

A&B Draft – Mar 5, 2012

AIRD & BERLIS LLP
Barristers and Solicitors

CLOSING AGENDA

**POWERSTREAM INC. PURCHASE OF SHARES OF COLLINGWOOD UTILITY
SERVICES CORP. FROM THE CORPORATION OF THE TOWN OF
COLLINGWOOD**

TIME: Closing: As of [**<*>**]
<*>(Toronto time)

PLACE: AIRD & BERLIS LLP
180 Bay Street, Suite 1800
Toronto, ON M5J 2T9

PARTIES: PowerStream Inc. (the “**Purchaser**”)
Represented by: John Glicksman
Dennis Nolan
Daniel Miller

Counsel for the Purchaser (the “**Purchaser’s Counsel**”)
Represented by: Robert Hull
Gowling Lafleur Henderson LLP (“**Gowlings**”)

The Corporation of the Town of Collingwood (the “**Vendor**”)
Represented by: Mayor Sandra Cooper
Clerk Sara Almas

Collingwood Utility Services Corp. (the “**Corporation**”)
Represented by: Ed Houghton
David McFadden

COLLUS Power Corp. (“**Collus**”)
Represented by: Ed Houghton
David McFadden

COLLUS Solutions Corp. (“**Solutions**”)
Represented by: Ed Houghton
David McFadden

COLLUS Energy Corp. (“**Energy**”)

Represented by: Ed Houghton

David McFadden

Counsel for the Corporation, the Vendor, Collus and Solutions

Aird & Berlis (“**AB**”)

Represented by: Ron Clark

Leo Longo

John Mascarin

Corrine Kennedy

DEFINED TERMS

All capitalized terms that are used in this closing agenda but are not defined have the meanings given to them in the share purchase agreement dated as of [March 5, 2012], (the “**Share Purchase Agreement**”) between the Purchaser, the Vendor, Collus, Solutions, Energy and the Corporation.

DELIVERY AND ESCROW PROVISIONS

All documents listed below to be delivered at the closing are to be tabled and held in escrow. The escrow will be released upon mutual agreement of all parties that all documents are satisfactory and that all acts to be performed at the closing have been satisfactorily performed. Upon release of the escrow, all documents and payments are deemed to be simultaneously delivered, and the closing will be completed. The closing may be adjourned to such other times and places as may be agreed upon and all documents and payments that have been tabled will remain in escrow during such adjournment. In the event that the closing is not completed, all documents will be redelivered to the granting parties.

When used in this closing agenda “Standard” means delivery of an original document to each of the (i) Vendor, (ii) the Purchaser, (iii) Gowlings and (iv) AB. Where delivery is not Standard, delivery of an original it is indicated by “O” and delivery of a photocopy is indicated by “C”.

DOCUMENTS AND ACTIONS OF THE PARTIES

<u>Description</u>	<u>Responsibility</u>	<u>Delivery</u>	<u>Status</u>
A. PRE-EXECUTION MATTERS			
1.	Request for Proposals (“RFP”) by the Corporation	Collus	Complete
2.	Response to RFP by the Purchaser	Purchaser	Complete
3.	Confidentiality Agreement	Purchaser Collus	Complete <i>(Copy required)</i>
4.	Delivery of Draft Financial Statements	Corporation	Purchaser (C) In progress
5.	Draft disclosure schedules for Share Purchase Agreement	AB	Purchaser (C) In progress
B. SHARE PURCHASE AGREEMENT AND INTERIM PERIOD MATTERS			
6.	Resolution of directors of the Purchaser authorizing entry into the Share Purchase Agreement, the Shareholders’ Agreement and any ancillary transactions contemplated by the Share Purchase Agreement or the Shareholders’ Agreement	Gowlings	Purchaser (O) No copies for other Parties Complete
7.	Resolution of the Corporation of the City of Barrie, as shareholder of the Purchaser, authorizing entry into the Share Purchase Agreement, the Shareholders’ Agreement and any ancillary transactions contemplated by the Share Purchase Agreement or the Shareholders’ Agreement	Gowlings	Purchaser (O) No copies for other Parties Complete
8.	Resolution of the Corporation of the Town of Markham, as shareholder of the Purchaser, of authorizing entry into the Share Purchase Agreement, the Shareholders’ Agreement and any ancillary transactions contemplated by the Share Purchase Agreement or the Shareholders’ Agreement	Gowlings	Purchaser (O) No copies for other Parties Complete

