

Document Front Sheet



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NE-LCP	REVIEW DOES NOT CONSTITUTE APPROVAL OF DESIGN DETAILS, CALCULATIONS, TEST METHODS OR MATERIAL DEVELOPED AND/OR SELECTED BY THE CONTRACTOR, NOR DOES IT RELIEVE THE CONTRACTOR FROM FULL COMPLIANCE WITH CONTRACTUAL OR OTHER OBLIGATIONS.			
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Labrador Transmission Corporation and Labrador-Island Link Limited Partnership

Contract CD0502-001

Lower Churchill AC Substations Project

PROJECT EXECUTION PLAN

	#2 (28-May-2015) missing				
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Rev	Date	Prepared	Verified	Approved	Subject of revision

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MODIFICATIONS CONTENTS

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02	16-Oct-2015	D. De Blois	Revised as per Customer Comments	
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Should be 28-May-2015 as per 'A1'

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1. Purpose - Introduction of the Contractor's Execution Plan

This document was generated according to requirement of the Lower Churchill AC Substations Project Contract, *Reference Document 1*, as part of the basic project documents and in accordance to the Contractor's Project Management Handbook. It presents the overall execution plan of the CD0502-001 Engineer, Procure and Construct (EPC) Contract with details provided in reference documents as listed below in Section 2. The Project Execution Plan is also to provide direction to all team members and serve as a strong foundation for the effective execution of the Project.

This document will be updated as required.

2. Reference Documents

#	Reference	Document Name	Submitted	Approved	Revision
1	CD0502-001	Contract Agreement CD0502 and Exhibits	N/A	N/A	N/A
2	ILK-AS-SD-8000-PM-A99-0001-01	Division of Responsibilities	04-Jul-2014	Not reviewed (Code 5)	A1
3	LCP-AS-SD-4000-PM-A99-0001-01	Project Organization Chart	27-Aug-2015	Commented by Nalcor	A2
4	LCP-AS-SD-4000-EN-A99-0001-01	Interface Management Plan	20-Apr-2015	Yes (Code 01)	B1
5	LCP-AS-SD-4000-EN-A99-0002-01	Engineering Management Plan	10-Jul-2015	Yes (Code 01)	B1
6	LCP-AS-SD-4000-HS-A28-0001-01	Health and Safety Management Plan	19-May-2015	Yes (Code 01)	B2
7	LCP-AS-SD-4000-EV-A35-0001-01	Contract Specific Environment Protection Plan	24-Apr-2015	Yes (Code 01)	B1
8	LCP-AS-SD-4000-QM-Q03-0001-01	Quality Management Plan	18-Mar-2015	Yes (Code 01)	B1
9	LCP-AS-SD-4000-RI-A04-0001-01	Risk Management Plan	20-Jan-2015	Yes (Code 01)	B1
10	LCP-AS-SD-4000-PM-A99-0002-01	Construction Management Plan	21-Aug-2015	Yes (Code 01)	B1
11	LCP-AS-SD-4000-PO-A99-0001-01	Project Procurement Management Plan	02-Jul-2015	Yes (Code 01)	B1
12	LCP-AS-SD-4000-SC-A11-0001-01	Logistics and Transportation Plan	24-May-2015	Yes (Code 01)	B1
13	LCP-AS-SD-4000-PM-A99-0003-01	Project Commissioning Plan	NOT SEND	SENT	
14	ILK-AS-SD-8000-PC-A02-0001-01	Control Schedule Plan	29-Apr-2015	Yes (Code 01)	B5
15	ILK-AS-SD-8000-PC-A44-0001-01	Control Schedule Base Line Document	24-Apr-2015	Approved with comments (Code 02)	B4
16	LCP-AS-SD-4000-PC-A42-0001-01	Schedule Development and Control Plan	25-Jun-2015	Yes (Code 01)	B1
17	ILK-AS-SD-8000-PM-A99-0004-01	Project Document Numbering Procedure	01-Jun-2015	Yes (Code 01)	B3
18	ILK-AS-SD-8000-QA-K99-0001-01	Document Control Procedure	20-Jan-2015	Yes (Code 01)	B1

20	LCP-AS-SD-4000-PM-A99-0004-01	Project Inspection and Test Program	17-Jul-2015	Yes (Code 01)	B1
21	ILK-AS-SD-8000-QA-Q02-0001-01	Quality Assurance System Manual	20-Oct-2014	Yes (Code 01)	B1
24	LCP-PT-MD-0000-LR-CT-0004-01	Lower Churchill Project Transmission Construction Collective Agreement	22-Oct-2014		B4
25	LCP-PT-MD-0000-LR-CT-0002-01	Collective Agreement Between Muskrat Falls Employers' Association Inc. and Resource Development Trades Council of Newfoundland and Labrador	02-Jul-2015		B2
26	ILK-AS-SD-4500-PM-A99-0001-01	Soldiers Pond Terminal Station (SOPTS) Mobilization Plan	27-Aug-2015	Yes (Code 01)	B1
27	MFA-AS-SD-4300-PM-A99-0001-01	Muskrat Falls Terminal Station (MFATS2) Mobilization Plan	11-Jun-2015	Yes (Code 01)	B1
28	MFA-AS-SD-4100-PM-A99-0001-01	Churchill Falls Terminal Station #2 (CHFTS2) Mobilization Plan	27-Aug-2015	Yes (Code 01)	B1

3. Definitions and Abbreviations

- 3.1. **ACS:** AC Substations
- 3.2. **BHT:** Product Line for GIS
- 3.3. **Company:** Labrador Transmission Corporation and Labrador-Island Link Limited Partnership
- 3.4. **Contractor:** ALSTOM GRID Canada Inc.
 ACS: AC Substations (SBC in Montreal, Canada and ERT in Lyon, France)
 ACC: AC Construction (SBC in Montreal)
 BHT: (GIS) Gas Insulated Switchgear (France)
 SPL: Solutions Group – LV GIS engineering (Stafford, UK)
- 3.5. **Control Schedule (“CS”):** The Control Schedule forms the benchmark for comparison and identification of schedule deviations. The Control Schedule shall represent the total Work execution and interfaces with others (Milestones, key dates, design, procurement, regulatory, fabrication and manufacturing, transportation, installation, construction and completion) covering the entire duration of the Work, and includes roll-up details of all Contractor’s schedules. The Control Schedule is to be a schedule network, which is calculated using the critical path method.
- 3.6. **Control Schedule Baseline Document (“CSBD”):** A series of schedules, s-curves, histograms, tables and narrative which together form the basis of the Control Schedule. The Control Schedule Baseline Document is updated and re-issued following re-baselining of the Control Schedule. The CSBD includes the Control Schedule, as well as identification of critical and near-critical path(s). It shall include all baseline assumptions regarding schedule durations, logic, installation rates, progress weighting and relevant material as deemed necessary by Company.

- 3.7. **EPT:** Engineering Project Excellence
- 3.8. **ERT:** Solutions Group in France
- 3.9. **GST:** Technical Support Group, the group of technical specialist located in France.
- 3.10. **ITP:** Inspection and Test Plan
- 3.11. **LPO:** ALSTOM's Large Project Organization
- 3.12. **Milestone:** The start or completion of an activity in the performance of the Work and which is identified as such in Exhibit 9 – Schedule.
- 3.13. **Monthly Cut-Off Date:** The month end date that Contractor uses as a basis to compile its progress during the month. The Monthly Cut-off Date will be agreed with Contractor and Company.
- 3.14. **Muskrat Falls Collective Agreement:** Collective Agreement between Muskrat Falls Employers Association (MFEA) and Resource Development Trades Council (RDTC).
- 3.15. **NCR:** Non Conformity Report
- 3.16. **PMI:** Positive Material Identification
- 3.17. **QA/QC:** Quality Assurance/Quality Control
- 3.18. **QMS:** Quality Management System
- 3.19. **PQ&P PM:** Process Quality and Performance Project Manager
- 3.20. **PQP:** Project Quality Plan
- 3.21. **SDR:** Supplier Document Register
- 3.22. **SDRL:** Supplier Document Requirements List
- 3.23. **Summary Schedule ("SS"):** The Summary Schedule incorporates all Milestones and is a roll-up of schedule information from the detailed Control Schedule and any subject deemed necessary by the Company to adequately convey a rollup or the CS.
- 3.24. **Schedule Development and Control Plan ("SDCP"):** A formal document providing the approach to planning and schedule control including schedule development, interfaces, analysis, forecasting, reporting, corrective action and the method for incorporation of Changes. In particular, the plan shall provide a detailed description of Contractor's progress measurement system including how Contractor measures, verifies and reports physical progress of each major activity of the Work (such as engineering, procurement, fabrication, construction etc.).
- 3.25. **Subcontractor:** person or business hired/contracted by Contractor to provide some portion of the work or services of the Project which the Contractor has agreed to perform. Subcontractors may

include but are not limited to trades such as Civil Works, Electromechanical, plumbing, roofing, foundation works and other similar type services. (The Subcontractor in Contract CD0504 is referred to as the *Civil Works Contractor*. In this document, CW Contractor is referred to as Subcontractor)

- 3.26. **Terminal:** Terminal is the term used for the AC Substations as requested by the Company, The Contract included 4 Terminal Sites including Soldiers Pond Terminal Station(SOPTS), Muskrat Falls Terminal Station 2 (MFATS2), Churchill Falls Terminal Station 2 (CHFTS2) and Churchill Falls Terminal Station (CHFTS), the existing 735 kV Terminal.
- 3.27. **Transmission Construction Employers Association:** (TCEA) and International Brotherhood of Electrical Workers (IBEW)

4. Introduction

Nalcor Energy is a Canadian Provincial Energy Corporation that is headquartered in St. John's, in the Province of Newfoundland and Labrador. It is a Provincial Crown Corporation owned by the Government of Newfoundland and Labrador.

Phase One of the Muskrat Falls Project includes an 824 megawatt hydroelectric generating facility at Muskrat Falls, the Labrador-Island Link that will transmit power from Muskrat Falls to Soldiers Pond on the Avalon Peninsula, and the Maritime Link connecting Newfoundland and Nova Scotia. Figure 1 identifies all the major Phase One components. The Maritime Link will be constructed and 100 % owned by Emera Inc. (an International Energy and Services Company headquartered in the Province of Nova Scotia, Canada and owners of Nova Scotia Power).

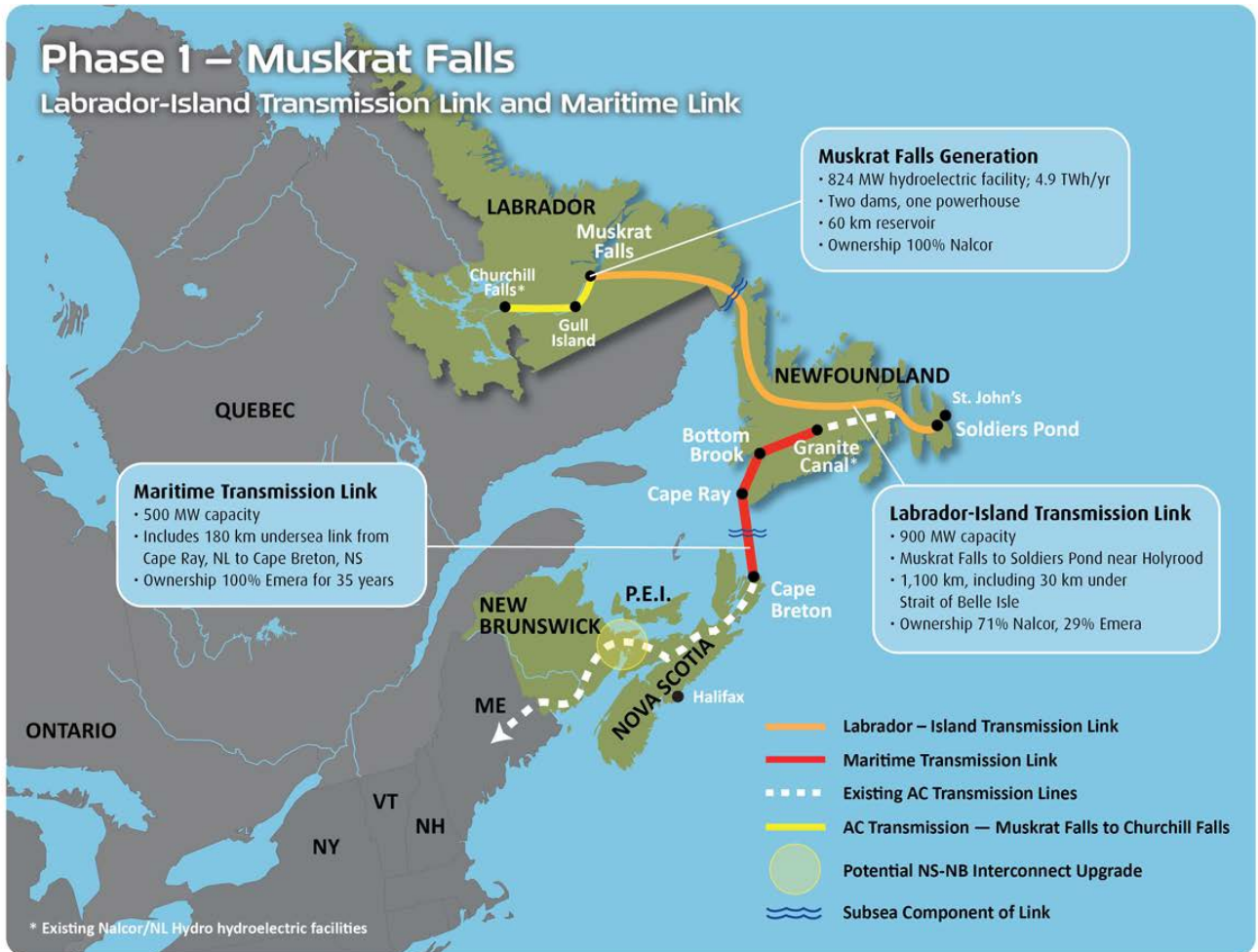


Figure 1, Nalcor’s Phase One – Muskrat Falls Project Map

4.1. CD0502-001 Contract Overall Scope

The Contract Scope of Work includes all engineering, procurement, construction, testing, and commissioning equipment and activities necessary to provide the following facilities for the Labrador Island Link:

- 735 kV Churchill Falls Terminal, including interface related to telecommunication, protection and control, transmission line, etc.
- 735-315 kV Churchill Falls Terminal, including interfaces related to telecommunication, protection and control, 7.5 kV and 315 kV transmission lines, etc.
- 315-138 kV Muskrat Falls Terminal, including the interconnection with Muskrat Falls power plant,
- Muskrat Falls ± 350 kV converter station protection and control and related telecommunication transmission line, etc.
- 230 kV Soldiers Pond Terminal, including the interconnection with the synchronous condenser facility, Soldiers Pond ± 350kV converter station protection and control and related telecommunication, transmission line, etc.

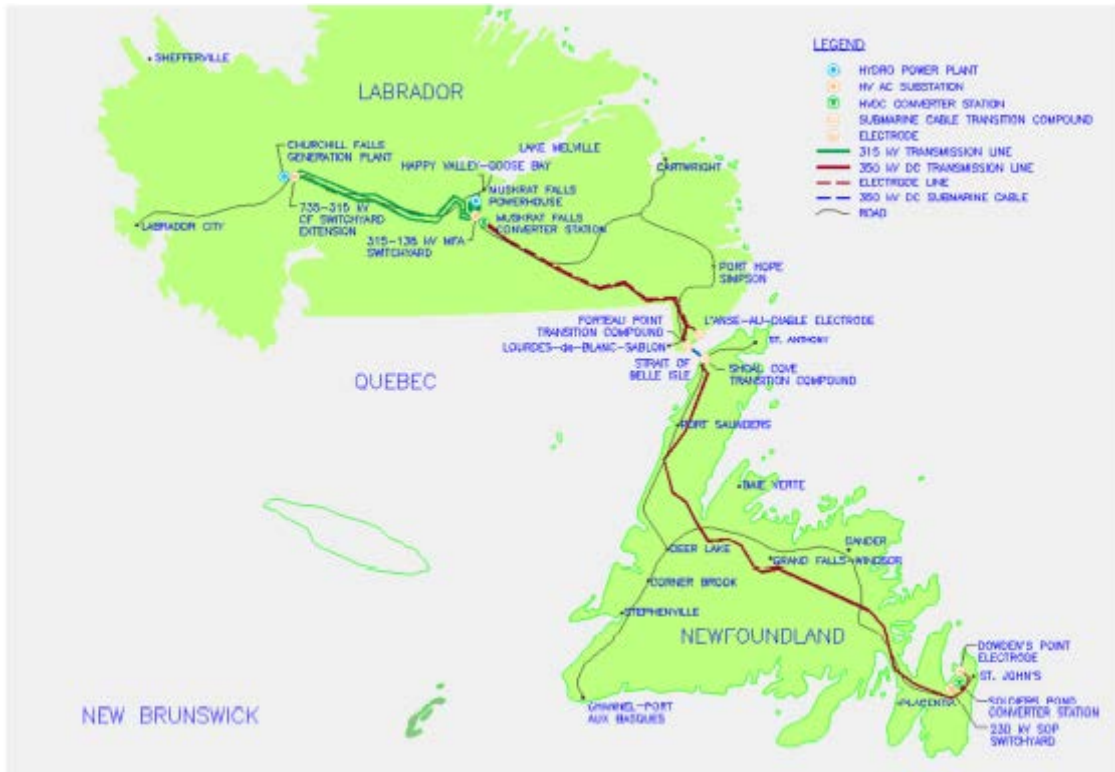


Figure 2 Major Facilities and Line Routing

The AC Terminal Stations shall be supplied as an EPC Turnkey Project, where the Contractor has the responsibility for the studies, design, engineering, manufacture, procurement, delivery, construction, installation, testing, commissioning, and warranty of the facilities: namely all of the Engineering, Procurement and Construction. This will provide fully-equipped AC Terminal Station facilities, ready for operation.

It should be noted that, although the AC Terminal Station Civil Works contractor will be contracted and paid by the Company (LCP), Contractor retains the full responsibility of design execution of these works. A special Civil Work agreement was developed for this purpose.

5. Scope

The Project Execution Plan developed by the Contractor to deliver the project is designed to meet the Company’s expectations in terms of Safety, Quality, Schedule and Provincial Benefit.

The Execution Plan will serve as the basis for developing the detailed plans for the Work. The Execution Plan shall effectively describe the scope, schedule, procedures and the organization to execute the Project:

- A. Describe the systematic management approach to the Work embracing sound management principles, including the understanding of and alignment with Company’s objectives, priorities, and philosophies with the aim of using the Contractor’s current procedures or developing appropriate plans and procedures.
- B. Develop the framework for the execution strategies and approaches, work plans, risk

identification and mitigation plans, detailed procedures, organizational structures, logic networks, schedules and other material needed by Contractor's Project Team to develop execution details and Contractor's plans for the Work, including detailed fabrication and construction plans.

- C. Document Contractor's objectives, priorities and philosophies that are based on and consistent with Company's objectives, priorities and philosophy for the Work.
- D. Outline the formalized processes employed to identify broad strategic issues, evaluate the impact, develop mitigation measures/action plans, and follow-up on the results of the mitigation measures and action plans.

The Execution Plan includes the following additional detailed documents:

- a) Project Organizational Chart, *Reference Document 3*, including the location of all staff for each phase of the Work, roles and responsibilities descriptions, mobilization and demobilization plans and organizational charts
- b) Engineering Management Plan - *Reference Document 5*, includes the design philosophy, planned design reviews, verification and engineering.
- c) Project Procurement and Sourcing Plan, *Reference Document 11*, that defines the procurement strategy, qualification procedures for subcontractors and suppliers, monitoring procedures for subcontractors and suppliers, vendor support plan for installation, testing and commissioning and vendor after-sales service.
- d) Project Construction Management Plan, *Reference Document 10*, will describe the mobilization and demobilization plans for each site, temporary facilities plan for each site, detailed construction execution strategy, engineering support plan, cold weather strategies and plan for maintaining the as-built documents.
- e) Project Controls Management including the Control Schedule – *Reference Document 14*, Control Schedule Baseline - *Reference Document 15*, and Schedule Development and Control Plan - *Reference Document 16*, describing many issues including the timeline of the Work, process of the schedule change, cost management and change management.
- f) Project Document Control Procedure – *Reference Document 18*, the internal document control and information management plan and software/tools to be used for the Work;
- g) Project Interface Management Plan, *Reference Document 4*, detailing the interface registry and outlining the strategy for effectively managing all interfaces.
- h) Project Commissioning Plan is currently under development will describe the strategy, timeline, engineering support plan and handover documentation plan. *Reference Document 13*.

This Project Execution Plan is a working document that will be subject to changes. These changes will be subject to the review and approval of Company. As changes occur, the Contractor shall identify and document critical issues and/or potential constraints that could adversely affect the accomplishment of Company's objectives for the Work and shall submit such changes to Company for Approval. The Contractor will keep the Company abreast of all changes within the standard project execution documents and the Reference Documents in Section 2.

5.1. Project Execution Plan Key Priorities

As the top priorities, the Contractor places Safety, Quality, as well as the Project Schedule, the Provincial Benefits and the Construction Labor Collective Agreement for the duration of the Project. The Company and

Contractor developed Key Performance Indicators (KPI's) to monitor the, performance, progress and the key priorities of the Project as seen in the following sample KPI Table.

Key Performance Indicator (KPI)	Target	Cumulative Last Period (Mmm)	Cumulative This Period (mmm)
Safety			
LTIFR (Lost Time Injury Frequency Rate)	0.0	0.0	0.0
Overall			
SPI (Actual Progress/Planned Progress)	1.0	N/A	N/A
% Risk Mitigation Actions Completed on Time	100	N/A	N/A
Quality			
% Internal Audits Completed on Schedule	100	N/A	N/A
% External Audits Completed on Schedule	100	N/A	N/A
% of NCRs Closed Within 30 Days	100	N/A	N/A
Avg. # of Days for Correction Action Completion	< 2 months	0	0
Engineering			
SPI (Actual Progress/Planned Progress)	1.0	N/A	N/A
Avg. # of Days from 1st Submission to Acceptance	45	N/A	N/A
Avg. # of Days for LCP Review	15	N/A	N/A
Avg. # of Submissions Prior to Acceptance	1.0	N/A	N/A
Avg. # of Days Variance from Planned SDR Date (Only for 30 Days Look ahead)	1.0	N/A	TBD
Procurement			
SPI (Actual Progress/Planned Progress)	1.0	N/A	N/A
Civil Construction			
SPI (Actual Progress/Planned Progress)	1.0	N/A	N/A
Forecast Cost for Civil Construction / Target Cost	100	N/A	N/A
Electromechanical Installation			
SPI (Actual Progress/Planned Progress)	1.0	N/A	N/A
Commissioning			
SPI (Actual Progress/Planned Progress)	1.0	N/A	N/A

SPI = Schedule Performance Index

KPI Rating Criteria	Acceptable	Concern	Risk
LTIFR	0	N/A	>0
SPI (actual/planned progress)	>= 1.0	0.9 - 0.99	<0.9
% Risk Assessment Actions Completed	80 - 100%	50 - 79%	<50%
% Internal Audits Completed on Schedule	95 - 100%	85 - 94%	<85%
% External Audits Completed on Schedule	90 - 100%	80 - 89%	<80%
% NCRs Closed Within 30 Days	100%	75 - 99%	<75%
Avg. # of Days for Corrective Action Completion	< 2 mo.	2 mo. - 3 mo.	> 3 mo.
Avg. # of Days from 1st Submission to Approval	<= 45	46 - 55	>55
Avg. # of Days for LCP Review	<= 15	16 - 20	>20
Avg. # of Submissions Prior to Approval	1.0 - 1.5	1.5 - 2.0	>2.0
Avg. # of Days Variance from Planned SDR Date	0 - 2	2 - 10	>10
Forecast Cost for Civil Construction / Target Cost	<= 100%	N/A	>100%

5.1.1. Safety

Safety is at the core of the Company and Contractor values. It is the prime focus in all activities, from the early stage in preliminary design until the energization, including requirement for the Company's safe operation during the life of the installation. The Contractor is organized with the right experienced people in the project lead team as well as in all participating units and at the project sites. There are well planned processes implemented to comply with the Safety Policies and the project's objectives. This is detailed in the Project's Health and Safety Plan – *Reference Document 6*.

