

ON BEHALF OF AVISTA CORPORATION

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ON BEHALF OF HYDRO ONE LIMITED

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BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE JOINT)
APPLICATION OF HYDRO ONE LIMITED) CASE NO. AVU-E-17-09
(ACTING THROUGH ITS INDIRECT) CASE NO. AVU-G-17-05
SUBSIDIARY, OLYMPUS EQUITY LLC))
AND)
AVISTA CORPORATION) EXHIBIT NO. 2
FOR AN ORDER AUTHORIZING PROPOSED)
TRANSACTION) MAYO M. SCHMIDT

FOR HYDRO ONE LIMITED

(ELECTRIC AND NATURAL GAS)

CURRICULUM VITAE
FOR
MAYO SCHMIDT

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EMPLOYMENT HISTORY

Global Business Experience

- Led a \$7.5B enterprise value publicly traded company (Canadian and Australian stock exchanges). Multidivisional organization with global operations serving over 50 countries.
- Created, drove strategy, and engaged Leadership team to achieve business and geographic diversification, reducing concentration in any one geographic area and business segment.
- Grew company organically and accretive from a market cap of \$54M to \$7.5B in less than 10 years. Created significant Shareholder value.
- Negotiated the sale of Viterra at 60% premium to 20 day average share price. Transaction approvals sought and secured from 14 countries. Significant dealings with Ministry of Commerce, China (MOFCOM).
- Led multidiscipline executive teams in fourteen countries and responsible for up to 7,000 global employees. President, CEO and Board Member during periods of growth and changing mandates. Evolved Viterra ahead of competition.
- Implemented a strong corporate culture identifying with wellness, healthy nutrition and lifestyle, sustainability and respect for the environment. Led 800 employees participating in the 2011 Global Corporate Challenge – placed 16th in the world corporate competition and 1st in Canada.
- Commodity collection systems on multiple continents, fertilizer retail sales and manufacturing, processing and seed chemicals.
- Significant expertise leading global manufacturing; processing; value-add; marketing; wholesale, retail; research and development; commodity trading; hedging; logistics; financial products; customer service and corporate services (front / back office / risk management). Global logistics, arbitrage, ship loading, rail and containers.
- Global capital and debt markets experience. Global syndicate of 21 banks – (North American, Australian, European, Asia); institutional and retail investors and Sovereign Wealth Funds.
- Capital markets - raised \$3.6B in debt and equity capital using creative and complex financing structures. Completed 24 domestic and global acquisitions while reviewing many more during a challenging global economy. Completed acquisitions for \$1.8B and \$2.1B over three years. Executed integration and synergy capture ahead of schedule and exceeded budget.

- Architect of new business strategies in Viterra's operating divisions - Agribusiness, Processing and Trading. Enhanced value chain.
- Global operations include 210 grain terminals, 18 port terminals, 275 retail Ag sites and 33 processing plants, 2 container facilities.

PROFESSIONAL CAREER

Employer **VITERRA INC.**

2000 to 2012

Calgary/Regina

Viterra Inc. (TSX: VT/ASX: VTA) provides premium quality ingredients to leading global food manufacturers. Headquartered in Canada, the global food and agri-business has operations across Canada, the United States, Australia, New Zealand and China, as well as a growing international presence that extends to offices in Japan, Singapore, Vietnam, Switzerland, Italy, Ukraine, Germany, Spain and India. Viterra operating business segments: Grain Handling and Marketing, Food, Fertilizer, Seed and Chemicals.

Role **President and Chief Executive Officer, and
Member of the Board of Directors**

Global Business Strategy

- Architect of the vision and strategy to transform the Saskatchewan Wheat Pool from a regional co-operative with market capitalization of \$54M to Viterra - a \$7.5B global business corporation in less than 10 years.
- Designed and led the global expansion of operations, distribution capabilities and bureaus in: Canada, United States, Australia, New Zealand, China, India, Japan, Switzerland, Germany, Italy, Ukraine, Spain, Singapore and Vietnam. Annual global revenues of over \$13B. Enterprise Value \$7.5B. Annually loads over 160,000 rail cars and over 400 ocean-going ships, 30,000 containers, delivering grain, pulses and other products to over 50 countries.
- Accomplished global scale and leadership in the collection of key agricultural ingredients for the world food supply in the areas of: grain handling (collection, international trade, global logistic arbitrage), processing (pasta, flour milling, cereal manufacturing, oil crushing and malting plants), chemical formulation (retail sales and distribution), fertilizer manufacturing (retail sales and distribution) and equipment sales, agri-products (feed manufacturing, seed technology and production, and financial products).
- Through the acquisition of Agricore United (TSX public listing), Canada's largest Agribusiness, increased Viterra's Canadian grain commodity market share from 19% to 49% and increased margins from \$19MT to \$44MT. Responsible for 60% of Canada's export capacity for grains and oilseeds. Acquired ABB (ASX public listing) of Australia in 2009. Responsible for 100% of South Australia's export capacity and 36% of Australia's grain collection.

