

July 5, 2018

**DELIVERED VIA RESS, MAIL, and E-MAIL: boardsec@oeb.ca**

Ms. Kirsten Walli  
Board Secretary  
Ontario Energy Board  
2300 Yonge Street, 27<sup>th</sup> Floor  
Toronto, Ontario  
M4P 1E4

Dear Ms. Walli:

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**Re: OEB File No. EB-2018-0114  
Section 86 MAADs Application for Guelph Hydro Electric Systems Inc.  
("Guelph Hydro") and Envida Community Energy Inc. ("Envida") and  
Related Relief**

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Guelph Hydro and Envida filed an application with the Ontario Energy Board ("OEB") on February 27, 2018 under Section 86 of the Ontario Energy Board Act, 1998 ("Act") for leave to amalgamate and continue as Guelph Hydro.

On May 31, 2018, the OEB issued its Decision and Order ("Decision") in this proceeding granting leave to amalgamate and ordered that per item #3 on page 6 of the Decision, the applicants must promptly notify the OEB of the completion of the amalgamation.

In response to the order, the Applicants respectfully submit our Articles of Amalgamation confirming completion of the legal amalgamation of Guelph Hydro and Envida on July 1, 2018.

Per item #4 of the Decision, Guelph Hydro is requesting the OEB to amend the electricity generation licence of Envida Community Energy Inc. (EG-2004-0438) to change the name of the licensee to Guelph Hydro Electric Systems Inc.

Should you require additional information related to this matter, please contact the undersigned. Two hard copies of this filing will be sent to the OEB via courier.

Yours truly,

Cristina Birceanu



Vice-President of Regulatory Affairs, Customer Care and Billing  
Guelph Hydro Electric Systems Inc.

395 Southgate Drive,  
Guelph, ON N1G 4Y1  
Telephone – (519) 837-4735  
Mobile – (226) 218-2150  
Fax – (519) 836-6115  
Email – [cbirceanu@guelphhydro.com](mailto:cbirceanu@guelphhydro.com)

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1998022

**Ontario  
CERTIFICATE**  
This is to certify that these  
articles are effective on

**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

**JULY 01 JUILLET, 2018**

*Barbara Ashitt*

(17)

Director / Directrice  
Business Corporations Act / Loi sur les sociétés par actions

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

G	U	E	L	P	H		H	Y	D	R	O		E	L	E	C	T	R	I	C		S	Y	S	T	E	M	S	
I	N	C	.																										

2. The address of the registered office is:  
Adresse du siège social:

395 Southgate Drive

Street & Number or R.R. Number & if Multi-Office Building give Room No. /  
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Guelph

Name of Municipality or Post Office /  
Nom de la municipalité ou du bureau de poste

ONTARIO

N I G 4 Y 1

Postal Code/Code postal

3. Number of directors is:  
Nombre d'administrateurs:

Fixed number  
Nombre fixe

OR minimum and maximum  
OU minimum et maximum

1

20

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Jane Armstrong	395 Southgate Drive Guelph, ON N1G 4Y1	Yes
Robert Bell	395 Southgate Drive Guelph, ON N1G 4Y1	Yes
Marika Hare	395 Southgate Drive Guelph, ON N1G 4Y1	Yes
Robert Huggard	395 Southgate Drive Guelph, ON N1G 4Y1	Yes

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
George Mitges	395 Southgate Drive Guelph, ON N1G 4Y1	Yes
Derrick Thomson	395 Southgate Drive Guelph, ON N1G 4Y1	Yes

5. Method of amalgamation, check A or B  
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

☐

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or  
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

☒

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Guelph Hydro Electric Systems Inc.

and are more particularly set out in these articles.  
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Guelph Hydro Electric Systems Inc.	1694894	2018	05	31
Envirda Community Energy Inc.	1615151	2018	05	31

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The corporation is authorized to issue an unlimited number of Common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

#### Voting Rights

The holders of the Common shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation, and each such share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation.

#### Dividends

The holders of the Common shares shall be entitled to receive dividends as and when declared by the directors from time to time out of moneys of the Corporation properly applicable to the payment of dividends, and the amount per share of each such dividend shall be determined by the directors of the Corporation at the time of declaration.

