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EB 2011-0350

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TORYS
LLP

ONTARIO ENERGY BOARD

Suite 3000
79 Wellington St. W.
Box 270, TD Centre
Toronto, Ontario
M5K 1N2 Canada
Tel 416.865.0040
Fax 416.865.7380

www.torys.com

September 20, 2011

COURIER

Ontario Energy Board
P.O. Box 2319
27th Floor
2300 Yonge Street
Toronto, ON M4P 1E4

Attention: Ms. K. Walli, Board Secretary

Dear Ms. Walli:

Re: EWT LP - Application for Electricity Transmission Licence

EWT LP ("EWT LP" or the "Applicant") is hereby applying to the Ontario Energy Board (the "Board") pursuant to Section 60 of the *Ontario Energy Board Act, 1998* (the "OEB Act") for an Electricity Transmission Licence under Section 57(b) of the OEB Act. As will be discussed below, the Applicant intends to participate in the Board's designation process for the East-West Tie Line pursuant to EB-2011-0140. We are counsel to EWT LP.

Enclosed is the Applicant's completed application form, together with all attachments (the "Application"), as well as payment of the applicable filing fee. The Applicant is not seeking any exemptions from any licence or code requirements in connection with the Application.

1. The Applicant

EWT LP is a newly formed Ontario limited partnership. The limited partnership interests in EWT LP, are held equally by each of the Applicant's three limited partners. The Applicant's limited partners are Hydro One Inc. ("Hydro One"), Great Lakes Power Transmission EWT LP ("GLPT-EWT LP") and Bamkushwada L.P. ("BLP"). The general partner of EWT LP is East-West Tie Inc. ("EWT GP"), of which Hydro One, GLPT-EWT LP and BLP are equal shareholders.

Hydro One is a holding company that is wholly-owned by the Province of Ontario and that has subsidiaries that operate in the areas of electricity transmission and distribution, as well as telecommunication services. Hydro One's largest subsidiary is Hydro One Networks Inc. ("HONI"), which is currently a licenced electricity transmitter in Ontario (ET-2003-0035) and which is wholly-owned by Hydro One.

GLPT-EWT LP is a newly formed limited partnership whose general partner is Great Lakes Power Transmission Inc. ("GLPT"). All of the shares of the general partner, GLPT, as well as all of the limited partnership interests in GLPT-EWT LP, are held by Brookfield Infrastructure Holdings (Canada) Inc. ("BIH"), which is indirectly controlled by Brookfield Asset Management ("Brookfield"). GLPT is also the general partner of Great Lakes Power Transmission L.P.

("GLPTLP"). GLPTLP, by its general partner GLPT, is currently a licenced electricity transmission company in Ontario (ET-2007-0649).

BLP is a newly formed limited partnership whose general partner is Bamkushwada General Partner Inc. ("BGP"). Shares of BGP, as well as the limited partnership interests in BLP, are held equally by six limited partners: Red Rock Indian Band, Pays Plat First Nation, Ojibways of Pic River First Nation, Pic Mobert First Nation, Michipicoten First Nation and Fort William First Nation (together, the "Participating First Nations").

2. Designation Process for the East-West Tie Line

The Applicant intends to engage in business activities associated with the planning, development, construction, ownership, operation and maintenance of electricity transmission facilities within Ontario. In particular, the Applicant intends to participate in the Board's designation process, as described in the Board's letter dated August 22, 2011 (EB-2011-0140), specifically in respect of the transmission project known as the "East-West Tie Line". The East-West Tie Line has been identified as a priority transmission project by the Government of Ontario and the Ontario Power Authority.

As part of the designation proceeding in respect of the East-West Tie Line (EB-2011-0140), the Board in its August 22, 2011 letter required interested parties to register their interest in filing plans for the development of the East-West Tie Line by September 21, 2011. By filing the present Application prior to the deadline for registering its interest under EB-2011-0140, the Applicant is eligible to participate in the East-West Tie Line designation proceeding.

3. Technical and Financial Expertise, Experience and Resources

The combined expertise, experience and resources of the Applicant, through its limited partners and their respective affiliates, provides the Applicant with a very high level of technical capability, expertise and experience with respect to the activities that are associated with the Application, including transmission planning, stakeholder consultations, project development, project management, as well as the construction, ownership, operation and maintenance of electricity transmission facilities. This expertise and experience is summarized below and further described in the Application.