5.1.2. Quality

The objective of the Contractor's Quality processes is to ensure a successful, complete and on time delivery of the project. It is part of the Contractor's commitment to deliver the works, including documentation and training, as per the contractual requirement with the highest quality standards and also to deliver the project on schedule. To this purpose, a project specific Quality Plan – *Reference Document 8*, was developed to show the implementation of proven Contractor's standard procedures and processes.

5.1.3. Scheduling

Particular focus will be put on the scheduling of activities in view of the strategic importance of this project for the Company, the remoteness of some of the sites and the potentially severe weather conditions. It can be summarized as follows:

The engineering design development undertaken during the tendering stage is being utilized to optimize the footprint of the 4 Terminal Stations including the civil, electrical and mechanical design for a cost effective and reliable integration of these new Terminal Stations assets into the Newfoundland and Labrador transmission network.

5.1.3.1. Civil Works Scheduling Strategy

Consideration will be given to the Civil Works foundation construction constraints like weather, concrete supply, and other related construction constraints at the early stage in the project:

The historic Newfoundland and Labrador winter weather conditions, including the accumulation of snow, begin in late October and end in late April. The goal is to have the buildings closed in and protected from the elements by early October 2015 due to the high probability of significant harsh winter weather conditions.

The objective is to complete the civil works construction of the buildings prior to the start of the severe winter weather conditions. This will prevent the construction activities from being impeded and facilitate the indoor construction/erection activities to progress efficiently during the 2015/16 winter months. The Engineering Management Plan – *Reference Document 5*, and the Project Procurement Management Plan – *Reference Document 11*, was developed to ensure that all units and team members are aligned in terms of the objectives and approach that will be utilized to conduct the project engineering during the execution phase. From an

operational point of view, this will enable the team to be ready for the start of construction in July 2015 in Muskrat Falls, Soldiers Pond and Churchill Falls.

Operational and weather constraints (closing the buildings before winter, as well as site accessibility, harbor clear of ice, roads reinforcement works completed, etc.) are considered in the overall planning and the Interface Management Plan – *Reference Document 4*.

and GIS

Additionally, pre-fabrication for the control buildings will be the preferred method of construction in order to facilitate and accelerate this site's activities.

~~Control & GIS buildings, if applicable the pre fabrication of buildings will be the preferred method of construction.~~

A design freeze principle (finalizing the design so the next stage of design development can begin) utilizing dedicated reviews validated by the Company, will be implemented to avoid changes that would impact the critical Civil Works milestones such as, Control Building Floor Plans, Layout drawings for the Terminal Stations, DC load calculations for Battery sizing battery room footprint and/or put at risk the delivery plan of equipment at site. As part of the design plan detailed in this document, the project team will implement a proactive management of design activities based on internal co-engineering platform by keeping a strong communication link with the Company for an efficient design progression.

Company and Contractor have agreed to cooperate with design optimizations, specification adjustments, time schedule and financial management in order to realize cost savings on the civil works. Cost savings will be shared between parties. In order to mobilize for civil construction in July 2018 in Soldiers Pond, Muskrat Falls and Churchill Falls procurement of Civil Works activities will be organized into packages to allow Civil Work to proceed (the early tendered packages to include foundations, steel erection and cladding, and mechanical and electrical building outfitting).

Overall Civil Works and Construction Package Plan are shown in Table 1.

Package #	Description	Details to Include	Contract Type/ LIP or Lump Sum	Date
1	Civil Works Contract A- Foundations	Civil Works Contract for Converter Stations and AC Terminal Stations (501 and 502)- Foundations	LS/LIP Material / Quantities	See Project Schedule for details: <ul style="list-style-type: none"> • Engineering Winter/Spring 2014/15 • Procurement Feb2015 RFP sent to potential contractors, Award in June2015 • Contract Award: Spring 2015 • Mobilization to AC Terminal Stations Sites July 2015
2	Civil Works Contract B - Building Civil Works Steel , Enclosing for the Winter (excl. Control building for Ac Substation)	Civil Works Converter Station Building Construction and AC Terminal Stations (501 and 502) (Steel/Siding -outfitting windows, doors)	LS	See Project Schedule for details: <ul style="list-style-type: none"> • Engineering Winter/Spring 2014/15. • Procurement Feb2015 RFP sent to potential contractors, Award in June 2015. • Mobilization to AC Terminal Stations Sites July 2015.
3	Electromechanical Installation (Fitting Out of Buildings) *** <u>(Option to Bid By Location)</u>	Out-fitting the buildings / Electromechanical Installation for both the Converter Stations , AC Terminal Stations (501 and 502)	Lump Sum most probable	<ul style="list-style-type: none"> • Procurement: -Oct/Nov 2015 RFP to be issued to potential bidders -RFi complete • Engineering: -Sept-2015 Contract Award Mobilization to Converter Stations Sites late Spring 2016
4	Earthing, Drainage, Grounding installation	Civil Works Contract for Converter Stations and AC Stations (501 and 502)	Lump Sum most probably	<ul style="list-style-type: none"> • Procurement – Grounding and Drainage – Autumn 2015 • Procurement earthing – next year 2016
5	Final remaining Civil Works	Final CW such as trenches, lightings, fencing, roads,	Lump Sum most probably	<ul style="list-style-type: none"> • Procurement – next summer 2016

Table 1 Civil Works and Construction Package Plan

Close follow-up of the Civil Work Contractors will ensure that:

- 1) The plan to deliver the works on time is clearly defined, communicated and understood by all parties.
- 2) the 'For Construction Drawings and Documentation' must be provided to the Civil Work Sub-contractor(s) in due time taking into account the logistical constraints and preventing any idle time.
- 3) Re-works and changes, which generate potentially major disruption of schedules, are avoided as described in the quality objective.

The Construction Management Plan, *Reference Document 10*, describes the constructions activities developed to

execute an “as planned and on time basis”, taking into account the remoteness of the Muskrat Falls and Churchill Falls sites. Special care is taken at these sites as a lack of or potentially no local suppliers or Subcontractors for back-up solutions are available even for very minor and standard (off the shelf) missing item or tools. The Churchill Falls and Muskrat falls Sites are more remote than Soldiers Pond.

5.1.4. Provincial Benefits

The Company is committed to supporting the accrual of benefits for the people of Newfoundland and Labrador as well as the people of Nova Scotia during the Engineering, Procurement and Construction stages of the Company. This commitment is part of the Contract Agreement CD0502-001, Exhibit 13, *Reference Document 1*. In support of the Company’s commitment, the Contractor shall work to promote opportunities in Newfoundland and Labrador while maintaining the economic viability of the Lower Churchill Project through the application of best value in the acquisition of goods and services.

The Newfoundland and Labrador as well as the Nova Scotia provincial benefits will be communicated with all of Contractor’s potential subcontractors and suppliers. A copy of the Provincial Benefits contractual documentation will be included in all of the Contractor’s RFPs.

These provincial benefits will be realized through the provision of employment and business opportunities to Newfoundlanders, Labradorians, and the people of Nova Scotia through all phases of the project.

The Contractor will ensure that:

- Compliance to the Lower Churchill Construction Project Benefits Strategy as agreed between Company and Province of Newfoundland and Labrador and the MOU between the Government of Newfoundland and Labrador and the Government of Nova Scotia.
- Adherence to applicable obligations contained in the Lower Churchill Innu Impacts and Benefits Agreement (IBA) signed between Company and the Innu Nation.
- Compliance to the Company gender and diversity program.
- That adequate advance notice is given of relevant business opportunities to the qualified local suppliers and service providers.
- Correct reporting of the Provincial benefits is made to Company.

5.1.5. Construction Labor Collective Agreement

Nalcor-LCP has established collective agreements with the RDTC (Resource Development Trades Council of NL), IBEW (International Brotherhood of Electrical Workers) and the Labourers’ International Union of North America and Construction and General Labourers’ Union, Rock and Tunnel Workers Local 1208, for the Lower Churchill Project Phase 1. The Lower Churchill Project Transmission Construction Collective Agreement labor rates were used in the calculation of our skilled workers costs in our offer. The employees of our subcontractors will be members of the local Unions. The skilled workers employed at Muskrat Falls Terminal Station 2 will be members of the Muskrat Falls Union.

The Union Contract that will govern the work the Contractor performs at the sites will fall under The Lower Churchill Project Transmission Construction Collective Agreement between the Lower Churchill Transmission Construction Employers’ Association Inc. and the International Brotherhood of Electrical Workers and IBEW Local Union 1620. This Special Project Collective Agreement (“Agreement”) was established to define the terms

and conditions of employment for workers employed by Contractors for the construction of transmission, related infrastructure that includes the Converters and the Transition Compounds. See *Reference Document 24*, LCP-PT-MD-0000-LR-CT-0004-01, Lower Churchill Project Transmission Construction Collective Agreement. This contract is valid from 01-May- 2014 to 01-May-2017. Nalcor will renegotiate a new contract prior to the termination of the contract now in place. The Contractor shall adhere to this collective agreement for the duration of the contract and comply with the contractual provisions set forth in Article 35 of the Agreement No CD0502-001.

6. Project Schedule Management

The Contractor has defined the planning guidelines to provide a structure to the approach of Time Management and to assist in the consistent time management of the project throughout the Contractor's various business Units, activities and Product Lines.

The Control Schedule Baseline document is the supporting document to the Control Schedule, *Reference Document 15*. This documents how the Contractor developed the Baseline Schedule including the schedule durations, logic etc. The Contractor's Project Team utilizes Primavera, P6, to manage the Project schedule.

The Schedule Development and Control Planning, *Reference Document 16*, provides the outlines for the structure and updating of the Project Schedule. The document also provides a structure for project monitoring and reporting through progress curves and milestones. The project schedules must follow the project's Work Breakdown Structure (WBS) to facilitate the coordination.

6.1. Project Schedule

The Control Schedule shall be developed in accordance with the Contract's Exhibit 3 - §7 (Schedule Management), *Reference Document 1*. The Control Schedule is the Contractor's *Reference Document 14*. The Control Schedule Base Line is the Contractor's *Reference Document 15* and the formal document providing the approach to Schedule Development and Control Planning is the Contractor's *Reference Document 16*.

6.1.1. Control Schedule

Primavera is used to define the overall schedule at the Project level. This program exhibits milestones to be fulfilled by the Contractor and Company and shall be gathered and coordinated by the ACS Planner. The Control Schedule Base Line – *Reference Document 15*, shall incorporate all confirmed scheduled activities from each of the Contractor's Partners.

The Project's Control Schedule shall be updated monthly with inputs from all units. It shall include gate reviews and design reviews, where applicable. All Units shall consider the baseline milestones within this Control Schedule as their target delivery dates. A narrative will be provided with the updated schedule and a validation process of the updated Control Schedule.

A summary schedule of this Project's Control Schedule in the proper format will be produced for submission to

the Company on monthly as part of the Monthly Progress Report. The submission to the Company will be in Acrobat Reader format as well as native format.

The ACS Planner shall update the Control Schedule on a monthly basis with inputs from the ACS Project Managers.

6.1.2. Milestones

The Master Time schedule shall include all contractual milestones to ensure both Contractor and Company are clear about the set target dates and the need to achieve these dates. These milestones shall appear on the first page of the Control Schedule.

The Monthly Progress Report will include the Project Key Milestone Table focusing on critical activities both contractual as well as the Contractor's own key milestone scheduled dates. This dynamically evolving Table will change as the project evolves adding such items as Contract Award, Transformers & GIS Equipment received at site, major construction milestones such as Commencement of Mobilization for the Contractor, building enclosed (by site), and Transformer Foundations Complete, Static Checks Complete (by site). As items are added to the table, other items such as past milestones will be removed from the Table. The commissioning details will be added as the project progresses.

An example of a Project Key Milestone Table can be seen in Table 2.

CD0502-Lower Churchill AC Substation Project - Project Key Milestones						
#	Activity Name	Baseline Date	Forecast Date	Actual Date	Var. Days	Comments
1	Mlstrn 01 - Limited Notice to Proceed (LNTP Start Date)	15-Aug-2014		15-Aug-2014 A	0	
2	Contract Signature			07-Nov-2014 A		
3	SP Site Management - Contractor Mobilization-Start	28-Apr-2015	28-Apr-2015		0	
4	SP Civil Works - Subcontractor Mobilization (breaking ground June 1st)	15-May-2015	15-May-2015		0	
5	SP Pre-engineered Control Building - Shell Installation Start	20-Aug-2015	14-Sep-2015		-16	Impacted by late engineering, recovery programme to be elaborated.
6	SP Building Service Works - Subcontractor Mobilization Start	29-Sep-2015	14-Dec-2015		-52	Impacted by late engineering, recovery programme to be elaborated.
7	SP Erection Works - Subcontractor Mobilization Start	29-Feb-2016	29-Feb-2016*		0	Start on or after 29-Feb-16
8	SP Control Building - Service Commissioning - Partial (Start)	27-Jan-2016	07-Mar-2016		-28	See CD502SPSBCCON-00210
9	Mlstrn 10 - Soldiers Pond Commissioning Static Checks Complete	29-Nov-2016	30-Nov-2016*		-2	
10	Mlstrn 14 - Soldiers Pond Dynamic Commissioning Complete	13-Jan-2017	13-Jan-2017		0	
11	MF Site Management - Contractor Mobilization	24-Apr-2015	24-Apr-2015		0	
12	MF Civil Works - Subcontractor Mobilization (breaking ground June 1st)	08-May-2015	08-May-2015		0	
13	MF Building Service Works - Subcontractor Mobilization	29-Sep-2015	14-Dec-2015		-52	Impacted by late engineering, recovery programme to be elaborated.
14	Mlstrn 08d - Power Transformer Fdns Ready to Accept Del'y by Company (Units #1&2) - Muskrat Falls	30-Sep-2015	30-Sep-2015		0	
15	MF Pre-engineered Control Building - Shell Installation	19-Oct-2015	22-Oct-2015		-3	
16	MF GIS Building - Structural Steel, Roofing & Cladding	17-Nov-2015	20-Nov-2015		-3	
17	MF Control Building - Service Commissioning - Partial	26-Jan-2016	22-Mar-2016		-40	See CD502MFSBCCON-00210
18	MF Erection Works - Subcontractor Mobilization	07-Mar-2016	07-Mar-2016		0	
19	MF GIS - GIS Installation (incl. breakers, CTs, VTs, disconnects, ground switches, bus ducts etc.)	14-Apr-2016	14-Apr-2016		0	
20	Mlstrn 09a - Muskrat Falls Commissioning Static Checks Complete	01-Mar-2017	01-Mar-2017		0	
21	Mlstrn 13a - Muskrat Falls Dynamic Commissioning Complete	01-May-2017	01-May-2017		0	
22	CF Civil Works - Subcontractor Mobilization (breaking ground 01-Jun-15)	08-May-2015	08-May-2015		0	
23	CF Building Service Works - Subcontractor Mobilization	29-Sep-2015	15-Dec-2015		-52	Impacted by late engineering, recovery programme to be elaborated.
24	CF Pre-engineered Control Building - Shell Installation	30-Sep-2015	06-Oct-2015		-4	
25	CF GIS Building - Structural Steel, Roofing & Cladding	30-Sep-2015	09-Oct-2015		-7	Not critical
26	Mlstrn 08a - Power Transformer Fdns Ready to Accept Del'y by Company (Units #1,2,3) - Churchill Falls	30-Sep-2015	30-Sep-2015		0	
27	Mlstrn 08b - Power Transformer Fdns Ready to Accept Del'y by Company (Units #4,5,6) - Churchill Falls	21-Oct-2015	21-Oct-2015		0	
28	Mlstrn 08c - Power Transformer Fdns Ready to Accept Del'y by Company (Unit #7, spare) - Churchill Falls	13-Nov-2015	13-Nov-2015		0	
29	CF GIS Bldg - Service Commissioning - Partial	11-Mar-2016	11-Mar-2016		0	
30	CF Ctrl Bldg - Service Commissioning - Partial	14-Mar-2016	21-Mar-2016		-5	
31	CF Erection Works - Subcontractor Mobilization	28-Mar-2016	28-Mar-2016		0	
32	CF GIS Bldg - GIS Installation (incl. breakers, CTs, VTs, disconnects, ground switches, bus ducts etc.)	12-Apr-2016	04-Aug-2016		-2	Impacted by LCC, not critical
33	CT Pre-engineered IC Building - Shell Installation	24-May-2016	14-Jun-2016		0	
34	CT Ctrl Interface Bldg - Service Commissioning	15-Jul-2016	21-Jul-2016		0	
35	Mlstrn 09b - Churchill Falls Commissioning Static Checks Complete	01-Mar-2017	24-Feb-2017		3	
36	Mlstrn 13b - Churchill Falls Dynamic Commissioning Complete	01-May-2017	28-Apr-2017		1	

Table 2 Example of the Project Key Milestones Table

6.1.3. Critical Path

The formal document providing the Critical Path approach is the Schedule Development and Control Plan, Reference Document 16. The Critical Path description of the Control Schedule is located in the Control Schedule Base Line - Reference Document 15.

A critical path analysis will be conducted monthly or as required at the Project Management level. All tasks with a float lower than 20 days will be considered to be on the Critical Path, including activities that are the

responsibility of the Company.

The presentation of the Critical Path and the analysis for the Critical Path is done using the three distinct sites. The Planning Manager shall establish the list of tasks on the Critical Path to be considered and each relevant Unit or Activity project team will give the associated risks for any potential delays or identify any opportunities to shorten the delivery time. This overall information shall then be distributed to all Project Partners by the Planning Manager for their reference.

