Message

From: RYFA Ken -TREASURY [ken.ryfa@opg.com]
Sent: 2017-12-11 9:43:48 AM
To: Anthony Martinello [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=3fb7d76317b34780b15d96309b995c31-Anthony Mar]
CC: LADAK Lubna -TREASURY [lubna.ladak@opg.com]; GO Matthew -TREASURY [matthew.go@opg.com]; LAURETA LAPIRA May -TREASURY [may.lapira@opg.com]; TETI Vicki -FIN & C CTRL [vicki.teti@opg.com]; YAO Anthea - FUNDMGMT [anthea.yao@opg.com]; Jeannette Briggs [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=148095610f7242f48a5a9da24b1a8a87-Jeannette B]; Susan Nicholson [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=f668e601bd2b4865a5c31dca531047c8-Susan Nicho]; Olga Whiteley [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=a8aa010dbbc243af97222fcd3f2ae4a0-Olga Whitel]
Subject: RE: EXTERNAL – First Transfer Notice

Update: for the first carrying cost invoice there is a significant amount of uncertainty around forecast interest cost on warehouse debt. Uncertainty around the credit rating and corresponding spread on the debt is the most significant uncertainty. In addition, Other amounts increased to address uncertainty around estimates. Increased each component by $500k. Total amount of Carrying Costs is $6 million.

	$ million
Interest on warehouse debt up to Jan 15, 2018	3.2
Standby fees on warehouse debt	0.2
Upfront fees	1.6
Other amounts – rating agencies, trustees	1.0
Total	6.0

From: RYFA Ken -TREASURY
Sent: Wednesday, December 06, 2017 2:44 PM
To: 'Anthony Martinello' <Anthony.Martinello@ieso.ca>
Cc: LADAK Lubna -TREASURY <lubna.ladak@opg.com>; GO Matthew -TREASURY <matthew.go@opg.com>; LAURETA LAPIRA May -TREASURY <may.lapira@opg.com>; TETI Vicki -FIN & C CTRL <vicki.teti@opg.com>; YAO Anthea - FUNDMGMT <anthea.yao@opg.com>; Jeannette Briggs <jeannette.briggs@ieso.ca>; Susan Nicholson <susan.nicholson@ieso.ca>; Olga Whiteley <Olga.Whiteley@ieso.ca>
Subject: RE: EXTERNAL – First Transfer Notice

Anthony,
In order to close the funding for the asset purchase the trust would need to pay the upfront fees on closing (Dec 19).

At the current time the estimated carrying cost for Dec 19 is $5 million consisting of the following:

	$ million
Interest on warehouse debt up to Jan 15, 2018	2.7
Standby fees on warehouse debt	0.2
Upfront fees	1.6
Other amounts – rating agencies, trustees	0.5
Total	5.0

I've asked the dealers for clarification of any other fees and expenses that would be payable on closing. One of the most significant uncertainties around timing is legal fees of the dealers. Will let you know when we get clarity.

Thanks,

Ken

From: Anthony Martinello [mailto:Anthony.Martinello@ieso.ca]
Sent: Wednesday, December 06, 2017 11:41 AM
To: RYFA Ken -TREASURY <ken.ryfa@opg.com>
Cc: LADAK Lubna -TREASURY <lubna.ladak@opg.com>; GO Matthew -TREASURY <matthew.go@opg.com>; LAURETA LAPIRA May -TREASURY <may.lapira@opg.com>; TETI Vicki -FIN & C CTRL <vicki.teti@opg.com>; YAO Anthea -FUNDMGMT <anthea.yao@opg.com>; Jeannette Briggs <jeannette.briggs@ieso.ca>; Susan Nicholson <susan.nicholson@ieso.ca>; Olga Whiteley <Olga.Whiteley@ieso.ca>
Subject: RE: EXTERNAL – First Transfer Notice

Ken,

1.
The IESO's bank info noted below are not correct for this FH transaction – and will be listed on the Transfer Notice;

2.
The UpFront Fees – are these part of the carrying costs – if yes, the IESO will settle these separately from the $1.2 B purchase price. I think your group is going to send us the total upfront/carrying costs amount you need and the IESO will send you the monies – what day do you need this amount as currently we are set to settle this amount on Dec 20th along with all generator payments. Separately, the purchase price will be settled on Dec 19.

Regards.

From: RYFA Ken -TREASURY [mailto:ken.ryfa@opg.com]
Sent: December 05, 2017 6:11 PM
To: Olga Whiteley
Cc: Anthony Martinello; LADAK Lubna -TREASURY; GO Matthew -TREASURY; LAURETA LAPIRA May -TREASURY; TETI Vicki -FIN & C CTRL; YAO Anthea -FUNDMGMT
Subject: RE: EXTERNAL – First Transfer Notice

Olga,
We received verification today from legal counsel that the payment for the asset purchase will come a few different sources rather than a single payment from the Trust.

