

# City of London - Application for Appointment to a City of London Board or Commission

## Application

Please choose the Board or Commission you are interested in serving on: **London Hydro**

## Contact Information

Name: **Tim Watson**

City: **London**

Province: **ON**

Postal Code: **N6K 4J3**

## Experience and Qualifications

If you have experience on a London Board or Commission, please provide dates and details. (max. 3000 characters):

**I grew up in London, Ontario and completed my HBA degree at Ivey Business School (gold medalist, Finance). After graduating, I worked throughout North America, living in Toronto, Calgary, San Francisco and Houston. We moved back to London in 2022 to settle down and be closer to immediate family. Therefore, I have not yet been on a City of London Board or Commission.**

**However, in my recent role as CFO and Executive VP for AltaGas, I served on a number of for-profit boards, helping to oversee both its regulated utility LDC assets as well as its various non-regulated energy infrastructure assets and joint ventures.**

**I have also been actively involved with several not-for-profit boards over the past 15 years, including roles as President, Vice Chair and Finance Committee Chair. These have included a premier family sports club and independent university preparatory school in Calgary. Currently, I am a member of the Finance and Audit Committee for CFA Society Toronto.**

**I was granted the ICD.D designation by the Institute of Corporate Directors after completing the ICD-Rotman Directors Education Program and examination process, and continue to take courses for emerging governance issues. This spring 2023, I took the Institute's Digital Transformation From The Boardroom course, and plan on continuing to take additional courses from the ICD. As a result, I am very familiar with key corporate governance issues.**

**I have considerable experience advising Boards and executive management teams throughout North America on strategic M&A, advisory and financing transactions as an investment banker. When advising boards on transactions such as the historic restructuring of Canadian Pacific into five separate companies, or assisting TransCanada or Enbridge on strategic initiatives to restructure major assets or the entire company, I worked closely with the Board, its chair as well as senior management.**

**As a senior executive, I presented to and advised the AltaGas Ltd. Board and its audit committee at regularly scheduled and special board meetings on:**

- Quarterly financial updates**
- Major acquisitions: \$9 billion U.S. regulated utility acquisition, US\$850 power acquisition**
- Major dispositions: over \$5 billion**
- Financings: over \$4 billion of financings**
- Project approvals for new greenfield energy infrastructure projects**

**CFOs must understand key governance issues. I met regularly each quarter with key external stakeholders, including equity and debt investors in North America, Europe and Asia, as well as credit rating agencies, proxy advisory firms and research analysts. Being aware of key emerging governance trends, and addressing them directly with key stakeholders, was essential. Also at AltaGas, I served on various internal committees dealing with governance and other key matters. I was Chair of the Capital Asset, GAAP, and SOX committees. I was an active member of the Commodity Risk, Enterprise Risk Management, Capital and Disclosure committees.**

What do you hope to contribute or learn as part of a Board or Commission? (max. 3000 characters):

**I am a strategically focused, results-oriented executive with a unique combination of senior leadership roles in both:**

- the corporate sector (Finance, Corporate Development); and**
- the financial services sector (Canadian and US banks), including 25 years of structuring transactions globally, exceeding \$200 billion in value.**

**Implementing governance best practices is more important today than ever before.**

**During periods of significant change in an industry, appointing qualified board members with the skills and experience that match the company's needs is critical. This is particularly the case with utility LDCs, given the growing number of disruptive factors emerging, which may have a material impact on the LDC business model and strategy**

- New technologies are causing changes to the traditional LDC distribution model (micro grids with distributed generation, battery storage, community net-metering, remote telecommunications, electric vehicles, transition from gas in new-build housing, unpredictable sources of new electricity supply, and big data)**

- LDC governance is now subject to regulatory oversight**

- Ontario LDCs have undergone significant consolidation this century. Mergers can be complicated in terms of corporate governance, people management and systems integration**

- Increased consumer choice for electricity**

- Cyber security in the energy utility sector is becoming increasingly important**

**These emerging developments require LDCs to evolve and develop new business models in more competitive markets, which increases business risk. LDC boards will need to be equipped to oversee this increased risk, ensure that the underlying management team is prepared, and potentially monitor an expanded range of business activities by the LDC. My work experience with deregulating energy markets, and familiarity with both the regulated and unregulated parts of the energy infrastructure industry, can support the oversight provided by London Hydro's board. I have advised cities and governments dealing with these issues, and have also worked as a senior executive in a large utility that experienced these issues.**

**My formal training and past business and board experience will enable me to exercise effective governance over a number of key functions of London Hydro's business, including financial management and audit, risk assessment, strategic planning, asset planning, regulatory and public policy activities, and executive compensation.**

**I would like to better learn what Vinay Sharma and his team are planning to maintain London Hydro's low risk distribution operations and grow new initiatives (Green Button), while working within its current size and geographic diversity constraints. I can assist with ensuring that there is full alignment across different stakeholder interests (maintaining control, dividend, business growth). My experience can be beneficial as different corporate structures are considered to support London Hydro's growth.**

How will you support the work of a Board or Commission? (max. 3000 characters):

**For 32 years, I was a senior executive officer, serving as the CFO and Executive Vice President of both AltaGas Ltd. and JANA Corporation, and a senior Managing Director at several large investment banks. This firsthand experience both within a regulated energy infrastructure company and as a financial advisor to many energy companies positions me well for understanding the key issues facing London Hydro today.**

**AltaGas is a major publicly-traded North American infrastructure company with assets of \$22 billion, EBITDA of \$1.3 billion, with 3 business lines (Regulated Utilities, Midstream, Power) and an annual capital budget of +\$1 billion. I reported directly to the CEO, with overall accountability for Finance and Corporate Development (M&A). My areas of responsibility included Treasury/Capital Markets, Control/Accounting, Strategic Planning, Budgeting, Risk, Tax, Insurance, Investor Relations and Corporate Development. As EVP, I had 7 vice presidents reporting directly to me, and 115 people overall.**

**Regulated distribution utilities were the largest business segment at AltaGas, with a rate base of \$4.5 billion located in Alberta, BC, Nova Scotia, Michigan, Alaska, Virginia, D.C., and Maryland. I oversaw the capital allocation, revenue requirement, rate regulated model and accounting for these utilities.**

**At AltaGas, we closely followed the wave of disruptions impacting the energy sector, including electric and gas utilities. With major assets in some of the fastest deregulating jurisdictions (California, Alberta), we saw firsthand some of the issues related to distributed generation, virtual net-metering, energy storage, electric vehicles and data management.**

**As a senior investment banker, I worked with RBC Capital Markets in Toronto, Calgary, Houston and San Francisco, and lead its US energy M&A group. I was also a Managing Director with CIBC World Markets (Calgary), and the Head of Canadian Energy Infrastructure investment banking for Bank of America Merrill Lynch. I covered clients across the entire energy value chain, from midstream (pipelines, NGLs, gas storage, export terminals) to exploration and production companies to electric power (distribution, transmission, generation) including renewable power, battery storage, clean hydrogen.**

**I have experience with government-owned and closely-held businesses. At RBC, I worked as advisor to Edmonton in assessing the various strategic alternatives for its ownership of EPCOR, the integrated city electric utility. I also worked on several financing transactions with ENMAX, the regulated distributor and retailer of electricity for Calgary.**

**I worked on major corporation privatizations including the IPOs of Petro-Canada and Nova Scotia Power, and advised the federal gov on restructuring Canada Post and its Purolator acquisition. I have advised state-controlled companies (Petronas, GDF, KNOG) and advised closely-controlled Canadian Utilities on its sale of 1 million electric and gas customers.**

Please describe additional experience, training, or community involvement that will help you in your role as a Board or Commission Member. (max. 3000 characters):

**I am a Chartered Financial Analyst (CFA) and Certified Director (ICD.D) with the Institute of Corporate Directors. In addition, I have completed the Chartered Investment Management program, 4 of 6 levels of the Chartered Business Valuators program, the Advanced Certificate in 3H Financial Planning (FP Canada), Knowledge Bureau's Professional Income Tax Courses (Basic and Advanced), as well as executive education programs at Harvard, Wharton, Kellogg, Ivey and Rutgers.**

**I have deep knowledge of global financial markets. My M&A track record in North America and globally has included work with large/small companies across many different industries, as well as work with crown corporations and municipally-owned utilities. In these roles, I have been a trusted strategic advisor to CEOs, senior executives and Boards.**

**My experience in strategic planning and corporate development can meaningfully contribute to the board as it works with London Hydro's mgmt team to shape the LT strategic direction. At AltaGas, I had leadership of overall M&A strategy, including active review and pursuit of corporate/asset acquisitions in the regulated utility, midstream, and power sectors throughout North America. My corporate development team maintained the consolidated corporate LT plan. We undertook strategic reviews of the utility and gas businesses. More robust revenue, cost and capital efficiencies in the utilities group were initiated to improve utility capital spending and returns.**

**At AltaGas, I sat on JV partner boards to manage the relationship and grow the underlying ventures. With multiple partnerships involving global infrastructure third parties (Idemitsu, Royal Vopak, Petrogas), AltaGas had a complex corporate structure. I have been trained and worked in environments that are highly focused on financial risk management, based on both internal and external risk sources. All of my board roles have involved aspects of risk management, oversight and control. As CFO of AltaGas, I was responsible for certifying the financial statements and internal control over financial reporting. In collaboration with Internal Audit at AltaGas, I helped to establish a new Enterprise Risk Management group, which reported up through me, with the objective of moving to a more systematic integrated approach to ERM to underpin key future strategic decisions. I also sat on AltaGas' Risk Committee which reviewed all key risk exposures. The Vice President, Risk reported directly to me.**

**As I have done in other cities where I lived, I am to be involved in the local community. I am currently having discussions with the London Community Foundation to join their committees and board, as well as RH Accelerator which helps local early-stage companies. I am in process of joining London Hunt Club. On a part-time basis, I have been mentoring students by teaching M&A and Banking courses at Ivey Business School. I am the treasurer of my son's London Junior Mustangs and Junior Knights hockey teams.**

We value the contributions of Londoners with diverse experiences and welcome applications from individuals who share our commitment to reconciliation, equity and inclusion. Please describe how your work, community or lived experience will enhance these efforts through Board and Committee work. (max. 3000 characters):

I have a passion for using finance and strategy to make a difference, and importantly, I have the time and availability to back this commitment.

