

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	File No: (Board Use Only)	
Address of Head Office The names and contact information for the Applicants are provided in Attachment 1.1.1.	Telephone Number	
	Facsimile Number	
	E-mail Address	
Name of Individual to Contact	Telephone Number	
	Facsimile Number	
	E-mail Address	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Applicant	File No: (Board Use Only)	
Address of Head Office The names and contact information for the other parties to the transactions are provided in Attachment 1.1.2.	Telephone Number	
	Facsimile Number	
	E-mail Address	
Name of Individual to Contact	Telephone Number	
	Facsimile Number	
	E-mail Address	

1.2 Relationship between Parties to the Transaction or Project

1.2.1	<p>Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.</p> <p>The officers and directors of each of the Parties are set out in Attachment 1.2.1.</p> <p>The Shareholders of the Parties are as follows:</p> <ul style="list-style-type: none"> • Enersource Hydro Mississauga Inc. (“Enersource”) is wholly owned by Enersource Corporation, which in turn is owned by The Corporation of the City of Mississauga (90%) and BPC Energy Corporation (10%). • Horizon Utilities Corporation (“Horizon Utilities”) is wholly owned by Horizon Holdings Inc., which in turn is owned by The Corporation of the City of Hamilton (78.9%) and The Corporation of the City of St. Catharines (21.1%). • PowerStream Inc. (“PowerStream”) is wholly owned by PowerStream Holdings Inc., which in turn is owned by Barrie Hydro Holdings Inc. (20.5%), a wholly owned subsidiary of The Corporation of the City of Barrie; Markham Enterprises Corporation (34.2%), a wholly owned subsidiary of The Corporation of the City of Markham; and Vaughan 	
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	<p>Holdings Inc. (45.3%), wholly owned subsidiary of The Corporation of the City of Vaughan</p> <ul style="list-style-type: none"> Hydro One Brampton Networks Inc. (“HOBNI”) is wholly owned by Brampton Distribution Holdco Inc., which in turn is wholly owned by Her Majesty the Queen in right of Ontario, as represented by the Minister of Energy. 	
1.2.2	<p>Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates.</p> <p>The required corporate charts are set out in Attachments 1.2.2</p>	

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>Enersource Hydro Mississauga Inc.</p> <p>Enersource owns and is responsible for the operation, maintenance and management of the assets associated with the distribution of electrical power in the City of Mississauga. Its service territory is specified in Distribution Licence ED-2003-0017, a copy of which is available on the Board’s website. Enersource serves approximately 201,000 customers.</p> <p>Enersource is, at the date of this Notice, a wholly-owned subsidiary of Enersource Corporation, a holding company, itself owned by the City of Mississauga (90%) and BPC Energy Corporation (10%). BPC is an indirectly owned subsidiary of OMERS Administration Corporation, the administrator of the Ontario Municipal Employees Retirement System (“OMERS”).</p> <p>Enersource has no Electricity Sector Affiliates as defined in this Notice.</p> <p>Horizon Utilities Corporation</p> <p>Horizon Utilities owns and is responsible for the operation, maintenance and management of the assets associated with the distribution of electrical power in the cities of Hamilton and St. Catharines. Its service territory is specified in Distribution Licence ED-2006-0031, a copy of which is available on the Board’s website. Horizon Utilities serves approximately 242,000 customers.</p>	
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Horizon Utilities is, at the date of this Notice, a wholly-owned subsidiary of Horizon Holdings Inc., a holding company, itself owned by Hamilton Utilities Corporation (78.9%) and St. Catharines Hydro Inc. (21.1%). Hamilton Utilities Corporation is a wholly owned subsidiary of the City of Hamilton, and St. Catharines Hydro Inc. is a wholly owned subsidiary of the City of St. Catharines.

Horizon Utilities is the General Partner in Solar Sunbelt General Partnership (“Solar Sunbelt GP”), which holds OEB Generator Licence No. EG-2012-0259. Solar Sunbelt GP was established to undertake a solar generation business to develop, construct, own, finance and operate rooftop solar photovoltaic generation equipment (“Solar PV Property”). The electricity generated by the Solar PV Property is sold to the Independent Electricity System Operator (“IESO”) under its Feed-in-Tariff long-term power purchase agreements. Horizon Utilities is the managing partner of the Solar Sunbelt GP.

The Electricity Sector Affiliates in Horizon Utilities’ corporate family are:

- **Horizon Energy Solutions Inc. (“HESI”)**

HESI is a developer of renewable energy projects across Ontario and provides a suite of energy management, metering, sub-metering and conservation services to commercial clients and local distribution companies. HESI is wholly owned by Horizon Holdings Inc.

- **Hamilton Renewable Power Incorporated (“HRPI”)**

HRPI was incorporated by the City of Hamilton in 2005 to carry out the construction, operation and maintenance of a 1.6MW cogeneration facility as a source of renewable power. HRPI is wholly owned by the City of Hamilton. HRPI operates under OEB generation licence: EG-2006-0059.

- **Hamilton Community Energy Inc. (“HCE”)**

HCE (formerly Hamilton Hydro Services Inc.) generates power within the City of Hamilton from natural gas. HCE is wholly owned by Hamilton Utilities Corp. which is wholly owned by the City of Hamilton. HCE operates under OEB generation licence: EG-2002-0383.

PowerStream Inc.

PowerStream owns and is responsible for the operation, maintenance and management of the assets associated with the distribution of electrical power in the municipalities of Alliston, Aurora, Barrie, Beeton, Bradford West Gwillimbury, Markham, Penetanguishene, Richmond Hill, Thornton, Tottenham and Vaughan, as well as Collingwood, Stayner, Creemore and Thornbury through its strategic partnership with Collus PowerStream. Its service territory is specified in Distribution Licence ED-2004-0420, a copy of

which is available on the Board's website. PowerStream serves approximately 356,000 customers.

PowerStream owns a 50% interest in Collus PowerStream Utility Services Corp., a holding company that wholly owns, among other corporations, Collus PowerStream Corp., the licensed electricity distributor that owns and is responsible for the operation, maintenance and management of the assets associated with the distribution of electrical power and energy in the Town of Collingwood. Collus PowerStream's service territory is specified in Distribution Licence ED-2002-0518, a copy of which is available on the Board's website. Collus PowerStream is not an affiliate of PowerStream, but it is mentioned here as a member of the PowerStream corporate family.

PowerStream is, at the date of this Notice, a wholly-owned subsidiary of PowerStream Holdings Inc., a holding company, itself owned by Barrie Hydro Holdings Inc. (20.5%), Markham Enterprises Corporation (34.2%), and Vaughan Holdings Inc. (45.3%). Barrie Hydro Holdings Inc. is a wholly owned subsidiary of the City of Barrie; Markham Enterprises Corporation is a wholly owned subsidiary of the City of Markham; and Vaughan Holdings Inc. is a wholly owned subsidiary of the City of Vaughan. None of the municipalities or Barrie Hydro Holdings Inc., Markham Enterprises Corporation or Vaughan Holdings Inc. is an affiliate of PowerStream, but they are included here as they are members of the broader PowerStream corporate family.

PowerStream Solar ("PS Solar") is a separate non-regulated business unit within PowerStream which owns and operates a portfolio of rooftop solar generation facilities.

