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 Q2 2017

June 16, 2017

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1	1.0	INTRODUCTION
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3		This is the Q2 2017 Quarterly Report for the Maritime Link as directed by the Utility
4		and Review Board (UARB) where the UARB ordered in its Supplemental Decision:
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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.

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1	2.0	UPDATE OF PROJECT SCHEDULE WITH VARIANCE EXPLANATION
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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 Level 1 Project Schedule, and Attachment 2 for
7		the Detailed Project Schedule.
8		
9		Nalcor's schedule for the transmission assets remains mid-2018 and the completion of
10		Muskrat Falls is forecast for late 2019 to mid-2020. NSPML will also provide future
11		updates as Nalcor advances toward completion of the Muskrat Falls project, the first
12		of which is anticipated later in June 2017.
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14	2.1	Gates and Milestones
15		
16		The Project remains scheduled for energization in October of this year and for
17		commissioning by the end of Q4 2017. The Maritime Link is expected to be in-
18		service by January 1, 2018. NSPML is now planning for Decision Gate 4, at which
19		point the Maritime Link will be turned over to Operations.
20		
21	2.2	Safety
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23		The project review of high risk activities for new upcoming field activities by
24		contractors continues to be followed. Marine safety reviews were a priority with the
25		arrival of the cable lay vessel, the Skagerrak, and prior to the cable pull-in at Cape
26		Ray, the cable laying, and the final pull-in at Point Aconi. Other reviews were
27		conducted with the Polar King vessel crew prior to the start of the trenching and
28		survey activities. Further reviews were conducted prior to the start of the cable load

onto Barge UR141 and the lift onto the HLV vessel in Japan for the transportation to

Nova Scotia. Safety reviews were conducted in advance of the Transmission Line

steel tower erection program with the assistance of the heavy load helicopter. Other

safety reviews were conducted prior to the installation of the equipment for the

1		substations, converter building and yards, and other sites. Specific focus was on the
2		Lock-Out, Tag-Out and Permit to Work procedures which are subject to an audit
3		review and were enhanced prior to the start of commissioning testing in the substation
4		yards. These reviews are in addition to the other safety activities carried out each day
5		such as the tool box safety discussions with each crew and the Field Level Risk
6		Assessments (FLRAs).
7		
8		Most recently, transmission line construction contractor Rokstad Power informed
9		NSPML that one of the recently constructed steel towers located along the HVdc
10		portion of the Maritime Link Project in western Newfoundland fell down as a result
11		of a suspected failed guy wire system at the site. No injuries occurred and no one was
12		onsite at the time of the incident.
13		
14		Occupational Health & Safety (OH&S) has been notified and Rokstad together with
15		NSPML have started a review to determine the cause of this incident. Work related to
16		this incident on the high voltage direct current (HVdc) line has been temporarily
17		suspended, under orders of OHS, while this review continues.
18 19		
20		The safety of the public and the workers continues to be Emera NL's first priority,
21		and NSPML remains committed to a culture on the work sites that promotes world
22		class safety behaviours.
23	2.3	Commercial Activities
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25		The key major procurement activities are presented in Table 1 with an update of the
26		status for each initiative.
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Table 1

Commercial	Status in April 2016	Initiative	Status in June 2017
Activity		Number	
HVdc Submarine	The Contract was awarded to	E11-18	No Change.
Cable Supply and	Nexans 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	E13-88 is closed.
along Transmission	Logging Limited in NL and R.		
Lines	MacLean Forestry in NS in		
	February 2014.		
	Contract closeouts were in		
	progress.		
Transmission	The Contract was awarded to	E13-85	No Change.
Structures and	Kalpataru Power Transmission		
Grillages	Ltd. in September 2014 for design		
	and delivery of Structures and		
	Grillages.		
Site Preparation	The Contract was awarded to	E13-92	The JonelJim contract
Services (Includes	Joneljim Concrete Construction		closeout remains in
construction of access	(1994) Ltd. for NS Site		progress.
road upgrades)	Preparation Services in September		
	2014.		
	The Contracts were awarded to		The contract closeout
	Marine Contractors Inc., MCI		with MCI is complete.

Commercial	Status in April 2016	Initiative	Status in June 2017
Activity		Number	
	Limited Partnership for NL Site		
	Preparation Services in September		
	2014.		
	Contract closeouts were in		
	progress.		
Transmission Line	E13-95 contract has been	E13-95	No Change
Construction	terminated.		
	This contract has been replaced		
	with E16-284 and E16-269 as		
	reported in the previous report.		
Transmission Line	The contract with PowerTel was	E16-284	No Change.
Construction – NL AC	re-assigned to NSPML for the		
Line	completion of the two Grounding		
	Lines and the HVac Line.		
Transmission Line	The contract for the construction	E16-269	No Change.
Construction - NL and	of the HVdc Transmission Lines		
NS HVdc Lines	was awarded to a joint venture of		
	Emera Utility Services and		
	Rokstad Power Corporation		
	(ERJV).		
Transmission Line	The Contract for the supply of	E13-87	The contract close-
Conductors	conductors was awarded to Midal		out remains in progress.
	Cables in March 2015.		progress.
	Contract close-out was in progress.		
	The contract for the supply of		
	OPGW was awarded to		The contract close-out
	Composite Power Group Inc. in		

Commercial	Status in April 2016	Initiative	Status in June 2017
Activity		Number	
	June 2015.		remains in progress.
	This is also within the scope of		
	the E13-87 initiative.		
	Contract close-out was in progress.		
Horizontal Directional	Contract awarded to Directional	E13-156	
Drill (HDD)	Horizontal Drilling (DHD) in		
Construction Program	January 2016.		
	E12 157 was divided into two	E13-157	E13-157 is closed.
	E13-157 was divided into two contracts.		
	E13-157 A was awarded to		
	Schlumberger in March 2016 for		
	the supply of HDD fluids. E13-		
	157B was awarded to Baker		
	Hughes in April 2016 for the		
	Supply of directional drilling		
	services, drill bits and other		
	materials. This contract has been		
	closed.		E13-158 is closed.
	E13-158 for marine intervention	E13-158	
	services was awarded in April		
	2016 to DOF Marine. This		
	contract has been closed.		
	The supply of the HDD casing		E15 220 in alara J
	(E15-238) was awarded to East	E15-238	E15-238 is closed.
	Coast Tubulars Limited in October		

Commercial	Status in April 2016	Initiative	Status in June 2017
Activity		Number	
	2015. This contract has been		
	closed. The closeout of all HDD construction contracts were in progress. This contract has been closed.		
Accommodations Operations	The contract for the accommodations operations services was awarded to East Coast Catering in April 2015.	E13-89	The contract was extended in June, 2017

2.3.1 Land Access Agreements

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In NS, all UARB expropriation hearings have been successfully resolved through negotiated agreements. In NL, there continues to be only three outstanding disputed expropriations. The process for hearing expropriation disputes rests with an arbitration panel established by the government, and NSPML has worked with the Chair of the panel and the NL Government for process and rules to enable hearings in NL. NSPML has also filed applications for dormant expropriated parcels in NL; these applications will be uncontested. Similar to NS, these applications are about fair compensation valuation; land control has been obtained for the expropriated parcels.

