

79 Wellington St. W., 30th Floor Box 270, TD South Tower Toronto, Ontario M5K 1N2 Canada P. 416.865.0040 | F. 416.865.7380 www.torys.com

Jonathan Myers jmyers@torys.com P. 416.865.7532

January 28, 2019

RESS, EMAIL & COURIER

Ontario Energy Board P.O. Box 2319 27th Floor, 2300 Yonge Street Toronto, ON M4P 1E4

Attention: Ms. K. Walli, Board Secretary

Dear Ms. Walli:

Re: Wataynikaneyap Power LP - Application for Leave to Construct Transmission Facilities (EB-2018-0190) – Minor Amendments and Updates

We are legal counsel to Wataynikaneyap Power GP Inc. and Wataynikaneyap Power LP (together, "WPLP") in connection with the above-referenced application. On October 5, 2018 WPLP filed minor amendments to its proposed transmission line routing and facility locations, along with other minor changes, to reflect development activities carried out during the 4 months that had elapsed since the application was filed. WPLP is hereby filing:

- additional minor amendments to its transmission line routing to reflect further development activities carried out since early October 2018;
- an update to its Landowner Line List to reflect those minor routing changes and the resolution of a land title issue; and
- information about a recent change in the Participating First Nations.

In WPLP's view, for the reasons set out below, the changes and updates are not material and should not give rise to the need for any additional procedural steps or delay in the Board's established schedule for submissions.

Summary of Amendments and Updates

Since early October 2018, in connection with its environmental assessment and land rights acquisition processes, WPLP has continued to engage with First Nation communities, government agencies and directly affected landowners. Through these efforts, WPLP has received new information and input that in WPLP's determination have warranted minor changes to its project routing and certain facility locations. These routing and location changes, as well as a recently identified land titles issue, also give rise to the need for amendments to WPLP's Landowner Line List. Furthermore, WPLP wishes to advise the Board that two additional First Nations have joined the project as Participating First Nations. These changes

are described in greater detail below, with supporting documents attached as indicated.

Minor Routing Changes

In respect of the Line to Pickle Lake portion of the project, WPLP is making 1 minor routing change. The purpose of this change is to address a recently identified environmental concern so as to further reduce disturbances to species at risk.

In respect of the Pickle Lake Remote Connection Lines portion of the project, WPLP is making 3 minor routing changes. These changes are:

- to improve constructability and address input from engagement with a First Nation by shifting a portion of a line segment off of a reserve and onto adjacent lands with reduced impact to wetlands and bedrock;
- to address input from engagement with a First Nation by shifting a line segment and the location of a station so that the community's recently announced plans for expanding the runway at its airport will not be constrained by aeronautical clearance requirements; and
- to address environmental concerns by aligning a line segment with recently disclosed plans for an all-season road and moving away from sensitive habitat so as to minimize impacts on species at risk.

In respect of the Red Lake Remote Connection Lines portion of the project, WPLP is making 3 minor routing changes. These changes are to address:

- a landowner's concerns, which raises constructability issues, by shifting a line segment to go around a mining company's planned tailings area and current explosives storage area, the locations of which were recently brought to WPLP's attention;
- environmental concerns by shifting a portion of a line segment to align with a planned road so as to minimize impacts on species at risk; and
- input from engagement with a First Nation by shifting a line segment and the location of a station so as not to interfere with the community's recently announced plans for expansion of its landfill site.

Each of the seven transmission line routing and location changes identified above is described in greater detail in the table provided in **Schedule 'A'** attached hereto. Schedule 'A' includes references to maps in **Schedule 'B'** that depict each of the routing and location changes by showing both the previously contemplated routing and the amended routing. In respect of each of the seven routing and location changes, WPLP hereby confirms that the amendment has been communicated to and is supported by the relevant First Nation, Ministry and/or landowner, as applicable. Where available, WPLP has included copies of correspondence demonstrating this in **Schedule 'C'**.

Landowner Line List Updates

To reflect the transmission line routing and facility location changes noted above, WPLP has updated its Landowner Line List from Exhibit F, Tab 1, Schedule 1, Appendix 'A' of its

Application (as previously amended October 5, 2018). A clean copy and a blackline copy of the amended Landowner Line List (comparing to the October 5, 2018 amended version) are provided in **Schedule** '**D**'. The transmission line routing and facility location changes have not resulted in any new directly affected landowners or encumbrancers. However, the changes do result in a number of parcels owned by one particular landowner no longer being affected and several other parcels owned by the same landowner now being affected. WPLP has received written confirmation from this particular landowner, a copy of which is included in Schedule 'C', indicating their support for the amended routing insofar as it affects their properties.

In addition, the updated Landowner Line List reflects new information obtained by WPLP after it identified land title issues with one of the directly affected parcels. In particular, WPLP identified a title discrepancy with respect to part of the lands comprising Pickle Crow Road (PIN: 42032-0002(LT)), which has now been satisfactorily resolved. The discrepancy related to the fact that the Ontario Ministry of Transportation ("MTO") was shown on title as the registered owner, but advised that it transferred its interest to the Ministry of Government Services in May 1980 by way of an Order in Council. The Order in Council was registered on title, but for reasons unknown the Land Registry Office did not update the registered owner. WPLP has been able to confirm that although the Ministry of Government Services no longer exists, Infrastructure Ontario ("IO") has jurisdiction over the lands in question. WPLP has received written confirmation from IO, a copy of which is included in Schedule 'C', indicating their agreement to work with WPLP to secure an easement for the transmission line and required access over this parcel.

In addition to the ownership issue for the Pickle Crow Road lands described above, a separate issue with respect to title to these lands was identified. In particular, WPLP determined that there should have been a new parcel created, with its own PIN, with respect to the Pickle Crow Road lands that were transferred by MTO by way of the May 1980 Order in Council. This was necessary to ensure the remaining Highway 599 corridor, which formed part of PIN 42032-0002 and which was still correctly owned by MTO, was able to be conveyed and dealt with separately from the balance of the Pickle Crow Road lands. To facilitate this, a PIN correction request was sent to Service Ontario. Following their review, the existing PIN (42032-0002) was split into two parts, being (i) PIN 42032-0230, which covers the Hwy. 599 corridor with registered title being held by MTO; and (ii) PIN 42032-0229, which comprises the Pickle Crow Road with registered title being held by the Ministry of Government Services with the lands being managed by IO. A map showing these new PINs, which amends the map included in the Application at Exh D-2-1, Figure 2(b), p. 1, is provided in **Schedule 'E'**. WPLP is currently working to obtain the necessary easement rights required over the Pickle Crow Road lands under the jurisdiction of IO. As noted above, IO has agreed to work with WPLP towards this.

New Participating First Nations

Exhibit B, Tab 3, Schedule 1 of the Application describes WPLP's ownership structure, including that the shares of First Nation GP and the limited partnership interests in First Nation LP (which together own 51% of WPLP and its general partner) are held directly by 22 First Nations in equal shares. A list of the Participating First Nations is provided on p. 2 of that schedule.

On January 17, 2019, WPLP added two more First Nations to this ownership structure, bringing the total number of Participating First Nations to 24. The new Participating First Nations are the Mishkeegogamang First Nation and the Ojibway Nation of Saugeen. In parallel with these First Nations joining the partnership, WPLP's partner Fortis Inc. entered into an arrangement

with Algonquin Power & Utilities Corp. ("Algonquin") for a minority share of its ownership of WPLP. Moreover, Algonquin, Mishkeegogamang First Nation and the Ojibway Nation of Saugeen, which had been transmission development partners, concurrently dissolved Sagatay Transmission LP (a licensed Ontario transmitter with no operating assets) effective January 17, 2019 and will be dissolving its general partner Liberty Utilities (Sagatay Transmission) GP Inc. imminently. A copy of the news release is attached hereto in **Schedule** 'F'.

Impacts of the Amendments

The seven minor routing amendments will result in the total length of the transmission project increasing by approximately 3 km to 1732 km. This 3 km increase is comprised of an increase of approximately 9.6 km for line segments operating at 25 kV and 44 kV, partially offset by a decrease of approximately 6.5 km in line segments that would have operated at 115 kV, with negligible changes in the length of 230 kV line segments. When taking into account the difference in estimated costs for each voltage level, WPLP expects these changes to have no impact on its cost estimates for the project.

With the exception of Infrastructure Ontario becoming an affected landowner as a result of the resolution of the title defect described above, no new landowners are affected by any of the amendments. As noted above, WPLP has been in communication with Infrastructure Ontario about the title defect, has provided information about the project and planned routing through the relevant parcel and has received confirmation that Infrastructure Ontario has no concerns. While there are certain parcels of land affected by the amended routing that were not previously affected, those parcels are all owned by a single landowner that also owns a number of previously affected parcels that will no longer be affected by the transmission line routing and who has confirmed to WPLP that they have no concerns with, and prefer, the amended routing.

With respect to the need for WPLP to reflect these routing amendments in its environmental assessments, after the environmental assessment approvals have been received, which is expected imminently, environmental assessment amendments will be made for both the Line to Pickle Lake and the Remote Connection Lines to incorporate and seek approval for each routing amendment. Through these steps, WPLP will ensure that the transmission line routing as contemplated under each of its environmental assessment processes and as contemplated in its leave to construct application as hereby amended, will be in alignment. The amendment process is not expected to trigger additional consultation requirements since no material difference is expected in the overall environmental impact. WPLP further notes that the routing amendments are a result of agency and community comments received in the final stages of the environmental assessment processes, during applications for permitting, or during finalization of Section 28(2) permits and private land rights.

Based on the foregoing, the changes should not be considered material in the context of the overall leave to construct application. The changes are comprised of lateral shifts in the routing for a very small portion of the overall project. As evident from two rounds of interrogatories, transmission line routing has not been an area of significant concern to Board staff or intervenors in this proceeding. Moreover, the specific landowners, government agencies and First Nations have been engaged and have expressed their support for the changes. Indeed, the changes are driven by input received from these parties. In addition, WPLP is following a clear process for reflecting the changes in its environmental assessments. It is therefore WPLP's view that the amendments do not require any additional procedural steps and should not delay the Board's established schedule for submissions.

Administrative Matters

This letter, including all schedules, has been filed on RESS and two hard copies have been provided to the Board. Please note that the amended Landowner Line List contains confidential personal information relating to the listed landowners. As such, consistent with WPLP's practice throughout this proceeding, it has not been included in the electronic filings. Two printed copies of the confidential, amended Landowner Line List (clean and blackline copies) have therefore been provided to the Board in a separate, sealed envelope in accordance with the *Practice Direction on Confidential Filings*.

If you have any questions, please do not hesitate to contact me at the number shown above.

