

Message

**Sent:** 04/12/2017 2:10:32 PM  
**To:** Taylor, Brent R [brent.r.taylor@rbccm.com]; Richard.Hunt@moodys.com; Andrew.Butville@moodys.com; Simba.Murahwi@moodys.com; Aliya.Ehmar@moodys.com; Zulaikha.Khurram@moodys.com; Harry.Hendrix@moodys.com; Gavin.Macfarlane@moodys.com  
**CC:** Benaiah, Ian [ian.benaiah@rbccm.com]; Khan, Nur [nur.khan@rbccm.com]; Donnie Persaud (Donnie.Persaud@cibc.com) (Donnie.Persaud@cibc.com) [Donnie.Persaud@cibc.com]; andrew.maciell@cibc.com; sunil.adalja@cibc.com; Katrina Niehaus (Katrina.Niehaus@gs.com) (Katrina.Niehaus@gs.com) [Katrina.Niehaus@gs.com]; Delaney, Brian (Brian.Delaney@gs.com) [Brian.Delaney@gs.com]; LEE John -TREASURY [john.s.lee@opg.com]  
**Subject:** RE: EXTERNAL – Fair Hydro Plan Financing Program  
**Attachments:** #24471144v7\_TorysAtWork\_ - Master Trust Indenture (December 4 Draft - Ra....docx; Blackline\_Master Trust Indenture (November 7th Rating Agency Draft) - 24....pdf; Senior Warehouse Supplement - Dec 4 2017 (Rating Agency Version).docx; Blackline\_Senior Warehouse Supplement - Nov 15 2017 (Osler) - Senior War....pdf; #24578174v2\_TorysAtWork\_ - Senior Term Supplement - Dec 4 2017 (Rating A....docx; Blackline\_Senior Term Supplement - Nov 15 (Osler) - 24578174v2.pdf

Following documents attached:

Trust Indenture  
Senior Warehouse Supplemental Indenture  
Senior Term Supplemental Indenture

---

**From:** Taylor, Brent R [mailto:brent.r.taylor@rbccm.com]  
**Sent:** Friday, December 01, 2017 6:40 PM  
**To:** Richard.Hunt@moodys.com; Andrew.Butville@moodys.com; Simba.Murahwi@moodys.com; Aliya.Ehmar@moodys.com; Zulaikha.Khurram@moodys.com; Harry.Hendrix@moodys.com; Gavin.Macfarlane@moodys.com  
**Cc:** Benaiah, Ian <ian.benaiah@rbccm.com>; Khan, Nur <nur.khan@rbccm.com>; Donnie Persaud (Donnie.Persaud@cibc.com) (Donnie.Persaud@cibc.com) <Donnie.Persaud@cibc.com>; andrew.maciell@cibc.com; sunil.adalja@cibc.com; Katrina Niehaus (Katrina.Niehaus@gs.com) (Katrina.Niehaus@gs.com) <Katrina.Niehaus@gs.com>; Delaney, Brian (Brian.Delaney@gs.com) <Brian.Delaney@gs.com>; RYFA Ken -TREASURY <ken.ryfa@opg.com>; LEE John -TREASURY <john.s.lee@opg.com>  
**Subject:** EXTERNAL – Fair Hydro Plan Financing Program

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

---

Moody's Team,

In connection with the Fair Hydro Plan Financing Program please find the below documents attached:

- OPG Indemnity Agreement
- IESO Acknowledgement and Indemnity Agreement
- Declaration of Trust - Clean / Blackline to October 12
- Management Agreement - Clean / Blackline to October 12
- IESO Security Agreement - Clean / Blackline to November 7
- Master Transfer and Servicing Agreement - Clean / Blackline to November 7

We are expecting to send the revised Master Trust Indenture and Senior Warehouse Supplement early next week.

As always, please let us know if you have any questions.