2.3.2 Funding

As in prior months, Funding and Drawdown Requests containing comprehensive details of costs for the upcoming month were submitted to the Collateral Agent and Government of Canada as necessary, and all requested funds were received on schedule. Please refer to Attachment 3 for the Independent Engineer (IE) Draw Confirmation Certificates for the period. The IE Certificates allow for Project costs to be paid from the proceeds of the ML Construction Loan under the payment terms of the Material Project Documents and the ML Credit Agreement.

2.3.3 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. Please refer to Attachment 4 for details on the status of these Agreements.

2.4 Engineering Activities

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Commissioning of the Maritime Link continues to align with the completion target date of Q4 2017. Engineering is captured in three main categories across several Work Breakdown Structures ("WBS's"):

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HVdc Submarine Cable Supply and Installation - cable design and manufacturing was engineered by the cable supplier and includes performance criteria consistent with service life and reliability targets as approved by NSPML. Both subsea cables have now been completely manufactured and successfully passed all testing requirements. Other preparations and inspections of marine cable loadout and transportation from Futtsu, Japan and Halden Norway, and the planning for trenching and rock protection were completed. Engineering expertise was aboard the vessel Skagerrak during the laying of the first cable in April and May 2017, and the laying of the second cable which is underway in June 2017. Engineering was involved during the transpooling of the second cable from the heavy lift vessel ("HLV") and the barge UR141 to the Skagerrak. Engineering was also aboard the Polar King, overseeing the cable trenching and survey activities and will continue during the rock protection activities later in the summer. Engineering design for the foundation for the spare cable turntable was completed along with the fabrication and installation of the storage carousel. Engineering is also available to support the land work activities at Point Aconi and Cape Ray with regards to installation of land cables and transition compounds where the cables will connect to the overhead transmission lines. This work commenced in early March and is forecasted to be completed in August.

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HVdc Converters and Substations - engineering is included in the contract awarded
to ABB for the supply and installation of these assets. With construction activities
well underway at all sites, engineering is focused on site-related changes resulting
from interfaces with existing equipment, and final protection and control as current
systems are being modified to accept the new system. The remaining priorities
include the completion of the main circuit studies and the Plant Circuit Diagrams

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(PCD), and test plan documentation. Engineering is overseeing the AC substation system and subsystem tests in advance of the utility outages which began in early June.

 Overland Transmission - designs for the transmission and grounding lines are complete and in-field modifications resulting from the contractor related as-found geotechnical issues at each structure are ongoing.



Woodbine Converter Building

2.5 Submarine Cables (Marine)

At Halden, Norway, cable manufacturing was completed in early March, followed by the successful Factory Acceptance Tests and loadout to the vessel. The Skagerrak arrived in NL and installation of the first cable began on April 26, 2017 and was completed on May 13, 2017. The Polar King completed the trenching and survey for the first cable, and trenching and surveys are currently in process for the second cable. Prior to the vessels departing Canadian waters, a full inspection and final positioning of the cables within the corridor will be completed, including repairs for any identified non-compliances, splicing and testing of cables as required upon completion of installation. These activities are expected to be completed by early summer and the remaining at-sea work will be rock placement in specified locations for cable protection where burial depths were not attainable.

At Futtsu, Japan, cable manufacturing was completed in late February, followed by successful Factory Acceptance Tests and loadout to the vessel. The HLV which was transporting the cable barge, arrived in Nova Scotia on May 12, 2017. Transpooling of this cable began and was complete on May 30, 2017. The Skagerrak then moved to Cape Ray, to begin installation of the second cable.





Submarine cable pulled into shore in Cape Ray



The HLV entering the Panama Canal

The manufacturing of the land cable was completed as reported previously and has been shipped to NL and NS. Installations of the land cables connecting the subsea cables to the transition sites were completed in May and June 2017 and are forecasted to be terminated in July and August 2017. The installation of the land cable at the Woodbine site was completed in early June and terminations are scheduled to be completed in August 2017.

2.6 Converters and Substations

ABB reports overall progress project to date to the end of April 2017 at 88.1% against a target of 94.5%. ABB and NSPML are reviewing schedule details for the energization plans and Substantial Completion with the first scheduled outages in June being on target after having recovered ground on schedule challenges in this work.

At Bottom Brook, work at the HVDC Converter building continued throughout the period. Installation of the interior and exterior panels was completed in April. Duct work progressed to 56% complete and cable trays are approximately 86% complete. The electrical mechanical installation in the DC yard is approximately 27% complete. Rooms in the building were prepared and the installation of power electronic components and other equipment is in progress. The installation of equipment in the AC substation is near completion in advance of the NLH outages. Pre-commissioning of the AC substation advanced and test results documentation was submitted to NLH prior to the first scheduled outage which began on June 6, 2017.

At Woodbine, the status of the Converter building is similar to the Bottom Brook building noted above. Installation of the interior and exterior panels has been completed. Duct work progressed to 78% complete and cable trays are approximately 77% complete. Rooms in the building were prepared and the installation of power electronic components and other equipment is in progress. The installation of the electrical mechanical installation in the DC yard progressed. The installation of equipment in the AC substation is near completion in advance of the NS Power outages. Pre-commissioning of the AC substation advanced and test results documentation was submitted to NS Power prior to the first scheduled outage which began on June 3, 2017. Both Woodbine and Bottom Brook sites remain under schedule pressure resulting from prior activities such as the delay due to siding; however, ABB and NSPML are working collaboratively to systematically schedule in-service activities to achieve commissioning dates as scheduled.

