

PCA Case No. 2013-22

IN THE MATTER OF AN ARBITRATION UNDER CHAPTER
ELEVEN OF THE NORTH AMERICAN FREE TRADE AGREEMENT
AND THE 2010 UNCITRAL ARBITRATION RULES
BETWEEN:

WINDSTREAM ENERGY LLC

Claimant

- and -

GOVERNMENT OF CANADA

Respondent

TRANSCRIPT OF PROCEEDINGS
held at the offices of Arbitration Place,
333 Bay Street, Suite 900, Toronto, Ontario,
on Tuesday, February 16, 2016 at 8:59 a.m.

FULL TRANSCRIPT
(including confidential information)

VOLUME 2 - REVISED MAY 12, 2016
CONDENSED TRANSCRIPT WITH INDEX

BEFORE:

Dr. Veijo Heiskanen (President)

Mr. R. Doak Bishop

Dr. Bernardo Cremades

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APPEARANCES:

John Terry for the Claimant
Myriam Seers
Nick Kennedy
Emily Sherkey

Also present:

Various parties Deloitte
Client representative, David Mars

Sylvie Tabet for the Respondent
Shane Spelliscy
Rodney Neufeld
Heather Squires
Susanna Kam
Jenna Wates
Valentina Amalraj
Melissa Perrault
Darian Parsons

Also present:

Various parties, Berkeley Research Group,
URS, Ministry of Citizenship, Immigration
and International Trade/Ministry of Economic
Development, Employment and Infrastructure,
Ministry of the Attorney General, Crown Law Office
- Civil, Ministry of Energy, Ministry of Natural
Resources and Forestry, Ministry of the
Environment and Climate Change, Independent
Electricity System Operator (Formerly the Ontario
Power Authority)

Teresa A. Forbes Court Reporter
Lisa M. Barrett Court Reporter

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1 Toronto, Ontario 08:59:43AM
2 --- Upon resuming on Tuesday, February 16, 2016, 08:59:43AM
3 at 8:59 a.m. 08:59:44AM
4 PRESIDENT: Good morning, 08:59:44AM
5 everybody. We are at Day 2 in the hearing of a 08:59:47AM
6 NAFTA case, Windstream Energy LLC v. Government of 08:59:53AM
7 Canada. 08:59:57AM
8 Are there any housekeeping or 08:59:58AM
9 admin issues to be raised by either party, 08:59:59AM
10 Mr. Terry? 09:00:02AM
11 MR. TERRY: Nothing from us, 09:00:03AM
12 thanks. 09:00:05AM
13 PRESIDENT: Mr. Spelliscy? 09:00:05AM
14 MR. SPELLISCY: No, nothing 09:00:06AM
15 from us. 09:00:08AM
16 PRESIDENT: Thank you. So we 09:00:08AM
17 continue with the examination of witnesses. 09:00:09AM
18 The next witness will be 09:00:12AM
19 Mr. Ziegler. He is available. We have made some 09:00:14AM
20 rearrangements which can be, again, of course 09:00:24AM
21 rearranged -- 09:00:27AM
22 [Laughter.] 09:00:29AM
23 PRESIDENT: -- if it looks 09:00:29AM
24 like it won't work. But hopefully this will be a 09:00:31AM
25 bit more comfortable for both counsel and the 09:00:33AM

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1 witness. 09:00:36AM
2 PRESIDENT: Good morning, 09:00:42AM
3 Mr. Ziegler. 09:00:43AM
4 THE WITNESS: Good morning. 09:00:44AM
5 PRESIDENT: To begin with, for 09:00:45AM
6 the record, can you please state your full name 09:00:48AM
7 and then read the declaration of witness that you 09:00:50AM
8 have in front of you. 09:00:54AM
9 THE WITNESS: Yes. My name is 09:00:55AM
10 William R. Ziegler. I solemnly declare on my 09:00:56AM
11 honours and conscience that, in my evidence before 09:01:01AM
12 this tribunal, I shall speak the truth, the whole 09:01:04AM
13 truth, and nothing but the truth. 09:01:06AM
14 AFFIRMED: WILLIAM ZIEGLER 09:00:37AM
15 PRESIDENT: Thank you very 09:01:09AM
16 much. 09:01:10AM
17 I also see you have your two 09:01:10AM
18 witness statements in front of you. 09:01:15AM
19 THE WITNESS: Yes, I do. 09:01:18AM
20 PRESIDENT: You have submitted 09:01:19AM
21 two statements in this proceeding. The first one 09:01:20AM
22 is dated August 18, 2014; the second one, June 17, 09:01:22AM
23 2015. That's correct? 09:01:27AM
24 THE WITNESS: I don't see the 09:01:28AM
25 dates on them, sir, but I recall that that's -- 09:01:37AM

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1 PRESIDENT: You confirm these 09:01:40AM
2 are your statements. 09:01:41AM
3 THE WITNESS: Yes, yes. 09:01:42AM
4 PRESIDENT: Do you have any 09:01:42AM
5 corrections or changes to be made? 09:01:43AM
6 THE WITNESS: No, I do not. 09:01:45AM
7 PRESIDENT: Thank you very 09:01:46AM
8 much. I understand you know what the procedure 09:01:47AM
9 is. You will be first briefly examined by counsel 09:01:50AM
10 for the Claimant, and then there will be a 09:01:53AM
11 cross-examination by counsel for the Respondent. 09:01:55AM
12 The tribunal may ask questions at any time. And 09:01:58AM
13 there may be a re-examination by counsel for the 09:02:03AM
14 Claimant. 09:02:07AM
15 THE WITNESS: Yes, I 09:02:07AM
16 understand. 09:02:08AM
17 PRESIDENT: Thank you very 09:02:08AM
18 much. 09:02:09AM
19 And, Mr. Terry. 09:02:09AM
20 EXAMINATION-IN-CHIEF BY MR. TERRY: 09:02:09AM
21 Q. Good morning, 09:02:17AM
22 Mr. Ziegler. 09:02:18AM
23 A. Good morning, Mr. Terry. 09:02:19AM
24 Q. I have just one question 09:02:20AM
25 for you. Could you please provide to the Tribunal 09:02:22AM

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1 some information about your background? 09:02:27AM
2 A. Yes, I would be glad to. 09:02:29AM
3 I am a long-time private investor, based in New 09:02:32AM
4 York City. I originally started my career as an 09:02:37AM
5 attorney, doing transactional work in New York 09:02:42AM
6 City, from New York. 09:02:48AM
7 Along the way, I -- I met my 09:02:49AM
8 future and now long-time business partner, a 09:02:52AM
9 gentleman named Stephen Webster, who persuaded me 09:02:55AM
10 that I could better use my inadequate legal 09:02:59AM
11 talents in an effort to help him in his business 09:03:02AM
12 ventures. And together we began a series of 09:03:07AM
13 investments in the energy business, oil and gas 09:03:12AM
14 services, oil and gas exploration, and various 09:03:15AM
15 related areas, and after that, expanded into 09:03:19AM
16 different disciplines such as renewables. 09:03:23AM
17 MR. TERRY: That's all I would 09:03:28AM
18 like to ask for now. Thank you. 09:03:31AM
19 PRESIDENT: Thank you, 09:03:34AM
20 Mr. Terry. And it will be Ms. Squires. 09:03:35AM
21 MS. SQUIRES: Yes. 09:03:39AM
22 CROSS-EXAMINATION BY MS. SQUIRES: 09:03:41AM
23 Q. Good morning, 09:03:43AM
24 Mr. Ziegler. 09:03:44AM
25 A. Good morning. 09:03:45AM

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1 Q. How are you this morning? 09:03:45AM
2 A. I'm well. 09:03:46AM
3 Q. Good. My name is Heather 09:03:47AM
4 Squires, and I am counsel for the Government of 09:03:48AM
5 Canada in this proceeding. I'm going to ask you a 09:03:50AM
6 few questions so I can understand your statements 09:03:54AM
7 that you submitted for the Claimant in this 09:03:56AM
8 arbitration. 09:03:58AM
9 If you don't understand a 09:03:58AM
10 question, let me know. I can rephrase it. It's 09:03:59AM
11 very important that we understand each other. 09:04:02AM
12 Also, in that regard, if the 09:04:04AM
13 answer to my question is yes or no, I would 09:04:07AM
14 appreciate that as the first part of your answer, 09:04:09AM
15 and then I can provide you the time to provide the 09:04:12AM
16 relevant context that you think is required. 09:04:14AM
17 We do have limited time this 09:04:16AM
18 morning, but if you need a break let me know. I 09:04:17AM
19 will note, given my state of affairs, I'm probably 09:04:20AM
20 the one to need a break before you, but we'll see 09:04:22AM
21 how this -- we'll see how this goes. 09:04:25AM
22 A. We'll hold our breath. 09:04:26AM
23 Q. All right. Now, you're 09:04:28AM
24 the chairman and board of directors and majority 09:04:29AM
25 investor in Windstream Energy; correct? 09:04:32AM

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1 A. That's correct. 09:05:12AM
2 Q. Or the wind energy sector 09:05:12AM
3 in general prior to that time? 09:05:15AM
4 A. Well, we -- we invested 09:05:16AM
5 in some onshore projects. I began my interest in 09:05:18AM
6 -- in wind energy by a small investment in a 09:05:23AM
7 company in Canada, a company called Barrington. 09:05:26AM
8 And that's where I met Ian 09:05:29AM
9 Baines, and I brought with me my long-time 09:05:32AM
10 associate, David Mars, who basically does most of 09:05:35AM
11 the hands-on work for me, into that situation. 09:05:39AM
12 Q. And do you recall the 09:05:43AM
13 time period of that? That was post Windstream; 09:05:44AM
14 correct? 09:05:46AM
15 A. It was pre-Windstream, 09:05:46AM
16 and I would say 2007/2008, something in that area. 09:05:49AM
17 There was a -- at that point, there was a program 09:05:58AM
18 in force in Ontario to encourage smaller wind 09:06:02AM
19 projects, and this company was basically pursuing 09:06:06AM
20 those situations. 09:06:10AM
21 Q. So roughly around the 09:06:11AM
22 same time, then, 2007/2008, you began to -- 09:06:14AM
23 A. I believe that's right. 09:06:17AM
24 I mean, I may be off a year or two. 09:06:18AM
25 Q. Okay. Now, I'd like to 09:06:20AM

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1 A. Yes. 09:04:33AM
2 Q. And you're also an 09:04:34AM
3 officer and director of Windstream and its 09:04:35AM
4 subsidiaries, Windstream Energy Inc. and 09:04:37AM
5 Windstream Wolfe Island Shoals Inc; correct? 09:04:40AM
6 A. Yes. 09:04:42AM
7 Q. And you're currently the 09:04:42AM
8 managing partner of White Owl Capital Partners 09:04:43AM
9 LLC? 09:04:46AM
10 A. That's correct. 09:04:47AM
11 Q. Now, prior to this, you 09:04:48AM
12 worked as counsel at the law firm Saterlee 09:04:50AM
13 Stephens Burke & Burke, as well as several other 09:04:54AM
14 law firms; correct? 09:04:55AM
15 A. That's correct. 09:04:56AM
16 Q. And in these positions, 09:04:56AM
17 you practised corporate, banking, and securities 09:04:57AM
18 law? 09:04:59AM
19 A. Correct. 09:05:00AM
20 Q. Now, your witness 09:05:00AM
21 statement indicates that you have been a private 09:05:02AM
22 investor for over 30 years. And as you've 09:05:03AM
23 indicated to Mr. Terry this morning, but you have 09:05:05AM
24 never invested any money in an offshore wind 09:05:08AM
25 project prior to Windstream. Is that correct? 09:05:10AM

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1 explore the FIT contract for a bit, so I'd like 09:06:21AM
2 you to turn to Tab 1 in your binder, which is the 09:06:24AM
3 binder there to your right-hand side. 09:06:27AM
4 A. Thank you. 09:06:33AM
5 Q. Now, this is the standard 09:06:34AM
6 form FIT contract, Version 1.3. So this is the 09:06:39AM
7 FIT contract that Windstream signed with the 09:06:42AM
8 Ontario Power Authority. Is that correct? 09:06:44AM
9 A. This may sound odd, but I 09:06:45AM
10 don't believe I have ever seen the FIT contract. 09:06:50AM
11 Q. Okay. 09:06:50AM
12 A. It's been described to me 09:06:53AM
13 many times -- 09:06:54AM
14 Q. Okay. So you have no -- 09:06:54AM
15 A. -- by my attorneys and my 09:06:56AM
16 management. 09:06:57AM
17 Q. Sorry. So you have no -- 09:06:57AM
18 you have never reviewed the FIT contract prior to 09:06:59AM
19 my bringing you to it today, the terms itself? 09:07:01AM
20 A. In a document form? No. 09:07:05AM
21 Q. Okay. Well, maybe we 09:07:06AM
22 could just walk through a couple provisions, and 09:07:08AM
23 I'll give you the time to familiarize yourself 09:07:10AM
24 with them as we go. 09:07:12AM
25 The FIT contract counterparty 09:07:14AM

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1 is the Ontario Power Authority. Is that correct? 09:07:16AM
2 A. Yes. 09:07:18AM
3 Q. Okay. And let's start 09:07:20AM
4 with Section 2.5 of the FIT contract. So I'll ask 09:07:24AM
5 you to turn there. 09:07:26AM
6 A. Yes, I've got it. 09:07:43AM
7 Q. Now, we'll just read 09:07:44AM
8 through what it says there. It notes that -- it 09:07:46AM
9 notes that: 09:07:46AM
10 "The supplier 09:07:49AM
11 acknowledges that time is 09:07:50AM
12 of the essence to the 09:07:51AM
13 Ontario Power Authority, 09:07:53AM
14 with respect to obtaining 09:07:54AM
15 commercial operation." 09:07:55AM
16 And in the next sentence it 09:07:56AM
17 notes that: 09:07:58AM
18 "The parties agree that 09:07:58AM
19 commercial operation 09:07:59AM
20 shall be achieved in a 09:08:00AM
21 timely manner and by the 09:08:01AM
22 MCOB, or the Milestone 09:08:03AM
23 Date of Commercial 09:08:05AM
24 Operation." 09:08:05AM
25 Do you see that? 09:08:06AM

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1 So we'll just move to the next 09:09:03AM
2 provision, which is 2.6. I believe this section 09:09:04AM
3 deals specifically with the requirements for 09:09:10AM
4 commercial operation. 09:09:11AM
5 If we look at subsection 09:09:13AM
6 2.6(a)(i), it indicates there that a Notice to 09:09:15AM
7 Proceed or an NTP, as I will refer to it, under 09:09:19AM
8 Section 2.4 of the FIT contract is needed. Do you 09:09:23AM
9 see that. 09:09:26AM
10 A. I do. 09:09:26AM
11 Q. And -- okay. So let's 09:09:26AM
12 turn to Section 2.4, then. So we'll ask you to go 09:09:28AM
13 back a couple of pages to Section 2.4, and we'll 09:09:32AM
14 look specifically at Section 2.4(b). 09:09:39AM
15 So this section lists off what 09:09:42AM
16 are known as the NTP prerequisites, so certain 09:09:45AM
17 conditions that must be met prior to the Ontario 09:09:48AM
18 Power Authority issuing that Notice to Proceed. 09:09:51AM
19 Do you see that? 09:09:52AM
20 A. Yes. 09:09:53AM
21 Q. And if we look at the 09:09:54AM
22 first one there, it indicates that the first 09:09:56AM
23 prerequisite is a completed Renewable Energy 09:09:57AM
24 Approval, or REA, as well as any other equivalent 09:10:01AM
25 environmental and site plan approvals or permits 09:10:03AM

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1 A. Yes. 09:08:06AM
2 Q. And for the Windstream 09:08:07AM
3 project, the MCOB was five years from the date 09:08:09AM
4 that the contract was signed; correct? If we 09:08:11AM
5 leave aside any extension for force majeure. 09:08:14AM
6 A. I'll take your word for 09:08:17AM
7 it, yes. 09:08:19AM
8 Q. Okay. So based on 09:08:20AM
9 Section 2.5, then, and that five years, Windstream 09:08:22AM
10 and the Ontario Power Authority had agreed in that 09:08:25AM
11 contract that -- or that Windstream had committed 09:08:28AM
12 that the contract -- the commercial operation 09:08:31AM
13 would be reached by May 4, 2015, if the contract 09:08:33AM
14 was signed on May 4, 2010; correct? 09:08:35AM
15 A. That's correct, yes. 09:08:38AM
16 Q. Okay. Now, once the 09:08:42AM
17 supplier meets that commercial operation within 09:08:43AM
18 the FIT contract timelines, it's only then that 09:08:45AM
19 the supplier is entitled to the revenue stream 09:08:48AM
20 under the FIT contract; correct? 09:08:51AM
21 A. Yes. 09:08:52AM
22 Q. Okay. Now, I want to 09:08:53AM
23 take a couple of more minutes here just to explore 09:08:57AM
24 how the OPA determines whether or not a project 09:08:59AM
25 has reached commercial operation. 09:09:01AM

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1 necessary for the construction of the contract 09:10:06AM
2 that is slated to commence. Do you see that? 09:10:08AM
3 A. Yes. 09:10:10AM
4 Q. And, to your knowledge, 09:10:13AM
5 the FIT contract provides no guarantee that the 09:10:15AM
6 supplier will obtain this Renewal Energy Approval; 09:10:18AM
7 correct? 09:10:20AM
8 A. Well, we understood there 09:10:21AM
9 was some very specific service undertakings by -- 09:10:24AM
10 with respect to permitting. But I wouldn't 09:10:35AM
11 necessarily characterize them as a guarantee, no. 09:10:38AM
12 Q. Okay. Well, if we move 09:10:41AM
13 to the next prerequisite then, subsection 2, it 09:10:42AM
14 indicates that a supplier needs to obtain certain 09:10:45AM
15 confirmations of financing; correct? 09:10:48AM
16 A. Yes. 09:10:51AM
17 Q. And the FIT contract, as 09:10:52AM
18 well, provides no guarantee that a supplier will 09:10:54AM
19 be able to obtain that financing; correct? 09:10:55AM
20 A. That's correct. But the 09:10:58AM
21 FIT contract gives us tremendous advantage in that 09:11:01AM
22 regard. 09:11:03AM
23 MS. NETTLETON: The best place 09:11:07AM
24 to put it would be perhaps there. 09:11:08AM
25 THE WITNESS: Yes. I'm 09:11:10AM

1 left-handed. 09:11:10AM
2 [Laughter.] 09:11:12AM
3 BY MS. SQUIRES: 09:11:13AM
4 Q. And if we move to the -- 09:11:13AM
5 to the next prerequisite there, it indicates that 09:11:14AM
6 the supplier needs to meet a domestic content 09:11:16AM
7 plan. Do you see that? 09:11:19AM
8 A. Yes, I do. 09:11:20AM
9 Q. And, again, no guarantee 09:11:21AM
10 that the supplier will be able to -- or no 09:11:22AM
11 guarantee from the OPA that the supplier will be 09:11:24AM
12 able to obtain that; correct? 09:11:25AM
13 A. That's correct. 09:11:27AM
14 Q. And, finally, the last is 09:11:27AM
15 the electrical impact assessments. And, again, no 09:11:29AM
16 guarantee from the OPA that a supplier will be 09:11:33AM
17 able to obtain those; correct? 09:11:34AM
18 A. I'm not sure what the 09:11:36AM
19 effect of that is, but it does mention impact 09:11:43AM
20 assessments. But I'm not sure what -- what, in 09:11:49AM
21 fact, contractually that means, but I'll -- I'm 09:11:56AM
22 reading what you're describing. 09:11:58AM
23 Q. So if I was to put it to 09:12:00AM
24 you, then, that a different entity arranges that 09:12:01AM
25 impact assessment; that you deal with a different 09:12:03AM

1 that it removed the 09:12:43AM
2 largest barriers to 09:12:44AM
3 financing." 09:12:45AM
4 You'd agree, though, that all 09:12:46AM
5 of these other requirements that we just discussed 09:12:48AM
6 would need to be in place before financing could 09:12:50AM
7 occur. Is that correct. 09:12:51AM
8 A. Well, I looked at the FIT 09:12:53AM
9 contract as the key to obtaining a viable project. 09:12:56AM
10 You -- you normally have to spend considerable 09:13:05AM
11 money, time, and effort to get to the point where 09:13:08AM
12 you're eligible for a Power Purchase Agreement in 09:13:10AM
13 any normal, let's say, power-type transaction, and 09:13:13AM
14 the FIT basically gave that to you upfront. 09:13:19AM
15 So you could essentially be 09:13:22AM
16 assured that you would have interest in financing. 09:13:24AM
17 You'd have, you know, a high degree of probability 09:13:28AM
18 in obtaining your -- the wherewithal to put the 09:13:32AM
19 project together. 09:13:39AM
20 You would have access to the 09:13:41AM
21 grid. So the issues of amount of volume, power 09:13:43AM
22 that you could put into the system would 09:13:47AM
23 essentially be -- taken care of. 09:13:50AM
24 And you had a fixed price. 09:13:52AM
25 And in -- in -- in a power development, having a 09:13:55AM

1 entity other than the OPA, it would seem from that 09:12:05AM
2 that the OPA does not guarantee you would obtain 09:12:08AM
3 that? 09:12:11AM
4 A. Well, you're saying that. 09:12:11AM
5 I'm not sure, but I'll -- 09:12:15AM
6 Q. Okay. 09:12:15AM
7 A. -- I'll, for the 09:12:17AM
8 moment -- 09:12:18AM
9 Q. Okay. 09:12:19AM
10 A. -- let you get on. 09:12:19AM
11 Q. So once you meet those 09:12:20AM
12 NTP requirements, then, and then you can proceed 09:12:22AM
13 with construction, if everything goes at 09:12:24AM
14 accordance to plan with construction and you hit 09:12:27AM
15 that Milestone Date of Commercial Operation, it's 09:12:29AM
16 then you get the revenue stream under the FIT 09:12:31AM
17 contract; correct? 09:12:33AM
18 A. I believe so, yes. 09:12:34AM
19 Q. Okay. Now, in your 09:12:35AM
20 second witness statement you indicated that: 09:12:36AM
21 "The FIT contract 09:12:37AM
22 eliminated a significant 09:12:38AM
23 degree of risk that's 09:12:40AM
24 common at the outset of 09:12:41AM
25 program development and 09:12:42AM

1 fixed price is a tremendous advantage. You don't 09:13:59AM
2 have to go into bid into the system to sell your 09:14:02AM
3 power. You know what the price is going in. Your 09:14:06AM
4 financiers know what the price is going in. And 09:14:11AM
5 it -- it puts you in a totally different category, 09:14:14AM
6 in terms of your -- your chances of success in -- 09:14:17AM
7 in building your project and getting it up and 09:14:21AM
8 spinning, in the case of a wind -- wind -- wind 09:14:23AM
9 farm. 09:14:26AM
10 So, yes, it does say these 09:14:26AM
11 things. But, you know, it doesn't say in 09:14:29AM
12 paragraph 2 that you have to have your financing 09:14:32AM
13 on the table to get a Notice to Proceed. It just 09:14:34AM
14 says you have to submit a plan. 09:14:37AM
15 Q. Well, if we focus on the 09:14:39AM
16 Renewable Energy Approval and the other permits 09:14:42AM
17 that you -- that you need, you would agree that 09:14:43AM
18 you wouldn't obtain financing for a project if you 09:14:44AM
19 couldn't obtain environmental permitting; correct? 09:14:47AM
20 A. Of course, yes. But, you 09:14:49AM
21 know, I've been, more or less, in the project 09:14:51AM
22 business all my career. And you look at 09:14:53AM
23 environmental permits as being something that, 09:14:56AM
24 yes, it's difficult. It's uncertain. 09:14:59AM
25 We had been told by -- by the 09:15:02AM

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1 province in a number of different forms that they 09:15:04AM
2 would provide certainty in these kinds of things. 09:15:08AM
3 They would streamline the process. They even 09:15:11AM
4 offered service guarantees. So we -- we were 09:15:13AM
5 confident and actually very optimistic that the 09:15:15AM
6 province would make all that come about. 09:15:19AM
7 But in terms of permitting 09:15:21AM
8 something -- well, let me give you an example. 09:15:25AM
9 I'm in the pipeline business. We -- we develop 09:15:27AM
10 pipelines in rural and urban settings where you 09:15:30AM
11 bring a gas delivery system into a -- let's say a 09:15:35AM
12 power plant that has been constructed. 09:15:40AM
13 In the Upper Midwest, most of 09:15:43AM
14 our coal-fired facilities are being shut down, as 09:15:46AM
15 happened in -- in Ontario, I understand. And 09:15:50AM
16 there's development. There's a great need for 09:15:54AM
17 development of what we call oil and gas feeder 09:15:58AM
18 lines. 09:16:00AM
19 Q. Right. Right, 09:16:00AM
20 Mr. Ziegler. But my questions pertain more to the 09:16:01AM
21 FIT contract, so I wonder if we could just keep 09:16:03AM
22 the discussion to that. 09:16:05AM
23 A. Well, I'm just trying to 09:16:05AM
24 give you an example of the way I look at the 09:16:06AM
25 permitting. Permitting is something that you 09:16:08AM

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1 Q. Okay. So he would brief 09:17:01AM
2 you, then, on those meetings? 09:17:02AM
3 A. He would, yes. 09:17:04AM
4 Q. Okay. And are you aware, 09:17:05AM
5 then, that, in his testimony yesterday -- you're 09:17:07AM
6 not aware, but -- I would assume you're not aware, 09:17:09AM
7 but Mr. Mars yesterday indicated that, in his 09:17:12AM
8 view, there was no guarantee of an REA, just, as 09:17:16AM
9 he put, it a right to the process. 09:17:19AM
10 So his view, after having 09:17:20AM
11 spoken with the officials, is that there is no 09:17:22AM
12 guarantee you will get that permit, just a 09:17:24AM
13 guarantee that you will be able to go through the 09:17:25AM
14 process. 09:17:27AM
15 So do you have a different 09:17:27AM
16 view that you were guaranteed the -- 09:17:29AM
17 A. No. I won't -- I'm not 09:17:31AM
18 arguing that point. I'm just trying to give you a 09:17:32AM
19 little context of the way we view the 09:17:34AM
20 environmental and main permitting. 09:17:37AM
21 Q. Okay. Let's move on to a 09:17:41AM
22 different topic, then, and I want to discuss a bit 09:17:43AM
23 about another area in your witness statement 09:17:45AM
24 pertaining to the interest from -- in financing 09:17:46AM
25 the project from different equity or debt 09:17:50AM

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1 absolutely have to do with a pipeline extension. 09:16:11AM
2 And it's not a question of if. It's a question of 09:16:15AM
3 how much it costs you and when you can get it. 09:16:19AM
4 And you basically hire the 09:16:21AM
5 best people you know, the best lawyers, the best 09:16:24AM
6 engineers, and you start early and run fast. And, 09:16:28AM
7 you know, I've never been in a situation where 09:16:33AM
8 we've had a problem. 09:16:35AM
9 Q. Okay. In terms of the 09:16:36AM
10 Wolfe Island project itself, then, Mr. Mars was 09:16:39AM
11 the one who was having the -- dealing with the 09:16:42AM
12 day-to-day operations with the Government of 09:16:45AM
13 Ontario; correct? 09:16:46AM
14 A. I'm sorry. Please 09:16:47AM
15 repeat. 09:16:48AM
16 Q. Mr. Mars is the 09:16:49AM
17 individual who was having the day-to-day 09:16:50AM
18 discussions with the Government of Ontario. Is 09:16:52AM
19 that correct? 09:16:52AM
20 A. Right. He has running 09:16:53AM
21 this project for me basically. 09:16:54AM
22 Q. Okay. 09:16:54AM
23 A. I have a lot of other 09:16:55AM
24 activities I have to pay attention to, and I rely 09:16:56AM
25 on David to make this thing happen for me. 09:16:59AM

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1 investors. 09:17:52AM
2 A. Yes. 09:17:54AM
3 Q. So we're going to have to 09:17:54AM
4 go into confidential session for this, 09:17:55AM
5 unfortunately, to all of the public out there 09:17:58AM
6 viewing. 09:18:00AM
7 --- CONFIDENTIAL BEGIN 09:18:04AM
8 BY MS. SQUIRES: 09:18:04AM
9 Q. It was my moment to 09:18:04AM
10 shine, and we will cut it off. 09:18:08AM
11 Now, I'd like you to have a 09:18:09AM
12 look at the Tab 4 in your binder, which is Exhibit 09:18:11AM
13 C-0472 for the record. 09:18:15AM
14 Once you get a chance to move 09:18:19AM
15 there, let's look at the first e-mail in that 09:18:22AM
16 chain. It's an e-mail from [REDACTED]
17 [REDACTED] 09:18:31AM
18 [REDACTED] 09:18:31AM
19 A. I'm sorry. I'm having a 09:18:31AM
20 little trouble there. 09:18:35AM
21 MR. TERRY: And just without 09:18:40AM
22 interrupting, appreciating the witness may or may 09:18:41AM
23 not have seen this before, if you can just make 09:18:43AM
24 sure that he has sufficient time -- 09:18:45AM
25 MS. SQUIRES: This is a 09:18:45AM

1 document cited in his witness statement as are the 09:18:46AM
2 next two that I'll go through. 09:18:47AM
3 MR. TERRY: Okay. So just to 09:18:47AM
4 be certain here -- 09:18:49AM
5 THE WITNESS: It's the second 09:18:49AM
6 -- second e-mail? 09:18:51AM
7 BY MS. SQUIRES: 09:18:52AM
8 Q. Exactly. 09:18:53AM
9

[REDACTED]

1 Q. Okay. Now let's turn to 09:19:22AM
2 the next tab. This is Exhibit C-0344, for the 09:19:24AM
3 record. 09:19:31AM
4 A. I'm sorry. I'm lost 09:19:33AM
5 here. 09:19:34AM
6 Q. So the next tab, which is 09:19:34AM
7 Tab 5. 09:19:35AM
8 A. Oh, tab. Yes, okay. 09:19:37AM
9

[REDACTED]

[REDACTED]

[REDACTED]

23 09:21:57AM
24 MR. TERRY: Again, if I could 09:22:00AM
25 just -- give him time because this is not part of 09:22:01AM
his witness statement. It was Mr. Mars' witness 09:22:02AM

1 statement that attaches this document. 09:22:05AM
 2 MS. SQUIRES: No. This -- 09:22:05AM
 3 this document is cited in his witness statement. 09:22:06AM
 4 In his -- I believe it's his second witness 09:22:08AM
 5 statement. If you want, we can go on your time, 09:22:11AM
 6 and we can find it so I can show you, but it's 09:22:13AM
 7 definitely in his witness statement. 09:22:15AM
 8 MR. TERRY: We found it. It's 09:22:22AM
 9 okay. Thank you. 09:22:23AM
 10 BY MS. SQUIRES: 09:22:24AM
 11 Q. So are we on -- are we 09:22:24AM
 12 together there on that first e-mail, Mr. -- 09:22:25AM
 13 Mr. Ziegler? 09:22:28AM
 14 I don't know if it helps at 09:22:36AM
 15 all. It's also on the big screen here to your 09:22:37AM
 16 right-hand side. 09:22:41AM
 17 A. Oh, that will help. 09:22:41AM
 18 Q. If that's easier. The 09:22:41AM
 19 font's a bit -- it's a big easier to see when it's 09:22:43AM
 20 picked out there. 09:22:46AM

21 [REDACTED]

[REDACTED]

[REDACTED]

09:24:10AM

8 Q. Now, the last thing I 09:24:16AM
 9 want to discuss with you, Mr. Ziegler, is the \$6 09:24:17AM
 10 million letter of credit that Windstream secured 09:24:19AM
 11 the -- the FIT contract with. And I'd like you to 09:24:21AM
 12 open your binder to Tab 7. This is Exhibit 09:24:25AM
 13 R-0545. 09:24:33AM
 14 And this is the letter -- 09:24:34AM
 15 actually we can come out of confidential right 09:24:35AM
 16 now. 09:24:38AM
 17 -- CONFIDENTIAL END 09:24:45AM
 18 BY MS. SQUIRES: 09:24:45AM
 19 Q. Okay. Now -- 09:24:46AM
 20 A. You're not asking me, no? 09:24:48AM
 21 Q. No, you're -- you're 09:24:49AM
 22 good. Now, this -- this document here in front of 09:24:50AM
 23 you, this is the letter of credit that was filed 09:24:53AM
 24 with the Ontario Power Authority; correct? 09:24:55AM
 25 A. I don't recall it 09:24:56AM

1 specifically, but I know of its existence, 09:24:57AM
 2 certainly. 09:25:00AM
 3 Q. Okay. Now, no draws have 09:25:00AM
 4 been made against the letter of credit to date; 09:25:02AM
 5 correct? 09:25:04AM
 6 A. Correct. 09:25:04AM
 7 Q. Pardon me? 09:25:05AM
 8 A. Correct. 09:25:05AM
 9 Q. Okay. And now if we turn 09:25:06AM
 10 to Tab 8 in your binder, if we could go to the 09:25:08AM
 11 next tab. This is Exhibit 1529, for the record. 09:25:10AM
 12 And this is the Supplemental FIT Security 09:25:15AM
 13 Provision Agreement for the Wolfe Island project. 09:25:18AM
 14 Is that right? 09:25:20AM
 15 A. I don't believe I have 09:25:20AM
 16 ever seen or reviewed this before, but... 09:25:23AM
 17 Q. So you've never seen this 09:25:28AM
 18 document before, Mr. Ziegler? 09:25:29AM
 19 A. Well, I just don't recall 09:25:31AM
 20 reviewing it. I -- I may well have, and it looks 09:25:32AM
 21 like I actually signed it. So, yes, the answer 09:25:36AM
 22 is, yes, I have seen it. 09:25:39AM
 23 Q. Okay. All right. So at 09:25:40AM
 24 some point in time, you -- you would have seen 09:25:40AM
 25 this? 09:25:42AM

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1 A. Yes. 09:25:43AM
2 Q. Okay. Well, I note that 09:25:44AM
3 that last page is not signed, but, yes, your name 09:25:45AM
4 appears on the signature page. 09:25:49AM
5 A. Right. 09:25:50AM
6 Q. All right. Now, I'm 09:25:51AM
7 going to -- let's go back to the first page. I'm 09:25:53AM
8 going to ask you to bear with me, and we're going 09:25:56AM
9 to talk through some corporate law stuff here, and 09:25:58AM
10 we'll see how far that gets us. 09:26:00AM
11 A. Oh, I'm in trouble 09:26:01AM
12 already. 09:26:03AM
13 Q. You're the expert in this 09:26:04AM
14 one. 09:26:03AM
15 [Laughter.] 09:26:03AM
16 BY MS. SQUIRES: 09:26:03AM
17 Q. All right. So we are 09:26:04AM
18 going to turn back to the first page. Are you 09:26:05AM
19 there? 09:26:07AM
20 A. Yes, I am. 09:26:07AM
21 Q. Now, this agreement was 09:26:08AM
22 entered into on May 14, 2010, following the FIT 09:26:09AM
23 contract offer for the Wolfe Island project. 09:26:12AM
24 That's what it says there near the top; correct? 09:26:14AM
25 A. Yes. Yes. 09:26:16AM

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1 look at the section entitled "Provision of 09:27:17AM
2 Security." And it indicates there that the letter 09:27:19AM
3 of credit provider, who was Lucky Star; correct? 09:27:22AM
4 A. Yes. They arranged it. 09:27:25AM
5 They're -- they're in the shipping business, and 09:27:27AM
6 they provide -- have -- have numerous banking 09:27:28AM
7 arrangements, and they -- they suggested we use 09:27:31AM
8 one of their banks to issue the letter of credit. 09:27:34AM
9 Q. Okay. So it says there 09:27:37AM
10 in that provision that they will provide and 09:27:38AM
11 maintain the \$6 million completion and performance 09:27:41AM
12 security that Windstream had to give to the OPA; 09:27:43AM
13 correct? 09:27:47AM
14 A. Correct. 09:27:48AM
15 Q. Okay. So that's the 09:27:48AM
16 letter of credit we were talking about a couple 09:27:50AM
17 minutes ago? 09:27:52AM
18 A. Yes. 09:27:52AM
19 Q. All right. Now, if we 09:27:53AM
20 read a bit further down in that section, it says: 09:27:55AM
21 "The amount of any 09:27:58AM
22 security provided by the 09:28:00AM
23 letter of credit provider 09:28:01AM
24 that is drawn upon by the 09:28:03AM
25 OPA shall be treated as a 09:28:04AM

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1 Q. All right. Now, the 09:26:18AM
2 agreement itself, as well there on the top, it 09:26:21AM
3 indicates it's between Windstream Energy LLC and 09:26:24AM
4 its subsidiaries, Lucky Star Shipping, and the 09:26:26AM
5 persons identified in Schedule A as the 09:26:30AM
6 co-investors. Do you see that? 09:26:32AM
7 A. Yes. 09:26:33AM
8 Q. Now, we can turn to 09:26:38AM
9 Schedule A if you need to. It's towards the end. 09:26:40AM
10 Those individuals are identified as yourself and 09:26:45AM
11 Mr. Stephen Webster that you mentioned earlier; 09:26:48AM
12 correct? 09:26:50AM
13 A. Correct. 09:26:50AM
14 Q. Okay. So you, 09:26:51AM
15 Mr. Webster, and Lucky Star are all investors in 09:26:52AM
16 Windstream Energy LLC? 09:26:57AM
17 A. Correct. And we've been 09:26:58AM
18 investors in many, many projects previous to this. 09:26:59AM
19 There were original investors in the company I 09:27:02AM
20 mentioned in my introduction, the Falcon Drilling 09:27:06AM
21 Company. 09:27:08AM
22 Q. Okay. So you're well 09:27:08AM
23 known to each other. 09:27:09AM
24 Okay. Now, let's turn to 09:27:10AM
25 Clause 1 of the agreement on page 2. And we'll 09:27:11AM

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1 loan by the letter of 09:28:06AM
2 credit provider to 09:28:07AM
3 Windstream at an interest 09:28:08AM
4 rate of 17.5 percent." 09:28:10AM
5 And you can see on the screen 09:28:11AM
6 here we're highlighting it for you if it makes it 09:28:13AM
7 easier to pick out exactly where I am. 09:28:15AM
8 A. How many points is that 09:28:18AM
9 over libor? 09:28:19AM
10 Q. Sorry, what was that? 09:28:21AM
11 A. It's quite a few points 09:28:22AM
12 over libor. 09:28:24AM
13 Q. It sounds like it, hey? 09:28:27AM
14 All right. 09:28:29AM
15 Now, we've already confirmed 09:28:30AM
16 that there have been no draws against the letter 09:28:33AM
17 of credit. So Windstream has not had to reimburse 09:28:35AM
18 Lucky Star pursuant to this provision; correct? 09:28:39AM
19 A. Yes. 09:28:41AM
20 Q. Okay. Now, let's turn to 09:28:41AM
21 Clause 2. This clause indicates that the -- this 09:28:42AM
22 clause is entitled "Participation by 09:28:49AM
23 Co-investors," and it indicates that: 09:28:51AM
24 "The co-investors agree 09:28:52AM
25 to immediately reimburse 09:28:53AM

1 the letter of credit 09:28:55AM
2 provider for any amount 09:28:55AM
3 of drawn funds on the 09:28:57AM
4 percentage share 09:28:59AM
5 indicated in Schedule A 09:29:00AM
6 of the agreement." 09:29:02AM
7 Do you see that? 09:29:03AM
8 A. I do, yes. 09:29:03AM
9 Q. And back in Schedule A, 09:29:04AM
10 it indicated that the percentage share for you and 09:29:06AM
11 Mr. Webster was 25 percent. 09:29:10AM
12 A. Each, yes. 09:29:13AM
13 Q. Okay. So, again, if 09:29:14AM
14 they're drawn funds, the loan that we just talked 09:29:17AM
15 about materializes; you and Mr. Webster would 09:29:20AM
16 agree to immediately reimburse Lucky Star based on 09:29:22AM
17 that pro rata share of 25 percent each; correct? 09:29:25AM
18 A. Well, I haven't studied 09:29:29AM
19 this, but, yes, that sounds what the import is. 09:29:30AM
20 Q. Okay. All right. So 09:29:34AM
21 we'll go about halfway -- we'll go back to the 09:29:38AM
22 second clause there when you're ready. And we're 09:29:40AM
23 going to go about halfway down the paragraph to a 09:29:47AM
24 sentence that starts, "Each of the co-investors." 09:29:50AM
25 A. Yes. 09:29:52AM

1 certain amount of cash collateral to secure the 09:30:28AM
2 letter of credit, and this provision indicates 09:30:30AM
3 that you and Mr. Webster will provide some of that 09:30:32AM
4 cash collateral based on the percentages that we 09:30:34AM
5 just talked about, so 25 percent each. 09:30:37AM
6 A. Right. And we, in fact, 09:30:39AM
7 did so. 09:30:40AM
8 Q. Okay. So -- so that 09:30:42AM
9 money goes into an account at the Royal bank of 09:30:46AM
10 Scotland, and that account bears interest? 09:30:48AM
11 A. Yes. 09:30:50AM
12 Q. Now, do you recall what 09:30:51AM
13 the interest rate on that account was? 09:30:52AM
14 A. I know it wasn't 17 and a 09:30:54AM
15 half percent. 09:30:56AM
16 [Laughter.] 09:30:58AM
17 BY MS. SQUIRES: 09:30:58AM
18 Q. We'd all like that 09:30:58AM
19 savings account, I think. 09:31:00AM
20 A. No, I'm afraid I don't. 09:31:01AM
21 Mr. Mars may know that. 09:31:03AM
22 Q. Okay. No problem. 09:31:05AM
23 Now, I will get you to keep 09:31:06AM
24 your finger there for a second because we're going 09:31:07AM
25 to come back, but in the meantime, if you could 09:31:09AM

1 Q. Now it indicates that: 09:29:53AM
2 "Each of the co-investors 09:29:54AM
3 further agrees --" 09:29:56AM
4 If we continue on further. 09:29:57AM
5 "-- that the obligation 09:29:58AM
6 to reimburse --" 09:30:00AM
7 The loan we just talked about. 09:30:02AM
8 "-- will be secured by 09:30:03AM
9 depositing in an 09:30:04AM
10 interest-bearing account 09:30:05AM
11 of Lucky Star at the 09:30:06AM
12 Royal Bank of Scotland, 09:30:08AM
13 U.S. dollars, the amount 09:30:10AM
14 of the participation 09:30:11AM
15 percentage of the amount 09:30:13AM
16 of cash collateral 09:30:14AM
17 required by RBS to 09:30:16AM
18 provide and maintain a \$6 09:30:17AM
19 million letter of 09:30:19AM
20 credit." 09:30:20AM
21 Do you see that? 09:30:20AM
22 A. Yes. 09:30:21AM
23 Q. Okay. So bear with me 09:30:21AM
24 again. I'll try and figure out what this means. 09:30:23AM
25 So Royal Bank of Scotland, then, says they need a 09:30:26AM

1 flip to the next tab in your binder. So that 09:31:11AM
2 would put us to tab -- that would put us to Tab 8, 09:31:13AM
3 I believe -- no, Tab 9, sorry. 09:31:18AM
4 A. Yes, I see it. 09:31:20AM
5 Q. And this is Exhibit 09:31:27AM
6 C-0692, and it's a letter from the Royal Bank of 09:31:29AM
7 Scotland. Do you see that? 09:31:32AM
8 A. Yes. 09:31:34AM
9 Q. And it's dated April 20, 09:31:34AM
10 2014, so four years after that FIT security 09:31:36AM
11 provision agreement took effect. We just 09:31:39AM
12 discussed that was in May of 2014. 09:31:42AM
13 A. Yes. I'm reading it, 09:31:44AM
14 yes. 09:31:46AM
15 Q. Okay. And if we look at 09:31:46AM
16 the last sentence there, it indicates that the 09:31:48AM
17 current amount held in U.S. dollars securing the 09:31:50AM
18 letter of credit is just over \$6.6 million U.S.; 09:31:52AM
19 correct? 09:31:56AM
20 A. Yes. 09:31:57AM
21 Q. So, as of April 2014, 09:31:57AM
22 this \$6.6 million represents the money that you 09:32:00AM
23 and Mr. Webster had put in at 25 percent each, 09:32:04AM
24 money that Lucky Star put in to make up the other 09:32:07AM
25 50 percent of what was required -- 09:32:10AM

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1 A. Correct. 09:32:12AM
2 Q. -- plus any interest that 09:32:12AM
3 has accrued on that account between the time the 09:32:13AM
4 money was put in and April of 2014? 09:32:15AM
5 A. I'm not sure that's what 09:32:17AM
6 it represents. But we did put in -- we 09:32:18AM
7 over-collateralized the letter because our bank 09:32:23AM
8 was concerned about fluctuations in the U.S. 09:32:26AM
9 dollar and the Canadian dollar, and they wanted to 09:32:28AM
10 make sure that there was at least \$6 million of 09:32:32AM
11 Canadian money in that account, if there was a 09:32:35AM
12 draw on the letter. I believe that's why the 09:32:39AM
13 variations. 09:32:41AM
14 Q. Okay. Do you recall what 09:32:42AM
15 they required, then, originally to secure that 09:32:42AM
16 letter of credit? 09:32:44AM
17 A. Cash. 09:32:45AM
18 Q. But you don't -- the 09:32:47AM
19 exact quantum of cash, you're not sure of? 09:32:49AM
20 A. No, I don't know the 09:32:51AM
21 exact amount. I think -- I think it was, like, a 09:32:52AM
22 10 percent or a 12 percent overage, something 09:32:55AM
23 along that order. 09:32:58AM
24 Q. Okay. But some of that 09:32:59AM
25 money would make up the interest that has accrued 09:33:01AM

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1 settle up the account. 09:34:01AM
2 Q. Okay. But it does 09:34:03AM
3 indicate there that what -- at the end of the 09:34:05AM
4 term, whenever that term might be, that the money 09:34:07AM
5 that you deposited in that account would be 09:34:09AM
6 returned to you; correct? 09:34:11AM
7 A. Yes. 09:34:12AM
8 Q. With accompanying 09:34:14AM
9 interest? 09:34:15AM
10 A. Right. 09:34:15AM
11 Q. Okay. Now, I'm almost 09:34:15AM
12 done here, but let's look at Clause 3. And that 09:34:16AM
13 clause is entitled "fees." 09:34:22AM
14 A. Correct. 09:34:24AM
15 Q. We'll make it a bit 09:34:25AM
16 bigger here on the screen. 09:34:26AM
17 A. Thank you. 09:34:28AM
18 Q. All right. Now, in the 09:34:28AM
19 first sentence there, it says that: 09:34:30AM
20 "Windstream agrees to pay 09:34:32AM
21 to the investors, in 09:34:34AM
22 accordance with their 09:34:35AM
23 respective participation 09:34:36AM
24 percentages, a fee equal 09:34:37AM
25 to 12.5 percent annual 09:34:38AM

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1 on that account in between? 09:33:03AM
2 A. I don't know for sure, 09:33:06AM
3 but it sounds right. 09:33:07AM
4 Q. Okay. All right. Let's 09:33:09AM
5 go back to the security agreement, then, that was 09:33:10AM
6 at Tab 8 of your binder. And we're going to go 09:33:12AM
7 back to Clause 2. 09:33:17AM
8 A. Okay. 09:33:19AM
9 Q. Now, it says there at the 09:33:20AM
10 bottom -- I believe in the last sentence -- that: 09:33:23AM
11 "The letter of credit 09:33:27AM
12 provider will return any 09:33:28AM
13 funds deposited in that 09:33:30AM
14 Royal Bank of Scotland 09:33:31AM
15 account at the end of the 09:33:33AM
16 term along with any 09:33:34AM
17 interest accrued." 09:33:35AM
18 Do you see that? The very 09:33:36AM
19 last sentence? 09:33:37AM
20 A. I'm sorry. 09:33:39AM
21 Q. It's in Clause 2. 09:33:41AM
22 A. Okay. That helps. I'm 09:33:43AM
23 not sure what "end of the term" means in that 09:33:52AM
24 context. Our understanding was that, when we 09:33:54AM
25 received the letter of credit back, we would 09:33:59AM

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1 return on the U.S. 09:34:41AM
2 dollars deposited in the 09:34:42AM
3 RBS cash collateral 09:34:44AM
4 account." 09:34:46AM
5 Do you see that? 09:34:46AM
6 A. Yes. That was accruing. 09:34:48AM
7 Q. Okay. So Windstream 09:34:53AM
8 agrees to pay its investors -- so you, 09:34:55AM
9 Mr. Webster, and Lucky Star -- a fee of 12.5 09:34:58AM
10 percent that will accrue on a pro rata basis on 09:35:01AM
11 cash that you have deposited into that Royal Bank 09:35:05AM
12 of Scotland account? 09:35:07AM
13 A. Correct. 09:35:09AM
14 Q. So this part of the 09:35:10AM
15 agreement, then, is a way for Windstream to pay a 09:35:12AM
16 return to its investors of 12.5 percent for having 09:35:15AM
17 that money tied up in the RBS account; correct? 09:35:18AM
18 A. That was the idea. 09:35:21AM
19 Q. Okay. 09:35:24AM
20 A. All of these investors 09:35:24AM
21 were also equity investors in the company. And 09:35:25AM
22 the percentages of ownership in the equity side of 09:35:30AM
23 the investment differed from the percentage of 09:35:33AM
24 ownership in the -- in the support for the letter 09:35:37AM
25 of credit. 09:35:40AM

1 So I think we -- we tried to 09:35:41AM
2 equalize that by putting a 12 and a half percent 09:35:44AM
3 return on the letter of credit, which would have 09:35:50AM
4 basically -- would have been an expected return 09:35:52AM
5 that we would look at, an IRR in any project we 09:35:56AM
6 did. So that was the idea. I think that was the 09:36:00AM
7 basis for setting this fee. Is that -- 09:36:03AM
8 Q. Sorry. 09:36:07AM
9 A. Is that clear? 09:36:08AM
10 Q. Yes. I just have one -- 09:36:09AM
11 if you can give me one second. 09:36:11AM
12 You are free to go, 09:37:11AM
13 Mr. Ziegler, from my perspective anyway. Your 09:37:12AM
14 counsel may have different views. 09:37:14AM
15 THE WITNESS: Thank you. 09:37:16AM
16 PRESIDENT: Thank you, 09:37:18AM
17 Ms. Squires. 09:37:18AM
18 Any questions on redirect? 09:37:19AM
19 MR. TERRY: Just two brief 09:37:21AM
20 questions. 09:37:23AM
21 RE-EXAMINATION BY MR. TERRY: 09:37:23AM
22 Q. Mr. Ziegler, just a 09:37:32AM
23 couple of questions in re-examination. 09:37:33AM
24 First of all, do you recall 09:37:35AM
25 when you were asked by Ms. Squires, Canada's 09:37:37AM

1 detailed side of a lot of these arrangements, and 09:38:35AM
2 he was my representative, and -- and I looked to 09:38:38AM
3 him as essentially the chief operating and chief 09:38:43AM
4 -- in some ways, chief executive officer in 09:38:47AM
5 Windstream. He was making a lot of decisions, 09:38:50AM
6 but, you know, I was quite often involved in those 09:38:52AM
7 decisions, yes. 09:38:54AM
8 Q. All right. And -- and do 09:38:56AM
9 you recall that you were asked by Ms. Squires 09:38:59AM
10 whether it was David Mars who carried out most of 09:39:03AM
11 the day-to-day interactions with the Ontario 09:39:08AM
12 Government? 09:39:10AM
13 A. Yes, he did. 09:39:11AM
14 Q. And did you have any 09:39:12AM
15 interactions yourself, either by phone or in 09:39:13AM
16 person, with anyone from the Ontario Government in 09:39:16AM
17 this file? 09:39:18AM
18 A. Yes, I did. Limited, but 09:39:19AM
19 I -- I had some. 09:39:21AM
20 I had a meeting with -- with 09:39:22AM
21 the staff of the OPA, and, prior to that, I had -- 09:39:24AM
22 I was on a conference call with -- I believe the 09:39:32AM
23 gentleman's name was Paul Ungerman, who was the 09:39:34AM
24 policy director of the Minister -- Ministry of 09:39:38AM
25 Energy. 09:39:42AM

1 counsel, about the interest rate in the RBS 09:37:41AM
2 account, in the Royal Bank of Scotland account, 09:37:44AM
3 whether you knew what the interest rate was? 09:37:48AM
4 A. I -- I was surprised to 09:37:52AM
5 read the 17 and a half percent number, yes, just 09:37:53AM
6 now. But I don't recall that I ever focused on 09:37:56AM
7 that before. 09:37:59AM
8 Q. It wasn't the 17.5 09:38:00AM
9 percent number. Remember she asked you about the 09:38:01AM
10 actual -- the account in which the letter of 09:38:03AM
11 credit is held, and you said -- 09:38:05AM
12 A. Yes. Accruing interest 09:38:06AM
13 on it? 09:38:08AM
14 Q. Yes. 09:38:08AM
15 A. I just didn't have any 09:38:10AM
16 recollection of that arrangement. 09:38:11AM
17 Q. And do you recall that 09:38:12AM
18 you said that it would be better to ask Mr. Mars? 09:38:13AM
19 A. Yes. 09:38:19AM
20 Q. And who would be the 09:38:19AM
21 person to ask detailed questions about these 09:38:21AM
22 security arrangements? 09:38:25AM
23 A. Well, Mr. Mars is 09:38:26AM
24 probably the best source for that kind of 09:38:28AM
25 information. I was not, you know, involved in the 09:38:30AM

1 And at that point, we wanted 09:39:42AM
2 to get a little assurances on where our project 09:39:44AM
3 stood, and he assured us in that phone call that 09:39:49AM
4 the province was behind the FIT program and wind 09:39:53AM
5 energy development -- and they were -- and 09:39:57AM
6 directly supported our -- our offshore wind 09:40:02AM
7 project. 09:40:05AM
8 In fact, he noted in that 09:40:06AM
9 conversation that the Premier had indicated his 09:40:08AM
10 support as well. Mr. Ungerman was also, I 09:40:11AM
11 believe -- I don't know this directly. But he was 09:40:18AM
12 instrumental in directing the OPA to give us 09:40:20AM
13 another year of time on our deadline for bringing 09:40:25AM
14 the project into operation. Increase it from four 09:40:34AM
15 to five years. 09:40:38AM
16 Q. Can you recall the date 09:40:39AM
17 of that conference call with Mr. Ungerman? 09:40:40AM
18 A. I believe it was in July 09:40:42AM
19 2010. But I can't give you the exact date, no. 09:40:48AM
20 Q. And -- and what was the 09:40:54AM
21 significance, if any, of that -- what was said in 09:40:57AM
22 that conference call to you? 09:41:00AM
23 A. Well, we were encouraged. 09:41:02AM
24 We were -- at that point we -- it was basically 09:41:04AM
25 validating our supposition that the government 09:41:09AM

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1 supported us and supported our project, in 09:41:14AM
2 particular. And he mentioned the Premier's 09:41:16AM
3 support. So that -- that basically, you know, 09:41:19AM
4 boosted up our optimism about the support we would 09:41:22AM
5 get in the province and our ability to complete 09:41:27AM
6 the project. That was very important to us. 09:41:29AM
7 MR. TERRY: Those are all of 09:41:32AM
8 my questions. Thank you. 09:41:33AM
9 PRESIDENT: Thank you, 09:41:39AM
10 Mr. Terry. 09:41:40AM
11 Any questions? 09:41:40AM
12 QUESTIONS FROM THE PANEL: 09:41:42AM
13 MR. BISHOP: Mr. Ziegler, I've 09:41:42AM
14 got, I think, three questions, which I hope will 09:41:43AM
15 be quick. With regard to the letter of credit 09:41:46AM
16 which you were asked about, if you would turn to 09:41:52AM
17 Tab 9 for a moment in your notebook. 09:41:54AM
18 I realize you just said that 09:42:04AM
19 perhaps Mr. Mars is the best person to -- to speak 09:42:06AM
20 about this issue, and if this isn't a question 09:42:10AM
21 that's really -- should be asked of you, just say 09:42:15AM
22 that. 09:42:19AM
23 But I thought that I saw you 09:42:19AM
24 say that this was a way to get a 12 and a half 09:42:22AM
25 percent return for Windstream's investors. I 09:42:28AM

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1 held by -- outstanding by RBS and held by OPA. We 09:43:49AM
2 have tried to get it back. But, you know, it's 09:43:52AM
3 still out there ticking. And the only way, I 09:43:56AM
4 believe, we can get it back is if this project is 09:44:00AM
5 declared cancelled, and the OPA returns it to us. 09:44:02AM
6 But so far that hasn't happened. 09:44:06AM
7 And we're, you know, holding 09:44:08AM
8 ourselves in readiness to perform the contract in 09:44:11AM
9 case some day we get that call, but right now that 09:44:13AM
10 letter of credit is sitting at RBS ticking off 09:44:16AM
11 interest. 09:44:19AM
12 MR. BISHOP: And do I 09:44:24AM
13 understand that the interest is owed by Windstream 09:44:27AM
14 to Lucky Star? 09:44:30AM
15 THE WITNESS: I'm sorry. 09:44:33AM
16 Excuse me? 09:44:35AM
17 MR. BISHOP: I'm sorry. I 09:44:37AM
18 might be misunderstanding. Is the interest owed 09:44:37AM
19 by Windstream to Lucky Star for putting up the 09:44:41AM
20 amount of the letter of credit? 09:44:46AM
21 THE WITNESS: It would be owed 09:44:48AM
22 by all three of us. We would adjust our interest 09:44:49AM
23 to make sure that, if Lucky Star was 09:44:51AM
24 disproportionately penalized here, because they -- 09:44:54AM
25 their risk was greater in the deal, we certainly 09:44:59AM

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1 wonder if you could explain what you meant by 09:42:33AM
2 that. 09:42:35AM
3 THE WITNESS: Well, we had a 09:42:36AM
4 -- somewhat of a discrepancy in the percentage 09:42:38AM
5 amounts that these same investors had put into 09:42:41AM
6 Windstream itself. And our good friends, the 09:42:44AM
7 Lucky Star people, said, "Look, we -- you know, 09:42:50AM
8 we're happy with letter of credit environment. We 09:42:54AM
9 put letter of credits for massive ship and -- and 09:42:57AM
10 marine construction, and we know these banks, and 09:43:03AM
11 they'll give us a good rate. And so we'll -- 09:43:05AM
12 we'll handle this. 09:43:07AM
13 So they went to their bank, 09:43:08AM
14 RBS, and negotiated the terms of the letter. And 09:43:10AM
15 it turned out that they were willing to put up 09:43:16AM
16 more than their pro rata share in the letter of 09:43:21AM
17 credit, risk more, put up more of their pro rata 09:43:24AM
18 share, but they expected a little more interest 09:43:27AM
19 for them doing it. It was not -- it was not 09:43:30AM
20 interest rate risk. It was really counterparty 09:43:33AM
21 risk. 09:43:36AM
22 We were concerned, you know, 09:43:36AM
23 if, in some case, we were not able to get to the 09:43:39AM
24 point where we got the letter back. We still 09:43:44AM
25 don't have the letter back. The letter is still 09:43:47AM

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1 would have adjusted that. 09:45:01AM
2 MR. BISHOP: Okay. 09:45:03AM
3 THE WITNESS: We have done 09:45:04AM
4 business for many, many years and feel very 09:45:05AM
5 relaxed about evening things out. 09:45:08AM
6 MR. BISHOP: Okay. You said 09:45:11AM
7 in response to another question that, looking at a 09:45:13AM
8 document of December 2010, it was way too early in 09:45:17AM
9 the project to look for definitive financing. 09:45:21AM
10 Again, could you explain what you meant by that? 09:45:25AM
11 THE WITNESS: Well, you know, 09:45:27AM
12 when -- when we -- when notice went out to the -- 09:45:35AM
13 to the world at large that we had received a FIT 09:45:36AM
14 contract, we had any number of approaches from the 09:45:39AM
15 financiers, private equity banks, project 09:45:46AM
16 financiers, to participate with us. 09:45:49AM
17 And we had hired an investment 09:45:52AM
18 bank, KeyBanc, to help us in that process. But we 09:45:57AM
19 thought that we should proceed with the project, 09:46:00AM
20 get our arms around what was required, get our 09:46:05AM
21 teeth well into it before we thought about outside 09:46:10AM
22 financing. 09:46:14AM
23 We -- you know, we felt that 09:46:16AM
24 we could take this project to a financial close 09:46:16AM
25 ourselves. We had done that in other situations. 09:46:21AM

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1 And, in fact, I had told in 09:46:23AM
2 one of the meetings that I describe in my witness 09:46:27AM
3 statement, I explained to some gentlemen at the 09:46:29AM
4 OPA that we were prepared to do that. 09:46:32AM
5 MR. BISHOP: At what point 09:46:35AM
6 would you have expected financial close to occur 09:46:36AM
7 in terms of what needed to be done on the project? 09:46:39AM
8 THE WITNESS: Well, Mr. Mars 09:46:42AM
9 would be better at answering that question than I, 09:46:44AM
10 but it would be someway down the line from where 09:46:47AM
11 we were then. 09:46:53AM
12 MR. BISHOP: Okay. Was there 09:46:54AM
13 a budget for how much the project needed to be 09:46:56AM
14 able to get to finance -- financial close? 09:47:00AM
15 THE WITNESS: We had made some 09:47:03AM
16 rough calculations, and we understood -- we did 09:47:06AM
17 have internal budgets, but not anything that we 09:47:10AM
18 were prepared to sign off on. 09:47:13AM
19 MR. BISHOP: Okay. Do you 09:47:16AM
20 recall what that rough budget was? 09:47:17AM
21 THE WITNESS: Mr. Mars would 09:47:20AM
22 be able to tell you that number. 09:47:22AM
23 MR. BISHOP: Okay. One other 09:47:24AM
24 question: You said, I think, that usually you 09:47:27AM
25 need to do much to get to a power purchase 09:47:32AM

