

March 15, 2019

DELIVERED BY RESS AND COURIER

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
2300 Yonge Street
26th Floor, Box 2319
Toronto, ON M4P 1E4

Dear Ms. Walli:

**Re: Veridian Connections Inc. and Whitby Hydro Electric Corporation et. al
Notice under Section 80 of the Ontario Energy Board Act, 1998 ("Act")**

We are counsel to the parties to the planned amalgamation of Veridian Connections Inc. ("**Veridian LDC**") and Whitby Hydro Electric Corporation ("**Whitby LDC**") and their respective holding company parents, Veridian Corporation and Whitby Hydro Energy Corporation (collectively the "**Applicants**") for the purposes of the planned amalgamations of these entities.

The Applicants applied to the Ontario Energy Board ("**OEB**" or "**Board**") on July 30, 2018 requesting approval under Section 86 of the Act for, *inter alia*, leave for Veridian Corporation and Whitby Hydro Energy Corporation to amalgamate immediately followed by the amalgamation of Veridian LDC and Whitby LDC. By its Decision and Order dated December 20, 2018 (EB-2018-0236) the Board granted leave for both amalgamations and the ancillary relief sought by the Applicants.

The Applicants intend to proceed with the amalgamation effective April 1, 2019. Veridian Corporation and Whitby Hydro Energy Corporation will continue as Elexicon Corporation. Veridian LDC and Whitby LDC will continue as Elexicon Energy Inc.

Please find attached a copy of a Notice under Section 80 of the Act in respect of the several existing and planned generation projects in which the Applicants have an interest. Briefly, Veridian LDC and Whitby LDC have an interest in three existing renewable solar generation projects. By a letter dated February 14, 2019 (revised March 4, 2019), Veridian LDC gave notice under Section 80 of the Act in respect of a proposed renewable solar generation project in Cobourg, Ontario involving a joint venture between Lakefront Utilities Inc., Solera Sustainable Energies Company Limited and Veridian LDC. With the amalgamation of Veridian LDC and Whitby LDC, Elexicon Energy Inc. will continue with an interest in each of these four projects.

Veridian Corporation recently gave notice of two proposed combined heat and power generation projects which it will own and operate in Pickering and Belleville. Notice of these proposed projects was given by Veridian Corporation under cover of letters dated February 19 and 25, 2019. With the amalgamation of Veridian Corporation and Whitby Hydro Energy Corporation, Elexicon Corporation will continue with interests in these two CHP projects.

March 15, 2019

Each of the above noted six projects are identified in the attached Section 80 Notice.

We would be pleased to respond to any questions raised with respect to this Notice.

Yours truly,

AIRD & BERLIS LLP



Dennis M. O'Leary

DMO/vf

Encl.

Cc: George Armstrong
Susan Reffle

35459576.1

Ontario Energy Board
Preliminary Filing Requirements
For a Notice of Proposal under Sections 80 and 81
Of the Ontario Energy Board Act, 1998

INSTRUCTIONS:

This form applies to all applicants who are providing a Notice of Proposal to the Ontario Energy Board (the "Board") under sections 80 and 81 of the Ontario Energy Board Act, 1998 (the "Act"), including parties who are also, as part of the same transaction or project, applying for other orders of the Board such as orders under sections 86 and 92 of the Act.

The Board has established this form under section 13 of the Act. Please note that the Board may require information that is additional or supplementary to the information filed in this form and that the filing of the form does not preclude the applicant from filing additional or supplementary information.

PART I: GENERAL MINIMUM FILING REQUIREMENTS

All applicants must complete and file the information requested in Part I.

1.1 Identification of the Parties

1.1.1 Applicant

Name of Applicant	File No.: (Board Use Only)	
Address of Head Office Please see attachment 1.1.1.	Telephone Number	
	Facsimile Number	
	Email Address	
Name of Individual to Contact Please see attachment 1.1.1.	Telephone Number	
	Facsimile Number	
	Email Address	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party	Board Use Only	
Address of Head Office Please see attachment 1.1.2	Telephone Number	
	Facsimile Number	
	Email Address	
Name of Individual to Contact Please see attachment 1.1.2	Telephone Number	
	Facsimile Number	
	Email Address	

1.2 Relationship between Parties to the Transaction or Project

1.2.1	Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project. Please see attachment 1.2.1.	
1.2.2	Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates. Please see attachment 1.2.2.	