At Granite Canal, civil works is complete and substation installation is approximately 85% complete.

At Cape Ray, at the transition compound, work on the control building continued with installation of interior trim and siding. Installation of steel supports and apparatus continued to advance. Installation of equipment is near completion. Nexans continued with the installation of the subsea pulling winch at the HDD pad. Work also progressed with the trenching and laying of four sections of land cables.

Table 2

At Point Aconi, at the transition compound, work on the grounding grid and installation of the grounding rods is now complete. Construction of the control building continued to progress. Steel erection is ongoing and equipment installation has started. Nexans continued with the installation of the subsea pulling winch at the HDD pad. The land cable trench and the laying of the two land cables up to the transition compound were completed.

$\textbf{2.7} \quad \textbf{Construction Contractor}(s) - \textbf{Transmission Lines}$

The status of the transmission lines construction activities at the end of the period is detailed in Table 2. All technical and environmental remedial site work will be complete for transmission activities in summer 2017 as all transmission work wraps up, including punch list items or repairs. This work will occur before contractor demobilization.

Transmission Line	Completion Target	Status
		The NL grounding line is
NL Grounding Line	Santamban 2016	complete with the
NE Glounding Line	September 2016	exception of the
		connections at each end.

		As of April 30, 2017, this
		line is approximately 52
		percent complete.
		Installation of foundations
		is at 94 percent complete,
NL DC Transmission Line	Assessed 2017	with 96 percent of towers
NL DC Transmission Line	August 2017	assembled and 20 percent
		of towers erected. In May,
		the tower erection of the
		helicopter lift program
		installed approximately 180
		towers in one week.
		As of April 30, 2017 this
		line is approximately 86
		percent complete. Work on
		the foundations is now 95
NL AC Transmission Line	June 2017	percent complete, with
TVL TVC Transmission Line	June 2017	approximately 85 percent
		of the framing of the poles
		completed and 70 percent
		of the conductor and fibre
		optic overhead completed.
		The NS Grounding line is
NS Grounding Line	September 2016	complete with the
113 Grounding Line	September 2010	exception of the connection
		at Woodbine.

As of April 30, 2017, this line is approximately 94 percent complete.

Installation of foundations increased to 100 percent complete with 100 percent of towers assembled and 100 percent of towers erected. Stringing has commenced with 77 percent complete.

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Transmission stringing in Nova Scotia

2.8 Granite Canal Accommodations Operations

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The contract for the operations of the Granite Canal accommodations facility (E13-89A) was awarded to East Coast Catering in April 2015, and since July 2015, has been in full operation with the camp remaining open in summer of 2017 to accommodate construction activities.

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2.9 Grounding Sites

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The civil construction of the grounding site at Indian Head, NL was completed in July. The installation of all electrical equipment is installed with the exception of the filter which is scheduled for installation in Q2, 2017.

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The civil construction of the grounding site at Big Lorraine was completed including all the rock reef installation and site cleanup. The installation of all electrical

equipment	is	installed	with	the	exception	of	the	filter	which	is	scheduled	for
installation	in	Q2, 2017	7. The	e co	nnection to	the	e gro	oundin	g line	was	completed	d in
January.												

2.10 Independent Engineer

The Independent Engineer (IE) team has completed several site visits and project inspections, at various stages in each province. As well, IE team members have witnessed the progress at each major manufacturing facility for cables, converters and transformers on multiple occasions at key stages of manufacturing. The IE completes confidential reports for Canada and provides a briefing to NSPML for each inspection. The IE recently completed a factory visit to the Nexans manufacturing facility in Futtsu, Japan. Once received, this IE Report will be provided in a forthcoming Quarterly Report.

Page **20** of **24**

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 3 below provides an updated cost summary for the Maritime Link, which
6		includes actual costs incurred as of March 31, 2017 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 cost forecast represented in the ML
11		Project Application. Project costs include fully allocated costs for the entire Project
12		Management Team, including contractors, employees, executives dedicated to the
13		project, and NS Power seconded employees at affiliate mark-up rates according to the
14		Affiliate Code of Conduct. All costs provided are in Canadian dollars.
15		
16		Actual AFUDC is being tracked and recorded monthly. AFUDC remains within the
17		\$230 million amount estimated at the time of filing of NSPML's Application.
18		
19		The project remains on target for completion in 2017 and within the Decision Gate 3
20		budget of \$1.577 billion.

1 Table 3

(000's of Canadian Dollars)	Actual Costs					Forecast		Total Project		
Description	2011-2013	2014	2015	2016	Q1 2017	Total Project to Date	Q2 2017	Q3 2017	Q4 2017	Estimate at Completion
Emera NL Project Management Costs	44,379	42,315	24,599	25,639	8,446	145,377	8,552	9,766	13,017	176,713
Nalcor Project Support Costs	-	15,232	425	438	15	16,111	146	104	104	16,464
Construction and Engineering Initiatives	14,975	167,980	259,750	403,871	128,727	975,303	177,134	57,309	33,924	1,243,670
Environmental Approval	2,651	4,378	1,082	1,623	450	10,184	4,286	4,476	2,433	21,379
Submarine and related	3,359	83,797	74,439	54,213	31,643	247,451	47,942	15,416	11,881	322,690
Converters, structures, and other ancillary equipment	1,517	48,747	106,195	227,643	49,566	433,668	57,575	30,116	18,738	540,097
AC and DC Transmission	7,448	31,057	78,035	120,392	47,067	283,999	67,331	7,301	872	359,504
Total	59,354	225,527	284,774	429,948	137,188	1,136,791	185,832	67,179	47,046	1,436,846
Escalation									32,454	32,454
Contingency							16,613	21,336	70,105	108,054
Grand Total	59,354	225,527	284,774	429,948	137,188	1,136,791	202,444	88,514	149,605	1,577,354

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Total Actual Project Costs at end of Q1, 2017 Compared to Previous Forecast

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The total actual project costs for Q1 2017 were \$10.8 million less than the costs for the same period forecasted in the NSPML Quarterly Report of April 17, 2017. The explanations of the variances are as follows:

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ENL Project Management and Nalcor Project Support: \$0.5 million lower cost incurrence due to resourcing and administration.