Yours truly,

Jonathan Myers

Enclosure

CC:

Ms. Margaret Kenequanash, WPLP Mr. Duane Fecteau, WPLP Mr. Charles Keizer, Torys LLP

SCHEDULE 'A'

SPECIFIC ROUTING CHANGES

To assist in understanding the references to line segment descriptions, the following short forms are used:

Substations and 25 kV Connecting Line Segments		44 kV, 115 kV and 230 kV Line Segments		
LINE TO PICKLE LAKE		LINE TO PICKLE LAKE		
A	Wataynikaneayp SS (Incl HONI Dinorwic SS)	W54 W	Wataynikaneyap SS to Wataynikaneyap TS (Dinorwic to Pickle Lake)	
В	Wataynikaneyap TS (Incl HONI Pickle Lake SS)			
PICKLE LAKE REMOTE CONNECTION LINES		PICKLE LAKE REMOTE CONNECTION LINES		
С	Ebane/Pipestone Jct	BC	Pickle Lake to Ebane/Pipestone Jct	
J	Kingfisher Lake TS	CJ	Ebane/Pipestone Jct to Kingfisher Lake	
Ι	Wunnumin Lake TS	JI	Kingfisher Lake to Wunnumin	
K	Wawakapewin TS	JK	Kingfisher Lake to Wawakapewin	
L	Kasabonika Lake TS	KL	Wawakapewin to Kasabonika Lake	
M	Kitchenuhmaykoosib Inninuwug (KI) - Wapekeka TS	KM	Wawakapewin to Kitchenuhmaykoosib Inninuwug (KI) - Wapekeka	
D	North Caribou Lake TS	CD	Ebane/Pipestone Jct to North Caribou Lake	
E	Muskrat Dam TS	DE	North Caribou Lake to Muskrat Dam	
F	Bearskin Lake TS	EF	Muskrat Dam to Bearskin Lake	
G	Sachigo Lake TS	EG	Muskrat Dan to Sachigo Lake	
RED LAKE REMOTE CONNECTION LINES		RED	LAKE REMOTE CONNECTION LINES	
P	Red Lake SS	PQ	Red Lake SS to Pikangikum TS	
Q	Pikangikum TS	QR	Pikangikum TS to Poplar Hill SS	
R	Poplar Hill SS	RS	Poplar Hill SS to Poplar Hill TS	
S	Poplar Hill TS	RT	Poplar Hill SS to Deer Lake SS	
T	Deer Lake SS	TU	Deer Lake SS to Deer Lake TS	
U	Deer Lake TS	TZ	Deer Lake SS to Sandy Lake SS	
Z	Sandy Lake SS	ZW	Sandy Lake SS to Sandy Lake TS	
W	Sandy Lake TS	ZV	Sandy Lake SS to North Spirit Lake TS	
V	North Spirit Lake TS	VY	North Spirit Lake TS to Keewaywin TS	
Y	Keewaywin TS			

Reference	Document	Amendment	Rationale
D-2-1_Fig 2(a); Page 5 of 11 See amended version in Schedule 'B'	Line to Pickle Lake Routing Map	~8.3 km segment of 230 kV line shifted by up to 550m eastward; 100 m increase in overall line length; no change in number of structures	Environmental – reduce impact on species at risk by relocating from valley to top of ridge and increasing alignment with forestry access road.
D-2-1_Fig 2(b); Page 9 of 33 See amended version in Schedule 'B'	Pickle Lake Remote Connection Lines Routing Map	~4.3 km segment of 44 kV line shifted southward by up to 1 km; 500 m increase in overall line length, resulting in an increase of 3 structures	Engagement – related to October 2018 routing amendments in the area surrounding Kingfisher Lake First Nation to minimize on-reserve ROW and access requirements, as well as to reduce the constructability impacts of wetlands and bedrock. As a result of processing additional LiDAR and geomorphological data, WPLP was able to move a remaining 44 kV line segment off-reserve.
D-2-1_Fig 2(b); Page 23 of 33 See amended version in Schedule 'B'	Pickle Lake Remote Connection Lines Routing Map	~2.6 km segment of 115 kV line shifted by up to 200 m to the northeast and substation shifted by ~200 m to the northwest along the adjusted centerline; no net change in 115 kV line length or number of structures; ~200 m increase in 25 kV line length, resulting in an increase of 2 structures	Engagement - Aeronautical clearance requirements were considered in the context of the existing airport footprint. WPLP has since become aware of future plans for runway expansion at the airport in North Caribou Lake First Nation. These minor line and substation shifts are within the EA limits of work and will reduce the impact of height restrictions within the runway approach area.
D-2-1_Fig 2(b); Pages 26-31 of 33¹ See amended version in Schedule 'B'	Pickle Lake Remote Connection Lines Routing Map	~67 km of 115 kV line impacted by this change; some segments shifted by ~15 km, with smaller adjustments to other segments to accommodate the overall realignment;² 8 km decrease in overall 115 kV line length resulting in a decrease of approximately 40 structures; ~8.4 km increase in 25 kV line length resulting in an increase of approximately 95 structures	Environmental – significantly reduces impact on species at risk by moving away from sensitive habitat and aligning with an identified routing option for an all-season road. Engagement concerns that previously prevented consideration of the relocated corridor have been resolved.

_

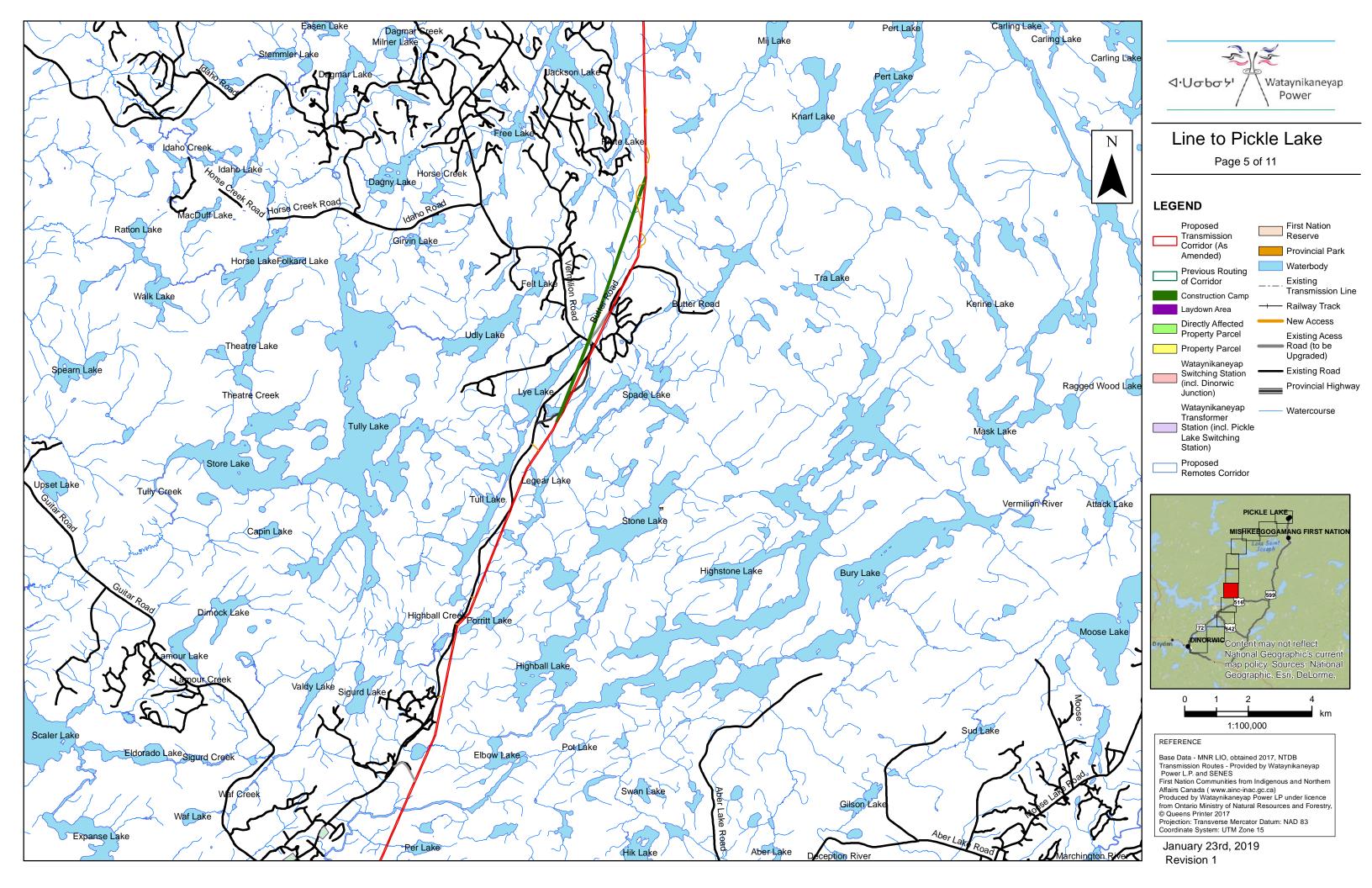
¹ The line segments on pages 28-29 of 33 are not impacted by this amendment but are included for continuity in showing the general area north of Muskrat Dam First Nation.

