

Message

From: William Tan [William.Tan@ofina.on.ca]
Sent: 2017-09-15 1:41:51 PM
To: Victor Buza [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=7643c3d5ac26488bab32d07049f1e089-Victor Buza]; Anthony Martinello [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=3fb7d76317b34780b15d96309b995c31-Anthony Mar]
CC: Sarah Harris [Sarah.Harris@ofina.on.ca]; Lisa Stein [Lisa.Stein@ofina.on.ca]
Subject: RE: Final Docs for FHP Credit Agreement and AA#10
Attachments: FHP credit facility agreement - Execution Version v2.docx; FHP credit facility agreement - Execution Version v2.pdf; OFA IESO Amending Agreement No 10 - Execution Version v2.docx; OFA IESO Amending Agreement No 10 - Execution Version v2.pdf

Hello Anthony and Victor,

We have made the following minor changes to the execution copies below. For operational purposes the facsimile number would also apply to the Amending Agreement No. 10. For practical purposes we will update the facsimile change into the next updated and restated agreement.

FHP credit facility agreement

1. Page 18. Facsimile: (416)860-8346
2. Page 20. Delivered Via Email: CASHP@ofina.on.ca
3. Page 22. Delivered Via Email: CASHP@ofina.on.ca

OFA IESO Amending Agreement No. 10

- Page 6. Delivered Via Email: CASHP@ofina.on.ca
Page 8. Delivered Via Email: CASHP@ofina.on.ca

Thanks,

Will

From: Victor Buza [mailto:Victor.Buza@ieso.ca]
Sent: Tuesday, September 12, 2017 3:59 PM
To: William Tan <William.Tan@ofina.on.ca>
Cc: Sarah Harris <Sarah.Harris@ofina.on.ca>; Lisa Stein <Lisa.Stein@ofina.on.ca>; Anthony Martinello <Anthony.Martinello@ieso.ca>
Subject: Final Docs for FHP Credit Agreement and AA#10

Hi All – I attach what I am hoping are the closing documents for: (i) the new FHP Revolving Credit Agreement, and (ii) Amending Agreement #10 to the 2005 credit agreement. The following comments are relevant to the attachments:

1. I took the credit agreements you sent for both FHP and Amending Agreement #10 yesterday, accepted all the tracked changes, deleted the comments, made some minor spacing changes and put a blank following “September” as appropriate so that the final signing date can be filled in by hand. Note – regarding AA#10, I also deleted the document ID that showed at the bottom of some of the pages (which ID I assumed was some form of law firm tracking number).
2. I created two standalone Promissory Notes by extracting the Schedules from the FHP and AA#10 respectively – the only change I made (apart from deleting the “Form of...” language at the top of the document) was to change the spacing slightly to fit on one page.
3. I also prepared final versions of the certified IESO board resolution and the incumbency certificate, again inserting a blank following September. Please note that the resolution is changed slightly from the one you

reviewed in the sense that I inserted notes (instead of ellipsis) to show where redactions were made of information not related to the OFA financings. For convenience, I also removed the reference to the date of the FHP Credit Agreement.

4. I created pdfs of all documents and also include MS Word versions of the Agreements and Grid Notes for ease of comparison.

Please let me know if these documents appear in order.

Regards,
Victor

Victor Buza | Senior Counsel

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From: William Tan [<mailto:William.Tan@ofina.on.ca>]

Sent: September 11, 2017 3:25 PM

To: Victor Buza; Anthony Martinello

Cc: Sarah Harris; Lisa Stein

Subject: FW: Touch Base

Hello Anthony and Victor,

We have accepted your suggested changes and made a couple minor changes of our own.

Thanks,

Will

From: Victor Buza [<mailto:Victor.Buza@ieso.ca>]

Sent: Friday, September 08, 2017 3:32 PM

To: Sarah Harris <Sarah.Harris@ofina.on.ca>

Cc: William Tan <William.Tan@ofina.on.ca>; Lisa Stein <Lisa.Stein@ofina.on.ca>; Anthony Martinello <Anthony.Martinello@ieso.ca>

Subject: RE: Touch Base

Hi Sarah. I have attached what I believe should be the final version of the FHP Credit Facility Agreement (subject to OFA's acceptance and minor adjustments).

The nature of the corrections are mostly evident on their face, though in a couple of cases I inserted a brief note to explain the correction. Changes to the Schedules were to align with the approach in AA#10.

Feel free to call me if you have any questions. I'll be in the office today until shortly after 5:00. I will follow-up with minor fixes to the Amending Agreement No.10 document shortly.

Regards,
Victor

416-969-6079

From: Sarah Harris [mailto:Sarah.Harris@ofina.on.ca]
Sent: September 08, 2017 12:45 PM
To: Anthony Martinello; Victor Buza
Cc: William Tan; Lisa Stein
Subject: Touch Base

Hi Anthony and Victor,

Will is sick today, so I wanted touch base with you on the agreements and the directive.

Firstly, the directive as at this point has not been signed. I am following up regularly to get information about the status of execution in our Minister's office and will let you know as soon as I hear anything.

In the meantime, I thought it would be helpful if we could get the agreements in an execution format so that we can promptly execute both agreements once the directive is signed. To that end, could you please confirm if you have any further comments on either of the drafts? Once you are signed off, we request that you please send clean electronic execution versions (insertion of execution date notwithstanding) that we can do a final review. When the directive is signed:

- we would then ask if you could please insert the execution date, where appropriate, on each agreement
- print out two originals of each agreement and partially execute the agreements
- send us the two originals of each agreement, along with your evidence of signing authority.
- upon receipt, we will fully execute all originals, and send you one fully executed original of each agreement (and will send you scanned executed versions immediately)

Please let me know if you have any concerns regarding any of the above.

Thanks,

Sarah

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