

Message

From: Olga Whiteley [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=A8AA010DBBC243AF97222FCD3F2AE4A0-OLGA WHITEL]
Sent: 2018-06-19 4:27:36 PM
To: Anthony Martinello [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=3fb7d76317b34780b15d96309b995c31-Anthony Mar]
Subject: FW: IESO - Update Incumbency Certificate

FYI

-----Original Message-----

From: Victor Buza
Sent: June 19, 2018 4:17 PM
To: Olga Whiteley
Subject: FW: IESO - Update Incumbency Certificate

Looks like they've accepted the certificate, Olga - see below.

Have a good evening.

Victor

-----Original Message-----

From: Sarah Harris [mailto:Sarah.Harris@ofina.on.ca]
Sent: June 19, 2018 4:15 PM
To: Victor Buza
Subject: Re: IESO - Update Incumbency Certificate

Thank you, Victor. Have a good night.

Sarah

Sent from my iPhone

On Jun 19, 2018, at 3:48 PM, Victor Buza <Victor.Buza@ieso.ca<mailto:Victor.Buza@ieso.ca>> wrote:

Thanks for you quick response Sarah - attached you will find the executed, updated Incumbency Certificate for IESO (amended as suggested).

Regards,
Victor

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<mailto:Sarah.Harris@ofina.on.ca>>
Cc: Anthony Martinello <Anthony.Martinello@ieso.ca<mailto:Anthony.Martinello@ieso.ca>>; Olga Whiteley <Olga.Whiteley@ieso.ca<mailto:Olga.Whiteley@ieso.ca>>; William Tan <William.Tan@ofina.on.ca<mailto: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.camailto:Anthony.Martinello@ieso.ca>; Olga Whiteley <Olga.Whiteley@ieso.camailto:Olga.Whiteley@ieso.ca>
Cc: Sarah Harris <Sarah.Harris@ofina.on.camailto:Sarah.Harris@ofina.on.ca>; Carlos Yep <Carlos.Yep@ofina.on.camailto:Carlos.Yep@ofina.on.ca>; James Devine <James.Devine@ofina.on.camailto:James.Devine@ofina.on.ca>; Ricky Lai <Ricky.Lai@ofina.on.camailto: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
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<Incumbency Certificate June 19 2018 - EXECUTED.pdf>