

Message

From: Kim Marshall [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=B63A22B42BF14587870D93119A054D88-KIM MARSHAL]
Sent: 2017-11-08 8:27:15 AM
To: mpicard@kpmg.ca
CC: Michael Boll [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=4811917e15054407b665fe16d12ff415-Michael Bol]
Subject: FW: Revised MTSA per our discussion
Attachments: #24448469v2_TorysAtWork_ - MTSA (November 7th Rating Agency Draft).docx; Blackline_24448469v1 - 24448469_2.pdf

Here is the latest draft. What has been added is 2 clauses which give IESO enforcement and audit responsibilities. This is to bring the agreement in line with traditional roles of a servicer to make it easier for the rating agencies to assess. As indicated in les's email, OPG (who actually has the legislative right for this enforcement and audit) will agree to undertake under an agency appointment, at no cost to IESO. This should be a form over substance discussion.

Pls let us know if you believe these additions do not impact the current IESO accounting approach. Thanks

3.3

- (a) as agent of the Issuer, where reasonable to do so in accordance with the standards described in Section 3.7, enforce the duties and obligations under the Act of the Electricity Vendors to collect, receive and remit amounts received by the Electricity Vendors in respect of Clean Energy Adjustments,^[1]
- (b) on a periodic basis as requested by the Issuer, review or caused to be reviewed, pursuant to its rights under Section 10(4) of the Regulations, the records maintained by each Electricity Vendor with respect to Clean Energy Adjustments; provided that in the absence of evidence of material non-compliance by an Electricity Vendor with its duties and obligations in respect of Clean Energy Adjustments, the Servicer shall not be required to review the records of a Electricity Vendor more often than ■,¹ and

3.8 Appointments

The Servicer may at any time appoint OPG or any other Person to act as its agent to perform all or any portion of its obligations as Servicer hereunder

Kimberly Marshall | VP, Corporate Services & CFO

Independent Electricity System Operator (IESO) | T: (416) 969-6232 | C: (416) 545-7202
120 Adelaide Street West, Suite 1600, Toronto, ON M5H 1T1
Web: www.ieso.ca | Twitter: [IESO_Tweets](https://twitter.com/IESO_Tweets) | LinkedIn: [IESO](https://www.linkedin.com/company/ieso)

Corporate Services collaborates with you to deliver solutions and expertise that enable the IESO to achieve its goals.

Conservation: www.saveONenergy.ca | Twitter: [saveONenergyOnt](https://twitter.com/saveONenergyOnt) | LinkedIn: [saveONenergy](https://www.linkedin.com/company/saveONenergy)

From: WONG Leslie -LAWDIV [mailto:leslie.wong@opg.com]

Sent: November 07, 2017 7:41 PM

To: Michael Boll; Kim Marshall

^[1] Note: IESO would appoint OPG as its agent to perform these obligations.

Cc: LEE John -TREASURY; RYFA Ken -TREASURY; Ramchandani, Rima; 'Feldman, Michael'; 'Saulnier, Brett'
Subject: Revised MTSA per our discussion today

Dear Michael,

Attached per our meeting today is a revised draft of the MTSA. Attached is a clean version and a blackline against the version that went to the rating agencies. Could you please arrange for KPMG to consider the inclusion of the obligations in 3.3(k) and (l) with the expectation that OPG will agree to undertake those obligations under an agency appointment?

Let us know if there are any questions or comments on the attached.

Regards,

Les

Leslie Wong
Senior Counsel
Ontario Power Generation Inc.
700 University Avenue, H18 G27, Toronto, ON M5G 1X6
T: (416) 592-3110 | E: leslie.wong@opg.com

THIS MESSAGE IS ONLY INTENDED FOR THE USE OF THE INTENDED RECIPIENT(S) AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, PROPRIETARY AND/OR CONFIDENTIAL. If you are not the intended recipient, you are hereby notified that any review, retransmission, dissemination, distribution, copying, conversion to hard copy or other use of this communication is strictly prohibited. If you are not the intended recipient and have received this message in error, please notify me by return e-mail and delete this message from your system. Ontario Power Generation Inc.
