



January 31, 2012

Ms. Kirsten Walli
Ontario Energy Board
PO Box 2319
27th Floor, 2300 Yonge Street
Toronto, Ontario M4P 1E4

**Re: Request for Name Change Licence Amendment for Chatham-Kent Hydro Inc.
Licence Number: ED-2002-0563**

Dear Ms. Walli,

Chatham-Kent Hydro Inc. ("CKH") respectfully requests the amendment of its electricity distribution licence (ED-2002-0563) for an upcoming change in name. Effective March 1, 2012, the company plans to be known now as Entegrus Powerlines Inc.

The company and its affiliates are wholly owned by Chatham-Kent Energy Inc. ("CKE").

On August 31, 2011 CKH applied to the Ontario Energy Board ("OEB") for leave to amalgamate Middlesex Power Distribution ("MPDC") with CKH in application EB-2011-0328. On December 16, 2011, the OEB approved the amalgamation, and on January 11, 2012 CKH notified the OEB that this transaction was complete. On January 20, 2012, CKH received its amended licence and notification that MPDC licence has been canceled.

The name change is part of a rebranding process to affect a broader, more regionally-focused name that is not tied to specific geography or location. The Entegrus name and brand will encompass the entire Chatham-Kent Energy corporate group, inclusive of the distribution company. The new name and brand are a reflection of the group's unwavering commitment to its core brand values of honesty, fairness, innovation and above all, a commitment to integrity and delivering exceptional service.



Further background material on the name change has been enclosed as follows:

- Appendix A – copy of Chatham-Kent Hydro Electricity Distribution Licence, as amended January 20, 2012;
- Appendix B – an updated corporate organizational chart showing all regulated and unregulated affiliate companies and their intended new names;
- Appendix C – executed articles of amendment for the company, and;
- Appendix D – a press release describing the new name and rebranding

Aside from the above noted name change, there are no additional changes to the licence requested. The address, primary contact and all other organization information remain the same as currently on file with the Board.

Pursuant to s. 21(4)(b) of the *Ontario Energy Board Act, 1998*, CKH requests this application be disposed of without a hearing. Entegrus Powerlines Inc. is the legal successor to CKH, and it is submitted that no other person, or parties, would be adversely affected in a material way should the Board decide to issue the amendment.

The company is now in the process of notifying customers and other stakeholders (including the IESO, OPA and Hydro One) of this pending name change.

If you have any further questions, please do not hesitate to contact me at (519) 352-6300, extension 558 or davidferguson@ckenergy.com.

Regards,

[Original Signed By]

David Ferguson
Director of Regulatory and Risk Management
Phone: (519) 352-6300 Ext. 558
Email: davidferguson@ckenergy.com

cc: Dan Charron, President of Chatham-Kent Hydro
Chris Cowell, Chief Financial and Regulatory Officer

Appendix A
Chatham-Kent Electricity Distribution Licence



Electricity Distribution Licence

ED-2002-0563

Chatham-Kent Hydro Inc.

Valid Until

December 15, 2023

Original signed by

Kirsten Walli
Board Secretary
Ontario Energy Board
Date of Issuance: December 16, 2003
Date of Amendment: November 12, 2010
Date of Amendment: January 20, 2012

Ontario Energy Board
P.O. Box 2319
2300 Yonge Street
27th. Floor
Toronto, ON M4P 1E4

Commission de l'énergie de l'Ontario
C.P. 2319
2300, rue Yonge
27e étage
Toronto ON M4P 1E4

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1 Definitions

In this Licence:

“Accounting Procedures Handbook” means the handbook, approved by the Board which specifies the accounting records, accounting principles and accounting separation standards to be followed by the Licensee;

“Act” means the *Ontario Energy Board Act, 1998*, S.O. 1998, c. 15, Schedule B;

“Affiliate Relationships Code for Electricity Distributors and Transmitters” means the code, approved by the Board which, among other things, establishes the standards and conditions for the interaction between electricity distributors or transmitters and their respective affiliated companies;

“Conservation and Demand Management” and **“CDM”** means distribution activities and programs to reduce electricity consumption and peak provincial electricity demand;

“Conservation and Demand Management Code for Electricity Distributors” means the code approved by the Board which, among other things, establishes the rules and obligations surrounding Board approved programs to help distributors meet their CDM Targets;

“distribution services” means services related to the distribution of electricity and the services the Board has required distributors to carry out, including the sales of electricity to consumers under section 29 of the Act, for which a charge or rate has been established in the Rate Order;

“Distribution System Code” means the code approved by the Board which, among other things, establishes the obligations of the distributor with respect to the services and terms of service to be offered to customers and retailers and provides minimum, technical operating standards of distribution systems;

“Electricity Act” means the *Electricity Act, 1998*, S.O. 1998, c. 15, Schedule A;

“Licensee” means Chatham-Kent Hydro Inc.

