

STATE OF INDIANA
INDIANA UTILITY REGULATORY COMMISSION

VERIFIED JOINT PETITION OF ANGELINA SOLAR I, LLC AND ALGONQUIN POWER FUND (AMERICA) INC. FOR: (1) A DETERMINATION THAT ALGONQUIN POWER FUND (AMERICA) INC. HAS THE NECESSARY TECHNICAL, FINANCIAL, AND MANAGERIAL CAPABILITY TO ACQUIRE, OWN, AND OPERATE THE ANGELINA SOLAR PROJECT IN INDIANA; (2) ACCEPTANCE BY THE COMMISSION OF ALGONQUIN POWER FUND (AMERICA) INC.'S COMMITMENT, WITH ONE MINOR EXCEPTION, TO THE TERMS AND CONDITIONS IMPOSED ON ANGELINA SOLAR I, LLC IN THE COMMISSION'S MARCH 4, 2020 ORDER IN CAUSE NO. 45292; AND (3) APPROVAL, TO THE EXTENT REQUIRED, OF THE ACQUISITION, OWNERSHIP AND OPERATION OF ANGELINA SOLAR I, LLC BY ALGONQUIN POWER FUND (AMERICA) INC.

CAUSE NO. 45480

SUBMISSION OF JOINT PETITIONERS' CASE-IN-CHIEF

Angelina Solar I, LLC and Algonquin Power Fund (America) Inc. (collectively, the "Joint Petitioners"), by counsel, hereby submit the direct testimony and attachments of Douglas Herling (Joint Petitioners' Exhibit 1), Michael Dilworth (Joint Petitioners' Exhibit 2), and Homer Lensink (Joint Petitioners' Exhibit 3), constituting Joint Petitioners' case-in-chief.

Respectfully submitted,


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CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing was served via electronic mail transmission or by depositing a copy thereof in the United States mail, first class postage prepaid, addressed to:

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Dated: January 6, 2021



Mark R. Alson

INTRODUCTION OF WITNESS AND TESTIMONY

1 **Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.**

2 A. My name is Douglas Herling. My business address is 1105 Navasota Street,
3 Austin, Texas 78702.

4 **Q. BY WHOM ARE YOU EMPLOYED AND IN WHAT CAPACITY?**

5 A. I am employed by Open Road Renewables, LLC ("Open Road") as Vice
6 President of Development.

7 **Q. PLEASE DESCRIBE YOUR EDUCATIONAL AND PROFESSIONAL**
8 **BACKGROUND.**

9 A. I hold a Master of Business Administration in Energy and Entrepreneurship from
10 The Red McCombs School of Business at the University of Texas at Austin, and I
11 earned a B.A. in Geology from Colgate University. I joined Open Road in
12 February 2017. Prior to that, I worked at Pioneer Green Energy, LLC, a
13 renewable energy company focused on developing utility-scale wind and solar
14 projects in the United States. As an employee of Pioneer Green Energy, I sourced
15 and negotiated power purchase agreements, maintained economic models of
16 project portfolios, researched and analyzed market conditions, assisted in strategic
17 planning and market entry, and supported project development. Prior to that, I
18 was a Portfolio Administrator with Oak Investment Partners, after which I served
19 as an EDF Climate Corps Fellow with JPMorgan Chase. Additionally, I worked
20 as a Carbon Data Analyst for the London, England-based Environmental
21 Investment Organisation.

1 **Q. WHAT ARE YOUR RESPONSIBILITIES AS VICE PRESIDENT OF**
2 **DEVELOPMENT WITH OPEN ROAD?**

3 A. I am primarily responsible for all aspects of Open Road's development of solar
4 energy projects in Ohio, including acquiring land rights, initiating transmission
5 interconnection studies, managing related interconnection agreements, securing
6 necessary permits and other government consents, and managing commercial
7 transactions.

8 **Q. HAVE YOU PREVIOUSLY TESTIFIED IN PROCEEDINGS BEFORE**
9 **THIS COMMISSION OR ANY OTHER REGULATORY BODY?**

10 A. Yes. I testified in Cause No. 45292, pertaining to the relief sought by Angelina
11 Solar I, LLC ("Angelina") in that proceeding. I also have testified previously in
12 multiple proceedings before the Ohio Power Siting Board ("OPSB").

