Ontario Power Generation

AUDIT and RISK COMMITTEE ***OPG Confidential Exclusive***

Minutes of meeting of the Audit and Risk Committee held in the OPG Boardroom of the Head Office of the Company at 700 University Avenue, Toronto, Ontario, on May 10, 2017 at 9:00 a.m.

Present

George Lewis	Committee Chair *(via telephone)*
Elisabeth DeMarco	Member *(via telephone)*
Ani Hotoyan-Joly	Member
Wendy Kei	Member
Yezdi Pavri	Member *(via telephone)*
Gerry Phillips	Member *(via telephone)*

being a quorum of the Committee, and

Bernard Lord	Board Chair
Jeff Lyash	Director and President and CEO
Catriona King	Vice President, Corporate Secretary

[redacted]

[redacted]

Mr. Mauti reviewed key disclosures including: [redacted] the introduction of the Province's Fair Hydro Plan, [redacted] Mr. Mauti responded to questions from the Committee.

[redacted]

Ms. Brennan of E&Y presented the report on their review of OPG's first quarter 2017 financial statements and indicated that E&Y is comfortable with the following disclosures related to: Ontario's Fair Hydro Plan [redacted]. There were no significant issues, errors or accounting issues to report. There were no whistle blower claims or fraud claims to be brought to the Committee's attention.

[redacted]

[redacted]

7. Quarterly Risk Report – Q1 2017

Ms. Kay summarized the highlights of the first quarter report:

- OPG's overall Strategic risk profile increased over the quarter; there were a number of noteworthy developments, including:
  - Social License risks increased related to the implementation of the Fair Hydro Plan and OPG's financial and reputational risks [redacted] Management continues to manage these risks through identification, assessment and mitigation.

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]