SCHEDULE A: FIT PROGRAM PRESCRIBED FORM
RESOP MUTUAL TERMINATION AGREEMENT

THIS AGREEMENT is made [INSERT DATE]

BETWEEN: Ontario Power Authority, (the "OPA")

- and -

[INSERT GENERATOR NAME FROM RESOP COVER PAGE] , (the "Generator")

RECITALS:

A. On [INSERT DATE OF RESOP CONTRACT] the Parties entered into Renewable Energy Standard Offer Program Contract #RESOP-[INSERT CONTRACT NUMBER] (the "RESOP Contract"); and

B. The Parties now wish to terminate the RESOP Contract so that the project that is the subject of the RESOP Contract (the "Project") is not ineligible to participate in the Feed-in Tariff Program (the "FIT Program") by reason only of having been the subject of a "Prior Contract";

THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1.1 Generator represents to OPA, and acknowledges that OPA is relying on such representation in entering into this agreement, that as of the date first set out above, the Project has not achieved "Commercial Operation", as such term is defined in the RESOP Contract.

1.2 As of the date first written above, OPA and Generator agree to release, waive, cancel and terminate the RESOP Contract without further recourse by either Party, subject to those provisions of the RESOP Contract that are intended to survive termination pursuant to its terms, including without limitation, Section 13.5 of the RESOP Contract.

1.3 Generator acknowledges that the Project is not guaranteed a contract through the FIT Program, and that the sole purpose of this agreement is to provide that such Project shall not be ineligible to participate in the FIT Program by reason only of Section 2.1(a)(vii) of the FIT Rules. The Generator further acknowledges that in order for the Project to be eligible for a contract through the FIT Program, any Connection Impact Assessment or Connection Cost Agreement in respect of the Project may have to be rescinded in accordance with Section 3.2 of the FIT Rules.

IN WITNESS OF WHICH the Parties have duly executed this agreement.

ONTARIO POWER AUTHORITY

By: _____

Name: JoAnne Butler

Title: Vice President

I have the authority to bind the corporation.

[INSERT GENERATOR NAME]

By: _____

Name:

Title:

By: _____

Name:

Title:

I/We have the authority to bind the corporation.