

JUN 28 2018

UNITED STATES OF AMERICA  
BEFORE THE  
DEPARTMENT OF ENERGY  
OFFICE OF ELECTRICITY DELIVERY AND ENERGY RELIABILITY

Electricity Delivery and  
Energy Reliability

NS Power Energy Marketing Incorporated

Docket No. EA- 455

**APPLICATION OF NS POWER ENERGY MARKETING INCORPORATED  
FOR AUTHORIZATION TO TRANSMIT ELECTRIC ENERGY TO CANADA**

Pursuant to Section 202(e) of the Federal Power Act ("FPA"), 16 U.S.C. § 824a(e), and 10 C.F.R. §§ 205.300 *et seq.*, NS Power Energy Marketing Incorporated ("NSP Marketing") hereby files with the Department of Energy ("DOE" or the "Department") an original and two (2) copies of the instant application ("Application") for blanket authority to transmit electric energy from the United States to Canada.

**I. DESCRIPTION OF THE APPLICANT**

The exact legal name of the applicant is NS Power Energy Marketing Incorporated. NSP Marketing is incorporated under the Nova Scotia Companies Act, with its principal place of business at 1223 Lower Water Street, Halifax, Nova Scotia B3J 3S8. NSP Marketing is a wholly-owned subsidiary of Nova Scotia Power Inc. ("NSPI"), a company that provides electric service to customers located in Nova Scotia, Canada. NSPI, in turn, is a wholly-owned subsidiary of Emera Incorporated ("Emera"), a Nova Scotia corporation that is a publicly-traded diversified energy and services company. NSP Marketing will be transmitting electric energy from the United States to Canada, as well as selling natural gas to and purchasing natural gas from entities located in the United States.<sup>1</sup> NSP Marketing will be seeking market-based rate authority from the Federal Energy Regulatory Commission ("FERC").

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<sup>1</sup> NSP Marketing will be seeking authorization to import and export natural gas from the U.S. Department of Energy.

Emera owns other energy concerns. Emera Energy Services, Inc. ("EES") is a Delaware corporation, and has received market-based rate authority from FERC.<sup>2</sup> EES is a licensed Competitive Electric Provider in Maine, but has not offered to serve or served any retail load under that license. EES has DOE authorization to transmit electric energy from the United States to Canada.<sup>3</sup> Emera Energy U.S. Subsidiary No. 1, Inc. ("EE US No. 1") and Emera Energy U.S. Subsidiary No. 2, Inc. ("EE US No. 2"), a wholly-owned subsidiary of Emera, are Delaware corporations. EE US No. 1 and EE US No. 2 have received market-based rate authority from FERC<sup>4</sup> and EE US No. 1 and EE US No. 2 have DOE authorizations to transmit electric Energy from the United States to Canada.<sup>5</sup>

Emera owns fifteen LLCs created under the laws of Delaware. Emera Energy Services Subsidiary Nos. 1-8, wholly-owned subsidiaries of Emera, are authorized to export electric energy from the United States to Canada<sup>6</sup>, and have also received market-based rate authority from the FERC.<sup>7</sup> Emera Energy Services Subsidiary Nos. 6-10, wholly-owned subsidiaries of Emera, received market-based rate authority from FERC on December 19, 2012.<sup>8</sup> Emera Energy Services Subsidiary Nos. 11-15 received market-based rate authority from FERC on October 26,

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<sup>2</sup> *Emera Energy Services, Inc.*, Letter Order, Docket No. ER02-723-000 (Mar. 1, 2002).

<sup>3</sup> Order No. EA-257-D. On February 22, 2018, EES filed an application seeking renewal of its authority to export under section 202(e) of the Federal Power Act in a separate application.

<sup>4</sup> *Emera Energy U.S. Subsidiary No. 1, Inc.*, Letter Order, Docket No. ER04-359-000 (Feb. 24, 2004); *Emera Energy U.S. Subsidiary No. 2, Inc.*, Letter Order, Docket Nos. ER06-796-000, *et al.* (June 20, 2006).

<sup>5</sup> See Order Nos. EA-287-B and EA-312-A. On February 22, 2018, EE US No. 1 filed an application seeking renewal of its authority to export under section 202(e) of the Federal Power Act. EE US No. 2 is in the process of being terminated and is not seeking renewal of its authority.