I have been privileged to have been able to work and live in a number of different locations throughout my business career. This has provided a unique perspective on the different issues, both good and bad, that impact communities, as well as seeing the support structures that can be employed to address the most pressing needs. I have been involved with the United Way as a patron, and have also supported other institutions such as the Banff Centre for Arts and Creativity.

At AltaGas, giving back to the community was an important value and practice. Corporate philanthropy included firm-wide support for the United Way, and sponsorship of Cross Country Canada. Open, respectful and inclusive relationships with Indigenous Peoples was a major part of AltaGas' business practices, and this included mutually beneficial arrangements involving minority groups as joint business partners and employment commitments for minorities.

London Hydro is a very important corporate citizen in London, and its employees model this behaviour through the support they directly provide. From a top-down perspective, the Board can engage with senior management to review how the corporation can allocate its resources in the community. Strategic sponsorships or collaborations with other organizations in the community could be considered, such as partnering with an organization like London Community Foundation on its Vision SoHo Alliance involving a large affordable housing development. Direct engagement with employees to better understand how they would like philanthropic capital to be allocated could be undertaken.

Given my diverse background and experience with many different types of companies in this sector, I would like to share some perspective, and have an open discussion on best practices and the approaches that other comparable companies are taking to support diversity, equity and inclusion in the workplace. Encouraging more benchmarking in order to compare and learn from what other companies are doing would be a good first step. This would create a base line and allow London Hydro to benchmark its processes and policies to understand what gaps exist, and what actions should be prioritized. Peer companies such as Hydro One, though different in size and scale, can be used to identify different practices to consider.

Attach resume or other document here, if needed: **CV and Board Profile (Tim Watson).pdf**

Attach more files here, if needed: **Skills Summary (Tim Watson).pdf, Cover Letter (Tim Watson).pdf, References (Tim Watson).pdf**

## Confirmations

I declare the following: **I am a resident of London. ; I am at least 18 years old.; I am not a City employee or Council member.; I understand that my application and any attachments will be included on a public agenda that is published on the City website.**

To help inform our outreach activities, please tell us how you heard about this opportunity: (optional): **City Website**

If you selected 'Other', please specify:

Submitted on: **5/15/2023 2:10:23 PM**

May 15, 2023

City of London  
300 Dufferin Avenue  
London, Ontario N6B 1Z2

**Re: London Hydro Board of Directors**

Dear Sirs/Mesdames,

I am eager to actively contribute and lend my expertise to the London community, to help it grow and develop further. With my unique qualifications and differentiated expertise, I am confident that I could add significant value as a board member, appointed by the City of London, to represent its interests and all citizens in London Hydro. London Hydro is an important driver of London's overall economic well being, and it is a valuable community-owned utility. Its operating performance and financial strength have been strong, and it will be important for the Company to continue to evolve as the electric industry faces impending change.

By way of introduction, I have had a unique combination of senior leadership roles over the past 32 years in both:

- (i) the *corporate sector* (CFO and executive vice president in charge of corporate development in large and small, publicly-traded and private companies); and
- (ii) the *North American investment banking sector* (analyzing, originating, negotiating, structuring, and executing complex equity, debt and M&A transactions in the energy infrastructure industry for public and private companies as well as governments)

My primary industry focus has been the energy infrastructure sector, which includes regulated gas and electric local distribution companies, oil and gas pipeline companies, power generation including battery storage, midstream and energy production.

After growing up in London and graduating from Ivey Business School, my 25-year investment banking and corporate finance career was based in Toronto, Calgary, Houston and San Francisco, with RBC, CIBC and Bank of America Merrill Lynch. During that period, I was in charge of RBC's energy M&A strategy in the US, and was head of Bank of America Merrill Lynch's energy infrastructure group in Canada.

I transitioned from investment banking to the corporate sector at the beginning of 2015, joining a client (AltaGas Ltd.) first as the Executive Vice President for Business Development, and then as Chief Financial Officer. AltaGas is a large publicly-traded regulated utility and midstream company, having \$22 billion of assets throughout North America with an enterprise value (debt plus equity) of over \$17 billion and EBITDA of \$1.3 billion at that time. Its regulated energy distribution utilities were in Alberta, BC, Nova Scotia, Alaska, Michigan, Virginia, DC and Maryland, with a rate base of approximately \$4.5 billion. My team of direct and indirect reports totaled 115 people, and I oversaw Financial Reporting, Financial Planning & Analysis, Enterprise Risk Management, Treasury, Investor Relations, Tax, Insurance, as well as Corporate Development (corporate/asset acquisitions). I also helped to lead the capital budget process which exceeded \$1 billion annually, and the strategic long-term plan. During my 5 years at AltaGas, we undertook significant changes. I helped to originate, complete, and integrate the \$9 billion acquisition of a publicly-traded regulated US utility (WGL Holdings – regulated rate base of \$2.6 billion) in 2018, and lead the US\$4.95 billion bridge financing for this acquisition in addition to a \$2.6 billion equity offering and \$4 billion of asset sales. We also undertook a \$900 million

subsidiary IPO to help finance the transaction, by spinning the Canadian regulated LDC utility businesses and hydroelectric/wind power assets into a new publicly-traded energy infrastructure company called TriSummit Utilities. AltaGas had \$6 billion in consolidated bank facilities in Canada and the U.S., and was very active on the financing front, completing \$740 million of common equity financing, \$500 million of preferred share financing, \$400 million of long-term debt, as well as planning US\$ term debt and hybrid security offerings. During this time, I helped to implement changes to financial planning, enterprise risk management, investor relations, insurance and financial reporting. In particular, we improved our financial forecasting and budgeting. My role as CFO involved presenting at all major equity and debt conferences, as well as meeting equity and debt investors on a one-on-one basis in North America and Europe, along with the CEO. I also chaired AltaGas' GAAP, Capital Asset and SOX committees, and was a member of the Risk, Enterprise Risk Management, Capital Review and Disclosure committees. Overall, we significantly reshaped the company and its North American asset base while I was there.

In late 2019, I moved with my family back to southwestern Ontario, where we both grew up, to be closer to both sides of our extended family. I joined a private software company (JANA Corporation) in Toronto as its CFO. During that time, while reporting directly to the founder/CEO, I helped JANA undertake significant financing, a corporate restructuring, as well as building its financial reporting, strategic forecasting and risk management capabilities, to support its strong growth. In my two years at JANA, the Company grew from 43 to over 115 full-time employees. Later in 2021, I stepped away from JANA as I wanted to retire from active full-time roles to focus on selected personal pursuits and community involvement, including being closer to immediate family in London.

I am certified as a Chartered Financial Analyst (CFA) and as a Certified Director (ICD.D) with the Institute of Corporate Directors. In addition, I have a number of other certifications and have completed several executive education programs, as noted in the enclosures to this letter.

Currently, I am on the Finance & Audit Committee for the Toronto CFA Society. In addition, I have over 10 years of experience serving on both for-profit and not-for-profit boards, where I have helped to manage significant change, including serving as President and as Chair of the Audit Committee for several non-profit organizations (sports facilities, schools). Details can be found in the enclosures to this letter.

With 32 years of finance, regulated energy LDC utility, and power generation experience, working with a wide variety of organizations as both a principal and as an advisor, I have a deep base of experience to offer. I have a passion for using finance and strategy to make a difference. Importantly, I have the time and availability to back this commitment, and am confident that I can add value to London Hydro's board of directors. I would be pleased to discuss this matter further with you, A list of references is included in the enclosures to this letter.

Yours very truly,

Tim Watson, CFA, ICD.D

**Enclosures:**

Curriculum Vitae and Board Profile

Skills Summary

References

# TIM WATSON, CFA, ICD.D

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## BOARD PROFILE

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Experience includes both not-for-profit and for-profit Boards and organizations:

- **CFA Society Toronto (2022):** Finance & Audit Committee member
- **AltaGas US Holdings Inc. (2018-2019):** board member for AltaGas subsidiary that owns AltaGas' US utility business (DC, Maryland, Virginia, Michigan and Alaska)
- **WGL Holdings Inc. (2018-2019):** board member for AltaGas subsidiary that owns Washington Gas Light Company, which owns regulated gas utilities in DC, Maryland and Virginia
- **Petrogas Group (2019):** board member and shareholder representative for AltaGas' 33% interest in Petrogas, which is a North American energy infrastructure and marketing company
- **Ridley Island Propane LPG GP Inc. (2017-2019):** board member for the joint venture project company owned by AltaGas (70%) and Royal Vopak N.V. that owns and operates the Ridley Island Propane Export Terminal
- **AltaGas Idemitsu Management Inc. (2015-2019):** Shareholder representative and director of AIMI, which is the general partner of a partnership between AltaGas Ltd. and Idemitsu Kosan Co., Ltd. which owns LPG and LNG assets in North America
  - Make decisions for various operating subsidiaries and participate in corporate governance matters
- **West Island College (2014-2019):** Vice Chairman, and Finance Committee Chair. Board implemented two major multi-year initiatives:
  - Implementation of an Advancement Program (first in the school's history), requiring a cultural shift toward more aggressive fundraising to diversify and strengthen financial base
  - Development of a new Five Year Strategic Plan, including new branding, followed by an assessment of future capital expansion alternatives
  - Replacement of CEO (2018)
  - Key corporate governance upgrades completed, including institution of formal performance review process for Head of School, review and update of Board bylaws, implementation of a formal Board of Directors performance review
- **Calgary Winter Club (2008-2014):** 2 three year terms, culminating with roles as Chair of Finance Committee and then President in final year (2014). Very active Board which oversaw:
  - Complete revamp of corporate governance and reporting model between Board and Management
  - Rejuvenation of most of senior management team to effect change
  - Planning and completion of \$23 million expansion to facilities (largest project in Club history)
  - Implementation of a long-term strategic plan including groundwork for future expansions;
  - Significantly strengthened financial position, and acceleration of new memberships
  - Oversight for a cultural shift involving enhanced services and amenities for members
  - Increased outreach to key stakeholder groups (members, shareholders, staff) through the use of regular surveys and feedback mechanisms

