

Exhibit G

Fortis Resolutions (Highly Confidential)



**CERTIFIED RESOLUTION
OF THE
BOARD OF DIRECTORS**

**THE ACQUISITION OF ITC HOLDINGS CORP.
AND RELATED FINANCING TRANSACTIONS**

WHEREAS Fortis Inc. (the "**Corporation**") proposes (together with the Minority Investors (as defined below), if any) to acquire, through an indirect subsidiary (the "**Acquisition**"), all of the issued and outstanding shares of common stock (the "**ITC Shares**") of ITC Holdings Corp. ("**ITC Holdings**"), an independent electric transmission company incorporated in the State of Michigan;

AND WHEREAS it is proposed that the Corporation will, or will cause one of its subsidiaries to, (a) pay a purchase price [REDACTED] of the common shares of the Corporation on the Toronto Stock Exchange (the "**TSX**") on February 8, 2016 and a C\$/US\$ exchange ratio of [REDACTED], which purchase price per ITC Share will be comprised of (i) US\$ [REDACTED] in cash, representing aggregate cash consideration of approximately US\$3.5 billion (the "**Cash Consideration**"), and (ii) 0.7520 of one common share of the Corporation (the "**Stock Consideration**"), for an aggregate issuance from treasury of up to approximately [REDACTED] common shares of the Corporation (the "**Acquisition Shares**"), (b) [REDACTED], (c) assume any and all liabilities of ITC Holdings and its subsidiaries in the approximate amount of US\$ [REDACTED], and (d) [REDACTED]

AND WHEREAS in connection with the Acquisition, the Corporation, ITC Holdings and one or more direct or indirect subsidiaries of the Corporation will enter into an agreement and plan of merger (the "**Acquisition Agreement**"), substantially in the form and on the terms of the draft agreement and plan of merger (the "**Draft Acquisition Agreement**"), a copy of which has been made available to the directors of the Corporation, pursuant to which an indirect subsidiary of the Corporation will be merged with and into ITC Holdings, with ITC Holdings as the surviving corporation in the merger (the "**Surviving Corporation**");

[REDACTED]

AND WHEREAS completion of the Acquisition will require, among other things:

- (a) the Corporation receiving all regulatory and governmental approvals set out in the Acquisition Agreement;
- (b) the Corporation receiving the approval, by ordinary resolution at a special meeting of Fortis shareholders, of the issuance of the Acquisition Shares in connection with the Acquisition (the **"Shareholder Approval"**);
- (c) receipt of TSX approval for the issuance of the Acquisition Shares;
- (d) the Corporation registering the Acquisition Shares under the U.S. Securities Act of 1933, as amended (the **"1933 Act"**), by filing a registration statement on Form F-4 (the **"Registration Statement"**);
- (e) the Corporation listing all of its issued and outstanding common shares (including the Acquisition Shares) on the New York Stock Exchange, such listing to commence on or before the closing date of the Acquisition;
- (f) ITC Holdings receiving the approval of its shareholders of the consummation of the Acquisition; and
- (g) the Corporation and ITC Holdings having fulfilled or waived all other conditions precedent to the closing of the Acquisition, as itemized in the Acquisition Agreement;

AND WHEREAS the Acquisition Agreement contemplates that the Corporation may, at its option, secure the binding commitment of one or more minority investors (the **"Minority Investors"**), pursuant to which the Minority Investors will acquire, directly or indirectly, up to an aggregate 19.9% interest in the Surviving Corporation as part of the Acquisition (the **"Minority Investment"**).

AND WHEREAS to finance the Cash Consideration (net of any cash received from the Minority Investors) for the Acquisition (the **"Acquisition Financing"**), the Corporation proposes to establish (a) **"BNS"**, non-revolving term bridge credit facilities

(the **"Equity Bridge Facility"**); (ii) **"Minority Investment Bridge Facility"** (the **"Minority Equity Bridge Facilities"**); (b) **"Goldman Sachs"**, a non-revolving term bridge credit facility in

(the **"Debt Bridge Facility"** and together with the Equity Bridge Facilities, the **"Acquisition Credit Facilities"**);

AND WHEREAS BNS has delivered a commitment letter setting out the principal proposed terms and conditions of the Equity Bridge Facilities, collectively, the **"Equity Bridge Commitment Letter"**, substantially in the form and on the terms of the draft commitment letter, term sheet and fee letter (the **"Draft Equity Bridge**

Commitment Letter"), copies of which have been made available to the directors of the Corporation;

AND WHEREAS Goldman Sachs has delivered a commitment letter setting out the principal proposed terms and conditions of the Debt Bridge Facility, [REDACTED] letter (collectively, the "**Debt Bridge Commitment Letter**" and, together with the Equity Bridge Commitment Letter, the "**Commitment Letters**"), substantially in the form and on the terms of the draft commitment letter, term sheet and fee letter (the "**Draft Debt Bridge Commitment Letter**" and, together with the Draft Equity Bridge Commitment Letter, the "**Draft Commitment Letters**"), copies of which have been made available to the directors of the Corporation;

