

Town of Collingwood Judicial Inquiry

AFFIDAVIT OF PAMELA HOGG

I, Pamela Hogg, of the Town of Collingwood in the Province of Ontario, MAKE OATH AND SAY:

1. I have knowledge of the matters contained in this affidavit. Where my knowledge is based on information and belief, I have identified the source of the information and belief and in all cases believe it to be true.
2. I am Manager, Human Resources and Board Secretary at EPCOR Electricity Distribution Ontario Inc., the successor to Collus. In the 2011-2012 time period, I held the following positions with the Collus entities:
 - a. Executive Assistant to Ed Houghton;
 - b. Manager, Human Resources; and
 - c. Board Secretary for the Collingwood Utilities Services Corporation, Collus Power, Collus Solutions and Collus Energy (collectively, the "**Collus Entities**").

Relationship with Ed Houghton and Others

3. I was Mr. Houghton's executive assistant from 1998 until he left Collus PowerStream in 2016. In that role, I primarily assisted Mr. Houghton with his responsibilities with Collus and its successor companies. I generally did not assist Mr. Houghton with his responsibilities as Director of Public Works, although I recall assisting him with presentations from time to time.
4. I understood that Mr. Houghton reported to the CAO in respect of his responsibilities as Director of Public Works. I do not recall being aware of any issues between Mr. Houghton and CAO Kim Wingrove when Ms. Wingrove was CAO. I do not recall Mr. Houghton cancelling meetings on Ms. Wingrove.
5. I did not have access to Mr. Houghton's emails as his executive assistant. I did have access to Mr. Houghton's calendar, and I would schedule the majority of appointments for Mr. Houghton. Mr. Houghton maintained control over his calendar, and he would schedule meetings himself in addition to the meetings I scheduled for him. Mr. Houghton sometimes scheduled meetings and did not put them in his calendar.
6. I do not know Paul Bonwick well. In 2011-2012, I knew him as a former MP and I knew he ran a business in Collingwood. I also believe he went to school with my younger sister. If I saw Mr. Bonwick in a social setting, I would speak with him. With respect to the Collus, I recall meeting Mr. Bonwick at a planning session for the launch event of Collus PowerStream after the transaction closed. I do not recall meeting him at any other time in 2011-2012.

7. At the time, I was not aware of the nature or frequency of Mr. Bonwick and Mr. Houghton's communications during the period between 2011-2012. I do not recall scheduling meetings or calls as between Mr. Houghton or Mr. Bonwick. I do not recall them discussing Collus matters.

Board Minutes

8. As Board Secretary, I was responsible for taking minutes at the Board meetings of the Collus Entities. In taking minutes, I sought to capture the decisions of the Boards and generally did not record content of Board discussions. I took direction from the Board on what to include in the minutes. The Board reviewed and approved the minutes.
9. In the 2011-2012 time period, I did not take minutes during in camera sessions because I understood the topics to be confidential and understood no record was to be made of them. I began taking in camera minutes around 2015 at the request of the auditors.

January 2010 Strategic Planning Session

10. Prior to the PowerStream transaction, the Collus Entities held a strategic planning session approximately every few years. The purpose of the strategic planning session was for the Board and senior management team to discuss the direction and future of the Collus Entities.
11. I attended the strategic planning session that took place on January 14 and 15, 2010. A copy of an email from Mr. Houghton about the session is attached as **Exhibit "A"**. The strategic planning session was facilitated by a consultant, Mary Pearson of Pearson & Associated Inc. I do not know why she was selected as facilitator.
12. I recall the discussion at the strategic planning session in 2010 focused on growing Collus. Specifically, I recall discussion about whether Collus should try to expand into other affiliated services, such as gas and waste water, in a similar manner as EPCOR had done in Alberta. I do not recall any discussions about a potential sale.
13. Ms. Pearson prepared a summary of the strategic planning session. A copy of the summary is attached as **Exhibit "B"**. I do not recall her firm doing any further work for the Collus Entities.

Origins of Collus Sale

14. I do not specifically recall when I first learned of a potential sale of Collus Power. I believe it would have been when Mr. Houghton called a meeting with the senior management of Collus Power to let us know this process was being considered. I believe this took place before Mr. Houghton and Mr. Muncaster met with potential bidders in July 2011.
15. I was not aware that Mr. Houghton met with Brian Bentz of PowerStream in December 2010. I was also not aware that Mr. Bonwick worked for PowerStream until I saw him at the planning meeting for the launch of Collus PowerStream.

Annual Meeting of the Shareholder

16. One of my responsibilities at the Collus Entities was to prepare for the Annual Meetings of the Shareholders. This meeting took place around July every year. Prior to the meeting, Town Council would select a shareholder's representative to attend the meeting on behalf of Town Council.
17. The matters to be discussed at the Annual Meeting of Shareholders were set out in the Notice provided to the Town. A copy of the Notice for the July 2011 meeting is attached as **Exhibit "C"**. The matters to be discussed did not change from year to year. The primary matters were approving the prior year's financial statements and appointing the auditor. While the Notice includes an item to "ratify all acts and proceedings of the directors and officers since the last annual meeting", this typically did not occur even though it was set out in the Notice, as reflected in the minutes of the July 2011 meeting, which are attached as **Exhibit "D"**.
18. In my time as Board Secretary, it was rare for the shareholder's representative to raise other business at the Annual Meeting of the Shareholders. When it happened, it would be in the form of a written question or questions that Town Council would ask the representative to ask. Any questions tended to be about conservation and demand management or utility planning. Other than the matters set out in the Notice, Council never provided direction or feedback to the Collus Entities at the Annual Meetings of the Shareholders.
19. Prior to every Annual Meeting of the Shareholders, I prepared a script for the meeting, which I would share with the Council representative and the Chair of the Board. A copy of the script for the July 2011 meeting is attached as **Exhibit "E"**. The script remained the same from year to year, with the appropriate names and dates changed. The meetings themselves tended to last around five minutes.
20. The July 2011 Annual Meeting of the Shareholder proceeded in the normal manner as the previous years. No changes were made that year as a result of the plan to pursue a potential strategic partnership.

The Strategic Task Team

21. I attended meetings of the Strategic Partnership Task Team (the "STT"). My role was administrative. I did not participate in the development of the RFP. I did not score the RFP.
22. I understood the matters discussed at STT meetings to be confidential, except that I believed members of Town Council on the STT could report back to Council.
23. I took minutes of the first two STT meetings. Copies of those minutes are attached as **Exhibits "F"** and **"G"**.
24. I did not take minutes of the later STT meetings, including when the bidders presented to the STT and during the scoring meetings, as I was concerned about confidentiality, particularly with respect to information provided by the bidders.
25. Where a matter was to be decided by the STT, the STT made decisions by consensus following discussion. The STT did not take formal votes.

Scoring the RFP

26. I took physical delivery of the non-financial and financial responses to the RFP and kept them locked in my office until I distributed them to the STT.
27. I was responsible for delivering the non-financial envelopes to the STT at some point at or prior to the November 23, 2011 meeting to score the non-financial components. I do not recall how many days in advance I distributed the envelopes. I sent an electronic copy of the PowerStream non-financial bid to John Herhalt, who I understood to be a member of the STT. A copy of an email thread reflecting this is attached as **Exhibit "H"**.
28. At the non-financial scoring meeting on November 23, 2011, each member of the STT read their scores out loud at the meeting. As the scores were read, I recorded the results in a spreadsheet. Copies of that spreadsheet, one which identifies the scorers and once which anonymizes them, are attached as **Exhibits "I" and "J"**.
29. I did not provide the financial envelope to any member of the STT until after the November 23, 2011 meeting where the non-financial proposals were scored. I do not recall how the financial proposals were scored at the November 28, 2011 STT meeting. I believe that KPMG was responsible for completing the financial scoring and calculated the total scores for the financial component that appear on the final sheet of the scoring spreadsheet attached as **Exhibits "I" and "J"**.
30. Inquiry Counsel have shown me two emails that appear to indicate that PowerStream's executive summary contained financial information. Copies of these emails are attached as are attached as **Exhibits "H" and "K"**. I do not recall sending these emails. I also do not recall an issue involving PowerStream's executive summary.
31. I have reviewed the email attached as **Exhibit "L"**. I was not aware that Robert Hull at Gowlings sent the PowerStream response to David McFadden on November 16, 2011.
32. After the Collus Power Board of Directors selected PowerStream as the preferred proponent, it is very likely that I assisted Mr. Houghton with preparing the slide deck that was presented to Town Council on December 5, 2011. It was our normal practice for me to get presentation templates started for Ed and provide support as he worked towards finalizing them. It is also likely that the slides containing information about scoring came from the excel spreadsheets I had prepared when the RFP was scored. A copy of those slides are attached as **Exhibit "M"**.

Post-Transaction Bonus

33. In 2012, I received a \$15,000 bonus. Mr. Houghton told me the bonus was for the work I had put in on completing the transaction. I recall working hundreds of hours on the transaction without additional compensation.
34. I was excited to receive the bonus, as I had never received a bonus of that size before. I was never told to keep the bonus secret; however, I understood it to be confidential in the same way as any of my salary information was confidential.