# TIM WATSON, CFA, ICD.D

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## EXPERIENCE ADVISING BOARDS

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Presenting to and advising AltaGas Ltd. Board at regularly scheduled and special board meetings from 2015 – 2019 (average 10 per year)

- Quarterly financial updates
- Major acquisitions: \$9 billion WGL acquisition, US\$850 power acquisition
- Major dispositions: over \$5 billion from 2017-2019
- Financings: over \$4 billion of financings from 2015-2019
- Project approvals for new greenfield projects, including Townsend, North Pine and Ridley Island Export Terminal

Presenting to and advising JANA Corporation Board at regularly scheduled board meetings from 2019 – 2021

- Quarterly financial updates
- Long-term strategic financial forecast

Vast experience advising Boards and executive management teams throughout North America on strategic M&A, advisory and financing transactions as an investment banker. Advised on over \$200 billion of transactions, including Board mandates for transactions such as:

- Canadian Pacific – restructuring into 5 separate companies (rail, hotels, ships, energy, coal)
- Enbridge – advisor on US restructuring of US business
- Enbridge - Acquisition of Consumers Gas (Canada's largest regulated gas LDC utility system)
- Enbridge – \$1 billion disposition of energy services business to Centrica PLC
- Terasen – \$6.9 billion disposition to Kinder Morgan
- NOVA – \$14 billion merger with TransCanada PipeLines
- TransCanada - review of strategic alternatives, including regulated transmission restructuring
- TransCanada – \$1.2 billion disposition of gas pipeline assets to Williams
- Renaissance Energy – \$3.9 billion sale to Husky Energy
- AEC – \$15.3 billion merger with PanCanadian Petroleum
- AltaGas – \$1.2 billion conversion into income trust
- AltaGas - \$110 million acquisition of Heritage Gas LDC
- EnCana – advisor to Board of Directors for \$20 billion Cenovus Energy spin-off
- PETRONAS - \$5.9 billion acquisition of Progress Energy
- Canadian Utilities – \$120 million disposition of retail electric and gas customers to Direct Energy
- Rigel Energy – \$1.2 billion sale of UK/Western Canada to Talisman
- Loram Group - \$2B re-organization and sale of pipelines, coal and energy assets
- Wascana Energy – \$1.6 billion sale to Canadian Occidental
- Initial public offerings, including for Petro-Canada, Nova Scotia Power, WestJet, AltaGas, Saskatchewan Wheat Pool, Royal Plastics, Philex Gold, Pembina, Keyera
- Other mandates for companies such as ENMAX, Molson Companies, Tim Horton's, Hollinger, Laidlaw, Connaught Biosciences, Linamar, Chevron, Magna, Saskatchewan Wheat Pool, Dofasco, Coril Holdings (Mannix), Nexen, Gov of Ontario (LCBO), Roots, Forzani, WestJet, Agrium, ATCO, Husky, Imperial Oil, Middlefield Group



# TIM WATSON, CFA, ICD.D

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ca.linkedin.com/in/timwatson3

## PROFILE

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- A strategically focused, results-oriented executive with a unique combination of senior leadership roles in both:
  - the corporate sector (Finance and Corporate Development in both large and small publicly-traded and private companies); and
  - the financial services sector (Canadian and US banks), including 25 years of analyzing, originating, negotiating, structuring and executing transactions globally, exceeding \$200 billion in transaction value
- Management responsibilities have included leadership for Corporate Strategy, all facets of Finance, Growth (Development and M&A), Capital Allocation and Organizational Structure (management, business platform)
- Strong business acumen focused on value creation. Deep knowledge of global financial markets, products and structures. M&A track record in North America and globally. Trusted strategic advisor to CEO and Boards
- External and internal multi-stakeholder management across business direct reports, client managements, Boards of Directors, global team members, equity and debt investors, credit rating agencies, research analysts
- **Specialties: Corporate Finance/M&A, Capital Markets, Valuation, Financial Management, Organizational Strategy, Corporate & Business Development, Corporate Governance**

## PROFESSIONAL EXPERIENCE

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**Ivey Business School, Western University – London**

**Fall 2022**

**Part-Time Lecturer** – 4<sup>th</sup> year elective course in Mergers, Acquisitions & Restructurings

**JANA Corporation**

**2019-2021**

**Chief Financial Officer – Toronto**

- Report directly to CEO/founder. Overall accountability for Finance, including funding, forecasting, budgeting, risk, tax, insurance, financial reporting, FX and financial strategy. Management and oversight of finance team

**AltaGas Ltd.**

**2015-2019**

**Executive Vice President & Chief Financial Officer – Calgary, Alberta**

- Report directly to CEO. Overall accountability for Finance and Corporate Development (M&A)
- Member of the Executive Committee that sets overall corporate strategy
- Board member overseeing equity investments/strategic relationships with Vopak, Petrogas, Idemitsu
- Chair of GAAP, Capital Asset, SOX Committees. Member of Risk, Capital, ERM and Disclosure Committees
- Certification of financial statements and internal control over financial reporting as CFO
- Along with CEO, presenter on conference calls, investor conferences and one-on-one investor meetings

### Finance

Leadership of AltaGas Finance Group and responsible for Financial Strategy, with oversight of Treasury/Capital Markets, Controllershship/Accounting (US GAAP), Financial Reporting, Strategic Planning, Budgeting, Risk, Tax, Insurance and Investor Relations. Approximately 115 direct and indirect reports

- 2019: capital budget of \$1.3 billion, total assets \$22 billion, enterprise value \$17 billion, EBITDA \$1.3 billion (75% US/25% Canada), with 3 business lines (Regulated Utilities, Gas Midstream, Power infrastructure)

# TIM WATSON, CFA, ICD.D

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- Key initiatives included:
  - US\$4.95 billion bridge facility secured to support WGL acquisition in 2017. Facility fully repaid and refinanced by January 2019, only seven months after July 2018 WGL deal closed
  - Significantly expanded and extended parent bank facilities, with C\$2.4 billion added in 2018 to provide sufficient liquidity to fund 2019 capex program. Total consolidated bank facilities: \$6 billion
  - Between 2015-2019, \$3.3 billion of common equity raised, along with \$500 million in preferred shares, \$400 million in term debt, and a US\$2 billion base shelf registration in US was completed in anticipation of US\$ bonds and hybrid securities
  - Implemented large hedging program to support US\$ WGL acquisition
  - WGL Integration: lead role for finance integration (phases 1-3) with WGL across all finance sub-functions. Implemented quarterly “town hall” meeting schedule for key senior finance leaders to coordinate integration and other long-term planning
  - Restructuring of non-utility workforce, reducing O&M expenses by \$7 million on a full-year basis
  - Enhanced financial reporting to both Board and Executive Committee
  - Improved benchmarking for corporate, divisional and project returns on capital and lookback analysis for past organic capital investments and acquisitions
  - Implementation of broader enterprise risk management program throughout firm
  - Implementation of cost, revenue and capital efficiency review monitoring of Utilities division
  - Enhanced investor relations (investor targeting, presentations, disclosure material)
  - Hired new professional to help broaden corporate insurance program to London marketplace (Lloyds), and consolidated US programs under Calgary corporate umbrella for efficiencies
  - SOX 404 readiness assessment; SEC foreign private issuer certification
  - Tax planning in Canada, US, and Europe to actively manage tax horizon and tax attributes, and adjust to US tax reform changes and evolving European tax structures

## **Corporate Development**

- Leadership of overall M&A strategy, including active review and pursuit of corporate/asset acquisitions in the regulated gas/electric utility, midstream, and power sectors throughout North America
- Long-Term Strategic Plan: developed and maintained the consolidated corporate long-term plan for planning purposes. Key role in reshaping corporate strategy - sharpened focus on 2 core businesses (down from 3)
- Originated C\$9 billion acquisition of NYSE-listed WGL Holdings Inc. (announced January 2017, closed July 2018). WGL is a diversified gas utility, with regulated LDC utilities, midstream, power and marketing
- \$4 billion of asset sales and \$900 million subsidiary IPO to help fund WGL acquisition
- C\$850 million GWF acquisition, involving California power generation assets
- Innovative non-core gas plant disposition (\$100 million, Q1 2016), with equity stake in Tidewater Midstream

## **Business Development (2015-2016):** leadership and responsible for organic growth development projects

- Identified new gas processing, fractionation, LPG export facility, and power plant projects, with projected capital spending of \$2.0 billion+ for 2016-2020
- Strategic review of both Gas Business as well as restructuring of Petrogas equity investment
- Restructured group, including staffing, reporting and communication, to improve efficiency
- Worked closely with EPC, Commercial groups on completion of Townsend 1 gas complex (\$410 million)
- Achieved final investment decisions on North Pine fractionation (~\$200 million) and Townsend 2 Facility (~\$130 million), and FID for Ridley Island Propane Export Terminal (~\$500 million)
- Lead role in structuring commercial/financial aspects for the NEBC LNG Project (Kitimat/Douglas Channel)

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## **Bank of America Merrill Lynch**

**2010-2015**

### **Head and Managing Director, Canadian Energy & Power Investment Banking –Calgary, Alberta**

Reported to Head of Canadian Investment Banking (Toronto) and Head of North American Energy (New York). Overall responsibility for the strategy, P&L (\$10-\$20 million/year), client relationship management, business origination, transaction execution and office management/HR for the Canadian energy group

