

Exhibit F

ITC Resolutions

ITC HOLDINGS CORP.
SECRETARY'S CERTIFICATE

May 5, 2016

I, Wendy A. McIntyre, Vice President, Secretary and General Counsel, Enterprise Operations of ITC Holdings Corp., a Michigan corporation (the "Company"), do hereby certify that attached hereto as Appendix A is a true, correct and complete copy of the resolutions duly adopted by the Board of Directors of the Company (the "Board of Directors") on February 9, 2016. Such resolutions have not been amended, modified, supplemented, annulled or revoked and are in full force and effect in the form adopted, and are the only resolutions adopted by the Board of Directors or by any committee of or designated by the Board of Directors relating to the definitive Agreement and Plan of Merger, by and among the Company, Fortis Inc., Fortis US Inc. and Element Acquisition Sub Inc., dated as February 9, 2016.

IN WITNESS WHEREOF, I have executed this certificate as of the date and year first above written.

ITC HOLDINGS CORP.,
a Michigan corporation

By: Wendy A. McIntyre
Name: Wendy A. McIntyre
Title: Vice President, Secretary and General
Counsel, Enterprise Operations

I, Christine Mason Soneral, Senior Vice President and General Counsel of ITC Holdings Corp., do hereby certify that Wendy A. McIntyre is the duly elected or appointed, qualified and acting Vice President, Secretary and General Counsel, Enterprise Operations of ITC Holdings Corp., and that the signature above is her genuine signature.

IN WITNESS WHEREOF, I have signed this certificate this 5th day of May, 2016.

ITC HOLDINGS CORP.,
a Michigan corporation

By: Christine Mason Soneral
Name: Christine Mason Soneral
Title: Senior Vice President and General
Counsel

ITC HOLDINGS CORP.

Resolutions of the Board of Directors

February 9, 2016

APPROVAL OF PROJECT SCORPIO TRANSACTIONS

WHEREAS, there has been submitted to the Board of Directors (the "Board") of ITC Holdings Corp. (the "Company") a draft of an Agreement and Plan of Merger (the "Merger Agreement") by and among the Company, Fortis Inc. ("Ultimate Parent"), Fortis US Inc. ("Parent") and Element Acquisition Sub Inc. ("Merger Sub"), whereby, among other things, Merger Sub will be merged with and into the Company (the "Merger"), with the Company continuing as the surviving corporation and a wholly owned subsidiary of Parent;

WHEREAS, capitalized terms used in these resolutions but not defined herein shall have the meanings assigned to such terms in the Merger Agreement;

WHEREAS, pursuant to the Merger Agreement, upon the effectiveness of the Merger, each share of common stock of the Company, with no par value (the "Common Stock"), issued and outstanding immediately prior to the Effective Time (other than Cancelled Shares or Company Common Stock (as defined in the Merger Agreement) held by a holder who is entitled to demand and properly demands appraisal of such Company Common Stock) shall be automatically converted at the Effective Time into the right to receive \$22.57 per share in cash (without interest) and 0.7520 validly issued, fully paid and non-assessable shares of common stock of Ultimate Parent ("Ultimate Parent Common Stock"), no par value, per share (the "Per Share Merger Consideration");

WHEREAS, the Board has reviewed and considered the Merger Agreement and the transactions contemplated thereby with the assistance of its financial and legal advisors and has discussed and given due and proper consideration to all matters and things that it believes are necessary or appropriate to enable it to reach an informed decision as to the advisability of the Merger Agreement and the transactions contemplated thereby;

WHEREAS, the Board (i) has determined that it is in the best interests of the Company and its shareholders, and declared it advisable, to enter into the Merger Agreement, (ii) desires to approve the execution, delivery and performance of the Merger Agreement and the consummation of the transactions contemplated thereby (including the Merger) upon the terms and subject to the conditions set forth in the Merger Agreement, (iii) desires that the Merger Agreement and the Merger be submitted to the Company's shareholders at a meeting of such shareholders and (iv) desires to recommend the approval of the Merger Agreement and the Merger by the shareholders of the Company;

