

Ex\_I\_T\_1\_S\_8\_Attach\_7

NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

August 28, 2019

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION

# Agenda

---

- Key Discussion Items
  - Environment
  - Indigenous
  - Regulatory
- Project Schedule & Budget
- Financial Update
- Development Dashboard
- Next Steps
- Appendix – Team Lead Updates

# Environment Update

---

- Species at Risk
  - Ongoing positive discussions with MECP
  - Received approvals for bats and whippoorwills to allow a September start date
  - Working with Michipicoten First Nation on application for caribou to be submitted September – need approval by December 1
  - This allows working in timing windows and no disruption to project schedule
- Work Front Packages
  - We have submitted Work Fronts 1, 2, 7, 8, 6, 3, 9, 11
  - Discussions with MNRF are positive



# Indigenous Update

- Consultation continues on the issuing of permits by Work Front
  - Permitting workshops occurred with the Métis Nation of Ontario, Bamkushwada communities and Red Sky Métis
- NextBridge hosted a thank you luncheon for the Métis Nation of Ontario on August 13 with leadership and consultation staff
- Bamkushwada has chosen not to terminate Access Capital based on legal opinions from OKT. Tom Garner has been advised of the decision and will no longer work on the file
- Continue to work with Pays Plat and Michipicoten on 28.2 permits
  - Met with Pays Plat on August 23 and successfully came to an arrangement on compensation
  - Michipicoten's agreement is being worked on with Federal gov't
- BZA met with the provincial government the week of August 19
  - Government reiterated NextBridge position on economic participation

# Regulatory

- Awaiting confirmation from the Mining Recorder to initiate the hearing process – must give claimholders 90 day notice
  - Need decision before the end of 2019
  - Have been applying pressure via Ministry of Energy
  - Alternative is to seek permission directly from the Lieutenant Governor in Council
- The OEB has concluded the expropriation hearing process
  - Interrogatories were requested by the OEB on July 29
  - NextBridge filed responses on August 6 and filed an argument in Chief on August 9
  - OEB filed a written submission on August 13 with requests
  - NextBridge agreed with all of the requests and is awaiting next steps
  - OEB approval of authority to expropriate needed by September 2019

# Project Schedule & Budget

---

- See supplemental materials in OEB Report for August 30, 2019

# Financial Update – June

Cost Category	MONTH: July 2019			PROJECT TO DATE: July 31, 2019			TOTAL PROJECT TO DATE: August 2013 to July 2019		
	Actual	Plan	Variance \$ better/(worse)	Actual	Plan	Variance \$ better/(worse)	Plan per LTC Budget	Forecast	% Spent of Forecast
	A	B	C = (B-A)	D	E	F = (E-D)	G	H	I = D/H
Construction & Materials	8,166,456	8,242,139	75,683	50,629,912	81,806,466	31,176,554	572,761,388	614,267,289	8.24%
Environmental and Regulatory Approvals, Permitting & Site remediation	2,370,586	175,000	(2,195,586)	8,546,368	14,754,811	6,208,442	26,929,260	31,277,866	27.32%
Land Acquisition (Excludes Aboriginal)	1,055,724	480,136	(575,588)	6,351,399	21,834,073	15,482,674	23,830,512	23,830,512	26.65%
First Nations and Métis (including consultation, participation, land acq & ALGP)	609,595	183,213	(426,382)	8,348,695	13,438,082	5,089,387	20,211,000	23,653,555	35.30%
Other Consultation	16,198	87,477	71,279	414,535	2,160,310	1,745,775	2,530,194	2,530,194	16.38%
Regulatory	333,437	167,926	(165,511)	2,641,132	4,762,642	2,121,510	5,405,078	5,405,078	48.86%
Project Management (including interconnection studies)	111,039	69,900	(41,139)	3,058,543	6,711,819	3,653,277	4,900,644	4,900,644	62.41%
Other (including non-E&C contingency)	-	-	-	-	-	-	49,399,445	102,382	0.00%
Subtotals	12,663,034	9,405,791	(3,257,243)	79,990,584	110,750,448	38,091,649	705,967,521	705,967,521	11.33%
IDC	249,359	220,064	(29,295)	3,979,107	4,709,247	730,140	31,003,000	31,003,000	12.83%
<b>Total Construction Phase</b>	<b>12,912,393</b>	<b>9,625,854</b>	<b>(3,286,539)</b>	83,969,691	115,459,695	38,821,789	736,970,521	736,970,521	11.39%
Development Phase (1)				31,240,751	40,210,000	8,969,249	40,210,000	31,240,751	100.00%
Development Costs Eligible for Construction				5,331,249				5,331,249	
<b>TOTAL PROJECT COST</b>				<b>120,541,692</b>	<b>155,669,695</b>	<b>47,791,038</b>	<b>777,180,521</b>	<b>773,542,521</b>	<b>111.39%</b>

**NOTE:**  
 (1) The Actuals reflect the Ontario Energy Board Decision and Order in terms of the Development costs, i.e. pre-July 31, 2017.

In the leave to construct application, NextBridge estimated that its July 31, 2017 Development Phase Actuals would be \$40,210,000 (exhibit B, Tab 9, Schedule 1, Table 4), whereas the final amount was \$40,249,501.

As part of the decision regarding the leave to construct application, NextBridge was denied approximately \$3.7 million and approximately \$5.3 million was eligible for construction (see Note 3 in the audited financial statements).

# Development Dashboard

**30 Day Project Review - Completed**

- Submitted expropriation plan to OEB
- Submitting permits for WF 1, 7, 2

**30 Day Project Review - Incomplete**

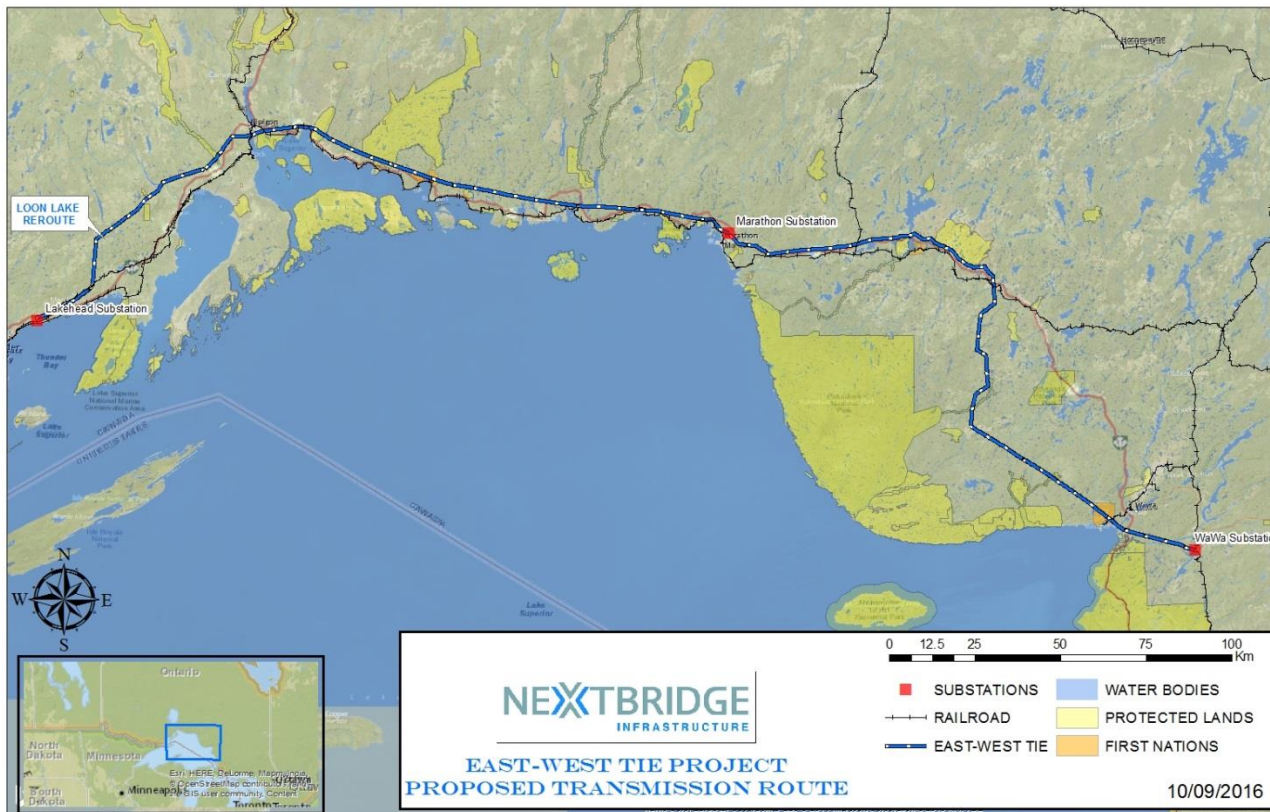
**Next 30 Days – Upcoming Activities**

- Submitting environmental permits for first workfronts to allow for September 1 start
- Submitting letter to Provincial Mining Recorder seeking meeting
- Working with HONI on T1M crossing agreement

9 Month	Mar	Apr
<b>Project Priorities</b>		
NextBridge LTC-OEB Process - complete		
Amended EA		

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: Zero incidents have been reported since the last Board meeting
- Environmental: Zero incidents have been reported since the last Board meeting

# Next Steps

---

- Submitting environmental permits
- Submitting Michipicoten and Pays Plat 28.2 Permits
- Next Board meeting schedule – To be discussed



# Appendix – Updated August 26

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<ul style="list-style-type: none"><li>Execute SuperCom Monitoring Agreement to have in place First Nation &amp; Metis monitors</li></ul>	Ongoing
<ul style="list-style-type: none"><li>Execute updated Capacity Funding Agreements</li></ul>	Ongoing
<ul style="list-style-type: none"><li>Have clear Record of Consultation for permits</li><li>Apply for necessary permits</li><li>Conduct permitting workshops with necessary communities</li></ul>	Ongoing  Permitting workshops held week of August 8

# Project Management Office

Item	Status
<ul style="list-style-type: none"><li>Project Management<ul style="list-style-type: none"><li>Coordination with internal and external stakeholders</li><li>Communication with NextBridge Board</li><li>Project financing and cash management</li></ul></li></ul>	Ongoing
<ul style="list-style-type: none"><li>Cost Management<ul style="list-style-type: none"><li>Budget / Variance reporting</li></ul></li></ul>	Ongoing
<ul style="list-style-type: none"><li>Financial Reporting<ul style="list-style-type: none"><li>Financial statement preparation / Audit</li></ul></li></ul>	Complete for 2018
<ul style="list-style-type: none"><li>Regulatory Filings<ul style="list-style-type: none"><li>OEB reporting</li><li>Ad hoc regulatory filings</li></ul></li></ul>	Ongoing Updated OEB Report format – Aug 30
<ul style="list-style-type: none"><li>Rate Case Planning<ul style="list-style-type: none"><li>Prudency documentation</li><li>Performance based rate considerations (Ch. 2)</li></ul></li></ul>	Planning phase Prep meeting with counsel – Sept 9

# Regulatory

Item	Status
<ul style="list-style-type: none"> <li>• Support land acquisition activities (required for construction)               <ul style="list-style-type: none"> <li>• Negotiations with landowners and disposition holders</li> <li>• Regulatory proceedings where unable to reach agreement (e.g. s. 99 expropriation, s. 101 crossings)</li> </ul> </li> </ul>	<p>See update from Land</p> <p>Expropriation Application filed and updated - <b>Filed IRs with OEB – Aug 6</b></p> <p>Preparing Section 101 for potential filing</p>
<ul style="list-style-type: none"> <li>• Support other activities required for construction (e.g. Environment – detailed plans)</li> </ul>	<p>Ongoing support</p>
<ul style="list-style-type: none"> <li>• Miscellaneous regulatory activities – e.g. intervenor costs for leave to construct</li> </ul>	<p>N/A</p>
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	<p>Ongoing support</p> <p>- Filed mining claim letter – <b>awaiting response</b></p>

# Engineering & Construction

Item	Status
<ul style="list-style-type: none"><li>Confirm COD &amp; Update Construction Schedule</li></ul>	COD confirmation complete and schedule updated start date of September 1, 2019
<ul style="list-style-type: none"><li>Detailed Project Plans &amp; Permitting<ul style="list-style-type: none"><li>Wawa camp location</li></ul></li></ul>	Permits submitted for WF 7, 2, 1, 8  Valard is finalizing camp locations
<ul style="list-style-type: none"><li>Hydro One Coordination<ul style="list-style-type: none"><li>Overhead Crossings: Adjustments &amp; T1M crossings pricing</li><li>Longitudinal Access: Review and stamp land drawings</li></ul></li></ul>	Will be entering into agreements for station work  Currently working through crossings  Longitudinal access drawings for WF 7, 1, 2, 8 approved by HONI – awaiting submissions by NextBridge for next batch for approval  Prepared Term Sheet for T1M crossing and negotiating
<ul style="list-style-type: none"><li>Forestry and Overlapping Agreements</li></ul>	Conversations with SFL's ongoing
<ul style="list-style-type: none"><li>Procurement: Towers/Conductors</li></ul>	Awarded tower vendor  E&C is compiling all of the requisite information to procure conductor

# Stakeholder Relations

Item	Status
<ul style="list-style-type: none"><li>Refresh project website with construction focus and establish digital outreach tools<ul style="list-style-type: none"><li>Work with E&amp;C and Valard to confirm roles and coordinate construction outreach</li></ul></li></ul>	Layout being developed for review – <b>new website live</b>
<ul style="list-style-type: none"><li>Identify and contract time-lapse video services to document construction activities</li></ul>	Decision to go to standard video production of construction with interviews. Vendors being sought.
<ul style="list-style-type: none"><li>Re-initiate Community Investment program</li></ul>	Processing applications - ongoing

# Land

Item	Status
<ul style="list-style-type: none"><li>Private land acquisition<ul style="list-style-type: none"><li>Secure balance of land, including supporting Regulatory on expropriation application filing</li></ul></li></ul>	Land agents re-mobilized and continue to reduce the expropriations
<ul style="list-style-type: none"><li>Crown land acquisition<ul style="list-style-type: none"><li>File final land use permit and work permit applications with MNRF, receive approval</li></ul></li></ul>	Prioritizing applications concurrent with Detailed Project Plan completion (Environment)
<ul style="list-style-type: none"><li>Crown land consents<ul style="list-style-type: none"><li>Secure balance of holder consents, including supporting Regulatory on filing requests for discretionary order(s) from provincial mining recorder</li></ul></li></ul>	Commenced activities and funds transferred for compensation payments required for balance of Crown interest holder consents
<ul style="list-style-type: none"><li>Land Permitting<ul style="list-style-type: none"><li>Complete 3<sup>rd</sup> party crossing agreements, submit amended permit applications to MTO and obtain approval</li></ul></li></ul>	Prioritizing and completing amending applications

# Environment

Item	Status
MNRF/MECP Detailed Project Plans MNRF Permit Applications/Approvals	DPPs Submitted for WF 1, 2, 7, 8, 6, 3, 9, 11
Provincial and Federal Permit Applications/Approvals Determine Species at Risk Compensation (Caribou, Bats and EWPW)	Provincial permits will cascade from DPPs.  SARA compensation to be determined based on final project footprint.
Environmental Training/Kick off	Will be planned based on Construction Schedule
Pre-construction Environmental Surveys	Will be conducted under non-frozen conditions based on Construction Schedule / Work Order



# Operations

Item	Status
• Operationalize commitments in the Leave to Construct	Commitment list completion 18 months pre-COD
• Early identification of operations support resources	Internal discussions defining characteristics needed
• Coordination with HONI on Interconnect Agreement and crossings	Coordination with HONI will begin once final adjustments to crossings are made
• Identify all NERC/FERC requirements	Task begins 12 months pre-COD
• Establish convenience contracts for operations support	Task begins 12 months pre-COD

NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

October 11, 2019

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION

# Agenda

---

- Key Discussion Items
  - Construction
  - Environment
  - Hydro One
  - Land
- Financial Update
- Development Dashboard
- Next Steps

# Construction

---

- Construction began on September 23
  - First Nations held a ceremony before the first tree was cut
- Continue to work with Ministry of Natural Resources and Forestry on allowing the use of in situ aggregate to be used in road building
- Nipigon camp site preliminary preparation activities commenced
- Awarded conductor supply contract to vendor General Cable
- Awarded Overhead Ground Wire (OHGW) supply contract to vendor Conex Cable
- Awarded Optical Ground Wire (OPGW) supply contract to vendor SFPOC

# Environment Update

- Species at Risk (SAR)
  - Received MECP letter of approval for all non-fish SAR bat maternity roosts and Eastern whip-poor-will in September 2019
  - Submitted permits for caribou and bat hibernacula to MECP for review
  - Still anticipating approvals by December 1 to allow construction in optimal species timing windows
- Work Front Packages
  - Continue to submit work front permit packages to MNRF
  - Anticipating approval of Work Front 1 on October 11
    - Although construction has begun, work was started on private lands and permits are need for Crown land

# Hydro One

- Hydro One was invited to the official ribbon cutting ceremony on October 2 and Jason Fitzsimmons attended and provided remarks
- NextBridge has executed access agreements on all work fronts that are used by HONI
- There are some comments still outstanding on the aerial transmission line crossing agreements, but HONI has accepted our drawings
- NextBridge and the IESO met with HONI on the remaining transmission crossing (T1M) to understand HONI's reliability concerns
  - HONI has agreed to allow NextBridge to cross the T1M line instead of moving it if NextBridge meets all the required design specifications

# Land

- The Provincial Mining Recorder has sent the mining claim expropriations to the Mining and Lands Tribunal for mediation
  - The process is that the mediator will contact the claim holders and attempt to reach a settlement
  - The claim holders have been contacted by the mediator
  - If there is a hearing it will take 6-8 months
- Agreements have been executed with Ministry of Transportation for permanent easements and agreements with Infrastructure Ontario, CP Rail and Land Use Permits with MNRF are outstanding

# Financial Update – September

Confidential - as of 9/30/2019	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	227,409	14,068,139	13,840,729	75,025,240	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	142,057	415,000	272,943	8,622,413	26,929,260	31,277,866	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	546,194	617,930	71,736	8,741,151	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	1,351,237	352,320	(998,917)	8,655,376	23,830,512	23,830,512	0%
7 Other Consultation	29,188	65,981	36,793	456,954	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,382	-100%
12 Regulatory	62,613	179,193	116,580	2,715,022	5,405,078	5,405,078	0%
13 EWT Management	107,360	67,151	(40,209)	3,259,953	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>2,466,057</b>	<b>15,765,713</b>	<b>13,299,656</b>	<b>107,476,110</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	339,797	339,797	-	4,598,654	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>2,805,854</b>	<b>16,105,510</b>	<b>13,299,656</b>	<b>112,074,763</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>2,805,854</b>	<b>16,105,510</b>	<b>13,299,656</b>	<b>152,324,264</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to the revised allocation of LTC budget as shown in Q2 2019 OEB report



# Development Dashboard

Work Front	Anticipated Approval
1	14-Oct
7	18-Oct
6	25-Oct
2	25-Oct
8	1-Nov
3	8-Nov
9	8-Nov
4	15-Nov
5	22-Nov
10	29-Nov
11	13-Dec

## 30 Day Project Review - Completed

- Construction began

## 30 Day Project Review - Incomplete

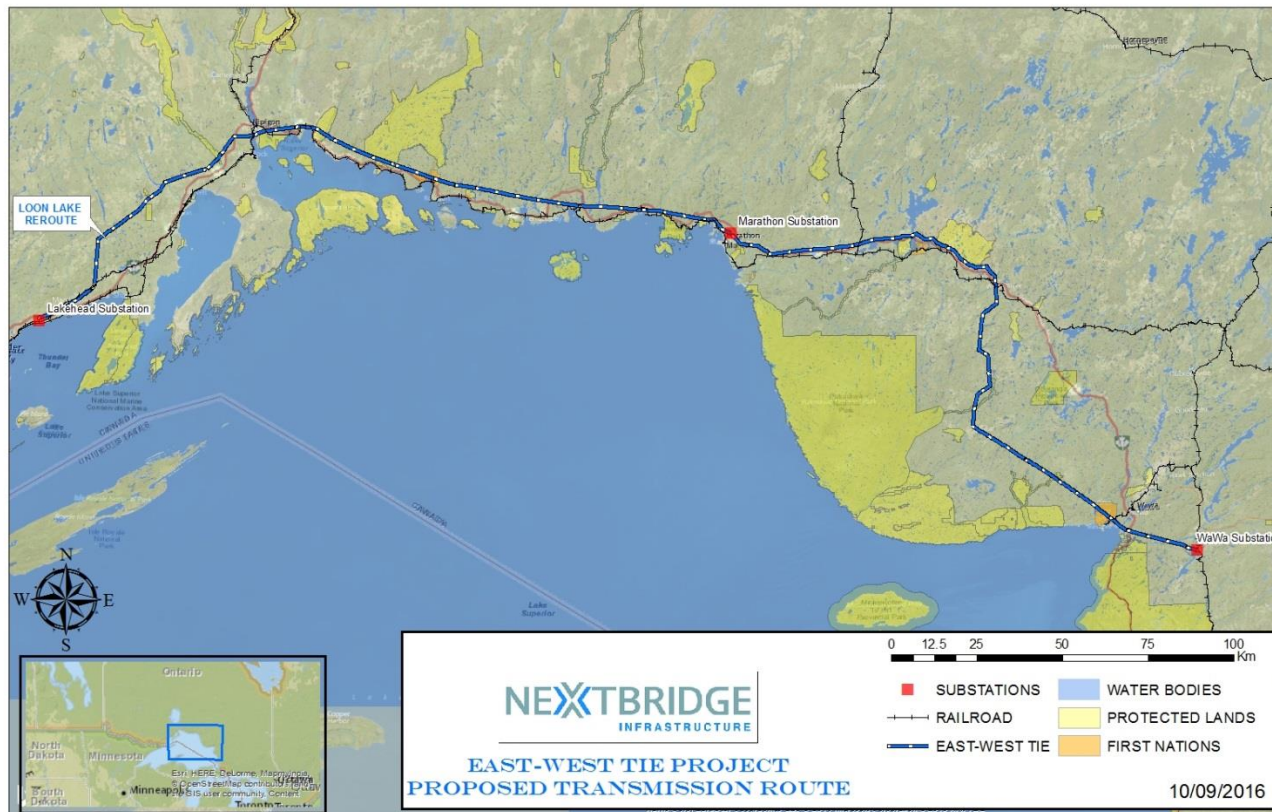
- 

## Next 30 Days – Upcoming Activities

- Submitting environmental permits
- Working through public and private land agreement execution
- Expediting mining claim expropriation
- Working with HONI on T1M crossing agreement and signing other crossing agreements

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: Zero incidents have been reported since the last Board meeting
- Environmental: Zero incidents have been reported since the last Board meeting

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on 28.2 permits
- Next Board meeting schedule – Friday November 8

NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

November 8, 2019

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION

# Agenda

---

- Key Discussion Items
  - Environment
  - Indigenous
  - Land
- Financial Update
- Development Dashboard
- Next Steps

# Environment Update

---

- Species at Risk (SAR)
  - MECP has posted permits for caribou and bat hibernacula to external registry for 30 day stakeholder commentary
  - Still anticipating approvals by December 1 to allow construction in optimal species timing windows
- Work Front Packages
  - Continue to submit work front permit packages to MNRF
  - Approvals received for Work Front 1 & 7, although delay due to consultation concerns raised by BZA

# Update on Work Front submissions and approvals

WF	Detailed Project Plan (DPP) Submission Status	Permit Application Submission Status	Approval Status		
			DPP Effective Dates*	Land Use Permits	Work Permits
1	Submitted	Submitted	Waiting Period Over	Executed	Awaiting Approval
7	Submitted	Submitted	Waiting Period Over	Executed	Awaiting Approval
2	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval
6	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval
8	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval
3	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval
9	Submitted	Submitted	November 15, 2019	Awaiting Approval	Awaiting Approval
4	Submitted	October 31, 2019	November 26, 2019	Awaiting Approval	Awaiting Approval
10	Submitted	November 4, 2019	November 26, 2019	Awaiting Approval	Awaiting Approval
5	November 1, 2019	November 4, 2019	December 1, 2019	Awaiting Approval	Awaiting Approval
11	November 8, 2019	November 8, 2019	December 8, 2019	Awaiting Approval	Awaiting Approval

\*DPPs have a 30-day review period after submission before they can be considered complete.



# Indigenous

- BZA
  - NextBridge and the government will file evidence before the end of the year in the judicial review
  - BZA has been communicating to MNRF that they would like to see a halt to the issuing of permits for the project because they have assertions in Work Fronts 1 & 7
- Bamkushwada
  - First meeting of the Partners Advisory Committee – Nov 6
  - Moving forward on project financing
    - Michipicoten is asking the rest of BLP to hire third party advice other than Access Capital
    - Access Capital contacted me and I provided a project update
    - Reached out to Oslers who will be supporting us – will engage them on a call with Access Capital
- MNO
  - Awaiting approval on revisions to TD Engagement letter

# Land

---

- The mining claim expropriations are still with Mining and Lands Tribunal for mediation
  - The mediation has not been productive
  - Request to move to hearing – First date February 2020
  - Asking for assistance from MENDM
- Expropriation for private lands is moving forward
  - Maps and plan for expropriation to be filed shortly
  - Still on schedule for decision in Q1 2020

# Financial Update – October

Confidential - as of 10/31/2019	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	521,449	10,709,737	10,188,288	75,546,689	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	(279,576)	1,262,000	1,541,576	8,342,838	26,929,260	31,277,866	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	629,068	587,430	(41,639)	9,370,219	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	856,009	10,338,928	9,482,919	9,511,385	23,830,512	23,830,512	0%
7 Other Consultation	13,966	41,839	27,873	470,920	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,382	-100%
12 Regulatory	(9,228)	179,193	188,421	2,705,794	5,405,078	5,405,078	0%
13 EWT Management	127,910	65,151	(62,759)	3,387,863	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	1,859,598	23,184,278	21,324,680	109,335,708	705,967,521	705,967,521	0%
14 Interest During Construction (IDC) <sup>1</sup>	345,715	345,715	-	4,944,369	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	2,205,314	23,529,993	21,324,680	114,280,077	736,970,521	736,970,521	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	2,205,314	23,529,993	21,324,680	154,529,578	777,180,521	777,220,022	0%
Developments Costs written off				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to the revised allocation of LTC budget as shown in Q2 2019 OEB report

# Development Dashboard

Work Front	Approval
1	7-Nov
7	7-Nov
6	
2	
8	
3	
9	
4	
5	
10	
11	

## 30 Day Project Review - Completed

- Obtained all permits for WF 1 & 7

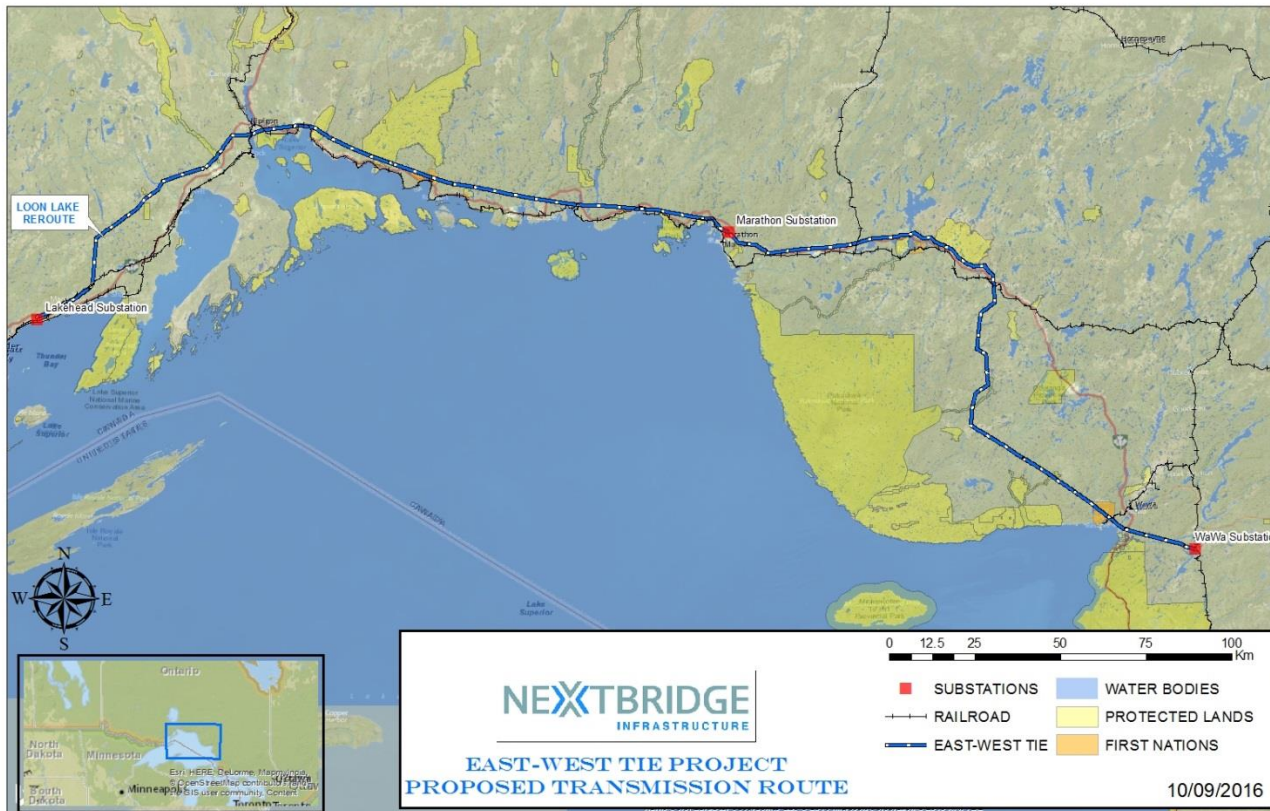
## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- MECP SAR public consultation closes
- Submitting permits to MNR
- Expediting mining claim expropriation
- Working with HONI on T1M crossing agreement and signing other crossing agreements
- Finalizing 28.2 with First Nations

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: Zero incidents have been reported since the last Board meeting
- Environmental: Zero incidents have been reported since the last Board meeting

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on 28.2 permits
- Next Board meeting schedule – Friday December 13

NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

December 13, 2019

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Environment
  - Land
  - Regulatory
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

- BZA
  - MNRF halted the issuing of permits to wait for more consultation with BZA
  - MNRF wrote a letter to BZA/NextBridge providing a deadline of Dec 19
  - NextBridge has since had 3 community meetings and 2 environmental review sessions with their consultants
  - Travelled to Thunder Bay on Dec 9 and came to a deal
  - BZA in “good faith” wrote the MNRF supporting the release of WF 2 & 6 permits
  - BZA has since rejected the deal and asked for 5x the amount
  - The government has been informed
- Bamkushwada
  - Met in person on Dec 9 to discuss SuperCom and Valard
  - Also made the decision to rehire Tom Garner under Stikemens
- Michipicoten
  - Was almost done with the 28.2 permit, but there is now an issue with the caribou permit

# Environment Update

- Species at Risk (SAR)
  - MECP delayed the issuing of the caribou and bat permits to align with the issuance of MNRF permits
  - Draft conditions were sent on December 11 with a 24 hour comment period
  - Anticipate release of permits on December 20
  - Michipicoten Issue
- Work Front Packages
  - All work front packages have been sent to MNRF
  - Work fronts 1 & 7 have been issued
  - Work front 2 is currently being issued
  - Week of December 20 – Work fronts 4, 5, 6, 8, 9, 11 to be issued
  - Unclear if BZA will be a factor in issuing 4 & 5

# Update on Work Front submissions and approvals

WF	Detailed Project Plan (DPP) Submission Status	Permit Application Submission Status	Approval Status				
			DPP Effective Dates*	Land Use Permits	Work Permits	Species At Risk Permits	Approvals Needed by for Clearing Start
1	Submitted	Submitted	Waiting Period Over	Executed	Approved		Nov 22, 2019
7	Submitted	Submitted	Waiting Period Over	Executed	Approved	Submitted Caribou OB Permit	Nov 22, 2019
2	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval		Dec 13, 2019
6	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval	Submitted Caribou & Bat Hibernacula OB Permit	Dec 20, 2019
8	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval		Dec 20, 2019
3	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval	Submitted Bat Hibernacula OB Permit	Jan 6, 2019
9	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval		Dec 20, 2019
4	Submitted	Submitted	November 26, 2019	Awaiting Approval	Awaiting Approval		Dec 20, 2019
10	Submitted	Submitted	November 26, 2019	Awaiting Approval	Awaiting Approval		Jan 6, 2019
5	Submitted	Submitted	December 8, 2019	Awaiting Approval	Awaiting Approval	Submitted Caribou OB Permit	Dec 20, 2019
11	Submitted	Submitted	December 14, 2019	Awaiting Approval	Awaiting Approval		Dec 20, 2019

# Land

---

- The mining claim expropriations are still with Mining and Lands Tribunal for mediation
  - The tribunal moved the issue to a hearing, with a hearing date of April 2020 which would lead to a decision in December of 2020
  - Asking for assistance from MENDM
- Expropriation for private lands is moving forward
  - Maps were filed for the parcels to be expropriated
  - Large landowner was settled and removed from the expropriations

# Regulatory

- Determining rate case strategy with OEB - met with OEB December 10
- File Rate Case Application in Q1 2020 for final rates to become effective at in-service date Q4 2021
- The application will follow OEB Filing Requirements for Transmission Revenue Requirement Applications
- Main components of application:
  - Forecasted cost of service:
    - Approved development and actual construction costs incurred to date
    - Forecast of OM&A costs for test-year
    - Use OEB's cost of capital and capital cost ratio
    - Forecast average rate base for the test year - Construction costs incurred and forecasted through to the end of the test year (recorded in a Construction Work in Progress (CWIP) account)

# Financial Update – November

Confidential - as of 11/30/2019	Current Month Actual	Current Month Plan <sup>3</sup>	Variance \$/Yr	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>11,890,263</b>	<b>22,073,367</b>	<b>10,083,103</b>	<b>87,526,952</b>	<b>572,761,268</b>	<b>614,267,268</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,483,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>1,622,879</b>	<b>2,180,000</b>	<b>567,121</b>	<b>9,965,716</b>	<b>28,929,260</b>	<b>31,277,066</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>448,542</b>	<b>371,430</b>	<b>(77,113)</b>	<b>9,919,761</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	780,911	3,414,428	2,633,516	10,292,186	23,830,512	23,830,512	0%
7 Other Consultation	21,599	34,039	13,749	492,610	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	48,399,445	102,362	-100%
12 Regulatory	346,321	179,193	(167,128)	2,952,116	5,405,078	5,405,078	0%
13 EWT Management	45,978	79,603	33,625	3,433,641	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>15,155,995</b>	<b>28,243,878</b>	<b>13,100,993</b>	<b>124,491,582</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	350,179	350,179	-	5,294,548	31,000,000	31,000,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>15,506,174</b>	<b>28,693,056</b>	<b>13,100,993</b>	<b>129,786,140</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	48,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>15,506,174</b>	<b>28,693,056</b>	<b>13,100,993</b>	<b>170,035,641</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
Developments Costs written off				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates  
 2 On the record (EB-2017-0182)  
 3 Plan refers to the revised allocation of LTC budget as shown in Q2 2019 OEB report

# Development Dashboard

Work Front	Approval
1	22-Nov
7	22-Nov
6	
2	13-Dec
8	
3	
9	
4	
5	
10	
11	

### 30 Day Project Review - Completed

- Obtained permits for WF 2
- MECP SAR public consultation closed
- Completed large landowner expropriation
- Moved Mining Claim process to hearing

### 30 Day Project Review - Incomplete

- 

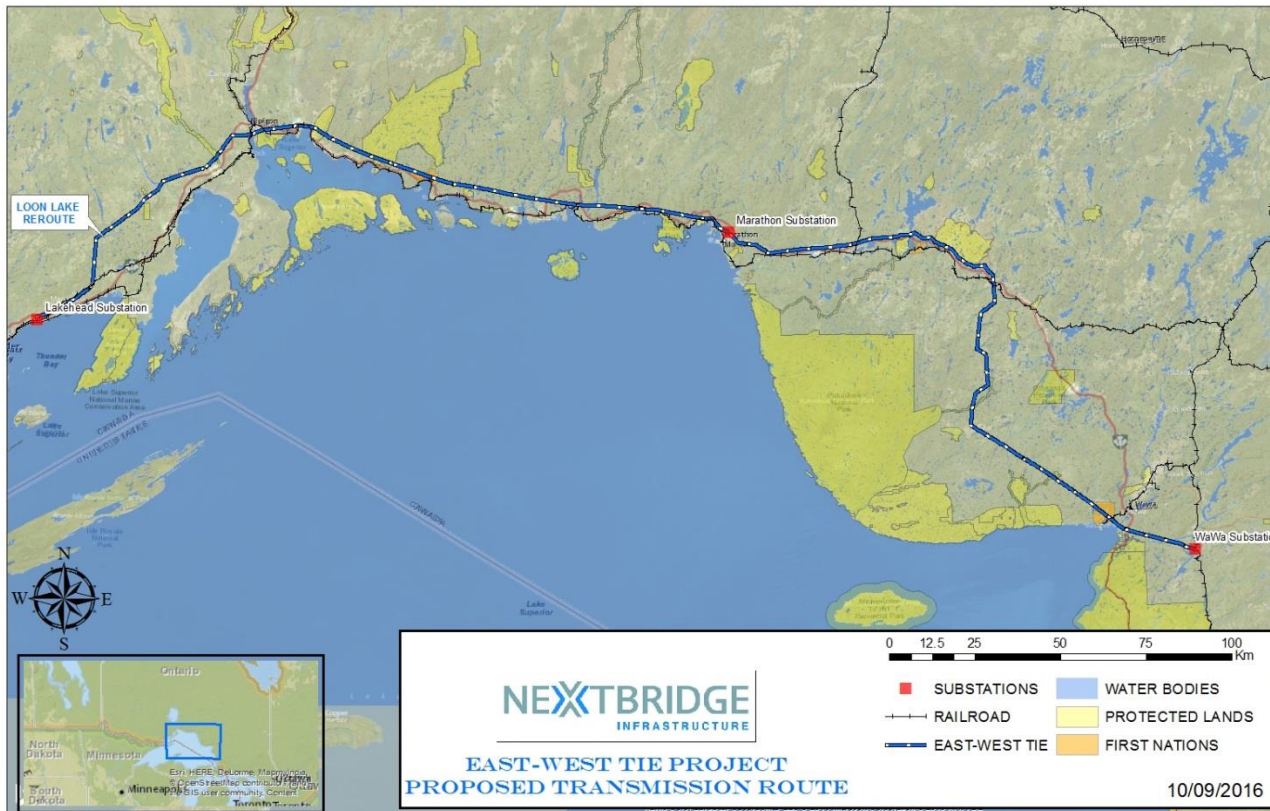
### Next 30 Days – Upcoming Activities

- MECP SAR issuance
- Permits approvals from MNR
- Expediting mining claim expropriation
- Working with HONI on T1M crossing agreement and signing other crossing agreements
- Finalizing 28.2 with First Nations



# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: Zero incidents have been reported since the last Board meeting

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on 28.2 permits
- Next Board meeting schedule – Friday January 10

# Appendix – Updated December 11

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

---

Item	Status
<ul style="list-style-type: none"><li>Indigenous Monitoring Program up and running, will ramp up with permits</li></ul>	Ongoing
<ul style="list-style-type: none"><li>In the process of concluding 28.2 permits and resolving Pic Mobert ATR access issue</li></ul>	Ongoing
<ul style="list-style-type: none"><li>Actively working to resolve BZA issue – tentative agreement in place to see withdrawal of Court challenge and permitting risk - pending</li></ul>	Ongoing

# Project Management Office

Item	Status
<ul style="list-style-type: none"> <li>• Project Management               <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Cost Management               <ul style="list-style-type: none"> <li>• Budget / Variance reporting</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Financial Reporting               <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul> </li> </ul>	Complete for 2018
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	Ongoing <b>Last OEB Report filed – Nov</b> <b>Next report Jan</b>
<ul style="list-style-type: none"> <li>• Rate Case Planning               <ul style="list-style-type: none"> <li>• Prudency documentation</li> <li>• Performance based rate considerations (Ch. 2)</li> </ul> </li> </ul>	Planning phase <b>Met with OEB</b>

# Regulatory

Item	Status
<ul style="list-style-type: none"><li>Support land acquisition activities (required for construction)<ul style="list-style-type: none"><li>Negotiations with landowners and disposition holders</li><li>Regulatory proceedings where unable to reach agreement (e.g. s. 99 expropriation, Mining and Lands Tribunal processes)</li></ul></li></ul>	<p>See update from Land</p> <p>Expropriation Application -Approved by the OEB September 12, 2019. 5/12 plans have been registered. Variance order required for remaining plans.</p> <p>Mining Claims – settled with one of three outstanding claim holders through mediation. Hearings set for April 2020 for the other two claim holders.</p>
<ul style="list-style-type: none"><li>Legal support for litigation – BZA judicial review and appeal</li></ul>	Ongoing
<ul style="list-style-type: none"><li>Regulatory Filings<ul style="list-style-type: none"><li>OEB reporting</li><li>Ad hoc regulatory filings</li></ul></li></ul>	Ongoing support



# Engineering & Construction

Item	Status
<ul style="list-style-type: none"> <li>Confirm COD &amp; Update Construction Schedule</li> </ul>	COD confirmation complete and schedule updated start date of September 22 <sup>nd</sup> , 2019
<ul style="list-style-type: none"> <li>Detailed Project Plans &amp; Permitting</li> </ul>	All DPP's submitted as of 11/14/19 All Land use and work permits submitted to MNRF, however none have been released Nipigon and Marathon camp locations ready for mobilization 1/8/20
<ul style="list-style-type: none"> <li>Work front Access</li> </ul>	<b>Only work front 1 is currently under construction</b> <b>Work front's 2, 3, 4, 6, 7, 8, 9 should all have been under construction by this point</b>
<ul style="list-style-type: none"> <li>Completion</li> </ul>	56 Structures cleared with roads built 24 Foundations installed 15 Structures assembled
<ul style="list-style-type: none"> <li>Procurement: Towers/Conductors</li> </ul>	104 Towers delivered to site (100x GTL, 4x GTF) 45 Reels of conductor on site 32 Reels of OHGW on site 0 Reels of OPGW on site



# Stakeholder Relations

Item	Status
• Web site Refresh and Social Media	<p><b>Complete:</b> Refreshed website went live on August 16, 2019.</p> <p><b>Complete:</b> Facebook Group created to provide more timely sharing of information.</p>
• Construction Notification and Updates	<p><b>Complete:</b> Construction notification published in newspaper ads and on radio.</p> <p><b>Ongoing:</b> Signage with NextBridge contact information being sourced for posting at construction areas, parks and trails.</p>
• Identify and contract photo/video services to document construction activities	<p><b>Ongoing:</b> Some drone footage and photography was completed. Broader documentation of construction activities to be completed once all types of construction activity are underway or nearly underway so activities can be documented in a cost effective manner.</p>
• Community Investment program	<p><b>Ongoing:</b> Approved at least one application from 8 of 10 municipalities. Red Rock and Nipigon have not submitted applications to date in 2019. Provided \$25,200 CAD in funding this year.</p>

# Land

Work Front	Land -ROW	Land - Access
Work Front 7	63%	95%
Work Front 8	100%	96%
Work Front 1	99%	100%
Work Front 9	100%	100%
Work Front 2	94%	94%
Work Front 3	95%	91%
Work Front 6	89%	64%
Work Front 4	100%	100%
Work Front 5	94%	81%
Work Front 11	94%	81%
Work Front 10	73%	70%

# Land

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	132	132	100%
Workfront 2	60	74	81%
Workfront 3	257	295	87%
Workfront 4	234	243	96%
Workfront 5	292	316	92%
Workfront 6	441	476	93%
Workfront 7	190	202	94%
Workfront 8	271	291	93%
Workfront 9	24	148	16%
Workfront 10	304	315	97%
Workfront 11	250	295	85%

# Environment

Item	Status
MNRF/MECP Detailed Project Plans MNRF Permit Applications/Approvals	All Workfront Detailed Project Plans and Applications have been submitted
Provincial and Federal Permit Applications/Approvals Determine Species at Risk Compensation (Caribou, Bats and EWPW)	Provincial and federal permits in hand or will cascade from Detailed Project Plans.  SARA compensation to be determined
Environmental Training/Kick off	Initial Environmental Training completed; additional sessions ongoing as-needed
Pre-construction Environmental Surveys	Will be conducted as required-based on Construction Schedule / Work Order

# Operations

Item	Status
• Operationalize commitments in the Leave to Construct	Commitment list completion 18 months pre-COD
• Early identification of operations support resources	Ops Manager identified, Request for Information sent to prospective bidders.
• Coordination with HONI on Interconnect Agreement and crossings	Coordination has started, visit exchanges being set up first half of 2020.
• Identify all NERC/FERC requirements	Task begins 12 months pre-COD
• Establish convenience contracts for operations support	Early start with Request for Information sent to prospective bidders.

## Minutes of Board Meeting

Meeting date August 28, 2019 Meeting Location: In-person at OMERS  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>B. Duncan</b>	<b>Director – On phone</b>
<b>A. Friedrichsen</b>	<b>Director</b>
<b>B. Walding</b>	<b>Director – On phone</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>L. Vadlamudi</b>	<b>Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager Development</b>
<b>V. Narula</b>	<b>Ex-Board Member</b>
<b>REGRETS:</b>	
<b>V. Scrima</b>	
<b>GUESTS:</b>	
<b>D. Tenan</b>	
<b>C. Weinstein</b>	<b>– On phone</b>
<b>J. Solenski</b>	
<b>J. Damen</b>	
<b>A. Bartnick</b>	
<b>D. Moffatt</b>	

## Minutes of Board Meeting

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 8:36 am EST</b>	
2.	<p><b>Agenda</b></p> <ul style="list-style-type: none"> <li>• Introductions</li> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Environment</li> <li>○ Indigenous</li> <li>○ Regulatory</li> </ul> </li> <li>• Project Schedule and Budget</li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> <li>• Appendix – Team Lead Updates</li> </ul>	
3.	<p><b>Environment</b></p> <ul style="list-style-type: none"> <li>• Species at Risk:               <ul style="list-style-type: none"> <li>○ Ongoing positive discussions with Ministry of Environment, Conservation and Parks (MECP),</li> <li>○ Received approvals for bats and whippoorwills to allow a September start date</li> <li>○ Working with Michipicoten on application for caribou (Work Front 6) to be submitted in September                   <ul style="list-style-type: none"> <li>▪ Require approval by December 1<sup>st</sup></li> <li>▪ Reviewed various items within the plans – Caribou nets, landfill fencing</li> </ul> </li> <li>○ Approval dates allow for working in timing windows and no disruption to project schedule</li> </ul> </li> <li>• Work front packages:               <ul style="list-style-type: none"> <li>○ Submitted work fronts #1,2,7,8,6,3,9 and 11</li> <li>○ Discussions with the Ministry of Natural Resources and Forestry(MNRF) have been positive</li> </ul> </li> </ul>	

**Minutes of Board Meeting**

ITEM	ITEM DESCRIPTION	ACTION
4.	<p><b>Indigenous Update</b></p> <ul style="list-style-type: none"> <li>• Consultation continues on the issuing of permits by Work Front</li> <li>• Permitting workshops occurred with the Métis Nation of Ontario, Bamkushwada communities and Red Sky Métis</li> <li>• NextBridge hosted a ‘Thank You’ luncheon for the Métis Nation of Ontario on August 13 with leadership and consultation staff</li> <li>• Bamkushwada has chosen not to terminate Access Capital based on legal opinions from OKT               <ul style="list-style-type: none"> <li>○ Tom Garner has been advised of the decision and will no longer work on the file</li> </ul> </li> <li>• Continue to work with Pays Plat and Michipicoten on Section 28.2 permits               <ul style="list-style-type: none"> <li>○ Met with Pays Plat on August 23 and reached agreement on compensation</li> <li>○ Michipicoten agreement is being worked on with Federal government</li> </ul> </li> <li>• BZA met with the provincial government the week of August 19               <ul style="list-style-type: none"> <li>○ BZA has not yet filed an affidavit for request for equity</li> <li>○ Government reiterated NextBridge position on economic participation</li> </ul> </li> <li>• Indigenous matters are being dealt with on an ongoing basis in order to mitigate potential risks</li> </ul>	



**Minutes of Board Meeting**

ITEM	ITEM DESCRIPTION	ACTION
5.	<p><b>Regulatory Update</b></p> <ul style="list-style-type: none"> <li>• Awaiting confirmation from the Provincial Mining Recorder to initiate the hearing process related to NextBridge’s request for an order dispensing with the need for consent of the three outstanding mining claim holders, pursuant to section 51 of the <i>Mining Act</i>.               <ul style="list-style-type: none"> <li>○ Under the <i>Mining Act</i>, claimholders must be given 90-days notice of a hearing</li> <li>○ In order to maintain the Project schedule, a decision is required before the end of 2019</li> <li>○ Have advised Ministry of Energy</li> <li>○ Alternative is to seek permission directly from the Lieutenant Governor in Council pursuant to Section 177 of the <i>Mining Act</i></li> </ul> </li> <li>• The OEB has concluded the expropriation hearing process               <ul style="list-style-type: none"> <li>○ Interrogatories were requested by the OEB on July 29</li> <li>○ NextBridge filed responses on August 6 and filed an argument in Chief on August 9</li> <li>○ OEB filed a written submission on August 13 with proposed conditions</li> <li>○ NextBridge agreed with all of the proposed conditions and is awaiting next steps</li> <li>○ OEB approval of authority to expropriate is expected by September 2019</li> </ul> </li> </ul>	
6.	<p><b>Project Schedule and Budget</b></p> <ul style="list-style-type: none"> <li>• Conducted review of final draft of OEB Report</li> </ul>	

**Minutes of Board Meeting**

ITEM	ITEM DESCRIPTION	ACTION
<p><b>7.</b></p>	<p><b>Financial Update</b></p> <ul style="list-style-type: none"> <li>• The July spend was noted to be approximately \$12.9 million bringing the total construction phase spend post July 31, 2017 to approximately \$84.0 million and an overall total spend of approximately \$120.5 million</li> <li>• The variance on the engineering &amp; construction spend versus budget was noted to be a result of the delayed timing of the kick-off of construction               <ul style="list-style-type: none"> <li>○ More specifically, due to the delay in LTC approval, NextBridge missed the first winter of construction that was planned, which has resulted in delaying construction.</li> <li>○ Additionally, the OEB’s directive for NextBridge to align the in-service date with Hydro One’s station work schedule (Q4 2021) has resulted in further delay of construction.</li> </ul> </li> <li>• The variance on the environment spend versus budget was noted to be a result of an overall lower spend (internal and external costs) as originally planned, primarily due to revised in-service date</li> <li>• The variance on the land acquisition spend versus budget was noted to be partially a result of a delay in the approval for expropriation of parcels (IE timing variance)</li> <li>• The variance on the regulatory spend versus budget was noted to be a result of an overall lower spend (internal and external costs) as originally planned, primarily due to revised in-service date (IE timing variance)</li> <li>• A discussion ensued on the following items:               <ul style="list-style-type: none"> <li>○ In-service date remains Q4 2021</li> <li>○ A capital call will be targeted for the end of the month</li> <li>○ The new format for the OEB report has been developed to incorporate feedback from the OEB</li> </ul> </li> </ul>	
<p><b>8.</b></p>	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>• The development dashboard was presented and discussed</li> </ul>	

## Minutes of Board Meeting

ITEM	ITEM DESCRIPTION	ACTION
9.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>Next steps and Actions Items were discussed</li> </ul>	
10.	<ul style="list-style-type: none"> <li><b>The meeting was adjourned @ 10:37 am EST. Next meeting is scheduled to be Sept 13, but has been moved to Sept 20<sup>th</sup> or 27<sup>th</sup> as part of the cash call and location to be determined.</b></li> </ul>	

DRAFT

## Minutes of Board Meeting

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide the cashflow forecast and capital call information before April 30<sup>th</sup></li> </ul>	Complete
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Add major (engineering &amp; construction (E&amp;C)) procurement items to the Board package</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Add additional safety reporting, including hours worked without an incident and near miss, if applicable</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
August 28, 2019	<ul style="list-style-type: none"> <li>Update LTC column and Risk Section colours in upcoming OEB Report submission.</li> </ul>	Complete

**Board of Directors Meeting Minutes**

Meeting date October 11, 2019 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Friedrichsen</b>	<b>OMERS - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>REGRETS:</b>	
<b>B. Duncan</b>	<b>NextEra - Director</b>
<b>B. Walding</b>	<b>NextEra - Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>GUESTS:</b>	
<b>I. Matheson</b>	<b>NextBridge - Project Business Analyst</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 8:36 am EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Construction</li> <li>○ Environment</li> <li>○ Hydro One</li> <li>○ Land</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Non-Compliance Incident Reporting</li> <li>• Next Steps</li> </ul>	
3.	<b>Construction</b> <ul style="list-style-type: none"> <li>• Construction began on September 23</li> <li>• Fort William First Nation held a ceremony before the first tree was cut</li> <li>• Ribbon cutting ceremony with six Lake Superior First Nations and Minister Rickford in attendance</li> <li>• Continue to work with Ministry of Natural Resources and Forestry on allowing the use of in situ aggregate to be used in road building</li> <li>• Nipigon camp site preliminary preparation activities commenced</li> <li>• Awarded conductor supply contract to vendor General Cable</li> <li>• Awarded Overhead Ground Wire (OHGW) supply contract to vendor Conex Cable</li> <li>• Awarded Optical Ground Wire (OPGW) supply contract to vendor SFPOC</li> <li>• Discussion on Indigenous contractors already working on the Project</li> <li>• Production curves are expected to be available in a couple weeks</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
<p><b>4.</b></p>	<p><b>Environment</b></p> <ul style="list-style-type: none"> <li>• Species at Risk (SAR)           <ul style="list-style-type: none"> <li>– Received MECP letter of approval for all non-fish SAR bat maternity roosts and Eastern whip-poor-will in September 2019</li> <li>– Submitted permits for caribou and bat hibernacula to MECP for review               <ul style="list-style-type: none"> <li>○ Still anticipating approvals by December 1 to allow construction in optimal species timing windows</li> </ul> </li> </ul> </li> <li>• Work Front Packages           <ul style="list-style-type: none"> <li>○ Continue to submit work front permit packages to MNRF</li> <li>○ Anticipating approval of Work Front 1 on October 11, 2019</li> </ul> </li> <li>• Although construction has begun, this work was started on private lands as permits are still needed for Crown land</li> </ul>	
<p><b>5.</b></p>	<p><b>Hydro One</b></p> <ul style="list-style-type: none"> <li>• Hydro One was invited to the official ribbon cutting ceremony on October 2, 2019           <ul style="list-style-type: none"> <li>– Jason Fitzsimmons attended and provided remarks</li> </ul> </li> <li>• NextBridge has executed access agreements on all work fronts that are used by HONI           <ul style="list-style-type: none"> <li>– There are some comments still outstanding on the aerial transmission line crossing agreements, but HONI has accepted our drawings</li> </ul> </li> <li>• NextBridge and the IESO met with HONI on the remaining transmission crossing (T1M) to understand HONI’s reliability concerns           <ul style="list-style-type: none"> <li>– HONI has agreed to allow NextBridge to cross the T1M line instead of moving it if NextBridge meets all the required design specifications</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
6	<p><b>Land</b></p> <ul style="list-style-type: none"> <li>• The Provincial Mining Recorder has referred NextBridge’s request for the use of surface rights on unpatented mining claims to the Mining and Lands Tribunal for resolution               <ul style="list-style-type: none"> <li>– The process is that the mediator will contact the claim holders and attempt to reach a settlement</li> <li>– The claim holders have been contacted by the mediator</li> <li>– If there is a hearing, it will take 6-8 months from the date the Notice of Hearing is issued to the decision</li> </ul> </li> <li>• Agreements have been executed with Ministry of Transportation for permanent easements</li> <li>• Agreements with Infrastructure Ontario, CP Rail and Land Use Permits with MNRF are outstanding</li> </ul>	

DRAFT



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
7.	<p><b>Financial Update</b></p> <ul style="list-style-type: none"> <li>• The September spend was noted to be approximately \$2.8 million bringing the total construction phase spend post July 31, 2017 to approximately \$112.1 million and an overall total spend of approximately \$152.3 million</li> <li>• E&amp;C           <ul style="list-style-type: none"> <li>– E&amp;C actual spend for September 2019 was \$227k</li> <li>– Value was lower than anticipated spend and lower than the last few months of actuals</li> <li>– In mid-September, NEE E&amp;C team realigned with Valard as the mobilization date was the end of September versus the beginning of September</li> <li>– Mobilization represented a major project milestone which is tied to payment amounts due to Valard</li> <li>– With the mobilization date at the end of September, the team determined that Valard was not entitled to any more payment in September</li> <li>– Costs accrued to date were aligned with work done by Valard</li> <li>– NEE is meeting with Valard in-person the week of the 21st to further align on milestones and payments</li> <li>– Due to this, we do not expect to need to do a cash call in October but will revisit after NEE E&amp;C meets with Valard later in the month</li> </ul> </li> <li>• Environment           <ul style="list-style-type: none"> <li>– Variance is due to the timing of spend for environmental protection and compensation</li> <li>– The delay is due to pending issuance of additional permits</li> </ul> </li> <li>• Indigenous Relations           <ul style="list-style-type: none"> <li>– Variance due to timing of Pays Plat CFA payment for \$75k which was forecasted in September and now expected to pay in October</li> </ul> </li> <li>• Land           <ul style="list-style-type: none"> <li>– Timing of land fees paid, primarily private (~700k), funds are wrapped up in trust account (prepaid on the balance sheet)</li> <li>– Slight variance due to timing of survey costs incurred</li> </ul> </li> <li>• Other Consultation           <ul style="list-style-type: none"> <li>– Timing of notice and newsletter costs (30k) will be moved out to later months in the forecast</li> </ul> </li> <li>• Regulatory           <ul style="list-style-type: none"> <li>– Timing of costs for expropriation application, crossing application, and BZA appeal/review will result in moving costs in the forecasted dollars to later months</li> </ul> </li> <li>• EWT Management           <ul style="list-style-type: none"> <li>– Primarily internal labor costs in excess of plan for September where significant support was required as construction kicked off</li> </ul> </li> <li>• IDC           <ul style="list-style-type: none"> <li>– Q3 2019 rate is 2.88; the Q4 2019 rate has been announced as 2.88 as well</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
8.	<b>Development Dashboard</b> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
9	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"> <li>Safety: Zero incidents have been reported since the last Board meeting</li> <li>Environmental: Zero incidents have been reported since the last Board meeting</li> </ul>	
9.	<b>Next Steps</b> <ul style="list-style-type: none"> <li>Continue to seek permits and land agreements</li> <li>Continue to work with the Federal government on 28.2 permits</li> <li>Next Board meeting schedule – Friday November 8, 2019</li> </ul>	
10.	<ul style="list-style-type: none"> <li><b>The meeting was adjourned @ 3:35 pm EST. Next meeting is scheduled to be Nov 8<sup>th</sup>.</b></li> </ul>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Add major (engineering &amp; construction (E&amp;C)) procurement items to the Board package</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Add additional safety reporting, including hours worked without an incident and near miss, if applicable</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress

DRAFT

## Board of Directors Meeting Minutes

Confidential - as of 9/30/2019	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>227,409</b>	<b>14,068,139</b>	<b>13,840,729</b>	<b>75,025,240</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>142,057</b>	<b>415,000</b>	<b>272,943</b>	<b>8,622,413</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>546,194</b>	<b>617,930</b>	<b>71,736</b>	<b>8,741,151</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	1,351,237	352,320	(998,917)	8,655,376	23,830,512	23,830,512	0%
7 Other Consultation	29,188	65,981	36,793	456,954	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,382	-100%
12 Regulatory	62,613	179,193	116,580	2,715,022	5,405,078	5,405,078	0%
13 EWT Management	107,360	67,151	(40,209)	3,259,953	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>2,466,057</b>	<b>15,765,713</b>	<b>13,299,656</b>	<b>107,476,110</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	339,797	339,797	-	4,598,654	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>2,805,854</b>	<b>16,105,510</b>	<b>13,299,656</b>	<b>112,074,763</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>2,805,854</b>	<b>16,105,510</b>	<b>13,299,656</b>	<b>152,324,264</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to the revised allocation of LTC budget as shown in Q2 2019 OEB report

**Board of Directors Meeting Minutes**

Meeting date November 8, 2019 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS - Guest</b>
<b>M. Sheehan</b>	<b>NextEra - Director</b>
<b>A. Friedrichsen</b>	<b>OMERS - Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>REGRETS:</b>	
<b>B. Walding</b>	<b>NextEra - Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>GUESTS:</b>	
<b>I. Matheson</b>	<b>NextBridge - Project Business Analyst</b>
<b>D. Tenan</b>	<b>NextEra - Engineering and Construction Director</b>
<b>Teri Mejer</b>	<b>Enbridge – Attending on behalf of Lenin Vadlamudi</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 1:00 pm EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Environment</li> <li>○ Indigenous Relations</li> <li>○ Land</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Non-Compliance Incident Reporting</li> <li>• Next Steps</li> </ul>	
3.	<b>Environment</b> <ul style="list-style-type: none"> <li>• Species at Risk (SAR)               <ul style="list-style-type: none"> <li>○ MECP has posted permits for caribou and bat hibernacula to external registry for 30-day stakeholder commentary</li> <li>○ Still anticipating approvals by December 1 to allow construction in optimal species timing windows</li> </ul> </li> <li>• Work Front Packages               <ul style="list-style-type: none"> <li>○ Continue to submit work front permit packages to MNRF</li> <li>○ Approvals received for Work Front 1 &amp; 7, although delay due to consultation concerns raised by BZA</li> </ul> </li> <li>• See Attachment A for Update on Work Front Submissions</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
<p><b>4.</b></p>	<p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>• BZA           <ul style="list-style-type: none"> <li>○ NextBridge and the government will file evidence before the end of the year in the judicial review</li> <li>○ BZA has been communicating to MNRF that they would like to see a halt to the issuing of permits for the project because they have assertions in Work Fronts 1 &amp; 7</li> </ul> </li> <li>• Bamkushwada           <ul style="list-style-type: none"> <li>○ First meeting of the Partners Advisory Committee – Nov 6</li> <li>○ Moving forward on project financing               <ul style="list-style-type: none"> <li>▪ Michipicoten is asking the rest of BLP to hire third party advice other than Access Capital</li> <li>▪ Access Capital contacted Jen and were provided with a project update</li> <li>▪ Reached out to Oslers who will be outside legal counsel supporting NextBridge – will engage them on a call with Access Capital</li> </ul> </li> </ul> </li> <li>• MNO           <ul style="list-style-type: none"> <li>○ Awaiting approval on revisions to TD Engagement letter</li> </ul> </li> </ul>	
<p><b>5.</b></p>	<p><b>Land</b></p> <ul style="list-style-type: none"> <li>• The mining claim matters are still with the Mining and Lands Tribunal for mediation           <ul style="list-style-type: none"> <li>○ The mediation has not been productive</li> <li>○ Request to move to hearing – First date February 2020</li> <li>○ Asking for assistance from MENDM</li> </ul> </li> <li>• Expropriation for private lands is moving forward           <ul style="list-style-type: none"> <li>○ Plans for expropriation to be filed with the Ontario Energy Board shortly</li> <li>○ Still on schedule for access to lands in Q1 2020</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
6.	<p><b>Financial Update</b></p> <ul style="list-style-type: none"> <li>The September spend was noted to be approximately \$2.2 million bringing the total construction phase spend post July 31, 2017 to approximately \$114.3 million and an overall total spend of approximately \$154.5 million</li> <li>Financial Update Table reviewed and can be found in Attachment B</li> <li>Cash call in November</li> </ul>	
7.	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
8.	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>Safety: Zero incidents have been reported since the last Board meeting</li> <li>Environmental: Zero incidents have been reported since the last Board meeting</li> </ul>	
9.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>Continue to seek permits and land agreements</li> <li>Continue to work with the Federal government on 28.2 permits</li> </ul>	
10.	<ul style="list-style-type: none"> <li><b>The meeting was adjourned @ 1:31 pm EST. Next meeting is scheduled to be December 13, 2019.</b></li> </ul>	



## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Add major (engineering &amp; construction (E&amp;C)) procurement items to the Board package</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Add additional safety reporting, including hours worked without an incident and near miss, if applicable</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report. D. Tenan will distribute.</li> </ul>	In-Progress

**Board of Directors Meeting Minutes**

**Attachment A**

# Update on Work Front submissions and approvals

WF	Detailed Project Plan (DPP) Submission Status	Permit Application Submission Status	Approval Status		
			DPP Effective Dates*	Land Use Permits	Work Permits
1	Submitted	Submitted	Waiting Period Over	Executed	Awaiting Approval
7	Submitted	Submitted	Waiting Period Over	Executed	Awaiting Approval
2	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval
6	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval
8	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval
3	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval
9	Submitted	Submitted	November 15, 2019	Awaiting Approval	Awaiting Approval
4	Submitted	October 31, 2019	November 26, 2019	Awaiting Approval	Awaiting Approval
10	Submitted	November 4, 2019	November 26, 2019	Awaiting Approval	Awaiting Approval
5	November 1, 2019	November 4, 2019	December 1, 2019	Awaiting Approval	Awaiting Approval
11	November 8, 2019	November 8, 2019	December 8, 2019	Awaiting Approval	Awaiting Approval

\*DPPs have a 30-day review period after submission before they can be considered complete.

## Board of Directors Meeting Minutes

### Attachment B

Confidential - as of 10/31/2019	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	521,449	10,709,737	10,188,288	75,546,689	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	(279,576)	1,262,000	1,541,576	8,342,838	26,929,260	31,277,866	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	629,068	587,430	(41,639)	9,370,219	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
<b>4 Land Rights (excludes Aboriginal)</b>	856,009	10,338,928	9,482,919	9,511,385	23,830,512	23,830,512	0%
<b>7 Other Consultation</b>	13,966	41,839	27,873	470,920	2,530,194	2,530,194	0%
<b>11 Contingency</b>	-	-	-	-	49,399,445	102,382	-100%
<b>12 Regulatory</b>	(9,228)	179,193	188,421	2,705,794	5,405,078	5,405,078	0%
<b>13 EWT Management</b>	127,910	65,151	(62,759)	3,387,863	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	1,859,598	23,184,278	21,324,680	109,335,708	705,967,521	705,967,521	0%
<b>14 Interest During Construction (IDC)<sup>1</sup></b>	345,715	345,715	-	4,944,369	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	2,205,314	23,529,993	21,324,680	114,280,077	736,970,521	736,970,521	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	2,205,314	23,529,993	21,324,680	154,529,578	777,180,521	777,220,022	0%
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to the revised allocation of LTC budget as shown in Q2 2019 OEB report

**Board of Directors Meeting Minutes**

Meeting date December 13, 2019 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>M. Sheehan</b>	<b>NextEra - Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>REGRETS:</b>	
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>B. Walding</b>	<b>NextEra - Director</b>
<b>GUESTS:</b>	
<b>I. Matheson</b>	<b>NextBridge - Project Business Analyst</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:01 pm EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Environment</li> <li>○ Land</li> <li>○ Regulatory</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Non-Compliance Incident Reporting</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• BZA               <ul style="list-style-type: none"> <li>○ MNRF halted the issuance of permits pending more consultation with BZA. MNRF wrote a letter to BZA/NextBridge providing a deadline of Dec 19 for submitting updated consultation records</li> <li>○ NextBridge has since attended 3 community meetings and 2 environmental review sessions with BZA representatives and their consultants</li> <li>○ NextBridge met with BZA in Thunder Bay on Dec 9 and agreed to an arrangement including the immediate issuance of MNRF permits and the dismissal of the judicial review.</li> <li>○ BZA in “good faith” wrote the MNRF supporting the release of the permits for work fronts (WFs) 2 &amp; 6. BZA has since rejected the arrangement and asked for 5x the amount previously agreed. The MNRF and the Ministry of Energy have been informed</li> </ul> </li> <li>• Bamkushwada               <ul style="list-style-type: none"> <li>○ NextBridge met with Bamkushwada in person on Dec 9 to discuss SuperCom and Valard</li> <li>○ BLP decided to rehire Tom Garner (their previous financial consultant) under subcontract to their legal counsel (Stikemans). during this meeting</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<ul style="list-style-type: none"> <li>• Michipicoten               <ul style="list-style-type: none"> <li>○ The 28.2 permit was almost complete, but due to an issue with the caribou permit compensation, the timeframe for completion will be extended</li> </ul> </li> </ul>	
<p><b>4.</b></p>	<p><b>Environment</b></p> <ul style="list-style-type: none"> <li>• Species at Risk (SAR)               <ul style="list-style-type: none"> <li>○ MECP delayed the issuance of the caribou and bat permits to align with the issuance of MNRF permits</li> <li>○ Draft conditions were sent on December 11 with a 24-hour comment period</li> <li>○ Anticipate release of permits on December 20</li> <li>○ Michipicoten caribou issue</li> </ul> </li> <li>• Work Front Packages               <ul style="list-style-type: none"> <li>○ All work front packages have been sent to MNRF</li> <li>○ Work fronts 1 &amp; 7 have been issued</li> <li>○ Work front 2 is currently being issued</li> <li>○ Week of December 20 – WFs 4, 5, 6, 8, 9, 11 to be issued</li> <li>○ Unclear if BZA will be a factor in issuing WFs 4 &amp; 5</li> </ul> </li> <li>• An Update on WF Submissions and Approvals Table can be found in Attachment A</li> </ul>	
<p><b>5.</b></p>	<p><b>Land</b></p> <ul style="list-style-type: none"> <li>• The Mining and Lands Tribunal has issued notices of hearings for the two outstanding mining claim matters, with hearing dates in April 2020. Decisions could take up to 6-8 months (as late as December 2020)               <ul style="list-style-type: none"> <li>○ Asking for assistance from MENDM</li> </ul> </li> <li>• Expropriation for private lands is moving forward               <ul style="list-style-type: none"> <li>○ Maps were filed for the parcels to be expropriated</li> <li>○ Large landowner was settled and removed from the expropriations</li> </ul> </li> </ul>	

## Board of Directors Meeting Minutes

<b>6.</b>	<b>Regulatory</b> <ul style="list-style-type: none"><li>• Determining rate case strategy with OEB<ul style="list-style-type: none"><li>○ Met with OEB December 10</li></ul></li><li>• File Rate Case Application in Q1 2020 for final rates to become effective at in-service date Q4 2021</li><li>• The application will follow OEB Filing Requirements for Transmission Revenue Requirement Applications</li><li>• Main components of application:<ul style="list-style-type: none"><li>○ Forecasted cost of service</li><li>○ Approved development and actual construction costs incurred to date</li><li>○ Forecast of OM&amp;A costs for test-year</li><li>○ Use OEB's cost of capital and capital cost ratio</li><li>○ Forecast average rate base for the test year</li><li>○ Construction costs incurred and forecasted through to the end of the test year (recorded in a Construction Work in Progress (CWIP) account)</li></ul></li></ul>	
-----------	---	--

DRAFT

**Board of Directors Meeting Minutes**

<p><b>7.</b></p>	<p><b>Financial Update</b></p> <ul style="list-style-type: none"> <li>• The November spend was noted to be approximately \$15.2M bringing the total construction phase spend post July 31, 2017 to approximately \$124.5M (excludes IDC.) The overall total spend, including IDC, is approximately \$170.0M</li> <li>• Engineering and Construction       <ul style="list-style-type: none"> <li>○ Actual spend for November 2019 was \$12M compared to plan of \$22M           <ul style="list-style-type: none"> <li>▪ Plan was based on earlier construction start date</li> </ul> </li> </ul> </li> <li>• Environment       <ul style="list-style-type: none"> <li>○ \$1.6M of actual spend compared to \$2M plan, due to timing of construction           <ul style="list-style-type: none"> <li>▪ \$1.6M primarily on Valard (\$1.2M) and Atwell (\$300k)</li> </ul> </li> </ul> </li> <li>• Indigenous Relations       <ul style="list-style-type: none"> <li>○ \$448k of actual spend compared to \$371k plan           <ul style="list-style-type: none"> <li>▪ (\$77k) variance due to timing of legal costs</li> </ul> </li> </ul> </li> <li>• Land       <ul style="list-style-type: none"> <li>○ \$780k actual compared to \$3.4MM plan           <ul style="list-style-type: none"> <li>▪ Variance to plan due to timing of land fees budgeted, land fees were bulk-budgeted in October 2019 in plan, versus cash flowed according to when they would be paid out</li> <li>▪ As visibility comes in on payment timing, it is updated in forecast (plan is frozen)</li> </ul> </li> <li>○ Cost incurred in November 2019 are primarily land acquisition fees and survey costs</li> </ul> </li> <li>• Other Consultation       <ul style="list-style-type: none"> <li>○ Variance &lt;\$50k, immaterial</li> </ul> </li> <li>• Regulatory       <ul style="list-style-type: none"> <li>○ \$246k actual compared to \$179k plan</li> <li>○ Primarily due to timing of consultant costs (IE BZA appeal – was not contemplated in plan timing)</li> </ul> </li> <li>• IDC       <ul style="list-style-type: none"> <li>○ Q4 2019 rate is 2.88</li> </ul> </li> </ul>	
<p><b>8.</b></p>	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>• The development dashboard was presented and discussed</li> <li>• The Development Dashboard can be found in Attachment C</li> </ul>	



## Board of Directors Meeting Minutes

<b>9.</b>	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"><li>• Safety: See Safety Summary in Attachment D</li><li>• Environmental: Zero incidents have been reported since the last Board meeting</li></ul>	
<b>10.</b>	<b>Next Steps</b> <ul style="list-style-type: none"><li>• Continue to seek permits and land agreements</li><li>• Continue to work with the Federal government on 28.2 permits</li></ul>	
<b>11.</b>	<ul style="list-style-type: none"><li>• <b>The meeting was adjourned @ 3:29 pm EST. Next meeting is scheduled to be January 10, 2020.</b></li></ul>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Add major (engineering &amp; construction (E&amp;C)) procurement items to the Board package [NOTE: this is in our monthly construction report]</li> </ul>	Complete
May 10, 2019	<ul style="list-style-type: none"> <li>Add additional safety reporting, including hours worked without an incident and near miss, if applicable [NOTE: this is in our monthly construction report]</li> </ul>	Complete
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> </ul>	In-Progress

**Board of Directors Meeting Minutes**

**Attachment A**

# Update on Work Front submissions and approvals

WF	Detailed Project Plan (DPP) Submission Status	Permit Application Submission Status	Approval Status				
			DPP Effective Dates*	Land Use Permits	Work Permits	Species At Risk Permits	Approvals Needed by for Clearing Start
1	Submitted	Submitted	Waiting Period Over	Executed	Approved		Nov 22, 2019
7	Submitted	Submitted	Waiting Period Over	Executed	Approved	Submitted Caribou OB Permit	Nov 22, 2019
2	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval		Dec 13, 2019
6	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval	Submitted Caribou & Bat Hibernacula OB Permit	Dec 20, 2019
8	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval		Dec 20, 2019
3	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval	Submitted Bat Hibernacula OB Permit	Jan 6, 2019
9	Submitted	Submitted	Waiting Period Over	Awaiting Approval	Awaiting Approval		Dec 20, 2019
4	Submitted	Submitted	November 26, 2019	Awaiting Approval	Awaiting Approval		Dec 20, 2019
10	Submitted	Submitted	November 26, 2019	Awaiting Approval	Awaiting Approval		Jan 6, 2019
5	Submitted	Submitted	December 8, 2019	Awaiting Approval	Awaiting Approval	Submitted Caribou OB Permit	Dec 20, 2019
11	Submitted	Submitted	December 14, 2019	Awaiting Approval	Awaiting Approval		Dec 20, 2019

## Board of Directors Meeting Minutes

### Attachment B

Confidential - as of 11/30/2019	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>11,990,263</b>	<b>22,073,387</b>	<b>10,083,123</b>	<b>87,536,952</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>1,622,879</b>	<b>2,190,000</b>	<b>567,121</b>	<b>9,965,716</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>448,542</b>	<b>371,430</b>	<b>(77,113)</b>	<b>9,818,761</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	780,811	3,414,426	2,633,616	10,292,196	23,830,512	23,830,512	0%
7 Other Consultation	21,090	34,839	13,749	492,010	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,382	-100%
12 Regulatory	246,321	179,193	(67,128)	2,952,116	5,405,078	5,405,078	0%
13 EWT Management	45,978	79,603	33,625	3,433,841	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>15,155,885</b>	<b>28,342,878</b>	<b>13,186,993</b>	<b>124,491,592</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	350,179	350,179	-	5,294,548	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>15,506,063</b>	<b>28,693,056</b>	<b>13,186,993</b>	<b>129,786,140</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>15,506,063</b>	<b>28,693,056</b>	<b>13,186,993</b>	<b>170,035,641</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to the revised allocation of LTC budget as shown in Q2 2019 OEB report

## Board of Directors Meeting Minutes

### Attachment C

# Development Dashboard

Work Front	Approval
1	22-Nov
7	22-Nov
6	
2	13-Dec
8	
3	
9	
4	
5	
10	
11	

#### 30 Day Project Review - Completed

- Obtained permits for WF 2
- MECP SAR public consultation closed
- Completed large landowner expropriation
- Moved Mining Claim process to hearing

#### 30 Day Project Review - Incomplete

#### Next 30 Days – Upcoming Activities

- MECP SAR issuance
- Permits approvals from MNRF
- Expediting mining claim expropriation
- Working with HONI on T1M crossing agreement and signing other crossing agreements
- Finalizing 28.2 with First Nations

## Board of Directors Meeting Minutes

### Attachment D

#### Safety Summary

Two incidents occurred on site in the past week. The first involved a worker reporting discomfort in his finger which open further examination was broken at the tip. This worker was torqueing a tower bolt and the wrench slipped causing his finger to contact the steel. This was assessed as a first aid. The second incident involved a worker using a nail gun who ejected a nail through his work boot which missed the steel-toe cap. This was assessed as a medical aid.

A site stand-down was completed this week to discuss these recent incidents, how worker safety can be improved on site and reminding all workers to remain vigilant at the beginning of the holiday season as there is usually an increase in incidents.

