

January 22, 2014

VIA COURIER, EMAIL, RESS

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
2300 Yonge Street, 27th Floor
Toronto, ON
M4P 1E4

Dear Ms. Walli:

Re: EB-2011-0140: East-West Tie Line Designation
Monthly Report January 22, 2014

Enclosed for filing is the monthly report for Upper Canada Transmission, Inc. ("NextBridge"), a copy of which was filed through RESS earlier today.

Yours truly,

(Original Signed)

Tania Persad
Senior Legal Counsel, Enbridge Gas Distribution Inc.

ONTARIO ENERGY BOARD

IN THE MATTER OF sections 70 and 78 of the *Ontario Energy Board Act, 1998*;

AND IN THE MATTER OF a Board-initiated proceeding to designate an electricity transmitter to undertake development work for a new electricity transmission line between Northeast and Northwest Ontario: the East-West Tie Line.

**UPPER CANADA TRANSMISSION, INC.
(d/b/a NextBridge Infrastructure)**

Monthly Report

January 22, 2014

1. By the *Decision and Order* dated August 7, 2013 (Decision), the Ontario Energy Board (OEB or Board) decided that the designated transmitter for the development phase of the proposed East-West Tie Line (EWT Project) is NextBridge Infrastructure (NextBridge).
2. In accordance with Ordering Paragraph 2 (page 42) of the Decision and the Board's September 26, 2013 *Decision and Order regarding Reporting by Designated Transmitter*, NextBridge provides this monthly report. This report reflects the financial status of development work on the EWT Project through December 31, 2013. Other aspects of this report are current as of the close of business on the last business day prior to the filing date.
3. This report is organized as follows:
 - (a) A summary report on overall EWT Project progress.
 - (b) A cost summary providing details for each cost category included in NextBridge's Board approved development cost budget of: i) actual costs to date; ii) percentage of budgeted costs spent to date; iii) updated budget forecast (if applicable); and iv) forecast variance. Reasons for any forecast

variance and associated mitigating measures for negative forecast variances are also provided.

- (c) A summary of the status of NextBridge's Board approved development milestones, indicating those that are complete and the status (i.e. on schedule, ahead of schedule or delay/potential delay) of those in progress. If any delay or potential delay in achievement of any of the milestones has been identified, the reasons for the delay, the magnitude and impact of the delay on the broader development schedule and cost, and mitigating steps that have been or will be taken, are reviewed.
- (d) A summary of risks and issues that have arisen during development work, including discussion of potential impact of any such developments on schedule, cost or scope, and discussion of options for mitigating or eliminating the risk or issue. This section also provides an update on any previously identified risks or issues.

Overall Project Progress

- 4. Overall during this period, work towards all milestones continued to progress and the EWT Project is on schedule.
- 5. In respect of engineering work activities:
 - (a) Review of the load cases for the conductor and structures continues in support of finalizing the design criteria in accordance with milestone 3; and
 - (b) Review of the preliminary tower performance drawings and loadings continues in anticipation of receiving the bids in response to the RFP that was issued to steel tower manufacturers in an effort to competitively source and contract the tower engineering, testing, final design/reports, material supply, fabrication and delivery to site.
- 6. In respect of route selection, land/ROW acquisition and community/municipal consultation activities, discussions with landowners, permitting agencies and other stakeholders have continued.
 - (a) Activities within the community/municipal consultation area included:
 - (i) Responding to and tracking stakeholder inquiries and other stakeholder engagement activity; and

- (ii) Preparation of an EWT Project notification letter advising stakeholders of the availability of the draft Terms of Reference for the Environmental Assessment (ToR) for review and comment. A copy of the correspondence distributed to stakeholders is attached to this report at Schedule A.
- (b) Activities in respect of route selection, land/ROW acquisition included:
 - (i) Continued updating of the line list through in-person Land Titles office visits, municipal tax roll review, and physical visits to specific properties;
 - (ii) Responding to and tracking landowner inquiries and other landowner engagement activity, including queries in connection with the draft ToR;
 - (iii) Review of appraisals and land acquisition RFP proposals received; and
 - (iv) Meeting with the MNR to discuss approaches for land acquisition of Crown Land.
- 7. Aboriginal engagement, consultation and participation activities included:
 - (a) Design of First Nation and Métis Participation Plan (referred to as the Participation Plan) with community input was completed in accord with milestone 18;
 - (b) Design of First Nation and Métis Consultation Plan (referred to as the Consultation Plan) with community input was completed in accord with milestone 19;

NextBridge prepared a draft Consultation Plan for review by the Ministry of Energy (the Ministry), in accordance with sections 4.1(b) and 6.1 of the Memorandum of Understanding between NextBridge and the provincial Crown dated November 4, 2013 ("Consultation MOU"). The Ministry co-ordinated a review of the draft Consultation Plan by relevant provincial ministries in accordance with section 3.1(d) of the Consultation MOU. The Consultation Plan incorporates the comments from that provincial review.
 - (c) Execution of an interim capacity arrangement with the Métis Nation of Ontario outlining how the parties will proceed in relation to consultation activities. The objective of the arrangement is to facilitate Métis engagement, review and comment/input on the proposed draft ToR for the EWT Project's environmental assessment process and allow for

negotiations in good faith with NextBridge to mutually agree upon a Memorandum of Understanding with respect to the EWT Project prior to February 28, 2014;

- (d) Distribution of Notices to the 18 Aboriginal communities identified by the Crown as potentially impacted by the EWT Project announcing the posting of draft ToR for the Environmental Assessment for review and comment. Attached at Schedule B for the information of the Board are the forms of such notice; and
 - (e) Continued discussions with the Aboriginal communities that are closest to the proposed EWT Project routes as to the nature of their participation.
8. In respect of environmental assessment work, activity focused on the continued development of the ToR. The draft ToR was posted to the NextBridge website (www.nextbridge.ca) for public review and comment on January 10, 2014. Notice that the draft ToR was available for review and comment was provided to stakeholders, Environmental Agencies, First Nations and Métis communities on January 10, 2014 in accord with milestone 21. Notification was distributed by electronic and direct mail. Hard copies of the draft ToR were mailed to Environmental Agencies as requested, and to First Nations and Métis Communities.
9. Additional general updates for the reporting period include:
- (a) NextBridge executed a Construction Cost Estimate Agreement with Hydro One Networks Inc. (HONI) on January 6, 2014 and met with HONI on January 15th to further progress the cost estimate development process. NextBridge has set-up monthly conference calls with HONI for information exchange. Additionally, NextBridge applied for an IESO System Impact Assessment (SIA) on January 10th, and received an IESO queue number for the SIA. Finalization of the SIA study agreement is anticipated shortly.
 - (b) The procedural steps respecting the appeal by the Ojibways of Pic River First Nation (Pic River) of the Board's designation decision continue to proceed on schedule. The appeal was perfected on January 9, 2014. The appeal remains scheduled to be heard in Toronto on Wednesday April 2, 2014 and Thursday April 3, 2014.
 - (c) NextBridge wishes to update certain information provided in connection with Response to Board Interrogatory 1 to UCT (the "Response") which

concerned organizational particulars of NextBridge Infrastructure LP. The Response stated that BPC Transmission Trust would, upon the initial capitalization of NextBridge, be a limited partner of NextBridge. Please note that instead, Borealis NB Holdings Inc., also a subsidiary of OMERS Administration Corporation, will be a limited partner in NextBridge.

- (d) NextBridge has continued to conduct a rigorous search for a permanent Project Director and has discussed the opportunity with several candidates. Under the direct supervision of the NextBridge Board of Directors, project leads continue to develop the project. As requested by the Board, NextBridge will keep it informed of the status of this search.

Cost Summary

- 10. Table 1, below, details for each cost category included in NextBridge's Board approved development cost budget: i) actual costs to date; ii) percentage of budgeted costs spent to date; iii) updated budget forecast (if applicable); and iv) forecast variance.
- 11. There are no development cost forecast changes arising from work to date.

Table 1: Budgeted Costs Status

Cost Category Budgeted	PROJECT TO DATE		TOTAL PROJECT ESTIMATE			
	Actual ¹	% of total budget	Forecast	Budget	Variance \$	Variance %
Engineering, Design and Procurement Activity	\$770,365	7.3%	\$10,553,292	\$10,553,292	-	0%
Permitting and Licensing	-	0.0%	47,320	47,320	-	0%
Environmental and Regulatory Approvals	480,914	13.4%	3,592,680	3,592,680	-	0%
Land Rights (Acquisitions or options)	482,189	24.2%	1,991,000	1,991,000	-	0%
First Nation and Métis Consultation	284,395	16.5%	1,724,000	1,724,000	-	0%
Other Consultation	55,824	11.3%	496,001	496,001	-	0%
Regulatory (legal support, rate case and LTC filings)	267,741	27.2%	985,000	985,000	-	0%
Interconnection Studies	-	0.0%	179,000	179,000	-	0%
Project Management	343,445	26.4%	1,300,000	1,300,000	-	0%
Contingency (Engineering, Design and Procurement)	-	0.0%	1,529,708	1,529,708	-	0%
Total Budgeted	\$2,684,873	12.0%	\$22,398,001	\$22,398,001	-	0%

12. Table 2, below, details costs to date not included in NextBridge's Board approved development cost budget. This table includes two categories of cost expressly excluded from the development cost budget filed by NextBridge: First Nation and

¹ "Actual" refers to actual costs plus estimated accruals.

Métis land acquisition costs and First Nation and Métis participation costs (see NextBridge Response to Interrogatory 26 to all applicants, attachment 1).

13. The “Other” category on Table 2 records unbudgeted costs that are, for the most part, related to the Notice of Appeal filed by Pic River in the Ontario Divisional Court in respect of the Decision.

Table 2: Unbudgeted Costs

Cost Category	Project to Date Actual²
Not Budgeted	
First Nation and Métis Land Acquisition	\$4,991
First Nation and Métis Participation	6,188
Other Costs Not included in Budgeted Categories	112,142
Carrying Cost	671
Taxes and Duties	-
Total Not Budgeted	<u>\$123,992</u>

Development Milestone Summary

14. Table 3, below, provides a summary of the status of NextBridge’s Board approved development milestones, indicating those that are complete and the status of those in progress (i.e. on schedule, ahead of schedule or delay/potential delay).
15. For each of the Board approved milestones, Table 3 provides:
 - (a) The Board approved milestone date.
 - (b) The status of those milestones due within 3 months of the reporting date.

² “Actual” refers to actual costs plus estimated accruals.

- (c) A “revised forecast date” if applicable, indicating NextBridge’s current forecast of the date for completion of the relevant milestone if the current forecast differs from the Board approved date.
16. NextBridge has focussed, for the purposes of this reporting, on the status of those milestones due within 3 months of the reporting date in order to highlight the development activities in respect of which efforts are primarily focussed, and which are of most immediate relevance to project progress and status. At this early stage in project development, but for this approach all milestones would indicate “On schedule”, but such information would be of limited use to the Board given that the relevant milestones are currently far out in time. As the development work progresses, the status column will be completed for more of the milestones.
17. NextBridge does review its development schedule on a monthly basis, in conjunction with preparation of these monthly reports, and should an issue or risk regarding a milestone that is scheduled beyond 3 months from the reporting date be identified, NextBridge will nonetheless report on that issue or risk, and include an appropriate status indication and revised forecast date in Table 3.

Table 3: Milestone Progress and Status

Engineering Milestones

	Milestone	Board Approved Date	Status	Revised Forecast Date
1	Initiate engineering	13 Sep 2013	Completed	
2	Sign contract for engineering	31 Oct 2013	Completed	
3	Finalize design criteria for conductor and structure	31 Jan 2014	On schedule	
4	Complete conductor optimization study	7 Mar 2014	On schedule	
5	File request for a System Impact Assessment (SIA) with the IESO	12 Mar 2014	On schedule	
6	Status report on progress toward finalization of structure choice	31 Mar 2014	On schedule	
7	Obtain senior management approval of the structure configuration proposal	1 July 2014		
8	Complete aerial surveys	14 Oct 2014		
9	Receive final SIA from the IESO	21 Nov 2014		

Route Selection, Land/ROW Acquisition and Community/Municipal Consultation Milestones

	Milestone	Board Approved Date	Status	Revised Forecast Date
10	Prepare list of landowners along the ROW	10 Oct 2013	Completed	
11	Complete design of Landowner, Community and Municipal Consultation Plan	1 Nov 2013	Completed	
12	Commence negotiations or discussions with all landowners and permitting agencies	25 Nov 2013	Substantially completed as per EWT Project December 20, 2013 Monthly Report	
13	Finalize proposed route and obtain senior management approval	1 Jul 2014		

Aboriginal Engagement, Consultation and Participation Milestones

	Milestone	Board Approved Date	Status	Revised Forecast Date
14	Send introductory correspondence to aboriginal communities	30 Aug 2013	Completed	
15	Initial meeting with Ministry of Energy regarding the MOU for delegation	15 Sept 2013	Completed	
16	Complete initial/introductory contact with all aboriginal communities identified by the Ministry of Energy	30 Sept 2013	Completed	
17	Sign MOU with Ministry of Energy regarding the delegation	5 Nov 2013	Completed	
18	Complete design of First Nations and Métis Participation Plan with community input	2 Jan 2014	Completed	
19	Complete design of First Nations and Métis Consultation Plan with community input	2 Jan 2014	Completed	

Environmental Assessment (Provincial) Milestones

	Milestone	Board Approved Date	Status	Revised Forecast Date
20	Consult with environmental agencies (Ministry of Environment, Ministry of Natural Resources, Parks Canada and Ontario Parks)	10 Oct 2013	Completed	
21	Issue notice of draft Terms of Reference (ToR) available for review	16 Jan 2014	Completed	
22	File Environmental Assessment ToR	28 Feb 2014	On schedule	
23	Initiate wildlife, aquatics and early season vegetation assessments	1 May 2014		
24	Approval of Environmental Assessment ToR	3 Jul 2014		
25	Complete Environmental Assessment Consultation Report	27 Jan 2015		
26	Submit Environmental Assessment to Ministry of Environment	27 Jan 2015		

Leave to Construct Milestone

	Milestone	Board Approved Date	Status	Revised Forecast Date
27	Submit Leave to Construct (LTC) application	28 Jan 2015		

18. In respect of the milestones achieved during this reporting period:

- (a) **Milestone 18: Complete design of First Nations and Métis Participation Plan with community input.** Attached at Schedule C is a copy of the Participation Plan as proof of completion of this milestone.
- (b) **Milestone 19: Complete design of First Nations and Métis Consultation Plan with community input.** Attached at Schedule D is a copy of the Consultation Plan as proof of completion of this milestone.
- (c) **Milestone 21: Issue notice of draft Terms of Reference (ToR) available for review.** Attached at Schedules A and B are copies of the notification letters providing notice that draft ToR are available for public review and comment as proof of completion of this milestone.

19. With respect to milestones due within the next 3 months, activity is on track to achieve the relevant milestones in accordance with the Board approved target dates.

Issues/Risks/Mitigation Summary

- 20. This section of NextBridge's monthly report provides a summary of risks and issues that have arisen during development work, including discussion on potential impact of any such developments on schedule, cost or scope, and of options for mitigating or eliminating the risk or issue.
- 21. There are no risks or issues that have arisen during development work to date in respect of which NextBridge has identified an impact on its development schedule, cost or scope of work.

Attachments to NextBridge Monthly Report

Schedule A

**Notification letter advising stakeholders of availability of the EWT
Project draft Terms of Reference for review and comment**

January 10, 2014

RE: Proposed NextBridge Infrastructure East-West Tie Transmission Project – Draft Terms of Reference Available for Review

Following our consultation activities this past fall, NextBridge Infrastructure (NextBridge) is pleased to provide a draft of the Terms of Reference for the Environmental Assessment for your review and comment. This draft Terms of Reference provides information on the work that will be undertaken to confirm a preferred route and study potential effects of the proposed East-West Tie.

The proposed new East-West Tie is a new high voltage electric power transmission line, anticipated to generally parallel the existing 230 kilovolt transmission line between Thunder Bay and Wawa, Ontario with possible alternatives and minor local refinements to avoid potentially sensitive features. The proposed new 400 kilometre, double-circuit 230 kilovolt transmission line is needed to maintain a reliable, long-term supply of electricity in northwestern Ontario.

The draft Terms of Reference is available for review on the project web site at www.nextbridge.ca. **Please provide any comments you may have by February 10, 2014.** Comments can be submitted by mail or email to info@nextbridge.ca.

Input received will be considered for inclusion in the final Terms of Reference document which will be submitted to the Ministry of the Environment for formal review. The formal review process will include an opportunity for public and agency review of the final Terms of Reference.

We would like to thank you for your continued participation in our consultation program for this project. Your input is important to us. If you have any questions or concerns, or if you require further information regarding this project, please call our toll-free phone line at 1-888-767-3006 or email info@nextbridge.ca and leave your contact information or visit our project web site at www.nextbridge.ca.

