John Vellone T: 416-367-6730 jvellone@blg.com

Colm Boyle T: 416-367-7273 cboyle@blg.com Borden Ladner Gervais LLP Bay Adelaide Centre, East Tower 22 Adelaide Street West Toronto ON M5H 4E3 Canada T 416-367-6000 F 416-367-6749 blg.com



File No. 41054.5

December 17, 2024

BY RESS registrar@oeb.ca

Ms. Nancy Marconi Ontario Energy Board 2300 Yonge Street, 27th Floor Toronto, ON M4P 1E4

Dear Ms. Marconi:

Re: Essex Powerlines Corporation ("EPLC") Cost of Service Application for 2025 Electricity Distribution Rates ("Application") Ontario Energy Board ("OEB") File No. EB-2024-0022 / EB-2024-0096 Update to Reply Submission – 2025 PowerShare Distribution System Operator Project ("PowerShare Project") – Capital Additions

On December 16, 2024, the School Energy Coalition ("SEC") filed a letter with the OEB in response to EPLC's December 13 letter requesting that EPLC provide full details of the changes in scope and costs of the PowerShare pilot, the reasons for the changes, a copy of the draft amended Contribution Agreement, and all other relevant information. This letter is intended to provide additional context to the letter filed by EPLC on December 13, 2024.

Negotiations with the IESO on an amendment have been on going for many months as the PowerShare pilot, and resulting local energy market, has evolved. On November 25, 2024, the IESO advised EPLC verbally that it would be changing the terms of the Contribution Agreement. On November 29, 2024, the IESO provided an initial draft of the Contribution Agreement to EPLC that included changes to: (i) the end date of the Contribution Agreement; (ii) the end date of the PowerShare pilot; and (iii) a reduction in PowerShare pilot funding.

On December 16, 2024, the IESO finalized and executed an amending agreement to the Contribution Agreement that further reduce funding for PowerShare pilot (after EPLC's letter on December 13). The amending agreement is attached hereto ("Amending Agreement"). As a result, EPLC is requesting:

- (a) to withdraw the entire request for 2025 PowerShare pilot capital additions, thereby resolving the Unsettled Issue from the OEB Decision and Order EB-2024-0022 / EB-2024-0096 on October 15, 2024; and
- (b) to amend, if necessary, the terms of the PowerShare DVA issued in Decision and Order EB-2024-0096 on August 29, 2024 to: (i) reduce the cap from \$350,000 to \$255,000; and (ii)



change the end date of the PowerShare DVA from March 31, 2026 to February 28, 2025. These amendments to the PowerShare DVA will align with the changes imposed by the Amending Agreement and the current forecast of energy payments under the PowerShare pilot. The proposed form of revised PowerShare DVA was attached to EPLC's December 13 letter.

EPLC will commit to providing any necessary updates to models and forecasts as part of the Draft Rate Order process. EPLC is filing a confidential copy of the Amending Agreement with the OEB in accordance with sections 4 and 5 of the *Practice Direction on Confidential Filings*.

Page	Reason for Redaction
3	EPLC is redacting any signatures in the Amending Agreement as the OEB has, on other occasions, allowed the signatures in agreements of this kind to remain confidential. ¹
10	The redactions relate to unit pricing and/or billing rates and are presumptively confidential under section 4 of the Practice Direction. The OEB has previously granted confidential treatment for unit pricing and billing rates in agreements. ² Alternatively, the redactions are confidential technical, commercial or financial materials that EPLC has consistently treated in a confidential manner. Disclosure of this information could produce a significant loss or gain. The confidential information would disclose a detailed scope of work, along with unit pricing, that could be used by competitors to undercut or unfairly compete with the contracting parties. Further, the information could interfere with future negotiations with alternative vendors as they would have access to pricing information that was previously acceptable to EPLC.

Please contact the undersigned with any questions.

Yours truly,

BORDEN LADNER GERVAIS LLP

Colm Boyle

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¹ EB-2024-0022 / EB-2024-0096, Decision on Confidentiality (Essex Powerlines Corporation), October 7, 2024.

² *Ibid*.

FIRST AMENDMENT TO GRID INNOVATION FUND CONTRIBUTION AGREEMENT

This "Amendment" is between:

Independent Electricity System Operator (the "IESO")

AND

ESSEX POWERLINES CORPORATION (the "Recipient")

RECITALS:

- A. The IESO and the Recipient entered into a Grid Innovation Fund Contribution Agreement dated March 21, 2022, (the "Contribution Agreement") pursuant to which the Recipient is eligible to receive funding for undertaking its proposed project of a scalable market design for the activation of distributed energy resource flexibility in near real-time, with the Recipient performing as a distribution system operator (the "Project").
- B. The parties wish to amend the Contribution Agreement on the terms, and subject to the conditions, set out in this Amendment.