- Rebuilt and rejuvenated office, with up to 10 direct reports and overall office size of 18 professionals
- Executed complex cross-border M&A mandates, including Enbridge/Midcoast, BP NGLs, Petronas /Progress, Pacific Northwest LNG, Nexen/Inpex, Husky Ansell, ARC Resources, Cenovus, buy-side mandates for Reliance/Sinopec/KNOC/Yanchang/Pengrowth, Talisman bidder, Enbridge restructuring
- Lead and co-managed debt and equity financing mandates in Canadian capital markets
- Lead and co-managed investment grade debt, high yield debt, private placements, common equity and MLP financing mandates in US capital markets
- Closely collaborated with other BAML product groups in Calgary (9 people), and globally (New York, Houston, Toronto, London, Beijing, Hong Kong, Paris) to provide seamless client coverage and execution
- Expanded Calgary client relationship base through addition of new mid-cap credits, and deepened senior client relationships in Calgary through more proactive client coverage

## **CIBC World Markets**

**2007-2010**

### **Managing Director, Global Oil & Gas Investment Banking – Calgary, Alberta**

Reported to the Head of Global Investment Banking group (based in Calgary). Account coverage (at CEO, President, CFO, VP and Board level) for a group of senior/intermediate-sized energy banking clients in the oil & gas, midstream and other (fertilizers, railroads) sectors. Office managerial responsibilities for performance review and strategic business planning. Managed a P&L of \$5-\$10 million per year

- Lead banker and team leader for strategic advisory mandates including Encana/Cenovus spin-off (sole advisor to Board), Imperial/Rainbow Pipeline sale, Chevron/Aitken Creek Gas Storage, Encana \$2 billion acquisition and bridge financing, Fort Chicago/NY hydro. Also originated/executed lead equity and debt financings

## **RBC Capital Markets**

**1990-2007**

### **Managing Director, Energy Mergers & Acquisitions – Houston, San Francisco (2004-2007)**

Reported to Head of North American Energy (New York) and Head of US M&A (San Francisco). Responsible for the development of RBC's energy M&A strategic practice in North America. Focused on the origination and execution of cross-border energy M&A transactions (Canada-U.S., Canada-International), as well as the development of U.S. domestic energy M&A deal activity, focused on gas midstream, power and E&P

- New business origination and M&A coverage of key focus accounts, management of transaction teams, transaction structuring and the negotiation and documentation of transactions
- Close coverage with Financial Sponsors Group on energy portfolio companies
- Strong track record of successfully driving projects from concept to implementation in a large, complex organization by developing consensus across a diverse group of constituencies and business partners
- Mandates included AEC Gas Storage, TransCanada Power LP, Terasen Gas/Kinder Morgan, Markwest, EPCOR

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## RBC Capital Markets

1990-2007

### Managing Director, Energy Investment Banking – Calgary (2000-2004)

Account coverage (at CEO, President, CFO, VP Corporate Development level) and origination of new business (financing, advisory, lending) for a senior group of energy banking clients (corporates, trusts, MLPs) in the oil & gas, utilities & power and miscellaneous industries (fertilizers, airlines, railroads, retailers)

- Relationship management, idea generation, preparation and delivery of presentations, provision of underwriting and financial advisory services (structuring, negotiations, documentation)
- Account coverage included: ATCO/CU, Enbridge, EPCOR, ENMAX, TransCanada, Pembina, AltaGas, upstream
- M&A mandates included AEC/PanCanadian, AEC Syncrude, AltaGas trust conversion, Vista Midstream, City of Edmonton/EPCOR, Enbridge/Centrica, Rio Alto/CNRL, Encana/Tom Brown, AltaGas PPA, ATCO Retail

### Vice President, Energy Investment Banking – Calgary (1997-2000)

- Transaction implementation for equity and debt financings, A&D, M&A, valuations, and other advisory
- Key mandates included TransCanada/NOVA, CanOxy/Wascana, Pembina IPO, Sask Wheat Pool IPO, Talisman/Rigel, Luscar/Manalta, Husky /Renaissance, CNRL/BP, Williams/TransCanada, ICG/Superior

### Associate and Analyst Positions –Toronto (1990-1997)

- Transaction implementation for equity and debt financings, A&D, M&A, valuations, and other advisory
- Industry focus included industrial products, financial services, consumer, Canada Post, autos, steel, mining
- Derivatives, Research, Money Market, Bonds, M&A, Corporate Finance and Marketing departments

## EDUCATION AND PROFESSIONAL DEVELOPMENT

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Institute of Corporate Directors – Digital Transformation From The Boardroom program	2023
FP Canada, Advanced Certificate in 3H Financial Planning	2021
Knowledge Bureau, Professional Income Tax Courses (Basic and Advanced Levels)	2021
Canadian Securities Institute, Chartered Investment Management Program	2019
Institute of Corporate Directors, Calgary and Toronto Chapter corporate governance events	ongoing
Institute of Corporate Directors, <b>Directors Education Program</b> Calgary, Alberta	2010/2011
Practicing Law Institute, <b>M&amp;A – What You Need To Know</b> San Francisco, CA	2008
Wharton School of Business, <b>Creating Value Through Financial Management</b> Philadelphia, PA	2008
Kellogg School of Management, <b>Corporate Financial Strategies for Creating Shareholder Value</b> Chicago	2005
Rutgers University School of Business, <b>Developing Emotional Intelligence</b> New Jersey	2004
Ivey School of Business, <b>Ivey Leadership Program</b> London, Ontario	2003
Harvard Business School, <b>Deal-Making for the Long-Term</b> Boston, MA	2002
Harvard Business School, <b>Negotiation and Competitive Decision-Making</b> Boston, MA	2001
Harvard Business School, <b>Financial Management Program</b> Boston, MA	2000
Canadian Institute of Chartered Business Valuators, <b>CBV Program</b> (4 of 6 levels)	1994-1997
CFA Institute, <b>Chartered Financial Analyst Program</b>	1991-1994
Canadian Securities Institute, <b>Canadian Futures and Options Programs</b>	1991-1992
Ivey School of Business, <b>Honors Business Administration</b> London, Ontario (F.W.P. Jones Finance Award, Dean’s List)	1990
Saunders Secondary School (Dean’s Honor List) London, Ontario	1984-1986
Fettes College Edinburgh, Scotland	1983
St. Andrew’s College (Gold Medalist) Aurora, Ontario	1981-1983

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## AFFILIATIONS AND CORPORATE GOVERNANCE

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CFA Society Toronto (Finance & Audit Committee)  
London Hunt & Country Club  
London Community Foundation (planned)  
Financial Executives International Canada (FEI)  
Institute of Corporate Directors  
Calgary Petroleum Club (past Member)  
Earl Grey Golf Club (past Member)  
West Island College (past Board member, Finance Chair)  
Calgary Winter Club (past President, Board of Directors)  
Calgary CFA Society (past Board member)  
AltaGas Subsidiaries and Joint Ventures (past Board member):

- WGL Holdings
- AltaGas US Holdings
- Petrogas
- JV companies with global strategic partners - Vopak and Idemitsu
- Taylor Processing Inc.
- Bear Mountain Wind

## CONFERENCE SPEAKING ENGAGEMENTS

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Various North American and European Equity and Debt Investor Conferences (typically 10-15 per year) as AltaGas CFO with responsibility for investor relations 2015 - 2019

International LNG in BC Conference (Vancouver) May 21-23, 2014  
Advanced Canadian Oil & Gas M&A Forum (Calgary) October 2012  
Canada and US Western Midstream Summit (Calgary) March 2012  
Shale Oil Summit for Western Canada (Calgary) September 2011  
Montney/Horn River Infrastructure Finance and Development Summit (Calgary) April 2011  
Gas Storage Finance and Investment Summit (Houston) October 2010  
Midstream Gas Assets Acquisitions & Divestitures Summit (Houston) March 2010  
Gas Storage Finance and Investment Summit (Houston) October 2009  
Gas Storage Finance and Investment Summit (Houston) October 2008  
Midstream Gas Assets Acquisitions & Divestitures Summit (Houston) February 2008  
Gas Storage Outlook (Houston) January 2008  
Oil and Gas Acquisitions and MLP Symposium (Houston) November 2007  
Gas Storage Finance and Investment Summit (Houston) October 2007  
Midstream Gas Assets Acquisitions & Divestitures Summit (Houston) February 2007  
Gas Storage Outlook (Houston) January 2007

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## ALTAGAS LTD. – EXECUTIVE VICE PRESIDENT & CHIEF FINANCIAL OFFICER – 2015 TO 2019 RESPONSIBILITIES, INITIATIVES, AND AREAS OF FOCUS

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### Overall

- Report to CEO. Overall accountability for Finance and Corporate Development strategy (M&A)
- Along with CEO, lead on external stakeholder communications for corporate strategy and developments
- Board member for WGL Holdings, AltaGas US Holdings, Petrogas, and JV companies with Vopak and Idemitsu
- *Chair:* GAAP, Capital Asset, SOX Committees. *Member:* Risk, ERM, Capital Review, and Disclosure Committees
- Oversight of 8 sub-groups: Corporate Development, Control/Accounting, Enterprise Reporting & Planning, Treasury, Risk, Insurance, Investor Relations, Tax
- 115 direct and indirect reports in finance functions (excluding WGL reports in Washington, DC)
- Certification of financial statements and internal control over financial reporting as CFO: Q4 2015 to Q2 2019

### Risk Management

- *Group Structure:* In 2017, moved Risk Management under Finance function. VP Risk now reports directly to CFO. Organizational changes in Front, Middle and Back Offices also made to enhance group
- *Active Oversight:* gas and power commodity exposure, and hedging programs
- *NGL Marketing:* new business line was originated in late 2016, and new controls implemented for oversight
- *Reporting:* monthly commodity and credit risk reporting to Risk Management Committee
- *Energy Trading & Risk Management System:* transition from in-house risk system to successful implementation of an external, third party system (Allegro). Phase 1 roll-out in 2018 to NGLs business, and 2019 roll-out for Midstream Gas business
- *Commodity Risk Management Policy and Procedures:* comprehensive update and revision of old policy with Board approval in 2018
- *Credit Policy:* Established and secured approval for new Credit Policy in 2018
- *Integration of AltaGas and WGL risk oversight, processes, and procedures*
- *New business growth:* Supported the monitoring, management and reporting of risks (Asian, North American NGL price exposures) with complex Ridley Island Propane Export Terminal - Q2 2019 in-service