Hydro One, through HONI, owns and is in the business of planning, constructing, operating and maintaining transmission and distribution networks across Ontario. Approximately 57% of HONI's assets (nearly \$10 billion) are part of its transmission business, which is regulated by the Board (ET-2003-0035). HONI owns and operates approximately 97% of the transmission system in Ontario, including approximately 29,000 circuit kilometers of high-voltage transmission lines, 280 transmission stations and 26 interconnections with neighbouring provinces and states, making it one of the largest transmission systems in North America. HONI's transmission system operates at voltages ranging from 69 kV to 500 kV. As at December 31, 2009, there were 91 generating stations, 51 local distribution companies and 89 end-use transmission customers directly connected to HONI's transmission system. In 2010, HONI transmitted approximately 142 TWh of electricity.

HONI also owns and operates facilities that are required for operations, protection, control and monitoring functions for the system, including an extensive telecommunication system, protection and control equipment, as well as the Ontario Grid Control Centre and back-up facilities for monitoring and controlling the operation of its transmission system. HONI's transmission business employs approximately 8,800 people and its technical expertise is

evident from the company's demonstrated ability to plan, construct, operate and maintain its transmission system safely, reliably and economically.

As indicated, GLPT-EWT LP's general partner, GLPT, is also the general partner of GLPTLP. GLPTLP currently holds an electricity transmission licence (ET-2007-0649). GLPTLP's transmission system is located in the Algoma district of northern Ontario and extends north from Sault Ste. Marie to Wawa and east from Sault Ste. Marie to Hydro One's Mississagi TS. The system consists of approximately 550 circuit kilometers of transmission line at voltages of 230 kV and 115 kV, with a small segment of 44 kV line that has been deemed by the Board as serving a transmission function. The system also includes associated transmission facilities, including transmission stations, protection and control equipment and GLPTLP's System Control Centre. GLPTLP's system is part of the bulk power system and the IESO-controlled grid and is interconnected with three local distribution systems, as well as with Hydro One's transmission system. GLPTLP employs approximately 60 people in various management, technical, administrative and other positions.

As noted, BLP is a newly formed limited partnership that is held equally by the six Participating First Nations. The traditional territories of the Participating First Nations are situated along the East-West Tie Line project corridor. As such, BLP through the Participating First Nations has a very high level of experience and expertise with respect to the geographic area and environmental attributes that will potentially be affected by the Applicant's planned electricity transmission facilities, as well as a unique capability to work with potentially affected local stakeholders and other First Nations.

4. **Lexi Decision**

On August 10, 2009, the Board issued its Decision denying the application by Lexi Transmission Corporation ("Lexi") for an electricity transmission licence (EB-2009-0164) (the "Lexi Decision"). In its application, Lexi stated that it had no active transmission business in Ontario but that its proposed business activities included the development, construction, ownership and operation of transmission assets. Lexi's intended business was to be province-wide and was to include all types of transmission reinforcements and enhancements that were referred to in the Integrated Power System Plan.

In the Lexi Decision, the Board identified two threshold tests for transmission licence applications: (1) whether there is a specific project which underpins the application, and (2) in the absence of a specific project, whether the applicant is engaged in transmission activity elsewhere and whether it has the necessary technical and financial expertise to undertake transmission activity in Ontario. The evidence was that Lexi had no specific project underpinning the application and no specific transmission experience or expertise.

With respect to the first threshold test, the project underpinning the Application will be the East-West Tie Line project, the specifics of which will be determined through the Board's designation process. However, the Applicant submits that the first threshold test, of whether there is a specific project underpinning the application, is not be relevant for transmission licence applicants who are applying in the context of the Board's *Policy Framework for Transmission Project Development Plans* (the "Policy Framework"). This is because the Policy Framework, which was established subsequent to the Lexi Decision, specifically requires that parties who want to participate in the designation process must first obtain a transmission licence. Indeed, the Board's August 22, 2011 letter in EB-2011-0140 requires that an application for a transmission licence must be filed by a party prior to that party registering its interest in participating in the designation proceeding for the East-West Tie Line project.

