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June 16, 2014
File No.: 136468.1001

Kirsten Walli
Board Secretary
Ontario Energy Board
Yonge-Eglinton Centre
P.O. Box 2319
2300 Yonge Street, Suite 2700
Toronto ON M4P 1E4

Dear Ms. Walli:

**Re: EB-2014-18 — Cambridge and North Dumfries Hydro Inc.'s ("CND")
Section 80 Notice of Proposal**

I enclose two copies of CND's Section 80 Notice of Proposal in regards to CND's proposed purchase of Brant County Power Inc. An electronic version of the Notice is being filed through the Board's RESS portal.

Yours truly,



Glenn Zacher

GZ/sc
Encl.

cc: Ian Miles, President & CEO

TORONTO
MONTRÉAL
OTTAWA
CALGARY
VANCOUVER
NEW YORK
LONDON
SYDNEY

ONTARIO ENERGY BOARD

IN THE MATTER OF sections 80 and 81 of the *Ontario Energy Board Act, 1998*;

AND IN THE MATTER of a Notice of Proposal by
Cambridge and North Dumfries Hydro Inc.

NOTICE OF PROPOSAL

June 16, 2014

STIKEMAN ELLIOTT LLP
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Counsel for Cambridge and North
Dumfries Hydro Inc.

Ontario Energy Board
Preliminary Filing Requirements
For a Notice of Proposal under Sections 80 and 81
Of the *Ontario Energy Board Act*, 1998

INSTRUCTIONS:

This form applies to all applicants who are providing a Notice of Proposal to the Ontario Energy Board (the "Board") under sections 80 and 81 of the *Ontario Energy Board Act*, 1998 (the "Act"), including parties who are also, as part of the same transaction or project, applying for other orders of the Board such as orders under sections 86 and 92 of the Act.

The Board has established this form under section 13 of the Act. Please note that the Board may require information that is additional or supplementary to the information filed in this form and that the filing of the form does not preclude the applicant from filing additional or supplementary information.

PART I: GENERAL MINIMUM FILING REQUIREMENTS

All applicants must complete and file the information requested in Part I.

1.1 Identification of the Parties

1.1.1 Applicant

Name of Applicant Cambridge and North Dumfries Hydro Inc.	File No: (Board Use Only)	
Address of Head Office 1500 Bishop Street, P.O. Box 1060 Cambridge, ON N1R 5X6	Telephone Number (519) 621-3530	
	Facsimile Number (519) 621-5779	
	E-mail Address imiles@camhydro.com	
Name of Individual to Contact Ian Miles President & Chief Executive Officer	Telephone Number (519) 621-3530, ext. 2355	
	Facsimile Number (519) 621-5779	
	E-mail Address imiles@camhydro.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party	Board Use Only	
Brant County Power Inc.		
Address of Head Office 65 Dundas St. East Paris, ON N3L 3H1	Telephone Number (519) 442-2215	
	Facsimile Number (519) 442-3701	
	E-mail Address eglasbergen@brantcountypower.com	
Name of Individual to Contact Ed Glasbergen Chief Executive Officer	Telephone Number (519) 442-2215	
	Facsimile Number (519) 442-3701	
	E-mail Address eglasbergen@brantcountypower.com	

1.2 Relationship between Parties to the Transaction or Project

1.2.1	Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.	
	See Attachment 1.2.1A for Cambridge and North Dumfries Hydro Inc. See Attachment 1.2.1B for Brant County Power Inc.	
1.2.2	Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates.	
	See Attachment 1.2.2A for Cambridge and North Dumfries Hydro Inc. See Attachment 1.2.2B for Brant County Power Inc.	

1.3 Description of the Businesses of Each of the Parties

1.3.1	<p>Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licenced under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licenced under the OEB Act in Ontario (“Electricity Sector Affiliates”).</p>	
	<p><u>Cambridge and North Dumfries Hydro Inc.</u></p> <p>Cambridge and North Dumfries Hydro Inc. (“CND”) is a licensed local distribution company (“LDC”) responsible for distributing electricity to approximately 52,000 residential, commercial, industrial and institutional customers within the City of Cambridge and the Township of North Dumfries.</p> <p>CND was incorporated under the Ontario Business Corporations Act on January 1, 2000. Prior to this date, CND operated as Cambridge and North Dumfries Hydro-Electric Commission. CND is wholly owned by Cambridge and North Dumfries Energy Plus Inc. (“Energy Plus”). Energy Plus is a holding company that is owned 92.1% by The Corporation of the City of Cambridge (“City of Cambridge”) and 7.9% by The Corporation of the Township of North Dumfries (“Township of North Dumfries”).</p> <p><u>Brant County Power Inc.</u></p> <p>Brant County Power Inc. (“BCP”) was established on January 1, 1999 as a consequence of municipal restructuring through the amalgamation of the former public utilities commission of the former Town of Paris and the hydro-electric commissions for the former Township of Brantford, the former Township of Burford, and the former Township of South Dumfries. BCP is wholly owned by the Corporation of the County of Brant (“County of Brant”).</p> <p>BCP is a licensed LDC responsible for distributing electricity to approximately 10,000 residential, commercial, industrial and institutional customers within the County of Brant. BCP maintains an operations and administration centre at 65 Dundas Street East in Paris, ON.</p>	
1.3.2	<p>Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.</p>	

	<p><u>Cambridge and North Dumfries Hydro Inc.</u></p> <p>CND serves all customers within the City of Cambridge and the Township of North Dumfries, with the exception of one large steel processor that is located in the City of Cambridge but is directly fed from the transmission grid. The service area population is approximately 142,000.</p> <p>The City of Cambridge is located west of Toronto on the 401 Highway and is south east of both Kitchener Wilmot Hydro and Waterloo North Hydro. The Township of North Dumfries is predominantly South-West of the City of Cambridge. CND's service area is approximately 306 square kilometers, including 216 rural square kilometers, including distribution power lines measuring 1,135 circuit kilometers in length.</p> <p>CND currently does not generate electricity (other than through OPA FIT and MicroFIT customers with total installed capacity of 5,443 kW).</p> <p>See Attachment 1.3.2A for a map of CND's Distribution Service Territory.</p> <p><u>Brant County Power Inc.</u></p> <p>Brant County is serviced by two electricity distributors – BCP and Hydro One Networks Inc. (HONI). BCP services part of the County, including the Town of Paris, the Village of St. George, the former Brantford Township and a portion of the Village of Burford. HONI services the remainder of the County.</p> <p>See Attachment 1.3.2B for a map of the territory serviced by BCP (in the green/yellow highlighted areas).</p>	
<p>1.3.3</p>	<p>Attach a breakdown of the annual sales (in C\$, and in MWh) as of the most recent fiscal year end of the existing generation output among the IESO Administered Markets ("IAM"), bilateral contracts, and local distribution companies.</p>	
	<p><u>Cambridge and North Dumfries Hydro Inc.</u></p> <p>Cambridge and North Dumfries Hydro Inc. does not own or operate any generation assets and did not generate any electricity for sale for the fiscal year ending December, 2013.</p> <p><u>Brant County Power Inc.</u></p> <p>BCP estimated total generation in 2013 to be 57 MWh with annual revenues of approximately \$25,000.</p>	

1.3.4	Attach a list identifying all relevant Board licences and approvals held by the parties to the proposed transaction or project and each of their Electricity Sector Affiliates, and any applications currently before the Board, or forthcoming. Please include all Board file numbers.	
	<p><u>Cambridge and North Dumfries Hydro Inc.</u></p> <p>CND has an electricity distribution licence valid until March 31, 2023 (ED-2002-0574). CND has a pending cost of service application before the Board (EB-2013-0116) with respect to distribution rates anticipated to be effective May 1, 2014.</p> <p><u>Brant County Power Inc.</u></p> <p>BCP has an electricity distribution licence valid until March 31, 2023 (ED-2002-0522).</p> <p>BCP does not currently have any application currently before the Board, or forthcoming.</p>	

