



Ontario Energy Board
Commission de l'Énergie de l'Ontario

Application for Electricity Distribution Licence

Ontario Energy Board
2300 Yonge Street
P.O. Box 2319
Toronto, ON M4P 1E4
Telephone: 1-888-632-6273
Facsimile: (416) 440-7656

Commission de l'Énergie de l'Ontario
2300 rue Yonge
C.P. 2319
Toronto, ON M4P 1E4
Téléphone: 1-888-632-6273
Télécopieur: (416) 440-7656

Application Instructions

1. Purpose of this form

The purpose of this form is to collect information to determine whether the Applicant will be granted a licence to distribute electricity.

2. Structure of the Application Form

This form contains the following sections:

- A General Information;
- B Distribution Facilities Information;
- C Supporting Information
- D Notice and Consent and
- E Acknowledgement

Note: The information in section C16 shall be kept confidential, with the exception of names and positions held of key individuals. All other information filed as part of this application will be considered public. Where the applicant objects to public disclosure of the information, the applicant must follow the Ontario Energy Board's approved Guidelines for Treatment of Filing made in Confidence, effective March 19, 2001.

3. Completion Instructions

PRINT CLEARLY or TYPE all information in BLACK. Please send two copies of the completed form and all attachments to:

Board Secretary
Ontario Energy Board
2300 Yonge Street
P.O. Box 2319, 26th Floor
Toronto, ON M4P 1E4

4. Licence Fees:

A non-refundable application fee is required to process your application. Please enclose a cheque or money order made payable to the **ONTARIO ENERGY BOARD**.

Note: If a licence is issued, the Licensee will be required to pay an annual fee of \$800.00.

5. Important Information:

As a licenced Electricity Distributor, the licensee may be subject to additional obligations as required by the Independent Electricity System Operator (IESO) and as established under section 70 or section 78 of the *Ontario Energy Board Act, 1998*.

REMARQUE:

Ce document est disponible en français.

OEB App05A - July/05

For Office Use Only	
Application Number	
Date Received	

A. General information

1. Type of Application

New licence	<input checked="" type="checkbox"/>	See Schedule 1
Renewal	<input type="checkbox"/>	
Amendment to an existing Licence	<input type="checkbox"/>	

2. Ownership/Operation

Please indicate whether the Application is for:	
<input checked="" type="checkbox"/>	Ownership and Operation of a distribution system
<input type="checkbox"/>	Ownership of a distribution system only. Please provide the name and licence no., if any, of the operator of the distribution system?
<input type="checkbox"/>	Operation of a distribution system only. Please provide the name and licence no., if any, of the owner of the distribution system?

3. Applicant

Please provide the following information about the Applicant:			
Full Legal Name of Applicant LDC Mergeco (Legal name TBD)	Ontario Corporation Number, Canadian Corporation Number or Business Registration Number See Schedule 2	Date of Formation or Incorporation See Schedule 2	
Business Address: 34 Cumberland Street North			
City Thunder Bay	Province Ontario	Country Canada	Postal/Zip Code P7A 4L4
Phone Number 807-343-1111	FAX Number 807-343-1009	E-Mail Address (if applicable) REGULATORY@TBHYDRO.ON.CA	

4. Primary Contact for this Application

Please provide the following information about the Primary Contact for this Application:			
Mr. <input type="checkbox"/> Mrs. <input checked="" type="checkbox"/> Miss <input type="checkbox"/> Ms. <input type="checkbox"/> Other: _____	Last Name: Speziale	Full First Name: Cindy	Initial:
Position Held: Vice President of Finance			
Contact Address (if R.R., give Lot, Concession No. and Township) 34 Cumberland Street North			
City Thunder Bay	Province Ontario	Country Canada	Postal/Zip Code P7A4L4
Phone Number 807-343-1118	FAX Number 807-343-1009	E-mail Address (if applicable) CSPEZIALE@TBHYDRO.ON.CA	

5. Service Area

Please indicate the location (name of municipality or unorganized territory) of the Applicant's distribution facilities and provide a description of the extent (size, length, coverage) of the distribution facilities involved in this Application. This description will be used for the purpose of stating a service area in which the licensee would be authorized to distribute electricity:

See Schedule 3.

6. Facilities Use

Please indicate whether the distribution facilities are for exclusive use by the Applicant.

Yes No

B. Distribution Facilities Information

7. Facilities Type

Please indicate whether the Applicant's distribution facilities are:

New assets to be constructed? Proposed In-service date: _____

If Applicant is to be the owner, please attach a statement explaining the financing arrangements.

Existing assets presently owned and/or operated by the Applicant?

All Assets which are presently owned and operated by LDC's TBH ED-2002-0529 and KH ED-2003-0030 are intended to be amalgamated under LDC Mergeco. That consolidation is the subject of OEB File No. EB-2018-0124.

Existing assets not presently owned and/or operated by the Applicant (ie to be purchased)?

If Applicant is to be the owner please indicate:

a) from whom assets will be purchased:

b) when application for sale has/will be filed with the Board?

Other (please describe):

8. Facilities Purpose

Please indicate the intended purpose(s) of the Applicant's distribution facilities:

To provide a connection between a generator and a transmission/distribution system.

To provide a connection between a transmission/distribution system and a load customer or customers.

To provide a connection between a generator and a load customer or customers.

To provide distribution services to the general public.

The intended purpose of the applicant's distribution facilities are to be used in the same manner as approved by the OEB in proceedings EB-2016-0105 (TBH) and EB- 2010-0135 (KH) for TBH ED-2002-0529 and KH ED-2003-0030.

