

**EXHIBIT 13**  
**PROVINCIAL BENEFITS**

## 1.0 Scope

For the purposes of this Agreement, wherever the terms “Bidder” and “Successful Bidder” appear in Attachment 1 – Completed Provincial Benefits Questionnaire to this Exhibit 13, each such term shall mean Contractor.

Company has agreed to a Lower Churchill Construction Projects Benefits Strategy ([http://www.nr.gov.nl.ca/nr/energy/lcp\\_benefits\\_strategy.pdf](http://www.nr.gov.nl.ca/nr/energy/lcp_benefits_strategy.pdf)) with the Province of Newfoundland and Labrador (the “Benefits Strategy”). This Benefits Strategy outlines all contracts, purchasing, and employment benefits objectives for the LCP. As well, Company has signed an Impacts and Benefits Agreement (“IBA”) with Innu Nation. Contractors are required to adhere to applicable obligations contained in this agreement.

Also the Government of Newfoundland and Labrador has entered into a Memorandum of Understanding (“MOU”) with the Government of Nova Scotia regarding industrial and employment benefits with respect to the Maritime Link transmission project. Details of this MOU can be found at: <http://www.releases.gov.nl.ca/releases/2011/nr/1128n06.htm>.

In this MOU the parties agree that the Company will meet the following commitments in regard to the construction of the Muskrat Falls Plant and the Labrador-Island Link:

1. Provide Nova Scotia contractors, service providers, consultants, and suppliers with open, timely and transparent access to procurement opportunities and activities in relation to the projects;
2. Provide reasonable advance notice to the Nova Scotia supply and service community of all procurement opportunities;
3. Conduct a supplier information workshop in Nova Scotia;
4. Communicate with unsuccessful Nova Scotia proponents, when requested, to help the proponents better prepare for future opportunities.

Contractor agrees to all of the following:

- To support, and cause all other members of the Contractor Group to support, the objectives and principles as committed to by Company as per the Benefits Strategy.
- To support, and cause all other members of the Contractor Group to support, the relevant objectives and principles contained in the IBA.
- To support, and cause all other members of the Contractor Group to support, the objectives and principles as committed to by Company as per the MOU.
- To make itself aware, and ensure that all other members of the Contractor Group are aware, of the terms of the Benefits Strategy, the IBA and the MOU that are relevant to the activities of Contractor relating to this Agreement.
- To comply, and cause all other members of the Contractor Group to comply, with the terms of the Benefits Strategy, the IBA and the MOU that are relevant to the activities of Contractor relating to this Agreement.
- To make best efforts to obtain Newfoundland and Labrador Benefits and Innu content as outlined in Attachment 1 – Completed Provincial Benefits Questionnaire as appended to

this Exhibit 13. If this content cannot be met, Contractor must inform Company as early as possible and provide Company with a rationale of why such content cannot be met and a mitigation strategy.

## **2.0 Contractor's Obligations**

Contractor Shall:

- Execute commitments to the Benefits Strategy and IBA as outlined in Attachment 1 – Completed Provincial Benefits Questionnaire.
- Provide, and cause all other members of the Contractor Group to provide, contractors, service providers, consultants and suppliers within the Province of Newfoundland and Labrador (“NL”) with full and fair opportunity to participate on a competitive basis in the supply of goods and services as per Section 3.2 of the Benefits Strategy and Section 2.1 of Attachment 1 – Completed Provincial Benefits Questionnaire.
- Comply with the hiring protocols as outlined in the Benefits Strategy for work performed on the generation and transmission sites.
- Support LCP’s gender equity and diversity initiatives and programs.
- Submit data reports on a monthly basis regarding employment and expenditures. Reporting tables to be supplied by Company.
- Make best efforts to fulfill commitments regarding NL bid content as stated in Attachment 1 – Completed Provincial Benefits Questionnaire.

## **3.0 Company Responsibilities**

Company shall:

- Provide Contractor with data collection and system requirements relating to monthly Benefits Reporting.
- Provide website access to [www.musktratfallsjobs.com](http://www.musktratfallsjobs.com). This system will allow suppliers and contractors to access applicants who have expressed interest in employment associated with the LCP.

**ATTACHMENT 1**

**COMPLETED PROVINCIAL BENEFITS QUESTIONNAIRE**