“Market Rules” means the rules made under section 32 of the Electricity Act;

“Net Annual Peak Demand Energy Savings Target” means the reduction in a distributor’s peak electricity demand persisting at the end of the four-year period (i.e. December 31, 2014) that coincides with the provincial peak electricity demand that is associated with the implementation of CDM Programs;

“Net Cumulative Energy Savings Target” means the total amount of reduction in electricity consumption associated with the implementation of CDM Programs between 2011-2014;

“OPA” means the Ontario Power Authority;

“Performance Standards” means the performance targets for the distribution and connection activities of the Licensee as established by the Board in accordance with section 83 of the Act;

“Provincial Brand” means any mark or logo that the Province has used or is using, created or to be created by or on behalf of the Province, and which will be identified to the Board by the Ministry as a provincial mark or logo for its conservation programs;

“Rate Order” means an Order or Orders of the Board establishing rates the Licensee is permitted to charge;

“regulation” means a regulation made under the Act or the Electricity Act;

“Retail Settlement Code” means the code approved by the Board which, among other things, establishes a distributor’s obligations and responsibilities associated with financial settlement among retailers and consumers and provides for tracking and facilitating consumer transfers among competitive retailers;

“service area” with respect to a distributor, means the area in which the distributor is authorized by its licence to distribute electricity;

“Standard Supply Service Code” means the code approved by the Board which, among other things, establishes the minimum conditions that a distributor must meet in carrying out its obligations to sell electricity under section 29 of the Electricity Act;

“wholesaler” means a person that purchases electricity or ancillary services in the IESO administered markets or directly from a generator or, a person who sells electricity or ancillary services through the IESO-administered markets or directly to another person other than a consumer.

2 Interpretation

- 2.1 In this Licence, words and phrases shall have the meaning ascribed to them in the Act or the Electricity Act. Words or phrases importing the singular shall include the plural and vice versa. Headings are for convenience only and shall not affect the interpretation of the Licence. Any reference to a document or a provision of a document includes an amendment or supplement to, or a replacement of, that document or that provision of that document. In the computation of time under this Licence, where there is a reference to a number of days between two events, they shall be counted by excluding the day on which the first event happens and including the day on which the second event happens and where the time for doing an act expires on a holiday, the act may be done on the next day that is not a holiday.

3 Authorization

- 3.1 The Licensee is authorized, under Part V of the Act and subject to the terms and conditions set out in this Licence:
- a) to own and operate a distribution system in the service area described in Schedule 1 of this Licence;

- b) to retail electricity for the purposes of fulfilling its obligation under section 29 of the Electricity Act in the manner specified in Schedule 2 of this Licence; and
- c) to act as a wholesaler for the purposes of fulfilling its obligations under the Retail Settlement Code or under section 29 of the Electricity Act.

4 Obligation to Comply with Legislation, Regulations and Market Rules

- 4.1 The Licensee shall comply with all applicable provisions of the Act and the Electricity Act and regulations under these Acts, except where the Licensee has been exempted from such compliance by regulation.
- 4.2 The Licensee shall comply with all applicable Market Rules.

5 Obligation to Comply with Codes

- 5.1 The Licensee shall at all times comply with the following Codes (collectively the "Codes") approved by the Board, except where the Licensee has been specifically exempted from such compliance by the Board. Any exemptions granted to the licensee are set out in Schedule 3 of this Licence. The following Codes apply to this Licence:
 - a) the Affiliate Relationships Code for Electricity Distributors and Transmitters;
 - b) the Distribution System Code;
 - c) the Retail Settlement Code; and
 - d) the Standard Supply Service Code.
- 5.2 The Licensee shall:
 - a) make a copy of the Codes available for inspection by members of the public at its head office and regional offices during normal business hours; and
 - b) provide a copy of the Codes to any person who requests it. The Licensee may impose a fair and reasonable charge for the cost of providing copies.

6 Obligation to Provide Non-discriminatory Access

- 6.1 The Licensee shall, upon the request of a consumer, generator or retailer, provide such consumer, generator or retailer with access to the Licensee's distribution system and shall convey electricity on behalf of such consumer, generator or retailer in accordance with the terms of this Licence.

