

August 5, 2016

Board of Commissioners of Public Utilities Prince Charles Building 120 Torbay Road, P.O. Box 21040 St. John's, NL A1A 5B2

Attention: Ms. Cheryl Blundon

Director of Corporate Services & Board Secretary

Dear Ms. Blundon:

Re: An Application by Newfoundland and Labrador Hydro (Hydro) pursuant to Subsection 41(3) of the Act for the approval of Acquisition of the Wabush Terminal Station in Labrador West

Please find enclosed the original and 12 copies of the above-noted Application, plus supporting affidavit, project proposal, and draft order. The proposed project involves the acquisition of the Wabush Terminal Station in Labrador West so that Hydro can continue to provide electrical service to its customers in Wabush and Labrador City.

Should you have any questions, please contact the undersigned.

Yours truly,

NEWFOUNDLAND AND LABRADOR HYDRO

Geoffrey P. Young Senior Legal Counsel

GPY/cp

cc: Gerard Hayes – Newfoundland Power
Paul Coxworthy – Stewart McKelvey Stirling Scales
Sheryl Nisenbaum – Praxair Canada Inc.

Thomas Johnson, Q.C. – Consumer Advocate Thomas J. O'Reilly, Q.C. – Cox & Palmer Larry Bartlett – Teck Resources Limited

Hydro Place. 500 Columbus Drive. P.O. Box 12400. St. John's. NL

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IN THE MATTER OF the Electrical Power Control Act, RSNL 1994, Chapter E-5.1 (the EPCA) and the Public Utilities Act, RSNL 1990, Chapter P-47 (the Act), and regulations thereunder;

AND IN THE MATTER OF an Application by Newfoundland and Labrador Hydro for the acquisition of the Wabush Terminal Station in Labrador West pursuant to Subsection 41(3) of the Act,

TO: The Board of Commissioners of Public Utilities (the Board)

THE APPLICATION OF NEWFOUNDLAND AND LABRADOR HYDRO (Hydro) STATES THAT:

- 1. Hydro is a corporation continued and existing under the *Hydro Corporation Act, 2007,* is a public utility within the meaning of the Act and is subject to the provisions of the *Electrical Power Control Act, 1994*.
- 2. Electrical service has been supplied to Labrador West through the Wabush Terminal Station since 1963. Since 1985, Hydro has been supplying power to Labrador West by purchasing power and energy from Churchill Falls (Labrador)Corporation Limited (CF(L)Co), by transmitting that power and energy to the Wabush Terminal Station via two 230 kV transmission lines, by transforming it to subtransmission and distribution voltages (stepping it down) at the Wabush Terminal Station, and by distributing to its customers either from the Wabush Terminal or through Hydro's distribution systems, including its distribution substations, in Labrador City and Wabush.
- 3. Until December 31, 2014, the two 230 kV transmission lines were held under a 40 year sublease by Twin Falls Power Corporation (TwinCo) (the Crown lessee for which is CF(L)Co). The Wabush Terminal Station was leased by TwinCo during this period from the Wabush Mines companies. Hydro had an agreement with TwinCo whereby it could

wheel, at no charge, the power and energy it purchased from CF(L)Co for these purposes.

- 4. Since January 1, 2015 Hydro has been using the Wabush Terminal Station under lease and consent. Hydro was in the process of negotiating a purchase of the Wabush Terminal Station lands and associated assets when Wabush Mines entered into debtor protection under the *Companies' Creditors Arrangement Act, RSC 1985, C-36 (CCAA)*. Since that occurred, Hydro has been dealing with the monitor appointed by the court under the CCAA. Hydro's negotiations with the monitor are at a mature stage so Hydro is now applying for approval to purchase these lands and assets. Hydro anticipates it will be applying to acquire the remaining aspects of the electrical system (which consists, primarily, of the remaining portions of the two 230 kV transmission lines to Churchill Falls) before the end of the 2016 calendar year.
- 5. At this time, Hydro is applying to acquire:
 - (a) the Wabush Terminal Station including the equipment installed at that site;
 - (b) a small segment, near the Wabush Terminal Station, of the two 230 kV transmission lines that run between the Churchill Falls Switchyard and the Wabush Terminal Station;
 - (c) some lands adjacent to the Wabush Terminal Station that Hydro will require in the future to renew or rebuild this facility; and
 - (d) a parcel of land near the Wabush Substation that Hydro will require in the future to renew or rebuild this facility.
- 6. The continued use of the Wabush Terminal Station, of the two 230 kV transmission lines and of the Wabush Substation is required so that Hydro can provide electrical service to its customers in Wabush and Labrador City. Failure to acquire these assets will result in Hydro needing to replace these assets with similar new assets at very high cost and with customer service disruptions.