13 **Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS**
14 **PROCEEDING?**

15 A. The purpose of my testimony is to provide brief background on Angelina, discuss
16 the Commission's March 4, 2020 Order in Cause No. 45292 (the "Declination
17 Order"), and provide an overview of the proposed transaction whereby Angelina
18 would be acquired by Joint Petitioner Algonquin Power Fund (America) Inc.
19 ("Algonquin").

ANGELINA AND THE DECLINATION ORDER

1 **Q. PLEASE DESCRIBE ANGELINA.**

2 A. Angelina is a Delaware limited liability company and public utility. Angelina
3 was the subject of the Declination Order, which I will describe more fully below.
4 Currently, Angelina is wholly owned by Blue Planet Renewable Energy, LLC
5 ("Blue Planet"), which is a joint venture between Open Road and MAP
6 Renewable Energy ("MAP"). MAP and its affiliated funds are among the most
7 experienced private renewable energy investors in the United States, with
8 successful investments to date in over 6,000 megawatts of operating wind and
9 solar projects. Open Road is a focused developer of utility-scale solar and energy
10 storage projects whose principals have successfully originated a number of
11 operating solar projects in California and in the regional transmission area served
12 by PJM Interconnection, LLC ("PJM").

13 **Q. PLEASE DESCRIBE CAUSE NO. 45292 AND THE DECLINATION**
14 **ORDER.**

15 A. In Cause No. 45292, Angelina elected to become subject to Ind. Code § 8-1-2.5-5
16 and sought alternative utility regulation thereunder. Specifically, Angelina
17 requested that the Commission decline to exercise its jurisdiction over Angelina
18 and its construction, ownership, and operation of, and other activities in
19 connection with, a proposed 138 kV transmission line ("Gen-Tie Line") to
20 interconnect an electric generation facility (the "Angelina Solar Project") into
21 American Electric Power's existing College Corner 138 kV substation located in

1 Union County, Indiana. On March 4, 2020, the Commission issued the
2 Declination Order, in which, among other things, the Commission: (i) determined
3 that Angelina was a “public utility” under Indiana law; and (ii) declined, in part,
4 to exercise jurisdiction over Angelina and its construction, operation and
5 financing of the Gen-Tie Line.

6 **Q. WHAT IS THE STATUS OF THE DEVELOPMENT OF THE GEN-TIE**
7 **LINE?**

8 A. The Gen-Tie Line is in an advanced stage of development. Preliminary design is
9 complete, and Angelina expects PJM to issue its report on the Facilities Study for
10 the Gen-Tie Line in January 2021. Following receipt of the Facilities Study,
11 Angelina will complete the final design and engineering for the Gen-Tie Line and
12 then move into construction. On December 24, 2020, in Docket No. 20-1741-EL-
13 BNR, a “construction notice” submitted by Angelina to the OPSB for the
14 approximately 100-foot-long portion of the Gen-Tie Line to be located in Ohio
15 was approved.

16 **PROPOSED TRANSACTION**

17 **Q. DID THE DECLINATION ORDER ADDRESS TRANSFERS OF**
18 **OWNERSHIP?**

19 A. Yes. Section 6(E) of the Declination Order provided “a third-party owner and
20 operator may succeed to [Angelina’s] declination of jurisdiction, provided: (1) the
21 Commission determines that the successor has the necessary technical, financial,
22 and managerial capability to own and operate the Angelina Solar Project; and (2)

1 the successor satisfies the same terms and conditions imposed on [Angelina] as
2 set forth in [the Declination Order].”

3 **Q. PLEASE DESCRIBE THE PROPOSED TRANSACTION WITH**
4 **ALGONQUIN.**

5 A. As explained further by Algonquin witness Dilworth, on December 4, 2020, Blue
6 Planet and Algonquin entered into an Exclusivity Agreement (“Exclusivity
7 Agreement”), pursuant to which Algonquin expressed its intent to purchase, and
8 Blue Planet expressed its intent to sell, one-hundred percent of the membership
9 interests in Angelina for good and valuable consideration. The Exclusivity
10 Agreement, which was the result of arms’ length negotiations, is subject to the
11 completion of negotiation and due diligence and subject to the receipt of certain
12 approvals.