1.3 Description of the Businesses of Each of the Parties

1.3.1	Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licenced under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licenced under the OEB Act in Ontario ("Electricity Sector Affiliates").	
-------	---	--

	Please see attachment 1.3.1.	
1.3.2	Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities. Please see attachment 1.3.2.	
1.3.3	Attach a breakdown of the annual sales (in C\$, and in MWh) as of the most recent fiscal year end of the existing generation output among the IESO Administered Markets ("IAM"), bilateral contracts, and local distribution companies. Please see attachment 1.3.3.	
1.3.4	Attach a list identifying all relevant Board licences and approvals held by the parties to the proposed transaction or project and each of their Electricity Sector Affiliates, and any applications currently before the Board, or forthcoming. Please include all Board file numbers. Please see attachment 1.3.4.	

1.4 Current Competitive Characteristics of the Market - Please see attachment 1.4

1.4.1	Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to the completion of the proposed transaction or project.	
1.4.2	Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to completion of the proposed transaction or project.	

1.5 Description of the Proposed Transaction or Project and Impact on Competition – General - Please see attachment 1.5

1.5.1	Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.	
-------	--	--

1.5.2	Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.	
1.5.3	Describe the generation market share based on anticipated MWh production as a percentage of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.	
1.5.4	Attach a short description of the impact, if any, of the proposed transaction or project on competition. If there will be no impact on competition, please state the reasons. Cite specifically the impacts of the proposal on customer choice regarding generation, energy wholesalers, and energy retailers.	
1.5.5	Provide confirmation that the proposed transaction or project will have no impact on open access to the transmission or distribution system of the parties or their affiliates. If open access will be affected explain how and why.	

1.6 Other Information -

Please see attachment 1.6

1.6.1	Attach confirmation that the parties to the proposed transaction or project are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the proposed transaction or project.	
-------	--	--

**PART II: SECTION 80 OF THE ACT--TRANSMITTERS AND DISTRIBUTORS
ACQUIRING AN INTEREST IN GENERATORS OR CONSTRUCTING A
GENERATION FACILITY**

All applicants filing a Notice of Proposal under section 80 of the Act must complete and file the information requested in Part II.

2.1 Effect on Competition -

Please see attachment 2.1

2.1.2	Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.	
2.1.3	Provide a description of the generation including fuel source, technology used, maximum capacity output, typical number of hours of operation in a year, and peaking versus base-load character.	
2.1.4	Provide details on whether the generation facility is expected to sign a "must run" contract with the IESO.	
2.1.5	Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints.	

2.2 System Reliability –

Not Applicable

Section 2.2 must be completed by applicants who are claiming that the proposed transaction or project is required for system reliability under section 82(2)(b) of the Act.

2.2.1	Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.	
2.2.2	Discuss the effect of the proposal on the adequacy (ability of supply to meet demand) of supply in the relevant control area or distribution region, citing effects on capacity plus reserve levels in comparison to load forecasts.	
2.2.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.	
2.2.4	Provide a copy of the IESO Preliminary System Impact Assessment Report, if completed, and the IESO Final System Impact Assessment Report, if completed. If the IESO is not conducting a System Impact Assessment Report, please explain.	

**PART III: SECTION 81 OF THE ACT—GENERATORS ACQUIRING AN INTEREST
IN OR CONSTRUCTING A TRANSMISSION OR DISTRIBUTION
SYSTEM**

All applicants filing a Notice of Proposal under section 81 of the Act must complete and file the information requested in Part III.

3.1 Effect on Competition

Not Applicable

3.1.1	Provide a description of the transmission or distribution system being acquired or constructed.	
3.1.2	Provide details on whether the generation facilities owned by the acquiring company are or will be directly connected to the transmission or distribution system being acquired or constructed.	
3.1.3	Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints.	
3.1.4	Provide details on whether the generation facilities are expected to sign a "must run" contract with the IESO.	