The Electricity Sector Affiliate in PowerStream's corporate family is:

- **PowerStream Energy Services Inc.**

PowerStream Energy Services Inc. ("PESI") is a wholly owned subsidiary of PowerStream that provides unit sub-metering services to condominium owners within the Province of Ontario pursuant to OEB Unit Sub-Metering Licence ES-2013-0285.

Hydro One Brampton Networks Inc.

Hydro One Brampton Networks Inc. ("HOBNI") owns and is responsible for the operation, maintenance and management of the assets associated with the distribution of electricity in the City of Brampton. Its service territory is specified in Distribution Licence ED-2003-0038, a copy of which is available on the Board's website. HOBNI serves over 149,000 customers.

HOBNI is, at the date of this Notice, a wholly-owned subsidiary of Brampton

Distribution Holdco Inc., which is 100% owned by the Province of Ontario.

Other Electricity Sector Affiliates in HOBNI's corporate family include the following corporations, all of which are owned either directly by the Province of Ontario (in the case of Ontario Power Generation Inc.) or are subsidiaries of Hydro One Limited (in which the Province of Ontario owns an interest of approximately 70.1%):

- **Hydro One Networks Inc. ("Hydro One")**

Hydro One is the largest transmitter and distributor of electricity in Ontario. Hydro One's distribution company serves approximately 1.2MM customers. Customers include local distribution companies, customers with load exceeding 5 MW, and rural and urban customers. Distribution assets as at December 31, 2013, had a net book value of \$5.6B. Hydro One owns and is responsible for the operation, maintenance and management of the assets associated with the distribution of electrical power and energy within its service territory, as specified in Distribution Licence ED-2003-0043, a copy of which is available on the Board's website. Hydro One also has a regulated transmission business owning 97% of transmission in Ontario with almost 30,000 km of high-voltage transmission lines.

- **Haldimand County Hydro Inc.**

Haldimand County Hydro Inc. owns and is responsible for the operation, maintenance and management of the assets associated with the distribution of electrical power and energy for approximately 21,323 customers in the municipal boundary of Haldimand County as specified in Distribution Licence ED-2002-0539, a copy of which is available on the OEB's website. Hydro One acquired all issued and outstanding shares of Haldimand County Utilities Inc., the parent corporation of Haldimand County Hydro Inc., as approved by the OEB in EB-2014-0244.

- **Woodstock Hydro Services Inc.**

Woodstock Hydro Services Inc. owns and is responsible for the operation, maintenance and management of the assets associated with the distribution of electrical power and energy for approximately 15,745 customers in both urban and rural areas in the City of Woodstock as specified in Distribution Licence ED-2003-0011, a copy of which is available on the OEB's website. Hydro One acquired all issued and outstanding shares of Woodstock Hydro Holdings Inc., the parent corporation of Woodstock Hydro Services Inc., as approved by the OEB in EB-2014-0213.

	<ul style="list-style-type: none"> • Hydro One Remote Communities Inc. <p>Hydro One Remote Communities Inc. operates a small, regulated generation and distribution system serving remote communities across Northern Ontario that are not connected to Ontario’s electricity grid. Hydro One Remote Communities Inc. holds Distribution Licence ED-2003-0037 and Generator Licence EG-2003-0138, copies of which are available on the OEB’s website.</p> <ul style="list-style-type: none"> • Ontario Power Generation Inc. <p>Ontario Power Generation Inc. (“OPG”) is wholly owned by the Province of Ontario and produces over one-half of the electricity used in Ontario. The generation facilities in respect of which OPG is licensed as an owner and/or operator are set out in Generator Licence EG-2003-0104, a copy of which is available on the OEB’s website.</p> <ul style="list-style-type: none"> • B2M Limited Partnership <p>B2M Limited Partnership is Hydro One’s partnership with the Saugeen Ojibway Nation with respect to the Bruce-to-Milton transmission line. B2M Limited Partnership owns the high-voltage transmission lines and related equipment, such as the steel support structures, conductors and foundations, while Hydro One owns the transmission stations that connect to the lines. Hydro One maintains and operates the Bruce-to-Milton line. It also owns the general partner of B2M Limited Partnership, and has a 66% economic interest in the partnership.</p> <p>Note that none of these entities will be affiliated with HOBNI upon completion of the proposed transaction.</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>The geographic territory for each of the Parties is described in detail in the above referenced Distribution Licences. Maps of each of the four service areas are provided in a series of attachments as follows:</p> <ul style="list-style-type: none"> Attachment 1.3.2.1 – Enersource Map of Service Area Attachment 1.3.2.2 – Horizon Utilities Map of Service Area Attachment 1.3.2.3 – PowerStream Map of Service Area Attachment 1.3.2.4 – HOBNI Map of Service Area <p>In general terms, as indicated in section 1.3.1 above, Enersource distributes electrical power in the City of Mississauga; Horizon Utilities distributes</p>	

	<p>electrical power in the City of Hamilton and the City of St. Catharines; PowerStream distributes electrical power in the municipalities of Alliston, Aurora, Barrie, Beeton, Bradford West Gwillimbury, Markham, Penetanguishene, Richmond Hill, Thornton, Tottenham and Vaughan; and HOBNI distributes electrical power in the City of Brampton.</p> <p>With respect to the Parties' Electricity Sector Affiliates involved in the distribution of electricity, those distributors' service areas are set out in the OEB Distributor Licences mentioned in section 1.3.1, above.</p> <p>PS Solar (which, as noted previously, is a separate non-regulated business unit within PowerStream) generates electricity through rooftop solar facilities in various locations across Ontario.</p> <p>PESI is licensed to carry on unit sub-metering activities across Ontario, and currently carries on those activities in the greater Toronto area.</p> <p>OPG owns and/or operates generation facilities across Ontario, as indicated in its OEB Generator Licence.</p> <p>HESI is authorized by the IESO to provide Meter Service Provider ("MSP") services.</p> <p>HRPI is licenced by the OEB to generate power in Ontario.</p> <p>HCE (Formerly Hamilton Hydro Services Inc.) holds an OEB licence to generate electricity. This licence is in the name of Hamilton Hydro Services Inc., its predecessor company. Its Generator Licence authorizes it in respect of one facility in Hamilton, Ontario.</p>	
1.3.3	<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>Solar Sunbelt GP operates a portfolio of commercial rooftop solar projects, the output from which is sold to the IESO under its Feed-in-Tariff long-term power purchase agreements. In 2015, Solar Sunbelt GP had revenue of [REDACTED]</p> <p>In 2015 HRPI had annual sales of [REDACTED]. The output is sold to the IESO under its Feed-in-Tariff long-term power purchase agreements</p> <p>In 2015 HCE had annual sales of [REDACTED]. The output is sold to the IESO under its Feed-in-Tariff long-term power purchase agreements.</p>	

	<p>For PS Solar, in 2015, the most recent fiscal year, the annual sales from its portfolio of commercial rooftop solar projects, the output from which is sold to the IESO under its Feed-in-Tariff long-term power purchase agreements, were [REDACTED]</p> <p>In 2014, OPG's revenues were \$4,963MM and its electricity production was 82.2 TWh. (Source: OPG 2014 Annual Report, available at: http://www.opg.com/news-and-media/Reports/2014AnnualReport.pdf)</p>	
<p>1.3.4</p>	<p>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> <p>Enersource: Distribution Licence ED-2003-0017 Horizon Utilities: Distribution Licence ED-2006-0031 Hamilton Hydro Services Inc.: Generator Licence EG-2002-0383 Hamilton Renewable Power Inc.: Generator Licence EG-2006-0059 Solar Sunbelt GP: Generator Licence EG-2012-0259 PowerStream: Distributor Licence ED-2004-0420 PowerStream Energy Services Inc.: Unit Sub-Metering Licence ES-2013-0285 HOBNI: Distributor Licence ED-2003-0038 Hydro One Networks Inc.: Distributor Licence ED-2003-0043 Norfolk Power Distribution Inc.: Distributor Licence ED-2002-0521 Haldimand County Hydro Inc.: Distributor Licence ED-2002-0539 Woodstock Hydro Services Inc.: Distributor Licence ED-2003-0011 Hydro One Remote Communities Inc.: Distributor Licence ED-2003-0037 Hydro One Remote Communities Inc.: Generator Licence EG-2003-0138 OPG: Generator Licence EG 2003-0104</p>	

1.4 Current Competitive Characteristics of the Market

<p>1.4.1</p>	<p>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> <p>Solar Sunbelt GP's portfolio has a nameplate capacity of [REDACTED].</p>	
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	<p>HRPI has a generation portfolio with nameplate capacity of [REDACTED].</p> <p>HCE has a generation portfolio with nameplate capacity of [REDACTED].</p> <p>PowerStream, through its PS Solar division, owns and operates [REDACTED] solar PV facilities located in Ontario. The total generation capacity of the PS Solar portfolio is [REDACTED].</p> <p>As of December 31, 2015, OPG had an in-service capacity of approximately 17,055 MW (Source: http://www.opg.com/about/Pages/about.aspx)</p>	
1.4.2	<p>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> <p>In 2015, the most recent year for which this information is available, the total annual electricity consumption in Ontario was 137 TWh. (Source: IESO Demand Overview, available at: http://www.ieso.ca/Pages/Power-Data/Demand.aspx)</p> <p>Solar Sunbelt GP are forecasted to produce approximately [REDACTED] per year prior to the completion of the transaction. This production forecast represents significantly less than 1% of the total Ontario Annual Primary Demand.</p> <p>In 2015 HRPI had generation output of [REDACTED] which represents significantly less than 1% of the total Ontario Annual Primary Demand.</p> <p>In 2015 HCE had generation output of [REDACTED] which represents significantly less than 1% of the total Ontario Annual Primary Demand.</p> <p>In 2015, PS Solar generated [REDACTED] This production represents significantly less than 1% of the total Ontario Annual Primary Demand. HOBNI does not carry on generation activities.</p> <p>OPG produced 82.2 TWh of electricity in 2014, representing over 50% of the 139.8 TWh of total annual Ontario energy demand for 2014.</p>	

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

<p>1.5.1</p>	<p>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> <p>The Parties are proposing a series of transactions that will result in the following:</p> <ul style="list-style-type: none"> • The amalgamation of Enersource, Horizon Utilities, and PowerStream, and (while beyond the scope of this Application) the amalgamations of the non-regulated business activities of PowerStream Holdings Inc., Enersource Corporation, and Horizon Holdings Inc.; and • An acquisition by the amalgamated distributors (Enersource, Horizon Utilities, and PowerStream) of HOBNI for gross proceeds of \$607MM, net of any purchase price adjustments as defined in the corresponding Share Purchase Agreement. <p>These transactions will consolidate the distribution businesses of Enersource, Horizon Utilities, PowerStream, and HOBNI into a single distributor, referred to as LDC Co. OEB approval of these transactions has been sought by way of an application filed with the OEB on April 15, 2016 (OEB File No. EB-2016-0025).</p> <p>LDC Co will be a limited partner in a limited partnership that will own and operate the solar generation assets.</p> <p>There will be no new transmission or distribution systems or generation facilities as a result of this transaction, as this is strictly a consolidation of four existing distributors and certain related existing generation assets.</p> <p>For the OEB's Assistance, the Parties have provided a chart illustrating the proposed post-transaction structure, including the location of the solar generation assets, as Attachment 1.5.1.</p>	
<p>1.5.2</p>	<p>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.</p> <p>Please see s.1.4.1 above.</p> <p>There will be no cumulative change in generation capacity in the Province of Ontario as this is strictly a consolidation of four existing distributors and certain related existing generation assets.</p>	

	As noted above, upon completion of the proposed transaction, HOBNI will no longer be affiliated with OPG or with any of the distribution or generation assets of Hydro One Limited.	
1.5.3	<p>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</p> <p>Please see the response provided in Section 1.4.2. There will be no cumulative change in generation market share within the Province of Ontario as this is strictly a consolidation of four existing distributors and certain related existing generation assets.</p>	
1.5.4	<p>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.</p> <p>This transaction will not have any impact on competition. It involves a consolidation of existing electricity distributors, certain of which carry on renewable generation activities. The transaction will have no impact on open access to the transmission or distribution system and as a result will have no impact on competition or customer choice.</p>	
1.5.5	<p>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.</p> <p>The Parties confirm that the proposed transaction will not have an impact on open access to the transmission or distribution systems of the Parties or their affiliates.</p>	

1.6 Other Information

1.6.1	<p>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.</p> <p>Once the consolidation is completed and the businesses are integrated, LDC Co is expected to be compliant with all applicable OEB Codes; Conditions of Licence; IESO Market Rules; and statutes and regulations.</p>	
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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

2.1.1	<p>Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.</p> <p>The generation output will continue to be sold to the IESO pursuant to existing feed-in-tariff contracts.</p>	
2.1.2	<p>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.</p> <p>The fuel source for the Solar Sunbelt GP portfolio is solar. Solar Sunbelt GP's generation uses industry standard technology (solar modules, DC-to-AC inverters, racking systems and performance monitoring systems). Maximum capacity output is █████ MWac. Generators are turned on (inverters synchronized to the grid and generating energy) for approximately 7 to 8 hours per day. Solar generation occurs during peak hours (roughly between 10am and 3pm, depending on time of year). However, the generation hours could range from 0 (on a snowy day) to approximately 15 hours in the middle of summer on a clear day.</p> <p>The primary fuel source for HRPI is methane through a digester gas or landfill gas with a maximum output capacity of █████.</p> <p>The primary fuel source for HCE is natural gas with a maximum output capacity of █████.</p> <p>The fuel source for PS Solar's generation is solar. PowerStream's generation division uses industry standard technology (solar modules, DC-to-AC inverters, racking systems and performance monitoring systems). Maximum capacity output is █████ MWac. Generators are turned on (inverters synchronized to the grid and generating energy) for approximately 7 to 8 hours per day. Solar generation occurs during peak hours (roughly between 10am and 3pm, depending on time of year). However, the generation hours could range from 0 (on a snowy day) to approximately 15 hours in the middle of summer on a clear day.</p>	
2.1.3	<p>Provide details on whether the generation facility is expected to sign a</p>	

	<p>“must run” contract with the IESO.</p> <p>The facilities are operated under FIT contracts and are not “must run” facilities.</p>	
2.1.4	<p>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.</p> <p>The generation facilities are not expected to serve load pockets, nor are they likely to be constrained on due to transmission constraints.</p>	

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.