SWORN BEFORE ME at the Collingwood,
in the Province of Ontario on
13th of May, 2019

Notary

Simon Gooding-Townsend

Commissioner for Taking Affidavits
(or as may be)

Simon Gooding-Townsend

Pamela Hogg

Pamela Hogg

This is Exhibit "A" referred to in
the Affidavit of Pam Hogg
sworn May 13, 2019

A handwritten signature in blue ink, reading "Linda G. Moring-Thornd", is positioned above a horizontal blue line.

Commissioner for Taking Affidavits
(or as may be)

Message

From: Ed Houghton [/O=TOC/OU=FIRST ADMINISTRATIVE GROUP/CN=RECIPIENTS/CN=EHOUGHTON]
Sent: 1/6/2010 12:08:06 PM
To: Dean Muncaster [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=DeanMuncaster]; 'Mary Pearson ' [marympearson@sympatico.ca]; Chris Carrier [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=ccarrier]; Mike Edwards [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=medwards]; Joan Pajunen [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=JoanPajunen]; David McFadden [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=DavidMcFadden]; Doug Garbutt [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=DougGarbutt]; 'gian delzotto' [giand@live.com]; Kim Wingrove [/O=TOC/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=Kwingrove]; Tim Fryer [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=tfryer]; Larry Irwin [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=lirwin]; Pam Hogg [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=phogg]; Darius Vaiciunas [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=dvaiciunas]; Jeff Hansen [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=jhansen]; Ray Powell [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=rpowell]; Marcus Firman [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=mfirmen]
CC: Ed Houghton [/O=TOC/OU=First Administrative Group/cn=Recipients/cn=ehoughton]
Subject: Strategic Planning Session - January 14th & 15th, 2010
Attachments: Smart Grid Primer Update for Strategic Planning.docx

Ladies & Gentlemen:

This email will act as a reminder of our upcoming Strategic Planning Session to be held from 5:00 pm – 9:30 pm on Thursday January 14th and from 8:00 am – 4:30 pm on Friday, January 15th. This email will also provide you with some additional information that will assist you in getting your creative juices flowing.

I had asked Jeff Hansen and Darius to put together a “Smart Grid Primer” (attached) that would provide you with the definition of “Smart Grid”, the common Ontario Principles of “Smart Grid”, the Province of Ontario’s initiatives as they relate to “Smart Grid” and the obligations that we have as an LDC to “Smart Grid”.

Those attending our strategic planning session are as follows:

- Ms. Mary Pearson, Facilitator, Pearson & Associates Inc.
- Mr. Dean Muncaster, Board Chair
- Mr. Chris Carrier, Mayor
- Mr. Mike Edwards, Board Member (Councillor)
- Mrs. Joan Pajunen, Board Member
- Mr. David McFadden, Board Member
- Mr. Doug Garbutt, Board Member
- Mr. Gian Delzotto, Guest Speaker (Thursday evening only)
- Ms. Kim Wingrove, CAO, Town of Collingwood (Thursday evening only)
- Mr. Ed Houghton, President & CEO
- Mr. Tim Fryer, CFO
- Mr. Larry Irwin, Director of Operations and I.T. Services
- Mrs. Pamela Hogg, Executive Assistant to the President & CEO, HR Officer
- Mr. Darius Vaiciunas, Load Management & Regulatory Coordinator
- Mr. Jeff Hansen, Smart Grid Facilitator
- Mr. Ray Powell, Hydro Superintendent
- Mr. Marcus Firman, Manager, Water Services

Next week I will be providing all of you with a final agenda but I wanted to give you a little insight into our Thursday evening. The night will begin with a brief overview from His Worship Mayor Carrier. In my discussions with Mayor Carrier, he will outline the important policies, by-laws and philosophies that he and Council have been promoting over

the last 3 years such as our Sustainable Community Plan, our Active Transportation Policy, our Complete Communities philosophy and how these and others will help influence and guide our Strategic Direction and in turn strengthen our Community. This will be followed up by a presentation from Board Member David McFadden on his vision of the future electricity industry and what an LDC, like Collus Power, might look like in the not-too-distant future. Then we will have our Guest Speaker, Mr. Gian Delzotto provide to us with his thoughts on Collingwood and how he sees us positioning ourselves and preparing for green business opportunities and share with us a small portion of his tremendous insight and knowledge on green technologies and Public Private Partnerships. At this point our Facilitator, Ms. Mary Pearson will take over and outline for us the goals and objectives of our Strategic Planning Session and the expected outcome and deliverables.

I hope you share in my excitement for this strategic planning session and I urge you (and I know that for most it doesn't take too much urging) to start thinking outside the box, right now, and prepare yourself for a discussion that will help position Collus as a future "energy" company moving away from the current inside the box "wires" company.

Respectfully submitted.

Ed

Mr. Ed Houghton, President & CEO

Collingwood Utility Services Corp.

P.O. Box 189, 43 Stewart Road

Collingwood, ON

L9Y 3Z5

Phone: 705-445-1800, 2222

Fax: 705-445-2549

Email: ehoughton@collus.com

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This is Exhibit "B" referred to in
the Affidavit of Pam Hogg
sworn May 13, 2019

A handwritten signature in blue ink, appearing to read "Linda G. Hogg", is written over a horizontal line.

Commissioner for Taking Affidavits
(or as may be)

January 10

Collus Strategic Plan 2010-2015

Draft Documentation

**Collus Power
Strategic Plan 2010 to 2015**

Table of Contents

Introduction 2

Situation Overview/ Background..... 2

Realignment of Role 4

Mandate and Vision 4

Goal - 2015 4

Strategy 5

Strategies- Future Directions..... 5

Strategies- Support and Infrastructure..... 6

Next Steps..... 8

Collus Power Strategic Plan 2010 to 2015

Introduction

This plan outlines strategic directions for Collus that builds upon its strong business fundamentals and supports a sustainable community. It was developed by the Board of Directors and Executive of Collus Power during a planning session on January 14th and 15th 2010.

These strategies will form the basis of a Business Plan which will be developed in the next few months by the Collus management team. The plan will also be used as one of the inputs on rate submissions for 2010 as per the Green Energy Act (GEA) to the Ontario Energy Board (OEB).

Situation Overview/ Background

The following are a summary of some of the major opportunities and issues that influence the direction Collus needs to consider.

The GEA 2009 offers a number of opportunities for realignment due to incentives by Governments to provide an attractive investment climate for green power developers, generation of certainty in the market, making Ontario a leader in renewable energy and energy conservation in North America and green job creation.

Despite reduced demand for power, which has taken place in the current recession, it is anticipated that there will be a continuous burgeoning demand for Hydro Services in the foreseeable future by all sectors of the communities serviced. This

could peak in the 2015 timeframe when a number of factors converge i.e. elimination of provincial coal-fired generation facilities combined with maintenance of nuclear powered generation plants, commercial recovery from the recession and the continuing consumer demand for new electronic technologies and devices. It is therefore very desirable that Collus be prepared to provide a sustainable resource base to meet this environment while continuing to utilize 'smart grid' concepts.

There is also a requirement to provide additional options for power in place by 2015.

Constraints include:

- Regulatory Environment – for power generation and distribution, Water and Waste Management
- Funding of projects to provide a reasonable return to the Shareholder (Municipality) and to contain costs for the user.
- (Technical) Current inability to store power on a sustained basis
- Organization capacity- Key staff in Collus set to retire shortly

Opportunities include:

- Developing partnerships with others
- Expanding outside of the currently defined physical boundaries
- Seeking investment for projects
- Technical innovations and power generation through Ethanol, Waste- to-Energy, etc.
- Opportunities to expand the business model of Collus to include power generation, etc.
- Generation opportunities with the 4 hospitals to address their energy supply needs through sustainable sources
- Electric car opportunities & issues i.e. home plug in, smart grid implications and options for electric cars

Realignment of Role

One of the major aspects of meeting the opportunities and challenges of the future and integrating activities towards the Green Energy Act of Ontario will be in re-aligning the role of Collus. This re-alignment will include the following:

- **Collus put greater focus on researching and presenting opportunities to their communities and the shareholder. It will provide options, alternatives, ideas, and risk assessment in terms of green energy, sustainability and power generation and distribution to their shareholder the town of Collingwood.**
- **Collus will be a facilitator of relationships in order to optimize opportunities with potential partners. This will include being an educator, communicator, potential host, and where feasible being a welcoming test subject.**

Mandate and Vision

The development of mandate and vision of Collus as it considers its future mandate will incorporate the following concepts:

- Collus will be a full 'Energy Company'
- Collus will give its client communities sustainable energy solutions
- Collus will participate in 'living lab' concepts
- Collus will be a 'welcoming' energy company
- Contribute to the 4 pillars of sustainability

Goal - 2015

By 2015 Collus be able to provide its customers with a high quality, sustainable and a stable supply of energy.