The Applicant further submits that the second threshold test from the Lexi Decision, of whether in the absence of a specific project the applicant is engaged in transmission activity elsewhere and whether it has the necessary technical and financial expertise to undertake transmission activity in Ontario, is relevant in the context of the Policy Framework and should be applied by the Board in assessing the present Application. Based on the experience and expertise of the Applicant through Hydro One, GLPT-EWT LP and BLP, as summarized above and as more fully described in the Application, the Applicant submits that it has the necessary technical and financial expertise and resources to undertake transmission activity in Ontario and should therefore be granted an electricity transmission licence by the Board.

5. No Exemptions

As indicated above, the Applicant is not seeking any exemptions from any licence or code requirements in connection with the Application. The Applicant has reviewed the recent Board decisions in electricity transmission licence applications from TransCanada Power Transmission (Ontario) L.P. (EB-2010-0324), Iecon Transmission Inc. (EB-2010-0403) and AltaLink Ontario Management Ltd. on behalf of AltaLink Ontario L.P. (EB-2011-0126) and is satisfied, based on the Board's findings in those proceedings, that no exemptions are needed to reflect the reality that some sections of the Board's regulatory codes, rules, guidelines and standard licence conditions will not be applicable until the Applicant actually owns or operates transmission facilities in Ontario. In particular, we refer to the Board's finding at p. 6 of its decision in AltaLink that, based on the Policy Framework and its findings in the TransCanada and Iecon decisions, "those sections of the Board's regulatory instruments that cannot be complied with by a transmission licence holder without assets in the province are simply inapplicable, and no specific exemption is necessary."

6. Procedural Matters

The Applicant requests that the Board consider this Application by way of a written hearing. We further request that the Board direct all correspondence with respect to this Application to:

<p>Torys LLP Suite 3000, 79 Wellington St. W. Box 270, TD Centre Toronto, ON M5K 1N2</p> <p>Attention: Mr. Charles Keizer Tel: 416-865-7512 Fax: 416-865-7380 Email: ckeizer@torys.com</p>	<p>Great Lakes Power Transmission Inc. on behalf of Great Lakes Power Transmission EWT LP 2 Sackville Road, Suite B Sault Ste. Marie, ON P6B 6J6</p> <p>Attention: Mr. Andy McPhee Tel: 705-941-5661 Fax: 705-941-5600 Email: amcphee@glp.ca</p>
<p>Bamkushwada L.P. 10 Central Place Pays Plat, ON PoT 3Co</p> <p>Attention: Mr. Pierre Pelletier Tel: 807-887-4434 Fax: 807-887-1379 Email: fourks@bellnet.ca</p>	<p>Hydro One Inc. 483 Bay St. North Tower, 15th Floor Toronto, ON M5G 2P5</p> <p>Attention: Mr. Mike Penstone Tel: 416-345-5444 Fax: 416-345-6949 Email: mike.penstone@hydroone.com</p>

Olthuis Kleer Townsend LLP
229 College Street, 3rd Floor
Toronto, ON
M5T 1R4

Attention: Kate Kempton
Tel: 416-981-9374
Fax: 416-981-9350
Email: kkempton@oktlaw.com

Also enclosed is the Applicant's payment of the Board's filing fee in the amount of \$1000.00.

Yours truly,



Charles Keizer

Tel 416.865.7512
ckeizer@torys.com

cc: A. McPhee, GLPT-EWT LP
P. Pelletier, BLP
M. Penstone, Hydro One

Ontario Energy Board
Commission de l'Énergie de l'Ontario
Application for Electricity
Transmission 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

For Office Use Only	
Application Number	
Date Received	

A. General information

1. Type of Application

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

2. Applicant

Please provide the following information about the Applicant			
Full Legal Name of Applicant EWT LP ("EWT LP")		Ontario Corporation Number, Canadian Corporation Number or Business Registration Number 210991709	Date of Formation or Incorporation September 19, 2011
Business Address: 181 Bay Street, Suite 300			
City Toronto	Prov. Ontario	Country Canada	Postal/Zip Code M5J 2T3
Phone Number	FAX Number	E-Mail Address (if applicable)	

