty will fail to discharge an obligation, causing a financial loss. Derivative financial instruments result in exposure to credit risk, since there is a risk of counterparty default. Hydro One monitors and minimizes credit risk through various techniques, including dealing with highly rated counterparties, limiting total exposure levels with individual counterparties, entering into agreements which enable net settlement, and by monitoring the financial condition of counterparties. The Company does not trade in any energy derivatives. The Company is required to procure electricity on behalf of competitive retailers and certain local distribution companies for resale to their customers. The resulting concentrations of credit risk are mitigated through the use of various security arrangements, including letters of credit, which are incorporated into the Company's service agreements with these retailers in accordance with the OEB's Retail Settlement Code.

The failure to properly manage these risks could have a material adverse effect on the Company.

### Risks Relating to Asset Condition and Capital Projects

The Company continually incurs sustainment and development capital expenditures and monitors the condition of its transmission assets to manage the risk of equipment failures and to determine the need for and timing of major refurbishments and replacements of its transmission and distribution infrastructure. However the lack of real time monitoring of distribution assets increases the risk of distribution equipment failure. The connection of large numbers of generation facilities to the distribution network has resulted in greater than expected usage of some of the Company's equipment. This increases maintenance requirements and may accelerate the aging of the Company's assets.

Execution of the Company's capital expenditure programs, particularly for development capital expenditures, is partially dependent on external factors, such as environmental approvals,

municipal permits, equipment outage schedules that accommodate the IESO, generators and transmission-connected customers, and supply chain availability for equipment suppliers and consulting services. There may also be a need for, among other things, *Environmental Assessment Act* (Ontario) approvals, approvals which require public meetings, appropriate engagement with First Nations and Métis communities, OEB approvals of expropriation or early access to property, and other activities. Obtaining approvals and carrying out these processes may also be impacted by opposition to the proposed site of the capital investments. Delays in obtaining required approvals or failure to complete capital projects on a timely basis could materially adversely affect transmission reliability or customers' service quality or increase maintenance costs which could have a material adverse effect on the Company. External factors are considered in the Company's planning process. If the Company is unable to carry out capital expenditure plans in a timely manner, equipment performance may degrade, which may reduce network capacity, result in customer interruptions, compromise the reliability of the Company's networks or increase the costs of operating and maintaining these assets. Any of these consequences could have a material adverse effect on the Company.

Increased competition for the development of large transmission projects and legislative changes relating to the selection of transmitters could impact the Company's ability to expand its existing transmission system, which may have an adverse effect on the Company. To the extent that other parties are selected to construct, own and operate new transmission assets, the Company's share of Ontario's transmission network would be reduced.

### Health, Safety and Environmental Risk

The Company is subject to provincial health and safety legislation. Findings of a failure to comply with this legislation could result in penalties and reputational risk, which could negatively impact the Company.

The Company is subject to extensive Canadian federal, provincial and municipal environmental regulation. Failure to comply could subject the Company to fines or other penalties. In addition, the presence or release of hazardous or other harmful substances could lead to claims by third parties or governmental orders requiring the Company to take specific actions such as investigating, controlling and remediating the effects of these substances. Contamination of the Company's properties could limit its ability to sell or lease these assets in the future.

In addition, actual future environmental expenditures may vary materially from the estimates used in the calculation of the environmental liabilities on the Company's balance sheet. The Company does not have insurance coverage for these environmental expenditures.



There is also risk associated with obtaining governmental approvals, permits, or renewals of existing approvals and permits related to constructing or operating facilities. This may require environmental assessment or result in the imposition of conditions, or both, which could result in delays and cost increases.

Hydro One emits certain greenhouse gases, including sulphur hexafluoride or "SF6". There are increasing regulatory requirements and costs, along with attendant risks, associated with the release of such greenhouse gases, all of which could impose additional material costs on Hydro One.

Any future regulatory decision to disallow or limit the recovery of such costs could have a material adverse effect on the Company.

### Pension Plan Risk

Hydro One has the Hydro One Defined Benefit Pension Plan in place for the majority of its employees. Contributions to the pension plan are established by actuarial valuations which are required to be filed with the Financial Services Commission of Ontario on a triennial basis. The most recently filed valuation was prepared as at December 31, 2015, and was filed in June 2016, covering a three year period from 2016 to 2018. Hydro One's contributions to its pension plan satisfy, and are expected to satisfy, minimum funding requirements. Contributions beyond 2018 will depend on the funded position of the plan, which is determined by investment returns, interest rates and changes in benefits and actuarial assumptions at that time. A determination by the OEB that some of the Company's pension expenditures are not recoverable through rates could have a material adverse effect on the Company, and this risk may be exacerbated if the amount of required pension contributions increases.

The OEB has begun a consultation process that will examine pensions and other post-employment benefits in regulated utilities. See "— Other Post-Employment and Post-Retirement Benefits Risks". The outcome of this consultation process is uncertain and the Company is unable to assess the impact of the potential changes stemming from the review at this time.

### Risk of Recoverability of Total Compensation Costs

The Company manages all of its total compensation costs, including pension and other post-employment and postretirement benefits, subject to restrictions and requirements imposed by the collective bargaining process. Should any element of total compensation costs be disallowed in whole or part by the OEB and not be recoverable from customers in rates, the costs could be material and could decrease net income, which could have a material adverse effect on the Company.

### Other Post-Employment and Post-Retirement Benefits Risks

The Company provides other post-employment and post-retirement benefits, including workers compensation benefits and long-term disability benefits to qualifying employees. The OEB has begun a consultation process that will examine pensions and other post-employment benefits in regulated utilities. The objectives of the consultation are to develop standard principles to guide the OEB's review of pension and other post-employment and post-retirement benefits costs in the future, to establish specific information requirements for application and to establish appropriate regulatory mechanisms for cost recovery which can be applied consistently across the gas and electricity sectors for rate-regulated utilities. The outcome of this consultation process is uncertain and the Company is unable to assess the impact of the potential changes stemming from the review at this time. A determination that some of the Company's post-employment and post-retirement benefit costs are not recoverable could have a material adverse effect on the Company.

### Risk Associated with Outsourcing Arrangements

Consistent with Hydro One's strategy of reducing operating costs, it has entered into an outsourcing arrangement with a third party for the provision of back office services and call centre services. If the outsourcing arrangement or statements of work thereunder are terminated for any reason or expire before a new supplier is selected and fully transitioned, the Company could be required to incur significant expenses to transfer to another service provider or insource, which could have a material adverse effect on the Company's business, operating results, financial condition or prospects.

### Risk from Provincial Ownership of Transmission Corridors

The Province owns some of the corridor lands underlying the Company's transmission system. Although the Company has the statutory right to use these transmission corridors, the Company may be limited in its options to expand or operate its systems. Also, other uses of the transmission corridors by third parties in conjunction with the operation of the Company's systems may increase safety or environmental risks, which could have a material adverse effect on the Company.

### Litigation Risks

In the normal course of the Company's operations, it becomes involved in, is named as a party to and is the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions, relating to actual or alleged violations of law, common law damages claims, personal injuries, property damage, property taxes, land rights, the environment and contract

## MANAGEMENT'S DISCUSSION AND ANALYSIS

disputes. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the Company, which could have a material adverse effect on the Company. Even if the Company prevails in any such legal proceeding, the proceedings could be costly and time-consuming and would divert the attention of management and key personnel from the Company's business operations, which could adversely affect the Company. See also "Other Developments – Class Action Lawsuit".

### Transmission Assets on Third-Party Lands Risk

Some of the lands on which the Company's transmission assets are located are owned by third parties, including the Province and federal Crown, and are or may become subject to land claims by First Nations. The Company requires valid occupation rights to occupy such lands (which may take the form of land use permits, easements or otherwise). If the Company does not have valid occupational rights on third-party owned lands or has occupational rights that are subject to expiry, it may incur material costs to obtain or renew such occupational rights, or if such occupational rights cannot be renewed or obtained it may incur material costs to remove and relocate its assets and restore the subject land. If the Company does not have valid occupational rights and must incur costs as a result, this could have a material adverse effect on the Company or otherwise materially adversely impact the Company's operations.

### Reputational and Public Opinion Risk

Reputation risk is the risk of a negative impact to the Company's business, operations or financial condition that could result from a deterioration of Hydro One's reputation. The Company's reputation could be negatively impacted by changes in public opinion, attitudes towards the Company's privatization, failure to deliver on its customer promises and other external forces. Adverse reputational events could have negative impacts on the Company's business and prospects including, but not limited to, delays or denials of requisite approvals and accommodations for the Company's planned projects, escalated costs, legal or regulatory action, and damage to stakeholder relationships.

### Risks Relating to the Company's Relationship with the Province

#### Ownership and Continued Influence by the Province and Voting Power; Share Ownership Restrictions

The Province currently owns approximately 70.1% of the outstanding common shares of Hydro One. The *Electricity Act* restricts the Province from selling voting securities of Hydro One (including

common shares) of any class or series if it would own less than 40% of the outstanding number of voting securities of that class or series after the sale and in certain circumstances also requires the Province to take steps to maintain that level of ownership. Accordingly, the Province is expected to continue to maintain a significant ownership interest in voting securities of Hydro One for an indefinite period.

As a result of its significant ownership of the common shares of Hydro One, the Province has, and is expected indefinitely to have, the ability to determine or significantly influence the outcome of shareholder votes, subject to the restrictions in the governance agreement entered into between Hydro One and the Province dated November 5, 2015 (Governance Agreement; available on SEDAR at [www.sedar.com](http://www.sedar.com)). Despite the terms of the Governance Agreement in which the Province has agreed to engage in the business and affairs of the Company as an investor and not as a manager, there is a risk that the Province's engagement in the business and affairs of the Company as an investor will be informed by its policy objectives and may influence the conduct of the business and affairs of the Company in ways that may not be aligned with the interests of other shareholders.

The share ownership restrictions in the *Electricity Act* (Share Ownership Restrictions) and the Province's significant ownership of common shares of Hydro One together effectively prohibit one or more persons acting together from acquiring control of Hydro One. They also may limit or discourage transactions involving other fundamental changes to Hydro One and the ability of other shareholders to successfully contest the election of the directors proposed for election pursuant to the Governance Agreement. The Share Ownership Restrictions may also discourage trading in, and may limit the market for, the common shares and other voting securities.

#### Nomination of Directors and Confirmation of Chief Executive Officer and Chair

Although director nominees are required to be independent of both the Company and the Province pursuant to the Governance Agreement, there is a risk that the Province will nominate or confirm individuals who satisfy the independence requirements but who it considers are disposed to support and advance its policy objectives and give disproportionate weight to the Province's interests in exercising their business judgment and balancing the interests of the stakeholders of Hydro One. This, combined with the fact certain matters require a two-thirds vote of the Board of Directors, could allow the Province to unduly influence certain Board actions such as confirmation of the Chair and confirmation of the Chief Executive Officer.



## Board Removal Rights

Under the Governance Agreement, the Province has the right to withhold from voting in favour of all director nominees and has the right to seek to remove and replace the entire Board of Directors, including in each case its own director nominees but excluding the Chief Executive Officer and, at the Province's discretion, the Chair. In exercising these rights in any particular circumstance, the Province is entitled to vote in its sole interest, which may not be aligned with the interests of other shareholders.

## More Extensive Regulation

Although under the Governance Agreement, the Province has agreed to engage in the business and affairs of Hydro One as an investor and not as a manager and has stated that its intention is to achieve its policy objectives through legislation and regulation as it would with respect to any other utility operating in Ontario, there is a risk that the Province will exercise its legislative and regulatory power to achieve policy objectives in a manner that has a material adverse effect on the Company.

## Prohibitions on Selling the Company's Transmission or Distribution Business

The *Electricity Act* prohibits the Company from selling all or substantially all of the business, property or assets related to its transmission system or distribution system that is regulated by the OEB. There is a risk that these prohibitions may limit the ability of the Company to engage in sale transactions involving a substantial portion of either system, even where such a transaction may otherwise be considered to provide substantial benefits to the Company and the holders of the common shares.

## Future Sales of Common Shares by the Province

The Province has indicated that it currently intends to sell further common shares of Hydro One over time, until it holds approximately 40% of the common shares, subject to the selling restrictions agreed with the Underwriters. The registration rights agreement between Hydro One and the Province dated November 5, 2015 (available on SEDAR at [www.sedar.com](http://www.sedar.com)) also grants the Province the right to request that Hydro One file one or more prospectuses and take other procedural steps to facilitate secondary offerings by the Province of the common shares of Hydro One. Future sales of common shares of Hydro One by the Province, or the perception that such sales could occur, may materially adversely affect market prices for these common shares and impede Hydro One's ability to raise capital through the issuance of additional common shares, including the number of common shares that Hydro One may be able to sell at a particular time or the total proceeds that may be realized.

## Limitations on Enforcing the Governance Agreement

The Governance Agreement includes commitments by the Province restricting the exercise of its rights as a holder of voting securities, including with respect to the maximum number of directors that the Province may nominate and on how the Province will vote with respect to other director nominees. Hydro One's ability to obtain an effective remedy against the Province, if the Province were not to comply with these commitments, is limited as a result of the *Proceedings Against the Crown Act* (Ontario). This legislation provides that the remedies of injunction and specific performance are not available against the Province, although a court may make an order declaratory of the rights of the parties, which may influence the Province's actions. A remedy of damages would be available to Hydro One, but damages may not be an effective remedy, depending on the nature of the Province's non-compliance with the Governance Agreement.

## Critical Accounting Estimates and Judgments

The preparation of Hydro One Consolidated Financial Statements requires the Company to make key estimates and critical judgments that affect the reported amounts of assets, liabilities, revenues and costs, and related disclosures of contingencies. Hydro One bases its estimates and judgments on historical experience, current conditions and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities, as well as identifying and assessing the Company's accounting treatment with respect to commitments and contingencies. Actual results may differ from these estimates and judgments. Hydro One has identified the following critical accounting estimates used in the preparation of its Consolidated Financial Statements:

### Revenues

Distribution revenues attributable to the delivery of electricity are based on OEB-approved distribution rates and are recognized on an accrual basis and include billed and unbilled revenues. Billed revenues are based on electricity delivered as measured from customer meters. At the end of each month, electricity delivered to customers since the date of the last billed meter reading is estimated, and the corresponding unbilled revenue is recorded. The unbilled revenue estimate is affected by energy consumption, weather, and changes in the composition of customer classes.

## Accounts Receivable and Allowance for Doubtful Accounts

The allowance for doubtful accounts reflects the Company's best estimate of losses on billed accounts receivable balances. The Company estimates the allowance for doubtful accounts on customer receivables by applying internally developed loss rates to the outstanding receivable balances by aging category. Loss rates applied to the accounts receivable balances are based on historical overdue balances, customer payments and write-offs.

## Regulatory Assets and Liabilities

Hydro One's regulatory assets represent certain amounts receivable from future electricity customers and costs that have been deferred for accounting purposes because it is probable that they will be recovered in future rates. The regulatory assets mainly include costs related to the pension benefit liability, deferred income tax liabilities, post-retirement and post-employment benefit liability, share-based compensation costs, and environmental liabilities. The Company's regulatory liabilities represent certain amounts that are refundable to future electricity customers, and pertain primarily to OEB deferral and variance accounts. The regulatory assets and liabilities can be recognized for rate-setting and financial reporting purposes only if the amounts have been approved for inclusion in the electricity rates by the OEB, or if such approval is judged to be probable by management. If management judges that it is no longer probable that the OEB will allow the inclusion of a regulatory asset or liability in future electricity rates, the applicable carrying amount of the regulatory asset or liability will be reflected in results of operations in the period that the judgment is made by management.

## Environmental Liabilities

Hydro One records a liability for the estimated future expenditures associated with the removal and destruction of PCB-contaminated insulating oils and related electrical equipment, and for the assessment and remediation of chemically contaminated lands. There are uncertainties in estimating future environmental costs due to potential external events such as changes in legislation or regulations and advances in remediation technologies. In determining the amounts to be recorded as environmental liabilities, the Company estimates the current cost of completing required work and makes assumptions as to when the future expenditures will actually be incurred, in order to generate future cash flow information. All factors used in estimating the Company's environmental liabilities represent management's best estimates of the present value of costs required to meet existing legislation or regulations. However, it is reasonably possible that numbers or volumes of contaminated assets, cost estimates to perform work, inflation assumptions and the assumed pattern of annual cash flows may differ significantly from the Company's current assumptions. Environmental liabilities are

reviewed annually or more frequently if significant changes in regulations or other relevant factors occur. Estimate changes are accounted for prospectively.

## Employee Future Benefits

Hydro One's employee future benefits consist of pension and post-retirement and post-employment plans, and include pension, group life insurance, health care, and long-term disability benefits provided to the Company's current and retired employees. Employee future benefits costs are included in Hydro One's labour costs that are either charged to results of operations or capitalized as part of the cost of property, plant and equipment and intangible assets. Changes in assumptions affect the benefit obligation of the employee future benefits and the amounts that will be charged to results of operations or capitalized in future years. The following significant assumptions and estimates are used to determine employee future benefit costs and obligations:

## Weighted Average Discount Rate

The weighted average discount rate used to calculate the employee future benefits obligation is determined at each year end by referring to the most recently available market interest rates based on "AA"-rated corporate bond yields reflecting the duration of the applicable employee future benefit plan. The discount rate at December 31, 2016 decreased to 3.90% (from 4.00% at December 31, 2015) for pension benefits and decreased to 3.90% (from 4.10% used at December 31, 2015) for the post-retirement and post-employment plans. The decrease in the discount rate has resulted in a corresponding increase in employee future benefits liabilities for the pension, post-retirement and post-employment plans for accounting purposes. The liabilities are determined by independent actuaries using the projected benefit method prorated on service and based on assumptions that reflect management's best estimates.

## Expected Rate of Return on Plan Assets

The expected rate of return on pension plan assets is based on expectations of long-term rates of return at the beginning of the year and reflects a pension asset mix consistent with the pension plan's current investment policy.

Rates of return on the respective portfolios are determined with reference to respective published market indices. The expected rate of return on pension plan assets reflects the Company's long-term expectations. The Company believes that this assumption is reasonable because, with the pension plan's balanced investment approach, the higher volatility of equity investment returns is intended to be offset by the greater stability of fixed-income and short-term investment returns. The net result, on a long-term basis, is a lower return than might be expected by investing in equities alone. In the short term, the pension plan can experience fluctuations in actual rates of return.

## Rate of Cost of Living Increase

The rate of cost of living increase is determined by considering differences between long-term Government of Canada nominal bonds and real return bonds, which increased from 1.50% per annum as at December 31, 2015 to approximately 1.80% per annum as at December 31, 2016. Given the Bank of Canada's commitment to keep long-term inflation between 1.00% and 3.00%, management believes that the current rate is reasonable to use as a long-term assumption and as such, has used a 2.0% per annum inflation rate for employee future benefits liability valuation purposes as at December 31, 2016.

## Mortality Assumptions

The Company's employee future benefits liability is also impacted by changes in life expectancies used in mortality assumptions. Increases in life expectancies of plan members result in increases in the employee future benefits liability. The mortality assumption used at December 31, 2016 is 95% of 2014 Canadian Pensioners Mortality Private Sector table projected generationally using improvement Scale B (compared to 100% of 2014 Canadian Pensioners Mortality Public Sector table projected generationally using improvement Scale B used at December 31, 2015). The mortality table was updated based on a review of the historical mortality experience of the pension plan members.

## Rate of Increase in Health Care Cost Trends

The costs of post-retirement and post-employment benefits are determined at the beginning of the year and are based on assumptions for expected claims experience and future health care cost inflation. A 1% increase in the health care cost trends would result in a \$23 million increase in 2016 interest cost plus service cost, and a \$289 million increase in the benefit liability at December 31, 2016.

## Business Combinations

Management's judgment is required to estimate the purchase price, to identify and to determine fair value of all assets and liabilities acquired. The determination of the fair value of assets and liabilities acquired is based upon management's estimates and certain assumptions.

## Taxes

Hydro One assesses the likelihood that deferred tax assets will be recovered from future taxable income. To the extent management considers it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is recognized.

## Asset Impairment

Within Hydro One's regulated businesses, the carrying costs of most of the long-lived assets are included in the rate base where they earn an OEB-approved rate of return. Asset carrying values and the related return are recovered through OEB-approved rates. As a result, such assets are only tested for impairment in the event that the OEB disallows recovery, in whole or in part, or if such a disallowance is judged to be probable. The Company regularly monitors the assets of its unregulated Hydro One Telecom subsidiary for indications of impairment. As at December 31, 2016, no asset impairment had been recorded for assets within Hydro One's regulated or unregulated businesses.

Goodwill is evaluated for impairment on an annual basis, or more frequently if circumstances require. Hydro One has concluded that goodwill was not impaired at December 31, 2016. Goodwill represents the cost of acquired distribution and transmission companies that is in excess of the fair value of the net identifiable assets acquired at the acquisition date.

## Disclosure Controls And Internal Controls Over Financial Reporting

Internal controls have been documented and tested for adequacy and effectiveness, and continue to be refined over all business processes.

In compliance with the requirements of National Instrument 52-109, the Company's Certifying Officers have reviewed and certified the Consolidated Financial Statements for the year ended December 31, 2016, together with other financial information included in the Company's securities filings. The Certifying Officers have also certified that disclosure controls and procedures (DC&P) have been designed to provide reasonable assurance that material information relating to the Company is made known within the Company. Further, the Certifying Officers have certified that internal controls over financial reporting (ICFR) have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Consolidated Financial Statements. Based on the evaluation of the design and operating effectiveness of the Company's DC&P and ICFR, the Certifying Officers concluded that the Company's DC&P and ICFR were effective as at December 31, 2016.

## New Accounting Pronouncements

The following tables present Accounting Standards Updates (ASUs) issued by the Financial Accounting Standards Board that are applicable to Hydro One.

### Recently Adopted Accounting Guidance

ASU	Date issued	Description	Effective date	Impact on Hydro One
2014-16	November 2014	This update clarifies that all relevant terms and features should be considered in evaluating the nature of a host contract for hybrid financial instruments issued in the form of a share. The nature of the host contract depends upon the economic characteristics and risks of the entire hybrid financial instrument.	January 1, 2016	No material impact upon adoption
2015-01	January 2015	Extraordinary items are no longer required to be presented separately in the income statement.	January 1, 2016	No material impact upon adoption
2015-02	February 2015	Guidance on analysis to be performed to determine whether certain types of legal entities should be consolidated.	January 1, 2016	No material impact upon adoption
2015-03	April 2015	Debt issuance costs are required to be presented on the balance sheet as a direct deduction from the carrying amount of the related debt liability consistent with debt discounts or premiums.	January 1, 2016	Reclassification of deferred debt issuance costs and net unamortized debt premiums as an offset to long-term debt. Applied retrospectively.
2015-05	April 2015	Cloud computing arrangements that have been assessed to contain a software licence should be accounted for as internal-use software.	January 1, 2016	No material impact upon adoption
2015-16	September 2015	Adjustments to provisional amounts that are identified during the measurement period of a business combination in the reporting period in which the adjustment amount is determined are required to be recognized. The amount recorded in current period earnings are required to be presented separately on the face of the income statement or disclosed in the notes by line item.	January 1, 2016	No material impact upon adoption
2015-17	November 2015	All deferred tax assets and liabilities are required to be classified as noncurrent on the balance sheet.	January 1, 2017	This ASU was early adopted as of April 1, 2016 and was applied prospectively. As a result, the current portions of the Company's deferred income tax assets are reclassified as noncurrent assets on the consolidated Balance Sheet. Prior periods were not retrospectively adjusted.
2016-09	March 2016	Several aspects of the accounting for share-based payment transactions were simplified, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows.	January 1, 2017	This ASU was early adopted as of October 1, 2016 and was applied retrospectively. As a result, the Company accounts for forfeitures as they occur. There were no other material impacts upon adoption.

## Recently Issued Accounting Guidance Not Yet Adopted

ASU	Date issued	Description	Effective date	Anticipated impact on Hydro One
2014-09 2015-14 2016-08 2016-10 2016-12 2016-20	May 2014 – December 2016	ASU 2014-09 was issued in May 2014 and provides guidance on revenue recognition relating to the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. ASU 2015-14 deferred the effective date of ASU 2014-09 by one year. Additional ASUs were issued in 2016 that simplify transition and provide clarity on certain aspects of the new standard.	January 1, 2018	Hydro One has completed its initial assessment and has identified relevant revenue streams. No quantitative determination has been made as a detailed assessment is now underway and will continue through to the third quarter of 2017, with the end result being a determination of the financial impact of this standard. The Company is on track for implementation of this standard by the effective date.
2016-01	January 2016	This update requires equity investments to be measured at fair value with changes in fair value recognized in net income, and requires enhanced disclosures and presentation of financial assets and liabilities in the financial statements. This ASU also simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment.	January 1, 2018	Under assessment
2016-02	February 2016	Lessees are required to recognize the rights and obligations resulting from operating leases as assets (right to use the underlying asset for the term of the lease) and liabilities (obligation to make future lease payments) on the balance sheet.	January 1, 2019	An initial assessment is currently underway encompassing a review of all existing leases, which will be followed by a detailed review of relevant contracts. No quantitative determination has been made at this time. The Company is on track for implementation of this standard by the effective date.
2016-05	March 2016	The amendments clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument under Topic 815 does not, in and of itself, require de-designation of that hedging relationship provided that all other hedge accounting criteria continue to be met.	January 1, 2018	Under assessment
2016-06	March 2016	Contingent call (put) options that are assessed to accelerate the payment of principal on debt instruments need to meet the criteria of being “clearly and closely related” to their debt hosts.	January 1, 2017	No material impact
2016-07	March 2016	The requirement to retroactively adopt the equity method of accounting if an investment qualifies for use of the equity method as a result of an increase in the level of ownership or degree of influence has been eliminated.	January 1, 2017	No material impact
2016-11	May 2016	This amendment covers the SEC Staff’s rescinding of certain SEC Staff observer comments that are codified in Topic 605 and Topic 932, effective upon the adoption of Topic 606 and Topic 815, effective to coincide with the effective date of Update 2014-16.	January 1, 2019	No material impact

## MANAGEMENT'S DISCUSSION AND ANALYSIS

ASU	Date issued	Description	Effective date	Anticipated impact on Hydro One
2016-13	June 2016	The amendment provides users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date.	January 1, 2019	Under assessment
2016-15	August 2016	The amendments provide guidance for eight specific cash flow issues with the objective of reducing the existing diversity in practice.	January 1, 2018	Under assessment
2016-16	October 2016	The amendment eliminates the prohibition of recognizing current and deferred income taxes for an intra-entity asset transfer, other than inventory, until the asset has been sold to an outside party. The amendment will permit income tax consequences of such transfers to be recognized when the transfer occurs.	January 1, 2018	Under assessment
2016-18	November 2016	The amendment requires that restricted cash or restricted cash equivalents be included with cash and cash equivalents when reconciling the beginning and end-of-period balances in the statement of cash flows.	January 1, 2018	Under assessment
2017-01	January 2017	The amendment clarifies the definition of a business and provides additional guidance on evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses.	January 1, 2018	Under assessment

## Summary of Fourth Quarter Results of Operations

Three months ended December 31

(millions of dollars, except EPS)

	2016	2015	Change
<b>Revenues</b>			
Distribution	1,228	1,148	7.0%
Transmission	373	361	3.3%
Other	13	13	–
	<b>1,614</b>	<b>1,522</b>	<b>6.0%</b>
<b>Costs</b>			
Purchased power	858	786	9.2%
OM&A			
Distribution	163	146	11.6%
Transmission	98	126	(22.2%)
Other	26	29	(10.3%)
	<b>287</b>	<b>301</b>	<b>(4.7%)</b>
Depreciation and amortization	204	193	5.7%
	<b>1,349</b>	<b>1,280</b>	<b>5.4%</b>
<b>Income before financing charges and income taxes</b>	<b>265</b>	<b>242</b>	<b>9.5%</b>
Financing charges	101	94	7.4%
<b>Income before income taxes</b>	<b>164</b>	<b>148</b>	<b>10.8%</b>
Income tax expense	29	1	100.0%
<b>Net income</b>	<b>135</b>	<b>147</b>	<b>(8.2%)</b>
<b>Net income attributable to common shareholders of Hydro One</b>	<b>128</b>	<b>143</b>	<b>(10.5%)</b>
Basic EPS	\$ 0.22	\$ 0.26	(15.4%)
Diluted EPS	\$ 0.21	\$ 0.26	(19.2%)
<b>Capital investments</b>			
Distribution	201	198	1.5%
Transmission	274	251	9.2%
Other	2	2	–
	<b>477</b>	<b>451</b>	<b>5.8%</b>

### Net Income

Net income attributable to common shareholders for the quarter ended December 31, 2016 of \$128 million is a decrease of \$15 million or 10.5% from the prior year. Excluding the effect of an IPO-related positive tax adjustment of \$19 million in the fourth quarter of 2015, net income for the quarter increased by 3.2%.

### Revenues

The quarterly increase of \$12 million or 3.3% in transmission revenues was primarily due to higher average monthly Ontario

60-minute peak demand as several extremely cold days during the quarter increased peak transmission demand and OEB-approved transmission rate increases.

The quarterly increase of \$80 million or 7.0% in distribution revenues was primarily due to higher power costs from generators that are passed on to customers and increased OEB-approved distribution rates for 2016, partially offset by lower energy consumption resulting from milder weather.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### OM&A Costs

The quarterly decrease of \$28 million or 22.2% in transmission OM&A costs was primarily due to lower project cost and inventory write-downs and lower expenditures related to forestry control and line clearing on the Company's transmission rights-of-way.

The quarterly increase of \$17 million or 11.6% in distribution OM&A costs was primarily due to higher volume of vegetation management activities, partially offset by lower costs related to restoring power services and storm response.

### Depreciation and Amortization

The increase of \$11 million or 5.7% in depreciation and amortization costs for the fourth quarter of 2016 was mainly due to the growth in capital assets as the Company continues to place new assets in-service, consistent with its ongoing capital investment program.

### Financing Charges

The quarterly increase of \$7 million or 7.4% in financing charges was primarily due to an increase in interest expense on long-term debt resulting from the increase in weighted average long-term debt outstanding during the quarter.

### Income Tax Expense

Income tax expense for the fourth quarter of 2016 increased by \$28 million compared to 2015, and the Company realized an effective tax rate of approximately 17.7% in the fourth quarter of 2016 compared to approximately 0.7% in 2015. The increase in tax expense is primarily due to the following:

- the effect of an IPO-related positive tax adjustment of \$19 million in the fourth quarter of 2015;
- higher income before taxes in the fourth quarter of 2016; and
- a decrease in deductible temporary differences such as capitalized pension deducted for tax purposes.

### Capital Investments

The increase in transmission capital investments during the fourth quarter was primarily due to

- an increased volume of work on insulator replacements;
- an increased volume of integrated station component replacements to replace deteriorated assets at transmission stations; and
- higher volume of demand work associated with equipment failures and spare transformer equipment purchases; partially offset by
- reduced work on the Clarington Transmission Station as the project nears completion.

The increase in distribution capital investments during the fourth quarter was primarily due to

- increased investments related to information technology infrastructure and customer programs together with upgrade and enhancement projects, including investments to integrate mobile technology with the Company's existing work management tools;
- higher volume of facility upgrades and construction of new operation centres; and
- higher volumes of work associated with further enabling certain of Hydro One's assets to be jointly used by the telecommunications and cable television industries, as well as relocation of poles, conductors and other equipment as required by municipal and provincial road authorities; partially offset by
- higher storm restoration work in the prior year primarily as a result of two significant wind storms during the fourth quarter of 2015.

## Forward-looking Statements And Information

The Company's oral and written public communications, including this document, often contain forward-looking statements that are based on current expectations, estimates, forecasts and projections about the Company's business and the industry, regulatory and economic environments in which it operates, and include beliefs and assumptions made by the management of the Company. Such statements include, but are not limited to: statements regarding the Company's transmission and distribution rates resulting from rate applications; statements regarding the Company's liquidity and capital resources and operational requirements; statements about the standby credit facilities; expectations regarding the Company's financing activities; statements regarding the Company's maturing debt; statements related to credit ratings; statements regarding ongoing and planned projects and/or initiatives, including expected results and completion dates; statements regarding expected future capital and development investments, the timing of these expenditures and the Company's investment plans; statements regarding contractual obligations and other commercial commitments; statements related to the OEB; statements regarding future pension contributions, the pension plan and valuations; expectations related to work force demographics; statements about collective agreements; statements related to dividends; statements related to claims; expectations regarding taxes; statements related to occupational rights; statements about non-GAAP measures; statements related to critical accounting estimates, including expectations regarding employee future benefits, environmental liabilities, and regulatory assets and liabilities; expectations related to the effect of interest rates; statements about the Company's reputation; statements regarding cyber and data security; statements related to future sales of shares of Hydro One; statements related to the Company's



relationship with the Province; statements regarding recent accounting-related guidance; expectations related to tax impacts; statements related to the Universal Base Shelf Prospectus; and statements related to the Company's acquisitions, including statements about Great Lakes Power and Orillia Power. Words such as "expect", "anticipate", "intend", "attempt", "may", "plan", "will", "believe", "seek", "estimate", "goal", "aim", "target", and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve assumptions and risks and uncertainties that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Hydro One does not intend, and it disclaims any obligation, to update any forward-looking statements, except as required by law.

These forward-looking statements are based on a variety of factors and assumptions including, but not limited to, the following: no unforeseen changes in the legislative and operating framework for Ontario's electricity market; favourable decisions from the OEB and other regulatory bodies concerning outstanding and future rate and other applications; no unexpected delays in obtaining the required approvals; no unforeseen changes in rate orders or rate setting methodologies for the Company's distribution and transmission businesses; continued use of US GAAP; a stable regulatory environment; no unfavourable changes in environmental regulation; and no significant event occurring outside the ordinary course of business. These assumptions are based on information currently available to the Company, including information obtained from third-party sources. Actual results may differ materially from those predicted by such forward-looking statements. While Hydro One does not know what impact any of these differences may have, the Company's business, results of operations, financial condition and credit stability may be materially adversely affected. Factors that could cause actual results or outcomes to differ materially from the results expressed or implied by forward-looking statements include, among other things:

- risks associated with the Province's share ownership of Hydro One and other relationships with the Province, including potential conflicts of interest that may arise between Hydro One, the Province and related parties;
- regulatory risks and risks relating to Hydro One's revenues, including risks relating to rate orders, actual performance against forecasts and capital expenditures;
- the risk that the Company may be unable to comply with regulatory and legislative requirements or that the Company may incur additional costs for compliance that are not recoverable through rates;
- the risk of exposure of the Company's facilities to the effects of severe weather conditions, natural disasters or other unexpected

occurrences for which the Company is uninsured or for which the Company could be subject to claims for damage;

- public opposition to and delays or denials of the requisite approvals and accommodations for the Company's planned projects;
- the risk that Hydro One may incur significant costs associated with transferring assets located on Reserves (as defined in the *Indian Act* (Canada));
- the risks associated with information system security and maintaining a complex information technology system infrastructure;
- the risks related to the Company's work force demographic and its potential inability to attract and retain qualified personnel;
- the risk of labour disputes and inability to negotiate appropriate collective agreements on acceptable terms consistent with the Company's rate decisions;
- risk that the Company is not able to arrange sufficient cost-effective financing to repay maturing debt and to fund capital expenditures;
- risks associated with fluctuations in interest rates and failure to manage exposure to credit risk;
- the risk that the Company may not be able to execute plans for capital projects necessary to maintain the performance of the Company's assets or to carry out projects in a timely manner;
- the risk of non-compliance with environmental regulations or failure to mitigate significant health and safety risks and inability to recover environmental expenditures in rate applications;
- the risk that assumptions that form the basis of the Company's recorded environmental liabilities and related regulatory assets may change;
- the risk of not being able to recover the Company's pension expenditures in future rates and uncertainty regarding the future regulatory treatment of pension, other post-employment benefits and post-retirement benefits costs;
- the potential that Hydro One may incur significant expenses to replace functions currently outsourced if agreements are terminated or expire before a new service provider is selected;
- the risks associated with economic uncertainty and financial market volatility;
- the inability to prepare financial statements using US GAAP; and
- the impact of the ownership by the Province of lands underlying the Company's transmission system.

Hydro One cautions the reader that the above list of factors is not exhaustive. Some of these and other factors are discussed in more detail in the section "Risk Management and Risk Factors" in this MD&A.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

In addition, Hydro One cautions the reader that information provided in this MD&A regarding the Company's outlook on certain matters, including potential future investments, is provided in order to give context to the nature of some of the Company's future plans and may not be appropriate for other purposes.

Additional information about Hydro One, including the Company's Annual Information Form, is available on SEDAR at [www.sedar.com](http://www.sedar.com) and the Company's website at [www.HydroOne.com/Investors](http://www.HydroOne.com/Investors).

# Management's Report

The Consolidated Financial Statements, Management's Discussion and Analysis (MD&A) and related financial information have been prepared by the management of Hydro One Limited (Hydro One or the Company). Management is responsible for the integrity, consistency and reliability of all such information presented. The Consolidated Financial Statements have been prepared in accordance with United States Generally Accepted Accounting Principles and applicable securities legislation. The MD&A has been prepared in accordance with National Instrument 51-102.

The preparation of the Consolidated Financial Statements and information in the MD&A involves the use of estimates and assumptions based on management's judgment, particularly when transactions affecting the current accounting period cannot be finalized with certainty until future periods. Estimates and assumptions are based on historical experience, current conditions and various other assumptions believed to be reasonable in the circumstances, with critical analysis of the significant accounting policies followed by the Company as described in Note 2 to the Consolidated Financial Statements. The preparation of the Consolidated Financial Statements and the MD&A includes information regarding the estimated impact of future events and transactions. The MD&A also includes information regarding sources of liquidity and capital resources, operating trends, risks and uncertainties. Actual results in the future may differ materially from the present assessment of this information because future events and circumstances may not occur as expected. The Consolidated Financial Statements and MD&A have been properly prepared within reasonable limits of materiality and in light of information up to February 9, 2017.

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. In meeting its responsibility for the reliability of financial information, management maintains and relies on a comprehensive system of internal control and internal audit. The system of internal control includes a written corporate conduct policy; implementation of a risk management framework; effective segregation of duties and delegation of authorities; and sound accounting policies that are regularly reviewed. This structure is designed to provide reasonable assurance that assets are safeguarded and that reliable information is available on a timely basis. In addition, management has assessed the design and operating effectiveness of the Company's internal

control over financial reporting in accordance with the criteria set forth in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2016. The effectiveness of these internal controls is reported to the Audit Committee of the Hydro One Board of Directors, as required.

The Consolidated Financial Statements have been audited by KPMG LLP, independent external auditors appointed by the shareholders of the Company. The external auditors' responsibility is to express their opinion on whether the Consolidated Financial Statements are fairly presented in accordance with United States Generally Accepted Accounting Principles. The Independent Auditors' Report outlines the scope of their examination and their opinion.

The Hydro One Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal controls. The Audit Committee of Hydro One met periodically with management, the internal auditors and the external auditors to satisfy itself that each group had properly discharged its respective responsibility and to review the Consolidated Financial Statements before recommending approval by the Board of Directors. The external auditors had direct and full access to the Audit Committee, with and without the presence of management, to discuss their audit findings.

The President and Chief Executive Officer and the Chief Financial Officer have certified Hydro One's annual Consolidated Financial Statements and annual MD&A, related disclosure controls and procedures and the design and effectiveness of related internal controls over financial reporting.

On behalf of Hydro One's management:



Mayo Schmidt  
President and Chief  
Executive Officer



Michael Vels  
Chief Financial Officer

# Independent Auditors' Report

*To the Shareholders of Hydro One Limited*

We have audited the accompanying Consolidated Financial Statements of Hydro One Limited, which comprise the consolidated balance sheets as at December 31, 2016 and December 31, 2015, the consolidated statements of operations and comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

## *Management's Responsibility for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of these Consolidated Financial Statements in accordance with United States Generally Accepted Accounting Principles, and for such internal control as management determines is necessary to enable the preparation of Consolidated Financial Statements that are free from material misstatement, whether due to fraud or error.

## *Auditors' Responsibility*

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the

Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the Consolidated Financial Statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

## *Opinion*

In our opinion, the Consolidated Financial Statements present fairly, in all material respects, the consolidated financial position of Hydro One Limited as at December 31, 2016 and December 31, 2015, and its consolidated results of operations and its consolidated cash flows for the years then ended in accordance with United States Generally Accepted Accounting Principles.



Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada  
February 9, 2017

# Consolidated Statements of Operations and Comprehensive Income

For the years ended December 31, 2016 and 2015

Year ended December 31 (millions of Canadian dollars, except per share amounts)

	2016	2015
<b>Revenues</b>		
Distribution (includes \$160 related party revenues; 2015 – \$159) (Note 26)	4,915	4,949
Transmission (includes \$1,553 related party revenues; 2015 – \$1,554) (Note 26)	1,584	1,536
Other	53	53
	<b>6,552</b>	<b>6,538</b>
<b>Costs</b>		
Purchased power (includes \$2,103 related party costs; 2015 – \$2,335) (Note 26)	3,427	3,450
Operation, maintenance and administration (Note 26)	1,069	1,135
Depreciation and amortization (Note 5)	778	759
	<b>5,274</b>	<b>5,344</b>
<b>Income before financing charges and income taxes</b>	<b>1,278</b>	<b>1,194</b>
Financing charges (Note 6)	393	376
<b>Income before income taxes</b>	<b>885</b>	<b>818</b>
Income taxes (Notes 7, 26)	139	105
<b>Net income</b>	<b>746</b>	<b>713</b>
Other comprehensive income	–	1
<b>Comprehensive income</b>	<b>746</b>	<b>714</b>
<b>Net income attributable to:</b>		
Noncontrolling interest (Note 25)	6	10
Preferred shareholders	19	13
Common shareholders	721	690
	<b>746</b>	<b>713</b>
<b>Comprehensive income attributable to:</b>		
Noncontrolling interest (Note 25)	6	10
Preferred shareholders	19	13
Common shareholders	721	691
	<b>746</b>	<b>714</b>
<b>Earnings per common share (Note 23)</b>		
Basic	\$ 1.21	\$ 1.39
Diluted	\$ 1.21	\$ 1.39
<b>Dividends per common share declared (Note 22)</b>	<b>\$ 0.97</b>	<b>\$ 1.83</b>

See accompanying notes to Consolidated Financial Statements.

# Consolidated Balance Sheets

At December 31, 2016 and 2015

December 31 (millions of Canadian dollars)

	2016	2015
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	50	94
Accounts receivable (Note 8)	838	776
Due from related parties (Note 26)	158	191
Other current assets (Note 9)	102	105
	<b>1,148</b>	<b>1,166</b>
Property, plant and equipment (Note 10)	19,140	17,968
Other long-term assets:		
Regulatory assets (Note 12)	3,145	3,015
Deferred income tax assets (Note 7)	1,235	1,636
Intangible assets (Note 11)	349	336
Goodwill (Note 4)	327	163
Other assets	7	10
	<b>5,063</b>	<b>5,160</b>
<b>Total assets</b>	<b>25,351</b>	<b>24,294</b>
<b>Liabilities</b>		
Current liabilities:		
Short-term notes payable (Note 15)	469	1,491
Long-term debt payable within one year (Note 15)	602	500
Accounts payable and other current liabilities (Note 13)	945	868
Due to related parties (Note 26)	147	138
	<b>2,163</b>	<b>2,997</b>
Long-term liabilities:		
Long-term debt (includes \$548 measured at fair value; 2015 – \$51) (Notes 15, 16)	10,078	8,207
Regulatory liabilities (Note 12)	209	236
Deferred income tax liabilities (Note 7)	60	207
Other long-term liabilities (Note 14)	2,752	2,723
	<b>13,099</b>	<b>11,373</b>
<b>Total liabilities</b>	<b>15,262</b>	<b>14,370</b>
Contingencies and Commitments (Notes 28, 29)		
Subsequent Events (Note 31)		
Noncontrolling interest subject to redemption (Note 25)	22	23
<b>Equity</b>		
Common shares (Notes 21, 22)	5,623	5,623
Preferred shares (Notes 21, 22)	418	418
Additional paid-in capital (Note 24)	34	10
Retained earnings	3,950	3,806
Accumulated other comprehensive loss	(8)	(8)
Hydro One shareholders' equity	10,017	9,849
Noncontrolling interest (Note 25)	50	52
<b>Total equity</b>	<b>10,067</b>	<b>9,901</b>
	<b>25,351</b>	<b>24,294</b>

See accompanying notes to Consolidated Financial Statements.

On behalf of the Board of Directors:



David Denison  
Chair



Philip Orsino  
Chair, Audit Committee



# Consolidated Statements of Changes in Equity

For the years ended December 31, 2016 and 2015

<i>Year ended December 31, 2016</i> <i>(millions of Canadian dollars)</i>	Common Shares	Preferred Shares	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Hydro One Shareholders' Equity	Non- controlling Interest <i>(Note 25)</i>	Total Equity
January 1, 2016	5,623	418	10	3,806	(8)	9,849	52	9,901
Net income	–	–	–	740	–	740	4	744
Other comprehensive income	–	–	–	–	–	–	–	–
Distributions to noncontrolling interest	–	–	–	–	–	–	(6)	(6)
Dividends on preferred shares	–	–	–	(19)	–	(19)	–	(19)
Dividends on common shares	–	–	–	(577)	–	(577)	–	(577)
Stock-based compensation <i>(Note 24)</i>	–	–	24	–	–	24	–	24
<b>December 31, 2016</b>	<b>5,623</b>	<b>418</b>	<b>34</b>	<b>3,950</b>	<b>(8)</b>	<b>10,017</b>	<b>50</b>	<b>10,067</b>
<i>Year ended December 31, 2015</i> <i>(millions of Canadian dollars)</i>	Common Shares	Preferred Shares	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Hydro One Shareholders' Equity	Non- controlling Interest <i>(Note 25)</i>	Total Equity
January 1, 2015	3,314	–	–	4,249	(9)	7,554	49	7,603
Net income	–	–	–	703	–	703	7	710
Other comprehensive income	–	–	–	–	1	1	–	1
Distributions to noncontrolling interest	–	–	–	–	–	–	(4)	(4)
Dividends on preferred shares	–	–	–	(13)	–	(13)	–	(13)
Dividends on common shares	–	–	–	(875)	–	(875)	–	(875)
Hydro One Brampton spin-off <i>(Note 4)</i>	(196)	–	–	(258)	–	(454)	–	(454)
Pre-IPO Transactions <i>(Note 21)</i>	2,505	418	–	–	–	2,923	–	2,923
Stock-based compensation <i>(Note 24)</i>	–	–	10	–	–	10	–	10
<b>December 31, 2015</b>	<b>5,623</b>	<b>418</b>	<b>10</b>	<b>3,806</b>	<b>(8)</b>	<b>9,849</b>	<b>52</b>	<b>9,901</b>

See accompanying notes to Consolidated Financial Statements.

# Consolidated Statements of Cash Flows

For the years ended December 31, 2016 and 2015

Year ended December 31 (millions of Canadian dollars)

	2016	2015
<b>Operating activities</b>		
Net income	746	713
Environmental expenditures	(20)	(19)
Adjustments for non-cash items:		
Depreciation and amortization (excluding removal costs)	688	668
Regulatory assets and liabilities	(16)	(3)
Deferred income taxes (Note 7)	114	(2,844)
Other	10	24
Changes in non-cash balances related to operations (Note 27)	134	213
<b>Net cash from (used in) operating activities</b>	<b>1,656</b>	<b>(1,248)</b>
<b>Financing activities</b>		
Long-term debt issued	2,300	350
Long-term debt repaid	(502)	(585)
Short-term notes issued	3,031	2,891
Short-term notes repaid	(4,053)	(1,400)
Common shares issued	–	2,600
Dividends paid	(596)	(888)
Distributions paid to noncontrolling interest	(9)	(5)
Change in bank indebtedness	–	(2)
Other	(10)	(7)
<b>Net cash from financing activities</b>	<b>161</b>	<b>2,954</b>
<b>Investing activities</b>		
Capital expenditures (Note 27)		
Property, plant and equipment	(1,600)	(1,595)
Intangible assets	(61)	(37)
Capital contributions received (Note 27)	21	57
Acquisitions (Note 4)	(224)	(90)
Investment in Hydro One Brampton (Note 4)	–	(53)
Other	3	6
<b>Net cash used in investing activities</b>	<b>(1,861)</b>	<b>(1,712)</b>
<b>Net change in cash and cash equivalents</b>	<b>(44)</b>	<b>(6)</b>
Cash and cash equivalents, beginning of year	94	100
<b>Cash and cash equivalents, end of year</b>	<b>50</b>	<b>94</b>

See accompanying notes to Consolidated Financial Statements.

# Notes to Consolidated Financial Statements

For the years ended December 31, 2016 and 2015

## 1. Description of The Business

Hydro One Limited (Hydro One or the Company) was incorporated on August 31, 2015, under the *Business Corporations Act* (Ontario). On October 31, 2015, the Company acquired Hydro One Inc., a company previously wholly owned by the Province of Ontario (Province). The acquisition of Hydro One Inc. by Hydro One was accounted for as a common control transaction and Hydro One is a continuation of business operations of Hydro One Inc. At December 31, 2016, the Province holds approximately 70.1% (2015 – 84%) of the common shares of Hydro One. See note 21 for further details regarding the reorganization of Hydro One.

The principal businesses of Hydro One are the transmission and distribution of electricity to customers within Ontario.

## 2. Significant Accounting Policies

### Basis of Consolidation and Preparation

These Consolidated Financial Statements include the accounts of the Company and its subsidiaries. Intercompany transactions and balances have been eliminated.

The comparative information to these Consolidated Financial Statements has been presented in a manner similar to the pooling-of-interests method. The comparative information consists of the results of operations of Hydro One Inc. prior to October 31, 2015, and the consolidated results of operations of Hydro One from the date of incorporation on August 31, 2015 to December 31, 2015, which include the results of Hydro One Inc. subsequent to its acquisition on October 31, 2015. The comparative information has been combined using historical amounts. In addition, Hydro One's issued and outstanding common shares prior to October 31, 2015 have been retroactively adjusted for the purposes of presentation to reflect the effects of the acquisition of Hydro One Inc. using the exchange ratio established for the acquisition. The Consolidated Financial Statements are referred to as "consolidated" for all periods presented.

On August 31, 2015, Hydro One Inc. completed the spin-off of its subsidiary, Hydro One Brampton Networks Inc. (Hydro One Brampton) to the Province (see note 4). The comparative information to these Consolidated Financial Statements includes the results of Hydro One Brampton up to August 31, 2015.

## Basis of Accounting

These Consolidated Financial Statements are prepared and presented in accordance with United States (US) Generally Accepted Accounting Principles (GAAP) and in Canadian dollars.

## Use of Management Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenses, gains and losses during the reporting periods. Management evaluates these estimates on an ongoing basis based upon historical experience, current conditions, and assumptions believed to be reasonable at the time the assumptions are made, with any adjustments being recognized in results of operations in the period they arise. Significant estimates relate to regulatory assets and regulatory liabilities, environmental liabilities, pension benefits, post-retirement and post-employment benefits, asset retirement obligations, goodwill and asset impairments, contingencies, unbilled revenues, allowance for doubtful accounts, derivative instruments, and deferred income tax assets and liabilities. Actual results may differ significantly from these estimates.

## Rate Setting

The Company's Transmission Business consists of the transmission business of Hydro One Inc., which includes the transmission business of Hydro One Networks Inc. (Hydro One Networks), Hydro One Sault Ste. Marie LP (previously Great Lakes Power Transmission LP (Great Lakes Power)), and its 66% interest in B2M Limited Partnership (B2M LP). The Company's Distribution Business consists of the distribution business of Hydro One Inc., which includes the distribution businesses of Hydro One Networks, as well as Hydro One Remote Communities Inc. (Hydro One Remote Communities).

## Transmission

In November 2015, the OEB approved Hydro One Networks' 2016 transmission rates revenue requirement of \$1,480 million.

In December 2015, the OEB approved B2M LP's 2015-2019 rates revenue requirements of \$39 million, \$36 million, \$37 million, \$38 million and \$37 million for the respective years. On January 14, 2016, the OEB approved the B2M LP revenue requirement recovery through the 2016 Uniform Transmission Rates, and the establishment of a deferral account to capture costs of Tax Rate and Rule changes.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Distribution

In March 2015, the OEB approved Hydro One Networks' distribution revenue requirements of \$1,326 million for 2015, \$1,430 million for 2016 and \$1,486 million for 2017. The OEB has subsequently approved updated revenue requirements of \$1,410 million for 2016 and \$1,415 million for 2017.

On March 17, 2016, the OEB approved an increase of 2.10% to Hydro One Remote Communities' basic rates for the distribution and generation of electricity, with an effective date of May 1, 2016.

### Regulatory Accounting

The OEB has the general power to include or exclude revenues, costs, gains or losses in the rates of a specific period, resulting in a change in the timing of accounting recognition from that which would have been applied in an unregulated company. Such change in timing involves the application of rate-regulated accounting, giving rise to the recognition of regulatory assets and liabilities. The Company's regulatory assets represent certain amounts receivable from future customers and costs that have been deferred for accounting purposes because it is probable that they will be recovered in future rates. In addition, the Company has recorded regulatory liabilities that generally represent amounts that are refundable to future customers. The Company continually assesses the likelihood of recovery of each of its regulatory assets and continues to believe that it is probable that the OEB will include its regulatory assets and liabilities in setting of future rates. If, at some future date, the Company judges that it is no longer probable that the OEB will include a regulatory asset or liability in setting future rates, the appropriate carrying amount would be reflected in results of operations in the period that the assessment is made.

### Cash and Cash Equivalents

Cash and cash equivalents include cash and short-term investments with an original maturity of three months or less.

### Revenue Recognition

Transmission revenues are collected through OEB-approved rates, which are based on an approved revenue requirement that includes a rate of return. Such revenue is recognized as electricity is transmitted and delivered to customers.

Distribution revenues attributable to the delivery of electricity are based on OEB-approved distribution rates and are recognized on an accrual basis and include billed and unbilled revenues. Billed revenues are based on electricity delivered as measured from customer meters. At the end of each month, electricity delivered to customers since the date of the last billed meter reading is estimated,

and the corresponding unbilled revenue is recorded. The unbilled revenue estimate is affected by energy consumption, weather, and changes in the composition of customer classes.

Distribution revenue also includes an amount relating to rate protection for rural, residential, and remote customers, which is received from the Independent Electricity System Operator (IESO) based on a standardized customer rate that is approved by the OEB.

Revenues also include amounts related to sales of other services and equipment. Such revenue is recognized as services are rendered or as equipment is delivered.

Revenues are recorded net of indirect taxes.

### Accounts Receivable and Allowance for Doubtful Accounts

Billed accounts receivable are recorded at the invoiced amount, net of allowance for doubtful accounts. Unbilled accounts receivable are recorded at their estimated value. Overdue amounts related to regulated billings bear interest at OEB-approved rates. The allowance for doubtful accounts reflects the Company's best estimate of losses on billed accounts receivable balances. The Company estimates the allowance for doubtful accounts on billed accounts receivable by applying internally developed loss rates to the outstanding receivable balances by aging category. Loss rates applied to the billed accounts receivable balances are based on historical overdue balances, customer payments and write-offs. Accounts receivable are written-off against the allowance when they are deemed uncollectible. The allowance for doubtful accounts is affected by changes in volume, prices and economic conditions.

### Noncontrolling interest

Noncontrolling interest represents the portion of equity ownership in subsidiaries that is not attributable to shareholders of Hydro One. Noncontrolling interest is initially recorded at fair value and subsequently the amount is adjusted for the proportionate share of net income and other comprehensive income attributable to the noncontrolling interest and any dividends or distributions paid to the noncontrolling interest.

If a transaction results in the acquisition of all, or part, of a noncontrolling interest in a subsidiary, the acquisition of the noncontrolling interest is accounted for as an equity transaction. No gain or loss is recognized in consolidated net income or comprehensive income as a result of changes in the noncontrolling interest, unless a change results in the loss of control by the Company.

## Income Taxes

Prior to the IPO, Hydro One was exempt from tax under the *Income Tax Act* (Canada) and the *Taxation Act, 2007* (Ontario) (Federal Tax Regime). However, under the *Electricity Act*, Hydro One was required to make payments in lieu of tax (PILs) to the Ontario Electricity Financing Corporation (OEFC) (PILs Regime). The PILs were, in general, based on the amount of tax that Hydro One would otherwise be liable to pay under the Federal Tax Regime if it was not exempt from taxes under those statutes. In connection with the IPO of Hydro One, Hydro One's exemption from tax under the Federal Tax Regime ceased to apply. Upon exiting the PILs Regime, Hydro One is required to make corporate income tax payments to the Canada Revenue Agency (CRA) under the Federal Tax Regime.

Current and deferred income taxes are computed based on the tax rates and tax laws enacted as at the balance sheet date. Tax benefits associated with income tax positions taken, or expected to be taken, in a tax return are recorded only when the "more-likely-than-not" recognition threshold is satisfied and are measured at the largest amount of benefit that has a greater than 50% likelihood of being realized upon settlement. Management evaluates each position based solely on the technical merits and facts and circumstances of the position, assuming the position will be examined by a taxing authority having full knowledge of all relevant information. Significant management judgment is required to determine recognition thresholds and the related amount of tax benefits to be recognized in the Consolidated Financial Statements. Management re-evaluates tax positions each period using new information about recognition or measurement as it becomes available.

## Deferred Income Taxes

Deferred income taxes are provided for using the liability method. Deferred income taxes are recognized based on the estimated future tax consequences attributable to temporary differences between the carrying amount of assets and liabilities in the Consolidated Financial Statements and their corresponding tax bases.

Deferred income tax liabilities are recognized on all taxable temporary differences. Deferred tax assets are recognized to the extent that it is more-likely-than-not that these assets will be realized from taxable income available against which deductible temporary differences can be utilized.

Deferred income taxes are calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized, based on the tax rates and tax laws that have been enacted as at the balance sheet date. Deferred income taxes that are not included in the rate-setting process are charged or credited to the Consolidated Statements of Operations and Comprehensive Income.

If management determines that it is more-likely-than-not that some or all of a deferred income tax asset will not be realized, a valuation allowance is recorded against the deferred income tax asset to report the net balance at the amount expected to be realized. Previously unrecognized deferred income tax assets are reassessed at each balance sheet date and are recognized to the extent that it has become more-likely-than-not that the tax benefit will be realized.

The Company records regulatory assets and liabilities associated with deferred income taxes that will be included in the rate-setting process.

The Company uses the flow-through method to account for investment tax credits (ITCs) earned on eligible scientific research and experimental development expenditures, and apprenticeship job creation. Under this method, only non-refundable ITCs are recognized as a reduction to income tax expense.

## Materials and Supplies

Materials and supplies represent consumables, small spare parts and construction materials held for internal construction and maintenance of property, plant and equipment. These assets are carried at average cost less any impairments recorded.

## Property, Plant and Equipment

Property, plant and equipment is recorded at original cost, net of customer contributions, and any accumulated impairment losses. The cost of additions, including betterments and replacement asset components, is included on the Consolidated Balance Sheets as property, plant and equipment.

The original cost of property, plant and equipment includes direct materials, direct labour (including employee benefits), contracted services, attributable capitalized financing costs, asset retirement costs, and direct and indirect overheads that are related to the capital project or program. Indirect overheads include a portion of corporate costs such as finance, treasury, human resources, information technology and executive costs. Overhead costs, including corporate functions and field services costs, are capitalized on a fully allocated basis, consistent with an OEB-approved methodology.

Property, plant and equipment in service consists of transmission, distribution, communication, administration and service assets and land easements. Property, plant and equipment also includes future use assets, such as land, major components and spare parts, and capitalized project development costs associated with deferred capital projects.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Transmission

Transmission assets include assets used for the transmission of high-voltage electricity, such as transmission lines, support structures, foundations, insulators, connecting hardware and grounding systems, and assets used to step up the voltage of electricity from generating stations for transmission and to step down voltages for distribution, including transformers, circuit breakers and switches.

### Distribution

Distribution assets include assets related to the distribution of low-voltage electricity, including lines, poles, switches, transformers, protective devices and metering systems.

### Communication

Communication assets include fibre optic and microwave radio systems, optical ground wire, towers, telephone equipment and associated buildings.

### Administration and Service

Administration and service assets include administrative buildings, personal computers, transport and work equipment, tools and other minor assets.

### Easements

Easements include statutory rights of use for transmission corridors and abutting lands granted under the *Reliable Energy and Consumer Protection Act, 2002*, as well as other land access rights.

### Intangible Assets

Intangible assets separately acquired or internally developed are measured on initial recognition at cost, which comprises purchased software, direct labour (including employee benefits), consulting, engineering, overheads and attributable capitalized financing charges. Following initial recognition, intangible assets are carried at cost, net of any accumulated amortization and accumulated impairment losses. The Company's intangible assets primarily represent major computer applications.

### Capitalized Financing Costs

Capitalized financing costs represent interest costs attributable to the construction of property, plant and equipment or development of intangible assets. The financing cost of attributable borrowed funds is capitalized as part of the acquisition cost of such assets. The capitalized financing costs are a reduction of financing charges recognized in the Consolidated Statements of Operations and Comprehensive Income. Capitalized financing costs are calculated using the Company's weighted average effective cost of debt.

### Construction and Development in Progress

Construction and development in progress consists of the capitalized cost of constructed assets that are not yet complete and which have not yet been placed in service.

### Depreciation and Amortization

The cost of property, plant and equipment and intangible assets is depreciated or amortized on a straight-line basis based on the estimated remaining service life of each asset category, except for transport and work equipment, which is depreciated on a declining balance basis.

The Company periodically initiates an external independent review of its property, plant and equipment and intangible asset depreciation and amortization rates, as required by the OEB. Any changes arising from OEB approval of such a review are implemented on a remaining service life basis, consistent with their inclusion in electricity rates. The last review resulted in changes to rates effective January 1, 2015. A summary of average service lives and depreciation and amortization rates for the various classes of assets is included below:

	Average Service Life	Rate Range	Average
Property, plant and equipment:			
Transmission	56 years	1% – 3%	2%
Distribution	46 years	1% – 7%	2%
Communication	16 years	1% – 15%	6%
Administration and service	18 years	1% – 20%	7%
Intangible assets	10 years	10%	10%

In accordance with group depreciation practices, the original cost of property, plant and equipment, or major components thereof, and intangible assets that are normally retired, is charged to accumulated depreciation, with no gain or loss being reflected in results of operations. Where a disposition of property, plant and equipment occurs through sale, a gain or loss is calculated based on proceeds and such gain or loss is included in depreciation expense.