An example of a Critical Path for Soldiers Pond can be seen in Table 3

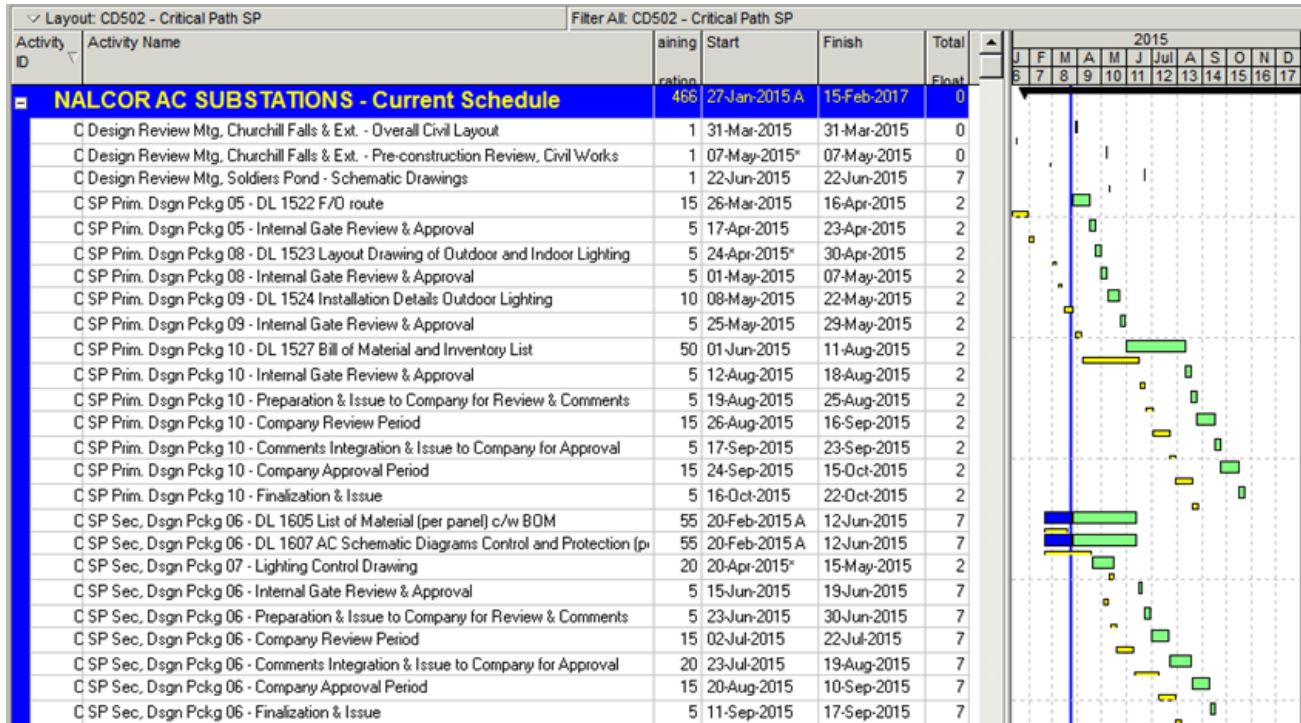


Table 3 Example of Critical Activities specific to Soldiers Pond

6.1.4. Physical Progress

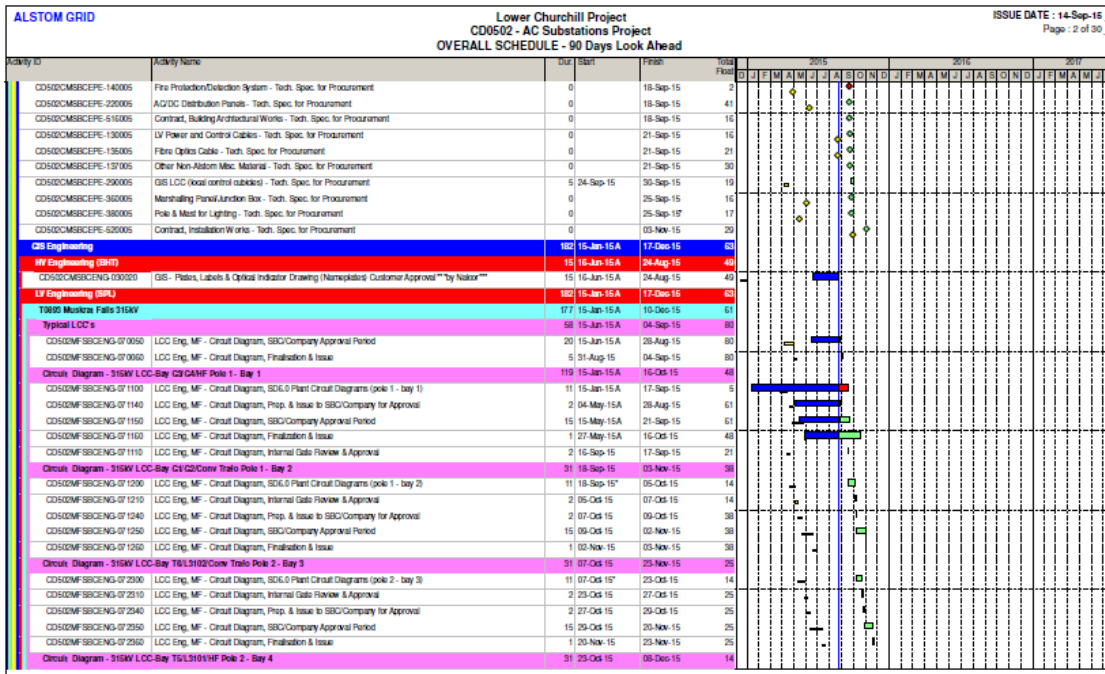
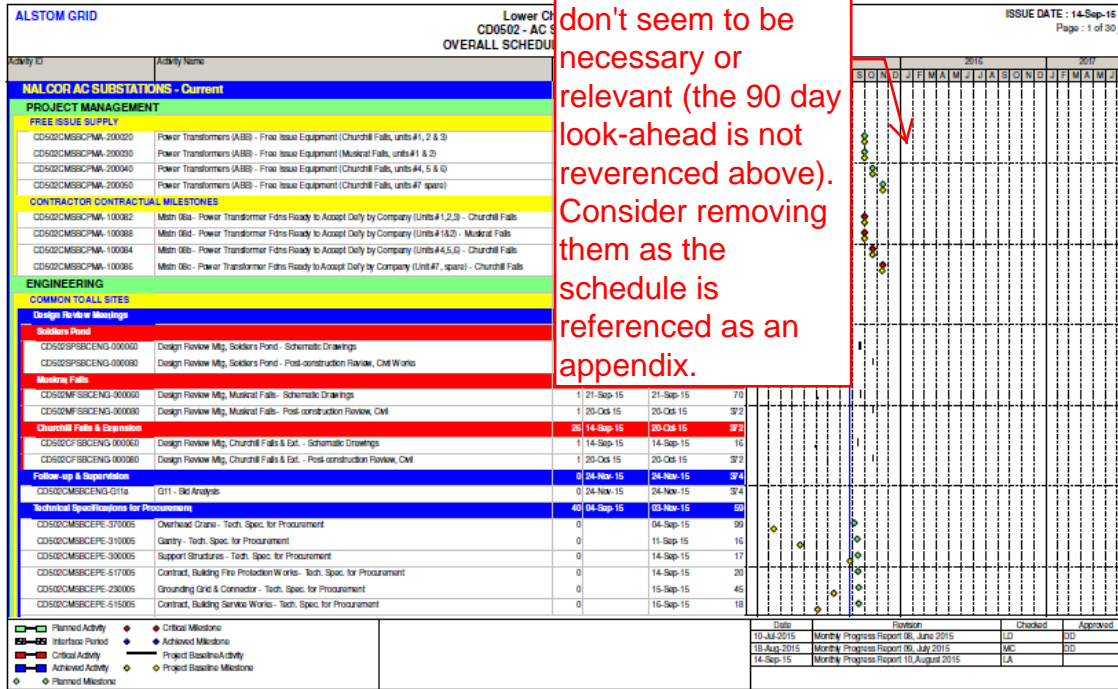
The methodology for the project’s physical progress is contained in the Schedule Development and Control Plan - Reference Document 16.

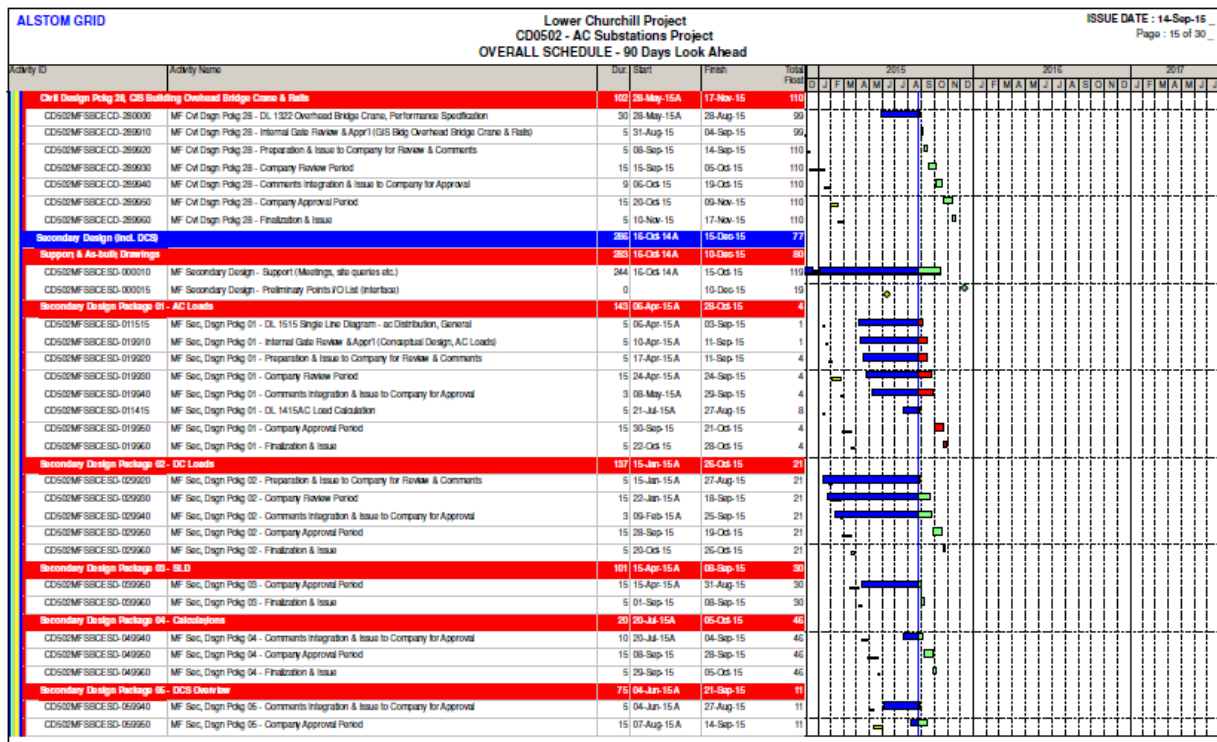
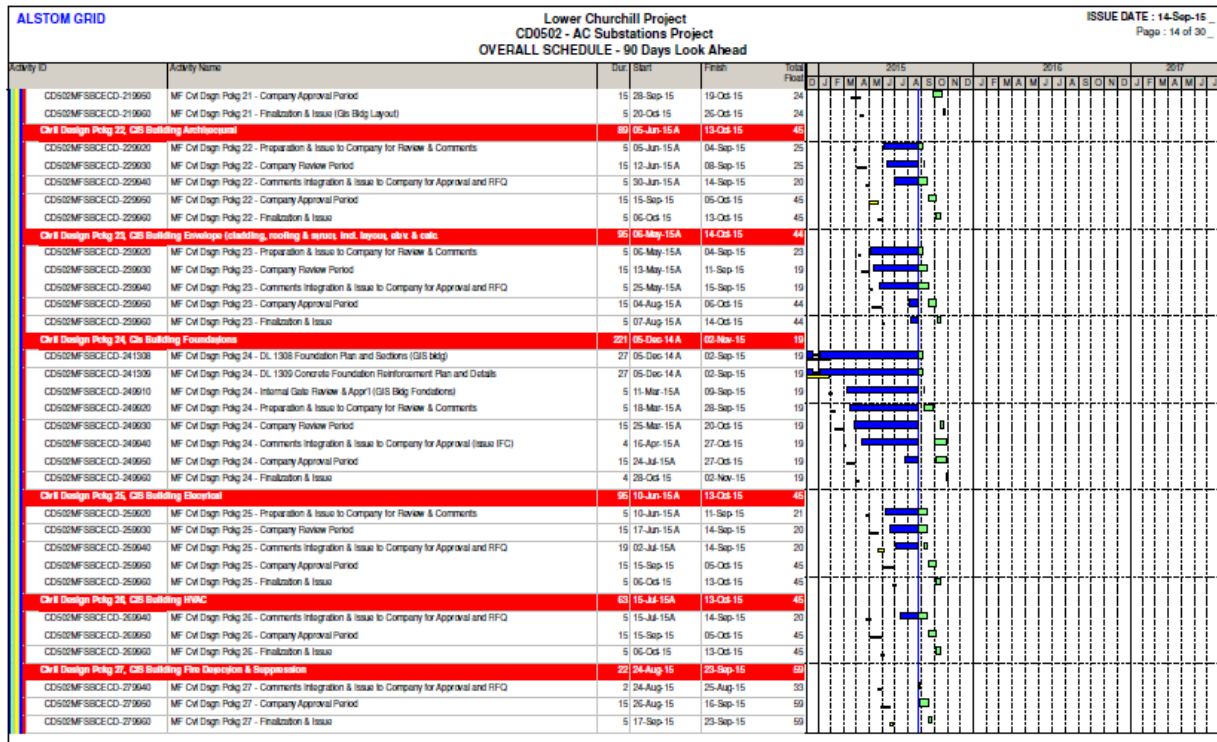
The computation of the physical progress shall be based on the relevant percentage of completion reported by each Unit or Activity in a format that will be provided by the Activity’s Planner. Each Unit shall take provisions to align its progress calculation with this common format. The information from the different Activities shall be collated and processed by the Planning Manager to obtain the overall physical progress and perform relevant analyses on a Monthly and Mid-Monthly basis increasing in frequency to a Weekly basis once Construction has begun (S-curves, plan vs. actual, etc.).

The overall project progress is reported to the Company through the Monthly Progress Reports. The proposed methods of project physical progress shall be supplied by the ACS Planner to the Company.

The ACS Planner shall establish the overall project progress curve and the individual progress curves related to Engineering Design progress, Procurement progress, Civil Works progress and Erection & Commissioning progress.

These screenshots don't seem to be necessary or relevant (the 90 day look-ahead is not revered above). Consider removing them as the schedule is referenced as an appendix.





ALSTOM GRID										Lower Churchill Project CD0502 - AC Substations Project OVERALL SCHEDULE - 90 Days Look Ahead												ISSUE DATE : 14-Sep-15 Page : 29 of 30																							
Activity ID	Activity Name	Unit	Start	Finish	Total Floor	2015												2016												2017															
						D	F	M	A	M	J	J	A	S	O	N	D	D	F	M	A	M	J	J	A	S	O	N	D	D	F	M	A	M	J	J	A	S	O	N	D				
Interfaces						0	01-Oct-15	01-Oct-15	194																																				
CD52MF8BCCCN-000070	MF Interface Methn - Power Transformers (tdn ready for reception & free issue transf. on site)	0	01-Oct-15	01-Oct-15	154																																								
Civil Works						67	18-Aug-15A	27-Nov-15	143																																				
Control & GIS Buildings Fabric (for possible reuse & existing power)						42	11-Sep-15	15-Nov-15	33																																				
CD52MF8BCCCN-011020	MF Concrete Works - GIS Bldg (w/ cable trough branch (acc., formwork, rebar, and/or bolts, concrete & backfill)	35	11-Sep-15	02-Nov-15	20																																								
CD52MF8BCCCN-011020	MF Foundation Works - Control Bldg (acc., formwork, rebar, and/or bolts, concrete & backfill)	27	05-Oct-15	15-Nov-15	32																																								
CD52MF8BCCCN-30022	MF 1.N.18.35 - ALL CONCRETE WORKS FOR GIS BUILDING (INCLUDING FOUNDATIONS AND ELEVATEE	0	02-Nov-15	20																																									
CD52MF8BCCCN-30032	MF 1.C.1.15 - ALL CIVIL WORKS FOR VAVES HALLS & CONTROL BUILDING FOUNDATIONS	0	15-Nov-15	33																																									
Power Transformer (w/ gantries, grounding reactors & isolators)						66	19-Aug-15A	01-Oct-15	0																																				
CD52MF8BCCCN-012020	MF Power Transformer 315/13925KV (acc., formwork, rebar, and/or bolts, concrete & backfill)	67	19-Aug-15A	30-Sep-15	0																																								
CD52MF8BCCCN-012050	MF Yard - Spill Containment Drainage (excavation, piping & manholes installation & backfill)	27	24-Aug-15	01-Oct-15	0																																								
CD52MF8BCCCN-012050	MF Power Transformer 315/13925KV (curing time)	36	26-Aug-15	01-Oct-15	0																																								
CD52MF8BCCCN-012040	MF Oil/Water Separator (OWS) (acc., formwork, rebar, and/or bolts, concrete & backfill)	13	14-Sep-15	30-Sep-15	0																																								
CD52MF8BCCCN-012010	MF Yard - Roadwork Phase 1 (for power transformer duty, incl. excavation)	5	23-Sep-15	30-Sep-15	0																																								
CD52MF8BCCCN-30032	MF 1.S.45.63 - LCP TRANSFORMER AND OIL SPILL CONTAINMENT COMPLETE (INCLUDING WATER SER	0	01-Oct-15	0																																									
CD52MF8BCCCN-30082	MF Power Transformer 315/13925KV READY FOR INSTALLATION	0	01-Oct-15	0																																									
Pre-employment Control, GIS & Interface Buildings - Shell Installation						18	03-Nov-15	27-Nov-15	72																																				
CD52MF8BCCCN-013020	MF GIS Building - Structural Steel	18	03-Nov-15	27-Nov-15	72																																								
315 KV AC Yard						55	18-Aug-15A	27-Nov-15	80																																				
Main AIS Equipment Foundation						55	19-Aug-15A	27-Nov-15	80																																				
CD52MF8BCCCN-014010	MF Surge Arresters (acc., formwork, rebar, and/or bolts, concrete & backfill)	29	19-Aug-15A	13-Oct-15	105																																								
CD52MF8BCCCN-014020	MF Gantries, Dead-end & Tubular Tower (acc., formwork, rebar, and/or bolts, concrete & backfill)	50	11-Sep-15	20-Nov-15	55																																								
CD52MF8BCCCN-014030	MF Monopoles (acc., formwork, rebar, and/or bolts, concrete & backfill)	42	25-Sep-15	27-Nov-15	55																																								
CD52MF8BCCCN-014040	MF Station Service Transformer 25KV/600V/2500KVA (acc., formwork, rebar, and/or bolts, concrete & backfill)	30	19-Oct-15	27-Nov-15	80																																								
CD52MF8BCCCN-30042	MF 1.S.34.42 - ALL CONCRETE WORKS FOR ACAS SWITCHYARD MAIN AIS EQUIPMENT	0	27-Nov-15	80																																									
CHURCHILL FALLS						247	15-May-15A	07-Dec-15	194																																				
Site Management						125	15-May-15A	16-Nov-15	212																																				
Contractor Site Management						25	15-May-15A	24-Aug-15	209																																				
CD52CF8BCCCN-000010	CF Site Management - Contractor Mobilization (Alstom)	10	15-May-15A	24-Aug-15	20																																								
CD52CF8BCCCN-000020	CF Site Management - Temporary Site Facilities Installation	10	15-May-15A	24-Aug-15	209																																								
Civil Works Complex (Powerhouse)						10	06-Jul-15A	24-Aug-15	20																																				
CD52CF8BCCCN-000110	CF Civil Works - Subcontractor Mobilization	10	06-Jul-15A	24-Aug-15	20																																								
Interfaces - 735-315 KV AC New Yard						30	01-Oct-15	16-Nov-15	112																																				
CD52CF8BCCCN-000070	CF Interface Methn - Power Transformers No. 1, 2 & 3 (tdn ready for reception & free issue transf. on site)	0	01-Oct-15	142																																									
CD52CF8BCCCN-000072	CF Interface Methn - Power Transformers No. 4, 5 & 6 (tdn ready for reception & free issue transf. on site)	0	21-Oct-15	128																																									
CD52CF8BCCCN-000074	CF Interface Methn - Power Transformers No. 7 spare (tdn ready for reception & free issue transf. on site)	0	16-Nov-15	112																																									
Civil Works						173	27-Jul-15A	07-Dec-15	195																																				

ALSTOM GRID										Lower Churchill Project CD0502 - AC Substations Project OVERALL SCHEDULE - 90 Days Look Ahead												ISSUE DATE : 14-Sep-15 Page : 30 of 30																							
Activity ID	Activity Name	Unit	Start	Finish	Total Floor	2015												2016												2017															
						D	F	M	A	M	J	J	A	S	O	N	D	D	F	M	A	M	J	J	A	S	O	N	D	D	F	M	A	M	J	J	A	S	O	N	D				
735-315 KV AC Yard (new yard)						173	27-Jul-15A	07-Dec-15	195																																				
Power Transformer (w/ gantries, grounding reactors & isolators)						55	03-Aug-15A	13-Nov-15	112																																				
CD52CF8BCCCN-012040	CF AC Yard - Power Transformer (POLE 1) grounding reactor (acc., formwork, rebar, and/or bolts, concrete &	51	03-Aug-15A	21-Sep-15	2																																								
CD52CF8BCCCN-012020	CF AC Yard - Power Transformer (POLE 2) grounding reactor (acc., formwork, rebar, and/or bolts, concrete &	56	10-Aug-15A	02-Sep-15	0																																								
CD52CF8BCCCN-30070	CF CF 1.N.49.64 - CF NEW POLE 2 ALL CIVIL WORKS FOR LCP TRANSFORMER (INCLUDING FIREWALL	0	02-Sep-15	0																																									
CD52CF8BCCCN-012030	CF AC Yard - Power Transformer (dry 3) (curing time) POLE 2	28	09-Sep-15	30-Sep-15	0																																								
CD52CF8BCCCN-012050	CF AC Yard - Power Transformer (dry 1 spare) (acc., formwork, rebar, and/or bolts, concrete & backfill)	19	21-Sep-15	16-Oct-15	2																																								
CD52CF8BCCCN-30050	CF CF 1.N.49.64 - CF NEW POLE 1 ALL CIVIL WORKS FOR LCP TRANSFORMER (INCLUDING FIREWALL	0	21-Sep-15	2																																									
CD52CF8BCCCN-012050	CF AC Yard - Power Transformer (dry 3) (curing time) POLE 1	28	22-Sep-15	19-Oct-15	2																																								
CD52CF8BCCCN-012010	CF AC Yard - Roadwork Phase 1 (for power transformer duty, incl. excavation)	5	30-Sep-15	07-Oct-15	54																																								
CD52CF8BCCCN-30080	CF AC Yard - Power Transformer POLE 2 READY FOR TRANSFORMER INSTALLATION	0	30-Sep-15	0																																									
CD52CF8BCCCN-012080	CF AC Yard - Oil Spill Containment Drainage (excavation, piping & manholes installation & backfill)	20	07-Oct-15	05-Nov-15	54																																								
CD52CF8BCCCN-30090	CF CF 1.N.49.64 - CF NEW ALL CIVIL WORKS FOR LCP SHRE TRANSFORMER (INCLUDING FIREWALL	0	16-Oct-15	0																																									
CD52CF8BCCCN-012070	CF AC Yard - Power Transformer (dry 1 spare) (curing time)	28	17-Oct-15	15-Nov-15	0																																								
CD52CF8BCCCN-30060	CF AC Yard - Power Transformer POLE 1 READY FOR TRANSFORMER INSTALLATION	0	19-Oct-15	2																																									
CD52CF8BCCCN-30110	CF 1.N.49.70 - LCP TRANSFORMER AND OIL SPILL CONTAINMENT COMPLETE (INCLUDING OIL WATER	0	05-Nov-15	54																																									
CD52CF8BCCCN-30100	CF AC Yard - Power Transformer SHRE READY FOR TRANSFORMER INSTALLATION	0	13-Nov-15	0																																									
Control & GIS Buildings Foundation						50	27-Jul-15A	16-Nov-15	67																																				
CD52CF8BCCCN-011020	CF Concrete Works - GIS Bldg (w/ cable trough branch (acc., formwork, rebar, and/or bolts, concrete & backfill)	58	27-Jul-15A	02-Nov-15	27																																								
CD52CF8BCCCN-011010	CF Concrete Works - Control Bldg (w/ cable trough branch (acc., formwork, rebar, and/or bolts, concrete & back	40	08-Sep-15	16-Nov-15	10																																								
CD52CF8BCCCN-30040	CF 1.N.18.35 - CF NEW - ALL CONCRETE WORKS FOR GIS BUILDING (INCLUDING FOUNDATIONS AND	0	02-Nov-15	27																																									
CD52CF8BCCCN-011030	CF AC Yard - Station Service Transformer 25KV/600V/2500KVA (acc., formwork, rebar, and/or bolts, concrete &	3	06-Nov-15	10-Nov-15	71																																								
CD52CF8BCCCN-30020	CF 1.N.1.17 - CF NEW - ALL CIVIL WORKS FOR CONTROL BUILDING (FOUNDATIONS ONLY)	0	16-Nov-15	10																																									
Control & GIS Buildings Shell Installation						24	03-Nov-15	07-Dec-15	90																																				
CD52CF8BCCCN-013020	CF GIS Building - Structural Steel	24	03-Nov-15	07-Dec-15	90																																								
Main AIS Equipment Foundation						38	18-Aug-15A	25-Nov-15	139																																				
CD52CF8BCCCN-014030	CF AC Yard - Gantry 735KV (acc., formwork, rebar, and/or bolts, concrete & backfill)	30	18-Aug-15A	25-Nov-15	67																																								
CD52CF8BCCCN-014060	CF AC Yard - Disconnect Switch (acc., formwork, rebar, and/or bolts, concrete & backfill)	27	10-Aug-15A	25-Nov-15	42																																								
CD52CF8BCCCN-014010	CF AC Yard - Surge Arrester (acc., formwork, rebar, and/or bolts, concrete & backfill)	47	18-Sep-15	24-Nov-15	61																																								
CD52CF8BCCCN-014040	CF AC Yard - Capacitive Voltage Transformer (acc., formwork, rebar, and/or bolts, concrete & backfill)	46	18-Sep-15	24-Nov-15	41																																								
CD52CF8BCCCN-014020	CF AC Yard - Circuit Breaker Live Tank (acc., formwork, rebar, and/or bolts, concrete & backfill)	46	18-Sep-15	24-Nov-15	141																																								
CD52CF8BCCCN-014050	CF AC Yard - Current Transformer (acc., formwork, rebar, and/or bolts, concrete & backfill)	46	18-Sep-15	24-Nov-15	41																																								
CD52CF8BCCCN-014070	CF AC Yard - Post Insulator (acc., formwork, rebar, and/or bolts, concrete & backfill)	35	07-Oct-15	25-Nov-15	57																																								
CD52CF8BCCCN-30130	CF AC Yard - Gantry 735KV (acc., formwork, rebar, and/or bolts, concrete & backfill)	0	25-Nov-15	64																																									
CD52CF8BCCCN-30120	CF 1.N.71.81 - CF NEW - ALL OTHER MISCELLANEOUS CIVIL WORKS COMPLETE AT ACS SWITCHYARD	0	25-Nov-15	54																																									

7. Risk and Contract Management

The Contractor's Risk Management and Contract Management are led by the Contractor's LCP Contract and Risk Manager.