#### Return of Capital

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of its assets among the shareholders by way of repayment of capital, whether voluntary or involuntary, the holders of the Common shares shall be entitled to receive the remaining property of the Corporation.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No share or shares of the Corporation shall at any time be transferred to any person without either,

(a) the consent of the directors of the Corporation to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or

(b) the consent of the shareholders of the Corporation to be signified by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of the shares of the Corporation representing a majority of the votes attributable to all of the issued and outstanding shares of the Corporation.

10. Other provisions, (if any):  
Autres dispositions, s'il y a lieu :

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(b) Any invitation to the public to subscribe for shares, or securities convertible into shares, of the Corporation is prohibited.

(c) This Corporation is formed pursuant to section 142(1) of the Electricity Act, 1998 (Ontario).

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.



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

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

Guelph Hydro Electric Systems Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Pankaj Sardana

Print name of signatory /  
Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / Fonction

Envirda Community Energy Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Pankaj Sardana

Print name of signatory /  
Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

## SCHEDULE A

### STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Pankaj Sardana, of the City of Oakville, in the Province of Ontario, hereby states as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario), (the "Act").
2. I am an officer of Guelph Hydro Electric Systems Inc. (the "**Corporation**") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
  - (a) the amalgamating Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 31<sup>st</sup> day of May, 2018.

  
Pankaj Sardana


## SCHEDULE A

### STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Pankaj Sardana, of the City of Oakville, in the Province of Ontario, hereby states as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario), (the "Act").
2. I am an officer of Envida Community Energy Inc. (the "**Corporation**") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
  - (a) the amalgamating Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 31<sup>st</sup> day of May, 2018.

  
Pankaj Sardana

## SCHEDULE B

### RESOLUTION OF THE DIRECTORS OF GUELPH HYDRO ELECTRIC SYSTEMS INC.

#### AMALGAMATION WITH ENVIDA COMMUNITY ENERGY INC.

**WHEREAS** subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

**AND WHEREAS** Envida Community Energy Inc. (the "Subsidiary") is a wholly-owned subsidiary corporation of **GUELPH HYDRO ELECTRIC SYSTEMS INC.** (the "Corporation");

**AND WHEREAS** it is considered desirable and in the best interests of the Corporation that the Corporation and the Subsidiary amalgamate (the "Amalgamation") and continue as one corporation (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act;

**AND WHEREAS** Pankaj Sardana, being an officer of the Corporation, has disclosed, pursuant to subsection 132(6) of the Act, the nature and extent of his interest in the Amalgamation by virtue of his also being a director and officer of the Subsidiary;

**AND WHEREAS** subsection 132(5) of the Act provides that a director having an interest in a contract or transaction with the corporation within the meaning of subsection 132(1) of the Act shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction, unless the contract or transaction is, among other things, one with an affiliate;

**AND WHEREAS** the Corporation and the Subsidiary are affiliated within the meaning of the Act;

**AND WHEREAS** subsection 132(7) of the Act provides that where a material contract is made or a material transaction is entered into between a corporation and another person of which a director or officer of the corporation is a director or officer or in which he or she has a material interest,

- (a) the director or officer is not accountable to the corporation or its shareholders for any profit or gain realized from the contract or transaction; and
- (b) the contract or transaction is neither void nor voidable,

by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his or her interest in accordance with the applicable provisions of section 132 and the contract or transaction was reasonable and fair to the corporation at the time it was so approved;


**IT IS RESOLVED THAT:**

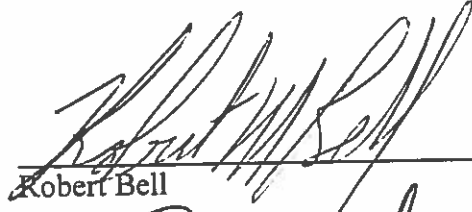
1. the Amalgamation of the Corporation and the Subsidiary effective July 1, 2018, pursuant to the provisions of subsection 177(1) of the Act, is approved;
2. the directors determine that the Amalgamation is reasonable and fair to the Corporation;
3. upon the Amalgamation becoming effective, all of the shares (whether issued or unissued) of the Subsidiary shall be cancelled without any repayment of capital in respect thereof;
4. the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Corporation;
5. upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
6. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
7. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

