



ORDER NUMBER
G-143-17

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

and

2028098 Alberta Ltd., Superior Plus Corporation, Superior General Partner Inc.,
Superior Plus LP, Cal-Gas Inc. and Canwest Propane ULC
Application for Approvals Related to the Reorganization of Cal-Gas Inc.

BEFORE:

D. J. Enns, Commissioner / Panel Chair

on September 21, 2017

ORDER

WHEREAS:

- A. On September 20, 2017, the British Columbia Utilities Commission (Commission) received an application from 2028098 Alberta Ltd. (2028098), Superior Plus Corporation, Superior General Partner Inc., Superior Plus LP (Superior) and on behalf of Cal-Gas Inc. (Cal-Gas) and Canwest Propane ULC (Canwest ULC) (collectively, Applicants) for approval of certain steps related to the to reorganization involving Cal Gas (Reorganization) pursuant to sections 52, 53 and 54 of the *Utilities Commission Act* (UCA) (Reorganization Application);
- B. 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;
- C. On April 4, 2017, the Commission received a separate application for approval of the following transactions:
 - 1. Application by Gibson Energy ULC (Gibson) and 2028093 for approval of the sale of a reviewable interest in Cal-Gas from Gibson to Superior (Interim Sale) and from Superior to 2028093 (Final Sale), pursuant to section 54 of the UCA;
 - 2. Application by Superior, 2028093, Canwest ULC and Cal-Gas regarding the amalgamation of 2028093, Canwest ULC and Cal-Gas (Previous Amalgamation Applicants), pursuant to sections 52 and 53 of the UCA (Previous Amalgamation Application). 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;
 - 3. Application by Superior and Cal-Gas (Previous Transfer Applicants) for several approvals, including the transfer of public utility assets and approvals under the UCA from Cal-Gas to Superior, pursuant to section 52 of the UCA (Previous Transfer Application);
- D. By Order G-91-17 dated June 12, 2017, the Commission approved the Interim and Final Sale, pursuant to section 54 of the UCA;
- E. On July 28, 2017, the Previous Amalgamation and Transfer Applicants filed a letter seeking to withdraw the Previous Amalgamation and Transfer Applications and applied for an order that the Previous Amalgamation and Transfer Applications be dismissed;

- F. By Order G-123-17 dated August 9, 2017, the Commission dismissed the Previous Amalgamation and Transfer Applications, pursuant to section 88.1 of the UCA;
- G. The Reorganization Application describes the steps for the Reorganization that require Commission approval under certain sections of the UCA and includes them in the following two categories:
- Amalgamation involving a public utility, pursuant to sections 52 and 53 of the UCA;
 - Corporate structure changes, including:
 - The issuance of shares that results in a reviewable interest, pursuant to section 54 of the UCA;
 - Disposal of shares or other property of a public utility, pursuant to sections 52 and 54 of the UCA;
 - Acquisition of control of shares that results in a reviewable interest, pursuant to section 54 of the UCA;
- H. The completion of the Reorganization would result in Superior General Partner Inc. holding all of the shares of Cal-Gas, which will therefore be an indirect wholly-owned subsidiary of Superior Plus Corporation and an affiliate of Superior; and
- I. The Commission has reviewed the Reorganization Application and considers that the establishment of a public hearing is warranted.

NOW THEREFORE the Commission orders as follows:

1. The regulatory timetable for the review of the Reorganization Application is established, as set out in Appendix A to this order.
2. Cal-Gas must provide notice of the Reorganization Application and a copy of this order, via email or mail, to all Cal-Gas customers in the Kicking Horse Mountain resort area and Canyon Ridge estates near Golden, BC.
3. A teleconference workshop to review the Reorganization Application will be held on Thursday, October 12, 2017, commencing at 9:00 a.m. PST. Cal-Gas customers in the Kicking Horse Mountain resort area and Canyon Ridge estates are invited to participate and can register by email to commission.secretary@bcuc.com or by phone at 604-660-4700.
4. Cal-Gas customers in the Kicking Horse Mountain resort area and Canyon Ridge estates are invited to submit letters of comment on the Reorganization Application by the date established in the regulatory timetable attached as Appendix A to this order. Letters of comment must be in the Letter of Comment Form available on the Commission's website at <http://www.bcuc.com/RegisterLetter-of-Comment.aspx>, and submitted by email to commission.secretary@bcuc.com or by mail, courier or personal delivery to the British Columbia Utilities Commission, Suite 410, 900 Howe Street, Vancouver, BC, V6Z 2N3.

DATED at the City of Vancouver, in the Province of British Columbia, this 21st day of September 2017.

BY ORDER

Original signed by:

D. J. Enns
Commissioner

Attachment

2028098 Alberta Ltd., Superior Plus Corporation, Superior General Partner Inc.,
Superior Plus LP, Cal-Gas Inc. and Canwest Propane ULC
Application for Approvals Related to the Reorganization of Cal-Gas Inc.

REGULATORY TIMETABLE

Action	Date (2017)
Commission Information Request No. 1 to Cal-Gas	Monday, September 25
Deadline for Cal-Gas to Provide Notice of Application	Thursday, September 28
Cal-Gas Responses to Commission Information Request No. 1	Monday, October 2
Deadline for Filing Letters of Comment	Thursday, October 5
Deadline for Teleconference Workshop Registration	Thursday, October 5
Cal-Gas Responses to Letters of Comment, if any	Wednesday, October 11
Teleconference Application Workshop	Thursday, October 12, 9:00 a.m. PST