### Tax

- *Group Structure:* added more resources in Calgary Tax Group to match workload requirements
- *Integration:* enhanced coordination between Calgary and Washington DC tax teams, while adding more US resources in tax group
- *Offshore Structure:* 2019 structural changes under review; new transfer pricing laws implemented for 2017
- *US Tax Reform:* active planning for US tax law changes in respect of interest expense limitations, impact of lower tax rate on utility business, anti-hybrid legislation and new tax inversion rules
- *WGL Acquisition:* extensive structuring for both WGL and post-acquisition organizational structure
- *Tax Horizon and Management of Tax Attributes:* active management and forecasting of overall corporate tax horizon in both Canada and US. Efficient use of available tax pools to manage liabilities
- *Asset Sales:* tax planning associated with \$4 billion of asset sales and the \$900 million IPO of AltaGas Canada
- *Statutory:* oversee annual tax filings in Canada, US and Luxembourg

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## Treasury

- *Financing*: active program since 2015 to fund both organic growth as well as asset/corporate acquisitions
  - Common Shares: \$300 million (Q4 2015), \$440 million (Q2 2016), \$2.6 billion (Q1 2017)
  - Preferred Shares: \$200 million (Q4 2015), \$300 million (Q1 2017)
  - C\$ Term Debt: \$400 million in 10 and 30 year tranches (Q4 2017)
  - US\$ Term Debt: Inaugural US\$ issuance planned for 2019
  - US\$ Hybrids: Inaugural US\$ issuance planned for 2019
- *US\$ Capital Markets*: US\$2 billion base shelf registration completed in 2018; launch inaugural issues in 2019
- *Credit Ratings*: active management with S&P and DBRS for current parent ratings, and secured third rating from Fitch in 2018. Active management of US subsidiary ratings from S&P and Moody's
- *Bank Facilities*: parent company facilities total C\$4.6 billion. US subsidiaries have three separate bank facilities totaling US\$1.1 billion (backstop US\$ CP program). Significantly expanded and extended parent bank facilities, with C\$2.4 billion added in 2018 to provide sufficient liquidity to fund capex program in 2019
- *Acquisition Funding*: US\$4.95 billion bridge facility was secured to support WGL acquisition in 2017. Facility fully repaid and refinanced by January 2019, only seven months after July 2018 WGL deal closed
- *FX Hedging*: implemented large hedging program in Q1/Q2 2017 to support WGL acquisition. Established parent-subsidiary hedge program with one of utility subsidiaries, to bring hedging in-house. Now actively reviewing and planning for a formalized FX hedging strategy post-WGL to manage the enhanced FX exposure
- *Subsidiary Financing*: subs have public bank and rated term debt funding, as well as public CP programs
- *Insurance*: in 2016, hired new professional to help broaden program to London marketplace (Lloyds), and consolidated US programs under Calgary corporate umbrella for efficiencies, while supporting new business assets (export terminal, rail cars, power plants). Integration and efficiencies with WGL program underway
- *Dividend Reinvestment Program*: new premium component to enhance size in 2016; stopped in 2018
- *NYSE Listing*: will be considered following closing of WGL acquisition
- *WGL Regulatory Filings*: active and extensive support in state reviews, including witness, expert and hearings

## Corporate Development

- *Leadership* in the identification, review, and pursuit of corporate/asset acquisitions in the regulated gas/electric utility, midstream, and power sectors throughout North America
- *Originated C\$9 billion acquisition of NYSE-listed WGL Holdings Inc.* (announced January 25, 2017, completed July 6, 2018). WGL is a diversified gas utility, with regulated LDC business and growing power and midstream
- *C\$850 million GWF acquisition* in Q4 2015, involving California power generation assets
- *C\$4.1 billion of asset sales* (277 MW hydro, 322 MW distributed generation, non-core midstream) between July 2018 and July 2019 to fund WGL
- *IPO of AltaGas Canada* utility/power subsidiary in Q3 2018, with total proceeds to AltaGas of ~\$900 million
- *Innovative non-core gas plant disposition* (\$100 million, Q1 2016), with equity stake in Tidewater Midstream. Since 2015, refocused Gas business from over 70 small plants to 8 key large scale strategic ones
- *Long-Term Strategic Plan*: develop and maintain the consolidated corporate long-term plan for planning purposes. Key role in helping to reshape corporate strategy to sharpen focus on two core businesses (down from three). Capital allocation and project development model revamped to prioritize higher and more timely returns. Shift in long-term funding model to improve self-funding of new growth projects with reduced capital markets reliance

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## Enterprise Reporting & Planning (ERP)

- *Budget*: responsible for forward year fiscal budget. Engagement of each business group on bottoms-up basis, working with business partners to refine capital allocation and return expectations while still supporting most attractive growth opportunities. Identification of risks and opportunities across each business line, particularly the new WGL regulated and non-regulated businesses and new Gas projects
- *Outlook*: responsible for maintaining current year Outlook with weekly reporting of key trends and metrics
- *Financial Reporting to Board and Executive Committee*: enhanced over past two years, with more detailed divisional summaries, and closer tracking of key metrics and variables
- *Capital Asset Management*: over past three years, performed rigorous review, on lookback basis, of over 15 key corporate and asset acquisitions/new-build projects since 2010 to benchmark actual/forecast performance relative to original Board economics
- *Corporate, Divisional and Project Returns*: over past two years, implemented disciplined tracking with ultimate objective of improving corporate returns. Reporting now goes directly to Board, Chair and Executive Committee on monthly basis
- *Daily Reporting*: revamped daily reporting of key business metrics for firm-wide dissemination
- *Capitalization Policy*: updated policy with revised thresholds for capitalization of development projects, as well as new formalized stage gate project methodology for more disciplined tracking of development projects
- *Business Dashboards*: new framework with goal setting and tracking for each of Gas, Power, and Utilities
- *WGL Integration*: lead role for finance integration with WGL across all finance sub-functions. Phase 1 and 2 integration completed by YE 2018. Phase 3 underway in 2019. Implemented quarterly “town hall” meeting schedule for key senior finance leaders to coordinate integration and other long-term planning. ERP also helps to track WGL merger commitments and reporting to regulators, as well as synergies and corporate cost allocations to WGL
- *Enterprise Risk Management (ERM)*: hired full-time professional in Q4 2017 to help introduce ERM to AltaGas and lead ERM initiative, which was moved into ERP group in 2017, from Internal Audit, to help drive program forward. Key goal is to move from ad hoc, localized approach to a more systematic integrated approach to ERM that ultimately underpins all key strategic decisions. ERM process is now starting to mature, with roll-out to Gas division in 2018, and WGL in 2019. Process includes risk assessment process for identification, validation and prioritization of key enterprise risks and mitigation plans. Risk and mitigation plan reporting to Audit Committee established
- *Data Analytics*: undertaking project in 2019 to examine opportunity for new Enterprise Planning and Performance Management (EPPM) system across different parts of the firm. Key objective for this is to develop advanced data analytics to improve business intelligence and management decision-making. Project will ultimately streamline silos within different finance sub-groups, and also integrate finance and non-financial business data for purposes of predictive analysis, more real-time business insights, and more self-sufficiency for users
- *Utilities Division*: Implementation of cost, revenue, and capital efficiency review monitoring of Utilities. Objective is to sharpen the focus on capital spending and returns



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## Control/Accounting

- *US GAAP reporting*: apply US GAAP under an exemption from NI 52-107. Secured an extension of the exemption until 2024, but completed SEC registration/filings to become a Foreign Private Issuer (FPI) in US in June 2018. SEC registration requires SOX 404 compliance in 2019 (fully on schedule)
- *SOX 302 and 404*: Engaged E&Y to review SOX readiness, and then developed a plan to remediate and prepare for compliance within required timeframe of year-end 2018. Key focus areas include governance, SOX management structure, enhancement of existing control definitions, IT controls, enhanced control testing programs, and deficiencies management. New SOX Steering Committee and 5 new SOX hires designed disclosure controls and procedures program as part of overall internal control protocol
- *XBRL*: FPI status required filing on Form 40-F, with requirements for XBRL tagging of financials by Q1 2019
- *New ASC Standards (Leases, Revenue Recognition, Credit Losses)*: implemented for 2018 - 2020 timelines
- *Internal Controls*: with Internal Audit, addressed deficiencies and implemented improvements in control functions
- *Financial Instruments*: focus on power and frac hedging; 2018 FX hedging (FX call options, then FX forwards) for Cdn\$3.2B of equity proceeds and C\$ asset sales to match US\$ bridge debt repayments
- *Derivatives*: assessment of derivatives (and mitigating MtM) as new NGL marketing business is developed
- *Equity Investments*: accounting for Petrogas, Tidewater, Painted Pony, NWBC Hydro equity investments
- *Rate Regulated Accounting*: 5 existing utility franchises (\$4.5 billion rate base, 1.6 million customers)
- *WGL Accounting Issues*: purchase price allocation, consolidated financials, FX call option accounting, transaction and integration costs, and various other matters to align AltaGas and WGL post-closing
- *Delegation of Authorities*: updating Delegation of Authorities for first time since 2014, and integrating with WGL's existing DOA matrix
- *Disclosure Policy and Audit Committee Mandate*: updated in 2016. Updated again in 2018
- *Business Optimization*: worked with IT group to harmonize different technology standards (hardware, intranets, exchange servers, configurations, administration) throughout AltaGas and WGL subsidiaries
- *Business expense/travel policy*: new centralized external booking and new software workflow tool (Concur)
- *Odd lot share buyback*: reduced non-accredited investors, to ensure compliance with FPI requirements
- *Robotic Process Automation (RPA)*: undertaking work to build efficiencies starting in 2018 with a successful pilot on largest gas asset, and broadening the number of RPA projects (in 2019, AP invoice entry process)
- *Payroll*: Plan underway in 2019 to implement the outsourcing of payroll to achieve cost/efficiency savings
- *Structuring*: working with business partners to pursue new growth in smart way, by structuring deals so that the accounting impact (eg. leases, derivatives) is optimized to create favorable cash flow and balance sheet impact, consistent with project economics