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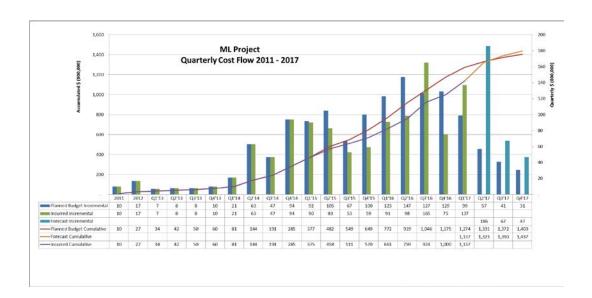
14 • Submarine and related: \$4.3 million above cost incurrence due to schedule 15 activities related to the timing of the engineering, manufacturing and transportation of the submarine cables.

1	• Converters, structures and other ancillary equipment: \$14.2 million lower cost
2	incurrence due to slower progress achieved for civil construction and installation
3	activities for the converter buildings and HVdc yards.
4	
5	• AC and DC Transmission: \$0.4 million lower cost incurrence attributable to timing
6	of NL DC and AC transmission line activities.
7	
8	The variances do not change the forecasted completion date of Q4 2017, and the
9	Project remains within budget.

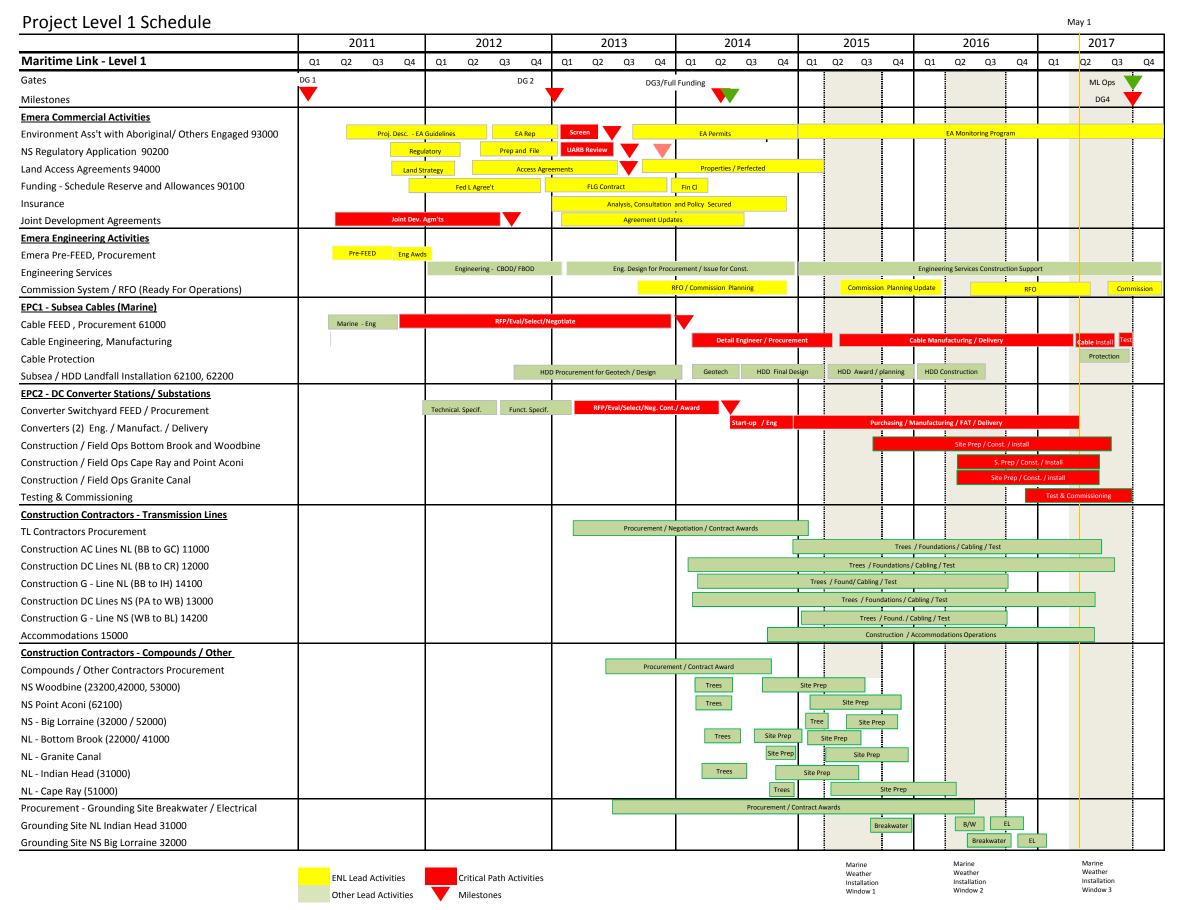
4.0 COST FLOW

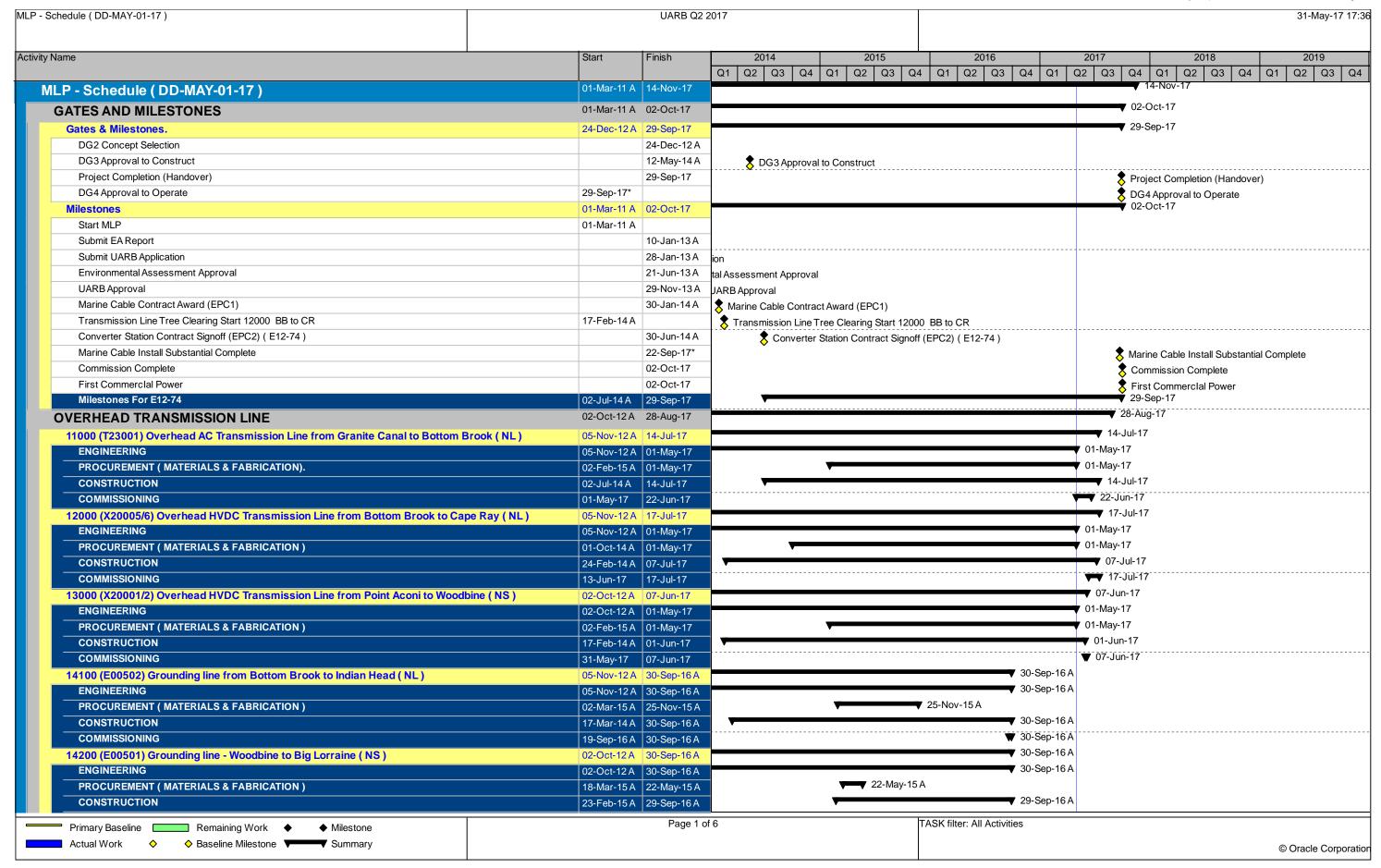
As per Enerco U-31, section 2.2, please refer to Table 4 below for the cost flow until the Maritime Link is commissioned. This cost flow for the base capital spending is now forecast at \$1.437 billion from \$ 1.431 billion and a corresponding decrease in available contingency and escalation forecasted for the remainder of the project. The total of the base capital spending, escalation, and contingency amounts remains at \$1.577 billion.