## Acquisitions and Goodwill

The Company accounts for business acquisitions using the acquisition method of accounting and, accordingly, the assets and liabilities of the acquired entities are primarily measured at their estimated fair value at the date of acquisition. Goodwill represents the cost of acquired companies that is in excess of the fair value of the net identifiable assets acquired at the acquisition date. Goodwill is not included in rate base.

Goodwill is evaluated for impairment on an annual basis, or more frequently if circumstances require. The Company performs a qualitative assessment to determine whether it is more-likely-than-not that the fair value of the applicable reporting unit is less than its carrying amount. If the Company determines, as a result of its qualitative assessment, that it is not more-likely-than-not that the fair value of the applicable reporting unit is less than its carrying amount, no further testing is required. If the Company determines, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of the applicable reporting unit is less than its carrying amount, a goodwill impairment assessment is performed using a two-step, fair value-based test. The first step compares the fair value of the applicable reporting unit to its carrying amount, including goodwill. If the carrying amount of the applicable reporting unit exceeds its fair value, a second step is performed. The second step requires an allocation of fair value to the individual assets and liabilities using purchase price allocation in order to determine the implied fair value of goodwill. If the implied fair value of goodwill is less than the carrying amount, an impairment loss is recorded as a reduction to goodwill and as a charge to results of operations.

For the year ended December 31, 2016, based on the qualitative assessment performed as at September 30, 2016, the Company has determined that it is not more-likely-than-not that the fair value of each applicable reporting unit assessed is less than its carrying amount. As a result, no further testing was performed, and the Company has concluded that goodwill was not impaired at December 31, 2016.

## Long-Lived Asset Impairment

When circumstances indicate the carrying value of long-lived assets may not be recoverable, the Company evaluates whether the carrying value of such assets, excluding goodwill, has been

impaired. For such long-lived assets, the Company evaluates whether impairment may exist by estimating future estimated undiscounted cash flows expected to result from the use and eventual disposition of the asset. When alternative courses of action to recover the carrying amount of a long-lived asset are under consideration, a probability-weighted approach is used to develop estimates of future undiscounted cash flows. If the carrying value of the long-lived asset is not recoverable based on the estimated future undiscounted cash flows, an impairment loss is recorded, measured as the excess of the carrying value of the asset over its fair value. As a result, the asset's carrying value is adjusted to its estimated fair value.

Within its regulated business, the carrying costs of most of Hydro One's long-lived assets are included in rate base where they earn an OEB-approved rate of return. Asset carrying values and the related return are recovered through approved rates. As a result, such assets are only tested for impairment in the event that the OEB disallows recovery, in whole or in part, or if such a disallowance is judged to be probable.

Hydro One regularly monitors the assets of its unregulated Hydro One Telecom subsidiary for indications of impairment. Management assesses the fair value of such long-lived assets using commonly accepted techniques. Techniques used to determine fair value include, but are not limited to, the use of recent third-party comparable sales for reference and internally developed discounted cash flow analysis. Significant changes in market conditions, changes to the condition of an asset, or a change in management's intent to utilize the asset are generally viewed by management as triggering events to reassess the cash flows related to these long-lived assets. As at December 31, 2016 and 2015, no asset impairment had been recorded for assets within either the Company's regulated or unregulated businesses.

## Costs of Arranging Debt Financing

For financial liabilities classified as other than held-for-trading, the Company defers the external transaction costs related to obtaining debt financing and presents such amounts net of related debt on the Consolidated Balance Sheets. Deferred debt issuance costs are amortized over the contractual life of the related debt on an effective-interest basis and the amortization is included within financing charges in the Consolidated Statements of Operations and Comprehensive Income. Transaction costs for items classified as held-for-trading are expensed immediately.

## Comprehensive Income

Comprehensive income is comprised of net income and other comprehensive income (OCI). Hydro One presents net income and OCI in a single continuous Consolidated Statement of Operations and Comprehensive Income.

## Financial Assets and Liabilities

All financial assets and liabilities are classified into one of the following five categories: held-to-maturity; loans and receivables; held-for-trading; other liabilities; or available-for-sale. Financial assets and liabilities classified as held-for-trading are measured at fair value. All other financial assets and liabilities are measured at amortized cost, except accounts receivable and amounts due from related parties, which are measured at the lower of cost or fair value. Accounts receivable and amounts due from related parties are classified as loans and receivables. The Company considers the carrying amounts of accounts receivable and amounts due from related parties to be reasonable estimates of fair value because of the short time to maturity of these instruments. Provisions for impaired accounts receivable are recognized as adjustments to the allowance for doubtful accounts and are recognized when there is objective evidence that the Company will not be able to collect amounts according to the original terms. All financial instrument transactions are recorded at trade date.

Derivative instruments are measured at fair value. Gains and losses from fair valuation are included within financing charges in the period in which they arise. The Company determines the classification of its financial assets and liabilities at the date of initial recognition. The Company designates certain of its financial assets and liabilities to be held at fair value, when it is consistent with the Company's risk management policy disclosed in Note 16 – Fair Value of Financial Instruments and Risk Management.

## Derivative Instruments and Hedge Accounting

The Company closely monitors the risks associated with changes in interest rates on its operations and, where appropriate, uses various instruments to hedge these risks. Certain of these derivative instruments qualify for hedge accounting and are designated as accounting hedges, while others either do not qualify as hedges or have not been designated as hedges (hereinafter referred to as undesignated contracts) as they are part of economic hedging relationships.

The accounting guidance for derivative instruments requires the recognition of all derivative instruments not identified as meeting the normal purchase and sale exemption as either assets or liabilities recorded at fair value on the Consolidated Balance Sheets. For derivative instruments that qualify for hedge accounting, the Company may elect to designate such derivative instruments as either cash flow hedges or fair value hedges. The Company offsets fair value amounts recognized on its Consolidated Balance Sheets related to derivative instruments executed with the same counterparty under the same master netting agreement.

For derivative instruments that qualify for hedge accounting and which are designated as cash flow hedges, the effective portion of any gain or loss, net of tax, is reported as a component of accumulated OCI (AOCI) and is reclassified to results of operations in the same period or periods during which the hedged transaction affects results of operations. Any gains or losses on the derivative instrument that represent either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in results of operations. For fair value hedges, changes in fair value of both the derivative instrument and the underlying hedged exposure are recognized in the Consolidated Statements of Operations and Comprehensive Income in the current period. The gain or loss on the derivative instrument is included in the same line item as the offsetting gain or loss on the hedged item in the Consolidated Statements of Operations and Comprehensive Income. The changes in fair value of the undesignated derivative instruments are reflected in results of operations.

Embedded derivative instruments are separated from their host contracts and are carried at fair value on the Consolidated Balance Sheets when: (a) the economic characteristics and risks of the embedded derivative are not clearly and closely related to the economic characteristics and risks of the host contract; (b) the hybrid instrument is not measured at fair value, with changes in fair value recognized in results of operations each period; and (c) the embedded derivative itself meets the definition of a derivative. The Company does not engage in derivative trading or speculative activities and had no embedded derivatives at December 31, 2016 or 2015.

Hydro One periodically develops hedging strategies taking into account risk management objectives. At the inception of a hedging relationship where the Company has elected to apply hedge accounting, Hydro One formally documents the relationship between the hedged item and the hedging instrument, the related risk management objective, the nature of the specific risk exposure being hedged, and the method for assessing the effectiveness of the hedging relationship. The Company also assesses, both at the inception of the hedge and on a quarterly basis, whether the hedging instruments are effective in offsetting changes in fair values or cash flows of the hedged items.

## Employee Future Benefits

Employee future benefits provided by Hydro One include pension, post-retirement and post-employment benefits. The costs of the Company's pension, post-retirement and post-employment benefit plans are recorded over the periods during which employees render service.

The Company recognizes the funded status of its defined benefit pension, post-retirement and post-employment plans on its Consolidated Balance Sheets and subsequently recognizes the changes in funded status at the end of each reporting year. Defined benefit pension, post-retirement and post-employment plans are considered to be underfunded when the projected benefit obligation exceeds the fair value of the plan assets. Liabilities are recognized on the Consolidated Balance Sheets for any net underfunded projected benefit obligation. The net underfunded projected benefit obligation may be disclosed as a current liability, long-term liability, or both. The current portion is the amount by which the actuarial present value of benefits included in the benefit obligation payable in the next 12 months exceeds the fair value of plan assets. If the fair value of plan assets exceeds the projected benefit obligation of the plan, an asset is recognized equal to the net overfunded projected benefit obligation. The post-retirement and post-employment benefit plans are unfunded because there are no related plan assets.

Hydro One recognizes its contributions to the defined contribution pension plan as pension expense, with a portion being capitalized as part of labour costs included in capital expenditures. The expensed amount is included in operation, maintenance and administration costs in the Consolidated Statements of Operations and Comprehensive Income.

### Defined Benefit Pension

Defined benefit pension costs are recorded on an accrual basis for financial reporting purposes. Pension costs are actuarially determined using the projected benefit method prorated on service and are based on assumptions that reflect management's best estimate of the effect of future events, including future compensation increases. Past service costs from plan amendments and all actuarial gains and losses are amortized on a straight-line basis over the expected average remaining service period of active employees in the plan, and over the estimated remaining life expectancy of inactive employees in the plan. Pension plan assets, consisting primarily of listed equity securities as well as corporate and government debt securities, are fair valued at the end of each year. Hydro One records a regulatory asset equal to the net underfunded projected benefit obligation for its pension plan.

### Post-retirement and Post-employment Benefits

Post-retirement and post-employment benefits are recorded and included in rates on an accrual basis. Costs are determined by independent actuaries using the projected benefit method prorated on service and based on assumptions that reflect management's best estimates. Past service costs from plan amendments are amortized to results of operations based on the expected average remaining service period.

For post-retirement benefits, all actuarial gains or losses are deferred using the "corridor" approach. The amount calculated above the "corridor" is amortized to results of operations on a straight-line basis over the expected average remaining service life of active employees in the plan and over the remaining life expectancy of inactive employees in the plan. The post-retirement benefit obligation is remeasured to its fair value at each year end based on an annual actuarial report, with an offset to the associated regulatory asset, to the extent of the remeasurement adjustment.

For post-employment obligations, the associated regulatory liabilities representing actuarial gains on transition to US GAAP are amortized to results of operations based on the "corridor" approach. The actuarial gains and losses on post-employment obligations that are incurred during the year are recognized immediately to results of operations. The post-employment benefit obligation is remeasured to its fair value at each year end based on an annual actuarial report, with an offset to the associated regulatory asset, to the extent of the remeasurement adjustment.

All post-retirement and post-employment future benefit costs are attributed to labour and are either charged to results of operations or capitalized as part of the cost of property, plant and equipment and intangible assets.

### Stock-Based Compensation Share Grant Plans

Hydro One measures share grant plans based on fair value of share grants as estimated based on the grant date share price. The costs are recognized in the financial statements using the graded-vesting attribution method for share grant plans that have both a performance condition and a service condition. The Company records a regulatory asset equal to the accrued costs of share grant plans recognized in each period. Forfeitures are recognized as they occur (see note 3).

### Directors' Deferred Share Unit (DSU) Plan

The Company records the liabilities associated with its Directors' DSU Plan at fair value at each reporting date until settlement, recognizing compensation expense over the vesting period on a straight-line basis. The fair value of the DSU liability is based on the Company's common share closing price at the end of each reporting period.

### Long-term Incentive Plan (LTIP)

The Company measures its LTIP at fair value based on the grant date share price. The related compensation expense is recognized over the vesting period on a straight-line basis. Forfeitures are recognized as they occur.

## Loss Contingencies

Hydro One is involved in certain legal and environmental matters that arise in the normal course of business. In the preparation of its Consolidated Financial Statements, management makes judgments regarding the future outcome of contingent events and records a loss for a contingency based on its best estimate when it is determined that such loss is probable and the amount of the loss can be reasonably estimated. Where the loss amount is recoverable in future rates, a regulatory asset is also recorded. When a range estimate for the probable loss exists and no amount within the range is a better estimate than any other amount, the Company records a loss at the minimum amount within the range.

Management regularly reviews current information available to determine whether recorded provisions should be adjusted and whether new provisions are required. Estimating probable losses may require analysis of multiple forecasts and scenarios that often depend on judgments about potential actions by third parties, such as federal, provincial and local courts or regulators. Contingent liabilities are often resolved over long periods of time. Amounts recorded in the Consolidated Financial Statements may differ from the actual outcome once the contingency is resolved. Such differences could have a material impact on future results of operations, financial position and cash flows of the Company.

Provisions are based upon current estimates and are subject to greater uncertainty where the projection period is lengthy. A significant upward or downward trend in the number of claims filed, the nature of the alleged injuries, and the average cost of resolving each claim could change the estimated provision, as could any substantial adverse or favourable verdict at trial. A federal or provincial legislative outcome or structured settlement could also change the estimated liability. Legal fees are expensed as incurred.

## Environmental Liabilities

Environmental liabilities are recorded in respect of past contamination when it is determined that future environmental remediation expenditures are probable under existing statute or regulation and the amount of the future expenditures can be reasonably estimated. Hydro One records a liability for the estimated future expenditures associated with contaminated land assessment and remediation and for the phase-out and destruction of polychlorinated biphenyl (PCB)-contaminated mineral oil removed from electrical equipment, based on the present value of these estimated future expenditures. The Company determines the present value with a discount rate equal to its credit-adjusted risk-free interest rate on financial instruments with comparable maturities to the pattern of future environmental expenditures. As the Company anticipates that the future expenditures

will continue to be recoverable in future rates, an offsetting regulatory asset has been recorded to reflect the future recovery of these environmental expenditures from customers. Hydro One reviews its estimates of future environmental expenditures annually, or more frequently if there are indications that circumstances have changed.

## Asset Retirement Obligations

Asset retirement obligations are recorded for legal obligations associated with the future removal and disposal of long-lived assets. Such obligations may result from the acquisition, construction, development and/or normal use of the asset. Conditional asset retirement obligations are recorded when there is a legal obligation to perform a future asset retirement activity but where the timing and/or method of settlement are conditional on a future event that may or may not be within the control of the Company. In such a case, the obligation to perform the asset retirement activity is unconditional even though uncertainty exists about the timing and/or method of settlement.

When recording an asset retirement obligation, the present value of the estimated future expenditures required to complete the asset retirement activity is recorded in the period in which the obligation is incurred, if a reasonable estimate can be made. In general, the present value of the estimated future expenditures is added to the carrying amount of the associated asset and the resulting asset retirement cost is depreciated over the estimated useful life of the asset. Where an asset is no longer in service when an asset retirement obligation is recorded, the asset retirement cost is recorded in results of operations.

Some of the Company's transmission and distribution assets, particularly those located on unowned easements and rights-of-way, may have asset retirement obligations, conditional or otherwise. The majority of the Company's easements and rights-of-way are either of perpetual duration or are automatically renewed annually. Land rights with finite terms are generally subject to extension or renewal. As the Company expects to use the majority of its facilities in perpetuity, no asset retirement obligations have been recorded for these assets. If, at some future date, a particular facility is shown not to meet the perpetuity assumption, it will be reviewed to determine whether an estimable asset retirement obligation exists. In such a case, an asset retirement obligation would be recorded at that time.

The Company's asset retirement obligations recorded to date relate to estimated future expenditures associated with the removal and disposal of asbestos-containing materials installed in some of its facilities and with the decommissioning of specific switching stations located on unowned sites.

### 3. New Accounting Pronouncements

The following tables present Accounting Standards Updates (ASUs) issued by the Financial Accounting Standards Board (FASB) that are applicable to Hydro One:

#### Recently Adopted Accounting Guidance

ASU	Date issued	Description	Effective date	Impact on Hydro One
2014-16	November 2014	This update clarifies that all relevant terms and features should be considered in evaluating the nature of a host contract for hybrid financial instruments issued in the form of a share. The nature of the host contract depends upon the economic characteristics and risks of the entire hybrid financial instrument.	January 1, 2016	No material impact upon adoption
2015-01	January 2015	Extraordinary items are no longer required to be presented separately in the income statement.	January 1, 2016	No material impact upon adoption
2015-02	February 2015	Guidance on analysis to be performed to determine whether certain types of legal entities should be consolidated.	January 1, 2016	No material impact upon adoption
2015-03	April 2015	Debt issuance costs are required to be presented on the balance sheet as a direct deduction from the carrying amount of the related debt liability consistent with debt discounts or premiums.	January 1, 2016	Reclassification of deferred debt issuance costs and net unamortized debt premiums as an offset to long-term debt. Applied retrospectively (see note 15).
2015-05	April 2015	Cloud computing arrangements that have been assessed to contain a software licence should be accounted for as internal-use software.	January 1, 2016	No material impact upon adoption
2015-16	September 2015	Adjustments to provisional amounts that are identified during the measurement period of a business combination in the reporting period in which the adjustment amount is determined are required to be recognized. The amount recorded in current period earnings are required to be presented separately on the face of the income statement or disclosed in the notes by line item.	January 1, 2016	No material impact upon adoption
2015-17	November 2015	All deferred tax assets and liabilities are required to be classified as noncurrent on the balance sheet.	January 1, 2017	This ASU was early adopted as of April 1, 2016 and was applied prospectively. As a result, the current portions of the Company's deferred income tax assets are reclassified as noncurrent assets on the consolidated Balance Sheet. Prior periods were not retrospectively adjusted (see note 7).
2016-09	March 2016	Several aspects of the accounting for share-based payment transactions were simplified, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows.	January 1, 2017	This ASU was early adopted as of October 1, 2016 and was applied retrospectively. As a result, the Company accounts for forfeitures as they occur. There were no other material impacts upon adoption.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Recently Issued Accounting Guidance Not Yet Adopted

ASU	Date issued	Description	Effective date	Anticipated impact on Hydro One
2014-09 2015-14 2016-08 2016-10 2016-12 2016-20	May 2014 – December 2016	ASU 2014-09 was issued in May 2014 and provides guidance on revenue recognition relating to the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. ASU 2015-14 deferred the effective date of ASU 2014-09 by one year. Additional ASUs were issued in 2016 that simplify transition and provide clarity on certain aspects of the new standard.	January 1, 2018	Hydro One has completed its initial assessment and has identified relevant revenue streams. No quantitative determination has been made as a detailed assessment is now underway and will continue through to the third quarter of 2017, with the end result being a determination of the financial impact of this standard. The Company is on track for implementation of this standard by the effective date.
2016-01	January 2016	This update requires equity investments to be measured at fair value with changes in fair value recognized in net income, and requires enhanced disclosures and presentation of financial assets and liabilities in the financial statements. This ASU also simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment.	January 1, 2018	Under assessment
2016-02	February 2016	Lessees are required to recognize the rights and obligations resulting from operating leases as assets (right to use the underlying asset for the term of the lease) and liabilities (obligation to make future lease payments) on the balance sheet.	January 1, 2019	An initial assessment is currently underway encompassing a review of all existing leases, which will be followed by a detailed review of relevant contracts. No quantitative determination has been made at this time. The Company is on track for implementation of this standard by the effective date.
2016-05	March 2016	The amendments clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument under Topic 815 does not, in and of itself, require de-designation of that hedging relationship provided that all other hedge accounting criteria continue to be met.	January 1, 2018	Under assessment
2016-06	March 2016	Contingent call (put) options that are assessed to accelerate the payment of principal on debt instruments need to meet the criteria of being "clearly and closely related" to their debt hosts.	January 1, 2017	No material impact
2016-07	March 2016	The requirement to retroactively adopt the equity method of accounting if an investment qualifies for use of the equity method as a result of an increase in the level of ownership or degree of influence has been eliminated.	January 1, 2017	No material impact
2016-11	May 2016	This amendment covers the SEC Staff's rescinding of certain SEC Staff observer comments that are codified in Topic 605 and Topic 932, effective upon the adoption of Topic 606 and Topic 815, effective to coincide with the effective date of Update 2014-16.	January 1, 2019	No material impact

ASU	Date issued	Description	Effective date	Anticipated impact on Hydro One
2016-13	June 2016	The amendment provides users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date.	January 1, 2019	Under assessment
2016-15	August 2016	The amendments provide guidance for eight specific cash flow issues with the objective of reducing the existing diversity in practice.	January 1, 2018	Under assessment
2016-16	October 2016	The amendment eliminates the prohibition of recognizing current and deferred income taxes for an intra-entity asset transfer, other than inventory, until the asset has been sold to an outside party. The amendment will permit income tax consequences of such transfers to be recognized when the transfer occurs.	January 1, 2018	Under assessment
2016-18	November 2016	The amendment requires that restricted cash or restricted cash equivalents be included with cash and cash equivalents when reconciling the beginning and end-of-period balances in the statement of cash flows.	January 1, 2018	Under assessment
2017-01	January 2017	The amendment clarifies the definition of a business and provides additional guidance on evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses.	January 1, 2018	Under assessment

#### 4. Business Combinations

##### Acquisition of Great Lakes Power

On October 31, 2016, Hydro One acquired Great Lakes Power, an Ontario regulated electricity transmission business operating along the eastern shore of Lake Superior, north and east of Sault Ste. Marie, Ontario from Brookfield Infrastructure Holdings Inc. The total purchase price for Great Lakes Power was approximately \$376 million,

(millions of dollars)

Cash and cash equivalents	5
Property, plant and equipment	221
Intangible assets	1
Regulatory assets	50
Goodwill	159
Working capital	(2)
Long-term debt	(186)
Pension and post-employment benefit liabilities, net	(5)
Deferred income taxes	(17)
	226

Goodwill of approximately \$159 million arising from the Great Lakes Power acquisition consists largely of the synergies and economies of

including the assumption of approximately \$150 million in outstanding indebtedness. The following table summarizes the determination of the final fair value of the assets acquired and liabilities assumed:

scale expected from combining the operations of Hydro One and Great Lakes Power. Great Lakes Power contributed revenues of

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

\$6 million and less than \$1 million of net income to the Company's consolidated financial results for the year ended December 31, 2016. All costs related to the acquisition have been expensed through the Consolidated Statements of Operations and Comprehensive Income. Great Lakes Power's financial information is not material to the Company's consolidated financial results for the year ended December 31, 2016 and therefore, has not been disclosed on a pro forma basis. On January 16, 2017, the name of Great Lakes Power was changed to Hydro One Sault Ste. Marie LP.

### Agreement to Purchase Orillia Power

On August 15, 2016, the Company reached an agreement to acquire Orillia Power Distribution Corporation (Orillia Power), an electricity distribution company located in Simcoe County, Ontario, from the City of Orillia for approximately \$41 million, including the assumption of approximately \$15 million in outstanding indebtedness and regulatory liabilities, subject to closing adjustments. The acquisition is subject to regulatory approval by the OEB.

### Acquisition of Woodstock Hydro

On October 31, 2015, Hydro One acquired Woodstock Hydro Holdings Inc. (Woodstock Hydro), an electricity distribution company located in southwestern Ontario. The total purchase price for Woodstock Hydro was approximately \$32 million. The purchase

price was finalized and the Company made the final purchase price payment of \$3 million in 2016. The following table summarizes the determination of the fair value of the assets acquired and liabilities assumed:

(millions of dollars)

Working capital	4
Property, plant and equipment	27
Intangible assets	1
Deferred income tax assets	2
Goodwill	22
Long-term debt	(17)
Derivative instruments	(3)
Post-retirement and post-employment benefit liability	(1)
Regulatory liabilities	(1)
Other long-term liabilities	(2)
	32

Goodwill of approximately \$22 million arising from the Woodstock Hydro acquisition consists largely of the synergies and economies of scale expected from combining the operations of Hydro One and Woodstock Hydro. All of the goodwill was assigned to Hydro One's Distribution Business segment. Woodstock Hydro contributed revenues of \$12 million and net income of \$2 million to the Company's consolidated financial results for the year ended

December 31, 2015. All costs related to the acquisition have been expensed through the Consolidated Statements of Operations and Comprehensive Income. Woodstock Hydro's financial information is not material to the Company's consolidated financial results for the year ended December 31, 2015 and therefore, has not been disclosed on a pro forma basis.

### Acquisition of Haldimand Hydro

On June 30, 2015, Hydro One acquired Haldimand County Utilities Inc. (Haldimand Hydro), an electricity distribution company located in southwestern Ontario. The total purchase price for Haldimand Hydro

was approximately \$73 million. The purchase price was finalized in 2016. The following table summarizes the determination of the fair value of the assets acquired and liabilities assumed:

(millions of dollars)

Cash and cash equivalents	3
Working capital	5
Property, plant and equipment	52
Deferred income tax assets	1
Goodwill	33
Long-term debt	(18)
Regulatory liabilities	(3)
	73

Goodwill of approximately \$33 million arising from the Haldimand Hydro acquisition consists largely of the synergies and economies of scale expected from combining the operations of Hydro One and Haldimand Hydro. All of the goodwill was assigned to Hydro One's Distribution Business segment. Haldimand Hydro contributed revenues of \$32 million and net income of \$6 million to the Company's consolidated financial results for the year ended December 31,

2015. All costs related to the acquisition have been expensed through the Consolidated Statements of Operations and Comprehensive Income. Haldimand Hydro's financial information is not material to the Company's consolidated financial results for the year ended December 31, 2015 and therefore, has not been disclosed on a pro forma basis.

## Hydro One Brampton Spin-off

On August 31, 2015, Hydro One completed the spin-off of its subsidiary, Hydro One Brampton. The spin-off was accounted as a non-monetary, nonreciprocal transfer with the Province, based on its carrying values at August 31, 2015. Transactions that immediately preceded the spin-off as well as the spin-off were as follows:

- Hydro One subscribed for 357 common shares of Hydro One Brampton for an aggregate subscription price of \$53 million; and

- Hydro One transferred to a company wholly owned by the Province all the issued and outstanding shares of Hydro One Brampton as a dividend-in-kind; and all of the long-term intercompany debt in aggregate principal amount of \$193 million plus accrued interest of \$3 million owed by Hydro One Brampton to Hydro One as a return of stated capital of \$196 million on its common shares.

As a result of the spin-off, goodwill related to Hydro One Brampton of \$60 million was eliminated from the Consolidated Balance Sheet.

## 5. Depreciation And Amortization

Year ended December 31

(millions of dollars)

	2016	2015
Depreciation of property, plant and equipment	612	595
Asset removal costs	90	91
Amortization of intangible assets	56	54
Amortization of regulatory assets	20	19
	778	759

## 6. Financing Charges

Year ended December 31

(millions of dollars)

	2016	2015
Interest on long-term debt	424	417
Interest on short-term notes	9	2
Other	16	14
Less: Interest capitalized on construction and development in progress	(54)	(52)
Interest earned on investments	(2)	(3)
Gain on interest-rate swap agreements	—	(2)
	393	376

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 7. Income Taxes

Income taxes / provision for PILs differs from the amount that would have been recorded using the combined Canadian federal and Ontario statutory income tax rate. The reconciliation between the statutory and the effective tax rates is provided as follows:

Year ended December 31

(millions of dollars)	2016	2015
Income taxes / provision for PILs at statutory rate	235	217
Increase (decrease) resulting from:		
Net temporary differences recoverable in future rates charged to customers:		
Capital cost allowance in excess of depreciation and amortization	(53)	(37)
Pension contributions in excess of pension expense	(16)	(25)
Overheads capitalized for accounting but deducted for tax purposes	(16)	(15)
Interest capitalized for accounting but deducted for tax purposes	(14)	(13)
Environmental expenditures	(5)	(5)
Other	5	(6)
Net temporary differences	(99)	(101)
Net tax benefit resulting from transition from PILs Regime to Federal Tax Regime	–	(19)
Hydro One Brampton spin-off	–	7
Net permanent differences	3	1
Total income taxes / provision for PILs	139	105

The major components of income tax expense are as follows:

Year ended December 31

(millions of dollars)	2016	2015
Current income taxes / provision for PILs	25	2,949
Deferred income taxes / provision for (recovery of) PILs	114	(2,844)
Total income taxes / provision for PILs	139	105
Effective income tax rate	15.7%	12.8%

The provision for current income taxes / PILs is remitted to the CRA (Federal Tax Regime) and the OEFC (PILs Regime). At December 31, 2016, \$14 million (2015 – \$1 million) receivable from the CRA was included in other current assets and \$6 million (2015 – \$12 million) receivable from the OEFC was included in due from related parties on the Consolidated Balance Sheet.

In connection with the IPO in 2015, Hydro One's exemption from tax under the Federal Tax Regime ceased to apply. Under the PILs Regime, Hydro One was deemed to have disposed of its assets immediately before it lost its tax exempt status under the Federal Tax Regime, resulting in Hydro One making payments in lieu of tax (Departure Tax) totalling \$2.6 billion. To enable Hydro One to make

the Departure Tax payment, the Province subscribed for common shares of Hydro One for \$2.6 billion in 2015 (see note 21). Hydro One used the proceeds of this share subscription to pay the Departure Tax.

The 2015 total income taxes / provision for PILs included a current provision of \$2,600 million and a deferred recovery of \$2,810 million resulting from the transition from the PILs Regime to the Federal Tax Regime. The deferred recovery was not included in the rate-setting process. Deferred income tax balances expected to be included in the rate-setting process are offset by regulatory assets and liabilities to reflect the anticipated recovery or disposition of these balances within future electricity rates.

## Deferred Income Tax Assets and Liabilities

Deferred income tax assets and liabilities arise from differences between the carrying amounts and tax basis of the Company's assets and liabilities. At December 31, 2016 and 2015, deferred income tax assets and liabilities consisted of the following:

<i>December 31</i> <i>(millions of dollars)</i>	2016	2015
<b>Deferred income tax assets</b>		
Depreciation and amortization in excess of capital cost allowance	495	937
Non-depreciable capital property	271	271
Post-retirement and post-employment benefits expense in excess of cash payments	607	578
Environmental expenditures	74	75
Non-capital losses	213	62
Investment in subsidiaries	75	55
Other	30	10
	1,765	1,988
Less: valuation allowance	(352)	(333)
Total deferred income tax assets	1,413	1,655
Less: current portion	–	19
	1,413	1,636

<i>December 31</i> <i>(millions of dollars)</i>	2016	2015
<b>Deferred income tax liabilities</b>		
Regulatory amounts that are not recognized for tax purposes	(153)	(153)
Goodwill	(10)	(10)
Capital cost allowance in excess of depreciation and amortization	(64)	(42)
Other	(11)	(2)
Total deferred income tax liabilities	(238)	(207)
Less: current portion	–	–
	(238)	(207)
Net deferred income tax assets	1,175	1,448

The net deferred income tax assets are presented on the Consolidated Balance Sheets as follows:

<i>December 31</i> <i>(millions of dollars)</i>	2016	2015
Current:		
Other current assets	–	19
Long-term:		
Deferred income tax assets	1,235	1,636
Deferred income tax liabilities	(60)	(207)
Net deferred income tax assets	1,175	1,448



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The valuation allowance for deferred tax assets as at December 31, 2016 was \$352 million (2015 – \$333 million). The valuation allowance primarily relates to temporary differences for non-depreciable assets and investments in subsidiaries. As of

December 31, 2016, the Company had non-capital losses carried forward available to reduce future years' taxable income, which expire as follows:

<i>Year of expiry</i> <i>(millions of dollars)</i>	2016	2015
2034	2	2
2035	222	232
2036	580	–
Total losses	804	234

### 8. Accounts Receivable

<i>December 31</i> <i>(millions of dollars)</i>	2016	2015
Accounts receivable – billed	431	379
Accounts receivable – unbilled	442	458
Accounts receivable, gross	873	837
Allowance for doubtful accounts	(35)	(61)
Accounts receivable, net	838	776

The following table shows the movements in the allowance for doubtful accounts for the years ended December 31, 2016 and 2015:

<i>Year ended December 31</i> <i>(millions of dollars)</i>	2016	2015
Allowance for doubtful accounts – January 1	(61)	(66)
Write-offs	37	37
Additions to allowance for doubtful accounts	(11)	(32)
Allowance for doubtful accounts – December 31	(35)	(61)

### 9. Other Current Assets

<i>December 31</i> <i>(millions of dollars)</i>	2016	2015
Regulatory assets (Note 12)	37	36
Materials and supplies	19	21
Deferred income tax assets (Notes 3, 7)	–	19
Prepaid expenses and other assets	46	29
	102	105

## 10. Property, Plant And Equipment

<i>December 31, 2016</i> <i>(millions of dollars)</i>	Property, Plant and Equipment	Accumulated Depreciation	Construction in Progress	Total
Transmission	14,692	4,862	910	10,740
Distribution	9,656	3,305	243	6,594
Communication	1,233	777	20	476
Administration and service	1,632	924	61	769
Easements	628	67	–	561
	27,841	9,935	1,234	19,140

<i>December 31, 2015</i> <i>(millions of dollars)</i>	Property, Plant and Equipment	Accumulated Depreciation	Construction in Progress	Total
Transmission	13,704	4,621	853	9,936
Distribution	9,205	3,177	238	6,266
Communication	1,165	704	28	489
Administration and service	1,531	848	36	719
Easements	622	64	–	558
	26,227	9,414	1,155	17,968

Financing charges capitalized on property, plant and equipment under construction were \$52 million in 2016 (2015 – \$50 million).

## 11. Intangible Assets

<i>December 31, 2016</i> <i>(millions of dollars)</i>	Intangible Assets	Accumulated Amortization	Development in Progress	Total
Computer applications software	621	326	53	348
Other	5	4	–	1
	626	330	53	349

<i>December 31, 2015</i> <i>(millions of dollars)</i>	Intangible Assets	Accumulated Amortization	Development in Progress	Total
Computer applications software	579	270	24	333
Other	7	4	–	3
	586	274	24	336

Financing charges capitalized to intangible assets under development were \$2 million in 2016 (2015 – \$1 million). The estimated annual amortization expense for intangible assets is as follows: 2017 – \$54 million; 2018 – \$54 million; 2019 – \$45 million; 2020 – \$27 million; and 2021 – \$26 million.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 12. Regulatory Assets And Liabilities

Regulatory assets and liabilities arise as a result of the rate-setting process. Hydro One has recorded the following regulatory assets and liabilities:

December 31

(millions of dollars)

	2016	2015
<b>Regulatory assets:</b>		
Deferred income tax regulatory asset	1,587	1,445
Pension benefit regulatory asset	900	952
Post-retirement and post-employment benefits	243	240
Environmental	204	207
Retail settlement variance account	145	110
Debt premium	32	–
Share-based compensation	31	10
Distribution system code exemption	10	10
2015-2017 rate rider	7	20
B2M LP start-up costs	5	8
Pension cost variance	4	37
Other	14	12
Total regulatory assets	3,182	3,051
Less: current portion	37	36
	3,145	3,015
<b>Regulatory liabilities:</b>		
Green Energy expenditure variance	69	76
External revenue variance	64	87
CDM deferral variance	54	53
Deferred income tax regulatory liability	4	23
Other	18	16
Total regulatory liabilities	209	255
Less: current portion	–	19
	209	236

#### Deferred Income Tax Regulatory Asset and Liability

Deferred income taxes are recognized on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable income. The Company has recognized regulatory assets and liabilities that correspond to deferred income taxes that flow through the rate-setting process. In the absence of rate-regulated accounting, the Company's income tax expense would have been recognized using the liability method and there would be no regulatory accounts established for taxes to be recovered through future rates. As a result, the 2016 income tax expense would have been higher by approximately \$104 million (2015 – \$101 million).

#### Pension Benefit Regulatory Asset

In accordance with OEB rate orders, pension costs are recovered on a cash basis as employer contributions are paid to the pension fund

in accordance with the *Pension Benefits Act* (Ontario). The Company recognizes the net unfunded status of pension obligations on the Consolidated Balance Sheets with an offset to the associated regulatory asset. A regulatory asset is recognized because management considers it to be probable that pension benefit costs will be recovered in the future through the rate-setting process. The pension benefit obligation is remeasured to its fair value at each year end based on an annual actuarial report, with an offset to the associated regulatory asset, to the extent of the remeasurement adjustment. In the absence of rate-regulated accounting, 2016 OCI would have been higher by \$52 million (2015 – \$284 million).

#### Post-Retirement and Post-Employment Benefits

The Company recognizes the net unfunded status of post-retirement and post-employment obligations on the Consolidated Balance Sheets with an incremental offset to the associated regulatory assets. A regulatory asset is recognized because management considers it to

be probable that post-retirement and post-employment benefit costs will be recovered in the future through the rate-setting process. The post-retirement and post-employment benefit obligation is remeasured to its fair value at each year end based on an annual actuarial report, with an offset to the associated regulatory asset, to the extent of the re-measurement adjustment. In the absence of rate-regulated accounting, 2016 OCI would have been lower by \$3 million (2015 – higher by \$33 million).

## Environmental

Hydro One records a liability for the estimated future expenditures required to remediate environmental contamination. Because such expenditures are expected to be recoverable in future rates, the Company has recorded an equivalent amount as a regulatory asset. In 2016, the environmental regulatory asset decreased by \$1 million (2015 – \$24 million) to reflect related changes in the Company's PCB liability, and increased by \$10 million (2015 – \$1 million) due to changes in the land assessment and remediation liability. The environmental regulatory asset is amortized to results of operations based on the pattern of actual expenditures incurred and charged to environmental liabilities. The OEB has the discretion to examine and assess the prudence and the timing of recovery of all of Hydro One's actual environmental expenditures. In the absence of rate-regulated accounting, 2016 operation, maintenance and administration expenses would have been higher by \$9 million (2015 – lower by \$23 million). In addition, 2016 amortization expense would have been lower by \$20 million (2015 – \$19 million), and 2016 financing charges would have been higher by \$8 million (2015 – \$10 million).

## Retail Settlement Variance Account (RSVA)

Hydro One has deferred certain retail settlement variance amounts under the provisions of Article 490 of the OEB's Accounting Procedures Handbook. In March 2015, the OEB approved the disposition of the total RSVA balance accumulated from January 2012 to December 2013, including accrued interest, to be recovered through the 2015-2017 Rate Rider.

## Debt Premium

The value of debt assumed in the acquisition of Great Lakes Power has been recorded at fair value in accordance with US GAAP – Business Combinations. The OEB allows for recovery of interest at the coupon rate of the Senior Secured Bonds and a regulatory asset has been recorded for the difference between the fair value and face value of this debt. The debt premium is recovered over the remaining term of the debt (see note 15).

## Share-based Compensation

The Company recognizes costs associated with share grant plans in a regulatory asset as management considers it probable that share grant plans costs will be recovered in the future through the rate-setting process. In the absence of rate-regulated accounting, 2016 operation, maintenance and administration expenses would have been higher by \$9 million (2015 – \$5 million).

## Distribution System Code (DSC) Exemption

In June 2010, Hydro One Networks filed an application with the OEB regarding the OEB's new cost responsibility rules contained in the OEB's October 2009 Notice of Amendment to the DSC, with respect to the connection of certain renewable generators that were already connected or that had received a connection impact assessment prior to October 21, 2009. The application sought approval to record and defer the unanticipated costs incurred by Hydro One Networks that resulted from the connection of certain renewable generation facilities. The OEB ruled that identified specific expenditures can be recorded in a deferral account subject to the OEB's review in subsequent Hydro One Network distribution applications. In March 2015, the OEB approved the disposition of the DSC exemption deferral account at December 31, 2013, including accrued interest, which is being recovered through the 2015-2017 Rate Rider. In addition, the OEB also approved Hydro One's request to discontinue this deferral account. There were no additions to this regulatory account in 2015 or 2016.

## 2015-2017 Rate Rider

In March 2015, as part of its decision on Hydro One Networks' distribution rate application for 2015-2019, the OEB approved the disposition of certain deferral and variance accounts, including RSVAs and accrued interest. The 2015-2017 Rate Rider account includes the balances approved for disposition by the OEB and is being disposed in accordance with the OEB decision over a 32-month period ending on December 31, 2017.

## B2M LP Start-up Costs

In December 2015, OEB issued its decision on B2M LP's application for 2015-2019 and as part of the decision approved the recovery of \$8 million of start-up costs relating to B2M LP. The costs are being recovered over a four-year period which began in 2016, in accordance with the OEB decision.

## Pension Cost Variance

A pension cost variance account was established for Hydro One Networks' transmission and distribution businesses to track the difference between the actual pension expenses incurred and

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

estimated pension costs approved by the OEB. The balance in this regulatory account reflects the excess of pension costs paid as compared to OEB-approved amounts. In March 2015, the OEB approved the disposition of the distribution business portion of the total pension cost variance account at December 31, 2013, including accrued interest, which is being recovered through the 2015-2017 Rate Rider. In the absence of rate-regulated accounting, 2016 revenue would have been higher by \$25 million (2015 – lower by \$6 million).

### Green Energy Expenditure Variance

In April 2010, the OEB requested the establishment of deferral accounts which capture the difference between the revenue recorded on the basis of Green Energy Plan expenditures incurred and the actual recoveries received.

### External Revenue Variance

In May 2009, the OEB approved forecasted amounts related to export service revenue, external revenue from secondary land use, and external revenue from station maintenance and engineering and construction work. In November 2012, the OEB again approved

forecasted amounts related to these revenue categories and extended the scope to encompass all other external revenues. The external revenue variance account balance reflects the excess of actual external revenues compared to the OEB-approved forecasted amounts.

### CDM Deferral Variance Account

As part of Hydro One Networks' application for 2013 and 2014 transmission rates, Hydro One agreed to establish a new regulatory deferral variance account to track the impact of actual Conservation and Demand Management (CDM) and demand response results on the load forecast compared to the estimated load forecast included in the revenue requirement. The balance in the CDM deferral variance account relates to the actual 2013 and 2014 CDM compared to the amounts included in 2013 and 2014 revenue requirements, respectively. There were no additions to this regulatory account in 2016.

## 13. Accounts Payable and Other Current Liabilities

December 31  
(millions of dollars)

	2016	2015
Accounts payable	181	155
Accrued liabilities	659	598
Accrued interest	105	96
Regulatory liabilities (Note 12)	–	19
	<b>945</b>	<b>868</b>

## 14. Other Long-Term Liabilities

December 31  
(millions of dollars)

	2016	2015
Post-retirement and post-employment benefit liability (Note 18)	1,641	1,560
Pension benefit liability (Note 18)	900	952
Environmental liabilities (Note 19)	177	185
Asset retirement obligations (Note 20)	9	9
Long-term accounts payable and other liabilities	25	17
	<b>2,752</b>	<b>2,723</b>

## 15. Debt and Credit Agreements

### Short-Term Notes and Credit Facilities

Hydro One meets its short-term liquidity requirements in part through the issuance of commercial paper under Hydro One Inc.'s Commercial Paper Program which has a maximum authorized amount of \$1.5 billion. These short-term notes are denominated in Canadian dollars with varying maturities up to 365 days. The Commercial Paper Program is supported by Hydro One Inc.'s committed revolving credit facilities totalling \$2.3 billion.

On August 15, 2016, Hydro One Inc. terminated its \$1.5 billion revolving standby credit facility maturing in June 2020 and its \$800 million three-year senior, revolving term credit facility maturing in October 2018 (collectively Prior Credit Facilities). On the same date, Hydro One Inc. entered into a new credit agreement for a \$2.3 billion revolving credit facility maturing in June 2021 (New Credit Facility). The New Credit Facility ranks equally with any existing and future senior debt of Hydro One Inc., and has customary covenants substantially similar to the covenants under the Prior Credit Facilities. In addition, on November 7, 2016, the maturity date of Hydro One's \$250 million credit facility was extended from November 2020 to November 2021.

At December 31, 2016, Hydro One's consolidated committed, unsecured and undrawn credit facilities totalling \$2,550 million consisted of the following:

<i>(millions of dollars)</i>	<b>Maturity</b>	<b>Amount</b>
<b>Hydro One Inc.</b>		
Revolving standby credit facility	June 2021	2,300
<b>Hydro One</b>		
Five-year senior, revolving term credit facility	November 2021	250
<b>Total</b>		<b>2,550</b>

The Company may use the credit facilities for working capital and general corporate purposes. If used, interest on the credit facilities would apply based on Canadian benchmark rates. The obligation of each lender to make any credit extension under its credit facility is subject to various conditions including that no event of default has occurred or would result from such credit extension.

### Long-Term Debt

At December 31, 2016, \$10,523 million long-term debt was issued by Hydro One Inc. under Hydro One Inc.'s Medium-Term Note (MTN) Program. The maximum authorized principal amount of notes issuable under the current MTN Program prospectus filed in December 2015 is \$3.5 billion. At December 31, 2016, \$1.2 billion remained available for issuance until January 2018. In addition, at December 31, 2016, the Company had long-term debt of \$184 million assumed as part of the Great Lakes Power acquisition.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents outstanding long-term debt at December 31, 2016 and 2015:

<i>December 31</i> <i>(millions of dollars)</i>	2016	2015
4.64% Series 10 notes due 2016	–	450
Floating-rate Series 27 notes due 2016 <sup>1</sup>	–	50
5.18% Series 13 notes due 2017	600	600
2.78% Series 28 notes due 2018	750	750
Floating-rate Series 31 notes due 2019 <sup>1</sup>	228	228
1.48% Series 37 notes due 2019 <sup>2</sup>	500	–
4.40% Series 20 notes due 2020	300	300
1.62% Series 33 notes due 2020 <sup>2</sup>	350	350
1.84% Series 34 notes due 2021	500	–
3.20% Series 25 notes due 2022	600	600
2.77% Series 35 notes due 2026	500	–
7.35% Debentures due 2030	400	400
6.93% Series 2 notes due 2032	500	500
6.35% Series 4 notes due 2034	385	385
5.36% Series 9 notes due 2036	600	600
4.89% Series 12 notes due 2037	400	400
6.03% Series 17 notes due 2039	300	300
5.49% Series 18 notes due 2040	500	500
4.39% Series 23 notes due 2041	300	300
6.59% Series 5 notes due 2043	315	315
4.59% Series 29 notes due 2043	435	435
4.17% Series 32 notes due 2044	350	350
5.00% Series 11 notes due 2046	325	325
3.91% Series 36 notes due 2046	350	–
3.72% Series 38 notes due 2047	450	–
4.00% Series 24 notes due 2051	225	225
3.79% Series 26 notes due 2062	310	310
4.29% Series 30 notes due 2064	50	50
Hydro One Inc. long-term debt	10,523	8,723
6.6% Senior Secured Bonds due 2023 (Face value – \$112 million)	144	–
4.6% Note Payable due 2023 (Face value – \$36 million)	40	–
Great Lakes Power long-term debt	184	–
	10,707	8,723
Add: Net unamortized debt premiums <sup>3</sup>	15	17
Add: Unrealized mark-to-market loss (gain) <sup>2</sup>	(2)	1
Less: Deferred debt issuance costs <sup>3</sup>	(40)	(34)
Total long-term debt	10,680	8,707

<sup>1</sup> The interest rates of the floating-rate notes are referenced to the 3-month Canadian dollar bankers' acceptance rate, plus a margin.

<sup>2</sup> The unrealized mark-to-market net gain relates to \$50 million of the Series 33 notes due 2020 and \$500 million Series 37 notes due 2019 (2015 – loss relates to \$50 million of the Series 33 notes due 2020). The unrealized mark-to-market net gain is offset by a \$2 million (2015 – \$1 million) unrealized mark-to-market net loss (2015 – gain) on the related fixed-to-floating interest-rate swap agreements, which are accounted for as fair value hedges. See note 16 – Fair Value of Financial Instruments and Risk Management for details of fair value hedges.

<sup>3</sup> Effective January 1, 2016, deferred debt issuance costs and net unamortized debt premiums were reclassified from other long-term assets and other long-term liabilities, respectively, as an offset to long-term debt upon adoption of ASU 2015-03 (see note 3). Balances as at December 31, 2015 were updated to reflect the retrospective adoption of ASU 2015-03.

The total long-term debt is presented on the consolidated balance sheets as follows:

<i>December 31</i> <i>(millions of dollars)</i>	2016	2015
Current liabilities:		
Long-term debt payable within one year	602	500
Long-term liabilities:		
Long-term debt	10,078	8,207
<b>Total long-term debt</b>	<b>10,680</b>	<b>8,707</b>

In 2016, Hydro One issued \$2,300 million (2015 – \$350 million) of long-term debt under the MTN Program, and repaid \$502 million (2015 – \$550 million) of total long-term debt.

Principal repayments and related weighted average interest rates are summarized by the number of years to maturity in the following table:

<b>Years to Maturity</b>	<b>Long-term Debt Principal Repayments</b> <i>(millions of dollars)</i>	<b>Weighted Average Interest Rate</b> <i>(%)</i>
1 year	602	5.2
2 years	753	2.8
3 years	731	1.4
4 years	653	2.9
5 years	503	1.9
	3,242	2.8
6 – 10 years	1,234	3.3
Over 10 years	6,195	5.2
	<b>10,671</b>	<b>4.3</b>

Interest payment obligations related to long-term debt are summarized by year in the following table:

<b>Year</b>	<b>Interest Payments</b> <i>(millions of dollars)</i>
2017	456
2018	425
2019	402
2020	384
2021	370
	2,037
2022-2026	1,703
2027+	4,405
	<b>8,145</b>

## 16. Fair Value of Financial Instruments and Risk Management

Fair value is considered to be the exchange price in an orderly transaction between market participants to sell an asset or transfer a liability at the measurement date. The fair value definition focuses on an exit price, which is the price that would be received in the sale of an asset or the amount that would be paid to transfer a liability.

Hydro One classifies its fair value measurements based on the following hierarchy, as prescribed by the accounting guidance for fair value, which prioritizes the inputs to valuation techniques used to measure fair value into three levels:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that Hydro One has the ability to access.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

An active market for the asset or liability is one in which transactions for the asset or liability occur with sufficient frequency and volume to provide ongoing pricing information.

Level 2 inputs are those other than quoted market prices that are observable, either directly or indirectly, for an asset or liability. Level 2 inputs include, but are not limited to, quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active and inputs other than quoted market prices that are observable for the asset or liability, such as interest-rate curves and yield curves observable at commonly quoted intervals, volatilities, credit risk and default rates. A Level 2 measurement cannot have more than an insignificant portion of the valuation based on unobservable inputs.

Level 3 inputs are any fair value measurements that include unobservable inputs for the asset or liability for more than an insignificant portion of the valuation. A Level 3 measurement may be based primarily on Level 2 inputs.

### Non-Derivative Financial Assets and Liabilities

At December 31, 2016 and 2015, the Company's carrying amounts of cash and cash equivalents, accounts receivable, due from related parties, short-term notes payable, accounts payable, and due to related parties are representative of fair value because of the short-term nature of these instruments.

### Fair Value Measurements of Long-Term Debt

The fair values and carrying values of the Company's long-term debt at December 31, 2016 and 2015 are as follows:

<i>December 31</i> <i>(millions of dollars)</i>	2016 Carrying Value	2016 Fair Value	2015 Carrying Value	2015 Fair Value
Long-term debt				
\$50 million of MTN Series 33 notes	50	50	51	51
\$500 million of MTN Series 37 notes	498	498	—	—
Other notes and debentures	10,132	11,462	8,656	9,942
	10,680	12,010	8,707	9,993

### Fair Value Measurements of Derivative Instruments

At December 31, 2016, Hydro One Inc. had interest-rate swaps in the amount of \$550 million (2015 – \$50 million) that was used to convert fixed-rate debt to floating-rate debt. These swaps are classified as a fair value hedges. Hydro One Inc.'s fair value hedge exposure was equal to about 5% (2015 – 1%) of its total long-term debt. At December 31, 2016, Hydro One Inc. had the following interest-rate swaps designated as fair value hedges:

- a \$50 million fixed-to-floating interest-rate swap agreement to convert \$50 million of the \$350 million MTN Series 33 notes maturing April 30, 2020 into three-month variable rate debt; and

- two \$125 million and one \$250 million fixed-to-floating interest-rate swap agreements to convert the \$500 million MTN Series 37 notes maturing November 18, 2019 into three-month variable rate debt.

At December 31, 2016 and 2015, the Company had no interest-rate swaps classified as undesignated contracts.

### Fair Value Hierarchy

The fair value hierarchy of financial assets and liabilities at December 31, 2016 and 2015 is as follows:

<i>December 31, 2016</i> <i>(millions of dollars)</i>	Carrying Value	Fair Value	Level 1	Level 2	Level 3
<b>Assets:</b>					
Cash and cash equivalents	50	50	50	—	—
	50	50	50	—	—
<b>Liabilities:</b>					
Short-term notes payable	469	469	469	—	—
Long-term debt, including current portion	10,680	12,010	—	12,010	—
Derivative instruments					
Fair value hedges – interest-rate swaps	2	2	2	—	—
	11,151	12,481	471	12,010	—

December 31, 2015 (millions of dollars)	Carrying Value	Fair Value	Level 1	Level 2	Level 3
<b>Assets:</b>					
Cash and cash equivalents	94	94	94	–	–
Derivative instruments					
Fair value hedge – interest-rate swap	1	1	1	–	–
	95	95	95	–	–
<b>Liabilities:</b>					
Short-term notes payable	1,491	1,491	1,491	–	–
Long-term debt, including current portion	8,707	9,993	–	9,993	–
	10,198	11,484	1,491	9,993	–

Cash and cash equivalents include cash and short-term investments. The carrying values are representative of fair value because of the short-term nature of these instruments.

The fair value of the hedged portion of the long-term debt is primarily based on the present value of future cash flows using a swap yield curve to determine the assumption for interest rates. The fair value of the unhedged portion of the long-term debt is based on unadjusted period-end market prices for the same or similar debt of the same remaining maturities.

There were no significant transfers between any of the fair value levels during the years ended December 31, 2016 and 2015.

## Risk Management

Exposure to market risk, credit risk and liquidity risk arises in the normal course of the Company's business.

## Market Risk

Market risk refers primarily to the risk of loss that results from changes in costs, foreign exchange rates and interest rates. The Company is exposed to fluctuations in interest rates as its regulated return on equity is derived using a formulaic approach that takes into account anticipated interest rates. The Company is not currently exposed to material commodity price risk or material foreign exchange risk.

The Company uses a combination of fixed and variable-rate debt to manage the mix of its debt portfolio. The Company also uses derivative financial instruments to manage interest-rate risk. The Company utilizes interest-rate swaps, which are typically designated as fair value hedges, as a means to manage its interest rate exposure to achieve a lower cost of debt. The Company may also utilize interest-rate derivative instruments to lock in interest-rate levels in anticipation of future financing.

A hypothetical 100 basis points increase in interest rates associated with variable-rate debt would not have resulted in a significant decrease in Hydro One's net income for the years ended December 31, 2016 or 2015.

For derivative instruments that are designated and qualify as fair value hedges, the gain or loss on the derivative instrument as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in the Consolidated Statements of Operations and Comprehensive Income. The net unrealized loss (gain) on the hedged debt and the related interest-rate swaps for the years ended December 31, 2016 and 2015 was not significant.

## Credit Risk

Financial assets create a risk that a counterparty will fail to discharge an obligation, causing a financial loss. At December 31, 2016 and 2015, there were no significant concentrations of credit risk with respect to any class of financial assets. The Company's revenue is earned from a broad base of customers. As a result, Hydro One did not earn a significant amount of revenue from any single customer. At December 31, 2016 and 2015, there was no significant accounts receivable balance due from any single customer.

At December 31, 2016, the Company's provision for bad debts was \$35 million (2015 – \$61 million). Adjustments and write-offs were determined on the basis of a review of overdue accounts, taking into consideration historical experience. At December 31, 2016, approximately 6% (2015 – 6%) of the Company's net accounts receivable were aged more than 60 days.

Hydro One manages its counterparty credit risk through various techniques including: entering into transactions with highly rated counterparties; limiting total exposure levels with individual counterparties; entering into master agreements which enable net settlement and the contractual right of offset; and monitoring the financial condition of counterparties. The Company monitors current

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

credit exposure to counterparties both on an individual and an aggregate basis. The Company's credit risk for accounts receivable is limited to the carrying amounts on the Consolidated Balance Sheets.

Derivative financial instruments result in exposure to credit risk since there is a risk of counterparty default. The credit exposure of derivative contracts, before collateral, is represented by the fair value of contracts at the reporting date. At December 31, 2016 and 2015, the counterparty credit risk exposure on the fair value of these interest-rate swap contracts was not significant. At December 31, 2016, Hydro One's credit exposure for all derivative instruments, and applicable payables and receivables, had a credit rating of investment grade, with four financial institutions as the counterparty.

### Liquidity Risk

Liquidity risk refers to the Company's ability to meet its financial obligations as they come due. Hydro One meets its short-term liquidity requirements using cash and cash equivalents on hand, funds

from operations, the issuance of commercial paper, and the revolving standby credit facilities. The short-term liquidity under the Commercial Paper Program, revolving standby credit facilities, and anticipated levels of funds from operations are expected to be sufficient to fund normal operating requirements.

At December 31, 2016, accounts payable and accrued liabilities in the amount of \$840 million (2015 – \$753 million) were expected to be settled in cash at their carrying amounts within the next 12 months.

### 17. Capital Management

The Company's objectives with respect to its capital structure are to maintain effective access to capital on a long-term basis at reasonable rates, and to deliver appropriate financial returns. In order to ensure ongoing access to capital, the Company targets to maintain strong credit quality. At December 31, 2016 and 2015, the Company's capital structure was as follows:

<i>December 31</i> <i>(millions of dollars)</i>	2016	2015
Long-term debt payable within one year	602	500
Short-term notes payable	469	1,491
Less: cash and cash equivalents	50	94
	1,021	1,897
Long-term debt	10,078	8,207
Preferred shares	418	418
Common shares	5,623	5,623
Retained earnings	3,950	3,806
<b>Total capital</b>	<b>21,090</b>	<b>19,951</b>

Hydro One Inc. and Great Lakes Power have customary covenants typically associated with long-term debt. Hydro One Inc.'s long-term debt and credit facility covenants limit permissible debt to 75% of its total capitalization, limit the ability to sell assets and impose a negative pledge provision, subject to customary exceptions. At December 31, 2016, Hydro One Inc. and Great Lakes Power were in compliance with all covenants and limitations.

### 18. Pension and Post-retirement and Post-employment Benefits

Hydro One has a defined benefit pension plan (Pension Plan), a defined contribution pension plan (DC Plan), a supplementary pension plan, and post-retirement and post-employment benefit plans.

#### Defined Contribution Pension Plan

Hydro One established a DC Plan effective January 1, 2016. The DC Plan is mandatory and covers eligible management employees hired on or after January 1, 2016, as well as management employees hired before January 1, 2016 who were not eligible or had not irrevocably elected to join the Pension Plan as of September 30, 2015. Members of the DC Plan have an option to contribute 4%, 5% or 6% of their pensionable earnings, with matching contributions by Hydro One.

Hydro One contributions to the DC Plan for the year ended December 31, 2016 were less than \$1 million (2015 – \$nil). At December 31, 2016, Company contributions payable included in accrued liabilities on the Consolidated Balance Sheets were less than \$1 million (2015 – \$nil).

## Defined Benefit Pension Plan, Supplementary Pension Plan, and Post-Retirement and Post-Employment Plans

The Pension Plan is a defined benefit contributory plan which covers all regular employees of Hydro One and its subsidiaries. The Pension Plan provides benefits based on highest three-year average pensionable earnings. For Management employees who commenced employment on or after January 1, 2004, and for Society of Energy Professionals-represented staff hired after November 17, 2005, benefits are based on highest five-year average pensionable earnings. After retirement, pensions are indexed to inflation. Membership in the Pension Plan was closed to Management employees who were not eligible or had not irrevocably elected to join the Pension Plan as of September 30, 2015. These employees are eligible to join the DC Plan.

Company and employee contributions to the Pension Plan are based on actuarial valuations performed at least every three years. Annual Pension Plan contributions for 2016 of \$108 million (2015 – \$177 million) were based on an actuarial valuation effective December 31, 2015 (2015 – based on an actuarial valuation effective December 31, 2013) and the level of pensionable earnings. Estimated annual Pension Plan contributions for 2017 and 2018 are approximately \$105 million and \$102 million, respectively, based on the actuarial valuation as at December 31, 2015 and projected levels of pensionable earnings.

Future minimum contributions beyond 2018 will be based on an actuarial valuation effective no later than December 31, 2018. Contributions are payable one month in arrears. All of the contributions are expected to be in the form of cash.

The Hydro One Supplemental Pension Plan (Supplemental Plan) provides members of the Pension Plan with benefits that would have been earned and payable under the Pension Plan but for limitations imposed by the *Income Tax Act* (Canada). The Supplemental Plan obligation is included with other post-retirement and post-employment benefit obligations on the Consolidated Balance Sheets.

Hydro One recognizes the overfunded or underfunded status of the Pension Plan, and post-retirement and post-employment benefit plans (Plans) as an asset or liability on its Consolidated Balance Sheets, with offsetting regulatory assets and liabilities as appropriate. The underfunded benefit obligations for the Plans, in the absence of regulatory accounting, would be recognized in AOCI. The impact of changes in assumptions used to measure pension, post-retirement and post-employment benefit obligations is generally recognized over the expected average remaining service period of the employees. The measurement date for the Plans is December 31.

Year ended December 31 (millions of dollars)	Pension Benefits		Post-Retirement and Post-Employment Benefits	
	2016	2015	2016	2015
<b>Change in projected benefit obligation</b>				
Projected benefit obligation, beginning of year	7,683	7,535	1,610	1,582
Current service cost	144	146	42	43
Employee contributions	45	40	–	–
Interest cost	308	302	67	64
Benefits paid	(354)	(334)	(43)	(47)
Net actuarial loss (gain)	(52)	(6)	14	(27)
Change due to Hydro One Brampton spin-off	–	–	–	(5)
Projected benefit obligation, end of year	7,774	7,683	1,690	1,610
<b>Change in plan assets</b>				
Fair value of plan assets, beginning of year	6,731	6,299	–	–
Actual return on plan assets	370	582	–	–
Benefits paid	(354)	(334)	(43)	(47)
Employer contributions	108	177	43	47
Employee contributions	45	40	–	–
Administrative expenses	(26)	(33)	–	–
Fair value of plan assets, end of year	6,874	6,731	–	–
Unfunded status	900	952	1,690	1,610



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Hydro One presents its benefit obligations and plan assets net on its Consolidated Balance Sheets as follows:

December 31 (millions of dollars)	Pension Benefits		Post-Retirement and Post-Employment Benefits	
	2016	2015	2016	2015
Other assets	1 <sup>1</sup>	–	–	–
Accrued liabilities	–	–	56	50
Pension benefit liability	900	952	–	–
Post-retirement and post-employment benefit liability	–	–	1,641 <sup>2</sup>	1,560
Net unfunded status	899	952	1,697	1,610

<sup>1</sup> Represents the funded status of Great Lakes Power's defined benefit pension plan.

<sup>2</sup> Includes \$7 million (2015 – \$nil) relating to Great Lakes Power's post-employment benefit plans.