Sincerely,



Cindy Tindell, Director
NextBridge Infrastructure

Si vous désirez ces informations en français, s'il vous plaît contactez René C. Viau à 647-700-3028 ou renev@standardland.com.

Attachments to NextBridge Monthly Report

Schedule B

**Form of notification letter advising Aboriginal Communities of
availability of the EWT Project draft Terms of Reference for review
and comment**

January 13th, 2014

[Address]

RE: Proposed NextBridge Infrastructure East-West Tie Transmission Project – Draft Terms of Reference Available for Review

Dear []

NextBridge Infrastructure (NextBridge) is pleased to provide a draft of the Terms of Reference for the Environmental Assessment for your review and comment. ***This draft Terms of Reference provides information on the work that will be undertaken to confirm a preferred route and study potential effects of the proposed East-West Tie.*** Input received will be considered for inclusion in the final Terms of Reference document which will be submitted to the Ministry of the Environment for formal review. The formal review process will include another opportunity for you to review the final Terms of Reference.

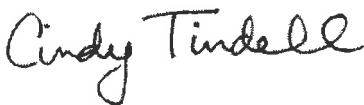
As a refresher of our project from our previous letters we have sent, the proposed new East-West Tie is a new high voltage electric power transmission line, anticipated to generally parallel the existing 230 kilovolt transmission line between Thunder Bay and Wawa, Ontario with possible alternatives and minor local refinements to avoid potentially sensitive features. The proposed new 400 kilometre, double-circuit 230 kilovolt transmission line is needed to maintain a reliable, long-term supply of electricity in northwestern Ontario.

Along with this written letter and printed copy, the draft Terms of Reference is available for review on the project web site at www.nextbridge.ca. **Please provide your thoughts and comments by February 10, 2014.** Comments can be submitted by mail or email to info@nextbridge.ca, or to Jennifer Tidmarsh, Project Director of Community Engagement Jennifer.Tidmarsh@nexteraenergy.ca.

We would like to thank you for your continued interest in this project. We are committed to meet with you at regular intervals over the course of project development to receive your input, as well as engage with you in consultation activities tailored to Métis needs and developed with your input.

If you have any questions or concerns, or if you require further information regarding this project, please call our toll-free phone line at 1-888-767-3006 or email info@nextbridge.ca and leave your contact information or visit our project web site at www.nextbridge.ca.

Sincerely,



Cindy Tindell, Director
NextBridge Infrastructure

Encl/

January 13th, 2014

[Address]

RE: Proposed NextBridge Infrastructure East-West Tie Transmission Project – Draft Terms of Reference Available for Review

Dear [],

NextBridge Infrastructure (NextBridge) is pleased to provide a draft of the Terms of Reference for the Environmental Assessment for your review and comment. ***This draft Terms of Reference provides information on the work that will be undertaken to confirm a preferred route and study potential effects of the proposed East-West Tie.*** Input received will be considered for inclusion in the final Terms of Reference document which will be submitted to the Ministry of the Environment for formal review. The formal review process will include another opportunity for you and your community to review the final Terms of Reference.


As a refresher of our project from our previous letters sent to your community, the proposed new East-West Tie is a new high voltage electric power transmission line, anticipated to generally parallel the existing 230 kilovolt transmission line between Thunder Bay and Wawa, Ontario with possible alternatives and minor local refinements to avoid potentially sensitive features. The proposed new 400 kilometre, double-circuit 230 kilovolt transmission line is needed to maintain a reliable, long-term supply of electricity in northwestern Ontario.

Along with this written letter and printed copy, the draft Terms of Reference is available for review on the project web site at www.nextbridge.ca. **Please provide your thoughts and comments by February 10, 2014.** *Comments can be submitted by mail or email to info@nextbridge.ca, or to Jennifer Tidmarsh, Project Director of Community Engagement Jennifer.Tidmarsh@nexteraenergy.ca.*

We would like to thank you for your continued interest in this project. We are committed to meet with you and your community at regular intervals over the course of project development to receive your input, as well as engage with you in consultation activities tailored to your community and developed with your input.

If you have any questions or concerns, or if you require further information regarding this project, please call our toll-free phone line at 1-888-767-3006 or email info@nextbridge.ca and leave your contact information or visit our project web site at www.nextbridge.ca.

Sincerely,



Cindy Tindell, Director
NextBridge Infrastructure

Encl/

Attachments to NextBridge Monthly Report

Schedule C

Milestone 18: Complete design of First Nations and Métis Participation Plan with Community input – proof of completion

Participation Plan

Aboriginal Participation Plan for the East-West Tie Transmission Project

NextBridge Infrastructure

January 2, 2014



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Executive Summary

NextBridge Infrastructure LP (“NextBridge”), through its general partner Upper Canada Transmission, Inc., has been designated by the Ontario Energy Board (“OEB”) as the transmitter that will develop a new high voltage transmission line known as the East-West Tie (“EWT” or the “Project”). The EWT will be an approximately 400 km long, double-circuit 230 kilovolt electric power transmission line from the Lakehead Transformer Station (“TS”) near Thunder Bay to the Wawa TS near Wawa, Ontario.

NextBridge is a limited partnership between affiliates of NextEra Energy Canada, ULC (“NextEra”), Enbridge Inc. (“Enbridge”), and Borealis Infrastructure (“Borealis”).

In its Long Term Energy Plan (“LTEP”), the Province of Ontario recognized that Aboriginal communities have an interest in participating in the economic benefits from future transmission projects crossing through their traditional territories and that there are a number of ways in which such communities could participate in such projects including via opportunities in training and skills upgrading, local material supply, provision of services, employment, community investment and potential commercial investment.

NextBridge recognizes that Aboriginal participation in the Project is important to the Project’s success. Participation will promote an alignment of interests among interested constituencies and provide an opportunity to tap into commercial and social resources that can benefit both the Project key Aboriginal communities in northwestern Ontario, and Ontario’s Northwest region more broadly.

NextBridge believes that the first step to encouraging Aboriginal participation is an initial investment of time and engagement to help build strong relationships and promote a productive reciprocal exchange of information with Aboriginal communities about the opportunities presented by the Project. Some of this relationship building will occur in conjunction with the consultation activities that have been delegated by the Crown to NextBridge in accordance with the Memorandum of Understanding (“Consultation MOU”) dated November 4, 2013 (previously filed with the OEB). Separate from these consultation activities (which are ultimately grounded in the Crown’s constitutional duty to consult) and as further described in this Aboriginal Participation Plan (this “Plan”) NextBridge is also working on a parallel path to further the provincial policy objective of enabling Aboriginal communities to participate in transmission projects. Because “Aboriginal participation” is broadly defined to include a variety of economic benefits, there is some necessary overlap between the consultation and participation processes. As such, some Aboriginal communities will participate primarily through opportunities that arise in the consultation process as further described in NextBridge’s Aboriginal Consultation Plan (“Consultation Plan”).

It is NextBridge’s expectation that the eighteen First Nation and Métis communities previously identified by the Ministry of Energy (“ENERGY”) for consultation purposes will participate relative to their

respective proximity and contribution to, and interest in, the Project. This Plan was created to guide NextBridge's approach to participation with these communities. NextBridge's approach to Aboriginal participation is based on providing a broad spectrum of participation options including opportunities to enhance each participating Aboriginal community's economy, employment opportunities, education and skills base, and community programs.

This Plan sets out a process that will be continually enhanced, with the benefit of community input. As our participation engagement process unfolds, we will work with Aboriginal communities to determine their capacity for, and interest in, different types of participation.

Introduction and Project Background

Transmission development activities can assist in generating socio-economic growth in Aboriginal communities through partnerships, employment, skills development, business and spin-off opportunities, as well as via participation in activities undertaken during project development (e.g., traditional land use study enhancement, etc.) and activities undertaken to protect the environment during construction and operation (e.g., environmental monitoring). A major infrastructure development project can also assist with skills and capacity development for community members that will outlive the project itself, and bring skills to community members that can be applied to other endeavours that the community may wish to undertake.

In November 2010, the LTEP identified the upgrading of the EWT as a priority project. The OPA subsequently confirmed the need to ensure long-term system reliability in northwestern Ontario by bringing the system into compliance with the Independent Electricity System Operator's ("IESO") reliability criteria. In response to an August 22, 2011 invitation from the OEB, seven transmitters registered an interest in seeking the designation to construct and operate the Project. On July 12, 2012, the OEB issued its Phase 1 Decision and Order, which set out the specifics for the designation proceeding and the schedule for the filing of applications for designation. On August 7, 2013, the OEB issued EB-2011-0140, its Phase 2 Decision and Order, selecting Upper Canada Transmission Inc., NextBridge's General Partner, as the transmitter to complete development work for the Project.

NextBridge Infrastructure

NextBridge is a partnership between affiliates of NextEra, Enbridge and Borealis. Together the NextBridge partners are well-positioned to deliver transmission projects on-time and on-budget, bring additional resources and innovative ideas to transmission project development, construction and operations in Ontario and support competition in transmission to drive economic efficiency in Ontario's transmission sector for the benefit of the Ontario electricity ratepayer. NextBridge is committed to working with Aboriginal communities in Ontario to provide sustainable benefits to those communities, and draws on the experiences of its partners to drive project success. This is particularly true in the area of Aboriginal relations, where each of NextEra, Enbridge, and Borealis brings significant expertise and experience to the table.

NextBridge believes that Aboriginal participation in the Project makes good sense, both commercially and socially. NextBridge's approach to participation is based on providing Aboriginal communities with opportunities to enhance their economies, employment options, education and skills base, and community programs in proportion to their proximity and contribution to, and interest in, the Project. As our engagement process unfolds, we will work with Aboriginal communities to determine their capacity for, and interest in, different forms of participation.

Identified Aboriginal Communities

In a May 31, 2011 letter to the OPA, ENERGY identified eighteen Aboriginal communities to be consulted by the OPA in early consultation with respect to the Project. These communities are also referred to in the Consultation MOU. They are as follows:

<u>TYPE</u>	<u>TRIBAL COUNCIL</u>	<u>ORGANIZATION</u>	<u>TREATY AREA</u>
First Nation		Michipicoten First Nation	Robinson Superior Treaty
First Nation		Pic Mobert First Nation	Robinson Superior Treaty
First Nation		Ojibways of Pic River	Robinson Superior Treaty
First Nation		Pays Plat First Nation	Robinson Superior Treaty
First Nation		Red Rock Indian Band	Robinson Superior Treaty
First Nation	Nokiiwin	Fort William First Nation	Robinson Superior Treaty
First Nation	The North Shore Tribal Council	Ojibways of Garden River	Robinson Huron Treaty
First Nation	The North Shore Tribal Council	Ojibways of Batchewana	Robinson Huron Treaty
First Nation	Mushkegowuk Tribal Council	Missanabie Cree First Nation	Treaty 9
First Nation	Nokiiwin	Animbiigoo Zaagi'igan Anishinaabek (Lake Nipigon First Nation)	Robinson Superior Treaty
First Nation	Nokiiwin	Biinjitiwaabik Zaaging Anishinaabek (Rocky Bay First Nation)	Robinson Superior Treaty
First Nation	Nokiiwin	Bingwi Neyaashi Anishinaabek (Sand Point First Nation)	Robinson Superior Treaty
First Nation	Matawa	Ginoogaming First Nation	Treaty 9
First Nation	Matawa	Long Lake #58 First Nation	Treaty 9
Métis	Independent	Red Sky Métis	
Métis	Métis Nation of Ontario	Superior North Shore Métis Council	
Métis	Métis Nation of Ontario	Greenstone Métis Council	
Métis	Métis Nation of Ontario	Thunder Bay Métis Council	

Some of the identified communities are a considerable distance from the proposed routing for the Project, and it is anticipated some communities will indicate that they are not interested in the Project. Conversely, it is also anticipated that Aboriginal communities located closest to the proposed transmission right of way will also be the communities that will make the most significant contributions to, and show the most interest in, the Project. NextBridge therefore expects that these more proximate

communities will participate to a greater extent than those Aboriginal communities whose traditional territories are less proximate to the Project. Indeed, the most proximate communities may be offered an investment stake in the Project.

Identified First Nation Route Communities

NextBridge understands that the traditional territories of the following six First Nations are situated along the proposed Project route between the Wawa and Thunder Bay TS:

- Michipicoten First Nation
- Pic Mobert First Nation
- Ojibways of Pic River
- Pays Plat First Nation
- Red Rock Indian Band
- Fort William First Nation

In addition, the proposed Project route currently traverses the Reserve lands of two Aboriginal communities (Michipicoten and Pays Plat). The Reserve lands of the other four Aboriginal communities lie within approximately 40 kms of the proposed Project. NextBridge has met with these Aboriginal communities in order to develop the relationships necessary for a strong business relationship, and to jointly explore mutually acceptable approaches to commercial participation in the Project.

Identified Métis Communities

NextBridge will also engage in participation discussions with, the following four Métis communities:

- Red Sky Métis
- Superior North Shore Métis Council
- Greenstone Métis Council
- Thunder Bay Métis Council

The Métis Nation of Ontario (“MNO”) represents the latter three communities and discussions have been initiated with the MNO regarding participation by these three Métis communities. In addition, NextBridge has made initial contact with the Red Sky Métis.

Proposed Project Schedule – Environmental Assessment and Leave to Construct

NextBridge is planning to bring the Project into service in the first half of 2018. The most important initial steps in development of the Project will be the Environmental Assessment (“EA”) and the Leave to Construct (“LTC”) processes. The proposed schedule for these two regulatory processes is as follows:

ACTIVITY	PROPOSED TIMING
Notice of Commencement	November 2013
File Terms of Reference (“TOR”) for EA	February 2014
Continued input into TOR process as the Aboriginal consultation process unfolds	February 2014 – July 2014
Approval of TOR for EA	July 2014
Submit Environmental Assessment	January 2015
LTC filed with the OEB	January 2015
EA Approved	December 2015
LTC Granted	December 2015
Construction of Line	January 2016 – March 2018
In service date	First Half 2018

NextBridge’s consultation schedule (please see the Consultation Plan for further detail) is designed to ensure input from potentially affected Aboriginal communities in connection with the EA and LTC processes. In addition, NextBridge had developed a participation schedule designed to ensure timely participation by Aboriginal communities depending on their respective proximity and contribution to and interest in the Project. While separate processes, NextBridge anticipates that the schedules for consultation and participation activities will necessarily overlap at times. The participation schedule is as follows:

ACTIVITY	PROPOSED TIMING	NATURE OF ACTIVITY
Initial introductory letters to communities	August, October and November 2013	Consultation/Participation
Initial community leadership meetings	December 2013 To be completed by early Q1 2014	Consultation/Participation
Refined design of First Nation and Métis consultation and participation process with community input	January 2014	Consultation/Participation
Work with communities to identify capacity to enable them to more fully participate in jobs, business opportunities and capacity development	March 2014 to January 2016	Participation
Negotiate and conclude participation agreements (as applicable)	January 2015	Participation

Ongoing community meetings to discuss Project; employment of archeological and environmental monitors, as appropriate	January 2016 – Early 2018	Participation
Monitoring of Project	January 2016 - In service in 2018 and ongoing	Participation

First Nation and Métis Participation Opportunities

NextBridge believes “participation” may encompass some or all of the following elements:

- Project Specific Training
- Education
- Employment opportunities
- Service and material supply opportunities
- Community investment
- Investment opportunities

As noted above, the most proximate communities may be offered an investment stake in the Project.

In addition, as the engagement process unfolds, NextBridge’s Aboriginal Engagement Team members will work with the identified Aboriginal communities to determine their capacity for, and interest in, different types of participation. As a precursor to being able to maximize employment and business opportunity benefits in certain Aboriginal communities, NextBridge plans to collect relevant information from those communities regarding jobs skills and businesses. NextBridge understands that due to a lack of capacity in some Aboriginal communities, there is sometimes a need for advance preparation in order to optimize the number of employment opportunities made available to Aboriginal individuals throughout the Project lifecycle. Once discussions have been held to better understand the available Aboriginal services and the needs of the Project, NextBridge can work with the Aboriginal communities to measure and identify the potential labour force, material procurement and support services for construction of the Project that can be considered for advanced preparation.

From this, NextBridge will work with the Aboriginal communities to assess the existing capacity to meet the projected needs, and will also identify areas where some targeted project specific training could increase the opportunities for future employment on the Project. NextBridge will look to local educational and training institutions to explore opportunities for integration between the training provided to Aboriginal people and the potential apprenticeship and other opportunities offered by the Project. In addition, NextBridge will also look at opportunities to provide scholarships and other financial support for such training. NextBridge will seek to work with local institutions, such as Confederation College, Cambrian College, Canadore College and Algoma College.

During operations, NextBridge will continue to notify affected Aboriginal communities and organizations of potential contracting and employment opportunities. NextBridge will track and report as possible the number of Aboriginal individuals employed on the Project. NextBridge will also ensure that there is sufficient support for Aboriginal individuals employed, such as sensitivity to cultural traditions, to help ensure retention and development of these individuals.

