

Message

From: Aaron Atkinson [aatkinson@fasken.com]
Sent: 17/05/2017 4:19:20 PM
To: WONG Leslie -LAWDIV [leslie.wong@opg.com]
CC: Emes, Aaron [aemes@torys.com]; 'Hill, Krista' [khill@torys.com]; LEE John -TREASURY [john.s.lee@opg.com]; William Orr [worr@fasken.com]
Subject: RE: EXTERNAL - OPG Indemnity
Attachments: 20170515-Ontario Power Generation - Indemnity-CONFIDENTIAL DRAFT.docx

Redacted - S/C Priv.

Thanks

Aaron

Aaron Atkinson | Partner

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From: WONG Leslie -LAWDIV [mailto:leslie.wong@opg.com]
Sent: May-17-17 1:28 PM
To: William Orr; Aaron Atkinson
Cc: Emes, Aaron; 'Hill, Krista'; LEE John -TREASURY
Subject: FW: EXTERNAL - OPG Indemnity

Dear Bill,

Please find attached, for your review and comment, a draft indemnity from the Province in favour of OPG (and its directors, officers and employees) in connection with the Fair Hydro Plan. The Province has asked for comments back by tomorrow end of day.

OPG and Torys are reviewing and we will send you our combined mark-up tomorrow, hopefully in the morning or early afternoon.

Regards,

Les

Leslie Wong
Senior Counsel

Ontario Power Generation Inc.

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From: Multani, Harkamal (ENERGY) [mailto:Harkamal.Multani@ontario.ca]
Sent: Tuesday, May 16, 2017 4:27 PM
To: WONG Leslie -LAWDIV
Subject: EXTERNAL - OPG Indemnity

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Hi Leslie,

I am counsel with the Ministry of Energy, Legal Services Branch. Carolyn Calwell, our legal director has asked me to reach out to you with respect to the Indemnity to be provided to OPG by the Province with respect to activities OPG would be undertaking under the proposed *Ontario Fair Hydro Plan Act*, if passed. I've attached for your review the Draft Indemnity Agreement we have prepared for OPG on this.

Also, as part of the approvals processes on this, we are required to obtain approval under section 28 of the *Financial Administration Act* (Ontario) given that these indemnities create potential contingent liabilities for the Province. We have drafted up a business case as part of the s.28 approvals package but require your input on the risks that OPG may face in carrying out its role under the proposed legislation, if passed. I've attached the specific draft excerpts from our business case which we require your input on here. If you could please review this as well and provide your comments/input that would be much appreciated as well.

We are hoping to get these materials finalized as soon as possible so that we can submit for formal approvals. Thus, if you could get back to me with any comments you may have by end of day Thursday it would be much appreciated. If this timeline is not workable, please let me know.

If you have any questions, or would like to further discuss, please let me know as well.

Many thanks,

Harkamal

Harkamal Multani

Counsel

Legal Services Branch

ENERGY/MOI/MEDG/MRIS/ADO

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