1.4 Current Competitive Characteristics of the Market

1.4.1	Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to the completion of the proposed transaction or project.	
	<p>Neither CND, nor any affiliate of CND, owns or operates any generation capacity within the Province of Ontario.</p> <p>All generating capacity of BCP is produced through five (5) microFIT contracts using solar photovoltaic renewable energy fuel (rooftop and non-rooftop) totalling approximately 40 kW of generation (the “MicroFIT Contracts”):</p> <ul style="list-style-type: none"> - microFIT Contract # FIT-MQRQ9ZC (391 Powerline Rd, Brant, ON) <ul style="list-style-type: none"> o 10 kW - microFIT Contract # FIT-MHZ4K2P (65 Dundas St. East, Paris, ON) <ul style="list-style-type: none"> o 5 kW - microFIT Contract # FIT-MAXMHTZ (65 Dundas St. East, Paris, ON) <ul style="list-style-type: none"> o 4.8 kW - microFIT Contract # FIT-MYGA2BX (707 Powerline Rd, Brant, ON) <ul style="list-style-type: none"> o 10 kW - microFIT Contract # FIT-MY6EN4B (708 Rest Acres Rd, Brant, ON) <ul style="list-style-type: none"> o 10 kW 	

1.4.2	Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to completion of the proposed transaction or project.	
	<p>In 2013, the total electricity consumption in the Province of Ontario was 140.7 TWh.</p> <p>CND, and affiliates of CND, have 0% generation market share of Annual Primary Demand within the Province of Ontario.</p> <p>BCP, including affiliates of BCP, is forecasted to produce 57 MWh per year. Accordingly, the total estimated production will be substantially less than 1% of total Ontario Annual Primary Demand.</p>	

1.5 Description of the Proposed Transaction or Project and Impact on Competition - General

1.5.1	Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.	
	<p>On May 20, 2014, the County of Brant (as Vendor) and CND (as Purchaser) entered into a purchase and sale agreement (the “Agreement”), whereby the Vendor agreed to sell, and the Purchaser agreed to purchase, all of the issued and outstanding shares of BCP (the “Shares”). The Agreement contemplates the transaction closing thirty (30) days following the parties’ receiving the Board’s approval of this application under section 86(2) of the Ontario Energy Board Act, 1998.</p> <p>There will be no new transmission, distribution systems, or new generation facilities as a result of the proposed transaction.</p>	
1.5.2	Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.	

	There will be no change to the generation capacity within the Province of Ontario of the parties, including their affiliates, after the completion of the proposed transaction.	
1.5.3	Describe the generation market share based on anticipated MWh production as a percentage of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.	
	There will be no change to the generation market share within the Province of Ontario of the parties, including their affiliates, after the completion of the proposed transaction.	
1.5.4	Attach a short description of the impact, if any, of the proposed transaction or project on competition. If there will be no impact on competition, please state the reasons. Cite specifically the impacts of the proposal on customer choice regarding generation, energy wholesalers, and energy retailers.	
	The proposed transaction will not have any impact on competition as there is no change to the distribution service territories or generation capacity of the parties after the completion of the proposed transaction. Customer choice with respect to generation, energy wholesalers, and/or energy retailers will not be affected by this transaction.	
1.5.5	Provide confirmation that the proposed transaction or project will have no impact on open access to the transmission or distribution system of the parties or their affiliates. If open access will be affected explain how and why.	
	The proposed transaction will have no impact on open access to CND's and BCP's electricity distribution systems or the provincial distribution system. As licensed electricity distributors, CND and BCP will still be required to allow non-discriminatory access to their electricity distribution systems as provided for in the <i>Electricity Act, 1998</i> , as amended, subject to such limitations on open access as may be provided for by legislation or the OEB.	

1.6 Other Information

1.6.1	Attach confirmation that the parties to the proposed transaction or project are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the proposed transaction or project.	
	To the best of their knowledge, all parties are currently in compliance with all licence and code requirements. It is expected that following the approval and	

	completion of this transaction, the parties will continue to be fully compliant with all applicable licences and codes.	
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**PART II: SECTION 80 OF THE ACT—TRANSMITTERS AND DISTRIBUTORS
ACQUIRING AN INTEREST IN GENERATORS OR CONSTRUCTING A
GENERATION FACILITY**

All applicants filing a Notice of Proposal under section 80 of the Act must complete and file the information requested in Part II.

2.1 Effect on Competition

2.1.2	Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use. CND will acquire real property, including generation facilities, and will assume 3 associated FIT contracts as part of the proposed transaction. The generation output for the 3 FIT contracts is subject to contracts with the OPA for the sale of electricity under the FIT Program.	
2.1.3	Provide a description of the generation including fuel source, technology used, maximum capacity output, typical number of hours of operation in a year, and peaking versus base-load character. FIT-MH24K2P – 5 kW Solar Photovoltaic (roof-top) FIT-MAXMHT2 – 4.8 kW Solar Photovoltaic (non roof-top) FIT-MYGA2BX – 10 kW Solar Photovoltaic (non roof-top)	
2.1.4	Provide details on whether the generation facility is expected to sign a “must run” contract with the IESO. BCP’s generation assets are not “must-run” facilities with the IESO.	
2.1.5	Provide details of whether the generation facility is expected to serve a “load pocket”, or is likely to be “constrained on” due to transmission constraints. The existing generation facilities of BCP do not serve a “load pocket” and are not constrained due to transmission system constraints.	