The funded or unfunded status of the pension, post-retirement and post-employment benefit plans refers to the difference between the fair value of plan assets and the projected benefit obligations for the

Plans. The funded/unfunded status changes over time due to several factors, including contribution levels, assumed discount rates and actual returns on plan assets.

The following table provides the projected benefit obligation (PBO), accumulated benefit obligation (ABO) and fair value of plan assets for the Pension Plan:

December 31 (millions of dollars)	2016	2015
PBO	7,774	7,683
ABO	7,094	7,020
Fair value of plan assets	6,874	6,731

On an ABO basis, the Pension Plan was funded at 97% at December 31, 2016 (2015 – 96%). On a PBO basis, the Pension Plan was funded at 88% at December 31, 2016 (2015 – 88%). The

ABO differs from the PBO in that the ABO includes no assumption about future compensation levels.

### Components of Net Periodic Benefit Costs

The following table provides the components of the net periodic benefit costs for the years ended December 31, 2016 and 2015 for the Pension Plan:

Year ended December 31 (millions of dollars)	2016	2015
Current service cost, net of employee contributions	144	146
Interest cost	308	302
Expected return on plan assets, net of expenses	(432)	(406)
Amortization of actuarial losses	96	119
Prior service cost amortization	–	2
Net periodic benefit costs	116	163
Charged to results of operations <sup>1</sup>	48	81

<sup>1</sup> The Company follows the cash basis of accounting consistent with the inclusion of pension costs in OEB-approved rates. During the year ended December 31, 2016, pension costs of \$108 million (2015 – \$177 million) were attributed to labour, of which \$48 million (2015 – \$81 million) was charged to operations, and \$60 million (2015 – \$96 million) was capitalized as part of the cost of property, plant and equipment and intangible assets.

The following table provides the components of the net periodic benefit costs for the years ended December 31, 2016 and 2015 for the post-retirement and post-employment benefit plans:

*Year ended December 31*

*(millions of dollars)*

	2016	2015
Current service cost, net of employee contributions	42	43
Interest cost	67	64
Amortization of actuarial losses	15	14
Prior service cost amortization	—	—
Net periodic benefit costs	124	121
Charged to results of operations	55	55

## Assumptions

The measurement of the obligations of the Plans and the costs of providing benefits under the Plans involves various factors, including the development of valuation assumptions and accounting policy elections. When developing the required assumptions, the Company considers historical information as well as future expectations. The measurement of benefit obligations and costs is impacted by several assumptions including the discount rate applied to benefit obligations, the long-term expected rate of return on plan assets, Hydro One's expected level of contributions to the Plans, the incidence of mortality, the expected remaining service period of plan participants, the level

of compensation and rate of compensation increases, employee age, length of service, and the anticipated rate of increase of health care costs, among other factors. The impact of changes in assumptions used to measure the obligations of the Plans is generally recognized over the expected average remaining service period of the plan participants. In selecting the expected rate of return on plan assets, Hydro One considers historical economic indicators that impact asset returns, as well as expectations regarding future long-term capital market performance, weighted by target asset class allocations. In general, equity securities, real estate and private equity investments are forecasted to have higher returns than fixed-income securities.

The following weighted average assumptions were used to determine the benefit obligations at December 31, 2016 and 2015:

	Pension Benefits		Post-Retirement and Post-Employment Benefits	
<i>Year ended December 31</i>	2016	2015	2016	2015
<b>Significant assumptions:</b>				
Weighted average discount rate	3.90%	4.00%	3.90%	4.10%
Rate of compensation scale escalation (long-term)	2.50%	2.50%	2.50%	2.50%
Rate of cost of living increase	2.00%	2.00%	2.00%	2.00%
Rate of increase in health care cost trends <sup>1</sup>	—	—	4.36%	4.36%

<sup>1</sup> 6.25% per annum in 2017, grading down to 4.36% per annum in and after 2031 (2015 – 6.38% in 2016, grading down to 4.36% per annum in and after 2031).

The following weighted average assumptions were used to determine the net periodic benefit costs for the years ended December 31, 2016 and 2015. Assumptions used to determine current year-end benefit obligations are the assumptions used to estimate the subsequent year's net periodic benefit costs.

*Year ended December 31*

	2016	2015
<b>Pension Benefits:</b>		
Weighted average expected rate of return on plan assets	6.50%	6.50%
Weighted average discount rate	4.00%	4.00%
Rate of compensation scale escalation (long-term)	2.50%	2.50%
Rate of cost of living increase	2.00%	2.00%
Average remaining service life of employees (years)	15	13
<b>Post-Retirement and Post-Employment Benefits:</b>		
Weighted average discount rate	4.10%	4.00%
Rate of compensation scale escalation (long-term)	2.50%	2.50%
Rate of cost of living increase	2.00%	2.00%
Average remaining service life of employees (years)	15.3	13.8
Rate of increase in health care cost trends <sup>1</sup>	4.36%	4.36%

<sup>1</sup> 6.38% per annum in 2016, grading down to 4.36% per annum in and after 2031 (2015 – 6.52% in 2015, grading down to 4.36% per annum in and after 2031).

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The discount rate used to determine the current year pension obligation and the subsequent year's net periodic benefit costs is based on a yield curve approach. Under the yield curve approach, expected future benefit payments for each plan are discounted by a

rate on a third-party bond yield curve corresponding to each duration. The yield curve is based on "AA" long-term corporate bonds. A single discount rate is calculated that would yield the same present value as the sum of the discounted cash flows.

The effect of a 1% change in health care cost trends on the projected benefit obligation for the post-retirement and post-employment benefits at December 31, 2016 and 2015 is as follows:

December 31

(millions of dollars)

	2016	2015
<b>Projected benefit obligation:</b>		
Effect of a 1% increase in health care cost trends	289	252
Effect of a 1% decrease in health care cost trends	(221)	(196)

The effect of a 1% change in health care cost trends on the service cost and interest cost for the post-retirement and post-employment benefits for the years ended December 31, 2016 and 2015 is as follows:

Year ended December 31

(millions of dollars)

	2016	2015
<b>Service cost and interest cost:</b>		
Effect of a 1% increase in health care cost trends	23	22
Effect of a 1% decrease in health care cost trends	(17)	(16)

The following approximate life expectancies were used in the mortality assumptions to determine the projected benefit obligations for the pension and post-retirement and post-employment plans at December 31, 2016 and 2015:

December 31, 2016				December 31, 2015			
Life expectancy at 65 for a member currently at				Life expectancy at 65 for a member currently at			
Age 65		Age 45		Age 65		Age 45	
Male	Female	Male	Female	Male	Female	Male	Female
22	24	23	24	23	25	24	26

### Estimated Future Benefit Payments

At December 31, 2016, estimated future benefit payments to the participants of the Plans were:

(millions of dollars)	Pension Benefits	Post-Retirement and Post-Employment Benefits
2017	321	56
2018	331	57
2019	340	60
2020	349	62
2021	358	64
2022 through to 2026	1,910	355
Total estimated future benefit payments through to 2026	3,609	654

## Components of Regulatory Assets

A portion of actuarial gains and losses and prior service costs is recorded within regulatory assets on Hydro One's Consolidated Balance Sheets to reflect the expected regulatory inclusion of these

amounts in future rates, which would otherwise be recorded in OCI. The following table provides the actuarial gains and losses and prior service costs recorded within regulatory assets:

<i>Year ended December 31</i> <i>(millions of dollars)</i>	2016	2015
<b>Pension Benefits:</b>		
Actuarial loss (gain) for the year	35	(181)
Amortization of actuarial losses	(96)	(119)
Prior service cost amortization	–	(2)
	<b>(61)</b>	<b>(302)</b>
<b>Post-Retirement and Post-Employment Benefits:</b>		
Actuarial loss (gain) for the year	14	(27)
Amortization of actuarial losses	(15)	(14)
Prior service cost amortization	–	–
	<b>(1)</b>	<b>(41)</b>

The following table provides the components of regulatory assets that have not been recognized as components of net periodic benefit costs for the years ended December 31, 2016 and 2015:

<i>Year ended December 31</i> <i>(millions of dollars)</i>	2016	2015
<b>Pension Benefits:</b>		
Prior service cost	–	–
Actuarial loss	900	952
	<b>900</b>	<b>952</b>
<b>Post-Retirement and Post-Employment Benefits:</b>		
Actuarial loss	243	240
	<b>243</b>	<b>240</b>

The following table provides the components of regulatory assets at December 31 that are expected to be amortized as components of net periodic benefit costs in the following year:

<i>December 31</i> <i>(millions of dollars)</i>	Pension Benefits		Post-Retirement and Post-Employment Benefits	
	2016	2015	2016	2015
Prior service cost	–	–	–	–
Actuarial loss	79	96	6	8
	<b>79</b>	<b>96</b>	<b>6</b>	<b>8</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Pension Plan Assets

#### Investment Strategy

On a regular basis, Hydro One evaluates its investment strategy to ensure that Pension Plan assets will be sufficient to pay Pension Plan benefits when due. As part of this ongoing evaluation, Hydro One may make changes to its targeted asset allocation and investment strategy. The Pension Plan is managed at a net asset level. The main objective of the Pension Plan is to sustain a certain level of net assets in order to meet the pension obligations of the Company. The Pension Plan fulfills its primary objective by adhering to specific investment policies outlined in its Summary of Investment Policies and

Procedures (SIPP), which is reviewed and approved by the Human Resource Committee of Hydro One's Board of Directors. The Company manages net assets by engaging knowledgeable external investment managers who are charged with the responsibility of investing existing funds and new funds (current year's employee and employer contributions) in accordance with the approved SIPP. The performance of the managers is monitored through a governance structure. Increases in net assets are a direct result of investment income generated by investments held by the Pension Plan and contributions to the Pension Plan by eligible employees and by the Company. The main use of net assets is for benefit payments to eligible Pension Plan members.

#### Pension Plan Asset Mix

At December 31, 2016, the Pension Plan target asset allocations and weighted average asset allocations were as follows:

	Target Allocation (%)	Pension Plan Assets (%)
Equity securities	55.0	58.7
Debt securities	35.0	33.6
Other <sup>1</sup>	10.0	7.7
	100.0	100.0

<sup>1</sup> Other investments include real estate and infrastructure investments.

At December 31, 2016, the Pension Plan held \$11 million (2015 – \$9 million) Hydro One corporate bonds and \$450 million (2015 – \$420 million) of debt securities of the Province.

significant concentrations (defined as greater than 10% of plan assets) of risk in the Pension Plan's assets.

#### Concentrations of Credit Risk

Hydro One evaluated its Pension Plan's asset portfolio for the existence of significant concentrations of credit risk as at December 31, 2016 and 2015. Concentrations that were evaluated include, but are not limited to, investment concentrations in a single entity, concentrations in a type of industry, and concentrations in individual funds. At December 31, 2016 and 2015, there were no

The Pension Plan manages its counterparty credit risk with respect to bonds by investing in investment-grade and government bonds and with respect to derivative instruments by transacting only with financial institutions rated at least "A+" by Standard & Poor's Rating Services, DBRS Limited, and Fitch Ratings Inc., and "A1" by Moody's Investors Service, and also by utilizing exposure limits to each counterparty and ensuring that exposure is diversified across counterparties. The risk of default on transactions in listed securities is considered minimal, as the trade will fail if either party to the transaction does not meet its obligation.

#### Fair Value Measurements

The following tables present the Pension Plan assets measured and recorded at fair value on a recurring basis and their level within the fair value hierarchy at December 31, 2016 and 2015:

December 31, 2016  
(millions of dollars)

	Level 1	Level 2	Level 3	Total
Pooled funds	–	20	425	445
Cash and cash equivalents	146	–	–	146
Short-term securities	–	127	–	127
Corporate shares – Canadian	911	–	–	911
Corporate shares – Foreign	2,985	113	–	3,098
Bonds and debentures – Canadian	–	1,943	–	1,943
Bonds and debentures – Foreign	–	193	–	193
Total fair value of plan assets <sup>1</sup>	4,042	2,396	425	6,863

<sup>1</sup> At December 31, 2016, the total fair value of Pension Plan assets excludes \$27 million of interest and dividends receivable, \$15 million of purchased investments payable, \$9 million of pension administration expenses payable, and \$7 million of sold investments receivable.

December 31, 2015

(millions of dollars)

	Level 1	Level 2	Level 3	Total
Pooled funds	–	23	301	324
Cash and cash equivalents	191	–	–	191
Short-term securities	–	80	–	80
Corporate shares – Canadian	807	–	–	807
Corporate shares – Foreign	2,931	116	–	3,047
Bonds and debentures – Canadian	–	2,072	–	2,072
Bonds and debentures – Foreign	–	201	–	201
Total fair value of plan assets <sup>1</sup>	3,929	2,492	301	6,722

<sup>1</sup> At December 31, 2015, the total fair value of Pension Plan assets excludes \$27 million of interest and dividends receivable, and \$18 million relating to accruals for pension administration expense and foreign exchange contracts payable.

See note 16 – Fair Value of Financial Instruments and Risk Management for a description of levels within the fair value hierarchy.

### Changes in the Fair Value of Financial Instruments Classified in Level 3

The following table summarizes the changes in fair value of financial instruments classified in Level 3 for the years ended December 31, 2016 and 2015. The Pension Plan classifies financial instruments as

Level 3 when the fair value is measured based on at least one significant input that is not observable in the markets or due to lack of liquidity in certain markets. The gains and losses presented in the table below may include changes in fair value based on both observable and unobservable inputs.

Year ended December 31

(millions of dollars)

	2016	2015
Fair value, beginning of year	301	144
Realized and unrealized gains	23	51
Purchases	151	106
Sales and disbursements	(50)	–
Fair value, end of year	425	301

There were no significant transfers between any of the fair value levels during the years ended December 31, 2016 and 2015.

The Company performs sensitivity analysis for fair value measurements classified in Level 3, substituting the unobservable inputs with one or more reasonably possible alternative assumptions. These sensitivity analyses resulted in negligible changes in the fair value of financial instruments classified in this level.

### Valuation Techniques Used to Determine Fair Value

Pooled funds mainly consist of private equity, real estate and infrastructure investments. Private equity investments represent private equity funds that invest in operating companies that are not publicly traded on a stock exchange. Investment strategies in private equity include limited partnerships in businesses that are characterized by high internal growth and operational efficiencies, venture capital, leveraged buyouts and special situations such as distressed investments. Real estate and infrastructure investments represent funds that invest in real assets which are not publicly traded on a stock

exchange. Investment strategies in real estate include limited partnerships that seek to generate a total return through income and capital growth by investing primarily in global and Canadian limited partnerships. Investment strategies in infrastructure include limited partnerships in core infrastructure assets focusing on assets that generate stable, long-term cash flows and deliver incremental returns relative to conventional fixed-income investments. Private equity, real estate and infrastructure valuations are reported by the fund manager and are based on the valuation of the underlying investments which includes inputs such as cost, operating results, discounted future cash flows and market-based comparable data. Since these valuation inputs are not highly observable, private equity and infrastructure investments have been categorized as Level 3 within pooled funds.

Cash equivalents consist of demand cash deposits held with banks and cash held by the investment managers. Cash equivalents are categorized as Level 1.

Short-term securities are valued at cost plus accrued interest, which approximates fair value due to their short-term nature. Short-term securities are categorized as Level 2.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Corporate shares are valued based on quoted prices in active markets and are categorized as Level 1. Investments denominated in foreign currencies are translated into Canadian currency at year-end rates of exchange.

Bonds and debentures are presented at published closing trade quotations, and are categorized as Level 2.

### 19. Environmental Liabilities

The following tables show the movements in environmental liabilities for the years ended December 31, 2016 and 2015:

<i>Year ended December 31, 2016</i> <i>(millions of dollars)</i>	PCB	Land Assessment and Remediation	Total
Environmental liabilities, January 1	148	59	207
Interest accretion	7	1	8
Expenditures	(11)	(9)	(20)
Revaluation adjustment	(1)	10	9
Environmental liabilities, December 31	143	61	204
Less: current portion	18	9	27
	125	52	177

<i>Year ended December 31, 2015</i> <i>(millions of dollars)</i>	PCB	Land Assessment and Remediation	Total
Environmental liabilities, January 1	172	67	239
Interest accretion	8	2	10
Expenditures	(8)	(11)	(19)
Revaluation adjustment	(24)	1	(23)
Environmental liabilities, December 31	148	59	207
Less: current portion	12	10	22
	136	49	185

The following tables show the reconciliation between the undiscounted basis of the environmental liabilities and the amount recognized on the Consolidated Balance Sheets after factoring in the discount rate:

<i>December 31, 2016</i> <i>(millions of dollars)</i>	PCB	Land Assessment and Remediation	Total
Undiscounted environmental liabilities	158	66	224
Less: discounting accumulated liabilities to present value	15	5	20
Discounted environmental liabilities	143	61	204

<i>December 31, 2015</i> <i>(millions of dollars)</i>	PCB	Land Assessment and Remediation	Total
Undiscounted environmental liabilities	168	61	229
Less: discounting accumulated liabilities to present value	20	2	22
Discounted environmental liabilities	148	59	207

At December 31, 2016, the estimated future environmental expenditures were as follows:

(millions of dollars)

2017	27
2018	26
2019	25
2020	29
2021	36
Thereafter	81
	224

Hydro One records a liability for the estimated future expenditures for land assessment and remediation and for the phase-out and destruction of PCB-contaminated mineral oil removed from electrical equipment when it is determined that future environmental remediation expenditures are probable under existing statute or regulation and the amount of the future expenditures can be reasonably estimated.

There are uncertainties in estimating future environmental costs due to potential external events such as changes in legislation or regulations, and advances in remediation technologies. In determining the amounts to be recorded as environmental liabilities, the Company estimates the current cost of completing required work and makes assumptions as to when the future expenditures will actually be incurred, in order to generate future cash flow information. A long-term inflation rate assumption of approximately 2% has been used to express these current cost estimates as estimated future expenditures. Future expenditures have been discounted using factors ranging from approximately 2.0% to 6.3%, depending on the appropriate rate for the period when expenditures are expected to be incurred. All factors used in estimating the Company's environmental liabilities represent management's best estimates of the present value of costs required to meet existing legislation or regulations. However, it is reasonably possible that numbers or volumes of contaminated assets, cost estimates to perform work, inflation assumptions and the assumed pattern of annual cash flows may differ significantly from the Company's current assumptions. In addition, with respect to the PCB environmental liability, the availability of critical resources such as skilled labour and replacement assets and the ability to take maintenance outages in critical facilities may influence the timing of expenditures.

## PCBs

The Environment Canada regulations, enacted under the *Canadian Environmental Protection Act, 1999*, govern the management, storage and disposal of PCBs based on certain criteria, including type of equipment, in-use status, and PCB-contamination thresholds. Under current regulations, Hydro One's PCBs have to be disposed of by the end of 2025, with the exception of specifically exempted equipment. Contaminated equipment will generally be replaced, or

will be decontaminated by removing PCB-contaminated insulating oil and retro filling with replacement oil that contains PCBs in concentrations of less than 2 ppm.

The Company's best estimate of the total estimated future expenditures to comply with current PCB regulations is \$158 million (2015 – \$168 million). These expenditures are expected to be incurred over the period from 2017 to 2025. As a result of its annual review of environmental liabilities, the Company recorded a revaluation adjustment in 2016 to reduce the PCB environmental liability by \$1 million (2015 – \$24 million).

## Land Assessment and Remediation

The Company's best estimate of the total estimated future expenditures to complete its land assessment and remediation program is \$66 million (2015 – \$61 million). These expenditures are expected to be incurred over the period from 2017 to 2032. As a result of its annual review of environmental liabilities, the Company recorded a revaluation adjustment in 2016 to increase the land assessment and remediation environmental liability by \$10 million (2015 – \$1 million).

## 20. Asset Retirement Obligations

Hydro One records a liability for the estimated future expenditures for the removal and disposal of asbestos-containing materials installed in some of its facilities and for the decommissioning of specific switching stations located on unowned sites. Asset retirement obligations, which represent legal obligations associated with the retirement of certain tangible long-lived assets, are computed as the present value of the projected expenditures for the future retirement of specific assets and are recognized in the period in which the liability is incurred, if a reasonable estimate of fair value can be made. If the asset remains in service at the recognition date, the present value of the liability is added to the carrying amount of the associated asset in the period the liability is incurred and this additional carrying amount is depreciated over the remaining life of the asset. If an asset retirement obligation is recorded in respect of an out-of-service asset, the asset retirement cost is charged to results of operations. Subsequent to the

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

initial recognition, the liability is adjusted for any revisions to the estimated future cash flows associated with the asset retirement obligation, which can occur due to a number of factors including, but not limited to, cost escalation, changes in technology applicable to the assets to be retired, changes in legislation or regulations, as well as for accretion of the liability due to the passage of time until the obligation is settled. Depreciation expense is adjusted prospectively for any increases or decreases to the carrying amount of the associated asset.

In determining the amounts to be recorded as asset retirement obligations, the Company estimates the current fair value for completing required work and makes assumptions as to when the future expenditures will actually be incurred, in order to generate future cash flow information. A long-term inflation assumption of approximately 2% has been used to express these current cost estimates as estimated future expenditures. Future expenditures have been discounted using factors ranging from approximately 3.0% to 5.0%, depending on the appropriate rate for the period when expenditures are expected to be incurred. All factors used in estimating the Company's asset retirement obligations represent management's best estimates of the cost required to meet existing legislation or regulations. However, it is reasonably possible that numbers or volumes of contaminated assets, cost estimates to perform work, inflation assumptions and the assumed pattern of annual cash flows may differ significantly from the Company's current assumptions. Asset retirement obligations are reviewed annually or more frequently if significant changes in regulations or other relevant factors occur. Estimate changes are accounted for prospectively.

At December 31, 2016, Hydro One had recorded asset retirement obligations of \$9 million (2015 – \$9 million), primarily consisting of the estimated future expenditures associated with the removal and disposal of asbestos-containing materials installed in some of its facilities. The amount of interest recorded is nominal.

### 21. Share Capital Common Shares

The Company is authorized to issue an unlimited number of common shares. At December 31, 2016 and 2015, the Company had 595 million common shares issued and outstanding.

The amount and timing of any dividends payable by Hydro One is at the discretion of the Hydro One Board of Directors and is established on the basis of Hydro One's results of operations, maintenance of its deemed regulatory capital structure, financial condition, cash requirements, the satisfaction of solvency tests imposed by corporate laws for the declaration and payment of dividends and other factors that the Board of Directors may consider relevant.

### Common Share Offerings

In November 2015, Hydro One and the Province completed an initial public offering (IPO) on the Toronto Stock Exchange of approximately 15% of its 595 million outstanding common shares. In April 2016, the Province completed a secondary offering of approximately 83.3 million or 14% common shares of Hydro One on the Toronto Stock Exchange. Hydro One did not receive any of the proceeds from the sale of the common shares by the Province.

### Preferred Shares

The Company is authorized to issue an unlimited number of preferred shares, issuable in series. At December 31, 2016, two series of preferred shares are authorized for issuance: the Series 1 preferred shares and the Series 2 preferred shares. At December 31, 2016, the Company had 16,720,000 Series 1 preferred shares and no Series 2 preferred shares issued and outstanding.

Hydro One may from time to time issue preferred shares in one or more series. Prior to issuing shares in a series, the Hydro One Board of Directors is required to fix the number of shares in the series and determine the designation, rights, privileges, restrictions and conditions attaching to that series of preferred shares. Holders of Hydro One's preferred shares are not entitled to receive notice of, to attend or to vote at any meeting of the shareholders of Hydro One except that votes may be granted to a series of preferred shares when dividends have not been paid on any one or more series as determined by the applicable series provisions. Each series of preferred shares ranks on parity with every other series of preferred shares, and are entitled to a preference over the common shares and any other shares ranking junior to the preferred shares, with respect to dividends and the distribution of assets and return of capital in the event of the liquidation, dissolution or winding up of Hydro One.

For the period commencing from the date of issue of the Series 1 preferred shares and ending on and including November 19, 2020, the holders of Series 1 preferred shares are entitled to receive fixed cumulative preferential dividends of \$1.0625 per share per year, if and when declared by the Board of Directors, payable quarterly. The dividend rate will reset on November 20, 2020 and every five years thereafter at a rate equal to the sum of the then five-year Government of Canada bond yield and 3.53%. The Series 1 preferred shares will not be redeemable by Hydro One prior to November 20, 2020, but will be redeemable by Hydro One on November 20, 2020 and on November 20 of every fifth year thereafter at a redemption price equal to \$25.00 for each Series 1 preferred share redeemed, plus any accrued or unpaid dividends. The holders of Series 1 preferred shares will have the right, at their option, on November 20, 2020 and on November 20 of every fifth year thereafter, to convert all or any of their Series 1 preferred shares into Series 2 preferred shares

on a one-for-one basis, subject to certain restrictions on conversion. At December 31, 2016, no preferred share dividends were in arrears.

The holders of Series 2 preferred shares will be entitled to receive quarterly floating rate cumulative dividends, if and when declared by the Board of Directors, at a rate equal to the sum of the then three-month Government of Canada treasury bill rate and 3.53% as reset quarterly. The Series 2 preferred shares will not be redeemable by Hydro One prior to November 20, 2020, but will be redeemable by Hydro One at a redemption price equal to \$25.00 for each Series 2 preferred share redeemed, if redeemed on November 20, 2025 or on November 20 of every fifth year thereafter, or \$25.50 for each Series 2 preferred share redeemed, if redeemed on any other date after November 20, 2020, in each case plus any

accrued or unpaid dividends. The holders of Series 2 preferred shares will have the right, at their option, on November 20, 2025 and on November 20 of every fifth year thereafter, to convert all or any of their Series 2 preferred shares into Series 1 preferred shares on a one-for-one basis, subject to certain restrictions on conversion.

## Reorganization

Prior to the completion of the IPO, Hydro One and Hydro One Inc. completed a series of transactions (Pre-IPO Transactions) that resulted in, among other things, on October 31, 2015, Hydro One acquiring all of the issued and outstanding shares of Hydro One Inc. from the Province and issuing new common shares and preferred shares to the Province.

The following tables present the changes to common and preferred shares as a result of Pre-IPO Transactions, as well as the movement in the number of common and preferred shares during the year ended December 31, 2015. There was no movement in common or preferred shares during the year ended December 31, 2016.

(millions of dollars)	Common Shares	Preferred Shares	
		Equity	Temporary Equity
Common shares issued – purchase and cancellation of preferred shares (c)	323	–	(323)
Acquisition of Hydro One Inc. (d)			
Common shares of Hydro One Inc. acquired by Hydro One	(3,441)	–	–
Common shares of Hydro One issued to Province	3,023	–	–
Preferred shares of Hydro One issued to Province	–	418	–
Common shares issued (e)	2,600	–	–
Total Pre-IPO Transactions adjustment	2,505	418	(323)

(number of shares)	Common Shares	Preferred Shares	
		Equity	Temporary Equity
Number of shares – January 1, 2015 (a)	100,000	–	12,920,000
Common shares issued (b)	100,000	–	–
Pre-IPO Transactions:			
Common shares issued – purchase and cancellation of preferred shares (c)	2,640	–	(12,920,000)
Acquisition of Hydro One Inc. (d)			
Common shares of Hydro One Inc. acquired by Hydro One	(102,640)	–	–
Common shares of Hydro One issued to Province	12,197,500,000	–	–
Preferred shares of Hydro One issued to Province	–	16,720,000	–
Common shares issued (e)	2,600,000,000	–	–
Common shares consolidation (f)	(14,202,600,000)	–	–
Number of shares – December 31, 2015	595,000,000	16,720,000	–

(a) At January 1, 2015, all common and preferred shares represent the shares of Hydro One Inc.

(b) On August 31, 2015, Hydro One was incorporated under the *Business Corporations Act* (Ontario) and issued 100,000 common shares to the Province for proceeds of \$100,000.

(c) On October 31, 2015, Hydro One Inc. purchased and cancelled 12,920,000 preferred shares of Hydro One Inc. previously held by the Province for cancellation at a price equal to the redemption price of the preferred shares totalling \$323 million, which was satisfied by the issuance to the Province of 2,640 common shares of Hydro One Inc.

(d) On October 31, 2015, all of the issued and outstanding common shares of Hydro One Inc. were acquired by Hydro One from the Province in return for 12,197,500,000 common shares of Hydro One and 16,720,000 Series 1 preferred shares of Hydro One.

(e) On November 4, 2015, Hydro One issued 2.6 billion common shares to the Province for proceeds of \$2.6 billion.

(f) On November 4, 2015, the common shares of Hydro One were consolidated by way of articles of amendment approved by the Province as sole shareholder so that, after such consolidation, 595,000,000 common shares of Hydro One were issued and outstanding.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Share Ownership Restrictions

The *Electricity Act* imposes share ownership restrictions on securities of Hydro One carrying a voting right (Voting Securities). These restrictions provide that no person or company (or combination of persons or companies acting jointly or in concert) may beneficially own or exercise control or direction over more than 10% of any class or series of Voting Securities, including common shares of the Company (Share Ownership Restrictions). The Share Ownership Restrictions do not apply to Voting Securities held by the Province, nor to an underwriter who holds Voting Securities solely for the purpose of distributing those securities to purchasers who comply with the Share Ownership Restrictions.

### 22. Dividends

In 2016, preferred share dividends in the amount of \$19 million (2015 – \$13 million) and common share dividends in the amount of \$577 million (2015 – \$875 million) were declared. The 2016 common share dividends include \$77 million for the post-IPO period

from November 5 to December 31, 2015, and \$500 million for the year ended December 31, 2016.

In August 2015, Hydro One declared a dividend in-kind on its common shares payable in all of the issued and outstanding shares of Hydro One Brampton (see note 4).

### 23. Earnings Per Share

Basic earnings per common share (EPS) is calculated by dividing net income attributable to common shareholders of Hydro One by the weighted average number of common shares outstanding. Diluted EPS is calculated by dividing net income attributable to common shareholders of Hydro One by the weighted average number of common shares outstanding adjusted for the effects of potentially dilutive stock-based compensation plans, including the share grant plans and the Long-term Incentive Plan, which are calculated using the treasury stock method.

<i>Year ended December 31</i>	2016	2015
Net income attributable to common shareholders ( <i>millions of dollars</i> )	721	690
Weighted average number of shares		
Basic	595,000,000	496,272,733
Effect of dilutive stock-based compensation plans ( <i>Note 24</i> )	1,700,823	94,691
Diluted	596,700,823	496,367,424
EPS		
Basic	\$1.21	\$1.39
Diluted	\$1.21	\$1.39

### Pro forma Adjusted non-GAAP Basic and Diluted EPS

The following pro forma adjusted non-GAAP basic and diluted EPS has been prepared by management on a supplementary basis which assumes that the total number of common shares outstanding was 595,000,000 in each of the years ended December 31, 2016 and 2015. The supplementary pro forma disclosure is used internally by management subsequent to the IPO of Hydro One to assess the

Company's performance and is considered useful because it eliminates the impact of a different number of shares outstanding and held by the Province prior to the IPO. EPS is considered an important measure and management believes that presenting it for all periods based on the number of outstanding shares on, and subsequent to, the IPO provides users with a comparable basis to evaluate the operations of the Company.

<i>Year ended December 31</i> <i>(unaudited)</i>	2016	2015
Net income attributable to common shareholders ( <i>millions of dollars</i> )	721	690
Pro forma weighted average number of common shares		
Basic	595,000,000	595,000,000
Effect of dilutive stock-based compensation plans ( <i>Note 24</i> )	1,700,823	94,691
Diluted	596,700,823	595,094,691
Pro forma adjusted non-GAAP EPS		
Basic	\$1.21	\$1.16
Diluted	\$1.21	\$1.16

The above pro forma adjusted non-GAAP basic and diluted EPS does not have any standardized meaning in US GAAP.

## 24. Stock-based Compensation

### Share Grant Plans

At December 31, 2016, Hydro One had two share grant plans (Share Grant Plans), one for the benefit of certain members of the Power Workers' Union (the PWU Share Grant Plan) and one for the benefit of certain members of The Society of Energy Professionals (the Society Share Grant Plan).

The PWU Share Grant Plan provides for the issuance of common shares of Hydro One from treasury to certain eligible members of the Power Workers' Union annually, commencing on April 1, 2017 and continuing until the earlier of April 1, 2028 or the date an eligible employee no longer meets the eligibility criteria of the PWU Share Grant Plan. To be eligible, an employee must be a member of the Pension Plan on April 1, 2015, be employed on the date annual share issuance occurs and continue to have under 35 years of service. The requisite service period for the PWU Share Grant Plan begins on July 3, 2015, which is the date the share grant plan was ratified by the PWU. The number of common shares issued annually to each eligible employee will be equal to 2.7% of such eligible employee's salary as at April 1, 2015, divided by \$20.50, being the price of the common shares of Hydro One in the IPO. The aggregate number of common shares issuable under the PWU Share Grant Plan shall not exceed 3,981,763 common shares. In 2015, 3,979,062 common shares were granted under the PWU Share Grant Plan.

The Society Share Grant Plan provides for the issuance of common shares of Hydro One from treasury to certain eligible members of The Society of Energy Professionals annually, commencing on April 1,

2018 and continuing until the earlier of April 1, 2029 or the date an eligible employee no longer meets the eligibility criteria of the Society Share Grant Plan. To be eligible, an employee must be a member of the Pension Plan on September 1, 2015, be employed on the date annual share issuance occurs and continue to have under 35 years of service. Therefore the requisite service period for the Society Share Grant Plan begins on September 1, 2015. The number of common shares issued annually to each eligible employee will be equal to 2.0% of such eligible employee's salary as at September 1, 2015, divided by \$20.50, being the price of the common shares of Hydro One in the IPO. The aggregate number of common shares issuable under the Society Share Grant Plan shall not exceed 1,434,686 common shares. In 2015, 1,433,292 common shares were granted under the Society Share Grant Plan.

The fair value of the Hydro One Limited 2015 share grants of \$111 million was estimated based on the grant date share price of \$20.50 and is recognized using the graded-vesting attribution method as the share grant plans have both a performance condition and a service condition. No shares were granted under the Share Grant Plans in 2016. Total share based compensation recognized during 2016 was \$21 million (2015 – \$10 million) and was recorded as a regulatory asset.

A summary of share grant activity under the Share Grant Plans during years ended December 31, 2016 and 2015 is presented below:

	Share Grants (number of common shares)	Weighted- Average Price
<i>Year ended December 31, 2016</i>		
Share grants outstanding – January 1, 2016	5,412,354	\$20.50
Granted (non-vested)	–	–
Forfeited	(77,939)	\$20.50
Share grants outstanding – December 31, 2016	5,334,415	\$20.50
<i>Year ended December 31, 2015</i>		
Share grants outstanding – January 1, 2015	–	–
Granted (non-vested)	5,412,354	\$20.50
Share grants outstanding – December 31, 2015	5,412,354	\$20.50

### Directors' DSU Plan

Under the Company's Directors' DSU Plan, directors can elect to receive credit for their annual cash retainer in a notional account of

DSUs in lieu of cash. Hydro One's Board of Directors may also determine from time to time that special circumstances exist that would reasonably justify the grant of DSUs to a director as compensation in addition to any regular retainer or fee to which the director is entitled.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Each DSU represents a unit with an underlying value equivalent to the value of one common share of the Company and is entitled to accrue common share dividend equivalents in the form of additional DSUs at the time dividends are paid, subsequent to declaration by Hydro One's Board of Directors.

Year ended December 31

(number of DSUs)	2016	2015
DSUs outstanding – January 1	20,525	–
DSUs granted	78,558	20,525
DSUs outstanding – December 31	99,083	20,525

For the year ended December 31, 2016, an expense of \$2 million (2015 – less than \$1 million) was recognized in earnings with respect to the DSU Plan. At December 31, 2016, a liability of \$2 million (December 31, 2015 – less than \$1 million), related to outstanding DSUs has been recorded at the closing price of the Company's common shares of \$23.58 and is included in accrued liabilities on the Consolidated Balance Sheets.

### Employee Share Ownership Plan

Effective December 15, 2015, Hydro One established an Employee Share Ownership Plan (ESOP). Under the ESOP, certain eligible management and non-represented employees may contribute between 1% and 6% of their base salary towards purchasing common shares of Hydro One. The Company matches 50% of the employee's contributions, up to a maximum Company contribution of \$25,000 per calendar year. In 2016, Company contributions made under the ESOP were \$2 million (2015 – \$nil).

### Long-term Incentive Plan

Effective August 31, 2015, the Board of Directors of Hydro One adopted an LTIP. Under the LTIP, long-term incentives are granted to certain executive and management employees of Hydro One and its subsidiaries, and all equity-based awards will be settled in newly issued shares of Hydro One from treasury, consistent with the provisions of the plan. The aggregate number of shares issuable under the LTIP shall not exceed 11,900,000 shares of Hydro One.

The LTIP provides flexibility to award a range of vehicles, including restricted share units (RSUs), performance share units (PSUs), stock options, share appreciation rights, restricted shares, deferred share units and other share-based awards. The mix of vehicles is intended to vary by role to recognize the level of executive accountability for overall business performance.

During 2016, the Company granted awards under its LTIP, consisting of PSUs and RSUs, all of which are equity settled, as follows:

Year ended December 31, 2016	Number of PSUs	Number of RSUs
Units outstanding – January 1, 2016	–	–
Units granted	235,420	258,970
Units forfeited	(4,820)	(4,820)
Units outstanding – December 31, 2016	230,600	254,150

The grant date total fair value of the awards was \$12 million (2015 – \$nil). The compensation expense recognized by the Company relating to these awards during 2016 was \$3 million (2015 – \$nil).

### 25. Noncontrolling Interest

On December 16, 2014, transmission assets totalling \$526 million were transferred from Hydro One Networks to B2M LP. This was financed by 60% debt (\$316 million) and 40% equity (\$210 million). On December 17, 2014, the Saugeen Ojibway Nation (SON) acquired a 34.2% equity interest in B2M LP for consideration of

\$72 million, representing the fair value of the equity interest acquired. The SON's initial investment in B2M LP consists of \$50 million of Class A units and \$22 million of Class B units.

The Class B units have a mandatory put option which requires that upon the occurrence of an enforcement event (i.e. an event of default such as a debt default by the SON or insolvency event), Hydro One purchase the Class B units of B2M LP for net book value on the redemption date. The noncontrolling interest relating to the Class B units is classified on the Consolidated Balance Sheet as temporary equity because the redemption feature is outside the control of the Company. The balance of the noncontrolling interest is classified within equity.

The following tables show the movements in noncontrolling interest for the years ended December 31, 2016 and 2015:

<i>Year ended December 31, 2016</i> <i>(millions of dollars)</i>	Temporary Equity	Equity	Total
Noncontrolling interest – January 1, 2016	23	52	75
Distributions to noncontrolling interest	(3)	(6)	(9)
Net income attributable to noncontrolling interest	2	4	6
Noncontrolling interest – December 31, 2016	22	50	72

<i>Year ended December 31, 2015</i> <i>(millions of dollars)</i>	Temporary Equity	Equity	Total
Noncontrolling interest – January 1, 2015	21	49	70
Distributions to noncontrolling interest	(1)	(4)	(5)
Net income attributable to noncontrolling interest	3	7	10
Noncontrolling interest – December 31, 2015	23	52	75

## 26. Related Party Transactions

The Province is the majority shareholder of Hydro One. The IESO, Ontario Power Generation Inc. (OPG), OEFC, OEB, and Hydro One Brampton are related parties to Hydro One because they are controlled or significantly influenced by the Province.

		Year ended December 31	
		2016	2015
Related Party	Transaction	(millions of dollars)	
Province <sup>1</sup>	Dividends paid	451	888
	Common shares issued <sup>2</sup>	–	2,600
	IPO costs subsequently reimbursed by the Province <sup>3</sup>	–	7
IESO	Power purchased	2,096	2,318
	Revenues for transmission services	1,549	1,548
	Distribution revenues related to rural rate protection	125	127
	Distribution revenues related to the supply of electricity to remote northern communities	32	32
	Funding received related to Conservation and Demand Management programs	63	70
OPG	Power purchased	6	11
	Revenues related to provision of construction and equipment maintenance services	5	7
	Costs expensed related to the purchase of services	1	1
OEFC	Payments in lieu of corporate income taxes <sup>4</sup>	–	2,933
	Power purchased from power contracts administered by the OEFC	1	6
	Indemnification fee paid (terminated effective October 31, 2015)	–	8
OEB	OEB fees	11	12
Hydro One Brampton <sup>1</sup>	Revenues from management, administrative and smart meter network services	3	1

<sup>1</sup> On August 31, 2015, Hydro One Inc. completed the spin-off of its subsidiary, Hydro One Brampton, to the Province.

<sup>2</sup> On November 4, 2015, Hydro One issued common shares to the Province for proceeds of \$2.6 billion.

<sup>3</sup> In 2015, Hydro One incurred certain IPO related expenses totalling \$7 million, which were subsequently reimbursed to the Company by the Province.

<sup>4</sup> In 2015, Hydro One made PILs to the OEFC totalling \$2.9 billion, including Departure Tax of \$2.6 billion.

Sales to and purchases from related parties are based on the requirements of the OEB's Affiliate Relationships Code. Outstanding balances at period end are interest free and settled in cash.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The amounts due to and from related parties as a result of the transactions referred to above are as follows:

<i>December 31</i> <i>(millions of dollars)</i>	2016	2015
Due from related parties	158	191
Due to related parties <sup>1</sup>	(147)	(138)

<sup>1</sup> Included in due to related parties at December 31, 2016 are amounts owing to the IESO in respect of power purchases of \$143 million (2015 – \$134 million).

## 27. Consolidated Statements of Cash Flows

The changes in non-cash balances related to operations consist of the following:

<i>Year ended December 31</i> <i>(millions of dollars)</i>	2016	2015
Accounts receivable	(60)	245
Due from related parties	33	33
Materials and supplies	2	2
Prepaid expenses and other assets	(15)	4
Accounts payable	19	(23)
Accrued liabilities	53	(15)
Due to related parties	9	(89)
Accrued interest	9	(4)
Long-term accounts payable and other liabilities	6	–
Postretirement and post-employment benefit liability	78	60
	134	213

## Capital Expenditures

The following table reconciles between investments in property, plant and equipment and the amount presented in the Consolidated Statements of Cash Flows after accounting for capitalized depreciation and the net change in related accruals:

<i>Year ended December 31</i> <i>(millions of dollars)</i>	2016	2015
Capital investments in property, plant and equipment	(1,630)	(1,623)
Capitalized depreciation and net change in accruals included in capital investments in property, plant and equipment	30	28
Capital expenditures – property, plant and equipment	(1,600)	(1,595)

The following table reconciles between investments in intangible assets and the amount presented in the Consolidated Statements of Cash Flows after accounting for the net change in related accruals:

<i>Year ended December 31</i> <i>(millions of dollars)</i>	2016	2015
Capital investments in intangible assets	(67)	(40)
Net change in accruals included in capital investments in intangible assets	6	3
Capital expenditures – intangible assets	(61)	(37)

## Capital Contributions

Hydro One enters into contracts governed by the OEB Transmission System Code when a transmission customer requests a new or upgraded transmission connection. The customer is required to make a capital contribution to Hydro One based on the shortfall between the present value of the costs of the connection facility and the present value of revenues. The present value of revenues is based on an estimate of load forecast for the period of the contract with Hydro One. Once the connection facility is commissioned, in accordance

with the OEB Transmission System Code, Hydro One will periodically reassess the estimated of load forecast which will lead to a decrease, or an increase in the capital contributions from the customer. The increase or decrease in capital contributions is recorded directly to fixed assets in service. In 2016, capital contributions from these reassessments totalled \$21 million (2015 – \$57 million), which represents the difference between the revised load forecast of electricity transmitted compared to the load forecast in the original contract, subject to certain adjustments.

## Supplementary Information

Year ended December 31  
(millions of dollars)

	2016	2015
Net interest paid	418	416
Income taxes / PILs paid	32	2,933

## 28. Contingencies

### Legal Proceedings

Hydro One is involved in various lawsuits, claims and regulatory proceedings in the normal course of business. In the opinion of management, the outcome of such matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

Hydro One Inc., Hydro One Networks, Hydro One Remote Communities, and Norfolk Power Distribution Inc. are defendants in a class action suit in which the representative plaintiff is seeking up to \$125 million in damages related to allegations of improper billing practices. A certification motion in the class action is pending. Due to the preliminary stage of legal proceedings, an estimate of a possible loss related to this claim cannot be made.

### Transfer of Assets

The transfer orders by which the Company acquired certain of Ontario Hydro's businesses as of April 1, 1999 did not transfer title to some assets located on Reserves (as defined in the *Indian Act* (Canada)). Currently, the OEFC holds these assets. Under the terms of the transfer orders, the Company is required to manage these assets until it has obtained all consents necessary to complete the transfer of title of these assets to itself. The Company cannot predict the aggregate amount that it may have to pay, either on an annual or one-time basis, to obtain the required consents. In 2016, the Company paid approximately \$1 million (2015 – \$1 million) in respect of consents obtained. If the Company cannot obtain the required consents, the OEFC will continue to hold these assets for an indefinite period of time. If the Company cannot reach a satisfactory settlement, it may have to relocate these assets to other locations at a cost that could be substantial or, in a limited number of cases, to abandon a line and replace it with diesel-generation facilities. The costs relating to these assets could have a material adverse effect on the Company's results of operations if the Company is not able to recover them in future rate orders.

## 29. Commitments

The following table presents a summary of Hydro One's commitments under leases, outsourcing and other agreements due in the next 5 years and thereafter.

December 31, 2016 (millions of dollars)	2017	2018	2019	2020	2021	Thereafter
Outsourcing agreements	165	102	94	2	2	9
Long-term software/meter agreement	17	17	16	17	1	5
Operating lease commitments	11	10	6	10	3	2

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Outsourcing Agreements

Inergi LP (Inergi), an affiliate of Capgemini Canada Inc., provides services to Hydro One, including settlements, source to pay services, pay operations services, information technology, finance and accounting services. The agreement with Inergi for these services expires in December 2019. In addition, Inergi provides customer service operations outsourcing services to Hydro One. The agreement for these services expires in February 2018.

Brookfield Global Integrated Solutions (formerly Brookfield Johnson Controls Canada LP) (Brookfield) provides services to Hydro One, including facilities management and execution of certain capital projects as deemed required by the Company. The agreement with Brookfield for these services expires in December 2024.

### Long-term software/meter agreement

Trilliant Holdings Inc. and Trilliant Networks (Canada) Inc. (collectively Trilliant) provide services to Hydro One for the supply, maintenance and support services for smart meters and related hardware and software, including additional software licences, as well as certain professional services. The agreement with Trilliant for these services expires in December 2025, but Hydro One has the option to renew for an additional term of five years at its sole discretion.

### Operating Leases

Hydro One is committed as lessee to irrevocable operating lease contracts for buildings used in administrative and service-related functions and storing telecommunications equipment. These leases have typical terms of between three and five years, but several leases have lesser or greater terms to address special circumstances and/or opportunities. Renewal options, which are generally prevalent in most leases, have similar terms of three to five years. All leases include a clause to enable upward revision of the rental charge on an annual basis or on renewal according to prevailing market conditions or pre-established rents. There are no restrictions placed upon Hydro One by entering into these leases. During the year ended December 31, 2016, the Company made lease payments totalling \$11 million (2015 – \$7 million).

### Other Commitments

#### Prudential Support

Purchasers of electricity in Ontario, through the IESO, are required to provide security to mitigate the risk of their default based on their expected activity in the market. As at December 31, 2016, Hydro One Inc. provided prudential support to the IESO on behalf of its

subsidiaries using parental guarantees of \$329 million (2015 – \$329 million), and on behalf of a distributor using guarantees of \$1 million (2015 – \$1 million). In addition, as at December 31, 2016, Hydro One Inc. provided letters of credit in the amount of \$24 million (2015 – \$15 million), including \$17 million (2015 – \$15 million) to the IESO. The IESO could draw on these guarantees and/or letters of credit if these subsidiaries or distributor fail to make a payment required by a default notice issued by the IESO. The maximum potential payment is the face value of any letters of credit plus the amount of the parental guarantees.

### Retirement Compensation Arrangements

Bank letters of credit have been issued to provide security for Hydro One Inc.'s liability under the terms of a trust fund established pursuant to the supplementary pension plan for eligible employees of Hydro One Inc. The supplementary pension plan trustee is required to draw upon these letters of credit if Hydro One Inc. is in default of its obligations under the terms of this plan. Such obligations include the requirement to provide the trustee with an annual actuarial report as well as letters of credit sufficient to secure Hydro One Inc.'s liability under the plan, to pay benefits payable under the plan and to pay the letter of credit fee. The maximum potential payment is the face value of the letters of credit. At December 31, 2016, Hydro One Inc. had letters of credit of \$150 million (2015 – \$139 million) outstanding relating to retirement compensation arrangements.

## 30. Segmented Reporting

Hydro One has three reportable segments:

- The Transmission Business, which comprises the transmission of high voltage electricity across the province, interconnecting more than 70 local distribution companies and certain large directly connected industrial customers throughout the Ontario electricity grid;
- The Distribution Business, which comprises the delivery of electricity to end customers and certain other municipal electricity distributors; and
- Other Business, which includes certain corporate activities and the operations of the Company's telecommunications business.

The designation of segments has been based on a combination of regulatory status and the nature of the services provided. Operating segments of the Company are determined based on information used by the chief operating decision maker in deciding how to allocate resources and evaluate the performance of each of the segments. The Company evaluates segment performance based on income before financing charges and income taxes from continuing operations (excluding certain allocated corporate governance costs).

The accounting policies followed by the segments are the same as those described in the summary of significant accounting policies (see note 2).

*Year ended December 31, 2016*  
(millions of dollars)

	Transmission	Distribution	Other	Consolidated
Revenues	1,584	4,915	53	6,552
Purchased power	–	3,427	–	3,427
Operation, maintenance and administration	382	608	79	1,069
Depreciation and amortization	390	379	9	778
<b>Income (loss) before financing charges and income taxes</b>	<b>812</b>	<b>501</b>	<b>(35)</b>	<b>1,278</b>
<b>Capital investments</b>	<b>988</b>	<b>703</b>	<b>6</b>	<b>1,697</b>

*Year ended December 31, 2015*  
(millions of dollars)

	Transmission	Distribution	Other	Consolidated
Revenues	1,536	4,949	53	6,538
Purchased power	–	3,450	–	3,450
Operation, maintenance and administration	414	633	88	1,135
Depreciation and amortization	374	380	5	759
<b>Income (loss) before financing charges and income taxes</b>	<b>748</b>	<b>486</b>	<b>(40)</b>	<b>1,194</b>
<b>Capital investments</b>	<b>943</b>	<b>711</b>	<b>9</b>	<b>1,663</b>

### Total Assets by Segment:

*December 31*  
(millions of dollars)

	2016	2015
Transmission	13,007	12,045
Distribution	9,337	9,200
Other	3,007	3,049
<b>Total assets</b>	<b>25,351</b>	<b>24,294</b>

All revenues, costs and assets, as the case may be, are earned, incurred or held in Canada.

## 31. Subsequent Events


### Dividends

On February 9, 2017, preferred share dividends in the amount of \$4 million and common share dividends in the amount of \$125 million (\$0.21 per common share) were declared.



# BOARD OF DIRECTORS & SENIOR LEADERSHIP TEAM



 For detailed biographical information of Hydro One limited board members and senior leadership, go to [HydroOne.com/Investors](https://HydroOne.com/Investors)

## BOARD OF DIRECTORS

- |   |   |
|---|---|
| <p><b>1 David Denison, O.C., FCPA, FCA</b><br/>Chair of the Board</p> <p><b>2 Ian Bourne, ICD.D, F.ICD</b><br/>Board Chair, Ballard Power Systems</p> <p><b>3 Charles Brindamour</b><br/>CEO, Intact Financial Corporation</p> <p><b>4 Marcello (Marc) Caira</b><br/>Vice Chairman,<br/>Restaurants Brands International</p> <p><b>5 Christie Clark, FCA, FCPA</b><br/>Director, Loblaw Companies</p> <p><b>6 George Cooke</b><br/>Board Chair,<br/>OMERS Administration Corp</p> <p><b>7 Margaret (Marianne) Harris</b><br/>Board Chair, IIROC</p> | <p><b>8 James Hinds</b><br/>Former Board Chair, IESO and OPA</p> <p><b>9 Kathryn J. Jackson, PH.D</b><br/>Director, Portland General Electric</p> <p><b>10 Roberta Jamieson O.C., C.M., I.P.C, LL.B, LL.D (HON)</b><br/>President and CEO, Indspire</p> <p><b>11 Hon. Frances L. Lankin, O.C., P.C., C.M.</b><br/>Member of Senate of Canada</p> <p><b>12 Philip S. Orsino, O.C., FCPA, FCA</b><br/>Director, Bank of Montreal</p> <p><b>13 Jane Peverett, FCMA, ICD.D</b><br/>Director, Canadian Imperial<br/>Bank of Commerce</p> <p><b>14 Gale Rubenstein</b><br/>Partner, Goodmans LLP</p> <p><b>15 Mayo Schmidt</b><br/>President and CEO, Hydro One Limited</p> |
|---|---|

## SENIOR LEADERSHIP TEAM

- 15 Mayo Schmidt**  
President and CEO
- 16 Paul H. Barry**  
EVP, Strategy  
& Corporate Development
- 17 Greg Kiraly**  
Chief Operating Officer
- 18 Judy McKellar**  
EVP, Chief Human  
Resources Officer
- 19 Ferio Pugliese**  
EVP, Customer Care  
& Corporate Affairs
- 20 James (Jamie) Scarlett**  
EVP, Chief Legal Officer
- 21 Michael Vels**  
Chief Financial Officer

# CORPORATE & SHAREHOLDER INFORMATION

## CORPORATE OFFICES

483 Bay Street, South Tower  
Toronto, Ontario, M5G 2P5  
1.416.345.5000  
[www.HydroOne.com](http://www.HydroOne.com)

## CUSTOMER INQUIRIES

Customer Service:  
1.888.664.9376 or  
[CustomerCommunications@HydroOne.com](mailto:CustomerCommunications@HydroOne.com)  
Report an Emergency (24 hours):  
1.800.434.1235

## SHAREHOLDER SERVICES

If you are a registered shareholder and have inquiries regarding your account, wish to change your name or address, or have questions about dividends, duplicate mailings, lost stock certificates, share transfers or estate settlements, contact our transfer agent and registrar:  
**Computershare Trust Company of Canada**  
100 University Avenue, 8th Floor  
Toronto, ON M5J 2Y1  
1.514.982.7555 or 1.800.564.6253  
[service@computershare.com](mailto:service@computershare.com)

## INSTITUTIONAL INVESTORS AND ANALYSTS

Institutional investors, securities analysts and others requiring additional financial information can visit [HydroOne.com/Investors](http://HydroOne.com/Investors) or contact us at:  
1.416.345.6867  
[Investor.Relations@HydroOne.com](mailto:Investor.Relations@HydroOne.com) or  
[Bruce.Mann@HydroOne.com](mailto:Bruce.Mann@HydroOne.com)

## MEDIA INQUIRIES

1.416.345.6868 or 1.877.506.7584  
[Media.Relations@HydroOne.com](mailto:Media.Relations@HydroOne.com)

## SUSTAINABILITY

Hydro One is committed to continuing to grow responsibly and we focus our social and environmental sustainability efforts where we can make the most meaningful impacts on both. To learn more, visit [HydroOne.com/OurCommitment](http://HydroOne.com/OurCommitment)

## STOCK EXCHANGE LISTING

Toronto Stock Exchange (TSX): H  
(CUSIP #448811208)



## EQUITY INDEX INCLUSIONS

Dow Jones Select Utilities (Canada) Index  
FTSE All-World Index Series  
MSCI World (Canada) Index  
S&P/TSX Composite Index  
S&P/TSX Utilities Index  
S&P/TSX Composite Dividend Index  
S&P/TSX Composite Low Volatility Index

## DEBT SECURITIES

For details of the public debt securities of Hydro One and its subsidiaries, please refer to the "Debt Information" section under [HydroOne.com/Investors](http://HydroOne.com/Investors)

## INDEPENDENT AUDITORS

KPMG LLP

## ON-LINE INFORMATION

Hydro One is committed to open and full financial disclosure and best practices in corporate governance. We invite you to visit the Investor Relations section of [HydroOne.com/InvestorRelations](http://HydroOne.com/InvestorRelations) where you will find additional information about our business, including events and presentations, news releases, regulatory filings, governance practices, corporate social responsibility and our continuous disclosure materials, including quarterly financial releases, annual information forms and management information circulars. You may also subscribe to our news by email to automatically receive Hydro One news releases electronically.

## COMMON SHARE DIVIDEND INFORMATION

### 2017 Expected Dividend Dates

Record Date*:	Payment Date*:
March 14, 2017	March 31, 2017
June 13, 2017	June 30, 2017
September 12, 2017	September 29, 2017
December 12, 2017	December 29, 2017

\* Subject to Board approval

Unless indicated otherwise, all common share dividends paid by Hydro One are designated as "eligible" dividends for the purposes of the *Income Tax Act* (Canada) and any similar provincial legislation.

## DIVIDEND REINVESTMENT PLAN (DRIP)

Hydro One offers a convenient dividend reinvestment program for eligible shareholders to purchase additional Hydro One shares by reinvesting their cash dividends without incurring brokerage or administration fees. For plan information and enrolment materials or to learn more about the Hydro One DRIP, visit [HydroOne.com/DRIP](http://HydroOne.com/DRIP) or Computershare Trust Company of Canada at [InvestorCentre.com/HydroOne](http://InvestorCentre.com/HydroOne)

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[@hometownhydroone](https://www.instagram.com/hometownhydroone)



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Stay up-to-date with the latest Hydro One investor information at  
► [HydroOne.com/Investors](http://HydroOne.com/Investors)

## CAUTION REGARDING FORWARD-LOOKING INFORMATION AND OTHER RISKS

This annual report includes forward-looking statements about the financial condition, plans and prospects of Hydro One that involve risks and uncertainties and non-GAAP measures that are detailed in the "Risk Management and Risk Factors", "Forward-Looking Statements and Information", and "Non-GAAP Measures" sections of the MD&A contained herein, which should be read in conjunction with all sections of this document.



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**HYDRO ONE LIMITED** IS ONE OF NORTH AMERICA'S LARGEST ELECTRIC UTILITIES, WITH A REGULATED TRANSMISSION GRID TRANSMITTING 98 PERCENT OF ONTARIO'S ELECTRIC POWER, AND A REGULATED LOCAL DISTRIBUTION OPERATION DELIVERING ELECTRICITY TO MORE THAN 1.3 MILLION RESIDENTIAL AND BUSINESS CUSTOMERS ACROSS 75 PERCENT OF THE GEOGRAPHY OF THE PROVINCE.



hydroOne

[HydroOne.com](http://HydroOne.com)

## **TAB 2**





Delivering a

# POWERFUL FUTURE

HYDRO ONE LIMITED 2017 ANNUAL REPORT

hydroOne

Hydro One Limited (Hydro One) is Ontario's largest electricity transmission and distribution provider with more than 1.3 million valued customers, \$25.7 billion in assets and annual revenues of approximately \$6 billion. Our team of approximately 7,400 skilled and dedicated regular and non-regular employees proudly and safely serves suburban, rural and remote communities across Ontario through our approximately 30,000 circuit kilometres of high-voltage transmission and approximately 123,000 circuit kilometres of primary low-voltage distribution networks. Hydro One is committed to the communities we serve, and has been rated as the top utility in Canada for its corporate citizenship, sustainability, and diversity initiatives. We are one of only five utility companies in Canada to achieve the Sustainable Electricity Company designation from the Canadian Electricity Association. We also provide advanced broadband telecommunications services on a wholesale basis utilizing our extensive fibre optic network. Hydro One's common shares are listed on the Toronto Stock Exchange (TSX: H).

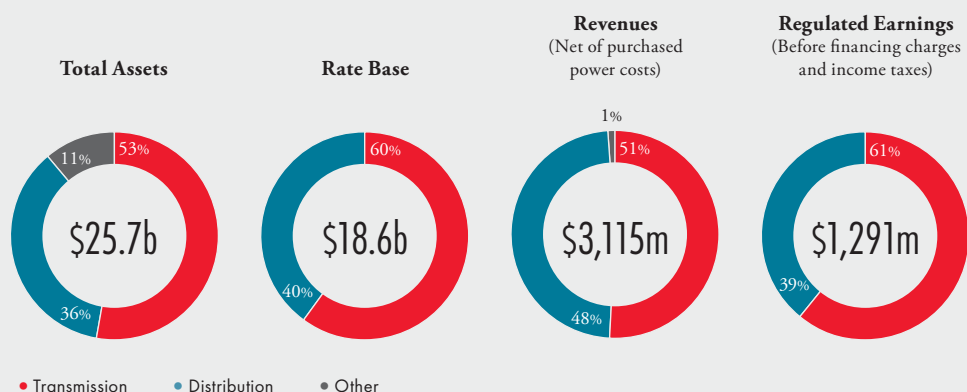
## FINANCIAL HIGHLIGHTS

Year ended December 31 (millions of dollars, except as otherwise noted)	2017	2016
Revenues	5,990	6,552
Purchased power	2,875	3,427
Revenues, net of purchased power <sup>1</sup>	3,115	3,125
Operation, maintenance and administration costs (OM&A)	1,066	1,069
Depreciation and amortization	817	778
Financing charges	439	393
Income tax expense	111	139
<b>Net income attributable to common shareholders of Hydro One</b>	<b>658</b>	<b>721</b>
Basic earnings per common share (EPS)	\$1.11	\$1.21
Diluted EPS	\$1.10	\$1.21
Basic adjusted non-GAAP EPS (Adjusted EPS) <sup>1</sup>	\$1.17	\$1.21
Diluted Adjusted EPS <sup>1</sup>	\$1.16	\$1.21
Net cash from operating activities	1,716	1,656
Funds from operations (FFO) <sup>1</sup>	1,579	1,494
Capital investments	1,567	1,697
Assets placed in-service	1,592	1,605
Transmission: Average monthly Ontario 60-minute peak demand (MW)	19,587	20,690
Distribution: Electricity distributed to Hydro One customers (GWh)	25,876	26,289
Debt to capitalization ratio <sup>2</sup>	52.9%	52.6%

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This report contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate, and include beliefs and assumptions made by the management of our Company. Words such as "expect" and "will" are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve assumptions and risks and uncertainties that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. We do not intend, and we disclaim any obligation, to update any forward-looking statements, except as required by law.