WHEREAS, the Board has received presentations by representatives of Barclays Capital Inc., Morgan Stanley & Co. LLC and Lazard Freres & Co. LLC (collectively, the "Financial Advisors") and has received an opinion from each of the Financial Advisors to the effect that, as of the date of

such opinion, the Per Share Merger Consideration is fair, from a financial point of view, to the holders of Common Stock entitled to receive the Per Share Merger Consideration¹; and

APPROVAL OF MERGER AGREEMENT AND RECOMMENDATION TO THE SHAREHOLDERS

NOW, THEREFORE, BE IT RESOLVED, that, in accordance with Section 703A of the Business Corporation Act of the State of Michigan (as amended, the “MBCA”), the Board hereby determines that the Merger in accordance with the terms of the Merger Agreement, and the other transactions contemplated thereby, are advisable, fair to and in the best interests of the Company and its shareholders, and hereby approves the execution, delivery and performance of the Merger Agreement and the consummation of the Merger and the other transactions contemplated by the Merger Agreement;

RESOLVED FURTHER, that the form, terms and conditions of the Merger Agreement be, and the same hereby are, in all respects declared advisable and adopted and approved by the Board, and the Merger Agreement, the other transactions contemplated thereby (including the Merger) and all other actions or matters necessary or appropriate to give effect to the foregoing be, and the same hereby are in all respects approved by the Board;

RESOLVED FURTHER, that, in light of its determination that, as of the date hereof, the Merger Agreement and the transactions contemplated thereby, including the Merger, are advisable and in the best interests of the Company and its shareholders, the Board hereby recommends to the shareholders of the Company that they vote in favor of the approval of the Merger Agreement and the Merger (such recommendation being hereinafter referred to as the “Company Board Recommendation”);

RESOLVED FURTHER, that the President, the Chief Executive Officer, the Chief Financial Officer, any Executive Vice President and the General Counsel of the Company (each an “Authorized Officer” and together, the “Authorized Officers”) be, and each of them with full power to act without the others hereby is, authorized and directed to execute and deliver, in the name and on behalf of the Company, the Merger Agreement in substantially the form presented to the Board, with such changes thereto as have been accepted by such Authorized Officer, the signature of such officer or officers thereon to be conclusive evidence of the approval of such changes and to take such actions as may be necessary or advisable to comply with the terms of the Merger Agreement and to consummate the transactions contemplated thereby;

RESOLVED FURTHER, that, once executed and delivered, the Merger Agreement be submitted for approval at a meeting (the “Shareholders Meeting”) of the shareholders of the Company in accordance with applicable law, the Merger Agreement and the bylaws of the Company, which meeting may be combined with the annual meeting of shareholders or may be a special meeting called for the purposes set forth in these resolutions;

RESOLVED FURTHER, that the authority of the Board to set the date, time and place of the Shareholders Meeting, to fix the record date for the determination of the shareholders of the Company entitled to notice of, and to vote at, the Shareholders Meeting, to provide notice to shareholders of the Company of the Shareholders Meeting, to designate proxies to be named in the

¹ The Financial Opinion issued by Lazard Freres & Co. LLC excepted “Excluded Shares” (as defined in the Merger Agreement) from this statement.

form of proxy for the Shareholders Meeting and to take other relevant action in the foregoing respects is delegated to the fullest extent permitted under the MBCA to a committee consisting solely of the Chairman of the Board;

RESOLVED FURTHER, that a proposal shall be brought before the Shareholders Meeting to approve an adjournment or postponement of the Shareholders Meeting if necessary or appropriate to solicit additional votes for the approval of the Merger Agreement by the shareholders of the Company and the Board hereby recommends to the shareholders of the Company that they vote in favor of such proposal; and

RESOLVED FURTHER, that the arrangements, understandings and compensation contemplated by Rule 14a-21(c) of the Securities and Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "Exchange Act") in connection with the Merger Agreement shall be submitted to an advisory vote of the Company's shareholders at the Shareholders Meeting and the Board hereby recommends to the shareholders of the Company that they vote in favor of such proposal.

