Nova Scotia Utility and Review Board

IN THE MATTER OF

The Maritime Link Act, S.N.S 2012 c.9 and the Maritime Link Cost Recovery Process Regulation, N.S. Reg. 189/2012

NSPML Quarterly Report Q4 2015

December 15, 2015

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NSPML

1	1.0	INTRODUCTION
2		
3		This is the Q4 2015 Quarterly Report for the Maritime Link as directed by the Utility
4		and Review Board (UARB) where the UARB ordered in its Supplemental Decision:
5		
6		[115]detailed reports must be filed by NSPML on a semi-
7		annual basis, on June 15 and December 15 each year. The reports
8		shall commence December 15, 2013. Updated status reports must
9		be filed quarterly.

1	2.0	UPDATE OF PROJECT SCHEDULE WITH VARIANCE EXPLANATION
2		
3		As per Enerco U-31, sections 1.1, 1.2, and 1.3, this section provides an update on the
4		project schedule, along with a variance explanation and general status updates.
5		
6		Please refer to Attachment 1 for the Detailed Project Schedule and Attachment 2 for
7		the Level 1 Project Schedule.
8		
9	2.1	Gates and Milestones
10		
11		The Project remains on schedule for commissioning and commencement of
12		operations scheduled for Q4, 2017.
13		
14	2.2	Safety
15		
16		In the October Quarterly report, NSPML described recent safety incidents and
17		concerns which led to a shutdown of construction activities in NS and NL. NSPML
18		conducted a review of all contractor safety procedures and once satisfied, a staged
19		start-up of work began in late September, based on each contractor's ability to
20		demonstrate their readiness to fulfill their obligations. This review resulted in a project
21		safety procedure change where new upcoming field activities by contractors are
22		subject to a safety review before approval to proceed is granted. This new procedure is
23		now in place and proving effective to date.
24		
25	2.3	Abengoa Update
26		
27		In February, 2015 NSPML entered into a contract with Abengoa S.A., a global
28		Spanish energy company, for the transmission line construction on the Maritime Link
29		Project. Abengoa S.A. has filed a notice under Spanish law, which provides for pre-
30		insolvency protection in Spain, giving the company up to 4 months to reach an
31		agreement with creditors to avoid a full insolvency process. NSPML has retained
32		external experts to provide advice with respect to this development to protect

customers' interests in ensuring the Project will continue to be constructed on schedule
 and within budget. NSPML is working closely with Abengoa, its subcontractors, and
 the performance bond sureties to develop options to maintain stability for the Project
 as Abengoa and its advisers work to obtain financing solutions. At the time of filing
 this report, work on the Project continues as anticipated.

6 7

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9

2.4 Commercial Activities

The key major procurement activities are presented in Table 1 with an update of the status for each initiative.

10 11

12 **Table 1**

Commercial	Status in October, 2015	Initiative	Status in
Activity		Number	December, 2015
HVdc Submarine	The Contract was awarded to Nexans	E11-18	No Change
Cable Supply and	in January, 2014.		
Installation			
Converter stations,	The Contract was awarded to ABB	E12-74	No Change
switchyards and related	Inc. in June, 2014.		
structures ("converters			
and structures")			
Right of Way Clearing	Contracts were awarded to Majors	E13-88	No Change
along Transmission	Logging Limited in NL, and R.		
Lines	MacLean Forestry in NS in February,		
	2014.		
Transmission	The Contract was awarded to	E13-85	No Change
Structures and	Kalpataru Power Transmission Ltd in		
Grillages	September, 2014 for design and		
	delivery of Structures and Grillages.		

Commercial	Status in October, 2015	Initiative	Status in
Activity		Number	December, 2015
Site Preparation Services (Includes construction of access road upgrades)	The Contract was awarded to JoneljimConcrete Construction (1994) Ltd. forNS Site Preparation Services inSeptember, 2014.The Contracts were awarded to MarineContractors Inc., MCI LimitedPartnership for NL Site Preparation	E13-92	No Change
Transmission Line Construction	Services in September, 2014. The Contract was awarded to Abengoa S.A. in February, 2015.	E13-95	No Change
Transmission Line Conductors	The Contract for the supply of conductors was awarded to Midal Cables in March, 2015.	E13-87	No Change
	The contract for the supply of OPGW was awarded to Composite Power Group Inc. in June, 2015. This is also within the scope of the E13-87 initiative.		No Change
Horizontal Directional Drill (HDD) Construction Program	Contract negotiations remain in progress and the contract award is scheduled for Q4, 2015.	E13-156	Contract negotiations remain in progress and the contract award is scheduled in the coming weeks.
	The E13-157 HDD Drilling Services RFP was issued in February, 2015 and closed in March, 2015. Evaluations are	E13-157	E13-157 is scheduled to be awarded in January 2016.

Commercial	Status in October, 2015	Initiative	Status in
Activity		Number	December, 2015
	in progress.		
	The E13-158 Marine Intervention Services RFP was issued in February, 2015 and closed in March, 2015. Evaluations are in progress.	E13-158	E13-158 is scheduled to be awarded in Q1 2016.
	The supply of the HDD casing was separated from E13-156 as a separate initiative. The RFP was issued and closed in August, 2015 and evaluations and negotiation are in progress.	E15-238	The supply of the HDD casing (E15- 238) was awarded to East Coast Tubulars Limited in October 2015.
Accommodations Operations	The contract for the accommodations operations services was awarded to East Coast Catering in April, 2015.	E13-89	No Change

1

2 2.4.1 Land Access Agreements

3

Since the June 2015 quarterly report, NSPML has continued with the applications
before the UARB pursuant to the Expropriation Act to determine the appropriate
compensation for the remaining parcels. Similarly, applications will be made in
Newfoundland and Labrador with respect to the remaining parcels in that province
once the arbitration panel processes have been established. Rights associated with
access trails, as well as additional easements relating to guying anchors, are
anticipated to continue to be pursued into 2016 as necessary, in both provinces.