**Brent R Taylor** | Analyst, Securitization Finance | **RBC Capital Markets** | 200 Bay Street, 2nd Floor, Toronto, ON M5J 2W7 | T. 416-842-7284 | C. 647-632-6169 | [brent.r.taylor@rbccm.com](mailto:brent.r.taylor@rbccm.com)

---

**From:** Taylor, Brent R

**Sent:** November 22, 17 9:56 AM

**To:** [Richard.Hunt@moodys.com](mailto:Richard.Hunt@moodys.com); [Andrew.Butville@moodys.com](mailto:Andrew.Butville@moodys.com); 'Simba.Murahwi@moodys.com'; 'Aliya.Ehmar@moodys.com'; 'Zulaikha.Khurram@moodys.com'; 'Harry.Hendrix@moodys.com'; 'Gavin.Macfarlane@moodys.com'

**Cc:** Benaiah, Ian; Khan, Nur; Donnie Persaud ([Donnie.Persaud@cibc.com](mailto:Donnie.Persaud@cibc.com)) ([Donnie.Persaud@cibc.com](mailto:Donnie.Persaud@cibc.com)); 'andrew.maciell@cibc.com'; 'sunil.adalja@cibc.com'; Katrina Niehaus ([Katrina.Niehaus@gs.com](mailto:Katrina.Niehaus@gs.com)) ([Katrina.Niehaus@gs.com](mailto:Katrina.Niehaus@gs.com)); Delaney, Brian ([Brian.Delaney@gs.com](mailto:Brian.Delaney@gs.com)); RYFA Ken -TREASURY ([ken.ryfa@opg.com](mailto:ken.ryfa@opg.com)); LEE John -TREASURY ([john.s.lee@opg.com](mailto:john.s.lee@opg.com))

**Subject:** Fair Hydro Program: Change of Law Protection Agreement

Moody's Team,

In connection with the Fair Hydro Program please find attached;

- Change of Law Protection Agreement

We hope you will find this document helpful in your analysis.

<< File: Change of Law Protection Agreement.docx >>

**Brent R Taylor** | Analyst, Securitization Finance | **RBC Capital Markets** | 200 Bay Street, 2nd Floor, Toronto, ON M5J 2W7 | T. 416-842-7284 | C. 647-632-6169 | [brent.r.taylor@rbccm.com](mailto:brent.r.taylor@rbccm.com)

---

**From:** Taylor, Brent R

**Sent:** November 19, 17 2:12 PM

**To:** [Richard.Hunt@moodys.com](mailto:Richard.Hunt@moodys.com); [Andrew.Butville@moodys.com](mailto:Andrew.Butville@moodys.com); 'Simba.Murahwi@moodys.com'; 'Aliya.Ehmar@moodys.com'; 'Zulaikha.Khurram@moodys.com'; 'Harry.Hendrix@moodys.com'; 'Gavin.Macfarlane@moodys.com'

**Cc:** Benaiah, Ian; Khan, Nur; Donnie Persaud ([Donnie.Persaud@cibc.com](mailto:Donnie.Persaud@cibc.com)) ([Donnie.Persaud@cibc.com](mailto:Donnie.Persaud@cibc.com)); 'andrew.maciell@cibc.com'; 'sunil.adalja@cibc.com'; Katrina Niehaus ([Katrina.Niehaus@gs.com](mailto:Katrina.Niehaus@gs.com)) ([Katrina.Niehaus@gs.com](mailto:Katrina.Niehaus@gs.com)); Delaney, Brian ([Brian.Delaney@gs.com](mailto:Brian.Delaney@gs.com)); RYFA Ken -TREASURY ([ken.ryfa@opg.com](mailto:ken.ryfa@opg.com)); LEE John -TREASURY ([john.s.lee@opg.com](mailto:john.s.lee@opg.com))

**Subject:** Fair Hydro Preliminary Draft Offering Memorandum

Moody's Team,

We have attached a preliminary draft of the Offering Memorandum. Typically we would not share the current form of the OM at this early stage, but we think it may help to advance your process by offering a high-level summary of the market, roles of the various participants and structure. It is worth noting that the OM is not synchronized with the most recent versions of the underlying documents.

As always, please let us know if you have any questions.

