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Sent By Electronic Mail and Overnight Courier and Filed Electronically on RESS

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
2300 Yonge Street
27th Floor, P.O. Box 2319
Toronto, ON M4P 1E4

Dear Ms. Walli:

**Request for Intervenor Status – EPCOR Natural Gas Limited Partnership
re Application by Union Gas Limited related to certain Certificates of Public Convenience and
Necessity (EB-2017-0108)**

In accordance with the Board's Notice and Rule 22 of the Board's *Rules of Practice and Procedure*, EPCOR Natural Gas Limited Partnership ("EPCOR") seeks intervenor status in the above proceeding. As described more fully below, EPCOR has a substantial interest in the above proceeding and intends to participate actively and responsibly in the proceeding, including, as necessary, submitting evidence, argument or interrogatories, or by cross-examining witnesses and affiants.

On November 7, 2016, EPCOR entered into an Asset Purchase Agreement with Natural Resource Gas Limited ("NRG") whereby NRG agreed to sell and EPCOR agreed to purchase NRG's natural gas distribution system in its entirety (the "**Transaction**"). NRG is an Ontario corporation and carries on the business of, among other things, selling and distributing natural gas in south-western Ontario, including in the County of Norfolk, the County of Elgin, and the County of Middlesex. The Transaction is the subject of a merger, acquisition, amalgamation and divestiture application which is currently before the Ontario Energy Board (the "**Board**"), Board file number EB-2016-0351 (the "**MAAD application**").

EPCOR's Interest in the Proceeding and Grounds for Intervention

The above application by Union Gas Limited ("**Union**") directly and indirectly impacts NRG's rights and interests, which, upon Board approval of the MAAD application and following the closing of the Transaction, will directly and indirectly impact EPCOR's rights as the future owner and operator of NRG's natural gas distribution system.

Specifically, Union has requested, among other things, that the Board amend two of NRG's Certificates of Public Convenience and Necessity ("**CPCNs**") without NRG's support or consent, which directly impacts NRG's rights and interests, and EPCOR's future rights and interests. Further, Union has requested, among other things, that the Board amend or reissue CPCNs in areas where NRG also owns

and operates natural gas distribution facilities. EPCOR is concerned that Union's application and/or the Board's findings thereto may negatively impact NRG's rights and interests, either directly or indirectly, and therefore, assuming the MAAD application is approved, may negatively impact EPCOR's rights and interests, either directly or indirectly.

Statement of the Nature and Scope of EPCOR's Intended Participation

Until such time as the Board approves the MAAD application and after the closing of the Transaction, EPCOR intends only to monitor the proceeding. However, EPCOR reserves its rights to submit evidence, argument or interrogatories, cross-examine witnesses, and otherwise participate in the hearing as necessary. Further, after the closing of the Transaction, EPCOR reserves its rights to assume NRG's intervenor efforts or otherwise supplant NRG in its role with respect to the above application.

Request for Written Evidence

EPCOR requests one copy of the evidence and submissions of Union and any submissions of any other participants, commenters or intervenors. EPCOR's preference is to receive electronic copies of any such documents.

Costs

EPCOR reserves its right to seek an award of costs.

Contact Information

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With a copy to:

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Please do not hesitate to contact me if you have any questions.

Yours very truly,



Bruce Brandell
Director, Commercial Services

c (email only): Patrick Welsh, Osler, Hoskin & Harcourt LLP
Patrick McMahon, Union Gas