			Source
Senior	51%	612,000,000.00	3 different banks – CIBC, RBC and Goldman and likely will be net of the upfront fees noted below
Subord	39%	468,000,000.00	OPG
Jr Subord	10%	120,000,000.00	OPG
		1,200,000,000.00	
Upfront fees		1,600,000.00	Likely from Fair Hydro Trust

If you need the source banking information we will have to ask the banks to provide it on the payment date.

I found 2 different wire payment templates set up in our banking system as shown in the screenshot below. Would it be either of these accounts that the parties would be paying? Since the payments are coming from the banks and the Trust I will have to ask what information they require. I would expect the IESO banking information should be included in the closing documents so this should be sufficient. I don't think we require a test transaction since we already pay the IESO. I'll find out from legal counsel how the banking information will be provided.

Beneficiary Account: 004102020449119
Beneficiary: IESO INDEPENDENT ELECTRICITY SYSTEM
IESO INDEPENDENT ELECTRICITY SYSTEM
2365 Lakeshore Rd W
MISSISSAUGA
Canada L5J 4R9
Info. to Beneficiary: PMTREF

Beneficiary Bank: THE TORONTO-DOMINION BANK
55 KING ST W
TORONTO Ontario
CANADA M5K 1A2
Bank/Transit: 10202

Beneficiary Account: 004102020456762
Beneficiary: IESO INDEPENDENT ELECTRICITY SYSTEM
IESO INDEPENDENT ELECTRICITY SYSTEM
2365 Lakeshore Rd W
MISSISSAUGA
Canada L5J 4R9

Beneficiary Bank: THE TORONTO-DOMINION BANK
55 KING ST W
TORONTO Ontario
CANADA M5K 1A2
Bank/Transit: 10202

Thanks,
Ken

From: Olga Whiteley [mailto:Olga.Whiteley@ieso.ca]
Sent: Tuesday, December 05, 2017 3:23 PM
To: RYFA Ken -TREASURY <ken.ryfa@opg.com>
Cc: Anthony Martinello <Anthony.Martinello@ieso.ca>
Subject: EXTERNAL – First Transfer Notice

Hi Ken,

I work in Treasury supporting Anthony, and I will be taking care of the Fair Hydro transactions. OFA has agreed for us to pay the loan one day earlier, on Dec 19. In preparation for this date, we require a few things from you (you may put me in touch with someone in your group if you prefer).

Our bank would like to monitor the wire coming in from OPG Trust on Dec 19 and has asked me to provide them with: a) the bank from where the wire will originate, and b) the LVTS number for the wire (most likely wires, as the amount will probably have to be split into two due to it being over 1B).

Also, we need to provide you with our banking information so you can send the wire. Is an email sufficient for this? Would it be possible to do a $1 test to ensure the wire will be successful? We are paying OFA that same day and just want to be extra careful.

Thank you and best regards.

Olga Whiteley, CFA | Treasury and Pension Operations
Independent Electricity System Operator (IESO) | T: (905) 403-6917 | F: (905) 403-6913
Station A, Box 4474, Toronto, ON M5W 4E5
Web: www.ieso.ca | Email: olga.whiteley@ieso.ca

From: Anthony Martinello
Sent: December 04, 2017 8:35 PM
To: RYFA Ken –TREASURY
Cc: Jeannette Briggs; Kim Marshall; LADAK Lubna -TREASURY; Susan Nicholson; Olga Whiteley; Michael Boll; LEE John -

TREASURY
Subject: RE: EXTERNAL – FW: Mock up of First Transfer Notice

I have formally requested the OFA to permit the IESO to pay the outstanding balance on Dec 19 – I will advise once they confirm back.

Please ensure that your purchase price funds are wired/EFT for value/settlement on Dec 19 2017 – e.g. IESO has a bank wire/EFT daily credit limit which limits the total quantum of daily transaction(s) made.

Regards.