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1 lawyer. 09:48:54AM
2 [Laughter.] 09:48:55AM
3 DR. CREMADES: Good for you. 09:48:57AM
4 [Laughter.] 09:48:58AM
5 THE WITNESS: I meant no, 09:49:02AM
6 no... 09:49:05AM
7 DR. CREMADES: As an 09:49:06AM
8 experienced investor, when you decided to come to 09:49:07AM
9 this investment, which risk do you foresee ahead 09:49:12AM
10 of your plans? 09:49:17AM
11 THE WITNESS: Well, that's a 09:49:19AM
12 good question. I think our primary risk was how 09:49:21AM
13 we navigated the various jumps with dealing with 09:49:30AM
14 the government. And, you know, in our experience 09:49:35AM
15 with, you know, pipelines, you have to obviously 09:49:40AM
16 get various regulatory approvals and deal with 09:49:43AM
17 dozens of different agencies. And any one of them 09:49:47AM
18 can, you know, stop your project. 09:49:51AM
19 I mean it can be the army 09:49:52AM
20 corps of engineers, or it can be, you know --if 09:49:56AM
21 you're trying to build a pipeline across a college 09:49:59AM
22 campus and they don't like fossil fuels, they 09:50:02AM
23 won't give you a right-of-way. 09:50:06AM
24 So, you know, there's all sort 09:50:07AM
25 of variations in that, but this -- the FIT program 09:50:09AM

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1 agreement, but the FIT program gave it to you 09:47:37AM
2 upfront, which was a big advantage, and a fixed 09:47:43AM
3 price. 09:47:46AM
4 What due diligence or what 09:47:47AM
5 preparations had the company done by the time it 09:47:54AM
6 signed the FIT contract on August 20, 2010? 09:47:57AM
7 THE WITNESS: Well, again, 09:47:59AM
8 that's Mr. Mars' province. 09:48:00AM
9 I was generally aware of the 09:48:03AM
10 process that we were going through. We obviously 09:48:08AM
11 didn't want to sign a FIT contract that we could 09:48:11AM
12 not perform. And we were very careful about 09:48:14AM
13 making sure that our end of it was feasible and -- 09:48:17AM
14 and, you know, very doable. 09:48:23AM
15 But in terms of the actual 09:48:25AM
16 individual steps we did, I think Mr. Mars would be 09:48:29AM
17 more capable of explaining those than I. 09:48:33AM
18 MR. BISHOP: Thank you, 09:48:36AM
19 Mr. Ziegler. That's all. 09:48:37AM
20 PRESIDENT: Thank you. 09:48:39AM
21 Anything? Dr. Cremades. 09:48:40AM
22 DR. CREMADES: Well, probably 09:48:44AM
23 my question is, you, as a lawyer by background and 09:48:44AM
24 as an experienced investor -- 09:48:51AM
25 THE WITNESS: Recovering 09:48:53AM

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1 was appealing because it kind of centralized and 09:50:14AM
2 streamlined the whole approval process, and that 09:50:18AM
3 seemed attractive to us. 09:50:20AM
4 And I think that normally that 09:50:22AM
5 would have been the area that we would have sensed 09:50:24AM
6 the most risk. We -- you know, we knew we could 09:50:28AM
7 finance it. We knew that we could get a 09:50:31AM
8 connection to the grid because it was spelled out 09:50:34AM
9 in the contract. So the volume wouldn't have been 09:50:37AM
10 a problem. The price was there. But, you know, 09:50:39AM
11 could we -- could we navigate the ins and outs of 09:50:42AM
12 the bureaucracy? And we had done that 09:50:47AM
13 successfully in dozens of other situations, you 09:50:50AM
14 know. 09:50:54AM
15 And we had been in the 09:50:54AM
16 offshore drilling business where you go out and 09:50:57AM
17 lay down a commitment to spend, you know, \$750 09:51:01AM
18 million to build a drill ship. And you know it 09:51:06AM
19 has to work. If it doesn't work, you know, you 09:51:10AM
20 have a lot of steel that's pretty useless. 09:51:13AM
21 And so our business discipline 09:51:16AM
22 was that we felt we needed to research it very 09:51:22AM
23 thoroughly, understand what the risks were, try to 09:51:26AM
24 manage those risks, bring the right people to bear 09:51:29AM
25 that could help us with consultants that are, you 09:51:32AM

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1 know, our own people to overcome those and make a 09:51:35AM
2 success of it. That's what we had done in the 09:51:40AM
3 past, and that's what we hoped to do with our FIT 09:51:43AM
4 contract in Ontario. 09:51:48AM
5 DR. CREMADES: Did you face -- 09:51:49AM
6 THE WITNESS: Sorry for the 09:51:51AM
7 longwinded answer. 09:51:51AM
8 DR. CREMADES: No, no. Did 09:51:52AM
9 you face at that time the risk of -- of 09:51:53AM
10 bureaucratic and slowly reaction from the 09:51:57AM
11 governments? 09:52:02AM
12 THE WITNESS: I'm sorry. 09:52:03AM
13 Could you -- could you say that again, please? 09:52:05AM
14 DR. CREMADES: At that time, 09:52:07AM
15 when you were making the risk assessment, doing 09:52:07AM
16 your decision to invest, did you face, at that 09:52:11AM
17 time, the risk of dealing with bureaucratic 09:52:17AM
18 entities? 09:52:23AM
19 THE WITNESS: Always. Yes, 09:52:24AM
20 sir. 09:52:27AM
21 DR. CREMADES: I come from a 09:52:30AM
22 country in which we had experience of investors to 09:52:31AM
23 the sector of renewable energies. And sometimes 09:52:38AM
24 they try -- well, from the government point of 09:52:42AM
25 view, they say that they come to -- to make 09:52:45AM

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1 lawyer. 09:54:21AM
2 [Laughter.] 09:54:21AM
3 THE WITNESS: Well, thank you, 09:54:25AM
4 sir. I take that as a compliment. 09:54:26AM
5 PRESIDENT: Perhaps to follow 09:54:34AM
6 up on the -- on the questions that Dr. Cremades 09:54:35AM
7 put to you, at the time that you entered into this 09:54:36AM
8 venture, 2008/2009, did you see any political risk 09:54:39AM
9 in terms of this -- of these projects or the whole 09:54:46AM
10 FIT program or the whole green energy program 09:54:53AM
11 being dependent on one political party that was in 09:54:55AM
12 power at the time? 09:55:00AM
13 THE WITNESS: I don't know 09:55:01AM
14 that we actually thought about that, but I'm sure 09:55:06AM
15 it was present and something that we considered. 09:55:10AM
16 In the States, you know, we 09:55:15AM
17 are sort of more worried about what we call NIMBY 09:55:20AM
18 risk, which is any time you build any project and 09:55:23AM
19 it impacts private individuals, that there's -- 09:55:27AM
20 there's pushback, and quite often the pushback 09:55:30AM
21 goes into the political realm, depending on the 09:55:34AM
22 electoral aspects of it. 09:55:40AM
23 But, yes, that's a risk that 09:55:42AM
24 is always present, and you have to deal with. 09:55:45AM
25 PRESIDENT: Had you invested 09:55:48AM

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1 castles in Spain through that -- through that 09:52:51AM
2 investment. 09:52:54AM
3 Sometimes they are blamed to 09:52:55AM
4 be speculative persons. What is the difference 09:52:59AM
5 between investor and a speculator? 09:53:04AM
6 THE WITNESS: Well, I try not 09:53:09AM
7 to speculate. I -- I don't like risk. Risk is 09:53:14AM
8 what keeps you up at night. And I think that 09:53:21AM
9 prudent investors try to anticipate what can get 09:53:28AM
10 thrown at them as they go through the process and 09:53:34AM
11 try to, you know, mitigate those risks in any way 09:53:37AM
12 possible. 09:53:40AM
13 The government risk or a 09:53:44AM
14 political risk is very hard to understand and 09:53:45AM
15 appraise if you're not part of that world, and, 09:53:47AM
16 you know, for this project we hired people that 09:53:50AM
17 would help us try to understand what -- what was 09:53:53AM
18 happening in the province. And from everything we 09:53:56AM
19 saw, it was embracing wind energy and embracing, 09:53:58AM
20 in particular, offshore wind. 09:54:03AM
21 It had a moratorium in effect 09:54:06AM
22 in the province, and they erased it and said, 09:54:08AM
23 "Come on up." And we were very attracted to that. 09:54:11AM
24 DR. CREMADES: Thank you. I 09:54:16AM
25 see that you continue to be a very experienced 09:54:17AM

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1 previously in Canada or in Ontario? 09:55:49AM
2 THE WITNESS: Just that one 09:55:52AM
3 investment in, early stage, onshore wind. You 09:55:53AM
4 know, I've invested in Canada previously, but not 09:55:59AM
5 -- not in private projects and -- and -- you know, 09:56:01AM
6 various other enterprises that were not, you know, 09:56:07AM
7 faced with this kind of task. 09:56:11AM
8 PRESIDENT: Okay. Thank you. 09:56:16AM
9 Thank you, Mr. Ziegler. 09:56:17AM
10 Do the questions from the 09:56:22AM
11 Tribunal give rise to any questions from counsel? 09:56:23AM
12 Mr. Terry? 09:56:26AM
13 MR. TERRY: None from us. 09:56:28AM
14 Thanks very much. 09:56:29AM
15 PRESIDENT: And Ms. Squires? 09:56:30AM
16 MS. SQUIRES: No, none for me. 09:56:31AM
17 PRESIDENT: Thank you very 09:56:33AM
18 much, Mr. Ziegler. Thank you for your time and 09:56:34AM
19 for your availability. It's appreciated. 09:56:36AM
20 THE WITNESS: Much 09:56:39AM
21 appreciated. 09:56:40AM
22 PRESIDENT: This concludes 09:56:40AM
23 your examination. We perhaps need a brief 09:56:41AM
24 technical break of five minutes to bring in the 09:56:48AM
25 next witness, and I understand it will be 09:56:50AM

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1 Mr. Benedetti. Break for five minutes. 09:56:52AM
2 --- Recess at 9:57 a.m. 10:00:38AM
3 --- Upon resuming at 10:05 a.m. 10:05:16AM
4 PRESIDENT: Welcome back. Are 10:07:05AM
5 there any admin issues before we continue with 10:07:07AM
6 Mr. Benedetti? 10:07:09AM
7 MR. TERRY: Nothing from us. 10:07:11AM
8 MR. SPELLISCY: Nothing from 10:07:12AM
9 us. 10:07:13AM
10 PRESIDENT: Okay. So, 10:07:13AM
11 Mr. Benedetti. Can you please come over? 10:07:14AM
12 Good morning. 10:07:28AM
13 THE WITNESS: Good morning. 10:07:30AM
14 PRESIDENT: Can you please 10:07:31AM
15 state your name -- full name for the record and 10:07:32AM
16 then read the statement or the declaration for a 10:07:35AM
17 fact witness that you have in front of you? 10:07:39AM
18 THE WITNESS: Sure. Of 10:07:41AM
19 course. Good morning. My name is Chris 10:07:48AM
20 Benedetti. I'm a principal with Sussex Strategy 10:07:50AM
21 Group. I solemnly declare upon my honour and 10:07:50AM
22 conscience that, in my evidence before this 10:07:50AM
23 Tribunal, I shall speak the truth, the whole 10:07:50AM
24 truth, and nothing but the truth. 10:07:50AM
25 AFFIRMED: CHRIS BENEDETTI 10:08:01AM

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1 PRESIDENT: Do you understand 10:08:53AM
2 how it works? 10:08:54AM
3 THE WITNESS: I do. Thank 10:08:55AM
4 you. 10:08:55AM
5 PRESIDENT: Thank you very 10:08:55AM
6 much. 10:08:56AM
7 Mr. Terry. 10:08:56AM
8 EXAMINATION IN-CHIEF BY MR. TERRY: 10:08:57AM
9 Q. Mr. Benedetti, could you 10:09:01AM
10 please explain to the Tribunal your background and 10:09:03AM
11 what you do as a principal of Sussex Group and, at 10:09:05AM
12 a very general level, your involvement with 10:09:09AM
13 Windstream? 10:09:11AM
14 A. Sure. So I'm a 10:09:12AM
15 principal, so I'm one of the owners of Sussex 10:09:14AM
16 Strategy Group. We're a government relations and 10:09:18AM
17 communications firm. We've been in existence 10:09:19AM
18 since 1998. Our specialty is to assist businesses 10:09:21AM
19 interact with all levels of government here in 10:09:25AM
20 Canada. The firm has a great depth of experience 10:09:27AM
21 working with a whole variety of different 10:09:31AM
22 organizations, both large and small. 10:09:33AM
23 I head up our energy and 10:09:35AM
24 environment practice at the firm, which is the 10:09:37AM
25 largest practice at Sussex. We represent over 80 10:09:39AM

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1 PRESIDENT: Thank you. I 10:08:01AM
2 believe you have a binder in front of you, or 10:08:06AM
3 actually the -- the statement -- your witness 10:08:08AM
4 statement there. 10:08:08AM
5 THE WITNESS: I do. 10:08:09AM
6 PRESIDENT: Can you take a 10:08:10AM
7 look at that? This is your statement. Can you 10:08:10AM
8 confirm that? 10:08:14AM
9 THE WITNESS: Yes. That's 10:08:18AM
10 correct. 10:08:19AM
11 PRESIDENT: 18 August, 2014? 10:08:20AM
12 THE WITNESS: Yes, that's 10:08:23AM
13 correct. 10:08:25AM
14 PRESIDENT: Do you have any 10:08:26AM
15 corrections to make? 10:08:27AM
16 THE WITNESS: No. 10:08:28AM
17 PRESIDENT: Thank you very 10:08:30AM
18 much. The way it will work now is you will be 10:08:31AM
19 asked a few questions by counsel for the Claimant. 10:08:34AM
20 Then there will be a cross-examination by counsel 10:08:38AM
21 for the Respondent and possibly questions and 10:08:39AM
22 re-examination -- redirect by counsel for the 10:08:44AM
23 Claimant. The members of the tribunal may ask 10:08:47AM
24 questions at any time. 10:08:49AM
25 THE WITNESS: Very good. 10:08:51AM

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1 clients in the -- mainly electricity space, mainly 10:09:42AM
2 here in Ontario, although we do work across the 10:09:45AM
3 country as well. 10:09:48AM
4 Q. All right. And the work 10:09:49AM
5 that you did for Windstream in this case, how 10:09:52AM
6 would it compare to the work that you do with the 10:09:55AM
7 other companies? 10:09:57AM
8 A. Very, very typical. We 10:09:58AM
9 were engaged by Windstream. Given the -- the 10:09:59AM
10 large degree of interaction that the government 10:10:03AM
11 has in mandating the electricity space here in 10:10:05AM
12 Ontario, the fact that they had been awarded a 10:10:08AM
13 Feed-In Tariff contract, we were retained to help 10:10:10AM
14 them through various different approvals processes 10:10:13AM
15 that are part of that particular contract regime. 10:10:17AM
16 Q. And how would that 10:10:19AM
17 compare with the work you do for other renewable 10:10:21AM
18 energy companies? 10:10:24AM
19 A. Very similar. So we work 10:10:24AM
20 for probably the majority of the contracted asset 10:10:27AM
21 owner/operators in the energy/electricity space 10:10:30AM
22 here in Ontario. 10:10:34AM
23 Q. Those are all my 10:10:35AM
24 questions. Thanks. 10:10:37AM
25 PRESIDENT: Thank you, 10:10:38AM

1 Mr. Terry. 10:10:38AM
2 And it will be Ms. Kam, I 10:10:39AM
3 understand? 10:10:42AM
4 MS. KAM: Yes. 10:10:42AM
5 PRESIDENT: Please. 10:10:43AM
6 CROSS-EXAMINATION BY MS. KAM: 10:10:53AM
7 Q. Good morning, 10:10:53AM
8 Mr. Benedetti. My name is Susanna Kam, and I am 10:10:54AM
9 counsel for the Government of Canada. I will be 10:10:57AM
10 asking you some questions today regarding your 10:10:59AM
11 testimony in this arbitration. It's important 10:11:02AM
12 that we understand each other, so if at any time 10:11:04AM
13 you don't understand my question, please just stop 10:11:07AM
14 me, and I can clarify. 10:11:10AM
15 If the answer to my question 10:11:11AM
16 is a yes or a no, please answer in that way first. 10:11:13AM
17 Then you may offer an additional explanation, if 10:11:16AM
18 you feel it's necessary. However, please ensure 10:11:19AM
19 that your responses are directly relevant to my 10:11:22AM
20 question. 10:11:24AM
21 I don't propose that we go for 10:11:25AM
22 very long, but if you need to take a break, please 10:11:28AM
23 let me know, and I will try to find a time to do 10:11:30AM
24 so as soon as possible. 10:11:32AM
25 A. Great, thank you. 10:11:33AM

1 A. Yes. 10:12:19AM
2 Q. And this was also around 10:12:19AM
3 the time of the Ministry of Environment's EBR 10:12:22AM
4 posting on the proposed 5-kilometre setback? 10:12:24AM
5 A. I'd have to look back 10:12:27AM
6 into the record, but I believe that the EBR 10:12:29AM
7 posting happened after we had been retained. 10:12:31AM
8 Q. Okay. So let's take a 10:12:34AM
9 look at R-0533, which is at Tab 2 of your binder. 10:12:36AM
10 And this is an e-mail that you sent on June 22 to 10:12:45AM
11 Utilia Amaral, who was the director of policy, to 10:12:49AM
12 John Gerretsen, who was then the Ministry of 10:12:54AM
13 Environment; right? 10:12:54AM
14 And in your e-mail, you 10:12:56AM
15 requested setting up a meeting or a call between 10:12:56AM
16 MOE and Windstream. And you stated that one of 10:13:00AM
17 Windstream's concerns was that MOE's proposed 10:13:02AM
18 5-kilometre setback requirement could kill 10:13:06AM
19 Windstream's offshore wind project. 10:13:07AM
20 And in your e-mail you 10:13:10AM
21 specifically state that a 5-kilometre requirement 10:13:11AM
22 would decrease the number of turbines by 43 10:13:13AM
23 percent and reduce the wind power blocks by 84 10:13:16AM
24 percent. 10:13:20AM
25 So I just want to understand 10:13:20AM

1 Q. So I will be referring to 10:11:34AM
2 a number of exhibits during my questions, and when 10:11:36AM
3 asking you to turn to these documents, I will 10:11:38AM
4 refer to the exhibit number for the record and the 10:11:40AM
5 tab number so you can locate it in the binder in 10:11:42AM
6 front of you. 10:11:45AM
7 Donnie will also be pulling up 10:11:46AM
8 exhibits electronically, so if you prefer, you can 10:11:48AM
9 also look up at the screens around the room. 10:11:50AM
10 A. Okay. 10:11:52AM
11 Q. So I'd like to discuss 10:11:53AM
12 your involvement in Windstream's project. And so 10:11:55AM
13 you just provided an overview of your role at 10:11:59AM
14 Sussex Strategy, but just to confirm, you're a 10:12:02AM
15 government relations adviser? 10:12:05AM
16 A. That's correct. 10:12:06AM
17 Q. Okay. And just to be 10:12:06AM
18 clear, you're not an engineer or scientific 10:12:07AM
19 expert? 10:12:10AM
20 A. That's correct. 10:12:10AM
21 Q. Okay. And so you began 10:12:11AM
22 working with Windstream in June 2010? 10:12:13AM
23 A. That's correct. 10:12:15AM
24 Q. And this was after 10:12:16AM
25 Windstream was offered a FIT contract? 10:12:17AM

1 this e-mail. This was Windstream's assessment of 10:13:22AM
2 the impact of the 5-kilometre setback based on the 10:13:24AM
3 location of its grid cells that it had submitted 10:13:27AM
4 Crown land applications for. 10:13:30AM
5 A. Yes. At that particular 10:13:32AM
6 point in time, there had been rumours through 10:13:34AM
7 media and whatnot that the government was 10:13:36AM
8 considering a setback. Up until that point, the 10:13:38AM
9 regulatory process for wind power development, be 10:13:41AM
10 it onshore or offshore, had been established by 10:13:44AM
11 Ontario Regulation 359.09. 10:13:47AM
12 So this e-mail was in response 10:13:49AM
13 to assertions that were in the public domain that 10:13:51AM
14 the government of Ontario was considering an 10:13:55AM
15 exclusion zone for offshore wind projects. 10:13:57AM
16 Q. But my question was 10:13:59AM
17 specifically your statement that the 5-kilometre 10:14:01AM
18 requirement would decrease the number of turbines 10:14:05AM
19 by 43 percent and reduce the power blocks by 84 10:14:06AM
20 percent, and that was based on the location of 10:14:10AM
21 Windstream's Crown land application. Is that 10:14:14AM
22 right? 10:14:16AM
23 A. That's correct, yes. 10:14:16AM
24 Q. Okay. So I'd like to 10:14:17AM
25 take a look now at Exhibit C-0308, which is at Tab 10:14:18AM

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1 4 of your binder. And this is a memo from Ortech 10:14:22AM
2 Power to Windstream Energy, dated July 6, 2010, 10:14:28AM
3 with the subject line: 10:14:31AM
4 "Windstream Agency 10:14:32AM
5 Meeting Minutes, July 5, 10:14:34AM
6 2010." 10:14:35AM
7 So according to the meeting 10:14:36AM
8 notes, the attendees included yourself, 10:14:38AM
9 representatives of Windstream, Ortech, and staff 10:14:41AM
10 from the Minister of Natural Resources' office, 10:14:43AM
11 the Minister of Energy's office, and Ministry 10:14:45AM
12 staff. 10:14:48AM
13 So during this meeting, 10:14:49AM
14 Windstream requested relief on the timelines 10:14:51AM
15 imposed by the FIT contract; right? But you would 10:14:53AM
16 agree that Mr. Ungerman did not provide any 10:14:57AM
17 assurances that the Minister of Energy would 10:14:59AM
18 direct the OPA to change Windstream's FIT contract 10:15:01AM
19 at this meeting? 10:15:04AM
20 A. My recollection of this 10:15:08AM
21 discussion is that it was a preliminary discussion 10:15:10AM
22 with various ministries involved to ascertain the 10:15:13AM
23 effect that an exclusion zone could have on the 10:15:16AM
24 project. And one of those elements was certainly 10:15:20AM
25 how any change in introducing the exclusion zone 10:15:23AM

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1 its Crown land applications; right? 10:16:28AM
2 A. Yes. 10:16:30AM
3 Q. And if we turn to page 2 10:16:31AM
4 and look about halfway down, you stated that: 10:16:32AM
5 "Windstream could work 10:16:35AM
6 around the uncertainties 10:16:35AM
7 if cell swapping were 10:16:37AM
8 allowed." 10:16:38AM
9 And in stating this, you also 10:16:38AM
10 acknowledged that Windstream was aware that the 10:16:40AM
11 setback requirements could be greater than 5 10:16:42AM
12 kilometres. 10:16:45AM
13 A. Mm-hmm. 10:16:45AM
14 Q. Is that correct? 10:16:46AM
15 A. At that point in time, 10:16:47AM
16 there were -- I recall that there were certainly 10:16:48AM
17 rumours, innuendo in media and whatnot that the 10:16:52AM
18 setback exclusion zone could be a range of 10:16:57AM
19 different numbers. It was really unknown at that 10:16:59AM
20 point in time what government might have decided 10:17:02AM
21 in terms of an exclusion zone. 10:17:03AM
22 So, again, my recollection was 10:17:05AM
23 that the government -- or, excuse me, that 10:17:07AM
24 Windstream thought that it could develop a 10:17:09AM
25 project, given the available lands within Lake 10:17:12AM

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1 might affect the project being able to achieve its 10:15:28AM
2 milestone commitments. 10:15:30AM
3 So certainly that matter was 10:15:31AM
4 discussed at this meeting, but as you can see from 10:15:33AM
5 the last point in the memo, where Paul Ungerman 10:15:36AM
6 stated that the Ministry of Energy and 10:15:41AM
7 Infrastructure recognized the setback would cause 10:15:43AM
8 an effect on FIT projects, happy the conversation 10:15:46AM
9 is occurring now, committed to speak with myself 10:15:48AM
10 about Ministry-related issues within 24 hours. 10:15:51AM
11 So my recollection is that 10:15:54AM
12 this was almost an entry point to a conversation. 10:15:55AM
13 Q. Right. But you do not 10:15:58AM
14 recall him stating that he would ask the Minister 10:16:00AM
15 of Energy to direct the OPA to change Windstream's 10:16:04AM
16 FIT contract? 10:16:07AM
17 A. Not at this particular 10:16:08AM
18 point in time, but certainly there were further 10:16:09AM
19 conversations with Minister Duguid's office and 10:16:12AM
20 the Ministry about the interrelationship with the 10:16:15AM
21 Ontario Power Authority and how the FIT contract 10:16:17AM
22 might be adjusted. 10:16:19AM
23 Q. Okay. And during this 10:16:21AM
24 meeting, Windstream also raised concerns regarding 10:16:23AM
25 the impact of the proposed setback requirements on 10:16:25AM

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1 Ontario, at a 5-kilometre exclusion zone basis. 10:17:15AM
2 So that's what this reflects. 10:17:19AM
3 Q. Sorry, could you clarify 10:17:22AM
4 your last statement? You said that you understood 10:17:24AM
5 that Windstream could develop a project within 10:17:26AM
6 the -- 10:17:28AM
7 A. That's correct. 10:17:30AM
8 Q. Sorry. 10:17:30AM
9 A. As I say here: 10:17:31AM
10 "Chris Benedetti 10:17:32AM
11 explained that, if cell 10:17:34AM
12 swapping is allowed, 10:17:35AM
13 Windstream could work 10:17:36AM
14 around the uncertainties. 10:17:37AM
15 They are aware that the 10:17:38AM
16 setback could be greater 10:17:39AM
17 than 5 kilometres. They 10:17:40AM
18 will need to know in a 10:17:41AM
19 few days as contract 10:17:43AM
20 signing deadline is July 10:17:44AM
21 12." 10:17:46AM
22 Q. Right. So it could work 10:17:46AM
23 with the 5-kilometre setback if grid cell swapping 10:17:47AM
24 were allowed? 10:17:50AM
25 A. That's correct. 10:17:51AM

1 Q. Okay. So let's turn to 10:17:52AM
2 Exhibit C-0319, which is at Tab 5 of your binder. 10:17:53AM
3 And the second e-mail from the top was sent from 10:18:00AM
4 you to Adam Chamberlain, Uwe Roeper, Ian Baines, 10:18:02AM
5 and Nancy Baines on July 21, 2010? 10:18:06AM
6 So according to your e-mail, 10:18:10AM
7 you and Mr. Linley had set up a call at 10:30 10:18:11AM
8 later that morning. And you state that: 10:18:16AM
9 "The MNR has not made any 10:18:17AM
10 decision yet, and Richard 10:18:18AM
11 first wants to receive 10:18:20AM
12 Windstream's input." 10:18:21AM
13 So I just want to clarify. 10:18:22AM
14 This was in reference to Windstream's request for 10:18:24AM
15 a grid cell swap; correct? 10:18:28AM
16 A. That's correct. 10:18:29AM
17 Q. And as you explained, 10:18:30AM
18 Mr. Linley could not provide MNR's direction or 10:18:31AM
19 feedback to Windstream because he needed to 10:18:33AM
20 further consult with Ministry staff. 10:18:35AM
21 So based on your e-mail, you 10:18:38AM
22 would agree that Mr. Linley was not in a position 10:18:40AM
23 to make any commitments regarding the grid cell 10:18:43AM
24 swap? 10:18:46AM
25 A. Again, not at that time, 10:18:46AM

1 get back to Windstream on 10:19:40AM
2 this." 10:19:40AM
3 A. Mm-hmm. 10:19:40AM
4 Q. So according to your 10:19:41AM
5 notes, Mr. Linley did not provide any assurances 10:19:42AM
6 that Windstream could build a 300-megawatt project 10:19:44AM
7 at this meeting. 10:19:48AM
8 A. Certainly the nature of 10:19:49AM
9 the conversation that was taking place at the time 10:19:50AM
10 was preserving, and I believe what I meant at the 10:19:53AM
11 time in terms of equity was the principle of 10:19:55AM
12 maintaining the 300 megawatts, so maintaining the 10:19:59AM
13 contracted capacity for the project. 10:20:02AM
14 Again, this was part of an 10:20:05AM
15 ongoing conversation. So it wasn't our 10:20:06AM
16 expectation at the time that anything definitive 10:20:09AM
17 was to be given at this particular juncture. 10:20:12AM
18 Q. Okay. So let's turn now 10:20:14AM
19 to Exhibit C-0328, which is at Tab 8 of your 10:20:16AM
20 binder. 10:20:20AM
21 A. Tab? 10:20:21AM
22 Q. Eight. 10:20:21AM
23 A. Eight. Great. Thank 10:20:22AM
24 you. 10:20:23AM
25 Q. And so your 10:20:24AM

1 but it was part of a continuing discussion that 10:18:48AM
2 was taking place between us, the representatives 10:18:50AM
3 of the project, and the Ministry of Natural 10:18:52AM
4 Resources. 10:18:54AM
5 Q. Okay. So let's take a 10:18:54AM
6 look now at C-0318 which is at Tab 6 of your 10:18:56AM
7 binder. And I believe these are your meeting 10:19:01AM
8 notes from the July 21, 2010 call. Is that 10:19:03AM
9 correct? 10:19:07AM
10 A. They are. 10:19:08AM
11 Q. And according to your 10:19:08AM
12 notes, a number of issues were discussed, 10:19:10AM
13 including the fact that new grid cells cannot be 10:19:12AM
14 added unless there is an open window. 10:19:15AM
15 And if we turn to the second 10:19:18AM
16 page, on the second line, an issue that was 10:19:20AM
17 identified regarding Windstream's request was how 10:19:22AM
18 to deal with this from an equity standpoint. 10:19:25AM
19 A. Mm-hmm. 10:19:28AM
20 Q. And furthermore, if you 10:19:28AM
21 look at the first asterisk around line 8, it says: 10:19:30AM
22 "There is an existing 10:19:33AM
23 application for some of 10:19:34AM
24 the grid cells, and 10:19:35AM
25 Mr. Linley would need to 10:19:37AM

1 correspondence with Mr. Richard Linley begins at 10:20:25AM
2 the bottom of page 3. And if we go to the second 10:20:28AM
3 e-mail from the top, it's dated August 9th -- or 10:20:32AM
4 August 4, 2010, at 9:01 a. m. It's an e-mail from 10:20:36AM
5 you to Mr. Linley, and it appears that you are 10:20:40AM
6 trying to arrange a time to connect with him. 10:20:43AM
7 A. Correct. 10:20:45AM
8 Q. In the second line of 10:20:46AM
9 your e-mail, it states: 10:20:47AM
10 "In the meantime, can you 10:20:48AM
11 flip me a draft of the 10:20:50AM
12 letter? I'll keep it to 10:20:51AM
13 myself." 10:20:52AM
14 A. Mm-hmm. 10:20:52AM
15 Q. And so this draft letter 10:20:53AM
16 was regarding Windstream's request for a grid cell 10:20:54AM
17 swap? 10:20:57AM
18 A. That's correct. 10:20:58AM
19 Q. Okay. So I'd just like 10:20:59AM
20 to follow along with this e-mail chain. 10:21:00AM
21 A. Mm-hmm. 10:21:02AM
22 Q. And about halfway down 10:21:03AM
23 page 2, Richard Linley e-mails you on August 4, 10:21:04AM
24 2010 at 6:20 p. m. and attaches the draft letter. 10:21:09AM
25 A. Correct. 10:21:12AM

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1 Q. Okay. But rather than 10:21:13AM
2 keeping this draft letter to yourself, your 10:21:15AM
3 response, which starts on the previous page, 10:21:17AM
4 states that you shared the draft letter with 10:21:19AM
5 Windstream and its counsel at BLG. 10:21:21AM
6 A. That's correct. 10:21:24AM
7 Q. Okay. And your e-mail 10:21:24AM
8 also attaches an updated version of the draft 10:21:25AM
9 letter with Windstream's comments. 10:21:28AM
10 Okay. And according to your 10:21:31AM
11 e-mail, Windstream's proposed changes included the 10:21:32AM
12 addition of language that provided specificity 10:21:35AM
13 with regards to when the site release might be 10:21:37AM
14 concluded. 10:21:39AM
15 A. That's correct. 10:21:40AM
16 Q. And specifically 10:21:41AM
17 Windstream's proposal was for language to reflect 10:21:42AM
18 30 days following the finalization of the setback 10:21:45AM
19 requirements? 10:21:48AM
20 A. Correct. 10:21:48AM
21 Q. And so Windstream also 10:21:49AM
22 requested language as to when MNR agreed to or 10:21:51AM
23 intends to provide site release. 10:21:54AM
24 A. Yes, that's correct. 10:21:56AM
25 Q. And additionally 10:21:57AM

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1 say that. 10:23:00AM
2 And so certainly what we were 10:23:00AM
3 trying to do at the time was to align the process 10:23:02AM
4 of swapping the grid cells with the MNR with what 10:23:07AM
5 would be allowed in terms of the contractual 10:23:11AM
6 milestones in the FIT contract. 10:23:13AM
7 And so if you go to the second 10:23:15AM
8 page of the letter, while they didn't take the 10:23:17AM
9 precise wording that we were seeking, the intent 10:23:21AM
10 was certainly reflected when it says: 10:23:23AM
11 "Once the reconfiguration 10:23:25AM
12 of applications has been 10:23:26AM
13 finalized, then the 10:23:28AM
14 amended applications can 10:23:29AM
15 begin to move through the 10:23:30AM
16 normal Crown land 10:23:31AM
17 application process, 10:23:33AM
18 including holding a site 10:23:35AM
19 information meeting with 10:23:36AM
20 MNR to discuss known or 10:23:37AM
21 potential constraints in 10:23:38AM
22 the project area, public 10:23:40AM
23 and aboriginal 10:23:41AM
24 notification, and 10:23:43AM
25 confirmation of 10:23:43AM

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1 Windstream also wanted to increase the area the 10:21:59AM
2 MNR was willing to consider for Windstream's grid 10:22:01AM
3 cell swap? 10:22:03AM
4 A. Correct. 10:22:04AM
5 Q. And so Mr. Linley's 10:22:04AM
6 response above states that -- clearly states the 10:22:06AM
7 letter was not open to negotiation; right? 10:22:09AM
8 So I would like to turn now to 10:22:12AM
9 Exhibit C-0334, which is at Tab 9. And you would 10:22:15AM
10 agree that this is the final version of MNR's 10:22:24AM
11 letter that was discussed in the previous e-mail. 10:22:25AM
12 A. It is, yes. 10:22:27AM
13 Q. And it's dated August 9, 10:22:27AM
14 2010. 10:22:29AM
15 So based on this final version 10:22:31AM
16 of the e-mail, you would agree that MNR did not 10:22:33AM
17 incorporate Windstream's request for more 10:22:36AM
18 specificity as to when the site release process 10:22:38AM
19 would be finalized? 10:22:41AM
20 A. The -- no. The -- the 10:22:42AM
21 intent of the -- the earlier exchange with Mr. 10:22:45AM
22 Linley was to seek the greatest degree of comfort 10:22:49AM
23 that there would be sufficient time against, 10:22:51AM
24 again, the milestone commitments in the FIT 10:22:54AM
25 contract to obtain that swapping, if -- if you can 10:22:57AM

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1 requirements for offshore 10:23:44AM
2 wind power in the 10:23:45AM
3 renewable energy approval 10:23:46AM
4 process. 10:23:47AM
5 "I appreciate your need 10:23:48AM
6 for certainty on this 10:23:49AM
7 file and will move as 10:23:50AM
8 quickly as possible 10:23:51AM
9 through the remainder of 10:23:52AM
10 the application review 10:23:53AM
11 process in order that you 10:23:54AM
12 may obtain applicant of 10:23:55AM
13 record status in a timely 10:23:56AM
14 manner." 10:23:57AM
15 That certainly aligned, in my 10:23:58AM
16 recollection, with what we were trying to seek in 10:24:01AM
17 the -- in the -- the correspondence with 10:24:04AM
18 Mr. Linley. 10:24:07AM
19 Q. But you would agree that 10:24:07AM
20 there's no mention of the FIT contract 10:24:09AM
21 specifically in this letter or the timelines in 10:24:11AM
22 the FIT contract? 10:24:12AM
23 A. Certainly, in the opening 10:24:14AM
24 part of the letter, it does note that: 10:24:18AM
25 "Windstream was 10:24:20AM

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1 successful in obtaining a 10:24:21AM
2 FIT contract offer from 10:24:23AM
3 the Ontario Power 10:24:24AM
4 Authority and that the 10:24:25AM
5 Ministry of Natural 10:24:26AM
6 Resources is prepared to 10:24:27AM
7 discuss limited 10:24:28AM
8 reconfiguration of your 10:24:30AM
9 existing applications to 10:24:31AM
10 allow a sufficient size 10:24:32AM
11 of area to site your 10:24:33AM
12 proposed 300-megawatt 10:24:35AM
13 offshore wind project." 10:24:36AM
14 So we certainly saw them being 10:24:37AM
15 connected. 10:24:38AM
16 Q. So it acknowledged the 10:24:39AM
17 existence of a FIT contract, but it didn't 10:24:40AM
18 actually specify the timelines in the FIT contract 10:24:42AM
19 in this letter, or specify that was aligned? 10:24:44AM
20 A. No. But we wouldn't have 10:24:48AM
21 expected that from the MNR. 10:24:49AM
22 Q. Okay. So in terms of 10:24:51AM
23 Windstream's request for some specificity, those 10:24:52AM
24 specific requests were not incorporated into the 10:24:55AM
25 final version? 10:24:57AM

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1 the OPA to extend the 10:25:54AM
2 sign-back date." 10:25:55AM
3 A. Correct. 10:25:56AM
4 Q. Instead you state that: 10:25:57AM
5 "Mr. Ungerman indicated 10:25:58AM
6 that the Ministry was 10:26:00AM
7 open to having the FIT 10:26:01AM
8 contract amended so that 10:26:02AM
9 the COD was measured from 10:26:03AM
10 when Windstream received 10:26:05AM
11 applicant of record 10:26:06AM
12 status." 10:26:07AM
13 A. Correct. 10:26:08AM
14 Q. Okay. So let's turn to 10:26:08AM
15 Exhibit C-0333, which is at Tab 10 of your binder. 10:26:10AM
16 I will let you get there first. 10:26:18AM
17 And I'd like to start with the 10:26:21AM
18 e-mail beginning around halfway down page 2, which 10:26:22AM
19 is from you to Ian Baines, Adam Chamberlain, and 10:26:25AM
20 Nancy Baines on August 6, 2010. 10:26:28AM
21 A. Mm-hmm. 10:26:31AM
22 Q. And so starting in the 10:26:31AM
23 second paragraph of your e-mail, you describe your 10:26:33AM
24 discussions with Mr. Ungerman; right? Can you 10:26:35AM
25 please read that paragraph out loud? 10:26:39AM

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1 A. No. But, again, the 10:24:59AM
2 intent was certainly reflected in that they would 10:25:00AM
3 continue to work with us and move as quickly as 10:25:02AM
4 possible. So there was always an expectation on 10:25:05AM
5 our part that there would be some finalization of 10:25:08AM
6 these requirements. 10:25:12AM
7 Q. Okay. And that was 10:25:13AM
8 Windstream's expectation? 10:25:14AM
9 A. Certainly, yes. 10:25:15AM
10 Q. Okay. So I would like to 10:25:16AM
11 turn now to paragraph 30 of your witness 10:25:19AM
12 statement, which I believe your counsel has 10:25:21AM
13 provided a copy of. 10:25:27AM
14 A. Yes. 10:25:30AM
15 Q. Okay. And it states here 10:25:30AM
16 that, around the time of your discussions with MNR 10:25:38AM
17 about the draft letter, you also approached Paul 10:25:40AM
18 Ungerman about the possibility of extending the 10:25:43AM
19 sign-back date of Windstream's FIT contract; 10:25:45AM
20 right? 10:25:47AM
21 A. Yes. 10:25:49AM
22 Q. And in paragraph 31, 10:25:49AM
23 below, it states that: 10:25:50AM
24 "Mr. Ungerman ultimately 10:25:51AM
25 did not agree to advise 10:25:53AM

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1 A. Sure. 10:26:40AM
2 "I also spoke to Paul 10:26:41AM
3 Ungerman last night. He 10:26:43AM
4 was very dismissive of 10:26:43AM
5 asking the OPA to extend 10:26:45AM
6 the sign-back to after 10:26:46AM
7 the setbacks have been 10:26:47AM
8 confirmed. His reasoning 10:26:48AM
9 is that to do so would be 10:26:50AM
10 unfairly mitigating risk 10:26:51AM
11 that all other FIT 10:26:53AM
12 contract holders have to 10:26:55AM
13 bear and that it would be 10:26:56AM
14 setting -- that it would 10:26:57AM
15 set a dangerous 10:26:57AM
16 precedent. He conceded 10:26:58AM
17 to starting the clock on 10:26:59AM
18 the COD countdown to 10:27:00AM
19 after the setbacks have 10:27:01AM
20 been finalized and said 10:27:02AM
21 that he would receive a 10:27:04AM
22 letter -- that we would 10:27:06AM
23 receive a letter or some 10:27:06AM
24 other form of 10:27:07AM
25 communication from the 10:27:08AM

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1 OPA on this shortly. But 10:27:09AM
2 he said that this was as 10:27:10AM
3 far as he's willing to go 10:27:12AM
4 with the OPA." 10:27:13AM
5 Q. Okay. So while 10:27:15AM
6 Mr. Ungerman was willing to ask the OPA about the 10:27:17AM
7 possibility of extending Windstream's FIT 10:27:19AM
8 contract, he made clear that his discussion was 10:27:21AM
9 not intended to mitigate the risks that Windstream 10:27:24AM
10 was -- would have to bear as a FIT contract 10:27:26AM
11 holder. Is that correct? 10:27:29AM
12 A. No, no. What he was 10:27:30AM
13 referring to at that period of time was that 10:27:31AM
14 already the -- the proponent, Windstream, and the 10:27:35AM
15 OPA had agreed to several extensions on the date 10:27:39AM
16 at which they would sign back the -- the FIT 10:27:42AM
17 contract. 10:27:44AM
18 And so usually a FIT contract 10:27:45AM
19 is signed back within relatively close proximity 10:27:47AM
20 to the contract being offered. In this particular 10:27:50AM
21 case, it had been extended a series of times. 10:27:54AM
22 And so, really, what 10:27:56AM
23 Mr. Ungerman was referring to, as I recall at that 10:27:58AM
24 point, was being dismissive of seeking further 10:28:00AM
25 extensions for the signing back of the contract. 10:28:04AM

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1 contract holders are 10:29:20AM
2 required to sign back the 10:29:21AM
3 contract without knowing 10:29:23AM
4 whether they have a 10:29:24AM
5 developable project, so 10:29:25AM
6 either from the 10:29:26AM
7 financial, domestic 10:29:28AM
8 content, or regulatory 10:29:28AM
9 perspective." 10:29:30AM
10 A. Yes. 10:29:31AM
11 Q. So you would agree that 10:29:31AM
12 Mr. Ungerman did not provide any assurances to 10:29:32AM
13 Windstream as to whether its project was 10:29:35AM
14 developable or not? 10:29:37AM
15 A. Nor would he have been in 10:29:39AM
16 a position to do so. Really, what -- what the FIT 10:29:40AM
17 contract provides is certainly the opportunity to 10:29:44AM
18 develop a project. 10:29:47AM
19 At that point in time, we did 10:29:48AM
20 have regulatory certainty through O. Reg. 359/09. 10:29:50AM
21 What we really didn't have at that point in time 10:29:54AM
22 was all of the various work that the developer 10:29:56AM
23 would need to go through in order to commercialize 10:29:58AM
24 their project. 10:30:00AM
25 Q. Okay. So I'd like to 10:30:02AM

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1 But that he was open to granting tail-end relief 10:28:07AM
2 through an extension of the MCOB. 10:28:12AM
3 Q. Right. And in that 10:28:14AM
4 paragraph, you state that he was very dismissive 10:28:16AM
5 of asking the OPA to extend the sign-back to after 10:28:18AM
6 the setbacks had been confirmed and that was a 10:28:21AM
7 request made by Windstream. Is that correct? 10:28:23AM
8 A. Yes. That's correct. I 10:28:26AM
9 think that, as I recall, at that particular point 10:28:33AM
10 in time, there was a view that it wouldn't be a 10:28:36AM
11 very long period of time before the setback 10:28:42AM
12 exclusion zone was confirmed. 10:28:45AM
13 So I think that what, as I 10:28:47AM
14 recall, he -- what we were asking for at that 10:28:50AM
15 particular point in time was some degree of 10:28:54AM
16 comfort that we would be able to sign back, or the 10:28:57AM
17 client would be able to sign back the contract and 10:29:01AM
18 protect some of their interests until after we 10:29:03AM
19 knew that the exclusion zone. 10:29:06AM
20 But, again, the clock was 10:29:07AM
21 ticking; time was elapsing, and so we needed some 10:29:09AM
22 relief against the FIT contract milestones. 10:29:12AM
23 Q. Okay. And in the next 10:29:15AM
24 paragraph of your e-mail, you further state that: 10:29:17AM
25 "He argued that all 10:29:19AM

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1 turn now to Exhibit C-0343, which is at Tab 12 of 10:30:03AM
2 your binder. This is an e-mail from Perry 10:30:07AM
3 Cecchini of the OPA to yourself and Adam 10:30:14AM
4 Chamberlain, which is dated August 12, 2010. 10:30:16AM
5 And this e-mail confirms that 10:30:18AM
6 the OPA will be issuing a revised offer notice for 10:30:20AM
7 Windstream's contract, and specifically, as you 10:30:23AM
8 had mentioned, the OPA had offered to extend the 10:30:25AM
9 Milestone Date of Commercial Operation by one 10:30:29AM
10 year. So instead of four years, they would have 10:30:31AM
11 five years following the contract date. 10:30:34AM
12 A. Yes. 10:30:36AM
13 Q. So this was the only 10:30:36AM
14 offer that the OPA made to extend Windstream's 10:30:39AM
15 contract. Is that correct? 10:30:43AM
16 A. That's correct. 10:30:43AM
17 Q. And despite the fact that 10:30:44AM
18 you had stated in your witness statement that Paul 10:30:46AM
19 Ungerman had told you that Energy was open to 10:30:48AM
20 having the contract extended to when Windstream 10:30:51AM
21 received applicant of record status, the OPA 10:30:54AM
22 ultimately did not grant that request. Is that 10:30:56AM
23 correct? 10:30:59AM
24 A. That's correct. And I 10:30:59AM
25 believe there -- there was other correspondence at 10:31:01AM

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1 the time with the OPA and, in particular, JoAnne 10:31:02AM
2 Butler, that, using her words, she had offered a 10:31:05AM
3 compromise. 10:31:09AM
4 Really, our recollection -- my 10:31:10AM
5 recollection was that the OPA was concerned about 10:31:13AM
6 an open-ended extension of a contract. And it has 10:31:17AM
7 been the case where the OPA has offered contract 10:31:22AM
8 -- contract extensions in the past. Typically 10:31:25AM
9 what they do is they offer it for a set period of 10:31:27AM
10 time, like 12 months. And so the compromise that 10:31:30AM
11 the OPA offered was a 12-month extension. 10:31:33AM
12 Q. Okay. 10:31:36AM
13 A. And at the time, we had 10:31:37AM
14 every reason to believe that all of the decisions 10:31:39AM
15 that had to be made relative to an exclusion zone 10:31:42AM
16 would have been made within that 12-month period; 10:31:45AM
17 that it was more than sufficient time. 10:31:48AM
18 Q. Okay. But the OPA's 10:31:50AM
19 offer itself does not contain any assurances with 10:31:52AM
20 respect to the timing of when these regulatory 10:31:54AM
21 requirements would be finalized? 10:31:58AM
22 A. Nor would we expect that 10:31:59AM
23 it would. That's not really the job of the OPA 10:32:00AM
24 nor would it be pertinent to the contract. 10:32:03AM
25 Q. Okay. And you can also 10:32:05AM

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1 confirm that the OPA's offer does not contain any 10:32:07AM
2 assurances with respect to Windstream's ability to 10:32:09AM
3 achieve commercial operation? 10:32:11AM
4 A. Nor would we expect that 10:32:13AM
5 it would. 10:32:15AM
6 Q. Okay. So I would like to 10:32:16AM
7 turn now to Exhibit C-0484, which is at Tab 13 of 10:32:17AM
8 your binder. And this is the transcript of the 10:32:21AM
9 February 11, 2011 call with Windstream, Ontario 10:32:25AM
10 and the OPA. Right? 10:32:29AM
11 So let's turn to page 7. And 10:32:32AM
12 about halfway down the page, you intervene during 10:32:39AM
13 the call to help paraphrase the statements made by 10:32:41AM
14 Ontario about where things stood with Windstream's 10:32:44AM
15 project; right? 10:32:46AM
16 A. Correct. 10:32:47AM
17 Q. And as you clarified: 10:32:47AM
18 "Things are essentially 10:32:49AM
19 on hold until such time 10:32:50AM
20 as the province can 10:32:52AM
21 establish the REA process 10:32:53AM
22 for offshore wind." 10:32:55AM
23 Right? 10:32:56AM
24 A. Yes. 10:32:56AM
25 Q. And in your words, you 10:32:57AM

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1 described Windstream's project as being deferred 10:32:59AM
2 or frozen. Is that correct? 10:33:02AM
3 A. That's correct. 10:33:04AM
4 Q. And you also recognize 10:33:04AM
5 that a discussion with the OPA would be to ensure 10:33:06AM
6 that the requirements of the FIT contract 10:33:09AM
7 reflected the situation. 10:33:11AM
8 A. That's correct. At that 10:33:13AM
9 particular time, what had been communicated to us 10:33:15AM
10 was that the government needed to go through 10:33:17AM
11 various measures to look to establishing a 10:33:22AM
12 particular conduit for the Windstream project to 10:33:28AM
13 go through and that the government was going to be 10:33:30AM
14 working with the project to help obtain that. So 10:33:35AM
15 at this particular point, we had no reason to 10:33:39AM
16 believe that that would not be the case. 10:33:41AM
17 Q. Okay. And later in the 10:33:43AM
18 conversation, which starts at the bottom of page 8 10:33:45AM
19 and the top of page 9, it was agreed that 10:33:47AM
20 Windstream would coordinate, through you, to 10:33:50AM
21 arrange a meeting with the OPA to discuss options 10:33:53AM
22 for the FIT contract; right? 10:33:55AM
23 A. Yes. 10:33:56AM
24 Q. Okay. So I would like to 10:33:57AM
25 turn now to Exhibit C-0506, which is at tab 14 of 10:33:59AM

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1 your binder. And partway down page 2 is an e-mail 10:34:03AM
2 from you, dated August 18, 2011, to Ian Baines, 10:34:08AM
3 David Mars, and Nancy Baines. Do you see that? 10:34:13AM
4 A. Yes. 10:34:16AM
5 Q. And as you explain in 10:34:17AM
6 your e-mail: 10:34:18AM
7 "I spoke to Craig again 10:34:19AM
8 this morning. His 10:34:20AM
9 acceptance is necessary 10:34:21AM
10 for a meeting with the 10:34:22AM
11 Minister. He is still 10:34:24AM
12 nervous about committing 10:34:25AM
13 to the meeting next week. 10:34:26AM
14 He fully expects that 10:34:28AM
15 Windstream is going to 10:34:30AM
16 come in with needs, asks, 10:34:31AM
17 et al, and has said that 10:34:33AM
18 their preference is for 10:34:35AM
19 Windstream to negotiate 10:34:36AM
20 through the OPA. He 10:34:37AM
21 mentioned that this is 10:34:38AM
22 the preference of the 10:34:39AM
23 Premier's office as 10:34:40AM
24 well." 10:34:41AM
25 Do you see that? 10:34:42AM

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1 A. Yes. 10:34:43AM
2 Q. And the problem that you 10:34:43AM
3 identified was that the OPA would not be able to 10:34:45AM
4 receive or to respond to much of what Windstream 10:34:47AM
5 intended to table. 10:34:50AM
6 A. That was our working 10:34:51AM
7 assumption at the time. 10:34:53AM
8 Q. And, in your view, the 10:34:54AM
9 OPA was unable to address requests that went 10:34:55AM
10 beyond keeping the FIT contract on hold? 10:34:58AM
11 A. That was our -- that was 10:35:01AM
12 our assumption at that particular time. 10:35:04AM
13 Again, these were very 10:35:06AM
14 early-stage strategic considerations. We had not 10:35:08AM
15 -- we, nor the project, I believe, at this point 10:35:12AM
16 in time, had really gotten into any detailed 10:35:14AM
17 conversations with the OPA. So this is more 10:35:16AM
18 speculation than anything else. 10:35:19AM
19 Q. Okay. And in terms of 10:35:20AM
20 the OPA's willing to negotiate, further down in 10:35:22AM
21 paragraph 4, you stated that: 10:35:25AM
22 "I'm not sure about your 10:35:26AM
23 reference to the OPA 10:35:28AM
24 having no strategy. I 10:35:29AM
25 think their strategy is 10:35:30AM

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1 when Ms. Kim was asking you -- pardon me, Ms. Kam. 10:36:30AM
2 Sorry about that -- was asking you questions about 10:36:36AM
3 the discussions in July of 2010 with Mr. Ungerman, 10:36:41AM
4 with respect to the contract extension. 10:36:45AM
5 A. Yes. 10:36:47AM
6 Q. And you mentioned that 10:36:48AM
7 there was other correspondence that you recalled 10:36:49AM
8 in relation to that? 10:36:51AM
9 A. Yes. 10:36:52AM
10 Q. I would like to remind 10:36:52AM
11 you of that correspondence, and these are two 10:36:59AM
12 documents that we looked at yesterday with another 10:37:03AM
13 witness. 10:37:05AM
14 And if you could also -- 10:37:28AM
15 because the third part of this correspondence 10:37:29AM
16 is at -- it's in Canada's materials at Tab 11, a 10:37:33AM
17 document Ms. Kam didn't take you to from her 10:37:38AM
18 binder. So if you could turn to Tab 11 -- 10:37:40AM
19 A. Mm-hmm. 10:37:43AM
20 Q. -- which is, I believe, 10:37:44AM
21 C-341. And just take a moment to look at these 10:37:47AM
22 e-mails and to refresh yourself as to the 10:37:55AM
23 conversations you were having at the time. 10:38:00AM
24 A. Mm-hmm. Yes. 10:38:03AM
25 Q. So the three documents, 10:38:13AM

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1 simply to keep the 10:35:32AM
2 contract intact but 10:35:33AM
3 little more." 10:35:34AM
4 So that was also your 10:35:35AM
5 understanding at that time? 10:35:36AM
6 A. Again, this was a bit of 10:35:37AM
7 speculating, based on what we thought the OPA 10:35:39AM
8 might be doing at that point in time, given the 10:35:42AM
9 discussions that we had had with the government. 10:35:45AM
10 But, again, we had not had any 10:35:47AM
11 specific discussions at that point, I believe, 10:35:49AM
12 with the OPA. 10:35:51AM
13 Q. Okay. That concludes my 10:35:53AM
14 questions for today. 10:35:56AM
15 THE WITNESS: Great. Thank 10:35:57AM
16 you. 10:35:58AM
17 PRESIDENT: Thank you, Ms. 10:35:59AM
18 Kam. 10:36:00AM
19 Any questions on redirect, 10:36:01AM
20 Mr. Terry? 10:36:04AM
21 RE-EXAMINATION BY MR. TERRY: 10:36:04AM
22 Q. Hello again, 10:36:21AM
23 Mr. Benedetti. I'd like to ask you several 10:36:22AM
24 questions in redirect. 10:36:25AM
25 First of all, do you recall 10:36:27AM

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1 just to make sure everyone has them, are 338 -- 10:38:14AM
2 C-338, C-340, and C-341. 10:38:19AM
3 Could you -- with that context 10:38:25AM
4 in mind, could you explain what was going on at 10:38:28AM
5 this time in terms of your discussions on behalf 10:38:30AM
6 of Windstream with Mr. Ungerman? 10:38:33AM
7 A. Sure. So really my 10:38:34AM
8 recollection is that there were two parallel 10:38:37AM
9 themes of discussions that were taking place, both 10:38:40AM
10 with the government as well as with the OPA. One 10:38:42AM
11 had to do with the exclusion zone based on our 10:38:45AM
12 belief that the government was moving forward, and 10:38:50AM
13 then that belief became made clear with the EBR 10:38:52AM
14 posting around a potential exclusion zone. 10:38:57AM
15 So there were certainly 10:39:00AM
16 discussions taking place as they pertained to what 10:39:01AM
17 would happen with the grid cells that Windstream 10:39:03AM
18 had and how those might exist in a future 10:39:06AM
19 environment where there would be an exclusion 10:39:11AM
20 zone. 10:39:14AM
21 Then how -- the second course 10:39:14AM
22 of discussions really had to do with what the FIT 10:39:16AM
23 contract and what the OPA would do, from a 10:39:22AM
24 contract management standpoint, given the fact 10:39:23AM
25 that there were still discussions or consternation 10:39:26AM

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1 going on within government about setting an 10:39:31AM
2 exclusion zone. 10:39:33AM
3 So the nature of this 10:39:34AM
4 particular correspondence had to do predominantly 10:39:35AM
5 with the OPA and what that resolution might look 10:39:38AM
6 like. 10:39:41AM
7 Q. All right. And, again 10:39:42AM
8 looking at the e-mails, could you explain how, 10:39:44AM
9 from your recollection, that matter was resolved 10:39:47AM
10 with respect to your e-mails or other 10:39:49AM
11 conversations with Mr. Ungerman and -- and 10:39:53AM
12 references there to e-mails from the OPA? 10:39:57AM
13 A. Sure. So I think in 10:39:58AM
14 parallel, we were having discussions both with the 10:40:00AM
15 Ontario Power Authority as well as with the 10:40:02AM
16 Ministry of the Energy and Infrastructure about 10:40:04AM
17 the same subject matter, and certainly the OPA 10:40:07AM
18 understanding that they too would have discussions 10:40:13AM
19 with the Ministry of Energy. We saw it as a 10:40:15AM
20 three-legged stool, if you can view it in that 10:40:18AM
21 way, with us, the OPA, and the Ministry of Energy. 10:40:21AM
22 The discussions that we were 10:40:25AM
23 having with both parties was how might that 10:40:27AM
24 resolution be found against the -- the FIT 10:40:32AM
25 contract. 10:40:35AM

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1 A. So Minister Duguid was 10:41:38AM
2 the Minister of Energy and infrastructure, and 10:41:39AM
3 Paul Ungerman, I believe, was the director of 10:41:43AM
4 policy to the Minister of Energy and 10:41:45AM
5 infrastructure. 10:41:48AM
6 Q. Okay. 10:41:48AM
7 A. My understanding is that 10:41:49AM
8 Minister Duguid's office then had some discussion 10:41:52AM
9 with the OPA. I can only assume that. And then 10:41:54AM
10 subsequently the OPA came back to us with a 10:41:57AM
11 proposed resolution. 10:41:59AM
12 Q. And -- and why do you 10:42:02AM
13 reach that conclusion on the basis of the e-mail 10:42:03AM
14 correspondence that you had? 10:42:06AM
15 A. Well, we did actually get 10:42:07AM
16 a resolution from the OPA in terms of an 10:42:12AM
17 adjustment of their -- their milestone commercial 10:42:14AM
18 operation date. 10:42:17AM
19 And if I can also turn, under 10:42:23AM
20 Tab 11, to the e-mail from JoAnne Butler to 10:42:25AM
21 myself, dated Wednesday, August 11, so this is the 10:42:29AM
22 following day: 10:42:32AM
23 "Chris, we believe we 10:42:33AM
24 have found a mutually 10:42:35AM
25 agreeable solution. 10:42:35AM

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1 We had been proposing certain 10:40:36AM
2 potential solutions for consideration to both 10:40:38AM
3 parties. Once we received the correspondence from 10:40:41AM
4 JoAnne Butler -- 10:40:47AM
5 Q. And just to make sure 10:40:50AM
6 we're all looking at the same document, which -- 10:40:51AM
7 A. Yes. So this is document 10:40:52AM
8 C-0340. If you look at the e-mail sent from 10:40:54AM
9 JoAnne Butler to myself on August 10, at 12:36, it 10:41:00AM
10 says: 10:41:06AM
11 "Chris, we do not intend 10:41:06AM
12 to amend the milestone 10:41:07AM
13 date for the COD on this 10:41:08AM
14 contract." 10:41:09AM
15 I then go back to JoAnne with 10:41:10AM
16 a response as well as with a potential resolution. 10:41:12AM
17 She then came -- I also shared that with Minister 10:41:18AM
18 Duguid's office. 10:41:21AM
19 He asked to be kept in the 10:41:23AM
20 loop. I had assumed at that point in time that he 10:41:25AM
21 was having discussions with the OPA. 10:41:27AM
22 Q. And just to be clear, 10:41:30AM
23 when you refer to Minister Duguid's office, who 10:41:31AM
24 was Minister Duguid and what was his relationship, 10:41:33AM
25 if any, to Mr. Ungerman? 10:41:37AM

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1 Perry will be discussing 10:42:36AM
2 it with you -- with you 10:42:38AM
3 at four this afternoon. 10:42:39AM
4 Thanks. From JoAnne 10:42:41AM
5 Butler." 10:42:43AM
6 Q. Okay. Thanks for 10:42:44AM
7 clarifying that. 10:42:49AM
8 You mentioned -- do you recall 10:42:50AM
9 Ms. Kam asking you about -- about this contract 10:42:54AM
10 extension subject, and you mentioned about the OPA 10:42:57AM
11 granting contract extensions? 10:43:00AM
12 A. Yes. 10:43:03AM
13 Q. Could you give some sense 10:43:03AM
14 as to -- in terms of your involvement with other 10:43:07AM
15 companies, and not to disclose any names, but have 10:43:10AM
16 you been involved in other situations involving 10:43:12AM
17 contract extensions with respect to the FIT 10:43:15AM
18 contract? 10:43:17AM
19 A. I have. 10:43:17AM
20 Q. And, again, without 10:43:18AM
21 listing any names, can you give some sense of when 10:43:20AM
22 that occurs and, you know, how often it occurs? 10:43:23AM
23 A. Sure. It has happened 10:43:27AM
24 several times. One time, I believe, it was 10:43:30AM
25 following this particular case or right around the 10:43:34AM

