


From: jamesmeaney@nalcenergy.com
Sent: Thursday, May 22, 2014 12:52 PM
To: dsturge@nalcenergy.com
Cc: gbennett@nalcenergy.com; pharrington@lowerchurchillproject.ca
Subject: Re: Fw: MF Oversight Committee
Attachments: DM_MTL-#3317251-v2-NL_IE_Reliance_Letter.docx

I met with Craig Martin and Paul Morris this morning for about an hour...it was basically an introduction to Craig at their request. Showed them the IE MOU, attached, that's effectively final with Canada/IE now and ready for execution. They seemed very pleased with that and seemed to acknowledge the benefit of piggy backing off that process vs. having separate "independent expert" working for NL. I also asked if there was any update on when they'd be expecting the Deloitte's special report....they are still trying to figure that out with the committee. Craig was trying to better understand the nature of the work being done by the IE, how the construction report / funding request/ IE certificates process works under the PFA's, what are the big contracts left to be awarded and some general guidance on timeline, how the cost overrun calculation in the PFA's works....walked him through all that. Paul H. also provided them a brief project update and walked through a slide deck with recent pictures. On a whole, seemed to be a good meeting....



DM_MTL-#3317251-v2-NL_IE_Reliance_Letter.docx

 <p>nalcor energy LOWER CHURCHILL PROJECT</p>	<p>James Meaney, CFA General Manager Finance Nalcor Energy - Lower Churchill Project t. 709 737-4860 c. 709 727-5283 f. 709 737-1901 e. JamesMeaney@nalcenergy.com w. nalcenergy.com 1.888.576.5454</p>
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You owe it to yourself, and your family, to make it home safely every day. What have you done today so that nobody gets hurt?

Derrick Sturge---05/22/2014 09:59:43 AM---Hi Ed, radio silence: 1. We put arrangement in place with Canada to allow NL to have some relationship with IE over the past fe

From: Derrick Sturge/NLHydro
To: James Meaney/NLHydro@nlhydro
Date: 05/22/2014 09:59 AM
Subject: Fw: MF Oversight Committee

FYI

Sent from my BlackBerry 10 smartphone on the Bell network.

From: Derrick Sturge <DSturge@nalcoreenergy.com>

Sent: Thursday, May 22, 2014 9:27 AM

To: Ed Martin; Gilbert Bennett; Dawn Dalley

Subject: Re: MF Oversight Committee

Hi Ed, radio silence:

1. We put arrangement in place with Canada to allow NL to have some relationship with IE over the past few weeks.
2. We have provided options to NL to have Deloitte do special work - but no feedback from DNR

Derrick

Sent from my BlackBerry 10 smartphone on the Bell network.

From: Ed Martin

Sent: Thursday, May 22, 2014 9:10 AM

To: Gilbert Bennett; Dawn Dalley; Derrick Sturge

Subject: MF Oversight Committee

I just noticed a new meeting in my schedule for late this afternoon re MF Oversight Committee with Julia Mullaley, Charles and Craig Martin. Gilbert, have we put this stuff to bed yet? Do you know what the meeting is about? Please give me the package of information we send them - I need to get up to speed on where we are before the meeting.

Ed

Sent from my BlackBerry 10 smartphone on the Bell network.

May <@>, 2014

Her Majesty the Queen in Right of Canada
Natural Resources Canada
Renewable and Electrical Energy Division
580 Booth Street
17th Floor, Room B7-3
Ottawa, ON K1A 0E4

Attention: Anoop Kapoor, Director

- AND -

MWH Canada, Inc.

<@>

Attention: Nik Argirov, Vice President

- AND -

**Her Majesty the Queen in Right of the
Province of Newfoundland and Labrador**

Department of <@>

<@>

St.John's, NL <@>

Attention: <@>

Ladies and Gentlemen:

**Re: Providing the Province of Newfoundland and Labrador with access to the
Contractor**

Reference is hereby made to that certain Reliance Agreement dated as of the 29th day of November, 2013 entered into among the undersigned Projectco Entities, MWH Canada, Inc. and Her Majesty the Queen in Right of Canada, as represented by the Minister of Natural Resources (the "**IE Reliance Agreement**"). Unless otherwise defined herein, all

NL IE Reliance Letter - Page 2

capitalized words and expressions used in this letter shall have the same meaning as those ascribed thereto in the IE Reliance Agreement.

Further to the exchanges that have taken place between the Projectco Entities and Canada regarding the desirability of granting the Province of Newfoundland and Labrador (the "**Province**") access to the Contractor for the purposes more fully described below and in furtherance of the common desire to see the Lower Churchill River Projects be successfully developed, we confirm the following agreement among the undersigned and yourselves:

1. the Contractor is hereby jointly directed by Canada and the Projectco Entities to address and deliver to the Province all certificates and reports concurrently with such certificates and reports the Contractor is required to address and deliver to Canada under the terms of the IE Reliance Agreement. The Contractor hereby agrees to do so;
2. Canada hereby agrees to invite representatives of the Province to participate at any meetings, site visits and conference calls it may have with the Contractor and any of the Projectco Entities;
3. the parties hereto acknowledge and agree that Canada shall have no liability for any failure by the Contractor to comply with any of the directions to be given by Canada under the terms hereof nor shall Canada assume any of the costs relating to such involvement by the Province or otherwise be required to expend any funds; and
4. the Projectco Entities agree and consent to all of the foregoing and agree to defray any additional costs of the Contractor resulting from any of the foregoing.

We would ask each of you to evidence your agreement with the foregoing by executing and returning to us the duplicate copy of this letter attached hereto.

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Sincerely,

MUSKRAT FALLS CORPORATION

By: _____

Name:

Title:

By: _____

Name:

Title:

**LABRADOR TRANSMISSION
CORPORATION**

By: _____

Name:

Title:

By: _____

Name:

Title:

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**LABRADOR - ISLAND LINK
LIMITED PARTNERSHIP, by its
general partner,
LABRADOR - ISLAND LINK
GENERAL PARTNER
CORPORATION**

By: _____

Name:

Title:

By: _____

Name:

Title:

**LABRADOR - ISLAND LINK
OPERATING CORPORATION**

By: _____

Name:

Title:

By: _____

Name:

Title:

NL IE Reliance Letter - Page 5

We have taken cognizance of this letter and we hereby confirm our agreement with the terms hereof:

EXECUTED in Ottawa, Province of Ontario, on this _____ day of _____ 2014.

**HER MAJESTY THE QUEEN IN RIGHT
OF CANADA, as represented by THE
MINISTER OF NATURAL RESOURCES**

By: _____

Name:

Title:

NL IE Reliance Letter - Page 6

EXECUTED in _____, Province of _____,
on this ____ day of _____ 2014.

MWH CANADA, INC.

By: _____

Name:

Title:

By: _____

Name:

Title:

NL IE Reliance Letter - Page 7

EXECUTED in St. John's, Province of Newfoundland and Labrador, on this ____ day
of _____ 2014.

**HER MAJESTY THE QUEEN IN RIGHT
OF THE PROVINCE OF
NEWFOUNDLAND AND LABRADOR, as
represented by THE MINISTER OF <@>**

By: _____

Name:

Title: