

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

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## 1.0 Scope

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

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

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

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

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

Contractor agrees to all of the following:

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

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

## 2.0 Contractor's Obligations

Contractor Shall:

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

## 3.0 Company Responsibilities

Company shall:

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

Exhibit 13-Attachment 1  
Completed Provincial Benefits Questionnaire  
Agreement Number: CD0501

**ATTACHMENT 1**

**COMPLETED PROVINCIAL BENEFITS QUESTIONNAIRE**

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## 1.0 INTRODUCTION

This questionnaire is used to assess the Provincial Benefits content contained in Bidder's Proposal for the Lower Churchill Project ("LCP").

Bidder is required to respond to the questions/statements outlined in this questionnaire in the format presented in the various sections herein. Accurate information, consistent with Canadian General Standards Board, is imperative. Failure to provide the information required may result in its Proposal being rejected. Information provided is subject to audit by Company. Extracts from this submission will be included in the final agreement with the Successful Bidder.

Company has agreed to a Lower Churchill Construction Projects Benefits Strategy ([http://www.nr.gov.nl.ca/nr/energy/lcp/benefits\\_strategy.pdf](http://www.nr.gov.nl.ca/nr/energy/lcp/benefits_strategy.pdf)) with the Province of Newfoundland and Labrador. This Benefits Strategy outlines all contracting, purchasing, and employment benefits objectives for the LCP. This strategy also outlines Company's commitments to gender equity and diversity. Successful Bidder will be required to undertake a commitment to support gender equity and diversity in the execution of Work on the LCP. All contractors are required to adhere to applicable principles and commitments contained in this strategy.

Company has signed an Impacts and Benefits Agreement ("IBA") with the Innu Nation. This agreement includes obligations relating to employment, training, procurement and workplace policies. The intent of the IBA is to build capacity within the Innu Nation and involve the Innu in the LCP in a significant way. Innu content will be a consideration in the overall evaluation of all bids submitted.

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

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

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

## 2.0 BIDDER'S UNDERSTANDING AND COMMITMENT TO NEWFOUNDLAND AND LABRADOR BENEFITS AND IBA COMMITMENTS

### 2.1 Contracting and Procurement

The LCP is committed to supporting the accrual of benefits for the people of Newfoundland and Labrador, while executing the LCP on an economic basis adhering to competitive business practices. In support of this commitment, Bidder shall work to promote opportunities in Newfoundland and Labrador while maintaining the economic viability of the LCP through application of best value in the acquisition of goods and services. For purposes of this Appendix, best value is defined as a blend of total cost, quality, commitment to safety, technical suitability, credit worthiness, delivery and continuity of supply and services, where total cost is comprised of initial purchase price plus operation and maintenance costs. Within this framework, if successful, Bidder shall with respect to services and Work being performed for the LCP:

- (a) provide suppliers and contractors in Newfoundland and Labrador with full and fair opportunity to participate on a competitive basis in the supply of goods and services;
- (b) become familiar with Newfoundland and Labrador contractor/supplier capabilities, and size and design packages in a manner that recognizes these capabilities;
- (c) make the request for proposal processes, names and locations of key procurement personnel available to potential Newfoundland and Labrador suppliers and contractors where appropriate; and
- (d) require benefits information as part of the request for proposal processes in sufficient detail to assess the benefits to be derived from a proposal, including requiring bidders to complete a Provincial Benefits questionnaire as part of that process.