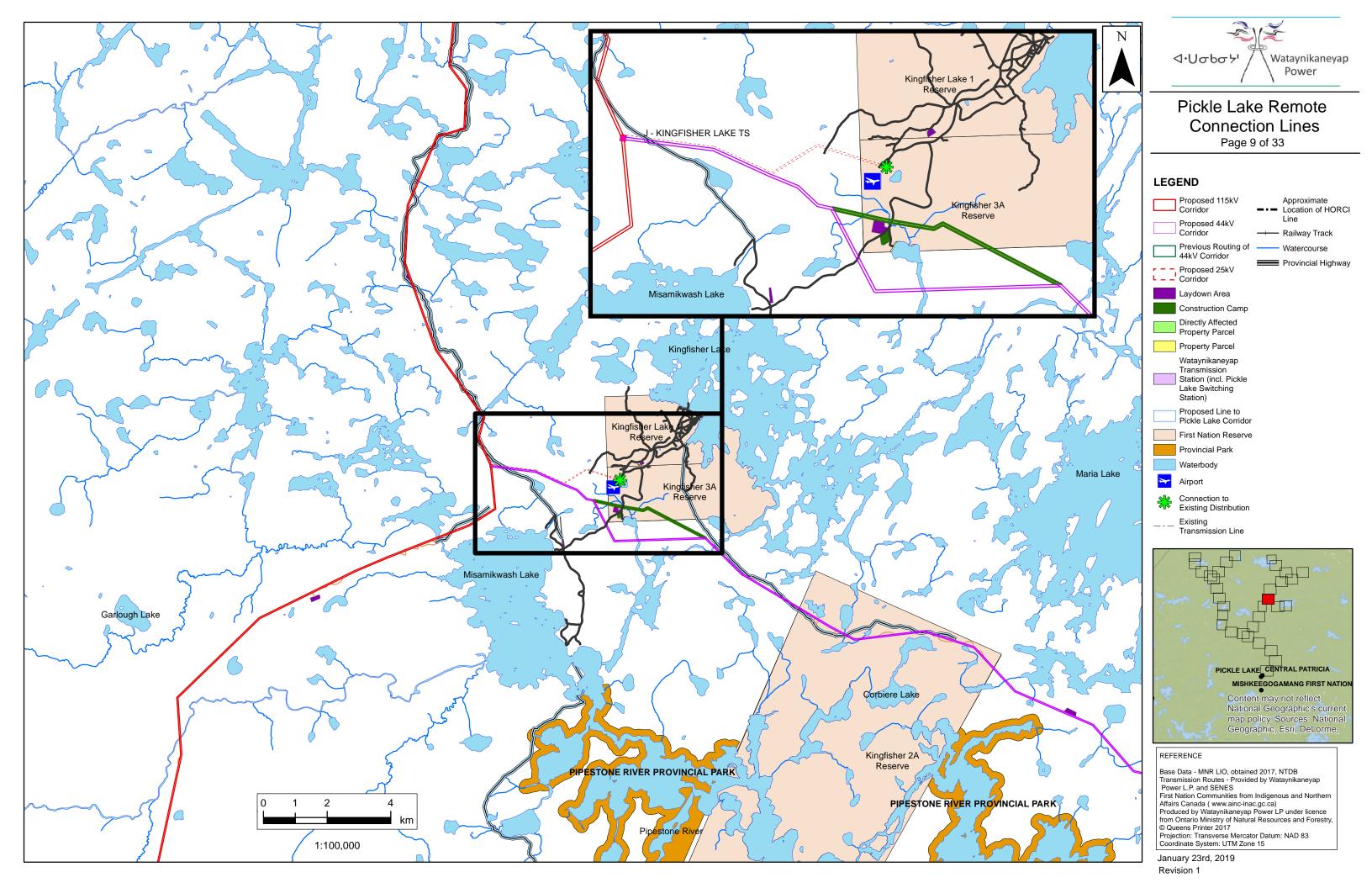
² Aligning with the proposed all-season road corridor requires a shift of approximately 15 km, placing the proposed route outside of the area in which WPLP previously acquired LiDAR surveys and geomorphological assessments. Obtaining a LiDAR survey for the new alignment is constrained by weather and seasonal conditions since the area must be relatively clear of both foliage and snow in order to obtain accurate profiles of the ground line and suitable aerial imagery. As such, WPLP plans to obtain a LiDAR survey and geomorphological assessment in the spring of 2019. In order to maintain the

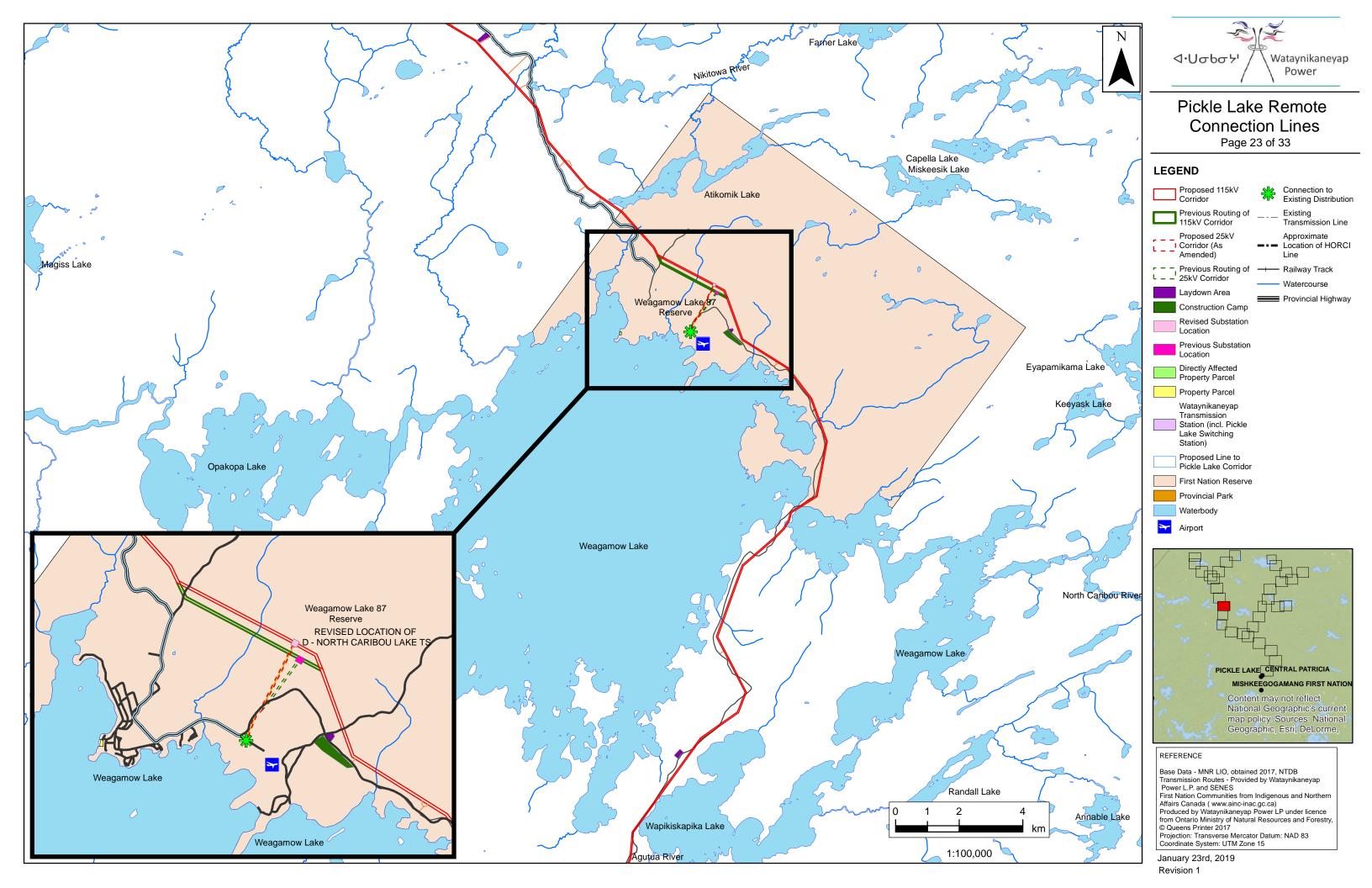
Reference	Document	Amendment	Rationale
D-2-1_Fig 2(c); Pages 2-5 of 24 See amended version in Schedule 'B'	Red Lake Remote Connection Lines Routing Map	~10.3 km of 115 kV line shifted generally eastward by up to 1.5 km; ~1.2 km increase in line length, resulting in an increase of 6 structures	Landowner consultation – further land rights discussions with the landowner (which is also an active mining company), have indicated that explosives are stored in relative proximity to the previous ROW, and that future tailings areas are planned within and beyond the previous ROW.
D-2-1_Fig 2(c); Page 14 of 24 See amended version in Schedule 'B'	Red Lake Remote Connection Lines Routing Map	~6.1 km of 115 kV line shifted by up to 1.3 km to the southwest; 300 m increase in line length, resulting in an increase of 2 structures	Environmental – reduce impact on species at risk by moving away from sensitive habitat and aligning with an identified routing option for an all-season road.
D-2-1_Fig 2(c); Pages 21-22 of 24 See amended version in Schedule 'B'	Red Lake Remote Connection Lines Routing Map	Substation at North Spirit Lake First Nation shifted by ~200 m to the southeast; no net change in 115 kV line length or number of structures (increased distance in ZV line segment offsets decreased distance in VY line segment); 500 m increase in 25 kV line length, resulting in an increase of 6 structures	Engagement – recently advised that expansion requirements and site options for the landfill site at North Spirit Lake First Nation overlap with the previous substation location and 25 kV route.

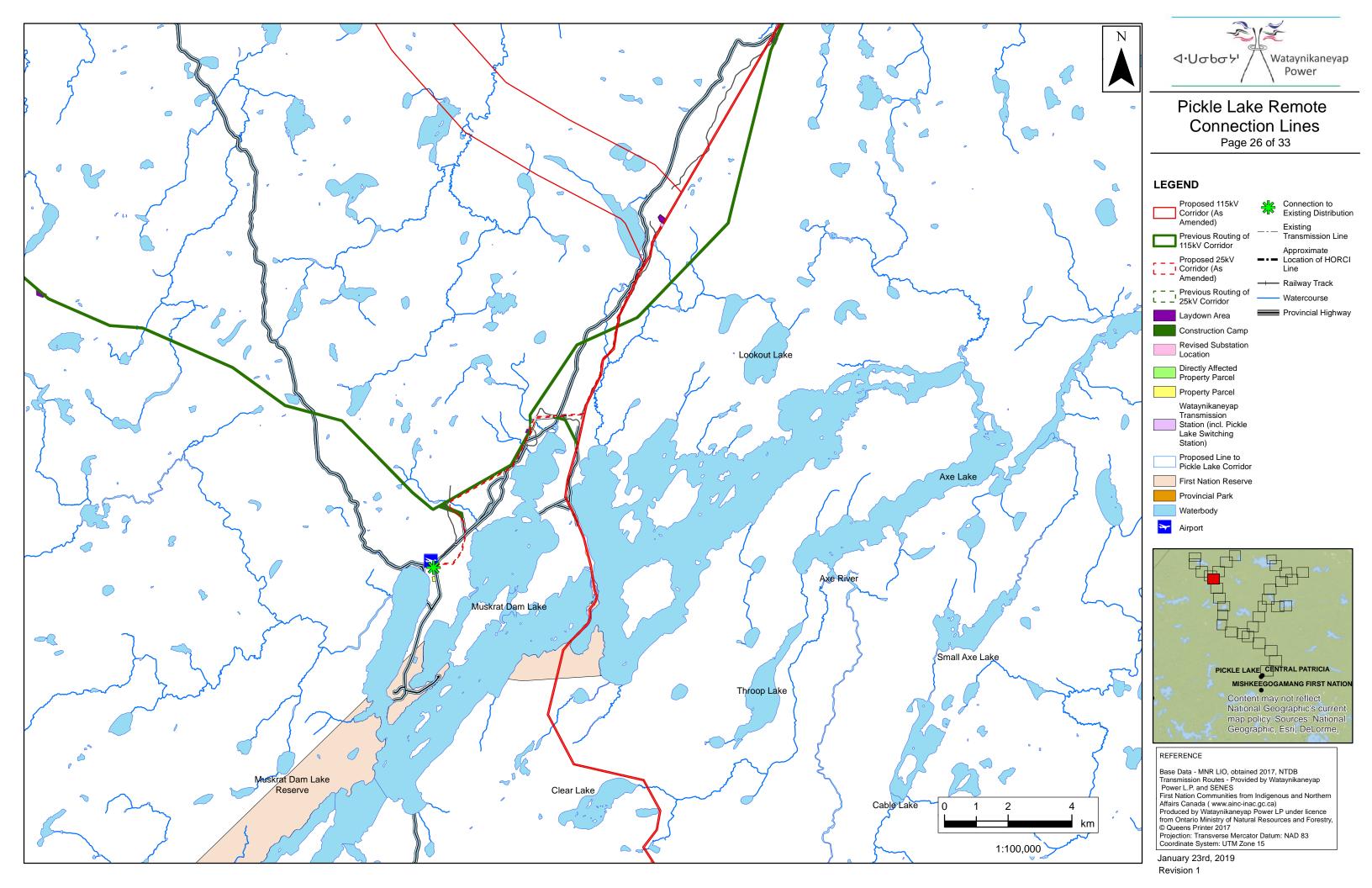
schedule of its RFP process while avoiding the potential cost implications resulting from a future change order of the magnitude of this routing change, WPLP will require all EPC proponents to provide a fixed price to construct the required 115 kV line within a 2 km-wide corridor centered on the centerline of the revised route. It is for this reason that the amended routing for this segment, as shown on the amended maps provided in Schedule 'B', depicts a wider transmission corridor. WPLP expects proponents to make use of any existing lower-resolution data sources that are publicly available, such as aerial imagery, contour data, and land feature information that are publicly available, as well as any other information that they may reasonably be able to obtain in the course of preparing their proposals. WPLP will also commit to providing the successful proponent with the results of its LiDAR survey and geomorphological analysis for the purpose of finalizing the 40 m ROW within the 2 km-wide constraint.