#### Incidents

Month	October	November	Total
Near Misses	2	1	3
Medical Aid	0	1	1
First Aids	0	1	1
Theft/Security	2	0	2
Lost Time	0	0	0
Property Damage	0	1	1
Vehicle Damage	0	1	1

#### Man Hour Reporting

Week Ending	11/3/19	11/10/19	11/17/19	11/24/19	12/1/19	Project Total
Valard	2505	6584.7	8663.45	8586.52	-	84217.7
E. Corbiere	2948.5	3354.5	3286.5	3037	-	19066
Greenmantle	116.5	52	60	24	22	5386.25
TBT Engineering	158	62.5	151	455	-	4433
Stantec	133	81.5	36	0	0	512.5

#### Project Man Hours

Month	October	November	Total
Total	11636.75	34456.67	137392.45



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

January 10, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Environment
  - Land
- Financial Update
- Development Dashboard
- Next Steps



# Indigenous

---

- BZA
  - MNRF issued a letter to BZA and NextBridge on December 20 outlining issues that the community remained outstanding
  - BZA had until January 3 to add additional issues
    - They issued a letter, but it did not add additional issues
  - NextBridge had until January 7 to address the issues
    - NextBridge filed its response
  - MNRF/BZA/NextBridge will meet in person on January 15/16 to determine if there are further issues
  - NextBridge hopes that permits for the remaining work fronts will be issued
- Bamkushwada
  - Amendment to the Implementation Agreement is awaiting signature
- Michipicoten
  - Was almost done with the 28.2 permit, but there is now an issue with the caribou permit which we anticipate will be solved shortly

# Environment Update

---

- Species at Risk (SAR)
  - MECP issued the caribou and bat hibernacula on December 23
    - The first overall benefits permit for caribou in the province of Ontario
- Work Front Packages
  - All work front packages have been sent to MNRF
  - Work fronts 1 & 7 have been issued
  - Work front 2, 6, 8, 9 were issued on December 20
  - Work fronts 10 & 11 to be issued by mid-January
  - MNRF is still holding permits for workfronts 3,4,5

# Land

---

- Agreements for CP Rail and Ministry of Transportation (Excess Lands in WF 8 and Entrance Permits) were issued to NextBridge recently
- Implications to the construction schedule is predominantly related to the acquisition with Mining Leasehold Agreements with Barrick, Newmont, and Stillwater
- All three parties are working through their legal counsel and are engaged in negotiations with NextBridge
- Stillwater
  - Transfer of ownership from the government to the mine has slowed negotiations
- Barrick Gold
  - An appraisal is being completed by end of January. A meeting has been requested to follow up
- Newmont
  - Awaiting legal review from the mine

# Financial Update – December

Confidential - as of 12/31/2019	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	11,455,991	31,293,950	19,838,176	99,992,633	572,761,388	614,267,269	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,406,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	894,974	2,261,720	1,366,746	10,060,690	26,929,260	31,277,066	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	516,479	770,263	253,784	10,335,240	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	467,510	531,264	63,754	10,759,706	23,830,512	23,830,512	0%
7 Other Consultation	46,645	56,478	9,833	536,655	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	48,399,445	102,363	-100%
12 Regulatory	61,577	267,296	195,720	3,013,692	5,405,078	5,405,078	0%
13 EWT Management	51,279	51,853	574	3,515,120	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	13,524,143	35,252,732	21,728,589	138,015,735	705,967,521	705,967,521	0%
14 Interest During Construction (IDC) <sup>1</sup>	386,553	386,553	-	5,681,100	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	13,910,696	35,639,284	21,728,589	143,696,836	736,970,521	736,970,521	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	13,910,696	35,639,284	21,728,589	183,946,337	777,180,521	777,220,022	0%
Developments Costs written off				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to the revised allocation of LTC budget as shown in Q2 2019 OEB report

# Development Dashboard

Work Front	Approval
1	22-Nov
7	22-Nov
6	20-Dec
2	13-Dec
8	20-Dec
3	
9	20-Dec
4	
5	
10	
11	

30 Day Project Review - Completed

- Obtained permits for WF 6, 8, 9
- MECP SAR permit issued
- Signed overhead crossing agreements with HONI

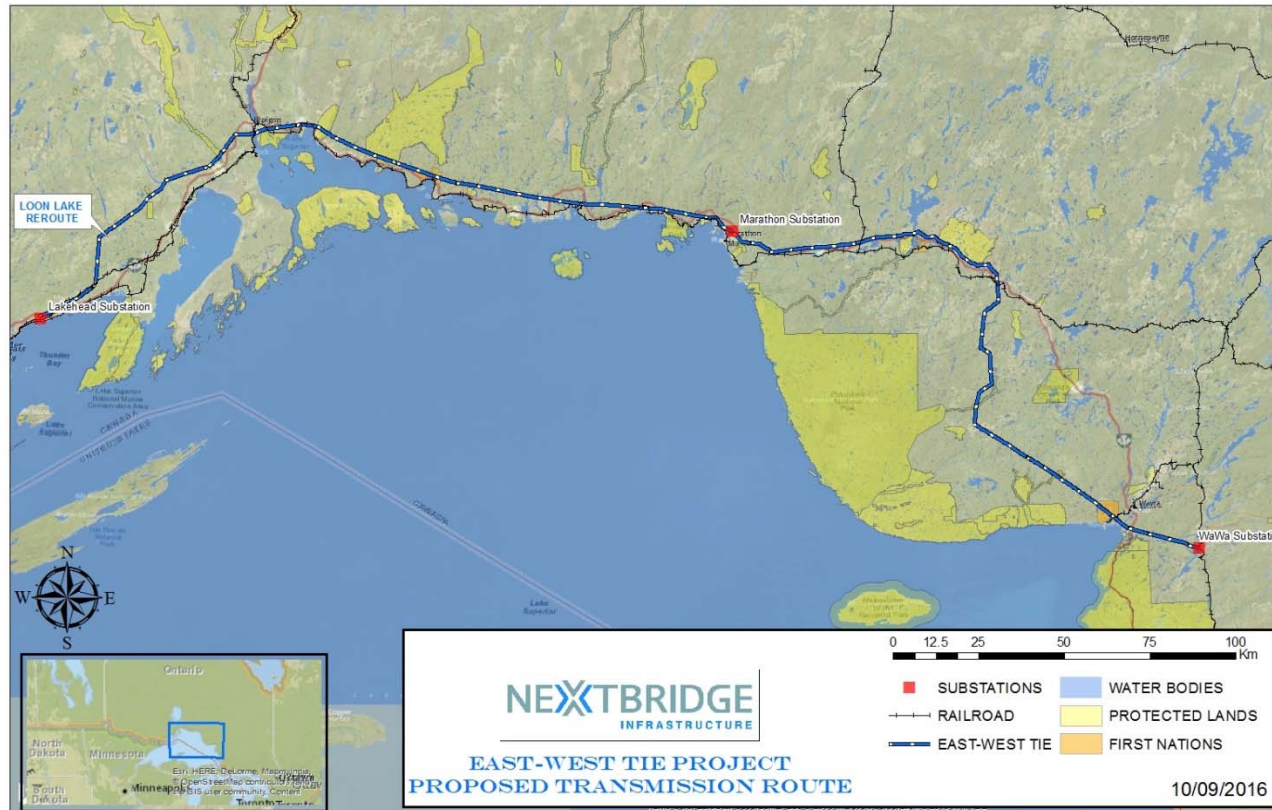
30 Day Project Review - Incomplete

Next 30 Days – Upcoming Activities

- Permits for rest of work fronts
- Permits approvals from MNRF for 3,4,5 - BZA
- Expediting mining claim expropriation
- Finalizing 28.2 with First Nations
- Construction ramp up

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: Zero incidents have been reported since the last Board meeting

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on 28.2 permits
- Next Board meeting schedule – Friday February 14 ♥



## Appendix – Updated January 9

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Project Management Office

Item	Status
<ul style="list-style-type: none"> <li>• Project Management               <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Cost Management               <ul style="list-style-type: none"> <li>• Budget / Variance reporting</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Financial Reporting               <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul> </li> </ul>	Complete for 2018
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	Ongoing <b>Last OEB Report filed in November</b> <b>Next report due January 22</b>
<ul style="list-style-type: none"> <li>• Rate Case Planning               <ul style="list-style-type: none"> <li>• Prudency documentation</li> <li>• Performance based rate considerations (Ch. 2)</li> </ul> </li> </ul>	Planning phase <b>Met with OEB</b>

## Indigenous Relations

Item	Status
• Indigenous Monitoring Program up and running, ramping up with permits	Ongoing
• In the process of concluding 28.2 permits and resolving Pic Moberg ATR access issue	Ongoing
• [REDACTED] Negotiations continue but deal may be difficult to reach, managing permitting risk.	Ongoing

# Regulatory

Item	Status
<ul style="list-style-type: none"> <li>• Support land acquisition activities (required for construction)               <ul style="list-style-type: none"> <li>• Negotiations with landowners and disposition holders</li> <li>• Regulatory proceedings where unable to reach agreement (e.g. s. 99 expropriation, Mining and Lands Tribunal processes)</li> </ul> </li> </ul>	<p>See update from Land</p> <p>Expropriation Application -Approved by the OEB September 12, 2019. <b>5/12 plans have been registered. Variance order required for remaining plans.</b></p> <p>Mining Claims – settled with one of three outstanding claim holders through mediation. <b>Hearings set for April 2020 for the other two claim holders.</b></p>
<ul style="list-style-type: none"> <li>• Legal support for litigation – BZA judicial review and appeal</li> </ul>	<p>Ongoing</p>
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	<p>Ongoing support</p>

# Engineering & Construction

Item	Status
<ul style="list-style-type: none"> <li>Confirm COD &amp; Update Construction Schedule</li> </ul>	COD confirmation complete and schedule updated start date of September 22 <sup>nd</sup> , 2019
<ul style="list-style-type: none"> <li>Detailed Project Plans &amp; Permitting</li> </ul>	All DPP's submitted as of 11/14/19 All Land use and work permits submitted to MNRF, permits have been partially released for work fronts 1, 2, 6, 7, 8, 9. Expecting remaining work fronts to be released in coming weeks Nipigon camp to open week of Jan 6 <sup>th</sup> and Marathon camp to open the following week
<ul style="list-style-type: none"> <li>Work front Access</li> </ul>	<b>Only work fronts 1 and 7 are currently under construction</b>
<ul style="list-style-type: none"> <li>Completion</li> </ul>	70 Structures cleared with roads built 33 Foundations installed 31 Structures assembled
<ul style="list-style-type: none"> <li>Procurement: Towers/Conductors</li> </ul>	107 Towers delivered to site (100x GTL, 4x GTF) 165 Reels of conductor 32 Reels of OHGW on site 0 Reels of OPGW on site

# Stakeholder Relations

Item	Status
<ul style="list-style-type: none"> <li>Web site and Social Media</li> </ul>	<p><b>Complete:</b> All workfront-related Detailed Project Plans (DPPs) posted to the project web site as of December 16, 2019.</p> <p><b>Ongoing:</b> Parks and Conservation reserve DPPs continue to be posted as they are finalized. Updates to project schedule and other documents are updated as needed.</p> <p><b>Ongoing:</b> Facebook Group created to provide more timely sharing of information including employment and contracting opportunities and construction schedule updates. Membership in the group continues to grow with over 50 members.</p>
<ul style="list-style-type: none"> <li>Construction Notification and Updates</li> </ul>	<p><b>Ongoing:</b> Newspaper and radio ads addressed 45-day requirement for notification however signage is still required at parks and campgrounds. Sign has been designed and Indigenous-owned vendor selected to produce it. Construction is completing a plan for placement and calculating total number of signs needed.</p>
<ul style="list-style-type: none"> <li>Identify and contract photo/video services to document construction activities</li> </ul>	<p><b>Ongoing:</b> Some drone footage and photography was completed. Broader documentation of construction activities to be completed once all types of construction activity are underway or nearly underway so activities can be documented in a cost effective manner.</p>
<ul style="list-style-type: none"> <li>Community Investment program</li> </ul>	<p><b>Ongoing:</b> In 2019, approved at least one application from 8 of 10 municipalities. Red Rock and Nipigon did not submitted applications. Provided \$25,200 CAD in funding in 2019, which is a significant improvement from 2018 (\$14,400)</p>

# Land

Work Front	Land -ROW	Land - Access
Work Front 7	63%	95%
Work Front 8	100%	100%
Work Front 1	99%	100%
Work Front 9	100%	100%
Work Front 2	94%	94%
Work Front 3	95%	91%
Work Front 6	90%	72%
Work Front 4	100%	100%
Work Front 5	94%	81%
Work Front 11	73%	70%
Work Front 10	98%	80%

<sup>[1]</sup> Percentage of linear distance of route acquired in kilometers. Unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are assumed secured, but are still subject to receiving Provincial Government approvals.

<sup>[2]</sup> Percentage of parcels with construction access requirements acquired. Construction access requirements on unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are subject to receiving Provincial Government approvals.

# Environment

Item	Status
MNRF/MECP Detailed Project Plans MNRF/MECP Permit Applications	<p>All Workfront Detailed Project Plans and associated Permit Applications have been submitted. Two outstanding DPPs for Kama Cliffs Conservation Reserve and Gravel River Provincial Park are in preparation.</p> <p>MNRF and MECP approvals have been received for WF 1, 2, 7 and 9, and partially for WF 6, and 8. We have not received permits for WF 3, 4, 5, 10, or 11.</p>
Federal and Provincial Permit Applications	<p>Federal and provincial permit applications have been submitted.</p> <p>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula and Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts.</p> <p>DFO Letter of Approvals have been received for WFs 1 and 7. Project is awaiting approval for WFs 2 and 6. Remaining workfront requests for review submissions are in preparation.</p> <p>Nav Waters Authorizations have been submitted.</p>
Environmental Training/Kick off	<p>Initial Environmental Training completed; additional sessions ongoing as-needed</p>
Pre-construction Environmental Surveys	<p>Will be conducted as required based on Construction Schedule / Work Order</p>



# Operations

Item	Status
• Operationalize commitments in the Leave to Construct	Commitment list completion 18 months pre-COD
• Early identification of operations support resources	Ops Manager identified
• Coordination with HONI on Interconnect Agreement and crossings	Coordination has started, visit exchanges being set up first half of 2020
• Identify all NERC/FERC requirements	Task begins 12 months pre-COD
• Establish convenience contracts for operations support	Request for Proposal being prepared for issue in January



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

February 14, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Land
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- BZA
  - A letter was sent by the MNRF on January 31 informing BZA that permits were going to be released for Work Fronts 3, 4, 5
  - The community has been in discussions with government lawyers and are asking them for a settlement to drop the Judicial Review. The government is not considering this option
  - NextBridge will file its affidavit next week in the Judicial Review
- Bamkushwada
  - Amendment to the Implementation Agreement is awaiting signature from BLP
- Michipicoten
  - Was almost done with the 28.2 permit (fixed the caribou issue), but the community is now refusing to sign unless
    1. Their preferred contractor receives work
    2. Changes are made strengthening the environmental commitments in the agreement
  - NextBridge has gone “pens down”
- Pic Mobert
  - While constructing in their traditional territory, Pic Mobert identified the potential for traditional values and demanded we halt construction
  - NextBridge is also negotiating to obtain a Federal permit for access to their ATR lands
  - Negotiations are ongoing

# Land

---

- Implications to the construction schedule is predominantly related to the acquisition with Mining Leasehold Agreements with Barrick, Newmont, and Stillwater
  - All three parties are working through their legal counsel and are engaged in negotiations with NextBridge
  - Stillwater
    - Risk to current construction activities has been minimized due to arrangement in place to begin construction. Legal counsel for Stillwater has advised final agreements continue to be under review.
  - Barrick Gold
    - We have received access to clear the land, but are still negotiating on the final agreements
  - Newmont
    - Newmont legal counsel advised effectively settled on form of agreement
- Mining Claim Holder Negotiations continue
  - Conference call was held with the Tribunal and remaining two claim holders
  - One claimant did not attend the call – later learned he was in the hospital
  - Hearings will be held May 5,6,7 in Toronto

# Financial Update – January

Confidential - as of 1/31/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance \$/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	18,176,815	24,395,968	5,219,854	118,189,448	572,761,368	614,267,299	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,406,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	316,608	754,930	437,992	11,177,298	26,929,260	31,277,988	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	519,899	604,248	84,350	10,955,138	20,211,000	23,663,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	391,954	971,072	579,118	11,151,660	23,830,512	23,830,512	0%
7 Other Consultation	296,342	273,339	(13,003)	924,997	2,536,194	2,536,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	(143,758)	157,193	297,951	2,872,934	5,466,078	5,466,078	0%
13 EWT Management	(138,369)	(163,913)	(14,542)	3,375,761	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	20,811,481	27,002,210	6,590,719	168,427,227	705,967,521	705,967,521	0%
14 Interest During Construction (IDC) <sup>1</sup>	419,011	419,011	-	6,100,111	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	20,830,502	27,421,221	6,590,719	164,527,337	736,970,521	736,970,521	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	20,830,502	27,421,221	6,590,719	204,776,838	777,180,521	777,226,022	0%
Development Costs written off				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

# Development Dashboard

Work Front	Approval
1	22-Nov
7	22-Nov
6	20-Dec
2	13-Dec
8	20-Dec
3	31-Jan
9	20-Dec
4	31-Jan
5	31-Jan
10	
11	

**30 Day Project Review - Completed**

- Obtained permits for WF 3,4,5
- Construction ramp up

**30 Day Project Review - Incomplete**

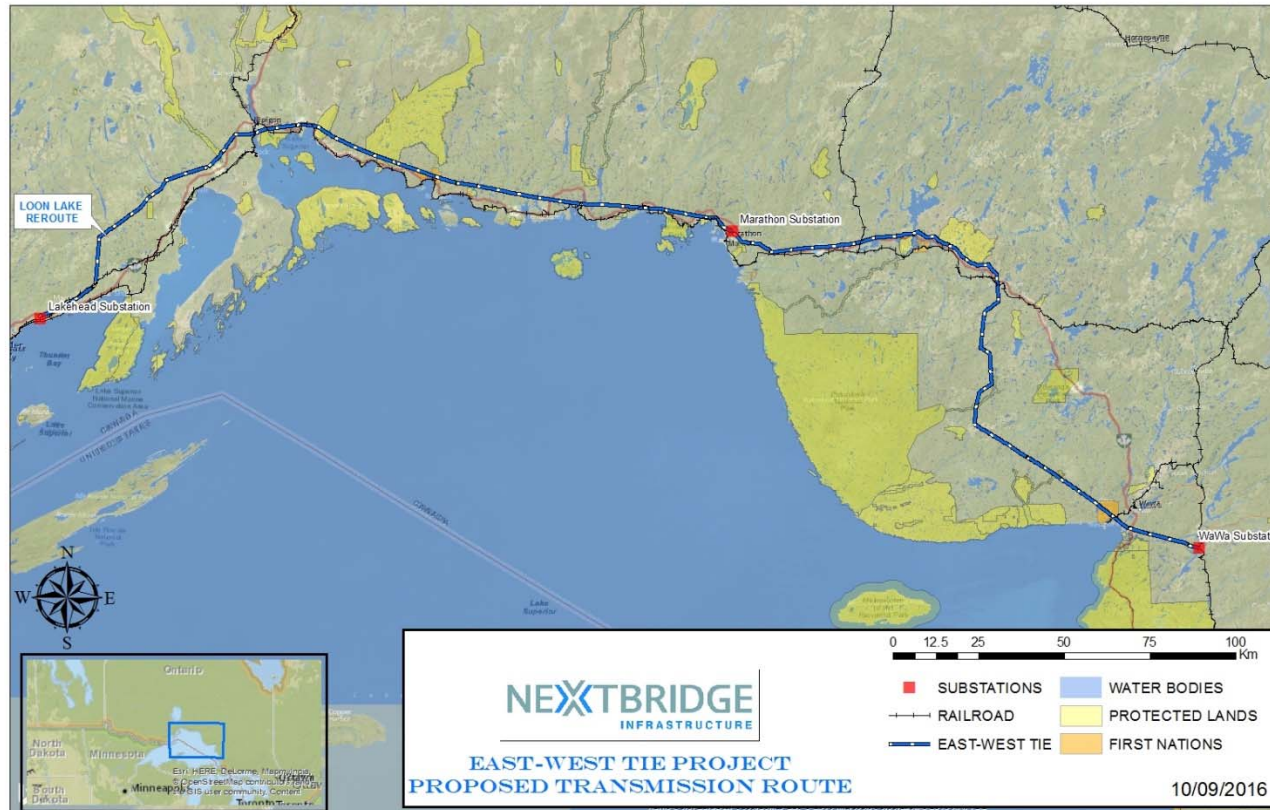
**Next 30 Days – Upcoming Activities**

- Permits for rest of work fronts – 10,11
- Expediting mining claim expropriation
- Finalizing 28.2 with First Nations
- Signing HONI Connection and Cost Recovery Agreement
- Signing mining lease hold agreements



# Development Dashboard

No significant change to the route





# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on 28.2 permits
- Next Board meeting schedule – Friday March 13

## Appendix – Updated February 11

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Project Management Office

Item	Status
<ul style="list-style-type: none"> <li>• Project Management               <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Cost Management               <ul style="list-style-type: none"> <li>• Budget / Variance reporting</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Financial Reporting               <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul> </li> </ul>	Complete for 2018
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	Ongoing Last OEB Report filed in January Next report due April
<ul style="list-style-type: none"> <li>• Rate Case Planning               <ul style="list-style-type: none"> <li>• Prudency documentation</li> <li>• Performance based rate considerations (Ch. 2)</li> </ul> </li> </ul>	Planning phase Meeting with OEB – Feb 18 Team lead meeting – Feb 24

# Indigenous Relations

Item	Status
<ul style="list-style-type: none"><li>Indigenous Monitoring Program up and running, ramping up with each new WF mobilizing – 11 individuals representing 7 communities</li></ul>	Ongoing
<ul style="list-style-type: none"><li>In the process of concluding 28.2 permits (PPFN &amp; MFN) and resolving Pic Mobert ATR access issue / cultural site concerns</li></ul>	Ongoing
<ul style="list-style-type: none"><li>Actively working to continue progress with BZA<ul style="list-style-type: none"><li>MNRF has began issuing remaining permits after a long and robust consultation process with BZA</li><li>Negotiations related to a Relationship Agreement have broken off and are on pause</li><li>Preparing to file our affidavit for the Judicial Review brought by BZA against Order in Council – risk remains BZA could launch another Judicial Review of Permits</li></ul></li></ul>	Ongoing

# Regulatory

Item	Status
<ul style="list-style-type: none"> <li>• Support land acquisition activities (required for construction)               <ul style="list-style-type: none"> <li>• Negotiations with landowners and disposition holders</li> <li>• Regulatory proceedings where unable to reach agreement (e.g. s. 99 expropriation, Mining and Lands Tribunal processes)</li> </ul> </li> </ul>	<p>See update from Land</p> <p>Expropriation – OEB issued a Vary Order on Jan. 30, 2020 to its original Sept. 12, 2019 approval <b>to update land descriptions and remove 8/12 parcels for which NB reached settlement with landowners. NB will gain possession of remaining 4 parcels in mid-March.</b></p> <p>Mining Claims – settled with one of three outstanding claim holders through mediation. <b>Hearings set for May 2020 for the other two claim holders.</b></p>
<ul style="list-style-type: none"> <li>• Legal support for litigation – BZA judicial review and appeal</li> </ul>	<p>Ongoing</p>
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	<p>Ongoing support</p>

# Engineering & Construction

Item	Status
<ul style="list-style-type: none"> <li>Confirm COD &amp; Update Construction Schedule</li> </ul>	COD confirmation complete and schedule updated start date of September 22 <sup>nd</sup> , 2019
<ul style="list-style-type: none"> <li>Detailed Project Plans &amp; Permitting</li> </ul>	All DPP's submitted as of 11/14/19 All Land use and work permits submitted to MNRF, permits have been partially released for work fronts 1, 2, 6, 7, 8, 9. Expecting remaining work fronts to be released in coming weeks <p style="color: red;">The Nipigon camp is open and in operation with over 100 employees taking residence. The office is being assembled at the Marathon camp along with a recreational area and third dormitory. Both the White River and Wawa camps are still in the planning stage.</p>
<ul style="list-style-type: none"> <li>Work front Access</li> </ul>	Work Fronts, 1, 2, 6, 7, and 8 are currently under construction.
<ul style="list-style-type: none"> <li>Completion</li> </ul>	<p style="color: red;">206</p> Structures cleared with roads built <p style="color: red;">65</p> Foundations installed <p style="color: red;">103</p> Structures assembled
<ul style="list-style-type: none"> <li>Procurement: Towers/Conductors</li> </ul>	<p style="color: red;">127</p> Towers delivered to site <p style="color: red;">165</p> Reels of conductor <p style="color: red;">32</p> Reels of OHGW onsite <p style="color: red;">25</p> Reels of OPGW on site

# Stakeholder Relations

Item	Status
<ul style="list-style-type: none"> <li>• Web site and Social Media               <ul style="list-style-type: none"> <li>• Continue to update website with Detailed Project Plans for Provincial Parks and Conservation Reserves. All Workfront related DPPs were posted as of December 2019.</li> <li>• Facebook Group for the project continues to grow with <b>58 members as of February 11</b>. The Group was created to provide more timely sharing of information, including employment and contracting opportunities and construction schedule updates.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Construction Notification and Updates               <ul style="list-style-type: none"> <li>• <b>Working with Provincial and local snowmobile clubs to accommodate trail use during construction between Marathon and White River.</b></li> <li>• <b>NextBridge branded construction awareness signs for parks were produced and began being deployed the week of February 10.</b></li> <li>• <b>Burn Notice published in local newspapers and posted on Facebook Group page and project website.</b></li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Construction Photo and Video Documentation               <ul style="list-style-type: none"> <li>• To be completed once all types of construction activities are underway or nearly underway so activities can be documented in a cost effective manner.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Community Investment Program               <ul style="list-style-type: none"> <li>• <b>2020 program is underway. One application received to date.</b></li> </ul> </li> </ul>	Ongoing



# Land

Work Front	Land -ROW	Land - Access
Work Front 7	63%	95%
Work Front 8	100%	100%
Work Front 1	99%	100%
Work Front 9	100%	100%
Work Front 2	94%	94%
Work Front 3	95%	91%
Work Front 6	90%	78%
Work Front 4	100%	100%
Work Front 5	94%	100%
Work Front 11	73%	70%
Work Front 10	98%	80%

<sup>[1]</sup> Percentage of linear distance of route acquired in kilometers. Unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are assumed secured, but are still subject to receiving Provincial Government approvals.

<sup>2</sup> Percentage of parcels with construction access requirements acquired. Construction access requirements on unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are subject to receiving Provincial Government approvals.

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	264	291	90%
Workfront 4	234	242	96%
Workfront 5	296	316	94%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	291	291	100%
Workfront 9	147	147	100%
Workfront 10	305	314	97%
Workfront 11	262	290	90%

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	41	47	87%
Workfront 2	11	11	100%
Workfront 3	22	46	48%
Workfront 4	0	3	0.0%
Workfront 5	6	8	85%
Workfront 6	46	62	74%
Workfront 7	16	18	84%
Workfront 8	16	16	100%
Workfront 9	32	35	91%
Workfront 10	2	8	25%
Workfront 11	15	25	60%

# Environment

Item	Status
<p>MNRF/MECP Detailed Project Plans            MNRF/MECP Permit Applications</p>	<p>All Workfront Detailed Project Plans and associated Permit Applications have been submitted. The DPP for Kama Cliffs Conservation Reserve is in preparation.</p> <p>MNRF and MECP approvals have been received for WF 1, 2, 5, 6, 7, 8 and 9, and partially for WF 10. We have not received permits for WF 3, 4, 11.</p>
<p>Federal and Provincial Permit Applications</p>	<p>Federal and provincial permit applications have been submitted.</p> <p>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula and Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts.</p> <p>DFO Letter of Approvals have been received for WFs 1, 2, 6, 7, 8. Project is awaiting approval for WF 9. Remaining workfront requests for review submissions are in preparation.</p> <p>Nav Waters Authorizations have been submitted.</p>
<p>Environmental Training/Kick off</p>	<p>Initial Environmental Training completed; additional sessions ongoing as-needed</p>
<p>Pre-construction Environmental Surveys</p>	<p>Will be conducted as required based on Construction Schedule / Work Order</p>

# Operations

Item	Status
• Operationalize commitments in the Leave to Construct	Commitment list completion 18 months pre-COD
• Early identification of operations support resources	Ops Manager identified
• Coordination with HONI on Interconnect Agreement and crossings	Coordination has started, visit exchanges being set up first half of 2020
• Identify all NERC/FERC requirements	Task begins 12 months pre-COD
• Establish convenience contracts for operations support	Request for Proposal issued for Maintenance Services



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

March 13, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Land
- Financial Update
  - Project Financing Discussion
- Development Dashboard
- Next Steps

# Indigenous

---

- BZA
  - NextBridge filed its affidavit
- Bamkushwada
  - Meeting in Toronto on March 12
  - Discussed financing and partnership issues
- Michipicoten
  - Community has indicated that they will sign the agreement – execution copies are being prepared
  - Clearing will not commence until winter 2020/2021 – does not affect schedule
- Pic Mobert
  - While constructing in their traditional territory, Pic Mobert identified the potential for traditional values and demanded we halt construction
  - NextBridge has stopped work within a 1km buffer of the area and is negotiating with the community on mitigation measures
  - NextBridge has made progress to obtain a Federal permit for access to their ATR lands and should be in a position to sign this month
  - Other BLP Chiefs are intervening to push Pic Mobert to resolve issues with NextBridge



# Land

---

- Implications to the construction schedule is predominantly related to the acquisition with Mining Leasehold Agreements with Barrick, Newmont, and Stillwater
  - All three parties are working through their legal counsel and are engaged in negotiations with NextBridge
  - No impact to schedule since there is temporary access in place
- Mining Claim Holder Negotiations continue
  - One of the two outstanding mining claim holders is very close to signing
  - Hearings will be held May 5,6,7 in Toronto

# Financial Update – February

Confidential - as of 2/29/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	29,728,892	35,604,161	5,875,269	147,898,341	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	917,049	439,600	(477,449)	12,094,347	26,929,260	31,277,866	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	575,992	488,248	(87,744)	11,431,131	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	2,147,954	841,561	(1,306,393)	13,299,614	23,830,512	23,830,512	0%
7 Other Consultation	47,434	89,407	41,973	872,431	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	109,617	153,593	43,976	2,982,551	5,405,078	5,405,078	0%
13 EWT Management	95,979	71,757	(24,223)	3,471,730	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	33,622,917	37,688,327	4,065,410	192,050,144	705,967,521	705,967,521	0%
14 Interest During Construction (IDC) <sup>1</sup>	467,998	467,998	-	6,568,109	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	34,090,915	38,156,325	4,065,410	198,618,253	736,970,521	736,970,521	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	34,090,915	38,156,325	4,065,410	238,867,754	777,180,521	777,220,022	0%
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

# Project Financing Discussion

---

- NextEra is currently determining the best way to achieve settlement on our rate parameters for our rate case filing
- Project Finance team will meet with partners shortly to discuss how contributions will be made to the partnership

# Development Dashboard

Work Front	Approval
1	22-Nov
7	22-Nov
6	20-Dec
2	13-Dec
8	20-Dec
3	31-Jan
9	20-Dec
4	31-Jan
5	31-Jan
10	
11	

**30 Day Project Review - Completed**

- Construction continues

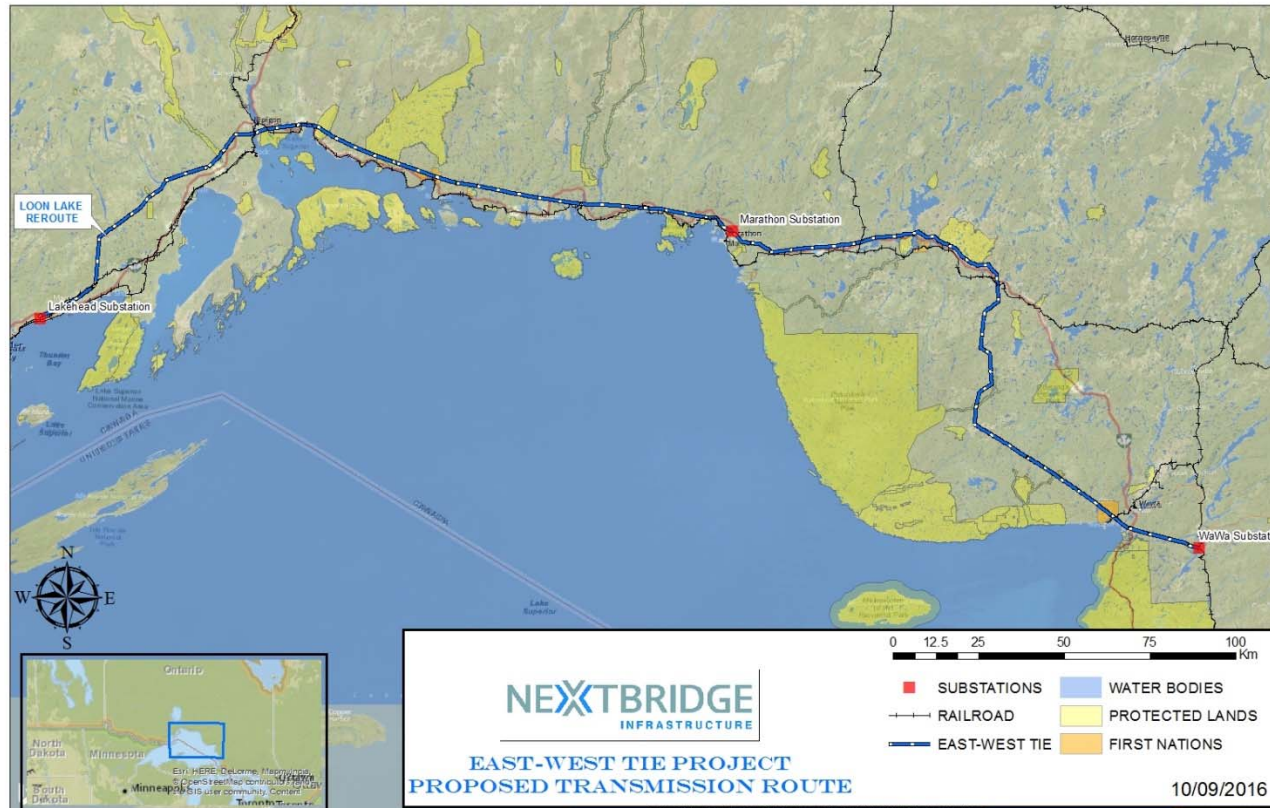
**30 Day Project Review - Incomplete**

**Next 30 Days – Upcoming Activities**

- Permits for rest of work fronts – 10,11
- Expediting mining claim expropriation
- Finalizing 28.2 with First Nations
- Signing HONI Connection and Cost Recovery Agreement
- Signing mining lease hold agreements

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on 28.2 permits
- Next Board meeting schedule – Friday April 10

## Appendix – Updated March 11

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations



# Indigenous Relations

Item	Status
<ul style="list-style-type: none"> <li>Indigenous Monitoring Program up and running with 11 individuals representing 7 communities.</li> <li>Working to improve technology and sharing systems to promote more Program efficiency and transparency.</li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>In the process of concluding 28.2 permits (PPFN &amp; MFN) and resolving Pic Moberg ATR access issue / cultural site concerns.</li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>Actively working to continue progress with BZA:               <ul style="list-style-type: none"> <li>Working actively with the community and Supercom to advance the hiring and deployment of the community-appointed Indigenous Facilitator;</li> <li>Negotiations related to a Relationship Agreement have broken off and are on pause;</li> <li>Preparing to file our affidavit for the Judicial Review brought by BZA against Order in Council – risk remains BZA could launch another Judicial Review of Permits.</li> </ul> </li> </ul>	Ongoing

# Project Management Office

Item	Status
<ul style="list-style-type: none"> <li>• Project Management               <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Cost Management               <ul style="list-style-type: none"> <li>• Budget / Variance reporting</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Financial Reporting               <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul> </li> </ul>	Complete for 2018
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	Ongoing <b>Next report due April</b>
<ul style="list-style-type: none"> <li>• Rate Case Planning               <ul style="list-style-type: none"> <li>• Prudency documentation</li> <li>• Performance based rate considerations (Ch. 2)</li> </ul> </li> </ul>	Planning phase <b>Anticipate filing            May 2020</b>

# Regulatory

Item	Status
<ul style="list-style-type: none"> <li>• Support land acquisition activities (required for construction)               <ul style="list-style-type: none"> <li>• Negotiations with landowners and disposition holders</li> <li>• Regulatory proceedings where unable to reach agreement (e.g. s. 99 expropriation, Mining and Lands Tribunal processes)</li> </ul> </li> </ul>	<p>See update from Land</p> <p>Expropriation – <i>As required by the Expropriations Act, offers of compensation were sent out to the expropriation landowners on March 6.</i> NB will gain possession of the expropriation parcels in mid-March.</p> <p>Mining Claims – settled with one of three outstanding claim holders through mediation. Hearings set for May 2020 for the other two claim holders.</p>
<ul style="list-style-type: none"> <li>• Legal support for litigation – BZA judicial review and appeal</li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	Ongoing support

# Engineering & Construction

Item	Status
<ul style="list-style-type: none"> <li>Confirm COD &amp; Update Construction Schedule</li> </ul>	COD confirmation complete and schedule updated start date of September 22 <sup>nd</sup> , 2019
<ul style="list-style-type: none"> <li>Detailed Project Plans &amp; Permitting</li> </ul>	<p>All DPP's submitted as of 11/14/19</p> <p>All Land use and work permits submitted to MNR, permits have been partially released for work fronts 1, 2, 3, 6, 7, 8, 9.</p> <p>Both the Nipigon and Marathon camps are open with over 200 employees taking residence. The Marathon camp continues to have additional dormitories added along with owner facilities.</p>
<ul style="list-style-type: none"> <li>Work front Access</li> </ul>	Work Fronts 1,2, 3, 6, 7, 8, and 9 are currently under construction.
<ul style="list-style-type: none"> <li>Completion</li> </ul>	<p>385 Structures cleared with winter and all season roads built</p> <p>121 Foundations installed</p> <p>156 Structures assembled</p> <p>11 Structures erected</p>
<ul style="list-style-type: none"> <li>Procurement: Towers/Conductors</li> </ul>	<p>292 Towers delivered to site</p> <p>165 Reels of conductor</p> <p>32 Reels of OHGW on site</p> <p>25 Reels of OPGW on site</p>

# Stakeholder Relations

Item	Status
<ul style="list-style-type: none"> <li>• Web site and Social Media               <ul style="list-style-type: none"> <li>• Facebook Group for the project continues to grow with 75 members (increase of 17 from last report).</li> <li>• Continue to share up to date project information including employment and contracting opportunities, project notifications (such as burn notices), and construction schedule updates, via social media.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Construction Notification and Updates               <ul style="list-style-type: none"> <li>• NextBridge branded construction awareness signs for parks continue to be deployed along the right of way.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Engagement and Messaging               <ul style="list-style-type: none"> <li>• Engaging with Township of Nipigon to assist Lands with resolution of Rendezvous Cross Country Ski Club trail impacts.</li> <li>• Responding to letter to the editor critical of the Project’s burning of some cut wood on the right of way.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Community Investment Program               <ul style="list-style-type: none"> <li>• 2020 program is underway. Two applications submitted to NEE for consideration and approval.</li> </ul> </li> </ul>	Ongoing

# Land

Work Front	Land -ROW	Land - Access
Work Front 7	79%	95%
Work Front 8	100%	100%
Work Front 1	99%	100%
Work Front 9	100%	100%
Work Front 2	94%	94%
Work Front 3	95%	91%
Work Front 6	94%	78%
Work Front 4	100%	100%
Work Front 5	94%	100%
Work Front 11	73%	85%
Work Front 10	98%	80%

<sup>[1]</sup> Percentage of linear distance of route acquired in kilometers. Unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are assumed secured, but are still subject to receiving Provincial Government approvals.

<sup>2</sup> Percentage of parcels with construction access requirements acquired. Construction access requirements on unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are subject to receiving Provincial Government approvals.

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	284	291	90%
Workfront 4	238	242	98%
Workfront 5	315	316	99%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	291	291	100%
Workfront 9	147	147	100%
Workfront 10	305	314	97%
Workfront 11	263	290	91%

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	46	47	98%
Workfront 2	11	11	100%
Workfront 3	33	46	78%
Workfront 4	0	3	0.0%
Workfront 5	6	8	85%
Workfront 6	61	62	74%
Workfront 7	16	18	84%
Workfront 8	16	16	100%
Workfront 9	34	35	97%
Workfront 10	2	8	25%
Workfront 11	15	25	60%



# Environment

Item	Status
<p>MNRF/MECP Detailed Project Plans            MNRF/MECP Permit Applications</p>	<p>All Workfront Detailed Project Plans and associated Permit Applications have been submitted. The DPP for Kama Cliffs Conservation Reserve is in preparation.</p> <p>MNRF and MECP approvals have been received for WF 1, 2, 5, 6, 7, 8 and 9, and partially for WF 10. We have not received permits for WF 3, 4, 11.</p>
<p>Federal and Provincial Permit Applications</p>	<p>Federal and provincial permit applications have been submitted.</p> <p>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula and Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts.</p> <p>DFO Letter of Approvals have been received for WFs 1, 2, 6, 7, 8. Project is awaiting approval for WF 9. Remaining workfront requests for review submissions are in preparation.</p> <p>Nav Waters Authorizations have been submitted.</p>
<p>Environmental Training/Kick off</p>	<p>Initial Environmental Training completed; additional sessions ongoing as-needed</p>
<p>Pre-construction Environmental Surveys</p>	<p>Will be conducted as required based on Construction Schedule / Work Order</p>

# Operations

Item	Status
<ul style="list-style-type: none"><li>Operationalize commitments in the Leave to Construct</li></ul>	Commitment list completion 18 months pre-COD
<ul style="list-style-type: none"><li>Early identification of operations support resources</li></ul>	Ops Manager identified
<ul style="list-style-type: none"><li>Coordination with HONI on Interconnect Agreement and crossings</li></ul>	Coordination has started, visit exchanges being set up first half of 2020
<ul style="list-style-type: none"><li>Identify all NERC/FERC requirements</li></ul>	Task begins 12 months pre-COD
<ul style="list-style-type: none"><li>Establish convenience contracts for operations support</li></ul>	RFP's recently received with review and analysis taking place



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

April 17, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Land
  - Rate Case Update
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- In consultation with the Chiefs and communities from BLP the project was temporarily shut down on April 3<sup>rd</sup>
- The lockdown by the communities impacted a significant portion of NextBridge's 339 person construction workforce, which includes an Indigenous workforce of 222 people, 71 of who live on-reserve
- Many of the subcontractors supporting construction are also based on-reserve, and their ability to procure materials and mobilize their equipment and workforce was compromised due to access restrictions.
- A COVID Coordination Committee has been convened with members from E&C, BLP and SuperCom
- A new project schedule will be in consultation with this committee to ensure that Indigenous contracting and labour will be maximized

# Land

---

- Mining Claim Holders settled
  - All claim holders have settled in negotiation and the hearing scheduled for May has been cancelled.
- Implications to the construction schedule is predominantly related to the acquisition with Mining Leasehold Agreements with Barrick, Newmont, and Stillwater
  - All three parties are working through their legal counsel and are engaged in negotiations with NextBridge
  - No impact to schedule since there is temporary access in place

# Rate Case Summary

---

- Rate Application scheduled to be filed at the end of May/early June of 2020
  - Seeking interim or final rates no later than Q3 of 2021, with an effective date matching the in-service date
- Rate Application will request revenue requirements be established for a forecasted 2022 Test Year
- Test Year includes:
  - \$31.2 million in already approved development costs
  - \$5.3 million in phase-shift costs eligible for recovery as construction costs
  - The total of already incurred and forecasted construction costs through the end of 2022
  - OM&A costs for 2022

# Rate Case Summary (continued)

---

- Request for variance accounts to capture discrete costs that vary from the forecasted test year costs. The variance account to be reviewed for prudence and proposed disposition in next filing.
  - Separate accounts for Capex and Opex
  - Includes accounts for COVID, tax/law changes, unforeseen costs
- Other features of the application:
  - The application will include request for interim rates to address the scenario where final rates are not in effect by the in-service date
  - This will ensure that long-term financing of the project for Bamkushwada, LP and NextBridge can occur prior to first day of operations
    - To obtain financing for BLP lenders will need to know rates



# Rate Case Timeline



# Financial Update – March

Confidential - as of 30/1/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	28,112,929	30,891,214	2,778,285	176,011,270	672,781,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	1,108,554	439,600	(668,954)	13,202,901	26,929,288	31,277,968	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	549,993	1,448,248	898,255	11,981,091	20,211,000	23,953,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	391,094	752,058	360,964	13,690,707	23,830,512	23,830,512	0%
7 Other Consultation	43,870	79,691	35,821	916,301	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	48,399,445	102,383	-100%
12 Regulatory	161,584	123,472	(38,112)	3,164,135	5,405,078	5,405,078	0%
13 EWT Management	96,389	73,757	(24,633)	3,570,120	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	30,466,393	33,800,040	3,333,647	222,536,524	706,967,521	706,967,521	0%
14 Interest During Construction (IDC) <sup>1</sup>	548,693	548,693	-	7,116,802	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	31,035,074	34,348,733	3,313,660	229,653,326	736,970,521	736,970,521	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	31,035,074	34,348,733	3,313,660	269,902,827	777,180,521	777,220,022	0%
Developments Costs written off				(3,677,501)		(3,677,501)	

1 IDC has not been reforecast as interest rates will vary based on the OEB prescribed rates  
 2 On the record (EB-2017-0162)  
 3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecast at YE2019

# Development Dashboard

Work Front	Approval
1	22-Nov
7	22-Nov
6	20-Dec
2	13-Dec
8	20-Dec
3	31-Jan
9	20-Dec
4	31-Jan
5	31-Jan
10	<i>partial</i>
11	

**30 Day Project Review - Completed**

- Construction continued until April 3<sup>rd</sup>

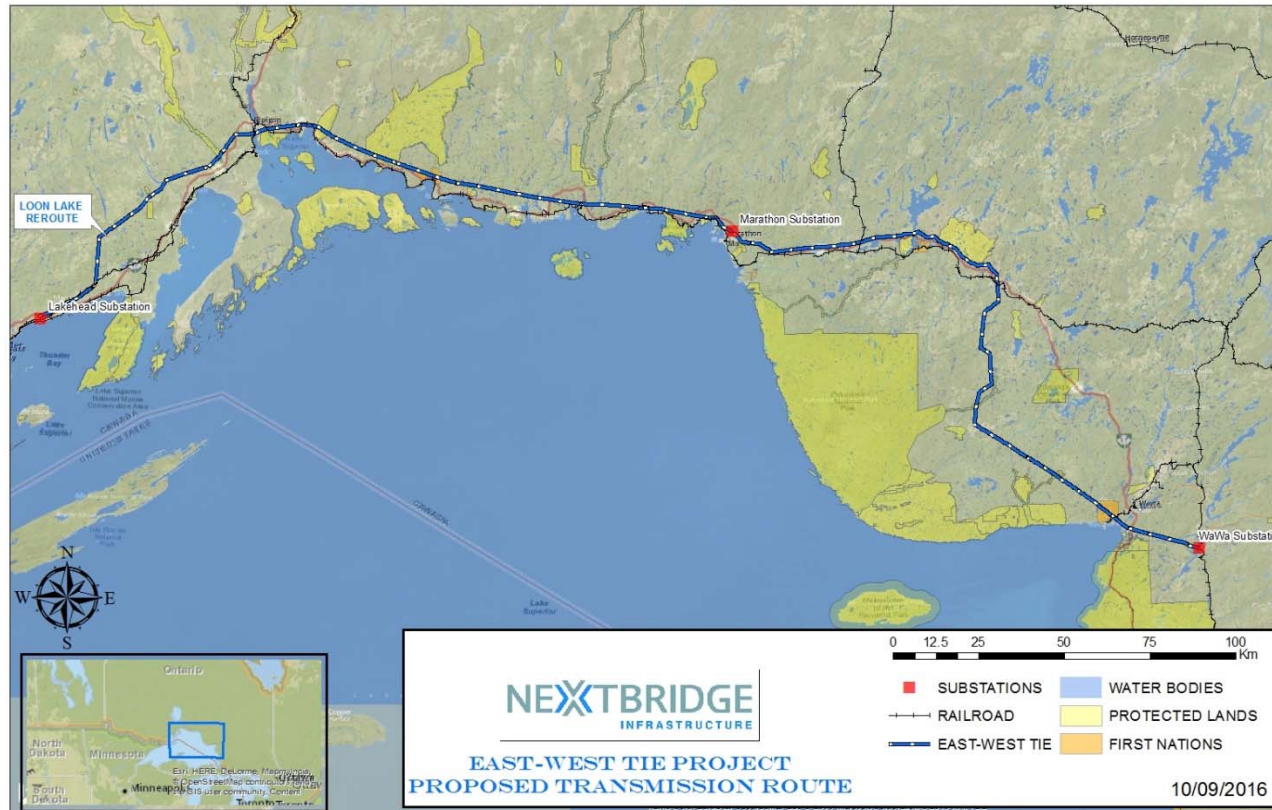
**30 Day Project Review - Incomplete**

**Next 30 Days – Upcoming Activities**

- New project schedule
- Permits for rest of work fronts – 10,11
- Finalizing 28.2 with First Nations
- Signing HONI Connection and Cost Recovery Agreement
- Signing mining lease hold agreements

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on 28.2 permits
- Next Board meeting schedule – Friday May 8

## Appendix – Updated April 14

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p>Indigenous Monitoring Program temporarily suspended mid-March due to COVID-19 safety concerns around the inability to socially distance.</p> <ul style="list-style-type: none"> <li>All program staff have been laid off and Indigenous engagement team will use this opportunity to improve program prior to a re-start.</li> </ul>	Ongoing
<p>In the process of concluding 28.2 permits (PPFN &amp; MFN) and resolving Pic Mobert ATR access issue / cultural site concerns.</p>	Ongoing
<p>Actively working to continue progress with BZA:</p> <ul style="list-style-type: none"> <li>On March 23<sup>rd</sup> hired BZA's newly appointed Facilitator for the monitoring program;</li> <li>Affidavit for the Judicial Review was submitted to the courts;</li> <li>Actively supporting negotiations between BZA, Ontario and NextBridge to settle Judicial Review – joint offer of settlement to be made by Ontario and NextBridge.</li> </ul>	Ongoing
<p>Collaborating with Indigenous Partners on COVID-19 Response</p> <ul style="list-style-type: none"> <li>Leading efforts to coordinate our COVID-19 response with our Indigenous partners to ensure alignment and mutual agreement on decisions</li> </ul>	Ongoing



# Project Management Office

Item	Status
<ul style="list-style-type: none"> <li>• Project Management               <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Cost Management               <ul style="list-style-type: none"> <li>• Budget / Variance reporting</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Financial Reporting               <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul> </li> </ul>	Complete for 2018
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	Ongoing Next report due April 22
<ul style="list-style-type: none"> <li>• Rate Case Planning               <ul style="list-style-type: none"> <li>• Prudency documentation</li> <li>• Performance based rate considerations (Ch. 2)</li> </ul> </li> </ul>	Planning phase Anticipate filing May 2020

# Regulatory

Item	Status
<ul style="list-style-type: none"> <li>• Support land acquisition activities (required for construction)               <ul style="list-style-type: none"> <li>• Negotiations with landowners and disposition holders</li> <li>• Regulatory proceedings where unable to reach agreement (e.g. Mining and Lands Tribunal processes)</li> </ul> </li> </ul>	<p>See update from Land</p> <p>Mining Claims – settled with all outstanding claim holders. Hearings cancelled</p>
<ul style="list-style-type: none"> <li>• Legal support for litigation – BZA judicial review and appeal</li> </ul>	<p>Ongoing</p>
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	<p>Ongoing support</p>

# Engineering & Construction

Item	Status
<ul style="list-style-type: none"> <li>Confirm COD &amp; Update Construction Schedule</li> </ul>	COD confirmation complete and schedule updated start date of September 22 <sup>nd</sup> , 2019
<ul style="list-style-type: none"> <li>Detailed Project Plans &amp; Permitting</li> </ul>	All DPP's submitted as of 11/14/19 All Land use and work permits submitted to MNRF, permits have been partially released for work fronts 1, 2, 3, 5, 6, 7, 8, 9. <b>Barrick Gold resolved in WF7</b> <b>Still no access to ATR lands in WF's 5, 8, and 11</b>
<ul style="list-style-type: none"> <li>Completion</li> </ul>	<b>511 Structures cleared with winter and all season roads built</b> <b>165 Foundations installed</b> <b>190 Structures assembled</b> <b>43 Structures erected</b>
<ul style="list-style-type: none"> <li>Procurement: Towers/Conductors</li> </ul>	<b>356 Towers delivered to site</b> 165 Reels of conductor 32 Reels of OHGW on site 25 Reels of OPGW on site

# Stakeholder Relations

Item	Status
<ul style="list-style-type: none"> <li>Web site and Social Media               <ul style="list-style-type: none"> <li>Facebook Group for the project continues to grow with 83 members (increase of 8 from last report).</li> <li>Continue to share up to date project information including employment and contracting opportunities, project notifications and construction schedule updates, via social media.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>Construction Notification and Updates               <ul style="list-style-type: none"> <li>Posted work camp shutdown statement and statement on the Project’s classification as an essential service and steps being taken to prevent the spread of COVID-19 on Facebook and web site. Camp shutdown statement was also shared with local media.</li> <li>NextBridge branded construction awareness signs continue to be deployed at most Provincial Park entrances and along trails entering the ROW. Nimoosh Provincial Park will be signed after access is granted.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>Engagement and Messaging               <ul style="list-style-type: none"> <li>Key messages developed for temporary suspension of construction work due to COVID-19.</li> <li>Called all ROW mayors to deliver message that construction is suspended. All mayors agree it is the correct thing to do.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>Community Investment Program               <ul style="list-style-type: none"> <li>2020 program is underway. Two applications submitted to NEE for consideration and approval have been put on hold and may be re-directed to COVID-19 related needs such as healthcare and foodbank support. Mayors are to provide priority funding requests.</li> </ul> </li> </ul>	Ongoing

## Land

Work Front	Land -ROW	Land - Access
Work Front 7	79%	95%
Work Front 8	100%	100%
Work Front 1	99%	100%
Work Front 9	100%	100%
Work Front 2	100%	100%
Work Front 3	95%	91%
Work Front 6	99.8%	100%
Work Front 4	100%	100%
Work Front 5	96%	100%
Work Front 11	73%	91%
Work Front 10	98%	80%

<sup>[1]</sup> Percentage of linear distance of route acquired in kilometers. Unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are assumed secured, but are still subject to receiving Provincial Government approvals.

<sup>2</sup> Percentage of parcels with construction access requirements acquired. Construction access requirements on unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are subject to receiving Provincial Government approvals.

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	286	291	98%
Workfront 4	242	242	100%
Workfront 5	315	316	99%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	305	314	97%
Workfront 11	263	290	91%

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	286	291	98%
Workfront 4	242	242	100%
Workfront 5	315	316	99%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	305	314	97%
Workfront 11	263	290	91%

# Environment

Item	Status
MNRF/MECP Detailed Project Plans MNRF/MECP Permit Applications	<p>All Workfront Detailed Project Plans and associated Permit Applications have been submitted. All Conservation Reserve, Provincial Park DPPs have been submitted; Kama Cliffs CR DPP and Gravel River PP DPP are under review by MECP.</p> <p>MNRF and MECP approvals have been received for WF 1, 2, 3, 4, 5, 6, 7, 8 and 9, and partially for WF 10. We have not received permits for WF 11.</p>
Federal and Provincial Permit Applications	<p>Federal and provincial permit applications have been submitted.</p> <p>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula and Letters of Authorization for Eastern Whip-poor-will and SAR BatMaternity Roosts.</p> <p>DFO Letter of Approvals have been received for WFs 1, 2, 5, 6, 7, 8. Project is awaiting approval for WF 9. Remaining workfront requests for review submissions are in preparation.</p> <p>Nav Waters Authorizations have been submitted; 2 have been approved in WF 6, 1 is under review for the Nipigon River in WF 3.</p>
Environmental Training/Kickoff	<p>Initial Environmental Training completed; additional sessions ongoing as-needed</p>
Pre-construction Environmental Surveys	<p>Will be conducted as required based on Construction Schedule / WorkOrder</p>



# Operations

---

Item	Status
• Operationalize commitments in the Leave to Construct	Commitment list completion 18 months pre-COD
• Early identification of operations support resources	Ops Manager identified
• Coordination with HONI on Interconnect Agreement and crossings	Coordination has started, visit exchanges being set up first half of 2020
• Identify all NERC/FERC requirements	Task begins 12 months pre-COD
• Establish convenience contracts for operations support	RFP's recently received with review and analysis taking place



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

May 8, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Rate Case Update
  - Monthly Construction Report
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- In consultation with the Chiefs and communities from BLP the project was temporarily shut down on April 3<sup>rd</sup>
- NextBridge has been working with SuperCom in a COVID Committee to involve all the First Nations in preparations for starting construction again
  - Target Date: May 15
- Extensive pandemic protocols have been developed and shared with the First Nations to provide comfort communities will be protected
- Michipicoten
  - 28.2 permit still being withheld due to contracting issues
- Pays Plat
  - 28.2 permit is with Federal government – stalled due to COVID
- Pic Moberg
  - Negotiations continue to allow work in culturally sensitive areas
- BZA
  - Settlement agreement negotiations with Government involved

# Rate Case – Key Elements

---

- Revenue Requirement Components
  - Test year includes: approved development costs, costs deferred by the OEB eligible for recovery as construction costs, forecasted construction costs and OM&A costs for 2022
- Other Key Rate Components
  - Incentive rate (IR) term in years
  - Annual inflation factor
  - Annual productivity factor
  - Profit sharing
  - Overearnings rate revenue trigger
- Variance Accounts
  - Track changes from original application for future disposition

# Rate Case – Cost

## Development Costs

- \$31.2 million in actual and already approved,
  - determined by OEB as \$22.4M of guaranteed cost, plus additional \$8.9M approved development costs
  - (\$3.7M) permanently disallowed, not to be included
- \$5.3M still eligible as phase-shift construction costs
  - Environmental Assessment review of \$0.4M;
  - Land option negotiation of \$1.4M;
  - Land acquisition negotiation of <\$0.1M; and
  - Economic Participation \$3.4M

Cost	\$M
Development Approved	31.2
Development Shifted	5.3
Construction	737
<b>Total</b>	<b>\$773</b>

# Rate Case Summary

- NextBridge is well-positioned on key rate parameters compared to the outlook at our Leave to Construct (LTC) proceeding

Key Elements	LTC	Rate Application
Capital Costs	C\$777 MM	C\$773 MM
Capital Structure <sup>(1)</sup>	60/40	60/40
Return on Equity <sup>(1)</sup>	9.0% ROE	8.5% ROE
Depreciation	50 Years	83 years
OM&A	\$3.9 MM	\$4.9 MM
Taxes	20% Non-taxable (BLP)	20% Non-taxable (BLP)

1) Capital structure and ROE are not litigated. Return on equity for transmission utilities is set annually and tracks interest rates. Current rate is 8.5% but based on current market conditions we anticipate this could be set at 8.25% during the course of our rate case

# Rate Case Summary

- For the rate term, your revenue requirement is escalated by the formula:
  - Revenue = Prior Year Revenue x (Inflation - Productivity)

Key Elements	NextBridge Ask	Bruce-Milton (HONI)	Niagara (HONI)
Rate Term	10 yrs	5 yrs	5 yrs
Inflation	2.0%	1.8%	0.9%
Productivity	0%	0.6%	0.6%
Profit Sharing	0%	50% over 100 bps	50% over 100 bps
Rate Case Trigger	300 bps	300 bps	300 bps



# Rate Case – Variance Accounts

- NextBridge will request variance accounts to control risks that might occur after initial rates are set

Risk	Variance/Deferral Account	Disposition Timing
Construction costs (incl. COVID & IDC)	Construction Cost Variance	One year post-COD
Law or tax changes	Tax Rate and Rule Deferral	Dependent on event
Debt rate	Debt Cost Variance	One year post-COD
In-service date vs. UTR inclusion	Revenue Deferral	One year post-COD
Over earning	Profit Sharing	End of rate cycle
Unforeseen Events outside of NB control	Z-Factor (only requested when event occurs)	Dependent on event

# Monthly Construction Report

- Enbridge and OMERs have asked for additional reporting information on the monthly construction reports

	Information Request
Variance Reporting	<ul style="list-style-type: none"> <li>Comparison of works completed vs. Budget relative to money spent vs. Budget</li> <li>The above should be done for the month's activities on a consolidated project basis as well as broken down by main activities</li> <li>On a cumulative, project-to-date timeframe, include progress curves for both the project overall and broken out by the main activities listed above:</li> </ul>
Improved Progress Commentary	<ul style="list-style-type: none"> <li>For each of the main activities, provide commentary on:               <ul style="list-style-type: none"> <li>What works occurred in the month</li> <li>What contributed to the variances in both works completed (vs. planned) and spend (vs. Budget) for the month</li> <li>If there are variance, discuss causes, impact (if any) to schedule / Budget, what is being done to recover</li> </ul> </li> </ul>
Improved Permitting & First Nations Commentary	<ul style="list-style-type: none"> <li>For each work front, include:               <ul style="list-style-type: none"> <li>Outstanding permits</li> <li>Commentary discussing recent developments and updates / impacts to schedules, if any</li> <li>Mitigation plans</li> </ul> </li> <li>To the extent First Nations issues are affecting permitting / scheduling, highlight summary of recent conversations and proposed next steps</li> </ul>

# Monthly Construction Report

- Variance analysis would be done for:
  - ROW clearing
  - Access roads and pads
  - Foundation and anchors
  - Structure assembly
  - Tower erection
  - Conductor stringing
- Discuss what contributed to the variances in both works completed (vs. planned) and spend (vs. budget) for the month
- If there are variance in the month, discuss causes, impact (if any) to schedule/budget, what is being done to recover

Category	Actuals During the Month	Budgeted for the Month	Actuals to-Date	Budget to-Date	Delta (Month)	Delta (To-Date)
Works Completed	X	Y	X	Y	$(X/Y)-1$	$(X/Y)-1$
Money Spent	\$x	\$y	\$x	\$y	$(\$x/\$y)-1$	$(\$x/\$y)-1$

# Financial Update – April

Confidential - as of 4/30/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>2,728,661</b>	<b>31,247,887</b>	<b>28,519,226</b>	<b>178,739,930</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>320,237</b>	<b>434,600</b>	<b>114,363</b>	<b>13,523,138</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>466,664</b>	<b>488,248</b>	<b>21,584</b>	<b>12,447,755</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	585,124	573,120	(12,004)	14,275,831	23,830,512	23,830,512	0%
7 Other Consultation	(15,022)	77,620	92,642	901,279	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	93,042	123,472	30,430	3,257,176	5,405,078	5,405,078	0%
13 EWT Management	158,685	71,757	(86,928)	3,728,805	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>4,337,390</b>	<b>33,016,703</b>	<b>28,679,314</b>	<b>226,873,914</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	535,491	535,491	-	7,652,293	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>4,872,881</b>	<b>33,552,194</b>	<b>28,679,314</b>	<b>234,526,207</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>4,872,881</b>	<b>33,552,194</b>	<b>28,679,314</b>	<b>274,775,708</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates  
 2 On the record (EB-2017-0182)  
 3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

# Development Dashboard

Work Front	Approval
1	22-Nov
7	22-Nov
6	20-Dec
2	13-Dec
8	20-Dec
3	31-Jan
9	20-Dec
4	31-Jan
5	31-Jan
10	<i>partial</i>
11	

30 Day Project Review - Completed

- Construction continued until April 3<sup>rd</sup>

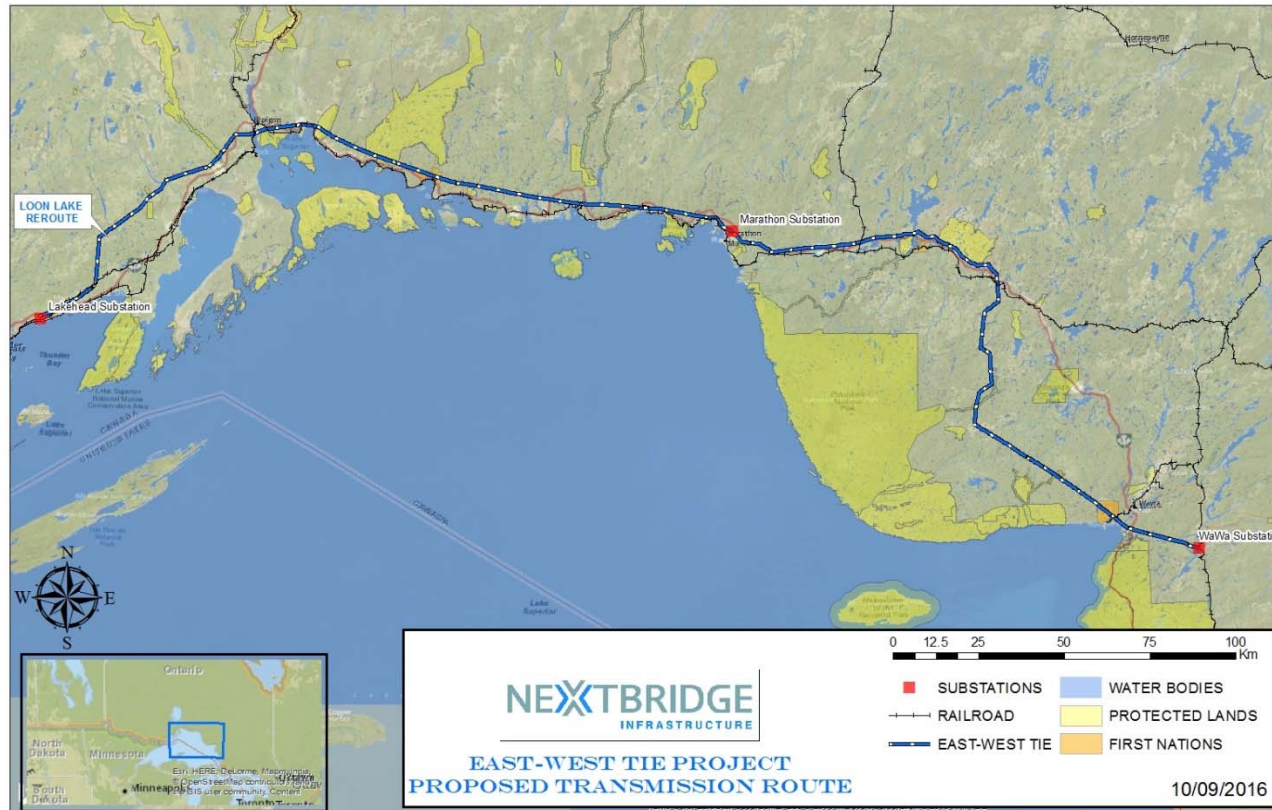
30 Day Project Review - Incomplete

Next 30 Days – Upcoming Activities

- New project schedule
- Permits for rest of work fronts – 10,11
- Finalizing 28.2 with First Nations
- Signing HONI Connection and Cost Recovery Agreement
- Signing mining lease hold agreements

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on 28.2 permits
- Next Board meeting schedule – Friday June 12



## Appendix – Updated May 7

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p>Engagement team working a plan for a re-launched facilitator program for construction re-launch.</p> <ul style="list-style-type: none"> <li>COVID-19 protocols likely make re-launching the program w/ the same structure impossible due to inability to share vehicles with ATWELL/DST crew – may require NextBridge providing vehicles</li> <li>Re-launched program will involve employing fewer facilitators to manage costs and ensure the safety of Indigenous facilitators in the field</li> </ul>	Ongoing
<p>In the process of concluding 28.2 permits (PPFN &amp; MFN) and resolving Pic Mobert ATR access issue / cultural site concerns.</p>	Ongoing
<p>Actively working to continue progress with BZA:</p> <ul style="list-style-type: none"> <li>BZA has accepted tentative settlement offer presented by NextBridge and Ontario to withdrawal the judicial review of Project approvals – currently in the process of negotiating settlement terms between legal teams;</li> </ul>	Ongoing
<p>Collaborating with Indigenous Partners on COVID-19 Response</p> <ul style="list-style-type: none"> <li>Actively engaging with Indigenous communities on the re-start plans for construction to ensure support plan and to ensure ongoing strong economic participation by Indigenous businesses</li> </ul>	Ongoing

# Project Management Office

---

Item	Status
<ul style="list-style-type: none"><li>Project Management<ul style="list-style-type: none"><li>Coordination with internal and external stakeholders</li><li>Communication with NextBridge Board</li><li>Project financing and cash management</li></ul></li></ul>	Ongoing
<ul style="list-style-type: none"><li>Cost Management<ul style="list-style-type: none"><li>Budget / Variance reporting</li></ul></li></ul>	Ongoing
<ul style="list-style-type: none"><li>Financial Reporting<ul style="list-style-type: none"><li>Financial statement preparation / Audit</li></ul></li></ul>	Complete for 2018
<ul style="list-style-type: none"><li>Regulatory Filings<ul style="list-style-type: none"><li>OEB reporting</li><li>Ad hoc regulatory filings</li></ul></li></ul>	Ongoing Next report due April

# Regulatory

Item	Status
<ul style="list-style-type: none"><li>Support land acquisition activities (required for construction)<ul style="list-style-type: none"><li>Negotiations with landowners and disposition holders</li><li>Regulatory proceedings where unable to reach agreement</li></ul></li></ul>	See update from Land  Mining Claims – have now settled with all claim holders. Hearing set for May 2020 has been cancelled.
<ul style="list-style-type: none"><li>Legal support for litigation – BZA judicial review and appeal</li></ul>	Ongoing
<ul style="list-style-type: none"><li>Regulatory Filings<ul style="list-style-type: none"><li>OEB reporting</li><li>Ad hoc regulatory filings</li></ul></li></ul>	Ongoing support

# Engineering & Construction

Item	Status
<ul style="list-style-type: none"> <li>Confirm COD &amp; Update Construction Schedule</li> </ul>	<p>Currently in discussion with Valard to revise schedule and milestones following pause in construction due to COVID-19</p>
<ul style="list-style-type: none"> <li>Detailed Project Plans &amp; Permitting</li> </ul>	<p>All DPP's submitted as of 11/14/19            All Land use and work permits submitted to MNRF, permits have been partially released for work fronts 1, 2, 3, 5, 6, 7, 8, 9.            Barrick Gold resolved in WF7            Still no access to ATR lands in WF's 5, 8, and 11</p>
<ul style="list-style-type: none"> <li>Completion</li> </ul>	<p>*No change in quantities since last month            511 Structures cleared with winter and all season roads built            165 Foundations installed            190 Structures assembled            43 Structures erected</p>
<ul style="list-style-type: none"> <li>Procurement: Towers/Conductors</li> </ul>	<p>432 Towers delivered to site            165 Reels of conductor            32 Reels of OHGW onsite            25 Reels of OPGW on site</p>

# Stakeholder Relations

Item	Status
<ul style="list-style-type: none"> <li>• Web site and Social Media               <ul style="list-style-type: none"> <li>• Facebook Group for the project continues to grow with 87 members (increase of 4 from last report).</li> <li>• Continue to share up to date project information including employment and contracting opportunities, project notifications and construction schedule updates, via social media.</li> </ul> </li> </ul> <p>Limited updates this reporting period given temporary suspension of construction.</p>	Ongoing
<ul style="list-style-type: none"> <li>• Construction Notification and Updates               <ul style="list-style-type: none"> <li>• NextBridge branded construction awareness signs continue to be deployed at most Provincial Park entrances and along trails entering the ROW. Nimoosh Provincial Park will be signed after access is granted.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Engagement and Messaging               <ul style="list-style-type: none"> <li>• Key messages developed specifically for Land Agents to share with landowners regarding the temporary suspension of construction work due to COVID-19.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Community Investment Program               <ul style="list-style-type: none"> <li>• \$1,000 from the CI budget for each right of way community directed to the food bank that supports that community in response to COVID-19. Conducted in consultation with local Mayors and Reeves.</li> <li>• Two applications submitted to NEE for consideration and approval have been put on hold given the events may not take place due to COVID-19</li> </ul> </li> </ul>	Ongoing

# Land

Work Front	Land - ROW	Land - Access
Work Front 7	79%	95%
Work Front 8	100%	100%
Work Front 1	99%	100%
Work Front 9	100%	100%
Work Front 2	100%	100%
Work Front 3	95%	91%
Work Front 6	99.8%	100%
Work Front 4	100%	100%
Work Front 5	96%	100%
Work Front 11	73%	91%
Work Front 10	100%	100%

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	286	291	98%
Workfront 4	242	242	100%
Workfront 5	315	316	99%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	305	314	97%
Workfront 11	263	290	91%



OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	46	47	98%
Workfront 2	11	11	100%
Workfront 3	46	46	100%
Workfront 4	0	3	0.0%
Workfront 5	6	7	86%
Workfront 6	62	62	100%
Workfront 7	16	19	84%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	22	25	88%

# Environment

Item	Status
MNRF/MECP Detailed Project Plans MNRF/MECP Permit Applications	<p>All Workfront Detailed Project Plans and associated Permit Applications have been submitted. All Conservation Reserve, Provincial Park DPPs have been submitted; Kama Cliffs CR DPP and Gravel River PP DPP are under review by MECP.</p> <p>MNRF and MECP approvals have been received for WF 1, 2, 3, 4, 5, 6, 7, 8 and 9, and partially for WF 10. We have not received permits for WF 11.</p>
Federal and Provincial Permit Applications	<p>Federal and provincial permit applications have been submitted.</p> <p>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula and Letters of Authorization for Eastern Whip-poor-will and SAR BatMaternity Roosts.</p> <p>DFO Letter of Approvals have been received for WFs 1, 2, 5, 6, 7, 8.  <b>Project is awaiting approval for WF 3, 4, 9, 10, 11.</b></p> <p>Nav Waters Authorizations have been submitted; 2 have been approved in WF 6, 1 is under review for the Nipigon River in WF 3.</p>
Environmental Training/Kickoff	<p>Initial Environmental Training completed; additional sessions ongoing as-needed</p>
Pre-construction Environmental Surveys	<p>Will be conducted as required based on Construction Schedule / WorkOrder</p>

# Operations

Item	Status
<ul style="list-style-type: none"> <li>Operationalize commitments in the Leave to Construct</li> </ul>	<p>Commitment list has been established            Completion of activities will occur during the 18 months leading up to COD</p>
<ul style="list-style-type: none"> <li>Early identification of operations support resources</li> </ul>	<p>Ops Manager identified</p>
<ul style="list-style-type: none"> <li>Coordination with HONI on Interconnect Agreement and crossings</li> </ul>	<p>Coordination has started, visit exchanges being set up first half of 2020 (on-hold due to COVID-19)            Discussions ongoing with HONI to secure agreements and crossings</p>
<ul style="list-style-type: none"> <li>Identify all NERC/FERC requirements</li> </ul>	<p>Task begins 12 months pre-COD</p>
<ul style="list-style-type: none"> <li>Establish convenience contracts for operations support</li> </ul>	<p>RFP's received and final contract negotiations are ongoing</p>



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

June 12, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Rate Case Update
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- In consultation with the BLP communities we have restarted construction – May 19
  - A slow rolling start
  - Nipigon Camp opened next to Red Rock Indian Reserve
- Michipicoten
  - 28.2 permit still being withheld due to contracting issues
  - [REDACTED]
- Pays Plat
  - 28.2 permit is recently with community – anticipate quick turn around
- Pic Moberg
  - Negotiations continue to allow work in culturally sensitive areas
  - Progress with Federal government on permitting access roads through ATR
- BZA
  - Settlement agreement negotiations with Government involved – no update

# Rate Case

---

- Progress has been made on draft
  - Content follows Chapter 2 filing guidelines
- Outstanding issues are on tax treatments and accounting treatment of capital vs. O&M costs
  - Oslers is preparing a tax memo to discuss with the partners
  - Consultation with Enbridge Regulatory legal and accounting recently
- Issues need to be resolved before creation of tables for application
- Working towards getting a draft for review in the next 2 weeks
  
- In service date discussion

# Financial Update – May

Confidential - as of 5/31/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>12,415,783</b>	<b>41,273,003</b>	<b>28,857,220</b>	<b>191,155,713</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>420,414</b>	<b>452,044</b>	<b>31,631</b>	<b>13,943,551</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>412,500</b>	<b>484,248</b>	<b>71,748</b>	<b>12,860,255</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	301,404	637,189	335,785	14,577,235	23,830,512	23,830,512	0%
7 Other Consultation	56,778	61,839	5,061	958,057	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	167,375	123,472	(43,903)	3,424,551	5,405,078	5,405,078	0%
13 EWT Management	33,604	65,757	32,152	3,762,409	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>13,807,857</b>	<b>43,097,552</b>	<b>29,289,695</b>	<b>240,681,771</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	544,455	544,455	-	8,196,748	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>14,352,312</b>	<b>43,642,007</b>	<b>29,289,695</b>	<b>248,878,519</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>14,352,312</b>	<b>43,642,007</b>	<b>29,289,695</b>	<b>289,128,020</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates  
 2 On the record (EB-2017-0182)  
 3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019



# Development Dashboard

Work Front	Approval
1	22-Nov
7	22-Nov
6	20-Dec
2	13-Dec
8	20-Dec
3	31-Jan
9	20-Dec
4	31-Jan
5	31-Jan
10	<i>partial</i>
11	<i>partial</i>

**30 Day Project Review - Completed**

- Construction commenced May 19
- Opening of Nipigon Camp

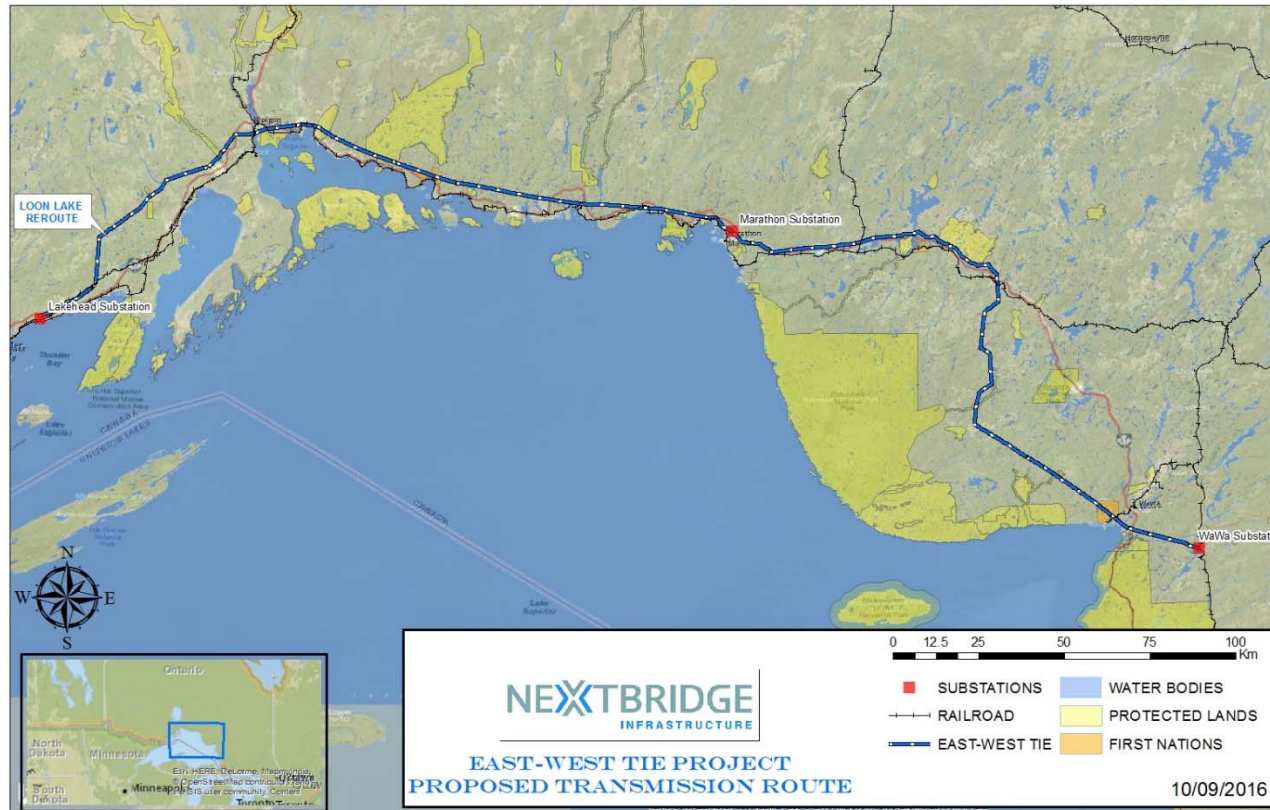
**30 Day Project Review - Incomplete**

**Next 30 Days – Upcoming Activities**

- Permits for rest of work fronts – 10,11
- Finalizing 28.2 with First Nations
- Signing HONI Connection and Cost Recovery Agreement
- Signing mining lease hold agreements
- Draft of rate case application

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on 28.2 permits
- Continue on rate case drafting
- Next Board meeting schedule – Friday July 10

# Appendix – Updated **June 10 2020**

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p>Engagement team has finalized a plan for a re-launched facilitator program for the construction re-launch and is now working on implementation.</p> <ul style="list-style-type: none"> <li>COVID-19 protocols made re-launching with same structure impossible – new program requires the procurement of 7 pick up vehicles which will be booked to the COVID account given they were unbudgeted and not planned for.</li> <li>Targeting a July ramp up of the program – overall the program remains largely within existing budgets.</li> </ul>	Ongoing
<p>In the process of concluding 28.2 permits (PPFN &amp; MFN) and resolving Pic Moberg ATR access issue / cultural site concerns - good progress being made on all three permits with MFN representing the largest risk.</p>	Ongoing
<p>Actively working to continue progress with BZA:</p> <ul style="list-style-type: none"> <li>NextBridge and Ontario legal council have sent respective letters to BZA legal council outlining our terms required for settlement on June 1 – next steps will be to conclude negotiations and settle legal action if BZA accepts the terms.</li> </ul>	Ongoing
<p>Nipigon Camp Re-opening and ongoing engagement with Indigenous Partners</p> <ul style="list-style-type: none"> <li>RRIB extremely hesitant to re-open Nipigon camp on their property – after three weeks of negotiations the engagement team secured their agreement, Valard has created some issues following the opening with breaches to conditions set – seems to be resolved.</li> <li>Regular updates being provided to communities and strong Indigenous economic participation rates post ramp-up</li> </ul>	Ongoing

# Project Management Office

Item	Status
<ul style="list-style-type: none"><li>Project Management<ul style="list-style-type: none"><li>Coordination with internal and external stakeholders</li><li>Communication with NextBridge Board</li><li>Project financing and cash management</li></ul></li></ul>	Ongoing
<ul style="list-style-type: none"><li>Cost Management<ul style="list-style-type: none"><li>Budget / Variance reporting</li></ul></li></ul>	Ongoing
<ul style="list-style-type: none"><li>Financial Reporting<ul style="list-style-type: none"><li>Financial statement preparation / Audit</li></ul></li></ul>	Complete for 2018
<ul style="list-style-type: none"><li>Regulatory Filings<ul style="list-style-type: none"><li>OEB reporting</li><li>Ad hoc regulatory filings</li></ul></li></ul>	Ongoing Next report <b>due July</b>

# Regulatory

Item	Status
<ul style="list-style-type: none"><li>Support land acquisition activities (required for construction)<ul style="list-style-type: none"><li>Negotiations with landowners and disposition holders</li><li>Regulatory proceedings where unable to reach agreement</li></ul></li></ul>	See update from Land  <b>No regulatory proceedings are underway or expected for the remaining acquisition of land.</b>
<ul style="list-style-type: none"><li>Legal support for litigation – BZA judicial review and appeal</li></ul>	Ongoing
<ul style="list-style-type: none"><li>Regulatory Filings<ul style="list-style-type: none"><li>OEB reporting</li><li>Ad hoc regulatory filings</li></ul></li></ul>	Ongoing support