1 **2.4.2 Funding**

2

2		
3		As in prior months, Funding and Drawdown Requests containing comprehensive
4		details of costs for the upcoming month were submitted to the Collateral Agent and
5		Government of Canada as necessary, and all requested funds were received on
6		schedule. Please refer to Attachment 3 for the IE Draw Confirmation Certificates for
7		the period. These draws permit payments to Material Project Participants to be paid
8		with the proceeds of the ML Construction Loan under the payment terms of the
9		Material Project Documents and the ML Credit Agreement.
10		
11		For the first time since the project debt financing was received in April 2014, the
12		November 20, 2015 Funding Request included both a draw for debt and also a draw
13		for equity from NSPML's shareholder, Emera. At this juncture, NSPML has reached
14		its targeted Debt:Equity ratio of 70:30. This is consistent with the terms of the Federal
15		Loan Guarantee and with the UARB approval of the Project. Future draws during
16		construction will be from a combination of debt and equity with the goal of
17		maintaining the 70:30 Debt:Equity ratio as approved by the UARB.
17 18		maintaining the 70:30 Debt:Equity ratio as approved by the UARB.
	2.4.3	Joint Development Agreements
18	2.4.3	
18 19	2.4.3	
18 19 20	2.4.3	Joint Development Agreements
18 19 20 21	2.4.3	Joint Development Agreements NSPML continues to work with Nalcor and NS Power to finalize the remaining
18 19 20 21 22	2.4.3 2.5	Joint Development Agreements NSPML continues to work with Nalcor and NS Power to finalize the remaining
 18 19 20 21 22 23 		Joint Development Agreements NSPML continues to work with Nalcor and NS Power to finalize the remaining operational agreements arising from the Formal Agreements with Nalcor.
 18 19 20 21 22 23 24 		Joint Development Agreements NSPML continues to work with Nalcor and NS Power to finalize the remaining operational agreements arising from the Formal Agreements with Nalcor.
 18 19 20 21 22 23 24 25 		Joint Development Agreements NSPML continues to work with Nalcor and NS Power to finalize the remaining operational agreements arising from the Formal Agreements with Nalcor. Engineering Activities
 18 19 20 21 22 23 24 25 26 		Joint Development Agreements NSPML continues to work with Nalcor and NS Power to finalize the remaining operational agreements arising from the Formal Agreements with Nalcor. Engineering Activities Commissioning of the Maritime Link continues to align with the in-service target date
 18 19 20 21 22 23 24 25 26 27 		Joint Development Agreements NSPML continues to work with Nalcor and NS Power to finalize the remaining operational agreements arising from the Formal Agreements with Nalcor. Engineering Activities Commissioning of the Maritime Link continues to align with the in-service target date of Q4 2017. Engineering is captured in three main categories across several Work
 18 19 20 21 22 23 24 25 26 27 28 		Joint Development Agreements NSPML continues to work with Nalcor and NS Power to finalize the remaining operational agreements arising from the Formal Agreements with Nalcor. Engineering Activities Commissioning of the Maritime Link continues to align with the in-service target date of Q4 2017. Engineering is captured in three main categories across several Work
 18 19 20 21 22 23 24 25 26 27 28 29 		Joint Development Agreements NSPML continues to work with Nalcor and NS Power to finalize the remaining operational agreements arising from the Formal Agreements with Nalcor. Engineering Activities Commissioning of the Maritime Link continues to align with the in-service target date of Q4 2017. Engineering is captured in three main categories across several Work Breakdown Structures ("WBS's"):

1		approval by NSPML. In this period, Nexans engineering activities continued in
2		the five major categories including Cable HV System; Electrical Accessories;
3		Mechanical Accessories; Land Works; DTS Systems; and Marine Works.
4		Engineering quality reviews continue for the manufacturing of the marine cable 1
5		and the land cable which continue to proceed ahead of schedule. The marine route
6		is currently being finalized, and may require the cable length to increase by
7		approximately 5 km to attain the burial requirements.
8		
9	•	The HDD bore trajectories were designed under a separate engineering initiative
10		(E12-51). The conceptual plans and profiles were developed by Hatch. The HDD
11		trajectory design was completed in March which provided the necessary
12		documentation for the procurement activities for the HDD construction services.
13		The contracting activities continued throughout this period to allow drilling to start
14		in 2016.
15		
16	•	HVdc Converters and Substations - engineering is included in the contract awarded
17		to ABB for the supply and installation of these assets. During this period, there
18		were advances in the HVdc design of the Control and Protection system, civil
19		designs, and the plant electrical mechanical designs. Structural, electrical and
20		station designs advanced for the HVac systems for the Woodbine, Granite Canal
21		and Bottom Brook locations, allowing procurement of the converter buildings to
22		proceed ahead of schedule. ABB engineering continues on schedule.
23		
24	•	Overland Transmission and Switchyard/Grounding Sites – Designs for the
25		transmission and grounding lines are complete. There are modifications which
26		required additional engineering activities to ensure all equipment is within the right
27		of way, and to ensure Bell Aliant equipment is relocated as required. An
28		alternative design of the breakwater location at Indian Head, in NL was completed
29		prior to this reporting period, and a similar design of the breakwater for Big
30		Lorraine is in progress. The civil designs for Granite Canal site were completed in
31		this period. All other design work for the transmission lines and the grounding
32		sites is completed.