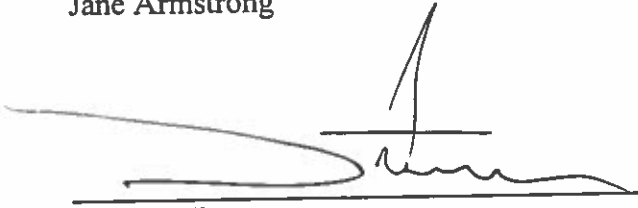
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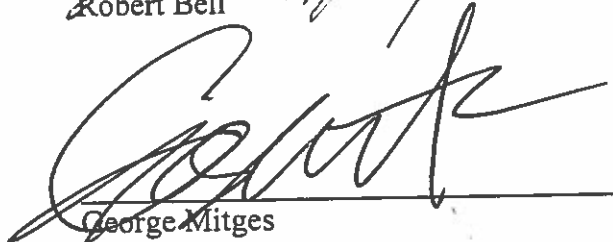
The undersigned, being all the directors of **GUELPH HYDRO ELECTRIC SYSTEMS INC.**, pass the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).

DATED this 31<sup>st</sup> day of May, 2018.

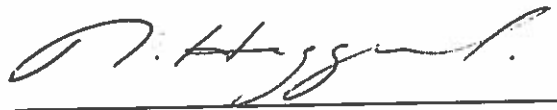
  
\_\_\_\_\_  
Jane Armstrong

  
\_\_\_\_\_  
Robert Bell

  
\_\_\_\_\_  
Derrick Thomson

  
\_\_\_\_\_  
George Mitges

  
\_\_\_\_\_  
Marika Hare

  
\_\_\_\_\_  
Robert Huggard

## **SCHEDULE B**

### **RESOLUTION OF THE DIRECTOR**

**OF**

**ENVIDA COMMUNITY ENERGY INC.**

### **AMALGAMATION WITH GUELPH HYDRO ELECTRIC SYSTEMS INC.**

**WHEREAS** subsection 177(1) of the Business Corporations Act (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

**AND WHEREAS** ENVIDA COMMUNITY ENERGY INC. (the "Corporation") is a wholly-owned subsidiary of Guelph Hydro Electric Systems Inc. (the "Parentco");

**AND WHEREAS** it is considered desirable and in the best interests of the Corporation that the Corporation and Parentco amalgamate (the "Amalgamation") and continue as one corporation (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act;

**AND WHEREAS** Pankaj Sardana, being a director and officer of the Corporation, has disclosed, pursuant to subsection 132(6) of the Act, the nature and extent of his interest in the Amalgamation by virtue of his also being a director and/or officer of Parentco;

**AND WHEREAS** subsection 132(5) of the Act provides that a director having an interest in a contract or transaction with the corporation within the meaning of subsection 132(1) of the Act shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction, unless the contract or transaction is, among other things, one with an affiliate;

**AND WHEREAS** the Corporation and Parentco are affiliated within the meaning of the Act;

**AND WHEREAS** subsection 132(7) of the Act provides that where a material contract is made or a material transaction is entered into between a corporation and another person of which a director or officer of the corporation is a director or officer or in which he or she has a material interest,

(a) the director or officer is not accountable to the corporation or to its shareholders for any profit or gain realized from the contract or transaction;  
and

(b) the contract or transaction is neither void nor voidable,

by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his or her interest in accordance with the applicable

provisions of section 132 and the contract or transaction was reasonable and fair to the corporation at the time it was so approved;

**IT IS RESOLVED THAT:**

1. the Amalgamation of the Corporation and Parentco effective July 1, 2018, pursuant to the provisions of subsection 177(1) of the Act, is approved;
2. the director determines that the Amalgamation is reasonable and fair to the Corporation;
3. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
4. the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of Parentco;
5. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
6. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
7. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

***[The remainder of this page is intentionally left blank.]***



The undersigned, being the sole director of ENVIDA COMMUNITY ENERGY INC. passes the foregoing resolution pursuant to the Business Corporations Act (Ontario).

**DATED** this 31<sup>st</sup> day of May, 2018.

  
\_\_\_\_\_  
Parkaj Sardana

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