

Message

From: KING Catriona -OFFCORPSEC [/O=OH/OU=CENTER/CN=RECIPIENTS/CN=125117]
Sent: 27/04/2017 8:58:43 AM
To: MATHIAS Carlton -OFFCORPSEC [/o=OH/ou=Center/cn=Recipients/cn=210942]; HARTWICK Ken -FINANCE [/o=OH/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=217097]
Subject: RE: Agenda
Attachments: Guidance for Board Approval Memo re GA Re-financing

Carlton and I met a couple of weeks ago with John Lee, Carlo, Les Wong and Glen Elliott to discuss what should be in the board memo and the form of recommendation. At their request Carlton sent a summary of the discussion and board memo requirements (see attached).

thx

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

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Good Governance is Good Business

From: MATHIAS Carlton -OFFCORPSEC
Sent: Thursday, April 27, 2017 8:52 AM
To: HARTWICK Ken -FINANCE; KING Catriona -OFFCORPSEC
Subject: RE: Agenda

Yes, I asked Glen Elliott to send me whatever he had in draft form at that stage knowing that there was more information to come and his senior reviews weren't had. It was to see the drafts for indicative purposes.

Carlton

From: HARTWICK Ken -FINANCE
Sent: Thursday, April 27, 2017 8:48 AM
To: MATHIAS Carlton -OFFCORPSEC; KING Catriona -OFFCORPSEC
Subject: RE: Agenda

I have not reviewed these yet. Just FYI. Not sure on these being rolled into one. I will give it some thought

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From: MATHIAS Carlton -OFFCORPSEC <carlton.mathias@opg.com>
Date: Thursday, Apr 27, 2017, 7:36 AM
To: KING Catriona -OFFCORPSEC <catriona.king@opg.com>, HARTWICK Ken -FINANCE <ken.hartwick@opg.com>
Subject: RE: Agenda

I got the attached yesterday which I've yet to review myself.

Carlton

From: KING Catriona -OFFCORPSEC
Sent: Thursday, April 27, 2017 8:22 AM
To: HARTWICK Ken -FINANCE; MATHIAS Carlton -OFFCORPSEC
Subject: RE: Agenda

I should have asked: Could Carlton and I look at a copy of the draft board memo?

thx

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Good Governance is Good Business

From: KING Catriona -OFFCORPSEC

Sent: Thursday, April 27, 2017 8:20 AM

To: HARTWICK Ken -FINANCE; MATHIAS Carlton -OFFCORPSEC

Subject: RE: Agenda

I wouldn't think we need separate agenda items on accounting and governance/mgt of trust. I would expect these to be addressed in board memo (so entire implementation plan is contained in the board memo. Directors shouldn't have to piece together the elements), and any supporting memos or reports can be attached as an appendix.

George is okay with splitting May 5th into two meetings (8-10 for SC; 10-11 for board) but asked me to get Bernard's concurrence. He also said he wanted to keep May 1st SC meeting for 1 hour for a verbal update from you and discussion of draft report from Bill Orr. Assuming that Bernard concurs this morning we will proceed to inform directors and management accordingly, unless you advise otherwise.

thx

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Good Governance is Good Business

From: HARTWICK Ken -FINANCE

Sent: Thursday, April 27, 2017 7:52 AM

To: KING Catriona -OFFCORPSEC; MATHIAS Carlton -OFFCORPSEC

Subject: Agenda

Good morning. Just looking at what will be the SC agenda and perhaps a couple of changes.

5. Do we want the new 5 to be accounting concurrence discussion. This would be a memo from us with EY attached

Current 5 becomes 6

New 7 governance and management of the trust

Then current 6 becomes 8

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