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Corporate Development

- On arrival in 2000 under the combined role of CEO and Chief Restructuring Officer, designed and led a restructuring plan, transforming the Saskatchewan Wheat Pool from an organization whose viability was threatened to Viterra - a \$7.5B leading global agribusiness corporation.
- Year 2000 implemented an aggressive cost-cutting, safety, re-training and operational efficiency minded culture, in a global operations platform, to reposition the corporation for profitability and growth.
- Constructed and led a consensual restructuring of complex \$850M financing initiative.
- Raised over \$4.2B in debt and equity capital in 3 years to complete acquisitions.
- Raised \$920M with a Viterra market cap of less than \$670M.
- Maintained balance sheet discipline with a debt/capital ratio of 28%.
- Raised \$1.85B for two transactions through the use of subscription receipts and private placement offerings. For the initial \$925M transaction this marked the first time subscription receipts had been used in an unsolicited bid for an acquisition.
- 2005 pursued and directed the \$1.8B acquisition of Canada's largest agricultural firm - Agricore United (2.5x larger than SWP) consolidating the two companies in 2007 to create Viterra – a company with the size and structure to compete globally. Proforma EBITDA \$200M, achieved \$532M first full year.
- Completed the AUD\$2.16B acquisition of Australia's leading agriculture firm, ABB Grain in 2009 and secured 97% of the South Australia collection system and 100% of the ports in South Australia. An exceptionally complex transaction as ABB was a farmer's cooperative with a unique voting structure and required Federal and State Government approvals.
- By strategically accessing equity capital and managing cash flow, Viterra maintained its ability to pursue international growth during the global economic crisis and advanced its business in challenging economic times.
- Completed numerous tuck-in acquisitions including Dakota Growers Pasta Company for \$240m and 21st Century Flour Milling for \$90.5M.
- Negotiated the sale of Viterra to Switzerland's Glencore International plc for \$7.5B. At a price per share of \$16.25, the transaction price was 60 per cent above the 20-day average share price prior to the transaction.
- Extensive experience with 14 Global Regulators under competition acts and Federal Regulatory Review Boards to achieve transaction approval in multiple jurisdictions. Significant dealings with Ministry of Commerce, China.

Leadership

- Mentored and led one of the strongest global executive and management teams in the agribusiness industry.

- Led a team of 12 direct reports. Total staff compliment of up to 7,000 employees. Established an operating approach based on achieving accretive growth with a focus on empowerment, performance and accountability.
- Disciplined approach to safety, corporate governance, enterprise risk management and corporate stewardship.

Employer **CONAGRA FOODS INC.** **1995 to 2000**

California/Winnipeg

ConAgra Foods, Inc., (NYSE: CAG), is one of North America's leading food companies with over 100,000 employees and brands in 97 percent of America's households. ConAgra Foods also has a strong business-to-business presence. Processing: malt, barley, oat milling, wheat, flour milling, fertilizer, oil-crushing, seed, chemicals; supplying frozen potato and sweet potato products as well as other vegetable, spice and grain products to a variety of well-known restaurants, foodservice operators and commercial customers.

Role **Executive Vice President,
Domestic and International Operations** **1999 to 2000**

- Led North America speciality crop business
- Led restructuring and reorganization of ConAgra Global Specialty Crops businesses which employs over 600 people and has assets in 60 locations across the USA and Internationally.
- Responsibilities include plant operations, North American transportation logistics, off-shore transportation including vessel, container, rail, truck and barge; domestic and international processing and trading practices, policies and executive resources; strategic planning; risk management policies; and divestitures.
- Key initiative: Successfully introduced a fully integrated producer programs “Field to Fork” tying the producers to end users on multiple year contracting programs.
- Selected for participation in CONAGRA Global Leadership Program open to top 32 performers company wide.
- Supply Chain: collection to processing to food service.