# Engineering & Construction

Item	Status
<ul style="list-style-type: none"> <li>Confirm COD &amp; Update Construction Schedule</li> </ul>	<p>Valard submitted updated construction schedule on Unifier 6/9. Construction currently reviewing.</p>
<ul style="list-style-type: none"> <li>Detailed Project Plans &amp; Permitting</li> </ul>	<p>All DPP's submitted as of 11/14/19            All Land use and work permits submitted to MNRF, permits have been partially released for work fronts 1, 2, 3, 5, 6, 7, 8, 9.            Still no access to ATR lands in WF's 5, 8, and 11            Currently in environmentally sensitive time frame which limits clearing activities on site</p>
<ul style="list-style-type: none"> <li>Completion</li> </ul>	<p>No change in clearing or erection quantities            Foundation and assembly activities have resumed with full crews            511 Structures cleared with winter and all season roads built            165 Foundations installed            190 Structures assembled            43 Structures erected</p>
<ul style="list-style-type: none"> <li>Procurement: Towers/Conductors</li> </ul>	<p>550 Towers delivered to site            165 Reels of conductor            32 Reels of OHGW onsite            25 Reels of OPGW on site</p>

# Stakeholder Relations

Item	Status
<ul style="list-style-type: none"> <li>• Web site and Social Media               <ul style="list-style-type: none"> <li>• Facebook Group for the project continues to grow with 92 members (increase of 5 from last report).</li> <li>• Limited updates this reporting period given temporary suspension of construction.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Engagement and Messaging               <ul style="list-style-type: none"> <li>• Communicated with right-of-way Mayors regarding construction re-start emphasizing the commitment to public health and coordinated discussions on our approach with local public health authorities</li> <li>• Managing issue related to concerns of residents proximate to the proposed White River Camp. Responding to concerns and working with Township to resolve issues and proposing a virtual community forum to present camp facts and alleviate concerns in advance of a rezoning application meeting. Township is in favour of the proposed location.</li> <li>• Assisting Lands with Township of Nipigon negotiations regarding Easement Agreements and Ski Club trail replacement/relocation.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Community Investment Program               <ul style="list-style-type: none"> <li>• Reviewing three applications – two from Dorion and one from Nipigon.</li> </ul> </li> </ul>	Ongoing

# Land

WorkFront	Land -ROW	Land - Access
Work Front7	92%	95%
Work Front8	100%	100%
Work Front1	99%	100%
Work Front9	100%	100%
Work Front2	100%	100%
Work Front3	95%	91%
Work Front6	99.8%	100%
Work Front4	100%	100%
Work Front5	96%	100%
Work Front11	73%	91%
Work Front10	100%	100%

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	286	291	98%
Workfront 4	242	242	100%
Workfront 5	315	316	99%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	267	290	92%

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	46	47	98%
Workfront 2	11	11	100%
Workfront 3	46	46	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	16	19	84%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	22	25	88%

# Environment

Item	Status
MNRF/MECP Detailed Project Plans MNRF/MECP Permit Applications	<p>All Workfront Detailed Project Plans and associated Permit Applications have been submitted. <b>Some water crossing Work Permits are being resubmitted for WF 4, 5, 10, and 11 depending on results of field studies.</b></p> <p>All Conservation Reserve, Provincial Park DPPs have been submitted; Kama Cliffs CR DPP is under review by MECP.</p> <p>MNRF and MECP approvals have been received for WF 1, 2, 3, 4, 5, 6, 7, 8 and 9, and partially for WF 10 and 11.</p>
Federal and Provincial Permit Applications	<p>Federal and provincial permit applications have been submitted.</p> <p>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula and Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts.</p> <p>DFO Letter of Approvals have been received for WFs 1, 2, 3, 5, 6, 7, 8, 9. <b>Project is awaiting approval for WF, 4, 10, 11.</b></p> <p>Nav Waters Authorizations have been submitted; 2 have been approved in WF 6, 1 is under review for the Nipigon River in WF 3.</p>
Environmental Training/Kickoff	<p>Initial Environmental Training completed; additional sessions ongoing as-needed</p>
Pre-construction Environmental Surveys	<p>Will be conducted as required based on Construction Schedule /WorkOrder</p>

# Operations

Item	Status
<ul style="list-style-type: none"> <li>Operationalize commitments in the Leave to Construct</li> </ul>	Commitment list has been established Completion of activities will occur during the 18 months leading up to COD
<ul style="list-style-type: none"> <li>Early identification of operations support resources</li> </ul>	Ops Manager identified
<ul style="list-style-type: none"> <li>Coordination with HONI on Interconnect Agreement and crossings</li> </ul>	Coordination has started, visit exchanges being set up first half of 2020 (on-hold due to COVID-19) Discussions ongoing with HONI to secure agreements and crossings
<ul style="list-style-type: none"> <li>Identify all NERC/FERC requirements</li> </ul>	Task begins 12 months pre-COD
<ul style="list-style-type: none"> <li>Establish convenience contracts for operations support</li> </ul>	RFP's received and final contract negotiations are ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

July 10, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION





# Agenda

---

- Key Discussion Items
  - Indigenous
  - In Service Date
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- Working with BLP on financing arrangements
- Michipicoten
  - 28.2 permit and project agreement have been executed (NB, MFN, Feds)
  - Michipicoten is working with Valard to site a camp & laydown yard on reserve
- Pays Plat
  - 28.2 permit is with Federal government
  - No issues with community, amicable negotiation
  - Not needed until September for clearing
- Pic Moberg
  - Negotiations continue to allow work in culturally sensitive areas
  - Progress with Federal government on permitting access roads through ATR
- BZA
  - Settlement agreement drafted by NextBridge, awaiting comments from government before sending to BZA

# In Service Date

---

- Considerations
  - IESO Need
  - Valard Negotiations
  - Potential cost implications – reduction in acceleration costs
  - Rate case filing

# Financial Update – June

Confidential - as of 6/30/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>19,756,977</b>	<b>34,217,557</b>	<b>14,460,581</b>	<b>210,912,690</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					366,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>490,657</b>	<b>452,044</b>	<b>(38,613)</b>	<b>14,434,209</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>396,460</b>	<b>509,248</b>	<b>112,788</b>	<b>13,256,714</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	1,072,126	535,412	(536,714)	15,649,362	23,830,512	23,830,512	0%
7 Other Consultation	63,981	71,266	7,285	1,022,038	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	188,419	114,644	(73,774)	3,612,970	5,405,078	5,405,078	0%
13 EWT Management	70,541	67,757	(2,785)	3,832,950	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>22,039,161</b>	<b>35,967,929</b>	<b>13,928,768</b>	<b>262,720,932</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	572,991	572,991	-	8,769,739	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>22,612,152</b>	<b>36,540,920</b>	<b>13,928,768</b>	<b>271,490,671</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-		34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-		5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>22,612,152</b>	<b>36,540,920</b>	<b>13,928,768</b>	<b>311,740,172</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

# Development Dashboard

Work Front	Approval
1	22-Nov
7	22-Nov
6	20-Dec
2	13-Dec
8	20-Dec
3	31-Jan
9	20-Dec
4	31-Jan
5	31-Jan
10	<i>partial</i>
11	<i>partial</i>

**30 Day Project Review - Completed**

- Construction continues

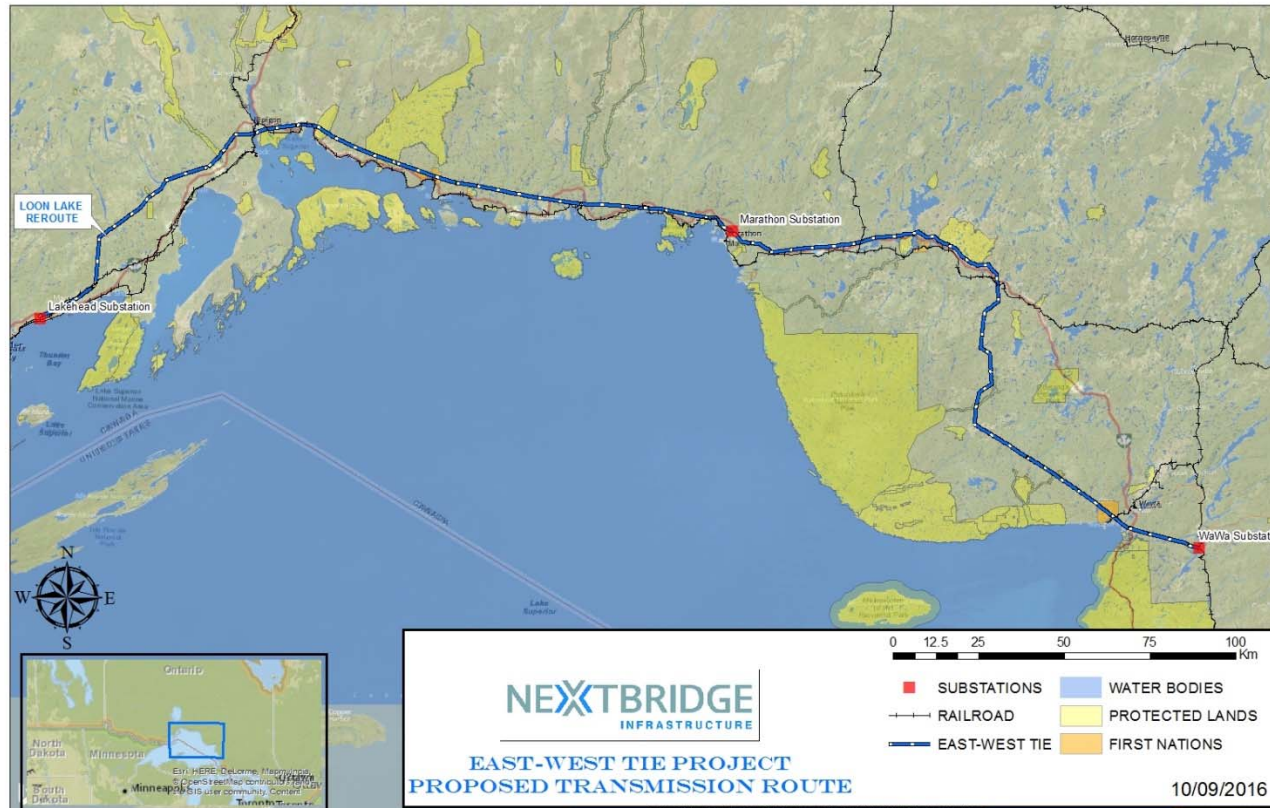
**30 Day Project Review - Incomplete**

**Next 30 Days – Upcoming Activities**

- Permits for rest of work fronts – 10,11
- Finalizing 28.2 with Pays Plat & Pic Mober
- Signing HONI Connection and Cost Recovery Agreement
- Signing mining lease hold agreements
- Draft of rate case application

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on obtaining a 28.2 permit for Pays Plat and Pic Mobert
- Continue on rate case drafting
- Next Board meeting schedule – Friday August 14



# Appendix – Updated July 10 2020

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p>Engagement team has re-launched the Indigenous facilitator program as of July 6<sup>th</sup> in a phased approach with a goal of having program fully up and running by mid-late August.</p> <ul style="list-style-type: none"> <li>2 communities up and running in phase 1, other 5 communities will ramp up as vehicles arrive and are outfitted with safety equipment.</li> <li>Vehicle costs will be charged to COVID-19 account for recovery – overall program is running on or slightly above budget with additional costs.</li> <li>Formal contract negotiated and put in place with Supercom to manage program</li> </ul>	Ongoing
<p>In the process of concluding 28.2 permits (PPFN &amp; MFN) and resolving Pic Moberg ATR access issue / cultural site concerns:</p> <ul style="list-style-type: none"> <li>MFN 28.2 and Project Agreement – Complete</li> <li>PPFN 28.2 and Project Agreement – Awaiting Federal Government Response but negotiations largely complete</li> <li>Pic Moberg – Chief &amp; Council has approved re-designed White Lake Narrows crossing option, commercial negotiations are complete around ATR access/mitigation settlement, and Federal government is reviewing ATR access permits</li> </ul>	Ongoing
<p>Actively working to continue progress with BZA:</p> <ul style="list-style-type: none"> <li>Settlement largely reached with BZA – last remaining step is to conclude agreement text which is with NextBridge legal – settlement expected by end of summer.</li> </ul>	Ongoing
<p>Nipigon Camp Re-opening and ongoing engagement with Indigenous Partners</p> <ul style="list-style-type: none"> <li>RRIB Camp issue has been resolved.</li> <li>Regular updates being provided to communities and strong Indigenous economic participation rates post ramp-up</li> </ul>	Ongoing

# Project Management Office

Item	Status
<ul style="list-style-type: none"><li>Project Management<ul style="list-style-type: none"><li>Coordination with internal and external stakeholders</li><li>Communication with NextBridge Board</li><li>Project financing and cash management</li></ul></li></ul>	Ongoing
<ul style="list-style-type: none"><li>Cost Management<ul style="list-style-type: none"><li>Budget / Variance reporting</li></ul></li></ul>	Ongoing
<ul style="list-style-type: none"><li>Financial Reporting<ul style="list-style-type: none"><li>Financial statement preparation / Audit</li></ul></li></ul>	Complete for 2018
<ul style="list-style-type: none"><li>Regulatory Filings<ul style="list-style-type: none"><li>OEB reporting</li><li>Ad hoc regulatory filings</li></ul></li></ul>	Ongoing Next report due April

# Regulatory

Item	Status
<ul style="list-style-type: none"><li>Support land acquisition activities (required for construction)<ul style="list-style-type: none"><li>Negotiations with landowners and disposition holders</li><li>Regulatory proceedings where unable to reach agreement</li></ul></li></ul>	See update from Land  No regulatory proceedings are underway or expected for the remaining acquisition of land.
<ul style="list-style-type: none"><li>Legal support for litigation – BZA judicial review and appeal</li></ul>	Ongoing
<ul style="list-style-type: none"><li>Regulatory Filings<ul style="list-style-type: none"><li>OEB reporting</li><li>Ad hoc regulatory filings</li></ul></li></ul>	Ongoing support

# Engineering & Construction

Item	Status
<ul style="list-style-type: none"> <li>Confirm COD &amp; Update Construction Schedule</li> </ul>	<p>Valard providing schedule updates weekly</p> <p>NextBridge and Valard teams participating in weekly scheduling call to monitor all activities on site and monitor COD</p>
<ul style="list-style-type: none"> <li>Detailed Project Plans &amp; Permitting</li> </ul>	<p>All DPP's submitted as of 11/14/19</p> <p>All Land use and work permits submitted to MNRF, permits have been partially released for work fronts 1, 2, 3, 5, 6, 7, 8, 9.</p> <p>Still no access to ATR lands in WF's 5, 8, and 11</p> <p>Currently in environmentally sensitive time frame which limits clearing activities on site</p>
<ul style="list-style-type: none"> <li>Completion</li> </ul>	<p>All activities are back in progress following the project shutdown</p> <p>Stringing activities are expected to start towards the end of July</p> <p>556 Structures cleared with winter and all season roads built</p> <p>223 Foundations installed</p> <p>264 Structures assembled</p> <p>60 Structures erected</p>
<ul style="list-style-type: none"> <li>Procurement: Towers/Conductors</li> </ul>	<p>620 Towers delivered to site</p> <p>165 Reels of conductor</p> <p>32 Reels of OHGW onsite</p> <p>25 Reels of OPGW on site</p>

# Stakeholder Relations

Item	Status
<ul style="list-style-type: none"> <li>Web site and Social Media               <ul style="list-style-type: none"> <li>Facebook Group for the project continues to grow with 98 members (increase of 6 from last report).</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>Engagement and Messaging               <ul style="list-style-type: none"> <li>Hosted virtual forum to address concerns of residents proximate to the proposed White River Camp on June 18. Recognizing the community would appeal the re-zoning application and that process would take too long for the construction schedule, we informed the community we were abandoning the site and seeking alternative locations in White River. A new site was identified and currently working with the Township to get approvals.</li> <li>Continued to assist Lands with Township of Nipigon negotiations regarding Easement Agreements and Ski Club trail replacement/relocation. Appear to have agreement as of June 3 and the Township is preparing a by-law for approval of the agreements.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>Community Investment Program               <ul style="list-style-type: none"> <li>Continuing to review two applications from Dorion. Application from Nipigon is on hold until outstanding agreements are settled.</li> </ul> </li> </ul>	Ongoing

# Land

WorkFront	Land -ROW	Land - Access
Work Front7	92%	95%
Work Front8	100%	100%
Work Front1	99%	100%
Work Front9	100%	100%
Work Front2	100%	100%
Work Front3	95%	91%
Work Front6	99.8%	100%
Work Front4	100%	100%
Work Front5	96%	100%
Work Front11	73%	91%
Work Front10	100%	100%

ACCESSCROSSINGS SUMMARYBY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront1	134	134	100%
Workfront2	74	74	100%
Workfront3	286	291	98%
Workfront4	242	242	100%
Workfront5	315	316	99%
Workfront6	472	472	100%
Workfront7	202	202	100%
Workfront8	290	290	100%
Workfront9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	270	290	93%



OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	46	47	98%
Workfront 2	11	11	100%
Workfront 3	46	46	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	16	19	84%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	24	25	96%

# Environment

Item	Status
<ul style="list-style-type: none"> <li>MNRF/MECP Detailed Project Plans</li> <li>MNRF/MECP Permit Applications</li> </ul>	<p>All Workfront Detailed Project Plans and associated Permit Applications have been submitted. Some water crossing Work Permits are being resubmitted for WF 5, 10, and 11 depending on results of field studies.</p> <p>All Conservation Reserve, Provincial Park DPPs have been submitted; Kama Cliffs CR DPP is under review by MECP.</p> <p>MNRF and MECP approvals have been received for WF 1, 2, 3, 4, 5, 6, 7, 8 and 9, and partially for WF 10 and 11.</p>
<ul style="list-style-type: none"> <li>Federal and Provincial Permit Applications</li> </ul>	<p>Federal and provincial permit applications have been submitted.</p> <p>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula and Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts.</p> <p>DFO Letter of Approvals have been received for WFs 1, 2, 3, 4, 5, 6, 7, 8, 9. Project is awaiting approval for WF 10, 11.</p> <p>Nav Waters Authorizations have been submitted; 2 have been approved in WF 6, 1 is under review for the Nipigon River in WF 3.</p>
<ul style="list-style-type: none"> <li>Environmental Training/Kickoff</li> </ul>	<p>Initial Environmental Training completed; additional sessions ongoing as-needed</p>
<ul style="list-style-type: none"> <li>Pre-construction Environmental Surveys</li> </ul>	<p>Will be conducted as required based on Construction Schedule /WorkOrder</p>

# Operations

Item	Status
<ul style="list-style-type: none"> <li>Operationalize commitments in the Leave to Construct</li> </ul>	Commitment list has been established Completion of activities will occur during the 18 months leading up to COD <b>Current activities include:</b> <ul style="list-style-type: none"> <li>Spares identification</li> <li>Document control/management processes</li> </ul>
<ul style="list-style-type: none"> <li>Early identification of operations support resources</li> </ul>	Operations Manager identified
<ul style="list-style-type: none"> <li>Coordination with HONI on Interconnect Agreement and crossings</li> </ul>	<b>Discussions ongoing with HONI to secure agreements and crossings; visits remain on hold due to COVID</b>
<ul style="list-style-type: none"> <li>Identify all NERC/FERC requirements</li> </ul>	Task begins 12 months pre-COD
<ul style="list-style-type: none"> <li>Establish convenience contracts for operations support</li> </ul>	RFP's received and winning proposal determined <b>Final stage of contract negotiation underway (terms and conditions are the final item to be completed)</b>

# Appendix – Updated July 8 2020

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p>Engagement team has re-launched the Indigenous facilitator program as of July 6<sup>th</sup> in a phased approach with a goal of having program fully up and running by mid-late August.</p> <ul style="list-style-type: none"> <li>• 2 communities up and running in phase 1, other 5 communities will ramp up as vehicles arrive and are outfitted with safety equipment.</li> <li>• Vehicle costs will be charged to COVID-19 account for recovery – overall program is running on or slightly above budget with additional costs.</li> <li>• Formal contract negotiated and put in place with Supercom to manage program</li> </ul>	Ongoing
<p>In the process of concluding 28.2 permits (PPFN &amp; MFN) and resolving Pic Moberg ATR access issue / cultural site concerns:</p> <ul style="list-style-type: none"> <li>• MFN 28.2 and Project Agreement – Complete</li> <li>• PPFN 28.2 and Project Agreement – Awaiting Federal Government Response but negotiations largely complete</li> <li>• Pic Moberg – Chief &amp; Council has approved re-designed White Lake Narrows crossing option, commercial negotiations are complete around ATR access/mitigation settlement, and Federal government is reviewing ATR access permits</li> </ul>	Ongoing
<p>Actively working to continue progress with BZA:</p> <ul style="list-style-type: none"> <li>• Settlement largely reached with BZA – last remaining step is to conclude agreement text which is with NextBridge legal – settlement expected by end of summer.</li> </ul>	Ongoing
<p>Nipigon Camp Re-opening and ongoing engagement with Indigenous Partners</p> <ul style="list-style-type: none"> <li>• RRIB Camp issue has been resolved.</li> <li>• Regular updates being provided to communities and strong Indigenous economic participation rates post ramp-up</li> </ul>	Ongoing

# Project Management Office

Item	Status
<ul style="list-style-type: none"><li>Project Management<ul style="list-style-type: none"><li>Coordination with internal and external stakeholders</li><li>Communication with NextBridge Board</li><li>Project financing and cash management</li></ul></li></ul>	Ongoing
<ul style="list-style-type: none"><li>Cost Management<ul style="list-style-type: none"><li>Budget / Variance reporting</li></ul></li></ul>	Ongoing
<ul style="list-style-type: none"><li>Financial Reporting<ul style="list-style-type: none"><li>Financial statement preparation / Audit</li></ul></li></ul>	Complete for 2018
<ul style="list-style-type: none"><li>Regulatory Filings<ul style="list-style-type: none"><li>OEB reporting</li><li>Ad hoc regulatory filings</li></ul></li></ul>	Ongoing Next report due April

# Regulatory

Item	Status
<ul style="list-style-type: none"><li>Support land acquisition activities (required for construction)<ul style="list-style-type: none"><li>Negotiations with landowners and disposition holders</li><li>Regulatory proceedings where unable to reach agreement</li></ul></li></ul>	See update from Land  No regulatory proceedings are underway or expected for the remaining acquisition of land.
<ul style="list-style-type: none"><li>Legal support for litigation – BZA judicial review and appeal</li></ul>	Ongoing
<ul style="list-style-type: none"><li>Regulatory Filings<ul style="list-style-type: none"><li>OEB reporting</li><li>Ad hoc regulatory filings</li></ul></li></ul>	Ongoing support

# Engineering & Construction

Item	Status
<ul style="list-style-type: none"> <li>Confirm COD &amp; Update Construction Schedule</li> </ul>	<p>Valard providing schedule updates weekly</p> <p>NextBridge and Valard teams participating in weekly scheduling call to monitor all activities on site and monitor COD</p>
<ul style="list-style-type: none"> <li>Detailed Project Plans &amp; Permitting</li> </ul>	<p>All DPP's submitted as of 11/14/19</p> <p>All Land use and work permits submitted to MNRF, permits have been partially released for work fronts 1, 2, 3, 5, 6, 7, 8, 9.</p> <p>Still no access to ATR lands in WF's 5, 8, and 11</p> <p>Currently in environmentally sensitive time frame which limits clearing activities on site</p>
<ul style="list-style-type: none"> <li>Completion</li> </ul>	<p>All activities are back in progress following the project shutdown</p> <p>Stringing activities are expected to start towards the end of July</p> <p>556 Structures cleared with winter and all season roads built</p> <p>223 Foundations installed</p> <p>264 Structures assembled</p> <p>60 Structures erected</p>
<ul style="list-style-type: none"> <li>Procurement: Towers/Conductors</li> </ul>	<p>620 Towers delivered to site</p> <p>165 Reels of conductor</p> <p>32 Reels of OHGW onsite</p> <p>25 Reels of OPGW on site</p>



# Stakeholder Relations

Item	Status
<ul style="list-style-type: none"> <li>• Web site and Social Media               <ul style="list-style-type: none"> <li>• Facebook Group for the project continues to grow with 98 members (increase of 6 from last report).</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Engagement and Messaging               <ul style="list-style-type: none"> <li>• Hosted virtual forum to address concerns of residents proximate to the proposed White River Camp on June 18. Recognizing the community would appeal the re-zoning application and that process would take too long for the construction schedule, we informed the community we were abandoning the site and seeking alternative locations in White River. A new site was identified and currently working with the Township to get approvals.</li> <li>• Continued to assist Lands with Township of Nipigon negotiations regarding Easement Agreements and Ski Club trail replacement/relocation. Appear to have agreement as of June 3 and the Township is preparing a by-law for approval of the agreements.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Community Investment Program               <ul style="list-style-type: none"> <li>• Continuing to review two applications from Dorion. Application from Nipigon is on hold until outstanding agreements are settled.</li> </ul> </li> </ul>	Ongoing

# Land

WorkFront	Land -ROW	Land - Access
Work Front7	92%	95%
Work Front8	100%	100%
Work Front1	99%	100%
Work Front9	100%	100%
Work Front2	100%	100%
Work Front3	95%	91%
Work Front6	99.8%	100%
Work Front4	100%	100%
Work Front5	96%	100%
Work Front11	73%	91%
Work Front10	100%	100%

ACCESSCROSSINGS SUMMARYBY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY
Workfront1	134	134	100%
Workfront2	74	74	100%
Workfront3	286	291	98%
Workfront4	242	242	100%
Workfront5	315	316	99%
Workfront6	472	472	100%
Workfront7	202	202	100%
Workfront8	290	290	100%
Workfront9	147	147	100%
Workfront10	314	314	100%
Workfront11	270	290	93%

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	46	47	98%
Workfront 2	11	11	100%
Workfront 3	46	46	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	16	19	84%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	24	25	96%

# Environment

Item	Status
<ul style="list-style-type: none"> <li>MNRF/MECP Detailed Project Plans</li> <li>MNRF/MECP Permit Applications</li> </ul>	<p>All Workfront Detailed Project Plans and associated Permit Applications have been submitted. Some water crossing Work Permits are being resubmitted for WF 5, 10, and 11 depending on results of field studies.</p> <p>All Conservation Reserve, Provincial Park DPPs have been submitted; Kama Cliffs CR DPP is under review by MECP.</p> <p>MNRF and MECP approvals have been received for WF 1, 2, 3, 4, 5, 6, 7, 8 and 9, and partially for WF 10 and 11.</p>
<ul style="list-style-type: none"> <li>Federal and Provincial Permit Applications</li> </ul>	<p>Federal and provincial permit applications have been submitted.</p> <p>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula and Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts.</p> <p>DFO Letter of Approvals have been received for WFs 1, 2, 3, 4, 5, 6, 7, 8, 9. Project is awaiting approval for WF 10, 11.</p> <p>Nav Waters Authorizations have been submitted; 2 have been approved in WF 6, 1 is under review for the Nipigon River in WF 3.</p>
<ul style="list-style-type: none"> <li>Environmental Training/Kickoff</li> </ul>	<p>Initial Environmental Training completed; additional sessions ongoing as-needed</p>
<ul style="list-style-type: none"> <li>Pre-construction Environmental Surveys</li> </ul>	<p>Will be conducted as required based on Construction Schedule / Work Order</p>

# Operations

Item	Status
<ul style="list-style-type: none"><li>Operationalize commitments in the Leave to Construct</li></ul>	Commitment list has been established Completion of activities will occur during the 18 months leading up to COD <b>Current activities include:</b> <ul style="list-style-type: none"><li>Spares identification</li><li>Document control/management processes</li></ul>
<ul style="list-style-type: none"><li>Early identification of operations support resources</li></ul>	Operations Manager identified
<ul style="list-style-type: none"><li>Coordination with HONI on Interconnect Agreement and crossings</li></ul>	<b>Discussions ongoing with HONI to secure agreements and crossings; visits remain on hold due to COVID</b>
<ul style="list-style-type: none"><li>Identify all NERC/FERC requirements</li></ul>	Task begins 12 months pre-COD
<ul style="list-style-type: none"><li>Establish convenience contracts for operations support</li></ul>	RFP's received and winning proposal determined <b>Final stage of contract negotiation underway (terms and conditions are the final item to be completed)</b>



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

August 14, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Permitting
- Financial Update
- Development Dashboard
- Next Steps



# Indigenous

---

- Michipicoten
  - 28.2 permit and project agreement have been executed (NB, MFN, Feds)
  - Michipicoten is working with Valard to site a camp & laydown yard on reserve
- Pays Plat
  - 28.2 permit is with Federal government
  - No issues with community, amicable negotiation
  - Not needed until September for clearing
- Pic Mobert
  - Negotiations continue to allow work in culturally sensitive areas
  - Progress with Federal government on permitting access roads through ATR
- BZA
  - Settlement agreement drafted by NextBridge, awaiting comments from government before sending to BZA

# Permitting

---

- NextBridge continues to push for all permits in hand by September 1<sup>st</sup> to open up work fronts for clearing
- Major outstanding permits relate to:
  - Federal 28.2 permits
  - Related to Pic Moberg lands (work permits & land use permits)
- Need to clear as much as possible during this winter season
  - IESO has not yet responded to COD extension, still driving for original COD
  - Need buffer for events out of NextBridge's control (e.g. COVID resurgence, warm winter)

# Financial Update – July

Confidential - as of 7/31/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>30,445,860</b>	<b>34,217,557</b>	<b>3,771,698</b>	<b>241,358,550</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>636,694</b>	<b>452,044</b>	<b>(184,650)</b>	<b>15,070,903</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>422,541</b>	<b>574,248</b>	<b>151,707</b>	<b>13,679,256</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
<b>4 Land Rights (excludes Aboriginal)</b>	<b>316,774</b>	<b>532,360</b>	<b>215,586</b>	<b>15,966,135</b>	<b>23,830,512</b>	<b>23,830,512</b>	<b>0%</b>
7 Other Consultation	27,393	50,123	22,730	1,049,431	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	90,394	59,689	(30,705)	3,703,363	5,405,078	5,405,078	0%
13 EWT Management	53,460	71,757	18,297	3,886,410	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>31,993,116</b>	<b>35,957,779</b>	<b>3,964,663</b>	<b>294,714,048</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
<b>14 Interest During Construction (IDC)<sup>1</sup></b>	<b>618,539</b>	<b>618,539</b>	<b>-</b>	<b>9,388,278</b>	<b>31,003,000</b>	<b>31,003,000</b>	<b>0%</b>
<b>Total Construction Costs<sup>2</sup></b>	<b>32,611,655</b>	<b>36,576,317</b>	<b>3,964,663</b>	<b>304,102,326</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>32,611,655</b>	<b>36,576,317</b>	<b>3,964,663</b>	<b>344,351,827</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

# Development Dashboard

Work Front	Approval
1	November 2019
7	November 2019
6	December 2019
2	December 2019
8	December 2019
3	January 2020
9	December 2019
4	January 2020
5	January 2020
10	August 2020
11	August 2020

**30 Day Project Review - Completed**

- Construction continues
- Permits for work fronts 10 & 11

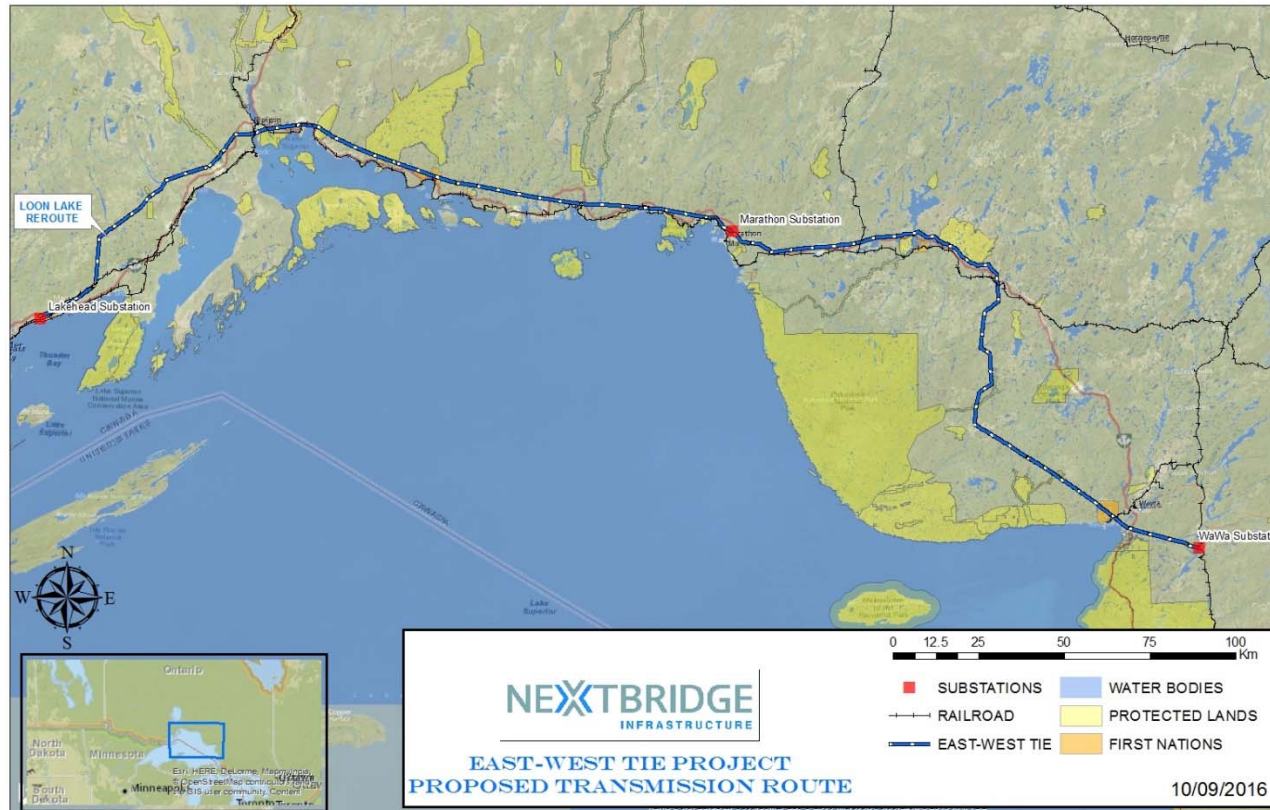
**30 Day Project Review - Incomplete**

**Next 30 Days – Upcoming Activities**

- Finalizing 28.2 with Pays Plat & Pic Mober
- Signing HONI Connection and Cost Recovery Agreement
- Signing mining lease hold agreements
- Draft of rate case application

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on obtaining a 28.2 permit for Pays Plat and Pic Mobert
- Continue on rate case drafting
- Next Board meeting schedule – Friday September 11

# Appendix – Updated **Aug 12**

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations



# Indigenous Relations

Item	Status
<p>Engagement team has re-launched the Indigenous facilitator program as of July 6<sup>th</sup> in a phased approach with two community facilitators in the field, and a goal of having program fully up and running by early September.</p> <ul style="list-style-type: none"> <li>• Five other communities will ramp up as vehicles arrive, are outfitted with safety equipment, and facilitators are trained on the vehicles.</li> <li>• Formal contract negotiated and put in place with Supercom to manage program</li> <li>• Review of Atwell program support in light of changes to the program structure and lessons learned is being undertaken.</li> </ul>	Ongoing
<p>In the process of concluding 28.2 permits (PPFN &amp; MFN) and resolving Pic Moberg ATR access issue / cultural site concerns:</p> <ul style="list-style-type: none"> <li>• MFN 28.2 and Project Agreement – Complete</li> <li>• PPFN 28.2 and Project Agreement – Awaiting Federal Government Response but negotiations largely complete</li> <li>• Pic Moberg – Working closely with the community to implement (including field surveys and archaeological work) the re-designed White Lake Narrows crossing option, the community is reviewing the mitigation agreement (and budget) and ATR permit, provided the visualization study results in no major concerns raised.</li> </ul>	Ongoing
<p>Actively working to continue progress with BZA:</p> <ul style="list-style-type: none"> <li>• Settlement largely reached with BZA – last remaining step is to conclude agreement text which is with NextBridge legal – settlement expected by end of summer.</li> </ul>	Ongoing
<p>Completed two signed Compensation Releases for RRIB Trappers.        Implementing the Caribou Relocation work with MFN:</p> <ul style="list-style-type: none"> <li>• Relaunched discussions with the community on next steps the Caribou Transfer Strategy;</li> <li>• Working on a transfer requirements and monitoring approach with the community.</li> </ul>	Ongoing

# Project Management Office

Item	Status
<ul style="list-style-type: none"> <li>• Project Management               <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Cost Management               <ul style="list-style-type: none"> <li>• Budget / Variance reporting</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Financial Reporting               <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul> </li> </ul>	Complete for 2018
<ul style="list-style-type: none"> <li>• Regulatory Filings               <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul> </li> </ul>	Ongoing 2Q OEB Quarterly Construction Progress Report Submitted July 22, 2020

# Regulatory

Item	Status
<ul style="list-style-type: none"><li>Support land acquisition activities (required for construction)<ul style="list-style-type: none"><li>Negotiations with landowners and disposition holders</li><li>Regulatory proceedings where unable to reach agreement</li></ul></li></ul>	See update from Land  No regulatory proceedings are underway or expected for the remaining acquisition of land.
<ul style="list-style-type: none"><li>Legal support for litigation – BZA judicial review and appeal</li></ul>	Ongoing
<ul style="list-style-type: none"><li>Support NextEra legal on rate case, including application development and witness preparation</li></ul>	Ongoing

# Engineering & Construction

Item	Status
<ul style="list-style-type: none"> <li>Confirm COD &amp; Update Construction Schedule</li> </ul>	Valard providing schedule updates weekly NextBridge and Valard teams participating in weekly scheduling call to monitor all activities on site and monitor COD
<ul style="list-style-type: none"> <li>Detailed Project Plans &amp; Permitting</li> </ul>	All DPP's submitted as of 11/14/19 All Land use and work permits submitted to MNRF, permits have been partially released for work fronts 1, 2, 3, 5, 6, 7, 8, 9, 10. Still no access to ATR lands in WF's 5, 8, and 11 Currently in environmentally sensitive time frame which limits clearing activities on site
<ul style="list-style-type: none"> <li>Completion</li> </ul>	All activities are back in progress following the project shutdown Stringing activities are expected to start towards the end of July <b>647 Structures cleared with winter and all season roads built</b> <b>352 Foundations installed</b> <b>352 Structures assembled</b> <b>136 Structures erected</b>
<ul style="list-style-type: none"> <li>Procurement: Towers/Conductors</li> </ul>	<b>682 Towers delivered to site</b> <b>330 Reels of conductor</b> <b>63 Reels of OHGW onsite</b> <b>78 Reels of OPGW on site</b>

# Stakeholder Relations

Item	Status
<ul style="list-style-type: none"> <li>• Web site and Social Media               <ul style="list-style-type: none"> <li>• Facebook Group for the project continues to grow with 108 members (increase of 10 from last report).</li> <li>• Posted construction and project news updated including positive coverage of Community Investments.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Engagement and Messaging               <ul style="list-style-type: none"> <li>• Continued to work with Township of White River to site a work camp at the alternative location. Township unanimously approved the site and recommended moving forward with obtaining necessary permits. Council prioritized addressing township flood plain mapping issues with MNRF to facilitate approval.</li> <li>• Assisted Lands with successful completion of Easement Agreements and Ski Club trail replacement/relocation negotiations in the Township of Nipigon.</li> <li>• Began preparations and planning for a right of way tour starting in late August.</li> </ul> </li> </ul>	Ongoing
<ul style="list-style-type: none"> <li>• Community Investment Program               <ul style="list-style-type: none"> <li>• Approved two applications for Dorion. Considering application from White River for Winnie’s Hometown Festival. Application from Nipigon is on hold as consideration is given to redistribution of funding to communities.</li> </ul> </li> </ul>	Ongoing

# Land

WorkFront	Land -ROW	Land - Access
Work Front7	98%	98%
Work Front8	100%	100%
Work Front1	99%	100%
Work Front9	100%	100%
Work Front2	100%	100%
Work Front3	100%	100%
Work Front6	99.8%	100%
Work Front4	100%	100%
Work Front5	96%	100%
Work Front11	74%	100%
Work Front10	100%	100%

ACCESSCROSSINGS SUMMARYBY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WT
Workfront1	134	134	100%
Workfront2	74	74	100%
Workfront3	291	291	100%
Workfront4	242	242	100%
Workfront5	315	316	99.7%
Workfront6	472	472	100%
Workfront7	202	202	100%
Workfront8	290	290	100%
Workfront9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	273	290	94%

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	46	47	98%
Workfront 2	11	11	100%
Workfront 3	46	46	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	16	19	84%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%



# Environment

Item	Status
<ul style="list-style-type: none"> <li>MNRF/MECP Detailed Project Plans</li> <li>MNRF/MECP Permit Applications</li> </ul>	<p>All Workfront Detailed Project Plans and associated Permit Applications have been submitted. Some water crossing Work Permits <b>have been</b> resubmitted for WF 5, 10, and 11 .</p> <p>All Conservation Reserve, Provincial Park DPPs have been submitted; <b>Kama Cliffs CR DPP has been revised to reflect helicopter access and approved by MECP</b></p> <p>MNRF and MECP approvals have been received for WF 1, 2, 3, 4, 5, 6, 7, 8 and 9, and partially for WF 10 and 11.</p>
<ul style="list-style-type: none"> <li>Federal and Provincial Permit Applications</li> </ul>	<p>Federal and provincial permit applications have been submitted.</p> <p>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula and Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts.</p> <p>DFO Letter of Approvals have been received for WFs 1, 2, 3, 4, 5, 6, 7, 8, 9. Project is awaiting approval for WF 10, 11.</p> <p>Nav Waters Authorizations have been submitted; 2 have been approved in WF 6, 1 is under review for the Nipigon River in WF 3.</p>
<ul style="list-style-type: none"> <li>Environmental Training/Kickoff</li> </ul>	<p>Initial Environmental Training completed; additional sessions ongoing as-needed</p>
<ul style="list-style-type: none"> <li>Pre-construction Environmental Surveys</li> </ul>	<p>Will be conducted as required based on Construction Schedule /WorkOrder</p>

# Operations

Item	Status
<ul style="list-style-type: none"> <li>Operationalize commitments in the Leave to Construct</li> </ul>	Commitment list has been established Completion of activities will occur during the 18 months leading up to COD Current activities include: <ul style="list-style-type: none"> <li>Spares identification</li> <li>Document control/management processes</li> </ul>
<ul style="list-style-type: none"> <li>Early identification of operations support resources</li> </ul>	Operations Manager identified
<ul style="list-style-type: none"> <li>Coordination with HONI on Interconnect Agreement and crossings</li> </ul>	Discussions ongoing with HONI to secure agreements and crossings; visits remain on hold due to COVID
<ul style="list-style-type: none"> <li>Identify all NERC/FERC requirements</li> </ul>	<b>Task scheduled to begin 12 months prior to COD</b>
<ul style="list-style-type: none"> <li>Establish convenience contracts for operations support</li> </ul>	RFP's received and winning proposal determined Final stage of contract negotiation underway (terms and conditions are the final item to be completed)



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

September 11, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Permitting
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- Michipicoten
  - 28.2 permit and project agreement have been executed (NB, MFN, Feds)
  - Valard gave up working with the First Nation on putting in a laydown yard and camp – the First Nation had too many asks that were affecting cost and schedule
  - Potential blow back from the community, however should not affect project
- Pays Plat
  - There are 3 permits/agreements – 2 of them are complete. Third agreement is with the First Nation and is a matter of drafting a mechanism to claw back funds if an over payment is made.
  - Pushing to have all 3 agreements signed in 2 weeks
- Pic Moberg
  - Progress with Federal government on permitting access roads through ATR
  - Federal government has added an agreement – so now need two.
  - Agreement is being jointly drafted by Feds/NextBridge
  - Pushing to have both agreements signed in 2 weeks.
- BZA – no update

# Permitting/COD

---

- NextBridge continues to push for all permits in hand by September to open up work fronts for clearing
- Lands team has made significant progress and only 22 of 1229 structures have outstanding issues that are in the hands of NextBridge
- Major outstanding permits relate to Federal permits & HONI easements around their stations
- IESO responded to NextBridge's request for an extended in-service date favourably
- NextBridge then filed a request to the OEB to amend the in-service date from the Leave to Construct proceeding – no response yet

# Financial Update – August

Confidential - as of 8/31/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	33,170,893	28,945,693	(4,225,200)	274,529,442	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	772,833	452,044	(320,789)	15,843,736	26,929,260	31,277,866	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	1,397,751	484,248	(913,503)	15,077,007	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	452,532	537,276	84,744	16,418,667	23,830,512	23,830,512	0%
7 Other Consultation	19,325	65,906	46,581	1,068,756	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	86,286	59,689	(26,597)	3,789,649	5,405,078	5,405,078	0%
13 EWT Management	117,817	65,757	(52,060)	4,004,227	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	36,017,437	30,610,613	(5,406,824)	330,731,485	705,967,521	705,967,521	0%
14 Interest During Construction (IDC) <sup>1</sup>	684,658	684,658	-	10,072,936	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	36,702,095	31,295,271	(5,406,824)	340,804,421	736,970,521	736,970,521	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	36,702,095	31,295,271	(5,406,824)	381,053,922	777,180,521	777,220,022	0%
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

# Development Dashboard

Work Front	# of Structures	“No Go” Structures
1	148	2
2	63	0
3	118	13
4	50	2
5	102	7
6	148	18
7	149	4
8	90	21
9	136	0
10	108	45
11	117	37

## 30 Day Project Review - Completed

- Construction continues

## 30 Day Project Review - Incomplete

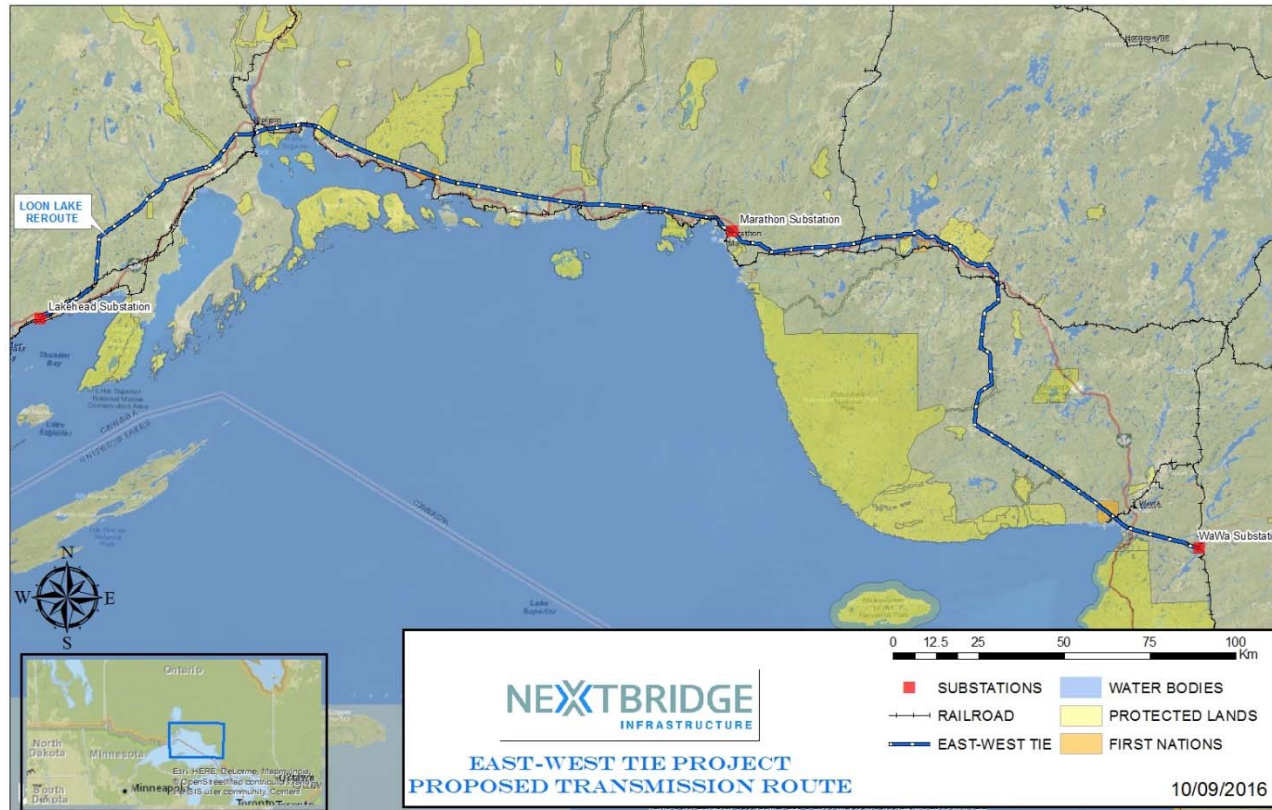
## Next 30 Days – Upcoming Activities

- Finalizing 28.2 with Pays Plat & Pic Mober
- Signing HONI Connection and Cost Recovery Agreement
- Signing OM&A agreement with HONI
- Draft of rate case application



# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on obtaining a 28.2 permit for Pays Plat and Pic Mobert
- Continue on rate case drafting
- Next Board meeting schedule – Friday October 9

# Appendix – Updated **NEXT MONTH**

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

October 8, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Permitting
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- Michipicoten
  - Agreement reached and peace has been restored
  - Construction activities have begun on reserve (i.e. studies)
- Pays Plat
  - All agreements signed and executed by the Federal government
  - Full access to reserve lands
- Pic Mobert
  - Continuing to work with Pic Mobert to remove their “Stop Work Order” on parcels of land with cultural significance
  - Federal agreements in progress to allow use of roads on Additions to Reserve lands
    - [REDACTED]
    - Temporary permit for 2 years
- BZA – no update

# Permitting/COD

---

- NextBridge continues to push for all permits to ensure all clearing is complete in the winter of 2020/2021
- An agreement is in progress for the worker camp in Wawa
- Significant land progress has been made
  - Major outstanding permits relate to Federal permits (ISC & NavCan) & HONI easements around their stations
- Majority of environmental permits relate to waterbody crossings
- Met with HONI to discuss schedule coordination on new COD
  - They will get the stations finished by October 2021
  - Concern over AFUDC costs – charge back to NextBridge
- New schedule will be filed on October 22 in the OEB quarterly report



# Financial Update – September

Confidential - as of 8/31/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	31,467,267	29,256,267	(2,210,999)	305,996,709	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	475,250	452,044	(23,206)	16,318,987	26,929,260	31,277,866	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	529,946	484,248	(45,698)	15,606,953	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	359,539	507,343	147,804	16,778,207	23,830,512	23,830,512	0%
7 Other Consultation	67,921	47,839	(20,082)	1,136,677	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	86,018	59,689	(26,329)	3,875,667	5,405,078	5,405,078	0%
13 EWT Management	77,559	67,757	(9,803)	4,081,786	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	33,063,500	30,875,187	(2,188,313)	363,794,985	705,967,521	705,967,521	0%
14 Interest During Construction (IDC) <sup>1</sup>	759,094	759,094	-	10,832,030	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	33,822,594	31,634,281	(2,188,313)	374,627,015	736,970,521	736,970,521	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	33,822,594	31,634,281	(2,188,313)	414,876,516	777,180,521	777,220,022	0%
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

# Development Dashboard

Work Front	# of Structures	“No Go” Structures
1	148	4
2	63	0
3	118	2
4	50	14
5	102	11
6	148	9
7	149	2
8	90	18
9	136	1
10	108	70
11	117	16

## 30 Day Project Review - Completed

- Construction continues
- Pays Plat agreement complete

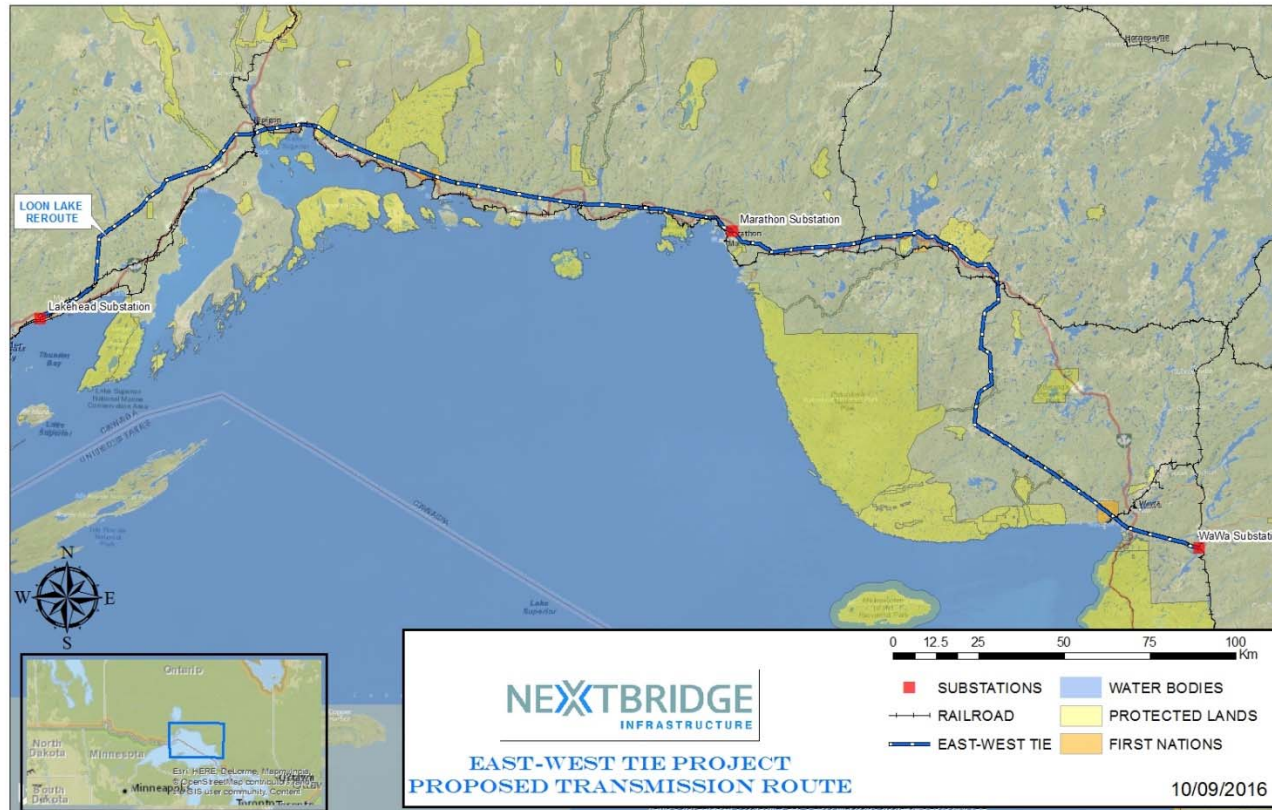
## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- Finalizing 28.2 with Pic Mobert
- Signing HONI Connection and Cost Recovery Agreement
- Signing OM&A agreement with HONI
- Draft of rate case application

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Continue to work with the Federal government on obtaining a 28.2 permit for Pic Mobert
- Continue on rate case drafting
- Next Board meeting schedule – Friday November 13

# Appendix – Updated Oct. 1, 2020

---

- Pre-Construction Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitators</b></p> <ul style="list-style-type: none"> <li>• Six facilitators now actively monitoring the ROW</li> <li>• Remaining community is confirming their appointment and will begin training in October</li> <li>• Review of Atwell program support is ongoing in light of changes to the program structure and lessons learned is being undertaken.</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>• Michipicoten (MFN) and Pays Plat - 28.2 and Project Agreements complete</li> <li>• Pic Mobert – Working closely with the community to implement the re-designed White Lake Narrows crossing option (including field surveys and archaeological work)             <ul style="list-style-type: none"> <li>• Capacity funding budget has been signed</li> <li>• Federal permit is nearly complete, one final agreement to be negotiated to conclude process (not expected to impede construction progress)</li> </ul> </li> <li>• MFN - Working to secure final approval to complete the preconstruction survey work on community lands which is required before the ground freezes</li> </ul>	Ongoing
<p><b>Actively Working to Continue Progress with BZA</b></p> <ul style="list-style-type: none"> <li>• Settlement largely reached with BZA</li> <li>• Final step is to conclude agreement text which is with NextBridge legal and settlement expected before the end of yr</li> </ul>	Ongoing
<p><b>Trappers</b></p> <ul style="list-style-type: none"> <li>• Completed Compensation Releases for RRIB Trappers and working on finalizing the Compensation Release for MFN</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>• Implementing the Caribou Relocation work with MFN</li> <li>• Relunched significant engagement with the community on next steps the Caribou Transfer Strategy</li> <li>• Provided the community with the draft Caribou Transfer Strategy and supporting documentation for their review</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"><li>• Coordination with internal and external stakeholders</li><li>• Communication with NextBridge Board</li><li>• Project financing and cash management</li></ul>	Ongoing
<b>Cost Management</b> Budget / Variance reporting	Ongoing
<b>Financial Reporting</b> Financial statement preparation / Audit	Complete for 2019 - Opinion issued by Deloitte on March 6, 2020
<b>Regulatory Filings</b> OEB reporting Ad hoc regulatory filings	Ongoing 3Q OEB Quarterly Construction Progress Report to be Submitted October 22, 2020



# Regulatory

Item	Status
<b>Land Acquisition activities (required for construction)</b> <ul style="list-style-type: none"><li>• Negotiations with landowners and disposition holders</li><li>• Regulatory proceedings where unable to reach agreement</li></ul>	See update from Land  No regulatory proceedings are underway or expected for the remaining acquisition of land.
<b>Litigation Support</b> <ul style="list-style-type: none"><li>• Legal support for BZA judicial review and appeal</li></ul>	Ongoing
<b>Rate Case</b> <ul style="list-style-type: none"><li>• Supporting NextEra Legal</li><li>• including application development and witness preparation</li></ul>	Ongoing

# Engineering & Construction

Item	Status
<b>Confirm COD &amp; Update Construction Schedule</b> <ul style="list-style-type: none"> <li>• New Project COD agreed upon by all parties</li> <li>• Updated Project schedule and weekly schedule calls being held to monitor construction progress and ensure weekly targets are being met</li> <li>• Updated schedule discussions have commenced with HONI</li> </ul>	Ongoing
<b>Detailed Project Plans &amp; Permitting</b> <ul style="list-style-type: none"> <li>• All DPPs submitted as of 11/14/2019</li> <li>• All work fronts across project are now under construction</li> <li>• Outstanding HONI easements in WFs 1, 6 and 11</li> <li>• Still no access to ATR lands in WFs 5, 8 and 11</li> </ul>	Ongoing
<b>Completion</b> <ul style="list-style-type: none"> <li>• All activities are back in progress following the project shutdown</li> <li>• Clearing and Access work well under way since 9/1</li> <li>• Target to have all clearing and access work completed by breakup</li> <li>• Stringing activities have started in WF1 and are progressing well</li> </ul>	<ul style="list-style-type: none"> <li>• 809 Structures cleared with winter and all season roads built</li> <li>• 511 Foundations installed</li> <li>• 519 Structures assembled</li> <li>• 256 Structures erected</li> <li>• 33km of conductor tied in</li> </ul>
<b>Procurement Towers/Conductors</b>	<ul style="list-style-type: none"> <li>• 795 Towers delivered to site</li> <li>• 489 Reels of conductor</li> <li>• 112 Reels OHGW onsite</li> <li>• 78 Reels of OPGW on site</li> </ul>

# Stakeholder Relations

Item	Status
<p><b>Website and Social Media</b></p> <ul style="list-style-type: none"> <li>Facebook Group for the project continues to grow with 121 members (increase of 13 from last report)</li> <li>Posted regular updates on Facebook including;               <ul style="list-style-type: none"> <li>Right-of-way tour in late August/early September</li> <li>Construction Monitoring Compliance Report on website</li> <li>Notification of change of NextBridge office address</li> </ul> </li> </ul>	Ongoing
<p><b>Engagement and Messaging</b></p> <ul style="list-style-type: none"> <li>Received approval for work camp at new site in White River</li> <li>Liaised with Terrace Bay, Lands and Construction to confirm option on highway commercial lands in the community could be terminated</li> <li>Terrace Bay inquired given recent interest in development of the lands</li> </ul>	Ongoing
<p><b>Community Investment Program</b></p> <ul style="list-style-type: none"> <li>Cheque presentation and photo op for two donations to Dorion</li> <li>Approved application from White River for Winnie’s Hometown Festival and presented cheque in-person</li> <li>Approved funding for Hike for Health benefiting communities of Red Rock, Nipigon and Dorion.</li> </ul>	Ongoing

# Land – ROW and Access Progress

WorkFront	Land -ROW	Land - Access
Work Front7	100%	100%
Work Front8	100%	100%
Work Front1	100%	100%
Work Front9	100%	100%
Work Front2	100%	100%
Work Front3	100%	100%
Work Front6	100%	100%
Work Front4	100%	100%
Work Front5	96%	100%
Work Front11	74%	100%
Work Front10	100%	100%

# Land – Access Crossings Progress

ACCESSCROSSINGS SUMMARYBY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BYWF
Workfront1	134	134	100%
Workfront2	74	74	100%
Workfront3	291	291	100%
Workfront4	242	242	100%
Workfront5	315	316	99.7%
Workfront6	472	472	100%
Workfront7	202	202	100%
Workfront8	290	290	100%
Workfront9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	287	290	99%

# Land – Overhead Crossings Progress

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	46	47	98%
Workfront 2	11	11	100%
Workfront 3	46	46	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	16	19	84%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted               <ul style="list-style-type: none"> <li>Some permit amendments have been submitted throughout the Project that support access changes and water crossing changes</li> </ul> </li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted               <ul style="list-style-type: none"> <li>Kama Cliffs CR DPP has been revised to reflect helicopter access and approved by MECP</li> </ul> </li> <li>MNRF and MECP approvals have been received for all Workfronts with the exception of some permit amendments</li> </ul>	Ongoing
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit is under review with the Director of MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all workfronts               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Pre-construction Environmental Surveys</b></p> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<b>Operationalize Commitments in the Leave to Construct</b> <ul style="list-style-type: none"><li>• Commitment list has been established</li><li>• Completion of activities will occur during the 18 months leading up to COD</li><li>• Current activities include:<ul style="list-style-type: none"><li>• Document control/management processes</li></ul></li></ul>	Ongoing
<b>Early Identification of Operations Support Resources</b> <ul style="list-style-type: none"><li>• Operations Manager identified</li></ul>	Complete
<b>Coordination with HONI on Interconnect Agreement and Crossings</b> <ul style="list-style-type: none"><li>• Discussions ongoing with HONI to secure agreements and crossings; visits remain on hold due to COVID</li></ul>	Ongoing
<b>Identify All NERC/FERC Requirements</b> <ul style="list-style-type: none"><li>• Task scheduled to begin 12 months prior to COD</li></ul>	On Track
<b>Establish Convenience Contract(s) for Operations Support</b> <ul style="list-style-type: none"><li>• RFP's received and winning proposal determined</li><li>• Final stage of contract negotiation underway (terms and conditions are the final item to be completed)</li></ul>	Ongoing





NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

November 13, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Rate Case
  - Partnership Activities
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- Michipicoten
  - Attempting to consult on caribou transfer strategy – no response from MFN
  - Will continue to document consultation efforts
  - Attempting to start hand clearing on reserve at the end of November
- Pays Plat
  - Construction has begun on reserve – good community relations
- Pic Mobert
  - Pic Mobert partially removed their “Stop Work Order” on parcels of land with cultural significance
  - The First Nation and NextBridge have signed the Federal permit to allow access to Additions to Reserve lands – waiting on Federal signature and execution
- BZA – no update

# Rate Case

---

- Rate case filed on November 4
- OEB acknowledged the upload to their online system and indicated that they would reach out with any questions
- NextBridge reached out and offered a meeting to walk through the key elements of what was filed and to field any questions
- Next Steps:
  - Wait for OEB to come back with questions or requests for additional information – potentially December
  - Witness training continues

# Partnership Activities

---

- Upcoming agreements that need to be completed:
- Distribution Policy
  - Oslers created a draft September 2016, will need to be updated and finalized
  - The approval of a Distribution Policy is a “special matter” in our shareholders’ agreement
  - BLP will also want it for their financing activities
- NEET Operations Agreement
  - The agreement that formalizes the services NEET will provide the partnership for O&MA
  - OEB will want to see this and we have committed to filing it when available

# Financial Update – October

Confidential - as of 10/31/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>39,646,723</b>	<b>27,915,913</b>	<b>(11,730,811)</b>	<b>345,643,432</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>399,016</b>	<b>352,044</b>	<b>(46,972)</b>	<b>16,718,003</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>1,118,725</b>	<b>484,248</b>	<b>(634,477)</b>	<b>16,725,678</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	684,548	199,865	(484,683)	17,462,754	23,830,512	23,830,512	0%
7 Other Consultation	9,088	75,839	66,751	1,145,765	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	93,893	36,776	(57,117)	3,969,559	5,405,078	5,405,078	0%
13 EWT Management	43,796	71,757	27,961	4,125,582	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>41,995,789</b>	<b>29,136,442</b>	<b>(12,859,347)</b>	<b>405,790,774</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	677,287	677,287	-	11,509,317	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>42,673,076</b>	<b>29,813,729</b>	<b>(12,859,347)</b>	<b>417,300,091</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>42,673,076</b>	<b>29,813,729</b>	<b>(12,859,347)</b>	<b>457,549,592</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecast as Interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing
2	Assembly, Foundations, Erection, Stringing
3	Clearing, Assembly, Foundations, Erection
4	Clearing
5	Clearing
6	Clearing, Foundations, Assembly
7	Clearing, Foundations, Assembly, Erection
8	Clearing, Foundations, Assembly
9	Clearing, Foundations, Assembly, Erection
10	Clearing
11	Clearing

## 30 Day Project Review - Completed

- Construction continues
- Pic Moberg agreement complete
- Filed rate case with OEB

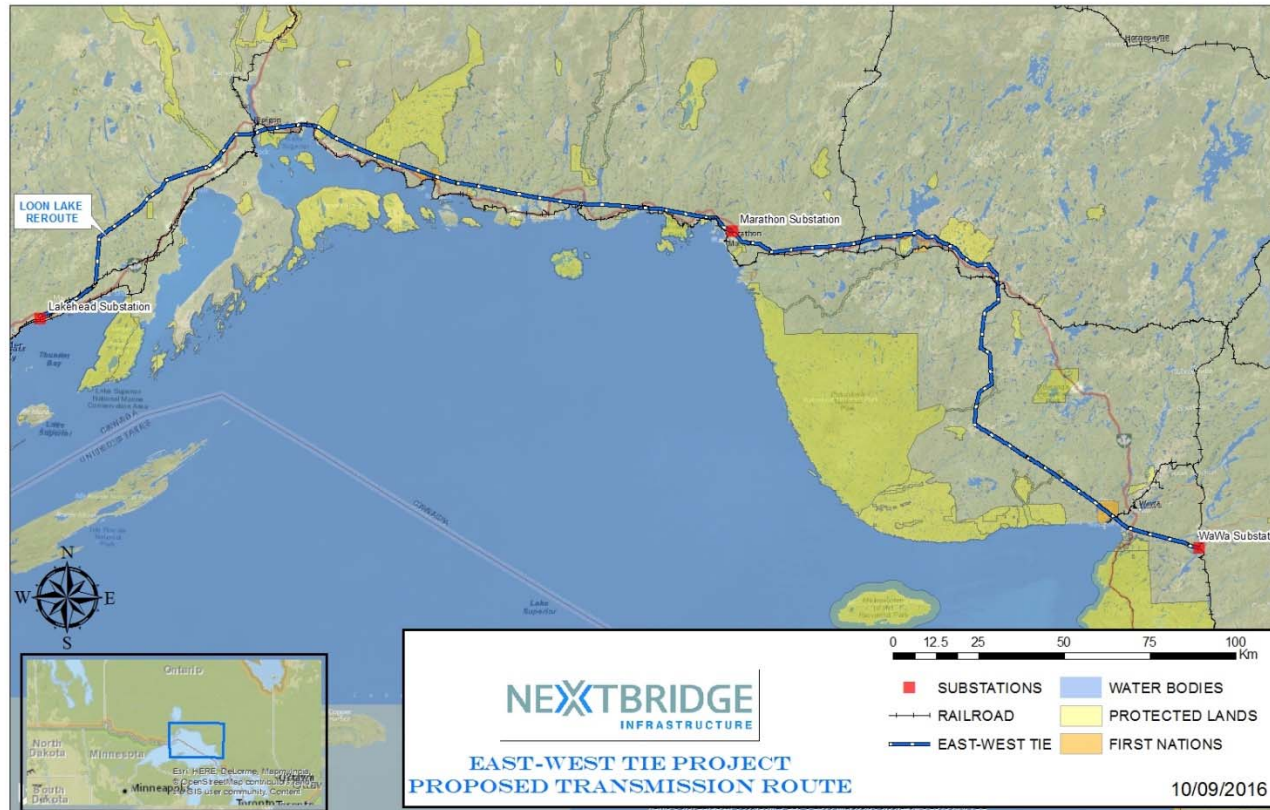
## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- Federal execution of Pic Moberg permit
- Signing HONI Connection and Cost Recovery Agreement
- Signing OM&A agreement with HONI
- Partnership agreements

# Development Dashboard

No significant change to the route





# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Partnership agreements
- Next Board meeting schedule – Friday December 11

# Appendix – Updated November 6, 2020

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitators</b></p> <ul style="list-style-type: none"> <li>• Program fully back up and running with facilitators in the field from all 7 participating communities</li> <li>• Reviewing and reforming program administration and management to find efficiencies and manage costs               <ul style="list-style-type: none"> <li>• Improving processes and costs</li> </ul> </li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>• Michipicoten (MFN) and Pays Plat - 28.2 and Project Agreements complete               <ul style="list-style-type: none"> <li>• Activity starting to ramp up</li> </ul> </li> <li>• Pic Mobert – Chief &amp; Council lifted the stop work order which was issued in January subject to conditions in which NextBridge has agreed to accommodate               <ul style="list-style-type: none"> <li>• White Lake Narrows crossing has been re-engineered and plan in place supported by the community</li> <li>• Federal permit is nearly complete and awaiting signatures from all three parties shortly</li> </ul> </li> <li>• MFN - Working to secure final approval to complete the preconstruction survey work on community lands which is required before the ground freezes</li> </ul>	Ongoing
<p><b>Actively Working to Continue Progress with BZA</b></p> <ul style="list-style-type: none"> <li>• Settlement largely reached with BZA</li> <li>• Final step is to conclude agreement text which is with NextBridge legal and settlement expected in the Fall               <ul style="list-style-type: none"> <li>• Awaiting final acceptance from BZA legal counsel – continue to follow up for updates</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>• Finalizing the Compensation Release for MFN and RRIB Community Trapline</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>• Implementing the Caribou Relocation work with MFN</li> <li>• Relunched significant engagement with the community on next steps the Caribou Transfer Strategy</li> <li>• Provided the community with the draft Caribou Transfer Strategy and supporting documentation for their review</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> Financial statement preparation / Audit	Ongoing Complete for 2019 - Opinion issued by Deloitte on March 6, 2020
<b>Regulatory Filings</b> OEB reporting Ad hoc regulatory filings	Ongoing 3Q OEB Quarterly Construction Progress Report was Submitted on October 22, 2020 Rate Case submitted on November 4, 2020

# Regulatory

Item	Status
<b>Land Acquisition activities (required for construction)</b> <ul style="list-style-type: none"><li>• Negotiations with landowners and disposition holders</li><li>• Regulatory proceedings where unable to reach agreement</li></ul>	See update from Land  No regulatory proceedings are underway or expected for the remaining acquisition of land.
<b>Litigation Support</b> <ul style="list-style-type: none"><li>• Legal support for BZA judicial review and appeal</li></ul>	Ongoing
<b>Rate Case</b> <ul style="list-style-type: none"><li>• Supporting NextEra Legal</li><li>• Including application development and witness preparation</li></ul>	Ongoing

# Engineering & Construction

Item	Status
<b>Confirm COD &amp; Update Construction Schedule</b> <ul style="list-style-type: none"> <li>New Project COD is March 31, 2022</li> <li>Updated Project schedule and weekly schedule calls being held to monitor construction progress and ensure weekly targets are being met</li> <li>Updated schedule discussions are ongoing with HONI</li> </ul>	Ongoing
<b>Detailed Project Plans &amp; Permitting</b> <ul style="list-style-type: none"> <li>All DPPs submitted as of 11/14/2019</li> <li>All work fronts across project are now under construction</li> <li>Outstanding HONI easements in WFs 1, 6 and 11</li> <li>Still no access to ATR lands in WFs 5, 8 and 11</li> </ul>	Ongoing
<b>Completion</b> <ul style="list-style-type: none"> <li>All activities are back in progress</li> <li>Clearing and Access work well under way since September 1</li> <li>Target to have all clearing work completed by breakup, but access work will not be fully completed by that time</li> <li>Stringing activities have started in WF1 and are progressing well</li> </ul>	<ul style="list-style-type: none"> <li>982 Structures cleared with winter and all season roads built</li> <li>552 Foundations installed</li> <li>581 Structures assembled</li> <li>299 Structures erected</li> <li>53 km of conductor tied in</li> </ul>
<b>Procurement Towers/Conductors</b>	<ul style="list-style-type: none"> <li>837 Towers delivered to site</li> <li>592 Reels of conductor</li> <li>112 Reels OHGW onsite</li> <li>78 Reels of OPGW on site</li> </ul>

# Stakeholder Relations

Item	Status
<p><b>Website and Social Media</b></p> <ul style="list-style-type: none"> <li>Facebook Group for the project continues to grow with 121 members (increase of 13 from last report)</li> <li>Posted regular updates on Facebook including;               <ul style="list-style-type: none"> <li>Right-of-way tour in late August/early September</li> <li>Construction Monitoring Compliance Report on website</li> <li>Notification of change of NextBridge office address</li> </ul> </li> </ul>	Ongoing
<p><b>Engagement and Messaging</b></p> <ul style="list-style-type: none"> <li>Received approval for work camp at new site in White River and is undergoing construction</li> <li>Liaised with Terrace Bay, Lands and Construction to confirm option on highway commercial lands in the community could be terminated</li> <li>Terrace Bay inquired given recent interest in development of the lands</li> </ul>	Ongoing
<p><b>Community Investment Program</b></p> <ul style="list-style-type: none"> <li>Cheque <b>presentation</b> and photo op for two donations to Dorion</li> <li>Approved application from White River for Winnie’s Hometown Festival and presented cheque in-person</li> <li>Approved funding for Hike for Health benefiting communities of Red Rock, Nipigon and Dorion</li> </ul>	Ongoing



# Land – ROW and Access Progress

WorkFront	Land-ROW	Land - Access
Work Front7	100%	100%
Work Front8	100%	100%
Work Front1	100%	100%
Work Front9	100%	100%
Work Front2	100%	100%
Work Front3	100%	100%
Work Front6	100%	100%
Work Front4	100%	100%
Work Front5	96%	100%
Work Front11	94%	100%
Work Front10	100%	100%

# Land – Access Crossings Progress

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	291	291	100%
Workfront 4	242	242	100%
Workfront 5	316	316	100%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	289	290	99.7%

# Land – Overhead Crossings Progress

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	47	47	100%
Workfront 2	11	11	100%
Workfront 3	46	46	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	19	19	100%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted               <ul style="list-style-type: none"> <li>Some permit amendments have been submitted throughout the Project that support access changes and water crossing changes</li> </ul> </li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted               <ul style="list-style-type: none"> <li>Kama Cliffs CR DPP has been revised to reflect helicopter access and approved by MECP</li> </ul> </li> <li>MNRF and MECP approvals have been received for all Workfronts with the exception of some permit amendments</li> </ul>	Ongoing
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit is under review with the Director of MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all workfronts               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Pre-construction Environmental Surveys</b></p> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<b>Operationalize Commitments in the Leave to Construct</b> <ul style="list-style-type: none"> <li>• Commitment list has been established</li> <li>• Completion of activities will occur during the 18 months leading up to COD</li> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> </ul> </li> </ul>	Ongoing
<b>Early Identification of Operations Support Resources</b> <ul style="list-style-type: none"> <li>• Operations Manager identified</li> </ul>	Complete
<b>Coordination with HONI on Interconnect Agreement and Crossings</b> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to secure agreements and crossings; visits remain on hold due to COVID</li> </ul>	Ongoing
<b>Identify All NERC/FERC Requirements</b> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD</li> </ul>	On Track
<b>Establish Convenience Contract(s) for Operations Support</b> <ul style="list-style-type: none"> <li>• RFP's received and winning proposal determined</li> <li>• Final stage of contract negotiation underway (terms and conditions are the final item to be completed)</li> <li>• Expect signing in November 2020</li> </ul>	Ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

December 11, 2020

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Rate Case
- Financial Update
  - Cost treatment (ex. COVID, CCVA)
  - Request for spend curve
- Development Dashboard
- Next Steps

# Indigenous

---

- Michipicoten
  - Michipicoten has provided comments on the caribou transfer plan which do not align with the conditions of our permit with government – main issues are sedation and transfer locations
  - Plan was to be submitted by December 15, however government has not given comments on the draft and are in receipt of Michipicoten’s comments
  - An extension has been requested for March 2021 to submit the plan
- Pays Plat – no update, construction progresses
- Pic Mobert
  - Permit to allow access to Additions to Reserve lands to build an access road has been fully executed by NextBridge, Pic Mobert and the Federal government
  - Construction has begun in culturally sensitive area around White Lake Narrows – NextBridge accommodated traditional knowledge and redesigned a portion of the line
- BZA
  - BZA counsel approached NextBridge – one outstanding issue re: monitors



# Rate Case

---

- NextBridge received notice from OEB that application was complete on November 18
- NextBridge received a letter of direction on November 24 to:
  - Send copies of the application to all LTC intervenors
  - Post application on the website
  - Have copy available at the NextBridge office
  - Swear affidavit to all of the above
- Next Steps:
  - Intervenors send in intention to intervene (so far IESO, SEC and VECC have confirmed)
  - Potential requests for information from OEB staff in December
  - Witness training continues

# Financial Update – November

Confidential - as of 11/30/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>24,819,118</b>	<b>18,468,713</b>	<b>(6,350,405)</b>	<b>370,462,550</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>241,118</b>	<b>649,491</b>	<b>408,373</b>	<b>16,959,121</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>475,869</b>	<b>484,248</b>	<b>8,380</b>	<b>17,201,546</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	606,663	198,426	(408,237)	18,069,417	23,830,512	23,830,512	0%
7 Other Consultation	28,750	46,839	18,090	1,174,515	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	52,277	36,776	(15,501)	4,021,836	5,405,078	5,405,078	0%
13 EWT Management	60,259	65,757	5,497	4,185,841	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>26,284,053</b>	<b>19,950,249</b>	<b>(6,333,804)</b>	<b>432,074,827</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	748,330	748,330	-	12,257,647	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>27,032,383</b>	<b>20,698,580</b>	<b>(6,333,804)</b>	<b>444,332,475</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>27,032,383</b>	<b>20,698,580</b>	<b>(6,333,804)</b>	<b>484,581,976</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing
2	Assembly, Foundations, Erection, Stringing
3	Clearing, Assembly, Foundations, Erection
4	Clearing
5	Clearing
6	Clearing, Foundations, Assembly
7	Clearing, Foundations, Assembly, Erection
8	Clearing, Foundations, Assembly
9	Clearing, Foundations, Assembly, Erection
10	Clearing
11	Clearing

## 30 Day Project Review - Completed

- Construction continues
- Pic Moberg agreement complete

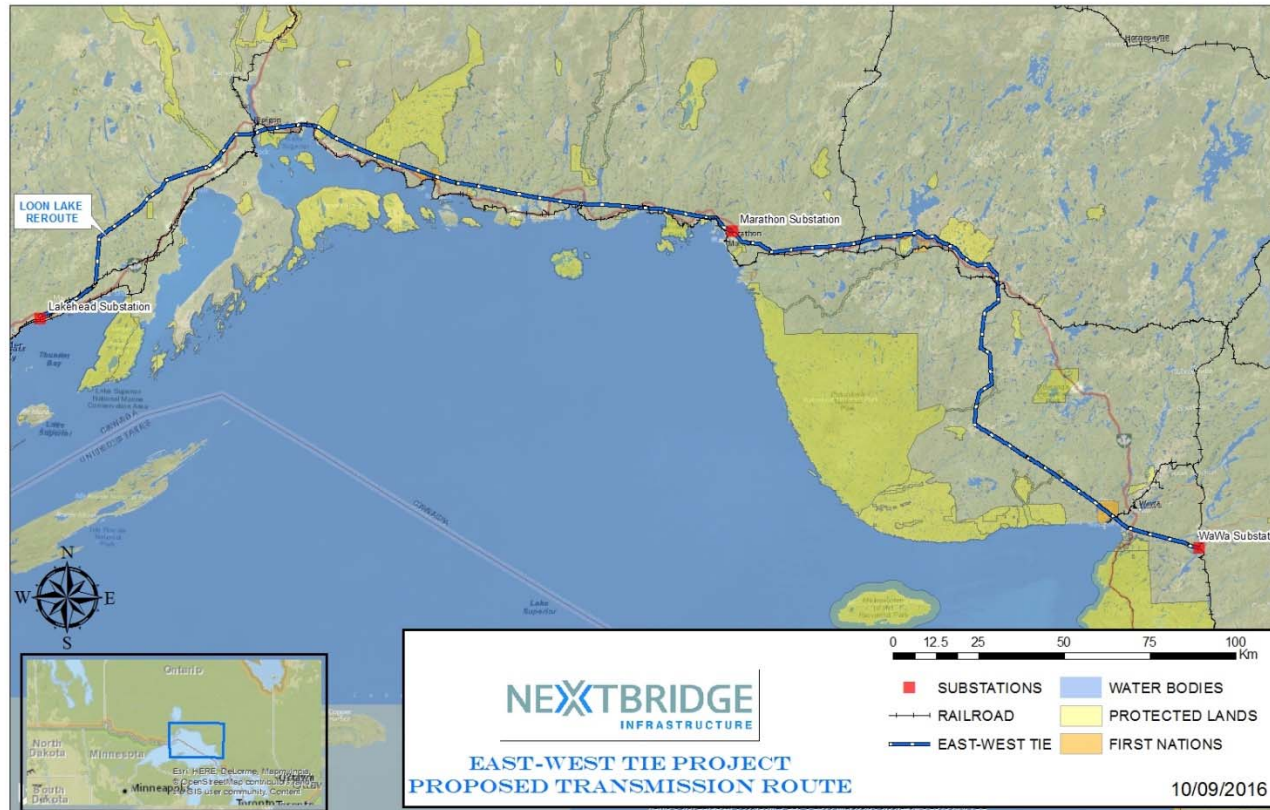
## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- Signing HONI Connection and Cost Recovery Agreement
- Signing OM&A agreement with HONI
- Partnership agreements