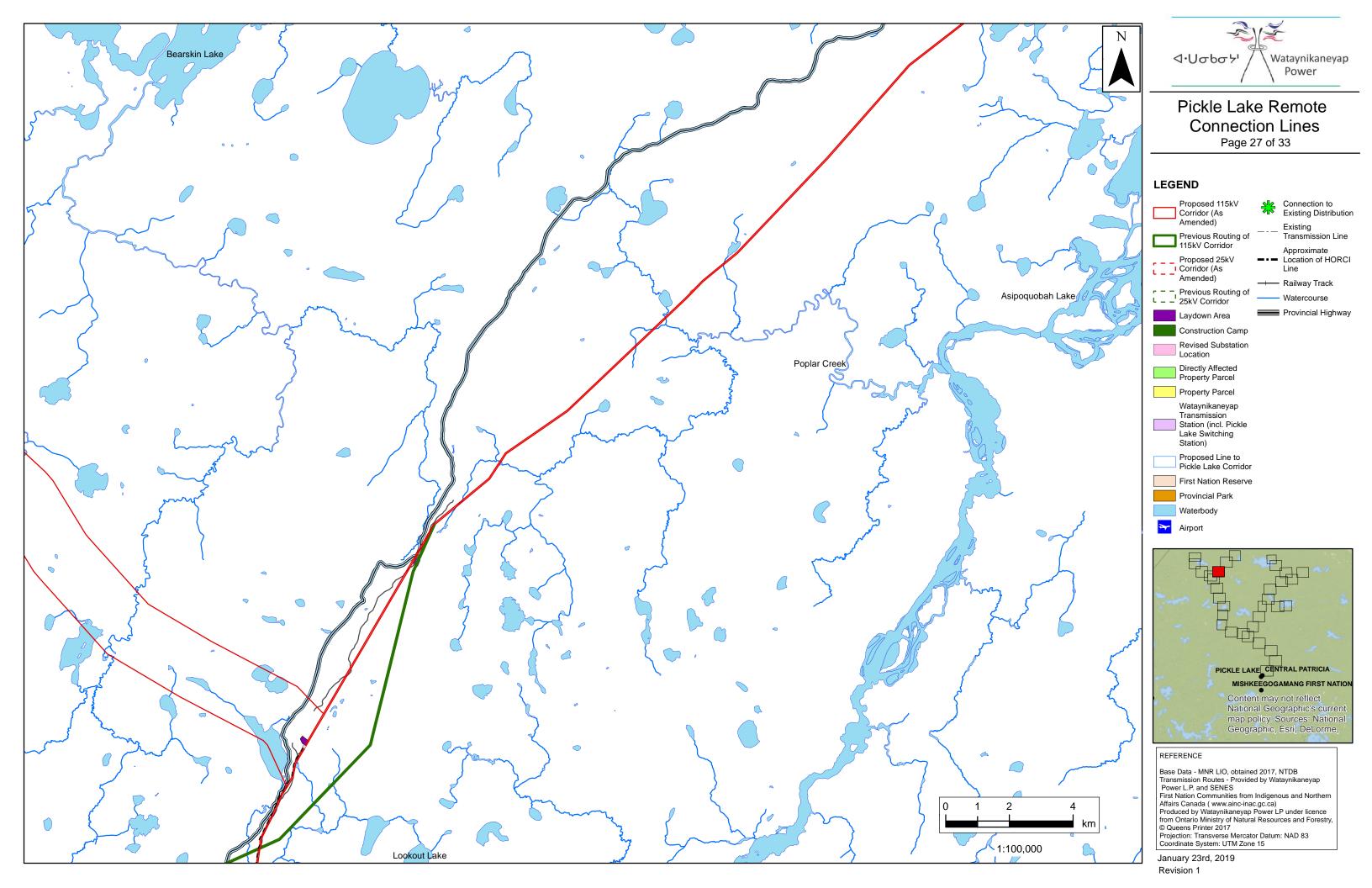
SCHEDULE 'B' ROUTING AMENDMENT MAPS

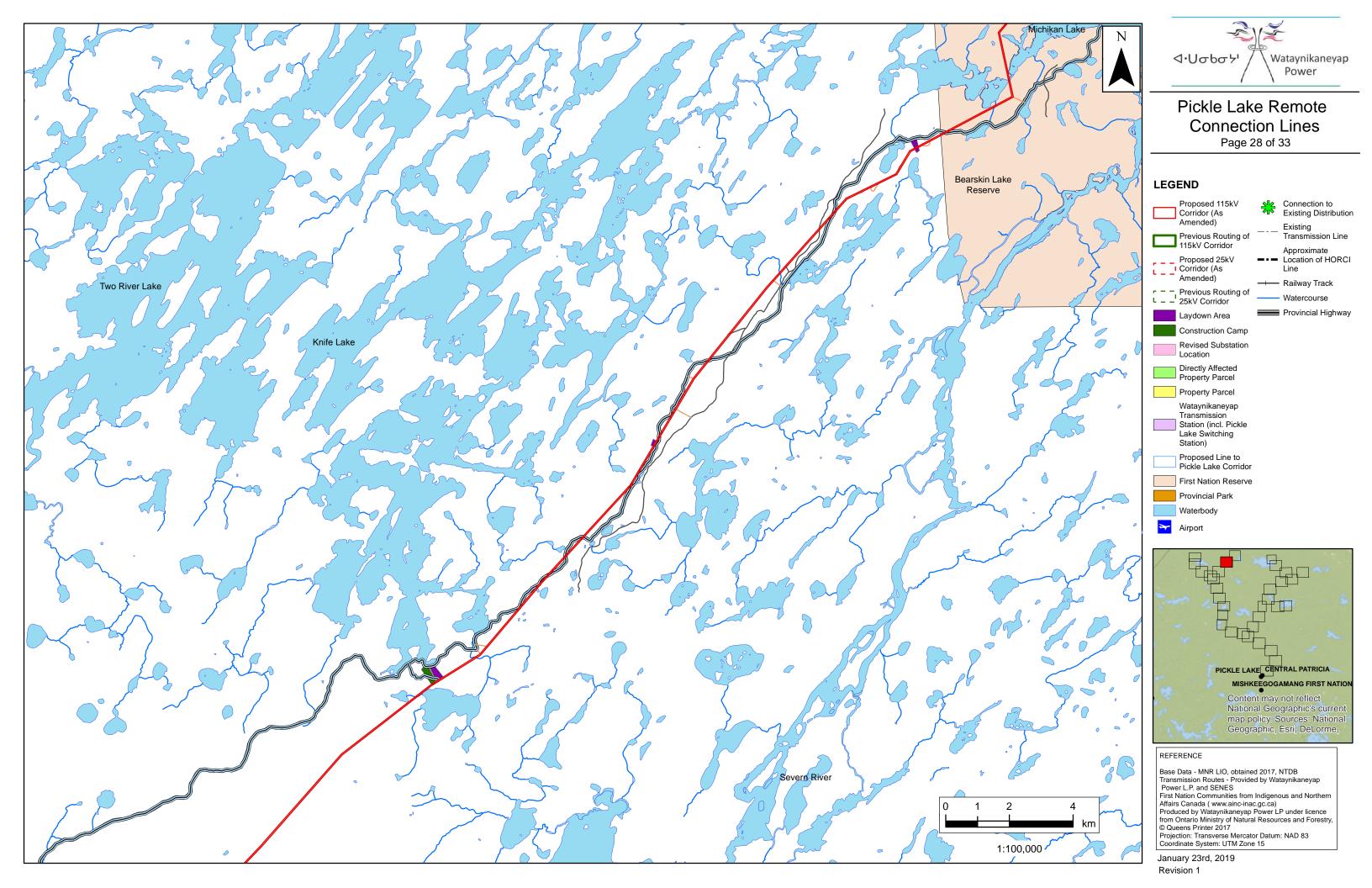


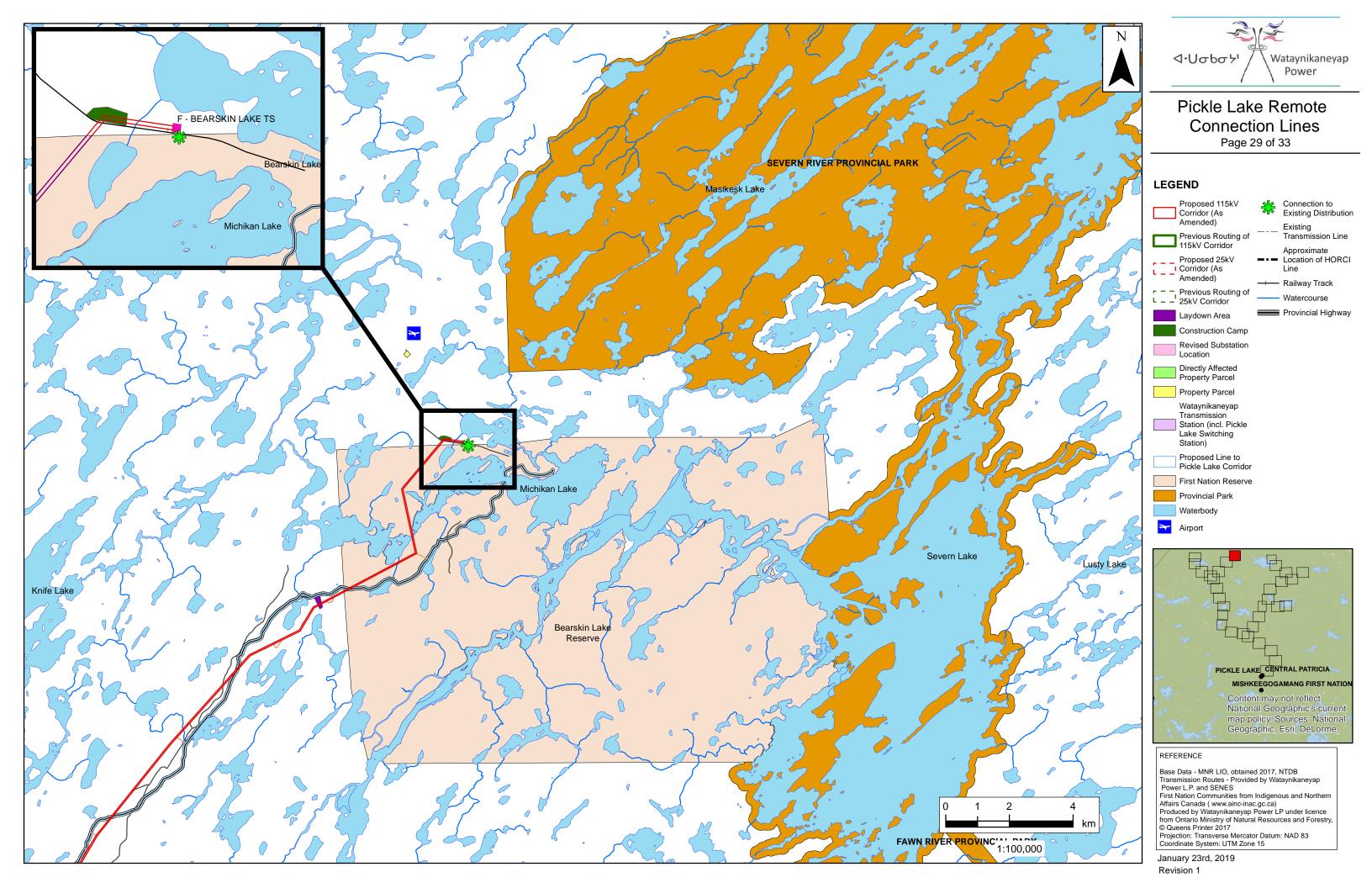


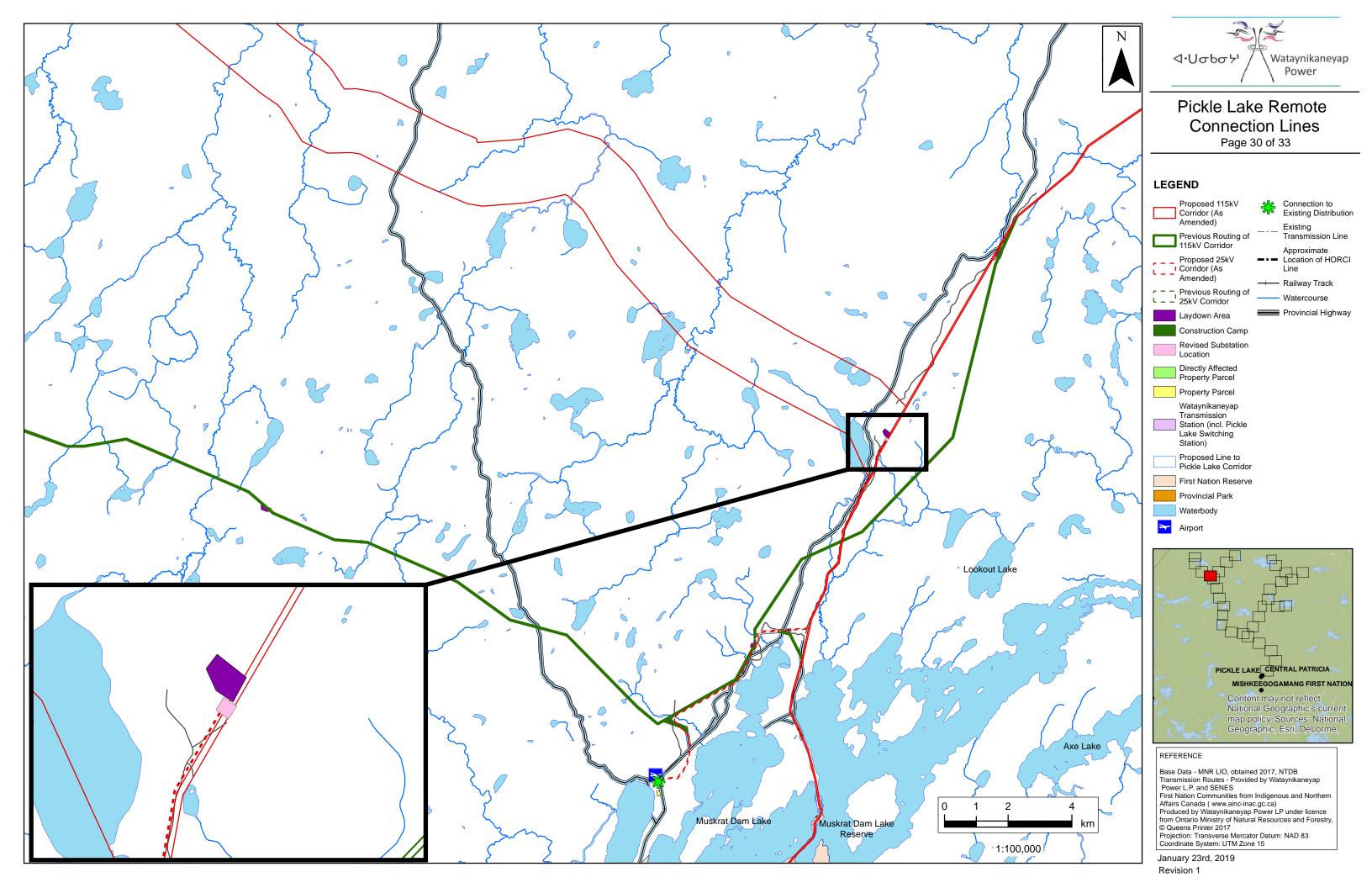


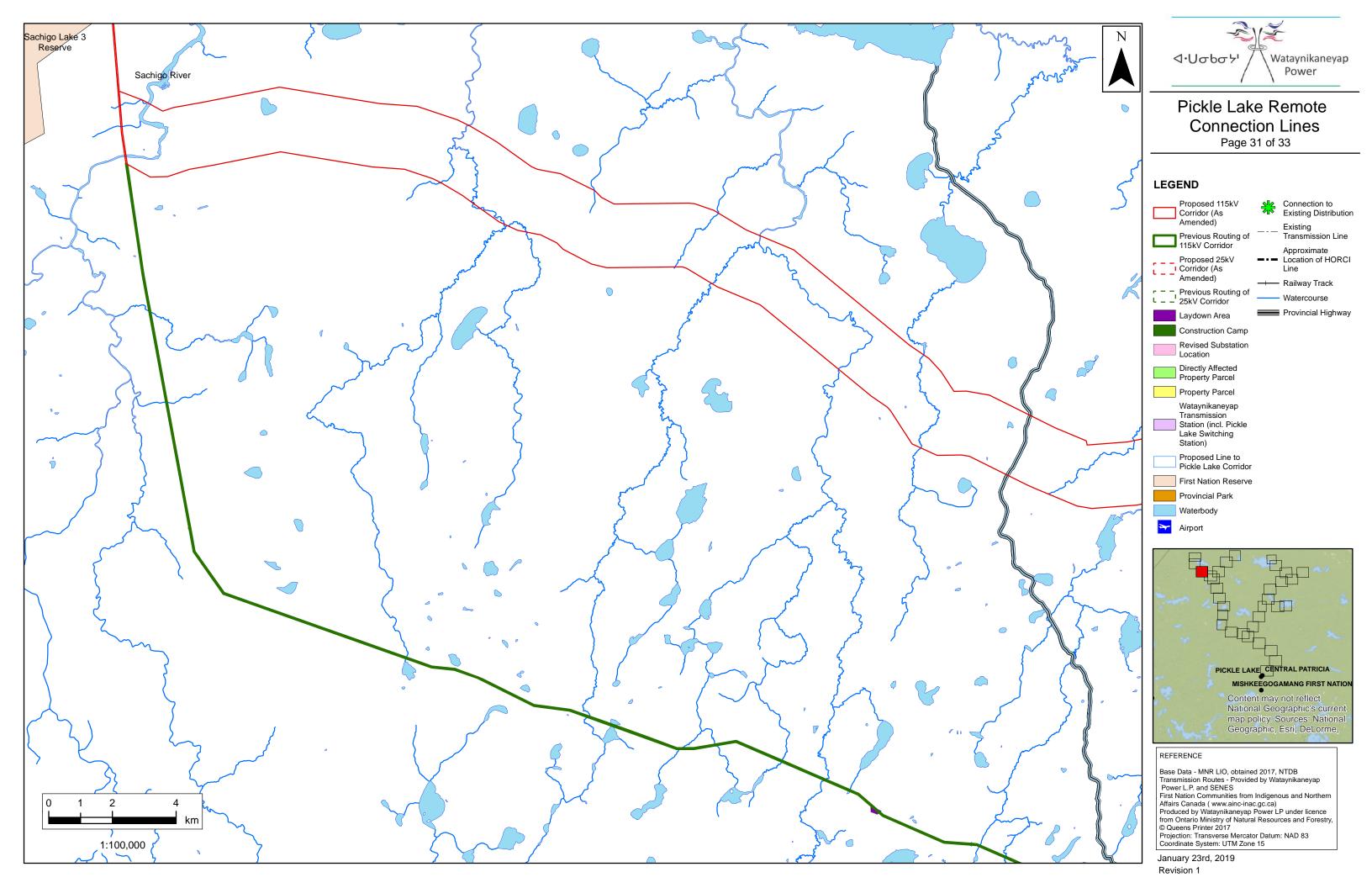


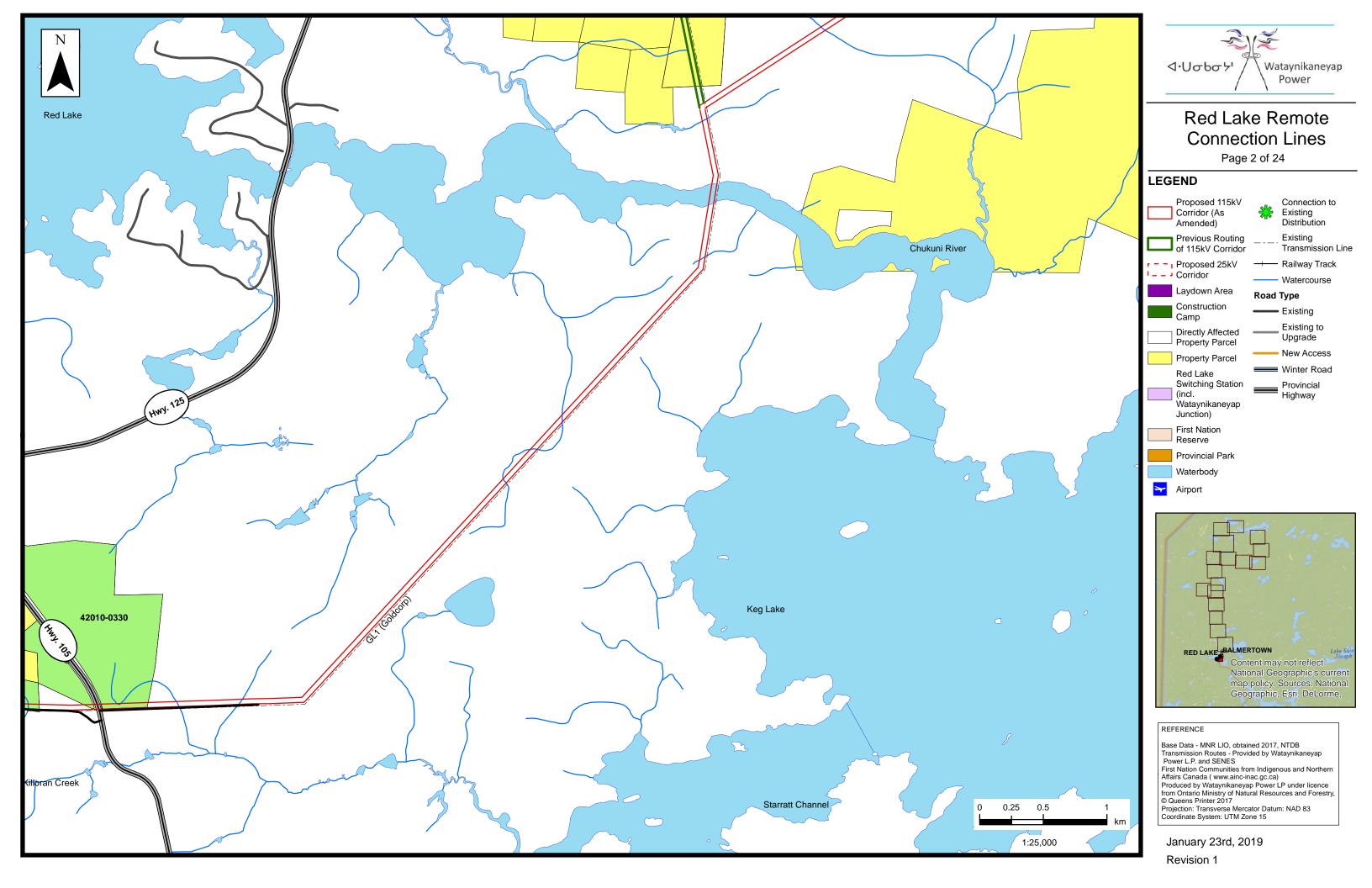


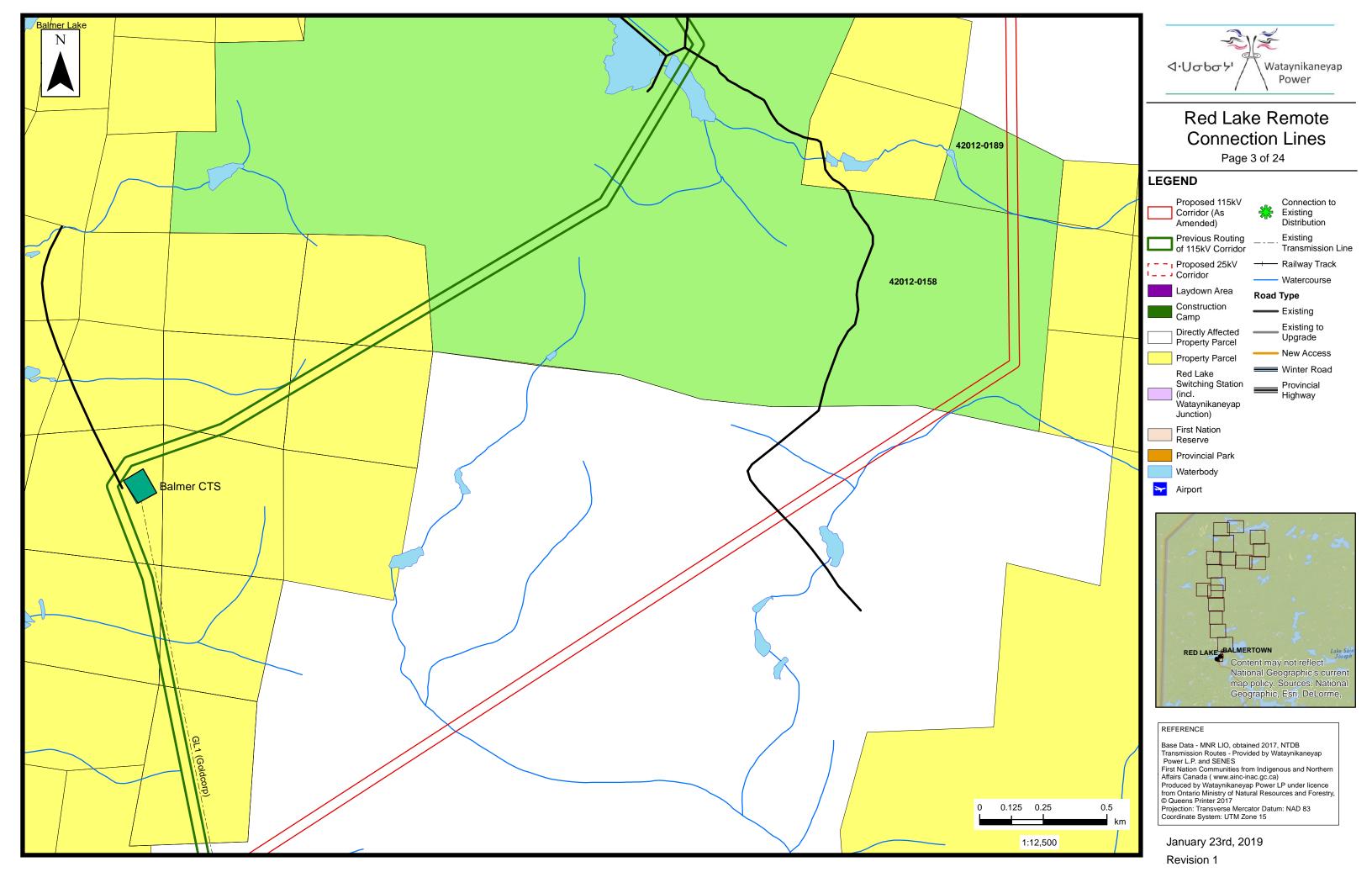


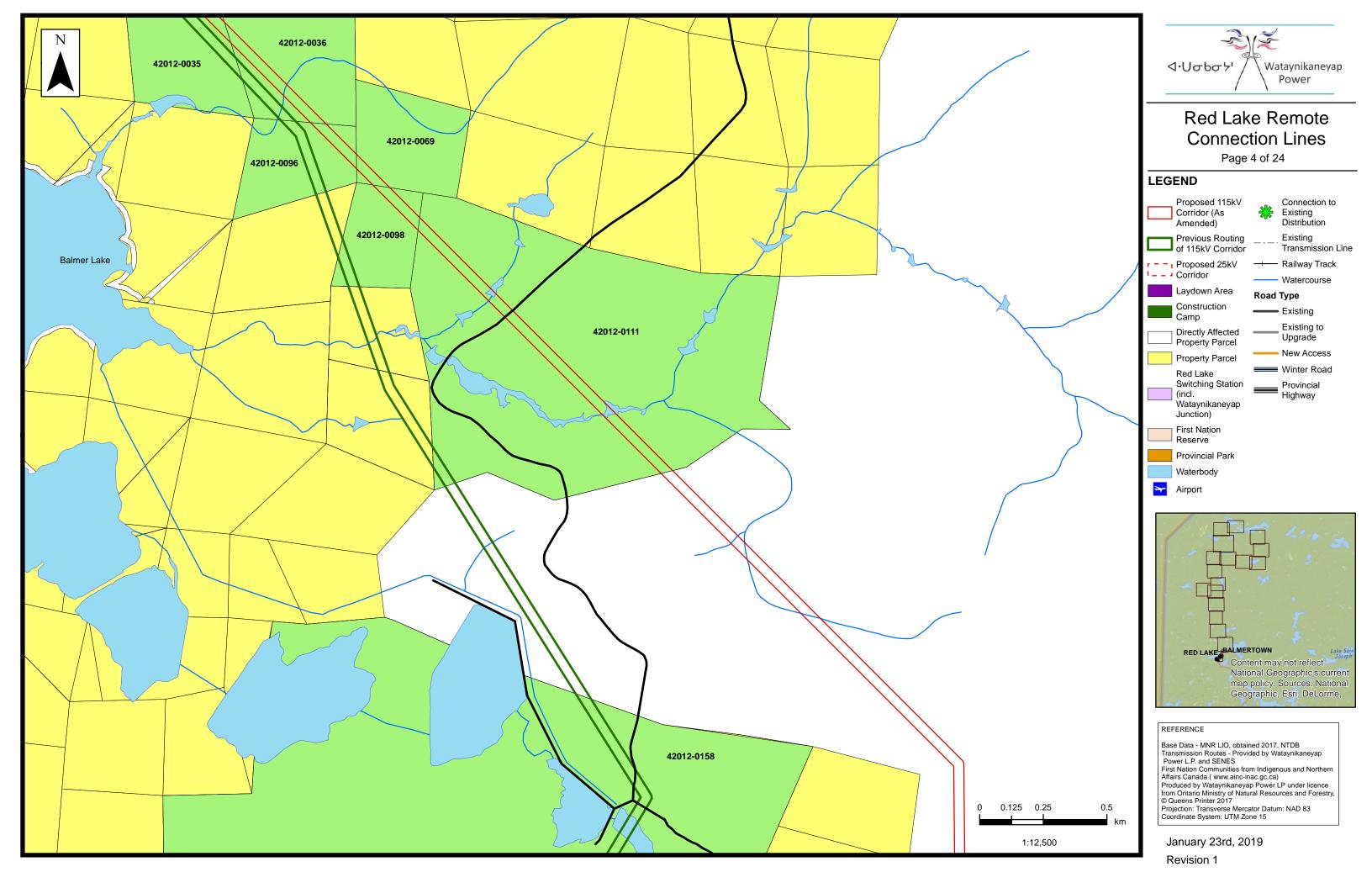


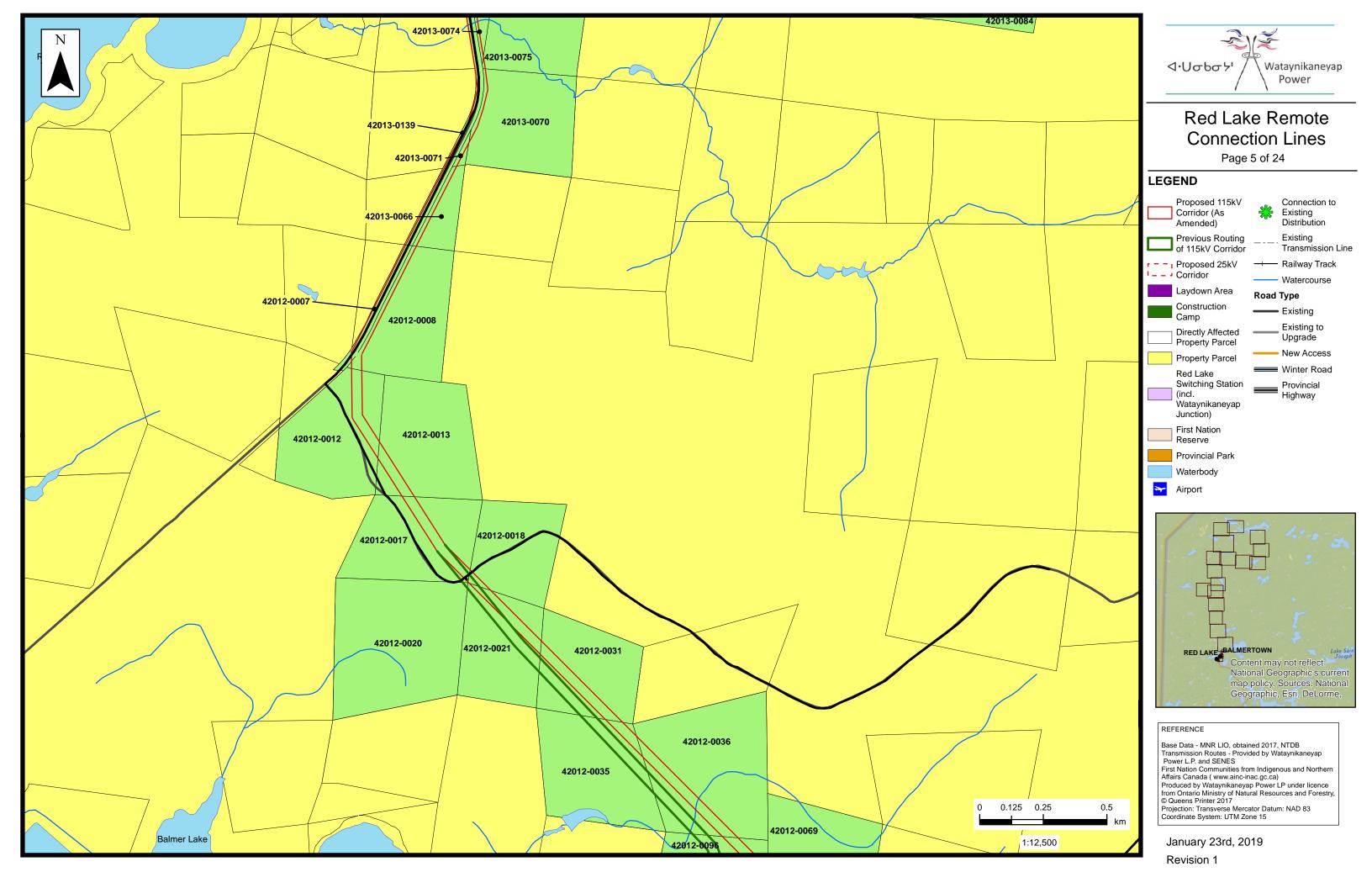


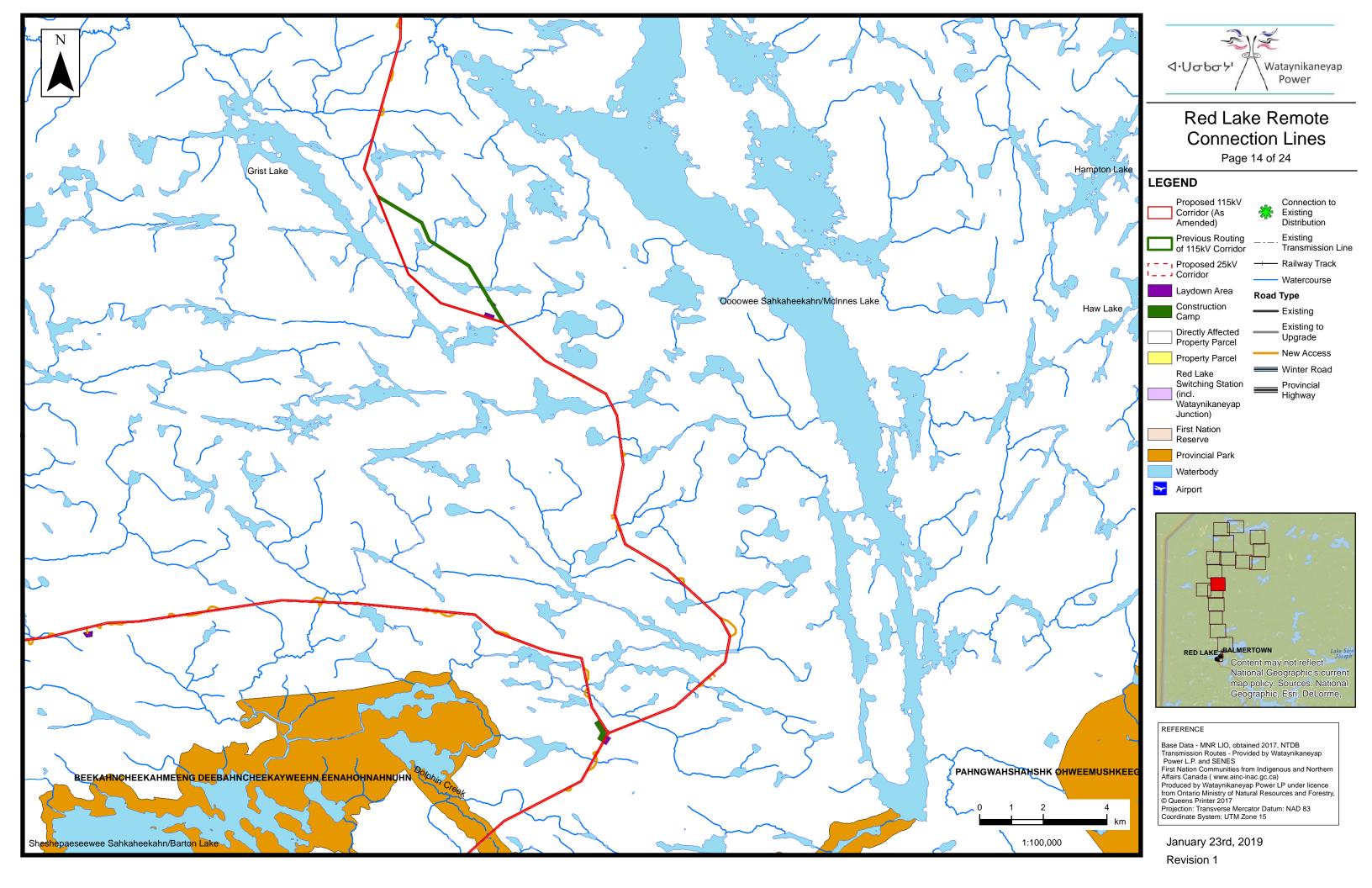


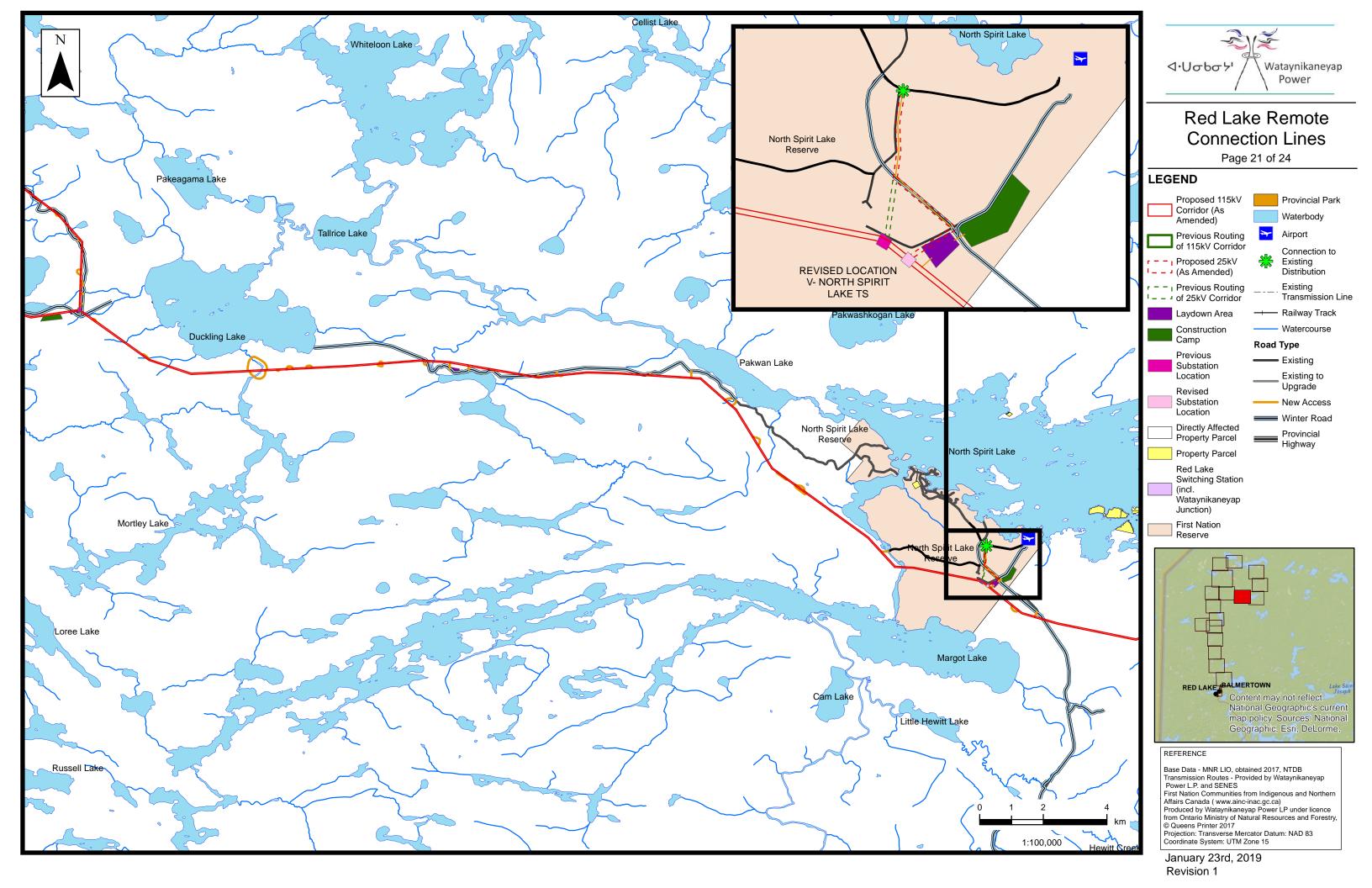






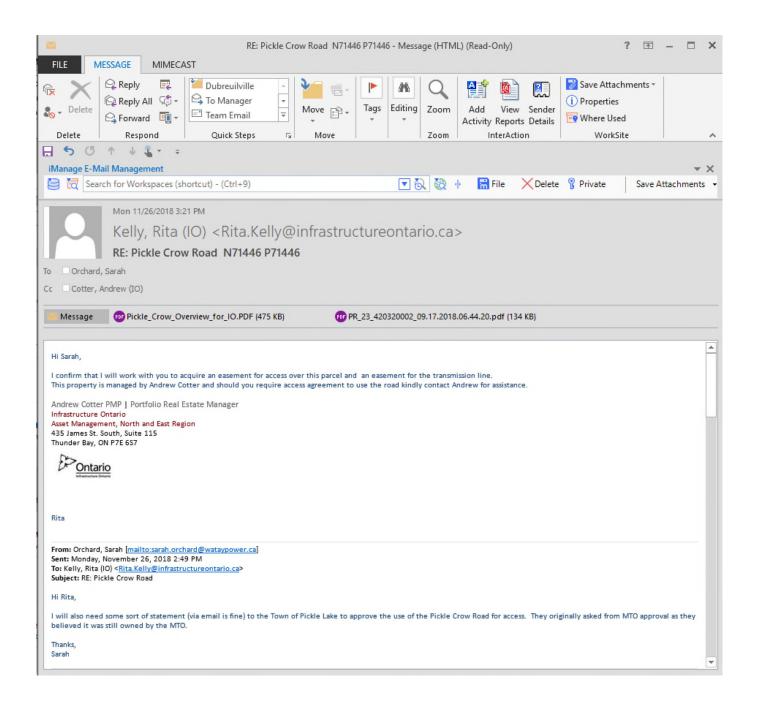


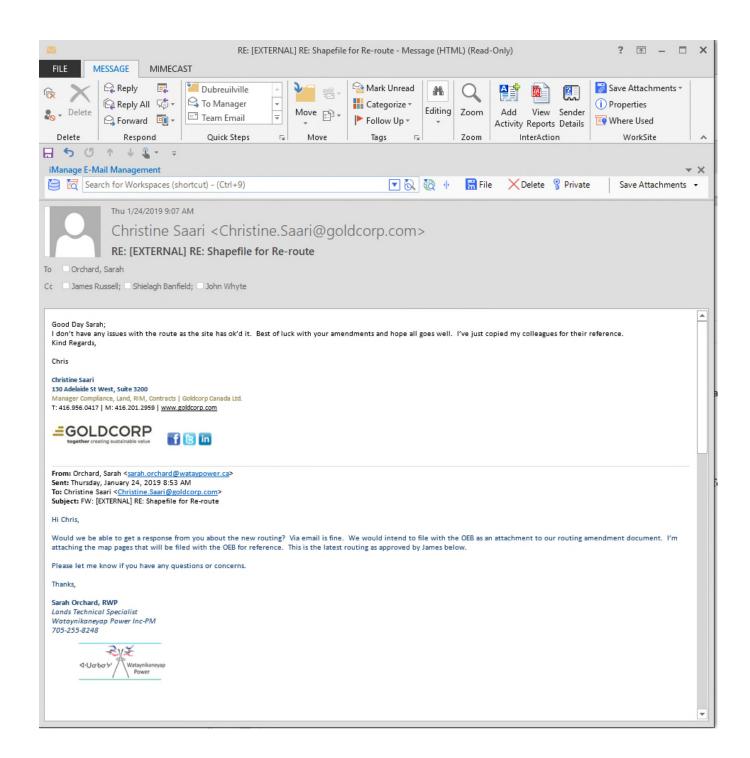




SCHEDULE 'C'

CORRESPONDENCE FROM AFFECTED PARTIES

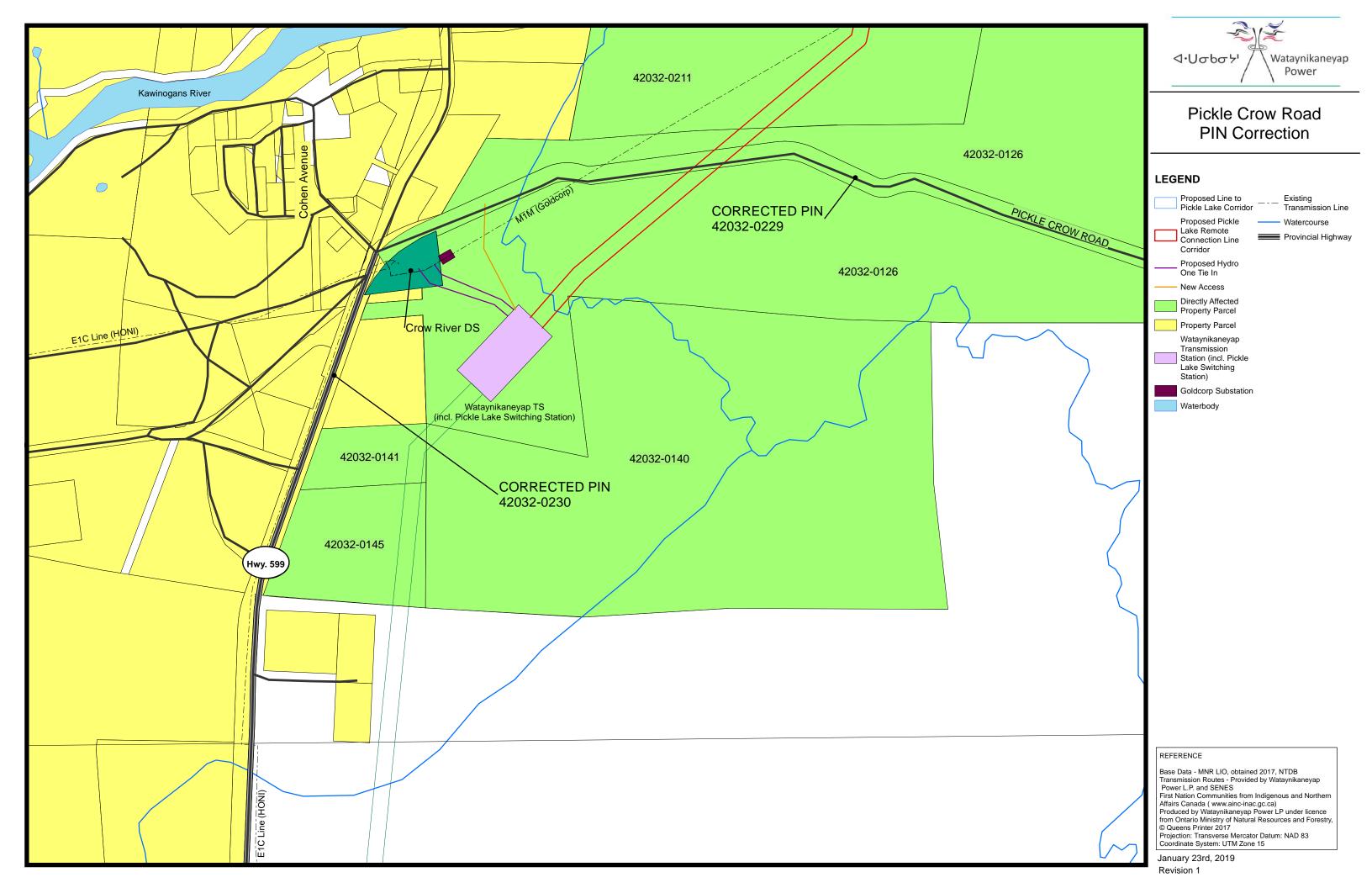




SCHEDULE 'D' AMENDED LANDOWNER LINE LIST

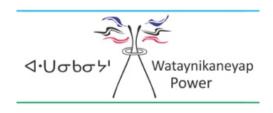
[FILED CONFIDENTIALLY]

$\begin{tabular}{ll} {\bf SCHEDULE~E} \\ {\bf MAP~OF~CORRECTED~PINs} \\ \end{tabular}$



SCHEDULE 'F'

NEWS RELEASE FOR ADDITION OF PARTICIPATING FIRST NATIONS



