Message

From: LEE John -TREASURY [john.s.lee@opg.com]
Sent: 2018-02-06 10:45:59 AM
To: Kim Marshall [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=b63a22b42bf14587870d93119a054d88-Kim Marshal]; Michael Boll [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=4811917e15054407b665fe16d12ff415-Michael Bol]
Subject: FW: New Issue Launch: Fair Hydro Trust

fyi

From: TD DCM [mailto:TDDCM@tdsecurities.com]
Sent: Tuesday, February 06, 2018 10:43 AM
Cc: Becker, Andrew <Andrew.Becker@tdsecurities.com>; Brennan, Emma <Emma.Brennan@tdsecurities.com>; Drewitt, Kyle <Kyle.Drewitt@tdsecurities.com>; Ingratta, Robert <Robert.Ingratta@tdsecurities.com>; Laing, Mark <Mark.Laing@tdsecurities.com>; McDonald, Greg <Greg.McDonald@tdsecurities.com>; Mosley, Theresa <Theresa.Mosley@tdsecurities.com>; Pong, Brian <Brian.Pong@tdsecurities.com>; Scace, Patrick <Patrick.Scace@tdsecurities.com>
Subject: New Issue Launch: Fair Hydro Trust

Issuer:	Fair Hydro Trust, a special purpose trust established under the laws of the Province of Ontario.
Issue:	•% Senior Notes due May 15, 2033, Series 2018-1 (the "Series 2018-1 Senior Notes").
Expected Credit Ratings:	DBRS: AAA(sf) Moody's: Aa2(sf)
Principal Amount:	Minimum $300,000,000
Initial % of Aggregate Notes:	51%
Launch Date:	February 6, 2018
Pricing Date:	February 6, 2018
Settlement Date:	February 9, 2018 (T+3)
Term:	15.25 years
Expected Maturity Date:	May 15, 2033
Principal Payment Default Date:	May 15, 2035
Par Call Date:	November 15, 2032
Interest Rate:	•% per annum
Issue Spread:	+95 bps (+/-3 bps) versus Government of Canada curve interpolated between CAN 5.75% due June 1, 2029 and CAN 5.75% due June 1, 2033 +• bps (including a • bps curve adjustment and +• bps delay adjustment), versus the CAN 5.75% due June 1, 2033 (priced at $• to yield •%)
Issue Yield:	•%
Issue Price:	$• per $1,000 principal amount of Series 2018-1 Senior Notes.
Interest Payment Dates:	May 15 and November 15 or next business day
Use of Proceeds:	The proceeds from the Series 2018-1 Senior Notes Offering will be used to refinance $• of indebtedness of the Issuer previously incurred to purchase an Investment Interest from the IESO pursuant to the Master Transfer and Servicing Agreement.
Ranking:	Subject to the applicable payment waterfalls in the Master Trust Indenture, the Series 2018-1 Senior Notes will be direct, secured and unsubordinated obligations of the Issuer, and will at all times rank equally and proportionately with each other and all

	other Senior Funding Obligations issued by the Issuer from time to time pursuant to the Indenture, without discrimination or preference.
CUSIP/ISIN:	CUSIP - 30324RAA4 ISIN - CA30324RAA47
Agents:	CIBC / RBC (Jt Leads / Jt Bks) GS (Jt Lead) BMO, MS, NBF, SCI, TD, HSBC, DESJ, LB, CASG (Co-Mgrs)

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