



Peterborough Utilities Group
1867 Ashburnham Drive, PO Box 4125, Station Main
Peterborough ON K9J 6Z5

July 15, 2020

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

Dear Ms. Walli:

**AMALGAMATION OF PETERBOROUGH DISTRIBUTION INC AND
PETERBOROUGH UTILITIES SERVICES INC**

Pursuant to the Board's Decision EB-2018-0242, Peterborough Distribution Inc. (PDI) and Peterborough Utilities Services Inc. (PUSI) were granted leave to:

1. Amalgamate and to transfer Peterborough Distribution Inc.'s distribution licence and rate order to the amalgamated corporation.
2. The amalgamated corporation was granted leave to sell its distribution system to 1937680 Ontario Inc. and to transfer the amalgamated corporation's distribution licence and rate orders to 1937680 Ontario Inc.

1937680 Ontario Inc. was also granted leave to dispose of its distribution system to Hydro One Networks Inc.

The amalgamation of PDI and PUSI took place on June 1, 2020 and the distribution licence is now held by the newly amalgamated company, continuing as PUSI.

Effective, August 1, 2020, the distribution system will be transferred to 1937680 Ontario Inc. who will operate the former PDI distribution systems under the name Peterborough Distribution until consolidated by Hydro One Networks Inc. sometime in the future.

Therefore, we request that the Board amend PDI's current license to reflect the new name of the amalgamated company being Peterborough Utilities Services Inc.

1937680 Ontario Inc. will make separate request that the licence be amended to reflect the transfer of the PUSI's distribution licence and rate orders to 1937680 Ontario Inc., effective August 1, 2020.

The certificates of amalgamation are included with this letter. Should you have any questions or concerns regarding this matter, please contact David Whitehouse, VP Corporate Services at 705-931-2285 or at: dwhitehouse@peterboroughutilities.ca.

Best Regards,

A handwritten signature in blue ink, appearing to read 'John Stephenson', with a long horizontal stroke extending to the right.

John Stephenson
President & CEO

Telephone (705) 748-9301 ext 1280

e-mail jstephenson@peterboroughutilities.ca

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Ministry of Government
and Consumer Services

Ontario

CERTIFICATE
This is to certify that these
articles are effective on

Ministère des Services
gouvernementaux et des
Services aux consommateurs

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

5032985

JUNE 01 JUIN, 2020

Barbara Aschitt

(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) :

P	E	T	E	R	B	O	R	O	U	G	H	U	T	I	L	I	T	I	E	S	S	E	R	V	I	C	E
S	I	N	C	.																							

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

1867 Ashburnham 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

Peterborough

ONTARIO

K 9 J 6 Z 5

Name of Municipality or Post Office /

Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

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

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

2

15

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
Ross Garland	1867 Ashburnham Drive, Peterborough, ON, K9J 6Z5	Yes
Bryan Weir	1867 Ashburnham Drive, Peterborough, ON, K9J 6Z5	Yes
Dave Paterson	1867 Ashburnham Drive, Peterborough, ON, K9J 6Z5	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 fusionnent 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 fusionnent 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

PETERBOROUGH UTILITIES SERVICES 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
PETERBOROUGH UTILITIES SERVICES INC.	001327875	2020	05	21
PETERBOROUGH DISTRIBUTION INC.	001601780	2020	05	21

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 two classes of shares, namely, an unlimited number of common shares and an unlimited number of preferred 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 :

1. Common Shares

The holders of the Common Shares are entitled to, among other things, notice of and the right to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote, and subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, have the right to receive any dividend declared by it and to receive the remaining property and assets of the Corporation upon dissolution.

2. Preferred Shares

The Preferred Shares, as a class, shall have attached to them the following:

(i) The preferred shares may from time to time be issued in one or more series; and

(ii) The directors, before the issue of any series of such shares may fix the number of shares in it and may determine the designation, rights, privileges, restrictions and conditions attaching to the shares of each series.

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 :

(a) No share in the capital of the corporation shall be transferred without the consent of the board of directors expressed by a resolution passed by not less than a majority of votes at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

(b) 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.

(c) Any invitation to the public to subscribe for securities of the corporation is prohibited.

(d) The corporation may purchase any of its issued shares.