2.2 System Reliability

Section 2.2 must be completed by applicants who are claiming that the proposed transaction or project is required for system reliability under section 82(2)(b) of the Act.

2.2.1	Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies. Not Applicable	
2.2.2	Discuss the effect of the proposal on the adequacy (ability of supply to meet demand) of supply in the relevant control area or distribution region, citing effects on capacity plus reserve levels in comparison to load forecasts. Not Applicable.	
2.2.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply. Not Applicable.	
2.2.4	Provide a copy of the IESO Preliminary System Impact Assessment Report, if completed, and the IESO Final System Impact Assessment Report, if completed. If the IESO is not conducting a System Impact Assessment Report, please explain. Not Applicable.	

PART III: SECTION 81 OF THE ACT—GENERATORS ACQUIRING AN INTEREST IN OR CONSTRUCTING A TRANSMISSION OR DISTRIBUTION SYSTEM

All applicants filing a Notice of Proposal under section 81 of the Act must complete and file the information requested in Part III.

3.1 Effect on Competition

3.1.1	Provide a description of the transmission or distribution system being acquired or constructed.	
3.1.2	Provide details on whether the generation facilities owned by the acquiring company are or will be directly connected to the transmission or distribution system being acquired or constructed.	
3.1.3	Provide details of whether the generation facility is expected to serve a “load pocket”, or is likely to be “constrained on” due to transmission constraints.	
3.1.4	Provide details on whether the generation facilities are expected to sign a “must run” contract with the IESO.	

EXHIBIT LIST

Exhibit	Tab	Schedule	Description
A – ADMINISTRATION			
A	1	1	Notice of Proposal
A	2	1	Exhibit List
B – PRE-FILED EVIDENCE			
B	1	1	Cambridge And North Dumfries Hydro Inc. Board of Directors and Officers (Attachment 1.2.1A)
B	2	1	Brant County Power Inc. Board Of Directors (Attachment 1.2.1B)
B	3	1	Cambridge and North Dumfries Hydro Inc. Corporate Entities Relationships Chart (Attachment 1.2.2A)
B	4	1	Brant County Power Inc. Corporate Chart (Attachment 1.2.2B)
B	5	1	Cambridge and North Dumfries Hydro Inc. Service Territory Map (Attachment 1.3.2A)
B	6	1	Brant County Power Inc. Service Territory Map (Attachment 1.3.2B)

ATTACHMENT 1.2.1A – LIST OF OFFICERS AND DIRECTORS OF CAMBRIDGE

Directors

Name	Position
Charles Cipolla	Chair
Steven McCartney	Vice Chair
Martyn Champ	Director
Doug Craig	Director
Anita Davis	Director
Rob Deutschmann	Director
Derek Hamilton	Director
John Keating	Director
Ian Miles	Director
Peter Ferraro	Director