January 17, 2019

Wataynikaneyap Power First Nation Partnership Expands to Include Mishkeegogamang First Nation and Ojibway Nation of Saugeen; Fortis sells minority position to Algonquin

THUNDER BAY (January 17, 2019)—Less than a month after Wataynikaneyap Power energized its first line to bring grid power to the First Nation community of Pikangikum, another historic milestone has been reached.

Today, Wataynikaneyap Power announced that Mishkeegogamang and Ojibway Nation of Saugeen legally joined the First Nations-led power project, bringing the number of First Nations communities who are equal owners in the project to 24.

"I am very pleased to say that Wataynikaneyap's engagement and discussions have resulted in an even stronger partnership of 24 First Nations who have agreed to work together to connect the 17 remote First Nations to the grid," said Margaret Kenequanash, Chief Executive Officer, Wataynikaneyap Power. "This is a significant project milestone that will have a powerful positive impact to the Indigenous People of the homeland in harnessing opportunities, improving community infrastructure and growth."

"We are pleased to support this Project which we believe will allow First Nation communities to access a reliable, clean power supply while also bringing health and economic benefits to each of the communities involved," said Chief David Masakeyash of Mishkeegogamang First Nation. "We look forward to continuing to work with Wataynikaneyap Power through ongoing engagement with our trappers and land users, and to identify additional economic benefits, including business and employment opportunities, for our First Nation and our First Nation partners. We are being assured that these discussions will be ongoing and respected. We also congratulate Pikangikum First Nation who has recently become the initial First Nation to be connected."