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Partnership agreements
- Next Board meeting schedule – Friday January 8

# Appendix – Updated December 7, 2020

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitators</b></p> <ul style="list-style-type: none"> <li>• Program fully back up and running with facilitators in the field from all 7 participating communities</li> <li>• Awaiting the resolution of two ongoing G licensing issues</li> <li>• Beginning transition planning for decreased DST partner monitoring support and increased independence of the Facilitators in the field in 2021</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>• Michipicoten (MFN) and Pays Plat - 28.2 and Project Agreements complete</li> <li>• Pic Moberg – Chief &amp; Council lifted the stop work order which was issued in January subject to conditions in which NextBridge has agreed to accommodate             <ul style="list-style-type: none"> <li>• White Lake Narrows crossing has been re-engineered and plan in place supported by the community</li> <li>• Federal permit is nearly complete and awaiting signatures from all three parties shortly</li> </ul> </li> <li>• MFN - Working to secure final approval to complete the preconstruction survey work on community lands which is required before the ground freezes</li> </ul>	Ongoing
<p><b>Actively Working to Continue Progress with BZA</b></p> <ul style="list-style-type: none"> <li>• Re-engaged with BZA on the project and met the newly appointed local staff member assigned to the Project</li> <li>• Settlement largely reached with BZA</li> <li>• Final step is to conclude agreement text which is with NextBridge legal and settlement expected in the Fall             <ul style="list-style-type: none"> <li>• Awaiting final acceptance from BZA legal counsel – continue to follow up for updates</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>• Finalizing the Compensation Releases for MFN and RRIB Community Traplines</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>• Implementing the Caribou Relocation work with MFN</li> <li>• Relunched significant engagement with the community on next steps the Caribou Transfer Strategy</li> <li>• Provided the community with the draft Caribou Transfer Strategy and supporting documentation for their review</li> </ul>	Ongoing



# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• <b>Reviewing Valard deviations</b></li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>CostManagement</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> Financial statement preparation / Audit	Ongoing Complete for 2019 - Opinion issued by Deloitte on March 6, 2020
<b>RegulatoryFilings</b> OEB reporting Ad hoc regulatory filings	Ongoing <b>4Q 2020 OEB Quarterly Construction Progress Report will be submitted on January 22, 2021</b> <b>Rate Case submitted on November 4, 2020</b> <b>Received confirmation of completeness of Application</b>

# Regulatory

Item	Status
<b>Land Acquisition activities (required for construction)</b> <ul style="list-style-type: none"><li>• Negotiations with landowners and disposition holders</li><li>• Regulatory proceedings where unable to reach agreement</li></ul>	See update from Land  No regulatory proceedings are underway or expected for the remaining acquisition of land.
<b>Litigation Support</b> <ul style="list-style-type: none"><li>• Legal support for BZA judicial review and appeal</li></ul>	Ongoing
<b>Rate Case</b> <ul style="list-style-type: none"><li>• Supporting NextEra Legal</li><li>• Including application development and witness preparation</li></ul>	Ongoing

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>• New Project COD is March 31, 2022</li> <li>• Updated Project schedule and weekly schedule calls being held to monitor construction progress and ensure weekly targets are being met</li> <li>• Updated schedule discussions are ongoing with HONI</li> </ul>	Ongoing
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>• All DPPs submitted as of 11/14/2019</li> <li>• All work fronts across project are now under construction</li> <li>• Outstanding HONI easements in WFs 1, 6 and 11</li> <li>• Still no access to ATR lands in WFs 5, 8 and 11</li> </ul>	Ongoing
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>• All activities are back in progress</li> <li>• Clearing is completed in WF 1-4 and Access is completed in WF 1-3. All clearing activities to be completed early next year</li> <li>• Stringing activities have started in WF2 and are progressing well</li> </ul>	<ul style="list-style-type: none"> <li>• 1033 Structures cleared with winter and all season roads built</li> <li>• 609 Foundations installed</li> <li>• 633 Structures assembled</li> <li>• 401 Structures erected</li> <li>• 73.7 km of conductor tied in</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Procurement Towers/Conductors</b></li> <li>• All original tower deliveries to be completed by end of year</li> <li>• Outstanding painted towers, new White Lake Narrows towers, and extensions</li> </ul>	<ul style="list-style-type: none"> <li>• 959 Towers delivered to site</li> <li>• 592 Reels of conductor</li> <li>• 112 Reels OHGW onsite</li> <li>• 78 Reels of OPGW on site</li> </ul>

# Stakeholder Relations

Item	Status
<b>Website and Social Media</b> <ul style="list-style-type: none"><li>Facebook Group for the project continues to grow with 128 members (increase of 7 from last report)</li><li>Posted regular updates on Facebook Group including burn notices</li><li>Posted Rate Case submission notification and made application and supporting documents available for download from Project website</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li>Finalized project newsletter for distribution mid-December</li><li>Responded to inquiries from Terrace Bay confirming highway commercial lands agreement was terminated and declining a request to grade a portion of road not used for access</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>Submitted funding application for Dilico Children's Christmas Wish campaign which provides foster children support services to Indigenous communities in Northwestern Ontario including all six proximate First Nations</li></ul>	Ongoing

# Land – ROW and Access Progress

WorkFront	Land-ROW	Land - Access
Work Front7	100%	100%
Work Front8	100%	100%
Work Front1	100%	100%
Work Front9	100%	100%
Work Front2	100%	100%
Work Front3	100%	100%
Work Front6	100%	100%
Work Front4	100%	100%
Work Front5	100%	100%
Work Front11	94%	100%
Work Front10	100%	100%

# Land – Access Crossings Progress

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	291	291	100%
Workfront 4	242	242	100%
Workfront 5	316	316	100%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	289	290	99.7%

# Land – Overhead Crossings Progress

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	47	47	100%
Workfront 2	11	11	100%
Workfront 3	46	46	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	19	19	100%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted               <ul style="list-style-type: none"> <li>Some permit amendments have been submitted throughout the Project that support access changes and water crossing changes</li> </ul> </li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted               <ul style="list-style-type: none"> <li>Kama Cliffs CR DPP has been revised to reflect helicopter access and approved by MECP</li> </ul> </li> <li>MNRF and MECP approvals have been received for all Workfronts with the exception of some permit amendments</li> </ul>	Ongoing
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit is under review with the Director of MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all workfronts               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Pre-construction Environmental Surveys</b></p> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis



# Operations

Item	Status
<b>Operationalize Commitments in the Leave to Construct</b> <ul style="list-style-type: none"> <li>Commitment list has been established</li> <li>Completion of activities will occur during the 18 months leading up to COD</li> <li>Current activities include:               <ul style="list-style-type: none"> <li>Document control/management processes</li> <li>Securing Operations Support Contractor for maintenance and emergency activities.</li> </ul> </li> </ul>	Ongoing
<b>Early Identification of Operations Support Resources</b> <ul style="list-style-type: none"> <li>Operations Manager identified</li> </ul>	Complete
<b>Coordination with HONI on Interconnect Agreement and Crossings</b> <ul style="list-style-type: none"> <li>Discussions ongoing with HONI to secure agreements and crossings</li> <li>Visits remain on hold due to COVID</li> </ul>	Ongoing
<b>Identify All NERC/FERC Requirements</b> <ul style="list-style-type: none"> <li>Task scheduled to begin 12 months prior to COD</li> </ul>	On Track
<b>Establish Convenience Contract(s) for Operations Support</b> <ul style="list-style-type: none"> <li>RFP's received and winning proposal determined</li> <li>Final stage of contract negotiation underway (terms and conditions are the final item to be completed)</li> <li>Expect signing in December 2020</li> </ul>	Ongoing

**Board of Directors Meeting Minutes**

Meeting date January 10, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>REGRETS:</b>	
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>GUESTS:</b>	
<b>I. Matheson</b>	<b>NextBridge - Project Business Analyst</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:02 pm EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Environment</li> <li>○ Land</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Non-Compliance Incident Reporting</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <b>BZA</b> <ul style="list-style-type: none"> <li>• MNRF issued a letter to BZA and NextBridge on December 20, 2020, outlining issues that the community indicated remained outstanding</li> <li>• BZA had until January 3, 2020 to add additional issues               <ul style="list-style-type: none"> <li>– They issued a letter, but it did not add additional issues</li> </ul> </li> <li>• NextBridge had until January 7, 2020 to address the issues               <ul style="list-style-type: none"> <li>– NextBridge filed its response</li> </ul> </li> <li>• MNRF/BZA/NextBridge will meet in person on January 15/16, 2020 to determine if there are further issues</li> <li>• NextBridge is optimistic that permits for the remaining workfronts (WFs) will be issued</li> </ul> <b>Bamkushwada</b> <ul style="list-style-type: none"> <li>• Amendment to the Implementation Agreement is awaiting signature from BLP</li> </ul> <b>Michipicoten</b> <ul style="list-style-type: none"> <li>• Was almost done with the 28(2) permit, but there is now an issue with the caribou permit which we anticipate will be resolved shortly</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
4.	<p><b>Environment</b></p> <p><b>Species at Risk (SAR)</b></p> <ul style="list-style-type: none"> <li>MECP issued the caribou and bat hibernacula on December 23, 2019</li> <li>NextBridge obtained the first Overall Benefits Permit for caribou in the Province of Ontario</li> </ul> <p><b>Work Front Packages</b></p> <ul style="list-style-type: none"> <li>All WF packages have been sent to MNRF</li> <li>WFs 1 &amp; 7 have been issued</li> <li>WFs 2, 6, 8, 9 were issued on December 20</li> <li>WFs 10 &amp; 11 to be issued by mid-January</li> </ul> <p>MNRF is still holding permits for WFs 3,4,5</p>	
5.	<p><b>Land</b></p> <ul style="list-style-type: none"> <li>Agreements for CP Rail and Ministry of Transportation (Excess Lands in WF 8 and Entrance Permits) have now been issued to NextBridge</li> <li>Implications to the construction schedule are predominantly related to the acquisition of Mining Leasehold Agreements with Barrick Gold, Newmont, and Stillwater</li> <li>All three parties are working through their legal counsel and are engaged in negotiations with NextBridge</li> </ul> <p><b>Stillwater</b></p> <ul style="list-style-type: none"> <li>Transfer of ownership from the government to the mine has slowed negotiations</li> </ul> <p><b>Barrick Gold</b></p> <ul style="list-style-type: none"> <li>An appraisal is being completed by end of January</li> <li>A meeting has been requested to follow up</li> </ul> <p><b>Newmont</b></p> <ul style="list-style-type: none"> <li>Awaiting legal review from counsel for the mine</li> </ul>	

**Board of Directors Meeting Minutes**

<p><b>6.</b></p>	<p><b>Financial Update</b></p> <ul style="list-style-type: none"> <li>Actual spend for December 2019 was \$14MM compared to plan of \$35MM</li> </ul> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>Actual spend for December 2019 was \$11MM compared to plan of \$31MM</li> <li>Plan was based on earlier construction start date</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>\$0.9MM of actual spend compared to \$2MM plan, due to timing of construction</li> <li>Primarily spent on services from Valard and Atwell</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>\$0.5MM of actual spend compared to \$0.7MM plan</li> <li>Variance due to timing of consultation spend</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>\$0.5MM actual compared to \$0.5MM plan</li> <li>Costs incurred in December 2019 are primarily land acquisition fees</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>Variance &lt;\$50k, immaterial</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>\$0.1MM actual compared to \$0.3MM plan</li> <li>Primarily due to timing of costs</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>Variance &lt;\$50k, immaterial</li> </ul> <p><b>Interest During Construction</b></p> <ul style="list-style-type: none"> <li>Q4 2019 rate is 2.88% (Q1 2020 rate has been released – will also be 2.88%)</li> </ul> <p>Financial Update Table reviewed and can be found in Attachment A</p>	
<p><b>8.</b></p>	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
<p><b>9.</b></p>	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>Safety: See Construction Report which will be circulated on Jan 10, 2020</li> <li>Environmental: Zero incidents have been reported since the last Board meeting</li> </ul>	
<p><b>10.</b></p>	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>Continue to seek permits and land agreements</li> <li>Continue to work with the Federal government on Section 28(2) permits</li> </ul>	
<p><b>11.</b></p>	<ul style="list-style-type: none"> <li><b>The meeting was adjourned @ 3:20 pm EST. Next meeting is scheduled to be February 14, 2020.</b></li> </ul>	

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> </ul>	In-Progress

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 12/31/2019	Actuals Spent		Budget			Forecast Budget Variance		Reasons For Change
	A Spent This Month \$	B Total Spent To Date \$	C Budget Per LTC Application \$	D=C-B Budget Remaining \$	E=D/C*100 Budget Remaining %	F Forecast Budget Change \$	G Forecast Budget Change %	
<b>Engineering &amp; Construction</b>	<b>11,455,681</b>	<b>98,992,633</b>	<b>572,761,388</b>	<b>473,768,755</b>	<b>83%</b>	<b>41,505,901</b>	<b>-93%</b>	Revised based on in-service date
1 Engineering, Design and Procurement			19,342,245					
2 Materials and Equipment			89,408,231					
8 Site Clearing, Access			107,463,339					
9 Construction			356,547,573					
<b>Environmental &amp; Remediation Activities</b>	<b>894,974</b>	<b>10,860,690</b>	<b>26,929,260</b>	<b>16,068,570</b>	<b>60%</b>	<b>4,348,606</b>	<b>-84%</b>	Revised based on in-service date
3 Environmental and Regulatory Approvals			13,030,561					
10 Site Remediation			13,898,699					
<b>Indigenous Activities</b>	<b>516,479</b>	<b>10,335,240</b>	<b>20,211,000</b>	<b>9,875,760</b>	<b>49%</b>	<b>3,442,555</b>	<b>-83%</b>	Revised based on in-service date
5 Indigenous Economic Participation			7,000,000					
6 Indigenous Consultation			13,211,000					
4 Land Rights (excludes Aboriginal)	467,510	10,759,706	23,830,512	13,070,806	55%	-	-100%	Allocation of Contingency
7 Other Consultation	46,645	538,655	2,530,194	1,991,539	79%	-	-100%	
11 Contingency	-	-	49,399,445	49,399,445	100%	(49,297,062)	-200%	
12 Regulatory	61,577	3,013,692	5,405,078	2,391,386	44%	-	-100%	
13 EWT Management	81,279	3,515,120	4,900,644	1,385,524	28%	-	-100%	
<b>Total Project Spend</b>	<b>13,524,143</b>	<b>138,015,735</b>	<b>705,967,521</b>	<b>567,951,786</b>	<b>80%</b>	<b>-</b>	<b>-100%</b>	
14 Interest During Construction (IDC) <sup>1</sup>	386,553	5,681,100	31,003,000	25,321,900	82%	-	-100%	
<b>Total Construction Costs<sup>2,3</sup></b>	<b>13,910,696</b>	<b>143,696,836</b>	<b>736,970,521</b>	<b>593,273,685</b>	<b>81%</b>	<b>-</b>	<b>-100%</b>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Development Costs eligible for consideration as construction costs of \$5.3 MM not reflected in column B. (OEB Decision, December 20, 2018)

**Board of Directors Meeting Minutes**

Meeting date February 14, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>REGRETS:</b>	
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>GUESTS:</b>	
<b>I. Matheson</b>	<b>NextBridge - Project Business Analyst</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>



**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:02 pm EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Land</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <b>BZA</b> <ul style="list-style-type: none"> <li>• A letter was sent from the MNRF on January 31 informing BZA that permits were going to be released for Workfronts 3, 4 and 5</li> <li>• The community has been in discussions with government lawyers and are asking them for a settlement in exchange for BZA dropping the Judicial Review               <ul style="list-style-type: none"> <li>○ The government is not considering this option</li> </ul> </li> <li>• NextBridge will file its affidavit next week in the BZA judicial review/appeal filed</li> </ul> <b>Bamkushwada Limited Partnership (BLP)</b> <ul style="list-style-type: none"> <li>• Amendment to the Implementation Agreement is still awaiting signature from BLP</li> </ul> <b>Michipicoten</b> <ul style="list-style-type: none"> <li>• The Section 28(2) permit discussions were in their final stages (i.e. fixed the caribou issue), but the community is now refusing to sign unless:               <ol style="list-style-type: none"> <li>1. Their preferred contractor receives work; and,</li> <li>2. Changes are made strengthening the environmental commitments in the agreement                   <ul style="list-style-type: none"> <li>○ NextBridge has gone “pens down” in response</li> </ul> </li> </ol> </li> </ul> <b>Pic Mobert</b> <ul style="list-style-type: none"> <li>• While NextBridge was constructing in their traditional territory, Pic Mobert identified a new area with the potential for traditional values and demanded that NextBridge halt construction in this area</li> <li>• NextBridge is also negotiating to obtain a Federal permit for access to their ATR lands               <ul style="list-style-type: none"> <li>○ Negotiations are ongoing</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
4.	<p><b>Land</b></p> <ul style="list-style-type: none"> <li>• Implications to the construction schedule are predominantly related to the acquisition with Mining Leasehold Agreements with Barrick, Newmont, and Stillwater</li> <li>• All three parties are working through their legal counsel and are engaged in negotiations with NextBridge               <ul style="list-style-type: none"> <li>○ <b>Stillwater</b> <ul style="list-style-type: none"> <li>▪ Risk to current construction activities has been minimized due to arrangement in place to begin construction. Legal counsel for Stillwater has advised final agreements continue to be under review</li> </ul> </li> <li>○ <b>Barrick Gold</b> <ul style="list-style-type: none"> <li>▪ NextBridge has received access to clear the land, but are still negotiating on the final agreements</li> </ul> </li> <li>○ <b>Newmont</b> <ul style="list-style-type: none"> <li>▪ Newmont legal counsel advised effectively settled on form of agreement</li> <li>▪ Mining Claim Holder Negotiations continue</li> </ul> </li> </ul> </li> <li>• <b>Mining Claim Holders</b> <ul style="list-style-type: none"> <li>○ Conference call was held with the Tribunal and remaining two claim holders</li> <li>○ One claimant did not attend the call – later learned he was in the hospital</li> <li>○ Hearings will be held May 5,6,7 in Toronto</li> </ul> </li> <li>• <b>Question</b> - Will the Mining Claim Holder issues impact the schedule?</li> <li>• <b>Answer</b> - NextBridge has mitigated through work-arounds, but the total impact to the schedule is not known at this time.</li> </ul>	

## Board of Directors Meeting Minutes

### 5. Financial Update

- “Plan” was updated using 2019 yearend forecast which only impacts spend curve timing
  - In line with annual budget/planning process at NextEra Energy and will stay the same for the remainder of 2020

#### E&C

- E&C actual spend for Jan 2020 was \$19MM compared to plan of \$24MM
  - Timing of construction spend

#### Environment

- \$0.3MM of actual spend compared to \$0.7MM plan, due to timing of construction
  - Mostly Valard spend; missing accrual for Atwell (invoice discrepancy w/ vendor) – will catch up in Feb

#### Indigenous Relations

- \$0.5MM of actual spend compared to \$0.6MM plan
  - Variance due to timing of consultation spend

#### Land

- \$0.4MM actual compared to \$0.9MM plan
  - Timing of fees

#### Other Consultation

- Variance <\$50k, immaterial

#### Regulatory

- (\$0.1MM) actual compared to \$0.2MM plan
  - Due to reversal of accrual for consultant – they had given us an over-accrual to date and had been working on isolating NB from NEE overall matters in Canada

#### EWT Management

- Variance <\$50k, immaterial
  - Credit due to re-class from EWT management to Other Consultation for Government Relations costs initially recorded in EWT mgmt.

#### Interest During Construction

- 400k at the Q1 2020 rate of about 2.88
- Cash call scheduled for February 21 in the morning

**Question** - Why are the E&C costs lower than the estimated costs?

**Answer** – Spend will vary based on the timing of construction work.

**Question** - Will an analysis be conducted after this winter season to understand the accuracy of our projections?

**Answer** - Yes, NextBridge is planning on conducting this analysis.

Financial Update Table reviewed and can be found in Attachment A

## Board of Directors Meeting Minutes

<b>6.</b>	<b>Development Dashboard</b> <ul style="list-style-type: none"><li>The development dashboard was presented and discussed</li></ul>	
<b>7.</b>	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"><li>Safety: This summary is included in the Construction Report which has not yet been circulated. It will be circulated ASAP.</li><li>Environmental: This summary is included in the Construction Report which has not yet been circulated. It will be circulated ASAP.</li></ul>	
<b>8.</b>	<b>Next Steps</b> <ul style="list-style-type: none"><li>Continue to seek permits and land agreements</li><li>Continue to work with the Federal government on Section 28(2) permits</li><li>Next Board meeting schedule – Friday March 13, 2020</li></ul>	
<b>9.</b>	<b>The meeting was adjourned @ 3:29 pm EST. Next meeting is scheduled to be March 13, 2020.</b>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> </ul>	In-Progress

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 1/31/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	19,176,815	24,395,668	5,218,854	118,169,448	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	316,608	754,600	437,992	11,177,298	26,929,260	31,277,866	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	519,899	604,248	84,350	10,855,138	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	391,954	971,072	579,118	11,151,660	23,830,512	23,830,512	0%
7 Other Consultation	286,342	273,339	(13,003)	824,997	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	(140,758)	157,193	297,951	2,872,934	5,405,078	5,405,078	0%
13 EWT Management	(139,369)	(153,910)	(14,542)	3,375,751	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>20,411,491</b>	<b>27,002,210</b>	<b>6,590,719</b>	<b>158,427,227</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	419,011	419,011	-	6,100,111	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>20,830,502</b>	<b>27,421,221</b>	<b>6,590,719</b>	<b>164,527,337</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>20,830,502</b>	<b>27,421,221</b>	<b>6,590,719</b>	<b>204,776,838</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

**Board of Directors Meeting Minutes**

Meeting date March 13, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>REGRETS:</b>	
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>GUESTS:</b>	
<b>I. Matheson</b>	<b>NextBridge - Project Business Analyst</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:01 pm EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ NEW - COVID-19 Update</li> <li>○ Indigenous Relations</li> <li>○ Land</li> </ul> </li> <li>• Financial Update               <ul style="list-style-type: none"> <li>○ Project Financing Discussion</li> </ul> </li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>COVID-19</b> <b>Enbridge</b> <ul style="list-style-type: none"> <li>• Enbridge workforce began working from home earlier in the week in response to COVID-19</li> </ul> <b>OMERS</b> <ul style="list-style-type: none"> <li>• OMERS workforce is continuing to work from their offices at this time</li> </ul> <b>NextEra</b> <ul style="list-style-type: none"> <li>• NextEra workforce is continuing to work from their offices at this time, but a number of measures are being implemented               <ul style="list-style-type: none"> <li>○ Some departments are working from home</li> <li>○ Travel restrictions</li> <li>○ Limits to in-person meetings</li> </ul> </li> </ul> <b>NextBridge</b> <ul style="list-style-type: none"> <li>• No work stoppages have taken place on the Project at this time</li> <li>• NextBridge has taken steps to minimize in-person meetings, limit the movement of foreign nationals, and asking questions prior to employees returning to work regarding symptoms</li> </ul>	



**Board of Directors Meeting Minutes**

<p><b>4.</b></p>	<p><b>Indigenous Relations</b></p> <p><b>BZA</b></p> <ul style="list-style-type: none"> <li>• NextBridge filed its affidavit       <ul style="list-style-type: none"> <li>○ Lawyer from BZA reached out to NextBridge yesterday to request settlement</li> <li>○ Upcoming conversations with the Crown will be taking place next week</li> </ul> </li> </ul> <p><b>Bamkushwada</b></p> <ul style="list-style-type: none"> <li>• Meeting in Toronto occurred on March 12<sup>th</sup>, 2020       <ul style="list-style-type: none"> <li>○ Discussed financing and partnership issues</li> </ul> </li> </ul> <p><b>Michipicoten</b></p> <ul style="list-style-type: none"> <li>• Community has indicated that they will sign the Section 28(2) agreement       <ul style="list-style-type: none"> <li>○ Execution copies are being prepared</li> </ul> </li> <li>• Clearing will not commence until winter 2020/2021 – does not affect schedule</li> </ul> <p><b>Pic Mobert</b></p> <ul style="list-style-type: none"> <li>• While NextBridge constructing in their traditional territory, Pic Mobert identified the potential for traditional values and demanded that NextBridge halt construction</li> <li>• NextBridge has stopped work within a 1km buffer of the area and is negotiating with the community on mitigation measures</li> <li>• NextBridge is also negotiating to obtain a Federal permit for access to their ATR lands</li> <li>• Other BLP Chiefs are intervening to push Pic Mobert to resolve issues with NextBridge</li> </ul> <p><b>Question-</b> In regards to the Coastal Gas event in BC, has NextBridge noticed a change in behavior from Pic Mobert?</p> <p><b>Answer –</b> The Hereditary Chief system is not familiar in this area, so NextBridge is not expecting a similar experience.</p>	
<p><b>5.</b></p>	<p><b>Land</b></p> <ul style="list-style-type: none"> <li>• Implications to the construction schedule are predominantly related to the acquisition with Mining Leasehold Agreements with Barrick, Newmont, and Stillwater</li> <li>• All three parties are working through their legal counsel and are engaged in negotiations with NextBridge</li> <li>• No impact to schedule since there is temporary access in place</li> </ul> <p><b>Mining Claim Holder Negotiations continue</b></p> <ul style="list-style-type: none"> <li>○ One of two outstanding mining claim holders is very close to signing</li> <li>○ Hearings are scheduled on May 5,6,7 in Toronto</li> </ul>	

## Board of Directors Meeting Minutes

---

DRAFT

## Board of Directors Meeting Minutes

### 6. Financial Update

- Spent \$34M versus forecast of \$38M
- Audited 2019 financial statements (by Deloitte) were distributed to Board of Directors

#### E&C

- E&C actual spend for February 2020 was \$30MM compared to plan of \$35MM
  - Timing of construction spend (contractor materials (structures), plan in February, forecast is now March)

#### Environment

- \$0.9MM of actual spend compared to \$0.4MM plan, primarily due to invoice catch-up with Atwell
  - Atwell invoice discrepancy in January 2020 – caught up in February 2020 (February 2020 had 2 months of Atwell work booked)

#### Indigenous Relations

- \$0.6MM of actual spend compared to \$0.5MM plan
  - Variance due to timing of consultation spend

#### Land

- \$2MM actual compared to \$0.8MM plan
  - Timing of fees

#### Other Consultation

- Variance <\$50k, immaterial

#### Regulatory

- Variance <\$50k, immaterial

#### EWT Management

- Variance <\$50k, immaterial

#### Interest During Construction

- Q1 2020 rate is 2.88; Q2 dropping to 2.48
- Cash call for March – Meeting on March 17<sup>th</sup>, 2020. Target is March 25<sup>th</sup>, 2020

**Question** – Is the reason for underspending related to permits?

**Answer** – In general, the plan is rigid and doesn't adjust from month-to-month and the underspend is a result of forecasting that anticipated Project activities to have been more ramped up at this point.

**Question** – Is the winter construction season over in Thunder Bay?

**Answer** – The workforce is still working, but snow melting is taking place. Approximately nine (9) work fronts still have ongoing construction activities. Compliance monitoring is ongoing and the Construction team is looking for locations where work can take place during spring break-up. At this time, we are still moving full speed ahead.

Financial Update Table reviewed and can be found in Attachment A

**Board of Directors Meeting Minutes**

<p><b>7.</b></p>	<p><b>Project Financing Discussion</b></p> <ul style="list-style-type: none"> <li>• NextEra is currently determining the best way to achieve settlement on our rate parameters for our rate case filing</li> <li>• Project Finance team will meet with partners shortly to discuss how contributions will be made to the partnership</li> <li>• Working with Osler, then internal tax group           <ul style="list-style-type: none"> <li>○ Will determine if another tax expert will need to be added</li> </ul> </li> <li>• Structure of the agreements will be determined</li> </ul> <p><b>Question</b> – Will ALGP program funding available?  <b>Answer</b> – Unsure if BLP will apply or if they have run out of time. NextBridge has asked them for the information. Still some work to do and NextBridge will be coming back to the partners in support of the Rate Case.</p>	
<p><b>8.</b></p>	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>• The development dashboard was presented and discussed</li> </ul>	
<p><b>9.</b></p>	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>• Safety: See Construction Report</li> <li>• Environmental: See Construction Report</li> </ul>	
<p><b>10.</b></p>	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• Continue to seek permits and land agreements</li> <li>• Continue to work with the Federal government on Section 28(2) permits</li> <li>• Next Board meeting schedule – Friday April 17, 2020</li> </ul>	
<p><b>11</b></p>	<p><b>Appendix Review</b></p> <p><b>Question</b> - Rate case plan – Will NextEra be going through this with the rest of the partners?  <b>Answer</b> – Yes. Discussions will definitely take place.</p> <p><b>Question</b> – What are the timelines?  <b>Answer</b> – Timelines are unknown at this time, but NextBridge is working on solidifying the schedule. The goal of this exercise is to avoid delays.</p>	
<p><b>12.</b></p>	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @ 3:38 pm EST. Next meeting is scheduled to be April 17, 2020.</b></li> </ul>	

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> </ul>	In-Progress

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 2/29/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>29,728,892</b>	<b>35,604,161</b>	<b>5,875,269</b>	<b>147,898,341</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>917,049</b>	<b>439,600</b>	<b>(477,449)</b>	<b>12,094,347</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>575,992</b>	<b>488,248</b>	<b>(87,744)</b>	<b>11,431,131</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	2,147,954	841,561	(1,306,393)	13,299,614	23,830,512	23,830,512	0%
7 Other Consultation	47,434	89,407	41,973	872,431	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	109,617	153,593	43,976	2,982,551	5,405,078	5,405,078	0%
13 EWT Management	95,979	71,757	(24,223)	3,471,730	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>33,622,917</b>	<b>37,688,327</b>	<b>4,065,410</b>	<b>192,050,144</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	467,998	467,998	-	6,568,109	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>34,090,915</b>	<b>38,156,325</b>	<b>4,065,410</b>	<b>198,618,253</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>34,090,915</b>	<b>38,156,325</b>	<b>4,065,410</b>	<b>238,867,754</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

**Board of Directors Meeting Minutes**

Meeting date April 17, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>REGRETS:</b>	
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>GUESTS:</b>	
<b>I. Matheson</b>	<b>NextBridge - Project Business Analyst</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:02 pm EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Land</li> <li>○ Rate Case Update</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• In consultation with the Chiefs and communities from BLP the project was temporarily shut down on April 3<sup>rd</sup>, 2020</li> <li>• The lockdown by the communities impacted a significant portion of NextBridge’s 339-person construction workforce, which includes an Indigenous workforce of 222 people, 71 of who live on-reserve</li> <li>• Many of the subcontractors supporting construction are also based on-reserve, and their ability to procure materials and mobilize their equipment and workforce was compromised due to access restrictions</li> <li>• A COVID Coordination Committee has been convened with members from E&amp;C, BLP and Supercom</li> <li>• A new project schedule will be in consultation with this committee to ensure that Indigenous contracting and labour will be maximized</li> </ul>	
4.	<b>Land</b> <ul style="list-style-type: none"> <li>• Mining Claim Holders settled               <ul style="list-style-type: none"> <li>○ All claim holders have settled in negotiation and the hearing scheduled for May has been cancelled</li> </ul> </li> <li>• Implications to the construction schedule is predominantly related to the acquisition with Mining Leasehold Agreements with Barrick, Newmont, and Stillwater               <ul style="list-style-type: none"> <li>○ All three parties are working through their legal counsel and are engaged in negotiations with NextBridge</li> <li>○ No impact to schedule since there is temporary access in place</li> </ul> </li> </ul>	



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
5.	<p><b>Rate Case Summary</b></p> <ul style="list-style-type: none"> <li>• Rate Application scheduled to be filed at the end of May/early June of 2020               <ul style="list-style-type: none"> <li>○ Seeking interim or final rates no later than Q3 of 2021, with an effective date matching the in-service date</li> </ul> </li> <li>• Rate Application will request revenue requirements be established for a forecasted 2022 Test Year</li> <li>• Test Year includes:               <ul style="list-style-type: none"> <li>○ \$31.2 million in already approved development costs</li> <li>○ \$5.3 million in phase-shift costs eligible for recovery as construction costs</li> <li>○ The total of already incurred and forecasted construction costs through the end of 2022</li> <li>○ OM&amp;A costs for 2022</li> </ul> </li> <li>• Request for variance accounts to capture discrete costs that vary from the forecasted test year costs.</li> <li>• The variance account to be reviewed for prudence and proposed disposition in next filing.               <ul style="list-style-type: none"> <li>○ Separate accounts for Capex and Opex</li> <li>○ Includes accounts for COVID-19, tax/law changes, unforeseen costs</li> </ul> </li> <li>• Other features of the application:               <ul style="list-style-type: none"> <li>○ The application will include request for interim rates to address the scenario where final rates are not in effect by the in-service date</li> <li>○ This will ensure that long-term financing of the project for Bamkushwada LP. and NextBridge can occur prior to first day of operations                   <ul style="list-style-type: none"> <li>▪ To obtain financing for BLP lenders will need to know rates</li> </ul> </li> </ul> </li> </ul> <p><b>Question</b> – It might be worth flagging the FN financing piece as a variance account on the upcoming COVID-19 account request.</p> <p><b>Answer</b> – Already flagged with Tom.</p>	

## Board of Directors Meeting Minutes

### 6. Financial Update

- Spent \$31M versus forecast of \$34M

#### E&C

- E&C actual spend for March 2020 was \$28MM compared to plan of \$31MM
  - Timing of construction spend and difference due to COVID-19 against the plan

#### Environment

- \$1.1MM of actual spend compared to \$0.4MM plan, primarily due to invoice catch-up with Atwell
  - Catching up with the accrual for Atwell and a timing variance

#### Indigenous Relations

- \$0.5MM of actual spend compared to \$1.4MM plan
  - Plan had the Section 28.2 Permit fees being paid in March 2020
  - Fees have not been paid yet, so this will be a timing variance

#### Land

- \$0.4MM actual compared to \$0.8MM plan
  - Timing of fees disbursed

#### Other Consultation

- Variance <\$50k, immaterial

#### Regulatory

- \$0.2M actual vs \$0.1M plan
  - Mostly due to a catchup invoice for rate case costs (vendor mixed our matter with other NEE matter and was sorted out in March 2020)

#### EWT Management

- Variance <\$50k, immaterial

#### IDC

- Q1 2020 rate is 2.88; Q2 will be 2.48 (past three quarters haven't changed prior to this)
- Cash call for April – Meeting on April 21<sup>st</sup>, 2020. Target is April 29<sup>th</sup>, 2020 for the call

Financial Update Table reviewed and can be found in Attachment A

**Board of Directors Meeting Minutes**

<p><b>7.</b></p>	<p><b>Project Financing Discussion</b></p> <ul style="list-style-type: none"> <li>• NextEra is currently determining the best way to achieve settlement on our rate parameters for our rate case filing</li> <li>• Project Finance team will meet with partners shortly to discuss how contributions will be made to the partnership</li> <li>• Working with OSCLERS, then internal tax group           <ul style="list-style-type: none"> <li>○ Will determine if another tax expert will need to be added</li> </ul> </li> <li>• Structure of the agreements will be determined</li> </ul>	
<p><b>8.</b></p>	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>• The development dashboard was presented and discussed</li> </ul>	
<p><b>9.</b></p>	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>• Safety: See Construction Report</li> <li>• Environmental: See Construction Report</li> </ul>	
<p><b>10.</b></p>	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• Continue to seek permits and land agreements</li> <li>• Continue to work with the Federal government on Section 28.2 Permits</li> <li>• Next Board meeting schedule – Friday May 8<sup>th</sup>, 2020</li> </ul>	
<p><b>11</b></p>	<p><b>Appendix Review</b></p> <p><b>Question</b> – Please provide context for the number of Health and Safety incidents within the March Construction Report.</p> <p><b>Answer</b> – The number of incidents was proportionate to increased level in activity. Additionally, activities were spread out over a large area and some active crews may have been less experienced which likely contributed to the number of Health and Safety incidents.</p>	
<p><b>12.</b></p>	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @3:31 pm EST. Next meeting is scheduled to be May 8<sup>th</sup>, 2020.</b></li> </ul>	

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> </ul>	In-Progress

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 3/31/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	28,112,929	30,891,214	2,778,285	176,011,270	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	1,108,554	439,600	(668,954)	13,202,901	26,929,260	31,277,866	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	549,960	1,440,248	890,288	11,981,091	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	391,094	752,058	360,964	13,690,707	23,830,512	23,830,512	0%
7 Other Consultation	43,870	79,691	35,821	916,301	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	181,584	123,472	(58,112)	3,164,135	5,405,078	5,405,078	0%
13 EWT Management	98,389	73,757	(24,633)	3,570,120	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	30,486,380	33,800,040	3,313,660	222,536,524	705,967,521	705,967,521	0%
14 Interest During Construction (IDC) <sup>1</sup>	548,693	548,693	-	7,116,802	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	31,035,074	34,348,733	3,313,660	229,653,326	736,970,521	736,970,521	0%
Development Costs	-	-		34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-		5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	31,035,074	34,348,733	3,313,660	269,902,827	777,180,521	777,220,022	0%
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

**Board of Directors Meeting Minutes**

Meeting date May 7, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>REGRETS:</b>	
<b>GUESTS:</b>	
<b>I. Matheson</b>	<b>NextBridge - Project Business Analyst</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:33 pm EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Rate Case Update</li> <li>○ Monthly Construction Report</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• In consultation with the Chiefs and communities from BLP construction activities on the Project were temporarily suspended on April 3<sup>rd</sup>, 2020</li> <li>• NextBridge has been working with Supercom in a COVID Committee to involve all the First Nations in preparations for starting construction again               <ul style="list-style-type: none"> <li>○ Target Date: May 15<sup>th</sup>, 2020</li> </ul> </li> <li>• Valard has developed extensive pandemic protocols which have been shared with the proximate First Nations to provide assurance that their communities will be protected</li> </ul> <p><b>Michipicoten</b></p> <ul style="list-style-type: none"> <li>• 28.2 permit still being withheld due to contracting issues</li> </ul> <p><b>Pays Plat</b></p> <ul style="list-style-type: none"> <li>• 28.2 permit is with Federal government – stalled due to COVID-19</li> </ul> <p><b>Pic Mobert</b></p> <ul style="list-style-type: none"> <li>• Negotiations continue to resolve issues surrounding working through culturally sensitive areas</li> </ul> <p><b>BZA</b></p> <ul style="list-style-type: none"> <li>• Settlement agreement negotiations with Government involved</li> </ul> <p><b>Question</b> – Is there a “drop-dead” date for construction to re-start?  <b>Answer</b> – We are communicating the pandemic protocols to provide assurance to the Indigenous communities to secure their support for timely re-start. The first waves of planned activities are not specialized and are not expected to require camp use. The methodical slow-rolling restart of construction activities, coupled with the sharing of the pandemic protocols are expected to provide assurance to the Indigenous Communities to support restart on May 15<sup>th</sup>, 2020.</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
4.	<p><b>Rate Case</b></p> <p><b>Key Elements</b></p> <ul style="list-style-type: none"> <li>• Revenue Requirement Components               <ul style="list-style-type: none"> <li>○ Test year includes: approved development costs, costs deferred by the OEB eligible for recovery as construction costs, forecasted construction costs and OM&amp;A costs for 2022</li> </ul> </li> <li>• Other Key Rate Components               <ul style="list-style-type: none"> <li>○ Incentive rate (IR) term in years</li> <li>○ Annual inflation factor</li> <li>○ Annual productivity factor</li> <li>○ Profit sharing</li> <li>○ Overearnings rate revenue trigger</li> </ul> </li> <li>• Variance Accounts               <ul style="list-style-type: none"> <li>○ Track changes from original application for future disposition</li> </ul> </li> </ul> <p><b>Development Costs</b></p> <ul style="list-style-type: none"> <li>• \$31.2MM in actual and already approved               <ul style="list-style-type: none"> <li>○ determined by OEB as \$22.4MM of guaranteed cost, plus additional \$8.9MM approved development costs</li> <li>○ (\$3.7MM) permanently disallowed, not to be included</li> </ul> </li> <li>• \$5.3MM is still eligible as phase-shift construction costs               <ul style="list-style-type: none"> <li>○ Environmental Assessment review of \$0.4MM;</li> <li>○ Land option negotiation of \$1.4MM;</li> <li>○ Land acquisition negotiation of &lt;\$0.1MM; and</li> <li>○ Economic Participation \$3.4MM</li> </ul> </li> </ul> <p><b>Summary</b></p> <ul style="list-style-type: none"> <li>• NextBridge is well-positioned on key rate parameters compared to the outlook at our Leave to Construct (LTC) proceeding</li> </ul> <p><b>Variance Accounts</b></p> <ul style="list-style-type: none"> <li>• NextBridge will request variance accounts to control risks that might occur after initial rates are set</li> </ul> <p><b>Question</b> – Please provide background on the \$3.7MM disallowed cost  <b>Answer</b> – The costs were permanently disallowed during Decision and Order EB-2017-0182 and NextBridge is not planning to pursue recovery of those costs.  <b>Question</b> – Why did OM&amp;A value increase?  <b>Answer</b> – The primary driver for this increase was the cost associated with First Nation Reserve areas being crossed by the right-of-way which were not known during development.  <b>Question</b> – Is it possible to set up a time to discuss the main aspects of the Rate Case Application with members of the Board of Directors?</p>	



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<p><b>Answer</b> –Four slides were reviewed to provide a high level overview of the main aspects of the Rate Case Application. A meeting to conduct a model review was offered and is expected to be set up at a later date.</p>	
<p>5.</p>	<p><b>Monthly Construction Report</b></p> <ul style="list-style-type: none"> <li>• Enbridge and OMERs requested additional reporting information on the monthly construction reports</li> </ul> <p><b>Variance Reporting</b></p> <ul style="list-style-type: none"> <li>• Comparison of works completed vs. Budget relative to money spent vs. Budget           <ul style="list-style-type: none"> <li>○ The contents of the above bullet should be completed for the month’s activities on a consolidated Project basis as well as broken down by main activities</li> <li>○ On a cumulative Project-to-date timeframe, include progress curves for both the Project overall and broken out by the main activities listed above</li> </ul> </li> </ul> <p><b>Improved Progress Commentary</b></p> <ul style="list-style-type: none"> <li>• For each of the main activities, provide commentary on:           <ul style="list-style-type: none"> <li>○ What works occurred in the month</li> <li>○ What contributed to the variances in both works completed (vs. planned) and spend (vs. Budget) for the month</li> <li>○ If there are variance, discuss causes, impact (if any) to schedule / Budget, and efforts to recover</li> </ul> </li> </ul> <p><b>Improved Permitting &amp; First Nations Commentary</b></p> <ul style="list-style-type: none"> <li>• For each work front, include:           <ul style="list-style-type: none"> <li>○ Outstanding permits</li> <li>○ Commentary discussing recent developments and updates / impacts to schedules, if any</li> <li>○ Mitigation plans</li> </ul> </li> <li>• To the extent First Nations issues are affecting permitting / scheduling, highlight summary of recent conversations and proposed next steps</li> </ul> <p><b>Variance Analysis</b></p> <ul style="list-style-type: none"> <li>• Variance analysis would be done for:           <ul style="list-style-type: none"> <li>○ ROW clearing</li> <li>○ Access roads and pads</li> <li>○ Foundation and anchors</li> <li>○ Structure assembly</li> <li>○ Tower erection</li> <li>○ Conductor stringing</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<ul style="list-style-type: none"> <li>Discuss what contributed to the variances in both works completed (vs. planned) and spend (vs. budget) for the month</li> <li>If there are variance in the month, discuss causes, impact (if any) to schedule/budget, and efforts to recover</li> </ul> <p><b>Question</b> – Is it possible to report progress by task?  <b>Answer</b> – The original plan that was laid out was changed to conduct as much work as possible given the areas that were clear to proceed with construction works. The plan has been re-forecasted, and the statistics will be more meaningful now as the majority of ROW and permitting issues are cleared up. Once the plan is completed, the reporting of progress by task will be part of the Monthly Construction Reports.</p>	

DRAFT

## Board of Directors Meeting Minutes

### 6. Financial Update

- Spent \$5MM versus forecast of \$31MM

#### E&C

- Actual spend for April 2020 was \$3MM compared to forecast of \$31MM
- Variance was due to timing of spend and impacts of COVID-19 mitigations against the forecasted plan
- The breakdown of the \$3MM actuals was about \$0.7MM in materials, and the remainder towards Project Management and other work

#### Environment

- Actual spend for April 2020 was \$0.3MM compared to forecast of \$0.4MM
- Slight decrease in actual spend due to reduced workload to support construction compliance (Atwell) – will follow trend of construction spend

#### Indigenous Relations

- Actual spend for April 2020 was \$0.5MM compared to forecast of \$0.5MM
- Variance <\$50k, immaterial

#### Land

- Actual spend for April 2020 was \$0.6MM compared to forecast of \$0.6MM
- Variance <\$50k, immaterial

#### Other Consultation

- Credit balance due to new PO setup for consultant who charged to an incorrect WBS code
- Accruals have been reversed and will be moved to 'Other Consultation' but payment was originally withdrawn from EWT Management budget
  - Will be rectified in May 2020

#### Regulatory

- Actual spend for April 2020 was \$0.1MM compared to forecast of \$0.1MM
- Variance <\$50k, immaterial

#### EWT Management

- Due to 'Other Consultation' invoices posting here, will be re-classed in May 2020

#### IDC

- Q1 2020 rate is 2.88; Q2 will be 2.48

#### Cash call for May 2020

- Will analyze mid-month if there is a need

Financial table reviewed and can be found in Attachment A

## Board of Directors Meeting Minutes

7.	<b>Development Dashboard</b> <ul style="list-style-type: none"><li>The development dashboard was presented and discussed</li></ul>	
8.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"><li>Safety: See Construction Report</li><li>Environmental: See Construction Report</li></ul>	
9.	<b>Next Steps</b> <ul style="list-style-type: none"><li>Continue to seek permits and land agreements</li><li>Continue to work with the Federal government on Section 28.2 Permits</li><li>Next Board meeting schedule – Friday June 12<sup>th</sup>, 2020</li></ul>	
10.	<b>Appendix Review</b> <p>No questions</p>	
11.	<ul style="list-style-type: none"><li><b>The meeting was adjourned @4:14 pm EST. Next meeting is scheduled to be June 12<sup>th</sup>, 2020.</b></li></ul>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> </ul>	Complete

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 4/30/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>2,728,661</b>	<b>31,247,887</b>	<b>28,519,226</b>	<b>178,739,930</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>320,237</b>	<b>434,600</b>	<b>114,363</b>	<b>13,523,138</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>466,664</b>	<b>488,248</b>	<b>21,584</b>	<b>12,447,755</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	585,124	573,120	(12,004)	14,275,831	23,830,512	23,830,512	0%
7 Other Consultation	(15,022)	77,620	92,642	901,279	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	93,042	123,472	30,430	3,257,176	5,405,078	5,405,078	0%
13 EWT Management	158,685	71,757	(86,928)	3,728,805	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>4,337,390</b>	<b>33,016,703</b>	<b>28,679,314</b>	<b>226,873,914</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	535,491	535,491	-	7,652,293	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>4,872,881</b>	<b>33,552,194</b>	<b>28,679,314</b>	<b>234,526,207</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>4,872,881</b>	<b>33,552,194</b>	<b>28,679,314</b>	<b>274,775,708</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

**Board of Directors Meeting Minutes**

Meeting date June 12, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>REGRETS:</b>	
<b>GUESTS:</b>	
<b>I. Matheson</b>	<b>NextBridge - Project Business Analyst</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:03 pm EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Rate Case Update</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• In consultation with the BLP communities we have restarted construction – May 19               <ul style="list-style-type: none"> <li>○ A slow rolling start</li> <li>○ Nipigon Camp opened next to Red Rock Indian Reserve</li> </ul> </li> <li>• Michipicoten               <ul style="list-style-type: none"> <li>○ 28.2 permit still being withheld due to contracting issues</li> <li>○ BLP Chiefs and legal counsel met with Michipicoten regarding the Implementation Agreement</li> </ul> </li> <li>• Pays Plat               <ul style="list-style-type: none"> <li>○ 28.2 permit is recently with community – anticipate quick turn around</li> </ul> </li> <li>• Pic Mobert               <ul style="list-style-type: none"> <li>○ Negotiations continue to allow work in culturally sensitive areas</li> <li>○ Progress with Federal government on permitting access roads through ATR</li> </ul> </li> <li>• BZA               <ul style="list-style-type: none"> <li>○ Settlement agreement negotiations are underway, with Ontario government involved – no update</li> </ul> </li> </ul>	
4.	<b>Rate Case</b> <ul style="list-style-type: none"> <li>• Progress has been made on draft               <ul style="list-style-type: none"> <li>○ Content follows Chapter 2 filing guidelines</li> </ul> </li> <li>• Outstanding issues are on tax treatments and accounting treatment of capital vs. O&amp;M costs               <ul style="list-style-type: none"> <li>○ Local external counsel is preparing a tax memo to discuss with the partners</li> <li>○ Consulted with Enbridge legal and regulatory accounting</li> </ul> </li> </ul>	



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<ul style="list-style-type: none"> <li>• Issues need to be resolved before creation of tables for application</li> <li>• Working towards getting a draft for review in the next 2 weeks</li> <li>• In-service date discussion</li> </ul> <p><b>Question</b> – Request for call in a couple weeks to review Rate Case structure. <b>Answer</b> – A call will be set up.</p>	

DRAFT

## Board of Directors Meeting Minutes

<p><b>5.</b></p>	<p><b>Financial Update</b></p> <ul style="list-style-type: none"><li>Spent \$14MM versus forecast of \$44MM</li></ul> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"><li>Actual spend for May 2020 was \$12MM compared to forecast of \$41MM</li><li>Variance was due to timing of spend and impacts of COVID-19 mitigations against the forecasted plan</li></ul> <p><b>Environment</b></p> <ul style="list-style-type: none"><li>Actual spend for May 2020 was \$0.4MM compared to forecast of \$0.4MM</li><li>Variance of &lt;50k, immaterial</li></ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"><li>Actual spend for May 2020 was \$0.4MM compared to forecast of \$0.5MM</li><li>Slight decrease due to suspension of Indigenous Monitor Program in May</li></ul> <p><b>Land</b></p> <ul style="list-style-type: none"><li>Actual spend for May 2020 was \$0.3MM compared to forecast of \$0.6MM</li><li>Variance due to timing of fees paid against plan</li></ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"><li>Variance &lt;\$50k, immaterial</li></ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"><li>Actual spend for May 2020 was \$0.1MM compared to forecast of \$0.1MM</li><li>Variance &lt;\$50k, immaterial</li></ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"><li>Variance &lt;\$50k, immaterial</li></ul> <p><b>IDC</b></p> <ul style="list-style-type: none"><li>Q2 2020 rate is 2.48; Q3 2020 has not yet been announced</li></ul> <p><b>Cash call for May 2020</b></p> <ul style="list-style-type: none"><li>Meeting set for June 22, 2020</li></ul> <p><b>Question</b> –When will the variance reporting be complete? <b>Answer</b> – NextBridge Construction staff are going through the revised schedule with Valard and reviewing production curves and challenging them to increase production rates. Once the construction schedule is confirmed, the actuals are expected to provide us with the information required. NextBridge is working towards confirming this information by the end of July in time for the Monthly Construction Report, but the timing is not certain.</p> <p>Financial table reviewed and can be found in Attachment A</p>	
------------------	--	--

## Board of Directors Meeting Minutes

6.	<b>Development Dashboard</b> <ul style="list-style-type: none"><li>The development dashboard was presented and discussed</li></ul>	
7.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"><li>Safety: See Monthly Construction Report</li><li>Environmental: See Monthly Construction Report</li></ul>	
8.	<b>Next Steps</b> <ul style="list-style-type: none"><li>Continue to seek permits and land agreements</li><li>Continue to work with the Federal government on Section 28.2 Permits</li><li>Next Board meeting schedule – Friday July 10<sup>th</sup>, 2020</li></ul>	
9.	<b>Appendix Review</b> <p>No questions</p>	
10.	<ul style="list-style-type: none"><li><b>The meeting was adjourned @3:34 pm EST. Next meeting is scheduled to be July 10<sup>th</sup>, 2020.</b></li></ul>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> </ul>	Complete

**Board of Directors Meeting Minutes**

**Attachment A**

Confidential - as of 5/31/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>12,415,783</b>	<b>41,273,003</b>	<b>28,857,220</b>	<b>191,155,713</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>420,414</b>	<b>452,044</b>	<b>31,631</b>	<b>13,943,551</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>412,500</b>	<b>484,248</b>	<b>71,748</b>	<b>12,860,255</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	301,404	637,189	335,785	14,577,235	23,830,512	23,830,512	0%
7 Other Consultation	56,778	61,839	5,061	958,057	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	167,375	123,472	(43,903)	3,424,551	5,405,078	5,405,078	0%
13 EWT Management	33,604	65,757	32,152	3,762,409	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>13,807,857</b>	<b>43,097,552</b>	<b>29,289,695</b>	<b>240,681,771</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	544,455	544,455	-	8,196,748	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>14,352,312</b>	<b>43,642,007</b>	<b>29,289,695</b>	<b>248,878,519</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>14,352,312</b>	<b>43,642,007</b>	<b>29,289,695</b>	<b>289,128,020</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates  
 2 On the record (EB-2017-0182)  
 3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

**Board of Directors Meeting Minutes**

Meeting date July 10, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>REGRETS:</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>GUESTS:</b>	
<b>I. Matheson</b>	<b>NextBridge - Project Business Analyst</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:02 pm EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ In-Service Date</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• Working with BLP on financing arrangements</li> <li>• Michipicoten               <ul style="list-style-type: none"> <li>○ 28.2 permit and Project agreement have been executed (by NextBridge, Michipicoten and federal government)</li> <li>○ Michipicoten is working with Valard to site a camp &amp; laydown yard on Reserve</li> </ul> </li> <li>• Pays Plat               <ul style="list-style-type: none"> <li>○ 28.2 permit is with Federal government</li> <li>○ Chief raised the item with the Federal government and now it's moving forward</li> <li>○ No issues with community, amicable negotiation</li> <li>○ Permit not needed until September for clearing</li> </ul> </li> <li>• Pic Moberg               <ul style="list-style-type: none"> <li>○ Negotiations continue to allow work in culturally sensitive areas</li> <li>○ Progress with Federal government on permitting access roads through ATR</li> </ul> </li> <li>• BZA               <ul style="list-style-type: none"> <li>○ Settlement agreement drafted by NextBridge, awaiting comments from Ontario government before sending to BZA</li> </ul> </li> </ul>	
4.	<b>In-Service Date</b> <ul style="list-style-type: none"> <li>• Considerations</li> <li>• IESO Need</li> <li>• Valard Negotiations</li> <li>• Potential cost implications – reduction in acceleration costs</li> <li>• Rate case filing</li> </ul> <p><b>Question</b> – How does the current ISD align with the current caribou permit?</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<p><b>Answer</b> – The existing caribou permit restrictions may impact our ability to construct the allowable types of access roads within the current construction schedule, so this item is being investigated by the E&amp;C team and Valard. Preliminary conversations have also taken place with the IESO where the Project need forecast was discussed.</p>	

DRAFT



## Board of Directors Meeting Minutes

<p><b>5.</b></p>	<p><b>Financial Update</b></p> <ul style="list-style-type: none"><li>Spent \$23MM versus forecast of \$36MM</li></ul> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"><li>Actual spend for June 2020 was \$20MM compared to forecast of \$34MM</li><li>Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan</li></ul> <p><b>Environment</b></p> <ul style="list-style-type: none"><li>Variance of &lt;50k, immaterial</li></ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"><li>Actual spend for June 2020 was \$0.4MM compared to forecast of \$0.5MM</li><li>Slight decrease due to suspension of Indigenous Monitor Program</li><li>Expect Indigenous Monitor Program to start again in July</li></ul> <p><b>Land</b></p> <ul style="list-style-type: none"><li>Actual spend for June 2020 was \$1.0MM compared to forecast of \$0.5MM</li><li>Variance due to timing of fees paid against original plan</li></ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"><li>Variance &lt;\$50k, immaterial</li></ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"><li>Actual spend for June 2020 was \$0.2MM compared to forecast of \$0.1MM</li><li>Variance due to timing of rate case costs (payroll &amp; legal), along with timing of tax memo support, against original plan</li></ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"><li>Variance &lt;\$50k, immaterial</li></ul> <p><b>IDC</b></p> <ul style="list-style-type: none"><li>Q2 2020 rate is 2.48; Q3 2020 rate has been posted and will remain at 2.48</li></ul> <p><b>Cash call for July 2020</b></p> <ul style="list-style-type: none"><li>Meeting set for July 21, 2020</li></ul> <p><b>Question</b> – Has the Construction function been mobilized back to the expected forecasted speed? <b>Answer</b> – Construction has adjusted their focus to increase productivity in areas where work is not impeded by permit restrictions (i.e. Increase on focus for structure assembly and foundations and less on clearing given the current permit restrictions) in order to maintain the current construction schedule.</p> <p><b>Question</b> – How has COVID-19 impacted the current figures? <b>Answer</b> – COVID-19 impacts are under review between NextBridge Construction and Valard.</p> <p>Financial table reviewed and can be found in Attachment A</p>	
------------------	--	--

## Board of Directors Meeting Minutes

6.	<b>Development Dashboard</b> <ul style="list-style-type: none"><li>The development dashboard was presented and discussed</li></ul>	
7.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"><li>Safety: See Monthly Construction Report</li><li>Environmental: See Monthly Construction Report</li></ul>	
8.	<b>Next Steps</b> <ul style="list-style-type: none"><li>Continue to seek permits and land agreements</li><li>Continue to work with the Federal government on the Section 28.2 Permit for Pays Plat and Access to Reserve Lands (ATR) with Pic Mobert</li><li>Continue drafting of Rate Case</li><li>Next Board meeting schedule – Friday August 14<sup>th</sup>, 2020</li></ul>	
9.	<b>Appendix Review</b>	
10.	<ul style="list-style-type: none"><li><b>The meeting was adjourned @3:35 pm EST. Next meeting is scheduled to be August 14<sup>th</sup>, 2020.</b></li></ul>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> </ul>	Complete

Board of Directors Meeting Minutes

Attachment A

Confidential - as of 6/30/2020	Current Month Actual	Current Month Plan <sup>3</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>19,756,977</b>	<b>34,217,557</b>	<b>14,460,581</b>	<b>210,912,690</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					366,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>490,657</b>	<b>452,044</b>	<b>(38,613)</b>	<b>14,434,209</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>396,460</b>	<b>509,248</b>	<b>112,788</b>	<b>13,256,714</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	1,072,126	535,412	(536,714)	15,649,362	23,830,512	23,830,512	0%
7 Other Consultation	63,981	71,266	7,285	1,022,038	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	188,419	114,644	(73,774)	3,612,970	5,405,078	5,405,078	0%
13 EWT Management	70,541	67,757	(2,785)	3,832,950	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>22,039,161</b>	<b>35,967,929</b>	<b>13,928,768</b>	<b>262,720,932</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	572,991	572,991	-	8,769,739	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>22,612,152</b>	<b>36,540,920</b>	<b>13,928,768</b>	<b>271,490,671</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total</b>	<b>22,612,152</b>	<b>36,540,920</b>	<b>13,928,768</b>	<b>311,740,172</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
Developments Costs written off				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

**Board of Directors Meeting Minutes**

Meeting date August 14, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>REGRETS:</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>GUESTS:</b>	
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>

## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:01 pm EST</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Permitting</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• Michipicoten               <ul style="list-style-type: none"> <li>○ 28.2 permit and Project agreement have been executed by NextBridge, Michipicoten FN and the Federal government</li> <li>○ Michipicoten is working with Valard to site a potential camp &amp; laydown yard on Reserve</li> </ul> </li> <li>• Pays Plat               <ul style="list-style-type: none"> <li>○ 28.2 permit is with Federal government</li> <li>○ No issues with community and negotiations have been amicable</li> <li>○ Permit not needed until September for clearing</li> </ul> </li> <li>• Pic Mobert               <ul style="list-style-type: none"> <li>○ Negotiations continue to allow work in culturally sensitive areas</li> <li>○ Progress with Federal government on permitting access roads through ATR</li> </ul> </li> <li>• BZA               <ul style="list-style-type: none"> <li>○ Settlement agreement drafted by NextBridge                   <ul style="list-style-type: none"> <li>▪ Awaiting comments from Ontario government before sending to BZA</li> </ul> </li> </ul> </li> </ul>	
4.	<b>Permitting</b> <ul style="list-style-type: none"> <li>• NextBridge continues to push for all permits in hand by September 1st to open up work fronts for clearing</li> <li>• Major outstanding permits relate to:               <ul style="list-style-type: none"> <li>○ Federal 28.2 permits</li> <li>○ Related to Pic Mobert lands (work permits &amp; land use permits)</li> </ul> </li> <li>• Need to clear as much as possible during this winter season               <ul style="list-style-type: none"> <li>○ IESO has not yet responded to COD extension; NextBridge still driving for original COD</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<ul style="list-style-type: none"> <li>○ Need buffer for events out of NextBridge’s control (e.g. COVID resurgence, warm winter)</li> </ul>	
<p><b>5.</b></p>	<p><b>Financial Update</b></p> <ul style="list-style-type: none"> <li>• Spent \$33MM versus forecast of \$37MM</li> </ul> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>• Actual spend for July 2020 was \$30MM compared to forecast of \$34MM</li> <li>• Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>• Actual spend for July 2020 was \$0.6MM compared to forecast of \$0.5MM</li> <li>• Variance was due to timing of surveying and construction compliance activities against the forecasted plan</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>• Actual spend for July 2020 was \$0.4MM compared to forecast of \$0.5MM</li> <li>• Slight decrease due to suspension of Indigenous Monitor Program</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>• Actual spend for July 2020 was \$0.3MM compared to forecast of \$0.5MM</li> <li>• Variance due to timing of fees paid against original plan</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>• Variance &lt;\$50k, immaterial</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>• Variance &lt;\$50k, immaterial</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>• Variance &lt;\$50k, immaterial</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>• Q3 2020 rate is 2.48</li> </ul> <p><b>Cash call for July 2020</b></p> <ul style="list-style-type: none"> <li>• Meeting set for August 17, 2020</li> </ul> <p>Financial table reviewed and can be found in Attachment A</p>	
<p><b>6.</b></p>	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>• The development dashboard was presented and discussed</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
7.	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>• Safety: See Monthly Construction Report</li> <li>• Environmental: See Monthly Construction Report</li> </ul>	
8.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• Continue to seek permits and land agreements</li> <li>• Continue to work with the Federal government on the Section 28.2 Permit for Pays Plat and Pic Mobert</li> <li>• Continue drafting of Rate Case</li> <li>• Next Board meeting schedule – Friday September 11<sup>th</sup>, 2020</li> </ul> <p><b>Question:</b> How soon after the extension do we file the Rate Case  <b>Answer:</b> Immediately.  <b>Question:</b> How are the schedule discussions progressing with Valard?  <b>Answer:</b> Schedule and production rates have been established and Valard is meeting their production rates. Costs are still being discussed.  <b>Question:</b> Is it possible for the partners see the way production levels have been established?  <b>Answer:</b> Dave Tenan will provide a sample version through the NextBridge Legal department.</p>	
9.	<p><b>Appendix Review</b></p>	
10.	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @3:18 pm EST. Next meeting is scheduled to be August 14<sup>th</sup>, 2020.</b></li> </ul>	



## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> </ul>	Complete
August 14, 2020	<ul style="list-style-type: none"> <li>Dave Tenan to provide example production rates through the NextBridge Legal Department</li> </ul>	In-Progress

**Board of Directors Meeting Minutes**

**Attachment A**

Confidential - as of 7/31/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	30,445,860	34,217,557	3,771,698	241,358,550	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	636,694	452,044	(184,650)	15,070,903	26,929,260	31,277,866	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	422,541	574,248	151,707	13,679,256	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	316,774	532,360	215,586	15,966,135	23,830,512	23,830,512	0%
7 Other Consultation	27,393	50,123	22,730	1,049,431	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	90,394	59,689	(30,705)	3,703,363	5,405,078	5,405,078	0%
13 EWT Management	53,460	71,757	18,297	3,886,410	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>31,993,116</b>	<b>35,957,779</b>	<b>3,964,663</b>	<b>294,714,048</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	618,539	618,539	-	9,388,278	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>32,611,655</b>	<b>36,576,317</b>	<b>3,964,663</b>	<b>304,102,326</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>32,611,655</b>	<b>36,576,317</b>	<b>3,964,663</b>	<b>344,351,827</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

**Board of Directors Meeting Minutes**

Meeting date September 11, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>REGRETS:</b>	
<b>GUESTS:</b>	
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>D. Watkins</b>	<b>Enbridge – Soon-to-be Director</b>

## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<p><b>The meeting commenced @ 3:01 pm EST</b></p> <p>General Comments: Dave Watkins provided an introduction as he will be replacing Lenin.</p>	
2.	<p><b>Agenda</b></p> <ul style="list-style-type: none"> <li>• Key Discussion items           <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Permitting</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>• Jen Tidmarsh visited each proximate Indigenous community last week to provide updates on the Project           <ul style="list-style-type: none"> <li>○ Precautions were taken to reduce potential COVID-19 exposure</li> </ul> </li> <li>• Michipicoten (MFN)           <ul style="list-style-type: none"> <li>○ 28.2 permit and Project agreement have been executed (NextBridge, MFN and Federal Government)</li> <li>○ Valard was unable to reach an agreement to build a laydown yard and camp on the FN Reserve Lands               <ul style="list-style-type: none"> <li>▪ MFN requests would negatively affect cost and schedule</li> <li>▪ Risk of potential negative reaction from the community, but can be mitigated</li> </ul> </li> </ul> </li> <li>• Pays Plat           <ul style="list-style-type: none"> <li>○ Three 28.2 permits/agreements are required               <ul style="list-style-type: none"> <li>▪ Two are complete</li> <li>▪ Third agreement is with the First Nation</li> <li>▪ Drafting a mechanism to claw back funds if an over payment is made</li> </ul> </li> <li>○ Aiming to have all 3 agreements signed in next two weeks</li> </ul> </li> <li>• Pic Mobert           <ul style="list-style-type: none"> <li>○ Progress with Federal government on permitting access roads through ATR</li> <li>○ Federal government has added an agreement               <ul style="list-style-type: none"> <li>▪ Two are now required</li> </ul> </li> <li>○ Agreement is being jointly drafted by Federal Government and NextBridge</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<ul style="list-style-type: none"> <li>○ Seeking to have both agreements signed in next two weeks</li> <li>● BZA               <ul style="list-style-type: none"> <li>○ No update</li> </ul> </li> </ul> <p><b>Question:</b> Who is the Chief of Michipicoten?  <b>Answer:</b> Chief Tangie is the Chief of Michipicoten.  <b>Question:</b> Which FN does Chief Collins represent?  <b>Answer:</b> Chief Collins is the Chief of Fort William FN and was the head of the BLP Committee.  <b>Question:</b> Does a “Plan B” exist for the laydown yard?  <b>Answer:</b> Yes. NextBridge has secured a site at a nearby blueberry farm and progress is well underway.</p>	
4.	<p><b>Permitting</b></p> <ul style="list-style-type: none"> <li>● NextBridge continues to pursue all permits to be in-hand by September to ensure unimpeded clearing access for work fronts</li> <li>● The Lands team has made significant progress and only 22 of 1229 structures have outstanding requirements controlled by NextBridge               <ul style="list-style-type: none"> <li>○ Major outstanding permits relate to Federal permits and HONI easements around their stations</li> </ul> </li> <li>● IESO has responded favourably to NextBridge’s request for an extended in-service date.               <ul style="list-style-type: none"> <li>○ Subsequently, in accordance with Conditions 2 and 3 of the Leave to Construct Order, NextBridge filed a Notice of In-Service Date Change advising the OEB of a change in construction schedule to reflect a change to the in-service date from Q4 2021 to March 31, 2022</li> <li>○ NextBridge has not yet received a response to the subsequent Notice filing</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
5.	<p><b>Financial Update</b></p> <p>Overall spend for August 2020 was \$37MM versus forecast of \$31MM</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>Actual spend for August 2020 was \$33MM compared to forecast of \$29MM</li> <li>Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>Actual spend for August 2020 was \$0.8MM compared to forecast of \$0.5MM</li> <li>Variance was due to timing of surveying (STANTEC) and construction compliance activities against the forecasted plan</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>Actual spend for August 2020 was \$1.4MM compared to forecast of \$0.5MM</li> <li>Due to timing of payments to MFN for 28.2 permit fees and associated agreements (Forecast had these costs earlier in 2020)</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>Actual spend for August 2020 was \$0.5MM compared to forecast of \$0.5MM</li> <li>Variance &lt;\$50k, immaterial</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>Variance &lt;\$50k, immaterial</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>Variance &lt;\$50k, immaterial</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>Variance &lt;\$50k, immaterial</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>Q3 2020 rate is 2.48</li> </ul> <p><b>Cash call for September 2020</b></p> <ul style="list-style-type: none"> <li>Meeting set for September 18, 2020</li> </ul> <p>Financial table reviewed and can be found in Attachment A</p> <p><b>Variance Reporting Discussion:</b></p> <ul style="list-style-type: none"> <li>Variances are provided monthly in the BOD report as per the above</li> <li>Construction progress is reported monthly</li> <li>Contract is paid to the Contractor (Valard) based on completion percentage</li> <li>Costs are expected to remain the same</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
6.	<b>Development Dashboard</b> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
7.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul>	
8.	<b>Next Steps</b> <ul style="list-style-type: none"> <li>Continue to seek permits and land agreements</li> <li>Continue to work with the Federal government to finalize the Section 28.2 Permits for Pays Plat and Pic Moberg</li> <li>Continue drafting of Rate Case</li> <li>Next Board meeting schedule – Friday October 9<sup>th</sup>, 2020</li> </ul>	
9.	<b>Appendix Review</b>	
10.	<ul style="list-style-type: none"> <li>The meeting was adjourned @3:34 pm EST. Next meeting is scheduled to be October 9<sup>th</sup>, 2020.</li> </ul>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> </ul>	Complete
August 14, 2020	<ul style="list-style-type: none"> <li>Dave Tenan to provide example production rates through the NextBridge Legal Department</li> <li>This item will be removed for the next Report.</li> </ul>	Complete



## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 8/31/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	33,170,893	28,945,693	(4,225,200)	274,529,442	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	772,833	452,044	(320,789)	15,843,736	26,929,260	31,277,866	16%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	1,397,751	484,248	(913,503)	15,077,007	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	452,532	537,276	84,744	16,418,667	23,830,512	23,830,512	0%
7 Other Consultation	19,325	65,906	46,581	1,068,756	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	86,286	59,689	(26,597)	3,789,649	5,405,078	5,405,078	0%
13 EWT Management	117,817	65,757	(52,060)	4,004,227	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>36,017,437</b>	<b>30,610,613</b>	<b>(5,406,824)</b>	<b>330,731,485</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	684,658	684,658	-	10,072,936	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>36,702,095</b>	<b>31,295,271</b>	<b>(5,406,824)</b>	<b>340,804,421</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-		34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-		5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>36,702,095</b>	<b>31,295,271</b>	<b>(5,406,824)</b>	<b>381,053,922</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

**Board of Directors Meeting Minutes**

Meeting date October 10, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>REGRETS:</b>	
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>D. Watkins</b>	<b>Enbridge – Soon-to-be Director</b>
<b>D. Carmichael</b>	<b>Enbridge - Observer</b>
<b>GUESTS:</b>	
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:01 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Permitting</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• Michipicoten               <ul style="list-style-type: none"> <li>○ Resolution has been reached and relations have been restored</li> <li>○ Initial construction activities have commenced on Reserve (i.e. studies)</li> </ul> </li> <li>• Pays Plat               <ul style="list-style-type: none"> <li>○ All 28.2 agreements signed and executed by Federal Government</li> <li>○ NextBridge now has full access to Reserve Lands</li> </ul> </li> <li>• Pic Mobert               <ul style="list-style-type: none"> <li>• Continuing to work with Pic Mobert to remove their “Stop Work Order” on parcels of land with cultural significance</li> <li>• Federal agreements in progress to allow use of roads on Additions to Reserve lands                   <ul style="list-style-type: none"> <li>○ \$60,000 in road use permit fees</li> <li>○ Temporary permit for 2 years</li> </ul> </li> </ul> </li> <li>• BZA               <ul style="list-style-type: none"> <li>○ No update</li> </ul> </li> </ul>	
4.	<b>Permitting</b> <ul style="list-style-type: none"> <li>• NextBridge continues to push for all permits to ensure all clearing is complete in the winter of 2020/2021</li> <li>• An agreement is in progress for the worker camp in Wawa               <ul style="list-style-type: none"> <li>○ Significant land progress has been made</li> </ul> </li> <li>• Major outstanding permits relate to Federal permits (Indigenous Services Canada &amp; NavCan) &amp; HONI easements around their stations</li> <li>• Majority of environmental permits relate to waterbody crossings</li> <li>• Met with HONI to discuss schedule coordination on new COD               <ul style="list-style-type: none"> <li>○ They will get the stations finished by October 2021</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<ul style="list-style-type: none"> <li>○ Concern over AFUDC costs – charge back to NextBridge</li> <li>• New schedule will be filed on October 22 in the OEB quarterly report</li> </ul>	

DRAFT

## Board of Directors Meeting Minutes

### 5. Financial Update

Overall spend for August 2020 was \$34MM versus forecast of \$32MM

#### **E&C**

- Actual spend for August 2020 was \$31MM compared to forecast of \$29MM
- Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan

#### **Environment**

- Actual spend for August 2020 was \$0.5MM compared to forecast of \$0.5MM
- Variance <\$50k, immaterial

#### **Indigenous Relations**

- Actual spend for August 2020 was \$0.5MM compared to forecast of \$0.5MM
- Variance <\$50k, immaterial

#### **Land**

- Actual spend for August 2020 was \$0.4MM compared to forecast of \$0.5MM
- Variance due to timing of fees paid

#### **Other Consultation**

- Variance <\$50k, immaterial

#### **Regulatory**

- Variance <\$50k, immaterial

#### **EWT Management**

- Variance <\$50k, immaterial

#### **IDC**

- Q3 2020 rate is 2.48, Q4 2020 rate is 2.03

#### **Cash call for October 2020**

- Meeting set for October 22, 2020

Financial table reviewed and can be found in Attachment A

#### **Variance Reporting Discussion:**

**Question:** How does the revised spend curve compare to the original COD spend curve?

**Answer:** The updated spend curve is being aligned with the new COD schedule and is expected to fall within with the original COD overall spend.

