

Question 53: (Translated from French)

In the document « Call for tenders A/O 2009-02, in Section 1.3.1.2 Block resulting from community projects », it is mention that the local community is defined as including one of the following constituent: - An RCM; - A local municipality; - A cooperative where the majority of members reside in the administrative region where the community project is located; - A group of legally constituted natural persons held and controlled by members or shareholders mostly residing in the administrative region where the community project is located.

- 1) If several RCM and/or municipalities, from the same administrative region, want to come together to form an intermunicipale board, which would eventually partner with a wind developer, would this board be recognized as a constituent of the local community for a project situated in one or the other municipalities and/or RCM of this administrative region?
- 2) If yes, and given the last paragraph of Section 2.2.3 Interest in the capitalization and control of the project: does the intermunicipale board must be formally filed prior to the submission of the bid(s) or would proofs that steps have been for the establishment of the intermunicipale board be sufficient for the submission of bids on May 19, 2010?

Answer 53:

- 1) An intermunicipale board will be recognized as a community, as define in Section 1.3.1.2 of the call for tenders document.

However, as mentioned in Section 5.1 of the Bid form, the structure pertaining to the bidder, the entities involved (which includes the RCM and/or the municipalities and/or the private developer) and their roles must be described in the bid. Hydro-Québec Distribution reserves the right to disqualify any bidder that makes substantial changes to the proposed legal structure should such changes entail a change in the entities involved, their roles or interest.

- 2) As mentioned in the last paragraph of Section 2.2.3 of the call for tenders, the bidder is not required to formally establish the partnership prior to the submission of the bid(s). However, the bidder must include, in Section 5.1 of the Bid form, the partnership agreement that has been reached as well as a resolution from the concerned parties confirming its partnership for the construction and operation of the project being proposed and its agreement to set up a entity in accordance with the requirements of the bid if the latter is retained. The resolutions must indicate the commitment by the concerned parties to form the intermunicipale board.

The intermunicipale board must be constituted at the time of signing the electricity supply contract, if the bid is retained.