3. Primary Contact for this Application

Please provide the following information about the Primary Contact for this Application:			
Mr. <input checked="" type="checkbox"/> Mrs. <input type="checkbox"/>	Last Name: McPhee	Full First Name: Andy	Initial:
Miss <input type="checkbox"/> Ms. <input type="checkbox"/>	Position Held: President		
Other: _____			
Contact Address (if R.R., give Lot, Concession No. and Township)			
2 Sackville Road, Suite B			
City Sault Ste. Marie	Province Ontario	Country Canada	Postal/Zip Code P6B 6J6
Phone Number 705-941-5661	FAX Number 705-941-5600	E-mail Address (if applicable) amcphee@glp.ca	

4. Transmission Facilities

Please provide a description of the transmission facilities involved in this Application:
<p>The Applicant does not currently own or operate transmission facilities in Ontario. The Applicant intends to participate in the Board's designation process, as describe in the Board's letter dated August 22, 2011 (EB-2011-0140), specifically in respect of the transmission project known as the "East-West Tie Line". As part of the designation proceeding in respect of the East-West Tie Line (EB-2011-0140), the Board in its August 22, 2011 letter requires interested parties to register their interest in filing plans for the development of the East-West Tie Line by September 21, 2011. The Applicant intends to register its interest pursuant the August 22 letter. By filing the present Application prior to the deadline for registering its interest under EB-2011-0140, the Applicant is eligible to participate in the East-West Tie Line designation proceeding. The East-West Tie Line is a transmission project that has been identified as a priority by the Government of Ontario and the Ontario Power Authority. The purpose of the project is to increase transfer capacity between the transmission system in the northwest and the rest of Ontario. The specific transmission facilities to be associated with the East-West Tie Line have not yet been determined. Please see Part 14, as well as the cover letter.</p>

B. Corporate Information

Organizational

5. Business Classification

Please indicate the Applicant's Business Classification (check appropriate type below):

- ☐ Sole Proprietor
- ☐ Partnership
- ☐ Corporation
- ☒ Other (describe) Limited Partnership

6. Business Activities

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

The Applicant is a newly-formed Ontario limited partnership. Through its general partner, the Applicant intends to engage in business activities associated with the planning, development, construction, ownership, operation and maintenance of electricity transmission facilities within Ontario. It is the Applicant's intention that its business activities will be limited to activities that are in connection with the priority transmission project identified by the Government of Ontario and the Ontario Power Authority as the "East-West Tie Line". Accordingly, the Applicant's business activities are expected to include, but not be limited to, registering with the Board its interest in filing a plan of the development of the East-West Tie Line, preparing transmission development plans for the East-West Tie Line and participating in the related designation process. If selected through the designation process, it would be the Applicant's further intention to prepare and file a leave to construct application with the Board for the relevant facilities, to develop, construct, operate and maintain those facilities, as well as to finance and recover costs and prudent investments through the Board's established transmission rate-setting processes.

7. Affiliates of the Applicant

a) Please provide the following information for all Affiliates of the Applicant:

Full Legal Name of Affiliate Company:

Pursuant to the meaning of "affiliate" under Section 1 of the *Ontario Business Corporations Act*, the Applicant has no affiliates. This is because no one shareholder of the Applicant's general partner controls that general partner.

Business Address:

City	Prov.	Country	Postal/Zip Code
Phone 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.

As indicated in 7(a), the Applicant has no affiliates. However, corporate structure charts for the Applicant are provided in **Appendix 'A'**.

8. Energy Sector Activities

Has the Applicant or an Affiliate undertaken any energy sector activities in Ontario or any other jurisdiction? Please see response to Part 9 regarding the energy sector activities of the limited partners of the Applicant and their respective affiliates. If yes, please provide the following information for each:	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Full Legal Name of Company:	Licence/Registration Number:
Jurisdiction:	Type of Business Activity (e.g. Generation, Transmission, Distribution):

Technical Capability and Experience

9. 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.

As indicated in response to Part 6, the Applicant is a newly formed Ontario entity that has been established for the purposes of planning, developing, constructing, owning, operating and maintaining electricity transmission facilities in Ontario, all in connection with the Board's forthcoming designation process for the East-West Tie Line project. Shares of EWT LP's general partner, as well as interests in the limited partnership, are held equally by each of the three limited partners. The limited partners are Hydro One Inc. ("Hydro One"), Great Lakes Power Transmission EWT L.P. ("GLPT-EWT LP") and Bamkushwada LP ("BLP"). Each of the limited partners brings unique skills, resources and experience to the limited partnership, including with respect to technical and financial capabilities, project development capabilities and stakeholder relationship capabilities. These are described below, as well as in the cover letter.