The Relationship of “Participation” to “Consultation”

NextBridge proposes to carry out two parallel streams of consultation and participation discussions with the identified First Nation and Métis communities, in accordance with its Consultation Plan and this Plan. As discussed above and illustrated below, due to the broad definition of “participation” NextBridge expects there to be some overlap between the two streams given that participation opportunities are frequently provided to aboriginal communities as the consultation process unfolds. Participation may arise as a result of various consultation activities including securing host community support, taking mutual advantage of local labour, good corporate citizenship, assisting with EA work, compensating for project impacts, ensuring responsible stewardship (e.g. hiring environmental monitors, etc.) because all of these activities fall within the definition of “participation” articulated by the OEB. In other words, these participation opportunities are also community benefits. However, it is not necessarily the case that each community with whom NextBridge is required to consult will also participate in the Project.

Like the consultation process, NextBridge anticipates that the participation process will be a fluid and collaborative process requiring both parties to engage in honesty and in good faith with a view to achieving an optimal outcome for both sides while conforming to the OEB’s requirements and preserving the interests of Ontario’s electricity ratepayers.

Participation Agreements

Set forth below is a general description of the types of agreements that may be used by NextBridge in connection with the participation process. NextBridge does not expect to enter into some or all of these agreements with each of the identified Aboriginal communities. Rather, each Aboriginal community’s ability to participate will be independently assessed based on its proximity and contribution to, and interest in, the Project.

Capacity Funding Agreements (“CFA”)

In connection with its delegated consultation responsibilities, NextBridge may enter into one or more CFAs with various Aboriginal communities. CFAs typically contemplate the provision of financial resources by developers to facilitate Aboriginal communities’ meaningful participation in the consultation process (including the EA and other regulatory processes) and may contemplate other development activities including enhancement of traditional knowledge studies and/or project specific

skills development. To the extent that a CFA includes these latter elements, it may provide participation benefits to an Aboriginal community.

Enabling Agreements

NextBridge may enter into one or more Enabling Agreements with Aboriginal communities which would enable such communities to engage in more significant participation. Enabling Agreements are similar to CFAs but are exclusively related to the facilitation of participation. These agreements may cover possible funding for recruitment, skills training, community program funding and business preparedness.

Commercial Funding Agreements

As described above, certain Aboriginal communities may be offered an investment stake in the Project and much of the initial participation work will be focused on negotiating the terms of their investment. The goal of these negotiations will be to achieve a mutually satisfactory alignment of economic interests in the Project that takes into account provincial policy with respect to Aboriginal participation, and the OEB's mandate with respect to rate regulation. To facilitate these negotiations, NextBridge may enter into one or more Commercial Funding Agreements with the potential investor communities to reimburse them for expenses such as legal costs and financial due diligence work that necessarily precede commercial investment. Commercial Funding Agreements may also provide financial resources for certain Aboriginal community business expansion that will allow such businesses to more meaningfully participate in the Project.

Procurement and Contracting Agreements

NextBridge will include criteria in its request for proposals for a general contractor that will require the chosen contractor to ensure identified Aboriginal community businesses are given the opportunity to competitively provide labour, material, equipment and services to the Project. Such criteria may request that the general contractor provide their plan for Aboriginal contracting and training after reviewing the information provided by the Aboriginal communities. NextBridge will proactively work with its general contractor to identify opportunities to offer service, materials and equipment contracts to local Aboriginal businesses or joint ventures including, where applicable and appropriate, set aside contracts. These opportunities will be made available to any primary third-party contractors engaged by NextBridge during the construction of the Project. In addition, construction personnel working on the Project will participate in cultural sensitivity training.

Community Benefit Agreements ("CBA")

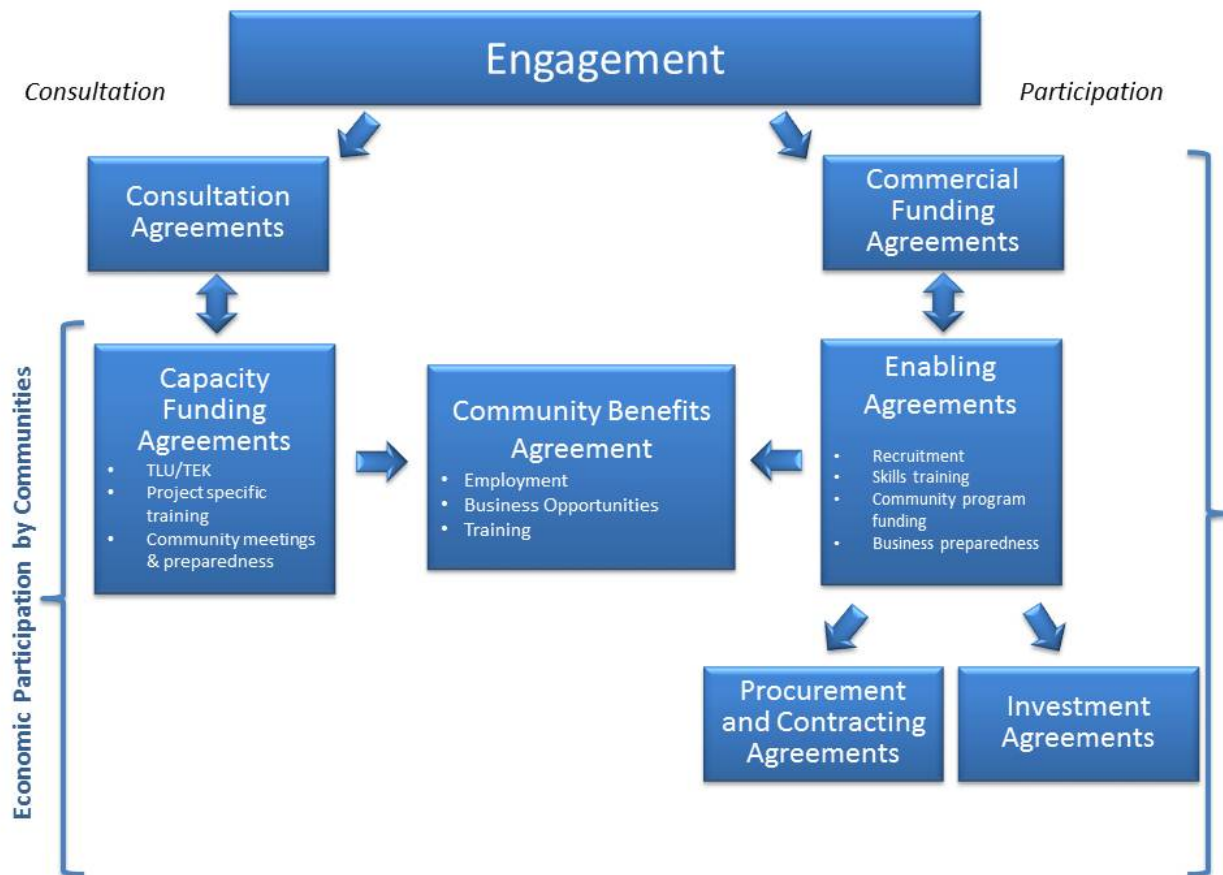
The Crown bears responsibility for assessing the adequacy of consultation and, if necessary, accommodation. If accommodation (beyond mitigation) is sought from the Crown, NextBridge may enter into CBAs as a means of offsetting concerns about potential impacts, and providing benefits to the community. CBAs may also be used to provide benefits to communities unrelated to accommodation or the mitigation of Project impacts. These are, nevertheless, benefits that both NextBridge and an

aboriginal community have identified during the course of consultation as in the interests of both parties. NextBridge believes in fostering strong relationships with communities and making strategic community investments that result in long-term, sustainable benefits. In connection with the negotiation of any CBA, NextBridge will engage with Aboriginal communities to identify meaningful, strategic investment opportunities – in sectors such as education, environment, health and safety, and culture.

A CBA is a project-specific agreement between a developer and a community that details the project's long term economic contributions to the community and ensures community support for the project. CBAs serve two primary purposes: the first is to acknowledge aboriginal interests by ensuring that benefits and opportunities flow to the community and the second is to address social risk factors within the community such as adverse socio-economic and biophysical effects of development. Benefits provided may take a variety of forms including training, employment, business opportunities, etc. To the extent that a CBA includes such elements, it may result in participation by an Aboriginal community.

Investment Agreements

In the event that one or more Aboriginal communities takes an investment stake in the Project, NextBridge and the applicable Aboriginal community (or its chosen investment vehicle) will enter into an Investment Agreement in respect of the Project. The Investment Agreement will set forth the economic and legal terms of the community's investment in the Project.



Policy Support for Participation

Long Term Energy Plan

Recent policy direction regarding Aboriginal participation in major transmission projects can be found in Ontario's 2013 Long Term Energy Plan ("2013 LTEP") which states that where new transmission lines are proposed, Ontario is committed to meeting its duty to consult First Nation and Métis communities regarding the potential impacts of any new projects on their Aboriginal and treaty rights and accommodate where those rights have the potential to be adversely impacted. Ontario recognizes that Aboriginal communities have an interest in sharing in the economic benefits from future transmission projects crossing through their traditional territories and that the nature of this interest may vary between communities. The LTEP notes that there are a number of ways in which First Nation and Métis communities could participate in transmission projects.

Ontario is encouraging transmission companies to enter into partnerships with Aboriginal communities, where commercially feasible and where those communities have expressed interest. The 2013 LTEP

states that where a new transmission line crosses the traditional territories of Aboriginal communities, Ontario will presume that the proponent will explore opportunities to:

- Provide job training and skills upgrading to encourage employment on the transmission project development and construction;
- Further Aboriginal employment on the project; and
- Enable Aboriginal participation in the procurement of supplies and contractor services.

While the LTEP does not presume that transmission companies will provide commercial participation in transmission projects, NextBridge believes this can be an important element to meaningful Aboriginal participation in the Project.

Supporting Programs for Participation by Aboriginal Communities

Both the Federal and Provincial governments have created multiple programs that are able to support Aboriginal participation in the transmission sector. NextBridge will work with identified Aboriginal communities to seek access to available sources of regional, provincial, federal and community financing programs and other business management and advisory services including, but not limited to, the following:

- Ontario Power Authority – Aboriginal Energy Partnership Program,
- Ontario Power Authority – Aboriginal Transmission Fund,
- Ontario Financing Authority (OFA) – Aboriginal Loan Guarantee Program,
- Ministry of Northern Development and Mines (MNDM) – Infrastructure and Community Development Program,
- FedNor, Aboriginal Affairs and Northern Development Canada (AANDC) – Aboriginal Business Canada,
- Ministry of Aboriginal Affairs (MAA) – New Relationship Fund,
- Indian and Northern Affairs Canada (INAC) – First Nation Infrastructure Fund,
- Canadian Council for Aboriginal Business,
- Ontario First Nation Technical Services Corp.,
- Canadian Executive Services Overseas (Aboriginal section), and
- Aboriginal Human Resource Council.

In addition, in the event that negotiations with respect to direct financial investment are successful, Aboriginal communities that are offered investment stakes in the Project may choose to use their own funds to make the necessary financial contribution to the Project and/or access funds available to them

pursuant to programs designed to support Aboriginal investment such as the Aboriginal Loan Guarantee Program.

Aboriginal Advisory Board

NextBridge has formed an Aboriginal Advisory Board (“AAB”) to advise the partnership on its proposed approach to First Nation and Métis engagement. This Board meets four times per year, and includes Senator Gerry Bedford, Judith Moses from Six Nations and John Beaucage, the former Grand Council Chief of the Union of Ontario Indians (Robinson Superior and Robinson Huron Treaty members). Each of the AAB members has an excellent understanding of the issues faced by First Nation and Métis communities, and is able to provide strong guidance to the NextBridge Aboriginal Engagement team. The role of the AAB is to act as a sounding board, however it does not purport to offer specific local knowledge of the Project or the Project area; this knowledge can only be gained by direct dialogue with the relevant Aboriginal communities.

Aboriginal Engagement Team Members

Cindy Tindell

Cindy Tindell is vice president of transmission development for NextEra Energy Transmission, and a Director on the Board of Directors of NextBridge. She leads corporate efforts to develop, construct, operate and acquire regulated and contracted power transmission and related assets in the U.S. and Canada.

Prior to joining NextEra Energy Transmission, she served as the Regional Vice President for NextEra Energy Resources, responsible for overall profitability, operating performance, and strategic planning for two regions, including the “Midwest US, Canada and Spain”, a \$1 billion business consisting of 35 nuclear, wind, and solar power generation facilities. Cindy also led Florida Power & Light utility’s development and construction planning for five natural gas fired plants totaling over \$4 billion investment and the 75 MW solar thermal facility; the first ever to be integrated into an existing natural gas fired plant. She has extensive experience in project and acquisition finance, contract and regulatory negotiations, and project development. Cindy has served as an official at the U.S. State Department and is a member of the Council on Foreign Relations.

Cindy received a BS from Georgetown University, an MA from Columbia University and a MBA from the Harvard Business School.

D. Brian Hay

D. Brian Hay is the Director of Aboriginal Relations for NextEra Energy, and will head up the Aboriginal Engagement Team for NextBridge.

Prior to joining NextEra, Brian was Director and Special Advisor, First Nation and Métis Relations, with the Ontario Power Authority (OPA), responsible for developing and implementing OPA's Aboriginal engagement and consultation program. He was previously OPA's founding Director of Communications and Public Affairs, responsible for media, community, government and stakeholder relations as well as issues management and editorial services.

Mr. Hay has more than 35 years' management experience in strategic planning, project management, crisis management, risk communications, and public affairs with major Canadian and international retail, financial, mining, petroleum and government organizations. Working with Preston Manning, Brian helped found the Economic Development Discussion Group in Edmonton in 1976 to encourage participation of Alberta First Nation and Métis people in the orderly and responsible development of the oil sands.

He is also a retired Major with the Canadian Army (Reserve), having served in the public affairs, civil/military and intelligence sections. Major Hay initiated the first Land Force Central Area multi-cultural family dinner for serving members and their families from more than 40 different national communities.

He holds an Honours B.A. in Philosophy and Political Science and an M.A. in Behavioural Political Science from McMaster University.

Jennifer Tidmarsh

Jennifer Tidmarsh is the Project Director, Community Engagement for NextBridge Infrastructure.

Before joining NextBridge, Jennifer was the Director of First Nation and Métis Relations at the Ontario Power Authority (OPA). She was responsible for facilitating and integrating all aspects of Aboriginal involvement into the work of the organization. Prior to that position, Jennifer was the Senior Advisor to the CEO and has also been involved designing and managing the Aboriginal Renewable Energy Fund (AREF) and the Community Energy Partnerships Program (CEPP) for the OPA.

She has also worked in the industrial/commercial sector promoting energy efficient and environmentally sustainable programs. Her work has included a short appointment in Bangladesh working for the Canadian International Development Agency.

Teresa Homik

Teresa Homik is the Manager, Aboriginal Affairs, National Policies and Programs for

Enbridge Pipelines Inc.

Teresa has been responsible for Enbridge's National Policies and Programs management since 2007. She has also been responsible for strategic Aboriginal relationship building at the National level, and has provided Aboriginal Affairs risk management support for Enbridge's renewable and alternate energy project acquisitions, including Gas Midstream, and has provided ongoing Aboriginal Affairs support for Enbridge-owned renewable energy projects during construction, particularly in Ontario and Quebec.

Prior to joining Enbridge Teresa's legal practice focused exclusively on Treaty and Aboriginal Rights and land claims issues for First Nations, Government (INAC and the Indian Claims Commission), and Industry clients. Teresa has held leadership roles within the Aboriginal Law Section of the Canadian Bar Association, and was editor of the national newsletter of the Aboriginal Law Section of the Canadian Bar Association from 2000 to 2007. Teresa served on the Board of Directors of the Association of Women Lawyers (Calgary) between 2000 to 2010.

Teresa holds an undergraduate Degree in Political Studies and French Literature, and earned her law degree from the University of Manitoba.

Kath Hammond

Kath Hammond is the Vice President of Legal at Borealis. Ms. Hammond joined Borealis in April 2012 and is based in the Toronto office in the Legal group. Prior to joining Borealis, Ms. Hammond was at Ontario Power Generation Inc. for 11 years where she held a number of legal and business roles, including Assistant General Counsel; Director, Business Development for Hydroelectric; and Director, Commercial Strategy for the Darlington Nuclear Refurbishment Project. While at OPG, she gained valuable experience working with Aboriginal communities on the development of various hydroelectric projects. Prior to joining OPG, Ms. Hammond was a member of the corporate group at Torys LLP in Toronto. Ms. Hammond holds a B.A., Economics from Huron College, and University of Western Ontario and an LL.B. from the University of Toronto.