<sup>6</sup> Orders EA-321-A, EA-322-A, EA-323-A, EA-324-A, and- EA-325-A, effective on October 1, 2013, and Orders EA-391, EA-392 and EA-393, effective on May 16, 2014. On February 22, 2018, Emera Energy Services Subsidiary Nos. 1-8 filed applications seeking renewal of their authority to export under section 202(e) of the Federal Power Act.

<sup>7</sup> *Emera Energy Servs. Subsidiary No. 1, LLC*, Letter Order, Docket Nos. ER07-553-000, *et al.* (Mar. 21, 2007) (accepting market based rate tariffs of EES Nos. 1 to 5). For EESS Nos. 6-8, see footnote 4, *infra*.

<sup>8</sup> *Emera Energy Servs. Subsidiary No. 6 LLC*, Letter Order, Docket Nos. ER12- 2492-000, *et al.* (Dec. 19, 2012) (accepting market-based rate tariffs of EES Nos. 6 to 10).

2016.<sup>9</sup> Emera Energy Services Subsidiary Nos. 9-15 do not currently possess authority to export electric energy from the United States to Canada, although these entities filed on February 22, 2018 applications for authorization to export electric energy from the United States to Canada.

Emera Maine, a Maine corporation headquartered in Bangor, Maine, is a wholly-owned subsidiary of Emera. Emera Maine is the consolidated corporation resulting from the merger of Bangor Hydro Electric Company (“Bangor Hydro”) and Maine Public Service Company (“Maine Public”) on January 1, 2014. Emera Maine is primarily engaged in the transmission and distribution of electric energy and related services in eastern and coastal Maine and in northern Maine. The Northern Division of Emera Maine (originally Maine Public’s facilities) comprises approximately 390 miles of transmission lines and includes the United States portion of four transmission lines that run from Aroostook County to New Brunswick, Canada. The Southern Division of Emera Maine (originally Bangor Hydro’s facilities) comprises approximately 827 miles of transmission lines and includes the United States portion of the Northeastern Reliability Interconnect, a 345-kV transmission line, which runs from the Bangor area to New Brunswick, Canada.<sup>10</sup>

Emera Maine holds an interest in Maine Electric Power Company, Inc. (“MEPCO”). MEPCO owns and operates a 345 kV interconnection between New Brunswick, Canada and Wiscasset, Maine, along with related facilities. MEPCO transmits power under its Open Access Transmission Tariff approved by FERC. Central Maine Power Company (“CMP”), which is not

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<sup>9</sup> *Emera Energy Servs. Subsidiary No. 11 LLC*, Letter Order, Docket Nos. ER-16-2455-01, *et al.* (Oct. 26, 2016) (accepting market-based rate tariffs of EE Nos. 11-15).

<sup>10</sup> On December 30, 2013, Maine Public and Bangor Hydro submitted joint applications for the reissuance of four Presidential Permits to Emera Maine: PP-12, PP-29-1, PP-81, and PP-89-1. On March 31, 2016, Emera Maine filed an application to rescind Export Authorization E-6751, which had originally been issued to Maine Public, and to have the authorization issued to Emera Maine.

affiliated with any Emera entity, holds the majority interest in MEPCO of 78.3%, with Emera Maine holding the remaining interest.

Chester SVC Partnership owns a static VAR compensator facility in Chester, Maine, which provides transmission system reinforcement allowing the Hydro-Quebec Phase II transmission line in New Hampshire and the MEPCO line to operate at full capability simultaneously. Bangor Var Company, Inc., a wholly-owned subsidiary of Emera Maine, is a general partner holding a 50% interest in Chester. CMP holds the other 50% interest.

Emera Energy Limited Partnership (“EELP”) is a limited partnership formed under the laws of Nova Scotia. Emera is the limited partner of EELP, and Emera Energy General Partner Inc. (“EEGP”) is the general partner of EELP. EEGP is incorporated under the laws of Nova Scotia, and is a wholly-owned subsidiary of Emera. EELP provides energy management services to Canadian clients and customers, as well as conducting proprietary natural gas and electricity trading and marketing in the Canadian marketplace.

Emera has a 12.92% ownership in the Maritimes and Northeast Pipeline, a natural gas pipeline that originates in Goldboro, Nova Scotia, and terminates at a point of interconnection with the United States pipeline grid at Dracut, Massachusetts.

Emera owns a subsidiary, Emera Utility Services Incorporated, which provides transformer refurbishment, cable work, and electrical construction.

