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Energy | de l'énergie
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DECISION AND ORDER

EB-2025-0328

BAMKUSHWADA LIMITED PARTNERSHIP

**Application for leave to acquire up to 20% of voting securities of
Upper Canada Transmission 2, Inc.**

BEFORE: Robert Dodds
Presiding Commissioner

January 29, 2026



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1 OVERVIEW

This Decision and Order addresses the application filed by Bamkushwada Limited Partnership (Bamkushwada LP), pursuant to section 86(2) of the *Ontario Energy Board Act, 1998* (OEB Act), for an order of the Ontario Energy Board (OEB) granting leave to acquire up to 20% of the voting securities of Upper Canada Transmission 2, Inc. (Upper Canada Transmission 2). Bamkushwada LP currently holds 3.5% of the voting securities of Upper Canada Transmission 2.

Upper Canada Transmission 2 is authorized through a transmission licence issued by the OEB to transmit electricity over the East-West Tie line, a 230kV double circuit transmission line running approximately 450 kilometres from Lakehead Transformer Station in Thunder Bay to Wawa Transformer Station (EWT Project).

Bamkushwada LP requested that the OEB make a decision on the application without a hearing pursuant to section 21(4) of the *Ontario Energy Board Act, 1998* (OEB Act).

The OEB determined that the application would be disposed of without a hearing as permitted by section 21(4) of the OEB Act. For the reasons provided below, the OEB approves the application.

2 CONTEXT AND PROCESS

2.1 Legal Context

With respect to the acquisition of share control, section 86 (2) of the OEB Act states that:

- (2) No person, without first obtaining an order from the Board granting leave, shall,*
- (a) acquire such number of voting securities of a transmitter or distributor that together with voting securities already held by such person and one or more affiliates or associates of that person, will in the aggregate exceed 10 per cent of the voting securities of the transmitter or distributor; or*
 - (b) acquire control of any corporation that holds, directly or indirectly, more than 10 per cent of the voting securities of a transmitter or distributor if such voting securities constitute a significant asset of that corporation.*

As Bamkushwada LP is acquiring more than 10% of the voting securities of Upper Canada Transmission 2, approval is required under section 86 (2) (a) of the OEB Act.

Section 21(4)(b) of the OEB Act states: “Despite section 4.1 of the *Statutory Powers Procedure Act*, the Board may, in addition to its power under that section, dispose of a proceeding without a hearing if the Board determines that no person, other than the applicant, appellant or licence holder will be adversely affected in a material way by the outcome of the proceeding and the applicant, appellant or licence holder has consented to disposing of a proceeding without a hearing.”

2.2 Application Process

The OEB received the application filed by Bamkushwada LP on December 8, 2025. An updated application was filed on December 16, 2025.

3 DECISION

A. Request for decision without a hearing

In the application, Bamkushwada LP requested that the OEB make a decision on the application without a hearing pursuant to section 21(4) of the OEB Act based on the following factors:

- No person, other than the applicant, would be adversely affected in a material way by the outcome of the proceeding and the applicant consents to disposing of the proceeding without a hearing.
- Bamkushwada LP's proposed acquisition of additional voting securities in Upper Canada Transmission 2 up to 20% (Proposed Transaction) will not have an adverse impact on ratepayers, or on the price, adequacy, reliability and quality of electricity service.
- the Proposed Transaction has been contemplated since the inception of the EWT Project and is necessary for enabling Indigenous participation in the project.
- The Proposed Transaction was discussed in evidence in both the inaugural 2020 rate application for the EWT Project¹ and the more recent 2023 rate application.² No objections to the Proposed Transaction were raised by the OEB staff or intervenors in those proceeding.

Based on the evidence provided, and as discussed further below in the OEB's consideration of the no harm test, the OEB finds that no person will be adversely affected in a material way by the outcome of this application. The OEB will therefore approve the application without a hearing, pursuant to section 21(4) of the OEB Act.

