RE: H1 News Release

From:	"Schlaepfer, Martin (ENERGY)" <martin.schlaepfer@ontario.ca>
To:	"Teliszewsky, Andrew (ENERGY)" <andrew.teliszewsky@ontario.ca>
Cc:	"Imbrogno, Serge (ENERGY)" <serge.imbrogno@ontario.ca>, "Nelms, Scott (MOF)" <scott.nelms@ontario.ca>, "Whittington, Matt (ENERGY)" <matt.whittington@ontario.ca>, "Baker, Carys (ENERGY)" <carys.baker@ontario.ca>, "Berg, Denna (ENERGY)" <denna.berg@ontario.ca>, "Campbell, David (ENERGY)" <david.campbell2@ontario.ca>, "Nekolaichuk, Colin (ENERGY)" <colin.nekolaichuk@ontario.ca>, "Berry, James (ENERGY)" <james.berry5@ontario.ca>
Date:	Mon, 08 May 2017 18:53:19 -0400
Attachments:	Hydro One IPO - Placemat May 2017 - DRAFT_ENE.docx (23.01 kB); KMs for Caucus - H1 Final Offering - DRAFT - May 5_ENE.docx (31.62 kB); Minister_Broadening Ownership of Hydro One_May8_ENE.docx (21.48 kB)

Hi Andrew,

As requested, please find attached our edits to the documents.

Thanks,
Martin

From: Berry, James (ENERGY)
Sent: May 8, 2017 4:16 PM
To: Schlaepfer, Martin (ENERGY)
Cc: Nelms, Scott (MOF); Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY); Teliszewsky, Andrew (ENERGY); Campbell, David (ENERGY); Nekolaichuk, Colin (ENERGY)
Subject: RE: H1 News Release

Hi Martin,

See attached products we'd like to run through with legal at the 5 to 5:45 pm meeting this afternoon. Can you ensure hard copies are available please?

Thank you,
James

From: Schlaepfer, Martin (ENERGY)
Sent: May-06-17 9:42 PM
To: Teliszewsky, Andrew (ENERGY)
Cc: Nelms, Scott (MOF); Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
Subject: Re: H1 News Release

Thanks for confirming, Andrew.

Martin

From: Teliszewsky, Andrew (ENERGY)

Sent: Saturday, May 6, 2017 9:39 PM
To: Schlaepfer, Martin (ENERGY)
Cc: Nelms, Scott (MOF); Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
Subject: Re: H1 News Release

Good Evening:

If given the option; and this explication that the dealers are not terribly fussed by this, then I would prefer to keep it.

Many thanks, in advance.

Andrew Teliszewsky
416-327-3550

From: Schlaepfer, Martin (ENERGY)
Sent: Saturday, May 6, 2017 7:21 PM
To: Teliszewsky, Andrew (ENERGY)
Cc: Nelms, Scott (MOF); Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
Subject: RE: H1 News Release

Hi Andrew,

Apologies for not providing sufficient context.

The banks / Hydro One are thinking about this from the investor point of view. At the margin these sorts of comments take away from the "excitement factor" so there was a desire to see if we really needed it. That being said, we understand the we might want to keep this one as it gets to our strategy to ensure shares are broadly held.

This wasn't something that the banks or Hydro One were strongly pushing for, but we just wanted to give you the option.

Thanks,
Martin

From: Teliszewsky, Andrew (ENERGY)
Sent: Saturday, May 06, 2017 6:57 PM
To: Schlaepfer, Martin (ENERGY)
Cc: Nelms, Scott (MOF); Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
Subject: Re: H1 News Release

Good Evening:

What is the rationale for suggested removal, please? We need more context when requests of this sort come over from DMO, in future.

My initial thought is to maintain this line as it is a matter that has long been communicated / settled and is enshrined in law.

However, am open to hearing the perspective from IGS / dealers on this.

Many thanks, in advance.

Andrew Teliszewsky
416-327-3550

From: Schlaepfer, Martin (ENERGY)
Sent: Saturday, May 6, 2017 6:43 PM
To: Teliszewsky, Andrew (ENERGY)
Cc: Nelms, Scott (MOF); Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
Subject: RE: H1 News Release

Hi Andrew,

Please find attached a clean version of the NR.

Also, the banks / Hydro One asked whether we could drop the last line of the NR that states that no one can own more than 10% of shares.

Please let us know your thoughts on this.

Thanks,
Martin

From: Teliszewsky, Andrew (ENERGY)
Sent: Saturday, May 06, 2017 4:31 PM
To: Schlaepfer, Martin (ENERGY)
Cc: Nelms, Scott (MOF); Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
Subject: Re: H1 News Release

Good Afternoon:

Understood. Would it please be possible to circulate a "clean" version of the NR as it stands, currently, please?

Many thanks, in advance.