Not Applicable

2.2.1	<p>Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.</p>	
2.2.2	<p>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.</p>	
2.2.3	<p>Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.</p>	
2.2.4	<p>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.</p>	

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

<p>3.1.1</p>	<p>Provide a description of the transmission or distribution system being acquired or constructed.</p> <p>Please see section 1.5.1, above. The proposed transactions will consolidate the distribution systems of Enersource, Horizon Utilities, PowerStream, and HOBNI into a single distributor, referred to as LDC Co.</p>	
<p>3.1.2</p>	<p>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.</p> <p>The generation facilities owned by the consolidating distributors and (in the case of Horizon Utilities) their affiliates are directly connected to the corresponding distribution systems.</p>	
<p>3.1.3</p>	<p>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.</p> <p>The generation facilities are not expected to serve load pockets, nor are they likely to be constrained on due to transmission constraints.</p>	
<p>3.1.4</p>	<p>Provide details on whether the generation facilities are expected to sign a “must run” contract with the IESO.</p> <p>The facilities are not “must-run” facilities.</p>	

How to Contact the Ontario Energy Board

The Ontario Energy Board is located at:

P.O. Box 2319
2300 Yonge Street, Suite 2701
Toronto, Ontario
M4P 1E4

Telephone:	416-481-1967
Toll Free Number:	1-888-632-6273
Fax:	416-440-7656
Website:	http://www.oeb.gov.on.ca
Board Secretary's e-mail address:	boardsec@oeb.gov.on.ca

ATTACHMENT 1.1.1.

NAMES AND CONTACT INFORMATION FOR THE APPLICANTS

Enersource Hydro Mississauga Inc.:

2185 Derry Road West
Mississauga, Ontario
L5N 7A6

Attention: Gia M. DeJulio, Director, Regulatory Affairs
Tel No.: 905.283.4098
Fax No: 905.566.2737
E-mail: gdejulio@enersource.com

Horizon Utilities Corporation:

55 John Street North
Hamilton, Ontario
L8R 3M8

Attention: Indy J. Butany-DeSouza, Vice President, Regulatory Affairs
Tel No.: 905.317.4765
Fax No: 905-522-0199
E-mail: indy.butany@horizonutilities.com

PowerStream Inc.:

161 Cityview Blvd.
Vaughan, Ontario
L4H 0A9

Attention: Colin Macdonald, Senior Vice President, Regulatory Affairs & Customer Service
Tel No.: 905.532.4649
Fax No: 905.532.4404
E-mail: colin.macdonald@powerstream.ca

ATTACHMENT 1.1.2.

**NAMES AND CONTACT INFORMATION FOR OTHER PARTIES TO THE
TRANSACTION**

Hydro One Brampton Networks Inc.:

175 Sandalwood Parkway West,
Brampton, ON
L7A 1E8

Attention: Dan Gopic, Manager, Regulatory Affairs
Tel No.: 905.452.5517
Fax No: 905.840.1915
E-mail: dgopic@hydroonebrampton.com

Brampton Distribution HoldCo Inc.:

175 Sandalwood Parkway West,
Brampton, ON
L7A 1E8

Attention: Paul Tremblay, Director
Tel No.: 905.452.5500
Fax No: 905.840.0967
E-mail: ptremblay@hydroonebrampton.com

ATTACHMENT 1.2.1.

OFFICERS, DIRECTORS AND SHAREHOLDERS OF EACH OF THE PARTIES

Entity	Directors	Officers	Shareholders
Enersource Hydro Mississauga Inc.	Patrick Quinn, Independent Director James Macumber, Vice President, Asset Management Strategy Christopher Hudson, Vice President, Asset Operations	Patrick Quinn Kimberly Boyle, Vice President, People and Corporate Relations James Macumber, Vice President, Asset Management Strategy Christopher Hudson, Vice President, Asset Operations	Wholly owned by Enersource Corporation, which in turn is owned by The Corporation of the City of Mississauga (90%) and BPC Energy Corporation (10%).
Horizon Utilities Corporation	Robert Cary, Board Chair Margaret T. Nelligan, Chair, HR/Governance Committee Paul Benson, Director John Bergsma, Director Patrick Crowley, Director Rob MacIsaac, Director Joseph Rinaldo, Director Lou Serafini Jr., Director Christa Wessel, Director	Max Cananzi, President and Chief Executive Officer John Basilio, Senior Vice President and Chief Financial Officer Indy Butany- DeSouza, Vice President, Regulatory Affairs Eileen Campbell, Vice President, Customer Services Danielle Diaz, Vice President, Finance Kathy Lerette, Vice President, Utility Operations Brenda Schacht, Vice President, Human Resources Lawrence Wilde, Vice President, General Counsel and Corporate Secretary	Wholly owned by Horizon Holdings Inc., which in turn is owned by The Corporation of the City of Hamilton (78.9%) and The Corporation of the City of St. Catharines (21.1%).