- 7. As part of this Application, Hydro is proposing to acquire lands adjacent to the Wabush Terminal Station and Wabush Substation. Hydro can acquire these lands at this time which will secure them for when Hydro needs to rebuild, renew or expand these facilities. The assets in this terminal station and substation are ageing (some of them are in excess of 50 years old) and will eventually need to be replaced. By far, the most economic means of replacing the existing terminal station is to construct it on a site which is immediately adjacent to the present assets. These lands are available from the same vendor at this time but this availability cannot be assured in the future. While Hydro has no specific plans to replace these assets in the very near term, their replacement is inevitable. There are considerable economic savings associated with rebuilding or replacing these assets at a site which is immediately adjacent to the present terminal station as opposed to at a site which is located some distance from this site.
- 8. The expected purchase cost for these assets is \$425,004 which is based on a price of \$1 for each parcel of land currently encumbered by electrical infrastructure, \$1 for the Wabush Mines Companies to release any and all claims to this electrical infrastructure, and fair market value for the vacant land as determined by a gualified appraisal firm.
- 9. Hydro submits that the proposed capital expenditure is economic and will assist Hydro in ensuring that its provision of electrical service to its customers in Labrador West can continue in a manner which is reasonable, safe and adequate and just and reasonable as required by Section 37 of the *Act*.
- 10. Therefore, Hydro makes application that the Board make an Order approving, pursuant to Subsection 41(3) of the *Act*, the capital expenditure of approximately \$490,000 for the purchase of these lands and electrical equipment assets described above inclusive of the associated survey and related acquisition costs, as set out in this Application and in the attached project description and justification document.

DATED at St. John's, in the Province of Newfoundland and Labrador, this 5th day of August 2016.

Geoffrey P. Young

Counsel for the Applicant

Newfoundland and Labrador Hydro 500 Columbus Drive P.O. Box 12400

St. John's, NL A1B 4K7

Telephone: (709) 737-1277 Facsimile: (709) 737-1782

IN THE MATTER OF the Electrical Power Control Act, RSNL 1994, Chapter E-5.1 (the EPCA) and the Public Utilities Act, RSNL 1990, Chapter P-47 (the Act), and regulations thereunder;

AND IN THE MATTER OF an Application by Newfoundland and Labrador Hydro for the acquisition of the Wabush Terminal Station in Labrador West pursuant to Subsection 41(3) of the *Act.*

AFFIDAVIT

- I, Terrence J. Gardiner, Professional Engineer, of St. John's in the Province of Newfoundland and Labrador, make oath and say as follows:
- I am the Vice-President Transmission Operations of Newfoundland and Labrador
 Hydro, the Applicant named in the attached Application.
- 2. I have read and understand the foregoing Application.
- 3. I have personal knowledge of the facts contained therein, except where otherwise indicated, and they are true to the best of my knowledge, information and belief.