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1	2.6	Submarine Cables (Marine)
2		
3		Manufacturing of the marine cable 1 began at the Futtsu manufacturing facility in July,
4		and continues to progress ahead of schedule. The core of the cable was manufactured
5		to its full length and the paper lapping for Batch 1 was completed in November
6		followed by the start of Batch 2. The manufacturing of the land cable also progressed
7		as planned in advance of the impregnation and drying process scheduled to start in Q4,
8		2015. Procurement and delivery of other related materials progressed as planned.
9		
10	2.7	Horizontal Directional Drilling (HDD) Boreholes
11		
12		The construction and installation of the HDD boreholes in NS and NL will be
13		comprised of several contracts. The RFP for the Landfall Drilling and Casing Install
14		(E13-156) was issued and closed. This contract is scheduled to be awarded in the
15		coming weeks. The supply of the HDD casing (E15-238) was awarded in October,
16		2015. The contract award for the Drilling Services (E13-157) is scheduled for
17		January 2016 and the award for the Marine Intervention Services (E13-158) is
18		scheduled for Q1, 2016. These are in advance of the start of the construction of the
19		HDD bore holes which is scheduled for Q2, 2016.
20		
21	2.8	Converters and Substations
22		
23		ABB were approved to mobilize and commence construction at the Woodbine and
24		Bottom Brook sites in Q3. Excavation and construction of the foundations of the
25		converters and substations are in progress and will continue into January when
26		construction will stop for the remainder of the winter months, and recommence in Q2
27		2016. Procurement and fabrication of several of the components and subsystems
28		advanced throughout this period as planned. This advancement of civil work mitigates
29		risks in the 2016 execution plan.

1	2.9	Right of Way Clearing Contractor(s) – Transmission Lines
2		
3		The right of way clearing in both NS and NL was completed for the Grounding and
4		HVdc lines. Prior to the safety stand-down, the right of way clearing for the HVac line
5		from Granite Canal to Bottom Brook progressed ahead of schedule. Following
6		approval to proceed after the safety review, clearing resumed on Segment 2 of the AC
7		line. This segment has the most difficult high angle terrain. Special safety training and
8		safety work practices were developed and implemented. Substantial completion of the
9		right of way clearing is scheduled for Q1, 2016 and minor cleanup activities are
10		planned in the summer of 2016.
11		
12	2.10	Construction Contractor(s) – Transmission Lines
13		
14		Marshalling yards in NS and NL have been established and are operational with
15		materials being received. The supplies of conductors, contracted with Midal, were
16		delivered to each marshalling yard. The OPGW hardware was ordered and received in
17		NL and NS from Compow. Lots 1 and 2 of three lots of the OPGW wiring were
18		delivered. The final lot will be delivered before year end. Abengoa continued to order
19		and receive wood poles and relevant hardware from their suppliers. Structures,
20		foundation grillages and other hardware began to arrive from Kalparatu in Q3 with
21		completion expected in Q1, 2016. The items that will be delivered in 2016 are not on
22		the critical path.
23		
24		In Q3, the staking of the lines were completed and confirmed. The geotechnical
25		activities began and are in progress which confirms the type of foundations required
26		for each structure. Construction of the grounding lines began in October in NL, and in
27		December in NS.
28		
29	2.11	Construction Contractor(s) – Site Preparation
30		
31		In NL, site preparation is scheduled to be completed in Q4 with the exception of Cape
32		Ray, which is now scheduled to be completed in Q1, 2016. All work at Bottom Brook

1		was completed in Q3 and the site was passed over to ABB for its civil work program.
2		The Granite Canal site preparation has been completed. At Cape Ray, work on the
3		HDD pad, the land cable access route and the transition compounds restarted in
4		November following the safety review. All access road work at Indian Head was
4 5		
6		completed. Work along the Burgeo highway to Victoria River is progressing.
7		In NS, site preparation work was completed in November. The Woodbine site was
8		completed and transferred to the control of ABB in Q3. Site preparation work at Big
9		Lorraine and Point Aconi was completed in November.
10	0.10	
11	2.12	Granite Canal Accommodations Construction
12		
13		The contract for the construction of the 100 person accommodations facility at Granite
14		Canal (E13-89B) was awarded in November, 2014. The construction of the 100 beds
15		and kitchen facilities was completed in July, 2015. Final administrative closeout of
16		this contract is in progress.
17		
18	2.13	Granite Canal Accommodations Operations
19		
20		The contract for the operations of the Granite Canal accommodations facility (E13-
21		89A) was awarded to East Coast Catering in April, 2015. The camp has been in full
22		operation since July, 2015.
23		
24	2.14	Grounding Sites
25		
26		The contract was awarded in October, 2015 for the construction of the breakwater at
27		Indian Head in NL under initiative E13-102A. Planning and mobilization began in
28		October and construction began in November. Construction will continue into
29		December and will restart in Q2, 2016 following the winter shutdown. The
30		construction of the on-land portion of the work is forecasted to be completed in Q4,
31		2015 and the marine breakwater construction is forecasted to be completed in the
32		spring of 2016.