## Investor Relations/Communications

- *External Stakeholder Management*: Active lead role, along with CEO, in presenting to equity and debt investors and at various equity and debt conferences globally
- *Group Structure*: Strengthened team with hire of new senior VP along with directors for both IR and Comms
- *Reporting*: depth of disclosure in investor materials increased with tighter strategic messaging
- *Marketing*: increased marketing efforts outside Canada (US, Europe) to manage changing shareholder base
- *Sustainability*: planned new bi-annual sustainability report with EOHS, Comms, Stakeholder Relations
- *Website*: new website design in 2016, and further enhanced in 2018 post WGL merger close

## Skills Summary – Tim Watson CFA, ICD.D

### London, Ontario Background

I grew up in London, Ontario and completed my Honors Business Administration degree at Ivey Business School (gold medalist, Finance). After graduating from Western, I worked throughout North America during my business career, living in Toronto, Calgary San Francisco and Houston. We moved back to London in 2022 to settle down and be closer to immediate family in London and surrounding areas.

As I have done in other cities where I lived, my objective is to become involved in the local community. I am in the process of joining the London Hunt & Country Club, and plan to be on their board to help shape its future strategic direction. I am also currently having discussions with the London Community Foundation to join their committees and board, as well as RH Accelerator which helps business owners, founders and teams in local early-stage companies. One other local organization that I plan to support is the Grand Theatre. On a part-time basis, I have been helping to mentor students by teaching M&A and Investment Banking courses to 4<sup>th</sup> year undergraduate and MBA students at Ivey Business School over the past year. Since returning to London, I have also been the treasurer for my son's London Junior Mustangs and London Junior Knights hockey teams.

### Professional Qualifications

I am certified as a Chartered Financial Analyst (CFA) and as a Certified Director (ICD.D) with the Institute of Corporate Directors. In addition, I have completed all 3 levels of the Chartered Investment Management program (Canadian Securities Institute), 4 of 6 levels of the Canadian Institute of Chartered Business Valuators program, the Advanced Certificate in 3H Financial Planning (FP Canada), Knowledge Bureau's Professional Income Tax Courses (Basic and Advanced), as well as the following executive education and other programs:

- Wharton School of Business, **Creating Value Through Financial Management** (Philadelphia, PA)
- Kellogg School of Management, **Corporate Financial Strategies for Creating Shareholder Value** (Chicago, IL)
- Rutgers University School of Business, **Developing Emotional Intelligence** (online)
- Ivey School of Business, **Ivey Leadership Program** (London, Ontario)
- Harvard Business School, **Deal-Making for the Long-Term** (Boston, MA)
- Harvard Business School, **Negotiation and Competitive Decision-Making** (Boston, MA)
- Harvard Business School, **Financial Management Program** (Boston, MA)
- Practising Law Institute, **M&A – What You Need To Know** (San Francisco, CA)
- Canadian Securities Institute, **Options and Futures Programs** (Toronto, Ontario)

### Knowledge of London Hydro and its Environment

The Energy Competition Act (1998) and the Electricity Restructuring Act (2004) reshaped the LDC business model in Ontario. The naturally monopolistic functions of transmission and distribution ("T&D") were unbundled from generation and retail supply and remained government regulated through the OEB's prices set under the Regulated Price Plan (RPP). Municipalities such as London are effectively investor-owners in their LDCs, since they do not directly control the pricing of distribution rates.

## Skills Summary – Tim Watson CFA, ICD.D

Governance of LDCs is becoming more important than ever, driven by several key factors.

- First, emerging new technologies and other innovations are causing changes to the traditional LDC distribution model. These developments include micro grids with distributed generation, battery storage, community net-metering, remote telecommunications, greater but more concentrated periods of elevated electricity load factors (electric vehicles, transition from gas to electricity in new-build housing), diverse but unpredictable sources of new electricity supply (renewables), and big data. Inflationary pressures can also lead to calls for downward pressure on rates. Due to changing technologies, certain customers are now for the first time in a position where they can reduce their reliance on the existing distribution system
- Second, LDC governance is now subject to regulatory oversight, with the OEB's best practices including director independence, director skills, board and committee structures/functions and appropriate documentation for things like board mandates and committee charters, codes of conduct and onboarding processes. Improper oversight by boards can lead to penalties and other governance implications
- Third, the LDC sector in Ontario has undergone significant consolidation this century, with approximately 60 remaining electric LDCs. Of these 60 electric LDCs, 5 large companies dominate (Hydro One, Alectra, Elexicon, Hydro Ottawa and Toronto Hydro). Mergers can be complicated in terms of corporate governance and people management, let alone systems integration
- Fourth, there is the prospect of increased consumer choice for electricity. However, up to this point, fewer than 10% of Ontario customers purchase their electricity from a competitive retailer, and instead still deal with the regulated default incumbent provider
- Fifth, cyber security in the energy utility sector is becoming increasingly important, given the exposures that exist for cyber intrusions and the need for both appropriate preventative defences and effective incident response plans. Governance in this area is critical

These emerging developments are starting to require LDCs to develop new business models, or at least evolve and potentially enlarge the scope of existing models, in more competitive markets. This increases the overall business risk profile for what has otherwise been up to this point a low-risk sector. In effect, leaving the traditional comfort zone of the existing business model serves to heighten business risk. LDC boards will need to be equipped to oversee this increased risk, ensure that the underlying management team is prepared for this evolution, and potentially monitor an expanded range of business activities by the LDC (including outside the LDC's home jurisdiction). For example, a joint venture to develop a new smart grid is a new business activity with different characteristics (risks, returns) than a typical grid investment by the LDC. Some of these new business activities may even affect the viability of the grid.

While the OEB in recent years has taken steps to permit LDCs to expand their range of businesses, a board member continues to be subject to the Ontario Business Corporation Act's statutory and fiduciary obligations including duties of loyalty and care to the corporation, acting honestly and in good faith with a view to the best interests of the corporation, and exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In other words, corporate directors, now more than ever, need to be qualified with the requisite skills and capabilities to meet their duties.

Potential changes in the business model will require even more collaboration between the different members of an LDC's board, and also with the ultimate shareholder (the City and its citizens) to ensure that there is full alignment with respect to the strategic direction. For example, priorities could differ between one objective

## Skills Summary – Tim Watson CFA, ICD.D

(eg. increasing the dividend to the shareholder) and a different objective (allocating resources for the build-out of unregulated activities). Board members for London Hydro must represent the City and all London citizens in a responsible and capable manner. This is done by overseeing the Company's strategic direction and management to ensure that London Hydro meets its mandate and objectives.

Under the leadership of Vinay Sharma, his executive team, and all employees, London Hydro has been at the forefront of innovation in the Canadian electric LDC sector. The Company has implemented a number of innovative programs, technologies, and projects, each of which have resulted in citizens of London saving money through lower rates, combined with environmentally-friendly energy efficiency savings (reduced carbon footprint) and reduced reliance on the provincial power grid for electricity supply. One notable example of this was the community net metering program involving the Sifton West Five Development micro grid which set a new industry precedent for this type of sharing arrangement. The Green Button program for customer data and its decade-long development by London Hydro to become the provincial standard is remarkable.

London Hydro's low risk electric distribution operations have, to this point, offset its small size, relative to certain of its larger Ontario peers, and lack of geographic diversity. Leverage has increased, but London Hydro has historically been levered at less than its authorized 60% leverage ratio, so aligning leverage more with authorized equity thickness will result in improved shareholder returns on equity. Distribution rates remain very competitive, compared with other Ontario peer utilities. Regulatory lag for recouping costs remains reasonable, and the Company's most recent Cost of Service application for the next 5 years was settled satisfactorily in 2022. S&P has maintained a "A" rating with stable outlook for London Hydro, despite S&P's expectation for weaker financial performance. Annual dividends to the City have consistently remained at the \$5 million level. One remaining uncertainty is whether London Hydro can meaningfully grow its unregulated revenue (eg. Green Button services to other utilities), the level of business risk associated with such growth, and what is the most optimal corporate structure for this unregulated business.

### Senior Executive Management Experience

For the past 20 years, I have been a senior executive officer, serving as the Chief Financial Officer and Executive Vice President of both AltaGas Ltd. and JANA Corporation, and a senior Managing Director at several large investment banks. Prior to that, I was a junior and intermediate investment banker.

AltaGas is a major publicly-traded North American energy infrastructure company with total assets at the time of \$22 billion, enterprise value (debt + equity) of \$17 billion, EBITDA of \$1.3 billion (75% US/25% Canada), with 3 business lines (Regulated Utilities, Gas Midstream, Power infrastructure) and an annual capital budget of \$1.3 billion. I reported directly to the CEO, with overall accountability for Finance and Corporate Development (M&A). My areas of responsibility included Treasury/Capital Markets, Control/Accounting, Financial Reporting, Strategic Planning, Budgeting, Risk, Tax, Insurance, Investor Relations and Corporate Development. As Executive Vice President, I had 7 vice presidents reporting directly to me, and approximately 115 people overall in my finance and corporate development groups.

JANA Corporation is a small, private Toronto-based software company specializing in integrity management software for North American pipelines, and I reported directly to the CEO/founder. During that time, the Company grew from 43 to over 115 full-time employees.

As a senior investment banker, I worked with RBC Capital Markets in Toronto, Calgary, Houston and San Francisco, and lead its US energy M&A group. I also worked in investment banking as a Managing Director with CIBC World Markets (Calgary), and as the Head of Canadian Energy & Infrastructure investment banking for Bank of America Merrill Lynch.