Strategy

Strategies Future Directions

There are 4 major strategies for supporting Collus's goal and future direction. These are:

1. Collus Power will **Investigate The desirability of becoming a** become a full energy company using Epcor (Edmonton Power Corporation) as a model upon which to improve and innovate its business model – a total utility concept and an energy ENTITY. **David provided a brief background history on the Epcor Model.**
 - *Continue to be a leader in the field and adopt best practices to become a total energy entity*
 - *Become a one-stop shop for all energy needs in the community. Re-brand*
 - *State of the art generation options will be explored*
2. Collus Power will partner with its municipal shareholder and others to expand renewable energy.
 - *With the municipality set up development of codes and standards for solar energy and solar panels and energy efficiency designs in residential, commercial and industrial sub-divisions*
 - *Develop retro-fit strategies for flat roof surfaces for existing commercial and industrial buildings*
 - *Identify potential partners locally, nationally & internationally*
 - *Identify local sites, such as hospitals to develop sustainable energy projects*
3. Collus Power will investigate boundaries and opportunities in order to maximize its service delivery.
 - *Negotiate with Hydro One for territory changes*
4. Collus Power will investigate the opportunity to become a Beta Model Lab for the development of innovations in sustainable solutions.
 - ~~*Develop a Centre of excellence for sustainability and engage community, academics in innovation initiatives.*~~

Strategies- Support and Infrastructure

There are **4 major** support and infrastructure strategies. These are:

1. Financial/Investment.

Develop a comprehensive methodology for evaluating current and future investment initiatives:

- *Develop a complete understanding of regulation framework for recovery of investment in Green Energy Act (GEA) requirements*
- *Develop plans for return on investment that will ensure sustainability of assets*
- *Develop a process for evaluation of Joint Ventures, technology investments ROI et*
- *Consider trading assets*
- *Develop planning for Investment impact of growth of Collingwood*
- *Identify resources required to pursue strategy identified – financial and people*
- *Ensure a return on Investment with affordable customer rates*

2. Developing a Communications and Marketing Plan.

Prepare to inform, educate and motivate communities (Retail, Commercial and Youth) *(all facets of the community)* in green strategies and to differentiate the rising costs of energy in contrast to charges in cost of distribution.

- *Utilize marketing and Key Communications "motivators" which are aimed at what is important to customers as presented in the planning session. These are:*
 - *Gain/saving money and time*
 - *Pride and prestige*
 - *Protecting health*
 - *Safety and security*
 - *Pleasure and happiness*
 - *Save the planet*
- *Engage youth and develop green energy awards programs with schools.*

3. Preparing Organizational Capability in Collus.

Ensure a committed and engaged workforce is in place that can successfully complete the required work, including smooth succession transitions.

- *Organization Review and structuring*
 - *Assessment of current staff activities to see if some current tasks might be moved, dropped, enhanced*
 - *Examine the organization structure, capacity, and roles*
- *Communicate to staff (Visions and Commitment)*
 - *Clearly articulate the goal and gain commitment to vision*
 - *Develop a set of criteria against which the staff can evaluate, prioritize and assess risks of the likelihood of success of any proposed endeavor*
- *Develop a succession plan so that there is a smooth transition of leadership.*

4. Infrastructure and Distribution

Ensure there is a detailed plan for infrastructure and distribution upgrades and changes

- *Assess and plan for the upgrade of Physical Assets to meet requirements as laid down in the Green Energy Act in conjunction with 2015 deadline to ensure a high quality sustainable environment*
- *Assess Smart Grid implications for all customer segments*

Next Steps

Planning is an evolutionary process. The strategies developed above are the first step in engaging in the on-going planning process. The next steps will include the following.

- Review and approval of strategic plan by Collus Board of Directors and Collus Executive
- Develop a Business Plan, including a new Mission and Vision
- Develop major short term initiatives to support the strategies
 - *Hospital and expansion of concept to schools*
 - *Water and Bio-gas*
 - *Centre of Excellence and Universities – joint projects*
 - *Joint Ventures on new building developments and involvement with Municipality of standards and implementation*
 - *Smart grid and meters*
 - *Electric Vehicles*

This is Exhibit "C" referred to in
the Affidavit of Pam Hogg
sworn May 13, 2019



Commissioner for Taking Affidavits
(or as may be)

Collingwood Utility Services Corp.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

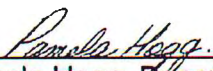
Notice is hereby given that the annual meeting of the shareholders of Collingwood Utility Services Corp will be held at the Head Office of the Corporation, 43 Stewart Road, Collingwood at the hour of 8:00 a.m. in the morning of the 8th day of July, 2011, to: (a) approve minutes of July 7, 2010 meeting; (b) receive and consider the Consolidated Financial Statements and the report of the auditors; (c) appoint auditors; (d) ratify all acts and proceedings of the directors and officers since the last annual meeting and; (e) transact such further business as may properly be brought before the meeting.

The Council of the Town of Collingwood, as the sole shareholder, has appointed Deputy Mayor Rick Lloyd as the authorized representative to vote on its behalf at the meeting.

A Meeting Agenda, and the minutes of the Annual General Meeting held on July 7, 2010 accompany this Notice.

Dated at Collingwood, this 28th day of June, 2011

By order of the board of directors:



Pamela Hogg, Board Secretary

To: Mayor, Deputy Mayor, Members of Council
The Corporation of the Town of Collingwood
97 Hurontario Street
Collingwood, Ontario

This is Exhibit "D" referred to in
the Affidavit of Pam Hogg
sworn May 13, 2019



Commissioner for Taking Affidavits
(or as may be)

**Minutes of the Annual Meeting of the Shareholder of
Collingwood Utility Services Corp.**

**Held at 43 Stewart Road, Collingwood
on the 8th day of July 2011,
at the hour of 8:00 a.m.**

The Meeting was called to order by Dean Muncaster, the Chair of the Corporation. At the request of Mr. Muncaster, Pamela Hogg acted as Secretary.

The Chair advised that Notice of calling the meeting was sent by the secretary, Pamela Hogg on June 28, 2011 to the Corporation of the Town of Collingwood as a sole shareholder and therefore declared that this meeting is constituted as the Annual Meeting of the Shareholder.

Mr. Muncaster recognized that the sole shareholder is the Corporation of the Town of Collingwood and advised that Deputy Mayor Rick Lloyd had been appointed by Council as the voting representative. Mr. Lloyd was in attendance and confirmed that he would vote on behalf of the Town.

The Chair asked the Town to indicate its approval of the Notice. Deputy Mayor Lloyd indicated his approval.

The Chair welcomed and recognized several guests. First, from the Town Council he recognized Mayor Cooper, Deputy Mayor Lloyd and, Councillor Mike Edwards. Second he recognized as Directors of the Corporation, Doug Garbutt, Joan Pajunen, Councillor Edwards Mayor Sandra Cooper; Ed Houghton, President & CEO; Tim Fryer, CFO; Pam Hogg, Secretary; Glen McAllister, Finance & Conservation Analyst; and, Larry Irwin, Director of Operations & I.T. Services; and the Auditor represented by Ralph Neate.

The Chair asked for approval of the presence of these guests by the Town. Deputy Mayor Lloyd advised of the Town's consent.

The Chair asked for the approval of the July 7, 2010 minutes which had previously been provided to the Town. Deputy Mayor Lloyd moved the approval of the July 7, 2010 minutes.

The Chair presented the Consolidated Financial Statements for the four corporations, Collingwood Utility Services Corp., Collus Power Corp., Collus Solutions Corp. and Collus Energy Corp., which had previously been provided to the Town.

Deputy Mayor Lloyd acknowledged that the reports had been approved by Council of the Town of Collingwood on May 30, 2011. He moved the approval of the Financial Statements for the fiscal year ending December 31, 2010 and therein to confirm, ratify and approve the acts of the Directors for the same fiscal year.

The Chair invited Deputy Mayor Lloyd to move the Appointment of Auditors. Deputy Mayor Lloyd moved the appointment of Gaviller & Company as Auditors of Collingwood Utility Services Corp. for the next fiscal year ending December 31, 2011. The Chair declared the appointment as requested.

Deputy Mayor Lloyd expressed his appreciation to the Board and Management for all the hard work that is done. It was stated that our Utility is a measuring stick for other utilities.

Mr. Houghton stated that Collus continues to have a strong close working relationship with the Town of Collingwood. It is a pleasure to work alongside with the Town. Mr. Houghton also expressed kudos to Mr. Irwin and his I.T. Department for all that they do for the Town.

Councillor Edwards stated that he is pleased to have had the opportunity to serve on the Board. Councillor Edwards further stated that he has learned over the past year how complex the hydro industry is. Staff is to be applauded, finance in particular with regards to all the regulations.

Mayor Cooper stated that Collus does a great job of facing challenges, and applauds the strategic planning for the future. Mayor Cooper also stated that Council recognizes the hard work of staff and hopes that staff recognizes is as well.

The Chair invited further discussion of other business. No further business was brought forth.

As there was no further business, the Chair invited Deputy Mayor Lloyd to move the termination of the meeting. Deputy Mayor Lloyd so advised and the Chair declared the motion carried and the meeting terminated at 8:11 a.m.