1		The contract for the NS Breakwater at Big Lorraine is scheduled to be awarded in Q1,
2		2016 and construction is scheduled to take place in Q2 and Q3, 2016
3		
4		Both scopes of work will be followed by the installation of the electrical equipment at
5		both Grounding Sites. The RFP for this Initiative (E13-103 A/B) is forecasted to be
6		issued in Q1, 2016 and awarded by Q2, 2016. The work is forecasted to be completed
7		by Q4 of 2016.
8		
9	2.15	Independent Engineer
9 10	2.15	Independent Engineer
-	2.15	Independent Engineer During August, 2015, the Independent Engineer (IE) visited the manufacturing sites of
10	2.15	
10 11	2.15	During August, 2015, the Independent Engineer (IE) visited the manufacturing sites of
10 11 12	2.15	During August, 2015, the Independent Engineer (IE) visited the manufacturing sites of Nexans in Norway and of ABB in Sweden. Please refer to Attachment 4 for a copy of
10 11 12 13	2.15	During August, 2015, the Independent Engineer (IE) visited the manufacturing sites of Nexans in Norway and of ABB in Sweden. Please refer to Attachment 4 for a copy of the site visit report. In November 2015, the IE conducted a site visit to various

1	3.0	UPDATED COST SUMMARY
2		
3		As per Enerco U-31, section 2.1, the detail below outlines the DG3 forecasted costs.
4		
5		Table 2 below provides an updated cost summary for the Maritime Link, which
6		includes actual costs incurred to the end of Q3 2015 and forecasted costs for the
7		remainder of the Project's construction phase.
8		
9		NSPML continues to track and report all costs, actual and forecast (2011-2017),
10		consistent with the methodologies used in the costs forecast represented in the ML
11		Project application, for inclusion in the final approved ML Capital Cost application.
12		Project costs include fully allocated costs for the entire Project Management Team,
13		including contractors, employees, executives dedicated to the project, and NS Power
14		seconded employees at affiliate mark-up rates according to the Code of Conduct for
15		Affiliate Transactions. All costs provided are in Canadian dollars.
16		
17		Actual AFUDC is being tracked and recorded monthly. AFUDC remains within the
18		\$230 million amount estimated at the time of filing of NSPML's Application.
19		
20		The project remains on target for completion in 2017 and within the approved budget
21		of \$1.577B.

1 Table 2

2

(000's of Canadian Dollars)			Actual	Costs				Forecast		Total Project
A		2014	04 0045	00.0045	00.0015	Total Project	040045	2016	2017	Estimate at
Description	2011-2013	2014	Q1 2015	Q2 2015	Q3 2015	to Date	Q4 2015	Q1 - Q4	Q1 - Q4	Completion
Emera NL Project Management Costs	44,379	42,315	6,338	5,516	6,333	104,881	6,888	27,934	29,617	169,320
Nalcor Project Support Costs	-	15,232	170	270	9	15,681	-	-	-	- 15,681
Construction and Engineering Initiatives	14,975	167,980	83,168	76,938	46,934	389,995	71,993	521,952	234,058	- 1,217,998
Environmental Approval	2,651	4,378	58	158	550	7,794	1,001	5,706	9,060	- 23,561
Submarine and related	3,359	83,797	29,826	24,242	12,616	153,841	10,166	54,115	105,527	323,649
Converters, structures, and other ancillary equipment	1,517	48,747	40,700	26,914	14,218	132,096	30,352	302,314	83,026	- 547,788
AC and DC Transmission	7,448	31,057	12,584	25,624	19,550	96,263	30,474	159,817	36,446	323,000
Total	59,354	225,527	89,676	82,724	53,276	510,557	78,882	549,886	263,675	1,403,000
Escalation	-	-	-	-	-	-	290	1,722	33,342	35,354
Contingency	-	-	-	-	-	-	-	22,711	116,289	139,000
Grand Total	59,354	225,527	89,676	82,724	53,276	510,557	79,172	574,319	413,306	1,577,354

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5 Total Actual Project Costs at end of Q3, 2015 Compared to Previous Forecast

- The total actual project costs for Q3, 2015 were \$23.2 million less than the Q3 costs forecasted in the NSPML Quarterly Report of Oct 15, 2015. The explanations of the variances are as follows:
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14

- Project management and other: \$0.8 million lower cost incurrence due to lower • spending on general and administration expenses including labour, legal, regulatory and consulting.
- 15 • Submarine and related: \$0.9 million lower cost incurrence due to rescheduled site 16 preparation activities at the Horizontal Directional Drilling (HDD) site at Cape 17 Ray, NL.
- 18
- 19 • Converters, structures and other ancillary equipment: \$12.5 million lower cost 20 incurrence due to rescheduling of the engineering and procurement activities for 21 the Converter / Substations supply contract.

1	• AC and DC Transmission: \$8.8 million lower cost incurrence attributable to timing
2	of the start of the construction for the grounding lines and the delivery of
3	structures, grillages and other materials.
4	
5	These variances do not change the expectation that the Project remains on time and
6	within budget.