Oliver Romaniuk

Oliver Romaniuk is a Project Manager at NextEra Energy Transmission LLC. He is responsible for managing the development process for new competitive transmission projects in North America and is a registered Professional Engineer in Ontario.

Oliver Romaniuk's academic background focused on power system analysis, economics and control. Since entering the power industry in 2002, he has participated in alternative energy system design and project management for smart metering, residential demand response and cogeneration pilot projects for a number of Ontario's largest distribution utilities. He returned to the University of Waterloo in September 2006 to pursue a Master's Degree in Electrical Engineering with Toronto Hydro Energy

Services Inc. as the sponsoring corporation. After graduating Oliver has been with NextEra Energy in transmission development, focusing on competitive transmission procurement processes and supporting NextEra's Canadian wind generation group with transmission interconnection support. The team was recently awarded over 600MW of Ontario Feed-in-Tariff contracts. Oliver is a Registered Professional Engineer in the Province of Ontario.

Ryan Farquhar

Ryan Farquhar is Director, Green Power & Transmission at Enbridge Inc., responsible for developing Enbridge's power transmission business platform. Ryan serves as Enbridge's commercial lead on the Project and as its representative on the Operations Committee.

Prior to joining Enbridge, Ryan was Vice-President & General Counsel of publicly-traded Tonbridge Power Inc. Ryan held a management role with respect to the Montana-Alberta Tie-Line (MATL) line, the first cross-border merchant electric transmission line in North America. Tonbridge was acquired by Enbridge in 2011.

Ryan has experience in private equity and venture capital investing, having been a Partner at one of Canada's leading independent fund managers. Ryan is a lawyer by training with a Bachelor of Laws from The University of Western Ontario, having practiced corporate law at a leading national law firm, with a focus on transactions. Ryan has been a member of the Law Society of Upper Canada since 2000.

Dan Mayers

Dan is the Director of Transmission at NextEra Energy Resources, LLC. As the Director of Transmission, his role is to coordinate or provide support for the development of new transmission systems, including right-of-way identification and selection, land acquisition, permit acquisition, system engineering, specification and standards development, material and services procurement, construction management, system integration, and compliance and project close-out in heavily regulated, environmentally sensitive, multi-system operational environments.

Dan has over 29 years of experience in transmission system planning, substation and transmission design and engineering, transmission line siting and permitting, project management and construction at Florida Power & Light Company and NextEra Energy Resources, LLC. He holds a Bachelor of Science Degree in Electrical Engineering from the University of Pittsburgh and a Master of Science Degree in Engineering Management from the University of South Florida.

Joseph Marchese Jr

Joe is a degreed engineer (BSEE) and a registered Professional Engineer (FL) with over 40 years of construction and construction management experience in the energy field. Joe was employed for 27 years in NextEra's nuclear division where he served in various positions in new and existing (operating)

nuclear facilities. During this period he also served as the Maintenance Manager on 2-900 MW operating nuclear facilities where he was responsible for all phases of maintenance and oversaw a staff of 300. The last 15 years, he served in renewable energy and high voltage transmission line construction fields. During this period, he has been responsible for the management of construction and commissioning of over 7,500 MW of wind energy (over 60 wind farms), PV solar facilities and numerous transmission lines of various voltage levels and lengths (several being more than a hundred miles in length). He is currently in charge of NextEra's Wind, PV Solar and HV Transmission line construction programs as the Sr. Director of Construction.

Attachments to NextBridge Monthly Report

Schedule D

Milestone 19: Complete design of First Nations and Métis Consultation Plan with Community input – proof of completion

Consultation Plan

Aboriginal Consultation Plan for the East-West Tie Transmission Project

NextBridge Infrastructure

January 2, 2014



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Executive Summary

NextBridge Infrastructure (NextBridge), through its general partner Upper Canada Transmission, Inc., has been designated by the Ontario Energy Board (OEB) as the transmitter that will develop a high voltage transmission line known as the East-West Tie (EWT). The EWT will be an approximately 400 km long, double-circuit 230 kilovolt electric power transmission line from the Lakehead Transformer Station (TS) near Thunder Bay to the Wawa TS near Wawa, Ontario. NextBridge is honoured to have been designated by the OEB to develop the East-West Tie Line, and looks forward to working with all stakeholders and communities to ensure a successful project, on time and on budget.

On behalf of the province, the Ontario Ministry of Energy (ENERGY) has provided NextBridge a list of fourteen First Nations and four Métis communities to be consulted for the purposes of the Crown's constitutional duty to consult and accommodate. NextBridge has also engaged external Aboriginal relations consultants to provide advice and recommendations concerning consultation and potential accommodation strategies for the project. Our approach for engaging these communities and entering into consultations is based on the following guiding principles:

- Understanding the Communities
 - NextBridge will collaborate with First Nation and Métis communities to better understand their rights and asserted rights as well as their concerns for the people affected by our work in the areas where we will operate. We will show respect for traditional ways and land, cultural heritage resources, the environment, and traditional knowledge.
- Commitment to Effective Policies and Procedures
 - We have strong, established and effective policies and procedures;
 - NextEra's First Nation and Métis Relationship Policy;
 - Enbridge's Aboriginal and Native American Policy;
- Communication and Transparency
 - We form good working relationships through:
 - Open dialogue;
 - Communicating key project information and updates; and
 - Being attentive to the communities' concerns about project impacts or questions about project benefits.

NextBridge recognizes that First Nations and Métis communities have specific rights that are constitutionally protected, and that the EWT development may adversely affect these rights. The duty to consult and, if necessary, accommodate First Nations in Canada flows from the acknowledgement of Aboriginal and Treaty rights under Section 35 of the *Constitution Act*,

1982¹ and has been further defined by various Supreme Court of Canada decisions. While the duty to consult and accommodate rests with the Crown, in some cases procedural aspects of the duty to consult have been delegated to proponents. This is the case with this project.

This Aboriginal Consultation Plan sets out a process that will be continually enhanced, with the benefit of community input. NextBridge proposes to carry out a dual stream consultation/participation process, where one of the streams will focus on consulting with the communities as to whether there are any expected or potential impacts on their rights, and what strategies may be undertaken to mitigate and/or avoid these impacts. This work stream is being named the “consultation” stream, and will be carried out by NextBridge staff and external consultants with input from the communities through a series of individual meetings with the eighteen identified communities. A second commercial ‘participation’ stream is being developed in parallel to the ‘consultation’ stream.

NextBridge will give full and fair consideration to the views and concerns expressed by the communities, about the perceived potential impacts of the project on Aboriginal and treaty rights and will seek workable ways to substantially address the concerns raised by the communities. NextBridge will also give consideration to any information otherwise available to NextBridge about the rights and interests of the communities that may be impacted by the proposed EWT.

The Duty to Consult and Accommodate

The Supreme Court of Canada judgments have determined that the Crown is required to consult and where appropriate accommodate Aboriginal peoples when it has knowledge of an established or credibly asserted Aboriginal or Treaty right, and contemplates conduct that may have an appreciable adverse impact on the right in question.

In Canada, rights-based consultation with First Nation and Métis communities is distinct from other consultation that may be carried out with stakeholders such as the general public, landowners and municipalities. For example, consultation may be carried out as a matter of policy or on an interests basis under Ontario’s *Environmental Assessment Act* (EAA), which prescribes a proponent-driven consultation approach. By contrast, the duty to consult, and if necessary accommodate, rests with the Crown and the Crown is ultimately responsible for ensuring that the duty has been met. The depth and breadth of the consultation process and determining what, if any accommodation is required is dependent on the nature of the

¹ Aboriginal Consultation Guide for preparing a Renewable Energy Act Application, Ministry of the Environment Fall 2013 PIBS 9909e © Queen’s Printer for Ontario, 2011

proposed action, and the degree to which the action may impact Aboriginal or Treaty Rights. These are both determined by the Crown.

The Crown is delegating certain procedural aspects of the consultation and accommodation through a Memorandum of Understanding (MOU) between the Crown (represented by the Ministry of Energy) and NextBridge dated November 4th, 2013. This includes discussions regarding the transmission development process with the eighteen identified First Nations and Métis communities from the MOU and any expected or potential impact on Aboriginal or treaty rights. NextBridge and the Crown have committed to carry out their respective consultation obligations under the MOU, which is attached as Appendix A of this plan.

In addition, NextBridge will be carrying out a full program of interest-based consultation as required for an individual environmental assessment under Part II of the EAA. For the purposes of the consultation of First Nations and Métis communities under the EAA NextBridge proposes to use the same list of communities provided to it by the Ministry of Energy in the MOU for the purposes of rights based consultation.

Introduction

This Aboriginal Consultation Plan for the development of the East-West Tie transmission (EWT) line was created to guide the consultation activities with the eighteen First Nations and Métis communities that have been identified.

NextBridge Infrastructure (NextBridge) acknowledges that consultation with Aboriginal communities is one of the most important activities to be carried out during project development, and in particular during the Environmental Assessment process, in order to understand, identify, record and mitigate identified and documented impacts to or within Aboriginal traditional lands. Utilizing First Nation and Métis input through participation in the collection of Traditional Ecological Knowledge (TEK) and Traditional Land Use (TLU) information (discussed later in this document), NextBridge will endeavour to plan the construction, select the route and maintain the line in the manner that has the least overall impacts.

NextBridge Infrastructure

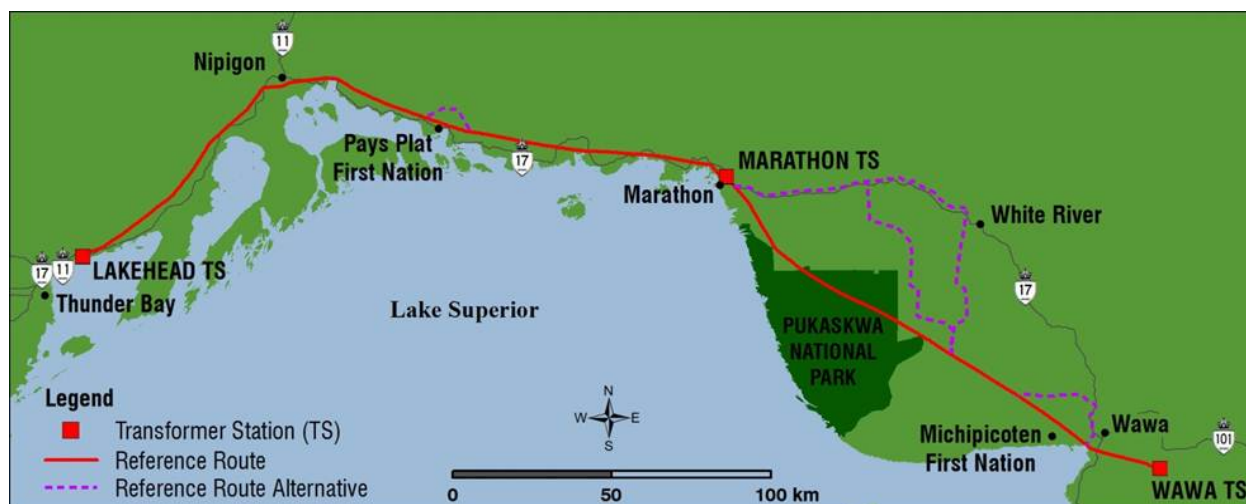
NextBridge is a partnership between affiliates of NextEra Energy Canada (NextEra), Enbridge Inc., and Borealis. Together the NextBridge partners are well-positioned to deliver transmission projects on-time and on-budget, bring additional resources and innovative ideas to transmission project development, construction and operations in Ontario and support competition in transmission to drive economic efficiency in Ontario's transmission sector for the benefit of the Ontario electricity ratepayer.

Our Consultation Plan is rooted in NextEra's First Nation and Métis Relationship Policy (Appendix F: NextEra Energy First Nation and Métis Relationship Policy) and Enbridge's Aboriginal and Native American Policy (Appendix G: Enbridge Aboriginal and Native American Policy) and adheres to regulatory and permitting requirements. In adhering to the principles set out in these policies, NextBridge will conduct all consultation in an open and transparent manner.

Project Background

In November 2010, the Ontario Government published its Long Term Energy Plan which identified five priority transmission projects, one of which was a new high voltage electricity transmission line running between Thunder Bay and Wawa, Ontario called the East-West Tie (EWT). The Ontario Power Authority (OPA) confirmed the need for the new EWT, stating that the primary driver for the line is the need to ensure long-term system reliability in north-western Ontario, bringing the system up to the Independent Electricity System Operator's (IESO) reliability criteria, which must comply with North American power compliance criteria. The existing East-West Tie is a 400 km double circuit 230 kV transmission line connecting Wawa

Transformer Station and Lakehead Transformer Station in the Municipality of Shuniah, near Thunder Bay, which plays a critical role in maintaining a reliable supply to the Northwest.



The new EWT is anticipated to generally parallel the existing double-circuit 230 kV transmission line between these two points with possible alternatives to avoid potentially sensitive features. A reference route has been identified along with possible alternatives.

Set out below are two tables. The first shows key dates in proposed project schedule (in particular, those relating to the environmental assessment and leave-to-construct approval). The second shows NextBridge's planned schedule for Aboriginal consultation.

Proposed Project Schedule

ACTIVITY	PROPOSED TIMING
Notice of Commencement*	November 2013
File Terms of Reference (TOR) for Environmental Assessment (EA)	February 2014
Continued input into TOR process as the Aboriginal consultation process unfolds	February 2014 – July 2014
Approval of TOR for EA	July 2014
Submit Environmental Assessment	January 2015
Leave to construct filed with the Ontario Energy Board	January 2015

Environmental Assessment Approved	December 2015
Leave to Construct Granted	December 2015
Construction of Line	January 2016 – March 2018
In service date	First Half 2018

** A copy of the Notice of Commencement of Terms of Reference is located in Appendix B. This Notice was published beginning November 15, 2013 in the following local newspapers: Algoma News, Marathon Mercury, Nipigon Red Rock Gazette, Thunder Bay Chronicle Journal, Thunder Bay's Source, Terrace Bay Schreiber News, and Wawa-News.com.*

Planned Schedule for Aboriginal Consultation

ACTIVITY	PROPOSED TIMING
Initial introductory letters to communities	August and November 2013
Initial community leadership meetings	December 2013 To be completed by early Q1 2014
Refined design of First Nations and Métis consultation with community input	January 2014
Engage communities on corridor specific studies – identified concerns to be integrated into EA documents	February 2014
Complete community specific near term funding agreements	February/March 2014
Community consultation and engagement	March to September 2014
Ongoing community meetings to discuss project; employments of archeological and environmental monitors, as appropriate	January 2016 – Early 2018
Monitoring of project	In service in 2018 and ongoing

Community Identification

In a May 31, 2011 letter to the Ontario Power Authority (OPA), ENERGY identified eighteen Aboriginal communities to be consulted by the OPA in early consultation on the EWT. These same communities have been identified in the consultation MOU between NextBridge and the Crown of November 2013. The eighteen communities identified are:

FIRST NATION/MÉTIS	NAME	TREATY AREA
First Nation	Michipicoten First Nation	Robinson Superior Treaty
First Nation	Pic Moberg First Nation	Robinson Superior Treaty
First Nation	Ojibways of Pic River	Robinson Superior Treaty
First Nation	Pays Plat First Nation	Robinson Superior Treaty
First Nation	Red Rock Indian Band	Robinson Superior Treaty
First Nation	Fort William First Nation	Robinson Superior Treaty
First Nation	Ojibways of Garden River	Robinson Huron Treaty
First Nation	Ojibways of Batchewana	Robinson Huron Treaty
First Nation	Missanabie Cree First Nation	Treaty 9
First Nation	Animbiigoo Zaagi'igan Anishinaabek (Lake Nipigon First Nation)	Robinson Superior Treaty
First Nation	Biinjitiwaabik Zaaging Anishinaabek (Rocky Bay First Nation)	Robinson Superior Treaty
First Nation	Bingwi Neyaashi Anishinaabek (Sand Point First Nation)	Robinson Superior Treaty
First Nation	Ginoogaming First Nation	Treaty 9
First Nation	Long Lake #58 First Nation	Treaty 9
Métis	Red Sky Métis Independent	

	Nation	
Métis	Superior North Shore Métis Council	
Métis	Greenstone Métis Council	
Métis	Thunder Bay Métis Council	

All eighteen communities will be consulted, in accordance with the “Proposed Approach to Consultation” outlined in the next section (Aboriginal Engagement Planning). All eighteen will be provided with information, and will be engaged in a direct dialogue, in order to allow both NextBridge and each Aboriginal community to understand the potential impacts (if any) of the EWT Project on any Aboriginal or treaty rights or interests.