Officers

Name	Position
Ian Miles	President & CEO
Sarah Hughes	Chief Financial Officer

**ATTACHMENT 1.2.1B – LIST OF OFFICERS AND DIRECTORS OF BRANT
POWER**

Directors

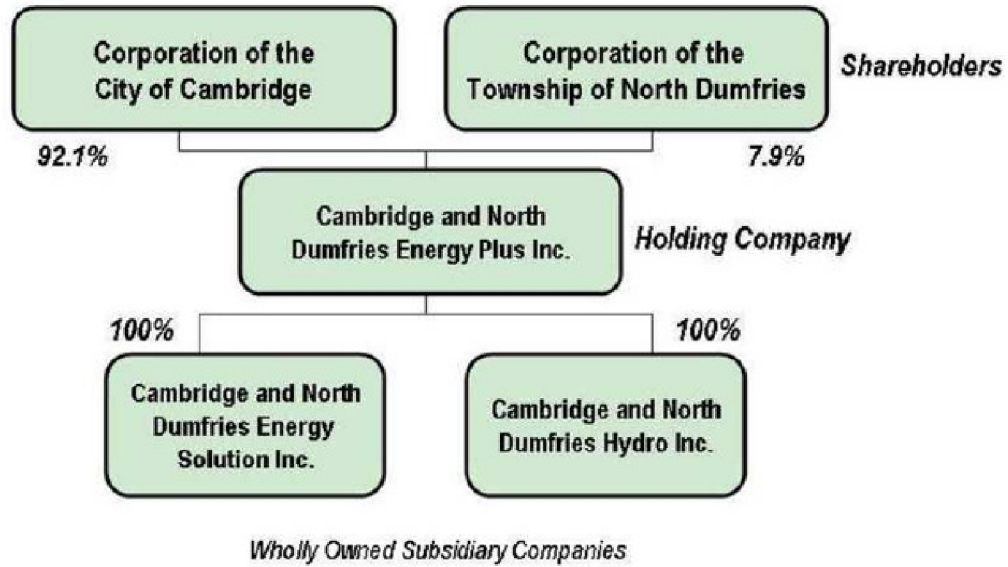
Name	Position
Randy Wilson	Chair
Sandra Vos	Vice-Chair
Ron Eddy	Member
Cliff Atfield	Member
Trevor Carre	Member
Jim Steele	Member
John Bell	Member

Officers

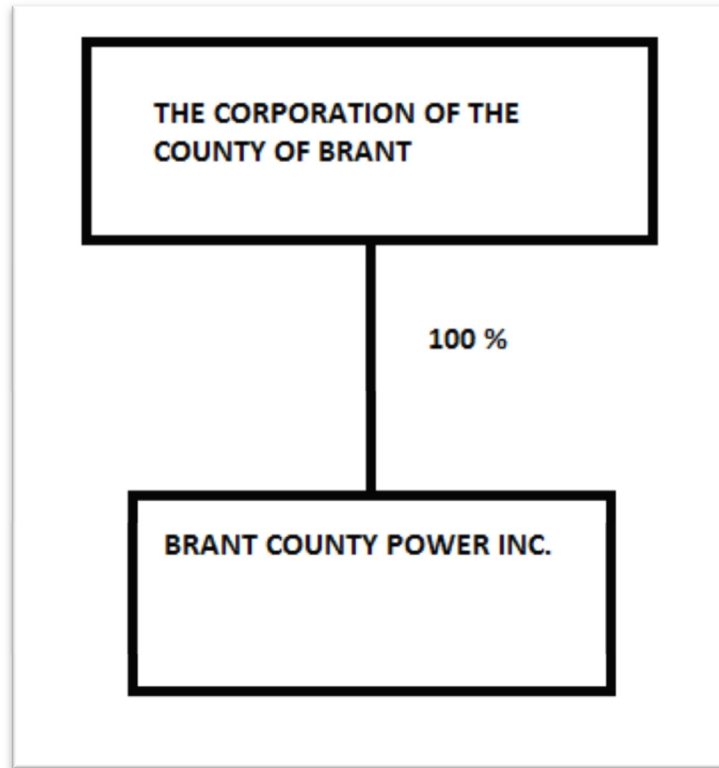
Name	Position
Ed Glasbergen	CEO
Ian McKenzie	Directory of Regulatory Affairs & CFO
Michael Desroches	Director of Operations
Tina Smith	Director of Customer Service
Wendy Robinson	Marketing Settlement & Compliance Specialist