"We're pleased to see all 24 First Nations join the partnership," said Barry Perry, President and Chief Executive Officer of project partner Fortis Inc. "With the recent connection of Pikangikum, work is well underway to advance the project."

Simultaneous with the two First Nations joining the partnership, partner Fortis Inc. has entered into an arrangement with Mishkeegogamang First Nation and Ojibway Nation of Saugeen's utility partner, Algonquin Power & Utilities Corp. ("Algonquin"), for a minority share of its ownership.

"Algonquin and our First Nation partners are pleased to join forces with the Wataynikaneyap Power team for this important project," said Ian Robertson, Chief Executive Officer, Algonquin. "Our continuing focus on Northern Ontario transmission is based on a recognition that access to clean and reliable energy sources plays a critical role in the health, well-being and economic opportunities for the communities served by this project and we are pleased to partner on this important project."

The transmission project is making significant progress toward the completion of regulatory permitting. Construction is planned to begin later this year with a competitively selected EPC contractor.

More information on the project is available at www.wataypower.ca

Contact: Kristine Carmichael, Wataynikaneyap Power

(905) 994-3637

Kristine.Carmichael@FortisOntario.com

About Wataynikaneyap Power:

Wataynikaneyap Power is licensed transmission company, regulated by the Ontario Energy Board, and majority-owned by a partnership of 24 First Nation communities in partnership with private investors led by Fortis Inc.

To connect remote First Nations communities to the electrical grid, Wataynikaneyap Power will develop, manage construction, and operate approximately 1,800 kilometers of 230 kV, 115 kV, and 44 kV lines in northwestern Ontario.

For further information, please visit: www.fortisinc.com.