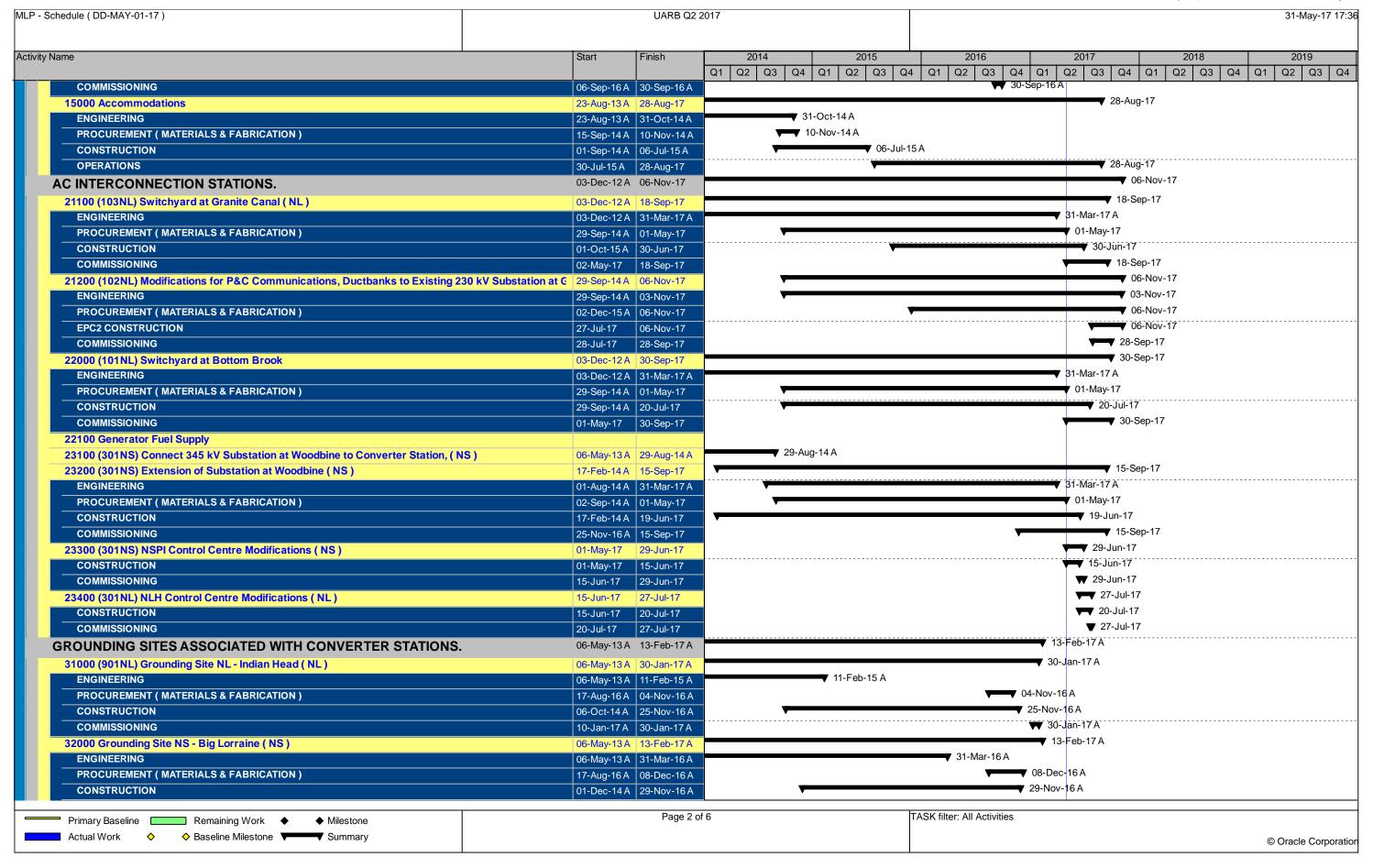
Table 4

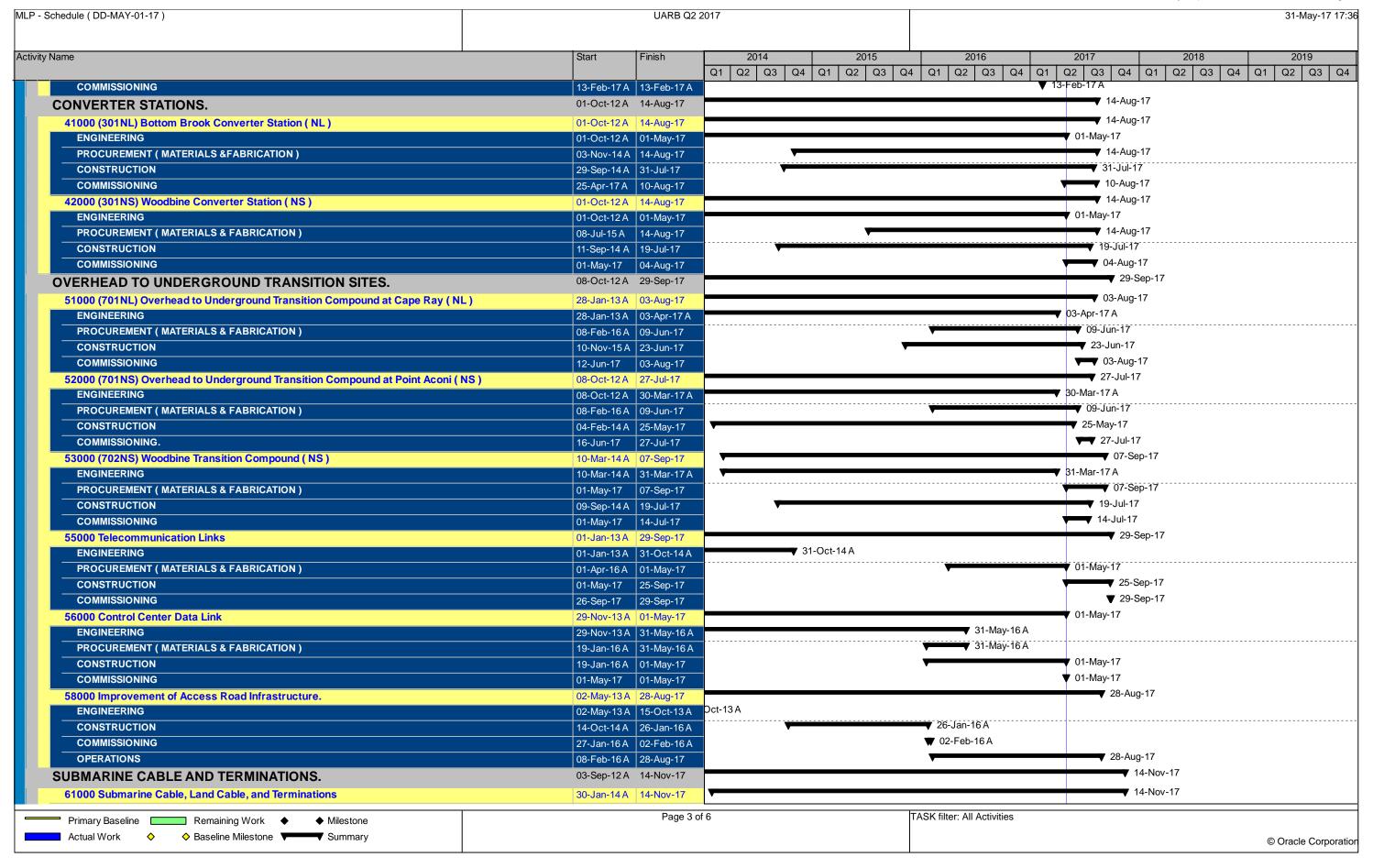