13 **Q. IS A COMMISSION ORDER GRANTING THE RELIEF SOUGHT IN**
14 **THE JOINT PETITION ONE SUCH APPROVAL?**

15 A. Yes, the relief sought in the Joint Petition is meant to satisfy Section 6(E) of the
16 Declination Order. Further, to the extent required, Joint Petitioners are requesting
17 that the Commission approve Algonquin’s acquisition, ownership, and operation
18 of the Angelina Solar Project in Indiana, specifically the Gen-Tie Line.

19 **Q. ASSUMING THE COMMISSION GRANTS SUCH RELIEF, WILL**
20 **ANGELINA PROVIDE NOTICE TO THE COMMISSION THAT THE**
21 **PROPOSED TRANSACTION HAS CLOSED?**

1 A. Yes, within five business days after closing, Angelina and Algonquin will provide
2 notice to the Commission and the Indiana Office of Utility Consumer Counselor
3 ("OUCC") regarding the transaction's closing and transfer of membership
4 interests. I would also note that in the event the Proposed Transaction does not
5 close, Angelina will provide notice of such occurrence to the Commission and
6 OUCC.

7 **Q. SHOULD THE PROPOSED TRANSFER BE APPROVED, WILL**
8 **ANGELINA CONTINUE TO ABIDE BY THE TERMS OF THE**
9 **DECLINATION ORDER?**

10 A. Yes, with one minor requested exception. Other than the transfer of the
11 ownership interests in Angelina from Blue Planet to Algonquin, the sole requested
12 change to the terms and conditions in the Declination Order is that the
13 Commission expressly decline to exercise its jurisdiction with respect to the
14 requirement that public utility records be kept within the State of Indiana, or
15 alternatively, approve the keeping of such records outside the State.


16 **CONCLUSION**

17 **Q. DOES THIS CONCLUDE YOUR PRE-FILED DIRECT TESTIMONY IN**
18 **THIS CAUSE?**

19 A. Yes, it does.

VERIFICATION

The undersigned affirms under the penalties for perjury that the foregoing testimony is true to the best of his knowledge, information and belief.



Douglas Herling

INTRODUCTION OF WITNESS AND TESTIMONY

1 **Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.**

2 A. My name is Michael Dilworth. My business address is 354 Davis Rd, Oakville,
3 ON, Canada L6J 2X1.

4 **Q. BY WHOM ARE YOU EMPLOYED AND IN WHAT CAPACITY?**

5 A. I am employed by Liberty Utilities Canada Corp., a subsidiary of Algonquin
6 Power & Utilities Corp. ("APUC"), as Senior Vice President, Renewable
7 Generation – Solar.

8 **Q. PLEASE DESCRIBE YOUR EDUCATIONAL AND PROFESSIONAL**
9 **BACKGROUND.**

10 A. My educational background consists of a Bachelor of Commerce and a Masters of
11 Business Administration. My 25-year career has spanned the Solar industry
12 (since 2010) and, earlier in my career, financing and mergers & acquisitions as an
13 investment banker and a commercial banker, across a range of industries
14 including the power and utilities sector.

15 **Q. WHAT ARE YOUR RESPONSIBILITIES AS SENIOR VICE PRESIDENT,**
16 **RENEWABLE GENERATION – SOLAR?**

17 A. In my current role as Senior Vice President, Renewable Generation – Solar, I am
18 responsible for the origination and execution of unregulated solar projects across
19 North America.

