



PRP International, Inc.

Fairness Advisory Services

March 15, 2010

Mr. John Walsh
President & CEO
Rideau St. Lawrence Distribution Ltd.
985 Industrial Road, Box 699
Prescott, ON K0E 1T0

Dear Mr. Walsh:

Subject: Attestation Letter (Negotiations) of the Fairness Commissioner
Rideau St. Lawrence Distribution Ltd.-Elster Metering Contract Award
Advanced Metering Infrastructure RFP, August 2007
London Hydro & Consortium of LDCs Smartmetering Project

PRP International, Inc. is pleased to submit its Attestation Letter (Negotiations) of the Fairness Commissioner for the noted negotiations and contracting phase of the London Hydro AMI Request for Proposal (RFP) procurement. This judgment is being provided for the information and use of Rideau St. Lawrence Distribution Ltd., in its administration of the contract awarded to its #2 ranked Proponent, Elster Metering following unsuccessful negotiations with its #1 ranked Proponent, Silver Spring Networks.

"It is the judgment of PRP International, Inc. (as the Fairness Commissioner engaged by Rideau St. Lawrence Distribution Ltd. for the phase of negotiations and contract award) that the successful conclusion of negotiations and contract award to Elster Metering, was undertaken in accordance with the principles for such negotiations and contract award set out in the RFP, issued August 14, 2007 and the Fairness Protocol, issued August 2008."

A backgrounder and summary of the Fairness Protocol is attached and forms part of this Attestation Letter (Negotiations).

Yours truly,

Peter Sorensen
President

Attachment: Negotiations and Contract Phase Backgrounder

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BACKGROUNDER TO FAIRNESS CONFIRMATION / ATTESTATION

Advanced Metering Infrastructure Procurement

TO WHOM IT MAY CONCERN:

Background:

- A Request for Proposal procurement transaction was conducted by London Hydro Inc., as the lead sponsoring Local Distribution Company (LDC) and with a consortia of another 63 LDCs, during the period August 2007 to July, 2008;
- The evaluation and selection phase of the RFP provided for the determination of the #1 and #2 ranked Proponents for each LDC;
- RFP Provision 7.5.14¹ provides the framework (principle) for negotiations and contracting based on the principle of “first right to negotiation and execution of a contract” being accorded to the ranked order of Proponents commencing with the highest ranked Proponent and proceeding in a consecutive order thereafter; and
- Each LDC was provided the evaluation results for their #1 and #2 ranked Proponents supported by the Attestation Letter of the Fairness Commissioner as to those rankings.

Fairness Coverage Objective:

Normally, fairness coverage terminates with the determination of the ranked Proponents following the evaluation and selection phase of the RFP; however, certain LDCs expressed a wish to secure additional fairness coverage during the subsequent phase of negotiations and contract award. The objective for this second phase fairness coverage is to assure that LDCs undertook a phase of negotiations and contracting that meets the RFP provisions of consecutive negotiations where required, e.g. with their top two ranked Proponents and in the event of unsuccessful negotiations with the #1 ranked Proponent, a subsequent contract award to the next ranked Proponent would be on an equitable basis as was the requirements in the negotiations with the #1 ranked Proponent.

7.5.14 Final Contract Negotiations

Any conditions and provisions that a bidder seeks shall be a part of this proposal. Notwithstanding, nothing herein shall be interpreted to prohibit London Hydro from introducing or modifying contract terms and conditions during negotiation of the final contract.

London Hydro has scheduled no more than two weeks for contract negotiations (if necessary), and expects the successful bidder to maintain a prompt and responsive negotiation to accomplish and complete final contract agreement within that time period. If contract negotiations exceed an interval acceptable to London Hydro, London Hydro retains the option to terminate negotiations and continue to the next apparent successful bidder, at the sole discretion of London Hydro. Said interval shall in no event be less than three weeks.

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BACKGROUNDER TO FAIRNESS CONFIRMATION / ATTESTATION

Advanced Metering Infrastructure Procurement

Fairness Protocols:

- A Fairness Protocol was developed and issued to all LDCs, in August 2008 that set forth the best practices for fair consecutive-based negotiations and contract award.
 - The fundamental principle of the Protocol was the requirement for the LDC to establish the negotiations agenda for their top ranked Proponents and submit a copy to the Fairness Commissioner prior to engagement of their #1 ranked Proponent, i.e. the agenda would demonstrate a common statement of work, a LDC standard for pass/fail in their negotiations and the negotiation issues would only differ to the extent of the respective Proponent's technical solution being offered.

Form of Fairness Confirmation / Attestation²:

1. A confirmation of fair negotiations and contract award would be issued if the LDC's #1 ranked Proponent was awarded a contract; the original Attestation Letter remains in effect.
2. An Attestation of fair negotiations and contract award would be issued if the LDC determined that their #1 Proponent was to be set aside and the LDC successfully contracted with their next ranked Proponent, e.g. their #2; the original Attestation Letter is thus superseded by the Negotiations and Contract Award Attestation Letter.

Local Distribution Company:

Rideau St. Lawrence Distribution Ltd.

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² Conditions on the rendering of this Confirmation/Attestation.

- The two Negotiations Agenda were provided by RSLDL via their agent Util-Assist Inc.;
- Fairness Commissioner undertook no direct participation or oversight in the negotiations between RSLDL and either of their #1 or #2 ranked Proponents;
- The successful contract award was based on the RSLDL criteria and no independent analysis nor any comparison with the evaluation results of the RFP process was carried out by the Fairness Commissioner; and
- The confirmation of the Fairness Commissioner was based on the progress report(s) provided by RSLDL via their agent Util-Assist Inc.