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

None

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.**

PETERBOROUGH UTILITIES SERVICES INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

John Stephenson

Print name of signatory /
Nom du signataire en lettres moulées

President & CEO

Description of Office / Fonction

PETERBOROUGH DISTRIBUTION INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

John Stephenson

Print name of signatory /
Nom du signataire en lettres moulées

President & CEO

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 of Company

I, John Stephenson, am the President and Chief Executive Officer of Peterborough Utilities Services Inc. (the "**Corporation**"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I have conducted such examinations of the books and records of the Corporation and made such inquiries and investigations as are necessary to enable me to make the following statements.
3. There are no reasonable grounds for believing that:
 - a. the Corporation is not and the amalgamated corporation will not be able to pay its liabilities as they become due;
 - b. the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes; and,
 - c. any creditor will be prejudiced by the amalgamation.

DATED as of the 21 day of May, 2020.



John Stephenson
President and Chief Executive Officer

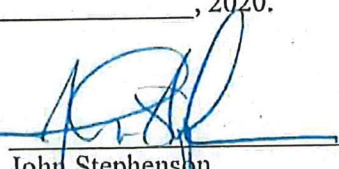
SCHEDULE "A"

Statement of Director or Officer of Company

I, John Stephenson, am the President and Chief Executive Officer of Peterborough Distribution Inc. (the "**Corporation**"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I have conducted such examinations of the books and records of the Corporation and made such inquiries and investigations as are necessary to enable me to make the following statements.
3. There are no reasonable grounds for believing that:
 - a. the Corporation is not and the amalgamated corporation will not be able to pay its liabilities as they become due;
 - b. the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes; and,
 - c. any creditor will be prejudiced by the amalgamation.

DATED as of the 21 day of May, 2020.



John Stephenson
President and Chief Executive Officer

SCHEDULE "B"
CERTIFIED RESOLUTION
OF
PETERBOROUGH UTILITIES SERVICES INC
(the "Corporation")

RECITALS:

- A. The Corporation and Peterborough Distribution Inc. ("PDI") are wholly-owned subsidiaries of the same body corporate.
- B. The Corporation wishes to amalgamate with PDI under the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

- 1. the Corporation amalgamate with PDI and continue as one corporation (the "**Amalgamated Corporation**") under subsection 177(2) of the Act;
- 2. except as may be prescribed, the articles of amalgamation of the Amalgamated Corporation be the same as the articles of the Corporation;
- 3. the by-laws of the Amalgamated Corporation be the same as the by-laws of the Corporation;
- 4. on the issuance of a Certificate of Amalgamation under subsection 178(4) of the Act:
 - (a) all shares of PDI be cancelled without any repayment of capital; and
 - (b) the stated capital of PDI be added to the stated capital of the Corporation; and
- 5. any director or officer of the Corporation is authorized and directed to do on behalf of the Corporation any and all acts and things and execute all deeds and documents as such director or officer considers necessary, desirable or useful to carry out and give effect to the amalgamation of the Corporation and PDI and to this resolution.

CERTIFIED to be a true copy of a resolution of the directors of Peterborough Utilities Services Inc. signed by the directors on the 21 day of May, 2020.

DATED as of the 21 day of May, 2020.



John Stephenson
President and Chief Executive Officer

SCHEDULE "B"

**CERTIFIED RESOLUTION
OF
PETERBOROUGH DISTRIBUTION INC.
(the "Corporation")**

RECITALS:

- A. The Corporation and Peterborough Utilities Services Inc. ("PUSI") are wholly-owned subsidiaries of the same body corporate.
- B. The Corporation wishes to amalgamate with PUSI under the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

1. the Corporation amalgamate with PUSI and continue as one corporation (the "**Amalgamated Corporation**") under subsection 177(2) of the Act;
2. except as may be prescribed, the articles of amalgamation of the Amalgamated Corporation be the same as the articles of PUSI;
3. the by-laws of the Amalgamated Corporation be the same as the by-laws of PUSI;
4. on the issuance of a Certificate of Amalgamation under subsection 178(4) of the Act:
 - (a) all shares of the Corporation be cancelled without any repayment of capital; and
 - (b) the stated capital of the Corporation be added to the stated capital of PUSI; and
5. any director or officer of the Corporation is authorized and directed to do on behalf of the Corporation any and all acts and things and execute all documents as such director or officer considers necessary, desirable or useful to carry out and give effect to the amalgamation of the Corporation and PUSI and to this resolution.

CERTIFIED to be a true copy of a resolution of the directors of Peterborough Distribution Inc. signed by all the directors on the 21 day of May, 2020.

DATED as of the 21 day of May, 2020.



John Stephenson
President and Chief Executive Officer