Andrew Teliszewsky
416-327-3550

From: Schlaepfer, Martin (ENERGY)
Sent: Saturday, May 6, 2017 12:00 PM
To: Teliszewsky, Andrew (ENERGY)
Cc: Nelms, Scott (MOF); Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
Subject: RE: H1 News Release

Hi Andrew,

On the Indigenous transaction, our previous language stated that we were concluding the broadening of ownership of Hydro One and do not intend to sell any more shares through "public" offerings. Since FN and any Metis transactions would be carried out through private placement we did not need the explicit mention.

However, private placements can be very large (Fortis had a recent $500M private placement). This takes away from the scarcity argument. Banks asked that we remove "public" to help them sell that this is the final offering. However this means we need to reference the Indigenous transactions.

On the 120M shares, we don't see any issues on rounding to 120M with a 12M overallotment.

Thanks,
Martin

From: Teliszewsky, Andrew (ENERGY)
Sent: Friday, May 05, 2017 10:20 PM
To: Schlaepfer, Martin (ENERGY)
Cc: Nelms, Scott (MOF); Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
Subject: Re: H1 News Release

Okay.

I'm not sure we need / want to reference the indigenous transaction. I thought we had discussed that with external legal on Thursday? Wondering on the rationale for the change?

Regardless, would still like to contemplate 120-million (shares) as base offering.

Andrew Teliszewsky

Chief of Staff | Office of Hon. Glenn Thibeault
Ministry of Energy
andrew.teliszewsky@ontario.ca
416-327-3550 (o)
416-436-6370 (m)

On May 5, 2017, at 10:14 PM, Schlaepfer, Martin (ENERGY) <Martin.Schlaepfer@ontario.ca> wrote:

> Hi Andrew,
>
> I sent you a follow up email on this with a revised set of edits (at 6:37pm) where we are not recommending rejecting the MOF edits. There are additional communications documents in that email as well.
>
> Sorry for the confusion but can you please use that version.
>
> Thanks,
> Martin
>
> ---
>
> **From:** Teliszewsky, Andrew (ENERGY)
> **Sent:** Friday, May 5, 2017 10:05 PM
> **To:** Schlaepfer, Martin (ENERGY); Nelms, Scott (MOF)
> **Cc:** Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
> **Subject:** Re: H1 News Release
>
> Good Evening:

Agree with rejecting MOF edits.

Wondering, it impacts the numbers a bit, but the incredibly precise nature of the # of shares is a bit of a focal point. What if we went to 120-million (even) for base?

Many thanks, in advance.

Andrew

Andrew Teliszewsky

Chief of Staff | Office of Hon. Glenn Thibeault
Ministry of Energy
andrew.teliszewsky@ontario.ca
416-327-3550 (o)
416-436-6370 (m)

On May 5, 2017, at 3:11 PM, Schlaepfer, Martin (ENERGY) <Martin.Schlaepfer@ontario.ca> wrote:

> Hi Andrew,
>
> For your review please find attached edits from MOF on the H1 NR. In two instances we recommend rejecting edits (which we have done in the attached) and we have provided comments showing MOF's original suggestion.
>
> Let us know if you are good with this version.
>
> Thanks,
> Martin
>
> ---
>
> **From:** Teliszewsky, Andrew (ENERGY)
> **Sent:** May-04-17 5:50 PM
> **To:** Schlaepfer, Martin (ENERGY); Nelms, Scott (MOF)
> **Cc:** Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
> **Subject:** Re: H1 News Release
>
> Confirming our chat. Please share.
> Protocol should also share with Ed.
>
> ---
>
> **From:** Schlaepfer, Martin (ENERGY)
> **Sent:** Thursday, May 4, 2017 3:59 PM
> **To:** Teliszewsky, Andrew (ENERGY)
> **Cc:** Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
> **Subject:** RE: H1 News Release
>
> Hi Andrew,
>
> Please find attached the updated NR with your edits – both tracked and clean.
>
> Please let us know if we're good to move this one forward.
>
> Thanks,

Martin

From: Schlaepfer, Martin (ENERGY)
Sent: May-03-17 6:07 PM
To: Teliszewsky, Andrew (ENERGY)
Cc: Imbrogno, Serge (ENERGY); Whittington, Matt (ENERGY); Berry, James (ENERGY); Baker, Carys (ENERGY); Berg, Denna (ENERGY)
Subject: H1 News Release

Hi Andrew,

Please find attached two updated versions of next draft of the H1 news release – one with tracked changes and the other clean.

While you requested that we add a sentence on the dilution buffer, we have left this out as it may take away from the scarcity argument. The leads have been focused on this being the final offering and may not want anything that erodes this argument by suggesting that Hydro One may be coming to market.

Let us know if this good to go, as we would like to share with CO and MOF for review/fact checking.

Thanks,
Martin

<HydroOne Final Offering NR 2017-05-05 (tracked).docx>