1 **4.0 COST FLOW**

2 3

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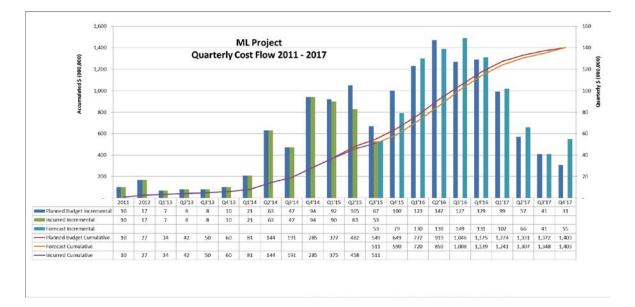
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8

As per Enerco U-31, section 2.2, please refer to Table 3 below for the cost flow until the Maritime Link is commissioned. This cost flow provides a base capital spending forecast of \$1.403 billion. Escalation and contingency in the amount of \$174 million will be allocated to appropriate accounts if and when necessary to account for expenditures associated with project risks. The total of the base capital spending, escalation, and contingency amounts remains at \$1.577 billion.



Table 3



Interface Band Term Band Term Band Term Band	ivity Name			
Intelling Control Contro Control Control <			2015	2017
Lile (DD-MOV21145) 01 Mov11A 20 Mov1A 20 Mov1A </th <th></th> <th></th> <th>a2 a3 a4 a1 a2 a3 a4 a1 a2</th> <th>م م</th>			a2 a3 a4 a1 a2 a3 a4 a1 a2	م م
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Bits Internet Tarkiny ki ki District constrained Bits Internet Bits Internet Bits Internet Bits Internet Bits Internet Transit Internet Bits Internet Bits Internet Bits Internet Bits Internet Bits Internet </td <td>DG2 Concept Selection</td> <td>24-Dec-12 A</td> <td></td> <td></td>	DG2 Concept Selection	24-Dec-12 A		
Bit DCR Bit Selept Transmission Bit Selept Transmissint Transmission Bit Selept Transm	DG3 Approval to Construct	12-May-14 A	DG3 Approval to Construct	
20-446-11 20-446-11 <t< td=""><td>Project Completion (Handover)</td><td></td><td></td><td></td></t<>	Project Completion (Handover)			
Of Materi K, Olsoner K Olsoner K Olsoner K 10 Materi K, Ouser SA 0.0000 F 20000 F 20 Subsect 20000 F 20	DG4 Approval to Operate	29-Sep-17*		
Bits CR Other I A Other I A Other I A Other I A Bits CR 20-Jan 1 A Doter 1 A Doter 1 A Doter 1 A Bits CR 7-Top ling (and the form) 20-Jan 1 A The final A Doter 1 A Bits CR 7-Top ling (and the form) 7-Top ling (and the form) 20-Jan 1 A Provide a station of the form) Bits CR 7-Top ling (and the form) 7-Top ling (and the form) 20-Jan 1 A Provide a station of the form) Bits CR 7-Top ling (and the form) 20-Jan 1 A Provide a station of the form) 20-Jan 1 A Bits CR 7-Top ling (and the form) 20-Jan 1 A Provide a stating (and the form) 20-Jan 1 A Bits CR 22-Jan 1 A 22-Jan 1 A Provide a stating (and the form) 20-Jan 1 A 22-Jan 1 A Annote the form form form form form for form form	Milestones			
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Bits CR 2: Junit 14, mini Approva Amini Approva Am	Submit EA Report	10-Jan-13 A		
Bit Lock 22-Num 14A Respectival Respectival 31-Jum 14A Amini Application (and calls 31-Jum 14A Amini Application (and calls 32-Specific 32-S	Submit UARB Application	28-Jan-13 A		
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23100 (301NS) Connect 345 kV Substation at Woodbine to Converter Station, (NS)	06-May-13A	· · ·					(CNI)	
23200 (301NS) Extension of Substation at Woodbine (NS)								
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Milestor , Summa HDD Directional Drilling and Casing Installation E13-15 Marine 3rd Party Engineering Verification Services E13-Human Resources, Diversity and Gender Equity and Benefi HDD Geotech and Detail Design Program E12-51 Engineering (TL201, Bay D'Espoir, Upper Salmon) HDD Marine Intervention Services E13- 158 ٠ Post EA Enivronmental Monitoring Program Baseline Milestone Remaining Work Procurement (Materials & Fabrication) Marine Warranty Services E12-75 Dynamic Commissioning (90100) **Environmental Protocol Documents** 90500 Other NLH System Upgrades Converter Stations (EPC2) E12-74 Integrated Commission Planning Quality Management Program **Environmental Program 14001** Independent Project Reviews Land Acquisition Services **Other Stakeholder Relations** 90100 Project Management HDD Services E13-157 Regulatory (UARB) Affairs Cable Study E13-159 **OWNER'S SCHEDULE. Project Control Office** Marine EPC 1 (E11-18) 90200 External Services Purchasing (Contracts) Environmental Studies 94000 Land Acquisition 93000 Enivronmental Aborginal Relations **Insurance Services** CBoD/FBoD Hatch Risk Assessments Primary Baseline HS and S Program **DG3** Deliverables **Project Controls** Commissioning Land Assets Environment Legal Services Construction **ENL** Finance EA Approval Actual Work Marine Permits Activity Name

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Schedule Data Date - October 1, 2015

SCHEDULE "Q"

DRAW CONFIRMATION CERTIFICATE BY INDEPENDENT ENGINEER

ML PROJECT FINANCING

This Draw Confirmation Certificate is provided by MWH Canada, Inc. (the "Independent Engineer") to The Toronto-Dominion Bank (the "Collateral Agent") in connection with the credit agreement dated February 24, 2014, between NSP Maritime Link Incorporated (the "Borrower"), Maritime Link Financing Trust (the "Lender") and the Collateral Agent (said agreement, as same may be amended, supplemented or restated from time to time, is hereinafter referred to as the "ML Credit Agreement"). Capitalized terms used in this Draw Confirmation Certificate not defined herein shall have the meanings assigned to them in Exhibit A of the ML Credit Agreement.

