



SCHEDULE “H”

FORM OF SOLVENCY CERTIFICATE

SOLVENCY CERTIFICATE

TO: [NAME OF LOCAL DISTRIBUTION COMPANY] (the “LDC”)

RE: [NAME OF PARTICIPANT] (the “Participant”)

This Certificate is delivered in connection with the Project Incentive Contract dated [] between the LDC and the Participant (“**Project Incentive Contract**”). Capitalized terms used herein and not defined shall have the meanings ascribed thereto in the Project Incentive Contract.

1. I, [], certify in my capacity as an officer of the Participant and not in my personal capacity, that I am the Chief Financial Officer of the Participant. My duties in that capacity are such that any matter relevant to the matters referred to herein would, in the ordinary course of business, come to my attention. I have made due inquiry to inform myself fully with respect to the matters herein certified.
2. I have reviewed the Project Incentive Contract and other documents as I have considered necessary, as well as having considered the projected impact of the Project Incentive Initiative.
3. For the purposes of giving this Certificate, I made such examinations, calculations and investigations and reviewed such documents and financial records of the Participant as are necessary to provide a reasonable basis for the conclusions in paragraph 4 below, including: (i) the **[audited]** financial statements of the Participant for the financial **[quarter] [year]** ended _____; (ii) a calculation of the assets, liabilities and issued and paid-up share capital of the Participant; and (iii) such other financial or other information in respect of the Participant as I have considered necessary or appropriate. **[The [audited] financial statements of the Participant for the financial [quarter] [year] ended _____][The most recent ratings report from a Rating Agency] are attached hereto as Exhibit “1”.]**
4. I certify, in my aforesaid capacity only, that, as at the date of [**this Certificate**][**the Project Incentive Contract**]:
 - (a) there are no reasonable grounds to believe that the Participant:
 - (i) **[would be unable to post required Performance Security;]**
 - (ii) for any reason is unable to meet its obligations as they generally become due;
 - (b) the Participant has not:



- (i) ceased paying its current obligations in the ordinary course of business as they generally become due;
 - (ii) ceased to carry on business in the ordinary course;
 - (iii) instituted any proceeding, taken any corporate action, or executed any agreement to authorize its participation in or the commencement of any proceeding seeking:
 - (a) to adjudicate it a bankrupt or insolvent; (b) liquidation, dissolution, winding-up, reorganization, arrangement, protection, relief or composition of it or any of its property or debts or making a proposal with respect to it under any law relating to bankruptcy, insolvency, reorganization or compromise of debts or other similar laws; or (c) appointment of a receiver, trustee, agent, custodian or other similar official for it or for any substantial part of its properties and assets;
 - (iv) received any notices or other communications in respect of any proceeding seeking: (a) to adjudicate it a bankrupt or insolvent; (b) liquidation, dissolution, winding-up, reorganization, arrangement, protection, relief or composition of it or any of its property or debts or making a proposal with respect to it under any law relating to bankruptcy, insolvency, reorganization or compromise of debts or other similar laws; or (c) appointment of a receiver, trustee, agent, custodian or other similar official for it or for any substantial part of its properties and assets; and,
- (c) the aggregate of the Participant's property is, at a fair valuation, sufficient, or, if disposed of at a fairly conducted sale under legal process, would be sufficient to enable payment of all its obligations, due and accruing due.

This Certificate is delivered to you and may be relied upon by you in connection with the Participant Incentive Contract and all other documents and obligations associated with or contemplated by such agreement, and the execution, delivery and performance of all documents and instruments in connection therewith.

IN WITNESS WHEREOF, I have executed this Certificate this ____ day of [•].

Name: [Name]

Title: [Title]