Message

From: Victor Buza [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=7643C3D5AC26488BAB32D07049F1E089-VICTOR BUZA]
Sent: 2017-07-13 5:18:51 PM
To: Bruno Amara [Bruno.Amara@ofina.on.ca]
CC: Sarah Harris [Sarah.Harris@ofina.on.ca]; William Tan [William.Tan@ofina.on.ca]; Gavin He [Gavin.He@ofina.on.ca]; Anthony Martinello [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=3fb7d76317b34780b15d96309b995c31-Anthony Mar]
Subject: Re: IESO : OFA new FH credit facility

Hi Bruno:

1. Re your question about Reg. 423/04 being replaced with Reg. 280/14, this already occurred at the beginning of January 2015 when IESO and OPA amalgamated and the new IESO entity became subject to Reg 280/14 as of that date, together with certain additional restrictions - see section 2 of Amending Agreement #8 for further details.
2. I agree that, as drafted, the OFHP facility clearly restricts funds drawn to use exclusively for implementation of OFHP. As for the $475M facility, as proposed in our draft of Amendment #10, the Use of Proceeds clause would not prevent IESO from drawing on it with respect to OFHP because Reg. 280/14 was recently amended to allow IESO "To provide such funds as may be required for the purposes of the Ontario Fair Hydro Plan Act, 2017..." (see s.3(2)5 of the Reg. 280 for the full text). So if the intent is to only allow OFHP borrowing to occur under the new $2Bn line and not at all under the $475M line, then the Use of Proceeds clause in the $475M line would have to be changed to expressly exclude borrowing for OFHP purposes. As Anthony has mentioned, he is currently using the $975/$475M line to fund OFHP variances, so this would presumably end only once the $2Bn line is available. In this regard, it would seem to make sense to sign and bring into effect the new OFHP line before or at the same time that any restrictions on the existing line take effect.

Let me know if you have any other questions.
Regards,
Victor

From: Bruno Amara <Bruno.Amara@ofina.on.ca>
Sent: Thursday, July 13, 2017 11:06 AM
To: Victor Buza
Cc: Sarah Harris; William Tan; Gavin He; Anthony Martinello
Subject: RE: IESO : OFA new FH credit facility

Hi Victor

Could you confirm (or not) my understanding of couple of things with respect to the attached markup you provided.

1. In terms of Item 4., Use of proceeds. My reading is that this is amendment updates to Reg. 280/14 IESO: *Eligible Investments and Borrowing* replacing Reg. 423/04 *OPA, Eligible investments and Borrowing,* which is revoked. But that otherwise the regulations are largely similar.

2. The use of proceeds, for the reduced $475M facility is different from the new $2B facility. I.e., The latter is specifically covering timing difference with regard to IESO's role in administering the OFHP. The previous $975M facility was reduced as some of the use of proceeds for that facility are now covered by the new $2B facility. There is a differentiation in the use of proceeds for the amended $475M facility – as described in Reg 280/14 – from the use of proceeds for the $2B facility.

Thanks for your help
Bruno

By the way, Salman Qadir whom you may have dealt with previously just became a father and is on paternity leave.

Bruno Amara
Sr. Manager, Financial and Regulatory Analysis
Electricity Finance Branch
Corporate and Electricity Finance Division
Ontario Financing Authority

Tel: 416-325-1489
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From: Victor Buza [mailto:Victor.Buza@ieso.ca]
Sent: Friday, July 07, 2017 3:01 PM
To: William Tan <William.Tan@ofina.on.ca>; Anthony Martinello <Anthony.Martinello@ieso.ca>
Cc: Sarah Harris <Sarah.Harris@ofina.on.ca>; Salman Qadir <Salman.Qadir@ofina.on.ca>; Bruno Amara <Bruno.Amara@ofina.on.ca>
Subject: RE: IESO : OFA new FH credit facility

Hello all. Please find attached IESO's markup of Amending Agreement #10, together with a clean version.

If you have any questions, please feel free to call me at your convenience at the number below.

