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Utilities Commission

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August 9, 2017

Sent via eFile

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Re: Application by Gibson Energy ULC, Superior Plus LP and 2028093 Alberta Ltd. for Approval of the Sale and Acquisition of Cal-Gas Inc. and Application by Superior Plus LP, 2028093 Alberta Ltd., Canwest Propane ULC and Cal-Gas Inc. Regarding Amalgamation and Application by Superior Plus LP and Cal-Gas Inc. for Approval of the Transfer Of Assets– Project No.1598912 – Request to dismiss application – Final Order

Dear Ms. Slipp:

Further to your July 28, 2017 filing with respect to the above noted matter, enclosed please find British Columbia Utilities Commission Order G-123-17.

Sincerely,

Original signed by:

Patrick Wruck
Commission Secretary

/kn

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ORDER NUMBER
G-123-17

IN THE MATTER OF
the *Utilities Commission Act*, RSBC 1996, Chapter 473

and

Application by Gibson Energy ULC,
Superior Plus LP and 2028093 Alberta Ltd. for Approval of the
Sale and Acquisition Of Cal-Gas Inc.

and

Application by Superior Plus LP,
2028093 Alberta Ltd., Canwest Propane ULC
and Cal-Gas Inc. Regarding Amalgamation

and

Application by Superior Plus LP
and Cal-Gas Inc.
for Approval of the Transfer Of Assets

BEFORE:
M. Kresivo, QC, Commissioner / Panel Chair
K. A. Keilty, Commissioner

on August 9 2017

ORDER

WHEREAS:

A. On April 4, 2017, the British Columbia Utilities Commission (Commission) received an application for approval of the following transactions:

   1. Application by Gibson Energy ULC (Gibson), Superior Plus LP (Superior) and 2028093 Alberta Ltd. (2028093) (collectively, the Sale Applicants) for approval of the sale of a reviewable interest in Cal-Gas Inc. (Cal-Gas) from Gibson to Superior (Interim Sale) and from Superior to 2028093 (Final Sale), pursuant to section 54 of the Utilities Commission Act (UCA) (collectively, the Sale);

   2. Application by Superior, 2028093, Canwest Propane ULC (Canwest ULC) and Cal-Gas (collectively, the Amalgamation Applicants) regarding the amalgamation of 2028093, Canwest ULC and Cal-Gas, pursuant to sections 52 and 53 of the UCA (Amalgamation). Pursuant to section 53(1) of the UCA, the amalgamation of a public utility requires the consent of the Lieutenant Governor in Council (LGIC) by order; and

   3. Application by Superior and Cal-Gas (collectively, the Transfer Applicants) for approval of the following:

i. Transfer of public utility assets and approvals under the UCA from Cal-Gas to Superior, pursuant to section 52 of the UCA;

ii. Amendments to the Certificates of Public Convenience and Necessity for Kicking Horse Mountain Resort (issued by Order C-16-01) and Canyon Ridge Estates (issued by Order C-3-05) to record Superior as the owner and operator; and

iii. Consequential amendments to the UCA approvals of Cal-Gas Inc. rates and tariffs to reflect the transfer from Cal-Gas to Superior. (collectively, the Transfer Amendments);

(1., 2. and 3. above are collectively, Application or Applicants)

B. The Applicants have applied for approval of all three transactions in this Application and make the following requests regarding the process for the review of the Application:

1. The Applicants have asked that the Commission consider approval of the Sale as soon as possible, so the sale may proceed once the Commission is ready to grant approval, regardless of the timing required for the review of the Amalgamation and Transfer;

2. The Applicants have requested that the Commission consider the Amalgamation independent of the Transfer, so the Amalgamation may proceed if and when the Commission approval and LGIC consent are given, regardless of the timing required for the review of the transfer; and

3. The Applicants request that the review of the Application proceed by way of written hearing;

C. Cal-Gas is a public utility under the UCA and provides propane service to residential customers in Kicking Horse Mountain resort area and Canyon Ridge estates near Golden, BC;

D. By Order G-67-17 dated May 8, 2017, the Commission established a regulatory timetable, including an intervener registration deadline of noon on May 23, 2017. The Commission did not receive any applications to intervene;

E. By Order G-83-17 dated May 26, 2017, the Commission established a further regulatory timetable, including two rounds of information requests (IRs). Commission IR No. 1 concerned the Sale transaction and Commission IR No. 2 concerned the Amalgamation and Transfer;

F. By Order G-91-17 dated June 12, 2017, the Commission approved the Interim and Final Sale;

G. By letter dated July 4, 2017, the Commission granted the application of the Amalgamation and Transfer Applicants to temporarily suspend the review of the Amalgamation and Transfer Applications;

H. On July 28, 2017 the Amalgamation and Transfer Applicants filed a letter seeking to withdraw the Amalgamation and Transfer Applications and applying for an order that the Applications be dismissed; and

I. The Panel has reviewed the correspondence dated July 28, 2017 and considers that the Amalgamation and Transfer Applications should be dismissed.

NOW THEREFORE pursuant to section 88.1 of the *Utilities Commission Act* the Commission orders that the applications for approval of the Amalgamation and the Transfer Amendments are dismissed.

DATED at the City of Vancouver, in the Province of British Columbia, this *9th* day of August 2017.

BY ORDER

Original signed by:

M. Kresivo, QC
Commissioner