ATTACHMENT 1.2.2A – CAMBRIDGE CORPORATE CHART

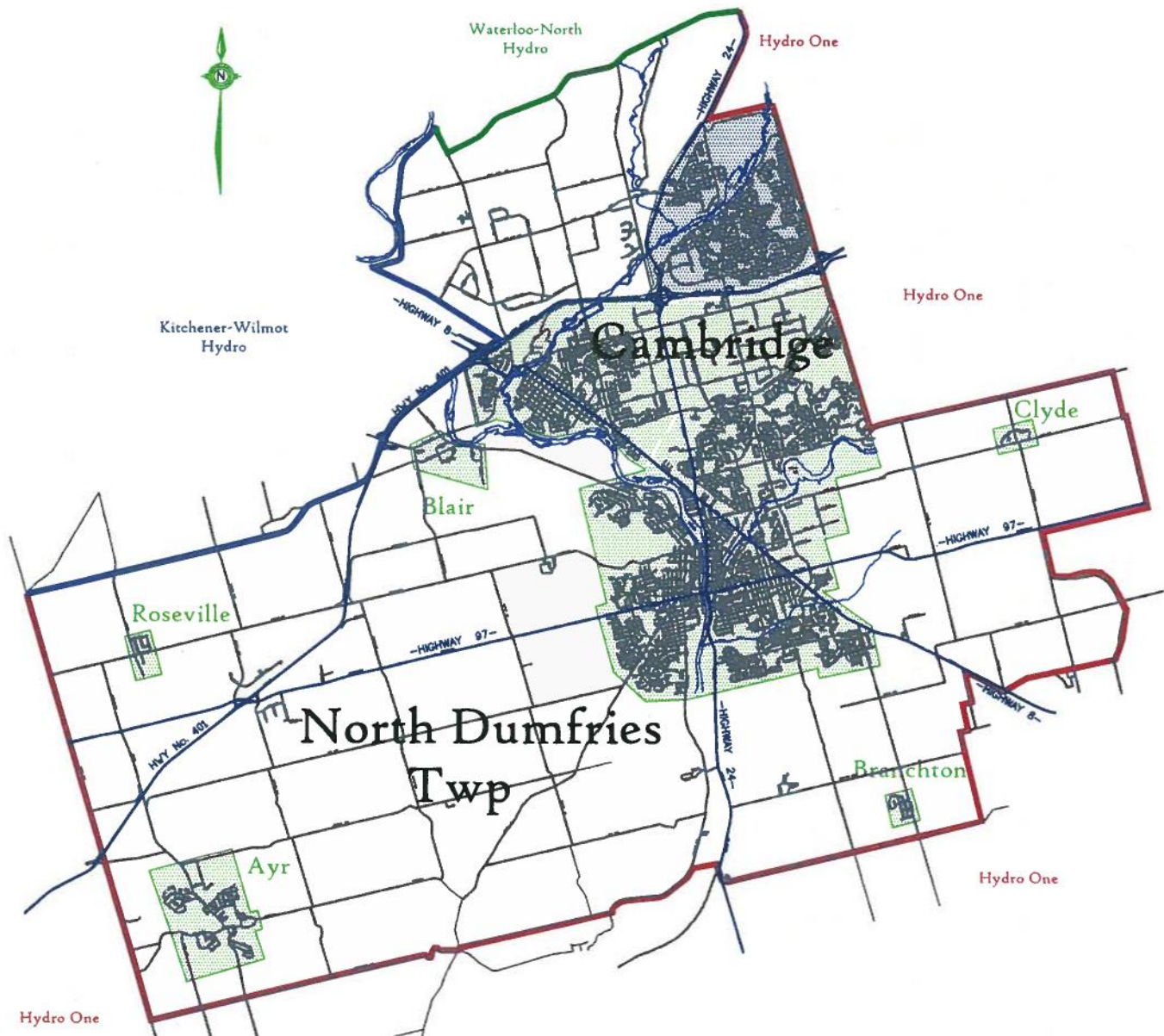
Corporate Entities Relationships Chart



ATTACHMENT 1.2.2B – BRANT POWER CORPORATE CHART



ATTACHMENT 1.3.2A- CAMBRIDGE AND NORTH DUMFRIES HYDRO INC. SERVICE TERRITORY MAP



Energy+

NEIGHBOURING UTILITIES

CAMBRIDGE & NORTH DUMFRIES
HYDRO INC.

CAMBRIDGE AND NORTH
DUMFRIES HYDRO INC.
Telephone: (519) 421-3530

- CAMBRIDGE & NORTH DUMFRIES HYDRO INC. SERVICE TERRITORY
- KITCHENER-WILMOT HYDRO
- WATERLOO-NORTH HYDRO
- HYDRO ONE

Brant County Power Inc.
Service Area: Township

1:500,000
NAD 1983 UTM Zone 17N
Modified, December 05, 2002

BRANT
County Power Inc.
and its subsidiaries

Map showing the Service Area: Township of Brant County Power Inc. The map displays a network of roads, including major highways (e.g., Highway 2, Highway 5, Highway 10) and local roads (e.g., Kings Rd, Powerline Rd, etc.). The map is oriented with North at the top.