PROXY STATEMENT AND SECURITIES COMPLIANCE

RESOLVED, that the Company shall prepare and mail to its shareholders a proxy statement/prospectus (the "Proxy Statement/Prospectus") in connection with the Company Shareholders Meeting;

RESOLVED FURTHER, that the Authorized Officers of the Company be, and each of them with full power to act without the others hereby is, authorized and directed, for and on behalf of the Company, to prepare or cause to be prepared and to execute and cause to be filed with the U.S. Securities and Exchange Commission (the "SEC") the Proxy Statement/Prospectus and any and all amendments and supplements thereto and any additional certificates, documents, letters and other instruments, as they or counsel for the Company may deem necessary or advisable, such amendments and supplements and such certificates, documents, letters and other instructions to be in such forms as the Authorized Officers executing or direction the preparation and filing of the same shall approve, as conclusively evidenced by his or her execution or filing thereof;

RESOLVED FURTHER, that in connection with the Merger Agreement and the transactions contemplated thereby and in order for the Company to comply with all applicable requirements under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (together, the "Securities Act"), and/or the Exchange Act, the Authorized Officers of the Company be, and each of them hereby is, authorized and directed, to execute and file or cause to be filed with the SEC in the name and on behalf of the Company, all reports, statements, documents and information required to be filed by the Company pursuant to the Securities Act and the Exchange Act, as applicable;

RESOLVED FURTHER, that in order for the Company to comply with all applicable requirements of the Exchange Act, and the rules and regulations promulgated thereunder (including the filing of the Proxy Statement/Prospectus), and state securities, takeover and "blue sky" laws, that the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed, in the name and on behalf of the Company, to prepare, execute, if appropriate, and file or cause to be filed all reports, statements, documents, information, amendments or supplements required to be filed by the Company pursuant to the Exchange Act or state securities,

takeover and “blue sky” laws and to respond to all requests for additional information, and to meet and confer or to cause counsel to meet and confer with officials of the SEC, all in relation to the transactions contemplated by Merger Agreement; and

RESOLVED FURTHER, that in order for the Company to comply with all applicable requirements and regulations of the New York Stock Exchange (the “NYSE”), the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed to prepare or cause to be prepared with the assistance of counsel, execute and file or cause to be filed, in the name and on behalf of the Company, all registrations, reports, statements, documents and information required to be filed by the Company with the NYSE as may, in their judgment, be required in connection with the transactions contemplated by the Merger Agreement, and to respond to all requests for additional information and to meet and confer or to cause counsel to meet and confer with officials of the NYSE, all in relation to the transactions contemplated by the Merger Agreement.

REGULATORY FILINGS; OTHER APPROVALS

RESOLVED, that in order for the Company to comply with all applicable requirements of the HSR Act, including the filings required to be made thereunder, the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed to prepare or cause to be prepared with the assistance of counsel, execute and file or cause to be filed, in the name and on behalf of the Company, all notifications, reports, statements, documents and information required to be filed by the Company pursuant to the HSR Act and to respond to all requests for additional information and to meet and confer or to cause counsel to meet and confer with officials of the Federal Trade Commission or the Antitrust Division of the Department of Justice, all in relation to the transactions contemplated by Merger Agreement;

RESOLVED FURTHER, that in order for the Company to comply with all applicable requirements of the Federal Power Act and various applicable state and local laws, and before any applicable federal, state or local regulatory agencies or commissions, the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed to prepare or cause to be prepared with the assistance of counsel, execute and file or cause to be filed, in the name and on behalf of the Company and any of its relevant subsidiaries, all notifications, reports, statements, documents and information required to be filed by the Company or any of its subsidiaries pursuant to the Federal Power Act and various applicable state and local laws, and before any applicable federal, state or local regulatory agencies or commissions and to respond to all requests for additional information and to meet and confer or to cause counsel to meet and confer with officials of the such agencies or commissions, all in relation to the transactions contemplated by Merger Agreement;

