

Message

From: JoAnne Butler [/O=IMO/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=JOANNE BUTLERCD3]
Sent: 2017-01-24 5:14:49 PM
To: Jordan Penic [/O=IMO/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=Penic]; Michael Killeavy [/O=IMO/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=Michael Killeavycc3]; Barbara Ellard [/O=IMO/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=Ellardb]; Emanuel Movchovitch [/O=IMO/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=Emanuel Movchovitch139]
Subject: FW: Messaging for meeting with Alan H

I just added a few things to MK's.

From: Michael Killeavy
Sent: January 24, 2017 4:59 PM
To: Jordan Penic; JoAnne Butler; Emanuel Movchovitch; Barbara Ellard
Subject: RE: Messaging for meeting with Alan H

Here's my mark up, in blackline, below.

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From: Jordan Penic
Sent: January 24, 2017 11:04 AM
To: JoAnne Butler; Emanuel Movchovitch; George Pessione; Michael Killeavy
Subject: Messaging for meeting with Alan H

Hi,

Here is a first draft. I have to run out for a meeting, but can revise again later this afternoon with further input from the group. It may be helpful to identify who on the IESO team will respond to questions on particular topics. For example, Barb re Market Renewal, etc.)

-Jordan

Approach:

- IESO to bring in material for discussion and provide content, as required throughout discussion
- Discussion about option of extending contracts to be positioned as a consideration that IESO has had in the past, seemed to make sense on first blush. But as details were considered around negotiations and impact on broader sector, IESO found that the drawback outweighed the benefits.
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Preamble: As at September 30, 2016, the IESO was managing over 28,000 contracts which have a combined capacity of over 27,000 MW. This capacity is spread across nuclear (6300 mw), wind (6065 MW), solar (2632 MW), hydro (2426 MW) and bioenergy (494 MW) fuel types and ranging in size from 10 kw to the Bruce Nuclear contract for 6300 MW. Beginning in 2005, contracting mechanisms used have ranged from sole source negotiations; standard offer pricing, contracts and rules; to highly competitive Requests for Proposals (RFP's). Suppliers (or counterparties) of these contracts range from sophisticated international companies to the homeowner. The IESO (and formerly the

OPA) have significant negotiating experience (gas plant relocations, Bruce Nuclear Amended and Restated Implementation Agreement, and renewables integration, etc.) as well as significant day to day contract management experience (assignments, change of control, site amendments, etc).

Key Messages:

- Extending contracts was an idea considered by the IESO as we evaluated rate mitigation options recently. After evaluating the impacts of extending contracts we ultimately came to the conclusion that there were better options to mitigate rates.
- We determined that contract extensions were problematic for a number of reasons, including:
 - **It will take longer than expected:** Negotiations will likely be lengthy given their complex nature and numbers of parties involved and our experience to date with renegotiating contracts suggests that we're looking at about a year and a half to two years before the discussions are complete (i.e. renewable integration). Additional staff, technical consultants, and legal counsel will need to be marshalled to undertake such an effort ~~{There are a number of points we could include here, but I have picked a couple that seemed to resonate the most – adjust as required. I expect we'll get into more detail as the conversation progresses}~~
 - Negotiations will be multi-party since there are secured lenders with a security interest in the contracts and any secured lender needs to agree to any such amendment. Credit agreements will need to be opened up and renegotiated, too, which results in a multiplicity of contract negotiations that will need to take place
 - Negotiations could very likely result in the ratepayer taking on more risk as counterparties will attempt to improve their position by transferring as much risk as they can get away with
 - Negotiations will likely result in a checkerboard of different amendments, i.e., one size will not fit all, changing the fundamental nature of the standard offer FIT program, which will increase contract administration costs
 - Significant reputational risk for the IESO in having to open up so many contracts, which could impact its ability to administer and enforce its other contracts
 - Potential weakening of investor confidence, which will spill over into other infrastructure sectors
 - We would be locking in technological obsolescence by extending the contracts
Reputational and stakeholder risk as approvals and permits will need to be opened up which may incite further backlash against the projects and further costs for the Suppliers
 - **Risk of additional costs:** The contract counterparties are business people and will naturally attempt to extract additional benefits or value.
 - IESO will have a very weak bargaining position. This position could be further weakened if there are public commitments made to this course of action;
 - Counterparties will demand to be kept whole. Extending the operational life will likely mean increased CAPEX. OPEX will necessarily increase as facilities age. Counterparties will need to recoup incremental CAPEX and OPEX through the price and earn a return on any new investments;
 - In the end, the savings may not be as significant as first expected
 - ~~{As above – there are several points we could include here, but I have picked a couple that seemed to resonate the most – adjust as required. I expect we'll get into more detail as the conversation progresses}~~
 - The resource requirements of such an initiative will be quite significant – additional staff, technical consultants, and legal counsel will need to be marshalled to undertake such an effort
 - Ratepayers would be on the hook for any refinancing costs including the legal and technical costs associated with renegotiation of financing deals
 - **Opportunity Cost:** One of the main reasons that IESO went in a different direction was because there are better options available to ratepayers and the sector that will help address the fundamental issues

that drive consumer costs – in particular, the *Market Renewal* project seeks to address these issues. If contracts are extended, the potential ratepayers benefits of this project would decrease.

- **Market Renewal:**

- The objective of the *Market Renewal Project* is to achieve material efficiencies in the near and longer term
- Preliminary estimates suggest that the Market Renewal project could find efficiencies in the range of XXXM- XB
- One of the three main initiatives of the project would be to implement a capacity auction to acquire Ontario's future capacity needs. The IESO recently implemented a similar mechanism for DR that has helped to reduce the cost of DR by about 20-30 percent compared to the original contracts – and we've seen new technologies and entrants into the sector as a result. We expect similar benefits from a capacity auction.
- By extending contracts, these benefits and reforms would be lost/dramatically reduced to Ontario ratepayers.
- BARB – I expect you will have more than just this, but it introduces the topic and we can get into describing the details in the discussion.

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