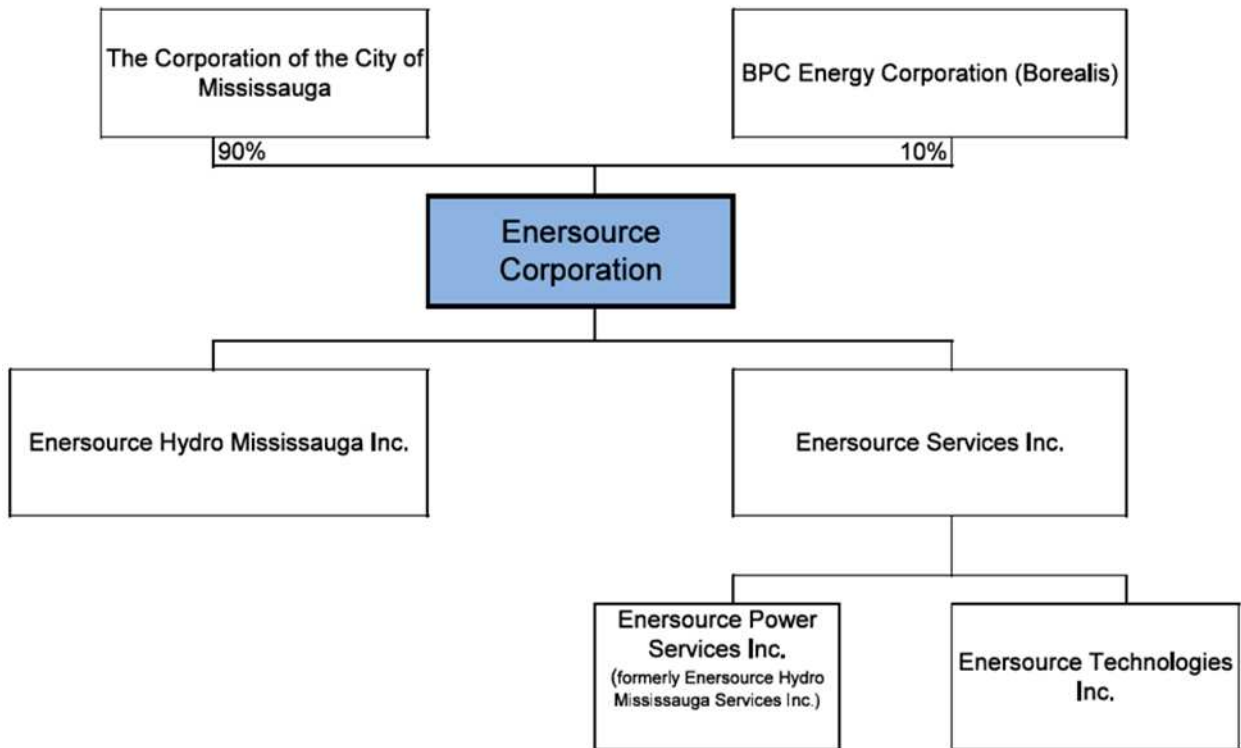
PowerStream Inc.	<p>Frank Scarpitti, Vice-Chair</p> <p>Maurizio Bevilacqua, Chair</p> <p>Rosanna DeFrancesca, Director</p> <p>Michael Di Biase, Director</p> <p>Mario Ferri, Director</p> <p>Dan Horchik, Director</p> <p>Jim Jones, Director</p> <p>Jeff Lehman, Director</p> <p>Joe Li, Director</p> <p>Gino Rosati, Director</p> <p>Ron Stevens, Director</p> <p>Lynn Strachan, Director</p> <p>Sandra Yeung Racco, Director</p>	<p>Brian Bentz, President and Chief Executive Officer</p> <p>Mark Henderson, Executive Vice-President and Chief Operating Officer</p> <p>John Glicksman, Executive Vice-President and Chief Financial Officer</p> <p>Milan Bolkovic, Executive Vice-President Renewable Generation and Conservation</p> <p>Dennis Nolan, Executive Vice-President Corporate Services and Secretary.</p>	<p>Wholly owned by PowerStream Holdings Inc., which in turn is owned by Barrie Hydro Holdings Inc. (20.5%), a wholly owned subsidiary of The Corporation of the City of Barrie; Markham Enterprises Corporation (34.2%), a wholly owned subsidiary of The Corporation of the City of Markham; and Vaughan Holdings Inc. (45.3%), wholly owned subsidiary of The Corporation of the City of Vaughan</p>
Hydro One Brampton Networks Inc.	<p>Serge Imbrogno, Chair, Ministry of Energy</p> <p>Krishnan Iyer, Infrastructure Ontario</p> <p>Carmine Marcello, Independent</p> <p>Tom Moss, Independent</p> <p>Paul Tremblay, Hydro One Brampton Networks Inc.</p> <p>John Wiersma, Independent</p>	<p>Paul Tremblay, President & CEO</p> <p>Marc Villett, Vice President, Finance, Corporate Services and Business Transformation</p>	<p>Wholly owned by Brampton Distribution Holdco Inc., which in turn is wholly owned by Her Majesty the Queen in right of Ontario, as represented by the Minister of Energy.</p>
Brampton Distribution HoldCo Inc.	<p>Serge Imbrogno, Chair, Ministry of Energy</p> <p>Krishnan Iyer,</p>	N/A	<p>Her Majesty the Queen in right of Ontario, as represented by the Minister of Energy</p>

	<p>Infrastructure Ontario</p> <p>Carmine Marcello, Independent</p> <p>Tom Moss, Independent</p> <p>Paul Tremblay, Hydro One Brampton Networks Inc.</p> <p>John Wiersma, Independent</p>		
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ATTACHMENT 1.2.2

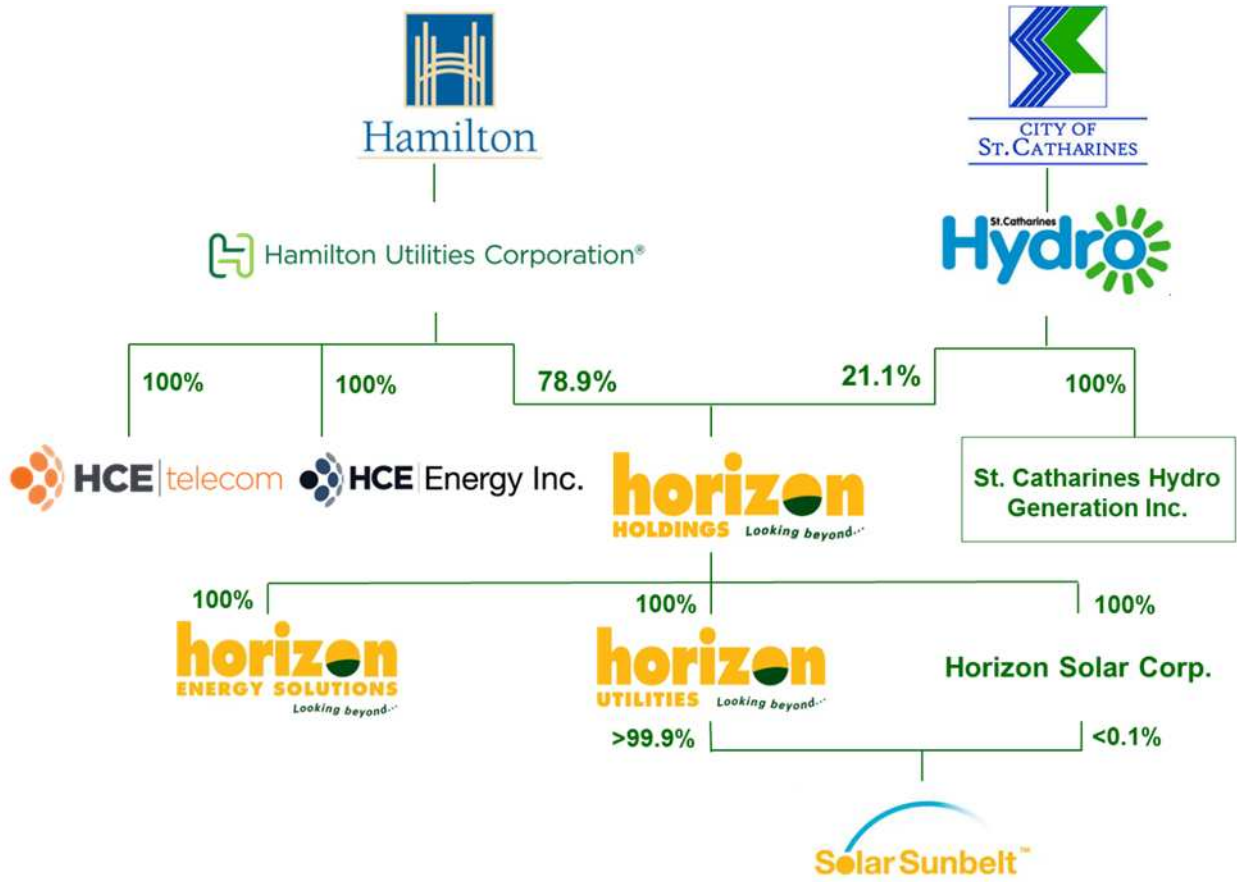
CORPORATE CHARTS DESCRIBING THE RELATIONSHIPS BETWEEN THE PARTIES AND EACH OF THEIR RESPECTIVE AFFILIATES