Hydro One

Hydro One is a holding company that is wholly-owned by the Province of Ontario. Hydro One has subsidiaries that operate in the areas of electricity transmission and distribution, as well as telecommunication services. Hydro One's largest subsidiary is Hydro One Networks Inc. ("HONI"), which is wholly-owned by Hydro One Inc. HONI owns and is in the business of planning, constructing, operating and maintaining transmission and distribution networks across Ontario. HONI's transmission business is regulated by the Ontario Energy Board (ET-2003-0035).

Approximately 57% of HONI's assets (nearly \$10 billion) are part of its transmission business. HONI owns and operates approximately 97% of the transmission system in Ontario, including approximately 29,000 circuit kilometers of high-voltage transmission lines (nearly 300 km of which is underground), 280 transmission stations and 26 interconnections with neighbouring provinces and states, making it one of the largest transmission systems in North America. HONI's transmission system operates at voltages of 500 kV, 230 kV and 115 kV, with minor lengths operating at 345 kV and 69 kV. HONI's transmission system is located on lands that are owned by HONI, the Ontario government or by other parties with whom it has occupancy and access agreements, including Aboriginal communities. As at December 31, 2009, there were 91 generating stations, 51 local distribution companies and 89 end-use transmission customers directly connected to HONI's transmission system. In 2010, HONI transmitted approximately 142 TWh of electricity.

HONI also owns and operates facilities that are required for operations, protection, control and monitoring functions for the system, including an extensive telecommunication system, protection and control equipment, as well as the Ontario Grid Control Centre and back-up facilities for monitoring and controlling the operation of its transmission system. As a member of the Northeast Power Coordinating Council ("NPCC") and in accordance with its transmission license requirements, HONI is required to comply with NERC and NPCC reliability standards and criteria.

HONI's transmission business employs approximately 8,800 people in various management, technical, administrative and other positions. HONI's technical expertise is evident from its demonstrated ability to plan, construct, operate and maintain its transmission system safely, reliably and economically. HONI is committed to ensuring public and worker safety, while recognizing its responsibilities with respect to the stewardship of critical provincial assets and the environment. HONI is also committed to excellence through continuous improvement and staff development, as well as innovation to better meet customer needs with respect to reliability and affordable rates.

GLPT-EWT LP

GLPT-EWT LP is a newly formed limited partnership whose general partner is Great Lakes Power Transmission Inc. ("GLPT"). All of the shares of the general partner, GLPT, as well as all of the limited partnership interests in GLPT-EWT LP, are held by Brookfield Infrastructure Holdings (Canada) Inc. ("BIH"). GLPT is also the general partner of Great Lakes Power Transmission L.P. ("GLPTLP").

GLPTLP, by its general partner GLPT, is currently a licenced electricity transmitter in Ontario (ET-2007-0649). GLPTLP's transmission system is located in the Algoma district of northern Ontario and extends north from Sault Ste. Marie to Wawa and east from Sault Ste. Marie to Hydro One's Mississagi TS. GLPTLP's transmission system is situated in the Canadian Shield, primarily in forest zones with dense vegetation and steep elevations in places. The system consists of approximately 550 circuit kilometers of transmission line at voltages of 230 kV and 115 kV, with a small segment of 44 kV line that has been deemed by the Ontario Energy Board as serving a transmission function. The system also includes associated transmission facilities, including transmission stations, protection and control equipment and GLPTLP's System Control Centre. GLPTLP's system is part of the

bulk power system and the IESO-controlled grid and is interconnected with three local distribution systems, as well as with HONI's transmission system. GLPTLP employs approximately 60 people in various management, technical, administrative and other positions. GLPTLP has good relationships with First Nations within its area of operation and is committed to excellence, particularly in its commitments to employee and public safety, environmental responsibility, stakeholder dialogue, as well as providing reliable and cost-effective electricity transmission service.