	<u>Description</u>	<u>Responsibility</u>	<u>Delivery</u>	<u>Status</u>
9.	Resolution of the Corporation of the City of Vaughan, as shareholder of the Purchaser, authorizing entry into the Share Purchase Agreement, the Shareholders' Agreement and any ancillary transactions contemplated by the Share Purchase Agreement or the Shareholders' Agreement	Gowlings	Purchaser (O) No copies for other Parties	Complete
10.	Bylaw of City Council of the Vendor authorizing : a) the sale of the Purchased Shares b) the transfer of the Purchased Shares c) entry into the Share Purchase Agreement, the Shareholders' Agreement and any ancillary transactions contemplated by the Share Purchase Agreement or Shareholders' Agreement and any further actions required to give effect to the Transaction.	AB	Vendor (O) No copies for other Parties	Drafted
11.	Resolutions of Vendor, Corporation, Solutions, Energy and Collus authorizing the filing of articles of amendment in respect of item 12	AB	Corporation and Subsidiaries (O) No copies for other Parties	Drafted
12.	Filing articles of amendment re number of directors for Corporation and Subsidiaries	AB	Corporation and Subsidiaries (O) Others (C)	
13.	Resolutions of the shareholders and directors of each of the Corporation and Subsidiaries re Confirmation of Acts	AB	Corporation and Subsidiaries (O) No copies for other Parties	
14.	Resolution of shareholder and directors of the Corporation authorizing a) the transfer of the Purchased Shares b) entry into the Share Purchase Agreement, the Shareholders' Agreement and any ancillary transactions contemplated by the Share Purchase Agreement or the Shareholders' Agreement	AB	Corporation (O) No copies for other Parties	Drafted

	<u>Description</u>	<u>Responsibility</u>	<u>Delivery</u>	<u>Status</u>
15.	Resolution of directors of Collus authorizing the entry into the Share Purchase Agreement, and any ancillary transactions contemplated by the Share Purchase Agreement	AB	Collus (O) No copies for other Parties	Drafted
16.	Resolution of directors of Solutions authorizing the entry into the Share Purchase Agreement, and any ancillary transactions contemplated by the Share Purchase Agreement	AB	Solutions (O) No copies for other Parties	Drafted
17.	Resolution of directors of Energy authorizing the entry into the Share Purchase Agreement, and any ancillary transactions contemplated by the Share Purchase Agreement	AB	Energy (O) No copies for other Parties	Drafted
18.	Updated filings to Ministry re current officers and directors	AB	Corporation and Subsidiaries (O) Others (C)	
19.	Share Purchase Agreement	AB	Standard	Drafted
20.	Schedules to the Share Purchase Agreement	AB Vendor	Standard	In progress
21.	Side letter from the Vendor and the Corporation to the Purchaser re Services Agreements	Vendor Purchaser	Standard	In progress
22.	Coordination of public announcements in respect of the Transaction	Vendor Purchaser	Standard	
23.	Direction from the Vendor to the Purchaser in respect of payment of Share Purchase Price payable on execution of the Share Purchase Agreement	AB	Standard	In progress
24.	OEB information filing/MAAD Application	Collus AB	Standard	
25.	Amendment of or entry into Service Agreements	Corporation/ Purchaser/ Vendor/ Subsidiaries	Standard	