AND WHEREAS, after due and careful consideration, the board of directors of the Corporation deems it appropriate and in the best interests of the Corporation to proceed with the Acquisition, the Acquisition Credit Facilities and all related matters described herein and in the Acquisition Agreement to facilitate the Acquisition;

NOW THEREFORE BE IT RESOLVED THAT:

Acquisition and Acquisition Agreement

1. The Acquisition be and is hereby authorized and approved;
2. based upon the presentations made to the board of directors of the Corporation at this meeting and at prior meetings, and upon such other matters as are deemed relevant by the board of directors of the Corporation, the board of directors of the Corporation hereby (a) determines that it is in the best interests of the Corporation and its shareholders to consummate the Acquisition and the issuance of the Acquisition Shares as provided for in the Acquisition Agreement, (b) declares it advisable to enter into the Acquisition Agreement and (c) resolves to recommend that Fortis shareholders vote in favour of the issuance of the Acquisition Shares in connection with the Acquisition at the meeting of Fortis shareholders in which the Shareholder Approval is sought;
3. the Corporation be and is hereby authorized to enter into and perform its obligations under the Acquisition Agreement, substantially in the form and on the terms of the Draft Acquisition Agreement [REDACTED];
4. the Corporation be and is hereby authorized (a) to pay consideration of US\$ [REDACTED] plus 0.7520 of a Fortis common share per issued and outstanding ITC Share in connection with the Acquisition, for an aggregate purchase price approximately equal to the Cash Consideration plus the Acquisition Shares, (b) to assume any and all liabilities of ITC Holdings and its subsidiaries

pursuant to the Acquisition and (c) to make such other payments and expenditures to effect the Acquisition as may be required from time to time;

5. the incorporation by the Corporation of one or more wholly owned subsidiaries in furtherance of the effective structuring of the Acquisition ("Mergerco") is hereby ratified and confirmed, [REDACTED]

6. the Corporation be and is hereby authorized to distribute to the public the Press Release, substantially in the form and on the terms of the draft press release announcing the Acquisition, a copy of which has been made available to the directors of the Corporation, [REDACTED]

7. the President and Chief Executive Officer of the Corporation and [REDACTED] be and are hereby authorized, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and to deliver the Acquisition Agreement, substantially in the form of the Draft Acquisition Agreement, [REDACTED], such determination to be conclusively evidenced by the execution of the Acquisition Agreement by such officers on behalf of the Corporation;

8. the Corporation is hereby authorized to file a version of the Acquisition Agreement and the Press Release with securities regulatory authorities in each of the provinces of Canada; and

9. the Corporation is hereby authorized, to obtain EDGAR access codes and commence electronic filings with the SEC on EDGAR of all documents and other public communications related to or addressing the Acquisition, or as otherwise required pursuant to applicable law, including but not limited to a version of the Acquisition Agreement and the Press Release, and any action in furtherance of the foregoing is hereby ratified and confirmed.

Acquisition Credit Facilities

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

Approval of Issuance of the Acquisition Shares

14. The Acquisition Shares are hereby allotted and the issuance by the Corporation of the Acquisition Shares to shareholders of ITC Holdings pursuant to the Acquisition is hereby authorized and approved;

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Notification to the Toronto Stock Exchange and Approval of Listing of Acquisition Shares

[REDACTED]

Circular

[REDACTED]

SEC Filings

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Form S-8 Registration Statement

[REDACTED]

[REDACTED]

[REDACTED]

NYSE Matters

[REDACTED]

General Authorization

29. Any one Authorized Person be and is hereby authorized, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and to deliver all such agreements, instruments, certificates and other documents required in connection with the foregoing resolutions, and to do all such acts and things as such Authorized Person may in his sole discretion determine to be necessary, advisable or useful for the purpose of giving effect to the provisions of the foregoing resolutions, the execution of any such agreement, instrument, certificate or other document or doing of any such acts or things to constitute conclusive evidence of such determination;

30. the Authorized Persons are, and each of them hereby is, authorized, empowered and directed to take all such further actions, to execute on behalf of the Corporation all such other instruments and documents, and to pay all such fees and expenses as they may deem necessary, appropriate or advisable in order to carry out fully the intent and purpose of the foregoing resolutions; and

31. all actions heretofore taken by any Authorized Person in connection with the Acquisition and any other actions contemplated in the Acquisition Agreement or otherwise referred to in the foregoing resolutions be, and each of the same hereby is, ratified, confirmed and approved in all respects as the act and deed of the Corporation.

I, David C. Bennett, Executive Vice President, Chief Legal Officer and Corporate Secretary of Fortis Inc. (the “**Corporation**”) for and on behalf of the Corporation, and not in my personal capacity, hereby certify that the foregoing is a true and correct copy of a resolution, except as redacted therein, enacted by the Directors of the Corporation on 8 February 2016 pursuant to the *Corporations Act* (Newfoundland and Labrador), which resolution is in full force and effect, and unamended as of the date hereof.

Dated this 9th day of May, 2016.

A handwritten signature in black ink, appearing to read 'D. C. Bennett', written over a horizontal line.

David C. Bennett
Executive Vice President, Chief Legal Officer and
Corporate Secretary
Fortis Inc.