B. The Proposed Transaction and the no harm test

Parties to the Transaction

Bamkushwada LP is a limited partnership that represents six First Nations: Michipicoten First Nation, Red Rock Indian Band, Biigtigong Nishnaabeg, Pays Plat First Nation,

¹ EB-2020-0150, Exhibit A Tab 6 Schedule 1, pages 1-5

² EB-2023-0298, Exhibit F Tab 1, pages 1-2; EB-2023-0298, Interrogatory Responses to OEB Staff IR #1, OEB Staff IR #47, and VECC IR #6

Netmizaaggamig Nishnaabeg, and Fort William First Nation. The general partner of Bamkushwada LP is Bamkushwada General Partner Inc..

Upper Canada Transmission 2 is the licensed transmitter and operator of the EWT Project.

East-West Tie Limited Partnership (East-West Tie LP) is a limited partnership and its general partner is Upper Canada Transmission 2.

The Proposed Transaction

The Proposed Transaction consists of Bamkushwada LP acquiring an incremental interest in Upper Canada Transmission 2 and East-West Tie LP to a total of 20% of the outstanding voting securities of Upper Canada Transmission 2. Bamkushwada LP is also acquiring a 19.9980% interest in East-West Tie LP partnership units. Bamkushwada LP currently has a 3.5% ownership interest in Upper Canada Transmission 2 and a 3.5036% interest in East-West Tie LP. Bamkushwada LP provided the following two organizational charts to illustrate the ownership structures before and after the Proposed Transaction.

Diagram 1: Current Organizational Chart – Before the Proposed Transaction

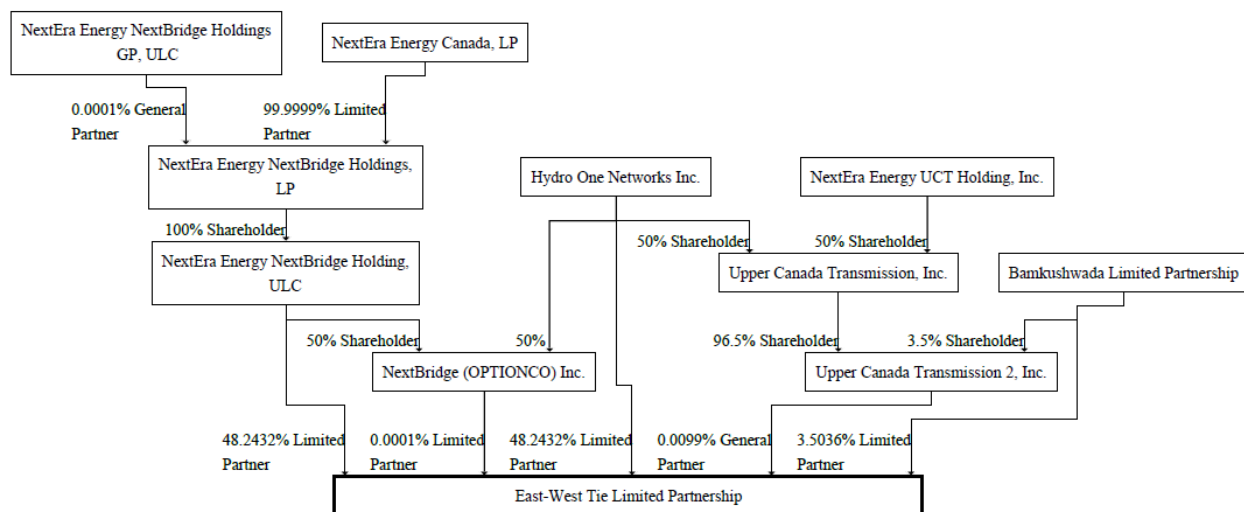
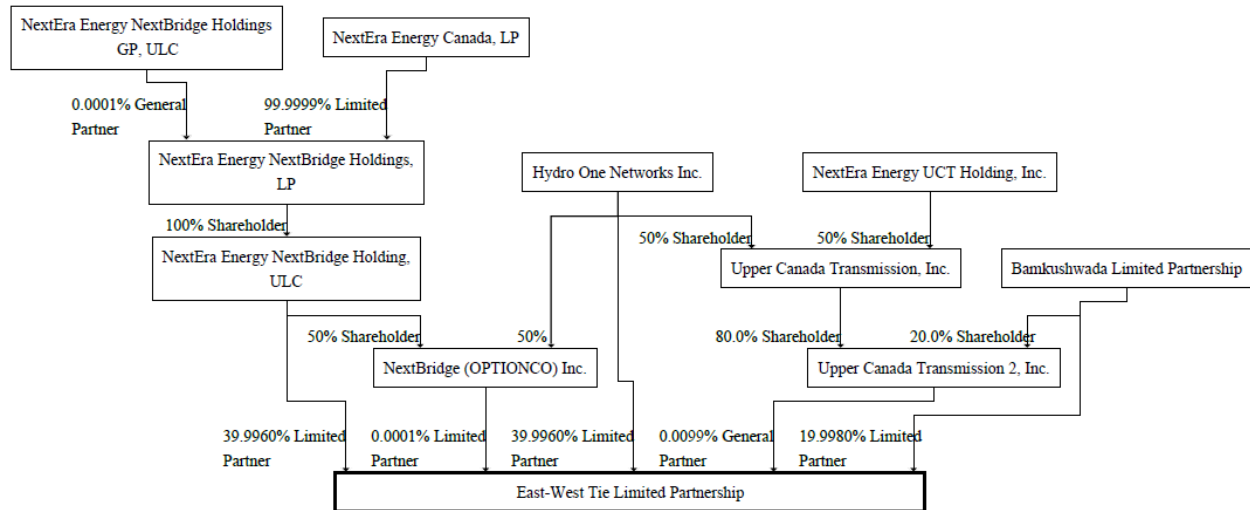