	<u>Description</u>	<u>Responsibility</u>	<u>Delivery</u>	<u>Status</u>
26.	Arrangement of financing and execution of related documentation (to be determined)	Vendor Bank		In progress
27.	Notification to Ministry of Finance with respect to transfer of “municipal electricity property”	Collus		
28.	<p>Delivery of Third Party Consents and comfort letter by the Vendor required for the Transaction, as follows:</p> <ul style="list-style-type: none"> a) Infrastructure Ontario (consent) b) Shareholders Agreement re Util-Assist Inc. and Utility Collaborative Services Inc. (consent) c) CIBC Credit Facility Agreement with Collus Power Corp. (consent) d) CIBC Credit Facility Agreement with Collus Solutions Corp. (consent) e) PPSA Registration in favour of RCAP Leasing Inc. (comfort letter or discharge) f) Advanced Metering Infrastructure Sale and Services Agreement (consent) g) Master Services Agreement re: Kinetiq Canada Ltd. (consent) h) Membership Agreement between Collus Power Corp. and Cornerstone Hydro Electric Concepts Association Inc. (consent or comfort letter) i) Small Utility Enterprise License Agreement (notice) 	Vendor	Standard	
29.	<p>Delivery of Third Party Consents by the Purchaser required for the Transaction, as follows:</p> <ul style="list-style-type: none"> a) TD Credit Facility Agreement (consent) 	Purchaser	Standard	
C. PRE-CLOSING MATTERS				
30.	Resolution of Collus declaring dividend in the amount of the Recapitalization Dividend Amount to the Corporation	AB	Collus (O) Other Parties(C)	In progress

	<u>Description</u>	<u>Responsibility</u>	<u>Delivery</u>	<u>Status</u>
31.	Resolution of the Corporation declaring dividend in the amount of the Recapitalization Dividend Amount to the Vendor	AB	Corporation (O) Other Parties (C)	In progress
32.	Resolution of Solutions declaring [and paying] dividend in the amount of the Additional Closing Dividend Amount related to Solutions to the Corporation	AB	Solutions (O) Other Parties (C)	In progress
33.	Resolution of the Corporation declaring [and paying] a dividend equal to Additional Closing Dividend Amount to the Vendor	AB	Corporation (O) Other Parties (C)	In progress
34.	Resolution of Collus authorizing the repayment of the Promissory Note to the Vendor	AB	Collus (O) Other Parties (C)	
35.	Repayment of Promissory Note by Collus to Vendor	Collus	Vendor	
36.	Receipt from Collus and the Vendor to the Purchaser for the Promissory Note Repayment	AB	Purchaser (O) Other Parties (C)	In progress
37.	Cancellation of Promissory Note	Vendor	Parties (C)	
D. CLOSING MATTERS				
38.	Updated disclosure schedules to Share Purchase Agreement (if applicable)	AB	Standard	
39.	<p>Officer's Certificate for the Purchaser, certifying the following:</p> <ul style="list-style-type: none"> a) constating documents b) certificate of status c) authorizing resolutions authorizing entry into the Share Purchase Agreement, the Shareholders' Agreement and any ancillary transactions contemplated by the Share Purchase Agreement or Shareholders' Agreement d) certificate of incumbency 	Gowlings	Standard	

<u>Description</u>	<u>Responsibility</u>	<u>Delivery</u>	<u>Status</u>
40.	<p>Officer's Certificate for Corporation, certifying the following:</p> <ul style="list-style-type: none"> a) constating documents b) certificate of status c) authorizing resolutions authorizing the sale of the Purchased Shares, entry into the Share Purchase Agreement, the Shareholders' Agreement and any ancillary transactions contemplated by the Share Purchase Agreement or Shareholders' Agreement d) certificate of incumbency 	AB	Standard
41.	<p>Officer's Certificate for the Vendor certifying the following:</p> <ul style="list-style-type: none"> a) constating documents b) certificate of status c) authorizing resolutions authorizing the sale of the Purchased Shares, entry into the Share Purchase Agreement, the Shareholders' Agreement and any ancillary transactions contemplated by the Share Purchase Agreement or Shareholders' Agreement d) certificate of incumbency 	AB	Standard
42.	<p>Officer's Certificate for Collus certifying the following:</p> <ul style="list-style-type: none"> a) constating documents b) certificate of status c) authorizing resolutions authorizing the entry into the Share Purchase Agreement and any ancillary transactions contemplated by the Share Purchase Agreement d) certificate of incumbency 	AB	Standard

