

Message

**From:** KING Catriona -OFFCORPSEC [/O=OH/OU=CENTER/CN=RECIPIENTS/CN=125117]  
**Sent:** 17/04/2017 7:58:29 AM  
**To:** 'Bernard Lord' [bernardlord@outlook.com]  
**CC:** HOILETT Rosemarie -PRESIDENT [rosemarie.hoilett@opg.com]; SHUKLA Mamta -OFFCORPSEC [mamta.shukla@opg.com]  
**Subject:** Fresponse: Minister's letter/Shareholder Resolution to Amend OPG's Articles of Amalgamation  
**Attachments:** MOE\_Approval\_OPG\_Articles of Amalgamation\_2017.docx; MC-2017-750 Outgoing.pdf; Response letter from OPG.DOCX

Hello Bernard,

Attached is a draft of a proposed response to the Minister's letter, amended as requested at the April 7<sup>th</sup> Special Committee. May we have your approval to apply your signature stamp and send to the Minister on Tues. April 18<sup>th</sup>?



Response letter  
from OPG.DOCX

Thx

Catriona King  
Vice-President, Corporate Secretary  
Ontario Power Generation, 700 University Avenue, Toronto, Ontario, M5G 1X5  
Phone: 416-592-4474; Cell: 416-524-4421; Fax: 416-592-4555

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**From:** KING Catriona -OFFCORPSEC  
**Sent:** Thursday, April 13, 2017 5:55 PM  
**To:** 'Bernard Lord'; 'George Lewis'  
**Cc:** HARTWICK Ken -FINANCE; LYASH Jeffrey -PRESIDENT; MATHIAS Carlton -OFFCORPSEC  
**Subject:** Minister's letter/Shareholder Resolution to Amend OPG's Articles of Amalgamation

Bernard/George,

I am writing to provide an update on two developments today with respect to the GA financing initiative.

First, the Minister has sent Bernard the attached letter requesting OPG prepare a plan and recommendation on implementation of the GA financing. The letter is very helpful. We will prepare Bernard's response and seek approval to apply his signature on Tuesday.



MC-2017-750  
Outgoing.pdf

Second, OPG was requested to sent the Ministry the form of shareholder resolution that would be needed to amend OPG's Articles of Amalgamation to permit us to access capital markets. We have provided the form of that resolution in the email below. Some aspects of this file are moving fairly quickly, and it is possible that the Minister may sign and issue this resolution before OPG has submitted its plan. While a bit out of sequence before we submit our plan to the Board and the Shareholder, if this occurs it will be very helpful to OPG (we have been trying to affect this change for 10 years!) and wanted to let you know. We will provide update at the Special Cttee meeting on Wed. April 19<sup>th</sup>.

thx

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**From:** KING Catriona -OFFCORPSEC  
**Sent:** Thursday, April 13, 2017 4:07 PM  
**To:** 'Katona, Keley (ENERGY)'  
**Cc:** HARTWICK Ken -FINANCE; MATHIAS Carlton -OFFCORPSEC  
**Subject:** Shareholder Resolution to Amend OPG's Articles of Amalgamation

Keley,

I understand that at this morning's meeting OPG was asked to submit the form of shareholder resolution that would be needed to amend OPG's Articles of Amalgamation. Please see attached. Please let me know if you have any questions or require further information.



MOE\_Approval\_...  
of Amalgamation...

thx

**Catriona King | Vice President, Corporate Secretary | Ontario Power Generation Inc.**

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