<< File: \_Fair Hydro Trust - Preliminary Confidential Offering Memorandum.docx >>

**Brent R Taylor** | Analyst, Securitization Finance | **RBC Capital Markets** | 200 Bay Street, 2nd Floor, Toronto, ON M5J 2W7 | T. 416-842-7284 | C. 647-632-6169 | [brent.r.taylor@rbccm.com](mailto:brent.r.taylor@rbccm.com)

---

**From:** Taylor, Brent R

**Sent:** November 16, 17 9:45 AM

**To:** [Richard.Hunt@moodys.com](mailto:Richard.Hunt@moodys.com); [Andrew.Butville@moodys.com](mailto:Andrew.Butville@moodys.com); 'Simba.Murahwi@moodys.com'; 'Aliya.Ehmar@moodys.com'; 'Zulaikha.Khurram@moodys.com'; 'Harry.Hendrix@moodys.com'; 'Gavin.Macfarlane@moodys.com'

**Cc:** Benaiah, Ian; Khan, Nur; Donnie Persaud ([Donnie.Persaud@cibc.com](mailto:Donnie.Persaud@cibc.com)) ([Donnie.Persaud@cibc.com](mailto:Donnie.Persaud@cibc.com)); 'andrew.maciell@cibc.com'; 'sunil.adalja@cibc.com'; Katrina Niehaus ([Katrina.Niehaus@gs.com](mailto:Katrina.Niehaus@gs.com)) ([Katrina.Niehaus@gs.com](mailto:Katrina.Niehaus@gs.com)); Delaney, Brian ([Brian.Delaney@gs.com](mailto:Brian.Delaney@gs.com)); RYFA Ken -TREASURY ([ken.ryfa@opg.com](mailto:ken.ryfa@opg.com)); LEE John -TREASURY ([john.s.lee@opg.com](mailto:john.s.lee@opg.com))

**Subject:** RE: Fair Hydro Draft Agreements

Moody's Team,

In connection with the Fair Hydro Program please find attached;

- Senior Term Supplement - Nov 15
- Senior Warehouse Supplement - Nov 15

We hope you will find these documents helpful in your analysis. Additionally, we are happy to discuss any follow-up requests you may have regarding the financial model.

<< File: Senior Term Supplement - Nov 15.DOC >> << File: Senior Warehouse Supplement - Nov 15.DOCX >>

**Brent R Taylor** | Analyst, Securitization Finance | **RBC Capital Markets** | 200 Bay Street, 2nd Floor, Toronto, ON M5J 2W7 | T. 416-842-7284 | C. 647-632-6169 | [brent.r.taylor@rbccm.com](mailto:brent.r.taylor@rbccm.com)

---

**From:** Taylor, Brent R

**Sent:** November 7, 17 3:12 PM

**To:** [Richard.Hunt@moodys.com](mailto:Richard.Hunt@moodys.com); [Andrew.Butville@moodys.com](mailto:Andrew.Butville@moodys.com); 'Simba.Murahwi@moodys.com'; 'Aliya.Ehmar@moodys.com'; 'Zulaikha.Khurram@moodys.com'; 'Harry.Hendrix@moodys.com'; 'Gavin.Macfarlane@moodys.com'

**Cc:** Benaiah, Ian; Khan, Nur; Donnie Persaud ([Donnie.Persaud@cibc.com](mailto:Donnie.Persaud@cibc.com)) ([Donnie.Persaud@cibc.com](mailto:Donnie.Persaud@cibc.com)); 'andrew.maciell@cibc.com'; 'sunil.adalja@cibc.com'; Katrina Niehaus ([Katrina.Niehaus@gs.com](mailto:Katrina.Niehaus@gs.com)) ([Katrina.Niehaus@gs.com](mailto:Katrina.Niehaus@gs.com)); Delaney, Brian ([Brian.Delaney@gs.com](mailto:Brian.Delaney@gs.com)); RYFA Ken -TREASURY ([ken.ryfa@opg.com](mailto:ken.ryfa@opg.com)); LEE John -TREASURY ([john.s.lee@opg.com](mailto:john.s.lee@opg.com))

**Subject:** Fair Hydro Draft Agreements

Moody's Team,

In connection with the Fair Hydro Program please find attached;

- Master Trust Indenture (November 7th Rating Agency Draft)
- MTSA (November 7th Rating Agency Draft)
- IESO Security Agreement (November 7th Rating Agency Draft)

We hope you will find these documents helpful in your analysis. We will organize a call tomorrow to discuss next steps.

