

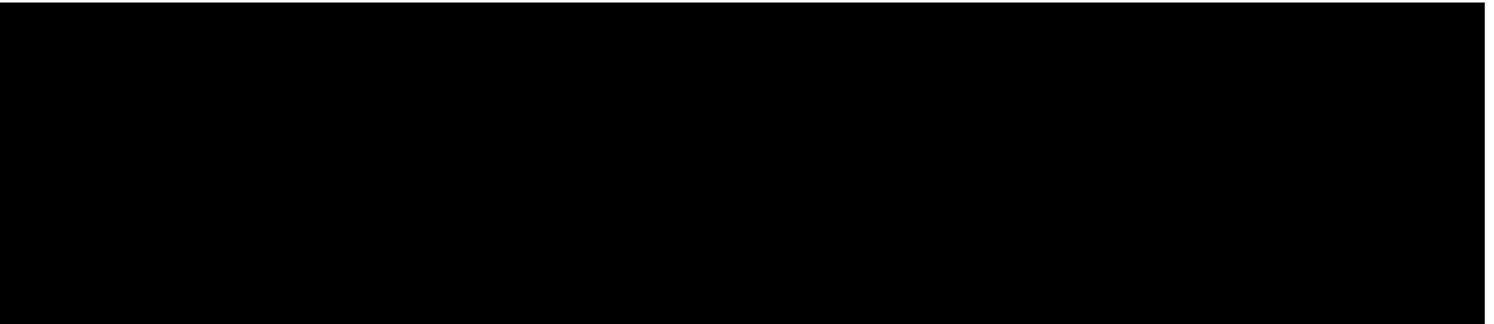
Message

From: Anthony Martinello [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=3FB7D76317B34780B15D96309B995C31-ANTHONY MAR]
Sent: 2017-12-15 12:11:57 PM
To: Victor Buza [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=7643c3d5ac26488bab32d07049f1e089-Victor Buza]
Subject: RE: IESO - Default Facility Amendment
Attachments: IESO draft Dec 15 24564679_10_acm.docx

Importance: High

See attached. Let's talk.

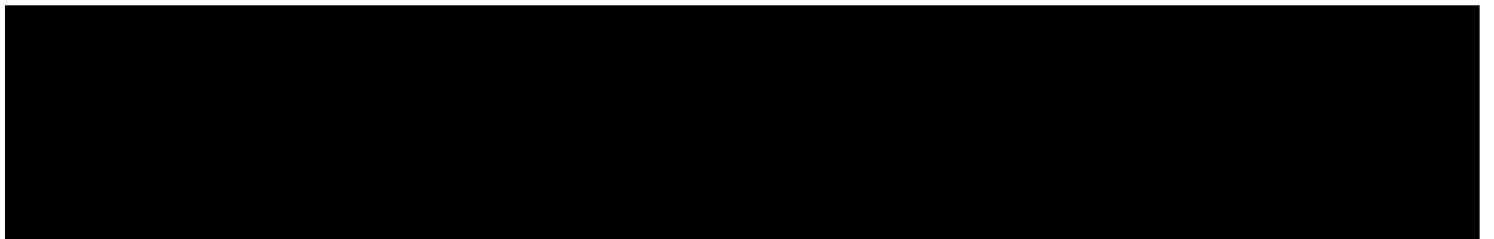
From: Victor Buza
Sent: December 15, 2017 10:12 AM
To: phamilton@stikeman.com
Cc: gzacher@stikeman.com; Michael Boll; Anthony Martinello
Subject: RE: IESO - Default Facility Amendment



Victor

From: Victor Buza
Sent: December 14, 2017 1:02 PM
To: 'phamilton@stikeman.com'
Cc: 'gzacher@stikeman.com'; Michael Boll; Anthony Martinello
Subject: FW: IESO - Default Facility Amendment

Hi Peter. You've seen earlier versions of this 2nd Amendment to the T-D, so best to keep you in the loop.



Thanks,
Victor

Victor Buza | Senior Counsel
Independent Electricity System Operator (IESO) | T: 416-969-6079

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From: Manii, David [<mailto:david.manii@tdsecurities.com>]

Sent: December 14, 2017 9:09 AM

To: Anthony Martinello

Cc: Abbas, Hassan; Ray, Sean; Weinstock, Jacob (jweinstock@torys.com); Balasubramanian, Amanda (abalasubramanian@torys.com)

Subject: RE: IESO - Default Facility Amendment

Anthony,

Per our ongoing discussions on this amendment to the Default Facility Agreement to accommodate the Fair Hydro Security Agreement, attached is the latest draft of the amendment which removes the requirement for the Fair Hydro financing commitment from the Province to be executed by March 31st, 2018, but in turn sets a cap on the amount of the Carrying Costs secured under the Fair Hydro Security Agreement at \$1.0 billion.

Let us know if the form of the document works from your end or if you had any further questions or comments.

Thanks again,

David

David Manii | Director | Credit Origination | TD Securities
T: 416 982 2505 | M: 647 962 9757

From: Manii, David

Sent: Wednesday, December 06, 2017 9:17 AM

To: 'Anthony Martinello'

Cc: Abbas, Hassan; Ray, Sean; Weinstock, Jacob (jweinstock@torys.com); Balasubramanian, Amanda (abalasubramanian@torys.com)

Subject: IESO - Default Facility Amendment

Anthony,

See attached for a draft amendment to the IESO Default Facility. You'll see that the amendment builds in the Security Agreement with the OPG financing entity as a Permitted Lien and makes execution of the Funding Commitment with the Province by March 31st, 2018 a requirement.

Let us know if you have any questions or comments on the form of the amendment.

Thanks again,

David

David Manii | Director | Credit Origination | Investment Banking | TD Securities
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IESO-N-0004040