Diagram 2: Organization Chart – After the Proposed Transaction

The incremental voting securities acquisition in Upper Canada Transmission 2 was contemplated in the inaugural 2020 rate application for the EWT Project.³

Bamkushwada LP noted that the 2023 rate application for the EWT Project also explained that Bamkushwada LP had not yet been able to acquire the incremental interest to bring its total ownership to 20% on or shortly after commercial operation date, as planned, and that additional time was required to effectuate an ownership structure to deliver economic benefits to Indigenous partners.⁴

Bamkushwada LP further noted that in both inaugural 2020 rate application and the 2023 rate application, the evidentiary record clearly laid out that the parties intended for Bamkushwada LP to acquire a 20% interest in the EWT Project, and no objections or concern were raised by OEB staff or intervenors. Bamkushwada LP stated that it has no reason to believe that any stakeholder would have a concern with the Proposed Transaction at this point in time either.

The “No Harm” Test

The OEB applies the “no harm” test in its review of merger, acquisition, amalgamation and divestiture (MAAD) applications. As set out in the [Handbook to Electricity Distributor and Transmitter Consolidations](#) (MAADs Handbook), the OEB considers whether the

³ EB-2020-0150, Exhibit A Tab 6 Schedule 1, pages 1-5

⁴ EB-2023-0298, Exhibit F Tab 1, pages 1-2

“no harm” test is satisfied based on assessment of the cumulative effect of the transaction on matters prescribed in its statutory objectives. If the proposed transaction has a positive or neutral effect on these matters, the OEB will approve the application.

The OEB has five statutory objectives in carrying out its responsibilities in relation to electricity, which are set out in section 1 of the OEB Act:

1. To inform consumers and protect their interests with respect to prices and the adequacy, reliability and quality of electricity service.
2. To promote economic efficiency and cost effectiveness in the generation, transmission, distribution, sale and demand management of electricity and to facilitate the maintenance of a financially viable electricity industry.
3. To regulate the electricity sector in a manner that supports economic growth, consistent with the policies of the Government of Ontario.
4. To promote electricity conservation and demand management in a manner consistent with the policies of the Government of Ontario, including having regard to the consumer’s economic circumstances.
5. To facilitate innovation in the electricity sector.