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1 same time. The OPA granted 12 months of MCOD 10:43:37AM
2 relief, essentially extending the contracts by 12 10:43:42AM
3 months to all FIT contract recipients from the -- 10:43:46AM
4 I think it was the first round in early 2010, 10:43:50AM
5 recognizing some of the delays on processing some 10:43:54AM
6 of the early stages of the REA process with the 10:43:58AM
7 Ministry of the Environment at the time. 10:44:02AM
8 There have been other cases 10:44:04AM
9 where they've extended terms around force majeure 10:44:05AM
10 issued in many agreements, based on various points 10:44:10AM
11 in time that it would be, I guess, unexpected that 10:44:14AM
12 the permitting and approvals process would take as 10:44:18AM
13 long as it has. 10:44:21AM
14 Q. And what role, if any, do 10:44:22AM
15 you, as your role as a government relations 10:44:24AM
16 specialist, play in -- in working to obtain such 10:44:28AM
17 extensions? 10:44:32AM
18 A. Sure. So we typically 10:44:32AM
19 will identify the issues that are causing concern 10:44:34AM
20 to our clients. We will articulate those to both 10:44:38AM
21 the contracting authority, be it in this case the 10:44:41AM
22 Ontario Power Authority, or what is now known as 10:44:44AM
23 the Independent Electricity System Operator. We 10:44:47AM
24 will also work with government ministries, other 10:44:50AM
25 agencies as appropriate to come up with solutions 10:44:52AM

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1 the Premier of Ontario. 10:46:26AM
2 Q. All right. And could you 10:46:27AM
3 just -- this is a letter, you can see, from MNR to 10:46:28AM
4 Sean Mullin, if we read from the bottom of the 10:46:35AM
5 first page. And then there is a reference to -- 10:46:37AM
6 saying, "It looks fine to me." 10:46:46AM
7 Could you tell me what your 10:46:48AM
8 understanding -- and then you see after that. It 10:46:49AM
9 says: 10:46:49AM
10 "Spoke to Chris. He's 10:46:52AM
11 amenable to the letter. 10:46:53AM
12 He will share it with the 10:46:54AM
13 client tomorrow." 10:46:56AM
14 What your recollection? I 10:46:57AM
15 appreciate you wouldn't have been aware at the 10:46:59AM
16 time of behind-the-scenes e-mails, but what's your 10:47:00AM
17 recollection of what was occurring then and your 10:47:03AM
18 understanding of what occurred as a result of this 10:47:05AM
19 e-mail? 10:47:07AM
20 A. Sure. So as was 10:47:07AM
21 referenced to earlier, there had been discussion 10:47:08AM
22 that we were having with the office of the 10:47:10AM
23 Minister of Natural Resources, of which Richard 10:47:13AM
24 Linley was a member of, pertaining to what the 10:47:18AM
25 language of the letter would be. 10:47:20AM

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1 to those particular challenges, and we will 10:44:55AM
2 advocate for those solutions to be adopted. 10:44:58AM
3 Q. I would like to ask you 10:45:01AM
4 one more -- questions about one more area. Do you 10:45:03AM
5 recall that Ms. Kam took you to the August 9 10:45:09AM
6 letter from the MNR? 10:45:15AM
7 A. Yes. 10:45:17AM
8 Q. This is at Tab 9, from 10:45:18AM
9 the MNR to Windstream with respect to grid cell 10:45:19AM
10 swaps and other matters? 10:45:24AM
11 A. Yes. 10:45:27AM
12 Q. And I'd like to show you 10:45:28AM
13 a document that relates to this that wasn't put to 10:45:31AM
14 you in cross-examination. This is document C-838. 10:45:33AM
15 And you will see Mr. Benedetti -- I see you 10:45:59AM
16 nodding your head. 10:46:03AM
17 This is -- this is, of course, 10:46:04AM
18 a draft of the letter of August 9 that was 10:46:07AM
19 provided to an individual named Sean Mullin. Do 10:46:10AM
20 you know who Sean Mullin is? 10:46:15AM
21 A. I do. 10:46:16AM
22 Q. Who is Sean Mullin? 10:46:16AM
23 A. At the time, he was a 10:46:18AM
24 senior -- I believe he was a senior policy adviser 10:46:19AM
25 with responsibility for energy in the office of 10:46:23AM

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1 I guess stepping a little bit 10:47:23AM
2 back, obviously we wanted to obtain a letter. We 10:47:25AM
3 had requested that letter. And so they had agreed 10:47:28AM
4 to provide us with the letter. 10:47:30AM
5 We were, then, interacting 10:47:31AM
6 with them to have the letter convey information 10:47:34AM
7 that would be beneficial to our client. 10:47:36AM
8 I can only assume, from this, 10:47:38AM
9 that these points, as they were reflected in that 10:47:42AM
10 letter, were being communicated back to other 10:47:44AM
11 people within the provincial government in 10:47:46AM
12 political offices as to what the content of the 10:47:49AM
13 letter would be. That information had been shared 10:47:52AM
14 with me. 10:47:55AM
15 And then to my earlier point 10:47:55AM
16 in terms of how this would affect the project, my 10:47:57AM
17 assessment at the time that this met the needs 10:48:00AM
18 that what we were trying to obtain from the 10:48:04AM
19 Ministry of Natural Resources. 10:48:06AM
20 Q. And what was the 10:48:07AM
21 significance, if any, of this letter being shared 10:48:09AM
22 with the Premier's Office before being provided to 10:48:13AM
23 MNR? 10:48:17AM
24 A. It -- I mean, I can't 10:48:18AM
25 speak on -- on behalf of the government. 10:48:22AM

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1 I think that, certainly, on a 10:48:24AM
2 matter like this, I don't know how common it is 10:48:28AM
3 that the Premier's Office would be involved in the 10:48:30AM
4 definition of a letter of this sort. The letter 10:48:34AM
5 itself wasn't signed by the minister. It was 10:48:37AM
6 signed by a director-level within the Ministry of 10:48:40AM
7 Natural Resources. 10:48:43AM
8 But certainly I take it from 10:48:44AM
9 this correspondence that the Premier's Office is 10:48:47AM
10 giving tacit approval to what the contents of the 10:48:50AM
11 letter are. 10:48:53AM
12 Q. Those are all of my 10:48:54AM
13 questions. 10:48:55AM
14 PRESIDENT: Thank you, 10:48:57AM
15 Mr. Terry. Any questions from the tribunal? 10:48:58AM
16 QUESTIONS FROM THE TRIBUNAL: 10:49:05AM
17 MR. BISHOP: Mr. Benedetti, 10:49:05AM
18 just one or two questions. Are there any 10:49:06AM
19 analogies that we could look to in terms of the 10:49:10AM
20 kind of situation that occurred with the offshore 10:49:17AM
21 wind projects? Are there any analogies we could 10:49:20AM
22 look to with the OPA or with the other ministries 10:49:24AM
23 that would provide any sort of indication of what 10:49:29AM
24 their general practice was? 10:49:32AM
25 A. Certainly since the 10:49:36AM

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1 inception of the OPA in 2005, there have been 10:49:39AM
2 multiple rounds of contracting for energy assets, 10:49:43AM
3 be it conventional energy assets or renewable 10:49:47AM
4 energy assets. 10:49:49AM
5 In fact, the Feed-In Tariff 10:49:50AM
6 program was the fifth iteration of a renewable 10:49:51AM
7 procurement that had been managed by, be it the 10:49:56AM
8 Ministry of Energy or be it the OPA since 2003. 10:50:01AM
9 We had had a RES 1, RES 2, RES 3, and a RESOP 10:50:03AM
10 program before the Feed-In Tariff program had been 10:50:07AM
11 established. 10:50:10AM
12 In all of those cases, there 10:50:11AM
13 were similar procurement means, maybe through 10:50:12AM
14 different measures, not a standard offer, but a 10:50:16AM
15 competitively procured program in which contracts 10:50:18AM
16 were offered. It's standard practice in Ontario 10:50:22AM
17 that those contracts are offered. The proponent 10:50:24AM
18 then has to go through a series of permitting and 10:50:26AM
19 approvals to obtain -- in this particular contract 10:50:29AM
20 regime it's referred to as Notice to Proceed, 10:50:32AM
21 which you are then able to go ahead and construct 10:50:35AM
22 your project. So there wasn't anything 10:50:38AM
23 particularly novel with that. 10:50:40AM
24 In many cases, the government 10:50:41AM
25 will table regulatory changes, even over the 10:50:44AM

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1 course of projects being developed. In many cases 10:50:48AM
2 those will be posted to the EBR for comment. 10:50:53AM
3 The expectation that we always 10:50:56AM
4 have is that, once government does that, it will 10:50:58AM
5 come to a conclusion. In other words, if the 10:51:00AM
6 government proposes to do something, they have an 10:51:03AM
7 intent to do it and are seeking feedback and input 10:51:05AM
8 on what the impacts of that action might be. 10:51:09AM
9 So in this particular case, 10:51:11AM
10 given that there has been no real movement on 10:51:15AM
11 that, that is novel. 10:51:18AM
12 The fact that a contract was 10:51:20AM
13 offered is not novel at all. This was very 10:51:22AM
14 standard practice here in the province. 10:51:25AM
15 MR. BISHOP: And in any of 10:51:32AM
16 these analogous -- well, if there are analogous 10:51:36AM
17 situations, has there been a general practice of 10:51:39AM
18 the OPA with regard to whether it extends 10:51:46AM
19 contracts, if there are permits that still need to 10:51:54AM
20 be obtained, or not? 10:51:59AM
21 THE WITNESS: Yes. I mean, 10:52:01AM
22 there have -- I -- I alluded to another case with 10:52:03AM
23 the early round FIT contracted projects where they 10:52:06AM
24 were all granted a one-year extension to provide 10:52:11AM
25 for additional time that was not foreseen at the 10:52:15AM

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1 outset of the procurement program, additional time 10:52:19AM
2 that was needed within the regulatory realm to 10:52:22AM
3 finalize certain guidelines and whatnot. 10:52:27AM
4 Another example that we're 10:52:29AM
5 aware of is that hydroelectric projects, for 10:52:31AM
6 example, under the FIT regime, as well, had a 10:52:33AM
7 five-year period to achieve Notice to Proceed. 10:52:38AM
8 That was extended by an additional three years, 10:52:43AM
9 again, given some regulatory developments in terms 10:52:46AM
10 of other regimes around water rights and whatnot. 10:52:50AM
11 So it's not uncommon that 10:52:54AM
12 we've seen the government contemplate certain 10:52:56AM
13 changes, and the OPA recognizing that those 10:53:00AM
14 changes have an effect on the project or projects, 10:53:02AM
15 for them to extend out either the MCOD or to 10:53:05AM
16 provide administrative relief against some of the 10:53:09AM
17 milestone commitments in the contract. 10:53:12AM
18 MR. BISHOP: Are there any 10:53:15AM
19 examples that go the other way? That is, are 10:53:16AM
20 there any examples in which the OPA has not 10:53:19AM
21 granted or has used their -- the provisions of the 10:53:25AM
22 contract to terminate a contract which hasn't come 10:53:33AM
23 to fruition within the time periods, but where 10:53:36AM
24 there are permitting issues out there? 10:53:40AM
25 THE WITNESS: Certainly there 10:53:42AM

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1 have been cases where contracts have been 10:53:45AM
2 terminated, but that has typically been in 10:53:47AM
3 instances where the project has not been able to 10:53:51AM
4 obtain the various approvals that are required of 10:53:54AM
5 it. 10:53:56AM
6 In this particular case, it 10:53:57AM
7 was a question of the process around approvals 10:54:01AM
8 just not being made available; that is novel. 10:54:04AM
9 In many other -- most other 10:54:07AM
10 cases that I can think of -- and our experience in 10:54:09AM
11 these areas is quite extensive -- I can't think of 10:54:13AM
12 another instance where there hasn't been a process 10:54:15AM
13 to necessarily go through, and because of that, a 10:54:19AM
14 contract has been terminated. 10:54:22AM
15 MR. BISHOP: So contracts have 10:54:24AM
16 been terminated where parties were denied permits? 10:54:26AM
17 I mean, where they went through the process and 10:54:31AM
18 permits were denied. Is that what you're saying? 10:54:34AM
19 THE WITNESS: That's correct. 10:54:36AM
20 Or they were not able to secure those permits 10:54:37AM
21 within the timelines embedded within the FIT 10:54:40AM
22 contract. 10:54:44AM
23 MR. BISHOP: But there was a 10:54:47AM
24 process in place is what you're saying. 10:54:48AM
25 THE WITNESS: Absolutely. 10:54:49AM

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1 was really in -- only in the presiding decade. So 10:56:19AM
2 there was a certain degree of novelty with all 10:56:23AM
3 wind development. 10:56:26AM
4 The risks associated with 10:56:27AM
5 offshore were probably not all that greater, I 10:56:30AM
6 would say at that particular point in time, than 10:56:35AM
7 onshore, given what the government had done 10:56:38AM
8 vis-à-vis the Green Energy and Economy Act, the 10:56:42AM
9 establishment of a Renewable Energy Facilitation 10:56:44AM
10 Office, and the development of O. Reg. 359/09 to 10:56:48AM
11 help support and even expedite those types of 10:56:52AM
12 power generation assets through permitting and 10:56:56AM
13 approvals regimes. 10:56:59AM
14 So relatively speaking, I 10:57:00AM
15 would say that, while there is always a certain 10:57:01AM
16 degree of risk associated with any project, 10:57:04AM
17 probably the best way to respond to the question 10:57:07AM
18 is: Was there greater risk in an offshore project 10:57:10AM
19 relative to an onshore project? Given what we 10:57:15AM
20 knew at that particular point in time, I would say 10:57:17AM
21 no. 10:57:19AM
22 DR. CREMADES: Let's put a 10:57:20AM
23 little bit later, 2010. I understand there were 10:57:23AM
24 elections in Ontario. What is your, in your 10:57:29AM
25 opinion, the impact of the elections in the 10:57:33AM

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1 MR. BISHOP: Okay. Thank you. 10:54:51AM
2 That's all I have. 10:54:52AM
3 DR. CREMADES: Mr. Benedetti, 10:54:55AM
4 I understand from your answers that you are a very 10:55:02AM
5 well-accepted consultant in the electricity sector 10:55:08AM
6 in Canada and especially in Ontario. 10:55:13AM
7 I want you to put us in the 10:55:18AM
8 2009 or 2010 when you started being in touch with 10:55:25AM
9 Windstream. 10:55:30AM
10 THE WITNESS: Mm-hmm. 10:55:32AM
11 DR. CREMADES: If an investor 10:55:33AM
12 come to you and, at the very early stage of risk 10:55:36AM
13 assessment, will ask you about the risk of 10:55:40AM
14 investing in the offshore industry, vis-à-vis the 10:55:45AM
15 onshore, you have a great experience. 10:55:51AM
16 THE WITNESS: Mm-hmm. 10:55:53AM
17 DR. CREMADES: What could be 10:55:54AM
18 your answer about the risks facing the investment 10:55:56AM
19 in the offshore industry? 10:56:01AM
20 THE WITNESS: Certainly, at 10:56:03AM
21 that particular time, the evolution of large-scale 10:56:06AM
22 utility wind projects was still fairly nascent, be 10:56:10AM
23 they onshore or offshore. 10:56:14AM
24 We had had some development of 10:56:15AM
25 utility-scale onshore projects, but really that 10:56:17AM

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1 political requests? 10:57:37AM
2 I mean, we know that, 10:57:42AM
3 concerning renewable energies, the environment 10:57:43AM
4 supporters, they are making a big pressure to 10:57:49AM
5 politicians. 10:57:53AM
6 I mean, what is, in your view, 10:57:55AM
7 the impact of the elections results into the 10:57:57AM
8 moratorium on 2011 in our projects? 10:58:01AM
9 THE WITNESS: Certainly. So 10:58:05AM
10 the election was in October of 2011, and to 10:58:08AM
11 provide some context, at that particular point in 10:58:12AM
12 time, there was a significant degree of criticism 10:58:14AM
13 from different political parties in our system as 10:58:18AM
14 to the intent of the Green Energy and Economy Act 10:58:22AM
15 as well as the process of moving forward with wind 10:58:27AM
16 power projects in particular. So it was an 10:58:32AM
17 exceptionally politicized environment. 10:58:34AM
18 I think that, as governments 10:58:38AM
19 will often do, in advance of elections, they will 10:58:40AM
20 look to policies and programs and practices to see 10:58:44AM
21 how those might stand against the electorate. 10:58:46AM
22 And we actually believe and 10:58:49AM
23 believed at that point in time that the government 10:58:52AM
24 was very strongly supportive of the Green Energy 10:58:56AM
25 and Economy Act because the populace was very 10:58:59AM

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1 supportive of the Green Energy and Economy Act and 10:59:03AM
2 the move towards decarbonization in our 10:59:04AM
3 electricity sector and renewable energy. 10:59:07AM
4 How that, then, transferred 10:59:09AM
5 down in terms of local political dynamics is often 10:59:11AM
6 interesting to see, and I think it's well known in 10:59:16AM
7 Ontario. We've had other occasions where the 10:59:19AM
8 government, in response to local political desires 10:59:22AM
9 from various communities, has moved energy 10:59:27AM
10 projects, has affected energy projects in some 10:59:30AM
11 way. 10:59:33AM
12 So there is certainly an 10:59:33AM
13 impact. To the extent that it had an impact on 10:59:36AM
14 this particular project, I think that there 10:59:39AM
15 probably was an impact. To the extent that that 10:59:43AM
16 was effective of the government's decision, I 10:59:48AM
17 can't say. 10:59:51AM
18 DR. CREMADES: Let's put a 10:59:53AM
19 little bit later. You -- I understand, you as a 10:59:54AM
20 consultant were very close to Windstream, life in 10:59:58AM
21 Ontario. I mean, have you had the evidence or the 11:00:03AM
22 feeling that they were discriminated? 11:00:09AM
23 THE WITNESS: I think, given 11:00:12AM
24 the fact that they were the only contracted 11:00:14AM
25 offshore wind project, I wouldn't use the word 11:00:19AM

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1 PRESIDENT: If we follow the 11:01:23AM
2 order in which we have conducted this examination, 11:01:24AM
3 it's probably more appropriate to ask the 11:01:27AM
4 Respondent first. 11:01:30AM
5 MR. SPELLISCY: Sure. I do 11:01:31AM
6 have a couple of clarifying questions, if that 11:01:32AM
7 would work, and then we can go first. 11:01:35AM
8 MR. TERRY: Can I just ask 11:01:37AM
9 one, I guess, procedural question? I know we 11:01:38AM
10 haven't had discussions about this, but does the 11:01:43AM
11 Tribunal have a view as to two counsel being 11:01:48AM
12 involved in cross-examination of a witness or not? 11:01:52AM
13 I personally haven't 11:01:55AM
14 encountered that before, and I am not sure what -- 11:01:56AM
15 if the Tribunal has views on that. 11:02:02AM
16 PRESIDENT: It is not an issue 11:02:05AM
17 as long as it's not applied for the purpose of 11:02:07AM
18 harassing a witness. 11:02:08AM
19 MR. TERRY: Okay. 11:02:10AM
20 PRESIDENT: So we can go 11:02:11AM
21 either way. Mr. Terry, you go first. And if the 11:02:13AM
22 questions from either counsel give rise to further 11:02:16AM
23 questions, we can go on. But there will be an end 11:02:18AM
24 to this at some point. So, Mr. Terry, go first. 11:02:22AM
25 MR. TERRY: No, listen, my 11:02:25AM

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1 discriminated. They were the only one. So 11:00:24AM
2 certainly they were singled out relative to all of 11:00:27AM
3 the other wind power companies, and one might 11:00:29AM
4 assert all of the FIT contracted entities because 11:00:33AM
5 they were the only contracted entity of offshore 11:00:36AM
6 wind. So from that standpoint, I guess literally, 11:00:41AM
7 yes, they were discriminated. 11:00:44AM
8 Were they affected by 11:00:47AM
9 decisions in this particular area more so than 11:00:50AM
10 others? Absolutely, because they were the only 11:00:55AM
11 contracted asset. 11:00:57AM
12 DR. CREMADES: Do you think 11:00:58AM
13 this discrimination -- discrimination was due to 11:01:00AM
14 political reasons? 11:01:03AM
15 THE WITNESS: I think, in 11:01:04AM
16 part, yes. 11:01:05AM
17 DR. CREMADES: Thank you. 11:01:06AM
18 PRESIDENT: Thank you. Do the 11:01:12AM
19 questions from the Tribunal give rise to any 11:01:14AM
20 further questions from the parties? 11:01:16AM
21 MR. TERRY: I have one 11:01:17AM
22 question. 11:01:18AM
23 PRESIDENT: Mr. Terry. 11:01:18AM
24 MR. TERRY: I'm not sure of 11:01:22AM
25 the order. 11:01:23AM

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1 concern wasn't order. I think the appropriate 11:02:26AM
2 order is -- it's in terms of one side, typically, 11:02:28AM
3 you nominate one person to ask questions of a 11:02:31AM
4 witness, and you don't then turn it over to 11:02:33AM
5 another. I don't have a particular objection, but 11:02:36AM
6 I just... 11:02:39AM
7 PRESIDENT: So we don't see a 11:02:40AM
8 problem with it as long as you are not covering 11:02:42AM
9 the same ground. And the only issue -- only area 11:02:45AM
10 where there might be a problem is when you have -- 11:02:49AM
11 when you use two counsel to cross-examine the same 11:02:51AM
12 witness for the purpose of apparently harassing or 11:02:54AM
13 making it more difficult for the witness, but we 11:02:59AM
14 are not in that territory, very far from it. So, 11:03:00AM
15 Mr. Terry. 11:03:03AM
16 MR. TERRY: Thank you for that 11:03:04AM
17 clarification. So I will let Mr. Spelliscy go 11:03:05AM
18 first. 11:03:08AM
19 RE-EXAMINATION BY MR. SPELLISCY: 11:03:08AM
20 Q. Good morning, 11:03:16AM
21 Mr. Benedetti. And I promise I won't stand up too 11:03:17AM
22 often. I'm just a curious person, and so it's 11:03:19AM
23 hard for me to sit quietly there. 11:03:21AM
24 I do have one clarification 11:03:23AM
25 that arose in -- response to what you said in 11:03:25AM

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1 response to a question from -- from Mr. -- 11:03:29AM
2 Dr. Cremades, which was that, in your opinion, 11:03:32AM
3 there was no relatively greater risk for offshore 11:03:35AM
4 versus onshore. 11:03:39AM
5 I want to understand that, 11:03:41AM
6 because I'm not sure that I do. I think pretty 11:03:42AM
7 close to right before that you said that the issue 11:03:46AM
8 here was, for you, that was novel with this 11:03:48AM
9 process, or novel with this situation, was that 11:03:51AM
10 there was no regulatory process. Is that what you 11:03:54AM
11 said? 11:03:57AM
12 A. No. I said that this was 11:03:57AM
13 the only offshore wind project. But the 11:04:00AM
14 regulatory process was known through O. Reg. 11:04:03AM
15 359/09. 11:04:03AM
16 Q. But let me -- known 11:04:08AM
17 through O. Reg. 359/09. That's the REA regulation 11:04:10AM
18 for those who don't want to deal with the numbers. 11:04:13AM
19 Let me understand that 11:04:16AM
20 further, then. You testified right at the 11:04:19AM
21 beginning of your testimony that you were hired -- 11:04:23AM
22 I think you said after the EBR posting was made on 11:04:26AM
23 June -- 11:04:29AM
24 A. Prior. 11:04:30AM
25 Q. Prior to? 11:04:30AM

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1 Okay. Both of these postings indicated reviews 11:05:12AM
2 were ongoing; correct? 11:05:15AM
3 A. Yes, that's correct. 11:05:16AM
4 Q. And they only applied to 11:05:17AM
5 offshore projects; correct? 11:05:20AM
6 A. Correct. 11:05:21AM
7 Q. And you're aware that 11:05:21AM
8 Windstream signed its FIT contract on August 20, 11:05:23AM
9 2010; right? 11:05:26AM
10 A. Yes. 11:05:27AM
11 MR. TERRY: I have an 11:05:28AM
12 objection about this line of questioning. I'm not 11:05:28AM
13 sure that it arose from -- truly from a question 11:05:31AM
14 from the Tribunal. Mr. Spelliscy -- 11:05:34AM
15 MR. SPELLISCY: We'll see. We 11:05:36AM
16 will get there. 11:05:37AM
17 MR. TERRY: Could you let me 11:05:38AM
18 finish my objection, please? 11:05:39AM
19 MR. SPELLISCY: Well, you 11:05:42AM
20 interrupted me. So I mean, I'm happy to let you 11:05:42AM
21 finish, but we will get there, and if you give me 11:05:43AM
22 two seconds -- you interrupted right before the 11:05:45AM
23 money question, but -- but we can hear your 11:05:46AM
24 objection. 11:05:48AM
25 MR. TERRY: Okay. 11:05:49AM

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1 A. Prior to. 11:04:31AM
2 Q. So you are hired by 11:04:32AM
3 Windstream when that comes out; correct? 11:04:34AM
4 A. Around that time, yes. 11:04:35AM
5 Q. Around that time. So 11:04:36AM
6 you're aware of that posting, and that posting 11:04:37AM
7 relates to just offshore wind; right? 11:04:39AM
8 A. That's correct. 11:04:41AM
9 Q. Okay. You are also aware 11:04:42AM
10 that -- and you're aware that, in that posting, 11:04:43AM
11 there are setbacks proposed. You talked about 11:04:46AM
12 that, the 5-kilometre setback? 11:04:50AM
13 A. Correct, yes. 11:04:51AM
14 Q. You had mentioned an 11:04:52AM
15 e-mail where you had said that there was a lot of 11:04:53AM
16 uncertainty about whether they would be 5 11:04:55AM
17 kilometres or more. Correct? 11:04:57AM
18 A. Correct. 11:04:58AM
19 Q. You were also aware of a 11:04:59AM
20 posting that was made by the Ministry of Natural 11:05:02AM
21 Resources that came out on August 18, 2010? This 11:05:04AM
22 is relating to the Crown land allocation process 11:05:07AM
23 for offshore wind projects. 11:05:10AM
24 A. Yes. Yes. 11:05:11AM
25 Q. You're aware of that. 11:05:11AM

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1 PRESIDENT: Please link it 11:05:49AM
2 back to the questions from the Tribunal. 11:05:51AM
3 MR. SPELLISCY: So this is my 11:05:54AM
4 question. 11:05:55AM
5 Q. My question is: In light 11:05:56AM
6 of these events, in light of these postings, which 11:05:57AM
7 only applied to offshore, you would agree with me, 11:06:02AM
8 in fact, that there was actually relatively 11:06:05AM
9 greater risk for offshore than there was for 11:06:08AM
10 onshore, wouldn't you? 11:06:10AM
11 A. Any contracted asset will 11:06:13AM
12 have -- so be it solar power, wind power, 11:06:16AM
13 bioenergy, and whatnot, will have various permits 11:06:19AM
14 and approvals that they have to go through that 11:06:22AM
15 are tailored to their particular supply types. 11:06:25AM
16 In this particular case, the 11:06:28AM
17 regulatory process for moving forward to 11:06:30AM
18 commercialize the project was well known. The 11:06:33AM
19 introduction of an exclusion zone was new. Was it 11:06:36AM
20 particularly different than, say, other things 11:06:41AM
21 that an onshore project has to go through or a 11:06:44AM
22 water power project? They all have their 11:06:47AM
23 particular nuances or things that they have to go 11:06:49AM
24 through. 11:06:53AM
25 This was only particular to 11:06:53AM

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1 offshore wind because it was talking about a 11:06:55AM
2 setback, an exclusion zone. But the regulatory 11:06:58AM
3 purpose around obtaining approvals was already 11:07:02AM
4 provided for by the renewable energy approval 11:07:05AM
5 process. 11:07:08AM
6 Q. I'm not sure I got an 11:07:10AM
7 answer to my question there. What -- I guess my 11:07:12AM
8 question is to understand from your statement that 11:07:14AM
9 there wasn't regulatory -- or greater risk for 11:07:18AM
10 offshore than onshore in light of the two policy 11:07:22AM
11 proposals made before Windstream signed its 11:07:25AM
12 contract that were specific to offshore; that 11:07:27AM
13 didn't create certainty for your client. 11:07:32AM
14 MR. TERRY: I have an 11:07:35AM
15 objection. That question was asked. It was 11:07:35AM
16 answered. It was also similar questions were 11:07:37AM
17 asked in the previous round of cross-examination. 11:07:39AM
18 This isn't an opportunity to get a new counsel up 11:07:43AM
19 to go over the same ground in cross-examination. 11:07:44AM
20 That question was answered. 11:07:46AM
21 PRESIDENT: Okay, 11:07:49AM
22 Mr. Benedetti. Do you have anything else to add 11:07:50AM
23 to what you just said? 11:07:52AM
24 THE WITNESS: No. 11:07:53AM
25 PRESIDENT: Okay. Anything 11:07:54AM

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1 offshore wind projects in southern Ontario, off 11:08:59AM
2 the coast of Pelee Island. And that they were 11:09:02AM
3 becoming, as I say here, increasingly sensitive on 11:09:06AM
4 how the opposition to those projects might 11:09:10AM
5 manifest itself in terms of opposition to the 11:09:13AM
6 governing Liberal Party in the October 2011 11:09:15AM
7 election. 11:09:18AM
8 Q. And can you say anything 11:09:19AM
9 beyond what you said in the witness statement 11:09:22AM
10 about -- in terms of that sensitivity and how it, 11:09:24AM
11 from your understanding and based on your 11:09:30AM
12 experience, how it affected the decision of the 11:09:31AM
13 government to place a moratorium on offshore wind? 11:09:35AM
14 A. Well, perhaps the only 11:09:37AM
15 thing that I'll add is that permitting and 11:09:38AM
16 approvals in Ontario, because they vary closely 11:09:40AM
17 and involve political entities, be it political 11:09:43AM
18 staff, be it ministers, is inherently political. 11:09:46AM
19 So there's nothing in itself novel about that. 11:09:49AM
20 The fact that we were coming 11:09:52AM
21 up to an election, the fact that this was becoming 11:09:55AM
22 a very politicized area in some places, one can 11:09:57AM
23 assume that their concern about offshore wind 11:10:02AM
24 projects in some areas was having an impact in 11:10:06AM
25 terms of how their decision-making was working 11:10:11AM

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1 further, Mr. Spelliscy? 11:07:56AM
2 MR. SPELLISCY: He's got 11:07:57AM
3 nothing further? No, that's it. 11:07:57AM
4 PRESIDENT: Thank you very 11:07:58AM
5 much. 11:07:59AM
6 Mr. Terry. 11:07:59AM
7 RE-EXAMINATION BY MR. TERRY: 11:08:02AM
8 MR. TERRY: I have a question 11:08:02AM
9 arising for you from the question of Mr. Cremades. 11:08:08AM
10 You will recall that he asked you about the 11:08:12AM
11 election and the effects of the election with 11:08:14AM
12 respect to offshore wind. 11:08:17AM
13 A. Mm-hmm. 11:08:20AM
14 Q. And if I could direct you 11:08:20AM
15 to your witness statement, paragraph 39 -- 11:08:24AM
16 A. Yes. 11:08:34AM
17 Q. -- which deals with the 11:08:35AM
18 issue of the election at that time and its effect 11:08:38AM
19 on the project. 11:08:41AM
20 Could you explain what you're 11:08:42AM
21 saying there? 11:08:43AM
22 A. Sure. So we had, based 11:08:44AM
23 on our work for Windstream, had also learned that 11:08:47AM
24 the government, let's say at a political level, 11:08:52AM
25 was concerned about the impact of proposed 11:08:56AM

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1 within the government. 11:10:13AM
2 Q. And you have talked about 11:10:16AM
3 this area in southern Ontario. Is that the area 11:10:18AM
4 where the Windstream project was? 11:10:22AM
5 A. No. 11:10:23AM
6 Q. And are you aware of any 11:10:24AM
7 particular political sensitivity in the local 11:10:26AM
8 region riding with respect to the Windstream 11:10:29AM
9 project? 11:10:31AM
10 A. No, no. In fact -- 11:10:32AM
11 MR. SPELLISCY: I think I have 11:10:34AM
12 to object here. Were going to political 11:10:35AM
13 sensitivities. I'm not sure how that arises out 11:10:38AM
14 of Mr. Cremades' question on -- on the election. 11:10:41AM
15 PRESIDENT: True. It's going 11:10:43AM
16 a bit beyond the -- beyond the scope of the 11:10:44AM
17 questions raised by Dr. Cremades. So anything 11:10:46AM
18 further? 11:10:48AM
19 MR. TERRY: I have nothing 11:10:49AM
20 further. Thanks very much. 11:10:49AM
21 PRESIDENT: Thank you, 11:10:51AM
22 Mr. Terry. 11:10:51AM
23 And thank you for your time, 11:10:52AM
24 Mr. Benedetti. Thank you for being available. 11:10:55AM
25 That concludes your examination. 11:10:57AM

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1 THE WITNESS: Great, thank 11:10:59AM
2 you. 11:11:00AM
3 PRESIDENT: And I believe that 11:11:00AM
4 we have now reached a time which is, in fact, 11:11:02AM
5 overdue. We will have our morning break. We will 11:11:08AM
6 break for -- let's break for 15 minutes until 11:11:11AM
7 11:25. And then we will continue with Mr. Baines. 11:11:15AM
8 Thank you. 11:11:23AM
9 --- Recess at 11:11 a.m. 11:11:24AM
10 --- Upon resuming at 11:32 a.m. 11:32:04AM
11 EXAMINATION-IN-CHIEF BY MS. SEERS: 11:33:49AM
12 Q. Good morning, Mr. Baines. 11:33:52AM
13 A. Good morning. 11:33:56AM
14 Q. Could you please explain 11:33:57AM
15 for the Tribunal, very briefly, your experience in 11:34:00AM
16 the renewable energy sector, please. 11:34:03AM
17 A. Well, I'm an engineer and 11:34:06AM
18 I've been an engineer for 41 years. The past 26 11:34:08AM
19 years I focused on renewable energy with my own 11:34:11AM
20 ventures, my own firms. 11:34:14AM
21 I'm a consulting engineer and 11:34:15AM
22 I've run a consulting firm that designed water 11:34:18AM
23 power and wind projects for other people. 11:34:22AM
24 I have also been an owner and 11:34:24AM
25 operator and constructor of district energy 11:34:28AM

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1 Germany, France, and Spain at the time, could work 11:35:46AM
2 in Ontario. There was no wind power here at that 11:35:49AM
3 time. 11:35:54AM
4 So I founded a company called 11:35:55AM
5 Wind Technique and looked for areas that we could 11:35:57AM
6 develop. And Wolfe Island was very obvious to me, 11:36:00AM
7 because I had gone to school for six years in 11:36:03AM
8 Kingston, which is adjacent. 11:36:06AM
9 I was there when the Olympic 11:36:08AM
10 Regatta was held -- sorry, the Olympics, sailing 11:36:10AM
11 Olympics was held in that spot. I was very 11:36:13AM
12 familiar with the area and so it crossed my mind 11:36:16AM
13 that this was a place for the first wind project 11:36:18AM
14 in the province. 11:36:23AM
15 And in 1995, Ontario Hydro -- 11:36:24AM
16 the monopoly utility in Ontario -- brought out a 11:36:28AM
17 new program called the Renewable Energy Technology 11:36:31AM
18 Program. 11:36:33AM
19 They had -- they were looking 11:36:35AM
20 for new technologies. I was one of ten winners 11:36:37AM
21 with the Wolfe Island project. Unfortunately, 11:36:39AM
22 that program was cancelled. 11:36:42AM
23 But in 1999, I founded a 11:36:45AM
24 company called Canadian Renewable Energy to get 11:36:49AM
25 back into the wind business and the water power 11:36:52AM

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1 projects, water power projects and wind projects. 11:34:33AM
2 In 1999 I founded a company 11:34:36AM
3 that built -- designed and built two wind 11:34:41AM
4 projects: One on Wolfe Island, which is adjacent 11:34:44AM
5 to the project area, and we had a 50 percent 11:34:47AM
6 interest in the Melancthon project, which is also 11:34:50AM
7 in Ontario. Those two were the largest wind 11:34:52AM
8 projects in Canada at the time. 11:34:55AM
9 And in 2007 with my partners, 11:34:57AM
10 David Mars and Bill Ziegler, we founded Windstream 11:35:02AM
11 Energy, which has a subsidiary firm, Windstream 11:35:05AM
12 Wolfe Island Shoals; that is the owner of the 11:35:08AM
13 offshore wind project. 11:35:11AM
14 Q. Thank you, Mr. Baines. 11:35:12AM
15 And would you explain for the Tribunal your role 11:35:14AM
16 in connection with the Wolfe Island Shoals 11:35:17AM
17 project. 11:35:19AM
18 A. I'm its father is the 11:35:21AM
19 best way to describe it. Back in 1993, I -- I 11:35:23AM
20 have worked in Europe twice, lived and worked in 11:35:30AM
21 other languages and saw advanced European wind and 11:35:33AM
22 water power technology. 11:35:36AM
23 So returning from one of my 11:35:38AM
24 extended times in Europe, I decided that wind 11:35:39AM
25 power, which was extensively used in Denmark, 11:35:43AM

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1 business. 11:36:54AM
2 We acquired several thousand 11:36:55AM
3 acres of optioned land and Wolfe Island. We 11:36:58AM
4 erected met towers, meteorological towers, to 11:37:00AM
5 measure the wind. I had done all of the 11:37:03AM
6 engineering up to that point myself. 11:37:05AM
7 We brought in experts from 11:37:07AM
8 Europe, and Ontario engineers, and we developed 11:37:11AM
9 that project to the point of doing environmental 11:37:14AM
10 assessments, two of them obtaining the permits, 11:37:17AM
11 and ultimately obtaining a Power Purchase 11:37:20AM
12 Agreement. 11:37:22AM
13 However, the project was sold 11:37:22AM
14 when the company was sold in 2005, and I was 11:37:25AM
15 retained for a couple of years as a consultant to 11:37:29AM
16 oversee the permitting and construction. 11:37:33AM
17 Q. And specifically with 11:37:38AM
18 respect to the Wolfe Island Shoals project, could 11:37:39AM
19 you please explain, again very briefly for the 11:37:42AM
20 Tribunal, your involvement with that project and 11:37:45AM
21 with Windstream more generally. 11:37:48AM
22 A. Well, okay. In about 11:37:50AM
23 2003, we were looking to expand the Wolfe Island 11:37:53AM
24 project. And this became obvious to me that the 11:37:58AM
25 offshore waters were the place to go. And again, 11:38:01AM

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1 I was looking to Europe for technology. And I saw 11:38:03AM
2 offshore was rapidly expanding in Europe, that 11:38:07AM
3 there was machines that were, wind turbines that 11:38:09AM
4 being built for that area. 11:38:11AM
5 And so in 2007 when I was 11:38:12AM
6 nearing the end of the time with the purchaser of 11:38:16AM
7 my projects -- a company called Canadian Hydro 11:38:20AM
8 Developers -- I decided that I would get back into 11:38:23AM
9 the wind business. I was looking for large 11:38:27AM
10 investors. I had spent a lot of time and effort 11:38:30AM
11 on my own studying the opportunities in Ontario. 11:38:33AM
12 The idea was more than a thousand megawatts of 11:38:38AM
13 wind power could be developed. 11:38:41AM
14 I also had a very good idea 11:38:42AM
15 about the coming Feed-In Tariff program. I served 11:38:45AM
16 as chairman of boards of some of the larger 11:38:49AM
17 industry associations and met with government, 11:38:51AM
18 in-camera sessions, quite regularly. 11:38:55AM
19 So I saw this coming. And so 11:38:56AM
20 I went to the partners at Windstream and suggested 11:38:59AM
21 that we found a company focussing on wind. I 11:39:04AM
22 already had a company that was doing hydroelectric 11:39:07AM
23 at that time. I had two hydro projects. 11:39:10AM
24 And so we focused on the wind 11:39:12AM
25 project. We actually ended up with eleven 11:39:14AM

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1 clarifications out of that. 11:40:32AM
2 But before I start, I want to 11:40:34AM
3 be sure that you know that you should be stopping 11:40:37AM
4 me if you don't get the question, if you don't 11:40:41AM
5 understand it. If it is not clear enough, please 11:40:43AM
6 stop me and get me to repeat it. That is crucial. 11:40:46AM
7 And in answering it, we would 11:40:49AM
8 ask that you be as precise as possible, as to the 11:40:52AM
9 point as possible which, you know, if that means 11:40:56AM
10 answering in a "yes" or "no" first, please do 11:40:59AM
11 that, and then continue. There will be room for 11:41:01AM
12 you to add the context as necessary. But again 11:41:05AM
13 focussing on the question that I am asking, 11:41:07AM
14 because that is the answer that you will be 11:41:09AM
15 needing to provide. 11:41:13AM
16 I will be referring to a 11:41:14AM
17 number of exhibits. You see the binder in front 11:41:16AM
18 of you, so I will flip you through those. It 11:41:18AM
19 probably looks more daunting than it is. 11:41:21AM
20 When asking you to refer to 11:41:24AM
21 them, I will be mentioning the exhibit number. 11:41:26AM
22 Don't be distracted by that, that is for the 11:41:29AM
23 record. The tab number is what should concern 11:41:31AM
24 you, that will get you from one document to the 11:41:33AM
25 other. 11:41:36AM

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1 projects in Ontario. We applied to the Feed-In 11:39:17AM
2 tariff. We placed \$10.5 million -- actually 11:39:21AM
3 \$10.45 million in letters of credit. 11:39:25AM
4 We had -- all of the projects 11:39:27AM
5 were accepted. But one of them, the 300-megawatt 11:39:30AM
6 project, the Wolfe Island, actually was given the 11:39:34AM
7 full contract and encouraged to proceed, and that 11:39:36AM
8 was in 2010. 11:39:39AM
9 Q. Thank you very much, 11:39:40AM
10 Mr. Baines. Those are my questions. 11:39:42AM
11 PRESIDENT: Thank you, 11:39:45AM
12 Ms. Seers. 11:39:46AM
13 And it will be Mr. Neufeld for 11:39:47AM
14 the Respondent. 11:39:50AM
15 CROSS-EXAMINATION BY MR. NEUFELD: 11:39:51AM
16 Q. I won't have to say good 11:40:17AM
17 morning because we already said good morning and 11:40:19AM
18 had a nice little chat. I guess but for the 11:40:21AM
19 record, I will say good morning again. 11:40:23AM
20 A. Good morning, 11:40:24AM
21 Mr. Neufeld. 11:40:25AM
22 Q. As you know, I am counsel 11:40:25AM
23 for Canada, and I will be asking you some 11:40:26AM
24 questions. The first ones will emerge just from 11:40:29AM
25 what you just presented, a couple of 11:40:31AM

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1 And our assistant, Donnie, 11:41:36AM
2 will be putting them up on the screen as well. So 11:41:40AM
3 feel free to read them off the screen in front of 11:41:43AM
4 you. He blows them up nicely and sometimes it is 11:41:45AM
5 a lot easier to follow than finding it in the 11:41:48AM
6 written page. 11:41:51AM
7 All right. Well, as a 11:41:51AM
8 follow-up from what Ms. Seers asked you, I would 11:41:56AM
9 like you to confirm that you're the president of 11:42:01AM
10 Windstream Incorporated, correct? 11:42:04AM
11 A. I am. 11:42:06AM
12 Q. And you're the founder 11:42:06AM
13 and principal Of ControlTech Engineering 11:42:08AM
14 Incorporated as well; right? 11:42:12AM
15 A. Yes, I am. 11:42:12AM
16 Q. ControlTech provides 11:42:13AM
17 engineering and management services for energy 11:42:14AM
18 developers, including Windstream Energy; isn't 11:42:18AM
19 that right? 11:42:21AM
20 A. Yes, it does. 11:42:21AM
21 Q. And now in your witness 11:42:22AM
22 statement -- this is paragraph 22, if you need to 11:42:23AM
23 have a look -- but you describe that experience 11:42:26AM
24 that you had with respect to onshore projects, 11:42:31AM
25 Wolfe Island and Melancthon. 11:42:34AM

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1 And I guess the clarification 11:42:36AM
2 that I am looking for here is, is that you were 11:42:39AM
3 involved at the early stage development of those 11:42:42AM
4 projects, right? 11:42:44AM
5 A. Well, I think we should 11:42:45AM
6 break the two projects down. 11:42:49AM
7 As I mentioned, the Wolfe 11:42:50AM
8 Island project, I was the originator of the 11:42:52AM
9 project in 1993, and did the engineering of it, 11:42:55AM
10 permitting of it, through Canadian Renewable 11:43:00AM
11 Energy until 2005. 11:43:03AM
12 I invited a sister company, 11:43:05AM
13 Canadian Hydro Developer, into the province to 11:43:10AM
14 join us about 2002. They brought the Melancthon 11:43:12AM
15 project with them. 11:43:17AM
16 So to be clear, originally 11:43:17AM
17 Melancthon was their project. We had a 50 percent 11:43:20AM
18 option on it. 11:43:22AM
19 I was involved in the 11:43:24AM
20 Melancthon -- Canadian Hydro Developers was an 11:43:27AM
21 experienced developer from Alberta, but they had 11:43:31AM
22 no Ontario experience. So we did a great deal of 11:43:33AM
23 cross-pollination, if you, want that I would 11:43:37AM
24 assist them. So, for example, I was involved in 11:43:39AM
25 the negotiation of the turbines for both projects. 11:43:42AM

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1 Ontario, right? 11:44:38AM
2 A. Yes. 11:44:39AM
3 Q. 2500 megawatts in 11:44:40AM
4 Ontario, BC, and Wyoming? 11:44:43AM
5 A. We had a goal of more 11:44:46AM
6 than a thousand megawatts in Ontario. It actually 11:44:48AM
7 turned out to be 1045. 11:44:50AM
8 We pursued opportunities in 11:44:53AM
9 B.C. and Wyoming, but we don't have active 11:44:56AM
10 projects there now. 11:44:59AM
11 Q. Okay. You were looking 11:45:00AM
12 at dozens of projects? Or dozens of sites? 11:45:02AM
13 A. We were looking at dozens 11:45:06AM
14 of them, maybe two dozen sites, yes. 11:45:08AM
15 Q. So let's start -- at tab 11:45:10AM
16 43, I will get you to flip there first, you will 11:45:13AM
17 find the contract for services between yourself, 11:45:17AM
18 ControlTech, and Windstream Energy. It is dated 11:45:22AM
19 January 1st, 2010, and for the record, this is 11:45:25AM
20 C-1879. 11:45:29AM
21 Now, the scope of services for 11:45:35AM
22 that agreement are set out on page 11. At the 11:45:36AM
23 bottom of the page, you will find the tasks that 11:45:39AM
24 ControlTech shall undertake. Do you see that? 11:45:42AM
25 A. I do. 11:45:45AM

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1 I was involved in the construction of the 11:43:47AM
2 projects. 11:43:50AM
3 I was not involved in the 11:43:50AM
4 financing of the projects; that was done by 11:43:52AM
5 Canadian Hydro. 11:43:55AM
6 Q. Or the permitting? 11:43:55AM
7 A. I was involved in all of 11:43:57AM
8 the permittings for Wolfe Island. I obtained two 11:43:58AM
9 environmental assessments. Melancthon, I was -- 11:44:00AM
10 no, I was not responsible directly for the 11:44:04AM
11 permits. 11:44:06AM
12 Q. And obtaining the PPA, 11:44:07AM
13 that happened after, after they purchased the 11:44:09AM
14 projects? 11:44:12AM
15 A. It happened afterwards. 11:44:13AM
16 I was a consultant on it. I assisted them with 11:44:14AM
17 writing the applications, but the PPA was obtained 11:44:17AM
18 by Canadian Hydro. 11:44:20AM
19 Q. And you were a consultant 11:44:21AM
20 again on the permitting aspects at that stage? 11:44:23AM
21 A. Correct. 11:44:25AM
22 Q. Okay. All right. You 11:44:26AM
23 have also described, in response to Ms. Seers, 11:44:28AM
24 that you, in 2007, set out with Mr. Ziegler and 11:44:30AM
25 Mr. Mars to develop 1,000 megawatts of power in 11:44:34AM

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1 Q. Task 1 is to identify 11:45:45AM
2 wind development sites in Ontario, BC and Wyoming, 11:45:47AM
3 correct? You just said that. 11:45:50AM
4 So, again, just to confirm, 11:45:52AM
5 that the work you have done for Windstream in your 11:45:56AM
6 personal capacity and for ControlTech, it's never 11:46:00AM
7 been limited to Windstream Wolfe Island. You have 11:46:04AM
8 been doing dozens of sites, as you told me, right? 11:46:08AM
9 A. That's correct. 11:46:11AM
10 Q. And out of the sites you 11:46:11AM
11 were scoping, how many were for offshore wind? 11:46:12AM
12 A. Two. 11:46:19AM
13 Q. Two. 11:46:20AM
14 A. We looked at one in Lake 11:46:21AM
15 Erie and one in Lake Ontario. 11:46:23AM
16 Q. You applied for eleven 11:46:24AM
17 FIT contracts -- 11:46:26AM
18 A. We did. 11:46:27AM
19 Q. -- in the end? And could 11:46:28AM
20 you, please, confirm that you've never worked on 11:46:33AM
21 the development of an offshore wind farm, other 11:46:35AM
22 than the Windstream Wolfe Island Shoal. You never 11:46:38AM
23 applied for a FIT contract? 11:46:40AM
24 A. We only applied for one 11:46:42AM
25 project, correct. 11:46:44AM

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1 Q. Okay. So your 11:46:44AM
2 ControlTech services agreement was amended in 11:46:49AM
3 August 2012. Do you recall that? 11:46:51AM
4 A. Yes, I do. 11:46:53AM
5 Q. Okay. And under the 11:46:54AM
6 agreement, under the amendment, Windstream accrues 11:46:55AM
7 all contract fees due under the original 11:46:59AM
8 agreement, but the amendment doesn't change any of 11:47:02AM
9 the other terms and conditions of the contract, 11:47:04AM
10 does it? 11:47:06AM
11 A. No. 11:47:07AM
12 Q. That remains exactly the 11:47:08AM
13 same. So you remain responsible for the 11:47:09AM
14 development of sites in BC, Ontario, Wyoming, just 11:47:14AM
15 as the original contract stated? 11:47:16AM
16 A. As long as those sites 11:47:20AM
17 are active, yes. 11:47:21AM
18 Q. And are you suggesting 11:47:22AM
19 they weren't active by 2012? 11:47:25AM
20 A. They were all active in 11:47:27AM
21 2012, yes. 11:47:29AM
22 Q. Okay. So back to your -- 11:47:30AM
23 the contract you have before you there. Task 4. 11:47:38AM
24 If you could look at task 4, please. 11:47:41AM
25 It says there that: You are 11:47:44AM

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1 to define the strategic direction of the company, 11:47:46AM
2 identify potential investors, provide technical 11:47:50AM
3 supervision of electrical, REA, and engineering 11:47:53AM
4 aspects of the projects. You are also to prepare 11:47:56AM
5 reports to the board and participate in board 11:48:00AM
6 discussions. 11:48:03AM
7 Do you see all of that? It 11:48:03AM
8 all makes sense? That is how you remember it? 11:48:06AM
9 A. That's correct, yes. 11:48:08AM
10 Q. So your responsibilities 11:48:08AM
11 specifically was over REA aspects of the projects? 11:48:11AM
12 A. I was supervising the REA 11:48:14AM
13 work, yes. 11:48:18AM
14 Q. Right, right. 11:48:18AM
15 A. I was supervising all of 11:48:20AM
16 the technical work in the company. 11:48:22AM
17 Q. Okay. Now, by the time 11:48:23AM
18 the FIT contract offers roll around, that means 11:48:25AM
19 supervising for one project I suppose, it's the 11:48:30AM
20 Windstream Wolfe Island Shoals project only. You 11:48:33AM
21 weren't involved in any other REA permitting 11:48:35AM
22 exercises? 11:48:37AM
23 A. Inside Windstream? 11:48:38AM
24 Q. Yes. 11:48:40AM
25 A. That's correct. 11:48:41AM

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1 Q. Now, it doesn't say 11:48:42AM
2 anything there in task 4 about the Crown land 11:48:45AM
3 processes. But if you look to the deliverables 11:48:47AM
4 just down from there, you will see that prior to 11:48:51AM
5 June 30th, 2010, you shall work with MNR to define 11:48:54AM
6 the applicant of record rules. Do you see that? 11:49:00AM
7 A. Hmm-hmm. 11:49:03AM
8 Q. And then prior to 11:49:03AM
9 December 31st, 2010, you must obtain applicant of 11:49:06AM
10 record status for the Windstream sites required 11:49:10AM
11 for the FIT projects. Do you see that? 11:49:13AM
12 A. That is the goal, yes. 11:49:15AM
13 Q. So applicant of record 11:49:17AM
14 rules, these relate to the Crown land site for the 11:49:19AM
15 purposes of conducting permitting work? Is that 11:49:23AM
16 fair? 11:49:26AM
17 A. That's a very broad 11:49:28AM
18 generalization. Applicant of record actually only 11:49:30AM
19 allows you to conduct the wind resource 11:49:32AM
20 assessments on a site. 11:49:36AM
21 Q. Okay. 11:49:39AM
22 A. It is a step. One of the 11:49:39AM
23 many steps in developing a wind project. 11:49:41AM
24 Q. Okay. You referred to it 11:49:43AM
25 sometimes as site release? 11:49:45AM

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1 A. Site release is the 11:49:47AM
2 process that the Ministry of Natural Resources 11:49:49AM
3 follows. They call it site release. It is an 11:49:51AM
4 over-arching process with rules that they have 11:49:53AM
5 actually postulated twice. AOR, the Applicant of 11:49:55AM
6 Record, is the actual permit one receives and it 11:50:00AM
7 allows one to study the wind resource. 11:50:03AM
8 Q. Right. It allows you on 11:50:05AM
9 to the land. It doesn't give you any tenure of 11:50:07AM
10 any kind? 11:50:09AM
11 A. No. Its only function is 11:50:10AM
12 to allow you to assume priority over other 11:50:12AM
13 applicants, and to conduct wind resource 11:50:14AM
14 assessment. 11:50:18AM
15 Q. It doesn't give you a 11:50:18AM
16 right to build? 11:50:20AM
17 A. No. That is called a 11:50:20AM
18 land use permit; that follows it. 11:50:21AM
19 Q. You filed your 11:50:24AM
20 applications for Crown land in February 2008; 11:50:29AM
21 isn't that right? 11:50:33AM
22 A. Correct. 11:50:33AM
23 Q. You filed two of them. 11:50:33AM
24 Then in June 2008, you filed another five 11:50:35AM
25 applications? 11:50:37AM

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1 A. Are we talking Wolfe 11:50:40AM
2 Island Shoals only? 11:50:41AM
3 Q. Yes. Just Wolfe Island. 11:50:41AM
4 I should have specified that. 11:50:44AM
5 A. Yes, correct. 11:50:45AM
6 Q. By the end of 2008 you 11:50:46AM
7 hadn't been granted site release? 11:50:47AM
8 A. No, we did not have site 11:50:49AM
9 release or applicant of record. 11:50:52AM
10 Q. And as you state in your 11:50:53AM
11 witness statement, this is paragraph 41, you 11:50:55AM
12 raised your concerns about the slow pace of that 11:50:57AM
13 process with the Minister of Natural Resources at 11:50:59AM
14 the October 2008 conference. Do you remember 11:51:03AM
15 that? 11:51:05AM
16 A. I was chairman of the 11:51:05AM
17 Ontario Water Power Association. I introduced 11:51:07AM
18 her -- and Donna Cansfield was the minister. All 11:51:09AM
19 water power projects are on Crown land, by 11:51:13AM
20 definition. All water courses in Ontario are 11:51:15AM
21 Crown land. 11:51:18AM
22 So I indicated to her extreme 11:51:19AM
23 concern that we had, on behalf of the industry, 11:51:21AM
24 about this. It was part of a larger conversation 11:51:24AM
25 about what the MNR is doing to support the 11:51:28AM

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1 the web. It shows all public lands in Ontario. 11:52:21AM
2 And if there is a claim on it, whether it is a 11:52:24AM
3 mining claim or wind resource assessment, or any 11:52:26AM
4 other claim, it appears. 11:52:29AM
5 Those numbers appeared quickly 11:52:31AM
6 and then -- in fact, they're still there to this 11:52:33AM
7 day. 11:52:35AM
8 Q. But to confirm, you 11:52:36AM
9 didn't get -- they hadn't reviewed the -- they 11:52:37AM
10 hadn't proceeded through the review or given you 11:52:40AM
11 the site description package at that point? 11:52:42AM
12 A. I don't know if they 11:52:44AM
13 reviewed it, but they certainly accepted it and 11:52:45AM
14 posted it. 11:52:47AM
15 Q. Without a - 11:52:48AM
16 A. So the answer -- 11:52:49AM
17 Q. Did you receive a site 11:52:50AM
18 description package I guess is the question? 11:52:51AM
19 A. At that point, no. 11:52:53AM
20 Q. Okay. 11:52:54AM
21 A. That came later. 11:52:55AM
22 Q. Which was -- right, which 11:52:56AM
23 was part of your concern. You didn't have any at 11:52:58AM
24 that time. That's why you raised it with the 11:53:01AM
25 Minister and she responds -- I don't know if these 11:53:02AM

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1 upcoming Green Energy Act. 11:51:31AM
2 Q. Right. And I mean part 11:51:33AM
3 of your concern related to the fact that the 11:51:35AM
4 policy provides for a 30-day time line to review 11:51:37AM
5 the application, and then another 30 day timeline 11:51:40AM
6 to put out a site description? 11:51:44AM
7 A. That is in the MNR site 11:51:46AM
8 release process, yes. 11:51:47AM
9 Q. Site release process. So 11:51:48AM
10 you applied in February 2008. 11:51:50AM
11 By October 2008 you had no 11:51:51AM
12 indication from them that they've reviewed 11:51:53AM
13 anything -- 11:51:56AM
14 A. We had received -- if 11:51:57AM
15 we're talking specifically Windstream, we had 11:51:58AM
16 received confirmation. 11:51:59AM
17 Two things happened. We had 11:52:01AM
18 received confirmation that our applications were 11:52:03AM
19 accepted, and the cheques that accompanied them 11:52:05AM
20 were cashed. 11:52:07AM
21 And then within a very short 11:52:08AM
22 period of time our applications appeared on the 11:52:11AM
23 Ministry of Northern -- MNDM -- Ministry of 11:52:13AM
24 Northern Development and Mines' claims map. It is 11:52:17AM
25 a claims map that is publicly available. It is on 11:52:19AM

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1 are your words in your witness statement, so tell 11:53:05AM
2 me if this isn't how you recall it -- but she 11:53:08AM
3 said -- she had the Ministry of Natural Resources. 11:53:11AM
4 She instructed the Ministry of Natural Resources 11:53:15AM
5 to proceed as quickly as possible to provide 11:53:17AM
6 applicant of record status prior to the requested 11:53:19AM
7 application date. 11:53:21AM
8 A. Well, she actually did a 11:53:24AM
9 great deal more than that, but at that time that's 11:53:26AM
10 what she said. She then issued a letter to the 11:53:28AM
11 industry. 11:53:31AM
12 Q. We will get to the 11:53:32AM
13 letter. 11:53:33AM
14 A. Okay. 11:53:33AM
15 Q. Don't worry, I will come 11:53:34AM
16 to that next. I just want to place us right now 11:53:35AM
17 in October of 2008 when you are talking to her, 11:53:38AM
18 because she comes back and she says, Don't worry. 11:53:40AM
19 I got the department on this. We will work as 11:53:43AM
20 fast as possible to get you that. 11:53:45AM
21 A. She was certainly giving 11:53:47AM
22 an indication that the MNR was proceeding to move 11:53:48AM
23 to applicant of record for all applicants. 11:53:50AM
24 Q. Okay. I am curious about 11:53:53AM
25 the word "application date." You use "prior to 11:53:55AM

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1 the requested application date." But this is 11:53:57AM
2 October 2008. So we're pre-FIT by this point, 11:53:59AM
3 right? There is no FIT program announced? 11:54:01AM
4 A. No. 11:54:04AM
5 Q. So the application must 11:54:04AM
6 have been related to a different procurement 11:54:06AM
7 process? 11:54:07AM
8 A. No. The FIT process -- 11:54:09AM
9 the Green Energy Act had been well postulated at 11:54:10AM
10 that point. It was well discussed. 11:54:13AM
11 Q. By October 2008? 11:54:15AM
12 A. Yes, yes. It was being 11:54:16AM
13 discussed in private conversations. 11:54:18AM
14 I should clarify that the 11:54:22AM
15 Ontario Water Power Association produces 25 11:54:24AM
16 percent of the province's power. So as its 11:54:26AM
17 chairman I was -- had access to senior government 11:54:29AM
18 officials who were talking about this upcoming 11:54:32AM
19 process to acquire new, new water power and new 11:54:34AM
20 wind power, as well as solar. 11:54:40AM
21 There was considerable 11:54:41AM
22 discussions in camera that went on for over two 11:54:43AM
23 years. So I was talking to her in the context of 11:54:46AM
24 having met with her agencies and her officials to 11:54:48AM
25 review the future FIT. 11:54:52AM

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1 the letter. 11:56:03AM
2 A. Well, this is 2009. I 11:56:03AM
3 think we're talking in 2009, aren't we? 11:56:04AM
4 Q. Yes. 11:56:06AM
5 A. You mentioned April, and 11:56:06AM
6 that is 2010. So I -- 11:56:08AM
7 Q. I was just wondering, by 11:56:10AM
8 April 2010, if you received that site description 11:56:11AM
9 package yet, by the time of your FIT contract 11:56:13AM
10 offer. 11:56:15AM
11 A. We had not received the 11:56:16AM
12 site description package. We had received two 11:56:17AM
13 letters from the Ministry of Natural Resources, 11:56:20AM
14 which had given us considerable certainty and 11:56:23AM
15 comfort. 11:56:26AM
16 Q. Let's turn to the letter 11:56:26AM
17 then. This is C-144 for the record, and you will 11:56:28AM
18 find it at tab 42. This is the letter you are 11:56:30AM
19 referring to from Minister Cansfield, which is a 11:56:33AM
20 letter of 24 September 2009; correct? 11:56:38AM
21 A. Correct. 11:56:41AM
22 Q. And this is the letter 11:56:41AM
23 that was sent to all Crown land applicants, right? 11:56:42AM
24 A. I believe so. 11:56:45AM
25 Q. Okay. So look at the 11:56:46AM