Other (please describe):

9. Description of Facilities

Please describe the Applicant's distribution facilities indicating operating voltage(s) (kV), length of distribution line (km), number of substations and approximate total supply capacity (MW):

LDC Mergeco will combine the distribution facilities of Thunder Bay Electricity Distribution Inc. (TBH) ED-2002-0529 and Kenora Hydro Electric Corporation Ltd. (KH) ED- 2003-0030

TBH's distribution facility and electrical system spans over nearly 387 kilometers of line and is supplied by Hydro One Networks Inc. ("HONI")'s Birch, Fort William and Port Arthur transformer stations. TBH is surrounded by Hydro One, and is not a host utility to embedded distributors. TBH's distribution facilities operate at nominal system voltages of 24.94kV, 12.47kV and 4.16 kV operating voltage. TBH operates 13 substations and has a total supply capacity of approximately 200 MW.

KH's distribution facility and electrical system spans over nearly 88 kilometers of overhead line and 10 km of underground submarine line. KH is supplied through the Hydro One transmission system at 115kV which is stepped down through KH's substation to primary distribution voltage of 12.47kV. KH is surrounded entirely by Hydro One, and is not a host utility to embedded distributors. KH operates with a total supply capacity of approximately 38 MW.

10. Location of Facilities

Please indicate whether the distribution facilities will be located on, over or under public streets or highways.

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

Distribution facilities will continue to be located on, over and under public streets or highways as have been approved for TBH ED-2002-0529 and KH ED-2003-0030.

C. Supporting Information Organizational Information

11. Business Classification

Sole Proprietor	<input type="checkbox"/>
Partnership	<input type="checkbox"/>
Corporation	<input checked="" type="checkbox"/>
Other	<input type="checkbox"/>

12. Affiliates of the Applicant

a) Please provide the following information for all Affiliates of the Applicant (attach a copy of 12(a) for each affiliate).

Full Legal Name of Affiliate Company:

See Schedule 4

Business Address:

City	Province	Country	Postal/Zip Code
Tel. Number	FAX Number	E-Mail Address (if applicable)	

Description of Business Activities:

b) Please attach a Corporate organization chart describing the relationships between the Applicant and its Affiliates and, if applicable, the respective ownership percentages by the Applicant in each Affiliate.

13. Energy Sector Activities

<p>Has the Applicant or an Affiliate undertaken any energy sector activities in Ontario or any other jurisdiction?</p> <p>If yes, please provide the following information for each:</p>	<p>Yes No</p> <p><input checked="" type="checkbox"/> <input type="checkbox"/></p>
<p>Full Legal Name of Company:</p> <p>See Schedule 5.</p>	<p>Licence/Registration Number:</p>
<p>Jurisdiction:</p> <p>See Schedule 5.</p>	<p>Type of Business Activity (e.g. Generation, Transmission, Distribution):</p>

Technical Capability and Experience Information

14. Business Activities

Please provide a description of the Applicant's business activities:

See Attached Schedule 6.

15. Technical Ability

a) Please describe the applicant's technical ability to carry out the activities applied for including the Applicant's specific experience in Ontario and in other jurisdictions.

See Attached Schedule 7.

b) If the Applicant intends to utilize the capability of others by contracting distribution activities, please indicate below which activities and to whom they will be contracted:

<input checked="" type="checkbox"/> Design	Contracted to: Status Quo, qualified contractors to be determined.
<input checked="" type="checkbox"/> Construction	Contracted to: Status Quo, qualified contractors to be determined.
<input checked="" type="checkbox"/> Inspection & Maintenance	Contracted to: Status Quo, qualified contractors to be determined.
<input checked="" type="checkbox"/> Operation	Contracted to: Status Quo, qualified contractors to be determined.
<input checked="" type="checkbox"/> Customer Connection	Contracted to: Status Quo, qualified contractors to be determined.
<input checked="" type="checkbox"/> Standard Supply Service	Contracted to: Status Quo, qualified contractors to be determined.
<input checked="" type="checkbox"/> Metering & Metering Services	Contracted to: Status Quo, qualified contractors to be determined.
<input checked="" type="checkbox"/> Settlement & Billing	Contracted to: Status Quo, qualified contractors to be determined.
<input checked="" type="checkbox"/> Other (describe):	Contracted to: Status Quo, qualified contractors to be determined.

16. Information About Each Key Individual

Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Miss <input type="checkbox"/> Ms. <input type="checkbox"/> Other: _____	Last Name:	Full First Name:	Initial:
Position Held: See Attached Schedule 8.			

Please explain the person's experience in the electrical distribution business and in the energy field in general.

See Attached Schedule 8.

a) Has this person been a proprietor, partner, officer or director of a business that was granted a licence under Part IV or Part V of the *Ontario Energy Board Act, 1998*. Yes No

If yes, provide business names and licence number(s) and describe the individuals specific related experience.

b) Has this person been a proprietor, partner, officer, or director of a business that was registered or licenced under this or any other acts or legislation? Yes No

If yes, identify the business name, the legislation, licence number(s), date of the licencing or registration and the individual's specific related experience.

c) Has this person been a proprietor, partner, officer or director of a business that had a registration or licence of any kind refused, suspended, revoked or cancelled? Yes No

If yes, please provide company name and describe the situation, including the jurisdiction and type of licence.

Note:
 Attach a copy of Item 16 for each Key Individual: **Officer and Director, Partner or sole Proprietor.**

Financial Information

17. Financial Statements

Please attach financial statements of the Applicant for each of the past two fiscal years. This may include audited financial statements, annual reports, prospectuses or other such information.
2016, and 2017 Audited Financial Statements have been attached. See Attachments A, B, C and D

Other Information

18. Delivery

Please indicate whether the Applicant's distribution facilities are to be used to deliver electricity to one or more parties other than the Applicant. If yes, please provide the following information: Yes No

a) if the purpose of the Applicant's distribution facilities is to provide distribution services to specific generators or load customers rather than the general public (see question #8) please indicate the names of these participants:

See Schedule 9.

b) a summary of the business plans relating to the Applicant's proposed distribution business for the next five years. This should include the following:

- a forecast of annual growth in terms of factors such as the amount of electricity distributed (MW and/or MWH), number of customers served, amount of distribution facilities (lines and/or stations), etc.
- annual pro forma financial statements including forecasts of costs, revenues and project financing indicating the underlying assumptions on which the forecasts are based.

c) estimates of net annual cash flows for subsequent periods to demonstrate financial feasibility and security.
See Schedule 9.

d) indication of the Applicant's plans to seek Ontario Energy Board approval for electricity distribution rates.
See Schedule 9.

