



Fogler, Rubinoff LLP  
Lawyers

77 King Street West  
Suite 3000, PO Box 95  
TD Centre North Tower  
Toronto, ON M5K 1G8  
t: 416.864.9700 | f: 416.941.8852  
foglers.com

June 10, 2014

Reply To: Thomas Brett  
Direct Dial: 416.941.8861  
E-mail: tbrett@foglers.com  
Our File No. 134380

**VIA RESS, EMAIL AND COURIER**

Ontario Energy Board  
2300 Yonge Street  
Suite 2700  
Toronto Ontario  
M4P 1E4

Attention: Kirsten Walli,  
Board Secretary

Dear Ms. Walli:

**Re: Suncor Energy Products Inc. - Confidentiality Request Reply  
Board File No. EB-2014-0022**

I am writing in reply to the Board Staff ("Staff") submissions dated June 6, 2014.

Staff's submission is to the effect that the Board should order Suncor to file redacted versions of the two Agreements for which Suncor has sought confidential treatment in their entirety.

Staff argues that the majority of the information in the two Agreements is "standard boiler plate language that one would expect to find in any commercial agreement between parties".

Suncor disagrees with Board Staff's characterization of the two Agreements. Unlike the Connection and Cost Recovery Agreement ("CCRA") to which Staff refers, which is a Hydro One Standard Form Agreement available on its website, and which Suncor filed in redacted form, removing the cost, price, and credit conditions, the Shared Transmission Facilities and Option Agreement and the Jericho Shared Transmission Facilities and Option Agreement are very customized, sophisticated agreements, negotiated over a period of many months, by senior executives and experienced counsel. There is considerable commercial value in these contracts, which the parties should not be required to give away to competitors. Disclosure of such information would constitute an uncompensated loss for both companies, and would prejudice their competitive position by giving other developers access to valuable templates produced by the companies at very substantial cost, in both third party costs and internal executive and

professional time. These considerations engage some of the criteria set out in Appendix A to the Board's Practice Direction.

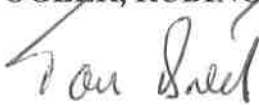
Moreover, Suncor believes that the Agreements between itself and NextEra are the first arrangement of its kind in Ontario, where two arm's length major energy corporations have collaborated in this fashion, specifically, where one corporation has licenced capacity on the other's transmission facilities to move the output of its wind farm to the grid, rather than each corporation building separate transmission facilities.

There are, of course, some provisions in the Agreements that might be found in other arm's length commercial contracts between two large energy corporations, but the manner in which they are integrated into the remainder of the Agreement is proprietary.

Nonetheless, in order to assist the Board Staff, and other parties, to fully understand its project, and in the interests of complying with the Board's policy of transparency and openness, Suncor is prepared to file redacted copies of the two Agreements. It will file these documents as soon as possible, and no later than June 17, 2014.

Yours truly,

**FOGLER, RUBINOFF LLP**



Thomas Brett

TB/dd

cc: All Parties