

From: [Xeno Martis](#)
To: [Manzer, Alison](#); [Pelletier, Randy](#); "JamesMeaney@nalconenergy.com"
Cc: [Alexandre Gagnon](#); [Martin, Craig](#); GBennett@nalconenergy.com; [Bown, Charles W.](#); [Nikolay Argirov](#)
Subject: RE: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]
Date: Monday, July 28, 2014 3:52:35 PM
Attachments: [image002.gif](#)
[image003.gif](#)
[image005.gif](#)
[image006.jpg](#)
[mwh-signed.pdf](#)
[qc-ie-consent.pdf](#)

Alison,

As per our exchanges of emails last week, attached you will find the NL IE Reliance Letter executed by the ProjectCos and MWH and the Canada Acknowledgement and Consent Letter executed by the ProjectCos.

I would be grateful if you could request Canada to execute the Canada Acknowledgement and Consent Letter and return same to me.

Many thanks,

Xeno

—

Xeno Martis | Partner

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Fasken Martineau DuMoulin S.E.N.C.R.L., s.r.l.
800 Place Victoria, Bureau 3700, Montréal, Québec H4Z 1E9



From: Manzer, Alison [mailto:amanzer@casselsbrock.com]
Sent: July-25-14 1:57 PM
To: Pelletier, Randy; Xeno Martis; 'JamesMeaney@nalconenergy.com'
Cc: Alexandre Gagnon; Martin, Craig
Subject: Re: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]

[REDACTED]

Sent from my BlackBerry 10 smartphone on the Rogers network.

From: Pelletier, Randy
Sent: Friday, July 25, 2014 2:54 PM
To: 'xmartis@fasken.com'; Manzer, Alison; 'JamesMeaney@nalconenergy.com'
Cc: 'agagnon@fasken.com'; Martin, Craig
Subject: Re: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]

We are done!
Department of Justice
Government of Newfoundland and Labrador

P.O.Box 8700
St.John's, NL
Canada
A1B 4J6

From: Xeno Martis [<mailto:xmartis@fasken.com>]
Sent: Friday, July 25, 2014 03:07 PM Newfoundland Standard Time
To: 'amanzer@casselsbrock.com' <amanzer@casselsbrock.com>; Pelletier, Randy;
'JamesMeaney@nalcoreenergy.com' <JamesMeaney@nalcoreenergy.com>
Cc: Xeno Martis <xmartis@fasken.com>; Alexandre Gagnon <agagnon@fasken.com>
Subject: Re: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]

As my father would say (in Greek, of course) "From your mouth and into God's ear!".

Xeno

From: Manzer, Alison [<mailto:amanzer@casselsbrock.com>]
Sent: Friday, July 25, 2014 01:33 PM Eastern Standard Time
To: Xeno Martis; Pelletier, Randy <randypelletier@gov.nl.ca>; James Meaney
<jamesmeaney@nalcoreenergy.com>
Subject: Fw: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]

Hopefully this finishes this.

Sent from my BlackBerry 10 smartphone on the Rogers network.

From: Krupski, Joseph
Sent: Friday, July 25, 2014 2:28 PM
To: Manzer, Alison; Kapoor, Anoop; Boudreau, Anne: IC
Subject: RE: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]

Joe

From: Manzer, Alison [<mailto:amanzer@casselsbrock.com>]
Sent: July-25-14 12:52 PM
To: Kapoor, Anoop; Krupski, Joseph; Boudreau, Anne: IC
Subject: Fw: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]

Let me know if this does the trick.

Sent from my BlackBerry 10 smartphone on the Rogers network.

