

FORM OF INDEPENDENT ENGINEER CERTIFICATE

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<p>1</p> <p>Capitalized terms not defined herein have the meanings ascribed thereto in the Contract and the First Amending Agreement to the Hydroelectric Contract Initiative (Exhibit J-1).</p> <p>Note that the IESO may ask the Supplier for additional documents beyond the required documents/information listed in this certificate.</p>	<p>Submit by E-mail (PDF with signature) to:</p> <p style="text-align: center;">contract.management@ieso.ca</p> <p>Date: _____</p>
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2	Legal Name of Supplier:	
	Facility Name:	
	Contract Title:	(the "HCI Contract")
	Contract Date:	
	First Amending Agreement Title:	
	First Amending Agreement Date:	
	Legal Name of Independent Engineer:	
	Project Commercial Operation Date ("PCOD"):	

3	<p>WHEREAS the First Amending Agreement to the Hydroelectric Contract Initiative (Exhibit J-1) between the Supplier and the IESO dated as of:</p> <p>_____</p> <p>provides that the Upgraded Facility will be deemed to have achieved Project Commercial Operation at the point in time when, the IESO confirms that the Supplier has met certain conditions including receiving a certificate (this "Certificate") addressed to it from an Independent Engineer containing certain statements with respect to the Facility (including the Upgraded Facility);</p> <p>AND WHEREAS</p> <p>_____ ("the Undersigned")</p> <p>acts as the Independent Engineer for the purposes of delivery of this Certificate;</p> <p>NOW THEREFORE, THE UNDERSIGNED CERTIFIES to the IESO, and acknowledges that the IESO is relying on this Certificate, that:</p> <p>(i) the Undersigned continues to meet the qualifications for acting as the independent Engineer under the Agreement and as approved by the IESO in the Approval Form for Independent Engineer dated:</p> <p>_____ ;</p> <p>(ii) the Upgraded Facility has been completed in all material respects, excepting punch list items that do not materially and adversely affect the ability of the Upgraded Facility to operate in accordance with the Agreement (Exhibit J-1);</p> <p>(iii) the Connection Point of the Upgraded Facility is that as set out in the HCI Contract Cover Page; and</p> <p>(iv) the Upgraded Facility has been constructed, connected, commissioned and synchronized to the IESO-Controlled Grid, a Distribution System or a Host Facility, as applicable, and is substantially available to Deliver Electricity (90% of the Contract Capacity) in compliance with Good Engineering and Operating Practices and Laws and Regulations.</p>
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SIGNED this _____ day of _____, 20 ____.

Per: _____

Name: _____

Title: _____

Professional Engineer Stamp of Signing Engineer: