



**EB-2017-0306**

**Enbridge Gas Distribution Inc. and  
Union Gas Limited**

**Application for approval to amalgamate Enbridge Gas  
Distribution Inc. and Union Gas Limited**

**PROCEDURAL ORDER NO. 1**

**December 22, 2017**

Enbridge Gas Distribution Inc. (Enbridge Gas) and Union Gas Limited (Union Gas), jointly referred to as applicants, filed an application dated November 2, 2017 with the Ontario Energy Board (OEB) under section 43(1) of the *Ontario Energy Board Act, 1998*, for approval to effect the amalgamation of Enbridge Gas and Union Gas into a single company referred to as Amalco. The applicants have also requested a deferred rebasing period of 10 years.

The applicants indicated that in preparing the application, they were guided by the OEB's Handbook to Electricity Distributor and Transmitter Consolidations which provides guidance on applications for mergers, acquisitions, amalgamations and divestitures (MAADs) for electricity utilities. The applicants estimate the cumulative benefit to customers of amalgamation to be \$410 million over the deferred rebasing period. The applicants have filed a separate rate setting mechanism application<sup>1</sup> that proposes an annual index mechanism for adjusting annual rates during the 10-year deferred rebasing period.

The OEB issued a Notice of Hearing on December 1, 2017. The last date for intervention was December 20, 2017. The following parties applied for intervenor status:

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<sup>1</sup> EB-2017-0307 filed on November 23, 2017

- Association of Power Producers of Ontario (APPrO)
- Building Owners and Managers Association Toronto (BOMA)
- Canadian Manufacturers and Exporters (CME)
- City of Kitchener (Kitchener)
- Consumers Council of Canada (CCC)
- Energy Probe Research Foundation (Energy Probe)
- Federation of Rental-housing Providers of Ontario (FRPO)
- Independent Electricity System Operator
- Industrial Gas Users Association (IGUA)
- Just Energy Ontario L.P.
- London Property Management Association (LPMA)
- Municipality of Chatham-Kent
- Ontario Association of Physical Plant Administrators (OAPPA)
- Ontario Greenhouse Vegetable Growers (OGVG)
- Ontario Petroleum Institute
- Ontario Power Generation Inc.
- Rover Pipeline LLC
- Six Nations Natural Gas Company Limited
- School Energy Coalition (SEC)
- TransCanada PipeLines Limited
- Unifor
- Vulnerable Energy Consumers Coalition (VECC)

APPrO, BOMA, CME, CCC, Energy Probe, FRPO, IGUA, LPMA, OAPPA, OGVG, SEC and VECC also applied for cost eligibility. No objections were received regarding the requests for intervenor status or cost eligibility.

All parties that requested intervenor status in this proceeding are granted intervenor status. The list of intervenors in this proceeding is attached as Schedule B to this procedural order.

APPrO, BOMA, CME, CCC, Energy Probe, FRPO, IGUA, LPMA, OAPPA, OGVG, SEC and VECC are each eligible to apply for an award of costs under the OEB's *Practice Direction on Cost Awards* (Practice Direction). Cost eligible intervenors should also be aware that the OEB will not generally allow the recovery of costs for the attendance of more than one representative of any party, unless a compelling reason is provided when cost claims are filed.

The OEB also expects that intervenors will combine their interventions with those of similarly interested parties, will co-operate with all other parties to the extent possible

and will be mindful to avoid duplication. The OEB draws the attention of cost eligible intervenors to sections 4.03 and 5.01 (d), (e) and (f) of the Practice Direction. The OEB directs parties to determine at the outset of this proceeding where there is duplication and overlap of the interests represented by each of the cost eligible intervenors and that such intervenors make best efforts to avoid duplication and to maximize cost efficiencies that can be gained by combining interventions.

Enbridge Gas, SEC and CME have filed letters proposing approaches for the review of the current application and of the applicants' separately filed rate setting mechanism application. APPrO has suggested that the OEB should seek submissions from all parties with respect to the procedural steps for reviewing the application.

The OEB has reviewed the letters filed to date and considered the submissions therein but will not seek broad input from all parties on the appropriate procedure for this matter.

### **Expert Evidence**

If OEB staff or any intervenor plans to file expert evidence in this proceeding, they shall file a letter with the OEB describing the nature of the evidence, whether the expert evidence will be commissioned jointly with other intervenors, and the estimated cost. The estimated cost should include an explanation of any assumptions regarding the purpose and scope of the participation of the expert in the proceeding, and should include an estimate of any incremental time that will be spent by counsel or any other consultant(s) in relation to the expert evidence.

After reviewing any such material, the OEB will consider whether and to what extent the evidence is relevant to the proceeding and if so, whether any costs associated with the participation of any expert(s) or the preparation of any expert report(s) will be eligible for cost recovery in accordance with the Practice Direction, to the extent that cost recovery may be sought.

### **Issues List**

A draft issues list as proposed and filed by the applicants has been included as Schedule A to this Procedural Order. An Issues Conference, involving OEB staff, intervenors and the applicants, will be convened to review the draft issues list with the objective of developing a proposed issues list for presentation to the OEB. If necessary, an Issues Day will be convened following the Issues Conference at which time the OEB will hear submissions with respect to any contested issues.

**Technical Conference**

A technical conference will be held to provide for clarification on interrogatory responses as set out in the order below. If parties wish to file specific questions in advance, they may do so.

The applicants have requested a written process for the proceeding. The OEB has not yet determined whether it will proceed by way of a written or oral hearing. This will be determined at a later date.

It is necessary to make provision for the following matters related to this proceeding. The OEB may issue further procedural orders from time to time.

**IT IS THEREFORE ORDERED THAT:**

1. An Issues Conference, involving OEB staff, intervenors and the applicants, will be convened in the OEB's hearing room at 2300 Yonge Street, 25th Floor, Toronto, on **January 15, 2018** at 9:30 a.m. to review the draft issues list (attached as Schedule A) with the objective of developing a proposed issues list for presentation to the OEB. The Issues Conference will not be transcribed. A proposed issues list will be formulated and filed with the OEB at the conclusion of the Issues Conference.
2. If necessary, an Issues Day proceeding will be convened in the OEB's hearing room at 2300 Yonge Street, 25<sup>th</sup> floor, Toronto, on **January 18, 2018** at 9:30 a.m. to hear submissions with respect to any contested issues.
3. OEB staff and intervenors that require information and material from the applicants that is in addition to the evidence filed, and that is relevant to the hearing, shall request it by written interrogatories filed with the OEB and delivered to the applicants and all intervenors by **January 31, 2018**.
4. The applicants shall file with the OEB complete written responses to all interrogatories and serve them on all intervenors by **February 16, 2018**.
5. A transcribed technical conference will be held in the OEB's hearing room at 2300 Yonge Street, 25<sup>th</sup> Floor, Toronto, on **February 21, 2018**, at 9:30 a.m.
6. OEB staff or any party that wishes to file evidence shall, as soon as possible and no later than **February 22, 2018**, inform the OEB by letter of their plans to file expert evidence in this proceeding, the estimated costs including assumptions regarding the participation of the expert in the proceeding and incremental time

that will be spent by counsel or any other consultant(s) in relation to the expert evidence.

7. Any technical conference undertakings shall be filed with the OEB and served on all intervenors by **February 28, 2018**.
8. If the OEB has approved the filing of evidence by OEB staff or any intervenor, that evidence shall be filed with the OEB, and copied to the applicants and other intervenors, by **March 26, 2018**.
9. If any party is seeking information and material with respect to any evidence filed by OEB staff or any intervenor that is in addition to the evidence filed with the OEB, and that is relevant to this proceeding, that information shall be requested by written interrogatories filed with the OEB, and copied to the applicants and other intervenors, by **April 6, 2018**.
10. Any party that receives interrogatories on its evidence shall file with the OEB complete responses to the interrogatories and copy the responses to the applicants and other intervenors by **April 20, 2018**.

All filings to the OEB must quote the file number, **EB-2017-0306** and be made electronically in searchable/unrestricted PDF format through the OEB's web portal at <https://www.pes.ontarioenergyboard.ca/eservice/>. Two paper copies must also be filed. Filings must clearly state the sender's name, postal address and telephone number, fax number and e-mail address. Parties must use the document naming conventions and document submission standards outlined in the RESS Document Guideline found at <http://www.oeb.ca/OEB/Industry>. If the web portal is not available, parties may email their documents to the address below.

All communications should be directed to the attention of the Board Secretary at the address below, and be received no later than 4:45 p.m. on the required date.

With respect to distribution lists for all electronic correspondence and materials related to this proceeding, parties must include the Case Manager, Khalil Viraney at [Khalil.Viraney@oeb.ca](mailto:Khalil.Viraney@oeb.ca) and OEB Counsel, Michael Millar at [Michael.Millar@oeb.ca](mailto:Michael.Millar@oeb.ca) and Ian Richler at [Ian.Richler@oeb.ca](mailto:Ian.Richler@oeb.ca).

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**DATED** at Toronto, December 22, 2017

**ONTARIO ENERGY BOARD**

**By delegation, before: Kristi Sebalj**

*Original signed by*

Kristi Sebalj  
Registrar

**Schedule A**

**Procedural Order No. 1**

**Union Gas Limited and  
Enbridge Gas Distribution Inc.  
Amalgamation Application**

**EB-2017-0306**

**Draft Issues List**

**December 22, 2017**

**DRAFT ISSUES LIST**  
**EB-2017-0306**

**PRICE, COST EFFECTIVENESS AND ECONOMIC EFFICIENCY:**

1. Does the proposed consolidation protect the interests of consumers with respect to price?
2. Have the Applicants clearly identified the specific number of years for which they have chosen to defer the rebasing?
3. If the Applicants have identified a deferred rebasing period greater than five years, have they identified an Earnings Sharing Mechanism (ESM), and does it follow the form set out in the OEB's 2015 Report – Rate-Making Associated with Distributor Consolidation and the OEB's 2016 Handbook to Electricity Distributor and Transmitter Consolidations?
4. Does the ESM, as defined in the application, achieve the objective of protecting customer interests during the deferred rebasing period?

**RELIABILITY AND QUALITY OF GAS SERVICE:**

5. Does the proposed consolidation protect the interests of consumers with respect to adequacy, reliability, and quality of gas service?

**FINANCIAL VIABILITY:**

6. Does the proposed consolidation maintain the financial viability of the consolidated entity in the delivery of the ongoing investment and maintenance of the distribution system?
7. What is the effect of the consolidation on the cost structures of the consolidating distributors?
8. What is the impact of the financing of incremental costs (transaction and integration costs) on the consolidating entities?



**Schedule B**

**Procedural Order No. 1**

**Union Gas Limited and  
Enbridge Gas Distribution Inc.  
Amalgamation Application**

**EB-2017-0306**

**Applicants and List of Intervenors**

**December 22, 2017**

**APPLICANT & LIST OF INTERVENORS**

December 21, 2017

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**APPLICANT**

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**APPLICANT & LIST OF INTERVENORS**

December 21, 2017

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**APPLICANT & LIST OF INTERVENORS**

December 21, 2017

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**APPLICANT & LIST OF INTERVENORS**

December 21, 2017

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**APPLICANT & LIST OF INTERVENORS**

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**APPLICANT & LIST OF INTERVENORS**

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**APPLICANT & LIST OF INTERVENORS**

December 21, 2017

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**APPLICANT & LIST OF INTERVENORS**

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**APPLICANT & LIST OF INTERVENORS**

December 21, 2017

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**APPLICANT & LIST OF INTERVENORS**

December 21, 2017

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**APPLICANT & LIST OF INTERVENORS**

December 21, 2017

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**Vulnerable Energy  
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**APPLICANT & LIST OF INTERVENORS**

December 21, 2017

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