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December 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: Applications by Cambridge and North Dumfries Hydro Inc.
("CND") and Brant Country Power Inc. ("BCP")
EB-2014-0217/EB-2014-0223**

We enclose a copy of our clients' Notice of Motion and supporting affidavit requesting a variation of the Board's October 30, 2014 Decision and Order.

An electronic version of this letter is being filed through the Board's RESS portal. The requisite number of paper copies will follow by mail.

Yours truly,



Glenn Zacher

GZ/sc
Encl.

cc: Board Staff
Mark Rodger, Counsel for Brant County Power
Brian D'Amboise, Brantford Power Inc.
Sarah Hughes, Cambridge and North Dumfries Hydro Inc.

TORONTO

MONTRÉAL

OTTAWA

CALGARY

VANCOUVER

NEW YORK

LONDON

SYDNEY

ONTARIO ENERGY BOARD

IN THE MATTER OF the *Ontario Energy Board Act*, 1998,
S.O. 1998, c. 15, (Schedule B) (the “Act”);

AND IN THE MATTER OF an application by Cambridge
and North Dumfries Hydro Inc. under section 86(2)(a) of
the Act for leave to purchase all of the issued and
outstanding shares of Brant County Power Inc.;

AND IN THE MATTER OF an application by Cambridge
and North Dumfries Hydro Inc. under section 74 of the
Act seeking an order to amend its electricity distribution
licence;

AND IN THE MATTER OF a request by Brant County
Power Inc. under section 77(5) of the Act seeking

NOTICE OF MOTION

Cambridge and North Dumfries Hydro Inc. (“CND”) will make a motion to the Ontario
Energy Board (the “Board”) on a date and time to be determined by the Board.

PROPOSED METHOD OF HEARING: CND proposes that the motion be heard in
writing.

THE MOTION IS FOR an order of the Board:

1. Varying the Board’s October 30, 2014 Decision and Order (“Decision and Order”) as
follows:

- (1) Cambridge and North Dumfries Hydro Inc. is hereby granted leave to
acquire all of the issued and outstanding shares of Brant County Power Inc.
pursuant to section 86(2)(a) of the Act.
- (2) Cambridge and North Dumfries Hydro Inc. and Brant County Power Inc. are
granted leave to amalgamate pursuant to section 86(1)(c) of the Act.

- (3) (2) The leave granted in paragraphs 1 and 2 shall expire 18 months from the date of this Decision and Order. If the transactions has in paragraphs 1 and 2 have not been completed by that date, a new application will be required in order for the transactions to proceed.
- (4) (3) Cambridge and North Dumfries Hydro Inc. shall promptly notify the Board of the completion of the transactions.
- (5) (4) Once the notice referred to in paragraph 3 4 above has been provided to the Board, the Board will amend the electricity distribution licence of Cambridge and North Dumfries Hydro Inc. (ED-2002-0574) to include the service area formerly served by Brant County Power Inc. and to include Brant County Power Inc.'s CDM targets.
- (6) (5) When the Board makes this licence amendment, it will cancel the electricity distribution licence of Brant County Power Inc. (ED-2002-0522).
- (7) (6) Once the notice referred to in paragraph number 3 above has been provided to the Board, the net metering threshold for the consolidated entity will be 3,574.67 kW.

2. Staying paragraphs 4 and 5 of the Decision and Order, amending CND's distribution license and cancelling Brant County Power Inc.'s ("BCP") distribution license, pending the Board's decision on this motion.

3. Extending, if necessary, the time prescribed by rule 40.03 of the Board's *Rules of Practice and Procedure* for bringing this motion.

THE GROUNDS FOR THE MOTION ARE:

1. CND and BCP are licensed electricity distribution companies. In June 2014 CND and BCP jointly applied to consolidate pursuant to section 86 of the *Ontario Energy Board*

Act, 1998 S.O. 1998, c. 15 ("*OEB Act*") and the Board's merger, acquisition, amalgamation and divestiture procedures.

2. In its Decision and Order, the Board granted CND's and BCP's application to, *inter alia*:

- (a) approve CND's acquisition of all the issued and outstanding shares of BCP (the "Share Acquisition"), which approval would expire 18 months from the date of the Decision and Order; and
- (b) upon completion of the Share Acquisition, amend CND's license to include BCP's service area and cancel BCP's distribution license.

3. On November 28, 2014, CND closed the Share Acquisition.

4. In the course of closing the Share Acquisition, CND determined that it would be premature to cancel BCP's license and amend CND's license to include BCP's service area until the two companies formally amalgamate, which they plan to do later in 2015.

5. In the interim, BCP (as a wholly owned subsidiary of CND) will continue to own its distribution system. Therefore, during this interim period it is necessary for BCP to maintain its distribution license in order to comply with the licensing provisions of section 57 of the *OEB Act*.

6. In the circumstances, CND respectfully requests that the Board vary its Decision and Order to: (i) approve the amalgamation of CND and BCP; and (ii) defer the amendment of CND's license to include BCP's service area and the cancellation of BCP's license until the amalgamation has been completed and CND has provided the requisite notice to the Board. The amalgamation of CND and BCP will be completed by the end of 2015.

7. The requested variation is consistent with and does not alter the purpose and intent of the Board's Decision and Order approving the consolidation of CND and BCP. It simply provides necessary additional authority for CND and BCP to complete their consolidation

and ensures that, in the interim, BCP maintains its distribution license as required by the *OEB Act*. Further, the amalgamation will be completed within the 18 months stipulated by the Board in its Decision and Order.