20 **Q. HAVE YOU PREVIOUSLY TESTIFIED IN PROCEEDINGS BEFORE**
21 **THIS COMMISSION OR ANY OTHER REGULATORY BODY?**

1 A. No.

2 **Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS**
3 **PROCEEDING?**

4 A. I will introduce APUC, including its organization, business model, electric asset
5 ownership and operating philosophy. In addition, I will describe the proposed
6 acquisition of Angelina Solar I, LLC ("Angelina") by Algonquin Power Fund
7 (America) Inc. ("Algonquin"), a wholly-owned indirect subsidiary of APUC (the
8 "Proposed Transaction"). Angelina is currently owned by Blue Planet Renewable
9 Energy, LLC ("Blue Planet"). Angelina is developing a 138 kV transmission line
10 approximately 700 feet in length (the "Gen-Tie Line"), which will electrically
11 connect to a solar energy generation facility to be located in Ohio (the "Angelina
12 Solar Project"). I will discuss additional details regarding the Proposed
13 Transaction, and establish that Algonquin will comply with the terms and
14 conditions of Section 6(E) of the Indiana Utility Regulatory Commission's
15 ("Commission") March 4, 2020 Order in Cause No. 45292, in which the
16 Commission partially declined to exercise jurisdiction over Angelina (the
17 "Declination Order"). Specifically, I will demonstrate that Algonquin has the
18 financial capability to own and operate the Angelina Solar Project in Indiana.

19 **Q. WHAT RELIEF ARE JOINT PETITIONERS ALGONQUIN AND**
20 **ANGELINA REQUESTING IN THIS PROCEEDING?**

21 A. Joint Petitioners respectfully request that the Commission find that Algonquin has
22 the necessary technical, managerial, and financial capabilities to acquire, own,

1 and operate the Angelina Solar Project in Indiana, specifically the Gen-Tie Line.
2 Further, to the extent required, Joint Petitioners request that the Commission
3 approve Algonquin to acquire, own and operate Angelina. Additionally, Joint
4 Petitioners request that the Commission accept Algonquin's commitment to
5 operate in Indiana pursuant to the terms and conditions contained in the
6 Declination Order, with one minor exception addressed below. Finally, Joint
7 Petitioners request that the Commission except from public disclosure any
8 confidential and proprietary information which may be filed in this case,
9 consistent with Indiana law. A copy of the Verified Joint Petition is Attachment
10 A to my testimony.

11 **Q. PLEASE DESCRIBE ATTACHMENT B TO YOUR TESTIMONY.**

12 A. Attachment B is the Proof of Publication of the filing of the Verified Petition.

OVERVIEW OF ALGONQUIN

13 **Q. PLEASE PROVIDE AN OVERVIEW OF ALGONQUIN.**

14 A. Founded in 1988, APUC is a diversified international generation, transmission
15 and distribution utility with, as of September 30, 2020, approximately \$11.7
16 billion of total assets and a market capitalization of approximately \$9 billion.
17 APUC's operations are organized across two primary business units consisting of
18 its regulated services group, which provides safe, reliable and cost effective rate-
19 regulated natural gas, water, and electricity generation, transmission and
20 distribution utility services to over 1 million customer connections largely in the
21 United States and Canada (the "Regulated Services Group"), and its renewable

1 energy group, a global leader in renewable energy through its portfolio of long-
2 term contracted wind, solar and hydroelectric generating facilities representing
3 approximately 1.5 GW of installed capacity and more than 1.6 GW of incremental
4 renewable energy capacity under construction (the "Renewable Energy Group").
5 Upon the successful completion of the Proposed Transaction, Angelina will reside
6 in APUC's Renewable Energy Group. APUC is a public company with listings on
7 both the Toronto Stock Exchange and the New York Stock Exchange.

8 **Q. PLEASE PROVIDE AN OVERVIEW OF ALGONQUIN'S LEADERSHIP**
9 **AND BUSINESS PHILOSOPHY.**

10 A. APUC's management team focuses its efforts on APUC's three strategic pillars:
11 growth, operational excellence, and sustainability. APUC seeks to maximize total
12 shareholder value through real per share growth in earnings and cash flows to
13 support a growing dividend and share price appreciation while seeking to
14 maintain a business risk profile consistent with its BBB flat investment grade
15 credit ratings. APUC strives to deliver continuing growth through an expanding
16 global pipeline of renewable energy, electric transmission development projects,
17 organic growth within its rate-regulated generation, distribution and transmission
18 businesses, and the pursuit of accretive acquisitions.

19 **Q. DOES ALGONQUIN OWN AND OPERATE GENERATION OR**
20 **TRANSMISSION ASSETS IN NORTH AMERICA?**

21 A. In addition to the table below showcasing APUC's Renewable Energy Group's
22 current operating projects, the Renewable Energy Group is expecting another 96

1 MW of solar and 955 MW of wind to become operational in 2021. The Regulated
2 Services Group is expecting another 600 MW of wind to become operational in
3 2021 as well.