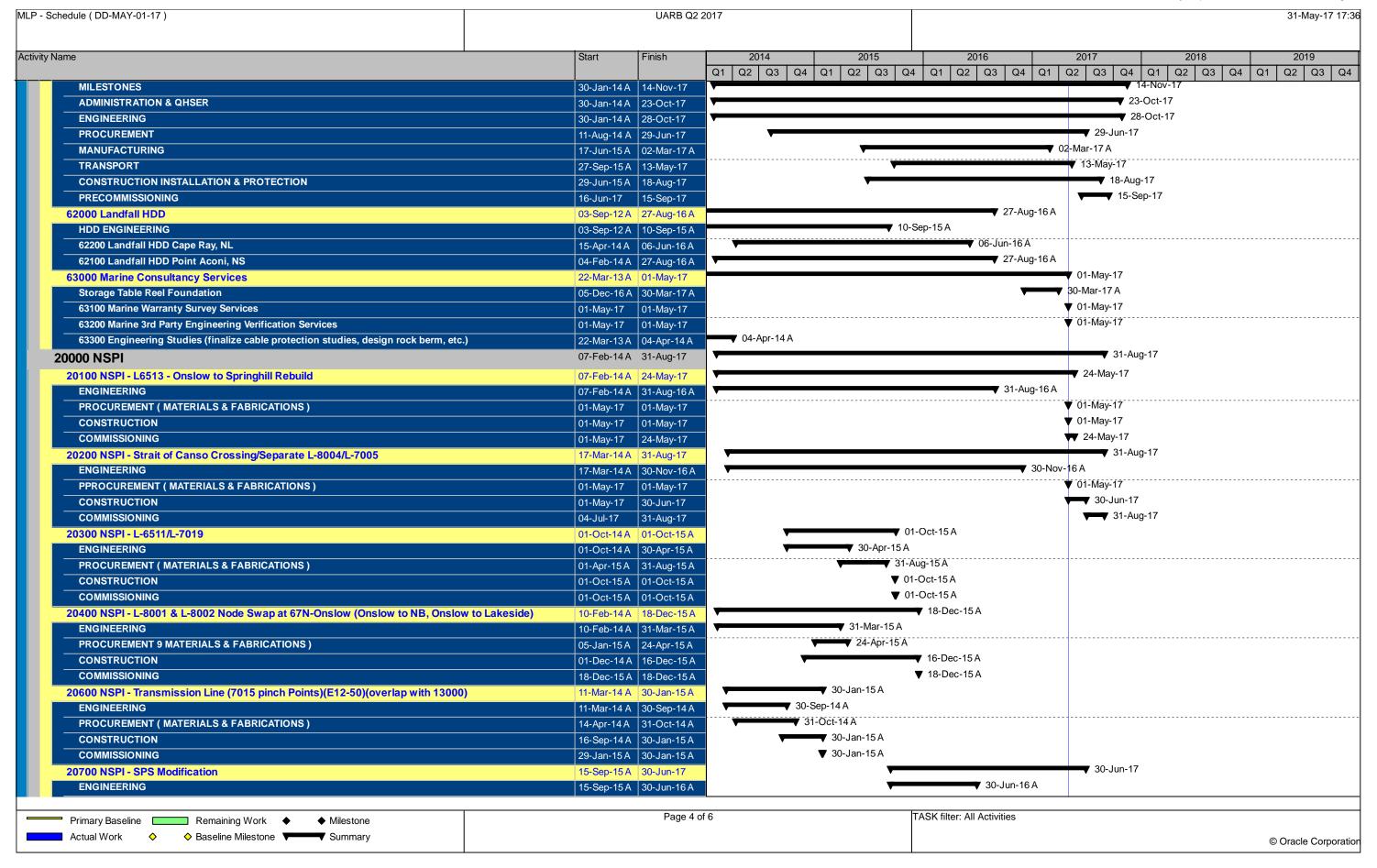
Maritime Link Project Level 1 Project Schedule