As consultation unfolds, NextBridge expects that some Aboriginal communities will take greater interest in the EWT Project than others, and seek deeper consultation or potentially accommodation. Often, the extent of consultation sought by a community will depend upon a number of factors, including:

- Proximity to the Proposed EWT Project. This can be especially true of long linear projects which are expected to have minimal, if any, impacts to air, water or migratory species beyond the very narrow Project footprint. NextBridge notes that Pays Plat and Michipicoten First Nations may have EWT Project run through their respective Reserves.
- Rights Claims of Aboriginal Community. NextBridge would expect those communities with outstanding claims related to the Project area to seek deeper consultation.
- Stated Interests of the Aboriginal community. This may be expressed in meetings or in writing by an Aboriginal community during the consultation process, or it may be a factor taken into account in a community’s Consultation Protocol or similar type of document.
- Environmental Assessment Work. During the work on the environmental assessment and participation by Aboriginal communities in that work (e.g., traditional knowledge), further information will be gained about both the Aboriginal rights, interests and traditional uses in the Project area, as well as the potential impacts of the Project.

The above list of factors is not exhaustive. Moreover, it is NextBridge's intention to engage in good faith consultation with Aboriginal communities seeking to understand the EWT Project, convey their views and concerns about the EWT Project, and discuss appropriate mitigation or accommodation. At law (and as per the Consultation MOU between NextBridge and the Crown), it is ultimately the Crown's responsibility to assess the adequacy of consultation on rights-based impacts as well as any necessary accommodation. Insofar as NextBridge consults on an interests basis during the EA process, it is for the Ministry of the Environment to determine the adequacy of consultation in accordance with the EAA.

First Nation Organizations

Many of the fourteen First Nations are represented by tribal councils and/or Provincial Territorial Organizations (PTOs), which provide services to their affiliated First Nations, but do not themselves possess any Aboriginal or treaty rights. NextBridge will carry out consultation directly with the First Nation leadership (Chief and Council or their delegated representatives), but will keep a number of regional tribal councils and PTOs copied on notification letters to their member First Nations.

Métis Nation of Ontario (MNO)

Three of the four identified Métis community representatives are members of the MNO. The MNO will be copied on notification letters to its members.

Aboriginal Engagement Planning

Proposed Approach to Consultation

A transmission line is a long-term asset that can continue to operate upwards of fifty years or more. NextBridge is approaching consultation on the same long-term basis, and wants to build a long term, mutually beneficial relationship with impacted Aboriginal communities that is built on trust. NextBridge recognizes that trust takes time to build, and consultation and continuing dialogue with the communities will be ongoing throughout the project development process and into the operations and maintenance phase, not just during the environmental assessment and permitting processes during project development.

NextBridge plans to engage with the identified First Nation and Métis communities based on the foundations of respect, open communication and cooperation. NextBridge will meet with the eighteen identified communities to jointly discuss the potential impacts that the project may have on the communities, and their Aboriginal and treaty rights and interests.

This will include dialogue about the traditional practices and traditional land uses in which the communities currently engage and any traditional knowledge that has been mapped or collected by the community that may contribute to both the environmental assessment process, and a greater understanding of the potential EWT Project impacts. The EA will also include various field studies to identify and possibly mitigate/avoid identified potential impacts, which will feed into properly planning the EWT Project and determining the optimal routing for the transmission line.

Many Aboriginal communities have established internal consultation protocols or procedures to ensure that the elders, youth and other holders of traditional knowledge each have an opportunity to hear and consider potential impacts of new project development. NextBridge will work with the communities to follow their individual internal protocols and procedures to the extent reasonably possible, provide capacity funding if appropriate and will respect the confidentiality aspects of any information provided to NextBridge in a manner consistent with the MOU.

The consultation work will focus on communicating the issues and options for route selection that are under consideration by the EWT Project development team to the community members and receiving any feedback.

Consultation by NextBridge will be guided by the MOU and the Principles of Consultation set out in Appendix D.

Section 28(2) Permits

A separate series of meetings will be required with the Pays Plat and Michipicoten First Nations, as the proposed route for the EWT Project passes through each of their Reserve lands.

Meetings to discuss the proposed routing, as well as negotiations regarding compensation to the two communities for the land taken out of use by the communities will be necessary. Some communities require a community referendum to approve Section 28(2) permits.

Aboriginal Engagement/Consultation Process

Information Exchange

NextBridge recognizes that each of the eighteen identified communities has its own unique history, set of protocols, and traditional ways of getting things done. In addition to what meets each community's needs, NextBridge is also willing to provide support, where appropriate, in the form of:

- Disseminating project information to Chiefs and Councils, and Métis leadership

- Arranging for project information sessions for Chiefs and Councils, Métis leadership, youth, elders and/or Aboriginal communities at large, by hosting forums
- Facilitating Aboriginal engagement in archeological assessments

NextBridge will work with each of the communities to develop an appropriate process to make sure that each Aboriginal community and its members will have access to all of the information concerning the EWT in a form that is understandable to them.

Traditional Ecological Knowledge and Traditional Land Use Information

NextBridge believes that the development of the EWT will not be successful without the active engagement of those Aboriginal communities that hold traditional ecological knowledge (TEK) and traditional land use information (TLU) about the EWT Project area. This information will be essential to completing the environmental assessment process for the EWT in a timely, appropriate, and cost effective manner. NextBridge will work with the communities to identify TEK/TLU information and to mitigate and/or avoid potential impacts that arise from routing, construction and operations.

TEK is based upon the experience of many generations of community members, is geographically specific, and is usually transmitted orally. It is defined by an Aboriginal community's traditional land base, environment, region, culture and language. All members of a community hold TEK collectively, although some members may have been given the responsibility for its communication. TLU is based on who is using the land today, and for what purpose. It is the intent of the NextBridge to actively involve relevant Aboriginal staff and TEK/TLU holders in developing the content of the required regulatory reports and submissions, as well the plan on how to collect this information.

NextBridge will work with First Nation and Métis communities to help define the process to identify, collect and evaluate existing TEK/TLU information and potentially develop additional TEK/TLU information relating to the proposed EWT Project area.

Other information to be considered includes but is not limited to:

- Historical land use in the area
- Treaties signed by the Crown (in this case the Robinson Superior Treaty and Treaty #9)
- Unresolved claims
- Published maps of traditional territories

- Cultural heritage resources, including archaeological resources, built heritage resources and cultural heritage landscapes

Project Development and Key Regulatory Processes

OEB Leave to Construct

Aboriginal engagement of all eighteen communities for the purposes of NextBridge's regulatory submissions has commenced with EWT Project notification, and will continue throughout the regulatory process where consultation with potentially affected Aboriginal communities will be important in determining the final route and location of EWT Project infrastructure.

NextBridge has commenced and will continue to file monthly reports with the OEB, pursuant to the OEB's designation decision. A leave-to-construct application is anticipated to be filed with the OEB by the end of January 2015. NextBridge will continue working with communities during and after construction to ensure that their concerns are being adequately addressed.

Environmental Approvals

The EWT Project is subject to an Individual Environmental Assessment (EA) in accordance with Ontario's EAA. The Individual EA consists of two stages: (a) the Terms of Reference (TOR); and (b) the preparation of the EA.

NextBridge issued a Notice of Commencement for the TOR in November 2013. The TOR will outline the workplan that NextBridge plans to follow to address the requirements of the EAA, and will include details about what is to be studied, how the EA will be conducted and the process that will be followed. NextBridge is seeking input about the TOR from various interests including the eighteen First Nation and Métis communities identified by the Crown. Currently it is planned that the TOR will be submitted to the Ministry of the Environment in February 2014. It is anticipated that the present document Aboriginal Consultation Plan will form the basis for the draft Aboriginal consultation chapter of the TOR.

If approved by the Ministry of the Environment, the TOR will provide the framework for the second step in the process, the preparation of the EA document. Members of the First Nation and Métis communities will be encouraged to participate in the EA process. NextBridge plans to formally submit the EA document with the Ministry of Environment in January 2015, and anticipates that the EA will be approved by December 2015.

NextBridge will seek to establish an Advisory Panel comprised of local First Nation and Métis representatives and/or archeological and environmental monitors. NextBridge will work with communities to encourage direct participation from representatives where needed.

Additional regulatory approvals and permit applications may be required throughout the planning and construction process of this project (e.g. Transport Canada, Fisheries and Oceans Canada, Conservation Authorities, etc.).

On-Reserve Assets - 28(2) Permits

As noted above, NextBridge will engage and work with both Michipicoten First Nation and Pays Plat First Nation with respect to the issuance of a permit pursuant to subsection 28(2) of the *Indian Act*. Both communities will be asked to assist NextBridge in creating a community specific plan for determining the process for approval.

Aboriginal Engagement/Consultation Tools

Staff and Community Meetings

The Aboriginal consultation process for the EWT Project will involve timely, honest and open dialogue between NextBridge representatives and community members, leadership and staff. It is critical that all parties participate in the consultations in good faith. The objective of the consultation work stream is to provide easily understandable information about the EWT Project to the communities so that they can participate in determining what, if any impacts the project will have on their community. At the same time, NextBridge representatives will be listening to and collecting input from the communities that will assist in project planning.

A series of meetings with the identified Aboriginal communities will be held to discuss the issues of concern, and to facilitate discussion and understanding of whether, and if so, to what extent, the EWT Project may potentially cause impacts to rights and interests, including traditional land uses, harvesting patterns, customs, practices and traditions (e.g., food harvesting, trapping, medicinal plant gathering, cultural activities) of the community members.

The information shared by the communities will be collected and incorporated where appropriate in the planning for the EWT, and any required regulatory processes. The materials and data that are gathered will also be used to establish the extent of potential impacts of the EWT Project on the community (if any). NextBridge will provide a written summary of all meetings to the community leadership, and will provide copies of any relevant documents requested. The communities will be provided with a reasonable opportunity to review and provide input into written summaries of meetings and other relevant documents. These materials will be included in the consultation record, subject to any information identified by the communities as sensitive TEK/TLU-related information.

Project Announcements and Notifications to All Interested Parties

The following routine project announcements/notifications will be provided to the Aboriginal communities, and will include the following information:

- Project title
- Name of the proponent
- Brief description of the project
- Map showing proposed project location
- Statement that the project is subject to the requirements of the *Environmental Assessment Act*
- An invitation to participate in the project
- Contact information for the person to whom requests for additional information can be addressed, as well as comments
- An indication that there will be additional opportunities to be informed and involved in the project
- Notices about public open houses, with their dates, times and locations noted.

The EWT Project has a website, located at www.nextbridge.ca, and project information will be routinely posted to the website for distribution. NextBridge will also publish a series of newsletters about the EWT Project, which will be distributed to the communities.

Specific information materials and communication processes and activities will be designed to reach out to Aboriginal communities over and above the EWT Project announcements and notifications to all interested parties.

Open Houses for all Interested Parties

The initial open house notices were published in local newspapers in an attempt to reach as many people as possible within the local area, and are also posted on the EWT Project website, located at www.nextbridge.ca. First Nations and Métis community members and leadership were invited to attend the initial open houses, and will be invited to any or all the public open houses and meetings geared toward the general public going forward, as NextBridge has planned a series of them as the project development proceeds.

At the open houses, the following information is provided on large poster boards in easily understandable language:

- Introduction to NextBridge and its consultants
- Project overview including detailed maps of the proposed project routing
- Outline of the Class Environmental Assessment Process
- Next steps for the EA process
- Outline of the transmission development process including Leave to Construct
- How to provide information such as a question or a comment.

The initial round of public Open Houses was held in the following locations:

THUNDER BAY

December 2, Current River Community Centre, 450 Dewe Avenue, Thunder Bay, 4-8 pm

NIPIGON

December 3, Nipigon Legion Branch #32, 102 Fifth Street, Nipigon, 4-8pm

MARATHON

December 4, Marathon High School, 14 Hemlo Drive, Marathon, 4-8pm

WAWA

December 5, Michipicoten Memorial Community Centre, 3 Chris Simon Drive, Wawa, 4-8pm

WHITE RIVER

December 10, Royal Canadian Legion Branch #169, 108 Winnipeg Street , 4-8pm

TERRACE BAY

December 11, Terrace Bay Cultural Centre, 13 Selkirk Avenue, 4-8pm

The open houses allow anyone to seek any information needed about the EWT Project, to ask questions, and express their concerns. First Nation and Métis community members have been invited to attend these sessions as we work with these communities to develop individual engagement plans.

Questions and comments will be collected at each meeting with the communities. Comment cards will be supplied with NextBridge's mailing address, so that community leaders and members can submit the cards at the end of the meetings, or if preferred, take them home and

mail them in at a later date. Meeting participants will be able to ask questions or make comments to the NextBridge representatives and their consultants directly. If the questions cannot be answered at that time, the question, and the contact information of the person asking the questions will be documented, and then followed up within a timely manner.

Consultation and Capacity Funding Agreements for Aboriginal Communities

Consultation Agreements

NextBridge respects the relationship that First Nations and Métis have with the land, and also recognizes that First Nations and Métis communities have unique perspectives on a variety of environmental issues and the use of land and resources. The ongoing resource and capacity constraints that currently face many First Nations and Métis communities will require NextBridge to take steps to ensure that the communities are able to fully participate in consultation, including providing meaningful and timely input that can be integrated into the project planning and EA process. NextBridge is willing to provide a reasonable amount of funding to provide for these needs.

After an introductory meeting with each community to introduce the EWT Project (Proposed Agenda in Appendix C), the next step in the consultation process is negotiating and signing Consultation or Capacity Funding Agreements with each of the communities, which will set out such matters as work plans, information sharing protocols, and potential capacity funding that will allow the communities to more meaningfully participate in the consultation process.

A Consultation Agreement lays out the framework within which consultation with a community will be conducted on the basis of community preferences and protocols. Normally such an agreement would be of limited duration and could include identifiable objectives such as funding for community communication efforts, education for the community on the project, and training for community members to assist in project development (i.e. to become archeological and environmental monitors). The nature of these activities would be based on the specific needs of the community.

Funding is provided on a fair and equitable basis, according to the size of the community and the proposed use of funds.

The initial engagement phase of consultation started in November 2013, and consultation will proceed throughout the project planning and development process, and through the construction phase. As EWT Project development proceeds, the focus of discussions will change from introductions to the Project to input into the EA and Leave to Construct processes, to monitoring of construction.

NextBridge will utilize Consultation Agreements to formulate a work-plan that ensures the engagement of Aboriginal communities during the EWT Project. Work-plans will be designed to support both internal and external community discussions with a goal to creating awareness and developing an understanding of the EWT Project. As the project moves into construction, NextBridge will continue to build upon its relationship with the communities, meeting formally on a regular basis.

Capacity Funding Agreements

If a Consultation Agreement cannot be completed with a community, NextBridge will seek to consult with the community on the basis of the guiding Principles of Consultation noted in Appendix D, as appropriate. In this circumstance, NextBridge may also seek to enter into a Capacity Funding Agreement, which would normally cover the capacity funding aspects found in a Consultation Agreement.

Consultation Record Keeping and Data Management

Data from community meetings, open houses and correspondence will be logged into the PRAXIS data management system. The requirements of the MOU will be fulfilled, including submission of a monthly report to the Ontario government reporting on the ongoing consultation. A monthly project report will be submitted to the OEB that will be available to the public on the OEB website.

Aboriginal Engagement Team

Working Group

NextBridge has formed an Aboriginal Working Group which consists of members of its Aboriginal Engagement Team (see below), the Aboriginal Advisory Board and selected members of the project operations working group.

NextBridge has formed an Aboriginal Advisory Board to advise the company on its proposed approach to First Nation and Métis engagement. This Board meets four times per year, and includes Senator Gerry Bedford, Judith Moses from Six Nations and John Beaucage, the former Grand Council Chief of the Union of Ontario Indians (Robinson Superior and Robinson Huron Treaty members). Each of the AAB members has an excellent understanding of the issues faced by First Nations and Métis communities, and is able to provide strong guidance to the NextBridge Aboriginal Engagement team. The role of the AAB is to act as a sounding board, however it does not purport to offer specific local knowledge of the project or the project area; this knowledge can only be gained by direct consultation with the relevant communities.

Representatives from provincial government ministries may be invited to Aboriginal Advisory Board meetings to support discussions, where appropriate.

Consideration is being given to forming an Elders/Traditional Knowledge Holder advisory committee comprised of holders of Traditional Knowledge in the directly impacted communities.

Aboriginal Engagement Team Members

Responsibilities

The Aboriginal Engagement Team is accountable for carrying out NextBridge's obligations to First Nations and Métis people in the project area, and for working with the communities to build long-term positive relationships with the eighteen identified Aboriginal communities in proximity to the proposed project area.

In addition to engaging with Aboriginal communities the team will interact with external stakeholders such as government agencies, industry associations, and Aboriginal organizations.

Team Members

D. Brian Hay

D. Brian Hay is the Director of Aboriginal Relations for NextEra Energy, and will head up the Aboriginal Engagement Team for NextBridge.

Prior to joining NextEra, Brian was Director and Special Advisor, First Nations and Métis Relations, with the Ontario Power Authority (OPA), responsible for developing and implementing OPA's Aboriginal engagement and consultation program. He was previously OPA's founding Director of Communications and Public Affairs, responsible for media, community, government and stakeholder relations as well as issues management and editorial services.

