Message

From: HARTWICK Ken -FINANCE [/O=OH/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=217097]
Sent: 9/19/2017 5:15:18 AM
To: WONG Leslie -LAWDIV [/o=OH/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=217803]
Subject: Re: Draft Memo from Special Committee to Board re conditions to Fair Hydro participation
Attachments: Memo from SC to Board re Conditions to Approval - Draft - Sept 18 2017 v3 (1).docx

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From: WONG Leslie -LAWDIV
Sent: Monday, September 18, 2017 5:56 PM
To: HARTWICK Ken -FINANCE
Cc: MCAULEY Tyler -LAWDIV; LEE John -TREASURY; RYFA Ken -TREASURY; LAURETA LAPIRA May -TREASURY; CROZZOLI Carlo -CBUSDEV&STRT; GINTHER Chris -CAO
Subject: Draft Memo from Special Committee to Board re conditions to Fair Hydro participation

Dear Ken,

Attached per the e-mail below (and our discussions with Chris G and Treasury) is a draft report/memo from the Special Committee to the Board regarding the disposition/status of the conditions to OPG's participation in the Fair Hydro Plan. These conditions were part of the Special Committee's original recommendation to the Board and were adopted by the Board at its May 12 meeting.

The attached reflects input from our external counsel as well as Treasury.

Redacted - S/C Priv.

Sorry for the short notice. Would you be able to let us know if you have any questions or comments by some time tomorrow morning? (Let me know if you need any of the attachments that are referred to in the memo, e.g articles of amendment, letter from the Province, etc.).

Regards,

Les

Leslie Wong
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From: KING Catriona -OFFCORPSEC
Sent: Friday, August 18, 2017 3:49 PM
To: HARTWICK Ken -FINANCE; GINTHER Chris -CAO
Cc: WONG Leslie -LAWDIV; LEE John -TREASURY; CROZZOLI Carlo -CBUSDEV&STRT; MATHIAS Carlton -OFFCORPSEC
Subject: RE: special cttee mtg/special bd meeting

Ken/Chris,
George Lewis has advised me how he would like to handle the report back to the Special Cttee and Board regarding the fulfillment of the Board's conditions of approval:

1. The report should be from the SC to the Board (i.e. separate from the Board memo on the final financing plan being prepared by management)
2. The report should:
   - itemize the disposition of all the Board's conditions in the Board's May resolution approving OPG's participation,
   - confirm that all agreements are/will be in the place as contemplated, and
   - (assuming the conditions are satisfactorily met) conclude that the SC recommends the board enter into the financing plan transaction as finalized.

In terms of process and timing, George has requested that:

Redacted - S/C Priv.

6. George would like the draft report (with square brackets for anything yet to be finalized) to be on the agenda for the Sept. 22nd SC update meeting for discussion by the Cttee,
7. A final report will be approved by the SC at the Sept. 29th SC meeting, and presented to the Sept. 29th Board meeting as part of the SC Chair's report and recommendation on the financing plan.

I believe I have captured all George's direction. With this change, the #1 agenda item proposed below for the Sept. 29th SC meeting will be replace with Special Cttee's Report on Board's Conditions of Approval.

If you have any questions pls let me know.
Thx
Catriona King | Vice President, Corporate Secretary | Ontario Power Generation Inc.
700 University Avenue, Suite H19 D26, Toronto, Ontario M5G 1X6 | W: 416.592.4474 | C: 416.524.4421| F: 416.592.4555 |
| E: **catriona.king@opg.com**
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From: HARTWICK Ken –FINANCE
Sent: Monday, August 14, 2017 9:47 AM
To: KING Catriona –OFFCORPSEC
Subject: RE: special cttee mtg/special bd meeting

Thought about this over the weekend. Assume we get the two big items from the TB/Cabinet sessions on or about Sept 12. With these verbally in hand I will need a week to clean up the rest of the items that link to this including the financing plan. If we went to the week of Sept 26 to have a SC and then a Board meeting on the topic I think we would be good. Coming out of the 12th I think we can go to the credit rating agencies without full approval from the Board.

At the SC/Board we would take

1. ~~Memo that goes through each item in the Board letter and show how it has been addressed~~ Special Committee's Report on Board's Conditions of Approval
2. Financing plan document and proposed communication to the Minister
3. Fair Allocation curve letter and analysis
4. Service agreements (IESO, OPG to trust)
5. Trust documents
6. Offering documents although this will not be for approval as it will be a negotiation with the Credit rating agencies

It will be a meaty SC meeting and then Board.

From: KING Catriona -OFFCORPSEC
Sent: Friday, August 11, 2017 2:30 PM
To: HARTWICK Ken -FINANCE
Subject: special cttee mtg/special bd meeting

Ken,
On Monday, can we circle back on plan for Special Cttee/special Board meeting? Re:

- timing for the Special Cttee meeting and special Board meeting. From your update to the Board it sounds like we are looking at sometime after September 11/12th TBd/Cabinet meetings?
- Looking ahead to these meetings, I am assuming it is the "big decision" meeting? i.e. board memo from Management that: i) advises/shows Board how all the conditions of the Board's May 2017 approval for OPG's participation have been met (or where they are different), and ii) presents the proposed Financing Plan for submission to the Minister of Energy, as requested his letters of April, May and June?
- Following Board approval of said Financing Plan, we would draft a letter from Bernard to the Minister submitting the Financing Plan to the Minister?

thx
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