

Message

**From:** MATHIAS Carlton -OFFCORPSEC [/O=OH/OU=CENTER/CN=RECIPIENTS/CN=210942]  
**Sent:** 09/01/2018 4:54:35 PM  
**To:** George Lewis [m.george.lewis@gmail.com]  
**CC:** KING Catriona -OFFCORPSEC [/o=OH/ou=Center/cn=Recipients/cn=125117]; HARTWICK Ken -FINANCE [/o=OH/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=217097]  
**Subject:** Re: Faskens' Fees as Independent Counsel to the Special Committee

Agreed, thanks.

**From:** George Lewis [mailto:m.george.lewis@gmail.com]  
**Sent:** Tuesday, January 09, 2018 4:34 PM  
**To:** MATHIAS Carlton -OFFCORPSEC <carlton.mathias@opg.com>  
**Cc:** KING Catriona -OFFCORPSEC <catriona.king@opg.com>; HARTWICK Ken -FINANCE <ken.hartwick@opg.com>  
**Subject:** RE: EXTERNAL – Re: Faskens' Fees as Independent Counsel to the Special Committee

That's what I meant. If the Fasken's total is spelled out in its own line, we should advise Bill. I would suggest "External Counsel Legal Advice to Special Committee".

On Jan 9, 2018 4:24 PM, "MATHIAS Carlton -OFFCORPSEC" <carlton.mathias@opg.com> wrote:

Thanks George, if so, I can give Bill a heads up when we file. I would think that even if not broken out on an invoice by invoice basis, the Faskens info will be available with attribution and a total amount.

Carlton

---

**From:** George Lewis [mailto:m.george.lewis@gmail.com]  
**Sent:** Tuesday, January 09, 2018 4:17 PM  
**To:** MATHIAS Carlton -OFFCORPSEC <carlton.mathias@opg.com>  
**Cc:** KING Catriona -OFFCORPSEC <catriona.king@opg.com>; HARTWICK Ken -FINANCE <ken.hartwick@opg.com>  
**Subject:** EXTERNAL – Re: Faskens' Fees as Independent Counsel to the Special Committee

\*\*\* Exercise caution. This is an EXTERNAL email. DO NOT open attachments or click links from unknown senders or unexpected email. \*\*\*

---

Thanks very much Carlton. Will the Faskens' fee be separately detailed or included in a lump sum with other legal fees and audit fees? If so, I think we should give Bill a heads-up when we file. Otherwise, not required.

On Jan 9, 2018, at 3:29 PM, MATHIAS Carlton -OFFCORPSEC <carlton.mathias@opg.com> wrote:

George, this is a short note to let you know that we're intending that the fees charged by Faskens as independent counsel to the Special Committee/Board on the FHP will be included as part of our fee recovery application that will be filed with the OEB by February 28, 2018. It will be included with other legal fees and audit fees incurred from June 1, 2017 to December 31, 2017. The Faskens total is **Redacted - S/C Priv.** for the period March to December 2017.

OPG's submission to the OEB must include a written confirmation from its auditor or another external auditor that the costs we're seeking to recover as Management Fees:

- Are accurate
- Were incurred by OPG as Financial Services Manager
- Were paid to third parties

EY is preparing a report for us to file with our submission to the OEB.

Under the governing regulation, the OEB shall approve the fees if it is of the view that the following conditions are met:

- Financing entities (Trust) were established between June 1, 2017 and December 31, 2017
- Any funding obligations were incurred between June 1, 2017 and December 31, 2017 or work was substantially complete during this period in order for funding obligations to be incurred after the end of the 2017.

As both of the above conditions have been met in respect of the Faskens fees, there is no requirement for a prudency review of them. If you think that Bill Orr should also know, if you like, I am happy to send him a note similar to this one.

Thanks,

Carlton

recipient, you are hereby notified that any review, retransmission, dissemination, distribution, copying, conversion to hard copy or other use of this communication is strictly prohibited. If you are not the intended recipient and have received this message in error, please notify me by return e-mail and delete this message from your system. Ontario Power Generation Inc.

---

**THIS MESSAGE IS ONLY INTENDED FOR THE USE OF THE INTENDED RECIPIENT(S) AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, PROPRIETARY AND/OR CONFIDENTIAL.** If you are not the intended recipient, you are hereby notified that any review, retransmission, dissemination, distribution, copying, conversion to hard copy or other use of this communication is strictly prohibited. If you are not the intended recipient and have received this message in error, please notify me by return e-mail and delete this message from your system. Ontario Power Generation Inc.