Mr. Hay has more than 35 years' management experience in strategic planning, project management, crisis management, risk communications, and public affairs with major Canadian and international retail, financial, mining, petroleum and government organizations. Working with Preston Manning, Brian helped found the Economic Development Discussion Group in Edmonton in 1976 to encourage participation of Alberta First Nation and Métis people in the orderly and responsible development of the oil sands.

He is also a retired Major with the Canadian Army (Reserve), having served in the public affairs, civil/military and intelligence sections. Major Hay initiated the first Land Force Central Area multi-cultural family dinner for serving members and their families from more than 40 different national communities.

He holds an Honours B.A. in Philosophy and Political Science and an M.A. in Behavioural Political Science from McMaster University.

Jennifer Tidmarsh

Jennifer Tidmarsh is the Project Director, Community Engagement for NextBridge Infrastructure.

Before joining NextBridge, Jennifer was the Director of First Nations and Métis Relations at the Ontario Power Authority (OPA). She was responsible for facilitating and integrating all aspects of Aboriginal involvement into the work of the organization. Prior to that position, Jennifer was the Senior Advisor to the CEO and has also been involved in designing and managing the Aboriginal Renewable Energy Fund (AREF) and the Community Energy Partnerships Program (CEPP) for the OPA.

She has also worked in the industrial/commercial sector promoting energy efficient and environmentally sustainable programs. Her work has included a short appointment in Bangladesh working for the Canadian International Development Agency.

Teresa Homik

Teresa Homik is the Manager, Aboriginal Affairs, National Policies and Programs for Enbridge Pipelines Inc.

Teresa has been responsible for Enbridge's National Policies and Programs management since 2007. She has also been responsible for strategic Aboriginal relationship building at the National level, and has provided Aboriginal Affairs risk management support for renewable and alternate energy project acquisitions, including Gas Midstream, and ongoing Aboriginal Affairs support for Enbridge-owned renewable energy projects during construction, particularly in Ontario.

Prior to joining Enbridge Teresa's legal practice focused exclusively on Treaty and Aboriginal Rights and land claims issues for First Nations, Government (INAC and the Indian Claims Commission), and Industry clients. Teresa has held leadership roles within the Aboriginal Law Section of the Canadian Bar Association, and was editor of the national newsletter of the Aboriginal Law Section of the Canadian Bar Association from 2000 to 2007. Teresa served on the Board of Directors of the Association of Women Lawyers (Calgary) between 2000 to 2010.

Teresa holds an undergraduate Degree in Political Studies and French Literature, and earned her law degree from the University of Manitoba.

Kath Hammond

Kath Hammond is the Vice President of Legal at Borealis. Ms. Hammond joined Borealis in April 2012 and is based in the Toronto office in the Legal group. Prior to joining Borealis, Ms. Hammond was at Ontario Power Generation Inc. for 11 years where she held a number of legal and business roles, including Assistant General Counsel; Director, Business Development for Hydroelectric; and Director, Commercial Strategy for the Darlington Nuclear Refurbishment Project. While at OPG, she gained valuable experience working with Aboriginal communities on the development of various hydroelectric projects. Prior to joining OPG, Ms. Hammond was a member of the corporate group at Torys LLP in Toronto. Ms. Hammond holds a B.A., Economics from Huron College, and University of Western Ontario. She undertook a LL.B. at the University of Toronto.

Oliver Romaniuk

Oliver Romaniuk is a Project Manager at NextEra Energy Transmission LLC. He is responsible for managing the development process for new competitive transmission projects in North America and is a registered Professional Engineer in Ontario.

Oliver Romaniuk's academic background focused on power system analysis, economics and control. Since entering the power industry in 2002, he has participated in alternative energy system design and project management for smart metering, residential demand response and cogeneration pilot projects for a number of Ontario's largest distribution utilities. He returned to the University of Waterloo in September 2006 to pursue a Master's Degree in Electrical Engineering with Toronto Hydro Energy Services Inc. as the sponsoring corporation. After graduating Oliver has been with NextEra Energy in transmission development, focusing on competitive transmission procurement processes and supporting NextEra's Canadian wind generation group with transmission interconnection support. The team was recently awarded over 600MW of Ontario Feed-in-Tariff contracts. Oliver is a Registered Professional Engineer in the Province of Ontario.

Marvin Pelletier – Consultant to NextBridge

As a member of Fort William First Nation and owner of mPower North, an Aboriginal consultancy business specializing in community development in the mineral and energy sector, Marvin has 25 years' experience working with First Nation communities and industry on business development issues. As the senior manager for Fort William First Nation, Marvin

established the First Nation's Development Corporation while overseeing the organizational and economic development of on-reserve projects. Marvin launched Fort William's first 5-year strategic plan which resulted in the development of joint ventures with Resolute (Bowater Sawmill), Wasaya Airlines, Dilico, SkyPower and Sequoia Energy. These projects led to a variety of training partnerships and programs that led to the creation and relocation of more than 300 jobs to Fort William First Nation lands. The strategy enabled a total capital investment of \$160M to flow towards on-reserve development within a 10-year period. Marvin was a member of the working group that led the creation and implementation of the First Nation Commercial and Industrial Development Act. Marvin's experience with his own community includes the development of permits and initiating the first Additions To Reserve of heavy industrial lands for the development of a \$80M sawmill.

mPower North clients include Ontario First Nation's in Treaty 3, 9, 5 and the Robinson Superior Treaty area. mPower North currently supports Nigigoonsiminikaaning First Nation on the Osisko Hammond Reef and Rainy River Resources gold projects and Atikokan Resolute Sawmill. North of Thunder Bay mPower North has assisted with the development multi First Nation agreements between Robinson Superior First Nations and Panoramic for early exploration on platinum project. The mineral exploration activity has also led to the creation of several joint ventures in the service sector and the creation of a First Nation Junior Exploration Company in Fort Hope Ontario.

More recently Marvin through mPower North has worked with First Nation communities in the far north on projects that include infrastructure, all season roads, transmission grids, industrial and waterpower developments. This work involved the drafting funding applications and the development of partnerships between First Nations and industry. mPower North Energy files include assisting First Nations with diesel displacement options and the development of the Beren's River Bridge. In 2012-13 mPower North contracted with Aboriginal Affairs and Northern Development Canada to engage First Nations interested in On-Reserve mineral exploration. Currently mPower North provides services to Maawandoon Inc. a TransCanada contractor on the Energy East Pipeline Project.

Joe Donio – Consultant to NextBridge

Joe Donio has 20 years of professional experience with over 12 years in senior management positions and is currently working with mPower North. His proven experience in Aboriginal engagement and leading complex negotiations is evident in his work as Development Manager at Animbiigoo Zaagi'igan Anishibaabek. Joe led a team to secure over \$15 Million in public and private sector funding to support the upgrading and training of First Nations' citizens, during which time he developed mutually beneficial relationships with many industry representatives.

Joe is currently Vice President (and a past President) of Lake Nipigon First Nations Economic Development Corporation where he has led the development of a corporate entity to represent six First Nations in developing a commercial relationship with Ontario Power Generation to develop a hydroelectric facility.

Joe is also involved in corporate governance as the Secretary/Treasurer to the Nokiiwin Tribal Council Inc.

Merv McLeod, B.P.A. – Consultant to NextBridge

As a Partner in McLeod Wood Associates Inc., Merv McLeod has significant policy experience in both First Nation and non-First Nation government entities. He has also worked extensively with private sector organizations to complete development projects, specifically in the energy and forestry sectors. Merv has excellent contacts within the Aboriginal community, particularly in Northern Ontario, in addition to his extensive knowledge of the Ontario energy sector and remote community issues. Originally from Moose Factory, Merv is a member of the Kashechewan First Nation.

Merv's work as a Policy Advisor for Nishnawbe-Aski Nation and the Ministry of Northern Development and Mines has given him a detailed understanding of the basic infrastructure issues facing remote and northern communities throughout Ontario. Merv's work in the energy sector has included transmission planning and development, water power development, and general advisory services, for First Nations and private sector clients.

Merv has a wide range of contacts throughout Ontario within the Aboriginal community, and is a sought after speaker at conferences and a respected advisor for First Nations and private business.

Nancy Wood and Merv McLeod were the 2008 recipients of the Partnership of the Year award from the Nishnawbe-Aski Development Fund.

Nancy Wood, B.A., M.B.A. – Consultant to NextBridge

Nancy Wood has more than a decade of experience in business planning, project development, and project management with First Nations communities, including electricity transmission, electrical distribution, infrastructure development, and transportation projects. Nancy is a Partner at McLeod Wood Associates Inc. and specializes in business planning and development, and in training Boards of Directors and management teams. Nancy also has expertise in project management, and manages the Western James Bay Winter Road annually.

Nancy gained policy experience while employed by the provincial government and has augmented this experience with further studies and practical experience. Her work at the Ontario Ministry of Northern Development and Mines included communications, and policy and planning.

Her management studies have equipped her with the ability to perform strategic analyses of business issues, and she excels at business plan creation and review. Most recently, Nancy has focused on Ontario's electricity sector, and assisting First Nation organizations in strategic business planning.

Nancy Wood and Merv McLeod were the 2008 recipients of the Partnership of the Year award from the Nishnawbe-Aski Development Fund.

APPENDIX A – Consultation MOU between NextBridge and Crown

MEMORANDUM OF UNDERSTANDING

between

**HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO
AS REPRESENTED BY
THE MINISTER OF ENERGY (the “Minister”)**

and

NEXTBRIDGE INFRASTRUCTURE LP

(Each a “Party” and together, the “Parties”)

WHEREAS the Ministry of Energy and NextBridge wish to clarify their respective roles and responsibilities regarding consultation on the Project, as defined;

NOW THEREFORE the Parties agree as follows:

1. DEFINITIONS

1.1. In this MOU, the following terms have the respective meanings set out below.

- (a) **“Aboriginal Communities”** means the First Nations and Métis communities identified by the Ministry to be consulted on the Project, being those communities identified in Appendix A and any other communities subsequently identified to NextBridge by the Ministry;
- (b) **“Consultation Plan”** means a plan as may be amended from time to time made pursuant to this MOU to consult Aboriginal Communities on the Project;
- (c) **“Crown”** means Her Majesty the Queen in right of Ontario;
- (d) **“Duty”** means any constitutional duty that the Crown may have to consult and, where appropriate, accommodate Aboriginal Communities with respect to the Project;
- (e) **“Project”** means the East West Tie line consisting of a 230 kV double circuit electricity transmission line approximately 400 km in length running from Lakehead TS in Thunder Bay to Wawa TS;
- (f) **“Ministry”** means the Ministry of Energy or any successor thereof;
- (g) **“MOU”** means this memorandum of understanding;

- (h) “**NextBridge**” means NextBridge Infrastructure LP and any authorized designate of NextBridge Infrastructure LP, including Upper Canada Transmission, Inc.; and
- (i) “**Section 35 Rights**” means established or credibly asserted Aboriginal or treaty rights.

2. PURPOSE

2.1. The purposes of this MOU are to:

- (a) clarify the roles and responsibilities of the Crown and NextBridge with respect to consultation of the Aboriginal Communities on the Project; and
- (b) provide mechanisms for effective communication and coordination between NextBridge and the Crown on matters relating to consultation on the Project.

2.2. The Parties acknowledge that:

- (a) the Crown bears any Duty that may be owed in relation to the Project;
- (b) NextBridge is responsible for carrying out procedural aspects of consultation that are delegated to it by the Crown; and
- (c) this MOU shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein and, for greater certainty, is subject to all applicable regulations and regulatory regimes.

3. RESPONSIBILITIES OF THE CROWN

3.1. The Crown is responsible for determining whether consultation is required on the Project, advising NextBridge of the same, and, if consultation is required, the following:

- (a) identifying the Aboriginal Communities to be consulted based on an assessment of whether their Section 35 Rights may be adversely affected by the Project, and providing NextBridge with the names of said Aboriginal Communities;
- (b) advising the Aboriginal Communities that it has delegated procedural aspects of consultation on the Project to NextBridge;

- (c) any preliminary and ongoing assessment of the depth of consultation required with the Aboriginal Communities;
- (d) co-ordinating a review of the proposed Consultation Plan by relevant provincial ministries;
- (e) receiving reports and information from NextBridge and overseeing consultation of the Aboriginal Communities on the Project with respect to fulfilling the Duty;
- (f) satisfying itself that the consultation process in relation to the Project is adequate, which may include contacting the Aboriginal Communities directly to discuss the adequacy of the consultations;
- (g) determining whether accommodation of any adverse impacts of the Project on the Section 35 Rights of the Aboriginal Communities is required, and if so, its adequacy.

3.2 Notwithstanding sub-sections 3.1 and 4.1, neither the Crown nor NextBridge shall be taken as having agreed, or conceded, that any matter set out herein is a mandatory aspect or requirement of the Duty, nor that a particular aspect of consultation is an aspect of the Duty that cannot be carried out by NextBridge.

4. RESPONSIBILITIES OF NEXTBRIDGE

4.1. NextBridge is responsible for:

- (a) preparing and executing a Consultation Plan for the Project that sets out how NextBridge will fulfill its responsibilities under this MOU;
- (b) sharing with the Ministry, for its review, its Consultation Plan for the Project;
- (c) providing Aboriginal Communities with timely notice of the Project for the purposes of considering possible impacts on their Section 35 Rights;
- (d) providing Aboriginal Communities with information about the Project and the role that NextBridge will play in Crown consultation on the Project;
- (e) following up on the notice and provision of information in paragraphs (c) and (d) immediately above if NextBridge has not received a timely response or acknowledgement from an Aboriginal Community;
- (f) explaining to Aboriginal Communities the regulatory and approval processes that apply to the Project;

- (g) taking all reasonable steps to foster positive relationships with Aboriginal Communities;
- (h) offering Aboriginal Communities reasonable assistance, including financial assistance where appropriate and as determined by NextBridge, to participate in consultation on the Project;
- (i) meeting with, and receiving and considering correspondence or other written materials from Aboriginal Communities in order to identify any concerns they may have regarding the potential impact of the Project on their Section 35 Rights;
- (j) where appropriate, discussing with Aboriginal Communities accommodation, including mitigation, of potential adverse effects of the Project on their Section 35 Rights;
- (k) where appropriate, developing and proposing appropriate accommodation measures, in consultation with the Crown;
- (l) recording all activities undertaken to fulfill any Duty in relation to the Project;
- (m) filing documents, attending regulatory hearings, presenting records and other appropriate evidence of activities undertaken by the Crown and NextBridge to fulfill any Duty in relation to the Project, and making both written and oral submissions, as appropriate, regarding the fulfillment of any Duty; and
- (n) all ancillary activities associated with fulfilling the responsibilities of NextBridge under this MOU.

4.2. Notwithstanding section 4.1 above, a ministry with an approval role for the Project, or any responsible official, agent, decision-maker or regulatory body of the Crown, may participate in the matters enumerated therein as may be required.

5. RECORD KEEPING AND INFORMATION SHARING

- 5.1. NextBridge will keep records of all of its activities in relation to fulfilling any Duty and share the said records with the Ministry upon request.
- 5.2. NextBridge will share its Consultation Plans, reports or other documentation compiled in respect of any Duty relating to the Project, with the Ministry upon

reasonable request, subject to applicable confidentiality restrictions consistent with sub-sections 5.7 and 5.8.

5.3. NextBridge will advise the Ministry in a timely manner of:

- (a) any actual, potential or alleged adverse impact of the Project on established or asserted Section 35 Rights, whether NextBridge becomes aware of such impact or assertion through its consultation activities or otherwise; and
- (b) any notice or statement by any Aboriginal Community that some or all of its Section 35 Rights concerns in connection with the Project have been resolved, or that the Duty has been fulfilled.

5.4. NextBridge will notify the Ministry before providing significant capacity funding to Aboriginal Communities or before funding significant initiatives or reports that may relate to the Section 35 Rights of the Aboriginal Communities.

5.5. NextBridge will provide the Ministry with timely notice before taking positions or making appearances before judicial, quasi-judicial or regulatory tribunals or boards, or before filing or making written submissions to any such tribunal, board, agency or official, in relation to matters relevant to the fulfillment of any Duty.

5.6. NextBridge will provide the Ministry with a monthly update on its consultation activities related to the Project, and with any additional summary reports or briefings on its consultation activities as may be reasonably requested by the Ministry.

5.7. NextBridge will share with the Ministry the provisions of any commercial arrangements between NextBridge and Aboriginal Communities that:

- (a) secure the support of the Aboriginal Communities for the Project;
- (b) are directed at mitigating or compensating for possible adverse effects of the Project on Section 35 Rights; or
- (c) otherwise potentially affect the obligations of the Crown to the Aboriginal Communities;

but NextBridge is not otherwise required to share details of its commercial arrangements.