7.1. Risk Management

The Risk Management Plan was developed in accordance with the Contract Agreement CD0502-001, Exhibit 3, Coordination Procedure §9 (Risk Management) and the Project's Risk Management Plan, *Reference Document 9*.

Risk review sessions shall be organized by the Contractor's Risk Manager with the Company's Risk Manager on a regular basis with the minimum being quarterly. Each session shall be chaired by the ACS Project Manager, Contract Manager, Risk Manager, ACS Planner and attended by participants from the applicable Units and activity management (additional attendees will be determined on a case by case basis).

Risks and Opportunities shall be monitored via standard tool (Risks & Opportunity Register) and updated on a monthly basis. Escalation of urgent risks generated by the register shall be escalated to the ACS Project Manager immediately.

Specific risks will be identified including common concerns shared by the Company and the Contractor. These could include concerns like interfacing points, access, permits etc. (Shared Risks). A Shared Risks list shall be reviewed on a monthly basis during the monthly Project Progress Meetings including the Interface Management Plan- *Reference Document 4*.

Any risk related to the construction or site shall comply with the process within the Contractor's Health and Safety Plan, and Contract Specific Environment Protection Plan, *Reference Documents 6 and 7*.

7.2. Contract Management

The goal of the Contract management process is to ensure that the Contract Requirements are satisfied and that the responsibilities of all parties are properly implemented. It ensures that the equipment and services are delivered in a timely manner, and that the financial interests of the Contractor are protected.

Accordingly, the Contractor's management process is designed to minimize or eliminates problems, potential claims, disputes, and to manage all Contractual issues: variations, Contract documentation and the Company's requirements.

Overall Contract Management process is shown on *Figure 3*.

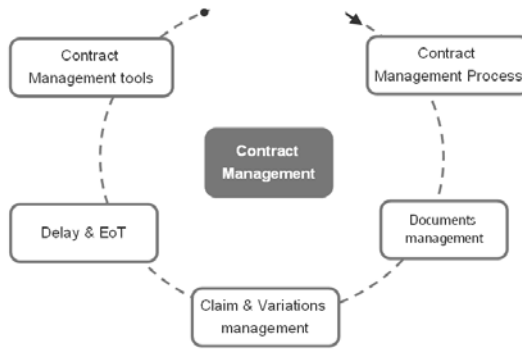


Figure 3 Contract Management Process

In view of the Company’s overall Project scope (Lower Churchill Project Phase One), a common Contract Management process is applied across the scope of the work including the contractual management process with the Contractor’s Subcontractors.

7.3. Change Management

Change Management must comply with all requirements given in the Contract, *Reference Document 1*. The Contractor will adhere to Company’s process in terms of changes set forth in the Contract Agreement CD0502-001. Figure 4 is a simplified flow chart of the Change Management Process initiated by the Contractor. Figure 5 is a simplified flow chart of the Change Management Process initiated by the Company.

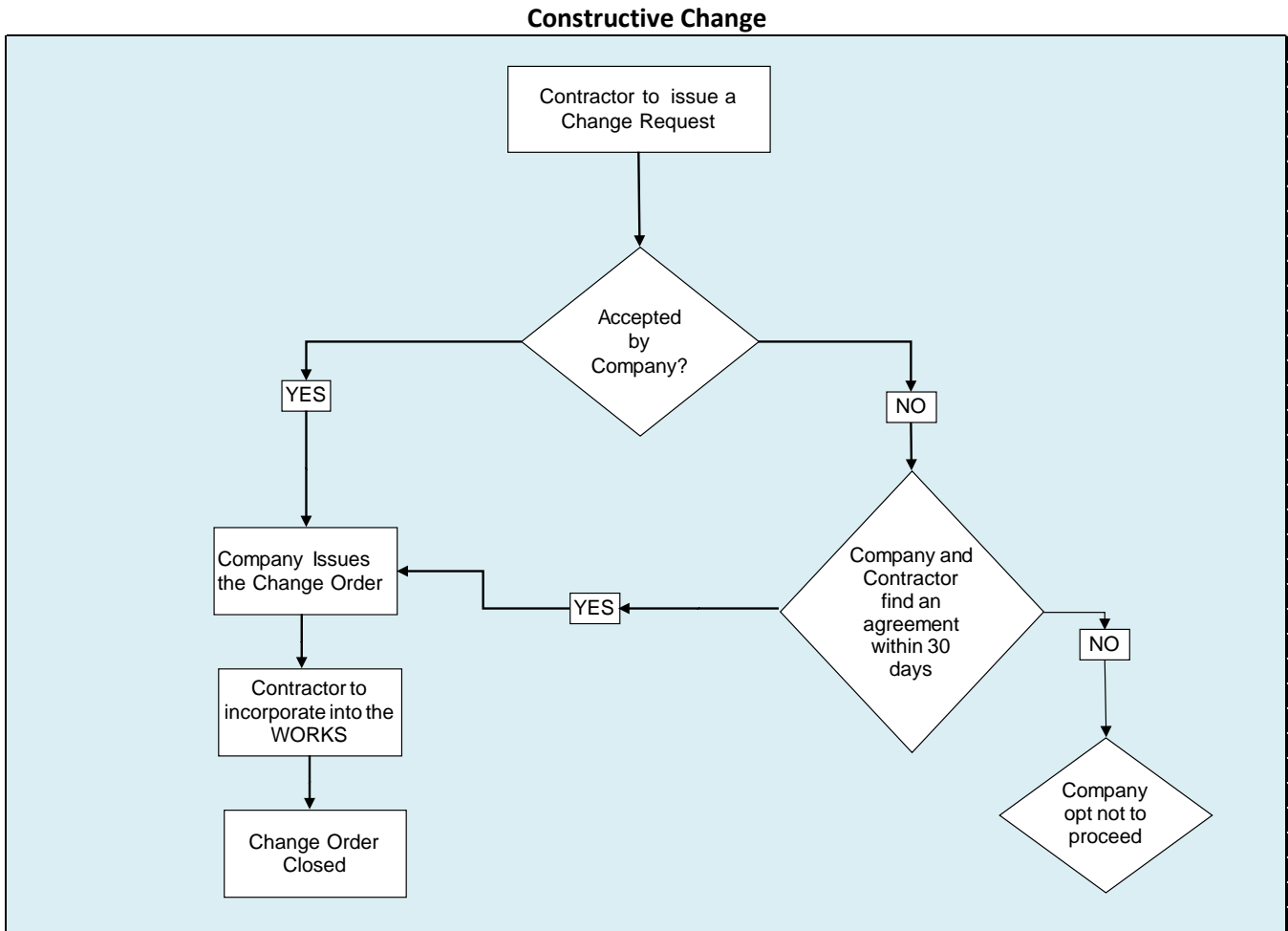


Figure 4 - Change Management Process Initiated by the Contractor

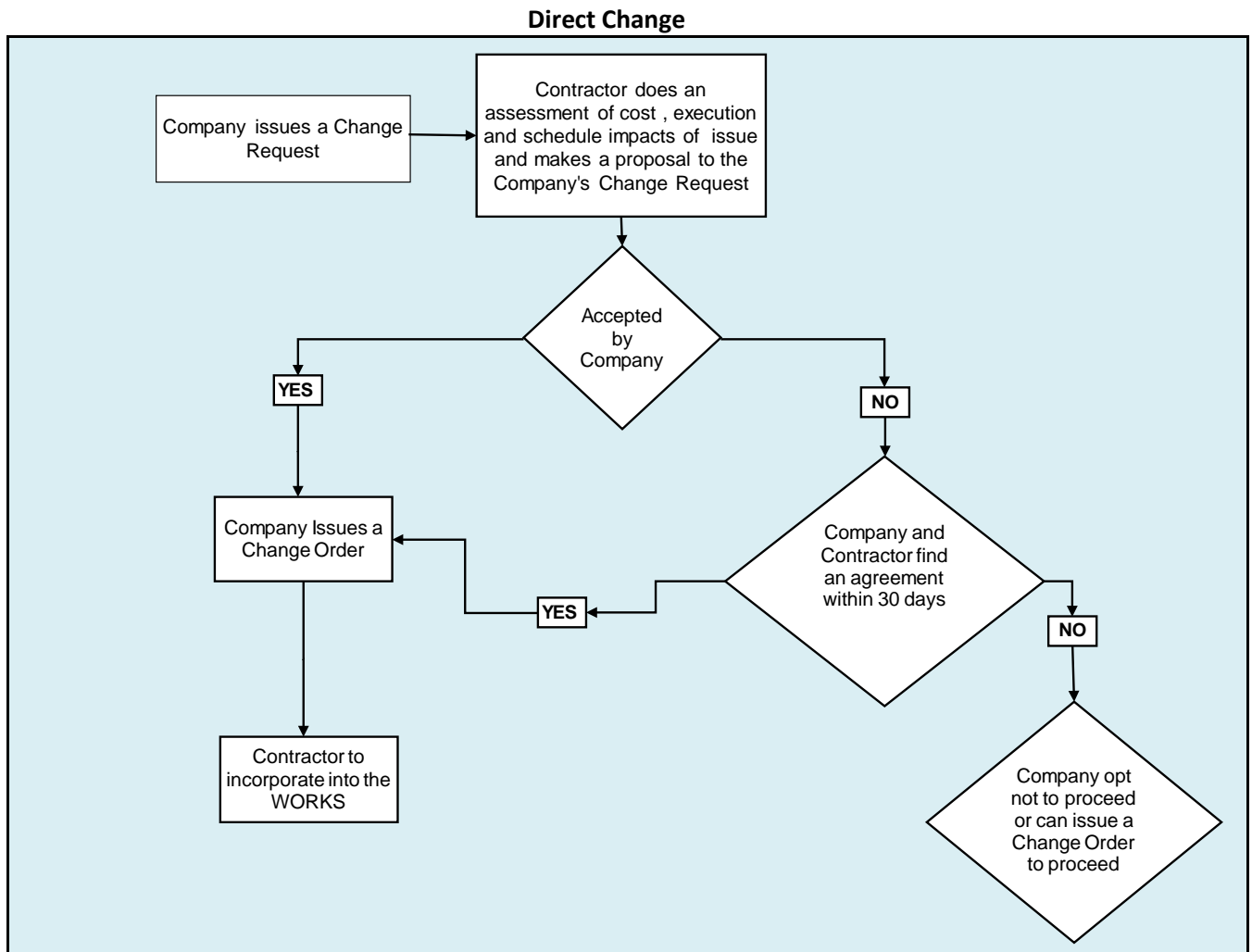


Figure 5 - Change Management Process Initiated by the Company.

7.3.1. Change Request Initiation

Changes can be initiated in one of two ways:

- I. By completing a Change Request, in the form as attached to the Contract Exhibit 3, Appendix A – Change Request; or
- II. By the issuance of a Change Order (which includes a Field Work Order).

Change Orders will be in one of the forms set out in the Contracts CD0502-001, Exhibit 3 - an interim document and a final document. The “Field Work Order” means an interim document used for Company directed Changes issued at the Site in the form as attached in Contract CD0502-001, Exhibit 3, Appendix F – Field Work Order. The maximum value of a Field Work Order shall be limited to \$25,000.00. Company shall issue the final Change Order form for each Field Work Order or for a group of Field Work Orders. The final Change Order form shall also be used for Changes initiated by Change Requests and for any Change not subject of a Field Work Order.

Contractor shall specify its assessment of cost and schedule impacts in each Change Request or proposal presented in accordance with the Contact CD0502-001 *reference Document 1*, Exhibit 3. It is the Company's preference that all Change Request proposals are presented as a lump sum.

If Company issues a Change Order (including a Field Work Order) to proceed with a Change on a reimbursable basis, Contractor shall prepare daily time sheets for Company's signature covering such Change and submit them to the Company within twenty four (24) hours where the Change is performed on Site, or within one (1) week where the Change was performed elsewhere, after such Change has been performed. Company's signature of Contractor presented time sheets shall not commit Company to any particular payment in respect of the Change, but shall serve as a record of events in the eventual resolution of any difference of opinion between Company and Contractor regarding the cost or schedule impacts of the Change. Contractor shall also present details of its assessment of any effect of the Change on the Control Schedule.

Company will be entitled to an equitable reduction in the Contract Price and/or an equitable adjustment of the Control Schedule in respect of any reduction in the Work pursuant to a Change Order and in accordance with the provisions of Article 26 of the Contract.

Contractor is not entitled to recover any costs related to preparation and administration of Change Orders, responses to Change Requests or preparation of Change Requests.

Each Change Order shall be deemed to take full account of the cumulative effects on the Contract Price and of all prior Change Orders.

A. Company Requested Changes

Company may issue a Change Order (including a Field Work Order) directly to Contractor or may request a proposal from Contractor for a contemplated Change by issuance of a Change Request.

Upon receipt of a Change Request from Company, Contractor shall prepare a proposal for the Change Request and submit it within five (5) Business Days to Company for further processing. Contractor's proposal shall include:

- a. A detailed execution methodology for the proposed Change.
- b. A detailed schedule for the execution of the Change and the impact on the Control Schedule.
- c. An estimated price for the Change using the items in the applicable Schedule(s) of Exhibit 2 - Compensation or if such Schedule(s) is not applicable, a lump sum price for the Change (if Contractor proposes any other method of compensation it shall provide its rationale for that method); and
- d. Details of the impact on the Project Execution Plan, the Quality Plan – *Reference Document 8*, the Health and Safety Plan – *Reference Document 6*, the Contract Specific Environmental Protection Plan *Reference Document 7*.

If Contractor cannot present the proposal for the Change Request to Company within five (5) Business Days of the receipt of the relevant Change Request from Company, Contractor shall promptly notify Company and provide reasons for the delay and the date the proposal will be ready. Contractor shall not unduly delay submission of the proposal to Company. Company, at its sole discretion, can reject any proposal not submitted in accordance with the requirements outlined herein.

Company will review Contractor's proposal within ten (10) Business Days and either Approve and return a Change Order (in the form as attached to the Contracts Exhibit 3, Appendix B - Change Order) for Contractor execution or reject the proposal for resubmission or cancellation.

B. Contractor Identified Changes

Contractor may request a Change by submitting a Change Request to Company. The Change Request will include:

- A detailed explanation of why Contractor considers that a Change is required along with detailed support to enable Company to easily evaluate and assess the merits of the Change Request. Contractor shall specify the relevant provision(s) of the Agreement which it interprets as the basis for the Change Request;
- A detailed schedule for the execution of the Change and the impact on the Control Schedule;
- An estimated price for the Change using the items in the applicable Contract Schedule(s) in Exhibit 2 Compensation or if such Schedule(s) is not applicable, a lump sum price for the Change (if Contractor proposes any other method of compensation it shall provide its rationale for that method); and
- Details of the impact on the Execution Plan, the Quality Plan – *Reference Document 8*, the Health and Safety Plan – *Reference Document 6* and the *Contract Specific Environmental Protection Plan – Reference Document 7*.

Contractor has the responsibility to identify, by the issuance of a Change Request, any change to the Work that it believes to be necessary for environmental integrity, or that will benefit Company in terms of capital or operating cost, or improved performance flexibility, safety or operation of the Work.

Company will review Contractor's Change Request within thirty (30) Business Days and either Approve and return a Change Order (in the form as attached to the Contract Exhibit 3, Appendix B - Change Order) for Contractor execution or reject the Change Request for resubmission or cancellation. Such Change Request will deem to be rejected by Company if Company fails to respond within such thirty (30) Business Day period.

7.3.2. **Change Request Proposal**

Contractor's proposed price for any change will generally be stated as an estimate based on the rates in the applicable Schedule(s) in the Contract's Exhibit 2 - Compensation or if such Schedule(s) is not applicable, then a lump sum price shall be proposed. If Contractor proposes any other method of compensation, it shall provide its rationale for such method. Contractor shall provide such substantiation as Company may reasonably request regarding such proposed price.

For any change proposed to be compensated on a reimbursable basis, Contractor shall include an estimated total price for the change in the Change Request or in its proposal in response to a Change Request. Changes performed on a reimbursable basis will be priced in accordance with the Contract's Exhibit 2 – Compensation.

Each Change Order shall fully define the terms of payment and invoicing provisions. Contractor shall not be entitled to additional compensation in respect of:

- a. Personnel already assigned full time to the Work, except when such Personnel are paid overtime, shift premiums or their assignment to the Work is extended, specifically in relation to the Change; and
- b. Contractor's Items already assigned full time to the Work, except when the hire period of rented items is extended specifically in relation to the Change.

7.3.3. Change Impact on Control Schedule

Contractor will submit to Company, all necessary information to support any proposed impact of a Change on the Control Schedule, in both hard copy and electronic format. The information shall include detailed critical path analysis, identification and full accounting for the use of float and the current Control Schedule.

Each Change Order shall be deemed to take full account of the cumulative effects on the Control Schedule and all prior Change Orders. Due consideration will be given to cumulative effects that may not have been presented in previous Change Orders, such as a Change that is accommodated by reducing available float. Any cumulative schedule effects assessed by Contractor shall be supported by detailed analysis to account for the use of float. This analysis shall include an electronic version of the current Control Schedule that clearly highlights the schedule effects to enable Company to verify Contractor's analysis prior to the issuance of the relevant Change Order.

Contractor shall update the Control Schedule for Company's Approval within five (5) Business Days after Company's issuance of any Change Order affecting the Control Schedule.

7.3.4. Change Register

Contractor shall maintain, fully updated at all times, a register of all Change Requests and Change Orders (with Field Work Orders identified separately). The register will include:

- Change Request - number and date;
- Change Order - number and date and reference to a Change Request;
- Brief description of the Change;
- Status of Change Request and Change Order;
- Value;
- Effects on Control Schedule; and
- Brief description of the basis for the Change Request.

Each Change Request will be identified by means of a unique sequential reference number beginning with 0001 for any Change Request issued by Company, and 2001 for any Change Request issued by Contractor. Each Change Order will be identified by means of a unique reference number, which will be assigned by Company.

All Change Orders that affect the Control Schedule shall be individually detailed, by reference number and summary description, in the successive Control Schedule updates issued by Contractor for Company's Approval.

Contractor shall submit the Change register in the Monthly Progress Report or more frequently as required by Company.

8. Financial Control

8.1. Financial Control

Invoicing and payment shall be organized as per the Contracts Exhibit 3 - §12 (Invoicing and Payment).

The model of Invoices has been developed with the Company. Each invoice will have a common reference.

There will be three steps on the invoicing process:

- 1) Contractor prepares a draft of unsigned payment certificate and send for review to the Company contract administrator or Company contract engineer through Aconex.
- 2) Once agreement of the values is reached by both parties, Contractor will send the signed payment certificate through Aconex for Company Representative's approval.
- 3) Once the Contractor has received a copy of the Payment certificate signed by the Company Representative, the official invoice will be attached to the payment certificate and sent to Company's accounting department (hard copy).

All invoices related to monthly progress payment must be dated with the month ending day to be considered by the Company.

8.1.1. Company Cost Management

All payments to the Contractor will be logged in a register managed by the Finance Project Controller under the guidance of the Project Manager. The Company's expected cash out will be organized as per Contract CD0502-001 Exhibit 3 -§6.2 (Cost Reports).

Cost report will be updated and provided to Company each month by the Project Manager, according to payments received, change in invoicing Milestones agreed with Company or agreed variation Order.

Cost report includes three separate reports:

- 1) Incurred cost report: to be provided on the 19th day of each and every calendar month
- 2) Cash forecast report: to be provided on the 25th day of each and every month and specifying cash requirements for the following three months, by currency
- 3) Monthly cost report: to be included as a section of the monthly progress report described in Contract CD0502-001 Exhibit 3 -§3.2.3

8.1.2. Performance Security

Letter of Credit

Contractor shall deliver within fifteen (15) Business Days of the Execution Date a letter of credit issued by a Bank listed in Schedule 1 to the Bank Act, S.C. 1991, c46, as security for the proper performance of Contractor's obligations under this Agreement, in the form and with the content specified in Exhibit 14-Performance Security, the value and duration of which shall be:

- a) Equal to fifteen percent (15%) of the Contract Price until Commissioning Static Checks is complete at all Sites; and thereafter
- b) Equal to five (5%) of the Contract Price from completion of the Commissioning Static Checks at all Sites to the end of the General Warranty Period.

8.1.3. Tax Management

The project will follow the recommendations provided in the tax guidance during tender preparation. The Finance Project Controller will liaise with the Contractor's Taxation Department in order to resolve any tax related questions linked to the project.

Contractor's Tax Department defined "tax guidance" is an internal document that summarizes the tax identified exposures facing the Contractor during project execution. These include such items as:

- Taxes on off-shore supplies
 - Custom duties
 - Import GST
 - Provincial tax
- Taxes on on-shore supplies
 - Corporate Income Tax (CIT)
 - GST /HST
 - Provincial sales tax
 - Withholding taxes
 - Secondment agreement
 - Personal Income Tax (PIT)
 - Payroll tax, social taxes, expat wages, employment insurance, etc...

The Finance Project Controller will liaise with the Contractor's Taxation Department in order to resolve any tax related questions linked to the project.

8.1.4. The Secondment Agreement

With regards to labor regulations in Canada, supervision employees from foreign Contractor's/ Subcontractors shall be seconded to the host entity and their salary is paid directly by Contractor in Canada (SBC).

This Agreement shall govern the provision of resources by the home entity to the host entity (SBC), by way of secondment.

9. Project Document Control

The Contractor's numbering procedure, title block presentation and submission process for the entire project documents are presented in the Project Document Numbering Procedure, *Reference Document 17*.

Each Project Document or Drawing will have the Company's Document/Drawing Number as well as the Contractor's Document/Drawing Number and will be transmitted to the Company using the Aconex system.

9.1. Information Sharing & Documenting Results

The Company's Aconex Document Control system has multiple filing categories including Construction Management, Interface Management, Rev Control and a Permit Management System. These categories shall be used for all Contractor and Company communication. Aconex can be used for Internal Communication both for the Company and Contractor for project document management including the process of commenting and reviewing technical documentation, drawings, and reporting.

The Contractor's internal emails to other Contractor Team members are not accessible to the Company through the Aconex Construction Management.

SharePoint is the Contractor's internal communication System. It is a web-platform to store the Contractors main reporting/correspondence information of the project. SharePoint is available to all Contractor Team members no matter where in the world they are located.

PDM is the Contractors Project Document Management system used internally to manage all technical information (doc(s), dwg(s)) during project execution.

Project email address – [Internal and External communication, {PA036-LCPACS@alstom.com}](#) to be included with all project emails sent by team members enabling the consolidation of all project emails to be recorded into a specific database.

9.2. Management of Confidential Information

All information deemed to remain confidential shall be listed in a Confidential Information Management, *Reference Document 19*, if required.

9.3. Document Numbering System

The Contractors Project Document Numbering Procedure, *Reference Document 17*, was established in accordance to the Company's instructions as set forth in the Contract CD0502-001, Exhibit 4 and Coding Standard. This procedure ensures an agreed and coherent presentation of transmitted documentation by all parties.

9.3.1. Distribution Principles

Each document transmitted to the Company will be transmitted with a Document Transmittal Form (DTF) or the required Drawing Title Block.