SWORN at St. John's in the)
Province of Newfoundland and)
Labrador)
this 🎢 day of August 2016,)
before me: //)

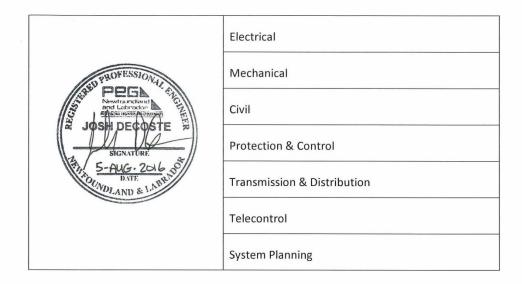
Barrister - Newfoundland and Labrador

Terrence J. Gardiner

1	(DRAFT ORDER)
2 3	NEWFOUNDLAND AND LABRADOR BOARD OF COMMISSIONERS OF PUBLIC UTILITIES
4	AN ORDER OF THE ROADS
5 6	AN ORDER OF THE BOARD
7	NO. P.U (2016)
8	(2010)
9	IN THE MATTER OF the Electrical Power
10	Control Act, RSNL 1994, Chapter E-5.1 (the
11	EPCA) and the Public Utilities Act, RSNL 1990,
12	Chapter P-47 (the <i>Act</i>), and regulations thereunder;
13	
14	AND IN THE MATTER OF an Application
15	by Newfoundland and Labrador Hydro (Hydro)
16	pursuant to Subsection 41(3) of the Act, for
17 18	the acquisition of the Wabush Terminal Station in Labrador West.
19	iii Labrador West.
20	
21	WHEREAS the Applicant is a corporation continued and existing under the <i>Hydro Corporation</i>
22	Act, 2007, is a public utility within the meaning of the Act and is subject to the provisions of the
23	Electrical Power Control Act, 1994; and
24	
25	WHEREAS Section 41(3) of the Act requires that a public utility not proceed with the
26	construction, purchase or lease of improvements or additions to its property where:
27	a) the cost of construction or purchase is in excess of \$50,000; or
28	b) the cost of the lease is in excess of \$5,000 in a year of the lease,
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30	without prior approval of the Board; and
31	WHEREAG' O. I. N. D.H. 22/2015) (I. D. I
32	WHEREAS in Order No. P.U. 33(2015) the Board approved Hydro's 2016 Capital Budget in
33 34	the amount of \$183,082,800; and
35	WHEREAS the Board approved supplementary 2016 capital expenditures:
36	(i) in Order No. P,U, 8(2016) in the amount of \$1,000,000 to supplement the
37	Allowance for Unforeseen Items;
38	(ii) in Order No. P.U. 17(2016) in the amount of \$6,300,000 to purchase 12 MW of
39	generating capacity at the Holyrood Thermal Generating Station;
40	(iii) in Order No. P.U. 19(2016) in the amount of \$11,800,000 to replace lower
41	reheater tubes on the Unit 1 and 2 boilers and to complete reliability
42	improvements at the Holyrood Thermal Generation Plant;
43	(iv) in Order No. P.U. 20(2016) in the amount of \$717,000 to reroute transmission
44	line TL227 and distribution line Sally's Cove L1, a multi-year project with capital
45	expenditures of \$1,533,000 in 2017 which were also approved in this Order;
46	(v) in Order No. P.U. 22(2016) in the amount of \$3,047,100 for the refurbishment of