For value received, the parties agree as follows:

- 1. **Interpretation**. Unless otherwise defined in this Amendment, any capitalized terms used in herein shall have the meanings given to them in the Contribution Agreement.
- 2. Amendments to the Contribution Agreement.
 - a) Section 3(b) of the Contribution Agreement is amended by deleting the maximum Contribution amount (\$3,882,389.10) and replacing it with \$805,498.20.
 - b) Section 7 is amended by deleting the expiration date of the contract (March 31, 2026) and replacing it with **December 31, 2025**.
 - c) Schedule "A" of the Contribution Agreement is amended by deleting the "Financial Commitments (Non-IESO)" and "Project Milestones" sections in their entirety and replacing them with the revised financial commitments and project milestones set out in Appendix A of this Amendment.
 - d) Schedule "C" of the Contribution Agreement is amended by deleting the "Detailed Project Budget" set out in "Project Proposal Part B", and replacing it with Appendix B of this Amendment.





- 3. **Governing Law and Attornment.** This Amendment is governed by and will be construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein. The IESO and the Recipient each hereby attorns to the jurisdiction of the courts of the Province of Ontario. To the extent permitted by applicable law, each party hereby waives the right to trial by jury of any such suit, action or proceeding.
- 4. **Enurement.** This Amendment shall enure to the benefit of, and be binding upon, the parties hereto and their respective successors and permitted assigns.
- 5. **Counterparts.** This Amendment may be executed in any number of counterparts, each of which will be deemed to be an original, and all of which taken together will be deemed to constitute one and the same agreement. Delivery of an executed counterpart of this Amendment by any party by electronic transmission shall be as effective as delivery of a manually executed copy of this Amendment by such party.
- Entire Agreement. This Amendment, together with the Contribution Agreement, constitutes the entire agreement between the parties with respect to the subject matter contained herein, and supersedes all prior agreements, understandings, negotiations and discussions, whether written or oral.
- 7. Limited Effect. Except as expressly amended by this Amendment, all other terms and conditions of the Contribution Agreement remain in full force and effect and apply to this Amendment. This Amendment is executed by each of the parties' duly authorized representatives and entered into as of the date indicated below the signature of the last party to sign this Amendment.

[signature page follows]



INDEPENDENT ELECTRICITY SYSTEM OPERATOR

ESSEX POWERLINES CORPORATION

Chuck Farmer	JOE BARILE
Printed name	Printed name
Vice President, Plng, Conserv & RA	V. D NECULATORY/CORPORATE AFFAIRS
	Title
2024-12-13 13:18 EST	DECEMBON 13, 2024.
Date	Date

APPENDIX A Revised Financial Commitments and Project Milestones

FINANCIAL COMMITMENTS

For the purpose of section 3(a)(ii) of this agreement, the following financial commitments shall be obtained:

Company Name	Approximate total contribution over full project duration									
	Cash (\$)	Cash (% of	In-kind (\$)	In-kind (% of						
		total Project)		total Project)						
Essex Powerlines Corporation	\$506,376.70	26.2%	\$6,142.00	0.3%						
NODES AS	\$0	0%	\$538,617.00	27.8%						
Essex Energy Corporation	\$3,750	0.2%	\$45,862.50	2.4%						
Utilismart Corporation	\$0	0%	\$25,000.00	1.3%						
Oakville Hydro Energy Services Inc.	\$3,750	0.2%	\$0	0%						
Subtotal (non-IESO contribution)	\$513,876.70	26.6%	\$615,621.50	31.8%						
IESO Contribution	\$805,498.20	41.6%	\$0	0%						
Total Cash and In-kind	\$1,319,374.90	68.2%	\$615,621.50	31.8%						
Total Project Value	\$1,934,996.40									

