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October 11, 2013

DELIVERED BY RESS, COURIER AND E-MAIL

Ms. Kristen Walli, Board Secretary
Ontario Energy Board
2300 Yonge Street
Suite 2701
Toronto, ON M4P 1E4

Dear Ms. Walli:

**Re: Our Clients: Norfolk Power Distribution Inc. and Norfolk County
(collectively, “Norfolk”)
Sale of Norfolk Power Distribution Inc. to Hydro One Networks Inc.
Applications under Section 86 of the *Ontario Energy Board Act, 1998*
OEB File Nos.: EB-2013-0196/EB-2013-0187/EB-2013-0198**

On October 7, 2013, we delivered public redacted versions of Schedules 3.1(N), (O) and (X) to the Norfolk/Hydro One Share Purchase Agreement (the “SPA”).

In our cover letter to the redacted Schedules, we advised that Norfolk may be filing updated versions of the Schedules, which may reflect fewer redactions, upon the completion of its review of approximately 200 documents referred to in the three Schedules in order to determine whether any of the Board’s Non-Disclosure Agreement Exceptions noted in its Decision on Confidentiality and Procedural Order No. 5 had been met in each case..

Please find accompanying this letter an updated public redacted version of Schedules 3.1(N), (O) and (X). As you will see, there are now very few redactions from the Schedules in addition to those specifically identified by the Board in its Decision on Confidentiality.

We again note that while the Board has determined that the issue of relevance in respect of the SPA may be addressed at a later point in the proceeding, Norfolk reserves its right, as set out in the Rule 29.02 of the Board’s *Rules of Practice and Procedure*, to refuse to respond to interrogatories on the basis that they are not relevant.

We thank you again for your consideration in this matter. Please do not hesitate to contact me should you have any questions or require further information in this regard.

Yours very truly,

BORDEN LADNER GERVAIS LLP



J. Mark Rodger

Incorporated Partner*

*Mark Rodger Professional Corporation

Copies to: Dennis Travale, Mayor, Norfolk County
Al Hays, Chairman, Norfolk Power
Jody McEachran, Norfolk Power
Michael Engelberg, Hydro One
Intervenors of record

TOR01: 5360469: v1

SCHEDULE 3.1(N) - CONTRACTS AND COMMITMENTS

Norfolk Power Inc.

- Employment Contract between Norfolk Power Inc. and [REDACTED] dated [REDACTED]
- Utilismart Settlement Manager Agreement
- Employment Contract between Norfolk Power Inc. and [REDACTED] dated [REDACTED]
- Services Contract between Norfolk Power Inc. and [REDACTED] dated [REDACTED]

Norfolk Power Distribution Inc.

- Employment Contract between Norfolk Power Distribution Inc. and [REDACTED] dated [REDACTED].
- Employment Contract between Norfolk Power Distribution Inc. and [REDACTED] dated [REDACTED].
- Employment Contract between Norfolk Power Distribution Inc. and [REDACTED] dated [REDACTED].
- Employment Contract between Norfolk Power Distribution Inc. and [REDACTED] dated [REDACTED].
- Employment Contract between Norfolk Power Distribution Inc. and [REDACTED] dated [REDACTED].
- Employment Contract between Norfolk Power Distribution Inc. and [REDACTED] dated [REDACTED].
- Services Agreement Proposal between Norfolk Power Distribution Inc. and [REDACTED] dated [REDACTED].
- Offer and acceptance for temporary employment between Norfolk Distribution Inc. and [REDACTED] dated [REDACTED].
- Account Viewer Usage Agreement with ERTH
- Advanced Wireless Data Agreement 2009
- Affiliate Services Agreement
- Assignment and Assumption Agreement
- Bell Corporate Account Agreement
- Bell Master Communication Agreement
- Blue Power Distributed Energy
- Cintas – Facility Services
- Cintas – Shredding Services
- [REDACTED]
- ERTH Business Technologies – EBT Hub Services
- ESRI Environmental Research Software Agreement
- Exception Viewer Usage Agreement with ERTH