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1 FIT came out in October 2009, 11:54:55AM
2 but it didn't just pop out. There was over a year 11:54:57AM
3 of discussion prior. 11:55:00AM
4 Q. It was consulted upon in 11:55:02AM
5 early 2009. It was -- Minister Smitherman 11:55:04AM
6 announced it in February of 2009. But it was -- 11:55:08AM
7 in October 2008 it would have been an idea. It 11:55:11AM
8 wasn't a FIT program yet, was it? 11:55:13AM
9 A. It was actually a White 11:55:15AM
10 paper, I believe, but I can't speak to that 11:55:16AM
11 directly. There was a lot of discussion going on 11:55:20AM
12 about this upcoming process. 11:55:25AM
13 Q. Okay. Before we get to 11:55:26AM
14 her letter, at that point in time she said she 11:55:29AM
15 would get her Ministry to approve your Crown land 11:55:34AM
16 site release application as quickly as possible 11:55:38AM
17 for applicant of record status. 11:55:40AM
18 But when you are offered a FIT 11:55:42AM
19 contract in April, that approval -- you haven't 11:55:45AM
20 received anything from MNR by that point either 11:55:50AM
21 yet, correct? 11:55:52AM
22 A. Well, actually there was 11:55:55AM
23 two events, if I recall. The Minister sent, first 11:55:56AM
24 of all, a letter -- 11:56:00AM
25 Q. Again, we will come to 11:56:01AM

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1 sixth full paragraph, please. 11:56:49AM
2 A. Yes. 11:56:54AM
3 Q. And it says there that: 11:56:54AM
4 "In order to maintain 11:56:56AM
5 priority position with 11:56:57AM
6 MNR's site release 11:56:58AM
7 process, you must submit 11:56:59AM
8 a FIT application." 11:57:01AM
9 Do you see that. 11:57:02AM
10 A. That's correct. 11:57:03AM
11 Q. Now, she wasn't telling 11:57:03AM
12 you to apply to the FIT program, was she? That is 11:57:07AM
13 not the way you see this letter? 11:57:11AM
14 A. We had already applied to 11:57:12AM
15 -- I'm sorry. You asked of the FIT program? 11:57:16AM
16 Q. Yes. 11:57:17AM
17 A. No. She was not telling 11:57:18AM
18 us to apply to the FIT program. She was talking 11:57:19AM
19 specifically within her bailiwick, which is the 11:57:22AM
20 MNR, that if we wanted to follow the MNR's process 11:57:24AM
21 and obtain applicant of record for these existing 11:57:27AM
22 applications, we would have to apply to FIT. 11:57:30AM
23 Q. Okay. But whether you 11:57:36AM
24 applied to the FIT program or not is a business 11:57:37AM
25 decision that you make based on what you need to 11:57:39AM

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1 do within that program, isn't it? It is not the 11:57:42AM
2 Minister that will tell you that you must apply to 11:57:45AM
3 a program or not. 11:57:47AM
4 A. That's correct. 11:57:48AM
5 Q. And in fact there are an 11:57:49AM
6 awful lot, there are many Crown land applicants 11:57:51AM
7 for lake bed that decided not to apply? Right? 11:57:56AM
8 You must be aware of -- 11:58:01AM
9 A. I am -- from within the 11:58:02AM
10 industry I am aware roughly that there are others, 11:58:05AM
11 yes. 11:58:08AM
12 Q. Including Trillium, for 11:58:08AM
13 example? 11:58:11AM
14 A. Trillium did not apply as 11:58:11AM
15 far as I know. 11:58:13AM
16 Q. Erie Wind? 11:58:13AM
17 A. I am aware of one other 11:58:15AM
18 offshore project that did apply. 11:58:16AM
19 Q. Gillead? Is that one -- 11:58:18AM
20 A. I am not aware that 11:58:21AM
21 Gillead had sites. I really don't concern myself 11:58:22AM
22 about other companies. I was focused on our own. 11:58:26AM
23 Q. Okay. But these other 11:58:29AM
24 companies, some of whom had applicant of record 11:58:31AM
25 status by that point, they didn't apply for a FIT 11:58:33AM

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1 A. That's correct. Just to 11:59:28AM
2 be clear, we received a draft site package some 11:59:28AM
3 time in the summer. I believe it was June. 11:59:32AM
4 Q. In the summer of that 11:59:34AM
5 year? 11:59:37AM
6 A. 2010, yes. 11:59:37AM
7 Q. Okay. 11:59:38AM
8 A. We knew it was 11:59:39AM
9 forthcoming. 11:59:41AM
10 Q. And you received a draft 11:59:42AM
11 site package for, we will come to the whole 11:59:43AM
12 setback and everything. We will have to do 11:59:47AM
13 this -- 11:59:50AM
14 A. The setback had not been 11:59:50AM
15 discussed at this point. 11:59:53AM
16 Q. Right. But the site 11:59:53AM
17 package you received was based on your original 11:59:54AM
18 grid cell application? 11:59:56AM
19 A. I believe so. 11:59:57AM
20 Q. Not on the grid cells 11:59:57AM
21 that you were hoping to swap out to later on; 11:59:59AM
22 right? 12:00:01PM
23 A. We have to be careful in 12:00:02PM
24 the timelines. This happened prior to June 25th, 12:00:04PM
25 which was when the MNR announced or I believe the 12:00:06PM

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1 contract? 11:58:37AM
2 A. Well, Trillium didn't 11:58:37AM
3 have the money; that's what I understand. 11:58:39AM
4 Q. To apply for a FIT 11:58:42AM
5 contract? 11:58:44AM
6 A. Correct. 11:58:44AM
7 Q. Right. But they 11:58:45AM
8 proceeded with their permitting and approached MOE 11:58:47AM
9 to discuss developing the project, had their 11:58:50AM
10 pre-consultation meetings? 11:58:54AM
11 A. I believe their REA 11:58:57AM
12 application was accepted in June of 2010 -- 11:58:58AM
13 Q. Okay. 11:59:01AM
14 A. -- for offshore. 11:59:03AM
15 Q. So you have confirmed 11:59:06AM
16 already that in April you hadn't received your 11:59:08AM
17 site description package and this was a concern to 11:59:10AM
18 you. I mean you would say -- you say so in 11:59:12AM
19 paragraph 75 of your witness statement. 11:59:15AM
20 In your words: Upon being 11:59:17AM
21 awarded the FIT contract, we were concerned that 11:59:18AM
22 this four-year timeline would be difficult for us 11:59:20AM
23 to meet as we had not yet been granted applicant 11:59:22AM
24 of record status. 11:59:25AM
25 You still maintain that? 11:59:27AM

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1 MOE announced the five kilometer proposal. 12:00:09PM
2 Q. Right. 12:00:11PM
3 A. So, yes, it happened 12:00:12PM
4 prior to that. 12:00:14PM
5 Q. Okay, okay. And it 12:00:14PM
6 happened during a policy review on Crown land site 12:00:18PM
7 release? 12:00:22PM
8 A. I'm sorry, I don't quite 12:00:23PM
9 understand that question. 12:00:25PM
10 Q. Well, in December 2009, 12:00:25PM
11 wasn't a policy review kicked-off on site release 12:00:31PM
12 for Crown land? You're not aware of that policy 12:00:34PM
13 review? 12:00:37PM
14 A. You're talking the APRD? 12:00:38PM
15 Q. No. Maybe you could flip 12:00:41PM
16 to tab 45, which is document number C-0169. 12:00:42PM
17 A. Yes. 12:00:53PM
18 Q. So this here -- you 12:00:53PM
19 recognize this? 12:00:55PM
20 A. Yes, I do. 12:00:56PM
21 Q. Okay. This is a summary 12:00:56PM
22 of Phase 1 of the policy review that I am -- 12:00:58PM
23 A. There was a two-phase 12:01:00PM
24 policy review if I recall. Phase one if I 12:01:01PM
25 remember was to do wind resource assessment, to 12:01:04PM

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1 allow the proponent to do wind resource 12:01:08PM
2 assessment. 12:01:10PM
3 Q. That's how you -- 12:01:12PM
4 A. And I believe Phase 2, if 12:01:13PM
5 I recall, was to talk about future site release, 12:01:14PM
6 future applicants of record; that is my 12:01:18PM
7 recollection. 12:01:21PM
8 Q. You recall the review 12:01:22PM
9 kicking-off in December of 2009? 12:01:24PM
10 A. Yes. I was aware that 12:01:28PM
11 that review was happening. 12:01:29PM
12 Q. Okay. Well, flip to the 12:01:31PM
13 fourth page of that document you have there, under 12:01:32PM
14 the heading: Phase 1 overview. 12:01:36PM
15 There you will see some 12:01:43PM
16 proposed revisions for applicants who have already 12:01:45PM
17 applied for Crown land. 12:01:47PM
18 Do you see that section? 12:01:49PM
19 A. Yes, I do. 12:01:50PM
20 Q. Now, the document 12:01:50PM
21 forecast proposed revisions to provide procedural 12:01:53PM
22 clarity, alignment with the Green Energy Act, it 12:01:56PM
23 says there -- Green Energy and Green Economy 12:01:59PM
24 Act -- and elimination of duplication. You see 12:02:03PM
25 all of that? 12:02:05PM

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1 Q. So you were aware that 12:02:40PM
2 changes were coming to the site release process? 12:02:41PM
3 A. I really think there is 12:02:44PM
4 two parts to that answer, if I may. The answer to 12:02:49PM
5 your question is, yes. Yes, I was aware there was 12:02:52PM
6 changes. I was aware of this document, and I was 12:02:54PM
7 even talking to the MNR about it. So it was not a 12:03:00PM
8 surprise to me. 12:03:04PM
9 The first thing is, we 12:03:04PM
10 understood this document would apply to those 12:03:07PM
11 future projects, future site release. In 2008, 12:03:10PM
12 the MNR had a well-defined process to allow 12:03:15PM
13 applicant of record and site release. 12:03:18PM
14 We believed, based upon my 12:03:20PM
15 previous experience -- and I have, I have held six 12:03:22PM
16 applicants of records before, so I am familiar 12:03:26PM
17 with the process -- that the current guidelines, 12:03:28PM
18 the guidelines at the time you applied, would 12:03:33PM
19 hold. So that is the first part of the answer. 12:03:35PM
20 But the second part was, we 12:03:38PM
21 were aware that consideration was -- could proceed 12:03:42PM
22 to take areas out of future site release; that 12:03:45PM
23 said, our applications had been accepted and were 12:03:50PM
24 showing on the claims map. 12:03:54PM
25 We really didn't think that it 12:03:56PM

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1 A. I do. 12:02:05PM
2 Q. Now go straight to the 12:02:06PM
3 table, proposed revisions, underneath there. 12:02:07PM
4 The first one addresses 12:02:10PM
5 improvements to clarity on the site release 12:02:10PM
6 process. 12:02:10PM
7 The second one proposes: 12:02:14PM
8 "Revisions to the 12:02:15PM
9 application section of 12:02:16PM
10 the policy to clarify 12:02:17PM
11 when site release 12:02:18PM
12 applies, areas where a 12:02:20PM
13 site may not be available 12:02:22PM
14 (known prohibited or 12:02:24PM
15 constrained areas), and 12:02:25PM
16 areas where there may be 12:02:27PM
17 additional considerations 12:02:29PM
18 or constraints, for 12:02:30PM
19 example, far north, 12:02:32PM
20 offshore, and areas of 12:02:33PM
21 existing protocols 12:02:35PM
22 between Ontario and 12:02:36PM
23 aboriginal communities." 12:02:37PM
24 Do you see that? 12:02:38PM
25 A. I do. 12:02:39PM

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1 was likely that it would apply to us. And in my 12:03:58PM
2 conversations with the MNR -- which were pretty 12:04:00PM
3 continuous -- I heard no indication at all that 12:04:03PM
4 our applications for offshore Crown lake bed would 12:04:08PM
5 not be acceptable. 12:04:13PM
6 Q. So they're on the maps. 12:04:15PM
7 You haven't received a site description package. 12:04:17PM
8 And you assume, based on that, that you would be 12:04:20PM
9 proceeding under the 2008 policy? 12:04:24PM
10 A. That's correct. That's 12:04:28PM
11 what they've always done before. 12:04:30PM
12 Q. Okay. And the fact that 12:04:31PM
13 there was a policy review there, though, is 12:04:34PM
14 something that you acknowledge that you need to be 12:04:37PM
15 working on. I mean, the deliverables in your 12:04:38PM
16 contract specifically say that you are to work 12:04:41PM
17 with MNR to define the applicant rules of record. 12:04:43PM
18 So this is something that you 12:04:46PM
19 are cognizant of and need to work with MNR to be 12:04:48PM
20 sure -- 12:04:50PM
21 A. The MNR does a site 12:04:50PM
22 release review every two years. It is quite 12:04:52PM
23 normal. So, yes, we were aware that we had to 12:04:54PM
24 work with them on these. This was probably my 12:04:57PM
25 fourth site review that I had seen -- 12:04:59PM

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1 Q. In 2004 the policy came 12:05:01PM
2 out. It is reviewed in 2008 and that is the 12:05:03PM
3 policy -- 12:05:04PM
4 A. I believe even prior to 12:05:05PM
5 2004 they had public meetings. 12:05:06PM
6 Q. Okay. 12:05:08PM
7 A. About 2002, if I recall. 12:05:08PM
8 The point is this is something we had experienced 12:05:12PM
9 before, and we talked to the MNR about it. We 12:05:13PM
10 were familiar with them. I held applicant of 12:05:16PM
11 records on other sites at that time, for water 12:05:19PM
12 power projects. I was proceeding under the old 12:05:23PM
13 rules. 12:05:25PM
14 Q. Yes. 12:05:26PM
15 A. MNR was not talking about 12:05:27PM
16 eliminating these sites. So this was something 12:05:28PM
17 that we regarded as a normal process -- 12:05:32PM
18 Q. Yes. 12:05:35PM
19 A. -- that would lead to 12:05:35PM
20 AOR. But we had every expectation that AOR, like 12:05:36PM
21 it had always before, would result, particularly 12:05:41PM
22 given in 2009 the Green Energy Act was well known, 12:05:45PM
23 if not there, it had at least been proposed, and I 12:05:49PM
24 think you made a very good point that you -- the 12:05:54PM
25 MNR is committing to align with the Green Energy 12:05:57PM

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1 gears a little bit. You already mentioned that 12:07:10PM
2 you are, under the old policy the old site release 12:07:13PM
3 policy, so the 2008 policy, so that you know, 12:07:15PM
4 then, that the REA process is to follow behind 12:07:19PM
5 that process, right? You are to get your AOR 12:07:22PM
6 first, and then you can start to work on your 12:07:24PM
7 permitting; isn't that right? 12:07:27PM
8 A. No. They're quite 12:07:28PM
9 independent of each other. REA is under the 12:07:30PM
10 Ministry of the Environment. The MNR gives site 12:07:32PM
11 release. 12:07:34PM
12 And to your point earlier, if 12:07:34PM
13 I may. We received confirmation in a conversation 12:07:36PM
14 with Pearl Ing in June of 2010 I think it was -- 12:07:41PM
15 well, Mr. Roeper wrote the meeting minutes -- that 12:07:45PM
16 the MNR would be following the previous site 12:07:47PM
17 release. It was stated in meeting minutes. So we 12:07:49PM
18 weren't just imagining this. 12:07:54PM
19 Q. That you would be under 12:07:55PM
20 the old policy? 12:07:56PM
21 A. Correct, correct. 12:07:57PM
22 Q. You didn't think that 12:07:58PM
23 that meant your REA would have to wait? You 12:08:00PM
24 thought that you could -- 12:08:01PM
25 A. REA is not connected to 12:08:02PM

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1 Act direction. 12:06:00PM
2 So to me that wouldn't include 12:06:01PM
3 taking applications that were already accepted out 12:06:04PM
4 of service or, if they were, advising the 12:06:07PM
5 proponent of that pretty quickly. 12:06:10PM
6 Q. Okay. But I mean your 12:06:13PM
7 services contracts listed a deliverable for AOR as 12:06:16PM
8 of December 2010. 12:06:20PM
9 So you are expecting to be -- 12:06:22PM
10 to be getting AOR quickly, but your deliverable is 12:06:24PM
11 by December 2010. 12:06:27PM
12 A. Well, to be clear, we 12:06:28PM
13 expect to get the AOR when the MNR is ready to 12:06:30PM
14 release it. You can't control the timing, but we 12:06:33PM
15 expected it would happen. 12:06:36PM
16 It was impossible for me to 12:06:38PM
17 put a deadline on it, because at that point the 12:06:40PM
18 MNR had released no applicants of record to 12:06:44PM
19 thousands of applications. 12:06:48PM
20 So they were in a process that 12:06:49PM
21 would happen, and would align with the Green 12:06:53PM
22 Energy Act when it would happen. We made our best 12:06:57PM
23 efforts to work with the MNR to try to determine 12:07:00PM
24 that. 12:07:02PM
25 Q. All right. Let's switch 12:07:03PM

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1 AOR. 12:08:03PM
2 Q. Well, maybe you could 12:08:04PM
3 flip to your seventh tab in the binder. For the 12:08:04PM
4 record this is document R-528. 12:08:08PM
5 If you could go to the seventh 12:08:12PM
6 page, sorry, not the seventh page. Sorry. The 12:08:14PM
7 fifth page of that document. Unusually it starts 12:08:19PM
8 at page 3. I don't know how. This is how 12:08:21PM
9 Windstream produced the document to us, but if we 12:08:23PM
10 just look at the -- tab 7. 12:08:26PM
11 PRESIDENT: Tab 7. 12:08:28PM
12 BY MR. NEUFELD: 12:08:30PM
13 Q. If you look at the top 12:08:30PM
14 right-hand pages, you see a page 5 there. So this 12:08:31PM
15 is Mr. Roeper's e-mail to Adam Chamberlain, and it 12:08:35PM
16 is copying you. 12:08:38PM
17 Now, he says there, in the 12:08:39PM
18 first sentence: 12:08:42PM
19 "It looks like MNR is 12:08:42PM
20 suggesting that the REA 12:08:44PM
21 process is to follow 12:08:45PM
22 behind site release." 12:08:46PM
23 Isn't that the advice you are 12:08:47PM
24 getting from your expert at Ortech? 12:08:48PM
25 A. If you allow me, Mr. 12:08:51PM

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1 Neufeld. 12:08:55PM
2 Q. Please. 12:08:55PM
3 A. The very first page, the 12:08:56PM
4 very first point of that tab highlights what I 12:08:57PM
5 just said: The MNR will be following the old site 12:09:00PM
6 release process. That is the reference that I was 12:09:04PM
7 making. I draw that to your record. 12:09:07PM
8 So to your question, I 12:09:10PM
9 apologize for being -- 12:09:12PM
10 Q. No, no, it's okay. 12:09:13PM
11 A. -- slow here, the MNR is 12:09:15PM
12 suggesting that the REA process is to follow 12:09:17PM
13 behind site release. 12:09:21PM
14 Well, I don't know why the MNR 12:09:21PM
15 is suggesting anything about the REA process. 12:09:23PM
16 They're not responsible for it. 12:09:25PM
17 The REA process is in the 12:09:26PM
18 bailiwick of the Ministry of the Environment. The 12:09:27PM
19 MNR is responsible only for the site release. 12:09:30PM
20 Now, to be clear, in the past 12:09:35PM
21 the MNR did have involvement under the 12:09:37PM
22 environmental screening regulations -- which water 12:09:40PM
23 power does -- and which previous wind projects had 12:09:43PM
24 done, including Wolfe Island. So the MNR did have 12:09:46PM
25 an advisory step in the environmental screening 12:09:49PM

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1 Q. Okay. 12:10:40PM
2 A. I am not aware 12:10:43PM
3 pre-consultation being a normal course of business 12:10:44PM
4 with the Ministry of the Environment. 12:10:46PM
5 Q. Okay. Well, in the same 12:10:47PM
6 e-mail chain, let's just go into it. The last 12:10:50PM
7 e-mail is the one starting from Ken Cain of MNR to 12:10:53PM
8 Adam Chamberlain, who is your counsel. 12:10:58PM
9 And he says: 12:11:04PM
10 "Once through site 12:11:05PM
11 release, approval 12:11:07PM
12 requirements are detailed 12:11:08PM
13 in the REA." 12:11:09PM
14 So is he mistaken then? I 12:11:13PM
15 know you are saying that it is not MNR that does 12:11:14PM
16 the REA and that is a different department, 12:11:17PM
17 different ministry, and it is their, you know, 12:11:19PM
18 they're going to manage that process. 12:11:21PM
19 But he's saying very clearly 12:11:22PM
20 here that, you get through your site release and 12:11:24PM
21 then you proceed with the REA; right? 12:11:27PM
22 A. Again, Mr. Cain works for 12:11:31PM
23 the MNR. I am not sure why he is offering an 12:11:33PM
24 opinion on the REA. 12:11:35PM
25 The specific point I think he 12:11:36PM

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1 process. 12:09:52PM
2 But under the new regulations, 12:09:53PM
3 renewable energy, the MNR didn't. 12:09:55PM
4 The MNR was -- it was supposed 12:09:57PM
5 to be a coordinated study under the auspices of 12:10:01PM
6 the Ministry of the Environment. And one didn't 12:10:05PM
7 really have to deal with the MNR directly. It was 12:10:08PM
8 a one-stop shop, if you want. 12:10:10PM
9 Q. Okay. But that's who you 12:10:12PM
10 were dealing with was MNR. Did you have any -- 12:10:14PM
11 did you ask for preconsultation meeting with the 12:10:17PM
12 MOE? 12:10:19PM
13 A. What time -- 12:10:20PM
14 Q. On the REA? 12:10:21PM
15 A. What time -- 12:10:22PM
16 Q. Here we're talking, this 12:10:23PM
17 is June 7, 2010. 12:10:24PM
18 A. Oh, yeah. We had spoken 12:10:27PM
19 to the MOE a couple of times by then. 12:10:29PM
20 Q. By April 2010. You sat 12:10:30PM
21 down with them in this April 19th meeting. Had 12:10:33PM
22 you spoken to them prior to that? 12:10:36PM
23 A. About REA? 12:10:37PM
24 Q. Yes. 12:10:38PM
25 A. No. 12:10:39PM

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1 is trying to make is that if you are doing wind 12:11:38PM
2 testing, if you are doing wind testing, which is 12:11:41PM
3 not actually part of the REA process, but it is 12:11:45PM
4 often done, and in order to do wind testing you 12:11:49PM
5 need MNR approval to place a tower on the lake 12:11:52PM
6 bed. So that, I think, is what he's speaking 12:11:55PM
7 about. 12:11:57PM
8 I am not sure why he's talking 12:11:57PM
9 about linking REA to AOR. They're not connected. 12:11:59PM
10 Q. Okay, okay. If you could 12:12:05PM
11 turn to tab 17, please. This is the project 12:12:12PM
12 management plan that Ortech put together for you 12:12:15PM
13 on May 10th, 2010. 12:12:17PM
14 A. Yes. 12:12:19PM
15 Q. For the record, it is 12:12:20PM
16 R-105. And in that please flip to page 11. Here 12:12:22PM
17 we've got page numbers on the top and page numbers 12:12:36PM
18 on the bottom. If you could focus on the top 12:12:39PM
19 right-hand pages, the ones on the top. There we 12:12:42PM
20 go. That is easier to follow. 12:12:46PM
21 In this section Ortech advises 12:12:47PM
22 on the uncertain REA permitting. 12:12:51PM
23 They write that: 12:12:55PM
24 'REA permitting is new, 12:12:56PM
25 replaces the former 12:12:58PM

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1 provincial environmental 12:13:00PM
2 assessment process.' 12:13:00PM
3 And then they state clearly 12:13:03PM
4 that: The regulatory agencies -- meaning MNR and 12:13:05PM
5 MOE, those are the regulatory agencies? 12:13:08PM
6 A. Those are some of them, 12:13:11PM
7 yes. 12:13:12PM
8 Q. Okay, a couple of them, 12:13:12PM
9 yes. They don't have well-established guidelines 12:13:14PM
10 for offshore projects, adding to the uncertainty 12:13:16PM
11 of the REA process. Do you see that? 12:13:18PM
12 A. Mm-hmm. 12:13:20PM
13 Q. So this is what causes 12:13:20PM
14 you to write to REFO on May 13th, 2010? You will 12:13:22PM
15 find that at tab 8. 12:13:28PM
16 A. Yes. I am aware of that 12:13:30PM
17 REFO letter. 12:13:32PM
18 Q. Now, this is document 12:13:34PM
19 C-258. And you, you write in this letter to -- 12:13:40PM
20 REFO is Renewable Energy Facilitation Office, 12:13:46PM
21 Ministry of the Environment, you write in the 12:13:49PM
22 second paragraph there that: You are struggling 12:13:51PM
23 with the considerable regulatory uncertainty 12:13:53PM
24 caused by unknown setback requirements for 12:13:56PM
25 offshore wind, uncertainty in the site release 12:13:59PM

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1 May 21st with the regulatory update. 12:15:02PM
2 A. Mm-hmm. 12:15:06PM
3 Q. Please look at the second 12:15:06PM
4 bullet there. 12:15:08PM
5 A. MEI is aware that OPA... 12:15:13PM
6 I'm sorry? Do I have the wrong tab? 12:15:16PM
7 Q. We have to go down to -- 12:15:19PM
8 A. Noise setbacks? 12:15:22PM
9 Q. The e-mail from 12:15:25PM
10 Mr. Roeper. 12:15:26PM
11 A. Right. 12:15:27PM
12 Q. To Pearl Ing in Ontario. 12:15:30PM
13 I think you might have the wrong e-mail. I am 12:15:33PM
14 just at the wrong tab here, that's all. It is the 12:15:35PM
15 second e-mail. 12:15:38PM
16 Okay. It is the e-mail from 12:15:39PM
17 Mr. Roeper to you on May 21st. This is 12:15:41PM
18 approximately a week after you have written to 12:15:45PM
19 REFO. 12:15:47PM
20 A. Do you have the tab 12:15:49PM
21 number, please? 12:15:49PM
22 Q. Yes. Tab 9. 12:15:50PM
23 A. I am copied on it, but it 12:15:56PM
24 is to Pearl Ing. 12:15:58PM
25 MS. SEERS: If I may assist, 12:15:59PM

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1 process for Crown land, and uncertainty in the 12:14:01PM
2 detailed requirements for the REA. 12:14:04PM
3 Do you remember that? 12:14:07PM
4 A. Yes, I do. 12:14:07PM
5 Q. So you specifically had 12:14:08PM
6 three concerns, right? The setbacks, unknown 12:14:10PM
7 setback requirements; uncertainty in the site 12:14:13PM
8 release process; and uncertainty in the detailed 12:14:16PM
9 requirements with the REA? 12:14:18PM
10 A. Correct. 12:14:20PM
11 Q. All right. So let's 12:14:20PM
12 proceed along our chronology, then, with document 12:14:26PM
13 C-270, which you will find at tab 9. 12:14:29PM
14 A. You've made a reference 12:14:35PM
15 to the Ortech study. 12:14:36PM
16 Q. Yes. 12:14:38PM
17 A. Do you have a question 12:14:39PM
18 involving that statement you made about the 12:14:40PM
19 agencies' uncertainty? 12:14:42PM
20 Q. Yes. I wanted you to 12:14:44PM
21 confirm you were dealing with three areas of 12:14:45PM
22 uncertainty. It is site release... 12:14:48PM
23 A. Okay, yes. 12:14:51PM
24 Q. In the second e-mail of 12:14:52PM
25 this chain, at tab 9, Mr. Roeper writes to you on 12:14:55PM

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1 Mr. Baines. It is on the second page of the 12:16:01PM
2 e-mail. 12:16:03PM
3 THE WITNESS: Thank you. 12:16:03PM
4 MS. SEERS: From Mr. Roeper to 12:16:04PM
5 you. 12:16:05PM
6 THE WITNESS: Two-sided paper. 12:16:06PM
7 What a concept. Thank you. 12:16:08PM
8 BY MR. NEUFELD: 12:16:11PM
9 Q. All right. It is the 12:16:11PM
10 second bullet there. It starts with: 12:16:12PM
11 "Ian, at 11 am today..." 12:16:14PM
12 The second bullet says: 12:16:16PM
13 "If we don't get some 12:16:17PM
14 indication of where the 12:16:18PM
15 government is on the 12:16:18PM
16 permitting guidelines, we 12:16:19PM
17 cannot assess the 12:16:20PM
18 permitting risk related 12:16:21PM
19 to signing the contract." 12:16:23PM
20 A. Yes. 12:16:24PM
21 Q. Do you see that? 12:16:25PM
22 A. I do. 12:16:25PM
23 Q. So what he's saying is 12:16:26PM
24 that, again, if you don't know what the rules are 12:16:33PM
25 to permit your project, you are not going to be 12:16:36PM

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1 able to know whether you can meet the rules. 12:16:37PM
2 A. Actually, I don't believe 12:16:40PM
3 he's saying that at all. 12:16:41PM
4 Q. What is he saying? 12:16:42PM
5 A. He was indicating, in the 12:16:44PM
6 first time that you made a comment about his May 12:16:46PM
7 30th I believe, when he was talking about the 12:16:49PM
8 uncertainty, he said -- and I will follow the 12:16:52PM
9 chain through to here so I won't waste your time. 12:16:56PM
10 Q. Okay. 12:16:59PM
11 A. Thank you. The 12:17:00PM
12 regulatory agencies do not have well-established 12:17:02PM
13 guidelines for offshore projects, adding to the 12:17:04PM
14 uncertainty. 12:17:07PM
15 Let me be clear what a 12:17:08PM
16 "guideline" is. 12:17:09PM
17 There are rules -- they're 12:17:10PM
18 regulations which are well postulated. They're 12:17:12PM
19 posted on the Environmental Bill of Rights. The 12:17:16PM
20 REA rules were in place. They had been posted 12:17:19PM
21 since 2009. They defined a Class 5 project as an 12:17:22PM
22 offshore wind project. All of the rules required 12:17:27PM
23 to obtain REA were there, and we knew them and the 12:17:31PM
24 public knew them. 12:17:35PM
25 He was talking about the 12:17:36PM

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1 guidelines, which is something completely 12:17:37PM
2 different. 12:17:39PM
3 Guidelines are something -- 12:17:39PM
4 and remember Mr. Roeper had done hundreds of EAs, 12:17:41PM
5 and I have done several, quite a few. 12:17:46PM
6 So we know you normally deal 12:17:49PM
7 with the agencies and get the nuts and bolts of 12:17:50PM
8 the studies and the details worked out in advance, 12:17:53PM
9 if you can, in order to proceed with the field 12:17:55PM
10 studies and don't waste your time. You can call 12:17:59PM
11 it a mark of respect. You can just call it being 12:18:01PM
12 expedient. Those guidelines are separate from the 12:18:04PM
13 regulations. 12:18:06PM
14 We knew what we had to study. 12:18:07PM
15 What we didn't -- what we weren't sure of and 12:18:11PM
16 wanted guidance on was the details. Some things 12:18:14PM
17 that can be quite trivial but can trip you up. 12:18:18PM
18 What fish are you studying? What areas are you 12:18:21PM
19 studying? Over what time frames are you studying? 12:18:23PM
20 So you do deal with the agencies. 12:18:26PM
21 And just to be clear, the REA 12:18:28PM
22 guidelines for onshore came out in 2011, a year 12:18:31PM
23 after this process. So all of the REAs that were 12:18:35PM
24 happening in 2010, all of the 185 wind projects, 12:18:37PM
25 were proceeding without guidelines, and we were 12:18:41PM

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1 trying to obtain those. 12:18:44PM
2 So moving forward to Tab 8, 12:18:45PM
3 where you talked about the three things -- and I 12:18:50PM
4 won't mention all three because you talked 12:18:52PM
5 specifically about one -- 12:18:54PM
6 Q. Mm-hmm. 12:18:56PM
7 A. -- sorry. I think I 12:18:57PM
8 should be in tab 9. You mentioned the project -- 12:19:02PM
9 I will go back. 12:19:10PM
10 "Windstream is struggling 12:19:11PM
11 with the expectation in 12:19:12PM
12 the FIT project that the 12:19:13PM
13 project will achieve 12:19:15PM
14 commercial operation in 12:19:16PM
15 four years." 12:19:16PM
16 Now at this point, in May, we 12:19:18PM
17 only had a four-year MCOB, commercial operation 12:19:19PM
18 date. We had not received their additional one 12:19:24PM
19 year. So it was tight. We admit it's tight. So 12:19:26PM
20 we're struggling with concern, and the 12:19:29PM
21 considerable -- I am feeding back to you what you 12:19:31PM
22 just read to me -- the considerable regulatory 12:19:34PM
23 uncertainty. 12:19:36PM
24 Now, regulatory uncertainty is 12:19:37PM
25 the guidelines. It's not the rules. The rules 12:19:39PM

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1 are there. 12:19:42PM
2 Q. Would guideline include a 12:19:43PM
3 five kilometer setback? 12:19:45PM
4 A. Well, then you mention 12:19:46PM
5 unknown setback requirements. 12:19:48PM
6 At this point there was no 12:19:49PM
7 official word as to whether there would be a 12:19:50PM
8 setback or not. We were picking up indications, 12:19:52PM
9 and I think it simply indicates that we were 12:19:54PM
10 working with agencies so closely that we heard 12:19:56PM
11 rumours that there was a potential setback. 12:19:59PM
12 But the setback wasn't 12:20:01PM
13 announced until June 25th, which was six weeks 12:20:02PM
14 after that. 12:20:05PM
15 Q. Right. 12:20:06PM
16 A. So we were concerned 12:20:07PM
17 about this uncertainty in the site release 12:20:08PM
18 process; well that is -- that should stand-alone 12:20:11PM
19 because it had been two years. 12:20:14PM
20 Q. Mm-hmm. 12:20:16PM
21 A. And uncertainty in the 12:20:16PM
22 detailed requirements. And again, we're talking 12:20:18PM
23 about guidelines. 12:20:20PM
24 Q. Okay. 12:20:21PM
25 A. Guidelines. So now to 12:20:21PM

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1 answer your question, if I may, and I apologize if 12:20:23PM
2 I am being too long-winded here. 12:20:29PM
3 Q. No, no, no. 12:20:31PM
4 A. Uwe Roeper, who was our 12:20:33PM
5 project manager and highly seasoned 12:20:34PM
6 environmentally, he ran Ortech Environmental. So 12:20:38PM
7 they were environmental consultants. 12:20:41PM
8 He said, if we don't get some 12:20:42PM
9 indication of where the government is on the 12:20:44PM
10 permitting guidelines -- and, again, that word 12:20:46PM
11 "guidelines" is key -- we cannot assess the 12:20:49PM
12 permitting risk. 12:20:51PM
13 So what he's saying is, we 12:20:52PM
14 have a tight four-year schedule, and we know what 12:20:54PM
15 the rules are for REA. They were published. But 12:20:58PM
16 we, and everyone else involved in REA, onshore and 12:21:02PM
17 offshore, were really hoping to get some 12:21:06PM
18 guidelines, some guidance. 12:21:09PM
19 So he's telling me, I can't 12:21:10PM
20 assess the risk. In other words, the timing. I 12:21:12PM
21 can't say whether you are going to be able to fit 12:21:15PM
22 this into four years. 12:21:17PM
23 Q. Based on the guidelines 12:21:19PM
24 alone, let alone the five kilometer setback, which 12:21:20PM
25 is another -- 12:21:23PM

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1 Environment, as opposed to MNR and others. 12:22:23PM
2 Q. Right. So there is a 12:22:25PM
3 shift in sort of responsibility over to MOE in a 12:22:26PM
4 way. You would agree with that? 12:22:29PM
5 A. Yes. But to be clear, 12:22:30PM
6 sir, the actual requirements: Almost the same. 12:22:32PM
7 Q. What you saw as 12:22:37PM
8 requirements in the REA, the offshore wind 12:22:39PM
9 facility report or the APRD, you viewed those as 12:22:43PM
10 almost the same as what was in the EA? 12:22:46PM
11 A. APRD does not have 12:22:49PM
12 anything to do with the REA. 12:22:51PM
13 Q. So the offshore wind 12:22:52PM
14 facility report, you viewed that as almost the 12:22:53PM
15 same as what existed in the EA prior to the -- 12:22:55PM
16 A. The offshore wind 12:22:58PM
17 facility report is a MNR process that is used for 12:23:00PM
18 issuing Crown land. It is not connected to the 12:23:03PM
19 REA. REA is an environmental approval. 12:23:05PM
20 Q. But the offshore wind 12:23:07PM
21 facility report is in the REA regulation. 12:23:08PM
22 A. I think we're talking 12:23:12PM
23 about different things. 12:23:13PM
24 Q. Yes. 12:23:14PM
25 A. There is a draft site 12:23:15PM

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1 A. Well that is a separate 12:21:23PM
2 discussion that came up later, yes. 12:21:24PM
3 Q. So just based on these 12:21:26PM
4 lacking guidelines alone, you are unable to assess 12:21:28PM
5 whether the project could meet a deadline or not? 12:21:30PM
6 A. He couldn't give me a 12:21:34PM
7 definitive answer. 12:21:36PM
8 Q. Correct. 12:21:37PM
9 A. But I must say, it is 12:21:38PM
10 normal to proceed in projects without the 12:21:39PM
11 guidelines in place. In fact, all of the onshore 12:21:41PM
12 projects were proceeding that way at that time. 12:21:44PM
13 Not having guidelines in place is the norm. 12:21:47PM
14 Q. And the REA, you 12:21:49PM
15 confirmed the REA replaced the EA system. I know 12:21:51PM
16 you said you had a lot of familiarity with the EA 12:21:54PM
17 process, but the REA process was a new process, a 12:21:59PM
18 different process than the EA process? 12:22:02PM
19 A. Well, to be clear, it was 12:22:04PM
20 a subset of the original process. The changes 12:22:07PM
21 were actually quite minor. 12:22:11PM
22 What really changed was the 12:22:13PM
23 timing, the service commitments to get it done, 12:22:15PM
24 and moving it all under one roof, so that all of 12:22:18PM
25 the studies would be done for the Ministry of the 12:22:21PM

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1 description package the MNR does. One of the 12:23:16PM
2 requirements in the class 5 wind facility in the 12:23:19PM
3 REA -- 12:23:22PM
4 Q. I wasn't talking about 12:23:22PM
5 the draft site description package. I was talking 12:23:23PM
6 about the offshore wind facility report which was 12:23:25PM
7 in the REA. 12:23:27PM
8 A. Yes, that's correct. I 12:23:28PM
9 apologize. 12:23:29PM
10 Q. So you're saying that 12:23:29PM
11 looks like what an EA looked like before, but you 12:23:30PM
12 were waiting on other we will call them guidelines 12:23:35PM
13 because -- 12:23:38PM
14 A. I don't believe an 12:23:39PM
15 offshore wind facility report had existed prior. 12:23:39PM
16 It was something that was done especially for 12:23:42PM
17 offshore as part of the REA, REA process. 12:23:45PM
18 Q. Right, okay. It might be 12:23:47PM
19 helpful to go to that EBR posting in -- which is, 12:23:49PM
20 for the record, R-0072. I think it is at tab 36, 12:23:54PM
21 tab 36 in the binder. 12:24:03PM
22 A. Yes. September 24th. A 12:24:10PM
23 lot of things -- 12:24:14PM
24 Q. You remember. And the 12:24:14PM
25 crucial paragraph here is on the second page, the 12:24:19PM

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1 last full paragraph on the page where it says: 12:24:22PM
2 "There are special rules 12:24:28PM
3 for wind facilities that 12:24:29PM
4 include turbines in 12:24:30PM
5 contact with surface 12:24:31PM
6 water, other than 12:24:32PM
7 wetlands. These 12:24:34PM
8 facilities require an REA 12:24:34PM
9 and are required to 12:24:36PM
10 submit an offshore wind 12:24:37PM
11 facility report as part 12:24:38PM
12 of the application." 12:24:40PM
13 And then it says: 12:24:42PM
14 "The Ministry of the 12:24:43PM
15 Environment and the 12:24:44PM
16 Ministry of Natural 12:24:44PM
17 Resources continue to 12:24:46PM
18 work on a coordinated 12:24:47PM
19 approach to offshore wind 12:24:48PM
20 facilities, which would 12:24:49PM
21 include province-wide 12:24:50PM
22 minimum separation 12:24:53PM
23 distance standards for 12:24:54PM
24 noise." 12:24:55PM
25 So are those -- what category 12:24:56PM

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1 do you put their future work in? These are 12:25:00PM
2 guidelines that they're coming up with, or they're 12:25:03PM
3 rules that they're coming up with? 12:25:05PM
4 Does this relate to the five 12:25:06PM
5 kilometer setback, or does this relate to just 12:25:08PM
6 guidance documents that are normal and what you 12:25:10PM
7 would expect? 12:25:13PM
8 A. Well, I think there's two 12:25:14PM
9 things in here. First of all, there's a set of 12:25:15PM
10 rules and the rules do require a wind facility 12:25:18PM
11 report, which we're aware of. That is a 12:25:22PM
12 regulation. And actually what's in that report is 12:25:25PM
13 defined. 12:25:28PM
14 So you can go into the REA 12:25:29PM
15 rules and see the sections that you have to write 12:25:31PM
16 about: Mitigation. Potential offshore uncertain 12:25:34PM
17 -- potential environmental damage. I think there 12:25:39PM
18 is about five things. 12:25:42PM
19 The fact that the Ministry and 12:25:43PM
20 the -- Ministry of the Environment and Ministry of 12:25:47PM
21 Natural Resources continued to work, to 12:25:49PM
22 coordinate, is neither here nor there. It is not 12:25:51PM
23 a rule. It is not something that is part of REA. 12:25:55PM
24 And in fact they, at several times after that in 12:25:57PM
25 2010, told us very specifically that they were 12:26:01PM

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1 working together to come up with the guidelines; 12:26:03PM
2 rules, guidelines, same thing. 12:26:07PM
3 But the regulations for 12:26:09PM
4 "classified facility" are quite clearly defined. 12:26:12PM
5 There is nothing unknown about them. 12:26:15PM
6 The coordination between the 12:26:17PM
7 agencies for the testing and the guidelines of how 12:26:19PM
8 you do the field work, that is part of how you 12:26:22PM
9 actually implement your applications, do your 12:26:25PM
10 field studies, have them receive them and review 12:26:29PM
11 them. This is a normal process that goes on with 12:26:32PM
12 any environmental assessment. 12:26:36PM
13 Q. All right. But the 12:26:38PM
14 obvious unknown, the elephant in the room, the 12:26:38PM
15 obvious thing that isn't known is whether there 12:26:41PM
16 will be a five kilometer setback. 12:26:44PM
17 A. At this point, yes. 12:26:46PM
18 Q. You're saying it is all 12:26:46PM
19 clear in the rules, but those rules aren't in 12:26:48PM
20 place. You don't know if there is going to be a 12:26:50PM
21 setback. 12:26:52PM
22 A. REA did not define a 12:26:52PM
23 setback, no. There is no regulation under the REA 12:26:54PM
24 that says a setback. 12:26:57PM
25 Q. No. But the REA sets up 12:26:59PM

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1 setbacks for onshore wind, for solar, for and -- 12:27:01PM
2 A. Yes, it does. 550 metres 12:27:03PM
3 for onshore. But it does not setback for 12:27:04PM
4 offshore. 12:27:07PM
5 In fact, what it says, if I 12:27:08PM
6 recall, it says that there will be a site-specific 12:27:10PM
7 evaluation of each project, based upon noise. I 12:27:13PM
8 believe that is the REA regulation. 12:27:15PM
9 Q. Which also applies to 12:27:17PM
10 onshore wind. There is always a site-specific 12:27:19PM
11 analysis. 12:27:21PM
12 A. But this is specific to 12:27:21PM
13 offshore, sir. 12:27:21PM
14 Q. There is a clear 12:27:23PM
15 universal province-wide setback for onshore wind 12:27:24PM
16 of 550 metres, and then your specific study will 12:27:26PM
17 take you outside of that, further outside of that, 12:27:31PM
18 if that is what the study requires or shows is 12:27:34PM
19 required. 12:27:38PM
20 But for offshore wind, that 12:27:39PM
21 didn't exist. There was no setback for noise for 12:27:40PM
22 offshore wind or a setback for anything else for 12:27:43PM
23 that matter. 12:27:46PM
24 A. I don't think I explained 12:27:47PM
25 myself very well. I'm sorry. It is a complicated 12:27:48PM

1 thing. 12:27:51PM
 2 For all wind turbines -- and 12:27:52PM
 3 let's just say that means onshore because at that 12:27:55PM
 4 point they were all onshore -- a 550-metre setback 12:27:57PM
 5 is required. That is a REA regulation. One could 12:28:01PM
 6 also say that would apply for offshore, because 12:28:06PM
 7 we're a turbine. 12:28:09PM
 8 You also have a noise guidance 12:28:10PM
 9 that you had to meet, 40 dBA at certain wind 12:28:13PM
 10 speeds, six metres per second, a certain weighting 12:28:17PM
 11 at the nearest sensitive receptor, which is a 12:28:20PM
 12 home. "Sensitive receptor" is defined under the 12:28:23PM
 13 REA as a place somebody lives, a home. That 12:28:26PM
 14 applied to all wind turbines. It didn't specify 12:28:31PM
 15 onshore/offshore. 12:28:34PM
 16 The offshore regulations said 12:28:35PM
 17 that each setback would be determined on a 12:28:37PM
 18 specific basis, based upon each individual 12:28:43PM
 19 project, and would be determined by the noise 12:28:47PM
 20 limitations. In other words, 40 dBA back from a 12:28:50PM
 21 sensitive receptor. 12:28:54PM
 22 So there was no setback. The 12:28:55PM
 23 setback was whatever -- my interpretation was the 12:28:57PM
 24 setback would be whatever distance would meet the 12:29:00PM
 25 MOE's guideline of 40 dBA. 12:29:04PM

1 Q. Did you ever confirm that 12:29:08PM
 2 interpretation with MOE? 12:29:10PM
 3 A. MOE wasn't talking to us 12:29:12PM
 4 after the summer of 2010. It was very hard to 12:29:14PM
 5 confirm things with them. 12:29:17PM
 6 Q. Before you applied? I 12:29:19PM
 7 mean -- 12:29:20PM
 8 A. It was clearly stated -- 12:29:21PM
 9 there is no need to confirm something that is in 12:29:23PM
 10 the REA regulations: Individual noise setback 12:29:25PM
 11 will apply. 12:29:30PM
 12 I'm sorry. I'm missing 12:29:31PM
 13 something, but to me that is a regulation that is 12:29:33PM
 14 pretty specific. And it is something we would do 12:29:36PM
 15 on every other project. It is what Wolfe Island, 12:29:39PM
 16 for example, did. We did multiple noise studies 12:29:41PM
 17 to confirm the 40 decibel limitation. 12:29:44PM
 18 Q. Under the old EA system? 12:29:47PM
 19 A. Under the old EA, yes. 12:29:48PM
 20 But the noise is the same. I mean the old EA and 12:29:50PM
 21 the new REA noise guidelines were almost 12:29:54PM
 22 identical. 12:29:56PM
 23 Q. But before I close, and 12:29:56PM
 24 recognizing the time it is here maybe we should 12:29:57PM
 25 break for lunch shortly, but -- 12:29:59PM

1 PRESIDENT: Any time in the 12:30:02PM
 2 next 15 minutes at your convenience, whenever it 12:30:03PM
 3 is a convenient time. 12:30:07PM
 4 BY MR. NEUFELD: 12:30:08PM
 5 Q. Thanks. This paragraph 12:30:08PM
 6 here, which says: 12:30:11PM
 7 "The Ministry of 12:30:12PM
 8 Environment and Ministry 12:30:13PM
 9 of Natural Resources 12:30:14PM
 10 continue to work on a 12:30:14PM
 11 coordinated approach to 12:30:15PM
 12 offshore wind facilities, 12:30:16PM
 13 which would include 12:30:17PM
 14 province-wide minimum 12:30:18PM
 15 separation distance 12:30:19PM
 16 standards for noise..." 12:30:21PM
 17 Directly contradicts, doesn't 12:30:23PM
 18 it, what you're saying, that the REA was 12:30:25PM
 19 absolutely clear? 12:30:27PM
 20 So by June -- even if the REA 12:30:27PM
 21 was clear when it came out in September 2009, by 12:30:29PM
 22 June 2010, this is suggesting something quite 12:30:33PM
 23 different, is it not? 12:30:37PM
 24 A. I'm sorry, but I'm 12:30:38PM
 25 hearing the word "minimum" distance separation for 12:30:40PM

1 noise. I think this is saying exactly what I have 12:30:43PM
 2 been trying to explain, that the setback is based 12:30:46PM
 3 upon noise. 12:30:48PM
 4 Q. A setback that is coming, 12:30:50PM
 5 that is universal and province-wide -- 12:30:52PM
 6 A. Well, this is 2009. 12:30:54PM
 7 September 24th, 2009. There is no setback 12:30:55PM
 8 mentioned here. 12:30:57PM
 9 The only setback is, they're 12:30:58PM
 10 coordinating to work on minimum distances for 12:31:00PM
 11 noise. I'm sorry, am I misreading this? 12:31:03PM
 12 Q. Well, no, no. You're 12:31:06PM
 13 not. You are right about the date. It is my 12:31:08PM
 14 mistake about the date. 12:31:10PM
 15 The September 24 REA comes 12:31:11PM
 16 out, and you say it is clear that we need to do an 12:31:15PM
 17 assessment of noise, based on the 40 dBA, and that 12:31:18PM
 18 is clear. And I don't have to talk to anybody 12:31:22PM
 19 about that, because it is obvious. 12:31:24PM
 20 But in this accompanying note 12:31:25PM
 21 with the REA says that: MNR and MOE are working 12:31:28PM
 22 on a coordinated approach to offshore wind 12:31:32PM
 23 facilities which would include province-wide 12:31:35PM
 24 minimum separation distance standards for noise. 12:31:38PM
 25 Isn't that the -- and that is 12:31:42PM

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1 what I'm talking about. That is the distinction 12:31:44PM
2 between your clarity of interpretation and what 12:31:46PM
3 MOE is publicly putting out there as: This is 12:31:49PM
4 what we're still working on. 12:31:52PM
5 A. Yes. You are working on 12:31:54PM
6 guidelines for noise, which the REA regulation 12:31:55PM
7 clearly states is the requirement. 12:31:59PM
8 Q. Okay. 12:32:01PM
9 A. Individual evaluation per 12:32:01PM
10 project based upon noise. 12:32:03PM
11 So had they come up with a 12:32:05PM
12 different noise standard I could perhaps 12:32:08PM
13 understand, but no noise standard has come out 12:32:11PM
14 that has changed since 2009 that I am aware of. 12:32:15PM
15 Q. Okay. 12:32:18PM
16 A. And you know we did all 12:32:19PM
17 of the noise evaluations on offshore, and we met 12:32:20PM
18 them -- 12:32:23PM
19 Q. Right. 12:32:23PM
20 A. -- handily. So noise is 12:32:25PM
21 really not a concern, in our opinion. 12:32:26PM
22 Q. Okay, okay. I think it 12:32:29PM
23 probably is fine to break here. We will have a 12:32:31PM
24 lunch break and then we can resume afterwards. 12:32:34PM
25 PRESIDENT: Okay. Very good. 12:32:37PM

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1 Q. Good. So the way we left things, 13:37:14
2 we were talking about this exhibit that's at Tab 36 13:37:18
3 which is the -- 13:37:24
4 A. Yes. 13:37:26
5 Q. -- EBR posting and specifically 13:37:26
6 the last full paragraph on page 2, and I think you 13:37:32
7 said something to the effect of, yes, you were 13:37:36
8 working on noise but noise wasn't a concern. 13:37:38
9 That last sentence of that paragraph, 13:37:42
10 if you could have a look at that. It says: 13:37:47
11 "... which would include 13:37:52
12 province-wide minimum separation 13:37:53
13 distance standards for noise." 13:37:54
14 But before that it says: That the two 13:37:57
15 Ministries continue to work on a coordinated 13:37:58
16 approach that would include province wide-setbacks 13:38:01
17 for noise, right. 13:38:07
18 It was an inclusive -- it wasn't 13:38:08
19 limited with noise, what they were working on? 13:38:11
20 A. That's correct. We could have no 13:38:14
21 way of knowing what they were working on. They did 13:38:16
22 not communicate to us that what their plans were. 13:38:19
23 Q. Right. Which comes out later in 13:38:22
24 June. And with the EBR posting in June, and maybe 13:38:24
25 for -- 13:38:30

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1 Thank you. We will continue at 1:30. And if I 12:32:40PM
2 could ask the witness not to speak with anybody 12:32:43PM
3 during your lunch break. 12:32:46PM
4 I hope you will be served food 12:32:48PM
5 though. 12:32:50PM
6 [Laughter.] 12:32:50PM
7 PRESIDENT: I understand there 12:32:51PM
8 is a separate room reserved for you to -- 12:32:52PM
9 THE WITNESS: And I am happy 12:32:56PM
10 to honour that. 12:32:57PM
11 PRESIDENT: -- to enjoy the 12:32:58PM
12 absence of noise. 12:33:00PM
13 THE WITNESS: There is a 12:33:01PM
14 benefit sir, yes. 12:33:02PM
15 PRESIDENT: Yes. 12:33:03PM
16 --- Luncheon recess at 12:33 p.m. 12:33:05PM
17 --- Upon resuming at 1:28 p.m. 13:28:54
18 PRESIDENT: We can continue whenever 13:37:01
19 you are ready. 13:37:02
20 MR. NEUFELD: Thanks. 13:37:03
21 BY MR. NEUFELD: 13:37:05
22 Q. Did they serve you lunch after 13:37:10
23 all? 13:37:11
24 A. They did. I had a good lunch. 13:37:11
25 Thank you. 13:37:13

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1 A. June 25th, the EBR, yes. 13:38:30
2 Q. June 25, 2010? 13:38:33
3 A. Yes, I agree. 13:38:35
4 Q. And for that purpose I'm going to 13:38:36
5 add to your massive binder, this is Exhibit C-0118 13:38:38
6 for the record -- sorry, R-0118, and I put the 13:39:00
7 wrong -- I put C on the top of everything. I'm 13:39:04
8 going to have to correct that. 13:39:07
9 MS. SEERS: You wouldn't happen to 13:39:10
10 have an extra copy for us, would you, Mr. Neufeld? 13:39:14
11 MR. NEUFELD: I don't actually. 13:39:17
12 BY MR. NEUFELD: 13:39:18
13 Q. Now, the second paragraph of that 13:39:19
14 page provides that offshore wind facilities are 13:39:22
15 classified as classified -- we talked about that 13:39:32
16 already -- and subject to the REA, and that partner 13:39:35
17 Ministries are working together to provide greater 13:39:38
18 clarity and -- greater certainty and clarity on 13:39:41
19 offshore wind requirements. 13:39:44
20 So, nothing there specific to noise, 13:39:49
21 it's requirements in general, right? 13:39:50
22 A. Okay. 13:39:52
23 Q. (Reading): 13:39:53
24 "The Ontario Government is 13:39:53
25 proposing an approach and is 13:39:56

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1 seeking input from interested 13:39:58
2 members of the public early in the 13:39:59
3 process to inform the work that 13:40:01
4 will be completed to finalize the 13:40:04
5 approach and the offshore wind 13:40:10
6 specific requirements under the 13:40:12
7 REA regulation. 13:40:15
8 This approach will also be 13:40:18
9 supplemented by the outcome of 13:40:20
10 research underway by the MOE, MNR, 13:40:21
11 Tourism and Culture, and will be 13:40:26
12 the subject of a subsequent 13:40:29
13 posting -- subsequent EBR posting. 13:40:31
14 I will outline requirement for 13:40:33
15 offshore wind development as 13:40:35
16 proposed amendments to O. Reg 13:40:36
17 359-09." [As read] 13:40:41
18 Right. So you had said that what they 13:40:43
19 were working on wasn't limited to noise, and then by 13:40:47
20 June 25th, 2010, you have a much better indication 13:40:51
21 that what they were working on is certainly not 13:40:55
22 related to noise, correct? 13:40:57
23 A. Actually we don't. We don't. 13:40:59
24 There is no regulation in here. What they're doing 13:41:00
25 is they are proposing for public consultation 13:41:02

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1 a process that may or may not happen, but forgive me 13:41:05
2 for noting, but it never has happened. There has 13:41:07
3 been no change to REA regulation in five years. It 13:41:09
4 was a study. It did not communicate to us that new 13:41:13
5 rules were coming. 13:41:17
6 They were going to consider things, 13:41:21
7 and that's what the agencies are allowed to do, but 13:41:22
8 may I also note that the FIT process confirmed that 13:41:25
9 there would be a process for us to proceed, that the 13:41:29
10 agencies were aligned to meet a Green Energy Act 13:41:33
11 requirement, which they've clearly indicated. 13:41:37
12 Windstream believes that the 13:41:40
13 Government of Canada had the requirement to proceed 13:41:45
14 with that to a conclusion to allow projects to 13:41:47
15 proceed. That was the intent. And to have a vague 13:41:52
16 study that may or may not make changes, to us is not 13:41:56
17 a regulation, the regulation of Class 5 which 13:42:00
18 clearly indicated right here is in place, that was 13:42:03
19 the law. That's what we worked to. We expected 13:42:07
20 certainty would result. I grant you on June 25th, 13:42:10
21 a five-kilometre setback was proposed, and we 13:42:14
22 accommodated it. To this date though it's not 13:42:18
23 become law. The REA regulations have not changed in 13:42:21
24 five years, so it was just a discussion. 13:42:24
25 Q. It was just a discussion to lead 13:42:29

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1 to regulatory changes, wasn't it? 13:42:30
2 A. I don't know what it was going to. 13:42:33
3 Five years later nothing's happened. It was just 13:42:34
4 a discussion. The agencies indicated that they were 13:42:37
5 going to hold additional discussions. They did not 13:42:39
6 involve us in those discussions in any way. We 13:42:41
7 tried repeatedly to meet with them and find out 13:42:44
8 what's going on. We asked. We almost begged to try 13:42:47
9 to get in there. Multiple emails, multiple 13:42:50
10 messages. Nobody would talk to us. 13:42:53
11 What we could only work with what is 13:42:55
12 what is in the EBR, the REA regulation as they are 13:42:57
13 posted. 13:43:01
14 I'm sorry, I'm an engineer. I follow 13:43:02
15 these rules. I don't follow vague proposals for 13:43:03
16 future discussions and maybe changes, which never 13:43:08
17 happened. 13:43:12
18 Q. Did you know what they were 13:43:12
19 discussing? 13:43:13
20 A. No. 13:43:14
21 Q. You didn't look at the discussion 13:43:14
22 paper that was attached to this EBR posting because 13:43:15
23 I know -- I'll add another document to the record. 13:43:19
24 This is R-0119. 13:43:23
25 A. They were discussing 13:43:28

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1 a five-kilometre setback, as I understood. Yes, in 13:43:28
2 answer to your question, we were aware of this. 13:43:56
3 Q. You were aware of this and you 13:43:58
4 were aware of the general topics that they were 13:43:59
5 looking at? 13:44:01
6 A. This was out in the public for 13:44:01
7 discussion. 13:44:03
8 Q. It accompanied the EBR posting? 13:44:04
9 A. I believe it did. 13:44:07
10 Q. And the third paragraph there it 13:44:07
11 says: 13:44:09
12 "Feedback received will inform our 13:44:10
13 work to more fully develop the 13:44:12
14 approach and I'll throw in and 13:44:13
15 specific requirements that would 13:44:14
16 be articulated as amendments to 13:44:16
17 the REA." [As read] 13:44:18
18 Right? 13:44:20
19 A. That's what it says. With 13:44:20
20 respect, it didn't happen. 13:44:21
21 Q. Hasn't happened yet? 13:44:23
22 A. It's been five years in 13:44:25
23 a moratorium, sir. It might be timely. I'm sorry, 13:44:27
24 I don't mean to be -- forgive me. 13:44:29
25 Q. No, I understand. And, in 13:44:32

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1 addition, it says: 13:44:36
2 "Offshore wind you will be 13:44:37
3 supplemented with research 13:44:39
4 currently underway in the various 13:44:39
5 Ministries." 13:44:42
6 So the topics that are covered, it's 13:44:43
7 noise, as we saw from early on, which is 1.2, but 13:44:45
8 also under 1.1 you see source of drinking water. 13:44:48
9 A. Yes. 13:44:51
10 Q. Near shore concerns, near shore 13:44:52
11 activities under 1.3., 1.4 is ecological 13:44:54
12 considerations -- 13:45:00
13 A. Yes, these are considerations 13:45:00
14 I agree. 13:45:02
15 Q. Number 1.5 is shipping lanes? 13:45:03
16 A. Yes. These are all considerations 13:45:04
17 which we have since studied extensively and taken 13:45:05
18 into account. We were aware of them and the 13:45:08
19 requirement to study. 13:45:10
20 If I may answer your question, sir, 13:45:11
21 a little more specifically. We are not dumb. We 13:45:13
22 knew that these were things that were coming as 13:45:15
23 study points. We didn't ignore them. We did 13:45:18
24 exhaustive analysis over the course of 2010 and 13:45:23
25 later to try to determine if they would impact our 13:45:25