19. Proposed Business Transactions

Please provide a brief summary of the expected impact of the proposed business transactions on the Ontario electricity market under the following headings:

a) Facilitate competition and enhance access to transmission/distribution services:

See Schedule 10.

b) Improve reliability and quality of supply:

See Schedule 10.

c) Promote economic and energy efficiency:

See Schedule 10.

20. Electricity Sector Activities

Please indicate whether the Applicant intends to be involved with electricity sector activities in the Ontario market other than distribution and provision of Standard Supply Service?

	Yes	No
Buy or Sell (Wholesale) electricity	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Transmit electricity	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Retail electricity	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Generate electricity	<input checked="" type="checkbox"/>	<input type="checkbox"/>

If yes to any of the above: **Solar Business: Generation of Electricity**

a) If affiliates have not yet been established, please indicate when this is planned: _____

Solar Activities are to be operated as currently done in TBH (ED-2002-0259)

b) Has the Applicant or an affiliate applied for Ontario Energy Board Licences? If no, when planned?

Yes

No

D. Notice and Consent for Ontario Board to Collect Additional Information

AS REQUIRED BY THE FREEDOM OF INFORMATION AND PROTECTION OF INDIVIDUAL PRIVACY ACT

In order to complete or verify the information provided on this form, it may be necessary for the Ontario Energy Board to collect additional information from some or all of the following sources: federal, provincial/state and municipal governments; licensing bodies; banks; professional and industry associations; and former and current employers. **Only information relevant to your application will be collected.**

The public official who can answer questions about the collection of information is:

Board Secretary
Ontario Energy Board
2300 Yonge Street, P.O. Box 2319
Toronto, Ontario M4P 1E4

Note: The issuance of an electricity distribution licence does not guarantee accreditation by the IESO, or connection to a transmission or distribution system.

NOTE: This application must be signed by the proprietor or by at least one partner, officer or director of the organization.

WARNING: It is an offence to knowingly provide false information on this application.

I/We consent to the collection of this information as authorized under the *Ontario Energy Board Act, 1998*.

Yes

I/We understand that this information will be used to determine whether I am/we are and remain qualified for the licence for which I am/we are applying.

Yes

Print Name and Title	Signature of Applicant(s)	Date Signed
Cindy Speziale Vice President, Finance	Speziale	July 17/18

E. Acknowledgement of Market Rules, Codes and Conditions

NOTE: This acknowledgement must be signed by the proprietor or by at least one partner, officer or director of the organization.

I understand and acknowledge that, as a licenced electricity distributor, I will be required, unless otherwise exempted:

- To provide non-discriminatory access to all persons wishing to connect to the distribution system.
- To comply with all licence conditions including the provisions of:
 - Affiliate Relationships Code for Electricity Distributors and Transmitters
 - Distribution System Code
 - Retail Settlement Code
 - Standard Supply Service Code
 - Retail Metering Code
 - Market Rules made under section 32 of the *Electricity Act, 1998*.

Print Name and Title	Signature of Applicant(s)	Date Signed
Cindy Speriale Vice President, Finance	C. Speriale	July 17/18

CHECKLIST

Have You:

1.	Properly and fully completed this form? (Illegible, incomplete or improperly completed forms do not qualify for registration and will be delayed or returned.)	<input checked="" type="checkbox"/>
2.	Enclosed a cheque or money order payable to the ONTARIO ENERGY BOARD in the amount prescribed?	<input checked="" type="checkbox"/>
3.	Attached Section D, the signed "Notice and Consent" form, as specified?	<input checked="" type="checkbox"/>
4.	Attached Section E, the "Acknowledgement" form, as specified?	<input checked="" type="checkbox"/>
5.	Submitted two copies of the application?	<input checked="" type="checkbox"/>

Please send the completed form and all attachments to:

Board Secretary
Ontario Energy Board
2300 Yonge Street
P.O. Box 2319, 26th Floor
Toronto, ON M4P 1E4

NOTE: You are not required to return the cover page or this checklist to the Ontario Energy Board.

Schedule 1

1. Type of Application / 2. Ownership & Operation

This application is being made in conjunction with a "MAADs" application to the OEB under s.86 of the Ontario Energy Board Act, 1998, as amended, for the relief necessary to effect the amalgamation of Thunder Bay Hydro Electricity Distribution Inc. (OEB Distributor Licence ED-2002-0529), and Kenora Hydro Electric Corporation Ltd. (OEB Distributor Licence ED-2003-0030) into a single licensed, rate regulated electricity distributor that will serve over 60,000 customers. As part of the MAADs application, the two amalgamating utilities are requesting that the OEB transfer their existing Distributor licences to the new, amalgamated distributor (referred to at the time of filing the MAADs application and the current distribution application as "LDC MergeCo").

Schedule 2

To be determined within approximately 60 days of the Ontario Energy Board's Approval of MAAD Application (EB-2018-0124).

Schedule 3

LDC Mergeco will consist of the current service areas of Thunder Bay Hydro Electricity Distribution Inc. (TBH) ED-2002-0529 and Kenora Hydro Electric Corporation Ltd. (KH) ED- 2003-0030.

Thunder Bay Hydro is a LDC in Northwestern Ontario (1,394 KM from Toronto) which serves approximately 50,700 customers in the City of Thunder Bay and Fort William First Nation Reserve. This Schedule specifies the area in which the Licensee is authorized to distribute and sell electricity in accordance with paragraph 8.1 of Distribution Licence ED-2002-0529.