- Force Field Service Inc. – Collection Services
- Force Field Services Inc. – Meter Reading Services
- [REDACTED]
- Hockleys – Snow Ice OM
- Licensed Attachment Nor-Del Cable
- Link Corp – Customs Clearance Logistics
- London Hydro – SCADA Services 2012
- Model Agreement Amtelecom
- Neopost – Postage Meter Machine
- Norfolk County- GIS Data Subscription Licensing Agreement
- Norfolk Maintenance – Office Janitorial Service
- Oakhill Tree Service – Forestry Contract 2012
- Occupancy of Power Utility Poles
- Olameter – Smart Metering 2009
- Ontario Door Controls
- Ontario One Call Ltd. Service Agreement
- OPA Master CDM Initiatives
- Pegasus Invoice Imaging
- Peterborough Utilities Inc. – Meter Service Provider Agreement
- PO – 2012 – TM rates
- Pole Purchase Agreement
- Posi-Plus
- Savage Data Systems – Smart Meter Interrogation
- Sensus Metering Agreement 2011 2009
- Sensus Metering Agreement cover page
- [REDACTED]
- Software License Agreement
- Sonitrol – Substation Access Control Security
- Sonitrol cancellation email
- SPI Group Letter Trading Partner
- Summitt Energy Assignment Agreement
- Sune Sky Ryerse – Embedded Generation Connection Agreement
- Superior Energy Consent to Assign – Bruce Power
- Survalent – Gold Package
- Survalent Technology – Annual Software Support
- SWOOP – Gov’t
- Toromont – Transfer Switch Maintenance
- [REDACTED]
- Truck Rental – Acknowledgement 0001
- Truck Rental – Global
- [REDACTED]
- Utility Pole Scanning Solutions

- VIVE – Maintenance Service HVAC, MUA, Fans
- Water Meter Reading Services
- Water Services Agreement
- Astley Gilbert – HP design Jet Service Agreement
- UtilAssist Consulting Services Agreement
- OE Canada Inc. – Toshiba Copier Maintenance Service Agreement
- Bell - Smart Meter Network Security Audit Services Statement of Work
- Connection Cost Agreements:
 - 227 Main St. CCA GEDSB-22
 - 227 Main St. Waterford Connection Cost Agreement Hydro One and NP
 - 252 Power St. Delhi Connection Cost Agreement Hydro One and NP
 - 510 Main St. Delhi Connect Cost Agreement Hydro One and NP
 - 55 Donly Dr. CCA GEDSB-13
 - Connection Cost Agreement – 100kW Solar – 068 Villanova – signed
 - LDC Embedded Generation Facility Connection Cost Agreement between NPDI and HONI
 - Nautilus Solar Canada Limited Partnership – 252 Power Embedded
 - Nautilus Solar Canada Limited Partnership – 510 Main Embedded
 - NPDI CCA AllWeater Farming Signed
 - Sune Norfolk Bloomsburg LP
 - Szucs Ginseng CCA NPDI
- Connection Cost Recovery Agreements
 - Bloomsburg MTS HONI – NPDI BTS – MAI
 - CCRA Bloomsburg 2008
 - CCRA Bloomsburg 2009
 - CCRA Draft – Axio Power Canada Inc. and Norfolk Power Distribution Inc.
- Retailers
 - Active Energy
 - Aegent Energy Advisor
 - AG Energy Coop
 - Bruce Power
 - Canadian Hydro
 - Canadian Rite Rate Energy
 - Constellation New Energy Canada
 - Coral Energy Canada
 - Direct Energy Marketing
 - ECNG
 - First Source
 - Hudson Energy
 - Just Energy
 - Planet Energy
 - Sem Canada Energy Company
 - SPI Group
 - Summitt Energy

- Sunwave Gas and Power
- Superior Energy
- Wholesale Energy Group
- Conservation and Demand Management
 - FINN Projects – CDM Consulting Services/Small Business Lighting Services (note: FINN Projects engaged on a project-by-project basis).
- Purchase Orders
 - Purchase Order # 5434 with Westburn Electric Supply for replacement transformers for the Berkley Crescent conversion Project to Westburne at 600 Little Simcoe Street, London, ON, N5Z1P4. This Project includes 28 transformers at a cost of \$130,154.12 plus tax for a total of \$147,074.16
 - Purchase Order # 5375 with Westburn Electric Supply for three 300 kVA pad-mount transformers. Two for Waterford (High School and Arena) and another for the new LCBO on the Queensway. Cost for the three is \$39,255.33 plus tax for a total of \$44,358.52
- Other Arrangements:
 - [REDACTED]
 - Millard, Rouse & Rosebrugh LLP – Audit, Tax and Financing Consulting Services (engaged on project-by-project basis)
 - 1445078 Ontario Inc. - provision of specific services to NPDI (engaged on project-by-project basis)^.
 - Intemetry Consulting – SCADA Services (engaged on project-by-project basis)

Norfolk Energy Inc.