Emera has a wholly-owned subsidiary, Emera Brunswick Pipeline Company Ltd., which owns the Brunswick Pipeline, a 145 kilometer pipeline that connects the Canaport LNG (liquefied natural gas) terminal in Saint John, New Brunswick, Canada to the United States portion of the Maritimes and Northeast Pipeline near St. Stephen, New Brunswick, Canada.

Emera owns Emera (Caribbean) Inc. (formerly Light & Power Holdings Ltd.), which in turn owns 100% of the Barbados Light & Power Company Limited ("BLPC"), a 20% indirect interest in St. Lucia Electricity Services Limited ("Lucelec") and a 51.9% interest in Dominica Electricity Services Limited ("Domlec"). BLPC is the sole electricity provider on the island of Barbados and has been granted a franchise to produce, transmit and distribute electricity on the island until 2028. Lucelec is an electric utility with exclusive license to generate, transmit and distribute electricity on the island of St. Lucia until 2045. Domlec is the sole electricity provider in the Commonwealth of Dominica and has been granted a non-exclusive generation license and an exclusive license to transmit, distribute and supply electricity within Dominica. Grand Bahama Power Company Limited ("GBPC") is a wholly-owned subsidiary of Emera. GBPC is the sole licensed and regulated utility operator on Grand Bahama Island with an exclusive franchise to produce, transmit and distribute electricity on Grand Bahama Island until 2054.

Emera also owns an 3.3 % interest in OpenHydro Group Limited, an Irish technology business that designs and manufactures marine turbines to generate renewable energy from tidal streams.

Emera owns a 50% indirect interest in Bear Swamp Power Company LLC, a Delaware limited liability company that owns and operates the 625 MW Bear Swamp Pumped Storage Hydroelectric Facility located on the Deerfield River in northern Massachusetts and the nearby 10 MW Fife Brook run-of-river hydroelectric facility; Brookfield Renewable Partners L.P owns the other 50% of the Bear Swamp Power Company and is the operator of the facility. Bear Swamp holds authorization to sell power at market-based rates from FERC.<sup>11</sup>

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<sup>11</sup> Bear Swamp Power Co., LLC, 110 FERC ¶ 61,208 at P 23 (2005).

Bayside Power Limited Partnership (“Bayside”) is a limited partnership formed under the laws of Nova Scotia. Emera is the limited partner of Bayside, and Bayside Power Inc. is the general partner of Bayside. Bayside Power Inc. is incorporated under the laws of New Brunswick, and is a wholly owned subsidiary of Emera. Bayside is the owner of the 264 MW (nominal) gas-fired Bayside Power plant in Saint John, New Brunswick. The output of the Bayside Station is committed to NB Power, a non-affiliate of Bayside, during the months of November through March. During the months of April through October the Bayside Station is operated as a merchant power plant, with its output sold into U.S. and Canadian markets.

Emera also has an interest in three gas-fired generation facilities in New England. Bridgeport Energy LLC (“Bridgeport”), a wholly-owned subsidiary of Emera, is an exempt wholesale generator<sup>12</sup> that owns and operates a 560 MW (nameplate) gas-fired, combined cycle electric generating facility in Bridgeport, Connecticut. Bridgeport is authorized to sell energy, capacity, and certain ancillary services at market-based rates.<sup>13</sup> Tiverton Energy LLC (“Tiverton”), a wholly-owned subsidiary of Emera, owns and operates a 265 MW (nameplate) gas-fired combined cycle electric generating facility in Tiverton, Rhode Island. Rumford Power Inc., a wholly-owned subsidiary of Emera, owns and operates a 265 MW (nameplate) gas-fired combined cycle electric generating facility in Rumford, Maine. Tiverton and Rumford are exempt wholesale generators with market-based rate authority from FERC.<sup>14</sup>

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<sup>12</sup> *Bridgeport Energy LLC*, 84 FERC ¶ 62,131 (1998).

<sup>13</sup> *Bridgeport Energy LLC*, 83 FERC ¶ 61,307 (1998).

<sup>14</sup> *Rumford Power LLC and Tiverton Power LLC*, Docket Nos. ER07-958-000 and ER07- 936-000 (unpublished letter order accepting application for market-based rates, issued July 18, 2007); *Bridgeport Energy LLC, et al.*, Docket No. ER10-2759-006, et al., Letter Order, Nov. 29, 2017.(unpublished letter order accepting most recent Updated Market Power Analysis for market-based rates); Notice of Self-Certification of Exempt Wholesale Generator Status of Tiverton Power LLC and Rumford Power LLC, Docket No. EG07-56-000 (filed May 24, 2007); *Tiverton Power LLC and Rumford Power LLC, et al.*, Docket Nos. EG07-56-000, et al., Notice of Effectiveness of Exempt Wholesale Generator Status (issued Sept. 24, 2007).

