

LOWER CHURCHILL PROJECT	CIMFP Exhibit P-02907	CHANGE ORDER Between Muskrat Falls Corporation and Andritz Hydro Canada Inc.	Page 1
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Agreement No:	CH0032-001	CHO No.	010
Agreement Title:	Supply & Install Powerhouse and Spillway Hydro-Mechanical Equipment	Rev. No:	00
Company:	Muskrat Falls Corporation	CHR No.	N/A
Contractor/Supplier:	Andritz Hydro Canada Inc.	Date:	10-Nov-15
Change Title:	Acceleration of Spillway Installation Schedule to Meet River Diversion Requirements On/Or Before 15 June 2016		

Description of Change:

Company directs Contractor to accelerate the installation of the spillway hydro-mechanical equipment, in accordance Attachment 1, Scope of Work - Partial Completion Ready for River Diversion, to meet the river diversion requirements on/or before 15 June 2016. This change order covers all additional costs for the acceleration of Andritz's baseline schedule installation logic and durations, including but not limited to the costs for:

1. Increased staff, supervision, and indirect expenses;
2. Additional labour, including sub-contractor costs and overtime;
3. Additional small tools, PPE and consumables;
4. Additional equipment hours; and
5. Lost productivity due to winter working conditions and all other productivity impacts associated with the acceleration.

Payment to cover the cost of the acceleration shall be on a lump sum basis and shall be made progressively based on the physical progress of the Work.

If completion of the installation of the spillway hydro-mechanical equipment for river diversion is achieved on/or before 15 June 2016, Company will issue a separate Change Order to pay Contractor an incentive payment of \$2,000,000. If Contractor fails to achieve the date of 15 June 2016 for any reason whatsoever, Company will have no obligation to make the incentive payment. This incentive payment is in addition to the Incentive Payment set forth in Section 11.2, Item No. 1, of Exhibit 2 to the Agreement.

Supporting information that forms part of this Change Order:

Attachment 1: Scope of Work - Partial Completion Ready for River Diversion.

Change Includes:	<input checked="" type="checkbox"/> Price	<input checked="" type="checkbox"/> Schedule	Original Contract Price:	CAD 122,932,996.00
				Euro 60,880,279.00
Adjustment Type:	<input checked="" type="checkbox"/> Lump Sum	<input type="checkbox"/> Unit Rate	Previous Change Orders Price	CAD 20,601,203.64
	<input type="checkbox"/> Fixed Amount	<input type="checkbox"/> Estimate	Backcharges	None
	<input type="checkbox"/> Reimbursable		This Change Order Price	CAD 3,370,314.00
			Total Contract Price to Date	CAD 146,904,513.64
				Euro 60,880,279.00

Impact on Control Schedule:

Contractor will accelerate completion date for the Spillway Hydro-Mechanical Equipment to meet the river diversion requirements by 15 June 2016.

Revised Finished Date:

Completion of the Spillway Hydro-Mechanical and Electrical Systems (including Trash Cleaner Hoist), commissioned and fully operational, Milestone M4: 31 October 2016.

This Change Order shall form and be read and construed as an integral part of the above-noted Agreement. The above adjustment to the Contract Price constitutes full compensation (including all impacts costs) to the Contractor/Supplier for the above Change.

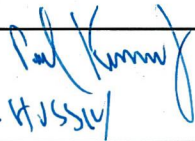
APPROVAL

Issued by Company:

Supply Chain Manager:

Pat Hussey

Signature:



for P. Hussey

Date:

12 Nov. 2015

Company Representative Name:

Scott O'Brien

Signature:



Date:

12-Nov-2015

Acknowledgement of Contractor/Supplier Receipt:
Contractor/Supplier Representative Name:

Signature:

Date:

ATTACHMENT 1

SCOPE OF WORK - PARTIAL COMPLETION READY FOR RIVER DIVERSION

Change Order No. 010, Rev.00

The scope of work for river diversion includes but is not limited to the following:

Requirements for River Diversion

- 1) Five spillway gates dry testing completed. Gates can be raised and lowered by manual controls and temporary power.
 - a) Embedded guides (S1, S2, Spillway Roller Gate (SRG), S4) installed, embedded, and finished to tolerance;
 - b) Repair of all embedment anchors as required;
 - c) SRG sections installed, assembled, dry tested, tolerance confirmed;
 - d) SRG towers (tower cladding can be later), bridge, hoist house, hoists installed;
 - e) SRG hoists assembled and reeved; and,
 - f) SRG and Hoists mechanically complete.
- 2) Mechanical and electrical hoist protection systems are operational.
 - a) Gate MCC's and Gate local control panels installed with power and control cabling to SRG hoists (cable from Spillway Electrical Building can be installed later);
 - b) Connection of Gate MCC's to temporary power (portable generator) or partial permanent power (25kV Construction Power or Backup Diesel Generator);
 - c) Hoist power, control, and protection systems tested and operational.
- 3) Spillway stop logs dry testing completed.
- 4) Re-engineering and any additional engineering to support the temporary configuration to support the river diversion scope of work until the balance of the work to meet Milestone M4 is completed.
- 5) Design, supply and installation of all temporary facilities.

Completion

For the activities listed above defined as being required for partial completion of the spillway for river diversion the following minimum scope is required:

- 1) Work scopes / sub-systems must be clearly defined in the Project Completions System with processes to support formal Company acceptance as being Complete.
- 2) All installation / testing activities are supported by installation / pre-commissioning checks and / or Dynamic Commissioning procedures as agreed with Company.
- 3) All above work scopes are considered Mechanically Complete, Commissioned and available for Handover as per the Project Completions System.
- 4) Re commissioning will be required after the spillway electrical building has been completed to test and prove electrical and controls systems operation between the electrical building and the hoist house.
- 5) Load testing requirements as per the contract remain in effect. Company may agree to load testing after river diversion if Contractor can provide Company suitable supporting documentation that load testing can be completed safely.
- 6) All construction equipment and temporary facilities shall be removed from the upstream and downstream spillway channels.

Remaining Scope

Partial completion requirements for river diversion do not change the scope of work for Contractor. All requirements as defined in the Contract shall be completed as per the approved schedule to meet Milestone M4 no later than 31-October-2016. The following systems can be completed after river diversion but must be completed prior to 31-Oct-2016.

- 1) Gate Heating System; all components are installed in gates prior to river diversion readiness but are not operational (guide heaters can be installed later).
- 2) Electrical Load Management System.
- 3) Spillway Electrical Building.
- 4) Hoist house building electrical and mechanical services completed.