- 2012 TSSA Fuels license
- Affiliate Services Agreement
- Agreement for Licensed Attachment
- Asset Purchase Agreement Sandpiper
- Assignment and Assumption Agreement
- BHI NetOptics Services Agreements - Executed
- BHI Service Agreements
- Brantford Hydro Inc. – SSHA Smart Systems for Health Agency
- Canadian Numbering Admin
- CRTC Reporting 2011
- ESA Contractor License
- General Conveyance – Executed
- Haldimand County Hydro – Licensed Attachment
- [REDACTED]
- Joint Use Agreement HONI and NEI
- NEI AR November 23.12
- NEI Connection Services Agreement with KWIC Internet

- NEI Connection Service Agreements with BHI
- NEI Telecom Terms and Conditions
- Norfolk County Telecom Report
- Services Agreement NEI and Brantford Hydro Inc.
- Services Agreement NEI and NPDI
- Southern Ontario Railway Agreement for Hagersville
- Technical Standards and Safety Authority
- Transition Agreement Sandpiper Energy Solutions Inc.
- Other Arrangements:
 - 1445078 Ontario Inc. - provision of specific services to NEI (engaged on project-by-project basis)^.

*Employee is paid through Norfolk Power Distribution Inc.

** Employment contract provides that the employer is Norfolk Power Inc. but this employee is paid through Norfolk Power Distribution Inc. and treated as a Norfolk Power Distribution Inc. employee.

***Services no longer being rendered under this Services Contract.

**** offer of employment is temporary and intended to back-fill for employee scheduled to be on maternity leave starting

^^ NEI (and sometimes NPDI) call on 1445078 Ontario Inc. for services relating to Dark Fibre assets. There is no ongoing obligation other than to pay for work completed to date.

SCHEDULE 3.1(O) – MATERIAL CONTRACTS

- Final Release and Indemnity, between [REDACTED] and Norfolk Power Inc., dated [REDACTED]
- Utilismart Settlement Manager Agreement.
- UtilAssist Consulting Services Agreement.
- Purchase Order # 5434 with Westburn Electric Supply for replacement transformers for the Berkley Crescent conversion Project to Westburne at 600 Little Simcoe Street, London, ON, N5Z1P4.
- [REDACTED]
- Millard, Rouse & Rosebrugh LLP – Audit, Tax and Financing Consulting Services (engaged on project-by-project basis)*
- FINN Projects – CDM Consulting Services/Small Business Lighting Services (note: FINN Projects engaged on a project-by-project basis)*
- Daffron & Associates Inc., Software Support Services
- Those applicable Employee Plans listed in Schedule 3.1(p)
- Those insurance policies listed in Schedule 3.1(s)

*These commitments are made on a project-by-project basis and can be terminated at any time. The Vendor is advised that these commitments may exceed \$50,000 in billings for 2013.

SCHEDULE 3.1(X) – PERMITTED ENCUMBRANCES

1. Financing Agreement between Ontario Infrastructure Projects Corporation and Norfolk Power Distribution, dated April 15, 2009.
2. Financing Agreement between Ontario Infrastructure Projects Corporation and Norfolk Power Distribution, dated December 3, 2007.
3. Financing Agreement between Ontario Infrastructure Projects Corporation and Norfolk Power Distribution, dated July 26, 2011.
4. Credit Facilities Agreement between Norfolk Power Distribution Inc. and The Toronto-Dominion Bank, dated June 29, 2012.
5. Credit Facilities Agreement between Norfolk Power Distribution Inc. and The Toronto-Dominion Bank, dated November 23, 2011.
6. 
7. SWAP Transaction Agreement Reference #682495T, between Norfolk Power Distribution Inc. and TD Bank Financial Group, dated September 13, 2004.
8. 27 Old Highway 24, Waterford (Bloomsburg transformer station) – Mutual Drainage Agreement.