1			gas generator End A engine, serial number		
2			Turbine Plant and gas generator End A eng	gine, serial num	ber 202204, at the
3		(')	Stephenville Gas Turbine Plant; and	C # 1 077 200 C	.1 C 1 . 1
4		(vi)	in Order No. P.U. 28(2016) in the amount		or the returbishment
5 6			and overhaul of Unit 4 at Bay d'Espoir; and	a	
7	WHF	EREAS	on August 5, 2016 Hydro applied to the Boa	ard for approval	of the capital
8			n the amount of \$490,000 for the acquisition		
9			equipment assets, some lands and electrical		
10			ninal Station upon which some transmission	* *	•
11			iately adjacent to the Wabush Terminal Station		*
12			ne Wabush Substation;	•	ř
13	3		,		
14	WHE	EREAS	since 1985 Hydro has been serving its custo	mers in Labrado	or West through the use
15	of the	se elect	rical equipment assets, most of which were f	formerly owned	and controlled by the
16	Twin	Falls Po	ower Corporation; and		
17					
18			the Board is satisfied that the proposed capit	•	-
19			ets at Wabush associated with the Wabush T		
20		•	to allow Hydro to continue to provide service	e and facilities w	which are reasonably
21	safe a	nd adeq	quate and just and reasonable.		
22					
23	IT IS	THER	EFORE ORDERED THAT:		
24					
25	1.		roposed capital expenditure to purchase the		•
26		Wabu	sh Terminal Station and Wabush Substation	of \$490,000 is	approved.
27	2	TT 1		C 41 ' A 1'	
28	2.	Hyard	o shall pay all expenses of the Board arising	from this Applic	cation.
29					
30 31	DAT	ED of S	t. John's, Newfoundland and Labrador, this	day of	, 2016.
32	DAI	ED at S	t. John's, Newtoundiand and Labrador, this	day of	, 2010.
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A REPORT TO THE BOARD OF COMMISSIONERS OF PUBLIC UTILITIES



Acquisition of Terminal Station and Related Assets in Labrador West

August 5, 2016



SUMMARY

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2 This report provides information and justifications as to the proposed acquisition by Hydro 3 of the Wabush Mines Companies' interests in land and assets which are required by Hydro 4 to ensure continued safe, reasonable and reliable supply of electricity to customers in 5 Labrador West. The proposed acquisitions include lands and fixtures that comprise the 6 Wabush Terminal Station and the Western most section of the two 230 kV transmission 7 lines supplying Labrador West, as well as lands adjacent to each of the Wabush Terminal 8 Station and the 46 kV Wabush Substation which are needed for planned future installations. 9 10 Hydro took possession and use of the Wabush Terminal Station at the end of 2014 and has 11 continued to provide service utilizing these assets. These are the same assets that have 12 been utilized for decades for the provision of electrical service to Hydro's customers in 13 Labrador West. 14 15 This proposal pertains to the acquisition of the above mentioned lands and affixed assets 16 and does not contain proposals for the expansion or the renewal of the assets that occupy 17 them. However, this proposal includes the acquisition of lands adjacent to two existing 18 electrical installations which will enable optimized equipment configuration, and reduced 19 customer impact, during future work. This benefit would be realized whether such future 20 work is in the form of expansions to accommodate load growth, or to complete 21 refurbishments as recommended in previous condition assessments.

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1 INTRODUCTION

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2 Electricity has been supplied to Labrador West from the Twin Falls Generating Station, and 3 latterly from Churchill Falls, since 1963. Throughout this period, service was provided from 4 two 230 kV transmission lines and the Wabush Terminal Station. Hydro started providing 5 service to customers in Labrador West (initially to customers in the Town of Wabush 6 through the Power Distribution District, later absorbed into Hydro) using these transmission 7 and terminal assets, as well as distribution assets including the 46 kV Wabush Substation, in 8 1985. The two 230 kV transmission lines and the Wabush Terminal Station were assets 9 owned by Twin Falls Power Corporation Limited (TwinCo), a company owned by the Iron 10 Ore Company of Canada (IOC), the Wabush Mines companies and Churchill Falls (Labrador) 11 Corporation Limited (CF(L)Co). TwinCo held these assets through long-term leases of land. 12 13 The majority of the Wabush Terminal Station and a small portion of the 230 kV transmission 14 lines are on land that was leased to TwinCo by the Wabush Mines companies; the 15 remainder of the two 230 kV transmission lines are on lands that were subleased to TwinCo 16 by CF(L)Co. This lease and sublease expired at the end of 2014. In preparation for this 17 acquisition, surveys were commissioned and a small portion of the Wabush Terminal 18 Station was found to occupy land included in a recent sale by the Wabush Mines companies 19 to Champion Iron. The Wabush Substation is on land owned by Hydro, but is surrounded by 20 land owned by the Wabush Mines companies. 21 22 Hydro was in discussions to acquire title to the lands owned by the Wabush Mines 23 companies in 2014 but the matter became delayed when those companies filed for creditor 24 protection under the Companies' Creditors Arrangement Act, RSC 1985, C-36, and a court 25 appointed a monitor to oversee the disposition of the Wabush Mines assets. Hydro has 26 taken steps to acquire these assets through the court appointed monitor and the present 27 application represents Hydro's proposal for these acquisitions.