Bidder is asked to respond to the following:

- 2.1 a) Describe Bidder's experience with implementing local benefits strategies and agreements

*Alstom Grid Canada has performed several turnkey construction projects across Canada and we always try to maximize the local content, when possible and keeping as an objective to provide the best value to the customer.*

*During our recent history of projects across Canada, we have, for example:*

*Hired the engineering subcontractor Cegertec, headquartered in Saguenay, Qc, for a \$100+ million project that we were executing with Rio Tinto Alcan in the same town, in order to maximize local content;*

*In a design & supply project for a 500kV/230kV substation for Manitoba Hydro near Winnipeg, MB, we have subcontracted all the civil design to the local office of Stantec Consulting and we have also purchased large 500kV/230kV autotransformers from the local factory of our competitor CG Power, instead of importing transformers from foreign factories of Alstom Grid, also in order to maximize local benefits;*



*We are currently building 2 substations for a windfarm located in southern Ontario, where the supply of the power transformers (manufactured by Alstom Grid) have to comply with strict local-content requirements and where all site labour has to be resident of the province of Ontario, in order to comply with the Feed-in Tariff (FIT) program's domestic-content requirements, which we have committed to achieve!;*

*In general, on all projects, as we do not self-perform construction (civil, mechanical and electrical), we try to hire construction sub-contractors who have a strong knowledge of the local conditions and an established presence in the area where the project is being executed.*

- 2.1 b) Describe Bidder's procurement policies and procedures that will ensure reasonable advance notice to Newfoundland and Labrador (NL) supply community of all procurement opportunities

*Prior to the issuance of the RFP, we have started to identify key local suppliers and subcontractors that would be invited to work with us during the execution of the project.*

*Most of the procurement opportunities for Newfoundland and Labrador suppliers and subcontractors are related to the construction aspects of the project, as construction represents a very large portion of the material and services that will be outsource to execute the project.*

*We have already obtained quotes and identified some key local subcontractors for work to be performed at all 4 sites. Immediately at the start of the project, we will establish a project office in St. John's. The local project manager working out of St. John's will also act as the civil works manager for the project and part of his mandate will be to develop close relationships with subcontractors and sub-subcontractors months before the beginning of site works to ensure that we work closely with the local suppliers and subcontractors toward the successful completion of the project.*

- 2.1 c) Describe Bidder's familiarities with NL contractor/supply capabilities. If Bidder is not currently familiar with these capabilities, describe proposed steps to ensure familiarity

*We have maximized our presence in Newfoundland and Labrador during the preparation of this tender, with the clear objective of familiarizing ourselves with the potential contractors and suppliers of Newfoundland and Labrador and ensure that they would be given a fair chance to work with us during the project.*

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*The relationships will be strengthened once the project will be awarded, as Alstom is committed to give the chance to all qualified local subcontractors to work on the project.*

## 2.2 Employment

A hiring protocol, consistent with the Canadian Charter of Human Rights and Freedoms, has been established for the LCP as outlined below.

For work at the Generation Site (Muskrat Falls hydroelectric generating facility, HVac transmission line within Labrador) the protocol is as follows:

- Qualified and Experienced Members of Innu Nation
- Qualified and Experienced Residents of Labrador
- Qualified and Experienced Residents of Newfoundland
- Qualified and Experienced Canadians
- Qualified and Experienced Non-Canadians

For work on the HVdc Transmission system on the island portion of Newfoundland and Labrador the protocol is as follows:

- Qualified and Experienced Residents of Newfoundland and Labrador
- Qualified and Experienced Canadians
- Qualified and Experienced Non-Canadians

Bidder is asked to respond to the following:

2.2 a) Describe Bidder's familiarity with the Newfoundland and Labrador workforce

*Through various meetings held with local contractors, as well as the opportunity given by Nalcor/SNC to meet with representatives of the IBEW in May, we were able to familiarize ourselves on the local workforce, in order to determine how to have sufficient qualified resources to work on this large project.*

*We had already a good knowledge of the local environment, through other projects executed in the province, but the difficulty arises on the Lower Churchill Project from the magnitude of our work package and the simultaneous execution of other packages of the same project.*

*We will privilege work executed by local subcontractors, in order to benefit from their knowledge and use of local workforce, but all subcontractors (local and out-of-province) will be required to have a good knowledge of the local workforce to execute any work on behalf of Alstom Grid.*

2.2 b) Describe Bidder's human resource policies that will optimize NL employment benefits