Project	State / Province	Capacity (MW)	Asset Type
Sandy Ridge	Pennsylvania	50.0	Wind
Minonk	Illinois	200.0	Wind
Senate	Texas	150.0	Wind
Shady Oaks	Illinois	109.5	Wind
Odell	Minnesota	200.0	Wind
Sugar Creek	Illinois	202.0	Wind
Deerfield	Michigan	149.0	Wind
Morse	Saskatchewan	23.0	Wind
Red Lily	Saskatchewan	26.4	Wind
St. Leon I	Manitoba	104.0	Wind
St. Leon II	Manitoba	16.5	Wind
Amherst Island	Ontario	74.1	Wind
St. Damase	Quebec	23.0	Wind
Cornwall	Ontario	10.0	Solar
Bakersfield I	California	20.0	Solar
Bakersfield II	California	10.0	Solar
Great Bay I	Maryland	75.0	Solar
Great Bay II	Maryland	43.0	Solar

4 **Q. DOES APUC PROVIDE RETAIL ELECTRIC SERVICE TO**
5 **CUSTOMERS IN INDIANA?**

6 **A. No.**

1 **Q. DOES APUC PROVIDE RETAIL ELECTRIC SERVICE TO**
2 **CUSTOMERS IN OTHER STATES?**

3 A. Only Maine at this time.

4 **PROPOSED TRANSACTION**

5 **Q. PLEASE DESCRIBE YOUR UNDERSTANDING OF THE DECLINATION**
6 **ORDER.**

7 A. I have reviewed the Commission's March 4, 2020 Final Order in Cause No.
8 45292. I understand that, in such Declination Order, the Commission partially
9 declined to exercise its jurisdiction over Angelina and its development,
10 construction, operation and financing of the Gen-Tie Line. The Declination Order
11 describes that Angelina plans to install the Gen-Tie Line across the boundary
12 between the State of Ohio and the State of Indiana. Approximately 100 feet of the
13 Gen-Tie Line will be located in Ohio and approximately 600 feet of the Gen-Tie
14 Line will be located in Indiana.

15 **Q. PLEASE DESCRIBE THE PROPOSED TRANSACTION WITH REGARD**
16 **TO ANGELINA.**

17 A. Currently, Angelina is wholly owned by Blue Planet. As a result of arms-length
18 negotiations, on December 4, 2020, Blue Planet and Algonquin entered into an
19 Exclusivity Agreement, pursuant to which Algonquin expressed its intent to
20 purchase, and Blue Planet expressed its intent to sell, one-hundred percent of the
21 membership interests in Angelina for good and valuable consideration, subject to

1 the completion of negotiation and due diligence and subject to the receipt of
2 certain approvals.

3 **Q. IS THIS COMMISSION'S APPROVAL OF THE RELIEF SOUGHT IN**
4 **THE JOINT PETITION ONE OF THOSE APPROVALS?**

5 A. Yes. Section 6(E) of the Declination Order provides that a third-party owner and
6 operator may succeed to Angelina's declination of jurisdiction, as long as the
7 Commission determines that the successor has the necessary technical, financial,
8 and managerial capability to own and operate Angelina, and the successor
9 satisfies the same terms and conditions imposed on Angelina in the Declination
10 Order. The relief sought in the Joint Petition is meant to satisfy these conditions.

11 **Q. WILL ALGONQUIN SEEK TO RECOVER ANY COSTS OF THE**
12 **PROPOSED TRANSACTION THROUGH RATES PAID BY INDIANA**
13 **RATEPAYERS?**

14 A. No.

15 **Q. WILL ALGONQUIN ACCEPT THE COMMITMENTS AND**
16 **CONDITIONS CONTAINED IN THE DECLINATION ORDER AND**
17 **AGREE TO ABIDE BY THEM?**

18 A. Yes, with one small requested exception. Algonquin requests that the
19 Commission expressly decline to exercise its jurisdiction with respect to the
20 requirement that Angelina's public utility records be kept within the State of
21 Indiana, or alternatively, approve the keeping of such records outside the State.
22 Of course, Algonquin would ensure that such books and records will be available

1 to the Commission and the Indiana Office of Utility Consumer Counselor within a
2 reasonable time should such be necessary in the future.