2 PROJECT DESCRIPTION

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2 Hydro is proposing to acquire the Wabush Mines companies interests in the lands and 3 assets that comprise the Wabush Terminal Station and a short section on the western end 4 of the two 230 kV transmission lines that run between the Twin Falls Generating Station and 5 the Wabush Terminal Station. In addition, because the Wabush Terminal Station is 6 approaching the end of its useful life, it is advisable at this time to acquire adjacent lands so 7 that the eventual refurbishment or decommissioning and construction of a replacement 8 terminal station can occur in an orderly and cost effective manner. The Wabush Substation, 9 which reduces voltage from 46 kV to 12.5 kV for distribution throughout the town of 10 Wabush, is of the same age and has a similar need for refurbishment as does the Wabush 11 Terminal Station, and acquiring a small parcel of land adjacent to this station will provide 12 the same benefits as described above. The project comprises the acquisition of the Wabush 13 Mines Companies interests in all lands described above and the electrical equipment 14 installed thereon, and all related acquisition costs such as surveys, etc. 15 16 The purchase cost for these assets is \$425,004 which is based on a price of \$1 for each 17 parcel of land currently encumbered by electrical infrastructure, \$1 for the Wabush Mines 18 Companies to release any and all claims to this electrical infrastructure, and fair market 19 value for the vacant land as determined by a qualified appraisal firm. In addition to the sale 20 of lands they own, the Wabush Mines companies have agreed to surrender the lease 21 granted to them by the province, which includes land occupied by a portion of one 230 kV 22 transmission line, so that this land will be available for lease by Hydro for continued use as a 23 transmission corridor. 24 25 Hydro is in discussions with CF(L)Co and TwinCo for the remainder of the transmission 26 infrastructure between Churchill Falls and the Wabush Terminal Station and anticipates 27 making a filing before the Board with respect to that proposed acquisition before the end of the 2016 calendar year. Hydro has also recently commenced discussions with Champion 28 29 Iron on the small parcel of their recently acquired land which is occupied by the Wabush

- 1 Terminal Station. Due to its size, the purchase price for this parcel is expected to be quite
- 2 low, and Hydro does not anticipate applying to the Board for approval of its acquisition.

1 3 JUSTIFICATION

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3 Hydro can ensure continued safe, reliable, adequate and reasonable electrical service to the 4 customers in Labrador West at least cost. Further, Hydro requires sufficient title to these 5 assets to ensure it can undertake the capital replacement and improvement of these assets 6 as they age and as customers' needs evolve. 7 8 Many of the assets in the Wabush Terminal Station are nearing the end of their useful lives and will require repair or replacement in coming years. It is noted that Hydro's base 9 10 forecast shows minimal load growth in the near term. However, given the cyclical nature of 11 iron ore pricing and resultant activity levels in this area, scenarios have been modelled 12 which include the potential for substantially higher load growth in Labrador West. 13 Accommodating this growth would require the recommencement of the construction of a 14 third high voltage transmission line from Churchill Falls to Labrador West, and would 15 include a new terminal station in Labrador West and potential 230 kV interconnections to 16 the existing Wabush Terminal Station. This load growth would also require expansion of the 17 Wabush Substation as detailed in the Wabush Distribution System Long Term Plan, which

The continued possession and control of the Wabush Terminal Station is required so that

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Due to the fact that the Wabush Mines companies have entered creditor protection, the only means for purchasing any assets from them at this time is through a court monitored process. Hydro has actively participated in this process to date, and has reached agreement with the Wabush Mines companies and the monitor on the terms of a sale of the lands and

was previously filed with the Board in relation to Order No. P.U. 36(2014). The acquisition of

equipment layouts, complete work efficiently, and minimize customer outages in the event

land adjacent to the existing stations will greatly improve Hydro's ability to optimize

of such a capital project.