From: Pelletier, Randy
Sent: Friday, July 25, 2014 1:10 PM
To: 'JamesMeaney@nalcoreenergy.com'; Manzer, Alison; 'xmartis@fasken.com'
Cc: Martin, Craig; PHarrington@lowerchurchillproject.ca; Alexandre Gagnon
Subject: RE: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]

Jim,

We have reviewed the definition of Work in the IE agreement and wish to advise that it is not our objective to have the right to request the IE to conduct Work as defined in the agreement. Our objective in Section 4 is secure the ability to ask questions and seek information of the IE. Acceptable language for my client is as follows:

4. the Province shall have the right to ask the Contractor questions AND to seek clarifications and information from the Contractor during and between any meetings, site visits and conference calls referred to in paragraph 2 above and Canada shall be copied on any written communications and included in any meetings and conference calls in which such QUESTIONS, clarification or information is sought. The Province does not have the right to direct or request the Contractor to undertake or perform any Work or services.

Randy

Department of Justice
Government of Newfoundland and Labrador
P.O. Box 8700
St. John's, NL
A1B 4J6

Tel: 709-729-1339
Fax:709-729-2129

From: JamesMeaney@nalcoreenergy.com [<mailto:JamesMeaney@nalcoreenergy.com>]
Sent: Thursday, July 24, 2014 6:44 PM
To: Pelletier, Randy; 'amanzer@casselsbrock.com'; 'xmartis@fasken.com'
Cc: Martin, Craig; PHarrington@lowerchurchillproject.ca
Subject: Re: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]

It's the scope of work from the IE agreement

Sent from my BlackBerry 10 smartphone on the Bell network.

From: Pelletier, Randy
Sent: Thursday, July 24, 2014 5:43 PM
To: 'amanzer@casselsbrock.com'; 'xmartis@fasken.com'; 'JamesMeaney@nalcoreenergy.com'
Cc: Martin, Craig; 'PHarrington@lowerchurchillproject.ca'
Subject: Re: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]

PS can someone send us the definition of "Work" as we don't seem to have it handy.

Thanks
Department of Justice
Government of Newfoundland and Labrador
P.O.Box 8700
St.John's, NL
Canada
A1B 4J6

From: Pelletier, Randy
Sent: Thursday, July 24, 2014 04:58 PM Newfoundland Standard Time
To: 'Manzer, Alison' <amanzer@casselsbrock.com>; Xeno Martis <xmartis@fasken.com>;
JamesMeaney@nalcoreenergy.com <JamesMeaney@nalcoreenergy.com>
Cc: Martin, Craig; PHarrington@lowerchurchillproject.ca <PHarrington@lowerchurchillproject.ca>
Subject: RE: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]

We are proposing the following. Our adds are capitalized and strike through.

Just to give some context, the Province fully understands that we have no ability to direct the IE with respect to the scope of the work they are doing as that could cause a conflict as they are the IE for Canada. However, we are concerned that if we ask them a question (or seek a clarifications) that this may considered Work and therefore they would not be able to do so.

We are not trying to be difficult here, just trying to get meaningful access. If the wording is too restrictive so that we cannot get access to fully understand what information they are gathering, what they are doing with that information and the results of their analysis then we will not have been provided such meaningful access.