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1 we understand that, and they have the right to make 13:46:26
2 rules and we have to follow them. These were not 13:46:30
3 rules. These were study documents, but we tried to 13:46:33
4 do work-arounds. 13:46:36
5 Because we were prevented from doing 13:46:38
6 actual in-water work, because Applicant of record 13:46:41
7 had not been provided, we did a large number of 13:46:43
8 work-arounds. We did bathymetric studies, we did 13:46:46
9 water studies, we did geotechnical on land, we did 13:46:50
10 wind studies on land, and all the surrounding areas, 13:46:54
11 we did -- this is not -- just to be clear, not in 13:46:56
12 2014 or 2015, this is 2010. We did feasibility, 13:46:59
13 looking at all of these points to see if they could 13:47:04
14 be mitigated, because my role is to identify the 13:47:06
15 risks to my investors, which I hope I have done, try 13:47:11
16 to give them a balance point, and then to mitigate 13:47:13
17 these risks to determine how we deal with them. And 13:47:16
18 so we had a large number of ideas which we 13:47:22
19 incorporated in our layouts that would have 13:47:24
20 accommodated these things had they become 13:47:26
21 regulation. So we were not concerned that if they 13:47:29
22 evolved into a regulation we couldn't deal with 13:47:32
23 them. We were quite sure we could. 13:47:34
24 Q. Right. And you understood that 13:47:36
25 the regulations were being adopted for the province, 13:47:38

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1 project. They don't. We did a work-around. We 13:45:28
2 reconfigured the project to five kilometres. We 13:45:31
3 reconfigured the project to ensure that the shipping 13:45:34
4 lanes. We studied, through Baird, who is also 13:45:37
5 Ontario's environmental consultant, that there was 13:45:39
6 zero impact to drinking water. We are 13:45:42
7 12 kilometres away from the intake, I know, because 13:45:44
8 I actually worked in Kingston on those plants, the 13:45:47
9 drinking water plants, so I knew where they were. 13:45:50
10 Baird confirmed that -- 13:45:54
11 Q. And Baird has confirmed that quite 13:45:55
12 recently in the preparation of these -- 13:45:56
13 A. Well, they confirmed it before 13:45:57
14 too. I mean, we have talked to Baird. Baird is 13:45:59
15 a consultant that I've used -- I've known Baird for 13:46:01
16 a long time. But to be specific, their formal 13:46:03
17 report happened recently, yes, but their 13:46:06
18 understanding of drinking water -- Ortech does 13:46:08
19 environmental assessments. Ortech looked at it, and 13:46:11
20 I can't say whether Ortech actually talked to Baird 13:46:13
21 or not at that time, but I would be surprised if 13:46:16
22 they didn't. They are in the same town and we work 13:46:17
23 together. 13:46:19
24 So we were quite sure that -- but to 13:46:20
25 be clear, the government has the right to regulate, 13:46:23

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1 it wasn't for your project, it was 13:47:40
2 a province-wide -- 13:47:42
3 A. REA's province-wide, we understand 13:47:43
4 that. 13:47:45
5 Q. Okay. 13:47:45
6 A. But that said, we were the only 13:47:46
7 offshore project, so we knew that it was specific to 13:47:47
8 us. And we offered to work with government and pay 13:47:50
9 for the studies that were required. But, by the 13:47:52
10 way, under REA all these studies are required 13:47:55
11 anyway. Under the current REA regulations, you have 13:47:57
12 to do drinking water, coastal waves, ice, noise. 13:48:00
13 You don't have a choice -- 13:48:03
14 Q. But the REA doesn't have setbacks 13:48:05
15 or clear prescriptive rules upfront like a 550-metre 13:48:07
16 setback that's there for onshore wind, when you 13:48:13
17 don't have that for offshore wind, do you? 13:48:16
18 A. No, that doesn't exist. There is 13:48:18
19 no setback beyond that for offshore -- 13:48:19
20 Q. And that's what they were working 13:48:22
21 on, you would agree? 13:48:23
22 A. And I agreed and I tried to -- 13:48:24
23 I believe I sent a letter June 25th or shortly 13:48:26
24 thereafter which I indicated that we would work with 13:48:32
25 five kilometres, and we immediately with did a full 13:48:34

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1 feasibility study with Ortech and an environmental 13:48:37
2 re-assessment, financial modeling, which is pretty 13:48:39
3 extensive because we changed -- we did a wind 13:48:44
4 resource reassessment because we changed the layout 13:48:46
5 of everything, and not to get too far ahead, but we 13:48:48
6 did realize we needed additional land if that was to 13:48:50
7 happen, and we communicated that to the Ministry. 13:48:54
8 Q. And you hired a government 13:48:57
9 relations firm to assist with the adaptation of your 13:48:59
10 project to these new rules that would be 13:49:02
11 forthcoming? 13:49:04
12 A. Government relations firm was 13:49:05
13 hired to try to get the government to talk to us. 13:49:07
14 They weren't talking to us. 13:49:09
15 Q. Okay. 13:49:11
16 A. We did not have meaningful two-way 13:49:12
17 communications for reasons we didn't understand. 13:49:14
18 Q. Let's have a look at R-529. It is 13:49:15
19 at Tab 10 of your binder. 13:49:20
20 A. I don't see a date, but I believe 13:49:35
21 this was already June 2010. 13:49:37
22 Q. I think you're right. I think 13:49:38
23 it's listed at least there is no date on the 13:49:39
24 document when it was provided to us, it is dated 13:49:43
25 June 8th -- 13:49:45

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1 bottom of the second page, it says: 13:50:42
2 "High degree of regulatory 13:50:44
3 uncertainty -- 13:50:46
4 A. Uh-hmm. 13:50:47
5 Q. -- based on lots of unknowns." 13:50:47
6 Do you see that? 13:50:49
7 A. Uh-hmm. 13:50:50
8 Q. And it continues: 13:50:50
9 "Setback requirements haven't been 13:50:54
10 defined by the MOE for offshore 13:50:55
11 projects. How do we even start 13:50:57
12 turbine layout to commence the REA. 13:50:58
13 without this key piece of 13:51:01
14 information?" 13:51:02
15 And then: 13:51:03
16 "MOE REA process. How long will 13:51:03
17 this process take for offshore 13:51:05
18 wind projects? MNR site release 13:51:07
19 process." 13:51:10
20 I mean you can carry on through. 13:51:11
21 "Ultimately we will push to 13:51:12
22 achieve a COD within four years 13:51:16
23 unlikely based on previous 13:51:18
24 approval's experience." [As read] 13:51:20
25 So the risks you're identifying are 13:51:21

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1 A. Yes, June 8th, I believe. 13:49:46
2 Q. -- in the index. And is this the 13:49:48
3 document that you prepared for the purposes of 13:49:49
4 hiring a government relations firm? 13:49:52
5 A. No. No, no, this is a -- I did 13:49:54
6 prepare this document. I believe I prepared it 13:49:56
7 actually for our investors to talk about the next 13:50:00
8 steps of the project. It's possible I may have 13:50:03
9 given it to the government relations firm, but my 13:50:06
10 memory is hazy on that. 13:50:09
11 Q. Okay, the last page I think -- the 13:50:10
12 reason I asked that question is because on the last 13:50:13
13 few pages there it says "Requirements of the 13:50:15
14 government affairs firm. Need to establish two-way 13:50:17
15 dialogue..." 13:50:21
16 COURT REPORTER: Sorry? 13:50:21
17 BY MR. NEUFELD: 13:50:24
18 Q. Sorry. On the last page you see 13:50:24
19 the needs for the requirements. That's what led me 13:50:26
20 to the question of whether this was prepared for 13:50:30
21 a government relations firm? 13:50:32
22 A. It may well have been given to 13:50:33
23 them. 13:50:35
24 Q. Well, if we could deal with the -- 13:50:36
25 go to the third page. Sorry, let's start at the 13:50:38

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1 the same three risks; the setback, the site release 13:51:23
2 and the detailed requirements of the REA? 13:51:28
3 A. Yes. But I point out this is on 13:51:31
4 in June 8th, and at that point we were still working 13:51:34
5 under a four-year COD red line. 13:51:36
6 Q. Right. And on the same date at 13:51:41
7 Tab 11, one tab over, Document No. R-538 for the 13:51:44
8 record. You write to Mr. Benedetti and Nancy 13:51:48
9 Baines, and you say there: 13:51:55
10 "We've applied for 48,000 acres of 13:51:58
11 Crown land originally. This has 13:52:01
12 been reduced to 7,000 acres. The 13:52:03
13 project requires at minimum 13:52:05
14 20,000 acres to place the machines 13:52:07
15 at the manufacturer's minimum 13:52:09
16 recommended setback... 13:52:11
17 Or sorry -- 13:52:12
18 "... distance apart." 13:52:13
19 Now the reason for that was the 13:52:15
20 proposed five-kilometre setback, right? 13:52:17
21 A. That's correct. 13:52:23
22 Q. So even though -- and this is also 13:52:23
23 June 8th, this document, but it's -- 13:52:24
24 A. July 8th. 13:52:26
25 Q. -- you got an indication before -- 13:52:27

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1 A. I think this is July 8th. 13:52:29
2 Q. Is this July 8th? Sorry, you're 13:52:31
3 right, July 8th. Five kilometres is known to you by 13:52:33
4 this point? 13:52:37
5 A. Sorry? 13:52:38
6 Q. The five kilometres is known to 13:52:38
7 you by this point through the earlier proposal -- 13:52:40
8 A. It has been announced as a -- it 13:52:42
9 is not a regulation, it is a discussion point. It's 13:52:44
10 for public discussion. There was a process that MOE 13:52:47
11 released this document asking for public input and 13:52:49
12 the MNR later also did it. 13:52:52
13 The first one terminated in August, 13:52:54
14 I believe, the MOE, and the second one MNR 13:52:56
15 terminated about middle of September. So it was 13:52:58
16 a consultation document that the public was to 13:53:01
17 comment on. It was not a regulation at that point, 13:53:03
18 but, yes, to answer your question, sir, we were 13:53:06
19 aware of it. 13:53:10
20 Q. Okay. And then it continues the 13:53:11
21 paragraph that starts: 13:53:12
22 "However, that does not allow any 13:53:13
23 flexibility for putting machines 13:53:16
24 farther from shore due to sound 13:53:17
25 restrictions, disturbance of 13:53:19

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1 that we are working with you, and this was the 13:54:20
2 attempt. So we are indicating that there are risks 13:54:22
3 and concerns; risks meaning uncertainty, not 13:54:25
4 necessarily fatal risks, but things we had to deal 13:54:29
5 with, things we have to mitigate. 13:54:31
6 So let's take a look at them one at 13:54:33
7 a time. This has been reduced to 15 per cent. If 13:54:35
8 the five kilometres applied, we quickly realized 13:54:37
9 that we would need additional site access, and we 13:54:40
10 approached the MNR and requested -- in fact we 13:54:43
11 applied for additional lands, which the MNR 13:54:47
12 indicated quite strongly on at least two occasions 13:54:51
13 was possible, in fact probably likely, but they 13:54:56
14 certainly confirmed that it was a situation they 13:55:00
15 would -- 13:55:01
16 Q. Well -- 13:55:02
17 A. -- we would consider -- 13:55:02
18 Q. -- further question, you will be 13:55:02
19 able to explore that topic. 13:55:04
20 A. My opinion is it is likely. 13:55:06
21 We talked about the flexibility of 13:55:08
22 needing additional lands, which is really just 13:55:12
23 a continuation of the previous. You want to be able 13:55:14
24 to move it around as necessary. Things like weak 13:55:16
25 bottom structure, shipping channels, coastguard 13:55:19

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1 sensitive bottom area, fish 13:53:22
2 breeding, shipwreck, and some 13:53:24
3 other archeological artifact, nor 13:53:26
4 allow us to compensate for areas 13:53:28
5 of weak bottom structure or to 13:53:31
6 reduce the impact to shipping 13:53:33
7 channels, coastguard restrictions, 13:53:35
8 radar, lighthouse operations, 13:53:36
9 airport flight path or concerns 13:53:38
10 about sediment transport." [As 13:53:41
11 read] 13:53:43
12 And then you write after all of that: 13:53:44
13 "All of these could come out of 13:53:45
14 our REA study and become the next 13:53:46
15 regulatory concerns. And of 13:53:49
16 course it presumes that the 13:53:50
17 five-kilometre setback is not 13:53:52
18 increased." 13:53:53
19 Now you would agree there that you are 13:53:54
20 articulating the uncertainty in the detailed 13:53:56
21 requirements of the REA, aren't you? 13:53:59
22 A. Let's take them one at a time if 13:54:05
23 we may. Okay. And I might note at the very bottom 13:54:07
24 of that same page: The message that I want to send 13:54:14
25 to government at all levels, including MNR folks, is 13:54:16

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1 restrictions. 13:55:22
2 We've only had this contract six weeks 13:55:22
3 at this point, seven weeks. We haven't done the 13:55:24
4 detailed engineering that's necessary to really 13:55:27
5 determine if these are a concern. I'm identifying 13:55:29
6 we have to study these. 13:55:33
7 Q. Uh-hmm. 13:55:34
8 A. And they might be a concern. 13:55:35
9 I don't know at this point. That's my job, is to 13:55:36
10 bring in the experts to study, which, in fact, we 13:55:39
11 did later that fall. 13:55:42
12 And then they talk about, they presume 13:55:44
13 that the five-kilometre setback is not increased. 13:55:48
14 We always worked with five kilometres 13:55:50
15 presuming it was a given, and all we had in writing 13:55:52
16 or in discussions, and the Minister of Energy had 13:55:56
17 given a public statement actually in Sault Ste. 13:55:59
18 Marie that five kilometres was the distance, so we 13:56:01
19 had no reason to believe the distance would be 13:56:07
20 increased. 13:56:10
21 If it was increased, we'd have to work 13:56:11
22 with the agencies and change the grid cells we would 13:56:14
23 be requesting. 13:56:17
24 Q. Okay, but would you agree with me 13:56:18
25 if the REA had clear upfront rules on these issues, 13:56:20

1 on the issues of shipping channels and buffer zones, 13:56:26
2 on shipping channels, on breeding zones, habitat 13:56:29
3 zones for fish or for endangered fish, that this 13:56:33
4 would have assessed you -- or helped you to assess 13:56:37
5 the permitting risk involved? 13:56:41
6 A. To be clear, if it had rules, 13:56:43
7 they'd be rules, they'd be written down, and we'd 13:56:45
8 have to follow them. 13:56:49
9 Q. But that wasn't my question. My 13:56:50
10 question was -- 13:56:51
11 A. If it had guidelines, yes. We 13:56:51
12 were asking for the guidelines, how to interpret the 13:56:53
13 rules. There was no doubt that you had to do avian 13:56:58
14 studies and fish studies, okay, but which fish? 13:56:58
15 Which birds? Which fly-aways? 13:57:02
16 Q. If there was a setback that said 13:57:04
17 you are not going to go within a kilometre of a fish 13:57:06
18 habitat area, doesn't that send a clear signal that 13:57:09
19 you know where your project can be sited and where 13:57:13
20 it can't be sited? 13:57:16
21 A. Does that rule exist? I don't 13:57:17
22 think it does. 13:57:19
23 Q. No, it doesn't, no. 13:57:20
24 A. So if it's not a rule, how can 13:57:20
25 I follow it? I don't mean to be difficult, but the 13:57:22

1 or not. But generally what you try to do is get the 13:58:06
2 agencies upfront to talk about the guidelines of 13:58:10
3 what they expect. So if the agencies aren't talking 13:58:13
4 to you, which is the situation in 2010, you do your 13:58:16
5 best efforts. 13:58:18
6 Like I said, it's quite normal to 13:58:19
7 proceed without these guidelines in place, quite 13:58:21
8 normal. Most projects are that way. But you work 13:58:24
9 around them and then you do your studies. 13:58:26
10 Now, to your point, we did not start 13:58:29
11 the field studies. And the reason we didn't start 13:58:31
12 the field studies is this five kilometre 13:58:35
13 uncertainty. 13:58:37
14 We didn't know, for example, if we had 13:58:38
15 to study the right -- the area along the shoreline 13:58:41
16 and out the five kilometres. In the hydro electric 13:58:45
17 world, you have to. You study all area of impact. 13:58:51
18 But with offshore wind, if the 13:58:53
19 agencies are saying the project starts at five 13:58:55
20 kilometres and moves outward from there, well, when 13:58:59
21 you do your field studies, do you study just that 13:59:03
22 region, or do you study in closer to shore? You 13:59:05
23 don't know -- 13:59:08
24 Q. But in you had clear rules -- 13:59:09
25 A. That's the guidelines -- 13:59:11

1 REA regulations are quite specific. The way -- let 13:57:25
2 me explain, if I may. 13:57:27
3 The way environmental assessment works 13:57:29
4 in Ontario, and has worked for the last ten years, 13:57:30
5 is something called an adaptive management process. 13:57:33
6 If there is an unknown, and Mr. Roeper is far more 13:57:36
7 qualified because he is the environmental 13:57:39
8 engineer -- 13:57:40
9 Q. We will be able to talk to 13:57:41
10 Mr. Roeper as well. 13:57:42
11 A. But if there is an unknown, as 13:57:43
12 I understand it, what you do is you work with the 13:57:45
13 agencies to determine if there is a risk involved, 13:57:46
14 and if there's a risk involved, how serious is the 13:57:48
15 risk? 13:57:51
16 Q. And that's -- 13:57:51
17 A. And you mitigate it -- 13:57:53
18 Q. Like I said, that's an environment 13:57:53
19 assessment system but -- 13:57:54
20 A. Here we -- 13:57:55
21 Q. -- you replaced that with an REA 13:57:56
22 process? 13:57:58
23 A. Right. And it is proponent 13:57:59
24 driven, where the proponent does these studies, 13:58:01
25 submits to the agencies, and the agencies approve it 13:58:03

1 Q. If you had clear -- 13:59:11
2 A. Those are guidelines -- 13:59:11
3 Q. -- setback rules -- but we just 13:59:12
4 walked through them, and we walked through the EBR, 13:59:15
5 right, and it said that regulatory changes were 13:59:17
6 coming? 13:59:19
7 A. They didn't exist for onshore at 13:59:20
8 that time either, so why we would we expect to have 13:59:21
9 them offshore? 13:59:24
10 Q. But the REA contains strict, clear 13:59:25
11 guidelines for offshore -- 13:59:27
12 A. No, it contains regulations. 13:59:28
13 MS. SEERS: I don't mean to intervene 13:59:31
14 here, but if Mr. Neufeld is going to be putting to 13:59:33
15 the witness that the REA contains or does not 13:59:36
16 contain something, we would submit that it would be 13:59:38
17 appropriate for the witness to be taken to that 13:59:40
18 document. 13:59:42
19 PRESIDENT: Yes, I think we can follow 13:59:48
20 the discussion, but if there are specific questions 13:59:49
21 about what guideline is and what a rule is, that 13:59:51
22 would be helpful for the Tribunal as well. 13:59:53
23 BY MR. NEUFELD: 13:59:56
24 Q. Okay. Let's look at the REA 13:59:56
25 regulation then. Maybe the easiest thing to do is 13:59:58

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1 to get Donnie to call it up on the screen. 14:00:40
2 A. You should go to Class 5 14:01:05
3 facilities. 14:01:08
4 Q. So Section 553, I believe, if 14:01:17
5 memory serves. 14:01:19
6 PRESIDENT: Can we have the exhibit 14:01:35
7 number for the record? 14:01:36
8 BY MR. NEUFELD: 14:02:06
9 Q. It is C-0103. So these here at 14:02:07
10 Section 53 are the specific rules that we've been 14:02:08
11 speaking about, correct? 14:02:11
12 A. Yes. 14:02:12
13 Q. And it says: 14:02:12
14 "No person shall construct, 14:02:13
15 install, expand a wind turbine as 14:02:16
16 the distance between the centre of 14:02:21
17 the base of the blade and any 14:02:22
18 public road or railway plus 14:02:24
19 10 metres." 14:02:27
20 Right? 14:02:28
21 A. Yes. 14:02:28
22 Q. These are very, very specific -- 14:02:28
23 A. Yes. 14:02:31
24 Q. -- rules? 14:02:31
25 A. We followed these for Wolfe Island 14:02:31

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1 a noise model and determine that the noise does not 14:03:31
2 exceed a certain level, 40 dbA. 14:03:33
3 The second is -- if you want thou 14:03:36
4 shalt not -- you cannot go closer than 550 metres 14:03:37
5 between the base of the turbine and the sensitive 14:03:44
6 receptor -- 14:03:45
7 Q. Okay, so maybe not -- 14:03:46
8 A. So two separate rules -- 14:03:47
9 Q. -- so maybe not just minimum noise 14:03:47
10 -- but flicker, it's there for other purposes 14:03:47
11 perhaps -- 14:03:50
12 A. There is also a flicker standard, 14:03:51
13 yes. 14:03:52
14 Q. Okay. But that type of rule, that 14:03:52
15 type of requirement does not exist for offshore wind 14:03:54
16 isn't that right? 14:03:58
17 A. REA covers offshore wind. It is 14:03:59
18 called Class 5, yes. 14:04:03
19 Q. But -- 14:04:04
20 A. This regulation covers Class 5 14:04:04
21 offshore wind, so the same regulations in terms of 14:04:08
22 distance from boundary, and so on, they would apply. 14:04:10
23 Q. So the 550 metres also applies to 14:04:13
24 offshore wind -- 14:04:17
25 MS. SEERS: Again -- 14:04:18

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1 because these are taken right out of the 14:02:34
2 environmental screening, previous EA. 14:02:36
3 Q. And if you flip down a little bit 14:02:40
4 to the next. So the distance between the centre of 14:02:44
5 the base of the wind turbine and all boundaries of 14:02:50
6 the parcel of land on which is constructed, 14:02:52
7 installed or expanded is equivalent to at a minimum 14:02:55
8 the length of the blades plus ten metres -- 14:02:58
9 A. Yes. 14:02:59
10 Q. -- all these rules? 14:02:59
11 A. Yes. 14:03:00
12 Q. The 550-metre setback that you 14:03:00
13 find in this section here for noise, when that 14:03:03
14 applies to on-shore wind -- 14:03:05
15 A. 550 meters is not related to 14:03:08
16 noise. It is just a mandatory distance to 14:03:10
17 a sensitive receptor. 14:03:13
18 Q. Okay. 14:03:16
19 A. Noise is a separate guideline. 14:03:16
20 Q. But the receptor is a receptor for 14:03:18
21 noise, right? 14:03:20
22 A. No. The definition of a sensitive 14:03:21
23 receptor is a home, as I said. And there is two 14:03:23
24 regulations, and they are easy to get them confused. 14:03:27
25 One is there's a noise requirement, were you do 14:03:27

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1 THE WITNESS: We believe so. 14:04:18
2 MS. SEERS: -- if I may object. 14:04:18
3 Mr. Neufeld is putting to the witness that certain 14:04:19
4 things apply or don't apply to offshore wind 14:04:22
5 facilities, and he's not taking him to the 14:04:25
6 provisions of the regulation, and we would again 14:04:26
7 submit that it would be appropriate for him to do 14:04:29
8 so if he is putting questions to the witness about 14:04:31
9 regulatory requirements. 14:04:35
10 PRESIDENT: This is your 14:04:41
11 cross-examination, Mr. Neufeld, so it's up to you 14:04:42
12 how you wish to handle this, whether you put the 14:04:46
13 documents to the witness or whether you want to deal 14:04:51
14 with questions so -- 14:04:52
15 BY MR. NEUFELD: 14:04:54
16 Q. And the document is before you, if 14:04:54
17 you want to look up the rule, if you want to scroll 14:04:56
18 through it to find the rule -- 14:04:58
19 A. No, I don't need to look it up, 14:05:00
20 thank you. I've lived it several times. 14:05:02
21 Q. Very good, thanks. 14:05:04
22 A. Ten years actually. 14:05:06
23 Q. And the documents that I just 14:05:07
24 handed out on the EBR which said that -- signaled, 14:05:08
25 first of all, back in September, that rules were 14:05:13

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1 coming, and now the two new documents that I've just 14:05:17
2 handed out, the EBR and the discussion paper that 14:05:21
3 was attached to it, again, specifically mentions -- 14:05:25
4 PRESIDENT: Can I just interrupt here. 14:05:28
5 It is off -- 14:05:31
6 Can I just interrupt here? Just to 14:05:33
7 understand the witness's position here, we were 14:05:35
8 looking at the REA Class 3, 4, 5 wind facilities. 14:05:37
9 The heading is "Wind Facilities." 14:05:43
10 Is it your testimony that these 14:05:46
11 regulations or these rules -- 14:05:48
12 THE WITNESS: Correct -- 14:05:51
13 PRESIDENT: -- do not make 14:05:51
14 a distinction between offshore and onshore wind, and 14:05:52
15 your understanding is that they apply to both? 14:05:55
16 THE WITNESS: To be specific, sir, 14:05:57
17 Class 5 facilities are defined as offshore wind. 14:05:58
18 So, yes, the answer to your question is, yes, they 14:06:02
19 applied to both. 14:06:04
20 PRESIDENT: Okay, thank you. 14:06:06
21 BY MR. NEUFELD: 14:06:09
22 Q. Then would you also agree, which 14:06:09
23 I think we have already, but in R-0118, the sheet 14:06:10
24 that I just handed you, it says that: 14:06:16
25 "The government is proposing 14:06:24

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1 an approach and seeking input from 14:06:25
2 interested members of the public 14:06:27
3 to complete a finalized approach 14:06:29
4 on offshore wind specific 14:06:32
5 requirements." 14:06:33
6 Right, we can agree to that? 14:06:35
7 A. Yes, we agree that that's what was 14:06:36
8 proposed, yes. 14:06:39
9 Q. Okay. 14:06:40
10 A. Now may I offer something, please? 14:06:41
11 I understood in respect that the government has the 14:06:48
12 right to change REA regulations in future. In fact, 14:06:51
13 two years later they did change REA regulations in 14:06:55
14 some substantial ways. They did not include 14:06:58
15 offshore because there was a moratorium, so that's 14:07:01
16 not relevant. 14:07:04
17 But the government does have the right 14:07:04
18 to change regulations, and we respect that, and we 14:07:06
19 follow the rules as they apply at that time. 14:07:09
20 So the rules as they applied, the time 14:07:11
21 we signed the FIT contract, were quite specific, 14:07:13
22 Class 5 wind was clearly defined in the REA 14:07:16
23 regulations, and we read them very carefully. 14:07:18
24 Bigger picture though, I could not 14:07:22
25 envision a situation where an agency of the Crown, 14:07:24

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1 Ministry of the Environment and 14:07:31
2 Ministry of Natural Resources, would willingly 14:07:34
3 destroy or attack the Green Energy Act, because the 14:07:38
4 offshore wind project was 20 per cent of all the 14:07:40
5 wind given out in FIT contracts. We were the single 14:07:43
6 largest FIT contract. We had followed the 14:07:46
7 regulations. We clearly had accepted AOR 14:07:48
8 applications. We'd reconfigured and brought that to 14:07:51
9 the government's attention. We had received 14:07:55
10 confirmation that we could -- could do land 14:07:57
11 transfer, we could get additional opportunities, 14:08:01
12 additional Crown land sites, and based upon that we 14:08:04
13 signed the contract. But I could not visualize, and 14:08:09
14 I don't believe my investors could visualize, that 14:08:12
15 an agency of the Crown would put into place 14:08:14
16 a process that would willingly destroy the 14:08:17
17 Green Energy Act, which is what would have happened 14:08:20
18 if this had not quickly been changed into some 14:08:22
19 regulation. But it didn't, it did not become 14:08:25
20 regulation. It was a study discussion, which did 14:08:28
21 not involve us, led nowhere. To me, I couldn't see 14:08:31
22 how -- while I do respect the right of the 14:08:36
23 government to change REA, they didn't change REA. 14:08:39
24 They didn't promulgate new rules to us. So we went 14:08:43
25 forward using the existing rules, just as we went 14:08:47

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1 forward with the existing site release under AOR, 14:08:51
2 because there was no new one. There might have been 14:08:53
3 studies going on. 14:08:56
4 Q. But you hadn't signed back the 14:08:58
5 contract yet? 14:09:00
6 A. At this point, no. 14:09:01
7 Q. By the time in June when these 14:09:02
8 documents come out, and it signals a review is 14:09:03
9 coming, these are the things we are looking at, you 14:09:06
10 hadn't signed the contract? 14:09:09
11 A. We had not signed the contract, 14:09:10
12 no. 14:09:12
13 Q. And you had a high degree of 14:09:12
14 concern, as the last document just showed, high 14:09:14
15 degree of concern over the regulatory uncertainty? 14:09:16
16 A. I had indicated that we had 14:09:20
17 a degree of concern, that there was uncertainty in 14:09:21
18 how the guidelines were enabled, and we were looking 14:09:26
19 very much for clarity. We, and everybody else in 14:09:30
20 the industry. It was not unique. 14:09:33
21 Q. Right. 14:09:36
22 A. But we were certainly looking for 14:09:36
23 it. But just to be clear, my job is to mitigate 14:09:39
24 these things. If we have a project management 14:09:41
25 problem, my job is to find a solution to it, and the 14:09:45

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1 solution we attempted was to talk to the agencies 14:09:48
2 and to seek clarity and to seek a new set of REA 14:09:50
3 rules, if that's what was happening. But there are 14:09:55
4 no new REA rules, and there is no setback today. 14:09:58
5 There is no setback under EBR. I know I'm jumping 14:10:02
6 ahead, but it's.... 14:10:07
7 Q. Yeah, I'd like to focus now on 14:10:08
8 what you say was the cause of you entering into that 14:10:10
9 FIT contract then. The rules didn't exist then, so 14:10:13
10 it couldn't have been the existence of these rules? 14:10:17
11 A. The rules did exist. Please, the 14:10:18
12 rules did exist. The REA rules were in place. I'm 14:10:20
13 sorry, there was uncertainty as to the guidelines. 14:10:23
14 Those are not the rules. The regulation, the laws 14:10:26
15 are under the REA. This was a discussion paper. 14:10:29
16 This is not a regulation. 14:10:34
17 Q. But it's a discussion paper that 14:10:35
18 said changes to the regulation were coming? 14:10:38
19 A. Might be coming. 14:10:42
20 Q. Might be coming, okay. 14:10:42
21 A. But they're not a rule. If you 14:10:43
22 are going to talk about changing the speed limit on 14:10:46
23 the highway, you don't start driving that speed, you 14:10:48
24 go with what the current rule is. 14:10:51
25 Q. Right. 14:10:52

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1 A. And the rules were defined. And 14:10:52
2 we had the expert testimony of Ortech Environmental 14:10:56
3 backing us up at that time. I shouldn't say 14:11:01
4 "testimony," but we'd spent a lot of time discussing 14:11:03
5 this. 14:11:06
6 Q. So let's turn to the assurances 14:11:06
7 that you were looking for then. Maybe you can have 14:11:08
8 a look at Tab 12, which is Exhibit C-294. 14:11:11
9 A briefing document dated June 24th, 2010, on 14:11:18
10 Wolfe Island shoals, and this I think you alluded to 14:11:24
11 earlier, you said we'd even written in to give our 14:11:27
12 views on the proposals and the proposed changes. 14:11:30
13 A. What is the date of this, please? 14:11:34
14 Q. June 24th, 2010. 14:11:36
15 A. Okay. 14:11:39
16 Q. So you'll find first on page 2, if 14:11:39
17 you looked at page 2, you made three specific 14:11:45
18 requests, and they're numbered there. 14:11:49
19 The first one says: To address the 14:11:57
20 five-kilometre setback, needed a Crown land swap 14:11:58
21 from MNR? 14:12:01
22 A. That's correct. 14:12:03
23 Q. The project was impossible to 14:12:03
24 build without that swap, right? 14:12:05
25 A. It was impossible to build if 14:12:07

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1 there was a five-kilometre setback enacted, yes. 14:12:09
2 Q. And then second you say: To 14:12:12
3 address the time lost to acquiring Crown land site 14:12:13
4 release, you asked for an extension from MEI? 14:12:17
5 A. Yes. 14:12:23
6 Q. And that extension that you asked 14:12:24
7 for specifically there in that paragraph it says: 14:12:25
8 "Equivalent to the amount of time 14:12:25
9 needed to obtain the grid cell 14:12:27
10 swap, Applicant of record status 14:12:29
11 and final approval of the 14:12:32
12 setbacks." 14:12:34
13 Right? 14:12:34
14 A. Which paragraph are you looking 14:12:35
15 at? 14:12:36
16 Q. The second paragraph. 14:12:38
17 A. That's correct. 14:12:45
18 Q. And then third: To address the 14:12:46
19 uncertainty in the yet to be adopted REA 14:12:49
20 requirement, you wanted confirmation from MOE that 14:12:52
21 the five-kilometre setback wouldn't apply to Pigeon 14:12:55
22 Island; isn't that right? 14:13:01
23 A. That's correct, because setback 14:13:02
24 has to be setback from something. There is no 14:13:04
25 definition of shoreline in the rules. 14:13:06

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1 Q. It just defines it in this 14:13:08
2 discussion paper that we had just as the -- from the 14:13:09
3 water's edge, setback from the water's edge? 14:13:12
4 A. Right, but there is no concept of 14:13:14
5 shoreline. 14:13:16
6 Q. Now you didn't get any of these 14:13:17
7 three asks, did you? 14:13:20
8 A. Actually we did. We received 14:13:22
9 a one-year extension as requested. 14:13:27
10 Q. But you didn't request that, did 14:13:28
11 you? You requested conditional extensions based on 14:13:30
12 when you got AOR and the setback requirements being 14:13:33
13 firm and the grid cell swap? 14:13:37
14 A. Right. And we were given, in 14:13:40
15 fact, the one-year extension, which, to me, was 14:13:41
16 a very strong indication that the government felt 14:13:44
17 that these things would be resolved, and one year 14:13:46
18 was more than sufficient time. 14:13:48
19 Q. You are saying the government said 14:13:50
20 it was sufficient time or that -- 14:13:51
21 A. We felt that because the 14:13:53
22 government took our request for certainty and 14:13:55
23 responded by giving us a flat one-year extension, we 14:13:58
24 took that to mean that the government felt that 14:14:03
25 these things would be resolved well within that 14:14:08

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1 year. 14:14:11
2 Q. Okay. Turn to Tab 13, please, 14:14:11
3 R-542. Now this is a draft letter, you probably 14:14:17
4 recognize it? 14:14:22
5 A. Yes. 14:14:23
6 Q. A draft letter that was finalized 14:14:24
7 on August 9th that you received from Mr. Boysen, but 14:14:26
8 this was the letter in draft form that was given to 14:14:28
9 you prior to that point; right? 14:14:31
10 A. Yes, correct. 14:14:33
11 Q. And you state in your witness 14:14:34
12 statement that this is what sent the clear signal to 14:14:38
13 you, right? This is the clear signal that MNR would 14:14:40
14 work with you to deal with the challenges facing the 14:14:43
15 project? 14:14:45
16 A. This is one of two. The second 14:14:46
17 one that was far more specific was August 9th, the 14:14:47
18 letter from, I believe, Mr. Boysen -- 14:14:51
19 Q. Well, this is the 14:14:53
20 August 9th letter, just in draft form. 14:14:54
21 A. Okay. 14:14:56
22 Q. Do you see that? 14:14:56
23 A. Thank you. 14:14:57
24 Q. So, again, I think what we'll find 14:14:58
25 in this letter is that these assurances that you are 14:15:03

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1 document here, the draft letter, is that it has not 14:16:13
2 just the -- you know, Mr. Boysen's draft language in 14:16:16
3 there, but it also has some tracked changes, which 14:16:23
4 include Windstream additions and comments or notes 14:16:27
5 attached to those additions. 14:16:30
6 A. Right. 14:16:32
7 Q. So we will get to page 2, but 14:16:33
8 let's just start at the top here. Now -- well, even 14:16:37
9 before we get to the letter, it doesn't address REA 14:16:44
10 requirements in any way, right? This is coming from 14:16:47
11 MNR -- 14:16:50
12 A. No, REA is MOE, environment. 14:16:50
13 Q. So it wouldn't deal with that 14:16:54
14 assurance that you are looking for, it -- 14:16:55
15 A. We weren't looking for assurance 14:16:58
16 for REA. We didn't need REA assurance. It was 14:17:00
17 a Class 5 wind. I said that before. This is Crown 14:17:02
18 land specifically AOR - 14:17:05
19 Q. Well, you specifically asked for 14:17:08
20 it to be confirmed that it wasn't -- that Pigeon 14:17:10
21 Island wouldn't -- that the setback, the REA -- the 14:17:11
22 five-kilometre setback wouldn't apply to -- 14:17:20
23 A. Yes. 14:17:22
24 Q. -- Pigeon Island? 14:17:22
25 A. Not Pigeon Island or any other 14:17:23

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1 looking for aren't specifically provided -- 14:15:06
2 A. Actually this is not the letter 14:15:07
3 because it doesn't say we can move forward to obtain 14:15:08
4 an AOR. 14:15:11
5 Q. Maybe we can turn up, if we have 14:15:15
6 this draft letter open, which was given to you on 14:15:17
7 August 3rd, and then, Donnie, if you could call up 14:15:20
8 separately C-334 on the screen, then we can actually 14:15:22
9 compare the two as we go. 14:15:27
10 A. I think it's the second page that 14:15:44
11 is the more interesting. 14:15:45
12 Q. Okay, but this is the letter that 14:15:46
13 you are referring to. We've got the right document? 14:15:47
14 This is the August 9th letter. 14:15:49
15 A. I believe so. I can't see the 14:15:52
16 date, but I believe so. 14:15:53
17 Q. Scroll up a bit there, Donnie. 14:15:55
18 A. Yes, thank you. 14:15:56
19 Q. And the draft form of this letter 14:15:58
20 you received on August 3rd, 2010, correct? 14:15:59
21 A. We took that as a very positive 14:16:03
22 sign that the MNR would ask our opinion on a letter 14:16:05
23 that they were sending to us, a comfort letter, but, 14:16:07
24 yes, that is the one we received. 14:16:09
25 Q. What's interesting about this 14:16:12

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1 small island, yes. 14:17:26
2 Q. Okay. And it doesn't contain 14:17:27
3 anything on that. I mean you can agree to that? 14:17:28
4 This letter wouldn't contain anything on that point? 14:17:30
5 A. No. 14:17:33
6 Q. Okay. Now the letter begins with 14:17:33
7 Mr. Boysen explaining that MNR is prepared to 14:17:40
8 discuss limited reconfiguration of your existing 14:17:43
9 applications; do you see that? 14:17:46
10 A. Yes. He actually defined 14:17:48
11 "limited" as in other areas that it would be areas 14:17:49
12 that were concurrent or adjacent to our existing 14:17:53
13 applications. 14:17:56
14 Q. Okay. And the phrase that 14:17:59
15 describes a willingness to discuss, that doesn't 14:18:02
16 change from the draft to the final letter, does it? 14:18:04
17 That remains unchanged? 14:18:07
18 A. That's correct. 14:18:09
19 Q. And it also confirms that the 14:18:13
20 discussion will occur only once the MOE and MNR 14:18:15
21 policy reviews have been concluded? 14:18:17
22 A. That's absolutely correct. 14:18:20
23 Q. That's right. That doesn't change 14:18:21
24 from the draft to the final. 14:18:23
25 Now the question is did you get 14:18:25

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1 an extension of your MCOE equivalent to the amount 14:18:27
2 of time required to get AOR status? 14:18:33
3 A. No, we got a one-year fixed 14:18:35
4 extension. 14:18:39
5 Q. But on page 1 of the hard copy 14:18:39
6 there that you have of the draft in the tracked 14:18:41
7 changes, the Windstream suggests new language. It 14:18:43
8 suggests: 14:18:47
9 "It is agreed that Applicant of 14:18:48
10 record status will be confirmed 14:18:49
11 within 30 days of conclusion of 14:18:50
12 the setback requirements." 14:18:52
13 Do you see that? 14:18:53
14 A. Yes. We felt that was 14:18:53
15 a reasonable request. 14:18:54
16 Q. But it wasn't including -- 14:18:55
17 A. It actually comes from the MNR's 14:18:58
18 guidelines, the MNR's rules. If you recall when 14:18:59
19 they did the site release, that they would confirm 14:19:01
20 within 30 days, so I'm simply parroting back to the 14:19:04
21 MNR what they had promised back in 2009 on 14:19:09
22 September 24th. 14:19:11
23 Q. Right, and it doesn't get included 14:19:12
24 in the final letter, that language, the request? 14:19:14
25 A. No, it doesn't. We requested it. 14:19:17

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1 A. But the guidelines still existed. 14:20:26
2 The guidelines of site release for 30 days still 14:20:27
3 existed. It was still in their original site 14:20:30
4 release process. So whether they included it or not 14:20:33
5 I thought was somewhat irrelevant, because it was -- 14:20:36
6 the government made quite a few guarantees, and that 14:20:38
7 was one of the things that they clearly stated at 14:20:42
8 the start of the process back in 2009. 14:20:45
9 Q. And this was the concern that we 14:20:47
10 covered earlier that you'd brought up with Minister 14:20:48
11 Cansfield in October of 2008 already, right? 14:20:51
12 A. Well, I was concerned about the 14:20:57
13 time it was taken with Minister Cansfield. But to 14:20:58
14 be clear, what I'm commenting on here is simply 14:21:01
15 asking the MNR to include in the letter their own 14:21:04
16 process which they have put out to the public is how 14:21:06
17 they are going to release sites 30 days after you 14:21:09
18 get the setback. It seemed like a reasonable 14:21:12
19 request. They didn't include it in the letter, but 14:21:15
20 it still existed in their regulation. I shouldn't 14:21:17
21 say regulation, in their policy, which they had 14:21:20
22 clearly stated. 14:21:23
23 Q. Okay. Now, and as you've noted, 14:21:24
24 the OPA provided a one-year extension, right -- 14:21:29
25 A. Correct. 14:21:32

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1 They did not grant it. 14:19:20
2 Q. The reason for your desire to put 14:19:21
3 that language in is explained in a note, again, in 14:19:27
4 the hard copy. It says: 14:19:30
5 "When and how government makes 14:19:32
6 Crown land available for offshore 14:19:33
7 wind projects is open-ended. It 14:19:35
8 has taken two plus years to date." 14:19:37
9 A. That's a fact. We had applied in 14:19:40
10 February of 2008, and we are now in July 2010. 14:19:43
11 Q. Still waiting? 14:19:46
12 A. More than two years has elapsed. 14:19:46
13 It's open-ended. I think I'm just stating something 14:19:48
14 that's factual. 14:19:52
15 Q. Okay. So in your witness 14:19:55
16 statement when you say that this letter -- you got 14:19:57
17 comfort that this letter assured you that AOR would 14:20:02
18 be provided in a timely manner, you are not 14:20:06
19 suggesting that MNR agreed to a 30-day timeline or 14:20:10
20 any timeline in this letter, are you? 14:20:13
21 A. The answer is, no, I'm not saying 14:20:16
22 that. I simply proposed the MNR follow their own 14:20:19
23 guidelines and they chose not to put that in the 14:20:22
24 letter. 14:20:25
25 Q. Okay. 14:20:25

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1 Q. -- so from May 4th, 2010, to 14:21:32
2 May 4th, 2011? 14:21:36
3 It didn't condition the extension on 14:21:37
4 Crown land site release in any way, the extension -- 14:21:39
5 A. No. 14:21:42
6 Q. -- or on AOR or on -- 14:21:42
7 A. No, it didn't. No, as I said, we 14:21:44
8 took that as an indication that it would happen in 14:21:46
9 a timely manner, and one year was sufficient. 14:21:48
10 The alternative would be the OPA would 14:21:50
11 be saying we're going to give you a FIT program that 14:21:54
12 you can't possibly build. That's bad faith. 14:21:56
13 I certainly don't expect bad faith on the part of 14:22:00
14 government. 14:22:03
15 We went into this on the understanding 14:22:03
16 that there was clear desire on the part of 14:22:05
17 government to bring in shovel-ready, as they called 14:22:09
18 it, or advance stage projects, they were bragging 14:22:13
19 publicly about the billions of dollars to be spent 14:22:16
20 invested in the province. This was more than 14:22:19
21 a billion dollars. They were bragging about the 14:22:22
22 jobs to be created, 20,000 they were saying. This 14:22:25
23 was almost nineteen -- this was 19,775 -- sorry, 14:22:27
24 1975. 14:22:31
25 We were doing all the things that they 14:22:32

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1 were asking, and we couldn't envision that small 14:22:33
2 details like this would stand in the way of a very 14:22:38
3 much larger process. 14:22:42
4 Q. Small details of policy reviews by 14:22:44
5 MOE and policy review by MNR; is that right? 14:22:47
6 A. Well, we're talking specifically 14:22:50
7 site release, and we understood -- 14:22:52
8 Q. Didn't we address that earlier? 14:22:56
9 I mean we agreed that that was under 14:22:58
10 review, and that your contract specifically noted 14:22:59
11 that you were going to work on this up until July 14:23:03
12 2010, right? 14:23:07
13 Again, September of 2010 was the sort 14:23:09
14 of outlying date for your hope that you would get 14:23:11
15 an AOR status, right? 14:23:15
16 A. No. 14:23:17
17 Q. Isn't that what the deliverables 14:23:17
18 in your contract were -- 14:23:18
19 A. No, that [sic] inside my contract. 14:23:20
20 That was something that I was aspiring to when 14:23:21
21 I signed that contract in 2008. That was before 14:23:23
22 site release even got going. That was not 14:23:26
23 a commitment by Control Tech. Control Tech is my 14:23:30
24 holding company. It is an engineering company. We 14:23:34
25 are an engineering firm. We have multiple 14:23:36

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1 that it would be a dangerous 14:24:59
2 precedent. He conceded that 14:25:00
3 starting the clock on the COD 14:25:02
4 countdown until after the setbacks 14:25:04
5 have been finalized, and said that 14:25:05
6 we would receive a letter or some 14:25:08
7 other form of communication from 14:25:09
8 the OPA on this shortly, but he 14:25:10
9 said that was as far as he's 14:25:14
10 willing to go with the OPA." 14:25:17
11 [As read] 14:25:19
12 Q. So Mr. Ungerman here is saying 14:25:20
13 he's willing to speak to the OPA, but he makes clear 14:25:22
14 that he's not intending in any way to mitigate the 14:25:24
15 risks that Windstream would have to bear as 14:25:27
16 a contract holder; isn't that right? 14:25:28
17 A. No. What he's saying is that he 14:25:30
18 didn't want to extend the sign back time until after 14:25:32
19 the setbacks had been confirmed. This was on 14:25:40
20 August 6th. We signed on August 20th. So we are 14:25:43
21 now 14 days away from drop dead, sign it or else. 14:25:46
22 The OPA is very -- you don't discuss 14:25:50
23 with the OPA. They are very, very specific in their 14:25:52
24 demands. 14:25:54
25 Q. They are rigid in their timelines? 14:25:55

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1 customers, okay, and Control Tech was simply saying 14:23:38
2 this is something we'll try to do. It was a very 14:23:40
3 early stages. It is not a commitment that Control 14:23:44
4 Tech will obtain. I was working for Windstream at 14:23:46
5 the time. 14:23:52
6 Q. Right. Okay, if you could turn to 14:23:52
7 Tab 46, please. This document relates to the 14:23:54
8 one-year extension, so this is C-0333, and turn to 14:24:13
9 the email beginning about halfway down the second 14:24:17
10 page. It is from Chris Benedetti to you on 14:24:19
11 August 6th, 2010. Mr. Benedetti describes his 14:24:26
12 discussion with Mr. Ungerman in the second 14:24:31
13 paragraph. Would you mind reading that aloud. I've 14:24:33
14 been doing lots of reading? 14:24:39
15 A. "I spoke to Paul Ungerman last 14:24:41
16 night." Is that the one? 14:24:43
17 Q. Yes. 14:24:45
18 A. (Reading): 14:24:46
19 "He was very dismissive of asking 14:24:46
20 the OPA to extend the sign back 14:24:48
21 until after the setbacks had been 14:24:49
22 confirmed. His reasoning is that 14:24:52
23 to do so would be unfairly 14:24:53
24 mitigating risk that all other FIT 14:24:55
25 contract holders have to bear, and 14:24:57

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1 A. Well, the OPA gave us several 14:25:58
2 extensions, I believe three or four extensions, but, 14:25:59
3 yes, yes, there is no negotiation with the OPA. 14:26:02
4 Q. Okay. And the next paragraph, 14:26:05
5 Mr Benedetti further states that: 14:26:09
6 "He argued that all contract 14:26:12
7 holders are required to sign back 14:26:14
8 the contract without knowing 14:26:15
9 whether they have a developable 14:26:17
10 project either from the financial 14:26:19
11 domestic content or regulatory 14:26:21
12 perspective. Alleviating 14:26:23
13 Windstream of the obligation to 14:26:28
14 sign back a FIT contract would 14:26:30
15 send a signal to the market he is 14:26:31
16 not prepared to support." 14:26:32
17 [As read] 14:26:35
18 Would you agree that Mr. Ungerman 14:26:35
19 didn't provide you the assurances that you were 14:26:41
20 looking for, a conditional -- 14:26:43
21 A. Specifically what Mr. Ungerman was 14:26:44
22 not willing to do was to allow us to extend the 14:26:46
23 contract signing date until after the setback had 14:26:48
24 been determined. 14:26:50
25 Q. But he was also not willing to ask 14:26:51

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1 the OPA to extend based on a conditional extension 14:26:53
2 of either AOR or setbacks or -- in any way -- 14:26:56
3 A. I think we are saying the same 14:27:02
4 thing. 14:27:03
5 Q. Okay, okay, that's good. Now at 14:27:04
6 Tab 14 you have document C-0335. 14:27:10
7 This is an August 9th email exchange 14:27:17
8 between you, Windstream's lawyer, Adam Chamberlain 14:27:21
9 and Chris Benedetti. 14:27:27
10 Now if you could look to the bottom of 14:27:29
11 page 2, your lawyer, Mr. Chamberlain, advised that: 14:27:31
12 "The key date that needed to be 14:27:39
13 amended was the milestone date for 14:27:41
14 commercial operation, and that 14:27:44
15 that the simplest way to adjust 14:27:46
16 this date is to amend it to the 14:27:48
17 date of applicant of record 14:27:50
18 status." 14:27:51
19 Do you see that? 14:27:57
20 A. Yes. 14:27:57
21 Q. And you respond to that "nothing 14:27:57
22 less could work," in the email above that line? 14:28:00
23 A. Correct. 14:28:10
24 Q. That's the conditional extension 14:28:13
25 is what you were saying "nothing less could work" 14:28:16

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1 receipt of AOR, however, we did work around. 14:29:30
2 Q. Okay. 14:29:42
3 A. I must say that nothing in any of 14:29:42
4 this discussion has suggested that a moratorium was 14:29:44
5 coming. 14:29:47
6 Q. No. Now at Tab 16 you will find 14:29:48
7 document R-0138, which is your report to the board 14:29:56
8 right after signing the FIT contract. It is the 14:30:00
9 August 30th document with the project management 14:30:02
10 plan for the project. 14:30:12
11 A. Yes, I wrote this. This was 14:30:22
12 written ten days after we signed the contract. 14:30:23
13 Q. So this is a confidential 14:30:25
14 document, but there's no -- I don't intend to bring 14:30:27
15 you to any of the confidential information. You 14:30:31
16 will see it highlighted in your -- in the document 14:30:33
17 itself. So if you want to refer to it, then we'll 14:30:36
18 have to cut the feed and make sure that the public 14:30:39
19 is -- but otherwise I think you could probably -- 14:30:42
20 A. I have the document in front of 14:30:45
21 me. 14:30:46
22 Q. Right. Right. You have the full 14:30:46
23 document in front of you -- 14:30:48
24 A. I -- 14:30:49
25 Q. -- not the -- 14:30:49

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1 to; isn't that right? 14:28:22
2 A. I say I remain deeply concerned, 14:28:24
3 yes. 14:28:26
4 Q. Okay. 14:28:27
5 A. Now, at this point, you have to 14:28:27
6 understand I'm under tremendous pressure. I'm not 14:28:30
7 getting the cooperation that I was hoping from 14:28:34
8 government, we had received multiple extensions, 14:28:36
9 possibly three at this point. 14:28:40
10 \$6 million was about to be placed at 14:28:43
11 risk, and my investors were going to have to commit 14:28:45
12 to a \$25-million spend in the next year or so. 14:28:48
13 I wrote to them and asked for \$8 million, 14:28:51
14 \$8.8 million immediately. 14:28:53
15 Perhaps when I said this, I was 14:28:56
16 overreacting. It's possible that I shouldn't have 14:28:57
17 said "nothing less could work" because clearly we 14:29:01
18 were able to find accommodation. I asked for 14:29:05
19 clarification and advice from my investors, who were 14:29:08
20 very, very experienced business people, and they 14:29:11
21 said to me "Ian, maybe you're a little out of line 14:29:14
22 on this," so I probably was. 14:29:18
23 I believe that I overstated it. The 14:29:20
24 fact is we worked around it. Something I felt very 14:29:24
25 strongly was required, I was deeply concerned about 14:29:28

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1 A. -- do. 14:30:50
2 Q. -- version, right? 14:30:50
3 Okay. So in this document you define 14:30:52
4 the critical path issues which commercial operation 14:30:54
5 depend upon, correct? 14:30:56
6 A. I believe I used the words 14:31:03
7 "critical path." 14:31:05
8 Q. And at page 5, the last three 14:31:07
9 sentences, so the page numbers you can refer to are 14:31:09
10 the ones on the bottom right in this case. 14:31:12
11 A. No, I don't have -- oh, I see, 14:31:14
12 thank you. 14:31:17
13 Q. And look to the last number on the 14:31:18
14 page, bottom right. 14:31:19
15 A. Got it. 14:31:21
16 Q. In those sentences there you wrote 14:31:23
17 that: 14:31:25
18 "Access to control land granted by 14:31:25
19 MNR remains a critical missing 14:31:27
20 piece." 14:31:31
21 So it's still a concern even after 14:31:31
22 signing the contract, right? 14:31:33
23 A. Yes, I was very concerned, and I'm 14:31:34
24 writing to my board of directors. I'm writing 14:31:37
25 a balanced document. I'm showing them both the 14:31:40

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1 positives, the concerns and the costs. We're 14:31:43
2 expecting \$8.8 million to be spent that year. So 14:31:48
3 I'm not hiding anything. 14:31:52
4 My understanding though, I did not 14:31:54
5 tell them that this was a fatal flaw. It was 14:31:56
6 a concern. And to put it in context at the time -- 14:31:59
7 this is August -- we believed, based upon the 14:32:03
8 letters we received and the discussions with the 14:32:06
9 MNR, that as soon as site release -- as soon as the 14:32:09
10 setback was confirmed, we could receive a grid cell 14:32:13
11 swap and applicant of record. That was going to 14:32:17
12 occur about the 20th of September, and the -- sorry, 14:32:21
13 the MNR had already given us notice of a meeting on 14:32:24
14 September the 22nd, I believe, in which they would 14:32:27
15 announce the results of the consultation, and we 14:32:31
16 expected that shortly thereafter we would receive 14:32:34
17 our AOR. 14:32:39
18 Q. And this was your expectation. 14:32:42
19 I mean we clarified that when we looked at -- 14:32:43
20 A. Yes. 14:32:47
21 Q. -- Mr. Boysen's letter, right? 14:32:47
22 This is your expectation based on 14:32:49
23 those words. There is nothing -- there's no 14:32:51
24 commitment, there is no timeline, there is no 14:32:52
25 30-day, in fact they took those very words out of 14:32:54

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1 required AOR. I mean the MNR controls all Crown 14:34:01
2 land. There was 45 water power sites that also 14:34:05
3 required AOR. 14:34:10
4 They knew that the FIT required AOR 14:34:11
5 for the sites. 14:34:13
6 Q. Right. Okay, flip to page 16, 14:34:13
7 please, the last paragraph where you note that the 14:34:16
8 critical task is to continue discussions with MNR to 14:34:21
9 expedite obtaining applicant of record status or to 14:34:25
10 get a waiver which would exempt you from that, 14:34:28
11 right? 14:34:29
12 MS. NETTLETON: Mr. Neufeld, if 14:34:38
13 I could just check, we are not in closed session at 14:34:39
14 the moment? I'm just confirming that you are aware 14:34:47
15 of that and it's fine. 14:34:47
16 MR. NEUFELD: Yes, there is nothing 14:34:47
17 confidential in this. 14:34:49
18 MS. NETTLETON: Okay, thank you. 14:34:50
19 THE WITNESS: Do you want to repeat 14:34:50
20 your question, please? 14:34:51
21 BY MR. NEUFELD: 14:34:52
22 Q. Have you found the reference? 14:34:54
23 A. Yes, I have it in front of me. 14:34:54
24 Thank you. I am going [sic] discussions with MNR. 14:34:55
25 That's what we were doing. We were trying very hard 14:34:58

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1 the -- 14:32:57
2 A. The government never makes a 14:32:58
3 commitment to a process. When you apply for 14:32:58
4 something, the government does not give you 14:33:02
5 assurances you are going to get it at the end. 14:33:03
6 Q. Okay. 14:33:05
7 A. What you do is they give you 14:33:05
8 assurances that you can follow the process, and if 14:33:07
9 you follow the process you have the reasonable 14:33:09
10 expectation of achieving the result at the end. You 14:33:11
11 will never get a guarantee from governments on 14:33:14
12 application for approvals. We didn't expect one. 14:33:17
13 But we did expect that we would be 14:33:18
14 allowed to follow through the process, and given 14:33:23
15 that that was a clear requirement in order to meet 14:33:25
16 the FIT contract guidelines, I didn't think that 14:33:27
17 that was an unreasonable expectation, because we'd 14:33:31
18 received several points contact from the MNR, 14:33:34
19 including the August 8th letter, indicating that we 14:33:40
20 could expect -- and I'm happy to read it -- move 14:33:43
21 forward, I believe, move forward to receiving your 14:33:47
22 AOR, is the final comment. Moving forward to 14:33:49
23 receiving your AOR, to me is quite specific. 14:33:52
24 What they did not say is: You're 14:33:55
25 never going to get AOR, okay. And they knew we 14:33:57

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1 to engage in a process to discuss with MNR. 14:35:00
2 Q. And based on what your notes 14:35:02
3 showed in the draft letter to Mr. Boysen, the 14:35:03
4 process could take up to two years to obtain access 14:35:06
5 to land? I mean that's the -- 14:35:09
6 A. No. I said it had been two years 14:35:11
7 up to that point looking backwards. 14:35:13
8 Q. We should go back to that 14:35:15
9 document -- 14:35:16
10 A. We should, please. 14:35:16
11 Q. -- and have a look at it again. 14:35:16
12 A. Yes, please. It is an open-ended 14:35:18
13 process, and it's taken two years to date, is what 14:35:20
14 I think I said. I'm just stating that two years has 14:35:23
15 elapsed since we applied. 14:35:28
16 Q. It is at Tab 13, if you want to go 14:35:30
17 back, it is 542. 14:35:33
18 A. I say -- I say: 14:35:36
19 "When and how the government makes 14:35:38
20 Crown land available for offshore 14:35:39
21 wind projects is open-ended and 14:35:41
22 has taken two years plus to date." 14:35:43
23 I'm speaking in the past. 14:35:46
24 Q. So it's open-ended, so you can't 14:35:47
25 determine one way or another for anybody, and you 14:35:50

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1 are saying for your project it has taken two years 14:35:53
2 plus up to date? 14:35:56
3 A. Taken two years, yes. Everybody, 14:35:57
4 yes, but my project specifically, yes, it had taken 14:35:58
5 two years to that point, and it was open-ended, 14:36:02
6 because it was open-ended waiting for clarification 14:36:04
7 of the setback. 14:36:07
8 Q. Okay. All right, let's -- so back 14:36:08
9 to the document we were just in. 14:36:12
10 A. Which tab, I'm sorry? 14:36:14
11 Q. It is Tab 16. 14:36:15
12 A. Thank you. 14:36:17
13 Q. Now go to page 6 in the "Project 14:36:17
14 Overview." 14:36:21
15 A. Yes. 14:36:23
16 Q. Here in the second paragraph you 14:36:23
17 note that "New blocks" -- that means new Crown land 14:36:24
18 grid cells, I take it, that's what blocks refers to? 14:36:28
19 A. Blocks and a Crown land cell. The 14:36:31
20 MNR works in a fixed block -- 14:36:33
21 Q. On the maps: 14:36:35
22 "... which will be required for 14:36:36
23 the project. New blocks will be 14:36:37
24 required and that a formal 14:36:39
25 application for these new blocks 14:36:40

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1 A. -- for 30 different projects, so 14:37:32
2 it's an application window, yes. 14:37:35
3 So the question is did we apply inside 14:37:39
4 that application window? No, we applied knowing 14:37:41
5 that those blocks were required, and we did it to 14:37:44
6 clarify to the MNR and show cooperation that this is 14:37:46
7 what we need. And we also said all the blocks less 14:37:51
8 than 5K, you can have back. We acknowledged all 14:37:54
9 48,000, they're yours. That's what they told us 14:37:59
10 they wanted. 14:38:04
11 Q. Right. If you could turn to 14:38:05
12 page 8 now, the same document. Here you note: 14:38:06
13 "The project schedule is very 14:38:09
14 tight with little room for delay." 14:38:11
15 A. Correct. 14:38:14
16 Q. And you go on to explain that: 14:38:15
17 "The delays are expected due to 14:38:17
18 winter limitations and evolving 14:38:18
19 MNR site release process." 14:38:20
20 [As read] 14:38:22
21 Do you see that? 14:38:22
22 A. Uh-hmm. 14:38:23
23 Q. So if I understand correctly, you 14:38:23
24 haven't secured the project site, and you know it 14:38:27
25 will take a formal application, or application 14:38:30

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1 will be required." 14:36:42
2 [As read] 14:36:43
3 Do you see that? 14:36:43
4 A. That's correct. In fact, we did 14:36:44
5 make that application about a month later. 14:36:46
6 Q. You wrote asking for new land 14:36:49
7 outside of a window for opportunity when new land 14:36:52
8 could be awarded; is that right? 14:36:55
9 A. We applied for the blocks to show 14:36:57
10 the MNR exactly which blocks we felt were necessary. 14:37:00
11 Q. Okay. 14:37:04
12 A. Yes, we did an unsolicited 14:37:04
13 application. 14:37:07
14 Q. Okay, because they only give out 14:37:08
15 blocks during windows of opportunity typically, 14:37:10
16 right? 14:37:12
17 This is how they -- this is what -- in 14:37:13
18 February 28 -- 2008 or to July, that was one window 14:37:15
19 of opportunity when you applied for these very 14:37:20
20 blocks, right? 14:37:23
21 A. To be more clear, they have 14:37:23
22 windows when they allow applications. The blocks 14:37:26
23 can be given out outside. Blocks were given out in 14:37:29
24 2014 -- 14:37:31
25 Q. Okay. 14:37:32

