

Message

From: Miao, Amelia [amiao@osler.com]
Sent: 21/12/2017 5:26:58 PM
To: Ramchandani, Rima [rramchandani@torys.com]; Feldman, Michael [mfeldman@torys.com]; Mansoori, Nina [nmansoori@torys.com]; Saulnier, Brett [bsaulnier@torys.com]; WONG Leslie -LAWDIV [leslie.wong@opg.com]; LEE John -TREASURY [john.s.lee@opg.com]; RYFA Ken -TREASURY [ken.ryfa@opg.com]
CC: Fullerton, Rick [RFullerton@osler.com]; Innes, Michael [MInnes@osler.com]; Hunter, Rosalind [RHunter@osler.com]; Sebastiano, Rocco [RSebastiano@osler.com]; Milligan, Peter [PMilligan@osler.com]; Royer, Kate [KRoyer@osler.com]; Niehaus, Katrina [Katrina.Niehaus@gs.com]; Delaney, Brian [Brian.Delaney@gs.com]; Conner, Robbin [Robbin.Conner@gs.com]; Sabri, Salina [Salina.Sabri@gs.com]; Sheena, Alexander [Alex.Sheena@gs.com]; Wadhwani, Tejal [Tejal.Wadhwani@gs.com]; Persaud, Donnie - Debt Capital Markets [Donnie.Persaud@cibc.com]; 'Benaiah, Ian' [ian.benaiah@rbccm.com]; harman.malhi@rbccm.com; 'Taylor, Brent R' [brent.r.taylor@rbccm.com]; Maciel, Andrew [Andrew.Maciel@cibc.com]; Adalja, Sunil [Sunil.Adalja@cibc.com]; Persad, Nicole [Nicole.Persad@cibc.com]
Subject: EXTERNAL – RE: Fair Hydro - Revised Agency Agreement (Draft - Dec 21, 2017)
Attachments: FH Trust - Agency Agreement (Draft - December 2017).docx; BL - Agency Agreement (to Torys comments).pdf

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Torys/OPG team,

In connection with the term note offering, please see attached a current revised draft of the Agency Agreement, addressing comments received to date and the shifts to the timeline structure since the last circulation. Please note that the attached remains subject to further review and comment by the dealers in all respects. For reference, we've also enclosed a blackline showing the changes marked against the comments provided by Torys.

Thanks,
Amelia

Amelia Miao
Osler, Hoskin & Harcourt LLP
416.862.4867

From: Ramchandani, Rima [mailto:rramchandani@torys.com]
Sent: Friday, November 24, 2017 4:57 PM
To: Miao, Amelia <amiao@osler.com>
Cc: Innes, Michael <MInnes@osler.com>; Hunter, Rosalind <RHunter@osler.com>; Sebastiano, Rocco <RSebastiano@osler.com>; Smith, Elliot <ESmith@osler.com>; Bennett, Christopher <CBennett@osler.com>; Fullerton, Rick <RFullerton@osler.com>; Milligan, Peter <PMilligan@osler.com>; King, Richard <rking@osler.com>; Royer, Kate <KRoyer@osler.com>; Feldman, Michael <mfeldman@torys.com>; Mansoori, Nina <nmansoori@torys.com>; Saulnier, Brett <bsaulnier@torys.com>; 'WONG Leslie -LAWDIV' <leslie.wong@opg.com>; LEE John -TREASURY <john.s.lee@opg.com>; RYFA Ken -TREASURY <ken.ryfa@opg.com>; Ramchandani, Rima <rramchandani@torys.com>
Subject: Fair Hydro - Agency Agreement (Torys/OPG Comments)

Hi Amelia, attached are our comments on your initial draft of the Agency Agreement. The attached remains subject to review and comment by OPG.

Thanks,
Rima

Rima Ramchandani

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From: Miao, Amelia [<mailto:amiao@osler.com>]

Sent: November-01-17 7:54 PM

To: Donnie.Persaud@cibc.com; Scott.Burrows@cibc.com; Callen.Glass@cibc.com; Alex.Kaczmarek@cibc.com; Shariq.Alvi@cibc.com; Tyler.Hume@cibc.com; Hadi.Daou@cibc.com; Sheryl.Holmes@cibc.com; Raj.Khanna@CIBC.ca; Tiffany.Wan@cibc.com; Sean.Mann@cibc.com; Andrew.Maciel@cibc.com; Sunil.Adalja@cibc.com; Nicole.Persad@cibc.com; nur.khan@rbccm.com; ian.benaiah@rbccm.com; brent.r.taylor@rbccm.com; rob.brown@rbccm.com; adam.egberts@rbccm.com; vickie.turnbull@rbccm.com; david.dalbello@rbccm.com; kyle.walker@rbccm.com; tim.murray@rbccm.com; nirushan.thambirajah@rbccm.com; keith.helwig@rbccm.com; victoria.mason@rbccm.com; katrina.niehaus@gs.com; patrick.collins@gs.com; xin.xue@gs.com; brian.delaney@gs.com; Salina.sabri@gs.com; Alex.Sheena@gs.com; brian.bolster@gs.com; yoomin.hong@gs.com; erin.cavanagh@gs.com; aditya.puri@gs.com; akila.raman@gs.com; charles.mcconnell@gs.com; matthew.levy@gs.com; isabelle.voler@gs.com; john.s.lee@opg.com; ken.ryfa@opg.com; sheen.liu@opg.com; leslie.wong@opg.com; tyler.mcauley@opg.com; clara.greco@opg.com; matthew.go@opg.com; anthea.yao@opg.com; stuart.preston@opg.com; john.drewniak@opg.com; j.hahnparker@opg.com; May.lapira@opg.com; lubna.ladak@opg.com; keegan.tully@opg.com; alan.hibben@rogers.com; Hill, Krista <khill@torys.com>; Feldman, Michael <mfeldman@torys.com>; Ramchandani, Rima <rramchandani@torys.com>; Emes, Aaron <aemes@torys.com>; Leibel, Robbie <rleibel@torys.com>; Keizer, Charles <ckeizer@torys.com>; Myers, Jonathan <jmyers@torys.com>; Mansoori, Nina <nmansoori@torys.com>; Olusoga, Yinka <yolusoga@torys.com>; Bomhof, Scott <sbomhof@torys.com>; Slavens, Adam <aslavens@torys.com>; Wortsman, Jerald <jwtortsman@torys.com>; Saulnier, Brett <bsaulnier@torys.com>; mfitzpatrick@hunton.com; 'aobrian@hunton.com

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Subject: Fair Hydro - Agency Agreement (Draft - Nov 1, 2017)

All,

For your review and comment, please see attached a preliminary draft agency agreement with respect to the Fair Hydro Trust offering.

Please note that the attached is being circulated concurrently to the dealers in the interests of time and, accordingly, remains subject to their review and comment in all respects. The current document has been prepared as a Canadian-style agency agreement. There are certain draft notes where we have noted content that will require review/refinement as the other offering documents (preliminary OM, term sheet once available, etc.) progress and/or become available for review.

Kind regards,
Amelia

OSLER

Amelia Miao

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