The Independent Engineer has (i) discussed matters believed pertinent to this Draw Confirmation Certificate with the Borrower and any relevant Material Project Participants, (ii) made such other inquiries as we have determined appropriate and (iii) reviewed:

- (a) the Construction Report dated October 20, 2015 (the "Construction Report"); and
- (b) the Borrower's funding request dated October 26, 2015 (the "Funding Request").

On the basis of the foregoing limited review procedures and on the understanding and assumption that the factual information contained in the Construction Report and Funding Request is true, correct and complete in all material respects, the Independent Engineer makes the following statements in favour of the Collateral Agent and to the best of its knowledge, information and belief, as of the date hereof that:

1. Construction of the Project is progressing in a satisfactory manner and in accordance with the terms of the applicable Material Project Documents with the following exceptions:

NO EXCEPTIONS NOTED

2. All payments to the Material Project Participants to be paid with the proceeds of the ML Construction Loan (including any payments using advances from the Working Capital Reserve Account during the period from the last Draw Confirmation Certificate to this Draw Confirmation Certificate) requested to be made pursuant to the Funding Request are allowed under the payment terms of the applicable Material Project Documents and the ML Credit Agreement as to the advance requirements of Section 7.3, with the following exceptions:

NO EXCEPTIONS NOTED

3. Assuming the Borrower exercises proper engineering and construction management throughout the remainder of the Project, we have no reason to believe that the

Commissioning Date will not occur prior to the Date Certain, or that the total Project Costs will exceed [\$1,577,354,028] with the following exceptions:

NO EXCEPTIONS NOTED

This Draw Confirmation Certificate is solely for the information and assistance of the Collateral Agent, the Lender and Canada in connection with the Funding Request and shall not be used, circulated or relied upon for any other purpose or by any other party.

Dated: Oct 28, 2015

MWH CANADA, INC.

By:

Title: <u>IE Team Leader</u>

SCHEDULE "Q"

DRAW CONFIRMATION CERTIFICATE BY INDEPENDENT ENGINEER

ML PROJECT FINANCING

This Draw Confirmation Certificate is provided by MWH Canada, Inc. (the "Independent Engineer") to The Toronto-Dominion Bank (the "Collateral Agent") in connection with the credit agreement dated February 24, 2014, between NSP Maritime Link Incorporated (the "Borrower"), Maritime Link Financing Trust (the "Lender") and the Collateral Agent (said agreement, as same may be amended, supplemented or restated from time to time, is hereinafter referred to as the "ML Credit Agreement"). Capitalized terms used in this Draw Confirmation Certificate not defined herein shall have the meanings assigned to them in Exhibit A of the ML Credit Agreement.

The Independent Engineer has (i) discussed matters believed pertinent to this Draw Confirmation Certificate with the Borrower and any relevant Material Project Participants, (ii) made such other inquiries as we have determined appropriate and (iii) reviewed:

- (a) the Construction Report dated November 20, 2015 (the "Construction Report"); and
- (b) the Borrower's funding request dated November 20, 2015 (the "Funding Request").

On the basis of the foregoing limited review procedures and on the understanding and assumption that the factual information contained in the Construction Report and Funding Request is true, correct and complete in all material respects, the Independent Engineer makes the following statements in favour of the Collateral Agent and to the best of its knowledge, information and belief, as of the date hereof that:

1. Construction of the Project is progressing in a satisfactory manner and in accordance with the terms of the applicable Material Project Documents with the following exceptions:

NO EXCEPTIONS NOTED

2. All payments to the Material Project Participants to be paid with the proceeds of the ML Construction Loan (including any payments using advances from the Working Capital Reserve Account during the period from the last Draw Confirmation Certificate to this Draw Confirmation Certificate) requested to be made pursuant to the Funding Request are allowed under the payment terms of the applicable Material Project Documents and the ML Credit Agreement as to the advance requirements of Section 7.3, with the following exceptions:

NO EXCEPTIONS NOTED

3. Assuming the Borrower exercises proper engineering and construction management throughout the remainder of the Project, we have no reason to believe that the Commissioning Date will not occur prior to the Date Certain, or that the total Project Costs will exceed [\$1,577,354,028] with the following exceptions:

NO EXCEPTIONS NOTED

This Draw Confirmation Certificate is solely for the information and assistance of the Collateral Agent, the Lender and Canada in connection with the Funding Request and shall not be used, circulated or relied upon for any other purpose or by any other party.

Dated: November 24, 2015

MWH CANADA, INC.