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¹ As Hydro has not yet assumed ownership of these assets, it has not commissioned a study on their condition nor has it developed plans for future work. However, many of these assets are well beyond their design life, and assets of a similar age have been systematically replaced in the Churchill Falls Generating Station and switchyard in recent years. Commissioning a condition assessment, and developing a plan for equipment replacement in the Wabush Terminal Station will be a priority for Hydro after assuming ownership.

1 assets of interest. No other parties have submitted offers for these lands and assets, 2 however, Hydro has been approached by several potential large scale electricity customers 3 that have expressed interest in establishing operations adjacent to existing electrical 4 infrastructure, and have identified some of these exact lands. If Hydro is unsuccessful in its 5 attempt to acquire these lands under this proposal, there is a likelihood that they would be 6 acquired by one of these third parties. 7 8 3.1 **Existing System** 9 The assets to be acquired, including interests in the associated lands, comprise the 10 following equipment in the Wabush Terminal Station: 11 Eight - 230 kV/46 kV transformers; 12 Two - 46 kV/13.8 kV transformers; 13 Two - 46 kV/600 V transformers; Two - synchronous condensers (there is a third installed within the station that is 14 15 owned by IOC and is not included in this transaction); 16 Three - 230 kV breakers; 17 18 - 230 kV disconnects; 18 28 - 46 kV breakers; 44 - 46 kV breakers; 19 20 Two - capacitor banks; and 21 • Miscellaneous other equipment such as insulators, buildings, pumps, 22 compressors, batteries and cabling. 23 24 Please see appendix A for an electrical diagram of the Wabush Terminal Station major 25 assets 26 27 Also to be acquired is the small portion of 230 kV transmission lines that supply the Wabush 28 Terminal Station, and which are located on land currently owned by the Wabush Mines 29 companies; these assets include all electrical infrastructure (towers, insulators, conductor,

- 1 etc.) as well as a fee simple interest in the lands they occupy. There is no equipment
- 2 installed on any of the parcels of land included in this proposed acquisition which are
- 3 adjacent to either the Wabush Terminal Station or the Wabush Substation.

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3.2 Operating Experience

- 6 CF(L)Co has operated and maintained these transmission and terminal station assets on
- 7 behalf of TwinCo since 1974, recovering the operating maintenance costs from TwinCo for
- 8 most of that period. Since January 1, 2015, CF(L)Co has been billing Hydro for this service as
- 9 Hydro commenced leases of the assets at that time. Hydro has been unable to carry out
- 10 capital works to date because it had not secured sufficient title in these facilities for them to
- 11 qualify as Hydro assets. Recently, there have been equipment problems detected that will
- 12 need to be rectified, the correction of which will likely require expenditures of a capital
- 13 nature.

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3.3 Alternatives

- 16 These assets are required to provide safe, reliable, reasonable and adequate service to
- 17 customers in Labrador West. An ownership (or a long term lease) is required for the
- maintenance, operation and capital replacement of these assets. The only viable alternative
- 19 to acquiring these assets would be to construct new infrastructure elsewhere. Based upon
- 20 Hydro's recent estimates for similar plant, new construction of similar assets would require
- 21 several years of engineering and construction and would cost several hundreds of millions
- of dollars. The existing assets are available for a very small fraction of that cost, can
- 23 continue to provide safe, reliable, reasonable and adequate service for a number of years,
- 24 and can be replaced or renewed in an orderly and cost effective manner as a result of this
- 25 acquisition.

1 4 CONCLUSION

- 2 Hydro recommends that it buy the land and assets because they are necessary and cost-
- 3 effective for the present and future supply of electrical service to Hydro's customers in
- 4 Labrador West. Due to the nature of the title to one particular parcel of land (Parcel G),
- 5 Hydro is exploring acquiring a long-term lease for this land holding.

