

Message

From: Olga Whiteley [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=A8AA010DBBC243AF97222FCD3F2AE4A0-OLGA WHITELEY]
Sent: 2018-06-19 1:31:56 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]
Subject: RE: IESO/OFA - Signing Authority Documents
Attachments: SMF9218061912330.pdf

Here it is Victor. Thanks for your help!

From: Victor Buza
Sent: June 19, 2018 1:17 PM
To: Olga Whiteley
Cc: Anthony Martinello
Subject: RE: IESO/OFA - Signing Authority Documents

Sorry, trying to move to quickly – here's the attachment.

From: Victor Buza
Sent: June 19, 2018 1:15 PM
To: Olga Whiteley
Cc: Anthony Martinello
Subject: RE: IESO/OFA - Signing Authority Documents

Hi Olga. Can you arrange for Barb to sign the attached revised Incumbency Certificate in the space provided and then scan it and email it to me? I will have Mike Lyle sign it, and then I will send it to you and OFA at the same time.

That work for you ?

Victor
x6079

From: Sarah Harris [mailto:Sarah.Harris@ofina.on.ca]
Sent: June 19, 2018 12:55 PM
To: Victor Buza
Cc: Anthony Martinello; Olga Whiteley; William Tan; Lisa Stein
Subject: RE: IESO/OFA - Signing Authority Documents

Victor,

Thank you very much for the draft.

Overall, the certificate looks fine. The only comment we have is that we don't think the last paragraph at the bottom of the page (certification by Barb Anderson for Michael Lyle) is necessary; if that is your standard, however, that's fine.

If it possible to have the draft executed by end of day, that will be helpful ensuring the payment is released ASAP.

Thanks,
Sarah

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

Sent: Tuesday, June 19, 2018 12:28 PM

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

Cc: Anthony Martinello <Anthony.Martinello@ieso.ca>; Olga Whiteley <Olga.Whiteley@ieso.ca>; William Tan <William.Tan@ofina.on.ca>

Subject: RE: IESO/OFA - Signing Authority Documents

Hi Sarah. Following our call earlier and per item #1 of Will's email below, attached please find the updated form of Incumbency Certificate. Please confirm that this updated form is acceptable and we will proceed to have it executed.

In addition, for your convenience, I also attach the original certified Board Resolution authorizing, among other things, the "Chief Financial Officer or her delegate" with respect to making draws under the Fair Hydro Plan Credit Agreement and for the Existing Credit Facility.

Please call me if you have any questions.

Regards,
Victor

Victor Buza | Senior Counsel

Independent Electricity System Operator (IESO) | T: 416-969-6079

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

Sent: June 18, 2018 5:22 PM

To: Olga Whiteley; Anthony Martinello

Cc: Sarah Harris

Subject: RE: IESO - Signing Authority Documents

Hello Olga,

My legal department replied back to me and unfortunately a redacted board resolution and certificate of incumbency is required.

Thanks,

Will

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

Sent: June 18, 2018 3:45 PM

To: Anthony Martinello; Olga Whiteley

Cc: Sarah Harris; Carlos Yep; James Devine; Ricky Lai

Subject: RE: IESO - Signing Authority Documents

Hello Anthony and Olga,

I am following-up to get an indication of the solution you wish to pursue. Also, when will you be providing the documents. As a heads-up I will be out-of-the-office on Tuesday. For signatory related documents please coordinate with Sarah Harris.

Thanks,

Will

From: William Tan

Sent: Monday, June 18, 2018 11:38 AM

To: 'Anthony Martinello' <Anthony.Martinello@ieso.ca>; Olga Whiteley <Olga.Whiteley@ieso.ca>

Cc: Sarah Harris <Sarah.Harris@ofina.on.ca>; Carlos Yep <Carlos.Yep@ofina.on.ca>; James Devine <James.Devine@ofina.on.ca>; Ricky Lai <Ricky.Lai@ofina.on.ca>

Subject: IESO - Signing Authority Documents

Hello Anthony,

As per conversation regarding the required signing authority documents for Barb Anderson VP, & CFO on the election notices for June 20. Please provide completed documents for one of the following options below before June 20.

While option 6 is a suitable solution, it should be viewed as a temporary solution. Therefore, I recommend option 1, as a comprehensive long-term solution.

Options provided in May, 2018:

1. Certified resolution of the board of directors for IESO authorizing both the Fair Hydro Plan Credit Agreement and for the Existing Credit Facility authorizing the signatory and Updated Incumbency Certificate.
2. ~~A delegation of authority from the (former) IESO CFO to the IESO CEO (or other authorized signatories).~~
3. A general signing authority resolution of the IESO Board of Directors.
4. By-law or other document in place providing authorization to the IESO ~~CEO~~ CFO.
5. A certificate from the IESO Corporate Secretary stating that the IESO ~~CEO~~ CFO has signing authority.
6. A signature under seal of the corporation.

Best regards,

Will Tan | *Documentation & Analysis Specialist*

Capital Markets Division | Ontario Financing Authority

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