**Board of Directors Meeting Minutes**

6.	<b>Development Dashboard</b> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
7.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul>	
8.	<b>Next Steps</b> <ul style="list-style-type: none"> <li>Continue to seek permits and land agreements</li> <li>Continue to work with the Federal government to finalize the Section 28.2 Permit with Pic Mobert</li> <li>Continue drafting of Rate Case (before the end of the month)</li> <li>Continuing to work on Connection Cost Recovery Agreement (CCRA) with HONI (HONI is recovering costs in their own rate)</li> <li>Working on securing O&amp;M agreement with selected vendor</li> <li>Next Board meeting schedule – Friday November 13<sup>th</sup>, 2020</li> </ul>	
9.	<b>Appendix Review</b>	
10.	<ul style="list-style-type: none"> <li><b>The meeting was adjourned @3:28 pm EST. Next meeting is scheduled to be November 13<sup>th</sup>, 2020.</b></li> </ul>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
December 13, 2019	<ul style="list-style-type: none"> <li>Enbridge and OMERS representatives are going to provide recommendations on potential revisions to the content for future Construction Reports               <ul style="list-style-type: none"> <li>L. Vadlamudi is going to provide these recommendations to D. Tenan via email</li> </ul> </li> <li>This item will be removed for the next Report.</li> </ul>	Complete

## Board of Directors Meeting Minutes

### Attachment A

As of 9/30/2020

Confidential - as of 8/31/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>31,467,267</b>	<b>29,256,267</b>	<b>(2,210,999)</b>	<b>305,996,709</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>475,250</b>	<b>452,044</b>	<b>(23,206)</b>	<b>16,318,987</b>	<b>26,929,260</b>	<b>31,277,866</b>	<b>16%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>529,946</b>	<b>484,248</b>	<b>(45,698)</b>	<b>15,606,953</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	359,539	507,343	147,804	16,778,207	23,830,512	23,830,512	0%
7 Other Consultation	67,921	47,839	(20,082)	1,136,677	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	102,383	-100%
12 Regulatory	86,018	59,689	(26,329)	3,875,667	5,405,078	5,405,078	0%
13 EWT Management	77,559	67,757	(9,803)	4,081,786	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>33,063,500</b>	<b>30,875,187</b>	<b>(2,188,313)</b>	<b>363,794,985</b>	<b>705,967,521</b>	<b>705,967,521</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	759,094	759,094	-	10,832,030	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>33,822,594</b>	<b>31,634,281</b>	<b>(2,188,313)</b>	<b>374,627,015</b>	<b>736,970,521</b>	<b>736,970,521</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>33,822,594</b>	<b>31,634,281</b>	<b>(2,188,313)</b>	<b>414,876,516</b>	<b>777,180,521</b>	<b>777,220,022</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019



**Board of Directors Meeting Minutes**

Meeting date November 13, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>D. Watkins</b>	<b>Enbridge – Soon-to-be Director</b>
<b>REGRETS:</b>	
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>D. Carmichael</b>	<b>Enbridge - Observer</b>
<b>GUESTS:</b>	
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:02 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Rate Case</li> <li>○ Partnership Activities</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• Michipicoten (MFN)               <ul style="list-style-type: none"> <li>○ Consulting on caribou transfer strategy                   <ul style="list-style-type: none"> <li>▪ Response not yet received from MFN</li> <li>▪ Reviewed details of proposed caribou handling methods</li> <li>▪ Risk to Project is low as overall benefits permit is in-hand</li> <li>▪ Consultation efforts are being documented</li> </ul> </li> <li>○ Hand clearing on Reserve lands expected to start by the end of November</li> </ul> </li> <li>• Pays Plat               <ul style="list-style-type: none"> <li>○ Construction has begun on Reserve Lands                   <ul style="list-style-type: none"> <li>▪ Community relations have been positive</li> </ul> </li> </ul> </li> <li>• Pic Moberg               <ul style="list-style-type: none"> <li>• Pic Moberg partially removed their “Stop Work Order” on parcels of land with cultural significance</li> <li>• The First Nation and NextBridge have signed a Federal permit to allow access to Additions to Reserve Lands                   <ul style="list-style-type: none"> <li>○ Waiting on Federal signature and execution</li> </ul> </li> </ul> </li> <li>• BZA               <ul style="list-style-type: none"> <li>○ No update</li> </ul> </li> </ul>	
4.	<b>Rate Case</b> <ul style="list-style-type: none"> <li>• Rate case filed on November 4, 2020</li> <li>• OEB acknowledged the upload to their online system and indicated that they would reach out with any questions</li> <li>• NextBridge reached out and offered a meeting to walk through the key elements of what was filed and to field any questions</li> </ul>	

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
	<ul style="list-style-type: none"> <li>• Next Steps:               <ul style="list-style-type: none"> <li>○ Waiting for OEB to respond with questions or requests for additional information, potentially in December</li> <li>○ OEB will be making the document public on their site</li> <li>○ Witness training continues</li> </ul> </li> </ul> <p><b>Question:</b> Is NextBridge affected by the cost of capital each year as the OEB updates the ROE?  <b>Answer:</b> Revenue would be locked in for the IR term (i.e. 10 years) and will be updated with a new application with the ROE near the end of the IR term.</p>	
5.	<p><b>Partnership Activities</b></p> <ul style="list-style-type: none"> <li>• Upcoming agreements that need to be completed:               <ul style="list-style-type: none"> <li>○ Distribution Policy                   <ul style="list-style-type: none"> <li>▪ External counsel created a draft in September 2016, which will need to be updated and finalized</li> <li>▪ The approval of a Distribution Policy is a “special matter” in our shareholders’ agreement</li> <li>▪ BLP will also want it for their financing activities</li> </ul> </li> <li>○ NEET Operations Agreement                   <ul style="list-style-type: none"> <li>▪ The agreement that formalizes the services NEET will provide the partnership for O&amp;MA</li> <li>▪ OEB will want to see this and we have committed to filing it when available</li> </ul> </li> </ul> </li> </ul> <p><b>Question:</b> Are there any updates on the BLP financing process?  <b>Answer:</b> Tom Garner, who also worked on the Watay Project, is working for BLP. They have built a draft financial model and the NextBridge team is supporting them through the providing of a model. An RFI was sent out recently for financing opportunities and an RFQ will go out in the new year.</p>	<p>Expected to be completed by the end of the year.</p>

## Board of Directors Meeting Minutes

### 6. Financial Update

Overall spend for October 2020 was \$43MM versus forecast of \$30MM

#### **E&C**

- Actual spend for October 2020 was \$40MM compared to forecast of \$28MM
- Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan

#### **Environment**

- Actual spend for October 2020 was \$0.4MM compared to forecast of \$0.4MM
- Variance <\$50k, immaterial

#### **Indigenous Relations**

- Actual spend for October 2020 was \$1.1MM compared to forecast of \$0.5MM
- Variance due to Pays Plat 28.2 permit fee paid in October 2020 (was in plan earlier in 2020 – timing impact only)

#### **Land**

- Actual spend for October 2020 was \$0.7MM compared to forecast of \$0.2MM
- Variance due to timing of fees paid

#### **Other Consultation**

- Actual spend for October 2020 was \$9K compared to forecast of \$76K
- Slight variance due to payroll corrections

#### **Regulatory**

- Actual spend for October 2020 was \$93K compared to forecast of \$36K
- Slight variance due to rate case payroll timing

#### **EWT Management**

- Variance <\$50k, immaterial

#### **IDC**

- Q4 2020 rate is 2.03

#### **Cash call for November 2020**

- Meeting set for November 17, 2020

Financial table reviewed and can be found in Attachment A

**Board of Directors Meeting Minutes**

7.	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
8.	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul> <p><b>Question:</b> In relation to the safety incident where worker was hit by a tree, is the worker OK?  <b>Answer:</b> Worker is doing ok and the incident is under review.</p>	
9.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>Continue to seek permits and land agreements</li> <li>Partnership agreements</li> <li>Next Board meeting schedule – Friday December 11<sup>th</sup>, 2020</li> </ul>	
10.	<p><b>Appendix Review</b></p> <p><b>Question:</b> What is the Convenience Contract?  <b>Answer:</b> The Convenience Contract refers to the O&amp;M Services Contract that is currently being negotiated with the selected vendor.</p>	
11.	<ul style="list-style-type: none"> <li><b>The meeting was adjourned @ 3:26 pm EST. Next meeting is scheduled to be December 11<sup>th</sup>, 2020.</b></li> </ul>	

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete



## Board of Directors Meeting Minutes

### Attachment A

As of 10/31/2020

Confidential - as of 10/31/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>39,646,723</b>	<b>27,915,913</b>	<b>(11,730,811)</b>	<b>345,643,432</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>399,016</b>	<b>352,044</b>	<b>(46,972)</b>	<b>16,718,003</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>1,118,725</b>	<b>484,248</b>	<b>(634,477)</b>	<b>16,725,678</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	684,548	199,865	(484,683)	17,462,754	23,830,512	23,830,512	0%
7 Other Consultation	9,088	75,839	66,751	1,145,765	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	93,893	36,776	(57,117)	3,969,559	5,405,078	5,405,078	0%
13 EWT Management	43,796	71,757	27,961	4,125,582	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>41,995,789</b>	<b>29,136,442</b>	<b>(12,859,347)</b>	<b>405,790,774</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	677,287	677,287	-	11,509,317	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>42,673,076</b>	<b>29,813,729</b>	<b>(12,859,347)</b>	<b>417,300,091</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>42,673,076</b>	<b>29,813,729</b>	<b>(12,859,347)</b>	<b>457,549,592</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

## Board of Directors Meeting Minutes

Meeting date December 11, 2020 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>D. Watkins</b>	<b>Enbridge – Soon-to-be Director</b>
<b>D. Carmichael</b>	<b>Enbridge - Observer</b>
<b>REGRETS:</b>	
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>GUESTS:</b>	
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>



## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:01 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Rate Case</li> </ul> </li> <li>• Financial Update               <ul style="list-style-type: none"> <li>○ Cost Treatment (ex. COVID-19, CCVA)</li> <li>○ Request for Spend Curve</li> </ul> </li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• Michipicoten (MFN)               <ul style="list-style-type: none"> <li>○ Michipicoten has provided comments on the caribou transfer plan which do not align with the conditions of our permit with government</li> <li>○ Main concerns are sedation and transfer locations</li> <li>○ Plan was to be submitted by December 15, however, government has not given comments on the draft and are in receipt of Michipicoten's comments</li> <li>○ An extension has been requested for March 2021 to submit the plan</li> </ul> </li> <li>• Pays Plat               <ul style="list-style-type: none"> <li>○ Working on non-merchantable timber deliveries</li> <li>○ Construction is progressing</li> </ul> </li> <li>• Pic Mobert               <ul style="list-style-type: none"> <li>○ Permit to allow access to Additions to Reserve lands to build an access road has been fully executed by NextBridge, Pic Mobert and the Federal government</li> <li>○ Construction has begun in culturally sensitive area around White Lake Narrows</li> <li>○ NextBridge accommodated traditional knowledge and redesigned a portion of the Line</li> </ul> </li> <li>• BZA               <ul style="list-style-type: none"> <li>○ BZA counsel approached NextBridge regarding an outstanding concern about Indigenous Facilitators</li> </ul> </li> </ul> <p><b>Question:</b> Is there a precedent for transporting non-sedated caribou?</p>	

Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
	<p><b>Answer:</b> During a previous caribou transfer program which included the presence of community members from Michipicoten First Nation, the Ministry sedated caribou and the First Nation representatives were not pleased with the effects of the sedation immediately after the animals were released.</p> <p>Another program was later undertaken where relocations were limited to 30 minutes or less and was completed without sedation. The caribou were hobbled, blindfolded and covered in blankets while First Nation representatives quietly spoke to the animals. The potential relocations for this project are expected to be longer than 30 minutes, so the use of sedation is recommended. Ultimately the government will be the decision maker for the plan.</p> <p><b>Question:</b> Is Pic Mobert First Nation supportive of the new design to cross the White Lake Narrows?</p> <p><b>Answer:</b> Yes. Pic Mobert was a part of the planning and archeological work activities and have expressed support for the approach.</p>	
4.	<p><b>Rate Case</b></p> <ul style="list-style-type: none"> <li>• NextBridge received notice from OEB that application was complete on November 18, 2020</li> <li>• NextBridge received a letter of direction on November 24 to:             <ul style="list-style-type: none"> <li>○ Send copies of the application to all LTC intervenors</li> <li>○ Post application on the website</li> <li>○ Have copy available at the NextBridge office</li> <li>○ Swear affidavit to all the above</li> </ul> </li> <li>• Next Steps:             <ul style="list-style-type: none"> <li>○ Intervenors send in intention to intervene (so far IESO, SEC and VECC have confirmed)</li> <li>○ Potential requests for information from OEB staff in December</li> <li>○ Witness training continues</li> </ul> </li> </ul>	

## Board of Directors Meeting Minutes

### 5. Financial Update

Overall spend for November 2020 was \$27MM versus forecast of \$21MM

#### E&C

- Actual spend for November 2020 was \$25MM compared to forecast of \$18MM
- Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan

#### Environment

- Actual spend for November 2020 was \$0.2MM compared to forecast of \$0.6MM
- Variance due to timing and movement of construction compliance costs

#### Indigenous Relations

- Actual spend for November 2020 was \$0.5MM compared to forecast of \$0.5MM
- No variance

#### Land

- Actual spend for November 2020 was \$0.6MM compared to forecast of \$0.2MM
- Variance due to timing of fees paid

#### Other Consultation

- No variance

#### Regulatory

- No variance

#### EWT Management

- No variance

#### IDC

- Q4 2020 rate is 2.03. Q1 2021 rate will remain at 2.03.

#### Cash call for December 2020

- Meeting set for December 14, 2020

Financial table reviewed and can be found in Attachment A

**Question:** Are budgeted construction costs and costs that are going to be variances being tracked separately?

**Answer:** What we are spending right now is considered CWIP under the OEB, but we are internally tracking these costs separately. Currently, we have a cost bucket which includes costs from the original \$737M Project cost, a COVID cost bucket, and a bucket for other potential variance costs (CCVA includes both COVID and other potential costs).

**Question:** With the warm temperatures in November, are we still able to complete necessary clearing activities by the end of the winter?

**Answer:** Yes, we are still planning to complete clearing by the end of this winter. The weather in the Project area is now colder and we have seen production rates that are expected to meet our goal.

**Board of Directors Meeting Minutes**

6.	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
7.	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul> <p><b>Question:</b> Please provide further information regarding an incident where a worker’s foot was cut by a chainsaw and the subcontractor was subsequently removed.</p> <p><b>Answer:</b> NextBridge and Valard investigated and audited the subcontractor’s safety processes and they were not meeting our expectations, which included an unwillingness to follow their own safety protocols. Valard had used this subcontractor on other projects, but they were not a good fit on our Project given the challenging terrain.</p>	
8.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>Continue to seek permits and land agreements</li> <li>Partnership agreements</li> <li>Next Board meeting schedule – Friday January 8<sup>th</sup>, 2021</li> </ul>	
9.	<p><b>Appendix Review</b></p>	
10.	<ul style="list-style-type: none"> <li>The meeting was adjourned @ 3:35 pm EST. Next meeting is scheduled to be January 8<sup>th</sup>, 2021.</li> </ul>	

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete

DRAFT

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 11/30/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>24,819,118</b>	<b>18,468,713</b>	<b>(6,350,405)</b>	<b>370,462,550</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>241,118</b>	<b>649,491</b>	<b>408,373</b>	<b>16,959,121</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>475,869</b>	<b>484,248</b>	<b>8,380</b>	<b>17,201,546</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	606,663	198,426	(408,237)	18,069,417	23,830,512	23,830,512	0%
7 Other Consultation	28,750	46,839	18,090	1,174,515	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	52,277	36,776	(15,501)	4,021,836	5,405,078	5,405,078	0%
13 EWT Management	60,259	65,757	5,497	4,185,841	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>26,284,053</b>	<b>19,950,249</b>	<b>(6,333,804)</b>	<b>432,074,827</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	748,330	748,330	-	12,257,647	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>27,032,383</b>	<b>20,698,580</b>	<b>(6,333,804)</b>	<b>444,332,475</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>27,032,383</b>	<b>20,698,580</b>	<b>(6,333,804)</b>	<b>484,581,976</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019





NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

January 8, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Rate Case
- Financial Update
- Development Dashboard
- Next Steps



# Indigenous

---

- Michipicoten
  - Received an extension to March 2021 to submit the caribou transfer plan
  - Continue to consult with Michipicoten
    - Although they are opposed to sedation of the animals, they have explicitly said they will not get in the way of project progress
- Pays Plat – no update, construction progresses
- Pic Moberg – no update, construction progresses
- BZA
  - Awaiting comments from BZA on final issue (i.e. monitors)

# Rate Case

- NextBridge received interrogatories on January 7 from:
  - OEB Staff, HONI, BOMA, Energy Probe, SEC
  - Replies to interrogatories are due on January 27
- Next Steps:
  - Drafting and filing of responses by subject matter experts/witnesses
  - Witness training continues

TIMELINE		Day of Week
Date Submitted	1/7/2021	Thursday
Due to attorney	1/19/2021	Tuesday
Due to Management	1/22/2021 by COB	Friday
Management Comments Due	1/26/2021 by Noon	Tuesday
Completion/Filing Date	1/27/2021	Wednesday

# Financial Update – December

Confidential - as of 12/31/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	24,930,863	11,391,540	(13,539,323)	-	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,483,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	247,623	548,625	301,002	-	26,929,260	31,550,162	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	347,775	602,129	254,355	-	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	(138,035)	5,148,696	5,286,731	-	23,830,512	23,830,512	0%
7 Other Consultation	37,565	166,173	128,607	-	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	83,650	470,418	386,768	-	5,405,078	5,405,078	0%
13 EWT Management	52,547	67,757	15,210	-	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	25,561,987	18,395,337	(7,166,650)	-	705,967,521	706,137,434	0%
14 Interest During Construction (IDC) <sup>1</sup>	792,794	792,794	-	-	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	26,354,781	19,188,131	(7,166,650)	-	736,970,521	737,140,434	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	26,354,781	19,188,131	(7,166,650)	40,249,501	777,180,521	777,389,935	0%
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing
2	Assembly, Foundations, Erection, Stringing
3	Assembly, Foundations, Erection
4	Foundations, Assembly
5	Clearing
6	Clearing, Foundations, Assembly
7	Clearing, Foundations, Assembly, Erection
8	Clearing, Foundations, Assembly, Erection
9	Clearing, Foundations, Assembly, Erection
10	Clearing, Foundations
11	Clearing

**30 Day Project Review - Completed**

- Construction continues

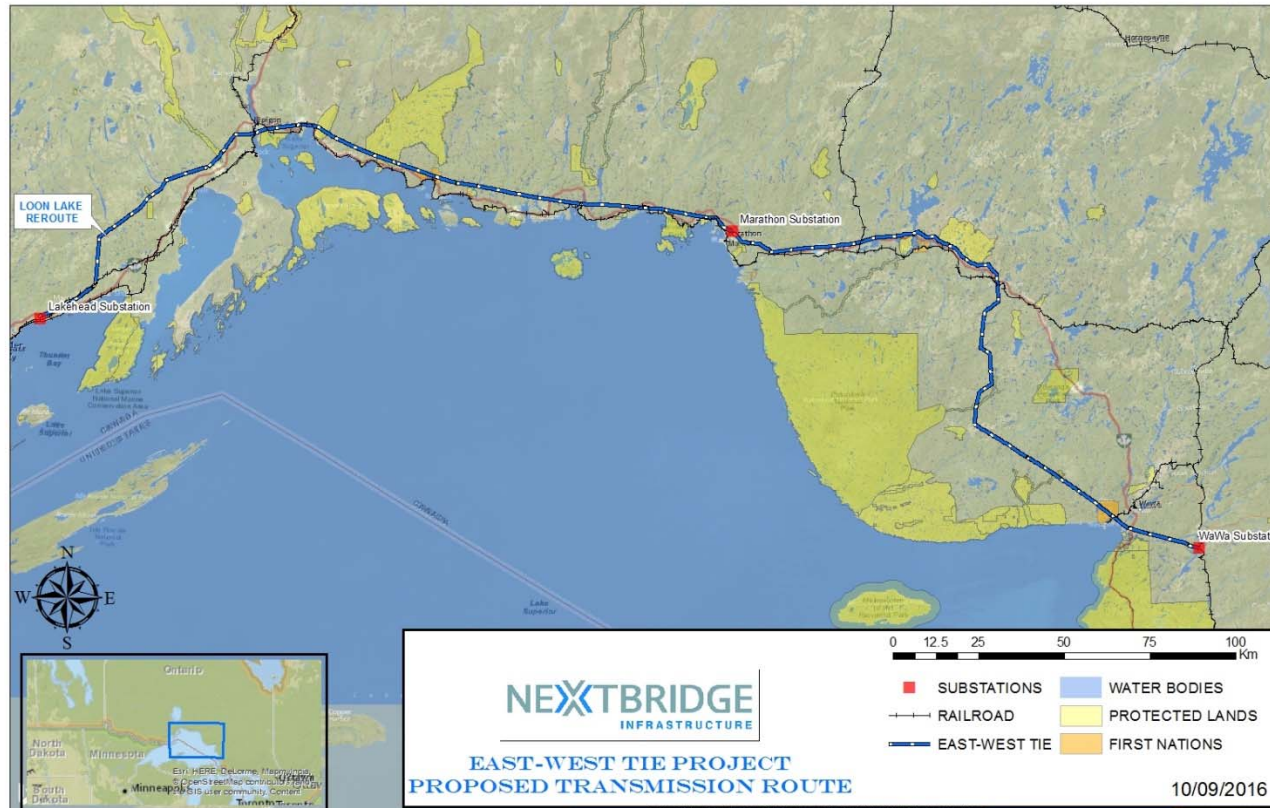
**30 Day Project Review - Incomplete**

**Next 30 Days – Upcoming Activities**

- Signing HONI Connection and Cost Recovery Agreement
- Signing OM&A agreement with HONI
- Partnership agreements

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Responding to interrogatories
- Partnership agreements
- Next Board meeting schedule – Friday February 12

# Appendix – Updated January 5, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations



# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitators</b></p> <ul style="list-style-type: none"> <li>Program fully back up and running with facilitators in the field from all 7 participating communities</li> <li>Resolved two “G” class licensing issues</li> <li>Finalized transition planning for decreased DST partner monitoring support and increased independence of the Indigenous Facilitators in the field in 2021</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Michipicoten (MFN) and Pays Plat on-reserve construction activities commenced</li> <li>Pic Mobert           <ul style="list-style-type: none"> <li>Federal permit for ATR lands complete and activities have commenced in the area of White Lake and Nursery Lake with support from community, expect clearing activities to commence before February 1, 2021 in the 80m buffer zone on each side of White Lake</li> </ul> </li> </ul>	Ongoing
<p><b>Actively Working to Continue Progress with BZA</b></p> <ul style="list-style-type: none"> <li>Re-engaged with BZA on the project and met the newly appointed local staff member assigned to the Project</li> <li>Settlement reached with BZA to resolve ongoing litigation           <ul style="list-style-type: none"> <li>Final step is get signatures on the concluded agreement which is progressing through final NextBridge internal approvals and is expected to be complete within 4 weeks</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Finalizing the Compensation Releases for MFN and RRIB Community Traplines</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>Implementing the Caribou Relocation work with MFN</li> <li>Relaunched significant engagement with the community on next steps the Caribou Transfer Strategy</li> <li>Provided the community with the draft Caribou Transfer Strategy and supporting documentation for their review</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> Financial statement preparation / Audit	Ongoing Complete for 2019 - Opinion issued by Deloitte on March 6, 2020
<b>Regulatory Filings</b> OEB reporting Ad hoc regulatory filings	Ongoing 4Q 2020 OEB Quarterly Construction Progress Report will be submitted on January 22, 2021 Rate Case submitted on November 4, 2020 Received confirmation of completeness of Application

# Regulatory

Item	Status
<p><b>Land Acquisition activities (required for construction)</b></p> <ul style="list-style-type: none"> <li>• Negotiations with landowners and disposition holders</li> <li>• Regulatory proceedings where unable to reach agreement</li> </ul>	<p>See update from Land</p> <p>No regulatory proceedings are underway or expected for the remaining acquisition of land.</p>
<p><b>Litigation Support</b></p> <ul style="list-style-type: none"> <li>• Legal support for BZA judicial review and appeal</li> </ul>	<p>Ongoing</p>
<p><b>Rate Case</b></p> <ul style="list-style-type: none"> <li>• Supporting NextEra Legal</li> <li>• Including application development, <b>OEB processes (interrogatories, etc.)</b> and witness preparation</li> <li>• <b>On Dec 16, 2020, the OEB issued Procedural Order No. 1, which:</b> <ul style="list-style-type: none"> <li>• <b>Approved 8 parties as intervenors, and</b></li> <li>• <b>Set dates for written interrogatories – OEB staff and intervenors to file and serve interrogatories by January 7, 2020, with NextBridge to file and serve responses by January 27, 2020.</b></li> </ul> </li> </ul>	<p>Ongoing</p>

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>• Project COD is March 31, 2022</li> <li>• Updated Project schedule and weekly schedule calls being held to monitor construction progress and ensure weekly targets are being met</li> <li>• Updated schedule discussions are ongoing with HONI</li> </ul>	<p>Ongoing</p>
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>• All DPPs submitted as of 11/14/2019</li> <li>• All work fronts across project are now under construction</li> <li>• <b>Outstanding HONI easement in WF 11</b></li> <li>• <b>Received access to all ATR lands</b></li> <li>• <b>Outstanding approval with Barrick Gold due to White Lake Narrows re-route</b></li> </ul>	<p>Ongoing</p>
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>• All activities are back in progress</li> <li>• <b>Clearing and access activities completed in WF's 1-4 and 9. All clearing and access work to be completed by spring</b></li> <li>• <b>Majority of Stringing activities completed in WF's 1 and 2, and now started in WF3</b></li> </ul>	<ul style="list-style-type: none"> <li>• <b>1054 Structures cleared with winter and all season roads built</b></li> <li>• <b>664 Foundations installed</b></li> <li>• <b>655 Structures assembled</b></li> <li>• <b>442 Structures erected</b></li> <li>• <b>85 km of conductor tied in</b></li> </ul>
<ul style="list-style-type: none"> <li>• <b>Procurement Towers/Conductors</b></li> <li>• <b>97% of tower deliveries completed</b></li> <li>• <b>Outstanding painted towers, new White Lake Narrows towers, and extensions currently being manufactured and shipped.</b></li> </ul>	<ul style="list-style-type: none"> <li>• <b>1191 Towers delivered to site</b></li> <li>• <b>592 Reels of conductor</b></li> <li>• <b>112 Reels OHGW onsite</b></li> <li>• <b>78 Reels of OPGW on site</b></li> </ul>

# Stakeholder Relations

Item	Status
<p><b>Website and Social Media</b></p> <ul style="list-style-type: none"> <li>• Facebook Group for the project continues to grow with 145 members (increase of 17 from last report)</li> <li>• Posted regular updates on Facebook Group including <b>Winter 2020 Newsletter, Community Investment donations and delivery of birch wood to Indigenous communities</b></li> <li>• Refreshed website with updates to several sections including additional content in the News and Updates section and acknowledgement of the new in-service date</li> </ul>	Ongoing
<p><b>Engagement and Messaging</b></p> <ul style="list-style-type: none"> <li>• Winter 2020 Project newsletter mailed to project mailing list and emailed to Indigenous and municipal officials in mid-December</li> <li>• Responded to inquiries submitted through the project email and hotline</li> </ul>	Ongoing
<p><b>Community Investment Program</b></p> <ul style="list-style-type: none"> <li>• <b>Approved and provided</b> funding to Dilico Children's Christmas Wish campaign which provides foster children support services to Indigenous communities in Northwestern Ontario including all six proximate First Nations</li> </ul>	Ongoing

# Land – ROW and Access Progress

WorkFront	Land -ROW	Land - Access
Work Front7	100%	100%
Work Front8	100%	100%
Work Front1	100%	100%
Work Front9	100%	100%
Work Front2	100%	100%
Work Front3	100%	100%
Work Front6	100%	100%
Work Front4	100%	100%
Work Front5	100%	100%
Work Front11	94%	100%
Work Front10	100%	100%

# Land – Access Crossings Progress

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	291	291	100%
Workfront 4	242	242	100%
Workfront 5	316	316	100%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	289	290	99.7%

# Land – Overhead Crossings Progress

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	47	47	100%
Workfront 2	11	11	100%
Workfront 3	48	48	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	19	19	100%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%



# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted               <ul style="list-style-type: none"> <li>Some permit amendments have been submitted throughout the Project that support access changes and water crossing changes</li> </ul> </li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted</li> <li>MNRF and MECP approvals have been received for all Workfronts with the exception of some permit amendments</li> </ul>	Ongoing
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit <b>has been approved by MECP</b> to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all workfronts               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Pre-construction Environmental Surveys</b></p> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<b>Operationalize Commitments in the Leave to Construct</b> <ul style="list-style-type: none"> <li>• Commitment list has been established</li> <li>• Completion of activities will occur during the 18 months leading up to COD</li> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• <b>Preparing for field visits in 2021</b></li> </ul> </li> </ul>	Ongoing
<b>Early Identification of Operations Support Resources</b> <ul style="list-style-type: none"> <li>• Operations Manager identified</li> </ul>	Complete
<b>Coordination with HONI on Interconnect Agreement and Crossings</b> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to secure agreements and crossings</li> <li>• Visits remain on hold due to COVID</li> </ul>	Ongoing
<b>Identify All NERC/FERC Requirements</b> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD</li> </ul>	On Track
<b>Establish Convenience Contract(s) for Operations Support</b> <ul style="list-style-type: none"> <li>• RFP's received and winning proposal determined</li> <li>• Final stage of contract negotiation underway (terms and conditions are the final item to be completed)</li> <li>• Expect signing in <b>early 2021</b></li> </ul>	Ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

February 12, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Personnel Changes
  - Indigenous
  - Settlement Conference
  - Operations Agreement
- Financial Update
- Development Dashboard
- Next Steps

# Personnel Changes

---

- Erin Silvester – Land Lead, Enbridge
  - Erin will be going on a year long maternity leave beginning in March
  - Erin will be replaced by a contractor who has previously worked on the project
  - Much of the land work has been completed so the expectation is that this contractor will only charge 25% of their time at a reduced rate
  - Jennifer Tidmarsh and Jeff Damen will also support
- Matt Jackson, Indigenous Lead, Enbridge
  - Matt will be moving to Hydro One to be their Director of Indigenous Affairs
  - There are currently no plans to replace him and Jennifer Tidmarsh will take over his duties, along with some Enbridge support staff

# Indigenous

---

- Michipicoten
  - The Ministry of Environment has made changes to the caribou permit. The changes shift the responsibility of determining if the animals should be sedated to another ministry – effectively avoiding conflict with Michipicoten
  - NextBridge is trying to broker solutions with the government and the First Nation, but the ministries have not responded
- Pays Plat – no update, construction progresses
- Pic Mobert – no update, construction progresses
- BZA
  - Awaiting comments from BZA
  - Some minor changes from the Crown regarding payment methods for their portion of the agreement, but nothing that affects NextBridge

# Settlement Conference

---

## Discussion

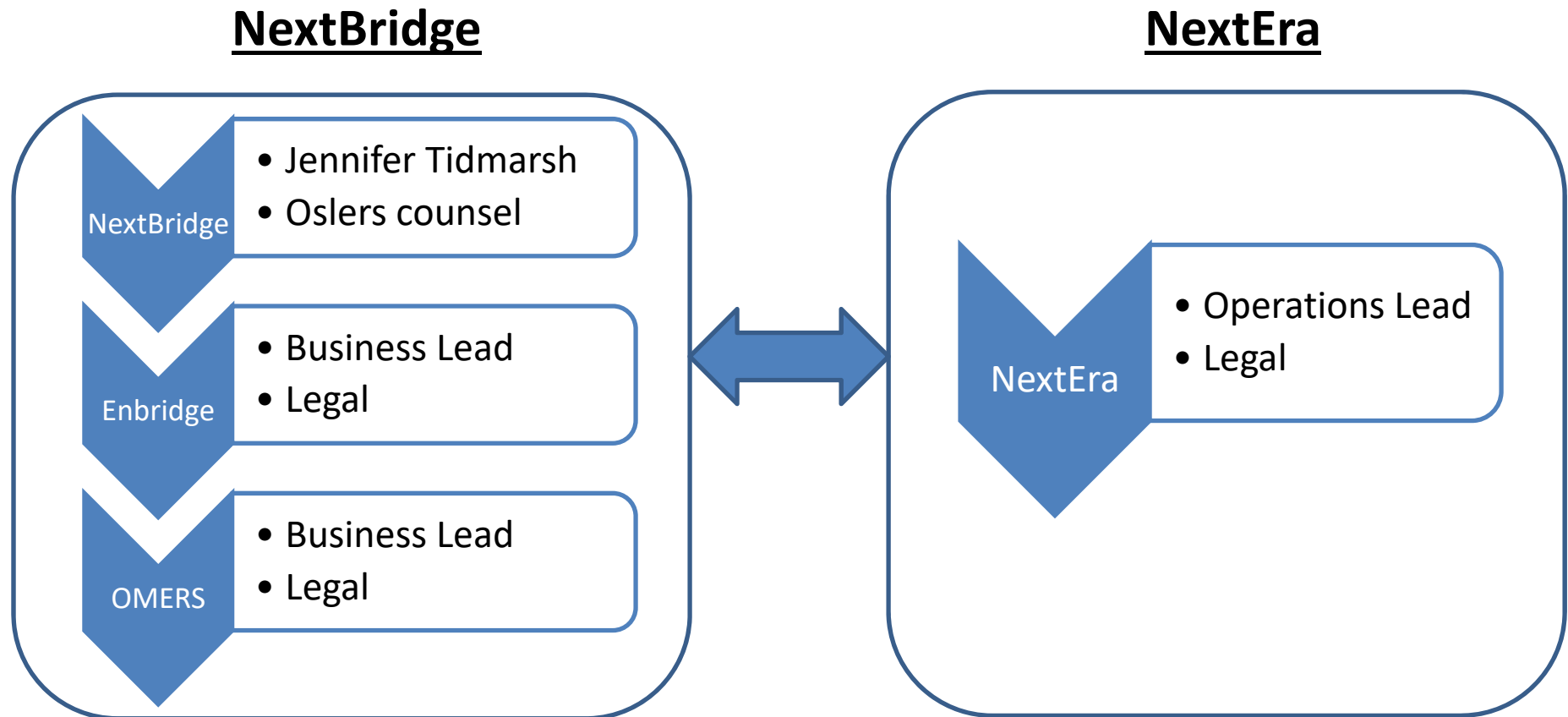
# Operations Agreement

---

- As mentioned in our rate case and interrogatories, NextBridge will contract with NextEra to provide operations and maintenance services to the project
- The agreement is based off the current Affiliates Services Agreement between NextEra and Enbridge for construction activities
- Compensation
  - Costs will be billed on direct and indirect charges and invoiced on regular basis – i.e. there is no mark-up
- Scope
  - As outlined in the rate case
  - For later discussion: NextEra will take the full scope of the OM&A work, including scope that Enbridge currently has responsibility for (i.e. Land & Indigenous Affairs)
- Negotiation of Agreement
  - Jennifer Tidmarsh will act for NextBridge with external counsel (Oslers), NextEra Operations and legal personnel will represent NextEra.
- Next Steps – Draft agreement to partners by end of February



# Operations Agreement



# Financial Update – January

Confidential - as of 1/31/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>24,711,865</b>	<b>35,362,965</b>	<b>10,651,100</b>	<b>420,165,278</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,483,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>285,178</b>	<b>266,470</b>	<b>(18,708)</b>	<b>17,491,922</b>	<b>26,929,260</b>	<b>31,553,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>556,111</b>	<b>443,542</b>	<b>(112,569)</b>	<b>18,105,432</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	(116,382)	343,878	460,260	17,816,900	23,830,512	23,830,512	0%
7 Other Consultation	9,352	67,384	58,032	1,221,432	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	138,387	122,570	(15,817)	4,243,874	5,405,078	5,405,078	0%
13 EWT Management	85,553	49,874	(35,679)	4,323,341	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>25,671,065</b>	<b>36,646,883</b>	<b>10,975,818</b>	<b>483,367,879</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	836,037	836,037	-	13,886,478	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>26,507,101</b>	<b>37,482,920</b>	<b>10,975,818</b>	<b>497,254,357</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>26,507,101</b>	<b>37,482,920</b>	<b>10,975,818</b>	<b>537,443,858</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
Developments Costs written off				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OED prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OED report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing
2	Erection, Stringing
3	Assembly, Foundations, Erection, Stringing
4	Foundations, Assembly
5	Foundations
6	Clearing, Foundations, Assembly
7	Foundations, Assembly, Erection
8	Clearing, Foundations, Assembly, Erection
9	Foundations, Assembly, Erection
10	Clearing, Foundations
11	Clearing

## 30 Day Project Review - Completed

- Construction continues

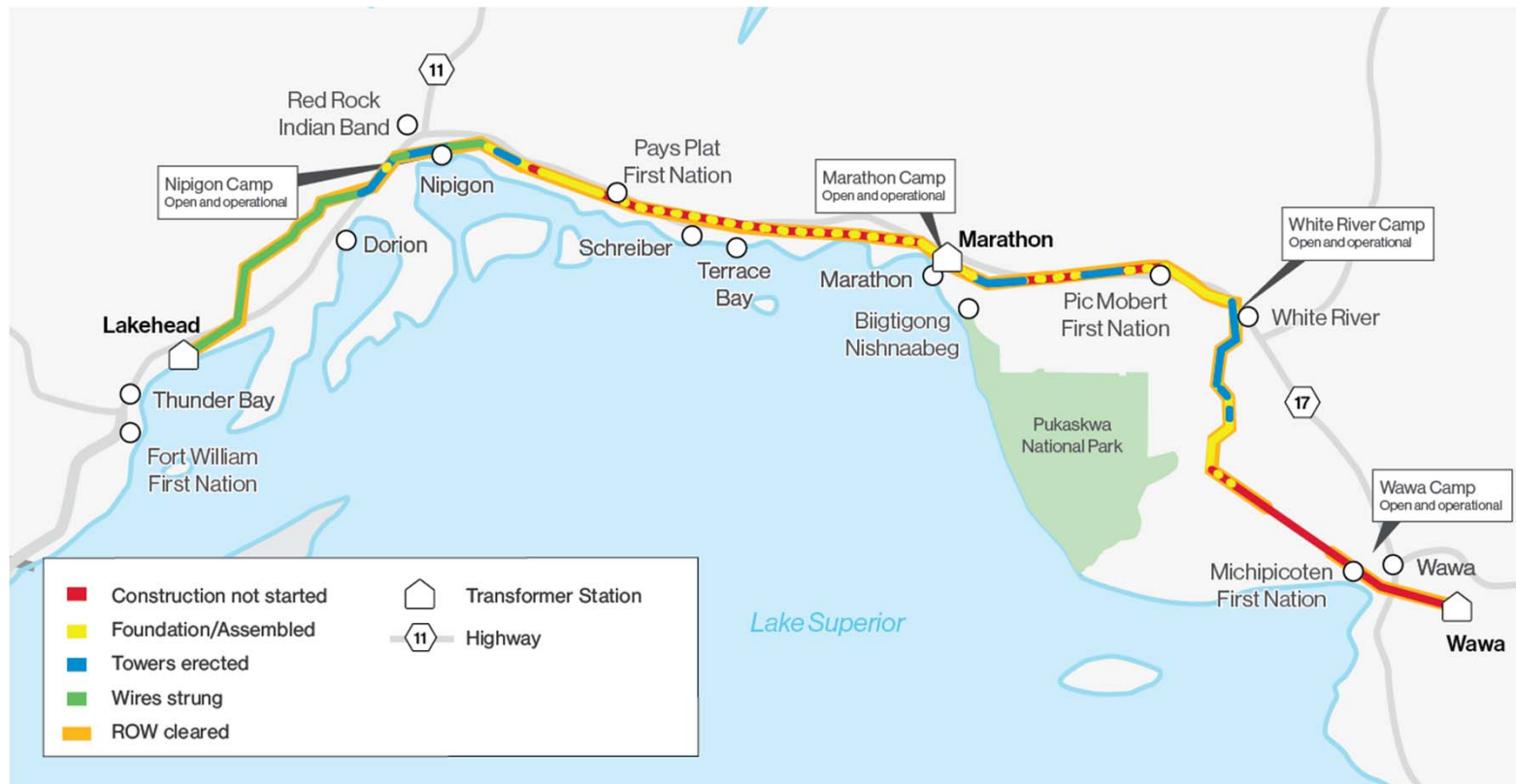
## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- Signing HONI Connection and Cost Recovery Agreement
- Signing OM&A agreement with HONI
- Operations Agreement
- Settlement conference

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

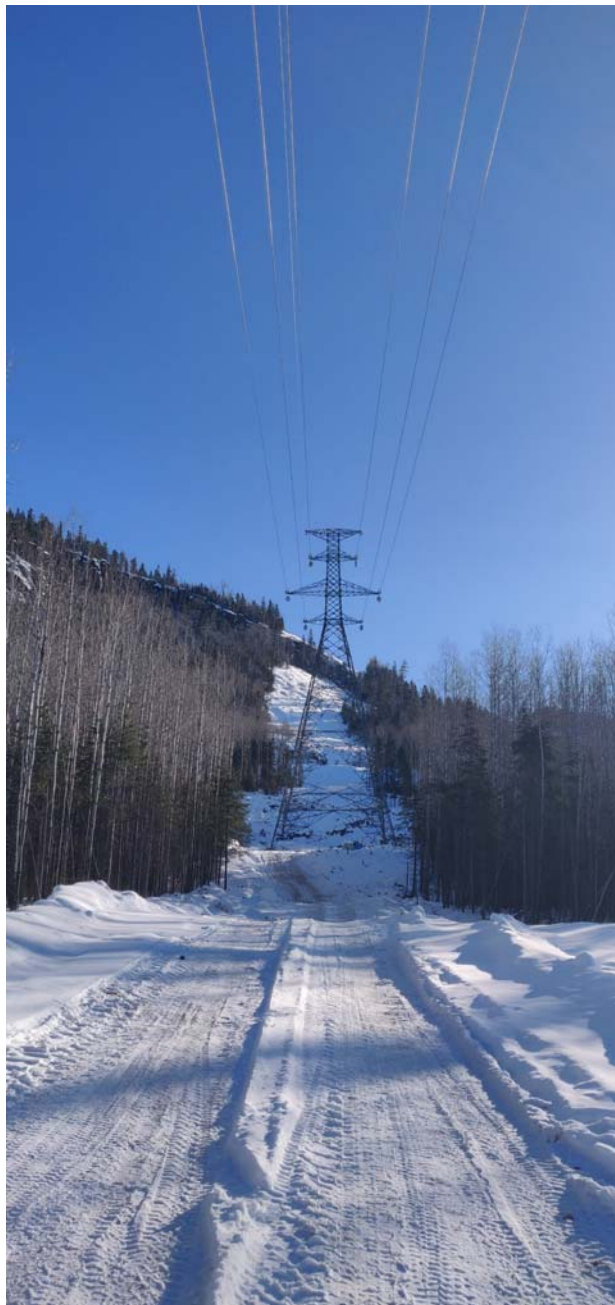
# Next Steps

---

- Continue to seek permits and land agreements
- Settlement conference at the OEB
- Operation agreement
- Next Board meeting schedule – Friday March 12











# Appendix – Updated February 5, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitators</b></p> <ul style="list-style-type: none"> <li>Program fully back up and running with facilitators in the field from all 7 participating communities               <ul style="list-style-type: none"> <li>Transitioning three new personnel (One Internal Supercom, Two Facilitators)</li> <li>Implementing transition plan for decreased DST partner monitoring support and increased independence of the Indigenous Facilitators in the field</li> </ul> </li> <li>Working with communities to begin planning for decrease construction activities in spring/summer 2021</li> <li>Monitoring activity began in alignment with work on the White Lake Narrows area</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Pic Mobert               <ul style="list-style-type: none"> <li>Hand-Clearing activities were completed in the 80m buffer zone on each side of White Lake</li> <li>Mechanical Clearing and Geotechnical work are slated to take place in February</li> <li>Commitments surrounding the White Lake Narrows are being implemented and monitored closely</li> </ul> </li> </ul>	Ongoing
<p><b>Actively Working to Continue Progress with BZA</b></p> <ul style="list-style-type: none"> <li>Staff changes in the Indigenous Facilitator Program led to the re-appointment of a previously employed Facilitator</li> <li>Settlement reached with BZA to resolve ongoing litigation               <ul style="list-style-type: none"> <li>Final step is get signatures – waiting on Government of Ontario final sign off</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Finalizing a Compensation Release to address the RRIB Community Trapline</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>Implementing the Caribou Relocation work with MFN</li> <li>Provided MFN with the draft Caribou Transfer Strategy and supporting documentation for their review</li> <li>Pic River intervened in the Caribou Relocation work, asserting that their community had not be provided with the appropriate information by MFN and should have been consulted through the planning process</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• <b>Drafting NEET Operations Agreement</b></li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> Financial statement preparation / Audit	Ongoing Complete for 2019 - Opinion issued by Deloitte on March 6, 2020
<b>Regulatory Filings</b> OEB reporting Ad hoc regulatory filings	Ongoing <b>4Q 2020 OEB Quarterly Construction Progress Report was submitted on January 22, 2021</b> <b>Rate Case interrogatories responses were submitted on January 27, 2021</b>

# Regulatory

Item	Status
<p><b>Land Acquisition activities (required for construction)</b></p> <ul style="list-style-type: none"><li>• Negotiations with landowners and disposition holders</li><li>• Regulatory proceedings where unable to reach agreement</li></ul>	<p>See update from Land</p> <p>No regulatory proceedings are underway or expected for the remaining acquisition of land.</p>
<p><b>Rate Case</b></p> <ul style="list-style-type: none"><li>• Supporting NextEra Legal on OEB processes and witness preparation.</li><li>• On January 27, 2021, NextBridge filed responses to OEB Staff and Intervenor Interrogatories that were filed on January 7, 2021.</li></ul>	<p>Ongoing</p>

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>Project COD is March 31, 2022</li> <li>Updated Project schedule and weekly schedule calls being held to monitor construction progress and ensure weekly targets are being met</li> <li>Updated schedule discussions are ongoing with HONI</li> </ul>	<p>Ongoing</p>
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>All DPPs submitted as of 11/14/2019</li> <li>All work fronts across project are now under construction</li> <li>Outstanding HONI easement in WF 11</li> <li>Received access to all ATR lands</li> <li>Outstanding approval with Barrick Gold due to White Lake Narrows re-route received on February 5, 2021</li> </ul>	<p>Ongoing</p>
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>All activities are back in progress</li> <li>Clearing and access activities completed in WF's 1-4 and 9. All clearing and access work to be completed by spring</li> <li>Majority of Stringing activities completed in WF's 1 and 2, and now started in WF3</li> </ul>	<ul style="list-style-type: none"> <li>1139 Structures cleared with winter and all season roads built</li> <li>701 Foundations installed</li> <li>682 Structures assembled</li> <li>471 Structures erected</li> <li>95 km of conductor tied in</li> </ul>
<ul style="list-style-type: none"> <li><b>Procurement Towers/Conductors</b></li> <li>97% of tower deliveries completed</li> <li>Outstanding painted towers, new White Lake Narrows towers, and extensions currently being manufactured and shipped.</li> </ul>	<ul style="list-style-type: none"> <li>1192 Towers delivered to site</li> <li>785 Reels of conductor</li> <li>112 Reels OHGW onsite</li> <li>57 Reels of OPGW on site</li> </ul>

# Stakeholder Relations

Item	Status
<b>Website and Social Media</b> <ul style="list-style-type: none"><li>• Facebook Group for the project continues to grow with 158 members (increase of 13 from last report)</li><li>• Posted regular updates on Facebook Group including responses to inquiries about project and work camp status</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li>• Conducted an interview with TBT News regarding the Marathon camp outbreak and steps to contain the virus</li><li>• Provided a statement to the Marathon Mercury on camp reopening and construction status</li><li>• Responded to inquiries submitted through the project email and hotline</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>• Approved community investment donation to North of Superior Healthcare group to recognize their support during the Marathon camp lockdown<ul style="list-style-type: none"><li>• Valard is matching the donation</li><li>• A cheque presentation is being scheduled for February along with media coverage</li></ul></li></ul>	Ongoing

# Land – ROW and Access Progress

Work Front	Land -ROW	Land - Access
Work Front 7	100%	100%
Work Front 8	100%	100%
Work Front 1	100%	100%
Work Front 9	100%	100%
Work Front 2	100%	100%
Work Front 3	100%	100%
Work Front 6	100%	100%
Work Front 4	100%	100%
Work Front 5	100%	100%
Work Front 11	97%	100%
Work Front 10	100%	100%

Percentage of linear distance of route acquired in kilometers. Unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are assumed secured, but are still subject to receiving Provincial Government approvals.

Percentage of parcels with construction access requirements acquired. Construction access requirements on unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are subject to receiving Provincial Government approvals.



# Land – Access Crossings Progress

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	291	291	100%
Workfront 4	242	242	100%
Workfront 5	316	316	100%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	289	290	99.7%

# Land – Overhead Crossings Progress

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	47	47	100%
Workfront 2	11	11	100%
Workfront 3	48	48	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	19	19	100%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted               <ul style="list-style-type: none"> <li>Some permit amendments have been submitted throughout the Project that support access changes and water crossing changes</li> </ul> </li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted</li> <li>MNRF and MECP approvals have been received for all WFs with the exception of some permit amendments, and permits associated with fly yards.</li> </ul>	Ongoing
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all workfronts               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Pre-construction Environmental Surveys</b></p> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Commitment list has been established</li> <li>• Completion of activities will occur during the 18 months leading up to COD</li> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• Preparing for field visits in 2021</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Operations Manager identified</li> </ul>	Complete
<p><b>Coordination with HONI on Interconnect Agreement and Crossings</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to secure agreements and crossings</li> <li>• Discussions with HONI regarding the negotiation of the Construction Cost Recovery Agreement and Connection Facilities Agreement</li> <li>• Visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD</li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• RFP's received and winning proposal determined</li> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• Terms and conditions have been agreed to</li> <li>• The HONI-Supercom partnership is being formed to finalize contract</li> </ul> </li> <li>• Expect signing in early 2021</li> </ul>	Ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

March 12, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Rate Case
  - BLP Financing
  - Operations Agreement - Timing
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- Michipicoten
  - NextBridge has been working closely with Michipicoten on the next draft of the caribou transfer strategy
  - We have officially asked the government to meet with us to discuss the issues Michipicoten has with sedation
- Pays Plat – no update, construction progresses
- Pic Moberg – no update, construction progresses
- BZA
  - BZA has agreed to the agreement
  - Continuing minor changes from the Crown regarding payment methods for their portion of the agreement, but nothing that affects NextBridge

# Rate Case

---

- A virtual transcribed oral hearing will be held on **March 29, 2021**, starting at 9:30 a.m
- The oral hearing will continue to **March 31, 2021**
- NextBridge files its argument-in-chief with the OEB by **April 9, 2021**
- Intervenors and OEB staff who wish to file final arguments will file them by **April 23, 2021**
- NextBridge will file its reply argument by **May 7, 2021**
- We are currently investigating if there can be observers to the hearings if the partners wish to attend.



# Bamkushwada Financing

---

- As part of its application to the Aboriginal Loan Guarantee Program (ALGP), Bamkushwada must submit NextBridge's financing plan
- The proposed financing plan was put together by TD Bank, who has a lot of experience with the ALGP
- There is an NDA between BLP and the ALGP

# Operations Agreement

---

- As mentioned in our rate case and interrogatories, NextBridge will contract with NextEra to provide operations and maintenance services to the project
- The partners have a copy of the agreement
- Next Steps
  - Option 1 - Red line copies from both Enbridge and OMERS
  - Option 2 - Meeting of all the partners for a page flip to discuss potential issues

# Financial Update – February

Confidential - as of 2/28/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance Bi/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>24,269,241</b>	<b>41,699,502</b>	<b>17,430,261</b>	<b>444,374,519</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>287,426</b>	<b>248,656</b>	<b>(38,771)</b>	<b>17,779,348</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>335,268</b>	<b>443,542</b>	<b>108,275</b>	<b>18,440,699</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	126,099	359,749	233,650	17,942,099	23,830,512	23,830,512	0%
7 Other Consultation	38,387	67,384	28,997	1,259,819	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	88,953	95,688	6,736	4,332,827	5,405,078	5,405,078	0%
13 EWT Management	24,301	36,040	11,739	4,348,242	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>25,169,674</b>	<b>42,950,561</b>	<b>17,780,887</b>	<b>508,477,553</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	879,463	879,463	-	14,765,942	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>26,049,137</b>	<b>43,830,024</b>	<b>17,780,887</b>	<b>523,243,494</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>26,049,137</b>	<b>43,830,024</b>	<b>17,780,887</b>	<b>563,492,995</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing
2	Stringing
3	Assembly, Foundations, Erection, Stringing
4	Foundations, Assembly
5	Foundations, Assembly
6	Foundations, Assembly, Erection
7	Foundations, Assembly, Erection
8	Foundations, Assembly, Erection
9	Foundations, Assembly, Erection
10	Clearing, Foundations
11	Clearing, Foundations, Assembly, Erection

## 30 Day Project Review - Completed

- Construction continues
- Settlement conference unsuccessful

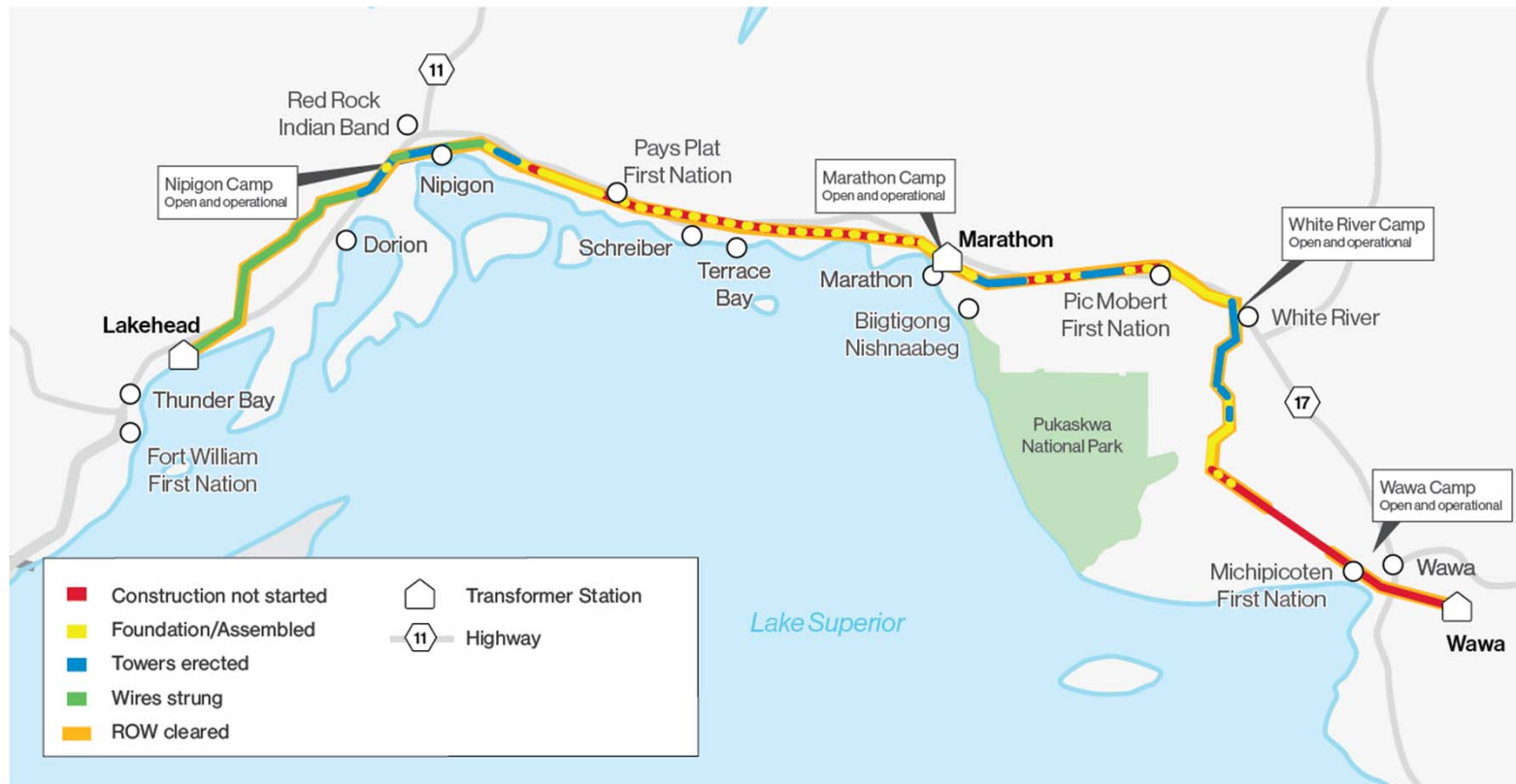
## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- Signing HONI Connection and Cost Recovery Agreement
- Operations Agreement
- Rate case hearing begins March 29

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- OEB Rate Case Hearing
- Operation agreement
- Next Board meeting schedule – Friday April 9

# Appendix – Updated March 5, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations



# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitators</b></p> <ul style="list-style-type: none"> <li>Facilitators are active daily in the field from all 7 participating communities               <ul style="list-style-type: none"> <li>Implementing transition plan for decreased DST partner monitoring support and increased independence of the Indigenous Facilitators <b>in the field</b></li> <li><b>Facilitators will be fully independent by the beginning of Q2 2021</b></li> <li><b>Staff changes at Supercom led to transitioning the Program to a new lead</b></li> </ul> </li> <li>Working with communities to begin planning for decrease construction activities in spring/summer 2021</li> <li>Monitoring activity continues in alignment with ongoing work on the White Lake Narrows area</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Pic Mobert               <ul style="list-style-type: none"> <li><b>Mechanical Clearing and geotechnical work was completed in February and drilling work is expected to be completed in the first part of March in the White Lake Narrows area</b></li> <li>Commitments surrounding the White Lake Narrows are being implemented and monitored closely</li> <li><b>Awaiting final community sign off on the last outstanding agreement that will provide mitigation funding</b></li> </ul> </li> <li><b>WFs 4-11</b> <ul style="list-style-type: none"> <li><b>Engaging consultation efforts linked to permitting for newly identified fly yard sites</b></li> </ul> </li> </ul>	Ongoing
<p><b>Actively Working to Continue Progress with BZA</b></p> <ul style="list-style-type: none"> <li><b>Re-appointed Facilitator was onboarded and fully deployed into the field</b></li> <li>Settlement reached with BZA to resolve ongoing litigation               <ul style="list-style-type: none"> <li>Final step is get signatures – waiting on Government of Ontario final sign off</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Finalizing a Compensation Release to address the RRIB Community Trapline</li> <li><b>Working with Pic River to prepare community trapline and individual trapper compensation agreements</b></li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>Continued work to Implement the Caribou Relocation work with MFN is being deployed</li> <li><b>Received comments on the draft Caribou Transfer Strategy from the MECP and working with MFN to address comments</b></li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing <b>2020 Audit in progress</b> - Opinion <b>expected</b> by Deloitte on <b>April 2021</b>
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul>	Ongoing <b>1Q 2021 OEB Quarterly Construction Progress Report will be submitted on April 22, 2021</b> <b>A Rate Case settlement conference took place during the weeks of February 14<sup>th</sup> and 21<sup>st</sup> 2021, but a settlement was not reached</b>

# Regulatory

Item	Status
<b>Land Acquisition activities (required for construction)</b> <ul style="list-style-type: none"><li data-bbox="170 557 909 589">• Negotiations with landowners and disposition holders</li></ul>	See update from Land
<b>Rate Case</b> <ul style="list-style-type: none"><li data-bbox="170 711 1094 743">• Supporting NextEra Legal on OEB processes and witness preparation.</li></ul>	Ongoing

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>• Project COD is March 31, 2022</li> <li>• Updated Project schedule and weekly schedule calls being held to monitor construction progress and ensure weekly targets are being met</li> <li>• Updated schedule discussions are ongoing with HONI</li> <li>• Presently have ~600 workers on site, almost double the amount of the previous month to push for completion of Caribou Zone and MFN activities</li> </ul>	<p>Ongoing</p>
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>• All DPPs submitted as of 11/14/2019</li> <li>• All work fronts across project are now under construction</li> <li>• Outstanding HONI easement in WF 11</li> <li>• Received access to all ATR lands</li> </ul>	<p>Ongoing</p>
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>• All activities are back in progress</li> <li>• Clearing and access activities in WFs 1-9 completed</li> <li>• Majority of stringing activities completed in WF's 1,2 and partially in 3</li> <li>• Stringing crews now moving to east end of Project</li> </ul>	<ul style="list-style-type: none"> <li>• 1204 Structures cleared with winter and all season roads built</li> <li>• 768 Foundations installed</li> <li>• 734 Structures assembled</li> <li>• 513 Structures erected</li> <li>• 105 km of conductor tied in</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Procurement Towers/Conductors</b></li> <li>• 98% of tower deliveries completed</li> <li>• Outstanding painted towers, new White Lake Narrows towers, and extensions currently being manufactured and shipped</li> </ul>	<ul style="list-style-type: none"> <li>• 1201 Towers delivered to site</li> <li>• Conductor delivery complete</li> <li>• 139 Reels OHGW onsite</li> <li>• 57 Reels of OPGW on site</li> </ul>

# Stakeholder Relations

Item	Status
<p><b>Website and Social Media</b></p> <ul style="list-style-type: none"> <li>Facebook Group for the Project <b>remained at</b> 158 members</li> <li>Posted <b>link to North of Superior Healthcare Group Facebook post about a joint \$10K donation from NextBridge and Valard (\$5k each)</b> <ul style="list-style-type: none"> <li>Post was seen by <b>84 people as of March 5</b></li> </ul> </li> </ul>	Ongoing
<p><b>Engagement and Messaging</b></p> <ul style="list-style-type: none"> <li><b>Statement prepared and media attended joint donation to North of Superior Healthcare Group resulting in front page coverage in Marathon Mercury on February 23</b></li> <li>Responded to inquiries submitted through the project email and hotline</li> </ul>	Ongoing
<p><b>Community Investment Program</b></p> <ul style="list-style-type: none"> <li><b>Donation to North of Superior Healthcare Group to recognize support provided during Marathon Camp outbreak</b></li> <li><b>Processing applications from North Algoma Literacy and Terrace Bay Library</b></li> <li><b>Improving funding application form to improve information requirements for donations</b></li> </ul>	Ongoing

# Land – ROW and Access Progress

Work Front	Land -ROW	Land - Access
Work Front 7	100%	100%
Work Front 8	100%	100%
Work Front 1	100%	100%
Work Front 9	100%	100%
Work Front 2	100%	100%
Work Front 3	100%	100%
Work Front 6	100%	100%
Work Front 4	100%	100%
Work Front 5	100%	100%
Work Front 11	97%	100%
Work Front 10	100%	100%

Percentage of linear distance of route acquired in kilometers. Unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are assumed secured, but are still subject to receiving Provincial Government approvals.

Percentage of parcels with construction access requirements acquired. Construction access requirements on unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are subject to receiving Provincial Government approvals.

# Land – Access Crossings Progress

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	291	291	100%
Workfront 4	242	242	100%
Workfront 5	316	316	100%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	289	290	99.7%

# Land – Overhead Crossings Progress

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	47	47	100%
Workfront 2	11	11	100%
Workfront 3	48	48	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	19	19	100%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%



# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted <b>and received</b> <ul style="list-style-type: none"> <li>Some permit amendments have been submitted throughout the Project that support access changes and water crossing changes</li> </ul> </li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted</li> <li>MNRF and MECP approvals have been received for all WFs with the exception of some permit amendments, and permits associated with fly yards.</li> </ul>	Ongoing
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all workfronts           <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Pre-construction Environmental Surveys</b></p> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Completion of activities will occur during the 18 months leading up to COD</li> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• Preparing for field visits in 2021</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Operations Manager identified</li> </ul>	Complete
<p><b>Coordination with HONI on Interconnect Agreement and Crossings</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to secure agreements and crossings</li> <li>• Discussions with HONI regarding the negotiation of the Construction Cost Recovery Agreement and Connection Facilities Agreement</li> <li>• Visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Identification of requirements list will begin in April 2021</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• The HONI-Supercom partnership is being formed to finalize contract</li> </ul> </li> <li>• Expect signing in late May or early June 2021 due to required partnership formation</li> </ul>	Ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

April 9, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Rate Case
  - Upcoming Partnership Approvals
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- Michipicoten
  - NextBridge filed the caribou transfer plan with the MECP and the MNRF
  - Michipicoten continued to want more changes – in the end NextBridge could not accommodate all the requests
  - Michipicoten will likely write a letter expressing their continued concerns to MECP and MNRF regarding sedation and other issues. This will have no effect on NextBridge's construction schedule.
- Pic Mobert – no update, construction progresses
- BZA
  - On April 1 Ontario approved the settlement agreement
  - Documents are expected for electronic signatures in the next week
  - There have been no substantive changes since the last version reviewed by the partnership – but copies will be sent for partner approval prior to signature

# Rate Case

---

- The virtual hearing took place over three days – March 29 – 31
- The questions from intervenors centered around the benchmarking study, the rate model (similar to the settlement) and operations and maintenance costs
- There were no questions on the construction/phase shift/spare costs
- NextBridge files its argument-in-chief with the OEB by **April 9, 2021**
- Intervenors and OEB staff who wish to file final arguments will file them by **April 27, 2021**
- NextBridge will file its reply argument by **May 11, 2021**

# Upcoming Approvals

---

- There are a few agreements that should have partnership approval before NextBridge signs them
  - IESO Participation Agreement:
    - NextBridge will need to execute with the IESO to register the Project and allow NB to enter/participate in the IESO market
    - Sent to Enbridge and OMERS legal counsel
  - BZA Settlement Agreement
    - See earlier slide
  - HONI Connection Facilities Agreement
    - As part of the Transmission System Code NextBridge and HONI need to enter into an agreement that details the operation of the facilities and how the two will connect.
  - HONI Connection Cost Recovery Agreement
    - Described in the rate case application, the agreement details how the costs for the work to connect the East West Tie to HONI's stations will be recovered (i.e. through HONI's rate base)

# Financial Update – March

Confidential - as of 3/31/21	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>26,703,576</b>	<b>24,669,245</b>	<b>(2,034,331)</b>	<b>471,078,095</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>298,848</b>	<b>248,656</b>	<b>(50,193)</b>	<b>17,728,714</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>(39,923)</b>	<b>523,542</b>	<b>563,466</b>	<b>18,400,776</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	239,945	488,832	248,887	18,531,526	23,830,512	23,830,512	0%
7 Other Consultation	22,730	105,384	82,654	1,282,549	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	210,033	75,570	(134,463)	4,542,860	5,405,078	5,405,078	0%
13 EWT Management	33,287	36,540	3,253	4,381,529	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>27,468,497</b>	<b>26,147,769</b>	<b>(1,320,728)</b>	<b>535,946,050</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	922,042	922,042	-	15,687,984	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>28,390,539</b>	<b>27,069,811</b>	<b>(1,320,728)</b>	<b>551,634,034</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>28,390,539</b>	<b>27,069,811</b>	<b>(1,320,728)</b>	<b>591,883,535</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020



# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing
2	Stringing
3	Assembly, Foundations, Erection, Stringing
4	Foundations, Assembly
5	Foundations, Assembly
6	Foundations, Assembly, Erection
7	Foundations, Assembly, Erection
8	Foundations, Assembly, Erection
9	Foundations, Assembly, Erection
10	Foundations, Assembly, Erection
11	Foundations, Assembly, Erection

## 30 Day Project Review - Completed

- Construction continues
- Rate case hearing complete

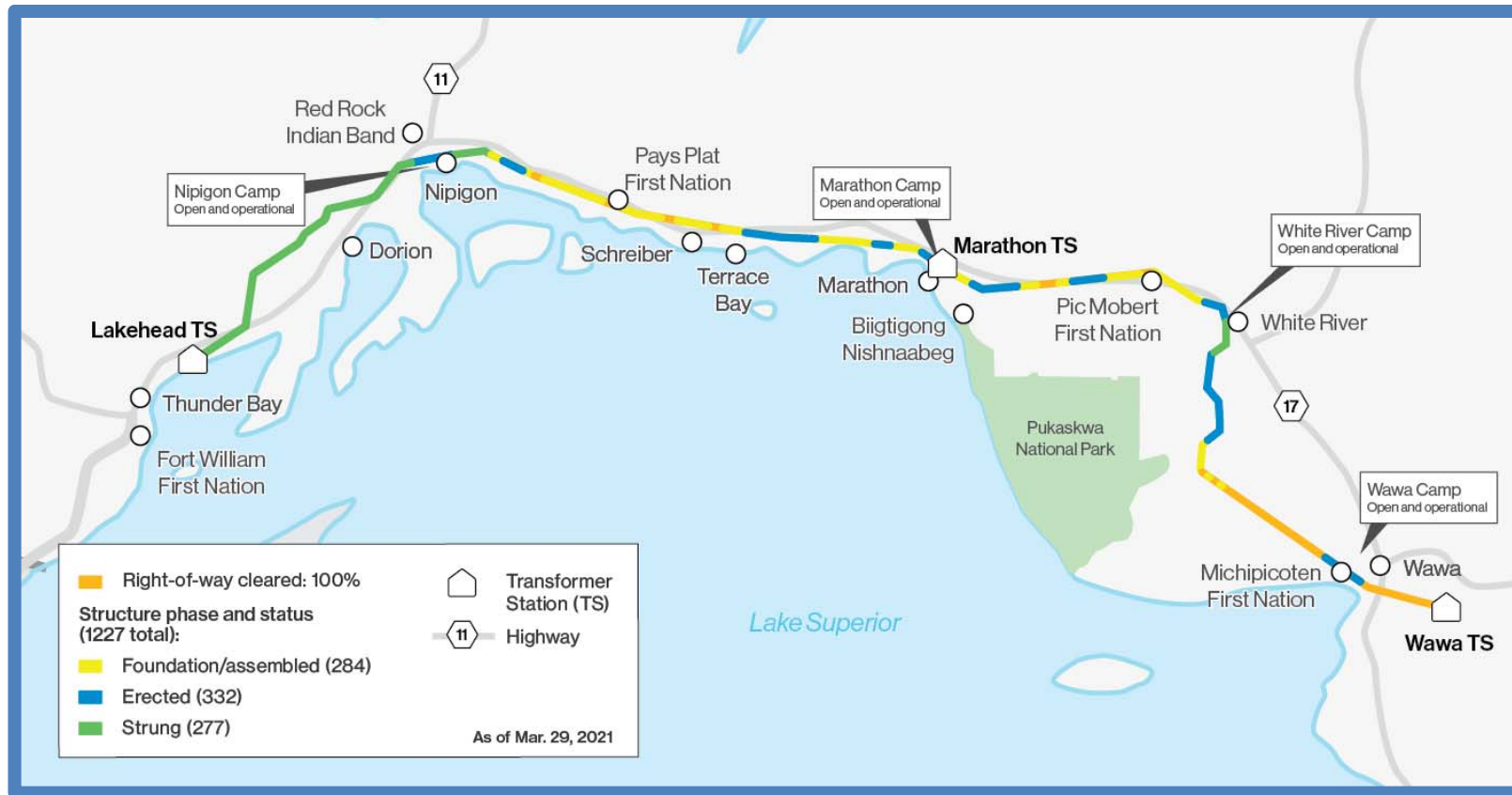
## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- NEET Operations Agreement negotiations
- Rate case concludes on May 11

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Conclude Rate Case Hearing
- Operation agreement negotiations
- Next Board meeting schedule – Friday May 14

# Appendix – Updated April 5, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators are active daily in the field from all 7 participating communities               <ul style="list-style-type: none"> <li>Implemented transition plan for decreased DST partner monitoring support and increased independence of the Indigenous Facilitators in the field</li> <li>Facilitators will be fully independent by the beginning of Q2 2021</li> <li>Spring break up has resulted in significantly decreased work in the field and a temporary pause in the IFP</li> <li>Monitoring activity continues in the Michipicoten FN community, as clean-up activities begin</li> </ul> </li> <li>Working with communities to begin planning for decrease construction activities in spring/summer 2021</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Pic Mobert               <ul style="list-style-type: none"> <li>Foundations work was completed in the latter half of March in the White Lake Narrows area and commitments surrounding the White Lake Narrows were implemented and monitored closely</li> <li>Awaiting final community sign off on the last outstanding agreement that will provide mitigation funding</li> </ul> </li> <li>WFs 4-11 Proposed Fly Yards               <ul style="list-style-type: none"> <li>Engaging consultation efforts linked to permitting for newly identified fly yard sites</li> <li>Information on the proposed fly yards and permitting process was sent to all affected communities</li> </ul> </li> </ul>	Ongoing
<p><b>Actively Working to Continue Progress with BZA</b></p> <ul style="list-style-type: none"> <li>Settlement reached with BZA to resolve ongoing litigation               <ul style="list-style-type: none"> <li>Awaiting signatures</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Finalizing a Compensation Release to address the RRIB Community Trapline</li> <li>Working with Pic River to prepare community trapline and individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>Continued work to Implement the Caribou Relocation work with MFN is being deployed</li> <li>Engaged in ongoing work with MFN to address comments received on the draft Caribou Transfer Strategy from the MECF</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing <b>2020 Audit is complete- Opinion issued by Deloitte on March 22, 2021</b>
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul>	Ongoing 1Q 2021 OEB Quarterly Construction Progress Report will be submitted on April 22, 2021 <b>Rate Case hearing took place from March 29-31, 2021</b>

# Regulatory

Item	Status
<b>Land Acquisition activities (required for construction)</b> <ul style="list-style-type: none"><li data-bbox="170 558 909 586">• Negotiations with landowners and disposition holders</li></ul>	See update from Land
<b>Rate Case</b> <ul style="list-style-type: none"><li data-bbox="170 712 1094 740">• Supporting NextEra Legal on OEB processes and witness preparation.</li></ul>	Ongoing



# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>• Project COD is March 31, 2022</li> <li>• Updated Project schedule and weekly schedule calls being held to monitor construction progress and ensure weekly targets are being met</li> <li>• Updated schedule discussions are ongoing with HONI</li> <li>• Majority of construction activities are now on hold during spring breakup</li> <li>• Some workers will remain to complete tasks where access allows</li> <li>• Quantity of workers down to ~130 from peak of ~650 during the winter</li> </ul>	Ongoing
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>• All work fronts across project are under construction</li> <li>• Outstanding HONI easement in WF 11</li> </ul>	Ongoing
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>• All activities are back in progress</li> <li>• Clearing activities complete across the project</li> <li>• Access has 4 structures remaining</li> <li>• Stringing activities ongoing now in WF9</li> <li>• Michipicoten FN activities completed during winter as planned</li> </ul>	<ul style="list-style-type: none"> <li>• Clearing Complete</li> <li>• 4 Accesses remaining</li> <li>• 859 Foundations installed</li> <li>• 804 Structures assembled</li> <li>• 618 Structures erected</li> <li>• 129 km of conductor tied in</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Procurement Towers/Conductors</b></li> <li>• 99% of tower deliveries completed</li> <li>• Outstanding painted towers, new White Lake Narrows towers, and extensions currently being manufactured and shipped</li> </ul>	<ul style="list-style-type: none"> <li>• 1223 Towers delivered to site</li> <li>• Conductor delivery complete</li> <li>• 139 Reels OHGW onsite</li> <li>• 57 Reels of OPGW on site</li> </ul>

# Stakeholder Relations

Item	Status
<p><b>Website and Social Media</b></p> <ul style="list-style-type: none"> <li>Facebook Group for the Project <b>increased by six to 164</b> members</li> <li>Posted links <b>to Valard posts related to the milestone of completion of clearing (128 views) and spotting by crews of last structure (119 views)</b></li> <li><b>Early March re-posting of</b> North of Superior Healthcare Group Facebook post about the joint \$10K donation from NextBridge and Valard (\$5k each) <b>has been now been viewed by 100 people</b></li> </ul>	Ongoing
<p><b>Engagement and Messaging</b></p> <ul style="list-style-type: none"> <li><b>Conducted interview with the Thunder Bay Chronicle-Journal on March 22</b></li> <li>Responded to inquiries submitted through the project email and hotline</li> <li><b>Initiated outreach to Indigenous artist to produce In-Service recognition item</b></li> </ul>	Ongoing
<p><b>Community Investment Program</b></p> <ul style="list-style-type: none"> <li><b>Continue to process</b> applications from North Algoma Literacy and Terrace Bay Library</li> <li><b>Received application for Winnies' Hometown Virtual Festival in White River which has been supported by NextBridge for several years</b></li> <li><b>Updating</b> funding application form to improve information requirements for donations</li> </ul>	Ongoing

# Land – ROW and Access Progress

Work Front	Land -ROW	Land - Access
Work Front 7	100%	100%
Work Front 8	100%	100%
Work Front 1	100%	100%
Work Front 9	100%	100%
Work Front 2	100%	100%
Work Front 3	100%	100%
Work Front 6	100%	100%
Work Front 4	100%	100%
Work Front 5	100%	100%
Work Front 11	97%	100%
Work Front 10	100%	100%

Percentage of linear distance of route acquired in kilometers. Unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are assumed secured, but are still subject to receiving Provincial Government approvals.

Percentage of parcels with construction access requirements acquired. Construction access requirements on unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are subject to receiving Provincial Government approvals.

# Land – Access Crossings Progress

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	291	291	100%
Workfront 4	242	242	100%
Workfront 5	316	316	100%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	289	290	99.7%

# Land – Overhead Crossings Progress

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	47	47	100%
Workfront 2	11	11	100%
Workfront 3	48	48	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	19	19	100%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted and received               <ul style="list-style-type: none"> <li>25 Fly yard applications for WF 3-11 are in being reviewed by MNRF to provide a second option for stringing operations.</li> </ul> </li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted</li> <li>MNRF and MECP approvals have been received for all WFs with the exception of some permit amendments, and permits associated with fly yards.</li> </ul>	Ongoing
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all workfronts               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Pre-construction Environmental Surveys</b></p> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Completion of activities will occur during the 18 months leading up to COD</li> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• Preparing for ROW visits in 2021</li> <li>• Identification of existing applicable safety and process manuals</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Description for High Voltage Lead</li> </ul>	Ongoing
<p><b>Coordination with HONI on Interconnect Agreement and Crossings</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to secure agreements and crossings</li> <li>• Discussions with HONI regarding the negotiation of the Construction Cost Recovery Agreement and Connection Facilities Agreement</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• The HONI-Supercom partnership is being formed to finalize contract</li> </ul> </li> <li>• Expect signing in late May or early June 2021 due to required partnership formation</li> </ul>	Ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

May 14, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION





# Agenda

---

- Key Discussion Items
  - Indigenous
  - Rate Case
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- Michipicoten
  - MECP has indicated that they will undertake a separate consultation regarding the caribou transfer plan with all 18 communities, with an obvious outreach to Michipicoten
  - NextBridge has been told there is no need for participation in this exercise
- BZA
  - Still awaiting execution documents from the government

# Rate Case

---

- NextBridge filed its reply argument on May 11, 2021
- The OEB is still waiting for NextBridge to file:
  - The final HONI/Supercom OM&A Agreement
  - The NextEra/NextBridge OM&A Agreement
- Conversations with OEB staff have provided indications that the Board wishes to resolve this matter quickly. Anticipated decision this summer.

# Financial Update – April

Confidential - as of 4/30/21	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	5,391,566	1,770,595	(3,620,970)	476,469,661	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	241,682	248,656	6,974	17,970,396	26,929,260	31,550,162	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	408,346	443,542	35,197	18,809,122	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	100,256	325,620	225,364	18,631,782	23,830,512	23,830,512	0%
7 Other Consultation	23,295	67,384	44,089	1,305,845	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	171,702	99,570	(72,132)	4,714,563	5,405,078	5,405,078	0%
13 EWT Management	28,587	40,540	11,953	4,410,116	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	6,365,434	2,995,907	(3,369,527)	542,311,484	705,967,521	706,137,434	0%
14 Interest During Construction (IDC) <sup>1</sup>	1,092,555	1,092,555	-	16,780,539	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	7,457,989	4,088,462	(3,369,527)	559,092,023	736,970,521	737,140,434	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	7,457,989	4,088,462	(3,369,527)	599,341,524	777,180,521	777,389,935	0%
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing
2	Reclamation
3	Assembly, Foundations, Erection, Stringing
4	Foundations, Assembly
5	Foundations, Assembly
6	Assembly, Erection
7	Foundations, Assembly, Erection
8	Foundations, Assembly, Erection, Stringing
9	Foundations, Assembly, Erection, Stringing
10	Foundations
11	Foundations, Assembly, Erection

## 30 Day Project Review - Completed

- Construction continues
- Rate Case Hearing took place on March 29-31
- Intervenors and staff filed Final Arguments on April 27
- NextBridge filed the Reply Argument on May 11

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- NEET Operations Agreement negotiations

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue to seek permits and land agreements
- Operation agreement negotiations
- Next Board meeting scheduled – Friday June 11



# Appendix – Updated May 6, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators are active daily in the field from all 7 participating communities               <ul style="list-style-type: none"> <li>Spring break up resulted in significantly decreased work in the field and a temporary pause in the full IFP</li> <li>Minimal monitoring activity was engaged in the Michipicoten FN community and WF6 during April</li> <li>Community liaisons and facilitators were provided with a construction update and WF completion timings</li> <li>Facilitators will be fully independent in the field when construction recommences in May 2021</li> </ul> </li> <li>Discussions with communities continue related to decrease construction activities in spring/summer 2021, particularly on the west side of the Project, and the status of facilitators</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Pic Mobert               <ul style="list-style-type: none"> <li>Awaiting final community sign off on the last outstanding agreement that will provide mitigation funding</li> </ul> </li> <li>WFs 4-11 Proposed Fly Yards               <ul style="list-style-type: none"> <li>Completed consultation efforts linked to the first tranche of permitting for newly identified fly yard sites and associated consultation logs were sent to the MNRF</li> </ul> </li> </ul>	Ongoing
<p><b>Actively Working to Continue Progress with BZA</b></p> <ul style="list-style-type: none"> <li>Settlement reached with BZA to resolve ongoing litigation               <ul style="list-style-type: none"> <li>Final step is getting signatures</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Finalizing a Compensation Release to address the RRIB Community Trapline and Pic River Community Trapline</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> <li>Next steps are being deployed by the MECP related to their review</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul>	Ongoing 1Q 2021 OEB Quarterly Construction Progress Report was submitted on April 22, 2021 <b>Final Arguments from Intervenors for the Rate Case were received on April 27, 2021</b> <b>NextBridge filed the Reply Argument on May 11, 2021</b>

# Regulatory

Item	Status
<b>Rate Case</b> <ul style="list-style-type: none"><li>Supporting NextEra Legal on OEB processes.</li></ul>	Ongoing

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>Project COD is March 31, 2022</li> <li>Updated Project schedule and weekly schedule calls being held to monitor construction progress and ensure weekly targets are being met</li> <li>Updated schedule discussions are ongoing with HONI</li> <li>Workers beginning to mobilize back to site</li> <li>Some assembly activities are ongoing</li> <li>All activities should resume by mid-late May</li> </ul>	Ongoing
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>All work fronts across project are under construction</li> <li>WF2 complete with the exception of reclamation</li> <li>Last outstanding HONI easement completed</li> </ul>	Ongoing
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>Clearing work complete across Project</li> <li>No new completions reported due to spring breakup</li> <li>Stringing activities ongoing now in WF9</li> <li>96% of foundations installed in caribou zone during winter and 86% of assemblies</li> </ul>	<ul style="list-style-type: none"> <li>Clearing Complete</li> <li>1 Access remaining</li> <li>859 Foundations installed</li> <li>804 Structures assembled</li> <li>618 Structures erected</li> <li>129 km of conductor tied in</li> </ul>
<p><b>Procurement Towers/Conductors</b></p> <ul style="list-style-type: none"> <li>99% of tower deliveries completed</li> <li>Replacement parts for damaged or missing tower components continue to be manufactured and shipped to the project</li> </ul>	<ul style="list-style-type: none"> <li>1223 Towers delivered to site</li> <li>Conductor delivery complete</li> <li>139 Reels OHGW onsite</li> <li>57 Reels of OPGW on site</li> </ul>

# Stakeholder Relations

Item	Status
<b>Website and Social Media</b> <ul style="list-style-type: none"><li>Facebook Group for the Project increased by five to 169 members</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li>Responded to inquiries submitted through the project email and hotline</li><li>Contacted Indigenous artist to produce In-Service recognition item<ul style="list-style-type: none"><li>Artist is excited about the opportunity</li></ul></li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>Approved application from North Algoma Literacy</li><li>Approval for Terrace Bay Library delayed due to issues with setting up vendor</li><li>Received application for Winnies' Hometown Virtual Festival in White River which has been supported by NextBridge for several years<ul style="list-style-type: none"><li>Submission will be sent using updated application form template</li></ul></li></ul>	Ongoing

# Land – ROW and Access Progress

Work Front	Land -ROW	Land - Access
Work Front 7	100%	100%
Work Front 8	100%	100%
Work Front 1	100%	100%
Work Front 9	100%	100%
Work Front 2	100%	100%
Work Front 3	100%	100%
Work Front 6	100%	100%
Work Front 4	100%	100%
Work Front 5	100%	100%
Work Front 11	97%	100%
Work Front 10	100%	100%

Percentage of linear distance of route acquired in kilometers. Unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are assumed secured, but are still subject to receiving Provincial Government approvals.

Percentage of parcels with construction access requirements acquired. Construction access requirements on unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are subject to receiving Provincial Government approvals.