PROJECT MILESTONES

Milestone number	Reporting Milestone	Target Completion Date (dd/mm/yyyy)	Contribution Amount
0	OEB Innovation Sandbox Support Activity/Deliverable: - Seek and receive regulatory guidance from the OEB's Innovation Sandbox as required Note: Milestone 0 and Milestone 1 will run concurrently	31/05/2022	\$0
1	Project Design Activities: 1. Establish DSO market design: a. Develop DSO market design plan b. Review DSO market design plan with IESO c. Include Transmission-Distribution coordination protocol in market design d. Seek approval and confirmation of coordination protocol from IESO 2. Establish market rules and alignment with IESO/OEB: a. Review market rules with IESO/OEB 3. Seek confirmation of market participants:	31/12/2024	\$89,639.30





	 a. Reach out to new and existing DER owners in EPLC service territory for confirmation 4. Establish Risk Mitigation Strategy and 		
	Marketing Outreach Plan to recruit potential participants and confirm market participants		
	5. Establish Baseline:a. Data collection and analysis6. Reporting:		
	a. Adjust final design as may be required as a result of the above tasks and produce a final design/scope document to guide market operations		
	Deliverables: 1. Market Design for approval (including transmission-distribution coordination		
	protocol) 2. Report for market design and rules including the following sections: a. Executive Summary		
	 b. Introduction c. Methodology d. Market design and market rules e. Baseline parameters for future data analysis 		
	 Marketing outreach / Customer Acquisition Plan Letters of support from recruited 		
	participants 5. The IESO's DER Integration Demonstration Framework (excel workbook) completed as applicable to this Milestone		
	Note 1: In the development of a transmission-distribution coordination protocol, please review IESO Market Manual 4.2, Appendix B called "Short Notice Change Criteria" which includes the timing and notification requirements for dispatch data. Take note of Table B3. Please also to review IESO Market Manual 7.3 for submission of outages.		
	Software Development		
2	Activities: 1. NODES Platform software upgrades: a. Integration into simulated IESO wholesale market (including functionality adjustments, new	31/12/2024	Up to \$154,325.00





	features, testing, platform integration, operations and support) b. SmartMAP integration to the NODES Platform and related adjustments (including functionality adjustments, new features, testing, operations and support, DER platform integration) 2. SmartMAP software upgrades: a. Develop algorithm to recognize when flexibility is needed based on set of parameters b. Database (back-end) build out 3. Validate performance capabilities prior to market launch (stress testing) 4. DSO expertise consulting 5. Reporting 6. In-field Upgrades - Connection Impact Assessment		
	 Deliverables: A summary report on Milestone 2 including but not limited to (1) reporting on the success of software upgrades and (2) the results of stress testing and functionality testing The IESO's DER Integration Demonstration Framework (excel workbook) completed as applicable to this Milestone Clear evidence of specific activities completed, and a detailed, itemized breakdown of costs incurred relating to the activity titled "Integration into simulated IESO wholesale market (including functionality adjustments, new features, testing, platform integration, operations and support" Clear evidence of specific activities completed, and a detailed, itemized breakdown of costs incurred relating to the 		
	activity titled "Connection Impact Assessment" Project Implementation – Phase 1		
3	Activities: 1. Market demonstration with confirmed market participants: a. Operate DSO market, Phase 1 2. In-field upgrades 3. Validate performance capabilities prior to market participation by DERs (test functionality)	28/02/2025	Up to \$561,533.90 *255,000 of this payment is based on 1700 MW of cumulative capacity traded

First Amendment to the Grid Innovation Fund Contribution Agreement dated March 21, 2022 between Independent Electricity System Operator and Essex Powerlines Corporation Page 6 of 9



- 4. SmartMAP software upgrades
 - Develop algorithm to send buy signal and integrate into NODES Platform
 - b. Develop user interface
- 5. NODES Platform software upgrades:
 - a. SmartMAP integration to the NODES Platform and related adjustments (including functionality adjustments, new features, testing, operations and support, DER platform integration)DSO expertise consulting
- 6. Data collection and analysis
- 7. Reporting

Deliverables:

- Summary of DSO market activities and associated costs for the duration of Phase 1, including:
 - a) Detailed breakdown of payments to DER participants including but not limited to (a) payments to each DER for each long-flex contract and for (b) every individual short-flex activation
 - b) For each LongFlex tender: a copy the Recipient's issue of LongFlex tender(s) and a summary of the capacity secured including the name of each participant, the amount of capacity reserved (MW), the corresponding obligation period(s) when the capacity is required to be available, and the corresponding availability payment(s)
 - c) For each ShortFlex activation: date of activation, name of DER activated, MW value that was activated, the price (\$) that the activation occurred, the duration of the activation (minutes) and the corresponding EPLC need (MW)
- AODA Information and Communications Standards, WCAG 2.0 Compliant Accessible Final Report, that includes (at a minimum):
 - a) Summary of market activities for the duration of Phase 1, including:

 (i) For each LongFlex tender: a copy the Recipient's issue of LongFlex tender(s) and a summary of the capacity secured including the name of each participant, the amount of capacity reserved (MW), the corresponding obligation period(s)

across the duration of Milestone 3, running Phase 1 of the market pilot (see Application Part B, Budget tab). This funding may be reduced accordingly and proportionally if cumulative traded capacity is reduced.