## Total Shareholder Return (TSR) November 5, 2015 IPO to December 31, 2017

Hydro One Limited	18.1%
S&P/TSX Capped Utilities Index	29.9%
S&P/TSX Composite Index	26.5%
S&P 500 Electric Utilities Index	28.6%
S&P 500 Index	32.1%

1. See section Financial Report (starting on page 31) on "Non-GAAP Measures" for description and reconciliation of basic and diluted Adjusted EPS, FFO and Revenues, net of purchased power.  
2. Debt to capitalization ratio has been presented at December 31, 2017 and 2016, and has been calculated as total debt (includes total long-term debt, convertible debentures and short-term borrowings, net of cash and cash equivalents) divided by total debt plus total shareholders' equity, including preferred shares but excluding any amounts related to noncontrolling interest.



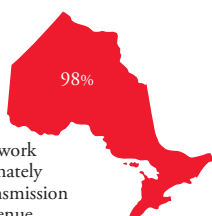
## INVESTING IN HYDRO ONE OFFERS A UNIQUE OPPORTUNITY TO PARTICIPATE IN THE TRANSFORMATION OF A PREMIUM LARGE-SCALE UTILITY

# 5 REASONS to Invest in Hydro One

### Nº 1

#### Everyone Uses Electricity

We are one of the largest regulated electric utilities in North America. We own and operate an extensive system of transmission and distribution networks in Canada's most populated province with no material exposure to commodity prices.



Our transmission network accounts for approximately 98% of Ontario's transmission capacity based on revenue

### Nº 2

#### Strong Balance Sheet

Our strong investment-grade balance sheet has one of the highest quality utility credit profiles in North America.

Agency	Credit Profile	
	Long Term/Short Term/Outlook	
S&P	A / A-1/	negative
DBRS	A (high) / R-1 (low) /	stable
Moody's	A3 / Prime-2 /	negative

### Nº 3

#### Predictable Growth

We offer a predictable multi-year growth profile with strong cash flows. This is the result of an expanding rate base that supports the need to upgrade and maintain our aging infrastructure.

#### Capital Investments (CAD \$ millions)

• Transmission • Distribution • Other



### Nº 4

#### Attractive Dividend

We have an attractive dividend yield with 70–80 per cent target payout ratio and offer the opportunity for continued dividend growth.

70–80% TARGET  
PAYOUT RATIO



### Nº 5

#### Forward Looking

Our highly accomplished management team has taken on the opportunity to transform the organization into a commercially oriented, performance-driven culture focused on improving productivity and customer service.

#### Reducing OM&A Spend

November 5, 2015 to December 31, 2017 (CAD \$ millions)





# CHAIR



**David F. Denison**  
Chair of the Board  
Hydro One Limited

Dear fellow shareholders,

As I look back on 2017, it is first important to acknowledge the tragic loss the Hydro One family suffered in December with the deaths of four employees. The response to that accident demonstrated the incredible strength and unity of the entire Hydro One organization as employees came together to mourn and support each other moving forward. It has also led to a re-affirmation of the paramount importance of safety in all aspects of our policies, practices and procedures.

During 2017, the Board worked closely with the management team to formulate a new long term strategy for Hydro One; our President and CEO Mayo Schmidt provides more detail about the strategy in his letter. The Board is confident that the disciplined execution of this strategy in the years ahead will create considerable value for our shareholders and other stakeholders. The pending acquisition of Avista Corporation that we announced last July is just one concrete example of the implementation of that strategy.

Successful execution relies on a talented management team. One of the key responsibilities and priorities for our Board is to ensure that we have sufficient depth of talent and experience as well as strong succession plans across our leadership team. The Board was pleased to see the ranks of our leadership team strengthened with the recently announced addition of Paul Dobson as Chief Financial Officer.

#### Commitment to Diversity and Inclusion

Last year, Hydro One joined the 30% Club, an international campaign aimed at achieving a minimum of 30 per cent of women represented on boards, a level we have already surpassed, and also signed the Catalyst Accord: Women on Corporate Boards in Canada. In August, Hydro One also

became a signatory to the Leadership Accord on Gender Diversity in the Canadian Electricity Industry.

All of these initiatives demonstrate Hydro One's commitment to becoming a more diverse and inclusive workplace, one where all employees feel supported and included.

In conclusion, 2017 was an important year of transition for Hydro One in its evolution as a broadly held, strong performing public Company. The entire Board expresses its thanks and appreciation to all employees of Hydro One for their hard work in serving the interests of our customers and shareholders. We believe we now have the foundations in place to enhance the value we will bring to all stakeholders in the years ahead.

Thank you for your investment and continued support,

**David F. Denison**  
Chair of the Board of Directors

#### Hydro One's Governance Practices

Fully Independent Board (excluding CEO)	Separate Board Chair and CEO	Director Share Ownership Guidelines	Commitment to Director Diversity	Governance Agreement with the Province	Majority Voting Policy for Directors	Annual Reviews of Board and Committee Performance
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## CEO

**Mayo Schmidt**

President and Chief Executive Officer  
Hydro One Limited

## Key Achievements

**\$114.4m**2016/2017 productivity savings<sup>1</sup>**5%**

Dividend increase in May (to \$0.22)

**41% (approx.)**Transmission SAIDI<sup>2</sup> improvement**1<sup>st</sup>**

Hydro One's Contact Centre was the first electricity service provider in Ontario to open to customers on Saturdays

**90%**

Customer satisfaction with contact centre agents; highest in the Company's history

1. Productivity savings achieved are as a result of operational improvements in both capital and OM&A.
2. SAIDI (System Average Interruption Duration Index) year-end 2017 performance improvement relative to a 5-year average (%).

## Dear fellow shareholders,

I want to acknowledge the tragic loss we experienced on December 14th that took the lives of four of our own. The entire Hydro One family came together for the families and to support teammates in the wake of this tragedy and to commemorate the lives of James, Jeff, Darcy and Kyle. Collectively, we continue to support the grieving families and loved ones of our four men. The health, safety, and well-being of every single person at Hydro One are paramount to me, this Company, and to all of our people.

While we were also faced with a number of industry challenges including: rising interest rates, a lower regulated return on equity that impacted transmission and distribution revenues and extended unseasonably milder weather affecting 2017 total shareholder return; we have acted with a high degree of discipline to moderate these events and we remain committed to delivering value for our shareholders and other stakeholders.

**Unveiling Our Strategy**

In 2017, our Board of Directors approved Hydro One's strategy which outlines our plan to become one of North America's leading utilities.

1. Optimization and Innovation
2. Diversification
3. Growth

In 2015, our public listing was the fourth largest IPO in Canadian history. While Hydro One is now a commercially focused shareholder-owned company, we embrace the responsibility of delivering results for shareholders while caring for our people and building our customer oriented culture.

Privatization has made it possible for us to enact powerful change at Hydro One: improved customer service, acting on efficiency and productivity opportunities, and greater corporate social responsibility. We have attracted a market-leading team of professionals to drive Hydro One to further successes. As shareholders, you have the unique opportunity to participate in our transformation and to invest in a premium, large-scale utility.

In 2016, on behalf of our 1.3 million customers, we advocated to the provincial government about the need for rate relief for Customers. We inspired and led the electricity utility industry in our province to proactively reconnect vulnerable customers before the coldest months of the year. Following our lead, in October 2017, the Ontario Energy Board (OEB) announced that all electric distribution companies operating in Ontario would be required to reconnect power for vulnerable individuals and families in the winter.

**2017 Accomplishments**

**Optimization and Innovation:** We have delivered approximately \$114.4 million in productivity savings in 2016 and 2017. We continue to review processes and implement initiatives across our entire platform to drive efficiencies and generate cost savings as our contribution to critical infrastructure.

Application of technology in the field, and the elimination of a paper-based system through Move-to-Mobile has provided our people with

the necessary tools to optimize both volume and quality of service. Fleet telematics led to a net reduction of hundreds of units in our fleet, while improving safe driving and reducing costs.

We have designed and implemented a new vegetation maintenance strategy and program called the Optimal Cycle Protocol transitioning from a 10 year cycle to a 3 year maintenance cycle to reduce safety risks, improve reliability, reduce unit cost, and improve customer satisfaction.

**Customer Focus:** We achieved the lowest accounts receivable balance in our history – a \$40 million reduction, while achieving a reduction in customer disconnections for non-payment declining by 57% in 2017.

Through the Province's Fair Hydro Plan, a typical Hydro One residential customer will see savings on their monthly bills, of 31 per cent. We have seen significant improvement, in customer service statistics this past year, including:

- The highest customer satisfaction rate in four years for our distribution customers; and
- 10 per cent increase in transmission customer satisfaction.

**Diversification:** The electricity industry is transforming from a system based on large centralized generation, transmission and distribution, to a localized distributed generation systems to leverage capacity. In anticipation of this, Hydro One is developing its strategy to adapt our grid investments to reflect this new reality, and to provide new energy services that customers are demanding.

**Growth:** We announced our intention to acquire Avista Corporation (Avista) to create a growing North American utility leader with a combined pro forma asset value of over CAD \$34.9 billion. With Avista, Hydro One is strengthening its core by diversity of geography, regulation and service offerings to include gas distribution in a vertically integrated platform.

I would like to thank the thousands of Hydro One employees across Ontario who are committed to advocating on behalf of our customers. I also extend my gratitude to our Board of Directors for its support and confidence in Hydro One's leadership team.

Sincerely,

**Mayo Schmidt**  
President and Chief Executive Officer

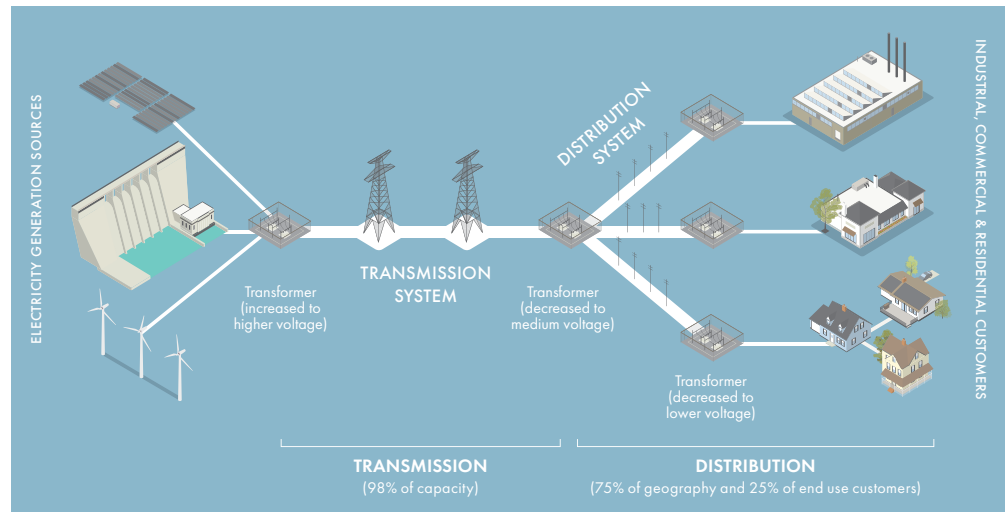
# AT-A-GLANCE

## ONE OF NORTH AMERICA'S LARGEST ELECTRIC UTILITIES<sup>1</sup>

Our transmission and distribution system safely and reliably serves communities throughout Ontario. Our customers are suburban, rural and remote homes and businesses across our province.

We proudly own and operate \$25.7 billion in assets and have annual revenues of approximately \$6 billion.

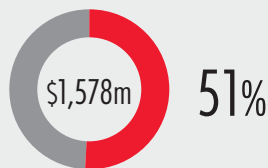
### Hydro One's Role in the Electric Power System



## OUR BUSINESSES

Revenues  
(Net of  
Purchased Power)

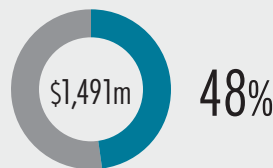
### Transmission



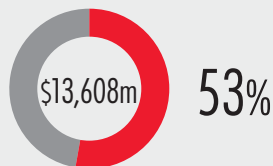
Regulated



### Distribution



Segmented  
Assets



Business  
Description

Our transmission system transmits high-voltage electricity from nuclear, hydroelectric, natural gas, wind and solar sources to our distribution company and industrial customers across Ontario.

Customer  
Segments

- Large directly connected industrial customers
- Local distribution companies
- Generators

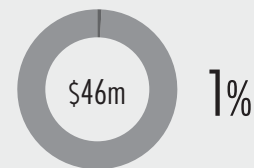
Regulated



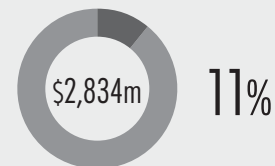
The Hydro One distribution system is the largest in Ontario. It consists of approximately 123,000 circuit kilometres of primary low-voltage power lines serving over 1.3 million customers.

- Residential and business customers
- Municipal utility customers

### Other



Unregulated



Consists of a telecommunications business and certain corporate activities. Hydro One Telecom offers organizations a diverse, secure and highly reliable broadband connectivity solution.

- Data centres
- Cloud service providers
- Telecommunications services and public sector entities
- Internet service providers
- Enterprises

1. Based on assets



## Key Highlights

2017

7,400 (approx.)

Skilled and dedicated regular and non-regular employees

over 1.3 million

Valued customers

\$1.6b (approx.)

Capital investments

308

Transmission stations in service

\$18.6b

Combined transmission and distribution rate base

30,000 (approx.)

Circuit kilometres of high-voltage transmission lines

1 of 5

Utility companies in Canada to achieve the Sustainable Electricity Company designation from the Canadian Electricity Association

123,000 (approx.)

Circuit kilometres of primary low-voltage distribution lines

## MAJOR PROJECTS

## Supply to Essex County Transmission Reinforcement



## Description

Hydro One is constructing a new transmission station in the Municipality of Leamington and a 13-kilometre, double circuit 230 kilovolt transmission line on a new corridor to connect the station with the existing 230 kilovolt transmission line. The project is needed to provide for load growth in the Kingsville-Leamington area and to improve operational flexibility in the Windsor-Essex region in the long term.

## Estimated Total Project Cost

\$57<sup>1</sup> million

## Capital Cost to Date

\$52 million

## Anticipated In-Service Date

2018

## Clarington Transmission Station



Clarington Transmission Station involves the construction of a new 500/230 kilovolt transformer station in the city and the connection of the existing 230 kilovolt and 500 kilovolt transmission lines in the area. The station is required to ensure an adequate, safe and reliable supply of power to support the growing communities in the eastern part of the Greater Toronto Area.

\$267 million

\$223 million

2018

## East-West Tie Station Expansion



Hydro One is performing station upgrades to our Wawa and Lakehead transmission stations. The upgrades are necessary to support the East-West Tie Line project, a priority project in the Province of Ontario's Long-Term Energy Plan.

\$157 million

\$7 million

2021

1. In February 2018, the estimated cost to complete the supply to Essex County Transmission Reinforcement project was reduced from \$73 million to \$57 million



# CUSTOMER FOCUS

We made great strides in 2017 to become our customers' advocates. The Hydro One of today aspires to be a more thoughtful, caring organization where the voices of our more than 1.3 million customers are heard and acted on.

#### **Distribution Customer Satisfaction**

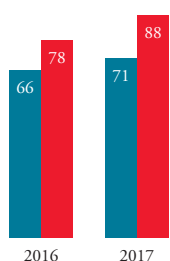
Increased to 71 per cent in 2017, an increase of 5 per cent since 2016, largely due to strong operational performance in all functional areas, including billing, contact centre, collection and conservation.

#### **Transmission Customer Satisfaction**

Increased to 88 per cent in 2017, an increase of 10 per cent since 2016, partially attributed to enhanced customer reporting and a renewed commitment to customer advocacy.

#### **Customer Satisfaction (%)**

• Transmission • Distribution



# OUR STRATEGY FOR SUCCESS

## 1. OPTIMIZATION AND INNOVATION

Hydro One is transforming to achieve its vision of becoming a best-in-class, customer-centric commercial entity, with a culture of operational excellence and continuous improvement. Hydro One will execute on its strategy to transmit and distribute electricity safely and reliably in a manner that produces the greatest value for customers. Hydro One seeks to be excellent in every facet of its operations, to the benefit of its customers, employees and shareholders.

Innovation will become a focus for the Company and Hydro One plans to invest in innovation to modernize the transmission and distribution grids, improving reliability and efficiencies as well as building a platform for connecting distributed energy resources.

**Move to Mobile (M2M)** – The M2M project transformed work processes and implemented technology that automated the scheduling & dispatching functions, including the deployment of tablets to the field for work tracking resulting in enhanced customer service and productivity gains.

**Procurement** – A comprehensive spend analysis was performed in 2017. Strategic sourcing initiatives led to price reduction for materials and services as a result of consolidating spend across the Company and increasing competition among vendors.

**Fleet Right Sizing** – In 2017 the Hydro One fleet (transportation & work equipment was reduced by 10 per cent by leveraging telematics data that identified underutilized fleet equipment.

**Optimal Cycle Protocol (OCP)** – In October 2017, a state-of-the-art vegetation management program was introduced. The OCP program involves a shorter tree clearing and trimming cycle where crews focus on defects along Hydro One's vast distribution line every three years rather than full right-of-way management every eight to 10 years. In 2017, 45 per cent of outages were because of trees.

**Tackling Distribution Reliability** – Two primary programs will result in improved reliability. The OCP program and Distribution grid modernization both will impact reliability positively over the next few years.

### Procurement

**\$29.5m**

in procurement savings (2017)

### Move-to-Mobile

**\$16.9m**

in savings (2017)

### Fleet

**10%**

net reduction of number of fleet

• On-roads • Off-roads • Other





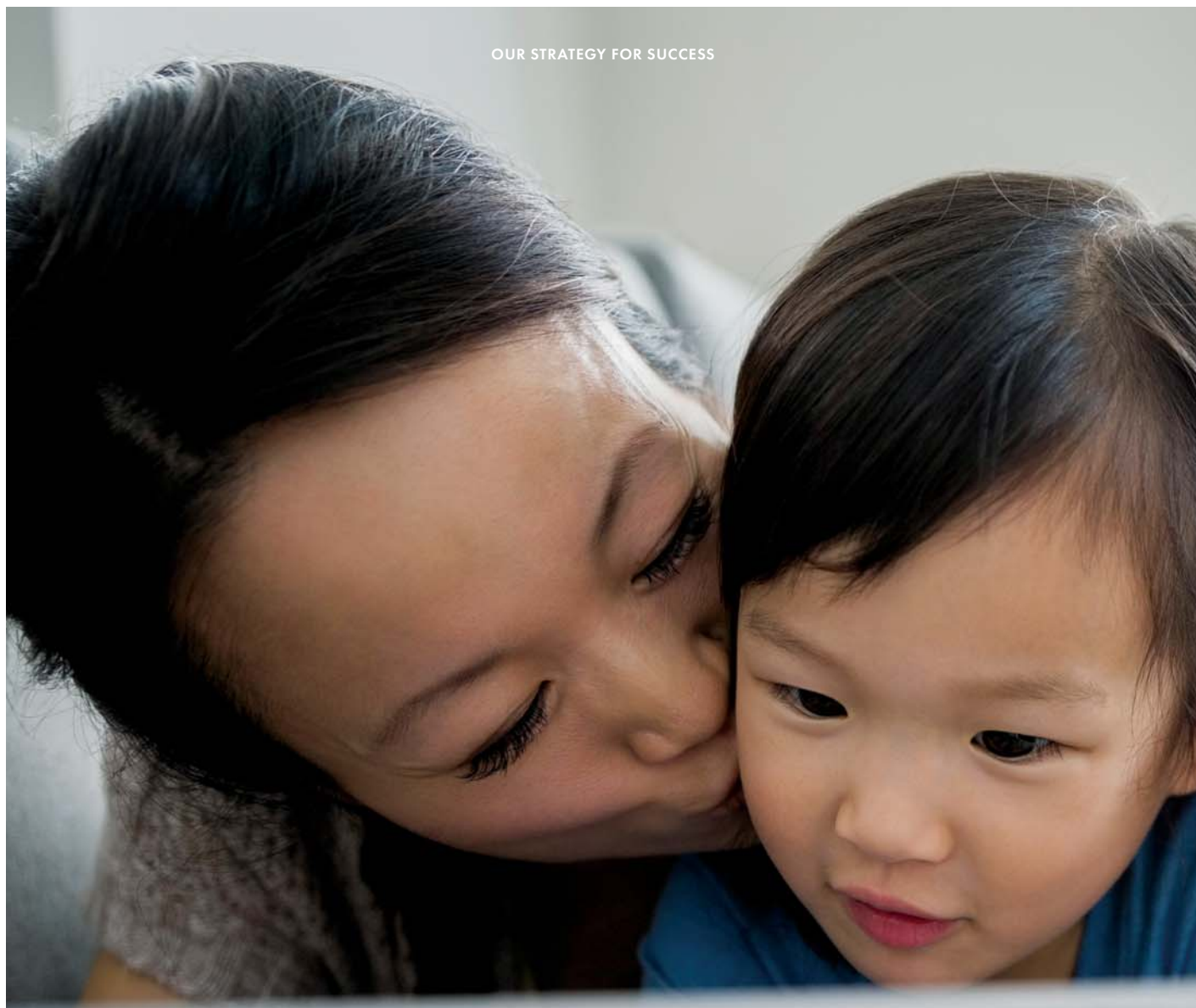
## 2. DIVERSIFICATION

The electricity industry is transforming from a system based on large centralized generation, transmission and distribution, to small-scale, distributed generation, as a result of declining technology costs and customers' desire for choice in electricity supply. Hydro One's strategy is to adapt our grid investments to reflect this new reality, and to provide the new energy services that customers are demanding.

Hydro One will evaluate new businesses such as providing behind-the-meter products and services that meet requirements for resiliency, reliability, sustainability, quality and security more cost effectively than grid-only supply.

Hydro One will also seek to invest in emerging technology that focuses on innovation in the electricity sector, to identify technologies that could disrupt the Company's business, or that can enhance its business.





### 3. GROWTH

Through growth, we turn the impossible, possible to reach our goal of becoming the leading North American utility that customers, shareholders and the public can count on. In 2017, we laid the groundwork for future success. We pride ourselves in having a proven record of consolidating electricity utilities.

**Avista** – In July, we announced our partnership with Avista, where we were acquiring 100 per cent of the shares of Avista, a fully integrated regulated transmission and distribution utility headquartered in Spokane, Washington.

The acquisition, which is expected to close in 2018 following the necessary regulatory approvals, will see Hydro One and Avista create a diversified and growing North American utility leader with tremendous enterprise value.





# BUILDING A SUSTAINABLE FUTURE

"WE ARE COMMITTED TO RUNNING  
A SUSTAINABLE, SOCIALLY  
RESPONSIBLE BUSINESS."

MAYO SCHMIDT  
PRESIDENT AND CEO



### Using Resources Responsibly

Hydro One is committed to building a sustainable future for all Canadians. The sheer scale of our operations — the geographic area we cover, the million of customers we serve and economies we impact — makes it essential that we do our part. We contribute by delivering electricity that is among the cleanest, safest and most reliable in North America.

At a time of growing climate change, Hydro One continues to work to reduce our impact on ecosystems. Internally, our environmental teams collaborate with a range of Hydro One's lines of business to set the agenda, raise awareness and provide guidance on creating real change.

Over the past five years, Hydro One has undergone 103 inspections by the Ministry of the Environment and Climate Change, and by Environment and Climate Change Canada relating to our waste and polychlorinated biphenyls (PCB) storage sites, and environmental compliance approvals. Not a single inspection resulted in a charge. Indeed, we have a strong record in environmental compliance and maintain solid, co-operative relationships with regulators.

### Reducing Our Impact

We operate in a highly regulated space, where federal, provincial and municipal bodies require us to assess and mitigate environmental risks. These include everything from the water and emissions we discharge, our land uses, how we dispose of waste and our impact on biodiversity. Permits and approvals are required every step of the way.

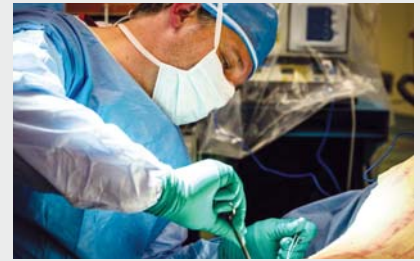
To assess, manage and mitigate these risks, Hydro One has an integrated Health, Safety and Environmental Management System (HSEMS), aligned with the ISO 14001 Environmental Management Systems framework. We expect every line of business to identify and reduce high environmental risks in their operations. Since 1999, Hydro One Remote Communities has used an Environmental Management System

to reduce their environmental footprint and maintain biodiversity in the environmentally sensitive areas of the province in which they operate.

**In 2017, Hydro One Networks Inc. invested \$13.9 million in prevention and environmental management, emissions treatment, waste disposal, remediation, water management and environmental approvals.**

### 2017 Achievements

- Developed a sustainability framework, outlining how other initiatives internally support this structure, including our Corporate Social Responsibility Report, HSEMS, other corporate initiatives and our corporate reporting;
- Verification of Hydro One Networks Inc.'s Scope 1 Sulfur Hexafluoride (SF<sub>6</sub>) emissions and the verification of Hydro One Remote Communities' greenhouse gas emissions;
- Continued our efforts to further reduce greenhouse gas emissions through better maintenance practices and more efficient tracking;
- Partnered with community groups and non-profits to develop pollinator habitats and other solutions for protecting Ontario's biodiversity;
- Enhanced our Biodiversity GIS (geographic information system) Portal with new source water protection and invasive species layers;
- Developed a Biodiversity Program Framework, outlining the Company's plans for 2018 and beyond with regards to our Biodiversity Program; and
- Installed 12 new osprey nesting boxes for osprey habitats throughout the province.



### Community Investment

At Hydro One, we believe in not only powering communities by delivering electricity, but also by investing dollars into the communities where our people and customers live and work.

In 2017, the Community Investment focus was on safety and injury prevention, Science, Technology, Engineering and Math (STEM) education and recreation projects for Indigenous communities. Contributions included a continuing partnership with the Ross Tilley Burn Centre at Sunnybrook Hospital to support the creation of a second burn unit operating room. We also supported the ACT Foundation by empowering Indigenous youth with life-saving skills through CPR and defibrillation training.

**\$1.1m (approx.)**

Donations made to over 40 charitable partners and organizations

**\$1.3m**

Donations made by employees and pensioners to impact local organizations in the communities where they live and work

**\$1.1m**

Community sponsorships made to support local community events



# YEAR IN REVIEW

## Growth within North America

We announced our plan to acquire Avista to create a top 20 North American utility focused on regulated transmission as well as electricity and natural gas local distribution.

## Billing

The Company's customer billing accuracy reached an all-time high of 99.3 per cent in 2017.

99.3% BILLING  
ACCURACY



## Renewed Customer Experience

Hydro One introduced a new website in August, making it even easier for customers to do business with us. The website is mobile friendly and promotes more self-service options to meet our changing customer needs.

Launched a new, easy-to-read customer statement. Listening to our customer's feedback to make it simple and straightforward.

## Customer Service

Customer satisfaction reached the highest it's been in four years for our distribution customers.

Revised customer-focused collection practices have resulted in a \$40 million reduction in overdue accounts receivable.



## Productivity Savings<sup>1</sup>

\$89.5 million in savings in 2017 achieved through operational improvements.

### Productivity Savings



## Leadership

Hydro One was awarded the Progressive Aboriginal Relations Bronze Certification for demonstrating a commitment to Aboriginal communities.

Mayo Schmidt was awarded Ontario Energy Association's 2017 Leader of the Year award.

## Strong North American Reputation

Hydro One demonstrated operational excellence as part of the unprecedented Hurricane Irma restoration efforts in Florida. Hydro One's efforts in Florida earned the Company an award from the Edison Electric Institute.

AWARD  
WINNING



## Our System

**Distribution**  
\$689 million in distribution assets placed in-service.

**Transmission**  
\$889 million in transmission assets placed in-service.

\$1,578 MILLION  
DISTRIBUTION &  
TRANSMISSION  
ASSETS PLACED  
IN-SERVICE



## Core Values

At Hydro One, we are led by our purpose to make the impossible, possible for our customers as well as the communities we serve. Our core values guide how all employees behave, how we do our work and how we interact with one another.

### Safety Comes First

Nothing is more important than the health and safety of our employees, our customers and the public. We make the world a safer place by setting a high bar that others aspire to.

### Stand For People

We foster an open, collaborative work environment. We work to build relationships internally and externally based on trust and mutual respect. We believe in equality for all people and view diversity as a source of our strength.

### Empowered to Act

We recognize our power to improve people's lives. We are ready to act in any situation. We capitalize on opportunities. We make the impossible, possible.

### Optimism Charges Us

Optimism creates potential in everything we do. We think creatively and innovatively to turn challenges into opportunities.

### Win as One

Winning is about doing well while also doing good. It means working together as one Company to deliver strong results for our customers, communities, employees and shareholders.

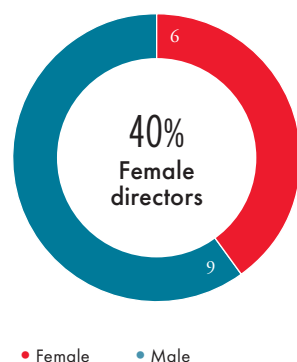
To learn more about our values, go to:  
[www.HydroOne.com/investor-relations](http://www.HydroOne.com/investor-relations)

1. Productivity savings achieved are as a result of operational improvements in both capital and OM&A.

# CORPORATE GOVERNANCE OVERVIEW

## Board of Directors and Committees

### Board Diversity



	Audit Committee	Nominating, Corporate Governance Public Policy and Regulatory Committee	Human Resources Committee	Health, Safety, Environment and Indigenous Peoples Committee
David Denison <i>Chair</i>				
Mayo Schmidt <i>President and CEO</i>				
Ian Bourne		•	★	
Charles Brindamour	•		•	
Marc Caira		•	•	
Christie Clark		•	•	
George Cooke	•			•
Marianne Harris			•	★
Jim Hinds	•			•
Kathryn Jackson		•		•
Roberta Jamieson	•			•
Frances Lankin	•	•		
Philip Orsino	★	•		
Jane Peverett		★	•	
Gale Rubenstein			•	•

★ Chair • Committee Member

Strong corporate governance practices are the heart of how we manage our day-to-day operations in the interest of all stakeholders.

Hydro One and its independent Board of Directors recognize the importance of corporate governance in the effective management of the Company. Independence, integrity and accountability are the foundation of Hydro One's approach to corporate governance. It is in the long-term best interests of shareholders, and promotes and strengthens relationships with our customers, employees, the communities where we operate and other stakeholders of the Company. The Board of Directors is firmly supported in these commitments by a governance agreement between Hydro One and the province of Ontario, which was executed in advance of the November 2015 Initial Public Offering

of the Company and assures that the province's role is limited to that of a shareholder and not a manager of the business.

Hydro One's Board of Directors is composed of a diverse and accomplished group of independent, proven business leaders with deep corporate governance experience. The Board's primary role is overseeing corporate performance and the quality, depth and continuity of management required to meet the Company's strategic objectives. Hydro One is committed to best practices of corporate governance, and regularly reviews the Company's governance practices in response to changing governance expectations and regulations. The Company's practices are fully aligned with the rules and regulations issued by Canadian Securities Administrators and the Toronto Stock Exchange, including national corporate governance guidelines and related disclosure requirements.

### Board Structure

The Chair is responsible for leading the Board of Directors in carrying out its duties and responsibilities effectively, efficiently and independent of management. The Chair is nominated and confirmed annually by special resolution of the Board. Consistent with best practices, Hydro One's Board Chair is separate from the role of president and chief executive officer, and is independent of Hydro One and also of the province of Ontario.

To learn more about directors, committee mandates and composition, go to:  
[www.HydroOne.com/investor-relations](http://www.HydroOne.com/investor-relations)



# FINANCIAL REPORT



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# MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended December 31, 2017 and 2016

The following Management's Discussion and Analysis (MD&A) of the financial condition and results of operations should be read together with the consolidated financial statements and accompanying notes thereto (Consolidated Financial Statements) of Hydro One Limited (Hydro One or the Company) for the year ended December 31, 2017. The Consolidated Financial Statements are presented in Canadian dollars and have been prepared in accordance with United States (US) Generally Accepted Accounting Principles (GAAP). All financial information in this MD&A is presented in Canadian dollars, unless otherwise indicated.

The Company has prepared this MD&A in accordance with National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators. This MD&A provides information for the year ended December 31, 2017, based on information available to management as of February 12, 2018.

## Consolidated Financial Highlights and Statistics

Year ended December 31

(millions of dollars, except as otherwise noted)

	2017	2016	Change
Revenues	5,990	6,552	(8.6%)
Purchased power	2,875	3,427	(16.1%)
Revenues, net of purchased power <sup>1</sup>	3,115	3,125	(0.3%)
Operation, maintenance and administration costs	1,066	1,069	(0.3%)
Depreciation and amortization	817	778	5.0%
Financing charges	439	393	11.7%
Income tax expense	111	139	(20.1%)
<b>Net income attributable to common shareholders of Hydro One</b>	<b>658</b>	<b>721</b>	<b>(8.7%)</b>
Basic earnings per common share (EPS)	\$ 1.11	\$ 1.21	(8.3%)
Diluted EPS	\$ 1.10	\$ 1.21	(9.1%)
Basic adjusted non-GAAP EPS (Adjusted EPS) <sup>1</sup>	\$ 1.17	\$ 1.21	(3.3%)
Diluted Adjusted EPS <sup>1</sup>	\$ 1.16	\$ 1.21	(4.1%)
Net cash from operating activities	1,716	1,656	3.6%
Funds from operations (FFO) <sup>1</sup>	1,579	1,494	5.7%
Capital investments	1,567	1,697	(7.7%)
Assets placed in-service	1,592	1,605	(0.8%)
Transmission: Average monthly Ontario 60-minute peak demand (MW)	19,587	20,690	(5.3%)
Distribution: Electricity distributed to Hydro One customers (GWh)	25,876	26,289	(1.6%)

	2017	2016
Debt to capitalization ratio <sup>2</sup>	52.9%	52.6%

<sup>1</sup> See section "Non-GAAP Measures" for description and reconciliation of basic and diluted Adjusted EPS, FFO and Revenues, net of purchased power.

<sup>2</sup> Debt to capitalization ratio has been presented at December 31, 2017 and 2016, and has been calculated as total debt (includes total long-term debt, convertible debentures and short-term borrowings, net of cash and cash equivalents) divided by total debt plus total shareholders' equity, including preferred shares but excluding any amounts related to noncontrolling interest.



## Overview

Hydro One is the largest electricity transmission and distribution company in Ontario. Through its wholly-owned subsidiary, Hydro One Inc., Hydro One owns and operates substantially all of Ontario's electricity transmission network, and approximately 123,000 circuit kilometres of primary low-voltage distribution network. Hydro One has three business segments: (i) transmission; (ii) distribution; and (iii) other business.

For the year ended December 31, 2017, Hydro One's business segments accounted for the Company's total revenues, net of purchased power, as follows:

	Transmission	Distribution	Other
Percentage of Company's total revenues, net of purchased power	51%	48%	1%

At December 31, 2017, Hydro One's business segments accounted for the Company's total assets as follows:

	Transmission	Distribution	Other
Percentage of Company's total assets	53%	36%	11%

### Transmission Segment

Hydro One's transmission business owns, operates and maintains Hydro One's transmission system, which accounts for approximately 98% of Ontario's transmission capacity based on revenue approved by the Ontario Energy Board (OEB). The transmission business consists of the transmission system operated by Hydro One Inc.'s subsidiaries, Hydro One Networks Inc. (Hydro One Networks) and Hydro One Sault Ste. Marie LP (HOSSM)

(formerly Great Lakes Power Transmission LP), as well as a 66% interest in B2M Limited Partnership (B2M LP), a limited partnership between Hydro One and the Saugeen Ojibway Nation in respect of the Bruce-to-Milton transmission line. The Company's transmission business is a rate-regulated business that earns revenues mainly from charging transmission rates that are approved by the OEB.

	2017	2016
Electricity transmitted <sup>1</sup> (MWh)	132,090,992	136,989,747
Transmission lines spanning the province (circuit-kilometres)	30,290	30,259
Rate base (millions of dollars)	11,251	10,775
Capital investments (millions of dollars)	968	988
Assets placed in-service (millions of dollars)	889	937

<sup>1</sup> Electricity transmitted represents total electricity transmission in Ontario by all transmitters.

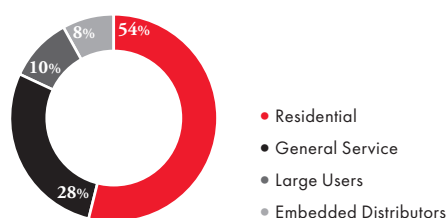
### Distribution Segment

Hydro One's distribution business is the largest in Ontario and consists of the distribution system operated by Hydro One Inc.'s subsidiaries, Hydro One Networks and Hydro One Remote Communities Inc. The Company's distribution business is a rate-regulated business that earns revenues mainly by charging distribution rates that are approved by the OEB.

	2017	2016
Electricity distributed to Hydro One customers (GWh)	25,876	26,289
Electricity distributed through Hydro One lines (GWh) <sup>1</sup>	36,525	37,394
Distribution lines spanning the province (circuit-kilometres)	123,361	122,599
Distribution customers (number of customers)	1,372,362	1,355,302
Rate base (millions of dollars)	7,389	7,056
Capital investments (millions of dollars)	588	703
Assets placed in-service (millions of dollars)	689	662

<sup>1</sup> Units distributed through Hydro One lines represent total distribution system requirements and include electricity distributed to consumers who purchased power directly from the Independent Electricity System Operator (IESO).

### 2017 Distribution Revenues



### Other Business Segment

Hydro One's other business segment consists of the Company's telecommunications business and certain corporate activities. The telecommunications business provides telecommunications support for the Company's transmission and distribution businesses, and also offers communications and IT solutions to organizations with broadband network requirements utilizing Hydro One Telecom Inc.'s (Hydro One Telecom) fibre optic network to provide diverse, secure and highly reliable broadband connectivity. Hydro One's other business segment is not rate-regulated.

## Primary Factors Affecting Results of Operations

### Transmission Revenues

Transmission revenues primarily consist of regulated transmission rates approved by the OEB which are charged based on the monthly peak electricity demand across Hydro One's high-voltage network. Transmission rates are designed to generate revenues necessary to construct, upgrade, extend and support a transmission system with sufficient capacity to accommodate maximum forecasted demand and a regulated return on the Company's investment. Peak electricity demand is primarily influenced by weather and economic conditions. Transmission revenues also include export revenues associated with transmitting electricity to markets outside of Ontario. Ancillary revenues include revenues from providing maintenance services to power generators and from third-party land use.

### Distribution Revenues

Distribution revenues include regulated distribution rates approved by the OEB and amounts to recover the cost of purchased power used by the customers of the distribution business. Distribution rates are designed to generate revenues necessary to construct and support the local distribution system with sufficient capacity to accommodate existing and new customer demand and a regulated return on the Company's investment. Accordingly, distribution revenues are influenced by distribution rates, the cost of purchased power, and the amount of electricity the Company distributes. Distribution revenues also include ancillary distribution service revenues, such as fees related to the joint use of Hydro One's distribution poles by the telecommunications and cable television industries, as well as miscellaneous revenues such as charges for late payments.

### Purchased Power Costs

Purchased power costs are incurred by the distribution business and represent the cost of the electricity purchased by the Company for delivery to customers within Hydro One's distribution service territory. These costs are comprised of the following: the wholesale commodity cost of energy; the Global Adjustment, which is the difference between amounts the IESO pays energy producers for the electricity they produce and the actual fair market value of this electricity; and the wholesale market service and transmission charges levied by the IESO. Hydro One passes the cost of electricity that it delivers to its customers, and is therefore not exposed to wholesale electricity commodity price risk.

### Operation, Maintenance and Administration Costs

Operation, maintenance and administration (OM&A) costs are incurred to support the operation and maintenance of the transmission and distribution systems, and other costs such as property taxes related to transmission and distribution lines, stations and buildings. Transmission OM&A costs are incurred to sustain the Company's high-voltage transmission stations, lines, and rights-of-way, and include preventive and corrective maintenance costs related to power equipment, overhead transmission lines, transmission station sites, and forestry control to maintain safe distance between line spans and trees. Distribution OM&A costs are required to maintain the Company's low-voltage distribution system to provide safe and reliable electricity to the Company's residential, small business, commercial, and industrial customers across the province. These include costs related to distribution line clearing and forestry control to reduce power outages caused by trees, line maintenance and repair, land assessment and remediation, as well as issuing timely and accurate bills and responding to customer inquiries. Hydro One manages its costs through ongoing efficiency and productivity initiatives, while continuing to complete planned work programs associated with the development and maintenance of its transmission and distribution networks.

### Depreciation and Amortization

Depreciation and amortization costs relate primarily to depreciation of the Company's property, plant and equipment, and amortization of certain intangible assets and regulatory assets. Depreciation and amortization also includes the costs incurred to remove property, plant and equipment where no asset retirement obligations have been recorded on the balance sheet.

### Financing Charges

Financing charges relate to the Company's financing activities, and include interest expense on the Company's long-term debt and short-term borrowings, and gains and losses on interest rate swap agreements, contingent foreign exchange or other similar contracts, net of interest earned on short-term investments. A portion of financing charges incurred by the Company is capitalized to the cost of property, plant and equipment associated with the periods during which such assets are under construction before being placed in-service.

## Results of Operations

### Net Income

Net income attributable to common shareholders for the year ended December 31, 2017 of \$658 million is a decrease of \$63 million or 8.7% from the prior year. Significant influences on net income included:

- decrease in transmission and distribution revenues due to lower energy consumption during 2017 resulting from milder weather;
- higher transmission revenues driven by OEB's decision on the 2017–2018 transmission rates filing;
- transmission and distribution revenues were also impacted by a reduction in the 2017 allowed regulated return on equity (ROE) from 9.19% to 8.78%;

- lower OM&A costs primarily resulting from a reduction of provision for payments in lieu of property taxes following a favourable reassessment of the regulations, insurance proceeds received due to failed equipment at two transformer stations, and a tax recovery of previous year's expenses; as well as reduced vegetation management costs and lower support services costs. These factors were offset by higher consulting costs primarily related to the acquisition of Avista Corporation; and lower bad debt expense in 2016 due to revised estimates of uncollectible accounts resulting from the stabilization of the customer information system;
- increased financing charges primarily due to the issuance of convertible debentures in August 2017; as well as a higher weighted average long-term debt portfolio during 2017 compared to 2016, including long-term debt assumed as part of the HOSSM acquisition in the fourth quarter of 2016; and

- higher depreciation expense due to an increase in property, plant and equipment.

### EPS and Adjusted EPS

EPS of \$1.11 in 2017, compared to \$1.21 in 2016. The decrease in EPS was driven by lower net income in 2017, as discussed above. Adjusted EPS, which adjusts for costs related to the Avista Corporation acquisition, was \$1.17 in 2017, compared to \$1.21 in 2016. The decrease in Adjusted EPS was also driven by lower net income in 2017, as discussed above, excluding the aforementioned impact related to Avista Corporation acquisition. See section "Non-GAAP Measures" for description of Adjusted EPS.

### Revenues

Year ended December 31

(millions of dollars, except as otherwise noted)	2017	2016	Change
Transmission	1,578	1,584	(0.4%)
Distribution	4,366	4,915	(11.2%)
Other	46	53	(13.2%)
Total revenues	5,990	6,552	(8.6%)
Transmission	1,578	1,584	(0.4%)
Distribution, net of purchased power	1,491	1,488	0.2%
Other	46	53	(13.2%)
Total revenues, net of purchased power	3,115	3,125	(0.3%)
Transmission: Average monthly Ontario 60-minute peak demand (MW)	19,587	20,690	(5.3%)
Distribution: Electricity distributed to Hydro One customers (GWh)	25,876	26,289	(1.6%)

#### Transmission Revenues

Transmission revenues decreased by 0.4% in 2017 primarily due to the following:

- lower average monthly Ontario 60-minute peak demand mainly due to milder weather in the first three quarters of 2017;
- decreased OEB approved transmission rates primarily reflecting a reduction in 2017 allowed ROE for the transmission business from 9.19% to 8.78%; offset by
- higher revenues driven by the OEB's decision on the 2017–2018 transmission rates filing; and
- additional revenues resulting from the acquisition of HOSSM in the fourth quarter of 2016.

#### Distribution Revenues, Net of Purchased Power

Distribution revenues, net of purchased power, increased by 0.2% in 2017 primarily due to the following:

- lower energy consumption mainly resulting from milder weather in the first three quarters of 2017; offset by
- higher external revenues related to Conservation and Demand Management (CDM) incentive bonus; and
- higher OEB-approved distribution rates for 2017, net of a reduction in 2017 allowed ROE for the distribution business from 9.19% to 8.78%.

**OM&A Costs**

Year ended December 31

(millions of dollars)	2017	2016	Change
Transmission	375	382	(1.8%)
Distribution	593	608	(2.5%)
Other	98	79	24.1%
	<b>1,066</b>	<b>1,069</b>	<b>(0.3%)</b>

**Transmission OM&A Costs**

The decrease of 1.8% in transmission OM&A costs for the year ended December 31, 2017 was primarily due to:

- a reduction of provision for payments in lieu of property taxes following a favourable reassessment of the regulation;
- lower support services costs; and
- insurance proceeds received due to equipment failures at the Fairchild and Campbell transmission stations; partially offset by
- higher volume of environmental management program work.

**Distribution OM&A Costs**

The decrease of 2.5% in distribution OM&A costs for the year ended December 31, 2017 was primarily due to:

- continued lower expenditures for vegetation management due to strategic changes to the forestry program scope that resulted in cost efficiency and improved management of the Company's rights of ways;
- lower volume of line maintenance work;
- lower spend on development and research programs; and
- a tax recovery of previous year's expenses; partially offset by
- lower bad debt expense in 2016 due to revised estimates of uncollectible accounts as a result of stabilization of the customer information system, partially offset by lower bad debt expense in 2017 attributable to lower write-offs and improved accounts receivable aging; and
- increased storm restoration costs as a result of Hurricane Irma restoration efforts in Florida. These restoration efforts had no impact on the Company's net income, as related revenues were recorded in distribution revenues during the year.

**Other OM&A Costs**

The increase in other OM&A costs for the year ended December 31, 2017 was driven by higher consulting costs primarily related to the acquisition of Avista Corporation.

**Depreciation and Amortization**

The increase of \$39 million or 5.0% in depreciation and amortization costs for 2017 was mainly due to the growth in capital assets as the Company continues to place new assets in-service, consistent with its ongoing capital investment program.

**Financing Charges**

The increase of \$46 million or 11.7% in financing charges for the year ended December 31, 2017 was primarily due to the following:

- an increase in interest expense on long-term debt driven by a higher weighted average long-term debt portfolio during 2017 including the long-term debt assumed as part of the HOSSM acquisition in the fourth quarter of 2016; partially offset by a decrease in the weighted average interest rate for long-term debt; and
- an increase in interest expense related to the Convertible Debentures issued in August 2017.

**Income Tax Expense**

Income tax expense for the year ended December 31, 2017 decreased by \$28 million compared to 2016, and the Company realized an effective tax rate of approximately 14.0% in 2017, compared to approximately 15.7% realized in 2016. The decreases in the tax expense and the effective tax rate are primarily due to lower income before taxes in 2017.

**Common Share Dividends**

In 2017, the Company declared and paid cash dividends to common shareholders as follows:

Date Declared	Record Date	Payment Date	Amount per Share	Total Amount (millions of dollars)
February 9, 2017	March 14, 2017	March 31, 2017	\$ 0.21	125
May 3, 2017	June 13, 2017	June 30, 2017	\$ 0.22	131
August 8, 2017	September 12, 2017	September 29, 2017	\$ 0.22	131
November 9, 2017	December 12, 2017	December 29, 2017	\$ 0.22	131
				<b>518</b>

Following the conclusion of the fourth quarter of 2017, the Company declared a cash dividend to common shareholders as follows:

Date Declared	Record Date	Payment Date	Amount per Share	Total Amount (millions of dollars)
February 12, 2018	March 13, 2018	March 29, 2018	\$ 0.22	131

## Selected Annual Financial Statistics

Year ended December 31

(millions of dollars, except per share amounts)	2017	2016	2015
Revenues	<b>5,990</b>	6,552	6,538
Net income attributable to common shareholders	<b>658</b>	721	690
Basic EPS	<b>\$ 1.11</b>	\$ 1.21	\$ 1.39
Diluted EPS	<b>\$ 1.10</b>	\$ 1.21	\$ 1.39
Basic Adjusted EPS	<b>\$ 1.17</b>	\$ 1.21	\$ 1.16
Diluted Adjusted EPS	<b>\$ 1.16</b>	\$ 1.21	\$ 1.16
Dividends per common share declared	<b>\$ 0.87</b>	\$ 0.97 <sup>1</sup>	\$ 1.83
Dividends per preferred share declared	<b>\$ 1.06</b>	\$ 1.12	\$ 1.03

<sup>1</sup> The \$0.97 per share dividends declared in 2016 included \$0.13 for the post-IPO period from November 5 to December 31, 2015, and \$0.84 for the year ended December 31, 2016.

December 31

(millions of dollars)	2017	2016	2015
Total assets	<b>25,701</b>	25,351	24,294
Total non-current financial liabilities	<b>9,802</b>	10,078	8,207

## Quarterly Results of Operations

Quarter ended

(millions of dollars, except EPS)	Dec 31, 2017	Sep 30, 2017	Jun 30, 2017	Mar 31, 2017	Dec 31, 2016	Sep 30, 2016	Jun 30, 2016	Mar 31, 2016
Revenues	<b>1,439</b>	1,522	1,371	1,658	1,614	1,706	1,546	1,686
Purchased power	<b>662</b>	675	649	889	858	870	803	896
Revenues, net of purchased power	<b>777</b>	847	722	769	756	836	743	790
Net income to common shareholders	<b>155</b>	219	117	167	128	233	152	208
Basic EPS	<b>\$ 0.26</b>	\$ 0.37	\$ 0.20	\$ 0.28	\$ 0.22	\$ 0.39	\$ 0.26	\$ 0.35
Diluted EPS	<b>\$ 0.26</b>	\$ 0.37	\$ 0.20	\$ 0.28	\$ 0.21	\$ 0.39	\$ 0.25	\$ 0.35
Basic Adjusted EPS <sup>1</sup>	<b>\$ 0.29</b>	\$ 0.40	\$ 0.20	\$ 0.28	\$ 0.22	\$ 0.39	\$ 0.26	\$ 0.35
Diluted Adjusted EPS <sup>1</sup>	<b>\$ 0.28</b>	\$ 0.40	\$ 0.20	\$ 0.28	\$ 0.21	\$ 0.39	\$ 0.25	\$ 0.35

<sup>1</sup> See section "Non-GAAP Measures" for description of Adjusted EPS.

Variations in revenues and net income over the quarters are primarily due to the impact of seasonal weather conditions on customer demand and market pricing.

## Capital Investments

The Company makes capital investments to maintain the safety, reliability and integrity of its transmission and distribution system assets and to provide for the ongoing growth and modernization required to meet the expanding and evolving needs of its customers and the electricity market.

This is achieved through a combination of sustaining capital investments, which are required to support the continued operation of Hydro One's existing assets, and development capital investments, which involve both additions to existing assets and large scale projects such as new transmission lines and transmission stations.

### Assets Placed In-Service

The following table presents Hydro One's assets placed in-service during the year ended December 31, 2017 and 2016:

Year ended December 31			
(millions of dollars)	2017	2016	Change
Transmission	<b>889</b>	937	(5.1%)
Distribution	<b>689</b>	662	4.1%
Other	<b>14</b>	6	133.3%
Total assets placed in-Service	<b>1,592</b>	1,605	(0.8%)

#### Transmission Assets Placed In-Service

Transmission assets placed in-service decreased by \$48 million or 5.1% during the year ended December 31, 2017 primarily due to the following:

- substantial investments of two major local area supply projects, Guelph Area Transmission Refurbishment and Toronto Midtown Transmission Reinforcement, were placed in-service in 2016;
- completion of the Advanced Distribution System project at Owen Sound transmission station in 2016;
- timing of assets placed in-service for the sustainment investments at Burlington and Bruce A transmission stations; partially offset by investments at Aylmer and Overbrook transmission stations; and
- lower volume of end-of-life transformer replacements work; partially offset by
- substantial investments of major development projects at Leamington and Holland transmission stations were placed in-service in the fourth quarter of 2017;
- higher volume of overhead lines and component refurbishments and replacements; and
- the completion of the Field Workforce Optimization (Move-to-Mobile) project in June 2017.

#### Distribution Assets Placed In-Service

Distribution assets placed in-service increased by \$27 million or 4.1% during the year ended December 31, 2017 primarily due to the following:

- higher volume of subdivision connections due to increased demand;
- the completion of the Move-to-Mobile project in June 2017;
- the completion of an operation center in Bolton in February 2017;
- the completion of the Outage Response Management System (ORMS) project in the third quarter of 2017; and
- substantial investments that were placed in-service for the Leamington transmission station feeder development project; partially offset by
- the Advanced Metering Infrastructure Wireless Telecom project was placed in-service during 2016;
- lower volume of generation connection projects; and
- lower volume of distribution station refurbishments and spare transformer purchases.

## Capital Investments

The following table presents Hydro One's capital investments during the years ended December 31, 2017 and 2016:

Year ended December 31 (millions of dollars)	2017	2016	Change
<b>Transmission</b>			
Sustaining	764	750	1.9%
Development	137	156	(12.2%)
Other	67	82	(18.3%)
	968	988	(2.0%)
<b>Distribution</b>			
Sustaining	280	384	(27.1%)
Development	227	217	4.6%
Other	81	102	(20.6%)
	588	703	(16.4%)
<b>Other</b>	11	6	83.3%
<b>Total capital investments</b>	<b>1,567</b>	<b>1,697</b>	<b>(7.7%)</b>

### Transmission Capital Investments

Transmission capital investments decreased by \$20 million or 2.0% during the year ended December 31, 2017. Principal impacts on the levels of capital investments included:

- construction work on Clarington Transmission Station project is substantially complete and therefore, lower investments in 2017;
- decreased investments in information technology projects, primarily due to completion of certain projects and timing of work on other projects;
- lower volume of transmission station refurbishments and component replacements work; and
- substantial completion of the Guelph Area Transmission Refurbishment project in 2016; partially offset by
- higher volume of overhead lines and component refurbishments and replacements; and
- substantial completion of the Leamington transmission station project to address the electricity needs in Windsor and Essex County.

### Distribution Capital Investments

Distribution capital investments decreased by \$115 million or 16.4% during the year ended December 31, 2017. Principal impacts on the levels of capital investments included:

- lower volume of work within station refurbishment programs;
- lower volume of line refurbishments and replacements work;
- lower volume of wood pole replacements;
- lower volume of fleet and work equipment purchases;
- decreased investments in information technology projects, primarily due to completion of certain projects and timing of work on other projects;
- completion of the Bolton Operation Centre; partially offset by
- higher volume of work on new connections and upgrades due to increased demand.



### Major Transmission Capital Investment Projects

The following table summarizes the status of significant transmission projects as at December 31, 2017:

Project Name	Location	Type	Anticipated In-Service Date	Estimated Cost	Capital Cost To Date
<b>Development Projects:</b>					
Supply to Essex County Transmission Reinforcement	Windsor-Essex area Southwestern Ontario	New transmission line and station	2018	\$ 57 million <sup>1</sup>	\$ 52 million
Clarington Transmission Station	Oshawa area Southwestern Ontario	New transmission station	2018	\$267 million	\$223 million
East-West Tie Expansion Station	Northern Ontario	New transmission connection and station expansion	2021	\$157 million	\$ 7 million
Northwest Bulk Transmission Line	Thunder Bay Northwestern Ontario	New transmission line	2024	\$350 million	\$ 1 million
<b>Sustainment Projects:</b>					
Bruce A Transmission Station	Tiverton Southwestern Ontario	Station sustainment	2020	\$109 million <sup>2</sup>	\$105 million
Richview Transmission Station Circuit Breaker Replacement	Toronto Southwestern Ontario	Station sustainment	2019	\$103 million	\$ 85 million
Beck #2 Transmission Station Circuit Breaker Replacement	Niagara area Southwestern Ontario	Station sustainment	2022	\$ 93 million	\$ 51 million
Lennox Transmission Station Circuit Breaker Replacement	Napanee Southeastern Ontario	Station sustainment	2023	\$ 95 million	\$ 44 million

<sup>1</sup> In February 2018, the estimated cost to complete the Supply to Essex County Transmission Reinforcement project was reduced from \$73 million to \$57 million.

<sup>2</sup> The estimated cost to complete the Bruce A Transmission Station project is currently under review.

### Future Capital Investments

Following is a summary of estimated capital investments by Hydro One over the years 2018 to 2022. The Company's estimates are based on management's expectations of the amount of capital expenditures that will be required to provide transmission and distribution services that are efficient, reliable, and provide value for customers, consistent with the OEB's Renewed Regulatory Framework. The 2018 transmission capital

investments estimates differ from the prior year disclosures, representing an annual decrease of \$122 million to reflect the OEB's focus on planning practices and the pacing of sustainment capital investments, specifically, tower coating, stations, and insulator investments, as indicated in the OEB's 2017–2018 transmission rates decision issued in September 2017. The projections and the timing of 2019–2022 expenditures are subject to approval by the OEB.

The following table summarizes Hydro One's annual projected capital investments for 2018 to 2022, by business segment:

(millions of dollars)	2018	2019	2020	2021	2022
Transmission	1,010	1,217	1,278	1,486	1,404
Distribution	641	751	715	719	805
Other	9	8	6	9	8
<b>Total capital investments</b>	<b>1,660</b>	<b>1,976</b>	<b>1,999</b>	<b>2,214</b>	<b>2,217</b>

The following table summarizes Hydro One's annual projected capital investments for 2018 to 2022, by category:

(millions of dollars)	2018	2019	2020	2021	2022
Sustainment	1,103	1,220	1,328	1,547	1,608
Development	340	484	487	490	430
Other <sup>1</sup>	217	272	184	177	179
<b>Total capital investments</b>	<b>1,660</b>	<b>1,976</b>	<b>1,999</b>	<b>2,214</b>	<b>2,217</b>

<sup>1</sup> "Other" capital expenditures consist of special projects, such as those relating to information technology.

## Summary of Sources and Uses of Cash

Hydro One's primary sources of cash flows are funds generated from operations, capital market debt issuances and bank credit facilities that are used to satisfy Hydro One's capital resource requirements, including the Company's capital expenditures, servicing and repayment of debt, and dividend payments.

Year ended December 31

(millions of dollars)	2017	2016
Cash provided by operating activities	1,716	1,656
Cash provided by (used in) financing activities	(201)	161
Cash used in investing activities	(1,540)	(1,861)
<b>Decrease in cash and cash equivalents</b>	<b>(25)</b>	<b>(44)</b>

### Cash Provided by Operating Activities

Cash from Operating Activities increased by \$60 million during 2017 primarily due to changes in regulatory variance and deferral accounts, as well as lower energy-related receivables which decreased as a result of improved collections in 2017. These factors were partially offset by changes in accrual balances.

### Cash Provided by Financing Activities

#### Sources of Cash

- The Company did not issue long-term debt in 2017, compared to proceeds from the issuance of \$2.3 billion in 2016.
- The Company received proceeds of \$3,795 million from the issuance of short-term notes in 2017, compared to \$3,031 million received in 2016.
- In 2017, the Company received proceeds of \$513 million, representing the first instalment of the convertible debentures issued, gross of \$27 million financing costs, compared to no convertible debentures issuances in 2016.

#### Uses of Cash

- Dividends paid in 2017 were \$536 million, consisting of \$518 million common share dividends and \$18 million of preferred share dividends, compared to dividends of \$596 million paid in 2016, consisting of \$577 million common share dividends and \$19 million of preferred share dividends. The 2016 common share dividends included \$77 million of dividends for the post-IPO period from November 5 to December 31, 2015, and \$500 million of dividends for the year ended December 31, 2016.
- The Company repaid \$3,338 million of short-term notes in 2017, compared to \$4,053 million repaid in 2016.
- The Company repaid \$602 million of long-term debt in 2017, compared to long-term debt of \$502 million repaid in 2016.

### Cash Used in Investing Activities

#### Uses of Cash

- Capital expenditures were \$114 million lower in 2017, primarily due to lower volume and timing of capital investment work.
- In 2016, the Company paid \$224 million to acquire HOSSM, compared to no acquisition payments made in 2017.

## Liquidity and Financing Strategy

Short-term liquidity is provided through funds from operations, Hydro One Inc.'s commercial paper program, and the Company's consolidated bank credit facilities. Under the commercial paper program, Hydro One Inc. is authorized to issue up to \$1.5 billion in short-term notes with a term to maturity of up to 365 days. At December 31, 2017, Hydro One Inc. had \$926 million in commercial paper borrowings outstanding, compared to \$469 million outstanding at December 31, 2016. In addition, the Company has revolving bank credit facilities totalling \$2,550 million maturing in 2021 and 2022. The Company may use the credit facilities for working capital and general corporate purposes. The short-term liquidity under the commercial paper program, the credit facilities and anticipated levels of funds from operations are expected to be sufficient to fund the Company's normal operating requirements.

At December 31, 2017, the Company's long-term debt in the principal amount of \$10,069 million included \$9,923 million of long-term debt, the majority of which was issued under Hydro One Inc.'s Medium Term Note (MTN) Program, and long-term debt in the principal amount of \$146 million held by HOSSM. At December 31, 2017, the maximum authorized principal amount of notes issuable under the current MTN Program prospectus filed in December 2015 was \$3.5 billion, with \$1.2 billion remaining available for issuance until January 2018. The long-term debt consists of notes and debentures that mature between 2018 and 2064, and at December 31, 2017, had an average term to maturity of approximately 15.8 years and a weighted average coupon rate of 4.2%.

In March 2016, Hydro One filed a universal short form base shelf prospectus (Universal Base Shelf Prospectus) which allows the Company to offer, from time to time in one or more public offerings, up to \$8.0 billion of debt, equity or other securities, or any combination thereof, during the 25-month period ending on April 30, 2018. During the second quarter of 2017, Hydro One announced the closing of a secondary offering of a portion of its common shares previously owned by the Province. See "Other Developments – Secondary Common Share Offering" for details of this transaction. Upon closing of the transaction, \$3,240 million remained available under the Universal Base Shelf Prospectus.

On August 9, 2017, in connection with the acquisition of Avista Corporation, the Company completed the sale of \$1,540 million aggregate principal amount of 4.00% convertible unsecured subordinated debentures (Convertible Debentures) represented by instalment receipts, which included the exercise in full of the over-allotment option granted to the underwriters to purchase an additional \$140 million aggregate principal amount of the Convertible Debentures. The Convertible Debentures instalment receipts trade on the Toronto Stock Exchange under the ticker symbol "H.IR". The Convertible Debentures were sold as part of Hydro One's acquisition financing strategy to acquire Avista Corporation (see section Other Developments – Avista Corporation Purchase agreement), which includes the issuance of \$1,540 million of Hydro One common shares and US\$2.6 billion of Hydro One debt. The Convertible Debentures were sold to satisfy the equity component of the acquisition financing strategy.