5.8. In any commercial arrangements NextBridge enters into with Aboriginal Communities, NextBridge will use commercially reasonable efforts to exclude confidentiality provisions that prevent it from fulfilling its obligations to share

information with the Ministry in accordance with this MOU, including section 5.7 thereof.

- 5.9. Notwithstanding sections 5.7 and 5.8, NextBridge shall ensure that any business or other arrangements it enters into with Aboriginal Communities permit NextBridge to fulfill its obligations under section 5.3, or, in the alternative, require the said Aboriginal Communities to advise the Ministry directly, in writing, of any resolution of their Section 35 Rights concerns or if they agree that the Duty has been fulfilled.
- 5.10. The Ministry will share information received from NextBridge with other Ontario ministries and regulatory agencies, where necessary. Commercially sensitive NextBridge information will be protected in accordance with applicable laws.
- 5.11. The Ministry will share with NextBridge records of Crown activities in relation to fulfilling any Duty, as required to ensure that NextBridge can fulfill its obligations pursuant to this MOU.
- 5.12. The Parties will ensure that the Aboriginal Communities are made aware of any provincial government programs or funding available to assist the Aboriginal Communities to participate in consultation on the Project.

6. CONSULTATION PLAN

- 6.1. NextBridge will prepare a Consultation Plan for the Project and present it to the Ministry for its review by November 30, 2013 or such other subsequent date as the Ministry may advise.
- 6.2. The Consultation Plan shall set out the manner in which NextBridge proposes to carry out its responsibilities under this MOU, such Consultation Plan to include the identification of significant steps and a timetable for their completion.
- 6.3. For greater certainty, the Parties acknowledge that the requirements for satisfying any Duty in the context of a statutory process applicable to the Project are within the jurisdiction of the ministry, board, agency or decision-maker having responsibility to administer that statute, and therefore:
 - (a) it is for the responsible ministry, board, agency or decision-maker to satisfy itself in relation to fulfilment of the Crown's duty within the context of its approval, permit or authorization powers; and
 - (b) the content of the Consultation Plan shall reflect, and is subordinate to, the procedures and decisions of the responsible ministry, board, agency or decision-maker.

7. COORDINATION

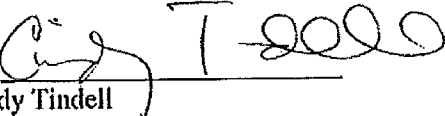
7.1. The responsibilities outlined in this MOU shall be carried out, to the extent possible, in a coordinated manner so as to avoid duplication of effort by Aboriginal Communities, NextBridge, the Ministry, and provincial ministries, boards and agencies.

8. GENERAL

8.1 This MOU may be amended in writing at any time by agreement of the Parties.

8.2 This MOU may be terminated at any time by the Minister by providing notice in writing, or upon the agreement of the Parties.

Dated this 4th day of November, 2013

NEXTBRIDGE INFRASTRUCTURE LP by its General Partner, Upper Canada Transmission, Inc.	HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO , as represented by the Minister of Energy
Per:  Cindy Tindell Director	Per: _____ Serge Imbrogno Deputy Minister


7. COORDINATION

- 7.1. The responsibilities outlined in this MOU shall be carried out, to the extent possible, in a coordinated manner so as to avoid duplication of effort by Aboriginal Communities, NextBridge, the Ministry, and provincial ministries, boards and agencies.

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Dated this _____ day of _____, 2013

NEXTBIDGE INFRASTRUCTURE LP by its General Partner, Upper Canada Transmission, Inc.	HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO, as represented by the Minister of Energy
Per: _____ Cindy Tindell Director	Per:  Serge Imbrogna Deputy Minister

Appendix A

List of Aboriginal Communities

1. Animbiigoo Zaagi'igan Anishinaabek First Nation (Lake Nipigon Ojibway)
2. Biinjitiwaabik Zaaging Anishinaabek First Nation (Rocky Bay)
3. Bingwi Neyaashi Anishinaabek (Sand Point First Nation)
4. Fort William First Nation
5. Ginoogaming First Nation
6. Long Lake No. 58 First Nation
7. Michipicoten First Nation
8. Missanabie Cree First Nation
9. Ojibways of Batchewana
10. Ojibways of Garden River
11. Ojibways of Pic River (Heron Bay First Nation)
12. Pays Plat First Nation
13. Pic Mobert First Nation
14. Red Rock Indian Band
15. Greenstone Métis Council
16. Red Sky Independent Métis Nation
17. Superior North Shore Métis Council
18. Thunder Bay Métis Council

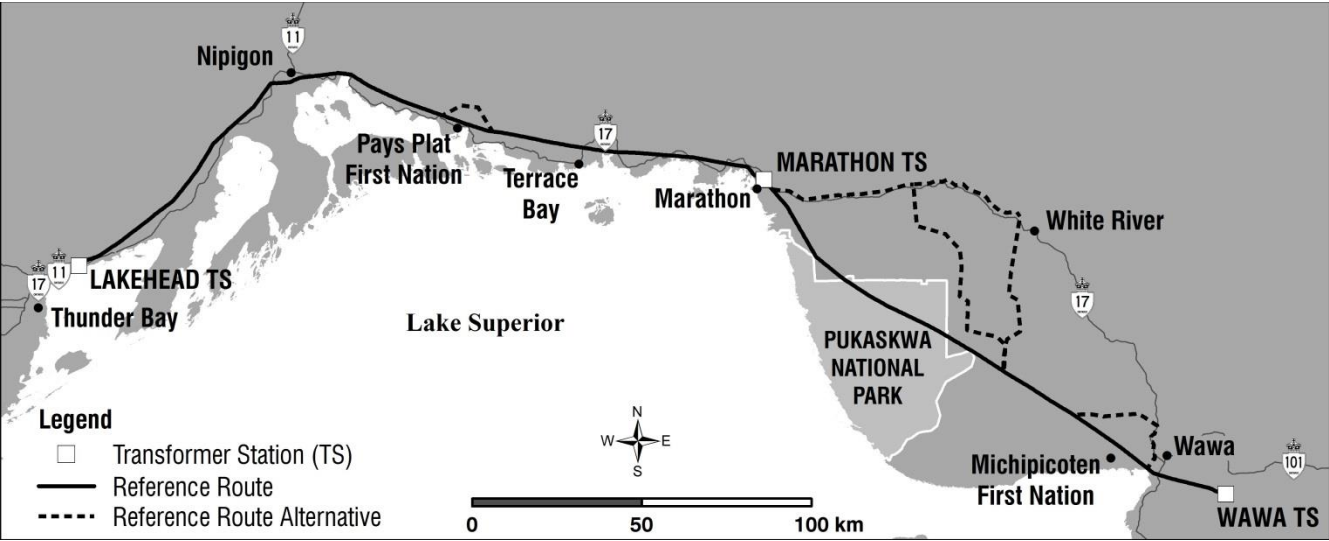
APPENDIX B – Notice of Commencement of Terms of Reference

Notice of Commencement of Terms of Reference and Open Houses

New East West Tie Transmission Project

NextBridge Infrastructure

NextBridge Infrastructure (NextBridge) – a partnership between NextEra Energy Canada, Enbridge Inc., and Borealis Infrastructure – has initiated the Terms of Reference for the Environmental Assessment under the *Environmental Assessment Act* to construct an approximately 400 km long, double-circuit 230 kilovolt electric power transmission line from the Lakehead Transformer Station (TS) near Thunder Bay to the Wawa TS near Wawa, Ontario. The line is anticipated to generally parallel the existing double-circuit 230 kV transmission line between these two points with possible alternatives to avoid potentially sensitive features.



The Ontario Power Authority (OPA), the provincial agency responsible for long-term electricity planning, identified the expansion of the transmission system between Wawa and Thunder Bay in order to maintain a reliable, long-term supply of electricity to northwestern Ontario. The new East West Tie was recommended based on forecasted electricity demand and changes to the electricity supply in the area, as well as technical, economic, and other considerations. The new East West Tie was included as a priority project in the Government of Ontario’s 2010 Long Term Energy Plan.

NextBridge will require easement interests to accommodate the approximately 56 metre (184 foot) permanent right-of-way required for the installation of the new line and will endeavour to select the route with the least overall impacts. The majority of activity will be contained within the permanent right-of-way, however, in some instances, additional work space and access may be required for construction. To identify the final route, NextBridge will be considering the valuable feedback from potentially affected stakeholders along the proposed routes. During the route selection process, factors such as hunting, trap lines, gathering activities, bird nesting sites, waterways, tourism, agricultural operations, environmental features, and impacts to residents and businesses will be considered. It is important to note that all routes are considered viable alternatives at this time; however, only one transmission line will be built.

The Process

This study will be carried out in accordance with the requirements of the *Environmental Assessment Act*. The first step in the process is the preparation of a Terms of Reference (TOR). The TOR outlines the work plan NextBridge will follow to address the requirements of the *Environmental Assessment Act*. If approved by the Minister of the Environment, the TOR will provide the framework for the second step of the process, the preparation of the Environmental Assessment (EA). Submission of the TOR is anticipated in early 2014 and the EA in early 2015. The target in-service date is the first half of 2018.

Consultation

Members of the community, public, agencies, First Nations and Métis communities, and other interested persons are encouraged to actively participate in the planning process by contacting project staff with questions, comments and by attending Open Houses for the project. Consultation opportunities, such as Open Houses, will be held throughout the planning process and will be advertised through mailings, newspaper notices, and through postings at www.nextbridge.ca.

The first round of Open Houses will provide an opportunity to learn about and provide input on the proposed project, EA process, development of the TOR, studies to be undertaken and route options. A NextBridge project team will be available to discuss the project and answer questions. Additional rounds of Open Houses will be held as the project moves forward.

The first round of Open Houses will be held as follows:

December 2	December 3	December 4	December 5	December 10	December 11
Thunder Bay	Nipigon	Marathon	Wawa	White River	Terrace Bay
Current River	Nipigon Legion	Marathon	Michipicoten	Royal Canadian	Terrace Bay
Community Centre	Branch #32	High School	Memorial	Legion Branch #169	Cultural Centre
450 Dewe Avenue	102 Fifth Street	14 Hemlo Drive	Community Centre	108 Winnipeg Street	13 Selkirk Avenue
4pm to 8pm	4pm to 8pm	4pm to 8pm	3 Chris Simon Drive	4pm to 8pm	4pm to 8pm
			4pm to 8pm		

Information presented at the Open Houses will be made available at www.nextbridge.ca for review and comment.

For further information on the proposed project please contact:

Oliver Romaniuk, Project Manager, NextBridge Infrastructure
390 Bay Street, Suite 1720, Toronto, ON, M5H 2Y2
Phone: 1-888-767-3006
Email: info@nextbridge.ca
Fax: 416-364-2533
www.nextbridge.ca



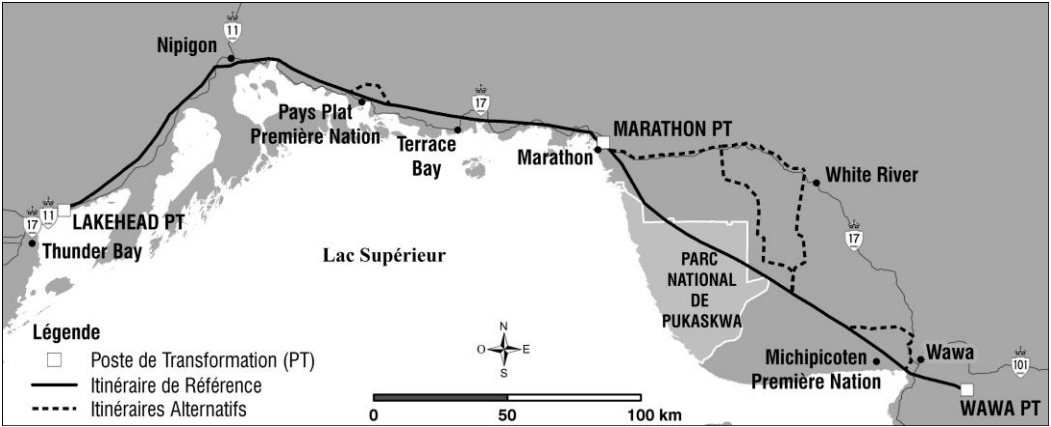
All personal information included in a submission – such as name, address, telephone number and property location – is collected, maintained and disclosed by the Ministry of the Environment for the purpose of transparency and consultation. The information is collected under the authority of the *Environmental Assessment Act* or is collected and maintained for the purpose of creating a record that is available to the general public as described in s.37 of the *Freedom of Information and Protection of Privacy Act* (FIPPA). Personal information you submit will become part of a public record that is available to the general public unless you request that your personal information remain confidential. For more information, please contact the Ministry of the Environment’s Freedom of Information and Privacy Coordinator at (416) 327-1434.

Avis de début du mandat et journées portes ouvertes

Projet de transmission sur la nouvelle ligne d'interconnexion Est-Ouest

NextBridge Infrastructure

NextBridge Infrastructure (NextBridge) – un partenariat entre NextEra Energy Canada, Enbridge Inc. et Borealis Infrastructure – a débuté le cadre de référence de l'évaluation environnementale en vertu de la *Loi sur les évaluations environnementales* pour la construction d'une ligne double de transport d'électricité de 230 kilovolts d'une longueur d'environ 400 km, allant du poste de transformation Lakehead, près de Thunder Bay, au poste de transformation Wawa, situé près de Wawa, en Ontario. La ligne devrait généralement être en parallèle avec la ligne double de transport de 230 kV qui existe déjà entre ces deux points, avec des solutions de rechange possibles pour éviter des caractéristiques potentiellement sensibles.



L'Office de l'électricité de l'Ontario, l'organisme provincial chargé de la planification à long terme de l'électricité, a identifié l'expansion du système de transport d'électricité entre Wawa et Thunder Bay pour maintenir un approvisionnement d'électricité fiable et à long terme pour le nord-ouest de l'Ontario. La nouvelle ligne d'interconnexion Est-Ouest a été recommandée en se basant sur la demande en électricité prévue et sur les changements à l'approvisionnement en électricité dans la région, ainsi que sur des facteurs techniques, économiques, et d'autres considérations. La nouvelle ligne d'interconnexion Est-Ouest a été incluse comme projet prioritaire dans le Plan énergétique à long terme du gouvernement de l'Ontario publié en 2010.

NextBridge aura besoin d'intérêts de servitude pour tenir compte de l'emprise permanente d'environ 56 mètres (184 pieds) requise pour l'installation de la nouvelle ligne et la société s'efforcera de choisir l'itinéraire qui entraînera globalement le moins d'impacts. La majorité des activités seront contenues dans l'emprise permanente, mais il est possible qu'un espace de travail et des accès supplémentaires soient requis dans certains cas pour la construction. Pour identifier l'itinéraire final, NextBridge prendra en considération les commentaires utiles fournis par les intervenants qui pourraient être affectés le long des itinéraires proposés. Pendant le processus de sélection de l'itinéraire, des facteurs tels que la chasse, les sentiers de piégeage, les activités de récolte, les sites de nidification des oiseaux, les voies d'eau, le tourisme, les activités agricoles, les caractéristiques écologiques et les impacts sur les résidents et les entreprises seront pris en considération. Il est important de noter que bien que tous les itinéraires soient considérés comme étant des solutions de rechange viables à l'heure actuelle, une seule ligne de transport sera construite.

Le processus

Cette étude sera effectuée en respectant les exigences de la *Loi sur les évaluations environnementales*. La première étape du processus consiste en la préparation d'un mandat. Le mandat précise le plan de travail qui sera suivi par NextBridge pour respecter les exigences de la *Loi sur les évaluations environnementales*. S'il est approuvé par le ministre de l'Environnement, le mandat fournira le cadre requis pour la deuxième étape du processus, à savoir la préparation de l'évaluation environnementale (EE). La soumission du mandat est prévue pour le début de l'année 2014 et celui de l'EE pour le début de l'année 2015. La mise en service pourrait avoir lieu lors du premier semestre de 2018.

Consultation

Les membres des communautés, du public, des organismes et des communautés des Premières Nations et Métisses, ainsi que les autres parties intéressées, sont encouragées à participer activement au processus de planification en prenant contact avec le personnel du projet pour poser des questions et faire des commentaires et en assistant aux journées portes ouvertes dans le cadre du projet. Des occasions de consultation, telles que des journées portes ouvertes, seront tenues pendant tout le processus de planification. Elles seront annoncées dans des envois postaux, des avis dans les journaux et des avis publics sur www.nextbridge.ca.

La première ronde de journées portes ouvertes donnera l'occasion aux gens de se renseigner sur le projet prévu, le processus d'EE, l'élaboration du mandat, les études à effectuer et les itinéraires possibles, et de faire des commentaires à cet égard. Une équipe de projet de Nextbridge sera disponible pour discuter du projet et répondre aux questions. Des rondes supplémentaires de journées portes ouvertes seront organisées au fur et à mesure de l'avancement du projet.