ENERSOURCE HYDRO MISSISSAUGA INC. CORPORATE CHART AND AFFILIATES



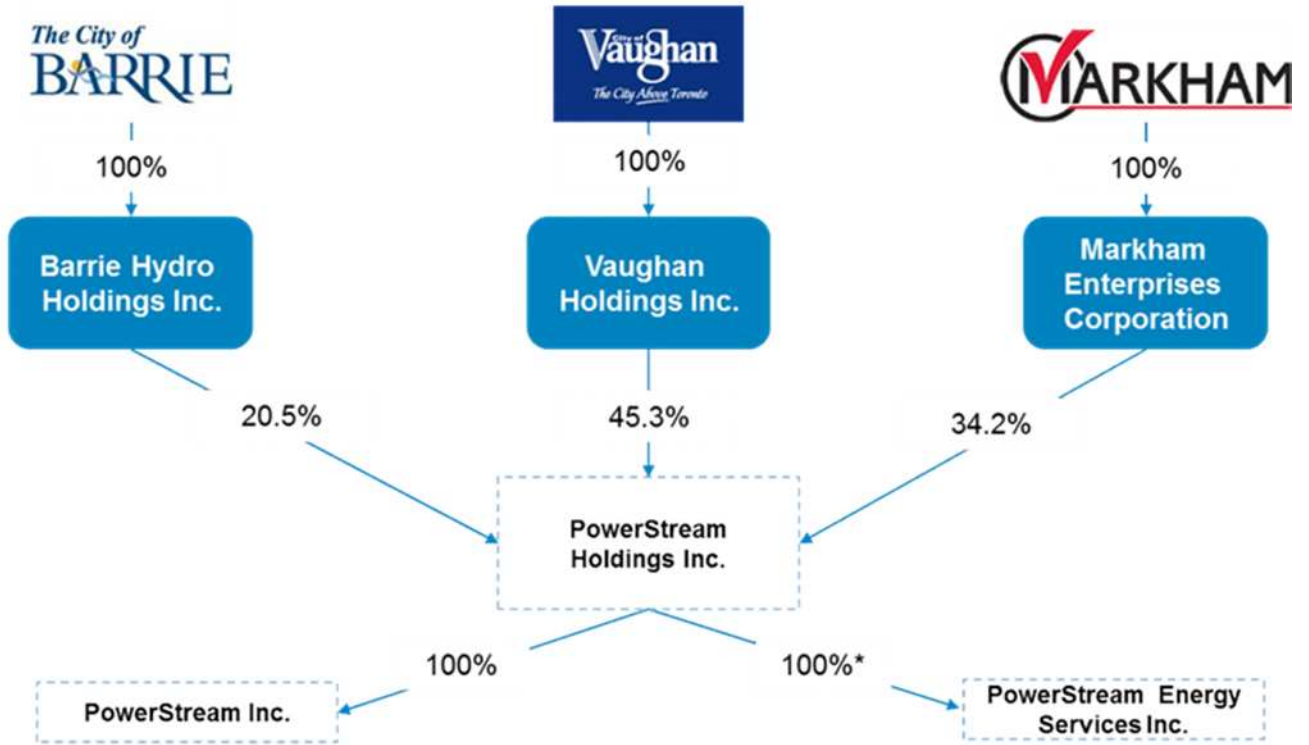
ATTACHMENT 1.2.2

HORIZON UTILITIES CORPORATION CORPORATE CHART AND AFFILIATES



ATTACHMENT 1.2.2

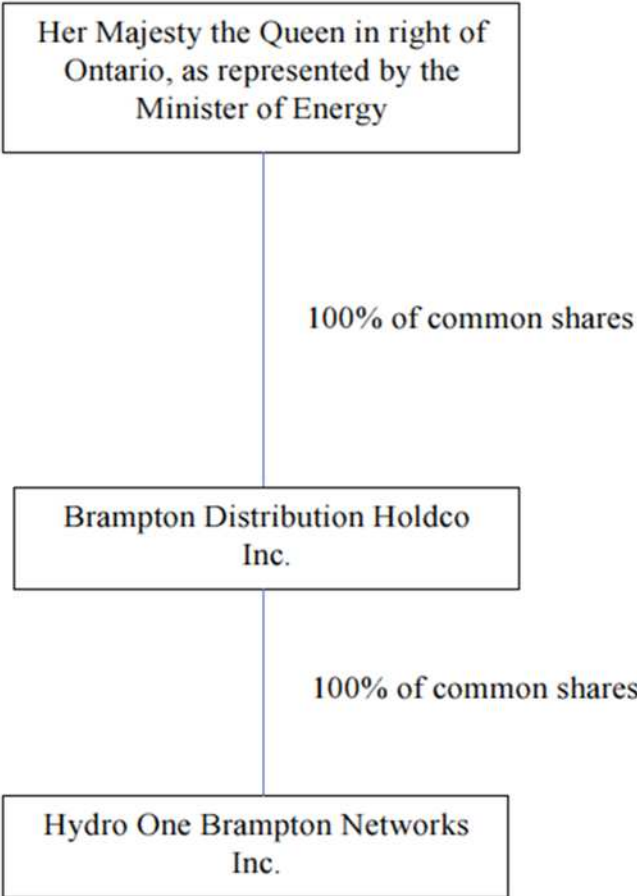
POWERSTREAM INC. CORPORATE CHART AND AFFILIATES



*PowerStream Holdings Inc. owns 100% of voting Common Shares of PowerStream Energy Services Inc.