*Most of the employment opportunities for Newfoundland and Labrador workers will be for construction. We will require all subcontractors hired to work for Alstom Grid to strictly adhere to the hiring priorities listed in the Labour Agreements.*

*Furthermore, several of our internal positions to be filled for this project will be in Newfoundland and Labrador, (local project office, site managers, field engineers, etc.). We are planning to hire qualified local workers in priority and whenever possible, to fulfill these positions.*

### **2.3 Gender Equity and Diversity**

Gender equity and diversity plans are being developed. These plans will address employment equity, including access to employment opportunities for qualified members of under-represented groups. For the purpose of this document, under represented groups are defined as women, aboriginal people, persons with disabilities and visible minorities.

Bidder is asked to respond to the following:

- 2.3 a) Does Bidder have gender equity and diversity plans? If so, describe Bidder's policies, including harassment and discrimination policies that support gender equity and diversity.

*Alstom has a worldwide policy titled "Equal Employment Opportunities and Diversity", issued by the company's Senior Vice President for Human Resources.*

*The policy states that Alstom Grid is to provide equal opportunities to all employees and applicants for employment without regard to race, gender, racial or ethnic origin, age, national origin, religion, health or disability, sexual preference, political and philosophical opinions, trade union membership, or other characteristics protected by applicable law, aiming to encourage a diverse workforce within the company which reflects global markets served by Alstom Grid and the communities in which we operate.*

*All our managers are responsible to ensure that they understand and comply with this policy, as well as ensuring compliance by employees.*

- 2.3 b) Does Bidder's human resource policies enable the voluntary identification of members of under represented groups.

*Yes, our HR department is responsible for monitoring and reporting that policies relevant to Equal-Employment Opportunities are strictly followed.*

### **2.4 Benefits Reporting**



Company will be required to monitor and report on certain LCP activities relating to employment and procurement. To assist in this effort, Successful Bidder will be required to submit data reports on a monthly basis regarding employment and expenditures. Company will provide a mechanism for submitting this information.

Employment data reporting is required for direct labour associated with the Work, as follows:

1. Labour performed at the hydro-electric generating station located at Muskrat Falls plus HVac transmission.
2. Direct labour associated with the construction of a HVdc system comprised of high voltage overhead lines from central Labrador to Soldiers Pond or vicinity on the Island of Newfoundland.

It does not include labour associated with procured or manufactured items. Information collected will include the workforce to be broken out by occupation, work location, residency of worker, aboriginal affiliation and gender. Category classifications will be provided by Company.

Expenditure data will also be collected. This will include total value of goods and services purchased from business within the Province of Newfoundland and Labrador as well as value of goods and services purchased from Innu businesses.

Bidder is asked to respond to the following:

- 2.4 a) Indicate Bidder's previous experience at capturing employment and expenditure data as they relate to local benefits monitoring.

*A good example of our experience at capturing local employment and expenditure data is the execution of turnkey substation projects that we are performing in Ontario for windfarm projects that are compliant with the Feed-in Tariff (FIT) Program's Domestic-Content Requirements.*

*In these projects, we are keeping track of all office and site hours worked individually, in order to monitor and report the number of hours worked by residents of Ontario for different tasks (consulting services and on-site construction).*

*We also have to monitor the supply and manufacturing process of some key components, mainly related to the power transformers, to guarantee that some tasks are performed in Ontario.*

*This process is subject to an audit by the Ontario Power Authority and is intended to monitor local benefits of the project.*

- 2.4 b) Identify who, within Bidder's organization, will be responsible for benefits monitoring and reporting.

*The local project manager will compile all the data, in a joint effort with the sourcing team and the site manager. This will be communicated to the project director.*

### 3.0 Impacts and Benefit Agreement with Innu Nation

The IBA with the Innu Nation includes obligations relating to employment, training, procurement and workplace policies. The intent of the IBA is to build capacity within the Innu Nation and involve the Innu in the LCP in a significant way. Innu content will be a consideration in the overall evaluation of all bids submitted.