The documents will be electronically recorded in the Contractor's Document Management System, PDM and uploaded in the Company's Aconex system. All documents and drawings must be transmitted to the Company Document Control via Aconex. All Company document numbers need to be pre-registered prior to being submitted via Aconex.

Documents to be provided in paper format shall be agreed upon with the Company in the SDR.

9.3.2. Company Review Rules

The Company has 15 business days from the date of issue to review documentation, including drawings (original or revisions) according to the Contract CD0502-001, Article 4.9.

Submission of the drawings and documents to the Company will be done once they are approved within the Contractor's Project Document Management system (PDM). The documents and drawings will be sent by 2:00 PM (Newfoundland Time Zone, 12:30 PM Eastern Time Zone) in order to be credited for being submitted on that day. Wherever possible the submittal of documents should be planned as per the SDR to ensure adequate resources are assigned to review and comment as necessary.

9.3.3. Supplier Documents Management

The Contractor shall ensure that best practice is adhered to in the supply chain for this project. This includes the management of documentation received from Suppliers. Quality Procedures defined in the Project Quality Plan, *Reference Document 8*, shall be followed to ensure Supplier's Documentation(s) are managed correctly.

Supplier documents are received by the mean of SharePoint. They are transferred to PDM to be revised/ approved by the responsible of the proper discipline (Engineering, Quality)

The overall management of supplier documentation shall be the responsibility of the Project's Engineering Manager.

10. Health and Safety Management

The Contractor values Health and Safety as a top priority and applies the Contractor's Quality, Environment, Health and Safety Policy (see Figure 6) and local laws where Projects are being executed.

The Contractor is committed to protecting the Environment and ensuring the Health, Safety and the Welfare of all Workers including; Contractor Employees, Subcontractor workers, Company Employees and Visitors coming to the Project sites.

Our EHS objectives are to: achieve Zero accidents, eradicate work-related ill health, reduce our Environmental impact, and ensure the design of Safe and Environmentally responsible products.

Quality, Environment, Health and Security Policy

At ALSTOM Grid Canada Inc., we are committed to:

- ✓ Providing all our customers with first class service which is reflected in the excellence of our products, our operations and our services, with a concern for environmental protection, and to provide our employees with a safe and healthy workplace.
- ✓ Optimal use of our resources to continuously improve our internal and external customers' satisfaction by:

Quality

- Meeting our commitments.
- Continuously improving and controlling our processes and efficiency.

Environment, Health and Security

- The establishment of programs used to manage natural resources, such as the **reduction**, the **reuse**, the **recycling**, the **recovery** and the **prevention of pollution**.
- The implementation of programs to prevent accidents and professional diseases, protecting each person that works in our facilities and in the field, performing our projects.
- A corporate culture that promotes training, involvement and recognition of our employees.
- Compliance with applicable laws and regulations, of the highest standards, of the corporate requirements and of other requirements to which the corporation subscribes.



Yves Sonzogni
President
ALSTOM Grid Canada Inc.



Pierre Feraud
General Director
ALSTOM Grid Canada Inc.
SERVICE



Olivier Ruiz
General Director
ALSTOM Grid Canada Inc.
SOLUTIONS



Robert Gingras
General Director
ALSTOM Grid Canada Inc.
HIGH-VOLTAGE PRODUCTS

September 30th, 2013

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Figure 6 CONTRACTOR's Quality, Environment, Health and Safety Policy

To implement this Policy, Contractor as a commitment to:

- Comply with Contractor's EHS requirements and local regulations.
- STOP any activities that deviate from Basic Safety Rules
- Present an EHS tip at the beginning of any business meeting
- Interact with employees through systematic EHS visits
- Lead the identification, elimination or control of all EHS risks
- Train Contractor's Staff to apply EHS standards and instructions at work and adopt Healthy, Safe and Environmentally conscious behaviors
- Encourage each Employee to participate and commit to EHS & Sustainable Development Improvement Programs
- Ensure that agency workers and Subcontractors working for Contractor adhere to Contractor's EHS requirements.
- Continuously improve the way we work every single day!
- *See detailed Health and Safety Plan, Reference Document 6.*

11. Environmental Protection Management

The Contractor sees Environmental Protection as a top priority and applies Contractor's Environmental policies and local laws where projects are executed.

See detailed Contract Specific Environment Protection Plan, *Reference Document 7*.

12. Project Quality

The Project Quality Plan, *Reference Document 8*, is the principal project Quality Management document. The Project Quality Plan sets the project quality objectives, references the main project processes and governing procedures, defines the resources and their responsibilities for quality planning and control.

The Project Quality Plan will be supported by Project Inspection and Test Program, *Reference Document 20*, Supplier's and contractor's ITPs and Site Quality Plan.

12.1. Project Inspection and Test Program

PITP- Project Inspection and Test Program, *Reference Document 20*, lists the equipment, suppliers, relevant ITPs, QPs, FATs & SATs reference documents and records as well as the required level of quality surveillance.

Equipment & Service supplier's ITPs - will detail the tests and acceptance criteria for specific equipment taking into account the Company requirements. ITPs will contain test procedure or will refer to them.

12.2. Site Quality Plan

SQP - Site Quality Plan will detail the specific processes, procedures, inspections and tests applicable to execute the work on site. In addition, Subcontractors Quality Plan and ITP will be required, as detailed within PITP.

13. Project Organization and Administration

The Contractor's AC Substation Project Team is defined in the detailed Organizational Charts, *Reference Document 3*. This reference document also includes the roles and responsibilities and work location(s) of the Contractor's team members.

13.1. Contractor's Organization

The Company's Lower Churchill AC Substations Project will benefit from the Contractor's professionals, the vast experience as a result of a number of recent AC Terminal Station projects worldwide, and the mobilization of Contractor's key resources in the Lead Team to La Prairie and in the GIS (BHT) Centre of Excellence in France.

For the success of the project, a continuous and transparent communication is promoted at all levels of the organization within the Contractor Organization and Team.

A LCP Project Manager is appointed by the Contractor to ensure the Company has a unique interface. The Project has appointed an ACS Project Manager and Engineering Project Manager who are also appointed by the Contractor to ensure that the Company’s project team has single points of contact for Project Management as well as issues regarding technical matters. It is agreed with the Company that any specific technical matter can be directly discussed between the Company’s Technical Team and Contractor’s technical specialists provided that the Engineering Project Manager is in copy of all correspondence through Aconex. The Company and Contractor’s list of point of contacts can be found in the List of Contacts, *Reference Document 22*.

The Company and Contractor’s Steering Committees has been created so the Senior Management’s level of both companies can meet on regular basis and communicate on significant project activity items and supporting the project management teams of both the Company and Contractor’s organizations.

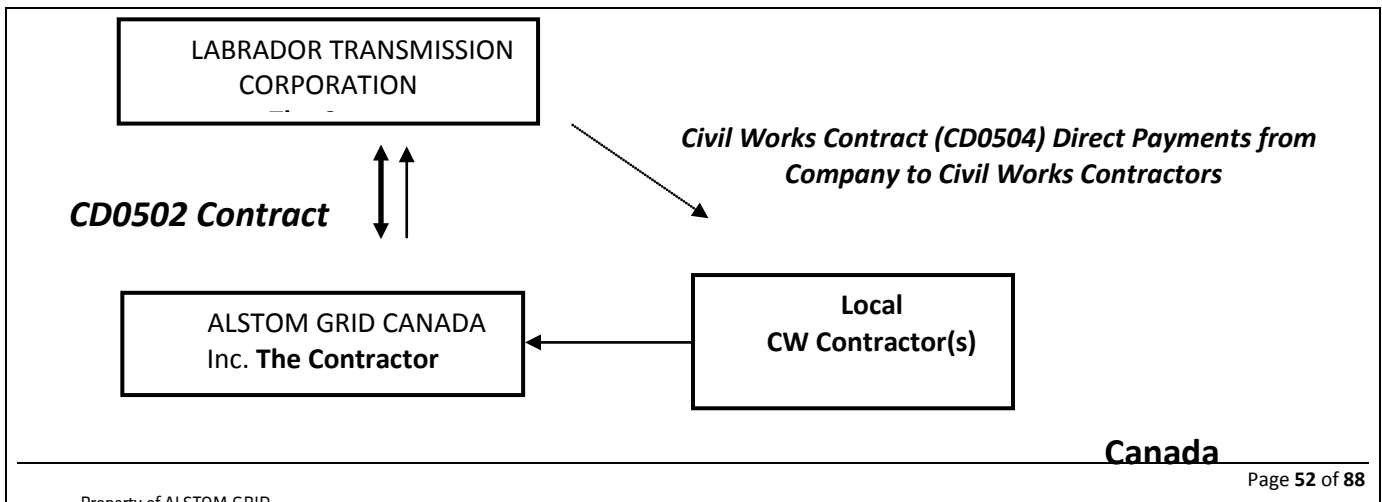
The Company and Contractor will meet on regular basis through Monthly Progress Meetings, shared risk/opportunities sessions, interface meetings and design meetings. See details in Section 18.1.

The Contractor has opened an office St. John’s, NL. The Contractor has mobilized the office Document Controller, CW Construction Manager and continues to mobilize team members as their responsibilities are transferred to NL. The St. John’s address and contact numbers are Unit W105, 120 Torbay Road, St John's, NL, A1A 2G8 (Prince Charles Building), and landline number (709)-579-6379, Fax (709)-579-0274.

13.2. Contractual / Legal Structure Will need to be updated to include the new legal entity.

Division of Responsibilities, *Reference Document 2*, between Contractor and the GIS Product Line (BHT) (and their different sub-activities) have been agreed in order to define the rules which govern their relationship during the execution of the Project. All Contractor’s Partners work jointly on the project execution under the Contractor’s overall coordination and Project Execution Plan. The Contractor will be the sole point of contact of the Company during the project for all matters.

A special coordination procedure involving both the Contractor and company was developed to coordinate the Civil Work portion of the project, (Contract CD0502-001, Exhibit 17). The Company will sign the Sub-contractors contract and pay the invoices directly to the Civil Work Sub-contractors selected for the construction of the AC Substations Contractor. The Contractor retains the responsibility of managing the Sub-contractors, as shown in Figure 7:



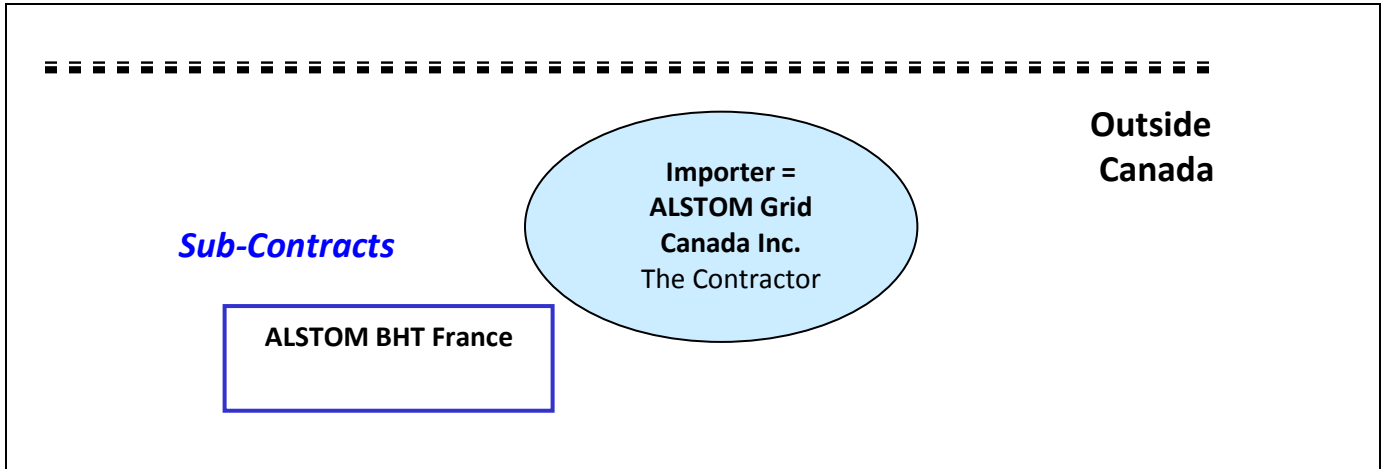


Figure 7 - Contractual Structure and Legal Entities

13.3. Human Resource Plan

The Contractor has mobilized from the Large Project Organization, LPO, many of the top specialists for the Contractor’s Project Team and has recruited from across Canada many positions to ensure the Project’s success. The management of the Human Resources will be done in collaboration with the Company. The Contractor will follow the process as defined in the Contractor’s Exhibit 2 if a change is required.

13.3.1. Staffing Plan

With the support of Contractor’s LPO, and the La Prairie SBC HR Department, the Project staffing requirements are monitored and qualified resources are recruited. Contractor’s LPO is able to provide worldwide staffing support when required.

There are weekly HR Coordination Meetings with the involvement of the ACS Project Manager, LPO HR supporting staff and the Contractor’s Canadian HR Staff who continually recruit qualified staff when required. The staffing is done by:

- Validation process ensuring that new positions are in place. These new positions are posted on Company’s web site.
- Searches for qualified applicants with social media like LinkedIn by Recruiters
- Support of a Recruiting Company for key positions

13.3.2. Staffing Development and Objectives

The Contractor is committed to recruit, and hire the most appropriate people and to adequately train the workforce to execute the Project successfully. Beyond hiring, effective staffing involves assessing work environment needs, scheduling, training and developing the staff to be able to execute their roles and responsibilities effectively and efficiently.

The objective of staffing for the Project is to effectively determine the specific manpower needs of the project. This may vary according to the season and is likely to ebb and flow based on the construction activities during the Project as the project flows from Civil Works, into Erection, then Static Commissioning and finally Dynamic Commissioning. The ACS Project Manager and the supporting Project Managers are responsible for continually assessing the employment needs of the Project as it progresses.

An efficient workforce development involves assessing individual skills, talents and experience levels. During the construction phase of the Project, the Contractor will assure all shifts are appropriately staffed and that employees have a full understanding of their job duties and responsibilities. Ongoing training is a necessary staffing objective required for ongoing employee development, efficient workplace productivity, and ultimately the Projects success.

The Contractor's staffing development goals include:

- Development of clear Job descriptions
- Objective setting as per the job descriptions
- Training of the tools required for the job (Document control procedures, CHO/CHR, ECN and any other field change processes) and particular tasks involved for the employees to be successful so the staff can perform adequately.
- Performance evaluation plans providing the employee with appropriate feedback fostering employee development through the PEDP program. (Personal Employee Development Program)

The Contractor's staffing plan takes into consideration the Contract Provincial Benefit program. The Contractor will hire locally when the opportunity is available (NL and NS).

13.5 Functional and Team Organization

The Contractor's AC Substation Project Team is defined in the detailed Organizational Charts, *Reference Document 3*. The Company's members on the Steering Committee can also be found in *Reference Document 3*.

The organization is built on the principles of:

- a. The Lead Team (Contractor Organizational Charts, *Reference Document 3*). The role of the Lead Team is to lead and coordinate the activities of the members of the Project in order to maximize the Company and Contractor satisfaction in the execution of the Project.
- b. There are three key areas of activity. Each activity has a Project Manager responsible and fully accountable for the Quality, Cost, and Delivery of their portion of the scope of work as defined in the Division of Responsibility, *Reference Document 2*. The activities include:
 1. Solutions Group (SBC responsible for the overall Projects engineering in collaboration with ERT (responsible for the GIS engineering)) working together to deliver the overall AC Substation Project.
 2. GIS (BHT) is responsible for the design and manufacturing of the GIS equipment.

3. Civil Works Team is responsible for the Civil Work engineering, the MEP (mechanical requirement for the buildings including LV power and lighting, HVAC systems, fire protection etc.) engineering, procurement, and the construction activities.

The AC Substation Project Team is also supported by an Overall Project Organization led by the LCP Project Manager. The LCP Team provides support and guidance to both of the Contractor's LCP Projects (CD0501 and CD0502). The team is composed of Project Managers, EHS, Planning, Quality, Sourcing, Construction, Completion, Interface, Controls and Contract specialists. The LCP Project Team is defined in the detailed Organizational Charts, *Reference Document 3*.

13.6 Project Organizational Chart

The AC Substations Project Lead Team in La Prairie includes the ACS Project Manager, ACS Deputy Project Manager, ACS Project Engineering Manager, along with the following ACS positions- EHS Manager, Finance Controller, Documents Manager, Quality Manager, Planner, Contracts and Risk Manager, Sourcing, Procurement, Logistics and Project Assistant.

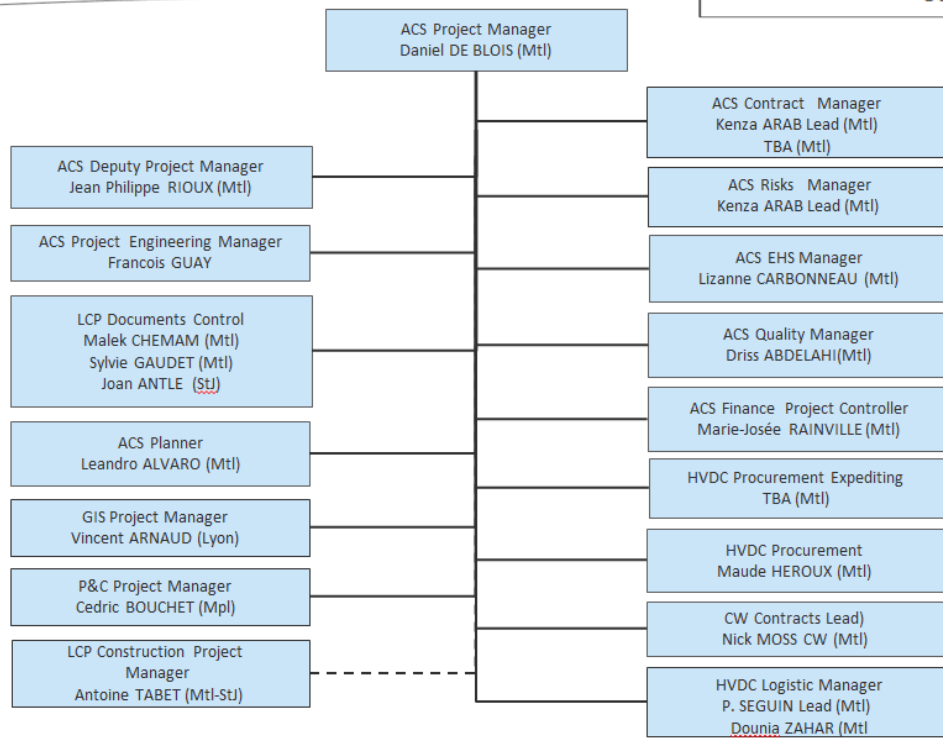
The CD0502 AC Substation Project Organization shows the assigned location of the Project Team, in sequence if several locations are considered. There is Montreal (La Prairie, Montreal - Canada), where the Project Management and the overall coordination of the Engineering is based. The ERT and BHT activities are based in France.

The Engineering Management Plan, *Reference Document 5*, provides the organizational chart details for the respective Engineering activities. Civil and Electromechanical Engineering organizational details are included in the Organizational Charts, *Reference Document 3*.

For an overall appreciation of the complete project organization, please refer to organizational charts, *Reference Document 3*.

CD0502 AC Substations Project Organization

—— Direct Report
 - - - - - Coordination



CD0502 Engineering Coordination

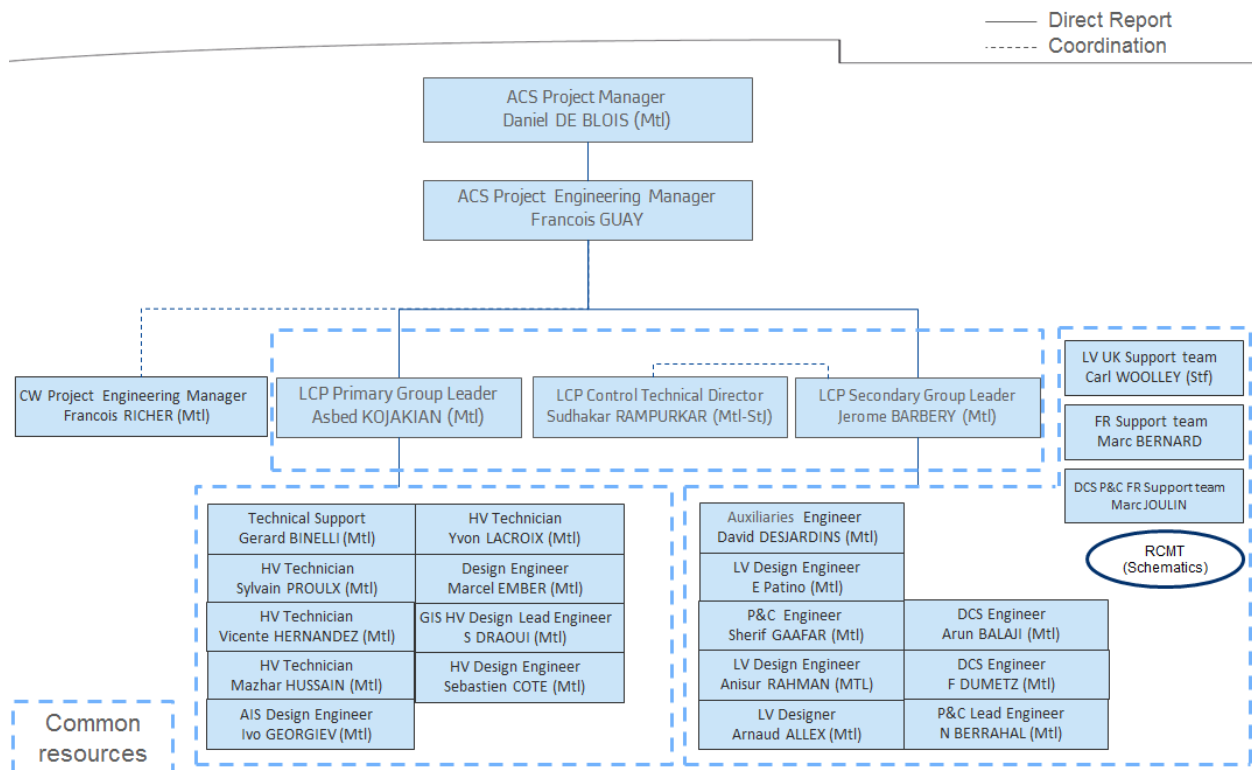


Figure 8 - Project Organizational Chart

The following are the roles and responsibilities of the AC Substation Project Teams’ main positions:

Project Senior Coordinator:

The project Senior Coordinator is a high level executive within Alstom organisation. His seniority and broad experience will ensure:

- Regular contacts, at Company executive level , to monitor the project progress and discuss on-going issues
- Regular reporting, within ALSTOM organisation, to make sure that all levels are informed. He will help remove roadblocks if any
- Regular contact with the various businesses management in ALSTOM Power and ALSTOM Grid to ensure a coordinated and optimized approach
- The Project Sponsor gives advice to the project directors of the different contracts as to which direction the project should take to maximize ALSTOM and Company benefit
- Support interfaces management and optimizations between projects, CW RFP strategy and implementation and liaison with Company.
- The Project Sponsor participates to the Steering Committee, coordination meetings and Alstom Internal Project reviews

The Project Senior Coordinator reports to the Region Vice-President

LCP Project Director:

The LCP Project Director is responsible for the co-ordination of the global project ACS + HVDC including:

- Set with the teams the Projects strategies (engineering, civil works, sourcing,...) and priorities, ensure proper and timely implementations.
- Proactively challenge the overall performances of the projects for quality, costs and delivery and anticipate deliverables & milestones
- Reports the projects situation and progress to Company and Contractor Steering Committee.
- Consults and obtains the Company/Contractor Steering Committee validation or arbitration on matters of importance relating to the Contract.
- In case of urgency, is empowered to take conservatory decisions for the benefit of the projects and instruct the team members accordingly.
- Drive the global Risks & Opportunities assessment, proposes and monitor the implementation of the action plans.
- Define with the Company the civil works strategy and sub-contract content and ensure strict implementation by the ACS and HVDC Project Directors and teams with optimized costs and savings.
- Support the LCP Project Interface management with regular reviews with Contractors and Company.
- Ensure that the Change management are completed on time with proper communication with the Company
- Monitor the implementation, execution and optimization of the Projects Control System, project completion.