How to Contact the Ontario Energy Board

The Ontario Energy Board is located at:

P.O. Box 2319
2300 Yonge Street, Suite 2701
Toronto, Ontario
M4P 1E4

Telephone: 416-481-1967
Toll Free Number: 1-888-632-6273
Fax: 416-440-7656
Website: <http://www.oeb.gov.on.ca>
Board Secretary's e-mail address: boardsec@oeb.gov.on.ca

ATTACHMENT 1.1.1

Name of Applicant 1

Veridian Connections Inc.
55 Taunton Road East
Ajax, ON L1T 3V3

Authorized Representative

George Armstrong

Vice President of Corporate Services
Veridian Connections Inc.
55 Taunton Road East
Ajax, ON L1T 3V3

Phone: 905-427-9870, ext. 2202

Email: garmstrong@veridian.on.ca

Name of Applicant 2

Whitby Hydro Electric Corporation
100 Taunton Road East, P.O. Box 59
Whitby, ON L1N 5R8

Authorized Representative

Susan Reffle

Vice-President
Whitby Hydro Electric Corporation
100 Taunton Road East, P.O. Box 59
Whitby, ON L1N 5R8

Phone: 905-444-1983

Email: sreffle@whitbyhydro.on.ca

ATTACHMENT 1.1.1 (Continued)

Name of Applicant 3

Veridian Corporation
55 Taunton Road East
Ajax, ON L1T 3V3

Authorized Representative

George Armstrong
Vice President, Corporate Services
Veridian Corporation
55 Taunton Road East
Ajax, ON L1T 3V3

Phone: 905-427-9870, ext. 2202
Email: garmstrong@veridian.on.ca

Name of Applicant 4

Whitby Hydro Energy Corporation
100 Taunton Road East, P.O. Box 59
Whitby, ON L1N 5R8

Authorized Representative

John Sanderson
President & CEO
Whitby Hydro Energy Corporation
100 Taunton Road East, P.O. Box 59
Whitby, ON L1N 5R8

Phone: 905-444-1983
Email: JSanderson@whitbyhydro.on.ca

ATTACHMENT 1.1.2

Other Parties to the Transaction

By a Decision and Order dated December 20, 2018 (EB-2018-0236) ("**Decision**"), the Board granted leave under section 86 of the Act for the amalgamation of: (1) Veridian Corporation and Whitby Hydro Energy Corporation to form Merged Holdco; and (2) the amalgamation of Veridian Connections Inc. and Whitby Hydro Electric Corporation to form LDC Mergeco. The Decision at pages 20 and 21 provides that once the Board is provided notice of these amalgamations, it will issue a new Electricity Distribution Licence to LDC Mergeco and cancel the existing Electricity Distribution Licences of Veridian Connections Inc. and Whitby Hydro Electric Corporation.

The parties to the MAAD's Application have agreed that Veridian Corporation and Whitby Hydro Energy Corporation will amalgamate and continue as Elexicon Corporation. The parties have further agreed that the new electricity distributor that will continue following the amalgamation of Veridian Connections Inc. and Whitby Hydro Electric Corporation is Elexicon Energy Inc. As a result of these two amalgamations, Elexicon Corporation and Elexicon Energy Inc. will acquire an interest in several existing and proposed generation projects. These projects are identified in this Section 80 Notice.

Elexicon Energy Inc. will be wholly owned by Elexicon Corporation. Elexicon Corporation will in turn be owned by the following Municipal Corporations with the following voting share interests:

- The Corporation of the Town of Ajax: 21.828%;
- The Corporation of the City of Belleville: 9.044%
- The Corporation of the Municipality of Clarington: 9.248%
- The Corporation of the City of Pickering: 27.88%
- The Corporation of the Town of Whitby: 32%

ATTACHMENT 1.2.1

List of the Officers, Directors and Shareholders of the Parties

Entity	Directors	Officers	Shareholders
Veridian Connections Inc.	Kevin Ashe Joanne Dies Adrian Foster Mitch Panciuk Douglas Parker David Ryan Shaun Collier Ted Baker David McGregor David Pickles Brian Mountford	Rob Scarffe, Interim President & CEO George Armstrong, Vice President Kevin Ash, Vice Chair Adrian Foster, Chair Laurie McLorg, Vice President & CFO	Veridian Corporation (Ownership Interest 100%)
Whitby Hydro Electric Corporation	Patrick McNeil Sean O'Dwyer Paul Murphy	John Sanderson, President & CEO Ramona Abi-Rashed, Treasurer Mike Chase, Deputy Treasurer Susan Reffle, Vice President	Whitby Hydro Energy Corporation (Ownership Interest 100%)