3 **Q. UNDER THE OWNERSHIP OF ALGONQUIN, WILL ANGELINA**
4 **CONTINUE TO OPERATE AS AN INDIANA PUBLIC UTILITY,**
5 **INCLUDING EXERCISING ALL RIGHTS AND PRIVILEGES UNDER**
6 **INDIANA LAW?**

7 A. Yes, consistent with the Declination Order.

8 **ALGONQUIN'S FINANCIAL ABILITY**

9 **Q. WHAT IS THE FINANCIAL PROFILE OF APUC?**

10 A. As of September 30, 2020, APUC had approximately \$11.7 billion of total assets
11 and a market capitalization of approximately \$9 billion. Also, as of September 30,
12 2020, APUC had over \$3.1 billion total liquidity with an additional \$318.2
13 million of cash on hand. In addition, APUC has secured additional capital through
14 common equity offerings to partially finance renewable development growth
15 projects and for general corporate purposes. On July 17, 2020, APUC closed the
16 sale of approximately 57.5 million of its common shares at a price of C\$17.10 per
17 share to a syndicate of underwriters and an institutional investor for gross
18 proceeds of approximately \$724 million (C\$982.7 million). During the nine
19 months ended September 30, 2020, APUC issued approximately 8.7 million of its
20 common shares under its at-the-market equity program at an average price of
21 \$13.92 (C\$18.96) for gross proceeds of approximately \$120.6 million. APUC is
22 currently rated BBB (flat) by S&P, Fitch, and DBRS.

1 **Q. WHAT IS THE FINANCIAL PROFILE OF ALGONQUIN?**

2 A. As of September 30, 2020, APUC's Renewable Energy Group's bank lines
3 consisted of a \$500 million senior unsecured syndicated revolving credit facility
4 maturing on October 6, 2023 and a \$350 million letter of credit facility maturing
5 on June 30, 2021. As of September 30, 2020, the \$500 million credit facility had
6 no amounts drawn and had \$22.6 million in outstanding letters of credit. As at
7 September 30, 2020, the \$350 million letter of credit facility had \$267.1 million in
8 outstanding letters of credit. Cash on hand is not reported at the Renewable
9 Energy Group level, however, the previously mentioned \$318.2 million of cash on
10 hand at the APUC level is available for distribution. Algonquin Power Co., the
11 parent company for the United States and Canadian generating assets under
12 APUC's Renewable Energy Group and the indirect parent of Algonquin, holds an
13 issuer rating of BBB (flat) by S&P, DBRS, and Fitch along with a BBB (flat)
14 credit rating on senior unsecured debt by S&P and DBRS. As of September 30,
15 2020, total assets of Algonquin Power Co. were \$4.0 billion with \$192.4 million
16 of year-to-date revenues.

17 **Q. PLEASE PROVIDE AN OVERVIEW OF APUC'S PROJECT FINANCING**
18 **EXPERIENCE.**

19 A. APUC's project finance group is responsible for all project level financings of
20 both the Regulated Services Group and the Renewable Energy Group. Project
21 level finance in the forms of construction loans and tax equity financings have
22 been employed on Algonquin-owned projects since 2012. Algonquin Power Co.,

1 the indirect parent of Algonquin, has closed over \$4 billion of project finance on
2 thirteen projects since 2017. APUC's project finance group maintains an
3 extensive network of capital market relationship with leading lenders and
4 institutional investors.

5 **Q. HOW DOES ALGONQUIN TYPICALLY FINANCE ENERGY**
6 **PROJECTS?**

7 A. Development activities are funded using balance sheet cash reserves and liquidity.
8 Construction activities are typically funded by a third-party construction loan. The
9 construction loans are repaid using a combination of the APUC's cash reserves
10 and liquidity and investment funds from a third-party tax equity investor.