# Land – Access Crossings Progress

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	291	291	100%
Workfront 4	242	242	100%
Workfront 5	316	316	100%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	289	290	99.7%



# Land – Overhead Crossings Progress

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	47	47	100%
Workfront 2	11	11	100%
Workfront 3	48	48	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	19	19	100%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted and received               <ul style="list-style-type: none"> <li>25 Fly yard applications for WF 3-11 are in being reviewed by MNRF to provide a second option for stringing operations.</li> </ul> </li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>MNRF and MECP approvals have been received for all WFs with the exception of some permit amendments, and permits associated with fly yards.</li> </ul>	Ongoing
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Pre-construction Environmental Surveys</b></p> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Completion of activities will occur during the 18 months leading up to COD</li> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• Preparing for ROW visits in 2021</li> <li>• Identification of existing applicable safety and process manuals</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Description for High Voltage Lead</li> </ul>	Ongoing
<p><b>Coordination with HONI on Interconnect Agreement and Crossings</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to secure agreements and crossings</li> <li>• Discussions with HONI regarding the negotiation of the Construction Cost Recovery Agreement and Connection Facilities Agreement</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• The HONI-Supercom partnership is being formed to finalize contract</li> </ul> </li> <li>• Expect signing in late May or early June 2021 due to required partnership formation</li> </ul>	Ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

June 11, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- Pic Mobert
  - Construction is almost complete in the White Lake Narrows
  - There have been recent incidents where Valard has worked within sensitive areas without the approval of Pic Mobert
  - Valard is working on repairing the relationship to continue with construction
- BZA
  - The agreement has been completely executed by The Crown, NextBridge and BZA
  - First payment is due to BZA when they withdraw the judicial review

# Financial Update – May

Confidential - as of 5/31/21	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>4,369,926</b>	<b>4,938,097</b>	<b>568,170</b>	<b>480,839,587</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>258,580</b>	<b>248,656</b>	<b>(9,924)</b>	<b>18,609,269</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>437,840</b>	<b>468,542</b>	<b>30,702</b>	<b>19,246,962</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	144,683	318,642	173,959	18,396,172	23,830,512	23,830,512	0%
7 Other Consultation	1,546	67,384	65,838	1,307,391	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	170,936	99,570	(71,366)	4,885,498	5,405,078	5,405,078	0%
13 EWT Management	53,230	36,540	(16,690)	4,463,346	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>5,436,741</b>	<b>6,177,431</b>	<b>740,690</b>	<b>547,748,225</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,104,703	1,104,703	-	17,885,242	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>6,541,444</b>	<b>7,282,133</b>	<b>740,690</b>	<b>565,633,467</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>6,541,444</b>	<b>7,282,133</b>	<b>740,690</b>	<b>605,882,968</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing
2	Reclamation
3	Assembly, Foundations, Erection, Stringing
4	Foundations, Assembly
5	Foundations, Assembly
6	Assembly, Erection
7	Foundations, Assembly, Erection
8	Foundations, Assembly, Erection, Stringing
9	Foundations, Assembly, Erection, Stringing
10	Foundations
11	Foundations, Assembly, Erection

## 30 Day Project Review - Completed

- Construction continues

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- NEET Operations Agreement negotiations



# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue construction
- Next Board meeting scheduled – Friday July 9 [CANCELLED]

# Appendix – Updated June 4, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators from communities are active daily in the field               <ul style="list-style-type: none"> <li>Spring break up resulted in significantly decreased work in the field in April and May</li> <li>Facilitators were fully independent in the field during minimal construction activity monitoring in May 2021</li> <li>BZA appointed a new Facilitator who was onboarded over the past month</li> </ul> </li> <li>Discussions with communities continue related to decrease construction activities in spring/summer 2021, particularly on the west side of the Project, and the status of facilitators</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Pic Moberg               <ul style="list-style-type: none"> <li>Awaiting final community sign off on the last outstanding agreement that will provide mitigation funding</li> <li>Ongoing effort is being made to ensure all Project staff understand and uphold the mitigation commitments made at the White Lake Narrows</li> </ul> </li> <li>WFs 4-11 Proposed Fly Yards               <ul style="list-style-type: none"> <li>Completed consultation efforts linked to the first tranche of permitting for newly identified fly yard sites and requisite permits were received</li> <li>Consultation is expected to begin on the final tranche of fly yard permitting in June</li> </ul> </li> </ul>	Ongoing
<p><b>Actively Working to Continue Progress with BZA</b></p> <ul style="list-style-type: none"> <li>Settlement reached with BZA to resolve ongoing litigation               <ul style="list-style-type: none"> <li>All signatures have been received.</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Finalizing a Compensation Release to address the RRIB Community Trapline</li> <li>Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> <li>Next steps are being deployed by the MECP related to their review</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul>	Ongoing 2Q 2021 OEB Quarterly Construction Progress Report will be submitted on July 22, 2021 NextBridge filed the Rate Case Reply Argument on May 11, 2021, and expect a decision in mid-July 2021

# Regulatory

Item	Status
No updates – work largely complete for Enbridge Regulatory	

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>• Project COD is March 31, 2022</li> <li>• Updated Project schedule and weekly schedule calls being held to monitor construction progress and ensure weekly targets are being met</li> <li>• <b>Commissioning schedule now finalized with HONI</b></li> <li>• <b>All project activities have resumed since spring breakup</b></li> </ul>	Ongoing
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>• All work fronts across the project are under construction</li> <li>• WF2 complete with the exception of reclamation</li> <li>• <b>Approvals are in place with the Ministry of Natural Resources to begin reclamation</b></li> <li>• <b>Reclaim activities will start in WF1 the week of 6/7</b></li> </ul>	Ongoing
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>• Clearing work complete across Project</li> <li>• Stringing activities ongoing now in WF9</li> <li>• <b>Tower walkdowns have been completed for WFs 1 &amp; 2</b></li> <li>• <b>Punchlist items are being corrected and towers will soon start receiving final signoff</b></li> </ul>	<ul style="list-style-type: none"> <li>• Clearing Complete</li> <li>• 1 Access remaining</li> <li>• <b>907</b> Foundations installed</li> <li>• <b>855</b> Structures assembled</li> <li>• <b>664</b> Structures erected</li> <li>• <b>146</b> km of conductor tied in</li> </ul>
<p><b>Procurement Towers/Conductors</b></p> <ul style="list-style-type: none"> <li>• 99% of tower deliveries completed</li> <li>• Replacement parts for damaged or missing tower components continue to be manufactured and shipped to the project</li> </ul>	<ul style="list-style-type: none"> <li>• 1223 Towers delivered to site</li> <li>• Conductor delivery complete</li> <li>• <b>154</b> Reels OHGW onsite</li> <li>• 57 Reels of OPGW on site</li> </ul>



# Stakeholder Relations

Item	Status
<b>Website and Social Media</b> <ul style="list-style-type: none"><li>Facebook Group for the Project <b>remains at</b> 169 members</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li><b>No concerns raised through the project email and hotline</b></li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li><b>Terrace Bay Library donation approved and processed May 12, 2021</b><ul style="list-style-type: none"><li><b>Coordinating cheque delivery photo op when safe to do so</b></li></ul></li><li>Application for Winnies' Hometown Virtual Festival in White River under review<ul style="list-style-type: none"><li><b>NextBridge has supported this event for several years</b></li></ul></li></ul>	Ongoing

# Land – ROW and Access Progress

Work Front	Land -ROW	Land - Access
Work Front 7	100%	100%
Work Front 8	100%	100%
Work Front 1	100%	100%
Work Front 9	100%	100%
Work Front 2	100%	100%
Work Front 3	100%	100%
Work Front 6	100%	100%
Work Front 4	100%	100%
Work Front 5	100%	100%
Work Front 11	97%	100%
Work Front 10	100%	100%

Percentage of linear distance of route acquired in kilometers. Unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are assumed secured, but are still subject to receiving Provincial Government approvals.

Percentage of parcels with construction access requirements acquired. Construction access requirements on unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are subject to receiving Provincial Government approvals.

# Land – Access Crossings Progress

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	291	291	100%
Workfront 4	242	242	100%
Workfront 5	316	316	100%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	290	290	100%

# Land – Overhead Crossings Progress

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	47	47	100%
Workfront 2	11	11	100%
Workfront 3	48	48	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	19	19	100%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted and received               <ul style="list-style-type: none"> <li>25 Fly yard applications for WF 3-11 are in being reviewed by MNRF to provide a second option for stringing operations.</li> </ul> </li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>MNRF and MECP approvals have been received for all WFs with the exception of some permit amendments, and permits associated with fly yards.</li> </ul>	Ongoing
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Pre-construction Environmental Surveys</b></p> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Completion of activities will occur during the 18 months leading up to COD</li> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• Preparing for ROW visits in 2021</li> <li>• Identification of existing applicable safety and process manuals</li> <li>• <b>Engaged commercial realtor to begin search for Operations office</b></li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Description for High Voltage Lead</li> </ul>	Ongoing
<p><b>Coordination with HONI on Interconnect Agreement and Crossings</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to secure agreements and crossings and the negotiation of the Construction Cost Recovery Agreement and Connection Facilities Agreement</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• The HONI-Supercom partnership is being formed to finalize contract</li> </ul> </li> <li>• <b>Expect signing in late September 2021 due to extra time requested by HONI/Supercom to form partnership</b></li> </ul>	Ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

July 9, 2021

**MATERIALS ONLY – NO MEETING**

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
- Financial Update
- Development Dashboard
- Next Steps



# Indigenous

---

- Pic Mobert
  - Construction is almost complete in the White Lake Narrows
  - There have been recent incidents where Valard has worked within sensitive areas without the approval of Pic Mobert
  - Valard is working on repairing the relationship to continue with construction
- BZA
  - The agreement has been completely executed by The Crown, NextBridge and BZA
  - Judicial review has been withdrawn and the first payment has been made

# Financial Update – June

Confidential - as of 6/30/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>22,516,235</b>	<b>13,215,711</b>	<b>(9,300,525)</b>	<b>503,355,823</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					10,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>258,797</b>	<b>248,656</b>	<b>(10,141)</b>	<b>18,868,066</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>748,025</b>	<b>468,542</b>	<b>(279,483)</b>	<b>19,994,987</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	164,594	260,088	95,494	18,560,766	23,830,512	23,830,512	0%
7 Other Consultation	80,080	120,384	40,304	1,387,471	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	76,782	99,570	22,788	4,962,280	5,405,078	5,405,078	0%
13 EWT Management	46,972	55,319	8,347	4,510,318	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>23,891,486</b>	<b>14,468,270</b>	<b>(9,423,216)</b>	<b>571,639,711</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,115,078	1,115,078	-	19,000,320	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>25,006,563</b>	<b>15,583,347</b>	<b>(9,423,216)</b>	<b>590,640,030</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>25,006,563</b>	<b>15,583,347</b>	<b>(9,423,216)</b>	<b>630,889,531</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as Interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

# Development Dashboard

Work Front	Current Project Phase(s)
1	Reclamation
2	Reclamation
3	Assembly, Foundations, Erection, Stringing
4	Foundations, Assembly
5	Foundations, Assembly
6	Assembly, Erection
7	Foundations, Assembly, Erection
8	Foundations, Assembly, Erection, Stringing
9	Foundations, Assembly, Erection, Stringing
10	Foundations
11	Foundations, Assembly, Erection

## 30 Day Project Review - Completed

- Construction continues

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- NEET Operations Agreement negotiations

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue construction
- Next Board meeting scheduled – Friday August 13

# Appendix – Updated July 6, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators from communities are active daily in the field               <ul style="list-style-type: none"> <li>Facilitators were fully independent in the field during construction and remediation activities in June                   <ul style="list-style-type: none"> <li>MFN Facilitator remains on medical leave and efforts have been made to provide options for the community</li> </ul> </li> </ul> </li> <li>Discussions with Supercom and the communities continue related to decrease construction activities in summer 2021, particularly on the west side of the Project, and the status of Facilitators</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Pic Mobert               <ul style="list-style-type: none"> <li>Awaiting final community sign off on the last outstanding agreement that will provide mitigation funding</li> <li>Ongoing effort is being made to ensure all Project staff understand and uphold the mitigation commitments made at the White Lake Narrows                   <ul style="list-style-type: none"> <li>Stop Work Order remains in place in the White Lake Narrows, and work continues between Valard and community to resolve outstanding issues</li> </ul> </li> </ul> </li> <li>Reclamation               <ul style="list-style-type: none"> <li>As reclamation activities begin in different areas, engagement with communities is being undertaken to promote an understanding of the timelines and to ensure community comfort with the activities/results</li> </ul> </li> </ul>	Ongoing
<p><b>Actively Working to Continue Progress with BZA</b></p> <ul style="list-style-type: none"> <li>NextBridge, the Crown, and BZA resolved BZA's appeal and judicial review of the issuance to the LTC and OIC to NextBridge               <ul style="list-style-type: none"> <li>The appeal and judicial review were subsequently dismissed on June 18, 2021</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Finalizing a Compensation Release to address the RRIB Community Trapline</li> <li>Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> <li>Next steps are being deployed by the MECP related to their review</li> </ul>	Ongoing



# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting</li> <li>• Ad hoc regulatory filings</li> </ul>	Ongoing 2Q 2021 OEB Quarterly Construction Progress Report will be submitted on July 22, 2021 <b>NextBridge received Rate Case decision on June 17, 2021</b>
<b>IESO</b> <ul style="list-style-type: none"> <li>• Working with IESO to complete Asset Registration process and execute agreement</li> </ul>	Ongoing Expected completion in Q4 2021.

# Regulatory

---

Item	Status
No updates – work largely complete for Enbridge Regulatory	

# Engineering & Construction

Item	Status
<b>Confirm COD &amp; Update Construction Schedule</b> <ul style="list-style-type: none"> <li>Project COD is March 31, 2022</li> <li>Updated Project schedule and weekly schedule calls being held to monitor construction progress and ensure weekly targets are being met</li> <li>Commissioning schedule now finalized with HONI</li> </ul>	Ongoing
<b>Detailed Project Plans &amp; Permitting</b> <ul style="list-style-type: none"> <li>Permits in place with MNRF and WF1 now undergoing reclamation activities</li> <li>WF2 complete with the exception of reclamation</li> </ul>	Ongoing
<b>Completion</b> <ul style="list-style-type: none"> <li>Clearing and access work complete across the Project</li> <li>Stringing activities to continue through WF8 in July and will move to WF1 to complete A001-A003 requiring outage in early August</li> <li>Tower walkdowns ongoing               <ul style="list-style-type: none"> <li>Approximately 450 inspections performed</li> </ul> </li> <li>Final Burns &amp; McDonnell engineering walk down for WF1 to commence in July</li> </ul>	<ul style="list-style-type: none"> <li>Clearing Complete</li> <li>Access Complete</li> <li>51 Structures reclaimed</li> <li>1106 Foundations installed</li> <li>921 Structures assembled</li> <li>736 Structures erected</li> <li>162 km of conductor tied in</li> </ul>
<b>Procurement Towers/Conductors</b> <ul style="list-style-type: none"> <li>99% of tower deliveries completed</li> <li>Replacement parts for damaged or missing tower components continue to be manufactured and shipped to the project</li> </ul>	<ul style="list-style-type: none"> <li>1223 Towers delivered to site</li> <li>Conductor delivery complete</li> <li>Shield Wire delivery complete</li> <li>OPGW delivery complete</li> </ul>

# Stakeholder Relations

Item	Status
<b>Website and Social Media</b> <ul style="list-style-type: none"><li>Facebook Group for the Project <b>increased to 171</b> members</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li><b>Inquiry from Firehill Lake Roads Board about potential road damage forwarded to construction team and meeting held to address concerns</b></li><li>No other concerns raised through the Project email and hotline</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>Coordinating cheque delivery photo ops when safe to do so</li><li><b>Updated application form being finalized which will help facilitate faster approvals</b></li><li>Application for Winnies' Hometown Virtual Festival in White River <b>to be entered into new application</b></li><li><b>New application to be sent to groups that have requested funds in past but have not yet for 2021 and to those we identify as potential recipients</b></li></ul>	Ongoing

# Land – ROW and Access Progress

Work Front	Land -ROW	Land - Access
Work Front 7	100%	100%
Work Front 8	100%	100%
Work Front 1	100%	100%
Work Front 9	100%	100%
Work Front 2	100%	100%
Work Front 3	100%	100%
Work Front 6	100%	100%
Work Front 4	100%	100%
Work Front 5	100%	100%
Work Front 11	100%	100%
Work Front 10	100%	100%

Percentage of linear distance of route acquired in kilometers. Unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are assumed secured, but are still subject to receiving Provincial Government approvals.

Percentage of parcels with construction access requirements acquired. Construction access requirements on unencumbered Provincial Crown Land (Unpatented Land, Conservation Reserves, Parks) are subject to receiving Provincial Government approvals.

# Land – Access Crossings Progress

ACCESS CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	134	134	100%
Workfront 2	74	74	100%
Workfront 3	291	291	100%
Workfront 4	242	242	100%
Workfront 5	316	316	100%
Workfront 6	472	472	100%
Workfront 7	202	202	100%
Workfront 8	290	290	100%
Workfront 9	147	147	100%
Workfront 10	314	314	100%
Workfront 11	290	290	100%

# Land – Overhead Crossings Progress

OVERHEAD CROSSINGS SUMMARY BY WORKFRONT	COMPLETED	TOTAL	% COMPLETE BY WF
Workfront 1	47	47	100%
Workfront 2	11	11	100%
Workfront 3	48	48	100%
Workfront 4	3	3	100%
Workfront 5	7	7	100%
Workfront 6	62	62	100%
Workfront 7	19	19	100%
Workfront 8	16	16	100%
Workfront 9	35	35	100%
Workfront 10	8	8	100%
Workfront 11	25	25	100%

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted and received               <ul style="list-style-type: none"> <li>25 Fly yard applications for WF 3-11 are in being reviewed by MNRF to provide a second option for stringing operations.</li> </ul> </li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>MNRF and MECP approvals have been received for all WFs with the exception of some permit amendments, and permits associated with fly yards.</li> </ul>	Ongoing
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Pre-construction Environmental Surveys</b></p> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis



# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Completion of activities will occur during the 18 months leading up to COD</li> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• <b>Preparing for ROW visits in late August 2021</b></li> <li>• Identification of existing applicable safety and process manuals</li> <li>• Engaged commercial realtor to begin search for Operations office</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Description for High Voltage Lead</li> </ul>	Ongoing
<p><b>Coordination with HONI on Interconnect Agreement and Crossings</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to secure agreements and crossings and the negotiation of the Construction Cost Recovery Agreement and Connection Facilities Agreement</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• The HONI-Supercom partnership is being formed to finalize contract</li> </ul> </li> <li>• Expect signing in late September 2021 due to extra time requested by HONI/Supercom to form partnership</li> </ul>	Ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

August 13, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Wildfire Update
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- Pic Mobert
  - Construction is almost complete in the White Lake Narrows
  - There have been recent incidents where Valard has worked within sensitive areas without the approval of Pic Mobert
  - Valard is continuing to work on repairing the relationship to continue with construction

# Wildfire Update

---

- An Emergency Area Order was declared on July 14, 2021 by the Ministry of Natural Resources
- A subsequent Implementation Order was issued on July 21, 2021 that halted construction activities in certain areas of the region – including work fronts 1-6
- NextBridge notified the Ministry of Energy, the OEB and the IESO of this work stoppage on July 23, 2021
- The OEB acknowledged the letter and asked NextBridge to file an update to cost and schedule prior to the date of the next quarterly report
- Valard has been carefully tracking all fire related costs, which include additional measures for fire suppression (monitors, equipment) and mob/demob costs in moving all personnel to available work fronts and working in a non-linear fashion
- Another Implementation Order was issued on August 10, 2021 – we are currently examining how this will affect construction activities

# Financial Update – July

Confidential - as of 7/31/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>13,274,394</b>	<b>18,853,612</b>	<b>5,579,218</b>	<b>516,630,216</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>228,169</b>	<b>248,656</b>	<b>20,486</b>	<b>19,096,235</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>401,889</b>	<b>443,542</b>	<b>41,653</b>	<b>20,396,877</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	166,079	238,630	72,551	18,726,845	23,830,512	23,830,512	0%
7 Other Consultation	14,366	67,384	53,018	1,401,837	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	56,803	110,070	53,267	5,019,083	5,405,078	5,405,078	0%
13 EWT Management	85,121	58,740	(26,381)	4,595,440	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>14,226,822</b>	<b>20,020,634</b>	<b>5,793,812</b>	<b>585,866,532</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,161,130	1,161,130	-	20,161,450	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>15,387,952</b>	<b>21,181,764</b>	<b>5,793,812</b>	<b>606,027,982</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>15,387,952</b>	<b>21,181,764</b>	<b>5,793,812</b>	<b>646,277,483</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing, Reclamation
2	Reclamation
3	Assembly, Erection, Stringing
4	Assembly, Erection
5	Foundations, Assembly
6	Assembly, Erection
7	Foundations, Assembly, Erection, Stringing
8	Foundations, Assembly, Erection, Stringing
9	Foundations, Assembly, Erection, Stringing
10	Foundations, Assembly
11	Foundations, Assembly, Erection

## 30 Day Project Review - Completed

- Construction continues

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- NEET Operations Agreement negotiations
- Monitor wildfire situation and notify OEB and IESO of changes to cost and schedule

# Development Dashboard

No significant change to the route





# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue construction
- Next Board meeting scheduled – Friday September 10

# Appendix – Updated August 6, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Regulatory
  - Engineering and Construction
  - Stakeholder Relations
  - Land
  - Environment
  - Operations

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>• Facilitators from communities are active daily in the field               <ul style="list-style-type: none"> <li>• Facilitators were fully independent in the field during construction and remediation activities in July</li> <li>• <b>Decreased construction activities as a result of the MNRF emergency order resulted in reduced Facilitator presence in the field</b></li> <li>• <b>Michipicoten First Nation Facilitator remains on medical leave and efforts have been made to provide options for the community</b></li> </ul> </li> <li>• <b>Planning for transitioning the Facilitators out of the Program, as reclamation is completed in communities' traditional territories, is beginning on the west side of the Project</b></li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>• Pic Mobert               <ul style="list-style-type: none"> <li>• Awaiting final community sign off on the last outstanding agreement that will provide mitigation funding</li> <li>• Ongoing effort is being made to ensure all Project staff understand and uphold the mitigation commitments made at the White Lake Narrows</li> <li>• Stop Work Order remains in place in the White Lake Narrows, and work continues between Valard and community to resolve outstanding issues</li> </ul> </li> <li>• Reclamation               <ul style="list-style-type: none"> <li>• As reclamation activities begin in different areas, engagement with communities is being undertaken to promote an understanding of the timelines and to ensure community comfort with the activities/results</li> <li>• Finalizing access road engagement with communities to complete reclamation permit related requirements.</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>• Finalizing a Compensation Release to address the RRIB Community Trapline</li> <li>• Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>• Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>• The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> <li>• Next steps are being deployed by the MECP related to their review</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting</li> </ul>	Ongoing 2Q 2021 OEB Quarterly Construction Progress Report was submitted on July 22, 2021
<b>IESO</b> <ul style="list-style-type: none"> <li>• Working with IESO to complete Asset Registration process and execute agreement</li> </ul>	Ongoing Expected completion in Q4 2021.

# Regulatory

Item	Status
No updates – work largely complete for Enbridge Regulatory	

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>Project COD is March 31, 2022</li> <li>Project schedule undergoing significant changes due to construction shutdown in WFs 1-6.               <ul style="list-style-type: none"> <li>NextBridge presently working with Valard to establish new work plan</li> <li>COD is not expected to be changed</li> </ul> </li> <li>Commissioning schedule finalized with HONI</li> </ul>	Ongoing
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>Due to the MNRF construction shutdown in WF's 1-6, reclamation activities are presently on hold until permits for WF 9 are released</li> </ul>	Ongoing
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>The stringing outage required for structures A001-A003 planned for the start of August was cancelled by the utility.               <ul style="list-style-type: none"> <li>A new outage date has not yet been established.</li> </ul> </li> <li>Due to numerous forest fires in the Thunder Bay region, all of which are unrelated to the Project, the MNRF has shutdown all construction activities from Thunder Bay to Marathon.               <ul style="list-style-type: none"> <li>This resulted in all crews who were working in WFs 1-6 having to mobilize to new sites in WFs 7-11</li> </ul> </li> <li>Burns &amp; McDonnell engineering walk down completed for WFs 1, 2, and 3 in July</li> </ul>	<ul style="list-style-type: none"> <li>Clearing Complete</li> <li>Access Complete</li> <li>82 Structures reclaimed</li> <li>1037 Foundations installed</li> <li>976 Structures assembled</li> <li>789 Structures erected</li> <li>181 km of conductor tied in</li> </ul>
<p><b>Procurement Towers/Conductors</b></p> <ul style="list-style-type: none"> <li>99% of tower deliveries completed</li> <li>Replacement parts for damaged or missing tower components continue to be manufactured and shipped to the project</li> </ul>	<ul style="list-style-type: none"> <li>1224 Towers delivered to site</li> <li>Conductor delivery complete</li> <li>Shield Wire delivery complete</li> <li>OPGW delivery complete</li> </ul>

# Stakeholder Relations

Item	Status
<b>Social Media and Web Page</b> <ul style="list-style-type: none"><li>Facebook Group for the Project remained at 171 members</li><li>Posted notification construction was temporarily suspended in work fronts 1-7 due to MNRF Implementation Order restricting construction due to existing and ongoing risk for forest fires</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li>No concerns raised through the Project email or hotline this period</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>Coordinating cheque delivery photo ops when safe to do so</li><li>Updated application form, which will help facilitate faster approvals, finalized and formatted</li><li>Application for Winnies' Hometown Virtual Festival in White River entered into new application</li><li>New application to be sent to groups that have requested funds in past but have not yet for 2021 and to those we identify as potential recipients</li></ul>	Ongoing



# Land

Item	Status
<b>ROW and Access</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Ongoing
<b>Access Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Ongoing
<b>Overhead Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Ongoing
<b>Other</b> <ul style="list-style-type: none"><li>Permits &amp; Agreement Renewals Ongoing</li><li>Merchantable Timber &amp; Damage Settlements Initiated</li></ul>	Ongoing

# Environment

Item	Status
<b>MNRF/MECP Detailed Project Plans and Permit Applications</b> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted and received</li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>MNRF and MECP approvals have been received for all WFs</li> </ul>	Ongoing
<b>Federal and Provincial Permit Applications</b> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Ongoing
<b>Environmental Training/Kickoff</b> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<b>Pre-construction Environmental Surveys</b> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• <b>ROW visits are now expected to take place in September 2021 due to helicopter availability</b></li> <li>• Identification of existing applicable safety and process manuals</li> <li>• Engaged commercial realtor to search for Operations office</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Description for High Voltage Lead</li> </ul>	Ongoing
<p><b>Coordination with HONI on Interconnect Agreement and Crossings</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to secure agreements and crossings and the negotiation of the Construction Cost Recovery Agreement and Connection Facilities Agreement</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• The HONI-Supercom partnership is being formed to finalize contract</li> </ul> </li> <li>• Expect signing in late September 2021 due to extra time requested by HONI/Supercom to form partnership</li> </ul>	Ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

September 10, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Wildfire Update
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- Pic Mobert
  - Construction is almost complete in the White Lake Narrows
  - Valard is still working with Pic Mobert to continue work and has made progress

# Wildfire Update

---

- Construction has resumed on all work fronts
- Currently working with Valard to understand costs related to wildfires
- There are no changes to schedule
- Any cost and schedule changes will be reported to the OEB in the next quarterly report on October 22, 2021

# Financial Update – August

Confidential - as of 7/31/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>17,706,519</b>	<b>14,615,497</b>	<b>(3,091,022)</b>	<b>534,336,735</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>234,682</b>	<b>248,656</b>	<b>13,974</b>	<b>19,330,917</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>1,062,463</b>	<b>1,097,542</b>	<b>35,080</b>	<b>21,459,339</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	156,152	238,655	82,503	18,882,997	23,830,512	23,830,512	0%
7 Other Consultation	31,011	67,384	36,373	1,432,848	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	66,403	100,070	33,667	5,085,485	5,405,078	5,405,078	0%
13 EWT Management	45,127	55,240	10,113	4,640,566	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>19,302,354</b>	<b>16,423,044</b>	<b>(2,879,311)</b>	<b>605,168,887</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,187,879	1,187,879	-	21,349,329	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>20,490,233</b>	<b>17,610,923</b>	<b>(2,879,311)</b>	<b>626,518,216</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-		34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-		5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>20,490,233</b>	<b>17,610,923</b>	<b>(2,879,311)</b>	<b>666,767,717</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020



# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing, Reclamation
2	Reclamation
3	Assembly, Erection, Stringing
4	Assembly, Erection
5	Foundations, Assembly
6	Assembly, Erection
7	Foundations, Assembly, Erection, Stringing
8	Foundations, Assembly, Erection, Stringing
9	Foundations, Assembly, Erection, Stringing
10	Foundations, Assembly
11	Foundations, Assembly, Erection

## 30 Day Project Review - Completed

- Construction continues

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- NEET Operations Agreement negotiations
- Monitor wildfire situation and notify OEB and IESO of changes to cost and schedule

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue construction
- Next Board meeting scheduled – Friday October 8

# Appendix – Updated September 3, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Engineering and Construction
  - Stakeholder Relations
  - Environment
  - Operations
  - Land
  - Regulatory

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators from communities are active daily in the field               <ul style="list-style-type: none"> <li>Decreased construction activities as a result of the MNRF emergency order resulted in reduced Facilitator presence in the field</li> <li><b>Michipicoten First Nation Facilitator remains on medical leave and other Facilitators are covering off monitoring in the community's territory</b></li> </ul> </li> <li>Planning for transitioning the Facilitators out of the Program, as reclamation is completed in communities' traditional territories, is beginning on the west side of the Project</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Pic Moberg               <ul style="list-style-type: none"> <li>Awaiting final community sign off on the last outstanding agreement that will provide mitigation funding</li> <li>Ongoing effort is being made to ensure all Project staff understand and uphold the mitigation commitments made at the White Lake Narrows</li> <li>Stop Work Order remains in place in the White Lake Narrows, and work continues between Valard and community to resolve outstanding issues</li> </ul> </li> <li>Reclamation               <ul style="list-style-type: none"> <li><b>As reclamation activities restart or begin in different areas, engagement with communities is being undertaken to promote an understanding of the timelines and to ensure community comfort with the activities/results</b></li> <li>Finalizing access road engagement with communities to complete reclamation permit related requirements</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Finalizing a Compensation Release to address the RRIB Community Trapline</li> <li>Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting               <ul style="list-style-type: none"> <li>• OEB has requested information on cost and schedule impacts resulting from the suspension of construction in NextBridge’s next quarterly report</li> </ul> </li> </ul>	Ongoing <b>3Q 2021 OEB Quarterly Construction Progress Report to be submitted on October 22, 2021</b>
<b>IESO</b> <ul style="list-style-type: none"> <li>• Working with IESO to complete Asset Registration process and execute agreement</li> <li>• Continued discussions on interconnection and telemetry data</li> </ul>	Ongoing Expected completion in Q4 2021.

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>Project COD is March 31, 2022</li> <li>Project schedule undergoing significant changes due to construction shutdown in WFs 1-6               <ul style="list-style-type: none"> <li>All WFs re-opened on August 17<sup>th</sup></li> <li>Many delays were experienced due to moving crews to new sites and having to demobilize an erection crew due to lack of assembled towers</li> </ul> </li> <li>Plane crash (not Project related) at the Thunder Bay airport caused a shutdown which delayed crews from entering/leaving on rotation</li> <li>Commissioning schedule finalized with HONI</li> </ul>	Ongoing
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>With the re-opening of all WFs, reclamation activities have started again in WF 1 and continue in WF 9</li> <li>Reclamation permits for WFs 1,2,3,7 and 9 have now been received</li> </ul>	Ongoing
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>The stringing outage required for structures A001-A003 planned for the start of August was cancelled by the utility.               <ul style="list-style-type: none"> <li>Outage has been rescheduled for early November</li> </ul> </li> <li>Special crew mobilized to conduct heli-erection work in Kama Cliffs for 4-6 weeks</li> <li>Burns &amp; McDonnell engineering walk down for WF's 8-9 started on August 30<sup>th</sup></li> </ul>	<ul style="list-style-type: none"> <li>Clearing Complete</li> <li>Access Complete</li> <li>147 Structures reclaimed</li> <li>1118 Foundations installed</li> <li>1051 Structures assembled</li> <li>828 Structures erected</li> <li>195 km of conductor tied in</li> </ul>
<p><b>Procurement Towers/Conductors</b></p> <ul style="list-style-type: none"> <li>99% of tower deliveries completed</li> <li>Replacement parts for damaged or missing tower components continue to be manufactured and shipped to the project</li> </ul>	<ul style="list-style-type: none"> <li>1224 Towers delivered to site</li> <li>Conductor delivery complete</li> <li>Shield Wire delivery complete</li> <li>OPGW delivery complete</li> </ul>



# Stakeholder Relations

Item	Status
<b>Social Media and Web Page</b> <ul style="list-style-type: none"><li>• Facebook Group for the Project grew by 9 to 180 members</li><li>• Posted notification that the MNFR lifted the Implementation Order put in place due to risk of forest fires and construction had resumed in all WFs</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li>• Minor inquiries submitted through the Project email and hotline were addressed</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>• Coordinating cheque delivery photo ops</li><li>• Recognized for supporting Winnie's Hometown Virtual Festival in White River</li><li>• New application to be sent to groups that have requested funds in past but have not yet for 2021 and to those we identify as potential recipients</li></ul>	Ongoing

# Environment

Item	Status
<b>MNRF/MECP Detailed Project Plans and Permit Applications</b> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted and received</li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>MNRF and MECP approvals have been received for all WFs</li> </ul>	Complete
<b>Federal and Provincial Permit Applications</b> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Complete
<b>Environmental Training/Kickoff</b> <ul style="list-style-type: none"> <li>Initial Environmental Training completed with additional sessions ongoing as-needed</li> </ul>	Ongoing on an as-needed basis
<b>Pre-Clearing Environmental Surveys</b> <ul style="list-style-type: none"> <li>Will be conducted as required based on Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• <b>ROW visits are planned for the week of September 20, 2021</b></li> <li>• Identification of existing applicable safety and process manuals</li> <li>• Engaged commercial realtor to search for Operations office</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Description for High Voltage Lead</li> </ul>	Ongoing
<p><b>Coordination with HONI</b></p> <ul style="list-style-type: none"> <li>• <b>Discussions ongoing with HONI to regarding the negotiation of the Construction Cost Recovery Agreement, Connection Facilities Agreement and telemetry data</b></li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• <b>The HONI-Supercom partnership formalization is on-track</b></li> </ul> </li> <li>• Expect signing in late September 2021 due to extra time requested by HONI/Supercom to form partnership</li> </ul>	Ongoing

# Land

Item	Status
<b>ROW and Access</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Access Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Overhead Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Other</b> <ul style="list-style-type: none"><li>Permits &amp; Agreement Renewals ongoing</li><li>Merchantable Timber &amp; Damage Settlements ongoing</li></ul>	Ongoing

# Regulatory

Item	Status
No updates – work largely complete for Enbridge Regulatory	Complete



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

October 8, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Fire Update
- Financial Update
  - Financing Plan
- Development Dashboard
- Next Steps

# Indigenous

---

- Pic Mobert
  - Construction is almost complete in the White Lake Narrows
  - Valard and Pic Mobert have resolved their issues and construction is progressing
- Bamkushwada
  - BLP has obtained financing and discharged its obligations under Section 8.1 under the Implementation Agreement. This is a condition of closing.
  - There is an issue with distribution timing of COD vs. entry into the UTR
  - BLP has also indicated that they intend to take advantage of the purchase loans which is outlined in 8.2 under the Amended Implementation Agreement
  - Suggest a meeting to discuss mechanisms for providing loan/UTR timing



# Wildfire Update

---

- Valard has provided an estimate of \$20,526,459 for the costs of the fires to the project
- The costs include:
  - Actuals for fire equipment and services mandated by the MNRF
  - Contracted rates for mobilization and demobilization
  - Contracted rates for labour costs (e.g. increased camp and personnel days, standby time)
- These are the costs to date and total impact to the project resulting from the fires and the associated MNRF restrictions has not yet been realized
- There are no changes to schedule
- This cost will be reported to the OEB in the next quarterly report on October 22, 2021

# Financial Update – September

Confidential - as of 9/30/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>21,212,965</b>	<b>11,051,237</b>	<b>(10,161,728)</b>	<b>555,549,701</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>233,036</b>	<b>248,656</b>	<b>15,619</b>	<b>19,563,953</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>402,318</b>	<b>443,542</b>	<b>41,225</b>	<b>21,861,657</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	147,620	323,052	175,432	19,030,617	23,830,512	23,830,512	0%
7 Other Consultation	6,692	105,384	98,692	1,439,539	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	147,546	100,070	(47,476)	5,233,031	5,405,078	5,405,078	0%
13 EWT Management	65,020	62,990	(2,030)	4,705,586	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>22,215,197</b>	<b>12,334,931</b>	<b>(9,880,266)</b>	<b>627,384,084</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,187,879	1,187,879	-	22,537,208	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>23,403,076</b>	<b>13,522,810</b>	<b>(9,880,266)</b>	<b>649,921,292</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>23,403,076</b>	<b>13,522,810</b>	<b>(9,880,266)</b>	<b>690,170,793</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as Interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

# Financing Plan

---

- NextEra has begun to put together a financing plan and schedule
  - See Appendix for preliminary plan
- TD Bank has reached out to discuss obtaining a credit rating and a schedule for closing
- Preliminary date for “road show” to lenders in February
  - Recommend Enbridge and OMERs also attend
- Preliminary closing date of March 21, 2022 to provide buffer
  - Assumes in service date of March 31, 2022
- NextEra would like to schedule a meeting with partners and TD Bank in early November to walk through financing plan

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing, Reclamation
2	Reclamation
3	Assembly, Erection, Stringing
4	Assembly, Erection
5	Foundations, Assembly
6	Assembly, Erection
7	Foundations, Assembly, Erection, Stringing
8	Foundations, Assembly, Erection, Stringing
9	Foundations, Assembly, Erection, Stringing
10	Foundations, Assembly
11	Foundations, Assembly, Erection

## 30 Day Project Review - Completed

- Construction continues

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- NEET Operations Agreement negotiations
- Notify OEB and IESO of changes to cost and schedule from fires
- Meetings on Financing and BLP Loan

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue construction
- Meetings to be scheduled:
  - BLP Loan
  - Financing Plan
- Next Board meeting scheduled – Friday November 12

# Appendix – Updated October 4, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Engineering and Construction
  - Stakeholder Relations
  - Environment
  - Operations
  - Land
  - Regulatory



# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators from communities are active daily in the field               <ul style="list-style-type: none"> <li>Michipicoten First Nation Facilitator remains on medical leave and other Facilitators are covering off monitoring in the community's territory</li> </ul> </li> <li>As reclamation is completed in communities' traditional territories, planning for transitioning the Facilitators out of the Program is slated for wrap-up in Spring 2022.</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Pic Moberg               <ul style="list-style-type: none"> <li>In the final stages of securing community sign off on the last outstanding agreement that will provide mitigation funding</li> <li>Ongoing effort is being made to ensure all Project staff understand and uphold the mitigation commitments made at the White Lake Narrows</li> <li>Stop Work Order was lifted in White Lake Narrows and work to clearly outline commitments, roles and responsibilities, and a path forward were pursued in preparation for the recommencement of work in the area</li> </ul> </li> <li>Reclamation               <ul style="list-style-type: none"> <li>As reclamation activities restart or begin in different areas, engagement with communities is being undertaken to promote an understanding of the timelines and to ensure community comfort with the activities/results</li> <li>Finalizing access road engagement with communities to complete reclamation permit related requirements</li> <li>Efforts to provide opportunities for communities to view reclaimed areas to ensure compliance with commitments are being undertaken, if requested</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Finalizing a Compensation Release to address the RRIB Community Trapline</li> <li>Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting               <ul style="list-style-type: none"> <li>• OEB has requested information on cost and schedule impacts resulting from the suspension of construction in NextBridge’s next quarterly report</li> </ul> </li> </ul>	Ongoing 3Q 2021 OEB Quarterly Construction Progress Report to be submitted on October 22, 2021
<b>IESO</b> <ul style="list-style-type: none"> <li>• Working with IESO to complete Asset Registration process and execute agreement</li> <li>• Continued discussions on interconnection and telemetry data</li> </ul>	Ongoing Expected completion in Q4 2021.

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>Project COD is 3/31/2022 and all activities need to be completed by 2/25/2022 in order to accommodate HONI commissioning schedule</li> <li>Estimated activity completions dates are as follows: Foundations - 10/16/2021, Assembly - 11/6/2021, Erection - 1/16/2022, Stringing - 2/25/2022</li> </ul>	Ongoing
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>Reclamation activities have shutdown for the year and will continue spring/summer 2022             <ul style="list-style-type: none"> <li>Majority of reclaim crews have been shifted to Caribou Zone access construction</li> </ul> </li> <li>Construction of Caribou Zone access has been on going since 9/15/2021.             <ul style="list-style-type: none"> <li>Approximately 24km of access has been restored, which is approximately 60% of the overall access required.</li> </ul> </li> </ul>	Ongoing
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>The stringing outage required for structures A001-A003 planned for the start of August was cancelled by the utility.             <ul style="list-style-type: none"> <li>Outage on schedule to be completed November 1-3, 2021</li> </ul> </li> <li>Heli-erection work is ongoing in Kama Cliffs Provincial Park where approximately 50% of tower installation has been completed and work is estimated to be completed in early November 2021</li> <li>Next engineering walkdown scheduled for start of November 2021</li> <li>7 foundations and 1 anchor assembly remaining             <ul style="list-style-type: none"> <li>All foundation work to be completed mid-October</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Clearing Complete</li> <li>Access Complete</li> <li>243 Structures reclaimed</li> <li>1221 Foundations installed</li> <li>1133 Structures assembled</li> <li>903 Structures erected</li> <li>213 km of conductor tied in</li> </ul>
<p><b>Procurement Towers/Conductors</b></p> <ul style="list-style-type: none"> <li>100% of tower deliveries completed</li> <li>Replacement parts for damaged or missing tower components continue to be manufactured and shipped to the project</li> </ul>	<ul style="list-style-type: none"> <li>1227 Towers delivered to site</li> <li>Conductor delivery complete</li> <li>Shield Wire delivery complete</li> <li>OPGW delivery complete</li> </ul>

# Stakeholder Relations

Item	Status
<b>Social Media and Web Page</b> <ul style="list-style-type: none"><li>Facebook Group for the Project remained at 180 members</li><li>Posted recognition of the National Day for Truth And Reconciliation on the Facebook Group page and received comment from community/group member thanking us for the posting</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li>Provided content and photos for article in next issue of Connecting Horizons, the magazine for Bearskin Airlines and Perimeter Aviation, serving Ontario and Manitoba including northern communities</li><li>Minor inquiries submitted through the Project email and hotline were addressed</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>Identifying groups/events to invite to submit funding application</li></ul>	Ongoing

# Environment

Item	Status
<b>MNRF/MECP Detailed Project Plans and Permit Applications</b> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted and received</li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>MNRF and MECP approvals have been received for all WFs</li> </ul>	Complete
<b>Federal and Provincial Permit Applications</b> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Complete
<b>Environmental Training/Kickoff</b> <ul style="list-style-type: none"> <li>Environmental Training completed with additional sessions to be added as-needed</li> </ul>	Ongoing on an as-needed basis
<b>Pre-Clearing Environmental Surveys</b> <ul style="list-style-type: none"> <li>Conducted on an as required basis for Construction Schedule/Work Order requests</li> </ul>	Ongoing on an as-needed basis

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• <b>ROW visits took place during the week of September 20, 2021</b></li> <li>• Identification of existing applicable safety and process manuals</li> <li>• Engaged commercial realtor to search for Operations office</li> <li>• <b>Identification of access roads which will remain after reclamation for Operations activities</b></li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Descriptions</li> </ul>	Ongoing
<p><b>Coordination with HONI</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to regarding the negotiation of the Construction Cost Recovery Agreement, Connection Facilities Agreement and telemetry data</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• <b>The HONI-Supercom partnership formalization has been delayed</b></li> </ul> </li> <li>• <b>Execution of agreement now expected in November 2021 due to extra time requested by HONI/Supercom</b></li> </ul>	Ongoing

# Land

Item	Status
<b>ROW and Access</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Access Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Overhead Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Other</b> <ul style="list-style-type: none"><li>Permits &amp; Agreement Renewals ongoing</li><li>Merchantable Timber &amp; Damage Settlements ongoing</li></ul>	Ongoing

# Regulatory

Item	Status
No updates – work largely complete for Enbridge Regulatory	Complete



---

# Appendix – Financing Plan



# **NextBridge Infrastructure, LP**

## **Financing Plan**

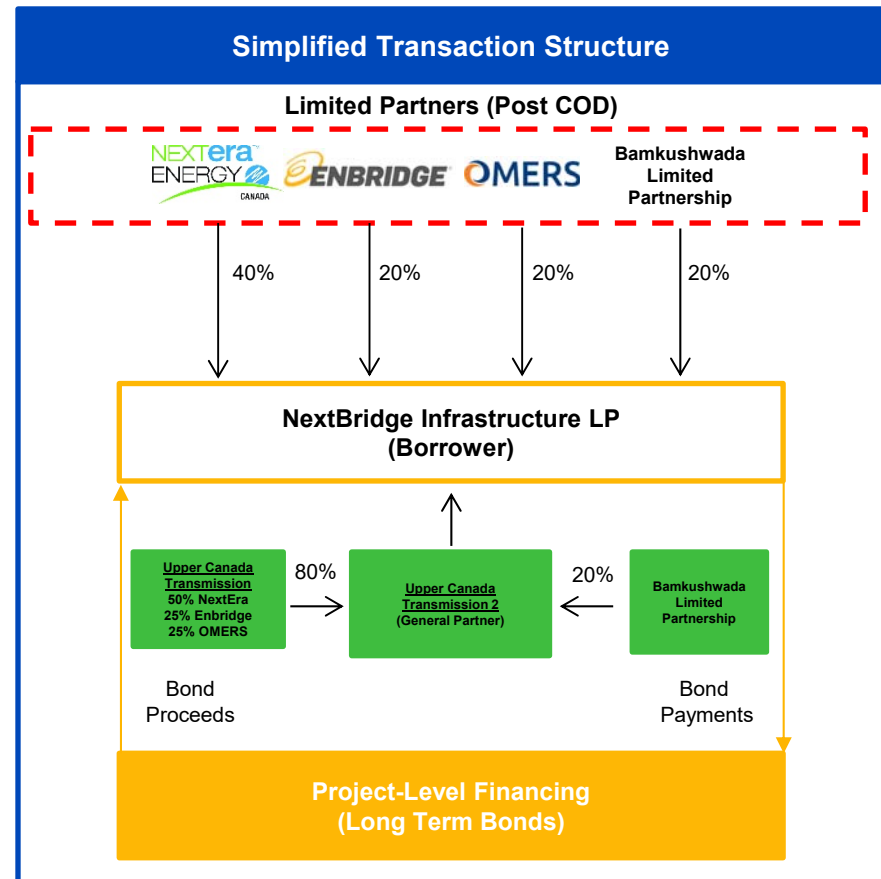
**March 5, 2021**

NextBridge does not guarantee the accuracy or reliability of the information provided herein and assumes no responsibility for the content, accuracy or completeness of such information. The information in this presentation, including forecast financial information, should not be considered as advice or a recommendation. The contents of this presentation are confidential and are not to be reproduced or distributed.

# We are targeting the project financing to coincide with the expected in-service date of the Project in March of 2022

## NextBridge Transaction Structure

- Construction of the Project is advancing well with the expected in-service-date to be March 31, 2022
- The Project will be structured as a limited partnership registered as NextBridge Infrastructure LP ("NextBridge")
- Upon completion, Bamkushwada Limited Partnership ("BLP") will have the right to purchase a 20% interest in NextBridge
  - The remaining 80% interest in NextBridge will be owned by affiliates of NextEra Energy Canada, Enbridge Inc., and OMERS Infrastructure
- NextBridge will ultimately be financed by (i) equity contributions from NextEra Energy Canada, Enbridge Inc., OMERS Infrastructure and BLP, and (ii) project-level debt
  - The debt/equity contribution is expected to be consistent with the OEB deemed capital structure of 60% debt /40% equity
  - Interim construction period funding was provided by NextEra Energy, Enbridge, and OMERS
- On or about the time NextBridge enters into the in-service-period, NextBridge will secure the project-level debt by issuing a long term bond in the capital markets



# Project Level Financing Approach

## Canadian Bond Market

- The Canadian bond market is an efficient long-term financing solution for infrastructure assets, specifically power transmission projects
  - Bond investors have shown consistent interest in purchasing bonds in high quality assets and with long maturity dates
- With an expected final total project target spending of approximately \$775 million, and using the target debt percentage of 60%, NextBridge will look to raise approximately \$450 of project level debt (the "Bonds") subject to adjustment based on final actual cost
  - NextBridge will access the Canadian bond market to place the Bonds
  - The Bonds will be offered on a private placement basis and offered to a broad set of investors who have shown strong interest in similar bonds/projects
    - private placements have limited upfront and on-going information disclosure requirements (no public filings with regulatory exchanges)
  - Given the size of the Bonds, a formal 3<sup>rd</sup> party credit rating will be required from at least one of DBRS, S&P or Moody's
- NextBridge has engaged TD Securities as Lead Left Placement Agent for the Bonds
  - TD Securities will assist NextBridge in all aspects of the financing including securing the required credit rating, drafting legal documentation, and preparing marketing materials
  - NextBridge also expects to appoint 3 additional Canadian banks to serve as Co-Placement Agents: BMO, CIBC, and Scotia
- Ongoing reporting requirements for the Bonds will focus on material events and annual audited financial statements

# The following schedule was developed with a March 2022 targeted closing date

## Indicative Timeline

Workplan and Timeline	Period	Week 1-3	Week 4-6	Week 7-9	Week 10-12
Task	Responsibilities				
<b>Planning and Documentation</b>					
Circulate working group list	LD				
Conduct Credit Rating Process (DBRS,S&P or Moody's)	NB, LD				
Continue Dealer legal due diligence	DC				
Drafting: Finalize Offering Documents	NB, LD, IC, DC				
Offering Memorandum	NB, LD, IC, DC				
Supplemental & Master Trust Indenture	NB, LD, IC, DC				
Investor Presentation	NB, LD, IC, DC				
Summary Term Sheet	NB, LD				
Agency agreement	NB, LD, IC, DC				
Due Diligence Questions	LD, DC				
<b>Investor Marketing</b>					
Due Diligence Call	NB, LD				
Rating Confirmations	NB, LD				
Investor Marketing including National Call and Investor 1-on-1's	NB, LD				
Investor Due Diligence	LEC, LD				
Investor soft circles	LD				
<b>Transaction Execution</b>					
Launch transaction	LD				
Execute Agency agreement	NB, LD				
Bring Down Due Diligence call	NB, LD, IC, DC				
Allocate books / pricing	LD				
<b>Closing &amp; Settlement</b>					
<i>After Pricing / Prior to Closing</i>					
Provide wiring instructions	NB				
Finalize term sheet	LD				
Finalize offering / legal documents	NB, LD, IC, DC				
<i>Day of Closing (T+2)</i>					
Bring down due diligence, Wire proceeds, Closing / settlement	NB, LD, IC, DC				

**NB:** NextBridge    **LD:** Lead Dealers (TD and Co-Placement Agents)    **IC:** Issuer's Counsel    **DC:** Dealer's Counsel

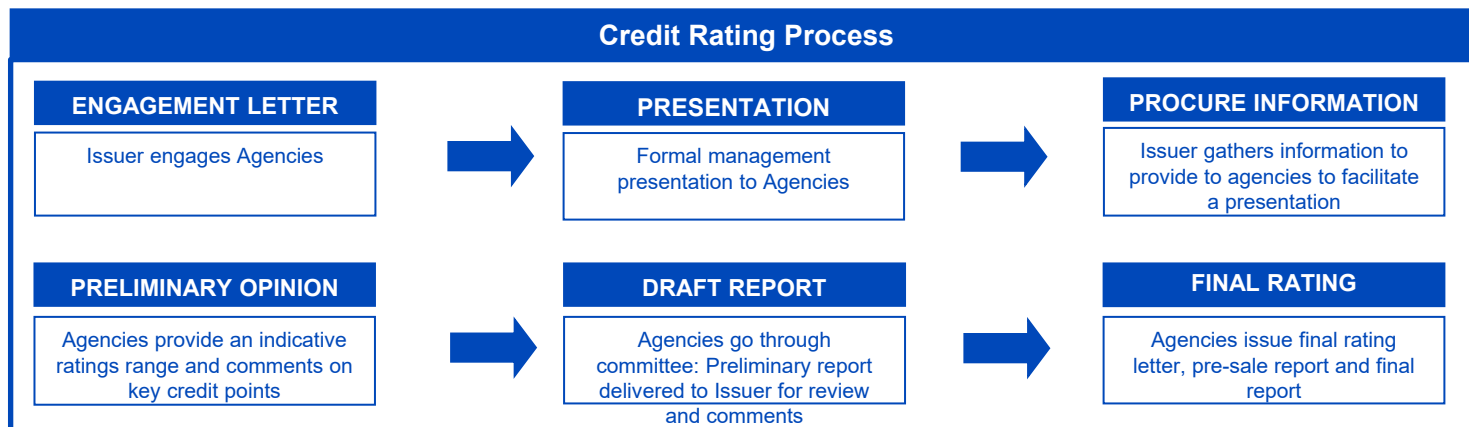
**NextBridge expects that the Bond issuance process can be completed within a 10-12 week timeframe**



# Given the expected size of the Bonds, TD has recommended at least one 3<sup>rd</sup> party credit rating

## Credit Rating

- Based on conversations with TD Securities, their preliminary review of potential rating outcomes suggests that the Bonds can secure an investment grade rating from each of DBRS, Moody's and S&P
  - This initial assessment indicates that the DBRS methodology may result in a more favorable rating outcome compared to Moody's and S&P
- TD Securities will recommend a formal credit rating approach after further project due diligence and discussions with the NextBridge team
- TD recommends engaging with a rating agency a considerable amount of time prior (3-4 months) to expected financing needs to ensure the contemplated schedule is not delayed; work can be undertaken in parallel during the offering process



# A roadshow to engage and educate the investor community and facilitate meaningful direct discussions between NextBridge and investors will be planned

## Investor Marketing

- Central to marketing efforts for the NextBridge bond financing would be a formal investor marketing period/roadshow for investors in Canada and select investors in the US
  - Members of the NextBridge team would hold 1-on-1 telephonic meetings with target investors selected by TD Securities
  - NextBridge can highlight key credit strengths and other project features
- 1-on-1 investor meetings would also be supplemented by NextBridge hosting a national investor conference call to maximize investor engagement
  - This national call will reach a broader set of investors who do not participate in 1-on-1 discussions
- TD Securities will facilitate the preparation of bond marketing activities and timelines, including drafting of certain marketing materials
- To the extent that travel and in-person meetings are possible, the roadshow will include all necessary COVID travel and meeting requirements



# The Canadian and US investor pool has sufficient capacity to absorb all of NextBridge's financing requirements

## Market Capacity & Investor Base

- TD Securities maintains very strong relationships with these investors, completing many transactions with each of them over the years

Canadian Investors	
Private Placement Investors	Public Money Managers
 	 
 	 
 	 
 	 
US Private Placement Investors	
  	 
  	



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

November 12, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
- Financial Update
  - Cash Call Outcome
  - Meeting on financing – December 13
- Development Dashboard
- Next Steps

# Indigenous

---

- Pic Mobert
  - Construction is complete in the White Lake Narrows

See update in Appendix for more information

# Financial Update – October

Confidential - as of 10/31/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	42,552,367	15,489,834	(27,062,533)	598,102,068	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	276,628	1,127,372	850,743	19,840,581	26,929,260	31,550,162	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	942,873	1,025,542	82,670	22,804,529	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	313,884	522,536	208,652	19,344,501	23,830,512	23,830,512	0%
7 Other Consultation	13,373	67,384	54,011	1,452,912	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	121,255	100,070	(21,185)	5,354,287	5,405,078	5,405,078	0%
13 EWT Management	124,241	73,740	(50,501)	4,829,827	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>44,344,621</b>	<b>18,406,478</b>	<b>(25,938,143)</b>	<b>671,728,705</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,267,108	1,267,108	-	23,804,316	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>45,611,729</b>	<b>19,673,587</b>	<b>(25,938,143)</b>	<b>695,533,021</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>45,611,729</b>	<b>19,673,587</b>	<b>(25,938,143)</b>	<b>735,782,522</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing, Reclamation
2	Reclamation
3	Assembly, Erection, Stringing
4	Assembly, Erection
5	Foundations, Assembly
6	Assembly, Erection
7	Foundations, Assembly, Erection, Stringing
8	Foundations, Assembly, Erection, Stringing
9	Foundations, Assembly, Erection, Stringing
10	Foundations, Assembly
11	Foundations, Assembly, Erection

## 30 Day Project Review - Completed

- Construction continues
- OEB Report included the update to cost from wildfires

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- NEET Operations Agreement negotiations
- Meetings on Financing

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report



# Next Steps

---

- Continue construction
- Meetings to be scheduled:
  - Financing Plan – December 13
- Next Board meeting scheduled – Friday December 10

# Appendix – Updated November 11, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Engineering and Construction
  - Stakeholder Relations
  - Environment
  - Operations
  - Land
  - Regulatory

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators from communities are active daily in the field</li> <li>As reclamation is completed in communities' traditional territories, planning for transitioning the Facilitators out of the Program is slated for wrap-up in Spring 2022.</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Pic Moberg           <ul style="list-style-type: none"> <li>Mitigation commitments were upheld in the White Lake Narrows and construction in this area is now complete</li> </ul> </li> <li>Reclamation           <ul style="list-style-type: none"> <li>As reclamation activities restart or begin in different areas, engagement with communities is being undertaken to promote an understanding of the timelines and to ensure community comfort with the activities/results</li> <li>Finalizing access road engagement with communities to complete reclamation permit related requirements</li> <li>Efforts to provide opportunities for communities to view reclaimed areas to ensure compliance with commitments are being undertaken, if requested</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> </ul>	Ongoing

# Project Management Office

Item	Status
<p><b>Project Management</b></p> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	<p>Ongoing</p> <p>Continued engagement</p> <p>Monthly meetings continue</p> <p>Monthly cash calls continue</p>
<p><b>Cost Management</b></p> <p>Budget / Variance reporting</p>	<p>Ongoing</p> <p>See Budget/Variance Reporting Slide</p>
<p><b>Financial Reporting</b></p> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	<p>Ongoing</p>
<p><b>Regulatory Filings</b></p> <ul style="list-style-type: none"> <li>• OEB reporting           <ul style="list-style-type: none"> <li>• OEB has requested information on cost and schedule impacts resulting from the suspension of construction in NextBridge’s next quarterly report</li> </ul> </li> </ul>	<p>Ongoing</p> <p>3Q 2021 OEB Quarterly Construction Progress Report submitted on October 22<sup>nd</sup> 2021.</p>
<p><b>IESO</b></p> <ul style="list-style-type: none"> <li>• Working with IESO to complete Asset Registration process and execute agreement</li> <li>• Continued discussions on interconnection and telemetry data</li> </ul>	<p>Ongoing</p> <p>Expected completion in Q4 2021.</p>

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>• Project COD is 3/31/2022 and all activities need to be completed by 2/25/2022 in order to accommodate HONI commissioning schedule</li> <li>• Estimated activity completions dates are as follows: Foundations - Complete, Assembly - 11/27/2021, Erection - 1/15/2022, Stringing - 2/25/2022</li> <li>• NextBridge met with Hydro One on site at each substation location to finalize demarcation points and connection responsibilities</li> </ul>	Ongoing
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>• Due to the rapid completion of new all-season access roads in the Caribou Zone, crews had sufficient time to resume reclamation activities</li> <li>• Construction of Caribou Zone access started on 9/15/2021 and was completed 10/5/2021             <ul style="list-style-type: none"> <li>• Approximately 40km of new access was completed in total</li> </ul> </li> </ul>	Ongoing
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>• The stringing outage planned for Nov 1-3 to complete towers A001-A003 was completed without issue. This was the final section of stringing outstanding in WF1.</li> <li>• Heli-erection work is ongoing in Kama Cliffs Provincial Park where approximately 80% of tower installation has been completed. The final two self-supporting structures are in progress             <ul style="list-style-type: none"> <li>• Due to weather delays in the area, planned completion has been pushed to late November</li> </ul> </li> <li>• Next engineering walkdown scheduled for start of November 2021</li> <li>• All foundations and anchors completed mid-October</li> </ul>	<ul style="list-style-type: none"> <li>• Clearing Complete</li> <li>• Access Complete</li> <li>• Foundations Complete</li> <li>• Anchors Complete</li> <li>• 300 Structures reclaimed</li> <li>• 1203 Structures assembled</li> <li>• 1027 Structures erected</li> <li>• 245 km of conductor tied in</li> </ul>
<p><b>Procurement Towers/Conductors</b></p> <ul style="list-style-type: none"> <li>• Only the SSZ structure which was designed and modified from an existing tower type to accommodate the W2C reroute is outstanding</li> <li>• Replacement parts for damaged or missing tower components continue to be manufactured and shipped to the project</li> </ul>	<ul style="list-style-type: none"> <li>• 1227 Towers delivered to site</li> <li>• Conductor delivery complete</li> <li>• Shield Wire delivery complete</li> <li>• OPGW delivery complete</li> </ul>

# Stakeholder Relations

Item	Status
<b>Social Media and Web Page</b> <ul style="list-style-type: none"><li>Facebook Group for the Project <b>increased to 182</b> members</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li><b>Contributed content to an article to be published as part of Canadian Business Magazine's series on Indigenous Business</b></li><li>Minor inquiries submitted through the Project email and hotline were addressed</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>Identifying groups/events to invite to submit funding application</li></ul>	Ongoing

# Environment

Item	Status
<b>MNRF/MECP Detailed Project Plans and Permit Applications</b> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted and received</li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>MNRF and MECP approvals have been received for all WFs</li> </ul>	Complete
<b>Federal and Provincial Permit Applications</b> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Complete
<b>Environmental Training/Kickoff</b> <ul style="list-style-type: none"> <li>Environmental Training completed with additional sessions to be added as-needed</li> </ul>	Ongoing on an as-needed basis
<b>Reclamation</b> <ul style="list-style-type: none"> <li>Reclamation Work Permits received for Work Fronts 1, 2, 3, 7, 8, and 9</li> </ul>	Ongoing

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• ROW visits took place during the week of September 20, 2021</li> <li>• Identification of existing applicable safety and process manuals</li> <li>• Engaged commercial realtor to search for Operations office</li> <li>• Identification of access roads which will remain after reclamation for Operations activities</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Descriptions</li> </ul>	Ongoing
<p><b>Coordination with HONI</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to regarding the negotiation of the Construction Cost Recovery Agreement, Connection Facilities Agreement and telemetry data</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• The HONI-Supercom partnership formalization has been delayed</li> </ul> </li> <li>• Execution of agreement now expected in November 2021 due to extra time requested by HONI/Supercom</li> </ul>	Ongoing



# Land

Item	Status
<b>ROW and Access</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Access Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Overhead Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Other</b> <ul style="list-style-type: none"><li>Permits &amp; Agreement Renewals ongoing</li><li>Merchantable Timber &amp; Damage Settlements ongoing</li></ul>	Ongoing

# Regulatory

Item	Status
No updates – work largely complete for Enbridge Regulatory	Complete



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

December 10, 2021

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- No new updates

# Financial Update – November

Confidential - as of 11/30/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>12,477,855</b>	<b>28,381,626</b>	<b>15,903,771</b>	<b>610,579,923</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>221,582</b>	<b>871,566</b>	<b>649,984</b>	<b>20,062,163</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>(417,757)</b>	<b>282,960</b>	<b>700,717</b>	<b>22,386,772</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	128,498	1,970,874	1,842,375	19,472,999	23,830,512	23,830,512	0%
7 Other Consultation	11,539	203,979	192,440	1,464,451	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	(871)	90,521	91,393	5,353,415	5,405,078	5,405,078	0%
13 EWT Management	102,172	36,595	(65,577)	4,931,999	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>12,523,018</b>	<b>31,838,121</b>	<b>19,315,103</b>	<b>684,251,723</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,388,568	1,388,568	-	25,192,884	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>13,911,586</b>	<b>33,226,689</b>	<b>19,315,103</b>	<b>709,444,607</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>13,911,586</b>	<b>33,226,689</b>	<b>19,315,103</b>	<b>749,694,108</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

# Development Dashboard

Work Front	Current Project Phase(s)
1	Stringing, Reclamation
2	Reclamation
3	Assembly, Erection, Stringing
4	Assembly, Erection
5	Foundations, Assembly
6	Assembly, Erection
7	Foundations, Assembly, Erection, Stringing
8	Foundations, Assembly, Erection, Stringing
9	Foundations, Assembly, Erection, Stringing
10	Foundations, Assembly
11	Foundations, Assembly, Erection

## 30 Day Project Review - Completed

- Construction continues

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- NEET Operations Agreement signing
- Meetings on financing
- OEB Report to be filed at the end of January

# Development Dashboard

No significant change to the route





# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue construction
- Meetings on financing plans
- Next Board meeting scheduled – Friday January 14

# Appendix – Updated December 9, 2021

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Engineering and Construction
  - Stakeholder Relations
  - Environment
  - Operations
  - Land
  - Regulatory

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators from communities are active daily in the field</li> <li>As reclamation is completed in communities' traditional territories, planning for transitioning the Facilitators out of the Program is slated for wrap-up in Spring 2022.</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Reclamation             <ul style="list-style-type: none"> <li>As reclamation activities restart or begin in different areas, engagement with communities is being undertaken to promote an understanding of the timelines and to ensure community comfort with the activities/results</li> <li>Finalizing access road engagement with communities to complete reclamation permit related requirements</li> <li>Efforts to provide opportunities for communities to view reclaimed areas to ensure compliance with commitments are being undertaken, if requested</li> <li>Efforts to provide opportunities for communities to view reclaimed areas to ensure compliance with commitments are being undertaken, if requested</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting               <ul style="list-style-type: none"> <li>• OEB has requested information on cost and schedule impacts resulting from the suspension of construction in NextBridge’s next quarterly report</li> </ul> </li> </ul>	Ongoing 3Q 2021 OEB Quarterly Construction Progress Report submitted on October 22 <sup>nd</sup> 2021.
<b>IESO</b> <ul style="list-style-type: none"> <li>• Working with IESO to complete Asset Registration process and execute agreement</li> <li>• Continued discussions on interconnection and telemetry data</li> </ul>	Ongoing Expected completion in Q4 2021.

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>• Project COD is 3/31/2022 and all activities need to be completed by 2/25/2022 in order to accommodate HONI commissioning schedule</li> <li>• Estimated activity completions dates are as follows: Foundations - Complete, Assembly – 12/18/2021, Erection - 1/14/2022, Stringing - 2/25/2022</li> <li>• NextBridge continues to meet bi-weekly with Hydro One to review progress and outage requirements</li> </ul>	Ongoing
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>• Reclaim activities have concluded for the year on the west end of the project and will be shutdown on the east end by mid-December</li> <li>• Winter roads are now being constructed with sufficient snow and cold weather conditions on site. Approximately 12km of winter access has been completed</li> </ul>	Ongoing
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>• Since the last week of November, there have been 3 active stringing crews on site</li> <li>• 1 major outage remains on the project between C214-C215. It is currently scheduled to start on 1/14 and is expected to take approximately 8 days</li> <li>• Helicopter work in the Kama Cliffs has been completed, however the final tower is still undergoing assembly. Assembly/Erection activities should be fully complete mid-December</li> <li>• Next engineering walkdown scheduled for 12/6</li> </ul>	<ul style="list-style-type: none"> <li>• Clearing Complete</li> <li>• Access Complete</li> <li>• Foundations Complete</li> <li>• Anchors Complete</li> <li>• 373 Structures reclaimed</li> <li>• 1225 Structures assembled</li> <li>• 1158 Structures erected</li> <li>• 273 km of conductor tied in</li> </ul>
<p><b>Procurement Towers/Conductors</b></p> <ul style="list-style-type: none"> <li>• Only replacement materials for missing, damaged, and mis-punched parts remain to be delivered</li> </ul>	<ul style="list-style-type: none"> <li>• Tower delivery complete</li> <li>• Conductor delivery complete</li> <li>• Shield Wire delivery complete</li> <li>• OPGW delivery complete</li> </ul>

# Stakeholder Relations

Item	Status
<b>Social Media and Web Page</b> <ul style="list-style-type: none"><li>Facebook Group for the Project <b>remained at</b> 182 members</li><li><b>Responded to questions on posted on Facebook Group about timing of construction activities</b></li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li>Minor inquiries submitted through the Project email and hotline were addressed</li><li><b>Received positive feedback through project email about a friendly exchange between Project workers and a family travelling through the Project area</b></li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li><b>Considering donation request from Dorion for fire truck upgrades and from Red Rock for signage promoting the "Live from the Rock Folk Festival"</b></li><li>Identifying groups/events to invite to submit funding application</li></ul>	Ongoing

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>• All WF DPPs and associated Permit Applications have been submitted and received</li> <li>• All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>• MNRF and MECP approvals have been received for all WFs</li> </ul>	Complete
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>• Federal and provincial permit applications have been submitted and approved.</li> <li>• MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>• An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>• DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>• NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Complete
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>• Environmental Training completed with additional sessions to be added as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Reclamation</b></p> <ul style="list-style-type: none"> <li>• Reclamation Work Permits received for Work Fronts 1, 2, 3, 7, 8, and 9</li> </ul>	Ongoing



# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• ROW visits took place during the week of September 20, 2021</li> <li>• Identification of existing applicable safety and process manuals</li> <li>• Engaged commercial realtor to search for Operations office</li> <li>• Identification of access roads which will remain after reclamation for Operations activities</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Descriptions</li> </ul>	Ongoing
<p><b>Coordination with HONI</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to regarding the negotiation of the Construction Cost Recovery Agreement, Connection Facilities Agreement and telemetry data</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• The HONI-Supercom partnership formalization has been delayed</li> </ul> </li> <li>• Execution of agreement now expected in November 2021 due to extra time requested by HONI/Supercom</li> </ul>	Ongoing

# Land

Item	Status
<b>ROW and Access</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Access Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Overhead Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Other</b> <ul style="list-style-type: none"><li>Permits &amp; Agreement Renewals ongoing</li><li>Merchantable Timber &amp; Damage Settlements ongoing</li></ul>	Ongoing

# Regulatory

Item	Status
No updates	Complete

**Board of Directors Meeting Minutes**

Meeting date January 08, 2021 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>D. Watkins</b>	<b>Enbridge – Soon-to-be Director</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>REGRETS:</b>	
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>GUESTS:</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>D. Carmichael</b>	<b>Enbridge - Observer</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:03 pm EST.</b>	
2.	<p><b>Agenda</b></p> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Rate Case</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul> <p><b>Question:</b> Can meetings be held using an alternate platform?  <b>Answer:</b> The call-in line will continue to be used due to incompatible systems between partner companies.</p>	
3.	<p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>• Michipicoten               <ul style="list-style-type: none"> <li>○ Received an extension to March 2021 to submit the caribou transfer plan</li> <li>○ Continue to consult with Michipicoten</li> <li>○ Although they are opposed to sedation of the animals, they have explicitly said they will not get in the way of project progress</li> </ul> </li> <li>• Pays Plat – No update, construction progresses</li> <li>• Pic Moberg – No update, construction progresses</li> <li>• BZA               <ul style="list-style-type: none"> <li>○ Awaiting comments from BZA on final issue (i.e. monitors)</li> <li>○ Very close to signing settlement agreement</li> </ul> </li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
4.	<p><b>Rate Case</b></p> <ul style="list-style-type: none"> <li>• NextBridge received interrogatories on January 7 from:               <ul style="list-style-type: none"> <li>○ OEB Staff, HONI, BOMA, Energy Probe, SEC</li> <li>○ Most questions are focused on Operations</li> <li>○ Replies to interrogatories are due on January 27</li> </ul> </li> <li>• Next Steps:               <ul style="list-style-type: none"> <li>○ Drafting and filing of responses by subject matter experts/witnesses</li> <li>○ Witness training continues</li> </ul> </li> </ul> <p><b>Question:</b> Would the partners on the call like to be part of the IR review process?  <b>Answer:</b> OMERS would like to review the materials which are due on January 22<sup>nd</sup>, 2021. Enbridge does not require an additional layer of involvement as they already have representatives working on the responses.</p>	

DRAFT

## Board of Directors Meeting Minutes

### 5. Financial Update

Overall spend for December 2020 was \$26MM versus forecast of \$19MM

#### E&C

- Actual spend for December 2020 was \$25MM compared to forecast of \$11MM
- Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan

#### Environment

- Actual spend for December 2020 was \$0.2MM compared to forecast of \$0.5MM
- Variance due to timing and movement of construction compliance costs

#### Indigenous Relations

- Actual spend for December 2020 was \$0.3MM compared to forecast of \$0.6MM
- Variance due to timing of capacity funding agreement and external legal in plan

#### Land

- Actual spend for December 2020 was (\$0.1MM) compared to forecast of \$5MM
- Variance due to Credit balance this month due to accrual true-up with CanACRE where a duplicate accrual/invoice was processed
  - CanACRE also over-estimated accruals as invoices arrived
  - Finance will work with SME/CanACRE to improve process going forward
- \$5MM plan was due to expecting the bulk of fees budgeted to be spent in December 2020 for the year, but the fees were spread throughout 2020

#### Other Consultation

- Slight variance due to timing of stakeholder costs in plan

#### Regulatory

- Actual spend for December 2020 was \$0.1MM compared to forecast of \$0.5MM
- Variance due to timing of rate case costs in plan which were spent earlier in prior months

#### EWT Management

- No variance

#### IDC

- Q4 2020 rate is 2.03. Q1 2021 rate is 2.03.

#### Cash call for January 2021

- Meeting set for January 19, 2021

Financial table reviewed and can be found in Attachment A

**Question:** Have budget discusses concluded with Valard?

**Answer:** Discussions are still in progress. NextBridge is aiming for March 2021 completion, but the schedule has not changed. If changes are required, they would be captured in a CCVA or Covid account as they are not included in the Rate Case.

## Board of Directors Meeting Minutes

6.	<b>Development Dashboard</b> <ul style="list-style-type: none"><li>The development dashboard was presented and discussed</li></ul>	
7.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"><li>Safety: See Monthly Construction Report</li><li>Environmental: See Monthly Construction Report</li></ul>	
8.	<b>Next Steps</b> <ul style="list-style-type: none"><li>Continue to seek permits and land agreements</li><li>Partnership agreements</li><li>Next Board meeting schedule – Friday February 12<sup>th</sup>, 2021</li></ul>	
9.	<b>Appendix Review</b> <b>Question:</b> Distribution Policy <b>Answer:</b> To be circulated by Jennifer T.	
10.	<ul style="list-style-type: none"><li>The meeting was adjourned @ 3:21 pm EST. Next meeting is scheduled to be February 12<sup>th</sup>, 2021.</li></ul>	

DRAFT



## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete

DRAFT



## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 12/31/2020	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>24,930,863</b>	<b>11,391,540</b>	<b>(13,539,323)</b>	<b>395,393,413</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>247,623</b>	<b>548,625</b>	<b>301,002</b>	<b>17,206,744</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>347,775</b>	<b>602,129</b>	<b>254,355</b>	<b>17,549,321</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	(138,035)	5,148,696	5,286,731	17,931,382	23,830,512	23,830,512	0%
7 Other Consultation	37,565	166,173	128,607	1,212,080	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	83,650	470,418	386,768	4,105,487	5,405,078	5,405,078	0%
13 EWT Management	52,547	67,757	15,210	4,238,388	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>25,561,987</b>	<b>18,395,337</b>	<b>(7,166,650)</b>	<b>457,636,814</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	792,794	792,794	-	13,050,442	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>26,354,781</b>	<b>19,188,131</b>	<b>(7,166,650)</b>	<b>470,687,256</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-		34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-		5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>26,354,781</b>	<b>19,188,131</b>	<b>(7,166,650)</b>	<b>510,936,757</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget as shown in Q2 2019 OEB report, reforecasted at YE2019

## Board of Directors Meeting Minutes

Meeting date February 12, 2021 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>REGRETS:</b>	
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>GUESTS:</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>S. Guptar</b>	<b>Enbridge - Observer</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:02 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Personnel Changes</li> <li>○ Indigenous Relations</li> <li>○ Rate Case Settlement Conference</li> <li>○ Operations Agreement</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Personnel Changes</b> <ul style="list-style-type: none"> <li>• Erin Silvester – Land Lead, Enbridge               <ul style="list-style-type: none"> <li>○ Erin will be going on a year-long maternity leave beginning in March 2021</li> <li>○ Erin will be replaced by a contractor who has previously worked on the project</li> <li>○ Much of the land work has been completed so the expectation is that this contractor will only charge 25% of their time at a reduced rate</li> <li>○ Jennifer Tidmarsh and Jeff Damen will also support</li> <li>○ CanACRE will still be active</li> </ul> </li> <li>• Matt Jackson, Indigenous Lead, Enbridge               <ul style="list-style-type: none"> <li>○ Matt will be moving to Hydro One to be their Director of Indigenous Affairs</li> <li>○ There are currently no plans to replace him and Jennifer Tidmarsh will take over his duties, along with some Enbridge support staff</li> </ul> </li> </ul> <p><b>Question:</b> Is Matt Jackson still working on the Project?  <b>Answer:</b> No, he has recused himself from Project duties.</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
4.	<p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>• Michipicoten               <ul style="list-style-type: none"> <li>○ The Ministry of Environment has made changes to the caribou permit.</li> <li>○ The changes shift the responsibility of determining if the animals should be sedated to another ministry</li> <li>○ NextBridge is trying to broker solutions with the government and the First Nation, but the ministries have not responded</li> </ul> </li> <li>• Pays Plat – no update, construction progresses</li> <li>• Pic Mobert – no update, construction progresses</li> <li>• BZA               <ul style="list-style-type: none"> <li>○ Awaiting comments from BZA</li> <li>○ Some minor changes from the Crown regarding payment methods for their portion of the agreement, but nothing that affects NextBridge</li> </ul> </li> </ul>	
5.	<p><b>Rate Case Settlement Conference</b></p> <ul style="list-style-type: none"> <li>• Discussion</li> <li>• Jennifer Tidmarsh had a conversation with external counsel George Vegh to discuss the process               <ul style="list-style-type: none"> <li>○ Jennifer Tidmarsh will attend in-person and appear on camera</li> <li>○ The team will be introduced, and everyone will need to speak about their roles</li> </ul> </li> <li>• The formal proceeding must be attended in a suit and attendees must be on camera for the duration of the event.               <ul style="list-style-type: none"> <li>○ NextBridge has planned for 9 attendees to be present on a Zoom conference</li> </ul> </li> <li>• Decision on HONI’s attendance is expected to be received from the OEB soon</li> </ul> <p><b>Question:</b> Will there be breaks?  <b>Answer:</b> Yes, there will be breaks for emails, texts etc. We also expect opportunities to have further discussions in breakout room sessions.</p> <p><b>Question:</b> Does NextBridge have permission to negotiate and accept terms offered if they align with the scenarios reviewed with the Project partners?  <b>Answer:</b> OMERS granted permission as long as the term carries the highest priority. Enbridge agreed to this approach as well.</p>	

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
6.	<p><b>Operations Agreement</b></p> <ul style="list-style-type: none"> <li>• As mentioned in our rate case and interrogatories, NextBridge will contract with NextEra to provide operations and maintenance services to the project</li> <li>• The agreement is based off the current Affiliates Services Agreement between NextEra and Enbridge for construction activities</li> <li>• Compensation               <ul style="list-style-type: none"> <li>○ Costs will be billed on direct and indirect charges and invoiced on regular basis – i.e. there is no mark-up</li> </ul> </li> <li>• Scope               <ul style="list-style-type: none"> <li>○ As outlined in the rate case</li> <li>○ For later discussion: NextEra will take the full scope of the OM&amp;A work, including scope that Enbridge currently has responsibility for (i.e. Land &amp; Indigenous Affairs)</li> </ul> </li> <li>• Negotiation of Agreement               <ul style="list-style-type: none"> <li>○ Jennifer Tidmarsh will act for NextBridge with external counsel (Oslers), NextEra Operations and legal personnel will represent NextEra.</li> </ul> </li> <li>• Next Steps – Draft agreement to partners by end of February</li> </ul>	

## Board of Directors Meeting Minutes

### 7. Financial Update

Overall spend for January 2021 was \$27MM versus forecast of \$37MM

#### **E&C**

- Actual spend for January 2021 was \$25MM compared to forecast of \$35MM
- Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan

#### **Environment**

- No variance

#### **Indigenous Relations**

- Actual spend for January 2021 was \$0.6MM compared to forecast of \$0.4MM
- Variance due to timing of payment corrections
  - BLP invoices were rejected by their bank so NextBridge sent a physical cheque
  - Reversal of the original wires were posted in February 2-21 (creating a variance in January 2021)

#### **Land**

- Actual spend for January 2021 was (\$0.1MM) compared to forecast of \$0.3MM
- Variance due to Invoice accrued and paid in December 2020 with an accrual that reversed in January 2021 creating a credit

#### **Other Consultation**

- Slight variance due to timing of stakeholder costs in plan

#### **Regulatory**

- No variance

#### **EWT Management**

- No variance

#### **IDC**

- Q1 2021 rate is 2.03. Q2 rate has not been released yet.

