

Message

From: Anthony Martinello [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=3FB7D76317B34780B15D96309B995C31-ANTHONY MAR]
Sent: 2017-11-16 3:58:33 PM
To: Olga Whiteley [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=a8aa010dbbc243af97222fcd3f2ae4a0-Olga White]
Subject: \$2B and new \$475M OFA IESO credit agreement - final
Attachments: OFA IESO Amending Agreement No 10 - Execution Version - FINAL.docx; OFA IESO Amending Agreement No 10 - Execution Version - FINAL.pdf; FHP Revolving Credit Facility Agreement 2017-2022 Execution Version - FINAL.docx; FHP Revolving Credit Facility Agreement 2017-2022 Execution Version - FINAL.pdf

From: Victor Buza
Sent: November 03, 2017 5:33 PM
To: Lisa Stein
Cc: Sarah Harris; William Tan; Anthony Martinello; John Kim
Subject: RE: OFA IESO FHP Credit Agreement and Amending Agreement No 10 - Execution Versions

Per our call earlier this afternoon, please find attached clean and blacklined versions of the FHP Credit Agreement and Amending Agreement No.10 to the Existing Credit Agreement. These are ready for execution on Monday.

Per our discussion, I have removed the names of the OFA signatories which I understand you will fill in by hand when completed. Other than that there are very few changes to the text. Please note that in the final version of the FHP agreement I fixed the justification of the first two paragraphs of s.5.7 the Intercept clause (changed from full justify to left justify, consistent with the remainder of that clause and the Agreement generally).

As mentioned, I have also prepared separate Grid Notes for both agreements in the \$2Bn and \$475MM amounts. The \$2Bn Note will be effective immediately and so will be provided by same day delivery. The \$475MM Note does not become effective until the Effective Time on November 21 so we should discuss the appropriate manner of dealing with this Note pending its coming into effect.

Finally, I have updated the Incumbency Certificate and Certified Board Resolution to show current dates, and will complete the Intercept Letter with a Nov 6 date on Monday.

Let me know if you have any questions.

Regards,
Victor

Victor Buza | Senior Counsel
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From: Victor Buza
Sent: November 03, 2017 3:17 PM
To: 'Lisa Stein'

Cc: Sarah Harris; William Tan; Anthony Martinello; John Kim
Subject: RE: OFA IESO Amending Agreement No 10 - Execution Version blacklined v6 OFA Nov 2 rev.docx

I'll look at them now and do the adjustments and give you a call if I have any questions.
Victor

From: Lisa Stein [<mailto:Lisa.Stein@ofina.on.ca>]
Sent: November 03, 2017 2:31 PM
To: Victor Buza
Cc: Sarah Harris; William Tan; Anthony Martinello; John Kim
Subject: RE: OFA IESO Amending Agreement No 10 - Execution Version blacklined v6 OFA Nov 2 rev.docx

Thank you Victor. Please let me know if you would like to discuss the adjustments. Just to clarify – will you be preparing the execution versions?

From: Victor Buza [<mailto:Victor.Buza@ieso.ca>]
Sent: Friday, November 03, 2017 1:32 PM
To: Lisa Stein <Lisa.Stein@ofina.on.ca>
Cc: Sarah Harris <Sarah.Harris@ofina.on.ca>; William Tan <William.Tan@ofina.on.ca>; Anthony Martinello <Anthony.Martinello@ieso.ca>; John Kim <John.Kim@ofina.on.ca>
Subject: RE: OFA IESO Amending Agreement No 10 - Execution Version blacklined v6 OFA Nov 2 rev.docx

Thanks Lisa – this version of AA#10 now looks fine.

We now need to make the final adjustments to both agreements based on the new November 6 closing. I will look at the documents this afternoon and forward any changes I note as required – I would like to be in a position to sign early on Monday if possible.

Victor

From: Lisa Stein [<mailto:Lisa.Stein@ofina.on.ca>]
Sent: November 03, 2017 9:53 AM
To: Victor Buza
Cc: Sarah Harris; William Tan; Anthony Martinello; John Kim
Subject: OFA IESO Amending Agreement No 10 - Execution Version blacklined v6 OFA Nov 2 rev.docx
Importance: High

Hi Victor,

Please find attached the latest version of AA#10, incorporating that changes that you have requested. We have also included additional language pertaining to the "Transfer of Funds". Please let us know your thoughts and if you would like to discuss further.

Thank you,

Lisa

Lisa N. Stein
Legal Counsel
Ontario Financing Authority
416-325-2320

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