8. The requested variation to the Board's Decision and Order will not adversely impact CND's or BCP's customers.

9. BCP consents to and supports this motion and the single intervener, Brantford Power Inc., does not oppose this motion.

10. CND relies upon section 81(1)(c) of the *Ontario Energy Board Act*, 1998, S.O. 1998, c. 15 and Rules 7, 40 and 41 of the Board's *Rules of Practice and Procedure*.

THE FOLLOWING DOCUMENTARY EVIDENCE will be relied upon at the hearing of the motion:

- a) Affidavit of Sarah Hughes sworn December 16, 2014;
- b) The record of EB-2014-0217 and EB-2014-0223;
- c) Such further materials as counsel may advise and the Board shall permit.

All of which is respectfully submitted this 16th day of December, 2014.

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AND TO: BRANTFORD POWER INC.
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ONTARIO ENERGY BOARD

IN THE MATTER OF the *Ontario Energy Board Act*, 1998, S.O. 1998, c. 15, (Schedule B) (the "Act");

AND IN THE MATTER OF an application by Cambridge and North Dumfries Hydro Inc. under section 86(2)(a) of the Act for leave to purchase all of the issued and outstanding shares of Brant County Power Inc.;

AND IN THE MATTER OF an application by Cambridge and North Dumfries Hydro Inc. under section 74 of the Act seeking an order to amend its electricity distribution licence;

AND IN THE MATTER OF a request by Brant County Power Inc. under section 77(5) of the Act seeking

AFFIDAVIT OF SARAH HUGHES
(sworn December 16, 2014)

I, Sarah Hughes of the City of Cambridge, Ontario, MAKE OATH AND SAY:

1. I am the Chief Financial Officer of Cambridge and North Dumfries Hydro Inc. ("CND") and have personal knowledge of the facts deposed to herein except where stated to be based on information and belief, in which case I verily believe such information to be true.

1. In June 2014 CND and Brant Count Power Inc. ("BCP") jointly applied to consolidate pursuant to section 86 of the *Ontario Energy Board Act, 1998* ("OEB Act") and the Board's merger, acquisition, amalgamation and divestiture procedures.

2. By Decision and Order dated October 30, 2014, the Board granted CND's and BCP's application to, *inter alia*:

(a) approve CND's acquisition of all the issued and outstanding shares of BCP (the "Share Acquisition"), which approval would expire 18 months from the Decision and Order ; and

- (b) upon completion of the Share Acquisition, amend CND's license to include BCP's service area and cancel BCP's distribution license.

3. Following the Board's Decision and Order, CND proceeded with the Share Acquisition, which it closed on November 28, 2014.

4. In the course of closing the Share Acquisition, CND realized that it would be premature to immediately cancel BCP's license and amend CND's license to include BCP's service area. That is because BCP continues to own its distribution system, albeit as a wholly-owned subsidiary of CND. As such, I understand that under section 57 of the *Ontario Energy Board Act, 1998*, S.O. 1998, c. 15, it is necessary for BCP to maintain its distribution license.

5. CND now plans to formally amalgamate with BCP later in 2015, at which point it will no longer be necessary for BCP to maintain a distribution license and it will be appropriate to cancel BCP's license and amend CND's license to include BCP's service area.

6. In the circumstances, CND respectfully requests that the Board vary its Decision and Order to: (i) approve the amalgamation of CND and BCP; and (ii) defer the amendment of CND's license to include BCP's service area and the cancellation of BCP's license until the amalgamation has been completed and CND has provided the requisite notice to the Board.

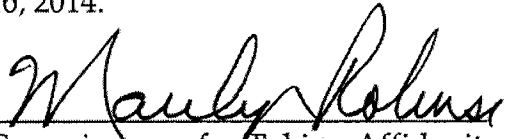
7. As described above, CND and BCP intend to complete their amalgamation by the end of 2015, and CND undertakes to notify the Board in writing immediately following the amalgamation.

8. The requested variation is, in CND's view, consistent with and does not alter the purpose and intent of the Board's Decision and Order approving the consolidation of CND and BCP. It simply provides necessary additional authority for CND and BCP to complete their consolidation by formally amalgamating and, in the interim, remain compliant with the distribution licensing requirements of the *OEB Act*. I confirm that the amalgamation of CND and BCP will be completed in 2015 and, therefore, well within the 18 months stipulated by the Board in its Decision and Order.

9. Furthermore, I confirm that the proposed variation of the Decision and Order will not in any way impact CND's operations and will not adversely affect CND's or BCP's customers. In particular, it will not affect any of the projected customer savings, reliability and service benefits outlined in CND's and BCP's application and supporting evidence.

10. Lastly, I confirm that BCP consents to and supports the proposed motion to vary the Decision and Order. As well, CND notified the single intervenor, Brantford Power Inc. ("Brantford"), of the proposed motion and Brantford has advised that it does not object.

SWORN BEFORE ME at the City of
Cambridge, Ontario, on December
16, 2014.


Commissioner for Taking Affidavits


Sarah Hughes

MARILYN ALICE ROBINSON, a Commissioner, etc.,
Province of Ontario, for Mallow, Miller, Cummins,
Thrasher LLP, Barristers and Solicitors.
Expires October 29, 2016.