Role **President, ConAgra Grain, Canada** **1995 to 1999**

- Led ConAgra’s entry and expansion into Canada. Achieved the position of #1 accredited exporter for Canada to global markets.
- Led the ConAgra corporate vision of consolidation of ConAgra Independent Operating Companies developing “one voice to the market” across North America and globally while capturing significant synergies between dozens of operating companies.
- Developed and led the introduction of ConAgra to Canadian farmers by communicating a strategic vision of partnership between ConAgra and the farmers through joint participation and common goals.

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- Catalyst for change in Canadian Ag Sector. On arrival re-invigorated corporate strategy and designed implementation process
- Constructed 50k MT Inland grain terminals, achieved top 10 nationally in volume with 90% terminals in the first full year of operations.
- Developed unit train unload fertilizer plants in cooperation with ConAgra UAP across Canada western production areas.

Employer **GENERAL MILLS INC.** **1982 to 1995**

Minneapolis

General Mills (NYSE: GIS) is one of the world's leading food companies, operating in more than 100 countries with over 110,000 employees. Its consumer brands include Gold Medal Flour, Cheerios, HŠagen-Dazs, Nature Valley, Yoplait, Betty Crocker, Pillsbury, Green Giant, Progresso and Old El Paso. General Mills has recently been recognized as Americas most reputable company. Headquartered in Minneapolis, Minnesota

Roles

- **Senior Manager, Operations** **1984 to 1995**
Transportation and Trading, Western U.S.A. – Grain, Organics, flour mills, supply chain logistics, transportation.
- **Manager, Operations** **1983 to 1984**
Transportation and Trading, Intermountain Region
- **Manager, U.S. Flour Ingredient Sales** **1983**
- **Region Manager, Flour Ingredient Sales** **1982**

ASHLAND CO-OPERATIVE EXCHANGE **1981 to 1982**

Kansas City

Ashland Co-operative Exchange, an affiliate of Farmland Industries which was the largest agricultural cooperative in North America, owned by 1,700 farm cooperatives in the United States, Canada and Mexico, which cooperatives were in turn owned by more than 600,000 farmer families. It had 16,000 employees in all 50 states and 90 countries. Farmland's annual revenues were in excess of \$11.8 billion and the company was listed as one of Fortune's "most admired" companies. It ranked #170 on the Fortune List when it dissolved in 2002.

Role **Office Manager, Accounting, Grain Collection, Marketing, Trading, Fertilizer sales, Fuel, Sales**

MIAMI DOLPHINS **1980**

Role **Football Player, Rookie Year**

Role Financial Analyst

Analysis and investment of the State of Kansas Treasury funds including Federal highway funds and Federal Revenue sharing funds to State.

EDUCATION

- Honorary Doctorate of Commerce, Washington University
- B.B.A, Washburn University
- Advanced Course Study, UCLA, John Anderson School of Business
- University of Nebraska
- Harvard University - Agribusiness

AWARDS

- Canadian Business Magazine “CEO of the Year” 2009
- “Global Expansion Deal of the Year” Canadian Dealmakers Awards 2009
- Financial Post “CEO Scorecard” Top 10 Ranking 2011
- Saskatchewan Centennial Medal

CURRENT BOARD OF DIRECTOR

- Agrium, Inc.
- Global Transportation Hub Authority
- Washburn University Foundation Board Trustee
- Harvard University – Private and Public, Scientific, Academic and Consumer Food Policy Group (PAPSAC)

PAST BOARDS

- Viterra Inc.
- Conference Board, Inc. NY, Executive Committee Member
- The Conference Board of Canada, Executive Committee Member
- Canada’s Top 40 Under 40
- Chair, CanAmera Foods
- Chair, Western Co-Operative Fertilizer Ltd., Canada
- Canadian Fertilizer Inc.
- Can-Oat Milling Inc.
- CF Edible Oils Ltd.
- Comercializadora La Junta, Mexico
- Fletchers Fine Foods, Ltd., Canada
- Winnipeg Commodity Exchange
- Matrix Trading Company Limited, UK
- Europort Inc., Poland
- AgPro Inc., Canada
- Saskatchewan Rough Riders. CFL Grey Cup Championship

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LEADERSHIP ACTIVITIES

- Washburn University – Lincoln Society; School of Business Executive in Residence
- Washburn University School of Business “Mayo Schmidt Finance Laboratory”
- Canadian Council of Chief Executive Officers
- Harvard Business School, Global Agribusiness Conference; Case Study on Viterra 2012

