
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.tumbull@rbccm.com; david.dalbelk@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.boister@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.hahn.parker@opg.com; May.lapira@opg.com; lubna.ladaki@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 <jwortsman@torys.com>; Saulnier, Brett <bsaulnier@torys.com>; mfitzpatrick@hutton.com; aobrian@hutton.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>

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

<

>