Tampa Electric Co. is a public utility operating within the Florida. Tampa Electric is engaged in the generation, purchase, transmission, distribution and wholesale and retail sale of electric energy. The retail territory served comprises an area of approximately 2,000 square miles in west central Florida, with approximately 750,000 customers. In addition, Tampa Electric engages in wholesale sales to utilities and other resellers of electricity, and has received market-based rate authority.<sup>15</sup> Tampa Electric has three electric generating stations, along with several solar generating facilities for a total of 5,700 MW (nameplate) of generating capacity. Open access to Tampa Electric's transmission system in west central Florida is provided pursuant to the company's Open Access Transmission Tariff, which is on file with FERC.<sup>16</sup>

NSP Marketing does not own or control any electric power generation or transmission facilities and does not have a franchised electric power service area. NSP Marketing intends to operate as a marketing company involved in, among other things, the purchase and sale of electricity in the United States as a power marketer.

## II. COMMUNICATIONS.

Communications regarding this Application should be addressed to the following persons:

*NS Power Energy Marketing Inc.*

Matt Clarke  
Senior Solicitor  
Nova Scotia Power  
1223 Lower Water St.  
Halifax, NS  
B3J 3S8  
Canada  
[matt.clarke@nspower.ca](mailto:matt.clarke@nspower.ca)

*Suchman Law LLC*

Bonnie A. Suchman  
Bonnie A. Suchman, Esq.  
Suchman Law LLC  
8104 Paisley Place  
Potomac, Maryland 20854  
[bonnie@suchmanlawllc.com](mailto:bonnie@suchmanlawllc.com)

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<sup>15</sup> *Tampa Elec. Co.*, Docket No. ER99-2342-000, Letter Order, May 27, 1999.

<sup>16</sup> *Tampa Elec. Co.*, Docket No. ER10-1508-000, Letter Order dated Aug. 12, 2010.

### **III. JURISDICTION.**

Under Section 202(e) of the FPA, 16 U.S.C. § 824a(e), and DOE's regulations, 10 C.F.R. § 205.300 *et seq.*, any person seeking to transmit electric energy from the United States to a foreign country must first secure an order from DOE authorizing the export. No other known federal, state or local government has jurisdiction over the actions to be taken under the authority set out in this application.

### **IV. TECHNICAL DISCUSSION OF PROPOSAL.**

NSP Marketing seeks authority to transmit electric energy to Canada. NSP Marketing intends to export power over existing transmission interconnections between the United States and Canada. Exhibit C to this Application provides the location and description of the transmission facilities through which the electric energy may be delivered into Canada, and includes the name of the facility owners as well as the Presidential Permit numbers.

NSP Marketing will purchase surplus electric energy from electric utilities and other suppliers within the United States and will export this energy to Canada over the international electric transmission facilities. The present owners of the transmission facilities are listed in Exhibit C. Because this electric energy will be purchased from others voluntarily, it will be surplus to the needs of the selling entities. NSP Marketing's export of power will not impair the sufficiency of electric power supply in the U.S.

NSP Marketing will make all necessary commercial arrangements and will obtain any and all other regulatory approvals required in order to effect any power exports. This will include: (1) scheduling each transaction with the appropriate control area in compliance with all reliability criteria, standards, and guidelines of the North American Electric Reliability Corporation ("NERC") and applicable Regional Entities in effect at the time of export; (2)

obtaining all necessary transmission access over the existing facilities listed in Exhibit C; and (3) providing evidence of the agreements with transmission owners to DOE.

Consistent with past DOE precedent, NSP Marketing requests that DOE use the reliability analyses performed in the most recent export authorization proceedings that rely upon the border transmission facilities referenced in Exhibit C. NSP Marketing agrees to abide by the export limits of these transmission facilities. The controls that are inherent in any transaction that complies with all NERC requirements and the export limits imposed by DOE on the referenced transmission facilities are sufficient to ensure that exports by NSP Marketing will not impede or tend to impede the coordinated use of transmission facilities within the meaning of Section 202(e) of the FPA.