Detailed accounting of payments made to local electricity market participants is required. IESO guidance to be sought.

First Amendment to the Grid Innovation Fund Contribution Agreement dated March 21, 2022 between Independent Electricity System Operator and Essex Powerlines Corporation Page 7 of 9



	when the capacity is required to be		
	available, and the corresponding		
	availability payment(s).		
	(ii) For each ShortFlex activation: date		
	of activation, name of DER activated,		
	MW value that was activated, the price		
	(\$) that the activation occurred, the		
	duration of the activation (minutes) and		
	the corresponding EPLC need (MW)		
	b) Detailed breakdown of payments to		
	DER participants including but not		
	limited to payments to each DER for		
	the state of the s		
	each long-flex contract and for each		
	individual short-flex activation		
	c) Summary of the amount of flexibility		
	created (capacity and activation / long		
	flex and short flex), quantifiable		
	outcomes, learnings from sequential		
	market design approach, learnings from		
	Tx-Dx coordination approach, barriers		
	encountered, non-wires alternatives		
	value to Essex Powerlines (\$)		
	d) Regulatory learnings including:		
	quantitative benefit-cost analysis based		
	on (1) the benefits of the services		
	procured during Phase 1 to alleviate		
	capacity needs identified in Leamington		
	(393M27 and 23M24 feeders), and (2)		
	cost of the services procured during		
	Phase 1 of the pilot; costs or savings to		
	EPLC ratepayers resulting from the		
	pilot; assessment of costs to EPLC		
	associated with its contract with		
	NODES; value of this solution as a NWA		
	for EPLC		
	e) Commentary of the challenges		
	recruiting participants for the local		2
	electricity market, the drivers of these		
	challenges, and how these challenges		
	may be overcome in the future		
3.	The IESO's DER Integration Demonstration		
3.	Framework (excel workbook) completed as		
	applicable to this Milestone		
	applicable to this initestone		Up to
		TOTAL	\$805,498.20
			3003,430.20



APPENDIX B Revised Detailed Project Budget

(attached)





2. Detailed Project Budget

Project Name: DSO Pilot Project

Organization Name: Esser Powerlines Corporation

Summary	Expected Submission Date (Media from project start date)	IESO Contribution		Tota	al Partner Contribution (Total Milestone Value	
Milestone 1	Month 26	s	89,639.30	\$	89,639.30	\$	179,278.6
Milestone 2	Month 29	s	154,325.00	\$	154,325.00	\$	308,650.0
Milestone 3	Month 38	\$	561,533.90	\$	885,533.90	\$	1,447,087.8

PLEASE NOTE: 1.3 Please note: 1.3 Please note: to speakbeet titled "2 Budget Example" for example content to demonstrate format. 2.3 The "ResultCode" X"-Use" must make the state in the "Total Code*bation (MF Funders)" colors. 3.3 Uses a specifically detailed informate, do not include 850 services (puch as MM) plan release) as in histid contribution. 3.3 Uses a specifically detailed informate, do not include 850 services (puch as MM) plan release) as in histid contribution. 4.5 Plan project reliation with must represent a minimum of 19% of Finding grant. 5.3 Pland project minimum usual represent a minimum of 19% of Finding grant. 7.3 Note and or contribution consist of auditable, substantialed cash and non-cash contributions to the project fluid contribution and complete of the project.