BLP

BLP is a newly formed limited partnership whose general partner is Bamkushwada General Partner Inc. ("BGP"). Shares of BGP, as well as interests in the limited partnership, are held equally by each of six limited partners. The limited partners are (1) Red Rock Indian Band, (2) Pays Plat First Nation, (3) Ojibways of Pic River First Nation, (4) Pic Mobert First Nation, (5) Michipicoten First Nation and (6) Fort William First Nation (together, the "Participating First Nations"). The traditional territories of the Participating First Nations are situated along the East-West Tie Line project corridor. As such, BLP through the Participating First Nations has a very high level of experience and expertise with respect to the geographic area and environmental attributes that will potentially be affected by the Applicant's planned electricity transmission facilities, as well as a unique capability to work with potentially affected local stakeholders and other First Nations.

The combined expertise, experience and resources of the Applicant, through its limited partners, provides the Applicant with a very high level of technical capability, expertise and experience with respect to the activities that are associated with this Application, including transmission planning, stakeholder consultations, project development, project management, as well as the construction, ownership, operation and maintenance of electricity transmission facilities.

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

<input checked="" type="checkbox"/>	Design	Contracted to: The Applicant's current intention is to enter into a contract with a third party selected through a procurement process.
<input checked="" type="checkbox"/>	Construction	Contracted to: The Applicant's current intention is to enter into a contract with a third party selected through a procurement process.
<input type="checkbox"/>	Customer Connection	Contracted to:
<input checked="" type="checkbox"/>	Inspection & Maintenance	Contracted to: The Applicant's current intention is to contract some or all of this activity to third parties, including First Nation businesses, selected by procurement processes.
<input checked="" type="checkbox"/>	Operation	Contracted to: The Applicant's current intention is to contract system operations to HONI.
<input checked="" type="checkbox"/>	Other (describe) <u>Development and Management</u>	Contracted to: The Applicant's current intention is to contract this to GLPTLP or a related entity.

[illegible]

Attach a copy of Item 10 for each Key Individual: Officer and Director, Partner or sole Proprietor.

10. Information About Each Key Individual

Mr. <input checked="" type="checkbox"/> Mrs. <input type="checkbox"/> Miss <input type="checkbox"/> Ms. <input type="checkbox"/> Other: _____	Last Name: Rosenthal	Full First Name: Jeff	Initial:
Position Held: Director			

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

See below.

Note:

Attach a copy of Item 10 for each Key Individual: Officer and Director, Partner or sole Proprietor.

Mr. <input checked="" type="checkbox"/> Mrs. <input type="checkbox"/> Miss <input type="checkbox"/> Ms. <input type="checkbox"/> Other: _____	Last Name: Pelletier	Full First Name: Marcel	Initial: Pierre
	Position Held: Vice-President		

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

[REDACTED]

[REDACTED] 1 1
[REDACTED]

[REDACTED]
[REDACTED]

[REDACTED]

a copy of Item 10 for each Key Individual: Officer and Director, Partner or sole Proprietor.

[illegible]

Attach a copy of Item 10 for each Key Individual: Officer and Director, Partner or sole Proprietor.

[illegible]

a copy of Item 10 for each Key Individual: Officer and Director, Partner or sole Proprietor.

[illegible]

a copy of Item 10 for each Key Individual: Officer and Director, Partner or sole Proprietor.

11. Financial Information

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. Hydro One and GLPTLP financial statements for 2009 and 2010 are provided in **Appendix "B"**.

Transmission Facilities Information

12. Facilities

Please indicate whether the Applicant's transmission facilities are:

- | | |
|---|--|
| <input checked="" type="checkbox"/> New assets to be constructed? | Proposed In-service date: <u>To be determined. See cover letter.</u>
Please attach a statement explaining the financing arrangements. |
| <input type="checkbox"/> Existing assets presently owned by the Applicant? | |
| <input type="checkbox"/> Existing assets not presently owned by the applicant (i.e. to be purchased)? | Please indicate from whom assets will be purchased: |
| <input type="checkbox"/> Other (describe) | |

13. Purpose of Facilities

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

- ☐ To provide a connection between a generator and a transmission system.
- ☐ To provide a connection between a transmission system and a load customer.
- ☐ To provide a connection between a generator and a load customer.
- ☐ To provide a connection between one transmission system and another
- ☐ To import or export power
- ☒ Other (please describe): To be determined. Please refer to cover letter.

