



ORDER NUMBER
G-369-22

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

and

Corix Multi-Utility Services Inc.
Application for Approvals relating to Restructuring and Business Combination Transactions

BEFORE:

A. K. Fung, KC, Panel Chair
M. Kresivo, KC, Commissioner
A. Pape-Salmon, Commissioner

on December 15, 2022

ORDER

WHEREAS:

- A. On November 16, 2022, Corix Multi-Utility Services Inc. (CMUS) and SW Merger Acquisition Corp. (SWMAC) applied to the British Columbia Utilities Commission (BCUC), pursuant to sections 45, 46, 50, 52 and 54 of the *Utilities Commission Act* (UCA) for approvals relating to certain steps of a proposed restructuring involving CMUS and a proposed business combination involving the acquisition of a reviewable interest in CMUS (Application);
- B. CMUS is a public utility pursuant to the UCA which owns and operates a number of public utility systems in British Columbia that are subject to regulation by the BCUC pursuant to the UCA and the BCUC's Thermal Energy System (TES) Regulatory Framework Guidelines;
- C. CMUS is a wholly owned subsidiary of Corix Utilities Inc., which is a wholly owned subsidiary of Corix Infrastructure Inc. (CII), and is indirectly controlled by British Columbia Investment Management Corporation (BCI);
- D. On August 26, 2022, CII and Corix Infrastructure (US) Inc. (Corix US) entered into an agreement with IIF Subway Investment L.P., SWMAC and SouthWest Water Company (SouthWest), which provides a framework for combining CII's water utility, wastewater, and related businesses in Canada and the United States (US) with the water utility and wastewater businesses of SouthWest in the US (Business Combination). The Business Combination includes CII's electricity, natural gas and propane distribution utilities, geothermal energy utilities, and municipal service operations of CII related to its US and Canadian water utility and wastewater operations, and excludes the following three Stream B thermal energy utilities owned by CMUS;
 - a. Burnaby Mountain District Energy Utility, Certificate of Public Convenience and Necessity (CPCN) granted by Orders C-7-11 and C-5-17;
 - b. UBC Neighborhood District Energy System, CPCN granted by Order C-2-15; and

- c. Dockside Green District Energy Utility, CPCN granted by Orders C-1-08, C-3-08 and G-166-18;
- E. The Application requests an order granting the following to CMUS:
- a. Pursuant to section 52 of the UCA, approval to transfer its interest in each of the three Stream B thermal energy utilities that it owns and operates (Transferred TES) to three limited partnerships to be formed under the laws of a Canadian jurisdiction (TES LPs), which will continue to be indirectly controlled by BCI;
 - b. Subject to the BCUC's approval requested above and pursuant to section 45 and 46 of the UCA, a CPCN for each of the TES LPs to enable them to lawfully operate the respective Transferred TES;
 - c. Pursuant to section 50 of the UCA, approval to issue additional shares and to assume intercompany balances in connection with the restructuring of CII; and
 - d. Pursuant to section 54 of the UCA, approval for a limited partnership to be formed under the laws of Delaware or another US state (SMWAC Holdco) to acquire 50 percent ownership of Corix US, which will result in SWMAC Holdco sharing indirect control of CMUS with CII and possibly an affiliate or affiliates of CII;
- F. The BCUC has commenced review of the Application and determines that the establishment of a regulatory timetable is warranted.

NOW THEREFORE the BCUC orders as follows:

1. A public hearing process is established for the review of the Application in accordance with the regulatory timetable as set out in Appendix A to this order.
2. CMUS must provide a copy, electronically where possible, of its Application, including appendices, and this order with accompanying appendices by Wednesday, December 21, 2022 to the following:
 - a. All customers of the public utility systems CMUS owns and operates in British Columbia.
 - b. All registered interveners in (i) Burnaby Mountain District Energy Utility 2020-2023 Revenue Requirement and Rates Application proceeding; (ii) Application for Approval of a Corporate Cost Allocation Methodology proceeding; (iii) Revenue Requirements and Rates Application for the Dockside Green Energy Utility proceeding; and (iv) Application for a CPCN for the Burnaby Mountain District Energy Utility proceeding.
 - c. The Creative Energy group that are partners in Oakridge Energy GP/LP Inc.
3. CMUS is directed to post the attached Public Notice in clearly visible locations of its customers' properties, including major entry ways, where possible.
4. CMUS must publish the Public Notice in Appendix B to this order on its social media platforms, on or before Wednesday, December 21, 2022. CMUS must also publish weekly reminder posts, that include the Public Notice, on each of its platforms until the conclusion of the intervener registration period on Tuesday, January 10, 2023.

5. CMUS is directed to make available on its website, the Application and this order by Wednesday, December 21, 2022.
6. CMUS must provide confirmation of compliance with Directives 2 through 5 inclusive, by Wednesday, January 11, 2023. Such confirmation shall include confirmation of the Public Notice published on CMUS' website and social media platforms, as well as a list of all parties notified.
7. Any party who wishes to actively participate in the proceeding must complete a Request to Intervene form, available on the BCUC's website at <https://www.bcuc.com/get-involved/getinvolved-proceeding.html> by the date established in the regulatory timetable, and in accordance with the BCUC's Rules of Practice and Procedure attached to Order [G-178-22](#). Any party who wishes to stay informed about the proceeding may register as an Interested Party by completing an [Interested Party Form](#), available on the BCUC's website under Get Involved. Any party may also submit a letter of comment by completing a [Letter of Comment Form](#), available on the BCUC's website.

DATED at the City of Vancouver, in the Province of British Columbia, this 15th day of December 2022.

BY ORDER

Original signed by:

A. K. Fung, KC
Commissioner

Attachments

Corix Multi-Utility Services Inc.
Application for Approvals relating to Restructuring and Business Combination Transactions

REGULATORY TIMETABLE

Action	Date (2022)
CMUS to Provide Notice of Application	Wednesday, December 21
Action	Date (2023)
Intervener Registration Deadline	Tuesday, January 10
CMUS to Provide Confirmation of Compliance with Public Notice Directives	Wednesday, January 11
Further Process	To be determined



We want to hear from you

Corix Multi-Utility Services Inc. Restructuring and Business Combination Application

On November 16, 2022, Corix Multi-Utility Services Inc. (Corix) and SW Merger Acquisition Corp. (SWMAC) applied to the British Columbia Utilities Commission (BCUC) for approval of a proposed business combination and restructuring. Corix owns and operates several public utility systems in British Columbia that are subject to BCUC regulation.

Corix and its related entities, along with SWMAC and its related entities, seek BCUC approval to combine certain business activities (including electricity, natural gas geothermal energy, wastewater, water, etc.) in Canada and the United States.

Corix also requests approval to transfer its interest and the Certificates of Public Convenience and Necessity for each of its three regulated Stream B thermal energy utilities: Burnaby Mountain District Energy Utility; UBC Neighborhood District Energy System; and Dockside Green District Energy Utility, to limited partnerships.

In its review of the application, the BCUC will explore if and how the proposed business combination and restructuring will impact Corix's regulated business and customers. The proposed business combination and restructuring are expected to be complete in late 2023.

HOW TO PARTICIPATE

- **Request intervener status**
- **Submit a letter of comment**
- **Register as an interested party**


IMPORTANT DATES

1. **Tuesday, January 10, 2023** – Deadline to register as an intervener with the BCUC

For more information about the application, please visit the [Proceeding Webpage](#) on bcuc.com under "Our Work – Proceedings". To learn more about getting involved, please visit our website at www.bcuc.com/get-involved or contact us at the information below.

GET MORE INFORMATION


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