

Message

From: Picard, Michel [mpicard@kpmg.ca]
Sent: 2017-09-21 10:29:39 AM
To: Michael Boll [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=4811917e15054407b665fe16d12ff415-Michael Bol]
Subject: RE: Fair Hydro question

Hi Michael,

I will check with Gale. My first reaction is that IESO may have to set-up a financial liability for the interest for the first 4 years. Will consult and revert back.

Michel

From: Michael Boll [mailto:Michael.Boll@ieso.ca]
Sent: Thursday, September 21, 2017 9:47 AM
To: Picard, Michel <mpicard@kpmg.ca>
Cc: Kim Marshall <Kim.Marshall@ieso.ca>; Anthony Martinello <Anthony.Martinello@ieso.ca>; Susan Nicholson <susan.nicholson@ieso.ca>
Subject: Fair Hydro question
Importance: High

Confidential

Michel,

There is a new element to IESO funding the financing entity's costs during the first four years that we would like your view on from an accounting perspective. Despite this being a recent ask from OPG, we are receiving pressure to provide an assessment of this new ask as soon as possible.

We understand that government is proposing changes to the Regulations under the Fair Hydro Act that would impose a "regulatory obligation" upon the IESO to pay an amount to the financing trust monthly over the first four years (the deferral period) equal to the financing charges actually incurred by the financing trust on account of interest (and not principal). Costs and taxes of the financing trust would also be included in the IESO's regulatory funding obligation. The IESO would require financing to bridge the gap between payment of this amount and recovery of the related GA amount. Either both of the interest cost and the funding receipt, or neither of them, will be counted for purposes of the true-up calculation.

The new element is that the IESO is being asked by OPG (due to a dealer/rating agency requirement to try to obtain a AAA rating) to provide security for this regulatory funding obligation in the form of a general security agreement charging all of IESO's assets, including in particular its present and future receivables and rights in relation thereto. The general security agreement will provide that on a monthly basis all receipts will be applied first by the IESO on account of the regulatory obligation.

The proposed Regulations under the Electricity Act would provide that the amounts paid are recoverable by the IESO under the GA in Section 25.33 of the Electricity Act.

By operation of the Fair Hydro rate cap, this additional GA amount will lead to an increased negative variance and will give rise to a regulatory asset, which, in the ordinary course would be Transferred to the financing trust. The purchase price payable to the IESO would retire the related financing.

Thank you,

Michael Boll | Associate General Counsel

Independent Electricity System Operator (IESO) | T: (416) 969-6023
120 Adelaide Street West, Suite 1600, Toronto, ON, M5H 1T1

This email message and any files transmitted with it are intended only for the named recipient(s) above and may contain information that is privileged, confidential and/or exempt from disclosure under applicable law. If you are not the intended recipient(s), any dissemination, distribution or copying of this e-mail message or any files transmitted with it is strictly prohibited. If you have received this message in error, or are not the named recipient(s), please notify the sender immediately and delete this e-mail message

This e-mail message and any files transmitted with it are intended only for the named recipient(s) above and may contain information that is privileged, confidential and/or exempt from disclosure under applicable law. If you are not the intended recipient(s), any dissemination, distribution or copying of this e-mail message or any files transmitted with it is strictly prohibited. If you have received this message in error, or are not the named recipient(s), please notify the sender immediately and delete this e-mail message.

This email was sent to you by **KPMG** (<http://info.kpmg.ca>). To sign up to receive event invitations and other communications from us (we have some informative publications that may be of interest to you), or to stop receiving electronic messages sent by KPMG, visit the **KPMG Online Subscription Centre** (<http://subscribe.kpmg.ca>).

At KPMG we are passionate about earning your trust and building a long-term relationship through service excellence. This extends to our communications with you.

Our lawyers have recommended that we provide certain disclaimer language with our messages. Rather than including them here, we're drawing your attention to the following links where the full legal wording appears.

- **[Disclaimer concerning confidential and privileged information/unintended recipient](http://disclaimer.kpmg.ca)** (<http://disclaimer.kpmg.ca>).
- **[Disclaimer concerning tax advice](http://taxdisclaimer.kpmg.ca)** (<http://taxdisclaimer.kpmg.ca>).

If you are unable to access the links above, please cut and paste the URL that follows the link into your browser.