RESOLVED FURTHER, that in order for the Company to comply with Exon Florio, including the filing of a joint voluntary notice with The Committee on Foreign Investment in the United States required to be made thereunder, the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed to prepare or cause to be prepared with the assistance of counsel, execute and file or cause to be filed, in the name and on behalf of the Company, all notifications, reports, statements, documents and information required to be filed by the Company pursuant to Exon-Florio and to respond to all requests for additional information and to meet and confer or to cause counsel to meet and confer with officials of the applicable governmental agencies of such jurisdictions, all in relation to the transactions contemplated by the Merger Agreement; and

RESOLVED FURTHER, that in order for the Company to comply with all other applicable requirements and regulations of the federal, state, local and foreign administrative or governmental agencies in each jurisdiction where the Company or any of its subsidiaries conducts any business or owns any property or assets, or that may otherwise be applicable to the Company, the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed to prepare or cause to be prepared with the assistance of counsel, execute and file or cause to be filed, in the name and on behalf of the Company, all registrations, reports, statements, documents and information required to be filed by the Company with any administrative or governmental agency or agencies as may, in their judgment, be required in connection with the transactions contemplated by the Merger Agreement, and to respond to all requests for additional information and to meet and confer or to cause counsel to meet and confer with any officials of any such Federal, state, local and foreign administrative or governmental agencies, all in relation to the transactions contemplated by Merger Agreement.

SUBSIDIARY ACTIONS

RESOLVED, that the Authorized Officers and the Company's various subsidiaries be, and each of them with full power to act without the others hereby is, and the Company's various subsidiaries be, and each of them hereby is, authorized and directed for and on behalf of the Company and such subsidiaries, to cause any of such subsidiaries to enter into any agreements and transactions related to the Merger Agreement and the transactions contemplated thereby, and to consummate such other transactions, as may be necessary or advisable in connection with and in furtherance of the Merger Agreement and the transactions contemplated thereby; and

RESOLVED FURTHER, that the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed for and on behalf of the Company to take such other actions as may be necessary or advisable and execute and deliver any documents as may be necessary or advisable by the Company as the member or equity holder of any subsidiary of the Company to authorize any action taken by such subsidiary in connection with any transactions contemplated by the Merger Agreement, any related filings and these resolutions.

APPROVED DISPOSITIONS FOR PURPOSES OF SECTION 16(B) OF EXCHANGE ACT

RESOLVED, that the Board deems it to be in the best interests of the Company and its shareholders to exempt from Section 16(b) of the Exchange Act all transactions in Common Stock or any derivative thereof in accordance with the Merger Agreement, including any deemed acquisitions and dispositions of Company Common Stock or any derivative thereof due to accelerated vesting or deemed achievement of performance criteria pursuant to the terms of outstanding equity awards beneficially owned by any individual who is subject to the reporting requirements of Section 16(a) of the Exchange Act with respect to the Company ("Section 16(b) Officers and Directors") for the purposes of exempting such transactions from Section 16(b) of the Exchange Act by virtue of Rule 16b-3 thereunder;

RESOLVED FURTHER, that all transactions in Company Common Stock or any derivative thereof in accordance with the terms of the Merger Agreement, the Company Stock Plans (as defined in the Merger Agreement) and/or the applicable award agreements in connection with the Merger, including any deemed acquisitions or dispositions of Company Common Stock or

any derivative thereof due to accelerated vesting or deemed achievement of performance criteria pursuant to the terms of outstanding equity awards beneficially owned by any of the Section 16 Officers and Directors, as such terms may be modified by the Merger Agreement, are hereby approved for the purpose of treating such acquisitions or dispositions of the Company's securities as exempt from Section 16(b) of the Exchange Act by virtue of Rule 16b-3 thereunder;

AGREEMENTS WITH ADVISORS; EXPENSES

RESOLVED, that the engagement of each of Barclays Capital Inc., Morgan Stanley & Co. LLC and Lazard Freres & Co. LLC as a financial advisor is hereby approved in all respects; and

RESOLVED FURTHER, that the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed, in the name of and on behalf of the Company, to pay the fees and expenses due to the Financial Advisors, as financial advisors to the Company or the Board, as applicable, in connection with the Merger Agreement and the transactions contemplated thereby, and the Company hereby ratifies the execution of the engagement letter and related indemnity letters between the Financial Advisors and the Company.