To mitigate the foreign currency risk related to the portion of the Avista Corporation acquisition purchase price financed by the issuance of Convertible Debentures, in October 2017, the Company entered into a deal-contingent foreign exchange forward contract to convert \$1.4 billion Canadian to US dollars at an initial forward rate of 1.27486 Canadian per 1.00 US dollars and a range up to 1.28735 Canadian per 1.00 US dollars based on the settlement date. The contract is contingent on the Company closing the proposed Avista Corporation acquisition. If the acquisition does not close, the contract would not be completed and no amounts would be exchanged. The contract can be executed upon approval of the acquisition up to March 31, 2019. The balance of the Avista Corporation acquisition will be financed by issuing long-term debt denominated in US dollars which will act as an economic hedge. At December 31, 2017, a fair value loss of \$3 million was recorded with a corresponding derivative liability.

At December 31, 2017, the Company was in compliance with all financial covenants and limitations associated with the outstanding borrowings and credit facilities.

### Credit Ratings

At December 31, 2017, Hydro One's corporate credit ratings were as follows:

Rating Agency	Corporate Credit Rating
Standard & Poor's Rating Services (S&P) <sup>1</sup>	A

<sup>1</sup> On July 19, 2017, S&P revised its outlook on the Company to negative from stable, while affirming the existing corporate credit rating.

Hydro One has not obtained a credit rating in respect of any of its securities. An issuer rating from S&P is a forward-looking opinion about an obligor's overall creditworthiness. This opinion focuses on the obligor's capacity and willingness to meet its financial commitments as they come due but it does not apply to any specific financial obligation. An obligor with a long-term credit rating of 'A' has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories.

The rating above is not a recommendation to purchase, sell or hold any of Hydro One's securities and does not comment on the market price or suitability of any of the securities for a particular investor. There can be no assurance that the rating will remain in effect for any given period of time or that the rating will not be revised or withdrawn entirely by S&P at any time in the future. Hydro One has made, and anticipates making, payments to S&P pursuant to agreements entered into with S&P in respect of the rating assigned to Hydro One and expects to make payments to S&P in the future to the extent it obtains a rating specific to any of its securities.

At December 31, 2017, Hydro One Inc.'s long-term and short-term debt ratings were as follows:

Rating Agency	Short-term Debt Rating	Long-term Debt Rating
DBRS Limited	R-1 (low)	A (high)
Moody's Investors Service (Moody's) <sup>1</sup>	Prime-2	A3
S&P <sup>1</sup>	A-1	A

<sup>1</sup> On July 19, 2017, S&P and Moody's revised their outlooks on Hydro One Inc. to negative from stable, while affirming the existing debt ratings.

### Effect of Interest Rates

The Company is exposed to fluctuations of interest rates as its regulated return on equity (ROE) is derived using a formulaic approach that takes into account changes in benchmark interest rates for Government of Canada debt and the A-rated utility corporate bond yield spread. See section "Risk Management and Risk Factors – Risks Relating to Hydro One's Business – Market, Financial Instrument and Credit Risk" for more details.

### Pension Plan

In 2017, Hydro One contributed approximately \$87 million to its pension plan, compared to contributions of approximately \$108 million in 2016, and incurred \$88 million in net periodic pension benefit costs, compared to \$116 million incurred in 2016.

In May 2017, Hydro One filed an actuarial valuation of its Pension Plan as at December 31, 2016. Based on this valuation and 2017 levels of pensionable earnings, the 2017 annual Company pension contributions have decreased by approximately \$17 million from \$105 million as estimated at December 31, 2016, primarily due to improvements in the funded status of the plan and future actuarial assumptions, and also reflect the impact of changes implemented by management to improve the balance between employee and Company contributions to the Pension Plan. Hydro One estimates that total Company pension contributions for 2018 and 2019 will be approximately \$71 million for each year.

The Company's pension benefits obligation is impacted by various assumptions and estimates, such as discount rate, rate of return on plan assets, rate of cost of living increase and mortality assumptions. A full discussion of the significant assumptions and estimates can be found in the section "Critical Accounting Estimates – Employee Future Benefits".

## Other Obligations

### Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## Summary of Contractual Obligations and Other Commercial Commitments

The following table presents a summary of Hydro One's debt and other major contractual obligations and commercial commitments:

December 31, 2017

(millions of dollars)	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
<b>Contractual obligations</b> (due by year)					
Long-term debt – principal repayments	10,069	752	1,384	1,107	6,826
Long-term debt – interest payments	7,690	426	786	725	5,753
Convertible debentures – principal repayments <sup>1</sup>	513	—	—	—	513
Convertible debentures – interest payments	601	62	123	123	293
Short-term notes payable	926	926	—	—	—
Pension contributions <sup>2</sup>	151	71	80	—	—
Environmental and asset retirement obligations	215	28	59	65	63
Outsourcing agreements	247	139	97	4	7
Operating lease commitments	44	12	18	10	4
Long-term software/meter agreement	56	17	33	3	3
<b>Total contractual obligations</b>	<b>20,512</b>	<b>2,433</b>	<b>2,580</b>	<b>2,073</b>	<b>13,462</b>
<b>Other commercial commitments</b> (by year of expiry)					
Credit facilities <sup>3</sup>	2,550	—	—	2,550	—
Letters of credit <sup>4</sup>	177	177	—	—	—
Guarantees <sup>5</sup>	325	325	—	—	—
<b>Total other commercial commitments</b>	<b>3,052</b>	<b>502</b>	<b>—</b>	<b>2,550</b>	<b>—</b>

<sup>1</sup> The Company expects that the Convertible Debentures will be converted to common shares upon closing of the Avista Corporation acquisition.

<sup>2</sup> Contributions to the Hydro One Pension Fund are generally made one month in arrears. The 2018 and 2019 minimum pension contributions are based on an actuarial valuation as at December 31, 2016 and projected levels of pensionable earnings.

<sup>3</sup> In June 2017, the maturity date of Hydro One Inc.'s \$2.3 billion credit facilities was extended from June 2021 to June 2022.

<sup>4</sup> Letters of credit consist of a \$154 million letter of credit related to retirement compensation arrangements, a \$16 million letter of credit provided to the IESO for prudential support, \$6 million in letters of credit to satisfy debt service reserve requirements, and \$1 million in letters of credit for various operating purposes.

<sup>5</sup> Guarantees consist of prudential support provided to the IESO by Hydro One Inc. on behalf of its subsidiaries.

## Regulation

The OEB approves both the revenue requirements of and the rates charged by Hydro One's regulated transmission and distribution businesses. The rates are designed to permit the Company's transmission and distribution businesses to recover the allowed costs and to earn a formula-based annual rate of return on its deemed 40% equity level invested in the regulated

businesses. This is done by applying a specified equity risk premium to forecasted interest rates on long-term bonds. In addition, the OEB approves rate riders to allow for the recovery or disposition of specific regulatory deferral and variance accounts over specified time frames.

The following table summarizes the status of Hydro One's major regulatory proceedings:

Application	Years	Type	Status
<b>Electricity Rates</b>			
Hydro One Networks	2017–2018	Transmission – Cost-of-service	OEB decision received <sup>1</sup>
Hydro One Networks	2015–2017	Distribution – Custom	OEB decision received
Hydro One Networks	2018–2022	Distribution – Custom	OEB decision pending
B2M LP	2015–2019	Transmission – Cost-of-service	OEB decision received
HOSSM	2017–2018	Transmission – Revenue Cap	OEB decision received
<b>Mergers Acquisitions Amalgamations and Divestitures (MAAD)</b>			
Orillia Power Distribution Corporation	n/a	Acquisition	OEB decision pending
<b>Leave to Construct</b>			
East-West Tie Station Expansion	n/a	Section 92	OEB decision pending

<sup>1</sup> In October 2017, the Company filed a Motion to Review and Vary the OEB's decision and filed an appeal with the Divisional Court of Ontario.

The following table summarizes the key elements and status of Hydro One's electricity rate applications:

Application	Year	ROE Allowed (A) or Forecast (F)	Rate Base	Rate Application Status	Rate Order Status
<b>Transmission</b>					
Hydro One Networks	2017	8.78% (A)	\$10,523 million	Approved in September 2017	Approved in November 2017
	2018	9.00% (A)	\$11,148 million	Approved in September 2017	Approved in December 2017
B2M LP	2017	8.78% (A)	\$509 million	Approved in December 2015	Approved in June 2017
	2018	9.00% (A)	\$502 million	Approved in December 2015	Filed in December 2017
	2019	9.00% (F)	\$496 million	Approved in December 2015	To be filed in 2018 Q4
HOSSM	2017	9.19% (A)	\$218 million	Approved in September 2017	n/a
	2018	9.19% (A)	\$218 million	Approved in September 2017	n/a
<b>Distribution</b>					
Hydro One Networks	2017	8.78% (A)	\$7,190 million	Approved in March 2015	Approved in December 2016
	2018	9.00% (A)	\$7,666 million	Filed in March 2017 <sup>1</sup>	To be filed in 2018 Q4
	2019	9.00% (F)	\$8,027 million	Filed in March 2017 <sup>1</sup>	To be filed in 2018 Q4
	2020	9.00% (F)	\$8,430 million	Filed in March 2017 <sup>1</sup>	To be filed in 2019 Q4
	2021	9.00% (F)	\$8,960 million	Filed in March 2017 <sup>1</sup>	To be filed in 2020 Q4
	2022	9.00% (F)	\$9,327 million	Filed in March 2017 <sup>1</sup>	To be filed in 2021 Q4

<sup>1</sup> On June 7 and December 21, 2017, Hydro One Networks filed updates to the application reflecting recent financial results and other adjustments.

## Electricity Rates Applications

### Hydro One Networks – Transmission

On September 28, 2017, the OEB issued its Decision and Order on Hydro One Networks' 2017 and 2018 transmission rates revenue requirements (Decision), with 2017 rates effective January 1, 2017. Key changes to the application as filed included reductions in planned capital expenditures of \$126 million and \$122 million for 2017 and 2018, respectively, in OM&A expenses related to compensation by \$15 million for each year, and in estimated tax savings from the IPO by \$24 million and \$26 million for 2017 and 2018, respectively. On October 10, 2017, Hydro One Networks filed a Draft Rate Order reflecting the changes outlined in the Decision.

In its Decision, the OEB concluded that the net deferred tax asset resulting from transition from the payments in lieu of tax regime under the *Electricity Act* (Ontario) to tax payments under the federal and provincial tax regime should not accrue entirely to Hydro One's shareholders and that a portion should be shared with ratepayers. On November 9, 2017, the OEB issued a Decision and Order that calculated the portion of the tax savings that should be shared with ratepayers. The OEB's calculation would result in an impairment of Hydro One Networks' transmission deferred income tax regulatory asset of up to approximately \$515 million. If the OEB were to apply the same calculation for sharing in Hydro One Networks' 2018–2022 distribution rates, for which a decision is currently outstanding, it would result in an additional impairment of up to approximately \$370 million related to Hydro One Networks' distribution deferred income tax regulatory asset.



In October 2017, the Company filed a Motion to Review and Vary (Motion) the Decision and filed an appeal with the Divisional Court of Ontario (Appeal). On December 19, 2017, the OEB granted a hearing of the merits of the Motion which is scheduled for mid-February 2018. In both cases, the Company's position is that the OEB made errors of fact and law in its determination of allocation of the tax savings between the shareholders and ratepayers. The Appeal is being held in abeyance pending the outcome of the Motion. If the Decision is upheld, based on the facts known at this time, the exposure from the potential impairments would be a one-time decrease in net income of up to approximately \$885 million, resulting in an annual decrease to FFO in the range of \$50 million to \$60 million. Based on the assumptions that the OEB applies established rate making principles in a manner consistent with its past practice and does not exercise its discretion to take other policy considerations into account, management is of the view that it is likely that the Company's Motion will be granted and the aforementioned tax savings will be allocated to the benefit of Hydro One shareholders.

In October 2017, the intervenor Anwaatin Inc. also filed a Motion to Review and Vary the OEB Decision (Anwaatin Motion) alleging that the OEB breached its duty of procedural fairness, failed to respond to certain evidence, and failed to provide reasons on the capital budget as it related to reliability issues impacting Anwaatin Inc.'s constituents. The Anwaatin Motion will be heard by the OEB on February 13, 2018.

On November 23, 2017, the OEB approved the 2017 rates revenue requirement of \$1,438 million. On December 20, 2017, the OEB approved the 2018 rates revenue requirement of \$1,511 million, which included a \$25 million increase from the approved amount, as a result of the OEB-updated cost of capital parameters. Uniform Transmission Rates (UTRs), reflecting these approved amounts, were approved by the OEB on February 1, 2018 to be effective as of January 1, 2018.

#### **Hydro One Networks – Distribution**

On March 31, 2017, Hydro One Networks filed a custom application with the OEB for 2018–2022 distribution rates under the OEB's incentive-based regulatory framework (2018–2022 Distribution Application), which was subsequently updated on June 7 and December 21, 2017. The application reflects the level of capital investments required to minimize degradation in overall system asset condition, to meet regulatory requirements, and to maintain current reliability levels. Management expects that a decision will be received in 2018.

On November 17, 2017, Hydro One filed with the OEB a request for interim rates based on current OEB-approved rates, adjusted for an updated load forecast. On December 1, 2017, the OEB denied this request and set interim rates based on current OEB-approved rates with no adjustments.

In Hydro One's December 21, 2017 update to the 2018–2022 Distribution Application, Hydro One described the impact to the proposed revenue requirement of various developments since initially filing the application. These included, without limitation, the updated cost of capital parameters and inflation factor for 2018 issued by the OEB, and reductions in the 2018 OM&A forecast and 2018–2022 capital forecasts.

#### **B2M LP**

In December 2015, the OEB approved B2M LP's revenue requirement for years 2015 to 2019, subject to annual updates in each of 2016, 2017 and 2018 to adjust its revenue requirement for the following year consistent with the OEB's updated cost of capital parameters. On June 8, 2017, the OEB approved B2M LP's Rate Order reflecting 2017 transmission revenue requirement of \$34 million, effective January 1, 2017.

On February 1, 2018, the OEB issued its Decision and Rate Order for 2018 UTRs declaring the 2018 UTRs as interim, as the B2M LP application for an update to its 2018 transmission revenue requirement is still under consideration by the OEB.

#### **HOSSM**

On September 28, 2017, the OEB issued its Decision and Order on HOSSM's 2017 transmission rates application, denying the requested revenue requirement for 2017. HOSSM's 2016 approved revenue requirement of \$41 million will remain in effect for 2017 and 2018.

#### **Hydro One Remote Communities Inc.**

On August 28, 2017, Hydro One Remote Communities Inc. filed an application with the OEB seeking approval of its 2018 revenue requirement of \$57 million and electricity rates effective May 1, 2018. On December 14, 2017, the OEB issued a Procedural Order with key dates for filing additional materials and reply submissions. On February 7, 2018, Hydro One Remote Communities Inc. and the intervenors in the rate proceeding reached a full settlement agreement on all issues. The agreement is expected to be reviewed by the OEB for approval in March 2018. Upon the OEB's approval, new rates are expected to be implemented by May 1, 2018.

Hydro One Remote Communities Inc. is fully financed by debt and is operated as a break-even entity with no ROE.

### **MAAD Applications**

#### **Orillia Power MAAD Application**

In August 2016, the Company reached an agreement to acquire Orillia Power Distribution Corporation (Orillia Power). The acquisition is subject to regulatory approval by the OEB. On July 27, 2017, the OEB issued a Procedural Order No.6 (Procedural Order) in the matter of Hydro One's MAAD application to acquire Orillia Power. The Procedural Order stated that the OEB has decided to delay a decision on the Orillia Power MAAD application until Hydro One defends its cost allocation proposal in the 2018–2022 Distribution Application hearing to determine if the Orillia Power acquisition is likely to cause harm to any of its current customers. Because of the timetable of the 2018–2022 Distribution Application hearing, and the time it will take to receive a decision in that hearing, the effect of the Procedural Order will be to delay the Orillia Power MAAD application decision by as much as 18 months or more. On August 14, 2017, Hydro One filed a Motion to Review and Vary the Procedural Order requesting the OEB to allow the Orillia Power MAAD application to proceed immediately in the ordinary course. On October 24, 2017, the OEB issued a Procedural Order in response to Hydro One's Motion to Review and Vary, with key dates for filing additional materials on the Motion, hearing date, and filing of reply submissions. Final argument on the Motion to Review and Vary was filed on December 13, 2017.



On January 4, 2018, the OEB issued its Decision on Hydro One's Motion to Review and Vary, granting the motion and referring the MAAD file back to the original OEB panel for reconsideration. The OEB's findings were based on both procedural unfairness and the impact that a lengthy delay will have on the operations of Orillia Power. On February 5, 2018, the OEB issued Procedural Order No. 7 directing Hydro One to file evidence or submissions on its expectations of the overall cost structures following the deferred rebasing period and the effect on Orillia Power customers by February 15, 2018.

## Other Applications

### East-West Tie

In 2013, NextBridge Infrastructure (NextBridge), a partnership between NextEra Energy Canada, Enbridge Inc., and Borealis Infrastructure was designated by the OEB to complete the development work for the East-West Tie Line Project, a 230 kV, 400 km transmission line connecting Hydro One's Wawa and Lakehead transmission stations. This project is necessary to ensure the reliability of electricity supply in Northwestern Ontario, and was included as a priority project in the Province's 2010 Long-Term Energy Plan. On July 31, 2017, Hydro One filed a Leave to Construct application with the OEB to perform station upgrades to its Wawa and Lakehead transmission stations (East-West Tie Station Expansion), necessary to support the East-West Tie Line Project. Hydro One is acting as an intervenor in NextBridge's East-West Tie Line Project application.

On September 22, 2017, Hydro One filed with the OEB a Letter of Intent indicating that the Company plans to file a Leave to Construct application to construct the East-West Tie Line Project. On December 21, 2017, Hydro One re-confirmed with the OEB that it still intends to file this application in early 2018.

On November 13, 2017, NextBridge filed a letter with the OEB asserting that the OEB should strictly limit Hydro One's intervenor status to matters related to interconnection of the NextBridge East-West Tie Line Project to Hydro One transmission facilities and to ensure that Hydro One does not use its status as the Province's incumbent transmitter to compete unfairly against NextBridge's Leave to Construct application.

On December 1, 2017, the IESO released its needs assessment for the East-West Tie Line Project, as requested by the Minister of Energy. The IESO has reconfirmed that the project is still the recommended solution to supply electricity in Northwestern Ontario and continues to recommend an in-service date of 2020.

On December 5, 2017, Hydro One filed a letter with the OEB in response to NextBridge's request to impose limitations on Hydro One's participation as an intervenor. In the letter, Hydro One asked that the OEB allow Hydro One's status as an intervenor in the proceeding with full intervenor rights, and that the OEB reject NextBridge's requests relating to (i) documentation provided to Hydro One, (ii) creation of a confidentiality screen, and (iii) creation of novel filing requirements for a Leave to Construct application by Hydro One.

On December 21, 2017, both NextBridge and Hydro One received interrogatories from the OEB and Intervenor related to their respective Leave to Construct applications. Hydro One submitted its responses by the January 25, 2018 due date.

## Other Regulatory Developments

### Fair Hydro Plan and First Nations Rate Assistance Program

In March 2017, Ontario's Minister of Energy announced the Fair Hydro Plan, which included changes to the Global Adjustment, the Rural or Remote Electricity Rate Protection (RRRP) Program, the introduction of the First Nations rate assistance program, and improving the allocation of delivery charges across the rural and urban geographies of the province. Hydro One worked collaboratively with the OEB on the First Nations rate assistance program, and was a key stakeholder in providing solutions that address both the Global Adjustment and RRRP elements. The Fair Hydro Plan came into effect on July 1, 2017 and resulted in a reduction of approximately 25% on electricity bills for typical Ontario residential customers. The Province also launched a new Affordability Fund aimed at assisting electricity customers who cannot qualify for low-income conservation programs. Additional enhancements were also made to the existing Ontario Electricity Support Program (OESP).

Hydro One customers saw the full benefits of the Fair Hydro Plan for all electricity consumed after July 1, 2017. A typical rural residential customer using 750 kWh per month will see savings on their monthly bills of 31% on average, or approximately \$600 annually. These changes did not have an impact on the net income of the Company.

Hydro One continues to work with First Nations customers living on reserves to help ensure the required applications are submitted to receive the benefits associated with the First Nations rate assistance program which provides a credit on the delivery charge.

### OEB Pension and Other Post-Employment Benefits Costs

On September 14, 2017, the OEB issued its final report, Regulatory Treatment of Pension and Other Post-employment Benefits (OPEBs) Costs (Report), that establishes the use of the accrual accounting method as the default method on which to set rates for pension and OPEB amounts in cost-based applications, unless that method does not result in just and reasonable rates. The Report also provides for the establishment of a variance account, effective January 1, 2018, to track the difference between the forecasted accrual amount in rates and actual cash payments made, with asymmetric carrying charges in favour of ratepayers applied to the differential.

Hydro One currently reports and recovers its pension expense on a cash basis, and maintains the accrual method with respect to OPEBs. Transitioning from the cash basis to an accrual method for pension may have material negative rate impacts for customers, including a higher cost recovered through rates, more volatility relating to the ability to predict the effect on rates, and the pension offset (cumulative difference between the cash and accrual basis which is \$981 million as at December 31, 2017) having to be recovered in rates on an accelerated basis. As the Report establishes that a basis other than the accrual accounting method may be acceptable if resulting in just and reasonable rates, Hydro One believes that the cash basis treatment of pension costs would continue to be supportable.

## Other Developments

### Strategy

In 2017, the Company's Board of Directors approved Hydro One's strategy which details the Company's goal to become North America's leading utility, centered around three key pillars: (i) optimization and innovation, (ii) diversification, and (iii) growth.

### Common Shares

On May 17, 2017, Hydro One completed a secondary offering (Offering) by the Province, on a bought deal basis, of 120 million common shares of Hydro One. Following completion of the Offering, the Province directly held approximately 49.9% of Hydro One's total issued and outstanding common shares. This non-dilutive Offering increased the public ownership of Hydro One to approximately 50.1% or 298.6 million common shares. Hydro One did not receive any of the proceeds from the sale of the common shares by the Province.

On December 29, 2017, the Province sold 14,391,012 common shares of Hydro One, representing approximately 2.4% of the outstanding common shares, to OFN Power Holdings LP, a limited partnership wholly-owned by Ontario First Nations Sovereign Wealth LP, which is in turn owned by 129 First Nations in Ontario. After completing this transaction, the Province owns approximately 47.4% or 282.4 million common shares of Hydro One. Hydro One did not receive any of the proceeds from the sale of the common shares by the Province.

### Collective Agreements

On April 7, 2017, Hydro One reached an agreement with the Canadian Union of Skilled Workers (CUSW) for a renewal of the collective agreement. The agreement is for a five-year term, covering May 1, 2017 to April 30, 2022. The agreement was ratified by the CUSW and the Hydro One Board of Directors in May 2017.

Hydro One has agreements with Inergi LP (Inergi) for the provision of back office and IT outsourcing services, including settlements, source to pay services, pay operations services, information technology and finance and accounting services, expiring on December 31, 2019, and for the provision of customer service operations outsourcing services expiring on February 28, 2018. Hydro One is currently in the process of insourcing the customer service operations services and will not be renewing the existing agreement for these services with Inergi. Agreements have been reached with The Society of Energy Professionals (the Society) and the Power Workers' Union (PWU) to facilitate the insourcing of these services effective March 1, 2018.

The current collective agreement with the PWU expires on March 31, 2018. In January 2018, Hydro One and the PWU commenced collective bargaining with the official exchange of bargaining agendas. Both sides acknowledged their commitment to working towards the timely completion of collective bargaining.

### Exemptive Relief

On June 6, 2017, the Canadian securities regulatory authorities granted (i) the Minister of Energy, (ii) Ontario Power Generation Inc. (on behalf of itself and the segregated funds established as required by the *Nuclear Fuel Waste Act* (Canada)) and (iii) agencies of the Crown, provincial Crown

corporations and other provincial entities (collectively, the Non-Aggregated Holders) exemptive relief, subject to certain conditions, to enable each Non-Aggregated Holder to treat securities of Hydro One that it owns or controls separately from securities of Hydro One owned or controlled by the other Non-Aggregated Holders for purposes of certain take-over bid, early warning reporting, insider reporting and control person distribution rules and certain distribution restrictions under Canadian securities laws. Hydro One was also granted relief permitting it to rely solely on insider reports and early warning reports filed by Non-Aggregated Holders when reporting beneficial ownership or control or direction over securities in an information circular or annual information form in respect of securities beneficially owned or controlled by any Non-Aggregated Holder subject to certain conditions.

### Avista Corporation Purchase Agreement

On July 19, 2017, Hydro One reached an agreement to acquire Avista Corporation (Merger) for approximately \$6.7 billion in an all-cash transaction. Avista Corporation is an investor-owned utility providing electric generation, transmission, and distribution services. It is headquartered in Spokane, Washington, with service areas in Washington, Idaho, Oregon, Montana and Alaska. The closing of the Merger is expected to occur in the second half of 2018, subject to receipt of certain regulatory and government approvals, and the satisfaction of customary closing conditions.

On September 14, 2017, Hydro One and Avista Corporation filed applications with state utility commissions in Washington, Idaho, Oregon, Montana, and Alaska, as well as with the Federal Energy Regulatory Commission, requesting regulatory approval of the Merger on or before August 14, 2018. On November 21, 2017, the Merger was approved by the shareholders of Avista Corporation. On January 16, 2018, the Federal Energy Regulatory Commission approved the Merger application. Required filings with a number of other agencies will be made in the coming months, including with the Committee on Foreign Investment in the United States, the Federal Communications Commission, and the Department of Justice and the Federal Trade Commission pursuant to the *Hart-Scott-Rodino Antitrust Improvements Act of 1976*.

### Convertible Debenture Offering

On August 9, 2017, in connection with the acquisition of Avista Corporation, the Company and its wholly-owned subsidiary, 2587264 Ontario Inc., completed the sale of \$1,540 million aggregate principal amount of 4.00% convertible unsecured subordinated debentures represented by instalment receipts (Debenture Offering). Upon closing of the Avista Corporation transaction and conversion of the Convertible Debentures into Hydro One common shares, the Province's ownership of Hydro One will decrease to approximately 42.3%. See section "Liquidity and Financing Strategy".

The Province waived its pre-emptive right to participate in the Debenture Offering under the governance agreement entered into between Hydro One and the Province dated November 5, 2015 (Governance Agreement). In consideration of granting the waiver, Hydro One agreed that until July 19, 2018: (i) the Company shall not issue common shares pursuant to the Company's equity compensation plans and any dividend reinvestment plan in an aggregate number that exceeds 1% of the common shares

outstanding as of July 19, 2017; and (ii) the Company shall not issue voting securities (or securities convertible into voting securities) pursuant to any acquisition transaction without complying with the pre-emptive right provisions of the Governance Agreement.

## Litigation

### Litigation Relating to the Merger

To date, four putative class action lawsuits have been filed by purported Avista Corporation shareholders in relation to the Merger. First, *Fink v. Morris, et al.*, was filed in Washington state court and the amended complaint names as defendants Avista Corporation's directors, Hydro One, Olympus Holding Corp., Olympus Corp., and Bank of America Merrill Lynch. The suit alleges that Avista Corporation's directors breached their fiduciary duties in relation to the Merger, aided and abetted by Hydro One, Olympus Holding Corp., Olympus Corp. and Bank of America Merrill Lynch. The Washington state court issued an order staying the litigation until after the plaintiffs file an amended complaint, which must be no later than 30 days after Avista Corporation or Hydro One publicly announces that the Merger has closed. Second, *Jenß v. Avista Corp., et al.*, *Samuel v. Avista Corp., et al.*, and *Sharpenter v. Avista Corp., et al.*, were each filed in the US District Court for the Eastern District of Washington and named as defendants Avista Corporation and its directors; *Sharpenter* also named Hydro One, Olympus Holding Corp., and Olympus Corp. The lawsuits alleged that the preliminary proxy statement omitted material facts necessary to make the statements therein not false or misleading. *Jenß*, *Samuel*, and *Sharpenter* were all voluntarily dismissed by the respective plaintiffs with no consideration paid by any of the defendants. The one remaining class action is consistent with expectations for US merger transactions and, while there is no certainty as to outcome, Hydro One believes that the lawsuit is not material to Hydro One.

### Class Action Lawsuit

Hydro One Inc., Hydro One Networks, Hydro One Remote Communities Inc., and Norfolk Power Distribution Inc. are defendants in a class action suit in which the representative plaintiff is seeking up to \$125 million in damages related to allegations of improper billing practices. The plaintiff's motion for certification was dismissed by the court on November 28, 2017, but the plaintiff has appealed the court's decision, and it is likely that no decision will be rendered by the appeal court until the second half of 2018. At this time, an estimate of a possible loss related to this claim cannot be made.

### Appointment of Chief Financial Officer

On January 28, 2018, Mr. Paul Dobson was appointed to the position of Chief Financial Officer of Hydro One, effective March 1, 2018. Mr. Dobson was most recently the Chief Financial Officer at Direct Energy Ltd. in Houston, Texas.

## Hydro One Work Force

Hydro One has a skilled and flexible work force of approximately 5,400 regular employees and 2,000 non-regular employees province-wide, comprising of a mix of skilled trades, engineering, professional, managerial and executive personnel. Hydro One's regular employees are supplemented primarily by accessing a large external labour force available through arrangements with the Company's trade unions for variable workers, sometimes referred to as "hiring halls", and also by access to contract personnel. The hiring halls offer Hydro One the ability to flexibly utilize highly trained and appropriately skilled workers on a project-by-project and seasonal basis.

The following table sets out the number of Hydro One employees as at December 31, 2017.

	Regular Employees	Non-Regular Employees	Total
PWU <sup>1</sup>	3,362	706	4,068
The Society	1,379	35	1,414
Canadian Union of Skilled Workers (CUSW) and construction building trade unions <sup>2</sup>	—	1,254	1,254
Total employees represented by unions	4,741	1,995	6,736
Management and non-represented employees	681	23	704
Total employees	5,422	2,018	7,440

1 Includes 575 non-regular "hiring hall" employees covered by the PWU agreement.

2 The construction building trade unions have collective agreements with the Electrical Power Systems Construction Association (EPSCA).

## Share-Based Compensation

During 2017 and 2016, the Company granted awards under its Long-term Incentive Plan, consisting of Performance Stock Units (PSUs) and Restricted Stock Units (RSUs), all of which are equity settled. At December 31, 2017 and 2016, 429,980 and 230,600 PSUs, respectively, and 393,430 and 254,150 RSUs, respectively, were outstanding.

## Non-GAAP Measures

### FFO

FFO is defined as net cash from operating activities, adjusted for (i) changes in non-cash balances related to operations, (ii) dividends paid on preferred shares, and (iii) distributions to noncontrolling interest. Management believes that FFO is helpful as a supplemental measure of the Company's operating cash flows as it excludes timing-related fluctuations in non-cash operating working capital and cash flows not attributable to common shareholders. As such, FFO provides a consistent measure of the cash generating performance of the Company's assets.

Year ended December 31

(millions of dollars)	2017	2016
Net cash from operating activities	1,716	1,656
Changes in non-cash balances related to operations	(113)	(134)
Preferred share dividends	(18)	(19)
Distributions to noncontrolling interest	(6)	(9)
<b>FFO</b>	<b>1,579</b>	<b>1,494</b>

### Adjusted Net Income and Adjusted EPS

The following basic and diluted Adjusted EPS has been calculated by management on a supplementary basis which excludes costs related to the Avista Corporation acquisition from net income. Adjusted EPS is used

internally by management to assess the Company's performance and is considered useful because it excludes the impact of acquisition-related costs and provides users with a comparative basis to evaluate the current ongoing operations of the Company compared to prior year.

Year ended December 31	2017	2016
Net income attributable to common shareholders (millions of dollars)	658	721
Costs related to acquisition of Avista Corporation (millions of dollars)	36	—
Adjusted net income attributable to common shareholders (millions of dollars)	694	721
Weighted average number of shares		
Basic	595,287,586	595,000,000
Effect of dilutive stock-based compensation plans	2,234,665	1,700,823
Diluted	597,522,251	596,700,823
Adjusted EPS		
Basic	\$ 1.17	\$ 1.21
Diluted	\$ 1.16	\$ 1.21

### Revenues, Net of Purchased Power

Revenues, net of purchased power is defined as revenues less purchased power. Management believes that revenue, net of purchased power is helpful as a measure of net revenues for the Distribution segment, as purchased power is fully recovered through revenues.

Year ended December 31	2017	2016
(millions of dollars)		
Revenues	5,990	6,552
Less: Purchased power	2,875	3,427
<b>Revenues, net of purchased power</b>	<b>3,115</b>	<b>3,125</b>

Year ended December 31	2017	2016
(millions of dollars)		
Distribution revenues	4,366	4,915
Less: Purchased power	2,875	3,427
<b>Distribution revenues, net of purchased power</b>	<b>1,491</b>	<b>1,488</b>

FFO, basic and diluted Adjusted EPS, and Revenues, net of purchased power are not recognized measures under US GAAP and do not have a standardized meaning prescribed by US GAAP. They are therefore

unlikely to be directly comparable to similar measures presented by other companies. They should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under US GAAP.

## Related Party Transactions

The Province is a shareholder of Hydro One with approximately 47.4% ownership at December 31, 2017. The IESO, Ontario Power Generation Inc. (OPG), Ontario Electricity Financial Corporation (OEFC), and the OEB, are related parties to Hydro One because they are controlled or

significantly influenced by the Province. Hydro One Brampton was a related party until February 28, 2017, when it was acquired from the Province by Alectra Inc., and subsequent to the acquisition by Alectra Inc., is no longer a related party to Hydro One. The following is a summary of the Company's related party transactions during the years ended December 31, 2017 and 2016:

Year ended December 31 (millions of dollars)

Related Party	Transaction	2017	2016
<b>Province</b>	Dividends paid	<b>301</b>	451
<b>IESO</b>	Power purchased	<b>1,583</b>	2,096
	Revenues for transmission services	<b>1,521</b>	1,549
	Amounts related to electricity rebates	<b>357</b>	—
	Distribution revenues related to rural rate protection	<b>247</b>	125
	Distribution revenues related to the supply of electricity to remote northern communities	<b>32</b>	32
	Funding received related to CDM programs	<b>59</b>	63
<b>OPG</b>	Power purchased	<b>9</b>	6
	Revenues related to provision of construction and equipment maintenance services	<b>3</b>	5
	Costs related to the purchase of services	<b>1</b>	1
<b>OEFC</b>	Power purchased from power contracts administered by the OEFC	<b>2</b>	1
<b>OEB</b>	OEB fees	<b>8</b>	11
<b>Hydro One Brampton</b>	Cost recovery from management, administrative and smart meter network services	<b>—</b>	3

## Risk Management and Risk Factors

### Risks Relating to Hydro One's Business

#### Regulatory Risks and Risks Relating to Hydro One's Revenues

##### *Risks Relating to Obtaining Rate Orders*

The Company is subject to the risk that the OEB will not approve the Company's transmission and distribution revenue requirements requested in outstanding or future applications for rates. Rate applications for revenue requirements are subject to the OEB's review process, usually involving participation from intervenors and a public hearing process. There can be no assurance that resulting decisions or rate orders issued by the OEB will permit Hydro One to recover all costs actually incurred, costs of debt and income taxes, or to earn a particular ROE. A failure to obtain acceptable rate orders, or approvals of appropriate returns on equity and costs actually incurred, such as occurred in the September 28, 2017 and November 9, 2017 OEB decisions (details above in "Electricity Rates Applications – Hydro One Networks – Transmission"), may materially adversely affect: Hydro One's transmission or distribution businesses, the undertaking or timing of capital expenditures, ratings assigned by credit rating agencies, the cost and issuance of long-term debt, and other matters, any of which may in turn have a material adverse effect on the Company. In addition, there is no assurance that the Company will receive regulatory decisions in a timely manner and, therefore, costs may be incurred prior to having an approved revenue requirement and cash flows could be impacted.

##### *Risks Relating to Actual Performance Against Forecasts*

The Company's ability to recover the actual costs of providing service and earn the allowed ROE depends on the Company achieving its forecasts established and approved in the rate-setting process. Actual costs could exceed the approved forecasts if, for example, the Company incurs operations, maintenance, administration, capital and financing costs

above those included in the Company's approved revenue requirement. The inability to obtain acceptable rate decisions or to recover any significant difference between forecast and actual expenses could materially adversely affect the Company's financial condition and results of operations.

Further, the OEB approves the Company's transmission and distribution rates based on projected electricity load and consumption levels, among other factors. If actual load or consumption materially falls below projected levels, the Company's revenue and net income for either, or both, of these businesses could be materially adversely affected. Also, the Company's current revenue requirements for these businesses are based on cost and other assumptions that may not materialize. There is no assurance that the OEB would allow rate increases sufficient to offset unfavourable financial impacts from unanticipated changes in electricity demand or in the Company's costs.

The Company is subject to risk of revenue loss from other factors, such as economic trends and weather conditions that influence the demand for electricity. The Company's overall operating results may fluctuate substantially on a seasonal and year-to-year basis based on these trends and weather conditions. For instance, a cooler than normal summer or warmer than normal winter can be expected to reduce demand for electricity below that forecast by the Company, causing a decrease in the Company's revenues from the same period of the previous year. The Company's load could also be negatively affected by successful Conservation and Demand Management programs whose results exceed forecasted expectations.

##### *Risks Relating to Rate-Setting Models for Transmission and Distribution*

The OEB approves and periodically changes the ROE for transmission and distribution businesses. The OEB may in the future decide to reduce the allowed ROE for either of these businesses, modify the formula or methodology it uses to determine the ROE, or reduce the weighting of



the equity component of the deemed capital structure. Any such reduction could reduce the net income of the Company.

The OEB's recent Custom Incentive Rate-setting model requires that the term of a custom rate application be a minimum five-year period. There are risks associated with forecasting key inputs such as revenues, operating expenses and capital, over such a long period. For instance, if unanticipated capital expenditures arise that were not contemplated in the Company's most recent rate decision, the Company may be required to incur costs that may not be recoverable until a future period or not recoverable at all in future rates. This could have a material adverse effect on the Company.

After rates are set as part of a Custom Incentive Rate application, the OEB expects there to be no further rate applications for annual updates within the five-year term, unless there are exceptional circumstances, with the exception of the clearance of established deferral and variance accounts. For example, the OEB does not expect to address annual rate applications for updates for cost of capital (including ROE), working capital allowance or sales volumes. If there were an increase in interest rates over the period of a rate decision and no corresponding changes were permitted to the Company's allowed cost of capital (including ROE), then the result could be a decrease in the Company's financial performance.

To the extent that the OEB approves an In-Service Variance Account for the transmission and/or distribution businesses, and should the Company fail to meet the threshold levels of in-service capital, the OEB may reclaim a corresponding portion of the Company's revenues.

#### *Risks Relating to Capital Expenditures*

In order to be recoverable, capital expenditures require the approval of the OEB, either through the approval of capital expenditure plans, rate base or revenue requirements for the purposes of setting transmission and distribution rates, which include the impact of capital expenditures on rate base or cost of service. There can be no assurance that all capital expenditures incurred by Hydro One will be approved by the OEB. Capital cost overruns may not be recoverable in transmission or distribution rates. The Company could incur unexpected capital expenditures in maintaining or improving its assets, particularly given that new technology may be required to support renewable generation and unforeseen technical issues may be identified through implementation of projects. There is risk that the OEB may not allow full recovery of such expenditures in the future. To the extent possible, Hydro One aims to mitigate this risk by ensuring prudent expenditures, seeking from the regulator clear policy direction on cost responsibility, and pre-approval of the need for capital expenditures.

Any regulatory decision by the OEB to disallow or limit the recovery of any capital expenditures would lead to a lower than expected approved revenue requirement or rate base, potential asset impairment or charges to the Company's results of operations, any of which could have a material adverse effect on the Company.

#### *Risks Relating to Regulatory Treatment of Deferred Tax Asset*

As a result of leaving the PILs Regime and entering the Federal Tax Regime in connection with the IPO of the Company, Hydro One recorded a deferred tax asset due to the revaluation of the tax basis of Hydro One's fixed assets at their fair market value and recognition of eligible capital expenditures. The OEB's September 28, 2017 and November 9, 2017

decisions (see details above in "Electricity Rates Applications – Hydro One Networks – Transmission") alter Hydro One's allocation of the tax savings resulting from the deferred tax asset. If this approach is followed (pending the outcome of the Motion and Appeal), the exposure from the potential impairment from the regulatory treatment of the deferred tax asset could be a one-time decrease in net income, resulting in annual decreases to FFO.

#### *Risks Relating to Other Applications to the OEB*

The Company is also subject to the risk that it will not obtain, or will not obtain in a timely manner, required regulatory approvals for other matters, such as leave to construct applications, applications for mergers, acquisitions, amalgamations and divestitures, and environmental approvals. Decisions to acquire or divest other regulated businesses licensed by the OEB are subject to OEB approval. Accordingly, there is the risk that such matters may not be approved or that unfavourable conditions will be imposed by the OEB.

#### **Indigenous Claims Risk**

Some of the Company's current and proposed transmission and distribution assets are or may be located on reserve (as defined in the *Indian Act* (Canada)) (Reserve) lands, and lands over which Indigenous people have Aboriginal, treaty, or other legal claims. Some Indigenous leaders, communities, and their members have made assertions related to sovereignty and jurisdiction over Reserve lands and traditional territories and are increasingly willing to assert their claims through the courts, tribunals, or by direct action. These claims and/or settlement of these claims could have a material adverse effect on the Company or otherwise materially adversely impact the Company's operations, including the development of current and future projects.

The Company's operations and activities may give rise to the Crown's duty to consult and potentially accommodate Indigenous communities. Procedural aspects of the duty to consult may be delegated to the Company by the Province or the federal government. A perceived failure by the Crown to sufficiently consult an Indigenous community, or a perceived failure by the Company in relation to delegated consultation obligations, could result in legal challenges against the Crown or the Company, including judicial review or injunction proceedings, or could potentially result in direct action against the Company by a community or its citizens. If this occurs, it could disrupt or delay the Company's operations and activities, including current and future projects, and have a material adverse effect on the Company.

#### **Risk from Transfer of Assets Located on Reserves**

The transfer orders by which the Company acquired certain of Ontario Hydro's businesses as of April 1, 1999 did not transfer title to assets located on Reserves. The transfer of title to these assets did not occur because authorizations originally granted by the federal government for the construction and operation of these assets on Reserves could not be transferred without required consent. In several cases, the authorizations had either expired or had never been issued.

Currently, the OEFC holds legal title to these assets and it is expected that the Company will manage them until it has obtained permits to complete the title transfer. To occupy Reserves, the Company must have valid permits. For each permit, the Company must negotiate an agreement (in the form of a memorandum of understanding) with the First Nation, the OEFC and any members of the First Nation who have occupancy rights.



The agreement includes provisions whereby the First Nation consents to the issuance of a permit. For transmission assets, the Company must negotiate terms of payment. It is difficult to predict the aggregate amount that the Company may have to pay to obtain the required agreements from First Nations. If the Company cannot reach satisfactory agreements with the relevant First Nation to obtain federal permits, it may have to relocate these assets to other locations and restore the lands at a cost that could be substantial. In a limited number of cases, it may be necessary to abandon a line and replace it with diesel generation facilities. In either case, the costs relating to these assets could have a material adverse effect on the Company if the costs are not recoverable in future rate orders.

### **Compliance with Laws and Regulations**

Hydro One must comply with numerous laws and regulations affecting its business, including requirements relating to transmission and distribution companies, environmental laws, employment laws and health and safety laws. The failure of the Company to comply with these laws could have a material adverse effect on the Company's business. See also "Health, Safety and Environmental Risk".

For example, Hydro One's licensed transmission and distribution businesses are required to comply with the terms of their licences, with codes and rules issued by the OEB, and with other regulatory requirements, including regulations of the National Energy Board. In Ontario, the Market Rules issued by the IESO require the Company to, among other things, comply with the reliability standards established by the North American Electric Reliability Corporation (NERC) and Northeast Power Coordinating Council, Inc. (NPCC). The incremental costs associated with compliance with these reliability standards are expected to be recovered through rates, but there can be no assurance that the OEB will approve the recovery of all of such incremental costs. Failure to obtain such approvals could have a material adverse effect on the Company.

There is the risk that new legislation, regulations, requirements or policies will be introduced in the future. These may require Hydro One to incur additional costs, which may or may not be recovered in future transmission and distribution rates.

### **Risk of Natural and Other Unexpected Occurrences**

The Company's facilities are exposed to the effects of severe weather conditions, natural disasters, man-made events including but not limited to cyber and physical terrorist type attacks, events which originate from third-party connected systems, or any other potentially catastrophic events. The Company's facilities may not withstand occurrences of this type in all circumstances. The Company does not have insurance for damage to its transmission and distribution wires, poles and towers located outside its transmission and distribution stations resulting from these or other events. Where insurance is available for other assets, such insurance coverage may have deductibles, limits and/or exclusions. Losses from lost revenues and repair costs could be substantial, especially for many of the Company's facilities that are located in remote areas. The Company could also be subject to claims for damages caused by its failure to transmit or distribute electricity or costs related to ensuring its continued ability to transmit or distribute electricity.

### **Risk Associated with Information Technology Infrastructure and Data Security**

The Company's ability to operate effectively in the Ontario electricity market is, in part, dependent upon it developing, maintaining and managing complex information technology systems which are employed to operate and monitor its transmission and distribution facilities, financial and billing systems and other business systems. The Company's increasing reliance on information systems and expanding data networks increases its exposure to information security threats. The Company's transmission business is required to comply with various rules and standards for transmission reliability, including mandatory standards established by the NERC and the NPCC. These include standards relating to cyber-security and information technology, which only apply to certain of the Company's assets (generally being those whose failure could impact the functioning of the bulk electricity system). The Company may maintain different or lower levels of information technology security for its assets that are not subject to these mandatory standards. The Company must also comply with legislative and licence requirements relating to the collection, use and disclosure of personal information and information regarding consumers, wholesalers, generators and retailers.

Cyber-attacks or unauthorized access to corporate and information technology systems could result in service disruptions and system failures, which could have a material adverse effect on the Company, including as a result of a failure to provide electricity to customers. Due to operating critical infrastructure, Hydro One may be at greater risk of cyber-attacks from third parties (including state run or controlled parties) that could impair or incapacitate its assets. In addition, in the course of its operations, the Company collects, uses, processes and stores information which could be exposed in the event of a cyber-security incident or other unauthorized access or disclosure, such as information about customers, suppliers, counterparties, employees and other third parties.

Security and system disaster recovery controls are in place; however, there can be no assurance that there will not be system failures or security breaches or that such threats would be detected or mitigated on a timely basis. Upon occurrence and detection, the focus would shift from prevention to isolation, remediation and recovery until the incident has been fully addressed. Any such system failures or security breaches could have a material adverse effect on the Company.

### **Labour Relations Risk**

The substantial majority of the Company's employees are represented by either the PWU or the Society. Over the past several years, significant effort has been expended to increase Hydro One's flexibility to conduct operations in a more cost-efficient manner. Although the Company has achieved improved flexibility in its collective agreements, the Company may not be able to achieve further improvements. The Company reached an agreement with the PWU for a renewal collective agreement with a three-year term, covering the period from April 1, 2015 to March 31, 2018 and an early renewal collective agreement with the Society with a three-year term, covering the period from April 1, 2016 to March 31, 2019. The Company also reached a renewal collective agreement with the Canadian Union of Skilled Workers for a five-year term, covering the period from May 1, 2017 to April 30, 2022. Additionally, the EPSCA and a number of construction unions have reached renewal agreements, to which Hydro One is bound, for a five-year term, covering the period from May 1, 2015 to April 30, 2020.

Agreements have also been reached with the Society and the PWU to facilitate the insourcing of customer service operations services effective March 1, 2018. Future negotiations with unions present the risk of a labour disruption and the ability to sustain the continued supply of energy to customers. The Company also faces financial risks related to its ability to negotiate collective agreements consistent with its rate orders. In addition, in the event of a labour dispute, the Company could face operational risk related to continued compliance with its requirements of providing service to customers. Any of these could have a material adverse effect on the Company.

#### **Work Force Demographic Risk**

By the end of 2017, approximately 22% of the Company's employees who are members of the Company's defined benefit and defined contribution pension plans were eligible for retirement, and by the end of 2018, approximately 20% could be eligible. These percentages are not evenly spread across the Company's work force, but tend to be most significant in the most senior levels of the Company's staff and especially among management staff. During 2017, approximately 5% of the Company's work force (up from 3% in 2016) elected to retire. Accordingly, the Company's continued success will be tied to its ability to continue to attract and retain sufficient qualified staff to replace the capability lost through retirements and meet the demands of the Company's work programs.

In addition, the Company expects the skilled labour market for its industry will remain highly competitive. Many of the Company's current and potential employees being sought after possess skills and experience that are also highly coveted by other organizations inside and outside the electricity sector. The failure to attract and retain qualified personnel for Hydro One's business could have a material adverse effect on the Company.

#### **Risk Associated with Arranging Debt Financing**

The Company expects to borrow to repay its existing indebtedness and to fund a portion of capital expenditures. Hydro One Inc. has substantial debt principal repayments, including \$752 million in 2018, \$731 million in 2019, and \$653 million in 2020. In addition, from time to time, the Company may draw on its syndicated bank lines and/or issue short-term debt under Hydro One Inc.'s \$1.5 billion commercial paper program which would mature within approximately one year of issuance. The Company also plans to incur continued material capital expenditures for each of 2018 and 2019. Cash generated from operations, after the payment of expected dividends, will not be sufficient to fund the repayment of the Company's existing indebtedness and capital expenditures. The Company's ability to arrange sufficient and cost-effective debt financing could be materially adversely affected by numerous factors, including the regulatory environment in Ontario, the Company's results of operations and financial position, market conditions, the ratings assigned to its debt securities by credit rating agencies, an inability of the Corporation to comply with its debt covenants, and general economic conditions. A downgrade in the Company's credit ratings could restrict the Company's ability to access debt capital markets and increase the Company's cost of debt. Any failure or inability on the Company's part to borrow the required amounts of debt on satisfactory terms could impair its ability to repay maturing debt, fund capital expenditures and meet other obligations and requirements and, as a result, could have a material adverse effect on the Company. This risk may be further exacerbated by the funding requirements for completing

the Merger. See also "Risk Factors Relating to the Merger – Sources of funding that would be used to fund the Merger may not be available"

#### **Market, Financial Instrument and Credit Risk**

Market risk refers primarily to the risk of loss that results from changes in costs, foreign exchange rates and interest rates. The Company is exposed to fluctuations in interest rates as its regulated ROE is derived using a formulaic approach that takes into account anticipated interest rates, but is not currently exposed to material commodity price risk. The Company is exposed to foreign exchange risk in connection with the Merger. See "Risk Factors Relating to the Merger – Foreign exchange risk". In the future, the Company may be exposed to additional foreign exchange risk in connection with other acquisitions or transactions in which it completes in a currency other than Canadian dollars. Although the Company may attempt to mitigate such risk through hedging transactions, there can be no assurance any such hedge will fully mitigate the risk of currency exchange fluctuations.

The OEB-approved adjustment formula for calculating ROE in a deemed regulatory capital structure of 60% debt and 40% equity provides for increases and decreases depending on changes in benchmark interest rates for Government of Canada debt and the A-rated utility corporate bond yield spread. The Company estimates that a decrease of 100 basis points in the combination of the forecasted long-term Government of Canada bond yield and the A-rated utility corporate bond yield spread used in determining its rate of return would reduce the Company's transmission business' 2019 net income by approximately \$24 million. For the distribution business, after distribution rates are set as part of a Custom Incentive Rate application, the OEB does not expect to address annual rate applications for updates to allowed ROE, so fluctuations will have no impact to net income. The Company periodically utilizes interest rate swap agreements to mitigate elements of interest rate risk.

Financial assets create a risk that a counterparty will fail to discharge an obligation, causing a financial loss. Derivative financial instruments result in exposure to credit risk, since there is a risk of counterparty default. Hydro One monitors and minimizes credit risk through various techniques, including dealing with highly rated counterparties, limiting total exposure levels with individual counterparties, entering into agreements which enable net settlement, and by monitoring the financial condition of counterparties. The Company does not trade in any energy derivatives. The Company is required to procure electricity on behalf of competitive retailers and certain local distribution companies for resale to their customers. The resulting concentrations of credit risk are mitigated through the use of various security arrangements, including letters of credit, which are incorporated into the Company's service agreements with these retailers in accordance with the OEB's Retail Settlement Code.

The failure to properly manage these risks could have a material adverse effect on the Company.

#### **Risks Relating to Asset Condition and Capital Projects**

The Company continually incurs sustainment and development capital expenditures and monitors the condition of its transmission assets to manage the risk of equipment failures and to determine the need for and timing of major refurbishments and replacements of its transmission and distribution infrastructure. However, the lack of real time monitoring of distribution assets increases the risk of distribution equipment failure.

The connection of large numbers of generation facilities to the distribution network has resulted in greater than expected usage of some of the Company's equipment. This increases maintenance requirements and may accelerate the aging of the Company's assets.

Execution of the Company's capital expenditure programs, particularly for development capital expenditures, is partially dependent on external factors, such as environmental approvals, municipal permits, equipment outage schedules that accommodate the IESO, generators and transmission-connected customers, and supply chain availability for equipment suppliers and consulting services. There may also be a need for, among other things, *Environmental Assessment Act* (Ontario) approvals, approvals which require public meetings, appropriate engagement with Indigenous communities, OEB approvals of expropriation or early access to property, and other activities. Obtaining approvals and carrying out these processes may also be impacted by opposition to the proposed site of the capital investments. Delays in obtaining required approvals or failure to complete capital projects on a timely basis could materially adversely affect transmission reliability or customers' service quality or increase maintenance costs which could have a material adverse effect on the Company. Failure to receive approvals for projects when spending has already occurred would result in the inability of the Company to recover the investment in the project as well as forfeit the anticipated return on investment. The assets involved may be considered impaired and result in the write off of the value of the asset, negatively impacting net income. External factors are considered in the Company's planning process. If the Company is unable to carry out capital expenditure plans in a timely manner, equipment performance may degrade, which may reduce network capacity, result in customer interruptions, compromise the reliability of the Company's networks or increase the costs of operating and maintaining these assets. Any of these consequences could have a material adverse effect on the Company.

Increased competition for the development of large transmission projects and legislative changes relating to the selection of transmitters could impact the Company's ability to expand its existing transmission system, which may have an adverse effect on the Company. To the extent that other parties are selected to construct, own and operate new transmission assets, the Company's share of Ontario's transmission network would be reduced.

### Health, Safety and Environmental Risk

The Company is subject to provincial health and safety legislation. Findings of a failure to comply with this legislation could result in penalties and reputational risk, which could negatively impact the Company.

The Company is subject to extensive Canadian federal, provincial and municipal environmental regulation. Failure to comply could subject the Company to fines or other penalties. In addition, the presence or release of hazardous or other harmful substances could lead to claims by third parties or governmental orders requiring the Company to take specific actions such as investigating, controlling and remediating the effects of these substances. Contamination of the Company's properties could limit its ability to sell or lease these assets in the future.

In addition, actual future environmental expenditures may vary materially from the estimates used in the calculation of the environmental liabilities on the Company's balance sheet. The Company does not have insurance coverage for these environmental expenditures.

There is also risk associated with obtaining governmental approvals, permits, or renewals of existing approvals and permits related to constructing or operating facilities. This may require environmental assessment or result in the imposition of conditions, or both, which could result in delays and cost increases. Failure to obtain necessary approvals or permits could result in an inability to complete projects.

Hydro One emits certain greenhouse gases, including sulphur hexafluoride or "SF6". There are increasing regulatory requirements and costs, along with attendant risks, associated with the release of such greenhouse gases, all of which could impose additional material costs on Hydro One.

Any regulatory decision to disallow or limit the recovery of such costs could have a material adverse effect on the Company.

### Pension Plan Risk

Hydro One has the Hydro One Defined Benefit Pension Plan in place for the majority of its employees. Contributions to the pension plan are established by actuarial valuations which are required to be filed with the Financial Services Commission of Ontario on a triennial basis. The most recently filed valuation was prepared as at December 31, 2016, and was filed in May 2017, covering a three-year period from 2017 to 2019. Hydro One's contributions to its pension plan satisfy, and are expected to satisfy, minimum funding requirements. Contributions beyond 2019 will depend on the funded position of the plan, which is determined by investment returns, interest rates and changes in benefits and actuarial assumptions at that time. A determination by the OEB that some of the Company's pension expenditures are not recoverable through rates could have a material adverse effect on the Company, and this risk may be exacerbated if the amount of required pension contributions increases.

In 2017, the OEB released a report establishing the use of the accrual accounting method as the default method on which to set rates for pension and OPEB amounts in cost-based applications, unless that method does not result in just and reasonable rates. Hydro One currently reports and recovers its pension expense on a cash basis, and maintains the accrual method with respect to OPEBs. Transitioning from the cash basis to an accrual method for pension may have material negative rate impacts for customers or material negative impacts on the company should recovery of costs be disallowed by the OEB. See "– Other Post-Employment and Post-Retirement Benefits Risks".

### Risk of Recoverability of Total Compensation Costs

The Company manages all of its total compensation costs, including pension and other post-employment and post-retirement benefits, subject to restrictions and requirements imposed by the collective bargaining process. Any element of total compensation costs which is disallowed in whole or part by the OEB and not recoverable from customers in rates could result in costs which could be material and could decrease net income, which could have a material adverse effect on the Company.

### Other Post-Employment and Post-Retirement Benefits Risks

The Company provides other post-employment and post-retirement benefits, including workers compensation benefits and long-term disability benefits to qualifying employees. In 2017, the OEB released a report establishing the use of the accrual accounting method as the default

method on which to set rates for pension and OPEB amounts in cost-based applications, unless that method does not result in just and reasonable rates. Hydro One currently maintains the accrual accounting method with respect to OPEBs. If the OEB directed Hydro One to transition to a different accounting method for OPEBs, this could result in income volatility, due to an inability of the company to book the difference between the accrual and cash as a regulatory asset. A determination that some of the Company's post-employment and post-retirement benefit costs are not recoverable could have a material adverse effect on the Company.

#### **Risk Associated with Outsourcing Arrangements**

Hydro One has entered into an outsourcing arrangement with a third party for the provision of back office and IT services and call centre services. If the outsourcing arrangement or statements of work thereunder are terminated for any reason or expire before a new supplier is selected and fully transitioned, the Company could be required to transfer to another service provider or insource, which could have a material adverse effect on the Company's business, operating results, financial condition or prospects.

#### **Risk from Provincial Ownership of Transmission Corridors**

The Province owns some of the corridor lands underlying the Company's transmission system. Although the Company has the statutory right to use these transmission corridors, the Company may be limited in its options to expand or operate its systems. Also, other uses of the transmission corridors by third parties in conjunction with the operation of the Company's systems may increase safety or environmental risks, which could have a material adverse effect on the Company.

#### **Litigation Risks**

In the normal course of the Company's operations, it becomes involved in, is named as a party to and is the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions, relating to actual or alleged violations of law, common law damages claims, personal injuries, property damage, property taxes, land rights, the environment and contract disputes. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the Company, which could have a material adverse effect on the Company. Even if the Company prevails in any such legal proceeding, the proceedings could be costly and time-consuming and would divert the attention of management and key personnel from the Company's business operations, which could adversely affect the Company. See also "Other Developments – Litigation – Class Action Lawsuit" and "– Risk Factors Relating to the Merger – Legal proceedings in connection with the Merger, the outcomes of which are uncertain, could have an adverse impact on Hydro One, including by delaying or preventing the completion of the Merger".

#### **Transmission Assets on Third-Party Lands Risk**

Some of the lands on which the Company's transmission assets are located are owned by third parties, including the Province and federal Crown, and are or may become subject to land claims by First Nations. The Company requires valid occupation rights to occupy such lands (which may take the form of land use permits, easements or otherwise). If the Company does not have valid occupational rights on third-party owned lands or has occupational rights that are subject to expiry, it may incur material costs to obtain or renew such occupational rights, or if such occupational rights

cannot be renewed or obtained it may incur material costs to remove and relocate its assets and restore the subject land. If the Company does not have valid occupational rights and must incur costs as a result, this could have a material adverse effect on the Company or otherwise materially adversely impact the Company's operations.

#### **Reputational, Public Opinion and Political Risk**

Reputation risk is the risk of a negative impact to Hydro One's business, operations or financial condition that could result from a deterioration of Hydro One's reputation. Hydro One's reputation could be negatively impacted by changes in public opinion (including as a result of the Merger), attitudes towards the Company's privatization, failure to deliver on its customer promises and other external forces. Adverse reputational events or political actions could have negative impacts on Hydro One's business and prospects including, but not limited to, delays or denials of requisite approvals, such as denial of requested rates, and accommodations for Hydro One's planned projects, escalated costs, legal or regulatory action, and damage to stakeholder relationships.

#### **Risks Associated with Acquisitions**

While the Company has experience in operating in the Ontario electricity market, as it pursues acquisitions outside of Ontario it will need to develop additional expertise in these new markets. Such acquisitions include inherent risks that some or all of the expected benefits may fail to materialize, or may not occur within the time periods anticipated, and Hydro One may incur material unexpected costs. Realization of the anticipated benefits will depend, in part, on the Company's ability to successfully integrate the acquired business, including the requirement to devote management attention and resources to integrating business practices and support functions. The failure to realize the anticipated benefits, the diversion of management's attention, or any delays or difficulties encountered in connection with the integration could have an adverse effect on the Company's business, results of operations, financial condition or cash flows. See "Risk Factors Relating to the Merger" for the specific risks in respect of the Company's proposed acquisition of Avista Corporation.