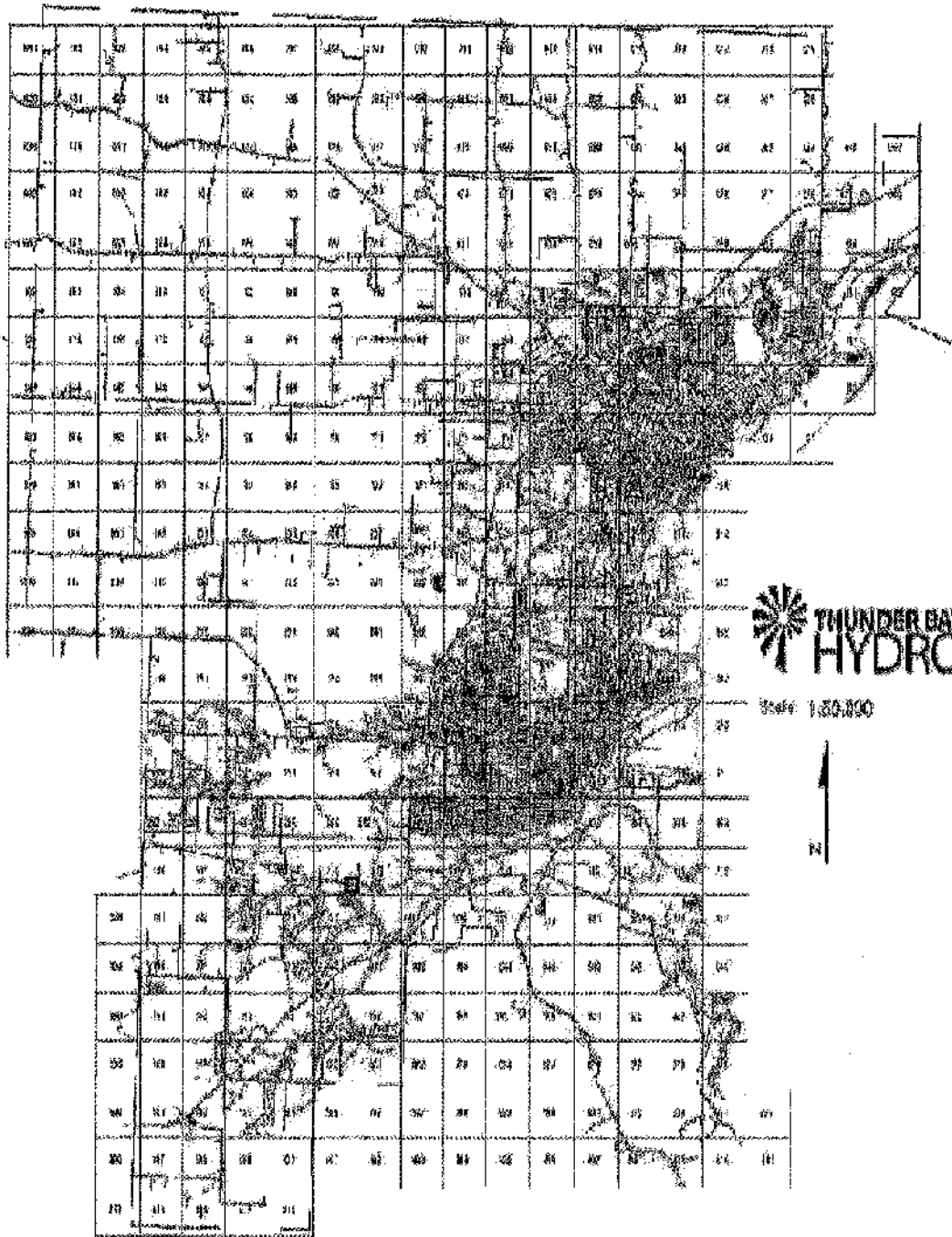
1. The City of Thunder Bay as of January 1, 1970.
2. Fort William First Nation.

Kenora Hydro is a LDC in Northwestern Ontario and serves approximately 5,600 customers in the City of Kenora, the most westerly city in the province (1,863 km from Toronto and 489 km from Thunder Bay). This Schedule specifies the area in which the Licensee is authorized to distribute and sell electricity in accordance with paragraph 8.1 of Distribution licence ED-2003-0030.

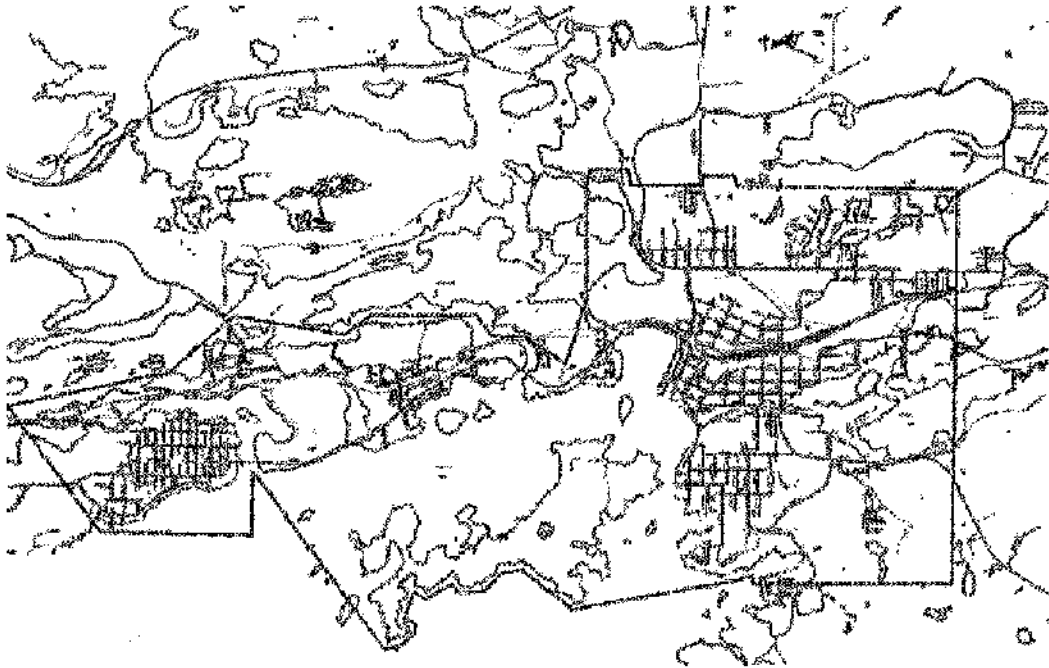
1. The Municipality of Kenora as of December 31, 1999, with the exception of the area encompassed by the eastern boundary of the City of Kenora, west to the western side of Lot 16, north of the northern boundary of the City of Kenora and Township of Jaffray, south to the Winnipeg River., that is served by Hydro One Networks Inc.
2. The Town of Keewatin, as of December 31, 1999, from the easterly boundary of Keewatin, westerly to Keewatin Beach Road, southerly to Lake of the Woods, and northerly to Darlington Bay.
3. Plan M456, lots 1-5 inclusive in the City of Kenora (formerly the Town of Jaffray Melick as of December 31, 1999).
4. Islands E211 and E212 situated in Lake of the Woods.
5. Plan M28 PT BLK D, RP 23R10703, Part 1 PCL 29790 in the City of Kenora.
6. Except for the following area which is served by Hydro One Networks Inc.:
 - Conc 1J and 2J, Lot 4, Parcel 13424, Township of Jaffray Melick, Kenora