The LCP Project Director reports to the Steering Committee.

HVDC Project Director and ACS Project Manager:

The Project Director/Project Manager is responsible for the co-ordination of the project (Inclusive of all units concerned) including:

- Primary interface for the Project to the Company, as per organization chart.
- Overall responsibility to deliver the project according to contractual conditions and as per Quality, Costs and Delivery.
- Owns the project governance and strategy agreed with the LCP Project Director and to be implemented by the project team.
- Leads the overall Project Team and ensure the project coordination and communications between departments (electrical & CW engineering, sourcing, planning, finance, etc....)
- In case of urgency, is empowered to take conservatory decisions for the benefit of the project and instruct the team members accordingly.
- Implements the Risks & Opportunities assessment, proposes and monitor the action plans and mitigations.
- Monitor, challenge and provides recommendations for the Project Master Time Schedule.
- Implements and follows transverse actions for the benefit of the Project.

The Project Director / Project Manager reports to the LCP Project Director.

LCP Contracts Representative / Contractor's Representative based in St John's:

The LCP Contracts Representative is responsible for:

- Acting as a day-to-day point of contact for the Company in St. John's for commercial and technical topics.
- Ensuring a smooth coordination of the Company's and the Contractor's activities on the project.
- Coordinating the timely delivery of all information required by the Company to run the operation.
- Organize technical discussions, reviews between Company and Contractor, support technical clarifications and queries and concessions resolutions.

- Identifying any gap in the communication and coordination process between the Company and the Contractor and proposes corrective actions to the Project Director.
- Ensuring the adequacy of the Contractor's execution strategy, especially with regards to the evolution of the situation in Newfoundland and Labrador (labour market, subcontracting environment,), identifies the gaps and proposes corrective actions to Project Director.
- Consolidating the documentation submitted to the Company (weekly and monthly reports) ensuring quality and in a timely manner.
- Monitor with the Document Control the documents issuance and comments and support clarifications process and documents approvals.
- Support coordination meetings for changes, schedule updates, invoicing, etc....
- Proposing the implementation of transverse actions as listed in the Project Strategy and defines the KPIs to identify the achievements.

The LCP Contract Representative reports to the LCP Project Director.

LCP Change Manager:

The LCP Change Manager is responsible for:

- Identifying with the contract management team and the project teams any technical or contractual change from Company, Civil works contractors (CWC) or/and suppliers.
- Drive the change process and prepare internal & external presentation and associated documentation (basis of the change, impacts, BOQ & breakdowns, costing).
- Participating with the project team of the elaboration and optimization of the solution and evaluating any impact in terms of quality, costs and delivery.
- Drive the associated risk session.
- Consolidate all impacts (time and costs) from the project team (engineering, sourcing, logistic, construction, etc..) and from suppliers to prepare the costs sheets and schedule impacts.
- Interact with the finance group and planners to finalize related documentation.
- Present the complete file to the Contract Management team, LCP Project Director, HVDC Project Director, ACS Project manager, finance team for validation.
- Support the final validation of the change as per Contractor DOA.
- Support the presentation of the change(s) to Company and ensure associated documentation is complete.

The LCP Change Manager reports to the LCP Project Director.

LCP Completion Manager:

The Completion Manager responsibility is:

- To define with each Alstom package the completion strategy, taking into account Company Global project completion strategy.
- To coordinate, with the Planning Manager, the packages' schedules in order to achieve this project completion strategy.
- To validate the three Alstom packages' sub-systems, systems inspections and test documentation.
- To ensure with the Project Technical Director and Project Engineering Managers that all relevant documentation and information is available at the time of Erection, Testing and Commissioning of the Sub-Systems or System for all Alstom Packages
- To ensure that as-built inputs (Red Marked) to engineering are transmitted on time.
- To ensure that production of Completion Documentation will be in line with project milestones
- To monitor the execution of Type tests, Factory Acceptance Tests, erection completion and Site Acceptance Test (for all Alstom Packages) and inform the Project Director in case of deviation

- To follow-up detailed Pre-commissioning, Commissioning and Start-up requirements for all Alstom packages including Vendor(s) assistance if any
 - To follow-up punch lists for all Alstom packages up to clearance and acceptance by Customer/Customer Representative and ensure the priorities are dealt with.
 - To ensure requirements for equipment preservation are followed throughout the project duration.
 - To hand-over to Customer the completion documentation.
 - To follow up for all Alstom packages all pending items records from all disciplines (such as NCR's) and ensure they are closed before completion of concerned Alstom package
- The Completion Manager reports to the LCP Project Director.

LCP Project Technical Director:

The Project Technical Director covers the CD0501 and CD0502 design activities (electrical and civil) and is responsible for:

- Accountable for the overall performance of design in terms of Quality Costs and Delivery.
- He is coordinating and managing the global time schedule of engineering activities, monitor and challenge the PED and PEM for the engineering budgets by checking the activities done and to be done, define the project design quality plan, ensure implementation of Engineering Management Handbook guide lines, perform overall technical coordination between different work packages.
- Guarantee of the global optimization and implementation when selecting technical solutions (cost effective solution, safe, constructability / ease of installation and maintenance/operation of the systems) in line with Customer expectation.
- Ensure harmonization of the specifications and bills of materials for CD0501 and CD0502.
- Manage the constructability sessions, freeze designs internal, with customer, with subcontractors.
- Participate to the design reviews (internal, with subcontractors and with client).
- Monitor and challenge the engineering progress (electrical and civil).
- Define, ensure and monitor implementation of the engineering recovery plans when needed.
- Animate visual management session / eObeya.
- Participate to the elaboration of the project strategy defined by LCP Project Director and ensure implementation for the design activities (electrical and civil).
- Define and validate and ensure implementation of the design quality plan (electrical and civil).
- Participate in the resolution of safety issues and ensure/initiate actions to improve HSE when needed.
- Ensure with the PEM's the compliance to customer requirements.
- Attend customer technical meeting when needed.
- Coordinate tracking of customer comments and answers, for documents and drawings, technical queries and concessions requests, ensure complete answers covering all aspects and support resolution in the most effective way.
- Monitor technical interfaces with the interface manager. Support resolution.
- Monitor and support LCP control technical director activities and coordination for the different packages.
- Coordinate and support the sites activities for all related engineering concerns.
- The LCP Project Technical Director reports to the LCP Project Director.

(HVDC or ACS or CW) Project Engineering Director / Manager:

The Project Engineering Director / Manager is responsible for:

- Accountable for the performance of the specialty design (HVDC or ACS or CW) in terms of Quality Costs and Delivery.

- To plan overall design, manage Project design budget, define the design quality plan, implement design change process, supervise and coordinate all engineering tasks required to execute the project, design done in house or by suppliers/subcontractors and ensure technical coordination of the project. Manage the design change register and ensure change process is applied.
- Manage the overall drawings lists and design schedule and activities, anticipate and mitigate delivery issues.
- To guarantee that optimized technical solutions (cost effective solution, safe, constructability / ease of installation and maintenance / operation of the systems) in line with Customer expectation are implemented by project engineering team and Partners and documentation delivered as per project general time schedule.
- Prepare and manage design reviews, gate reviews, the constructability sessions, freeze designs internal, with customer, with subcontractors. Organize the design reviews (internal, with subcontractors and with client).
- Ensure and manage coordination between design teams (electrical and CW).
- Analyse the client technical requirements and ensure compliance. Initiate technical queries, concession requests and support presentation to Company. Manage and track evolution of input data. Track client comments, potential deviations.
- Monitor on weekly basis the engineering progress through design activities and PDM records analysis.
- Interact with the documents controllers to ensure that deliverables are properly validated through PDM and sent to customers. Same process with comments and letters received from the customer.
- Implements and monitor the engineering recovery plans when needed.
- Animate visual management session / eObeya.
- Implements the design quality plan.
- Participate in the resolution of safety issues and ensure/initiate actions to improve HSE when needed.
- Ensure the compliance to customer requirements.
- Drive and lead customer technical meeting.
- Define answers to customer questions and comments, for documents and drawings, technical queries and concessions requests, ensure complete answers covering all aspects and ensure resolution in the most effective way.
- Manage technical interfaces with the interface manager. Prepare input data, and check consistency. Set technical coordination meetings.
- Manage control system and interface with LCP control technical director activities and coordination with the different packages.
- Manage and support design activities related to the sites activities. Organize input data for O&M and As Built.
- Apply the design strategy validated by the LCP Project Technical Director.

The Project Engineering Manager / Project Engineering Director reports to the Project Manager (s)/ Project Director.

Primary or Secondary LCP Group Leader:

- The Group leader is responsible for:
- Accountable for the performance with the relevant Engineering activity (Primary or Secondary) in terms of Quality, Costs and Delivery.
- Support and apply the design strategy validated by the PED/PEM, support RFQ analysis, manufacturing strategy, engineering subcontracting strategy.
- Define, with the PED/PEM or PD/PM the evaluation of the design time and deliverable issuance dates of the concerned package.

- Monitor progress and ensure on time delivery of the deliverables with suitable quality including partners and suppliers documents.
- Anticipate and/or mitigate delivery issue and share with PED/PEM or PD/PM.
- Lead relevant design team, define priorities and objectives and ensure that engineering process and tools applicable for the project are properly used. Check the adequacy of skills and competence with the objectives entrusted to the team.
- Measure design progress and manage time spent on relevant activities by team and subcontractors.
- To guarantee that optimized technical solutions (cost effective solution, safe, constructability / ease of installation and maintenance / operation of the systems) in line with Customer expectation are implemented by relevant engineering team and Partners and documentation delivered as per project general time schedule.
- Request to PED/PEM or PD/PM and participate to design reviews, gate reviews, the constructability sessions, freeze designs internal, with customer, with subcontractors. Organize the design reviews (internal, with subcontractors and with client).
- Participate to coordination between design teams (electrical and CW).
- Provide inputs to support PED/PEM to monitor, on weekly basis, the engineering progress through design activities and PDM records analysis.
- Ensure that the Engineering team apply the PDM validation processes in a timely manner. Ensure that check list is properly completed.
- Support PEM or PM in implementation and monitoring of the engineering recovery plans when needed.
- Participate to visual management session / eObeya.
- Ensure design quality plan application within the team.
- Participate in the resolution of safety issues and ensure/initiate actions to improve HSE when needed.
- Ensure the compliance to customer requirements.
- Participate to customer technical meeting with PEM and PM.
- Prepare or check answers to customer questions and comments, for documents and drawings, technical queries and concessions requests, ensure complete answers covering all aspects and ensure resolution in the most effective way. Inform PEM or PM on potential deviations.
- Provide inputs to manage technical interfaces with the interface manager and PEM.
- Support PEM or PM to Manage and support design activities related to the sites activities. Check input data for O&M and As Built.

The Group Leader reports to the PED/PEM.

LCP Control Technical Director:

The LCP Control Technical Director is responsible for:

- Develops and implements the control principles in Contractor's scope of supply for the three Contracts (CD0501, CD0502, and CD0534).
- Coordinates the overall technical aspects of the different control systems.
- Interfaces with Company Control Experts on all control related matters.
- Researches and implements the best control options with project members.
- Optimizes the Control details for the overall project from the gathering all required inputs through to commissioning.
- Supports the co-engineering platforms involving the Lead Team members on Control matters.
- Supports the Risk Manager in the management of Control risks.
- Supports the Quality Manager for the Quality Management of the Control(s) systems.

The LCP Control Technical Director reports to the LCP Project Technical Director.

LCP Interfaces Project Manager:

The Interface Manager is responsible for:

- Coordinating all Interface Management matters with the Company.
 - Implements, reviews and updates the Interface Management Plan
 - Manages the interfaces between suppliers (internal and external) within the Contracts (CD0501, CD0502 or CD0534)
 - Act as a point of contact for the Contractor for all the other Company Contractors having an interface with contracts (CD0501, CD0502 or CD0534)
 - Coordinates the Interface Meetings with other contractors on the Project (AC stations, DC cable, Synchronous condenser, Power Plant) and the Company
 - Supports the Risk Manager in the management of the Technical and Operational Interfaces risks
 - Supports the Quality Manager for the Quality Management of Technical and Operational Interfaces
- The Interface Manager reports to the LCP Project Technical Director.

LCP Contract & Risks Manager

Contract Management:

- Assume responsibility for all contractual activities in relation to Main Contract from signature until all relevant contractual obligations are completed and all relevant contractual issues are resolved / settled.
- Identify customer and Alstom obligations and scope and increase awareness within the project team.
- Manage project risk and opportunity identification and analysis with defined action plan and responsible person
- Support the project execution start-up including Contract analysis and preparation of Project Contract Management Plan
- Establish and implement project specific commercial procedures particularly regarding to change management, insurance, correspondences and notifications
- Ensure proper notices are given in line with contract requirements
- Ensure commercial correspondence is dealt with in a timely manner
- Record & report all actual and potential Changes to the Main Contract
- Follow-up customer Change Requests/Orders and build-up Change Orders with the support of Project Planning Manager and Project Controller
- Project insurances set up, submission, monitoring and settlement of related claims in accordance with policies

Risks Management:

- Defines the risk management methods and the severity classes and thresholds for risks in the project,
- Introduces the project organization to the processes of risk management,
- Evaluates the individual risk reports of risk owners (AG, subcontractors) and creating the monthly risk report for LIL,
- Undertakes any other contractual/commercial tasks as instructed/requested by Project Director and/or Management

The LCP Contract & Risk Manager reports operationally to the LCP Project Director and directly to the Head of Grid Contract Management.

Contract and Risks Manager:

- Assume responsibility for all contractual activities in relation to main Supplier POs and Sub-Contracts until all relevant contractual obligations are completed and all relevant contractual issues are resolved / settled

- Identify all parties' obligations and scope and increase awareness within the project team.
- Manage project sourcing and site risk and opportunity identification and analysis with defined action plan and responsible person
- Support the preparation of commercial documents and participate during final negotiation of Main Supplier POs and Sub-Contracts including Civil and E&M erection contracts
- Ensure that T&Cs of Suppliers & Subcontractors are contractually compliant with Main Contract conditions to ensure supplier/subcontractor performance under adequate back-to-back conditions
- Ensure performance of suppliers and subcontractors is in line with their contractual obligations, in close coordination with Project Sourcing for suppliers and Site Contract Manager for site sub-contractors
- Liaise with Project Planning Manager to ensure Supplier and Sub-Contractor Programmes are produced, updated and maintained in line with Main Contract Programme
- Ensure that delay events and non-budgeted costs relating to sourcing and site activities are managed and notified to the responsible party, in full coordination with Lead Contract Manager and Site Contract Manager

Risks Management:

- Ensure application of the risk management methodology within the projects,
- Monitor risks management tasks and supports the risk owners in their tasks,
- Organizes and Coordinates the Risk & Opportunities Reviews (internal and external with subcontractors),
- Coordinates the risk management tasks.

The Contract & Risk Manager reports to the LCP Contracts & Risks Manager.

Finance Project Controller:

The Finance Project Controller is responsible for:

- Ensuring the Project economic and financial management following Alstom procedures and ensure risks and opportunities are managed to optimize the Project financial targets.
- Supporting the Project Director in the controlling/financial management of the Project, including revenue recognition, invoicing, cash collection, tax, currency hedging, bonds and warranty management.
- Ensuring accuracy of actuals and Cost to complete data.
- Ensuring that Project team members follows Alstom Grid financial procedures and processes
- Identifies and reports any variations to Project Director and AG Region/PL Finance Management
- Prepares all financial reports required upon guidance and mutual challenge to/from the Project Director
- Organizes the project review meeting with the support of the Project Director to review and challenge the participating units regarding their scope financial performance
- Coordinates the sales recognition with participating units
- Contributes to claim preparation, risk & opportunity review, variation order preparation
- Prepares and issue to LABRADOR ISLAND LINK the invoices received from the consortium members and monitor the payments in regards of the due dates.
- Ensures coordination with treasury to issue and manage associated bonds & letters of credit.
- Issues on time the contractual costs reports required by the Company

The Finance Project Controller reports to the HVDC Project Director / ACS Project Manager.

LCP Planning Project Manager:

The LCP Planning Project Manager is responsible for:

- Coordinates with all Project Planners to ensure a timely and accurate update of the forecast Schedule.
- Review and challenge progress information from Project Members to develop and follow-up of the Master Time Schedule.

- Monitor the Company's milestones and critical path and provides analysis on the critical path on a regular basis and propose mitigations actions.
- Implements and controls activity's progress measurement.
- Review and validates the progress schedules and participate to the Schedule layouts issuance to support the Project Monthly Progress report. Review and validates the Monthly progress curves for the overall planning, showing planned, actual, and forecast curve.
- Review and validate the Key millstones table with variance and narration of action plan if any.
- Identifies deviations and communicates them with the Lead Team proposing alternative solutions to reduce the critical path and increase the Project float.
- Monitor and interact with the project team for the overall workload and follow-up of the resources needs and allocations
- Validate all inputs provided to the Finance Project Controller for sales and invoicing forecast
- Inform Project control Manager of all discrepancies and provide recommendations for recovering plans.
 - Leads the preparation and assure the final review of the planning reports to Nalcor
 - Hold periodic planning review meetings with the project team and/or Nalcor to assure the optimization of the project planning
- Lead the development of a recovery Schedule as required.

The LCP Planning Project Manager reports to the LCP Project Director.

HVDC or ACS Planner:

The Planner is responsible for:

- Review and validate the integrated project baseline schedule.
- Consolidates progress information from Project Members to develop and follow-up of the Master Time Schedule.
- Coordinates with the site planner to ensure a timely and accurate update of the forecast Schedule.
- Coordinate with Site Planer to obtain visibility and data on any action plan on site to recover delays.
- Identifies clearly the Company's milestones and critical path and provides analysis on the critical path on a regular basis.
- Provides analysis of the Project progress against the Plan.
- Analyse the schedule to propose alternative solutions to reduce the critical path and increase the Project float.
- Provides assistance to the Project Team in developing a recovery Schedule as required.
- Consolidates overall workload and follow-up resources needs and allocations
- Propose and provides inputs for the Finance Project Controller for sales and invoicing forecast
- Produce Variance report and Critical path report as per project controls procedures and advise of critical impacts on the overall schedule
- Produce the Monthly progress curves for the overall planning, showing planned, actual, and forecast curve
- Complete the Key millstones table with variance and narration of action plan if any
- Complete progress schedule on time (for Civil and BOP) and participate to the Schedule layouts issuance to support the Project Monthly Progress report.
- Inform Project control Manager of all discrepancies and provide recommendations for recovering plans.
- Participate to all preparation of recovery plans.

The HVDC or ACS Planner reports to the LCP Planning Manager.

CWE (Construction) Planning Manager:

The Construction Planning manager is responsible for:

- Manage the level 4 schedule by incorporating all level-of-effort activities of per the different contractors' schedules and in respect of the Master schedule milestones.
 - On a weekly basis, support the Site planner in the schedule progress of the site activities (quantities, hours) in coordination with the Site surveyors
 - Integrate all inputs (progress, changes) to the Master schedule update and report any variance to the baseline.
 - Coordinate with Site Planer to obtain visibility and data on any action plan on site to recover delays.
 - Produce Variance report and Critical path report as per project controls procedures and advise of critical impacts on the overall schedule
 - Produce the Monthly progress curves for the overall planning, showing planned, actual, and forecast curve
 - Complete the Key milestones table with variance and narration of action plan if any
 - Complete progress schedule on time (for Civil and BOP) and participate to the Schedule layouts issuance to support the Project Monthly Progress report.
 - Inform Project control Manager of all discrepancies and provide recommendations for recovering plans.
 - Participate to the preparation of the schedule and performance reports to Company
 - Participate to all preparation of recovery plans.
- The CWE Planning Manager reports to the Construction manager and functionally to the LCP Planning Project Manager.

Quality Manager:

The Quality Manager is responsible for:

- Defining with project members the Project Quality Plan applicable to the project and monitors its implementation
- Performs ad-hoc surveys to ensure the correct application of the Project Quality Plan
- Coordinates Quality controls done by all key activity Members, records all Non Conformities in a Project specific Register and follow-up action plans.
- Plans Supplier Quality Audits and assumes responsibility to ensure completion and closure.
- Perform the inspection and surveillance at suppliers facilities
- Verify contractor quality requirements are specified to vendors and contractor documentation submittals
- Review quality inspection personnel qualifications and training requirements
- Coordinate all QA/QC activities with the site QA/QC Coordinator
- Perform Site audit to make sure of the implementation of the quality management system on site
- Plans Audits of the Project as per the Project Execution Plan

The Quality Manager reports to the Project Director.

LCP Documents Control:

The LCP Documents Control is responsible for:

- monitoring the status, revisions & delivery schedule of the Project documents with the PDM and Aconex systems
- alerting the LCP Project Technical Director in case of delays, outstanding revisions or deviations to the forecasted issuance dates or return dates of documents from the Client
- Preparing the transmittal notes, updating the PDM and Aconex systems, and performing the delivery of the documents to the client as per schedule
- uploading in the PDM system the commented documents & drawings received from the Client
- Following-up of the correspondence with the customer, alerting the Project team in case of outstanding answers

- Preparing engineering progress curves based on PDM system
- The LCP documents Control reports to the LCP Project Technical Director

LCP Sourcing Manager:

The LCP Sourcing Manager is responsible for:

- Defining , updating and implementing the Project Procurement Management Plan
- Monitoring the issuance of the technical specifications to make sure that the procurement of products and services is on time
- Implementing the procurement process for each product or service
- Ensuring that the suppliers' selection is based on Nalcor specifications, quality and EHS requirements.
- Driving the negotiations with key subcontractors and suppliers
- Establishing key performance indicators of the subcontractors and suppliers
- Following up the suppliers until delivery of the product or services

The sourcing manager reports to the LCP Project Director

(HVDC or/and ACS) Logistics Manager

The Logistics Manager is responsible for:

- Proposes the Project strategy relating to all Logistics aspects
- Implements the strategy defined
- Organizes and manages all transportation activities from goods delivery up to sites including the customs clearance
- Manages the Master Time Schedule for all transport activities
- Manages the transport insurance policy and damages
- Arranges any prevention plans with respect to shipment of the HVDC Valves, Cooling System, Converter Transformers and all other critical equipment.