PAMELA HOGG,
Secretary of the meeting

Lingo-Garding-Turned

Commissioner for Taking Affidavits
(or as may be)

CHAIRMAN'S AGENDA
COLLINGWOOD UTILITY SERVICES CORP.
ANNUAL MEETING OF SHAREHOLDER
 July 8, 2011 at 8:00 a.m.

1. Call to Order and opening remarks	<p>Good morning, Ladies and Gentlemen. The meeting will now come to order.</p> <p>As you will have noted by the Notice calling the meeting, we are constituted this morning as an annual meeting of the Shareholders. In this instance, the sole shareholder is the municipal corporation of the Town of Collingwood. I understand that Council has appointed Deputy Mayor Rick Lloyd to act as its voting representative.</p> <p>Deputy Mayor Lloyd will you affirm that you will vote on behalf of the Town?</p> <p><i>Deputy Mayor Lloyd so affirms.</i></p>
2. Appointment of Chair and Secretary	<p>As Chairman of the corporation, I will act as Chairman of the meeting. With your approval, Deputy Mayor Lloyd, I will ask the corporations Secretary, Pamela Hogg, to act as Secretary of the meeting.</p> <p><i>Deputy Mayor Lloyd so approves.</i></p>
3. Determination of Constitution of Meeting	<p>Notice of the Annual Meeting was sent on June 28, 2011 to the Town of Collingwood. I will now ask the Secretary to read the Notice of the Meeting.</p> <p><i>(Pam will read Notice of Meeting)</i></p> <p>Would the Town indicate its approval of the Notice?</p> <p><i>(Deputy Mayor Lloyd approves the Notice for the Town of Collingwood)</i></p> <p>Deputy Mayor Lloyd has indicated his approval.</p> <p>As the sole shareholder is represented and notice has been duly delivered in accordance with the Corporation's bylaws, I declare the meeting to be duly called and properly constituted for the transaction of such business as may come before it.</p>

<p>4. Motion to approve guests</p>	<p>The Chair welcomes and recognizes several guests: <i>First</i>, from the Town Council, we recognize the Mayor, Councillor Mike Edwards, and Deputy Mayor Rick Lloyd <i>Second</i>, the members of the Board of Directors of Collingwood Utility Services Corp for the past year, in addition to myself, Councillor Edwards and The Mayor :</p> <ul style="list-style-type: none"> - Douglas Garbutt - Joan Pajunen <p><i>In addition</i>, we recognize:</p> <ul style="list-style-type: none"> - Ed Houghton, President & CEO - Tim Fryer, CFO - Pam Hogg, Secretary to the Board - Glen McAllister – Finance & Conservation Analyst - Larry Irwin, Director, Operations & I.T. Services <p>Would the Shareholder indicate its approval of the presence of these guests?</p> <p><i>(Deputy Mayor Lloyd approves the presence of the guests)</i></p> <p>Deputy Mayor Lloyd has so noted.</p>
<p>5. Approval of Minutes</p>	<p>The minutes of the July 7, 2010 meeting have been provided to the Town of Collingwood.</p> <p>I would ask Deputy Mayor Lloyd to move the approval of the minutes.</p> <p><i>(Deputy Mayor Lloyd approves the minutes)</i></p> <p>Deputy Mayor Lloyd has so moved on behalf of the Shareholder.</p>
<p>6. Presentation of Consolidated Financial Statements</p>	<p>The Consolidated Financial Statements for, Collingwood Utility Services Corp., have been provided to the Town of Collingwood.</p>
<p>a) Motion for approval of statements and to ratify the acts of the Directors</p>	<p>The financial statements having been reviewed, I would ask Deputy Mayor Lloyd to move the approval of the Consolidated Financial Statements for the fiscal year ending December 31, 2010 and therein to confirm, ratify and approve the acts of the Directors for the same fiscal year.</p> <p><i>(Deputy Mayor Lloyd Moves the approval of the Statements on behalf of the Shareholder)</i></p> <p>Deputy Mayor Lloyd has so moved on behalf of the Shareholder.</p>

b) Discussion	Is there any discussion of the motion by Deputy Mayor Lloyd on behalf of the Town?
c) Approval of motion	<p>I would ask Deputy Mayor Lloyd to record the vote of the Shareholder to approve the motion.</p> <p><i>(Deputy Mayor Lloyd acknowledges that the reports had been approved by Council of the Town of Collingwood on May 30, 2011)</i></p> <p>Deputy Mayor Lloyd confirms approval of the motion.</p>
7. Appointment of Auditors	<p>The next item of business is the appointment of auditors. I will now ask Deputy Mayor Lloyd to move the appointment of auditors on behalf of the Town as the sole shareholder.</p> <p><i>(Deputy Mayor Lloyd moves the appointment of Gaviller & Company as auditors of the Collingwood Utility Services Corp. for the next fiscal year ending December 31, 2011)</i></p> <p>I declare the appointment of Gaviller & Company as auditors of the Corporation.</p>
8. Other Business	Deputy Mayor Lloyd, do you bring any further business to the table on behalf of the Town of Collingwood?
9. Termination of Meeting	<p>There being no further business, I would invite Deputy Mayor Lloyd to move the termination of the meeting.</p> <p><i>(Deputy Mayor Lloyd moves that the meeting be terminated.)</i></p> <p>I declare the motion is carried and this meeting is terminated. Thank you.</p>

This is Exhibit "F" referred to in
the Affidavit of Pam Hogg
sworn May 13, 2019

A handwritten signature in blue ink, reading "Linda Goring-Tward", is written over a horizontal line.

Commissioner for Taking Affidavits
(or as may be)

Strategic Partnership Team Meeting Notes
Wednesday, August 3, 2011, 11:30 a.m.

Attendees: Dean Muncaster, Chair, Collus Power
 Mayor Sandra Cooper, Director, Collus Power
 David McFadden, Director, Collus Power-*via conference call until 11:50*
 Doug Garbutt, Director, Collingwood Public Utilities Services Board
 Rick Lloyd, Councillor, Council Representative
 Kim Wingrove, CAO, Town of Collingwood
 Ed Houghton, President & CEO
 Tim Fryer, CFO
 Pamela Hogg, Board Secretary

The meeting was scheduled to begin at 11:00 a.m. but did not begin until 11:30 a.m. Due to the late start of the meeting, the agenda was revised to accommodate Director McFadden's schedule.

The salient points from the meeting are as follows.

- Mr. McFadden broached the subject of where the Partnership would come in.
 - : Come in to Collus Power then the interested party only becomes a shareholder in Collus Power
 - : Keep it simple – purchase equity
 - : Share purchase – two ways: treasury or direct purchase
 - : The simplest would be that the shares are acquired directly from the Town or Holding Co.
 - : Question is: do we keep some of the revenue from the sale in Collus Power for future use.
- Team Strategy Session will be scheduled so that brainstorming can be done to discuss issues
 - : Decide how it could work with LDC's such as Wasaga Beach, Midland, etc.,
 - : What of our interests do we need to protect
 - : Does it make sense to aggregate now
 - : Look at mergers and acquisitions as well
- Mr. Houghton and Mr. Muncaster met with the various utilities using a consistent introduction at each meeting.
 - : July 7, 2011 – PowerStream
 - : July 20, 2011 – Hydro One
 - : July 20, 2011 – St. Thomas Energy
 - : July 26, 2011 – Veridian Connections
 - : July 26, 2011 – Horizon Utilities
- It was decided that we would not look for further partnership opportunities such as Corix, Fortis, etc.
- It was agreed that that we are investigating this venture to make Collus stronger through a Partnership, not a sale of the utility.
- Mr. Houghton stated that the utilities that the introductory meetings were held with all expressed a huge amount of interest.
 - : Collingwood's position in the province (well known)
 - : Geographic location
 - : Maintain a local presence in Collingwood – back fill (billing, contracting out, etc)

- Discussion ensued as to the right time to inform staff. It was decided that perhaps following the RFP process might be the best time, as it may be too premature now until the next level of interest is determined.
- Schedule of events can be revised as required: currently looking at preparing a Request for Proposal for the end of September, and call for the closing for the end of November 2011.
- It was decided that a non-disclosure agreement will be a requirement.
- It was suggested by Ms. Wingrove that we do not further pursue a partnership with St. Thomas Energy, due to the economies of scale and the similar size of the utility. It was decided that a further interview would not be scheduled.
- A Team Strategy Session to discuss the format for the interviews has been scheduled for Monday, August 29th, 11:00 a.m – 1:00 p.m.
- Interview dates have been confirmed:
 - : Monday, September 12, 2011 – 8:00 a.m. – 10:00 a.m. – Veridian Connections
 - : Monday, September 12, 2011 – 11:00 a.m. – 1:00 p.m. – Hydro One
 - : Monday, September 19, 2011 – 8:30 a.m. – 10:30 a.m. – PowerStream
 - : Monday, September 19, 2011 – 11:00 a.m. – 1:00 p.m. – Horizon Utilities

This is Exhibit "G" referred to in
the Affidavit of Pam Hogg
sworn May 13, 2019



Commissioner for Taking Affidavits
(or as may be)

**Strategic Partnership Team Meeting Minutes
Monday, August 29, 2011**

Attendees: Dean Muncaster, Chair, Collus Power
Mayor Sandra Cooper, Director, Collus Power
Doug Garbutt, Director, Collingwood Public Utilities Services Board
Rick Lloyd, Councillor, Council Representative
Kim Wingrove, CAO, Town of Collingwood
Ed Houghton, President & CEO
Pamela Hogg, Board Secretary

Regrets: David McFadden, Director, Collus Power
Tim Fryer, CFO

Chairman Muncaster called the meeting to order at 11:05 a.m. and explained Director McFadden's absence from the meeting, and stated that Director McFadden confirmed his attendance at the interview meetings.

