

Message

From: Dorothy Rye [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=91357C3881484495B98D03ECA9F49EA0-DOROTHY RYE]
Sent: 2017-12-20 8:21:53 AM
To: Jeannette Briggs [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=148095610f7242f48a5a9da24b1a8a87-Jeannette B]
CC: Carmen Agavrioloai [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=b7f056dd6c294c58a53fe65712ba060e-Carmen Agav]
Subject: RE: FH Plan? Participation Agreement

Jeannette;

We are waiting for confirmation that the organization has been filed and registered with the Province of Ontario so that we can complete the business registry search.

Matthew GO at OPG was to let us know when this was complete.

Once this is done and the registry search is successful, the registration system produces the Participation Agreement and I will send out via email to David Kwan. This is an automated task in the Register Org process that can't be skipped. FYI - We are expecting to see Lubna Ladak's signature as the Authorized Representative on the Participation Agreement for Fair Hydro Trust.

Dustin informed me that when the PA is returned there will be an additional agreement attached to it and I will have both documents executed by the appropriate manager. The two documents will be uploaded through Online IESO and filed as one in Citadel and the Vault.

The documents sent to me yesterday are not complete and have yet to be signed by anyone at Fair Hydro Trust or OPG. I will also need the page with Dave Short's original signature for our records.

Dorothy Rye | Market Registration & Data, IESO | Station A, Box 4474, Toronto, Ontario, M5W 4E5

Email: market.registration@ieso.ca

Web: www.ieso.ca | IESO on Twitter: [IESO Tweets](#) | IESO on Facebook: [The Electricity Outlet](#)

From: Jeannette Briggs
Sent: December 19, 2017 7:53 PM
To: Dorothy Rye
Cc: Carmen Agavrioloai
Subject: Fw: FH Plan? Participation Agreement

Expect the PA

Regards

Jeannette Briggs
416 997-6364

From: GZacher@stikeman.com
Sent: December 19, 2017 7:15 PM
To: jmyers@torys.com
Cc: jeannette.briggs@ieso.ca
Subject: RE: FH Plan? Participation Agreement

Jonathan —

Attached is IESO signature page for the Program Agreement.

I don't think we need an original, so just send me back a pdf signed version.

Also, I understand that you should get this signed and sent to the IESO Market Entry personnel tomorrow as part of online registration so that can make sure everything get processed on time. When you send it in, cc Jeannette Briggs, who is Director, Settlements & Corp Services. I have cc'd Jeannette.

Glenn Zacher

Direct: +1 416 869 5688
Email: gzacher@stikeman.com

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5300 Commerce Court West, 199 Bay Street, Toronto, ON M5L 1B9 Canada

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From: Myers, Jonathan [<mailto:jmyers@torys.com>]
Sent: Tuesday, December 19, 2017 5:17 PM
To: Glenn Zacher
Cc: Myers, Jonathan
Subject: RE: FH Plan? Participation Agreement

I am told that we won't be collecting multiple originals because everyone is content with electronic closing books. However, on the assumption that you would like an original for IESO, please deliver two signed copies.

Jonathan Myers

P. 416.865.7532 | F. 416.865.7380 | 1.800.505.8679

From: Glenn Zacher [<mailto:GZacher@stikeman.com>]
Sent: December-15-17 11:47 AM
To: Myers, Jonathan <jmyers@torys.com>
Subject: RE: FH Plan? Participation Agreement

Hi Jonathan –

How many original execution copies do you need?

Thanks,

Glenn Zacher

Direct: +1 416 869 5688
Email: gzacher@stikeman.com

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From: Glenn Zacher
Sent: Wednesday, December 13, 2017 12:52 PM
To: 'Myers, Jonathan'
Cc: Ramchandani, Rima
Subject: RE: FH Plan? Participation Agreement

Jonathan –

Attached is an execution copy of the agreement. One originally executed copy is sufficient.

Let me know the number of executed copies that you will require.

Thanks again for assistance in resolving,

Glenn

Glenn Zacher

Direct: +1 416 869 5688
Email: gzacher@stikeman.com

From: Myers, Jonathan [<mailto:jmyers@torys.com>]
Sent: Tuesday, December 12, 2017 3:54 PM
To: Glenn Zacher
Cc: Myers, Jonathan; Ramchandani, Rima
Subject: RE: FH Plan? Participation Agreement
Importance: High

Glenn,

Further to your email below, OPG received some additional explanation from Michael Boll as to the nature of the risk that would trigger application of the standard form Participation Agreement based on your latest draft of the Program Agreement (which is attached).