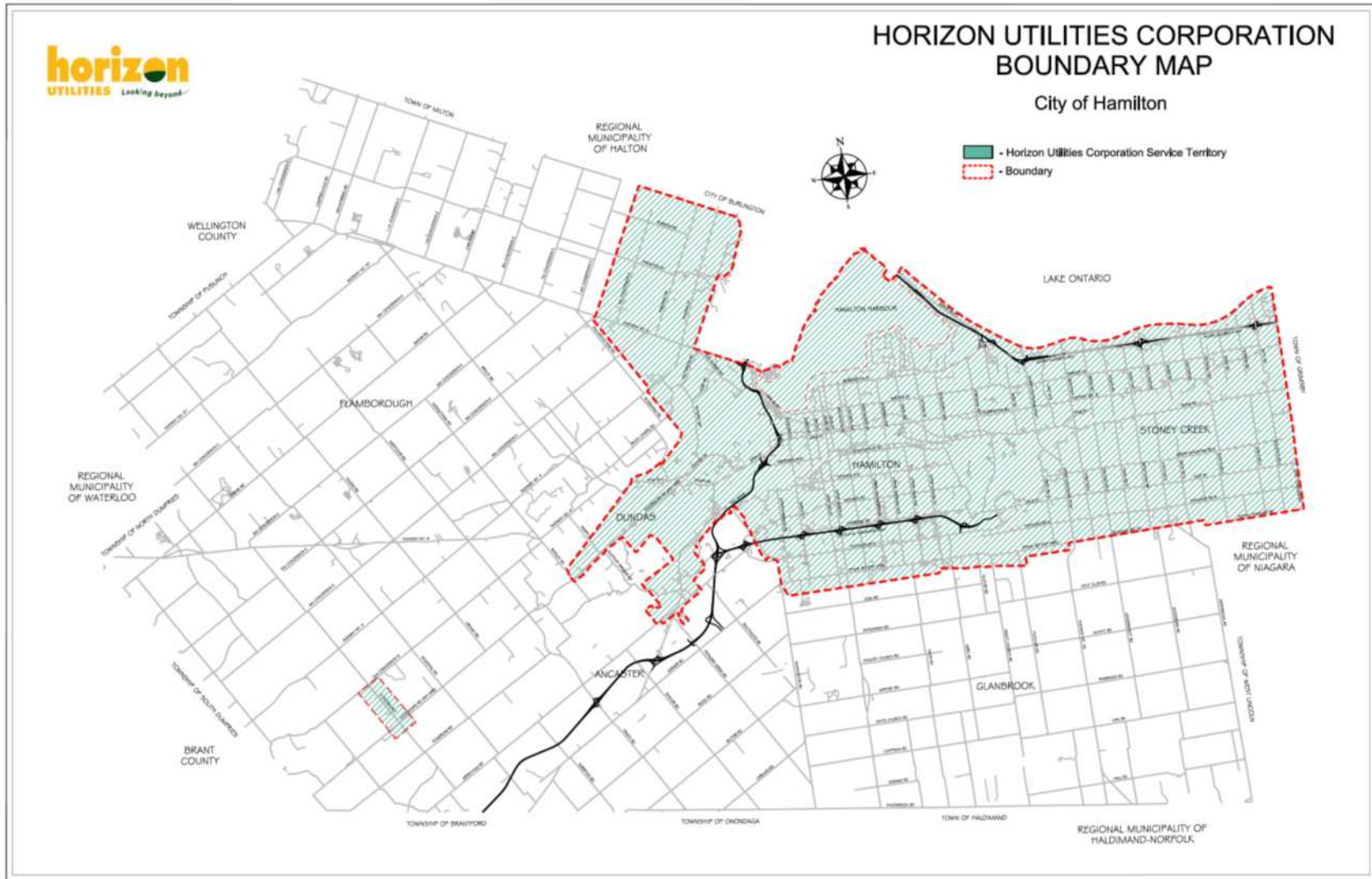
ATTACHMENT 1.2.2

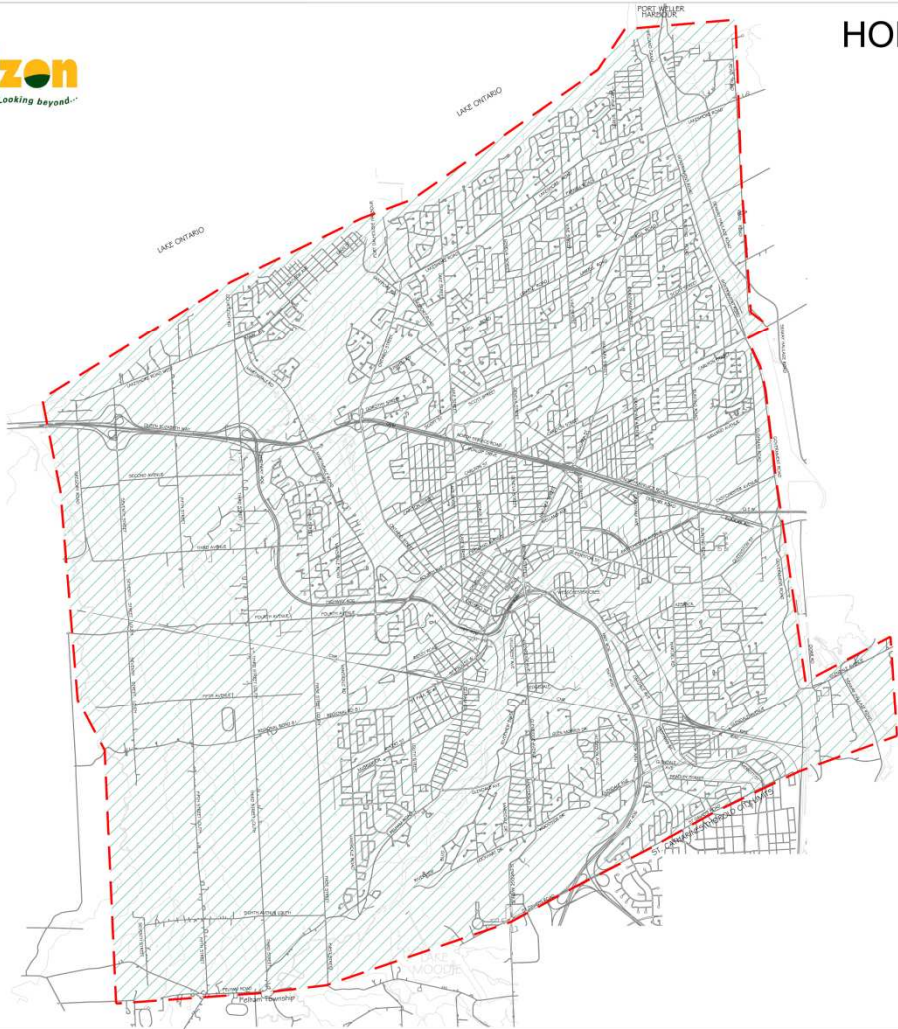
**HYDRO ONE BRAMPTON NETWORKS INC.
CORPORATE CHART AND AFFILIATES**



ATTACHMENT 1.3.2.2

HORIZON UTILITIES MAP OF SERVICE AREA





HORIZON UTILITIES CORPORATION BOUNDARY MAP

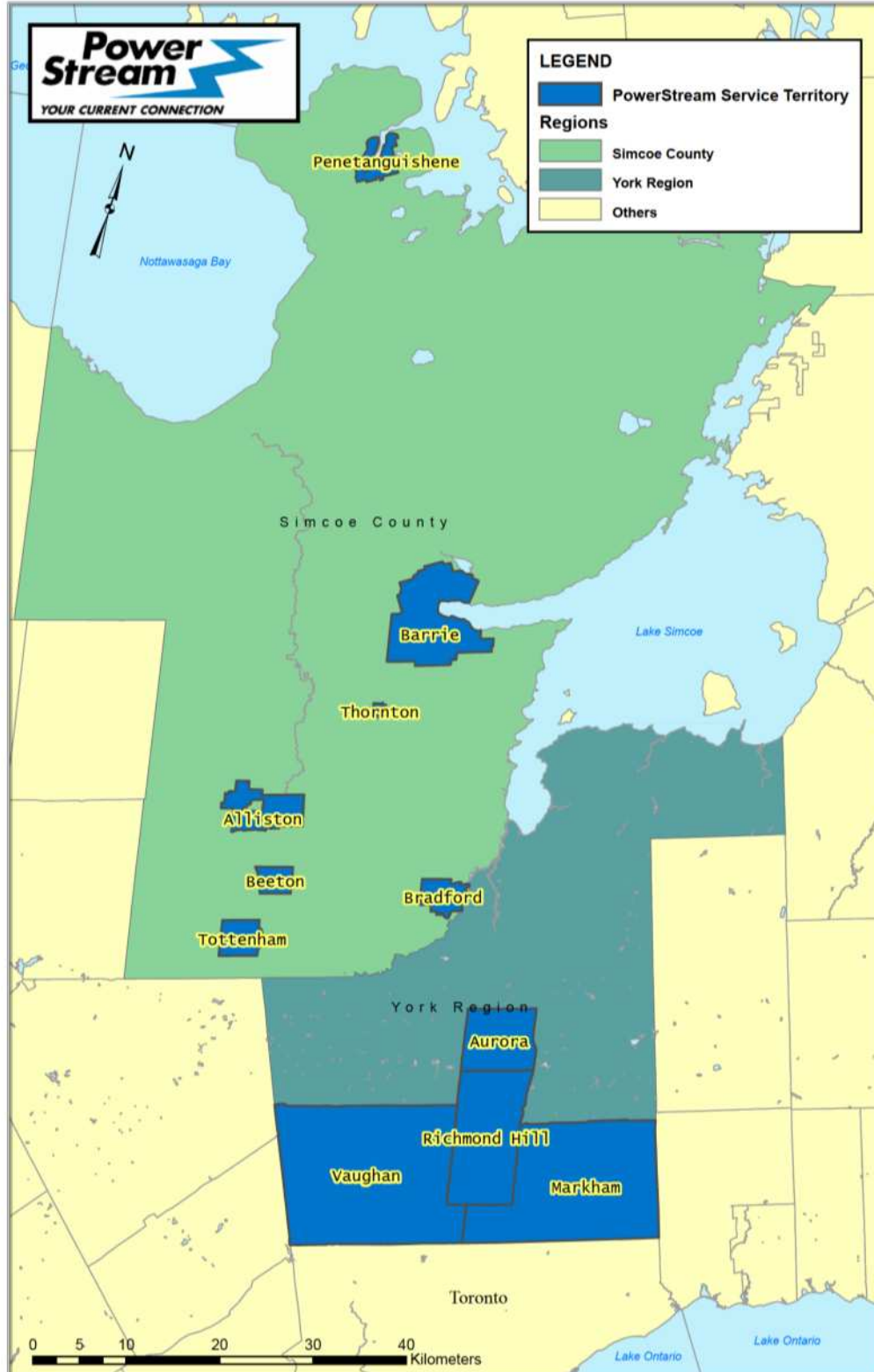
City of St. Catharines

-  - Horizon Utilities Corporation Service Territory
-  - Boundary