#### **Cash call for February 2021**

- Meeting set for February 17, 2021

Financial table reviewed and can be found in Attachment A

## Board of Directors Meeting Minutes

<b>8.</b>	<b>Development Dashboard</b> <ul style="list-style-type: none"><li>The development dashboard was presented and discussed</li></ul>	
<b>9.</b>	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"><li>Safety: See Monthly Construction Report</li><li>Environmental: See Monthly Construction Report</li></ul>	
<b>10.</b>	<b>Next Steps</b> <ul style="list-style-type: none"><li>Continue to seek permits and land agreements</li><li>Settlement Conference with the OEB</li><li>Operations agreements</li><li>Next Board meeting schedule – Friday March 12<sup>th</sup>, 2021</li></ul>	
<b>11.</b>	<b>Appendix Review</b>	
<b>12.</b>	<ul style="list-style-type: none"><li><b>The meeting was adjourned @ 3:25 pm EST. Next meeting is scheduled to be March 12<sup>th</sup>, 2021.</b></li></ul>	



## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>• Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>• Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>• Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>• Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>• OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>○ D. Tenan will distribute                   <ul style="list-style-type: none"> <li>▪ The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 1/31/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	24,711,865	35,362,965	10,651,100	420,105,278	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	285,178	266,470	(18,708)	17,491,922	26,929,260	31,550,162	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	556,111	443,542	(112,569)	18,105,432	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	(115,382)	343,978	459,360	17,816,000	23,830,512	23,830,512	0%
7 Other Consultation	9,352	67,384	58,032	1,221,432	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	138,387	122,570	(15,817)	4,243,874	5,405,078	5,405,078	0%
13 EWT Management	85,553	40,074	(45,479)	4,323,941	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	25,671,065	36,646,983	10,975,919	483,307,879	705,967,521	706,137,434	0%
14 Interest During Construction (IDC) <sup>1</sup>	836,037	836,037	-	13,886,478	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	26,507,101	37,483,020	10,975,919	497,194,357	736,970,521	737,140,434	0%
Development Costs	-	-		34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-		5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	26,507,101	37,483,020	10,975,919	537,443,858	777,180,521	777,389,935	0%
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

**Board of Directors Meeting Minutes**

Meeting date March 12, 2021 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>REGRETS:</b>	
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>GUESTS:</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>S. Guptar</b>	<b>Enbridge - Observer</b>

## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:31 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Rate Case</li> <li>○ BLP Financing</li> <li>○ Operations Agreement - Timing</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <b>Michipicoten</b> <ul style="list-style-type: none"> <li>• NextBridge has been working closely with Michipicoten on the next draft of the caribou transfer strategy</li> <li>• We have officially asked the government to meet with us to discuss the issues Michipicoten has with sedation</li> </ul> <b>Pays Plat</b> <ul style="list-style-type: none"> <li>• No update, construction progresses</li> </ul> <b>Pic Mobert</b> <ul style="list-style-type: none"> <li>• No update, construction progresses</li> </ul> <b>BZA</b> <ul style="list-style-type: none"> <li>• BZA has agreed to the agreement</li> <li>• Continuing minor changes from the Crown regarding payment methods for their portion of the agreement, but nothing that affects NextBridge</li> </ul>	
4.	<b>Rate Case Settlement Conference</b> <ul style="list-style-type: none"> <li>• A virtual transcribed oral hearing will be held on <b>March 29, 2021</b>, starting at 9:30 a.m.</li> <li>• The oral hearing will continue to <b>March 31, 2021</b></li> <li>• NextBridge files its argument-in-chief with the OEB by <b>April 9, 2021</b></li> <li>• Intervenors and OEB staff who wish to file final arguments will file them by <b>April 23, 2021</b></li> <li>• NextBridge will file its reply argument by <b>May 7, 2021</b></li> <li>• We are currently investigating if there can be observers to the hearings if the partners wish to attend</li> </ul>	

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
5.	<p><b>BLP Financing</b></p> <ul style="list-style-type: none"> <li>• As part of its application to the Aboriginal Loan Guarantee Program (ALGP), Bamkushwada must submit NextBridge’s financing plan</li> <li>• The proposed financing plan was put together by TD Bank, who has a lot of experience with the ALGP</li> <li>• There is an NDA between BLP and the ALGP</li> </ul> <p><b>Comment:</b> OMERS agrees with strategy contained within the deck</p>	
6.	<p><b>Operations Agreement</b></p> <ul style="list-style-type: none"> <li>• As mentioned in our rate case and interrogatories, NextBridge will contract with NextEra to provide operations and maintenance services to the project</li> <li>• The partners have a copy of the agreement</li> <li>• Next Steps               <ul style="list-style-type: none"> <li>○ Option 1 - Red line copies from both Enbridge and OMERS</li> <li>○ Option 2 - Meeting of all the partners for a page flip to discuss potential issues</li> </ul> </li> </ul> <p><b>Question:</b> What is the timeline for completion?  <b>Answer:</b> NextBridge was aiming to submit the completed document to the OEB in support of the Rate Case by the end of 1Q 2021, but now the Rate Case is scheduled prior to the end of 1Q, we will continue to work on concluding the agreement in a timely fashion.</p> <p><b>Question:</b> Can we target end of April for completion?  <b>Answer:</b> Yes</p> <p><b>Question:</b> Can a draft blackline version be provided to the partners which compares the draft against the current affiliate services agreement?  <b>Answer:</b> EWT management will look at possibilities to facilitate the review because a draft blackline version may be too marked up.</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
7.	<p><b>Financial Update</b></p> <p>Overall spend for February 2021 was \$26MM versus forecast of \$44MM</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>• Actual spend for February 2021 was \$24MM compared to forecast of \$42MM</li> <li>• Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>• No variance</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>• Actual spend for February 2021 was \$0.3MM compared to forecast of \$0.4MM</li> <li>• Variance due to timing of payment corrections               <ul style="list-style-type: none"> <li>○ BLP invoices were rejected by their bank in January 2021, so NextBridge sent a physical cheque</li> <li>○ Reversal of the wires were posted in February 2021 which nets zero</li> </ul> </li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>• Actual spend for February 2021 was \$0.1MM compared to forecast of \$0.3MM</li> <li>• Variance due to timing of fees paid to property owners</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>• No variance</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>• No variance</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>• No variance</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>• Q1 2021 rate is 2.03. Q2 2021 rate has not been released yet.</li> </ul> <p><b>Cash call for March 2021</b></p> <ul style="list-style-type: none"> <li>• Meeting set for March 22, 2021</li> </ul> <p>Call set up with Deloitte next week to discuss financials.            Financial table reviewed and can be found in Attachment A</p>	
8.	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>• The development dashboard was presented and discussed</li> </ul>	

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
9.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"> <li>• Safety: See Monthly Construction Report</li> <li>• Environmental: See Monthly Construction Report</li> </ul>	
10.	<b>Next Steps</b> <ul style="list-style-type: none"> <li>• Continue to seek permits and land agreements</li> <li>• OEB Rate Case Hearing</li> <li>• Operations agreement</li> <li>• Next Board meeting schedule – Friday April 9<sup>th</sup>, 2021</li> </ul>	
11.	<b>Appendix Review</b>	
12.	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @ 3:47 pm EST. Next meeting is scheduled to be April 9<sup>th</sup>, 2021.</b></li> </ul>	

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>• Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>• Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>• Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>• Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>• OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>○ D. Tenan will distribute                   <ul style="list-style-type: none"> <li>▪ The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete



## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 2/28/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	24,269,241	41,699,502	17,430,261	444,374,519	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	287,426	248,656	(38,771)	17,779,348	26,929,260	31,550,162	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	335,268	443,542	108,275	18,440,699	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	126,099	359,749	233,650	17,942,099	23,830,512	23,830,512	0%
7 Other Consultation	38,387	67,384	28,997	1,259,819	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	88,953	95,688	6,736	4,332,827	5,405,078	5,405,078	0%
13 EWT Management	24,301	36,040	11,739	4,348,242	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>25,169,674</b>	<b>42,950,561</b>	<b>17,780,887</b>	<b>508,477,553</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	879,463	879,463	-	14,765,942	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>26,049,137</b>	<b>43,830,024</b>	<b>17,780,887</b>	<b>523,243,494</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-		34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-		5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>26,049,137</b>	<b>43,830,024</b>	<b>17,780,887</b>	<b>563,492,995</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

**Board of Directors Meeting Minutes**

Meeting date April 9, 2021 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>REGRETS:</b>	
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>S. Gupta</b>	<b>Enbridge - Observer</b>
<b>GUESTS:</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>

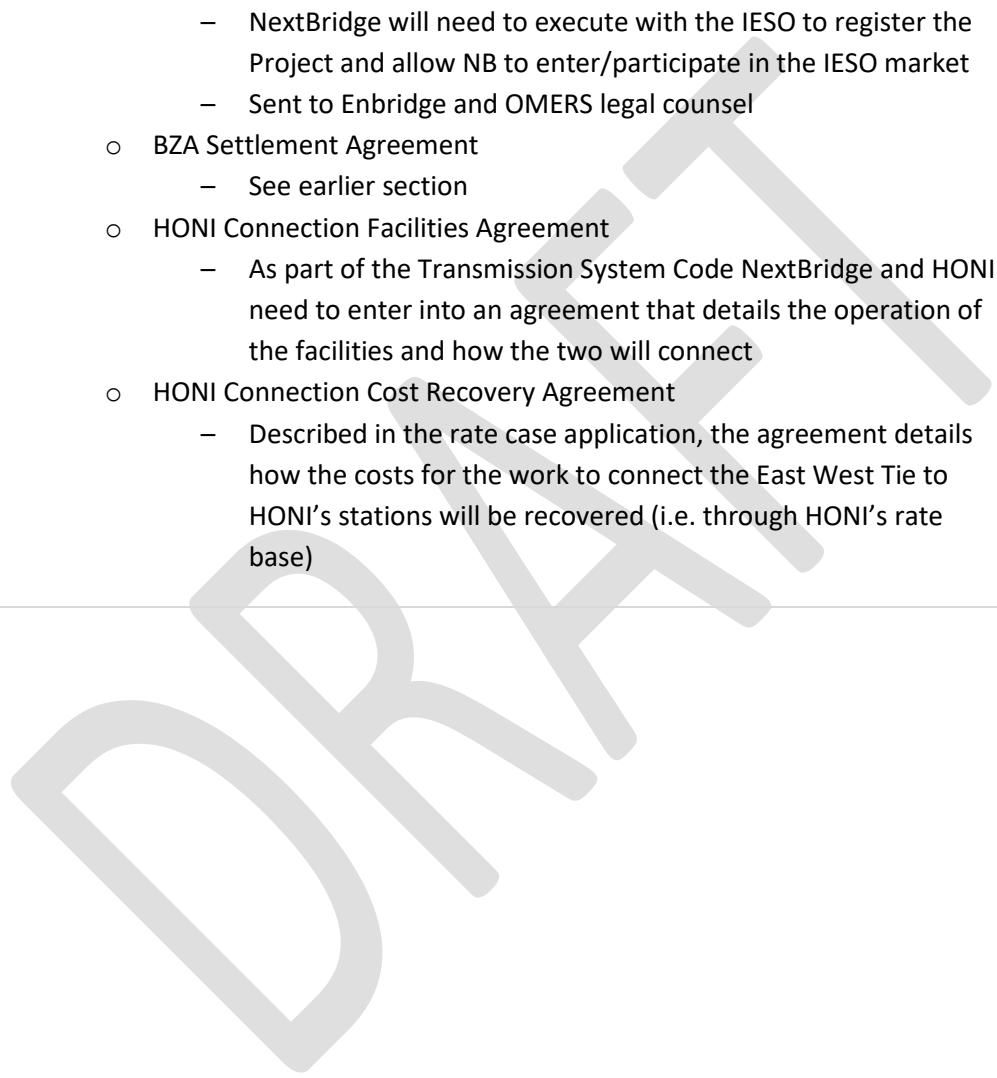
**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:31 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Rate Case</li> <li>○ Upcoming Partnership Approvals</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <b>Michipicoten</b> <ul style="list-style-type: none"> <li>• NextBridge filed the caribou transfer plan with the MECP and the MNRF</li> <li>• Michipicoten continued to want more changes</li> <li>• In the end, NextBridge could not accommodate all the requests</li> <li>• Michipicoten will likely write a letter expressing their continued concerns to MECP and MNRF regarding sedation and other issues</li> <li>• This will have no effect on NextBridge’s construction schedule</li> </ul> <b>Pic Mobert</b> <ul style="list-style-type: none"> <li>• No update, construction progresses</li> </ul> <b>BZA</b> <ul style="list-style-type: none"> <li>• On April 1, Ontario approved the settlement agreement</li> <li>• Documents are expected for electronic signatures in the next week</li> <li>• There have been no substantive changes since the last version reviewed by the partnership, but copies will be sent for partner approval prior to signature</li> </ul> <p><b>Comment:</b> J. Tidmarsh provided update on spring break up activities.</p>	
4.	<b>Rate Case</b> <ul style="list-style-type: none"> <li>• The virtual hearing took place over three days – March 29 – 31</li> <li>• The questions from intervenors centered around the benchmarking study, the rate model (similar to the settlement) and operations and maintenance costs</li> <li>• There were no questions on the construction/phase shift/spare costs</li> <li>• NextBridge files its argument-in-chief with the OEB by April 9, 2021</li> <li>• Intervenors and OEB staff who wish to file final arguments will file them by April 27, 2021</li> <li>• NextBridge will file its reply argument by May 11, 2021</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
5.	<p><b>Upcoming Approvals</b></p> <ul style="list-style-type: none"> <li>• There are a few agreements that should have partnership approval before NextBridge signs them               <ul style="list-style-type: none"> <li>○ IESO Participation Agreement:                   <ul style="list-style-type: none"> <li>– NextBridge will need to execute with the IESO to register the Project and allow NB to enter/participate in the IESO market</li> <li>– Sent to Enbridge and OMERS legal counsel</li> </ul> </li> <li>○ BZA Settlement Agreement                   <ul style="list-style-type: none"> <li>– See earlier section</li> </ul> </li> <li>○ HONI Connection Facilities Agreement                   <ul style="list-style-type: none"> <li>– As part of the Transmission System Code NextBridge and HONI need to enter into an agreement that details the operation of the facilities and how the two will connect</li> </ul> </li> <li>○ HONI Connection Cost Recovery Agreement                   <ul style="list-style-type: none"> <li>– Described in the rate case application, the agreement details how the costs for the work to connect the East West Tie to HONI’s stations will be recovered (i.e. through HONI’s rate base)</li> </ul> </li> </ul> </li> </ul>	



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
<p><b>6.</b></p>	<p><b>Financial Update</b></p> <p>Overall spend for March 2021 was \$28MM versus forecast of \$27MM</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>Actual spend for March 2021 was \$27MM compared to forecast of \$25MM</li> <li>Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>Actual spend for March 2021 was (&lt;\$0.1MM) compared to forecast of \$0.5MM</li> <li>Variance due to re-amortization of BLP capacity payment accrual for new COD               <ul style="list-style-type: none"> <li>Later COD brings down accrued balance to date and therefore a credit adjustment in month of re-amortization</li> </ul> </li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>Actual spend for March 2021 was \$0.2MM compared to forecast of \$0.5MM</li> <li>Variance due to timing of fees paid to property owners</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>Actual spend for March 2021 was \$0.2MM compared to forecast of \$0.1MM</li> <li>Variance due to payroll timing for Rate Case support</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>Q2 2021 rate is 2.29.</li> </ul> <p><b>Cash call for April 2021</b></p> <ul style="list-style-type: none"> <li>Meeting set for April 20, 2021</li> </ul> <p>Financial table reviewed and can be found in Attachment A</p> <p><b>Question:</b> Did the construction group complete their expected works this winter prior to spring break up?  <b>Answer:</b> Yes, construction completed their expected works this winter.</p>	
<p><b>7.</b></p>	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
8.	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>• Safety: See Monthly Construction Report</li> <li>• Environmental: See Monthly Construction Report</li> </ul>	
9.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• Continue to seek permits and land agreements</li> <li>• Conclude Rate Case Hearing</li> <li>• Operations agreement negotiations</li> <li>• Next Board meeting schedule – Friday May 14<sup>th</sup>, 2021</li> </ul> <p><b>Question:</b> What is the status of BLP and their financing??  <b>Answer:</b> BLP approved an internal financing plan earlier this week. They are awaiting the completion of the Rate Case and then will be seeking lenders in an RFP process.</p>	
10.	<p><b>Appendix Review</b></p>	
11.	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @ 3:47 pm EST. Next meeting is scheduled to be May 14<sup>th</sup>, 2021.</b></li> </ul>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete

DRAFT

**Board of Directors Meeting Minutes**

**Attachment A**

Confidential - as of 3/31/21	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	26,703,576	24,669,245	(2,034,331)	471,078,095	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	298,848	248,656	(50,193)	17,728,714	26,929,260	31,550,162	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	(39,923)	523,542	563,466	18,400,776	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	239,945	488,832	248,887	18,531,526	23,830,512	23,830,512	0%
7 Other Consultation	22,730	105,384	82,654	1,282,549	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	210,033	75,570	(134,463)	4,542,860	5,405,078	5,405,078	0%
13 EWT Management	33,287	36,540	3,253	4,381,529	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	27,468,497	26,147,769	(1,320,728)	535,946,050	705,967,521	706,137,434	0%
14 Interest During Construction (IDC) <sup>1</sup>	922,042	922,042	-	15,687,984	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	28,390,539	27,069,811	(1,320,728)	551,634,034	736,970,521	737,140,434	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	28,390,539	27,069,811	(1,320,728)	591,883,535	777,180,521	777,389,935	0%
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020



**Board of Directors Meeting Minutes**

Meeting date May 14, 2021 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Soon-to-be Board Director and Project Director</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>REGRETS:</b>	
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>S. Guptar</b>	<b>Enbridge - Observer</b>
<b>M. Sheehan</b>	<b>NextEra – Director</b>
<b>GUESTS:</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:33 pm EST.</b>	
2.	<p><b>Agenda</b></p> <ul style="list-style-type: none"> <li>• Key Discussion items           <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Rate Case</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul> <p><b>Comment:</b> Jen to poll Directors group about potentially switching monthly meetings to bi-monthly if the partnership agreement allows for it and there is support for it.</p>	
3.	<p><b>Indigenous Relations Michipicoten</b></p> <ul style="list-style-type: none"> <li>• MECP has indicated that they will undertake a separate consultation regarding the caribou transfer plan with all 18 communities, with an obvious outreach to Michipicoten</li> <li>• NextBridge has been told there is no need for participation in this exercise</li> </ul> <p><b>BZA</b></p> <ul style="list-style-type: none"> <li>• Still awaiting execution documents from the government</li> </ul>	
4.	<p><b>Rate Case</b></p> <ul style="list-style-type: none"> <li>• NextBridge filed its reply argument on May 11, 2021</li> <li>• The OEB is still waiting for NextBridge to file:           <ul style="list-style-type: none"> <li>○ The final HONI/Supercom O&amp;M Agreement</li> <li>○ The NextEra/NextBridge OM&amp;A Agreement</li> </ul> </li> <li>• Conversations with the OEB staff have provided indications that the Board wishes to resolve this matter quickly and we anticipate a decision this summer</li> </ul> <p><b>Comment:</b> The NextEra/NextBridge OM&amp;A agreement will be sent back to NextEra soon as it is currently with Enbridge.</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
<p><b>5.</b></p>	<p><b>Financial Update</b></p> <p>Overall spend for April 2021 was \$7MM versus forecast of \$4MM</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>Actual spend for April 2021 was \$5MM compared to forecast of \$2MM</li> <li>Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>Actual spend for April 2021 was \$0.1MM compared to forecast of \$0.3MM</li> <li>Variance due to timing of fees paid to property owners</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>Actual spend for April 2021 was \$0.2MM compared to forecast of \$0.1MM</li> <li>Variance due to Rate Case support</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>Q2 2021 rate is 2.29 (increase from prior rate of 2.03)</li> </ul> <p><b>Cash call for May 2021</b></p> <ul style="list-style-type: none"> <li>Meeting set for May 19, 2021</li> </ul> <p>Financial table reviewed and can be found in Attachment A</p>	
<p><b>6.</b></p>	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
<p><b>7.</b></p>	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
8.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>Continue to seek permits and land agreements</li> <li>Conclude Rate Case Hearing</li> <li>Operations agreement negotiations</li> <li>Next Board meeting schedule – Friday June 11<sup>th</sup>, 2021</li> </ul> <p><b>Question:</b> How is construction progressing?  <b>Answer:</b> We are currently in spring breakup and ramping up again soon. Most construction activity phases are on target or ahead of target.</p> <p><b>Question:</b> Have any new issues been encountered with COVID on the Project?  <b>Answer:</b> No new cases have been identified at this time and the same testing protocols used during the Christmas holidays break are being followed for returning workers.</p> <p><b>Question:</b> What is the status of the HONI Transformer Stations?  <b>Answer:</b> NextBridge reviews HONI’s quarterly reports when they are submitted, and their most recent report indicates that they are on track.</p>	
9.	<p><b>Appendix Review</b></p>	
10.	<ul style="list-style-type: none"> <li>The meeting was adjourned @ 3:44 pm EST. Next meeting is scheduled to be held on June 11<sup>th</sup>, 2021.</li> </ul>	

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete

DRAFT

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 4/30/21	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	5,391,566	1,770,595	(3,620,970)	476,469,661	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	241,682	248,656	6,974	17,970,396	26,929,260	31,550,162	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	408,346	443,542	35,197	18,809,122	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	100,256	325,620	225,364	18,631,782	23,830,512	23,830,512	0%
7 Other Consultation	23,295	67,384	44,089	1,305,845	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	171,702	99,570	(72,132)	4,714,563	5,405,078	5,405,078	0%
13 EWT Management	28,587	40,540	11,953	4,410,116	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>6,365,434</b>	<b>2,995,907</b>	<b>(3,369,527)</b>	<b>542,311,484</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,092,555	1,092,555	-	16,780,539	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>7,457,989</b>	<b>4,088,462</b>	<b>(3,369,527)</b>	<b>559,092,023</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>7,457,989</b>	<b>4,088,462</b>	<b>(3,369,527)</b>	<b>599,341,524</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

## Board of Directors Meeting Minutes

Meeting date	<b>June 11, 2021</b>	Meeting Location:	<b>Teleconference</b>
Subject:	<b>Monthly Board Meeting</b>	Written by:	<b>C. Lupaschuk</b>
Signature			

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Soon-to-be Board Director and Project Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>REGRETS:</b>	
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>S. Guptar</b>	<b>Enbridge - Observer</b>
<b>GUESTS:</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:31 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations Michipicoten</b> <ul style="list-style-type: none"> <li>• MECP has indicated that they will undertake a separate consultation regarding the caribou transfer plan with all 18 communities, with an obvious outreach to Michipicoten</li> <li>• NextBridge has been told there is no need for participation in this exercise</li> </ul> <b>BZA</b> <ul style="list-style-type: none"> <li>• Still awaiting execution documents from the government</li> </ul>	

DRAFT



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
<p><b>4.</b></p>	<p><b>Financial Update</b></p> <p>Overall spend for May 2021 was \$7MM versus forecast of \$7MM</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>Actual spend for May 2021 was \$4.4MM compared to forecast of \$4.9MM</li> <li>Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>Actual spend for May 2021 was \$0.1MM compared to forecast of \$0.3MM</li> <li>Variance due to timing of fees paid to property owners</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>Slight variance due to spend timing</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>Actual spend for May 2021 was \$0.2MM compared to forecast of \$0.1MM</li> <li>Variance due to payroll and consultant timing for Rate Case support</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>Q2 2021 rate is 2.29 (increase from prior rate of 2.03)</li> </ul> <p><b>Cash call for June 2021</b></p> <ul style="list-style-type: none"> <li>Meeting set for June 15, 2021</li> </ul> <p>Financial table reviewed and can be found in Attachment A</p>	
<p><b>5.</b></p>	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
<p><b>6.</b></p>	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
7.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• Continue to seek permits and land agreements</li> <li>• Conclude Rate Case Hearing</li> <li>• Operations agreement negotiations</li> <li>• Next Board meeting schedule – Friday August 13<sup>th</sup>, 2021</li> </ul> <p><b>Comment:</b> The monthly Board of Directors meeting will be cancelled for July, but a meeting will be if the OEB provides a Rate Case response.</p>	
9.	<p><b>Appendix Review</b></p>	
10.	<ul style="list-style-type: none"> <li>• The meeting was adjourned @ 3:37 pm EST. Next meeting is scheduled to be held on August 13<sup>th</sup>, 2021.</li> </ul>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete

DRAFT

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 5/31/21	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	4,369,926	4,938,097	568,170	480,839,587	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	258,580	248,656	(9,924)	18,609,269	26,929,260	31,550,162	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	437,840	468,542	30,702	19,246,962	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	144,683	318,642	173,959	18,396,172	23,830,512	23,830,512	0%
7 Other Consultation	1,546	67,384	65,838	1,307,391	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	170,936	99,570	(71,366)	4,885,498	5,405,078	5,405,078	0%
13 EWT Management	53,230	36,540	(16,690)	4,463,346	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>5,436,741</b>	<b>6,177,431</b>	<b>740,690</b>	<b>547,748,225</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,104,703	1,104,703	-	17,885,242	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>6,541,444</b>	<b>7,282,133</b>	<b>740,690</b>	<b>565,633,467</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-		34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-		5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>6,541,444</b>	<b>7,282,133</b>	<b>740,690</b>	<b>605,882,968</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

## Board of Directors Meeting Minutes

Meeting date <b>August 13, 2021</b>	Meeting Location: <b>Teleconference</b>
Subject: <b>Monthly Board Meeting</b>	Written by: <b>C. Lupaschuk</b>
Signature _____	

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Soon-to-be Board Director and Project Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>REGRETS:</b>	
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>S. Gupta</b>	<b>Enbridge - Observer</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>GUESTS:</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>

## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:31 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Wildfire Update</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <b>Pic Mobert</b> <ul style="list-style-type: none"> <li>• Construction is almost complete in the White Lake Narrows</li> <li>• There have been recent incidents where Valard has worked within sensitive areas without the approval of Pic Mobert</li> <li>• Valard is continuing to work on repairing the relationship to continue with construction</li> </ul>	
4.	<b>Wildfire Update</b> <ul style="list-style-type: none"> <li>• An Emergency Area Order was declared on July 14, 2021 by the Ministry of Natural Resources</li> <li>• A subsequent Implementation Order was issued on July 21, 2021 that halted construction activities in certain areas of the region – including work fronts 1-6</li> <li>• NextBridge notified the Ministry of Energy, the OEB and the IESO of this work stoppage on July 23, 2021</li> <li>• The OEB acknowledged the letter and asked NextBridge to file an update to cost and schedule prior to the date of the next quarterly report</li> <li>• Valard has been carefully tracking all fire related costs, which include additional measures for fire suppression (monitors, equipment) and mobilization/demobilization costs in moving all personnel to available work fronts and working in a non-linear fashion</li> <li>• Another Implementation Order was issued on August 10, 2021 – we are currently examining how this will affect construction activities</li> </ul> <p><b>Update:</b> Construction can now take place from WFs 3 through 11 as of yesterday. HONI has asked for 6 weeks of commissioning time, and our schedule should align with their request. NextBridge will provide an update to the Board of Directors with cost and schedule impacts once this information is available.</p> <p><b>Question:</b> Did the productivity impacts affect seasonal work?</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<p><b>Answer:</b> The summer was impacted, which is the best time to construct</p> <p><b>Question:</b> Will commissioning be able to take place in April given the potential for spring break up?</p> <p><b>Answer:</b> Construction will be complete, so commissioning should be able to continue through April.</p>	
<p><b>5.</b></p>	<p><b>Financial Update</b></p> <p>Overall spend for July 2021 was \$15MM versus forecast of \$21MM</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>Actual spend for July 2021 was \$13MM compared to forecast of \$19MM</li> <li>Variance was due to timing of spend and impacts of COVID-19 against the forecasted plan.</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>Slight variance due to timing of fees paid to property owners</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>Slight variance due to spend timing</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>Q3 2021 rate is 2.29 (same as prior Q2 2021 rate)</li> </ul> <p><b>Cash call for August 2021</b></p> <ul style="list-style-type: none"> <li>Meeting set for August 17, 2021</li> </ul> <p>Financial table reviewed and can be found in Attachment A</p> <p><b>Comment:</b> Waleed has left Enbridge and a replacement will be announced soon.</p>	
<p><b>6.</b></p>	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
<p><b>7.</b></p>	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
8.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>Continue construction</li> <li>Next Board meeting schedule – Friday September 10<sup>th</sup>, 2021</li> </ul> <p><b>Question:</b> When will NextBridge provide a response to the OEB regarding potential cost and schedule impacts from the Implementation Orders?  <b>Answer:</b> At this time, we do not know when WFs 1 and 2 will be re-opened for activities to resume. A cost and schedule update will follow. The OEB requested an update by the time of the next OEB quarterly report, but this will only be possible if the other WFs are open by that time.</p>	
9.	<p><b>Appendix Review</b></p>	
10.	<ul style="list-style-type: none"> <li>The meeting was adjourned @ 3:44 pm EST. Next meeting is scheduled to be held on September 10<sup>th</sup>, 2021.</li> </ul>	

DRAFT



## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete

DRAFT



## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 7/31/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>13,274,394</b>	<b>18,853,612</b>	<b>5,579,218</b>	<b>516,630,216</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>228,169</b>	<b>248,656</b>	<b>20,486</b>	<b>19,096,235</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>401,889</b>	<b>443,542</b>	<b>41,653</b>	<b>20,396,877</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	166,079	238,630	72,551	18,726,845	23,830,512	23,830,512	0%
7 Other Consultation	14,366	67,384	53,018	1,401,837	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	56,803	110,070	53,267	5,019,083	5,405,078	5,405,078	0%
13 EWT Management	85,121	58,740	(26,381)	4,595,440	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>14,226,822</b>	<b>20,020,634</b>	<b>5,793,812</b>	<b>585,866,532</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,161,130	1,161,130	-	20,161,450	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>15,387,952</b>	<b>21,181,764</b>	<b>5,793,812</b>	<b>606,027,982</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>15,387,952</b>	<b>21,181,764</b>	<b>5,793,812</b>	<b>646,277,483</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

**Board of Directors Meeting Minutes**

Meeting date September 10, 2021 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: C. Lupaschuk  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – Soon-to-be Board Director and Project Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>C. Lupaschuk</b>	<b>NextBridge – Senior Project Manager</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>REGRETS:</b>	
<b>S. Guptar</b>	<b>Enbridge - Observer</b>
<b>GUESTS:</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>

## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:36 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> <li>○ Wildfire Update</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <b>Pic Mobert</b> <ul style="list-style-type: none"> <li>• Construction is almost complete in the White Lake Narrows</li> <li>• Valard is still working with Pic Mobert to continue to work and has made progress</li> </ul>	
4.	<b>Wildfire Update</b> <ul style="list-style-type: none"> <li>• Construction has resumed on all work fronts</li> <li>• Currently working with Valard to understand costs related to wildfires</li> <li>• There are no changes to schedule</li> <li>• Any cost and schedule changes will be reported to the OEB in the next quarterly report on October 22, 2021</li> </ul> <p><b>Question:</b> Will costs be associated with maintaining the schedule?  <b>Answer:</b> Based on contractor production rates, we do not believe that there will be additional costs other than re-mobilizations.</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
5.	<p><b>Financial Update</b></p> <p>Overall spend for August 2021 was \$20MM versus forecast of \$17MM</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>Actual spend for August 2021 was \$15MM compared to forecast of \$15MM</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>Slight variance due to timing of fees paid to property owners</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>Q3 2021 rate is 2.29 (same as prior Q2 rate of 2.29)</li> </ul> <p><b>Cash call for September 2021</b></p> <ul style="list-style-type: none"> <li>Meeting will be set for next week</li> </ul> <p>Financial table reviewed and can be found in Attachment A</p>	
6.	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
7.	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul>	
8.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>Continue construction</li> <li>Continuing to monitor fire situation</li> <li>Next Board meeting schedule – Friday October 8<sup>th</sup>, 2021</li> </ul>	

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
9.	<p><b>Appendix Review</b></p> <p><b>Question:</b> When will we see a revised overall cost from Valard?</p> <p><b>Answer:</b> NextBridge is working with Valard to refine these numbers, but there could be increases expected through a change order due to government requests such as Helicopters, bridges, and COVID costs. These are complicated calculations due to the compiled complexities of these drivers and production impacts. A revised cost will be provided once this information is known.</p>	
10.	<ul style="list-style-type: none"><li>• <b>The meeting was adjourned @ 3:49 pm EST. Next meeting is scheduled to be held on October 8<sup>th</sup>, 2021.</b></li></ul>	

DRAFT

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	In-Progress
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	In-Progress
May 10, 2019	<ul style="list-style-type: none"> <li>Start in-person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	In-Progress
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	In-Progress
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete

DRAFT

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 7/31/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>17,706,519</b>	<b>14,615,497</b>	<b>(3,091,022)</b>	<b>534,336,735</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>234,682</b>	<b>248,656</b>	<b>13,974</b>	<b>19,330,917</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>1,062,463</b>	<b>1,097,542</b>	<b>35,080</b>	<b>21,459,339</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	156,152	238,655	82,503	18,882,997	23,830,512	23,830,512	0%
7 Other Consultation	31,011	67,384	36,373	1,432,848	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	66,403	100,070	33,667	5,085,485	5,405,078	5,405,078	0%
13 EWT Management	45,127	55,240	10,113	4,640,566	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>19,302,354</b>	<b>16,423,044</b>	<b>(2,879,311)</b>	<b>605,168,887</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,187,879	1,187,879	-	21,349,329	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>20,490,233</b>	<b>17,610,923</b>	<b>(2,879,311)</b>	<b>626,518,216</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>20,490,233</b>	<b>17,610,923</b>	<b>(2,879,311)</b>	<b>666,767,717</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020





## Board of Directors Meeting Minutes

Meeting date: November 12, 2021 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: N. Kluge  
 Signature: \_\_\_\_\_

<b>PRESENT:</b>	
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge – <del>Soon-to-be</del> Board Director and Project Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS – Observer</b>
<b>N. Kluge</b>	<b>NextBridge – Observer</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>REGRETS:</b>	
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>S. Guptar</b>	<b>Enbridge - Observer</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>GUESTS:</b>	



## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	The meeting commenced @ 3:30 pm EST.	
2.	<b>Agenda</b> <ul style="list-style-type: none"><li>• Key Discussion items<ul style="list-style-type: none"><li>○ Indigenous Relations</li></ul></li><li>• Financial Update</li><li>• Development Dashboard</li><li>• Next Steps</li></ul>	
3.	<b>Indigenous Relations</b> <b>Pic Moberg</b> <ul style="list-style-type: none"><li>• Construction activities inside of Pic Moberg First Nation are complete</li><li>• A new eChief has been elected- NextEra unsure of who it is at this time <u>[NOTE: JT will follow up with ENB Indigenous team lead to arrange introductions]</u></li><li>• <del>Working on introductions</del></li></ul>	



### Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
4.	<b>Financial Update</b> Overall spend for October 2021 was \$46MM versus forecast of \$20MM <b>E&amp;C</b> <ul style="list-style-type: none"> <li>Actual spend for October 2021 was \$43MM compared to forecast of \$16MM</li> <li>[REDACTED]</li> </ul> <b>Environment</b> <ul style="list-style-type: none"> <li>[REDACTED]</li> </ul> <b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>No variance</li> </ul> <b>Land</b> <ul style="list-style-type: none"> <li>Slight variance due to timing of fees paid to property owners</li> </ul> <b>Other Consultation</b> <ul style="list-style-type: none"> <li>No variance</li> </ul> <b>Regulatory</b> <ul style="list-style-type: none"> <li>No variance</li> </ul> <b>EWT Management</b> <ul style="list-style-type: none"> <li>No variance</li> </ul> <b>IDC</b> <ul style="list-style-type: none"> <li>[REDACTED]</li> </ul> <b>Cash call for November 2021</b> <ul style="list-style-type: none"> <li>Meeting will be set for next week</li> <li>[REDACTED]</li> <li>[REDACTED]</li> </ul>	
5.	<b>Development Dashboard</b> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> </ul>	
6.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul>	

Commented [TJ1]: Carly to check

Commented [TJ2]: Carly to check

Commented [TJ3]: Carly to check



### Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
7.	<b>Next Steps</b> <ul style="list-style-type: none"><li>• Continue construction [REDACTED]</li><li>• Meetings to be scheduled<ul style="list-style-type: none"><li>• <del>BLP Loan</del><ul style="list-style-type: none"><li>○ Financing Plan <u>[NOTE: Partners to provide dates]</u></li></ul></li></ul></li><li>• Next Board meeting schedule – Friday, December 10<sup>th</sup>, 2021</li></ul>	
8.	<b>Appendix Review</b>	
9.	<ul style="list-style-type: none"><li>• The meeting was adjourned @ 3:55 pm EST. Next meeting is scheduled to be held on December 10<sup>th</sup>, 2021.</li></ul>	

DRAFT



## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
January 19, 2017	<ul style="list-style-type: none"> <li>Review fiber optic business strategy in parallel with the transmission line</li> </ul>	██████████
April 12, 2019	<ul style="list-style-type: none"> <li>Provide safety plan to Enbridge for its review</li> </ul>	██████████
May 10, 2019	<ul style="list-style-type: none"> <li>Start in person team lead presentations, starting with land and then moving to E&amp;C</li> </ul>	██████████
June 14, 2019	<ul style="list-style-type: none"> <li>Incorporate changes in the OEB report and the partnership agreement reporting into the Board report and dashboard</li> </ul>	██████████
November 8, 2019	<ul style="list-style-type: none"> <li>OMERS requested monthly Construction Report.               <ul style="list-style-type: none"> <li>D. Tenan will distribute                   <ul style="list-style-type: none"> <li>The first Construction Report was circulated on December 10, 2019</li> </ul> </li> </ul> </li> </ul>	Complete
November 12, 2021	<ul style="list-style-type: none"> <li>Issue with latest wire transfers from Enbridge</li> <li>Due to exchange rate and delays in transfer, there is a 78k discrepancy between NextEra USD and CAD books</li> <li>Jen/Carly/JT/CW to provide writeup and send to partners</li> </ul>	In-Progress
November 12, 2021	<ul style="list-style-type: none"> <li>Further discussion required on the impact of <u>post-COD</u> reclamation activities on financing next summer</li> </ul>	In-Progress
November 12, 2021	<ul style="list-style-type: none"> <li>Need comments back from Enbridge on <u>operations plan Operations Agreement</u> before <u>sending to OEB execution</u>. Will need to be sent to <u>OEB when complete</u>.</li> </ul>	In-Progress



## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 10/31/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>42,552,367</b>	<b>15,489,834</b>	<b>(27,062,533)</b>	<b>598,102,068</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>276,628</b>	<b>1,127,372</b>	<b>850,743</b>	<b>19,840,581</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>942,873</b>	<b>1,025,542</b>	<b>82,670</b>	<b>22,804,529</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	313,884	522,536	208,652	19,344,501	23,830,512	23,830,512	0%
7 Other Consultation	13,373	67,384	54,011	1,452,912	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	121,255	100,070	(21,185)	5,354,287	5,405,078	5,405,078	0%
13 EWT Management	124,241	73,740	(50,501)	4,829,827	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>44,344,621</b>	<b>18,406,478</b>	<b>(25,938,143)</b>	<b>671,728,705</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,267,108	1,267,108	-	23,804,316	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>45,611,729</b>	<b>19,673,587</b>	<b>(25,938,143)</b>	<b>695,533,021</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>45,611,729</b>	<b>19,673,587</b>	<b>(25,938,143)</b>	<b>735,782,522</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as Interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

## Board of Directors Meeting Minutes

---

Meeting date December 10, 2021 Meeting Location: Teleconference

Subject: Monthly Board Meeting Written by: N. Kluge

Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge - Board Director and Project Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>M. Gottschling</b>	<b>OMERS - Observer</b>
<b>N. Kluge</b>	<b>NextBridge – Observer</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>REGRETS:</b>	
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>S. Guptar</b>	<b>Enbridge - Observer</b>
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>GUESTS:</b>	

## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:30 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion items               <ul style="list-style-type: none"> <li>○ Indigenous Relations</li> </ul> </li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <b>Pic Moberg</b> <ul style="list-style-type: none"> <li>• Construction activities inside of Pic Moberg First Nation are complete</li> <li>• Construction is communicating with chiefs and monitors on site to align reclaim expectations</li> </ul>	

DRAFT



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
4.	<p><b>Financial Update</b></p> <p>Overall spend for November 2021 was \$14MM versus forecast of \$35MM</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>• Bulk of variance (\$16MM) due to spend timing</li> <li>• Construction continues to review the outstanding CO with Valard             <ul style="list-style-type: none"> <li>○ Following this review period, information will be presented to the partners</li> </ul> </li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>• \$0.3M vs \$1M plan – timing of spending</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>• Credit due to true up</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>• Continued paying out fees for land rights</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>• Slight variance on spend timing</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>• Immaterial &lt;\$50k var</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>• Immaterial &lt;\$50k var</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>• Q4 2021 rate same as last quarter</li> </ul> <p><b>Cash call for December 2021</b></p> <ul style="list-style-type: none"> <li>• Call next week</li> </ul> <p><del>{LV}Question: With the additional change orders (e.g. wildfires States change of \$30MM was paid, how could we show overall budget is still \$777MM?</del></p> <p><del>{CW}Answer: We will update the forecast at the end of the quarter and Decided not to update forecast mid-quarter, we share that amount in the with-OEB quarterly report. Will circle up at end of quarter and decide if we need to change – not at \$777MM, but \$749MM.</del></p> <p><del>Question:{LV}-What is the status and timing of the additional change orders (e.g. COVID)?</del></p> <p><del>{JT}Answer: Unsure at this time, need to follow up with VOX for more information. €We are still in negotiations and can't provide number or timing at this point.</del></p> <p><del>{LV}Question: Is everything still on schedule?</del></p> <p><del>{JT}Answer: Yes, we will actually finish at the end of February to meet Hydro One turnover for commissioning.</del></p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
5.	<b>Development Dashboard</b> <ul style="list-style-type: none"> <li>• The development dashboard was presented and discussed</li> <li>• Operations agreement complete and awaiting signature by OMERS and Enbridge</li> <li>• To have continued meetings on finance</li> </ul>	
6.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"> <li>• Safety: See Monthly Construction Report</li> <li>• Environmental: See Monthly Construction Report</li> </ul>	
7.	<b>Next Steps</b> <ul style="list-style-type: none"> <li>• Continue construction</li> <li>• Meetings to be scheduled               <ul style="list-style-type: none"> <li>○ Financing Plan [NOTE: Partners to provide dates]</li> </ul> </li> <li>• Next Board meeting schedule – Friday, December 10<sup>th</sup>, 2021</li> </ul>	
8.	<b>Appendix Review</b>	
9.	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @ 3:41 pm EST. Next meeting is scheduled to be held on January 14<sup>th</sup>, 2021.</b></li> </ul>	

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
November 12, 2021	<ul style="list-style-type: none"> <li>Issue with latest wire transfers from Enbridge</li> <li>Due to exchange rate and delays in transfer, there is a 78k discrepancy between NextEra USD and CAD books</li> <li>JT/CW to provide writeup and send to partners</li> </ul>	<del>In-Progress</del> <u>Complete</u>
November 12, 2021	<ul style="list-style-type: none"> <li>Further discussion required on the impact of post-COD reclamation activities on financing next summer</li> </ul>	In-Progress
December 10, 2021	<ul style="list-style-type: none"> <li>Need comments back from Enbridge on Operations Agreement before execution. Will need to be sent to OEB when complete.</li> <li>Operations agreement awaiting signature by Enbridge and OMERS</li> </ul>	In-Progress

DRAFT

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 11/30/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>12,477,855</b>	<b>28,381,626</b>	<b>15,903,771</b>	<b>610,579,923</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>221,582</b>	<b>871,566</b>	<b>649,984</b>	<b>20,062,163</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>(417,757)</b>	<b>282,960</b>	<b>700,717</b>	<b>22,386,772</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	126,498	1,970,874	1,842,375	19,472,999	23,830,512	23,830,512	0%
7 Other Consultation	11,539	203,979	192,440	1,464,451	2,530,194	2,530,194	0%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	(871)	90,521	91,393	5,353,415	5,405,078	5,405,078	0%
13 EWT Management	102,172	36,595	(65,577)	4,931,999	4,900,644	4,900,644	0%
<b>Total Project Spend</b>	<b>12,523,018</b>	<b>31,838,121</b>	<b>19,315,103</b>	<b>684,251,723</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,388,568	1,388,568	-	25,192,884	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>13,911,586</b>	<b>33,226,689</b>	<b>19,315,103</b>	<b>709,444,607</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>13,911,586</b>	<b>33,226,689</b>	<b>19,315,103</b>	<b>749,694,108</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,077,501)</i>		<i>(3,077,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020





NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

January 14, 2022

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Kama Cliffs
- Financing
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- No new updates

# Kama Cliffs

---

- The OEB Report which is due to be filed January 22, 2022, will contain an update on costs that includes Kama Cliffs
- Recall that traditional road access to the Kama Cliffs Conservation Reserve for construction was denied by the Ministry of Environment
- NextBridge was instructed to use a helicopter program to install seven towers
- The work has been completed and the change order from Valard has been submitted
- This amount can not be absorbed into the current budget and recovery will be sought through the CCVA when NextBridge goes for disposition after COD and audit in 2023



# Financing

---

- The independent engineer has been selected and retained
  - Sargent & Lundy
  - Will immediately engage with team to provide documentation once confidentiality is established
- Legal firms are in the process of being retained
  - McCarthy's & Oslers
- Action Needed:
  - BLP Amendment to the Implementation Agreement
  - Signing of Operations Agreement

# Financial Update – December

Confidential - as of 12/31/2021	Current Month Actual	Current Month Plan <sup>4</sup>	Variance Bi(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>11,139,986</b>	<b>11,751,766</b>	<b>611,781</b>	<b>592,101,690</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,483,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>119,739</b>	<b>651,774</b>	<b>532,034</b>	<b>19,769,787</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>(396,055)</b>	<b>56,206</b>	<b>452,262</b>	<b>21,911,031</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	377,100	444,631	67,531	19,850,099	23,830,512	23,830,512	0%
7 Other Consultation	11,570	311,296	299,725	1,476,022	2,530,194	2,030,194	-20%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	18,965	164,941	145,976	5,372,380	5,405,078	5,405,078	0%
13 EWT Management	67,459	41,595	(25,864)	4,999,458	4,900,644	5,400,644	10%
<b>Total Project Spend</b>	<b>11,338,763</b>	<b>13,422,209</b>	<b>2,083,446</b>	<b>665,480,465</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,382,979	1,382,979	-	26,575,863	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>12,721,742</b>	<b>14,805,188</b>	<b>2,083,446</b>	<b>692,056,328</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3, 5</sup></b>	<b>12,721,742</b>	<b>14,805,188</b>	<b>2,083,446</b>	<b>732,305,829</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

# Development Dashboard

Work Front	Current Project Phase(s)
1	Reclamation
2	Reclamation
3	Stringing, Reclamation
4	Stringing, Reclamation
5	Stringing
6	Assembly, Erection, Stringing
7	Stringing
8	Stringing
9	Reclamation
10	Erection, Stringing
11	Stringing

## 30 Day Project Review - Completed

- Construction continues

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- NEET Operations Agreement signing
- Meetings on financing
- OEB Report to be filed at the end of January

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Continue construction
- Meetings on financing plans
- Next Board meeting scheduled – Friday February 11

# Appendix – Updated **January 10, 2022**

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Engineering and Construction
  - Stakeholder Relations
  - Environment
  - Operations
  - Land
  - Regulatory

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators from communities are active daily in the field</li> <li>As reclamation is completed in communities' traditional territories, planning for transitioning the Facilitators out of the Program is slated for wrap-up in Spring 2022.</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Reclamation               <ul style="list-style-type: none"> <li>As reclamation activities restart or begin in different areas, engagement with communities is being undertaken to promote an understanding of the timelines and to ensure community comfort with the activities/results</li> <li>Finalizing access road engagement with communities to complete reclamation permit related requirements</li> <li>Efforts to provide opportunities for communities to view reclaimed areas to ensure compliance with commitments are being undertaken, if requested</li> <li>Efforts to provide opportunities for communities to view reclaimed areas to ensure compliance with commitments are being undertaken, if requested</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> </ul>	Ongoing



# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting               <ul style="list-style-type: none"> <li>• OEB has requested information on cost and schedule impacts resulting from the suspension of construction in NextBridge’s next quarterly report</li> </ul> </li> </ul>	Ongoing 3Q 2021 OEB Quarterly Construction Progress Report submitted on October 22 <sup>nd</sup> 2021.
<b>IESO</b> <ul style="list-style-type: none"> <li>• Working with IESO to complete Asset Registration process and execute agreement</li> <li>• Continued discussions on interconnection and telemetry data</li> </ul>	Ongoing Expected completion in Q4 2021.

# Engineering & Construction

Item	Status
<b>Confirm COD &amp; Update Construction Schedule</b> <ul style="list-style-type: none"> <li>Project COD is 3/31/2022 and all activities need to be completed by 2/25/2022 in order to accommodate HONI commissioning schedule</li> <li>Estimated activity completions dates are as follows: Foundations - Complete, Assembly – 1/14/2022, Erection - 1/21/2022, Stringing - 2/25/2022</li> <li>NextBridge continues to meet bi-weekly with Hydro One to review progress and outage requirements</li> </ul>	Ongoing
<b>Detailed Project Plans &amp; Permitting</b> <ul style="list-style-type: none"> <li>All reclaim activities on hold until spring/summer 2022</li> <li>Additional winter road restoration and snow clearing ongoing ahead of erection and stringing activities</li> </ul>	Ongoing
<b>Completion</b> <ul style="list-style-type: none"> <li>3 stringing crews remain active on site</li> <li>1 major outage remains on the project between C214-C215. It is currently scheduled to start on 1/14 and is expected to take approximately 8 days</li> <li>Only 1 tower remains to be assembled with 24 remaining to be erected</li> <li>Additional engineering walkdown completed during December</li> <li>All stringing activities complete in WF's 1, 2, and 9</li> </ul>	<ul style="list-style-type: none"> <li>Clearing Complete</li> <li>Access Complete</li> <li>Foundations Complete</li> <li>Anchors Complete</li> <li>373 Structures reclaimed</li> <li>1227 Structures assembled</li> <li>1204 Structures erected</li> <li>319 km of conductor tied in</li> </ul>
<b>Procurement Towers/Conductors</b> <ul style="list-style-type: none"> <li>Only replacement materials for missing, damaged, and mis-punched parts remain to be delivered</li> <li>All tower material deliveries to be complete by end of Jan/2022</li> </ul>	<ul style="list-style-type: none"> <li>Tower delivery complete</li> <li>Conductor delivery complete</li> <li>Shield Wire delivery complete</li> <li>OPGW delivery complete</li> </ul>

# Stakeholder Relations

Item	Status
<b>Social Media and Web Page</b> <ul style="list-style-type: none"><li>Facebook Group for the Project <b>declined by 2 members to 180</b></li><li><b>Re-posted visually stunning winter construction photo from Valard resulting in 134 views which is the second highest view count of posts to the group</b></li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li><b>Planning for in-service celebration event including commissioning of original artwork from local Indigenous artist</b></li><li>Minor inquiries submitted through the Project email and hotline were addressed</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>Considering donation request from Dorion for fire truck upgrades and from Red Rock for signage promoting the "Live from the Rock Folk Festival"</li><li><b>Identified</b> groups/events to invite to submit funding application <b>for 2022</b></li></ul>	Ongoing

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>• All WF DPPs and associated Permit Applications have been submitted and received</li> <li>• All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>• MNRF and MECP approvals have been received for all WFs</li> </ul>	Complete
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>• Federal and provincial permit applications have been submitted and approved.</li> <li>• MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>• An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>• DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>• NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Complete
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>• Environmental Training completed with additional sessions to be added as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Reclamation</b></p> <ul style="list-style-type: none"> <li>• Reclamation Work Permits received for Work Fronts 1, 2, 3, 6, 7, 8, 9, and 10</li> <li>• Bat roost installation complete in WF11</li> </ul>	Ongoing

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• ROW visits took place during the week of September 20, 2021</li> <li>• Identification of existing applicable safety and process manuals</li> <li>• Engaged commercial realtor to search for Operations office</li> <li>• Identification of access roads which will remain after reclamation for Operations activities</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Descriptions</li> </ul>	Ongoing
<p><b>Coordination with HONI</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to regarding the negotiation of the Construction Cost Recovery Agreement, Connection Facilities Agreement and telemetry data</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• The HONI-Supercom partnership formalization has been delayed</li> </ul> </li> <li>• Execution of agreement now expected in November 2021 due to extra time requested by HONI/Supercom</li> </ul>	Ongoing

# Land

Item	Status
<b>ROW and Access</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Access Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Overhead Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Other</b> <ul style="list-style-type: none"><li>Permits &amp; Agreement Renewals ongoing</li><li>Merchantable Timber &amp; Damage Settlements ongoing</li></ul>	Ongoing

# Regulatory

Item	Status
No updates	Complete



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

February 11, 2022

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION





# Agenda

---

- Key Discussion Items
  - Indigenous
  - Hydro One
- Financing
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- No new updates

# Hydro One

---

- Hydro One is proving difficult to work with as we approach commissioning:
  - There is an outstanding agreement that is needed by mid-March (Connection Facilities Agreement) that has been with HONI since October. There has been no urgency on HONI's part to review NextBridge's changes and move the agreement forward
  - HONI has been unable to secure a partnership with SuperCom to supply the O&M work for the project. HONI has indicated that they will not sign the O&M contract unless SuperCom is a partner. NextBridge continues to work with the First Nations to find a solution
  - Connection equipment has been delayed for 2 weeks due to supply chain issues. This equipment is redundant and the line can operation without it, if HONI cooperates with a technical work around. They are reluctant to do so.

# Financing

---

- Presentation has been prepared for the rating agency and provided to TD Bank for feedback
- Data room has been prepared and populated with project documents
  - Permits (5,000+ land and environmental)
  - Regulatory materials (e.g. rate case decision)
  - EPC contract and change orders
  - O&M Agreement
- McCarthys and internal financing team met with BLP to discuss outstanding issues
  - Change Implementation Agreement
  - Provide no-interest loan
  - BLP creation of new structure for financing

# Financial Update – January

Confidential - as of 1/31/2022	Current Month Actual	Current Month Plan <sup>4</sup>	Variance Bi(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>(704,304)</b>	<b>10,962,454</b>	<b>11,666,758</b>	<b>591,397,385</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>9,594,208</b>	<b>18,056</b>	<b>(9,576,152)</b>	<b>29,363,994</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>333,185</b>	<b>349,204</b>	<b>16,019</b>	<b>22,244,216</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	158,881	58,281	(100,600)	20,008,979	23,830,512	23,830,512	0%
7 Other Consultation	11,428	42,350	30,922	1,487,449	2,530,194	2,030,194	-20%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	14,161	4,654	(9,507)	5,386,541	5,405,078	5,405,078	0%
13 EWT Management	101,984	32,607	(69,377)	5,101,442	4,900,644	5,400,644	10%
<b>Total Project Spend</b>	<b>9,509,542</b>	<b>11,467,605</b>	<b>1,958,063</b>	<b>674,990,007</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,590,367	1,590,367	-	28,166,230	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>11,099,908</b>	<b>13,057,972</b>	<b>1,958,063</b>	<b>703,156,236</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3,5</sup></b>	<b>11,099,908</b>	<b>13,057,972</b>	<b>1,958,063</b>	<b>743,405,737</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecast as Interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

5 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

# Development Dashboard

Work Front	Current Project Phase(s)
1	Reclamation
2	Reclamation
3	Stringing, Reclamation
4	Stringing, Reclamation
5	Stringing
6	Assembly, Erection, Stringing
7	Stringing
8	Stringing
9	Reclamation
10	Erection, Stringing
11	Stringing

## 30 Day Project Review - Completed

- Construction continues

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- Financing activities
- Hand over line to HONI for commissioning

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report



# Next Steps

---

- Hand over to HONI for commissioning
- Meetings on financing plans
- Next Board meeting scheduled – Friday February 11

# Appendix – Updated February 9th, 2022

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Engineering and Construction
  - Stakeholder Relations
  - Environment
  - Operations
  - Land
  - Regulatory

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators from communities are active daily in the field</li> <li>As reclamation is completed in communities' traditional territories, planning for transitioning the Facilitators out of the Program is slated for wrap-up in Spring 2022.</li> <li>Developing a monitors plan for First Nations whose reclamation work will stretch into Q2, Q3</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Reclamation           <ul style="list-style-type: none"> <li>As reclamation activities restart or begin in different areas, engagement with communities is being undertaken to promote an understanding of the timelines and to ensure community comfort with the activities/results</li> <li>Finalizing access road engagement with communities to complete reclamation permit related requirements</li> <li>Efforts to provide opportunities for communities to view reclaimed areas to ensure compliance with commitments are being undertaken, if requested</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting               <ul style="list-style-type: none"> <li>• OEB has requested information on cost and schedule impacts resulting from the suspension of construction in NextBridge’s next quarterly report</li> </ul> </li> </ul>	Ongoing 3Q 2021 OEB Quarterly Construction Progress Report submitted on October 22 <sup>nd</sup> 2021.
<b>IESO</b> <ul style="list-style-type: none"> <li>• Working with IESO to complete Asset Registration process and execute agreement</li> <li>• Continued discussions on interconnection and telemetry data</li> </ul>	Ongoing Expected completion in Q4 2021.

# Engineering & Construction

Item	Status
<p><b>Confirm COD &amp; Update Construction Schedule</b></p> <ul style="list-style-type: none"> <li>Project COD is 3/31/22 and all activities need to be completed by 2/25/22 in order to accommodate HONI commissioning schedule</li> <li>Estimated activity completions dates are as follows: Foundations - Complete, Assembly – <b>Complete</b> Erection – <b>Complete</b>, Stringing - 2/25/22</li> <li>NextBridge continues to meet bi-weekly with Hydro One to review progress and outage requirements</li> </ul>	Ongoing
<p><b>Detailed Project Plans &amp; Permitting</b></p> <ul style="list-style-type: none"> <li>All reclaim activities on hold until spring/summer 2022</li> <li><b>Updated reclamation schedule shows activity completion early Q4 2022</b></li> <li><b>Wawa work camp to be closed end of March 2022</b></li> <li>Additional winter road restoration and snow clearing ongoing ahead of erection and stringing activities</li> </ul>	Ongoing
<p><b>Completion</b></p> <ul style="list-style-type: none"> <li>4 stringing crews active on site</li> <li><b>2 additional dead-end crews are expected to arrive on site 2/12 and will work with existing stringing crews</b></li> <li><b>Final project outage completed</b></li> <li><b>Final tower was assembled on 1/20 and last erected tower completed on 1/28</b></li> <li><b>Tower walkdowns and punch list are ongoing</b></li> <li>All stringing activities complete in WF’s 1, 2, 3, 4, 5, and 9</li> </ul>	<ul style="list-style-type: none"> <li>Clearing Complete</li> <li>Access Complete</li> <li>Foundations Complete</li> <li>Anchors Complete</li> <li><b>Assembly Complete</b></li> <li><b>Erection Complete</b></li> <li>373 Structures reclaimed</li> <li><b>365 km of conductor tied in</b></li> </ul>
<p><b>Procurement Towers/Conductors</b></p> <ul style="list-style-type: none"> <li><b>All towers and materials have been delivered</b></li> <li><b>Planning transfer of spare parts from Valard work camps to O&amp;M yard</b></li> </ul>	<ul style="list-style-type: none"> <li>Tower delivery complete</li> <li>Conductor delivery complete</li> <li>Shield Wire delivery complete</li> <li>OPGW delivery complete</li> </ul>

# Stakeholder Relations

Item	Status
<b>Social Media and Web Page</b> <ul style="list-style-type: none"><li>Facebook Group for the Project <b>remained at 180 members</b></li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li>Planning for in-service celebration event including commissioning of original artwork from local Indigenous artist</li><li><b>Interviewed by Thunder Bay Chronicle-Journal in January – no article published as of time of this report</b></li><li>Minor inquiries submitted through the Project email and hotline were addressed</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>Considering donation request from Dorion for fire truck upgrades and from Red Rock for signage promoting the "Live from the Rock Folk Festival"</li><li><b>Invitations to submit funding application for 2022 to be sent out in February</b></li></ul>	Ongoing

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>• All WF DPPs and associated Permit Applications have been submitted and received</li> <li>• All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>• MNRF and MECP approvals have been received for all WFs</li> </ul>	Complete
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>• Federal and provincial permit applications have been submitted and approved.</li> <li>• MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>• An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>• DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>• NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Complete
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>• Environmental Training completed with additional sessions to be added as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Reclamation</b></p> <ul style="list-style-type: none"> <li>• Reclamation Work Permits received for Work Fronts 1, 2, 3, 6, 7, 8, 9, and 10</li> <li>• Bat roost installation complete in WF11</li> </ul>	Ongoing

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• Securing Operations Support Contractor for maintenance and emergency activities</li> <li>• ROW visits took place during the week of September 20, 2021</li> <li>• Identification of existing applicable safety and process manuals</li> <li>• Engaged commercial realtor to search for Operations office</li> <li>• Identification of access roads which will remain after reclamation for Operations activities</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Descriptions</li> </ul>	Ongoing
<p><b>Coordination with HONI</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to regarding the negotiation of the Construction Cost Recovery Agreement, Connection Facilities Agreement and telemetry data</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Final stage of contract signing underway               <ul style="list-style-type: none"> <li>• The HONI-Supercom partnership formalization has been delayed</li> </ul> </li> <li>• Execution of agreement now expected in November 2021 due to extra time requested by HONI/Supercom</li> </ul>	Ongoing



# Land

Item	Status
<b>ROW and Access</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Access Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Overhead Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Other</b> <ul style="list-style-type: none"><li>Permits &amp; Agreement Renewals ongoing</li><li>Merchantable Timber &amp; Damage Settlements ongoing</li></ul>	Ongoing

# Regulatory

---

Item	Status
No updates	Complete



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

March 11, 2022

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Construction Update
- Financing
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

- No new updates

# Construction Update

---

- Key milestones have been reached!
  - All construction activities have been completed
  - Valard is demobilizing and cleaning up final items
  - The line will be handed over to HONI on March 14
  - Targeting to energize the line for testing on March 22<sup>nd</sup>
  - The line will be in service on March 31<sup>st</sup>
- Hydro One has been able to secure a partnership with Supercom and will be providing benefits to Indigenous communities on the project
  - We will be signing our agreement with them in the coming weeks

# Financing

---

- Preliminary call with DBRS to present project for rating
  - Follow up call in coming weeks with financial information
- Preparing application to OEB on change of license from UCT1 to UCT2
- Met with Bamkushwada's financing lawyer and advisor
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- They have decided not to create a new entity, which will simplify the changes to the Implementation Agreement and LPA

# Financial Update – February

Confidential - as of 2/28/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>13,457,987</b>	<b>10,162,304</b>	<b>(3,295,684)</b>	<b>604,855,373</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>72,961</b>	<b>18,056</b>	<b>(54,906)</b>	<b>29,438,672</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>351,767</b>	<b>429,204</b>	<b>77,437</b>	<b>22,895,983</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	325,809	58,281	(267,528)	20,334,789	23,830,512	23,830,512	0%
7 Other Consultation	14,070	84,350	70,280	1,501,520	2,530,194	2,030,194	-20%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	22,210	4,654	(17,556)	5,408,751	5,405,078	5,405,078	0%
13 EWT Management	119,863	8,951	(110,912)	5,221,305	4,900,644	5,400,644	10%
<b>Total Project Spend</b>	<b>14,364,669</b>	<b>10,765,799</b>	<b>(3,598,870)</b>	<b>689,656,391</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,681,886	1,681,886	-	29,917,396	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>16,046,555</b>	<b>12,447,685</b>	<b>(3,598,870)</b>	<b>719,573,787</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3,5</sup></b>	<b>16,046,555</b>	<b>12,447,685</b>	<b>(3,598,870)</b>	<b>759,823,288</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as Interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

5 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)



# Development Dashboard

Work Front	Current Project Phase(s)
1	Reclamation
2	Reclamation
3	Reclamation
4	Reclamation
5	Reclamation
6	Reclamation
7	Reclamation
8	Reclamation
9	Reclamation
10	Reclamation
11	Reclamation

## 30 Day Project Review - Completed

- Construction continues

## 30 Day Project Review - Incomplete

## Next 30 Days – Upcoming Activities

- Financing activities
- Hand over line to HONI for commissioning

# Development Dashboard

No significant change to the route



# Non-Compliance Incident Reporting

---

- Safety: See Construction Report
- Environmental: See Construction Report

# Next Steps

---

- Hand over to HONI for commissioning
- Meetings on financing plans
- Next Board meeting scheduled – Friday April 8

# Appendix – Updated **March 10th, 2022**

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Engineering and Construction
  - Stakeholder Relations
  - Environment
  - Operations
  - Land
  - Regulatory

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators from communities are active daily in the field</li> <li>As reclamation is completed in communities' traditional territories, planning for transitioning the Facilitators out of the Program is slated for wrap-up in Spring 2022.</li> <li>Developing a monitors plan for First Nations whose reclamation work will stretch into Q2, Q3</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Reclamation               <ul style="list-style-type: none"> <li>As reclamation activities restart or begin in different areas, engagement with communities is being undertaken to promote an understanding of the timelines and to ensure community comfort with the activities/results</li> <li>Finalizing access road engagement with communities to complete reclamation permit related requirements</li> <li>Efforts to provide opportunities for communities to view reclaimed areas to ensure compliance with commitments are being undertaken, if requested</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting               <ul style="list-style-type: none"> <li>• OEB has requested information on cost and schedule impacts resulting from the suspension of construction in NextBridge’s next quarterly report</li> </ul> </li> </ul>	Ongoing <b>4Q 2021 OEB Quarterly Construction Progress Report submitted on January 24<sup>th</sup> 2022.</b>
<b>IESO</b> <ul style="list-style-type: none"> <li>• <b>Circuit data, and Emergency Preparedness Plan (EPP) have been submitted and approved</b></li> <li>• <b>Awaiting final RAN (Registration Approval Notification) following final circuit connections by Hydro One</b></li> </ul>	Ongoing Expected completion in Q4 2021.

# Engineering & Construction

Item	Status
<b>Confirm COD &amp; Update Construction Schedule</b> <ul style="list-style-type: none"> <li>Project COD is 3/31/22 and <b>planned energization with Hydro One has been moved to 3/22/2022</b></li> <li>Estimated activity completions dates are as follows: Foundations - Complete, Assembly – Complete Erection – Complete, <b>Stringing &amp; Punch list - 3/14/22</b></li> <li>NextBridge now meeting weekly with Hydro One to ensure all pre-energization requirements are met</li> </ul>	Ongoing
<b>Detailed Project Plans &amp; Permitting</b> <ul style="list-style-type: none"> <li>All reclaim activities on hold until spring/summer 2022</li> <li>Updated reclamation schedule shows activity completion early Q4 2022</li> <li>Wawa work camp to be closed end of March 2022</li> </ul>	Ongoing
<b>Completion</b> <ul style="list-style-type: none"> <li><b>All stringing activities are complete</b></li> <li><b>Final punch list activities are ongoing with work to be finished by 3/14</b></li> <li><b>All fiber optic testing results have been sent to Hydro One for review</b></li> </ul>	<ul style="list-style-type: none"> <li>Clearing Complete</li> <li>Access Complete</li> <li>Foundations Complete</li> <li>Anchors Complete</li> <li>Assembly Complete</li> <li>Erection Complete</li> <li>373 Structures reclaimed</li> <li><b>Stringing complete</b></li> </ul>
<b>Procurement Towers/Conductors</b> <ul style="list-style-type: none"> <li>All towers and materials have been delivered</li> <li><b>Conductor reel returns are ongoing</b></li> <li><b>Transfer of spare tower materials from Marathon Laydown yard to Wawa O&amp;M facility is ongoing</b></li> </ul>	<ul style="list-style-type: none"> <li>Tower delivery complete</li> <li>Conductor delivery complete</li> <li>Shield Wire delivery complete</li> <li>OPGW delivery complete</li> </ul>



# Stakeholder Relations

Item	Status
<b>Social Media and Web Page</b> <ul style="list-style-type: none"><li>Facebook Group for the Project remained at 180 members</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li>Planning for in-service celebration event including commissioning of original artwork from local Indigenous artist</li><li>Interviewed by Thunder Bay Chronicle-Journal in January – no article published as of time of this report</li><li>Minor inquiries submitted through the Project email and hotline were addressed</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>Considering donation request from Dorion for fire truck upgrades and from Red Rock for signage promoting the "Live from the Rock Folk Festival"</li><li>Invitations to submit funding application for 2022 to be sent out in February</li></ul>	Ongoing

# Environment

Item	Status
<p><b>MNRF/MECP Detailed Project Plans and Permit Applications</b></p> <ul style="list-style-type: none"> <li>• All WF DPPs and associated Permit Applications have been submitted and received</li> <li>• All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>• MNRF and MECP approvals have been received for all WFs</li> </ul>	Complete
<p><b>Federal and Provincial Permit Applications</b></p> <ul style="list-style-type: none"> <li>• Federal and provincial permit applications have been submitted and approved.</li> <li>• MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>• An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>• DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>• NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Complete
<p><b>Environmental Training/Kickoff</b></p> <ul style="list-style-type: none"> <li>• Environmental Training completed with additional sessions to be added as-needed</li> </ul>	Ongoing on an as-needed basis
<p><b>Reclamation</b></p> <ul style="list-style-type: none"> <li>• Reclamation Work Permits received for Work Fronts 1, 2, 3, 6, 7, 8, 9, and 10</li> <li>• Bat roost installation complete in WF11</li> </ul>	Ongoing

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• <b>Final CFA document provided by HONI for NextBridge review</b></li> <li>• Identification of existing applicable safety and process manuals</li> <li>• <b>Operations and maintenance office selected in Wawa near NextBridge site office</b></li> <li>• Identification of access roads which will remain after reclamation for Operations activities</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Descriptions</li> </ul>	Ongoing
<p><b>Coordination with HONI</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to regarding the negotiation of the Construction Cost Recovery Agreement, Connection Facilities Agreement and telemetry data</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> <li>• <b>Vegetation management survey completed by helicopter on 3/8/2022</b></li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• <b>Supercom executed the partnership agreement with Hydro One</b></li> <li>• <b>Expect Hyrdo One as the GP to execute the agreement shortly</b></li> </ul>	Ongoing

# Land

Item	Status
<b>ROW and Access</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Access Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Overhead Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Other</b> <ul style="list-style-type: none"><li>Permits &amp; Agreement Renewals ongoing</li><li>Merchantable Timber &amp; Damage Settlements ongoing</li></ul>	Ongoing

# Regulatory

Item	Status
No updates	Complete



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

April 8, 2022

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Construction Cost Update
- Financial Update
- Development Dashboard
- Next Steps

# Indigenous

---

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



# Construction Cost Update

---

- Negotiations with Valard the week of April 4 & 5
- Presented costs for both COVID and scope changes on the project
- NextEra and Enbridge are continuing due diligence on the rationale and back up materials for the claim
- Anticipate that some claims will be settled earlier than others, but that COVID costs are going to take longer

# Financial Update – March

Confidential - as of 3/31/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>(1,501,573)</b>	<b>10,630,179</b>	<b>12,131,752</b>	<b>603,353,800</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>266,914</b>	<b>2,160,769</b>	<b>1,893,855</b>	<b>29,702,417</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>683,356</b>	<b>1,384,117</b>	<b>700,761</b>	<b>22,859,339</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
<b>4 Land Rights (excludes Aboriginal)</b>	<b>272,699</b>	<b>2,924,780</b>	<b>2,652,081</b>	<b>20,607,487</b>	<b>23,830,512</b>	<b>23,830,512</b>	<b>0%</b>
7 Other Consultation	13,283	927,223	913,939	1,514,803	2,530,194	2,030,194	-20%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	44,407	22,268	(22,138)	5,453,157	5,405,078	5,405,078	0%
13 EWT Management	40,455	(140,146)	(180,601)	5,261,759	4,900,644	5,400,644	10%
<b>Total Project Spend</b>	<b>(180,460)</b>	<b>17,909,190</b>	<b>18,089,650</b>	<b>688,752,763</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,644,479	1,644,479	-	31,289,208	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>1,464,018</b>	<b>19,553,668</b>	<b>18,089,650</b>	<b>720,041,971</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3,5</sup></b>	<b>1,464,018</b>	<b>19,553,668</b>	<b>18,089,650</b>	<b>760,291,472</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

5 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

# Next Steps

---

- Decision on BLP pathways to equity
- Meetings on financing plans
- Next Board meeting scheduled – Friday May 13

# Appendix – Updated April 7th, 2022

---

- Activities
  - Indigenous Relations
  - Project Management Office
  - Engineering and Construction
  - Stakeholder Relations
  - Environment
  - Operations
  - Land
  - Regulatory

# Indigenous Relations

Item	Status
<p><b>Indigenous Facilitator Program (IFP)</b></p> <ul style="list-style-type: none"> <li>Facilitators from communities are active daily in the field</li> <li>As reclamation is completed in communities' traditional territories, planning for transitioning the Facilitators out of the Program is slated for wrap-up in Spring 2022.</li> <li>Developing a monitors plan for First Nations whose reclamation work will stretch into Q2, Q3</li> </ul>	Ongoing
<p><b>Agreement Statuses and Engagement Updates</b></p> <ul style="list-style-type: none"> <li>Reclamation             <ul style="list-style-type: none"> <li>As reclamation activities restart or begin in different areas, engagement with communities is being undertaken to promote an understanding of the timelines and to ensure community comfort with the activities/results</li> <li>Finalizing access road engagement with communities to complete reclamation permit related requirements</li> <li>Efforts to provide opportunities for communities to view reclaimed areas to ensure compliance with commitments are being undertaken, if requested</li> </ul> </li> </ul>	Ongoing
<p><b>Indigenous Trappers</b></p> <ul style="list-style-type: none"> <li>Provided the Compensation Release to address the Pic River Community Trapline for community consideration</li> <li>Working to finalize outstanding individual trapper compensation agreements</li> </ul> <p><b>Caribou</b></p> <ul style="list-style-type: none"> <li>The revised CTS, which addressed comments from the MECP and MFN, was resubmitted to the Ministry on March 31, 2021</li> </ul>	Ongoing

# Project Management Office

Item	Status
<b>Project Management</b> <ul style="list-style-type: none"> <li>• Coordination with internal and external stakeholders</li> <li>• Communication with NextBridge Board</li> <li>• Project financing and cash management</li> <li>• Reviewing Valard deviations</li> <li>• Drafting NEET Operations Agreement</li> </ul>	Ongoing Continued engagement Monthly meetings continue Monthly cash calls continue
<b>Cost Management</b> Budget / Variance reporting	Ongoing See Budget/Variance Reporting Slide
<b>Financial Reporting</b> <ul style="list-style-type: none"> <li>• Financial statement preparation / Audit</li> </ul>	Ongoing
<b>Regulatory Filings</b> <ul style="list-style-type: none"> <li>• OEB reporting               <ul style="list-style-type: none"> <li>• OEB has requested information on cost and schedule impacts resulting from the suspension of construction in NextBridge’s next quarterly report</li> </ul> </li> </ul>	Ongoing <b>1Q 2022 OEB Quarterly Construction Progress Report being prepared for April 21<sup>st</sup> due date.</b>
<b>IESO</b> <ul style="list-style-type: none"> <li>• <b>Final RAN (Registration Approval Notification) submitted to NextBridge on 3/31 following the completion of the IESO model build</b></li> <li>• <b>Ongoing review of calculated circuit data vs. readings during energization</b></li> </ul>	<b>Complete</b>

# Engineering & Construction

Item	Status
<b>Confirm COD &amp; Update Construction Schedule</b> <ul style="list-style-type: none"> <li>The East-West tie was energized successfully on 3/22 and removed from service at the end of the day until the IESO model build was completed on 3/31</li> <li>Following the successful implementation of the model build, the line achieved commercial operation and is now available to the grid</li> <li>Reclaim to continue Q2 2022</li> </ul>	Ongoing
<b>Detailed Project Plans &amp; Permitting</b> <ul style="list-style-type: none"> <li>All reclaim activities on hold until spring/summer 2022</li> <li>Updated reclamation schedule shows activity completion early Q4 2022</li> </ul>	Ongoing
<b>Completion</b> <ul style="list-style-type: none"> <li>855 structure reclamations remain on the project</li> </ul>	<ul style="list-style-type: none"> <li>Clearing Complete</li> <li>Access Complete</li> <li>Foundations Complete</li> <li>Anchors Complete</li> <li>Assembly Complete</li> <li>Erection Complete</li> <li>373 Structures reclaimed</li> <li>Stringing complete</li> </ul>
<b>Procurement Towers/Conductors</b> <ul style="list-style-type: none"> <li>All towers and materials have been delivered</li> <li>Conductor reel returns are complete</li> <li>Transfer of spare materials from Marathon Laydown yard to Wawa O&amp;M facility is ongoing</li> </ul>	<ul style="list-style-type: none"> <li>Tower delivery complete</li> <li>Conductor delivery complete</li> <li>Shield Wire delivery complete</li> <li>OPGW delivery complete</li> </ul>

# Stakeholder Relations

Item	Status
<b>Social Media and Web Page</b> <ul style="list-style-type: none"><li>Facebook Group for the Project remained at 180 members</li></ul>	Ongoing
<b>Engagement and Messaging</b> <ul style="list-style-type: none"><li>Planning for in-service celebration event including commissioning of original artwork from local Indigenous artist</li><li>Interviewed by Thunder Bay Chronicle-Journal in January – no article published as of time of this report</li><li>Minor inquiries submitted through the Project email and hotline were addressed</li></ul>	Ongoing
<b>Community Investment Program</b> <ul style="list-style-type: none"><li>Considering donation request from Dorion for fire truck upgrades and from Red Rock for signage promoting the "Live from the Rock Folk Festival"</li><li>Invitations to submit funding application for 2022 to be sent out in February</li></ul>	Ongoing



# Environment

Item	Status
<b>MNRF/MECP Detailed Project Plans and Permit Applications</b> <ul style="list-style-type: none"> <li>All WF DPPs and associated Permit Applications have been submitted and received</li> <li>All Conservation Reserve, Provincial Park DPPs have been submitted and accepted by MNRF</li> <li>MNRF and MECP approvals have been received for all WFs</li> </ul>	Complete
<b>Federal and Provincial Permit Applications</b> <ul style="list-style-type: none"> <li>Federal and provincial permit applications have been submitted and approved.</li> <li>MECP has issued the Overall Benefit Permit for Caribou and Bat Hibernacula, Letters of Authorization for Eastern Whip-poor-will and SAR Bat Maternity Roosts</li> <li>An amended permit has been approved by MECP to allow the construction of all season access roads within the Caribou zone and 10km buffer area</li> <li>DFO Letter of Approvals have been received for all WFs               <ul style="list-style-type: none"> <li>NAV Waters Authorizations have been approved</li> </ul> </li> </ul>	Complete
<b>Environmental Training/Kickoff</b> <ul style="list-style-type: none"> <li>Environmental Training completed with additional sessions to be added as-needed</li> </ul>	Ongoing on an as-needed basis
<b>Reclamation</b> <ul style="list-style-type: none"> <li>Reclamation Work Permits received for Work Fronts 1, 2, 3, 6, 7, 8, 9, and 10</li> <li>Bat roost installation complete in WF11</li> </ul>	Ongoing

# Operations

Item	Status
<p><b>Operationalize Commitments in the Leave to Construct</b></p> <ul style="list-style-type: none"> <li>• Current activities include:               <ul style="list-style-type: none"> <li>• Document control/management processes</li> <li>• <b>Final CFA document has been executed</b></li> <li>• Identification of existing applicable safety and process manuals</li> <li>• <b>Operations and maintenance office undergoing renovations to support operations team</b></li> <li>• Identification of access roads which will remain after reclamation for Operations activities</li> </ul> </li> </ul>	Ongoing
<p><b>Early Identification of Operations Support Resources</b></p> <ul style="list-style-type: none"> <li>• Preparation of Job Descriptions</li> </ul>	Ongoing
<p><b>Coordination with HONI</b></p> <ul style="list-style-type: none"> <li>• Discussions ongoing with HONI to regarding the negotiation of the Construction Cost Recovery Agreement, Connection Facilities Agreement and telemetry data</li> <li>• In-person visits remain on hold due to COVID</li> </ul>	Ongoing
<p><b>Identify All NERC/FERC Requirements</b></p> <ul style="list-style-type: none"> <li>• Task scheduled to begin 12 months prior to COD               <ul style="list-style-type: none"> <li>• Developing Transmission Vegetation Management Plan (TVMP)</li> <li>• Vegetation management survey completed by helicopter on 3/8/2022</li> </ul> </li> </ul>	On Track
<p><b>Establish Convenience Contract for Operations Support</b></p> <ul style="list-style-type: none"> <li>• Supercom executed the partnership agreement with Hydro One</li> <li>• Expect Hydro One as the GP to execute the agreement shortly</li> </ul>	Ongoing

# Land

Item	Status
<b>ROW and Access</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Access Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Overhead Crossings</b> <ul style="list-style-type: none"><li>No updates – work complete</li></ul>	Complete
<b>Other</b> <ul style="list-style-type: none"><li>Permits &amp; Agreement Renewals ongoing</li><li>Merchantable Timber &amp; Damage Settlements ongoing</li></ul>	Ongoing



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

May 13, 2022

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Construction Cost Update
  - Financing Update
- Financial Update
- Next Steps

# Indigenous

---

[REDACTED]

- The legal team for Bamkushwada has turned changes to the legal documents that reflect them buying into the project now for ~3%
- Oslers has met with NextEra to review and is now turning a mark up that will be sent to OMERS & Enbridge for review
  - Expect to set a meeting to walk through the mark up before sending back to Bamkushwada

# Construction Cost Update

---

- In depth analysis has taken place on the Valard's claims
- There are some outstanding clarifications needed from Valard, however the review has reduced the claim substantially
- Claim amounts generally fall into the following categories:
  - COVID Costs (hard costs & productivity losses)
  - Wildfires\*
  - Kama Cliffs Helicopter Program\*
  - White Lake Narrows Indigenous Reroute
  - Delay (initial delay in project start up due to slow issuance of permits and BZA judicial review)
- Next steps are to discuss with Quanta/Valard senior management the results of the review
- Anticipate payments being made to Valard this summer

\* Already paid by the partnership and reported to the OEB

# Financing Update

---

- Financing continues to be on hold while the Bamkushwada documents are being drafted and the general contractor change order is outstanding
- Progress continues with answering questions from lenders on permits and agreements in the data room



# Financial Update – April

Confidential - as of 4/30/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	995,054	-	(995,054)	603,353,800	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	(19,347)	-	19,347	29,702,417	26,929,260	31,571,265	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	191,293	-	(191,293)	22,859,339	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	431,121	-	(431,121)	20,607,487	23,830,512	23,330,512	-2%
7 Other Consultation	4,140	-	(4,140)	1,514,803	2,530,194	1,730,194	-32%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	14,851	-	(14,851)	5,453,157	5,405,078	5,505,078	2%
13 EWT Management	82,865	-	(82,865)	5,261,759	4,900,644	5,800,644	18%
<b>Total Project Spend</b>	<b>1,699,978</b>	<b>-</b>	<b>(1,699,978)</b>	<b>688,752,763</b>	<b>705,967,521</b>	<b>705,858,537</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	-	-	-	31,289,208	31,003,000	31,289,208	1%
<b>Total Construction Costs<sup>2</sup></b>	<b>1,699,978</b>	<b>-</b>	<b>(1,699,978)</b>	<b>720,041,971</b>	<b>736,970,521</b>	<b>737,147,745</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3,5</sup></b>	<b>1,699,978</b>	<b>-</b>	<b>(1,699,978)</b>	<b>760,291,472</b>	<b>777,180,521</b>	<b>777,397,246</b>	<b>0%</b>
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC forecast reflects actual through construction phase

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

5 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

# Next Steps

---

- Review of Bamkushwada equity documentation
- Continued review of Valard cost claims
- Next Board meeting scheduled – Friday June 10



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

June 10, 2022

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Construction Cost Update
  - Key Performance Indicators
- Financial Update
- Next Steps

# Indigenous

---

- NextBridge (Oslers) turned the legal documents back to Bamkushwada on May 25
- Bamkushwada (Stikemans) has responded and asked NextBridge to make amendments to the Implementation Agreement which we intend to keep in place
- Once Bamkushwada has reviewed NextBridge's May 25 comments on the LPA/SHA a call will be convened to walk through the agreements
  - Prior to this call, Oslers/NextBridge should meet internally

# Construction Cost Update

---

- NextEra is continuing to negotiate with Valard on the magnitude of their cost claims
- The OEB sent a letter to NextBridge requiring that NextBridge report to the OEB additional costs over the approved \$737M in its October quarterly report
- NextEra anticipates that it will have the cost claim dispute settled and paid for at that time

# Key Performance Indicators

---

- Recall from the rate case that NextBridge committed to reporting on the following indicators in its yearly submission to the OEB
  - OSHA Injuries per Year: Listing of number of injuries each year using the OSHA's definition of injury (Target: 0)
  - Return on Equity (ROE): NextBridge will utilize audited financial statements to calculate ROE. (Target: 8.34)
  - NERC Vegetation Compliance: NextBridge will report the number of violations as determined by FAC-003-004. (Target: 0)
  - OM&A Cost per Circuit Kilometer:  
 $\$4.74\text{M (total cost of approve OM\&A budget)} / 450\text{km} = \$10,533$
  - Average System Availability: Target: 99%
- The OEB decision also asked that NextBridge “targets for T-SAIDI and T-SAIFI shall be developed by NextBridge and reported annually in future years, working with Hydro One on a best efforts basis.”