Chairman Muncaster handed the meeting over to Mr. Houghton.

The discussion began with who should Chair the Interview Meetings. After discussion it was decided that Mr. Houghton would do the opening introductions and then Chairman Muncaster would then Chair the remainder of the meeting.

Mr. Houghton put forth a suggestion that KPMG put together the RFP for us, and as well sit in on the interview meetings. It was explained that KPMG has experience in this sector, so it would be very valuable to have their assistance. Mr. Houghton will investigate the cost of having them prepare the RFP, the cost to have them involved in the interview process and the cost to have them review the completed RFP's and make fair recommendation to the Task Force. Upon motion duly made, seconded and unanimously carried it was agreed to move forward with contracting KPMG to put together the RFP and investigate the cost of having them participate in the interview process and review the completed RFP's.

Action Item 1: Mr. Houghton stated that he will contact Mr. John Herhalt of KPMG to prepare the RFP and ask for further costing as noted above.

Action Item 2: Ms. Hogg will contact the interested parties and request the names and positions of the individuals attending the interviews.

Mr. Houghton also suggested that a letter signed by Chair Muncaster should be prepared and sent to the interested parties outlining the process of the interview meetings. It was agreed that this was an accepted suggestion. A non-disclosure agreement that both parties will sign will accompany the letter. With respect to the non-disclosure agreement, we need to determine what period of time does the agreement cover, and what information is protected and what can be disclosed with respect to the Freedom of Information Act which the municipality must adhere to. These questions will be put to John Mascarini of Aird & Berlis.

Action Item 3: Mr. Houghton stated that he will contact Mr. John Mascarini of Aird & Berlis for assistance with the preparation of the non-disclosure agreement.

Action Item 4: Mr. Houghton and Ms. Hogg will prepare the letter to be sent to the interested parties prior to the interview meetings.

It was discussed that the interview process will allow the interested parties the opportunity to highlight their company, their culture, their goals and objectives, their vision of the future and in broad terms what their thoughts are on how COLLUS Power could fit into their future plans. It will also allow for a two-way discussion and provide the interested parties with a better understanding on what we may wish to see in a Strategic Partnership. It was felt that the RFP would be formed immediately following the interview meetings.

Significant discussion took place regarding the importance of openness and transparency and the need to be consistent in our questions put to the interested parties. It was felt that as long as the interested parties know in advance of the evaluation criteria for the RFP's they should all then be on the same level playing field. Chairman Muncaster also stated the importance of not being too prescriptive in our thoughts and suggestion so that we don't stifle their creative ideas. The interview process will provide a background of who they are and what some of their thoughts are on issues such as rates, employees, strategic location and alliances with the CHEC Group etc. This gives the interested parties an opportunity to formulate their proposal which allows them to continue to be creative with their ideas.

Mr. Houghton stated that we need to further discuss what our needs and wants are, such as what percentage of ownership we are willing to accept, retention of employees, physical presence in Collingwood, etc.

With respect to the interview, Mr. Houghton stated that we would begin with introductions, reiterate what we are doing, give them an opportunity to do a presentation for approximately 45 minutes, followed by a two-way dialogue for approximately 30 minutes. We will outline in our letter to them that their presentation should cover the following:

- 1) Financial background
- 2) Culture – vision and mission
- 3) Presence in Collingwood
- 4) How they treat their employees
- 5) What are their rates and are there plans for rate harmonizing
- 6) Safety perspective; what programs are in place
- 7) Unions; successor rights, will there be a financial impact
- 8) Attracting others; will there be a royalty, what is their vision for rationalization
- 9) Governance; how would the Boards be populated

Chair Muncaster reiterated that the message that has been given to the interested parties has been that the utility is not for sale, but rather we are selling shares in Collus Power.

Mr. Houghton suggested that prior to the first interview on September 12th, these minutes will be provided to our Team and the important notes highlighted so that they can be addressed in the interview meeting. Questions will be prepared from these minutes and distributed to the various Team members to be asked during the interviews. It was noted that these are not the only questions to be asked and that other questions may be asked based on the discussions during the interviews.

Action Item 5: Mr. Houghton and Ms. Hogg will prepare the questions to be asked during the interview.

Mr. Houghton reviewed the proposed outline of the critical dates:

- i. Tuesday, October 4, 2011 – RFP Out (Two days before the election)
- ii. Wednesday, November 16, 2011 – RFP Called (Six weeks to complete)
- iii. Wednesday, December 7, 2011 – Review Complete
- iv. Friday, December 9, 2011 – Take to Board
- v. Monday, December 12/19, 2011 – Take to Council- *In Camera*
- vi. January – March – OEB Approval
- vii. Monday, April 2, 2011 – Begin Operations

Mr. Houghton suggested that each member of this Strategy Team will receive a copy of the completed RFP's for their individual review and then we would get together to discuss and review as a Team. We will then present the results to our Board and then ultimately to Council. It was also suggested and agreed that we will go to Council prior to the RFP going out to update Council as to where we are in the process. The proposed schedule of dates will be given to the bidders and ask for their comments.

Discussion then took place with respect to the Governance and it was stated that we wish to have significant board representation. Other aspects that were discussed and noted as important are things such as Human Resources, successor rights, physical presence in the community, service quality, stability of organization, how they deal with their customers with respect to arrears; would they have the same thoughts as ours, customer service, communications, etc.

A discussion took place as to what is the driving force behind what we are trying to achieve. Councillor Lloyd stated that he would like to achieve what we are doing today, only better. Mr. Houghton stated that he feels that the government will have some sort of mandate that will significantly reduce the number of LDC's in the province and the added regulation and requirements continue to inhibit our ability to remain competitive. Finding a strategic partner with a similar culture which will help us keep our rates low, and maintaining a local presence in Collingwood is imperative.

The question was posed by CAO Wingrove "what are these interested parties looking to get from us"? The obvious answer was additional customers but it was felt that it goes well beyond this. Other important aspects probably being considered by them is our strategic geographically location and our relationship within the CHEC Group. Chair Muncaster stated that this is where it becomes very important for us to know what exactly their vision is for us down the road.

Mr. Houghton posed the question about negotiations after review of the RFP's and whether this would be/should be allowed? It was decided that the price would be the price and not negotiated, but we will look at the best deal and negotiate the finer details. Items to be considered in the evaluation are as follows;

- Board representation
- Employee retention
- Rates
- Collingwood presence
- Price
- Shared governance model
- Future considerations

KPMG may have additional ideas for us to consider based on their previous experiences with these types of transactions in the electricity sector.

Mr. Houghton reaffirmed that each member of the Strategy Team wishes to receive a copy of the RFP package and each member will review and rate the proposal, the Team would then get together and review as a group and explain the ratings that were given.

The meeting terminated at 1:00 p.m.

This is Exhibit "H" referred to in
the Affidavit of Pam Hogg
sworn May 13, 2019

A handwritten signature in blue ink, reading "Linda Espinoza-Torres", is written over a horizontal red line.

Commissioner for Taking Affidavits
(or as may be)

Message

From: Herhalt, John M [/O=KPMG/OU=CA/CN=RECIPIENTS/CN=CA17803]
Sent: 11/16/2011 11:39:24 PM
To: Meehan, Diane M [/O=KPMG/OU=CA/CN=RECIPIENTS/CN=CA29731]; Rockx, John
[/O=KPMG/OU=CA/CN=RECIPIENTS/CN=CA17786]; Erling, Jonathan M
[/O=KPMG/OU=CA/CN=RECIPIENTS/CN=CA13722]
Subject: FW: Email 3 PowerStream
Attachments: PowerStream.pdf
Importance: High

From: Pam Hogg [mailto:phogg@collus.com]
Sent: Wednesday, November 16, 2011 7:36 PM
To: Herhalt, John M
Cc: Ed Houghton
Subject: Email 3 PowerStream
Importance: High

John,

I am resending the PowerStream proposal as the one I sent earlier included the Financials in the Executive Summary. I have attempted to recall the email, but if you have already opened the email, please delete it and replace with the attached.

Thanks, and I apologize for the confusion.