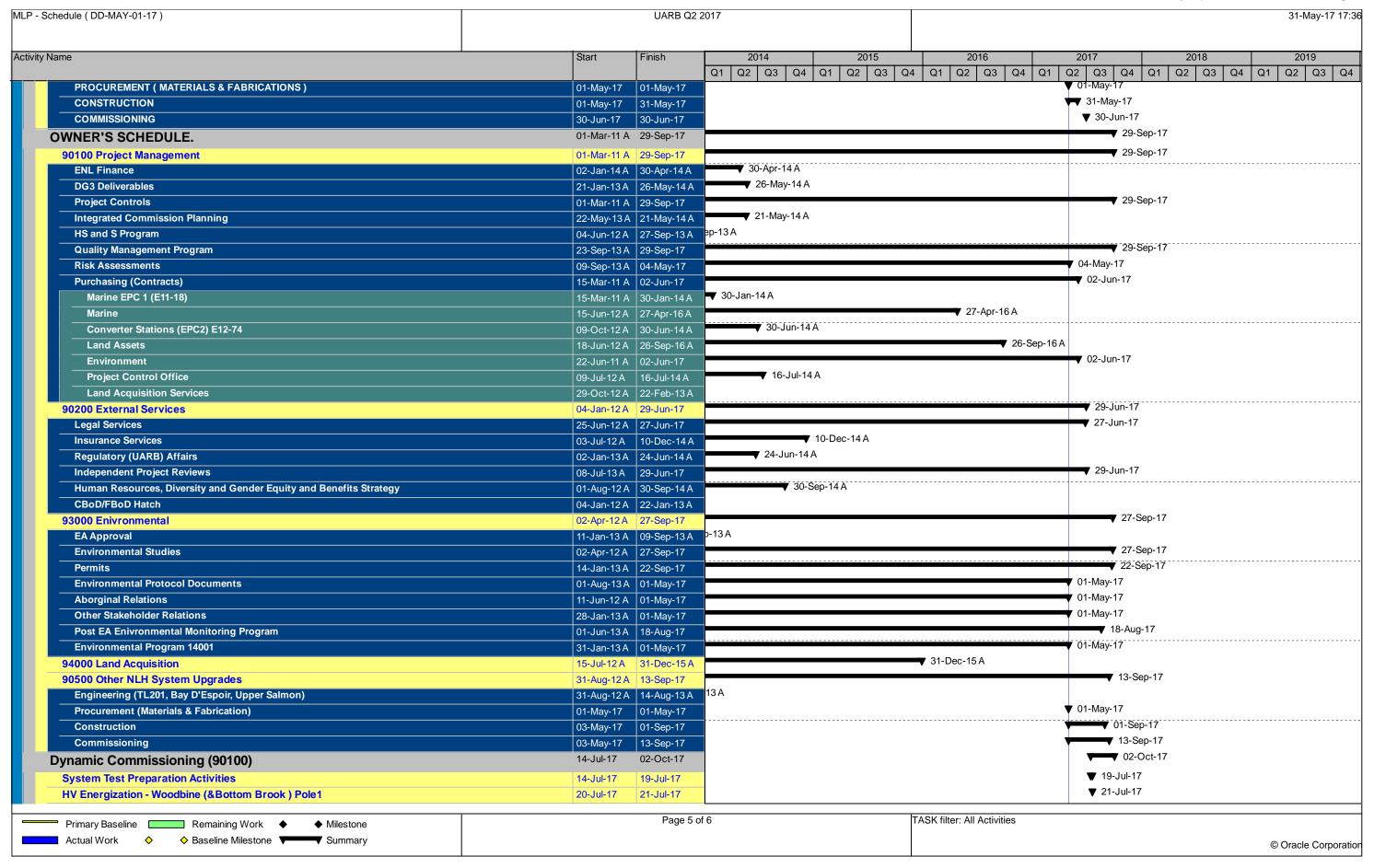












MLP - Schedule (DD-MAY-01-17)	UAR	B Q2 2017	31-May-17 17:3	
Activity Name	Start Finish	2014 2015 2016 Q1 Q2 Q3 Q4 Q1 Q2 Q3 Q4 Q1 Q2 Q3	2017 2018 2019	
Terminal Operation - Woodbine (& Bottom Brook) Pole 1	24-Jul-17 02-Aug-		₩ 02-Aug-17	
HV Energization - Woodbine (& Bottom Brook) Pole 2	03-Aug-17 04-Aug-		▼ 04-Aug-17	
Terminal Operation - Woodbine (& Bottom Brook) Pole 2	07-Aug-17 14-Aug-		▼ 14-Aug-17	
Open Line / DC Switchyard Test - Pole 1	15-Aug-17 17-Aug-		▼ 17-Aug-17	
Monopolar Operation - Pole 1	18-Aug-17 24-Aug-	17	▼ 24-Aug-17	
Open Line / DC Switchyard Test - Pole 2	25-Aug-17 30-Aug-	17	▼ 30-Aug-17	
Monopolar Operation - Pole 2	31-Aug-17 08-Sep-	17	▼ 08-Sep-17	
Bipolar Operation	11-Sep-17 29-Sep-	17	▼ 29-Sep-17	
Performance Testing	29-Sep-17 02-Oct-	17	▼ 02-Oct-17	
Primary Baseline Remaining Work Milestone	Pa	ge 6 of 6 TASK filter: All Activitie		
Actual Work ♦ Baseline Milestone ▼ Summary			© Oracle Corporation	