Entity	Directors	Officers	Shareholders
Veridian Corporation	Adrian Foster Kevin Ashe Murray Angus Ron Chatterton Shaun Collier Joanne Dies Karen Fisher James Macpherson Mitch Panciuk David Pickles David Ryan	Rob Scarffe, Interim President & CEO George Armstrong, Vice President Kevin Ash, Vice Chair Adrian Foster, Chair Laurie McLorg, Vice President & CFO	See list of Municipal Shareholders below
Whitby Hydro Energy Corporation	Patrick McNeil Lesley Rose Don Mitchell Darren MacDonald Judi Longfield Paul Murphy	John Sanderson, President & CEO Ramona Abi-Rashed, Treasurer Mike Chase, Deputy Treasurer	The Corporation of the Town of Whitby

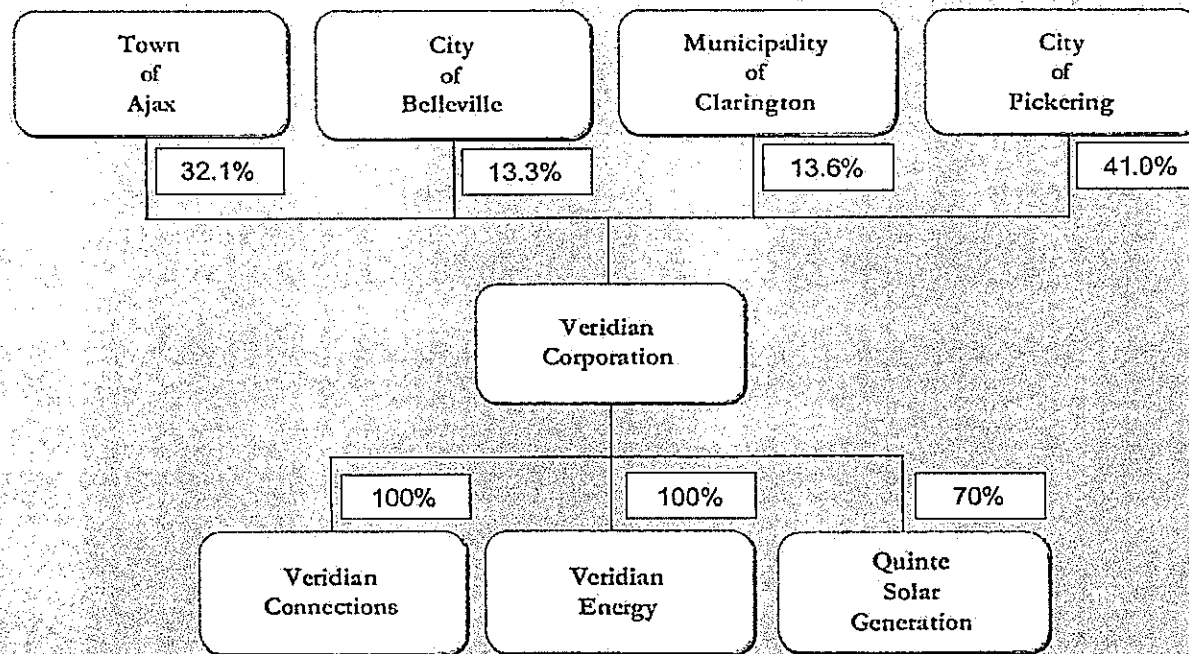
Veridian Corporation is in turn owned Municipally by four shareholders:

- The Corporation of the City of Pickering (41.0%)
- The Corporation of the Town of Ajax (32.1%)
- The Corporation of the Municipality of Clarington (13.6%)
- The Corporation of the City of Belleville (13.3%)

Whitby Hydro Energy Corporation is wholly owned by the Corporation of the Town of Whitby.