THIRD PARTY CONSENTS

RESOLVED, that the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed, in the name and on behalf of the Company, to take all such actions to notify, or to obtain authorizations, consents, waivers or approvals of, any third party, that such Authorized Officer or Officers deem necessary, appropriate or advisable in connection with the Merger Agreement and the transactions contemplated thereby.

LEGAL PROCEEDINGS

RESOLVED, that the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed, in the name and on behalf of the Company, to defend, initiate and prosecute all actions, suits or other legal proceedings instituted by or against any governmental authority or third party or parties challenging the Merger or in order to lift or rescind any injunction or restraining order or other order adversely affecting the ability of the parties to the Merger Agreement to consummate the Merger, or as may be necessary, appropriate or advisable to obtain the approvals and consents required to consummate the Merger, as they, or any of them individually, shall determine to be necessary, appropriate or advisable.

CERTIFICATE OF MERGER

RESOLVED, that, if and when the Merger Agreement is approved by the Company's shareholders, and the other conditions to consummation of the Merger contained in the Merger Agreement have either been satisfied or waived (to the extent permitted by applicable law), the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed, in the name and on behalf of the Company, with the assistance of counsel, to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, with the Michigan Department of Licensing and Regulatory Affairs, a certificate of merger in accordance with the provisions of the MBCA in order to effect the Merger, and any and all additional documents and information required to be filed therewith.

PAYMENT OF NECESSARY FEES

RESOLVED, that the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and directed, in the name and on behalf of the Company, to pay any and all fees and expenses incurred by the Company in connection with the transactions contemplated by the Merger Agreement, including without limitation, fees and expenses of the Financial Advisors, legal counsel, proxy solicitor and financial public relations firm and any other advisor deemed appropriate by the Authorized Officers, filing fees and printing expenses, and to make any and all payments as they, or any of them with full power to act without the others, shall determine to be necessary or appropriate, such payment to be conclusive evidence of their or his or her determination.

GENERAL ENABLING RESOLUTIONS

RESOLVED, that any Authorized Officer, with full power to act without the others, be, and each such officer hereby is, authorized and empowered, to the extent any such officer deems necessary or appropriate in connection with the Merger and the other transactions contemplated by these resolutions, (i) to negotiate the form, terms and provisions of and to execute and deliver or cause to be executed and delivered, for and on behalf of the Company or otherwise, any and all agreements, amendments, modifications, certificates (including one or more stock certificates), reports, applications, notices, instruments, schedules, statements, consents, letters, supplements or other documents in connection with the transactions contemplated by these resolutions, in such form and on such terms as shall be approved by the Authorized Officer executing such agreements, amendments, modifications, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters, supplements or other documents, such approval to be conclusively evidenced by the Authorized Officer's execution and delivery thereof; (ii) to vote, or act by written consent with respect to, all shares, partnership or membership interests of direct or indirect subsidiaries of the Company in favor of approval of the transactions contemplated by these resolutions; (iii) to execute and deliver or cause to be executed and delivered all such further instruments, documents and certificates, for and on behalf of the Company or otherwise; (iv) to make any filings pursuant to federal, state and foreign laws, to pay all charges, fees, taxes and other expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction (domestic or foreign) in connection with the transactions contemplated by these resolutions; and (v) to take or cause to be taken all such further actions and deeds and pay all fees and expenses, in each case as in their judgment shall be necessary, appropriate or convenient, to carry into effect the purpose and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated;

RESOLVED FURTHER, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers of the Company to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

RESOLVED FURTHER, that any or all actions heretofore or hereafter taken by any director or officer of the Company or any of its subsidiaries in connection with any matter referred to in the

foregoing resolutions be, and hereby are, approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for its approval prior to such actions being taken.