It is on this basis that Bidder is to respond to the following:

3.0 a) Is the Bidder registered as an Innu business with the Innu Business Development Centre (IBDC)?

*No*

3.0 b) List any intended subcontractors/suppliers that are currently IBDC registered Innu businesses.

*Alstom Grid intends to use Innu subcontractors for some activities to be performed on the two sites in Labrador. As an example, The Iskueteu/Cahill partnership may be used for the building's electrical systems. We would also consider local Innu partners for site security and first aid services at Forteau Point, for example, as well as various non-specialized tasks to be performed on the two sites.*

3.0 c) Identify who, within Bidder's organization, will be responsible for benefits monitoring and reporting and communication of procurement opportunities to the IBDC.

*The local project manager will be responsible to monitor and report all potential business opportunities to the Innu Business Development Centre. For the sites in Labrador, we will give priority, when economically viable, to local Innu businesses.*

3.0 d) Identify the number, if any, of personnel submitted with this bid who are members of the Innu Nation.

*Alstom Grid Canada currently does not have employees members of the Innu Nation.*

3.0 e) Provide information relating to commitments to Innu content, including employment of Innu, Subcontracts to Innu businesses, training opportunities for Innu, and other benefits for Innu, Innu businesses or Innu communities.

*At the moment of submitting this offer, Alstom Grid has not made any commitments to Innu content. However, for the sites in Labrador, our local team will ensure that local Innu communities and businesses are given a fair chance to work on the project. We have also requested our main Subcontractors to privilege Innu content when possible.*

**4.0 NEWFOUNDLAND AND LABRADOR BENEFITS CONTENT - PERSON HOUR ESTIMATE**

Bidder is required to provide, where applicable, an estimate of the direct labour (in person hours) used to complete the Work. Information should be categorized in terms of work location and residency of the workers, as outlined in the tables below.

Bidder is asked to complete the following:



4.0 a) Employment Estimate by Residency (internal Alstom Grid labour only)

Employment Category	NL	Other Canada	Foreign	Total
Management	2.2%	10.9%	6.3%	19.4%
Engineering		25.2%	11.4%	36.6%
Procurement and Contracting		8.2%	2.6%	10.8%
Construction and Assembly	6.7%	26.6%		33.3%
Other				
<b>Total</b>	<b>8.9%</b>	<b>70.9%</b>	<b>20.2%</b>	<b>100%</b>

4.0 b) Employment Estimate by Location of Work

Employment Category	Labrador	Island of Newfoundland	Other Canada	Foreign	Total
Management		2.2%	10.9%	6.3%	19.4%
Engineering			25.2%	11.4%	36.6%
Procurement and Contracting			8.2%	2.6%	10.8%
Construction and Assembly	16.5%	16.6%			33.3%
Other					
<b>Total</b>	<b>16.5%</b>	<b>16.6%</b>	<b>44.3%</b>	<b>20.2%</b>	<b>100%</b>

5.0 NEWFOUNDLAND AND LABRADOR BENEFITS CONTENT - EXPENDITURE ESTIMATE

Bidder is required to provide an estimate of the expenditure percentages associated with the Work. Information should be categorized as Newfoundland and Labrador, Other Canadian and Foreign Content using the Expenditure Table below.

Bidder is asked to complete the following:

5.0 a) Expenditure Estimate Table

	NL	Other Canadian	Foreign	Total
Materials and Equipment		10.3%	28.4%	38.7%
Direct Labour	1.8%	2.2%	1.0%	5.0%
Services	25.4%	30.3%	0.6%	56.3%
Overhead and Profit				
Other				
<b>Total</b>				<b>100%</b>

*Note: The percentages indicated in sections 4.0a), 4.0b) and 5.0a) are only estimated made by Alstom at the moment of submitting its original offer in June 2013. The amounts for services and labour were therefore based on the original scope, with all civil works included at all four sites (including indoor transition compounds), and no longer apply to the revised scope.*

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