Regards,
Victor

Victor Buza | Senior Counsel
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From: William Tan [mailto:William.Tan@ofina.on.ca]
Sent: June 27, 2017 10:52 PM
To: Anthony Martinello
Cc: Sarah Harris; Salman Qadir; Bruno Amara; Victor Buza
Subject: FW: IESO : OFA new FH credit facility

Hello Anthony,

Please find the attached Amending Agreement 10. If comments for the FHP Credit Facility is not possible this week, would it be possible to have the Amending Agreement 10 signed along with an updated Resolution of the Board of Directors, Certificate of Incumbency and Delegation of Authority (IESO Statement of Policy) first? This is necessary to reduce the existing credit facility from $975 million to $475 million to eliminate duplicate credit needs.

Thanks,

Will

From: William Tan
Sent: Tuesday, June 27, 2017 10:35 AM
To: 'Anthony.Martinello@ieso.ca' <Anthony.Martinello@ieso.ca>
Cc: 'Victor.Buza@ieso.ca' <Victor.Buza@ieso.ca>; Sarah Harris <Sarah.Harris@ofina.on.ca>; Salman Qadir <Salman.Qadir@ofina.on.ca>; Bruno Amara <Bruno.Amara@ofina.on.ca>
Subject: FW: IESO : OFA new FH credit facility

Good morning Anthony,

As part of our update for the Amending Agreement 10 and new FHP Credit Facility we will require an updated Resolution of the Board of Directors, Certificate of Incumbency and Delegation of Authority (IESO Statement of Policy). Please find the attached Certificate of Incumbency and Delegation of Authority/Statement of Policy as an example. (Delegation of authority outlines responsibilities and level of signing authority). If you have any questions my contact information is on my signature below.

Thanks,

Will

From: William Tan
Sent: Friday, June 23, 2017 5:45 PM
To: 'Anthony.Martinello@ieso.ca' <Anthony.Martinello@ieso.ca>
Cc: Sarah Harris <Sarah.Harris@ofina.on.ca>; 'Victor.Buza@ieso.ca' <Victor.Buza@ieso.ca>; Lisa Stein <Lisa.Stein@ofina.on.ca>
Subject: RE: IESO : OFA new FH credit facility

Hello Anthony,

Please find the attached draft FHP IESO OFA Credit Facility Agreement. Please review and provide your comments. The draft Amending Agreement 10 will follow on Monday.
Have a great weekend.

Will

From: William Tan
Sent: Wednesday, June 21, 2017 3:17 PM
To: 'Anthony.Martinello@ieso.ca' <Anthony.Martinello@ieso.ca>
Cc: Sarah Harris <Sarah.Harris@ofina.on.ca>; Salman Qadir <Salman.Qadir@ofina.on.ca>; 'Victor.Buza@ieso.ca'

<Victor.Buza@ieso.ca>
Subject: FW: IESO : OFA new FH credit facility

Hello Anthony,

Currently the credit facility agreement is being reviewed by OFA legal for review and comment. Once the recommended changes have been made the draft is then reviewed by MOF legal for review and comment. I expect to have the agreement to you early next week.

Thanks,

Will

From: Anthony Martinello [mailto:Anthony.Martinello@ieso.ca]
Sent: Wednesday, June 21, 2017 11:25 AM
To: William Tan <William.Tan@ofina.on.ca>
Cc: Sarah Harris <Sarah.Harris@ofina.on.ca>; Salman Qadir <Salman.Qadir@ofina.on.ca>; Victor Buza <Victor.Buza@ieso.ca>
Subject: RE: IESO : OFA new FH credit facility

William - any update? Regards.

From: William Tan [mailto:William.Tan@ofina.on.ca]
Sent: June 14, 2017 4:02 PM
To: Anthony Martinello
Cc: Sarah Harris; Salman Qadir
Subject: RE: IESO : OFA new FH credit facility

Hello Anthony,

We will be sending the legal documents early next week.

Best regards,

Will Tan | *Documentation & Analysis Specialist*
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