The following are the predecessor LDC distribution maps for the applied for LDC Mergeco distribution territory.

Thunder Bay Hydro Service Territory Distribution Map



Kenora Hydro Service Territory Distribution Map



Schedule 4

12. (A) Affiliates of the Applicant

a) Please provide the following information for all Affiliates of the Applicant (attach a copy of 12(a) for each affiliate).			
Full Legal Name of Affiliate Company: Thunder Bay Hydro Corporation			
Business Address: 34 Cumberland Street North			
City: Thunder Bay	Province: Ontario	Country: Canada	Postal/Zip Code: P7A 4L4
Tel. Number: 807-343-1111	FAX Number: 807-343-1009	E-Mail Address (if applicable)	
Description of Business Activities: Thunder Bay Hydro Corporation is wholly-owned by the Corporation of the City of Thunder Bay. It is a holding company for shares of each of three subsidiaries; namely Thunder Bay Hydro Corporation, Thunder Bay Hydro Renewable Power Incorporated and Thunder Bay Hydro Utility Services Inc. Following amalgamation Thunder Bay Hydro Corporation will hold shares in LDC Mergeco.			
b) Please attach a Corporate organization chart describing the relationships between the Applicant and its Affiliates and, if applicable, the respective ownership percentages by the Applicant in each Affiliate. See attached diagram 12 (D) Affiliates of the Applicant.			

12. (B) Affiliates of the Applicant

a) Please provide the following information for all Affiliates of the Applicant (attach a copy of 12(a) for each affiliate).

Full Legal Name of Affiliate Company:

Thunder Bay Hydro Renewable Power Incorporated EG-2007-0728

Business Address:

34 Cumberland Street North

City:	Province:	Country	Postal/Zip Code
Thunder Bay	Ontario	Canada	P7A 4L4
Tel. Number	FAX Number	E-Mail Address (if applicable)	
807-343-1111	807-343-1009		

Description of Business Activities:

Thunder Bay Hydro Renewable Power Incorporated (TBHRPI) is wholly-owned by Thunder Bay Hydro Corporation. Its strategy is to develop renewable energy generation projects in the Thunder Bay area. The company owns, operates and manages the Mapleward Generating Station. Following amalgamation Thunder Bay Hydro Renewable Power Inc. will be an affiliate with LDC Mergeco.

b) Please attach a Corporate organization chart describing the relationships between the Applicant and its Affiliates and, if applicable, the respective ownership percentages by the Applicant in each Affiliate.

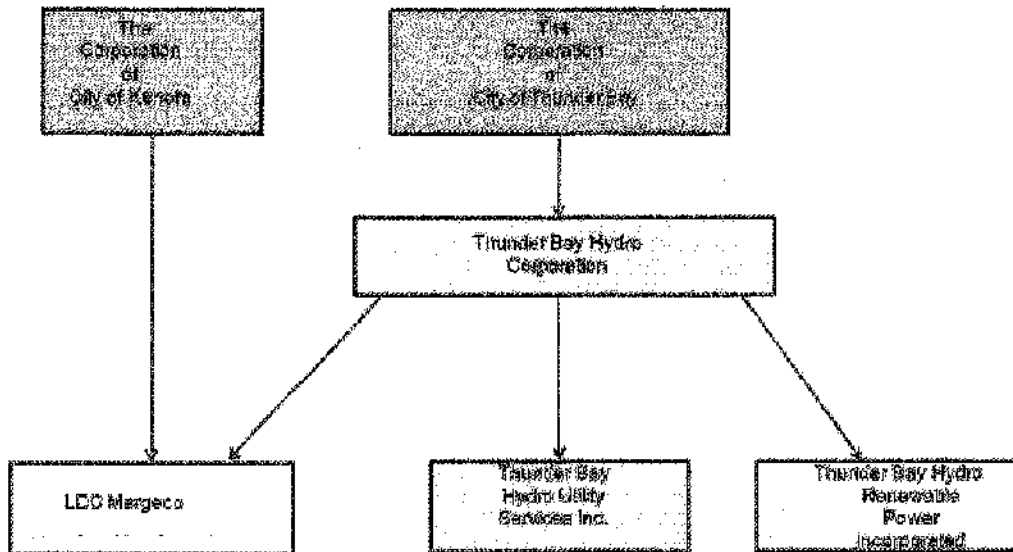
See attached diagram 12 (D) Affiliates of the Applicant.