Pam

/////////
Pamela Hogg, CHRP
Executive Assistant to the President & CEO,
Manager, Human Resources and Board Secretary

Collingwood Utility Services Corp.
P.O. Box 189, 43 Stewart Road
Collingwood, ON L9Y 3Z5
Phone: 705-445-1800, ext 2255
Fax: 705-445-2549
Email: phogg@collus.com
www.collus.com

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Proposal Evaluation

provision of strategic and specialized resources, Support in growing COLLUS Busine

Point Value: 30	Horizon	Hydro One	PowerStream	Veridian
Dean Muncaster	25	20	30	10
Mayor Sandra Cooper	20	10	30	10
David McFadden	20	20	30	10
Doug Garbutt	20	10	25	10
Rick Lloyd	25	10	30	10
Kim Wingrove	20	10	30	10
Tim Fryer	30	10	30	25
John Herhalt	15	15	30	10
Ed Houghton	25	15	30	10
Totals	200	120	265	105

Notes:

Proposal Evaluation

Support for employees and their careers

Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Dean Muncaster	8	7	8	9
Mayor Sandra Cooper	7	5	9	5
David McFadden	7	5	10	6
Doug Garbutt	6	6	10	6
Rick Lloyd	7	5	10	6
Kim Wingrove	9	4	8	6
Tim Fryer	10	3	8	5
John Herhalt	5	7	7	7
Ed Houghton	6	7	10	5
Totals	65	49	80	55

Notes:

Proposal Evaluation

customer experience and satisfaction, Supporting the interests of the communities

Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Dean Muncaster	9	6	10	9
Mayor Sandra Cooper	8	3	10	8
David McFadden	8	5	10	9
Doug Garbutt	7	5	10	8
Rick Lloyd	8	4	10	9
Kim Wingrove	9	5	10	10
Tim Fryer	9	5	9	9
John Herhalt	8	6	10	9
Ed Houghton	9	5	10	10
Totals	75	44	89	81

Notes:

Proposal Evaluation

Competitive distribution rate and cost structure of COLLUS

Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Dean Muncaster	10	6	9	9
Mayor Sandra Cooper	10	5	8	8
David McFadden	9	5	9	10
Doug Garbutt	9	4	8	8
Rick Lloyd	10	2	8	9
Kim Wingrove	10	2	7	7
Tim Fryer	10	3	7	7
John Herhalt	10	5	8	8
Ed Houghton	10	5	8	9
Totals	88	37	72	75

Notes:

Proposal Evaluation				
Cultural and synergistic fit				
Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Dean Muncaster	7	2	10	3
Mayor Sandra Cooper	6	5	10	7
David McFadden	7	2	10	1
Doug Garbutt	7	5	10	6
Rick Lloyd	8	5	10	2
Kim Wingrove	6	4	10	7
Tim Fryer	8	5	8	5
John Herhalt	7	5	10	5
Ed Houghton	7	5	10	7
Totals	63	38	88	43

Notes:

Proposal Evaluation

Payment for up to 50% of shares and other considerations in Section 3.1

Point Value: 30	Horizon	Hydro One	PowerStream	Veridian
Dean Muncaster				
Mayor Sandra Cooper				
David McFadden				
Doug Garbutt				
Rick Lloyd				
Kim Wingrove				
Tim Fryer				
John Herhalt				
Ed Houghton				
Totals	0	0	0	0

Notes:

Proposal Evaluation Totals

	Horizon	Hydro One	PowerStream	Veridian
Payment for up to 50% of shares and other considerations in 3.1	207	270	243	191
Provision of strategic and specialized resources,support in growing COLLUS	200	120	265	105
Support for employees and their careers	65	49	80	55
Customer experience and satisfaction,supporting the interests of the communities	75	44	89	81
Competitive distribution rate and cost structure of COLLUS	88	37	72	75
Cultural and synergistic fit	63	38	88	43
Totals	698	558	837	550

Notes:

This is Exhibit "J" referred to in
the Affidavit of Pam Hogg
sworn May 13, 2019

A handwritten signature in blue ink, reading "Linda G. Hogg", is written over a horizontal red line.

Commissioner for Taking Affidavits
(or as may be)

Proposal Evaluation

provision of strategic and specialized resources, Support in growing COLLUS Busine

Point Value: 30	Horizon	Hydro One	PowerStream	Veridian
Task Force Member 1	25	20	30	10
Task Force Member 2	20	10	30	10
Task Force Member 3	20	20	30	10
Task Force Member 4	20	10	25	10
Task Force Member 5	25	10	30	10
Task Force Member 6	20	10	30	10
Task Force Member 7	30	10	30	25
Task Force Member 8	15	15	30	10
Task Force Member 9	25	15	30	10
Totals	200	120	265	105

Notes:

Proposal Evaluation

Support for employees and their careers

Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Task Force Member 1	8	7	8	9
Task Force Member 2	7	5	9	5
Task Force Member 3	7	5	10	6
Task Force Member 4	6	6	10	6
Task Force Member 5	7	5	10	6
Task Force Member 6	9	4	8	6
Task Force Member 7	10	3	8	5
Task Force Member 8	5	7	7	7
Task Force Member 9	6	7	10	5
Totals	65	49	80	55

Notes:

Proposal Evaluation

customer experience and satisfaction, Supporting the interests of the communities

Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Task Force Member 1	9	6	10	9
Task Force Member 2	8	3	10	8
Task Force Member 3	8	5	10	9
Task Force Member 4	7	5	10	8
Task Force Member 5	8	4	10	9
Task Force Member 6	9	5	10	10
Task Force Member 7	9	5	9	9
Task Force Member 8	8	6	10	9
Task Force Member 9	9	5	10	10
Totals	75	44	89	81

Notes:

Proposal Evaluation

Competitive distribution rate and cost structure of COLLUS

Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Task Force Member 1	10	6	9	9
Task Force Member 2	10	5	8	8
Task Force Member 3	9	5	9	10
Task Force Member 4	9	4	8	8
Task Force Member 5	10	2	8	9
Task Force Member 6	10	2	7	7
Task Force Member 7	10	3	7	7
Task Force Member 8	10	5	8	8
Task Force Member 9	10	5	8	9
Totals	88	37	72	75

Notes:

Proposal Evaluation				
Cultural and synergistic fit				
Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Task Force Member 1	7	2	10	3
Task Force Member 2	6	5	10	7
Task Force Member 3	7	2	10	1
Task Force Member 4	7	5	10	6
Task Force Member 5	8	5	10	2
Task Force Member 6	6	4	10	7
Task Force Member 7	8	5	8	5
Task Force Member 8	7	5	10	5
Task Force Member 9	7	5	10	7
Totals	63	38	88	43

Notes:

Proposal Evaluation				
Payment for up to 50% of shares and other considerations in Section 3.1				
Point Value: 30	Horizon	Hydro One	PowerStream	Veridian
Task Force Member 1				
Task Force Member 2				
Task Force Member 3				
Task Force Member 4				
Task Force Member 5				
Task Force Member 6				
Task Force Member 7				
Task Force Member 8				
Task Force Member 9				
Totals	0	0	0	0

Notes:

Proposal Evaluation Totals

	Horizon	Hydro One	PowerStream	Veridian
Payment for up to 50% of shares and other considerations in 3.1				
Provision of strategic and specialized resources,support in growing COLLUS	200	120	265	105
Support for employees and their careers	65	49	80	55
Customer experience and satisfaction,supporting the interests of the communities	75	44	89	81
Competitive distribution rate and cost structure of COLLUS	88	37	72	75
Cultural and synergistic fit	63	38	88	43
Totals	491	288	594	359

Notes:

Proposal Evaluation

Individual Totals

Maximum Point Value: 70	Horizon	Hydro One	PowerStream	Veridian
Task Force Member 1	59	41	67	40
Task Force Member 2	51	28	67	38
Task Force Member 3	51	37	69	36
Task Force Member 4	49	30	63	38
Task Force Member 5	58	26	68	36
Task Force Member 6	54	25	65	40
Task Force Member 7	67	26	62	51
Task Force Member 8	45	38	65	39
Task Force Member 9	57	37	68	41
Totals	491	288	594	359

Notes:

This is Exhibit "K" referred to in
the Affidavit of Pam Hogg
sworn May 13, 2019

A handwritten signature in blue ink, reading "Linger G. Hogg", is written over a horizontal line.

Commissioner for Taking Affidavits
(or as may be)

Sandra Cooper

From: Kim Wingrove
Sent: Wednesday, November 23, 2011 4:40 PM
To: Pam Hogg; Rick Lloyd; Sandra Cooper; Tim Fryer
Subject: RE: PowerStream

Pam, just got a chance to go through my paperwork from this morning. I am the guilty party! So sorry – I thought I had been very careful to give everything back. Please advise as to how you would like me to deal with this.

Kim

From: Pam Hogg
Sent: November-23-11 1:52 PM
To: Rick Lloyd; Sandra Cooper; Kim Wingrove; Tim Fryer
Subject: PowerStream

Someone from the group this morning has accidentally kept their copy of Executive Summary from PowerStream which includes financials. If you could look through your paperwork and let me know if you have it, I would appreciate it.

Thanks

Pam

Pamela Hogg, CHRP
Executive Assistant to the President & CEO,
Manager, Human Resources and Board Secretary

Collingwood Utility Services Corp.
P.O. Box 189, 43 Stewart Road
Collingwood, ON L9Y 3Z5
Phone: 705-445-1800, ext 2255
Fax: 705-445-2549
Email: phogg@collus.com
www.collus.com

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This is Exhibit "L" referred to in
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sworn May 13, 2019

A handwritten signature in blue ink, reading "Simon G. Hogg", is written over a horizontal blue line.