#### **Risk Factors Relating to the Merger**

##### *Hydro One May Fail to Complete the Merger*

The closing of the Merger is subject to the normal commercial risks that the Merger will not close on the terms negotiated or at all. The completion of the Merger is subject to receipt of certain regulatory and governmental approvals, including the expiration or termination of any applicable waiting period under the *Hart-Scott-Rodino Antitrust Improvements Act of 1976*, clearance of the Merger by the Committee on Foreign Investment in the United States, the approval by each of the Idaho Public Utilities Commission, the Public Service Commission of the State of Montana, the Public Utility Commission of Oregon, the Regulatory Commission of Alaska, the Washington Utilities and Transportation Commission, the United States Federal Energy Regulatory Commission and the United States Federal Communications Commission and the satisfaction or waiver of certain closing conditions contained in the Merger Agreement. The failure to obtain the required approvals or satisfy or waive the conditions contained in the Merger Agreement may result in the termination of the Merger Agreement. There is no assurance that such closing conditions will be satisfied or waived. Accordingly, there can be no assurance that Hydro



One will complete the Merger in the timeframe or on the basis described herein, if at all. The termination of the Merger Agreement may have a negative effect on the price of the Instalment Receipts, the Debentures and the Hydro One common shares and will result in the redemption of the Debentures. If the closing of the Merger does not take place as contemplated, the Company could suffer adverse consequences, including the loss of investor confidence, and may incur significant costs or losses, including an obligation to pay or cause to be paid to Avista Corporation a termination fee of US\$103 million.

#### *Length of Time Required to Complete the Merger is Unknown*

As described above under "Hydro One may fail to complete the Merger", the closing of the Merger is subject to the receipt of certain regulatory approvals and the satisfaction of other closing conditions contained in the Merger Agreement. There is no certainty, nor can Hydro One provide any assurance, as to when these conditions will be satisfied, if at all. A substantial delay in obtaining regulatory approvals or the imposition of unfavourable terms and/or conditions in such approvals could have a material adverse effect on Hydro One's ability to complete the Merger and on Hydro One's or Avista Corporation's business, financial condition or results of operations. In addition, in the event that such regulatory agencies imposed unfavourable terms and/or conditions on Hydro One or Avista Corporation (including the requirement to sell or divest of certain assets or limitations on the future conduct of the combined entities), Hydro One could still be required to complete the transaction on the terms set forth in the Merger Agreement.

Hydro One intends to complete the Merger as soon as practicable after obtaining the required regulatory approvals and satisfying the other required closing conditions.

#### *Foreign Exchange Risk*

The cash consideration for the Merger is required to be paid in US dollars, while funds raised in the Debenture Offering, which will constitute a portion of the funds ultimately used to finance the Merger, are denominated in Canadian dollars. As a result, increases in the value of the US dollar versus the Canadian dollar prior to payment of the final instalment will increase the purchase price translated in Canadian dollars and thereby reduce the proportion of the purchase price for the Merger ultimately obtained by Hydro One under the Debenture Offering, which could cause a failure to realize the anticipated benefits of the Merger. This risk has been partially mitigated through entering into a foreign exchange forward agreement to convert \$1.4 billion Canadian to US dollars which is contingent upon the closing of the Merger.

In addition, the operations of Avista Corporation are conducted in US dollars. Following the Merger, the consolidated net earnings and cash flows of Hydro One will be impacted to a much greater extent by movements in the US dollar relative to the Canadian dollar. In particular, decreases in the value of the US dollar versus the Canadian dollar following the Merger could negatively impact the Company's net earnings as reported in Canadian dollars, which could cause a failure to realize the anticipated benefits of the Merger.

#### *Additional Demands Will be Placed on Hydro One as a Result of the Merger*

As a result of the pursuit and completion of the Merger, additional demands will be placed on the Company's managerial, operational and financial personnel and systems. No assurance can be given that the Company's systems, procedures and controls will be adequate to support the expansion of the Company's operations resulting from the Merger. The Company's future operating results will be affected by the ability of its officers and key employees to manage changing business conditions and to maintain its operational and financial controls and reporting systems.

#### *Sources of Funding that Would be Used to Fund the Merger May not be Available*

Hydro One intends to finance the cash purchase price of the Merger and the Merger-related expenses at the closing of the Merger with a combination of some or all of the following: (i) net proceeds of the first instalment (to the extent available) and final instalment under the Debenture Offering; (ii) net proceeds of any subsequent bond or other debt offerings; (iii) amounts drawn under Hydro One's \$250 million credit facility; and (iv) existing cash on hand and other sources available to the Company. There is no guarantee that adequate sources of funding will be available to Hydro One or its affiliates at the desired time or at all, or on cost-efficient terms. The inability to obtain adequate sources of funding to fund the Merger may result in Hydro One being unable to complete the Merger or may negatively impact Hydro One, including its ability to finance the Merger. In addition, any movement in interest rates or changes in tax rates that could affect the underlying after-tax cost of any financing may affect the expected accretion of the Merger.

#### *Hydro One Expects to Incur Significant Merger-Related Expenses*

Hydro One expects to incur a number of costs associated with completing the Merger. The substantial majority of these costs will be non-recurring expenses resulting from the Merger and will consist of transaction costs related to the Merger, including costs relating to the financing of the Merger and obtaining regulatory approvals. Additional unanticipated costs may be incurred.

#### *Legal proceedings in connection with the Merger, the outcomes of which are uncertain, could have an adverse impact on Hydro One, including by delaying or preventing the completion of the Merger*

One of the four putative class action lawsuits commenced since the announcement of the Merger is still in existence, namely a putative class action lawsuit that has been filed in Washington state court which names Hydro One, Olympus Holding Corp. and Olympus Corp. as defendants and alleges that they aided and abetted Avista Corporation's directors' breach of their fiduciary duties in connection with the Merger. The court issued an order staying the litigation until after the plaintiffs file an amended complaint, which must be no later than 30 days after Avista Corporation or Hydro One publicly announces that the Merger has closed. The plaintiffs in the lawsuit are seeking to enjoin the Merger and may pursue other remedies, including monetary damages and attorneys' fees. The lawsuit and other potential legal proceedings could have an adverse impact on Hydro One, including by delaying or preventing the Merger from becoming effective. See also "Other Developments – Litigation – Litigation Relating to the Merger".

### **Risk Factors Relating to the Post-Merger Business and Operations of Hydro One and Avista Corporation**

#### *Hydro One will Substantially Increase its Amount of Indebtedness Following the Merger*

After giving effect to the Merger, Hydro One will have a significant amount of debt, including approximately US\$1.9 billion of debt of Avista Corporation assumed by Hydro One as a result of the Merger. As of March 31, 2017, on a pro forma basis after giving effect to the Merger, but assuming conversion of all Debentures to Hydro One common shares (*pro formas* assumed no exercise of the Over-Allotment Option), Hydro One would have had approximately \$17,098 million of total indebtedness outstanding. Hydro One's substantially increased amount of indebtedness following the Merger may adversely affect Hydro One's cash flow and ability to operate its business.

#### *The Offering Could Result in a Downgrade of Hydro One's Credit Ratings*

The change in the capital structure of Hydro One as a result of the Merger and the Debenture Offering or otherwise could cause credit rating agencies which rate the outstanding debt obligations of Hydro One and Hydro One Inc. to re-evaluate and potentially downgrade their current credit ratings, which could increase the Company's borrowing costs.

### **Risks Relating to the Company's Relationship with the Province**

#### **Ownership and Continued Influence by the Province and Voting Power; Share Ownership Restrictions**

The Province currently owns approximately 47.4% of the outstanding common shares of Hydro One. The Electricity Act restricts the Province from selling voting securities of Hydro One (including common shares) of any class or series if it would own less than 40% of the outstanding number of voting securities of that class or series after the sale and in certain circumstances also requires the Province to take steps to maintain that level of ownership. Accordingly, the Province is expected to continue to maintain a significant ownership interest in voting securities of Hydro One for an indefinite period.

As a result of its significant ownership of the common shares of Hydro One, the Province has, and is expected indefinitely to have, the ability to determine or significantly influence the outcome of shareholder votes, subject to the restrictions in the governance agreement entered into between Hydro One and the Province dated November 5, 2015 (Governance Agreement; available on SEDAR at [www.sedar.com](http://www.sedar.com)). Despite the terms of the Governance Agreement in which the Province has agreed to engage in the business and affairs of the Company as an investor and not as a manager, there is a risk that the Province's engagement in the business and affairs of the Company as an investor will be informed by its policy objectives and may influence the conduct of the business and affairs of the Company in ways that may not be aligned with the interests of other shareholders.

The share ownership restrictions in the *Electricity Act* (Share Ownership Restrictions) and the Province's significant ownership of common shares of Hydro One together effectively prohibit one or more persons acting together from acquiring control of Hydro One. They also may limit or discourage transactions involving other fundamental changes to Hydro One and the ability of other shareholders to successfully contest the election of the directors proposed for election pursuant to the Governance Agreement. The Share Ownership Restrictions may also discourage trading in, and may limit the market for, the common shares and other voting securities.

#### **Nomination of Directors and Confirmation of Chief Executive Officer and Chair**

Although director nominees (other than the Chief Executive Officer) are required to be independent of both the Company and the Province pursuant to the Governance Agreement, there is a risk that the Province will nominate or confirm individuals who satisfy the independence requirements but who it considers are disposed to support and advance its policy objectives and give disproportionate weight to the Province's interests in exercising their business judgment and balancing the interests of the stakeholders of Hydro One. This, combined with the fact certain matters require a two-thirds vote of the Board of Directors, could allow the Province to unduly influence certain Board actions such as confirmation of the Chair and confirmation of the Chief Executive Officer.

#### **Board Removal Rights**

Under the Governance Agreement, the Province has the right to withhold from voting in favour of all director nominees and has the right to seek to remove and replace the entire Board of Directors, including in each case its own director nominees but excluding the Chief Executive Officer and, at the Province's discretion, the Chair. In exercising these rights in any particular circumstance, the Province is entitled to vote in its sole interest, which may not be aligned with the interests of other shareholders.

#### **More Extensive Regulation**

Although under the Governance Agreement, the Province has agreed to engage in the business and affairs of Hydro One as an investor and not as a manager and has stated that its intention is to achieve its policy objectives through legislation and regulation as it would with respect to any other utility operating in Ontario, there is a risk that the Province will exercise its legislative and regulatory power to achieve policy objectives in a manner that has a material adverse effect on the Company.

#### **Prohibitions on Selling the Company's Transmission or Distribution Business**

The *Electricity Act* prohibits the Company from selling all or substantially all of the business, property or assets related to its transmission system or distribution system that is regulated by the OEB. There is a risk that these prohibitions may limit the ability of the Company to engage in sale transactions involving a substantial portion of either system, even where such a transaction may otherwise be considered to provide substantial benefits to the Company and the holders of the common shares.



### Future Sales of Common Shares by the Province

Although the Province has indicated that it does not intend to sell further common shares of Hydro One, the registration rights agreement between Hydro One and the Province dated November 5, 2015 (available on SEDAR at [www.sedar.com](http://www.sedar.com)) grants the Province the right to request that Hydro One file one or more prospectuses and take other procedural steps to facilitate secondary offerings by the Province of the common shares of Hydro One. Future sales of common shares of Hydro One by the Province, or the perception that such sales could occur, may materially adversely affect market prices for these common shares and impede Hydro One's ability to raise capital through the issuance of additional common shares, including the number of common shares that Hydro One may be able to sell at a particular time or the total proceeds that may be realized.

### Limitations on Enforcing the Governance Agreement

The Governance Agreement includes commitments by the Province restricting the exercise of its rights as a holder of voting securities, including with respect to the maximum number of directors that the Province may nominate and on how the Province will vote with respect to other director nominees. Hydro One's ability to obtain an effective remedy against the Province, if the Province were not to comply with these commitments, is limited as a result of the *Proceedings Against the Crown Act* (Ontario). This legislation provides that the remedies of injunction and specific performance are not available against the Province, although a court may make an order declaratory of the rights of the parties, which may influence the Province's actions. A remedy of damages would be available to Hydro One, but damages may not be an effective remedy, depending on the nature of the Province's non-compliance with the Governance Agreement.

## Critical Accounting Estimates and Judgments

The preparation of Hydro One Consolidated Financial Statements requires the Company to make key estimates and critical judgments that affect the reported amounts of assets, liabilities, revenues and costs, and related disclosures of contingencies. Hydro One bases its estimates and judgments on historical experience, current conditions and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities, as well as identifying and assessing the Company's accounting treatment with respect to commitments and contingencies. Actual results may differ from these estimates and judgments. Hydro One has identified the following critical accounting estimates used in the preparation of its Consolidated Financial Statements:

### Revenues

Distribution revenues attributable to the delivery of electricity are based on OEB-approved distribution rates and are recognized on an accrual basis and include billed and unbilled revenues. Billed revenues are based on electricity delivered as measured from customer meters. At the end of each month, electricity delivered to customers since the date of the last billed meter reading is estimated, and the corresponding unbilled revenue is recorded. The unbilled revenue estimate is affected by energy consumption, weather, and changes in the composition of customer classes.

### Regulatory Assets and Liabilities

Hydro One's regulatory assets represent certain amounts receivable from future electricity customers and costs that have been deferred for accounting purposes because it is probable that they will be recovered in future rates. The regulatory assets mainly include costs related to the pension benefit liability, deferred income tax liabilities, post-retirement and post-employment benefit liability, share-based compensation costs, and environmental liabilities. The Company's regulatory liabilities represent certain amounts that are refundable to future electricity customers, and pertain primarily to OEB deferral and variance accounts. The regulatory assets and liabilities can be recognized for rate-setting and financial reporting purposes only if the amounts have been approved for inclusion in the electricity rates by the OEB, or if such approval is judged to be probable by management. If management judges that it is no longer probable that the OEB will allow the inclusion of a regulatory asset or liability in future electricity rates, the applicable carrying amount of the regulatory asset or liability will be reflected in results of operations in the period that the judgment is made by management.

### Environmental Liabilities

Hydro One records a liability for the estimated future expenditures associated with the removal and destruction of PCB-contaminated insulating oils and related electrical equipment, and for the assessment and remediation of chemically contaminated lands. There are uncertainties in estimating future environmental costs due to potential external events such as changes in legislation or regulations and advances in remediation technologies. In determining the amounts to be recorded as environmental liabilities, the Company estimates the current cost of completing required work and makes assumptions as to when the future expenditures will actually be incurred, in order to generate future cash flow information. All factors used in estimating the Company's environmental liabilities represent management's best estimates of the present value of costs required to meet existing legislation or regulations. However, it is reasonably possible that numbers or volumes of contaminated assets, cost estimates to perform work, inflation assumptions and the assumed pattern of annual cash flows may differ significantly from the Company's current assumptions. Environmental liabilities are reviewed annually or more frequently if significant changes in regulations or other relevant factors occur. Estimate changes are accounted for prospectively.

### Employee Future Benefits

Hydro One's employee future benefits consist of pension and post-retirement and post-employment plans, and include pension, group life insurance, health care, and long-term disability benefits provided to the Company's current and retired employees. Employee future benefits costs are included in Hydro One's labour costs that are either charged to results of operations or capitalized as part of the cost of property, plant and equipment and intangible assets. Changes in assumptions affect the benefit obligation of the employee future benefits and the amounts that will be charged to results of operations or capitalized in future years. The following significant assumptions and estimates are used to determine employee future benefit costs and obligations:

### Weighted Average Discount Rate

The weighted average discount rate used to calculate the employee future benefits obligation is determined at each year end by referring to the most recently available market interest rates based on "AA"-rated corporate bond yields reflecting the duration of the applicable employee future benefit plan. The discount rate at December 31, 2017 decreased to 3.40% (from 3.90% at December 31, 2016) for pension benefits and decreased to 3.40% (from 3.90% at December 31, 2016) for the post-retirement and post-employment plans. The decrease in the discount rate has resulted in a corresponding increase in employee future benefits liabilities for the pension, post-retirement and post-employment plans for accounting purposes. The liabilities are determined by independent actuaries using the projected benefit method prorated on service and based on assumptions that reflect management's best estimates.

### Expected Rate of Return on Plan Assets

The expected rate of return on pension plan assets is based on expectations of long-term rates of return at the beginning of the year and reflects a pension asset mix consistent with the pension plan's current investment policy.

Rates of return on the respective portfolios are determined with reference to respective published market indices. The expected rate of return on pension plan assets reflects the Company's long-term expectations. The Company believes that this assumption is reasonable because, with the pension plan's balanced investment approach, the higher volatility of equity investment returns is intended to be offset by the greater stability of fixed-income and short-term investment returns. The net result, on a long-term basis, is a lower return than might be expected by investing in equities alone. In the short term, the pension plan can experience fluctuations in actual rates of return.

### Rate of Cost of Living Increase

The rate of cost of living increase is determined by considering differences between long-term Government of Canada nominal bonds and real return bonds, which decreased from 1.80% per annum as at December 31, 2016 to approximately 1.60% per annum as at December 31, 2017. Given the Bank of Canada's commitment to keep long-term inflation between 1.00% and 3.00%, management believes that the current rate is reasonable to use as a long-term assumption and as such, has used a 2.0% per annum inflation rate for employee future benefits liability valuation purposes as at December 31, 2017.

### Salary Increase Assumptions

Salary increases should reflect general wage increases plus an allowance for merit and promotional increases for current members of the plan, and should be consistent with the assumptions for consumer price inflation and real wage growth in the economy. The merit and promotion scale was developed based on the salary increase assumption review performed in 2017. The review considers actual salary experience from 2002 to 2016 using valuation data for all active members as at December 31, 2016, based on age and service and Hydro One's expectation of future salary increases. Additionally, the salary scale reflect negotiated salary rate increases over the contract period.

### Mortality Assumptions

The Company's employee future benefits liability is also impacted by changes in life expectancies used in mortality assumptions. Increases in life expectancies of plan members result in increases in the employee future benefits liability. The mortality assumption used at December 31, 2017 is 95% of 2014 Canadian Pensioners Mortality Private Sector table projected generationally using improvement Scale B.

### Rate of Increase in Health Care Cost Trends

The costs of post-retirement and post-employment benefits are determined at the beginning of the year and are based on assumptions for expected claims experience and future health care cost inflation. For the post-retirement benefit plans, a trend study of historical Hydro One experience was conducted in 2017, which resulted in a change in the prescription drug, dental and hospital trends to be used for 2017 year-end reporting purposes. A 1% increase in the health care cost trends would result in a \$29 million increase in 2017 interest cost plus service cost, and a \$250 million increase in the benefit liability at December 31, 2017.

### Valuation of Deferred Tax Assets

Hydro One assesses the likelihood of realizing deferred tax assets by reviewing all readily available current and historical information, including a forecast of future taxable income. To the extent management considers it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is recognized.

### Asset Impairment

Within Hydro One's regulated businesses, the carrying costs of most of the long-lived assets are included in the rate base where they earn an OEB-approved rate of return. Asset carrying values and the related return are recovered through OEB-approved rates. As a result, such assets are only tested for impairment in the event that the OEB disallows recovery, in whole or in part, or if such a disallowance is judged to be probable. The Company regularly monitors the assets of its unregulated Hydro One Telecom subsidiary for indications of impairment. As at December 31, 2017, no asset impairment had been recorded for assets within Hydro One's regulated or unregulated businesses.

Goodwill is evaluated for impairment on an annual basis, or more frequently if circumstances require. Hydro One has concluded that goodwill was not impaired at December 31, 2017. Goodwill represents the cost of acquired distribution and transmission companies that is in excess of the fair value of the net identifiable assets acquired at the acquisition date.

## Disclosure Controls and Procedures and Internal Control Over Financial Reporting

Disclosure controls and procedures are part of a broad internal control framework integral to ensuring that the Company fairly presents in all material respects the financial condition, results of operations and cash flows of the Company for the periods presented in this MD&A and the Company's Annual Report. Disclosure controls and procedures include processes designed to ensure that information is recorded, processed, summarized and reported on a timely basis to the Company's management, including its Chief Executive and Chief Financial Officers, as appropriate, to make timely decisions regarding required disclosure. At the direction

of the Company's Chief Executive Officer and the Senior Vice President, Finance, acting in the capacity of Chief Financial Officer, management evaluated disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, management concluded that the Company's disclosure controls and procedures were effective at a reasonable level of assurance as at December 31, 2017.

Internal control over financial reporting is a subset of the internal control framework designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with US GAAP. The Company's internal control over financial reporting framework includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with US GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements.

The Company's management, at the direction of the Chief Executive Officer and with the participation of the Senior Vice President, Finance, acting in the capacity of Chief Financial Officer, evaluated the effectiveness of the design and operation of internal control over financial reporting based on the framework and criteria established in the Internal Control – Integrated

Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, management concluded that the Company's internal control over financial reporting was effective at a reasonable level of assurance as at December 31, 2017.

Together, disclosure controls and procedures and internal control over financial reporting provide internal control over reporting and disclosure. Internal control, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and due to its inherent limitations, may not prevent or detect all misrepresentations. Furthermore, the effectiveness of internal control is affected by change and subject to the risk that internal control effectiveness may change over time.

The role of Chief Financial Officer was vacated effective May 19, 2017. Responsibilities of the Chief Financial Officer have been temporarily assigned to other senior executives with full oversight provided by the Chief Executive Officer. This model is expected to remain in place until Paul Dobson assumes the role of the new Chief Financial Officer on March 1, 2018. There were no significant changes in the design of the Company's internal control over financial reporting during the three months ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, the operation of the Company's internal control over financial reporting.

Management will continue to monitor its systems of internal control over reporting and disclosure and may make modifications from time to time as considered necessary.

## New Accounting Pronouncements

The following tables present Accounting Standards Updates (ASUs) issued by the Financial Accounting Standards Board that are applicable to Hydro One:

### Recently Adopted Accounting Guidance

ASU	Date issued	Description	Effective date	Anticipated impact on Hydro One
2016-06	March 2016	Contingent call (put) options that are assessed to accelerate the payment of principal on debt instruments need to meet the criteria of being "clearly and closely related" to their debt hosts.	January 1, 2017	No impact upon adoption

### Recently Issued Accounting Guidance Not Yet Adopted

ASU	Date issued	Description	Effective date	Anticipated impact on Hydro One
2014-09 2015-14 2016-08 2016-10 2016-12 2016-20 2017-05 2017-10 2017-13	May 2014 – November 2017	ASU 2014-09 was issued in May 2014 and provides guidance on revenue recognition relating to the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. ASU 2015-14 deferred the effective date of ASU 2014-09 by one year. Additional ASUs were issued in 2016 and 2017 that simplify transition and provide clarity on certain aspects of the new standard.	January 1, 2018	Hydro One has completed the review of all its revenue streams and has concluded that there will be no material impact upon adoption.

ASU	Date issued	Description	Effective date	Anticipated impact on Hydro One
2016-02 2018-01	February 2016 – January 2018	Lessees are required to recognize the rights and obligations resulting from operating leases as assets (right to use the underlying asset for the term of the lease) and liabilities (obligation to make future lease payments) on the balance sheet. ASU 2018-01 permits an entity to elect an optional practical expedient to not evaluate under Topic 842 land easements that exist or expired before the entity's adoption of Topic 842 and that were not previously accounted for as leases under Topic 840.	January 1, 2019	An initial assessment is currently underway encompassing a review of existing leases, which will be followed by a review of relevant contracts. No quantitative determination has been made at this time. The Company is on track for implementation of this standard by the effective date.
2016-15	August 2016	The amendments provide guidance for eight specific cash flow issues with the objective of reducing the existing diversity in practice.	January 1, 2018	No material impact
2017-01	January 2017	The amendment clarifies the definition of a business and provides additional guidance on evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses.	January 1, 2018	No material impact
2017-04	January 2017	The amendment removes the second step of the current two-step goodwill impairment test to simplify the process of testing goodwill.	January 1, 2020	Under assessment
2017-07	March 2017	Service cost components of net benefit cost associated with defined benefit plans are required to be reported in the same line as other compensation costs arising from services rendered by the Company's employees. All other components of net benefit cost are to be presented in the income statement separately from the service cost component. Only the service cost component is eligible for capitalization where applicable.	January 1, 2018	Hydro One has applied for a regulatory deferral account to maintain the capitalization of OPEB related costs. As such, there will be no material impact.
2017-09	May 2017	Changes to the terms or conditions of a share-based payment award will require an entity to apply modified accounting unless the modified award meets all conditions stipulated in this ASU.	January 1, 2018	No impact
2017-11	July 2017	When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity's own stock.	January 1, 2019	Under assessment
2017-12	August 2017	Amendments will better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results.	January 1, 2019	Under assessment

## Summary of Fourth Quarter Results of Operations

Three months ended December 31

(millions of dollars, except EPS)

	2017	2016	Change
<b>Revenues</b>			
Distribution	1,049	1,228	(14.6%)
Transmission	379	373	1.6%
Other	11	13	(15.4%)
	1,439	1,614	(10.8%)
<b>Costs</b>			
Purchased power	662	858	(22.8%)
OM&A			
Distribution	146	163	(10.4%)
Transmission	79	98	(19.4%)
Other	19	26	(26.9%)
	244	287	(15.0%)
Depreciation and amortization	214	204	4.9%
	1,120	1,349	(17.0%)
<b>Income before financing charges and income taxes</b>	<b>319</b>	<b>265</b>	<b>20.4%</b>
Financing charges	119	101	17.8%
<b>Income before income taxes</b>	<b>200</b>	<b>164</b>	<b>22.0%</b>
Income taxes	38	29	31.0%
<b>Net income</b>	<b>162</b>	<b>135</b>	<b>20.0%</b>
<b>Net income attributable to common shareholders of Hydro One</b>	<b>155</b>	<b>128</b>	<b>21.1%</b>
Basic EPS	\$ 0.26	\$ 0.22	18.2%
Diluted EPS	\$ 0.26	\$ 0.21	23.8%
Basic Adjusted EPS	\$ 0.29	\$ 0.22	31.8%
Diluted Adjusted EPS	\$ 0.28	\$ 0.21	33.3%
<b>Capital Investments</b>			
Distribution	161	201	(19.9%)
Transmission	267	274	(2.6%)
Other	3	2	50.0%
	431	477	(9.6%)
<b>Assets Placed In-Service</b>			
Distribution	207	211	(1.9%)
Transmission	522	488	7.0%
Other	4	0	100.0%
	733	699	4.9%

### Net Income

Net income attributable to common shareholders for the quarter ended December 31, 2017 of \$155 million is an increase of \$27 million or 21.1% from the prior year. Significant influences on net income included:

- increase in distribution revenues due to higher energy consumption;
- higher transmission revenues driven by OEB's decision on the 2017–2018 transmission rates filing;
- transmission and distribution revenues were also impacted by a reduction in the 2017 allowed regulated return on equity (ROE) from 9.19% to 8.78%;
- lower OM&A costs primarily resulting from a reduction of provision for payments in lieu of property taxes following a favourable reassessment of the regulations, insurance proceeds received on failed equipment at two transformer stations, a tax recovery of previous year's expenses, lower support services costs, and reduced vegetation management costs;
- higher depreciation expense due to an increase in rate base; and
- increased financing charges primarily due to the issuance of Convertible Debentures in August 2017.



### EPS and Adjusted EPS

EPS was \$0.26 in the three months ended December 31, 2017, compared to \$0.22 in the prior year. The increase in EPS was driven by higher net income for the fourth quarter of 2017, as discussed above. Adjusted EPS, which adjusts for costs related to Avista Corporation acquisition, was \$0.29 in the three months ended December 31, 2017, compared to \$0.22 in the prior year. The increase in Adjusted EPS was also driven by higher net income for the fourth quarter of 2017, net of aforementioned impact related to Avista Corporation acquisition.

### Revenues

The quarterly increase of \$6 million or 1.6% in transmission revenues was primarily due to higher revenues driven by the OEB's decision on the 2017-2018 transmission rates filing, partially offset by lower OEB-approved transmission rates.

The quarterly increase of \$17 million or 4.6% in distribution revenues, net of purchased power, was primarily due to higher energy consumption mainly resulting from colder weather in the fourth quarter of 2017; and higher external revenues related to CDM incentive bonus; partially offset by reduction in 2017 allowed ROE for the distribution business.

### OM&A Costs

The quarterly decrease of \$19 million or 19.4% in transmission OM&A costs was primarily due to a reduction of provision for payments in lieu of property taxes following a favourable reassessment of the regulations; lower support services costs; and insurance proceeds received due to equipment failures at the Fairchild and Campbell transmission stations.

The quarterly decrease of \$17 million or 10.4% in distribution OM&A costs was primarily due to lower expenditures for vegetation management programs due to strategic changes to the forestry program scope that resulted in cost efficiency and improved management of the Company's rights of ways; lower bad debt expense attributable to lower write-offs and improved accounts receivable aging; and a tax recovery of previous year's expenses.

A further decrease of \$7 million in other OM&A is primarily due to lower corporate organizational costs in the other segment.

### Depreciation and Amortization

The increase of \$10 million or 4.9% in depreciation and amortization costs for the fourth quarter of 2017 was mainly due to the growth in capital assets as the Company continues to place new assets in-service, consistent with its ongoing capital investment program.

### Financing Charges

The quarterly increase of \$18 million or 17.8% in financing charges was primarily due to an increase in interest expense related to the Convertible Debentures issued in August 2017; partially offset by a decrease in interest expense on long-term debt resulting from a decrease in weighted average long-term debt outstanding during the quarter, together with a decrease in the weighted average interest rate.

### Income Taxes

Income tax expense for the fourth quarter of 2017 increased by \$9 million compared to 2016, and the Company realized an effective tax rate of approximately 19.0% in the fourth quarter of 2017, compared to approximately 17.7% realized in 2016. The increase in the tax expense is primarily due to higher income before taxes in the fourth quarter of 2017.

### Capital Investments

The decrease in transmission capital investments during the fourth quarter was primarily due to the following:

- lower volume and timing of spare transformer equipment purchases;
- timing and substantial completion of major development projects, including Guelph Area Transmission Refurbishment, Midtown Transmission Reinforcement, and Holland and Hawthorne transmission stations; and
- timing of work related to the Clarington Transmission Station project; partially offset by
- timing on work on station refurbishments and equipment replacement projects; and
- timing of work at Leamington transmission station.

The decrease in distribution capital investments during the fourth quarter was primarily due to the following:

- timing of capital contributions for jointly used facilities and lower volume of line relocation work;
- substantial completion of work on the Bolton Operation Centre in the fourth quarter of 2016;
- lower volume of work within distribution station refurbishment programs;
- timing of information technology projects including e-Billing and website redesign;
- lower volume of line refurbishments and replacements work; and
- lower volume of fleet and work equipment purchases; partially offset by
- high volume of work on new connections and upgrades due to increased demand.

### Assets Placed In-Service

The increase in transmission assets placed in-service during the fourth quarter was primarily due to the following:

- substantial investments of major development projects at Leamington and Holland transmission stations were placed in-service in the fourth quarter of 2017;
- higher volume of investments for overhead lines and component refurbishments and replacement programs;
- timing of assets placed in-service for sustainment investment projects including the transformer asset replacement project at Overbrook transmission station and the breaker replacement project at Richview transmission station; partially offset by



- a large number of cumulative sustainment investments that were placed in-service in the fourth quarter of 2016 at the Bruce A and Burlington transmission stations;
- timing of investments that were placed in-service for the Advanced Distribution System project; and
- timing of assets that were placed in-service in the fourth quarter of 2016 for certain information technology development projects.

The decrease in distribution assets placed in-service during the fourth quarter was primarily due to the following:

- timing of distribution station refurbishments and spare transformer purchases; and
- lower volume of work on distribution generation connection projects; partially offset by
- higher volume of subdivision connections due to increased demand; and
- substantial investments that were placed in-service in the fourth quarter of 2017 for the Leamington transmission station feeder development project.

## Forward-Looking Statements and Information

The Company's oral and written public communications, including this document, often contain forward-looking statements that are based on current expectations, estimates, forecasts and projections about the Company's business and the industry, regulatory and economic environments in which it operates, and include beliefs and assumptions made by the management of the Company. Such statements include, but are not limited to, statements regarding: the Company's transmission and distribution rate applications, including resulting decisions, rates and expected impacts and timing; the Company's liquidity and capital resources and operational requirements; the standby credit facilities; expectations regarding the Company's financing activities; the Company's maturing debt; ongoing and planned projects and initiatives, including expected results and completion dates; expected future capital investments, including expected timing and investment plans; contractual obligations and other commercial commitments; the OEB; the Motion; and the Appeal; the Anwaatin Motion; the East-West Tie Line Project and related regulatory application; collective agreements; Inergi outsourcing and customer service operations arrangements; the pension plan, future pension contributions, valuations and expected impacts; impacts of OEB treatment of pension and OPEBs costs; dividends; credit ratings; Hydro One's strategy and goals; effect of interest rates; non-GAAP measures; critical accounting estimates, including environmental liabilities, regulatory assets and liabilities, and employee future benefits; occupational rights; internal control over financial reporting and disclosure; the Fair Hydro Plan and First Nations Rate Assistance Program, including expected outcomes and impacts; recent accounting-related guidance; the Universal Base Shelf Prospectus; the Convertible Debentures; the Province's waiver of its pre-emptive right under the Governance Agreement to participate in the Debenture Offering; the Company's acquisitions and mergers, including Orillia Power and Avista Corporation; the appointment of Hydro One's new Chief Financial Officer; risk associated with acquisitions; cyber and data security; expectations

related to work force demographics; the Company's financing strategy and foreign currency hedging relating to the acquisition of Avista Corporation; class action litigation, including litigation relating to the Merger; the risk that the Company may fail to complete the Merger; risk related to the length of time required to complete the Merger; foreign exchange risk; risks related to additional demands placed on Hydro One as a result of the Merger; risks related to availability of planned sources of funding to be used to fund the Merger; risks and expectations related to Hydro One incurring significant Merger-related expenses; risks and expectations related to Hydro One substantially increasing its amount of indebtedness following the Merger; the Province's ownership of Hydro One; future sales of shares of Hydro One; and reputational, public opinion and political risk. Words such as "expect", "anticipate", "intend", "attempt", "may", "plan", "will", "believe", "seek", "estimate", "goal", "aim", "target", and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve assumptions and risks and uncertainties that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Hydro One does not intend, and it disclaims any obligation, to update any forward-looking statements, except as required by law.

These forward-looking statements are based on a variety of factors and assumptions including, but not limited to, the following: no unforeseen changes in the legislative and operating framework for Ontario's electricity market; favourable decisions from the OEB and other regulatory bodies concerning outstanding and future rate and other applications; no unexpected delays in obtaining the required approvals; no unforeseen changes in rate orders or rate setting methodologies for the Company's distribution and transmission businesses; continued use of US GAAP; a stable regulatory environment; no unfavourable changes in environmental regulation; and no significant event occurring outside the ordinary course of business. These assumptions are based on information currently available to the Company, including information obtained from third party sources. Actual results may differ materially from those predicted by such forward-looking statements. While Hydro One does not know what impact any of these differences may have, the Company's business, results of operations, financial condition and credit stability may be materially adversely affected. Factors that could cause actual results or outcomes to differ materially from the results expressed or implied by forward-looking statements include, among other things:

- risks associated with the Province's share ownership of Hydro One and other relationships with the Province, including potential conflicts of interest that may arise between Hydro One, the Province and related parties;
- regulatory risks and risks relating to Hydro One's revenues, including risks relating to rate orders, actual performance against forecasts and capital expenditures;
- the risk that the Company may be unable to comply with regulatory and legislative requirements or that the Company may incur additional costs for compliance that are not recoverable through rates;

- the risk of exposure of the Company's facilities to the effects of severe weather conditions, natural disasters or other unexpected occurrences for which the Company is uninsured or for which the Company could be subject to claims for damage;
- public opposition to and delays or denials of the requisite approvals and accommodations for the Company's planned projects;
- the risk that Hydro One may incur significant costs associated with transferring assets located on reserves (as defined in the *Indian Act* (Canada));
- the risks associated with information system security and maintaining a complex information technology system infrastructure;
- the risks related to the Company's work force demographic and its potential inability to attract and retain qualified personnel;
- the risk of labour disputes and inability to negotiate appropriate collective agreements on acceptable terms consistent with the Company's rate decisions;
- risk that the Company is not able to arrange sufficient cost-effective financing to repay maturing debt and to fund capital expenditures;
- risks associated with fluctuations in interest rates and failure to manage exposure to credit risk;
- the risk that the Company may not be able to execute plans for capital projects necessary to maintain the performance of the Company's assets or to carry out projects in a timely manner;
- the risk of non-compliance with environmental regulations or failure to mitigate significant health and safety risks and inability to recover environmental expenditures in rate applications;

- the risk that assumptions that form the basis of the Company's recorded environmental liabilities and related regulatory assets may change;
- the risk of not being able to recover the Company's pension expenditures in future rates and uncertainty regarding the future regulatory treatment of pension, other post-employment benefits and post-retirement benefits costs;
- the potential that Hydro One may incur significant expenses to replace functions currently outsourced if agreements are terminated or expire before a new service provider is selected;
- the risks associated with economic uncertainty and financial market volatility;
- the inability to prepare financial statements using US GAAP; and
- the impact of the ownership by the Province of lands underlying the Company's transmission system.

Hydro One cautions the reader that the above list of factors is not exhaustive. Some of these and other factors are discussed in more detail in the section "Risk Management and Risk Factors" in this MD&A.

In addition, Hydro One cautions the reader that information provided in this MD&A regarding the Company's outlook on certain matters, including potential future investments, is provided in order to give context to the nature of some of the Company's future plans and may not be appropriate for other purposes.

Additional information about Hydro One, including the Company's Annual Information Form, is available on SEDAR at [www.sedar.com](http://www.sedar.com) and the Company's website at [www.HydroOne.com/Investors](http://www.HydroOne.com/Investors).

## MANAGEMENT'S REPORT

The Consolidated Financial Statements, Management's Discussion and Analysis (MD&A) and related financial information have been prepared by the management of Hydro One Limited (Hydro One or the Company). Management is responsible for the integrity, consistency and reliability of all such information presented. The Consolidated Financial Statements have been prepared in accordance with United States Generally Accepted Accounting Principles and applicable securities legislation. The MD&A has been prepared in accordance with National Instrument 51-102.

The preparation of the Consolidated Financial Statements and information in the MD&A involves the use of estimates and assumptions based on management's judgment, particularly when transactions affecting the current accounting period cannot be finalized with certainty until future periods. Estimates and assumptions are based on historical experience, current conditions and various other assumptions believed to be reasonable in the circumstances, with critical analysis of the significant accounting policies followed by the Company as described in Note 2 to the Consolidated Financial Statements. The preparation of the Consolidated Financial Statements and the MD&A includes information regarding the estimated impact of future events and transactions. The MD&A also includes information regarding sources of liquidity and capital resources, operating trends, risks and uncertainties. Actual results in the future may differ materially from the present assessment of this information because future events and circumstances may not occur as expected. The Consolidated Financial Statements and MD&A have been properly prepared within reasonable limits of materiality and in light of information up to February 12, 2018.

Management is responsible for establishing and maintaining adequate disclosure controls and procedures and internal control over financial reporting as described in the annual MD&A. Management evaluated the effectiveness of the design and operation of internal control over financial reporting based on the framework and criteria established in the Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, management concluded that the Company's internal control over financial reporting was effective at a reasonable level of assurance as of December 31, 2017. As required, the results of that evaluation were reported to the Audit Committee of the Hydro One Board of Directors and the external auditors.

The Consolidated Financial Statements have been audited by KPMG LLP, independent external auditors appointed by the shareholders of the Company. The external auditors' responsibility is to express their opinion on whether the Consolidated Financial Statements are fairly presented in accordance with United States Generally Accepted Accounting Principles. The Independent Auditors' Report outlines the scope of their examination and their opinion.

The Hydro One Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control over reporting and disclosure. The Audit Committee of Hydro One met periodically with management, the internal auditors and the external auditors to satisfy itself that each group had properly discharged its respective responsibility and to review the Consolidated Financial Statements before recommending approval by the Board of Directors. The external auditors had direct and full access to the Audit Committee, with and without the presence of management, to discuss their audit findings.

On behalf of Hydro One's management:



**Mayo Schmidt**  
President and Chief Executive Officer



**Christopher Lopez**  
Senior Vice President, Finance  
acting in the capacity of Chief  
Financial Officer

# INDEPENDENT AUDITORS' REPORT

## To the Shareholders of Hydro One Limited

We have audited the accompanying consolidated financial statements of Hydro One Limited, which comprise the consolidated balance sheets as at December 31, 2017 and December 31, 2016, the consolidated statements of operations and comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with United States Generally Accepted Accounting Principles, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Hydro One Limited as at December 31, 2017 and December 31, 2016, and its consolidated results of operations and its consolidated cash flows for the years then ended in accordance with United States Generally Accepted Accounting Principles.



**Chartered Professional Accountants,  
Licensed Public Accountants**

February 12, 2018  
Toronto, Canada

# CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

Year ended December 31

(millions of Canadian dollars, except per share amounts)

	2017	2016
<b>Revenues</b>		
Distribution (includes \$279 related party revenues; 2016 – \$160) (Note 27)	4,366	4,915
Transmission (includes \$1,523 related party revenues; 2016 – \$1,553) (Note 27)	1,578	1,584
Other	46	53
	<b>5,990</b>	<b>6,552</b>
<b>Costs</b>		
Purchased power (includes \$1,594 related party costs; 2016 – \$2,103) (Note 27)	2,875	3,427
Operation, maintenance and administration (Note 27)	1,066	1,069
Depreciation and amortization (Note 5)	817	778
	<b>4,758</b>	<b>5,274</b>
<b>Income before financing charges and income taxes</b>	<b>1,232</b>	<b>1,278</b>
Financing charges (Note 6)	439	393
<b>Income before income taxes</b>	<b>793</b>	<b>885</b>
Income taxes (Note 7)	111	139
<b>Net income</b>	<b>682</b>	<b>746</b>
Other comprehensive income	1	—
<b>Comprehensive income</b>	<b>683</b>	<b>746</b>
<b>Net income attributable to:</b>		
Noncontrolling interest (Note 26)	6	6
Preferred shareholders	18	19
Common shareholders	658	721
	<b>682</b>	<b>746</b>
<b>Comprehensive income attributable to:</b>		
Noncontrolling interest (Note 26)	6	6
Preferred shareholders	18	19
Common shareholders	659	721
	<b>683</b>	<b>746</b>
<b>Earnings per common share</b> (Note 24)		
Basic	\$ 1.11	\$ 1.21
Diluted	\$ 1.10	\$ 1.21
<b>Dividends per common share declared</b> (Note 23)	<b>\$ 0.87</b>	<b>\$ 0.97</b>

See accompanying notes to Consolidated Financial Statements.

# CONSOLIDATED BALANCE SHEETS

December 31

(millions of Canadian dollars)

	2017	2016
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	25	50
Accounts receivable (Note 8)	636	838
Due from related parties (Note 27)	253	158
Other current assets (Note 9)	105	102
	<b>1,019</b>	<b>1,148</b>
Property, plant and equipment (Note 10)	<b>19,947</b>	<b>19,140</b>
Other long-term assets:		
Regulatory assets (Note 12)	3,049	3,145
Deferred income tax assets (Note 7)	987	1,235
Intangible assets (Note 11)	369	349
Goodwill (Note 4)	325	327
Other assets	5	7
	<b>4,735</b>	<b>5,063</b>
<b>Total assets</b>	<b>25,701</b>	<b>25,351</b>
<b>Liabilities</b>		
Current liabilities:		
Short-term notes payable (Note 15)	926	469
Long-term debt payable within one year (Notes 15, 17)	752	602
Accounts payable and other current liabilities (Note 13)	905	945
Due to related parties (Note 27)	157	147
	<b>2,740</b>	<b>2,163</b>
Long-term liabilities:		
Long-term debt (includes \$541 measured at fair value; 2016 – \$548) (Notes 15, 17)	9,315	10,078
Convertible debentures (Notes 16, 17)	487	—
Regulatory liabilities (Note 12)	128	209
Deferred income tax liabilities (Note 7)	71	60
Other long-term liabilities (Note 14)	2,707	2,752
	<b>12,708</b>	<b>13,099</b>
<b>Total liabilities</b>	<b>15,448</b>	<b>15,262</b>
<i>Contingencies and Commitments (Notes 29, 30)</i>		
<i>Subsequent Events (Note 32)</i>		
Noncontrolling interest subject to redemption (Note 26)	22	22
<b>Equity</b>		
Common shares (Note 22)	5,631	5,623
Preferred shares (Note 22)	418	418
Additional paid-in capital (Note 25)	49	34
Retained earnings	4,090	3,950
Accumulated other comprehensive loss	(7)	(8)
Hydro One shareholders' equity	<b>10,181</b>	<b>10,017</b>
Noncontrolling interest (Note 26)	50	50
<b>Total equity</b>	<b>10,231</b>	<b>10,067</b>
	<b>25,701</b>	<b>25,351</b>

See accompanying notes to Consolidated Financial Statements.

On behalf of the Board of Directors:



**David Denison**  
Chair



**Philip Orsino**  
Chair, Audit Committee



# CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Year ended December 31, 2017

(millions of Canadian dollars)	Common Shares	Preferred Shares	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Hydro One Shareholders' Equity	Non-controlling Interest (Note 26)	Total Equity
January 1, 2017	5,623	418	34	3,950	(8)	10,017	50	10,067
Net income	—	—	—	676	—	676	4	680
Other comprehensive income	—	—	—	—	1	1	—	1
Distributions to								
noncontrolling interest	—	—	—	—	—	—	(4)	(4)
Dividends on preferred shares	—	—	—	(18)	—	(18)	—	(18)
Dividends on common shares	—	—	—	(518)	—	(518)	—	(518)
Common shares issued	8	—	(8)	—	—	—	—	—
Stock-based compensation (Note 25)	—	—	23	—	—	23	—	23
<b>December 31, 2017</b>	<b>5,631</b>	<b>418</b>	<b>49</b>	<b>4,090</b>	<b>(7)</b>	<b>10,181</b>	<b>50</b>	<b>10,231</b>

Year ended December 31, 2016

(millions of Canadian dollars)	Common Shares	Preferred Shares	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Hydro One Shareholders' Equity	Non-controlling Interest (Note 26)	Total Equity
January 1, 2016	5,623	418	10	3,806	(8)	9,849	52	9,901
Net income	—	—	—	740	—	740	4	744
Other comprehensive income	—	—	—	—	—	—	—	—
Distributions to								
noncontrolling interest	—	—	—	—	—	—	(6)	(6)
Dividends on preferred shares	—	—	—	(19)	—	(19)	—	(19)
Dividends on common shares	—	—	—	(577)	—	(577)	—	(577)
Stock-based compensation (Note 25)	—	—	24	—	—	24	—	24
<b>December 31, 2016</b>	<b>5,623</b>	<b>418</b>	<b>34</b>	<b>3,950</b>	<b>(8)</b>	<b>10,017</b>	<b>50</b>	<b>10,067</b>

See accompanying notes to Consolidated Financial Statements.

# CONSOLIDATED STATEMENTS OF CASH FLOWS

Year ended December 31		
(millions of Canadian dollars)	2017	2016
<b>Operating activities</b>		
Net income	682	746
Environmental expenditures	(24)	(20)
Adjustments for non-cash items:		
Depreciation and amortization (excluding asset removal costs)	727	688
Regulatory assets and liabilities	112	(16)
Deferred income taxes	85	114
Other	21	10
Changes in non-cash balances related to operations (Note 28)	113	134
<b>Net cash from operating activities</b>	<b>1,716</b>	<b>1,656</b>
<b>Financing activities</b>		
Long-term debt issued	—	2,300
Long-term debt repaid	(602)	(502)
Short-term notes issued	3,795	3,031
Short-term notes repaid	(3,338)	(4,053)
Convertible debentures issued (Note 16)	513	—
Dividends paid	(536)	(596)
Distributions paid to noncontrolling interest	(6)	(9)
Other (Note 16)	(27)	(10)
<b>Net cash from (used in) financing activities</b>	<b>(201)</b>	<b>161</b>
<b>Investing activities</b>		
Capital expenditures (Note 28)		
Property, plant and equipment	(1,467)	(1,600)
Intangible assets	(80)	(61)
Acquisitions (Note 4)	—	(224)
Capital contributions received (Note 28)	9	21
Other	(2)	3
<b>Net cash used in investing activities</b>	<b>(1,540)</b>	<b>(1,861)</b>
<b>Net change in cash and cash equivalents</b>	<b>(25)</b>	<b>(44)</b>
Cash and cash equivalents, beginning of year	50	94
<b>Cash and cash equivalents, end of year</b>	<b>25</b>	<b>50</b>

See accompanying notes to Consolidated Financial Statements.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2017 and 2016

## 1. Description of the Business

Hydro One Limited (Hydro One or the Company) was incorporated on August 31, 2015, under the *Business Corporations Act* (Ontario). On October 31, 2015, the Company acquired Hydro One Inc., a company previously wholly-owned by the Province of Ontario (Province). The acquisition of Hydro One Inc. by Hydro One was accounted for as a common control transaction and Hydro One is a continuation of business operations of Hydro One Inc. At December 31, 2017, the Province held approximately 47.4% (2016 – 70.1%) of the common shares of Hydro One.

The principal businesses of Hydro One are the transmission and distribution of electricity to customers within Ontario.

## 2. Significant Accounting Policies

### Basis of Consolidation

These Consolidated Financial Statements include the accounts of the Company and its subsidiaries. Intercompany transactions and balances have been eliminated.

### Basis of Accounting

These Consolidated Financial Statements are prepared and presented in accordance with United States (US) Generally Accepted Accounting Principles (GAAP) and in Canadian dollars.

### Use of Management Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenses, gains and losses during the reporting periods. Management evaluates these estimates on an ongoing basis based upon historical experience, current conditions, and assumptions believed to be reasonable at the time the assumptions are made, with any adjustments being recognized in results of operations in the period they arise. Significant estimates relate to regulatory assets and regulatory liabilities, environmental liabilities, pension benefits, post-retirement and post-employment benefits, asset retirement obligations, goodwill and asset impairments, contingencies, unbilled revenues, and deferred income tax assets and liabilities. Actual results may differ significantly from these estimates.

### Rate Setting

The Company's Transmission Business consists of the transmission business of Hydro One Inc., which includes the transmission business of Hydro One Networks Inc. (Hydro One Networks), Hydro One Sault Ste. Marie LP (HOSSM) (formerly Great Lakes Power Transmission LP), and its 66% interest in B2M Limited Partnership (B2M LP).

The Company's Distribution Business consists of the distribution business of Hydro One Inc., which includes the distribution businesses of Hydro One Networks, as well as Hydro One Remote Communities Inc. (Hydro One Remote Communities).

### Transmission

In November 2017, the Ontario Energy Board (OEB) approved Hydro One Networks' 2017 transmission rates revenue requirement of \$1,438 million. See Note 12 – Regulatory Assets and Liabilities for additional information.

In December 2015, the OEB approved B2M LP's 2015-2019 rates revenue requirements of \$39 million, \$36 million, \$37 million, \$38 million and \$37 million for the respective years. On January 14, 2016, the OEB approved the B2M LP revenue requirement recovery through the 2016 Uniform Transmission Rates, and the establishment of a deferral account to capture costs of Tax Rate and Rule changes. On June 8, 2017, the OEB approved the 2017 rates revenue requirement of \$34 million, updated for the cost of capital parameters.

On September 28, 2017, the OEB issued its Decision and Order on HOSSM's 2017 transmission rates application, denying the requested revenue requirement for 2017. HOSSM's 2016 approved revenue requirement of \$41 million will remain in effect for 2017.

### Distribution

In March 2015, the OEB approved Hydro One Networks' distribution revenue requirements of \$1,326 million for 2015, \$1,430 million for 2016 and \$1,486 million for 2017. The OEB has subsequently approved updated revenue requirements of \$1,410 million for 2016 and \$1,415 million for 2017.

On March 30, 2017, the OEB approved an increase of 1.9% to Hydro One Remote Communities' basic rates for the distribution and generation of electricity, with an effective date of May 1, 2017.

### Regulatory Accounting

The OEB has the general power to include or exclude revenues, costs, gains or losses in the rates of a specific period, resulting in a change in the timing of accounting recognition from that which would have been applied in an unregulated company. Such change in timing involves the application of rate-regulated accounting, giving rise to the recognition of regulatory assets and liabilities. The Company's regulatory assets represent amounts receivable from future customers and costs that have been deferred for accounting purposes because it is probable that they will be recovered in future rates. In addition, the Company has recorded regulatory liabilities that generally represent amounts that are refundable to future customers. The Company continually assesses the likelihood of recovery of each of its regulatory assets and continues to believe that it is probable that the OEB will include its regulatory assets and liabilities in setting future rates. If, at some future date, the Company judges that it is no longer probable that the OEB will include

a regulatory asset or liability in setting future rates, the appropriate carrying amount would be reflected in results of operations in the period that the assessment is made.

### Cash and Cash Equivalents

Cash and cash equivalents include cash and short-term investments with an original maturity of three months or less.

### Revenue Recognition

Transmission revenues are collected through OEB-approved rates, which are based on an approved revenue requirement that includes a rate of return. Such revenue is recognized as electricity is transmitted and delivered to customers.

Distribution revenues attributable to the delivery of electricity are based on OEB-approved distribution rates and are recognized on an accrual basis and include billed and unbilled revenues. Billed revenues are based on electricity delivered as measured from customer meters. At the end of each month, electricity delivered to customers since the date of the last billed meter reading is estimated, and the corresponding unbilled revenue is recorded. The unbilled revenue estimate is affected by energy consumption, weather, and changes in the composition of customer classes.

Distribution revenue also includes an amount relating to rate protection for rural, residential, and remote customers, which is received from the Independent Electricity System Operator (IESO) based on a standardized customer rate that is approved by the OEB.

Revenues also include amounts related to sales of other services and equipment. Such revenue is recognized as services are rendered or as equipment is delivered.

Revenues are recorded net of indirect taxes.

### Accounts Receivable and Allowance for Doubtful Accounts

Billed accounts receivable are recorded at the invoiced amount, net of allowance for doubtful accounts. Unbilled accounts receivable are recorded at their estimated value. Overdue amounts related to regulated billings bear interest at OEB-approved rates. The allowance for doubtful accounts reflects the Company's best estimate of losses on billed accounts receivable balances. The Company estimates the allowance for doubtful accounts on billed accounts receivable by applying internally developed loss rates to the outstanding receivable balances by aging category. Loss rates applied to the billed accounts receivable balances are based on historical overdue balances, customer payments and write-offs. Accounts receivable are written-off against the allowance when they are deemed uncollectible. The allowance for doubtful accounts is affected by changes in volume, prices and economic conditions.

### Noncontrolling Interest

Noncontrolling interest represents the portion of equity ownership in subsidiaries that is not attributable to shareholders of Hydro One. Noncontrolling interest is initially recorded at fair value and subsequently the amount is adjusted for the proportionate share of net income and other comprehensive income (OCI) attributable to the noncontrolling interest and any dividends or distributions paid to the noncontrolling interest.

If a transaction results in the acquisition of all, or part, of a noncontrolling interest in a subsidiary, the acquisition of the noncontrolling interest is accounted for as an equity transaction. No gain or loss is recognized in consolidated net income or comprehensive income as a result of changes in the noncontrolling interest, unless a change results in the loss of control by the Company.

### Income Taxes

Current and deferred income taxes are computed based on the tax rates and tax laws enacted as at the balance sheet date. Tax benefits associated with income tax positions taken, or expected to be taken, in a tax return are recorded only when the "more-likely-than-not" recognition threshold is satisfied and are measured at the largest amount of benefit that has a greater than 50% likelihood of being realized upon settlement. Management evaluates each position based solely on the technical merits and facts and circumstances of the position, assuming the position will be examined by a taxing authority having full knowledge of all relevant information. Significant management judgment is required to determine recognition thresholds and the related amount of tax benefits to be recognized in the Consolidated Financial Statements. Management re-evaluates tax positions each period using new information about recognition or measurement as it becomes available.

### Deferred Income Taxes

Deferred income taxes are provided for using the liability method. Under this method, deferred income tax liabilities are recognized on all taxable temporary differences between the tax bases and carrying amounts of assets and liabilities. Deferred income tax assets are recognized for deductible temporary differences between tax bases and carrying amounts of assets and liabilities, the carry forward unused tax credits and tax losses to the extent that it is more-likely-than-not that these deductions, credits, and losses can be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized, based on the tax rates and tax laws that have been enacted as at the balance sheet date. Deferred income taxes that are not included in the rate-setting process are charged or credited to the Consolidated Statements of Operations and Comprehensive Income.

Management reassesses the deferred income tax assets at each balance sheet date and reduces the amount to the extent that it is more-likely-than-not that the deferred income tax asset will not be realized. Previously unrecognized deferred income tax assets are reassessed at each balance sheet date and are recognized to the extent that it has become more-likely-than-not that the tax benefit will be realized.

The Company records regulatory assets and liabilities associated with deferred income tax assets and liabilities that will be included in the rate-setting process.

The Company uses the flow-through method to account for investment tax credits (ITCs) earned on eligible scientific research and experimental development expenditures, and apprenticeship job creation. Under this method, only non-refundable ITCs are recognized as a reduction to income tax expense.

### Materials and Supplies

Materials and supplies represent consumables, small spare parts and construction materials held for internal construction and maintenance of property, plant and equipment. These assets are carried at average cost less any impairments recorded.

### Property, Plant and Equipment

Property, plant and equipment is recorded at original cost, net of customer contributions, and any accumulated impairment losses. The cost of additions, including betterments and replacement asset components, is included on the Consolidated Balance Sheets as property, plant and equipment.

The original cost of property, plant and equipment includes direct materials, direct labour (including employee benefits), contracted services, attributable capitalized financing costs, asset retirement costs, and direct and indirect overheads that are related to the capital project or program. Indirect overheads include a portion of corporate costs such as finance, treasury, human resources, information technology and executive costs. Overhead costs, including corporate functions and field services costs, are capitalized on a fully allocated basis, consistent with an OEB-approved methodology.

Property, plant and equipment in service consists of transmission, distribution, communication, administration and service assets and land easements. Property, plant and equipment also includes future use assets, such as land, major components and spare parts, and capitalized project development costs associated with deferred capital projects.

### Transmission

Transmission assets include assets used for the transmission of high-voltage electricity, such as transmission lines, support structures, foundations, insulators, connecting hardware and grounding systems, and assets used to step up the voltage of electricity from generating stations for transmission and to step down voltages for distribution, including transformers, circuit breakers and switches.

### Distribution

Distribution assets include assets related to the distribution of low-voltage electricity, including lines, poles, switches, transformers, protective devices and metering systems.

### Communication

Communication assets include fibre optic and microwave radio systems, optical ground wire, towers, telephone equipment and associated buildings.

### Administration and Service

Administration and service assets include administrative buildings, personal computers, transport and work equipment, tools and other minor assets.

### Easements

Easements include statutory rights of use for transmission corridors and abutting lands granted under the *Reliable Energy and Consumer Protection Act, 2002*, as well as other land access rights.

### Intangible Assets

Intangible assets separately acquired or internally developed are measured on initial recognition at cost, which comprises purchased software, direct labour (including employee benefits), consulting, engineering, overheads and attributable capitalized financing charges. Following initial recognition, intangible assets are carried at cost, net of any accumulated amortization and accumulated impairment losses. The Company's intangible assets primarily represent major computer applications.

### Capitalized Financing Costs

Capitalized financing costs represent interest costs attributable to the construction of property, plant and equipment or development of intangible assets. The financing cost of attributable borrowed funds is capitalized as part of the acquisition cost of such assets. The capitalized financing costs are a reduction of financing charges recognized in the Consolidated Statements of Operations and Comprehensive Income. Capitalized financing costs are calculated using the Company's weighted average effective cost of debt.

### Construction and Development in Progress

Construction and development in progress consists of the capitalized cost of constructed assets that are not yet complete and which have not yet been placed in service.

### Depreciation and Amortization

The cost of property, plant and equipment and intangible assets is depreciated or amortized on a straight-line basis based on the estimated remaining service life of each asset category, except for transport and work equipment, which is depreciated on a declining balance basis.

The Company periodically initiates an external independent review of its property, plant and equipment and intangible asset depreciation and amortization rates, as required by the OEB. Any changes arising from OEB approval of such a review are implemented on a remaining service life basis, consistent with their inclusion in electricity rates. The most recent reviews resulted in changes to rates effective January 1, 2015 and January 1, 2017 for Hydro One Networks' distribution and transmission businesses, respectively. A summary of average service lives and depreciation and amortization rates for the various classes of assets is included below:

	Average Service Life	Range	Rate Average
Property, plant and equipment:			
Transmission	55 years	1% – 3%	2%
Distribution	46 years	1% – 7%	2%
Communication	16 years	1% – 15%	6%
Administration and service	20 years	1% – 20%	6%
Intangible assets	10 years	10%	10%

In accordance with group depreciation practices, the original cost of property, plant and equipment, or major components thereof, and intangible assets that are normally retired, is charged to accumulated depreciation, with no gain or loss being reflected in results of operations. Where a disposition of property, plant and equipment occurs through sale, a gain or loss is calculated based on proceeds and such gain or loss is included in depreciation expense.

### Acquisitions and Goodwill

The Company accounts for business acquisitions using the acquisition method of accounting and, accordingly, the assets and liabilities of the acquired entities are primarily measured at their estimated fair value at the date of acquisition. Costs associated with pending acquisitions are expensed as incurred. Goodwill represents the cost of acquired companies that is in excess of the fair value of the net identifiable assets acquired at the acquisition date. Goodwill is not included in rate base.

Goodwill is evaluated for impairment on an annual basis, or more frequently if circumstances require. The Company performs a qualitative assessment to determine whether it is more-likely-than-not that the fair value of the applicable reporting unit is less than its carrying amount. If the Company determines, as a result of its qualitative assessment, that it is not more-likely-than-not that the fair value of the applicable reporting unit is less than its carrying amount, no further testing is required. If the Company determines, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of the applicable reporting unit is less than its carrying amount, a goodwill impairment assessment is performed using a two-step, fair value-based test. The first step compares the fair value of the applicable reporting unit to its carrying amount, including goodwill. If the carrying amount of the applicable reporting unit exceeds its fair value, a second step is performed. The second step requires an allocation of fair value to the individual assets and liabilities using purchase price allocation in order to determine the implied fair value of goodwill. If the implied fair value of goodwill is less than the carrying amount, an impairment loss is recorded as a reduction to goodwill and as a charge to results of operations.

Based on assessment performed as at September 30, 2017, the Company has concluded that goodwill was not impaired at December 31, 2017.

### Long-Lived Asset Impairment

When circumstances indicate the carrying value of long-lived assets may not be recoverable, the Company evaluates whether the carrying value of such assets, excluding goodwill, has been impaired. For such long-lived assets, the Company evaluates whether impairment may exist by estimating future estimated undiscounted cash flows expected to result from the use and eventual disposition of the asset. When alternative courses of action to recover the carrying amount of a long-lived asset are under consideration, a probability-weighted approach is used to develop estimates of future undiscounted cash flows. If the carrying value of the long-lived asset is not recoverable based on the estimated future undiscounted cash flows, an impairment loss is recorded, measured as the excess of the carrying value of the asset over its fair value. As a result, the asset's carrying value is adjusted to its estimated fair value.