La première ronde de journées portes ouvertes se tiendra aux dates suivantes :



2 décembre Thunder Bay Current River Community Centre 450 Dewe Avenue De 16 h à 20 h	3 décembre Nipigon Nipigon Legion Branch #32 102 Fifth Street De 16 h à 20 h	4 décembre Marathon Marathon High School 14 Hemlo Drive De 16 h à 20 h	5 décembre Wawa Michipicoten Memorial Community Centre 3 Chris Simon Drive De 16 h à 20 h	10 décembre White River Royal Canadian Legion Branch #169 108 Winnipeg Street De 16 h à 20 h	11 décembre Terrace Bay Terrace Bay Cultural Centre 13 Selkirk Avenue De 16 h à 20 h
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Les renseignements présentés lors des journées portes ouvertes seront disponibles sur www.nextbridge.ca à des fins d'examen et de commentaire.

Pour obtenir de plus amples renseignements sur la proposition de projet, veuillez prendre contact avec :

Oliver Romaniuk, chargé de projet, NextBridge Infrastructure
390, rue Bay, bureau 1720, Toronto (Ontario) M5H 2Y2
Téléphone : 1 888 767-3006 Courriel : info@nextbridge.ca Télécopieur : 416 364-2533
www.nextbridge.ca



Tous les renseignements personnels inclus dans une soumission, tels que le nom, l'adresse, le numéro de téléphone et l'emplacement de la propriété, sont recueillis, conservés et divulgués par le ministère de l'Environnement à des fins de transparence et de consultation. Ces renseignements sont recueillis en vertu de la *Loi sur les évaluations environnementales* ou sont recueillis et conservés dans le but de créer un dossier qui sera mis à la disposition du grand public, tel que décrit dans l'article 37 de la *Loi sur l'accès à l'information et la protection de la vie privée*. Les renseignements personnels feront partie d'un dossier public qui sera à la disposition du grand public, sauf si vous demandez qu'ils soient tenus confidentiels. Pour obtenir de plus amples informations, veuillez prendre contact avec la coordonnatrice ou le coordonnateur de l'accès à l'information et de la protection de la vie privée au 416 327-1434.

APPENDIX C – Proposed Agenda for Initial Community Meetings

Proposed Agenda

Introductory meetings with First Nations and Métis Communities

- Introduction
- Overview of proposed project:
 - Explanation of transmission and how it works
 - Proposed project, explaining the need for the project
 - Location and duration of project
 - Anticipated zone of influence
 - Summary of project work to date
 - Required permits
- Identification of known project specific environmental, social and economic values and potential effects to be used in the Individual EA and the TOR – including any existing TEK or TLU studies
- Overview of Leave to Construct process
- Proposed approaches to:
 - Aboriginal consultation and participation
 - Data and information collection
 - Discussion about consultation agreements/MOU
- Roles and responsibilities

APPENDIX D – Details of Consultation and Capacity Funding Agreements & Principles of Consultation

Consultation Agreements

All eighteen Aboriginal communities will be offered a Consultation Agreement, which may include:

- A jointly agreed upon work plan – including a proposed schedule of meetings, location, timing, parties involved
- An outline and agreement on methods of consultation – i.e. feasts, open meetings, site visits
- Identification of designated community contacts
- Providing for capacity funding, if appropriate on the principles outlined below which will allow it to meaningfully participate in the consultation process
- A listing of the permits and applications that will be sought for the project
- Sharing information, as requested, in plain language format regarding the OEB's regulatory process and the Environmental Assessment process regarding the project
- An agreement regarding funding third party expert reviews of reports and documentation about the project
- If relevant traditional ecological knowledge and traditional land use knowledge exists and is made available to NextBridge, an agreement about how it will be used and disclosed to outside parties
- Providing opportunity to develop traditional knowledge studies and/or engage in archaeological assessments and/or heritage impact assessment studies (including built heritage resources and cultural heritage landscapes), where needed by the project, and to share the findings of those studies with the community.
- Development of a protocol for the management of an archaeological site, including Aboriginal engagement, should archaeological remains be uncovered during construction activities
- An agreement on how information is formatted, presented and exchanged, and how information is going to be shared internally and externally
- An agreement on a process for feedback which will allow the community members opportunities to identify issues and concerns, and ask questions about the project
- A process setting out how NextBridge will address the issues, concerns and questions raised by the communities about the project and identify how the issues and concerns were addressed
- An agreement on future information exchanges beyond this consultation process
- An agreement on definitions
- An agreement on a method of dispute resolution

Principles of Consultation

Even if a Consultation Agreement is not signed, NextBridge will adhere to the principles below. If an agreement is signed the principles under which the consultation between the identified First Nations and Métis communities and NextBridge will take place may include:

- Recognizing that each community has its own way of carrying out consultation, so therefore NextBridge will adapt its consultation plans for each community specifically.
- NextBridge is seeking to build a long-term mutually beneficial relationship with the communities, and will carry out its consultation and participation programs in a manner that will encourage the development of trust and mutual respect.
- Consultation will take place in a timely manner that acknowledges that First Nations and Métis community members; leadership and advisors are busy and have many other demands upon their time and resources.
- Any information provided to the communities will be provided in plain language that can be easily understood.
- NextBridge will ensure that all publicly available information is also made available to the communities.
- The communities will be given a reasonable amount of time to prepare and express their views on the information and issues raised by NextBridge at meetings or at community consultation sessions.
- Traditional ecological knowledge and traditional land use information is proprietary to the First Nation and will be treated accordingly
- Records of letters, meetings, open houses, phone calls and informal discussions will be logged into the consultation record and information that is appropriate will be integrated into the EWT project plans.
- NextBridge will retain all reports and records of consultation efforts, which may be used in future approvals and permitting processes.
- A monthly report will be submitted to the Ontario government reporting on the ongoing consultation.
- Capacity funding will be provided under a Capacity Funding Agreement pursuant to the principles set out below

Principles of Capacity Funding (applicable to both Consultation Agreements and Capacity Agreements)

- NextBridge will, where a budget for the costs is agreed to in advance, reimburse the community for the reasonable costs of consultation, based on the consultation plan and schedule including:
 - Reasonable administration costs to facilitate the organization of the consultation in the community
 - Meeting room rental, refreshments, audio and visual aids, translation services (if deemed to be necessary)

- Reasonable and comparable honoraria and expenses, according to community custom or protocol (at the request of the community)
- Travel expenses where consultation activities take place away from the community, for one or more community representatives to travel to the meeting(s)
- Reasonable costs for shared technical or professional assistance in reviewing technical documents such as the EA reports

APPENDIX E – Section 28(2)

The Process for a Section 28(2) Permit is as follows;

Proponent approaches the First Nation and presents sketches and Terms of Reference for negotiations for land use for a Permit under Section 28(2) of the *Indian Act* issued by Aboriginal Affairs and Northern Development Canada (AANDC).

- Identify Lot and Usage
- Determine who pays for the cost of developing the permit
- Costs include:
 - o Survey
 - o Developing the Lease
 - o Drafting BCR, Correspondence to AANDC
 - o CEAA Screening
 - o Development of a Consultation Plan
 - o Development of a Work plan
 - o Negotiation of Community Benefits
 - o Site Drainage Plan
 - o Infrastructure connections
 - o Lot appraisal (if required for rent calculation)
 - o First Nation staff time
- First Nation presents AANDC with a letter of intent and Lands and Trusts Services (LTS) from AANDC responds with draft BCR and Permit
- FN prepares a Band Council Resolution to initiate the permit process
- Proponent or AANDC commissions for Federal Survey
- Legal Survey Division writes proper description for surveyor
- Canadian Land Surveyor (CLS) surveys the subject property identified in the sketch
- Proponent approves draft survey plan
- First Nation approves draft survey plan
- CLS sends "Preliminary Survey Plan" to Natural Resources Canada /Legal Surveys Division for review.
- Cadastral Services, Ottawa affixes "Provisional" stamp
- Cadastral Services sends copies of Survey Plan to First Nation, AANDC for approval/objections/comments
- Regional office returns "Plan Comments," approved at regional office.
- Cadastral Services distribute completed survey plans with CLSR number to all parties
- First Nation develops BCR referencing Survey Plan and stating terms and conditions e.g. land description of land and proposed purpose of land use and the term of the agreement with the beginning and ending dates and specific conditions (Work plan, Regulatory, Community Consultation).
- The First Nation drafts a lease setting out conditions

- Proposed usage
- Environmental conditions (CEAA Screening)
- Length of lease in years
- Attach survey
- Financial compensation (lease)
- Infrastructure compensation (payment in Lieu of Taxes)
- Lot Appraisal if required
 - a) Community Consultation Plan
 - b) Record of Community Consultation
 - c) The approved location of activities
 - d) An approved work plan and exploration schedule
 - e) The required community approvals or ratification methods
 - f) The required legislative approvals
 - g) The required environmental permits and approvals
 - h) Site remediation plan
 - i) Compliance monitoring
 - j) Work assessment and final project reporting
- FN sends BCR to AANDC Lands and Trust Services
- AANDC records BCR and responds to First Nation
- AANDC develops Section 28(2) Permit based on BCR
- Permittee returns all 4 copies to AANDC for Minister approval/signature
- AANDC sends signed Permit to Indian Land Registry Office (LRO) in Ottawa for registration and number.
- LTS AANDC distributes a copy of Permit to all parties.

APPENDIX F – NextEra Energy First Nation and Métis Relationship Policy

NextEra Energy Canada, ULC

NextEra Energy Canada, ULC is an indirect, wholly-owned subsidiary of NextEra Energy Resources, LLC, North America's leading generator of renewable energy from the wind and sun with more than 8,800 wind turbines in operation in North America. NextEra Energy Resources is the largest generator of wind energy in North America with nearly 90 wind projects in 17 U.S. states and three Canadian provinces capable of generating more than 8,500 MW of energy, enough to power nearly two million homes.



5500 N. Service Road, Suite 205
Burlington, ON L7L 6W6
905-335-4904
toll-free: 1-877-257-7330
www.NextEraEnergyCanada.com

012012 22358

NextEra Energy Canada, ULC First Nation and Métis Relationship Policy



PRINCIPLES

During the course of developing, constructing, operating and decommissioning its renewable energy projects in Canada, NextEra Energy Canada (“NEEC”) will be guided by the following principles:

1. Fostering a collaborative working relationship with potentially impacted First Nation and Métis communities as early as practicable.
2. Understanding and recognizing applicable aboriginal and treaty rights and interests.
3. Understanding and respecting the cultural integrity of First Nation and Métis communities potentially impacted by NEEC’s projects.
4. Fulfilling all delegated obligations to consult and (where applicable) accommodate First Nation and Métis communities.
5. Being open to discuss a broader relationship with potentially impacted First Nation and Métis communities and host First Nation and Métis communities.

In putting these principles into practice, NEEC is committed to the following practices:

PRINCIPLE 1

Forming a Collaborative Working Relationship

- » providing notification to potentially impacted First Nation and Métis communities as early as possible
- » providing relevant project information (including information about project impacts) to potentially impacted First Nation and Métis communities in a timely manner and in a format that is meaningful
- » establishing a mutually-agreeable schedule for regularly meeting with Chief and Council or Métis leadership (or their appointed representatives) through the project development and construction phase
- » offering to hold an open house in each potentially-impacted First Nation or Métis community
- » establishing a mutually-agreeable arrangement for the exchange of information during project operations and decommissioning

PRINCIPLE 2

Understanding and Recognition of Rights and Interests

- » early in the project development phase, assessing the nature of any existing aboriginal or treaty rights or unresolved First Nation or Métis claims in the project area
- » learning about First Nation and Métis interests and traditional practices (e.g., harvesting practices, sacred sites, etc.) in the project area
- » providing support to potentially impacted First Nation and Métis communities to allow such communities to undertake a meaningful review of the NEEC project
- » where applicable, employing mutually acceptable methods to identify the community interests of potentially impacted First Nation and Métis communities

PRINCIPLE 3

Understanding and Respecting Cultural Integrity

- » providing training on First Nation and Métis history and law to NEEC employees with project development responsibilities in Canada
- » ensuring that work at project sites does not cause avoidable impacts to archaeological resources
- » maintaining an archaeological protocol that can be tailored to individual projects depending upon circumstances
- » where feasible, involving local First Nation and/or Métis communities or individuals in archaeological field work and construction monitoring

PRINCIPLE 4

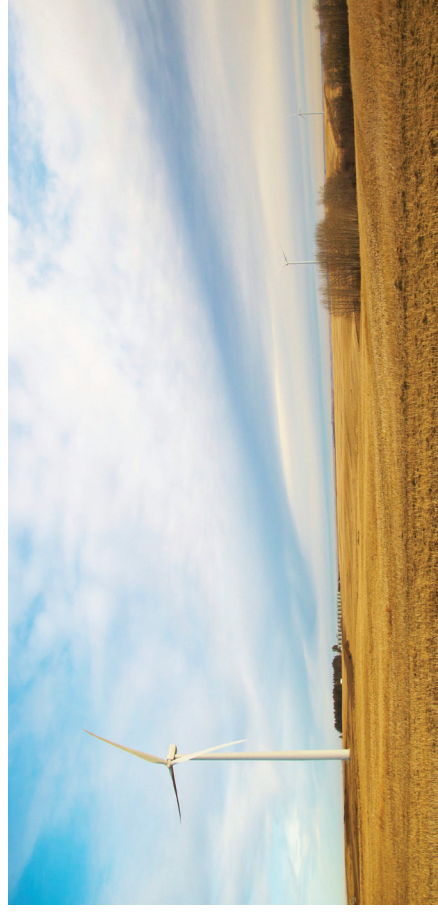
Fulfilling Delegated Consultation and Accommodation Obligations

- » meeting all legally-binding consultation requirements delegated from government
- » taking into consideration any consultation protocol or policy developed by any potentially impacted First Nation and Métis community
- » where applicable, accommodating impacted First Nation and Métis communities

PRINCIPLE 5

Considering a Broader Relationship

- » where applicable, considering opportunities for aboriginal scholarships, cultural funding and/or training in the renewable energy sector
- » where applicable, providing employment opportunities for communities (e.g., advance job postings, targeted recruitment, preferential hiring for qualified members, etc.) to: (a) members of potentially impacted First Nation and Métis; and (b) host First Nation and Métis communities
- » where applicable, providing business opportunities (e.g., communicating project needs, unbundling supply contracts, support for training, preferential contracting, subcontractor requirements, etc.) to qualified, cost-competitive First Nation and Métis businesses



APPENDIX G – Enbridge Aboriginal and Native American Policy



Aboriginal and Native American Policy

Enbridge recognizes the history, uniqueness and diversity of Aboriginal and Native American Peoples. Positive relationships with Aboriginal and Native American Peoples, based on mutual respect and trust, will help them and us to realize our aspirations, and will help Enbridge to reach our strategic business objectives.

Enbridge commits to forging mutually beneficial relationships with Aboriginal and Native American Peoples in proximity to its projects and operations. To achieve this, Enbridge will be governed by the following principles:

- We recognize the legal and constitutional rights possessed by Aboriginal and Native American Peoples in the respective jurisdictions in which they reside.
- We respect the traditional ways, Aboriginal and Native American heritage sites, and the relationship that Aboriginal and Native American Peoples have with the land and the environment.
- We engage in forthright and sincere consultation with Aboriginal and Native American peoples about Enbridge's projects and operations which have an impact upon their legally and constitutionally protected rights.
- We commit to working with Aboriginal and Native American peoples to achieve sustainable benefits for them resulting from Enbridge's projects and operations, including opportunities in training and education, employment, procurement, business development, and community investment.
- We foster understanding and respect for local Aboriginal and Native American Peoples among Enbridge's employees and contractors.

In order to put the above principles into action, Enbridge commits to the following:

- Enbridge will offer the opportunity to First Nations and Native Americans to purchase equity in certain new green field projects, where appropriate.
- Enbridge will offer sole-sourced contracting opportunities to qualified Aboriginal and Native American suppliers and contractors where appropriate, and will encourage joint venture opportunities between Aboriginal/Native American

businesses and non-Aboriginal/Native American businesses when it builds capacity and supports mutual business interests.

- Enbridge will implement measures to enable Aboriginals and Native Americans to become part of our permanent workforce at a level that is representative of regional demographics, and encompasses a wide spectrum of career levels.
- Enbridge will enter into Agreements with Aboriginal and Native American peoples, where appropriate, to support training, environmental stewardship, community investment and other initiatives that will help build and sustain Aboriginal and Native American communities.
- Enbridge will continue to invest in Aboriginal and Native American communities in keeping with our broader commitment to Corporate Social Responsibility.

This commitment is a shared responsibility involving Enbridge and its subsidiaries, employees and contractors, and we will conduct business in a manner that reflects the above principles. Enbridge will provide ongoing leadership and resources to ensure the effective implementation of the above principles, including the development of implementation strategies and specific action plans.