SCHEDULE "Q"

DRAW CONFIRMATION CERTIFICATE BY INDEPENDENT ENGINEER

ML PROJECT FINANCING

This Draw Confirmation Certificate is provided by Argirov Engineering 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 April 20, 2016 (the "Construction Report"); and
- (b) the Borrower's funding request dated April 24, 2016 (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: April 26, 2017

Argirov Engineering 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 Argirov Engineering 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 May 23, 2017 (the "Construction Report"); and
- (b) the Borrower's funding request dated May 24, 2017 (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: May 25, 2017

Argirov Engineering Inc.

By:

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

Operating Agreement Requirements Arising from the Formal Agreements

	Agreement	Parties	Description	Formal Agreement Source	Status
1.	Asset Interconnection Agreement (NL)	Emera, NLH	Interconnection of ML with the Island Interconnected System	ML-JDA, s. 2.1 (c)	Completed
2.	Multi-Party Pooling Agreement	Emera, NLH	NLH (SO) to have operational control of ML NLH AC Upgrades	ML-JDA, s. 2.1 (d)	Completed
3.	Transmission Operating Agreement (NL)	Emera, NLH	NLH (SO) to have operational control of ML NL HVdc Facilities	ML-JDA, s. 2.1 (e)	Completed
4.	Asset Interconnection Agreement (NS)	Emera, NSPI	Interconnection of ML with NS bulk electric transmission system	ML-JDA, s. 2.1 (f)(i)	Completed with exception of execution; expect execution in Q2, 2017.
5.	Transmission Operating Agreement (NS)	Emera, NSPI	NS SO to have general operational control of the ML	ML-JDA, s. 2.1 (f)(ii)	Completed with exception of execution; expect execution in Q2, 2017.
6.	ECA – Metering and Measuring Standards – Transmission Losses	NSPML, Nalcor	Metering and measuring standards used in the calculation of Transmission Losses	ECA, Schedule 3, s. 5	Completed
7.	Regulation Service Agreement	NSPML, Nalcor	Nalcor's provision of the Regulation Service with respect to the Nova Scotia Block for the Initial Term	ECA, Schedule 5	Expect completion in 2017
8.	Metering and Measuring Standards – NS NTQ transmission losses	NSPML, Nalcor	Metering and measuring standards used in calculation of NS –NTQ Path Peak and Off-Peak Hour transmission losses	NSTUA, Schedule 3, s. 6	Completed
9.	NB Back-up Capacity Agreement	Bayside Power L.P, Nalcor	Emera's provision of backup Capacity to NB to Nalcor until March 31, 2021	NBTUA, s. 2.1(d)	Expect completion in 2017
10.	IOA – ML Transmission Procedures	NSPI, NLH	Rules and practices applicable to administration of transmission service over the ML	IOA, Schedule D	Completed
11.	IOA – Reserve	NSPI, NLH	Sharing of energy and	IOA, Schedule A	Expect

	Sharing		reserves between the Parties to improve Reliability		completion in 2017
12.	IOA – Description of Interconnection Facilities	NSPI, NLH	Description of Interconnection Facilities for which each Party is responsible	IOA, Schedule B	Expect completion in 2017
13.	IOA – Functional Operating Relationship	NSPI, NLH	Various matters relating to operating relationship	IOA, Schedule C	Expect completion in 2017
14.	IOA – Operating Procedures	NSPI, NLH	IOC to develop "operating procedures"	IOA s.7.2 and s. 7.4(a)	Expect completion in 2017
15.	IOA – Schedule A1.0	NSPI, NLH	Parties to prepare a plan for NLH participation in Reliability Assessment Program ("RAP")	IOA Schedule A1.0	Completed
16.	ML TSA – ML Scheduling Process	Emera and Nalcor	Scheduling process applicable to the provision of Firm Point-to-Point Transmission Service	MLTSAs, Schedule 2	Expect completion in 2017
17.	Amendments to Formal Agreements	Emera, Nalcor	Amendments to Formal Agreements required by Sanction Agreement	Sanction Agreement	Completed
18.	Energy Access Agreement	Emera, Nalcor	Commitments regarding access to market priced energy	Compliance Filing, Appendix A	Completed
19.	Balancing Service Agreement	Emera, Nalcor	Nalcor commitment to provide balancing services from generation sources in NL for 25 years.	Energy Access Agreement Term Sheet, s. 7(g) and Appendix 1	Completed
20.	Assignment of Transmission Rights under ML(E)TSA	Emera, Nalcor	Assignment of Transmission Rights	ML(E)TSA, s. 3.3 (h)	Expect completion in 2017
21.	Assignment of Energy Access Agreement	Emera, Nalcor, NSPI and NEM	Assignment/assumption of Nalcor's rights and obligations to/by NEM	EAA s. 15.1 (a)	Expect completion in 2017
22.	Assignment of Nalcor Master Agreement (EAA Schedule 2)	Nalcor, NSPI and NEM	Assignment/assumption of Nalcor's rights and obligations to/by NEM	Nalcor Master Agreement s. 10.5 (a)	Expect completion in 2017
23.	JOA-Joint Operating Committee ("JOC")	Nalcor and NSPML	Establish/Operationalize JOC	JOA s.s. 3.1, 3.5	Completed
24.	NS Transmission Utilization Agreement	Nalcor and Emera	Status of Emera firm Point to Point Transmission Service	NSTUA s.s.2.2 (a)-(c)	Completed