



Independent Electricity
System Operator

1600 – 120 Adelaide Street West
Toronto, ON M5H 1T1

www.ieso.ca

July 2, 2015

Mr. James Klujber
Chief Operating Officer
Wellington North Power Inc.
290 Queen Street West, P.O. Box 359
Mount Forest, ON, N0G 2L0

RE: Conditional Approval of CDM Plan

Dear Mr. Klujber:

We acknowledge receipt of the CDM Plan submitted by Wellington North Power Inc. on April 30, 2015 and updated on June 4, 2015, June 5, 2015 and June 30, 2015 (CDM Plan #: 201504300073) (the “**Proposed CDM Plan**”). The Proposed CDM Plan is submitted under section 2.1(a) of the Energy Conservation Agreement between the Independent Electricity System Operator (previously, Ontario Power Authority) (“**IESO**”) and Wellington North Power Inc. dated December 16, 2014 (the “**Energy Conservation Agreement**”).

The Ontario Power Authority merged with the IESO on January 1, 2015. The amalgamation is effected by amendments to the *Electricity Act, 1998* enacted under *Bill 14, Building Opportunity and Securing Our Future Act (Budget Measures), 2014*. See www.ieso.ca.

Terms used in this letter that are defined in the Energy Conservation Agreement will have the meanings given to them in the Energy Conservation Agreement.

Subject to the exceptions set out below, the IESO approves the Proposed CDM Plan (the “**CDM Plan**”) pursuant to section 2.1(b) of the Energy Conservation Agreement on the following terms and conditions:

- 1) The CDM Plan comprises the updated version of the documents submitted by the LDC set out at Schedule “A” and includes, for certainty, any responses to information requests;

- 2) The LDC acknowledges and agrees that no approval is being granted in respect of the assumptions made by the LDC in Section G of the “Overview of CDM Plan”;
- 3) The Program Rules that apply to each of the approved Programs are those in effect as of the Program Start Date set out in the CDM Plan;
- 4) Except as otherwise agreed to in writing with the IESO, the LDC will only accept applications under the Energy Conservation Agreement as of the applicable Program Start Dates set out in the CDM Plan;
- 5) The LDC will not accept applications under a Registered Initiative (as defined in the 2011-2014 Master CDM Program Agreement between the IESO and LDC, dated January 1, 2011) on or after the applicable Program Start Date of its successor Program under the Energy Conservation Agreement;
- 6) The IESO does not approve any of the proposed Programs set out in the CDM Plan, including, without limitation, any proposed regional or local CDM Programs or pilot Program (each a “**Proposed Program**” and collectively, the “**Proposed Programs**”). For certainty, the LDC is not entitled to receive any funding under the Energy Conservation Agreement, including, without limitation, reimbursement for Eligible Expenses relating to a Proposed Program that are incurred before such Proposed Program is approved;
- 7) In respect of the Proposed Programs:
 - a) the Program Start Dates for each respective Proposed Program are deleted. If the IESO approves a Proposed Program, the Program Start Date will be determined at the time of such approval;
 - b) in the case of a Proposed Program that is approved subsequent to the date of this letter, the LDC will submit a proposed amendment to the CDM Plan within 60 days of such approval reflecting the IESO’s approval;
 - c) in the case of a Proposed Program that is rejected, the LDC will submit an amended CDM Plan within 60 days of such rejection indicating how that portion of the LDC’s CDM Plan Target assigned to the Proposed Program will be achieved through approved Programs, proposed regional or local CDM Programs, or pilot Programs; and
 - d) the LDC shall submit an amended CDM Plan to allocate any “unassigned target” to an approved Program before initiation of the Mid-Term Review;
- 8) The LDC acknowledges and agrees that its implementation of the CDM Plan is based on its own assessment of its CDM Plan Target and CDM Plan Budget; and
- 9) The LDC consents to the disclosure by the IESO of this letter and the LDC’s CDM Plan in its entirety, including, without limitation, to the public, except for Anticipated Annual Budgets for Proposed Pilots or Programs.

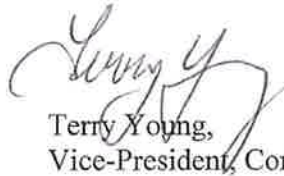
Please confirm your agreement to the above-noted terms and conditions by countersigning this letter and returning a copy to the IESO. For certainty, if the LDC does not countersign and return this letter to the IESO, the CDM Plan approval will not be effective.

This approval may be signed and delivered by original or by email transmission and executed in any number of counterparts, and each executed counterpart will be considered to be an original. All executed counterparts taken together will constitute one agreement.

Should you have any questions or concerns, please do not hesitate to contact your Business Development contact Abdi Mohamed at 416-969-6589.

On behalf of the IESO, I would like to congratulate you on reaching this important milestone. We look forward to working with you to help achieve your target.

Sincerely,



Terry Young,
Vice-President, Conservation & Corporate Relations

cc: Judith Rosebrugh, President and CEO, Wellington North Power Inc.
Richard Bucknall, Regulatory Compliance and Administrative Manager, Wellington North Power Inc.

The undersigned hereby acknowledges and agrees to the terms and conditions set out in this letter:

WELLINGTON NORTH POWER INC.

By:  Date: July 03, 2015
Name: James Klyber
Title: Chief Operating Officer

SCHEDULE "A"

#	File	File Name	Date Submitted
1	Updated CDM Plan	20150630 CDM Plan Template Final v2_01202015	June 30, 2015
2	Signed Authorization Form dated April 30, 2015	Signature Page	April 30, 2015
3	Updated Cost Effectiveness Tool	20150604 WNP_IESO CDM EE Cost Effectiveness Tool Final v2_01202015	June 4, 2015
4	Updated Achievable Potential Calculator	20150604 IESO Achievable Potential Calculator Final v2_01202015	June 4, 2015
5	Information Request Response	CDM Plan Review - Comments	June 5, 2015
6	Supporting Documentation – CDM Plan supporting documentation	Master CDM Planning_FINAL 20150426	April 30, 2015
7	Supporting Documentation – CDM Plan supporting documentation	Wellington North Power Inc._2015-2020 Conservation Plan 20150430_v0.1	April 30, 2015