11 **Q. HOW DOES ALGONQUIN PLAN TO FINANCE THE PURCHASE OF**
12 **ANGELINA?**

13 A. Algonquin plans to finance the purchase of Angelina using balance sheet cash
14 reserves and other APUC liquidity.

15 **Q. HOW DOES ALGONQUIN PLAN TO FINANCE THE DEVELOPMENT**
16 **AND CONSTRUCTION OF THE GEN-TIE LINE?**

17 A. Algonquin plans to fund the development and construction of the Indiana portion
18 of the Angelina Solar Project, specifically the Gen-Tie Line, using available cash
19 reserves and liquidity. Any Gen-Tie Line construction payments due after the
20 project has commenced construction may be funded by a third-party construction
21 loan. The construction loan would likely be repaid using a combination of the

1 APUC's cash reserves and liquidity and investment funds from a third-party tax
2 equity investor.

3 **Q. HOW WILL ALGONQUIN FUND OPERATION OF THE GEN-TIE**
4 **LINE?**

5 A. Algonquin plans to fund the operation of Gen-Tie Line with project cash flows
6 and APUC's cash reserves and liquidity.

7 **CONCLUSION**

8 **Q. DOES THIS CONCLUDE YOUR PRE-FILED DIRECT TESTIMONY IN**
9 **THIS CAUSE?**

10 A. Yes, it does.

VERIFICATION

The undersigned affirms under the penalties for perjury that the foregoing testimony is true to the best of his knowledge, information and belief.

A handwritten signature in dark ink, appearing to read "M. Dilworth", is positioned above a horizontal line.

Michael Dilworth

ATTACHMENT A

Attachment A is the Verified Joint Petition and is not duplicated at this time.

ATTACHMENT B

Attachment B is the Proof of Publication, which will be late-filed.

INTRODUCTION OF WITNESS AND TESTIMONY

1 **Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.**

2 A. My name is Homer Lensink. My business address is 354 Davis Rd, Oakville,
3 ON, Canada L6J 2X1.

4 **Q. BY WHOM ARE YOU EMPLOYED AND IN WHAT CAPACITY?**

5 A. I am employed by Liberty Utilities Canada Corp., a subsidiary of Algonquin
6 Power and Utilities Corp (“APUC”) as the Vice President, Development.

7 **Q. PLEASE DESCRIBE YOUR EDUCATIONAL AND PROFESSIONAL**
8 **BACKGROUND.**

9 A. I graduated from a Mechanical Engineering Technology college program in the
10 early 1980s and have spent my entire career in the power generation industry. I
11 have worked for original equipment manufacturers in engineering design and
12 management capacities. For the past 30 years, I have been involved with
13 renewables power generation development for APUC.

14 **Q. WHAT ARE YOUR RESPONSIBILITIES AS VICE PRESIDENT,**
15 **DEVELOPMENT?**

16 A. In my current role as Vice President, Development, I am responsible for project
17 elements of land control, interconnection, planning and permitting, scheduling,
18 construction, resource assessment, engineering and equipment supply.

19 **Q. HAVE YOU PREVIOUSLY TESTIFIED IN PROCEEDINGS BEFORE**
20 **THIS COMMISSION OR ANY OTHER REGULATORY BODY?**

1 A. While I have not testified previously before the Indiana Utility Regulatory
2 Commission ("Commission"), I have some prior experience testifying before
3 various regulatory agencies.

4 **Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS**
5 **PROCEEDING?**

6 A. I will provide testimony regarding APUC's technical and managerial
7 qualifications to construct, own and operate a 138-kV transmission line
8 approximately 700 feet in length (the "Gen-Tie Line"), which will electrically
9 connect to a solar energy generation facility to be located in Ohio (the "Angelina
10 Solar Project"). Algonquin Power Fund (America) Inc., a wholly-owned indirect
11 subsidiary of APUC ("Algonquin") is proposing to acquire the membership
12 interests of Angelina Solar I, LLC, which is currently authorized to develop the
13 Gen-Tie Line pursuant to the Commission's March 4, 2020 Order in Cause No.
14 45292.