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1 outside of the normal process, I guess as you just 14:38:33
2 described it, for new land. You haven't picked your 14:38:36
3 turbine yet or finalized your project layout. You 14:38:39
4 are in the middle of this MNR review on site 14:38:43
5 release, and yet the project timeline can't afford 14:38:46
6 any delays, is what you are saying here? 14:38:52
7 A. Well, you've made several points 14:38:55
8 there if you'd like me to address them? 14:38:57
9 Q. Sure. 14:38:59
10 A. We picked a turbine. It was 14:39:00
11 a Vestas. We were talking to Vestas at that point, 14:39:02
12 but it was just an example. We were in discussions 14:39:06
13 we thought with the MNR about site release, and had 14:39:08
14 received several letters, and had meetings, and had 14:39:12
15 a meeting on September 9th, which was ten days after 14:39:13
16 this with the MNR specifically to talk it about the 14:39:17
17 additional blocks. We provided them with a map. We 14:39:21
18 provided them with what was required. We were doing 14:39:23
19 our side to show how this project could move 14:39:27
20 forward. We were moving heaven and earth to show 14:39:30
21 the MNR what was needed. 14:39:32
22 For some reason the MNR was not giving 14:39:35
23 us the AOR, but was certainly giving us the comfort 14:39:36
24 that we could expect the AOR, and we assumed that 14:39:40
25 would be at that meeting of September, I believe 14:39:45

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1 22nd, that they had said specifically to discuss the 14:39:48
2 configuration and the results of the public 14:39:53
3 consultation. 14:39:55
4 We believed that we would receive AOR 14:39:56
5 shortly thereafter. And so we built a timeline, and 14:39:59
6 this is not contrary to what another engineer says, 14:40:03
7 this is not at the start of the project, a project 14:40:08
8 construction timeline. This is a high-level 14:40:10
9 overview. This is written to my board of directors, 14:40:13
10 so they want to see something fairly specific and 14:40:15
11 balanced -- they are very senior business people -- 14:40:18
12 and shows that how it could be done. 14:40:22
13 But, to be clear, building projects is 14:40:24
14 what I've done for 40 years, and we had multiple 14:40:26
15 ways of meeting a tight timeline. We could do 14:40:29
16 things in parallel, okay. We would make sure that 14:40:32
17 we brought in experienced people. We could also 14:40:37
18 purchase up to 18 months of delay for a cost of 14:40:41
19 a maximum of \$20 million to buy at the end, but at 14:40:43
20 this point, I did not want to take those 14:40:46
21 contingencies and say, okay, we are going to start 14:40:48
22 off and assuming all the contingents. What I'm 14:40:52
23 saying is it is tight and little room. 14:40:55
24 What you are hearing is the project 14:40:58
25 manager come out warning of these concerns and 14:40:59

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1 A. Fine with me. 14:42:57
2 Q. I'm sure you're not un-happy about 14:42:58
3 that at all. It is a January 2011 document, and it 14:42:59
4 mirrors this one. We would be going over the same 14:43:03
5 ground. 14:43:05
6 A. Okay. 14:43:05
7 Q. But there is one last subject area 14:43:06
8 that I want to deal with, and it is only really a 14:43:08
9 couple of questions, and this is now we can advance 14:43:10
10 the clock, post deferral. And your understanding -- 14:43:13
11 your contemporaneous understanding that it was 14:43:18
12 Minister Wilkinson that was behind the decision to 14:43:21
13 not allow your project to proceed as a pilot 14:43:28
14 project, and for that purpose, I'd like you to look 14:43:31
15 at Tab 41, which is document C-0507. 14:43:35
16 A. I'm not confirming that I thought 14:43:45
17 Minister Wilkinson was behind it. I did not think 14:43:47
18 Mr. Minister Wilkinson was behind it. That was the 14:43:49
19 public statement made by the government. 14:43:52
20 Q. And you didn't think so at the 14:43:54
21 time either? 14:43:55
22 A. No. 14:43:56
23 Q. Did you -- well, let's have a look 14:43:56
24 at the document. 14:43:59
25 A. Ask your next question. I'm 14:44:00

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1 saying we need to mitigate them, and then in the 14:41:01
2 same document, I believe, I'm asking for \$8 million, 14:41:03
3 \$8.8 million to hire the experts to do the first 14:41:06
4 stage of these things, and we were already starting 14:41:10
5 the workaround because we couldn't obtain approval 14:41:11
6 from the MNR to put a met tower in the water, we put 14:41:15
7 it on a spit of land, and then we put something 14:41:21
8 called a sonar to do remote sensing. We did 14:41:23
9 side-scan sonar and magnetometer readings, because 14:41:25
10 the MNR wouldn't allow us to drill on the bottom, so 14:41:30
11 we did remote sensing. 14:41:33
12 We did a lot of work to work around 14:41:35
13 the delays that were being promulgated by the 14:41:37
14 agencies, but I didn't perceive these to be fatal. 14:41:39
15 I mean Wolfe Island was built in three 14:41:42
16 and a half years, and it's just as complicated as 14:41:46
17 this one. So I had a pretty good understanding of 14:41:49
18 what the risks were, but I also had a pretty good 14:41:53
19 idea how we could deal with them. They weren't 14:41:56
20 fatal risks, and there was certainly no moratorium 14:41:59
21 involved, or any thought of a moratorium. 14:42:03
22 Q. If I could take to you, for the 14:42:23
23 record, it's document R-551. You know what, I don't 14:42:24
24 have it here, and I think I'm going to skip that 14:42:54
25 part. 14:42:56

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1 sorry. 14:44:01
2 Q. So this is an email here recapping 14:44:02
3 a conversation that you had with Craig MacLennan, 14:44:07
4 and Craig MacLennan is from the Minister of Energy's 14:44:10
5 office, right? 14:44:17
6 A. Yes. 14:44:17
7 Q. So let's have a look at the fourth 14:44:17
8 point in the email first of all there. It says: 14:44:19
9 "Craig indicated that the 14:44:22
10 government was concerned with 14:44:23
11 legal challenges that were 14:44:24
12 occurring with onshore wind 14:44:25
13 projects which required the future 14:44:28
14 offshore regulations would be 14:44:30
15 bulletproof and survive 14:44:32
16 challenges." 14:44:33
17 Do you see that? 14:44:34
18 A. Yes, I do. 14:44:35
19 Q. And then he reiterated that MOE 14:44:35
20 wants to get it right before proceeding with 14:44:37
21 offshore regulations, and he noted that MOE was 14:44:40
22 calling the shots. Do you see that -- 14:44:43
23 A. Uh-hmm. 14:44:46
24 Q. -- there as well? 14:44:46
25 So you are hearing from Craig 14:44:47

1 MacLennan -- and this is a week after the 14:44:49
 2 moratorium. You are hearing from Craig MacLennan 14:44:53
 3 that it was the Ministry of Environment that made 14:44:56
 4 the decision to defer offshore wind development? 14:45:00
 5 A. That's what Mr. MacLennan was 14:45:03
 6 saying, yes. 14:45:05
 7 Q. You didn't believe him at that 14:45:07
 8 time? 14:45:08
 9 A. No. 14:45:08
 10 Q. Did you have other reason to -- 14:45:09
 11 did you have reason to believe that it was somebody 14:45:11
 12 else calling the shots and not the Ministry of 14:45:14
 13 Environment? 14:45:17
 14 A. I thought it was a political 14:45:18
 15 decision. 14:45:20
 16 Q. But Minister Wilkinson is 14:45:20
 17 a politician? 14:45:23
 18 A. Well, first of all, the 14:45:25
 19 governments were not communicating with us before 14:45:26
 20 that, so there is no direct communication, 14:45:28
 21 meaningful communication, so I was speculating on 14:45:30
 22 what was happening. But we had been told through 14:45:33
 23 our government relations person that Canada -- or, 14:45:36
 24 sorry, Ontario wanted to advance this as they called 14:45:40
 25 a pilot project, and then they referred to it as 14:45:43

1 an active research project. 14:45:44
 2 Just to be clear, in documents that 14:45:47
 3 I've seen in 2014, pilot project in the 14:45:48
 4 government-speak was for a smaller project, but 14:45:51
 5 there was no discussion, never a discussion of 14:45:54
 6 a smaller project. 14:45:55
 7 What we had heard through our 14:45:57
 8 government relations was that we would be allowed to 14:45:58
 9 proceed for political reasons as a one-shot project. 14:46:00
 10 In other words, we do all the studies that are 14:46:04
 11 required under the renewable energy approvals, all 14:46:06
 12 the studies we've spoken about, we would do them, we 14:46:09
 13 he would pay for them, and the government would gain 14:46:12
 14 experience from them, and based upon that they would 14:46:14
 15 promulgate future regulations. That was the 14:46:17
 16 understanding we had. That's what the position of 14:46:20
 17 the Ministry of the Environment was, as we knew it. 14:46:21
 18 When I was told that the Minister of 14:46:25
 19 Environment killed the project, you can call it 14:46:27
 20 a moratorium, but I'd say it's dead after five 14:46:31
 21 years, that did not make sense to me. It didn't 14:46:33
 22 make sense at all, because we went from being your 14:46:37
 23 pilot, or active research, to being you're in 14:46:41
 24 long-term moratorium with no date, but years, we 14:46:45
 25 were told in the call years. 14:46:48

1 Q. Specifically on the Ministry 14:46:51
 2 involvement -- Environment [sic], that's what your 14:46:53
 3 question was, you are saying that it wasn't the 14:46:57
 4 Ministry of the Environment, it was a political 14:46:59
 5 decision, that's -- 14:47:01
 6 A. Yes -- 14:47:02
 7 Q. -- the answer you provided? 14:47:02
 8 A. That's what I thought at the time, 14:47:02
 9 and in 2014, reading FOIs, I had it confirmed. The 14:47:03
 10 Minister's office, the Premier's office was directly 14:47:07
 11 involved at every step. 14:47:10
 12 Q. Maybe we can cut the feed here to 14:47:12
 13 go to a confidential document then, please. 14:47:14
 14 -- CONFIDENTIAL BEGIN 14:47:16
 15 BY MR. NEUFELD: 14:47:16
 16 Q. If you can flip to Tab 47 at this 14:47:32
 17 point in time in the binder. 14:47:34
 18 A. Yes. This comes from the 14:47:35
 19 Premier's office. 14:47:36
 20 Q. Right. And it is sent on 14:47:37
 21 January 11th, 2011, so a month before the decision. 14:47:38
 22 Are we good? I'm sorry, Exhibit C-0910. It 14:47:43
 23 contains a draft news release by the Premier's Chief 14:47:56
 24 of Staff; do you see that? 14:47:59
 25 [REDACTED]

1 [REDACTED]
 2 [REDACTED]
 3 [REDACTED]
 4 [REDACTED]
 5 [REDACTED]
 6 [REDACTED]
 7 [REDACTED]
 8 [REDACTED]
 9 [As read] 14:48:24
 10 A. Which kind of flies in the face of 14:48:24
 11 the promises that were made to us on 14:48:26
 12 February 11th that our project would be allowed to 14:48:28
 13 be placed -- 14:48:31
 14 Q. But let's focus on -- the question 14:48:32
 15 was: Did you think it was Minister Wilkinson at the 14:48:34
 16 time? You said, No, it was a political decision 14:48:37
 17 driven [REDACTED]
 18 [REDACTED]
 19 [REDACTED]
 20 [REDACTED]
 21 [REDACTED]
 22 [REDACTED]
 23 [REDACTED]
 24 [REDACTED]
 25 [REDACTED]

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█ Lack of scientific data was one
the third after they'd run out of the first two
options. They had no idea what they were doing.
They are casting around for reasons to kill
offshore. That became very clear from the
documentary evidence. We were an unintended
fallout. They promised to make us not whole, but to
keep us -- to keep us -- our project intact, and
they failed to do it. But that, to me, was
a political decision --
Q. How about I want you to look at
one more document while you are here for you to
consider. It is at Tab 40. We can go back to --
this is R-0559, and this is February 12 document, so
this is a day after the deferral. And it's Nancy
Baines writing to Chris Benedetti; do you see that?
A. Yes.
Q. It appears from this email that
Jeff Garrah.
A. Gerretsen.
Q. No, Jeff Garrah, the Kingston
Economic Development Company, he's the head of that.
A. Yes, dealing with him.
Q. KEDCO. He tells Nancy Baines that

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been told for over a month that we would proceed as
an active research project, and those words came
from not Craig MacLennan -- who is the other one at
the Ministry of the Environment? I've got
a mental -- anyway, it came from the Ministry of
Energy, one of the two people, Director of Policy,
said to me it will be proceeding as an active
research project, stand by. We were expecting to
get a call to confirm.
On February 11th we discovered, to our
surprise, that it wasn't going to be confirming --
it wasn't confirmed. It was actually a moratorium.
Q. Right, okay. Thank you, that's
all my questions for you today.
PRESIDENT: Thank you, Mr. Neufeld.
We could have a break now if you want to gather your
thoughts and come back. I trust the Tribunal would
also have questions, so it may be better to have
a break.
MS. SEERS: We would be grateful for
that, thank you.
PRESIDENT: Okay. So we will have now
our afternoon break until 3:10.
--- Recess taken at 2:52 p.m.
--- Upon resuming at 3:14 p.m.

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Minister Gerretsen went to bat for your project and
as a result had a serious confrontation with
Mr. Wilkinson, right? Isn't that what that says?
A. I'm not privy to what the Cabinet
does, what the Cabinet Ministers talk about. This
was information provided to us by the Kingston
Group. It was information but it didn't confirm
anything either way to us.
Q. Didn't it suggest at the time,
on the day of the deferral or the day after the
deferral, that it was Minister Wilkinson who was the
one unwilling to see your project proceed?
A. No, it didn't to me at all. I had
spoken to Minister Gerretsen three times, on the
phone, long, long conversations. I'd known him for
20 years, so he indicated to me various political
concerns that were going on inside, but they are not
on the record so they are not recorded. But
certainly he did not mention Minister Wilkinson as
the source of -- and nothing that I see here
indicates Minister Wilkinson.
But you asked what was my opinion at
the time? I felt it was a political decision,
mainly because -- and it's regardless of whether
Minister Wilkinson was the source or not -- we had

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PRESIDENT: We will go on, Ms. Seers.
RE-EXAMINATION BY MS. SEERS:
Q. Good afternoon, Mr. Baines.
A. Good afternoon.
Q. You will recall that Mr. Neufeld
asked you some questions about what MOE was telling
developers in 2009 about the setback that would
apply to offshore wind projects, and you said that
your understanding that was that the setback would
be determined on a site specific basis to meet
a 40-decibel limit.
Now I'm going to hand you a document,
and to the Tribunal, for the record it is C-0791.
MR. TERRY: And what we'll do is we'll
hand up -- we've got a set of documents and we
thought it would be most efficient just to hand up
the bundle altogether.
MS. SEERS: I said I was going to hand
the document, but of course my colleague Mr. Terry,
will hand up the document.
MR. TERRY: The junior.
MS. SEERS: It's a new one for me.
He's good at it.
(LAUGHTER)
BY MS. SEERS:

1 Q. This document is 15:15:34
 2 a Government of Ontario document entitled "Wind 15:15:34
 3 Facilities," and I understand that it was released 15:15:38
 4 at the time that the REA reg was released. On the 15:15:41
 5 bottom left you will see a paragraph entitled " 15:15:46
 6 Offshore Wind Turbines." Would you please read that 15:15:49
 7 paragraph? 15:15:51
 8 A. Are we dealing with this one? 15:15:52
 9 Q. Yes? 15:15:54
 10 "Offshore Wind Turbines -- 15:15:57
 11 Offshore Wind Facilities." 15:16:00
 12 MR. BISHOP: Excuse me, what's the 15:16:04
 13 exhibit number? 15:16:04
 14 MS. SEERS: Pardon me, C-0791. 15:16:07
 15 THE WITNESS: May I proceed? 15:16:10
 16 BY MS. SEERS: 15:16:10
 17 Q. Yes, please. 15:16:10
 18 A. Reading: 15:16:13
 19 "Offshore wind facilities require 15:16:14
 20 a REA. They do not have 15:16:17
 21 province-wide standard setbacks at 15:16:19
 22 this time; each application will 15:16:21
 23 be reviewed based on the local 15:16:22
 24 situation. Applicants need to 15:16:24
 25 conduct noise studies, 15:16:26

1 demonstrating they do not exceed 15:16:27
 2 a noise level of 40 decibels 15:16:29
 3 (approximately the noise level 15:16:31
 4 experienced in a quiet office or 15:16:33
 5 library). They must identify any 15:16:34
 6 negative impacts to the natural 15:16:37
 7 environment that the project may 15:16:39
 8 have and explain how they will it 15:16:40
 9 mitigate any impacts." [As read] 15:16:42
 10 Q. Mr. Baines, does this document 15:16:44
 11 help refresh your memory as to your understanding of 15:16:47
 12 the requirements that applied at the time? 15:16:50
 13 A. It does. That's what I was 15:16:51
 14 speaking about. 15:16:52
 15 MR. BISHOP: I don't see a date on 15:17:00
 16 this document. 15:17:01
 17 BY MS. SEERS: 15:17:03
 18 Q. The dated that is on the index we 15:17:03
 19 understand was September of 2009 that it was 15:17:04
 20 released with the REA regulation. 15:17:07
 21 MR. SPELLISCY: I think to be clear 15:17:13
 22 for the record, that's the claimant's index, not the 15:17:14
 23 respondent's index. 15:17:16
 24 MS. SEERS: That's our understanding 15:17:19
 25 that we... 15:17:19

1 MR. TERRY: Yes, we're happy to 15:17:20
 2 discuss with the other side and clarify if there are 15:17:21
 3 any issues as to the date. I didn't believe there 15:17:24
 4 were. 15:17:26
 5 PRESIDENT: Is this a document in the 15:17:27
 6 chronology? Probably not? It is, okay. 15:17:28
 7 MR. TERRY: It is. 15:17:34
 8 BY MS. SEERS: 15:17:36
 9 Q. Now, Mr. Neufeld also asked you 15:17:36
 10 about meetings with the MOE. 15:17:39
 11 A. Yes, he did. 15:17:41
 12 Q. Would you turn up paragraph 76 of 15:17:43
 13 your witness statement. 15:17:45
 14 A. First or second? 15:17:49
 15 Q. The first one. 15:17:50
 16 A. Okay. 15:17:55
 17 Q. Does this help refresh your memory 15:17:57
 18 as to meetings that you had with the MOE? 15:17:59
 19 A. It does, thank you. 15:18:02
 20 Q. Could you tell us about this 15:18:04
 21 particular meeting that's reflected in your witness 15:18:05
 22 statement? Now, please try to be brief though in 15:18:08
 23 the interests of time. 15:18:11
 24 A. Well, we met with all the 15:18:12
 25 appropriate agencies at this point. It was the 15:18:15

1 kick-off meeting. It was nine days after -- sorry, 15:18:17
 2 11 days after having received notice that we would 15:18:19
 3 be successful. We kicked this off to talk about how 15:18:23
 4 we would move the project forward quickly because we 15:18:29
 5 had a four-year timeline. At that point I talked 15:18:31
 6 about what we had done for the project, what we were 15:18:33
 7 proposing, and very specifically what they needed to 15:18:35
 8 do to help us. We were told that this project was 15:18:39
 9 a high, high priority, and that they were going to 15:18:41
 10 cooperate in every day possible. 15:18:44
 11 Specifically I was told that the MNR 15:18:47
 12 would treat our application with the highest 15:18:49
 13 priority and expedite it. 15:18:51
 14 The MOE also promised that they would 15:18:56
 15 work with us to ensure that our REA 15:18:57
 16 regulation could -- I'm sorry, our REA field studies 15:18:59
 17 could move forward. 15:19:02
 18 Q. Now at paragraph 79 of your first 15:19:04
 19 witness statement you mention a further meeting at 15:19:07
 20 which the Ministry of the Environment was in 15:19:11
 21 attendance. Could you, again, briefly tell us about 15:19:13
 22 that meeting. 15:19:16
 23 A. Well, as I say, there was no 15:19:17
 24 suggestion that there was any problem with it or 15:19:18
 25 we'd treat it any differently. They regarded 15:19:21

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1 offshore and onshore as the same, and the REA 15:19:23
2 process was going to move forward. The reason we 15:19:25
3 were holding these meetings at this point was it was 15:19:27
4 extremely important to us to meet that four-year 15:19:29
5 timeframe that we started the summer fields studies. 15:19:33
6 Specifically we had to do those field studies in 15:19:35
7 June, or bird studies, so we were asking them to 15:19:38
8 help us move forward in getting these field studies 15:19:41
9 confirmed. These are the guidelines I'm speaking 15:19:45
10 about. 15:19:46
11 Q. And at paragraph 101 of your first 15:19:50
12 witness statement you mention a further meeting with 15:19:53
13 MOE. It starts on October, it's the second or the 15:19:56
14 third sentence, October 29th, 2010 meeting, at which 15:20:02
15 MOE was in attendance. Would you tell us about that 15:20:08
16 meeting? 15:20:10
17 A. Well, we again -- because this was 15:20:19
18 October and we were well into the project, we had 15:20:21
19 signed the contract two months previous, we talked 15:20:24
20 about the need for a land swap and the need for 15:20:28
21 certainty as to what the setback was. We couldn't 15:20:32
22 get a clear indication as to where they were going. 15:20:34
23 We were trying to get certainty, and, as I said, 15:20:37
24 I reiterated our need for applicant of record 15:20:40
25 status, and also asked whether we would obtain 15:20:44

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1 negative environmental impacts, and also to talk 15:22:10
2 about any mitigation that would be required 15:22:12
3 specifically for a Class 5 facility, which is 15:22:14
4 an offshore wind project. 15:22:17
5 Q. If you turn up the next document 15:22:21
6 is C-0132, which is entitled "The Approval and 15:22:23
7 Permitting Requirements Document for Renewable 15:22:29
8 Energy Projects by the Ministry of Natural Resources 15:22:32
9 in September of 2009." If you turn up page 23 there 15:22:38
10 is a section that starts "Requirements for Renewable 15:22:54
11 Energy Projects". 15:22:57
12 Does this help refresh your memory 15:22:58
13 about the requirements that applied at the time? 15:23:00
14 A. Well, I believe this is generic to 15:23:10
15 all Crown land. It's not specific to offshore wind, 15:23:11
16 but obviously it would include offshore wind, 15:23:15
17 because offshore wind was never delineated as being 15:23:18
18 separate from onshore wind, and it talks about what 15:23:21
19 the applicants must provide as part of their MNR 15:23:23
20 consultation. And this is -- yes, this is what 15:23:28
21 I was referring to. 15:23:31
22 Q. Okay. If you turn to page 32, 15:23:32
23 there is a description of the offshore wind facility 15:23:35
24 report? 15:23:43
25 A. Yes. Yes, this is something that 15:23:44

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1 information about the five-kilometre setback. 15:20:47
2 The officials would not confirm 15:20:49
3 whether or not a setback would apply, and what the 15:20:52
4 distance would be. 15:20:55
5 Q. And were there any further 15:21:00
6 meetings with MOE or consideration of further 15:21:01
7 meetings with MOE around that time period? 15:21:03
8 A. We tried hard to meet with them, 15:21:06
9 but, no, they didn't meet with us. 15:21:07
10 Q. Mr. Neufeld also asked you some 15:21:14
11 questions about the specific REA requirements that 15:21:15
12 applied to offshore wind facilities at the time. 15:21:18
13 You will recall you were taken to the regulation. 15:21:21
14 Now, for the record, what we have here 15:21:24
15 is Exhibit C-0103, and this is a one-page excerpt 15:21:28
16 from Table 1, which is at the end of the regulation, 15:21:34
17 and it starts -- there is item 12 at Table 1 at the 15:21:40
18 top mentions an offshore wind facility report, which 15:21:44
19 you mentioned during your earlier testimony. 15:21:49
20 Does this help refresh your memory 15:21:55
21 about the requirements that apply? 15:21:57
22 A. Well, this is what I was trying to 15:22:00
23 explain to Mr. Neufeld when I was saying that 15:22:01
24 I understood that we needed a description of what 15:22:04
25 the project was, we had not needed to identify any 15:22:06

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1 we needed to submit as part of our REA. 15:23:44
2 Q. And what was your understanding 15:23:47
3 based on this document about the requirements that 15:23:49
4 applied in connection with the offshore wind 15:23:51
5 facility report? 15:23:54
6 A. Well, I believe they're quite 15:23:55
7 clearly laid out here. I'm not sure how I can 15:23:56
8 answer your question more specifically. 15:23:59
9 Q. Well, did you review this document 15:24:02
10 at the time? 15:24:04
11 A. Of course, yeah. 15:24:04
12 Q. And perhaps you can walk us 15:24:06
13 through it and tell us how you understood the 15:24:09
14 requirements to apply to your project. 15:24:12
15 A. Well, it says: 15:24:14
16 "In addition to the requirements 15:24:14
17 outlined in the renewable energy 15:24:16
18 approvals, the Applicant will 15:24:18
19 submit a site plan, which includes 15:24:22
20 location of fishing channels, 15:24:24
21 commercial zone, submarine cables, 15:24:25
22 existing dispositions on the beds, 15:24:29
23 and location of offshore oil and 15:24:31
24 gas leases." 15:24:32
25 This is something we would expect to 15:24:34

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1 review. 15:24:37
2 Also a records review of the following 15:24:38
3 information: fish habitats, fish populations, rare 15:24:38
4 vegetations, species at risk, wildlife species and 15:24:42
5 habitats. This is fairly standard with the MNR. 15:24:46
6 And in support of the compilation of 15:24:49
7 baseline information, applicants must also undertake 15:24:49
8 a coastal engineering study, which we, in fact, have 15:24:53
9 done. So we've actually done this work. 15:24:56
10 And it also says, just to be clear, 15:25:05
11 the next day: "Some federal approvals are required," 15:25:06
12 and this is under the CEEA process, which is common 15:25:12
13 to both the old and the new processes. 15:25:15
14 Q. Right, okay. And Mr. Neufeld took 15:25:19
15 you -- he didn't provide this document to you, but 15:25:20
16 he brought it up on the screen. It's C-0334. 15:25:23
17 A. Yes. 15:25:28
18 Q. Which is an August 9th, 2010 15:25:29
19 letter from Mr. Eric Boysen at the 15:25:32
20 Ministry of Natural Resources, and there was a draft 15:25:41
21 of this letter in your binder, but I don't believe 15:25:43
22 this letter was in your binder. This is, as 15:25:46
23 I understand it, the final letter that you received? 15:25:48
24 A. This was page 2 that I was -- I'm 15:25:49
25 not sure if we had a chance to get to, but this was 15:25:51

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1 move as quickly as possible 15:26:37
2 through the remainder of the 15:26:38
3 application review process." 15:26:39
4 And, again, he's talking about the 15:26:40
5 applications that we have made for additional lands: 15:26:42
6 "... in order that you maintain 15:26:45
7 an applicant of record status in 15:26:46
8 a timely manner." 15:26:48
9 [As read] 15:26:49
10 So I took this to believe that he was 15:26:49
11 talking about the additional applications we have 15:26:52
12 made, and he was going to deal with them under the 15:26:54
13 existing process, and that he would do it in 15:26:56
14 a timely manner and "in order that you maintain 15:26:58
15 an applicant of record status in a timely manner." 15:27:01
16 Q. Now, Mr. Neufeld, took you to the 15:27:05
17 earlier draft of the letter where you had made some 15:27:08
18 requests that a timing window be placed in the 15:27:10
19 letter. What did you understand about the timing, 15:27:14
20 if anything, about AOR status as a result of this 15:27:20
21 version, the final version of the letter. 15:27:23
22 A. As I said to Mr. Neufeld, the 15:27:26
23 timing window, I was simply repeating the MNR's 15:27:27
24 30-day process to handle these things, but our 15:27:30
25 understanding was that as soon as the I believe 15:27:33

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1 a very important letter, and if I can read the last 15:25:54
2 two full paragraphs, it said: 15:25:57
3 "Once the reconfiguration of 15:25:58
4 applications has been finalized, 15:26:01
5 the amended applications can begin 15:26:03
6 to move --" 15:26:06
7 So, first of all, amended 15:26:06
8 applications, that applies a slight addition -- you 15:26:08
9 know, additional lands. 15:26:09
10 "... can move through the normal 15:26:11
11 Crown land application process." 15:26:12
12 And, again, the normal Crown land 15:26:14
13 application process is the one that was existing at 15:26:15
14 the time, not one that had some future 15:26:18
15 considerations. 15:26:20
16 "... including a site information 15:26:20
17 meeting with the MNR to discuss 15:26:21
18 known or potential constraints in 15:26:22
19 the project area. Public and 15:26:25
20 aboriginal notification and 15:26:28
21 confirmation of the requirements 15:26:29
22 for offshore wind in the REA." 15:26:31
23 And then finally he says: 15:26:32
24 "I appreciate your need for 15:26:34
25 certainty on this file, and we'll 15:26:36

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1 September 20th public consultation period was over, 15:27:36
2 we would hear, and probably at the 15:27:39
3 September 22nd meeting, which had been set by the 15:27:40
4 MNR to discuss the results, we would expect to move 15:27:44
5 forward with receiving applicant of record. We 15:27:47
6 couldn't envision a situation where we wouldn't. 15:27:52
7 Q. Right. Now I'd like to turn your 15:27:56
8 attention to document C-0911. Now this document, 15:27:59
9 Mr. Baines, has certain confidentiality designations 15:28:05
10 on it, so we're not going to pull it up on the 15:28:09
11 screen. I'm going to take you to a specific portion 15:28:12
12 of this document. If you need to refer to other 15:28:14
13 portions of this document, we'll need to cut the 15:28:17
14 feed, but the portion I'm going to take you to is 15:28:20
15 not confidential, so just bear with me. If you need 15:28:22
16 to refer to a different portion of the document, say 15:28:27
17 so, and we'll cut the feed, okay. 15:28:29
18 Now Mr. Neufeld took you to an email 15:28:37
19 from Premier McGuinty's Chief of Staff, Mr. Chris 15:28:40
20 Morley, in which Mr. Morley discussed the 15:28:46
21 possibility of a moratorium on offshore wind. 15:28:49
22 A. Correct. 15:28:51
23 Q. And you mentioned in response to 15:28:53
24 that that you later found out that the Premier's 15:28:54
25 Office was trying to kill all offshore wind 15:28:58

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1 projects? 15:29:01
2 A. That was my understanding, yes. 15:29:08
3 Q. And when did you learn that? 15:29:10
4 A. About May of 2014 when the Freedom 15:29:11
5 of Information came out to us. 15:29:13
6 Q. And is the document that I've 15:29:16
7 provided to you here the source of that 15:29:17
8 understanding? 15:29:21
9 A. It is one of several, but, yes, I 15:29:21
10 say it's quite a clear source, yes. 15:29:23
11 Q. And I'm going to direct your 15:29:26
12 attention to the email that is the second in the 15:29:29
13 chain from Mr. Morley to Alicia Johnston at the 15:29:34
14 Ministry of Energy copied to a number of other 15:29:41
15 people at the Premier's Office and the Ministry of 15:29:43
16 Energy's office. Would you please read that email 15:29:46
17 for the record. 15:29:47
18 A. "Please find a communications plan 15:29:53
19 and draft release -- 15:29:55
20 Q. Mr. Baines, I apologize. That is 15:29:56
21 actually part of the confidential feed. Perhaps we 15:29:58
22 can cut the feed then. 15:30:01
23 A. Okay, I won't read it out loud. 15:30:02
24 I won't need to. 15:30:04
25 Q. I was directing your attention to 15:30:05

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1 I believe that kill and moratorium 15:31:07
2 were not the same word. 15:31:08
3 Q. And do you have an understanding 15:31:10
4 as to where in the timeline the document that 15:31:11
5 Mr. Neufeld took you to falls? 15:31:14
6 A. I believe it was a draft before 15:31:18
7 that. 15:31:19
8 Q. Well, let's pull it up. It is the 15:31:21
9 last tab in your binder, I believe. 15:31:36
10 A. Or perhaps -- let's see. 15:31:38
11 Q. So the email that you just read 15:31:40
12 is -- 15:31:42
13 A. Okay, sorry, I read the email up 15:31:46
14 from the 11th of January -- 15:31:48
15 Q. Right. 15:31:51
16 A. -- at 13:53, and the previous one 15:31:51
17 was the same day at 2:12. 15:31:54
18 Q. So the email that Mr. Neufeld took 15:31:57
19 you to comes after the email from Mr. Morley 15:31:59
20 saying -- 15:32:02
21 A. Yes, I believe it is a sanitized 15:32:03
22 version of the earlier one. 15:32:06
23 Q. Thank you. If I may confer with 15:32:08
24 my colleague for one moment. Those are all of our 15:32:10
25 questions. Thank you, Mr. Baines. 15:32:24

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1 the one that starts "Sorry, folks." 15:30:06
2 A. Yes. Although I think that email 15:30:09
3 has something very important to say as well. 15:30:12
4 Q. All right, let's cut the feed then 15:30:14
5 and we can do it. 15:30:16
6 Okay, please proceed. 15:30:17
7 A. Alicia says: 15:30:24
8 "I lamented that they had the lack 15:30:26
9 of research to help inform our 15:30:28
10 approach." [As read] 15:30:30
11 To me that says that the research was 15:30:31
12 not -- which was the stated reason, the moratorium 15:30:33
13 was not in fact accurate. But to return to your 15:30:36
14 email above, I apologize for misreading. This is 15:30:39
15 from Chris Morley, who is the, I believe the 15:30:43
16 Premier's right-hand-man, best way to describe him 15:30:48
17 it says: 15:30:52
18 "Sorry folks. This isn't good 15:30:53
19 enough. The purpose of this 15:30:54
20 release is to kill all projects 15:30:55
21 except the Kingston one. Not suck 15:30:58
22 and blow. Please turn this around 15:31:00
23 so it kills the projects, not 15:31:02
24 sounds like we're in favour of 15:31:04
25 offshore wind." 15:31:06

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1 PRESIDENT: Thank you, Ms. Seers. Any 15:32:27
2 questions from the Bench? 15:32:29
3 MR. BISHOP: Yes, I have one. 15:32:34
4 MS. NETTLETON: Back in public 15:32:37
5 session. 15:32:39
6 --- CONFIDENTIAL END 15:32:39
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1 MR. BISHOP: Mr. Baines, good 15:33:05
2 afternoon. 15:33:06
3 THE WITNESS: Good afternoon, sir. 15:33:07
4 MR. BISHOP: On the one point earlier 15:33:09
5 today, you said that Windstream had done 15:33:10
6 an exhaustive analysis and extensive studies on the 15:33:17
7 various considerations for offshore wind projects. 15:33:21
8 What studies and analysis and reports were you 15:33:25
9 referring to? 15:33:29
10 THE WITNESS: Are we talking about the 15:33:33
11 summer of 2010 only? 15:33:34
12 MR. BISHOP: I didn't write down 15:33:37
13 a time period. 15:33:38
14 THE WITNESS: Mr. Neufeld and I were 15:33:39
15 talking about the events of 2010 where he said there 15:33:41
16 were uncertainties. So what had happened was -- 15:33:43
17 MR. BISHOP: I appreciate the context. 15:33:46
18 THE WITNESS: Prior -- of course we've 15:33:48
19 done a great deal of work since, but prior to 15:33:49
20 signing the contract, initially I had done a great 15:33:53
21 deal of work myself as professional engineer based 15:33:56
22 upon all the information I had from Wolfe Island. 15:34:00
23 I had all the data for ten years of wind, and I had 15:34:03
24 a data sharing agreement with TransAlta, the owner 15:34:05
25 at that time, so we had Helimax, a third-party, and 15:34:09

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1 and I spent a lot of time talking about calculating 15:35:29
2 how this thing could be made to work. The 15:35:33
3 hydrological, the geological assessment I pulled out 15:35:35
4 all the geo core drilling that we'd done on 15:35:40
5 Wolfe Island, because we didn't have access of 15:35:44
6 course to the offshore. We looked at the 15:35:45
7 hydrographic maps in detail. We consulted 15:35:46
8 Environment Canada records, Kingston Airport 15:35:49
9 records. We basically did a good year's work before 15:35:49
10 we got into this thing. 15:35:55
11 MR. BISHOP: This question may overlap 15:36:01
12 with that question. In fact, it may be exactly the 15:36:03
13 same question in a different form, but between the 15:36:05
14 time that you signed the contract, the FIT contract 15:36:07
15 on August 20th, 2010, and February 11, 2011, what 15:36:09
16 were you doing during that period of time to push 15:36:17
17 the project forward? 15:36:20
18 THE WITNESS: Well, that's a good 15:36:22
19 question. Given the unknown setback, or if there 15:36:23
20 was a setback, we'd made the assumption, as I stated 15:36:28
21 earlier, but that wasn't proven, we couldn't do the 15:36:31
22 field studies, so we went out and got proposals from 15:36:34
23 three major environmental companies, ones that I'd 15:36:37
24 dealt with before. And got those proposals to do 15:36:41
25 full field studies, and we were going to let that 15:36:44

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1 Ortech do a wind assessment. We had Ortech do a 15:34:14
2 feasibility study, a full feasibility, about 15:34:16
3 30 pages, preliminary feasibility. Ortech did two 15:34:20
4 financial assessments which were quite detailed, and 15:34:26
5 I should say, as background, Ortech does this for 15:34:29
6 major international banks. They are known both as 15:34:32
7 a wind company and they are also known as 15:34:35
8 a financial advisor. 15:34:37
9 So we did that work. We completed 15:34:39
10 a complete system impact assessment using the 15:34:42
11 Independent Electrical Systems Operator, IESO, which 15:34:45
12 is a requirement to see if you can obtain connection 15:34:53
13 to the grid. That's how we knew the size of the 15:34:53
14 project was 300-megawatts. In fact, we did two. 15:34:53
15 The first one was about 273-megawatts, and then 15:34:59
16 based upon that, the IESO indicated to us that they 15:35:02
17 wanted a change of position to the Lennox Generating 15:35:05
18 Station, where we currently are located, and 15:35:09
19 increase the size of the project to 300. The 15:35:10
20 benefit to them was it stabilized their grid. So 15:35:13
21 we'd done that grid assessment as well. 15:35:16
22 Those the third-party reviews. We had 15:35:19
23 seven staff inside Windstream, so they were 15:35:20
24 experienced people. The past president of Invenergy 15:35:24
25 was my sidekick, if you want, my vice-president. He 15:35:28

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1 contract actually on the 17th of February. We had 15:36:46
2 chosen one. We had the scope of work. We were to 15:36:49
3 issue the purchase order. We had all that in draft. 15:36:53
4 We also worked with a company called 15:36:57
5 Genivar to bring in European expertise to work out 15:36:59
6 how we would do the foundation design, so Genivar 15:37:02
7 provided quite a bit of study for us based upon 15:37:06
8 a German firm that they worked with as a partner. 15:37:09
9 We Canadian -- hired Canadian Seabed 15:37:11
10 Research to do bathymetric studies, side-scan sonar, 15:37:14
11 to do magnetometer and some bottom grabbing. And 15:37:19
12 they looked almost 50 per cent of the actual project 15:37:24
13 area plus the whole transmission area. 15:37:28
14 What else did we do? Oh, we did 15:37:31
15 the -- we finalized the system impact assessment, 15:37:35
16 because the IESO -- under the FIT Rules you had to 15:37:39
17 renounce any work you'd done previously, so we had 15:37:43
18 to do a whole new system impact assessment, and we 15:37:45
19 also did a customer impact assessment with 15:37:49
20 Hydro One, who were the people who run the local 15:37:50
21 grid, to ensure that we would not cause impact, and 15:37:53
22 that laid out the electrical design for the project. 15:37:56
23 But we couldn't start the field 15:38:01
24 studies, as I said. And we also talked to a whole 15:38:03
25 lot of offshore people. We brought a lot of 15:38:05

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1 European and American companies in who we later 15:38:08
2 hired to give us advice. Now they didn't give us 15:38:11
3 formal reports, but as Mr. Roeper will attest, we 15:38:14
4 had dozens of people in, logistics peoples, 15:38:16
5 foundation people. We were really asking a lot of 15:38:21
6 questions. 15:38:23
7 We thought the project was going to go 15:38:24
8 ahead, and we were worried about the timelines, so 15:38:26
9 we were going to have to do things in parallel. So 15:38:29
10 a lot of these studies were done, but, to be clear, 15:38:32
11 they weren't the kind of formal design studies that 15:38:34
12 you do at the next stage. The next \$8 million would 15:38:38
13 have really pushed all of those forward. We did the 15:38:40
14 preliminary versions. Oh, we put a met tower up to 15:38:43
15 too, and did an additional wind report -- wind 15:38:50
16 assessment report. 15:38:52
17 MR. BISHOP: You said the next 15:38:55
18 \$8 million. I had I had asked Mr. Ziegler this 15:38:56
19 morning, what was the budget to get to the financing 15:39:00
20 of the project? Do you know what the budget was or 15:39:06
21 how much was spent? Those are probably two 15:39:10
22 different questions. 15:39:13
23 THE WITNESS: The budget, I believe, 15:39:15
24 was 25 million to get to NTP, notice to proceed, 15:39:15
25 which is when you have your approvals and your 15:39:19

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1 process formally. The first thing you had to do was 15:40:51
2 have site control, as they call it; in other words, 15:40:54
3 you had to have either applicant of record or that 15:40:56
4 was later amended to an accepted application, or not 15:40:59
5 case of private land, you had to have an option for 15:41:03
6 that land. 15:41:05
7 You had to have transmission 15:41:06
8 availability. You had to have, I believe -- and 15:41:08
9 I've been through enough of these RFPs that I start 15:41:14
10 confusing them, but I believe you had to have 15:41:17
11 a certain worth. I believe we had to show 15:41:20
12 \$150 million on our backer's balance sheet, net 15:41:22
13 value, but I could be wrong, that could have been 15:41:26
14 a previous, but I believe that was necessary. 15:41:29
15 You had to basically be able to 15:41:35
16 demonstrate that the project was in advance stage or 15:41:37
17 shovel-ready, as they called it, so, in other words, 15:41:40
18 it was a real project. And I believe they also 15:41:44
19 required, and I may be -- it's been six years -- 15:41:47
20 some proof that the proponents had done this before, 15:41:51
21 they had done a large comparable project before. 15:41:55
22 MR. BISHOP: Do you recall at this 15:42:08
23 point at least in general terms what kind of 15:42:09
24 demonstration that you made to show that the project 15:42:10
25 was shovel-ready, that it was a real project, as you 15:42:14

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1 preliminary engineering. 15:39:21
2 Just to be clear, the 8.8 million was 15:39:22
3 for the next year, and it was things that I had -- 15:39:24
4 critical and things that were nice to do, right, 15:39:27
5 depending upon how quickly they wanted to spend. 15:39:30
6 Does that answer your question, or did 15:39:35
7 I miss something? 15:39:36
8 MR. BISHOP: I think the other part of 15:39:39
9 the question is: How much you had spent by 15:39:40
10 February 11, 2011? 15:39:43
11 THE WITNESS: I've seen a table. 15:39:46
12 I believe it was somewhere around -- if you include 15:39:48
13 the letters of credit, which were \$6 million, 15:39:51
14 I believe we were something over \$10 million at that 15:39:53
15 point. Can I -- David Mars is the investors' rep, 15:39:56
16 he is the financial guy. 15:40:03
17 MR. BISHOP: Okay, go back for 15:40:16
18 a moment to the FIT contract. What does the -- what 15:40:17
19 is required for you to be able to apply and get 15:40:24
20 an FIT contract? That is, what are the OPA's 15:40:29
21 requirements for you? Does it include, among other 15:40:35
22 things, showing financial ability, showing 15:40:37
23 background of the people behind the project? What's 15:40:42
24 required in those respects and other respects? 15:40:46
25 THE WITNESS: It was a fairly simple 15:40:50

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1 say? 15:42:17
2 THE WITNESS: It was a clone of 15:42:17
3 Wolfe Island. I dealt with the OPA and I dealt with 15:42:18
4 all the agencies on Wolfe Island. Wolfe Island is 15:42:22
5 also an offshore project. It has the same 15:42:24
6 logistics; barge transport, underwater cable, the 15:42:27
7 foundations aren't that different, actually the 15:42:32
8 turbines are identical, the connections are size -- 15:42:35
9 it is a 200-megawatt project, so almost the size -- 15:42:38
10 I think the easiest way to say it was that they 15:42:42
11 accepted that if we took the Wolfe Island project 15:42:46
12 and put it in the water, we'd have this offshore 15:42:47
13 Wolfe Island shoals. 15:42:51
14 So was there a formal demonstration, 15:42:53
15 a formal notice like reports? No. But there were 15:42:56
16 there discussions with the agencies, ongoing? Yeah. 15:43:00
17 MR. BISHOP: Those are all my 15:43:22
18 questions. 15:43:23
19 DR. CREMADES: You said to my 15:43:26
20 colleague that today the cost you have invested in 15:43:27
21 the project is around \$10 million? 15:43:32
22 THE WITNESS: No, I believe that was 15:43:37
23 to the point of the moratorium. 15:43:38
24 DR. CREMADES: How about the situation 15:43:41
25 now? 15:43:42

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1 THE WITNESS: About \$20 million. 15:43:44
2 DR. CREMADES: Twenty. 15:43:45
3 THE WITNESS: Canadian dollars, yeah. 15:43:46
4 DR. CREMADES: Do you include among 15:43:48
5 that, the letter of credit? 15:43:49
6 THE WITNESS: Yes, of course. 15:43:50
7 DR. CREMADES: So if you deduct the 15:43:52
8 letter of credit -- 15:43:53
9 THE WITNESS: About 14 million. 15:43:55
10 DR. CREMADES: Fourteen million. 15:43:56
11 That's the actual situation? 15:43:58
12 THE WITNESS: Well, sir, the letter of 15:43:59
13 credit requires cash. Mr. Ziegler could speak to 15:44:01
14 this better than me, but it requires cash to back it 15:44:04
15 up. You need to have that entire amount held on 15:44:07
16 account -- 15:44:10
17 DR. CREMADES: But supposing the 15:44:10
18 government gives you back the letter of credit, the 15:44:11
19 amount is 14 million? 15:44:13
20 THE WITNESS: It would be, yes. 15:44:14
21 DR. CREMADES: It would be. Could you 15:44:16
22 tell us what is the function of Ontario Water Power 15:44:17
23 Association, you were chairman -- or you are 15:44:25
24 chairman? 15:44:28
25 THE WITNESS: I was. 15:44:29

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1 a lot of new regulations were required, and so we 15:45:37
2 were very much involved in the consultation. 15:45:41
3 DR. CREMADES: Wind offshore power was 15:45:45
4 included under the umbrella of the association as 15:45:49
5 well? 15:45:51
6 THE WITNESS: No, no, it's only water 15:45:52
7 power. 15:45:54
8 DR. CREMADES: At that time you had 15:45:55
9 confrontations with the governments, as chairman of 15:45:56
10 the association, did you have any -- well, 15:45:58
11 confrontations with the government? 15:46:02
12 THE WITNESS: Never a confrontation. 15:46:04
13 It was always working with them because they make 15:46:05
14 the regulations. We are bound to them. They buy 15:46:08
15 the power. 15:46:12
16 DR. CREMADES: So at that time, as 15:46:13
17 chairman of that association, you didn't intervene 15:46:16
18 in order to introduce this offshore -- 15:46:19
19 THE WITNESS: No, it was never on our 15:46:23
20 agenda. It was wind power. Wind power has its own 15:46:24
21 lobbying group. I had to stay within the 15:46:31
22 boundaries. 15:46:35
23 DR. CREMADES: Okay. You are talking 15:46:36
24 to three persons who are not Canadians, and of 15:46:37
25 course we are not from Ontario. I'm very curious 15:46:39

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1 DR. CREMADES: Not any more? 15:44:29
2 THE WITNESS: I was chairman for three 15:44:31
3 years, until 2009. 15:44:32
4 DR. CREMADES: Nine. 15:44:33
5 THE WITNESS: And director prior to 15:44:34
6 that. 15:44:35
7 DR. CREMADES: And what was the 15:44:36
8 function? 15:44:36
9 THE WITNESS: It's an agency that is 15:44:37
10 an umbrella group for all the water power producers 15:44:41
11 in Ontario, public and private. 15:44:44
12 Its members, as I said, produce about 15:44:46
13 a quarter of the province's power, about 15:44:48
14 6,000-megawatts, and it was -- you could say it's 15:44:53
15 partly a lobby group because it is looking to be 15:44:56
16 involved in industry regulations. It's also 15:44:59
17 a consultation group that the government twice 15:45:01
18 a year -- once or twice a year would hold in-camera 15:45:04
19 sessions, all-day sessions to talk about new 15:45:09
20 programs. And it holds an annual conference where 15:45:11
21 it brings together suppliers and users. And it's -- 15:45:15
22 at the time I was there, it was used very much 15:45:21
23 heavily by the MNR and the MEI to talk about the 15:45:24
24 changes that they were proposing, because Ontario 15:45:30
25 Hydro, the monopoly broke up, and when it broke up 15:45:33

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1 when you said "Well, is the Minister Wilkinson 15:46:44
2 responsible?" And you said "No," and then 15:46:50
3 afterwards you say "No, no, the reason was local 15:46:51
4 politics." 15:46:55
5 Could you introduce to us what is 15:46:56
6 really behind these words, because I see that you 15:46:59
7 refer in our cross-examination about intervention of 15:47:03
8 Chris Morley? 15:47:08
9 I mean is that the local politician 15:47:09
10 you are talking about? 15:47:13
11 THE WITNESS: Chris Morley is in the 15:47:16
12 Premier's Office. To be more succinct as to why 15:47:17
13 I answered "no," the moratorium I saw as 15:47:21
14 a repudiation or cancellation of a large part of the 15:47:24
15 Green Energy Act, because it put on hold for years 15:47:28
16 one of the major portions, 20 per cent of all the 15:47:31
17 wind. 15:47:33
18 I have served for 20 years 15:47:35
19 continuously inside government policy advisory 15:47:36
20 councils as well as on agency -- industry boards. 15:47:41
21 I've served on two boards for six years, and ten 15:47:43
22 years inside the policy advisory council of Ontario. 15:47:46
23 I think I know a little about the 15:47:50
24 politics, although I don't pretend to know a lot. 15:47:53
25 The MEI, MNR and MOE would never be 15:47:58

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1 allowed to do that much damage to the Green Energy 15:48:01
2 Act without cabinet approval. That would come from 15:48:04
3 the Premier's Office. I believe the Premier's 15:48:06
4 Office is the only office that could authorize the 15:48:09
5 effective cancellation of the largest FIT contract. 15:48:12
6 That is why I said it. But you asked a very 15:48:15
7 specific question, and, I'm sorry, maybe you could 15:48:19
8 repeat it. I'm not -- I want to make sure 15:48:24
9 I understand it clearly. 15:48:27
10 DR. CREMADES: I want to be very 15:48:28
11 clear. The claimants are -- the claimants requested 15:48:29
12 in the arbitration proceeding that the government 15:48:34
13 presents to this Tribunal some emails exchanged from 15:48:38
14 the Premier's Office. 15:48:43
15 THE WITNESS: Yes. 15:48:46
16 DR. CREMADES: These emails were not 15:48:47
17 presented. Is that part of the local politics you 15:48:49
18 are talking about? 15:48:54
19 THE WITNESS: Well, it is a known fact 15:48:56
20 that the Premier's Office deleted, apparently 15:48:57
21 illegally, all of I believe 600,000 emails, all of 15:49:00
22 their emails, and there are criminal charges -- 15:49:04
23 DR. CREMADES: It is very serious, 15:49:07
24 what you are saying, that illegally? 15:49:09
25 THE WITNESS: Yes, sir, there are 15:49:11

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1 criminal charges against two of the Premier's staff 15:49:12
2 right now. And the Auditor General has found, 15:49:15
3 I believe, that the Premier's Office acted outside 15:49:17
4 of Parliamentary procedure, but that's not something 15:49:19
5 for me to comment on. 15:49:23
6 You asked the question: What was the 15:49:26
7 politics? A provincial election was coming up eight 15:49:28
8 months ahead, eight months hence. There was 15:49:31
9 considerable opposition to wind power in general, 15:49:36
10 large opposition. There was two industry -- two 15:49:40
11 ridings that -- and the liberals had a minority 15:49:44
12 government, they were just on the edge. Seven of 15:49:49
13 their ridings were at risk because of offshore wind, 15:49:51
14 or at least that was the perception. That's what 15:49:55
15 was written up in the newspapers at the time. 15:49:57
16 I'm not a political expert, but this 15:50:00
17 is what the newspapers were saying. One was here in 15:50:02
18 Toronto. The Ministry of Energy's riding was in 15:50:05
19 Scarborough, which is a part of Toronto, and there 15:50:07
20 was a proposal for an offshore wind. Very large 15:50:09
21 protest, huge protest. 15:50:13
22 There was also an area in Lake Erie, 15:50:15
23 large protest. They calling them swing ridings; 15:50:18
24 they could be either way. In fact, they lost them 15:50:21
25 all. They lost all seven of them. So regardless of 15:50:24

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1 the decision, they ended up losing. But our 15:50:26
2 understanding was those swing ridings were at risk, 15:50:29
3 and by canceling offshore publicly, well, the way 15:50:32
4 they did it is they cancelled offshore effectively, 15:50:37
5 but they didn't have to compensate Windstream. They 15:50:39
6 put us on long-term hold, so rather than dealing 15:50:43
7 with us as they dealt with two other projects that 15:50:47
8 were put in a moratorium, we were just put in the 15:50:49
9 sidelines. But they cancelled the offshore very 15:50:52
10 publicly, I believe in an attempt to mollify public 15:50:55
11 concerns and win the election. I'm sorry about the 15:51:00
12 long answer. 15:51:04
13 DR. CREMADES: Thank you, and sorry 15:51:06
14 for putting to you such a difficult and 15:51:07
15 uncomfortable questions. Thank you. 15:51:09
16 THE WITNESS: They are good questions, 15:51:16
17 sir. 15:51:17
18 PRESIDENT: A few more, and these are 15:51:18
19 more about engineering. I understand, and you 15:51:19
20 explain in your witness statement that you were 15:51:23
21 previously involved in an onshore wind project, and 15:51:26
22 actually in an area very close by? 15:51:29
23 THE WITNESS: I was involved in two 15:51:32
24 on-shore projects, one of which was adjacent, five 15:51:33
25 kilometres away, yes. 15:51:37

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1 PRESIDENT: Right. Now from a purely 15:51:38
2 engineering perspective, let's forget about 15:51:40
3 regulations and guidelines and rules, purely from 15:51:42
4 an engineering perspective, what are, in your view, 15:51:44
5 the main differences between an onshore wind project 15:51:48
6 of a similar size, let's say 2 -- 300 megawatt, and 15:51:52
7 an offshore project, generally in this area? 15:51:57
8 THE WITNESS: The commonalities are 15:52:03
9 they both use underwater cables, which is actually 15:52:04
10 a benefit, because it allows you to connect to 15:52:07
11 a strong part of the grid. There is a backbone that 15:52:09
12 runs from Toronto to Ottawa that connects right into 15:52:12
13 there at an existing generating station where we had 15:52:18
14 a 300-megawatts' capacity, so we went right into the 15:52:19
15 grid positive. 15:52:22
16 The other benefit of offshore is that 15:52:23
17 you have steady winds. This is why they are 15:52:25
18 building -- over 10,000-megawatts is built in Europe 15:52:28
19 right now, because the winds, there is no 15:52:31
20 turbulence, it is steady, it's fast, the wind speeds 15:52:33
21 off Wolfe Island are about 30 per cent higher than 15:52:36
22 on Wolfe Island. So less wear and tear on the 15:52:41
23 turbines, higher output, and very, very predictable, 15:52:44
24 because the winds over the water are extremely 15:52:47
25 predictable and extremely reliable. They only vary 15:52:50

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1 6 per cent year on year, which is almost 15:52:55
2 insignificant. 15:52:56
3 The commonality is you have water 15:52:58
4 transport. The Wolfe Island we brought the turbines 15:52:59
5 to the Port of Ogdensburg from Germany, they are 15:53:03
6 from Siemens, transhipped them onto barges, took 15:53:03
7 them to Wolfe Island onto a dock, and then installed 15:53:07
8 them. Of course an offshore, the barge continues 15:53:09
9 all the way instead of dropping it off. And the 15:53:13
10 differences in the gravity foundations, 15:53:16
11 gravity-based foundations are used everywhere. They 15:53:19
12 are commonly used for bridges. 15:53:21
13 In fact, the Wolfe Island foundations 15:53:23
14 on Wolfe Island are gravity-based foundations. They 15:53:25
15 look like a mushroom upside down. When you build 15:53:30
16 them offshore, you make the neck of the mushroom 15:53:34
17 taller because of the depth of the water, and you 15:53:36
18 make it broader and you make it hollow. Hollow, 15:53:37
19 because you want to float it out, so we were going 15:53:41
20 to manufacture these onshore. Whereas on 15:53:43
21 Wolfe Island we had concrete trucks that would pour 15:53:46
22 the concrete in the foundation with a steel plate 15:53:47
23 and then we put the steel tower. 15:53:50
24 Above the foundation, it is identical, 15:53:54
25 identical, same turbine, same tower, same 15:53:56

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1 an identical project. 15:55:26
2 PRESIDENT: So the main challenges are 15:55:28
3 logistics -- 15:55:29
4 THE WITNESS: Almost entirely 15:55:30
5 logistics, sir. 15:55:31
6 PRESIDENT: Now these differences, how 15:55:33
7 would they translate to costs? How much more 15:55:35
8 expensive would it be to build a similarly-sized 15:55:39
9 offshore project as opposed to an onshore? 15:55:44
10 THE WITNESS: In the early days the 15:55:47
11 rule of thumb was two to one. So if it would cost 15:55:48
12 \$2 million per megawatt onshore, which is about what 15:55:52
13 Wolfe Island would cost. Wolfe Island cost 15:55:56
14 \$470 million for 200-megawatts. Offshore would cost 15:55:58
15 double that. 15:56:02
16 What has happened though, since there 15:56:03
17 has been so much European and Chinese expansion, the 15:56:05
18 Europeans have been building offshore projects at 15:56:08
19 a tremendous rate, and so the cost for the machinery 15:56:11
20 has come down. What's different though about our 15:56:13
21 project is in Europe they drive the piling, it is 15:56:16
22 a steel mono pile. They drive it 30-metres into the 15:56:19
23 North Sea bed, or the Baltic, because it is muck, 15:56:22
24 it's just soft sediment. Whereas here we have 15:56:26
25 a rocky base, so we can't do that, so that's why 15:56:28

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1 everything. The only difference is we were going to 15:53:58
2 build 130 of these floating foundations, we'd put 15:54:02
3 a collar, steel pontoons around them so they could 15:54:06
4 be winched down using cables, so we could build them 15:54:11
5 at an existing. There are three cement plants on the 15:54:17
6 shores of Lake Ontario, big cement plants, they'd 15:54:19
7 been previous customers of mine, so I knew the sites 15:54:23
8 pretty well. Quarries, aggregate cement, everything 15:54:25
9 you needed, and a lot of space to build these 15:54:28
10 things. You'd pull them out by a tug, prepare the 15:54:31
11 bottom, and you do the same thing onshore, you put 15:54:35
12 down a gravel base. You let them drop down and you 15:54:37
13 fill them with sand. From then on it is the exact 15:54:41
14 same. So your question is the similarities, 15:54:44
15 underwater cable, logistics is similar, you are away 15:54:45
16 from people so you don't have the NIMBY, the people 15:54:52
17 worrying about not in my backyard, and you are not 15:54:55
18 worried about construction noise. 15:55:00
19 The differences, you are working in 15:55:03
20 the water, exactly the same as a water power plant, 15:55:04
21 so you do silt control. You want to make sure you 15:55:08
22 don't suspend silt and allow it to go too far. You 15:55:11
23 can build these one after the other, there is no 15:55:16
24 time delay. And the crane sits on a barge instead 15:55:18
25 of being on the land. But above the water, it's 15:55:22

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1 we're putting a big gravity foundation and floating 15:56:31
2 and sitting on it. So we don't need the European 15:56:35
3 custom ships. Those ships go out and they take 15:56:38
4 a pylon that is about 80 metres tall and just knock 15:56:40
5 it down into the muck 30 metres, you know, it takes 15:56:44
6 a whole day to do that and it takes a ship that 15:56:47
7 costs 300,000 -- \$400,000 a day to do, and there is 15:56:50
8 only seven of those ships in the world. 15:56:54
9 What we are proposing is something 15:56:56
10 that was all made in Lake Ontario. There is so much 15:56:57
11 extensive marine infrastructure already existing 15:57:00
12 here. We could use existing facilities to build it, 15:57:04
13 same barges, and of course we have a much better 15:57:09
14 weather window. We don't have the major storms. 15:57:11
15 We have 6-meter waves maximum, not 15:57:14
16 30-metre waves which they get in the North Sea. And 15:57:16
17 we also don't have historic artifacts. I mean in 15:57:20
18 the North Sea there is all sorts of cables and 15:57:23
19 pipelines, and we don't have those here. 15:57:26
20 PRESIDENT: Okay, then operationally, 15:57:28
21 once the project is up and running -- 15:57:31
22 THE WITNESS: Uh-hmm. 15:57:34
23 PRESIDENT: -- are there any major or 15:57:34
24 significant operational differences between running 15:57:38
25 an onshore facility as opposed to an offshore 15:57:41