By:

Title: <u>IE Team Leader</u>

PLANT VISIT AND MANUFACTURING INSPECTION NEXANS FABRICATION FACILITY IN HALDEN, NORWAY AND ABB FABRICATION FACILITY IN LUDVIKA, SWEDEN AUGUST 18 AND 19, 2015

Prepared for: Natural Resources Canada and Emera Project Lead: Nik Argirov Date: October 28, 2015

Quality Assurance Statement

Office Address	740-1185 W Georgia Street, Vancouver BC, V6E 4E6
Prepared by	Vladimir Kahle and Nik Argirov
Reviewed by	Nik Argirov and Howard Lee
Approved for Issue by	Howard Lee

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1. NEXANS NORWAY AS - Cable Manufacturing Facility

1.1. General

On August 18, 2015, the Independent Engineer (IE), MWH, represented by Nik Argirov and Vladimir Kahle, together with two senior management representatives from Emera met with the Nexans' Halden plant management and conducted a tour and inspection of the Nexans' production facilities in Halden, Norway.

Nexans Norway AS has been contracted (Contract E11-18) to carry out a turnkey project for the Maritime Link Project that consists of supply of two 200kV submarine cables, land cables, spare cables, joints and terminations, integrated fiber in PE-sheath at cable ends and two DTS (distributed temperature sensing) fiber optic cables, as well as transportation to site, marine and land cables installation and associated civil works.

The purpose of this plant inspection was to verify the status of Nexans' work and to review their QA/QC process relative to the manufacturing of the equipment supplied under this Contract.

1.2. Orientation meeting

The meeting started with a thorough safety briefing followed by overview presentation of the Halden facility's history, policies, products and operations. Emphasis on the safety procedures indicates sound management of the facility and care for its staff.

The scope of the offered services include engineering/ design, type testing, production and land as well as marine installation. Technical content of the presentation covered:

- Description and diagram of the cable and its terminations
- Detail description of the NOVA-L 200kV 1x1000 mm2 copper cable
- An overview of the project and scope of material supply
- Cable installation phases.

The project management overview consisted of:

- Project plan (key tasks and their schedule)
- Project status and cumulative process indices
- Graphic representation of the progress

1.3. Factory tour

Submarine and High Voltage (HV) Underground Cable manufacturing is a continuous, conveyer-based process that requires extreme precision, controlled and in many occasions (stations) a dust free environment.

The tour started at the Drawing and Stranding operation where the profiled copper wires are fed into the conveyer in a proper sequence forming a tightly wound internal core – the main copper conductor. Following this is the Paper Lapping operation where the main insulation layer (multiple layers of high-density craft paper) is created. The process continues into the Drying and Impregnation operation. The passage from paper lapping into the drying tank is a dust-free and contamination controlled operation and requires an air controlled and process isolation environment.

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The cable then moves into the PE (polyethylene) Taping, galvanized steel wire Armoring and finally lead sheathing and PE Jacketing operation. After the PE tape installation, and before the steel armoring, a fiber optic cable is also fed into the conveyer and integrated into the both ends of the submarine cable system. The fiber optic cables function as the temperature monitoring system (DTS). Upon completion of the Jacketing and Armoring operations, the cable is ready for testing.

The IE was introduced to the High Voltage Lab as well as the outdoor bending/tension test yards. Although photography was not permitted, the technical staff freely shared the process information and answered our questions in detail.

The general observations include:

- Continuous quality monitoring appears to be in place throughout the plant. Hardcopy documentation is kept at the work stations.
- Appropriate signage and cleanliness of the workplace are evident
- Personal protection equipment is worn by the workers
- Maintenance was discussed at length with the plant manager. In order to facilitate cable manufacturing to tight tolerances, Predictive Maintenance program of the machinery is in place. Machine condition monitoring is apparent.
- Production and maintenance tools are kept at the workstations on well laid out boards or in dedicated tool holders.
- Plant manager indicated that most of the production staff are locals who are in- house trained. Technical staff and engineers come with requisite qualifications and are then trained for their roles. Continuous training program is in place to ensure maintenance of the staff skills. In order to retain the qualified staff, skills upgrading and promotions are in place and are encouraged.
- Testing lab appears adequately equipped to perform all of the required type and pre- delivery testing.

1.4. Comments and Conclusions

The following comments and conclusions are presented:

- Nexans' staff key competencies, organization, project management and production facilities are appropriate for carrying out the contracted scope of work.
- The IE found the workmanship of the manufacturing very good. All of the different operations along the conveyer length were found to be of impressive precision and excellent quality.
- The manufacturing process thus far has been carried out in compliance with very high standards of safety, quality and environmental criteria.
- While this contract is slightly behind schedule at this time, the forecast indicates that they will be ahead of their schedule in early 2016 and the ML Project schedule will be fully met.

2. ABB LUDVIKA - High Voltage Products Facility

2.1. General

On August 19, 2015, the Independent Engineer (IE), MWH, represented by Nik Argirov and Vladimir Kahle, together with two senior management representatives from Emera met with members of ABB's senior and Ludvika plant management. A tour was conducted for the inspection of the ABB's production facilities in Ludvika, Sweden.

ABB has been contracted (Contract E12-74) to carry out the HVDC converter facilities turnkey project for the Maritime Link. The bulk of the HVDC equipment will be manufactured in ABB's High Voltage Products facility.

The purpose of the plant visit / inspection was to verify the status of ABB's work and to review their QA/QC process relative to the manufacturing of the equipment supplied under this Contract.

2.2. Orientation meeting

Meeting started with a thorough safety briefing followed by a presentation which overviewed ABB history, organization, HVDC and Power Products, including the equipment produced at ABB Ludvika for Maritime Link and a description of the High Voltage Products plant. Emphasis on the safety procedures indicates sound management of the facility and care for its staff.