7 Obligation to Connect

- 7.1 The Licensee shall connect a building to its distribution system if:
 - a) the building lies along any of the lines of the distributor's distribution system; and

- b) the owner, occupant or other person in charge of the building requests the connection in writing.
- 7.2 The Licensee shall make an offer to connect a building to its distribution system if:
- a) the building is within the Licensee's service area as described in Schedule 1; and
 - b) the owner, occupant or other person in charge of the building requests the connection in writing.
- 7.3 The terms of such connection or offer to connect shall be fair and reasonable and made in accordance with the Distribution System Code, and the Licensee's Rate Order as approved by the Board.
- 7.4 The Licensee shall not refuse to connect or refuse to make an offer to connect unless it is permitted to do so by the Act or a regulation or any Codes to which the Licensee is obligated to comply with as a condition of this Licence.
- 8 Obligation to Sell Electricity**
- 8.1 The Licensee shall fulfill its obligation under section 29 of the Electricity Act to sell electricity in accordance with the requirements established in the Standard Supply Service Code, the Retail Settlement Code and the Licensee's Rate Order as approved by the Board.
- 9 Obligation to Maintain System Integrity**
- 9.1 The Licensee shall maintain its distribution system in accordance with the standards established in the Distribution System Code and Market Rules, and have regard to any other recognized industry operating or planning standards adopted by the Board.
- 10 Market Power Mitigation Rebates**
- 10.1 The Licensee shall comply with the pass through of Ontario Power Generation rebate conditions set out in Appendix A of this Licence.
- 11 Distribution Rates**
- 11.1 The Licensee shall not charge for connection to the distribution system, the distribution of electricity or the retailing of electricity to meet its obligation under section 29 of the Electricity Act except in accordance with a Rate Order of the Board.
- 12 Separation of Business Activities**
- 12.1 The Licensee shall keep financial records associated with distributing electricity separate from its financial records associated with transmitting electricity or other activities in accordance with the Accounting Procedures Handbook and as otherwise required by the Board.

13 Expansion of Distribution System

- 13.1 The Licensee shall not construct, expand or reinforce an electricity distribution system or make an interconnection except in accordance with the Act and Regulations, the Distribution System Code and applicable provisions of the Market Rules.
- 13.2 In order to ensure and maintain system integrity or reliable and adequate capacity and supply of electricity, the Board may order the Licensee to expand or reinforce its distribution system in accordance with Market Rules and the Distribution System Code, or in such a manner as the Board may determine.

14 Provision of Information to the Board

- 14.1 The Licensee shall maintain records of and provide, in the manner and form determined by the Board, such information as the Board may require from time to time.
- 14.2 Without limiting the generality of paragraph 14.1, the Licensee shall notify the Board of any material change in circumstances that adversely affects or is likely to adversely affect the business, operations or assets of the Licensee as soon as practicable, but in any event no more than twenty (20) days past the date upon which such change occurs.

15 Restrictions on Provision of Information

- 15.1 The Licensee shall not use information regarding a consumer, retailer, wholesaler or generator obtained for one purpose for any other purpose without the written consent of the consumer, retailer, wholesaler or generator.
- 15.2 The Licensee shall not disclose information regarding a consumer, retailer, wholesaler or generator to any other party without the written consent of the consumer, retailer, wholesaler or generator, except where such information is required to be disclosed:
- a) to comply with any legislative or regulatory requirements, including the conditions of this Licence;
 - b) for billing, settlement or market operations purposes;
 - c) for law enforcement purposes; or
 - d) to a debt collection agency for the processing of past due accounts of the consumer, retailer, wholesaler or generator.
- 15.3 The Licensee may disclose information regarding consumers, retailers, wholesalers or generators where the information has been sufficiently aggregated such that their particular information cannot reasonably be identified.
- 15.4 The Licensee shall inform consumers, retailers, wholesalers and generators of the conditions under which their information may be released to a third party without their consent.
- 15.5 If the Licensee discloses information under this section, the Licensee shall ensure that the information provided will not be used for any other purpose except the purpose for which it was disclosed.

16 Customer Complaint and Dispute Resolution

16.1 The Licensee shall:

- a) have a process for resolving disputes with customers that deals with disputes in a fair, reasonable and timely manner;
- b) publish information which will make its customers aware of and help them to use its dispute resolution process;
- c) make a copy of the dispute resolution process available for inspection by members of the public at each of the Licensee's premises during normal business hours;
- d) give or send free of charge a copy of the process to any person who reasonably requests it; and
- e) subscribe to and refer unresolved complaints to an independent third party complaints resolution service provider selected by the Board. This condition will become effective on a date to be determined by the Board. The Board will provide reasonable notice to the Licensee of the date this condition becomes effective.

17 Term of Licence

17.1 This Licence shall take effect on December 16, 2003 and expire on December 15, 2023. The term of this Licence may be extended by the Board.

18 Fees and Assessments

18.1 The Licensee shall pay all fees charged and amounts assessed by the Board.

19 Communication

19.1 The Licensee shall designate a person that will act as a primary contact with the Board on matters related to this Licence. The Licensee shall notify the Board promptly should the contact details change.

19.2 All official communication relating to this Licence shall be in writing.

19.3 All written communication is to be regarded as having been given by the sender and received by the addressee:

- a) when delivered in person to the addressee by hand, by registered mail or by courier;
- b) ten (10) business days after the date of posting if the communication is sent by regular mail; and
- c) when received by facsimile transmission by the addressee, according to the sender's transmission report.

20 Copies of the Licence

20.1 The Licensee shall:

- a) make a copy of this Licence available for inspection by members of the public at its head office and regional offices during normal business hours; and
- b) provide a copy of this Licence to any person who requests it. The Licensee may impose a fair and reasonable charge for the cost of providing copies.

21 Conservation and Demand Management

21.1 The Licensee shall achieve reductions in electricity consumption and reductions in peak provincial electricity demand through the delivery of CDM programs. The Licensee shall meet its 2014 Net Annual Peak Demand Savings Target of 12.120 MW, and its 2011-2014 Net Cumulative Energy Savings Target of 46.530 GWh (collectively the "CDM Targets"), over a four-year period beginning January 1, 2011.

21.2 The Licensee shall meet its CDM Targets through:

- a) the delivery of Board approved CDM Programs delivered in the Licensee's service area ("Board-Approved CDM Programs");
- b) the delivery of CDM Programs that are made available by the OPA to distributors in the Licensee's service area under contract with the OPA ("OPA-Contracted Province-Wide CDM Programs"); or
- c) a combination of a) and b).

21.3 The Licensee shall make its best efforts to deliver a mix of CDM Programs to all consumer types in the Licensee's service area.

21.4 The Licensee shall comply with the rules mandated by the Board's Conservation and Demand Management Code for Electricity Distributors.

21.5 The Licensee shall utilize the common Provincial brand, once available, with all Board-Approved CDM Programs, OPA-Contracted Province-Wide Programs, and in conjunction with or co-branded with the Licensee's own brand or marks.

SCHEDULE 1 DEFINITION OF DISTRIBUTION SERVICE AREA

This Schedule specifies the area in which the Licensee is authorized to distribute and sell electricity in accordance with paragraph 8.1 of this Licence.

Those parts of the following former municipalities (including the former Police Village of Merlin) that the former dissolved public utilities commissions served on December 31, 1997:

1. Town of Blenheim,
2. Town of Bothwell,
3. City of Chatham,
4. Town of Dresden,
5. Village of Erieau,
6. Police Village of Merlin,
7. Town of Ridgetown,
8. Village of Thamesville,
9. Town of Tilbury,
10. Town of Wallaceburg,
11. Village of Wheatley, and
12. Part Lots 16 & 17, Concession A, Geographic Township of Ranleigh, designated as Part 1, Reference Plan 24R 7195, Municipality of Chatham-Kent, and Part Lot 17, Concession A, Geographic Township of Ranleigh, designated as Part 2, Reference Plan 7195, Municipality of Chatham-Kent as per Board Order RP-2003-0044, dated September 16, 2003.
13. The former Town of Strathroy as of December 31, 2000.
14. The former Police Village of Mount Brydges as of December 31, 2000.
15. The former Town of Parkhill as of December 31, 2000.
16. The Village of Dutton as of December 31, 1997, now within the Municipality of Dutton/Dunwich.
17. The Village of Newbury as of November 7, 1998.

SCHEDULE 2 PROVISION OF STANDARD SUPPLY SERVICE

This Schedule specifies the manner in which the Licensee is authorized to retail electricity for the purposes of fulfilling its obligation under section 29 of the Electricity Act.

The Licensee is authorized to retail electricity directly to consumers within its service area in accordance with paragraph 8.1 of this Licence, any applicable exemptions to this Licence, and at the rates set out in the Rate Orders.

SCHEDULE 3 LIST OF CODE EXEMPTIONS

This Schedule specifies any specific Code requirements from which the Licensee has been exempted.

1. The Licensee is exempt from the requirements of section 2.5.3 of the Standard Supply Service Code with respect to the price for small volume/residential consumers, subject to the Licensee offering an equal billing plan as described in its application for exemption from Fixed Reference Price, and meeting all other undertakings and material representations contained in the application and the materials filed in connection with it.

APPENDIX A

MARKET POWER MITIGATION REBATES

1. Definitions and Interpretations

In this Licence

“embedded distributor” means a distributor who is not a market participant and to whom a host distributor distributes electricity;

“embedded generator” means a generator who is not a market participant and whose generation facility is connected to a distribution system of a distributor, but does not include a generator who consumes more electricity than it generates;

“host distributor” means a distributor who is a market participant and who distributes electricity to another distributor who is not a market participant.

In this Licence, a reference to the payment of a rebate amount by the IESO includes interim payments made by the IESO.