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4.1 Budget Estimate

The price for each parcel of land is as follows:

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Land Parcel	Purchase Price (\$)
Α	1
В	360,000
С	35,000
D	30,000
Е	1
F	1
Total	425,003

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11 Please see Appendix B for a description of the above parcels.

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In addition to the parcels of land being purchased, Hydro will pay one dollar for the release by the Wabush Mines companies of any and all claims to assets installed on any of the lands

15 included in this transaction.

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There is no cost attributed to Parcel G as it is not owned by the Wabush Mines companies, but rather is leased to them by the province. As part of the negotiated agreement for this acquisition, the Wabush Mines companies will surrender their Crown lease, so that Hydro

acquisition, the wabush willes companies will surrender their crown lease, so that right

may apply to the province for a new lease for this transmission corridor.

21 22

- In addition to the payment to the Wabush Mines companies, Hydro has incurred, or expects
- 23 to incur, various costs associated with completing this transaction. This includes the
- 24 following:

- Appraisal costs; in the amount of \$4,750;
- Survey costs; estimated at \$15,000;
- Title search costs; estimated at \$5,000; and
- Internal labor (legal, engineering, etc.); estimated at \$40,000.

5 6

The total purchase price together with all above items is approximately \$490,000.

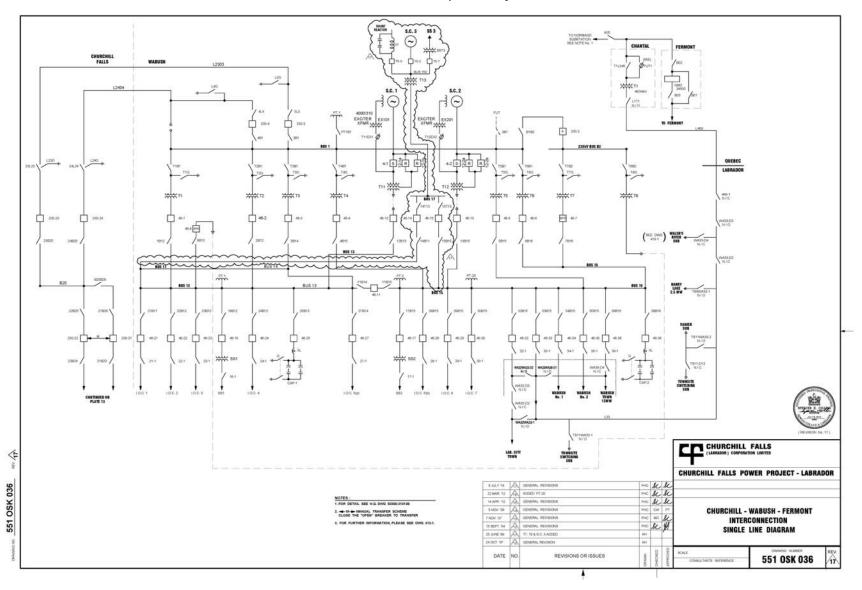
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4.2 Project Schedule

- 9 The court-appointed monitor for the Wabush Mines assets has indicated that time is of the
- 10 essence in completing this transaction, or it may move to liquidate the land and assets,
- potentially making it impossible for Hydro to acquire them. The necessary surveys and title
- searches have been completed so, upon acquiring the approval of the court with respect to
- the Wabush Terminal Station assets, the purchase of those assets can be closed very quickly
- 14 after approval by the Board. The purchase agreement that has been negotiated defines the
- 15 Target Closing Date as being 15 days after receiving approval of the Board.

Acquisition of Terminal Station and Related Assets in Labrador West
Appendix A - Electrical Diagram of Wabush Terminal Station Major Assets



Acquisition of Terminal Station and Related Assets in Labrador Wes
Acquisition of Terminal Station and Nelated Assets in Labrador Wes
Appendix B - Description of Lands to be Acquired