The scope of the HVDC converter stations supply includes engineering/ design, production, installation, commissioning and integration into the utilities grids. The presentation covered:

- History and locations of ABB's HVDC projects and overview of their worldwide facilities and divisions.
- Line commutated (Thyristor based) as well as voltage source or IGBT (Insulated Gate Bipolar Transistor) based converters are produced in Ludvika.
- Final assembly and pre- delivery testing of the HVDC valves and their control panels are done in Ludvika. Components for the controls come from ABB plant in Vasteros, IGBT's are supplied from ABB's Swiss plants.
- Redundancy, as well as the possible failure modes of the IGBT's and their controls were explored in detail. We were assured that the IGBT's always fail in 'ON' state effectively creating a short. Due to the installed redundancy this is not an issue for the valve performance. Similarly, failure of the gate controls will result in IGBT 'latch-up', i.e. a short.
- Maintainability of the valve modules was explored. Individual IGBT can be replaced in situ obviating a need to remove the valve module from the assembly.
- Reactive equipment such as AC transformers, converter transformers, reactors and instrument transformers are produced in Ludvika.
- The plant is expanding to handle power equipment at ultra-high voltage levels of 2000kV DC and 1700kV AC. High Voltage test facilities are equipped to handle that voltage class.

The project management of the Maritime Link contract was not covered in detail but it was indicated that Ludvika High Voltage Products plant can meet the ML project schedules:

• Transformer works manager advised that once the transformer manufacture is assigned to the workshop, the unit takes 100 days to complete. At this time there appears to be an adequate lead time. In a post meeting note ABB confirmed that the converter transformers, reactors and instrument transformers have already been slotted into the High Voltage Products plant production schedules.

- Manufacture of the HVDC converter controls relies on supply of third party electronic components to
 Vasteros where the production of the control cubicles takes place. ABB confirmed there is no risk to deliveries of the third party components and that the Vasteros facility has the capacity and schedules to
 produce the control panels on time. Final pre- delivery testing takes place in Ludvika. That facility appears to be well equipped to handle the final assembly and testing of the controllers.
- HVDC converter power modules use IGBT's produced in ABB plant in Switzerland. Since the Swiss facility is a part of the ABB's internal supply chain, there should be little risk to on- time delivery of those components.

2.3. Factory tour

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Plant tour consisted of visits to valve assembly section, fiber optic shop, reactive equipment manufacturing, control panel assembly and testing lab and the High Voltage testing bay. Sections' managers/ work leaders were on hand to participate in the interviews and answer technical enquiries in detail. Key parts of the valve assembly and transformer manufacturing processes were viewed. Although photography is not permitted, the technical staff freely shared the process information and answered our questions in detail. General observations include:

- Health and safety attention is obvious throughout the production areas. Appropriate signage, floor markings and cleanliness of the workplace are evident. Clean environment is maintained by housekeeping and personal protection equipment worn by the workers.
- Continuous quality monitoring appears to be in place throughout the plant. Hardcopy documentation is kept at the work stations, log entries are hand written, signed and date stamped.
- Discussions with the managers indicated there is a well established coordination between the engineering and production sections.
- Technical competence and subject matter knowledge of the production senior staff is apparent. We were advised that if there is a lack of specific manufacturing skill, qualified workers are brought in from outside of the company.
- Production and maintenance tools are kept at the workstations on well laid out boards or in dedicated tool holders.
- Testing lab appears adequately equipped to perform all of the required type and pre- delivery testing.

2.4. Comments and Conclusions

The following comments and conclusions are presented:

The orientation meeting and the following tour and interviews with the production staff indicated that ABB's staff key competencies, organization and management and production facilities are appropriate for carrying out the EPC contract to supply and install the ML's HVDC facilities. HV test lab and control panel lab are equipped and staffed to perform the requisite pre- delivery tests.

While the project timelines were not discussed in detail, it was indicated that the ML Project schedule will be fully met. Since the converter equipment manufacturing project schedule was not presented at the orientation meeting, the IE is unable to assess any potential risk to delivery timelines.

As for the applied HVDC technology, ABB valves are a standard, albeit state of the art, design that is being successfully used in other HVDC installations.

2.5. Post Meeting Notes

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Emera may wish to follow up on the following recommendations with their engineering staff to verify the issues below have been adequately addressed:

- Arc-flash hazard identification and mitigation/ risk reduction measures. Good reference standard is IEEE 1584-2002. Both the converter building and AC substations station service systems should be reviewed.
- ABB designed and manufactured electronics are presumably sufficiently hardened to be impervious to
 radio frequency interference. However, discussions in Ludvika indicated there are third party suppliers of
 the electronic components for the control systems. It is recommended that ABB demonstrates to Emera
 adequate tests of the assembled systems will be performed to ensure those systems are impervious to
 radio (especially UHF frequency) signals and to the RF noise generated by the substation power apparatus switching operations.
- Valve hall Fire detection and suppression systems were not discussed. Similarly, there was no mention of transformer deluge system. There may be insufficient combustibles present in the valve modules to sustain fire and a converter transformer fire is not perceived to be likely. It is recommended that Emera request ABB to share their design philosophy with Emera in order to provide additional clarity on the issue.

ABB provided a response to the aforementioned concerns; they will be adequately addressed with the necessary standard of care during the design stage.