2. Information Given to IESO

- a Prior to the payment of a rebate amount by the IESO to a distributor, the distributor shall provide the IESO, in the form specified by the IESO and before the expiry of the period specified by the IESO, with information in respect of the volumes of electricity withdrawn by the distributor from the IESO-controlled grid during the rebate period and distributed by the distributor in the distributor’s service area to:
 - i consumers served by a retailer where a service transaction request as defined in the Retail Settlement Code has been implemented; and
 - ii consumers other than consumers referred to in clause (i) who are not receiving the fixed price under sections 79.4, 79.5 and 79.16 of the *Ontario Energy Board Act, 1998*.
- b Prior to the payment of a rebate amount by the IESO to a distributor which relates to electricity consumed in the service area of an embedded distributor, the embedded distributor shall provide the host distributor, in the form specified by the IESO and before the expiry of the period specified in the Retail Settlement Code, with the volumes of electricity distributed during the rebate period by the embedded distributor’s host distributor to the embedded distributor net of any electricity distributed to the embedded distributor which is attributable to embedded generation and distributed by the embedded distributor in the embedded distributor’s service area to:
 - i consumers served by a retailer where a service transaction request as defined in the Retail Settlement Code has been implemented; and
 - ii consumers other than consumers referred to in clause (i) who are not receiving the fixed price under sections 79.4, 79.5 and 79.16 of the *Ontario Energy Board Act, 1998*.
- c Prior to the payment of a rebate amount by the IESO to a distributor which relates to electricity

consumed in the service area of an embedded distributor, the host distributor shall provide the IESO, in the form specified by the IESO and before the expiry of the period specified by the IESO, with the information provided to the host distributor by the embedded distributor in accordance with section 2.

The IESO may issue instructions or directions providing for any information to be given under this section. The IESO shall rely on the information provided to it by distributors and there shall be no opportunity to correct any such information or provide any additional information and all amounts paid shall be final and binding and not subject to any adjustment.

For the purposes of attributing electricity distributed to an embedded distributor to embedded generation, the volume of electricity distributed by a host distributor to an embedded distributor shall be deemed to consist of electricity withdrawn from the IESO-controlled grid or supplied to the host distributor by an embedded generator in the same proportion as the total volume of electricity withdrawn from the IESO-controlled grid by the distributor in the rebate period bears to the total volume of electricity supplied to the distributor by embedded generators during the rebate period.

3. Pass Through of Rebate

A distributor shall promptly pass through, with the next regular bill or settlement statement after the rebate amount is received, any rebate received from the IESO, together with interest at the Prime Rate, calculated and accrued daily, on such amount from the date of receipt, to:

- a retailers who serve one or more consumers in the distributor's service area where a service transaction request as defined in the Retail Settlement Code has been implemented;
- b consumers who are not receiving the fixed price under sections 79.4, 79.5 and 79.16 of the *Ontario Energy Board Act, 1998* and who are not served by a retailer where a service transaction request as defined in the Retail Settlement Code has been implemented; and
- c embedded distributors to whom the distributor distributes electricity.

The amounts paid out to the recipients listed above shall be based on energy consumed and calculated in accordance with the rules set out in the Retail Settlement Code. These payments may be made by way of set off at the option of the distributor.

If requested in writing by OPGI, the distributor shall ensure that all rebates are identified as coming from OPGI in the following form on or with each applicable bill or settlement statement:

“ONTARIO POWER GENERATION INC. rebate”

Any rebate amount which cannot be distributed as provided above or which is returned by a retailer to the distributor in accordance with its licence shall be promptly returned to the host distributor or IESO as applicable, together with interest at the Prime Rate, calculated and accrued daily, on such amount from the date of receipt.

Nothing shall preclude an agreement whereby a consumer assigns the benefit of a rebate payment to a retailer or another party.

Pending pass-through or return to the IESO of any rebate received, the distributor shall hold the funds received in trust for the beneficiaries thereof in a segregated account.

ONTARIO POWER GENERATION INC. REBATES

For the payments that relate to the period from May 1, 2006 to April 30, 2009, the rules set out below shall apply.

1. Definitions and Interpretations

In this Licence

“embedded distributor” means a distributor who is not a market participant and to whom a host distributor distributes electricity;

“embedded generator” means a generator who is not a market participant and whose generation facility is connected to a distribution system of a distributor, but does not include a generator who consumes more electricity than it generates;

“host distributor” means a distributor who is a market participant and who distributes electricity to another distributor who is not a market participant.

In this Licence, a reference to the payment of a rebate amount by the IESO includes interim payments made by the IESO.