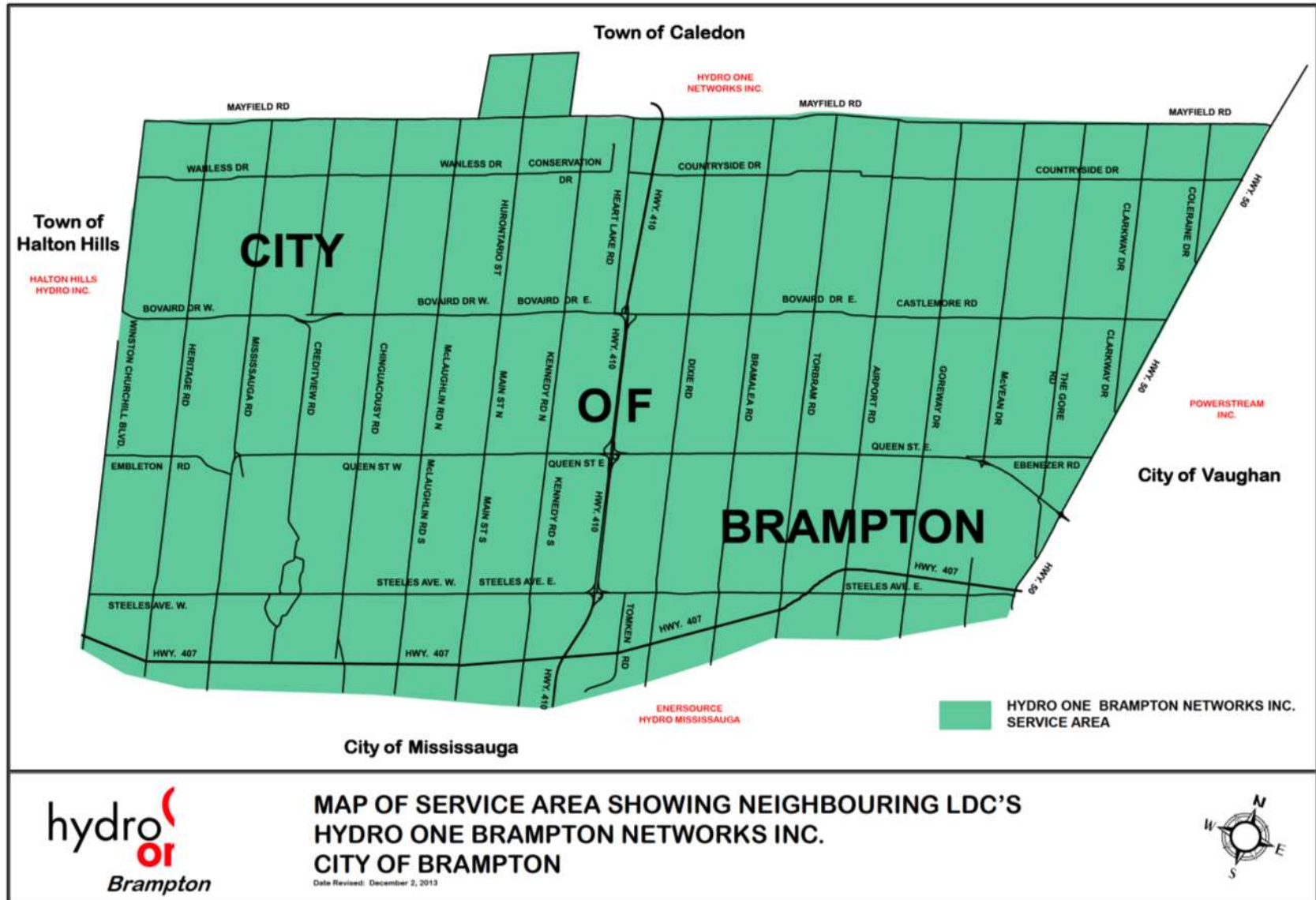
ATTACHMENT 1.3.2.3

POWERSTREAM INC. MAP OF SERVICE AREA



ATTACHMENT 1.3.2.4

HYDRO ONE BRAMPTON NETWORKS INC. MAP OF SERVICE AREA



MAP OF SERVICE AREA SHOWING NEIGHBOURING LDC'S
HYDRO ONE BRAMPTON NETWORKS INC.
CITY OF BRAMPTON

Date Revised: December 2, 2013



ATTACHMENT 1.5.1

**POST-TRANSACTION STRUCTURE
(INCLUDING LOCATION OF THE SOLAR GENERATION ASSETS)**