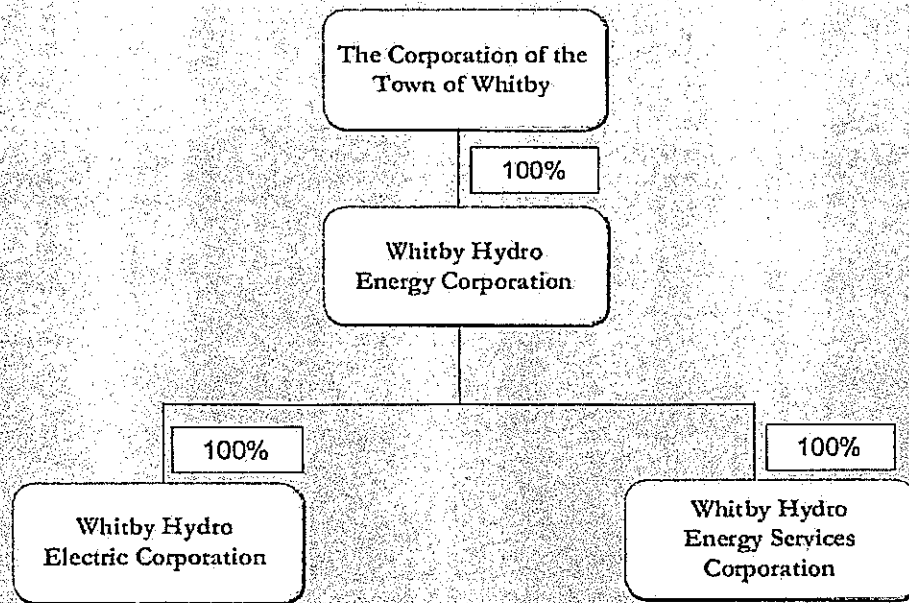
ATTACHMENT 1.2.2

Veridian Corporate Organization Chart



ATTACHMENT 1.2.2

Whitby Corporate Organization Chart



ATTACHMENTS 1.3.1 & 1.3.2

1.3.1 Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licenced under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licenced under the OEB Act in Ontario (“Electricity Sector Affiliates”).

1.3.2 Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.

Veridian Connections Inc. (“Veridian LDC”)

Veridian LDC Geographic Description

Veridian LDC is licenced by the OEB pursuant to an electricity distribution licence (ED-2002-0503) and provides electricity distribution services in the City of Pickering, the Town of Ajax, the Municipality of Clarington, the Township of Uxbridge, the Town of Port Hope, the Township of Brock, the Township of Scugog, the City of Belleville and the Town of Gravenhurst.

Veridian LDC is a wholly-owned subsidiary of Veridian Corporation and is headquartered in Ajax, Ontario.

The nine communities in which Veridian LDC provides distribution services are located within southern Ontario. The most heavily populated communities are situated within the Greater Toronto Area and lie along the shore of Lake Ontario to the east of the City of Toronto. Veridian LDC’s licensed service areas are aligned with municipal boundaries in two communities: the Town of Ajax and the City of Pickering with the exception of a few small segments of land which are identified in its license (ED-2002-0503). These two communities are contiguous, and together contain more than one-half of Veridian LDC’s

customers. Veridian LDC's service areas in the balance of the communities in which it operates are non-contiguous.

Veridian LDC earns its revenues through charges to its customers for the delivery of electricity through its electricity distribution system. Veridian LDC's rates are regulated and approved by the OEB.

In 2009, the Ontario government enacted the Green Energy Act ("**GEA**"); legislation that changed the role of distribution utilities in the areas of power generation, Conservation and Demand Management ("**CDM**") and the development of smart grid assets.

The GEA permits distributors to own and operate a portfolio of eligible renewable power generation assets. Related OEB regulatory and accounting guidelines require separate accounting for these generation operations within the distribution utility company.

Under these provisions, Veridian LDC has made small scale investments in rooftop solar-photovoltaic ("**PV**") generation assets and operations.

Veridian Ownership Structure and Affiliates

Veridian Corporation

Veridian LDC is wholly owned by Veridian Corporation which is 100% municipally owned by four shareholders:

- The Corporation of the City of Pickering (41.0%),
- The Corporation of the Town of Ajax (32.1%),
- The Corporation of the Municipality of Clarington (13.6%) and
- The Corporation of the City of Belleville (13.3%).

Veridian Corporation's primary business is the distribution of electricity. This is undertaken through its wholly-owned regulated subsidiary, Veridian LDC.

Ancillary businesses include Veridian Energy Inc. and Quinte Solar Generation Inc., both of which are unregulated subsidiaries wholly or partially owned by Veridian Corporation.