EXHIBIT A

GOVERNANCE REQUIREMENTS

The articles of incorporation and bylaws of the Surviving Corporation, as may be amended from time to time, shall provide for the following:

1. the board of directors of the Surviving Corporation (the "Subsidiary Board") shall consist of nine (9) members, determined as follows: (i) two (2) directors designated by the sole shareholder of the Surviving Corporation ("Sole Shareholder") who are executives of Parent or any of its Subsidiaries; (ii) three (3) directors who are not officers, employees or directors (other than as an independent director of the Surviving Corporation) of Parent or any of its Affiliates and who are residents of the Pacific Northwest region, to be designated by Sole Shareholder (collectively, the directors designated in clauses (i) and (ii) hereof, the "Sole Shareholder Designees"); (iii) three (3) directors who as of immediately prior to the Effective Time are members of the Board of Directors of the Company, including the Chairman of the Board of Directors of the Company (if such person is different from the Chief Executive Officer of the Surviving Corporation); and (iv) the Chief Executive Officer of the Surviving Corporation (collectively, the directors designated in clauses (iii) and (iv) hereof, the "Company Designees"), and (x) the initial Chairman of the Board of Directors of the Surviving Corporation shall be the Chief Executive Officer of the Company as of the time immediately prior to the Effective Time for a one year term and (y) if any Company Designee resigns, retires or otherwise ceases to serve as a director of the Surviving Corporation for any reason, the remaining Company Designees shall have the sole right to nominate a replacement director to fill such vacancy, and such person shall thereafter become a Company Designee;
2. Sole Shareholder shall have the unfettered right to designate, remove and replace the Sole Shareholder Designees as directors of the Surviving Corporation with or without cause or notice at its sole discretion, subject to the requirement that (i) two (2) of such directors are executives of Parent or any of its Subsidiaries and (ii) three (3) of such directors are not officers, employees or directors (other than as an independent director of the Surviving Corporation) of Parent or any of its Affiliates and who are residents of the Pacific Northwest region, while such requirement is in effect (subject in the case of clause (ii) hereof to Sole Shareholder determining, in good faith, that it is not able to appoint a non-employee resident of the Pacific Northwest region in a timely manner, in which case Sole Shareholder may replace any such director with an employee of Parent or any of its Subsidiaries on an interim basis, not exceeding six months, after which time Sole Shareholder shall replace such interim director with a non-employee resident of the Pacific Northwest region);
3. following the initial one year term of the Chairman of the Board of the Surviving Corporation, Sole Shareholder shall have the right to designate the Chairman of the Board of the Surviving Corporation, including electing to continue the term of the initial Chairman of the Board of the Surviving Corporation;
4. at all times, the chief executive officers of the Surviving Corporation and Parent shall be members of the Subsidiary Board, unless otherwise determined by Sole Shareholder;

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5. not less than three (3) business days' notice shall be required to call a meeting of the Subsidiary Board and such notice shall include an agenda of all items of business to be addressed or subject to decision at such meeting of the Subsidiary Board, unless such notice requirement or agenda requirement is expressly waived by Sole Shareholder in writing; and
6. a quorum of the Subsidiary Board shall require (i) at least five (5) directors and (ii) that the number of Sole Shareholder Designees in attendance be equal to or greater than the number of Company Designees in attendance, and shall include at least one Parent Designee who is an executive of Parent or any of its Subsidiaries.

EXHIBIT B

POST-CLOSING MATTERS

Operational Commitments

1. Maintain (a) the Surviving Corporation's headquarters in Spokane, Washington; (b) the Surviving Corporation's office locations in each of its other service territories, and (c) no less of a significant presence in the immediate location of each of such office locations than what the Company and its subsidiaries maintained immediately prior to the Effective Time;
2. maintain the Surviving Corporation's and its Subsidiaries' brand and establish the plan for the operation of the business of the Surviving Corporation and its Subsidiaries;
3. maintain at least the Surviving Corporation's and its Subsidiaries' existing levels prior to the Effective Time of community involvement and support initiatives in the existing service territories of the Surviving Corporation and its Subsidiaries;
4. maintain a \$4,000,000 annual budget for charitable contributions by the Surviving Corporation, make a \$7,000,000 initial contribution to the Surviving Corporation's charitable foundation at or promptly following the Effective Time and make a \$2,000,000 annual contribution to the Surviving Corporation's charitable foundation;
5. maintain at least the Surviving Corporation's and its Subsidiaries' existing levels of economic development as of the Effective Time, including the ability of the Surviving Corporation to spend operations and maintenance funds to support regional economic development and related strategic opportunities in a manner consistent with the past practices of the Surviving Corporation and its Subsidiaries;
6. maintain the Surviving Corporation's and its Subsidiaries' existing levels as of the Effective Time of capital allocations for capital investment in strategic and economic development items, including property acquisitions in the university district, support of local entrepreneurs and seed-stage investments;
7. continue development and funding of the Surviving Corporation's and its Subsidiaries' existing and future innovation activities; and
8. maintain the Surviving Corporation's and its Subsidiaries' safety and reliability standards and policies and service quality measures in a manner that is substantially comparable to, or better than, those currently maintained as of the Effective Time by the Company and its Subsidiaries.