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1 facility? 15:57:44
2 THE WITNESS: Well, the onshore 15:57:45
3 facility, the maintenance is usually done in the 15:57:46
4 area. On Wolfe Island we built a maintenance 15:57:48
5 building right there. 15:57:51
6 Of course, you need a boat to go 15:57:52
7 offshore, so what happens is you are using boat 15:57:54
8 transport. But there is, in the worst case, worst 15:57:57
9 case, three months of ice when it's harder to get 15:58:01
10 access. Now there are five ferries in the area, so 15:58:03
11 breaking ice with a ferry is common. You can go out 15:58:07
12 there with a boat that is hardened against ice. Or 15:58:10
13 if you have a major failure, you may have to do 15:58:14
14 a helicopter, but that is your major risk that you 15:58:18
15 lose a turbine during the ice season. And of course 15:58:21
16 you need custom boats that will transport the men 15:58:24
17 and materials out there, so it costs a bit more. 15:58:28
18 PRESIDENT: Okay, then the final 15:58:30
19 question on this subject, which comes close to the 15:58:31
20 regulatory issues, the propagation of noise or sound 15:58:35
21 in an offshore environment. It will propagate more 15:58:39
22 easily, right, than in an onshore environment. How 15:58:44
23 do you see that? 15:58:48
24 THE WITNESS: Well, it's a good 15:58:50
25 question, and one that concerned us, because 15:58:51

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1 be able to move this project forward on short 16:00:10
2 notice, so I can't stop the engineering, so I can't, 16:00:12
3 you know, just hope that the noise issue will 16:00:15
4 resolve itself. So what we did was we actually 16:00:17
5 put -- we have an 80-metre tower in the actual 16:00:20
6 project area, we put 300-watt speakers on it, and 16:00:24
7 hired a second company, Aercoustics also approved by 16:00:27
8 the Ministry of the Environment for noise studies, 16:00:30
9 and we didn't want the two companies colluding in 16:00:33
10 any way, so Aercoustics, over the course of three or 16:00:36
11 four study sessions, and over the course of fall and 16:00:40
12 winter and spring, actually did noise tests to see 16:00:43
13 how the noise propagated over the actual project 16:00:46
14 path. And what they concluded was that the onshore 16:00:50
15 model worked, the Ministry of the Environment's 16:00:53
16 onshore model did work, so our initial work was 16:00:55
17 fine, but they also showed that the actual noise 16:00:58
18 that would be measured at the nearest sensitive 16:01:00
19 receptor was 26 dbA. 40 is the guideline, 25 is the 16:01:01
20 limit of human hearing. So we were at the limit of 16:01:09
21 human hearing on the shore, so we proved that our 16:01:12
22 noise would not be an issue. 16:01:14
23 Five kilometres was more than 16:01:16
24 sufficient. 16:01:17
25 PRESIDENT: To your knowledge, do they 16:01:18

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1 obviously, as we've heard previously, noise is the 15:58:54
2 concern for the distance. So the Ministry of the 15:58:58
3 Environment has an onshore propagation model. You 15:59:04
4 don't have to actually measure the noise, you have 15:59:10
5 to do a propagation model, and the Ministry was 15:59:11
6 concerned that it wouldn't work over the water. So 15:59:16
7 one of the things they wanted to do was to study 15:59:19
8 whether their onshore noise would work, and so they 15:59:21
9 held a couple of workshops, and the companies that 15:59:23
10 we hired actually went to those workshops. I don't 15:59:27
11 believe that they finished their actual studies. 15:59:30
12 But what we did was we first of all hired a company 15:59:31
13 called HGC Engineers, who were approved by the 15:59:34
14 Ministry of the Environment for REA studies, and 15:59:38
15 they determined that the onshore model could work, 15:59:40
16 but they looked at the European experience and came 15:59:42
17 up with a Swedish model which is standard and said 15:59:44
18 based upon our layout and either the European model 15:59:47
19 or, sorry, the Swedish model or the Ontario model, 15:59:50
20 both would be well within the actual guidelines. 15:59:54
21 Well, that wasn't good enough for us. 15:59:57
22 We were doing workarounds, because you have to 15:59:58
23 understand the moratorium in my mind could end 16:00:01
24 tomorrow. I mean I realize that that may not be 16:00:04
25 practical, but it is a two-way thing, and I have to 16:00:07

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1 have any setback rules in Sweden? 16:01:19
2 THE WITNESS: No. I believe it's 16:01:22
3 entirely done with noise, with the Swedish model. 16:01:24
4 PRESIDENT: Now on another subject, 16:01:28
5 you described how after or during the period leading 16:01:30
6 up to the moratorium, there was discussion about two 16:01:33
7 alternative models for this project; one being 16:01:37
8 a pilot, presumably of a smaller size? 16:01:39
9 THE WITNESS: That was not 16:01:43
10 a discussion we had. That was something I found out 16:01:44
11 later Ontario was talking about. It was never 16:01:47
12 discussed with us. 16:01:49
13 PRESIDENT: I understand you were 16:01:50
14 discussing informally, and it was mentioned that 16:01:51
15 that was something that was being -- 16:01:53
16 THE WITNESS: No, the pilot -- I'm 16:01:56
17 sorry to interrupt you, the pilot we were talking 16:01:57
18 about was a do our project alone and learn -- 16:02:01
19 Ontario wanted to learn from the studies, and so if 16:02:04
20 we did our project, but only our project, no further 16:02:09
21 offshore wind projects, they would use the results 16:02:13
22 of our research as a pilot. They would then build 16:02:16
23 the regulations after that. 16:02:20
24 PRESIDENT: Well, I understood you 16:02:23
25 made a difference between a pilot project, which 16:02:24

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1 would be actually implementing the project, as 16:02:26
2 a power producing project -- 16:02:29
3 THE WITNESS: Yes. 16:02:33
4 PRESIDENT: -- and on the other hand, 16:02:33
5 a project that would be -- what you call an active 16:02:34
6 research project -- 16:02:37
7 THE WITNESS: Yeah. 16:02:38
8 PRESIDENT: -- which I understand 16:02:39
9 would be a project for purposes of doing the 16:02:39
10 research required for the regulations, but you are 16:02:42
11 saying that this was one in the same thing? 16:02:45
12 THE WITNESS: Yes, I didn't explain 16:02:48
13 myself very well, I'm sorry. Active research 16:02:49
14 project was the word given to us by the government. 16:02:51
15 That's what they wanted to call it. They wanted to 16:02:54
16 announce to the public this was an active research 16:02:56
17 project. So, in other words, we would do all the 16:02:59
18 studies, get our environmental approvals, build the 16:03:02
19 project and operate it, and then based upon the 16:03:07
20 science that came out of that, they could then 16:03:10
21 promulgate new regulations, if necessary. 16:03:14
22 PRESIDENT: Okay, I understand. Was 16:03:17
23 there any discussion, informal or otherwise, at the 16:03:18
24 time about implementing the project as a pilot 16:03:21
25 project or on a smaller scale, less than 16:03:24

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1 earlier, John Gerretsen, what Ministry was he the 16:04:39
2 minister of? 16:04:47
3 THE WITNESS: He was Minister of the 16:04:48
4 Environment before Minister Wilkinson, and I believe 16:04:49
5 he became Minister of the Attorney General, 16:04:53
6 I believe, afterwards. He left his environmental 16:04:56
7 position during the period, the summer of 2010. 16:04:59
8 MR. BISHOP: Okay. And this email 16:05:05
9 says: According to Jeff Garrah of KEDCO, who is 16:05:06
10 Jeff Garrah? 16:05:10
11 THE WITNESS: KEDCO is the Kingston 16:05:11
12 Economic Development Corporation, and they lobby for 16:05:13
13 investment in Kingston. Jeff Garrah was their 16:05:16
14 manager. We were working very closely with him, 16:05:20
15 because he wanted to see the jobs come to Kingston. 16:05:22
16 MR. BISHOP: If you turn to page 2 of 16:05:25
17 Tab 40, this is part of an article February 11, 16:05:28
18 2011, entitled "Ontario scraps offshore wind power 16:05:35
19 plans." 16:05:39
20 You said earlier, in response to 16:05:40
21 Dr. Cremades' question, that the province announced 16:05:44
22 this very publicly. If you look at on the second 16:05:49
23 page, fifth paragraph, is that the source of your 16:05:53
24 information about that? Is that the reason you said 16:06:02
25 that? Why don't you go ahead and read -- 16:06:04

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1 300-megawatt or less than the projected number of 16:03:28
2 turbines? 16:03:35
3 THE WITNESS: No, that was never 16:03:35
4 discussed, and I didn't really think that was 16:03:36
5 practical, had it been discussed. 16:03:38
6 PRESIDENT: Did you make any 16:03:40
7 calculations as to what would have been the sort of 16:03:41
8 a breakeven point in terms of the number of turbines 16:03:43
9 that you would have had to have for this project to 16:03:47
10 be economically feasible? 16:03:50
11 THE WITNESS: I never have, because 16:03:53
12 until 2014, when I read the internal government 16:03:55
13 emails, it really never crossed our mind. The 16:03:58
14 Wolfe Island project is financially viable because 16:04:03
15 it's 200-megawatts and the cost of the offshore 16:04:05
16 wind, the cost of the underwater cable is justified 16:04:08
17 by a large project. 16:04:11
18 Offshore at 300-megawatts, again, the 16:04:13
19 cabling underwater is fairly expensive, so I've 16:04:15
20 never done an assessment of how small it could go. 16:04:19
21 PRESIDENT: Okay, thank you very much. 16:04:23
22 Yes. 16:04:26
23 MR. BISHOP: I have just two other 16:04:27
24 quick questions. If you turn to Tab 40 in your 16:04:29
25 notebook, it refers to, and you have discussed this 16:04:32

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1 THE WITNESS: The liberal insider? 16:06:11
2 MR. BISHOP: Yes. 16:06:13
3 THE WITNESS: Well I think that 16:06:17
4 particular paragraph is the timing of it, but 16:06:19
5 I believe this is one of the press releases or one 16:06:20
6 of the articles that indicated that it was 16:06:23
7 politically motivated, so, yes, the answer to your 16:06:25
8 question is I believe this was one of them. 16:06:28
9 MR. BISHOP: Okay, thank you. 16:06:35
10 PRESIDENT: Okay, any further 16:06:41
11 questions from counsel arising out of the questions 16:06:43
12 from the Tribunal? 16:06:47
13 MR. NEUFELD: I have one question that 16:06:51
14 arises. 16:06:52
15 FURTHER CROSS-EXAMINATION BY MR. NEUFELD: 16:06:54
16 Q. This is a question that arises out 16:07:04
17 of Mr. Bishop's question about what it took to apply 16:07:06
18 for a FIT contract, and I appreciate that you were 16:07:10
19 clawing back six years or, you know -- 16:07:14
20 A. Seven years. 16:07:17
21 Q. -- seven years to remember. But 16:07:18
22 in your binder, actually at Tab 5 you will find that 16:07:20
23 the FIT Rules, and you could turn right away to 16:07:24
24 Section 3 of those rules. The exhibit number is -- 16:07:30
25 I should have this memorized by now -- R-0091, for 16:07:41

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1 the record. 16:07:45
2 Now these are the rules that set out 16:07:50
3 what is required for you to apply for a FIT 16:07:52
4 contract; do you recall that? 16:07:57
5 A. Uh-hmm. 16:07:58
6 Q. And there is nothing in there, is 16:07:59
7 there, that you have to demonstrate shovel-readiness 16:08:00
8 or advanced stage of development, as you suggested, 16:08:03
9 is there? 16:08:08
10 A. I'd have to review it again. 16:08:09
11 Please remember that I saw a draft versions of this 16:08:10
12 several times, and it is quite possible that my 16:08:13
13 memory is tempered by that. 16:08:15
14 Q. Okay. 16:08:18
15 A. That that may have been taken out. 16:08:18
16 You could receive priority if you had 16:08:29
17 a project that was willing to advance itself. 16:08:31
18 Q. Right. Did Windstream apply for 16:08:33
19 any of those -- 16:08:35
20 A. No, that was not mandatory. 16:08:36
21 Q. Okay. And you're suggesting that 16:08:39
22 there was a draft that contained shovel-readiness 16:08:44
23 criteria in it before? 16:08:48
24 A. I believe so, but I could be 16:08:49
25 confusing it from previous RFPs. I've participated 16:08:51

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1 in three acquisitions for power. 16:08:56
2 Q. Okay, thanks. That's all I have. 16:09:00
3 PRESIDENT: Thank you, Mr. Neufeld. 16:09:04
4 And Ms. Seers. 16:09:05
5 FURTHER RE-EXAMINATION BY MS. SEERS: 16:09:10
6 Q. Mr. Baines, Dr. Heiskanen asked 16:09:16
7 you about the difference in costs between building 16:09:20
8 an offshore wind project and an onshore wind 16:09:23
9 project. How were those differences accounted for 16:09:26
10 within the FIT program? 16:09:29
11 A. In the price. Onshore projects 16:09:31
12 receive \$135 a megawatt hour and offshore is \$190. 16:09:36
13 The OPA did a calculation, as 16:09:40
14 I understand it, and these were in public documents, 16:09:42
15 that they determined what the appropriate cost 16:09:45
16 should be, what the appropriate power cost would be, 16:09:49
17 based upon a number of assumptions. The price was 16:09:52
18 provided to us. We didn't have any say in it. 16:09:57
19 Q. Okay. And if you will turn back 16:10:00
20 to Tab 40 of the binder, which is the document 16:10:03
21 Mr. Bishop just asked you about, that forwards 16:10:09
22 a press release called "Ontario scraps offshore wind 16:10:12
23 power plans" dated February 11, 2011, I don't have 16:10:15
24 the exhibit number for the record but let me find 16:10:21
25 it. R-0559. 16:10:24

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1 If you go to the bottom of page 3, 16:10:31
2 there is a highlighted statement from Mr. Duguid, 16:10:32
3 could you read that, please? 16:10:41
4 A. "That wind project contract won't 16:10:42
5 be cancelled. It will be extended until the science 16:10:44
6 is done, Duguid said." 16:10:47
7 Q. And who is Mr. Duguid? 16:10:50
8 A. Mr. Duguid is the 16:10:52
9 Minister of Energy. 16:10:53
10 Q. Do you recall seeing that 16:10:54
11 statement in this press release at this time? 16:10:55
12 A. Oh, sure, yes, I did. 16:10:57
13 Q. And what did you understand from 16:10:58
14 it? 16:10:58
15 A. That our project is not cancelled, 16:11:00
16 that we have to be prepared to move forward. 16:11:01
17 Q. Thank you. Those are my 16:11:05
18 questions. 16:11:06
19 PRESIDENT: Thank you. 16:11:06
20 MR. BISHOP: One last question again, 16:11:15
21 on Tab 40, Minister Gerretsen, at the time this was 16:11:16
22 written February 12th, 2011, I gather that John 16:11:21
23 Wilkinson was already the Minister at that time of 16:11:24
24 the -- 16:11:27
25 THE WITNESS: Yes, of Environment. 16:11:28

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1 MR. BISHOP: Minister of the 16:11:31
2 Environment. And what was John Gerretsen doing at 16:11:32
3 this time? 16:11:35
4 THE WITNESS: He was Minister of the 16:11:36
5 Attorney General. 16:11:37
6 MR. BISHOP: So he had moved from one 16:11:39
7 to the other. 16:11:40
8 THE WITNESS: Yeah, yeah. 16:11:41
9 MR. BISHOP: Thank you. 16:11:43
10 PRESIDENT: Okay. Thank you very 16:11:44
11 much, Mr. Baines. This concludes your examination. 16:11:44
12 Thank you for your time and for your patience. 16:11:51
13 PRESIDENT: I suggest we have a short 16:11:56
14 break of maybe just five minutes to get 16:11:58
15 Mr. Smitherman on the stand. 16:12:05
16 --- Recess taken at 4:12 p.m. 16:22:10
17 --- Upon resuming at 4:22 p.m. 16:22:11
18 PRESIDENT: Mr. Terry, are you ready? 16:22:38
19 MR. TERRY: Yes. 16:22:42
20 PRESIDENT: Good afternoon, sir. 16:22:47
21 THE WITNESS: Good afternoon. 16:22:48
22 PRESIDENT: Welcome. 16:22:49
23 THE WITNESS: Thank you. 16:22:50
24 PRESIDENT: Can we start by the 16:22:52
25 formality. If you could please state your full name 16:22:54

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1 for the record and then read the declaration of 16:22:57
2 a witness that you have, I understand, in front of 16:23:00
3 you. 16:23:03
4 THE WITNESS: Thank you, I'm George 16:23:03
5 Frederick Smitherman. A declaration that I solemnly 16:23:05
6 declare upon my honour and conscience that in my 16:23:08
7 evidence before this Tribunal, I shall speak the 16:23:11
8 truth, the whole truth and nothing but the truth. 16:23:13
9 AFFIRMED: GEORGE FREDERICK SMITHERMAN: 16:23:14
10 PRESIDENT: Thank you. You have 16:23:16
11 submitted one witness statement in this proceeding, 16:23:16
12 of which you should have a copy in front of you -- 16:23:18
13 THE WITNESS: I do. 16:23:22
14 PRESIDENT: -- right there. 16:23:22
15 A statement dated June 18th, 2015. Can you confirm 16:23:23
16 that this is your statement? 16:23:28
17 THE WITNESS: Yes, sir, it is. 16:23:29
18 PRESIDENT: And can you confirm the 16:23:31
19 contents of the statement? 16:23:32
20 THE WITNESS: By reviewing it, you 16:23:34
21 mean every -- 16:23:35
22 PRESIDENT: No. I simply ask you to 16:23:38
23 confirm that it's correct, and it's your true 16:23:39
24 statement? 16:23:42
25 THE WITNESS: Yes, sir. 16:23:43

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1 that period as Deputy Premier, and I held two 16:24:46
2 portfolios; Health and Longterm Care and 16:24:50
3 subsequently Energy and Infrastructure. 16:24:53
4 Q. And can you just confirm again 16:24:54
5 when it was that you completed your term as 16:24:55
6 Minister? 16:24:59
7 A. I resigned as Minister in November 16:24:59
8 of 2009 for the ill-fated pursuit of being mayor of 16:25:01
9 Toronto. That did not go well. 16:25:06
10 (LAUGHTER) 16:25:08
11 Q. And, Mr. Smitherman, and I ask 16:25:09
12 this just because the question has come up from the 16:25:11
13 Tribunal, and otherwise, could you explain in the 16:25:14
14 legislative system that we have here in Ontario, 16:25:18
15 what is the role of the Premier's Office? 16:25:21
16 A. Well, we have the British 16:25:24
17 Parliamentary system here in Ontario. The Ontario 16:25:25
18 Legislature is the sole legislative body. That 16:25:28
19 model is known I think for the lack of clear 16:25:32
20 distinction between the executive and legislative 16:25:34
21 branch. 16:25:37
22 In the circumstances that we were as 16:25:37
23 a government, the Leader of the Government, the 16:25:39
24 Premier of Ontario, had a majority and enjoyed the 16:25:42
25 endearing and enduring support of all of the members 16:25:46

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1 PRESIDENT: Do you have any 16:23:44
2 corrections to make? 16:23:44
3 THE WITNESS: None, sir. 16:23:45
4 PRESIDENT: Thank you. The way it 16:23:46
5 will work now is there will be a few questions by 16:23:46
6 counsel for Windstream, and then there will be 16:23:49
7 a cross-examination by Government of Canada, and 16:23:52
8 then possibly additional questions by counsel for 16:23:55
9 Windstream, and the Tribunal may intervene at any 16:23:59
10 time with questions. That is understood? 16:24:02
11 THE WITNESS: Very clear, sir. 16:24:06
12 PRESIDENT: Thank you very much. 16:24:07
13 Mr. Terry. 16:24:07
14 EXAMINATION-IN-CHIEF BY MR. TERRY: 16:24:13
15 Q. Good afternoon, Mr. Smitherman. 16:24:16
16 A. Hi. 16:24:18
17 Q. First of all, I'd just like to ask 16:24:18
18 you to briefly explain to the Tribunal what role you 16:24:20
19 played and positions you held in the Ontario 16:24:25
20 Government in the period you were with the Ontario 16:24:28
21 Government? 16:24:30
22 A. I was elected as a member of the 16:24:30
23 on the legislature three times and served from 1999 16:24:32
24 until very early 2010. From 2003 until 2006 16:24:36
25 I served as a senior government Minister for much of 16:24:41

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1 of caucus. So it is fair to say that the Premier 16:25:50
2 was the penultimate power on all matters. 16:25:52
3 Q. In terms of the Premier's Office, 16:26:02
4 how was it organized? 16:26:03
5 A. The Premier's Office consisted of 16:26:05
6 about 60 staff, but of those, a few, a very few, 16:26:07
7 especially say the Chief of Staff and the principle 16:26:10
8 secretary could speak with the Premier's voice, so 16:26:11
9 that if a Cabinet Minister received communication 16:26:13
10 from those two, or perhaps a few others, it was 16:26:17
11 taken as if that was from the word of the Premier. 16:26:19
12 Q. Those are my questions. Thanks 16:26:22
13 very much. 16:26:23
14 PRESIDENT: Thank you, Mr. Terry. 16:26:25
15 And it will be Mr. Spelliscy. Thank 16:26:27
16 you. 16:26:30
17 CROSS-EXAMINATION BY MR. SPELLISCY: 16:26:34
18 Q. Good afternoon, Mr. Smitherman. 16:26:46
19 A. Good afternoon. 16:26:48
20 Q. My name is Shane Spelliscy and I'm 16:26:49
21 counsel for the Government of Canada. I'm going to 16:26:51
22 ask you a few questions about your witness statement 16:26:53
23 that you have submitted on behalf of the Claimant. 16:26:55
24 If you don't understand a question, let me know -- 16:26:57
25 A. Of course. 16:27:00

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1 Q. -- and ask to rephrase it. It is 16:27:00
2 also important that you answer my questions. So in 16:27:03
3 that sense, if you answer my question as a "yes" or 16:27:05
4 "no" please answer it that way. Sometimes all I'm 16:27:08
5 asking is for you to confirm a date or that 16:27:10
6 a document says something, and then we'll get to 16:27:12
7 more substantive questions later. Of course if you 16:27:14
8 need to add context, I'll let you do so, if it's 16:27:16
9 necessary. We do have limited time though, and so 16:27:21
10 I'd appreciate very much if you could try to stay on 16:27:23
11 point and on topic today, agreed? 16:27:26
12 A. Agreed. 16:27:29
13 Q. You just gave a little bit of your 16:27:29
14 background here, so one thing I wanted to just come 16:27:32
15 back and clarify, one specificity. So you said you 16:27:34
16 resigned as the Minister of Energy in November of 16:27:38
17 2009, correct? 16:27:41
18 A. Yes, sir. 16:27:42
19 Q. That was November 9th, 2009, 16:27:43
20 correct? 16:27:44
21 A. I believe so. 16:27:46
22 Q. You say that in your witness 16:27:46
23 statement. Are you familiar -- 16:27:47
24 A. Yes. And I stayed in the 16:27:50
25 legislature for just one or two months longer. 16:27:52

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1 Act. The directive powers existed prior to that 16:28:54
2 also. 16:28:57
3 Q. Right. But specifically for the 16:28:58
4 FIT program, that comes in through the Green Energy 16:28:58
5 and Green Economy Act? Sorry, you have to answer 16:29:01
6 "yes" or "no" for the transcript. 16:29:05
7 A. No, I think that the powers, the 16:29:06
8 directive powers may have been restated in the Green 16:29:08
9 Energy and Green Economy Act, but I believe that 16:29:11
10 even if I had not implemented that piece of 16:29:15
11 legislation, as Minister of Energy, I had the 16:29:19
12 directive power to initiate programs such as that. 16:29:20
13 Q. Okay, but it was restated in the 16:29:23
14 Green Energy Act? 16:29:26
15 A. Yes. 16:29:26
16 Q. Now the OPA opens up the 16:29:27
17 application period for the FIT program on 16:29:29
18 October 1st, 2009; is that right? 16:29:31
19 A. Yes. 16:29:33
20 Q. And when they open it up, they do 16:29:33
21 a 60-day launch period window; are you aware of 16:29:35
22 that? 16:29:39
23 A. Yes. 16:29:39
24 Q. So that launch window expires on 16:29:39
25 December the 1st, 2009, correct? 16:29:41

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1 Q. And during that one or two months 16:27:55
2 you said you were running for the mayor of Toronto? 16:27:56
3 A. No, I left at that point in 16:27:59
4 January of 2010 to pursue, for almost the entirety 16:28:00
5 of 2010, that office. 16:28:03
6 Q. And you started as 16:28:05
7 a Minister of Energy and Infrastructure on June 20, 16:28:06
8 2008; is that right? 16:28:11
9 A. That's right. 16:28:13
10 Q. Okay, we're still, even though it 16:28:13
11 may not seem like it to everybody here, we are 16:28:16
12 relatively early in the hearing, so let's get some 16:28:18
13 context around dates for you. The Green Energy and 16:28:21
14 Green Economy Act, that receives royal assent on 16:28:25
15 May 14, 2009, right? 16:28:27
16 A. Yes. 16:28:29
17 Q. And pursuant to that, pursuant to 16:28:30
18 the authority granted to you by the amendments that 16:28:30
19 act made to the Electricity Act, you directed the 16:28:33
20 Ontario Power Authority to establish a feed-in 16:28:38
21 tariff program on September 24, 2009; is that right? 16:28:39
22 A. That is correct, but I think it is 16:28:45
23 important to note that the Minister of Energy had 16:28:47
24 those directive powers. They weren't merely 16:28:49
25 a creation of the Green Energy and Green Economy 16:28:50

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1 A. Yes. 16:29:44
2 Q. Thank you. And in that launch 16:29:45
3 period, the OPA is receiving applications, it is not 16:29:47
4 actually processing those applications yet; are you 16:29:51
5 aware of that? 16:29:53
6 A. I couldn't take your -- I couldn't 16:29:55
7 take your interpretation -- I couldn't take your 16:29:57
8 interpretation just as you've offered it, so, no, 16:29:59
9 I'm not sure exactly what you mean by that. 16:30:02
10 Q. I guess my question is: Was the 16:30:06
11 OPA actually putting through FIT applications in 16:30:08
12 that point as far as you're aware or were they 16:30:12
13 actually just receiving those applications and would 16:30:14
14 be processing them and assessing them later? 16:30:17
15 A. Well, they weren't receiving them 16:30:20
16 to sit on them, so I believe that the processing 16:30:21
17 would have been initiated immediately. And in this 16:30:24
18 process versus the RESOP process, which as 16:30:26
19 a previous model, we had sought to try to eliminate 16:30:29
20 the queuing, and that is by attaching a grid 16:30:32
21 connectivity to FIT contract applications. We 16:30:37
22 worked very hard to try and ensure that those that 16:30:40
23 were eventually to be contracted already had 16:30:42
24 connection points. 16:30:45
25 So I think that this was different, 16:30:46

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1 and we were trying to eliminate the pooling or 16:30:47
2 queuing effect of a whole bunch of people lining up 16:30:50
3 for something and oversubscribing it. So I do 16:30:52
4 believe that as those applications came in, the 16:30:56
5 Ontario Power Authority initiated the processing of 16:30:59
6 them. 16:31:03
7 Q. So you believe -- now you weren't 16:31:04
8 involved in the day-to-day activities in the Ontario 16:31:05
9 Power Authority; is that correct? 16:31:08
10 A. Day-to-day activities, no. 16:31:09
11 Q. Now, Windstream -- I'm not sure if 16:31:12
12 you're aware, are you aware that Windstream applies 16:31:15
13 for the FIT program on November 27th, 2009? 16:31:19
14 A. No, but that seems -- no, but 16:31:22
15 that's not surprising. 16:31:23
16 Q. Now the first round of FIT 16:31:24
17 contracts is offered in April of 2010, right? 16:31:26
18 A. Yes. 16:31:28
19 Q. Or announced the offers anyways. 16:31:28
20 So that I understand, you were the 16:31:31
21 Minister for the launch of the FIT program, but you 16:31:34
22 had left that position and, in fact, left government 16:31:38
23 before a single -- before a single offer of contract 16:31:41
24 was made, correct? 16:31:44
25 A. I think from the -- yes, I had 16:31:45

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1 Q. Okay. Now you also left the 16:32:43
2 government before a single renewable energy approval 16:32:49
3 was ever granted, correct? 16:32:52
4 A. In the context of the 16:32:54
5 Feed-in-Tariff or -- 16:32:55
6 Q. Yes. 16:32:57
7 A. Yes. 16:32:57
8 Q. So then I want to understand 16:32:58
9 a statement that you made in your witness statement. 16:32:59
10 You testified in your statement that no one 16:33:02
11 discussed with you any concerns with the readiness 16:33:04
12 of Ontario to process offshore wind projects, but in 16:33:07
13 saying that, your testimony is then limited to the 16:33:10
14 time when you were Minister prior to November 2009, 16:33:12
15 correct? 16:33:15
16 A. The roll-out of the Green Energy 16:33:15
17 and Green Economy Act was lengthy and my comment in 16:33:21
18 my witness statement was to say that during that 16:33:25
19 very lengthy process where all government Ministers 16:33:27
20 and all government Ministries were very aware of 16:33:30
21 what MEI, my Ministry, was up to, at no time 16:33:34
22 whatsoever did colleagues of mine, formally or 16:33:38
23 informally, raise concerns with me with respect to 16:33:40
24 the implementation of wind power as one of our 16:33:44
25 chosen fuel sources for the Feed-in-Tariff. 16:33:47

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1 left the government, but I had been substantially 16:31:47
2 involved obviously in the development of the FIT 16:31:49
3 model, the Green Energy Act and worked closely with 16:31:53
4 the Ontario Power Authority from the fall of 2008 16:31:55
5 right through to the implementation of the program 16:31:59
6 in the fall of 2009. 16:32:01
7 Q. Right. And then you left your 16:32:03
8 position in November of 2009? 16:32:04
9 A. Yes, yes. 16:32:05
10 Q. So you left before Windstream also 16:32:07
11 applied to the FIT program, correct? 16:32:09
12 A. Yes -- 16:32:11
13 Q. You left November 27th -- 16:32:12
14 A. I should clarify for the panel 16:32:15
15 though that as a Minister I wouldn't have ever been 16:32:16
16 involved in the direct selection of any applicant. 16:32:18
17 Q. And that's because that was up for 16:32:21
18 the OPA to apply the FIT Rules and pursuant to those 16:32:24
19 rules to determine which applicants were -- 16:32:26
20 A. Yes, as Minister, I had the 16:32:29
21 directive powers to ask them to direct them to 16:32:30
22 develop a program, but as a political Minister was 16:32:34
23 not involved in the assessment of individual 16:32:38
24 applications or in decisions around who would be 16:32:40
25 awarded a contract. 16:32:42

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1 Q. I'm not sure I got an answer to my 16:33:49
2 exact question. Sorry, but that testimony is 16:33:51
3 obviously limited up until you left government. So 16:33:54
4 you're talking solely about prior to November of 16:33:56
5 2009, correct? 16:33:59
6 A. It was a comment about program -- 16:34:00
7 it was a comment about program design. I'm not sure 16:34:01
8 the -- I'm not sure the -- I've already -- I've 16:34:04
9 already answered your question to say that I wasn't 16:34:07
10 involved in the issuance of any contracts. I can 16:34:09
11 repeat -- I can repeat that. 16:34:12
12 Q. I guess I'm trying to understand 16:34:15
13 the context of your statement, your witness 16:34:16
14 statement, and I'm just trying to get the timing 16:34:19
15 down, because you didn't have timing in your witness 16:34:21
16 statement. So the timing is when you say that you 16:34:23
17 are saying, while I was the Minister of Energy and 16:34:25
18 Infrastructure 2008 to November of 2009, I didn't 16:34:31
19 have any feedback of any concern. That's the timing 16:34:35
20 of your statement? 16:34:37
21 A. Yes. And this is in response to 16:34:38
22 some of the witness statements that had been 16:34:40
23 presented by the other side that expressed surprise 16:34:41
24 that offshore wind was considered amongst the fuel 16:34:43
25 sources. 16:34:47

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1 Q. Now you said earlier that you 16:34:54
2 left -- you remained a member of the provincial 16:34:55
3 legislature until January of 2010 and I think you 16:34:57
4 said, and then you left government entirely is that 16:35:00
5 right? 16:35:02
6 A. That's right. 16:35:03
7 Q. So by February 11th, 2011, the 16:35:03
8 date of the measure that's in question in this 16:35:06
9 arbitration, you'd been completely out of the 16:35:08
10 Ontario Government for over a year, correct? 16:35:11
11 A. Yes, and but active in the 16:35:13
12 green energy sector to some extent. 16:35:17
13 Q. Can we turn to -- you've got 16:35:18
14 a binder in front of you, and it's got tabs in it 16:35:20
15 and if you turn to Tab 1 in that binder, I just want 16:35:23
16 to confirm, I think something that should be 16:35:28
17 obvious, but Tab 1 in your binder, which is 16:35:32
18 Exhibit C-0480, and it is a press release issued by 16:35:34
19 the Government of Ontario on February 11 announcing 16:35:39
20 the decision to defer the development of offshore 16:35:42
21 wind, do you have it with you? 16:35:45
22 A. Yes. 16:35:46
23 Q. So the very first line of that 16:35:47
24 press release says: 16:35:48
25 "Ontario is not proceeding with

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1 proposed offshore wind projects 16:35:50
2 while further scientific research 16:35:51
3 is conducted." 16:35:53
4 Do you see that? 16:35:54
5 A. Yes. 16:35:55
6 Q. And at the bottom you see that 16:35:55
7 there are quotes from three Ministers, Mr. 16:35:57
8 Wilkinson, Ministry of Environment, Minister Duguid, 16:36:00
9 Minister of Energy, and Minister Jeffrey, Minister 16:36:06
10 of Natural Resources, correct? 16:36:09
11 A. Yes. 16:36:12
12 Q. Now the fact that they've got 16:36:13
13 quotes in here, this would indicate they all 16:36:15
14 approved this press release, correct? 16:36:19
15 A. Yes. 16:36:21
16 Q. And Minister Wilkinson, he was a 16:36:21
17 colleague of yours in the Cabinet of Ontario, 16:36:24
18 correct? 16:36:25
19 A. Yes, including I think when the 16:36:26
20 Green Energy Act came forward. 16:36:26
21 Q. But he was not the Minister of 16:36:28
22 Environment at the time? 16:36:29
23 A. He was not. 16:36:31
24 Q. He became the Minister of 16:36:32
25 Environment after you left? 16:36:32

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1 A. That's correct. 16:36:34
2 Q. He was the Minister of Revenue 16:36:35
3 before? 16:36:35
4 A. Minister of Research and 16:36:37
5 Innovation, subsequently Revenue and then 16:36:38
6 Environment, if I have the order proper. 16:36:40
7 Q. Thank you. So, and to be clear, 16:36:42
8 you obviously had no involvement in the issuance of 16:36:44
9 this decision, you had left government a long time 16:36:47
10 before, correct? 16:36:50
11 A. Yes, sir. 16:36:51
12 Q. Now I want to come back to your 16:36:53
13 witness statement where you talk about the certainty 16:36:55
14 that you hoped created through the adoption of the 16:36:58
15 GEGA just to clarify what you meant, and I want to 16:37:02
16 look at paragraph 18 of your statement, which you 16:37:05
17 quote from a speech -- 16:37:14
18 A. Just a second, let me get there. 16:37:15
19 Q. Sure. 16:37:18
20 A. Thank you. 16:37:20
21 Q. Okay. You quote from a speech 16:37:20
22 here that you gave in the Ontario Legislature when 16:37:21
23 introducing the GEGA in February of 2009. For the 16:37:24
24 record, that's Exhibit C-0116, and if anybody wants 16:37:31
25 to see, it is Tab 2 of your binder, we can stay on 16:37:37

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1 your witness statement. It has the relevant part 16:37:39
2 there. 16:37:42
3 And if we look to the last line in the 16:37:43
4 first paragraph that you quote in paragraph 18 of 16:37:46
5 your witness statement, you say that you wanted to 16:37:48
6 create with the GEGA certainty that the government 16:37:51
7 would issue permits in a timely way; do you see 16:37:55
8 that? 16:37:57
9 A. Yes. 16:37:58
10 Q. And just to be clear here, you are 16:37:59
11 not promising that every project would get a permit, 16:38:00
12 were you? 16:38:03
13 A. Well, I think that the 16:38:03
14 government's commitment stood as a -- stood as 16:38:04
15 a many promise, but no one would have suggested that 16:38:07
16 any permits would be issued absent of proponents 16:38:12
17 doing a -- doing a good bit of necessary work. So 16:38:15
18 it's not that -- there was no -- there was no 16:38:18
19 issuance of a promise or guarantee that said just 16:38:21
20 come on to Ontario and we are going to issue you 16:38:24
21 a permit, so, yes, I would say that is correct. 16:38:27
22 Q. In fact, you were consistently 16:38:32
23 clear in your public statements that developers 16:38:33
24 would have to obtain all required environmental 16:38:35
25 approvals, correct? 16:38:38

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1 A. Yes. 16:38:39
2 Q. We can look at one now if you turn 16:38:42
3 to the third tab in your binder. This is 16:38:44
4 Exhibit C-0137 for the record. This is a press 16:38:47
5 release that the Ministry of Energy and 16:38:55
6 Infrastructure issued with the announcement of the 16:39:02
7 FIT program, and if we turn to page 3 of 5, there is 16:39:05
8 a heading and a paragraph saying "Renewable Energy 16:39:09
9 approval." Are you with me? 16:39:14
10 A. Yes, sir. 16:39:16
11 Q. And it says there that: 16:39:16
12 "The renewable energy approval 16:39:18
13 process becomes law today, 16:39:21
14 September 24, 2009, and is 16:39:24
15 designed to ensure that renewable 16:39:26
16 energy projects are developed in 16:39:27
17 a way that is protective of human 16:39:28
18 health, the environment, and 16:39:30
19 Ontario's cultural and natural 16:39:32
20 heritage." 16:39:34
21 Do you see that? 16:39:35
22 A. Yes, sir. 16:39:36
23 Q. So to be clear, you did not 16:39:36
24 believe that the REA was just red tape, right? 16:39:37
25 A. In suggesting that red tape is 16:39:41

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1 and such, that it was my responsibility alongside my 16:40:47
2 colleagues at a macro level, but at a micro level 16:40:50
3 I wasn't involved in the -- I wouldn't have been 16:40:53
4 involved in the evaluation of individual 16:40:55
5 applications to determine whether they had -- 16:40:58
6 whether they had met all of the obligations under 16:41:01
7 REA. 16:41:04
8 Q. And the development of the REA was 16:41:05
9 a responsibility of the Ministry of the Environment, 16:41:06
10 correct? 16:41:08
11 A. Well these things were developed 16:41:10
12 in partnership with the Ministry of Energy and 16:41:12
13 Infrastructure in the lead. Yes, but REA recognized 16:41:16
14 the Ministry of the Environment's responsibilities 16:41:20
15 very directly. 16:41:25
16 Q. So under the REA, the Ministry of 16:41:26
17 the Environment is a regulating agency? 16:41:27
18 A. Yes. 16:41:30
19 Q. I'd like to spend a few minutes 16:41:35
20 now speaking about the GEGA, and specifically 16:41:37
21 offshore wind projects. 16:41:43
22 So I want to first turn to what the 16:41:44
23 government said publicly about the REA regulation as 16:41:46
24 it related to offshore wind projects, and if you 16:41:49
25 could turn to page -- or Tab 5 of your binder, this 16:41:51

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1 necessarily bad? I don't really understand your use 16:39:43
2 of the expression "red tape." 16:39:46
3 Q. I think in your witness statement 16:39:48
4 and in your speech you had talked about a desire to 16:39:50
5 eliminate red tape; is that not correct? 16:39:52
6 A. Well any -- perhaps you haven't 16:39:55
7 drawn that to my attention, so I'd have to take 16:39:57
8 a look at it, but I think that in this case -- in 16:39:59
9 this case, yes, the REA was designed to ensure that 16:40:02
10 Ontario's regulatory standards were maintained and 16:40:07
11 at the same time to enhance the capability of 16:40:10
12 government Ministries and agencies to be responsive 16:40:15
13 to appropriate applications. 16:40:18
14 Q. But the REA was not a rubber 16:40:20
15 stamp, correct? 16:40:21
16 A. No, sir, that is correct, yes. 16:40:22
17 Q. Thank you. And to be clear, as 16:40:23
18 a Minister of Energy and Infrastructure, it was not 16:40:28
19 your job to determine whether any particular 16:40:31
20 development would accomplish the goals you state for 16:40:33
21 the REA, protecting human health, the environment 16:40:35
22 and Ontario's cultural and natural heritage? That 16:40:38
23 was not your responsibility? 16:40:41
24 A. One might argue, since I authored 16:40:42
25 the piece of legislation, took it through Cabinet 16:40:44

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1 is the decision notice issued by the Ministry of the 16:41:59
2 Environment titled "Proposed Ministry of the 16:42:02
3 Environment Regulations to Implement Green Energy 16:42:04
4 and Green Economy Act." 16:42:08
5 For the record it is Exhibit R-0072. 16:42:10
6 This is a document from the Ministry 16:42:16
7 of the Environment which explains the reason behind 16:42:17
8 the Ministry of the Environment's decision to adopt 16:42:19
9 the REA regulations, correct? 16:42:23
10 A. Yes. 16:42:24
11 Q. So this decision notice would have 16:42:25
12 been issued the same day and it would have been 16:42:26
13 available the same day for the proponents as the REA 16:42:29
14 regulation? 16:42:31
15 A. Well, it is not dated to the best 16:42:32
16 of my vision, so I don't believe I'm in a position 16:42:34
17 to confirm that. 16:42:37
18 Q. You don't know one way when it was 16:42:38
19 produced? 16:42:40
20 A. Not specifically, sir. 16:42:42
21 Q. You said a few minutes ago that 16:42:49
22 you were working in partnership with the Ministry of 16:42:51
23 the Environment on the REA regulation, I think, or 16:42:53
24 somehow consulting with them on it; is that 16:42:59
25 accurate? 16:43:01

1 A. Yes, most definitely. Myself 16:43:02
 2 personally of course working with my colleague 16:43:04
 3 Ministers and my Deputy Minister at the time playing 16:43:06
 4 a leadership role, especially around things like the 16:43:09
 5 development of the renewable energy facilitation 16:43:13
 6 office, and I could speak more on that if you have 16:43:15
 7 questions, sir. 16:43:17
 8 Q. So you would have seen this EBR 16:43:18
 9 posting before it was released? 16:43:22
 10 A. If I chose to. I can't -- I can't 16:43:23
 11 confirm that I -- I cannot confirm that I reviewed 16:43:27
 12 it, but, yes, it would be a matter of -- it would 16:43:30
 13 be -- certainly a matter that would normally be 16:43:33
 14 shared amongst government Ministries, so, yes. 16:43:35
 15 Q. Can you turn to the second page of 16:43:38
 16 it. I want to look at the requirements for 16:43:44
 17 renewable energy approval. There is a long 16:43:47
 18 section there, and at the very bottom paragraph on 16:43:51
 19 that page, it says: 16:43:53
 20 "There are special rules for wind 16:43:55
 21 facilities that include turbines 16:43:56
 22 in contract with surface water 16:43:58
 23 other than wetlands. These 16:43:59
 24 facilities require an REA and are 16:44:02
 25 required to submit an offshore 16:44:04

1 wind facility report as part of 16:44:06
 2 the application." 16:44:07
 3 Then it says: 16:44:09
 4 "The Ministry of the Environment 16:44:09
 5 and the Ministry of Natural 16:44:11
 6 Resources continue to work in 16:44:13
 7 a coordinated approach to offshore 16:44:15
 8 wind facilities which would 16:44:16
 9 include province-wide minimum 16:44:18
 10 separation distance standards for 16:44:20
 11 noise." 16:44:21
 12 [As read] 16:44:22
 13 Do you see that? 16:44:22
 14 A. Yes, sir. 16:44:23
 15 Q. So you would not have objected to 16:44:23
 16 this language at the time this was issued, correct? 16:44:25
 17 A. Not at all. 16:44:27
 18 Q. In fact, these separation 16:44:28
 19 distances, they'd actually been one of the factors 16:44:29
 20 that you'd been publicly speaking about when you 16:44:32
 21 talked about certainty in the regulatory process, 16:44:34
 22 correct? 16:44:36
 23 A. Yes, but I can't recall whether 16:44:37
 24 that was in the context of onshore or offshore. As 16:44:39
 25 the setback matters, from my recollection, were 16:44:42

1 a much more significantly raised issue for onshore 16:44:44
 2 wind than for off. 16:44:48
 3 Q. Let's flip back to your speech 16:44:52
 4 when you introduced the bill in the Legislature -- 16:44:58
 5 A. Section 18 of my own statement? 16:45:01
 6 Q. Let's go to Tab 2. 16:45:03
 7 A. In yours? 16:45:05
 8 Q. In the binder you have in front of 16:45:05
 9 you there. Tab 2 in the binder you have in front of 16:45:07
 10 you, since that's my -- 16:45:10
 11 A. That's yours. 16:45:11
 12 Q. It could be mine. Sure. 16:45:12
 13 A. I have it. 16:45:14
 14 Q. Again, for the record, it is 16:45:19
 15 C-116. 16:45:20
 16 If you turn to page 2, and you look at 16:45:22
 17 the penultimate paragraph, the second-last paragraph 16:45:24
 18 it said: 16:45:26
 19 " nor would our intentions be 16:45:28
 20 clearer than when it comes to 16:45:30
 21 streamlining the cumbersome 16:45:32
 22 processes that have created 16:45:34
 23 a patchwork municipal by-laws." 16:45:35
 24 And the last sentence says: 16:45:39
 25 "The current model where different 16:45:39

1 municipalities have imposed 16:45:41
 2 varying setbacks on wind projects 16:45:42
 3 would be replaced by universal 16:45:44
 4 setbacks from adjacent homes and 16:45:46
 5 other sensitive areas." 16:45:49
 6 Do you see that? 16:45:51
 7 A. Yes. 16:45:52
 8 Q. And this is where you are talking 16:45:53
 9 about setbacks, universal setbacks was the idea, 16:45:53
 10 standardized setbacks, correct? 16:45:56
 11 A. Yes, but I think that this 16:45:57
 12 paragraph, which you refer to as the penultimate 16:45:58
 13 paragraph, is actually as much a reference to the 16:46:00
 14 adoption of previous municipal planning powers by 16:46:04
 15 the province. So I think that paragraph is actually 16:46:07
 16 more about something other than what you've raised. 16:46:10
 17 Q. Okay, but you would at least agree 16:46:18
 18 with me, considering the EBR posting that we looked 16:46:19
 19 at, dealing with setbacks for noise for offshore, 16:46:22
 20 and you are talking about universal setbacks, I take 16:46:24
 21 it, you are saying for onshore -- yes? 16:46:28
 22 A. Well, I would have expected as the 16:46:31
 23 Ministry of the Environment moved forward that it 16:46:34
 24 would establish setback conditions for onshore, yes, 16:46:37
 25 and to consider those and to develop them also for 16:46:40

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1 offshore. 16:46:44
2 Q. Right. And as we just saw from 16:46:45
3 the posting with the decision notice for the REA, 16:46:46
4 you would agree with me that those setbacks had not 16:46:53
5 yet been set for offshore facilities? 16:46:55
6 A. Oh, for offshore, no. 16:46:58
7 Q. If we come back to this posting, 16:47:05
8 which again was at Tab 5 of your binder, on the 16:47:06
9 second page, and it is in the last paragraph in the 16:47:14
10 requirements for renewable energy approval. I want 16:47:16
11 to focus on the word, the last sentence there again 16:47:20
12 where it says: 16:47:23
13 "The Ministry of the Environment 16:47:24
14 and Ministry of Natural Resources 16:47:25
15 continue to work on a coordinated 16:47:27
16 approach which would include 16:47:30
17 province-wide setbacks." 16:47:31
18 I want to focus on that word 16:47:34
19 "include," because you would agree with me that 16:47:35
20 they're continuing to work on a coordinated approach 16:47:38
21 and one of those things is setback distances, but 16:47:41
22 not the only thing, right? 16:47:44
23 A. Yes. 16:47:46
24 Q. You would also agree with me, 16:47:50
25 would you not, that not knowing where you could put 16:47:51

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1 Q. I'm not sure I got answers, but 16:48:51
2 you would agree with me, would you not, that if you 16:48:54
3 did not know what the setback distances would be, 16:48:56
4 you would not know where you could put your offshore 16:48:58
5 project, correct? 16:49:00
6 A. Well I think that one can 16:49:01
7 determine for themselves where they want to bring 16:49:03
8 forward -- bring forward an application, and 16:49:06
9 different people were in the midst of doing that. 16:49:10
10 Q. So you are saying that it would 16:49:13
11 be -- 16:49:14
12 A. I think to answer your question 16:49:15
13 another way, Ontario had sent a very, very strong 16:49:17
14 signal that they were moving forward with the 16:49:19
15 implementation of more renewable energy, including 16:49:24
16 offshore. That creates a reasonable expectation 16:49:26
17 amongst developers that they should look at such 16:49:29
18 opportunities guided by the information that they 16:49:31
19 had, which at that time included quite a bit of work 16:49:32
20 from the Ministry of Natural Resources. So I think 16:49:34
21 that there was some effort there that individuals -- 16:49:37
22 individual developers could be guided by. 16:49:39
23 Q. Uh-hmm. But you talk about the 16:49:41
24 work that was being done and the expectation that 16:49:44
25 developers would have. You would agree with me that 16:49:47

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1 your offshore project, because you did not know what 16:47:53
2 the setback requirement would be, would mean that at 16:47:56
3 least as of this date, you could not be very certain 16:47:58
4 about developing your offshore wind project at all? 16:48:02
5 A. I think that the Ministry of 16:48:04
6 Natural Resources had previously gone through 16:48:08
7 a process, and as you probably know, there was a -- 16:48:10
8 I'm not sure if they used the word "moratorium" at 16:48:14
9 the time, but that Ministry, which is in charge of 16:48:17
10 the allocation of lands, had given a lot of 16:48:18
11 consideration to the implementation of offshore -- 16:48:21
12 of offshore wind, and people invariably would have 16:48:25
13 taken guidance -- would have taken guidance from 16:48:29
14 that. 16:48:31
15 Q. But you would agree with me that 16:48:32
16 pursuant to this paragraph, that work is not yet 16:48:34
17 done, correct? 16:48:37
18 A. That work is not yet completed. 16:48:37
19 Q. Not yet completed -- 16:48:40
20 A. But much had been -- there had 16:48:41
21 been quite a public record, I believe, around the 16:48:43
22 Ministry of Natural Resources processes. 16:48:46
23 Q. But they were continuing to work 16:48:47
24 on it, correct? 16:48:49
25 A. This says they were, yes. 16:48:50

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1 in forming whatever expectations they might have, 16:49:49
2 developers would have looked at the decision notice 16:49:52
3 from the Ministry of the Environment on the REA, 16:49:54
4 correct? 16:49:57
5 A. Yes, I would think so, and I would 16:49:58
6 think that they would also look at the established 16:49:59
7 metres for onshore. 16:50:01
8 Q. Uh-hmm. 16:50:03
9 A. But perhaps some -- seeing some 16:50:03
10 guidance from that. 16:50:06
11 Q. They may have looked at the 16:50:07
12 exhibit. You believe they may have looked at 16:50:08
13 onshore and may have seen some guidance, but they 16:50:10
14 would also be -- you would expect the developers in 16:50:13
15 understanding what the province was proposing with 16:50:15
16 respect to specifically to offshore, they would have 16:50:17
17 paid attention to this particular paragraph, 16:50:20
18 correct? 16:50:21
19 A. One would think, but I can't speak 16:50:22
20 for them, sir. 16:50:24
21 Q. Okay. I also want to understand 16:50:26
22 a little bit about what the government was saying to 16:50:30
23 offshore wind developers about their ability to 16:50:34
24 obtain Crown land. 16:50:36
25 And I want to clarify one thing in 16:50:39

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1 your witness statement before we move to a little 16:50:41
2 more general. In your witness statement you said 16:50:43
3 that a letter sent from Minister Cansfield to 16:50:50
4 Mr. Baines encouraged Mr. Baines to apply for a FIT 16:50:52
5 contract. And you refer to a letter, and that 16:50:55
6 letter is at Tab 6 of your binder, and it is 16:50:58
7 Exhibit C-0144 for the record. If we could turn to 16:51:01
8 that now. Are you with me? 16:51:06
9 A. Yes, sir. 16:51:12
10 Q. Now you are aware that -- or I 16:51:13
11 assume that you are aware, but maybe not -- you were 16:51:14
12 aware prior to the FIT program, Windstream had 16:51:18
13 already applied for Crown land access for a proposed 16:51:20
14 project? 16:51:23
15 A. I'm not sure that I made -- I'm 16:51:23
16 not sure of that, no. I don't believe I made 16:51:26
17 comment on that in my witness statement. 16:51:28
18 Q. You are looking at this letter. 16:51:30
19 Now you say this letter encouraged Mr. Baines to 16:51:31
20 apply for a FIT contract. But this is just a form 16:51:34
21 letter sent to all Crown land applicants, isn't it? 16:51:37
22 A. Well, I don't know whether I would 16:51:45
23 refer to a letter signed by a Minister as a form 16:51:47
24 letter. It seems to suggest that the letter wasn't 16:51:49
25 to be taken seriously or wasn't seriously offered? 16:51:51

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1 Q. No, I'm just pointing out in your 16:51:55
2 witness statement, you said it was to Mr. Baines and 16:51:58
3 encouraged Mr. Baines to apply. I'm pointing out 16:52:00
4 that this was a letter sent in fact to all FIT 16:52:03
5 applicants, not specifically to Mr. Baines; isn't 16:52:06
6 that correct? 16:52:09
7 A. Yes. Well, I don't know that it 16:52:09
8 was sent to all, but I take your word for it, sir. 16:52:10
9 Q. If we look at the first 16:52:13
10 sentence -- 16:52:14
11 A. But it doesn't really -- as best 16:52:14
12 as I can tell it doesn't alter my point, which is 16:52:16
13 that Mr. Baines, as the recipient of this -- as the 16:52:19
14 recipient of this letter, could be guided by it and 16:52:21
15 could find ways to take comfort from it. 16:52:24
16 Q. Right, but and we can come down to 16:52:27
17 the sixth paragraph here of this letter on the first 16:52:29
18 page, the one that starts with "this letter." Do 16:52:37
19 you see that? I think it's sixth. 16:52:40
20 A. Well, I see sixth, yes. 16:52:44
21 Q. This letter and the attached 16:52:46
22 mapping information. Do you see that paragraph? 16:52:48
23 A. Isn't that seven? 16:52:50
24 Q. Maybe it's seven. Maybe I'm 16:52:52
25 forgetting the first little one, but we are at the 16:52:54

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1 same spot? 16:52:58
2 A. Yes. 16:52:59
3 Q. And it says: 16:52:59
4 "This letter and the attached 16:53:00
5 mapping information do not in any 16:53:00
6 constitute any commitment, 16:53:01
7 obligation or approval of your 16:53:01
8 project by the Government of 16:53:01
9 Ontario." 16:53:03
10 Then it says: 16:53:05
11 "Should you decide to proceed with 16:53:05
12 your application, it will be 16:53:07
13 necessary to follow up processes 16:53:08
14 outlined in any applicable 16:53:10
15 policies, procedures or guidance 16:53:13
16 material, and to ensure you adhere 16:53:14
17 to all applicable federal and 16:53:16
18 provincial legislation as well as 16:53:18
19 relevant municipal by-laws." 16:53:20
20 Do you see that? 16:53:23
21 A. Yes, sir. 16:53:24
22 Q. In fact, Mr. Minister Cansfield is 16:53:25
23 leaving it entirely up to the various proponents 16:53:28
24 that she is writing to determine if they are 16:53:29
25 proceeding with their FIT application, correct? 16:53:32

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1 A. To determine if they are 16:53:34
2 proceeding with their FIT application? 16:53:34
3 Q. She says should you decide to 16:53:36
4 proceed with their FIT application, correct? So it 16:53:38
5 is up to them to continue with their FIT 16:53:41
6 application; would you agree? 16:53:43
7 A. Yes, naturally it is. 16:53:45
8 Q. She doesn't encourage them to do 16:53:47
9 this, does she? 16:53:51
10 A. Well I believe she does, yes, 16:53:51
11 I believe in her -- in this and other public 16:53:53
12 statements that she was making at the time, she 16:53:55
13 was -- she was an advocate for the implementation of 16:53:57
14 offshore wind. 16:54:02
15 Of course this is -- there is 16:54:03
16 a certain amount of conditional language here, yes, 16:54:05
17 I would agree with that, on the one hand, a little 16:54:07
18 bit on the other hand, but there is important 16:54:09
19 information in there that developers would receive, 16:54:11
20 and I believe would take some heart from. 16:54:14
21 Q. Well, you mentioned public 16:54:17
22 statements she was making, so let's look at another 16:54:18
23 one of those, which is at the next tab in your 16:54:21
24 binder, which is Tab 7. And you refer to this in 16:54:26
25 your witness statement as well. And it is a speech 16:54:30

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1 that Minister Cansfield gave at a conference in late 16:54:33
2 October of 2009. It is Exhibit C-0147 for the 16:54:36
3 record. 16:54:42
4 To be clear, now this speech is 16:54:43
5 obviously after the launch of the FIT program; do 16:54:44
6 you recall that, correct? 16:54:46
7 A. Yes. 16:54:47
8 Q. And if we turn to page 5 of this 16:54:49
9 speech, halfway down, seven bullets down, and 16:54:52
10 I tried to count correctly this time, there is 16:55:03
11 a bullet that starts: 16:55:06
12 "We are also using this time." 16:55:07
13 Do you see that? 16:55:09
14 A. Uh-hmm. 16:55:10
15 Q. So it says: 16:55:10
16 "We are also using this time to 16:55:11
17 carry out a thorough review of our 16:55:12
18 site release policies for 16:55:14
19 renewable energy projects on Crown 16:55:15
20 land." 16:55:17
21 The next bullet says: 16:55:19
22 "This review will be carried out 16:55:20
23 in two phases and should be 16:55:22
24 completed by the end of next 16:55:24
25 year." 16:55:24

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1 I think even in other forms of contracted FIT 16:56:22
2 projects that might have -- that might seem at first 16:56:25
3 measure to have been more ready, there were also 16:56:28
4 a number of regulatory delays where Ministries 16:56:32
5 needed to do remedial effort to get themselves 16:56:36
6 ready, so... 16:56:39
7 Q. You are saying it would be seen as 16:56:41
8 a step in the right direction, but you would agree 16:56:42
9 with me that it is a step in the right direction 16:56:45
10 that is apparently going to take 14 more months to 16:56:47
11 take, and that there is nothing in here that 16:56:49
12 indicates where the landing spot for that foot will 16:56:51
13 be, right? 16:56:52
14 A. It suggests a timeframe which is 16:56:54
15 to indicate that there is a process underway with 16:56:56
16 a destination point, and I think sometimes -- 16:57:00
17 sometimes those looking at what the government is up 16:57:04
18 to would see that as a -- see that as a piece of 16:57:06
19 progress. 16:57:10
20 Q. They would see it as a piece of 16:57:11
21 progress, but you would agree with me that in 16:57:13
22 October of 2009, a statement like this in October of 16:57:15
23 2009, would not have given any offshore developer 16:57:17
24 certainty as to where they might be able to, and 16:57:23
25 when and how they might be able to get Crown land, 16:57:25

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1 [As read] 16:55:26
2 Do you see that? 16:55:26
3 A. Yes. 16:55:26
4 Q. So she is telling developers in 16:55:27
5 October of 2009 that MNR is currently carrying out 16:55:28
6 a review of the process to allocate Crown land and 16:55:32
7 that it wouldn't be done until the end of 2010, 16:55:36
8 correct? 16:55:38
9 A. That's as I read it, sir, yes. 16:55:39
10 Q. And you would agree with me that 16:55:41
11 she doesn't give any indication here about what the 16:55:43
12 ultimate policy on site release would be, right? 16:55:45
13 A. Not here in a speech, sir, no. 16:55:48
14 Q. No. So you would agree with me 16:55:52
15 then, would you not, that statements such as these 16:55:53
16 after the launch of the FIT program, would not have 16:55:57
17 created any regulatory certainty for investors in 16:56:01
18 offshore wind, would they? 16:56:03
19 A. I think that they actually -- the 16:56:06
20 process towards resolution on a few key matters 16:56:07
21 would have created -- would have been a step for any 16:56:10
22 developer towards a positive step in the right 16:56:11
23 direction, such as the earlier reference in the EBR 16:56:15
24 posting that the two Ministries continue to work 16:56:18
25 together on matters which were not resolved. And 16:56:20

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1 correct? 16:57:26
2 A. I think a certainty that -- 16:57:28
3 certainty that the process was moving towards 16:57:28
4 finalizing those decision points. 16:57:31
5 Q. But only that certainty at this 16:57:36
6 point, correct? 16:57:38
7 A. Yes, but kind of grows. 16:57:42
8 Q. Let's look at some of that growth 16:57:48
9 then, and we can keep going through tabs in your 16:57:50
10 binder. I want to turn to Tab 8 of your binder. 16:57:52
11 This is another posting of the Ministry of 16:58:01
12 Environment on the environmental registry related to 16:58:10
13 offshore wind that is dated June 25, 2010. 16:58:16
14 For the record, it is Exhibit R-0118; 16:58:19
15 are you with me on this? 16:58:24
16 A. Yes, but I wasn't with you at that 16:58:25
17 time, as was earlier established. 16:58:27
18 Q. Yes, well that's my question -- 16:58:30
19 A. I was out campaigning somewhere in 16:58:32
20 these neighborhoods, sir. 16:58:34
21 Q. And have you reviewed this posting 16:58:35
22 before? 16:58:36
23 A. No, sir. 16:58:36
24 Q. No. Well, because you talked 16:58:38
25 about the March -- I understand that you haven't 16:58:42