<u>Description</u>	<u>Responsibility</u>	<u>Delivery</u>	<u>Status</u>
43.	Officer's Certificate for Solutions certifying the following: a) constating documents b) certificate of status c) authorizing resolutions authorizing the entry into the Share Purchase Agreement and any ancillary transactions contemplated by the Share Purchase Agreement d) certificate of incumbency	AB	Standard
44.	Officer's Certificate for Energy certifying the following: a) constating documents b) certificate of status c) authorizing resolutions authorizing the entry into the Share Purchase Agreement and any ancillary transactions contemplated by the Share Purchase Agreement d) certificate of incumbency	AB	Standard
45.	Bring Down Certificate for the Corporation	Vendor	Standard In progress
46.	Bring Down Certificate for the Vendor	Vendor	Standard In progress
47.	Bring Down Certificate for the Purchaser	Purchaser	Standard
48.	Opinion of Purchaser's Counsel	Gowlings	Standard
49.	Opinion of Vendor's Counsel	AB	Standard
50.	Escrow Agreement	AB	Standard
51.	Wire transfer to the Vendor in the amount of \$8,000,000 for payment of Share Purchase Price	Purchaser	AB Vendor
52.	Receipt from the Vendor for the Share Purchase Price payment per Item 51	Purchaser	Purchaser (O) Other Parties (C)

	<u>Description</u>	<u>Responsibility</u>	<u>Delivery</u>	<u>Status</u>
53.	Side Letter between Purchaser and Vendor re future transactions	Gowlings	Originals (Purchaser and Vendor) Others (Copies)	
54.	Cancellation of the Corporation's share certificate no. 3	AB	Corporation (O) Other Parties (C)	
55.	Issuance and delivery to the Purchaser of share certificates representing the Purchased Shares, endorsed per Shareholders' Agreement	AB	Purchaser (O) Other Parties (C)	
56.	Issuance and delivery to the Vendor of a share certificate for the balance of the balance of the Shares of the Corporation	AB	Vendor (O) Other Parties (C)	
57.	Receipt of the Purchaser for the Purchased Shares	Gowlings	Vendor (O) Other Parties (C)	
58.	Filing of Articles of Amendment re name change for Corporation and Subsidiaries	AB	Respective entity (O), Other Parties (C)	
59.	Resignation of directors and officers of the Corporation and Subsidiaries, as applicable	AB	Respective entity (O), Other Parties (C)	Form drafted
60.	Shareholders' Agreement	AB	Standard	In progress
61.	Election of directors in accordance with Shareholders' Agreement	Purchaser Vendor		Form drafted
62.	Appointment of officers in accordance with Shareholders' Agreement	Purchaser Vendor		Form drafted
63.	Updated Shareholder, Director and Officer registers to reflect resignations	AB	Respective entity (O), Other Parties (C)	

<u>Description</u>	<u>Responsibility</u>	<u>Delivery</u>	<u>Status</u>	
E. POST-CLOSING MATTERS				
64.	Wire transfer of Holdback Amount from Collus to AB to be held in escrow	Collus	AB	
65.	Wire transfer payment of the Recapitalization Dividend Amount from Collus to the Corporation (minus the Holdback Amount)	Collus	Corporation	
66.	Wire transfer payment of the Recapitalization Dividend Amount from Corporation to the Vendor (minus the Holdback Amount)	Corporation	Vendor	
67.	Delivery of Working Capital Adjustment Documents (60 days after Closing)	Vendor	Purchaser	
68.	True-up of the Additional Closing Dividend	Vendor Purchaser		
69.	Wire transfer of the Working Capital Adjustment amount	AB		
70.	Receipt for Working Capital Adjustment amount	AB		
71.	Business Plan (within 90 days of Closing)	Purchaser and Vendor	Purchaser Vendor	