The Logistics Manager reports to the (HVDC or ACS) Project Director / Project Manager.

LCP Construction Project Manager:

The Construction Project Manager is responsible for:

- Fully responsible and accountable for the civil works design and construction works on all sites until delivery & acceptance in terms of budget, schedule and resources, quality, EHS.
- Define the CW design strategy and project construction plan including integration of the Quality requirements and plans, EHS requirements, Operations and maintenance and ensure validation by the project directors.
- Ensure interfaces with electrical engineering are completed through design and gate reviews. Ensure constructability sessions are implemented all along the design.
- Acts as the day to day contact point with Company for construction activities in coordination with the LCP Project Director.
- Leads the Project site teams (staff, administration, travel arrangement).
- Delivers the construction part in delegation and full coordination with the Project Managers.
- Review the site activities for civil works, erection and commissioning.
- Review and validate the program for Construction Works activities.
- Ensure implementation and follow-up of the Quality and Environment, and the Health and Safety policies as defined.
- Monitor the performance of the design group in terms of time spent, deadlines, and quality.

- Owns the site guidelines to be followed by the site teams and subcontractors.
 - Reports the progress of the construction scope to the Project Director on a weekly basis or as required.
- The LCP Construction Project Manager reports to the LCP Project Director.

CW Project Manager

The CW Project Manager is responsible for:

- Implement the CW Strategy prepared with/by the Construction Project Manager and validated by the LCP Project Director, HVDC Project Director and ACS Project Manager.
- Manage the CWC for the 504 package in terms of execution as per Quality, Costs and Delivery and ensure that communications channels are respected with the support of the Project organization (planners, Contracts managers, project engineering managers, etc...)
- Primary interface to the CWC for all topics related to the execution of the works.
- Monitor sites activities, ensure reports are complete, distributed on timely manner, progress as per schedule, ensure support of the CWC for the Labour Relations activities
- Manage the sites queries, concessions requests, changes requested by Company or design group or CWC and ensure validation & implementation as per process and through registers.
- Coordinate with the CW Project Engineering manager all issues related to CW design.

The CW Project Manager reports to the Construction Project Manager.

(CW or Electrical) Area Construction Manager:

The Area Construction Project Manager is responsible for:

- Fully responsible for the implementation of the construction strategy on all sites and deliver the construction scope as per Quality, Costs and on time Delivery.
- Prepare with the construction team and selected contractors the sites mobilization strategy including schedule and works.
- Acts as day to day local contact point with Company for construction activities in coordination with the Construction Manager and Project team.
- Manage the site teams regarding activities, rotation schedule, etc...
- Review and challenge weekly site activities schedule and propose mitigations, alternatives actions to ensure on time and as per budget works execution.
- Leads site activities for civil works, erection and commissioning.
- Organizes and manages the program for Construction Works activities.
- Responsible for the implementation and follow-up of the Quality and Environment, and the Health and Safety policies as defined.
- Implement the site guidelines to be followed by the site teams and subcontractors.

The Area Construction Manager reports to the Construction Project Manager.

Site Contract Manager:

The Site Contract manager is responsible for:

- Assume responsibility for all contractual activities in relation to Site Contractors from sub-contract signature until closeout of site sub-contracts
- Ensure that all important site records are adequately maintained
- Establish and follow-up the civil work construction cost estimates under BoQ format in order to monitor the civil work construction cost of the project
- Responsibilities:

- Support and direct Alstom Grid site staff on all contractual and commercial matters related to site activities.
- Ensure correct contractual and commercial implementation of sub-contractors reporting, collection of records as well as adequate administration of variations for any event
- Ensure, together with the Site team, that all BOQ and scope changes are recorded and documented properly and are clearly traceable to the contractual scope and BOQs as well as the respective erection/construction work package/system.
- Ensure that all delay events and non-budgeted costs are properly identified, classified and well documented, and that the responsible parties are notified in a timely manner, in full coordination with project contract manager
- Manage and minimise commercial and contractual impacts resulting from time, quality or process related problems on the site
- Ensure all site contractors' correspondence is timely and duly replied.
- Administrate site insurance claims.
- The Site Contract Manager reports to the LCP Contract & Risks Manager.

Site Manager:

The Site Manager is responsible / accountable for the daily management of all the site activities in accordance with the project program, quality plans, EHS plans and site procedures. He is reporting to the Area Construction Manager.

This includes ensuring that a suitable emergency response plan is established for Environmental, Health, and Safety accidents and incidents, and co-ordination with the Company and with contractors on site (whether working for ALSTOM or the Company).

- Site execution strategy: based on an in-depth knowledge of the contract, develops and implements with the Area Construction manager and Construction Project Manager the strategy for the execution of Site Works in order to achieve the project goals.
- Responsible and accountable for the successful delivery of the project within time, cost, safety, quality and environmental constraints and manage the site team and the sites subcontractor accordingly.
- Manage the site workload and activities
- Manage and monitor budget agreed and provided by area construction project manager.
- Plans, organizes/coordinates and directs all site activities for the construction of structures, facilities, and systems for the Project.
- Monitor the proper implementation, as per format required, on a timely manner, of the sites contractors reporting.
- Responsible for managing the on-site risks and opportunities.
- Identify and ensures that any deviations or change from contractual conditions are escalated to the organization (site Contract manager). The Site Manager does not have authority to approve any cost impacts related to the project without written consent from Area Construction Manager and Construction Project manager.
- Monitor & validate the progress and takes appropriate action to ensure planned progress is achieved. Provide agreed progress / events reporting both internally to the Management and contractually to the Client.
- Quality: implements the Site Quality Plan to ensure that Site Works will be conducted to the satisfaction of the Customer, to the level of ALSTOM Grid standards and in accordance with the design, contractual requirements, operating modes and instructions received from manufacturers and suppliers.
- Identify issues and prepare proposals for resolution and mitigations plans.
- Ensure proper implementation and respect of the Ethics and Compliance policy.

The Site Manager reports to the Area Construction Manager.

EHS Managers:

Their responsibilities:

- Defining the applicable EHS policy and procedures as well as monitors the implementation for site activities and concerned suppliers/subcontractors.
- preparing and coordinating, risk assessment and prevention plan with support of EHS Coordinator and EHS advisor;
- Performing ad-hoc surveys to ensure the correct application of the policy at site.
- Identifies deviations and proposes alternatives solutions for the benefit of the project
- Supervises the EHS performance of sub-contractors at Site.
- The EHS Manager reports to the Project Director.

EHS Coordinator based in St John's:

Their responsibilities:

- To supervise the EHS Advisors located on the sites for the LCP Project
- To travel to the various sites to monitor the EHS Advisors' performance
- To ensure that the prevention activities are in compliance with Local Authorities' Health and Safety Regulations as well as Alstom and the Client's Requirements
 - o To ensure that site's inspections and risks assessments are conducted
 - o To ensure that EHS meetings take place
 - o To ensure that incidents are promptly reported
- To ensure that the information and the documentation provided by Head Office is readily available
- To provide support for matters such as training related to emergency preparedness and response
- To review the KPI (Key Project Information) to provide guidance to the LCP EHS Advisors to meet the agreed EHS objectives
- To act as the EHS liaison resource between Projects EHS Managers in Montreal and the EHS Advisors on sites.

The EHS Coordinator reports to the EHS Manager.

EHS Advisor located on sites:

Their responsibilities:

- To provide Alstom's EHS orientation training to all new workers and visitors
- To make sure that evidence of competencies are effective for all new workers on site (Or done by security)
- To grant access on site to all new workers and visitors (or done by security)
- To coordinate with LCP training for new personnel (subcontractors and Alstom's personnel) including managing evidence of D&A and fit to work clearance letters
- To insure compliance to Alstom's EHS requirement
 - o For safety equipment (or security)
 - o For equipment
 - o Color coding
 - o Zero Deviation programs for control of high risk activities
- To insure that work permits are delivered as per Alstom's and LCP requirements
- To insure surveillance of EHS compliance on site
- To participate in the daily and weekly observation tour

- To participate in Hierarchical safety visit done by Alstom's and LCP management representatives
- To prepare the weekly reporting as per LCP requirements
- To prepare monthly reporting as per Alstom's requirements
- To investigate and report all near misses, Potentially severe events, accidents, incidents that have an impact on people, environment or property damage
- To register events/ observations
- To collaborate with EHS Alstom's management team on all EHS matter including continuous improvement
- To Advise the site personnel in terms of Health, Safety and Environment
- To review job safety analysis, risk analysis, safe work practices, establish safe practices according to the site activities
- To Collaborate with internal and external audits (AZDP, ISO 14001, OHSAS 18001,COR)
- To supervise, audit and inspect the site according to the proper EHS legal requirements, as well as criteria from the Client and Alstom's EHS requirements
- Conduct health and safety meetings on a weekly basis
- To participate in Joint H&S committees.

The EHS Advisor reports to the EHS Coordinator.

Sites Planner Coordinator based in St John's:

Their responsibilities:

Based on the data received in the agreed format and as per procedure from the sites managers:

- Manage the level 5 schedule by incorporating all activities of per the different site contractor's schedules and in respect of the Master schedule milestones.
- On a weekly basis, participate to the 3-week-look-ahead site meeting.
- On a weekly basis, monitor the progress of the site activities (quantities, hours) in coordination with the Site surveyors.
- Integrate all inputs: progress, changes, to the weekly schedule update and report any variance to the baseline.
- Produce the progress curves per discipline, showing planned, actual, and the forecast curves.
- Fill out the KPI indicators table as per the Planning management requirement.
- Deliver progress schedule on time in respect to Progress Report deadline.
- Inform Site managers and Project planner (Montreal) of all discrepancies.
- Participate to all preparation of recovery plans.
- Act as a technical advisor for the solution of difficult scheduling problems; interfacing with Project Team to discuss impact of work and the resolution of problems
- Consults the appropriate site/project team members and estimating procedures as a means of ensuring that proper planning is completed prior to the commencement of work
- Assists Site Manager in creating short- term schedules, monitoring such schedules to determine impact on master schedule and helping formulating actions to correct scheduling problems

The Site Planner reports to the Site Manager, and functionally to the respective Planning Manager.

QA/QC Site:

Their responsibilities:

QA/QC Site Manager is responsible to make sure that the site activities and delivered products are compliant to the Contractor rules and to the project and design requirements.

- Implement the site quality plan prepared with the project quality manager and validated by Company.

- Ensures that construction and installation activities are conducted in accordance with last updated drawings, specifications and, if required, special installation procedures.
 - Jointly with the site manager, ensure compliance and consistency with the specifications across all construction Work;
 - Notify the Company Site Representative and the inspection or testing agencies at least 24 hours in advance of time when Work that requires testing or inspecting will be performed.
 - Coordination of the personnel involved in inspection and testing;
 - Ensures incoming controls are done properly and records are kept;
 - Ensures all quality records of the site are kept including: Civil test reports and checklists, and Installation checklists, Pre-commissioning and commissioning reports;
 - Makes sure the competent Resident Engineer (Civil Work Engineer / Electrical / Building Services Engineer) reviews the inspection and test reports to state on the compliance. Ensuring acceptance of the construction and installation activities is documented;
 - Issue the Declaration of Installation and Inspection Completion in accordance with the Company procedures;
 - When nonconformities are detected, raise Nonconformity reports in NCR-database, coordinate their resolution and monitor and report progress;
 - Retesting and Re-inspecting: Provide additional quality control services, including re-testing and re-inspecting for Work that is revised or fails to comply with requirements;
 - Prepare the Site Quality Records files;
 - Maintain the punch list and coordinate their resolution;
 - Support the Project QA/QC responsible in performing site Quality Audits, and ensuring implementation of the corrective actions that may result from the above Quality Audit.
- The Site Quality Supervisor reports to the Site Manager, and functionally to the respective Project Quality Manager. If Site QA/QC is absent, these responsibilities fall into the hands of the site manager.

Site Administrator:

Their responsibilities:

- Participate to meetings with contractors and set MOM with actions and schedule. Send approved MOM to the project team.
- Prepares correspondence and documents
- Maintains and ensure project documentation is updated according to the project filing structure and distributed to the site team.
- Following up with Subcontractors for all required documentation
- With the site manager, assist to meetings with contractors and prepare minutes of meetings to be validated by the site manager.
- Prepare manpower summary reports (from daily logs furnished by Subcontractor)
- Assist Staff with accounting and maintenance of cost reports
- Maintain office supplies/equipment, ordering and scheduling maintenance as necessary
- Compiles and maintains controlled records to release drawings, specifications, engineering and project documents.
- Coordinates with project job site to ensure timely document execution and submission.
- Process Project official documentation (includes engineering/technical, correspondence, project management - commercial, legal) to be stored in the Product Data management (PDM)
- Expedite and track status of all documents reviewed internally by the Project upon request
- Accurately and constantly maintain the document list, such as number, title, revision, status, etc.
- Accounting for local expenses.

- Support administrative process for visitors.
- The Site Administrator reports to the Site Manager.

Civil Works Superintendent:

Their responsibilities:

- With the support of the EHS Advisor, ensure that the civil work contractors' staff is instructed and comply with all aspects of Health, Safety, Environment and Security (HSES) policy, site regulations, permit to work procedures and instructions and Client requirements
- Ensure that civil works contractor implement strictly the latest Issued for Construction (IFC) project drawings, Specifications, ITP's, Procedures and Site Instructions.
- Review and monitor the availability of drawings, specifications, job instructions, material deliveries and tools applicable to his / her particular discipline and area of work
- Manage and coordinate civil works contractor.
- Follows the Quality Plan – ITP for civil works and inspect the works accordingly
- Follow the scope of work and the contract terms. Analyse the required change request documents provided by the civil works contractor and submit to the site manager.
- In conjunction with the civil works contractors' supervision, planning engineers develop detailed daily and weekly work plans in accordance with the overall planning schedule in agreement with the site manager and the site planner coordinator.
- Inform the Site manager on specific areas where the program needs to be adjusted in accordance with site conditions and material deliveries
- Responsible for monitoring the discipline and timekeeping of contractors' staff and labour in a defined work area, identifying any disciplinary action required, and informing the relevant Discipline Superintendent
- Measure progress with the civil works contractors (quantity surveyor role) and confirm to the site manager
- Participates at periodically site progress meetings with the civil works contractor
- Review inspection reports and analyse / validate with the site manager the monthly progress payments
- Provide all information to the Site Manager for weekly and monthly progress reports

The Civil Works Superintendent/QS reports to the Site Manager.

Electrical/Mechanical superintendent:

Their responsibilities:

- With the support of the EHS Advisor, ensure that electrical/mechanical contractors' staff is instructed and comply with all aspects of Health, Safety, Environment and Security (HSES) policy, site regulations, permit to work procedures and instructions and Client requirements
- Ensure that electrical/mechanical contractors implement the latest Issued for Construction (IFC) project drawings, Specifications, ITP's, Procedures and Site Instructions.
- Review and monitor the availability of drawings, specifications, job instructions, material deliveries and tools applicable to his / her particular discipline and area of work
- Manage and coordinate Electrical/Mechanical contractor.
- Follows the Quality Plan – ITP for installation works and inspect the works accordingly
- Follow the scope of work and the contract terms. Analyse the required change request documents provided by the subcontractor and submit to the site manager.
- In conjunction with the contractors' supervision, planning engineers develop detailed daily and weekly work plans in accordance with the overall planning schedule in agreement with the site manager and the site planner coordinator.

- Inform the Site manager on specific areas where the program needs to be adjusted in accordance with site conditions and material deliveries
 - Responsible for monitoring the discipline and timekeeping of contractors' staff and labour in a defined work area, identifying any disciplinary action required, and informing the relevant Discipline Superintendent
 - Measure progress with the contractors (quantity surveyor role) and confirm to the site manager
 - Participates at periodically site progress meetings with the installation subcontractor
 - Review inspection reports and analyse / validate with the site manager the monthly progress payments
 - Provide all information to the Site Manager for weekly and monthly progress reports
- The Electrical / Mechanical Superintendent/QS reports to the Site Manager.

Commissioning Manager:

Their responsibilities:

- Apply the commissioning strategy agreed with the Completion Manager in terms of commissioning program and schedule.
- Define Commissioning requirements for projects and monitor contracted consultants to ensure compliance.
- Review of specification documents and drawings including development of commissioning specifications and testing requirements.
- Verify site installations are in conformance with specifications and drawings. Coordinate start-up of equipment/systems.
- Monitors commissioning results against technical specifications; ensures that commissioning is executed in line with established company practices and procedures
- Prepares commissioning progress reports for management staff
- Provide full documentation records (marks-up drawing, Inspection Tests Records) required for all commissioning deliverables for the project
- Handover to the client the contractual spare parts

CW Senior Advisor :

The CW Senior Advisor is responsible for:

- Support the project as an expert,
- Involved directly, advise on some design aspect of the project,
- Is part of the documents validation process,

Representative in St John's :

We have appointed a LCP Contract Representative who is representing the company in St John's for technical and commercial topics. We have reinforced the central design organization in order to work efficiently within the engineering team with LCP and our representative role is to coordinate technical and commercial subject's resolutions between LCP and Contractor.

Specific technical reviews are organized for specific technical topics resolution, which are held on face to face mode in St John's or La Prairie or Vis phone or interactive boards. This setup allows faster development and resolution, coordination and alignment.

14. Engineering Management Plan Overview

The Engineering Management Plan will be developed around the following principles:

- Prioritize the progress of the Civil Works engineering, especially for the construction of the foundations, and buildings, as they are the project main challenge
- Identify and specify zones in the AC Terminal Stations (Control Building, GIS , AC Breakers & Disconnect Switches and possibly the Filters) to enable work to progress independently between zones
- Integrate the EHS at all Project development stages
- Integrate the testing and commissioning requirements in the design of the stations
- Integrate the operation and maintenance requirements in the design of the stations
- Focus on the Interface Management, with the Company, other Company Contractors, and all Subcontractors, in this very complex Project execution environment.
- Establish the SOW (scope of work) and DOR (discussion of responsibility) of Consultants or Engineering Subcontractors.

Refer to the Engineering Management Plan, *Reference Document 5*, for details.

14.1. Design Phases & Reviews

Design Control shall be managed through Design Reviews. Design Review dates shall be communicated to the Planning Manager for inclusion in the project schedule.

Gate Review Meetings shall be arranged at all critical points in the engineering stage to ensure objectives are achieved prior to the start of a new phase (Go/No-Go mechanism). The objective of these Gate Reviews is to assess the compliance (or degree of compliance) to the contract in terms of technical performance and adherence to the time schedule. The list of design reviews for the project is included in the Engineering Management Plan, *Reference Document 5*.

At a minimum, the following Gate Reviews are planned in the following phases of the Project: The schedule of the Gate Reviews is included in the Engineering Management Plan. *Reference Document 5*.

Electrical Engineering: After basic design and before starting the detailed design

Civil Engineering: Before the start of the detailed Civil Works engineering

Procurement: Prior to the placement of the main orders

Civil Works: Prior to construction by third party

Erection: Prior to site mobilization

Testing: Prior to site testing and commissioning

Hazop: During Engineering development

Consider making reference to the engineering recovery and design review meetings being held.

14.2. Interface & Co-ordination Management

The Contractor's Interface Management Plan, *Reference Document 4*, is established with the Company to coordinate all interface activities involving Contracts CD0501, CD0502 and CD0534 and other Company Contracts to ensure that communication links are established and respected.

Interface co-ordination is the prime role of the Interface Manager with the assistance of the Project Engineering Manager.

Key elements of engineering interfaces and associated co-ordination shall include:

- Engineering interface documentation
- Monthly technical co-ordination meetings
- Design and Gate Reviews
- Control of documentation – internal and external

At an early stage of the project, the Interface Management Meeting was held. The purpose was to list the interfaces with other Company Contractors involved in the Company's construction project (site preparation Contractors, telecomm network Contractors,, AC Line contractors, Synchronous Condensers Contractor, and develop a plan to successfully manage all interfaces.

Refer to the Interface Management Plan, *Reference Document 4*, for details.

14.3. Design Change Management

A two-step approach shall be adhered to as follows.

14.3.1. Documents Issued for Design

A MASTER copy is established as the sole reference when on-going modifications are reported. The owner and location of the MASTER document shall be clearly identified. Any change or modification on a distributed document shall be clearly traceable, with the index indicated beside the changed area.

The management of those changes affecting engineering groups located in different places in the project is addressed through regular Engineering meetings. Refer to the Engineering Management Plan, *Reference Document 5* for details.

14.3.2. Documents Issued for Construction

Once documents are issued for construction, each document shall be tracked through a modification sheet. Where applicable Engineering Change Notifications (ECN's) shall be issued from Engineering.

14.4. Operation & Maintenance Manuals (OMM) & As-Built Management

All required Equipment Manuals shall be available at site before Erection commences. The remaining sections of the manuals shall be available before Commissioning commences. The relevant number of copies shall be submitted to Company in due time for Company to review.

4 copies of drawings are circulating on sites in order to facilitate communication. However a single Master copy of all drawings shall be maintained at site with all site modifications marked onto the Master set. The marked-up drawings shall be returned to the relevant individual engineer for modification within 14 days of completion of Commissioning and shall be returned in As-Built format to the Company within 3 months.

14.5. Applicable Codes & Standards

The project will operate according International (IEC), Canadian and Company standards as per specifications. The Standard documents will be made available to the complete Contractors Project Team and Subcontractors and will be posted on the Contractors SharePoint site.

If any conflict/ inconsistencies arise the Contractor will issue a Technical Query (by the mean of a site Query form) to Company to clarify & provide direction.

14.6 Training has been removed. Please reinstate.

15. Procurement Management Plan Overview

15.1. Supplier Selection

The procurement for the Project will be managed by a Team located at the Contractor's La Prairie Office in Montreal, Quebec. The Team has the support of procurement specialists who specialize in specific equipment types all over North America. The selection of suppliers shall be organized according to the Project Quality Plan, *Reference Document 8*, and the Project Procurement Management Plan, *Reference Document 11*.

Service type procurement RFP activities (Civil Works, Electromechanical, etc.) will be managed by the Contractor's Procurement Team located in the La Prairie Office. Details are located in the Project Procurement Management Plan., *Reference Document 11*.

15.2. Purchasing

Purchasing is organized according to the Project Quality Plan *Reference Document 8*, and the Project Procurement Management Plan, *Reference Document 11*, agreed among Partners (Canada, UK).

The Project Procurement Management Plan will include the Civil Works Contract strategy as well as other Subcontracts for Electromechanical erection and other related service type contracts.

The Project Procurement Manager maintains a procurement dashboard to track procurement activities.

15.3. Expediting

Many of the Project's major pieces of equipment and materials are designed, fabricated, tested, supplied, installed and commissioned by the Contractor. The supplying of many of these major items is done by the Contractor's various manufacturing facilities around the world. The expediting of these items is performed by the logistic team under the responsibility of the ACS Logistic Manager.

The GIS, as an example, are carefully tracked from the issuance of the Purchase Order (PO) up to the delivery time of the transformers at site, installation and Commissioning.