On February 19, 2019 and February 25, 2019, Veridian Corporation gave notice under Section 80 of the Act of two proposed combined heat and power generation projects, one in each of Belleville and Pickering. The proposed project in Belleville will be located at the Quinte Sports and Wellness Centre ("**Quinte Project**") located at 265 Cannifton Road, Belleville, Ontario which is a facility owned by the Corporation of the City of Belleville, one of the shareholders of Veridian Corporation. Electricity produced by this generator will be sold behind the electric utility meter. Veridian Corporation will own and operate this co-generation facility. Veridian Corporation will also own and operate a proposed co-generation facility to be constructed at Purdue Pharma's head office ("**Purdue Project**") located at 575 Granite Court, Pickering, Ontario. Electricity produced by this generator will be sold behind the electric utility meter.

Veridian LDC

Veridian LDC was formed in the fall of 1999 through the merger of Ajax Hydro, Clarington Hydro and Pickering Hydro. Since that time, Veridian LDC has merged with or acquired the following utilities:

- acquired Uxbridge Hydro on June 1, 2000
- acquired Port Hope Hydro on May 1, 2001
- acquired Brock Hydro on July 1, 2001
- merged with the electrical distribution business of Belleville Utilities on October 1, 2001
- acquired Scugog Hydro Energy Corporation on July 1, 2005
- acquired Gravenhurst Hydro Electric Inc. on November 1, 2005

Veridian LDC services approximately 120,500 metered customers consisting of Residential and General Service commercial, industrial and institutional customers as

well as a number of additional unmetered customers including streetlights and sentinel lights. Veridian LDC also has 300 embedded generation, Feed-In-Tariff ("FIT") and MicroFIT customers.

Veridian LDC has an interest in the following renewable solar generation projects:

1. Veridian LDC owns a renewable solar generation project at its head office at 55 Taunton Road East, Ajax ("**Ajax Project**");
2. Veridian LDC holds a 39% interest in a renewable solar generation project installed on the Claremont Community Centre located at 4941 Old Brock Road Pickering ("**Claremont Project**"). TREC Solarshare Co-Operative (No.1) Inc. has a 51% interest and Solera Sustainable Energies Company Limited has a 10% interest in the Claremont Project; and
3. Veridian LDC proposes to hold a 42.5% interest in a renewable solar generation project to be located at 739 D'Arcy Street, Cobourg ("**New Project**"). By a letter dated February 14, 2019 (revised March 4, 2019) Notice pursuant to Section 80 of the Act was given of a proposal by Veridian LDC to participate in a joint venture with two other parties in respect of the New Project. It is proposed that Lakefront Utilities Inc. will have a 42.5% interest and Solera Sustainable Energies Company Limited will have a 15% interest in the New Project.

Veridian LDC does not own or operate an OEB licensed generation facility.

Veridian Energy Inc. ("VEI")

Historically VEI operated non-rate-regulated businesses such as water heater and equipment rentals as well as other energy-related services. VEI disposed of its non-regulated water heater and sentinel light operations in 2011. As a result, VEI became dormant in 2011 and has remained inactive since. VEI remains wholly owned by Veridian Corporation.

Quinte Solar Generation Inc. ("QSGI")

Veridian Corporation has a 70% ownership interest in QSGI. QSGI was incorporated for the purpose of investing in rooftop solar opportunities under the provincial government's various FIT programs. The Corporation of the City of Belleville owns 15% and Solera Sustainable Energies Company Limited owns the remaining 15% of QSGI. QSGI does not have any assets at this time and is maintained as a shell company for future solar investment opportunities.

Whitby Hydro Electric Corp. ("Whitby LDC")

Geographic Description

Whitby LDC is licenced by the Board pursuant to an electricity distribution licence (ED-2002-0571) under which it owns, operates and manages the assets associated with the distribution of electrical power to approximately 42,500 metered customers in the Town of Whitby. The Town of Whitby is located east of Toronto (east of Ajax, west of Oshawa and on the north shore of Lake Ontario) in the Region of Durham. It includes the communities of Ashburn, Brooklin, Myrtle and Myrtle Station.

Whitby LDC Ownership Structure and Affiliates

Whitby Hydro Energy Corporation

Whitby Hydro Energy Corporation is a holding company that is 100% owned by the Town of Whitby.

Whitby LDC

Whitby LDC is a wholly-owned subsidiary of Whitby Hydro Energy Corporation. Whitby LDC operates the electricity distribution system in its licensed service area which covers the Town of Whitby with the exception of a few small segments of land which are identified in its license (ED-2002-0571). Whitby LDC services approximately 42,500 metered customers including Residential and General Service commercial, industrial and institutional customers as well as a number of additional unmetered customers

including streetlights and sentinel lights. Whitby LDC has a limited number of dedicated employees. The remainder of the employees are employed by and shared with its affiliate Whitby Hydro Energy Services Corporation ("**WHESC**").