<< File: MTSA (November 7th Rating Agency Draft).DOCX >> << File: IESO Security Agreement (November 7th Rating Agency Draft).DOCX >> << File: Master Trust Indenture (November 7th Rating Agency Draft).DOCX >>  
Regards,

**Brent R Taylor** | Analyst, Securitization Finance | **RBC Capital Markets** | 200 Bay Street, 2nd Floor, Toronto, ON M5J 2W7 | T. 416-842-7284 | C. 647-632-6169 | [brent.r.taylor@rbccm.com](mailto:brent.r.taylor@rbccm.com)

---

**From:** Taylor, Brent R

**Sent:** October 13, 17 6:23 PM

**To:** [Richard.Hunt@moodys.com](mailto:Richard.Hunt@moodys.com); [Andrew.Butville@moodys.com](mailto:Andrew.Butville@moodys.com); 'Simba.Murahwi@moodys.com'; 'Aliya.Ehmar@moodys.com'; 'Zulaikha.Khurram@moodys.com'; 'Harry.Hendrix@moodys.com'; 'Gavin.Macfarlane@moodys.com'

**Cc:** Benaiah, Ian; Khan, Nur; Donnie Persaud ([Donnie.Persaud@cibc.com](mailto:Donnie.Persaud@cibc.com)) ([Donnie.Persaud@cibc.com](mailto:Donnie.Persaud@cibc.com)); 'andrew.maciell@cibc.com'; 'sunil.adalja@cibc.com'; Katrina Niehaus ([Katrina.Niehaus@gs.com](mailto:Katrina.Niehaus@gs.com)) ([Katrina.Niehaus@gs.com](mailto:Katrina.Niehaus@gs.com)); Delaney, Brian ([Brian.Delaney@gs.com](mailto:Brian.Delaney@gs.com)); RYFA Ken -TREASURY ([ken.ryfa@opg.com](mailto:ken.ryfa@opg.com)); LEE John -TREASURY ([john.s.lee@opg.com](mailto:john.s.lee@opg.com))

**Subject:** Fair Hydro Materials

Moody's Team,

Further to our kick-off meeting on October 3<sup>rd</sup>, I have attached a comprehensive presentation which contains information about the Ontario Electricity Market, Transaction Overview, Key Agreements and other information that we hope you will find helpful in your understanding and analysis.

In addition I have attached drafts of the Declaration of Trust and Management Agreement. The Declaration of Trust establishes a trust for the purpose of carrying on the activities of a financing entity as defined in the Ontario Fair Hydro Act, 2017. The Management Agreement delegates to OPG all powers and duties of managing the financing entity.

Please let us know if you would like us to arrange a call to walk you through these materials and provide context. Alternatively as you are going through the materials please reach-out with any questions you have.

<< File: Fair Hydro Plan Financing Program 2017-10-13.pdf >> << File: Fair Hydro - Management Agreement (DRAFT).pdf >>  
>> << File: Fair Hydro - Declaration of Trust (DRAFT).pdf >>  
Regards,

**Brent R Taylor** | Analyst, Securitization Finance | **RBC Capital Markets** | 200 Bay Street, 2nd Floor, Toronto, ON M5J 2W7 | T. 416-842-7284 | C. 647-632-6169 | [brent.r.taylor@rbccm.com](mailto:brent.r.taylor@rbccm.com)

---

This email is intended only for the use of the individual(s) to whom it is addressed and may be privileged and confidential. Unauthorised use or disclosure is prohibited. If you receive this e-mail in error, please advise immediately and delete the original message. This message may have been altered without your or our knowledge and the sender does not accept any liability for any errors or omissions in the message.

Ce courriel est confidentiel et protégé. L'expéditeur ne renonce pas aux droits et obligations qui s'y rapportent. Toute diffusion, utilisation ou copie de ce message ou des renseignements qu'il contient par une personne autre que le (les) destinataire(s) désigné(s) est interdite. Si vous recevez ce courriel par erreur, veuillez m'en aviser immédiatement, par retour de courriel ou par un autre moyen.