2. Information Given to IESO

- a Prior to the payment of a rebate amount by the IESO to a distributor, the distributor shall provide the IESO, in the form specified by the IESO and before the expiry of the period specified by the IESO, with information in respect of the volumes of electricity withdrawn by the distributor from the IESO-controlled grid during the rebate period and distributed by the distributor in the distributor’s service area to:
 - i consumers served by a retailer where a service transaction request as defined in the Retail Settlement Code has been implemented and the consumer is not receiving the prices established under sections 79.4, 79.5 and 79.16 of the *Ontario Energy Board Act, 1998*; and
 - ii consumers other than consumers referred to in clause (i) who are not receiving the fixed price under sections 79.4, 79.5 and 79.16 of the *Ontario Energy Board Act, 1998*.
- b Prior to the payment of a rebate amount by the IESO to a distributor which relates to electricity consumed in the service area of an embedded distributor, the embedded distributor shall provide the host distributor, in the form specified by the IESO and before the expiry of the period specified in the Retail Settlement Code, with the volumes of electricity distributed during the rebate period by the embedded distributor’s host distributor to the embedded distributor net of any electricity distributed to the embedded distributor which is attributable to embedded generation and distributed by the embedded distributor in the embedded distributor’s service area to:

- i consumers served by a retailer where a service transaction request as defined in the Retail Settlement Code has been implemented; and
 - ii consumers other than consumers referred to in clause (i) who are not receiving the fixed price under sections 79.4, 79.5 and 79.16 of the *Ontario Energy Board Act, 1998*.
- c Prior to the payment of a rebate amount by the IESO to a distributor which relates to electricity consumed in the service area of an embedded distributor, the host distributor shall provide the IESO, in the form specified by the IESO and before the expiry of the period specified by the IESO, with the information provided to the host distributor by the embedded distributor in accordance with section 2.

The IESO may issue instructions or directions providing for any information to be given under this section. The IESO shall rely on the information provided to it by distributors and there shall be no opportunity to correct any such information or provide any additional information and all amounts paid shall be final and binding and not subject to any adjustment.

For the purposes of attributing electricity distributed to an embedded distributor to embedded generation, the volume of electricity distributed by a host distributor to an embedded distributor shall be deemed to consist of electricity withdrawn from the IESO-controlled grid or supplied to the host distributor by an embedded generator in the same proportion as the total volume of electricity withdrawn from the IESO-controlled grid by the distributor in the rebate period bears to the total volume of electricity supplied to the distributor by embedded generators during the rebate period.

3. Pass Through of Rebate

A distributor shall promptly pass through, with the next regular bill or settlement statement after the rebate amount is received, any rebate received from the IESO, together with interest at the Prime Rate, calculated and accrued daily, on such amount from the date of receipt, to:

- a retailers who serve one or more consumers in the distributor's service area where a service transaction request as defined in the Retail Settlement Code has been implemented and the consumer is not receiving the prices established under sections 79.4, 79.5 and 79.16 of the *Ontario Energy Board Act, 1998*;
- b consumers who are not receiving the fixed price under sections 79.4, 79.5 and 79.16 of the *Ontario Energy Board Act, 1998* and who are not served by a retailer where a service transaction request as defined in the Retail Settlement Code has been implemented; and
- c embedded distributors to whom the distributor distributes electricity.

The amounts paid out to the recipients listed above shall be based on energy consumed and calculated in accordance with the rules set out in the Retail Settlement Code. These payments may be made by way of set off at the option of the distributor.

If requested in writing by OPGI, the distributor shall ensure that all rebates are identified as coming from OPGI in the following form on or with each applicable bill or settlement statement:

"ONTARIO POWER GENERATION INC. rebate"

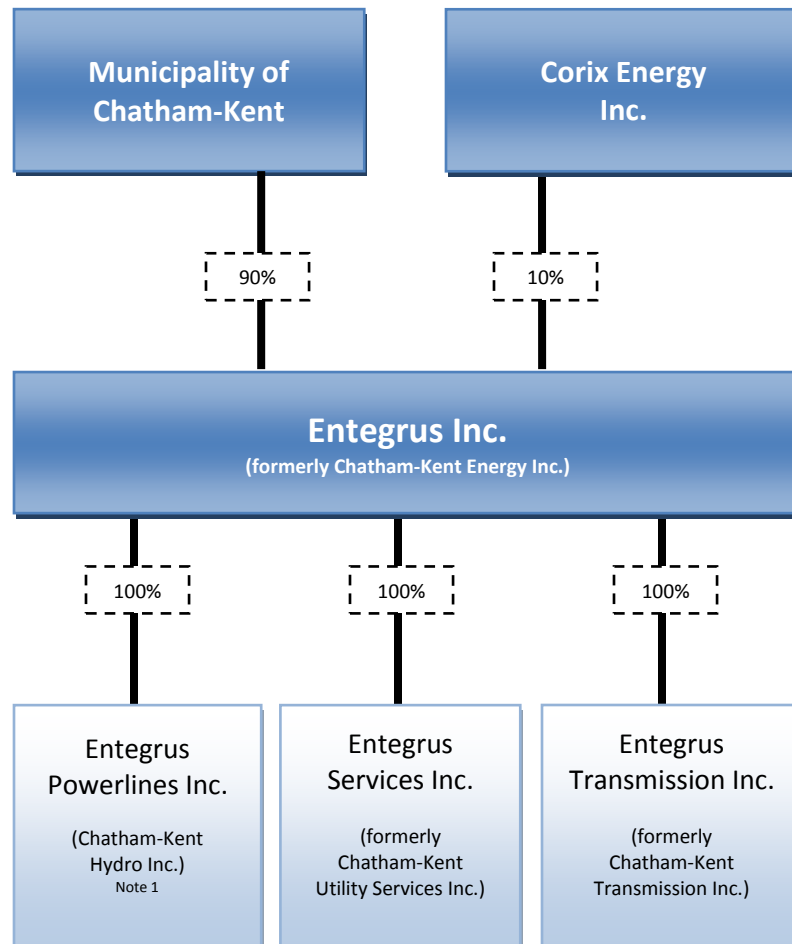
Any rebate amount which cannot be distributed as provided above or which is returned by a retailer to the distributor in accordance with its licence shall be promptly returned to the host distributor or IESO as applicable, together with interest at the Prime Rate, calculated and accrued daily, on such amount from the date of receipt.