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Governance Matters

1. Retain the Surviving Corporation's existing executive management team to manage the Surviving Corporation's business;
2. cause the board of directors of the Surviving Corporation (the "Subsidiary Board") to consist of nine (9) members, determined as follows: (i) two (2) directors designated by the sole shareholder of the Surviving Corporation ("Sole Shareholder") who are executives of Parent or any of its Subsidiaries; (ii) three (3) directors who are not officers, employees or directors (other than as an independent director of the Surviving Corporation) of Parent or any of its Affiliates and who are residents of the Pacific Northwest region, to be designated by Sole Shareholder (collectively, the directors designated in clauses (i) and (ii) hereof, the "Sole Shareholder Designees"); (iii) three (3) directors who as of immediately prior to the Effective Time are members of the Board of Directors of the Company, including the Chairman of the Board of Directors of the Company (if such person is different from the Chief Executive Officer of the Surviving Corporation); and (iv) the Chief Executive Officer of the Surviving Corporation (collectively, the directors designated in clauses (iii) and (iv) hereof, the "Company Designees"), and (x) the initial Chairman of the Board of Directors of the Surviving Corporation shall be the Chief Executive Officer of the Company as of the time immediately prior to the Effective Time for a one year term and (y) if any Company Designee resigns, retires or otherwise ceases to serve as a director of the Surviving Corporation for any reason, the remaining Company Designees shall have the sole right to nominate a replacement director to fill such vacancy, and such person shall thereafter become a Company Designee; and
3. maintain the composition of the Subsidiary Board (including regional representation) and the appointment of the Chairman of the Subsidiary Board in accordance with paragraph 2 immediately above.

Additional Matters

1. Negotiate, enter into, modify, amend, terminate or agree to changes in any collective bargaining agreement or any other Company Material Contract with any labor organizations, union employees or their representatives;
2. maintain compensation and benefits related practices consistent with the requirements of the Merger Agreement; and
3. maintain the dues paid by the Surviving Corporation to various industry trade groups and membership organizations.

The authority of the Subsidiary Board to make decisions with respect to the foregoing matters includes the authority to amend the foregoing commitments if the Subsidiary Board determines by special resolution requiring the approval of 2/3 of the directors that an amendment would be in the best interest of the Surviving Corporation, taking into account relevant regulatory considerations.

APPROVAL REQUIREMENTS

Operational Matters

Approval of Sole Shareholder shall be required for any decision to:

1. enter into any agreement with respect to, or otherwise enter into any merger, consolidation, amalgamation, share purchase or other business combination transaction, or any sale of all or substantially all of the assets of the Surviving Corporation;
2. take any action that would reasonably be expected to lead to or result in (i) a material change in the nature of the business of the Surviving Corporation or any of its Subsidiaries or (ii) the carrying out by the Surviving Corporation or any of its Subsidiaries of any business other than its current business as of the Effective Time;
3. take any steps to wind up, terminate or dissolve the corporate existence of the Surviving Corporation or any of its Subsidiaries;
4. declare, pay or withhold any distribution or dividend;
5. make any change to director, officer or employee compensation or any aspects thereof, such as amount, mix, form, timing etc., that would be inconsistent with current market standards and practices; and
6. make any commitment or enter into any agreement to do any of the foregoing.

Governance and Organizational Matters

1. repeal, replace or amend in any respect the articles of incorporation, bylaws, or other organizational documents of the Surviving Corporation or any of its Subsidiaries;
2. increase or otherwise amend or change the authorized or issued capital of the Surviving Corporation or any of its Subsidiaries;
3. make any change to the number of directors that constitute the full board of directors of the Surviving Corporation;
4. hire, dismiss or replace the Chief Executive Officer of the Surviving Corporation; and
5. make any commitment or enter into any agreement to do any of the foregoing.