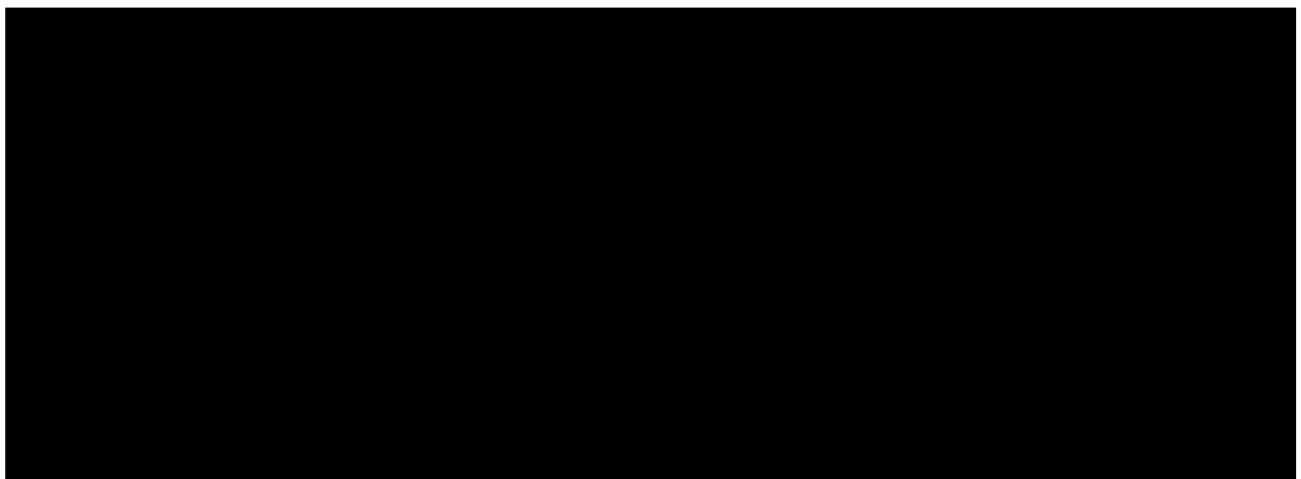
Appreciate the effort here and hopefully we can bottom out on this very soon as we are running out of time.

Randy

Department of Justice
Government of Newfoundland and Labrador
P.O. Box 8700
St. John's, NL
A1B 4J6

Tel: 709-729-1339
Fax:709-729-2129

From: Manzer, Alison [<mailto:amanzer@casselsbrock.com>]
Sent: Thursday, July 24, 2014 12:58 PM
To: Xeno Martis; JamesMeaney@nalcoreenergy.com
Cc: Pelletier, Randy; Martin, Craig; PHarrington@lowerchurchillproject.ca
Subject: RE: NL IE reliance letter signed by ProjectCo's [IWOV-Legal.FID1640195]



**Alison Manzer**

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From: Xeno Martis [<mailto:xmartis@fasken.com>]
Sent: Thursday, July 24, 2014 9:51 AM
To: JamesMeaney@nalcenergy.com
Cc: Pelletier, Randy; Martin, Craig; Manzer, Alison; PHarrington@lowerchurchillproject.ca
Subject: RE: NL IE reliance letter signed by ProjectCo's

Thanks Jim.

We also need the signature pages to the Canada Acknowledgement and Consent Letter. For convenience, I am re-attaching it.

I will attach the signature pages you just sent to me to the revised NL IE Reliance Letter once we get Canada's sign off.

Best,

Xeno

Xeno Martis | Partner

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From: JamesMeaney@nalcenergy.com [<mailto:JamesMeaney@nalcenergy.com>]
Sent: July-24-14 9:25 AM
To: Xeno Martis
Cc: Pelletier, Randy; Martin, Craig; Manzer, Alison; PHarrington@lowerchurchillproject.ca
Subject: Fw: NL IE reliance letter signed by ProjectCo's

Sent from my BlackBerry 10 smartphone on the Bell network.

From: Gilbert Bennett <GBennett@nalcenergy.com>
Sent: Thursday, July 24, 2014 10:03 AM
To: Paul Harrington; James Meaney
Subject: Fw: Scanned documents as requested

Paul/Jim:

Attached is the signed letter for MWH - pls take it from here...

Regards,

Gilbert



Gilbert J. Bennett, P. Eng., FCAE
Vice President
Lower Churchill Management Corporation
a Nalcor Energy company
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----- Forwarded by Gilbert Bennett/NLHydro on 07/24/2014 10:02 AM -----

From: Lorie O'Halloran/NLHydro
To: Gilbert Bennett/NLHydro@NLHydro,
Date: 07/24/2014 09:43 AM
Subject: Scanned documents as requested

(See attached file: doc20140724094245.pdf)

Lorie O'Halloran
Communications Coordinator
PROJECT DELIVERY TEAM
Lower Churchill Project
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