While the OEB considers all of its statutory objectives in applying the “no harm” test, it has primarily focused its review on impacts of the proposed transaction on price and quality of service to customers, and the cost effectiveness, economic efficiency and financial viability of the electricity sector.⁵

Based on the guidance in the MAADs Handbook regarding the application of the “no harm” test in the context of the relevant statutory objectives, Bamkushwada LP submitted that its Proposed Transaction meets the “no harm” test and should be approved by the OEB.

- a. OEB Objective 1 – Protect consumers with respect to prices and the adequacy, reliability and quality of electricity service*

With respect to the first OEB objective, Bamkushwada LP stated that as there will be no change in operational control of the East-West Tie LP or Upper Canada Transmission 2

⁵ MAADs Handbook, pages 7-9

resulting from the Proposed Transaction, and there will be no anticipated negative impact with respect to prices and adequacy, reliability and quality of electricity.

Bamkushwada LP noted that its acquisition of additional securities of Upper Canada Transmission 2 will be financed with a loan to Bamkushwada LP, thus neither Upper Canada Transmission 2 nor East-West Tie LP is borrowing funds and there is no risk of increased debt resulting from the Proposed Transaction. Therefore, there is no change to the underlying cost structure of the EWT Project line. Bamkushwada LP further noted that the increased economic ownership of EWT Project by the six First Nation members of the Bamkushwada LP was at the core of the original rationale for the granting of rights to East-West Tie LP to build the transmission project.

b. OEB Objective 2 – promote economic efficiency and cost effectiveness and facilitate the maintenance of a financially viable electricity industry

With respect to the second OEB objective, Bamkushwada LP noted that neither Upper Canada Transmission 2 nor East-West Tie LP is incurring debt or using EWT Project assets to finance Bamkushwada LP's incremental acquisition so there is no change to the capital structure of Upper Canada Transmission 2 nor East-West Tie LP that would negatively impact the financial viability of the EWT Project. Bamkushwada LP further noted that the costs associated with the Proposed Transaction (e.g. legal and regulatory) will be financed from the loan advanced to Bamkushwada LP so there are no incremental transaction costs for Upper Canada Transmission 2 or East-West Tie LP. Bamkushwada also indicated that the Proposed Transaction is not a consolidation of two or more entities so there are no anticipated transition or ongoing costs.

Bamkushwada LP expressed that the Proposed Transaction is a key milestone and model for advancing Ontario's objectives of accommodation and reconciliation by offering Bamkushwada LP long-term economic opportunities as a partner in the EWT Project.

Findings

The OEB finds that Bamkushwada LP's proposal to increase its shareholding of the voting securities in Upper Canada Transmission 2 to 20% passes the no harm test, and the application is approved.

The OEB's objectives in relation to the regulation of electricity are set out in section 1 of the OEB Act. In respect of objective 1, the OEB accepts Bamkushwada LP's submission that the transaction will not result in any change to operational control of the EWT Project, nor will it alter the underlying cost structure of the EWT Project. The OEB

further observes that Upper Canada Transmission 2 will remain bound by the terms of the OEB's transmission licence, and that any changes rates would require approval through a separate OEB proceeding.

In respect of objective 2, the OEB accepts Bamkushwada LP's submission that the transaction will have no impact on the financial status of UCT2, and that Upper Canada Transmission 2 is not incurring debt or using EWT Project assets to finance Bamkushwada LP's incremental share acquisition and there is no change to the capital structure that would negatively impact the viability of the EWT Project.

The OEB further finds that the transaction will not have any negative impact on the matters covered by the remainder of the OEB's objectives related to electricity, including the new objective related to economic growth.

4 ORDER

THE ONTARIO ENERGY BOARD ORDERS THAT:

1. Bamkushwada Limited Partnership is granted leave to acquire voting securities in Upper Canada Transmission 2, Inc. up to 20%.
2. The leave granted in paragraph 1 shall expire 12 months from the date of this Decision and Order. If the voting securities acquisitions have not been completed by that date, a new application for leave will be required in order for the transaction to proceed.
3. Notice of completion of the voting securities acquisition referred to in paragraphs 1 above shall be promptly provided to the Ontario Energy Board.

DATED at Toronto January 29, 2026

ONTARIO ENERGY BOARD

Ritchie Murray
Acting Registrar