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The content of the	1	1	d	1	Milestone 1: Project Design		1	Task 1: Seek Regulatory support from ESO & OEB		Activity 1: Meet with IESO & OEB	Month 2	Labour	Utilities	Essex Powerlines Corporation		s	3,646.00	\$	1,823.00		\$ 1,823.00							\$ 3,646.00	
Part	1	1	11	- 1	Milestone 1: Project Design		2	Task 2: Establish DSO Market Design	1		Month 12	Labour	Utilities			s	27,345.00	\$	13,672.50 \$	13,672.50								\$ 27,345.00	
1	Part Marche Part March	Part March	21.a	- 1	Milestone 1: Project Design		2	Task 2: Establish DSO Market Design (consulting)	1.a	Activity 1a: Develop DSO market desing plan consulting	Month 12	Labour	Professional, scientific and technical services			s	120,000.00	\$	60,000.00 \$	30,000.00		\$ 30,000	00					\$ 120,000.00	
	1		22	- 1	Missione 1: Project Design				2	Activity 2: Review DSO Market design plan with IESO	Month 12	Labour	Utilities	Essex Powerlines Corporation		s	3,646.00	\$	1,823.00		\$ 1,823.00							\$ 3,646.00	
		Part	1.1	1	Milestone 1: Project Design		3	Task 3: Estbalish market rules and alignment w/		Activity 1: Review DSO Market Rules with ESO/DEB	Month 12	Labour	Utildes	Essex Powerlines Corporation		s	3,646.00	s	1,823.00		\$ 1,823.00							\$ 3,646.00	
			4.1	1	Missione 1: Project Design		4	Task 4: seek confirmation of market participants	1	Activity 1: Reach out to new and existing DER owners in Municipality of Learnington for confirmation and letters	Month 13	Labour	Utilities	Essex Powerlines Corporation		s	1,346.00	s	673.00		\$ 673.00							\$ 1,346.00	
1	1	Property	1	1	Missione 1: Project Design		5	Task 5: Establish Risk Mitigation Strategy/ Marketin Outreach Plan	9 1	Activity 1: Establish Risk mitigation strategy/marketing outreach plan	Month 12	Labour	Utilities	Essex Powerlines Corporation		s	7,280.00	s	3,640.00 \$	3,640.00								\$ 7,280.00	
	Part	The content of the	3.1	- 1	Miestone 1: Project Design		6	Task 6: Establish Baseline	1		Month 12	Labour	Utilities	Essex Powerlines Corporation		\$	4,123.20	\$	2,061.60 \$	2,051.60								\$ 4,123.20	
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1	1	1	M	2	Missione 2: Software Development		1	Task 1: NCDES platform software upgrades		market (including functionality adjustments, new features leating, platform integration, operations and support)	Month 9	Labour	Professional, scientific and technical services	NODES		s	115,500.00	s	57,750.00 \$	28,875.00		\$ 28,875	x 0					\$ 115,500.00	
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2	A	A	11	2	Misstone 2: Software Development		2	Task 2: SmartMAP software upgrades	1	Activity 1: Develop algorithm to recognize when flexibility	Month 9	Labour	Professional, scientific and technical services	Essex Energy Corporation		s	31,500.00	s	15,750.00					\$ 15,750.00	1			\$ 31,500.00	
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Part	1 1 1 1 1 1 1 1 1 1		£1 £1	2					-	Activity 1: Summary report on Milestone 2 including repo on success of software upgrades, results of stress	rt	Labour	Utities	Essex Powerlines Corporation			9.00010		4.500.00	2250.00		5 2250						\$ -	New item in
Table Part	Statistical Continues Stat	Major Part	6.1	2	Misstone 2: Software Development		6	Task 6: In-field upprades		Activity 1: Connection Impact Assessments	Month 32	Labour	Professional, scientific and technical services	Essex Energy Corporation		\$		\$	7,500.00						\$ 3,750.0	00	\$ 3,750.00	\$ 15,000.00	
Market M	Manufact		filestone 2 Summary													\$	308,650.00	\$ 154.	.325.00 \$	51,750.00	\$.	\$ 51,750.0	0 S -	\$ 18,325.00	\$ 3,750.0	0 \$ 25,000.00	\$ - \$ 3,750.00	\$ 308,650.00	
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State Stat	State Procedure State State Procedure State		ti .	3	Milestone 3: Project Implementation Phase 1					NODES Platform)	_	Material / Equipment / Hardware	Utilities			\$		-		75,000.00									
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Materials Prince Project Prince P			K1	3			4	Task 4: SmartMAP software upgrades	1	Activity 1: Develop algorithm to send buy signal and integrate into NODES platform	Month 24	Labour	Professional, scientific and technical services	Essex Energy Corporation		s	21,000.00	s	10,500.00					\$ 10,500.00				\$ 21,000.00	
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	3 Manutry 2 Policy France Communities Channel 7 Task 7 Reportings 2 Activity 2 Passes 1 Report from Communities 1 Subsect 1 Material 2 Material	3 Material Transformation Transforma	7.1	3			7		- 1			Labour	Utities	Essex Powerlines Corporation		5	8,246,40	s	4,123.20 \$	4,123.20								\$ 8,246.40	
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