# Financial Update – May

Confidential - as of 5/31/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	2,606,953	-	(2,606,953)	606,955,807	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	6,866	-	(6,866)	29,689,937	26,929,260	31,571,265	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	39,848	-	(39,848)	23,090,480	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	188,871	-	(188,871)	21,227,479	23,830,512	23,330,512	-2%
7 Other Consultation	30,154	-	(30,154)	1,549,097	2,530,194	1,730,194	-32%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	62,855	-	(62,855)	5,530,863	5,405,078	5,505,078	2%
13 EWT Management	76,200	-	(76,200)	5,420,824	4,900,644	5,800,644	18%
<b>Total Project Spend</b>	<b>3,011,746</b>	<b>-</b>	<b>(3,011,746)</b>	<b>693,464,487</b>	<b>705,967,521</b>	<b>705,858,537</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	-	-	-	31,289,208	31,003,000	31,289,208	1%
<b>Total Construction Costs<sup>2</sup></b>	<b>3,011,746</b>	<b>-</b>	<b>(3,011,746)</b>	<b>724,753,695</b>	<b>736,970,521</b>	<b>737,147,745</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3, 4, 5</sup></b>	<b>3,011,746</b>	<b>-</b>	<b>(3,011,746)</b>	<b>765,003,196</b>	<b>777,180,521</b>	<b>777,397,246</b>	<b>0%</b>
Developments Costs written off				(3,677,501)		(3,677,501)	

1 IDC forecast reflects actual through construction phase

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

5 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)



# Next Steps

---

- Review of Bamkushwada equity documentation
- Continued review of Valard cost claims
- Next Board meeting scheduled – Friday July 8



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

July 8, 2022

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION



# Agenda

---

- Key Discussion Items
  - Indigenous
  - Construction Cost Update
- Financial Update
- Next Steps

# Indigenous

---

- Drafts of the Shareholders and Partnership agreements were discussed with BLP lawyers on July 4
  - Both sides have takeaways in order to progress agreements
  - Negotiations remain amicable
- Changes to the Implementation Agreement have been made by Oslers and are due to BLP lawyers after approval from OMERS and Enbridge counsel
- All sides are working towards completing documentation in early August in order to progress the financing

# Construction Cost Update

---

- NextEra has landed on a cost claim settlement with Valard after a thorough review of back up documentation
- Collaboration of writeups for each category
- To be submitted into NextEra's payment system in the coming weeks
- Need to work on each organizational process to payment
  
- Have spoken with communications team to determine appropriate path to discussing externally (i.e. disclosing to Bamkushwada)

# Financial Update – June

Confidential - as of 6/30/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	(1,716,289)	-	1,716,289	605,239,518	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	(16,103)	-	16,103	29,673,834	26,929,260	31,571,265	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	298,873	-	(298,873)	23,389,353	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	25,992	-	(25,992)	21,253,471	23,830,512	23,330,512	-2%
7 Other Consultation	8,992	-	(8,992)	1,558,089	2,530,194	1,730,194	-32%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	20,457	-	(20,457)	5,551,320	5,405,078	5,505,078	2%
13 EWT Management	23,914	-	(23,914)	5,444,738	4,900,644	5,800,644	18%
<b>Total Project Spend</b>	(1,354,165)	-	1,354,165	692,110,322	705,967,521	705,858,537	0%
14 Interest During Construction (IDC) <sup>1</sup>	-	-	-	31,289,208	31,003,000	31,289,208	1%
<b>Total Construction Costs<sup>2</sup></b>	(1,354,165)	-	1,354,165	723,399,530	736,970,521	737,147,745	0%
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3,4</sup></b>	(1,354,165)	-	1,354,165	763,649,031	777,180,521	777,397,246	0%
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC forecast reflects actual through construction phase

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

4 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

# Next Steps

---

- Review of Bamkushwada equity documentation
- Progress respective organizational paths to Valard payment
- Next Board meeting scheduled – Friday August 12



NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

September 9, 2022

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION





# Agenda

---

- Key Discussion Items
  - Indigenous
- Financial Update
- Next Steps

# Indigenous

---

- [REDACTED]
- [REDACTED]
- Currently one of the First Nations has asked for a presentation to their counsel on the deal. Counsel for BLP is arranging the presentation
- BLP counsel will be doing the next turn of the agreements to reflect the business deal

# Financial Update – August

Confidential - as of 8/31/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance Bi(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	535,533	-	(535,533)	608,506,746	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	131,302	-	(131,302)	29,757,242	26,929,260	31,571,265	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	11,119	-	(11,119)	23,449,423	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	504,769	-	(504,769)	21,929,076	23,830,512	23,330,512	-2%
7 Other Consultation	24,071	-	(24,071)	1,596,125	2,530,194	1,730,194	-32%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	(15,983)	-	15,983	5,546,361	5,405,078	5,555,078	3%
13 EWT Management	65,038	-	(65,038)	5,546,636	4,900,644	5,800,644	18%
<b>Total Project Spend</b>	<b>1,255,849</b>	<b>-</b>	<b>(1,255,849)</b>	<b>696,331,609</b>	<b>705,967,521</b>	<b>705,908,537</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	-	-	-	31,289,208	31,003,000	31,289,208	1%
<b>Total Construction Costs<sup>2</sup></b>	<b>1,255,849</b>	<b>-</b>	<b>(1,255,849)</b>	<b>727,620,817</b>	<b>736,970,521</b>	<b>737,197,745</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3,5</sup></b>	<b>1,255,849</b>	<b>-</b>	<b>(1,255,849)</b>	<b>767,870,318</b>	<b>777,180,521</b>	<b>777,447,246</b>	<b>0%</b>
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC forecast reflects actual through construction phase

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

5 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

# Next Steps

---

- Finalization of BLP agreements
- Next Board meeting scheduled – Friday October 14

NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

October 14, 2022

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION

# Agenda

---

- Key Discussion Items
  - BLP Agreements
  - Michipicoten Update
  - Q3 Quarterly Report Filing
  - Meetings with Government October 19/20
- Financial Update
- Next Steps

# BLP Agreements

- Changes to the Shareholder, Limited Partnership and Implementation Agreements have been made by BLP counsel and sent to NextBridge partners for review on September 9
- NextBridge has further redlined agreements and are ready to send back to BLP counsel once Credit Agreement is reviewed and marked – [REDACTED]
- Revised Credit Agreement was circulated by BLP's legal counsel on September 30 and NB is in the process of reviewing
- Determine calculations for [REDACTED] buy-in and share with Tom Garner
- All sides are working towards completing documentation in Q4 2022 in order to progress the financing

# Michipicoten Update

---

- Working with Michipicoten this week to complete a third-party, post construction environmental field assessment with AECOM on the 11 km of ROW located on reserve lands
- Identifying areas that require reclamation activities and creating a work plan to remobilize crews in October to complete
- AECOM's on-site assessment will be completed October 14



# Q3 Quarterly Report Filing

---

- Quarterly Report for Q3 will be filed with the OEB by October 22, 2022 due date
  - Requesting that this be the last filed quarterly report even though minimal reclamation efforts remain
- NextEra finalizing draft and will send to partners for review early the week of October 17<sup>th</sup>

# Meetings with Government October 19/20

---

- Briefings set up with ministries on October 19<sup>th</sup> and 20<sup>th</sup> to brief their offices on cost overages which will be filed in the Q3 report
  - All meetings virtual and will be high-level
- October 19: Minister of Energy Office
  - David Donovan, Chief of Staff
  - Tyler Lively, Deputy Chief of Staff / Director of Policy
- October 20: Minister of Energy Office
  - Karen Moore, Assistant Deputy Minister
- October 20: Minister of Indigenous Affairs Office
  - Emily Vassos, Chief of Staff

# Financial Update – October

Confidential - as of 9/30/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	2,723,075	-	(2,723,075)	611,229,821	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	191,636	-	(191,636)	29,948,879	26,929,260	31,571,265	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	62,555	-	(62,555)	23,511,978	20,211,000	23,753,555	18%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	46,037	-	(46,037)	21,975,113	23,830,512	23,330,512	-2%
7 Other Consultation	9,714	-	(9,714)	1,605,840	2,530,194	1,730,194	-32%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	24,580	-	(24,580)	5,570,941	5,405,078	5,571,078	3%
13 EWT Management	101,491	-	(101,491)	5,648,127	4,900,644	5,800,644	18%
<b>Total Project Spend</b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>699,490,698</b>	<b>705,967,521</b>	<b>706,024,537</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	-	-	-	31,289,208	31,003,000	31,289,208	1%
<b>Total Construction Costs<sup>2</sup></b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>730,779,906</b>	<b>736,970,521</b>	<b>737,313,745</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3,5</sup></b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>771,029,407</b>	<b>777,180,521</b>	<b>777,563,246</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC forecast reflects actual through construction phase  
 2 On the record (EB-2017-0182)  
 3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report  
 4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021  
 4 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

# Next Steps

---

- Legal review of BLP Credit Agreement comments
  - Will send redlines to all agreements to BLP once complete
- Meetings with Minister of Energy and Indigenous Affairs offices
- File OEB Q3 Quarterly Report by October 22
- Next Board meeting – Week of November 14
  - Discuss best date/time for all teams

NextBridge Infrastructure is comprised  
of three established brands in the  
energy industry

# NextBridge Infrastructure Meeting of the Board of Directors

December 19, 2022

PRIVILEGED AND CONFIDENTIAL  
PREPARED IN ANTICIPATION OF LITIGATION

# Agenda

---

- Key Discussion Items
  - BLP Agreements
  - Michipicoten Update
  - Q4 Quarterly Report Filing
- Financial Update
- Next Steps

# BLP Agreements

---

- Finalizing documents with BLP; no outstanding issues
- Plan to utilize previously-drafted Distribution Policy (circa 2016); requires minor change to LPA
- NextEra sent sample calculations for BLP buy-in to Tom Garner on December 7, 2022; Tom responded with inquiries on December 12, 2022; NextEra working to respond
- All sides are working towards completing documentation in Q4 2022 in order to progress the financing
  - Plan to have parties execute agreements and hold in escrow until financing is closed

# Michipicoten Update

- AECOM completed the third-party, post construction environmental field assessment on the 11 km of ROW located on reserve lands as scheduled before the winter weather arrived
- They have Identified the areas that require reclamation activities and have created a work plan to remobilize crews in to complete
- AECOM's final field report has been reviewed by NextEra's environmental team as well as Atwell Consulting our third-party environmental firm overseeing compliance on reclaim
- Report was submitted to Michipicoten on November 13, 2022 for review and call is set up for November 25, 2022 to walk the Community through the report



# OEB Filings

- Q4 Quarterly Report Filing
  - OEB sent a reply letter on November 8, 2022, directing NextBridge to file quarterly reports until reclaim is fully complete
  - Plan is to file Q4 Quarterly Report in early 2023
- Received 2023 Rate Adjustment Order
  - Filed application on September 12, 2022
  - Order received November 24, 2022, approving application as filed
  - Approved application for \$54.0 MM revenue requirement for 2023, representing an increase of 1.7% over 2022

# Financial Update – November Carryover

Confidential - as of 11/30/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>1,490,952</b>	-	<b>(1,490,952)</b>	<b>613,459,882</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>(58,579)</b>	-	<b>58,579</b>	<b>29,975,433</b>	<b>26,929,260</b>	<b>31,571,265</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>4,984</b>	-	<b>(4,984)</b>	<b>23,620,100</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
<b>4 Land Rights (excludes Aboriginal)</b>	<b>240,560</b>	-	<b>(240,560)</b>	<b>22,631,715</b>	<b>23,830,512</b>	<b>23,330,512</b>	<b>-2%</b>
<b>7 Other Consultation</b>	<b>(1,300)</b>	-	<b>1,300</b>	<b>1,611,940</b>	<b>2,530,194</b>	<b>1,714,194</b>	<b>-32%</b>
<b>11 Contingency</b>	<b>-</b>	-	<b>-</b>	<b>-</b>	<b>49,399,445</b>	<b>-</b>	<b>-100%</b>
<b>12 Regulatory</b>	<b>(10,496)</b>	-	<b>10,496</b>	<b>5,544,463</b>	<b>5,405,078</b>	<b>5,571,078</b>	<b>3%</b>
<b>13 EWT Management</b>	<b>(22,526)</b>	-	<b>22,526</b>	<b>5,673,300</b>	<b>4,900,644</b>	<b>5,800,644</b>	<b>18%</b>
<b>Total Project Spend</b>	<b>1,643,595</b>	-	<b>(1,643,595)</b>	<b>702,516,833</b>	<b>705,967,521</b>	<b>705,908,537</b>	<b>0%</b>
<b>14 Interest During Construction (IDC)<sup>1</sup></b>	<b>-</b>	-	<b>-</b>	<b>31,289,208</b>	<b>31,003,000</b>	<b>31,289,208</b>	<b>1%</b>
<b>Total Construction Costs<sup>2</sup></b>	<b>1,643,595</b>	-	<b>(1,643,595)</b>	<b>733,806,041</b>	<b>736,970,521</b>	<b>737,197,745</b>	<b>0%</b>
<b>Development Costs</b>	<b>-</b>	-	<b>-</b>	<b>34,918,252</b>	<b>40,210,000</b>	<b>34,918,252</b>	<b>N/A</b>
<b>Development for Construction Consideration</b>	<b>-</b>	-	<b>-</b>	<b>5,331,249</b>	<b>-</b>	<b>5,331,249</b>	<b>N/A</b>
<b>Grand Total<sup>3 5</sup></b>	<b>1,643,595</b>	-	<b>(1,643,595)</b>	<b>774,055,542</b>	<b>777,180,521</b>	<b>777,447,246</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC forecast reflects actual through construction phase

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

4 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

# Next Steps

---

- Formalize distribution policy document and send to partners for review; finalize with BLP
- Finalize all other BLP documents in December 2022
- File OEB Q4 Quarterly Report in early 2023
- Start preparing filing for additional rate recovery
- Next Board meeting
  - Discuss best date/time for all teams

## NEXTBRIDGE INFRASTRUCTURE LP CAPITAL CALL NOTICE

- TO:** NextEra Energy NextBridge Holding, ULC (“NextEra”)
- AND TO:** Enbridge Inc. (“Enbridge”)
- AND TO:** Borealis NB Holdings Inc. (“Borealis”)
- RE:** Third Amended and Restated Limited Partnership Agreement between and among NextEra, Enbridge, Borealis and Upper Canada Transmission, Inc., dated July 31, 2017 (the “Partnership Agreement”) in respect of NextBridge Infrastructure LP (the “Partnership”)

**WHEREAS** capitalized terms used herein but not defined have the meanings set forth in the Partnership Agreement;

**AND WHEREAS** each of NextEra, Enbridge and Borealis has agreed to contribute to the capital of the Partnership, upon notice by the General Partner, an amount not to exceed its Pro Rata Portion of the Called Amount;

**NOW THEREFORE**, pursuant to Sections 11.1 and 11.2 of the Partnership Agreement, the General Partner hereby irrevocably notifies each of NextEra, Enbridge and Borealis, as applicable, as follows:

1. The General Partner requires the following Capital Contributions be made to the Partnership on September 14, 2022, such date being the Call Date:


<u>Partner</u>	<u>Amount</u>	<u>Total Issued Units Prior to Call Date</u>	<u>Call Date Units</u>	<u>Total Issued Units Following Call Date</u>
NextEra	CAD\$60,000,000	382.010	60	442.010
Enbridge	CAD\$30,000,000	191.005	30	221.005
Borealis	CAD\$30,000,000	191.005	30	221.005

and each of NextEra, Enbridge and Borealis, are hereby directed to pay such amounts on or before the Call Date to the account described in the attached Schedule A.

2. The applicable issuance price per Unit in respect of the Capital Contributions is \$1,000,000.
3. By contributing its applicable Capital Contribution on the Call Date, each Limited Partner hereby irrevocably waives the ten (10) Business Days advance notice requirement in Section 11.2.3 of the Partnership Agreement.

**IN WITNESS WHEREOF** the General Partner has executed and delivered this Capital Call Notice as of the 31st day of August, 2022.

**NEXTBRIDGE INFRASTRUCTURE LP**  
by Upper Canada Transmission, Inc., its general partner

Per:   
Name: Jennifer Tidmarsh  
Title: Project Director

**SCHEDULE A**

**ACCOUNT DETAILS**

Bank: [REDACTED]

Bank Address: [REDACTED]

Account Name: NextBridge Infrastructure LP

Account #: [REDACTED]

ABA #: [REDACTED]

SWIFT: [REDACTED]

Bank #: [REDACTED]

Transit #: [REDACTED]

Reference: NextBridge Infrastructure LP Capital Contribution



## Board of Directors Meeting Minutes

Meeting date:	<b>February 11, 2022</b>	Meeting Location:	<b>Teleconference</b>
Subject:	<b>Monthly Board Meeting</b>	Written by:	<b>N. Kluge</b>
Signature:	_____		

<b>PRESENT:</b>	
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge - Board Director and Project Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>N. Kluge</b>	<b>NextBridge – Observer</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>REGRETS:</b>	
<b>S. Gupta</b>	<b>Enbridge - Observer</b>
<b>M. Gottschling</b>	<b>OMERS - Observer</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>GUESTS:</b>	



## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	The meeting commenced @ 3:30 pm EST.	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>Indigenous Relations</li> <li>Hydro One</li> <li>Kama Cliffs</li> <li>Financial Update</li> <li>Development Dashboard</li> <li>Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>Facing challenges from HONI with outstanding agreement since October, working with new contact from HONI to move forward</li> <li>HONI has been unable to secure partnership with Supercom for O&amp;M services, has been ongoing for 1.5 years to provide indigenous support. Jen T now involved to facilitate partnership</li> <li>Alternate option to sign with BLP if unable to sign with Supercom</li> </ul> <p>Question- Are Supercom not part of BLP?            Answer- BLP owns Supercom</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	
4.	<b>HONI</b> <ul style="list-style-type: none"> <li>Due to COVID and supply chain issues, having trouble securing circuits and routers. Estimated to be resolved mid-April</li> <li>Technical solution for this exists with HONI, but having difficulties reaching agreement. IESO and Ministry of Energy have been notified</li> </ul> <p>Question- What happens if the equipment is further delayed? Will this affect COD?            Answer- No, this will not affect COD. COD is still 3/31</p>	

**Commented [KN1]:** Some of these overlap with HONI so I separated based on the indigenous component

**Commented [KN2]:** Added this section as there were many discussions revolving around HONI





### Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
5.	<b>Kama Cliffs</b> <ul style="list-style-type: none"><li>No update</li></ul>	

DRAFT



Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
6.	<p><b>Financial Update</b></p> <p>Overall spend for December 2021 was \$11MM versus forecast of \$13MM</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>12MM variance           <ul style="list-style-type: none"> <li>9.5MM due to reclass of Site Remediation Yards cost to Site Rem Line (Part of EPC contract, so came through in actuals here, reclassified down to Site Rem Line to align with budget/forecast)</li> <li>2.5MM due to timing of spend</li> </ul> </li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>(\$9.5MM) due to reclass of Site Remediation Yards cost to Site Rem Line (Part of EPC contract, so came through in actuals E&amp;C, reclassified down to Site Rem Line to align with budget/forecast)</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>Timing of fees</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>No variance</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>Q1 2022 rate will be 2.72 (up from 2.29)</li> </ul> <p><b>Cash call for January 2022</b></p> <ul style="list-style-type: none"> <li>Next week 2/15/22</li> </ul> <p>We are preparing a presentation for the rating agency alongside Carly, going to DBRS. A draft has been provided to TD for review. The data room has been populated for the financiers with the land agreements, EPC agreements, change orders, O&amp;M agreement, rate case etc.</p> <p>Question- Is S&amp;L still coming to site? When is it?</p> <p>Answer- Yes, S&amp;L will be on site 2/21</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	



## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
	<b>Financial table reviewed and can be found in Attachment A</b>	
7.	<b>Development Dashboard</b> <ul style="list-style-type: none"><li>The development dashboard was presented and discussed</li><li>To have continued meetings on finance</li></ul>	
8.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"><li>Safety: See Monthly Construction Report</li><li>Environmental: See Monthly Construction Report</li></ul>	
9.	<b>Next Steps</b> <ul style="list-style-type: none"><li>Continue construction</li><li>Next Board meeting schedule – Friday, March 11<sup>th</sup>, 2021</li></ul>	
10.	<b>Appendix Review</b>	
11.	<ul style="list-style-type: none"><li>The meeting was adjourned @ 3:47 pm EST. Next meeting is scheduled to be held on March 11<sup>th</sup>, 2022.</li></ul>	

DRAFT



## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
November 12, 2021	<ul style="list-style-type: none"> <li>Further discussion required on the impact of post-COD reclamation activities on financing next summer</li> </ul>	Complete
December 10, 2021	<ul style="list-style-type: none"> <li>Need comments back from Enbridge on Operations Agreement before execution. Will need to be sent to OEB when complete.</li> <li>Operations agreement awaiting signature by Enbridge and OMERS</li> </ul>	In-Progress

**Commented [KN3]:** Discussed on this call, please confirm if closed

**Commented [TJ4R3]:** Closed

**Commented [KN5]:** Is this complete?

**Commented [TJ6R5]:** Complete

DRAFT



## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 1/31/2022	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>(704,304)</b>	<b>10,962,454</b>	<b>11,666,758</b>	<b>591,397,385</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>9,584,208</b>	<b>18,056</b>	<b>(9,576,152)</b>	<b>29,363,994</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>333,185</b>	<b>349,204</b>	<b>16,019</b>	<b>22,244,216</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	158,881	58,281	(100,600)	20,008,979	23,830,512	23,830,512	0%
7 Other Consultation	11,428	42,350	30,922	1,487,449	2,530,194	2,030,194	-20%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	14,161	4,654	(9,507)	5,386,541	5,405,078	5,405,078	0%
13 EWT Management	101,984	32,607	(69,377)	5,101,442	4,900,644	5,400,644	10%
<b>Total Project Spend</b>	<b>9,509,542</b>	<b>11,467,605</b>	<b>1,958,063</b>	<b>674,990,007</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,590,367	1,590,367	-	28,166,230	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>11,099,908</b>	<b>13,057,972</b>	<b>1,958,063</b>	<b>703,156,236</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3 5</sup></b>	<b>11,099,908</b>	<b>13,057,972</b>	<b>1,958,063</b>	<b>743,405,737</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecast as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecast at YE2020

5 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

## Board of Directors Meeting Minutes

Meeting date	<b>March 11, 2022</b>	Meeting Location:	<b>Teleconference</b>
Subject:	<b>Monthly Board Meeting</b>	Written by:	<b>N. Kluge</b>
Signature			

<b>PRESENT:</b>	
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>J. Tidmarsh</b>	<b>NextBridge - Board Director and Project Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>N. Kluge</b>	<b>NextBridge – Observer</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>V. Scrima</b>	<b>NextEra - Director</b>
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>M. Gottschling</b>	<b>OMERS - Observer</b>
<b>REGRETS:</b>	
<b>S. Guptar</b>	<b>Enbridge - Observer</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>GUESTS:</b>	

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:30 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Indigenous Relations</li> <li>• Hydro One</li> <li>• Kama Cliffs</li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• No updates</li> </ul>	
4.	<b>HONI</b> <ul style="list-style-type: none"> <li>• HONI has managed to secure partnership with Supercom</li> <li>• NextBridge will sign operations agreement with HONI in the coming weeks               <ul style="list-style-type: none"> <li>• Will only be provided 1 week to review and sign</li> </ul> </li> </ul>	
5.	<b>Kama Cliffs</b> <ul style="list-style-type: none"> <li>• Work complete</li> </ul>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
6.	<p><b>Financial Update</b></p> <p>Overall spend for February 2022 was \$16MM versus forecast of \$12MM. One more month until COD, will still be spending following COD (Reclaim)</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>• <u>\$</u>3MM variance           <ul style="list-style-type: none"> <li>• Due to timing of spend</li> </ul> </li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>• No variance</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>• No variance</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>• No variance</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>• No variance</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>• No variance</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>• No variance</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>• Overall <u>\$</u>2.72, Q2 rate not out yet</li> </ul> <p><b>Cash call for March 2022</b></p> <ul style="list-style-type: none"> <li>• Next week 3/16/22</li> <li>• Had call with ratings agency (DBRS) to introduce project, they are familiar with the IESO/OEB structure           <ul style="list-style-type: none"> <li>• Have another call in the coming weeks to discuss financial models</li> </ul> </li> <li>• Preparing to file application with OEB and transfer license from Upper Canada Transmission to NextBridge</li> <li>• Met with BLP financing lawyer           <ul style="list-style-type: none"> <li>• [REDACTED]</li> <li>• [REDACTED]</li> <li>• Already <u>\$</u>30MM additional from MNRF fire shutdown and Kama Cliffs</li> <li>• Only setup for <u>\$</u>737MM</li> <li>• [REDACTED]</li> <li>• [REDACTED]</li> </ul> </li> </ul>	



Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>Question- Do we know how other projects are dealing with it?</p> <p>Answer- We have a meeting with [REDACTED] <a href="#">Oslers</a> to learn more about this. We will also arrange a separate call so partners can ask questions</p> <p>Question- Can we [partners] join the first call with [REDACTED] <a href="#">Oslers</a></p> <p>Answer- Yes, we will send you the invite and you can join if you are available</p> <ul style="list-style-type: none"> <li>• [REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> </ul> <p>Question- Have we decided <del>when we are going to pay on</del> the <a href="#">10% holdback retention</a> for Valard?</p> <p>Answer- We want to see the full Valard cost package before it is released</p> <p>Question- When will we start assuming revenue? When will we start getting paid revenue?</p> <p>Answer- Will start recognizing 4/1, expecting paid revenue May-June. OEB plans on calculations for UTR to be submitted sometime in April. Settlements to be completed end of month <a href="#">of May</a>.</p> <p>Question- Do we want to have a call to determine how distributions and cash management will be handled? <del>It may be difficult for the first year</del></p> <p>Answer- Yes, but can we put this on hold for a few weeks? Financing is exceptionally complicated and would like to focus on it for the time being</p> <p>Question- When will an opening ceremony be held?</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<p>Answer- Minister Rickford (no longer the <del>minister</del> Minister of <del>energy</del> Energy) may want to come up in April for a press conference and we are still trying to figure out if this will happen. The official partner celebration will be held in May.</p> <p><b>Financial table reviewed and can be found in Attachment A</b></p>	
7.	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> <li>To have continued meetings on finance</li> </ul>	
8.	<p><b>Non-Compliance Incident Reporting</b></p> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul>	
9.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li><u>Line construction complete</u></li> <li>Energization 3/22</li> <li>Reclamation to resume Q2 2022</li> <li>Next Board meeting schedule – Friday, March 11<sup>th</sup>, 2021</li> </ul>	
10.	<p><b>Appendix Review</b></p>	
11.	<ul style="list-style-type: none"> <li>The meeting was adjourned @ 4:00 pm EST. Next meeting is scheduled to be held on April 8<sup>th</sup>, 2022.</li> </ul>	

## Board of Directors Meeting Minutes

### Running Action Item List

BOARD MEETING	ACTION ITEM	COMPLETED
	•	

DRAFT

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 2/28/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>13,457,987</b>	<b>10,162,304</b>	<b>(3,295,684)</b>	<b>604,855,373</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>72,961</b>	<b>18,056</b>	<b>(54,906)</b>	<b>29,438,672</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>351,767</b>	<b>429,204</b>	<b>77,437</b>	<b>22,895,983</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	325,809	58,281	(267,528)	20,334,789	23,830,512	23,830,512	0%
7 Other Consultation	14,070	84,350	70,280	1,501,520	2,530,194	2,030,194	-20%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	22,210	4,654	(17,556)	5,408,751	5,405,078	5,405,078	0%
13 EWT Management	119,863	8,951	(110,912)	5,221,305	4,900,644	5,400,644	10%
<b>Total Project Spend</b>	<b>14,364,669</b>	<b>10,765,799</b>	<b>(3,598,870)</b>	<b>689,656,391</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,681,886	1,681,886	-	29,917,396	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>16,046,555</b>	<b>12,447,685</b>	<b>(3,598,870)</b>	<b>719,573,787</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3 6</sup></b>	<b>16,046,555</b>	<b>12,447,685</b>	<b>(3,598,870)</b>	<b>759,823,288</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2020

5 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

## Board of Directors Meeting Minutes

Meeting date <b>April 8, 2022</b>	Meeting Location: <b>Teleconference</b>
Subject: <b>Monthly Board Meeting</b>	Written by: <b>N. Kluge</b>
Signature _____	

<b>PRESENT:</b>	
<b>J. Tidmarsh</b>	<b>NextBridge - Board Director and Project Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>N. Kluge</b>	<b>NextBridge – Observer</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>M. Gottschling</b>	<b>OMERS - Observer</b>
<b>REGRETS:</b>	
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>S. Gupta</b>	<b>Enbridge - Observer</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>
<b>GUESTS:</b>	

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:30 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Indigenous Relations</li> <li>• Hydro One</li> <li>• Kama Cliffs</li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• BLP Preparing for buy-in</li> <li>• Will submit no-interest loan application</li> <li>• Changes to the LPA/USA are expected</li> <li>• Propose to get on call with Oslers to discuss</li> <li>• Instead of seeking financing, they intend to present letter to minister for a grant</li> </ul> <p>[Question] When is [the loan document] expected?</p> <p>[Answer] Should receive the loan document today and the LPA/USA will hopefully be distributed next week</p>	
4.	<b>HONI</b> <ul style="list-style-type: none"> <li>• No update</li> </ul>	

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
5.	<b>Kama Cliffs</b> <ul style="list-style-type: none"><li>• Work complete</li></ul>	

DRAFT

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
6.	<p><b>Financial Update</b></p> <p>Overall spend for current month is skewed from plan. Remainder of costs were to show up in March, will now extend out. Actual spend was \$1.5MM due to truing up E&amp;C</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>• Credit due to Valard billing</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>• Rest of dollars loaded into last month, not accurate from spend perspective</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>• Rest of dollars loaded into last month, not accurate from spend perspective</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>• Rest of dollars loaded into last month, not accurate from spend perspective</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>• Small actuals due to timing of spend</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>• Small actuals due to timing of spend</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>• Small actuals due to timing of spend</li> </ul> <p><b>IDC</b></p> <p><b>Cash call for April 2022</b></p> <ul style="list-style-type: none"> <li>• A date will be put on the calendar shortly</li> <li>• Negotiations for change orders are currently with Valard</li> <li>• Had meetings last week with Enbridge representative included</li> <li>• \$250MM requested from Valard</li> <li>• We are comfortable with hard costs but are further reviewing costs due to productivity losses etc.</li> <li>• All of this information will be fully presented to the partners soon and it is expected that Valard will need to absorb some of this cost</li> </ul> <p>[Question] When is this discussion expected?</p> <p>[Answer] We were promised the information would be presented to us today by Valard. After review, we will have further discussions with the project management team and will follow up with the partners next week. \$5MM has already been removed during invoice review.</p>	



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<ul style="list-style-type: none"> <li>White Lake Narrows cost needs to be further negotiated with Valard</li> <li>Need to discuss how/when to pay</li> </ul>	
7.	<b>Development Dashboard</b> <ul style="list-style-type: none"> <li>The development dashboard was presented and discussed</li> <li>To have continued meetings on finance</li> </ul>	
8.	<b>Non-Compliance Incident Reporting</b> <ul style="list-style-type: none"> <li>Safety: See Monthly Construction Report</li> <li>Environmental: See Monthly Construction Report</li> </ul>	
9.	<b>Next Steps</b> <ul style="list-style-type: none"> <li><u>Line construction and energization complete</u></li> <li>Construction items have been removed from the deck</li> <li>Plan to continue with monthly board meetings</li> <li>BLP Equity</li> <li>Financing Plans</li> </ul>	
10.	<b>Appendix Review</b>	
11.	<ul style="list-style-type: none"> <li>The meeting was adjourned @ 3:49pm EST. Next meeting is scheduled to be held on May 13<sup>th</sup>, 2022.</li> </ul>	

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 3/31/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>(1,501,573)</b>	<b>10,630,179</b>	<b>12,131,752</b>	<b>603,353,800</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>266,914</b>	<b>2,160,769</b>	<b>1,893,855</b>	<b>29,702,417</b>	<b>26,929,260</b>	<b>31,550,162</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>683,356</b>	<b>1,384,117</b>	<b>700,761</b>	<b>22,859,339</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	272,699	2,924,780	2,652,081	20,607,487	23,830,512	23,830,512	0%
7 Other Consultation	13,283	927,223	913,939	1,514,803	2,530,194	2,030,194	-20%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	44,407	22,268	(22,138)	5,453,157	5,405,078	5,405,078	0%
13 EWT Management	40,455	(140,146)	(180,601)	5,261,759	4,900,644	5,400,644	10%
<b>Total Project Spend</b>	<b>(180,460)</b>	<b>17,909,190</b>	<b>18,089,650</b>	<b>688,752,763</b>	<b>705,967,521</b>	<b>706,137,434</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	1,644,479	1,644,479	-	31,289,208	31,003,000	31,003,000	0%
<b>Total Construction Costs<sup>2</sup></b>	<b>1,464,018</b>	<b>19,553,668</b>	<b>18,089,650</b>	<b>720,041,971</b>	<b>736,970,521</b>	<b>737,140,434</b>	<b>0%</b>
Development Costs	-	-		34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-		5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3 6</sup></b>	<b>1,464,018</b>	<b>19,553,668</b>	<b>18,089,650</b>	<b>760,291,472</b>	<b>777,180,521</b>	<b>777,389,935</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC has not been reforecasted as interest rates will vary based on the OEB prescribed rates

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

5 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

## Board of Directors Meeting Minutes

Meeting date	<b>May 13, 2022</b>	Meeting Location:	<b>Teleconference</b>
Subject:	<b>Monthly Board Meeting</b>	Written by:	<b>N. Kluge</b>
Signature			

<b>PRESENT:</b>	
<b>J. Tidmarsh</b>	<b>NextBridge - Board Director and Project Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>N. Kluge</b>	<b>NextBridge – Observer</b>
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>M. Gottschling</b>	<b>OMERS - Observer</b>
<b>L. Jehn</b>	<b>Enbridge</b>
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>REGRETS:</b>	
<b>S. Gupta</b>	<b>Enbridge - Observer</b>
<b>D. Tenan</b>	<b>NextBridge - Engineering and Construction Director</b>

## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:30 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Indigenous Relations</li> <li>• Financial Update</li> <li>• Development Dashboard</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <div style="background-color: black; height: 15px; width: 100%; margin-bottom: 5px;"></div> <div style="background-color: black; height: 15px; width: 15%; margin-bottom: 5px;"></div> <ul style="list-style-type: none"> <li>• Agreements have been sent over from BLP’s council.               <ul style="list-style-type: none"> <li>• NEE’s lawyer has been reviewing the document with Oslers;</li> <li>• No major concerns so far;</li> <li>• Oslers will review and send to OMERS &amp; Enbridge; and</li> <li>• May send directly to BLP to speed up process with a note mentioning the agreement has not been reviewed by the partners.                   <ul style="list-style-type: none"> <li>○ Enbridge requests Oslers to send the agreement to NextBridge and have a conversation with the Partners before BLP has a chance to review</li> </ul> </li> </ul> </li> <li>• Osler’s has just recently provided a budget for the work to amend the agreements.</li> <li>• It is expected the agreements should arrive in the next week or so.</li> </ul>	

## Board of Directors Meeting Minutes

### 4. Financial Update

Put all costs through 3/31. Some of these costs continue to trickle in such as reclamation which is expected to continue into October.

**No variances of note.**

#### Cash call for May 2022

- Have not seen cash in from OEB, should be mid-month. Will determine if cash call is required at a later date and a notification will be sent.
- Continuing to work with Valard to review construction costs.
- Was originally \$247MM currently looking at reducing this substantially.
- Current proposed buckets:
  - COVID hard costs
  - Productivity losses related to COVID
  - Wildfires
  - Kama Cliffs
  - White Lake Narrows
  - Standby costs from the delay at the start of project
- NextEra is continuing to negotiate directly with Quanta (Valard).
  - Further meetings to be held in the next week or two.
- Once NextEra is close to an agreement on costs, will have a board meeting for further discussion. included, the regulatory team etc.

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
	<p>Question - Out of the \$247MM are the payments for Kama Cliffs already included? Answer- Correct</p> <p>Question- Do we know of the approximate timing on this? Answer- We are pushing for this summer, definitely not in May.</p> <ul style="list-style-type: none"> <li>• Financing is on hold until we sort through the agreement with BLP and costs with Valard.</li> <li>• We continue to work with the lenders to establish ratings.               <ul style="list-style-type: none"> <li>○ Plan is to have everything in place for financing once BLP &amp; Valard are sorted out.</li> </ul> </li> </ul> <p>Question- Are we concerned with the timing of finance? Rate increases etc. Answer- We are unable to move forward without sorting out the outstanding issues with BLP and Valard.</p>	
5.	<p><b>Development Dashboard</b></p> <ul style="list-style-type: none"> <li>• The development dashboard was presented and discussed.</li> <li>• To have continued meetings on finance.</li> </ul>	
6.	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• BLP Equity</li> <li>• Financing Plans</li> <li>• Valard Costs</li> </ul>	
7.	<p><b>Appendix Review</b></p>	

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
8.	<ul style="list-style-type: none"><li>The meeting was adjourned @ 3:48pm EST. Next meeting is scheduled to be held on June 10<sup>th</sup>, 2022.</li></ul>	

DRAFT



## Board of Directors Meeting Minutes

Meeting date	<b>June 10, 2022</b>	Meeting Location:	<b>Teleconference</b>
Subject:	<b>Monthly Board Meeting</b>	Written by:	<b>Jordyn Frank</b>
Signature			

<b>PRESENT:</b>	
<b>J. Tidmarsh</b>	<b>NextBridge - Board Director and Project Director</b>
<b>L. Vadlamudi</b>	<b>Enbridge - Director</b>
<b>L. Jehn</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>L. Wilkins</b>	
<b>M. Gottschling</b>	<b>OMERS - Observer</b>
<b>REGRETS:</b>	
<b>B. Walding</b>	<b>NextEra – Director</b>
<b>A. Kobzev</b>	<b>OMERS - Director</b>
<b>GUESTS:</b>	



## Board of Directors Meeting Minutes

### Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 3:30 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Indigenous</li> <li>• Construction Cost Update</li> <li>• Key Performance Indicators</li> <li>• Financial Update</li> <li>• Next Steps</li> </ul>	
3.	<b>Indigenous Relations</b> <ul style="list-style-type: none"> <li>• NextBridge turned the legal documents back to Bamkushwada on May 25</li> <li>• Bamkushwada asked NextBridge to make amendments to the Implementation Agreement which we intend to keep in place</li> <li>• Once Bamkushwada has reviewed NextBridge’s May 25 comments on the LPA/SHA a call will be convened to walk through the agreements               <ul style="list-style-type: none"> <li>- Prior to this call, NextBridge/Oslers should meet internally</li> </ul> </li> </ul> <p>Q: None</p>	
4.	<b>Construction Cost Update</b> <ul style="list-style-type: none"> <li>• NextEra is continuing to negotiate with Valard on the magnitude of their cost claims</li> <li>• The OEB sent a letter to NextBridge requiring that they report to the OEB additional costs over the approved \$737M in its October quarterly report</li> <li>• NextEra anticipates that it will have the cost claim dispute settled and paid for at that time</li> </ul> <p>Q: None</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
5.	<p><b>Key Performance Indicators</b></p> <ul style="list-style-type: none"> <li>• NextBridge committed to reporting on the following indicators in its yearly submission to the OEB:               <ul style="list-style-type: none"> <li>- OSHA injuries per year (Target 0)</li> <li>- Return of Equity (ROE) (Target 8.34)</li> <li>- NERC Vegetation Compliance (Target 0)</li> <li>- OM&amp;A Cost per Circuit Kilometer: \$4.74 M (total cost of approved OM&amp;A budget) / 450km = \$10,533</li> <li>- Average system Availability (Target 99%)</li> </ul> </li> <li>• OEB also asked that NextBridge “targets for T-SAISI and T-SAIFI be developed by NextBridge and reported annually in future years, working with Hydro One on a best efforts basis</li> </ul> <p>Q: Anything OMERS would like to add            A: system availability one would be good to understand on a quarterly basis</p> <p>Q: With respect to netting, we previously talked about timing issues, if something is really out of line we should talk about it before the netting happens. (in respect to net cost)            A: Already something we would do. Quarterly makes sense with timing shifts. But if something out of the ordinary comes up we would report it on a timely basis.</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
6.	<p><b>Financial Update</b></p> <p>Overall spend for May 2022 was \$3M. Total project spend is at \$693M and we have to get to \$705M.</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p>-Working to put together quarterly views</p> <p>-Looked at cash yesterday, we are completely fine on cash needs</p> <p>Q: When is the first payment expected for OEB?</p> <p>A: The first payment came in from the IESO last month and was approximately \$4.5 M</p> <p>Q: It looks like were not accruing IDC anymore, worried we could have elevated earnings.</p> <p>A: we owe back customer any interest in cost of debt. We are in an over recovered position. We are not paying any interest. We are booking with an over under recovery. It doesn't impact our recovering as much. We are creating a regulatory reliability. We are neutralizing revenue.</p> <p>Q: Possible to see a balance sheet?</p> <p>A: Quarterly we will show you the financials.</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<p><b>Financial table reviewed and can be found in Attachment A</b></p>	
<p><b>9.</b></p>	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• Review of Bamkushwada equity documentation</li> <li>• Continued review of Valard cost claims</li> <li>• Next Board meeting schedule – Friday, July 8<sup>th</sup>, 2022</li> </ul>	
<p><b>10.</b></p>	<p><b>Appendix Review</b></p>	
<p><b>11.</b></p>	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @ 3:30 PM EST. Next meeting is scheduled to be held on July 8<sup>th</sup>, 2022.</b></li> </ul>	

## Board of Directors Meeting Minutes

---

DRAFT

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 5/31/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>2,606,953</b>	-	<b>(2,606,953)</b>	<b>606,955,807</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>6,866</b>	-	<b>(6,866)</b>	<b>29,689,937</b>	<b>26,929,260</b>	<b>31,571,265</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>39,848</b>	-	<b>(39,848)</b>	<b>23,090,480</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	188,871	-	(188,871)	21,227,479	23,830,512	23,330,512	-2%
7 Other Consultation	30,154	-	(30,154)	1,549,097	2,530,194	1,730,194	-32%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	62,855	-	(62,855)	5,530,863	5,405,078	5,505,078	2%
13 EWT Management	76,200	-	(76,200)	5,420,824	4,900,644	5,800,644	18%
<b>Total Project Spend</b>	<b>3,011,746</b>	-	<b>(3,011,746)</b>	<b>693,464,487</b>	<b>705,967,521</b>	<b>705,858,537</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	-	-	-	31,289,208	31,003,000	31,289,208	1%
<b>Total Construction Costs<sup>2</sup></b>	<b>3,011,746</b>	-	<b>(3,011,746)</b>	<b>724,753,695</b>	<b>736,970,521</b>	<b>737,147,745</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3, 5</sup></b>	<b>3,011,746</b>	-	<b>(3,011,746)</b>	<b>765,003,196</b>	<b>777,180,521</b>	<b>777,397,246</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC forecast reflects actual through construction phase

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

5 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

## Board of Directors Meeting Minutes

Meeting date September 9, 2022 Meeting Location: Teleconference  
Subject: Monthly Board Meeting Written by: Jordyn Frank  
Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>J. Tidmarsh</b>	<b>NextBridge - Board Director and Project Director</b>
<b>L. Jehn</b>	
<b>C. Weinstein</b>	<b>NextBridge – Manager Forecasting and Analysis</b>
<b>A. Rickel</b>	<b>NextBridge – Incoming Project Director</b>
<b>A. Kobzev</b>	<b>OMERS – Director</b>
<b>REGRETS:</b>	
<b>M. Gottschling</b>	
<b>GUESTS:</b>	

**Board of Directors Meeting Minutes**

**Action Item**

ITEM	ITEM DESCRIPTION	ACTION
1.	The meeting commenced @ 3:30 pm EST.	
2.	<p><b>Agenda</b></p> <ul style="list-style-type: none"> <li>• Key Discussion Items               <ul style="list-style-type: none"> <li>○ Indigenous</li> </ul> </li> <li>• Financial Update</li> <li>• Next Steps</li> </ul>	
3.	<p><b>Indigenous</b></p> <ul style="list-style-type: none"> <li>• [REDACTED]</li> <li>• [REDACTED]</li> <li>• [REDACTED]</li> <li>• [REDACTED]</li> <li>• Currently one of the First Nations has asked for a presentation to their counsel on the deal. Counsel for BLP is arranging the presentation</li> <li>• BLP counsel will be doing the next turn of the agreements to reflect the business deal</li> </ul>	



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
4.	<p><b>Financial Update</b></p> <p>Overall spend for August 2022 was \$1.2MM. Total project spend is at \$696.</p> <p><b>E&amp;C</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>Environment</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>Indigenous Relations</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>Land</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>Other Consultation</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>EWT Management</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <p><b>IDC</b></p> <ul style="list-style-type: none"> <li>•</li> </ul> <hr style="border: 2px solid black; margin: 10px 0;"/> <p>Just under \$10M remaining in budget; On track and don't foresee any issues with staying within current budget.</p> <p>Do you know when the official budget for next year will be sent?</p> <p>-2023 budget has been approved. It is in the board resolution.</p> <p>-What we put in the rate case is what we have seen so far this year and what we expect for next year.</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<p><b>Financial table reviewed and can be found in Attachment A</b></p>	
<p><b>5.</b></p>	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• Finalization of BLP agreements</li> <li>• Next Board meeting schedule – Friday, October 14, 2022</li> </ul>	
<p><b>6.</b></p>	<p><b>Appendix Review</b></p>	
<p><b>7.</b></p>	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @3:45 EST. Next meeting is scheduled to be held on October 14, 2022.</b></li> </ul>	

## Board of Directors Meeting Minutes

---

DRAFT

**Board of Directors Meeting Minutes**

**Attachment A**

Confidential - as of 8/31/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	535,533	-	(535,533)	608,506,746	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					10,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,483,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	131,302	-	(131,302)	29,757,242	26,929,260	31,571,265	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	11,119	-	(11,119)	23,449,423	20,211,000	23,653,555	17%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	504,769	-	(504,769)	21,929,076	23,830,512	23,330,512	-2%
7 Other Consultation	24,071	-	(24,071)	1,596,125	2,530,194	1,730,194	-32%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	(15,983)	-	15,983	5,546,361	5,405,078	5,555,078	3%
13 EWT Management	65,038	-	(65,038)	5,546,636	4,900,644	5,800,644	18%
<b>Total Project Spend</b>	<b>1,255,849</b>	<b>-</b>	<b>(1,255,849)</b>	<b>696,331,609</b>	<b>705,967,521</b>	<b>705,968,537</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	-	-	-	31,289,208	31,003,000	31,289,208	1%
<b>Total Construction Costs<sup>2</sup></b>	<b>1,255,849</b>	<b>-</b>	<b>(1,255,849)</b>	<b>727,620,817</b>	<b>736,970,521</b>	<b>737,197,745</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3</sup></b>	<b>1,255,849</b>	<b>-</b>	<b>(1,255,849)</b>	<b>767,870,318</b>	<b>777,180,521</b>	<b>777,447,246</b>	<b>0%</b>
Developments Costs written off				(3,677,501)		(3,677,501)	

1 IDC forecast reflects actual through construction phase

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

4 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

**Board of Directors Meeting Minutes**

Meeting date October 14, 2022 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: Jordyn Frank  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
A. Rickel	NextBridge - Project Director
C. Weinstein	NextBridge – Manager Forecasting and Analysis
A. Kobzev	OMERS – Director
L. Jehn	Enbridge
K. Kocur	OMERS
J. Damen	NextBridge
<b>REGRETS:</b>	
<b>GUESTS:</b>	

Board of Directors Meeting Minutes

Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 2:00 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion Items               <ul style="list-style-type: none"> <li>- BLP Agreements</li> <li>- Michipicoten Update</li> <li>- Q3 Quarterly Report Filings</li> <li>- Meeting with Government October 19/20</li> </ul> </li> <li>• Financial Update</li> <li>• Next Steps</li> </ul>	
3.	<b>BPL Agreements</b> <ul style="list-style-type: none"> <li>• Changes to the Shareholder, Limited Partnership and Implementation Agreements have been made by BLP counsel and sent to NextBridge partners for review on September 9</li> <li>• NextBridge has further redlined agreements and are ready to send back to BLP counsel once Credit Agreement is reviewed and marked               <ul style="list-style-type: none"> <li>- [REDACTED]</li> </ul> </li> <li>• Revised Credit Agreement was circulated by BLP's legal counsel on September 30 and NB is in the process of reviewing</li> <li>• Determine calculations for BLP buy-in and share with Tom Garner</li> <li>• All sides are working towards completing documentation in Q4 2022 in order to progress the financing</li> </ul> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>Q2: NextEra was going to check if there was a risk delaying financing to Q1 (risk of waiting and interest rates rising).</p> <p>A: We don't see any incremental risk. Don't think it's practical to get the financing done this quarter as we have to have BLP Agreements in place before we finance. We don't know what the rates will be this quarter vs. next quarter. There is no guarantee, but we have a story of why this financing is taking so long. We have to tell that story to the OEB when we file for rate recovery (hopefully Q1 2023).</p> <p>Q3: I thought this was more of a communication thing of what is holding us up, so they don't think we're sitting on our hands. There might be benefits to conveying this early?</p>	

Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
	<p>A: We were advised it would not benefit us saying anything now because we will raise questions. Better to wait.</p> <p>Carly: We don't have project debt on the project. We tell the story of this is the right thing to do, but also we are giving ratepayers back the first 6 months of interest toward the revenue requirement which is a good story.</p>	
<p>4.</p>	<p><b>Michipicoten Updates</b></p> <ul style="list-style-type: none"> <li>Working with Michipicoten this week to complete a third-party, post construction environmental field assessment with AECOM on the 11 km of ROW located on reserve lands</li> <li>Identifying areas that require reclamation activities and creating a work plan to remobilize crews in October to complete</li> <li>AECOM's on-site assessment will be completed October 14</li> </ul> <p>Q: No</p>	
<p>5.</p>	<p><b>Q3 Quarterly Report Filing</b></p> <ul style="list-style-type: none"> <li>Quarterly Report for Q3 will be filed with the OEB by October 22, 2022 due date           <ul style="list-style-type: none"> <li>Requesting that this be the last filed quarterly report even though minimal reclamation efforts remain</li> </ul> </li> <li>NextEra finalizing draft and will send to partners for review early the week of October 17th</li> </ul> <p>Q: No</p>	
<p>6.</p>	<p><b>Meetings with Government October 19/20</b></p> <ul style="list-style-type: none"> <li>Briefings set up with ministries on October 19th and 20th to brief their offices on cost overages which will be filed in the Q3 report           <ul style="list-style-type: none"> <li>All meetings virtual and will be high-level</li> </ul> </li> <li>October 19: Minister of Energy Office           <ul style="list-style-type: none"> <li>David Donovan, Chief of Staff</li> <li>Tyler Lively, Deputy Chief of Staff / Director of Policy</li> </ul> </li> <li>October 20: Minister of Energy Office           <ul style="list-style-type: none"> <li>Karen Moore, Assistant Deputy Minister</li> </ul> </li> <li>October 20: Minister of Indigenous Affairs Office</li> </ul>	

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
	- Emily Vassos, Chief of Staff	

DRAFT



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
7.	<p><b>Financial Update</b></p> <p>Overall spend for October 2022 was \$3.1MM. Total project spend is at \$699.</p> <p>Q: No</p>	

DRAFT

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<p><b>Financial table reviewed and can be found in Attachment A</b></p>	
<p><b>9.</b></p>	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• Legal review of BLP Credit Agreement comments           <ul style="list-style-type: none"> <li>- Will send redlines to all agreements to BLP once complete</li> </ul> </li> <li>• Meetings with Minister of Energy and Indigenous Affairs office s • File OEB Q3 Quarterly Report by October 22</li> <li>• Next Board meeting           <ul style="list-style-type: none"> <li>- Week of November 14 – Discuss best date/time for all team</li> </ul> </li> </ul>	
<p><b>10.</b></p>	<p><b>Appendix Review</b></p>	
<p><b>11.</b></p>	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @2:30 EST. Next meeting is scheduled to be held on November 15, 2022.</b></li> </ul>	

## Board of Directors Meeting Minutes

---

DRAFT

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 9/30/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B:(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	2,723,075	-	(2,723,075)	611,229,821	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	191,636	-	(191,636)	29,948,879	26,929,260	31,571,265	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	62,555	-	(62,555)	23,511,978	20,211,000	23,753,555	18%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	46,037	-	(46,037)	21,975,113	23,830,512	23,330,512	-2%
7 Other Consultation	9,714	-	(9,714)	1,605,840	2,530,194	1,730,194	-32%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	24,580	-	(24,580)	5,570,941	5,405,078	5,571,078	3%
13 EWT Management	101,491	-	(101,491)	5,648,127	4,900,644	5,800,644	18%
<b>Total Project Spend</b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>699,490,698</b>	<b>705,967,521</b>	<b>706,024,537</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	-	-	-	31,289,208	31,003,000	31,289,208	1%
<b>Total Construction Costs<sup>2</sup></b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>730,779,906</b>	<b>736,970,521</b>	<b>737,313,745</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3,5</sup></b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>771,029,407</b>	<b>777,180,521</b>	<b>777,563,246</b>	<b>0%</b>
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC forecast reflects actual through construction phase

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

4 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

**Board of Directors Meeting Minutes**

Meeting date October 14, 2022 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: Jordyn Frank  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
A. Rickel	NextBridge - Project Director
C. Weinstein	NextBridge – Manager Forecasting and Analysis
A. Kobzev	OMERS – Director
L. Jehn	Enbridge
K. Kocur	OMERS
J. Damen	NextBridge
<b>REGRETS:</b>	
<b>GUESTS:</b>	

Board of Directors Meeting Minutes

Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 2:00 pm EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion Items               <ul style="list-style-type: none"> <li>- BLP Agreements</li> <li>- Michipicoten Update</li> <li>- Q3 Quarterly Report Filings</li> <li>- Meeting with Government October 19/20</li> </ul> </li> <li>• Financial Update</li> <li>• Next Steps</li> </ul>	
3.	<b>BPL Agreements</b> <ul style="list-style-type: none"> <li>• Changes to the Shareholder, Limited Partnership and Implementation Agreements have been made by BLP counsel and sent to NextBridge partners for review on September 9</li> <li>• NextBridge has further redlined agreements and are ready to send back to BLP counsel once Credit Agreement is reviewed and marked               <ul style="list-style-type: none"> <li>- [REDACTED]</li> </ul> </li> <li>• Revised Credit Agreement was circulated by BLP’s legal counsel on September 30 and NB is in the process of reviewing</li> <li>• Determine calculations for BLP buy-in and share with Tom Garner</li> <li>• All sides are working towards completing documentation in Q4 2022 in order to progress the financing</li> </ul> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>Q2: NextEra was going to check if there was a risk delaying financing to Q1 (risk of waiting and interest rates rising).</p> <p>A: We don’t see any incremental risk. Don’t think it’s practical to get the financing done this quarter as we have to have BLP Agreements in place before we finance. We don’t know what the rates will be this quarter vs. next quarter. There is no guarantee, but we have a story of why this financing is taking so long. We have to tell that story to the OEB when we file for rate recovery (hopefully Q1 2023).</p> <p>Q3: I thought this was more of a communication thing of what is holding us up, so they don’t think we’re sitting on our hands. There might be benefits to conveying this early?</p>	

Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
	<p>A: We were advised it would not benefit us saying anything now because we will raise questions. Better to wait.</p> <p>Carly: We don't have project debt on the project. We tell the story of this is the right thing to do, but also we are giving ratepayers back the first 6 months of interest toward the revenue requirement which is a good story.</p>	
<p>4.</p>	<p><b>Michipicoten Updates</b></p> <ul style="list-style-type: none"> <li>Working with Michipicoten this week to complete a third-party, post construction environmental field assessment with AECOM on the 11 km of ROW located on reserve lands</li> <li>Identifying areas that require reclamation activities and creating a work plan to remobilize crews in October to complete</li> <li>AECOM's on-site assessment will be completed October 14</li> </ul> <p>Q: No</p>	
<p>5.</p>	<p><b>Q3 Quarterly Report Filing</b></p> <ul style="list-style-type: none"> <li>Quarterly Report for Q3 will be filed with the OEB by October 22, 2022 due date           <ul style="list-style-type: none"> <li>Requesting that this be the last filed quarterly report even though minimal reclamation efforts remain</li> </ul> </li> <li>NextEra finalizing draft and will send to partners for review early the week of October 17th</li> </ul> <p>Q: No</p>	
<p>6.</p>	<p><b>Meetings with Government October 19/20</b></p> <ul style="list-style-type: none"> <li>Briefings set up with ministries on October 19th and 20th to brief their offices on cost overages which will be filed in the Q3 report           <ul style="list-style-type: none"> <li>All meetings virtual and will be high-level</li> </ul> </li> <li>October 19: Minister of Energy Office           <ul style="list-style-type: none"> <li>David Donovan, Chief of Staff</li> <li>Tyler Lively, Deputy Chief of Staff / Director of Policy</li> </ul> </li> <li>October 20: Minister of Energy Office           <ul style="list-style-type: none"> <li>Karen Moore, Assistant Deputy Minister</li> </ul> </li> <li>October 20: Minister of Indigenous Affairs Office</li> </ul>	

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
	- Emily Vassos, Chief of Staff	

DRAFT



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
7.	<p><b>Financial Update</b></p> <p>Overall spend for October 2022 was \$3.1MM. Total project spend is at \$699.</p> <p>Q: No</p>	

DRAFT

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<p><b>Financial table reviewed and can be found in Attachment A</b></p>	
<p><b>9.</b></p>	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• Legal review of BLP Credit Agreement comments           <ul style="list-style-type: none"> <li>- Will send redlines to all agreements to BLP once complete</li> </ul> </li> <li>• Meetings with Minister of Energy and Indigenous Affairs office s • File OEB Q3 Quarterly Report by October 22</li> <li>• Next Board meeting           <ul style="list-style-type: none"> <li>- Week of November 14 – Discuss best date/time for all team</li> </ul> </li> </ul>	
<p><b>10.</b></p>	<p><b>Appendix Review</b></p>	
<p><b>11.</b></p>	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @2:30 EST. Next meeting is scheduled to be held on November 15, 2022.</b></li> </ul>	

## Board of Directors Meeting Minutes

---

DRAFT

## Board of Directors Meeting Minutes

### Attachment A

Confidential - as of 9/30/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B:(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	2,723,075	-	(2,723,075)	611,229,821	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	191,636	-	(191,636)	29,948,879	26,929,260	31,571,265	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	62,555	-	(62,555)	23,511,978	20,211,000	23,753,555	18%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	46,037	-	(46,037)	21,975,113	23,830,512	23,330,512	-2%
7 Other Consultation	9,714	-	(9,714)	1,605,840	2,530,194	1,730,194	-32%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	24,580	-	(24,580)	5,570,941	5,405,078	5,571,078	3%
13 EWT Management	101,491	-	(101,491)	5,648,127	4,900,644	5,800,644	18%
<b>Total Project Spend</b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>699,490,698</b>	<b>705,967,521</b>	<b>706,024,537</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	-	-	-	31,289,208	31,003,000	31,289,208	1%
<b>Total Construction Costs<sup>2</sup></b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>730,779,906</b>	<b>736,970,521</b>	<b>737,313,745</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3,5</sup></b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>771,029,407</b>	<b>777,180,521</b>	<b>777,563,246</b>	<b>0%</b>
<i>Developments Costs written off</i>				(3,677,501)		(3,677,501)	

1 IDC forecast reflects actual through construction phase

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

4 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

**Board of Directors Meeting Minutes**

Meeting date November 15, 2022 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: Jordyn Frank  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>Adam Rickel</b>	<b>NextBridge - Project Director</b>
<b>Anton Kobzev</b>	<b>OMERS – Director</b>
<b>Tracee Collins</b>	<b>NextEra</b>
<b>Laura Jehn</b>	<b>Enbridge</b>
<b>Jeff Damen</b>	<b>NextBridge Operations</b>
<b>Richard Allen</b>	<b>NextEra</b>
<b>Kate Kocur</b>	<b>OMERS</b>

Board of Directors Meeting Minutes

Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 11:00 AM EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion Items               <ul style="list-style-type: none"> <li>- BLP Agreements</li> <li>- Michipicoten Update</li> <li>- Q3 Quarterly Report Filings</li> </ul> </li> <li>• Financial Update</li> <li>• Next Steps</li> </ul>	
3.	<b>BLP Agreements</b> <ul style="list-style-type: none"> <li>• NextBridge waiting on feedback from BLP regarding redlines to the Shareholder, Limited Partnership, Implementation and Credit Agreements (sent on October 20, 2022)</li> <li>• [REDACTED]</li> <li>• NextEra working on Distribution Policy and determining calculations for BLP buy-in to share with BLP/Tom Garner</li> <li>• All sides are working towards completing documentation in Q4 2022 in order to progress the financing</li> </ul> <p>Q: Regarding financing, what is the plan considering the markets have changed drastically?            A: The NextEra Treasury team indicated that they need BLP agreements in final form (can tolerate small, immaterial changes), then they can be in touch with the banks to start the financing process. They can start parts of the process now, but given year-end closings it is a Q1 2023 project for them. NextEra Treasury not concerned about obtaining financing, it's more a concern of what the rates will be in Q1 2023.</p> <p>Q: How does the timing work with respect to presenting to the OEB and timeline for filing the incremental rate case?            A: The plan is to obtain financing in Q1 2023 and prepare the OEB filing for late Q1 or early Q2 2023. Likely want Q1 audit completed before filing. NextEra feels good about the plan and associated timing.</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
<p><b>4.</b></p>	<p><b>Michipicoten Update</b></p> <ul style="list-style-type: none"> <li>• AECOM completed the third-party, post construction environmental field assessment on the 11 km of ROW located on reserve lands as scheduled before the winter weather arrived</li> <li>• They have Identified the areas that require reclamation activities and have created a work plan to remobilize crews in to complete</li> <li>• AECOM’s final field report has been reviewed by NextEra’s environmental team as well as Atwell Consulting our third-party environmental firm overseeing compliance on reclaim</li> <li>• Report was submitted to Michipicoten on November 13, 2022 for review and call is set up for November 25, 2022 to walk the Community through the report</li> </ul> <p>Q: None</p>	
<p><b>5.</b></p>	<p><b>Q3 Quarterly Report Filing</b></p> <ul style="list-style-type: none"> <li>• Quarterly Report Q3 filed with the OEB on October 21, 2022 – Requested that this be the last filed quarterly report even though minimal reclamation efforts remain</li> <li>• OEB sent a reply letter on November 8, 2022 directing NextBridge to file quarterly reports until reclaim is fully complete</li> <li>• File Q4 Quarterly Report in early 2023</li> </ul> <p>Q: None</p>	

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
6.	<p><b>Financial Update</b></p> <ul style="list-style-type: none"><li>•</li></ul> <p>[REDACTED]</p> <ul style="list-style-type: none"><li>- Did not update table as not much has changed from October</li><li>- Will provide what anyone wants at any point in time</li><li>- Q: None</li></ul>	

DRAFT



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
	<p><b>Financial table reviewed and can be found in Attachment A</b></p>	
<p><b>9.</b></p>	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>• Draft distribution policy document and send to partners for review; finalize with BLP</li> <li>• Finalize all other BLP documents</li> <li>• File OEB Q4 Quarterly Report in early 2023 • Start preparing filing for additional rate recovery</li> <li>• Next Board meeting – Week of December 12 – Discuss best date/time for all team</li> </ul>	
<p><b>10.</b></p>	<p><b>Appendix Review</b></p>	
<p><b>11.</b></p>	<ul style="list-style-type: none"> <li>• <b>The meeting was adjourned @11:25EST. Next meeting is scheduled to be held on December 13, 2022.</b></li> </ul>	

## Board of Directors Meeting Minutes

---

DRAFT

Board of Directors Meeting Minutes

Attachment A

Confidential - as of 9/30/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B.(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	2,723,075	-	(2,723,075)	611,229,821	572,761,388	614,267,289	7%
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	191,636	-	(191,636)	29,948,879	26,929,260	31,571,265	17%
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	62,555	-	(62,555)	23,511,978	20,211,000	23,753,555	18%
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
4 Land Rights (excludes Aboriginal)	46,037	-	(46,037)	21,975,113	23,830,512	23,330,512	-2%
7 Other Consultation	9,714	-	(9,714)	1,605,840	2,530,194	1,730,194	-32%
11 Contingency	-	-	-	-	49,399,445	-	-100%
12 Regulatory	24,580	-	(24,580)	5,570,941	5,405,078	5,571,078	3%
13 EWT Management	101,491	-	(101,491)	5,648,127	4,900,644	5,800,644	18%
<b>Total Project Spend</b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>699,490,698</b>	<b>705,967,521</b>	<b>706,024,537</b>	<b>0%</b>
14 Interest During Construction (IDC) <sup>1</sup>	-	-	-	31,289,208	31,003,000	31,289,208	1%
<b>Total Construction Costs<sup>2</sup></b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>730,779,906</b>	<b>736,970,521</b>	<b>737,313,745</b>	<b>0%</b>
Development Costs	-	-	-	34,918,252	40,210,000	34,918,252	N/A
Development for Construction Consideration	-	-	-	5,331,249	-	5,331,249	N/A
<b>Grand Total<sup>3,5</sup></b>	<b>3,159,089</b>	<b>-</b>	<b>(3,159,089)</b>	<b>771,029,407</b>	<b>777,180,521</b>	<b>777,563,246</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC forecast reflects actual through construction phase

2 On the record (EB-2017-0182)

3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report

4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021

4 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

**Board of Directors Meeting Minutes**

Meeting date December 19, 2022 Meeting Location: Teleconference  
 Subject: Monthly Board Meeting Written by: Jordyn Frank  
 Signature \_\_\_\_\_

<b>PRESENT:</b>	
<b>Adam Rickel</b>	<b>NextBridge - Project Director</b>
<b>Anton Kobzev</b>	<b>OMERS – Director</b>
<b>Tracee Collins</b>	<b>NextEra</b>
<b>Laura Jehn</b>	<b>Enbridge</b>
<b>Jeff Damon</b>	<b>NextBridge Operations</b>
<b>Richard Allen</b>	<b>NextEra</b>
<b>Kate Kocur</b>	<b>OMERS</b>
<b>Beth Mirek</b>	<b>NextEra</b>

Board of Directors Meeting Minutes

Action Item

ITEM	ITEM DESCRIPTION	ACTION
1.	<b>The meeting commenced @ 1:00 PM EST.</b>	
2.	<b>Agenda</b> <ul style="list-style-type: none"> <li>• Key Discussion Items               <ul style="list-style-type: none"> <li>- BLP Agreements</li> <li>- Michipicoten Update</li> <li>- Q4 Quarterly Report Filings</li> </ul> </li> <li>• Financial Update</li> <li>• Next Steps</li> </ul>	
3.	<b>BLP Agreements</b> <ul style="list-style-type: none"> <li>• Finalizing documents with BLP; no outstanding issues</li> <li>• Plan to utilize previously drafted Distribution Policy (circa 2016); requires minor change to LPA</li> <li>• NextEra sent sample calculations for BLP buy-in to Tom Garner on December 7, 2022; Tom responded with inquiries on December 12, 2022; NextEra working to respond</li> <li>• All sides are working towards completing documentation in Q4 2022 in order to progress the financing               <ul style="list-style-type: none"> <li>– Plan to have parties execute agreements and hold in escrow until financing is closed</li> </ul> </li> </ul> <p>Q: How and when do we know how the interest rate on our bond financing will be treated? Do we take this to the OEB?</p> <p>A: We will bring it to the OEB in the incremental rate case filing and should understand how it will be treated concurrent with the rate case filing. We will true-up afterward as needed.</p> <p>Q: Is the revolver going to be used for the additional financing? On overruns?</p> <p>A: We will leverage revolver as a tool if we need to rebalance the 60/40. It is not something we want to include in our long-term debt right now.</p> <p>Q: Do we have the final agreement documents in an email?</p> <p>A: We have a number of different docs with comments but waiting on the final. Jim Papamanolis will work with the group's attorneys to send an update and current set of docs after the meeting.</p> <p>Q: Is there something you will need from Laura to get it across the finish line?</p> <p>A: We might need input on open items (on reviews and approvals). We have a checklist of things to occur before we close, finalizing that checklist right now. By mid-January we should have everything complete but it won't hold up financing.</p>	

Board of Directors Meeting Minutes


ITEM	ITEM DESCRIPTION	ACTION
<p>4.</p>	<p><b>Michipicoten Update</b></p> <ul style="list-style-type: none"> <li>AECOM completed the third-party, post construction environmental field assessment on the 11 km of ROW located on reserve lands as scheduled before the winter weather arrived</li> <li>They have Identified the areas that require reclamation activities and have created a work plan to remobilize crews in to complete</li> <li>AECOM’s final field report has been reviewed by NextEra’s environmental team as well as Atwell Consulting our third-party environmental firm overseeing compliance on reclaim</li> <li>Report was submitted to Michipicoten on November 13, 2022 for review and call is set up for November 25, 2022 to walk the Community through the report</li> </ul> <p>Q: Does BLP know about the Michipicoten issues?            A: No, we don’t think so.            Q: How do we address it?            A: We are making best efforts to explain each item with Michipicoten (have already gone through 2 of 5) and give them ample opportunity to discuss, tweak and allow us to implement. We will walk BLP through the correspondence and show them that we have taken all prudent steps to appease Michipicoten.            A: Laura: If Michipicoten eventually gets a payout instead of letting us finish work, I think we should get AECOM to do a review for us.            Q: What if Michipicoten won’t allow us to go in and fix the issues?            A: Adam: If there is a stalemate, we need an enforcing function and we need to know the timing of it. We need to keep logs to feel confident that we are in the right. We will keep working with them and will give updates.</p>	
<p>5.</p>	<p><b>OEB Filings</b></p> <ul style="list-style-type: none"> <li>Q4 Quarterly Report Filing               <ul style="list-style-type: none"> <li>OEB sent a reply letter on November 8, 2022, directing NextBridge to file quarterly reports until reclaim is fully complete</li> <li>Plan is to file Q4 Quarterly Report in early 2023</li> </ul> </li> <li>Received 2023 Rate Adjustment Order               <ul style="list-style-type: none"> <li>Filed application on September 12, 2022</li> <li>Order received November 24, 2022, approving application as filed</li> <li>Approved application for \$54.0 MM revenue requirement for 2023, representing an increase of 1.7% over 2022</li> </ul> </li> </ul> <p>Q: None</p>	

**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
6.	<p><b>Financial Update</b></p> <ul style="list-style-type: none"> <li>Image won't change much; focused on the next rate case filing.</li> </ul> <p>Q: Can we get a new equity schedule, just since the last cash call?</p> <p>A: Beth will look into it.</p>	

DRAFT

## Board of Directors Meeting Minutes

ITEM	ITEM DESCRIPTION	ACTION
7.	<b>Financial table reviewed and can be found in Attachment A</b>  	



**Board of Directors Meeting Minutes**

ITEM	ITEM DESCRIPTION	ACTION
<p><b>8.</b></p>	<p><b>Next Steps</b></p> <ul style="list-style-type: none"> <li>Formalize distribution policy document and send to partners for review; finalize with BLP</li> <li>Finalize all other BLP documents in December 2022</li> <li>File OEB Q4 Quarterly Report in early 2023</li> <li>Start preparing filing for additional rate recovery</li> <li>Next Board meeting</li> </ul> <p>Q: Nextbridge.ca website is out of date, do the partners feel like we should maintain the website, do we have any regulatory obligation to maintain the website? Do we need the website? Also, we have a Facebook page, we should have a refresh on that as well.</p> <p>A: Enbridge (Laura) checking to see if Enbridge has a protocol around this. Tracee to work with Brent Bullock (and others, as needed) to get responses and determine best path forward. It is likely that we will update website and Facebook pages and keep them open, at least through our next OEB filing.</p> <p>Q: We have an external SharePoint, is anyone still using it?</p> <p>A: Laura will ask around; probably a similar plan as the website and Facebook pages, though perhaps we audit the SharePoint site prior to BLP buy-in. Consider having the February board meeting in Florida.</p>	
<p><b>9.</b></p>	<p><b>Appendix Review</b></p>	
<p><b>10.</b></p>	<p><b>The meeting was adjourned @1:35EST. Next meeting is scheduled to be held on January 24<sup>th</sup>, 2022.</b></p>	

## Board of Directors Meeting Minutes

---

DRAFT

Board of Directors Meeting Minutes

Attachment A

Confidential - as of 11/30/22	Current Month Actual	Current Month Plan <sup>4</sup>	Variance B/(W)	Actual Spend to Date	LTC Budget	Forecast	Forecast Budget Change
<b>Engineering &amp; Construction</b>	<b>1,490,952</b>	-	<b>(1,490,952)</b>	<b>613,459,882</b>	<b>572,761,388</b>	<b>614,267,289</b>	<b>7%</b>
1 Engineering, Design and Procurement					19,342,245		
2 Materials and Equipment					89,408,231		
8 Site Clearing, Access					107,463,339		
9 Construction					356,547,573		
<b>Environmental &amp; Remediation Activities</b>	<b>(58,579)</b>	-	<b>58,579</b>	<b>29,975,433</b>	<b>26,929,260</b>	<b>31,571,265</b>	<b>17%</b>
3 Environmental and Regulatory Approvals					13,030,561		
10 Site Remediation					13,898,699		
<b>Indigenous Activities</b>	<b>4,984</b>	-	<b>(4,984)</b>	<b>23,620,100</b>	<b>20,211,000</b>	<b>23,653,555</b>	<b>17%</b>
5 Indigenous Economic Participation					7,000,000		
6 Indigenous Consultation					13,211,000		
<b>4 Land Rights (excludes Aboriginal)</b>	<b>240,560</b>	-	<b>(240,560)</b>	<b>22,631,715</b>	<b>23,830,512</b>	<b>23,330,512</b>	<b>-2%</b>
<b>7 Other Consultation</b>	<b>(1,300)</b>	-	<b>1,300</b>	<b>1,611,940</b>	<b>2,530,194</b>	<b>1,714,194</b>	<b>-32%</b>
<b>11 Contingency</b>	<b>-</b>	-	<b>-</b>	<b>-</b>	<b>49,399,445</b>	<b>-</b>	<b>-100%</b>
<b>12 Regulatory</b>	<b>(10,496)</b>	-	<b>10,496</b>	<b>5,544,463</b>	<b>5,405,078</b>	<b>5,571,078</b>	<b>3%</b>
<b>13 EWT Management</b>	<b>(22,526)</b>	-	<b>22,526</b>	<b>5,673,300</b>	<b>4,900,644</b>	<b>5,800,644</b>	<b>18%</b>
<b>Total Project Spend</b>	<b>1,643,595</b>	-	<b>(1,643,595)</b>	<b>702,516,833</b>	<b>705,967,521</b>	<b>705,908,537</b>	<b>0%</b>
<b>14 Interest During Construction (IDC)<sup>1</sup></b>	<b>-</b>	-	<b>-</b>	<b>31,289,208</b>	<b>31,003,000</b>	<b>31,289,208</b>	<b>1%</b>
<b>Total Construction Costs<sup>2</sup></b>	<b>1,643,595</b>	-	<b>(1,643,595)</b>	<b>733,806,041</b>	<b>736,970,521</b>	<b>737,197,745</b>	<b>0%</b>
<b>Development Costs</b>	<b>-</b>	-	<b>-</b>	<b>34,918,252</b>	<b>40,210,000</b>	<b>34,918,252</b>	<b>N/A</b>
<b>Development for Construction Consideration</b>	<b>-</b>	-	<b>-</b>	<b>5,331,249</b>	<b>-</b>	<b>5,331,249</b>	<b>N/A</b>
<b>Grand Total<sup>3,5</sup></b>	<b>1,643,595</b>	-	<b>(1,643,595)</b>	<b>774,055,542</b>	<b>777,180,521</b>	<b>777,447,246</b>	<b>0%</b>
<i>Developments Costs written off</i>				<i>(3,677,501)</i>		<i>(3,677,501)</i>	

1 IDC forecast reflects actual through construction phase  
 2 On the record (EB-2017-0182)  
 3 Excludes COVID-19 related construction costs (Account 1509) that are outside of the Project forecast; actual spend will be reported quarterly in OEB report  
 4 Plan refers to revised allocation of LTC budget, reforecasted at YE2021  
 4 Construction costs expected to be recovered through CCVA not included in the table above (EB-2020-0150)