## **V. PROCEDURES**

NSP Marketing is willing to accept all conditions imposed by the Department of Energy on its authorization to export power. In particular, if required by DOE, exports made by NSP Marketing will not exceed the export limits for the transmission facilities utilized by NSP Marketing, or otherwise cause a violation of the terms and conditions set forth in the export authorization. When scheduling the delivery of power, NSP Marketing will comply with the applicable NERC reliability criteria, standards, and guidelines. NSP Marketing will provide DOE with all required reports indicating the gross amount of electricity delivered to Canada, consideration received during each month, and the maximum hourly rate of transmission, as well as any additional annual reports required.

## **VI. SERVICE AND FEE.**

In accordance with the requirements of 10 C.F.R. § 205.309, copies of this application will be provided to the following:

Ms. Kimberly D. Bose  
Secretary  
Federal Energy Regulatory Commission  
888 First Street, N.W.  
Washington, D.C. 20426

A check in the amount of \$500.00 made payable to the Treasurer of the United States is enclosed in payment of the fee specified in 10 C.F.R. § 205.309.

**VII. VERIFICATION.**

Verification executed by Applicant's authorized representative, David Landrigan, in accordance with 10 C.F.R. § 205.302(h) is enclosed with this Application.

**VIII. EXHIBITS.**

In accordance with the requirements of 10 C.F.R. § 205.303, the following exhibits are attached hereto:

- Exhibit A      Transmission Agreements
- Exhibit B      Opinion of Counsel
- Exhibit C      International Transmission Facilities (Submitted in lieu of Maps)
- Exhibit D      Power of Attorney
- Exhibit E      Statement of Any Corporate Relationship or Existing Contract
- Exhibit F      Operating Procedures

**IX. CONCLUSION.**

WHEREFORE, NSP Marketing respectfully requests that this Application for Authorization to Transmit Electric Energy to Canada be considered and approved.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read 'Bonnie A. Suchman', written over a horizontal line.

Bonnie A. Suchman, Esq.  
Suchman Law LLC  
8104 Paisley Place  
Potomac, Maryland 20854  
[bonnie@suchmanlawllc.com](mailto:bonnie@suchmanlawllc.com)

*Attorney for  
NS Power Energy Marketing Incorporated*

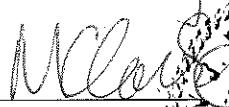
Dated: June 28, 2018

## VERIFICATION

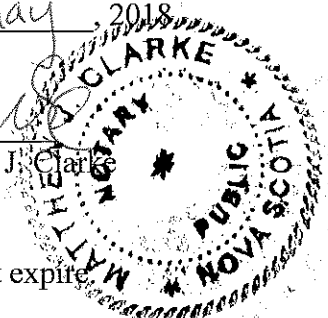
I, David Landrigan, Vice President, Commercial, of NS Power Energy Marketing Incorporated, having knowledge of the matters set forth in the above Application for Authorization to Transmit Energy to Canada, hereby verify that the contents thereof are true and correct to the best of my knowledge and belief.

  
David Landrigan

SUBSCRIBED AND SWORN before me, a notary public this 31 day of May, 2018

  
Notary Public – Matthew J. Clarke

My Commission does not expire



## **EXHIBIT A -- TRANSMISSION AGREEMENTS**

*Currently, NSP Marketing has no transmission reservations or transmission agreements within the United States.*

## **EXHIBIT B**

### **Statement of Opinion of Counsel**

This opinion is rendered in connection with the Application of NS Power Energy Marketing Incorporated ("NSP Marketing") for Authorization to Transmit Electric Energy to Canada, dated June 28, 2018, and pursuant to 10 C.F.R. Section 205.303(b).

Based on my understanding and review of NSP Marketing, my knowledge of the corporate powers of NSP Marketing, and my examination of such documents, records and matters of laws as I have considered to be relevant, it is my opinion that:

1. The proposed exports of electrical power described in the Application are within the corporate powers of NSP Marketing; and
2. NSP Marketing has complied and will comply with all pertinent Federal and State laws.

I am opining herein only as to federal laws of the United States and laws of relevant States within the United States, and I express no opinion as to the laws of any other jurisdiction. I am not assuming any obligation to review or update this opinion should the law or existing facts or circumstances change. This opinion is provided by me as counsel for NSP Marketing solely to you for your exclusive use and is not to be made available to or relied upon by any other person or entity without my prior written consent.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Bonnie A. Suchman", written over a horizontal line.