Within its regulated business, the carrying costs of most of Hydro One's long-lived assets are included in rate base where they earn an OEB-approved rate of return. Asset carrying values and the related return are recovered through approved rates. As a result, such assets are only tested for impairment in the event that the OEB disallows recovery, in whole or in part, or if such a disallowance is judged to be probable.

Hydro One regularly monitors the assets of its unregulated Hydro One Telecom subsidiary for indications of impairment. Management assesses the fair value of such long-lived assets using commonly accepted techniques. Techniques used to determine fair value include, but are not limited to, the use of recent third-party comparable sales for reference and internally developed discounted cash flow analysis. Significant changes in market conditions, changes to the condition of an asset, or a change in management's intent to utilize the asset are generally viewed by management as triggering events to reassess the cash flows related to these long-lived assets. As at December 31, 2017 and 2016, no asset impairment had been recorded for assets within either the Company's regulated or unregulated businesses.

### Costs of Arranging Debt Financing

For financial liabilities classified as other than held-for-trading and for convertible debentures, the Company defers the external transaction costs related to obtaining financing and presents such amounts net of related debt or convertible debentures on the Consolidated Balance Sheets. Deferred issuance costs are amortized over the contractual life of the related debt or convertible debentures on an effective-interest basis and the amortization is included within financing charges in the Consolidated Statements of Operations and Comprehensive Income. Transaction costs for items classified as held-for-trading are expensed immediately.

### Comprehensive Income

Comprehensive income is comprised of net income and OCI. Hydro One presents net income and OCI in a single continuous Consolidated Statement of Operations and Comprehensive Income.

### Financial Assets and Liabilities

All financial assets and liabilities are classified into one of the following five categories: held-to-maturity; loans and receivables; held-for-trading; other liabilities; or available-for-sale. Financial assets and liabilities classified as held-for-trading are measured at fair value. All other financial assets and liabilities are measured at amortized cost, except accounts receivable and amounts due from related parties, which are measured at the lower of cost or fair value. Accounts receivable and amounts due from related parties are classified as loans and receivables. The Company considers the carrying amounts of accounts receivable and amounts due from related parties to be reasonable estimates of fair value because of the short time to maturity of these instruments. Provisions for impaired accounts receivable are recognized as adjustments to the allowance for doubtful accounts and are recognized when there is objective evidence that the Company will not be able to collect amounts according to the original terms. All financial instrument transactions are recorded at trade date.



Derivative instruments are measured at fair value. Gains and losses from fair valuation are included within financing charges in the period in which they arise. The Company determines the classification of its financial assets and liabilities at the date of initial recognition. The Company designates certain of its financial assets and liabilities to be held at fair value, when it is consistent with the Company's risk management policy disclosed in Note 17 – Fair Value of Financial Instruments and Risk Management.

### Derivative Instruments and Hedge Accounting

The Company closely monitors the risks associated with changes in interest rates on its operations and, where appropriate, uses various instruments to hedge these risks. Certain of these derivative instruments qualify for hedge accounting and are designated as accounting hedges, while others either do not qualify as hedges or have not been designated as hedges (hereinafter referred to as undesignated contracts) as they are part of economic hedging relationships.

The accounting guidance for derivative instruments requires the recognition of all derivative instruments not identified as meeting the normal purchase and sale exemption as either assets or liabilities recorded at fair value on the Consolidated Balance Sheets. For derivative instruments that qualify for hedge accounting, the Company may elect to designate such derivative instruments as either cash flow hedges or fair value hedges. The Company offsets fair value amounts recognized on its Consolidated Balance Sheets related to derivative instruments executed with the same counterparty under the same master netting agreement.

For derivative instruments that qualify for hedge accounting and which are designated as cash flow hedges, the effective portion of any gain or loss, net of tax, is reported as a component of accumulated OCI (AOCI) and is reclassified to results of operations in the same period or periods during which the hedged transaction affects results of operations. Any gains or losses on the derivative instrument that represent either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in results of operations. For fair value hedges, changes in fair value of both the derivative instrument and the underlying hedged exposure are recognized in the Consolidated Statements of Operations and Comprehensive Income in the current period. The gain or loss on the derivative instrument is included in the same line item as the offsetting gain or loss on the hedged item in the Consolidated Statements of Operations and Comprehensive Income. The changes in fair value of the undesignated derivative instruments are reflected in results of operations.

Embedded derivative instruments are separated from their host contracts and are carried at fair value on the Consolidated Balance Sheets when: (a) the economic characteristics and risks of the embedded derivative are not clearly and closely related to the economic characteristics and risks of the host contract; (b) the hybrid instrument is not measured at fair value, with changes in fair value recognized in results of operations each period; and (c) the embedded derivative itself meets the definition of a derivative. The Company does not engage in derivative trading or speculative activities and had no embedded derivatives that required bifurcation at December 31, 2017 or 2016.

Hydro One periodically develops hedging strategies taking into account risk management objectives. At the inception of a hedging relationship where the Company has elected to apply hedge accounting, Hydro One formally documents the relationship between the hedged item and the hedging instrument, the related risk management objective, the nature of the specific risk exposure being hedged, and the method for assessing the effectiveness of the hedging relationship. The Company also assesses, both at the inception of the hedge and on a quarterly basis, whether the hedging instruments are effective in offsetting changes in fair values or cash flows of the hedged items.

### Employee Future Benefits

Employee future benefits provided by Hydro One include pension, post-retirement and post-employment benefits. The costs of the Company's pension, post-retirement and post-employment benefit plans are recorded over the periods during which employees render service.

The Company recognizes the funded status of its defined benefit pension, post-retirement and post-employment plans on its Consolidated Balance Sheets and subsequently recognizes the changes in funded status at the end of each reporting year. Defined benefit pension, post-retirement and post-employment plans are considered to be underfunded when the projected benefit obligation exceeds the fair value of the plan assets. Liabilities are recognized on the Consolidated Balance Sheets for any net underfunded projected benefit obligation. The net underfunded projected benefit obligation may be disclosed as a current liability, long-term liability, or both. The current portion is the amount by which the actuarial present value of benefits included in the benefit obligation payable in the next 12 months exceeds the fair value of plan assets. If the fair value of plan assets exceeds the projected benefit obligation of the plan, an asset is recognized equal to the net overfunded projected benefit obligation. The post-retirement and post-employment benefit plans are unfunded because there are no related plan assets.

Hydro One recognizes its contributions to the defined contribution pension plan as pension expense, with a portion being capitalized as part of labour costs included in capital expenditures. The expensed amount is included in operation, maintenance and administration costs in the Consolidated Statements of Operations and Comprehensive Income.

### Defined Benefit Pension

Defined benefit pension costs are recorded on an accrual basis for financial reporting purposes. Pension costs are actuarially determined using the projected benefit method prorated on service and are based on assumptions that reflect management's best estimate of the effect of future events, including future compensation increases. Past service costs from plan amendments and all actuarial gains and losses are amortized on a straight-line basis over the expected average remaining service period of active employees in the plan, and over the estimated remaining life expectancy of inactive employees in the plan. Pension plan assets, consisting primarily of listed equity securities as well as corporate and government debt securities, are fair valued at the end of each year. Hydro One records a regulatory asset equal to the net underfunded projected benefit obligation for its pension plan.

### Post-Retirement and Post-Employment Benefits

Post-retirement and post-employment benefits are recorded and included in rates on an accrual basis. Costs are determined by independent actuaries using the projected benefit method prorated on service and based on assumptions that reflect management's best estimates. Past service costs from plan amendments are amortized to results of operations based on the expected average remaining service period.

For post-retirement benefits, all actuarial gains or losses are deferred using the "corridor" approach. The amount calculated above the "corridor" is amortized to results of operations on a straight-line basis over the expected average remaining service life of active employees in the plan and over the remaining life expectancy of inactive employees in the plan. The post-retirement benefit obligation is remeasured to its fair value at each year end based on an annual actuarial report, with an offset to the associated regulatory asset, to the extent of the remeasurement adjustment.

For post-employment obligations, the associated regulatory liabilities representing actuarial gains on transition to US GAAP are amortized to results of operations based on the "corridor" approach. The actuarial gains and losses on post-employment obligations that are incurred during the year are recognized immediately to results of operations. The post-employment benefit obligation is remeasured to its fair value at each year end based on an annual actuarial report, with an offset to the associated regulatory asset, to the extent of the remeasurement adjustment.

All post-retirement and post-employment future benefit costs are attributed to labour and are either charged to results of operations or capitalized as part of the cost of property, plant and equipment and intangible assets.

### Stock-Based Compensation

#### Share Grant Plans

Hydro One measures share grant plans based on fair value of share grants as estimated based on the grant date common share price. The costs are recognized in the financial statements using the graded-vesting attribution method for share grant plans that have both a performance condition and a service condition. The Company records a regulatory asset equal to the accrued costs of share grant plans recognized in each period. Costs are transferred from the regulatory asset to labour costs at the time the share grants vest and are issued, and are recovered in rates. Forfeitures are recognized as they occur.

#### Deferred Share Unit (DSU) Plans

The Company records the liabilities associated with its Directors' and Management DSU Plans at fair value at each reporting date until settlement, recognizing compensation expense over the vesting period on a straight-line basis. The fair value of the DSU liability is based on the Company's common share closing price at the end of each reporting period.

#### Long-Term Incentive Plan (LTIP)

The Company measures the restricted share units (RSUs) and performance share units (PSUs), issued under its LTIP, at fair value based on the grant

date common share price. The related compensation expense is recognized over the vesting period on a straight-line basis. Forfeitures are recognized as they occur.

### Loss Contingencies

Hydro One is involved in certain legal and environmental matters that arise in the normal course of business. In the preparation of its Consolidated Financial Statements, management makes judgments regarding the future outcome of contingent events and records a loss for a contingency based on its best estimate when it is determined that such loss is probable and the amount of the loss can be reasonably estimated. Where the loss amount is recoverable in future rates, a regulatory asset is also recorded. When a range estimate for the probable loss exists and no amount within the range is a better estimate than any other amount, the Company records a loss at the minimum amount within the range.

Management regularly reviews current information available to determine whether recorded provisions should be adjusted and whether new provisions are required. Estimating probable losses may require analysis of multiple forecasts and scenarios that often depend on judgments about potential actions by third parties, such as federal, provincial and local courts or regulators. Contingent liabilities are often resolved over long periods of time. Amounts recorded in the Consolidated Financial Statements may differ from the actual outcome once the contingency is resolved. Such differences could have a material impact on future results of operations, financial position and cash flows of the Company.

Provisions are based upon current estimates and are subject to greater uncertainty where the projection period is lengthy. A significant upward or downward trend in the number of claims filed, the nature of the alleged injuries, and the average cost of resolving each claim could change the estimated provision, as could any substantial adverse or favourable verdict at trial. A federal or provincial legislative outcome or structured settlement could also change the estimated liability. Legal fees are expensed as incurred.

### Environmental Liabilities

Environmental liabilities are recorded in respect of past contamination when it is determined that future environmental remediation expenditures are probable under existing statute or regulation and the amount of the future expenditures can be reasonably estimated. Hydro One records a liability for the estimated future expenditures associated with contaminated land assessment and remediation and for the phase-out and destruction of polychlorinated biphenyl (PCB)-contaminated mineral oil removed from electrical equipment, based on the present value of these estimated future expenditures. The Company determines the present value with a discount rate equal to its credit-adjusted risk-free interest rate on financial instruments with comparable maturities to the pattern of future environmental expenditures. As the Company anticipates that the future expenditures will continue to be recoverable in future rates, an offsetting regulatory asset has been recorded to reflect the future recovery of these environmental expenditures from customers. Hydro One reviews its estimates of future environmental expenditures annually, or more frequently if there are indications that circumstances have changed.

### Asset Retirement Obligations

Asset retirement obligations are recorded for legal obligations associated with the future removal and disposal of long-lived assets. Such obligations may result from the acquisition, construction, development and/or normal use of the asset. Conditional asset retirement obligations are recorded when there is a legal obligation to perform a future asset retirement activity but where the timing and/or method of settlement are conditional on a future event that may or may not be within the control of the Company. In such a case, the obligation to perform the asset retirement activity is unconditional even though uncertainty exists about the timing and/or method of settlement.

When recording an asset retirement obligation, the present value of the estimated future expenditures required to complete the asset retirement activity is recorded in the period in which the obligation is incurred, if a reasonable estimate can be made. In general, the present value of the estimated future expenditures is added to the carrying amount of the associated asset and the resulting asset retirement cost is depreciated

over the estimated useful life of the asset. Where an asset is no longer in service when an asset retirement obligation is recorded, the asset retirement cost is recorded in results of operations.

Some of the Company's transmission and distribution assets, particularly those located on unowned easements and rights-of-way, may have asset retirement obligations, conditional or otherwise. The majority of the Company's easements and rights-of-way are either of perpetual duration or are automatically renewed annually. Land rights with finite terms are generally subject to extension or renewal. As the Company expects to use the majority of its facilities in perpetuity, no asset retirement obligations have been recorded for these assets. If, at some future date, a particular facility is shown not to meet the perpetuity assumption, it will be reviewed to determine whether an estimable asset retirement obligation exists. In such a case, an asset retirement obligation would be recorded at that time.

The Company's asset retirement obligations recorded to date relate to estimated future expenditures associated with the removal and disposal of asbestos-containing materials installed in some of its facilities.

### 3. New Accounting Pronouncements

The following tables present Accounting Standards Updates (ASUs) issued by the Financial Accounting Standards Board that are applicable to Hydro One:

#### Recently Adopted Accounting Guidance

ASU	Date issued	Description	Effective date	Anticipated impact on Hydro One
2016-06	March 2016	Contingent call (put) options that are assessed to accelerate the payment of principal on debt instruments need to meet the criteria of being "clearly and closely related" to their debt hosts.	January 1, 2017	No impact upon adoption

#### Recently Issued Accounting Guidance Not Yet Adopted

ASU	Date issued	Description	Effective date	Anticipated impact on Hydro One
2014-09 2015-14 2016-08 2016-10 2016-12 2016-20 2017-05 2017-10 2017-13 2017-14	May 2014 – November 2017	ASU 2014-09 was issued in May 2014 and provides guidance on revenue recognition relating to the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. ASU 2015-14 deferred the effective date of ASU 2014-09 by one year. Additional ASUs were issued in 2016 and 2017 that simplify transition and provide clarity on certain aspects of the new standard.	January 1, 2018	Hydro One has completed the review of all its revenue streams and has concluded that there will be no material impact upon adoption.

ASU	Date issued	Description	Effective date	Anticipated impact on Hydro One
2016-02 2018-01	February 2016 – January 2018	Lessees are required to recognize the rights and obligations resulting from operating leases as assets (right to use the underlying asset for the term of the lease) and liabilities (obligation to make future lease payments) on the balance sheet. ASU 2018-01 permits an entity to elect an optional practical expedient to not evaluate under Topic 842 land easements that exist or expired before the entity's adoption of Topic 842 and that were not previously accounted for as leases under Topic 840.	January 1, 2019	An initial assessment is currently underway encompassing a review of existing leases, which will be followed by a review of relevant contracts. No quantitative determination has been made at this time. The Company is on track for implementation of this standard by the effective date.
2016-15	August 2016	The amendments provide guidance for eight specific cash flow issues with the objective of reducing the existing diversity in practice.	January 1, 2018	No material impact
2017-01	January 2017	The amendment clarifies the definition of a business and provides additional guidance on evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses.	January 1, 2018	No material impact
2017-04	January 2017	The amendment removes the second step of the current two-step goodwill impairment test to simplify the process of testing goodwill.	January 1, 2020	Under assessment
2017-07	March 2017	Service cost components of net benefit cost associated with defined benefit plans are required to be reported in the same line as other compensation costs arising from services rendered by the Company's employees. All other components of net benefit cost are to be presented in the income statement separately from the service cost component. Only the service cost component is eligible for capitalization where applicable.	January 1, 2018	Hydro One has applied for a regulatory deferral account to maintain the capitalization of OPEB related costs. As such, there will be no material impact.
2017-09	May 2017	Changes to the terms or conditions of a share-based payment award will require an entity to apply modified accounting unless the modified award meets all conditions stipulated in this ASU.	January 1, 2018	No impact
2017-11	July 2017	When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity's own stock.	January 1, 2019	Under assessment
2017-12	August 2017	Amendments will better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results.	January 1, 2019	Under assessment

## 4. Business Combinations

### Avista Corporation Purchase Agreement

On July 19, 2017, Hydro One reached an agreement to acquire Avista Corporation (Merger) for approximately \$6.7 billion in an all-cash transaction. Avista Corporation is an investor-owned utility providing electric generation, transmission, and distribution services. It is headquartered in Spokane, Washington, with service areas in Washington, Idaho, Oregon, Montana and Alaska. The closing of the Merger is subject to receipt of certain regulatory and government approvals, and the satisfaction of customary closing conditions. See Note 16 – Convertible Debentures and Note 17 – Fair Value of Financial Instruments and Risk Management for details of convertible debentures and foreign exchange contract, respectively, related to financing of the Merger.

### Acquisition of HOSSM

On October 31, 2016, Hydro One acquired HOSSM, an Ontario regulated electricity transmission business operating along the eastern shore of Lake Superior, north and east of Sault Ste. Marie, Ontario from Brookfield Infrastructure Holdings Inc. The total purchase price for HOSSM was approximately \$376 million, including the assumption of approximately \$150 million in outstanding indebtedness. During 2017, the Company completed the final determination of the fair value of assets acquired and liabilities assumed with no significant changes, which resulted in a total goodwill of approximately \$157 million arising from the HOSSM acquisition. The difference between the preliminary and final purchase price allocation to fair value of assets acquired and liabilities related to a \$2 million decrease in deferred income tax liabilities which resulted in a corresponding decrease to goodwill. The following table summarizes the final fair value of the assets acquired and liabilities assumed:

The following table summarizes the final fair value of the assets acquired and liabilities assumed:

(millions of dollars)	
Cash and cash equivalents	5
Property, plant and equipment	221
Intangible assets	1
Regulatory assets	50
Goodwill	157
Working capital	(2)
Long-term debt	(186)
Pension and post-employment benefit liabilities, net	(5)
Deferred income taxes	(15)
	<b>226</b>

Goodwill arising from the HOSSM acquisition consists largely of the synergies and economies of scale expected from combining the operations of Hydro One and HOSSM. HOSSM contributed revenues of \$6 million and less than \$1 million of net income to the Company's consolidated financial results for the year ended December 31, 2016. All costs related to the acquisition have been expensed through the Consolidated Statements of Operations and Comprehensive Income. HOSSM's financial information was not material to the Company's consolidated financial results for the year ended December 31, 2016 and therefore, has not been disclosed on a pro forma basis.

### Agreement to Purchase Orillia Power

On August 15, 2016, the Company reached an agreement to acquire Orillia Power Distribution Corporation (Orillia Power), an electricity distribution company located in Simcoe County, Ontario, from the City of Orillia for approximately \$41 million, including the assumption of approximately \$15 million in outstanding indebtedness and regulatory liabilities, subject to closing adjustments. The acquisition is subject to regulatory approval by the OEB.

## 5. Depreciation and Amortization

Year ended December 31

(millions of dollars)	2017	2016
Depreciation of property, plant and equipment	<b>641</b>	612
Asset removal costs	<b>90</b>	90
Amortization of intangible assets	<b>62</b>	56
Amortization of regulatory assets	<b>24</b>	20
	<b>817</b>	778

## 6. Financing Charges

Year ended December 31

(millions of dollars)	2017	2016
Interest on long-term debt	450	424
Interest on convertible debentures	24	—
Interest on short-term notes	6	9
Unrealized loss on foreign exchange contract	3	—
Other	14	16
Less: Interest capitalized on construction and development in progress	(56)	(54)
Interest earned on cash and cash equivalents	(2)	(2)
	439	393

## 7. Income Taxes

Income tax expense differs from the amount that would have been recorded using the combined Canadian federal and Ontario statutory income tax rate. The reconciliation between the statutory and the effective tax rates is provided as follows:

Year ended December 31

(millions of dollars)	2017	2016
Income before income taxes	793	885
Income taxes at statutory rate of 26.5% (2016 – 26.5%)	210	235
Increase (decrease) resulting from:		
Net temporary differences recoverable in future rates charged to customers:		
Capital cost allowance in excess of depreciation and amortization	(55)	(53)
Pension contributions in excess of pension expense	(13)	(16)
Overheads capitalized for accounting but deducted for tax purposes	(17)	(16)
Interest capitalized for accounting but deducted for tax purposes	(15)	(14)
Environmental expenditures	(6)	(5)
Other	3	5
Net temporary differences	(103)	(99)
Net permanent differences	4	3
Total income taxes	111	139

The major components of income tax expense are as follows:

Year ended December 31

(millions of dollars)	2017	2016
Current income taxes	26	25
Deferred income taxes	85	114
Total income taxes	111	139
Effective income tax rate	14.0%	15.7%



**Deferred Income Tax Assets and Liabilities**

Deferred income tax assets and liabilities expected to be included in the rate-setting process are offset by regulatory assets and liabilities to reflect the anticipated recovery or disposition of these balances within future electricity rates. Deferred income tax assets and liabilities arise from differences between the tax basis and the carrying amounts of the assets and liabilities. At December 31, 2017 and 2016, deferred income tax assets and liabilities consisted of the following:

December 31		
(millions of dollars)	2017	2016
<b>Deferred income tax assets</b>		
Depreciation and amortization in excess of capital cost allowance	125	495
Non-depreciable capital property	271	271
Post-retirement and post-employment benefits expense in excess of cash payments	561	607
Environmental expenditures	71	74
Non-capital losses and tax credit carryforward	255	213
Tax credit carryforwards	49	27
Investment in subsidiaries	84	75
Other	13	3
	1,429	1,765
Less: valuation allowance	(364)	(352)
Total deferred income tax assets	1,065	1,413
Less: current portion	—	—
	1,065	1,413
<b>Deferred income tax liabilities</b>		
Regulatory amounts that are not recognized for tax purposes	(47)	(153)
Goodwill	(10)	(10)
Capital cost allowance in excess of depreciation and amortization	(75)	(64)
Other	(17)	(11)
Total deferred income tax liabilities	(149)	(238)
Less: current portion	—	—
	(149)	(238)
Net deferred income tax assets	916	1,175

The net deferred income tax assets are presented on the Consolidated Balance Sheets as follows:

December 31		
(millions of dollars)	2017	2016
Long-term:		
Deferred income tax assets	987	1,235
Deferred income tax liabilities	(71)	(60)
Net deferred income tax assets	916	1,175

The valuation allowance for deferred tax assets as at December 31, 2017 was \$364 million (2016 – \$352 million). The valuation allowance primarily relates to temporary differences for non-depreciable assets and investments in subsidiaries. As of December 31, 2017 and 2016, the Company had non-capital losses carried forward available to reduce future years' taxable income, which expire as follows:

Year of expiry (millions of dollars)	2017	2016
2034	2	2
2035	222	222
2036	560	580
2037	175	—
Total losses	959	804

## 8. Accounts Receivable

December 31

(millions of dollars)	2017	2016
Accounts receivable – billed	298	431
Accounts receivable – unbilled	367	442
Accounts receivable, gross	665	873
Allowance for doubtful accounts	(29)	(35)
Accounts receivable, net	636	838

The following table shows the movements in the allowance for doubtful accounts for the years ended December 31, 2017 and 2016:

Year ended December 31

(millions of dollars)	2017	2016
Allowance for doubtful accounts – beginning	(35)	(61)
Write-offs	25	37
Additions to allowance for doubtful accounts	(19)	(11)
Allowance for doubtful accounts – ending	(29)	(35)

## 9. Other Current Assets

December 31

(millions of dollars)	2017	2016
Regulatory assets (Note 12)	46	37
Materials and supplies	18	19
Prepaid expenses and other assets	41	46
	105	102

## 10. Property, Plant and Equipment

December 31, 2017

(millions of dollars)	Property, Plant and Equipment	Accumulated Depreciation	Construction in Progress	Total
Transmission	15,509	5,162	989	11,336
Distribution	10,213	3,513	149	6,849
Communication	1,266	853	31	444
Administration and service	1,561	857	46	750
Easements	638	70	—	568
	29,187	10,455	1,215	19,947

December 31, 2016

(millions of dollars)	Property, Plant and Equipment	Accumulated Depreciation	Construction in Progress	Total
Transmission	14,692	4,862	910	10,740
Distribution	9,656	3,305	243	6,594
Communication	1,233	777	20	476
Administration and service	1,632	924	61	769
Easements	628	67	—	561
	27,841	9,935	1,234	19,140

Financing charges capitalized on property, plant and equipment under construction were \$54 million in 2017 (2016 – \$52 million).

## 11. Intangible Assets

December 31, 2017

(millions of dollars)	Intangible Assets	Accumulated Amortization	Development in Progress	Total
Computer applications software	698	370	41	369
Other	5	5	—	—
	703	375	41	369

December 31, 2016

(millions of dollars)	Intangible Assets	Accumulated Amortization	Development in Progress	Total
Computer applications software	621	326	53	348
Other	5	4	—	1
	626	330	53	349

Financing charges capitalized to intangible assets under development were \$2 million in 2017 (2016 – \$2 million). The estimated annual amortization expense for intangible assets is as follows: 2018 – \$67 million; 2019 – \$57 million; 2020 – \$40 million; 2021 – \$39 million; and 2022 – \$36 million.

## 12. Regulatory Assets and Liabilities

Regulatory assets and liabilities arise as a result of the rate-setting process. Hydro One has recorded the following regulatory assets and liabilities:

December 31

(millions of dollars)	2017	2016
<b>Regulatory assets:</b>		
Deferred income tax regulatory asset	1,762	1,587
Pension benefit regulatory asset	981	900
Post-retirement and post-employment benefits	36	243
Environmental	196	204
Share-based compensation	40	31
Debt premium	27	32
Foregone revenue deferral	23	—
Distribution system code exemption	10	10
B2M LP start-up costs	4	5
Retail settlement variance account	—	145
2015–2017 rate rider	—	7
Pension cost variance	—	4
Other	16	14
Total regulatory assets	3,095	3,182
Less: current portion	(46)	(37)
	3,049	3,145
<b>Regulatory liabilities:</b>		
Green Energy expenditure variance	60	69
External revenue variance	46	64
CDM deferral variance	28	54
Pension cost variance	23	—
2015–2017 rate rider	6	—
Deferred income tax regulatory liability	5	4
Other	17	18
Total regulatory liabilities	185	209
Less: current portion	(57)	—
	128	209

### Deferred Income Tax Regulatory Asset and Liability

Deferred income taxes are recognized on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable income. The Company has recognized regulatory assets and liabilities that correspond to deferred income taxes that flow through the rate-setting process. In the absence of rate-regulated accounting, the Company's income tax expense would have been recognized using the liability method and there would be no regulatory accounts established for taxes to be recovered through future rates. As a result, the 2017 income tax expense would have been higher by approximately \$113 million (2016 – \$104 million).

On September 28, 2017, the OEB issued its Decision and Order on Hydro One Networks' 2017 and 2018 transmission rates revenue requirements (Decision). In its Decision, the OEB concluded that the net deferred tax asset resulting from transition from the payments in lieu of tax regime under the *Electricity Act* (Ontario) to tax payments under the federal and provincial tax regime should not accrue entirely to Hydro One's shareholders and that a portion should be shared with ratepayers. On November 9, 2017, the OEB issued a Decision and Order that calculated the portion of the tax savings that should be shared with ratepayers. The OEB's calculation would result in an impairment of Hydro One Networks' transmission deferred income tax regulatory asset of up to approximately \$515 million. If the OEB were to apply the same calculation for sharing in Hydro One Networks' 2018-2022 distribution rates, for which a decision is currently outstanding, it would result in an additional impairment of up to approximately \$370 million related to Hydro One Networks' distribution deferred income tax regulatory asset. In October 2017, the Company filed a Motion to Review and Vary (Motion) the Decision and filed an appeal with the Divisional Court of Ontario (Appeal). On December 19, 2017, the OEB granted a hearing of the merits of the Motion which is scheduled for mid-February 2018. In both cases, the Company's position is that the OEB made errors of fact and law in its determination of allocation of the tax savings between the shareholders and ratepayers. The Appeal is being held in abeyance pending the outcome of the Motion. If the Decision is upheld, based on the facts known at this time, the exposure from the potential impairments would be a one-time decrease in net income of up to approximately \$885 million. Based on the assumptions that the OEB applies established rate making principles in a manner consistent with its past practice and does not exercise its discretion to take other policy considerations into account, management is of the view that it is likely that the Company's Motion will be granted and the aforementioned tax savings will be allocated to the benefit of Hydro One shareholders.

### Pension Benefit Regulatory Asset

In accordance with OEB rate orders, pension costs are recovered on a cash basis as employer contributions are paid to the pension fund in accordance with the *Pension Benefits Act* (Ontario). The Company recognizes the net unfunded status of pension obligations on the Consolidated Balance Sheets with an offset to the associated regulatory asset. A regulatory asset is recognized because management considers it to be probable that pension benefit costs will be recovered in the future through the rate-setting process. The pension benefit obligation is remeasured to its fair value at each year end based on an annual actuarial report, with an offset to the associated

regulatory asset, to the extent of the remeasurement adjustment. In the absence of rate-regulated accounting, OCI would have been lower by \$80 million and operation, maintenance and administration expenses would have been higher by \$1 million (2016 – OCI higher by \$52 million).

### Post-Retirement and Post-Employment Benefits

The Company recognizes the net unfunded status of post-retirement and post-employment obligations on the Consolidated Balance Sheets with an incremental offset to the associated regulatory assets. A regulatory asset is recognized because management considers it to be probable that post-retirement and post-employment benefit costs will be recovered in the future through the rate-setting process. The post-retirement and post-employment benefit obligation is remeasured to its fair value at each year end based on an annual actuarial report, with an offset to the associated regulatory asset, to the extent of the remeasurement adjustment. In the absence of rate-regulated accounting, 2017 OCI would have been higher by \$207 million (2016 – lower by \$3 million).

### Environmental

Hydro One records a liability for the estimated future expenditures required to remediate environmental contamination. Because such expenditures are expected to be recoverable in future rates, the Company has recorded an equivalent amount as a regulatory asset. In 2017, the environmental regulatory asset increased by \$1 million (2016 – decreased by \$1 million) to reflect related changes in the Company's PCB liability, and increased by \$7 million (2016 – \$10 million) due to changes in the land assessment and remediation liability. The environmental regulatory asset is amortized to results of operations based on the pattern of actual expenditures incurred and charged to environmental liabilities. The OEB has the discretion to examine and assess the prudence and the timing of recovery of all of Hydro One's actual environmental expenditures. In the absence of rate-regulated accounting, 2017 operation, maintenance and administration expenses would have been higher by \$8 million (2016 – \$9 million). In addition, 2017 amortization expense would have been lower by \$24 million (2016 – \$20 million), and 2017 financing charges would have been higher by \$8 million (2016 – \$8 million).

### Share-Based Compensation

The Company recognizes costs associated with share grant plans in a regulatory asset as management considers it probable that share grant plans' costs will be recovered in the future through the rate-setting process. In the absence of rate-regulated accounting, 2017 operation, maintenance and administration expenses would have been higher by \$8 million (2016 – \$9 million). Share grant costs are transferred to labour costs at the time the share grants vest and are issued, and are recovered in rates in accordance with recovery of said labour costs.

### Debt Premium

The value of debt assumed in the acquisition of HOSSM has been recorded at fair value in accordance with US GAAP – Business Combinations. The OEB allows for recovery of interest at the coupon rate of the Senior Secured Bonds and a regulatory asset has been recorded for the difference between the fair value and face value of this debt. The debt premium is recovered over the remaining term of the debt.

### Foregone Revenue Deferral

As part of its September 2017 decision on Hydro One Networks' transmission rate application for 2017 and 2018 rates, the OEB approved the foregone revenue account to record the difference between revenue earned under the rates approved as part of the decision, effective January 1, 2017, and revenue earned under the interim rates until the approved 2017 rates were implemented. The OEB approved a similar account for B2M LP in June 2017 to record the difference between revenue earned under the newly approved rates, effective January 1, 2017, and the revenue recorded under the interim 2017 rates. The balances of these accounts will be returned to or recovered from ratepayers, respectively, over a one-year period ending December 31, 2018. The draft rate order submitted by Hydro One Networks was approved by the OEB in November, 2017. This draft rate order reflects the September 2017 decision, including a reduction of the amount of cash taxes approved for recovery in transmission rates due to the OEB's basis to share the savings resulting from a deferred tax asset with ratepayers. The Company's position in the aforementioned Motion is that the OEB made errors of fact and law in its determination of allocation of the tax savings between the shareholders and ratepayers. Therefore, the Company has also reflected the impact of the Company's position with respect to the Motion in the Foregone Revenue Deferral account. The timing for recovery of this impact will be determined as part of the outcome of the Motion.

### Distribution System Code (DSC) Exemption

In June 2010, Hydro One Networks filed an application with the OEB regarding the OEB's new cost responsibility rules contained in the OEB's October 2009 Notice of Amendment to the DSC, with respect to the connection of certain renewable generators that were already connected or that had received a connection impact assessment prior to October 21, 2009. The application sought approval to record and defer the unanticipated costs incurred by Hydro One Networks that resulted from the connection of certain renewable generation facilities. The OEB ruled that identified specific expenditures can be recorded in a deferral account subject to the OEB's review in subsequent Hydro One Networks distribution applications. In March 2015, the OEB approved the disposition of the DSC exemption deferral account balance at December 31, 2013, including accrued interest, which was recovered through the 2015-2017 Rate Rider. In addition, the OEB also approved Hydro One's request to discontinue this deferral account. There were no additions to this regulatory account in 2017 or 2016. The remaining balance in this account at December 31, 2016, including accrued interest, was requested for recovery through the 2018-2022 distribution rate application.

### B2M LP Start-up Costs

In December 2015, OEB issued its decision on B2M LP's application for 2015-2019 and as part of the decision approved the recovery of \$8 million of start-up costs relating to B2M LP. The costs are being recovered over a four-year period which began in 2016, in accordance with the OEB decision.

### Retail Settlement Variance Account (RSVA)

Hydro One has deferred certain retail settlement variance amounts under the provisions of Article 490 of the OEB's Accounting Procedures Handbook. In March 2015, the OEB approved the disposition of the total RSVA balance accumulated from January 2012 to December 2013, including accrued interest, to be recovered through the 2015-2017 Rate Rider.

### 2015-2017 Rate Rider

In March 2015, as part of its decision on Hydro One Networks' distribution rate application for 2015-2019, the OEB approved the disposition of certain deferral and variance accounts, including RSVAs and accrued interest. The 2015-2017 Rate Rider account included the balances approved for disposition by the OEB and was disposed of in accordance with the OEB decision over a 32-month period ended on December 31, 2017. The balance remaining in the account represents an over-collection to be returned to ratepayers in a future rate application. We have not requested recovery of the remaining balance of this account in the current distribution rate application.

### Pension Cost Variance

A pension cost variance account was established for Hydro One Networks' transmission and distribution businesses to track the difference between the actual pension expenses incurred and estimated pension costs approved by the OEB. The balance in this regulatory account reflects the deficit of pension costs paid as compared to OEB-approved amounts. In March 2015, the OEB approved the disposition of the distribution business portion of the total pension cost variance account at December 31, 2013, including accrued interest, which was recovered through the 2015-2017 Rate Rider. In September 2017, the OEB approved the disposition of the transmission business portion of the total pension cost variance account as at December 31, 2015, including accrued interest, which is being recovered over a two-year period ending December 31, 2018. In the absence of rate-regulated accounting, 2017 revenue would have been higher by \$24 million (2016 - \$25 million).

### Green Energy Expenditure Variance

In April 2010, the OEB requested the establishment of deferral accounts which capture the difference between the revenue recorded on the basis of Green Energy Plan expenditures incurred and the actual recoveries received.

### External Revenue Variance

In May 2009, the OEB approved forecasted amounts related to export service revenue, external revenue from secondary land use, and external revenue from station maintenance and engineering and construction work. In November 2012, the OEB again approved forecasted amounts related to these revenue categories and extended the scope to encompass all other external revenues. The external revenue variance account balance reflects the excess of actual external revenues compared to the OEB-approved forecasted amounts. In September 2017, the OEB approved the disposition of the external revenue variance account as at December 31, 2015, including accrued interest, which is being returned to customers over a two-year period ending December 31, 2018.

**CDM Deferral Variance Account**

As part of Hydro One Networks' application for 2013 and 2014 transmission rates, Hydro One agreed to establish a new regulatory deferral variance account to track the impact of actual Conservation and Demand Management (CDM) and demand response results on the load forecast compared to the estimated load forecast included in the revenue requirement. The balance in the CDM deferral variance account relates

to the actual 2013 and 2014 CDM compared to the amounts included in 2013 and 2014 revenue requirements, respectively. There were no additions to this regulatory account in 2017 or 2016. The balance of the account at December 31, 2015, including interest, was approved for disposition in the 2017-2018 transmission rate decision and is currently being drawn down over a 2-year period ending December 31, 2018.

**13. Accounts Payable and Other Current Liabilities**

December 31

(millions of dollars)	2017	2016
Accounts payable	177	181
Accrued liabilities	572	659
Accrued interest	99	105
Regulatory liabilities (Note 12)	57	—
	<b>905</b>	<b>945</b>

**14. Other Long-Term Liabilities**

December 31

(millions of dollars)	2017	2016
Post-retirement and post-employment benefit liability (Note 19)	1,519	1,641
Pension benefit liability (Note 19)	981	900
Environmental liabilities (Note 20)	168	177
Asset retirement obligations (Note 21)	9	9
Long-term accounts payable and other liabilities	30	25
	<b>2,707</b>	<b>2,752</b>

**15. Debt and Credit Agreements****Short-Term Notes and Credit Facilities**

Hydro One meets its short-term liquidity requirements in part through the issuance of commercial paper under Hydro One Inc.'s Commercial

Paper Program which has a maximum authorized amount of \$1.5 billion. These short-term notes are denominated in Canadian dollars with varying maturities up to 365 days. The Commercial Paper Program is supported by Hydro One Inc.'s committed revolving credit facilities totalling \$2.3 billion.

At December 31, 2017, Hydro One's consolidated committed, unsecured and undrawn credit facilities totalling \$2,550 million consisted of the following:

(millions of dollars)	Maturity	Amount
<b>Hydro One Inc.</b>		
Revolving standby credit facility	June 2022 <sup>1</sup>	2,300
<b>Hydro One</b>		
Five-year senior, revolving term credit facility	November 2021	250
<b>Total</b>		<b>2,550</b>

<sup>1</sup> In June 2017, the maturity date of Hydro One Inc.'s \$2.3 billion credit facilities was extended from June 2021 to June 2022.

The Company may use the credit facilities for working capital and general corporate purposes. If used, interest on the credit facilities would apply based on Canadian benchmark rates. The obligation of each lender to make any credit extension under its credit facility is subject to various conditions including that no event of default has occurred or would result from such credit extension.



**Long-Term Debt**

The following table presents long-term debt outstanding at December 31, 2017 and 2016:

December 31 (millions of dollars)	2017	2016
5.18% Series 13 notes due 2017	—	600
2.78% Series 28 notes due 2018	750	750
Floating-rate Series 31 notes due 2019 <sup>1</sup>	228	228
1.48% Series 37 notes due 2019 <sup>2</sup>	500	500
4.40% Series 20 notes due 2020	300	300
1.62% Series 33 notes due 2020 <sup>2</sup>	350	350
1.84% Series 34 notes due 2021	500	500
3.20% Series 25 notes due 2022	600	600
2.77% Series 35 notes due 2026	500	500
7.35% Debentures due 2030	400	400
6.93% Series 2 notes due 2032	500	500
6.35% Series 4 notes due 2034	385	385
5.36% Series 9 notes due 2036	600	600
4.89% Series 12 notes due 2037	400	400
6.03% Series 17 notes due 2039	300	300
5.49% Series 18 notes due 2040	500	500
4.39% Series 23 notes due 2041	300	300
6.59% Series 5 notes due 2043	315	315
4.59% Series 29 notes due 2043	435	435
4.17% Series 32 notes due 2044	350	350
5.00% Series 11 notes due 2046	325	325
3.91% Series 36 notes due 2046	350	350
3.72% Series 38 notes due 2047	450	450
4.00% Series 24 notes due 2051	225	225
3.79% Series 26 notes due 2062	310	310
4.29% Series 30 notes due 2064	50	50
Hydro One Inc. long-term debt (a)	9,923	10,523
6.6% Senior Secured Bonds due 2023 (Face value – \$110 million)	136	144
4.6% Note Payable due 2023 (Face value – \$36 million)	40	40
HOSSM long-term debt (b)	176	184
	10,099	10,707
Add: Net unamortized debt premiums	14	15
Add: Unrealized mark-to-market gain <sup>2</sup>	(9)	(2)
Less: Deferred debt issuance costs	(37)	(40)
Total long-term debt	10,067	10,680

1 The interest rates of the floating-rate notes are referenced to the three-month Canadian dollar bankers' acceptance rate, plus a margin.

2 The unrealized mark-to-market net gain relates to \$50 million of the Series 33 notes due 2020 and \$500 million Series 37 notes due 2019. The unrealized mark-to-market net gain is offset by a \$9 million (2016 – \$2 million) unrealized mark-to-market net loss on the related fixed-to-floating interest-rate swap agreements, which are accounted for as fair value hedges.

**(a) Hydro One Inc. Long-Term Debt**

At December 31, 2017, long-term debt of \$9,923 million (2016 – \$10,523 million) was outstanding, the majority of which was issued under Hydro One Inc.'s Medium Term Note (MTN) Program. The maximum authorized principal amount of notes issuable under the current MTN Program prospectus filed in December 2015 is \$3.5 billion.

At December 31 2017, \$1.2 billion remained available for issuance until January 2018. In 2017, no long-term debt was issued and \$600 million of long-term debt was repaid under the MTN Program (2016 – \$2,300 million issued and \$500 million repaid).

**(b) HOSSM Long-Term Debt**

At December 31, 2017, long-term debt of \$176 million (2016 – \$184 million), with a face value of \$146 million (2016 – \$148 million) was held by HOSSM. In 2017, \$2 million of HOSSM long-term debt was repaid (2016 – \$2 million).

The total long-term debt is presented on the consolidated balance sheets as follows:

December 31		
(millions of dollars)	2017	2016
Current liabilities:		
Long-term debt payable within one year	752	602
Long-term liabilities:		
Long-term debt	9,315	10,078
Total long-term debt	10,067	10,680

### Principal and Interest Payments

Principal repayments and related weighted average interest rates are summarized by the number of years to maturity in the following table:

Years to Maturity	Long-term Debt Principal Repayments (millions of dollars)	Weighted Average Interest Rate (%)
1 year	752	2.8
2 years	731	1.6
3 years	653	2.9
4 years	503	1.9
5 years	604	3.2
	3,243	2.5
6 – 10 years	631	3.5
Over 10 years	6,195	5.2
	10,069	4.2

Interest payment obligations related to long-term debt are summarized by year in the following table:

Year	Interest Payments (millions of dollars)
2018	426
2019	402
2020	384
2021	370
2022	355
	1,937
2023–2027	1,672
2028+	4,081
	7,690

## 16. Convertible Debentures

(millions of dollars, except as otherwise noted)	
Maturity date	September 30, 2027
Coupon rate	4.00%
Conversion price per common share	\$ 21.40
Carrying value at December 31, 2016	—
Receipt of Initial Instalment, net of deferred financing costs	486
Amortization of deferred financing costs	1
Carrying value at December 31, 2017	487
Face value at December 31, 2017	513

On August 9, 2017, in connection with the acquisition of Avista Corporation, the Company completed the sale of \$1,540 million aggregate principal amount of 4.00% convertible unsecured subordinated debentures (Convertible Debentures) represented by instalment receipts, which included the exercise in full of the over-allotment option granted to the underwriters to purchase an additional \$140 million aggregate principal amount of the Convertible Debentures (Debenture Offering).

The Convertible Debentures were sold on an instalment basis at a price of \$1,000 per Convertible Debenture, of which \$333 (Initial Instalment) was paid on closing of the Debenture Offering and the remaining \$667 (Final Instalment) is payable on a date (Final Instalment Date) to be fixed by the Company following satisfaction of conditions precedent to the closing of the acquisition of Avista Corporation. The gross proceeds received from the Initial Instalment were \$513 million. The Company incurred financing costs of \$27 million, which are being amortized to financing charges over approximately 10 years, the contractual term of the Convertible Debentures, using the effective interest rate method.

The Convertible Debentures will mature on September 30, 2027. A coupon rate of 4% is paid on the \$1,540 million aggregate principal amount of the Convertible Debentures, and based on the carrying value of the Initial Instalment, this translates into an effective annual yield of 12%. After the Final Instalment Date, the interest rate will be 0%. The interest expense recorded in 2017 is \$24 million.

If the Final Instalment Date occurs on a day that is prior to the first anniversary of the closing of the Debenture Offering, holders of the Convertible Debentures who have paid the Final Instalment on or before the Final Instalment Date will be entitled to receive, in addition to the payment of accrued and unpaid interest to and including the Final Instalment Date, an amount equal to the interest that would have accrued from the day following the Final Instalment Date to and including the first anniversary of the closing of the Debenture Offering had the Convertible Debentures remained outstanding and continued to accrue interest until and including such date (Make-Whole Payment). No Make-Whole Payment will be payable if the Final Instalment Date occurs on or after the first anniversary of the closing of the Debenture Offering.

At the option of the holders and provided that payment of the Final Instalment has been made, each Convertible Debenture will be convertible into common shares of the Company at any time on or after the Final Instalment Date, but prior to the earlier of maturity or redemption by the Company, at a conversion price of \$21.40 per common share, being a conversion rate of 46.7290 common shares per \$1,000 principal amount of Convertible Debentures. The conversion feature meets the definition of a Beneficial Conversion Feature (BCF), with an intrinsic value of approximately \$92 million. Due to the contingency associated with the debentureholders' ability to exercise the conversion, the BCF has not been recognized. Between the time the contingency is resolved and the Final Instalment Date, the Company will recognize approximately \$92 million of interest expense associated with amortization of the BCF.

Prior to the Final Instalment Date, the Convertible Debentures may not be redeemed by the Company, except that the Convertible Debentures will be redeemed by the Company at a price equal to their principal amount plus accrued and unpaid interest following the earlier of: (i) notification to holders that the conditions necessary to approve the acquisition of Avista Corporation will not be satisfied; (ii) termination of the acquisition agreement; and (iii) May 1, 2019 if notice of the Final Instalment Date has not been given to holders on or before April 30, 2019. Upon any such redemption, the Company will pay for each Convertible Debenture (i) \$333 plus accrued and unpaid interest to the holder of the instalment receipt; and (ii) \$667 to the selling debentureholder on behalf of the holder of the instalment receipt in satisfaction of the final instalment. In addition, after the Final Instalment Date, any Convertible Debentures not converted may be redeemed by the Company at a price equal to their principal amount plus any unpaid interest, which accrued prior to and including the Final Instalment Date.

At maturity, the Company will have the right to pay the principal amount due in common shares, which will be valued at 95% of their weighted average trading price on the Toronto Stock Exchange for the 20 consecutive trading days ending five trading days preceding the maturity date.

## 17. Fair Value of Financial Instruments and Risk Management

Fair value is considered to be the exchange price in an orderly transaction between market participants to sell an asset or transfer a liability at the measurement date. The fair value definition focuses on an exit price, which is the price that would be received in the sale of an asset or the amount that would be paid to transfer a liability.

Hydro One classifies its fair value measurements based on the following hierarchy, as prescribed by the accounting guidance for fair value, which prioritizes the inputs to valuation techniques used to measure fair value into three levels:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that Hydro One has the ability to access. An active market for the asset or liability is one in which transactions for the asset or liability occur with sufficient frequency and volume to provide ongoing pricing information.

Level 2 inputs are those other than quoted market prices that are observable, either directly or indirectly, for an asset or liability. Level 2 inputs include, but are not limited to, quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active and inputs other than quoted market prices that are observable for the asset or liability, such as interest-rate curves and yield curves observable at commonly quoted intervals, volatilities, credit risk and default rates. A Level 2 measurement cannot have more than an insignificant portion of the valuation based on unobservable inputs.

Level 3 inputs are any fair value measurements that include unobservable inputs for the asset or liability for more than an insignificant portion of the valuation. A Level 3 measurement may be based primarily on Level 2 inputs.

**Non-Derivative Financial Assets and Liabilities**

At December 31, 2017 and 2016, the Company's carrying amounts of cash and cash equivalents, accounts receivable, due from related parties, short-term notes payable, accounts payable, and due to related parties are representative of fair value due to the short-term nature of these instruments.

**Fair Value Measurements of Long-Term Debt**

The fair values and carrying values of the Company's long-term debt at December 31, 2017 and 2016 are as follows:

December 31

(millions of dollars)	2017 Carrying Value	2017 Fair Value	2016 Carrying Value	2016 Fair Value
\$50 million of MTN Series 33 notes	49	49	50	50
\$500 million MTN Series 37 notes	492	492	498	498
Other notes and debentures	9,526	11,027	10,132	11,462
Long-term debt, including current portion	10,067	11,568	10,680	12,010

**Fair Value Measurements of Derivative Instruments**

At December 31, 2017, Hydro One Inc. had interest-rate swaps in the amount of \$550 million (2016 – \$550 million) that were used to convert fixed-rate debt to floating-rate debt. These swaps are classified as fair value hedges. Hydro One Inc.'s fair value hedge exposure was approximately 6% (2016 – 5%) of its total long-term debt. At December 31, 2017, Hydro One Inc. had the following interest-rate swaps designated as fair value hedges:

- a \$50 million fixed-to-floating interest-rate swap agreement to convert \$50 million of the \$350 million MTN Series 33 notes maturing April 30, 2020 into three-month variable rate debt; and
- two \$125 million and one \$250 million fixed-to-floating interest-rate swap agreements to convert the \$500 million MTN Series 37 notes maturing November 18, 2019 into three-month variable rate debt.

In October 2017, the Company entered into a deal-contingent foreign exchange forward contract to convert \$1.4 billion Canadian to US dollars at an initial forward rate of 1.27486 Canadian per 1.00 US dollars, and a range up to 1.28735 Canadian per 1.00 US dollars based on the settlement date. The contract is contingent on the Company closing the proposed Avista Corporation acquisition (see Note 4 – Business Combinations) and is intended to mitigate the foreign currency risk related to the portion of the Avista Corporation acquisition purchase price financed with the issuance of Convertible Debentures (see Note 16 – Convertible Debentures). If the acquisition does not close, the contract would not be completed and no amounts would be exchanged. The contract can be executed upon approval of the acquisition up to March 31, 2019. This contract is an economic hedge and does not qualify for hedge accounting. It has been accounted for as an undesignated contract.

At December 31, 2017 and 2016, the Company had no interest-rate swaps classified as undesignated contracts.

**Fair Value Hierarchy**

The fair value hierarchy of financial assets and liabilities at December 31, 2017 and 2016 is as follows:

December 31, 2017

(millions of dollars)	Carrying Value	Fair Value	Level 1	Level 2	Level 3
<b>Assets:</b>					
Cash and cash equivalents	25	25	25	—	—
	25	25	25	—	—
<b>Liabilities:</b>					
Short-term notes payable	926	926	926	—	—
Long-term debt, including current portion	10,067	11,568	—	11,568	—
Convertible debentures	487	574	574	—	—
Derivative instruments					
Fair value hedges – interest-rate swaps	9	9	9	—	—
Foreign exchange contract	3	3	—	—	3
	11,492	13,080	1,509	11,568	3

December 31, 2016

(millions of dollars)	Carrying Value	Fair Value	Level 1	Level 2	Level 3
<b>Assets:</b>					
Cash and cash equivalents	50	50	50	—	—
	50	50	50	—	—
<b>Liabilities:</b>					
Short-term notes payable	469	469	469	—	—
Long-term debt, including current portion	10,680	12,010	—	12,010	—
Derivative instruments					
Fair value hedges – interest-rate swaps	2	2	2	—	—
	11,151	12,481	471	12,010	—

Cash and cash equivalents include cash and short-term investments.

The carrying values are representative of fair value because of the short-term nature of these instruments.

The fair value of the hedged portion of the long-term debt is primarily based on the present value of future cash flows using a swap yield curve to determine the assumption for interest rates. The fair value of the unhedged portion of the long-term debt is based on unadjusted period-end market prices for the same or similar debt of the same remaining maturities.

The fair value of the convertible debentures is based on their closing price on December 29, 2017 (last business day in December 2017), as posted on the Toronto Stock Exchange.

The Company uses derivative instruments as an economic hedge for foreign exchange risk. The value of the foreign exchange contract is derived using valuation models commonly used for derivatives. These valuation models require a variety of inputs, including contractual terms, forward price yield curves, probability of closing the Avista Corporation acquisition, and the contract settlement of date. The Company's valuation models also reflect measurements for credit risk. The fair value of the foreign exchange contract includes significant unobservable inputs, and therefore has been classified accordingly as Level 3. The significant unobservable inputs used in the fair value measurement of the foreign exchange contract relates to the assessment of probability of closing the Avista Corporation acquisition and the contract settlement date.

### Changes in the Fair Value of Financial Instruments Classified in Level 3

The following table summarizes the changes in fair value of financial instruments classified in Level 3 for the years ended December 31, 2017 and 2016.

Year ended December 31	2017	2016
(millions of dollars)		
Fair value, beginning of year	—	—
Unrealized loss on foreign exchange contract included in financing charges (Note 6)	3	—
Fair value, end of year	3	—

There were no transfers between any of the fair value levels during the years ended December 31, 2017 or 2016.

### Risk Management

Exposure to market risk, credit risk and liquidity risk arises in the normal course of the Company's business.

#### Market Risk

Market risk refers primarily to the risk of loss which results from changes in costs, foreign exchange rates and interest rates. The Company is exposed to fluctuations in interest rates, as its regulated return on equity is derived using a formulaic approach that takes anticipated interest rates into account. The Company is not currently exposed to material commodity price risk.

The Company uses a combination of fixed and variable-rate debt to manage the mix of its debt portfolio. The Company also uses derivative financial instruments to manage interest-rate risk. The Company utilizes interest-rate swaps, which are typically designated as fair value hedges, as a means to manage its interest rate exposure to achieve a lower cost of debt. The Company may also utilize interest-rate derivative instruments to lock in interest-rate levels in anticipation of future financing.

A hypothetical 100 basis points increase in interest rates associated with variable-rate debt would not have resulted in a significant decrease in Hydro One's net income for the years ended December 31, 2017 and 2016.

The Company is exposed to foreign exchange fluctuations as a result of entering into a deal-contingent foreign exchange forward agreement (see section Fair Value Measurements of Derivative Instruments above). This agreement is intended to mitigate the foreign currency risk related to the portion of the Avista Corporation acquisition purchase price financed with the issuance of Convertible Debentures (see Note 16 – Convertible Debentures).

For derivative instruments that are designated and qualify as fair value hedges, the gain or loss on the derivative instrument as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in the Consolidated Statements of Operations and Comprehensive Income. The net unrealized loss (gain) on the hedged debt and the related interest-rate swaps for the years ended December 31, 2017 and 2016 was not material.

#### Credit Risk

Financial assets create a risk that a counterparty will fail to discharge an obligation, causing a financial loss. At December 31, 2017 and 2016, there were no significant concentrations of credit risk with respect to any class of financial assets. The Company's revenue is earned from a broad base of customers. As a result, Hydro One did not earn a material amount of revenue from any single customer. At December 31, 2017 and 2016, there was no material accounts receivable balance due from any single customer.

At December 31, 2017, the Company's provision for bad debts was \$29 million (2016 – \$35 million). Adjustments and write-offs are determined on the basis of a review of overdue accounts, taking into consideration historical experience. At December 31, 2017, approximately 5% (2016 – 6%) of the Company's net accounts receivable were outstanding for more than 60 days.

Hydro One manages its counterparty credit risk through various techniques including: entering into transactions with highly rated counterparties; limiting total exposure levels with individual counterparties; entering into master agreements which enable net settlement and the contractual right of offset; and monitoring the financial condition of counterparties. The Company monitors current credit exposure to counterparties both on an individual and an aggregate basis. The Company's credit risk for accounts receivable is limited to the carrying amounts on the Consolidated Balance Sheets.

Derivative financial instruments result in exposure to credit risk since there is a risk of counterparty default. The credit exposure of derivative contracts, before collateral, is represented by the fair value of contracts at the reporting date. At December 31, 2017 and 2016, the counterparty credit risk exposure on the fair value of these interest-rate swap contracts was not material. At December 31, 2017, Hydro One's credit exposure for all derivative instruments, and applicable payables and receivables, had a credit rating of investment grade, with four financial institutions as the counterparties.

#### Liquidity Risk

Liquidity risk refers to the Company's ability to meet its financial obligations as they come due. Hydro One meets its short-term liquidity requirements using cash and cash equivalents on hand, funds from operations, the issuance of commercial paper, and the revolving standby credit facilities. The short-term liquidity under the Commercial Paper Program, revolving standby credit facilities, and anticipated levels of funds from operations are expected to be sufficient to fund normal operating requirements.

## 18. Capital Management

The Company's objectives with respect to its capital structure are to maintain effective access to capital on a long-term basis at reasonable rates, and to deliver appropriate financial returns. In order to ensure ongoing access to capital, the Company targets to maintain strong credit quality. At December 31, 2017 and 2016, the Company's capital structure was as follows:

December 31		
(millions of dollars)	2017	2016
Long-term debt payable within one year	752	602
Short-term notes payable	926	469
Less: cash and cash equivalents	(25)	(50)
	1,653	1,021
Long-term debt	9,315	10,078
Convertible debentures	487	—
Preferred shares	418	418
Common shares	5,631	5,623
Retained earnings	4,090	3,950
<b>Total capital</b>	<b>21,594</b>	<b>21,090</b>



Hydro One Inc. and HOSSM have customary covenants typically associated with long-term debt. Hydro One Inc.'s long-term debt and credit facility covenants limit permissible debt to 75% of its total capitalization, limit the ability to sell assets and impose a negative pledge provision, subject to customary exceptions. At December 31, 2017, the Company was in compliance with all financial covenants and limitations associated with the outstanding borrowings and credit facilities.

## 19. Pension and Post-Retirement and Post-Employment Benefits

Hydro One has a defined benefit pension plan (Pension Plan), a defined contribution pension plan (DC Plan), a supplemental pension plan (Supplemental Plan), and post-retirement and post-employment benefit plans.

### DC Plan

Hydro One established a DC Plan effective January 1, 2016. The DC Plan covers eligible management employees hired on or after January 1, 2016, as well as management employees hired before January 1, 2016 who were not eligible or had not irrevocably elected to join the Pension Plan as of September 30, 2015. Members of the DC Plan have an option to contribute 4%, 5% or 6% of their pensionable earnings, with matching contributions by Hydro One.

Hydro One contributions to the DC Plan for the year ended December 31, 2017 were \$1 million (2016 – less than \$1 million). At December 31, 2017, Company contributions payable included in accrued liabilities on the Consolidated Balance Sheets were less than \$1 million (2016 – less than \$1 million).

### Pension Plan, Supplemental Plan, and Post-Retirement and Post-Employment Plans

The Pension Plan is a defined benefit contributory plan which covers eligible regular employees of Hydro One and its subsidiaries. The Pension Plan provides benefits based on highest three-year average pensionable earnings. For management employees who commenced employment on or after

January 1, 2004, and for The Society of Energy Professionals (The Society)-represented staff hired after November 17, 2005, benefits are based on highest five-year average pensionable earnings. After retirement, pensions are indexed to inflation. Membership in the Pension Plan was closed to management employees who were not eligible or had not irrevocably elected to join the Pension Plan as of September 30, 2015. These employees are eligible to join the DC Plan.

Company and employee contributions to the Pension Plan are based on actuarial valuations performed at least every three years. Annual Pension Plan contributions for 2017 of \$87 million (2016 – \$108 million) were based on an actuarial valuation effective December 31, 2016 (2016 – based on an actuarial valuation effective December 31, 2015) and the level of pensionable earnings. Estimated annual Pension Plan contributions for 2018 and 2019 are approximately \$71 million for each year based on the actuarial valuation as at December 31, 2016 and projected levels of pensionable earnings. Future minimum contributions beyond 2019 will be based on an actuarial valuation effective no later than December 31, 2019. Contributions are payable one month in arrears. All of the contributions are expected to be in the form of cash.

The Supplemental Plan provides members of the Pension Plan with benefits that would have been earned and payable under the Pension Plan but for limitations imposed by the *Income Tax Act* (Canada). The Supplemental Plan obligation is included with other post-retirement and post-employment benefit obligations on the Consolidated Balance Sheets.

Hydro One recognizes the overfunded or underfunded status of the Pension Plan, and post-retirement and post-employment benefit plans (Plans) as an asset or liability on its Consolidated Balance Sheets, with offsetting regulatory assets and liabilities as appropriate. The underfunded benefit obligations for the Plans, in the absence of regulatory accounting, would be recognized in AOCI. The impact of changes in assumptions used to measure pension, post-retirement and post-employment benefit obligations is generally recognized over the expected average remaining service period of the employees. The measurement date for the Plans is December 31.

Year ended December 31

(millions of dollars)	2017	Pension Benefits 2016	Post-Retirement and Post-Employment Benefits	
			2017	2016
<b>Change in projected benefit obligation</b>				
Projected benefit obligation, beginning of year	7,774	7,683	1,690	1,610
Current service cost	147	144	49	42
Employee contributions	49	45	67	—
Interest cost	304	308	—	67
Benefits paid	(368)	(354)	(44)	(43)
Net actuarial loss (gain)	352	(52)	(197)	14
Projected benefit obligation, end of year	8,258	7,774	1,565	1,690
<b>Change in plan assets</b>				
Fair value of plan assets, beginning of year	6,874	6,731	—	—
Actual return on plan assets	662	370	—	—
Benefits paid	(368)	(354)	(34)	(43)
Employer contributions	87	108	34	43
Employee contributions	49	45	—	—
Administrative expenses	(27)	(26)	—	—
Fair value of plan assets, end of year	7,277	6,874	—	—
Unfunded status	981	900	1,565	1,690

Hydro One presents its benefit obligations and plan assets net on its Consolidated Balance Sheets as follows:

December 31

(millions of dollars)	2017	Pension Benefits 2016	Post-Retirement and Post-Employment Benefits	
			2017	2016
Other assets <sup>1</sup>	1	1	—	—
Accrued liabilities	—	—	53	56
Pension benefit liability	981	900	—	—
Post-retirement and post-employment benefit liability <sup>2</sup>	—	—	1,519	1,641
Net unfunded status	980	899	1,572	1,697

1 Represents the funded status of HOSSM defined benefit pension plan.

2 Includes \$7 million (2016 – \$7 million) relating to HOSSM post-employment benefit plans.

The funded or unfunded status of the pension, post-retirement and post-employment benefit plans refers to the difference between the fair value of plan assets and the projected benefit obligations for the Plans. The funded/unfunded status changes over time due to several factors, including contribution levels, assumed discount rates and actual returns on plan assets.