TECHNICAL AND MANAGERIAL QUALIFICATIONS

15 **Q. PLEASE DESCRIBE ALGONQUIN'S QUALIFICATIONS TO**
16 **EFFICIENTLY MANAGE AND SUPERVISE THE CONSTRUCTION**
17 **PROCESS FOR THE GEN-TIE LINE?**

18 A. APUC (including Algonquin as its wholly-owned indirect subsidiary) has
19 extensive experience with the development, design, construction and operation of
20 distribution and transmission circuits and generation tie-lines. This experience
21 ranges from 44 kV through and including 345 kV interconnection voltages,

1 terminal equipment and sub-stations, overhead, underground and submarine. In
2 this project, like all others, Algonquin will directly purchase initial owner's
3 engineering services for generation tie-lines, as well as interconnection matters
4 with the applicable RTO and ISO. Design and construction of such facilities,
5 however, will be contracted through 'tier one' Engineering Procurement and
6 Construction Contractors, either additionally to the power generation solar array,
7 or separately for a singular interconnection/substation and tie-line scope.

8 **Q. DOES ALGONQUIN HAVE EXPERIENCE DEVELOPING AND**
9 **MAINTAINING TRANSMISSION PROJECTS?**

10 A. APUC's generation tie-line experience in the United States involves solar and
11 wind assets (both operational and under construction) in California, Minnesota,
12 Texas, Illinois, Michigan, New York, Maine, New Hampshire, Maryland, and
13 Virginia, with transmission circuits @ 115/120 kV, 230 kV and 345 kV, ranging
14 from as short as 50 meters, to distances of 10 kilometers and longer, and tying
15 into CAISO, ERCOT, PJM, MISO, NYISO, NMISO and NEISO. APUC's
16 generation tie-line experience in Canada involves hydro-electric, solar and wind
17 assets in Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick and
18 Newfoundland and Labrador, with distribution and transmission circuits @ 44
19 kV, 69 kV, 72 kV, and 115/120 kV, ranging from as short as 50 meters, to
20 distances of 80 kilometers and longer.

1 **Q. WHO ARE THE INDIVIDUALS AT ALGONQUIN THAT WILL**
2 **MANAGE AND DIRECT THE CONSTRUCTION AND OPERATION OF**
3 **THE GEN-TIE LINE?**

4 A. For the proposed Gen Tie-Line project, management responsibility within
5 Algonquin will be distributed as follows:

6 i) Development (engineering/design, permitting, interconnection): Homer
7 Lensink, Vice-President – Development.

8 ii) Construction: Chris Douglass, Vice-President – Construction. Chris'
9 Construction team within APUC's Business Development group constructed
10 approximately 1.2 GW of wind and solar generation projects in 2020, including
11 generation tie-lines. Prior to joining APUC in late 2018, Chris held a similar role
12 with a competing Canadian utility and power generation firm, constructing
13 thermal power generation facilities.

14 iii) Operations: Ian McRobbie, Vice-President – Operations. Ian has over 20
15 years of operations and asset management experience in renewables generation,
16 oil and gas production, and natural gas storage industries. In his current role of
17 Vice-President – Operations, Ian oversees day-to-day management
18 responsibilities for operating and maintaining the Algonquin generating facilities
19 in accordance with industry standards and best practices, including the
20 development and execution of maintenance plans. Prior to joining APUC, Ian
21 held a similar role at a competing Canadian gas utility which owned and operated
22 its own renewable generation portfolio.

iv) Asset Management: Joanne Atalay, Senior Director – Asset Strategy. Joanne is responsible for the long-range commercial management of APUC’s non-regulated power generation assets, including matters of interconnection, land control and energy off-take. Prior to joining APUC, Joanne held similar asset management roles with international renewable power generation firms.

6 Q. PLEASE DESCRIBE HOW ALGONQUIN PLANS TO STAFF THE
7 OPERATIONS OF THE GEN-TIE LINE.

8 A. Algonquin will either have operations staff at the project facility or contract a
9 reputable Operations and Maintenance provider to inspect, maintain, and report
10 on the Gen-Tie Line and project facility with Algonquin oversight and adherence
11 to Algonquin safety protocols. Regular compliance evaluations will be conducted
12 to ensure operational and regulatory standards are met.

13 CONCLUSION

14 **Q. DOES THIS CONCLUDE YOUR PRE-FILED DIRECT TESTIMONY IN**
15 **THIS CAUSE?**

16 A. Yes, it does.

VERIFICATION

The undersigned affirms under the penalties for perjury that the foregoing testimony is true to the best of his knowledge, information and belief.



Homer Lensink