12. (C) Affiliates of the Applicant

a) Please provide the following information for all Affiliates of the Applicant (attach a copy of 12(a) for each affiliate).			
Full Legal Name of Affiliate Company: Thunder Bay Hydro Utility Services Inc.			
Business Address:			
City: Thunder Bay	Province: Ontario	Country Canada	Postal/Zip Code P7A 4L4
Tel. Number	FAX Number	E-Mail Address (if applicable)	
Description of Business Activities: Thunder Bay Hydro Utility Services Inc. (TBHUSI) is wholly-owned by Thunder Bay Hydro Corporation. It provides back office systems and support, IT hosted applications; underground locate services and program management that includes conservation programs to other electric utility companies in the district. Metering services are also provided to large industrial customers in the region. Following amalgamation Thunder Bay Hydro Utility Services Inc. will be an affiliate with LDC Mergeco.			
b) Please attach a Corporate organization chart describing the relationships between the Applicant and its Affiliates and, if applicable, the respective ownership percentages by the Applicant in each Affiliate. See attached diagram 12 (D) Affiliates of the Applicant.			

12. (D) Affiliates of the Applicant

CORPORATE ORGANIZATION CHART



Respective Approximate Ownership of LDC Mergco Percentages:

The Corporation of City of Kenora - 9%

The Corporation of City of Thunder Bay - 91%

Schedule 5

13. Energy Sector Activities

13. (A) Has the Applicant or an Affiliate undertaken any energy sector activities in Ontario or any other jurisdiction? Yes

If yes, please provide the following information for each:

Full Legal Name of Company:

Thunder Bay Hydro Electricity Distribution Inc.

Licence/Registration Number:

ED -2002-0529

Jurisdiction:

Ontario

Type of Business Activity (e.g. Generation, Transmission, Distribution):

Distribution & Generation

13. (B) Has the Applicant or an Affiliate undertaken any energy sector activities in Ontario or any other jurisdiction? Yes

If yes, please provide the following information for each:

Full Legal Name of Company:

Kenora Hydro Electric Corporation Ltd.

Licence/Registration Number:

ED -2003-0030

Jurisdiction:

Ontario

Type of Business Activity (e.g. Generation, Transmission, Distribution):

Distribution

13. (C) Has the Applicant or an Affiliate undertaken any energy sector activities in Ontario or any other jurisdiction? Yes

If yes, please provide the following information for each:

Full Legal Name of Company:

Thunder Bay Hydro Renewable Power Incorporated

Licence/Registration Number:

EG -2007-0728

Jurisdiction:

Ontario

Type of Business Activity (e.g. Generation, Transmission, Distribution):

Generation

Schedule 6

14. Business Activity: Please provide a description of the Applicant's business activities:

LDC Mergeco will continue business activities as it previously had under the former distribution licenses TBH (ED-2002-0529) and KH (2003-0030). LDC Mergeco will continue to distribute and maintain electrical power through both an overhead and underground feeder network to approximately 60,000 customers with employees from the predecessor distributors.

Schedule 7

15. Technical Ability:

a) Please describe the applicant's technical ability to carry out the activities applied for including the applicant's specific experience in Ontario and in other jurisdictions.

LDC Mergeco will operate at the same high level of technical ability as its predecessors did previously under their former distribution licenses TBH (ED-2002-0529) and KH (2003-0030). The new amalgamated electricity distribution company will continue to have the required area expertise, experience and the technical ability to carry out electricity distribution activities in its service areas.

b) If the Applicant intends to utilize the capability of others by contracting distribution activities, please indicate below which activities and to whom they will be contracted:

While LDC Mergeco plans to generate efficiencies going forward, it intends to operate to a large extent in the same fashion as its predecessors did under the former distribution licenses TBH (ED-2002-0529) and KH (2003-0030). At times for various distribution activities LDC Mergeco may purchase services and products from third parties depending on the decision and planning of activities. A purchasing policy exists which establishes the principles, requirements, accountabilities and guidelines for the purchasing of goods and services. This purchasing policy outlines authorization levels, requirements and approvals necessary to appropriately purchase goods and services from suppliers, vendors and contractors through the use of competitive bids, quotations and awards. For each of the functions identified in the licence application at section 15, LDC Mergeco will engage contractors on an as needed basis in accordance with the purchasing policy.

Schedule 8

16. (A) Information About Each Key Individual

Mr. X Miss Other: _____	Mrs Ms.	Last Name: Mace	Full First Name: Robert	Initial: W.
Position Held: President & CEO				
<p>Please explain the person's experience in the electrical distribution business and in the energy field in general.</p> <p>President & CEO, Thunder Bay Hydro Corporation Group of Companies Senior Manager Customer and Information Services, Thunder Bay Hydro Electricity Distribution Inc. Director and Current Board Chair, MEARIE Director and Previous Chair, EDA Director, ESA Board of Directors Executive Member of Northwest District of the EDA Member, OEB Chairs's Advisory Roundtable Past Member, IESO Stakeholder Advisory Group</p>				
<p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Has this person been a proprietor, partner, officer or director of a business that was registered or licenced under this or any other acts or legislation? licenced under this or any other acts or legislation?</p> <p>If yes, provide business names and licence number(s) and describe the individuals specific related experience.</p> <p>Yes, Thunder Bay Hydro Electricity Distribution Inc. ED-2002-0529, President & CEO</p>				
<p>b) Has this person been a proprietor, partner, officer, or director of a business that was registered or licenced under this or any other acts or legislation? licenced under this or any other acts or legislation?</p> <p>If yes, identify the business name, the legislation, licence number(s), date of the licencing or registration and the individual's specific related experience.</p> <p>No.</p>				
<p>c) Has this person been a proprietor, partner, officer or director of a business that had a registration or licence of any kind refused, suspended, revoked or cancelled? licence of any kind refused, suspended, revoked or cancelled?</p> <p>If yes, please provide company name and describe the situation, including the jurisdiction and type of licence.</p>				

No.