Commissioner for Taking Affidavits
(or as may be)

To: McFadden, David[David.McFadden@gowlings.com]
From: Hull, Robert
Sent: Wed 2011-11-16 8:08:21 PM
Subject: PowerStream's Response to COLLUS Power Corp Request for Proposal
[Appendix 4 Sc 3.2 - 3.7 Vision-Mission.pdf](#)
[Appendix 1 Sc 3.2-3.7 Collingwood Presentation_Final.pdf](#)
[Appendix 2 Section 3.2-3.7 PS History.pdf](#)
[Appendix 3 Section 3.2-3.7 Executive Management Team Bios.pdf](#)
[Executive Summary - Nov 15, 2011.pdf](#)
[RFP Response Section 3.1.pdf](#)
[RFP Response Section 3.2-3.7.pdf](#)

Dave - as discussed here are the PowerStream submissions to the Collingwood RFP as delivered today.

Thanks

Bob

Robert Hull
Partner
416-369-7313
gowlings.com

This is Exhibit "M" referred to in
the Affidavit of Pam Hogg
sworn May 13, 2019

A handwritten signature in blue ink, reading "Linor Gidding-Torres", is written over a horizontal line.

Commissioner for Taking Affidavits
(or as may be)



COLLUS POWER CORP

Strategic Partnership Request for Proposal Results and Evaluations Update to Council December 5, 2011



Request For Proposal Scope:

- Some of the key requirements from a Strategic Partner include the following:
 - An investment of up to 50% in Collus Power shares
 - Provision of strategic and specialized resources to Collus Power through Service Agreements
 - Support in growing the Collus Power business, both organically and through acquisition
 - Continued and enhanced support for the interests of the communities we serve and our employees
 - Continued and substantial presence in the communities we serve
 - Continued focus on maintaining and enhancing the competitive distribution rate and cost structure of Collus Power



Proposal Evaluation Criteria

Proposals will be evaluated using the following criteria and weightings:

<ul style="list-style-type: none"> Investment for up to 50% of shares Other considerations in section 3.1 	30 points
<ul style="list-style-type: none"> Provision of strategic and specialized resources Support in growing the Collus business 	30 points
<ul style="list-style-type: none"> Support for employees and their careers 	10 points
<ul style="list-style-type: none"> Customer experience and satisfactions Supporting the interests of the communities we serve 	10 points
<ul style="list-style-type: none"> Competitive distribution rate and cost structure of Collus 	10 points
<ul style="list-style-type: none"> Cultural and synergistic fit 	<u>10 points</u>
	100 points

It should be noted that each Team member reviewed and evaluated the proposals on an individual basis. The group then reconvened to review and discuss the findings of their evaluations and the results are as follows:



Strategic Partnership Task Team

- ▣ Mayor, Sandra Cooper
- ▣ Deputy-Mayor, Rick Lloyd
- ▣ Kim Wingrove, CAO
- ▣ Dean Muncaster, Chairman, Collus Power Corp
- ▣ David McFadden, Director, Collus Power Corp
- ▣ Doug Garbutt, Director, Collus Solutions Corp
- ▣ John Herhalt, KPMG / John Rockx, KPMG
- ▣ Ed Houghton, President & CEO
- ▣ Tim Fryer, CFO



Proposal Evaluations:

**Provision of strategic and specialized resources, Support in growing COLLUS Business
(30 POINTS)**

Point Value: 30	Horizon	Hydro One	PowerStream	Veridian
Task Team Member 1	25	20	30 (1 st)	10
Task Team Member 2	20	10	30 (1 st)	10
Task Team Member 3	20	20	30 (1 st)	10
Task Team Member 4	20	10	25 (1 st)	10
Task Team Member 5	25	10	30 (1 st)	10
Task Team Member 6	20	10	30 (1 st)	10
Task Team Member 7	30	10	30 (1 st)	25
Task Team Member 8	15	15	30 (1 st)	10
Task Team Member 9	25	15	30 (1 st)	10
Totals	200	120	265 (1st)	105



Proposal Evaluations:

**Support for employees and their careers
(10 POINTS)**

Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Task Team Member 1	8	7	8	9 (1 st)
Task Team Member 2	7	5	9 (1 st)	5
Task Team Member 3	7	5	10 (1 st)	6
Task Team Member 4	6	6	10 (1 st)	6
Task Team Member 5	7	5	10 (1 st)	6
Task Team Member 6	9 (1 st)	4	8	6
Task Team Member 7	10 (1 st)	3	8	5
Task Team Member 8	5	7	7 (1 st)	7
Task Team Member 9	6	7	10 (1 st)	5
Totals	65	49	80 (1st)	55



Proposal Evaluations:

**Customer experience and satisfaction, Supporting the interests of the communities
(10 POINTS)**

Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Task Team Member 1	9	6	10 (1 st)	9
Task Team Member 2	8	3	10 (1 st)	8
Task Team Member 3	8	5	10 (1 st)	9
Task Team Member 4	7	5	10 (1 st)	8
Task Team Member 5	8	4	10 (1 st)	9
Task Team Member 6	9	5	10 (1 st)	10
Task Team Member 7	9	5	9 (1 st)	9
Task Team Member 8	8	6	10 (1 st)	9
Task Team Member 9	9	5	10 (1 st)	10
Totals	75	44	89 (1st)	81



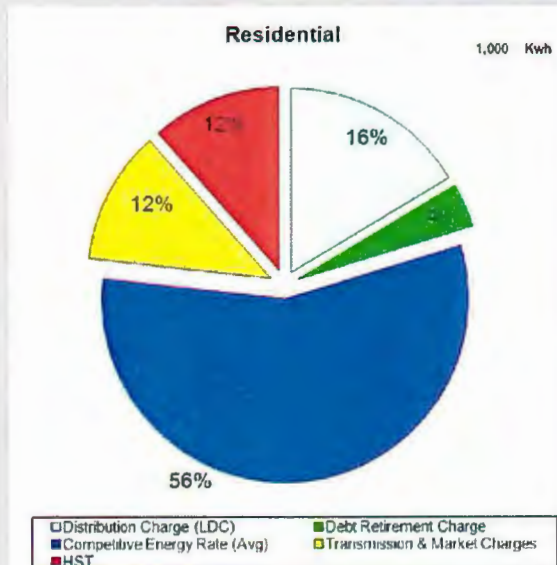
Proposal Evaluations:

Competitive distribution rate and cost structure of COLLUS (10 POINTS)

Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Task Team Member 1	10 (1 st)	6	9	9
Task Team Member 2	10 (1 st)	5	8	8
Task Team Member 3	9	5	9	10 (1 st)
Task Team Member 4	9 (1 st)	4	8	8
Task Team Member 5	10 (1 st)	2	8	9
Task Team Member 6	10 (1 st)	2	7	7
Task Team Member 7	10 (1 st)	3	7	7
Task Team Member 8	10 (1 st)	5	8	8
Task Team Member 9	10 (1 st)	5	8	9
Totals	88 (1st)	37	72	75



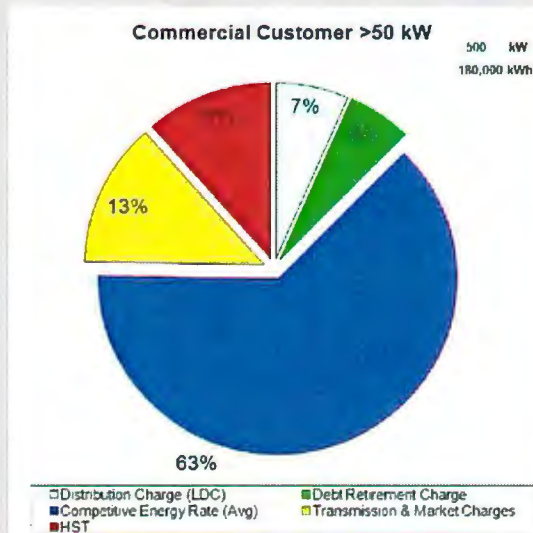
Residential Customer 1,000 kWh



- COLLUS Power's distribution charges account for only 16% of the total electricity charges. As an example at 1,000 kWh the total electricity charges would be \$134. The distribution charges amount to only \$22.



Commercial Customer > 50 kW



- COLLUS Power's distribution charges account for only 7% of the total electricity charges. As an example at 180,000 kWh and 500 kW the total electricity charges would be \$21,827. The distribution charges amount to only \$1,431.