## Skills Summary – Tim Watson CFA, ICD.D

### Capital Markets Financing and M&A Expertise

I have a deep knowledge of global financial markets, products and structures, and worked as both an agent providing advice to companies, as well as a principal within a company. My M&A track record in North America and globally has included work with large and small companies across many different industries, as well as work with crown corporations and municipally-owned utilities. In these roles over the years, I have been a trusted strategic advisor to CEOs, senior executives and Boards.

Given the legal complexities associated with public financings and M&A, I have worked closely with legal counsel and have good familiarity with corporate and securities law matters. I am also experienced in dealing with credit rating agencies, and have used FX hedging on certain transactions to manage US\$ volatility.

### Strategic Planning and Corporate Development

As a senior investment banker, I was very familiar with the strategies of my utility and energy infrastructure clients. Origination of new strategic advisory mandates with my clients was a major focus.

At AltaGas, I played a major role in corporate and business development:

- Leadership of overall M&A strategy, including active review and pursuit of corporate/asset acquisitions in the regulated gas/electric utility, midstream, and power sectors throughout North America
- Developed and maintained the consolidated corporate long-term plan for planning purposes
- Oversaw the origination, structuring and completion of major acquisitions and divestitures
- Identified new gas processing, fractionation, LPG export facility, LNG export facility and power plant projects, with projected capital spending of \$2.0 billion+ for 2016-2020, and completed final investment decisions (FIDs) for these
- Undertook strategic reviews of the utility and gas businesses. More robust revenue, cost and capital efficiencies of the utilities group were initiated with the objective of sharpening the focus on improved utility capital spending and returns

Given the significant growth at AltaGas, and the large regulated utility acquisition in the U.S., I spent considerable time developing integration planning and forward-looking plans for each business group of the combined company.

With the objective of building awareness for and improving corporate, divisional and project returns at AltaGas, I initiated a more vigorous review, on a lookback basis, of 15 material corporate and asset acquisitions and new-build projects to benchmark actual performance relative to original planned returns. For future prospective projects, explicit capital return thresholds were communicated and enforced. A new stage gate methodology for more disciplined tracking of development projects was also implemented. Business dashboards were developed for the overall company and each division to ensure appropriate goal setting and tracking.

## **Regulated Utility and Energy Infrastructure Industry Experience**

I have significant hands-on experience as both a senior executive and banker in various energy regulatory jurisdictions in Canada and the U.S.

Regulated distribution utilities were the largest business segment at AltaGas, where I was CFO and head of corporate development. The regulated rate base was \$4.5 billion, spread across several regulatory jurisdictions including Alberta, BC, Nova Scotia, Michigan, Alaska, Virginia, D.C., and Maryland. Overseeing the capital allocation, revenue requirement, rate regulated business model and accounting for these utilities had a major impact on overall company results. The rate base doubled in size during my time at AltaGas, as we moved into new regions and worked closely with key regulators to secure the approvals required for the transfer of regulated energy assets. In the case of the WGL acquisition that AltaGas made, we worked with the state regulators for 18 months in order to agree to the commitments required for achieving regulator approvals.

Furthermore, as an investment banker, I have worked with numerous energy infrastructure companies in Canada and the U.S. on regulated energy acquisitions, dispositions and financings, including gas/electric distribution, conventional power generation (renewables, fossil fuel-fired), gas/liquids pipelines, gas storage, battery storage, and electric retail customers.

Some notable regulated energy transactions that I have been involved with include:

- AltaGas - \$900 million IPO of regulated gas utility LDCs in Alberta, B.C. and Nova Scotia
- AltaGas - \$9 billion acquisition of WGL Holdings (DC, Virginia, Maryland regulated utility LDCs, 322 MW of distributed renewable power assets)
- Enbridge – acquisition of Consumers Gas (Canada’s largest regulated gas utility LDC)
- Terasen – \$6.9 billion disposition of its BC gas LDC business and pipelines to Kinder Morgan
- EnCana - US\$1.5 billion disposition of largest gas storage business in North America to Riverstone
- NOVA - \$14 billion merger with TransCanada PipeLines
- Enbridge Consumers Gas – \$1 billion sale of Ontario rental water heaters business to Centrica PLC
- Canadian Utilities - \$120 million disposition of Alberta residential retail electric and gas customers to Direct Energy
- TransCanada - review of strategic alternatives, including regulated transmission restructuring
- TransCanada - \$850 million disposition of midstream assets to Williams
- Enbridge – corporate restructuring of US midstream business and MLPs
- AltaGas - \$870 million disposition of gas pipelines to Williams
- Numerous Lead and co-lead financing mandates for C\$ MTN, US\$ MTN, C\$ common equity, US\$ common equity, US\$ MLP unit, C\$ trust unit and LP unit, C\$ preferred share (perpetual, fixed/floating), C\$ preferred securities (COPRs), C\$ convertible debenture, C\$ and US\$ bridge loan and project debt, and flow through financings for Enbridge, TransCanada, AltaGas, ATCO, ENMAX, Canadian Utilities, EPCOR, Capital Power, TransAlta, Pembina Pipeline, Inter Pipeline, Keyera, AltaLink, NOVA, Nova Scotia Power, and other energy, industrial and diversified corporations.

### **Experience With Government-Owned Businesses and Other Closely-Controlled Entities**

As an investment banker with RBC Capital Markets, I worked as an advisor to the City of Edmonton in 1997-2000 assessing the various strategic alternatives for its ownership of EPCOR, the integrated city electric utility. The 1990s were a time of major change and deregulation in Alberta, with the Electric Utilities Act of 1995 resulting in a fundamental restructuring of the industry – generation and retailing of electricity were no longer subject to government regulation, leaving only distribution and transmission under the rate regulation model. Consumers were permitted to choose their own electricity retailer, and the Power Pool of Alberta was created to match supply with retail demand and set the market clearing price. As an integrated utility with generation, transmission, distribution and retail supply of electricity, along with water supply/distribution, EPCOR's business environment was changing rapidly, with both greater risks emerging and potentially greater returns as well. The original Edmonton Power went from being a department of the City of Edmonton to a fully incorporated corporation with revamped corporate governance including a fully independent board. A holding company was established (named EPCOR), with various operating subsidiaries. Through lengthy deliberations with the City administration, City counsellors and EPCOR's board and management, the decision was made to maintain sole ownership of EPCOR. However, steps were taken to become an independent public debt issuer in 1999, and ultimately separate and sell off the unregulated power generation business 10 years later. In the meantime, I also advised EPCOR on its largest acquisition up to that point in time with the \$529 million acquisition of a 31% interest in a publicly traded limited partnership holding 11 power generation facilities in the northeast U.S. (744 MW) in 2006, which was a precursor to the 2010 IPO of Capital Power (EPCOR's \$2 billion power generation business).

I also worked on several financing transactions with ENMAX Corporation, the 100% owned regulated distributor and retailer of electricity for the city of Calgary.

I worked on major crown corporation privatizations with RBC as the lead bank on the IPO of Petro-Canada by the Canadian federal government and the lead bank for the privatization of Nova Scotia Power (now Emera) by the province of Nova Scotia. Another RBC engagement with the federal government involved the restructuring of Canada Post and its acquisition of Purolator. Over the past 15 years, I have advised major state-controlled companies on Canadian energy acquisitions, including Petronas (upstream gas and LNG), GDF (upstream oil and gas) and Korean National Oil Corporation (upstream oil and gas).

Other closely-controlled companies that I have provided strategic and financing advice to include ATCO and its regulated subsidiary Canadian Utilities (Alberta regulated electric/gas distribution, transmission and power). I completed numerous financings and other advisory work for ATCO/Canadian Utilities, often working with the founding Southern family and senior executives. One particular advisory assignment with ATCO involved assisting with the disposition of its retail customer business (1 million retail electric and gas customers) to Direct Energy. As part of this transaction, ATCO chose to focus on its core regulated distribution delivery business (LDC), and to exit the unregulated supply business in a rapidly deregulating Alberta energy market. I also worked on various financing and M&A transactions with Husky Energy (78% controlled by Hong Kong businessman Li Ka-shing), Capital Power (controlled by City of Edmonton), and the ground breaking IPO of Saskatchewan Wheat Pool (a cooperative previously 100% owned by Saskatchewan farmers).

## Skills Summary – Tim Watson CFA, ICD.D

### Non-Regulated Energy Industry Experience in North America

As an investment banker, I covered clients across the entire energy value chain, from traditional midstream infrastructure (gas and liquids pipelines, natural gas liquids, LPGs, export terminals) to exploration and production companies to all forms of electric power (distribution, transmission, generation) including renewable power (solar, wind, geothermal) and certain emerging areas (eg. clean hydrogen). In Toronto, I also had investment banking corporate clients in various other non-regulated industries, such as industrials, auto parts, retail, healthcare, communications.

I am very familiar with the balance LDCs need between regulated operations and higher growth non-regulated operations. AltaGas was a long-time client which I later joined to become an operator, and it had three major business segments: regulated LDCs, power generation and midstream infrastructure.

At AltaGas, we closely followed the wave of disruptions that were starting to impact the energy sector, including electric and gas utilities. With major assets in some of the fastest deregulating jurisdictions in North America (California, Alberta), we saw firsthand some of the issues related to distributed generation, virtual net-metering, energy storage, electric vehicles and data management. When I was there, the company grew its California power assets to over 1100 MW. At the time, AltaGas built the largest battery storage facility in North America (20 MW, equivalent to 80 MWh of electricity discharging capacity) at a power facility in California, and signed a 10-year storage resource adequacy purchase agreement for the battery capacity with Southern California Edison, the largest utility in the state. AltaGas built one of the largest wind farms in B.C. It also built the largest non-government owned hydro facility in B.C., which was successfully monetized for over \$2.5 billion. We also carefully tracked the evolution of the Alberta power market, including its Renewable Electricity Program in 2017-2019 which resulted in 1359 MW of new wind power capacity being awarded.