The following table provides the projected benefit obligation (PBO), accumulated benefit obligation (ABO) and fair value of plan assets for the Pension Plan:

December 31

(millions of dollars)	2017	2016
PBO	8,258	7,774
ABO	7,614	7,094
Fair value of plan assets	7,277	6,874

On an ABO basis, the Pension Plan was funded at 96% at December 31, 2017 (2016 – 97%). On a PBO basis, the Pension Plan was funded at 88% at December 31, 2017 (2016 – 88%). The ABO differs from the PBO in that the ABO includes no assumption about future compensation levels.

**Components of Net Periodic Benefit Costs**

The following table provides the components of the net periodic benefit costs for the years ended December 31, 2017 and 2016 for the Pension Plan:

Year ended December 31		
(millions of dollars)	2017	2016
Current service cost	147	144
Interest cost	304	308
Expected return on plan assets, net of expenses	(442)	(432)
Amortization of actuarial losses	79	96
Net periodic benefit costs	88	116
Charged to results of operations <sup>1</sup>	39	48

<sup>1</sup> The Company accounts for pension costs consistent with their inclusion in OEB-approved rates. During the year ended December 31, 2017, pension costs of \$87 million (2016 – \$108 million) were attributed to labour, of which \$39 million (2016 – \$48 million) was charged to operations, and \$48 million (2016 – \$60 million) was capitalized as part of the cost of property, plant and equipment and intangible assets.

The following table provides the components of the net periodic benefit costs for the years ended December 31, 2017 and 2016 for the post-retirement and post-employment benefit plans:

Year ended December 31		
(millions of dollars)	2017	2016
Current service cost	49	42
Interest cost	67	67
Amortization of actuarial losses	16	15
Net periodic benefit costs	132	124
Charged to results of operations	59	55

**Assumptions**

The measurement of the obligations of the Plans and the costs of providing benefits under the Plans involves various factors, including the development of valuation assumptions and accounting policy elections. When developing the required assumptions, the Company considers historical information as well as future expectations. The measurement of benefit obligations and costs is impacted by several assumptions including the discount rate applied to benefit obligations, the long-term expected rate of return on plan assets, Hydro One's expected level of contributions to the Plans, the incidence of mortality, the expected remaining service period of plan participants, the

level of compensation and rate of compensation increases, employee age, length of service, and the anticipated rate of increase of health care costs, among other factors. The impact of changes in assumptions used to measure the obligations of the Plans is generally recognized over the expected average remaining service period of the plan participants. In selecting the expected rate of return on plan assets, Hydro One considers historical economic indicators that impact asset returns, as well as expectations regarding future long-term capital market performance, weighted by target asset class allocations. In general, equity securities, real estate and private equity investments are forecasted to have higher returns than fixed-income securities.

The following weighted average assumptions were used to determine the benefit obligations at December 31, 2017 and 2016:

Year ended December 31	2017	Pension Benefits 2016	Post-Retirement and Post-Employment Benefits 2017	2016
<b>Significant assumptions:</b>				
Weighted average discount rate	3.40%	3.90%	3.40%	3.90%
Rate of compensation scale escalation (long-term)	2.50%	2.50%	2.50%	2.50%
Rate of cost of living increase	2.00%	2.00%	2.00%	2.00%
Rate of increase in health care cost trends <sup>1</sup>	—	—	4.04%	4.36%

<sup>1</sup> 5.26% per annum in 2018, grading down to 4.04% per annum in and after 2031 (2016 – 6.25% in 2017, grading down to 4.36% per annum in and after 2031).

The following weighted average assumptions were used to determine the net periodic benefit costs for the years ended December 31, 2017 and 2016. Assumptions used to determine current year-end benefit obligations are the assumptions used to estimate the subsequent year's net periodic benefit costs.

Year ended December 31	2017	2016
<b>Pension Benefits:</b>		
Weighted average expected rate of return on plan assets	6.50%	6.50%
Weighted average discount rate	3.90%	4.00%
Rate of compensation scale escalation (long-term)	2.50%	2.50%
Rate of cost of living increase	2.00%	2.00%
Average remaining service life of employees (years)	15	15
<b>Post-Retirement and Post-Employment Benefits:</b>		
Weighted average discount rate	3.90%	4.10%
Rate of compensation scale escalation (long-term)	2.50%	2.50%
Rate of cost of living increase	2.00%	2.00%
Average remaining service life of employees (years)	15.2	15.3
Rate of increase in health care cost trends <sup>1</sup>	4.36%	4.36%

1 6.25% per annum in 2017, grading down to 4.36% per annum in and after 2031 (2016 – 6.38% in 2016, grading down to 4.36% per annum in and after 2031).

The discount rate used to determine the current year pension obligation and the subsequent year's net periodic benefit costs is based on a yield curve approach. Under the yield curve approach, expected future benefit payments for each plan are discounted by a rate on a third-party bond yield curve

corresponding to each duration. The yield curve is based on "AA" long-term corporate bonds. A single discount rate is calculated that would yield the same present value as the sum of the discounted cash flows.

The effect of a 1% change in health care cost trends on the projected benefit obligation for the post-retirement and post-employment benefits at December 31, 2017 and 2016 is as follows:

December 31	2017	2016
(millions of dollars)		
<b>Projected benefit obligation:</b>		
Effect of a 1% increase in health care cost trends	250	289
Effect of a 1% decrease in health care cost trends	(189)	(221)

The effect of a 1% change in health care cost trends on the service cost and interest cost for the post-retirement and post-employment benefits for the years ended December 31, 2017 and 2016 is as follows:

Year ended December 31	2017	2016
(millions of dollars)		
<b>Service cost and interest cost:</b>		
Effect of a 1% increase in health care cost trends	29	23
Effect of a 1% decrease in health care cost trends	(20)	(17)

The following approximate life expectancies were used in the mortality assumptions to determine the projected benefit obligations for the pension and post-retirement and post-employment plans at December 31, 2017 and 2016:

December 31, 2017				December 31, 2016			
Life expectancy at 65 for a member currently at		Life expectancy at 65 for a member currently at		Life expectancy at 65 for a member currently at		Life expectancy at 65 for a member currently at	
Age 65	Age 45	Age 65	Age 45	Age 65	Age 45	Age 65	Age 45
Male	Female	Male	Female	Male	Female	Male	Female
22	24	23	24	22	24	23	24

**Estimated Future Benefit Payments**

At December 31, 2017, estimated future benefit payments to the participants of the Plans were:

(millions of dollars)	Pension Benefits	Post-Retirement and Post-Employment Benefits
2018	326	53
2019	335	54
2020	342	56
2021	350	57
2022	358	58
2023 through to 2027	1,866	312
Total estimated future benefit payments through to 2027	3,597	590

**Components of Regulatory Assets**

A portion of actuarial gains and losses and prior service costs is recorded within regulatory assets on Hydro One's Consolidated Balance Sheets to reflect the expected regulatory inclusion of these amounts in future rates, which would otherwise be recorded in OCI. The following table provides the actuarial gains and losses and prior service costs recorded within regulatory assets:

Year ended December 31

(millions of dollars)	2017	2016
<b>Pension Benefits:</b>		
Actuarial loss (gain) for the year	159	35
Amortization of actuarial losses	(79)	(96)
	80	(61)
<b>Post-Retirement and Post-Employment Benefits:</b>		
Actuarial loss (gain) for the year	(197)	14
Amortization of actuarial losses	(16)	(15)
Amounts not subject to regulatory treatment	6	4
	(207)	(3)

The following table provides the components of regulatory assets that have not been recognized as components of net periodic benefit costs for the years ended December 31, 2017 and 2016:

Year ended December 31

(millions of dollars)	2017	2016
<b>Pension Benefits:</b>		
Actuarial loss	981	900
<b>Post-Retirement and Post-Employment Benefits:</b>		
Actuarial loss	36	243

The following table provides the components of regulatory assets at December 31 that are expected to be amortized as components of net periodic benefit costs in the following year:

December 31

(millions of dollars)	Pension Benefits		Post-Retirement and Post-Employment Benefits	
	2017	2016	2017	2016
Actuarial loss	84	79	2	6

## Pension Plan Assets

### Investment Strategy

On a regular basis, Hydro One evaluates its investment strategy to ensure that Pension Plan assets will be sufficient to pay Pension Plan benefits when due. As part of this ongoing evaluation, Hydro One may make changes to its targeted asset allocation and investment strategy. The Pension Plan is managed at a net asset level. The main objective of the Pension Plan is to sustain a certain level of net assets in order to meet the pension obligations of the Company. The Pension Plan fulfills its primary objective by adhering to specific investment policies outlined in its Summary of

Investment Policies and Procedures (SIPP), which is reviewed and approved by the Human Resource Committee of Hydro One's Board of Directors. The Company manages net assets by engaging knowledgeable external investment managers who are charged with the responsibility of investing existing funds and new funds (current year's employee and employer contributions) in accordance with the approved SIPP. The performance of the managers is monitored through a governance structure. Increases in net assets are a direct result of investment income generated by investments held by the Pension Plan and contributions to the Pension Plan by eligible employees and by the Company. The main use of net assets is for benefit payments to eligible Pension Plan members.

### Pension Plan Asset Mix

At December 31, 2017, the Pension Plan target asset allocations and weighted average asset allocations were as follows:

	Target Allocation (%)	Pension Plan Assets (%)
Equity securities	55	60
Debt securities	35	31
Other <sup>1</sup>	10	9
	100	100

1 Other investments include real estate and infrastructure investments.

At December 31, 2017, the Pension Plan held \$11 million (2016 – \$11 million) Hydro One corporate bonds and \$415 million (2016 – \$450 million) of debt securities of the Province.

### Concentrations of Credit Risk

Hydro One evaluated its Pension Plan's asset portfolio for the existence of significant concentrations of credit risk as at December 31, 2017 and 2016. Concentrations that were evaluated include, but are not limited to, investment concentrations in a single entity, concentrations in a type of industry, and concentrations in individual funds. At December 31, 2017 and 2016, there were no significant concentrations (defined as greater than 10% of plan assets) of risk in the Pension Plan's assets.

The Pension Plan's Statement of Investment Beliefs and Guidelines provides guidelines and restrictions for eligible investments taking into account credit ratings, maximum investment exposure and other controls in order to limit the impact of this risk. The Pension Plan manages its counterparty credit risk with respect to bonds by investing in investment-grade and government bonds and with respect to derivative instruments by transacting only with highly rated financial institutions, and also by ensuring that exposure is diversified across counterparties. The risk of default on transactions in listed securities is considered minimal, as the trade will fail if either party to the transaction does not meet its obligation.

### Fair Value Measurements

The following tables present the Pension Plan assets measured and recorded at fair value on a recurring basis and their level within the fair value hierarchy at December 31, 2017 and 2016:

December 31, 2017

(millions of dollars)	Level 1	Level 2	Level 3	Total
Pooled funds	—	16	549	565
Cash and cash equivalents	153	—	—	153
Short-term securities	—	109	—	109
Derivative instruments	—	5	—	5
Corporate shares – Canadian	921	—	—	921
Corporate shares – Foreign	3,307	125	—	3,432
Bonds and debentures – Canadian	—	1,879	—	1,879
Bonds and debentures – Foreign	—	194	—	194
Total fair value of plan assets <sup>1</sup>	4,381	2,328	549	7,258

1 At December 31, 2017, the total fair value of Pension Plan assets and liabilities excludes \$28 million of interest and dividends receivable, \$10 million of pension administration expenses payable, \$1 million of sold investments receivable and \$1 million of purchased investments payable.



December 31, 2016

(millions of dollars)	Level 1	Level 2	Level 3	Total
Pooled funds	—	20	425	445
Cash and cash equivalents	146	—	—	146
Short-term securities	—	127	—	127
Corporate shares – Canadian	911	—	—	911
Corporate shares – Foreign	2,985	113	—	3,098
Bonds and debentures – Canadian	—	1,943	—	1,943
Bonds and debentures – Foreign	—	193	—	193
Total fair value of plan assets <sup>1</sup>	4,042	2,396	425	6,863

1 At December 31, 2016, the total fair value of Pension Plan assets excludes \$27 million of interest and dividends receivable, \$15 million of purchased investments payable, \$9 million of pension administration expenses payable, and \$7 million of sold investments receivable.

See note 17 – Fair Value of Financial Instruments and Risk Management for a description of levels within the fair value hierarchy.

### Changes in the Fair Value of Financial Instruments Classified in Level 3

The following table summarizes the changes in fair value of financial instruments classified in Level 3 for the years ended December 31, 2017 and 2016.

Year ended December 31

(millions of dollars)	2017	2016
Fair value, beginning of year	425	301
Realized and unrealized gains	(31)	23
Purchases	171	151
Sales and disbursements	(16)	(50)
Fair value, end of year	549	425

There were no significant transfers between any of the fair value levels during the years ended December 31, 2017 and 2016.

The Company performs sensitivity analysis for fair value measurements classified in Level 3, substituting the unobservable inputs with one or more reasonably possible alternative assumptions. This sensitivity analysis resulted in negligible changes in the fair value of financial instruments classified in this level.

### Valuation Techniques Used to Determine Fair Value

Pooled funds mainly consist of private equity, real estate and infrastructure investments. Private equity investments represent private equity funds that invest in operating companies that are not publicly traded on a stock exchange. Investment strategies in private equity include limited partnerships in businesses that are characterized by high internal growth and operational efficiencies, venture capital, leveraged buyouts and special situations such as distressed investments. Real estate and infrastructure investments represent funds that invest in real assets which are not publicly traded on a stock exchange. Investment strategies in real estate include limited partnerships that seek to generate a total return through income and capital growth by investing primarily in global and Canadian limited partnerships. Investment strategies in infrastructure include limited partnerships in core infrastructure assets focusing on assets that generate stable, long-term cash flows and deliver incremental returns relative to conventional fixed-income investments. Private equity, real estate and infrastructure valuations are reported by the fund manager and are based on the valuation of the underlying investments which includes inputs such

The Pension Plan classifies financial instruments as Level 3 when the fair value is measured based on at least one significant input that is not observable in the markets or due to lack of liquidity in certain markets. The gains and losses presented in the table below may include changes in fair value based on both observable and unobservable inputs.

as cost, operating results, discounted future cash flows and market-based comparable data. Since these valuation inputs are not highly observable, private equity and infrastructure investments have been categorized as Level 3 within pooled funds.

Cash equivalents consist of demand cash deposits held with banks and cash held by the investment managers. Cash equivalents are categorized as Level 1.

Short-term securities are valued at cost plus accrued interest, which approximates fair value due to their short-term nature. Short-term securities are categorized as Level 2.

Derivative instruments are used to hedge the Pension Plan's foreign currency exposure back to Canadian dollars. The most significant currencies being hedged against the Canadian dollar are the United States dollar, Euro, and Japanese Yen. The terms to maturity of the forward exchange contracts at December 31, 2017 are within three months. The fair value of the derivative instruments is determined using inputs other than quoted prices that are observable for these assets. The fair value is determined using standard interpolation methodology primarily based on the World Markets exchange rates. Derivative instruments are categorized as Level 2.

Corporate shares are valued based on quoted prices in active markets and are categorized as Level 1. Investments denominated in foreign currencies are translated into Canadian currency at year-end rates of exchange.

Bonds and debentures are presented at published closing trade quotations, and are categorized as Level 2.

## 20. Environmental Liabilities

The following tables show the movements in environmental liabilities for the years ended December 31, 2017 and 2016:

Year ended December 31, 2017

(millions of dollars)	PCB	Land Assessment and Remediation	Total
Environmental liabilities – beginning	143	61	204
Interest accretion	6	2	8
Expenditures	(16)	(8)	(24)
Revaluation adjustment	1	7	8
Environmental liabilities – ending	134	62	196
Less: current portion	(20)	(8)	(28)
	114	54	168

Year ended December 31, 2016

(millions of dollars)	PCB	Land Assessment and Remediation	Total
Environmental liabilities – beginning	148	59	207
Interest accretion	7	1	8
Expenditures	(11)	(9)	(20)
Revaluation adjustment	(1)	10	9
Environmental liabilities – ending	143	61	204
Less: current portion	(18)	(9)	(27)
	125	52	177

The following tables show the reconciliation between the undiscounted basis of the environmental liabilities and the amount recognized on the Consolidated Balance Sheets after factoring in the discount rate:

December 31, 2017

(millions of dollars)	PCB	Land Assessment and Remediation	Total
Undiscounted environmental liabilities	142	64	206
Less: discounting environmental liabilities to present value	(8)	(2)	(10)
Discounted environmental liabilities	134	62	196

Year ended December 31, 2016

(millions of dollars)	PCB	Land Assessment and Remediation	Total
Undiscounted environmental liabilities	158	66	224
Less: discounting environmental liabilities to present value	(15)	(5)	(20)
Discounted environmental liabilities	143	61	204

At December 31, 2017, the estimated future environmental expenditures were as follows:

(millions of dollars)	
2018	28
2019	27
2020	32
2021	34
2022	31
Thereafter	54
	206

Hydro One records a liability for the estimated future expenditures for land assessment and remediation and for the phase-out and destruction of PCB-contaminated mineral oil removed from electrical equipment when it is determined that future environmental remediation expenditures are probable under existing statute or regulation and the amount of the future expenditures can be reasonably estimated.

There are uncertainties in estimating future environmental costs due to potential external events such as changes in legislation or regulations, and advances in remediation technologies. In determining the amounts to be recorded as environmental liabilities, the Company estimates the current cost of completing required work and makes assumptions as to when the future expenditures will actually be incurred, in order to generate future cash flow information. A long-term inflation rate assumption of approximately 2% has been used to express these current cost estimates as estimated future expenditures. Future expenditures have been discounted using factors ranging from approximately 2.0% to 6.3%, depending on the appropriate rate for the period when expenditures are expected to be incurred. All factors used in estimating the Company's environmental liabilities represent management's best estimates of the present value of costs required to meet existing legislation or regulations. However, it is reasonably possible that numbers or volumes of contaminated assets, cost estimates to perform work, inflation assumptions and the assumed pattern of annual cash flows may differ significantly from the Company's current assumptions. In addition, with respect to the PCB environmental liability, the availability of critical resources such as skilled labour and replacement assets and the ability to take maintenance outages in critical facilities may influence the timing of expenditures.

### PCBs

The Environment Canada regulations, enacted under the *Canadian Environmental Protection Act, 1999*, govern the management, storage and disposal of PCBs based on certain criteria, including type of equipment, in-use status, and PCB-contamination thresholds. Under current regulations, Hydro One's PCBs have to be disposed of by the end of 2025, with the exception of specifically exempted equipment. Contaminated equipment will generally be replaced, or will be decontaminated by removing PCB-contaminated insulating oil and retro filling with replacement oil that contains PCBs in concentrations of less than 2 ppm.

The Company's best estimate of the total estimated future expenditures to comply with current PCB regulations is \$142 million (2016 – \$158 million). These expenditures are expected to be incurred over the period from 2018 to 2025. As a result of its annual review of environmental liabilities, the Company recorded a revaluation adjustment in 2017 to increase the PCB environmental liability by \$1 million (2016 – reduce by \$1 million).

### Land Assessment and Remediation

The Company's best estimate of the total estimated future expenditures to complete its land assessment and remediation program is \$64 million (2016 – \$66 million). These expenditures are expected to be incurred over the period from 2018 to 2044. As a result of its annual review of environmental liabilities, the Company recorded a revaluation adjustment in 2017 to increase the land assessment and remediation environmental liability by \$7 million (2016 – \$10 million).

## 21. Asset Retirement Obligations

Hydro One records a liability for the estimated future expenditures for the removal and disposal of asbestos-containing materials installed in some of its facilities. Asset retirement obligations, which represent legal obligations associated with the retirement of certain tangible long-lived assets, are computed as the present value of the projected expenditures for the future retirement of specific assets and are recognized in the period in which the liability is incurred, if a reasonable estimate can be made. If the asset remains in service at the recognition date, the present value of the liability is added to the carrying amount of the associated asset in the period the liability is incurred and this additional carrying amount is depreciated over the remaining life of the asset. If an asset retirement obligation is recorded in respect of an out-of-service asset, the asset retirement cost is charged to results of operations. Subsequent to the initial recognition, the liability is adjusted for any revisions to the estimated future cash flows associated with the asset retirement obligation, which can occur due to a number of factors including, but not limited to, cost escalation, changes in technology applicable to the assets to be retired, changes in legislation or regulations, as well as for accretion of the liability due to the passage of time until the obligation is settled. Depreciation expense is adjusted prospectively for any increases or decreases to the carrying amount of the associated asset.

In determining the amounts to be recorded as asset retirement obligations, the Company estimates the current fair value for completing required work and makes assumptions as to when the future expenditures will actually be incurred, in order to generate future cash flow information. A long-term inflation assumption of approximately 2% has been used to express these current cost estimates as estimated future expenditures. Future expenditures have been discounted using factors ranging from approximately 3.0% to 5.0%, depending on the appropriate rate for the period when expenditures are expected to be incurred. All factors used in estimating the Company's asset retirement obligations represent management's best estimates of the cost required to meet existing legislation or regulations. However, it is reasonably possible that numbers or volumes of contaminated assets, cost estimates to perform work, inflation assumptions and the assumed pattern of annual cash flows may differ significantly from the Company's current assumptions. Asset retirement obligations are reviewed annually or more frequently if significant changes in regulations or other relevant factors occur. Estimate changes are accounted for prospectively.

At December 31, 2017, Hydro One had recorded asset retirement obligations of \$9 million (2016 – \$9 million), primarily consisting of the estimated future expenditures associated with the removal and disposal of asbestos-containing materials installed in some of its facilities. The amount of interest recorded is nominal.

## 22. Share Capital

### Common Shares

The Company is authorized to issue an unlimited number of common shares. At December 31, 2017, the Company had 595,386,711 (2016 – 595,000,000) common shares issued and outstanding.

The amount and timing of any dividends payable by Hydro One is at the discretion of the Hydro One Board of Directors and is established on the basis of Hydro One's results of operations, maintenance of its deemed regulatory capital structure, financial condition, cash requirements, the

satisfaction of solvency tests imposed by corporate laws for the declaration and payment of dividends and other factors that the Board of Directors may consider relevant.

The following tables present the changes to common shares during the years ended December 31, 2017 and 2016:

Year ended December 31, 2017

(number of shares)	Ownership by		Total
	Public	Province	
Common shares – beginning	178,196,340	416,803,660	595,000,000
Secondary offering <sup>1</sup>	120,000,000	(120,000,000)	—
Common shares issued – share grants <sup>2</sup>	371,611	—	371,611
Common shares issued – LTIP <sup>3</sup>	15,100	—	15,100
Sale of common shares <sup>4</sup>	14,391,012	(14,391,012)	—
Common shares – ending	312,974,063	282,412,648	595,386,711
	52.6%	47.4%	100%

- 1 On May 17, 2017, Hydro One announced the closing of a secondary offering by the Province, on a bought deal basis, of 120 million common shares of Hydro One on the Toronto Stock Exchange. Hydro One did not receive any of the proceeds from the sale of the common shares by the Province.
- 2 On April 1, 2017, Hydro One issued from treasury 371,611 common shares in accordance with provisions of the Power Workers' Union (PWU) Share Grant Plan.
- 3 In 2017, Hydro One issued from treasury 15,100 common shares in accordance with provisions of the LTIP.
- 4 On December 29, 2017, the Province sold 14,391,012 common shares of Hydro One to OFN Power Holdings LP, a limited partnership wholly-owned by Ontario First Nations Sovereign Wealth LP, which is in turn owned by 129 First Nations in Ontario. Hydro One did not receive any of the proceeds from the sale of the common shares by the Province.

Year ended December 31, 2016

(number of shares)	Ownership by		Total
	Public	Province	
Common shares – beginning	94,896,340	500,103,660	595,000,000
Secondary offering <sup>1</sup>	83,300,000	(83,300,000)	—
Common shares – ending	178,196,340	416,803,660	595,000,000
	29.9%	70.1%	100%

- 1 On April 14, 2016, Hydro One announced the closing of a secondary offering by the Province, on a bought deal basis, of 72,434,800 common shares of Hydro One on the Toronto Stock Exchange. In addition, the Province granted the underwriters an over-allotment option to purchase up to an additional 10,865,200 common shares of Hydro One which was fully exercised and closed on April 29, 2016. Hydro One did not receive any of the proceeds from the sale of common shares by the Province.

## Preferred Shares

The Company is authorized to issue an unlimited number of preferred shares, issuable in series. At December 31, 2017 and 2016, two series of preferred shares are authorized for issuance: the Series 1 preferred shares and the Series 2 preferred shares. At December 31, 2017 and 2016, the Company had 16,720,000 Series 1 preferred shares and no Series 2 preferred shares issued and outstanding.

Hydro One may from time to time issue preferred shares in one or more series. Prior to issuing shares in a series, the Hydro One Board of Directors is required to fix the number of shares in the series and determine the designation, rights, privileges, restrictions and conditions attaching to that series of preferred shares. Holders of Hydro One's preferred shares are not entitled to receive notice of, to attend or to vote at any meeting of the shareholders of Hydro One except that votes may be granted to a series of preferred shares when dividends have not been paid on any one or more series as determined by the applicable series provisions. Each series of preferred shares ranks on parity with every other series of preferred shares, and are entitled to a preference over the common shares and any other shares ranking junior to the preferred shares, with respect to dividends and the distribution of assets and return of capital in the event of the liquidation, dissolution or winding up of Hydro One.

For the period commencing from the date of issue of the Series 1 preferred shares and ending on and including November 19, 2020, the holders of Series 1 preferred shares are entitled to receive fixed cumulative preferential dividends of \$1.0625 per share per year, if and when declared by the Board of Directors, payable quarterly. The dividend rate will reset on November 20, 2020 and every five years thereafter at a rate equal to the sum of the then five-year Government of Canada bond yield and 3.53%. The Series 1 preferred shares will not be redeemable by Hydro One prior to November 20, 2020, but will be redeemable by Hydro One on November 20, 2020 and on November 20 of every fifth year thereafter at a redemption price equal to \$25.00 for each Series 1 preferred share redeemed, plus any accrued or unpaid dividends. The holders of Series 1 preferred shares will have the right, at their option, on November 20, 2020 and on November 20 of every fifth year thereafter, to convert all or any of their Series 1 preferred shares into Series 2 preferred shares on a one-for-one basis, subject to certain restrictions on conversion. At December 31, 2017, no preferred share dividends were in arrears.

The holders of Series 2 preferred shares will be entitled to receive quarterly floating rate cumulative dividends, if and when declared by the Board of Directors, at a rate equal to the sum of the then three-month Government of Canada treasury bill rate and 3.53% as reset quarterly. The Series 2 preferred shares will not be redeemable by Hydro One prior to November 20, 2020, but will be redeemable by Hydro One at a redemption price equal to \$25.00 for each Series 2 preferred share redeemed, if redeemed on November 20, 2025 or on November 20 of every fifth year thereafter, or \$25.50 for each Series 2 preferred share redeemed, if redeemed on any other date after November 20, 2020, in each case plus any accrued or unpaid dividends. The holders of Series 2 preferred shares will have the right, at their option, on November 20, 2025 and on November 20 of every fifth year thereafter, to convert all or any of their Series 2 preferred shares into Series 1 preferred shares on a one-for-one basis, subject to certain restrictions on conversion.

### Share Ownership Restrictions

The *Electricity Act* imposes share ownership restrictions on securities of Hydro One carrying a voting right (Voting Securities). These restrictions provide that no person or company (or combination of persons or companies acting jointly or in concert) may beneficially own or exercise control or direction over more than 10% of any class or series of Voting Securities, including common shares of the Company (Share Ownership Restrictions). The Share Ownership Restrictions do not apply to Voting

Securities held by the Province, nor to an underwriter who holds Voting Securities solely for the purpose of distributing those securities to purchasers who comply with the Share Ownership Restrictions.

## 23. Dividends

In 2017, preferred share dividends in the amount of \$18 million (2016 – \$19 million) and common share dividends in the amount of \$518 million (2016 – \$577 million) were declared. The 2016 common share dividends include \$77 million for the post-Initial Public Offering (IPO) period from November 5 to December 31, 2015, and \$500 million for the year ended December 31, 2016.

## 24. Earnings Per Common Share

Basic earnings per common share (EPS) is calculated by dividing net income attributable to common shareholders of Hydro One by the weighted average number of common shares outstanding.

Diluted EPS is calculated by dividing net income attributable to common shareholders of Hydro One by the weighted average number of common shares outstanding adjusted for the effects of potentially dilutive stock-based compensation plans, including the share grant plans and the LTIP, which are calculated using the treasury stock method.

Year ended December 31	2017	2016
Net income attributable to common shareholders (millions of dollars)	658	721
Weighted average number of shares		
Basic	595,287,586	595,000,000
Effect of dilutive stock-based compensation plans	2,234,665	1,700,823
Diluted	597,522,251	596,700,823
EPS		
Basic	\$ 1.11	\$ 1.21
Diluted	\$ 1.10	\$ 1.21

The common shares contingently issuable as a result of the Convertible Debentures are not included in diluted EPS until conditions for closing the Avista Corporation acquisition are met.

## 25. Stock-Based Compensation

### Share Grant Plans

Hydro One has two share grant plans (Share Grant Plans), one for the benefit of certain members of the PWU (PWU Share Grant Plan) and one for the benefit of certain members of The Society (Society Share Grant Plan).

The PWU Share Grant Plan provides for the issuance of common shares of Hydro One from treasury to certain eligible members of the PWU annually, commencing on April 1, 2017 and continuing until the earlier of April 1, 2028 or the date an eligible employee no longer meets the eligibility criteria

of the PWU Share Grant Plan. To be eligible, an employee must be a member of the Pension Plan on April 1, 2015, be employed on the date annual share issuance occurs and continue to have under 35 years of service. The requisite service period for the PWU Share Grant Plan began on July 3, 2015, which is the date the share grant plan was ratified by the PWU. The number of common shares issued annually to each eligible employee will be equal to 2.7% of such eligible employee's salary as at April 1, 2015, divided by \$20.50, being the price of the common shares of Hydro One in the IPO. The aggregate number of common shares issuable under the PWU Share Grant Plan shall not exceed 3,981,763 common shares. In 2015, 3,979,062 common shares were granted under the PWU Share Grant Plan.

The Society Share Grant Plan provides for the issuance of common shares of Hydro One from treasury to certain eligible members of The Society annually, commencing on April 1, 2018 and continuing until the earlier of April 1, 2029 or the date an eligible employee no longer meets the eligibility criteria of the Society Share Grant Plan. To be eligible, an employee must be a member of the Pension Plan on September 1, 2015, be employed on the date annual share issuance occurs and continue to have under 35 years of service. Therefore the requisite service period for the Society Share Grant Plan began on September 1, 2015. The number of common shares issued annually to each eligible employee will be equal to 2.0% of such eligible employee's salary as at September 1, 2015, divided by \$20.50, being the price of the common shares of Hydro One in the IPO. The aggregate

number of common shares issuable under the Society Share Grant Plan shall not exceed 1,434,686 common shares. In 2015, 1,433,292 common shares were granted under the Society Share Grant Plan.

The fair value of the Hydro One 2015 share grants of \$111 million was estimated based on the grant date share price of \$20.50 and is recognized using the graded-vesting attribution method as the share grant plans have both a performance condition and a service condition. In 2017, 371,611 common shares were granted under the Share Grant Plans (2016 – nil). Total share based compensation recognized during 2017 was \$17 million (2016 – \$21 million) and was recorded as a regulatory asset.

A summary of share grant activity under the Share Grant Plans during years ended December 31, 2017 and 2016 is presented below:

Year ended December 31, 2017	Share Grants (number of common shares)	Weighted- Average Price
Share grants outstanding – beginning	5,334,415	\$ 20.50
Vested and issued <sup>1</sup>	(371,611)	—
Forfeited	(137,072)	\$ 20.50
Share grants outstanding – ending	4,825,732	\$ 20.50

1 On April 1, 2017, Hydro One issued from treasury 371,611 common shares to eligible employees in accordance with provisions of the PWU Share Grant Plan.

Year ended December 31, 2016	Share Grants (number of common shares)	Weighted- Average Price
Share grants outstanding – beginning	5,412,354	\$ 20.50
Forfeited	(77,939)	\$ 20.50
Share grants outstanding – ending	5,334,415	\$ 20.50

### Directors' DSU Plan

Under the Directors' DSU Plan, directors can elect to receive credit for their annual cash retainer in a notional account of DSUs in lieu of cash. Hydro One's Board of Directors may also determine from time to time that special circumstances exist that would reasonably justify the grant of DSUs to a director as compensation in addition to any regular retainer or fee to which the director is entitled.

Each DSU represents a unit with an underlying value equivalent to the value of one common share of the Company and is entitled to accrue common share dividend equivalents in the form of additional DSUs at the time dividends are paid, subsequent to declaration by Hydro One's Board of Directors.

During the years ended December 31, 2017 and 2016, the Company granted awards under the Directors' DSU Plan, as follows:

Year ended December 31	2017	2016
(number of DSUs)		
DSUs outstanding – beginning	99,083	20,525
DSUs granted	88,007	78,558
DSUs outstanding – ending	187,090	99,083

For the year ended December 31, 2017, an expense of \$2 million (2016 – \$2 million) was recognized in earnings with respect to the Directors' DSU Plan. At December 31, 2017, a liability of \$4 million (2016 – \$2 million), related to outstanding DSUs has been recorded at the closing price of the Company's common shares of \$22.40 and is included in long-term accounts payable and other liabilities on the Consolidated Balance Sheets.

### Management DSU Plan

Under the Management DSU Plan, eligible executive employees can elect to receive a specified proportion of their annual short-term incentive in a notional account of DSUs in lieu of cash. Each DSU represents a unit with an underlying value equivalent to the value of one common share of the Company and is entitled to accrue common share dividend equivalents in the form of additional DSUs at the time dividends are paid, subsequent to declaration by Hydro One's Board of Directors.



During the years ended December 31, 2017 and 2016, the Company granted awards under the Management DSU Plan, as follows:

Year ended December 31		
(number of DSUs)	2017	2016
DSUs outstanding – beginning	—	—
Granted	<b>68,897</b>	—
Paid	<b>(1,068)</b>	—
DSUs outstanding – ending	<b>67,829</b>	—

For the year ended December 31, 2017, an expense of \$2 million (2016 – \$nil) was recognized in earnings with respect to the Management DSU Plan. At December 31, 2017, a liability of \$2 million (2016 – \$nil) related to outstanding DSUs has been recorded at the closing price of the Company's common shares of \$22.40 and is included in long-term accounts payable and other liabilities on the Consolidated Balance Sheets.

### Employee Share Ownership Plan

In 2015, Hydro One established Employee Share Ownership Plans (ESOP) for certain eligible management and non-represented employees (Management ESOP) and for certain eligible Society-represented staff (Society ESOP). Under the Management ESOP, the eligible management and non-represented employees may contribute between 1% and 6% of their base salary towards purchasing common shares of Hydro One. The Company matches 50% of their contributions, up to a maximum Company contribution of \$25,000 per calendar year. Under the Society ESOP, the eligible Society-represented staff may contribute between 1% and 4% of their base salary towards purchasing common shares of Hydro One.

The Company matches 25% of their contributions, with no maximum Company contribution per calendar year. In 2017, Company contributions made under the ESOP were \$2 million (2016 – \$2 million).

### LTIP

Effective August 31, 2015, the Board of Directors of Hydro One adopted an LTIP. Under the LTIP, long-term incentives are granted to certain executive and management employees of Hydro One and its subsidiaries, and all equity-based awards will be settled in newly issued shares of Hydro One from treasury, consistent with the provisions of the plan. The aggregate number of shares issuable under the LTIP shall not exceed 11,900,000 shares of Hydro One.

The LTIP provides flexibility to award a range of vehicles, RSUs, PSUs, stock options, share appreciation rights, restricted shares, deferred share units and other share-based awards. The mix of vehicles is intended to vary by role to recognize the level of executive accountability for overall business performance.

During 2017 and 2016, the Company granted awards under its LTIP as follows:

Year ended December 31	PSUs		RSUs	
(number of units)	2017	2016	2017	2016
Units outstanding – beginning	<b>230,600</b>	—	<b>254,150</b>	—
Units granted	<b>303,240</b>	235,420	<b>242,860</b>	258,970
Units vested	<b>(609)</b>	—	<b>(14,079)</b>	—
Units forfeited	<b>(103,251)</b>	(4,820)	<b>(89,501)</b>	(4,820)
Units outstanding – ending	<b>429,980</b>	230,600	<b>393,430</b>	254,150

The grant date total fair value of the awards granted in 2017 was \$13 million (2016 – \$12 million). The compensation expense related to these awards recognized by the Company during 2017 was \$6 million (2016 – \$3 million).

## 26. Noncontrolling Interest

On December 16, 2014, transmission assets totalling \$526 million were transferred from Hydro One Networks to B2M LP. This was financed by 60% debt (\$316 million) and 40% equity (\$210 million). On December 17, 2014, the Saugeen Ojibway Nation (SON) acquired a 34.2% equity interest in B2M LP for consideration of \$72 million, representing the fair value

of the equity interest acquired. The SON's initial investment in B2M LP consists of \$50 million of Class A units and \$22 million of Class B units.

The Class B units have a mandatory put option which requires that upon the occurrence of an enforcement event (i.e. an event of default such as a debt default by the SON or insolvency event), Hydro One purchase the Class B units of B2M LP for net book value on the redemption date. The noncontrolling interest relating to the Class B units is classified on the Consolidated Balance Sheet as temporary equity because the redemption feature is outside the control of the Company. The balance of the noncontrolling interest is classified within equity.

The following tables show the movements in noncontrolling interest during the years ended December 31, 2017 and 2016:

Year ended December 31, 2017

(millions of dollars)	Temporary Equity	Equity	Total
Noncontrolling interest – beginning	22	50	72
Distributions to noncontrolling interest	(2)	(4)	(6)
Net income attributable to noncontrolling interest	2	4	6
Noncontrolling interest – ending	22	50	72

Year ended December 31, 2016

(millions of dollars)	Temporary Equity	Equity	Total
Noncontrolling interest – beginning	23	52	75
Distributions to noncontrolling interest	(3)	(6)	(9)
Net income attributable to noncontrolling interest	2	4	6
Noncontrolling interest – ending	22	50	72

## 27. Related Party Transactions

The Province is a shareholder of Hydro One with approximately 47.4% ownership at December 31, 2017. The IESO, Ontario Power Generation Inc. (OPG), Ontario Electricity Financial Corporation (OEFC), and the OEB, are related parties to Hydro One because they are controlled or

significantly influenced by the Province. Hydro One Brampton was a related party until February 28, 2017, when it was acquired from the Province by Alectra Inc., and subsequent to the acquisition by Alectra Inc., is no longer a related party to Hydro One.

Year ended December 31

(millions of dollars)			
Related Party	Transaction	2017	2016
<b>Province</b>	Dividends paid	301	451
<b>IESO</b>	Power purchased	1,583	2,096
	Revenues for transmission services	1,521	1,549
	Amounts related to electricity rebates	357	—
	Distribution revenues related to rural rate protection	247	125
	Distribution revenues related to the supply of electricity to remote northern communities	32	32
	Funding received related to CDM programs	59	63
<b>OPG</b>	Power purchased	9	6
	Revenues related to provision of construction and equipment maintenance services	3	5
	Costs expensed related to the purchase of services	1	1
<b>OEFC</b>	Power purchased from power contracts administered by the OEFC	2	1
<b>OEB</b>	OEB fees	8	11
<b>Hydro One Brampton</b>	Cost recovery from management, administrative and smart meter network services	—	3

Sales to and purchases from related parties are based on the requirements of the OEB's Affiliate Relationships Code. Outstanding balances at period end are interest-free and settled in cash.

## 28. Consolidated Statements of Cash Flows

The changes in non-cash balances related to operations consist of the following:

Year ended December 31		
(millions of dollars)	2017	2016
Accounts receivable	195	(60)
Due from related parties	(95)	33
Materials and supplies	1	2
Prepaid expenses and other assets	7	(15)
Accounts payable	7	19
Accrued liabilities	(89)	53
Due to related parties	10	9
Accrued interest	(6)	9
Long-term accounts payable and other liabilities	(2)	6
Post-retirement and post-employment benefit liability	85	78
	113	134

### Capital Expenditures

The following table reconciles investments in property, plant and equipment and the amounts presented in the Consolidated Statements of Cash Flows after accounting for capitalized depreciation and the net change in related accruals:

Year ended December 31		
(millions of dollars)	2017	2016
Capital investments in property, plant and equipment	(1,493)	(1,630)
Capitalized depreciation and net change in accruals included in capital investments in property, plant and equipment	26	30
Cash outflow for capital expenditures – property, plant and equipment	(1,467)	(1,600)

The following table reconciles investments in intangible assets and the amounts presented in the Consolidated Statements of Cash Flows after accounting for the net change in related accruals:

Year ended December 31		
(millions of dollars)	2017	2016
Capital investments in intangible assets	(74)	(67)
Net change in accruals included in capital investments in intangible assets	(6)	6
Cash outflow for capital expenditures – intangible assets	(80)	(61)

### Capital Contributions

Hydro One enters into contracts governed by the OEB Transmission System Code when a transmission customer requests a new or upgraded transmission connection. The customer is required to make a capital contribution to Hydro One based on the shortfall between the present value of the costs of the connection facility and the present value of revenues. The present value of revenues is based on an estimate of load forecast for the period of the contract with Hydro One. Once the connection facility is commissioned, in accordance with the OEB

Transmission System Code, Hydro One will periodically reassess the estimated of load forecast which will lead to a decrease, or an increase in the capital contributions from the customer. The increase or decrease in capital contributions is recorded directly to fixed assets in service. In 2017, capital contributions from these reassessments totalled \$9 million (2016 – \$21 million), which represents the difference between the revised load forecast of electricity transmitted compared to the load forecast in the original contract, subject to certain adjustments.

### Supplementary Information

Year ended December 31		
(millions of dollars)	2017	2016
Net interest paid	475	418
Income taxes paid	12	32

## 29. Contingencies

### Legal Proceedings

Hydro One is involved in various lawsuits and claims in the normal course of business. In the opinion of management, the outcome of such matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

Hydro One Inc., Hydro One Networks, Hydro One Remote Communities, and Norfolk Power Distribution Inc. are defendants in a class action suit in which the representative plaintiff is seeking up to \$125 million in damages related to allegations of improper billing practices. The plaintiff's motion for certification was dismissed by the court on November 28, 2017, but the plaintiff has appealed the court's decision, and it is likely that no decision will be rendered by the appeal court until the second half of 2018. At this time, an estimate of a possible loss related to this claim cannot be made.

To date, four putative class action lawsuits have been filed by purported Avista Corporation shareholders in relation to the Merger. First, *Fink v. Morris, et al.*, was filed in Washington state court and the amended complaint names as defendants Avista Corporation's directors, Hydro One Limited, Olympus Holding Corp., Olympus Corp., and Bank of America Merrill Lynch. The suit alleges that Avista Corporation's directors breached their fiduciary duties in relation to the Merger, aided and abetted by Hydro One Limited, Olympus Holding Corp., Olympus Corp. and Bank of America Merrill Lynch. The Washington state court issued an order staying the litigation until after the plaintiffs file an amended complaint, which must be no later than 30 days after Avista Corporation or Hydro One Limited publicly announces that the Merger has closed. Second, *Jenß v. Avista Corp., et al., Samuel v. Avista Corp., et al., and Sharpenter v.*

*Avista Corp., et al.*, were each filed in the US District Court for the Eastern District of Washington and named as defendants Avista Corporation and its directors; *Sharpenter* also named Hydro One Limited, Olympus Holding Corp., and Olympus Corp. The lawsuits alleged that the preliminary proxy statement omitted material facts necessary to make the statements therein not false or misleading. *Jenß, Samuel, and Sharpenter* were all voluntarily dismissed by the respective plaintiffs with no consideration paid by any of the defendants. The one remaining class action is consistent with expectations for US merger transactions and, while there is no certainty as to outcome, Hydro One believes that the lawsuit is not material to Hydro One.

### Transfer of Assets

The transfer orders by which the Company acquired certain of Ontario Hydro's businesses as of April 1, 1999 did not transfer title to some assets located on Reserves (as defined in the *Indian Act* (Canada)). Currently, the OEFC holds these assets. Under the terms of the transfer orders, the Company is required to manage these assets until it has obtained all consents necessary to complete the transfer of title of these assets to itself. The Company cannot predict the aggregate amount that it may have to pay, either on an annual or one-time basis, to obtain the required consents. In 2017, the Company paid approximately \$2 million (2016 – \$1 million) in respect of consents obtained. If the Company cannot obtain the required consents, the OEFC will continue to hold these assets for an indefinite period of time. If the Company cannot reach a satisfactory settlement, it may have to relocate these assets to other locations at a cost that could be substantial or, in a limited number of cases, to abandon a line and replace it with diesel-generation facilities. The costs relating to these assets could have a material adverse effect on the Company's results of operations if the Company is not able to recover them in future rate orders.

## 30. Commitments

The following table presents a summary of Hydro One's commitments under leases, outsourcing and other agreements due in the next 5 years and thereafter.

December 31, 2017

(millions of dollars)	Year 1	Year 2	Year 3	Year 4	Year 5	Thereafter
Outsourcing agreements	139	95	2	2	2	7
Long-term software/meter agreement	17	17	16	2	1	3
Operating lease commitments	12	7	11	6	4	4

### Outsourcing Agreements

Hydro One has agreements with Inergi LP (Inergi) for the provision of back office and IT outsourcing services, including settlements, source to pay services, pay operations services, information technology and finance and accounting services, expiring on December 31, 2019, and for the provision of customer service operations outsourcing services expiring on February 28, 2018. Hydro One is currently in the process of insourcing the customer service operations services and will not be renewing the existing agreement for these services with Inergi. Agreements have been reached with The Society and the PWU to facilitate the insourcing of these services effective March 1, 2018.

Brookfield Global Integrated Solutions (formerly Brookfield Johnson Controls Canada LP) (Brookfield) provides services to Hydro One, including facilities management and execution of certain capital projects as deemed required by the Company. The agreement with Brookfield for these services expires in December 2024.

### Long-Term Software/Meter Agreement

Trilliant Holdings Inc. and Trilliant Networks (Canada) Inc. (collectively Trilliant) provide services to Hydro One for the supply, maintenance and support services for smart meters and related hardware and software, including additional software licences, as well as certain professional services. The agreement with Trilliant for these services expires in December 2025, but Hydro One has the option to renew for an additional term of five years at its sole discretion.

### Operating Leases

Hydro One is committed as lessee to irrevocable operating lease contracts for buildings used in administrative and service-related functions and storing telecommunications equipment. These leases have typical terms of between three and five years, but several leases have lesser or greater terms to address special circumstances and/or opportunities. Renewal options, which are generally prevalent in most leases, have similar terms

of three to five years. All leases include a clause to enable upward revision of the rental charge on an annual basis or on renewal according to prevailing market conditions or pre-established rents. There are no restrictions placed upon Hydro One by entering into these leases. During the year ended December 31, 2017, the Company made lease payments totalling \$12 million (2016 – \$11 million).

### Other Commitments

The following table presents a summary of Hydro One's other commercial commitments by year of expiry in the next 5 years and thereafter:

December 31, 2017

(millions of dollars)	Year 1	Year 2	Year 3	Year 4	Year 5	Thereafter
Credit facilities	—	—	—	250	2,300	—
Letters of credit <sup>1</sup>	177	—	—	—	—	—
Guarantees <sup>2</sup>	325	—	—	—	—	—

1 Letters of credit consist of a \$154 million letter of credit related to retirement compensation arrangements, a \$16 million letter of credit provided to the IESO for prudential support, \$6 million in letters of credit to satisfy debt service reserve requirements, and \$1 million in letters of credit for various operating purposes.

2 Guarantees consist of prudential support provided to the IESO by Hydro One Inc. on behalf of its subsidiaries.

### Prudential Support

Purchasers of electricity in Ontario, through the IESO, are required to provide security to mitigate the risk of their default based on their expected activity in the market. The IESO could draw on these guarantees and/or letters of credit if these purchasers fail to make a payment required by a default notice issued by the IESO. The maximum potential payment is the face value of any letters of credit plus the amount of the parental guarantees.

### Retirement Compensation Arrangements

Bank letters of credit have been issued to provide security for Hydro One Inc.'s liability under the terms of a trust fund established pursuant to the supplementary pension plan for eligible employees of Hydro One Inc. The supplementary pension plan trustee is required to draw upon these letters of credit if Hydro One Inc. is in default of its obligations under the terms of this plan. Such obligations include the requirement to provide the trustee with an annual actuarial report as well as letters of credit sufficient to secure Hydro One Inc.'s liability under the plan, to pay benefits payable under the plan and to pay the letter of credit fee. The maximum potential payment is the face value of the letters of credit.

### 31. Segmented Reporting

Hydro One has three reportable segments:

- The Transmission Segment, which comprises the transmission of high voltage electricity across the province, interconnecting more than 70 local distribution companies and certain large directly connected industrial customers throughout the Ontario electricity grid;
- The Distribution Segment, which comprises the delivery of electricity to end customers and certain other municipal electricity distributors; and
- Other Segment, which includes certain corporate activities and the operations of the Company's telecommunications business.

The designation of segments has been based on a combination of regulatory status and the nature of the services provided. Operating segments of the Company are determined based on information used by the chief operating decision maker in deciding how to allocate resources and evaluate the performance of each of the segments. The Company evaluates segment performance based on income before financing charges and income taxes from continuing operations (excluding certain allocated corporate governance costs).

Year ended December 31, 2017

(millions of dollars)	Transmission	Distribution	Other	Consolidated
Revenues	1,578	4,366	46	5,990
Purchased power	—	2,875	—	2,875
Operation, maintenance and administration	375	593	98	1,066
Depreciation and amortization	420	390	7	817
<b>Income (loss) before financing charges and income taxes</b>	<b>783</b>	<b>508</b>	<b>(59)</b>	<b>1,232</b>
<b>Capital investments</b>	<b>968</b>	<b>588</b>	<b>11</b>	<b>1,567</b>

Year ended December 31, 2016

(millions of dollars)	Transmission	Distribution	Other	Consolidated
Revenues	1,584	4,915	53	6,552
Purchased power	—	3,427	—	3,427
Operation, maintenance and administration	382	608	79	1,069
Depreciation and amortization	390	379	9	778
<b>Income (loss) before financing charges and income taxes</b>	<b>812</b>	<b>501</b>	<b>(35)</b>	<b>1,278</b>
<b>Capital investments</b>	<b>988</b>	<b>703</b>	<b>6</b>	<b>1,697</b>

**Total Assets by Segment:**

December 31

(millions of dollars)	2017	2016
Transmission	<b>13,608</b>	13,071
Distribution	<b>9,259</b>	9,379
Other	<b>2,834</b>	2,901
<b>Total assets</b>	<b>25,701</b>	25,351

**Total Goodwill by Segment:**

December 31

(millions of dollars)	2017	2016
Transmission (Note 4)	<b>157</b>	159
Distribution	<b>168</b>	168
<b>Total goodwill</b>	<b>325</b>	327

All revenues, costs and assets, as the case may be, are earned, incurred or held in Canada.

**32. Subsequent Events****Dividends**

On February 12, 2018, preferred share dividends in the amount of \$4 million and common share dividends in the amount of \$131 million (\$0.22 per common share) were declared.



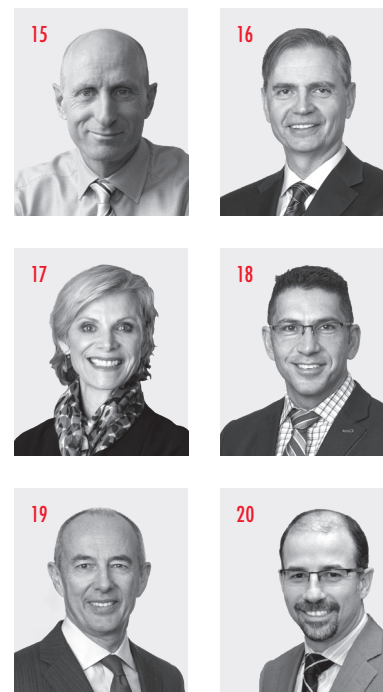
# BOARD OF DIRECTORS & SENIOR LEADERSHIP TEAM

## Board of Directors



- 1. David Denison**, O.C., FCPA, FCA  
Chair of the Board
- 2. Ian Bourne**, ICD.D, FICD  
Board Chair, Ballard Power Systems
- 3. Charles Brindamour**  
CEO, Intact Financial Corporation
- 4. Marcello (Marc) Caira**  
Vice Chair, Restaurants Brands International
- 5. Christie Clark**, FCA, FCPA  
Director, Loblaw Companies
- 6. George Cooke**  
Board Chair, OMERS Administration Corp
- 7. Margaret (Marianne) Harris**  
Board Chair, IIROC
- 8. James Hinds**  
Former Board Chair, IESO and OPA
- 9. Kathryn J. Jackson**, Ph.D  
Director, Portland General Electric
- 10. Roberta Jamieson** O.C., C.M., I.P.C., LL.B, LL.D (HON)  
President and CEO, Indspires
- 11. Hon. Frances L. Lankin**, O.C., P.C., C.M.  
Member of Senate of Canada
- 12. Philip S. Orsino**, O.C., FCA, FCPA  
Director, Bank of Montreal
- 13. Jane Peverett**, FCMA, ICD.D  
Director, Canadian Imperial Bank of Commerce
- 14. Gale Rubenstein**  
Partner, Goodmans LLP
- 15. Mayo Schmidt**  
President and CEO, Hydro One Limited

## Senior Leadership Team



For detailed biographical information of Hydro One Limited board members and senior leadership, go to [www.HydroOne.com/Investors](http://www.HydroOne.com/Investors)

- 15. Mayo Schmidt**  
President and CEO
- 16. Greg Kiraly**  
Chief Operating Officer
- 17. Judy McKellar**  
EVP, Chief Human Resources Officer
- 18. Ferio Pugliese**  
EVP, Customer Care & Corporate Affairs
- 19. James (Jamie) Scarlett**  
EVP, Chief Legal Officer
- 20. Chris Lopez**  
Senior Vice President, Finance

**Corporate Offices**

483 Bay Street, South Tower  
Toronto, ON M5G 2P5  
1.416.345.5000  
www.HydroOne.com

**Customer Inquiries**

*Customer Service:*  
1.888.664.9376 or  
CustomerCommunications@HydroOne.com

*Report an Emergency (24 hours):*  
1.800.434.1235

**Shareholder Services**

If you are a registered shareholder and have inquiries regarding your account, wish to change your name or address, or have questions about dividends, duplicate mailings, lost stock certificates, share transfers or estate settlements, contact our transfer agent and registrar:

*Computershare Trust Company of Canada*  
100 University Avenue, 8th Floor  
Toronto, ON M5J 2Y1  
1.514.982.7555 or 1.800.564.6253  
service@computershare.com

**Institutional Investors and Analysts**

Institutional investors, securities analysts and others requiring additional financial information can visit [www.HydroOne.com/Investors](http://www.HydroOne.com/Investors) or contact us at:

1.416.345.6867  
Investor.Relations@HydroOne.com or  
Omar.Javed@HydroOne.com

**Media Inquiries**

1.416.345.6868 or 1.877.506.7584  
Media.Relations@HydroOne.com

**Sustainability**

Hydro One is committed to continuing to grow responsibly and we focus our social and environmental sustainability efforts where we can make the most meaningful impact on both. To learn more, visit [www.HydroOne.com/OurCommitment](http://www.HydroOne.com/OurCommitment)

**Stock Exchange Listing**

Toronto Stock Exchange (TSX): H  
(CUSIP #448811208)

**Independent Auditors**

KPMG LLP

**Equity Index Inclusions**

Dow Jones Select Utilities (Canada) Index  
FTSE All-World Index Series  
MSCI World (Canada) Index  
S&P/TSX Composite Index  
S&P/TSX Utilities Index  
S&P/TSX Composite Dividend Index  
S&P/TSX Composite Low Volatility Index  
S&P/TSX Composite High Dividend Index

**Debt Securities**

For details of the public debt securities of Hydro One and its subsidiaries, please refer to the “Debt Information” section under [www.HydroOne.com/Investors](http://www.HydroOne.com/Investors)

**Online Information**

Hydro One is committed to open and full financial disclosure and best practices in corporate governance. We invite you to visit the Investor Relations section of [www.HydroOne.com/investor-relations](http://www.HydroOne.com/investor-relations) where you will find additional information about our business, including events and presentations, news releases, regulatory filings, governance practices, corporate social responsibility and our continuous disclosure materials, including quarterly financial releases, annual information forms and management information circulars. You may also subscribe to our news by email to automatically receive Hydro One news releases electronically.

**Common Share Dividend Information***2018 Expected Dividend Dates\**

Record Date	Payment Date
March 13, 2018	March 29, 2018
June 12, 2018	June 29, 2018
September 11, 2018	September 28, 2018
December 11, 2018	December 31, 2018

\*Subject to Board approval

Unless indicated otherwise, all common share dividends paid by Hydro One are designated as “eligible” dividends for the purposes of the *Income Tax Act* (Canada) and any similar provincial legislation.

**Dividend Reinvestment Plan (DRIP)**

Hydro One offers a convenient dividend reinvestment program for eligible shareholders to purchase additional Hydro One shares by reinvesting their cash dividends without incurring brokerage or administration fees. For plan information and enrolment materials or to learn more about the Hydro One DRIP, visit [www.HydroOne.com/DRIP](http://www.HydroOne.com/DRIP) or Computershare Trust Company of Canada at [www.InvestorCentre.com/HydroOne](http://www.InvestorCentre.com/HydroOne)

**Regulatory Stakeholders**

Hydro One is committed to understanding the interests of maintaining and enhancing long-term relationships with its regulatory stakeholders.



Provincial Government,  
Ministry of Energy  
Policy, legislation, regulations



Ontario Energy Board (OEB)  
Independent electric utility price  
and service quality regulation



Independent Electricity System Operator  
Wholesale power market rules,  
intermediary, North American  
reliability standards



National Energy Board  
Federal regulator, international  
power lines and substations



North American Electric  
Reliability Corporation  
Continent-wide bulk power reliability  
standards, certification, monitoring

For more information, visit:  
[www.HydroOne.com/regulatory](http://www.HydroOne.com/regulatory)



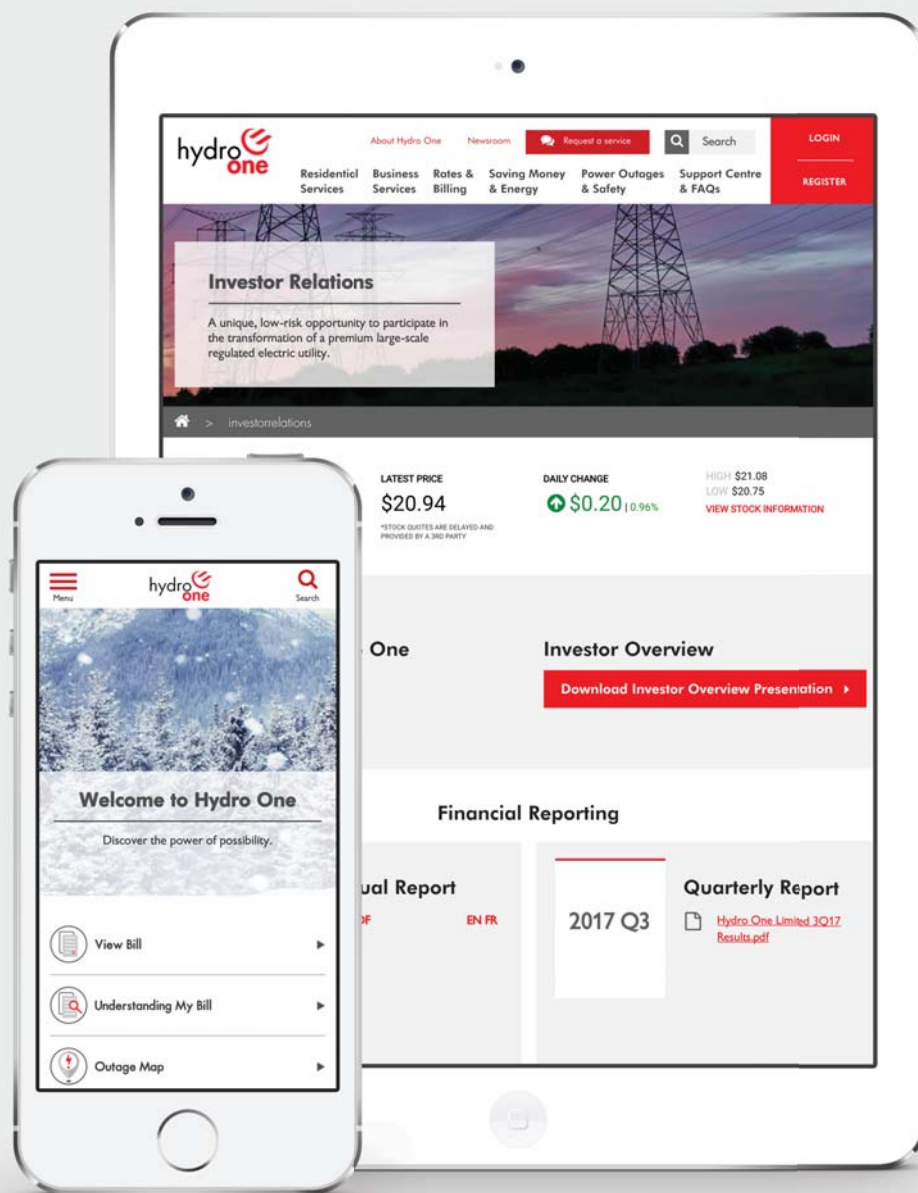
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## WHY INVEST WITH HYDRO ONE LIMITED?


Investing in Hydro One offers a unique opportunity to participate in the transformation of a premium large-scale utility. We offer a strong investment grade balance sheet, predictable multi-year growth with strong cash flows and an attractive dividend. Our highly accomplished management team is taking the opportunity to transform the organization into a commercially oriented, performance-driven culture focused on improving productivity and customer service.

[www.HydroOne.com](http://www.HydroOne.com)




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/company/hydro-one