

**SCHEDULE 3.9**  
**POWERSTREAM CONSENTS, APPROVALS AND WAIVERS**

Consents, Approvals and Waivers are required under the following documents:

1. Unanimous Shareholders Agreement between The Corporation of the City of Markham & Markham Enterprises Corporation & The Corporation of the City of Vaughan & Vaughan Holdings Inc. & The Corporation of the City of Barrie & Barrie Hydro Holdings Inc. & PowerStream Holdings Inc. & PowerStream Inc. & PowerStream Energy Services Inc. (November 1, 2013) [s. 2.06; s. 3.01; s. 3.03(1)] [material]
2. Financing Agreement between Ontario Infrastructure Projects Corporation (OIPC) & PowerStream Inc. (October 15, 2010) [s. 14(a)] [material]
3. Lease Agreement between Parapet View Estates Inc. & PowerStream Inc. (December 19, 2011) [s. 15.8] [material]
4. Trust Indenture between PowerStream Inc. & Computershare Trust Company of Canada (July 30, 2012) [s. 6.10; s. 10.1; s. 11.12] [material]
5. Credit Agreement between PowerStream Inc. & Bank of Montreal (February 12, 2013) [s. 11.3(b)(i)(a)] [material]
6. TD Bank Agreement between PowerStream Inc. & The Toronto-Dominion Bank (May 8, 2014) [Negative Covenants section in Agreement; s.8(a) & (c) in schedule; Positive Covenants section in Agreement; Negative Covenants section in Agreement] [material]
7. Collective Agreement between PowerStream Inc. and Powerworkers Union CUPE Local 1000 (April 17, 2015) [s. 39.01(b); s. 42.01] [material]
8. Lease – Single Tenancy between Bloorguard Investment Company Limited (Landlord) and PowerStream Inc. (Tenant) (October 9, 2008) [s. 13.5] [material]

**SCHEDULE 3.10**  
**ENERSOURCE HYDRO CONSENTS, APPROVALS AND WAIVERS**

Consents, Approvals and Waivers are required under the following documents:

1. Royal Bank of Canada Credit Facilities Agreement dated June 16, 2015 between Royal Bank of Canada and Enersource Hydro Mississauga Inc. **[s. 15(l) and 17(b)]**
2. [Trust Indenture for \$110,000,000 series A/ \$210,000,000 of series B Debentures dated April 29, 2011 between Enersource Corporation and BNY Trust Company of Canada. **[s. 6.10 and 10.1]]**
3. Registered Instrument on the title of 2185 Derry Road West, Mississauga, ON owned by Enersource Hydro Mississauga Inc.
4. Lease Agreement respecting 3456 Mavis Rd., Mississauga, Ontario (used for storage) dated December 15, 2008 and extended on August 20, 2014 between Enersource Hydro Mississauga Inc., as tenant and L & R Henderson Holdings Inc., as landlord (formerly 1316017 Ontario Inc.,) expiring December, 2015. **[s. 5(b)]**
5. Unanimous Shareholders Agreement between The Corporation of the City of Mississauga, BPC Energy Corporation and Enersource Corporation (June 1, 2012) **[s. 2.14, 2.15, 3.02 and 3.03]**
6. CAE Rave Sub-License Agreement dated March 20, 2009 between SNC-Lavalin Energy Control Systems Inc. and Enersource Hydro Mississauga Inc. **[s. 7.1]**
7. Oracle – Software End User Agreement dated April 2, 2009 between SNC-Lavalin Energy Control Systems Inc., Enersource Hydro Mississauga Inc. and Oracle Corporation Canada Inc. **[s. 3(g)]**
8. Itron Maintenance Agreement dated May 6, 2013 between Itron Canada Inc. and Enersource Hydro Mississauga Inc. **[s. 5(f)]**
9. Itron Sales Agreement dated May 6, 2013 between Itron Canada Inc. and Enersource Hydro Mississauga Inc. **[s. 13(d)]**
10. POWERWISE Trade-Mark License Agreement dated March 1, 2005 between Hamilton Utilities Corporation and Enersource Hydro Mississauga Inc. **[s. 15.2 and 15.3]**

**SCHEDULE 3.11**  
**HORIZON CONSENTS, APPROVALS AND WAIVERS**

**MATERIAL**

*Consents*

	<b>Agreement</b>
1.	<b>Trust Indenture</b> between Horizon Holdings Inc. and Computershare Trust Company of Canada dated July 21, 2010, as supplemented by the First Supplemental Trust Indenture dated July 21, 2010 and the Second Supplemental Trust Indenture dated July 25, 2012
2.	<b>Credit Agreement</b> between Horizon Holdings Inc. and Canadian Imperial Bank of Commerce dated June 30, 2010 as amended by the First Amendment to the CIBC Credit Agreement made as of May 22, 2012, the Second Amendment to the CIBC Credit Agreement made as of May 9, 2013 and the Third Amendment to the CIBC Credit Agreement made as of November 9, 2015.
3.	<b>Credit Agreement</b> between Horizon Holdings Inc. and Horizon Energy Solutions Inc. dated June 30, 2010
4.	<b>Credit Agreement</b> between Horizon Utilities Corp. and Solar Sunbelt dated July 1, 2010
5.	<b>Credit Agreement</b> between Horizon Holdings Inc. and Horizon Utilities Corporation dated June 30, 2010
6.	<b>Amended and Restated Shareholder Declaration</b> by the City of Hamilton in respect of Horizon Holdings Inc. and Horizon Utilities Corporation dated October 20, 2006
7.	<b>Amended and Restated Shareholder Declaration</b> by the Corporation of the City of St. Catharines in respect of Holdco and Horizon Utilities Corporation dated October 20, 2006
8.	<b>Shareholders Agreement</b> between Hamilton Utilities Corporation and St. Catharines Hydro Inc. and Horizon Holdings Inc. and such other persons as may become shareholders in Horizon Holdings Inc. dated November 1, 2006

*Notices*

	<b>Agreement</b>
1.	<b>Collective Agreement</b> between Horizon Utilities and Local 636 of the International Brotherhood of Electrical Workers dated May 15, 2015