I identified WGL as a potential target for AltaGas in 2017, and helped to originate, execute and integrate the acquisition. WGL was identified as an attractive acquisition target. Not only did it have 1.1 million regulated utility customers and \$2.6 billion rate base, but it was growing in non-regulated areas including 275,000 retail gas and electricity customers, distributed generation assets (solar, natural gas fuel cells) contracted to various municipalities and institutions, as well as pipelines in attractive regions (Marcellus).

At JANA Corporation, I helped to manage the company's very significant growth by sourcing funding, and by developing a detailed financial forecast for long-term strategic planning. JANA develops probabilistic risk modeling and software to enable large North American infrastructure companies (eg. Consumers Gas, Fortis, Southern Company, CenterPoint Energy) to proactively address leak management and corrosion issues in pipelines, using AI and machine learning logic applied to a proprietary data base.

### Experience with Business JV/Partnerships

At AltaGas, I sat on various joint venture partner boards to help manage the relationship and grow the underlying ventures. Several of the partners were large global entities with distinct cultures, including Idemitsu Kosan (a large 112-year old Japanese global energy company) and Royal Vopak (a 400-year old Dutch multinational company that is one of the largest energy terminal operators in the world). With multiple partnerships involving global energy infrastructure third parties, AltaGas had a complex corporate structure. Partnerships with third parties help to share financial, investment and technological risks, and effectively leveraged growth opportunities.



## **Skills Summary – Tim Watson CFA, ICD.D**

### **Risk Management Experience**

I have been trained and worked in environments that are highly focused on financial risk management, based on both internal and external risk sources. All of my board roles, in both for-profit and not-for-profit organizations, involved aspects of risk management, oversight and control.

As CFO of AltaGas, a large publicly-traded company, I was responsible for certifying the financial statements and internal control over financial reporting.

At AltaGas, in collaboration with Internal Audit, I helped to establish a new Enterprise Risk Management (ERM) group, which reported up through me. External hires were made to add resources to this initiative, with the objective of moving to a more systematic integrated approach to ERM that would ultimately underpin all key future strategic decisions. Over this time period, progress was made in implementing ERM and maturing it, with the systematic identification of risk appetite, risk capacity, risk assessment, risk response, control activities, and monitoring actions. Company-wide roll-outs were made to key operating subsidiaries in Canada and the U.S. Risk and mitigation plan reporting to the Audit Committee was also established.

At AltaGas, I also sat on the Risk Committee, which met monthly to review all key gas, liquids, power and other risk exposures. The Vice President, Risk reported directly to me. Over this period, changes were made to the front, middle and back offices, and monthly reporting was improved with better information and analytics. New procedures were implemented to manage growth of the business and expansion into new business lines and new markets (U.S.). A successful transition was made from an in-house risk system to a more sophisticated and robust external third-party system. Commodity risk management and credit risk policies and procedures were all updated.

AltaGas also completed registration filings with the SEC to become a foreign private issuer in the U.S. Importantly, this required that AltaGas meet Sarbanes-Oxley (SOX) compliance for internal controls by 2019. Extensive work was undertaken to review SOX readiness, and then develop a plan to remediate and prepare for compliance, focusing on governance, SOX management structure, enhancement of existing control definitions, IT controls, enhanced control testing programs, and deficiencies management. A new SOX committee was formed, and 5 new external SOX specialist hires were made to support this initiative.

At JANA Corporation, I worked with the Chief Technology Officer and other senior executives to secure SOC 1 accreditation, and begin the process for SOC 2 accreditation to help address cybersecurity and other exposures.

### **Corporate Governance Experience**

Implementing governance best practices is more important today than ever before. This is particularly the case with utility LDCs, given the growing number of potentially disruptive factors emerging, which may have a material impact on the go forward LDC business model and strategy.

My formal training, executive business skills and board experience will enable me to exercise effective governance over a number of key functions of London Hydro's business, including financial management and audit, risk assessment, strategic planning, asset planning, regulatory and public policy activities, and executive compensation.

I have made a lifelong commitment to excellence in the boardroom. I was granted the ICD.D designation by the Institute of Corporate Directors after completing the ICD-Rotman Directors Education Program and examination process. With a strong desire to remain current and be a more effective director, I continue to

## Skills Summary – Tim Watson CFA, ICD.D

take courses for emerging governance issues. This spring 2023, I took the Institute's Digital Transformation From The Boardroom course, and plan on continuing to take additional courses from the ICD.

I have considerable experience advising Boards and executive management teams throughout North America on strategic M&A, advisory and financing transactions as an investment banker. In particular, strategic M&A involving the acquisition, disposition or restructuring of assets or companies tends to be at the heart of one of the most central decisions that a company can make, and it is the board of directors who guides strategic processes like this which can fundamentally alter a company's future. When advising boards on transactions such as the historic break-up of Canadian Pacific into five separate companies, or assisting TransCanada or Enbridge on strategic initiatives to restructure major assets or the entire company, I worked closely with the Board, its chair as well as senior management. As a result, I am very familiar with key corporate governance issues.

As a senior executive, I presented to and advised the AltaGas Ltd. Board and its audit committee at regularly scheduled and special board meetings from 2015 – 2019 (average 10 per year) on:

- Quarterly financial updates
- Major acquisitions: \$9 billion U.S. regulated utility acquisition, US\$850 power acquisition
- Major dispositions: over \$5 billion from 2017-2019
- Financings: over \$4 billion of financings from 2015-2019
- Project approvals for new greenfield energy infrastructure projects, including an LPG export terminal

The CFO role in a public company requires an acute understanding of key governance issues. I met regularly each quarter with key external stakeholders, including equity and debt investors in North America, Europe and Asia, as well as credit rating agencies, proxy advisory firms and research analysts. Being aware of key emerging governance trends, and addressing them directly with key stakeholders, was essential.

At AltaGas, I was also on numerous boards for joint venture operations/assets involving external partners. Distinct governance arrangements were required to be established and maintained in order to ensure a smooth functioning for each partnership.

Also at AltaGas, I served on various internal committees dealing with governance and other key matters. I was Chair of the Capital Asset Committee, GAAP Committee, and SOX committees. In addition, I was an active member of the Commodity Risk Committee, Enterprise Risk Committee, Capital Committee (to set and approve capital allocations) and the Disclosure Committee.

As CFO at JANA Corporation, I worked closely with the board of directors. Key financial matters, as well as strategic planning and long-term financial forecasting, were regularly reviewed with the Board.

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### Past Board Directorships

I have extensive experience with both for-profit and not-for-profit boards. At AltaGas, I served as a representative on boards of several key strategic JV companies, as well as key subsidiary boards of the company.

- **AltaGas US Holdings Inc. (2018-2019):** board member for AltaGas subsidiary that owns AltaGas' US utility business (DC, Maryland, Virginia, Michigan and Alaska)
- **WGL Holdings Inc. (2018-2019):** board member for AltaGas subsidiary that owns Washington Gas Light Company, which owns regulated gas utilities in DC, Maryland and Virginia
- **Petrogas Group (2019):** board member and shareholder representative for AltaGas' 33% interest in Petrogas, which is a large North American energy infrastructure and marketing company
- **Ridley Island Propane LPG GP Inc. (2017-2019):** board member for the joint venture project company owned by AltaGas (70%) and Royal Vopak N.V. that owns and operates the Ridley Island Propane Export Terminal
- **AltaGas Idemitsu Management Inc. (2015-2019):** Shareholder representative and director of AIMI, which is the general partner of a partnership between AltaGas Ltd. and Idemitsu Kosan Co., Ltd. which owns LPG and LNG assets in North America
  - Make decisions for various operating subsidiaries and participate in corporate governance matters
- Other Operating Subsidiaries (Taylor Processing Inc., Bear Mountain Wind)

Some recent not-for-profit boards that I have served on include:

- **CFA Society Toronto (2022-2023):** Affiliated with the CFA Institute, CFA Society Toronto is the world's largest society of CFA charter holders. I currently serve as a member of the Finance and Audit Committee, providing financial oversight of the Society and its assets:
  - Review and analyze quarterly results of the organization, as well as disbursements and journal entries
  - Oversee the financial and audit systems for financial integrity and monitor for compliance
  - Evaluate and monitor overall risks at the enterprise level of the Society
  - Responsible for finalizing and recommending the annual budget of the Society
  - Assist the Board in the fulfillment of its governance functions fully and efficiently
  - Work with Management and the external auditors to ensure the smooth functioning of the audit process and open dialogue between the external auditor and the board
- **West Island College (2014-2019):** An independent university preparatory school in Calgary. I served as Vice Chairman, and Finance Committee Chair. Board implemented two major multi-year initiatives:
  - Implementation of an Advancement Program (first in the school's history), requiring a cultural shift toward more aggressive fundraising to diversify and strengthen financial base
  - Development of a new Five-Year Strategic Plan, including new branding, followed by an assessment of future capital expansion alternatives
  - Replacement of CEO (2018)

## Skills Summary – Tim Watson CFA, ICD.D

- Key corporate governance upgrades completed, including institution of formal performance review process for Head of School, review and update of Board bylaws, implementation of a formal Board of Directors performance review
- **Calgary Winter Club (2008-2014):** One of the largest and most established premier family sports clubs in Calgary. I served 2 three-year terms, culminating with roles as Chair of Finance Committee and then President in my final year. Very active Board which oversaw:
  - Complete revamp of corporate governance and reporting model between Board and Management
  - Rejuvenation of most of senior management team to effect change
  - Planning and completion of \$23 million expansion to facilities (largest project in Club history)
  - Implementation of a long-term strategic plan including preparation (plans, budgeting, approvals) for another future \$10 million expansion for food & beverage;
  - Significantly strengthened financial position, and acceleration of new memberships
  - Oversight for a cultural shift involving enhanced services and amenities for members
  - Increased outreach to key stakeholder groups (members, shareholders, staff) through the use of regular surveys and feedback mechanisms