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1 reviewed this posting, I do want to take you to some 16:58:45
2 bits of it because I think it also does relate back 16:58:48
3 to some of the postings that were while you were the 16:58:52
4 Minister. 16:58:54
5 If you look at the first page in the 16:58:55
6 first paragraph describing the purpose of the 16:58:56
7 proposed policy, it is a second heading down 16:58:58
8 "purpose of policy"? 16:59:01
9 A. Uh-hmm. 16:59:03
10 Q. And it says: 16:59:03
11 "Partner Ministries are working 16:59:04
12 together to provide greater 16:59:06
13 certainty and clarity on offshore 16:59:07
14 wind requirements." 16:59:08
15 Do you see that? 16:59:09
16 A. Yes. 16:59:10
17 Q. So this is essentially repeating 16:59:10
18 almost the language that we saw in the earlier 16:59:12
19 posting about the Ministry of the Environment and 16:59:14
20 the Ministry of Natural Resources collaborating, 16:59:16
21 correct? 16:59:18
22 A. Yes. And it says here to provide 16:59:19
23 greater certainty and clarity. 16:59:22
24 Q. Uh-hmm. So you would agree with 16:59:24
25 me then that by June 25th, 2010, that certainty and 16:59:25

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1 clarity hadn't -- offshore wind requirements had 16:59:29
2 still not been created by the government, correct? 16:59:33
3 MR. TERRY: Can I just -- I just want 16:59:36
4 to raise an objection. Minister Smitherman very 16:59:38
5 clearly in his witness statement opined with respect 16:59:42
6 to matters while he was in office. I already have 16:59:44
7 obviously not raised any concerns when My Friend 16:59:48
8 took Mr. Smitherman to documents that were produced 16:59:52
9 by the government at that time, even if they are 16:59:56
10 produced and referred to Ministries that he said he 17:00:00
11 had no responsibility for, but at this point we are 17:00:04
12 really stretching the realm of relevance to ask 17:00:06
13 Mr. Smitherman about matters that occurred after he 17:00:09
14 had resigned. He said very clearly that he resigned 17:00:12
15 as Minister, as My Friend established, in late 2009, 17:00:15
16 and particularly, when we're speaking here about 17:00:20
17 a document that is issued by a Ministry with respect 17:00:25
18 to which he never had any responsibilities. 17:00:30
19 MR. SPELLISCY: If I can briefly 17:00:36
20 address. Minister Smitherman -- Mr. Smitherman put 17:00:37
21 in his witness statement about the certainty that he 17:00:41
22 felt that the government regulatory programs offered 17:00:43
23 for offshore wind development. 17:00:46
24 He also testified that the certainty 17:00:48
25 grew in time. I understand that he hasn't reviewed 17:00:50

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1 these documents, but I'd like to explore that 17:00:54
2 statement with him. I don't see anything 17:00:56
3 impermissible about doing that. 17:00:58
4 PRESIDENT: I'll allow the questions. 17:01:00
5 It is another issue how useful the answers are, 17:01:01
6 because he was not there, but, please, go ahead with 17:01:04
7 the questions 17:01:06
8 MR. TERRY: And the only point I would 17:01:07
9 make in that respect, in addition, is Mr. -- and 17:01:08
10 I don't fault Mr. Spelliscy for speaking very 17:01:11
11 quickly, but appreciate this witness has not seen 17:01:15
12 these documents before, so I would like 17:01:18
13 an appropriate opportunity for him to be able to 17:01:19
14 properly respond to them by being able to review the 17:01:22
15 documents. 17:01:25
16 I'm not saying we need to pause, but 17:01:26
17 I'd like that allowance to be made during the 17:01:28
18 cross-examination. 17:01:32
19 PRESIDENT: That part of the objection 17:01:32
20 is well taken. 17:01:33
21 THE WITNESS: My answer to your 17:01:35
22 question would be similar to the previous -- to the 17:01:36
23 previous answer, which is I think you 17:01:39
24 mischaracterized my view and use of the word -- view 17:01:42
25 and use of the word "certainty" in your comments to 17:01:46

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1 the president, but if I take your -- if I take your 17:01:49
2 question, I would think that anybody that was 17:01:51
3 a project proponent would see this is a progress on 17:01:54
4 the continuum. Not everything that government does 17:01:58
5 is seemingly remarkable in its own right, but a lot 17:02:01
6 of times we can plot progress on a path. And to 17:02:07
7 answer your question directly, I believe that 17:02:10
8 a project proponent would have seen this as further 17:02:12
9 progress, a restatement of commitment to government 17:02:15
10 Ministries working together, and even in an EBR 17:02:18
11 posting, repeating of words like "certainty." 17:02:20
12 BY MR. SPELLISCY: 17:02:24
13 Q. Uh-hmm. Now in the last -- and if 17:02:25
14 I've misunderstood what you've meant by "certainty" 17:02:26
15 I hope we can clarify that. But in the last 17:02:30
16 sentence here of this paragraph that we're looking 17:02:32
17 at, it says that: 17:02:35
18 "The approach will also be 17:02:38
19 supplemented by the outcome of 17:02:40
20 research underway by the Ministry 17:02:41
21 of the Environment, Ministry of 17:02:43
22 Natural Resources and the Ministry 17:02:46
23 of Tourism and Culture, and will 17:02:46
24 be the subject of subsequent 17:02:49
25 environmental registry postings 17:02:50

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1 that will outline the requirements 17:02:51
2 for offshore wind development as 17:02:53
3 proposed amendments to O Reg 17:02:54
4 359-09 in the REA process." 17:02:57
5 Do you see that? Take your time to 17:03:00
6 read it. 17:03:02
7 A. I did read it, but it begs the 17:03:02
8 question for me what the nature of the research was 17:03:04
9 from those three Ministries, and I'm wondering, 17:03:07
10 because there isn't any -- since you are on this 17:03:08
11 line of questioning, and it wasn't during my time of 17:03:10
12 reference, do you have any documents that I could 17:03:13
13 refer to that actually show me what the nature of 17:03:15
14 those studies was about? Because you want my 17:03:16
15 opinion on things. Were I there, and I knew what 17:03:19
16 those studies were about, I would be better able to. 17:03:22
17 Could you share those with me? 17:03:23
18 ^^ 17:03:24
19 Q. They are at tab 9. This is 17:03:25
20 the discussion paper on offshore wind facilities and 17:03:27
21 the renewable energy energy approval requirement 17:03:31
22 that is actually attached to that EBR notice, which 17:03:33
23 for the record is R-0119. 17:03:37
24 If you look at the introduction in the 17:03:49
25 first paragraph it discusses the proposal for 17:03:50

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1 a shoreline exclusion zone; do you see that? 17:03:52
2 A. Yes. 17:03:56
3 Q. So, in fact, this is related, in 17:03:56
4 fact, to the work that actually did begin at the 17:03:58
5 Ministry of the Environment while you were the 17:04:00
6 Ministry of Energy; right? 17:04:04
7 A. How would I know that, sir? 17:04:06
8 Q. Well we looked at the earlier EBR 17:04:07
9 posting while you were the Minister of Environment. 17:04:09
10 A. It refers specifically to promote 17:04:13
11 shoreline exclusion zone? 17:04:14
12 Q. It referred to setbacks, 17:04:16
13 I believe. So, you are saying that this is 17:04:17
14 different? 17:04:19
15 A. Well, why would the language have 17:04:19
16 changed? 17:04:21
17 Q. It also talks and it lists through 17:04:21
18 and you can flip through it, if you want. I don't 17:04:27
19 intend to go through any of these with you because I 17:04:29
20 know that you weren't there and this also wasn't 17:04:32
21 your Ministry, but you would agree with me that this 17:04:33
22 proposal lists a number of areas, since you asked 17:04:40
23 where further science was going to be undertaken by 17:04:44
24 the Ministry of the Environment; correct? 17:04:46
25 A. Where does it say that? 17:04:49

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1 I don't -- you know, I haven't reviewed the 17:04:51
2 document. If you want me to read all of these 17:04:54
3 pages, fire away, but I couldn't really answer that 17:04:56
4 question directly, sir I'm afraid. 17:04:59
5 Q. Let's go come back to the first 17:05:01
6 paragraph of this the introduction. It says: 17:05:03
7 "This document serves two 17:05:06
8 purposes." 17:05:07
9 Right. 17:05:08
10 "First, it discusses and solicits 17:05:10
11 inputs on a shoreline exclusion 17:05:12
12 zone for offshore wind project. 17:05:14
13 Secondly, it discusses various 17:05:17
14 considerations relevant to 17:05:19
15 offshore wind projects and the 17:05:20
16 protection of human health in the 17:05:22
17 environment, including the 17:05:23
18 Province's natural and cultural 17:05:24
19 heritage." [As read] 17:05:26
20 Do you see that? 17:05:28
21 A. Yes, sir. 17:05:28
22 Q. I'm not asking you to comment on 17:05:29
23 the document. I'm trying to understand what you 17:05:30
24 meant when you said "certainty" or that the 17:05:33
25 government was ready for offshore wind projects 17:05:35

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1 because you would agree with me that each of the 17:05:37
2 points that we've looked at up until now, the 17:05:39
3 government has specifically said that work was still 17:05:42
4 going on offshore wind; correct? 17:05:44
5 A. My answer to, this sir, would be 17:05:46
6 from the time -- with the frame of reference from 17:05:47
7 the time that I was there, that to the extent that 17:05:50
8 any aspects of the REA were under-developed for any 17:05:52
9 energy source, be it at biomass or onshore wind or 17:05:57
10 solar, it was my reasonable expectation that the 17:06:03
11 government ministries had the wherewithal to 17:06:05
12 properly promulgate the REA in a fashion that people 17:06:07
13 could work with it. And I was never disabused of 17:06:10
14 that in any fashion or form and enjoyed strong 17:06:13
15 support for the GE -- Green Energy and Economy Act 17:06:17
16 at the Cabinet table from the two relevant 17:06:20
17 Ministers, the Ministry of the Environment and the 17:06:23
18 Ministry of Natural Resources. 17:06:26
19 Q. And while I understand your point 17:06:27
20 that the work that you had expected that they had 17:06:29
21 the wherewithal to do the work, I'm trying to 17:06:32
22 understand your point about certainty. 17:06:35
23 You would agree with me that while you 17:06:37
24 were the Minister and subsequent to it, looking at 17:06:40
25 these documents, there was no specific certainty for 17:06:45

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1 offshore wind projects, would you not? 17:06:49
2 A. I would say certainty was 17:06:50
3 emerging, sir, but please remember by the time 17:06:53
4 I left the Ministry on the dates that we already 17:06:59
5 established in November of 2009, I had backed up by 17:07:01
6 the efforts that had been made to that point by the 17:07:04
7 Ministry of Natural Resources and in close 17:07:06
8 consultation with that Ministry and the Ministry of 17:07:08
9 the Environment, been given all indication of 17:07:10
10 Ontario's capability to deal with the implementation 17:07:14
11 of offshore wind projects. 17:07:18
12 The formalized setback for on-shore 17:07:21
13 wind wasn't in place for decades and decades and 17:07:26
14 decades; it was established -- it was established 17:07:30
15 rather readily by the Ministry of the Environment. 17:07:33
16 And the prevailing assumption associated with the 17:07:36
17 launch of the Green Energy Act, was that the same 17:07:39
18 capabilities to properly make a robust regulatory 17:07:43
19 environment that allowed developers to bring their 17:07:46
20 projects forward in a timely way for timely 17:07:49
21 evaluation was part and parcel of the certainty 17:07:51
22 formula. 17:07:54
23 A fair price, a connection to the -- 17:07:55
24 a fair price by a -- by someone able to pay, 17:07:58
25 a connection-point, and an REA process that upon 17:08:02

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1 applications being properly developed and submitted, 17:08:06
2 would be timely. 17:08:08
3 Q. Just two more questions: Prior to 17:08:11
4 this, Ontario had never had an offshore wind 17:08:13
5 project; correct? 17:08:16
6 A. Yes, sir. 17:08:19
7 Q. And just to confirm, again, when 17:08:20
8 you left, Minister Wilkinson was not, in fact the 17:08:22
9 Minister of the Environment; correct? 17:08:27
10 A. That's correct. 17:08:28
11 Q. Thank you. 17:08:30
12 A. Thank you. 17:08:30
13 PRESIDENT: Thank you, Mr. Spelliscy. 17:08:31
14 Any questions on redirect? 17:08:34
15 MR. TERRY: Yes, I do have some. I am 17:08:36
16 just going to organize some documents that I'll need 17:08:39
17 to put to the witness. 17:08:43
18 I am using the same set of 17:10:25
19 documents that you should have the previous 17:10:26
20 examination. 17:10:28
21 RE-EXAMINATION BY MR. TERRY: 17:10:34
22 BY MR. TERRY: 17:10:37
23 Q. Mr. Smitherman, no need to look at 17:11:01
24 the documents until we come to them and I believe 17:11:02
25 the panel also has -- there is one additional 17:11:05

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1 documents that I may put to the witness. Good 17:11:08
2 afternoon again, Mr. Smitherman. I'm going to take 17:11:12
3 you to some of the documents that Mr. Spelliscy took 17:11:17
4 you to. 17:11:20
5 So first of all, if you could turn to 17:11:20
6 the document at tab 2 which, for the record, is 17:11:22
7 Exhibit C-116 and you recall here that this is 17:11:26
8 an excerpt from the speech you gave which 17:11:30
9 you were introducing the Green Energy and Green 17:11:32
10 Economy Act. 17:11:35
11 A. Yes. 17:11:37
12 Q. Mr. Spelliscy took you to the 17:11:37
13 second page, the second to last paragraph where 17:11:39
14 there was a discussion about setbacks and the idea 17:11:49
15 of replacing the -- differing municipal setbacks 17:11:52
16 with the universal model and you mention in your 17:11:57
17 answer that you didn't have an opportunity to expand 17:12:00
18 on it as you started to say that the setback issue 17:12:03
19 was really, from your perspective, really an issue 17:12:05
20 more for on-shore than offshore; do you recall 17:12:09
21 saying that? 17:12:13
22 A. This reference -- well, the 17:12:14
23 politics -- the issue of varying setbacks that's 17:12:15
24 referred to in this paragraph was very specifically 17:12:19
25 about on-shore wind projects. 17:12:22

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1 The phenomenon that we had in Ontario 17:12:23
2 is wind is attracted to remote places and very often 17:12:26
3 the most rural parts where the municipalities are 17:12:30
4 small and their capacity to evaluate the technical 17:12:34
5 nature of projects et cetera and so on, made for 17:12:39
6 tough-going for some of them. 17:12:42
7 So upon hearing that quite 17:12:43
8 extensively, I made the decision and the 17:12:45
9 Green Energy Act and the law confirmed it, that we 17:12:51
10 would to the Province, upload those Planning Act 17:12:53
11 responsibilities and make the decisions around 17:12:58
12 siting, so in this paragraph that was referred to, 17:13:00
13 the references here most directly are to on-shore 17:13:03
14 wind. 17:13:06
15 The point I make is that different 17:13:06
16 municipalities were coming up with different 17:13:09
17 suggestions about what appropriate setbacks should 17:13:10
18 be. We worked with the Ministry of the Environment 17:13:12
19 to establish a standard universal setback. 17:13:15
20 Q. And what was the specific issue 17:13:18
21 with respect to the setback, the 550-metre setback? 17:13:20
22 What was it related to? Was it related to -- 17:13:24
23 I mean -- tell us what it was designed to do? 17:13:26
24 A. Well, I could say it was broadly 17:13:29
25 related to the concerns of NIMBYs, about aesthetic 17:13:31

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1 issues, noise issues and lots and lots and lots of 17:13:38
2 concerns raised about the health issues of being -- 17:13:42
3 of living in too close proximity to a wind turbine. 17:13:47
4 So the decisions that we ended up with 17:13:54
5 created a universal standard and I believe that 17:13:56
6 standard was higher than most of what the permitted 17:13:58
7 projects built to that point in Ontario were asked 17:14:03
8 to achieve, in other words the setbacks were 17:14:06
9 a little bit more generous. 17:14:08
10 Q. And with respect to noise, 17:14:10
11 specifically, what was the 550-metre setback from a 17:14:11
12 receptor designed to do? 17:14:17
13 A. I couldn't -- I mean it's not 17:14:21
14 perfectly -- I could say my answer would be that it 17:14:23
15 was designed to attempt to create a balance of -- 17:14:25
16 a balance that would -- that would somewhat appease 17:14:32
17 some of the voices that were in opposition to wind, 17:14:37
18 by allowing the government to characterize the 17:14:41
19 universal setback as bigger, longer, a greater 17:14:44
20 distance than had been the case in the approximately 17:14:48
21 1,000-megawatts of windfarms that had been developed 17:14:52
22 to that point in Ontario. 17:14:55
23 Q. And if I turn to the document at 17:15:03
24 Tab 5. 17:15:04
25 A. I'm sorry, I should just say on 17:15:06

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1 that, that the Ministry of the Environment which had 17:15:07
2 the obligation to finalize and firm up that number, 17:15:10
3 obviously might present that information in 17:15:13
4 a different -- in a different way, but I'd say that 17:15:15
5 the political science was a big aspect of the 17:15:18
6 decision. 17:15:21
7 Q. If I could take you -- my friend 17:15:26
8 took you to Tab 5, that EBR posting, of the Ministry 17:15:27
9 of the Environment. 17:15:34
10 First of all, just to confirm, 17:15:38
11 I believe you may have already answered this 17:15:40
12 question, but just in case it's not clear, were you 17:15:42
13 involved at all in the preparation of this -- 17:15:45
14 A. No, sir. 17:15:48
15 Q. -- posting. 17:15:48
16 A. Did you have any responsibility 17:15:49
17 with respect to the Ministry of Natural Resources? 17:15:53
18 A. No, sir. 17:15:57
19 Q. Did you have any responsibilities 17:15:58
20 with respect to the Ministry of the Environment? 17:15:58
21 A. No, sir. 17:16:00
22 Q. And if I could just ask you 17:16:00
23 because my friend did spend some time on this, the 17:16:04
24 statement -- the second half of that paragraph it 17:16:06
25 says: 17:16:09

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1 "The Ministry of the Environment 17:16:11
2 and the Ministry of Natural 17:16:12
3 Resources continue to work on 17:16:12
4 a coordinated approach to offshore 17:16:14
5 wind facilities which would 17:16:16
6 include province-wide minimum 17:16:19
7 separation distance standards for 17:16:21
8 noise." 17:16:23
9 [As read] 17:16:25
10 What was your understanding or what is 17:16:25
11 your understanding in terms of reviewing this 17:16:29
12 document as to what the purpose of these -- of this 17:16:31
13 separation distance that's being referred to is, 17:16:34
14 this separation distance standard for noise? 17:16:38
15 A. Just an acknowledgement on their 17:16:45
16 part that they were working together with a view 17:16:47
17 towards establishing the setback policies, 17:16:50
18 similar -- as they had done for on-shore wind. 17:16:54
19 Q. And what would the reference for 17:16:59
20 noise be referring to? 17:17:01
21 MR. SPELLISCY: I think I just have to 17:17:03
22 put in the same objection that my colleague 17:17:05
23 Mr. Terry offered. 17:17:06
24 He just actually -- I don't think 17:17:07
25 I had as clear an answer, he just actually confirmed 17:17:09

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1 that Mr. Smitherman was not involved in the 17:17:12
2 preparation of this document at all. 17:17:13
3 I don't think I had that clear 17:17:17
4 an answer, but he's now asking him to interpret what 17:17:18
5 other people who he just expressly said he had no 17:17:21
6 responsibility for dealing with, meant. 17:17:24
7 So, I'm not sure. It seems that we're 17:17:26
8 going down the exact same line of questioning here, 17:17:28
9 but so I -- so I suggest that this is probably not 17:17:30
10 an appropriate line. 17:17:34
11 MR. TERRY: Life takes an ironic turn. 17:17:37
12 PRESIDENT: We are aware of this. 17:17:40
13 THE WITNESS: I would say like the 17:17:41
14 EBR, did I edit the EBR? Did I write any of it? 17:17:43
15 No. But I was the point-man on Green Energy. 17:17:46
16 I brought forward a piece of legislation which 17:17:51
17 amended various statutes which had implication and 17:17:53
18 effect for those various government ministries, so 17:17:58
19 the word "responsibility" is -- no, I didn't write 17:18:00
20 this, but -- and I'm not -- I'm not accountable for 17:18:03
21 it as a government minister. It is not an act that 17:18:06
22 is my responsibility in that sense, but most 17:18:08
23 definitely, this was a flowing out from 17:18:12
24 an initiative which I was quarterbacking on behalf 17:18:15
25 of the government, so I was at least, indirectly 17:18:18

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1 responsible for some of it, let's say. 17:18:21
2 BY MR. TERRY: 17:18:32
3 Q. And I'm not going to spend any 17:18:32
4 more time on what the meaning of that paragraph is 17:18:34
5 with this witness, but you did -- do you recall 17:18:36
6 Mr. Smitherman, in the context of asking these 17:18:39
7 questions, referring to the fact that you understood 17:18:42
8 they were -- there were other REA regulations and 17:18:44
9 related regulations at the time? 17:18:48
10 A. That there were other or others 17:18:50
11 yet to be fully developed? Because that's what 17:18:52
12 I referred to earlier, sir. 17:18:54
13 Q. Well, at the particular time here, 17:18:55
14 you will note here at the top of this paragraph, it 17:18:59
15 says there are special rules for wind facilities 17:19:00
16 that include turbines in contact with surface water 17:19:02
17 other than wetlands. I'd like to show you 17:19:05
18 a document which the panel members have. It's 17:19:08
19 C-103. 17:19:32
20 This again, was one of the documents 17:19:34
21 that you use that you were previously working on 17:19:36
22 with the previous witness, if you have it. It's 17:19:40
23 a copy and my friends have a copy. Yes. 17:19:45
24 Mr. Smitherman, if you could take 17:19:47
25 a moment, please, and my questions are directed to 17:19:49

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1 more further developed, not only in offshore wind. 17:21:19
2 Q. Right. You mentioned that before, 17:21:23
3 not only in offshore wind. Were there other aspects 17:21:24
4 that were -- 17:21:28
5 A. Well, I think that that, you know, 17:21:29
6 the timelines -- the timelines that we anticipated 17:21:31
7 in the development of the policy and the piece of 17:21:34
8 legislation were in -- in practical reality, were 17:21:37
9 too ambitious to the point that willy-nilly -- that 17:21:45
10 broadly, the government added time to the COD dates 17:21:50
11 of projects in recognition, I believe, of the 17:21:55
12 government's only failures to be as timely in their 17:21:58
13 response to REA proposals. 17:22:01
14 So, in a certain sense I guess I would 17:22:06
15 say, that while the expectation might be created by 17:22:10
16 some that everything was good to it go, but offshore 17:22:13
17 wind was under-developed, as I understand it, the 17:22:17
18 Ministry of the Environment and the other ministries 17:22:19
19 had lots of work to do on various of the other forms 17:22:22
20 of generation also. 17:22:24
21 Q. I'd like to take you to another 17:22:25
22 document. Again, this is one that we went to 17:22:26
23 previously, document C-132 which is an MNR document. 17:22:29
24 A. Where is this one? 17:22:34
25 Q. It's the larger of the documents 17:22:35

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1 your understanding as to what the relevant REA 17:19:53
2 regulations were at the time. And this is a portion 17:19:58
3 of a table at the end of the renewable energy 17:20:06
4 regulations and I just want to direct you to what's 17:20:11
5 referred to as the top of 12, "Offshore Wind 17:20:15
6 Facility Report." And it describes various things 17:20:20
7 that have to be done with respect to the preparation 17:20:24
8 of that report. 17:20:26
9 Does this refresh your understanding 17:20:30
10 as to the -- I'm not talking about the rules that 17:20:32
11 might come into effect, but the rules that were in 17:20:35
12 existence at that time. As you know, the regulation 17:20:39
13 was promulgated on September 24th. 17:20:42
14 A. Well, I believe that this section, 17:20:44
15 by section, by section created direction to 17:20:46
16 developers around the work that they would need to 17:20:51
17 do that would need to be completed as part of the 17:20:53
18 REA process. 17:20:56
19 So this, to me, stands as evidence of 17:20:57
20 some level of preparedness related to offshore wind 17:21:01
21 facilities, but as I mentioned before, it was my 17:21:07
22 understanding that the Ministry and the Ministries 17:21:09
23 and there were several that were involved, had the 17:21:12
24 obligation and the opportunity associated with the 17:21:14
25 implementation of the REA to get some aspects of it 17:21:17

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1 in front of you, Mr. Smitherman. 17:22:37
2 If you go -- perhaps I'll -- 17:22:39
3 A. Thank you. 17:22:43
4 MR. TERRY: Thanks, Ms. Middleton. 17:22:46
5 BY MR. TERRY: 17:22:49
6 Q. And I'm simply going to take you 17:22:50
7 to page 32 of this document and I don't think 17:22:51
8 there's any issue between counsel that this was 17:22:54
9 an MNR document which was issued again in September 17:22:58
10 of 2009 called "The approval and permitting document 17:23:01
11 for renewable energy projects." And, again, similar 17:23:04
12 to -- if you have page 32, you will see the 17:23:07
13 description of offshore wind facility report. 17:23:11
14 I don't need to take you to this in detail, but 17:23:13
15 would this refresh your recollection as to the 17:23:17
16 nature of the regulations that were -- and 17:23:19
17 requirements that were -- 17:23:22
18 (Simultaneous speakers - unclear) 17:23:23
19 A. Yes. And I think also it's no 17:23:24
20 coincidence naturally, that all the dates are 17:23:26
21 aligned here, and this is also a reflection on the 17:23:28
22 fact that it was a governmental, a team approach to 17:23:30
23 these things, and you could see coordinated 17:23:34
24 communications across various government ministries 17:23:37
25 reflecting the fact that this was one of the 17:23:39

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1 government's biggest priorities in that time. 17:23:41
2 Q. And if we could turn away from 17:23:45
3 that document now, and go to tab 3 of the document, 17:23:47
4 tab 3 that my friend took you to. And you had 17:23:51
5 indicated in your testimony, tell me if you don't 17:23:55
6 recall, but you referred to the REFO or Renewable 17:24:02
7 Energy Facilitation Office, and indicated that you 17:24:11
8 had something to say on that. In the first page of 17:24:13
9 this document Step 7, describes this office. Could 17:24:15
10 you explain what the role of this office was and who 17:24:18
11 created it? 17:24:22
12 A. Yes, well, we recognize obviously 17:24:23
13 that the Green Energy Act and the associated 17:24:25
14 regulation had a fair number of moving parts and 17:24:26
15 there's always -- oftentimes at least, difficulty 17:24:29
16 when governments silos are expected to work in 17:24:31
17 an aligned fashion. The renewable energy 17:24:34
18 facilitation office emerged as an antidote to this 17:24:38
19 problem with the expectation that it would be 17:24:43
20 effective at helping to coordinate the responses of 17:24:46
21 various government ministries. 17:24:51
22 In fact, in the earliest discussions 17:24:53
23 led by my Deputy Minister, we contemplated 17:24:56
24 a renewable energy facilitation office that actually 17:24:58
25 brought the Ministry individuals into a coordinated 17:25:04

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1 responsiveness because there was so much concern 17:26:40
2 that the timelines -- that timelines were being 17:26:43
3 missed. 17:26:45
4 Q. If you could turn to tab 7, as 17:26:49
5 well. And this is, for the record, Exhibit C-147 17:26:52
6 and if you could turn to the same page, please, that 17:27:00
7 my friend Mr. Spelliscy took you to. And you will 17:27:03
8 recall that he took you to page -- 17:27:06
9 A. Page 5. 17:27:11
10 Q. He took you to page 5, the seventh 17:27:12
11 bullet which talked about: 17:27:14
12 "We're also using this time to 17:27:17
13 carry out a thorough review of our 17:27:19
14 site release policies for 17:27:20
15 renewable energy projects on Crown 17:27:23
16 land." 17:27:24
17 [As read] 17:27:25
18 I'd like you to read this slowly 17:27:26
19 through. And direct you to the next bullet down 17:27:27
20 which says: 17:27:33
21 "The review will be carried out in 17:27:33
22 two phases and should be completed 17:27:35
23 by the end of next year." [As 17:27:37
24 read] 17:27:38
25 You will recall that he talked about 17:27:39

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1 environment with all of them represented there, that 17:25:06
2 was -- that model didn't move -- didn't move forward 17:25:09
3 and the REFO was imagined as a body capable of 17:25:14
4 keeping -- you know, keeping people honest to the 17:25:23
5 deadlines and especially to the obligations or to 17:25:26
6 the work that Ontario was doing to invite 17:25:28
7 investment, to make sure that we were living up to 17:25:32
8 the hopes or to the expectations that we were 17:25:34
9 creating through our broadcasting of Ontario being, 17:25:38
10 kind of, open for business for the purposes of 17:25:41
11 Green Energy. Like, I could say in retrospect and 17:25:44
12 I wrote about this in 2011 in a review, is that with 17:25:52
13 all due respect to the individuals that work there, 17:25:56
14 REFO turned out, from my perspective, to be 17:25:58
15 toothless tiger, and ran the risk, I think, of just 17:26:01
16 being one more stop for people to drop in on, but 17:26:06
17 I don't think was particularly -- was not effective 17:26:09
18 as envisioned at being able to rally everybody, all 17:26:11
19 these government ministries together and get the job 17:26:17
20 done in as timely a way as was hoped and by 2011 -- 17:26:20
21 please pardon me if I'm going too far, but by 2011, 17:26:24
22 the centre of the government, the Premier and the 17:26:28
23 Premier's bureaucratic leader of all the civil 17:26:30
24 servants was very involved in trying to get 17:26:34
25 ministries and especially MOE to enhance their 17:26:37

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1 the end of next year. And then two bullets down 17:27:40
2 from there: 17:27:43
3 "We're doing this review over two 17:27:44
4 phases to, first of all, allow 17:27:46
5 applications already in the 17:27:49
6 current system to continue under 17:27:51
7 a new streamlined site review 17:27:53
8 process." 17:27:57
9 And then says: 17:27:58
10 "Phase 2 will focus on the long 17:27:59
11 term application of site release 17:28:01
12 and policy direction." 17:28:04
13 [As read] 17:28:06
14 Now when you look at that, having 17:28:06
15 looked at those bullets, does that put in context 17:28:07
16 the nature of the review that was being done in this 17:28:12
17 time? 17:28:14
18 A. Well, I think what this clearly 17:28:14
19 says, it re-establishes that the Ministry of Natural 17:28:16
20 Resources and this Minister, perhaps, in particular, 17:28:19
21 were pleased to see the evolution to offshore wind 17:28:22
22 and, accordingly, looked for a fashion to 17:28:25
23 accommodate those who had already been expressing 17:28:27
24 interest to make sure that their interest was not 17:28:30
25 thrown by the wayside. 17:28:32

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1 Q. Finally, Mr. Smitherman, my friend 17:28:37
2 took you to a document that you had referred to in 17:28:40
3 your witness statement, but he didn't take you to 17:28:45
4 the provision in the witness statement or another 17:28:47
5 document that he referred to at the same time, if 17:28:49
6 I could refer you to your witness statement, please, 17:28:51
7 at -- just give me a moment -- at paragraph 29 17:28:54
8 through to paragraph 31. If you could please review 17:29:09
9 that and I will also provide a copy to -- Ms. Seers 17:29:13
10 may have the document. 17:29:30
11 Have you had an opportunity to review 17:30:06
12 those? 17:30:08
13 A. Yes. 17:30:08
14 Q. And a copy of the second document, 17:30:09
15 C-158 has been provided to you and could you please 17:30:12
16 explain what you were saying in those paragraphs and 17:30:21
17 the basis on which you made your statements in 17:30:24
18 paragraphs 29, 30 and 31? 17:30:28
19 A. Well, I think firstly is to make 17:30:31
20 the point that with respect to the dates it 17:30:32
21 reflects, again, this nature of the coordination 17:30:34
22 against -- amongst -- not against, amongst 17:30:36
23 government -- amongst government ministries and 17:30:40
24 I think noteworthy in Section 29, in the part of the 17:30:42
25 letter that is pulled out there, the first -- the 17:30:45

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1 I'd like to show you two documents that are in the 17:32:11
2 record: C-969 and C-1720. If you could take 17:32:14
3 a moment to review these documents, please. Were 17:32:33
4 you able to review both exhibits? 17:33:10
5 A. No, only one. Yes, sir. 17:33:11
6 Q. First of all, with respect to 17:33:20
7 C-969, the exhibit that has that number, dated 17:33:22
8 February 9, 2011 it says: 17:33:25
9 "One-year extension of Milestone 17:33:28
10 date for commercial operation 17:33:30
11 available for FIT contract 17:33:31
12 holders." 17:33:33
13 [As read] 17:33:35
14 What's your understanding with respect 17:33:35
15 to this extension? 17:33:36
16 A. Well, my understanding is that -- 17:33:38
17 it says right here in the third paragraph: 17:33:42
18 "When this program was launched, 17:33:45
19 Ontario also introduced a new 17:33:46
20 environmental approvals process 17:33:49
21 that provides a consistent set of 17:33:51
22 rules and approvals across the 17:33:52
23 province. The new approvals 17:33:54
24 process has meant adjustments for 17:33:55
25 several ministries, as well as 17:33:57

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1 first sentence: 17:30:51
2 "In order to maintain priority 17:30:52
3 position within MNR's site release 17:30:53
4 process you must submit 17:30:56
5 an application to the FIT program 17:30:57
6 within the FIT launch period." 17:30:59
7 [As read] 17:31:02
8 And this to my one of the of those 17:31:02
9 that had already -- that had already made 17:31:06
10 application in MNR's site release process, would be 17:31:09
11 taken as a pretty clear indication that 17:31:13
12 prioritization was going to be provided for anybody 17:31:15
13 who had a FIT contract and that would, I think that 17:31:18
14 would -- that would be -- I think that would be 17:31:24
15 taken as a directive, not a directive, but as 17:31:27
16 a suggestion, that one wishing to be a developer in 17:31:32
17 that sphere should seek to obtain a Feed-in-Tariff 17:31:37
18 contract and that prioritization around the Crown 17:31:45
19 land process would be based on -- a site release 17:31:47
20 process would be prioritized. A contract was top of 17:31:47
21 the list. A FIT contract would mean top of the 17:31:53
22 list. 17:31:56
23 Q. Finally, Mr. Smitherman, you had 17:31:56
24 mentioned in your answers certain extensions that 17:31:57
25 were granted in the context of a FIT contracts and 17:32:06

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1 learning curve for developers. 17:33:59
2 There has been feedback from 17:34:00
3 energy project developers. They 17:34:02
4 need more time to prepare the 17:34:06
5 material." [As read] 17:34:09
6 So I think that one is it's an 17:34:11
7 acknowledgement -- it suggested there were 17:34:11
8 challenges on both sides, but indeed it's 17:34:11
9 an acknowledgement that the governmental processes 17:34:13
10 did not move as rapidly as possible and government 17:34:15
11 ministries had growing pains. 17:34:19
12 I think more than anything else it 17:34:21
13 actually reflects that the government of the day was 17:34:21
14 motivated to try and assist developers in seeing 17:34:23
15 their projects through to completion. 17:34:26
16 Q. And was this with respect to 17:34:30
17 on-shore wind projects? 17:34:32
18 A. To the best of my knowledge -- to 17:34:33
19 the best of my knowledge, it applied very, very 17:34:36
20 broadly to most -- most forms of generation. 17:34:38
21 Q. And then the second document 17:34:47
22 C-1720, if I have the number correct, this is a June 17:34:50
23 26, 2013. 17:34:59
24 It says, "New Hydroelectric Project 17:35:01
25 Direction Extends FIT Contracts for Water Power 17:35:07

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1 Projects." 17:35:09
2 Again, what's your understanding of 17:35:11
3 this extension? 17:35:11
4 A. When we envisioning the policy 17:35:12
5 model, and we did our best shot at the timelines, we 17:35:13
6 established COD timeframes that were different 17:35:17
7 depending on the presumed difficulty of 17:35:20
8 implementation of the project. And in this case -- 17:35:21
9 in that case, offshore wind began with a longer COD 17:35:23
10 period than other projects reflecting this 17:35:30
11 complexity. And water power in a very, very similar 17:35:33
12 context was given this quite dramatic extension in 17:35:36
13 its COD dates, reflecting the reality versus the 17:35:39
14 projected -- versus the projected model. So these 17:35:43
15 are both signs in two different years of the 17:35:47
16 government seeking to be responsive in keeping 17:35:50
17 contracts alive and allowing project developers to 17:35:53
18 see their projects through to a successful 17:35:56
19 conclusion. The government's own word -- or OPA's 17:35:58
20 own word there being "successfully." 17:36:01
21 MR. TERRY: Mr. President, I have no 17:36:04
22 further questions. 17:36:06
23 PRESIDENT: Thank you, Mr. Terry. 17:36:06
24 DR. CREMADES: You left the government 17:36:21
25 at the end of November of 2009 and you continued two 17:36:22

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1 months later in the Parliament, if I understand you. 17:36:28
2 THE WITNESS: Yes, sir. 17:36:30
3 DR. CREMADES: You told us that you 17:36:31
4 continued to be active in the Green Energy sector. 17:36:32
5 What is now your activity? 17:36:36
6 THE WITNESS: Now or in this -- in 17:36:38
7 which timeframe, sir, because now many years have 17:36:40
8 elapsed? My most recent activities in this sector, 17:36:43
9 sir, were an attempt to become a solar energy 17:36:46
10 developer in Costa Rica, which is a place that I've 17:36:50
11 come to enjoy spending a lot of time. 17:36:53
12 DR. CREMADES: Lucky. 17:36:56
13 THE WITNESS: Lucky to go to Costa 17:36:57
14 Rica, less lucky in getting a contract to develop 17:36:59
15 a renewable energy project, sir. But in 2010 I was 17:37:02
16 mostly preoccupied with running a campaign. In 17:37:08
17 2011, as I returned to private business, I was 17:37:11
18 fairly active, including on a global basis. 17:37:13
19 The biggest thing that I did at that 17:37:16
20 time was to bring a company from Holland to Toronto 17:37:18
21 to introduce them to a company that ended up making 17:37:21
22 an investment towards what will be a \$2 billion 17:37:24
23 offshore wind project in the North Sea, and some 17:37:27
24 other contracting here and there for various 17:37:31
25 proponents of projects and the like, so I'd say over 17:37:33

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1 the timeframe, from when I left until now, perhaps 17:37:37
2 25 or 30 per cent of my activities have been in the 17:37:41
3 renewable -- in one form or another, of the 17:37:44
4 renewable energy space. 17:37:48
5 DR. CREMADES: Do you have any 17:37:52
6 business interests directly or indirectly with 17:37:53
7 Windstream or the investors in Windstream? 17:37:55
8 THE WITNESS: None, sir. 17:38:01
9 DR. CREMADES: Then my question is the 17:38:05
10 following: You are the real authority in this 17:38:07
11 country because you were the one promoting the 17:38:09
12 Green Energy Act. So, you are considered as having 17:38:12
13 a big authority. My question is the following: Why 17:38:17
14 do you appear as a witness introduced by the 17:38:23
15 claimants in this proceeding? 17:38:27
16 The Claimant is claiming against 17:38:33
17 Canada hundreds of millions of Canadian dollars, and 17:38:35
18 I mean with your authority what is the message you 17:38:40
19 want to send to the Tribunal? 17:38:45
20 THE WITNESS: My motive -- like, of 17:38:47
21 course, I mean, I'm someone that's spent my life 17:38:49
22 around politics. You can say I'm a career 17:38:54
23 politician, but without the job. My motivation -- 17:38:58
24 so, firstly, I was invited by counsel for Windstream 17:39:00
25 whom I have a indirect -- like we have a person in 17:39:04

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1 common, invited me to come in and presented to me at 17:39:07
2 that time the opportunity -- without any engagement 17:39:11
3 whatsoever, the opportunity to review the witness 17:39:14
4 statements that had been -- or whatever the right 17:39:17
5 expressions are, that had been presented in 17:39:19
6 Ontario's name by a various bureaucrats that I had, 17:39:23
7 in many cases, worked alongside and to be very blunt 17:39:28
8 with you, sir, I found the statements that they were 17:39:34
9 making there, in various ways, incompatible with my 17:39:37
10 understanding of what the initiative was all about. 17:39:40
11 I felt that they were giving short 17:39:43
12 service to the six month -- to the commitment around 17:39:45
13 timely response. I felt that they were over 17:39:49
14 estimating the issue of risk. Naturally, there's 17:39:51
15 lots of risk in the development of any project, but 17:39:56
16 I felt like for their purposes they were -- they 17:39:58
17 were over dependent upon that. And my motivation, 17:40:02
18 therefore, was to participate in setting the record 17:40:05
19 straight. 17:40:08
20 More than anything else, I don't want 17:40:09
21 my jurisdiction, Canada or Ontario to be associated 17:40:11
22 with being a banana republic, a place where 17:40:13
23 investors run the risk of having their projects 17:40:19
24 de -- you know, devalued. But it was a difficult 17:40:22
25 decision to actually to do it. My motivation, my 17:40:27

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1 incitement to be involved, was reading various of 17:40:30
2 the materials submitted on behalf of Canada, sir. 17:40:35
3 DR. CREMADES: So are you, in your 17:40:38
4 capacity as a real authority in the matter, 17:40:39
5 endorsing the claimants, saying that their situation 17:40:43
6 in their investment in Canada, it's uncertain? 17:40:48
7 THE WITNESS: Is not -- I'm not sure 17:40:55
8 I'm not sure it's for me to characterize any 17:40:57
9 particular word, but I -- I could take liberty in 17:41:01
10 trying to answer your question is to say that -- is 17:41:05
11 to say that I am sympathetic to the view that there 17:41:08
12 was an opportunity to appropriately implement this 17:41:13
13 project and Ontario did not, to my measure, fully -- 17:41:16
14 fully comply with the expectations that were placed 17:41:23
15 upon it, and so I think that that contributed very, 17:41:28
16 very dramatically to the circumstance that emerged. 17:41:31
17 DR. CREMADES: Thank you very much. 17:41:35
18 THE WITNESS: Thank you. 17:41:38
19 MR. BISHOP: I have a few questions. 17:41:39
20 Several of your speeches have been introduced into 17:41:43
21 evidence, speeches that you gave promoting the 17:41:46
22 Green Energy initiative in Ontario. 17:41:50
23 In the course of preparing those 17:41:56
24 speeches, did you have input from the other 17:41:59
25 ministries or did you prepare the speeches simply 17:42:02

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1 the opportunity for inputs around the policy matter 17:43:20
2 from all government Ministries, both at the cabinet 17:43:23
3 committee level and at the legs and regs, which is 17:43:26
4 a committee just before a Bill goes forward, where 17:43:30
5 all the lawyers from all the Ministries get 17:43:32
6 together, there had been very, very ample 17:43:34
7 consideration internally. So, I think it's fair to 17:43:36
8 say by the time I was making those speeches, this 17:43:38
9 was designed to be reflective of a broadly-based 17:43:41
10 government priority and I think that, and 17:43:45
11 infrastructure renewal were the two main government 17:43:48
12 initiatives of the day because we were responding to 17:43:51
13 the -- what no-one is talking about here is why was 17:43:54
14 Ontario motivated to do this? We were responding to 17:43:57
15 the threatened collapse of the North American auto 17:44:00
16 sector, which Ontario is exceedingly dominant in, 17:44:03
17 and we were trying to put a Green Energy product in 17:44:07
18 the window that would create jobs and attract 17:44:09
19 foreign investment, and we were trying to also 17:44:12
20 create an infrastructure stimulus program in 17:44:14
21 partnership with the Federal Government with a view 17:44:15
22 towards more economic activity. These were the 17:44:20
23 government's big priority and Premier McGuinty 17:44:23
24 established the Ministry of Energy and 17:44:27
25 Infrastructure by bringing two ministries together 17:44:30

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1 yourself? 17:42:06
2 THE WITNESS: I should say that 17:42:07
3 candidly, through almost my entire career as 17:42:10
4 a politician, I was known more as an extemporaneous 17:42:12
5 speaker than one working off of a prepared text. Of 17:42:20
6 course, the Hansard, the legislative record-keeping, 17:42:22
7 makes everything look -- makes everything look nice 17:42:26
8 and tidy. 17:42:29
9 By the time I was making the speeches 17:42:30
10 that I believe you are referring to at the board of 17:42:32
11 trade, just before the introduction of the Bill, and 17:42:36
12 at the legislature at the point of introduction of 17:42:39
13 the Bill, the piece of legislation -- I was speaking 17:42:43
14 on behalf of the government and the opportunity for 17:42:46
15 all of those government ministries to be involved in 17:42:50
16 that conversation by that point was very, very 17:42:52
17 well-developed because by the time an individual 17:42:54
18 like me as a government Minister, can bring a piece 17:42:57
19 of legislation to the floor of the legislature, it's 17:43:00
20 gone through a very extensive internal review and 17:43:04
21 a tremendous amount of documentation associated with 17:43:06
22 that. So, I would say -- we weren't all sitting 17:43:09
23 around, holding the pen and collaborating on the 17:43:12
24 communication, but the thrust of the communications 17:43:15
25 was a governmentally-supported communications and 17:43:17

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1 and sort of purpose built it for me and mandated me 17:44:33
2 to go out and work on those things. 17:44:36
3 MR. BISHOP: I realize that you left 17:44:41
4 the Ministry in late 2009. Based on your knowledge 17:44:42
5 of how the various ministries work together and the 17:44:48
6 Government of Ontario work together, do you have 17:44:50
7 a view as to how the government would have worked in 17:44:56
8 coming to a decision on the moratorium, for example? 17:45:03
9 That is to say, could one ministry make the decision 17:45:06
10 to impose the moratorium or did it have to be 17:45:11
11 a consensus of government ministers? How did it 17:45:18
12 work? 17:45:22
13 THE WITNESS: Well, in the model of 17:45:23
14 government that we operate in -- 17:45:24
15 MR. BISHOP: And I'm asking how it 17:45:25
16 worked generally, because I know you weren't there 17:45:26
17 at the time. 17:45:29
18 THE WITNESS: I wasn't there at the 17:45:29
19 time, but I can say in every other decision of a 17:45:30
20 similar circumstance or magnitude, the person that 17:45:32
21 declares the consensus is the head of the 17:45:35
22 government, that's the Premier or one or two of his 17:45:37
23 most senior staff. 17:45:40
24 So, I did the Green Energy Act. 17:45:41
25 I made those speeches. I did so on the shoulders of 17:45:43

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1 my Premier who mandated me to do so, and without his 17:45:46
2 mandate, couldn't have done any of that, and 17:45:50
3 similarly no government minister, with the possible 17:45:54
4 exception in some circumstances of the Attorney 17:45:56
5 General, has very much authority to go out on their 17:45:58
6 own on a significant initiative like that. 17:46:01
7 It's not credible to suggest that 17:46:05
8 anything other than some form of consensus -- there 17:46:07
9 might have been a consensus among a relatively small 17:46:10
10 number of people, sir -- but consensus can be 17:46:13
11 declared by the head of the government. Invariably 17:46:15
12 him or his most senior staff would have been 17:46:20
13 involved in the decision of a magnitude of that 17:46:23
14 taken in February of 2011. 17:46:25
15 MR. BISHOP: Again I know you have 17:46:29
16 left at the end of 2009, but during 2010 and early 17:46:30
17 2011, did you have any involvement with the 17:46:33
18 government or personal information, personal 17:46:38
19 knowledge of the decisions that were being taken? 17:46:42
20 THE WITNESS: On the first part of 17:46:47
21 your question, no, I was definitely off -- I would 17:46:52
22 say I was off trying to fry bigger fish. 17:46:56
23 I don't know if that's a good analogy 17:46:59
24 based on how it all turned out, sir, but the second 17:47:00
25 matter, so no, I wasn't directly involved and 17:47:04

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1 for it at the policy level, I would be obligated as 17:48:23
2 a Minister to provide to my cabinet colleagues 17:48:26
3 a compendium of information that would be 17:48:29
4 substantial. 17:48:32
5 On the economic points that you raise, 17:48:33
6 we would have had a report with respect to the 17:48:35
7 anticipated implication on electricity pricing and 17:48:37
8 we certainly also, sir, had a report that has 17:48:41
9 developed from our sister ministry, the Ministry of 17:48:44
10 Finance which took the expected capital expenditure 17:48:45
11 and extrapolated that to create a job number of 17:48:50
12 50,000 anticipated, associated with the Green Energy 17:48:53
13 Act. So, certainly in the package that came forward 17:49:01
14 to cabinet, compendium information would have been 17:49:03
15 there on economics both in terms of rates -- cost of 17:49:07
16 electricity and also jobs. 17:49:10
17 PRESIDENT: Would you remember what 17:49:13
18 the increase in the price of electricity would have 17:49:14
19 been, once the program was under way or it would be 17:49:16
20 implemented? 17:49:20
21 THE WITNESS: Sure. From the best of 17:49:21
22 my memory, the projection that we made was 2 to 17:49:24
23 3 per cent per year. 17:49:27
24 PRESIDENT: And was that based on 17:49:29
25 a particular assumption in terms of what percentage 17:49:31

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1 I wasn't seeking to -- the guy that left is not that 17:47:06
2 necessarily good at hanging around and badgering 17:47:09
3 those that remained. 17:47:12
4 On the other hand though, the broad, 17:47:14
5 broad, broad network of people that I had -- the 17:47:15
6 broad network that I have, including people 17:47:20
7 throughout ranks of the government -- this is not 17:47:22
8 just government for me, this is my political family. 17:47:24
9 Many of these people I've known for 20 or 30 years 17:47:28
10 so, invariably, a significant bit of a scuttlebutt 17:47:30
11 in internal intrigue was coming my way pretty much 17:47:36
12 at all times. 17:47:41
13 MR. BISHOP: Okay. Thank you. 17:47:44
14 PRESIDENT: You mentioned that there 17:47:46
15 was extensive work that went into the preparation of 17:47:46
16 the Green Energy Act and, you know, various 17:47:51
17 ministries, participated in that analysis. 17:47:55
18 What kind of economic analysis did you 17:47:58
19 undertake when preparing the Act, in terms of the 17:48:00
20 impact of the shift to renewable energy, in terms of 17:48:06
21 the price of electricity, how it would develop over 17:48:11
22 the years? 17:48:14
23 THE WITNESS: The information -- so, 17:48:16
24 as I mentioned to you before, sir, that in bringing 17:48:17
25 a piece of legislation forward, to get the support 17:48:20

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1 of electricity would be produced from renewable 17:49:35
2 sources? 17:49:38
3 THE WITNESS: Yes, I think it was -- 17:49:40
4 it was -- and I think actually in -- like if you 17:49:41
5 were to ask 100 experts of, you know, what was the 17:49:44
6 impacts of the Green Energy Act on electricity 17:49:48
7 pricing you are going to get 110 different answers 17:49:50
8 because some people will have an A and a B. 17:49:53
9 Of course that cost -- but at the same 17:49:56
10 time lots of people look to use Green Energy to 17:50:00
11 criticize electricity prices, which have rising -- 17:50:03
12 which have been rising here in Ontario. 17:50:07
13 To the very best of my recollection, 17:50:10
14 sir, it was anticipated at 2 to 3 per cent per year. 17:50:12
15 PRESIDENT: And would you know whether 17:50:17
16 that expectation has been met or whether it's been 17:50:17
17 more or less? 17:50:20
18 THE WITNESS: I think most people 17:50:21
19 would say met and exceeded, but probably -- but 17:50:22
20 probably if I was given the opportunity to debate 17:50:26
21 them on point, they would have been throwing a whole 17:50:30
22 bunch of other expenditures under the umbrella of 17:50:33
23 Green Energy. 17:50:36
24 It is very, very difficult in Ontario 17:50:37
25 to get a conversation about real electricity because 17:50:38

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1 only the Feed-in-Tariff model has a transparent 17:50:42
2 pricing element. 17:50:45
3 We have a regulator which approves 17:50:46
4 certain of price the prices for other forms of 17:50:49
5 electricity, but a lot of time the actual cost, the 17:50:56
6 all-in cost is a bit of a masquerade because you 17:50:59
7 have an operating implication here and a capital 17:51:02
8 implication over here. 17:51:03
9 So, I think that the consensus might 17:51:10
10 be, because the politics has dictated, that the 17:51:12
11 Green Energy Act has been the source of 17:51:14
12 a significant price increase in Ontario, but 17:51:16
13 I believe a significant amount of that being counted 17:51:18
14 under Green Energy is for grid enhancement and 17:51:21
15 improvement which were necessary for reliability. 17:51:24
16 Because through 2003 and after the blackout which 17:51:28
17 affected a big part of north eastern -- north 17:51:31
18 eastern North America, there was a tremendous amount 17:51:34
19 of focus on the reliability of the system and a big, 17:51:37
20 big, big push to improve aspects of the transmission 17:51:40
21 and distribution system. 17:51:44
22 Sometimes those, in my opinion, sir, 17:51:47
23 got thrown under the Green Energy cost ledger. 17:51:49
24 PRESIDENT: And the 2 to 3 per cent 17:51:54
25 was something that was considered politically 17:51:56

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1 question and this is an important one. You 17:53:14
2 mentioned the NIMBYs, which I understand stands for 17:53:18
3 "not in my backyard." 17:53:22
4 This is not an organized environmental 17:53:25
5 movement, I understand? 17:53:28
6 THE WITNESS: It became intensely-well 17:53:30
7 organized. Intensely well-organized. 17:53:32
8 PRESIDENT: On an issue by issue 17:53:36
9 basis? 17:53:37
10 THE WITNESS: On, I'd say, a site by 17:53:38
11 site basis with a core capacity. I think I would 17:53:40
12 say that it's not that hard to find detractors, any 17:53:44
13 time a particular site is brought -- is brought to 17:53:49
14 the -- is brought to the fore. 17:53:52
15 PRESIDENT: That sounds like France. 17:53:56
16 THE WITNESS: I think that -- and 17:53:58
17 I think that's relatively consistent. 17:54:01
18 It's a phenomenon also that a lot of 17:54:03
19 times, wind resource in our province which has 17:54:05
20 thousands of kilometres of -- hundreds -- I don't 17:54:09
21 know how many, thousands of kilometres of Great 17:54:11
22 Lakes borders, that the wind regime is typically 17:54:14
23 best alongside lakes. Recreational properties are 17:54:21
24 also attracted to this area and a lot of affluent -- 17:54:24
25 I think a lot of times, the affluent city-goers did 17:54:27

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1 acceptable as a price for the additional investment 17:51:59
2 and improvement in the system? 17:52:02
3 THE WITNESS: Yes, sir, and I think 17:52:04
4 it's especially important to know that the context 17:52:05
5 in Ontario at that time is that our Premier, 17:52:08
6 Premier McGuinty had campaigned in 2003, which is 17:52:11
7 the election that he won, sir, on closing Ontario's 17:52:15
8 coal-fired generating stations which accounted for 17:52:19
9 about 15 per cent of Ontario's energy supply, and we 17:52:22
10 had North America's largest coal-fired power plant 17:52:25
11 on Lake Erie, so, it's also fair to say that in 17:52:29
12 eliminating coal from anybody's -- anybody's 17:52:33
13 portfolio, anything that you choose to replace it 17:52:36
14 with is going to be more expensive. So, I think 17:52:38
15 there was a certain resignation to the risks that 17:52:41
16 modernizing and evolving more renewable sources 17:52:48
17 would come with a ratepayer -- would come with 17:52:52
18 a ratepayer price. 17:52:55
19 And it is important to know in our 17:52:57
20 model here, sir, that the electricity system is paid 17:52:58
21 for, almost entirely by the ratepayer. Occasionally 17:53:02
22 governments intervene with some fiscal measure, but 17:53:06
23 largely speaking, it's a system where the ratepayers 17:53:10
24 pay. 17:53:13
25 PRESIDENT: Okay. Just one more 17:53:13

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1 not appreciate the aesthetic implication of 17:54:32
2 development on wind onshore, wind farms in their 17:54:36
3 area 17:54:39
4 PRESIDENT: That's the problem with 17:54:41
5 engineers Okay Thank you very much Any 17:54:42
6 questions from counsel that would arise out of 17:54:46
7 questions from the Tribunal? 17:54:50
8 MR SPELLISCY: I have one brief set 17:54:51
9 of questions, yes 17:54:52
10 PRESIDENT: Yes, please go ahead 17:54:55
11 MR SPELLISCY: Good evening now 17:55:02
12 FURTHER CROSS-EXAMINATION BY MR SPELLISCY: 17:55:04
13 Q You mentioned in response to 17:55:07
14 a question from Mr Bishop that it is the Premier 17:55:08
15 that declares consensus 17:55:11
16 I just wanted to understand with that, 17:55:14
17 you would agree that in the Ontario government that 17:55:16
18 there are Ministers who are mandated and are 17:55:19
19 responsible for making decisions that fall in their 17:55:22
20 ministries; correct? 17:55:26
21 A It's a trick question Add the 17:55:29
22 word "independently" and I'll try and answer it for 17:55:33
23 you So, no -- I mean, yes, on the surface I am 17:55:36
24 the Minister I have these statutes under my 17:55:40
25 responsibility, but on policy matters I'm not 17:55:44

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1 a freelancer and I don't have the opportunity to go 17:55:46
2 out and communicate a government initiative, absent 17:55:48
3 of having cleared it at the centre, either through 17:55:53
4 a formal process like the cabinet process, or the 17:55:54
5 indirect process of calling a senior advisor to the 17:55:58
6 Premier and saying "We're thinking to do this. How 17:56:01
7 does that sound to all of you?" 17:56:04

8 And I did note -- and you are a lawyer 17:56:05
9 and you will understand this better than me -- 17:56:07
10 I believe that the Attorney General, in particular, 17:56:09
11 has some aspects of their responsibilities where my 17:56:11
12 description would not -- would not -- would not 17:56:14
13 apply, where the obligations that they have to 17:56:16
14 fulfil a statute do create that kind of 17:56:20
15 independence, that otherwise is not particularly 17:56:23
16 a feature of our model of government here in 17:56:26
17 Ontario. 17:56:29

18 Q. Now I think though that you said 17:56:30
19 just now in answering my question, that this is on 17:56:32
20 policy initiatives and what you would do is you 17:56:34
21 would phone the centre and say "This is my decision" 17:56:37
22 and clear it with them; is that what you said? 17:56:42

23 A. What I said was that Ministers are 17:56:44
24 not acting independently, and they would be 17:56:47
25 receiving approvals in one form or another, and 17:56:49

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1 I gave you two different examples. 17:56:52
2 I could have said "email" also. So, 17:56:54
3 phone, that's old school. Maybe it's just that 17:56:56
4 I ran into you in the cabinet anteroom or I pulled 17:56:58
5 you aside for five minutes. Many different forms, 17:57:04
6 where I might seek as a government Minister to say, 17:57:05
7 "I'm going to rally us all around this policy matter 17:57:07
8 and move it forward. Okay to go? Yay or nay?" 17:57:12

9 The idea that a Minister was free -- 17:57:17
10 some people told me I was freelancing on the 17:57:17
11 development of Green Energy Act. I just showed up 17:57:21
12 one day and introduced a piece of legislation. It 17:57:23
13 didn't work that way, and similarly for other 17:57:25
14 government ministers, their independence would be 17:57:28
15 severely restricted by the nature of the central 17:57:30
16 control that is an element of our parliamentary 17:57:35
17 system here 17:57:37

18 Q. So, that I understand then, what 17:57:38
19 your testimony is is that a Minister may make 17:57:39
20 a determination within his mandate and then he 17:57:42
21 would -- what we would say in our -- get a signal 17:57:45
22 check from the centre; is that correct? 17:57:48

23 A. Yes, but it can work the other way 17:57:50
24 too. So, as a Minister I might be receiving 17:57:52
25 a signal check from the centre and I can choose 17:57:55

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1 either to implement it, to argue about it or to 17:57:57
2 quit. 17:58:01

3 Q. Okay. 17:58:04
4 A. Not why I left, gentlemen. 17:58:04
5 Q. It was the elephant in the room. 17:58:06
6 But so you would agree with me then that in certain 17:58:08
7 situations the Minister might determine the path 17:58:14
8 that that Minister wants to take, and then would 17:58:16
9 discuss it, I assume, with his other related 17:58:19
10 Ministers first through meetings, and then 17:58:23
11 potentially check the centre. But that doesn't mean 17:58:25
12 that every time there is a decision it's coming top 17:58:27
13 down; you would agree with me? 17:58:30

14 A. Every time there's a decision of 17:58:32
15 significance it's coming with an intervention from 17:58:33
16 the centre, but I could bore everybody with 17:58:38
17 a thousand different ways that the intervention 17:58:41
18 might occur and who the initiator was and who they 17:58:43
19 talked to before communicating it, et cetera. But 17:58:47
20 it could be as few as two people. It could be the 17:58:49
21 Chief of Staff to the Premier, having a one-minute, 17:58:53
22 five-minute or ten-minute conversation with Minister 17:58:55
23 X, Y or Z, that says you do this or that. 17:58:59

24 It could be the Minister coming and 17:59:02
25 saying "I want to do this or that." It could be the 17:59:04

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1 two of them coming together and saying "What the 17:59:06
2 hell should we do?" And concluding together what the 17:59:09
3 right approach was going forward, but the central 17:59:13
4 command and control would be a consistent element, 17:59:15
5 no matter the pathway. 17:59:18

6 Q. I think that answers all my 17:59:21
7 questions. Thank you. 17:59:22

8 A. Thank you. 17:59:23
9 PRESIDENT: Anything from Claimant, 17:59:26
10 Mr. Terry? 17:59:27

11 MR. TERRY: Nothing from me, thanks. 17:59:32

12 PRESIDENT: Thank you very much. 17:59:33
13 Thank you very much, sir. That concludes your 17:59:34
14 examination. 17:59:37

15 THE WITNESS: Thank you very much. 17:59:39

16 PRESIDENT: And that brings the 17:59:42
17 hearing to an end today. We will continue tomorrow 17:59:43
18 morning at 9:00 o'clock and I understand it will be 17:59:46
19 Mr. Roeper. Thank you. 17:59:50

20 MR. TERRY: Yes, that's correct. 17:59:54

21 PRESIDENT: And enjoy the evening.

22 Thank you very much.

23 --- Whereupon the hearing adjourned at 6:00 p.m.

24
25

I HEREBY CERTIFY THAT I have, to the best
of my skill and ability accurately
transcribed the foregoing proceeding.

Teresa A. Forbes, RMR, CRR, CSR
Real-time Court Reporter

I HEREBY CERTIFY THAT I have, to the best
of my skill and ability accurately
transcribed the foregoing proceeding.

Lisa Barrett
RPR , CRR, CRC, CSR

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