Nothing shall preclude an agreement whereby a consumer assigns the benefit of a rebate payment to a retailer or another party.

Pending pass-through or return to the IESO of any rebate received, the distributor shall hold the funds received in trust for the beneficiaries thereof in a segregated account.

Appendix B
Updated Corporate Organization Chart

The Entegrus Group
Structure as of March 1, 2012
(Pending)



Note 1: On December 16, 2011, the Ontario Energy Board approved the amalgamation of Chatham-Kent Hydro Inc. and Middlesex Power Distribution Corporation. Resolutions of amalgamation of the two companies, dated January 1, have been filed with, and certified by, the Ontario Ministry of Government Services.

Appendix C
Articles of Amendment

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6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2012/01/16

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Chatham-Kent Hydro Inc.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :



(Signature)
(Signature)

President

(Description of Office)
(Fonction)

**SPECIAL RESOLUTION OF
CHATHAM-KENT HYDRO INC.
(the "Corporation")**

BE IT RESOLVED THAT:

The Articles of the Corporation be amended in accordance with the draft Articles of Amendment attached hereto and the President of the Corporation be authorized to execute the said Articles of Amendment on behalf of the Corporation and such further and other documents as may be required in order to affect this amendment.

The undersigned being all of the shareholders and directors of the Corporation hereby sign this resolution pursuant to the provisions of the Business Corporations Act, R.S.O. 1990, chapter B.16.

Dated the 16th day of January, 2012.


Randy Hogg - Director

Patrick McMahon - Director

Wesley T. Thompson - Director

Paul House - Director

James Hogan - Director

Max Fantuz - Director

Jo-Anne Patterson - Director

Chatham-Kent Energy Inc. - Shareholder
Per: Darrin Canniff, Chair
Authorized Signing Officer

SPECIAL RESOLUTION OF
CHATHAM-KENT HYDRO INC.
(the "Corporation")

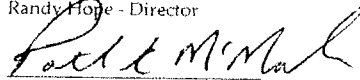
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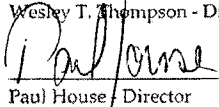
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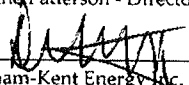
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Appendix D
Press Release



FOR IMMEDIATE RELEASE

Chatham-Kent Energy Unveils New Name: *Entegrus Inc.*

Chatham, ON, January 17th, 2012 – Chatham-Kent Energy will be conducting business under a new name and corporate brand, effective March 1, 2012. The company unveiled its new name – ENTEGRUS - at a media event held last night at the Chatham Cultural Centre.

“Today, we’re launching more than just a new name and a new look. We’re ushering in a new era for our company,” said Jim Hogan, President and CEO of Chatham-Kent Energy. “Our new name and corporate signature better align our brand with how we do business and set the stage for future growth.”

The new name and brand are a reflection of the company’s unwavering commitment to its core values of honesty, fairness, innovation and, above all, a commitment to integrity and to delivering exceptional service.

Another key reason for the change is the company’s intention to grow into a broader, more regionally-focused organization, which is consistent with the direction of the Ontario Energy Board.

“Given our strategic direction and in light of the recently-completed merger of Chatham-Kent Hydro and Middlesex Power Distribution Corporation, it made sense for us to adopt a new name that isn’t tied to a specific location,” said Hogan.

Chatham-Kent Energy’s management team worked with Hargreaves Stewart, a strategic marketing and advertising firm, in developing the new brand strategy and logo design.

The company will officially begin conducting operations under the new name on March 1, 2012. Current customers will be notified of the name change over the next few weeks. A marketing campaign will be launched in the spring to introduce the new name to the public and other stakeholders throughout Chatham-Kent and surrounding communities.

