

Message

From: WONG Leslie -LAWDIV [leslie.wong@opg.com]
Sent: 2017-10-02 3:33:22 PM
To: Victor Buza [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=7643c3d5ac26488bab32d07049f1e089-Victor Buza]
CC: Anthony Martinello [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=3fb7d76317b34780b15d96309b995c31-Anthony Mar]; Michael Boll [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=4811917e15054407b665fe16d12ff415-Michael Bol]; LEE John -TREASURY [john.s.lee@opg.com]; Ramchandani, Rima [rramchandani@torys.com]
Subject: RE: EXTERNAL – Disclosure of Information

Dear Victor,

We are fine with the confidentiality requirement for the disclosure of the Intercept Letter Agreement. I have copied our external legal counsel, Torys, who is assisting with the Fair Hydro Plan and drafted the MTSA.

Regards,

Les

Leslie Wong
Senior Counsel
Ontario Power Generation Inc.
700 University Avenue, H18 G26.1, Toronto, ON M5G 1X6
T: (416) 592-3110 | E: leslie.wong@opg.com

From: Victor Buza [mailto:Victor.Buza@ieso.ca]
Sent: Friday, September 29, 2017 3:50 PM
To: WONG Leslie -LAWDIV <leslie.wong@opg.com>
Cc: Anthony Martinello <Anthony.Martinello@ieso.ca>; Michael Boll <Michael.Boll@ieso.ca>
Subject: EXTERNAL – Disclosure of Information

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Hi Les. I am in-house counsel with IESO and work with Anthony Martinello and Michael Boll.

For the purposes of the current IESO-OPG discussions about the Master Trust Service Agreement, IESO wishes to disclose to OPG a document known as an Intercept Letter Agreement (currently in draft form). In particular, IESO wishes to ensure that OPG is aware of its contents and will have an opportunity to raise with us any questions or concerns OPG may have regarding the arrangements described in the Agreement.

However, IESO is subject to confidentiality obligations regarding this document and the information that relates to it. Therefore, as a condition to disclosing the document and related information to OPG, we require OPG to confirm that:

- (i) OPG will treat as confidential the Intercept Letter Agreement, including both the contents of the document itself and any information, discussion or documentation relating to it (collectively, the “Confidential Information”);

- (ii) OPG will only distribute the Confidential Information to employees of OPG and OPG's advisors who have a need-to-know it, each of whom you shall have informed about its confidential nature and who shall have agreed to keep confidential the Confidential Information; and
- (iii) OPG will only use the Confidential Information for the above-mentioned purpose and will maintain its confidentiality indefinitely.

If OPG accepts the above terms, please reply to this email indicating OPG's acceptance and please be sure to cc Anthony and Michael. Once OPG has accepted the above terms, Anthony or Michael will provide the relevant information.

Feel free to call me if you have any questions.

Regards,

Victor Buza | Senior Counsel

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