From: RYFA Ken -TREASURY [mailto:ken.ryfa@opg.com]
Sent: December 04, 2017 4:51 PM
To: Anthony Martinello
Cc: Jeannette Briggs; Kim Marshall; LADAK Lubna -TREASURY; Susan Nicholson; Olga Whiteley; Michael Boll; LEE John -TREASURY
Subject: RE: EXTERNAL – FW: Mock up of First Transfer Notice

Anthony,
Thanks for the clarifying information on your Treasury policy limitations and other issues on Dec 18th as it is the regular monthly settlement date for LDC payments to the IESO. You indicated an alternative closing date of Dec 19th would work as the OFA is willing to accommodate earlier repayment of the loan to the IESO. We would go with Tues Dec 19th as the closing of the first purchase from the IESO but we would still want to maintain Fri Dec 15 as the date all documents are signed and held in escrow.
Thanks,
Ken

From: Anthony Martinello [mailto:Anthony.Martinello@ieso.ca]
Sent: Friday, December 01, 2017 12:49 PM
To: RYFA Ken -TREASURY <ken.ryfa@opg.com>
Cc: Jeannette Briggs <jeannette.briggs@ieso.ca>; Kim Marshall <Kim.Marshall@ieso.ca>; LADAK Lubna -TREASURY <lubna.ladak@opg.com>; Susan Nicholson <susan.nicholson@ieso.ca>; Olga Whiteley <Olga.Whiteley@ieso.ca>; Michael Boll <Michael.Boll@ieso.ca>
Subject: RE: EXTERNAL – FW: Mock up of First Transfer Notice

Ken – let me circle with the group and get back to you.
However, I am likely going to seek that the OPG Trust not pay the IESO any earlier than on Dec 20th since I have strict bank limits re: IESO Treasury Policy requirement to adhere too.

Regards.

From: RYFA Ken -TREASURY [mailto:ken.ryfa@opg.com]
Sent: December 01, 2017 12:14 PM
To: Anthony Martinello
Cc: Jeannette Briggs; Kim Marshall; LADAK Lubna -TREASURY; Susan Nicholson; Olga Whiteley
Subject: RE: EXTERNAL – FW: Mock up of First Transfer Notice

Anthony,

It looks like the dates used are the latest possible dates. The agreement provides flexibility to do earlier as the wording is "no later than".

Intent is to close the debt issuance on December 18 which is same day that the asset is purchased from IESO – the reason for selecting this date is to avoid issues with settlement later that week given the holidays, fewer people available, market activity very limited, etc. Also, if something happens on Dec 18 there is time to fix things before the end of the week.
Transfer Notice would need to be issued on December 11 but it would be better if we got it on December 8.
Is it IESO intention to issue an invoice for the amount of the asset purchase?
The funds for the asset purchase would go to the IESO from a few different sources. Senior debt would come directly from the debt issuance process as the dealers don't want the funds to go through the Trust. Subordinated debt – it was intended to flow through the Trust but it may come from OPG.

Thanks,
Ken

From: Anthony Martinello [mailto:Anthony.Martinello@ieso.ca]
Sent: Friday, December 01, 2017 11:29 AM
To: RYFA Ken -TREASURY <ken.ryfa@opg.com>
Cc: Jeannette Briggs <jeannette.briggs@ieso.ca>; Kim Marshall <Kim.Marshall@ieso.ca>; LADAK Lubna -TREASURY <lubna.ladak@opg.com>; Susan Nicholson <susan.nicholson@ieso.ca>; Olga Whiteley <Olga.Whiteley@ieso.ca>
Subject: EXTERNAL – FW: Mock up of First Transfer Notice
Importance: High

Ken,
Below is the proposed timeline for Dec 2017 (I am keeping to the MTSA timelines/concept) – subject to any comments from the group:

MTSA is signed next week;
Dec 12th (eighth bus day) -> IESO sends Transfer Notice to trust with approx. $1.2 Billion offer (note: trust will round down to nearest million – this means IESO will carry a variance balance over to January);
Dec 18th (twelveth bus day) -> IESO sends notice to OFA for draw on Dec 20 until Dec 28
Dec 20th (fourteenth bus day) -> IESO pays generators
Dec 22th (sixteenth bus day) -> IESO issues invoice to OPG Trust for purchase, and IESO sends notice to OFA for paydown Dec 28 and rollover remainder to January
Dec 28th (eighteenth bus day) – Trust pays IESO, and IESO repays OFA, OFA rollovers remainder to January

Regards.

From: RYFA Ken -TREASURY [mailto:ken.ryfa@opg.com]
Sent: December 01, 2017 9:43 AM
To: Anthony Martinello; Jeannette Briggs
Cc: LADAK Lubna -TREASURY
Subject: Mock up of First Transfer Notice

Anthony / Jeannette,
Attached is a mock up of a partially completed Transfer Notice for the first asset purchase by the Trust. We using this as part of a discussion with the Province related to the process to get an equity injection into OPG for the subordinated debt of the Trust. We're having discussions around timing of the first transfer since the supporting documentation for the equity injection is the Transfer Notice. Due to the challenges around document finalization and signing we need to follow a different process for this first transaction. We need to provide them with an unsigned Transfer Notice to get their process started which we would follow up with a signed document.

Thanks,
Ken

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.

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.

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.