About Chatham-Kent Energy

Chatham-Kent Energy (“CKE”) and its subsidiary companies directly operate and maintain electricity and water distribution systems for over 40,000 customers in Southwestern Ontario. The CKE group of companies is committed to operating safe, reliable and cost-effective distribution systems while providing high levels of service to its customers, partners and the communities it serves.

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General Media Inquiries:

Sarah Regnier
Communications Specialist
Chatham-Kent Energy
(519) 352-6300 x 308
Sarah.Regnier@ckenergy.com

About the Name and the Logo

The name ENTEGRUS combines our company's core function – providing energy – with our basic operating philosophy – doing business with integrity. It is intended to convey a sense of strength, confidence and approachability to our customers, our communities and our stakeholders.

The new logo is a contemporary, professional-looking design that is both corporate and customer-friendly. The wordmark was created using a typestyle called Bank Gothic. It draws on the font's traditional letterforms to convey corporate strength, but includes customized elements that suggest an innovative, progressive approach. This combination of traditional and contemporary values reflects the organization's operating philosophy.

The supporting graphic/icon is a stylized letter "E" that brings together three elements (representing the company's three major operating divisions – hydro transmission, distribution and services) into a single, integrated design. Working together as a unit, the wordmark and icon create an impression of dynamic forward motion. The overall feeling is one of strength, efficiency and reliability – the kind of operation that inspires confidence and trust with customers and community partners.





About Chatham-Kent Energy

Chatham-Kent Energy (CKE) is a utility company providing energy services to over 39,000 customers in Chatham-Kent, the Township of Strathroy-Caradoc and the Municipality of North Middlesex.

CKE was created in 1998 when the City of Chatham and the municipalities of Kent County amalgamated into the Municipality of Chatham-Kent. It was incorporated in 2000 and is 90% owned by the Municipality of Chatham-Kent.

Chatham-Kent Energy has four subsidiary companies:

- **Chatham-Kent Transmission** is an electrical transmission service provider for southwestern Ontario. It owns and operates transmissions systems that enable the development and connection of renewable energy generation in Ontario and improves the overall reliability, safety and cost-effectiveness of electricity transmission in the province.
- **Chatham-Kent Hydro and Middlesex Power Distribution Corporation** provide safe, reliable and efficient delivery of electricity from the transmission grid to their customers in Chatham-Kent, the Township of Strathroy-Caradoc and the Municipality of North Middlesex.
- **Chatham-Kent Utility Services** provides billing services for electricity and water customers of Chatham-Kent Hydro, Middlesex Power Distribution Corporation and the Public Utilities Commission (PUC). The company handles meter readings, call centre support for billing and account inquiries, and 24/7 automated access to account information and payment history for customers. It also provides efficient and environmentally-friendly data and IT services. Its Green Data Centre was one of the first publically available LEED-certified (Leadership in Energy and Environmental Design) Data Centres in Canada.

CKE is a leader in Ontario's implementation of Smart Meters. In 2005, the company undertook the largest Smart Meter pilot program in Ontario. It deployed 1,000 smart meters on a wireless network to transmit real-time interval usage data so that power can be billed accurately and properly whether it is used during peak or off-peak hours. CKE completed installation of Smart Meters throughout its service areas in the summer of 2011.

Vision and Operating Philosophy

CKE's corporate vision is to be a progressive electricity and energy services business that creates value for its customers, its communities and its shareholders. Every day, CKE strives to provide safe, reliable delivery of electricity and related energy services in an environmentally-responsible manner at competitive rates, to provide responsive service at cost levels that delivery reasonable financial benefits to its shareholders, and to enhance economic development within the communities it serves. The organization is committed to pursuing growth opportunities within and beyond its current municipal boundaries to increase the value of its shareholders' investments and to enhance CKE's ability to maintain and grow a strong presence in the Ontario market.

As an organization, CKE is committed to an operating philosophy that adheres to the following values and principles:

- **Honesty and Integrity:** *Being truthful, courageous, fair and accountable for our actions.*
- **Empowerment:** *Giving employees the authority and accountability to perform their jobs and to achieve the goals of the organization.*
- **Customer Service:** *Actively communicating with customers and providing services that meet their needs.*
- **Innovation:** *Constantly pursuing new ways to improve the delivery and the value of the services we provide.*
- **Teamwork:** *Working willingly together to achieve a common goal for the benefit of our customers, our communities and our organization.*
- **Excellence:** *Maintaining high performance standards by providing employees with opportunities to grow their skills and the resources to excel in everything they do.*
- **Respect:** *Showing consideration for the opinions, values, beliefs and dignity of others.*
- **Enthusiasm:** *Working together with a positive, healthy, fun approach that creates enthusiasm to accomplish great things.*