Note: Attach a copy of Item 16 for each Key Individual: Officer and Director, Partner or sole Proprietor.

16. (B) Information About Each Key Individual

Mr. Mrs X Miss Ms. Other: _____	Last Name: Speziale	Full First Name: Cindy	Initial: W.
Position Held: Vice President Finance			

Please explain the person's experience in the electrical distribution business and in the energy field in general.

Vice President Finance, Thunder Bay Hydro Electricity Distribution Inc.
 Controller, Thunder Bay Hydro Electricity Distribution Inc.
 Finance and Corporate Issues Council for EDA
 Secretary / Treasurer for Electrical Distributors Association's Northwestern Ontario District

Yes No Yes No
 Has this person been a proprietor, partner, officer or director of a business that was registered or licenced under Part IV or Part V of the Ontario Energy Board Act, 1998. licence number of the Ontario Energy Board Act, 1998.

If yes, provide business names and licence number(s) and describe the individuals specific related experience.

Yes, Thunder Bay Hydro Electricity Distribution Inc. ED-2002-0529, VP Finance

b) Has this person been a proprietor, partner, officer, or director of a business that was registered or licenced under this or any other acts or legislation? licenced under this or any other acts or legislation?

If yes, identify the business name, the legislation, licence number(s), date of the licencing or registration and the individual's specific related experience.

No.

c) Has this person been a proprietor, partner, officer or director of a business that had a registration or licence of any kind refused, suspended, revoked or cancelled? licence of any kind refused, suspended, revoked or cancelled?

If yes, please provide company name and describe the situation, including the jurisdiction and type of licence.

No.

Note: Attach a copy of Item 16 for each Key Individual: Officer and Director, Partner or sole Proprietor.

16. (C) Information About Each Key Individual

Mr. <input checked="" type="checkbox"/>	Mrs. <input type="checkbox"/>	Last Name: Wilson	Full First Name: Tim	Initial:
Miss <input type="checkbox"/>	Ms. <input type="checkbox"/>	Position Held: Vice President Customer and Information Services		
Other: _____				
<p>Please explain the person's experience in the electrical distribution business and in the energy field in general.</p> <p>Trustee – Affordability Fund Trust</p> <p>Vice President Customer and Information Services, Thunder Bay Hydro Electricity Distribution Inc.</p> <p>Vice President Customer Service & Conservation, Thunder Bay Hydro Electricity Distribution Inc.</p> <p>Vice Chair – EDA Conservation Committee</p> <p>Utility Industry Representative – IESO Conservation</p> <p>Vice Chair – Past Chair, EDA CDM Caucus</p> <p>Utility Industry Representative - OEB RRFE Asset Redefinition and Regional Planning Groups</p> <p>Vice Chair – EDA CDM Caucus</p> <p>Utility Industry Representative - OEB Provincial Market Ready Task Force Committee</p> <p>Utility Industry Representative - IESO (IMO) Market Advisory Council Member</p>				
<p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Is this person a proprietor, partner, officer or director of a business that was granted a licence under Part V of the Ontario Energy Board Act, 1998. licence under Part V of the Ontario Energy Board Act, 1998.</p> <p>If yes, provide business names and licence number(s) and describe the individuals specific related experience.</p> <p>Yes, Thunder Bay Hydro Electricity Distribution Inc. ED-2002-0529, VP Customer and Information Services</p>				
<p>b) Has this person been a proprietor, partner, officer, or director of a business that was registered or licenced under this or any other acts or legislation? licenced under this or any other acts or legislation?</p> <p>If yes, identify the business name, the legislation, licence number(s), date of the licencing or registration and the individual's specific related experience. _____</p> <p>No.</p>				
<p>c) Has this person been a proprietor, partner, officer or director of a business that had a registration or licence of any kind refused, suspended, revoked or cancelled? licence of any kind refused, suspended, revoked or cancelled?</p> <p>If yes, please provide company name and describe the situation, including the jurisdiction and type of licence.</p> <p>No.</p>				

Note:

Attach a copy of Item 16 for each Key Individual: Officer and Director, Partner or sole Proprietor.

16. (D) Information About Each Key Individual

Mr. <input checked="" type="checkbox"/> Mrs. Miss <input type="checkbox"/> Ms. Other: _____	Last Name: Zimak	Full First Name: Don	Initial:				
Position Held: Vice President.							
<p>Please explain the person's experience in the electrical distribution business and in the energy field in general.</p> <p>Vice President Power Systems, Thunder Bay Hydro Electricity Distribution Inc. Lines Superintendent, Thunder Bay Hydro Electricity Distribution Inc. Underground Supervisor, Thunder Bay Hydro Electricity Distribution Inc. Services & Connection Supervisor, Thunder Bay Hydro Electricity Distribution Inc. Powerline Electrician Lead hand, Thunder Bay Hydro Electricity Distribution Inc. Powerline Electrician, Thunder Bay Hydro Electricity Distribution Inc. Utility Industry Representative - IESO Thunder Bay Integrated Regional Resource Plan Working group Utility Industry Representative – ESA Community Powerline Safety Alliance Group</p>							
<table style="width: 100%; border: none;"> <tr> <td style="width: 25%; border: none;"><input checked="" type="checkbox"/> Yes</td> <td style="width: 25%; border: none;"><input type="checkbox"/> No</td> <td style="width: 25%; border: none;"><input checked="" type="checkbox"/> Yes</td> <td style="width: 25%; border: none;"><input type="checkbox"/> No</td> </tr> </table> <p>proprietor, partner, officer or director of a business that was granted or Part V of the Ontario Energy Board Act, 1998. licence under Part ario Energy Board Act, 1998.</p> <p>If yes, provide business names and licence number(s) and describe the individuals specific related experience.</p>				<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No				
Yes, Thunder Bay Hydro Electricity Distribution Inc. ED-2002-0529, VP							
<p>b) Has this person been a proprietor, partner, officer, or director of a business that was registered or licenced under this or any other acts or legislation? licenced under this or any other acts or legislation?</p> <p>If yes, identify the business name, the legislation, licence number(s), date of the licencing or registration and the individual's specific related experience.</p>							
No.							
<p>c) Has this person been a proprietor, partner, officer or director of a business that had a registration or licence of any kind refused, suspended, revoked or cancelled? licence of any kind refused, suspended, revoked or cancelled?</p> <p>If yes, please provide company name and describe the situation, including the jurisdiction and type of licence.</p>							
No.							