Proposal Evaluations:

Cultural and synergistic fit (10 POINTS)

Point Value: 10	Horizon	Hydro One	PowerStream	Veridian
Task Team Member 1	7	2	10 (1 st)	3
Task Team Member 2	6	5	10 (1 st)	7
Task Team Member 3	7	2	10 (1 st)	1
Task Team Member 4	7	5	10 (1 st)	6
Task Team Member 5	8	5	10 (1 st)	2
Task Team Member 6	6	4	10 (1 st)	7
Task Team Member 7	8	5	8 (1 st)	5
Task Team Member 8	7	5	10 (1 st)	5
Task Team Member 9	7	5	10 (1 st)	7
Totals	63	38	88 (1st)	43



Proposal Evaluations:

Proposal Evaluation Totals (70 POINTS)

	Horizon	Hydro One	PowerStream	Veridian
Provision of strategic and specialized resources, support in growing COLLUS	200	120	265 (1 st)	105
Support for employees and their careers	65	49	80 (1 st)	55
Customer experience and satisfaction, supporting the interests of the communities	75	44	89 (1 st)	81
Competitive distribution rate and cost structure of COLLUS	88 (1 st)	37	72	75
Cultural and synergistic fit	63	38	88 (1 st)	43
Totals	491	288	594 (1st)	359



Proposal Evaluations:

Individual Totals

Maximum Point Value: 70	Horizon	Hydro One	PowerStream	Veridian
Task Team Member 1	59	41	67 (1 st)	40
Task Team Member 2	51	28	67 (1 st)	38
Task Team Member 3	51	37	69 (1 st)	36
Task Team Member 4	49	30	63 (1 st)	38
Task Team Member 5	58	26	68 (1 st)	36
Task Team Member 6	54	25	65 (1 st)	40
Task Team Member 7	67 (1 st)	26	62	51
Task Team Member 8	45	38	65 (1 st)	39
Task Team Member 9	57	37	68 (1 st)	41
Totals	491	288	594 (1st 8 of 9)	359



Proposal Evaluations:

Proposal Evaluation Summaries

	Horizon	Hydro One	PowerStream	Veridian
Total cash consideration to Town of Collingwood	3rd	1st	2nd 1 st	4th
Provision of strategic and specialized resources, support in growing COLLUS	1 st		9 out of 9 1 st	1 st
Support for employees and their careers	2 out of 9		6 out of 9 1 st	1 out of 9
Customer experience and satisfaction, supporting the interests of the communities	1 st		9 out of 9	1 st
Competitive distribution rate and cost structure of COLLUS	8 out of 9		1 st	1 out of 9
Cultural and synergistic fit	1 st	1 st	9 out of 9 1 st	1 st
Totals	10 out of 45	0 out of 45	33 out of 45	2 out of 45



Proposal Evaluations:

Proposal Evaluation Summaries

Business Issue	Horizon	Hydro One	PowerStream	Veridian
Binding/Non-Binding	Non-Binding	Non-Binding	Non-Binding	Non-Binding
Shares	50%	50% or less	50%	50%
Unassumed Liabilities	unconfirmed 60%/40% Debt to Equity \$2.65 M to Town	unconfirmed 60%/40% Debt to Equity \$3.2 M to Town	confirmed 60%/40% Debt to Equity \$5.3 M to Town	unconfirmed 60%/40% Debt to Equity \$2.65 M to Town
Recapitalization	\$2.65 M to Horizon	\$3.2 M to Hydro One	\$0.0 to PowerStream \$1.71 M payout	\$2.65 M to Veridian
Promissory Note	\$1.71 M payout 50% Town 50% Horizon	\$1.71 M payout 20% Town 20% Hydro One	Town's option 50% Town 50% PowerStream	\$1.71 M payout 50% Town 50% Veridian
Governance	Majority Independent	60% Independent	Majority Independent 2 Co-Chairs	100% Independent
Total cash consideration to Town	\$11.86 million in cash	\$15.998 million in cash	\$15.010 million in cash	\$10.86 million in cash



LDC Acquisition Premiums

Transaction Date	Utility Acquired	Purchaser	Enterprise price/book
May-00	Uxbridge	Veridian	1.69
Jun-00	Carleton Place	Hydro One	1.32
Apr-01	Thorold	Hydro One	1.60
Apr-01	Owen Sound	Hydro One	1.26
May-01	Lindsay	Hydro One	1.60
May-01	Quinte West	Hydro One	1.38
May-01	Port Hope	Veridian	1.35
Jul-01	Brampton	Hydro One	1.29
Aug-01	Caledon	Hydro One	1.25
Dec-01	Richmond Hill	Markham/Vaughan	1.33
Avg			1.41
May-02	Comwall Electric	Fortis	1.25
Sep-05	Gravenhurst	Veridian	1.56
Sep-05	Aurora	PowerStream	1.29
Sep-05	West Nipissing	Sudbury	1.28
Jan-09	ELK Energy	Town of Essex	1.36
Aug-09	Great Lakes Power	Fortis	1.26
Avg			1.33
Overall Avg			1.37

Note: Based on \$8.0 million for 50% of the equity, the premium offered by PowerStream for Collus is 1.60 times book value or pretty well the highest that has been paid in the sector



Further Clarifications :

- During our Strategic Partnership Task Team meetings certain questions arose that needed further clarification by PowerStream. These questions and clarifications are as follows:
- 1 Does this transaction require a MAAD Application?

 - Yes and PowerStream will take the lead role with assistance from COLLUS Staff and at no charge to Collus Power.
- 2 Will Shared Service arrangements be forced on us?

 - No, absolutely not! Shared Service Agreements will only be entered into when and if it makes financial and operational sense.
- 3. Is PowerStream entering into this arrangement with the thought of a creeping takeover?

 - No, absolutely not! PowerStream strongly shares our philosophical approach to this partnership. John Glicksman, CFO stated, "I look forward to working with you towards a successful conclusion to our negotiations and to working with you and the rest of our team to build our new partnership into a much larger regional presence."



Further Clarifications :

4. In your response to the RFP you noted a "Shotgun Clause". Can you expand on your thoughts?
 - PowerStream does not like this approach and in fact do not like the phrase. The reason it is mentioned is because it is stated this way in the RFP itself. Their views on liquidity is exactly that of ours and specifically David McFadden's .
5. What are your thoughts on the purchase of the shares of the Holding Company and making Collus Solutions inactive?
 - PowerStream is comfortable with whichever arrangement makes sense for the Town and removes any tax implications. The transfer of employees is not an issue in their view and will not be seen as "tax avoidance".
6. If we leverage ourselves to 60/40% debt to equity, will this limit our ability to grow in the future?
 - PowerStream does not believe this and agrees that we can further leverage if we so desire (common practice), we can ask the Town to set aside a portion of the proceeds for future growth of Collus or PowerStream will be there, as our partner for future growth opportunities .



Further Clarifications :

7. We would like to negotiate the offer for the 50% shares up from \$7.3 million to \$8.0 million?
 - PowerStream has agreed to increase their offer up to \$8,000,000. This represents a 10% increase and moves the offer to the highest range for premiums paid in recent years at 1.6 times book value.



Key Events:

Key Events:

- June 27, 2011 - Met with Council & received approval to investigate Strategic Partnership
- July 7, 2011 - Meeting with Strategic Partner 1
- July 20, 2011 - Meeting with Strategic Partner 2
- July 20, 2011 - Meeting with Strategic Partner 3
- July 26, 2011 - Meeting with Strategic Partner 4
- July 26, 2011 - Meeting with Strategic Partner 5
- August 3, 2011 - First Meeting with Strategic Partnership Task Team
- August 29, 2011 - Second Meeting of Strategic Partnership Task Team
- Sept. 12, 2011 - Interview with Strategic Partner 4 and Strategic Partner 2
- Sept. 19, 2011 - Interview with Strategic Partner 1 and Strategic Partner 5
- Sept. 28, 2011 - Third Meeting of Strategic Partnership Task Team
- Sept. 29, 2011 - Met with Collus Staff and provided confidential update



Key Events:

Key Events:

- October 3, 2011 - Provide Council with Update
- October 4, 2011 - RFP released
- November 15, 2011 - Met with Collus Staff and provided update
- November 16, 2011- RFP's returned
- November 17, 2011 - Provide Council with Update and issue News Release
- November 22, 2011 - Public Information Session
- November 23, 2011 - Fourth Meeting of Strategic Partnership Task Team
- November 28, 2011 - Fifth Meeting of Strategic Partnership Task Team
- December 1, 2011 - Meeting with PowerStream to confirm RFP analysis
- December 2, 2011 - Meeting with Collingwood Utility Services, COLLUS Power Board and Strategic Partnership Task Team to propose a recommendation to Council
- December 5, 2011 - Meeting with Council to Update Council on the findings of the SPTT



Resolution:

THAT the COLLUS Power Corp Board hereby accepts the findings of the Strategic Partnership Task Team and recommends to Collingwood Council that Collus Power Board be directed to undertake negotiations with PowerStream Inc. for the purpose of entering into a Strategic Partnership arrangement;

AND FURTHER THAT, the results of these negotiations be brought back to Collingwood Council in a timely fashion for further review and consideration.



Critical Timelines

Timelines:

- | | |
|-----------------------|---|
| ▣ October 4, 2011 - | RFP released |
| ▣ November 16, 2011 - | RFP called |
| ▣ December 2, 2011 - | Provide findings of RFP to COLLUS Board |
| ▣ December 5, 2011 - | Provide findings to Council in-camera |



Questions



Notes: