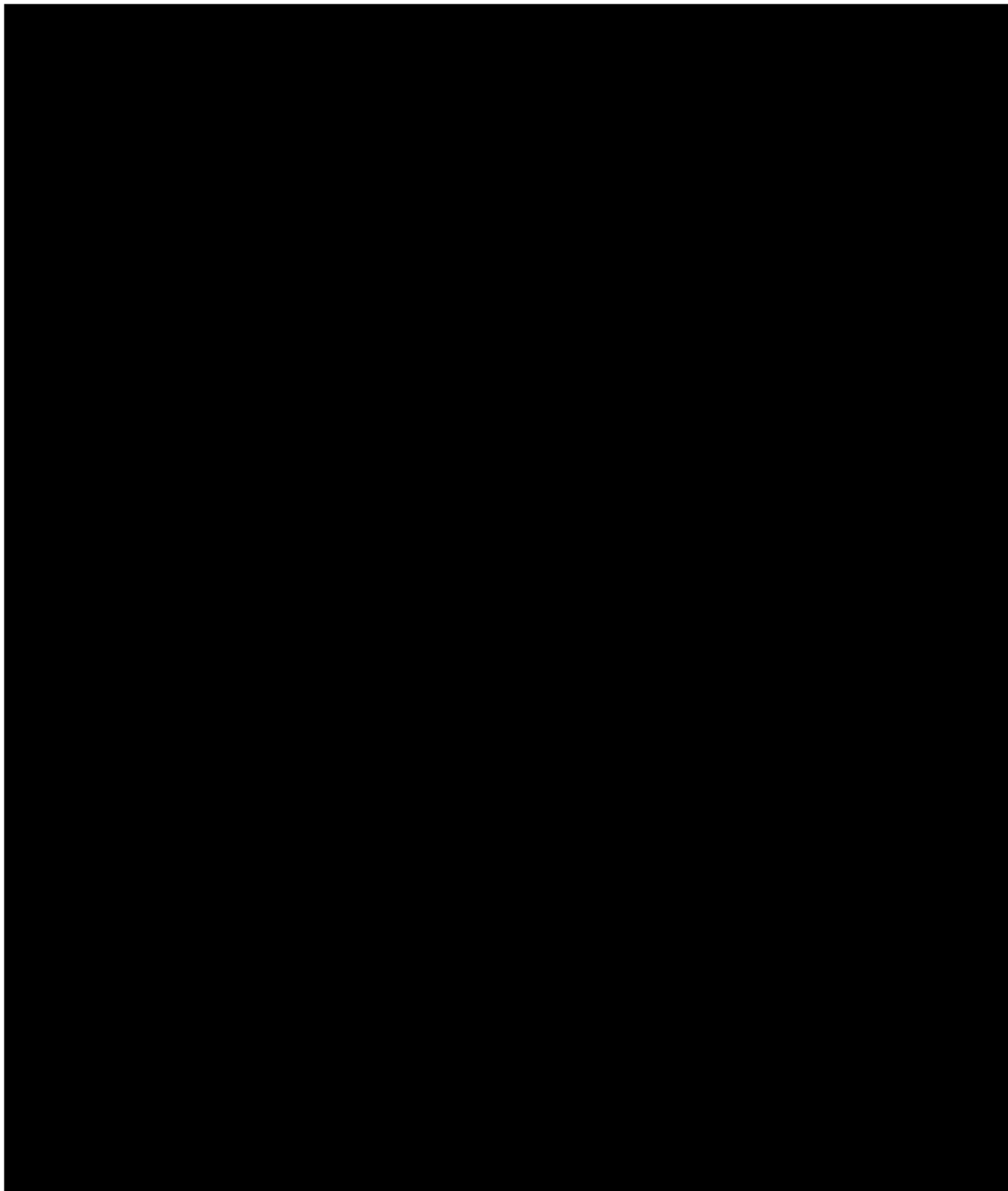
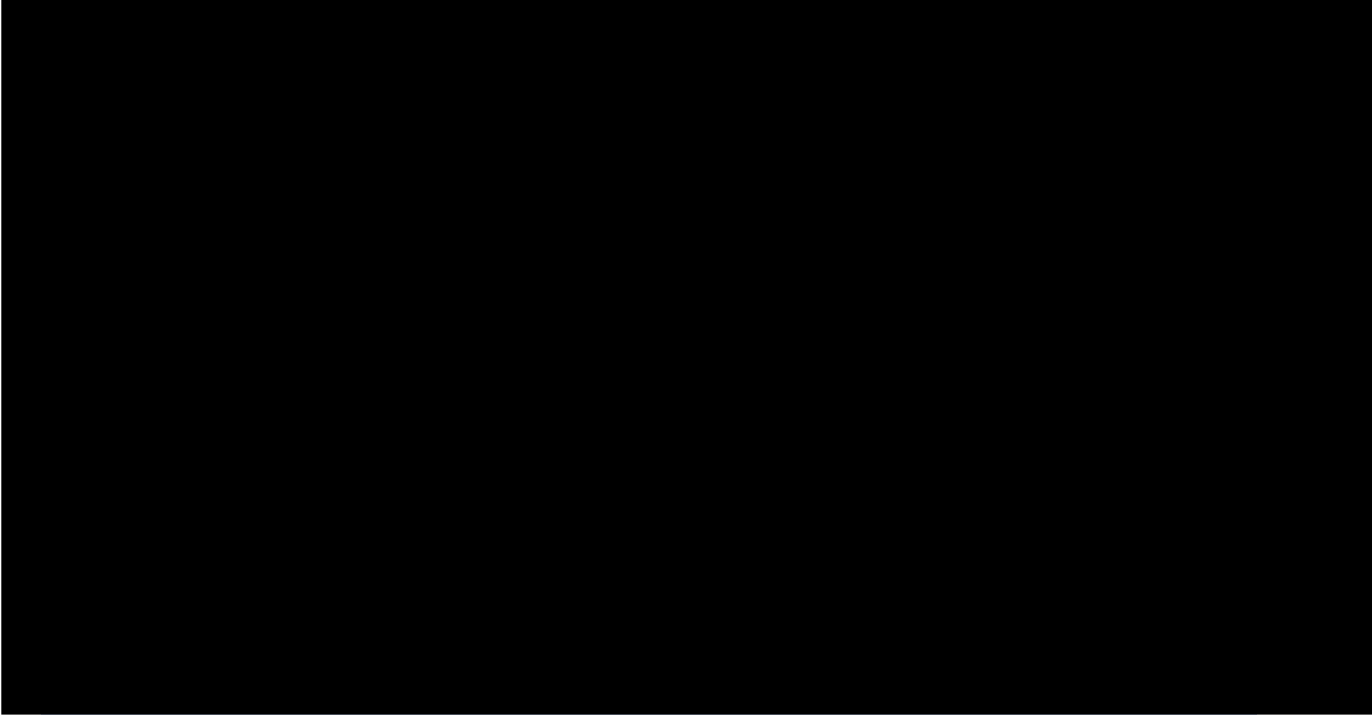


From: [Stanley, Todd](#)
To: [Bown, Charles W.](#)
Cc: [Pelletier, Randy](#); [McConnell, Meaghan](#); [Quigley, Chris](#); [Morris, Paul J.](#)
Subject: RE: NL IGA
Date: Tuesday, November 12, 2013 9:38:27 AM





From: Stanley, Todd
Sent: Thursday, October 31, 2013 12:05 PM
To: Bown, Charles W.
Subject: Fw: NL IGA

Sent from my BlackBerry 10 smartphone on the Bell network.

From: Lazarus, Rhonda
Sent: Monday, October 28, 2013 1:09 PM
To: 'Stanley, Todd'; Bertoldi, Linda; Morris, Paul J.; Fowler, Bruce
Cc: Parsons, Paul O; Pelletier, Randy; Quigley, Chris; amanzer@casselsbrock.com; Boudreau, Anne: IC; Kapoor, Anoop; Krupski, Joseph
Subject: RE: NL IGA

Good morning all.

Prior to convening a conference call, we have the following preliminary comments on the draft for your consideration:

1. We have moved para. 5(i) definition of “costs” to the definitions schedule.
2. With respect to para. 5(ii)(b) (now (i)(b)), we are concerned that the decision as to whether an Indemnifiable Event is “required as a consequence” is left entirely to the subjective decision of NL. We propose, therefore, qualifying the paragraph by adding the following proviso:
Provided that:
 - i. *NL has given Canada prior written notice of such required action;*
and
 - ii. *Canada, acting reasonably, agrees that the action was required as a consequence of a regulatory decision or regulatory change made by Canada.*

Disputes in this regard would be referred to an arbitration process and a draft paragraph is included for your review.

3. We have bracketed para. 5(i)(c) and would appreciate an explanation of how the formal agreements or guarantee agreements might require NL to take some regulatory action that would impact rate recovery.
4. The first paragraph of section 6 is acceptable.
5. The second paragraph of section 6 is not acceptable. We do not agree that your proposal is suitable for this project.

We have revised your October 2nd draft accordingly.

Once you have had an opportunity to review, please let us know if you wish to discuss.

Regards,

Rhonda Lazarus

Senior Counsel/Avocate conseil

Commercial Law Section/Section du droit commercial

Business and Regulatory Law Portfolio/Portefeuille du droit des affaires et du droit réglementaire

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From: Stanley, Todd [<mailto:toddstanley@gov.nl.ca>]

Sent: 2013-Oct-02 8:49 AM

To: Lazarus, Rhonda; Bertoldi, Linda; Morris, Paul J.; Fowler, Bruce

Cc: Parsons, Paul O; Pelletier, Randy; Quigley, Chris; amanzer@casselsbrock.com; Boudreau, Anne; IC; Kapoor, Anoop; Krupski, Joseph

Subject: RE: NL IGA

Attached please find our revised draft of the NL IGA. The only significant change from our discussions is the addition of provisions in Clause 6 relating to the Province having indemnification of Canada as an alternate option to completion where completion no longer makes economic sense.

In anticipation of discussions on this, is it possible we could meet while some individuals are here as part of Nalcor's RFF review?

Todd Stanley
Assistant Deputy Minister – Courts and Legal Services
Department of Justice
Government of Newfoundland and Labrador
t.709.729.2880 f.709.729.2129

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