If parties other than the Applicant are involved, please indicate the specific names of the participants (generator, load customer, transmission system(s):

14. Location of Facilities

Please indicate the location (township or other such description as appropriate) of the Applicant's transmission facilities and attach a single-line diagram indicating the length (km), capacity (MW) and operating voltage (kV) of each element.

As described in the OPA's *Long Term Electricity Outlook for the Northwest and Context for the East-West Tie Expansion*, June 30, 2011, the facilities are expected to connect to Wawa TS in the Northeast and to Lakehead TS in the Thunder Bay area, including all station termination facilities. Total length is approx. 400 km and total eastbound/westbound capacity is approx. 650 MW.

15. Licensing History

Has the Applicant obtained Ontario Energy Board, National Energy Board, Federal Energy Regulatory Commission or any other regulatory approvals required for the acquisition, construction or operation of the transmission facilities?

Yes

☐

No

☒

If no, please indicate the status and plans for seeking these approvals.

16. Service to other parties

If the transmission facilities are to be used to deliver electricity to a party other than the Applicant please attach the following:

- a) a summary of business plans relating to the Applicant's proposed transmission business for the next five years. This should include the following:
 - a forecast of annual peak demand (MW) and energy (MWH) transmitted and/or transformed.
 - annual pro forma financial statements including forecasts of costs, revenues and project financing indicating the underlying assumptions on which the forecasts are based.
- b) estimates of net annual cash flows for subsequent periods to demonstrate financial feasibility and security.
- c) indication of the Applicant's plans to seek Ontario Energy Board approval for rates for transmission services.

This Application is being made for the purpose of participating in the designation process. The Applicant's future plans will be determined pursuant to development plans that will be filed as part of the designation process.

17. Proposed business transactions impact

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

- Facilitate competition and enhance access to transmission services
- Improve reliability and quality of supply
- Promote economic and efficient electrical energy supply

As a joint venture between affiliates of the largest and second largest electricity transmission companies in Ontario, with significant resources, expertise and experience in developing, constructing, operating and maintaining transmission facilities in northern Ontario, as well as familiarity with the Board's expectations, together with the unique resources of six First Nations whose communities are situated along the anticipated development corridor for the East-West Tie Line, the Applicant has the capability to develop a cost-effective proposal that will ensure a high quality of electricity transmission service for customers.

One of the objectives for the development of the East-West Tie Line is to enhance access to transmission services for customers and potential customers in northern Ontario. This project will also improve reliability of transmission service and quality of supply for many customers in Ontario. The Applicant's proposed activities, if ultimately successful in the designation proceeding, will further these important objectives.

Other Information

18. Ontario market activities

Please indicate whether the Applicant intends to be involved with other electricity sector activities in the Ontario market?		
<input type="checkbox"/> Buy or Sell (Wholesale) electricity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
<input type="checkbox"/> Distribute electricity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
<input type="checkbox"/> Retail electricity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
<input type="checkbox"/> Generate electricity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
If yes to any of the above:		
a) If affiliates have not yet been established, please indicate when this is planned _____		
b) Has Applicant or an affiliate applied for an Ontario Energy Board Licences?		
– If no, when planned? _____	Yes <input type="checkbox"/>	No <input type="checkbox"/>

C. Notice and Consent

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 transmitter 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
☒

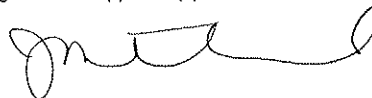
I/We understand that this information will be used to determine whether I am/we are and remain qualified for the licence for which I am/we are applying.

Yes
☒

Print Name and Title

Jeff Rosenthal, Director

Signature of Applicant(s)



Date Signed

September 20, 2011

D. Acknowledgement

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

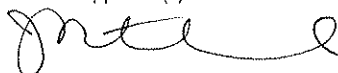
I understand and acknowledge that, as a licenced electricity transmitter, I will be required, unless otherwise exempted:

- To provide non-discriminatory access to all persons wishing to connect to the transmission system.
- To comply with all licence conditions including the provisions of:
 - The Ontario Energy Board Affiliate Relationships Code for Electricity Distributors and Transmitters
 - The Ontario Energy Board Transmission System Code
 - The Market Rules made under section 32 of the Electricity Act.

Print Name and Title

Jeff Rosenthal, Director

Signature of Applicant(s)



Date Signed

September 20, 2011