Whitby LDC also has 192 embedded generation FIT and MicroFIT customers and owns a renewable solar (FIT) project located at its head office at 100 Taunton Road, Whitby ("**Whitby Project**"). Whitby LDC does not own or operate an OEB licensed generation facility.

WHESC

WHESC is a wholly-owned subsidiary of Whitby Hydro Energy Corporation. WHESC was created when the Ontario electricity market deregulated in 2000. WHESC assists customers from all over Ontario with their energy management and engineering project needs as well as generation, combined heat and power, storage and a range of distribution related services. Since its inception, WHESC has provided distribution and corporate services to Whitby LDC.

ATTACHMENT 1.3.3

1.3.3

Attach a breakdown of the annual sales (in C\$, and MWh) as of the most recent fiscal year-end of the existing generation output among the IESO Administered Markets ("IAM"), bilateral contracts, and local distribution companies.

Veridian Connections Inc. owns a Renewable Solar Generation Project located at its head office at 55 Taunton Road East, Ajax ("**Ajax Project**"). It also holds a 39% interest in a renewable solar generation project on the Claremont Community Centre located at 4941 Old Brock Road, Pickering ("**Claremont Project**"). Notice under Section 80 of the Act was recently given to the Board in respect of a proposed 42.5% interest by Veridian Connections Inc. in a joint venture with Lakefront Utilities Inc. (42.5% interest) and Solera Sustainable Energies Company Limited (15% interest) in respect of a renewable solar generation project planned for 739 D'Arcy Street, Cobourg ("**New Project**").

Whitby Hydro Electric Corporation owns a renewable solar generation facility at its head office in the Town of Whitby ("**Whitby Project**")

Veridian Corporation recently gave notice under Section 80 of the Act in respect of:

1. A combined heat and power project to be constructed at the Quinte Sports and Wellness Centre located at 265 Cannifton Road, Belleville, Ontario,
2. A combined heat and power project to be constructed at Purdue Pharma's head office located at 575 Granite Court, Pickering, Ontario.

Both of these generators will sell electricity behind the electric utility meter.

The recent sales, capacity and output of these generations facilities are as follows:

Licencees	Location	Sales	Type	Capacity (MW)	Energy (MWh)
Veridian Connections Inc. (Ajax Project)	55 Taunton Road East, Ajax	2017 Sales: \$105,650	Solar	0.120	148.3 (2017 Actual)
Veridian Connections Inc. (Claremont Project)	4941 Old Brock Road, Pickering	2017 Sales: \$66,750	Solar	0.101	123.6 (2017 Actual)
Veridian Connections Inc. (New Project)	739 D'Arcy Street, Cobourg	Not operational	Solar	0.106	112.8 (Estimate)
Whitby Hydro Electric Corporation (Whitby Project)	100 Taunton Road, Whitby	2018 Sales: \$60,000	Solar	0.100	109 (2018 Actual)
Veridian Corporation (Purdue Project)	575 Granite Court, Pickering	Not operational	CHP	0.400	3,074 (estimate)
Veridian Corporation (Quinte Project)	265 Cannifton Road, Belleville	Not operational	CHP	0.195	1,571 (estimate)
Total				1.022	5,138.7 (Combined actuals and estimates)

ATTACHMENT 1.3.4

1.3.4	<p>Attach a list identifying all relevant Board licences and approvals held by the parties to the proposed transaction or project and each of their Electricity Sector Affiliates, and any applications currently before the Board, or forthcoming. Please include all Board file numbers.</p> <p>Veridian Connections Inc., Electricity Distribution License (EB-2002-0503)</p> <p>Whitby Hydro Electric Corporation, Electricity Distribution License (EB-2002-0571)</p> <p>Veridian Connections Inc. and Whitby Hydro Electric Corporation MAAD's Approval (EB-2018-0236)</p>
-------	---