Bonnie A. Suchman

Dated: June 28, 2018

## EXHIBIT C

### International Transmission Facilities At the U.S.-Canada Authorized for Use by Third-Party Transmitters

<u>Present Owner</u>	<u>Location</u>	<u>Voltage</u>	<u>Presidential Permit No</u>
Bangor Hydro Electric Company	Baileyville, ME	345-kV	PP-89
Basin Electric Power Cooperative	Tioga, ND	230-kV	PP-64
Bonneville Power Administration	Blaine, WA	2-500-kV	PP-10
	Nelway, WA	230kV	PP-36
	Nelway, WA	230-kV	PP-46
Eastern Maine Electric Cooperative	Calais, ME	69-kV	PP-32
International Transmission Company	Detroit, MI	230-kV	PP-230
	Marysville, MI	230-kV	PP-230
	St. Claire, MI	230-kV	PP-230
	St. Claire, MI	345-kV	PP-230
Joint Owners of the Highgate Project	Highgate, VT	120-kV	PP-82
Long Sault, Inc	Massena, NY	2-115-kV	PP-24
Maine Electric Power Company	Houlton, ME	345-kV	PP-43
Maine Public Service Company	Limestone, ME	69-kV	PP-12
	Fort Fairfield, ME	69-kV	PP-12
	Madawaska, ME	138-kV	PP-29
	Aroostook, ME	2-69-kV	PP-29
Minnesota Power Inc	International Falls, MN	115-kV	PP-78
Minnkota Power Cooperative	Roseau County, MN	230-kV	PP-61
Montana Alberta Tie Ltd.	Cut Bank, MT	230-kV	PP-305
New York Power Authority	Massena, NY	765-kV	PP-56
	Massena, NY	2-230-kV	PP-25
	Niagara Falls, NY	2-345-kV	PP-74
	Devil's Hole, NY	230-kV	PP-30
Niagara Mohawk Power Corp.	Devil's Hole, NY	230-kV	PP-190
Northern States Power Company	Red River, ND	230-kV	PP-45
	Roseau County, MN	500-kV	PP-63
	Rugby, ND	230-kV	PP-231
Sea Breeze Olympic Converter LP	Port Angeles, WA	±450-kV DC	PP-299
Vermont Electric Power Co.	Derby Line, VT	120-kV	PP-66

Vermont Electric Transmission Co.	Norton, VT Imperial Valley, CA	$\pm$ 450-kV DC 230-kV	PP-76 PP-79
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**EXHIBIT D – POWER OF ATTORNEY**  
**WITH AGENT RESIDING WITHIN THE UNITED STATES**

## IRREVOCABLE LIMITED POWER OF ATTORNEY

This IRREVOCABLE POWER OF ATTORNEY is made this 31 of May, 2018, by NS Power Energy Marketing Incorporated, a company incorporated under the laws of the Province of Nova Scotia, with its executive offices in Halifax, Nova Scotia, Canada.

1. Appointment. The Principal does hereby appoint Bonnie Suchman, whose principal place of business is Suchman Law LLC, 8104 Paisley Place, Potomac, Maryland 20854, as the Principal's true and lawful agent and attorney-in-fact (Attorney-in-Fact) for the limited purpose hereinafter set out.
2. Scope of Authority. The Attorney-in-Fact shall have the limited power and authority to receive service of process for any and all matters relating to Principal's reporting requirements to the Department of Energy pursuant to Principal's authority to transmit electric energy to Canada.
3. Irrevocability. This Power of Attorney is irrevocable by the Principal for the five year term of the authorization to export electric energy to Canada.

IN WITNESS WHEREOF, the Principal has caused this Power of Attorney to be duly executed this 31 day of May, 2018.

NS Power Energy Marketing Incorporated

By: David Landrigan

Name: \_\_\_\_\_

Title: David Landrigan  
VP, Commercial

SUBSCRIBED AND SWORN before me, a notary public this 31 day of May, 2018.

Matthew J. Clarke  
Notary Public

My Commission Expires: does not expire

MATTHEW J. CLARKE  
A Notary Public in and for the  
Province of Nova Scotia

**EXHIBIT E**  
**Statement of Any Corporate Relationship or Existing Contract**

*Not Applicable.*

## **EXHIBIT F -- OPERATING PROCEDURES**

*Not Applicable*