The goals in the Contractor's expediting activities include:

- Ensure timely delivery of all vendor documents and also the timely dispatch of comments so that the manufacturing program (inclusive of sub-order placement) is met
- Immediately escalate problems or potential delays with suppliers to the ACS Project Manager and work with the Risk Manager to minimize any negative impact on the project.
- Organize supplier inspections in line with the Company's expectations.
- Ensure receipt of all documents according to the PO, inclusive of the OMM
- Ensure receipt of shipment release and then transfer all necessary information to the Logistics Manager

15.4. Inspection & Quality Surveillance

Quality Control of suppliers is organized according to the Project Quality Plan, *Reference Document 8*. The objective is to ensure that vendors supply equipment and materials are in conformity with the contractual requirements.

The Project Inspection and Test Program, *Reference Document 20*, is used as a planning and follow up tool for quality surveillance activities. PITP indicates the main equipment, potential suppliers, relevant ITPs, QPs, FATs & SAT reference documents and records. Contractor's audits and inspection will also be identified and followed in this document. In the PITP document, the Company is invited to define the expected level of involvement in the ITP approval, FAT and SAT acceptance.

Details of equipment inspection and testing will be defined in equipment specific ITPs. They will also detail the tests and acceptance criteria for specific equipment taking into account the Company's requirements. ITPs will contain test procedures or will refer to them. Suppliers' and Contractor's ITPs will be reviewed and approved by the Contractor and when required by the Company.

Equipment Release - After all factory tests and inspections have been performed, reviewed and accepted including the delivery of the completed required documentation, an official equipment release note will be issued in accordance with Project Quality Plan requirements.

15.5. Project Transport, Storage and Logistics Plan

Contractor shall deliver equipment to the relevant project sites on DDP basis. The Logistics Manager will define the shipping process of all equipment's from EXW /FOB /CIF locations to the relevant project sites. The transportation strategy that Contractor will apply to ensure that the equipment is delivered to the relevant site is defined in the Project's Logistics and Transportation Plan, *Reference Document 12*.

16. Construction Management Plan Overview

Project's Construction Management Plan, *Reference Document 10*, describes the construction execution strategy(s), including the engineering support plan, and the cold weather strategies. The Construction

Management Plan will be updated as details for the plan are firmly established as the most cost effective and efficient execution method(s).

Site specific Mobilization Plans (*Reference Documents 26, 27 and 28* (Soldiers Pond, Muskrat Falls and Churchill Falls)) complement the Construction Management Plan. These documents detail the mobilization and demobilization, of the temporary facilities

16.1 Construction Management

Project Construction Management was developed in accordance with the Contract Agreement CD0502-001, Exhibit 3 – Coordination Procedure §11 (Construction Management).

The project has a Civil Works construction specific coordination procedure and agreement between Company and Contractor for the Civil Work subcontracting. It can be found in the Contract Exhibit 17, Joint Cost Savings Initiatives for Civil Works. The entire site will not be transferred to electro/mechanical work as a single event. Once the CW is complete in a specific zone, Site Manager will launched the electro / mechanical works. There will be overlapping activities.

The Contractor will establish and support a Health and Safety Committee in accordance with NL Applicable Laws LCP-PT-MD-0000-SC-FR-1037-01 Rev B2, Section 4, and General Requirements. As stated in Section 10 (Health and Safety) of this document and in order to be in line with Company's requirements, Contractors will nominate appropriate Health and Safety professionals, Site Organization, see Project Organization Chart - *Reference Document 3*

16.1.1. Construction Organization Staffing

The Construction Organization Staffing will consist of one team with several locations. The locations will consist of a team in Montreal at the Contractor's La Prairie Office, a team at the Contractor's St. John's Office, and teams at each of the Construction Sites. The St. John's Office location is Unit W105, 120 Torbay Road, St John's, NL, A1A 2G8 (Prince Charles Building).

The overall Project Management Team located in Montreal (La Prairie) will consist of the following:

- LCP Construction Project Manager – Antoine Tabet
- CW Design Project Manager – Andre Lambert
- Quantity Surveyor Coordinator – Innoncente Ariajegbe
- Construction Coordinator – Ion Nicolau
- Project's Engineering Manager – François Guay
- Construction Engineering Support - François Richer

The Newfoundland local Management Team located in St. John's will consist of the following:

- CW Area Construction Manager – Walter Feletto
- Electrical Area Construction Manager – TBA
- Site Planner Coordinator – Martin Plantilla
- Area CW Coordinator – Ryan Okerlund
- EHS Coordinator – TBA

- Area Electrical Coordinator – TBA
- Quantity Engineer – Innocente Ariajegbe
- Document Control-Joan Antle

Each AC Terminal Station sites will be staffed with the following positions:

- Site Manager – Specific to each site
- Site Administrator - Specific to each site
- Site Contract Manager - Specific to each site
- EHS Advisor – Specific to each site conditions and in line with proper regulations
- Security Guard – Specific to each site
- Civil Works Superintendent - Specific to each site
- QA/QC Coordinator - Specific to each site
- Electrical & Mechanical Superintendent - Specific to each site
- Electrical & Building Superintendent - Specific to each site
- AIS and GIS Equipment Supervisor - Specific to each site
- Transformers Erection Supervisor - Specific to each site

16.1.2. Construction Office Hours and Shift Schedules

The regular field office hours at each site will be as follows:

- Soldiers Pond: 7:00 am to 5:00 pm, Monday to Friday
- Muskrat Falls: 7:00 am to 5:00 pm, Monday to Sunday
- Churchill Falls: 7:00 am to 5:00 pm, Monday to Sunday

Muskrat Falls and Churchill Falls construction sites will work a 21 day on 7 day off cycle. Soldiers Pond construction site will work a 5 day on 2 day off regular work cycle.

Standard Newfoundland and Labrador Statutory Holidays will apply.

16.2 Civil Construction Management

The Project's Civil Construction Management Plan, is included in *Reference Document 10*, and describes the Civil Works construction execution strategy. The basic civil strategy the Contractor will implement for the construction activity is twofold:

- 1) Organize the Civil Works and construction by zones to avoid a "Silo" situation: the electrical and civil construction activities of identified zones in the AC Terminal Stations site (like the GIS, Control Buildings areas), will be completed before other groups can proceed to execute their construction activities in the same zone of the AC Substations. The Construction strategy is to encourage a proactive and organized engineering approach for planning activities leading to the construction plan that will manage the internal (within CD0502) and external interfaces (all other contracts) in an efficient and productive manner.

- 2) Focus will be put on completing the foundations and control buildings prior to the winter season of 2015/2016. This will allow indoor installation activities to begin as early as possible.
- 3) Focus will be put on Transformer Pads for Transformer free issued by the Company.
- 4) Contractor will elaborate this section during the 2015 period.

Pads

2015 is nearly finished, please consider 'elaborating'.

16.3 Electromechanical Installation

The Contractor is responsible for the electromechanical erection of all of the AC Substation equipment as described in the Contract, Reference Document 1. The Contractor will supervise the erection activities with the existing Site Managers from the Civil Works phase of Construction and factory Erection Supervisors. The manpower and the tools are provided by a reputable Subcontractor familiar with local standards and regulations in terms of EHS. See the Construction Management Plan, Reference Document 10 for details.

has

. Once

The short list of subcontractors was not been established yet once the RFQ package is complete Contractor will launch the selection process.

The Contractor will have a dedicated team to supervise the electromechanical installation activities as described in Section 16.1.1 and the Site Organization as per the Project Organization Chart, Reference Document 3

17. Project Completion and Commissioning Plan

The LCP Completion Manager will have a Commissioning Teams at each Site to manage the Static and dynamic commissioning activities. All pre-commissioning and commissioning activities will be coordinated by the Completion Managers and assisted by the Teams of commissioning activity Supervisors (activities being GIS, AIS, P&C, etc.). These Teams of Contractor's commissioning personnel will also include the supplier's commissioning personnel, as well as High Voltage Commissioning Engineers and Technicians.

Prior to the Contractor's Commissioning Team's mobilization to site, all commissioning documentation including commissioning inspection and test plans, test procedures, check/punch lists templates and test /commissioning schedule shall be submitted and approved by the Company. A detailed Project Commissioning Plan, Reference Document 13, will be developed to provide the strategy of the commissioning activities. The Commissioning Plan is under the responsibility of the Commissioning Manager. It will be developed once the Commissioning Manager has been appointed.

Suggest that this is required now.

18. Project Reporting and Meetings Management

18.1 Contractor Meetings

Meetings at Project level will be arranged as per Table 4 below:

Meeting Type	Frequency	Organizer	Potential Attendees (To Be Defined by the Agenda)	Responsible for the Minutes	Distribution to Attendees
Steering Committee	When Required	Project Director	Steering Committee Members + Project Manager + Finance Controller + Construction PM + PQ&P PM + Risk Manager + Contract Manager	Project Director	
Project Review	Monthly	Project Manager	Project Manager + Finance Project Controller + Construction PM+ PQ&P PM + Risk Manager + Contract Manager	Project Manager	
Design Reviews	When Required, Min. Monthly	Project Engineering Manager	Project Engineering Manager + Project Engineering Manager CW &MEP Engineering Manager + Construction PM + PQ&P PM + Risk Manager	Project Engineering Manager	Project Manager
Project Gate Review	Prior to major commitments	Project Manager	Project Manager + Project Engineering Manager + Construction PM + CW &MEP Engineering Manager + CW Expert + PQ&P PM + Risk Manager	Project Manager	
Coordination Engineering Platform	As per Design Process	Project Engineering Manager	Project Engineering Manager + Construction PM + CW &MEP Engineering Manager + CW Expert + PQ&P PM + Risk Manager	Project Engineering Manager	Project Manager
Risk Session	Every 3 months or As Required	Project Manager	Risk Manager+ Project Manager + Project Engineering Manager + Construction PM + CW &MEP Engineering Manager + CW Expert + PQ&P PM + Contract Manager	Project Manager	

Table 4 - Contractor Internal Project Meetings

Minutes of Meetings shall be approved by Project Manager.

Planning Calendar (Project Meeting Diary) shall be distributed to attendees' in-advance of meeting.

18.2 External Meeting and Reporting

18.2.1 External Meetings – Company

Meetings with the Company will be held as per the Table 5 below, in accordance with the Contract CD0502-001, Exhibit 3, Section 3.2.3.

Company and Contractor are encouraged to host all meetings with teleconferencing with the Monthly Meeting being via video conferencing.

Meeting Type	Frequency	Organizer	Potential Attendees (To Be Defined by the Agenda)	Responsible for Minutes	Distribution to Attendees and
Company and Contractor Steering Committee	Quarterly	STEERING COMMITTEE	Company Mgmt. Steering Committee members + Contractor Steering Committee members	TBD	TBD

Meeting Type	Frequency	Organizer	Potential Attendees (To Be Defined by the Agenda)	Responsible for Minutes	Distribution to Attendees and
Weekly and Bi-Weekly Report	Every week/ Two weeks.	Company	Company + LCP Project Director+ Project Manager + Risk/Contract Manager+ Engineering Manager Construction PM + PQ&P PM + Those required according to the Agenda	Company	
Weekly Construction Meeting	Every week/ Two weeks.	Company	Company + LCP Project Director+ Project Manager + Risk/Contract Manager+ Engineering Manager Construction PM + PQ&P PM + Those required according to the Agenda	Company	
Monthly Progress Meeting	Every month 2 nd Thursday of the Month.	Company	Company + Project Manager + Risk/Contract Manager+ Planner + Engineering Manager+ Construction PM + PQ&P PM + Those required according to the Agenda	Company	
Interface Meetings	When required	Interface Project Manager	Company + LCP Project Director + Project Manager + Engineering Manager Risk/Contract Manager+ Planning Manager+ Construction PM + PQ&P PM +Those required according to the Agenda + AC Stations Contractors + Cables Contractor + others External Contractors as needed according to the Agenda	Contractor Interface Project Manager	
Design Workshops: Gate Reviews and Design Reviews	As per Design Process	Project Engineering Manager	Company + Project Manager + Project Engineering Manager + Construction PM+ Those required according to the Agenda	Project Engineering Manager	

Table 5- Company-Contractor Project Meetings

Interface Meetings:

Contractor will attend interface meetings with the third parties involved in the project through the Company. The third party may include but is not limited to:

- AC 735 kV Transmission Line Engineering Design and Installation Contractors at Churchill Falls.
- AC 315 kV Transmission Line Engineering Design and Installation Contractors at Churchill Falls and Muskrat Falls
- HVDC EPC Contractor; Engineering Design and Construction Subcontractors
- AC Transmission Line Engineering Design and Construction Contractors at Soldiers Pond
- Synchronous Condenser EPC Contractor; Engineering Design and Construction Subcontractors

The objective of these meetings is to agree on the parties interfaces in terms of scope and schedule. A report will be released at least on a monthly basis to record the progress of this process until at such time all interfaces issues are agreed upon and therefore closed. See Interface Management Plan, *Reference Document 4*, with a proposal for the report of interface meetings template. The Company’s Interface drawings shall provide the basis for all hard interfaces.

- 1) A calendar of meetings is released as required.

2) The topics for the external meetings with the Company can be found in the Engineering Management Plan, *Reference Document 5*.

18.2.2 External Meetings – Subcontractor

Subcontractor Meetings will occur as required and the frequency will be dependent on the type of contract (supply of Service or Material / Equipment). All Subcontractor meetings will be recorded with Minutes of Meeting requiring approval by both parties and tracked by the Project Manager who is responsible for the Subcontract.

18.3 Progress Reports to the Company

The standard Project Management Report tool (PMR) will be used for Project Reviews. The ACS Project Manager will provide a Monthly Progress Report and participate in the Coordination Meeting. The Coordination Meeting MOM is produced by the Company and is based on a standard template agreed upon by the Company and Contractor.

The report is the consolidation of all of the Project relevant topics (Scheduling, Quality, Risk, Engineering, Procurement, Construction, Commissioning, and Financial Controls) both internal and external as agreed by both the Company and Contractor. The Monthly Progress Reports shall be submitted to the Company through Aconex Document Control. The timeline for the Monthly Progress Meetings submission is created to ensure relevant monthly progress meetings will take place after these documents are created. Monthly Progress Reports shall be issued in accordance with the Contract CD0502-001, Exhibit 3, and Section 3.2.3.

Document Type	Frequency	Produced By	Dates
Contractor Progress Weekly Report	Weekly	Construction Project Manager	Report Submitted on the Tuesday following the Construction Week.
Contractor Bi-Weekly Engineering Report	Bi- Weekly	Project Engineering Manager	Report submitted on the 15 th & 30 th of the month.
Contractor Monthly Progress Report	Once a month	Project Manager	On 5 th calendar day of the following Month
Steering Committee Progress Presentation	Once a quarter	Project Director	2 day before the Steering Committee Meeting

Table 6- Company-Contractor Project Meetings

During the engineering phase of the project there will be a Bi-Weekly Engineering Report submitted to the Company containing the statistic of the engineering deliverable submissions for the AC Substation Primary, Secondary, GIS HV and LV as well as the Civil Works drawings.

During the construction, installation, commissioning and completion phase of the Project, the Contractor will submit Weekly Progress Reports.

18.4 Communication Interfaces with the Company

During the Kick-Off meeting with the Company, the channels of communication between the Company and the Contractor were agreed upon and reported in the Aconex Communication Matrix. The Communication Matrix is coordinated by Company.

18.5 Correspondence To/From Company and Contractor

All official correspondence shall go through the Aconex System to ensure a coordinated approach. This will enable every correspondence to be identified by a serial number identifying the source, destination and sequence number.

All drawings, reports and documents sent to Company shall be in English.

19 Stakeholder Management

19.1 Steering Committee

To provide direction to the overall project execution, a combined Steering Committee composed of both the Company and Contractor members has been appointed. Members of the Steering Committee are shown in the Table 7 below.

Name	Role	Company	Position
Gilbert Bennett	Member	Nalcor / LCMC*	Vice President
Paul Harrington	Member	Nalcor / LCMC*	Project Director
Ron Power	Member	Nalcor / LCMC*	General Project Manager
Lance Clarke	Member / Facilitator	Nalcor / LCMC*	Business Services Manager
Darren DeBourke	Project Representative	Nalcor / LCMC*	PM HVdc Specialties
Michael Atkinson	Member	Alstom Grid	President - N.A.
Steve Hall	Member	Alstom Grid	Power Electronics
Olivier Ruiz	Member	Alstom Grid	Solution Group Director
Claude Mandeville	Project Representative	Alstom Grid	Project Senior Coordinator
Thierry Martin	Project Representative	Alstom Grid	Project Director CD0501/CD0502
Patrick Baudin	Member	Alstom Renewables	Regional Managing Director
Denis Pelletier	Member	Alstom Renewables	NAM Project Management Director
Claude Langis	Member	Alstom Renewables	NAM S&T Director

Table 7 Project Steering Committee

The Steering Committee will:

- review the overall project status and progress
- address strategic issues
- ensure strategic decisions support & alignment

The LCP Project Director and/or Company may request a Steering Committee meeting for a specific issue at any time.

19.2 Contractor Project Senior Coordinator

A Contractor Project Senior Coordinator was nominated as requested by Company as an easy and direct point of contact should the Company want to contact the Contractor's representative outside the project team. The Project Senior Coordinator is a high level executive within the Contractor's organization with a broad experience ensuring regular contacts, at the Company executive level to monitor the Project's progress and discuss on-going issues

Regular reporting, within Contractor's Power and Grid organization, will be done to ensure that all levels of management are kept informed and to ensure a coordinated and optimized approach

The Project Senior Coordinator provides advice to the ACS Project Manager of the strategies of the CD0501 and CD0534 Contracts as to maximize the benefits for the Company and Contractor. The Project Senior Coordinator will support the interfaces management team and optimizations between projects, all RFP strategies (Civil Works, and Electromechanical, etc.) and implementation and liaison with Company.

The Project Senior Coordinator will participate to the Steering Committee activities, coordination meetings and Contractor Internal Project reviews and will spend half of his time in St-John's.

Also, he is a member of the Labor Relation committee which includes members from the Company, the contractors and the different unions involved in the project. If required once in a while, he will be involved into discussion with Hydro-Quebec and CFLCO as an observer considering that we do not have a direct contract with them. If the contractor needs to be involved with other stakeholders, the Project Senior Coordinator will involve the required contractor representative with these.

19.3 Feedback and Customer Satisfaction Review

Customer satisfaction is one of the objectives of the Contractor's project's strategy. A dedicated chapter addressing the customer satisfaction aspects shall be included in the Agenda of the project's Monthly Progress Meetings.

The Company is invited to provide feedback at all levels of management including at the Project Steering Committee, in which both the Company and the Contractor's top management representatives are involved. The Project Manager will provide reports to the Steering Committee: high level view on progress, eventual issues and corrective actions. The Labrador Transmission Corporation and Contractor's Steering Committee is a fitting vehicle to provide and receive direct feedback from the management of both parties: Company and Contractor.

On an annual basis or as required, a Customer Satisfaction Survey will be done; most of the key players for Company will be invited to fill a questionnaire. This exercise will be realized by the Project Senior Coordinator to insure the confidentiality of the answers/comments. A report will be prepared with actions of improvement.

19.4 Management of Customer Complaints

Should any member of the Contractor’s Project Team receive a complaint, he/she shall immediately inform the ACS Project Manager who will:

- Acknowledge and report immediately the complaint(s) to the Contractor’s management,
- Solve and close the complaint as soon as possible,
- Implement the corrective actions necessary to avoid recurrence of the identified discrepancy,
- Inform those involved about the Corrective Actions
- Seek the Company’s evaluation of the implemented corrective actions

ACT is the Intranet based tool that the Contractor has in place for the management of customer complaints. It stands for Act for Customer Trust. The purpose of that tool is to ensure efficiency in communicating, addressing and solving complaints, aiming to improve customer satisfaction and trust.

20 Communication Management (Internal and External)

20.1 Internal Communication

Contractor intends to communicate internally the progress of the project via several channels including the Contractor’s Altair Internal Website, the Team’s SharePoint site and through email announcements for the Contractor’s Canadian Office employees.

The Project Team will use the iOBeya system for internal team meetings. There will be an iOBeya system located in La Prairie and at the St. John’s Offices.

20.2 External Communication

20.2.1 Company Communication

All Formal and Informal lines of communication between Company and Contractor will be through Aconex following the Communication Matrix Plan.

All Press Releases (PR) that will be issued by Contractor about the Lower Churchill AC Substations Project shall be validated by both the Company and Contractor prior to publication.

CD0502 – Contract Communication Matrix

Communication Type:	Format / Form:	Sent Via:	Sequential Numbering System:	From: (refer section 3.22)	To: (refer section 3.22)	Copy To:
Correspondence between Company and Contractor	Issued under Letter	PDF - Aconex at www.Aconex.com	Sequential Correspondence Numbering System: Contractor: XXX/LCP/0001 Company: LCP/XXX/0001	Company Representative/ Contractor Representative	Contractor Representative/ Company Representative	Contractor Representative/ Company Representative
Correspondence between Company	Issued under Letter	PDF - Aconex at www.Aconex.com	Sequential Correspondence Numbering System:	Company Representative/	Contractor Representative/	Company Project Manager/ Company

and Contractor			Contractor: XXX/AG/0001 Company: AG/XXX/0001	Contractor Representative	Company Representative	Contract Manager
Contract Field Work Order (FWO)	Approved Form	PDF - Aconex at www.Aconex.com	Sequential Numbering System	Company Representative	Contractor Representative	Company Representative/ Company Project Manager/ Company Contract Manager
Change Order/ Request (CHO/CHR)	Approved Form	PDF - Aconex at www.Aconex.com	Sequential Change Request/Order Numbering System	Company Representative/ Contractor Representative	Company or Contractor Representative	Company Representative/ Company Project Manager/ Company Contract Manager
Transmittal (Contract documents including drawings, specifications, HSE, Quality Plans, NCRs, PITPs, TQs, SQs, Daily/ Weekly/ Monthly Progress Reports/ Schedule/etc.)	Transmittal	PDF - Aconex at www.Aconex.com	Sequential Numbering System	Contractor Document Control/ Company Document Control	Company Document Control/ Contractor Document Control	Contractor Representative/ Company Representative
Minute of Meeting	Transmittal	PDF - Aconex at www.Aconex.com	Sequential Numbering System	Company Representative/ Contractor Representative	Contractor Representative/ Company Representative	Contractor Representative/ Company Representative

Organizations for Communication

Title	Name	Address For e-Mail Correspondence:	Address for Correspondence:	Contact Phone:
Contract Project Director	Thierry Martin	Thierry.martin@alstom.com	1400 rue Industrielle, La Prairie, QC, J5R 2E5	Desk : 450-659-8921 #437 Cell : (514) 349-0643
Contractor Project Manager	Daniel De Blois	Daniel.deblois@alstom.com	1400 rue Industrielle, La Prairie, QC, J5R 2E5	Desk : 450-659-8921 #216 Cell : (514) 220-8361
Contractor Contract Manager	Kenza Arab	Kenza.arab@alstom.com	1400 rue Industrielle, La Prairie, QC, J5R 2E5	Desk : 450-659-8921 #308 Cell : (514) 235-8584
Contractor Document Control	Malek Chemam	Malek.chemam@alstom.com	1400 rue Industrielle, La Prairie, QC, J5R 2E5	Desk: 450-659-8921 #480 Cell: N/A