Based on that explanation, we now understand that the trigger for intentionally engaging in market activities would be if the Trust applied to participate in any of the markets established by the market rules. Once registered in Online IESO, the Trust would be able to request through Online IESO to participate in IESO-administered markets like the Transmission Rights Market. Upon such request Market Entry staff would verify that the Trust has an MP ID, banking information, signed participation agreement, contacts info and if required necessary prudential. Once registered in the system, it would be possible to request and be granted access to other IESO Administered Markets, but there is a risk that – given the non-standard approach we are using – the IESO's Market Entry staff may not confirm that the correct participation agreement was actually entered into.

With this better understanding of the nature of the risk (which is quite different from our initial understanding), OPG is willing to accept the latest draft of the Program Agreement that you provided yesterday morning (a copy of which is attached). Please provide me with a copy for execution and advise as to the number of copies that will be required.

Thanks,

Jonathan

Jonathan Myers

P. 416.865.7532 | F. 416.865.7380 | 1.800.505.8679

From: Glenn Zacher [<mailto:GZacher@stikeman.com>]
Sent: December-11-17 8:15 AM
To: Myers, Jonathan <jmyers@torys.com>
Cc: Ramchandani, Rima <rramchandani@torys.com>
Subject: RE: FH Plan? Participation Agreement

Jonathan –

See our proposed edits.

We have reverted to the previous draft whereby the issuer would be bound by the PA if it “intentionally” participates in the IESO-administered markets. This was the compromise/work-around approach we had initially proposed and which we got internal IESO approval on. The IESO is not agreeable to OPG’s proposed change – Michael Boll I understand may call Les Wong about this later today. I would not think that this poses any real risks for OPG since the PA is only triggered if the issuer intentionally uses its access to Online IESO to participate in the market. Give me a call if you want to discuss further.

Regards,

Glenn Zacher

Direct: +1 416 869 5688
Email: gzacher@stikeman.com

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From: Myers, Jonathan [<mailto:jmyers@torys.com>]
Sent: Thursday, December 07, 2017 9:06 PM
To: Glenn Zacher
Cc: Ramchandani, Rima; Myers, Jonathan
Subject: RE: FH Plan? Participation Agreement

Glenn,

Our proposed changes are provided in the attached clean and blackline docs.

Thanks.

Jonathan Myers

P. 416.865.7532 | F. 416.865.7380 | 1.800.505.8679

From: Glenn Zacher [<mailto:GZacher@stikeman.com>]
Sent: December-05-17 2:02 PM
To: Myers, Jonathan <jmyers@torys.com>
Cc: Ramchandani, Rima <rramchandani@torys.com>
Subject: RE: FH Plan? Participation Agreement

Hi Jonathan –

See proposed edits (clean and blackline version).

In answer to your questions:

- With regards to what information needs to be exchanged by IESO/Issuer via Online IESO under the MTSA - carrying cost will be submitted monthly for payment; the portal allows for a secured mechanism to submit costs that can be machine read and transferred to an invoice for payment.
- With regards to what confidential information Issuer would gain access to - it is a secured site and Issuer is only able to access its own confidential information, i.e., banking info, address, submitted data, etc.
- With regards to whether other Online IESO participants will have access to any confidential information of the Issuer – as a secured site, other participants will not be able to access confidential information of the Issuer.

Please get back to me ASAP with any suggested changes. I understand that this needs to be completed and the Trust registered in Online IESO promptly in order to be able to complete the scheduled transfers.

Regards,
Glenn

Glenn Zacher

Direct: +1 416 869 5688
Email: gzacher@stikeman.com

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From: Myers, Jonathan [<mailto:jmyers@torys.com>]
Sent: Monday, December 04, 2017 8:56 AM
To: Glenn Zacher
Cc: Myers, Jonathan; Ramchandani, Rima
Subject: RE: FH Plan? Participation Agreement

Glenn,

Apologies for the delay. My comments on behalf of OPG are attached (clean and blackline).

Thanks,

Jonathan Myers

P. 416.865.7532 | F. 416.865.7380 | 1.800.505.8679
79 Wellington St. W., 30th Floor, Box 270, TD South Tower
Toronto, Ontario M5K 1N2 Canada | www.torys.com

TORYS
LLP

From: Glenn Zacher [<mailto:GZacher@stikeman.com>]
Sent: November-15-17 7:36 AM
To: Myers, Jonathan <jmyers@torys.com>
Subject: FH Plan? Participation Agreement

Jonathan –

Sorry for the delays. Let me know if this works or if have any comments.

Glenn

Glenn Zacher

Direct: +1 416 869 5688
Email: gzacher@stikeman.com

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