ATTACHMENT 1.4

1.4.1	<p>Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to the completion of the proposed transaction or project.</p> <p>Please see attachment 1.3.3</p>
1.4.2	<p>Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to the completion of the proposed transaction or project.</p> <p>In 2018, the total annual electricity consumption in Ontario was 137.4 TWh. (Source: IESO http://www.ieso.ca/power-data/demand-overview/historical-demand).</p> <p>The forecasted annual aggregate generation output of each of the generation assets identified in attachment 1.3.3 is 5,138.7 MWh. The aggregate maximum capacity of these projects is 1.022 MW. The forecasted aggregate annual generation output of the generation assets identified in attachment 1.3.3 represent 0.003739% of the 2018 total annual electricity consumption in Ontario.</p>

ATTACHMENT 1.5

1.5.1	<p>Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.</p> <p>On July 30, 2018, Veridian Corporation, Veridian Connections Inc., Whitby Hydro Energy Corporation and Whitby Hydro Electric Corporation filed a MAAD's Application under Section 86 of the Act. By a Decision and Order dated December 20, 2018, the Board approved the MAAD's Application and granted the requested relief (EB-2018-0236).</p> <p>Pursuant to the approval received from the Board, it is anticipated that Veridian Corporation and Whitby Hydro Energy Corporation will merge effective April 1, 2019 to form Elexicon Corporation. Immediately following this transaction, Veridian Connections Inc. and Whitby Hydro Electric Corporation will amalgamate to form Elexicon Energy Inc. As a result of these transactions, Elexicon Corporation and Elexicon Energy Inc. will acquire an interest in the six generation projects identified in this Notice.</p> <p>There will be no new transmission or distribution systems or generation facilities as a result of the mergers (other than those for which section 80 Notices have already been filed with the Board as noted herein).</p>
1.5.2	<p>Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>Please see attachments 1.3.3 and 1.4.2</p>
1.5.3	<p>Describe the generation market share based on anticipated MWh production as a percentage of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>Please see attachments 1.3.3 and 1.4.2</p>

1.5.4	<p>Attach a short description of the impact, if any, of the proposed transaction or project on competition. If there will be no impact on competition, please state the reasons. Cite specifically the impacts of the proposal on customer choice regarding generation, energy wholesalers, and energy retailers.</p> <p>The amalgamations will not have any impact on competition nor on open access to the transmission or distribution system. It will have no impact on customer choice.</p>
1.5.5	<p>Provide confirmation that the proposed transaction or project will have no impact on open access to the transmission or distribution system of the parties or their affiliates. If open access will be affected explain how and why.</p> <p>The Applicants confirm that the merger will not have an impact on open access to the transmission or distribution systems of the parties or their affiliates.</p>

ATTACHMENT 1.6

1.6.1	<p>Attach confirmation that the parties to the proposed transaction or project are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the proposed transaction or project.</p> <p>The Applicants believe they are currently in compliance with all licence and code requirements. The amalgamations will be undertaken in accordance with the Board's December 20, 2018 Decision in the MAAD's Application (EB-2018-0236).</p>
-------	--

ATTACHMENT 2.1

2.1.2	<p>Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.</p> <p>The generation output from the Ajax, Claremont and Whitby projects will continue to be sold to the IESO pursuant to existing FIT Contracts. The generation output from the New Project will be sold to the owner of the building where the solar unit will be installed, the Corporation of the Town of Cobourg. The generation output of the Quinte and Purdue projects will be sold to the owners of the respective buildings, The Corporation of the City of Belleville and Purdue Pharma.</p>
2.1.3	<p>Provide a description of the generation including fuel source, technology used, maximum capacity output, typical number of hours of operation in a year, and peaking versus base-load character.</p> <p>Please see Attachment 1.3.3.</p> <p>Each of the Ajax, Claremont, Whitby and New Projects are expected to have approximately about 1,000 – 1,100 hours of full-output operation in a year.</p> <p>The Purdue Project is expected to have approximately 7,685 hours of full output operation in a year. The Quinte Project is expected to have approximately 8,050 hours of full-output operation in a year.</p> <p>Each Project has a base load character.</p>
2.1.4	<p>Provide details on whether the generation facility is expected to sign a “must run” contract with the IESO.</p> <p>The facilities are not “must run” facilities.</p>
2.1.5	<p>Provide details of whether the generation facility is expected to serve a “load pocket”, or is likely to be “constrained on” due to transmission constraints.</p> <p>The generation facilities are not expected to serve load pockets nor are they likely to be “constrained on” due to transmission constraints.</p>