**SUBMIT BY EMAIL (PDF WITH SIGNATURE) TO CONTRACT MANAGEMENT:**

standardoffer@ieso.ca

Capitalized terms not defined herein have the meaning ascribed thereto in the RESOP Contract.

| **Date** | insert date |
| --- | --- |
| **Legal Name of Generator** | insert legal name of Generator |
| **RESOP Contract Identification #** | insert FIT Contract ID # |
| **Contract Date** | insert Contract Date |
| **RESOP Contract,** **as amended** | [ ]  Version 2.0 [ ]  Version 2.0, as amended by the 2009 Advanced RESOP FIT Agreement (“ARFA”) [ ]  Version 2.0, as amended by the 2010 Advanced RESOP FIT Agreement (“ARFA”) |
| **Commercial Operation Date** | insert Commercial Operation Date |

**RECITALS:**

1. The Generator and the IESO are parties to a Renewable Energy Standard Offer Program (RESOP) Contract dated as of the Contract Date, and with the RESOP Contract Identification # as set out above (the “**RESOP Contract**”); and
2. The RESOP Contract provides that, provided there is not a Generator Event of Default that has not been remedied, a change of Control of the Generator shall be permitted without consent provided such change of Control does not result in the Generator becoming, or becoming an Affiliate of, a Person who would not be eligible to participate in the Program, and provided that prior written notice of such change of Control and the identity and contact information of the Person acquiring Control of the Generator have been provided to the IESO,

**THIS NOTICE** is provided by the Generator pursuant to the terms of the RESOP Contract;

**Schedules Attached to this Notice:**

Schedule “A” contains:

1. the names of each and every Person that directly or indirectly Controls the Generator as at the date of this Notice (the “Pre-Transaction Control Entities”) and the nature of such Control.

Schedule “B” contains in narrative form:

1. the names of each and every Person that will directly or indirectly Control the Generator after the change(s) of Control have been completed (the “Post-Transaction Control Entities”);
2. the anticipated date(s) of the change(s) of Control;
3. a description of such new Control; and
4. a signed statement confirming that, for each prospective change of Control described, the Person to acquire Control is not a Person/Affiliate who is not eligible to participate in the Program.

Schedule “C” describes each of the following and includes chart attachments:

1. the relationship between the Pre-Transaction Control Entities and the percentage held, and
2. the relationship between the Post-Transaction Control Entities and the percentage held.

The Generator represents and warrants that all of the information in this Prescribed Form – Notice of Change of Control is complete, true and accurate, and there is no material information omitted from this Prescribed Form – Notice of Change of Control that makes the information contained herein misleading or inaccurate.

Pursuant to the terms of the RESOP Contract, the Generator further represents and warrants that that it will provide a status update to IESO Contract Management, via email at standardoffer@ieso.ca, within 30 calendar days of the final date specified in Schedule “A”, confirming that either:

1. the change(s) of Control described in Schedule “A” have taken place, along with the final date of the final change so described; or

(ii) the change(s) of Control did not occur, along with a narrative summary of the Generator’s current intentions regarding future change(s) of Control.

The Generator acknowledges and agrees that this Notice is being delivered to the IESO solely for the purposes of the RESOP Contract. It does not constitute a notice for any other purpose, including, without limitation, to meet an obligation to provide notice to the System Operator pursuant to the IESO Market Rules.

| Generator: insert legal name of Generator |
| --- |
| Name:       |
| Title:       |
| Signature: |
| I have the authority to bind the Generator. |
| Dated this       day of       , 20   |

**SCHEDULE “A”**

1. **Description(s) of Pre-Transaction Control Entity(ies)**

| **Names of Each Person that Directly or Indirectly Controls the Generator as at the Date of this Notice** **(the “Pre-Transaction Control Entities”)** | **Description of the Nature of Control (for each Person)** |
| --- | --- |
| insert details | insert details |

**SCHEDULE “B ”**

1. **Description(s) of Post-Transaction Control Entity(ies)**

| **Name(s) of Each Person that will Directly or Indirectly Control the Generator after Completion of the Change(s) of Control**  **(the “Post-Transaction Control Entities”)** | **Anticipated Date of Each Change of Control and** **Description of the Change(s) of Control** |
| --- | --- |
| insert details | insert details |

**II. Signed Statement:** Attach a signed statement confirming that, for each prospective change of Control described, the Person to acquire Control is not a Person/Affiliate who is not eligible to participate in the Program.

**SCHEDULE “C”**

1. **Pre-Transaction Control and Post-Transaction Control Percentages (chart to be attached)**

| **The Relationship Between the Pre-Transaction Control Entities and the Percentage Held** | **The Relationship Between the Post-Transaction Control Entities and the Percentage Held** |
| --- | --- |
| insert details | insert details |