



**Grimsby Power Incorporated**

231 Roberts Road

Grimsby, ON

L3M 5N2

PH: 905.945.5437 x 221

FX: 905.945.9933

December 9, 2011

Delivered by Courier, E-mail, and RESS

Ms. Kirsten Walli, Board Secretary  
Ontario Energy Board  
P.O. Box 2319, 27<sup>th</sup> Floor  
2300 Yonge Street  
Toronto, Ontario  
M4P 1E4

Dear Ms. Walli:

Re: Grimsby Power Incorporated  
2011 Electricity Distribution Rate Application  
Board File No. EB-2011-0273  
Response to SEC Technical Conference Question # 2

Please find attached Grimsby Power Inc.'s response to the above technical conference question.

Regards,

*Doug Curtiss*

Doug Curtiss, P.Eng.  
Chief Executive Officer  
Grimsby Power Inc.

**Response to School Energy Coalition Technical  
Conference Questions**

**Grimsby Power Inc.**

**2012 Distribution Rate Application**

**Board File No. EB-2011-0273**

**December 9, 2011**

2. [SEC #2, p. 4] Please confirm that the agreement is a unanimous shareholders' agreement. If it is, it overrides the power of the directors, and therefore we ask that it be provided.

**Grimsby Power Inc.'s Response:**

Grimsby Power Inc. confirms that the agreement is a unanimous shareholders agreement.

A copy of the requested Shareholder Agreement AMONG THE CORPORATION OF THE TOWN OF GRIMSBY, NIAGARA POWER INCORPORATED, FORTISONTARIO INC., AND GRIMSBY POWER INCORPORATED is being filed with the Board Secretary on a confidential basis. Grimsby Power Inc. is owned in part by FortisOntario Inc. ("Fortis"), an investor-owned utility. Fortis is a corporation which is engaged in competitive businesses and has investments in a number of Ontario distributors. The disclosure of the terms of this Agreement could reasonably be expected to prejudice the economic interests of, significantly prejudice the competitive position of, cause undue financial loss to, and be injurious to the financial interests of Fortis, since it would enable its competitors to ascertain the terms under which it is prepared to invest in a local distribution company. . Grimsby Power Inc. has also been asked by FortisOntario Inc. to keep the shareholder's agreement confidential. The Board's Practice Direction on Confidential Filings (the "Practice Direction") recognizes that these are among the factors that the Board will take into consideration when addressing the confidentiality of filings. They are also addressed in section 17(1) of the Freedom of Information and Protection of Privacy Act ("FIPPA"), and the Practice Direction notes (at Appendix C of the Practice Direction) that third party information as described in subsection 17(1) of FIPPA is among the types of information previously assessed or maintained by the Board as confidential.

Accordingly, Grimsby Power Inc. requests that this Agreement be kept confidential. Grimsby Power Inc. is prepared to provide copies of the Agreement to parties' counsel and experts or consultants provided that they have executed the Board's form of Declaration and Undertaking with respect to confidentiality and that they comply with the Practice Direction, subject to Grimsby Power Inc.'s right to object to the Board's acceptance of a Declaration and Undertaking from any person. In keeping with the requirements of the Practice Direction, Grimsby Power Inc. is filing a confidential unredacted copy of the Agreement under separate cover, in a sealed envelope marked "Confidential".