Note:

Attach a copy of Item 16 for each Key Individual: Officer and Director, Partner or sole Proprietor.

16. (E) Information About Each Key Individual

Mr. X Miss Other: _____	Mrs. Ms.	Last Name: Covello	Full First Name: Andrew	Initial:
Position Held: Vice President, Human Resources & Safety				
Please explain the person's experience in the electrical distribution business and in the energy field in general.				
<ul style="list-style-type: none"> • Vice President, Human Resources & Safety • Chief Privacy Officer • Past Chair of the EDA's Human Resources Council • Past Chair & Incoming Chair of the EDA's NW District 				
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No a) Has this person been a proprietor, partner, officer or director of a business that was registered or licenced under this or any other acts or legislation? licenced under this or any other acts or legislation?				
If yes, provide business names and licence number(s) and describe the individuals specific related experience.				
Yes, Thunder Bay Hydro Electricity Distribution Inc. ED-2002-0529, VP				
b) Has this person been a proprietor, partner, officer, or director of a business that was registered or licenced under this or any other acts or legislation? licenced under this or any other acts or legislation?				
If yes, identify the business name, the legislation, licence number(s), date of the licencing or registration and the				
No.				
c) Has this person been a proprietor, partner, officer or director of a business that had a registration or licence of any kind refused, suspended, revoked or cancelled? licence of any kind refused, suspended, revoked or cancelled?				
If yes, please provide company name and describe the situation, including the jurisdiction and type of licence.				
No.				

Note:
 Attach a copy of Item 16 for each Key Individual: Officer and Director, Partner or sole Proprietor.

Schedule 9

18. a) If the purpose of the Applicant's distribution facilities is to provide distribution services to specific generators or load customers rather than the general public (see question #8) please indicate the names of these participants:

The purpose of the applicant's distribution facilities is to provide distribution services to the same areas and customers which were approved under the former distribution licenses TBH (ED-2002-0529) and KH (2003-0030). The predecessor utilities do not serve any wholesale market participants or embedded distributors in either of the former regions and does not plan to as LDC Mergeco.

b) A summary of the business plans relating to the Applicant's proposed distribution business for the next five years. This should include the following:

- a forecast of annual growth in terms of factors such as the amount of electricity distributed (MW and/or MWH), number of customers served, amount of distribution facilities (lines and/or stations), etc.
- annual pro forma financial statements including forecasts of costs, revenues and project financing indicating the underlying assumptions on which the forecasts are based.

LDC Mergeco's business plan will be to provide distribution services to the same areas and customers which were approved under the former distribution licenses TBH (ED-2002-0529) and KH (2003-0030). The business plan will be developed to promote economic efficiencies between both geographical regions, and provide benefit to the customers.

Summary of Business Factors:

Forecasted annual growth rate for the applicant: LDC Mergeco does not estimate any significant period of growth in terms of factors such as the amount of electricity distributed in (MW).

Number of Customers Served: LDC Mergeco will service approximately 60,000 customers. The number of customers serviced is not expected to increase largely.

KM of Line: LDC Mergeco does not estimate any significant period of growth in its km of line.

Stations: LDC Mergeco does not estimate increasing stations in the near future.

Attached as Attachment "E" is the pro-forma financial statement which was included in the MAAD Application EB-2018-0124 filed April 6th 2018 with the Ontario Energy Board for LDC Mergeco.

c) Estimates of net annual cash flows for subsequent periods to demonstrate financial feasibility and security.

As per the Pro Forma financial statements included in the MADD application, annual cash flows will result in a forecasted cash balance of \$9.34M in 2019.

d) Indication of the Applicant's plans to seek Ontario Energy Board approval for electricity distribution rates.

In this MAADs application (EB-2018-0124), LDC Mergeco has indicated that they will be deferring rebasing for a period of 5 years from the closing of the last proposed transactions. During the rebasing deferral period, LDC Mergeco will be applying for approval of rates in a manner applicable to each of the predecessor distributors.

Schedule 10

19. Proposed Business Transactions:

Please provide a brief summary of the expected impact of the proposed business transactions on the Ontario electricity market under the following headings:

a) Facilitate competition and enhance access to transmission/distribution services:

The distribution plan if approved by the OEB in MAAD Application EB-2018-0124 is to provide electricity distribution services as previously approved under the former distribution licenses TBH (ED-2002-0529) and KH (2003-0030). The proposed transaction will have no adverse impact on competition, or the current distribution/ transmission environment.

b) Improve reliability and quality of supply:

Historically the former distribution licenses TBH (ED-2002-0529) and KH (2003-0030) have maintained strong reliability measures in both System Average Interruption Duration Index ("SAIDI") and System Average Interruption Frequency Index ("SAIFI") metrics. Both utilities have expertise in the elements and conditions which affect reliability in Northwestern Ontario and will continue to strive to do so as a new amalgamated utility LDC Mergeco.

c) Promote economic and energy efficiency:

The applicant anticipates that the proposed transaction will promote economic and energy efficiency. The consolidation of two existing distributors will create many opportunities for improved efficiency in the distribution of electricity in the predecessor distributors' service areas, and more opportunities for the promotion of energy efficiency and conservation in those areas. The potential for economic efficiencies and cost effectiveness in the provision of electricity distribution service are why both applicants are proposing to amalgamate resources under one amalgamated Distribution license.

